



**SUPPLEMENT DATED 2ND APRIL, 2009 TO THE BASE PROSPECTUS DATED 26TH  
SEPTEMBER, 2008**

**CENTRICA plc**

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

**U.S.\$6,000,000,000**

**Euro Medium Term Note Programme**

This Supplement (the **Supplement**) to the Base Prospectus dated 26th September, 2008 (the **Base Prospectus**) as supplemented by the Supplement dated 3rd November, 2008, the Supplement dated 26th February, 2009 and the Supplement dated 23rd March, 2009 which together comprise a base prospectus constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (the **FSMA**) and is prepared in connection with the 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, the Supplement dated 3rd November, 2008, the Supplement dated 26th February, 2009, the Supplement dated 23rd March, 2009 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.

This Supplement is prepared for the purpose of updating the Base Prospectus, as described below.

*Financial Statements for the financial year ended 31st December, 2008*

On 27th March, 2009, the Issuer published its auditor's report and audited consolidated and non-consolidated annual financial statements for the financial year ended 31st December, 2008 (the **2008 Financial Report and Statements**) which appear on pages 56 to 142 of the Issuer's annual report for the year ended 31st December, 2008 (the **Annual Report**).

A copy of the 2008 Annual Report has been filed with the Financial Services Authority and, by virtue of this Supplement, the 2008 Financial Report and Statements are incorporated in, and form part of, the Base Prospectus.

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.

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 Base Prospectus.

If documents which are incorporated by reference into this Supplement to the Base Prospectus 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 except where such information or other documents are specifically incorporated by reference or attached to this Supplement.

Investors should be aware of their rights under section 87Q(4) of FSMA 2000.