BG GROUP

NOTICE OF AGM 2013 AND ANNUAL REPORT AND ACCOUNTS 2012: NOTIFICATION OF AVAILABILITY

OUR VISION

BG GROUP'S VISION IS TO BE AN INTERNATIONALLY DIVERSIFIED EXPLORATION AND PRODUCTION COMPANY WITH A SPECIALISM IN GAS – OPERATING RESPONSIBLY AND DELIVERING OUTSTANDING VALUE TO OUR SHAREHOLDERS. WE DO THIS BY CONNECTING COMPETITIVELY PRICED RESOURCES TO HIGH-VALUE MARKETS.

PERFORMANCE

TOTAL OPERATING PROFIT*

Total results	Business performance*	
$6 633 m	**$8 047 m**	+4%
2011 $7 426m**	**2011** $7 732m**	Business performance*

EARNINGS PER SHARE

Total results – continuing operations	Business performance*	
97.5 cents	**129.4 cents**	+3%
2011 120.8 cents**	**2011** 125.4 cents**	Business performance*

FULL-YEAR DIVIDEND PER SHARE

26.14 cents	**16.67 pence**	+10%
2011 23.76 cents	**2011** 14.82 pence	Dividend per share – cents

*Business performance excludes discontinued operations, disposals, certain re-measurements and impairments and certain other exceptional items as exclusion of these items provides readers with a clear and consistent presentation of the underlying operating performance of the Group's ongoing business. Unless otherwise stated, financial information for the Group and its business segments presented in the **Business review** is based on BG Group's business performance. Total operating profit includes BG Group's share of pre-tax results from joint ventures and associates.

See the Annual Report and Accounts 2012, **Presentation of non-GAAP measures**, page 140. See also **Segmental analysis and results presentation**, note 1, page 93, and **Earnings per ordinary share**, note 9, page 103, for a reconciliation of the differences between business performance and total results.

** 2011 results have been restated to reflect the presentation of the majority of the businesses that comprised the Transmission and Distribution segment as **Discontinued operations** (see note 7, page 102).

NOTICE OF AGM 2013 AND ANNUAL REPORT AND ACCOUNTS 2012: NOTIFICATION OF AVAILABILITY

This document is important. If you are in any doubt about its content, you should consult an appropriate independent adviser.

The 2013 Annual General Meeting (AGM) of BG Group plc (the Company) is to be held at the Hilton Reading Hotel, Drake Way, Reading, RG2 0GQ, at 11.30 am on Thursday, 23 May 2013. A map showing the location of the Hilton Reading Hotel, together with travel instructions, is set out on page 8 of this document.

This is a notification to inform you that the Notice of AGM and the Annual Report and Accounts 2012 of the Company are now available on the Company's website at **www.bg-group.com/reports**

In October 2012, the Company announced that following a competitive tender process it proposed to appoint Ernst & Young LLP as auditor of BG Group commencing with the 2013 financial year. As resigning auditor, PricewaterhouseCoopers LLP has provided the Company with a 'statement of circumstances' confirming that it resigned as auditor of the Company following the unsuccessful tender process. A copy of the 'statement of circumstances' is set out in Appendix 1 to the Notice of AGM and is available to view at **www.bg-group.com/statementofcircumstances**

Biographical details of the current Directors are shown on pages 2 to 6 of this document and are available to view at **www.bg-group.com/aboutbg**

All Directors are subject to election at the first AGM following their appointment. Accordingly, Den Jones and Lim Haw-Kuang will stand for election at the 2013 AGM. All other Directors (with the exception of Sir Robert Wilson, Sir Frank Chapman, Philippe Varin and Fabio Barbosa, who stood down from the Board on 16 May 2012, 31 December 2012, 11 February 2013 and 15 February 2013 respectively) remain subject to annual re-election and the Board unanimously recommends their re-election.

If you have sold or transferred all of your shares in BG Group plc, please send this document and all accompanying documents to the purchaser or transferee, or to the stockbroker, bank or other agent through or to whom the sale or transfer was effected so that they can be passed on to the person who now owns the shares.

This notification is not a summary of the Annual Report and Accounts 2012 or the business to be transacted at the AGM and should not be regarded as a substitute for reading the Notice of AGM and the Annual Report and Accounts 2012 in full before taking a decision.

Steve Allen
Company Secretary
28 March 2013

Registered Office:
100 Thames Valley Park Drive
Reading, Berkshire RG6 1PT

Registered in England & Wales No. 3690065

Notes

1. Provisions within the Companies Act 2006 allow a company to communicate with shareholders via its website or by other electronic means. At the AGM held on 14 May 2007, BG Group plc shareholders consented to the Company sending or supplying documents or information to them by making them available on the Company's website as its default method of communication.
2. The documents are available to view online. In addition, you can download the documents in Adobe format and you can install Adobe Acrobat Reader free of charge via the Annual Report and Accounts section of the Company's website.
3. If you wish to receive a hard copy of the AGM Notice and Annual Report and Accounts 2012, they can be requested free of charge from the Company's Registrars, Equiniti, by telephone, on 0871 384 2064* from the UK or +44 (0)121 415 7029 from overseas, or by writing to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.

*Calls to this number are charged at 8p per minute from a BT landline. Call charges from other networks may vary. Lines are open Monday to Friday 8.30 am to 5.30 pm.

BOARD OF DIRECTORS

Andrew Gould
Chairman

Appointed as a Non-Executive Director in 2011; Chairman from the 2012 Annual General Meeting (AGM).

Skills and experience: A chartered accountant, Andrew was chairman and chief executive officer of Schlumberger from 2003 to 2011, retiring as chief executive in 2011 and chairman in April 2012. Until May 2012, Andrew was senior independent director of Rio Tinto plc.

Other appointments:
- member of the Board of Trustees, the King Abdullah University of Science and Technology
- member of the International Advisory Board, the King Fahd University of Petroleum and Minerals
- member of the Development Advisory Board, the Royal Academy of Engineering

Committee membership:
- Chairman's*
- Finance*
- Nominations*
- Remuneration
- Sustainability

Chris Finlayson
Chief Executive

Appointed as an Executive Director in 2011; Chief Executive from 1 January 2013.

Skills and experience: Before joining BG Group, Chris gained over 33 years' technical and commercial experience in the oil and gas industry, with Royal Dutch Shell plc, where he was a member of the Exploration and Production leadership team, serving in Russia, Nigeria, Brunei and the North Sea.

Prior to his appointment as Chief Executive, Chris was responsible for BG Advance, including BG Group's exploration team, the Group's major capital projects programme, contracts and procurement, and technology.

Other appointments: None

Committee membership:
- Chairman's
- Finance
- Group Executive*

Den Jones
Interim Chief Financial Officer and Executive Director

Appointed on 15 February 2013.

Skills and experience: Prior to joining BG Group, Den spent more than a decade in specialist financial management and analyst positions, encompassing senior roles at PwC and Citibank/Salomon Smith Barney Investment Bank. He has been with BG Group since 2000 in a range of senior financial management positions and, from 2010, was Group Financial Controller, reporting directly to the Chief Financial Officer, with responsibility for the Group's finance function and operations. Den was Alternate Director for Fabio Barbosa from 9 September 2012 to 15 February 2013.

Responsibilities: He is responsible for Group finance, tax, treasury, investor relations, mergers and acquisitions, strategy and portfolio development, and internal audit.

Other appointments: None

Committee membership:
- Chairman's
- Finance
- Group Executive

*Committee Chairman.

Martin Houston
Chief Operating Officer and Executive Director

Appointed as an Executive Director in 2009; Chief Operating Officer from 2011.

Skills and experience: Martin joined British Gas in 1983 and became BG Group Executive Vice President in 2000. He has gained extensive international experience from a wide variety of technical, commercial and management roles and has played a leading role in developing the Group's LNG business. He is a fellow of the Geological Society of London and a Companion of the Institution of Gas Engineers and Managers.

Responsibilities: He is responsible for the operational performance of the Group's assets, as well as Group-wide business development.

Other appointments: None

Committee membership:
- Group Executive
- Sustainability

Peter Backhouse
Non-Executive Director

Appointed in 2000.

Skills and experience: Peter is a former executive vice president of refining and marketing at BP plc. Prior to this, he was chief executive of BP Oil Europe and head of UK North Sea oil development. He gained considerable experience in international LNG and natural gas development, latterly as head of BP's UK gas business.

Other appointments:
- member of the advisory board, Carlyle/Riverstone Energy Partners
- chairman and non-executive director, Hestya Energy B.V.

Committee membership:
- Sustainability

Vivienne Cox
Non-Executive Director

Appointed in February 2012.

Skills and experience: Vivienne worked for BP plc from 1981 to 2009, serving in a variety of posts in the UK and continental Europe – ranging from supply and trading to commercial, finance and exploration and renewable energy, and was the former executive vice president of gas, power and renewables and former chief executive of BP Alternative Energy.

Other appointments:
- senior independent director, Pearson plc
- non-executive director, Rio Tinto plc
- member of the supervisory board, Vallourec SA
- patron of the St Francis Hospice Charity
- member of the Board, INSEAD
- member of the Development Advisory Board, the Royal Academy of Engineering
- lead independent director, the Ministerial Board of the Department for International Development (DFID)

Committee membership:
- Remuneration
- Sustainability

BOARD OF DIRECTORS CONTINUED

Dr John Hood
Non-Executive Director

Appointed in 2007.

Skills and experience: John was formerly vice chancellor of the University of Oxford, vice chancellor of the University of Auckland, and also a member of the Growth and Innovation Advisory Board and the Enterprise Council of the Prime Minister of New Zealand. He has also been a director of New Zealand-based companies, including Fonterra Co-operative Group Ltd and ASB Bank Limited, and was chairman of Tonkin & Taylor Ltd.

Other appointments:
- president and chief executive officer, Robertson Foundation
- chairman, Study Group Pty Ltd
- chairman, Rhodes Trustees
- chairman, URENCO

Committee membership:
- Audit
- Nominations
- Remuneration*
- Sustainability

Caio Koch-Weser
Non-Executive Director

Appointed in 2010.

Skills and experience: Caio was German deputy minister of finance from 1999 to 2005, responsible for international finance (G7 Deputy), European economic and financial affairs, as well as capital markets, banking and insurance. He was also chairman of the Supervisory Board of the German Federal Financial Supervisory Authority (BaFin). From 1973 to 1999, Caio was with the World Bank where he worked on Latin America, China, the Middle East and Africa, and held a number of high-level positions.

Other appointments:
- vice chairman, Deutsche Bank Group
- senior adviser, Royal Institute of International Affairs (Chatham House)
- board member, Peterson Institute for International Economics
- supervisory board member, European Climate Foundation
- advisory board member, Centre for European Reform

Committee membership:
- Audit
- Sustainability

Baroness Hogg
Non-Executive Director

Appointed in 2005; elected Senior Independent Director in 2009.

Skills and experience: Sarah is a former head of the Prime Minister's Policy Unit, as second permanent secretary from 1990 to 1995, and has extensive experience of business, government and the media. Until 2010, she was chairman of 3i Group plc and has been a non-executive director of several other FTSE 100 companies.

Other appointments:
- chairman, the Financial Reporting Council
- chairman, Frontier Economics Limited
- member of The Takeover Panel
- senior adviser, the Financial Services Authority
- lead non-executive board member, HM Treasury
- non-executive director, John Lewis Partnership

Committee membership:
- Audit
- Nominations

*Committee Chairman.

Lim Haw-Kuang
Non-Executive Director

Appointed in March 2013.

Skills and experience: Haw-Kuang is the former executive chairman of Shell companies in China. He joined Shell in Malaysia in 1978, holding roles in information technology, finance, natural gas, exploration and production and oil products. Prior to becoming executive chairman of Shell China in 2005, his assignments included Shell business development manager for the former Soviet Union and Sakhalin; chairman and managing director for Shell Malaysia; president, oil products for Shell Asia Pacific and Middle East; and Shell International vice president of corporate strategy and planning.

He studied information technology at Imperial College, University of London, and has an MBA in International Management. In 2011, Haw-Kuang was honoured by the Beijing Municipal Government with the Great Wall Friendship Award, recognising his contribution to the city.

Other appointments:
- independent non-executive director,
  Sime Darby Berhad
- chairman, Sime Darby Energy & Utilities

Committee membership:
- None

Sir David Manning GCMG CVO
Non-Executive Director

Appointed in 2008.

Skills and experience: David was a member of the Foreign and Commonwealth Office for 35 years, serving in Warsaw, New Delhi, Paris, Moscow, Tel Aviv and Brussels. He retired from the Diplomatic Service in 2008 after four years as British ambassador to the USA.

Other appointments:
- non-executive director, Lockheed Martin UK Holdings Ltd
- senior adviser, the Royal Institute of International Affairs (Chatham House)
- trustee, Turner Contemporary
- director, Gatehouse Advisory Partners
- nominated member, Council of Lloyds of London
- chairman, London School of Economics IDEAS Advisory Board

Committee membership:
- Nominations
- Sustainability*

Mark Seligman
Non-Executive Director

Appointed in 2009.

Skills and experience: A chartered accountant, Mark has held senior roles at Barclays de Zoete Wedd and SG Warburg & Co Ltd. He is a former chairman of UK Investment Banking at Credit Suisse and is a former member of the bank's Global Investment Banking Executive Board.

Other appointments:
- deputy chairman, G4S plc
- alternate member of The Takeover Panel
- member of the Regional Growth Fund advisory panel
- senior independent director, Kingfisher plc

Committee membership:
- Audit*

BOARD OF DIRECTORS CONTINUED

Patrick Thomas
Non-Executive Director

Appointed in 2010.

Skills and experience: Prior to joining the Bayer Group in 2006, Patrick spent seven years with the Huntsman Corporation, a US chemicals company, latterly in the role of corporate executive vice president of Huntsman Matlin Patterson. Patrick gained 20 years' experience with ICI Pharmaceuticals and Agrochemicals, where he held a number of positions including regional director for Europe, Africa and the Middle East, and was also global chief executive officer of ICI Polyurethanes between 1997 and 1999.

Other appointments:
- chief executive officer, Bayer MaterialScience AG
- chairman, Oxford University Business Economics Programme Board
- chairman, advisory board of the European Institute for Industrial Leadership
- president, PlasticsEurope

Committee membership:
- Audit
- Remuneration

Sir Robert Wilson KCMG
Sir Robert stepped down as Chairman and from the Board of Directors at the AGM in May 2012.

Sir Frank Chapman
Sir Frank stepped down as Chief Executive and from the Board of Directors on 31 December 2012.

Fabio Barbosa
Fabio stepped down as Chief Financial Officer and from the Board of Directors on 15 February 2013.

Philippe Varin
Philippe stepped down as a Non-Executive Director on 11 February 2013.

SHAREHOLDER INFORMATION

MANAGING YOUR SHAREHOLDING

BG Group ordinary shares are listed on the London Stock Exchange and trade under the symbol BG.L.

BG Group's shareholder register is maintained by our registrar, Equiniti. For queries relating to your shareholding, please contact Equiniti:

Telephone: 0871 384 2064*
+44 121 415 7029 (outside UK)
Lines are open from 8.30 am to 5.30 pm, Monday to Friday.
Website: **www.shareview.co.uk**
Online: help.shareview.co.uk
(From here, you will be able to email your query securely)
Address: Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA

*Calls to this number are charged at 8p per minute from a BT landline. Call charges from other networks may vary.

BG Group corporate individual savings accounts (ISAs)

Telephone: 0151 237 2160
Website: **www.investec.co.uk**
Address: Investec Wealth & Investment Limited, The Plaza, 100 Old Hall Street, Liverpool L3 9AB

Low-cost share dealing services

Information on a range of low-cost share dealing services is available from Equiniti on 0845 603 7037 or **at www.bg-group.com/dealing**

Share fraud warning

Many companies have become aware that their shareholders have received unsolicited phone calls or correspondence concerning investment matters. These are typically from overseas-based 'brokers' who target UK shareholders, offering to sell them what often turn out to be worthless or high-risk shares in UK or overseas investments. These operations are commonly known as 'boiler room' scams.

If you are offered unsolicited investment advice, discounted shares, a premium price for shares you own, or free company or research reports, you should take the following steps before handing over any money:

- get the name of the person and organisation contacting you;
- check the FSA Register at **www.fsa.gov.uk/fsaregister** to ensure they are authorised;
- use the details on the FSA Register to contact the firm;
- call the FSA Consumer Helpline on 0845 606 1234 if there are no contact details on the Register or you are told they are out of date; and
- search the FSA's list of unauthorised firms and individuals to avoid doing business with.

If you use an unauthorised firm to buy or sell shares or other investments, you will not have access to the Financial Ombudsman Service or Financial Services Compensation Scheme (FSCS) if things go wrong.

SHAREVIEW

www.shareview.co.uk

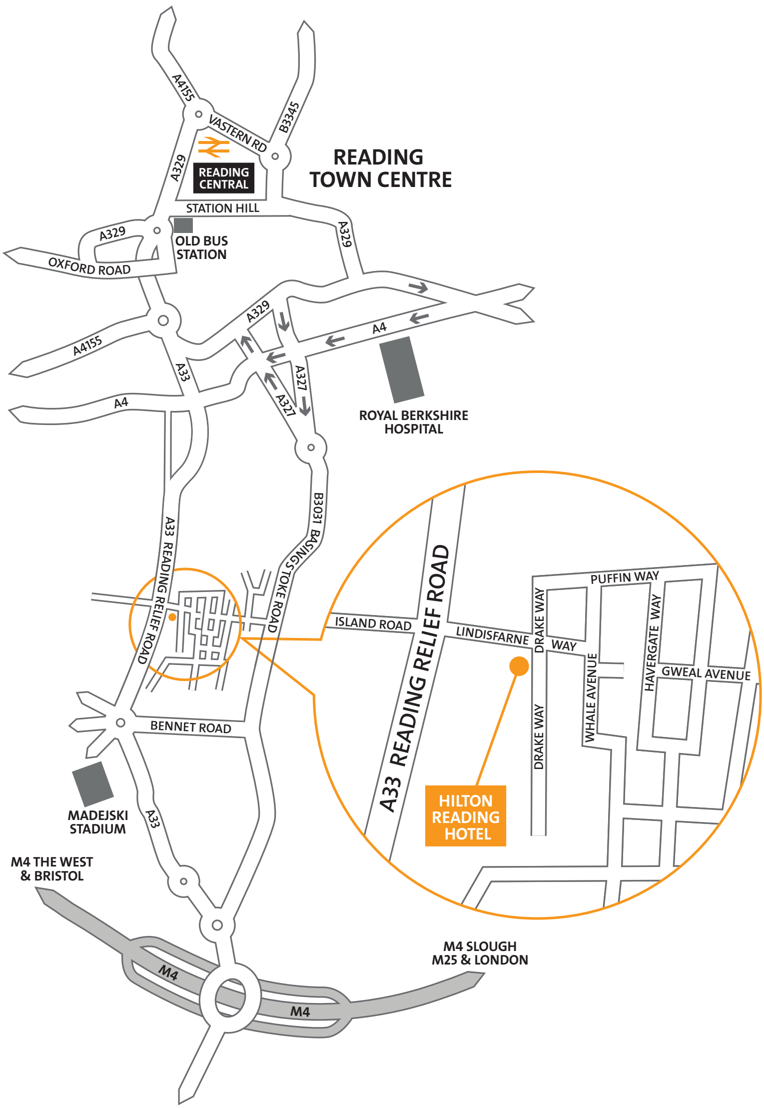
This is a free, secure online site where you can:

- access information about your shareholding, including balance movements;
- see an indicative value of your shareholding;
- view information on recent dividend payments;
- update your records if you change your name or address;
- set up a dividend mandate or change your existing mandate details; and
- sign up to receive communications by email.

To register for this service, visit **www.shareview.co.uk** (you will need your shareholder reference number, which can be found on your dividend tax voucher or on your proxy voting form).

DIRECTIONS TO THE AGM

THE 2013 AGM WILL BE HELD AT THE HILTON READING HOTEL, DRAKE WAY, READING RG2 OGQ AT 11.30 AM ON 23 MAY 2013. THE MAP SHOWS THE LOCATION OF THE HOTEL, AND DETAILS OF HOW TO REACH IT.



YOUR JOURNEY

Registration

Please allow enough time for registration ahead of the AGM.

By train

There will be a free bus service (Greenwave route 41) between Reading Central Station and the hotel. Due to building works at Reading Central Station, buses will depart from the Old Bus Station off Station Hill. From the main entrance of Reading Central Station to the Old Bus Station there is a walk of approximately 200 metres which will be signposted.

Alternatively, taxis are available from the rank outside the main entrance of Reading Central Station (journey time approximately 10-15 minutes).

By car

From the M4 Junction 11, take the A33 to Reading. The Hilton Hotel will be on the right hand side of the road, after the Madejski Stadium. Turn right at the traffic lights and proceed along Lindisfarne Way to Kennet Island. Take the first right onto Drake Way, followed by a right turn for the hotel entrance and car park.

From Reading town centre, take the A33 and follow signs to the M4 (East). The Hilton Hotel will be on the left hand side of the road, signposted Kennet Island.

Free parking is available at the hotel.

The telephone number of the hotel is 0118 916 9000.

ON ARRIVAL

Security

The use of cameras or other recording equipment in and during the AGM is not permitted.

Refreshments

Tea and coffee will be available before the AGM. Light refreshments will be available after the AGM.

Shareholders with disabilities

The AGM will be held in the Windsor Suite on the ground floor.

The venue is fully accessible, with wheelchair access at the entrance.

Anyone accompanying a shareholder who is in a wheelchair, or otherwise in need of assistance, will be admitted to the AGM.

An induction loop will be available in the Windsor Suite for people with hearing difficulties.

BG Group plc
100 Thames Valley Park Drive
Reading, Berkshire RG6 1PT
United Kingdom

www.bg-group.com

Registered in England & Wales No. 3690065

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FSC
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This Notice of AGM has been printed on UPM Fine, a paper produced using wood fibre from fully sustainable forests with FSC® certification. All pulps used are Elemental Chlorine Free and the manufacturing mill holds the ISO14001 and the EMAS accreditations for environmental management.