

NOTICE OF ANNUAL GENERAL MEETING OF CENTRICA PLC

QUEEN ELIZABETH II CONFERENCE CENTRE, LONDON SW1P 3EE
FRIDAY 11 MAY 2012 AT 2.00 PM

This document is important and requires your immediate attention. If you are in any doubt as to the action you should take, you should consult your professional adviser immediately. If you have sold or otherwise transferred all your shares, this Notice and the accompanying proxy form should be passed to the person through whom the sale or transfer was made for transmission to the purchaser or transferee.

Notice is hereby given that the sixteenth Annual General Meeting of Centrica plc (the Company) will be held at the Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE on 11 May 2012 at 2.00 pm for the transaction of the following business:

To consider and, if thought fit, pass Resolutions 1 to 19 and 22 as Ordinary Resolutions and Resolutions 20, 21 and 23 as Special Resolutions. Voting on all Resolutions will be by way of a poll.

Please complete and submit a proxy form in accordance with the instructions printed on the form, whether or not you propose to attend the Annual General Meeting (AGM). The proxy form must be received no later than 2.00 pm on 9 May 2012.

Explanatory notes in respect of the Resolutions and in respect of your rights to attend and vote at this Meeting are provided on pages 3 to 6.

REPORT AND ACCOUNTS

1. To receive the Accounts and the Reports of the Directors and the Auditors for the year ended 31 December 2011.

REMUNERATION REPORT

2. To approve the Remuneration Report for the year ended 31 December 2011.

DIVIDEND

3. That a final dividend of 11.11 pence per ordinary share be paid on 13 June 2012 to shareholders on the Register of Members at the close of business on 27 April 2012.

DIRECTORS

4. That Sir Roger Carr be re-appointed as a Director of the Company.
5. That Sam Laidlaw be re-appointed as a Director of the Company.
6. That Phil Bentley be re-appointed as a Director of the Company.
7. That Margherita Della Valle be re-appointed as a Director of the Company.
8. That Mary Francis be re-appointed as a Director of the Company.
9. That Mark Hanafin be re-appointed as a Director of the Company.
10. That Lesley Knox be re-appointed as a Director of the Company.
11. That Nick Luff be re-appointed as a Director of the Company.
12. That Andrew Mackenzie be re-appointed as a Director of the Company.

13. That Ian Meakins be re-appointed as a Director of the Company.
14. That Paul Rayner be re-appointed as a Director of the Company.
15. That Chris Weston be re-appointed as a Director of the Company.

AUDITORS

16. That PricewaterhouseCoopers LLP be re-appointed as Auditors of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid.
17. That the Directors be authorised to determine the Auditors' remuneration.

POLITICAL DONATIONS

18. That, in accordance with section 366 of the Companies Act 2006, the Company and any company which is, or becomes, a subsidiary of the Company during the period to which this resolution relates are authorised:
 - a. to make donations to political parties or independent election candidates, as defined in sections 363 and 364 of the Companies Act 2006, not exceeding £80,000 in total;
 - b. to make donations to political organisations other than political parties, as defined in sections 363 and 364 of the Companies Act 2006, not exceeding £80,000 in total; and
 - c. to incur political expenditure, as defined in section 365 of the Companies Act 2006, not exceeding £80,000 in total, during the period commencing on the date of the passing of this Resolution and until the conclusion of the 2013 AGM (or, if earlier, until the close of business on 30 June 2013).

Centrica AGM

AUTHORITY TO ALLOT SHARES

19. That the Directors be generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for or convert any security into shares in the Company:

- a. up to a nominal amount of £106,451,364 (such amount to be reduced by the nominal amount allotted or granted under paragraph (b) below in excess of £106,451,364); and
- b. comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to a nominal amount of £212,902,729 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in connection with an offer by way of a rights issue to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings and to holders of other equity securities as required by the rights of those securities, or as the Directors otherwise consider necessary, and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter,

such authorities to apply until the conclusion of the 2013 AGM (or, if earlier, until the close of business on 30 June 2013) but, in each case, so that the Company may make offers and enter into agreements during this period which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Directors may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended.

AUTHORITY TO DISAPPLY PRE-EMPTION RIGHTS

20. That, subject to the passing of Resolution 19 set out above, the Directors be given power to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that Resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such power to be limited:

- a. to the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of Resolution 19 set out above, by way of a rights issue only) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings and to holders of other equity securities, as required by the rights of those securities or, as the Directors otherwise consider necessary, and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and
- b. in the case of the authority granted under paragraph (a) of Resolution 19 set out above, and/or in the case of any sale of treasury shares for cash, to the allotment (otherwise than under paragraph (a) of this Resolution) of equity securities or sale of treasury shares up to a nominal amount of £15,967,705,

such power to apply until the conclusion of the 2013 AGM (or, if earlier, until the close of business on 30 June 2013), save that during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold)

after the power ends and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

AUTHORITY TO PURCHASE OWN SHARES

21. That the Company be generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of 6^{14/81} pence each in the Company (ordinary shares) provided that:

- a. the maximum number of ordinary shares hereby authorised to be purchased is 517,353,630;
- b. the minimum price which may be paid for each such ordinary share is 6^{14/81} pence;
- c. the maximum price which may be paid for each such ordinary share is the higher of: (i) an amount equal to 105% of the average of the middle market quotations for an ordinary share in the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the share is contracted to be purchased and (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System in each case, exclusive of expenses; and
- d. this authority shall expire at the conclusion of the 2013 AGM or, if earlier, the close of business on 30 June 2013 (except in relation to a purchase of such shares, the contract for which was concluded before such time and which will or may be executed wholly or partly after such time and the Company may purchase ordinary shares pursuant to any such contract as if the power had not ended).

CENTRICA SHARE INCENTIVE PLAN

22. That the Directors be hereby authorised to continue to operate the Centrica Share Incentive Plan in the form described in Appendix 1, which forms part of this Notice, on page 6.

NOTICE OF GENERAL MEETINGS

23. That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

The Directors believe that the proposals described in this Notice are in the best interests of the Company and its shareholders as a whole. They recommend you give them your support by voting in favour of all the resolutions, as they intend to in respect of their own beneficial shareholdings.

By order of the Board



Grant Dawson
General Counsel & Company Secretary

27 February 2012

Registered office: Millstream, Maidenhead Road,
Windsor, Berkshire SL4 5GD
Registered in England and Wales No. 3033654

A proxy form is enclosed with this Notice and instructions for its completion and return by post are shown on the form. **You can also vote online at www.sharevote.co.uk and you are strongly encouraged to vote in this manner.**

AGM ARRANGEMENTS

Doors will open at 1.00 pm and you may wish to arrive by 1.30 pm. Refreshments will be available before and after the Meeting. Arrangements have been made to help shareholders with disabilities. Individual induction loops will be available at the registration desk for people with hearing difficulties. Anyone accompanying a shareholder who is in a wheelchair or otherwise in need of assistance will be admitted to the Meeting.

Centrica AGM

EXPLANATORY NOTES TO THE PROPOSED RESOLUTIONS

Resolutions 1 to 19 and 22 will be proposed as Ordinary Resolutions which require a simple majority of the votes to be cast in favour.

Resolutions 20, 21 and 23 will be proposed as Special Resolutions which require a 75% majority of the votes to be cast in favour.

Resolution 2: To approve the Remuneration Report for the year ended 31 December 2011

The Remuneration Report is on pages 52 to 63 of the Annual Report 2011. It sets out the Company's policy for, and gives details of, Directors' remuneration and other relevant information. There is a summary of the Remuneration Report on pages 33 to 35 of the Annual Review 2011.

Resolutions 4-15: Re-appointment of Directors

Biographical details of our Directors are provided in the Annual Report, Annual Review and on our website. Following appointment, Non-Executive Directors are subject to review by the Nominations Committee and it is the current policy of the Board that Non-Executive Directors serve up to a maximum of nine years. The UK Corporate Governance Code recommends that all directors of FTSE 350 listed companies should be subject to annual election by shareholders and the Board of Centrica has endorsed this recommendation.

The Board believes that each Non-Executive Director continues to provide an effective contribution to the Board and should therefore be re-elected. Each of the Non-Executive Directors has given an assurance to the Board that they remain committed to their role as Non-Executive Directors and will ensure that they devote sufficient time to their duties, including attendance at Board and Committee meetings. The Board concludes that each Non-Executive Director is independent. This follows a process of formal evaluation which confirms that each makes an effective and valuable contribution to the Board. Upon the recommendation of the Nominations Committee, all the Directors are proposed for re-appointment. The Corporate Governance section of the Annual Report and Annual Review contains details of the role of the Board and its Committees.

Resolution 16: That PricewaterhouseCoopers LLP be re-appointed as Auditors

The Company is required to appoint Auditors at each general meeting at which accounts are laid, to hold office until the conclusion of the next such meeting. The Company's Audit Committee has recommended to the Board the re-appointment of PricewaterhouseCoopers LLP and the Board has endorsed this recommendation.

Resolution 17: That the Directors be authorised to determine the Auditors' remuneration

This Resolution authorises the Directors, in accordance with standard practice, to determine the remuneration of the Auditors. The Audit Committee will approve the audit fees, in principle, for recommendation to the Board.

Resolution 18: Authority for political donations and political expenditure in the European Union

The Company has a policy that it does not make donations to, or incur expenditure on behalf of, political parties, other political organisations or independent election candidates. However, the Companies Act 2006 (the Act) contains restrictions on companies making political donations or incurring political expenditure and it defines these terms very widely, such that activities that form part of the normal relationship between the Company and bodies concerned with policy review, law reform and other business matters affecting the Company may be included. Such activities, which are in the shareholders' interests for the Company to conduct, are not designed to support, or implement support for, a

particular political party, other political organisations or an independent election candidate. The Company believes that the authority proposed under this Resolution is necessary to ensure that it does not commit any technical breach that could arise from the uncertainty generated by the wide definitions contained within the Act when carrying out activities in the furtherance of its legitimate business interests. The Company neither made political donations nor incurred political expenditure in 2011.

Resolution 19: Authority to allot shares

Paragraph (a) of this Resolution would give the Directors the authority to allot shares up to an aggregate nominal amount equal to £106,451,364 (representing 1,724,512,101 ordinary shares). This amount represents approximately one-third of the issued ordinary share capital of the Company as at 23 February 2012, the latest practicable date prior to publication of this Notice. In line with guidance issued by the Association of British Insurers (ABI), paragraph (b) of this Resolution would give the Directors authority to allot shares or grant rights to subscribe for or convert any securities into ordinary shares in connection with a rights issue in favour of ordinary shareholders up to an aggregate nominal amount equal to £212,902,729 (representing 3,449,024,203 ordinary shares), as reduced by the nominal amount of any shares issued under paragraph (a) of this Resolution. This amount (before any reduction) represents approximately two-thirds of the issued ordinary share capital of the Company as at 23 February 2012, the latest practicable date prior to publication of this Notice. The authorities sought under paragraphs (a) and (b) of this Resolution will expire at the conclusion of the 2013 AGM (or, if earlier, the close of business on 30 June 2013). The Directors have no present intention of issuing any shares other than pursuant to existing rights under employee share schemes; however, the Directors may consider issuing shares if they believe it would be appropriate to do so in respect of business opportunities that may arise consistent with the Company's strategic objectives. In the event that the authority is used the Directors intend to follow best practice regarding its use as recommended by the ABI. Throughout 2011 and up to the date of this Notice, the Company did not hold any treasury shares.

Resolution 20: Authority to disapply pre-emption rights

Under section 561(1) of the Act, if the Directors wish to allot any equity securities for cash (other than in connection with any employee share scheme) they must in the first instance offer them to existing shareholders in proportion to their holdings (a pre-emptive offer). There may be occasions, however, when the Directors will need the flexibility to finance business opportunities by the issue of ordinary shares without a pre-emptive offer to existing shareholders. The Articles of Association provide that the Board must take account of the provisions of the legislation relating to pre-emption rights. This Resolution would give the Directors the authority to allot ordinary shares (or sell any ordinary shares which the Company elects to hold in treasury) for cash without first offering them to existing shareholders in proportion to their existing holdings.

This authority would be limited to allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those shares or as the Directors otherwise consider necessary, or otherwise up to an aggregate nominal amount of £15,967,705 (representing 258,676,815 ordinary shares). This aggregate nominal amount represents approximately 5% of the issued ordinary share capital of the Company as at 23 February 2012, the latest practicable date prior to publication of this Notice. In respect of this aggregate nominal amount, the Board does not intend to issue more than 7.5% of the issued share capital of the Company in any rolling three year period. For the purposes of this Resolution, allotments and issues of shares include sales of treasury shares – see the note to Resolution 19 for further details. This authority will expire at the conclusion of the 2013 AGM (or, if earlier, the close of business on 30 June 2013).

Centrica AGM

Resolution 21: Authority to purchase own shares

In certain circumstances, it may be advantageous for the Company to purchase its own shares. The Directors will only exercise this authority after considering relevant factors, including if whether to do so would result in an increase in earnings per share and would benefit shareholders generally. Other investment opportunities, appropriate gearing levels and the overall position of the Company will be taken into account before deciding upon this course of action. Save to the extent purchased pursuant to the treasury shares provisions of the Act, any shares purchased in this way will be automatically cancelled and the number of shares will be reduced accordingly. Shares purchased by the Company as treasury shares are permitted to be held and dealt with by the Company (including selling the shares or transferring them for the purposes of employee share schemes or cancelling them) subject to certain limitations.

It is the Company's current intention to satisfy the requirements of its share schemes, in a method best suited to the interests of the Company, either by acquiring shares in the market or, subject to institutional guidelines, issuing new shares or using shares held in treasury. No shares were repurchased and cancelled during the period 1 January 2011 and up to the date of this notice.

This Resolution specifies the maximum number of shares that may be acquired (10% of the Company's issued ordinary share capital as at 23 February 2012) and the maximum and minimum prices at which they may be bought. The total number of options and awards over ordinary shares that were outstanding as at 23 February 2012 was 98,335,899, representing 1.9% of the issued share capital of the Company at that date (2.4% if the authority to purchase shares under this Resolution and that given at the 2011 AGM is used in full). Throughout 2011 and up to the date of this Notice, the Company did not hold any treasury shares.

This authority will expire at the conclusion of the 2013 AGM (or, if earlier, the close of business on 30 June 2013).

Resolution 22: Continued operation of the Centrica Share Incentive Plan

The Company considers it important for employees to have the opportunity to buy shares in Centrica so that their interests are more closely aligned with that of shareholders. The Company currently operates the Centrica Share Incentive Plan (the SIP) under which employees are given the opportunity to purchase shares and receive a corresponding award of matching shares. In line with good practice, the Company is seeking shareholder approval for the continued operation of the SIP. The terms of the amended SIP are materially the same as those of the existing plan.

The principal features of the SIP are set out in Appendix 1 on page 6.

Resolution 23: Notice of general meetings

The notice period required by the Act for general meetings (other than AGMs) is 21 days unless the Company: (i) has gained shareholder approval for the holding of general meetings on 14 days' clear notice by passing a special resolution at the most recent AGM; and (ii) offers the facility for all shareholders to vote by electronic means. Resolution 23 seeks such approval and replaces a similar authority granted at the 2011 AGM.

The shorter notice period would not be used as a matter of routine for such meetings but only where the Company considers the flexibility is merited by the business of the meeting and is thought to be in the interests of shareholders as a whole. Should this Resolution be approved it will be valid until the end of the next AGM.

Important notes

The following notes explain your general rights as a shareholder and your right to attend and vote at this Meeting or to appoint someone else to vote on your behalf.

1. A shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend, speak and vote instead of him or her provided that each proxy is appointed to attend, speak and vote in respect of a different share or shares. A proxy need not be a shareholder. If a share is held by joint shareholders and more than one of the joint shareholders votes (including by way of proxy), the only vote that will count is the vote of the person whose name is listed before the other voters on the Register for the share.
2. You may register your proxy appointment or voting directions electronically by visiting www.sharevote.co.uk, where full details of the procedure are given (see note 3 below for deadlines). If you return more than one proxy appointment, either by paper or electronic communication, that which is received last by the Registrar before the latest time for the receipt of proxies will take priority. You are advised to read the terms and conditions of use carefully. Electronic communication facilities are open to all shareholders and those who use them will not be advantaged or disadvantaged.
3. The appointment of a proxy and the original or duly certified copy of the power of attorney or other authority (if any) under which it is signed or authenticated, should be: (a) deposited by post or (during normal business hours only) by hand with the Company's Registrar at the address shown on the proxy form or received via the sharevote website, no later than 2.00 pm on 9 May 2012, or 48 hours (excluding non-working days) before the time for holding any adjourned Meeting or (in the case of a poll not taken on the same day as the Meeting or adjourned Meeting) for the taking of the poll at which it is to be used; or, (b) lodged using the CREST proxy voting service – see note 12.
4. The return of a completed proxy form, other such instrument or any CREST Proxy Instruction (as described in notes 12–15 below) will not prevent a shareholder attending the AGM and voting in person if he or she wishes to do so.
5. Any person to whom this Notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a Nominated Person) may, under an agreement between him or her and the shareholder by whom he or she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he or she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
6. The statement of the rights of shareholders in relation to the appointment of proxies in notes 1, 2 and 3 above does not apply to Nominated Persons. The rights described in these notes can only be exercised by shareholders of the Company.
7. The following documents are available for inspection during normal business hours at the registered office of the Company on any business day and may also be inspected at the Queen Elizabeth II Conference Centre from 1.00 pm on the day of the Meeting until the conclusion of the Meeting:
 - a. copies of Directors' service contracts with the Company;
 - b. copies of Non-Executive Directors' letters of appointment;
 - c. copies of deeds of indemnities granted to each Director; and
 - d. copy of the SIP rules, which will also be available for inspection during normal business hours at the offices of Linklaters LLP, One Silk Street, London EC2Y 8HQ and on the Investors' pages of the Company's website.
8. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 and section 311 of the Act, specifies that only those shareholders listed on the Register as at 6.00 pm on 9 May 2012 (or, if the Meeting is adjourned, 6.00 pm on the

Centrica AGM

- date two working days before the time fixed for the adjourned Meeting) shall be entitled to attend and vote at the AGM in respect of the number of shares registered in their name at that time. In each case, changes to entries on the Register after such time shall be disregarded in determining the rights of any person to attend or vote at the Meeting.
9. All Resolutions will be taken on a poll so as to accurately record the decision of all members who have voted either by proxy or who will attend the meeting and vote, based on their shareholding interests in the Company. As soon as practicable following the AGM, the results of the voting at the Meeting and the numbers of proxy votes cast for and against and the number of votes actively withheld in respect of each of the Resolutions will be announced via a Regulatory Information Service and also placed on the Company's website at www.centrica.com. Also, a summary of the business transacted will be available, on written request, from the General Counsel & Company Secretary at the Company's registered office.
 10. As at 23 February 2012 (being the latest practicable date prior to the publication of this Notice) the Company's issued share capital consists of 5,173,536,304 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 23 February 2012 are 5,173,536,304.
 11. Copies of this Notice of Meeting, the Annual Report 2011, Annual Review 2011 and other information required by section 311A of the Act are available on the Centrica website at www.centrica.com.
 12. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
 13. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specification, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid for the AGM to be held on 11 May 2012 and any adjournment(s) thereof, be transmitted so as to be received by our Registrar, Equiniti, (ID RA19) no later than 2.00 pm on 9 May 2012, or, if the Meeting is adjourned, 48 hours (excluding non-working days) before the time fixed for the adjourned Meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which Equiniti is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
 14. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings.
 15. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
 16. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.
 17. Under section 527 of the Act, members meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstances connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with section 437 of the Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with section 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's Auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Act to publish on a website.
 18. Any member or appointed proxy/proxies attending the Meeting has the right to ask questions. The Company must cause to be answered any such question relating to the business being dealt with at the Meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation for the Meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered.
 19. Under section 338 and section 338A of the Act, members meeting the threshold requirements in those sections have the right to require the Company (i) to give, to members of the Company entitled to receive notice of the Meeting, notice of a resolution which may properly be moved and is intended to be moved at the Meeting and/or (ii) to include in the business to be dealt with at the Meeting any matter (other than a proposed resolution) which may be properly included in the business. A resolution may be properly moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person or, (c) it is frivolous or vexatious. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than 29 March 2012, being the date six clear weeks before the Meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.
 20. You may not use any electronic address provided in either this Notice of General Meeting or any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated.

Centrica AGM

APPENDIX 1: PRINCIPAL FEATURES OF THE CENTRICA SHARE INCENTIVE PLAN

1 Introduction

Under the Centrica Share Incentive Plan (the SIP), three types of shares can be offered to employees based in the UK – free, partnership and matching shares. The SIP rules contain all three elements and the Directors have power to decide which, if any, of them should be implemented. At present SIP participants are offered partnership and matching shares.

The SIP operates in conjunction with a trust, which holds shares on behalf of employees. The SIP has been approved by HM Revenue & Customs (HMRC).

2 Eligibility

Executive Directors and all employees of the Company and any subsidiaries designated by the Directors as participating companies are eligible to join the SIP, if they are UK tax residents and have worked for the Company or a participating company for a qualifying period determined by the Directors, which may not exceed 18 months. A three month qualifying period is currently operated.

3 Free shares

The SIP provides for the award of free shares worth up to a maximum set by the legislation (currently £3,000) to each eligible employee each year. The shares must generally be offered on similar terms but the award may be subject to performance targets. 'Similar terms' means the terms may only be varied by reference to remuneration, length of service or hours worked.

Free shares must be held in trust for a period of between three and five years at the discretion of the Company and will be free of income tax if held in trust for five years. If a participant leaves employment with the Group, his or her other shares cease to be subject to the SIP. The shares may be forfeited if the participant leaves employment within three years of the award other than by reason of death, retirement, redundancy, injury or disability, or his employing company or business being sold out of the Group.

4 Partnership shares

The SIP provides for employees to be offered the opportunity to purchase shares out of monthly savings contributions from pre-tax salary of up to the maximum set by the legislation (currently £1,500 in each tax year, or 10% of salary if less). Employees can stop saving at any stage. The employees' contributions may be used to buy partnership shares immediately or accumulated for up to 12 months before they are used to buy shares. Where they are accumulated the price at which they are acquired is the lesser of the price at the beginning of the accumulation period and the end. Currently there is no accumulation period.

Partnership shares can be withdrawn from the SIP by the participant at any time but there will be an income tax liability if the shares are withdrawn before five years.

5 Matching shares

The SIP provides that where employees buy partnership shares, they may be awarded additional shares by the Company on a matching basis, up to a current maximum of two matching shares for each partnership share. Currently a one for two matching award is offered.

Matching shares must be held in trust for a minimum of three years and will be free of income tax if held in trust for five years.

If a participant withdraws his corresponding partnership shares before the trustees have held them for three years, he will forfeit the linked matching shares. If the participant ceases to be employed within the minimum three-year period (or within such shorter period as the Directors may decide) other than for a specified reason such as death, retirement, redundancy, injury or disability, or his employing company or business being sold out of the Group, his matching shares will be forfeited.

6 Dividends

The SIP provides that the Directors may permit any dividends paid on the free, partnership or matching shares to be re-invested in the purchase of additional shares, which must be held in the SIP for a period of three years.

7 Voting rights

Participants may be offered the opportunity to direct the trustees how to exercise the voting rights attributable to the shares held on their behalf. The trustees will not exercise the voting rights unless they receive the participants' instructions.

8 Dilution limits

Commitments to issue new shares may not, on any day, exceed 10% of the issued ordinary share capital of the Company in issue immediately before that day when added to the total number of ordinary shares which have been allocated in the previous 10 years under the SIP and any other employee share plan operated by the Company. This limit does not include rights to shares which have lapsed or been surrendered. The limit includes any shares transferred out of treasury but only for as long as the ABI requires treasury shares to be included.

9 Operation of the SIP

Free shares may only be awarded within 42 days of:

- (i) the day on which the SIP is formally approved by HMRC;
- (ii) any announcement of results to the London Stock Exchange;
- (iii) any day on which changes to the legislation or regulations affecting the SIP are announced, effected or made;
- (iv) exceptional circumstances arising which justify an award of free shares; and
- (v) the lifting of any restrictions which prevented the awarding of free shares during any period specified above.

10 Amendment provisions

Although the Directors will have the power to amend the provisions of the SIP in any way, the provisions relating to: the participants, the limits on the number of shares which may be issued under the SIP, the individual limit, the basis for determining a participant's entitlement to shares or cash under the SIP or the adjustments of awards in the event of a variation of capital and the amendment rule, cannot be altered to the advantage of participants without prior approval of shareholders in general meeting (except for minor amendments to benefit the administration of the SIP, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants in the SIP or for the Company or any other members of the Group).

Amendments to a key feature of the SIP require prior approval of HMRC.

The Directors may also, without shareholder approval, establish further plans based on the SIP, but modified to take account of overseas securities laws, exchange controls or tax legislation. Shares made available under such further plans will be treated as counting against any limits on individual or overall participation in the SIP.

11 General

Benefits under the SIP are not pensionable.