



SUPPLEMENT DATED 26TH FEBRUARY 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 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 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.

On 26th February, 2009 the Issuer published its preliminary unaudited consolidated financial statements as at and for the year ended 31st December, 2008 which can be found on pages 24 to 56 of the Issuer's press release dated 26th February, 2009; the relevant information is set out at the following pages:

Income Statement	Page 24
Balance Sheet	Page 25
Statement of Recognised Income and Expenses	Page 26
Cash Flow Statement	Page 27
Notes to Financial Statements	Page 28 to 56.

A copy of the Issuer's press release dated 26th February, 2009 containing those preliminary unaudited consolidated financial statements has been filed with the Financial Services Authority and, by virtue of this Supplement, those preliminary unaudited consolidated financial 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 as described on page 18 of the Base Prospectus.

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.

The paragraph "Significant or Material Change" on page 68 of the Base Prospectus shall be deemed deleted and replaced with the following paragraph:

"There has been no significant change in the financial or trading position of the Issuer and its Subsidiaries taken as a whole since 31st December, 2008 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 31st December, 2007."

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.

In accordance with section 87Q(4) FSMA, investors who have agreed to purchase or subscribe for Notes before the Supplement is published have the right, exercisable before the end of the period of two working days beginning with the working day after the date on which this Supplement was published, to withdraw their acceptances.