



**SUPPLEMENT DATED 2 DECEMBER, 2011 TO THE BASE PROSPECTUS DATED
27 SEPTEMBER, 2011**

CENTRICA plc

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

U.S.\$8,000,000,000 Euro Medium Term Note Programme

This Supplement (the **Supplement**) to the Base Prospectus dated 27 September, 2011 (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 (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 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.

The Prospectus is amended by this Supplement as follows:

1. A new section entitled “Recent Developments” shall be deemed to be included in the Prospectus by virtue of this Supplement as follows:

“Recent Developments

On 21 November, 2011, the Issuer agreed to acquire a package of producing and development oil and gas assets in the Norwegian sector of the North Sea from Statoil Petroleum AS, for a cash consideration of US\$1,525 million (approximately £965 million). An additional payment of up to US\$100 million (approximately £63 million) is contingent on future production performance. The acquisition will add 117 million barrels of oil equivalent to the Group’s proven and probable oil and gas reserves (an increase of approximately 29 per cent., excluding cushion gas reserves held in the Group’s Rough storage facility and North American reserves), as well as development potential. The acquisition is subject to customary closing conditions.

On the same date, the Issuer also signed a strategic agreement with Statoil ASA for the supply of 50 billion cubic metres of gas to the UK over 10 years. The supply contract, which is linked to NBP (National Balancing Point) prices, begins in 2015 and secures sufficient gas to meet around five per cent of total UK annual demand.”

2. On 17 November, 2011, the Issuer published its Interim Management Statement for the six month period ending 31 December, 2011 (the **Interim Management Statement**).

A copy of the Interim Management Statement has been filed with the Financial Services Authority and, by virtue of this Supplement, the Interim Management Statement is incorporated in, and forms 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.

If documents which are incorporated by reference 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) except where such information or other documents are specifically incorporated by reference or attached to this Supplement.

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.

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