

# ***Centrica plc Notice of Annual General Meeting 2026***

## **The Parkgate Hotel**

Westgate Street, Cardiff CF10 1DA

Thursday | 7 May 2026 | 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 advisor immediately.

Notice is hereby given that the 2026 Annual General Meeting of Centrica plc will be a combined physical and virtual meeting, held at, and broadcast from, The Parkgate Hotel, Westgate Street, Cardiff CF10 1DA, to consider and, if thought fit, to pass the resolutions set out on the following pages (the Notice).

# Chair's introduction

## Dear Shareholder

I am writing to provide you with notice of the 2026 Annual General Meeting (AGM) of Centrica plc (the Company).

The AGM will take place at 10.30am on Thursday 7 May 2026 at The Parkgate Hotel and online using the Lumi electronic meeting platform, enabling shareholders to attend, participate and vote remotely if they wish. The formal Notice of the AGM is set out on pages 4 to 10.

Building on our recent practice for annual general meetings, we are delighted to host this year's AGM in Cardiff. This decision reflects the geographic diversity of our customers, colleagues and shareholders, as well as the Company's operational footprint across the UK. Centrica has had a long-standing operational presence in Cardiff, through a major British Gas customer contact centre. I am accordingly very glad we are able to host the AGM in Cardiff.

## 2026 AGM arrangements

We are happy to once again provide shareholders (or their duly appointed representatives and/or proxies) with the option to attend and participate in the meeting either 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 submit your vote by proxy in advance of the meeting to ensure your vote is counted. You can find detailed information on how to participate remotely on pages 15 to 18.

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 of Directors 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/agma26](https://centrica.com/agma26) 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 business of the AGM, as set out in this Notice, is to consider and if thought fit, pass resolutions covering both the ordinary business of the meeting and certain items of special business. These include receipt of the Company's Annual Report and Accounts 2025, the approval of the Directors' Annual Remuneration Report, the final dividend, the election and re-election of the Directors and Auditors and authority to set their remuneration, the authority to make political donations, the authority of the Directors' to allot shares, disapply pre-emption right and purchase the Company's own shares' 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 7 to 10.

In addition to the above, we have taken the opportunity to review the Company's articles of association, which were last updated in 2023. The resolutions therefore include a special resolution, Resolution 22, proposing certain updates to the Company's articles of association to reflect developments in market practice and enhance flexibility in the operation of the Company.

A summary of the principal changes being proposed is set out in Appendix 1 on page 10.

## Board changes

During the year, we were pleased to welcome Alessandra Pasini and Frank Mastiaux, who joined the Board on 8 July and 22 September 2025, respectively. Alessandra and Frank bring valuable experience and strengthen the Board's collective expertise in areas including renewable energy and energy transition, financing, and industry operations, supporting the delivery of Centrica's strategy.

We announced on 19 November 2025 that Nathan Bostock will step down from the Board no later than 31 July 2026, and on 19 December 2025 that Heidi Mottram would step down from the Board with effect from 31 December 2025. In addition, as announced on 19 February 2026, Carol Arrowsmith has informed the Board of her intention to step down from the Board with effect from the conclusion of the AGM.

The Board extends its sincere thanks to Heidi, Carol and Nathan for their valuable contributions during their tenures and offers its best wishes for the future.

I am pleased to confirm that Amber Rudd has assumed the role of Chair of the Safety, Environment and Sustainability Committee (SESC). Sue Whalley will assume the role of Chair of the Remuneration Committee from the conclusion of the AGM.

In accordance with the UK Corporate Governance Code 2024, Alessandra and Frank, having been appointed during the year, will offer themselves for election by shareholders for the first time. The remaining Directors, including Nathan, will retire at the upcoming AGM and being eligible, will offer themselves for re-election. Details of each Director's skills, experience and contribution can be found on pages 19 to 22 of this Notice. Your Board fully considers that each Director continues to demonstrate effective leadership and contributes valuable skills and experience, and unanimously recommends their election and re-election to shareholders.

## Engagement and voting

As always, the Board values ongoing dialogue with shareholders and looks forward to the opportunity to engage with you at the AGM. On behalf of the Board, I encourage you to participate in the meeting and to vote on the resolutions. Voting at the AGM will be conducted on a poll ensuring that all votes cast, including proxy votes submitted in advance of the meeting, are taken into account. 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 11 to 12 of the Notice.

Shareholders are encouraged to submit their voting instructions and Form of Proxy as soon as possible, even if they might attend the AGM in person or electronically, as this ensures their vote will be counted if they are unable to attend the meeting. 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 5 May 2026.

Further details are set out in the notes on pages 11 to 12 of this document.

### **Shareholder questions**

Shareholders are encouraged to submit any questions relevant to the business of the meeting that they would like to have answered at the AGM in advance as this will enable us to respond to as many questions as possible. Questions may be submitted in advance through the dedicated platform on our website at [centrica.com/agm26](https://centrica.com/agm26) by no later than 5.00pm on Thursday 30 April 2026. Shareholders attending the AGM, whether physically or electronically will have the opportunity to submit questions during the meeting. Further details can be found on pages 12 to 13 of the Notice. Responses to the questions will be provided at the AGM where appropriate, and an email address will be made available for shareholders who wish to follow up after the meeting.

### **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 4 to 6, as they intend to do in respect of their own holdings.

**Kevin O'Byrne, Chair**

11 March 2026

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# The resolutions

Resolutions 1 to 18 will be proposed as ordinary resolutions and 19 to 23 will be proposed as special resolutions. Notes to the resolutions are set out on pages 7 to 10, and biographies of the Directors can be found on pages 19 to 22.

## Ordinary resolutions

### Report and accounts

1. To receive Centrica plc's Annual Report and Accounts for the year ended 31 December 2025.

### Remuneration

2. That the Directors' Annual Remuneration Report as set out on pages 86 to 115 of Centrica plc's Annual Report and Accounts for the year ended 31 December 2025 be approved.

### Dividend

3. That a final cash dividend of 3.67 pence per ordinary share for the year ended 31 December 2025 be paid on 14 May 2026 to shareholders on the Register of Shareholders at the close of business on 10 April 2026.

### Election of Directors

4. That Frank Mastiaux be elected as a Director.
5. That Alessandra Pasini be elected as a Director.

### Re-election of Directors

6. That Philippe Boisseau be re-elected as a Director.
7. That Nathan Bostock be re-elected as a Director.
8. That Chandpreet Duggal be re-elected as a Director.
9. That Jo Harlow be re-elected as a Director.
10. That Kevin O'Byrne be re-elected as a Director.
11. That Russell O'Brien be re-elected as Director.
12. That Chris O'Shea be re-elected as a Director.
13. That Rt Hon. Amber Rudd be re-elected as a Director.
14. That Sue Whalley be re-elected as a Director.

### Auditors

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

### Political donations

17. 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

18. That, in accordance with Section 551 of the Act, 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 £94,755,067; (such amount to be reduced by the nominal amount allotted or granted under paragraph b) below in excess of £94,755,067); and
  - b) up to an aggregate nominal amount of £189,510,134 (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 7 August 2027, 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

19. That if Resolution 18 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 18, 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 £28,426,520; 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 7 August 2027) 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**

20. That, if Resolution 18 is passed, the Directors be authorised, in addition to any authority granted under Resolution 19 to allot equity securities (as defined in Section 560(1) of the Act) for cash under the authority given by Resolution 18, 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 £28,426,520; 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 7 August 2027) 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**

21. 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 460,509,624;
- 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 7 August 2027), 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.

**Adoption of New Articles of Association**

22. That the Articles of Association produced to the meeting and initialled by the Chair for the purposes of identification (the New Articles) be and are hereby adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing Articles of Association, with immediate effect.

**Notice of general meetings**

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

By order of the Board

**Raj Roy**

**Group General Counsel & Company Secretary**

11 March 2026

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

Resolutions 19 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' mean the Companies Act 2006 and any references to the 'Code' mean the UK Corporate Governance Code 2024.

### **Resolution 1:**

#### **Receiving the Company's Annual Report and Accounts for the year ended 31 December 2025**

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 2025 which is available online at [centrica.com/ar25](http://centrica.com/ar25) 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 2025**

Shareholders are invited to approve the Directors' Annual Remuneration Report as set out on pages 86 to 115 of the Company's Annual Report and Accounts 2025. This Report provides details of the Directors' remuneration and other relevant information.

In accordance with the Act, the approval of the Remuneration Report is advisory only and does not affect the Directors' entitlement to receive remuneration. This resolution and vote provides shareholders with the opportunity to express their views on implementation of the Company's remuneration policy during the year.

### **Resolution 3:**

#### **Dividend**

This resolution seeks shareholder approval for the final ordinary dividend recommended by the Board. The Board recommends a final dividend of 3.67 pence per ordinary share. An interim dividend of 1.83 pence per ordinary share was paid on 30 October 2025, making a total dividend for the year of 5.5 pence per ordinary share. If approved, as communicated previously, the final dividend will be paid on 14 May 2026 directly into the bank account or the building society of shareholders on the register at the close of business on 10 April 2026.

### **Resolutions 4 to 14:**

#### **Election and Re-election of Directors**

In accordance with the UK Corporate Governance Code 2024, all Directors will retire and (except Carol Arrowsmith) offer themselves for election or re-election, as applicable.

Biographical details of each Director, together with specific reasons why their contribution is, and continues to be, important to the Company's long-term sustainable success, can be found on pages 19 to 22 of this Notice.

The Chair, supported by the Nominations Committee, conducted formal individual performance reviews for each Director. 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 2025 Board Performance Review can be found on pages 81 to 82 of the Annual Report and Accounts 2025.

### **Resolutions 15 to 16:**

#### **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. Following a formal evaluation of the external auditor's effectiveness and independence, and on the recommendation of the Audit and Risk Committee, the Board proposes the re-appointment of Deloitte LLP as the Company's external auditor. Deloitte has been the Company's Auditor since 2017.

Deloitte LLP has confirmed its willingness to continue in office as Auditors of the Company. If Resolution 15 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 72 to 75 of the Company's Annual Report and Accounts 2025.

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 16 authorises the Audit and Risk Committee, on behalf of the Board, to determine the remuneration of the external auditor. Details of the remuneration paid to the Company's external Auditors for 2025 can be found on page 225 of the Company's Annual Report and Accounts 2025.

### **Resolution 17:**

#### **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 18:**

##### **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 by shareholders. 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 7 August 2027).

Paragraph a) of Resolution 18 would give the Directors the authority to allot shares up to a maximum nominal amount equal to £94,755,067. This represents 1,535,032,082 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 11 March 2026.

Paragraph b) of Resolution 18 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 £189,510,134. This represents 3,070,064,164 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 18, which (before any reduction) represents approximately two-thirds of the Company's issued ordinary share capital (excluding treasury shares) as at 11 March 2026.

The proposals in Resolution 18 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.

The Directors consider this authority appropriate to provide flexibility to manage the Company's capital structure efficiently and to respond to business opportunities as they arise. The Directors have no present intention to exercise this authority other than in connection with employee share schemes or where they consider it to be in the best interests of shareholders.

For information, as at 11 March 2026, the total ordinary share capital in issue (excluding treasury shares) was 4,605,096,246 and the Company held 459,806,718 ordinary shares in treasury, representing 9.98% of the total ordinary share capital in issue (excluding treasury shares).

#### **Resolutions 19 to 20:**

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

The authority set out in Resolution 19 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 £28,426,520 (representing 460,509,624 ordinary shares and approximately 10% of the issued ordinary share capital of the Company (excluding treasury shares) as at 11 March 2026); 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 £5,685,304 representing 92,101,925 ordinary shares and approximately 2% of the issued ordinary share capital of the Company (excluding treasury shares) as at 11 March 2026), 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 20 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 20 is in addition to that proposed by Resolution 19 and would be limited to:

- a) allotments or sales of up to an aggregate nominal amount of £28,426,520 (representing 460,509,625 ordinary shares and an additional 10% of the issued ordinary share capital of the Company (excluding treasury shares) as at 11 March 2026); 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 £5,685,304 representing 92,101,925 ordinary shares and approximately 2% of the issued ordinary share capital of the Company (excluding treasury shares) as at 11 March 2026), 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 19 and 20 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 19 or 20, however, the Directors wish to ensure the Company has maximum flexibility in managing the Group's capital resources. If the powers sought by Resolutions 19 or 20 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 19 and 20 will expire at the earlier of 7 August 2027 or the conclusion of the next annual general meeting of the Company.

#### **Resolution 21:**

##### **Authority to purchase own shares**

Resolution 21 seeks authority for the Company to make market purchases of the Company's own ordinary shares up to a maximum of 460,509,624 ordinary shares (10% of the Company's issued ordinary share capital (excluding treasury shares)) as at 11 March 2026, continuing a similar authority granted by shareholders at last year's annual general meeting. Resolution 21 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.

The Directors will only exercise this authority where they consider it to be in the best interests of shareholders generally and where it is expected to result in an improvement in earnings per share or otherwise enhance shareholder value.

At the start of 2025, there were 476,778,831 shares held in treasury. The total number of shares purchased during the financial year ended 31 December 2025 was 520,443,773, which represented approximately 10.3% of the Company's issued share capital, at an aggregate cost of approximately £827m. During the year, 39,703,351 shares were used for share schemes and 503,204,250 shares were cancelled.

As at 31 December 2025, there were 454,315,003 shares held in the treasury shares account representing approximately 9% 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 215 to 217 of the Annual Report and Accounts 2025.

As announced on 19 February 2026, the Company has paused its buyback programme. Nonetheless, 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 total number of options and awards over ordinary shares that were outstanding as at 11 March 2026 was 28,541,479, representing 0.62% of the issued ordinary share capital of the Company (excluding treasury shares). If the authority for the Company to purchase shares under Resolution 21 is used in full, the outstanding options and awards over ordinary shares would represent 0.69% of the issued ordinary share capital (excluding treasury shares) as at 11 March 2026.

#### **Resolution 22:**

##### **Adoption of New Articles of Association**

It is proposed that the Company adopts new articles of association (New Articles), the principal changes of which are in Appendix 1. Other changes which are of a minor, technical or clarifying nature have not been set out in Appendix 1. A copy of the New Articles (together with a copy of the existing articles of association of the Company marked to show the changes being proposed in Resolution 22) is available for inspection as noted on page 13 of this document, and it is also available on the Company's website at [centrica.com/agm26](http://centrica.com/agm26).

#### **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 2025 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 as a whole. Should this resolution be approved, it will be valid until the conclusion of the next annual general meeting.

# Appendix 1

## **Explanatory notes of the principal changes to the Company's articles of association**

Resolution 22 proposes to adopt the New Articles in order to update the existing articles of association which were last updated at the 2023 annual general meeting. The principal changes introduced in the New Articles are summarised in this Appendix.

### **Untraced shareholders**

The New Articles modify the provisions relating to untraced shareholders (being shareholders who are no longer in communication with the Company, who cannot reasonably be traced and to whom dividend payments have failed/remain uncashed).

In particular, the New Articles reduce the time period after which the Company is entitled to sell shares of an untraced shareholder from twelve to six years.

The New Articles also newly provide that, if the Company sells shares of an untraced shareholder, any uncashed or unclaimed dividend or other sum in respect of the relevant shares shall be forfeited and revert to the Company.

### **Forfeiture of unclaimed dividends**

In line with the proposed amendments relating to untraced shareholders, the New Articles reduce from twelve to six years the period after which unclaimed dividends or other amounts payable on a share shall be forfeited to the Company.

### **Service of notices, documents and other information**

In line with market practice, under the New Articles, the Company need not send notices, documents or other information to shareholders if on two (instead of three) consecutive occasions, any such notices, documents or information sent by the Company to such shareholders have been returned undelivered.

To address legal and practical issues associated with the delivery of documents to shareholders in overseas jurisdictions, the New Articles also provide that shareholders with registered addresses outside the UK and who have not supplied the Company with a UK postal or electronic address shall not be entitled to receive notices, documents or other information from the Company. This change is aligned with market practice.

### **Written resolutions**

The New Articles enable a written resolution of the Board to be adopted when a majority of the Directors who are entitled to receive notice of a director's meeting and would be entitled to vote on the resolution at a director's meeting have signed the written resolution. This is subject to such Directors meeting the usual quorum requirement and written notice of such resolution having been provided to all the Directors who are at the time entitled to receive notice of a director's meeting and who would be entitled to vote on the resolution at a director's meeting. The Board considers these amendments necessary to provide flexibility and facilitate decision-making at the Board level.

# 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 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/agm26](http://centrica.com/agm26).

## 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 5 May 2026 (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](http://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 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](http://shareview.co.uk), CREST or Proxymity), must be received by the Company's Registrar no later than 10.30am on Tuesday 5 May 2026, 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 1 May 2026.

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 Tuesday 5 May 2026 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 Tuesday 5 May 2026 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](http://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](http://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 6 May 2026 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.

- (a) Centrica plc's Annual Report and Accounts for the year ended 31 December 2025;
- (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) A copy of the proposed New Articles and a copy of the existing Articles of Association of the Company marked to show the changes being proposed in Resolution 22.

A copy of the proposed New Articles has also been submitted to the National Storage Mechanism and will shortly be available for inspection at [data.fca.org.uk](http://data.fca.org.uk). They will also be available for inspection 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.

### **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/agm26](http://centrica.com/agm26), until 5.00pm on Thursday 30 April 2026. 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](http://centrica.com) following the conclusion of the AGM on Thursday 7 May 2026.

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

As at 11 March 2026, the total issued share capital of the Company consisted of 5,064,902,964 ordinary shares including 459,806,718 ordinary shares held in treasury, leaving a balance of 4,605,096,246 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 Parkgate Hotel Cardiff on 029 2274 5595.

#### **Changes since 18 February 2026 in Directors' interests in shares**

Between 18 February 2026 (date of signing the Annual Report and Accounts 2025) and 11 March 2026, the Company was notified that the following Directors had acquired additional shares in the Company: Chris O'Shea and Russell O'Brien acquired 97 shares each through the Company's Share Incentive Plan and Equiniti Share Plan Trustees Limited.

Frank Mastiaux and Sue Whalley have also acquired additional shares in the Company through a share purchase arrangement. Frank purchased 7,544 shares on 25 February 2026. Sue purchased 1,043 shares between 1 January 2026 and 25 February 2026.

All other Director shareholdings remain as disclosed on page 99 of the Company's Annual Report and Accounts 2025.

#### **Why is the date 11 March 2026 referred to as a specific date?**

Throughout this Notice, we have referred to 11 March 2026 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 2025, required by Section 311A of the Act, can be found on the Company's website, see: [centrica.com/agm26](https://centrica.com/agm26).

## Financial calendar

Date	Activity
9 April 2026	Ex-dividend date
10 April 2026	Record date
7 May 2026	Annual General Meeting
14 May 2026	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 **[meetings.lumiconnect.com/100-383-864-161](https://meetings.lumiconnect.com/100-383-864-161)** on the day.

## Accessing the AGM website

The AGM can be accessed online using most well-known internet browsers such as Chrome, Edge, Firefox and Safari on your PC, laptop, tablet or smartphone. If you wish to access the AGM using this method, please visit **[meetings.lumiconnect.com/100-383-864-161](https://meetings.lumiconnect.com/100-383-864-161)** 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 Thursday 7 May 2026; 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](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

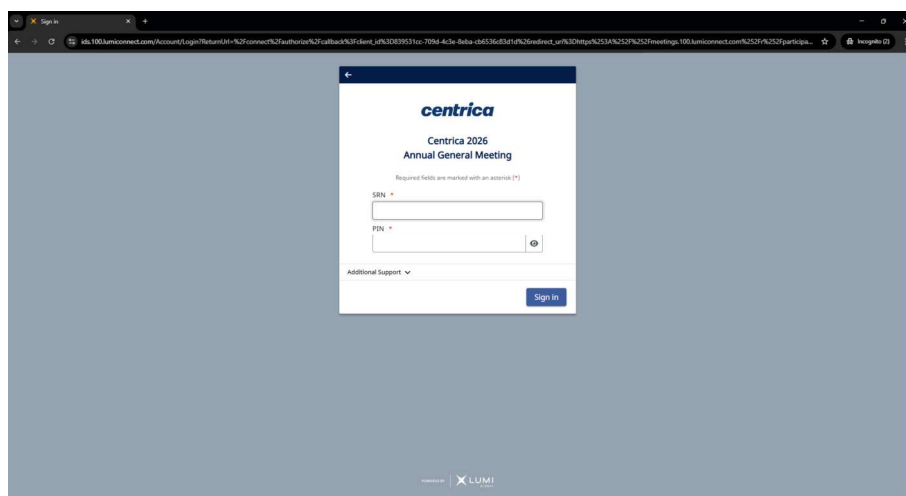
Visit <https://meetings.lumiconnect.com/100-383-864-161> on your smartphone, tablet or computer.

You will then be required to enter your:

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

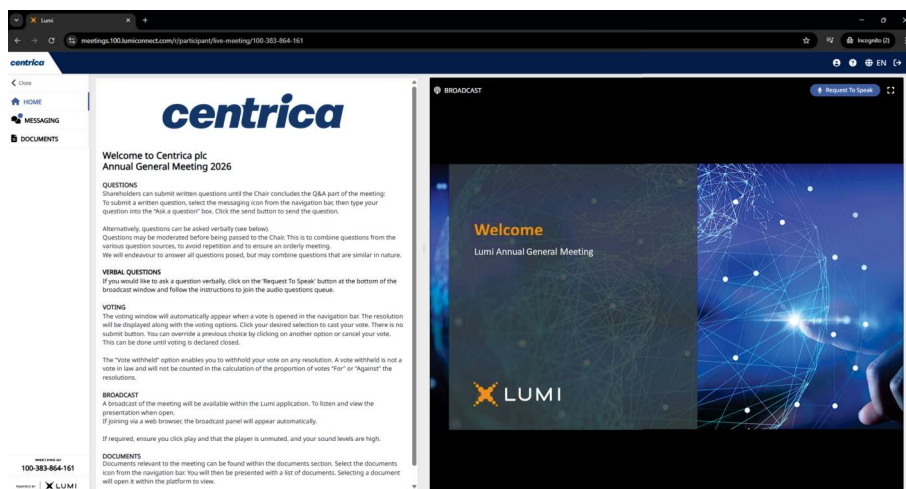
Access will be available one hour prior to the start of the meeting. If you experience any difficulties, please contact Equiniti by emailing [hybrid.help@equiniti.com](mailto:hybrid.help@equiniti.com) stating your full name and postcode.

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

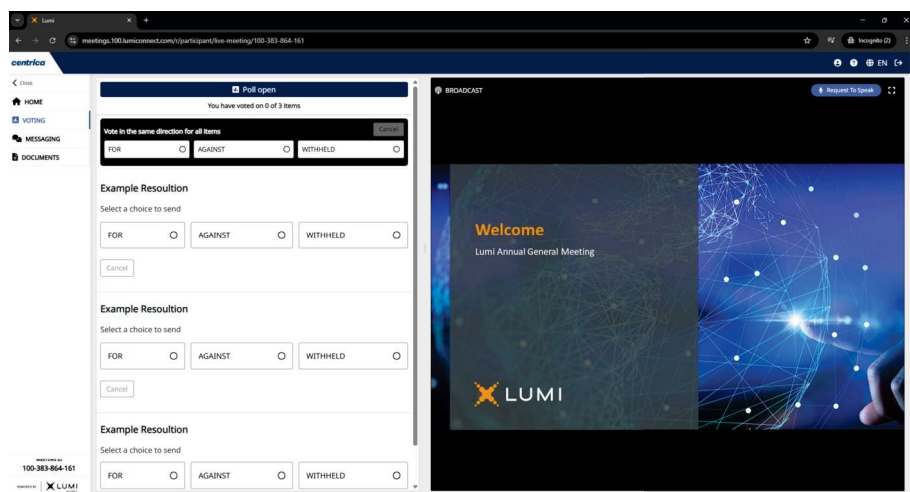
At the commencement of the meeting, the live broadcast of the proceedings will be available on the right-hand side of your device. Click play on the broadcast, ensure that your device is unmuted and the volume is turned up.



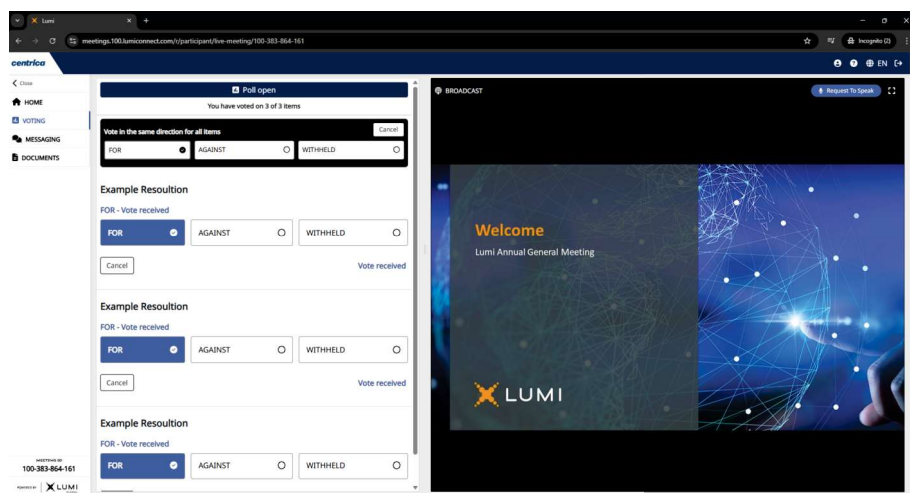


## Voting

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.



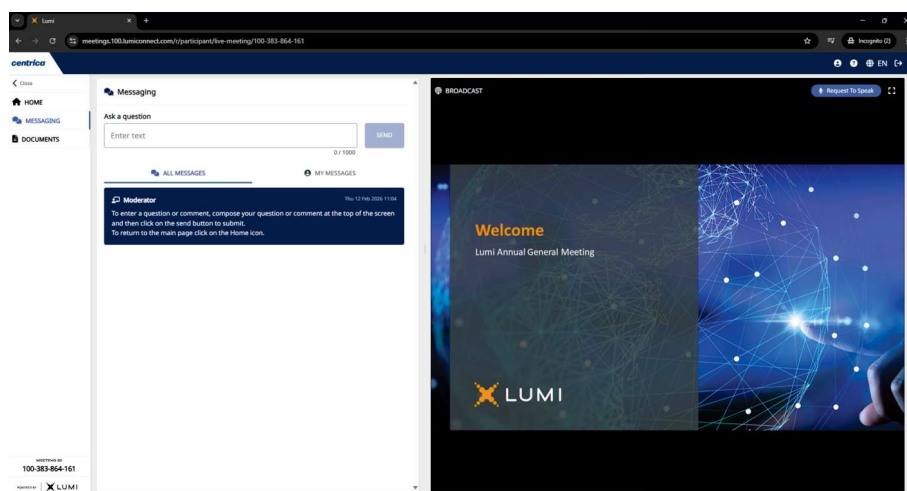
To vote on all resolutions displayed, select the 'vote all' option at the top of the screen.

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'.



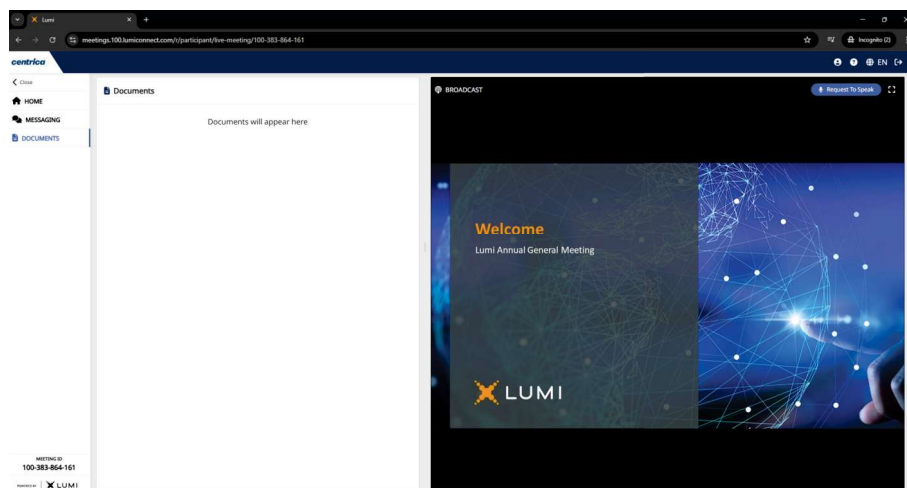
## Virtual microphone

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](mailto: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](https://centrica.com/board)



**Kevin O'Byrne**  
Chair



Kevin joined the Board on 13 May 2019 and became Chair on 16 December 2024. He previously served as Senior Independent Director from 1 June 2022 and is Chair of the Nominations 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. The Board considers that Kevin possesses current and pertinent experience in financial matters.

## 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

Chair of International Flavors & Fragrances Inc. (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 in 2020. Chris is also the Chair of Spirit Energy (joint venture).

## 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

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 have 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 relentlessly dedicated to 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 brings deep finance, risk management and controls expertise, and continues to provide valuable insight and constructive challenge in relation to processes and Group financial models, with a focus on high performance, sustainable earnings and a resilient balance sheet. His broad experience across the energy value chain, including previous roles as Global Chief Financial Officer for Shell's Integrated Gas and Retail businesses, is highly relevant and helps ensure the Company is well positioned financially to deliver its capital investment strategy.



**Jo Harlow**  
Senior Independent 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.



**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 Limited, 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. The Board considers that Nathan has recent and relevant financial experience.

### 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, Chair of Lloyds Bank GmbH and Senior Adviser to McKinsey, Chair designate of Jupiter Fund Management plc.

### Contributions and reasons for re-election

Nathan brings deep expertise in financial risk management, alongside substantial commercial and compliance experience, to the Board and its Committees. As Chair of the Audit and Risk Committee, he draws on this experience to provide effective and proactive oversight of the Company's financial reporting, internal controls and risk management framework. Nathan's experience in leading large, complex, organisations and overseeing strategic and operational transformation supports the Board's oversight of Centrica's long term priorities.





**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.

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, NEXT – WNS, part of Capgemini.

#### 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.



**Frank Mastiaux**  
Independent Non-Executive Director



Frank joined the Board on 22 September 2025.

#### Relevant skills and experience

Frank is an experienced executive and board member with over three decades in the energy industry.

He brings extensive leadership experience in the energy sector, with expertise in strategic transformation, sustainability and renewable energy. His background includes overseeing major organisational change and innovation in clean technology and guiding companies through complex regulatory and market environments.

#### Previous experience

Frank served as CEO of Energie Baden-Württemberg AG (EnBW) from 2012 to 2022, where he led a strategic transformation that significantly increased the company's market capitalisation and positioned it as a leader in renewable energy. Prior to that, he held senior roles at BP and E.ON, including CEO of E.ON Climate & Renewables and CEO of BP's global LPG business.

Frank currently serves as Chair of Sunfire SE, a hydrogen technology company, and is an advisory board member at Boehringer Ingelheim. He was previously a Supervisory Board member at Alstom Group. He holds a PhD in Analytical Chemistry from the University of Duisburg.

#### External appointments

Chair of Sunfire SE. Advisory board member at Boehringer Ingelheim.

#### Contributions and reasons for election

Frank brings over 30 years of international energy sector leadership to the Board, with deep expertise in strategic transformation, sustainability and renewable energy. His track record includes leading EnBW's successful shift towards clean energy and driving major organisational change across BP and E.ON. Frank's experience in innovation, low-carbon technology and navigating complex regulatory environments strengthens the Board's capabilities as the Company delivers its long-term strategy. His election is recommended in recognition of the valuable insight and governance expertise he contributes, supported by his ongoing leadership roles in hydrogen technology and global advisory work.



**Alessandra Pasini**  
Independent Non-Executive Director



Alessandra joined the Board on 8 July 2025.

#### Relevant skills and experience

Alessandra brings deep expertise in corporate finance, strategic planning and ESG-driven investment. Her international perspective and entrepreneurial background complement Centrica's strategic focus on sustainability and innovation.

#### Previous experience

Alessandra is a co-founder and executive at Zhero, a company focused on accelerating the energy transition through large-scale renewable, battery storage and clean energy infrastructures. She previously held senior leadership roles at Snam S.p.A., including Chief Financial Officer and Chief International and Business Development Officer, where she played a pivotal role in the company's strategic transformation and international expansion.

#### External appointments

Group President Zhero and Chief Executive Officer, Zhero Europe.

#### Contributions and reasons for election

Alessandra brings strong expertise in corporate finance, strategic planning and ESG-driven investment, adding valuable capability to the Board as Centrica advances its sustainability and growth agenda. Her leadership roles at Zhero and Snam S.p.A., where she helped drive strategic transformation and international expansion, provide deep insight into clean energy infrastructure, innovation and global market development. Her election is recommended in recognition of the strategic, financial and energy transition experience she contributes to the Board, strengthened by her ongoing leadership in accelerating large-scale renewable and clean technology projects.



**Rt Hon. Amber Rudd**  
Independent Non-Executive Director



Amber joined the Board on 10 January 2022 and is the Chair of the Safety, Environment and Sustainability Committee.

#### 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 Ryanair Holdings plc and Pinwheel, advisor to businesses including Equinor, FGS Global 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. Sue will assume the role of Chair of the Remuneration Committee and will join the Nominations Committee from the conclusion of the 2026 AGM.

#### Previous experience

Prior to joining Associated British Foods plc where she has accountability for Reward, Talent, Procurement, Health, Safety and Environment and Security agendas, 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	Chair of the Board	Audit and Risk Committee	Nominations Committee
Remuneration Committee	Safety, Environment and Sustainability Committee		

# AGM programme and venue directions

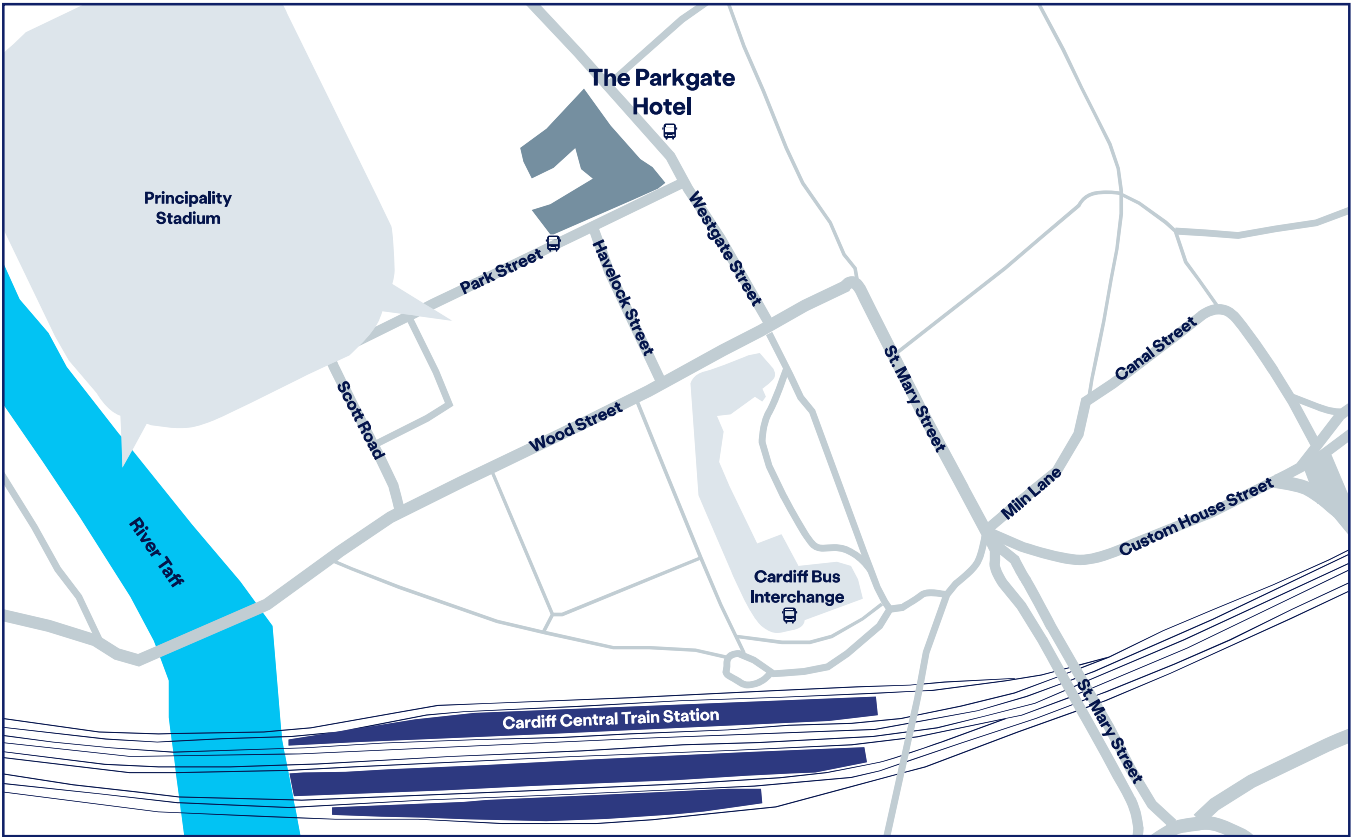
## AGM programme

Date	Thursday 7 May 2026
Location	The Parkgate Hotel Westgate Street Cardiff CF10 1DA
Key timings	9.30am – Registration will commence  10.30am – AGM will commence
Refreshments	Tea and coffee will be provided

## Transport options

- **On foot:** 7-minute walk from Cardiff Central railway station.
- **By public transport:** Cardiff Central Station
- **By public transport:** Cardiff Airport. The T9 bus service offers a direct link from Cardiff Airport to Cardiff City Centre and the bus stop is located directly outside the airport terminal.
- **By car:** M4 motorway

The Parkgate Hotel is located in the centre of Cardiff city and does not offer on-site or valet parking. As a result, a dedicated drop-off and pick-up point cannot be provided. For further travel details please visit [theparkgatehotel.wales/about-your-visit](https://theparkgatehotel.wales/about-your-visit).



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