

**SCOTTISH AND SOUTHERN ENERGY POWER DISTRIBUTION LIMITED**  
(the "Company")


Registered in Scotland Company Number: SC213459

**WRITTEN RESOLUTION OF THE SOLE MEMBER**

In accordance with section 288 of the Companies Act 2006 (the "Act"), we, the sole member of the Company, who at the date of circulation of this resolution would be entitled to vote on this resolution, declare that this resolution shall have effect as if passed by the Company in a general meeting as a special resolution, and accordingly we **RESOLVE** as follows:

**1. SPECIAL RESOLUTION:**

That the share capital of the Company be reduced pursuant to section 641 of the Companies Act 2006 from £422,990,193 to £1.00 by cancelling 422,990,192 of the issued ordinary shares of £1.00 each in the Company.



**Gregor Alexander**  
**Director**  
For and on behalf of SSE plc  
Sole Member

23 February 2017

Date

THURSDAY



\*S61U114\*

SCT

09/03/2017

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COMPANIES HOUSE