

centrica

FAX MESSAGE

02/03/02 10:08:05

82-4518

To: Office of International Corporation Finance, SEC

Date: 5 March, 2002

SUPPL

At: 001 202 942 96 24

Ref: Stock Exchange Announcement

From: Eileen Baker

No. of pages (incl. this one)

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Message:

Please find the following Stock Exchange Announcement/s sent out recently.

Regards

Eileen Baker



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Centrica plc
REGISTERED IN ENGLAND NO: 3033654
REGISTERED OFFICE: Charter Court, 50 Windsor Road, Slough, Berkshire, SL1 2HA

T:\Secretariat\Stock Exchange Announcements\Updated Info Aug 2001\SEC Fax

5 March 2002

**Centrica plc
Directors' interests – Long Term Incentive Scheme (LTIS)**

Centrica plc announces that on 4 March 2002, a total of 5,926,673 ordinary Centrica shares of 5 5/9 pence each ('shares') in respect of awards made under the terms of the LTIS in March 1997 were released from trust. These awards, which were subject to performance conditions*, were released by the trustees of the scheme to a number of participants, including the executive directors detailed below, following the completion of the three-year performance period in March 2000 and expiry of the required two-year retention period. On release, participants are liable to pay income tax at their marginal rate on the value of the shares. Shares were sold at 215.88p on 4 March to satisfy this tax liability and dealing charges.

The specific details of the release and disposals relating to the executive directors are as follows:

| Executive director | Shares Released | Shares sold | Net number of shares transferred |
|---------------------------|------------------------|--------------------|---|
| Mike Alexander | 282,843 | 113,138 | 169,705 |
| Mark Clare | 282,843 | 113,138 | 169,705 |
| Roy Gardner | 500,186 | 200,075 | 300,111 |
| Roger Wood | 312,616 | 125,047 | 187,569 |

Following the release and subsequent tax-related transactions, the executive directors' holdings (excluding remaining allocations held under the LTIS and subject to conditions) are:

| Executive director | Shares |
|---------------------------|---------------|
| Mike Alexander | 197,554 |
| Mark Clare | 194,244 |
| Roy Gardner | 466,680 |
| Roger Wood | 242,766 |

As a matter of policy, executive directors are expected to retain a minimum holding of shares in the Company to the value of once times base salary.

Allocations held by the above executive directors under the LTIS are reduced accordingly to reflect this release.

The total number of shares in issue as at 5 March 2002 is 4,221,817,560.

* The performance conditions are linked to the Company's total shareholder return (TSR) relative to the returns of its FTSE 100 comparator group. The maximum award only vests if the Company's TSR over the performance period is ranked in 25th position or above of the 100 companies in the LTIS comparator group. At the conclusion of the performance period on 2 March 2000, the Company was ranked in sixth position in the LTIS comparator group.

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