

Company Limited by Shares

Special Resolutions of

Centrica plc (the 'Company')

WEDNESDAY



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18/05/2011

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COMPANIES HOUSE

At the Annual General Meeting of the Company duly convened and held at Queen Elizabeth II Conference Centre, Broad Sanctuary, London SW1 on Monday 9 May 2011 the following resolutions were passed as **Special Resolutions**

20 That, subject to the passing of Resolution 19 set out above, the Directors be given power to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that Resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such power to be limited:

- (a) to the allotment of equity securities and sale of treasury shares for cash in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of Resolution 19 set out above, by way of a rights issue only) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings, and to holders of other equity securities, as required by the rights of those securities or, as the Directors otherwise consider necessary, and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, and
- (b) in the case of the authority granted under paragraph (a) of Resolution 19 set out above, and/or in the case of any sale of treasury shares for cash, to the allotment (otherwise than under paragraph (a) of this Resolution) of equity securities or sale of treasury shares up to a nominal amount of £15,907,984,

such power to apply until the conclusion of the 2012 AGM (or, if earlier, until the close of business on 30 June 2012), save that during this period the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended

21 That, the Company be generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 to make market purchases (within the meaning of section 693(4) of the Companies Act

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2006) of ordinary shares of 6^{14/81} pence each in the Company (ordinary shares) provided that

- (a) the maximum number of ordinary shares hereby authorised to be purchased is 515,418,682,
- (b) the minimum price which may be paid for each such ordinary share is 6^{14/81} 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 in each case, exclusive of expenses, and
- (d) this authority shall expire at the conclusion of the 2012 AGM or at close of business on 30 June 2012, 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 and the Company may purchase ordinary shares pursuant to any such contract as if the power had not ended).

22 That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice



Grant Dawson
General Counsel & Company Secretary