

Centrica plc

(incorporated in England and Wales under the Companies Act 1985 with registered number 3033654)

NOTICE OF GENERAL MEETING of CENTRICA PLC

NOTICE IS HEREBY GIVEN that a **GENERAL MEETING** of Centrica plc (the "**Company**") will be held at ExCel London, One Western Gateway, Royal Victoria Dock, London E16 1XL at 10.00 a.m. on 21 November 2008 for the purpose of considering and, if thought fit, passing the following Resolutions of which the second shall be proposed as a Special Resolution:

Increase to share capital and authority to allot shares

1 That:

- (a) the authorised share capital of the Company be and is hereby increased from £275,100,000, divided into 4,455,000,000 ordinary shares of 6¹/₆₁ pence each and 100,000 cumulative preference shares of £1 each, to £432,098,765 divided into 7,000,000,000 Ordinary Shares of 6¹/₆₁ pence each and 100,000 cumulative preference shares of £1 each by the creation of 2,545,000,000 ordinary shares of 6¹/₆₁ pence each forming a single class with the existing Ordinary Shares of 6¹/₆₁ pence each in the Company; and
- (b) the Directors be generally and unconditionally authorised, pursuant to Section 80 of the Companies Act 1985, to exercise all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £180,515,131 for the period ending on the date of the 2009 Annual General Meeting or on 20 February 2010, whichever is the earlier, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Board may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired. Such authority shall be in substitution for all previous authorities pursuant to Section 80 of the Companies Act 1985 which are hereby revoked, without prejudice to any allotment of securities prior to the date of this Resolution (or thereafter pursuant to any offer or agreement made prior thereto).

Authority to allot without compliance with pre-emption rights

2 That:

- (a) subject to the passing of Resolution 1 set out above in this Notice, the Directors be given the power to allot equity securities (as defined in section 94 of the Companies Act 1985):
 - (i) in connection with a rights issue; and
 - (ii) otherwise than in connection with a rights issue, up to an aggregate nominal amount of £15,700,000 as if section 89(1) of the Companies Act 1985 did not apply to such allotment.

Such power shall expire at the conclusion of the 2009 Annual General Meeting or on 20 February 2010, whichever is the earlier, and is in substitution for all previous such powers, which shall cease to have effect from the date of this Resolution, without affecting the validity of any allotment of securities already made or to be made under them. The Company may before such expiry of the period mentioned above make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

- (b) for the purposes of this Resolution:
 - (i) references (except in paragraph (c) below) to an allotment of equity securities shall include a sale of treasury shares;
 - (ii) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights; and
 - (iii) words and expressions defined in or for the purposes of Part IV of the Companies Act 1985 shall bear the same meanings herein; and
- (c) the power in paragraph (a) above, insofar as it relates to the allotment of equity securities rather than the sale of treasury shares, is granted pursuant to the resolution conferring authority under Section 80 of the Companies Act 1985 passed on the date hereof.

Dated: 31 October 2008

By order of the Board



Grant Dawson

General Counsel and Company Secretary

Registered in England and Wales with No: 3033654

Registered office: Millstream Maidenhead Road, Windsor, Berkshire, SL4 5GD

Important Notes

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

- 1 A Shareholder entitled to attend and vote at the General 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. Appointing a proxy will not prevent a Shareholder from attending in person and voting at the General Meeting. 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 received last by the Registrar before the latest time for the receipt of proxies will take precedence. 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 with Centrica's registrar, at the address shown on the proxy form or received via the sharevote website, no later than 10.00 a.m. on 19 November 2008, or 48 hours before the time for holding any adjourned Meeting or (in the case of a poll not taken on the same day as the General 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 10.
- 4 Voting by multiple corporate representatives will be facilitated at the meeting in accordance with Appendix B of the ICSA Guidance on Proxies and Corporate Representatives at General Meetings dated February 2008 and available from www.icsa.org.uk.
- 5 Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 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 General Meeting. 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 and 2 above does not apply to Nominated Persons. The rights described in these notes can only be exercised by Shareholders of the Company.
- 7 The Company, pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those Shareholders listed on the Register as at 10.00 a.m. on 19 November 2008 (or, if the General Meeting is adjourned, 48 hours before the time fixed for the adjourned Meeting) shall be entitled to attend and vote at the General Meeting 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 General Meeting.
- 8 As soon as practicable following the General Meeting, the results of the voting at the General 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 www.centrica.com. Also, a summary of the business transacted will be available, on written request, from the Company Secretary at the Company's registered office.
- 9 As at 27 October 2008 (being the last practicable date prior to the publication of this Notice) the Company's issued share capital consists of 3,713,454,129 Ordinary Shares, carrying one vote each. Therefore, the total voting rights in the Company as at 27 October 2008 are 3,713,454,129.

Electronic proxy appointment through CREST

- 10 CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting to be held on 21 November 2008 and any adjournment(s) thereof by following the procedures described in the CREST Manual. All messages relating to the appointment of a proxy or an instruction to a previously appointed proxy, which are to be transmitted through CREST, must be received by our Registrars, Equiniti, (ID RA19) no later than 10.00 a.m. on 19 November 2008, or, if the General Meeting is adjourned, 48 hours before the time fixed for the adjourned Meeting. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
- 11 CREST members and, where applicable, their CREST sponsors, or voting service providers should note that CRESTCo 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 system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- 12 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.