

BRITISH ENERGY PLC  
Form POS AM  
March 12, 2003

333-11210

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1 TO

FORM F-6  
REGISTRATION STATEMENT  
Under  
THE SECURITIES ACT OF 1933  
For American Depositary Shares Evidenced by American Depositary Receipts

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BRITISH ENERGY PLC  
(Exact name of issuer of deposited securities as specified in its charter)  
n/a  
(Translation of issuer's name into English)

-----

Scotland

(Jurisdiction of Incorporation or organization of Issuer)

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JPMORGAN CHASE BANK  
=====

(Exact name of depository as specified in its charter)  
1 Chase Manhattan Plaza, New York,  
New York 10081  
Tel. No.: (212) 552-4944

(Address, including zip code, and telephone  
number of depository's principal offices)

-----

CT Corporation System  
111 Eighth Avenue, 13th Floor  
New York, New York 10011  
(212) 894-8940

(Address, including zip code, and telephone number of agent for service)  
With copies to:

Scott A. Ziegler, Esq.  
Ziegler, Ziegler & Associates LLP  
570 Lexington Avenue, 44th Floor  
New York, New York 10022

John W. Connolly III, Esq.  
Clifford Chance  
200 Aldersgate Street  
London EC1A 4JJ UK

It is proposed that this filing become effective under Rule 466

immediately upon filing  on March 17, 2003 at 4:30 p.m.

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If a separate registration statement has been filed to register the deposited shares, check the following box.

### CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered   | Amount to be Registered | Proposed Maximum Offering Price Per Unit |
|--|-------------------------|--|
| American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share representing 75 ordinary shares of British Energy plc | N/A                     | N/A                                      |

This Post-Effective Amendment to Registration Statement on Form F-6 may be executed in any number of counterparts, each of which shall be deemed an original, and all of such counterparts together shall constitute one and the same instrument.

The Prospectus consists of the form of American Depositary Receipt ("ADR") included as Exhibit A to the form of Amended and Restated Deposit Agreement filed as Exhibit (a) to this Post-Effective Amendment to Registration Statement on Form F-6, which is incorporated herein by reference.

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## Item 1. DESCRIPTION OF SECURITIES TO BE REGISTERED

### CROSS REFERENCE SHEET

| Item Number<br>and Caption<br>-----   | Location in Form of<br>ADR Filed Herewith<br>as Prospectus<br>-----   |
|---|---|
| 1. Name of depository and<br>address of its principal<br>executive office                                   | Face, introductory paragraph<br>and final sentence on face.           |
| 2. Title of ADR and identity<br>of deposited securities   | Face, top center and<br>introductory paragraph                        |
| Terms of Deposit  |   |
| (i) The amount of deposited<br>securities represented by<br>one unit of ADRs                                | Face, upper right corner<br>and introductory<br>paragraph             |
| (ii) The procedure for voting,<br>if any, the deposited<br>securities                                       | Reverse, paragraph (12)   |
| (iii) The collection and<br>distribution of dividends   | Face, paragraphs (4), (5) and<br>(7); Reverse, paragraph (10)         |
| (iv) The transmission of<br>notices, reports and<br>proxy soliciting material                               | Face, paragraphs (3) and (8);<br>Reverse, paragraph (12)              |
| (v) The sale or exercise of<br>rights   | Face, paragraphs (4) and (5);<br>Reverse, paragraph (10)              |
| (vi) The deposit or sale of<br>securities resulting from<br>dividends, splits or plans<br>of reorganization | Face, paragraphs (4) and (5);<br>Reverse, paragraphs (10)<br>and (13) |
| (vii) Amendment, extension or<br>termination of the deposit<br>agreement                                    | Reverse, paragraphs (16)<br>and (17) (no provision<br>for extension)  |

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| Item Number<br>and Caption<br>-----  | Location in Form of<br>ADR Filed Herewith<br>as Prospectus<br>----- |
|--|---|
| (viii) Rights of holders of ADRs<br>to inspect the transfer books<br>of the Depositary and the<br>lists of holders of ADRs | Face, paragraph (3)   |
| (ix) Restrictions upon the right to<br>deposit or withdraw the<br>underlying securities                                    | Face, paragraphs (1), (2),<br>(4) and (5)                           |
| (x) Limitation upon the liability<br>of the Depositary and/or the<br>Company   | Reverse, paragraph (14)   |
| 3. Description of all fees and<br>charges which may be imposed<br>directly or indirectly against<br>the holders of ADRs    | Face, paragraph (7)   |

Item 2. AVAILABLE INFORMATION

| Item Number<br>and Caption<br>-----  | Location in Form of<br>ADR Filed<br>Herewith as Prospectus<br>----- |
|--|---|
| 2(b) Statement that the foreign<br>issuer is subject to the<br>periodic reporting requirements<br>of the Securities Exchange Act<br>of 1934 and, accordingly, files<br>certain reports with the<br>Securities and Exchange<br>Commission | Face, paragraph (8)   |

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

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### Item 3. EXHIBITS

(a) Form of Amended and Restated Deposit Agreement dated as of March 18, 2003 among British Energy plc, JPMorgan Chase Bank, as depositary (the "Depositary"), and all holders from time to time of ADRs issued thereunder (the "Deposit Agreement"). Filed herewith.

(b) Any other agreement, to which the Depositary is a party, relating to the issuance of the Depositary Shares registered hereby or custody of the deposited securities represented thereby. - None.

(c) Any material contract relating to the deposited securities between the Depositary and the issuer of the deposited securities in effect at any time within the last three years. - None.

(d) Opinion of counsel to the Depositary, as to the legality of the securities to be registered.\*

(e) Certification under Rule 466. Filed herewith.

-----  
\*previously filed

### Item 4. UNDERTAKINGS

(a) The Depositary hereby undertakes to make available at the principal office of the Depositary in the United States, for inspection by holders of the ADRs, any reports and communications received from the issuer of the deposited securities which are both (1) received by the Depositary as the holder of the deposited securities; and (2) made generally available to the holders of the underlying securities by the issuer.

(b) If the amounts of fees charged are not disclosed in the prospectus, the Depositary undertakes to prepare a separate document stating the amount of any fee charged and describing the service for which it is charged and to deliver promptly a copy of such fee schedule without charge to anyone upon request. The Depositary undertakes to notify each registered holder of an ADR thirty days before any change in the fee schedule.

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SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, as amended,

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JPMorgan Chase Bank, on behalf of the legal entity created by the Deposit Agreement, certifies that it has reasonable grounds to believe that all of the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on March 11, 2003.

Legal entity created by the form of Deposit Agreement for the issuance of ADRs evidencing American Depositary Shares

By: JPMORGAN CHASE BANK, in its capacity as  
Depositary

By: /s/ Jordana Chutter

-----  
Name: Jordana Chutter  
Title: Vice President

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, British Energy plc certifies that it has reasonable grounds to believe that all the requirements for filing on Form F-6 are met and has duly caused this Post-Effective Amendment to Registration Statement on Form F-6 to be signed on its behalf by the undersigned, thereunto duly authorized on March 10, 2003.

BRITISH ENERGY PLC

By: /s/ Michael Alexander

-----  
Name: Michael Alexander  
Title: Chief Executive Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Michael Alexander and Robert Armour and each of them (with full power to each of them to act alone) his true and lawful attorney-in-fact and agent, with the power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities to sign any and all amendments, including post-effective amendments, and supplements to this registration statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the United States Securities and Exchange Commission, granting unto said attorneys-in-fact and agents and each

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of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment to Registration on Form F-6 Statement has been signed by the following persons in the capacities indicated on March 10, 2003.

| Name<br>----  | Title<br>-----          |
|---|-------------------------|
| /s/ Adrian Montague<br>-----<br>Adrian Montague     | Chairman                |
| /s/ Michael Alexander<br>-----<br>Michael Alexander | Chief Executive Officer |

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| Name<br>----  | Title<br>-----       |
|---|----------------------|
| /s/ Clare Spottiswoode<br>-----<br>Clare Spottiswoode | Independent Director |
| /s/ Sir Robert Hill<br>-----<br>Sir Robert Hill       | Independent Director |
| /s/ Ian Harley<br>-----<br>Ian Harley                 | Independent Director |
| /s/ Duncan Hawthorne<br>-----<br>Duncan Hawthorne     | Independent Director |
| /s/ David Gilchrist<br>-----<br>David Gilchrist       | Director             |

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/s/ Keith Lough  
-----  
Keith Lough

Director and Group Finance  
Director

/s/ Les Campbell  
-----  
Les Campbell

Principal Accounting Officer

/s/Brian Bruce  
-----  
Brian Bruce

Authorized Representative in  
the United States

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Index to Exhibits  
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-----

Sequentially  
Numbered  
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|-----|--|
| (a) | Form of Amended and Restated Deposit Agreement dated as of March 18, 2003 among British Energy plc, JPMorgan Chase Bank, as depositary (the "Depositary"), and all holders from time to time of ADRs issued thereunder |
| (d) | Opinion of Ziegler, Ziegler & Altman LLP, counsel to the Depositary, as to the legality of the securities to be registered.  |