

# Centrica AGM

Notice of Annual General Meeting of Centrica plc

**centrica**

**Queen Elizabeth II Conference Centre,  
London SW1  
Monday 12 May 2008, 2pm**

This document is important and requires your immediate attention. If you are in any doubt as to the action you should take, you should consult your professional adviser immediately.

If you have sold or otherwise transferred all your shares, this Notice and the accompanying proxy form should be passed to the person through whom the sale or transfer was made for transmission to the purchaser or transferee.

Notice is hereby given that the twelfth Annual General Meeting of Centrica plc (the 'Company') will be held at the Queen Elizabeth II Conference Centre, Broad Sanctuary, Westminster, London SW1P 3EE on 12 May 2008, at 2pm for the transaction of the following business:

To consider and, if thought fit, pass Resolutions 1 to 9 as Ordinary Resolutions and Resolutions 10 to 13 as Special Resolutions.

Please complete and submit a proxy form in accordance with the instructions printed on the enclosed form, whether or not you propose to attend the Annual General Meeting (AGM). The proxy form must be received not less than 48 hours before the time of the holding of the AGM.

## Report and Accounts

1. To receive the Accounts and the Reports of the Directors and the Auditors for the year ended 31 December 2007.

## Remuneration Report

2. To approve the Remuneration Report for the year ended 31 December 2007.

*Note: The Remuneration Report forms pages 42 to 51 of the Annual Report and Accounts 2007. It sets out the Company's policy towards, and gives details of, Directors' remuneration and other relevant information. There is a summary of the Remuneration Report on pages 25 to 27 of the Annual Review and Summary Financial Statements 2007.*

## Dividend

3. That a final dividend of 9.65 pence per ordinary share be declared payable to shareholders on the register of members at the close of business on 25 April 2008.

*Note: Subject to shareholder approval, the final dividend of 9.65 pence per ordinary share will be paid on 11 June 2008.*

## Directors

4. That Mary Francis be re-elected as a Non-Executive Director of the Company.

*Mary Francis (59) joined the Board in June 2004. She was appointed Senior Independent Director in May 2006. She is a member of the Audit, Nominations and Remuneration Committees and is Chairman of the Corporate Responsibility Committee. She does not have a service contract with the Company. She is a Non-Executive Director of Aviva plc, St. Modwen Properties plc and Alliance & Leicester plc, and a Director of the Almeida Theatre. She is a former Director General of the Association of British Insurers, a former Non-Executive Director of the Court of the Bank of England and was previously a senior civil servant in the Treasury and the Prime Minister's Office.*

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5. That Paul Rayner be re-elected as a Non-Executive Director of the Company.

Paul Rayner (53) joined the Board in September 2004. He is a member of the Nominations and Remuneration Committees and is Chairman of the Audit Committee. He does not have a service contract with the Company. He has been Finance Director of British American Tobacco plc since January 2002. In 1991 he joined Rothmans Holdings Ltd in Australia, holding senior executive appointments, and became Chief Operating Officer of British American Tobacco Australasia Ltd in September 1999.

6. That Jake Ulrich be re-elected as a Director of the Company.

*Jake Ulrich (55) was appointed to the Board in January 2005 and has a service contract with the Company with a 12-month notice period. He is a member of the Executive Committee. He was appointed Managing Director, Centrica Energy in 1997. He also assumed responsibility for the Group's activities in continental Europe in September 2006. Between 1994 and 1997, he was Managing Director of Accord Energy Ltd, a joint venture between Natural Gas Clearinghouse (NGC) and British Gas plc. He previously worked for NGC, Union Carbide Corporation and the OXY/Mid Con/Peoples Energy Group.*

*Note: The Company's Articles of Association require Directors to retire and submit themselves for re-election by shareholders at least every three years. The Board believes that each of the Directors standing for re-election has considerable and wide ranging experience, which will be invaluable as the Company continues to grow its business both in the UK and overseas. Each of the Non-Executive Directors has given an assurance to the Board that he/she remains committed to his/her role as a Non-Executive Director and will ensure that he/she devotes sufficient time to it, including attendance at Board and Committee meetings. The Board has determined that, other than the Chairman, each of the Non-Executive Directors (including Mary Francis and Paul Rayner) is independent.*

## Auditors

7. That PricewaterhouseCoopers LLP be re-appointed Auditors of the Company, to hold office until the conclusion of the next General Meeting at which accounts are laid.

*Note: The Company is required to appoint Auditors at each General Meeting at which accounts are laid, to hold office until the conclusion of the next such meeting. The Company's Audit Committee has recommended to the Board the re-appointment of PricewaterhouseCoopers LLP.*

8. That the Directors be authorised to determine the Auditors' remuneration.

*Note: This Resolution authorises the Directors, in accordance with standard practice, to determine the remuneration of the Auditors. The Audit Committee will approve the audit fees, in principle, for recommendation to the Board.*

## Political donations

9. That in accordance with section 366 of the Companies Act 2006 the Company and any company which is, or becomes, a subsidiary of the Company during the period to which this resolution relates are authorised:

- to make donations to political parties or independent election candidates, as defined in sections 363 and 364 of the Companies Act 2006, not exceeding £80,000 in total;
- to make donations to political organisations other than political parties, as defined in sections 363 and 364 of the Companies Act 2006, not exceeding £80,000 in total; and
- to incur political expenditure, as defined in section 365 of the Companies Act 2006, not exceeding £80,000 in total,

during the period commencing on the date of this Resolution and ending on 11 August 2009 or, if earlier, the date of the Company's AGM to be held in 2009.

*Note: The Company has a policy that it does not make donations to, or incur expenditure on behalf of, political parties, other political organisations or independent election candidates. However, the Companies Act 2006 contains restrictions on companies making political donations or incurring political expenditure and it defines these terms very widely, such that activities that form part of the normal relationship between the Company and bodies concerned with policy review, law reform and other business matters affecting the Company may be included. Such activities, which are in the shareholders' interests for the Company to conduct, are not designed to support, or implement support for, a particular political party, other political organisation or independent election candidate. The Company believes that the authority proposed under this Resolution is necessary to ensure that it does not commit any technical breach that could arise from the uncertainty generated by the wide definitions contained within the Companies Act 2006 when carrying out activities in the furtherance of its legitimate business interests. The Company neither made political donations nor incurred political expenditure in 2007.*

## Authority to allot shares

10. That the authority conferred on the Directors to allot unissued shares by the Company's Articles of Association as in force from time to time be renewed for the period ending on the date of the 2009 AGM or on 11 August 2009, whichever is the earlier, and the maximum amount of relevant securities which the Directors may allot during this period shall be £47,812,969 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.

*Note: Under section 80 of the Companies Act 1985, the Directors of the Company may only allot relevant securities if authorised to do so. The Company's Articles of Association give a general authority to the Directors to allot unissued shares, but that*

authority is subject to renewal by the shareholders each year. This Resolution proposes that the Directors' authority be renewed, giving the power to allot relevant securities up to a nominal value of £47,812,969 (the unissued share capital), which is equal to approximately 21.05% of the issued ordinary share capital of the Company as at 3 March 2008. As at 3 March 2008, the Company did not hold any treasury shares. This authority, if renewed, will terminate at the conclusion of the 2009 AGM or on 11 August 2009, whichever is the earlier. The Directors have no present intention of issuing any unissued shares other than pursuant to existing rights under employee share schemes; however, the Directors may consider issuing unissued shares if they believe it would be appropriate to do so in respect of business opportunities that may arise consistent with the Company's strategic objectives.

## Authority to disapply pre-emption rights

11. That, subject to the passing of Resolution 10 set out above in this notice, the power also conferred on the Directors by the Company's Articles of Association as in force from time to time be renewed for the period ending on the date of the 2009 AGM or on 11 August 2009, whichever is the earlier, and for such period the maximum amount of equity securities which the Directors may so allot (other than in connection with a rights issue under that power) shall be £11,359,351 save that the Company may before such expiry 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 arrangement as if the power conferred hereby had not expired.

*Note: Under section 89(1) of the Companies Act 1985, if the Directors wish to allot any of the unissued shares for cash (other than in connection with an employee share scheme) they must in the first instance offer them to existing shareholders in proportion to their holdings (a pre-emption offer). There may be occasions, however, when the Directors will need the flexibility to finance business opportunities by the issue of ordinary shares without a pre-emption offer to existing shareholders. The Articles of Association provide that the Board must take account of the provisions of the legislation relating to pre-emption rights and may disapply this pre-emption requirement for allotments of shares up to a specific amount as specified above.*

*This general authority is subject to annual renewal by shareholders. Subject to the passing of Resolution 10, this Resolution proposes that this authority be renewed (save for in the case of rights issues as described above), limited to the issue of new shares up to a nominal value of £11,359,351 representing 5% of the issued ordinary share capital as at 3 March 2008. The Board does not intend to issue more than 7.5% of the issued share capital of the Company in any rolling three-year period. For the purposes of this Resolution, allotments and issues of shares include sales of treasury shares – see the note to Resolution 10 for further details. This authority, if renewed, will terminate at the conclusion of the 2009 AGM or on 11 August 2009, whichever is the earlier.*

## Authority to purchase own shares

12. That, pursuant to the Company's Articles of Association as in force from time to time, the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 163(3) of the Companies Act 1985) of ordinary shares of 6<sup>14</sup>/<sub>61</sub> pence each in the Company (ordinary shares) provided that:

- a) the maximum number of ordinary shares hereby authorised to be purchased is 368,042,989;
- b) the minimum price which may be paid for each such ordinary share is 6<sup>14</sup>/<sub>61</sub> pence;
- c) the maximum price which may be paid for each such ordinary share is the higher of: (i) an amount equal to 105% of the average of the middle market quotations for an ordinary share in the Company 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 (ii) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System; and
- d) this authority shall expire at the conclusion of the 2009 AGM or on 11 August 2009, whichever is the earlier (except in relation to a purchase of such shares, the contract for which was concluded before such time and which will or may be executed wholly or partly after such time).

*Note: In certain circumstances, it may be advantageous for the Company to purchase its own shares. The Directors will only exercise this authority after considering the effects on earnings per share and the benefits for shareholders generally. Other investment opportunities, appropriate gearing levels and the overall position of the Company will be taken into account before deciding upon this course of action. Save to the extent purchased pursuant to the treasury shares provisions of the Companies Act 1985, any shares purchased in this way will be automatically cancelled and the number of shares will be reduced accordingly. Shares purchased by the Company as treasury shares are permitted to be held and dealt with by the Company (including selling the shares or transferring them for the purposes of share incentive schemes or cancelling them) subject to certain limitations.*

*It is the Company's current intention to satisfy the requirements of its share schemes, in a method best suited to the interests of the Company, either by acquiring shares in the market or, subject to institutional guidelines, issuing new shares or using shares held in treasury. No shares were repurchased and cancelled during the period 1 January 2007 to 3 March 2008.*

*This Resolution specifies the maximum number of shares that may be acquired (10% of the Company's issued ordinary share capital as at 3 March 2008) and the maximum and minimum prices at which they may be bought. The total number of options to subscribe for ordinary shares that were outstanding as at*

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3 March 2008 was 69,346,610 representing approximately 1.88% of the issued share capital of the Company at that date (approximately 2.09% if the authority to purchase shares under this Resolution is used in full).

## Adoption of New Articles of Association

13. That the Articles of Association of the Company produced to the AGM and initialled by the Chairman of the AGM for the purpose of identification be adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, the existing Articles of Association.

*Note: It is proposed to adopt new Articles of Association (the 'New Articles') in order to update the Company's current Articles of Association (the 'Current Articles'), primarily to take account of changes in English company law brought about by the Companies Act 2006. The Company has also taken the opportunity to bring clearer language into the New Articles and in some areas to conform the language of the New Articles with that used in the model articles for public companies produced by the Department for Business, Enterprise and Regulatory Reform.*

*The Companies Act 2006 is being implemented in phases with the final phase expected to come into force on 1 October 2009. The proposed New Articles reflect those sections of the Companies Act 2006 which have already been implemented and also reflect certain provisions relating to Directors' interests (see paragraph (i) of the explanatory notes), but which the directors do not intend to utilise prior to 1 October 2008 when the relevant sections of the Companies Act 2006 are brought into force. The principal changes introduced in the New Articles are summarised here. Other changes, which are of a minor, technical or clarifying nature and amendments which merely reflect changes made by the Companies Act 2006, have not been noted. The New Articles are available for inspection, as noted on page 7 of this document.*

## Summary of Changes to Articles

- a) *Articles which duplicate statutory provisions*  
*Provisions in the Current Articles which replicate provisions contained in the Companies Act 2006 are in the main not being included in the New Articles. This is in line with the approach advocated by the Government that statutory provisions should not be duplicated in a company's constitution. Certain examples include provisions as to the form of resolutions, the variation of class rights, the requirement to keep accounting records and provisions regarding the period of notice required to convene general meetings.*
- b) *Form of resolution*  
*The Current Articles contain a provision that, where for any purpose an ordinary resolution is required, a special or extraordinary resolution is also effective and that, where an extraordinary resolution is required, a special resolution is also effective. This provision is being removed as the concept of extraordinary resolutions has not been retained under the Companies Act 2006. Further, the remainder of the provision is reflected in full in the Companies Act 2006.*

- c) *Convening extraordinary and annual general meetings*  
*The provisions in the Current Articles dealing with the convening of general meetings and the length of notice required to convene general meetings are being removed in the New Articles because the relevant matters are provided for in the Companies Act 2006. In particular, an extraordinary general meeting to consider a special resolution can be convened on 14 days' notice whereas previously 21 days' notice was required.*
- d) *Votes of members*  
*Under the Companies Act 2006, proxies are entitled to vote on a show of hands whereas under the Current Articles proxies are only entitled to vote on a poll. The time limits for the appointment or termination of a proxy appointment have been altered by the Companies Act 2006 so that the articles cannot provide that they should be received more than 48 hours before the meeting or in the case of a poll taken more than 48 hours after the meeting, more than 24 hours before the time for the taking of a poll, with weekends and bank holidays being permitted to be excluded for this purpose. Multiple proxies may be appointed provided that each proxy is appointed to exercise the rights attached to a different share held by the shareholder. The New Articles reflect all of these new provisions.*
- e) *Age of Directors*  
*The Current Articles contain a provision requiring a Director's age to be disclosed if he has attained the age of 70 years or more in the notice convening a meeting at which the Director is proposed to be elected or re-elected. Such provision could now fall foul of the Employment Equality (Age) Regulations 2006 and so has been removed from the New Articles.*
- f) *Directors' authority to allot relevant securities and equity securities*  
*The current Articles of the Company contain provisions relating to the Directors' authority to allot relevant securities and equity securities. However, the Directors' authority to allot relevant securities and to disapply pre-emption rights contained in the current Articles had become obsolete through time and, in any event, still necessitated shareholder approval at each General Meeting of the Company. As is reflected by our practice in the past, the Company feels that it is more appropriate to deal with this authority by way only of shareholder approval, either to give a general authority to allot for a particular year, or to give a specific authority to allot shares for a particular situation. Consequently, the relevant provisions have been removed in the New Articles and the Company will continue to put such matters to the shareholders.*
- g) *Number of Directors*  
*The current Articles provided for no maximum number of Directors. Following guidance from the Association of British Insurers, published since the current Articles were brought into force, the Company has decided to insert a provision into the New Articles to allow for a maximum number of twenty Directors of the Company. We have also reduced the minimum number of Directors to two.*

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### *h) Directors' fees*

There are currently ten Directors together with the Chairman. In view of the increasing time commitment involved and in line with market trends, the Board believes it is appropriate to recommend an increase in the aggregate overall limit of fees payable to all the Directors from £500,000 to £1,000,000 per annum. The revised limit is in line with market practice and provides flexibility for the future size and structure of the Board. The new Articles of Association will continue to permit the payment of additional fees to Directors for other specified services to the Company. Individual Directors' fees will continue to be reviewed on a periodic basis in line with existing policy.

### *i) Directors' interests*

The Companies Act 2006 sets out directors' general duties which largely codify the existing law but with some changes. Under the Companies Act 2006, from 1 October 2008 there is a new statutory duty, to the effect that a director must avoid a situation where he/she has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the company's interests. The requirement is very broad and could apply, for example, if a director becomes a director of another company or a trustee of another organisation. The Companies Act 2006 allows directors of public companies to authorise conflicts and potential conflicts, where appropriate, where the articles of association contain a provision to this effect. The Companies Act 2006 also allows the articles of association to contain other provisions for dealing with directors' conflicts of interest to avoid a breach of duty. The New Articles give the Directors authority to approve such situations and to include other provisions to allow conflicts of interest to be dealt with in a similar way to the current position.

There are safeguards which will apply when Directors decide whether to authorise a conflict or potential conflict. First, only Directors who have no interest in the matter being considered will be able to take the relevant decision, and secondly, in taking the decision the Directors must act in a way they consider, in good faith, will be most likely to promote the Company's success. The Directors will be able to impose limits or conditions when giving authorisation if they think this is appropriate.

It is also proposed that the New Articles should contain provisions relating to confidential information, attendance at board meetings and availability of board papers to protect a Director being in breach of duty if a conflict of interest or potential conflict of interest arises. These provisions will only apply where the position giving rise to the potential conflict has previously been authorised by the Directors. It is the Board's intention to report annually on the Company's procedures for ensuring that the Board's powers of authorisation of conflicts are operated effectively and that the procedures have been followed.

### *j) Delegation to Committees*

Under the Current Articles, the Directors can delegate their powers to Committees which must comprise more Directors than non Directors in each case. The Board believes that this provision does not allow the Company sufficient flexibility to delegate effectively to Committees given the time commitments of the Board. Consequently, it is proposed to amend this provision to allow for powers to be delegated to Committees with at least two Directors being members of that Committee. However, the Committee will only be able to pass a resolution if it is passed by a majority of the members, such majority to include at least two Directors voting in favour. The Board believes that this will still enable sufficient control to be exercised over such Committees while greatly improving the flexibility associated with the use of such Committees and will continue to have regard to the Combined Code on Corporate Governance so far as it relates to delegation to particular committees, such as the Audit Committee, Nominations Committee and the Remuneration Committee.

### *k) Provision for employees on cessation of business*

The Companies Act 2006 provides that the powers of the directors to make provision for a person employed or formerly employed by the company in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company, may be exercised by the directors or by the company in general meeting. However, if the power is to be exercised by the directors, the articles of association must include a provision to this effect. The New Articles provide that the Directors may exercise this power.

### *l) Electronic and web communications*

Provisions of the Companies Act 2006 which came into force in January 2007 further enhance the current legislative provisions enabling companies to communicate with members by electronic communications. The New Articles continue to allow communications to members in electronic form and, in addition, they also permit the Company to take advantage of the new provisions relating to website communications.

### *m) Directors' indemnities and loans to fund expenditure*

The Companies Act 2006 has in some areas widened the scope of the powers of a company to indemnify directors and to fund expenditure incurred in connection with certain actions against directors. In particular, a company that is a trustee of an occupational pension scheme can now indemnify a director against liability incurred in connection with the company's activities as trustee of the scheme. In addition, the existing exemption allowing a company to provide money for the purpose of funding a director's defence in court proceedings now expressly covers regulatory proceedings and applies to associated companies.

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The Board confirms that in its opinion, all of the Resolutions are in the best interests of the shareholders as a whole and unanimously recommends shareholders to vote in favour of them. The Directors intend to do so in respect of their own beneficial interests, except with regard to the Remuneration Report (Resolution 2) on which they will not vote as interested parties and any Director in respect of his or her own re-election (Resolutions 4 to 6 inclusive).

By order of the Board



**Grant Dawson**

General Counsel and Company Secretary

Dated 5 March 2008

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](http://www.sharevote.co.uk).**

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## 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.

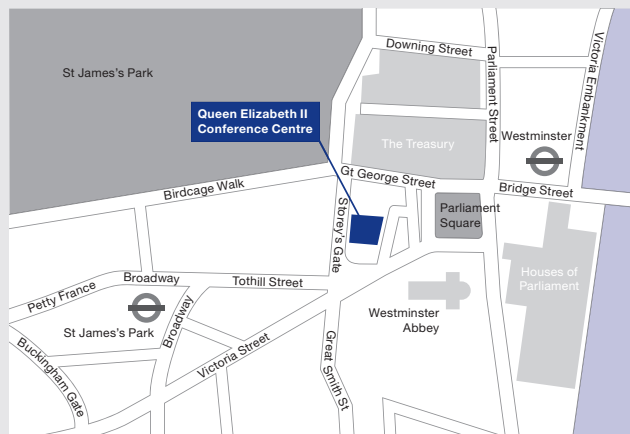
1. A shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend, speak and vote instead of him or her provided that each proxy is appointed to attend, speak and vote in respect of a different share or shares. A proxy need not be a shareholder. Appointing a proxy will not prevent a shareholder from attending in person and voting at the 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](http://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 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 the Company's Registrar, at the address shown on the proxy form or received via the sharevote website, no later than 2pm on 10 May 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 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 11.
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](http://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 AGM. 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 following documents are available for inspection during normal business hours at the registered office of the Company on any business day and may also be inspected at the Queen Elizabeth II Conference Centre from 1pm on the day of the Meeting until the conclusion of the Meeting:
  - a) copies of Directors' service contracts with the Company;
  - b) copies of the Non-Executive Directors' letters of appointment;
  - c) copies of the Directors' deeds of indemnity entered into in connection with the indemnification of Directors provisions of the Company's Articles of Association; and
  - d) a copy of the Company's current Memorandum and Articles of Association, together with a copy of the Company's new Articles of Association proposed by Resolution 13.
8. The Company, pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those shareholders listed on the Register as at 2pm on 10 May 2008 (or, if the Meeting is adjourned, 48 hours before the time fixed for the adjourned Meeting) shall be entitled to attend and vote at the AGM 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 Meeting.
9. As soon as practicable following the AGM, the results of the voting at the 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](http://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.
10. As at 3 March 2008 (being the last practicable date prior to the publication of this Notice) the Company's issued share capital consists of 3,680,429,896 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 3 March 2008 are 3,680,429,896.

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## Electronic proxy appointment through CREST

11. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM to be held on 12 May 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 7RA01) no later than 2pm on 10 May 2008, or, if the 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.
12. 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.
13. 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.

## Directions to the Annual General Meeting



Queen Elizabeth II Conference Centre,  
London SW1  
Monday 12 May 2008, 2pm

The doors will open at 1pm and you may wish to arrive by 1.30pm to enable you to take your seat in good time. Tea, coffee and biscuits will be available before and after the meeting. Arrangements have been made to help shareholders with disabilities. Individual induction loops will be available at the registration desk for people with hearing difficulties and sign language interpretation will be provided in the auditorium. Anyone accompanying a shareholder who is in a wheelchair or otherwise in need of assistance will be admitted to the Meeting.

## Alternative formats

If you would like this Notice in an appropriate alternative format, such as large print, Braille or audio, you can request these in the following ways:

**Telephone** 0800 917 6564

**Text phone** 18001 0800917 6564

Please note that these numbers should be used to order copies of alternative formats only. For general shareholder enquiries, please use the shareholder helpline 0871 384 2985 (calls to this number are charged at 8 pence per minute from a BT landline. Other providers' telephony costs may vary).