



BG Energy Capital PLC Notice of Meetings

November 28, 2022

THIS NOTICE IS IMPORTANT AND REQUIRES THE IMMEDIATE ATTENTION OF NOTEHOLDERS. IF ANY NOTEHOLDER IS IN ANY DOUBT AS TO THE ACTION IT SHOULD TAKE OR IS UNSURE OF THE IMPACT OF THE IMPLEMENTATION OF THE EXTRAORDINARY RESOLUTIONS SET OUT IN THE NOTICE OF SEPARATE MEETINGS (AS DEFINED BELOW), IT SHOULD SEEK ITS OWN FINANCIAL AND LEGAL ADVICE, INCLUDING IN RESPECT OF ANY TAX CONSEQUENCES, IMMEDIATELY FROM ITS BROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT FINANCIAL, TAX OR LEGAL ADVISER.

BG ENERGY CAPITAL PLC

(incorporated with limited liability in England and Wales, with registered number 4222391)
(the “**Issuer**”)

NOTICE

to the holders of its outstanding

£750,000,000 5.125 per cent. Fixed Rate Notes due 1 December 2025
(the “**2025 Notes**”)

€800,000,000 2.250 per cent. Fixed Rate Notes due 21 November 2029
(the “**2029 Notes**”)

€100,000,000 3.500 per cent. Fixed Rate Notes due 17 October 2033
(the “**2033 Notes**”)

£750,000,000 5.000 per cent. Fixed Rate Notes due 4 November 2036
(the “**2036 Notes**”)

each guaranteed by BG Energy Holdings Limited (the “**Existing Guarantor**”)

(each a “**Series**” and, together, the “**Notes**”)

	ISIN / Common Code	Outstanding Principal Amount
2025 Notes	XS0564485273 / 056448527	£750,000,000
2029 Notes	XS1140054526 / 114005452	€800,000,000
2033 Notes	XS0982777657 / 098277765	€100,000,000
2036 Notes	XS0702029132 / 070202913	£750,000,000

The Issuer and the Existing Guarantor have today given notice (the “**Notice of Separate Meetings**”) that separate meetings (each a “**Meeting**” and together the “**Meetings**”) of the holders (the “**Noteholders**”) of each Series convened by the Issuer and the Existing Guarantor will be held via teleconference on 20 December 2022 for the purpose of considering and, if thought fit, passing the applicable resolution set out in the Notice of Separate Meetings.

The Notice of Separate Meetings (which sets out, among other things, the forms of each applicable resolution to be considered by the relevant Noteholders at each Meeting, background to the Meetings and the related consent solicitations, and information in respect of voting at and the quorum requirements for the Meetings) is attached

This Notice is given by the Issuer and the Existing Guarantor.

Noteholders should contact the following for further information:

The Solicitation Agents

Barclays Bank PLC

5 The North Colonnade
Canary Wharf
London E14 4BB
United Kingdom

Telephone: +44 20 3134 8515
Attention: Liability Management Group
Email: eu.lm@barclays.com

RBC Europe Limited

100 Bishopsgate

London EC2N 4AA
United Kingdom

Telephone: +44 20 7029 7420
Attention: Liability Management
Email: liability.management@rbccm.com

The Tabulation Agent

Kroll Issuer Services Limited

The Shard
32 London Bridge Street
London SE1 9SG
United Kingdom

Telephone: +44 20 7704 0880
Attention: Owen Morris
Email: shell@is.kroll.com
Website: <https://deals.is.kroll.com/shell>

Dated: 28 November 2022

Attachment

- [BG Energy Capital - Notice of Meetings long](#)