

# CENTRICA PLC NOTICE OF ANNUAL GENERAL MEETING 2024

**Hilton Glasgow**  
1 William Street  
Glasgow  
G3 8HT

**Wednesday**  
**5 June 2024**  
at 10.30am  
(UK time)

Notice is hereby given that the 2024 Annual General Meeting of Centrica plc will be a combined physical and virtual meeting, held at, and broadcast from, the Hilton Glasgow, to consider and, if thought fit, to pass the resolutions set out in the following pages (the Notice).

**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.

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# CHAIR'S INTRODUCTION

## DEAR SHAREHOLDER

I am writing to provide you with notice of the 2024 Annual General Meeting (AGM) of Centrica plc (the Company). It will take place at 10.30am on Wednesday 5 June 2024, both in person at the Hilton Glasgow, 1 William Street, Glasgow, G3 8HT and online using the Lumi electronic meeting platform. The formal Notice of the AGM is set out on pages 4 to 22.

Continuing the practice from last year's annual general meeting in Leeds, we are delighted to host this year's AGM in Glasgow. This choice reflects the diverse locations of our customers, colleagues and shareholders. The Company has a much-valued local connection to Glasgow, as it is an important local base for our Scottish Gas energy services business.

## 2024 AGM ARRANGEMENTS

Building on the success of our last two 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 electronically via live webcast. You can find detailed information on how to participate electronically on pages 12 to 15.

I am pleased to note that our last two annual general meetings were productive and constructive. To maintain this positive atmosphere of engagement, which the Board values, the Company will not tolerate any disruptive or rude behaviour that could compromise another person's security, safety, or the 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/aggm24](https://centrica.com/aggm24) and, where appropriate, via a Regulatory Information Service.

## BUSINESS OF THE MEETING

The general business of the AGM, as set out in this Notice, is to pass various resolutions that are dealt with as a matter of course at each annual general meeting of the Company, including receipt of the Company's Annual Report and Accounts 2023, the approval of the Directors' Annual Remuneration Report, the declaration of a final dividend, election and re-election of the Directors and Auditors and authority to set their remuneration, the right to make political donations, 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 6 to 8.

## BOARD AND COMMITTEE CHANGES

Since last year's annual general meeting we welcomed Philippe Boisseau, Jo Harlow and Sue Whalley as Independent Non-Executive Directors.

Philippe joined the Board and the Audit and Risk Committee, the Nominations Committee and the Safety, Environment and Sustainability Committee on 1 September 2023 and brings valuable industry experience. Jo Harlow and Sue Whalley joined the Board, the Remuneration Committee and the Nominations Committee on 1 December 2023. Jo brings a wealth of experience in technology and data and Sue brings broad experience in strategic, technological and operational change.

Philippe, Jo and Sue will stand for election at the AGM. All other Directors will retire from the Board at the AGM and will offer themselves for re-election. The skills and expertise of each Director on the Board are given on page 16 to 21 of the Notice.

Diversity and inclusion continue to be top priorities of the Board, as they are inherent to the success of the Group. As at 31 December 2023, we had over 40% female representation on the Board and at least one Director from a minority ethnic background. The Company does not currently have a female in one of the following roles: Chair, Senior Independent Director, Group Chief Executive or Group Chief Financial Officer. However, the Board is mindful and fully supportive of this target and the Nominations Committee will continue to incorporate this diversity consideration into the Board's succession planning arrangements to enable the Company to meet the target at the earliest opportunity.

During the year, the Board undertook regular reviews of its effectiveness, priorities and the Director's contributions. Further information on this can be found on page 66 of the Annual Report and Accounts 2023. The outcome of this year's evaluation demonstrated that the Board and its Committees continue to operate effectively. The Board is mindful of its duties under section 172 of the Companies Act 2006. Please see pages 14 to 17 of the Annual Report and Accounts 2023 for information on how the Board met its obligations under the Companies Act 2006.

## 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 9 and 10 of the Notice.

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.

## 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 ask relevant 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/aggm24](https://centrica.com/aggm24) until no later than 5.00pm on Friday 24 May 2024. If you attend the AGM physically or electronically, you may also submit questions during the AGM. Further details can be found on page 10 and 12 of the Notice. Responses to the questions will be provided at the AGM and the Chair will provide an email address that can be used by shareholders to follow up on any answers given to a question raised at the AGM.

## 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 the resolutions set out on pages 4 to 5, as they intend to do in respect of their own shares in the Company.

**Scott Wheway**  
Chair  
4 April 2024

# THE RESOLUTIONS

Resolutions 1 to 19 will be proposed as ordinary resolutions and 20 to 23 will be proposed as special resolutions. Notes to the resolutions are set out on pages 6 to 8. and biographies of the Directors can be found on pages 17 to 22.

## ORDINARY RESOLUTIONS

### REPORT AND ACCOUNTS

1. To receive Centrica plc's Annual Report and Accounts for the year ended 31 December 2023.

### REMUNERATION

2. To approve the Directors' Annual Remuneration Report as set out on pages 84 to 109 of Centrica plc's Annual Report and Accounts for the year ended 31 December 2023.

### DIVIDEND

3. That a final cash dividend of 2.67 pence per ordinary share for the year ended 31 December 2023 be paid on 11 July 2024 to shareholders on the Register of Shareholders at the close of business on 31 May 2024.

### ELECTION OF DIRECTORS

4. That Philippe Boisseau be elected as a Director.
5. That Jo Harlow be elected as a Director.
6. That Sue Whalley be elected as a Director.

### RE-ELECTION OF DIRECTORS

7. That Carol Arrowsmith be re-elected as a Director.
8. That Nathan Bostock be re-elected as a Director.
9. That Chandereet Duggal be re-elected as Director.
10. That Heidi Mottram be re-elected as a Director.
11. That Russell O'Brien be re-elected as a Director.
12. That Kevin O'Byrne be re-elected as a Director.
13. That Chris O'Shea be re-elected as a Director.
14. That Rt Hon. Amber Rudd be re-elected as a Director.
15. That Scott Wheway be re-elected as a Director.

### AUDITORS

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

### POLITICAL DONATIONS

18. 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.

## AUTHORITY TO ALLOT SHARES

19. 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 £110,296,193 (such amount to be reduced by the nominal amount allotted or granted under paragraph b) below in excess of £110,296,193); and
- b) up to an aggregate nominal amount of £220,592,385 (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 of 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 5 September 2025, 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

20. That if Resolution 19 is passed, the Directors be authorised to allot equity securities (as defined in section 560(1) of the Companies Act 2006 (the Act)) for cash under the authority given by that resolution and/or to sell ordinary shares held by Centrica plc (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:

- a) to 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 19, by way of a pre-emptive offer (including an offer by way of a rights issue or open offer)):
  - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - (ii) to 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 £33,088,858; 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 determines 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 5 September 2025) 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**

21. That, if Resolution 19 is passed, the Directors be authorised, in addition to any authority granted under Resolution 20 to allot equity securities (as defined in section 560(1) of the Companies Act 2006 (the Act)) for cash under the authority given by Resolution 19, and/or to sell ordinary shares held by Centrica plc (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:

- a) limited to the allotment of equity securities and/or sale of treasury shares up to a nominal amount of £33,088,858; 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 determines 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) limited to 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 determines 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 5 September 2025) 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**

22. That Centrica plc (the Company), pursuant to and in accordance with section 701 of the Companies Act 2006 (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 536,039,506;
- b) the minimum price (exclusive of expenses) which may be paid for each such ordinary share is 6<sup>14</sup>/<sub>81</sub> 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 5 September 2025), 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**

23. 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  
4 April 2024

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

Resolutions 20 to 23 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 2023

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 2023 is available online at [centrica.com/ar23](http://centrica.com/ar23) and hard copies have been sent to shareholders deemed to receive mailings by post.

### RESOLUTION 2:

#### Approval of the Directors' Annual Remuneration Report for the year ended 31 December 2023

Shareholders are invited to approve the Directors' Annual Remuneration Report as set out on pages 84 to 109 of the Company's Annual Report and Accounts 2023. 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 on the implementation of the Directors' Remuneration Policy which was approved by shareholders at the annual general meeting held on 7 June 2022.

### RESOLUTION 3:

#### Dividend

This resolution seeks shareholder approval for the final ordinary dividend recommended by the Board. The Board recommends a final dividend of 2.67 pence per ordinary share. An interim dividend of 1.33 pence per ordinary share was paid on 16 November 2023, making a total dividend for the year of 4.0 pence per ordinary share. If approved, the final dividend will be paid on 11 July 2024 directly into the bank or building society account of shareholders on the register at the close of business on 31 May 2024. Dividends are now deposited directly into the shareholder's bank accounts. If you have not registered your bank details yet, you can find more information on how to do so on page 12.

### RESOLUTIONS 4 TO 15:

#### Election and re-election of Directors

Since the 2023 annual general meeting, Philippe Boisseau, Jo Harlow and Sue Whalley were appointed to the Board. Philippe, Jo and Sue will be standing for election at the 2024 AGM. Further information about their appointment process can be found on pages 79 and 80 of the Company's Annual Report and Accounts 2023. All other current Directors 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 16 to 21 of this Notice.

To ensure the Board and its Committees continue to operate effectively, regular reviews of the Board's effectiveness, its priorities and Directors are undertaken. These reviews confirmed that each Director being proposed for re-election makes an effective and valuable contribution to the Board, including making sufficient time for Board and Committee meetings and other 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 2023 Board Evaluation can be found on pages 66 and 68 of the Annual Report and Accounts 2023.

### RESOLUTIONS 16 TO 17:

#### 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 Committee has considered the timing of a competitive tender and has decided to conduct the tender in early 2025. This will allow sufficient time for audit firms otherwise working with Centrica in any capacity to become independent in advance of taking on the audit in 2027. Deloitte LLP will be invited to participate in the tender.

Deloitte LLP has confirmed its willingness to continue in office as Auditors of the Company. If Resolution 16 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.

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 Auditors should be paid and Resolution 17 grants this authority to the Company's Audit and Risk Committee.

Further information regarding the Audit and Risk Committee's assessment of the Auditors of the Company (including their independence and tenure) can be reviewed in the Audit and Risk Committee Report as set out on pages 72 to 80 of the Company's Annual Report and Accounts 2023.

### RESOLUTION 18:

#### 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 were made by the Group for political purposes since the last annual general meeting.

## RESOLUTION 19:

### 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 5 September 2025).

Paragraph a) of Resolution 19 would give the Directors the authority to allot shares up to a maximum nominal amount equal to £110,296,193. This represents 1,786,798,353 ordinary shares of 6<sup>14</sup>/<sub>81</sub> 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 3 April 2024.

Paragraph b) of Resolution 19 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 £220,592,385. This represents 3,573,596,705 ordinary shares of 6<sup>14</sup>/<sub>81</sub> pence each in the capital of the Company, as reduced by the nominal amount of any shares issued under paragraph a) of Resolution 19, which (before any reduction) represents approximately two-thirds of the Company's issued ordinary share capital (excluding treasury shares) as at 3 April 2024.

The proposals in Resolution 19 are in compliance 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 3 April 2024, the total ordinary share capital in issue (excluding treasury shares) was 5,360,395,058 and the Company held 518,851,080 ordinary shares in treasury, representing 9.68% of the total ordinary share capital in issue (excluding treasury shares).

## RESOLUTIONS 20 AND 21:

### 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 20 and 21 are special resolutions that enable Directors to disapply these pre-emption rights in certain circumstances.

The authority set out in Resolution 20 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 £33,088,858 (representing 536,039,506 ordinary shares and approximately 10% of the issued ordinary share capital of the Company (excluding treasury shares) as at 3 April 2024; 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 £6,617,772 representing 107,207,901 ordinary shares and approximately 2% of the issued ordinary share capital of the Company (excluding treasury shares) as at 3 April 2024), 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 21 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 21 is in addition to that proposed by Resolution 20 and would be limited to:

- a) allotments or sales up to an aggregate nominal amount of £33,088,858 representing 536,039,506 ordinary shares and an additional 10% of the issued ordinary share capital of the Company (excluding treasury shares) as at 3 April 2024; 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 £6,617,772 representing 107,207,901 ordinary shares and approximately 2% of the issued ordinary share capital of the Company (excluding treasury shares) as at 3 April 2024), 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 20 and 21 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 20 or 21, however, the Directors wish to ensure the Company has maximum flexibility in managing the Group's capital resources. If the powers sought by Resolutions 20 or 21 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 20 and 21 will expire at the earlier of 5 September 2025 and the conclusion of the next annual general meeting of the Company.

## RESOLUTION 22:

### Authority to purchase own shares

Resolution 22 seeks authority for the Company to make market purchases of the Company's own ordinary shares up to a maximum of 535,218,478 ordinary shares (10% of the Company's issued ordinary share capital (excluding treasury shares)) as at 3 April 2024, continuing a similar authority granted by shareholders at last year's annual general meeting. Resolution 22 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.

On 27 July 2023, the Company announced its intention to extend its share repurchase programme by repurchasing an additional £450 million of its ordinary shares (the 2023-2024 Share Buyback Programme). The Company completed the first tranche of the 2023-2024 Share Buyback Programme on 1 March 2024 with the purchase of 137,986,827 shares equal to the aggregate value of approximately 2.57% of the issued ordinary share capital (excluding treasury shares) as at 3 April 2024.

On 4 March 2024, the Company entered into the second tranche of the 2023-2024 Share Buyback Programme and has so far completed the purchase of 1,960,000 shares equal to the aggregate value of approximately 0.037% of the issued ordinary share capital (excluding treasury shares) as at 3 April 2024.

The maximum number of shares which may be purchased by the Company under the 2023-2024 Share Buyback Programme is 568,617,397, 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 13 June 2023.

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 518,851,080 ordinary shares in treasury and the Company confirms that this number will not at any time 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 3 April 2024 was 47,252,455, representing 0.88% of the issued ordinary share capital of the Company (excluding treasury shares). If the authority for the Company to purchase shares under Resolution 22, and under the resolution passed at the 2023 annual general meeting, are used in full, the outstanding options and awards over ordinary shares would represent 1.10% of the issued ordinary share capital (excluding treasury shares) as at 3 April 2024.

## **RESOLUTION 23:**

### **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:

- a) 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
- b) offers the facility for all shareholders to vote by electronic means. Resolution 23 seeks such approval and replaces a similar authority granted at the 2023 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.



# 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](http://centrica.com) and a hard copy will be posted to shareholders deemed 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/agm24](http://centrica.com/agm24).

## 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 Monday 3 June 2024 (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, shareholders are encouraged to appoint the Chair of the AGM or any other person to attend, speak and vote on their 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:

- o at [sharevote.co.uk](http://sharevote.co.uk); or
- o via CREST; or
- o via Proxymity; or
- o 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 [sharevote.co.uk](http://sharevote.co.uk), CREST or Proxymity), must be received by the Company's Registrar not later than 10.30am on Monday 3 June 2024, 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 31 May 2024.

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](http://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 Monday 3 June 2024 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](http://www.proxymity.io). Your proxy must be lodged by 10.30am on Monday 3 June 2024 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.

#### **I'M 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 4 June 2024 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) copies of Directors' service contracts; and
- b) copies of Non-Executive Directors' letters of appointment.

#### **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/aggm24](http://centrica.com/aggm24), until 5.00pm on Wednesday 29 May 2024. 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 electronically) have the right to ask questions at the AGM on the business of the meeting in accordance with section 319A of the Act:

- a) as written text, via the messaging function on the Lumi electronic meeting platform;
- b) by 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](http://centrica.com) following the conclusion of the AGM on Wednesday 5 June 2024.

#### **WHAT IS THE COMPANY'S NUMBER OF ISSUED SHARES AND TOTAL VOTING RIGHTS?**

As at 3 April 2024, the total issued share capital of the Company consisted of 5,879,246,138 ordinary shares including 518,851,080 ordinary shares held in treasury leaving a balance of 5,360,395,058 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 AGM 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 Hilton Glasgow on +44 0141 204 5555.

### **CHANGES SINCE 14 FEBRUARY 2024 DIRECTORS' INTERESTS IN SHARES**

Between 14 February 2024 (date of signing the Annual Report and Accounts 2023) and 3 April 2024, the Company was notified that the following Directors had acquired additional shares in the Company: Chris O'Shea and Russell O'Brien acquired, respectively, 1,571,110 shares and 833,561 shares through the Company's Share Incentive Plan and Equiniti Share Plan Trustees Limited; and Amber Rudd and Philippe Boisseau acquired, respectively, 3,431 and 3,159 shares through a share salary purchase agreement. Jo Harlow purchased 17,600 shares through market purchase. All other Director shareholdings remain as disclosed on page 89 of the Company's Annual Report and Accounts 2023.

### **SIGNIFICANT SHAREHOLDINGS**

The Company has not been notified of any changes to the voting interests disclosed on page 110 of the 2023 Annual Report and Accounts between 14 February 2024 and 3 April 2024.

### **WHY IS THE DATE 3 APRIL 2024 REFERRED TO AS A SPECIFIC DATE?**

Throughout this Notice, we have referred to 3 April 2024 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.

### **ELECTRONIC COMMUNICATIONS AND DIVIDEND PAYMENT**

As a shareholder, you have the option to access shareholder communications, like the Annual Report and Accounts, online via our website instead of receiving paper communications. You can opt for website communications by registering your email address online at [shareview.co.uk](http://shareview.co.uk). Once you are registered, you will be sent a notification by email whenever such shareholder communications are added to our website, or in the absence of an email address you will be sent a notification by post. If you choose to view shareholder communications by means of our website, you may change your mind at any time or obtain, free of charge, a copy of the communication in paper form, by contacting our Registrar at the address below.

As mentioned in our last Annual General Meeting notice, we no longer issue dividends by cheque. If you have not yet provided your bank details for direct deposit of your dividends, please do so now by completing the form at [shareview.co.uk](http://shareview.co.uk).

### **PRIVACY NOTICE**

The AGM may involve the processing of shareholder data, as defined in the General Data Protection Regulation. 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 2023, required by section 311A of the Act, can be found on the Company's website, see: [centrica.com/agm24](http://centrica.com/agm24).

### **FINANCIAL CALENDAR**

Thursday 30 May 2024	Ex-dividend date for 2023 final dividend
Friday 31 May 2024	Record date for 2023 final dividend
Wednesday 5 June 2024	Annual General Meeting
Thursday 11 July 2024	Final dividend payment

# ELECTRONIC PARTICIPATION IN AGM

## ELECTRONIC MEETING

For the 2024 AGM, the Company 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, <https://web.lumiagm.com/116-782-855> 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 go to

<https://web.lumiagm.com/116-782-855> 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 Wednesday, 5 June 2024; 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 the AGM via the Lumi meeting platform, or any interruption to a person being so able, shall not invalidate the proceedings of the AGM.

## 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](mailto: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

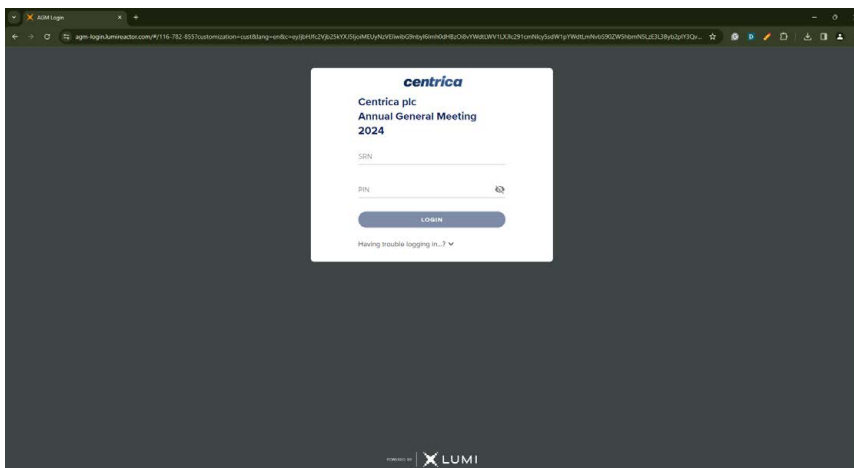
Visit <https://web.lumiagn.com/116-782-855> on your smartphone, tablet or computer.

You will then be required to enter your:

- o Shareholder Reference Number (SRN)
- 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](mailto: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.

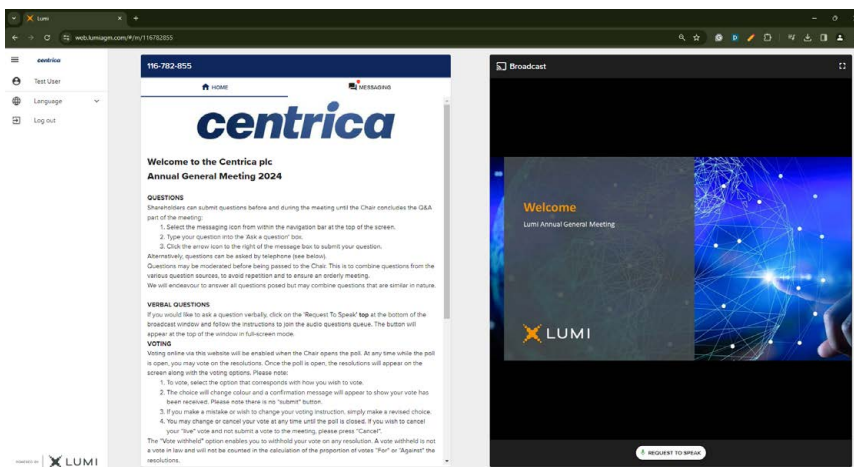


## Home page and broadcast

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

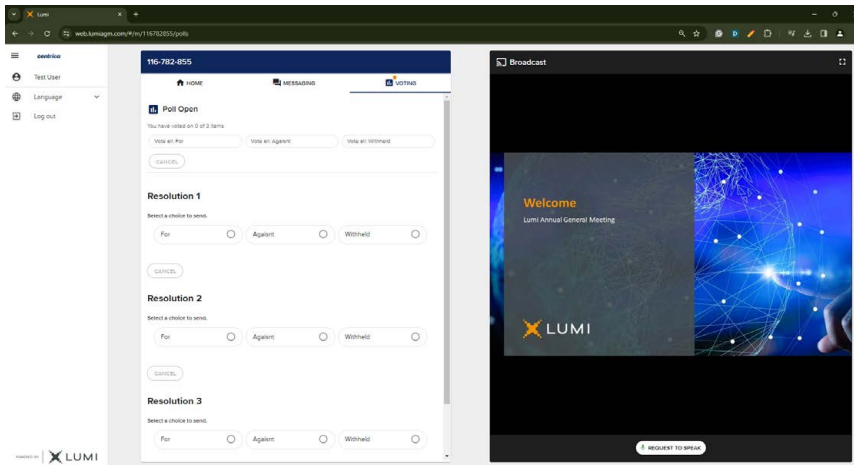
At the commencement of the meeting, the live broadcast of the proceedings will be available on the right-hand side of your device.

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

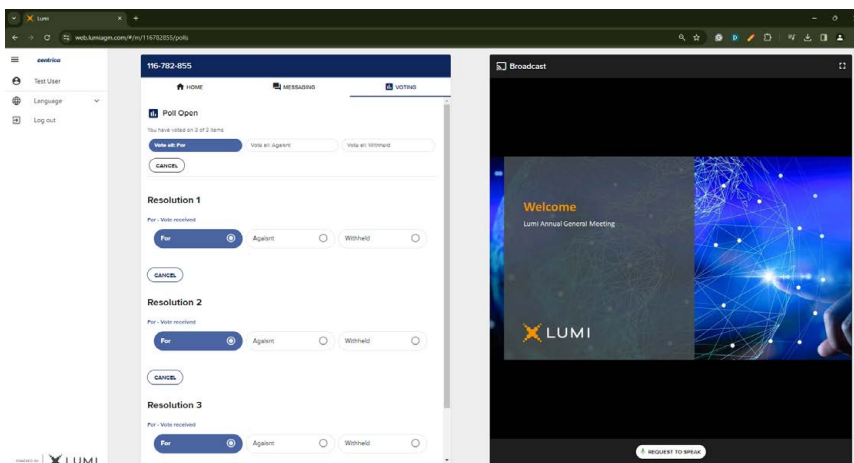


## Voting

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.



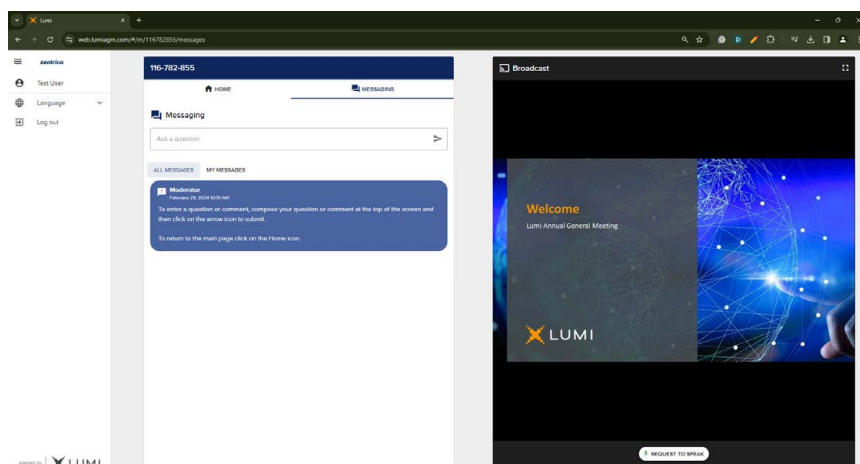
To vote on all resolutions displayed, select the “vote all” option at the top of the screen.

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 or downloaded to your device in pdf format.

## 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](mailto:hybrid.help@equiniti.com). Your unique SRN and PIN, which are 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

Full biographies can be found at [centrica.com/board](http://centrica.com/board) and pages 59 to 63 of the Annual Report and Accounts 2023.



**Scott Whewey** | Chair



Scott joined the Board on 1 May 2016 and became Chair of the Board on 17 March 2020.

### Relevant skills and experience

Scott has a wealth of experience as a senior customer-facing business leader with a mix of deep retail and consumer expertise. He has considerable knowledge gained in both the retail and insurance sectors, together with a strong understanding of operating within highly regulated businesses.

### Previous experience

Scott worked in retail for 27 years both in the UK and internationally. His prior roles include chair of AXA UK plc from December 2017 until June 2022, seven years on the board of Santander UK plc, where he was the senior independent director, and non-executive director of Aviva plc between 2007 and 2016. He is the former chief executive officer of Best Buy Europe (retail services), director of The Boots Company plc, managing director and retail director of Boots the Chemist at Alliance Boots plc and a director of the British Retail Consortium. He formerly held a number of senior executive positions at Tesco plc (retail services), including chief executive of Tesco in Japan.

### External appointments

Non-executive director of Lloyds Banking Group plc and chair of Scottish Widows Group.

### Contributions and reasons for re-election

Scott consistently exhibits the leadership qualities and skills necessary for effectively guiding both the Board and the Nominations Committee. He is a strong supporter of maintaining high corporate governance standards and holds the conviction that the culture of a business is shaped by the influence and behaviour of its leaders. Drawing on his extensive experience in customer-oriented businesses, Scott offers invaluable momentum and guidance, contributing significantly to the Group's ongoing positive transformation and its journey towards a sustainable future.



**Chris O'Shea** | Group Chief Executive



Chris joined Centrica in 2018 as Group Chief Financial Officer and was appointed Group Chief Executive in 2020. Chris is also Chair of the Disclosure Committee and Chair of the majority controlled subsidiary, Spirit Energy (joint venture).

### Relevant skills and experience

Chris has wide-ranging experience across the entire energy value chain together with experience in transforming business and financial performance. He has considerable knowledge of working in highly regulated industries and in complex, multi-national 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 Indian listed Fosroc India Ltd. 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, is a Chartered Accountant, and holds an MBA from the Fuqua School of Business at Duke University.

### External appointments

None.

### Contributions and reasons for re-election

Chris's 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 the majority-controlled subsidiary, Spirit Energy.

**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 controlling, 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 invest £4 billion over the next five years in security of supply and flexibility, renewable generation and to our customers.



**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 in advising boards on executive remuneration across a range of sectors and is a Fellow of the Chartered Institute of Personnel and Development. She has significant experience in leading Remuneration Committees. Notably, she served as the Chair of the Remuneration Committee at Compass Group plc from 2014 to 2023. She has continued in this role at Centrica plc since June 2020.

**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.

**External appointments**

Director and trustee of Northern Ballet Limited.

**Contribution 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. During this year, the Company's remuneration policy will be reviewed and as the Chair of the Remuneration Committee, Carol's expertise and perspectives will significantly contribute to the shape of the policy and 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

Senior advisor to OMERS Infrastructure, Ondra Partners and Sibanye-Stillwater Limited.

#### Contributions and reasons for election

Since September, Philippe has brought valuable external insight of the energy industry to the Board and the Board 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 new 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 the 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 having joined RBS in 2009. Nathan served on the board of Abbey National plc (now Santander UK) as an executive director, 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

As announced on 22 February 2024, Nathan will be appointed as a non-executive director of Lloyds Banking Group plc and, subject to regulatory approval, chair of Lloyds Bank Corporate Markets plc, in each case effect from 1 August 2024.

#### 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 the Board Committees. As the Chair of the Audit and Risk Committee, Nathan uses his knowledge and experience to ensure that the Committee provides effective and pro-active 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 energising 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 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**

None.

**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 the Board's 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 the Group's digital strategy, digital transformation and managing the Group's technology-related risks.



**Jo Harlow** | Independent Non-Executive Director



Jo joined the Board on 1 December 2023.

**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 previously 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 election**

Jo's recent appointment to the Board brings a substantial amount of experience from consumer-oriented, regulated businesses including the telecoms and technology sectors, both within the UK and globally. She has a wide range of expertise from her various executive and non-executive roles, including her contributions to evolving the Company's sustainability strategy. Additionally, Jo offers current, relevant experience from her role in an external remuneration committee.



**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. Heidi was vice-chair of the North East Local Enterprise Partnership and Newcastle University Council.

**External appointments**

Chief executive director of Northumbrian Water Limited and Northumbrian Water Group Limited, and a member of the board of The Great British Railways Transition Team.

**Contributions and reasons for re-election**

The Board and the Board 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.



**Kevin O'Byrne** | Senior Independent Director



Kevin joined the Board on 13 May 2019. He became Senior Independent Director on 1 June 2022.

**Relevant skills and experience**

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

**Previous experience**

Kevin was chief financial officer of J Sainsbury plc from January 2017 to March 2023. Prior to that, 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. (NYSE listed).

**Contributions and reasons for re-election**

The Board and the Board Committees continue to gain from Kevin's extensive experience in retail and finance. As the second longest-serving Non-Executive Director of the Company, following the Chair, Kevin has a deep history with the Group. In his role as Centrica's Senior Independent Director, Kevin fulfils a crucial governance function. He supports the Chair by acting as a sounding board, serves as a liaison between the Directors and shareholders, and leads the evaluation of the Chair's performance.



**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 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 and 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 after 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 (COP 21) achieved a landmark global commitment to reduce national carbon emissions.

**External appointments**

Non-executive director of Pinwheel, advisor to businesses including Energy 1, Equinor, FGS, Centerview Partners and Phoenix Group, and a trustee of The Climate Group, RUSI.

**Contributions and reasons for 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 Board 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 more.

**Skills and experience key**

- Consumer Services
- Energy Sector
- Engineering/Safety
- Finance/M&A
- Financial Services
- Government/Regulatory
- Technology



**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. Sue spent nearly 18 years in management consultancy working in a range of industries including retail and utilities.

Sue is a graduate of 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 offers a unique combination of expertise in managing people and cultural transformation, as well as strategic, technological and operational development within large, complex organisations. This valuable insight and experience will be highly beneficial to Centrica as it continues to seek high performance in the areas that our people care about.

**Committee membership key**

- Denotes Committee Chair
- Chair of the Board
- Audit and Risk Committee
- Disclosure Committee
- Nominations Committee
- Remuneration Committee
- Safety, Environment and Sustainability Committee

# AGM PROGRAMME AND VENUE DIRECTIONS

## AGM PROGRAMME

Date	Wednesday 5 June 2024
Location	Hilton Glasgow 1 William Street Glasgow G3 8HT
Key timings	9.30am – Registration opens 10.30am – Chair opens the AGM
Refreshments	Tea and coffee will be provided

## TRANSPORT OPTIONS



The venue is located off the M8, on the edge of Glasgow's City Centre. Parking is available onsite at a discounted rate.



Glasgow Central, Gordon St, Glasgow G1 3SL: 2 miles



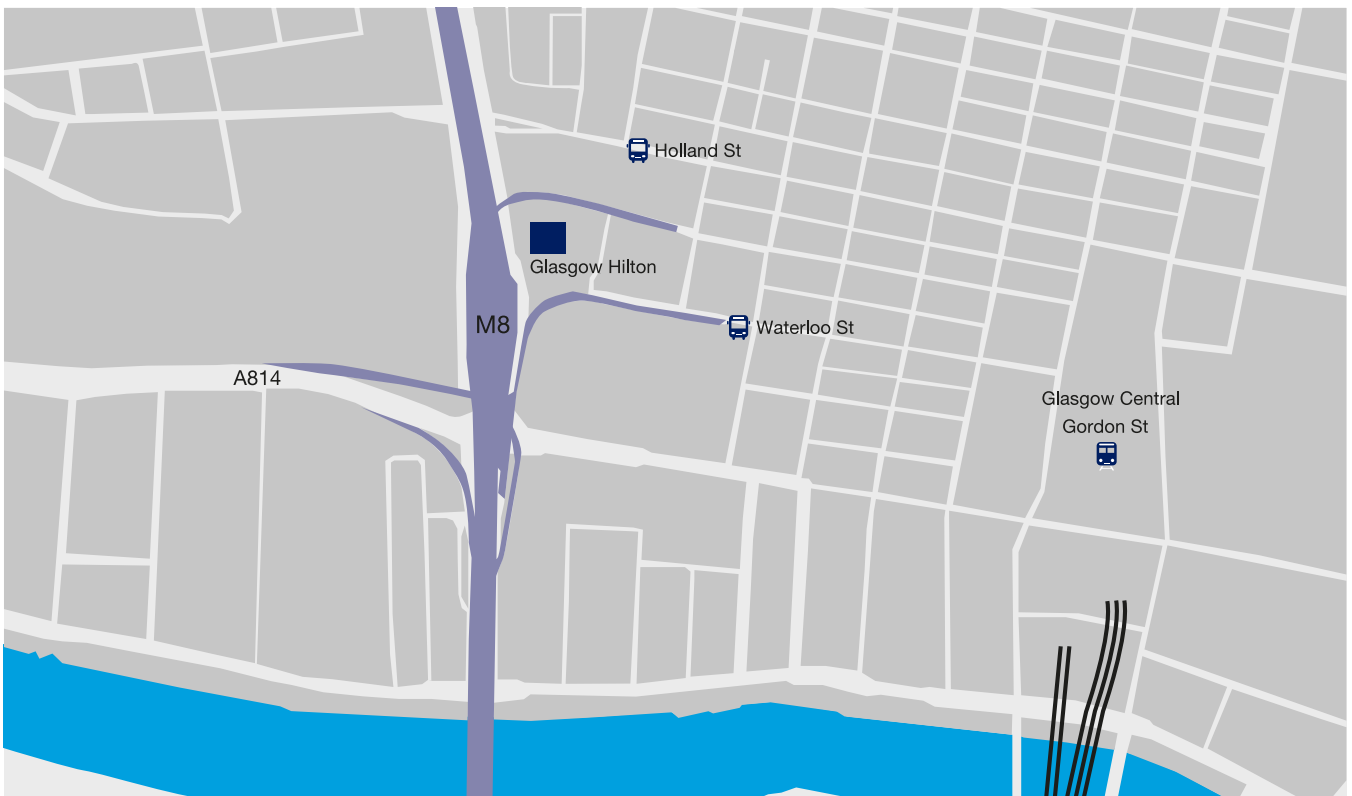
Closest bus stop from Glasgow Central is Waterloo Street or Holland Street



Glasgow International Airport, UK:  
8 miles

Prestwick, UK: 40 miles  
Edinburgh, UK: 45 miles

For further travel details please visit [hiltonglasgow.com](http://hiltonglasgow.com) and scroll to the bottom of the page.





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**Centrica plc**

Registered office:  
Millstream  
Maidenhead Road  
Windsor  
Berkshire  
SL4 5GD

Company registered  
in England and Wales  
No. 3033654

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