

**THIS LETTER AND THE ACCOMPANYING NOTICE AND PROXY FORM ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser authorised under the Financial Services and Markets Act 2000 immediately if you are resident in the United Kingdom or, if not, another appropriately authorised independent professional adviser.**

**If you have sold or otherwise transferred all of your shares in Centrica plc, please send this letter, together with the accompanying Notice and Form of Proxy, at once to the purchaser or transferee, or to the stockbroker, bank or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.**

---

# centrica

## Centrica plc

*(incorporated in England and Wales under the Companies Act 1985 with registered number 3033654)*

### **Notice of General Meeting relating to proposed transactions with EDF Group**

---

19 May 2009

Dear Shareholder

On 11 May 2009, Centrica plc announced that it had entered into certain transactions with EDF Group pursuant to which it will acquire a 20 per cent. interest in British Energy Group plc, will have a right to participate up to 20 per cent. in EDF Group's new nuclear build activities in the UK and will, inter-conditionally, sell its 51 per cent. interest in SPE S.A. to EDF International S.A..


In view of the size of the transactions as a whole and their terms, they are conditional, among other things, on the approval of Centrica's Shareholders, which is being sought at the General Meeting of Centrica to be held at 2.00 pm on 8 June 2009 at Old Billingsgate, 1 Old Billingsgate Walk, 16 Lower Thames Street, London EC3R 6DX.

A copy of the Circular explaining the proposed transactions is available on Centrica's website at [www.centrica.com](http://www.centrica.com). Alternatively, a hard copy of the Circular is available on written request from Secretariat at Centrica plc, Millstream, Maidenhead Road, Windsor, Berkshire SL4 5GD. The purpose of the Circular is to describe the proposed transactions. This letter is not a summary of the proposed transactions and should not be regarded as a substitute for reading the Circular in full before taking a decision.

You will find enclosed with this letter a Form of Proxy for use at the General Meeting. Whether or not you intend to be present at the General Meeting, you are requested to complete the Form of Proxy in accordance with the instructions printed on it and return it as soon as possible and in any case so as to be received by Centrica's registrar, Equiniti, of Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA no later than 2.00 pm on 6 June 2009. Unless the Form of Proxy is received by this date and time, it will be invalid. If you hold shares in CREST, you may appoint a proxy by completing and transmitting a CREST Proxy Instruction to Equiniti (Crest Participant ID RA19) so that it is received no later than 2.00 pm on 6 June 2009. Unless the CREST Proxy Instruction is received by this date and time, it will be invalid. The return of a Form of Proxy or CREST Proxy Instruction will not prevent you from attending the meeting and voting in person if you wish.

I encourage you to read the details of the transactions in the Circular before taking a decision.

Yours sincerely



Roger Carr  
Chairman



**Centrica plc**

*(incorporated in England and Wales under the Companies Act 1985 with registered number 3033654)*

**NOTICE OF GENERAL MEETING  
OF  
CENTRICA PLC**

**NOTICE IS HEREBY GIVEN** that a **GENERAL MEETING** of Centrica plc (the “**Company**”) will be held at 2.00 pm on 8 June 2009 at Old Billingsgate, 1 Old Billingsgate Walk, 16 Lower Thames Street, London EC3R 6DX for the purposes of considering and, if thought fit, passing the following resolution, which will be proposed as an ordinary resolution (the “**Resolution**”).

**Ordinary Resolution**

**THAT** the Transactions, on the terms set out in the Transaction Agreements (each as defined in the circular to Shareholders dated 19 May 2009 (the “**Circular**”), be and are hereby approved and the Directors of the Company (or a committee of the Directors) be and are hereby authorised to waive, amend, vary or extend any of the terms of the Transaction Agreements (provided that any such waivers, amendments, variations or extensions are not of a material nature) and to do all things as they may in their absolute discretion consider to be necessary or desirable to implement and give effect to, or otherwise in connection with, the Transactions and any matters incidental to the Transactions.

Dated: 19 May 2009

By order of the Board,

By:

*Grant Dawson*

*General Counsel & Company Secretary*

Registered in England and Wales with number: 3033654

Registered office: Millstream, Maidenhead Road, Windsor, Berkshire SL4 5GD

**Important Notes**

The following notes explain your general rights as a Shareholder and your right to attend and vote at the General Meeting or to appoint someone else to vote on your behalf.

1. A Shareholder entitled to attend and vote at the General 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 General 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 which is received last by the Company’s registrar (Equiniti of Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA) 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 advantaged or 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 registrars, at the address shown on the proxy form or received via the sharevote website, no later than 2.00 pm on 6 June 2009, 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 General 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 below.

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 General Meeting. 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 Company, pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those Shareholders listed on the Register as at 2.00 pm on 6 June 2009 (or, if the General Meeting is adjourned, 48 hours before the time fixed for the adjourned Meeting) shall be entitled to attend and vote at the 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 after such time shall be disregarded in determining the rights of any person to attend or vote at the General Meeting.
8. As soon as practicable following the General Meeting, the results of the voting at the General Meeting and the numbers of proxy votes cast for and against and the number of votes actively withheld in respect of the Resolution 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.
9. Holders of Shares (as defined in the Circular) are entitled to attend and vote at general meetings of the Company. As at 12 May 2009 (being the last practicable date prior to the publication of this Notice) the Company's issued share capital consists of 5,116,001,306 Shares, carrying one vote each. Therefore, the total voting rights in the Company as at 12 May 2009 are 5,116,001,306.
10. A copy of the Circular and Notice of General Meeting are available on the Centrica website at [www.centrica.com](http://www.centrica.com).

#### **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 General Meeting to be held on 8 June 2009 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 RA19) no later than 2.00 pm on 6 June 2009, or, if the General 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.

