



Centrica plc Notice of Annual General Meeting 2023

Leeds Marriott Hotel
4 Trevelyan Square
Boar Lane
Leeds
LS1 6ET

Tuesday 13 June 2023 at 10.30am

Notice is hereby given that the 2023 Annual General Meeting of Centrica plc will be a combined physical and virtual meeting held at, and broadcast from, Leeds Marriott Hotel, 4 Trevelyan Square, Boar Lane, Leeds LS1 6ET on Tuesday, 13 June 2023 at 10.30am to consider and, if thought fit, to pass the resolutions set out on 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.

Chair's introduction

Dear Shareholder,

I am writing to provide you with notice of the 2023 Annual General Meeting (AGM) of Centrica plc (the Company). The AGM will be held at 10.30am on Tuesday 13 June 2023 at Leeds Marriott Hotel, 4 Trevelyan Square, Boar Lane, Leeds LS1 6ET and will also be available electronically for you to join remotely.

Following on from last year's annual general meeting in Leicester, we are once again pleased to hold our AGM in a regional city highlighting the broad geographical spread of our customers, colleagues and shareholders. The Company has a much-valued local connection to Leeds, as it has been an important base for our British Gas Energy and British Gas Services & Solutions businesses for many years.

2023 AGM arrangements

The 2022 annual general meeting was the first time we held a hybrid annual general meeting and we are pleased to offer the opportunity again for shareholders (or their duly appointed representatives and/or proxies) to participate remotely via live webcast which you will be able to access by logging in to web.lumiagm.com/160-375-920. A user guide can be found on pages 15 and 16, together with relevant contact details if you encounter any issues.

Your Board looks forward to the opportunity to engage with shareholders. The Company will not, however, permit any disruptive or discourteous behaviour that may interfere with another person's security, safety or the good order of the AGM.

The Company may be required to change the arrangements for the AGM at short notice if there are any unforeseen circumstances, such as health and safety requirements. If this is the case, we will provide any necessary updates on AGM arrangements on our website at centrica.com/agm23 and, where appropriate, via a Regulatory Information Service.

Business of the meeting

The formal Notice of the AGM is set out on pages 5 to 21.

The general business of the AGM 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 2022 Annual Report and Accounts, the approval of the Directors' Annual Remuneration Report, the declaration of a final dividend, election and re-election of the Directors and Auditors, the right to make political donations, the Directors' powers over shares in the Company and the Directors' ability to call meetings at short notice. Full explanations are contained in the Notes to the Resolutions on pages 7 to 9.

In addition to the above, we have taken the opportunity to review the Company's Articles of Association, which were last updated in 2019. The resolutions therefore include a special resolution, Resolution 20, proposing certain updates to the Company's Articles of Association to reflect developments in market practice.

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

Board and Committee changes

Since last year's annual general meeting we have welcomed Chandereep (CP) Duggal and Russell O'Brien as Directors. CP joined the Board and the Audit and Risk Committee, the Nominations Committee and the Remuneration Committee, as a Non-Executive Director, on 16 December 2022, bringing valuable expertise of digital technology and the use of data and analytics. Russell joined the Board, as the Group Chief Financial Officer, on 1 March 2023, bringing deep financial expertise within the energy sector. Nathan Bostock succeeded Kevin O'Byrne as Chair of the Company's Audit and Risk Committee on 1 March 2023, as announced on 27 February 2023. Kevin remains the Company's Senior Independent Director.

As previously announced, Kate Ringrose stepped down as Group Chief Financial Officer and from the Board on 28 February 2023 and will not stand for re-election at the AGM. I would like to take this opportunity to express my gratitude to Kate and pay tribute to her achievements during almost 20 years at the Company.

We are committed to the diversity of our Board, and have been pleased that in recent years the Board has consistently benefited from meeting or exceeding the diversity targets for listed company boards. Following Kate's recent departure, we recognise the importance of the Board's gender diversity to meet and exceed these targets in the future. The Nominations Committee will continue to ensure that these requirements inform and assume the necessary priority in the Board's succession planning.

CP and Russell will submit themselves for formal election at the AGM. All other Directors will retire from the Board at the AGM and will offer themselves for re-election. Your Board recommends each election and re-election, as put forward for shareholder approval by Resolutions 4 and 5. The skills and experience that each Director brings to the Board and the Board's reasons for proposing election and re-election are set out on pages 17 to 21 of the Notice.

Your vote counts

As always, we appreciate your views. Therefore, on behalf of the Board, I encourage you to vote.

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

Voting at the AGM will be conducted on a poll and will reflect all proxy voting instructions duly received. Further details of how to vote and appoint a proxy can be found on pages 11 and 12 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

The AGM is a valuable opportunity for shareholders to ask direct questions to the Board. Speaking on behalf of the Board, we encourage shareholders to submit any questions they would like to have answered at the AGM in advance as this will enable us to respond to as many questions as possible. You can do this through a dedicated platform on our website at centrica.com/agm23 until no later than 5.00pm on Tuesday 6 June 2023. If you attend the AGM physically or electronically, you may also submit questions during the AGM. Further details can be found on page 13 of the Notice.

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 as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of all the resolutions set out on pages 5 and 6, as they intend to do in respect of their own holdings.

Scott Wheway

Chair

19 April 2023

The Resolutions

Resolutions 1 to 16 will be proposed as ordinary resolutions and 17 to 21 will be proposed as special resolutions. Notes to the resolutions are set out on pages 7 to 9 with explanatory notes to resolution 20 on page 10.

Ordinary resolutions

Report and accounts

1. To receive Centrica plc's Annual Report and Accounts for the year ended 31 December 2022.

Remuneration

2. To approve the Directors' Annual Remuneration Report as set out on pages 88 to 95 of Centrica plc's Annual Report and Accounts for the year ended 31 December 2022.

Dividend

3. That a final cash dividend of 2 pence per ordinary share for the year ended 31 December 2022 be paid on 20 July 2023 to shareholders on the Register of Shareholders at the close of business on 9 June 2023.

Election of Directors

Biographies can be found on pages 18 and 19.

4. That Chandereet Duggal be elected as a Director.
5. That Russell O'Brien be elected as a Director.

Re-election of Directors

Biographies can be found on pages 17 to 21.

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

Auditors

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

Political donations

15. 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

16. That, in accordance with section 551 of the Companies Act 2006 (the Act), the Directors are authorised, generally and unconditionally, to exercise all the powers of Centrica plc 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 £116,999,462; (such amount to be reduced by the nominal amount allotted or granted under paragraph b) below in excess of £116,999,462); and
- b) up to an aggregate nominal amount of £233,998,925 (such amount to be reduced by any allotments or grants made under paragraph a) above) in connection with any offer by way of a rights issue:
 - (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, restrictions, exclusions or other arrangements as they may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or any other matter.

The authorities conferred on the Directors to allot shares or equity securities under paragraph a) and b) will expire at the conclusion of the next annual general meeting (or, if earlier, until the close of business on 13 September 2024), unless previously revoked or varied by the Company, provided that the Directors shall be entitled to make offers or agreements before the expiry of such authority 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 conferred hereby had not expired.

Special resolutions

General authority to disapply pre-emption rights

17. That if Resolution 16 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 the resolution granting authority to allot shares, by way of a rights issue only) to:
 - (i) holders of ordinary shares in proportion (as nearly as practicable) to their existing holdings; and
 - (ii) holders of other equity securities, as required by the rights attaching thereto, or as the Directors otherwise consider necessary,

and that, in both cases, the Directors impose such limits, restrictions exclusions or other arrangements as they may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph a) above) to any person or any persons up to an aggregate nominal amount of £17,549,919,

such authority, in paragraphs a) and b) above, to expire at the end of the next annual general meeting of the Company (or if earlier, at the close of business on 13 September 2024) 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

18. That, if Resolution 16 is passed, the Directors be authorised, in addition to any authority granted under Resolution 17 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 16, 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:

- a) limited to the allotment of equity securities and/or sale of treasury shares up to an aggregate nominal amount of £17,549,919; and
- b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other 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,

such authority in paragraphs a) and b) above shall continue until the conclusion of the next annual general meeting of the Company (or, if earlier, until the close of business on 13 September 2024) 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

19. 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 568,617,397;
- b) the minimum price (exclusive of expenses) which may be paid for each such ordinary share is 6¹⁴/₈₁ pence; and
- c) the maximum price (exclusive of expenses) which the Company may pay for each such ordinary share is the higher of:

- (i) an amount equal to 105% of the average of the middle market quotations for an ordinary share in the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; or
- (ii) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share on the trading venues where the purchase is carried out,

such authority to expire at the conclusion of the next annual general meeting (or, if earlier, the close of business on 13 September 2024), 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

20. That the Articles of Association produced to the 2023 annual general meeting and initialled by the chair of the annual general meeting for purposes of identification be adopted as the Company's Articles of Association in substitution for, and to the exclusion of, the existing Articles of Association.

Notice of general meetings

21. 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

19 April 2023

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

Resolutions 17 to 21 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 2022

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 2022. Hard copies have been sent to those shareholders who have elected to receive it and it is available online at centrica.com/ar22.

Resolution 2:

Approval of the Directors' Annual Remuneration Report for the year ended 31 December 2022

Shareholders are invited to approve the Directors' Annual Remuneration Report as set out on pages 88 to 95 of the Company's Annual Report and Accounts 2022. This Report gives details of 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 pence per ordinary share. An interim dividend of 1 pence per ordinary share was paid on 17 November 2022, making a total dividend for the year of 3 pence per ordinary share. If approved, as communicated previously, the final dividend will be paid on 20 July 2023 directly into the bank account or the building society of shareholders on the register at the close of business on 9 June 2023.

Resolutions 4 to 12:

Election and re-election of Directors

Since the 2022 annual general meeting, Chandpreet (CP) Duggal and Russell O'Brien were appointed to the Board. Both will be standing for formal election at the AGM. 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 each of their contribution is, and continues to be, important to the Company's long-term sustainable success, can be found on pages 17 to 21 of this Notice.

The Chair conducts individual formal performance evaluations of each Director seeking re-election and an annual evaluation of Board effectiveness is also carried out. The process of formal evaluation confirms 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 Directors believe that the Board continues to maintain an appropriate balance of knowledge and skills and that all the Non-Executive Directors are independent in character and judgement. Further information on the 2022 Board Evaluation can be found on pages 57 and 60 of the Annual Report and Accounts 2022.

Resolutions 13 to 14:

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 LLP has confirmed its willingness to continue in office as Auditors of the Company. Further information regarding the Audit and Risk Committee's assessment of the Auditors of the Company can be reviewed in the Audit and Risk Committee's Chair Report as set out on pages 72 to 74 of the Company's Annual Report and Accounts 2022. If Resolution 13 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 the members 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 14 grants this authority to the Company's Audit and Risk Committee.

Resolution 15:

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 between the Company and bodies concerned with policy review, law reform and other business matters affecting the Company may be included. 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 during the year.

Resolution 16:

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, as required by the Act, will expire on the date of the next annual general meeting (or, if earlier, the close of business on 13 September 2024).

Paragraph a) of Resolution 16 would give the Directors the authority to allot shares up to a maximum nominal amount equal to £116,999,462. This represents 1,895,391,323 ordinary shares of 6¹⁴/₈₁ pence each in the capital of the Company, which is approximately one-third of the Company's issued ordinary share capital (excluding treasury shares) as at 18 April 2023.

Paragraph b) of Resolution 16 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 rights issue in favour of ordinary shareholders (with exclusions to deal with fractional entitlements to shares and overseas shareholders to whom the rights issue cannot be made due to legal and practical problems) up to a maximum nominal amount equal to £233,998,925 (representing 3,790,782,647 ordinary shares of 6¹⁴/₈₁ pence each in the capital of the Company), as reduced by the nominal amount of any shares issued under paragraph a) of Resolution 16. This amount (before any reduction) represents approximately two-thirds of the Company's issued ordinary share capital (excluding treasury shares) as at 18 April 2023.

The proposals in Resolution 16 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 18 April 2023, the total ordinary share capital in issue (excluding treasury shares) was 5,686,173,970 and the Company held 221,672,168 ordinary shares in treasury, representing 3.90% of the total ordinary share capital in issue (excluding treasury shares).

Resolutions 17 and 18:

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 17 and 18 are special resolutions that enable Directors to disapply these pre-emption rights in certain circumstances. The powers sought under these resolutions are within the thresholds recommended by the Pre-Emption Group (PEG) (which represents the Investment Association and the Pension and Lifetime Savings Association).

The authority requested under each Resolution 17 b) and Resolution 18 a) is the equivalent to approximately 5% of the issued ordinary share capital (excluding treasury shares) of the Company and, together, Resolutions 17 and 18 equal 568,617,397 ordinary

shares, which is the maximum amount of shares the disapplication will cover, being approximately 10% of the Company's issued ordinary share capital (excluding treasury shares) and being approximately 9.62% of the Company's issued ordinary share capital (including treasury shares) as at 18 April 2023.

The Directors have no present intention to exercise the power sought under this resolution, however, the Directors wish to ensure the Company has maximum flexibility in managing the Group's capital resources.

Resolution 19:

Authority to purchase own shares

Resolution 19 seeks authority for the Company to make market purchases of the Company's own ordinary shares up to a maximum of 568,617,397 ordinary shares (10% of the Company's issued ordinary share capital (excluding treasury shares)) as at 18 April 2023, continuing a similar authority granted by shareholders at last year's annual general meeting. Resolution 19 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 15 November 2022, the Company announced the commencement of a share buyback programme of up to £250,000,000 (exclusive of fees, expenses and stamp duty) of the Company's ordinary shares, representing an amount equal to the aggregate value of approximately 5% of the issued ordinary share capital as at 15 November 2022 (the 2022-23 Share Buyback Programme). The 2022-23 Share Buyback Programme completed on 29 March 2023 and involved the repurchase of 250,483,802 ordinary shares.

On 5 April 2023, the Company announced the commencement of an extension to the share buyback programme of up to an additional £300,000,000 (exclusive of fees, expenses and stamp duty) of the Company's ordinary shares, representing an amount equal to the aggregate value of approximately 5% of the issued ordinary share capital as at 5 April 2023 (the 2023 Share Buyback Programme). The maximum number of shares which may be purchased by the Company under the 2023 Share Buyback Programme is 340,245,251, 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 7 June 2022 less the number of ordinary shares purchased under the 2022-23 Share Buyback programme.

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 221,672,168 ordinary shares in treasury.

The total number of options and awards over ordinary shares that were outstanding as at 18 April 2023 was 69,555,950, representing 1.22% of the issued ordinary share capital of the Company (excluding treasury shares). If the authority for the Company to purchase shares under Resolution 19, and under the resolution passed at the 2022 annual general meeting, are used in full, the outstanding options and awards over ordinary shares would represent 1.54% of the issued ordinary share capital (excluding treasury shares) as at 18 April 2023.

Resolution 20:

Adoption of amendments to the Company's Articles of Association

It is proposed that the Company adopts new Articles of Association (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 20) is available for inspection as noted on page 12 of this document, and also available at centrica.com/agm23.

Resolution 21:

Notice of general meetings

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

- (i) has gained shareholder approval for the holding of general meetings on 14 clear days' notice by passing a special resolution at the most recent annual general meeting; and
- (ii) offers the facility for all shareholders to vote by electronic means. Resolution 21 seeks such approval and replaces a similar authority granted at the 2022 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

Resolution 20 proposes to adopt the Articles in order to update the existing articles of association which were last updated at the 2019 annual general meeting (Existing Articles).

The changes to the Existing Articles are primarily to ensure the Company is aligned with market expectations and developments regarding: gender neutral terms; general meeting arrangements; and general meeting proceedings. These changes are very limited and technical in nature – they do not change in any material way the governance of the Company.

Gender neutral wording

Resolution 20 proposes to amend the term 'Chairman' used in the Existing Articles to 'Chair'. This is aligned with an open letter from the industry to the Government asking for the default term of 'Chairman' in the Companies Act 2006 model articles to be changed to the neutral term 'Chair'. All signatories to the open letter (including The Institute of Directors, the Confederation of British Industry, and the British Chambers of Commerce) encouraged other businesses to make this change.

In addition, the proposed changes to the Articles ensure modern practices regarding gender pronouns are used throughout the Articles. The Company has also made corresponding changes to the Terms of Reference of its Board Committees.

References to deputy chairman

Resolution 20 proposes to delete the term 'deputy chairman' used in the Existing Articles and replace it with the term 'senior independent director'. In practice, the senior independent director of the Company would perform the role of a deputy chairman as anticipated in the Existing Articles and therefore the amendments to the Articles clarify this position.

General meeting arrangements

Resolution 20 proposes to amend the Existing Articles relating to the Postponement of General Meetings and Security Arrangements.

The proposed amendments replace the requirement to give notice of rearrangements in a newspaper with such other manner as the Directors may in its absolute discretion determine, in practice this is likely to be by way of a market announcement and updating our website. The proposed amendments also allow for the Company Secretary, as well as the Directors, to put in place health and safety

measures where appropriate. In light of the experience of many companies during the COVID-19 pandemic, these amendments provide the Company greater flexibility and also gives a more modern and timely solution regarding the dissemination of information to its shareholder base.

General meeting proceedings

The proposed amendments amend the existing provision relating to overflow meeting rooms to better align with the concept of hybrid meetings. The Articles give the Company greater flexibility and simplify the set-up arrangements of overflow meeting rooms by changing it to the use of multiple locations (defined as satellite meetings) ensuring where appropriate that electronic facilities are available.

The proposed amendments also amend the existing provision relating to combined physical and electronic general meetings and method of voting.

The proposed amendments clarify that, when attending either physically or electronically, a person is able to exercise the right to speak at a general meeting if that person can communicate with all those in attendance.

Under the Existing Articles, only a resolution put to the vote at a combined physical and electronic general meeting can be decided on by a poll. At the time the Existing Articles were adopted in 2019, the market had limited experience of combined physical and electronic general meetings and therefore it was unknown whether an electronic facility would have the ability to provide a show of hands function in the same way as if that member was present at a physical meeting. Since 2019, the Company has held its first combined physical and electronic annual general meeting in 2022, and by reviewing market developments in respect to electronic platform functionality, the Company is reassured that such functionality is feasible. On that basis, the proposed Articles amend the method of voting to ensure parity between a physical general meeting and a combined physical and electronic general meeting.

Important notes

These notes explain your general rights as a member, and provide further information about the Notice and the AGM.

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 Friday 9 June 2023 (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.

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

If you are a member 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 member. 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 sharevote.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 Equiniti 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 followed.

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 Shareholders Register 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, CREST or Proxymity), must be received by the Company's Registrar not later than 10.30am on Friday 9 June 2023, 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 by no later than 10.30am on Thursday 8 June 2023 (FlexiShare) or 10.30am on Tuesday 6 June 2023 (SIP).

However, 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 by a notary or otherwise approved by the Directors) must be submitted with the proxy form as per the deadlines above.

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

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service for the AGM and any adjournment(s) may do so by using the procedures described in the CREST manual available via euroclear.com. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specification, and must contain the information required for such instruction, as described in the CREST Manual.

The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid for the AGM and any adjournment(s) thereof, be transmitted so as to be received by the Company's Registrar, Equiniti (ID RA19), no later than 10.30am on Friday 9 June 2023 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 the AGM and voting in person.

If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 10.30am on Friday 9 June 2023 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 12 June 2023 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 (including the day of the AGM) and may also be inspected at the AGM venue and on the Lumi platform from 9.30am until the conclusion of the AGM:

- (a) copies of Directors' service contracts;
- (b) copies of Non-Executive Directors' letters of appointment; and
- (c) a copy of the proposed new Articles of Association of the Company, and a copy of the existing Articles of Association of the Company marked to show the changes being proposed in Resolution 20.

The documents itemised in (c) above will also be available for inspection (i) during normal business hours at the offices of Slaughter and May at One Bunhill Row, London EC1Y 8YY on any business day from the date of this Notice until the conclusion of the Meeting and (ii) on the Company's website at centrica.com/agm23.

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/agm23, until no later than 5.00pm on Tuesday 6 June 2023. 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 electronic meeting platform; and
- (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 electronic meeting platform.

Please endeavour to keep your questions short and relevant to the business of the meeting as the Chair need not answer if, for example, it would involve disclosing confidential information, the answer is already given on a website or it would not be in the Company's interest or would disrupt the good order of the AGM.

If any question raised at the AGM cannot be answered (for example, due to time constraints), an answer will be published on our website, together with a full transcript of the questions asked at the AGM with answers, as soon as practicable following the AGM. Where we receive a number of questions covering the same topic, the Chair may group these to address as many of your queries as possible.

When will the AGM voting results be published?

It is expected that the total of the votes cast by shareholders for or against or withheld on each resolution will be announced to the London Stock Exchange and published on centrica.com following the conclusion of the AGM on Tuesday 13 June 2023.

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

As at 18 April 2023, the total issued share capital of the Company consisted of 5,907,846,138 ordinary shares including 221,672,168 ordinary shares held in treasury leaving a balance of 5,686,173,970 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 AGM were laid 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?

Security measures will be in place to ensure your safety and the safety of others at the AGM venue. Attendees will be expected to adhere to any special arrangements and measures that the Company puts in place on the day including any health and safety measures.

There will be a security check in the reception area at the venue, and a routine bag search will be undertaken. You will not be permitted to take liquids into the AGM room. Any other items deemed to be inappropriate will be removed and stored until the end of the event. The use of electrical equipment (including mobile phones) and cameras will not be permitted and all such equipment must be switched off throughout the AGM.

We will not permit behaviour that may interfere with anyone's security, safety, comfort, or the good order of the meeting. The chair of the meeting can take any action which the chair considers appropriate to ensure the proportionate discussion of any item of business of the meeting and the maintenance of good order generally. Anyone who does not comply may be removed from the meeting (physically or electronically). The chair of the meeting's decision on such matters, points of order or on matters that arise incidentally from the business of a meeting is final.

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 Leeds Marriott on +44 113-236-6366.

Changes since 15 February 2023 Directors' interests in shares

Between 15 February 2023 (date of signing the 2022 Annual Report and Accounts) and 18 April 2023, the Company was notified that the following Directors had acquired additional shares in the Company: Chris O'Shea and Russell O'Brien acquired, respectively, 316 shares and 153 shares through the Company's Share Incentive Plan and Equiniti Share Plan Trustees Limited acquired 1,848 shares on behalf of Chris O'Shea under the Company's Share Incentive Plan; CP Duggal and Russell O'Brien acquired, respectively, 15,000 shares and 184,489 shares through market purchases; and Amber Rudd acquired 1,951 shares through a share purchase agreement. All other director shareholdings remain as disclosed on page 91 of the Company's 2022 Annual Report and Accounts.

Significant shareholdings

Bank of America Corporation notified the Company on 17 April 2023 that, as at that date and superseding previous notifications received, it held 540,471,821 shares representing 9.47% of the voting capital in the Company. The Company received no other notification of changes to the voting interests disclosed on page 104 of the 2022 Annual Report and Accounts between 15 February 2023 and 18 April 2023.

Why is the date 18 April 2023 referred to as a specific date?

Throughout this Notice, we have referred to 18 April 2023 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 Reports and Accounts 2022, required by section 311A of the Act, can be found on the Company's website, see: centrica.com/agm23.

Financial calendar

Thursday 8 June 2023	Ex-dividend date for 2022 final dividend
Friday 9 June 2023	Record date for 2022 final dividend
Tuesday 13 June 2023	Annual General Meeting
Thursday 20 July 2023	Final dividend payment

Electronic participation in AGM

Electronic meeting

For the 2023 AGM, Centrica plc will be enabling shareholders (or their proxies or corporate representatives as applicable) to attend and participate in the AGM using their smartphone, tablet or computer, should they wish to do so. This can be done by accessing the AGM website, web.lumiagm.com/160-375-920 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 web.lumiagm.com/160-375-920 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 13 June 2023; 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 formally opened the AGM, he will explain the voting procedure. Voting will be enabled on all resolutions at the start of the formal 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 separately.

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 select the correct 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 and before the Chair announces its closure 5 minutes following the closure of the AGM.

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 a question 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 when the poll opens, submit questions and listen to the audiocast. It is the user's responsibility to ensure you remain connected for the duration of the AGM. Any inability of a person to attend or participate in a general meeting via electronic facility, or any interruption to a person being so able, shall not invalidate the proceedings of that meeting.

Duly appointed proxies and corporate representatives

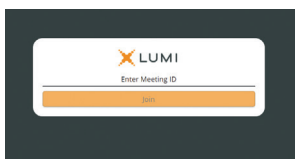
To receive your unique SRN and PIN please contact the Company's Registrar Equiniti by emailing: hybrid.help@equiniti.com. To avoid any delays accessing the AGM, contact should be made at least 24 hours prior to the meeting date and time.

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

Meeting ID: 160-375-920

To log in you must have your SRN and PIN

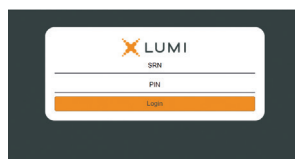
1



To access the AGM please go to web.lumiagm.com/160-375-920

If you attempt to log in to the website before the meeting is live (i.e. 9.30am on 13 June 2023) a pop-up dialogue box will appear.

2



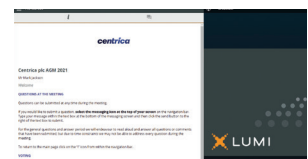
After entering the Meeting ID, you will be prompted to enter your unique SRN and PIN (which is the first two and last two digits of your SRN).

3



When successfully authenticated, you will be taken to the Home Screen.

4



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.



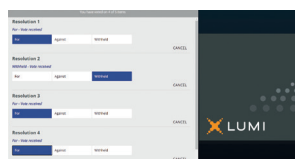
5



When the Chair declares the poll open, a list of all resolutions and voting choices will appear on your device.

Scroll through the list to view all resolutions.

6

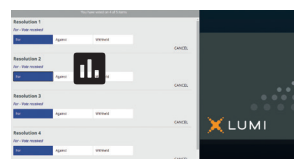


For each resolution, press the choice corresponding with the way in which you wish to vote.

When selected, a confirmation message will appear.

For – Vote received

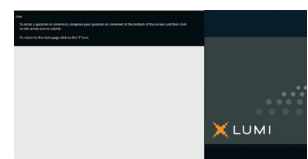
7



To change your mind, simply press the correct choice to override your previous selection. To cancel your vote, press Cancel.



8



If you would like to ask a question, select the messaging icon.



Type your message 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 a question during the Q&A session when invited to do so.

Biographies

Full biographies can be found at centrica.com/board

Scott Wheway
Chair



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

Committee memberships

Nominations Committee (Chair)
Safety, Environment and Sustainability Committee

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.

Reasons for re-election

Scott continues to demonstrate the personal leadership qualities and skills required to lead the Board and Nominations Committee effectively. Scott is a strong advocate of high standards of corporate governance and firmly believes that a business's culture derives from its leadership's influence and behaviour. Scott's wealth of experience in customer-facing businesses continues to provide extremely valuable impetus and direction to the Group's continued positive turnaround and sustainable future.

Chris O'Shea
Group Chief Executive



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

Committee memberships

Disclosure Committee (Chair)

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, 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 Foseco 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 plc 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.

Reasons for re-election

Chris is a seasoned and highly capable business leader and under his strong leadership, the Group has undergone a significant turnaround in performance with considerable progress made in simplifying and stabilising the Company for the longer term. This is all the more impressive given he has led the Group not only through the COVID-19 pandemic but also through the global energy crisis. Leveraging his professionalism, extensive executive and industry experience, he continues his relentless focus and leadership on simplifying the Company's business, building the workforce to deliver Net Zero and empowering colleagues to drive performance and deliver long-term benefit for the Group's stakeholders.

Russell O'Brien
Group Chief Financial Officer



Russell joined Centrica this year and was appointed as Group Chief Financial Officer on 1 March 2023.

Committee memberships

Disclosure Committee

Relevant skills and experience

Russell brings broad experience from across the energy value chain. He spent 25 years with Shell plc in a variety of roles and geographies. His roles included global Chief Financial Officer for both Shell's Integrated Gas and Retail businesses and most recently Group Treasurer.

Previous experience

Russell was Group Treasurer at Shell plc. Prior to this he held a number of senior Chief Financial Officer roles at Shell plc. He is a Management Accountant who graduated from St. Andrews University.

External appointments

None.

Reasons for election

Russell's broad experience across the energy value chain, including roles as global Chief Financial Officer for both Shell's Integrated Gas and Retail businesses will be a valuable asset to the Company as the Company looks to accelerate the creation of shareholder value whilst helping decarbonise the energy system.

Carol Arrowsmith
Non-Executive Director



Carol joined the Board on 11 June 2020.

Committee memberships

Audit and Risk Committee

Nominations Committee

Remuneration Committee (Chair)

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.

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 Vivo Energy plc.

External appointments

Non-executive director of Compass Group Plc and director and trustee of Northern Ballet Limited.

Reasons for re-election

The Board, the Remuneration Committee (for which Carol is the Chair) and the Audit & Risk Committee continue to benefit from Carol's wealth of experience of advising boards on executive remuneration, together with her strategic insights and perspectives from her experience in the energy and other sectors.

Nathan Bostock
Non-Executive Director



Nathan joined the Board on 9 May 2022 and became Chair of the Audit and Risk Committee with effect from 1 March 2023.

Committee memberships

Audit and Risk Committee (Chair)
Nominations Committee
Safety, Environment and Sustainability 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. As required by the UK Corporate Governance Code 2018, the Board considers that Nathan has recent and relevant financial experience.

Previous experience

Nathan was the Chief Executive Officer of Santander UK from 2014 until 2022. 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. He joined Abbey National plc in 2001, holding a number of senior positions including chief financial officer and executive director of finance, markets and human resources. Nathan is a chartered accountant and holds a BSc (Hons) in Mathematics.

External appointments

Head of Investment Platforms, Banco Santander.

Reasons for election

The Board, the Audit and Risk Committee (for which Nathan is the Chair) and the Safety, Environment and Sustainability Committee are very pleased to be able to leverage Nathan's expertise in financial risk management and commercial and compliance experience. Nathan's wide range of expertise complements the skills and capabilities of the existing Board and leadership team. In addition, Nathan's experience leading large customer facing businesses will be an invaluable contribution as the Group works to deliver net zero and help our customers live more sustainably, simply and affordably.

Chanderpreet (CP) Duggal
Non-Executive Director



CP joined the Board on 16 December 2022.

Committee memberships

Audit and Risk Committee
Nomination Committee
Remuneration Committee

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, including leading the company-wide digital and analytics organisation to enable growth, efficiency and innovation globally. His digital experience includes managing demand generation (paid media, referral marketing, etc.), customer onboarding, membership and servicing journeys with best-in-class mobile app, web and email experiences as well as customer marketing, loyalty, accounts receivables, etc. platforms. His data and analytics experience includes managing insights and modelling for a range of marketing channels, accelerating personalisation, leading AI Labs, etc. Among other experiences, he started the data office organisation for American Express, managed the first line of defence operational excellence teams for global consumer business and led the global fraud risk management department.

In his most recent role, CP was the Chief Digital and Analytics Officer for Burberry and a member of its Executive Committee. He was responsible for transforming e-commerce and omni-channel strategy globally, accelerating customer relationship management focus, defining metaverse strategy and leveraging analytics across the company.

External appointments

Advisor, Burberry plc.

Reasons for election

The Board, the Audit and Risk Committee and the Remuneration Committee benefit from CP's deep experience of successfully delivering digital products and services at scale. CP is incredibly well placed to oversee the Company's increased use of data and technology, including its digital strategy and technology risk management.

Heidi Mottram
Non-Executive Director



Heidi joined the Board on 1 January 2020.

Committee memberships

Nominations Committee
Remuneration Committee
Safety, Environment and Sustainability Committee (Chair)

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 Company 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 commercial director for Arriva Trains Northern from January 2004, becoming managing director of Northern Rail Limited, the UK's largest rail franchise.

External appointments

CEO of Northumbrian Water Limited and Northumbrian Water Group Limited. Vice-Chair of the North East Local Enterprise Partnership, member of the board of The Great British Railways Transition Team and Vice-Chair of Newcastle University Council.

Reasons for re-election

The Board, the Safety, Environment and Sustainability Committee (for which Heidi is the Chair) and the Remuneration Committee continue to benefit from Heidi's considerable strategic and operational experience acquired in major UK companies. As well as her health and safety expertise and her knowledge in respect of environmental, social and governance matters, Heidi brings a deep understanding of delivering customer service in complex multi-stakeholder environments that have a high public profile.

Kevin O'Byrne
Senior Independent Director



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

Committee memberships

Audit and Risk Committee
Nominations Committee

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. The Board considers that Kevin has recent and relevant financial experience.

Previous experience

Kevin was Group chief financial officer of J Sainsbury plc until March 2023 when he retired from that role. He was previously also chief executive officer of Poundland Group plc, and 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 chair 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

Kevin is Non-Executive Director of International Flavors & Fragrances Inc.

Reasons for re-election

The Board, Audit and Risk Committee and Nominations Committee continue to benefit from Kevin's broad experience in retail and finance. Kevin is the second longest serving non-executive director of the Company (after the Chair) and previously chaired the Company's Audit and Risk Committee for nearly four years. As the Company's Senior Independent Director, Kevin plays a critical governance role including supporting the Chair by providing a sounding board for him, serving as an intermediary for the Directors and shareholders, and leading the appraisal of the Chair's performance.

Rt Hon. Amber Rudd
Non-Executive Director



Amber joined the Board on 10 January 2022.

Committee memberships

Nominations Committee
Remuneration Committee
Safety, Environment and Sustainability Committee

Relevant skills, competencies 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. The UN-sponsored 2015 Conference of the Parties (COP 21) achieved a landmark global commitment to reduce national carbon emissions.

External appointments

Amber is a Non-Executive Director of Pinwheel. Amber also acts as an adviser to businesses including Energy 1, Equinor, Darktrace, Finsbury Glover Hering, Centreview Partners and Phoenix Group. Amber is a Trustee of the Climate Group, RUSI and Action Against Gambling Harms.

Reasons for election

The Board is very pleased to leverage Amber's unique skillset of working in business as well as in government and regulatory policy. Amber's wide range of expertise complements the skills and capabilities of the existing Board and leadership team. In addition, her specific experience and passion for climate change will be an invaluable contribution as the Group works to deliver net zero and help our customers live more sustainably, simply and affordably.

Skills and experience key

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

AGM Programme and directions to AGM venue

AGM Programme

Date	Tuesday 13 June 2023
Location	Leeds Marriott Hotel 4 Trevelyan Square, Boar Lane Leeds, LS1 6ET +44 113-236-6366
Key timings	9.30am – Registration will commence 10.30am – AGM will commence
Refreshments	Please note lunch will not be provided

Transport Options



If you are coming to the AGM by car, the closest car park is the Trinity public car park, postcode LS1 4AG.

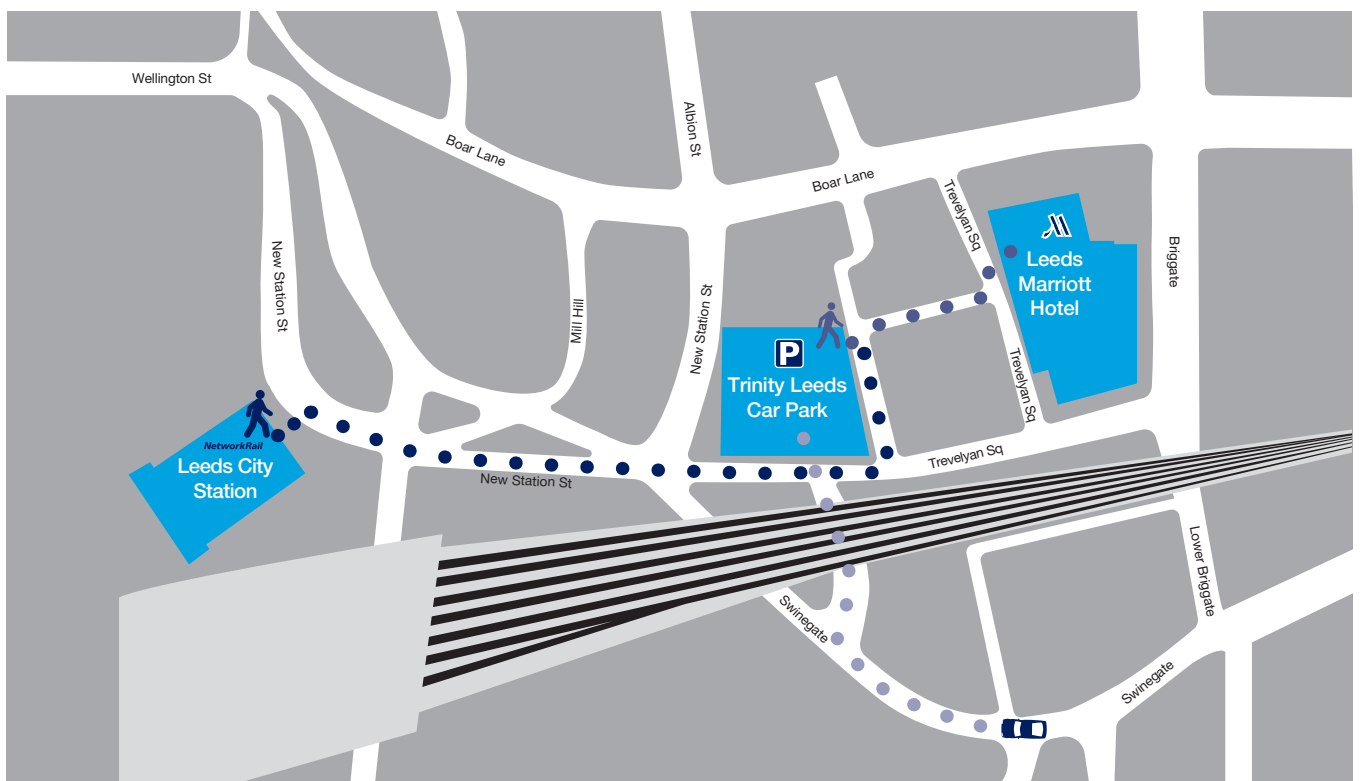


The nearest train station is Leeds City Railway Station. It is a 4 minute walk to the Leeds Marriott hotel via New Station Street and Trevelyan Square.



The nearest bus station is Leeds City Bus Station. It is a 9 minute walk to the Leeds Marriott hotel via New Station Street and Trevelyan Square.

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





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Printed by Pureprint Group ISO14001, FSC® certified and CarbonNeutral®.

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Company registered
in England and Wales

No. 3033654