2007 Summary Financial Statements & Notice of AGM

BG GROUP

A world leader in natural gas

I am pleased to report that BG Group has achieved another good set of results.

Sir Robert Wilson
Chairman

I am pleased to report that BG Group has achieved another good set of results, with a 5% increase in total operating profit* to £3 248 million and an 11% increase in earnings per share to 52.7 pence. We are once again raising the full year dividend payment, with a 30% increase to 9.36 pence per share. Financial results alone can never tell more than part of the story in a business such as that of BG Group. I am, therefore, very pleased to report that there were highly encouraging developments in the Group's exploration prospects, including one of the major industry successes of recent years in the Tupi discovery, offshore Brazil. Production volumes were broadly in line with 2006, even though output was affected by a number of factors, notably the disruption to UK production caused by third-party damage to the North Sea Central Area Transmission System (CATS) pipeline. There was further excellent performance by the Liquefied Natural Gas (LNG) business, where profits increased by 48%.

Business context

Natural gas has become one of the world's most important commodities, central to global long-term energy needs. Access to secure gas supplies – whether imported or indigenous – is seen as essential in most mature economies, and plays an increasingly important part in the development of many emerging nations.

For a growing number of countries, the importance of gas within the broader energy mix is magnified further by concern about climate change. There is clear evidence that mankind's activities have a direct impact on the global climate. In response, many governments are now committed to the reduction of greenhouse gas emissions. This will require a multi-stranded approach, encompassing fuel choice and efficiency of energy use, as well as alternatives to the burning of fossil fuels and the deployment of technology innovations such as carbon capture and storage.

Natural gas offers plentiful supplies, proven and cost-effective technology, and, importantly – as the cleanest of the hydrocarbon fuels – 40% lower carbon content than coal. As a result, there is an opportunity for gas to displace more carbon-intensive energy sources. Gas is also capable of greater generation efficiency than other fossil fuels. Although natural gas is not the answer to climate change, it can make an important contribution towards a solution.

As a global integrated gas business, BG Group is playing a part in helping to meet this defining challenge of our age, coupled with a commitment to reduce carbon emissions from its own operations. This subject is addressed in BG Group's Annual Report and Accounts 2007 (www.bg-group.com/ara) and also in more detail in the Group's separate Corporate Responsibility Report 2007.

Global energy needs grew throughout 2007, reflected in high oil prices and a continued increase in the demand for gas. This was particularly evident in the international LNG market, which is becoming

Contents

The Summary Financial Statements are only a summary of the information in the Group's Financial Statements and Remuneration Report. The Summary Financial Statements do not contain sufficient information to allow for as full an understanding of the results of the Group and the state of affairs of the Group or of its policies and arrangements concerning Directors' remuneration as would be provided by the full BG Group Annual Report and Accounts 2007. Shareholders who would like more detailed information may obtain a copy of the full Annual Report and Accounts for 2007 from BG Group's website www.bg-group.com/ara – alternatively, it is available free of charge by writing to the Company Secretary at the registered office address on the back page. If you wish to receive the full Annual Report and Accounts in future years please write to the Company's Registrars, Equiniti, at their address, shown on page 22.

* For further information on Business Performance, refer to page 3.

a significant contributor to energy supply security and in which BG Group benefits strongly from its role as a leading gas company.

Whilst prices are likely to fluctuate, it looks probable that they will remain at levels significantly higher than we saw in the earlier part of this decade. However, for BG Group, as for many international oil and gas companies, gains from commodity prices in 2007 were partly offset by the continued weakness of the US Dollar, the currency in which a significant proportion of the Group's revenues are denominated, and by an increase in costs, far in excess of the rate of inflation, for most of the supplies and services upon which our industry depends.

Strategic framework

Whilst BG Group has its roots in the old British Gas monolith, its emergence as an international business is much more recent and is largely a product of the last ten years, following the demerger of British Gas into BG Group and Centrica (which owns the British Gas marketing business in the UK). BG Group's evolution over the last ten years can be viewed as having three broad, overlapping phases.

In the early part of the decade, the focus was on progressing the portfolio of opportunities that had been put in place in the late 1990s. Important new opportunities were also identified, notably the core of the Global LNG business, which is now a major contributor to the Group.

In recent years, as the Group has expanded, it has focused on the timely completion of its project portfolio and on the development of a new, and much wider, portfolio of exploration and production opportunities.

With this second phase largely completed, the Group's plans for future growth are underpinned by the growing strength of the reserves and resources base and the quality of the opportunity set it has assembled in recent years. The Group has now come full circle, and its focus is returning to implementation priorities. That is not to say that additional opportunities will be overlooked. Far from it. It does mean, however, that the Group has already secured within its portfolio the opportunities and projects that will meet its ambition to deliver another decade of strong growth.

Progress in 2007

There were a number of notable highlights in the Group's Exploration and Production (E&P) activities over the year. These are discussed more fully in the Chief Executive's statement. The main focal point was the outcome of drilling in the Santos Basin, offshore Brazil, by the consortium in which BG Group has a 25% interest. Results there indicate the prospect of a new world-class field, offering the potential for a major new source of value for the Group in the longer term. The signing of a new agreement on the sale of gas from the Karachaganak facility in Kazakhstan was also an important milestone for the Group, providing for significantly increased gas sales once the proposed Phase III expansion comes onstream.

The growth of the LNG business has exceeded even the most optimistic of expectations just five years ago. Whilst the global LNG market remains relatively immature, accounting for the delivery of around 7% of gas volumes worldwide, it is expanding rapidly – and BG Group is one of the leading companies in its development. Already the largest LNG importer by volume in the USA, the Group has sufficient flexibility of supply to meet the needs of both contract customers and spot purchasers in European and Asian markets.

Governance and Corporate Responsibility

Some of the world's most significant hydrocarbon reserves are located in regions prone to political and social instability, and the process by which those reserves are found, produced and delivered to markets is one that presents constant technological and operational challenges. As BG Group grows – and as established hydrocarbon provinces in developed nations approach maturity – the Group's portfolio will continue to include territories presenting a higher degree of risk than that faced within the more stable economies of Organisation for Economic Co-operation and Development (OECD) nations.

These risks – which include the range of government actions associated with resource nationalism and the threat of disruption from the actions of non-state groups – are faced by all large international oil and gas companies. However, in highlighting the risk factors to be taken into account when assessing the Group's growth prospects, I should also be clear on two points.

First, the Group has an effective balance between its OECD and non-OECD investments, and indeed several of its non-OECD investments are in countries that have long offered an investment environment just as stable as that in Western Europe or North America. The strategy and future prospects section in the BG Group Annual Report and Accounts 2007 provides further detail of BG Group's global growth opportunities.

Second, whilst the Group's portfolio has broadened, it has intensified its efforts to manage the consequent challenges. BG Group combines the highest standards of corporate governance with a robust assessment of operational risk and a rigorous focus on security, safety and asset integrity. In all aspects, the Group is guided by its Business Principles, which set out core values and behaviours.

In the Board's view, a commitment to putting the Business Principles into practice is the best foundation for the creation of enduring shareholder value. BG Group's long-term prospects depend on positive and sustainable relationships with governments, partners, neighbouring communities and employees. Those relationships are underpinned by a commitment to work responsibly at all times, as well as by strategies that seek to align the Group's long-term

2007 highlights

Revenue and other operating income*
£8 330m
2006 £7 270m **up 15%**

Total operating profit*
£3 248m
2006 £3 103m **up 5%**

Earnings per share*
52.7p
2006 47.4p **up 11%**

Dividend per share
9.36p
2006 7.20p **up 30%**

objectives with the aspirations of its key stakeholders. More details on our approach to Corporate Responsibility can be found in BG Group's Annual Report and Accounts 2007.

I am pleased by the many examples of Business Principles put into practice that are entered for the Group's annual Chairman's Awards. The Group is also increasingly focused on the contribution its businesses can make to sustainable social, economic and environmental development in the countries in which they operate. This will be a theme to which I expect to return in future years.

Annual Report and Accounts online

In common with many companies, BG Group is actively seeking ways to reduce its use of paper in regular communications. Last year, I wrote to shareholders explaining that the Group intended to take advantage of the provisions of the Companies Act 2006, which permits companies to communicate with shareholders electronically via their websites. Therefore, this year, printed copies of this Report have only been sent to new shareholders and to those shareholders who specifically requested a paper copy.

In line with the new electronic communications regime, our Annual Report and Accounts and Notice of Annual General Meeting can now be obtained online by accessing the BG Group website (www.bg-group.com/ara), and these will remain there throughout the year. Shareholders may request a printed copy of the Report at any time – see page 1 for further details.

With the benefits of online navigation – and with access to broadband now widespread – I hope these changes will enable a better understanding of the Group's activities and ambitions whilst minimising the environmental and cost impact associated with a high number of printed publications.

The Board

We welcome Dr John Hood, the Vice-Chancellor of the University of Oxford, who joined our Board in April 2007. The Group's Deputy Chief Executive, William Friedrich, announced his retirement from the Board in December. He joined the Group 12 years ago, and was one of the architects of the two highly successful demergers that followed in 1997 and 2000. He leaves with our thanks and best wishes for the future.

Finally, I would like to thank the people of BG Group. As the industry becomes ever more complex and the pace of change accelerates, the Group's continued success is testament to their professionalism, dedication and passion.

Sir Robert Wilson
Chairman

* Business Performance excludes disposals, certain re-measurements and impairments 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 operating information for the Group and its business segments presented in this document is based on BG Group's Business Performance. For a further explanation of Business Performance, see Presentation of non-GAAP measures, page 140 of the BG Group Annual Report and Accounts 2007. For a reconciliation between Business Performance and Total Results, refer to pages 8 and 9 of these Summary Financial Statements.

A strategy that delivers

Very positive progress in the development of the Group's long-term growth opportunities.

Frank Chapman
Chief Executive

I am pleased to report that in 2007 BG Group delivered another year of good operating performance, together with very positive progress in the development of the Group's long-term growth opportunities. Our distinctive strategy has enabled us to capture increased value from our existing assets whilst strengthening further the foundations for our next decade of delivery.

Operating performance*

As the Chairman notes in his statement, BG Group has continued to meet its commitment to deliver value to our shareholders, with earnings of £1 783 million (2006 £1 640 million).

In Exploration and Production (E&P), volumes were 220.3 mmboe (2006 219.2 mmboe). Overall production levels were maintained, despite the impact of disposals in Canada and Mauritania and the shutdown of the UK North Sea Central Area Transmission System (CATS) pipeline as a result of third-party anchor damage. Operating profit was £2 387 million (2006 £2 457 million).

Liquefied Natural Gas (LNG) performance was particularly strong in 2007. Global LNG markets continue to be supply-constrained amid accelerating demand from consumer nations. The Group's focus on the development of a flexible, global LNG portfolio means we are well-placed to supply markets across the world, and this was reflected in 2007 in a 48% increase in total operating profit in our LNG business.

Our Transmission and Distribution (T&D) businesses in India and Brazil continued to grow throughout 2007 in line with the Group's integrated approach to capturing value along the gas value chain. Total operating profit increased by 7% to £247 million. In Power Generation, total operating profit increased by 23% to £130 million, principally due to the consolidation of new subsidiaries.

Strategy for success

I am sure that shareholders will by now be familiar with our core strategy – a focus on specific, high value markets and on securing competitively priced gas to connect to those markets.

It is a strategy that BG Group, as an integrated global gas company, is particularly well-placed to deliver; we combine a deep understanding of global gas markets with an excellent track record in finding, developing and marketing reserves. More importantly, as these results show, it is a strategy designed to deliver value to our shareholders over the long term.

The need for secure supply to meet the growing energy needs of both emerging and established economies, together with growing public debate about climate change and development priorities, presents a complex business context. The associated challenges yield opportunities for companies able to move swiftly and which are sufficiently flexible and willing to align their objectives with those of governments, businesses and communities. BG Group's successful global portfolio has been founded on this approach.

The Group now has business interests in a total of 27 countries across five continents. We have an established presence in a range of core territories – Brazil, Egypt, India, Kazakhstan, Trinidad and Tobago, Tunisia, the UK and the USA – and in 2007 made good headway in developing new sources of value from within our existing portfolio. There was also positive progress through the year in the development of more recent additions to our portfolio, such as Nigeria, Norway and Oman. Additionally, shortly after the period under review, the Group announced an alliance with Queensland Gas Company Limited in Australia. The two companies will co-operate in the exploration and development of coal seam gas from the Surat Basin, Australia, and will also jointly pursue domestic market opportunities and the construction of a new LNG export facility.

Taken together, we believe that BG Group's robust current production base, combined with our strong total reserves and resources position and positive exploration prospects, gives us the inherent potential to support a compound annual growth rate in production volumes of between 6% and 8%, right out to 2020.

* For further information on Business Performance, refer to page 3.

Energy prices have risen in response to increasing global demand. This, in turn, has stimulated cost inflation as operators seek to acquire the raw commodities and plant required to capture market opportunities. The Group is well-positioned to face these challenges; we have a long-life portfolio of base assets, where incremental development is at a lower cost, and we maintain a rigorous capital discipline in our broad portfolio of opportunities. We screen all projects against a wide range of price, cost and production scenarios to ensure that our investments generate shareholder value. We will continue to seek innovative ways to manage procurement, construction and operating costs in the current inflationary environment. Our aim throughout is to maintain today's position as a high value, low cost operator.

Portfolio developments

2007 was an important year in the development of our exploration portfolio, with notable drilling successes and the acquisition of new acreage. During the year, appraisal drilling in the Tupi discovery in the Santos Basin, offshore Brazil, found indications of significant volumes of hydrocarbons in place – potentially the largest new source of oil and gas that the world has seen for some years. The Tupi structure is at an early stage of appraisal but is now estimated to contain hydrocarbons in place of between 12 and 30 or more billion barrels of oil equivalent. BG Group has good exposure to this evolving frontier play, with all four wells in the Santos Basin so far proving successful, and further exploration drilling still to come.

We drilled 20 wells in 2007, with 12 successes, including wells in Bolivia, Brazil, Norway, Thailand and the UK. The year saw extensive seismic acquisition activity, with surveys in Algeria, Brazil, Canada, China, Libya, Nigeria, Norway, Oman, Trinidad and Tobago and the UK. We also acquired more than 4 600 square kilometres of new exploration acreage, with additional licences in Canada, India, Norway, Trinidad and Tobago and the UK.

In 2007, BG Group made important advances in a number of key producing assets. UK Continental Shelf (UKCS) contribution to Group production volumes was enhanced during the year with the start-up of the Buzzard and West Franklin fields. We made further good progress in our Karachaganak operations in Kazakhstan, working closely with partners and stakeholders to agree a new Gas Sales Agreement that will facilitate the sanction of the proposed Phase III expansion project. Investment by BG Group and partners in the development of the mid-Tapti field, offshore India, was another notable highlight; gas production from the Panna/Mukta and Tapti fields has almost doubled over the last five years.

In Trinidad and Tobago, the Group secured agreement for a further 15 years of domestic gas sales, beginning 2009, from the East Coast Marine Area (ECMA).

Our LNG business performed very strongly through the year, with managed volumes up 31%. The Group has been the Atlantic Basin leader for some time; we are now also the main supplier of Atlantic Basin LNG into Pacific Basin markets, deploying our flexible global portfolio to good effect to meet strong demand in the Asia Pacific region. We continue to expand our global fleet, taking delivery of four new LNG ships during the year. We also began to deliver the first cargoes under a new long-term supply contract with Equatorial Guinea LNG.

The Group sanctioned the Quintero regasification terminal in Chile, with the initial start-up phase planned for 2009, and the Dragon LNG import terminal in south Wales advanced towards completion. In the USA – where the Group imported 55% of all LNG supplied in 2007 – our gas marketing activity was boosted further by the addition of new capacity rights in the Cypress pipeline, connecting the Elba Island import facility to downstream markets in south Georgia and Florida. In 2007, the US regulatory authorities also approved terminal expansion and new pipeline proposals for Elba Island, which are intended to extend the Group's capacity for downstream marketing in the USA in future years.

BG Group continues to derive value from downstream gas demand driven by rapid economic growth in leading non-OECD nations. Our Transmission and Distribution (T&D) subsidiaries showed a strong performance through the year. In Brazil, Comgas sales volumes increased by 5%; the business now serves more than 500 000 customers. India's largest private gas company, Gujarat Gas, demonstrated solid growth, and growth continued at Mahanagar Gas, which serves India's economic hub, Mumbai. In our Power Generation segment, we acquired an additional gas-fuelled power plant in north-eastern USA – a region with a flexible and accessible power generation market – in a further expansion of the Group's integrated US gas marketing strategy.

BG Group's role as a leading gas company is dependent on the safe, swift and cost-effective application of innovative responses to the many operating challenges inherent in our industry.

That spirit of innovation is acknowledged in the Chief Executive's Awards, our annual ceremony highlighting the best of the technological achievements sustaining BG Group's ongoing success, which in 2007 saw some of the strongest entries in recent years.

Corporate Responsibility

As the Chairman explains in his statement, we believe that Corporate Responsibility (CR) is the bedrock of sustainable value creation. Our activities are guided by our Business Principles, which define our commitment to responsible conduct and which set out our responsibilities to our people, to the societies within which we work and to the environment. Our inclusion in the FTSE4Good index and Dow Jones Sustainability Indexes and our "Sustainable Investing

Leader" rating in the Goldman Sachs GS Sustain focus list are testament to that commitment. There is more detail on our CR performance in the BG Group Annual Report and Accounts 2007.

Safe and responsible working practices are integral to all we do at BG Group. We expect all of our people, myself included, to take personal accountability for ensuring not only their own safety but also the safety of others. We all have a continuous obligation to intervene to identify unsafe practices and promote safe behaviour. This obligation is communicated clearly and regularly through employee engagement and training across the global business.

The Group completed its detailed examination of the findings of the Baker Panel established in the aftermath of BP's 2005 Texas City refinery accident, and has tested the key conclusions against our own asset integrity systems. Those systems, already well-developed over a number of years, were refined further in 2007.

The Group's Lost Time Injury Frequency (LTIF) of 0.26 per million hours worked in 2007 was our lowest-ever figure, reflecting the continuous focus on safety across the Group. For comparison, in 1998 – the point when BG Group first embarked upon a refreshed approach to safety management – the LTIF was 6.7. None of us at BG Group forgets that behind the statistics lies the reality of injured colleagues and bereaved families. It is therefore with great regret that I report the deaths of two contractors during 2007: one in a road accident in Kazakhstan and the second working on the construction of one of the Group's new LNG ships in South Korea. In early 2008, shortly after the end of the reporting period, a contractor working on behalf of our Gujarat Gas subsidiary in India died following an incident during street works. All incidents have been examined in detail to assess lessons to be learned.

Group Executive Committee

In 2007, we announced changes to the management structure of the global business to expand our capacity for long-term strategic activity at the most senior levels of the organisation. This included the introduction of new Senior Vice President roles reporting into the Group Executive Committee (GEC) and plans to increase the number of senior positions both in the professional functions at Group level and in our country businesses. In parallel with these developments, we also reorganised the Group's activities within three geographic regions in place of five. Taken together, we believe these changes will enhance further the Group's ability to deliver on our growth ambitions. Further details of the new regional Executive responsibilities are set out in the BG Group Annual Report and Accounts 2007.

We also welcomed Graham Vinter to the GEC as our new General Counsel, and Keith Hubber as our new Company Secretary. As the Chairman notes, our Deputy Chief Executive William Friedrich announced his retirement. I would like to express my personal thanks to Bill for his tremendous contribution to the Group over the years. I would also like to thank Rick Waddell, Executive Vice President and Managing Director for South America, who stood down from the GEC shortly after the period under review.

Looking forward

In my view, 2007 demonstrated once again that our strategy and approach are robust and can be expected to provide the Group with a source of competitive advantage in the future business environment. We benefit from an established and diversified long-life asset base, combined with a broad spread of future opportunities, offering the prospect of value creation through the next decade. This is underpinned by the skills, experience and focus on delivery of all of my colleagues at BG Group. I thank them for their passion, energy and commitment to value creation; they are central to the Group's success.

Frank Chapman
Chief Executive

Summary financial accounts

The Summary Financial Statements were approved by the Board and signed on its behalf on 12 March 2008 by Ashley Almanza, Chief Financial Officer.

The independent Auditors' report on the full financial statements for the year ended 31 December 2007 and on the auditable part of the Remuneration Report is unqualified and does not contain a statement concerning accounting records or failure to obtain necessary information and explanations.

Independent Auditors' statement to the members of BG Group plc

We have examined the Summary financial accounts which comprises the Summary consolidated income statement, Business segmental analysis and the Summary consolidated balance sheet. We have also examined the Summary Remuneration Report.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

The Directors are responsible for preparing the Summary Financial Statements in accordance with applicable law.

Our responsibility is to report to you our opinion on the consistency of the Summary financial accounts and the Summary Remuneration Report within the Summary Financial Statements with the full annual Financial Statements, the Directors' Report and the Remuneration Report of BG Group plc for the year ended 31 December 2007 and its compliance with the relevant requirements of Section 251 of the Companies Act 1985 and the regulations made thereunder.

We also read the other information contained in the Summary Financial Statements and consider the implications for our statement if we become aware of any apparent misstatements or material inconsistencies with the Summary financial accounts or the Summary Remuneration Report.

This statement, including the opinion, has been prepared for and only for the Company's members as a body in accordance with Section 251 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this statement is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

BASIS OF OPINION

We conducted our work in accordance with Bulletin 1999/6, 'The auditors' statement on the summary financial statement' issued by the Auditing Practices Board. Our report on the Company's full annual Financial Statements describes the basis of our audit opinion on those Financial Statements and the Remuneration Report.

OPINION

In our opinion the Summary financial accounts and Summary Remuneration Report are consistent with the full annual Financial Statements, the Directors' Report and the Remuneration Report of BG Group plc for the year ended 31 December 2007 and comply with the applicable requirements of Section 251 of the Companies Act 1985, and the regulations made thereunder.

PRICEWATERHOUSECOOPERS LLP
Chartered Accountants and Registered Auditors
London
12 March 2008

Summary financial accounts continued

Summary consolidated income statement

for the year ended 31 December

	2007 Business Performance (a) £m	2007 Disposals, re-measurements and impairments (a) £m	2007 Total £m	2006 Business Performance (a) £m	2006 Disposals, re-measurements and impairments (a) £m	2006 Total £m
Group revenue	**8 291**	**–**	**8 291**	7 136	–	7 136
Other operating income	**39**	**(172)**	**(133)**	134	404	538
Group revenue and other operating income	**8 330**	**(172)**	**8 158**	7 270	404	7 674
Operating costs	**(5 329)**	**–**	**(5 329)**	(4 400)	(104)	(4 504)
Profit/(loss) on disposal of non-current assets	**–**	**19**	**19**	–	(49)	(49)
Operating profit/(loss)(b)	**3 001**	**(153)**	**2 848**	2 870	251	3 121
Finance income	**146**	**6**	**152**	104	23	127
Finance costs	**(120)**	**(4)**	**(124)**	(80)	(22)	(102)
Share of post-tax results from joint ventures and associates	**163**	**–**	**163**	139	–	139
Profit/(loss) before tax	**3 190**	**(151)**	**3 039**	3 033	252	3 285
Taxation	**(1 354)**	**115**	**(1 239)**	(1 348)	(113)	(1 461)
Profit/(loss) for the year	**1 836**	**(36)**	**1 800**	1 685	139	1 824
Profit attributable to:						
Shareholders (earnings)	**1 783**	**(37)**	**1 746**	1 640	139	1 779
Minority interests	**53**	**1**	**54**	45	–	45
	1 836	**(36)**	**1 800**	1 685	139	1 824
Earnings per ordinary share (pence)(c)						
Basic	52.7	(1.1)	**51.6**	47.4	4.0	51.4
Diluted	52.2	(1.1)	**51.1**	47.0	4.0	51.0
Total operating profit/(loss) including share of pre-tax operating results from joint ventures and associates	3 248	(153)	3 095	3 103	251	3 354

	2007	2006
Dividends (£m):		
Interim	**121**	103
Final	**194**	143
Dividends per ordinary share:		
Interim	**3.60p**	3.00p
Final	**5.76p**	4.20p
	9.36p	7.20p
Capital investment (£m)(d)	**2 497**	1 847
Average number of employees	**4 949**	4 665

(a) Business Performance represents the underlying performance of BG Group, excluding the impact of disposals, certain re-measurements and impairments. For a further explanation of Business Performance, see page 140 of the BG Group Annual Report and Accounts 2007.

(b) Operating profit/(loss) is before share of results from joint ventures and associates.

(c) Basic – profit attributable to shareholders divided by the weighted average number of ordinary shares in issue during the year. Diluted – as per basic, adjusted for dilutive equity instruments.

(d) Comprises expenditure on property, plant and equipment, other intangible assets and investments, including business combinations.

Business segmental analysis

for the year ended 31 December	Business Performance (a) 2007 £m	Business Performance (a) 2006 £m	Disposals, re-measurements and impairments (a) 2007 £m	Disposals, re-measurements and impairments (a) 2006 £m	Total 2007 £m	Total 2006 £m
Operating profit/(loss) before share of results from joint ventures and associates						
Exploration and Production	**2 387**	2 457	**(154)**	337	**2 233**	2 794
Liquefied Natural Gas	**394**	248	**–**	(69)	**394**	179
Transmission and Distribution	**213**	190	**1**	1	**214**	191
Power Generation	**44**	18	**–**	–	**44**	18
Other activities	**(37)**	(43)	**–**	(18)	**(37)**	(61)
	3 001	2 870	**(153)**	251	**2 848**	3 121
Pre-tax share of operating results of joint ventures and associates						
Liquefied Natural Gas	**127**	104	**–**	–	**127**	104
Transmission and Distribution	**34**	41	**–**	–	**34**	41
Power Generation	**86**	88	**–**	–	**86**	88
	247	233	**–**	–	**247**	233
Total operating profit/(loss)						
Exploration and Production	**2 387**	2 457	**(154)**	337	**2 233**	2 794
Liquefied Natural Gas	**521**	352	**–**	(69)	**521**	283
Transmission and Distribution	**247**	231	**1**	1	**248**	232
Power Generation	**130**	106	**–**	–	**130**	106
Other activities	**(37)**	(43)	**–**	(18)	**(37)**	(61)
	3 248	3 103	**(153)**	251	**3 095**	3 354

Summary consolidated balance sheet

as at 31 December	2007 £m	2006 £m
Non-current assets	**10 325**	8 464
Current assets	**5 065**	4 139
Assets classified as held for sale	**–**	85
Total assets	**15 390**	12 688
Current liabilities	**(3 884)**	(2 819)
Non-current liabilities	**(4 149)**	(3 370)
Liabilities associated with assets classified as held for sale	**–**	(34)
Total liabilities	**(8 033)**	(6 223)
Net assets	**7 357**	6 465
Total shareholders' equity	**7 225**	6 363
Minority interest in equity	**132**	102
Total equity	**7 357**	6 465

Summary Remuneration Report

This report provides a summary of BG Group's Remuneration Report. The full Remuneration Report is set out on pages 61 to 71 of the BG Group Annual Report and Accounts 2007.

The Remuneration Committee is focused on ensuring the remuneration policy enables the Group to attract, retain and motivate the executive talent required for the successful delivery of our integrated gas strategy.

During 2007, the Committee reviewed BG Group's approach to executive remuneration and the use of share-based incentives across the Group, against the international oil and gas market in which we compete for talent. The review was prompted by the continued evolution of BG Group and the need to compete with remuneration practices in new geographical areas and markets, at a time when the employment market within the oil and gas industry is becoming ever more challenging.

In order to ensure that BG Group can recruit and retain high quality management in a global market for talent, BG Group needs to offer arrangements that are competitive with all industry participants. Following consultation with our major shareholders, the Committee is seeking formal shareholder approval for a new Long Term Incentive Plan and has made some amendments to the Annual Incentive Scheme for 2008. The Committee is also seeking approval to replace our Share Incentive Plan (SIP) and Sharesave Scheme which are reaching the end of their ten year lives.

The Committee appreciates your support for these changes, which we believe are in shareholders' interests.

Baroness Hogg
Chairman of the Remuneration Committee
12 March 2008

SUMMARY REMUNERATION POLICY

BG Group needs to be able to employ and retain international employees of the highest calibre to deliver the business strategy which is set out on pages 10 to 13 of the BG Group Annual Report and Accounts 2007.

The overriding objectives of the Group's remuneration policy are:

- to enable the recruitment and retention of this limited resource; and
- to reinforce the Group's strong performance ethic.

The central premise of the policy is that, while reward arrangements should be market competitive, employees should look to performance-related incentives rather than base salaries to earn above-average reward. Performance-related incentive schemes form a significant proportion of the total reward package for executives and are designed to align their interests with those of shareholders and establish a clear link between pay and performance.

In defining BG Group's remuneration policy, the Committee takes into account advice received from external consultants and also best practice guidelines set by institutional shareholder bodies, including the principles and guidelines on executive remuneration issued by the Association of British Insurers (ABI).

To implement the policy, BG Group has a well-developed, Group-wide performance management system, and during 2007, operated three complementary performance-related incentive schemes for executives, namely the Annual Incentive Scheme (AIS), the Long Term Incentive Scheme (LTIS) and the Company Share Option Scheme (CSOS). The three schemes complement each other and enable the measurement and reward of both short- and long-term performance. Further details of the AIS, the LTIS and the CSOS are set out below.

REVIEW OF REMUNERATION

During the year, the Committee reviewed the remuneration arrangements for Executive Directors and the share-based arrangements used more widely throughout the Group. Remuneration was benchmarked on a total reward basis (i.e. including salaries, incentives and pensions) against the FTSE 30 (excluding financial services companies) and the international oil and gas companies in our current and proposed TSR comparator groups.

As a result of the review, the Committee decided to make and propose certain changes to the incentive arrangements for 2008 in order for BG Group to maintain its competitive position:

- for 2008, Group Executive Committee (GEC) annual incentive awards greater than 100% of salary will be deferred into shares that will not be released to the individual for a period of three years;
- for 2008, the maximum annual incentive opportunity for the Chief Executive will be increased from 150% to 200% of salary, and for the Chief Financial Officer from 125% to 150% of salary. Superior levels of performance will be required to achieve these new higher incentive levels;
- shareholder approval is being sought for the new Long Term Incentive Plan 2008 (LTIP) to replace the CSOS and the LTIS. In 2008, LTIP awards to Executive Directors and members of the GEC will be made via Performance Share Awards, subject to a face value limit of six times salary and an Estimated Present Value (EPV) limit of 250% of salary. All other eligible employees will be subject to the EPV limit of 250% of salary and may receive Performance Share Awards, Group Share Awards, or a combination, at the discretion of the Company.
In subsequent financial years, Executive Directors and members of the GEC may receive Performance Share Awards, Market Value Options, or a combination, at the discretion of the Company.
In addition to the above awards, other eligible employees may also receive Group Share Awards or a combination of these awards at the discretion of the Company. All awards to participants will be subject to an individual EPV limit of 300% of salary. Further details are set out on pages 133 to 135 of the BG Group Annual Report and Accounts 2007; and
- shareholder approval is also being sought to replace the SIP and the

Sharesave Scheme, which are reaching the end of their ten year lives.

BASE SALARIES

For the 2007 salary review, Executive Directors' salaries were benchmarked against the FTSE 30 (excluding financial services companies) with changes taking effect from 1 April. This review takes into account individual performance, experience and market competitiveness. Pensionable salary is derived from base salary only.

ANNUAL INCENTIVE SCHEME

The Group operates a cash-based annual incentive scheme, which in 2007 provided an incentive opportunity in the range of 0% to 150% of base salary (0% to 200% for 2008).

At the start of the incentive year (1 January), the Board sets challenging budget and stretch financial performance targets and the Committee endorses other performance measures, notably with respect to health, safety and environmental indicators. Bonuses at the higher end of the range are payable only for demonstrably superior Group and individual performance.

For the Executive Directors, the performance measures for the 2007 incentive year were EPS[a], return on average capital employed[b] (ROACE), and performance against a Health, Safety and Environment (HSE) balanced scorecard[c].

In determining the actual incentive payment, the Committee considers these results against the context of the overall performance of the business and of the individual.

LONG-TERM INCENTIVES

The narrative below relates to the current schemes that operated during the 2007 financial year. As noted above, approval is being sought for the introduction of a new LTIP, which will replace these schemes. Further details of the LTIP can be found on page 16.

LONG TERM INCENTIVE SCHEME (LTIS)

A limited number of key employees are allocated Company shares under the LTIS. This allocation marks the beginning of a three year performance period. The Company's TSR[d] performance against that of a comparator group of companies over the three year period will determine what proportion of the allocated shares will be transferred into the ownership of the employee. There is no retest provision.

The LTIS comparator group for the 2007 allocation comprises 16 international oil and gas companies (including BG Group plc) of which nine are headquartered in the USA, one in the UK and five elsewhere in Europe[e].

The Committee has set the following performance conditions for allocations made under the LTIS. For 100% of the allocated shares to be transferred, the Company's TSR performance must be top of the comparator group. For 75% of shares to be transferred, upper quartile TSR performance is required. Only 30% of the allocated shares will be transferred if median TSR performance is achieved. Where performance is between upper quartile and top or between medium and upper quartile, the percentage of shares to be transferred is determined on a proportionate basis. Below the median, all shares will be forfeited.

The performance period for the 2004 allocation ended on 2 September 2007 and 75% of the original allocation were transferred to eligible employees on 6 September 2007 in accordance with the performance condition. The aggregate market value of shares transferred to Executive Directors was £10 697 887.

COMPANY SHARE OPTION SCHEME (CSOS)

The Company grants an option over its shares to each eligible employee and the option price is set at the fair market value at the time of the grant. The CSOS measures performance according to EPS growth relative to the growth in the Retail Prices Index excluding mortgage interest repayment (RPIX). The calculation of EPS growth for grants made on or after 21 July 2004 has been made using constant commodity prices and constant exchange rates. To the extent that the performance target has been met three years from the date of grant, the option may be exercised (in whole or in part) at any time up to the expiry of ten years from the date of grant.

For the grants made in 2004 to 2007, the Remuneration Committee set the following performance target. For all of the options to be exercisable, the Company must achieve EPS growth over three years of RPIX plus 30%. Half of the award will be exercisable if EPS growth over three years is RPIX plus 15%. A proportion of between half and all of the options will be exercisable if the Company achieves EPS growth over three

FOOTNOTES

(a) EPS is calculated by dividing the earnings for the financial year (on a Business Performance measure) by the weighted average number of ordinary shares in issue and ranking for dividend during the year. The Committee believes that EPS provides an appropriate measure of company growth. EPS is published quarterly when BG Group reports its results. EPS is adjusted to exclude the volatility of upstream prices, the US$/UK£ exchange rate, the volatility of natural gas prices on contracted LNG cargoes and the Comgas regulatory current account.

(b) Average capital employed consists of total equity excluding commodity financial instruments (including associated deferred tax) and net funds/borrowings, averaged between the start and the end of the year. Average capital employed is adjusted to exclude the volatility of upstream prices and the US$/UK£ exchange rate. Return on average capital employed represents Business Performance profit after tax excluding net finance income/costs on net funds/borrowings, adjusted as in (a), as a percentage of average capital employed.

(c) The HSE balanced scorecard measures performance across a range of leading and lagging indicators reflecting the Group's commitment to HSE, and is designed to ensure that HSE performance is explicitly considered within the incentive framework.

(d) TSR is defined as the return on investment obtained from holding a company's shares over a period. It includes dividends paid, the change in the capital value of the shares and other payments to, or by, shareholders within the period. TSR is calculated on a common currency basis to ensure that international comparisons are fair. The Committee believes the TSR is an appropriate measure of relative performance.

(e) Anadarko Petroleum Corporation, BP plc, Chevron Corporation, ConocoPhillips, Duke Energy Corporation, El Paso Corporation, ENI S.p.A., Exxon Mobil Corporation, Hess Corporation, Marathon Oil Corporation, Occidental Petroleum Corporation, Repsol YPF S.A., Royal Dutch Shell plc, StatoilHydro ASA (formerly Statoil ASA and Norsk Hydro ASA) and Total S.A.

The adjustments in (a) and (b) are independently reviewed.

years of RPIX plus between 15% and 30% respectively. Below this, the option cannot be exercised. There is no retesting.

Ashley Almanza and William Friedrich exercised CSOS options during the year. The aggregate gain was £2 323 451 and £2 685 210 respectively.

ALL-EMPLOYEE SHARE SCHEMES

In order to encourage share ownership, the Company currently provides two all-employee share schemes for its UK employees, the Share Incentive Plan (SIP) and the Sharesave Scheme.

PENSIONS

The Executive Directors are members of the BG Pension Scheme and the BG Supplementary Benefits Scheme. Benefits accrue at a rate designed to target a pension of two-thirds of their final 12 months' salary on retirement from BG Group at age 60, inclusive of retained benefits.

SERVICE CONTRACTS

The Executive Directors' service contracts, including arrangements for early termination, are carefully considered by the Committee and are designed to recruit, retain and motivate Directors of the quality required to manage the Company. The Committee considers that a rolling contract with a notice period of one year is appropriate. Executive Directors are subject to election by shareholders at the first AGM following their appointment.

In line with the Company's policy, the Executive Directors' service contracts contain change of control provisions. Should the Directors' employment be terminated within 12 months of a change of control, they are entitled to liquidated damages. The amount of liquidated damages is equal to one year's gross salary and a credit of one year's pensionable service (less any deductions the employer is required to make), which the Committee considers to be a genuine pre-estimate of loss.

Other than change of control, the Executive Directors' service contracts do not contain provisions for compensation in the event of early termination.

NON-EXECUTIVE DIRECTORS

Non-executive Directors are appointed by the Board for an initial term of three years, subject to election by shareholders at the first AGM following their appointment. There is no notice period and no provision for termination payments. They are paid a basic annual fee of £65 000. Additional fees are also payable, for example, for membership of, or chairing, a committee of the Board or acting as Senior Independent Director. Fees are reviewed every two years, taking into account time commitment, competition for high quality non-executive directors and market movements.

Non-executive Directors are not eligible to participate in any of the Company's share schemes, incentive schemes or pension schemes.

CHAIRMAN

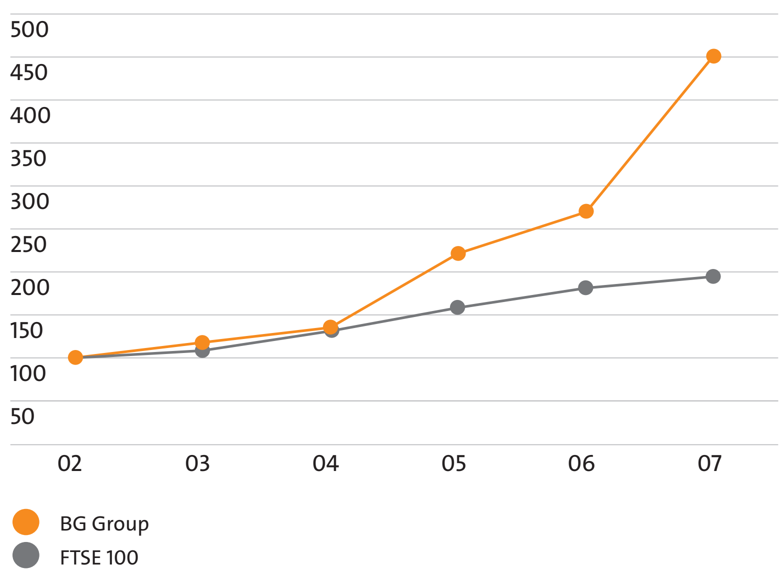
Sir Robert Wilson was initially appointed as Chairman with effect from 1 January 2004 and was re-appointed with effect from 1 January 2007. In line with the non-executive Directors, Sir Robert's re-appointment is for a three year term and there is no notice period and no provision for payment in the event of early termination. The fee paid to Sir Robert Wilson is £625 000 per annum, which is next subject to review effective 1 January 2009.

PERFORMANCE GRAPH

The graph below shows BG Group's TSR performance for the five year period ended 31 December 2007 (calculated in accordance with the Directors' Remuneration Report Regulations 2002) against the performance of the FTSE 100.

The FTSE 100 was chosen because this is a recognised broad equity market index of which the Company is a member.

Historical TSR Performance
Growth in the value of a hypothetical £100 holding over five years
FTSE 100 comparison based on spot values



Summary Directors' emoluments, pension benefits and shareholdings

	Total emoluments excluding pension (a) 2007 £	Total emoluments excluding pension (a) 2006 £	**Accrued annual pension 2007 £000 pa**	Accrued annual pension 2006 £000 pa	**Beneficial interests in ordinary shares (b) 2007 No of shares**	Beneficial interests in ordinary shares (b) 2006 No of shares
Chairman						
Sir Robert Wilson	**627 394**	552 945	**–**	–	**80 000**	80 000
Executive Directors[c]						
Ashley Almanza	**1 268 403**	1 087 392	**155**	126	**320 914**	176 591
Frank Chapman	**2 400 754**	1 805 754	**510**	438	**718 320**	435 815
Non-executive Directors[d]	**620 189**	526 786	**–**	–	**161 870**	161 189
Former Directors						
William Friedrich[e]	**1 483 922**	1 418 767	**451**	385	**626 872**	619 593
Sir Richard Giordano[f]	**20 915**	49 628	**–**	–	**n/a**	n/a

(a) Total emoluments include taxable benefits, where appropriate.

(b) Interests include shares acquired pursuant to the SIP but exclude interests in shares under the LTIS, CSOS and Sharesave Scheme.

(c) Total emoluments of Executive Directors include payments under the AIS in respect of 2006 and 2007.

(d) Each non-executive Director was paid a fee of £57 500 per annum until 30 June 2006. From 1 July 2006, this fee was increased to £65 000 per annum. A fee of £5 000 per annum was also paid for membership of each of the Audit, Corporate Responsibility and Remuneration committees, other than for the chairmen of those committees. The chairmen of the Audit, Corporate Responsibility and Remuneration committees received fees of £15 000, £10 000 and £10 000 per annum respectively until 30 June 2006. From 1 July 2006, these fees increased to £20 000 per annum for chairing the Audit Committee and £15 000 per annum for chairing the Corporate Responsibility and Remuneration committees. Paul Collins received a fee of £20 000 per annum as Senior Independent Director.

(e) William Friedrich stepped down from the Board on 13 December 2007.

(f) Sir Richard Giordano retired as Chairman and Director on 31 December 2003. Sir Richard continues to be entitled to private medical insurance and long-term care insurance. The long-term care insurance is being paid by ten instalments.

Notice of ninth Annual General Meeting of BG Group plc

The ninth Annual General Meeting ("AGM" or "Meeting") of BG Group plc (the "Company") will be held in Hall 1 of the International Convention Centre, Birmingham B1 2EA on Wednesday, 14 May 2008 at 2.00pm for the transaction of the business set out below.

This Notice contains the resolutions to be voted on at the Company's AGM. Resolutions 1 to 13 below are ordinary resolutions that will be passed if more than 50% of the votes cast are in favour of the resolutions. Resolutions 14 to 16 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 set out below. 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 2007.

Resolution 2
To approve the Remuneration Report as set out on pages 61 to 71 of the BG Group plc Annual Report and Accounts for the year ended 31 December 2007.

Resolution 3
To declare a final dividend in respect of the year ended 31 December 2007 of 5.76 pence per ordinary share payable on 23 May 2008 to holders of ordinary shares on the register of shareholders of the Company at the close of business on 11 April 2008.

Resolution 4
To elect Dr John Hood as a Director of the Company.

Resolution 5
To re-elect Baroness Hogg as a Director of the Company.

Resolution 6
To re-elect Sir John Coles as a Director of the Company.

Resolution 7
To re-appoint PricewaterhouseCoopers LLP as Auditors of the Company, to hold office until the conclusion of the next general meeting at which accounts are laid before the Company.

Resolution 8
To authorise the Audit Committee to determine the remuneration of the Auditors.

Resolution 9
That, in accordance with Section 366 and 367 of the Companies Act 2006 (the "2006 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 not exceeding £15 000 in total;

(b) make political donations to political organisations other than political parties not exceeding £15 000 in total; and

(c) incur political expenditure not exceeding £20 000 in total;

during the period beginning with the date of the passing of this Resolution and ending at the conclusion of the AGM of the Company in 2009.

For the purpose 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 2006 Act.

Resolution 10
That the authority conferred on the Directors by Article 12.2 of the Company's Articles of Association be renewed and for this purpose:

(a) the Section 80 amount be £117 078 772; and

(b) the prescribed period be the period ending at the conclusion of the AGM of the Company in 2009.

Resolution 11
That the rules of the BG Group plc Long Term Incentive Plan 2008 (the "LTIP"), contained in the document produced to the Meeting and signed by the Chairman for the purposes of identification be approved and adopted and the Directors be authorised to establish such further plans for the benefit of employees outside the UK based on the LTIP subject to such modifications as may be necessary or desirable to take account of non-UK securities laws, exchange control and tax legislation, and provided that any shares of the Company made available under such further plans are treated as counting against any limits on individual participation, or overall participation in the LTIP.

Resolution 12
That the rules of the BG Group plc Sharesave Plan 2008 (the "Sharesave Plan") contained in the document produced to the Meeting and signed by the Chairman for the purposes of identification be approved and adopted and the Directors be authorised to establish such further plans for the benefit of employees outside the UK based on the Sharesave Plan subject to such modifications as may be necessary or desirable to take account of non-UK securities laws, exchange control and tax legislation, and provided that any shares of the Company made available under the Sharesave Plan are treated as counting against any limits on individual participation, or overall participation in such further plans.

Resolution 13
That the rules of the BG Group plc Share Incentive Plan 2008 (the "SIP") contained in the document produced to the Meeting and signed by the Chairman for the purposes of identification be approved and adopted and the Directors be authorised to establish such further plans for the benefit of employees outside the UK based on the SIP subject to such modifications as may be necessary or desirable to take account of non-UK securities laws, exchange control and tax legislation, and provided that any shares of the Company made available under the SIP are treated as counting against any limits on individual participation, or overall participation in such further plans.

1. This document is important. If you are in any doubt about its content, you should consult an appropriate independent adviser.
   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.
2. The following documents, which are available for inspection during normal business hours at the registered office of the Company and at the offices of Herbert Smith LLP, Exchange House, Primrose Street, London, EC2A 2HS on any weekday (Saturdays, Sundays and public holidays excluded), will also be available for inspection at the place of the AGM from 1.00pm on the day of the Meeting until its conclusion:
   (i) copies of all Directors' service contracts and letters of appointment;
   (ii) the register of interests of the Directors in the share capital of the Company;
   (iii) the Memorandum and Articles of Association of the Company and the Articles of Association amended to reflect the changes proposed by Resolution 16;
   (iv) the rules of the BG Group plc Long Term Incentive Plan 2008 proposed by Resolution 11;
   (v) the rules of the BG Group plc Sharesave Plan 2008 proposed by Resolution 12; and
   (vi) the rules of the BG Group plc Share Incentive Plan 2008 proposed by Resolution 13.
3. The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, specifies that only those holders of ordinary shares registered in the register of members of the Company as at 6.00pm on 12 May 2008 or their duly appointed proxies shall be entitled to attend or vote at the AGM in respect of the number of ordinary shares registered in their name at that time. Changes to entries on the register of members after 6.00pm on 12 May 2008 shall be disregarded in determining the rights of any person to attend or vote at the Meeting.

SPECIAL RESOLUTIONS

Resolution 14

That the Directors be empowered to allot equity securities (as defined in Section 94 of the Companies Act 1985 as amended (the "1985 Act")), entirely paid for in cash:

(a) of an unlimited amount in connection with a rights issue (as defined in the Company's Articles of Association); and

(b) otherwise than in connection with a rights issue, of an amount up to £16 720 201, free of the restrictions in Section 89(1) of the 1985 Act provided that:

(i) this power shall expire at the conclusion of the AGM of the Company in 2009 and is in substitution for all previous such powers, which shall cease to have effect from the date of this Resolution, without affecting the validity of any allotment of securities already made under them; and

(ii) during that period, the Directors can make offers and enter into agreements that would, or might, require equity securities to be allotted after that period.

In working out the maximum amount of equity securities for the purposes of paragraph (b) above, the nominal value of rights to subscribe for shares or to convert any securities into shares will be taken as the nominal value of the shares that would be allotted if the subscription or conversion takes place.

For the purposes of this Resolution:

(a) references (except in paragraph (b) below) to an allotment of equity securities shall include a sale of Treasury shares; and

(b) the power granted by this Resolution, insofar as it relates to the allotment of equity securities rather than the sale of Treasury shares, is granted pursuant to the authority under Section 80 of the 1985 Act conferred by Resolution 10.

Resolution 15

That the Company be generally and unconditionally authorised to make market purchases (within the meaning of Section 163(3) of the Companies Act 1985) of ordinary shares of 10 pence each of the Company (''ordinary shares") provided that:

(a) the maximum number of ordinary shares hereby authorised to be acquired is 334 404 035;

(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 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

(d) the authority hereby conferred shall expire at the conclusion of the AGM of the Company in 2009 but a contract for purchase may be made before such expiry that will or may be executed wholly or partly thereafter, and a purchase of ordinary shares may be made in pursuance of any such contract.

Resolution 16

That the Articles of Association contained in the document produced to the Meeting and signed by the Chairman for the purposes of identification be approved and adopted as the new Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association, with effect from the conclusion of the AGM.

Registered Office:	By order of the Board
100 Thames Valley Park Drive	Keith Hubber
Reading	Company Secretary
Berkshire RG6 1PT	
Registered in England & Wales No. 3690065	12 March 2008

A shareholder entitled to attend and vote is entitled to appoint a proxy or proxies to attend, vote and speak instead of him/her. A proxy need not be a shareholder of the Company. Further details on how to appoint a proxy are given on page 21.

EXPLANATORY NOTES

In line with the recommendations by Paul Myners and the Shareholder Voting Working Group issued in January 2004 (the 'Myners Report'), which the Company has met in full since that time, voting at the Meeting will be by poll rather than by show of hands. The Chairman will invite each shareholder 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.

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 2007, the Directors' Report, the Remuneration Report and the Auditors' Report on the accounts and the auditable part of the Remuneration Report.

Remuneration Report (Resolution 2)

UK listed companies must put an ordinary resolution to shareholders at the AGM seeking approval of the Remuneration Report. The vote is advisory in nature, in that 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 year ended 31 December 2007 of 5.76 pence 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 will be paid on 23 May 2008 to ordinary shareholders who were on the register of the Company at the close of business on 11 April 2008. American Depositary Share (''ADS") holders will be entitled to receive the US Dollar equivalent of £0.288 per ADS on 2 June 2008.

An interim dividend for the year ended 31 December 2007 of 3.60 pence per ordinary share was paid on 14 September 2007.

Election of Directors (Resolution 4)

The Company's Articles of Association require any Director newly appointed by the Board to retire at the first AGM following their appointment.

Dr John Hood was appointed to the Board as a non-executive Director on 26 April 2007. He is a member of the Audit Committee and the Corporate Responsibility Committee. Biographical details of Dr Hood are given on page 47 of the BG Group Annual Report and Accounts 2007. In reviewing the recommendation of the Nominations Committee concerning this election, the Board concluded that Dr Hood is independent in character and judgment, makes an effective and valuable contribution to the Board and demonstrates commitment to the role. The Board unanimously recommends his election.

Re-election of Directors (Resolutions 5 and 6)

Directors are normally subject to re-election by shareholders every three years. Baroness Hogg was elected as a Director at the AGM held in May 2005 and is therefore subject to re-election at this year's AGM. Sir John Coles was first elected to the Board of BG plc at its AGM in April 1998 and therefore will have served on the Board for more than ten years at the date of the 2008 AGM. In accordance with provision A.7.2 of the Combined Code, he is subject to re-election on an annual basis. He was last re-elected at the 2007 AGM.

Biographical details of Baroness Hogg and Sir John Coles are shown on pages 46 and 47 of the BG Group Annual Report and Accounts 2007. In reviewing the recommendation of the Nominations Committee concerning these re-elections, the Board has concluded that Baroness Hogg and Sir John Coles, are independent in character and judgment. In addition and, following the annual evaluation exercise conducted during the year, the Board considers that each of the Directors proposed for re-election continues to make an effective and valuable contribution and demonstrates commitment to the role. Accordingly, the Board unanimously recommends their re-election.

Re-appointment and remuneration of Auditors (Resolutions 7 and 8)

The Company is required to appoint auditors at each general meeting at which accounts are laid before the Company, to hold office until the next such meeting. Following the recommendation of the Audit Committee, the Directors propose that PricewaterhouseCoopers LLP be re-appointed as Auditors of the Company. Resolution 8 proposes that the Audit Committee be authorised to determine the level of the Auditors' remuneration.

Political donations (Resolution 9)

Resolution 9 is designed to deal with rules on political donations and expenditure contained in Part 14 of the 2006 Act (Sections 362 to 379). Under Section 378 of the 2006 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.

As stated in its Business Principles, it is the Company's policy not to make contributions to political parties. There is no intention to change that policy. What constitutes a 'political donation', a 'political party', a 'political organisation' or 'political expenditure' under the 2006 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 2006 Act, the Board considers that it would be prudent to follow the procedure specified in the 2006 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 AGM of the Company in 2009. This authority will not be used to make any political donations as that expression would normally be understood.

Authority to allot shares (Resolution 10)

The Directors are currently authorised to allot relevant securities. However, this authority terminates on the date of the 2008 AGM. This Resolution proposes that such authority be renewed and that the Directors be authorised to allot up to 1 170 787 720 ordinary shares for the period ending at the conclusion of the Company's AGM in 2009. The authority represents 33 1/3% (excluding Treasury shares) of the share capital of the Company in issue at 4 March 2008, together with shares outstanding under BG Group's option schemes. This amount complies with guidelines issued by investor bodies. The Directors have no present intention of issuing any relevant securities other than pursuant to employee share schemes.

BG Group plc Long Term Incentive Plan 2008 (Resolution 11)

This Resolution seeks shareholders' authority for the introduction of the Long Term Incentive Plan 2008 (the "LTIP"). Following a review by the Remuneration Committee (the "Committee") of the share-based reward arrangements that apply to Executive Directors, members of the Group Executive Committee (the "GEC") and other international executives, it is proposed to introduce the LTIP. This new LTIP will replace the existing discretionary share-based incentive plans, introduced in 2000, namely: the Company Share Option Scheme; and the Long Term Incentive Scheme.

The Committee's review concluded that the growth and development of the Company's business, coupled with the economics and demographics of the oil and gas industry, mean that the Company now requires a greater degree of flexibility in its share-based incentive arrangements.

The Company's expansion into new geographic areas and markets has increasingly demonstrated that its current share-based incentives differ from the norms in those geographic areas and markets. Although it is possible to address these challenges by compensating in other areas of the reward package, the Committee considers it preferable to adopt one overall share-based plan that has the flexibility to be competitive in each market. The LTIP has been developed to meet this objective, in consultation with major shareholders and their representative bodies. A summary of the main features of the LTIP is set out below:

1. Introduction

This summary outlines the main features of the LTIP, under which the Company may make awards to employees of the Group including Executive Directors and senior management of the Company. The LTIP will replace the existing Long Term Incentive Scheme and the Company Share Option Scheme.

Awards under the LTIP may be made as Performance Share Awards, Group Share Awards or Market Value Options. The vesting of all awards will (subject to limited exceptions set out below) be dependent on continued employment and the requirement that the individual's performance has not fallen significantly below that expected since the date of grant. All awards have substantially the same terms unless stated otherwise. Awards are not pensionable.

The vesting of Performance Share Awards will be subject to the satisfaction of additional conditions linked to the performance of the Company. The vesting of Group Share Awards may be subject to the satisfaction of Company-linked performance conditions. No Group Share Awards will be made to Executive Directors of the Company nor to members of the GEC.

Performance Share Awards and Group Share Awards may be made in a number of different ways including: conditional share awards, nil cost options or restricted shares.

Awards granted as Market Value Options will have an exercise price based on the market value of shares at the time of grant. The exercise of such options granted to the Executive Directors of the Company or the members of the GEC will be subject to the satisfaction of additional conditions linked to Company performance. These performance conditions will be discussed with major shareholders prior to the grant of any Market Value Options.

The LTIP also provides flexibility to make economically equivalent awards (including cash awards), for example as a result of local tax or regulatory considerations, if this is appropriate in any jurisdiction.

Exceptionally, awards to Executive Directors and members of the GEC may be made without Company-linked performance conditions, for example to facilitate recruitment in exceptional circumstances.

On the initial operation of the LTIP, it is intended that Executive Directors and members of the GEC will only be granted Performance Share Awards.

2. Operation
Awards will normally be made within 42 days after the announcement of the Company's results for any period. Awards may also be made at other times in exceptional circumstances. It is intended that the first awards will be made on 2 September 2008.

3. Eligibility
All employees and Executive Directors of the Company or of any subsidiary of the Company are eligible to participate in the LTIP. Participation by Executive Directors, including the size of the awards and the terms of the performance conditions, will be determined by the Committee.

4. Performance conditions
Where the receipt of shares and the number of shares received is subject to the satisfaction of certain pre-determined performance conditions, then the aim will be to link receipt to an improvement in the performance of the Company over a performance period of not less than 3 years. In addition, awards may be forfeited or the vesting reduced if over the vesting period the performance of the individual has fallen significantly below that expected since the date of grant.

The performance conditions will be set by the Committee each time the LTIP is operated. In respect of the initial Performance Share Awards to be made in September 2008, it is intended that the receipt of shares will be conditional on the satisfaction of the performance conditions described below. In addition, the Committee must be satisfied that the underlying performance of the Company justifies the vesting of awards and the level of vesting. The performance period will be a single three year period which will begin on 1 September 2008 and end on 31 August 2011. Awards will vest on the later of the testing of the performance conditions and the third anniversary of the date of grant.

Vesting will be based on the Company's three year total shareholder return ("TSR") relative to a weighted index comprised of a selection of industry peers. No shares will vest if the Company's TSR is less than the index TSR. If the Company's TSR is equal to the index TSR, 25% of an award will vest. If the Company's TSR meets or exceeds 122.5% of the index (7% per annum compound out-performance), 100% of an award will vest. Between these two points Performance Share Awards will vest on a linear sliding scale basis. The preliminary constituents of the index for 2008 awards are as follows:

Anadarko Petroleum Corporation; Apache Corporation; BP plc; Chevron Corporation; ConocoPhillips; Devon Energy Corporation; ENI S.p.A.; EOG Resources, Inc.; Exxon Mobil Corporation; Hess Corporation; Marathon Oil Corporation; Petro-Canada; Repsol YPF S.A.; Royal Dutch Shell plc; StatoilHydro ASA; Talisman Energy Inc.; Total S.A.; and Woodside Petroleum Ltd.

Awards will lapse at the end of the performance period to the extent that the performance conditions have not been satisfied. There will be no retesting.

The Committee may set different performance conditions from those described above for future awards, and where these are not substantively the same as existing conditions they will be discussed with major shareholders before making any such awards. Performance conditions will be described in the Remuneration Report in the Annual Report and Accounts.

The Committee may also vary or adjust the performance conditions applying to existing awards to take account of events the Committee considers exceptional, including technical events, such as changes in accounting standards and treatment, and the takeover of a company in the index, provided that, in the opinion of the Committee, the amended conditions are fair and reasonable and no less challenging than the original conditions would have been but for the event.

5. Individual limits
The Company increasingly operates in markets outside the UK and requires the flexibility to offer incentive packages which are competitive in those markets. This includes being able to make share-based awards in different forms under the LTIP. To ensure that the Company can measure the value of the different types of awards on a consistent basis across the different markets, there will be an individual limit on participation in any financial year linked to the Estimated Present Value ("EPV") of awards.

The overriding EPV limit on individual participation in the first financial year of operation of the LTIP will be 250% of salary. For subsequent financial years, it is intended that the limit will be 300% of salary. EPV of share-based incentives is calculated as the present value of the average outcome weighted by the probability of that outcome. This takes into account the difficulty of achieving the associated performance conditions, and factors such as volatility and risk of forfeiture. EPV will be calculated by the Committee's independent adviser.

An additional constraint will also operate whereby a separate limit of six times salary will apply to the face value of each of the three types of award, being Performance Share Awards, Group Share Awards and Market Value Options, in any one financial year. No Group Share Awards will be made to Executive Directors of the Company or members of the GEC. No Market Value Options will be granted in the first financial year of operation of the LTIP.

Both EPV and face value limits may be exceeded only in exceptional circumstances such as recruitment. The limits will be notified to shareholders each year in the Remuneration Report, together with details of the performance conditions.

An award will normally lapse where participants leave the Group before they become eligible to receive the shares unless the employment ceases due to ill health, injury or disability, retirement, redundancy, death, where there is a sale of the employing business or company, or for other reasons specifically allowed by the Committee. If a participant ceases employment in such circumstances, any subsisting awards held by that participant will normally be tested for satisfaction of any performance conditions at the time of leaving employment. Except on death, the number of shares which may be acquired will be reduced on a pro-rata basis to take account of the proportion of the vesting period when the participant was not in employment, unless the

Committee decides otherwise. The Committee may use its discretion to test performance at the end of the original performance period. If this occurs, awards will be pro-rated for time as described above unless the Committee decides otherwise.

6. Change of control, merger or other reorganisations
Generally, on a takeover, scheme of arrangement, merger or other corporate reorganisation, the number of shares received (if any) will be calculated by applying any performance conditions as at the date of the event. Alternatively, participants may be allowed or required by the Company to exchange their shares for shares in the acquiring company. Time pro-rating will apply if the Committee determines that this is appropriate given the circumstances of the change of control.

7. Variations
Participants will be notified by the Company where there is a variation in the share capital of the Company, a demerger or a special dividend. Upon such an event, the Committee may adjust the awards in any way it considers appropriate.

8. Rights
Conditional share awards and options will not enjoy any shareholder rights until the shares have been acquired by the participant. However, participants may receive a payment in cash (or shares) of an amount equal to the dividends which would have been payable on the shares received during the vesting period. In the case of restricted shares, participants are entitled to dividends and to vote the shares during the vesting period unless the Company determines otherwise.

Any shares issued under the LTIP will rank equally with shares of the same class and in issue on the date of allotment except in respect of rights by reference to a record date prior to the date of allotment. In addition, Treasury shares may be used to satisfy awards under the LTIP.

9. Dilution limits
In any ten year period, not more than 10% of the issued ordinary share capital of the Company may be issued or committed to be issued under the LTIP and all other employee share plans operated by the Company. In addition, in any ten year period, not more than 5% of the issued ordinary share capital of the Company may be issued or committed to be issued under the LTIP and all other discretionary share plans adopted by the Company. If shares are transferred from treasury to satisfy awards, these will also be counted towards the dilution limits for as long as this is required by the Association of British Insurers' guidelines.

10. Amendments to the LTIP
The Committee may amend the LTIP as it considers appropriate. However, shareholder approval will be required to amend certain provisions of the LTIP if they are to the advantage of the participants. These provisions relate to: eligibility; individual and plan limits; the basis for determining entitlements to shares; rights attaching to shares; rights in the event of a variation in the Company's share capital; and the amendment powers.

11. Termination
The Committee may terminate the LTIP at any time which will, in any event, end on the tenth anniversary of the approval of the shareholders.

BG Group plc Sharesave Plan 2008 (Resolution 12)
This resolution seeks shareholders' authority for the introduction of the Sharesave Plan 2008 (the "Sharesave Plan") to replace the existing BG Group Sharesave Scheme which is due to expire. As with the existing Sharesave Scheme, the new Sharesave Plan will be approved by HM Revenue & Customs ("HMRC") in the UK and will enable the Company to offer UK employees the opportunity to acquire shares in the Company in a tax-favoured way. A summary of the main features of the Sharesave Plan is set out below:

1. Invitations
When the Sharesave Plan is operated, invitations must be sent to any eligible employee or full-time Executive Director that satisfies the following conditions:

- they are employed by the Company or any participating subsidiary of the Company; and
- they have been continuously employed by the Company or a participating subsidiary of the Company for a minimum period (up to five years).

In addition, the Directors may send invitations to any other employee (including Executive Directors) of the Company or any participating subsidiary of the Company who do not meet those criteria.

Invitations will normally be made within 42 days of an announcement of results and in other exceptional circumstances. Options will not be pensionable.

2. Savings contract
The principle of the Sharesave Plan is that an employee is granted an option to acquire Company shares at a fixed option price (see below). The employee must enter into a savings contract and save at least £5 but not more than £250 per month (or such other sum as may be allowed by legislation). Shares can only be bought with the amount saved plus any bonus paid under the savings contract.

3. Option price
The option price must not be less than 80% of the market value of the shares on the business day before the date of grant or the average market value over the three preceding business days.

4. Plan limits
In any ten year period, not more than 10% of the issued ordinary share capital of the Company may be issued or committed to be issued under the Sharesave Plan and all other employee share plans operated by the Company. If shares are transferred from treasury to satisfy options these will also be counted towards the dilution limits for as long as this is required by the Association of British Insurers' guidelines.

5. Exercise of options
Options are normally exercisable within six months after the third, fifth or seventh anniversary of the start of the savings contract. Options may, however, be exercised early in certain circumstances. These include, for example, an employee leaving because of injury, disability, retirement, death or redundancy or his employing company or business being sold out of the Group. On cessation of employment for other reasons, options will normally lapse.

6. Change of control, merger or other reorganisation
Options may generally be exercised early on a takeover, scheme of arrangement, merger or other reorganisation. Alternatively, optionholders may be allowed or required to exchange their options for options over shares in the acquiring company.

7. Issue of shares
Any shares issued on the exercise of options will rank equally with shares of the same class in issue on the date of allotment except in respect of rights arising by reference to a prior record date. Treasury shares may also be used for the Sharesave Plan.

8. Variation in share capital
Options may be adjusted following any variation in the share capital of the Company.

9. Amendments to the Sharesave Plan
The Committee may amend the Sharesave Plan as it considers appropriate. However, shareholder approval will be required to amend certain provisions of the Sharesave Plan if they are to the advantage of the participants. These provisions relate to: eligibility; individual and plan limits; the basis for determining entitlements to shares; rights attaching to shares;

rights in the event of a variation in the Company's share capital; and the amendment powers. Amendments to the Sharesave Plan are subject to prior approval of HMRC.

BG Group plc Share Incentive Plan 2008 (Resolution 13)

This resolution seeks shareholders' authority to renew the BG Group Share Incentive Plan (to be re-named the BG Group plc Share Incentive Plan 2008 ("SIP")), which is due to expire in 2010 and to restate its rules in modern format. The SIP will continue to be approved by HMRC and will enable the Company to offer UK employees the opportunity to acquire shares in the Company in a tax-favoured way. A summary of the main features of the SIP is set out below:

1. Introduction

The SIP offers three ways to provide shares to employees based in the UK, namely: free; partnership; and matching shares. The SIP contains all three elements, and the Directors have power to decide which, if any, of them should be used. The SIP operates in conjunction with a trust, which will hold shares on behalf of employees. It is intended that HMRC approval for the renewal of the SIP will be sought in due course. Benefits under the SIP are not pensionable.

2. Eligibility

UK employees and Executive Directors of the Company and any subsidiaries designated by the Directors as participating companies are eligible to join the SIP, if they have worked for the Company or a participating company for a qualifying period determined by the Directors, which may not exceed 18 months.

3. Free shares

The SIP provides for the award of free shares worth up to a maximum set by the legislation (currently £3 000) to each eligible employee each year. The shares must generally be offered on similar terms, but the award may be subject to performance targets. 'Similar terms' means the terms may only be varied by reference to remuneration, length of service or hours worked.

Free shares must be held in trust for a period of between three and five years at the discretion of the Company and will be free of UK income tax and social security if held in trust for five years. If a participant leaves employment with the Group, his shares cease to be subject to the SIP. The SIP may be operated on the basis that the shares are forfeited if the participant leaves employment within three years of the award other than through death, retirement, redundancy, injury or disability, or his employing company or business being sold out of the Group.

4. Partnership shares

The SIP provides for employees to be offered the opportunity to purchase shares out of monthly savings contributions from pre-tax salary up to the maximum set by the legislation (currently £1 500 in each tax year, or 10% of salary if less). Employees can stop saving at any stage. The employees' contributions may be used to buy partnership shares immediately or accumulated for up to 12 months before they are used to buy shares. Where they are accumulated, the price at which they are acquired is the lesser of the price at the beginning of the accumulation period and the end.

Partnership shares can be withdrawn from the SIP by the participant at any time, but there will be a UK tax and social security liability if the shares are withdrawn before five years.

5. Matching shares

The SIP provides that where employees buy partnership shares, they may be awarded additional free matching shares by the Company on a matching basis, up to a current maximum of two matching shares for each partnership share. Matching shares must be held in trust for a minimum of three years and will be free of UK income tax and social security if held in trust for five years.

The SIP may be operated on the basis that if a participant withdraws his corresponding partnership shares before the Trustees have held them for up to three years, he will forfeit the linked matching shares. If the participant ceases to be employed within the minimum three year period (or within such shorter period as the Directors may decide) other than for a specified reason such as retirement, redundancy or disability, his matching shares will be forfeited.

6. Dividends

The SIP provides that Directors may permit any dividends paid on the free, partnership or matching shares to be re-invested in the purchase of additional shares, which must be held in the SIP for a period of three years.

7. Voting rights

Participants may direct the Trustees how to exercise the voting rights attributable to the shares held on their behalf. The Trustees will not exercise the voting rights unless they receive the participants' instructions.

8. Dilution limits

In any ten year period, not more than 10% of the issued ordinary share capital of the Company may be issued or committed to be issued under the SIP and all other employee share plans operated by the Company. If shares are transferred from treasury to satisfy awards, these will also be counted towards the dilution limits for as long as this is required by the Association of British Insurers' guidelines.

9. Amendments to the SIP

The Committee may amend the SIP as it considers appropriate. However, shareholder approval will be required to amend certain provisions of the SIP if they are to the advantage of the participants. These provisions relate to: eligibility; individual and plan limits; the basis for determining entitlements to shares; rights attaching to shares; rights in the event of a variation in the Company's share capital; and the amendment powers. Amendments to the SIP are subject to prior approval of HMRC.

Disapplication of pre-emption rights (Resolution 14)

The Directors are currently authorised to allot unissued shares for cash without first offering them to existing shareholders in proportion to their holdings (a pre-emptive offer). However, this authority terminates on the date of the 2008 AGM. This Resolution proposes that such authority be renewed and that the Directors be authorised to allot up to 167 202 017 ordinary shares for cash without a pre-emptive offer being made for the period ending at the conclusion of the Company's AGM in 2009. This authority will also cover the sale of Treasury shares for cash. The authority represents approximately 5% of the share capital in issue at 4 March 2008. BG Group does not intend to issue more than 7.5% of the issued share capital of the Company in any rolling three year period. These amounts comply with guidelines issued by investor bodies.

Authority to make market purchases of own ordinary shares (Resolution 15)

In certain circumstances, it may be advantageous for the Company to purchase its own ordinary shares and Resolution 15 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) and the maximum and minimum prices at which they may be bought.

Any shares purchased in this way will, unless the Directors determine that they are to be held as Treasury shares, be cancelled and the number of shares in issue will be reduced accordingly. 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).

Notice of ninth Annual General Meeting of BG Group plc continued

During February 2008, the Company completed the share repurchase programme of £750 million announced in February 2007, having repurchased 88 million ordinary shares at an average price of £8.51 per share.

These shares are held in treasury in accordance with Section 162(A) of the 1985 Act and used to satisfy awards under the Long Term Incentive Scheme and Share Incentive Plan pursuant to Section 162(D) of the 1985 Act. In addition, these shares may be used to satisfy awards under the new share plans described above. No dividends are paid on and no voting rights attach to Treasury shares. Any Treasury shares sold by the Company will count towards the number of shares that, if Resolution 14 is passed, may be issued without offering them first to existing shareholders.

As the existing shareholder approval to purchase shares expires at the 2008 AGM, purchases after that date are subject to renewed shareholder approval at the AGM. 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 purchase such shares after taking into account the effects on earnings per share and the benefit for shareholders.

The total number of options to subscribe for ordinary shares outstanding at 4 March 2008 is 56.1 million. This represents 1.68% of the issued share capital at that date (excluding Treasury shares). If the Company bought back the maximum number of 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 2.05% of the issued share capital (excluding Treasury shares) as reduced following those repurchases. At 4 March 2008, there were no warrants to subscribe for ordinary shares outstanding.

Adoption of new Articles of Association (Resolution 16)

The proposed new Articles of Association reflect those provisions of the 2006 Act which have been brought into force since the last AGM.

Set out below is a summary of the main differences between the current and the proposed new Articles of Association. This summary has been prepared in order to assist shareholders in understanding the rationale for and substance of the proposed amendments. Although the new Articles of Association are in many respects largely unchanged from the current Articles of Association, the Directors recommend that shareholders pass a resolution to adopt new Articles of Association rather than to pass resolutions detailing each individual amendment.

1. Directors' interests

The 2006 Act sets out directors' general duties which largely codify the existing law but with some changes. Under the 2006 Act, from 1 October 2008, a director has a statutory duty to avoid a situation where he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the company's interests. The requirement is very broad and could apply, for example, if a director becomes a director of another company or a trustee of another organisation. The 2006 Act allows directors of public companies to authorise conflicts and potential conflicts where appropriate, if the articles of association contain a provision to this effect. The 2006 Act also allows the articles to contain other provisions for dealing with directors' conflicts of interest to avoid a breach of duty. The new Articles of Association give the Directors authority to approve such situations and to include other provisions to allow conflicts of interest to be dealt with in a similar way to the current position.

There are safeguards that will apply when Directors decide whether to authorise a conflict or potential conflict. Firstly, only Directors who have no interest in the matter being considered will be able to take the relevant decision, and secondly, in taking the decision the Directors must act in a way they consider, in good faith, will be most likely to promote the Company's success. The Directors will be able to impose limits or conditions when giving authorisation if they think this is appropriate.

The new Articles of Association contain conflict management provisions relating to confidential information and attendance at Board meetings to protect a Director being in breach of duty if a conflict of interest or potential conflict of interest arises. These provisions will only apply where the position giving rise to the potential conflict has previously been authorised by the Directors.

It is the Board's intention to report annually on the Company's procedures for ensuring that the Board's powers of authorisation of conflicts are operated effectively and that the procedures have been followed.

2. Form of resolutions and general meetings

The proposed new Articles of Association have been amended so as to remove all references to extraordinary resolutions and extraordinary general meetings as neither of these concepts have been retained under the 2006 Act.

3. Notice of general meetings

Article 53.1 of the proposed new Articles of Association is amended to cater for the new provision regarding notice periods set out in the 2006 Act. The 2006 Act reduces the minimum notice period for all general meetings (other than the annual general meeting) to 14 clear days and the amendments to Article 53.1 allow the Company to take advantage of such provision.

4. Polls and proxies

Article 62.1 of the proposed new Articles of Association has been amended to clarify that a poll may be demanded by a majority of the Directors present at the meeting.

Under the 2006 Act, proxies are entitled to vote on a show of hands as well as on a poll, and shareholders may appoint a proxy to exercise all or any of their rights to attend, speak and vote at meetings. Multiple proxies may be appointed provided that each proxy is appointed to exercise the rights attached to a different share or shares. Articles 69.1 and 74.5 of the proposed new Articles of Association reflect these new proxy rights.

5. Quorum

The proposed amendment to Article 98.1, which deals with the quorum requirement for Board meetings, clarifies that the presence of a quorum will be determined separately in relation to each matter or resolution considered or voted on at the meeting. This will mean that if a Director cannot count in the quorum for a particular resolution (because for example he is interested in the outcome of the resolution) he may still count in the quorum for the other resolutions to be voted on at the meeting.

Recommendation

The Board considers 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 you vote in favour of all the above resolutions as they intend to do so themselves in respect of their own beneficial holdings.

Appointing a proxy

Shareholders are entitled to appoint a proxy or proxies to exercise all or any of their rights to attend, speak and vote at the AGM, provided that each proxy is appointed to exercise the rights attached to a different share or shares. A proxy does not need to be a shareholder of the Company but must attend the AGM to represent the relevant shareholder. A proxy form is enclosed with this Notice and instructions for its use are shown on the form. Appointing a proxy does not preclude a shareholder from attending the AGM and voting in person. Proxy forms must be submitted by 2.00pm on 12 May 2008 to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6UT. Details of how to appoint your proxy electronically are given below.

Electronic proxy voting

Shareholders may register the appointment of a proxy or proxies for the AGM electronically at www.sharevote.co.uk[4], a website operated by the Company's Registrar, Equiniti. Shareholders are advised to read the terms and conditions, shown on the website, relating to the use of this facility before appointing a proxy. Any electronic communication sent by a shareholder that is found to contain a computer virus will not be accepted. Electronic communication facilities are available to all shareholders and those who use them will not be disadvantaged in any way.

Corporate representatives

Corporate shareholders are encouraged to appoint a proxy or multiple proxies in preference to appointing corporate representatives given the uncertainty arising from the provisions in the 2006 Act regarding the validity of votes cast by multiple corporate representatives. However, where corporate shareholders have appointed multiple corporate representatives, the Company intends to follow the guidance issued by the Institute of Chartered Secretaries and Administrators ("ICSA"), as described below.

In order to facilitate voting by corporate representatives at the Meeting, arrangements will be in place at the Meeting so that:

(i) if a corporate shareholder has appointed the Chairman of the Meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions. Voting cards will be made available to corporate representatives at the Meeting; and

(ii) if more than one corporate representative for the same corporate shareholder attends the Meeting but the corporate shareholder has not appointed the Chairman of the Meeting as its corporate representative, a designated corporate representative will be nominated from those corporate representatives who attend the Meeting, and will vote on a poll. The other corporate representatives will give voting directions to that designated corporate representative. In accordance with the ICSA's guidance, the designated corporate representatives shall be the first of the corporate representatives to have registered his/her attendance at the Meeting. Voting cards will be made available to corporate representatives at the Meeting.

Corporate shareholders are recommended to read the guidance issued by the ICSA on proxies and corporate representatives at www.icsa.org.uk for further details of this procedure. The guidance includes a sample form of representation letter for those corporate shareholders wishing to appoint the Chairman as its designated corporate representative as described in (i) above. Should you have any queries in relation to proxy appointments or corporate representatives, please contact the Company's Registrar, Equiniti, on 0871 384 2064.

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 for the AGM to be held on 14 May 2008 and any adjournment(s) thereof by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited ("Euroclear") specifications and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or proxies, or 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 7RA01) by 2.00pm on 12 May 2008. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp 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 providers should note that Euroclear does not make available special procedures in CREST for any particular messages. 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(s), 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 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.

Persons nominated by shareholders

A copy of this Notice has been sent for information only to persons who have been nominated by a shareholder to enjoy information rights under Section 146 of the 2006 Act (a "Nominated Person"). The rights to appoint a proxy set out in this Notice do not apply to Nominated Persons; they can only be exercised by the shareholder. However, a Nominated Person may have a right under an agreement between him and the shareholder by whom he/she was nominated to be appointed as a proxy for the Meeting or to have someone else so appointed. If a Nominated Person does not have such a right or does not wish to exercise it, he/she may have a right under such an agreement to give instructions to the shareholder as to the exercise of voting rights.

Total shares and voting rights

As at 4 March 2008, the Company's capital consisted of 3 575 542 325 ordinary shares in issue of which 231 501 966 (representing approximately 6.47% of the total share capital) were held in treasury. Therefore, the total number of voting rights in BG Group plc as at 4 March 2008 was 3 344 040 359.

Summary of AGM business

A summary of the business carried out at the Meeting will be published on the Group's website.

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

Shareholder information

Headquarters and Registered Office Address
100 Thames Valley Park Drive
Reading, Berkshire RG6 1PT
0118 935 3222
www.bg-group.com

Registrar and Enquiries about shareholder matters
Equiniti
Aspect House, Spencer Road, Lancing
West Sussex BN99 6DA
0871 384 2064
www.shareview.co.uk
Email: bg@equiniti.com

American Depositary Receipts
ADR – General Enquiries, JP Morgan Chase Bank N.A,
PO Box 3408,
South Hackensack, NJ 07606-3408, USA
+1 800 990 1135 (for US residents)
+1 201 680 6630 (outside USA)
www.adr.com
Email: jpmorganadr@mellon.com

BG Group Corporate Individual Savings Accounts (ISAs)
Rensburg Sheppards Investment Management Ltd, The Plaza, 100 Old Hall Street, Liverpool, L3 9AB. 0151 237 2160.

HOW TO FIND OUT MORE ABOUT BG GROUP

If you would like to learn more about our operations and business policies, the following publications are available on our website www.bg-group.com or on request from the registered office address:

- 2007 Annual Report and Accounts
- 2007 Corporate Responsibility Report
- Business Principles and Corporate Commitments

INFORMATION ABOUT YOUR SHAREHOLDING

Shareview, an electronic shareholder communications service from Equiniti, gives you access to more information about your shareholding including balance movements, indicative share prices and information on recent dividend payments. It also allows you to change your registered address details, set up a dividend mandate or change your existing mandate details. To register for this free service, visit www.shareview.co.uk and follow the simple instructions. You will need your shareholder reference number, which can be found on your dividend tax voucher. Through Shareview, you can also register to receive Company communications electronically.

ELECTRONIC SHAREHOLDER COMMUNICATIONS

In accordance with the company communication provisions in the Companies Act 2006, and as permitted by the Company's Articles of Association, any document or information required to be sent to shareholders may be sent or supplied by the Company to a shareholder by making that document or information available on the Company's website, provided that the shareholder has agreed (generally or specifically), or is deemed to have agreed, that the document or information may be sent or supplied to him in that manner and he has not revoked that agreement, and provided the shareholder is sent a notification of the presence of that document or information on the Company's website. A shareholder who has received notification of availability of a document on the Company's website is entitled to request, free of charge, a hard copy of any such document at any time. Shareholders can also revoke their consent to receive electronic communications at any time by contacting the Company's Registrar, Equiniti.

In relation to the Annual Report and Accounts 2007, the majority of shareholders who have elected to receive paper communications have elected to receive the Summary Financial Statements. Shareholders may request copies of the full Annual Report and Accounts from the Company's Registrar, Equiniti.

The Company reserves the right, at any time and from time to time, at its sole discretion, to choose to give, send or supply offers, notices, information or other documents only in hard copy form to some or all shareholders.

VOTING ELECTRONICALLY

All shareholders can submit proxies for the Annual General Meeting electronically at www.sharevote.co.uk

Alternatively, shareholders who have already registered with Shareview can appoint a proxy by logging on to www.shareview.co.uk and then clicking on 'Company Meetings'.

CONSOLIDATED TAX VOUCHERS

Shareholders who have elected to have their dividends paid directly into their bank account receive just one tax voucher each year covering both the interim and final dividend payments. The consolidated tax voucher enclosed with these Summary Financial Statements covers all dividends paid during the 2007/8 tax year. If you have more than one shareholder account in the same name(s) you will receive a separate letter in respect of the shareholdings in addition to the one shown on the consolidated tax voucher enclosed with these Summary Financial Statements. Shareholders wishing to receive a tax voucher in respect of each dividend payment should contact Equiniti.

OVERSEAS DIVIDEND PAYMENTS

A service has been established to provide shareholders in over 30 countries with the opportunity to receive BG Group dividends in their local currency. For an administration fee, shareholders can have their dividends automatically converted from pounds Sterling and paid into their bank account, normally within five working days of the dividend payment date. For further details, please contact Equiniti at the address on this page or call +44 (0)121 415 7029.

GIFTING YOUR SHARES

To transfer your shares to another member of your family as a gift, please ask the Registrar for a gift transfer form. The completed transfer form with the relevant share certificate(s) should be returned to the Registrar to record the change in ownership. If you have a small number of shares and would like to donate them to charity, please ask the Registrar for a ShareGift (charity donation scheme) transfer form. Information is also available on the ShareGift website at www.sharegift.org

LOW COST SHARE DEALING SERVICES

Information on a range of low cost share dealing services is available from Equiniti on 0871 384 2020 or at www.bg-group.com/dealing

FINANCIAL CALENDAR

Ex-dividend for 2007 final dividend	9 April 2008
Record date for 2007 final dividend	11 April 2008
Annual General Meeting	14 May 2008
Payment of final dividend	
Ordinary shareholders	23 May 2008
ADR	2 June 2008
Financial year end	31 December 2008

ALTERNATIVE FORMATS

To receive shareholder communications in large print, Braille or audio, please contact Equiniti on 0871 384 2064.

SHAREHOLDERS' RIGHTS

Voting rights

When a shareholder is entitled to attend a general meeting and vote, where there is a poll, subject to any special rights or restrictions attaching to any class of shares, if he is entitled to be present and to vote, he has one vote for every share that he holds. Shareholders are entitled to appoint a proxy or proxies to exercise all or any of their rights to attend, speak and vote at a general meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares.

To decide who can attend or vote at a general meeting, the notice of the meeting can give a time by which people must be entered on the Register which must not be more than 48 hours before the meeting. Unless provided otherwise in the Articles, the only people who can attend or vote at general meetings are shareholders who have paid the Company all calls, and all other sums, relating to the shares that are due at the time of the meeting.

RESTRICTIONS ON SHAREHOLDERS' RIGHTS

If a shareholder has been properly served with a notice under Section 793 of the Companies Act 2006 requiring information about interests in shares, and has failed to supply such information within 14 days of the notice, then (subject to the Articles and unless the Directors otherwise decide) the shareholder is not (for so long as the default continues) entitled to attend or vote at a shareholders' meeting or to exercise any other right in relation to a meeting as holder of any shares held by the shareholder in default. Any person who acquires shares in relation to which a default has occurred (Default Shares) is subject to the same restrictions unless:

- the transfer was an approved transfer pursuant to a takeover or one which, to the Directors' satisfaction, is a bona fide sale to a person unconnected with the shareholder; or
- the transfer was by a shareholder who was not himself in default in supplying the information required by the notice and (a) the transfer is of only part of his holding, and (b) the transfer is accompanied by a certificate in a form satisfactory to the Directors stating that, after due and careful enquiries, the shareholder is satisfied that none of the shares included in the transfer are Default Shares.

Where the Default Shares represent 0.25% or more of the existing shares of a class, the Directors can, in their absolute discretion, by notice to the shareholder direct that (a) any dividend or other money which would otherwise be payable on the Default Shares shall be retained by the Company (without any liability to pay interest when that dividend or money is finally paid to the shareholder), and/or (b) the shareholder will not be allowed to choose to receive shares in place of dividends, and/or (c) no transfer of any of the shares held by the shareholder will be registered unless one of the provisos specified above is satisfied.

VARIATION OF RIGHTS

If the Company's share capital is split into different classes of shares, subject to the relevant English law and unless the Articles or rights attaching to any class of shares provide otherwise, the special rights which are attached to any of these classes can be varied or abrogated as provided by those rights or approved by a special resolution passed at a separate meeting of that class. Alternatively, the holders of at least three-quarters of the existing shares of the class (by nominal value) can give their consent in writing.

ALTERATION OF SHARE CAPITAL

The shareholders can by ordinary resolution (a) increase the Company's authorised share capital, (b) consolidate, or consolidate and then divide, all or any of the Company's share capital into shares of a larger nominal amount than the existing shares, (c) cancel any shares which have not been taken, or agreed to be taken, by any person at the date of the resolution, and reduce the amount of the Company's share capital by the amount of the cancelled shares, and (d) subject to the relevant English law divide some or all of the Company's shares into shares which are of a smaller nominal amount than is fixed in the Memorandum. The shareholders can, subject to the relevant English law, pass a special resolution to (a) reduce the Company's authorised share capital in any way, or (b) reduce any capital redemption reserve, share premium account or other undistributable reserve in any way. The Company can, subject to the relevant English law, buy back, or agree to buy back in the future, any shares of any class. However, if the Company has existing shares which are admitted to the Official List of the London Stock Exchange and which are convertible into equity shares, then the Company can only buy back equity shares of that class if either the terms of issue of the convertible shares permit the Company to buy back equity shares or the buy back or agreement to buy back has been approved by a special resolution passed by such holders.

DIVIDENDS

The shareholders can declare final dividends by ordinary resolution. No dividend can exceed the amount recommended by the Directors. No interim dividend shall be paid on shares which carry deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrears. Unless the rights attaching to shares or the terms of any shares provide otherwise, dividends are paid based on the amounts which have been paid up on the shares in the relevant period.

The Directors can recommend the shareholders to pass an ordinary resolution to direct all or part of a dividend to be paid by distributing specific assets. The Directors must give effect to such a resolution. If a dividend has not been claimed for one year, the Directors may invest the dividend or use it in some other way for the benefit of the Company until the dividend is claimed. Any dividend which has not been claimed for 12 years may be forfeited and belong to the Company if the Directors so decide.

WINDING UP

If the Company is wound up, the liquidator can, with the authority of a special resolution and any other sanction required by relevant law, divide among the shareholders all or part of the assets of the Company or transfer any part of the assets to trustees on trust for the benefit of the shareholders. No past or present shareholder can be compelled to accept any shares or other property under the Articles which carries a liability.

RIGHTS OF FOREIGN SHAREHOLDERS

There are no limitations imposed by the relevant English law or the Articles on the rights to own securities, including the rights of non-resident or foreign shareholders to hold or exercise voting rights on the securities.

NOTIFICATION OF THE ACQUISTION OR DISPOSAL OF MAJOR SHAREHOLDINGS

Rule 5 of the Disclosure and Transparency Rules requires disclosure to the issuer by (a) holders of shares with voting rights attached, (b) those entitled to exercise voting rights, and (c) those holding financial instruments which result in a right to acquire shares with voting rights already in issue, when their interests reach, exceed, or fall below 3%, and every percentage point above 3%.

TRANSFER OF SHARES

Unless otherwise provided in the Articles or the terms of issue of any shares, any shareholder may transfer any or all of his shares. However, the Directors can refuse to register a transfer (a) in certificated form, if such shares are not fully paid up or the evidence of entitlement to such shares is missing, (b) if it is in respect of more than one class of share, (c) if it is in favour of more than four persons jointly, or (d) if it is not properly stamped where required. However, if any of those shares have been admitted to the Official List of the London Stock Exchange, the Directors cannot refuse to register a transfer if this would stop dealings in the shares from taking place on an open and proper basis.

If the Directors decide not to register a transfer, they must notify the person to whom the shares were to be transferred within two months.

The Directors can decide to suspend the registration of transfers by closing the Register, but the Register cannot be closed for more than 30 days per year. In the case of shares in uncertificated form, the Register must not be closed without the consent of the operator of a relevant system (currently Euroclear UK & Ireland Limited, the operator of a relevant system under the UK CREST Regulations).

SUBSTANTIAL SHAREHOLDERS

At 4 March 2008, the following voting interests in the ordinary share capital of the Company, disclosable under the Financial Services Authority's Disclosure and Transparency Rules (which replaced Part VI of the Companies Act 1985, with effect from 20 January 2007), had been notified to the Directors:

Legal & General Group Plc and/or its subsidiaries	181 148 616 ordinary shares – 5.42%

SHARE CAPITAL

In order to enable the Company to return value to shareholders, the Company was given authority at the 2007 AGM to make market purchases of up to 340 099 309 of its own ordinary 10p shares at a maximum price per share of 105% of the average middle market closing price of the shares for the five trading days prior to the relevant purchase. This authority will expire at the 2008 AGM and approval from shareholders will be sought at that meeting to renew the authority for a further year. During February 2008, the Group completed the share repurchase programme of £750 million, announced in February 2007, having repurchased 88 million ordinary shares of 10p each at an average price of £8.51 per share. For further information and details of shares repurchased and those issued during the year, see page 137 and note 26 to the accounts on page 111 of the 2007 Annual Report and Accounts.

SIGNIFICANT CONTRACTS – CHANGE OF CONTROL

There are a number of agreements that take effect, alter or terminate upon a change of control of the Company following a takeover bid.

Under the agreement governing the Company's equity investment in Comgas, in the event of a change of control of the Company following a takeover bid, Shell Gas B.V. has the right to acquire the Company's equity at market value.

It is possible that the Republic of Kazakhstan may claim to have a right to acquire BG Group's interest in the Final PSC governing the operation of the Karachganak oil and gas condensate field (BG Group 32.5%) (or the shares in the company holding that interest) in the event of a change of control of the Company following a takeover bid.

As at 31 December 2007, BG Energy Holdings Limited had bilateral committed multi-currency revolving borrowing facilities with a number of its relationship banks in an aggregate amount of US$1 040 million. All are currently undrawn. When taken together, these facilities are significant to the ongoing liquidity of the Group and repayment of any or all of them may be demanded upon a change of control of the Company following a takeover bid.

No other agreements that take effect, alter or terminate upon a change of control of the Company following a takeover bid are considered to be significant in terms of their potential impact on the business of the Group as a whole.

DIRECTORS' POWERS

So far as the relevant English law allows, the Directors can exercise all the powers of the Company to (a) borrow money, (b) issue debentures and other securities, and (c) give any form of guarantee and security for any debt, liability or obligation of the Company or of any third party.

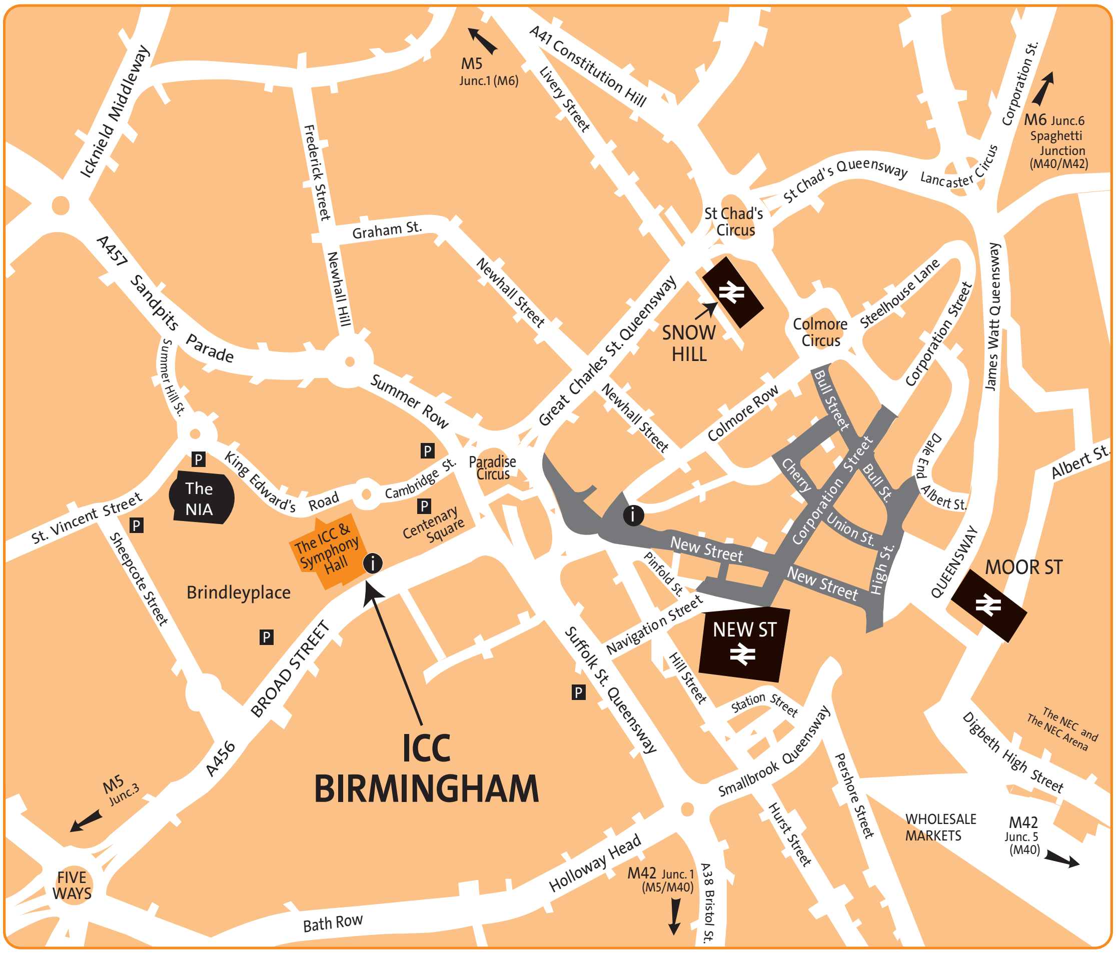
The Directors must limit the Borrowings (as defined in the Articles) of the Company and exercise all voting and other rights or powers of control exercisable by the Company in relation to its subsidiary undertakings, so as to ensure that the total amount of all Borrowings by the Group outstanding at any time will not exceed twice the Adjusted Total of Capital and Reserves (as defined in the Articles) at such time. This limit may be exceeded if the Company's consent has been given in advance by an ordinary resolution passed at a general meeting.

BG Group – our history

BG Group is a global natural gas business – we find, develop and connect gas to markets. BG Group is one of the UK's leading businesses and a leader in the field of natural gas exploration and production.

BG Group was formed following the demergers of British Gas and BG plc. Two other companies operate as a result of the demergers: Centrica plc and National Grid plc. More information on the demerger of British Gas, including contact information for Centrica and National Grid can be found at:
www.bg-group.com/demerger

BG Group is not British Gas
BG Group is not *British Gas*, the UK supplier of gas, electricity and home services. The *British Gas* business in the UK is owned and operated by Centrica plc. Any *British Gas* service or shareholder enquiries must be directed to Centrica plc, not BG Group. BG Group cannot answer any questions regarding the *British Gas* business in the UK at the BG Group Annual General Meeting.



Pedestrian area

DIRECTIONS TO THE AGM

The map shows the location of the International Convention Centre (ICC). Free shuttle buses will run between Birmingham New Street station and the ICC from 12.45pm until one hour after the end of the meeting. For easy interchange between stations in Birmingham city centre, a free 'Stationlink' bus is run by Centro.

Car parking is available near the ICC as shown on the map.

Parking spaces for the disabled are available on request from the ICC. Please call 0121 644 6006 if you wish to reserve a space.

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Registered in England & Wales No. 3690065

Designed and produced by Black Sun Plc.

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