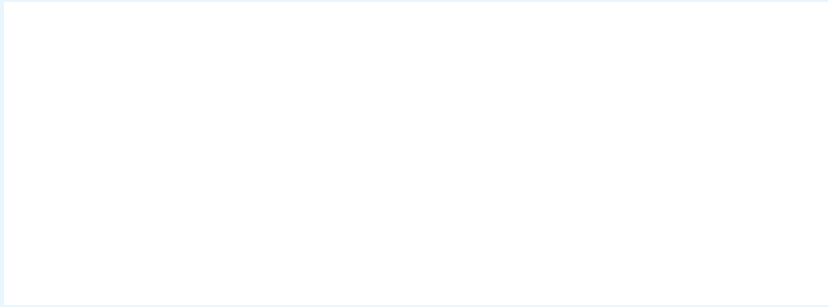


A Court Meeting of BG Group plc convened with the permission of the Court under Part 26 of the Companies Act 2006 will be held at 11.00 a.m. on Thursday, 28 January 2016.



Location of Court Meeting

The Court Meeting will be held at ExCel London, One Western Gateway, Royal Victoria Dock, London, E16 1XL.
For a map showing the location of the venue and details of how to get there, please see page 10 of the Shareholder Guide.

Attendance

If you wish to attend the Court Meeting, please sign this card and bring it with you for production at the registration desk to authenticate your right to attend. You will receive a poll card at the Court Meeting after registering at the registration desk. You are encouraged to complete and return the Form of Proxy that accompanies this attendance card even if you wish to attend the Court Meeting. Doing so will not prevent you from attending, voting or speaking in person at such meeting, but will ensure that your vote is counted if you are unable to attend.

If you are unable to attend the Court Meeting, you are entitled to appoint another person or persons as your proxy to exercise all or any of your rights to attend the meeting and to vote and speak on your behalf. You may register your proxy appointment(s) and voting instructions online or by returning the Form of Proxy that accompanies this attendance card. Please see the Notes on the reverse of this attendance card for further details.

Shareholder reference number:

Signature of person attending:

In the High Court of Justice
No. CR-2015-9055
Chancery Division, Companies Court
In the matter of BG Group plc
and in the matter of the Companies Act 2006

BG Group plc

Court Meeting

Form of Proxy

Court Meeting of BG Group plc to be convened at 11.00 a.m. on Thursday, 28 January 2016.

Please read the Notes on the reverse of the Attendance Card before completing this Form of Proxy in black ink.

2031-099-S

BG GROUP



Voting ID	Task ID	Shareholder Reference Number

I/We hereby appoint the Chairman of the Court Meeting; or
NB. Leave 'name of proxy' box blank to appoint the Chairman as your proxy. Leave 'number of shares proxy appointed over' box blank to vote all of your shares.

Name of proxy	Number of shares proxy appointed over

to be my/our proxy to exercise all or any of my/our rights to attend and to speak and vote on my/our behalf at the Court Meeting of BG Group plc, to be held at 11.00 a.m. on Thursday, 28 January 2016 and at any adjournment thereof. I/We appoint my/our proxy to attend, speak and vote in the manner indicated below (see Notes 4, 5 and 6).

Please indicate here with an 'X' if this Form of Proxy is one of multiple instructions being given (see Note 6).

If you wish to vote for the Scheme, sign in the box marked 'FOR', or if you wish to vote against the Scheme, sign in the box marked 'AGAINST':

PLEASE SIGN IN ONLY ONE OF THE BOXES BELOW. THIS FORM MUST BE SIGNED IN ORDER TO BE VALID. HOWEVER, IF YOU SIGN MORE THAN ONE BOX THIS FORM OF PROXY WILL BE INVALID (see Notes 7 and 10).

FOR the said Scheme
SIGNATURE

AGAINST the said Scheme
SIGNATURE

Date:		

Please detach and post this Form of Proxy (no envelope or stamp required if posting from the UK) to Equiniti so as to be received by Equiniti no later than 11.00 a.m. on Tuesday, 26 January 2016 (see Note 11). Alternatively, you can submit your proxy electronically using the numbers above (see Note 11) or through CREST using the CREST electronic proxy appointment service (see Note 12). It is also possible to hand this blue Form of Proxy to a representative of Equiniti at the Court Meeting or the Chairman of the Court Meeting before the start of the Court Meeting.

Please sign and return this Form of Proxy whether or not you plan to attend the Court Meeting.



Notes to Form of Proxy

- 1 All capitalised but underlined terms in this Form of Proxy and these Notes shall have the same meaning as set out in the Scheme Document made available to shareholders on or around 22 December 2015.
- 2 Full details of the resolution to be proposed at the Court Meeting, with explanatory notes, are set out in the Notice of Court Meeting. Before completing this Form of Proxy, please also read the sections entitled "Action to be Taken" in the Scheme Document.
- 3 Only holders of Scheme Shares, or their duly appointed representatives, are entitled to attend, speak and vote at the Court Meeting. A member so entitled may appoint one or more proxies, who need not be members, to exercise all or any of his/her rights to attend, speak and vote on his/her behalf. Proxies may only be appointed using the procedures set out on the Form of Proxy and in these Notes.
- 4 The Form of Proxy gives your proxy(ies) full rights to attend, speak and vote. If you wish to restrict the rights of your proxy(ies), please cross out either or both of the words 'speak' or 'vote' as appropriate.
- 5 Please sign in the boxes to show how you wish your vote to be cast. This form must be signed in order to be valid. However, if you sign more than one box, this Form of Proxy will be invalid. Unless otherwise instructed, the person appointed as proxy will exercise his/her discretion as to any other business (including amendments to the Scheme and any procedural business, including any resolution to adjourn) which may come before the Court Meeting.
- 6 If you wish to appoint a proxy other than the Chairman of the Court Meeting, please insert their name in the space provided and delete the Chairman of the Court Meeting; or. Please note that, if you appoint a particular BG Director by name as a proxy, your vote will only be cast if that BG Director is present at the Court Meeting. To appoint more than one proxy, you should either photocopy this Form of Proxy or request additional Form(s) of Proxy and indicate next to each proxy's name the number of shares in relation to which you authorise them to act as your proxy. If you have appointed multiple proxies please also mark the box where indicated. To obtain additional Forms of Proxy, please contact the Shareholder Helpline on 0800 917 8611 from within the UK or +44 121 415 0920 if calling from outside the UK.
- 7 If the Form of Proxy is signed by someone else on your behalf, their authority to sign must be returned with the Form of Proxy. In the case of a joint holding, any holder may sign. If the shareholder is a corporation, the Form of Proxy must be executed under its common seal or signed by an officer, attorney or other person duly authorised by the corporation.
- 8 Any alterations to this Form of Proxy should be initialed.
- 9 Completion and return of this Form of Proxy will not prevent you from attending, speaking or voting in person at the Court Meeting or any adjournment thereof.
- 10 In the case of joint holders only one need sign the Form of Proxy, but the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.
- 11 This Form of Proxy may be posted or may instead be delivered by hand (during normal business hours only) to Equiniti at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA. To be valid, the Form of Proxy should be received by Equiniti no later than 11.00 a.m. on Tuesday, 26 January 2016 but if this Form of Proxy is not so lodged, or submitted electronically (as described below), it may be handed to a representative of Equiniti or the Chairman of the Court Meeting before the start of the Court Meeting. A stamp is not required if posted in Great Britain, the Channel Islands or Northern Ireland. Alternatively, Electronic Proxy Appointment ('EPA') is available for the Court Meeting whereby you can lodge your votes electronically. If you have not registered with the Equiniti online portfolio service, Shareview, and would prefer to use the EPA system, please visit www.shareview.co.uk where details of the procedure are shown. The Voting ID, Task ID and Shareholder Reference Number shown on the Form of Proxy will be required to complete the procedure. If you have already registered with Shareview, you may complete the EPA via your portfolio at www.shareview.co.uk. EPA will not be valid if received after 11.00 a.m. on Tuesday, 26 January 2016 and will not be accepted if found to contain a computer virus.
- 12 The CREST electronic proxy appointment service is available for the Court Meeting. To use this service, CREST members should transmit a CREST proxy instruction using the procedures described in the CREST Manual, so as to reach BG's registrar, Equiniti (CREST participant ID RA19), by no later than 11.00 a.m. on Tuesday, 26 January 2016. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which Equiniti is able to retrieve the message. After this time, any change of instructions to a proxy appointed through CREST should be communicated to the proxy by other means. A proxy appointment sent by CREST may be treated as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001. The CREST Manual can be viewed at www.euroclear.com.
- 13 Where two or more Forms of Proxy are delivered for use in respect of the same shares, the one which has been delivered last (regardless of when it was signed or by what means it was delivered) shall be treated as replacing and revoking the others which have been delivered. If it cannot be determined which Form of Proxy was delivered last, none of the forms shall be treated as valid.
- 14 You may not use any electronic address provided either in this Form of Proxy or in any related documents to communicate with BG for any purposes other than those expressly stated.
- 15 If you have any questions relating to this Form of Proxy, please telephone the Shareholder Helpline on 0800 917 8611 from within the UK or +44 121 415 0920 if calling from outside the UK. Please note that the Shareholder Helpline cannot provide advice on the merits of the Combination or the Scheme nor give any financial, legal or tax advice.

Equiniti
Aspect House
Spencer Road
Lancing
BN99 8DS

Business Reply Plus
Licence Number
RTAK-GELX-TURG
