

POWERGEN PLC  
Form SC TO-C  
April 09, 2001

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**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, DC 20549

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**SCHEDULE TO**

(Rule 14d-100)

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934.

Powergen plc  
(Name of Subject Company)

E.ON AG  
(Name of Filing Person (Offeror))

**Ordinary Shares of 50p each,  
and  
American Depositary Shares evidenced by American Depositary Receipts, each  
American Depositary Share evidencing Ordinary Shares of 50p each**  
(Title of Class of Securities)

**G7203R 178, 7389054054**  
(CUSIP Numbers of Class of Securities)

**Michael C. Wilhelm  
E.ON AG  
Benningsenplatz 1  
40474 Dusseldorf  
Germany  
011 49 211 4579 200**

*Copies to:*

**Edward F. Greene  
Cleary, Gottlieb, Steen & Hamilton  
City Place House  
55 Basinghall Street  
London EC2V 5EH  
England  
011 44 20 7614 2200**

(Name, Address and Telephone Numbers of Persons  
Authorized to Receive Notices and Communications on Behalf of Filing Persons)

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

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.  
 issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.  
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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## Edgar Filing: POWERGEN PLC - Form SC TO-C

The following is the presentation given to analysts and investors on April 9, 2001 in London in connection with the announcement of a pre-conditional cash offer by E.ON AG for all of the issued and to be issued share capital of Powergen plc. The press release and other documents related to the pre-conditional offer will be filed separately with the Securities and Exchange Commission.





























































