

centrica

**SUPPLEMENT DATED 2 SEPTEMBER, 2014 TO THE BASE PROSPECTUS DATED
26 SEPTEMBER, 2013**

CENTRICA plc

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

U.S.\$10,000,000,000 Euro Medium Term Note Programme

This Supplement (the **Supplement**) to the Base Prospectus dated 26 September, 2013, as supplemented by the supplement dated 4 April, 2014 (the **Base Prospectus**), which comprises a base prospectus, constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 and is prepared in connection with the U.S.\$10,000,000,000 Euro Medium Term Note Programme (the **Programme**) established by Centrica plc (the **Issuer**). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus and any other supplements to the Base Prospectus issued by the Issuer.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer (which has taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Purpose of the Supplement

The purpose of this Supplement is to:

- (a) incorporate by reference the independent review report and unaudited interim financial statements for the period ended 30 June, 2014 included on pages 28 to 50 of the Issuer's unaudited interim results for the period ended 30 June, 2014;
- (b) disclose two recent developments relating to (i) the announcement by Ofgem to refer the UK energy market to the Competition and Markets Authority and (ii) the Issuer's announcements as to the conclusion of credit rating reviews by Moody's Investors Service Ltd (**Moody's**) and Standard & Poor's Credit Market Services Europe Limited (**S&P**); and
- (c) include a new "Significant and Material Change" statement.

Interim Report for the period ended 30 June, 2013

On 31 July, 2014, the Issuer published its unaudited interim results for the period ended 30 June, 2014 (the **Interim Results**).

A copy of the Interim Results has been filed with the Financial Conduct Authority and, by virtue of this Supplement, the independent review report and unaudited interim financial statements included on pages 28 to 50 of the Interim Results are incorporated in, and form part of, the Base Prospectus.

The credit ratings of the Group referred to on page 44 of the Interim Results have been assigned by Moody's and S&P. Each of Moody's and S&P is established in the European Union and is registered under Regulation (EC) No. 1060/2009. As such, Moody's and S&P are included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with such Regulation.

Copies of all documents incorporated by reference in the Base Prospectus can be obtained from the registered office of the Issuer and from the specified office of the Paying Agent for the time being in London.

Copies of all documents incorporated by reference in the Base Prospectus are also available on the National Storage Mechanism, www.Hemscott.com/nsm.do.

If documents which are incorporated by reference by virtue of this Supplement themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement for the purposes of the Prospectus Directive (Directive 2003/71/EC, as amended) except where such information or other documents are specifically incorporated by reference or attached to this Supplement.

Any non-incorporated parts of a document referred to in this Supplement are either deemed not relevant for an investor or are otherwise covered elsewhere in this Supplement or the Base Prospectus.

Recent Developments

On 26 June, 2014, the UK energy regulator, Ofgem, referred the UK energy market to the Competition and Markets Authority for a market investigation due to concerns that there were features of the market that were adversely affecting competition in the supply and acquisition of energy in Great Britain. This market investigation is now underway and is due to conclude at the end of 2015.

On 31 July, 2014 Moody's confirmed the A3 issuer rating and senior unsecured ratings and the provisional (P)A3 rating on the Programme. The outlook on all ratings is negative. This concluded the review of the rating that was initiated on 29 April, 2014.

On 26 August, 2014 S&P confirmed the A- issuer rating and senior unsecured ratings. The outlook on all ratings is negative. This concluded the review of the rating that was initiated on 19 May, 2014.

General Information

There has been no significant change in the financial or trading position of the Issuer and its Subsidiaries taken as a whole since 30 June, 2014 and there has been no material adverse change in the financial position or prospects of the Issuer and its Subsidiaries taken as a whole since 31 December, 2013.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement and any supplement to the Base Prospectus previously issued, there has been no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus since the publication of the Supplement dated 4 April, 2014.