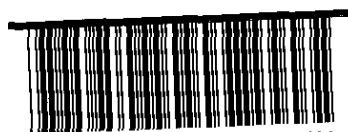


Thus Profit Sharing Trustees Limited

Directors' Report and Accounts for the year ended 31 March 2001

Registered No. SC201223



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THUS PROFIT SHARING TRUSTEES LIMITED

Directors' Report and Accounts for the year ended 31 March 2001

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THUS PROFIT SHARING TRUSTEES LIMITED

Report of the Directors

The directors present their report and audited Accounts for the year ended 31 March 2001.

Activities and review

The company did not trade during the year and continued as a trustee company of the immediate parent company, Thus plc.

Directors and their interests

The directors who held office during the year were as follows:

William Allan

Gerard McAloon (resigned 13.07.00)

Philip Male (appointed 13.07.00)

None of the directors who held office at the end of the financial year had any disclosable interests in the shares of the company, nor the ultimate parent company Scottish Power plc. The interests of the directors in the shares of Thus plc at the beginning and end of the year were as follows:

Interests in Thus plc shares

| | As at 1 April 2000 (or date of Appointment) | Granted/ Appropriated/ Other Net Movement | Exercised | Lapsed | As at 31 March 2001 |
|-------------------------------|--|--|-----------|--------|---------------------------|
| William Allan | | | | | |
| Ordinary Shares | - | 54,528 | - | - | 54,528 |
| Profit Sharing Scheme | 80 | - | - | - | 80 |
| Executive Share Option Scheme | - | 234,662 | - | - | 234,662 |
| Performance Unit Equity Plan* | 337,309 | - | (84,327) | - | 252,982 |
| Philip Male | | | | | |
| Ordinary Shares | - | 27,369 | - | - | 27,369 |
| Profit Sharing Scheme | 80 | - | - | - | 80 |
| Executive Share Option Scheme | - | 184,049 | - | - | 184,049 |
| Performance Unit Equity Plan* | 178,575 | - | (44,643) | - | 133,932 |
| Employee Sharesave Scheme | 2,136 | - | - | - | 2,136 |

* These shares represent, in each case, the maximum number of shares which the directors may receive, in connection with the Performance Unit Equity Plan.

THUS PROFIT SHARING TRUSTEES LIMITED

Directors' responsibilities

The directors are required by UK company law to prepare Accounts for each financial year which give a true and fair view of the state of affairs of the company as at the end of the financial period.

The directors confirm that suitable accounting policies have been used and applied consistently and that reasonable and prudent judgements have been made in preparation of the Accounts for the year ended 31 March 2001. The directors also confirm that applicable accounting standards have been followed and that the Accounts have been prepared on the going concern basis.

The directors are responsible for maintaining proper accounting records, and sufficient internal controls to safeguard the assets of the company and to prevent and detect fraud or any other irregularities.

Auditors

The auditors, PricewaterhouseCoopers, have indicated their willingness to continue in office, and a resolution concerning their reappointment will be proposed at the Annual General Meeting.

By order of the Board



David Macleod
Secretary
30 April 2001

THUS PROFIT SHARING TRUSTEES LIMITED

Balance Sheet

as at 31 March 2001

| | Notes | 2001 £ | 2000 £ |
|-----------------------------------|-------|-----------|-----------|
| Fixed Assets | | | |
| Investments | 3 | - | - |
| Current assets | | | |
| Debtors | 4 | 2 | 2 |
| Net assets | | 2 | 2 |
| | | | |
| Called up share capital | 5 | 2 | 2 |
| Equity shareholders' funds | 6 | 2 | 2 |

The notes on page 5 form part of these Accounts.

The company had no trading in the prior and current year therefore no profit and loss account has been prepared.

Approved by the Board on 30 April 2001 and signed on its behalf by



William Allan
Director

THUS PROFIT SHARING TRUSTEES LIMITED

Notes to the Accounts

For the year ended 31 March 2001

1 Basis of accounting

The Accounts have been prepared under the historical cost convention and in accordance with applicable accounting standards in the UK and with the requirements of the Companies Act 1985.

2 Directors' emoluments

None of the directors received any remuneration in respect of their services to the company.

3 Investments

The company holds, in trust, 145,760 (2000: 146,400) shares in Thus plc to satisfy awards made under the Thus UK Profit Sharing Scheme.

4 Debtors

| | 2001 £ | 2000 £ |
|--------------------------------------|-----------|-----------|
| Amounts falling due within one year: | | |
| Called up share capital | 2 | 2 |

5 Share capital

| | 2001 £ | 2000 £ |
|-----------------------------------|-----------|-----------|
| Authorised: | | |
| 100 ordinary shares of £1 each | 100 | 100 |
| Allotted, called up and nil paid: | | |
| 2 ordinary shares of £1 each | 2 | 2 |

6 Reconciliation of movement in shareholders' funds

| | 2001 £ | 2000 £ |
|-----------------------------|-----------|-----------|
| Opening shareholders' funds | 2 | - |
| Share capital issued | - | 2 |
| Closing shareholders' funds | 2 | 2 |

7 Ultimate parent company

The company is a wholly owned subsidiary of Thus plc.

The directors regard Thus plc as the immediate parent company and Scottish Power plc as the ultimate parent company. Both the immediate and the ultimate parent company are registered in Scotland.

Copies of the ultimate parent's consolidated Accounts may be obtained from The Secretary, Scottish Power plc, 1 Atlantic Quay, Glasgow, G2 8SP.

THUS PROFIT SHARING TRUSTEES LIMITED

Report of the Auditors to the members of Thus Profit Sharing Trustees Limited

We have audited the Accounts on pages 4 to 5 which have been prepared under the historical cost convention.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the Directors' Report and Accounts in accordance with applicable United Kingdom law and accounting standards are set out in the statement of directors' responsibilities.

Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and our profession's ethical guidance.

We report to you our opinion as to whether the Accounts give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Report of the Directors is not consistent with the Accounts, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions is not disclosed.

We read the other information contained in the Report of the Directors and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the Accounts.

Basis of audit opinion

We conducted our audit in accordance with auditing standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the Accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the Accounts, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the Accounts are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the Accounts.

Opinion

In our opinion the Accounts give a true and fair view of the state of the company's affairs at 31 March 2001 and have been properly prepared in accordance with the Companies Act 1985.

PricewaterhouseCoopers

PricewaterhouseCoopers
Chartered Accountants and Registered Auditors
Glasgow

30 April 2001