

Company No. 117120

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

SCOTTISH POWER plc

RESOLUTIONS

(Passed 21 July 1999)

At the Annual General Meeting of Scottish Power plc duly convened and held at The Glasgow Royal Concert Hall, Sauchiehall Street, Glasgow on Wednesday 21 July 1999, the following resolutions were passed as Special Resolutions:-

SPECIAL RESOLUTION

That the directors be given power, in terms of section 95 of the Companies Act 1985, to allot equity securities (as defined in section 94 of the Act) for cash, relying in the authority given by shareholders on 26 July 1995, 4 September 1995 and 24 July 1996, as if section 89 (1) of the Act did not apply, provided that this power shall be limited:

- to the allotment of equity securities in connection with a rights issue in favour of the holders of ordinary shares where the equity securities attributable to the interests of the ordinary shareholders are proportionate, as nearly as may be, to the respective numbers of ordinary shares held or deemed to be held by them (but subject to such exclusions or other arrangements as the directors may deem necessary or advisable to deal with legal or practical problems in respect of overseas shareholders, fractional entitlements or otherwise); and
- to any other allotment of equity securities up to an aggregate nominal amount of £29,983,098

and shall last until the Company's next Annual General Meeting, except that the Company may make an offer or agreement which might require equity securities to be allotted after the authority ends and the directors may allot equity securities under such an offer or agreement as if that authority had not ended.

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SPECIAL RESOLUTION

That the Company be authorised generally and without conditions to make market purchases (within the meaning of section 163(3) of the Companies Act 1985) of its ordinary shares provided that:-

- the Company may not purchase more than 119,932,395 ordinary shares;
- the Company may not pay less than 50p for each ordinary share;
- the Company may not pay more than 5% over the average of the middle market price of the ordinary shares, based on the London Stock Exchange Daily Official List, for the five business days immediately before the day on which the Company agrees to buy the shares;
- no such purchase shall be made at a time when, under the provisions of the Model Code appended to the Listing Rules of the London Stock Exchange, a director of the Company would be prevented from dealing in its shares;
- this authority will last from today until the Company's next Annual General Meeting; and
- the Company may agree before the authority ends to purchase ordinary shares where the purchase is or may be completed (wholly or partly) after the authority ends.

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Murray Stuart
Chairman

