



**SUPPLEMENT DATED 16 AUGUST, 2013 TO THE BASE PROSPECTUS DATED
26 SEPTEMBER, 2012**

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 26 September, 2012, as supplemented by the supplement dated 27 March, 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 (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.

Purpose of the Supplement

The purpose of this Supplement is (a) to incorporate by reference the independent review report and unaudited interim financial statements for the period ended 30 June, 2013 included on pages 21 to 43 of the Issuer's unaudited interim results for the period ended 30 June, 2013, (b) to include a new "Significant or Material Change" statement in the Base Prospectus, and (c) to supplement the paragraphs entitled "Upstream UK – Centrica Energy" and "North America – Direct Energy" in the "Description of the Centrica Group" section of the Base Prospectus with information in relation to recent developments, as set out on page 2 of this Supplement.

Interim Report for the period ended 30 June, 2013

On 31 July, 2013, the Issuer published its unaudited interim results for the period ended 30 June, 2013 (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 21 to 43 of the Interim Results, are incorporated in, and form part of, the Base Prospectus.

The credit ratings of the Group referred to on page 38 of the Interim Results have been assigned by Moody's Investors Service Ltd (**Moody's**) and Standard & Poor's Credit Market Services Europe Limited (**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 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.

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.

Description of the Centrica Group

The paragraph entitled "Upstream UK – Centrica Energy" appearing in the Base Prospectus, is hereby supplemented with the following:

"In April 2013, the Group announced that, together with Qatar Petroleum International (**QPI**), the international arm and wholly owned subsidiary of Qatar Petroleum, it had agreed to acquire jointly a package of producing conventional natural gas and crude oil assets and associated infrastructure located in the Western Canadian Sedimentary Basin from Suncor Energy for C\$1 billion (£650 million) in cash. The transaction is expected to close in 2013, subject to regulatory approvals being received. The assets will be held in a newly established partnership between Centrica (60 per cent. share) and QPI (40 per cent. share), which will be operated by Centrica. The assets include proven and probable (2P) reserves estimated by the partners at 978 billion cubic feet equivalent (bcfe) (90 per cent. natural gas)."

The paragraph entitled "North America – Direct Energy" appearing in the Base Prospectus, is hereby supplemented with the following:

"In July 2013 the Group announced that it had agreed to acquire the Energy Marketing business of Hess Corporation for US\$731 million in cash plus net working capital, estimated at approximately US\$300 million. In 2012, Hess Corporation's Energy Marketing business supplied over 370 billion cubic feet of gas and 28 terawatt hours of power to more than 23,000 customers across 18 states, and also has an extensive portfolio of existing gas and power contracts. The acquisition, which will make Direct Energy the largest business gas supplier in the Eastern United States, is expected to close later in 2013, subject to regulatory approvals being received."

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, 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, 2012.

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 27 March, 2013.