

**centrica**

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2004 MAY 26 A 9:11

**FAX MESSAGE**

OFFICE OF INTERNATIONAL  
CORPORATE FINANCE

To: Office of International  
Corporation Finance, SEC

Date: 24 May, 2004

At: 001 202 942 96 24

Ref: Stock Exchange Announcement

From: Secretariat

No. of pages (incl. this one)

If you do not receive all the pages please contact (telephone: 01753 494008 or fax: 01753 494019)

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Please find following a Stock Exchange Announcement recently released.

Secretariat

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24 May, 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  
Millstream  
Maidenhead Road  
Windsor  
Berkshire SL4 5GD

Telephone 01753 494000  
Facsimile 01753 494001  
www.centrica.com

Dear Sir / Madam

**Centrica plc**  
**SIP Purchases**

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

Purchase of ordinary shares of 55½ 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 21 May 2004 that:

The following Directors of the Company acquired Shares under the SIP on 19 May 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	78	111,572
Mark Clare	78	541,312
Sir Roy Gardner	78	2,360,606

- \* The 'Number of Shares Acquired' includes 58 Partnership shares acquired at 216.75 pence and 20 Matching shares acquired at 219 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.



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FAX MESSAGE

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20 May, 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  
Millstream  
Maldenhead Road  
Windsor  
Berkshire SL4 5GD

Telephone 01753 494000  
Facsimile 01753 494001  
www.centrica.com

Dear Sir / Madam

**Centrica plc****Notification of major interests in shares**

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.

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Yours faithfully



For and on behalf of  
Centrica plc

20 May 2004

**Centrica plc**

Centrica plc received on 20 May 2004 a notification dated 19 May 2004 stating that the holdings of FMR Corp. and its direct and indirect subsidiaries, Fidelity International Limited and its direct and indirect subsidiaries (both being non-beneficial holders) and Mr E.C. Johnson 3<sup>rd</sup> (being a principal shareholder of FMR Corp. and Fidelity International Limited) in Centrica plc constituted a notifiable interest for the purposes of section 198 of the Companies Act 1985.

**SCHEDULE 10**

**NOTIFICATION OF MAJOR INTERESTS IN SHARES**

1. Name of company

**Centrica plc**

2. Name of shareholder(s) having a major interest

**FMR Corp, Fidelity International Limited and Mr E.C. Johnson 3<sup>rd</sup>**

3. Please state whether notification indicates that it is in respect of holding of the shareholder named in 2 above or in respect of a non-beneficial interest or in the case of an individual holder if it is a holding of that person's spouse or children under the age of 18

**See schedule in 4 below**

4. Name of the registered holder(s) and, if more than one holder, the number of shares held by each of them

<b>State Street Nominees Limited</b>	<b>3,733,241</b>
<b>State Street Bank &amp; Trust Company</b>	<b>3,462,600</b>
<b>Chase Nominees Limited</b>	<b>26,871,559</b>
<b>JP Morgan Chase</b>	<b>6,000</b>
<b>HSBC</b>	<b>1,578,005</b>
<b>Sumitomo T&amp;B</b>	<b>401,100</b>
<b>State Street Bank &amp; Trust</b>	<b>2,159,056</b>
<b>State Street Nominees Ltd</b>	<b>2,009,004</b>
<b>HSBC</b>	<b>1,548,100</b>
<b>Northern Trust</b>	<b>1,201,682</b>
<b>Bank of New York London</b>	<b>836,391</b>
<b>Nortrust Nominees</b>	<b>11,300</b>
<b>Lloyds Bank Nominees Limited</b>	<b>450,450</b>
<b>MSCO</b>	<b>54,260</b>
<b>Chase Nominees Ltd</b>	<b>285,471</b>
<b>ds Bank (Stock Exchange Branch)</b>	<b>50,247</b>
<b>Nominees Limited A/C</b>	
<b>BT Globenet Nominees Limited</b>	<b>234,009</b>
<b>Mellon Bank</b>	<b>224,146</b>
<b>JP Morgan</b>	<b>158,769</b>
<b>Royal Trust</b>	<b>28,094</b>
<b>MSS Nominees</b>	<b>301,237</b>
<b>Goldman Sachs and CO.</b>	<b>29,467</b>
<b>Morgan Stanley Trust Co. Nominees</b>	<b>2,600</b>

Limited Bank	
Chase Manhattan Bank London	30,211,598
Chase Nominees Ltd	8,935,241
Mellon Bank	866,549
Citibank	816,560
HSBC	386,500
Bank of New York London	560,300
Northern Trust	425,500
Chase Nominees Ltd	3,497,800
Northern Trust	1,014,000
Chase Nominees Ltd	5,775,447
Bank of New York-London	22,543,472
HSBC	39,189,773
Chase Manhattan Bank London	11,760,286
Deutsche Bank	3,500,968
Northern Trust	7,220,465
JP Morgan	15,338,077
Citibank	105,425
Mellon Nominees Ltd	1,248,900
State Street Nominees Ltd	2,442,600
Nortrust Nominees Ltd	4,209,442
Morgan Stanley	1,229,300
National Australia Bank	103,464
Bank of New York, Brussels	2,125,286
PICG	18,875
State Street Bank & Trust	4,221,226
Chase Manhattan Bank AG Frankfurt	343,201
Brown Brothers Harriman	127,200
Northern Trust London	595,947
State Street Hong Kong	45,000
Brown Brothers Harriman Ltd. LUX	37,100
Master Trust Bank of Japan	31,753
Bankers Trust	112,351
ING Luxembourg	24,706
Bermuda Far East	45,500
Bank of Bermuda	499,315
Mitsubishi Trust	14,000

5. Number of shares / amount of stock acquired  
**Not known**

6. Percentage of issued class  
**N/A**

7. Number of shares / amount of stock disposed  
**N/A**

8. Percentage of issued class  
**N/A**

9. Class of security

**Ordinary 5 5/9 pence**

10. Date of transaction

**Not known**

11. Date company informed

**20 May 2004**

12. Total holding following this notification

**215,259,915**

13. Total percentage holding of issued class following this notification

**5.04%**

14. Any additional information

**None**

15. Name of contact and telephone number for queries

**Robin Healy 01753 494 017**

16. Name and signature of authorised company official responsible for making this notification

**Robin Healy**

Date of notification

**20 May 2004**