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centrica

taking care of the essentials

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FAX MESSAGE

To: Office of International Corporation Finance, SEC

Date: 24 March, 2004

SUPPL

At: 001 202 942 96 24

Ref: Stock Exchange Announcement

From: Secretariat

No. of pages (incl. this one) 3

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Please find following a Stock Exchange Announcement recently released.

Secretariat

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Secretariat 1st Floor Millstream Maidenhead Road Windsor Berkshire SL4 5GD
Telephone: 01753 494000 Facsimile: 01753 494019

24 March, 2004

Office of International Corporation Finance
Division of Corporation Finance
Securities and Exchange Commission
40 Fifth Street, N.W.
Washington D.C. 20549
USA

Centrica plc
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Maidenhead Road
Windsor
Berkshire SL4 5GD
Telephone 01753 494000
Facsimile 01753 494001
www.centrica.com

Dear Sir / Madam

Centrica plc
Centrica plc shareholder documentation

The enclosed document is to be furnished to the Securities and Exchange Commission (the "SEC") on behalf of Centrica plc (the "Company") pursuant to the exemption from the Securities Exchange Act 1934 (the "Act") afforded by Rule 12g 3-2 (b) thereunder.

This information is being furnished under paragraph (1) of Rule 12g 3-2 (b) with the understanding that such information and documents will not be deemed to be "filed" with the SEC or otherwise subject to the liabilities of Section 18 of the Act and that neither this letter nor the furnishing of such information and documents shall constitute an admission for any purpose that the Company is subject to the Act.

Yours faithfully



For and on behalf of
Centrica plc

24 March 2004

Centrica plc shareholder documentation

Copies of the following documents have been submitted to the UK Listing Authority and will shortly be available for inspection at the UK Listing Authority's document viewing facility, which is situated at:

Financial Services Authority
25 The North Colonnade
London E14 5HS

- Annual report & accounts 2003
- Annual review and summary financial statement 2003
- Notice of annual general meeting 2004
- Chairman's letter and proxy form relating to the annual general meeting

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FAX MESSAGE**To:** Office of International
Corporation Finance, SEC**Date:** 23 March, 2004**At:** 001 202 942 96 24**Ref:** Stock Exchange Announcement**From:** Secretariat**No. of pages** (incl. this one)

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23 March, 2004

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Dear Sir / Madam

Centrica plc

Purchase of ordinary shares of 5⁵/₉ pence in Centrica plc

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Yours faithfully



For and on behalf of
Centrica plc

Purchase of ordinary shares of 5⁵/₉ pence in Centrica plc ("**Shares**" and the "**Company**", respectively) by Directors of the Company under its Share Incentive Plan ("**SIP**").

The SIP trustee, Hill Samuel ESOP Trustees Limited (the "**Trustee**"), notified the Company on the 23 March 2004 that:

The following Directors of the Company acquired Shares under the SIP on 19 March 2004 from the Shares acquired by the Trustee on that date:

Director	Number of Shares acquired*	Aggregate shares held Beneficially (across all accounts following acquisition)
Phil Bentley	74	111,420
Mark Clare	74	472,994
Sir Roy Gardner	74	2,360,454

* The 'Number of Shares Acquired' includes 54 Partnership shares acquired at 230.75 pence and 20 Matching shares acquired at 227.0833 pence. Both Partnership and Matching elements are registered in the name of the Trustee.

The SIP operates as follows

- Each month the Trustee uses participants' contributions (which may not exceed £125 per participant per month) to purchase shares in the market. These shares are called '**Partnership Shares**'.
- At the same time the Company allots to participants via the Trustee one '**Matching Share**' for every two partnership shares purchased that month (up to a maximum of 20 matching shares per month).
- Participants may change their monthly savings rate whenever they wish. However, Directors and others bound by the Company's Securities Dealing Code (the "**Code**") may not make such a change during a close period or when otherwise prohibited from dealing by the Code.