

Annual General Meeting 2001 – Poll Results

14 May 2001

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 2001:

For: 2,257,510,069 (99.8% of votes cast)

Against: 4,423,009 (0.2% of votes cast)

Resolution 2:

Approval of Dividend

To approve a final dividend for the year of 1.7 pence per ordinary share as recommended by the Directors to shareholders on the register of members at close of business on 4 May 2001:

For: 2,267,091,582 (99.97% of votes cast)

Against: 584,828 (0.03% of votes cast)

Resolution 3:

Reappointment of Director

To reappoint Phil Bentley as a Director of the Company:

For: 2,171,151,269 (97.09% of votes cast)

Against: 65,070,582 (2.91% of votes cast)

Resolution 4:

Reappointment of Director

To reappoint Roger Carr as a Director of the Company:

For: 2,230,148,186 (99.73% of votes cast)

Against: 6,071,376 (0.27% of votes cast)

Resolution 5:

Reappointment of Director

To reappoint Mark Clare as a Director of the Company:

For: 2,231,983,058 (99.81% of votes cast)

Against: 4,246,001 (0.19% of votes cast)

Resolution 6:

Reappointment of Director

To reappoint Francis Mackay as a Director of the Company:

For: 2,206,019,772 (98.68% of votes cast)

Against: 29,571,096 (1.32% of votes cast)

Resolution 7:

Reappointment of Auditors

To reappoint PricewaterhouseCoopers as of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid and authorise the Directors to determine their remuneration:

For: 2,177,642,212 (98.08% of votes cast)

Against: 42,611,955 (1.92% of votes cast)

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Resolution 8:***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 £52,023,149:

For: 2,262,088,919 (99.73% of votes cast)

Against: 6,226,267 (0.27% of votes cast)

Resolution 9:***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. This authority is subject to renewal by shareholders at the next AGM or within 15 months, whichever is the earlier:

For: 2,263,351,198 (99.78% of votes cast)

Against: 4,967,308 (0.22% of votes cast)

Resolution 10:***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: 2,265,584,111 (99.88% of votes cast)

Against: 2,754,520 (0.12% of votes cast)

Resolution 11:***Authority to establish the Centrica Executive Share Option Scheme***

As described in the Notice on Annual General Meeting:

For: 2,094,499,080 (95.23% of votes cast)

Against: 105,000,515 (4.77% of votes cast)

Resolution 12:***Authority to amend the Centrica Long Term Incentive Scheme***

As described in the Notice of Annual General Meeting:

For: 2,106,985,764 (95.84% of votes cast)

Against: 91,542,135 (4.16% of votes cast)

Resolution 13:***Authority to amend the Centrica Sharesave Scheme and Centrica All Employee Share Ownership Plan***

To amend the limits on the issue of shares in line with the revised Association of British Insurers guidelines:

For: 2,226,029,965 (99.76% of the votes cast)

Against: 5,436,373 (0.24 % of the votes cast)

Resolution 14:***Amendments to the Articles of Association***

To facilitate electronic voting:

For: 2,227,080,237 (99.83% of the votes cast)

Against: 3,848,786 (0.17% of the votes cast)