

## 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 LR 9.8.6 R(1), 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>  SIMON GARDINER	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  SIMON GARDINER	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  SIMON GARDINER 2,216 ORD SHARES  SHARE INCENTIVE PLAN 3,556 ORD SHARES  TOTAL 5,772 (0.00084%)	8	State the nature of the transaction  EXERCISE OF A DEFERRED SHARE PLAN AWARD OVER ORDINARY SHARES AND SUBSEQUENT SALE OF SHARES AWARDED

9.	Number of <i>shares</i> , debentures or financial instruments relating to <i>shares</i> acquired  <b>6999 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>0.0010%</b>
11.	Number of <i>shares</i> , debentures or financial instruments relating to <i>shares</i> disposed  <b>3,298</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>0.00048%</b>
13.	Price per <i>share</i> or value of transaction  <b>Nil cost option on vesting, sale at 715p per share</b>	14.	Date and place of transaction  <b>29 JULY 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>S GARDINER 5,917 ORD SHARES</b>  <b>SHARE INCENTIVE PLAN 3,556 ORD SHARES</b>  <b>TOTAL 9,473 (0.00138%)</b>	16.	Date issuer informed of transaction  <b>30 JULY 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 30 JULY 2013**