

Company Number: 117120

**THE COMPANIES ACTS 1985 AND 1989**  
**PUBLIC COMPANY LIMITED BY SHARES**  
**SCOTTISH POWER PLC**

**RESOLUTION**

**(Passed: 15 June 1999)**

At a meeting of the holders of ordinary shares of 50 pence each in the capital of Scottish Power plc (the "Company"), duly convened and held at The Glasgow Royal Concert Hall, 2 Sauchiehall Street, Glasgow G2 3NY, pursuant to an order of the Court of Session, the following resolution was passed as a resolution in terms of section 425(2) of the Companies Act 1985:-

**RESOLUTION**

THAT the scheme of arrangement dated 6 May 1999 (the "Scheme") between the Company, the Scheme Shareholders (as defined in the Scheme) and the Special Shareholder (as defined in the Scheme) the terms of which are set forth in the document of which the Notice of this meeting forms part be approved and the directors of the Company be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect.

.....  
Chairman

