

31 January 2012

**CENTRICA PLC**  
**Issue of EUR 100,000,000 Fixed Rate Notes due 01 February 2019**  
**under the U.S.\$8,000,000,000**  
**Euro Medium Term Note Programme**

**PART A - CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 27 September, 2011 (the **Base Prospectus**) which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the **Prospectus Directive**). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing during normal business hours and copies may be obtained from the registered office of the Issuer at Millstream, Maidenhead Road, Windsor, Berkshire SL4 5GD and from HSBC Bank plc at 8 Canada Square, London E14 5HQ.

1.	Issuer:	Centrica plc
1.	(i) Series Number:	19
	(ii) Tranche Number:	1
2.	Specified Currency or Currencies:	EUR
3.	Aggregate Nominal Amount:	
	(i) Series:	EUR 100,000,000
	(ii) Tranche:	EUR 100,000,000
4.	(i) Issue Price:	100 per cent. of the Aggregate Nominal Amount
5.	(i) Specified Denomination(s):	EUR 100,000
	(ii) Calculation Amount:	The Specified Denomination
6.	(i) Issue Date and Interest Commencement Date:	01 February 2012
	(ii) Interest Commencement Date (if different from the Issue Date):	Issue Date
7.	Maturity Date:	01 February 2019
8.	Interest Basis:	3.2133 per cent. Fixed Rate (further particulars specified below)
9.	Redemption/Payment Basis:	Redemption at par
10.	Change of Interest Basis or Redemption/Payment Basis:	Not Applicable
11.	Put/Call Options:	Not Applicable
12.	(i) Status of the Notes:	Senior Unsecured
	(ii) Date Board approval for issuance of Notes obtained:	23 September 2011 <i>(N.B. Only relevant where Board (or similar) authorisation is required for the particular Tranche of Notes)</i>

13. Method of distribution: Non-syndicated

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

14. Fixed Rate Note Provisions Applicable

(i) Rate(s) of Interest: 3.2133 per cent. per annum payable annually in arrear

(ii) Interest Payment Date(s): 01 February in each year, commencing on 01 February 2013 up to and including the Maturity Date, subject to adjustment in accordance with the Modified Following Business Day Convention

(iii) Fixed Coupon Amount(s): EUR 3,213.30 per Calculation Amount

(iv) Broken Amount(s): Not Applicable

(v) Day Count Fraction: 30/360

(vi) Determination Date(s): Not Applicable

(vii) Other terms relating to the method of calculating interest for Fixed Rate Notes: Interest Periods will not be adjusted in accordance with a Business Day Convention

15. Floating Rate Note Provisions Not Applicable

16. Zero Coupon Note Provisions Not Applicable

17. Index Linked Interest Note Provisions Not Applicable

18. Dual Currency Note Provisions Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

19. Issuer Call: Not Applicable

20. Investor Put: Not Applicable

21. Final Redemption Amount of each Note: EUR 100,000 per Calculation Amount

22. Early Redemption Amount of each Note payable on redemption for taxation reasons or on event of default and/or the method of calculating the same (if required or if different from that set out in Condition 7(e)): As set out in the conditions

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

23. Form of Notes:

(i) Form Bearer Notes:  
Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for definitive Bearer Notes only upon an Exchange Event

(ii) New Global Note: Yes

24. Additional Financial Centre(s) or other special provisions relating to Payment Dates: The definition of "Payment Day" in condition 6(f) shall be deemed to be amended to read as follows:

**"Payment Day** means any day which (subject to Condition 9) is:

- (i) a day on which commercial banks and foreign exchange markets settle payments and are open for general business (including dealing in foreign exchange and foreign currency deposits) in:
  - in the case of Notes in definitive form only, the relevant place of presentation; and
  - London; and
- (ii) a day on which the TARGET2 System is open."

25.	Talons for future Coupons or Receipts to be attached to Definitive Notes in bearer form (and dates on which such Talons mature):	No
26.	Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment:	Not Applicable
27.	Details relating to Instalment Notes:	
	(i) Instalment Amount(s):	Not Applicable
	(ii) Instalment Date(s):	Not Applicable
28.	Redenomination applicable:	Redenomination not applicable
29.	Other final terms:	Not Applicable

**DISTRIBUTION**

30.	(i) If syndicated, names of Managers:	Not Applicable
	(ii) Date of Subscription Agreement:	Not Applicable
	(iii) Stabilising Manager (if any):	Not Applicable
31.	If non-syndicated, name of relevant Dealer:	Goldman Sachs International
32.	U.S. Selling Restrictions:	Reg. S Category; TEFRA D
33.	Additional selling restrictions:	Not Applicable

**LISTING AND ADMISSION TO TRADING**

34.	(i) Listing and Admission to trading:	Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's regulated market and admitted to the Official List of the UK Listing Authority with effect from 1 February 2012.
	(ii) Estimate of total expenses related to admission to trading:	EUR 3,600

**PURPOSE OF FINAL TERMS**

These Final Terms comprise the final terms required for issue and admission to trading on the London Stock Exchange's regulated market and listing on the Official List of the UK Listing Authority of the Notes described herein pursuant to U.S.\$8,000,000,000 Euro Medium Term Note Programme of Centrica plc.

**RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of Centrica plc:

By:.....  
Duly authorised

## PART B - OTHER INFORMATION

### 1. RATINGS

Ratings: The Group's long-term debt obligations have been rated:  
Moody's Investors Service Ltd (**Moody's**): A3 (stable)  
Standard & Poor's Credit  
Market Services Europe Limited (**S&P**): A- (stable)  
Each of Moody's and S&P is established in the European Union and is registered under Regulation (EC) No. 1060/2009.

### 2. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Managers/Dealers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer.

### 3. YIELD (*Fixed Rate Notes only*)

Indication of yield: 3.2133% on an annual basis  
The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

### 4. OPERATIONAL INFORMATION

- (i) ISIN Code: XS0738593796
- (ii) Common Code: 073859379
- (iii) Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): Not Applicable
- (iv) Delivery: Delivery against payment
- (v) Names and addresses of additional Paying Agent(s) (if any): Not applicable
- (vi) Intended to be held in a manner which would allow Eurosystem eligibility: Yes

Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon satisfaction of the Eurosystem eligibility criteria.