

Resolutions of

**Centrica plc
(the 'Company')**

IN ACCORDANCE WITH THE LISTING RULES LR 9.6.2R

At the Annual General Meeting of the Company duly convened and held at ExCeL London, One Western Gateway, Royal Victoria Dock, London E16 1XL on Monday, 27 April 2015 the following resolutions were passed:

As an Ordinary Resolution – Resolution 17

“That the Directors be generally and unconditionally authorised to exercise the power contained in article 122 of the Company’s Articles of Association so that, to the extent and on such terms and conditions as may be determined by the Directors, the holders of ordinary shares be permitted to elect to receive new ordinary shares credited as fully paid instead of cash in respect of all or part of any future dividend (including any interim dividend), declared or paid by the Directors or declared by the Company in a general meeting (as the case may be).

Such authority to commence from the date of approval of this resolution and to expire at the conclusion of the third annual general meeting following approval or on 30 June 2018, whichever is the earlier, to the extent that the Directors decide, at their discretion, to offer a scrip dividend alternative in respect of such dividend.”

As an Ordinary Resolution – Resolution 18

“That the rules of the Centrica Long-Term Incentive Plan 2015 (LTIP), the principal features of which are summarised in parts 1 and 2 of Appendix 3 to this Notice, a copy of which is produced in draft to the AGM, be approved, and the Directors be authorised to:

- (a) do all things necessary to operate the LTIP, including making such modifications as the Directors consider appropriate to take account of the requirements of the Financial Conduct Authority (FCA) and best practice; and
- (b) establish such further plans for the benefit of employees overseas based on the LTIP subject to such modifications as may be necessary or desirable to take account of overseas security laws, exchange control and tax legislation provided that any ordinary shares of the Company made available under such further plans are treated as counting against any limits on individual or overall participation in the LTIP.”

As an Ordinary Resolution – Resolution 19

“That the rules of the Centrica On Track Incentive Plan (Shares) (OTIP), the principal features of which are summarised in parts 1 and 3 of Appendix 3 to this Notice, a copy of which is produced in draft to the AGM, be approved, and the Directors be authorised to:

- (a) do all things necessary to operate the OTIP, including making such modifications as the Directors consider appropriate to take account of the requirements of the FCA and best practice; and
- (b) establish such further plans for the benefit of employees overseas based on the OTIP subject to such modifications as may be necessary or desirable to take account of overseas security laws, exchange control and tax legislation provided that any ordinary shares of the Company made available under such further plans are treated as counting against any limits on individual or overall participation in the OTIP.”

As an Ordinary Resolution – Resolution 20

“That the rules of the Centrica Sharesave Scheme 2015 (Sharesave Scheme), the principal features of which are summarised in parts 1 and 4 of Appendix 3 to this Notice, a copy of which is produced in draft to the AGM, be approved, and the Directors be authorised to:

- (a) do all things necessary to operate the Sharesave Scheme, including making such modifications as the Directors consider appropriate to maintain favourable tax treatment for participants and to take account of the requirements of the FCA and best practice; and
- (b) establish such further plans for the benefit of employees overseas based on the Sharesave Scheme subject to such modifications as may be necessary or desirable to take account of overseas security laws, exchange control and tax legislation provided that any ordinary shares of the Company made available under such further plans are treated as counting against any limits on individual or overall participation in the Sharesave Scheme.”

As an Ordinary Resolution – Resolution 21

“That the Directors be generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company or to grant rights to subscribe for or convert any security into shares in the Company:

- a) up to a nominal amount of £102,244,284 (such amount to be reduced by the nominal amount allotted or granted under paragraph (b) below in excess of £102,244,284); and

- b) comprising equity securities (as defined in section 560(1) of the Companies Act 2006) up to a nominal amount of £204,488,569 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in connection with an offer by way of a rights issue 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,

such authorities to apply until the conclusion of the 2016 AGM (or, if earlier, until the close of business on 30 June 2016) but, in each case, so that the Company may make offers and enter into agreements during this period which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority ends and the Directors may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not ended."

As a Special Resolution – Resolution 22

"That, subject to the passing of resolution 21 set out above, the Directors be given power to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell ordinary shares of 6^{14/81} pence each in the Company (ordinary shares) held by the Company as treasury shares for cash as if section 561 of the Act 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 21 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 21, 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 £15,572,810,

such power to apply until the conclusion of the 2016 AGM (or, if earlier, until the close of business on 30 June 2016), 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.”

As a Special Resolution – Resolution 23

“That the Company be generally and unconditionally authorised for the purposes of section 701 of the Act to make market purchases (within the meaning of section 693(4) of the Act) of ordinary shares provided that:

- (a) the maximum number of ordinary shares hereby authorised to be purchased is 496,907,224;
- (b) the minimum price which may be paid for each such ordinary share is 614/81 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 2016 AGM or, if earlier, the close of business on 30 June 2016, except in relation to a purchase of ordinary 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.”

As a Special Resolution – Resolution 24

“That a general meeting other than an annual general meeting may be called on not less than 14 clear days’ notice.”