

Annual General Meeting 2004 – Poll Results

10 May 2004

At the Centrica plc annual general meeting held earlier today (10 May 2004) the following resolutions were proposed by the Chairman and passed by on a show of hands. Proxies were received by the Company from shareholders prior to the meeting as follows:

Resolution 1:

Report and Accounts

To receive the report and accounts for the Company for the year-ended 31 December 2003.

For: 2,387,434,369 (99.82% of votes cast)
Against: 4,263,003 (0.18% of votes cast)
Total proxy votes cast: 2,391,697,372 (56.05% of shares in issue)

Resolution 2:

Remuneration Report

To approve the Remuneration Report for the year ended 31 December 2003.

For: 2,142,061,406 (96.71% of votes cast)
Against: 72,934,908 (3.29% of votes cast)
Total proxy votes cast: 2,214,996,314 (51.91% of shares in issue)

Resolution 3:

Dividend

To approve a final dividend for the year of 3.7 pence per ordinary share to those shareholders on the register of members at close of business on 30 April 2004.

For: 2,443,513,402 (99.99% of votes cast)
Against: 208,704 (0.01% of votes cast)
Total proxy votes cast: 2,443,722,106 (57.26% of shares in issue)

Resolution 4:

Re-election of Director

To re-elect Phil Bentley as a Director of the Company.

For: 2,439,559,055 (99.83% of votes cast)
Against: 4,152,282 (0.17% of votes cast)
Total proxy votes cast: 2,443,711,337 (57.27% of shares in issue)

Resolution 5:

Re-election of Director

To re-elect Mark Clare as a Director of the Company.

For: 2,439,477,386 (99.83% of votes cast)
Against: 4,231,382 (0.17% of votes cast)
Total proxy votes cast: 2,443,708,768 (57.27% of shares in issue)

Resolution 6:

Re-election of Director

To re-elect Roger Carr as a Director of the Company.

For: 2,439,001,532 (99.81% of votes cast)
Against: 4,708,525 (0.19% of votes cast)
Total proxy votes cast: 2,443,710,057 (57.27% of shares in issue)

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Resolution 7:***Reappointment of Auditors***

To reappoint PricewaterhouseCoopers LLP as of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid.

For: 2,404,330,010 (99.33% of votes cast)
Against: 16,238,388 (0.67% of votes cast)
Total proxy votes cast: 2,420,568,398 (56.73% of shares in issue)

Resolution 8:***Auditors' Remuneration***

To authorise the Directors to determine the Auditors' remuneration.

For: 2,437,754,816 (99.78% of votes cast)
Against: 5,489,492 (0.22% of votes cast)
Total proxy votes cast: 2,443,245,308 (57.26% of shares in issue)

Resolution 9:***Allotment of shares***

Authority under Section 80 of the Companies Act 1985, for the Directors of the Company to allot unissued shares up to a nominal value of £37,993,659.

For: 2,430,035,256 (99.45% of votes cast)
Against: 13,500,900 (0.55% of votes cast)
Total proxy votes cast: 2,443,536,156 (57.27% of shares in issue)

Resolution 10:***Authority to allot shares for cash***

Authority under the Company's Articles of Association for the Directors to allot unissued without first offering shares to existing shareholders in proportion to their existing holdings.

For: 2,426,532,711 (99.30% of votes cast)
Against: 16,994,029 (0.70% of votes cast)
Total proxy votes cast: 2,443,526,740 (57.27% of shares in issue)

Resolution 11:***Authority to purchase own shares***

Authority for the Company to purchase its own shares, subject to a limit of 10% of the present issued share capital.

For: 2,438,964,752 (99.81% of votes cast)
Against: 4,553,852 (0.19% of votes cast)
Total proxy votes cast: 2,443,518,604 (57.27% of shares in issue)

Resolution 12:***Authority under the Political Parties, Elections and Referendums Act 2000***

Authority for the Company to make donations to European Union political organisations not exceeding £125,000 in total and to incur EU political , not exceeding £125,000.

For: 2,333,730,934 (96.87% of votes cast)
Against: 75,308,650 (3.13% of votes cast)
Total proxy votes cast: 2,409,039,584 (56.45% of shares in issue)

Notes to the disclosure

1. Any proxy appointments which gave discretion to the Chairman have been included in the "for" total.
2. It should be noted that the appointment of a proxy is not an unequivocally precise indicator of the way that the shareholder would have voted on a poll, it merely reflects their intention at the time the instruction was given. Voting instructions could be changed at any time prior to any poll being demanded, and a

shareholder having lodged a proxy was still entitled to attend the meeting and, having heard/participated in the debate, vote their shares themselves as they saw fit. There were no polls called for at the meeting.