

Centrica plc Notice of Annual General Meeting 2025

The Edwardian Manchester

Free Trade Hall, Peter Street, Manchester
M2 5GP

Thursday | 8 May 2025 | at 10.30am (UK Time)

This document is important and requires your immediate attention.

If you have either sold or transferred all of your shares in Centrica plc, please forward this document (except any personalised form of proxy, if applicable) as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

If you are not sure what action to take, you should consult your duly authorised professional adviser immediately.

Notice is hereby given that the 2025 Annual General Meeting of Centrica plc will be a combined physical and virtual meeting, held at, and broadcast from, the Edwardian Manchester, to consider and, if thought fit, to pass the resolutions set out on the following pages (the Notice).

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Chair's introduction

Dear Shareholder

I am writing to provide you with notice of the 2025 Annual General Meeting (AGM) of Centrica plc (the Company). The AGM will take place at 10.30am on Thursday 8 May 2025 at the Edwardian Manchester, Free Trade Hall, Peter Street, Manchester M2 5GP and online using the Lumi electronic meeting platform. The formal Notice of the AGM is set out on pages 3 to 29.

Building on our recent practice for annual general meetings, we are delighted to host this year's AGM in Manchester. This decision reflects the diverse locations of our customers, colleagues and shareholders. Manchester holds a valuable local connection to the Company. We have approximately 1,800 employees (including contingent workers) based in Greater Manchester and recently we invested in a Liquid Air Energy Storage (LAES) site, located in Carrington, Manchester, which is being developed in partnership with Highview Power and is set to become one of the world's largest LAES facilities.

2025 AGM arrangements

Following on the success of our previous hybrid annual general meetings, we are happy to once again provide shareholders (or their duly appointed representatives and/or proxies) the option to join the meeting in person or remotely via live webcast. Please note, if you are unable to attend the AGM on the day to vote electronically or in person, you are strongly encouraged to lodge a vote by proxy ahead of the meeting. You can find detailed information on how to participate remotely on pages 19 to 22.

The Company takes pride in its annual general meetings, which have consistently been both productive and constructive. To uphold this atmosphere of positive engagement, which the Board highly values, the Company will not tolerate any disruptive or discourteous behaviour that may compromise the safety, security or orderly conduct of the AGM.

The Company may be required to modify the arrangements for the AGM on short notice due to any unexpected circumstances. Should any changes occur, we will promptly update the necessary information on our website at centrica.com/aggm25 and, where appropriate, via a Regulatory Information Service. We ask that shareholders continue to monitor the website for any announcements and updates.

Business of the meeting

The general business of the AGM, as set out in this Notice, is to pass various resolutions that are typically addressed during the annual general meeting of the Company, including receipt of the Company's Annual Report and Accounts 2024, the approval of the Directors' Annual Remuneration Report, Remuneration Policy, the Centrica plc Sharesave Plan 2025, the Centrica Long Term Incentive Plan 2015 the declaration of a final dividend, re-election of the Directors and Auditors and authority to set their remuneration, the right to make political donations, the Climate Transition Plan, the Directors' powers over shares in the Company and the Directors' ability to call meetings at short notice. Comprehensive explanations of these items can be found in the Notes to the Resolutions on pages 8 to 11.

Shareholders who are unable to attend the AGM or who would prefer to vote in advance are strongly encouraged to appoint a proxy, with voting instructions. Remember that by appointing a proxy, your proxy can exercise all or any of your rights to attend, speak and vote at the meeting.

Board changes

As announced, Scott Wheway stepped down on 16 December 2024 as Chair of the Board. I would like to take this opportunity to express my gratitude to Scott for the support he provided to me during my transition to Chair of the Board and his contribution to the Company throughout his tenure as Chair of the Board.

Following my appointment as Chair of the Board, Jo Harlow was appointed as Senior Independent Director. Jo was appointed to the Centrica Board on 1 December 2023 and serves as a member of the Remuneration and Nominations Committees.

At the upcoming AGM, all Directors will retire from the Board and, being eligible, will offer themselves for re-election. Details of the skills and experience each Director brings to the Board, along with the Board's reasons for proposing their re-election, can be found on pages 23 to 28 of this Notice. Your Board fully supports their re-election and recommends these resolutions (7 to 17) for shareholder approval.

Directors' Remuneration Report, share plans and Remuneration Policy

In 2024, the Remuneration Committee conducted a comprehensive review of the remuneration arrangements for Directors and the Centrica Leadership Team. This review led to the development of a new Remuneration Policy, which is being recommended for approval at this year's AGM.

In preparing the new policy, the Committee took account of the perspectives of relevant stakeholders, in particular major shareholders, and greatly appreciated the helpful and constructive feedback that it received.

The new Remuneration Policy is designed to support our strategic objectives, engage our Centrica Leadership Team in the ongoing transformation of the Company, and ensure we have the right team in place to make the most of the opportunities facing the Company and the wider industry.

Details of the review, the Directors' Annual Remuneration Report and the new Remuneration Policy are provided on pages 95 and 116 to 147 of the Annual Report and Accounts 2024.

Shareholders are invited to:

1. Provide their usual advisory, non-binding vote on the Directors' Annual Remuneration Report (the Report);
2. Approve the new Remuneration Policy; and
3. Approve the two share plans as detailed in the Appendices to this Notice.

Climate Transition Plan 2025

Having adopted its first Climate Transition Plan in 2021, Centrica has, in the context of its updated Plan developed this year, accelerated its net zero target to 2040, five years ahead of its original goal and 10 years ahead of global benchmarks, while maintaining its commitment to helping customers achieve net zero by 2050. Since 2019, the Company has reduced business emissions by 20% and customers' energy greenhouse gas (GHG) intensity by 10%. Key initiatives in the updated Climate Transition Plan include supplying all UK and Ireland customers with renewable or zero-carbon power by 2030, creating 6,500 new jobs to support low-carbon infrastructure and upskilling 3,000 engineers in green technologies by 2030 with a goal of £4bn total investments until 2028 and over 50% allocated to green initiatives between 2023 and 2028.

Our plan is aligned with the principles set out by the Transition Plan Taskforce, addressing our own emissions, risks, opportunities, and the economy-wide transition. We have been bold in our actions and the level of disclosure, publishing our alignment with science and outlining key dependencies and the specific interventions required from policymakers to create the conditions for the delivery of the plan.

Centrica reaffirms its commitment to sustainability and we invite shareholders to give their advisory and non-binding vote on the Climate Transition Plan.

Engagement and voting

As always, the Board looks forward to the opportunity to engage with shareholders and appreciates your views. Therefore, on behalf of the Board, I encourage you to vote. Voting at the AGM will be conducted on a poll and will reflect all proxy voting instructions duly received. Shareholders attending the AGM either in person or electronically via Lumi will be able to vote during the AGM once voting is formally declared open.

Further details of how to vote and appoint a proxy can be found on pages 15 to 16 of the Notice.

Shareholders are encouraged to submit their voting instructions and Form of Proxy as soon as possible, even if they might intend to attend the AGM in person or electronically. A proxy appointment made electronically will not be valid if sent to any address other than those provided in this Notice or in the Form of Proxy or if received after 10.30am on Tuesday 6 May 2025. Further details are set out in the notes on pages 15 to 16 of this document.

Shareholder questions

During the AGM, we will have dedicated time allocated for questions as we appreciate that the AGM is a valuable opportunity for shareholders to direct questions to the Board. Speaking on behalf of the Board, we encourage shareholders to submit any questions they would like to have answered at the AGM in advance as this will enable us to respond to as many questions as possible. You can do this through a dedicated platform on our website at centrica.com/agm25 until no later than 5.00pm on Thursday 1 May 2025. If you attend the AGM physically or electronically, you may also submit questions during the AGM. Further details can be found on pages 15 to 17 and 19 of the Notice. Responses to the questions will be provided at the AGM and an email address that can be used by shareholders to follow up on any answers given to a question raised at the AGM will be provided.

Board recommendations

Your Board considers that all the proposed resolutions set out in the Notice are in the best interests of the Company and its shareholders. Accordingly, the Directors unanimously recommend that you vote in favour of all the resolutions set out on pages 5 to 7, as they intend to do in respect of their own holdings.

Kevin O'Byrne, Chair

14 March 2025

The resolutions

Resolutions 1 to 22 will be proposed as ordinary resolutions and 23 to 26 will be proposed as special resolutions. Notes to the resolutions are set out on pages 8 to 11, and biographies of the Directors can be found on pages 23 to 28.

Ordinary resolutions

Report and accounts

1. To receive Centrica plc's Annual Report and Accounts for the year ended 31 December 2024.

Remuneration

2. That the Directors' Annual Remuneration Report as set out on pages 116 to 137 of Centrica plc's Annual Report and Accounts for the year ended 31 December 2024 be approved.
3. That the Directors' Remuneration Policy as set out on pages 138 to 147 of Centrica plc's Annual Report and Accounts for the year ended 31 December 2024 be approved.
4. a) That the Centrica plc Sharesave Plan 2025 (the Sharesave), summarised in Appendix 1 (on pages 12 to 13) to this Notice and the rules of which are produced to this meeting and for the purposes of identification initialled by the Chair, be approved and the Board be authorised to do all such acts and things necessary or desirable to establish the Sharesave; and
b) that the Board be authorised to adopt further plans based on the Sharesave but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any cash or shares made available under such further plans are treated as counting against any limits on individual or overall participation in the Sharesave.
5. That the proposed amendments to the Centrica Long Term Incentive Plan 2015 (the LTIP), summarised in Appendix 2 (on page 14) to this Notice and a copy of which (marked up to show the proposed amendments) are produced in draft to this meeting and for the purposes of identification initialled by the Chair, be approved and the Board be authorised to adopt the proposed amendments to the rules of the LTIP and to do all such other acts and things as they may consider appropriate to implement the amendments.

Dividend

6. That a final cash dividend of 3.0 pence per ordinary share for the year ended 31 December 2024 be paid on 5 June 2025 to shareholders on the Register of Shareholders at the close of business on 2 May 2025.

Re-election of Directors

7. That Carol Arrowsmith be re-elected as a Director.
8. That Philippe Boisseau be re-elected as a Director.
9. That Nathan Bostock be re-elected as a Director.
10. That Chanderepreet Duggal be re-elected as a Director.
11. That Jo Harlow be re-elected as a Director.
12. That Heidi Mottram be re-elected as a Director.
13. That Kevin O'Byrne be re-elected as a Director.
14. That Russell O'Brien be re-elected as Director.
15. That Chris O'Shea be re-elected as a Director.
16. That Rt Hon. Amber Rudd be re-elected as a Director.
17. That Sue Whalley be re-elected as a Director.

Auditors

18. That Deloitte LLP be re-appointed as Centrica plc's Auditors, to hold office until the conclusion of the next annual general meeting.
19. That the Audit and Risk Committee be authorised to determine the Auditors' remuneration.

Political donations

20. That, for the purposes of Part 14 of the Companies Act 2006 (the Act), Centrica plc and all companies that are its subsidiaries at any time during the period for which this resolution is effective are authorised to:
 - a) make political donations to political parties and/or independent election candidates;
 - b) make political donations to political organisations other than political parties; and
 - c) incur political expenditure, in each case such terms are defined in Part 14 of the Act, provided that the aggregate amount of any such donations and expenditure shall not exceed £100,000. This authority shall commence on the date of the passing of this resolution and remain in force until the conclusion of the next annual general meeting.

Climate Transition Plan

21. That Centrica plc's Climate Transition Plan, which is published on Centrica plc's website centrica.com/climatetransition, be approved on a non-binding and advisory basis.

Authority to allot shares

22. That, in accordance with section 551 of the Companies Act 2006, the Directors are authorised, generally and unconditionally, to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into shares in the Company:

- a) up to an aggregate nominal amount of £103,517,729; (such amount to be reduced by the nominal amount allotted or granted under paragraph b) below in excess of £103,517,729); and
- b) up to an aggregate nominal amount of £207,035,457 (such amount to be reduced by any allotments or grants made under paragraph a) above) in connection with a pre-emptive offer (including an offer by way of a rights issue or open offer):
 - (i) to holders of ordinary shares in proportion (as nearly as practicable) to their existing holdings; and
 - (ii) to holders of other equity shares as required by the rights of those securities or as the Directors otherwise consider necessary,

and that, in both cases, Directors may impose such limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, provided that this authority shall expire at the earlier of (i) the conclusion of the next annual general meeting or, (ii) the close of business on 8 August 2026, save that the Directors may, before such expiry, make offers and enter into agreements which would, or might, require relevant securities to be allotted or such rights to be granted after such expiry, and the Directors may allot relevant securities pursuant to any such offer or agreement as if the authority had not expired.

Special resolutions

General authority to disapply pre-emption rights

23. That if Resolution 22 is passed, the Directors be authorised to allot equity securities (as defined in section 560(1) of the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash, as if section 561 of the Act did not apply to any such allotment or sale, provided that such authority be limited to:

- a) the allotment of equity securities and sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of resolution 22, by way of a pre-emptive offer (including an offer by way of a rights issue or open offer)):
 - (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) holders of other equity securities, as required by the rights of those securities, or as the Board otherwise considers necessary,

and so that the Board may impose any limits or restrictions and make any arrangements which it

considers necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter;

- b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £31,055,319; and
- c) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph a) or b) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph b) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice;

such authority to expire at the end of the next annual general meeting of the Company (or if earlier, at the close of business on 8 August 2026) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Specific authority to disapply pre-emption rights

24. That, if Resolution 22 is passed, the Directors be authorised, in addition to any authority granted under Resolution 23 to allot equity securities (as defined in section 560(1) of the Act) for cash under the authority given by Resolution 22, and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be limited to:

- a) the allotment of equity securities and/or sale of treasury shares up to a nominal amount of £31,055,319; such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice; and
- b) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph a) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph a) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice,

such authority to expire at the earlier of the conclusion of the next annual general meeting (or at close of business on 8 August 2026) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Authority to purchase own shares

25. That the Company, pursuant to and in accordance with section 701 of the Act, be generally and unconditionally authorised to make one or more market purchases (within the meaning of section 693(4) of the Act) of ordinary shares in the capital of the Company provided that:

- a) the maximum number of ordinary shares hereby authorised to be purchased is 503,096,162;
- b) the minimum price (exclusive of expenses) which may be paid for each such ordinary share is $6\frac{14}{81}$ pence; and
- c) the maximum price (exclusive of expenses) which the Company may pay for each such ordinary share is the higher of:
 - (i) an amount equal to 105% of the average of the middle market quotations for an ordinary share in the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; or
 - (ii) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share on the trading venues where the purchase is carried out,

such authority to expire at the conclusion of the next annual general meeting (or, if earlier, the close of business on 8 August 2026), except in relation to a purchase of ordinary shares, the contract for which was concluded before such time and which will or may be executed wholly or partly after such time and the Company may purchase ordinary shares pursuant to any such contract as if the authority had not expired.

Notice of general meetings

26. To authorise the calling of general meetings of the Company, other than its annual general meeting, by notice of at least 14 clear days.

By order of the Board

Raj Roy

Group General Counsel & Company Secretary

14 March 2025

Millstream, Maidenhead Road, Windsor, Berkshire SL4 5GD
Registered in England and Wales No. 3033654

Notes to the resolutions

Explanatory notes to the proposed resolutions

Resolutions 1 to 22 will be proposed as ordinary resolutions which require a simple majority of the votes to be cast in favour.

Resolutions 23 to 26 will be proposed as special resolutions which require at least a 75% majority of the votes to be cast in favour.

Any references to the 'Act' means the Companies Act 2006 and any references to the 'Code' means the UK Corporate Governance Code 2018.

Resolution 1:

Receiving the Company's Annual Report and Accounts for the year ended 31 December 2024

The Directors are required to present the audited Accounts, Directors' Report and Auditors' Report to shareholders at the AGM, all of which are contained within the Company's Annual Report and Accounts 2024 which is available online at centrica.com/ar24 and hard copies have been sent to shareholders who have elected to receive mailings by post.

Resolution 2:

Approval of the Directors' Annual Remuneration Report for the year ended 31 December 2024

Shareholders are invited to approve the Directors' Annual Remuneration Report as set out on pages 116 to 137 of the Company's Annual Report and Accounts 2024. This Report gives details of the Directors' remuneration and other relevant information.

In accordance with the Act, the approval of the Remuneration Report is an advisory vote only and the Directors' entitlement to receive remuneration is not conditional thereon. This resolution and vote are a means of providing shareholder feedback to the Board.

Resolution 3:

Approval of the Directors' Remuneration Policy

In 2024, the Remuneration Committee undertook a thorough review of remuneration for the Directors and the Centrica Leadership Team. The proposed Remuneration Policy has been aligned with the strategic objectives and long-term aims of the Group and is consistent with the remuneration policies across the wider workforce.

The Remuneration Committee consulted with the Company's major shareholders in relation to the proposed implementation of the new Remuneration Policy. Following the review, the Remuneration Committee recommends implementing the new Remuneration Policy.

The new Remuneration Policy is set out on pages 138 to 147 of the Annual Report and Accounts 2024. The vote is binding, meaning payments under the new Remuneration Policy cannot be made until it has been approved by shareholders and, as a result, the new Remuneration Policy will take effect from the passing of Resolution 3 to this Notice and would replace the policy approved by shareholders at the annual general meeting held on 7 June 2022. Once approved, the Company will only be able to make a remuneration payment to a current, past or prospective Director if that payment is either consistent with

the Remuneration Policy or, if it is not consistent with the Remuneration Policy, approved by a separate shareholders' resolution.

Resolution 4:

Approval of the Centrica Save As You Earn Scheme

The Sharesave is an all-employee savings-related share option plan designed in accordance with HM Revenue & Customs requirements to deliver tax-favoured share options. A copy of the Sharesave rules will be available for inspection at the Company's registered office address and by shareholders on the National Storage Mechanism (accessible at data.fca.org.uk/#/nsm/nationalstoragemechanism) from the date of publication of this Notice and at the place of the AGM from 15 minutes prior to its commencement until its conclusion.

Resolution 5:

Amendment to the Centrica Long Term Incentive Plan

The Company has successfully used the LTIP as the main incentive vehicle for executive directors and senior executives of the Group since 2015. The proposed amendments requiring shareholder approval under the terms of the LTIP rules are summarised in Appendix 2 to this Notice. Other than as set out in the summary of the amendments in Appendix 2, the principal features of the LTIP are set out in Appendix 1 on pages 10 to 12 of the Centrica plc Notice of Annual General Meeting 2022.

A copy of the LTIP rules (incorporating the proposed amendments) will be available for inspection at the Company's registered office address and by shareholders on the National Storage Mechanism (accessible at data.fca.org.uk/#/nsm/nationalstoragemechanism) from the date of publication of this Notice and at the place of the AGM from 15 minutes prior to its commencement until its conclusion.

Resolution 6:

Dividend

This resolution seeks shareholder approval for the final ordinary dividend recommended by the Board. The Board recommends a final dividend of 3.0 pence per ordinary share. An interim dividend of 1.5 pence per ordinary share was paid on 14 November 2024, making a total dividend for the year of 4.5 pence per ordinary share. If approved, as communicated previously, the final dividend will be paid on 5 June 2025 directly into the bank account or the building society of shareholders on the register at the close of business on 2 May 2025.

Resolutions 7 to 17:

Re-election of Directors

All current Directors will retire in accordance with the Code and are standing for re-election.

Biographical details of our Directors and specific reasons why their contribution is, and continues to be, important to the Company's long-term sustainable success, can be found on pages 23 to 28 of this Notice.

The Chair conducted formal individual performance evaluations for each Director seeking re-election. In addition, a triennial external evaluation of the Board's effectiveness was carried out. Together the evaluations confirmed that each Director being proposed for re-election makes an effective and valuable contribution to the Board and has sufficient time to fulfil their Board and Committee duties. The Nominations Committee considered and confirmed that the Board continues to maintain an appropriate balance of knowledge, skills and experience. The Board assessed and confirmed that all the Non-Executive Directors continue to be considered independent in character and judgement. Further information on the 2024 Board Evaluation can be found on pages 80 to 81 of the Annual Report and Accounts 2024.

Resolutions 18 to 19:

Re-appointment of Auditors and the determination of their remuneration

The Auditors of the Company must be appointed or re-appointed at every annual general meeting at which accounts are presented. On the recommendation of the Audit and Risk Committee, the Board proposes the re-appointment of the Company's existing Auditors, Deloitte LLP. Deloitte has been the Company's Auditor since 2017. The Audit and Risk Committee has begun the audit tender process and Deloitte LLP has been invited to participate in the tender.

Deloitte LLP has confirmed its willingness to continue in office as Auditors of the Company. If Resolution 18 is approved, Deloitte LLP will be re-appointed as the Company's Auditors, to hold office until the conclusion of the next annual general meeting at which accounts are laid.

Further information regarding the Audit and Risk Committee's assessment of the Auditors of the Company (including of their independence and tenure) can be reviewed in the Audit and Risk Committee Chair's Report as set out on pages 100 to 104 of the Company's Annual Report and Accounts 2024.

The remuneration of the Auditors must also be fixed in such manner as shareholders may determine by ordinary resolution. In accordance with the provisions of the Code, it is recommended best practice to authorise an audit committee to agree how much the Auditor should be paid and Resolution 19 grants this authority to the Company's Audit and Risk Committee. Details of the remuneration paid to the Company's external Auditors for 2024 can be found on page 261 of the Company's Annual Report and Accounts 2024.

Resolution 20:

Authority for political donations and political expenditure in the UK

The Company has a policy that it does not make donations to, or incur expenditure on behalf of, political parties, other political organisations or independent election candidates and the Directors have no intention of doing so. However, Part 14 of the Act contains restrictions on companies making political donations or incurring political expenditure and it defines these terms very widely, such that activities that form part of the normal relationship or engagement between the Company and bodies concerned with policy review, law reform and other business matters affecting the Company may fall in scope of the Act.

To allow these activities to continue and to avoid the possibility of inadvertently contravening the Act, the Company is seeking authority under this resolution to allow the Company or any of its subsidiaries to fund donations or incur expenditure up to a limit of £100,000 per annum in total. No political donations have been made by the Group or any of its subsidiaries since the last annual general meeting.

Resolution 21:

Approval of the Climate Transition Plan

Our Climate Transition Plan (CTP) was first published on 4 November 2021, and the latest version which was published on 21 January 2025 is available at centrica.com/climatetransition. The CTP outlines the Company journey to achieve its climate goals through our People & Planet Plan, helping customers achieve net zero by 2050 and becoming a net zero business by 2040 – 10 years ahead of the UK's target.

Every three years, we put forward our Climate Transition Plan for a shareholder advisory vote. The advisory vote on the CTP, while not binding, ensures that climate issues remain a key focus of our AGM agenda and provides a valuable platform for shareholders to express their views on our climate strategy. Together with other climate-related engagement events, this vote forms part of our commitment to transparency and dialogue with our shareholders on these critical issues.

The Board will continue to carefully consider the outcome of the vote and any related discussions in shaping the future implementation and development of the CTP.

For clarity, the Board holds ultimate responsibility and accountability for the Company's climate strategy, ensuring it is both ambitious and aligned with long-term shareholder value. Shareholders are not being asked to approve or reject the strategy itself, as this responsibility lies with the Board and Executive Management, who are best positioned to steer the Company towards a sustainable future. However, the Board highly values shareholder input and will carefully consider the outcome of the vote and any related discussions to shape and refine the future implementation and development of the Climate Transition Plan, ensuring it reflects stakeholder priorities while maintaining the Company's strategic goals.

Resolution 22:

Authority to allot shares

The Company's Directors may only allot shares or grant rights to subscribe for, or convert any security into, shares if authorised to do so. Each year the Directors propose a resolution which seeks to renew a similar authority approved at the previous annual general meeting by shareholders and such authority will expire on the date of the next annual general meeting (or, if earlier, the close of business on 8 August 2026).

Paragraph a) of Resolution 22 would give the Directors the authority to allot shares up to a maximum nominal amount equal to £103,517,729. This represents 1,676,987,206 ordinary shares of 6¹⁴/₈₁ pence each in the capital of the Company, which is approximately one-third of the Company's issued ordinary share capital (excluding treasury shares) as at 13 March 2025. Paragraph b) of Resolution 22 would give the Directors authority to allot shares or grant rights to subscribe for or convert any securities into ordinary shares in connection with a pre-emptive offer (including an offer by way of a rights issue or open offer)

in favour of ordinary shareholders (with exclusions to deal with fractional entitlements to shares and overseas shareholders to whom the pre-emptive offer cannot be made due to legal and practical problems) up to a maximum nominal amount equal to £207,035,457. This represents 3,353,974,411 ordinary shares of 6¹⁴/₈₁ pence each in the capital of the Company, as reduced by the nominal amount of any shares issued under paragraph a) of Resolution 22, which (before any reduction) represents approximately two-thirds of the Company's issued ordinary share capital (excluding treasury shares) as at 13 March 2025.

The proposals in Resolution 22 comply with the Investment Association (IA) guidance which confirms that an authority to allot up to two-thirds of the existing issued share capital continues to be regarded as routine business. The Directors consider it prudent to be aligned with the IA guidance to ensure that the Company has maximum flexibility in managing the Company's capital resources.

Notwithstanding the above, except for the possibility of issuing new shares in connection with employee share schemes, the Directors have no present intention to exercise the authority sought under this resolution.

For information, as at 13 March 2025, the total ordinary share capital in issue (excluding treasury shares) was 5,030,961,617 and the Company held 462,145,597 ordinary shares in treasury, representing 9.19% of the total ordinary share capital in issue (excluding treasury shares).

Resolutions 23 and 24:

General and Specific authority to disapply pre-emption rights

If the Company wishes to allot any shares or sell treasury shares for cash (other than in connection with any employee share scheme) the Company must first offer them to existing shareholders in proportion to their existing holdings (pre-emptive rights). Accordingly, Resolutions 23 and 24 are special resolutions that enable Directors to disapply these pre-emption rights in certain circumstances.

The authority set out in Resolution 23 would be limited to:

- a) pre-emptive offers, including rights issues or open offers and offers to holders of other equity securities if required by the rights of those securities, or as the Board otherwise considers necessary;
- b) otherwise, allotments or sales up to an aggregate nominal amount of £31,055,319 (representing 503,096,162 ordinary shares and approximately 10% of the issued ordinary share capital of the Company (excluding treasury shares) as at 13 March 2025; and
- c) allotments or sales up to an additional aggregate nominal amount equal to 20% of any allotments or sales made under (b) above (so a maximum aggregate nominal amount of £6,211,064 representing 100,619,232 ordinary shares and approximately 2% of the issued ordinary share capital of the Company (excluding treasury shares) as at 13 March 2025), such power to be used only for the purposes of making a follow-on offer of a kind contemplated by Section 2B of the Pre-emption Group's Statement of Principles 2022.

Resolution 24 is intended to give the Company flexibility to make non-pre-emptive issues of ordinary shares in connection with acquisitions and specified capital investments as contemplated by the Pre-emption Group's Statement of Principles 2022. The power under Resolution 24 is in addition to that proposed by Resolution 23 and would be limited to:

- a) allotments or sales of up to an aggregate nominal amount of £31,055,319 (representing 503,096,162 ordinary shares and an additional 10% of the issued ordinary share capital of the Company (excluding treasury shares) as at 13 March 2025; and
- b) allotments or sales up to an additional aggregate nominal amount equal to 20% of any allotments or sales made under (i) above (so a maximum aggregate nominal amount of £6,211,064 representing 100,619,232 ordinary shares and approximately 2% of the issued ordinary share capital of the Company (excluding treasury shares) as at 13 March 2025), such power to be used only for the purposes of making a follow-on offer of a kind contemplated by Section 2B of the Pre-emption Group's Statement of Principles 2022.

The limits in Resolutions 23 and 24 are in line with those set out in the Pre-emption Group's Statement of Principles 2022.

The Directors have no present intention to exercise the powers sought under Resolutions 23 or 24, however, the Directors wish to ensure the Company has maximum flexibility in managing the Group's capital resources. If the powers sought by Resolutions 23 or 24 are used in relation to a non pre-emptive offer, the Directors confirm their intention to follow the shareholder protections in paragraph 1 of Part 2B of the Pre-emption Group's Statement of Principles 2022 and, where relevant, follow the expected features of a follow-on offer as set out in paragraph 3 of Part 2B of the Pre-emption Group's Statement of Principles 2022.

The authority under Resolutions 23 and 24 will expire at the earlier of 8 August 2026 or the conclusion of the next annual general meeting of the Company.

Resolution 25:

Authority to purchase own shares

Resolution 25 seeks authority for the Company to make market purchases of the Company's own ordinary shares up to a maximum of 503,096,162 ordinary shares (10% of the Company's issued ordinary share capital (excluding treasury shares)) as at 13 March 2025, continuing a similar authority granted by shareholders at last year's annual general meeting. Resolution 25 also states the minimum and maximum prices at which such shares may be bought. The purchase of shares by the Company under this authority would be effected by purchases on the market.

At the start of 2024, there were 491,835,133 shares held in treasury. The total number of shares purchased during the financial year ended 31 December 2024 was 385,486,775, which represented approximately 6.9% of the Company's issued share capital, at an aggregate cost of approximately £504m. During the year, 60,804,153 shares were used for share schemes and 339,738,924 shares were cancelled.

As at 31 December 2024, there were 476,778,831 shares held in the treasury shares account representing approximately 8.6% of the Company's issued share capital. Dividends are waived in respect of shares held in the treasury share account. Further details are set out in note S4 to the Financial Statements on pages 251 to 252.

As first announced in the Company's Preliminary Results on 20 February 2025, the Company intends to repurchase a further £500m of shares (2025 Extension) to reduce the capital of the Company. In order to facilitate the 2025 Extension, as announced on 3 March 2025, the non-discretionary agreement that the Company entered into with Merrill Lynch International (Merrill Lynch) to conduct share repurchases on its behalf up to an aggregate consideration of £270 million, and which forms part of the £300m extension of the Company's share repurchase programme announced on 10 December 2024 (the 2024-25 Extension), has been amended so that the period during which Merrill Lynch will conduct such repurchases will now end no later than 13 June 2025 (instead of 26 September 2025 as previously announced).

When the 2024-25 Extension commenced, the maximum number of shares which could still be purchased by the Company 536,039,506 (being the maximum amount the Company is authorised to repurchase under the authority granted by shareholders at the Company's annual general meeting held on 5 June 2024) less the number of shares bought under the share buyback programme announced on 8 August 2024 and concluded on 28 February 2025, taken together with the number of shares which may be purchased by the Company under the authority sought under this Resolution 25.

The maximum number of shares which may be purchased under the 2025 Extension is 503,096,162, being the maximum number of shares which may be purchased by the company under the authority sought under this Resolution 25, less the number of shares bought under such authority, if any, under the 2024-2025 Extension.

The Directors believe that it is advantageous for this general authority to be available to provide greater flexibility in the management of the Company's capital resources. The Directors will only exercise this authority after careful consideration of relevant factors, including whether to do so would result in an increase in earnings per share, be in the best interests of the Company and would benefit shareholders. Other investment opportunities, appropriate gearing levels and the overall position of the Company will be considered before deciding upon this course of action.

It is the Directors' current intention that any ordinary shares purchased under this authority will be automatically cancelled and the number of ordinary shares will be reduced accordingly or held as treasury shares. Shares purchased by the Company and held in treasury (subject to certain limitations) may subsequently be cancelled, sold for cash or used for the purposes of employee share schemes. To the extent that any ordinary shares purchased are held in treasury, earnings per share would only be increased on a temporary basis if such shares are subsequently resold out of treasury. The Company currently has 462,145,597 ordinary shares in treasury and the Company confirms that this number will unlikely exceed 10% of the Company's issued ordinary share capital.

The total number of options and awards over ordinary shares that were outstanding as at 13 March 2025 was 32,378,116, representing 0.64% of the issued ordinary share capital of the Company (excluding treasury shares). If the authority for the Company to purchase shares under Resolution 25, and under the resolution passed at the 2024 annual general meeting, are used in full, the outstanding options and awards over ordinary shares would represent 0.77% of the issued ordinary share capital (excluding treasury shares) as at 13 March 2025.

Resolution 26:

Notice of general meetings

The notice period required by the Act for general meetings (other than annual general meetings) is 21 days unless the Company:

- (i) has gained shareholder approval for the holding of general meetings on 14 clear days' notice by passing a special resolution at the most recent annual general meeting; and
- (ii) offers the facility for all shareholders to vote by electronic means.

Resolution 26 seeks such approval and replaces a similar authority granted at the 2024 annual general meeting.

The shorter notice period would not be used as a matter of routine but only where the Company considers the flexibility is merited by the business of the meeting and is thought to be in the best interests of shareholders. Should this resolution be approved, it will be valid until the conclusion of the next annual general meeting.

Appendix 1

SUMMARY OF THE PRINCIPAL TERMS OF THE RULES OF THE CENTRICA PLC SHARES SAVE PLAN 2025 (the Sharesave)

1. Invitations to apply for options

The Sharesave will be operated by the Board of Directors, or any committee or person duly authorised by it (the Board) of Centrica plc (the Company). Each time that the Board decides to issue an invitation to employees to participate in the Sharesave, all UK resident tax-paying employees and full-time directors of the Company and its subsidiaries (the Group) participating in the Sharesave must be offered the opportunity to participate. Other employees of the Group may be permitted to participate at the Board's discretion. Employees who are invited to participate must have completed a minimum qualifying period of employment (as determined by the Board in line with the relevant legislation governing the Sharesave) before they can participate.

2. Savings contract

Under the Sharesave, eligible employees may enter into a linked savings contract to make savings over a three or five-year period. Monthly savings by an employee under all savings contracts linked to options granted under any tax-advantaged savings-related share option plan may not exceed the statutory maximum, which is currently set at £500 per month. At the end of the three or five-year savings contract, employees may either withdraw their savings on a tax-free basis or use their savings to acquire ordinary fully paid shares in the Company (Shares).

3. Exercise price

The proceeds of the savings contract can be used to exercise an option to acquire Shares at an exercise price per Share set when employees were invited to participate in the Sharesave. The exercise price may not be manifestly less than 80% (or such other percentage as may be permitted by the relevant legislation governing the Sharesave) of the market value of a Share at the date of invitation.

The exercise price will normally be set using share prices taken from the 42-day period beginning on: (a) the first dealing day after the day on which the announcement is made of the Company's results for any period; (b) the day on which the Company holds a general meeting; (c) the day on which an announcement is made of an amendment to the relevant legislation governing the Sharesave or such legislation comes into force; (d) the day on which a new HMRC-approved savings contract is announced; or (e) to the extent that share dealing restrictions apply in any of the preceding periods, the dealing day on which such dealing restrictions are lifted, unless the Board determines that exceptional circumstances exist which justify the issue of invitations under the Sharesave at another time.

4. Overall limit

The Sharesave may operate over new issue Shares, treasury Shares or Shares purchased in the market. The number of Shares which may be issued or transferred from treasury to satisfy options or awards granted in any 10-year rolling period under the Sharesave and any other employee share plan adopted by the Company may not exceed 10% of the issued ordinary share capital of the Company from time to time. Shares transferred out of treasury will count towards this limit for so long as this is required under institutional shareholder guidelines. However, options over and awards of Shares which are surrendered or lapse will be disregarded for the purposes of this limit.

5. Exercise of options

Ordinarily, an option may be exercised within six months of the date that the savings contract matures. Options not exercised by participants before the end of the six-month period will lapse.

6. Cessation of employment

Options will normally lapse immediately when a participant ceases to be employed by the Group. However, if a participant ceases to be employed because of a 'good leaver' reason (injury, disability, redundancy, retirement or the sale of the individual's employing company or business out of the Group), their option will not lapse and may be exercised early for a period of up to six months after the participant's cessation of employment. If a participant dies, their option may generally be exercised for 12 months after their death.

7. Corporate events

In the event of a change of control or winding-up of the Company, any outstanding options may be exercised early. Alternatively, the Board may permit options to be exchanged for equivalent options over shares in the acquiring company. If the change of control is an internal reorganisation of the Group, options will lapse unless the participants agree to exchange their outstanding options for equivalent options over shares in the new holding company.

8. Adjustments

In the event of a variation of the Company's share capital, the Board may adjust the number of Shares subject to options and/or the exercise price applicable to options in such manner as it considers appropriate.

9. Rights attached to Shares

Options granted under the Sharesave will not confer shareholder rights on a participant until that participant has exercised their option and received the underlying Shares. Any Shares issued will rank equally with other Shares then in issue (except for rights arising by reference to a record date prior to their issue).

10. Amendments

The Board may, at any time, amend the Sharesave rules in any respect. The prior approval of the Company's shareholders must be obtained in the case of any amendment which is made to the advantage of eligible employees and/or participants and relates to the provisions relating to eligibility, individual or overall limits, the basis for determining the entitlement to, and the terms of, options granted under the Sharesave, the adjustments that may be made in the event of any variation in the share capital of the Company and/or the rule relating to such prior approval. There are, however, exceptions to this requirement to obtain shareholder approval for any minor amendments to benefit the administration of the Sharesave, to take account of the provisions of any relevant legislation, or to obtain or maintain favourable tax, exchange control or regulatory treatment for any participant or member of the Group. The Board may adopt further plans based on the Sharesave in other overseas territories with modifications to take account of local tax, exchange control or securities laws. Any cash or shares provided under such plans will be treated as counting towards the individual and overall participation limits set out in the Sharesave.

11. Non-transferability

Options are not transferable other than to the participant's personal representatives in the event of the participant's death.

12. Benefits not pensionable

Any benefits received under the Sharesave are not pensionable.

Appendix 2

SUMMARY OF THE PROPOSED AMENDMENTS TO THE RULES OF THE CENTRICA LONG TERM INCENTIVE PLAN 2015 (the LTIP)

The Company has successfully used the LTIP as the main incentive vehicle for Executive Directors and Senior Executives of the Company or one of its subsidiaries (the Group) since 2015. The Company proposes to make the amendments to the LTIP rules summarised below to bring the rules into line with updated institutional investor guidance and market 'best practice'. Other than as set out below, the principal features of the LTIP are set out in Appendix 1 on pages 11 and 12 of the Company's Notice of Annual General Meeting 2022.

1. Restricted share awards

In accordance with the Company's directors' remuneration policy (the 'Policy') and the LTIP rules approved by shareholders at the Company's 2022 annual general meeting, awards may be granted as 'restricted share awards'. To bring the LTIP rules into line with the revised Policy being submitted to the Company's 2025 annual general meeting, under the amended rules, the value of ordinary shares in the Company ('Shares') comprised in restricted share awards granted to an Executive Director of the Company in respect of any financial year (i.e. excluding bonus deferral awards and 'recruitment awards' as mentioned below) will not exceed 200% of their annual basic salary.

2. Malus and clawback

Under the amended rules, the malus and clawback provisions contained in the LTIP rules may apply, at the Remuneration Committee's discretion, to any future awards (not just those awards subject to a post-vesting holding period). The period during which these future awards will be subject to malus and clawback will be determined by the Remuneration Committee at the time the awards are granted. The length of the clawback period applicable to any awards granted to the Company's Executive Directors will be compliant with the Policy in force at the time the award is granted.

3. Vesting of awards

Under the amended rules, the Remuneration Committee will have the discretion to determine, when an award is granted, the date on which that award will ordinarily vest. This is to facilitate the grant of 'recruitment awards' (referred to below) and to provide flexibility to the Company to make awards to below-Board employees. In line with the Policy, the Company intends that LTIP awards to the Company's Executive Directors will normally continue to vest following the conclusion of a three-year performance period, with these awards also being subject to a subsequent two-year holding period.

Under the new UK Corporate Governance Code (the 'Code'), the Remuneration Committee is expected to have the discretion to override formulaic outcomes on the vesting of awards where that level of vesting would be inappropriate. Under the amended rules, the Remuneration Committee will have the discretion to determine the extent to which awards vest taking into account (in addition to the extent to which any relevant performance conditions have been satisfied) the underlying performance of the Company and of the participant and such other factors the Remuneration Committee considers, in its opinion, relevant.

4. Dividend equivalents

Under the amended rules, if the Remuneration Committee so determines, participants will receive an amount (in additional Shares, unless the Remuneration Committee decides it will be paid fully or partly in cash) equal to the value of any dividends which would have been paid on the Shares subject to an award which vest by reference to record dates during the performance period or the period beginning on the date on which the award is granted and ending on the date on which the award vests or, if there is a 'gross of tax' post-vesting holding period applicable to an award, at the end of the holding period. This amount may assume the notional reinvestment of dividends.

5. Recruitment awards

Where the Group hires new employees, it may be commercially necessary to 'buy out' the incentives that these employees will forfeit as a result of leaving their employer. To minimise costs for the Company and provide certainty of terms for these 'recruitment awards', the amended rules allow for 'recruitment awards' to be granted under the terms of the LTIP to compensate the new hire solely for the loss of any awards or entitlements they forfeited when they left their former employer. 'Recruitment awards' will not count towards the individual limit for 'business as usual' LTIP awards. Where 'recruitment awards' are time pro-rated under the rules, they will normally be pro-rated on the same basis as the original awards or entitlements (in respect of which the 'recruitment award' was granted) would have been time pro-rated.

6. 'Gross of tax' post-vesting holding periods

The Code also expects LTIP awards to Executive Directors to be subject to post-vesting holding periods, such that the aggregate vesting and holding period of awards is at least five years. The amended rules allow the Remuneration Committee to apply 'gross of tax' post-vesting holding periods. Under these arrangements, the Shares subject to the awards are only delivered to participants at the end of the post-vesting holding period (to the extent awards have vested). These arrangements facilitate the policing of the post-vesting holding periods and the operation of the malus and clawback provisions contained in the LTIP rules if the Remuneration Committee were to consider that justified.

Important notes

The following notes explain your general rights as a shareholder, information about this Notice and the AGM.

Circulation of the notice

A copy of this Notice can be found on the website centrica.com and in hard copy, which will be posted to shareholders who have elected to receive mailings by post. Copies and notices have been sent to those shareholders or nominees as they have elected to receive it and to the Company's Auditors in accordance with the Act. A copy of the Notice will also be available at the National Storage Mechanism and online at centrica.com/agm25.

What is my entitlement to vote?

To be entitled to join, submit questions and vote at the AGM (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be entered on the Register of Shareholders as at 6.30pm on Tuesday 6 May 2025 (or, if the AGM is adjourned, 6.30pm on the date two working days before the time fixed for the adjourned AGM). Changes to entries on the Register of Shareholders after the relevant deadline shall be disregarded in determining the rights of any person to join, submit questions and vote at the AGM. Shareholders also have the right to request information to enable them to determine that their vote on a poll is validly recorded and counted.

I cannot attend the AGM but want to vote – what can I do?

If you are a shareholder and cannot attend, you are encouraged to appoint the Chair of the AGM or any other person to attend, speak and vote on your behalf. This person is called your proxy and does not have to be a shareholder. You can instruct your proxy how to vote or where no specific instruction is given, your proxy may vote at their discretion or refrain from voting, as the proxy sees fit. You can appoint more than one proxy in relation to different shares within your holding.

The appointment of a proxy will not prevent a shareholder from subsequently attending, voting, or speaking at the AGM either electronically or in person. In such a case, any votes of the proxy will be superseded. Details of how to appoint a proxy are set out below.

Appointment of proxies

You can appoint a proxy and submit voting instructions:

- At shareview.co.uk; or
- Via CREST; or
- Via Proxymity; or
- By completing and returning the paper proxy/voting form (enclosed with this Notice if you have elected for hard copy documents or otherwise available from the Company's Registrar on request, by calling the shareholder helpline on +44 (0) 371 384 2985). Please read the instructions carefully to ensure you have completed and signed the form correctly. Any alterations must be initialled.

You will also need to give the admission card to your proxy as they will need to bring it to the AGM along with photographic proof of their identity. Proxies not properly notified to the Company's Registrar may be denied access to the AGM. For the avoidance of doubt, giving your admission card to your proxy is not a sufficient substitute for completing a proxy form as a proxy must be appointed in advance using one of the above methods.

Unless you own a share jointly, if you return more than one proxy appointment relating to the same share within your holding (either by paper or electronic communication) the one which is received last by the Company's Registrar before the latest time for the receipt of proxies will take priority. If a paper communication and an online communication are received on the same day, the online communication will be used.

Where you own shares jointly, any one shareholder may sign the proxy/voting form. If more than one joint holder submits a card, the instruction given by the first listed on the Company's Register of Shareholders will prevail.

When is the deadline for receipt of a proxy form?

To be effective, the proxy form or electronic appointment of a proxy (via shareview.co.uk, CREST or Proxymity), must be received by the Company's Registrar no later than 10.30am on Tuesday 6 May 2025, unless it is a proxy form in respect of shares held in FlexiShare or the Share Incentive Plan (SIP) which must be received by the Company's Registrar no later than 10.30am on Friday 2 May 2025.

If the AGM is adjourned or a poll is not taken on the same day as the AGM, the proxy form must be received not less than 48 hours (excluding non-working days) before the time for holding such an adjourned meeting or taking of the poll.

Where you rely on a power of attorney or any other authority under which the proxy form is signed, the original or a copy of the original (either certified or otherwise approved by the Directors) must be submitted with the proxy form as per the deadlines above.

I am a CREST member – can I use the CREST system to vote and/or appoint a proxy?

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service for the AGM and any adjournment(s) may do so by using the procedures described in the CREST manual available via euroclear.com. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a 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's specification, and must contain the information required for such instruction, as described in the CREST Manual.

The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid for the AGM and any adjournment(s) thereof, be transmitted so as to be received by the Company's Registrar, Equiniti (ID RA19), no later than 10.30am on Tuesday 6 May 2025 or, if the AGM is adjourned, 48 hours (excluding non-working days) before the time fixed for the adjourned AGM. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which Equiniti 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 UK & Ireland Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that their 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.

CREST members and, where applicable, their CREST sponsors or voting system providers 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. The submission of any CREST proxy instruction will not prevent you as a shareholder from attending, submitting questions and voting at the AGM.

If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 10.30am on Tuesday 6 May 2025 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

How can I vote online?

It is possible for you to submit your proxy votes online by going to Equiniti's Shareview website, www.shareview.co.uk, and logging in to your Shareview Portfolio. Once you have logged in, simply click 'View' on the 'My Investments' page and then click on the link to vote and follow the on-screen instructions. If you have not yet registered for a Shareview Portfolio, go to www.shareview.co.uk and enter the requested information. It is important that you register for a Shareview Portfolio with enough time to complete the registration and authentication processes.

I am a nominated person – how can I vote?

Any person to whom this Notice is sent who is a person nominated under section 146 of the Act to enjoy information rights (a Nominated Person) may, under an agreement between them and the shareholder by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

However, the rights relating to proxy appointments above do not apply directly to Nominated Persons. Nominated Persons should contact the registered holder of the shares and not the Company on matters relating to their shares.

How do I appoint a corporate representative?

A corporate shareholder may authorise a person to act as its representative(s) at the AGM. In accordance with the provisions of the Companies Act 2006, each such representative may exercise, on behalf of the corporation, the same powers as the corporation could exercise if it were an individual shareholder provided that they do not do so in relation to the same shares.

If a corporate shareholder wishes to appoint a representative and such representative wishes to attend the AGM electronically, the representative will need to contact the Company's Registrar by 10.30am on 7 May 2025 to arrange for the necessary access details to be provided.

What documents do you have available for inspection?

Copies of the following documents are, available for inspection during normal business hours at the Company's registered office on any business day from the date of this Notice until the conclusion of the AGM. They may also be inspected at the AGM venue and on the Lumi electronic meeting platform from 9.30am on the day of the AGM until the conclusion of the AGM:

- (a) Centrica plc's Annual Report and Accounts for the year ended 31 December 2024;
- (b) Copies of Directors' service contracts;
- (c) Copies of Non-Executive Directors' letters of appointment;
- (d) Copies of deeds of indemnity granted to each Director;
- (e) Copies of the rules of the the Centrica plc Sharesave Plan 2025 and the Centrica Long Term Incentive Plan 2015; and
- (f) A copy of the latest Climate Transition Plan.

Can I ask a question at the AGM?

Questions can be raised in advance of the AGM through a dedicated facility on our website at centrica.com/agm25, until 5.00pm on Thursday 1 May 2025. We strongly encourage you to submit any questions you might have in advance to enable the Company to respond to as many questions as possible and run the AGM as effectively as possible.

Shareholders, proxies and corporate representatives attending the AGM (physically or virtually) have the right to ask questions on the business of the meeting in accordance with section 319A of the Act and can be raised at the AGM:

- (a) As written text, via the messaging function on the Lumi electronic meeting platform;
- (b) Submitting questions upon registration at the venue; and
- (c) Orally, in person or via teleconference, details of which will be provided once you are logged in to the Lumi electronic meeting platform.

Please endeavour to keep your questions short and relevant to the business of the meeting. The Chair may not answer a question if, for example, it would involve disclosing confidential information, the answer is already available on the Company's website, or it would disrupt the good order of the AGM. Where we receive a number of questions covering the same topic, the Chair may group these together to avoid repetition and to address as many of your questions as possible.

When will the AGM voting results be published?

It is expected that the total of the votes cast by shareholders for or against or withheld on each resolution will be announced to the London Stock Exchange and published on centrica.com following the conclusion of the AGM on Thursday 8 May 2025.

What is the Company's number of issued shares and total voting rights?

As at 13 March 2025, the total issued share capital of the Company consisted of 5,493,107,214 ordinary shares including 462,145,597 ordinary shares held in treasury, leaving a balance of 5,030,961,617 shares with voting rights of one vote per share.

Can a member request the Company to publish statements related to the audit?

Under section 527 of the Act, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to:

- the audit of the Company's accounts (including the Auditors' Report and the conduct of the audit) that are to be laid before the AGM; or
- any circumstance connected with the Auditors of the Company ceasing to hold office since the previous annual general meeting in accordance with section 437 of the Act.

The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with sections 527 or 528 of the Act. Where the Company is required to place a statement on a website under section 527 of the Act, it must forward the statement to the Company's Auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Act to publish on a website.

What safety and security measures can I expect at the AGM?

To ensure everyone's safety at the AGM, we have implemented several security measures. Upon arrival, you will be asked to undergo a security check in the reception area, including a bag search. Please note that liquids are not allowed in the meeting room, and any inappropriate items will be confiscated and stored until the event concludes. The use of electronic devices, including mobile phones and cameras, is not permitted; these must be switched off during the AGM.

We do not permit behaviour that may interfere with another person's safety or security or the good order of the AGM. Such behaviour will be dealt with appropriately by the Chair of the AGM. This may include removal from the meeting.

What are the arrangements to help with disabilities?

Arrangements have been made to help shareholders with disabilities. A hearing induction loop will be available in the meeting room. Captioning will also be available to help shareholders who cannot hear video audio. Anyone accompanying a shareholder who is in a wheelchair or otherwise in need of assistance will be admitted to the AGM. The main entrance and the meeting spaces are accessible areas. For more information about the physical features of accessible areas or special services relating to a specific disability, please call the Edwardian Manchester on 0161 835 9929.

Changes since 19 February 2025 in Directors' interests in shares

Between 19 February 2025 (date of signing the Annual Report and Accounts 2024) and 13 March 2025, the Company was notified that the following Directors had acquired additional shares in the Company: Chris O'Shea and Russell O'Brien acquired, respectively, 125 shares and 125 shares through the Company's Share Incentive Plan and Equiniti Share Plan Trustees Limited; and Amber Rudd acquired 1,483 shares respectively through a share salary purchase agreement. All other Director shareholdings remain as disclosed on page 131 of the Company's Annual Report and Accounts 2024.

Why is the date 13 March 2025 referred to as a specific date?

Throughout this Notice, we have referred to 13 March 2025 as a reference date due to this date being the last practicable date prior to printing this document.

Communication references

Shareholders are advised that, unless otherwise specified, the telephone numbers, website and email addresses set out in this Notice or on the proxy forms are not to be used for the purpose of serving information or documents on the Company, including the service of documents or information relating to proceedings at the Company's AGM.

Privacy notice

The AGM may involve the processing of shareholder data, as defined in the General Data Protection Regulation (GDPR). This includes all data provided by you, or on your behalf, which relates to your shareholding, including your name, address, contact information, the number and type of shares you hold and the votes you cast. The Company and any third party to which it discloses your personal data (including the Company's Registrar) may process your personal data in accordance with the Company's privacy policy pursuant to the legitimate interest for the purpose of operating an efficient and reliable voting system.

Other information

A copy of this Notice, and other information, including a copy of the Annual Report and Accounts 2024, required by section 311A of the Act, can be found on the Company's website, see: centrica.com/agm25.

Financial calendar

Thursday, 1 May 2025	Ex-dividend date for 2024 final dividend
Friday, 2 May 2025	Record date for 2024 final dividend
Thursday, 8 May 2025	Annual General Meeting
Thursday, 5 June 2025	Final dividend payment

Electronic participation in AGM

Electronic meeting

Centrica plc will be enabling shareholders (or their proxies or corporate representatives as applicable) to attend and participate in the AGM using their smartphone, tablet or computer, should they wish to do so. This can be done by accessing the AGM website, web.lumiagm.com/159-756-004 on the day.

Accessing the AGM website

The AGM can be accessed online using most well-known internet browsers such as Chrome, Firefox and Safari on your PC, laptop, tablet or smartphone. If you wish to access the AGM using this method, please visit web.lumiagm.com/159-756-004 on the day.

Logging in

You will then be prompted to enter your unique Shareholder Reference Number (SRN) and PIN which is the first two and last two digits of your SRN. These can be found printed on your form of proxy. Access to the AGM via the website will be available from 9.30am on 8 May 2025; however, please note that your ability to vote will not be enabled until the Chair formally declares the poll open.

Voting

Once the Chair has declared the meeting open, the voting procedure will be explained. Voting will be enabled on all resolutions at the start of the meeting on the Chair's instruction.

This means shareholders may, at any time while the poll is open, vote electronically on any or all of the resolutions in the Notice of Meeting. Resolutions will not be put forward individually.

Once the resolutions have been proposed, the list of resolutions will appear along with the voting options available. Select the option that corresponds with how you wish to vote, 'FOR', 'AGAINST' or 'WITHHELD'. Once you have selected your choice, the option will change colour and a confirmation message will appear to indicate your vote has been cast and received – there is no submit button. If you make a mistake or wish to change your vote, simply follow the above process and select a different choice. If you wish to 'cancel' your vote, select the 'cancel' button. You will be able to do this at any time whilst the poll remains open. The poll will remain open for five minutes following the end of the meeting.

Questions

Shareholders attending electronically may ask questions via the website by typing and submitting their question in writing – select the messaging icon from within the navigation bar and type your question into the 'Ask a question' box. Click the arrow icon to submit the question.

Alternatively, you can call the phone number displayed on the screen and ask the question personally during the Q&A session when invited to do so.

Requirements

An active internet connection is required at all times in order to allow you to cast your vote, submit questions and listen to the audiocast. It is your responsibility to ensure you remain connected for the duration of the AGM. Any inability of a person to attend or participate in a general meeting via electronic facility, or any interruption to a person being so able, shall not invalidate the proceedings of that meeting.

Duly appointed proxies and corporate representatives

To receive your unique SRN and PIN, please contact the Company's Registrar Equiniti by emailing: hybrid.help@equiniti.com. To avoid any delays accessing the AGM, contact should be made at least 24 hours prior to the meeting date and time.

Mailboxes are monitored 9.00am to 5.00pm Monday to Friday (excluding public holidays in England & Wales).

Online meeting guide

Accessing the meeting virtually

Visit web.lumiagm.com/159-756-004 on your smartphone, tablet or computer.

You will then be required to enter your:

- o Shareholder Reference Number (SRN); and
- o PIN – (the first two and the last two digits of your SRN).

Access will be available one hour prior to the start of the meeting. If you experience any difficulties, please contact Equiniti by emailing hybrid.help@equiniti.com stating your full name and postcode.

You will need the latest version of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

An active internet connection is required at all times to participate in the meeting.



Home page and broadcast

Once logged in, you will see the home page which contains instructions for using the platform.

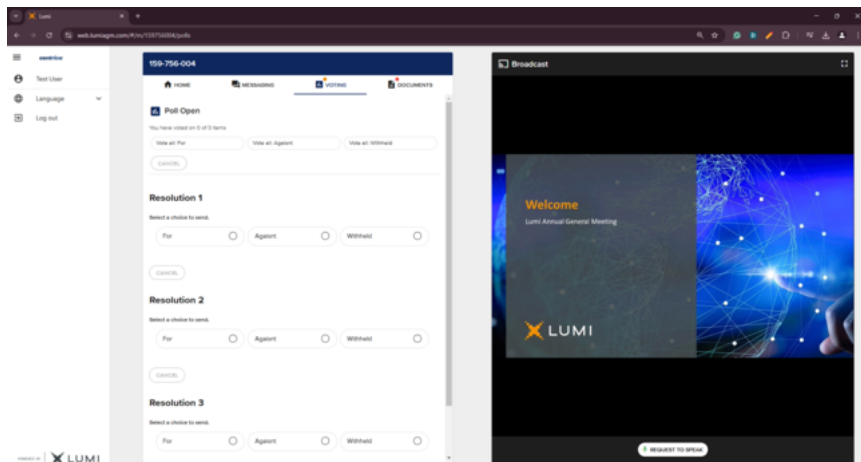
At the commencement of the meeting, the live broadcast of the proceedings will be available on the right-hand side of your device.

Click play on the broadcast, ensure that your device is unmuted and the volume is turned up.

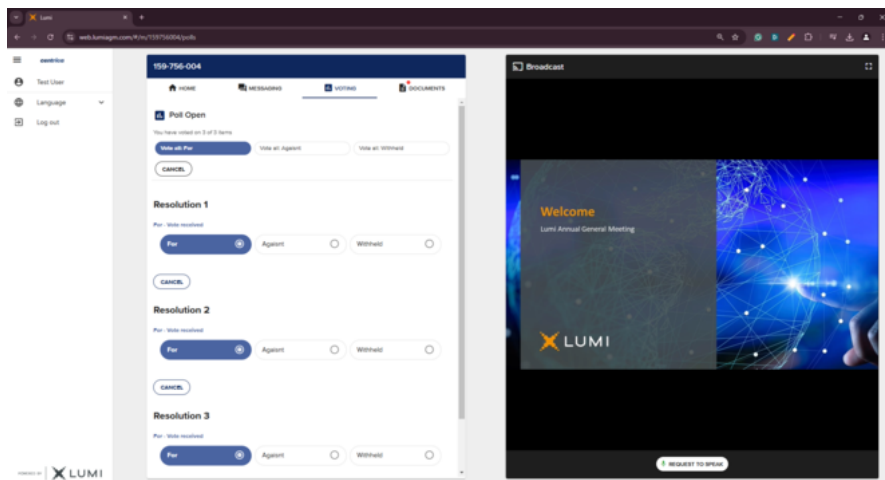


Voting

Once the Chair has formally opened voting, the list of resolutions will automatically appear on your screen. Select the option that corresponds with how you wish to vote.



Once you have selected your vote, the option will change colour and a confirmation message will appear to indicate your vote has been cast and received; there is no submit button.



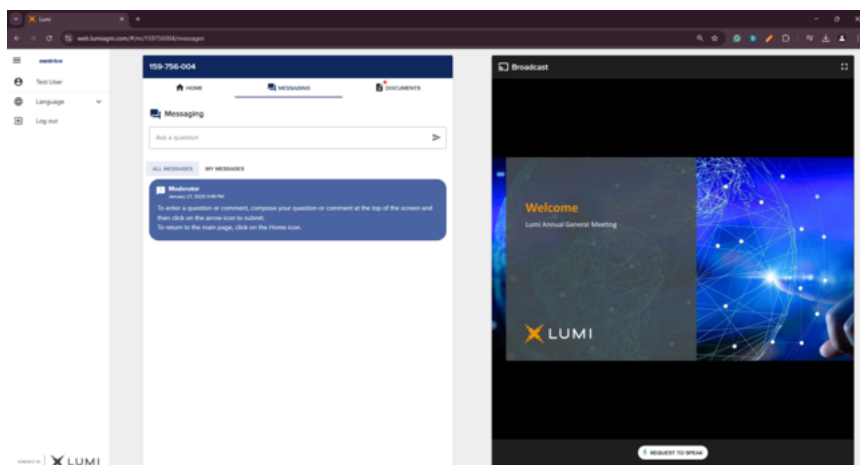
To vote on all resolutions displayed, select the 'vote all' option at the top of the screen.

To change your vote, reselect your choice. To cancel your vote, select the 'cancel' button. You will be able to do this at any time whilst the poll remains open and before the Chair announces its closure.

Questions

Written questions can be submitted by selecting the messaging icon from the navigation bar and typing your question into the 'Ask a question' box. Click the arrow icon to submit the question.

Copies of questions you have submitted can be viewed by selecting 'My Messages'.



Virtual microphone

If you would like to ask your question verbally, press the 'Request to speak' button at the bottom of the broadcast window. If you are watching the broadcast in full screen mode, this button is found at the top of the window.

Follow the on-screen instructions to join the queue.

Documents

Meeting documentation can be found within the documents tab in the navigation bar. Documents can be read within the platform.

Appointed proxies and corporate representatives

If you plan to participate in the meeting as a proxy or corporate representative, please contact our registrar Equiniti by emailing hybrid.help@equiniti.com. Your unique SRN and PIN, which is required to access the meeting, will be provided once a valid proxy appointment or letter of representation has been received.

To avoid delay accessing the meeting, contact should be made at least 24 hours prior to the meeting date and time.

Mailboxes are monitored 9.00am to 5.00pm Monday to Friday (excluding public holidays in England & Wales).

Biographies

Biographies can be found at centrica.com/board



Kevin O'Byrne
Chair



Kevin joined the Board on 13 May 2019. Prior to his appointment as Chair on 16 December 2024, he was Senior Independent Director from 1 June 2022. When he assumed the Chair role, succeeding Scott Wheway, he became Chair of the Nominations Committee and stood down as a member of the Audit and Risk Committee.

Relevant skills and experience

Kevin brings extensive board, retail, commercial and finance experience, having occupied senior roles in a number of leading UK and international retailers. Kevin possesses current and pertinent experience in financial matters, which the Board considers to be recent and relevant.

Previous experience

Kevin was chief financial officer of J Sainsbury plc from January 2017 to March 2023. Previously, he was chief executive officer of Poundland Group plc, and previously held executive roles at Kingfisher plc, including divisional director UK, China and Turkey, chief executive officer of B&Q UK & Ireland and group finance director. Prior to that he was finance director of Dixons Retail plc. From 2008 to 2017 he was a non-executive director and chairman of the audit committee of Land Securities Group PLC where he was also senior independent director from 2012 to 2016. Kevin was chair of Centrica plc's Audit and Risk Committee from 2019 to 2023.

External appointments

Non-executive director of International Flavors & Fragrances Inc, and Chair-elect (effective from 1 May 2025) (NYSE listed).

Contributions and reasons for re-election

The Board and its Committees continue to gain from Kevin's extensive experience in retail and finance. As the longest-serving Non-Executive Director of the Company, Kevin has a deep history with the Group. He has held the role of Senior Independent Director acting as a sounding board, and as a liaison between the Directors and shareholders and leading the evaluation of the Chair's performance.



Chris O'Shea
Group Chief Executive



Chris joined Centrica in September 2018 as Group Chief Financial Officer and was appointed as Group Chief Executive on 17 March 2020. Chris is Chair of the Disclosure Committee and was appointed Chair of Spirit Energy (joint venture) on 2 February 2022.

Relevant skills and experience

Chris has wide-ranging experience across the entire energy value chain together with recognised experience in transforming business and financial performance. He has considerable knowledge of working in highly regulated industries and in complex, multinational organisations, not only in the energy sector but also in technology-led engineering and services industries.

Previous experience

Chris was appointed Group Chief Executive in early 2020 having previously been Group Chief Financial Officer. Prior to joining Centrica, Chris was group chief financial officer of UK listed Smiths Group plc and Vesuvius plc, and a non-executive director of Foseco India Ltd. (NSE listed). From 2006 to 2012 Chris held various senior finance roles with BG Group plc, including chief financial officer of Africa Middle East & Asia and Europe & Central Asia, prior to which he held a number of senior roles with Shell, (living and working in the UK, the US and Nigeria), and with Ernst & Young.

Chris studied Accounting and Finance at the University of Glasgow and is a Chartered Accountant. He also holds an MBA from the Fuqua School of Business at Duke University and is a Fellow of the Energy Institute.

External appointments

Non-executive director of ITT Inc (NYSE listed).

Contributions and reasons for re-election

Chris' professional approach, effective leadership skills and deep knowledge in executive management and industry-specific areas has been instrumental to the Group's continued robust performance. He has successfully streamlined and stabilised the Company, ensuring its long-term stability and underpinning the Company for the future. He is dedicated to relentlessly improving the Company's operations, delivering sustainable earnings from the Company's core businesses, advancing the workforce towards achieving net zero and motivating team members to enhance performance. His motivation is to ensure longer-term value and growth and delivering attractive shareholder returns.



Russell O'Brien
Group Chief Financial Officer



Russell joined the Centrica plc Board on 1 March 2023 and is also on the Board of Spirit Energy (joint venture).

Relevant skills and experience

Russell has broad experience from across the energy value chain having spent more than 25 years with Shell plc. He developed his financial management experience through work in various business models from Retail through to upstream development. Russell has extensive knowledge of financial management, capital markets, commercial finance, and mergers and acquisitions activities.

Previous experience

Prior to joining Centrica, Russell worked for Shell plc from 1995 to 2021. From 2006 to 2009 Russell was financial controller for Shell's upstream operations in the Americas. Russell was then CFO for Shell's global retail business from 2009 to 2013. Following this, he was CFO for Shell's Integrated Gas division. In 2015 he was appointed group treasurer. During his time as treasurer Russell was also a board member of Shell Trading and chairman of Shell Asset Management Co. Russell has lived and worked in the USA, Singapore, the Netherlands and the UK. He was a board and advisory council member of the FICC Market Standards Board from 2015 to 2021. Russell is a Fellow of the Chartered Institute of Management Accountants and the Association of Corporate Treasurers. Russell studied Economics and Management and graduated from St. Andrews University in 1995.

External appointments

None.

Contributions and reasons for re-election

Russell has recently completed his first year as Group Chief Financial Officer with great success. During his first year, Russell has provided invaluable insight including carefully challenging processes and Group financial models, with the aim to continually seek high performance, to ensure sustainable earnings and a resilient balance sheet. Russell's broad experience across the energy value chain (including previous roles as global Chief Financial Officer for both Shell's Integrated Gas and Retail businesses) is essential and will ensure the Company is financially in the best position to deliver its commitment to its capital investment strategy.



Jo Harlow
Senior Independent Non-Executive Director



Jo joined the Board on 1 December 2023 and became Senior Independent Non-Executive Director on 16 December 2024.

Relevant skills and experience

Jo has more than 25 years' experience working in various senior roles, predominantly in the branded and technology sectors.

Previous experience

Prior to her non-executive career, Jo held the position of corporate vice president of the phones business unit at Microsoft. She previously spent 11 years at Nokia Corporation in a number of senior management roles, including executive vice president of smart devices. Jo was also non-executive director at InterContinental Hotels Group PLC from 2014 to 2023 (including as remuneration committee chair from 2017 to 2023) and was a non-executive director of Ceconomy AG from 2017 to 2021.

Jo attended Duke University in North Carolina and has a BSc in Psychology.

External appointments

Non-executive director and chair of remuneration committee at J Sainsbury plc. Senior independent director and remuneration committee chair at Halma plc, and non-executive director at Chapter Zero Ltd.

Contributions and reasons for re-election

Jo brings a wealth of experience from consumer-focused regulated industries, notably within the telecommunications and technology sectors, both in the UK and internationally. Her extensive expertise, cultivated through a variety of executive and non-executive roles, includes significant contributions to advancing sustainability strategies within organisations. Furthermore, Jo provides valuable, up-to-date insights from her ongoing role on an external remuneration committee.



Carol Arrowsmith
Independent Non-Executive Director



Carol joined the Board on 11 June 2020 and is Chair of the Remuneration Committee.

Relevant skills and experience

Carol brings extensive advisory experience, especially of advising boards on executive remuneration across a range of sectors, and is a Fellow of the Chartered Institute of Personnel and Development.

Previous experience

Carol is a former deputy chair and senior partner of Deloitte LLP. She was a member of the Advisory Group for Spencer Stuart, Global Partner of Arthur Andersen, managing director of New Bridge Street Consultants and non-executive director of Compass Group PLC and Vivo Energy plc. She was also a Director and Trustee of Northern Ballet Limited.

External appointments

Member of INSEAD's Corporate Governance Board Council.

Contributions and reasons for re-election

Carol's extensive experience in advising boards on executive remuneration, along with her strategic insights gained from the energy sector and other industries, continues to be a valuable asset to the Board, the Remuneration Committee and the Audit and Risk Committee. In 2024, the Company's Remuneration Policy was reviewed and as the Chair of the Remuneration Committee, Carol's expertise and perspectives significantly contributes to how the Company shapes its remuneration policy and oversees its ongoing effectiveness.



Philippe Boisseau
Independent Non-Executive Director



Philippe joined the Board on 1 September 2023.

Relevant skills and experience

Philippe brings broad experience of the energy industry, particularly of energy assets, energy infrastructure, energy trading and the renewable energy transition.

Previous experience

Philippe was the chief executive officer of CEPSA (Compañía Española de Petróleos SA), the Spanish multinational oil and gas, chemicals and renewable energy business, from 2019 to 2021. Before joining CEPSA, he worked at TotalEnergies SA for over two decades. During his tenure there, Philippe held president and senior executive roles across various business divisions and was instrumental in establishing and leading Total's New Energies division from 2007 to 2016. Philippe was a senior advisor to Carlyle International Energy Partners between 2017 and 2019 and was a board member at I-Pulse Inc. from 2017 to 2021.

Philippe graduated from Ecole Polytechnique and has an MSc in Theoretical Physics.

External appointments

Non-executive Director of Sibanye Stillwater, Beamen BV and Exolum SA. Senior advisor to OMERS Infrastructure and Ondra Partners.

Contributions and reasons for re-election

Philippe has brought recent and valuable external insight of the energy industry to the Board and its Committees. Philippe's experience and knowledge spans energy assets, energy infrastructure and the transition to renewable energy which will be highly beneficial to Centrica's green investment strategy and our Purpose of energising a greener, fairer future.



Nathan Bostock
Independent Non-Executive Director



Nathan joined the Board on 9 May 2022 and is Chair of the Audit and Risk Committee.

Relevant skills and experience

Nathan has worked in financial services since the mid-1980s and brings a wealth of financial, commercial, risk and compliance expertise, particularly in large-scale customer-facing businesses. Nathan possesses current and pertinent experience in financial matters.

Previous experience

Nathan was chief executive officer of Santander UK from 2014 until early 2022, as well as global head of investment platforms of Banco Santander before leaving in late 2023. He joined Santander from the Royal Bank of Scotland plc (RBS), where he was an executive director and group finance director. He previously held the post of group chief risk officer and head of restructuring having joined RBS in 2009. Nathan served on the board of Abbey National plc (now Santander UK) as an executive director and chief financial officer from 2005 until 2009. Prior to this he held a number of senior positions with Abbey National, 2001 to 2004, RBS, 1992 to 2001 and Chase Manhattan Bank, 1985 to 1992.

Nathan is a chartered accountant and holds a BSc (Hons) in Mathematics.

External appointments

Non-Executive Director of Lloyds Banking Group plc, Chair of Lloyds Bank Corporate Markets plc and Senior Adviser to McKinsey.

Contributions and reasons for re-election

Nathan brings a wealth of knowledge in financial risk management, as well as substantial experience in commercial and compliance matters to the Board and its Committees. As the Chair of the Audit and Risk Committee, Nathan uses his knowledge and experience to ensure that the Committee provides effective and proactive oversight of the Company's financial processing and reporting, internal controls and risk management. Furthermore, Nathan's background in leading large customer-facing businesses is an invaluable asset as the Group strives to achieve net zero and energise a greener, fairer future.



Chanderepreet (CP) Duggal
Independent Non-Executive Director



CP joined the Board on 16 December 2022.

Relevant skills and experience

CP brings valuable expertise of digital technology and the use of data and analytics in large customer-facing businesses.

Previous experience

CP worked for 20 years at American Express in various senior roles, the last of which was leading the company-wide digital and analytics organisation to enable growth, efficiency and innovation globally. His experience includes managing digital/mobile channels and technology platforms across the customer lifecycle, applications of AI and Data Science across wide-ranging business applications, operational excellence and managing fraud risk.

In his most recent executive role, CP was the chief digital and analytics officer for Burberry plc and a member of its executive committee. He was responsible for transforming e-commerce and omni-channel strategy globally, accelerating customer relationship management focus and leveraging analytics across the company.

External appointments

Chief Business Officer – WNS Next.

Contributions and reasons for re-election

CP's extensive experience in effectively delivering digital products and services on a large scale provides insightful observations and guidance to the Board and its Committees. The Company sees an opportunity to further leverage the power of technology and data to create a step change in our service delivery and customer value proposition. CP is particularly well placed to oversee and advise the Group on this journey, especially with regards to the Group's increased use of data and technology in its digital strategy, digital transformation and managing the Group's technology-related risks.



Heidi Mottram
Independent Non-Executive Director



Heidi joined the Board on 1 January 2020 and is Chair of the Safety, Environment and Sustainability Committee.

Relevant skills and experience

Heidi brings considerable relevant strategic and operational experience acquired in her current and previous roles. Her deep understanding of the importance of customer service, delivered in complex, multi-stakeholder environments with a high public profile, is particularly pertinent to the Group at this time, as it focuses on the delivery of its customer-centric strategy.

Previous experience

Heidi began her career with British Rail in the mid-1980s. She held a number of roles in GNER, before joining Midland Mainline in 1999 as operations director. She was managing director of Northern Rail from 2004, and before that she was commercial director of Arriva Trains Northern and operations director of Midland Mainline Limited from 1999 to 2003. Additionally, Heidi was vice-chair of the North East Local Enterprise Partnership and Newcastle University Council and was a member of the board of The Great British Railways Transition Team.

External appointments

Chief executive officer of Northumbrian Water Limited and Northumbrian Water Group Limited.

Contributions and reasons for re-election

The Board and its Committees continue to gain significantly from Heidi's extensive strategic and operational experience, developed through her work in major UK companies. As the Chair of the Safety, Environment and Sustainability Committee, her expertise in health and safety, along with her knowledge of environmental, responsible business and governance issues, is invaluable. Additionally, Heidi offers a profound understanding of providing customer service in intricate, multi-stakeholder settings that attract high public attention.



Rt Hon. Amber Rudd
Independent Non-Executive Director



Amber joined the Board on 10 January 2022.

Relevant skills and experience

Amber brings a wealth of real-world experience in energy, policy and business.

Previous experience

After around 20 years working in business, Amber served as a Member of Parliament between 2010 and 2019. In addition to holding the roles of Home Secretary, Secretary of State for Work and Pensions and Minister for Women and Equalities, Amber served as Secretary of State for Energy and Climate Change from 2015 to 2016, having been Parliamentary Under Secretary of State at the Department of Energy and Climate Change from July 2014 until May 2015. Amber led the UK team to the successful completion of the Paris Climate Change Agreement. This UN sponsored 2015 Conference of the Parties (COP21) achieved a landmark global commitment to reduce national carbon emissions.

External appointments

Non-executive director of Pinwheel, advisor to businesses including, Equinor, FGS and Centerview Partners, and a trustee of RUSI.

Contributions and reasons for re-election

Amber brings distinctive skills, which encompass both business acumen and experience in government and regulatory policy. Her broad range of expertise enhances the existing skills and capabilities of the Board and its Committees. Moreover, Amber's specific experience and dedication to climate change issues is a valuable asset as the Group strives to achieve net zero by energising a greener, fairer future.



Sue Whalley
Independent Non-Executive Director



Sue joined the Board on 1 December 2023.

Relevant skills and experience

Sue brings a blend of experience in people and cultural transformation, and strategic, technological, and operational evolution in large, complex organisations, championing the use of innovation to improve customer service.

Previous experience

Prior to joining Associated British Foods plc in 2019, Sue spent 12 years at Royal Mail where she held several executive roles. She was chief executive officer of the UK post and parcels business where she led complex organisation and digital transformation to support e-commerce growth in the logistics and delivery business. Sue has extensive experience working with complex stakeholder landscapes including unions and regulators. She also has experience leading Health and Safety agendas and environmental initiatives within operations. Sue spent nearly 18 years in management consultancy working in a range of industries including retail and utilities.

Sue is a graduate of the University of Cambridge and holds an MBA from Harvard Business School.

External appointments

Chief people and performance officer at Associated British Foods plc.

Contributions and reasons for re-election

Sue brings a distinctive blend of expertise in people management, cultural transformation, and strategic, technological, and operational development within large, complex organisations. Her valuable insights and experience will greatly benefit Centrica as it strives for high performance in the areas that matter most to our stakeholders.

Committee membership key

- Denotes Committee Chair
- C Chair of the Board
- AC Audit and Risk Committee
- DC Disclosure Committee
- NC Nominations Committee
- RC Remuneration Committee
- SC Safety, Environment and Sustainability Committee

Skills and experience key

- 🗨️ Consumer Services
- 💡 Energy Sector
- 🏗️ Engineering/Safety
- 🤝 Finance/M&A
- 📊 Financial Services
- 🏛️ Government/Regulatory
- 01/10 Technology

AGM programme and venue directions

AGM programme

Date	Thursday 8 May 2025
Location	The Edwardian Manchester, Free Trade Hall, Peter Street, Manchester M2 5GP
Key timings	9.30am – Registration will commence 10.30am – AGM will commence
Refreshments	Tea and coffee will be provided

Transport options



On foot:

The hotel is located just over 1 km from Manchester Piccadilly, approximately a 20-minute walk.



By public transport:

From Eccles metro station, take the blue or purple line to St Peter's Square station, which is approximately a two-minute walk from the hotel.



By public transport:

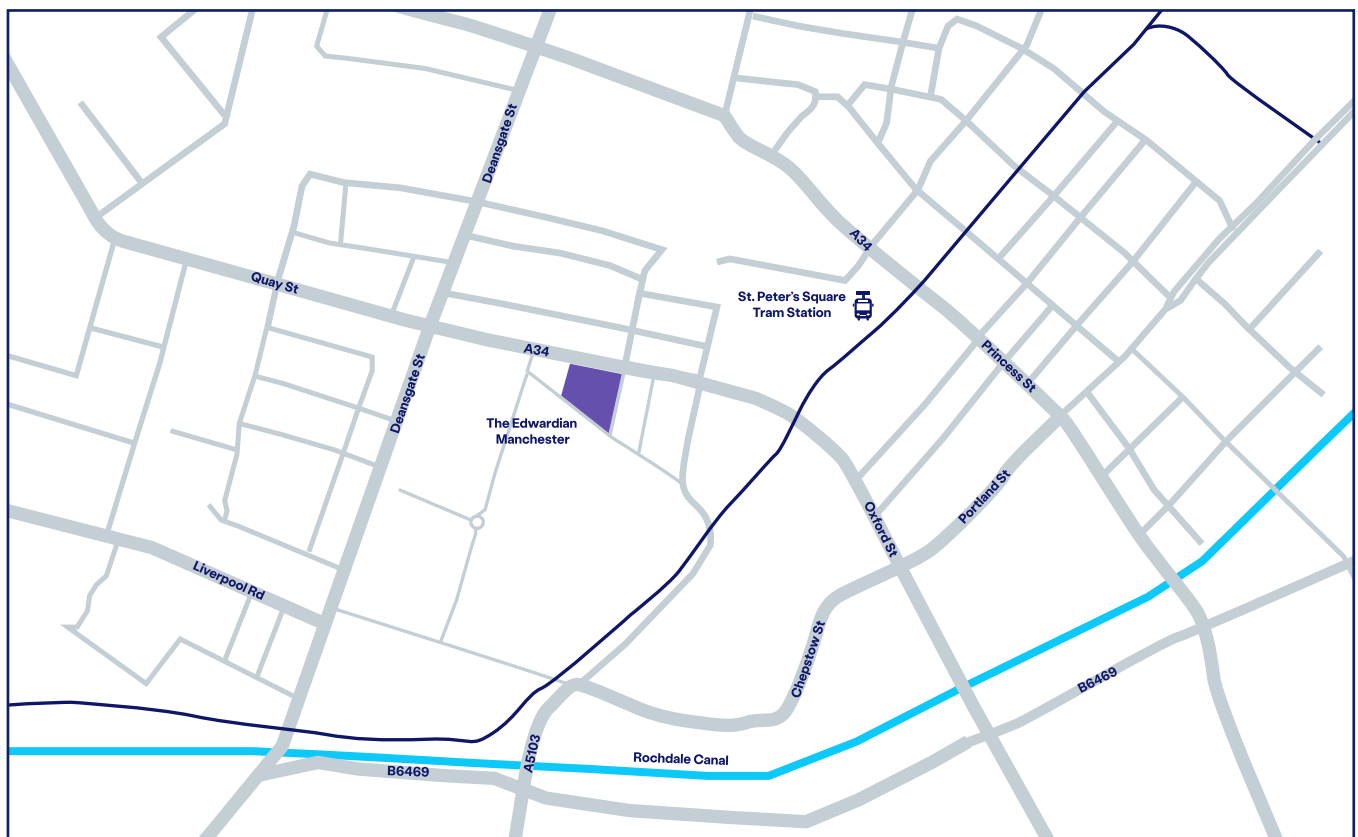
From the airport, there is a direct service to Manchester Piccadilly station with the northern line. From Eccles metro station, take the blue or purple line to St Peter's Square station, which is approximately a two-minute walk from the hotel.



By car:

The hotel is about 14 km from the airport and takes around 20 minutes by car via the M56.

For further travel details please visit www.edwardian.com/hotels/the-edwardian-manchester and scroll to the bottom of the page.



Centrica plc

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