

## Annual General Meeting 2005 – Poll Results

### 9 May 2005

At the Centrica plc annual general meeting held earlier today (9 May 2005) 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 Accounts and Reports of the Directors and the for the Company for the year ended 31 December 2004.

For: 99.78% of votes cast  
Against: 0.22% of votes cast  
Total proxy votes cast: 55.44% of shares in issue

#### **Resolution 2:**

##### ***Remuneration Report***

To approve the Remuneration Report for the year ended 31 December 2004.

For: 97.48% of votes cast  
Against: 2.52% of votes cast  
Total proxy votes cast: 55.69% of shares in issue

#### **Resolution 3:**

##### ***Dividend***

To approve a final dividend of 6.1 pence per ordinary share to those shareholders on the register of members at close of business on 29 April 2005.

For: 99.97% of votes cast  
Against: 0.03% of votes cast  
Total proxy votes cast: 55.72% of shares in issue

#### **Resolution 4:**

##### ***Re-election of Director***

To re-elect Patricia Mann as a Director of the Company.

For: 99.46% of votes cast  
Against: 0.54% of votes cast  
Total proxy votes cast: 55.70% of shares in issue

#### **Resolution 5:**

##### ***Election of Director***

To elect Mary Francis as a Director of the Company.

For: 99.49% of votes cast  
Against: 0.51% of votes cast  
Total proxy votes cast: 55.70% of shares in issue

#### **Resolution 6:**

##### ***Election of Director***

To elect Paul Rayner as a Director of the Company.

For: 99.65% of votes cast  
Against: 0.35% of votes cast  
Total proxy votes cast: 55.70% of shares in issue

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**Resolution 7:*****Election of Director***

To elect Jake Ulrich as a Director of the Company.

For: 99.42% of votes cast  
Against: 0.58% of votes cast  
Total proxy votes cast: 55.70% of shares in issue

**Resolution 8:*****Reappointment of Auditors***

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: 99.27% of votes cast  
Against: 0.73% of votes cast  
Total proxy votes cast: 55.05% of shares in issue

**Resolution 9:*****Auditors' Remuneration***

To authorise the Directors to determine the Auditors' remuneration.

For: 99.57% of votes cast  
Against: 0.43% of votes cast  
Total proxy votes cast: 55.70% of shares in issue

**Resolution 10:*****Political donations and expenditure***

Authority for the Company to make donations to European Union political organisations not exceeding £125,000 in total and to incur EU political , not exceeding £125,000 in total.

For: 97.18% of votes cast  
Against: 2.82% of votes cast  
Total proxy votes cast: 55.10% of shares in issue

**Resolution 11:*****Authority to allot 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 £43,564,579.

For: 98.09% of votes cast  
Against: 1.91% of votes cast  
Total proxy votes cast: 55.71% of shares in issue

**Resolution 12:*****Authority to disapply pre-emption rights***

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.

For: 97.92% of votes cast  
Against: 2.08% of votes cast  
Total proxy votes cast: 55.80% of shares in issue

**Resolution 13:*****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: 99.37% of votes cast  
Against: 0.63% of votes cast  
Total proxy votes cast: 55.05% of shares in issue

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**Resolution 14:**

***Amendments to the Memorandum and Articles of Association***

To amend the Memorandum and Articles of Association in respect of the funding of directors' defence costs.

For: 99.77% of votes cast

Against: 0.23% of votes cast

Total proxy votes cast: 55.68% of shares in issue

**Resolution 15:**

***Further amendments to the Articles of Association***

To further amend the Articles of Association in respect of Treasury Shares, the retirement of directors, voting by poll and borrowing powers.

For: 99.75% of votes cast

Against: 0.25% of votes cast

Total proxy votes cast: 55.60% of shares in issue

**Note to the disclosure**

Any proxy appointments which gave discretion to the Chairman have been included in the "for" total.