

**THE COMPANIES ACT 1985 (AS AMENDED)**  
**COMPANY LIMITED BY SHARES**

**SCOTTISH POWER UK HOLDINGS LIMITED**  
**(Registered No. SC232909)**

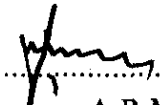
**SPECIAL RESOLUTION**  
**(Passed on 26 July 2002)**

At an extraordinary general meeting of the company duly convened and held on 26 July 2002, the following resolution was duly passed as a special resolution:

Special Resolution

THAT with effect from the conclusion of the meeting the Articles of Association of the Company be amended by:

- (a) the insertion within Article 2 of the Word "*ScottishPower*" in the column headed "Words" directly beneath the words "register of members";
- (b) the insertion within Article 2 of the words "*Scottish Power plc, a company incorporated in Scotland under registered number 193794,*" in the column headed "Meanings" immediately to the right of the insertion contained in (a) above;
- (c) The insertion of the following text as a new Article 6.A: "*Notwithstanding any provision in these Articles to the contrary, each of the following matters shall, at any time prior to the date of redemption of the ScottishPower Special Share pursuant to Article 7 of the Articles of Association of ScottishPower, be effective only with the prior consent in writing of ScottishPower:*
  - (i) *the amendment, deletion or alteration of the effect of this Article;*
  - (ii) *the creation or issue of any shares in the capital of the Company other than an issue of shares following the issue of which ScottishPower will own the full legal and beneficial interest in, and control, shares in the capital of the Company carrying at least 85 per cent. of the voting rights exercisable on a poll at general meetings of the Company; and*
  - (iii) *any abrogation, variation, waiver or modification of any of the rights or privileges attaching to any shares of any class in the Company held by ScottishPower or on its behalf such that ScottishPower will cease to own the full legal and beneficial interest in, and control, shares in the capital of the Company carrying at least 85 per cent. of the voting rights exercisable on a poll at general meetings of the Company.*"; and
- (d) The insertion of the following text as a new Article 6.B: "*For the purposes of Article 6.A, the ScottishPower Special Share means the special rights non-voting redeemable preference share of £1 in the capital of ScottishPower.*"

  
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A R MITCHELL  
Secretary

