

SCOTTISH POWER PLC  
Form SC14D9C  
March 06, 2007

ANNEX C

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14D-9C

SOLICITATION/RECOMMENDATION STATEMENT UNDER  
SECTION 14(D) (4) OF THE SECURITIES EXCHANGE ACT OF 1934

SCOTTISH POWER PLC  
(Name of Subject Company)

SCOTTISH POWER PLC  
(Name of Person(s) Filing Statement)

Ordinary shares of 42p each ("Ordinary Shares")

American Depositary Shares ("ADSs"), each of which represents four Ordinary Shares  
(Title of Class of Securities)

81013T804  
(CUSIP Number of Class of Securities)

Sheelagh Duffield  
Company Secretary  
1 Atlantic Quay  
Glasgow G2 8SP  
Scotland  
0141-636-4544

(Name, Address and Telephone Number of Person Authorized to Receive Notices  
and Communications on Behalf of the Person(s) Filing Statement)

With a Copy to:

Richard C. Morrissey  
Sullivan & Cromwell LLP  
1 New Fetter Lane  
London EC4A 1AN  
England  
011 44 20 7959 8900

X Check the box if the filing relates solely to preliminary communications made before the  
commencement of a tender offer

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Further to the email which was issued this morning which contained details about the Iberdrola Offer Arrangement" please find below the latest information on ESOP and Sharesave.

### **ESOP**

You will soon be receiving an ESOP Information Pack which explains the effect the Iberdrola Offer Shares held in the ESOP.

Your ESOP Shares are held in Trust. The Board of ScottishPower recommend you instruct the Trustee Offer using The Forms of Direction in the ESOP pack.

Under the proposed Offer, your Shares in the ESOP will be exchanged for GBP4.00 cash and 0.1646 of a 12p special dividend paid per Share. This is the same as other ScottishPower Shareholders are elect to vary the amount of Iberdrola Shares and cash you receive by using the Mix and Match Facility Loan Notes instead of some or all of the GBP4.00 cash. Full details of the choices available to you

If you want to take cash for some or all of your ScottishPower Shares in the ESOP, you are recommended you do this in a tax efficient way.

Due to the Scheme of Arrangement, your last contribution to the ESOP will be deducted from your Shares will be closed to new entrants and new contributions shortly after this. New Iberdrola Shares in the ESOP on or after the fifth anniversary of the date when the corresponding ScottishPower Shares were purchased

If you do not return the Form of Election, you will be treated as instructing the Trustee of the ESOP Shares and Loan Notes so that you do not have a tax liability.

If you currently participate in the ESOP and have not received your Information Pack please contact 01273 2559.

### **Sharesave**

You will soon be receiving a Sharesave Information Pack which explains the effect the Iberdrola Offer granted under the Sharesave Scheme, and includes Questions and Answers on the Offer and your options

If the Offer goes ahead, you will be able to exercise your Sharesave options and will receive GBP4.00 and an Iberdrola Share for each ScottishPower Share you acquire. There will also be 12p per ScottishPower Share special dividend or compensation equal to the special dividend.

In most cases you will not be able to exercise your options in full but Iberdrola has agreed to make good for this.

To exercise an option, simply tick one of the boxes next to the relevant option on the Form of Election Solutions in the pre-paid envelope.

When exercising an option, you will have to decide when you want that exercise to take effect. If

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they will lapse at the latest on 19th October 2007.

Until an option is exercised, your savings for that option will continue to be deducted from your exercised, your savings contract will be closed and your savings and any accrued interest will be price.

Optionholders under the Sharesave Scheme do not have the right to vote on the Offer. Only Scottish

Further information on these topics is contained within your Sharesave pack. If you have any queries, please call the Sharesave Helpline on 0800 222 512.

The Directors of Scottish Power accept responsibility for the information contained in this document and believe, and the Directors, who have taken all reasonable care to ensure such is the case, that the information in this document is in accordance with the facts and does not omit anything likely to affect the import of

### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

/s/ Scottish Power plc

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(Registrant)

Date: March 06, 2007

By: /s/ Mrs Sheelagh Duffield

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Mrs Sheelagh Duffield  
Company Secretary