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CHWP000

COMPANIES FORM No. 122

**Notice of consolidation, division,
sub-division, redemption or
cancellation of shares, or conversion,
re-conversion of stock into shares**

122

Please do not
write in
this margin

Pursuant to section 122 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf)

For official use

Company number

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SC 193794

Name of company

* insert full name
of company

* Scottish Power Limited

gives notice that

In accordance with the terms of the letter dated 30 July 2007 sent to holders of non cumulative preference shares of 50 pence each in the Company (the "B Shareholders" and the "B Shares" respectively), a repurchase under an off market rolling share repurchase programme (the "Rolling Repurchase Programme") took place on 17 October 2008. The repurchase involved an offer by the Company to purchase some or all of the issued B Shares from the B Shareholders who elected to have some or all of their B Share repurchased.

Elections to participate in the Rolling Repurchase Programme were received by the Company in relation to 10,425 B Shares. Pursuant to the terms of the Rolling Repurchase Programme these 10,425 B Shares were repurchased and were then cancelled (as permitted under section 121(2)(e) of the Companies Act 1985).

Pursuant to a special resolution of the Company dated 4 May 2006, the Company's authorised but unissued B Share capital of 10,425 B Shares of 50 pence each arising following the repurchase and cancellation of the B Shares has been subdivided into unclassified shares of one pence each. Forthwith upon such subdivision every 42 shares of one pence each (resulting from such subdivision and/or any other authorised but unissued unclassified shares of one pence each) were consolidated into one new ordinary share of 42 pence each.

± Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed



Designation ±

COMPANY
SECRETARY

Date 17 Oct 2008

Presenter's name address and
reference (if any)For official Use (02/06)
General Section

Post room

FRIDAY



SS3UR4FR

SCT

31/10/2008

1045

COMPANIES HOUSE