

Centrica plc

Notice of Extraordinary General Meeting

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Centrica plc (the “Company”) will be held at 10 a.m. on Thursday, 21 October 2004 at the Ibis London Earls Court Hotel, 47 Lillie Road, London SW6 1UD for the purpose of considering and, if thought fit, passing resolutions 1 and 2, which will be proposed as ordinary resolutions:

1. That, subject to and conditional upon admission of the New Ordinary Shares (as defined below) to the Official List of the United Kingdom Listing Authority and to trading on the London Stock Exchange plc becoming effective:
 - (a) all the ordinary shares of 5⁵/₈ pence each in the capital of the Company which at the close of business on 22 October 2004 (or such other time and date as the directors of the Company may determine) are shown in the books of the Company as authorised, whether issued or unissued, shall be subdivided into new ordinary shares of ⁵⁰/₈₁ of a penny each in the capital of the Company (the “**Intermediate Ordinary Shares**”);
 - (b) immediately thereafter, all Intermediate Ordinary Shares that are unissued shall be consolidated into new ordinary shares of 6¹⁴/₈₁ pence each in the capital of the Company (the “**Unissued New Ordinary Shares**”), provided that, where such consolidation would otherwise result in a fraction of an Unissued New Ordinary Share, that number of Intermediate Ordinary Shares which would otherwise constitute such fraction shall be cancelled pursuant to section 121(2)(e) of the Companies Act 1985; and
 - (c) immediately thereafter, all Intermediate Ordinary Shares that are in issue shall be consolidated into new ordinary shares of 6¹⁴/₈₁ pence each in the capital of the Company (the “**New Ordinary Shares**”), provided that, where such consolidation results in any shareholder being entitled to a fraction of a New Ordinary Share, such fraction shall, so far as possible, be aggregated with the fractions of a New Ordinary Share to which other shareholders of the Company may be entitled and the directors of the Company be and are hereby authorised in accordance with the Company’s Articles of Association to sell (or appoint any other person to sell), on behalf of the relevant shareholders, all the New Ordinary Shares representing such fractions at the best price reasonably obtainable to any person, and to distribute the proceeds of sale (net of expenses) in due proportion among the relevant shareholders entitled thereto (save that any fraction of a penny which would otherwise be payable shall be rounded up or down in accordance with the usual practice of the registrars of the Company) and that any director of the Company (or any person appointed by the directors of the Company) shall be and is hereby authorised to execute an instrument of transfer in respect of such shares on behalf of the relevant shareholders and to do all acts and things the directors consider necessary or expedient to effect the transfer of such shares to, or in accordance with the directions of, any buyer of any such shares.
2. That, subject to and conditional upon resolution 1 above being passed and becoming unconditional, pursuant to article 10 of the Company’s Articles of Association, the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 163 of the Companies Act 1985) of New Ordinary Shares on such terms and in such manner as the directors of the Company may from time to time determine provided that:
 - (a) the maximum number of New Ordinary Shares hereby authorised to be purchased is 349,705,272;
 - (b) the minimum price which may be paid for each New Ordinary Share is 6¹⁴/₈₁ pence;

- (c) the maximum price which may be paid for each New Ordinary Share is an amount equal to 105 per cent of the average of the middle market quotations of the Company's ordinary shares, 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
- (d) the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company or on 9 August 2005, whichever is the earlier (except in relation to a purchase of New Ordinary Shares the contract for which was concluded before such time and which will or may be executed wholly or partly after such time).



Grant Dawson
General Counsel and Company Secretary

Dated 1 October 2004

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.

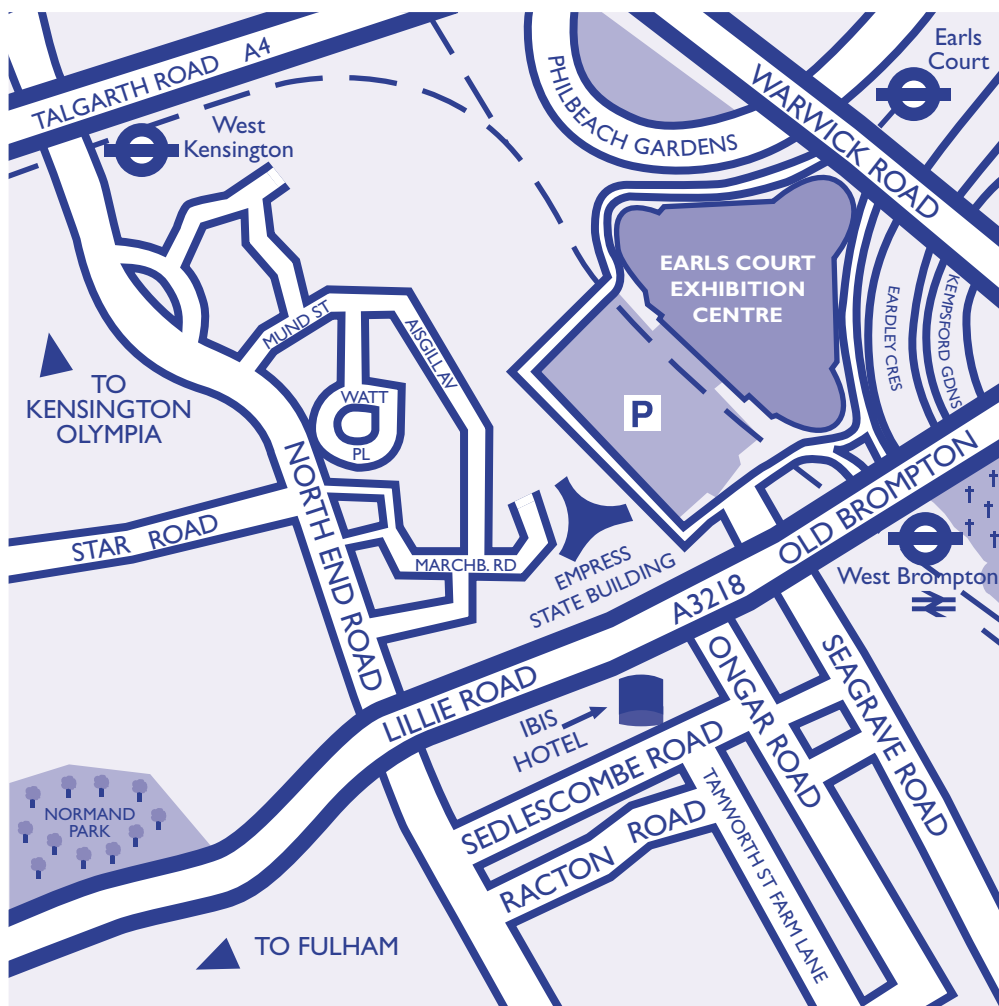
Important Notes

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, and on a poll, vote instead of him or her. A proxy need not be a Shareholder. Appointing a proxy will not prevent a Shareholder from attending in person and voting at the meeting.
2. You may register your proxy appointment or voting directions electronically by contacting the www.sharevote.co.uk website, where full details of the procedure are given (see note 3 for deadlines). If you return more than one proxy appointment, either by paper or electronic communication, those 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 for use carefully. Electronic communication facilities are available to all Shareholders and those who use them will not be 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 deposited with the Company's registrar, at the address shown on the proxy form or received via the sharevote website, not later than (a) 10 a.m. on 19 October 2004, 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 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 7 below.
4. The Company, pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those Shareholders listed in the register of members of the Company as at 6 p.m. on 19 October 2004 (or, if the meeting is adjourned, 6 p.m. on the day two days prior to the day fixed for the adjourned meeting) shall be entitled to attend or vote at the Extraordinary 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 of members after such time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
5. A summary of the business transacted at the Extraordinary General Meeting will be available, as soon as possible following the meeting, on written request to the Company Secretary at the Company's registered office.
6. If you have sold or transferred all your shares, these documents should be passed to the person through whom the sale or transfer was made for transmission to the purchaser or transferee.
7. **Electronic proxy appointment through CREST**

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Extraordinary General Meeting to be held on 21 October 2004 and any adjournment(s) thereof by utilising 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 Lloyds TSB Registrars (ID 7RA01) no later than 10 a.m. on Tuesday, 19 October 2004, or, if the meeting is adjourned, close of business on the day three days prior to the day fixed for the adjourned meeting.



Directions to the Extraordinary General Meeting at the Ibis London Earls Court Hotel

The venue is situated on Lillie Road. Public car parking is available in an NCP car park in Warwick Road. **You are strongly advised to travel to the venue by public transport.**

By Underground to Earls Court Take the Piccadilly or District Lines. Leave by the Warwick Road exit, turn left and then right into Old Brompton Road, which becomes Lillie Road. 5-10 minutes' walk.

By Train to West Brompton Silverlink and Southern Trains run direct services from Clapham Junction, Gatwick Airport, Brighton, Willesden Junction and Watford Junction. Also, District Line from Wimbledon. Leave the station and turn left into Lillie Road. 3 minutes' walk.

By Bus Numbers 74 and 190 pass the hotel and buses 328, 391, C1 and C3 stop near West Brompton station.

For more information call London Underground Travel Information 020 7222 1234 or National Rail enquiries phone 08457 48 49 50.

Alternative formats

If you would like to receive this notice or circular in an appropriate alternative format, such as large print, Braille or cassette, please call 0870 600 3985. Alternatively, if you have a text phone, please make your request on 0870 600 3950.