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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 lettering*To the Registrar of Companies
(Address overleaf)

For official use

Company number

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SC 193794

Name of company

* Scottish Power Limited

* insert full name
of company

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 5 March 2010. 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 7661 B Shares. Pursuant to the terms of the Rolling Repurchase Programme these 7661 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 7661 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 5 March 2010

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

MONDAY

SCT 07/06/2010 792
COMPANIES HOUSE