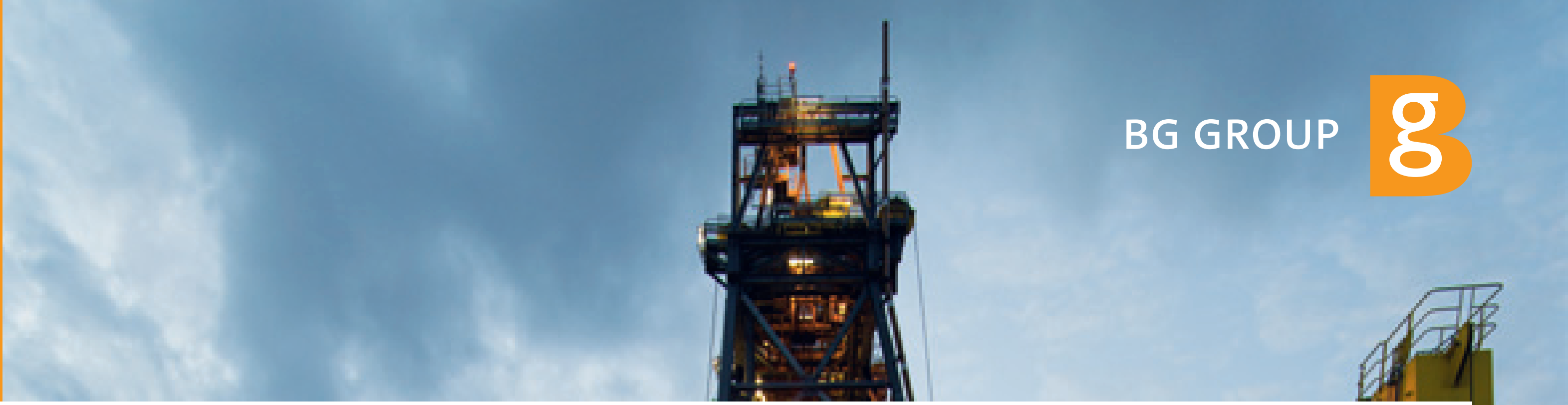


NOTICE OF ANNUAL GENERAL MEETING

THURSDAY 23 MAY 2013 AT 11.30 AM

THE HILTON READING HOTEL, DRAKE WAY,
READING RG2 0GQ

This document is important and requires your immediate attention. If you are in any doubt as to the action you should take, you should contact an appropriate independent adviser authorised under the Financial Services and Markets Act 2000 immediately. If you have sold or otherwise transferred all of your shares in BG Group you should forward this document (but not with the accompanying personalised Form of Proxy) to the purchaser or transferee, or the stockbroker, bank or other agent through whom the sale or transfer was effected so that they can be passed on to the person who now owns the shares.

NOTICE OF ANNUAL GENERAL MEETING OF BG GROUP PLC

THE FOURTEENTH ANNUAL GENERAL MEETING (AGM OR MEETING) OF BG GROUP PLC (THE COMPANY) WILL BE HELD AT THE HILTON READING HOTEL, DRAKE WAY, READING RG2 0GQ ON **THURSDAY, 23 MAY 2013 AT 11.30 AM** FOR THE TRANSACTION OF THE BUSINESS SET OUT BELOW.

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

This Notice contains the Resolutions to be voted on at the Company's AGM. Resolutions 1 to 20 are ordinary resolutions that will be passed if more than 50% of the votes cast are in favour of the Resolutions. Resolutions 21 to 23 are special resolutions that will be passed if not less than 75% of the votes cast are in favour of the Resolutions. A poll will be called on each of the Resolutions. Further details are set out in the explanatory notes.

ORDINARY RESOLUTIONS

Resolution 1
To receive the Accounts and Reports of the Directors and the auditors for the year ended 31 December 2012.

Resolution 2
To approve the Directors' Remuneration report as set out on pages 60 to 75 of the Company's Annual Report and Accounts for the year ended 31 December 2012.

Resolution 3
To declare a final dividend in respect of the year ended 31 December 2012 of 14.26 cents per share payable on 31 May 2013 to holders of ordinary shares on the register of shareholders of the Company at the close of business on 19 April 2013.

Resolution 4
To elect Den Jones as a Director of the Company.

Resolution 5
To elect Lim Haw-Kuang as a Director of the Company.

Resolution 6
To re-elect Peter Backhouse as a Director of the Company.

Resolution 7
To re-elect Vivienne Cox as a Director of the Company.

Resolution 8
To re-elect Chris Finlayson as a Director of the Company.

Resolution 9
To re-elect Andrew Gould as a Director of the Company.

Resolution 10
To re-elect Baroness Hogg as a Director of the Company.

Resolution 11
To re-elect Dr John Hood as a Director of the Company.

Resolution 12
To re-elect Martin Houston as a Director of the Company.

Resolution 13
To re-elect Caio Koch-Weser as a Director of the Company.

Resolution 14
To re-elect Sir David Manning as a Director of the Company.

Resolution 15
To re-elect Mark Seligman as a Director of the Company.

Resolution 16
To re-elect Patrick Thomas as a Director of the Company.

Resolution 17
To re-appoint Ernst & Young LLP as auditors of the Company, to hold office until the conclusion of the next general meeting at which annual accounts are laid before the Company.

Resolution 18
To authorise the Audit Committee of the Board to approve the remuneration of the auditors.

Resolution 19
That, in accordance with Sections 366 and 367 of the Companies Act 2006 (the Act), the Company, and all companies which are subsidiaries of the Company during the period when this Resolution has effect, be and are hereby authorised to:

(a) make political donations to political parties or independent election candidates up to a total aggregate amount of £15 000;

(b) make political donations to political organisations other than political parties up to a total aggregate amount of £15 000; and

(c) incur political expenditure up to a total aggregate amount of £20 000,

during the period beginning with the date of the passing of this Resolution and ending at the conclusion of the next annual general meeting of the Company, provided that, in any event, the total aggregate amount of all political donations and political expenditure incurred by the Company and its subsidiaries in such period shall not exceed £50 000.

For the purposes of this Resolution, 'political donations', 'political organisations', 'political parties' and 'political expenditure' have the meanings given to them in Sections 363 to 365 of the Act.

Resolution 20

That the Directors be and are hereby generally and unconditionally authorised in accordance with Section 551 of the Act to exercise all the powers of the Company to allot ordinary shares in the Company and to grant rights to subscribe for, or to convert any security into, ordinary shares in the Company (Rights) up to an aggregate nominal amount of £113,424,772 provided that this authority shall expire at the conclusion of the next annual general meeting of the Company, save that the Directors shall be entitled to exercise all the powers of the Company to make offers or agreements before the expiry of such authority which would or might require ordinary shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot ordinary shares and grant Rights pursuant to any such offer or agreement as if this authority had not expired; and all unexercised authorities previously granted to the Directors to allot ordinary shares and grant Rights be and are hereby revoked.

SPECIAL RESOLUTIONS

Resolution 21

That the Directors be and are hereby empowered pursuant to Sections 570 and 573 of the Act to allot equity securities (within the meaning of Section 560 of the Act) for cash either pursuant to the authority conferred by Resolution 20 above or by way of a sale of treasury shares as if Section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:

(a) the allotment of equity securities in connection with an offer of securities in favour of the holders of ordinary shares on the register of members at such record date as the Directors may determine and other persons entitled to participate therein where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective number of ordinary shares held or deemed to be held by them on any such record date, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of ordinary shares being represented by depositary receipts or any other matter; and

(b) the allotment (otherwise than pursuant to sub-paragraph (a) of this Resolution 21) to any person or persons of equity securities up to an aggregate nominal amount of £18,074,352,

and shall expire upon the expiry of the general authority conferred by Resolution 20 above, save that the Directors shall be entitled to exercise all the powers of the Company to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

Resolution 22

That the Company be generally and unconditionally authorised to make market purchases (within the meaning of Section 693(4) of the Act) of ordinary shares of 10 pence each of the Company on such terms and in such manner as the Directors may from time to time determine, provided that:

(a) the maximum number of ordinary shares hereby authorised to be acquired is 340,374,317, representing approximately 10% of the issued ordinary share capital of the Company as at 28 March 2013;

(b) the minimum price that may be paid for any such ordinary share is 10 pence, the nominal value of that share;

(c) the maximum price that may be paid for any such ordinary share is 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;

(d) the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company, unless previously renewed, varied or revoked by the Company in general meeting; and

(e) the Company may make a contract to purchase its ordinary shares under the authority hereby conferred prior to the expiry of such authority, which contract will or may be executed wholly or partly after the expiry of such authority, and may purchase its ordinary shares pursuant to any such contract as if the power conferred hereby had not expired.

Resolution 23

That a general meeting of the Company, other than an annual general meeting, may be called on not less than 14 clear days' notice.

By order of the Board
Steve Allen
Company Secretary
28 March 2013

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

Registered in England & Wales
No. 3690065

EXPLANATORY NOTES

Annual Report and Accounts (Resolution 1)
The Directors are required to lay before the Meeting the Accounts of the Company for the financial year ended 31 December 2012, the Directors' report and the Auditors' report on the Accounts.

Remuneration report (Resolution 2)
It is mandatory for all UK-incorporated listed companies to put their Directors' Remuneration report to an advisory shareholder vote. As the vote is advisory in nature, payments made or promised to Directors will not have to be repaid, reduced or withheld in the event that the Resolution is not passed.

Declaration of a dividend (Resolution 3)
A final dividend for the financial year ended 31 December 2012 of 14.26 cents per ordinary share is recommended by the Directors. A final dividend can be paid only after it has been declared by the shareholders at a general meeting. It is proposed that shareholders declare this dividend by passing Resolution 3. If so declared, the final dividend of 14.26 cents (9.03 pence) per share will be paid in Pounds Sterling on 31 May 2013 to ordinary shareholders who were on the register of members of the Company at the close of business on 19 April 2013. The Pound Sterling amount payable per share was fixed on 5 February 2013, at the same time as the US Dollar dividend was announced. The rate of exchange used to determine the Pound Sterling amount equivalent was the average of the daily spot rates for the three business days prior to the business day before the announcement of the dividend. American Depositary Share (ADS) holders will be entitled to receive the US Dollar final dividend of 14.26 cents per ADS on 31 May 2013. An interim dividend for the year ended 31 December 2012 of 11.88 cents (7.64 pence) per ordinary share was paid on 7 September 2012.

Election of Directors (Resolutions 4 to 5)
The Company's Articles of Association require any new Director appointed by the Board to retire at the first annual general meeting following their appointment. On 15 February 2013, Den Jones was appointed as an Executive Director and Interim Chief Financial Officer pending the conclusion of a succession process for the role of Chief Financial Officer. On 4 March 2013, Lim Haw-Kuang was appointed to the Board as a Non-Executive Director. Biographical details for Den Jones and Lim Haw-Kuang are given on pages 44 and 45 of the Company's Annual Report and Accounts and are available to view at **www.bg-group.com/aboutbg**. The Board unanimously recommends their election.

Re-election of Directors (Resolutions 6 to 16)
All of the Directors covered in these Resolutions are standing for re-election, in line with Section B.7.1 of the UK Corporate Governance Code (Governance Code) which states that all directors of FTSE 350 companies should be subject to annual election by shareholders. Biographical details of all of these Directors are set out on pages 44 and 45 of the Annual Report and Accounts and are available to view online at **www.bg-group.com/aboutbg**

During the year, the Nominations Committee considered the continued appointment of Peter Backhouse who has served on the Board for over 12 years. The Committee considered that Mr Backhouse should be invited to remain as a Non-Executive Director for one further year in light of his accumulated knowledge of the Group and his wider industry expertise. In making this decision, the Committee took into consideration that Mr Backhouse's skills and experience would prove useful support for the Board during Chris Finlayson's first year as Chief Executive.

In reviewing the recommendations of the Nominations Committee concerning the re-election of Non-Executive Directors, the Board has concluded that all Non-Executive Directors are independent for the purposes of B.1.1 of the Governance Code[1]. In addition, and following the annual evaluation exercise conducted during the year, the Board considers that each Director continues to make an effective and valuable contribution and demonstrates commitment to the role.

Accordingly, the Board unanimously recommends the re-election of each of these Directors.

Copies of the service contracts and letters of appointment of all Directors of the Company are available for inspection during normal business hours at the registered office of the Company and at the offices of Herbert Smith Freehills LLP, Exchange House, Primrose Street, London EC2A 2EG on weekdays (Saturdays, Sundays and public holidays excluded), and will also be available for inspection at the place of the Meeting from 9.00 am on the day of the Meeting until its conclusion.

Re-appointment and remuneration of auditors (Resolutions 17 and 18)
The Company is required to appoint auditors at each general meeting at which annual accounts are laid before the Company, to hold office until the next such meeting. On the recommendation of the Audit Committee, the Board appointed Ernst & Young LLP as auditor of the Company to fill a casual vacancy following a competitive tender process for external audit services and the subsequent resignation of PricewaterhouseCoopers LLP with effect from 28 March 2013. Accordingly, shareholder approval is now sought to re-appoint Ernst & Young LLP as auditor of the Company.

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 tender process. A copy of the 'statement of circumstances' is set out in Appendix 1 to this Notice of AGM on page 5.

Resolution 18 proposes that the Audit Committee of the Board of Directors be authorised to determine the level of the auditors' remuneration.

Political donations (Resolution 19)
Resolution 19 is designed to deal with rules on political donations and expenditure contained in Part 14 of the Act (Sections 362 to 379). Under Part 14 of the Act, a company may not make donations to an EU political party, or other EU political organisation, or to an independent election candidate in the EU, of more than £5 000 in total, or incur any EU political expenditure, without first obtaining shareholder approval.

It is the Company's policy not to make contributions to political parties. There is no intention to change that policy. However, what constitutes a 'political donation', a 'political party', a 'political organisation' or 'political expenditure' under the Act is not clear, as the legislation is capable of wide interpretation and may have the effect of covering a number of normal business activities that would not be thought to be political donations in the usual sense. To avoid any possibility of inadvertently contravening the Act, the Board believes that it would be prudent to follow the procedure specified in the Act to obtain shareholder approval for the Company and its subsidiaries to make political donations or incur political expenditure in the forthcoming year until the conclusion of the annual general meeting of the Company in 2014.

This authority will not be used to make any political donations as that expression would normally be understood.

Authority to allot shares (Resolution 20)
Resolution 20 deals with the Directors' authority to allot ordinary shares.

At the last annual general meeting of the Company held on 16 May 2012, the Directors were given authority to allot ordinary shares in the capital of the Company up to a maximum nominal amount of £114 597 739, representing approximately 1/3 of the Company's issued ordinary share capital (excluding treasury shares) as at 15 March 2012. This authority expires at the conclusion of this year's AGM.

The Association of British Insurers Guidelines permit the allotment of an additional 1/3 of issued ordinary share capital relating to a fully pre-emptive rights issue. The Directors have not in previous years thought it appropriate to seek authority from shareholders to allot

1 Further detail on the determination of the independence of the Non-Executive Directors can be found in the Corporate Governance Report on page 58 of the Annual Report and Accounts.

the additional 1/3 of issued share capital and are not seeking such authority this year. Accordingly, the Board is seeking authority to allot ordinary shares in the capital of the Company up to a maximum nominal amount of £113,424,772, representing approximately 1/3 of the Company's issued ordinary share capital (excluding treasury shares) as at the date of this Notice. The authority will last until the conclusion of the next annual general meeting in 2014.

As at the date of this Notice, the Company is holding 212,127,392 ordinary shares in treasury, representing 6.23% of the Company's issued ordinary share capital (excluding treasury shares).

The Directors have no present intention to allot new ordinary shares other than pursuant to employee share plans.

Disapplication of pre-emption rights (Resolution 21)

Resolution 21 will empower the Directors to allot ordinary shares in the capital of the Company, pursuant to the authority granted under Resolution 20 above, for cash, and to sell shares held in treasury, without applying the pre-emption rights in the Act in certain circumstances. Accordingly, the Directors will be able to allot:

(a) in connection with a rights issue or open offer to existing shareholders in proportion to their existing holdings up to 1,134,247,723 ordinary shares (representing 1/3 of the Company's issued ordinary share capital), subject to any adjustments such as for fractional entitlements and overseas shareholders, as the Directors see fit; and

(b) ordinary shares up to a maximum nominal value of £18,074,352, representing approximately 5% of the issued ordinary share capital of the Company as at the date of this Notice, otherwise than in connection with an offer to existing shareholders.

The Directors confirm their intention to follow the provisions of the Pre-emption Group's Statement of Principles regarding cumulative usage of authorities within a rolling three-year period. These principles provide that companies should consult shareholders prior to issuing for cash shares representing in excess of 7.5% of the company's issued ordinary share capital (excluding treasury shares) in any rolling three-year period, other than to existing shareholders.

The authority contained in this Resolution 21 will expire upon the expiry of the general authority conferred in Resolution 20 (i.e. at the conclusion of the next annual general meeting in 2014).

Authority to make market purchases of own ordinary shares (Resolution 22)

In certain circumstances, it may be advantageous for the Company to purchase its own ordinary shares and Resolution 22 seeks authority from shareholders to do so. The Resolution specifies the maximum number of shares that may be acquired (10% of the Company's issued ordinary share capital (excluding treasury shares)) and the maximum and the minimum prices at which they may be bought.

Any ordinary shares purchased in this way will be cancelled, unless the Directors determine that they are to be held as treasury shares and the number of ordinary shares in issue will be reduced accordingly. Ordinary shares held in treasury will not automatically be cancelled and will not be taken into account in future calculations of earnings per share, unless they are subsequently resold or transferred out of treasury.

Ordinary shares are held in treasury in accordance with Section 724 of the Act and may be used to satisfy awards under the Company's share schemes pursuant to Section 727 of the Act. No dividends are paid, and no voting rights may be exercised, on treasury shares while they remain in treasury. Any treasury shares sold by the Company will count towards the limit on the number of ordinary shares that, if Resolution 21 is passed, may be issued without offering them first to existing shareholders.

As the existing shareholder approval to purchase ordinary shares expires at the conclusion of the Meeting, purchases after that date are subject to renewed shareholder approval at the Meeting. The Directors have no present intention of exercising the authority to purchase the Company's ordinary shares. The Directors will use the authority to purchase shares only after careful consideration, taking into account market conditions, other investment opportunities, appropriate gearing levels and the overall financial position of the Company. The Directors will only exercise the authority to purchase such ordinary shares after taking into account the effects on earnings per share and the benefit for shareholders.

As at the date of this Notice, the total number of options to subscribe for ordinary shares outstanding was 11,182,227. This represents 0.33% of the issued share capital of the Company at that date (excluding treasury shares). If the Company bought back the maximum number of ordinary shares permitted pursuant to the existing authority, as well as the authority being sought by the passing of this Resolution, and cancelled them, then the total number of options to subscribe for ordinary shares outstanding at that date would represent 0.41% of the issued ordinary share capital (excluding treasury shares). As at the date of this Notice, there were no warrants to subscribe for ordinary shares outstanding.

Notice of general meetings other than annual general meetings (Resolution 23)

Resolution 23 is a resolution to allow the Company to hold general meetings (other than annual general meetings) on 14 clear days' notice.

The minimum notice period for general meetings of listed companies is 21 clear days, but companies may reduce this period to 14 clear days, other than for annual general meetings, provided two conditions are met. The first condition is that a company offers facilities for all shareholders to vote by electronic means. This condition is met if the company offers a facility accessible to all shareholders to appoint a proxy by means of a website. Please refer to the note entitled 'Appointing a proxy' on page 6 for details on the Company's arrangements for electronic proxy appointment. The second condition is that there is an annual resolution of shareholders approving the reduction in the minimum notice period from 21 clear days to 14 clear days. Such a resolution was proposed and passed at last year's annual general meeting. The Board is therefore proposing Resolution 23 as a special resolution to approve 14 clear days as the minimum period of notice for all general meetings of the Company other than annual general meetings. The approval will be effective until the conclusion of the Company's next annual general meeting.

The Directors will consider on a case-by-case basis whether the use of the flexibility offered by the shorter notice period is appropriate, taking into account the circumstances, including whether the business of the meeting is time-sensitive.

Recommendation

The Board considers that the above Resolutions will promote the success of the Company and are in the best interests of the Company and its shareholders as a whole. The Directors unanimously recommend that shareholders vote in favour of all of the above Resolutions as they intend to do so themselves in respect of their own beneficial holdings.

APPENDIX 1

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

28 March 2013

Dear Sirs,

Statement of Circumstances connected with ceasing to hold office as Auditors

In accordance with Section 519 of the Companies Act 2006, we set out below the circumstances connected with our ceasing to hold office as auditors of BG Group plc, registered no: 3690065 (the Company) effective from 28 March 2013.

We confirm that the circumstances connected with our ceasing to hold office are that we have resigned following an unsuccessful tendering process.

Yours faithfully,

PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP, 1 Embankment Place, London WC2N 6RH
T: +44 (0) 20 7583 5000, F: +44 (0) 20 7212 4652, www.pwc.co.uk

PricewaterhouseCoopers LLP is a limited liability partnership registered in England with registered number OC303525. The registered office of PricewaterhouseCoopers LLP is 1 Embankment Place, London WC2N 6RH. PricewaterhouseCoopers LLP is authorised and regulated by the Financial Services Authority for designated investment business.

Notes to shareholders

The contents of this Notice, details of the total number of shares in respect of which members are entitled to exercise voting rights at the Meeting, details of the totals of the voting rights that members are entitled to exercise at the Meeting and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this Notice, can be found at **www.bg-group.com/agm**

The Company specifies that only those holders of ordinary shares registered in the register of members of the Company as at 6.00 pm on 21 May 2013 (or, if the Meeting is adjourned, as at 6.00 pm on the date that is two days prior to the adjourned meeting), or their duly appointed proxies, shall be entitled to attend or vote at the Meeting (or the adjourned meeting) in respect of the number of ordinary shares registered in their name on that date and at that time. Changes to entries on the register of members after 6.00 pm on 21 May 2013 (or, if the Meeting is adjourned, after 6.00 pm on the date that is two days prior to the adjourned meeting) shall be disregarded in determining the rights of any person to attend or vote at the Meeting (or the adjourned meeting).

Voting at the Meeting will be by poll rather than by show of hands. This is a more transparent method of voting as member votes are counted according to the number of ordinary shares held. The Chairman will invite each shareholder, corporate representative and proxy present at the Meeting to complete a poll card indicating how they wish to cast their votes in respect of each Resolution. In addition, the Chairman will cast the votes for which he has been appointed as proxy. Poll cards will be collected at the end of the Meeting. Once the results have been verified by the Company's registrar, they will be notified to the UK Listing Authority and published on the Company's website.

Appointing a proxy

Shareholders are entitled to appoint a proxy to exercise all or any of their rights to attend, speak and vote on their behalf at the AGM. A shareholder may appoint more than one proxy in relation to the AGM, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company but must attend the AGM in order to represent the appointing shareholder. A proxy form which may be used to make such appointment and give proxy instructions accompanies this Notice. If you do not have a proxy form and believe that you should have one, or if you require additional forms, contact the Company's registrar, Equiniti. As an alternative to completing a hard copy proxy form, proxies may be appointed electronically.

In order to be valid, an appointment of proxy must be returned by one of the following methods:

- in hard copy form by post, by courier, or by hand to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6UT;
- online at **www.sharevote.co.uk** by following the on-screen instructions and using the shareholder reference number printed on your proxy card; or
- in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out below.

If a proxy form is signed by an agent, the power of attorney or other authority relied on to sign it, or a copy that has been certified, must be delivered with the proxy form, unless the power of attorney has already been registered with the Company. In each case, the appointment must be received by the Company no later than 11.30 am on 21 May 2013.

To change your proxy instructions, you may lodge a revised proxy appointment using the methods set out above. The deadline for receipt of proxy appointments (see above) also applies in relation to amended instructions. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, the appointment that is delivered last shall be treated as replacing and revoking the other or others. If the Company cannot determine which proxy form was delivered last, none of the forms shall be valid. Where you have appointed a proxy using the hard copy proxy form and would like to change the instructions using another hard copy proxy form, contact Equiniti.

The website address **www.sharevote.co.uk** is provided solely for the purposes of enabling shareholders to register electronically their appointment of a proxy or proxies for the AGM. The Company will not accept any other document or information relating to proceedings of the Meeting or otherwise that may be sent by electronic means to that address.

The return of a completed proxy form, any other such instrument, or any CREST Proxy Instruction, does not preclude a shareholder attending the AGM and voting in person if they wish to do so.

Nominated persons

Any person to whom this Notice is sent who is a person nominated under Section 146 of the Act to enjoy information rights (a Nominated Person) may, under agreement with the shareholder who nominated them, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If Nominated Persons have no right to appoint such proxy, or if they have the right but do not wish to exercise it, they may, under any such agreement, have a right to give instructions to the shareholder on how voting rights are to be exercised.

The statement of the rights of shareholders in relation to the appointment of proxies in the paragraph above entitled 'Appointing a proxy' does not apply to Nominated Persons. The rights described in that paragraph can only be exercised by shareholders of the Company.

Total shares and voting rights

As at the date of this Notice, the Company's issued share capital consists of 3,614,870,562 ordinary shares, carrying one vote each. However, the Company holds 212,127,392 ordinary shares in treasury and therefore is not permitted to exercise voting rights in respect of those shares while they are held in treasury. Therefore, the total voting rights in the Company as at 28 March 2013 are 3,402,743,170.

Appointing a corporate representative

A shareholder that is a corporation may authorise a person or persons to act as its representative(s) at the AGM. In accordance with the provisions of the Act, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same ordinary shares.

Electronic proxy appointment through CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual (available via **www.euroclear.com/CREST**). CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

In order for a proxy appointment made using CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's (Euroclear) specifications, and must contain the information required for such instruction, as described in the CREST Manual.

The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by 11.30 am on 21 May 2013. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service provider, should note that Euroclear 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 takes) 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 service provider(s), are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

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.

Shareholders right to ask questions
All members attending the Meeting (in person or by proxy) have the right to ask questions. The Company will endeavour to answer any question relating to the business being dealt with at the Meeting. However, an answer need not be given if to do so would involve the disclosure of confidential information, or if it is undesirable in the interests of the Company or the good order of the Meeting that the question be answered. The Company may also answer a question by reference to information already provided on the Company's website.

If you are a member who is unable to attend the Meeting, but have a specific question you would like to ask at the Meeting relating to the business being dealt with at the Meeting, you are invited to send the Chairman an email at **AGM2013@bg-group.com** or write to him at the registered office address.

Shareholders rights under s338 and 338A of the Companies Act
Under Sections 338 and 338A of the Act, members meeting the threshold requirements in those Sections (the Requisitioning Members) have the right to require the Company:

(i) to give to members of the Company entitled to receive notice of the Meeting notice of a resolution which may properly be moved and is intended to be moved by the Requisitioning Members at the Meeting; and/or

(ii) to include in the business to be dealt with at the Meeting any matter (other than a proposed resolution) that may be properly included in the business at the Meeting.

A resolution may properly be moved or a matter may properly be included in the business of the Meeting unless:

(i) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise);

(ii) it is defamatory of any person; or

(iii) it is frivolous or vexatious.

Any such requisition may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authenticated by the person(s) making it, must be received by the Company not later than 10 April 2013, being the date six clear weeks before the Meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

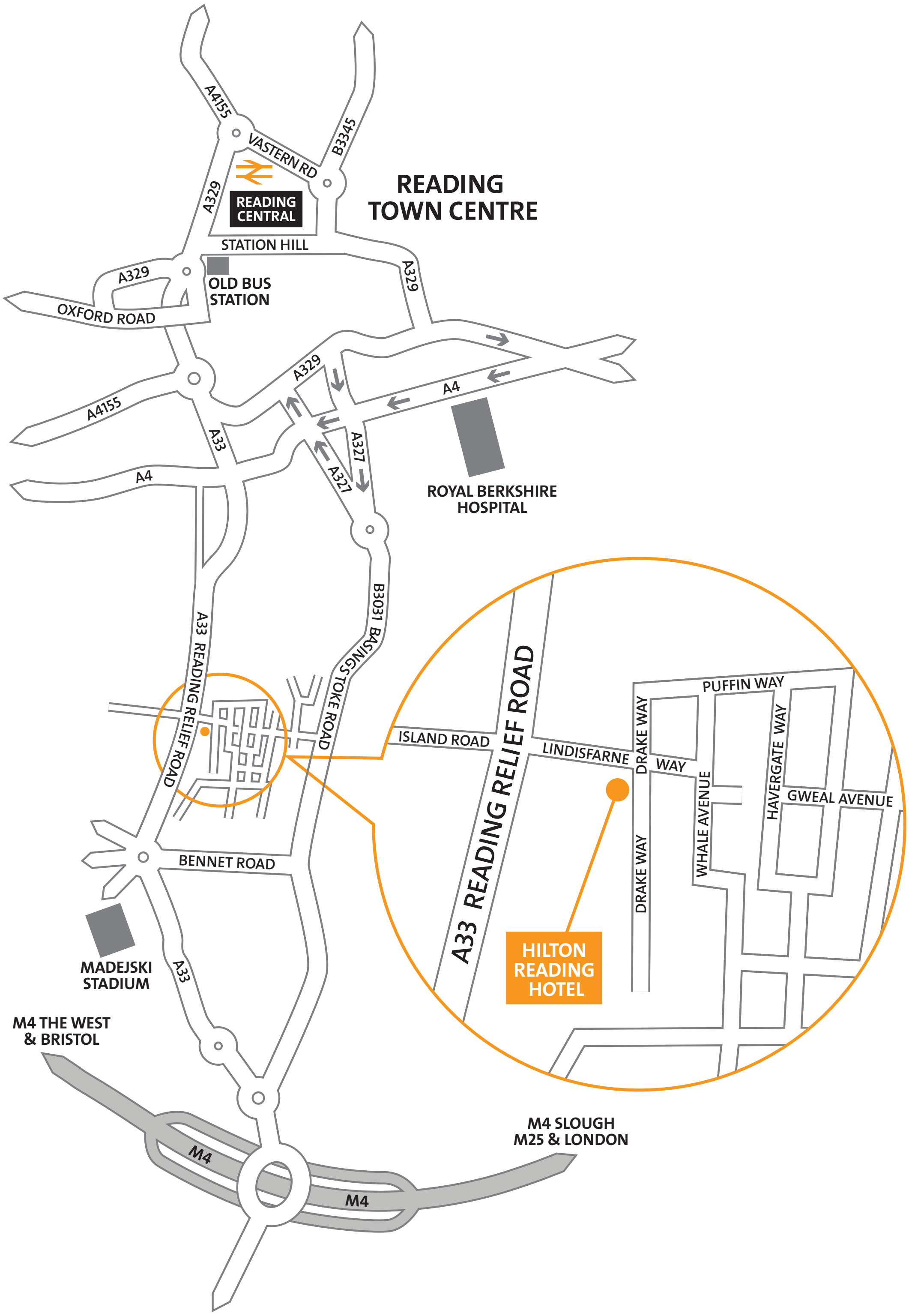
Members satisfying the thresholds in Section 527 of the Act can require the Company to publish a statement on its website setting out any matter relating to: (a) the audit of the Company's Accounts (including the Auditors' report and the conduct of the audit) that are to be laid before the Meeting; or (b) any circumstances connected with an auditor of the Company ceasing to hold office since the last annual general meeting, that the members propose to raise at the Meeting. The Company cannot require the members requesting the publication on the website to pay its expenses. Where the Company is required to place a statement on its website under Section 527 of the Act, it must forward the statement to the Company's auditors no later than the time it makes its statement available on the website. The business that may be dealt with at the Meeting includes any statement that the Company has been required to publish on its website.

You may not use any electronic address provided in this Notice to communicate with the Company for any purposes other than those expressly stated.

Electronic communications – computer viruses
Please note that the Company takes all reasonable precautions to ensure viruses are not present in any electronic communication it sends out. However, the Company cannot accept responsibility for loss or damage arising from the opening or use of any email or attachments from the Company and recommends that the shareholders subject all messages to virus-checking procedures prior to opening. Any electronic communication, including the lodgement of an electronic proxy form, received by the Company, or its agents, that is found to contain any virus will not be accepted.

DIRECTIONS TO THE ANNUAL GENERAL MEETING

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 BELOW 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

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