

## NOTIFICATION OF TRANSACTIONS OF DIRECTORS, PERSONS DISCHARGING MANAGERIAL RESPONSIBILITY OR CONNECTED PERSONS

This form is intended for use by an *issuer* to make a *RIS* notification required by *DR 3.3*

- (1) An *issuer* making a notification in respect of a transaction relating to the *shares* or debentures of the *issuer* should complete boxes 1 to 16, 23 and 24.
- (2) An *issuer* making a notification in respect of a derivative relating the *shares* of the *issuer* should complete boxes 1 to 4, 6, 8, 13, 14, 16, 23 and 24.
- (3) An *issuer* making a notification in respect of options granted to a *director/person discharging managerial responsibilities* should complete boxes 1 to 3 and 17 to 24.
- (4) An *issuer* making a notification in respect of a *financial instrument* relating to the *shares* of the *issuer* (other than a debenture) should complete boxes 1 to 4, 6, 8, 9, 11, 13, 14, 16, 23 and 24.

Please complete all relevant boxes should in block capital letters.

1.	Name of the <i>issuer</i>  UNITED UTILITIES GROUP PLC	2.	State whether the notification relates to (i) a transaction notified in accordance with <i>DTR 3.1.2 R</i> ;  (ii) a disclosure made in accordance with <i>LR 9.8.6 R(1)</i> , or;  (iii) a disclosure made in accordance with section 793 of the Companies act (2006)  (i)
3.	Name of <i>person discharging managerial responsibilities/director</i>  GAYNOR KENYON	4.	State whether notification relates to a <i>person</i> connected with a <i>person discharging managerial responsibilities/director</i> named in 3 and identify the <i>connected person</i>  N/A
5.	Indicate whether the notification is in respect of a holding of the <i>person</i> referred to in 3 or 4 above or in respect of a non-beneficial interest  GAYNOR KENYON	6.	Description of <i>shares</i> (including <i>class</i> ), debentures or derivatives or financial instruments relating to <i>shares</i>  UNITED UTILITIES GROUP PLC ORDINARY SHARES OF 5 PENCE EACH
7.	Name of registered shareholders(s) and, if more than one, the number of <i>shares</i> held by each of them  GAYNOR KENYON 12,470 ORD SHARES  SHARE INCENTIVE PLAN 2,179 ORD SHARES  TOTAL 14,649 (0.0021%)	8.	State the nature of the transaction  EXERCISE OF THE PERFORMANCE SHARE PLAN AWARD OVER ORDINARY SHARES AND SALE OF SUFFICIENT SHARES TO COVER TAX, NATIONAL INSURANCE LIABILITIES AND ANY DEALING COSTS

9.	Number of <i>shares</i> , debentures or financial instruments relating to <i>shares</i> acquired  <b>6,141 ordinary shares</b>	10.	Percentage of issued <i>class</i> acquired ( <i>treasury shares</i> of that <i>class</i> should not be taken into account when calculating percentage)  <b>0.0009%</b>
11.	Number of <i>shares</i> , debentures or financial instruments relating to <i>shares</i> disposed  <b>2,894</b>	12.	Percentage of issued <i>class</i> disposed ( <i>treasury shares</i> of that <i>class</i> should not be taken into account when calculating percentage)  <b>0.0004%</b>
13.	Price per <i>share</i> or value of transaction  <b>Nil cost option on vesting, sale at 787.14p per share</b>	14.	Date and place of transaction  <b>28 MAY 2013, ENGLAND</b>
15.	Total holding following notification and total percentage holding following notification (any <i>treasury shares</i> should not be taken into account when calculating percentage)  <b>G KENYON 15,717 ORD SHARES</b>  <b>SHARE INCENTIVE PLAN 2,179 ORD SHARES</b>  <b>TOTAL 17,896 (0.0026%)</b>	16.	Date issuer informed of transaction  <b>28 MAY 2013</b>

**If a person discharging managerial responsibilities has been granted options by the issuer complete the following boxes**

17.	Date of grant	18.	Period during which or date on which it can be exercised
19.	Total amount paid (if any) for grant of the option	20.	Description of <i>shares</i> or debentures involved ( <i>class</i> and number)
21.	Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise	22.	Total number of <i>shares</i> or debentures over which options held following notification
23.	Any additional information	24.	Name of contact and telephone number for queries  <b>JANE GILMORE 01925 237052</b>

**Name and signature of duly authorised officer of *issuer* responsible for making notification**

**JANE GILMORE, DEPUTY COMPANY SECRETARY**

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**Date of notification 29 MAY 2013**