

Date: 10.9.12

Signed: 1. [Signature]

DRAWDOWN PROSPECTUS

centrica

CENTRICA plc

(incorporated in England and Wales with limited liability under registered number 3033654)

Issue of £500,000,000 4.25 per cent. Notes due 12 September, 2044 under the U.S.\$8,000,000,000 Euro Medium Term Note Programme

Application has been made to the Financial Services Authority in its capacity as competent authority under the Financial Services and Markets Act 2000 (the **UK Listing Authority**) for the £500,000,000 4.25 per cent. Notes due 12 September, 2044 (the **Notes**) of Centrica plc (the **Issuer**) to be admitted to the official list of the UK Listing Authority (the **Official List**) and to the London Stock Exchange plc (the **London Stock Exchange**) for the Notes to be admitted to trading on the London Stock Exchange's regulated market. The London Stock Exchange's regulated market is a regulated market for the purposes of Directive 2004/39/EC.

Interest on the Notes is payable annually in arrear on 12 September in each year at the rate of 4.25 per cent. per annum. The first payment will be made on 12 September, 2013. Payments of principal and interest on the Notes will be made without withholding or deduction on account of United Kingdom taxes, to the extent described in the Terms and Conditions of the Notes (the **Conditions**).

The Notes mature on 12 September, 2044. The Notes are subject to redemption at the option of the Issuer in whole but not in part at their outstanding principal amount together with accrued interest thereon in the event of certain tax changes as described in the Conditions. Upon the occurrence of a Change of Control (as defined in the Conditions) and a subsequent downgrade in the credit rating of the Notes on the terms set out in the Conditions, the holders of the Notes may require the Issuer to redeem or, at its option, purchase (or procure the purchase of) the Notes at their outstanding principal amount together with accrued interest thereon.

The Notes will be rated A3 by Moody's Investors Service Ltd (**Moody's**) and A- by Standard & Poor's Credit Market Services Europe Limited (**Standard & Poor's**). Each of Moody's and Standard & Poor's is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended) (the **CRA Regulation**). A rating is not a recommendation to buy, sell or hold securities and may be subject to suspension, change or withdrawal at any time by the assigning rating agency.

The Notes will initially be represented by a temporary global note (the **Temporary Global Note**), without interest coupons, which will be deposited on or about 12 September, 2012 with a common safe-keeper for Euroclear Bank SA/NV (**Euroclear**) and Clearstream Banking, *société anonyme* (**Clearstream, Luxembourg**). Interests in the Temporary Global Note will be exchangeable for interests in a permanent global note (the **Permanent Global Note**), without interest coupons, on or after 22 October, 2012, upon certification as to non-U.S. beneficial ownership.

This Drawdown Prospectus is to be read in conjunction with all documents which are incorporated herein by reference (see "**Documents Incorporated by Reference**" below). This Drawdown Prospectus should be read and construed on the basis that such documents are incorporated in and form part of this Drawdown Prospectus.

An investment in the Notes involves certain risks. Prospective investors should have regard to the factors described under the heading "Risk Factors" on pages 9 to 20 of the Base Prospectus (as defined below).

JOINT LEAD MANAGERS

Credit Suisse
Lloyds Bank
RBC Capital Markets

Goldman Sachs International
Mitsubishi UFJ Securities
UBS Investment Bank

The date of this Drawdown Prospectus is 10 September, 2012.