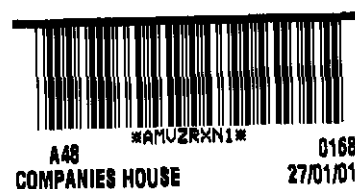


BRITISH ELECTRICITY INTERNATIONAL (OS) LIMITED

COMPANY NO: 1973568

**DIRECTORS' REPORT AND ACCOUNTS
FOR THE YEAR ENDED 31 MARCH 2000**



BRITISH ELECTRICITY INTERNATIONAL (OS) LIMITED

DIRECTORS' REPORT

The Directors present their report and unaudited accounts for the financial year ended 31 March 2000.

1. PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The Company did not trade during the period nor the preceding period and was classified as dormant.

2. DIRECTORS

Mrs Catherine Mary Springett and Mr Andrew John Swanson served as Directors throughout the year but resigned on 13 October 2000. Neither had any beneficial interest in the share capital of the Company. Their interests in the shares of National Power PLC, the Company's ultimate holding company, at 31 March 2000 and 31 March 1999 were as follows :

	Ordinary Shares of 50p each		Options to subscribe for shares	
	31.03.2000	31.03.1999	31.03.2000	31.03.1999
Mrs C M Springett	1,199	1,047	32,358	32,358
Mr A J Swanson	23,173	22,852	100,538	100,538

Mr Philip Gotsall Cox and Mr Andrew Stephen James Ramsay were appointed Directors on 13 October 2000.

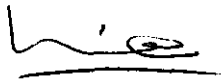
3. SHARE CAPITAL

The Company was incorporated on 23 December 1985 with an authorised share capital of 100 Ordinary Shares of £1 each all of which have been issued and fully paid up.

4. AUDITORS

The Company is a dormant company and as such has passed a resolution pursuant to s250 of the Companies Act 1985, removing it from the requirement to appoint Auditors.

By Order of the Board



I M Irvine
Company Secretary
19 January 2001

DIRECTORS' RESPONSIBILITIES

In respect of the preparation of the accounts Company law requires the Directors to prepare accounts for each financial year which give a true and fair view of the state of affairs of the Company and of the profit or loss for that period. In preparing those accounts, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the accounts;
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the accounts comply with the Companies Acts 1985. They have a general responsibility for taking such steps as are reasonably open to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

BALANCE SHEET

	Note	As at 31 March 2000 £	As at 31 March 1999 £
Current Assets			
Amount due from holding company (British Electricity International Ltd)		100	100
Net assets employed		<u>100</u>	<u>100</u>
Called up share capital	3	<u>100</u>	<u>100</u>
Capital and reserves		<u>100</u>	<u>100</u>

The accounting policies and notes on page 4 form an integral part of these accounts.

The Company did not trade during the year ended 31 March 2000 and was classified as dormant within the meaning of s250 of the Companies Act 1985.

The accounts were approved by the Board of Directors on 19 January 2001.



P G Cox
Director
19 January 2001

NOTES TO THE ACCOUNTS

1. Accounting Policies

Basis of preparation

The accounts have been prepared under the historical cost convention, and in accordance with applicable accounting standards.

Profit and Loss Account

The Company has not traded during this financial year nor in the preceding financial year and consequently has made neither a profit nor a loss.

2. Directors' and Employees' Remuneration

The Directors received no remuneration during the financial year in respect of their services to the Company (1999: nil). No other persons were employed by the Company during the financial year (1999: nil).

3. Share Capital

	2000 £	1999 £
<i>Authorised:</i>		
100 Ordinary Shares of £1 each	100	100
<i>Issued, allotted and fully paid:</i>		
100 Ordinary Shares of £1 each	100	100

4. Holding Company

The Company's immediate holding company is British Electricity International Limited, a company incorporated and registered in England and Wales. The Company's ultimate holding company is International Power plc, a company incorporated and registered in England and Wales which changed its name from National Power PLC on 2 October 2000.

Copies of the accounts of International Power plc may be obtained from the following address:

The Company Secretary, International Power plc
Senator House, 85 Queen Victoria Street, London, EC4V 4DP