

Company No: 162273

THE COMPANIES ACTS 1985 TO 1989

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PUBLIC LIMITED COMPANY  
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SPECIAL RESOLUTIONS

of

BRITISH ENERGY PLC

At an annual general meeting of the Company held at the Balmoral Hotel, 1 Princes Street, Edinburgh on 13 July 2000, the following resolutions were passed as special resolutions -

**SPECIAL RESOLUTIONS**

1. That subject to the passing of Resolution 7 (attached) and in accordance with Section 95 of the Act and Article 8 of the Company's Articles of Association, the Directors be and are hereby authorised to allot for cash equity securities (as defined in Section 94(2) of the Act) ("equity securities") of the Company as if Section 89(1) of the Act did not apply to any such allotment, provided that such power is limited:
  - (a) to the allotment of equity securities in connection with a rights issue in favour of the holders of ordinary shares where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be) to the respective numbers of ordinary shares held or deemed to be held by them but subject to such exclusion or other arrangements as the Directors may deem necessary or expedient to deal with legal or practical problems in respect of overseas shareholders' fractional entitlements or otherwise; and
  - (b) to the allotment (other than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal value of £13.5 million.

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and shall expire on the date of the next Annual General Meeting of the Company after the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

2. That the Company be and is generally and unconditionally authorised to make one or more market purchases (within the meaning of Section 163(3) of the Act) of Ordinary Shares of 44 <sup>28</sup>/<sub>43</sub> pence ("Ordinary Shares") in the capital of the Company provided that:

- (a) the maximum aggregate number of Ordinary Shares authorised to be purchased is 62,000,000;
- (b) the minimum price which may be paid for each Ordinary Share is the nominal amount paid up or deemed paid up on each Ordinary Share;
- (c) the maximum price which may be paid for an Ordinary Share shall not exceed 105% of the average middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which the Company agrees to buy the shares concerned;
- (d) this authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or within 12 months from the date of passing of this resolution, whichever is earlier; and
- (e) the Company may agree before the authority terminates under (4) above to purchase Ordinary Shares where the purchase will or may be executed after the authority terminates (either wholly or in part) in which case the Company may complete such a purchase even though the authority has terminated.



Secretary