

2012 Annual General Meeting – Poll Results

11 May 2012

The Centrica plc Annual General Meeting was held at The Queen Elizabeth II Conference Centre at 2.00 pm on Friday, 11 May 2012. In line with recommended practice, a poll was conducted on each resolution at the meeting. Each resolution was passed and the results of the poll on each resolution are set out below:

Resolution 1:

To receive the Report and Accounts

For*:	3,203,930,310 ordinary shares (99.98% of votes cast)
Against:	624,488 ordinary shares (0.02% of votes cast)
Withheld**:	2,706,342 ordinary shares
Total votes cast:	3,204,554,798 ordinary shares (61.82% of shares in issue)

Resolution 2:

To approve the Remuneration Report

For*:	2,687,947,000 ordinary shares (88.09% of votes cast)
Against:	363,374,799 ordinary shares (11.91% of votes cast)
Withheld**:	155,878,917 ordinary shares
Total votes cast:	3,051,321,799 ordinary shares (58.86% of shares in issue)

Resolution 3:

To declare a final dividend

For*:	3,204,385,395 ordinary shares (99.96% of votes cast)
Against:	1,351,926 ordinary shares (0.04% of votes cast)
Withheld**:	1,606,275 ordinary shares
Total votes cast:	3,205,737,321 ordinary shares (61.84% of shares in issue)

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Resolution 4:

To re-appoint Sir Roger Carr

For*:	3,174,604,659 ordinary shares (99.08% of votes cast)
Against:	29,486,201 ordinary shares (0.92% of votes cast)
Withheld**:	3,110,460 ordinary shares
Total votes cast:	3,204,090,860 ordinary shares (61.81% of shares in issue)

Resolution 5:

To re-appoint Sam Laidlaw

For*:	3,063,977,049 ordinary shares (95.69% of votes cast)
Against:	138,111,988 ordinary shares (4.31% of votes cast)
Withheld**:	5,119,288 ordinary shares
Total votes cast:	3,202,089,037 ordinary shares (61.77% of shares in issue)

Resolution 6:

To re-appoint Phil Bentley

For*:	3,187,671,087 ordinary shares (99.48% of votes cast)
Against:	16,740,476 ordinary shares (0.52% of votes cast)
Withheld**:	2,806,760 ordinary shares
Total votes cast:	3,204,411,563 ordinary shares (61.81% of shares in issue)

Resolution 7:

To re-appoint Margherita Della Valle

For*:	3,191,236,573 ordinary shares (99.59% of votes cast)
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Against: 13,018,942 ordinary shares (0.41% of votes cast)

Withheld**: 2,935,683 ordinary shares

Total votes cast: 3,204,255,515 ordinary shares (61.81% of shares in issue)

Resolution 8:
To re-appoint Mary Francis

For*: 3,191,457,537 ordinary shares (99.60% of votes cast)

Against: 12,901,030 ordinary shares (0.40% of votes cast)

Withheld**: 2,852,532 ordinary shares

Total votes cast: 3,204,358,567 ordinary shares (61.81% of shares in issue)

Resolution 9:
To re-appoint Mark Hanafin

For*: 3,187,755,292 ordinary shares (99.49% of votes cast)

Against: 16,453,865 ordinary shares (0.51% of votes cast)

Withheld**: 2,981,130 ordinary shares

Total votes cast: 3,204,209,157 ordinary shares (61.81% of shares in issue)

Resolution 10:
To re-appoint Lesley Knox

For*: 3,178,341,458 ordinary shares (99.19% of votes cast)

Against: 25,850,582 ordinary shares (0.81% of votes cast)

Withheld**: 3,001,809 ordinary shares

Total votes cast: 3,204,192,040 ordinary shares (61.81% of shares in issue)

Resolution 11:
To re-appoint Nick Luff

For*: 3,188,089,439 ordinary shares (99.49% of votes cast)

Against: 16,192,150 ordinary shares (0.51% of votes cast)

Withheld**: 2,908,365 ordinary shares

Total votes cast: 3,204,281,589 ordinary shares (61.81% of shares in issue)

Resolution 12:
To re-appoint Andrew Mackenzie

For*: 3,191,850,279 ordinary shares (99.62% of votes cast)

Against: 12,281,342 ordinary shares (0.38% of votes cast)

Withheld**: 3,043,823 ordinary shares

Total votes cast: 3,204,131,621 ordinary shares (61.81% of shares in issue)

Resolution 13:
To re-appoint Ian Meakins

For*: 3,112,397,259 ordinary shares (97.57% of votes cast)

Against: 77,633,091 ordinary shares (2.43% of votes cast)

Withheld**: 17,136,963 ordinary shares

Total votes cast: 3,190,030,350 ordinary shares (61.53% of shares in issue)

Resolution 14:
To re-appoint Paul Rayner

For*: 3,182,602,584 ordinary shares (99.34% of votes cast)

Against: 21,207,763 ordinary shares (0.66% of votes cast)

Withheld**: 3,270,215 ordinary shares

Total votes cast: 3,203,810,347 ordinary shares (61.80% of shares in issue)

Resolution 15:
To re-appoint Chris Weston

For*: 3,185,223,678 ordinary shares (99.41% of votes cast)

Against: 18,810,516 ordinary shares (0.59% of votes cast)

Withheld**: 3,064,572 ordinary shares

Total votes cast: 3,204,034,194 ordinary shares (61.80% of shares in issue)

Resolution 16:
To re-appoint the Auditors

For*: 3,146,530,719 ordinary shares (99.13% of votes cast)

Against: 27,576,618 ordinary shares (0.87% of votes cast)

Withheld**: 33,016,320 ordinary shares

Total votes cast: 3,174,107,337 ordinary shares (61.23% of shares in issue)

Resolution 17:
To authorise the Directors to determine the Auditors' remuneration

For*: 3,201,472,976 ordinary shares (99.91% of votes cast)

Against: 2,967,327 ordinary shares (0.09% of votes cast)

Withheld**: 2,681,988 ordinary shares

Total votes cast: 3,204,440,303 ordinary shares (61.81% of shares in issue)

Resolution 18:

Authority for political donations and political expenditure in the European Union

For*: 3,079,213,997 ordinary shares (96.28% of votes cast)

Against: 118,958,446 ordinary shares (3.72% of votes cast)

Withheld**: 8,986,540 ordinary shares

Total votes cast: 3,198,172,443 ordinary shares (61.69% of shares in issue)

Resolution 19:

Authority to allot shares

For*: 3,001,115,827 ordinary shares (95.26% of votes cast)

Against: 149,301,868 ordinary shares (4.74% of votes cast)

Withheld**: 56,675,540 ordinary shares

Total votes cast: 3,150,417,695 ordinary shares (60.77% of shares in issue)

Resolution 20:

Authority to disapply pre-emption rights***

For*: 3,178,161,331 ordinary shares (99.70% of votes cast)

Against: 9,643,955 ordinary shares (0.30% of votes cast)

Withheld**: 19,206,459 ordinary shares

Total votes cast: 3,187,805,286 ordinary shares (61.49% of shares in issue)

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Resolution 21:

Authority to purchase own shares ***

For*:	3,188,684,399 ordinary shares (99.55% of votes cast)
Against:	14,336,402 ordinary shares (0.45% of votes cast)
Withheld**:	4,040,225 ordinary shares
Total votes cast:	3,203,020,801 ordinary shares (61.79% of shares in issue)

Resolution 22:

To authorise the Directors to continue to operate the Centrica Share Incentive Plan

For*:	3,191,657,085 ordinary shares (99.65% of votes cast)
Against:	11,151,885 ordinary shares (0.35% of votes cast)
Withheld**:	4,353,845 ordinary shares
Total votes cast:	3,202,808,970 ordinary shares (61.78% of shares in issue)

Resolution 23:

Notice of General Meetings***

For*:	2,944,247,254 ordinary shares (91.88% of votes cast)
Against:	260,342,294 ordinary shares (8.12% of votes cast)
Withheld**:	2,515,745 ordinary shares
Total votes cast:	3,204,589,548 ordinary shares (61.82% of shares in issue)

Notes to the disclosure:

* Includes discretionary votes received

** A 'Vote withheld' is not a vote in law and is not counted towards the proportion of votes 'For' or 'Against' a resolution.

*** Indicates a special resolution