



SUPPLEMENT DATED 4 APRIL, 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 (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 auditor's report and audited consolidated and non-consolidated annual financial statements of the Issuer for the financial year ended 31 December, 2013;
- (b) disclose two recent developments relating to (i) the Issuer's announcement of its agreement to acquire Bord Gáis Energy and (ii) the Issuer's response to Ofgem's announcement that they are minded to recommend a Competition and Markets Authority investigation of the UK energy market; and
- (c) include a new "Significant or Material Change" statement.

#### **Annual Report and Accounts for the period ended 31 December, 2013**

On 27 March, 2014, the Issuer published its annual report and accounts for the period ended 31 December, 2013 (the **Annual Report**).

A copy of the Annual Report has been filed with the Financial Conduct Authority and, by virtue of this Supplement, the auditor's report and audited consolidated and non-consolidated annual financial statements for the financial year ended 31 December, 2013, which appear on pages 83 to 178 of the

Annual Report (excluding the section entitled “Pro forma information” on page 113 thereof) are incorporated by reference 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.

Copies of all documents incorporated by reference in the Base Prospectus are also available on the National Storage Mechanism, [www.Hemscott.com/nsm.do](http://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 25 March 2014, the Issuer together with Brookfield Renewable Energy Partners L.P. and iCON Infrastructure Partners II, L.P. announced it had agreed to acquire Bord Gáis Energy (BGE), the vertically integrated Irish energy business from Bord Gáis Éireann, the state owned energy company, for €1.1 billion (£920 million). The transaction is expected to close in the first half of 2014. Under the transaction, Centrica will acquire BGE’s gas and electricity supply business in Ireland and the Whitegate gas-fired power station, which make up €210 million (£175 million) of the total enterprise value as at the effective date of 31 December 2013. This figure includes working capital, a contingent payment based on future performance of BGE and value accruing to Bord Gáis Éireann from 1 January 2014 until the transaction closes.

On 27 March 2014, the Issuer responded to the announcement by Ofgem that they are minded to recommend a Competition and Markets Authority investigation of the UK energy market. The Issuer stated that it is committed to an open, transparent and competitive British energy market and welcomes an objective review, by an independent and respected regulatory authority, that could help rebuild trust in the sector. Further the Issuer stated that in its view competition in the energy market is intense and that it and British Gas reject any suggestion of possible tacit coordination with other market participants.

### **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 31 December, 2013 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, 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.