

TERMS OF REFERENCE OF THE SCOTTISH POWER COORDINATION COMMITTEE

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TERMS OF REFERENCE OF THE SCOTTISH POWER COORDINATION COMMITTEE

1. Nature and purpose

1. Scottish Power Limited and its subsidiary companies (hereinafter, the 'Scottish Power group'), have established the Scottish Power Coordination Committee (hereinafter, the "Committee"), a permanent internal body, without executive functions, having an informative and coordinating role, for the activities of the Scottish Power group. The Committee shall be governed by these Terms of Reference.
2. These Terms of Reference set out the principles of action and the internal operational regime of the Committee.

2. Approval, modification

1. These Terms of Reference must be approved by a resolution of the Board of Directors of Scottish Power Limited (the 'Board')
2. Further to the proposal of either the Chairman of the Committee or the majority of its members, these Terms of Reference may be modified by means of resolution of the Board.

3. Formation

1. The Committee shall consist of the following individuals:-
 - Chief Corporate Officer
 - Chief Executive Officer, Liberalised Business
 - Chief Executive Officer, Regulated Business
 - Regulation Director
 - HR Director
 - Finance Director
 - Head of Legal & General Secretary
 - Communications Director
2. The Committee shall have a chairman (the "Chairman") who will be the Chief Corporate Officer and a secretary, the latter being the secretary or vice secretary of the Board.

4. Functions

The Committee shall have the following functions:

- (i) To coordinate the activities of the Scottish Power group.
- (ii) To receive regular information on the activities of the Scottish Power group to support the corporate functions and lines of business in understanding the local legal, regulatory and market specifics in the United Kingdom.
- (iii) To assist and support the Chief Corporate Officer, to effectively represent the Scottish Power group interests and act as a point of contact in front of the key stakeholders in the United Kingdom; employees, customers, regulatory bodies, media, government and other relevant bodies.
- (iv) To assist and support the Chief Corporate Officer, to represent and contribute to the Scottish Power group's external projection, to achieve a positive impact on its corporate image and reputation.

5. Scope of functions.

1. In carrying out its functions the Committee shall at all times ensure the protection of commercially sensitive information and in particular the members of the Committee must attain the objectives and comply with the relevant requirements relating to business separation as set out in the Licences held within the regulated business of the Scottish Power group
2. The Committee will only carry out its function in relation to the Scottish Power group and shall under no circumstances be concerned with or discuss matters relating to any other affiliated companies.

6. Appointment

1. The members of the Committee, as well as the Chairman, shall be appointed by the Board.
2. The members of the Committee shall exercise this office while their appointment in their current roles continues in force, unless the Board agrees otherwise.

7. Meetings of the Committee

1. The Committee shall meet as many times as is considered necessary in the opinion of the Chairman to comply with its functions.
2. The meetings of the Committee shall always take place in the United Kingdom and may be held by telephone conference call or by video conference call.
3. The Chairman, or the secretary of the Committee at the request of the former, may call a meeting of the Committee by means of a letter, fax, telegram, email or any other means, addressed to each of its members, indicating the place, date and time of the meeting, as well as the agenda to be followed.



8. Quorum, Attendance

1. The Committee shall be quorate when at least two (2) of its members are present or duly represented.
2. Meetings of the Committee shall be presided over by the Chairman, who will be assisted by the secretary or vice secretary.
3. The Committee, to assist in the fulfilment of its functions, may also request, through the Secretary the attendance at a meeting of the Committee of any director, manager or employee of the Scottish Power group, provided that there is no legal impediment thereto.

9. Compliance

1. The members of the Committee have the obligation to be aware of and comply with these Terms of Reference, for which purpose the secretary shall provide all of them with a copy.
2. Additionally, the Committee, in particular the Chairman, shall have the obligation to oversee compliance with these Terms of Reference, adopting any measures necessary for such purpose.

