

2011 Annual General Meeting – Poll results

09 May 2011

The Centrica plc Annual General Meeting was held at The Queen Elizabeth II Conference Centre at 2.00 pm on Monday, 9 May 2011. 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 Accounts and the Reports of the Directors and the Auditors for the year ended 31 December 2010.

For*: 3,218,982,835 ordinary shares (99.98% of votes cast)

Against: 652,670 ordinary shares (0.02% of votes cast)

Withheld**: 10,628,090 ordinary shares (0.21% of shares in issue)

Total votes cast: 3,230,263,595 ordinary shares (62.56% of shares in issue)

Resolution 2:

To approve the Remuneration Report for the year ended 31 December 2010.

For*: 3,155,608,698 ordinary shares (98.99% of votes cast)

Against: 32,311,599 ordinary shares (1.01% of votes cast)

Withheld**: 42,293,176 ordinary shares (0.82% of shares in issue)

Total votes cast: 3,230,213,473 ordinary shares (62.55% of shares in issue)

Resolution 3:

To approve a final dividend of 10.46 pence per ordinary share to be paid on 15 June 2011 to shareholders on the register of members at close of business on 3 May 2011.

For*: 3,221,623,281 ordinary shares (99.99% of votes cast)

Against: 193,444 ordinary shares (0.01% of votes cast)

Withheld**: 8,421,636 ordinary shares (0.16% of shares in issue)

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Total votes cast: 3,230,238,361 ordinary shares (62.55% of shares in issue)

Resolution 4:

To reappoint Sir Roger Carr as a Director of the Company.

For*: 3,182,257,592 ordinary shares (98.80% of votes cast)

Against: 38,640,590 ordinary shares (1.20% of votes cast)

Withheld**: 9,340,187 ordinary shares (0.18% of shares in issue)

Total votes cast: 3,230,238,369 ordinary shares (62.55% of shares in issue)

Resolution 5:

To reappoint Sam Laidlaw as a Director of the Company.

For*: 3,101,132,022 ordinary shares (96.28% of votes cast)

Against: 119,771,145 ordinary shares (3.72% of votes cast)

Withheld**: 9,310,484 ordinary shares (0.18% of shares in issue)

Total votes cast: 3,230,213,651 ordinary shares (62.55% of shares in issue)

Resolution 6:

To reappoint Helen Alexander as a Director of the Company.

For*: 3,203,789,914 ordinary shares (99.47% of votes cast)

Against: 17,021,560 ordinary shares (0.53% of votes cast)

Withheld**: 9,372,705 ordinary shares (0.18% of shares in issue)

Total votes cast: 3,230,184,179 ordinary shares (62.55% of shares in issue)

Resolution 7:

To reappoint Phil Bentley as a Director of the Company.

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For*: 3,205,181,487 ordinary shares (99.51% of votes cast)

Against: 15,743,188 ordinary shares (0.49% of votes cast)

Withheld**: 9,316,829 ordinary shares (0.18% of shares in issue)

Total votes cast: 3,230,241,504 ordinary shares (62.55% of shares in issue)

Resolution 8:

To reappoint Margherita Della Valle as a Director of the Company.

For*: 3,205,038,843 ordinary shares (99.51% of votes cast)

Against: 15,709,998 ordinary shares (0.49% of votes cast)

Withheld**: 9,455,085 ordinary shares (0.18% of shares in issue)

Total votes cast: 3,230,203,926 ordinary shares (62.55% of shares in issue)

Resolution 9:

To reappoint Mary Francis as a Director of the Company.

For*: 3,205,145,886 ordinary shares (99.51% of votes cast)

Against: 15,695,636 ordinary shares (0.49% of votes cast)

Withheld**: 9,376,097 ordinary shares (0.18% of shares in issue)

Total votes cast: 3,230,217,619 ordinary shares (62.55% of shares in issue)

Resolution 10:

To reappoint Mark Hanafin as a Director of the Company.

For*: 3,205,173,679 ordinary shares (99.52% of votes cast)

Against: 15,570,313 ordinary shares (0.48% of votes cast)

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Withheld**: 9,426,363 ordinary shares (0.18% of shares in issue)

Total votes cast: 3,230,217,619 ordinary shares (62.55% of shares in issue)

Resolution 11:

To reappoint Nick Luff as a Director of the Company.

For*: 3,206,497,581 ordinary shares (99.56% of votes cast)

Against: 14,308,495 ordinary shares (0.44% of votes cast)

Withheld**: 9,425,830 ordinary shares (0.18% of shares in issue)

Total votes cast: 3,230,231,906 ordinary shares (62.55 % of shares in issue)

Resolution 12:

To reappoint Andrew Mackenzie as a Director of the Company.

For*: 3,205,492,685 ordinary shares (99.53% of votes cast)

Against: 15,292,529 ordinary shares (0.47% of votes cast)

Withheld**: 9,398,704 ordinary shares (0.18 % of shares in issue)

Total votes cast: 3,230,183,918 ordinary shares (62.55% of shares in issue)

Resolution 13:

To reappoint Ian Meakins as a Director of the Company.

For*: 3,204,151,911 ordinary shares (99.49% of votes cast)

Against: 16,514,015 ordinary shares (0.51% of votes cast)

Withheld**: 9,435,530 ordinary shares (0.18 % of shares in issue)

Total votes cast: 3,230,101,456 ordinary shares (62.55% of shares in issue)

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Resolution 14:

To reappoint Paul Rayner as a Director of the Company.

For*: 3,205,072,169 ordinary shares (99.52% of votes cast)

Against: 15,537,669 ordinary shares (0.48% of votes cast)

Withheld**: 9,461,557 ordinary shares (0.18% of shares in issue)

Total votes cast: 3,230,071,395 ordinary shares (62.55% of shares in issue)

Resolution 15:

To reappoint Chris Weston as a Director of the Company.

For*: 3,203,985,956 ordinary shares (99.48% of votes cast)

Against: 16,755,725 ordinary shares (0.52% of votes cast)

Withheld**: 9,374,951 ordinary shares (0.18% of shares in issue)

Total votes cast: 3,230,116,632 ordinary shares (62.55% of shares in issue)

Resolution 16:

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

For*: 3,128,035,232 ordinary shares (98.64% of votes cast)

Against: 43,030,418 ordinary shares (1.36% of votes cast)

Withheld**: 59,079,818 ordinary shares (1.14% of shares in issue)

Total votes cast: 3,230,145,468 ordinary shares (62.55% of shares in issue)

Resolution 17:

To authorise the Directors to determine the Auditors' remuneration.

For*: 3,159,394,118 ordinary shares (98.40% of votes cast)

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Against: 51,323,945 ordinary shares (1.60% of votes cast)

Withheld**: 19,420,453 ordinary shares (0.38% of shares in issue)

Total votes cast: 3,230,138,516 ordinary shares (62.55% of shares in issue)

Resolution 18:

To authorise the Company to make political donations.

For*: 2,861,538,728 ordinary shares (97.25% of votes cast)

Against: 80,769,371 ordinary shares (2.75% of votes cast)

Withheld**: 287,879,317 ordinary shares (5.57% of shares in issue)

Total votes cast: 3,230,187,416 ordinary shares (62.55% of shares in issue)

Resolution 19:

To authorise the Directors to allot unissued shares or to grant rights to subscribe for or convert any security into shares in the Company.

For*: 3,086,898,477 ordinary shares (97.03% of votes cast)

Against: 94,492,396 ordinary shares (2.97% of votes cast)

Withheld**: 48,785,983 ordinary shares (0.94% of shares in issue)

Total votes cast: 3,230,176,856 ordinary shares (62.55% of shares in issue)

Resolution 20*:**

To authorise the Directors to allot unissued share capital without first offering shares to existing shareholders in proportion to their existing holdings.

For*: 3,166,590,394 ordinary shares (98.36% of votes cast)

Against: 52,916,396 ordinary shares (1.64% of votes cast)

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Withheld**: 10,473,072 ordinary shares (0.20% of shares in issue)

Total votes cast: 3,229,979,862 ordinary shares (62.55% of shares in issue)

Resolution 21*:**

To authorise the Company to purchase its own shares, subject to a limit of 10% of the current issued share capital.

For*: 3,201,242,586 ordinary shares (99.41% of votes cast)

Against: 19,077,774 ordinary shares (0.59% of votes cast)

Withheld**: 9,845,912 ordinary shares (0.19% of shares in issue)

Total votes cast: 3,230,166,272 ordinary shares (62.55% of shares in issue)

Resolution 22*:**

To authorise general meetings other than an annual general meeting to be called on not less than 14 clear days' notice.

For*: 2,985,735,072 ordinary shares (92.70% of votes cast)

Against: 235,161,546 ordinary shares (7.30% of votes cast)

Withheld**: 9,105,544 ordinary shares (0.18% of shares in issue)

Total votes cast: 3,230,002,162 ordinary shares (62.55% of shares in issue)

Note 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

Further enquiries:

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9 May 2011

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