

The Directors
Scottish Power Energy Management Agency Ltd
320 St. Vincent Street
Glasgow
Scotland
G2 5AD

16 August 2017

Dear Sir

Letter of resignation

Scottish Power Energy Management Agency Ltd
Company Registered Number: SC222524

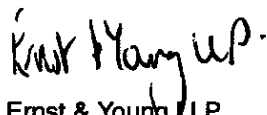
In accordance with section 516 of the Companies Act 2006, we write to notify you that we are ceasing to hold office as auditor of Scottish Power Energy Management Agency Ltd ('the company'). This takes effect from the date on which you receive this letter.

In accordance with section 519(1) of that Act, we are ceasing to hold office following the appointment of another audit firm by the company's ultimate parent undertaking due to mandatory rotation rules.

We draw your attention to the fact that Scottish Power Energy Management Agency Ltd has its own statutory obligations where we have ceased to hold office (as detailed, in particular, in Sections, 520 and 523 of the Act), including, depending on the reasons, the requirement to notify the appropriate audit authority if we cease to hold office before the end of our term of office as auditors.

If you have any questions on your legal obligations we recommend that you seek legal advice.

Yours faithfully



Ernst & Young LLP
ICAEW Registration Number – C009126168

