

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> STEVEN FRASER	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 STEVEN FRASER	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 STEVEN FRASER 12,602 ORD SHARES SHARE INCENTIVE PLAN 2,474 ORD SHARES TOTAL 15,076 (0.0022%)	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 7,421 ordinary shares	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) 0.0010%
11.	Number of <i>shares</i> , debentures or financial instruments relating to <i>shares</i> disposed 3,497	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) 0.0005%
13.	Price per <i>share</i> or value of transaction Nil cost option on vesting, sale at 787.14p per share	14.	Date and place of transaction 28 MAY 2013, ENGLAND
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) S FRASER 16,526 ORD SHARES SHARE INCENTIVE PLAN 2,474 ORD SHARES TOTAL 19,000 (0.0027%)	16.	Date issuer informed of transaction 28 MAY 2013

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 JANE GILMORE 01925 237052

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

JANE GILMORE, DEPUTY COMPANY SECRETARY

Date of notification 29 MAY 2013