

Directors' Annual Remuneration Report

Directors' Remuneration in 2025

This report sets out information on the remuneration of the Directors for the financial year ended 31 December 2025.

Single figure for total remuneration (audited)

Executives

£000	Salary/fees	Bonus (cash)	Bonus (deferred) ⁽¹⁾	Benefits ⁽²⁾	LTIPs ⁽³⁾	Pension ⁽⁴⁾	Total	Total fixed remuneration	Total variable remuneration
2025									
Chris O'Shea	1,039	681	681	16	2,210	104	4,731	1,159	3,572
Russell O'Brien	628	326	326	16	1,220	63	2,579	707	1,872
Total	1,667	1,007	1,007	32	3,430	167	7,310	1,866	5,444
2024									
Chris O'Shea	845	695	695	16	2,746	85	5,082	946	4,136
Russell O'Brien	578	360	360	16	—	58	1,372	652	720
Total	1,423	1,055	1,055	32	1,986	143	6,454	1,598	4,856

(1) In accordance with the Remuneration Policy, 50% of the bonus is deferred into shares and will vest after three years.

(2) Taxable benefits include car allowance, health and medical benefits. Non-taxable benefits include matching shares received under the Share Incentive Plan (SIP). Both taxable and non-taxable benefits are included in the table.

(3) The estimated value of the LTIP award that was granted in respect of the three-year performance period covering 1 January 2023 to 31 December 2025 performance period is included in the table above, based on a share price of 170.74 pence (the three month average share price for the period ending 31 December 2025). Of the £2.2m for Chris O'Shea, £803K (or 40% of the value) was due to share price growth. Of the £1.2m for Russell O'Brien, £444K (or 40% of the value) was due to share price growth. The award will vest in March 2026 and the shares will then be subject to an additional two-year holding period. Further details of the performance outcomes are set out on page 130. Dividend equivalents of £184K and 101K for Chris O'Shea and Russell O'Brien have been included respectively. The 2024 figure has been restated based on the share price of 167.73p at the time of the RSP vesting.

(4) Pension allowance is paid in cash. Please see details on page 98.

Single figure for total remuneration (audited)

Non-Executives

£000	Salary/fees		Total	
	2025	2024	2025	2024
Kevin O'Byrne ⁽¹⁾	440	111	440	111
Carol Arrowsmith	104	96	104	96
Philippe Boisseau	79	76	79	76
Nathan Bostock	104	101	104	101
CP Duggal	79	76	79	76
Jo Harlow	99	77	99	77
Frank Mastiaux ⁽²⁾	22	0	22	0
Heidi Mottram ⁽³⁾	104	96	104	96
Alessandra Pasini ⁽⁴⁾	38	—	38	0
Amber Rudd	79	76	79	76
Sue Whalley	79	76	79	76
Total	1,227	785	1,227	785

(1) Kevin O'Byrne was appointed Chair on 16 December 2024.

(2) Frank Mastiaux joined the Board on 22 September 2025.

(3) Heidi Mottram stepped down from the Board 31 December 2025.

(4) Alessandra Pasini joined the Board on 8 July 2025.

Base salary/fees

The Committee believes that the adjustments to Chris O'Shea's remuneration in 2025 aligned with competitive market rates given the size and complexity of Centrica. Chris' performance and experience over the last five years since his appointment as the Group Chief Executive warrants positioning his pay between the median and upper quartile of other CEOs in the FTSE 100. Following the changes made in 2025, the Committee will increase Chris O'Shea's salary from £1,100,000 to £1,133,000 per annum, effective 1 April 2026. This 3% award remains in line with the wider workforce and maintains positioning against the external market.

The salary of Russell O'Brien, Chief Financial Officer, will increase from £640,000 to £659,200 with effect from 1 April 2026. Russell O'Brien has been Chief Financial Officer for three years and the Committee is pleased with his growth into the role. His salary and total remuneration is now marginally above the median benchmark for similar CFO roles in the FTSE 100. This 3% award remains in line with the wider workforce and maintains positioning against the external market.

The Committee is pleased to award salary increases for Executive Directors in 2026 in line with the average increases for the wider Centrica workforce in the UK. The salary increase budget in 2026 for the wider workforce in the UK will be 3% to 4% and individual increases can be higher or lower depending on the role. The principles we are applying to Executive Directors are consistent with those we apply to other colleagues in that we typically pay newly promoted colleagues slightly behind the market and increase their pay based on their performance and development in the role.

As part of the recruitment process for the Chair of the Board, the Remuneration Committee determined that Kevin O'Byrne's fees should be set at £440,000 per annum with effect from his date of appointment. Based on external benchmarking and salary increases across the UK workforce, the Committee supported an increase of 3% to £453,000 effective 1 April 2026. This increase reduces the competitive gap to the market and moves the Chair towards median.

Non-Executive Director fees were reviewed in 2025 as part of the comprehensive Remuneration Policy review. The Chair of the Board, the Executive Directors, and the Chief People Officer conducted an annual review of the Non-Executive Director fees and increased the base fee by 2.5% from £79,000 to £81,000 with effect from 1 January 2026. This change maintains our competitive position against the median FTSE NED increase, and remains within the UK wider workforce figures.

FY2025 Annual Incentive Plan (AIP) (audited)

In line with the Remuneration Policy, 75% of the award was based on a mix of financial and business measures based on Centrica's priorities for 2025 and 25% was based on individual objectives.

The financial and business performance element for 2025 was split equally between Earnings Per Share (EPS) and the outcome of a balanced scorecard of financial and operational measures critical to the success of the organisation in 2025.

The EPS measure had defined threshold, target and maximum levels that were set at the start of the financial year as follows:

	Threshold	Target	Max	Outcome
Adjusted EPS	10.0p	11.5p	13.0p	11.2p

Centrica achieved solid earnings performance within the target range, resulting in an outturn of 45.0% of maximum for this part of the AIP.

In addition, the Committee determined a balanced scorecard for the remaining financial and business elements of the AIP. It was agreed that there would be no formula to translate the scorecard to a bonus outcome and no formal weighting of individual measures. The Committee monitored performance against the scorecard at regular points during the year. At the end of the year, the Committee took a holistic assessment of overall performance to determine an outturn. The balanced scorecard of measures, targets and outcomes are noted below.

	Measure	Target	Outcome
Group	Group Free Cash Flow	£(136)m	£(167)m
Group	Colleague engagement	8.1	7.9
Group	Progress towards our Climate Transition Plan – see our People & Planet Plan for further details (see pages 45 and 55 to 56)	Make good progress against the interim climate targets including: Heat pumps sold Hive platform connection and access to smart services	On target
	Targets: Help our customers be net zero by 2050 Be a net zero business by 2040	Green/flexible energy engagement Engineer green skills Zero carbon power supply Net zero power, gas production and storage assets Liquefied Natural Gas shipping transition Electric vehicle fleet Green investment	
Retail	Bord Gáis Cost to serve	€170 per customer	€174 per customer
Retail	British Gas Residential Energy Cost to serve ⁽¹⁾	£120 per customer	£129 per customer
Retail	British Gas Services & Solutions gross margin £m	£653m	£662m
Retail	Unique Customer numbers	10,399,000	10,322,000
Retail	Customer NPS	34	36
Optimisation	Centrica Energy Exceed return on capital employed target (RAROC)	20.0%	7.0%
Optimisation	Centrica Energy Cost/Income ratio	39.0%	59.0%
Optimisation	Centrica Energy GW portfolio under management	17.10	19.50
Optimisation	Centrica Energy total value created – International Expansion	3 international hubs	2 international hubs
Optimisation	British Gas Business Supply – Gross Margin £m	£360m	£432m
Infrastructure	CES+ Rough availability vs demand %	90.0	90.0
Infrastructure	Spirit production volumes ⁽²⁾	11.4 mmboe	10.5 mmboe
Infrastructure	Nuclear volumes	7,530 GWh	6,584 GWh
Infrastructure	Centrica Power Assets (excluding nuclear) availability	93.5%	93.2%
Infrastructure	MAP portfolio size ('k meters)	1,402	1,620

(1) Excluding bad debt cost per customer is in line with target

(2) Spirit production volumes are post Cygnus sale

The Group delivered strong financial performance against AOP and Free Cash Flow, despite the challenges in the external environment and the strategic investment choices made during the year. Performance against the majority of the customer and operational measures were at target and the Committee noted above target performance across gross margin, customer Net Promoter Scores, portfolio management and MAP portfolio size. Colleague engagement remained strong for the majority of the year, and dipped in the last quarter as a result of restructuring impacts. The Committee is satisfied that the current incentive structure for senior executives does not drive unintended risks or ESG concerns.

The Committee carefully considered the outcomes against the EPS target and the balanced scorecard measures, determining an achievement against the financial and business performance element of the AIP at 105% of target (or 52.5% of maximum).

Individual objectives

Each Executive Director had a set of stretching individual objectives which included key non-financial and strategic performance indicators (KPIs) that were important to the success of the business in 2025. The KPIs were cascaded to business and functional leaders to ensure a strong line of sight to key priorities throughout the organisation. The Committee assessed that the majority of individual objectives were met in full and good progress was made against others. Based on an assessment of performance against Chris O'Shea's individual objectives, the Committee determined an outcome of 180% of target (or 90% of maximum) was appropriate. The Committee determined for Russell O'Brien an outcome of 150% of target (or 75% of maximum) under the individual objectives part of the Annual Incentive Plan.

The table below summarises the key individual objectives for Executive Directors during the year:

	Key objectives performance	Individual performance (as % of maximum)
Chris O'Shea	<p>Capability, Culture and Operational Delivery</p> <ul style="list-style-type: none"> • Delivered significant organisational change while sustaining employee engagement scores, delivering a revised approach to DEI and demonstrating a 'One Team' approach through launching cross business propositions. • Materially advanced the digital agenda for customer channels and internal business operations. This reduced costs, improved resilience, and laid foundations for scaled AI deployment in 2026 • Leadership strength grew through promotions and capability programmes, internal mobility increased, and critical technical skills in net zero, digital and metering were advanced with future ready talent pipelines established. <p>Balance Sheet, Financial Framework and Cash</p> <ul style="list-style-type: none"> • Centrica deployed capital into major long-term assets (Sizewell C, Isle of Grain) with efficient financing, improved investor sentiment, and strengthened the strategic investment case. • Transformation accelerated with notable savings delivered and further savings identified. Procurement initiatives improved spend discipline and Finance and People partnered with Technology, automating and improving efficiency across the enterprise <p>Shareholder Value, Investment and Portfolio Shaping</p> <ul style="list-style-type: none"> • Centrica advanced major hydrogen, storage, and grid stability projects across the UK and Ireland, with Sizewell C anchoring long term low carbon value and strengthening system resilience. • Broadened partnerships across hydrogen, storage, nuclear, EV charging and industrial power systems, expanding Centrica's innovation ecosystem and investment optionality • Advanced key transition projects with major milestones in Rough, Sizewell C, and nuclear expansion, ensuring long term contracted returns and system critical infrastructure alignment. • Completed Grain LNG acquisition and Cygnus disposal, while assessing multiple hydrogen and power M&A opportunities aligned with strategic priorities and earnings sustainability 	90.0%
Russell O'Brien	<p>Capability, Culture and Operational Delivery</p> <ul style="list-style-type: none"> • Defined and commenced implementation of a more efficient & effective operating model, with spend reduction, disciplined investment and progress on transformation • Progress made on delivery of the strategic technology roadmap focused on automation and simplification • Refreshed procurement strategy has embedded stronger discipline and transparency across the organisation, and delivered performance against all KPIs ahead of expectations <p>Balance Sheet, Financial Framework and Cash</p> <ul style="list-style-type: none"> • Significant advancement of Enterprise Risk Management and the Risk & Control Update Programme across the enterprise to strengthen governance, strategic alignment & value of our risk management processes • Liquidity remained strong, supported by further extensions of our committed credit facilities, a diversified funding toolkit and improved working capital income <p>Shareholder Value, Investment and Portfolio Shaping</p> <ul style="list-style-type: none"> • Major strategic investments – Sizewell C and Grain LNG – successfully closed under favourable financing structures, demonstrating commitment to disciplined capital deployment and delivering strong returns • Investor engagement significantly expanded, reaching more than 140 institutions across key regions, sharpening our capital allocation narrative and strengthening shareholder confidence 	75.0%

Overall AIP outcome

Overall, after combining the outturn for financial and business performance with the outturn for individual performance, the total AIP for Chris O’Shea was 61.9% of maximum, which equated to 123.8% of salary or £1,361,250. The table below summarises the outcomes under the AIP for all Executive Directors:

Measure	Chris O’Shea	Russell O’Brien
EPS	45.0%	45.0%
Balanced scorecard	60.0%	60.0%
Individual objectives	90%	75%
Total AIP (as % of maximum)	61.9%	58.1%
Total AIP (£)	£1,361,250	£651,000

No discretion was applied to the formulaic outcome. Half of the AIP earned was paid in cash and half of the AIP was deferred into shares, vesting in three years.

Long-term incentive awards relating to the performance period 2023-25 (audited)

A Restricted Share Plan award was granted on 21 March 2023 and will vest in full on 21 March 2026. The vested shares are subject to an additional two-year holding period and will be released on 21 March 2028. The RSP award was subject to a performance underpin, which was assessed over the three-year performance period from 1 January 2023 to 31 December 2025.

Outcome (% of maximum)	Brief explanation of Committee’s rationale
100%	The Committee considered the performance of the Group in the context of the underpin over the three-year performance period ending 31 December 2025. The Committee concluded that it was appropriate that the RSP vests in full and the award will vest in March 2026, subject to a further two-year holding period. The Committee noted that there were no windfall gains and therefore no reduction was applied. No reduction was applied to the vesting outcome.

	Award Type	Basis of award	Shares awarded	Value at grant	Vesting date
Chris O’Shea	RSP share award	150% of salary	1,186,547	£1,222,500	March 2026
Russell O’Brien	RSP share award	125% of salary	655,148	£675,000	March 2026

Pension (audited)

Executive Directors receive a cash allowance, which can be put towards the provision of retirement benefits. Both Executive Directors received an annual cash allowance of 10% of salary. This is aligned with the maximum employer contribution rate available to the majority of our UK employees.

We also provide a death in service cover consisting of a lump sum equal to four times salary.

	% of salary
Chris O’Shea	10% cash in lieu of pension
Russell O’Brien	10% cash in lieu of pension

Taxable benefits

Taxable benefits include car allowance, health and medical benefits. Non-taxable benefits include matching shares received under the Share Incentive Plan (SIP) on the same terms as all employees. Both taxable and non-taxable benefits are included in the table of single figure for total remuneration.

Directors' interests in shares (number of shares) (audited)

The table below shows the interests in the ordinary shares of the Company for all Directors who served on the Board during 2025 as at year-end.

For the Group Chief Executive the minimum shareholding requirement is 400% of base salary and for the Chief Financial Officer the minimum shareholding requirement is 200% of base salary. The achievement against the requirement is shown below.

Executive Directors have a period of five years from appointment to the Board, or from any material change in the minimum shareholding requirement, to build up the required shareholding. All Executive Directors are required to hold 100% of any shares vesting under the Share Plans until the shareholding requirement has been met. A post-cessation shareholding requirement of 100% of the in-employment shareholding requirement (or full actual holding if lower) is applicable for two years post-cessation of employment. The Committee continues to keep both the shareholding requirement, and achievement against the shareholding requirement, under review and will take appropriate action should they feel it necessary.

	Beneficially owned ⁽¹⁾	Shares subject to performance conditions	Shares vested but unexercised	Shares subject to continued service only ⁽²⁾	Shares exercised in the year	Shareholding requirement (% of salary)	Current shareholding (% of salary) ⁽³⁾
Executives							
Chris O'Shea ⁽⁴⁾	6,525,401	—	—	3,325,484	—	400	1,293
Russell O'Brien ⁽⁴⁾	682,781	—	—	1,784,027	—	200	403
Non-Executives							
Carol Arrowsmith	49,286	—	—	—	—	—	—
Philippe Boisseau	23,382	—	—	—	—	—	—
Nathan Bostock	27,000	—	—	—	—	—	—
CP Duggal	15,000	—	—	—	—	—	—
Jo Harlow	17,600	—	—	—	—	—	—
Frank Mastiaux	—	—	—	—	—	—	—
Heidi Mottram	10,000	—	—	—	—	—	—
Alessandra Pasini	—	—	—	—	—	—	—
Kevin O'Byrne	280,000	—	—	—	—	—	—
Amber Rudd ⁽⁵⁾	66,650	—	—	—	—	—	—
Sue Whalley	12,314	—	—	—	—	—	—

(1) These shares are owned by the Director or a connected person and they are not, save for exceptional circumstances, subject to continued service or the achievement of performance conditions. They include shares purchased by the Executive Director in March with deferred AIP funds which have mandatory holding periods of three years and which will be subject to tax at the end of the holding periods.

(2) Shares owned subject to continued service include RSP shares awarded and SIP free and matching shares that have not yet been held for the three-year holding period. The values are net of tax.

(3) The share price used to calculate the achievement against the guideline was 169.55 pence, the price on 31 December 2025.

(4) During the period 1 January 2025 to 15 February 2026 both Chris O'Shea and Russell O'Brien acquired 206 shares through the SIP.

(5) During the period 1 January 2025 to 15 February 2026 Philippe Boisseau 1,021 shares through the NED Share Purchase Agreement.

(6) Alessandra Pasini was appointed to the Board on 8 July 2025.

(7) Frank Mastiaux was appointed to the Board on 22 September 2025.

Share awards granted in 2025 (audited)

Set out below are details of share awards granted in 2025 to Executive Directors.

2025 RSP

	Plan	Award type	Number of shares ⁽¹⁾	Basis of award % of salary	Face value of award £	Vesting date	Release date
Chris O'Shea	RSP	Conditional share award	1,126,510	150%	1,650,000	March 2028	March 2030
Russell O'Brien	RSP	Conditional share award	546,186	125%	800,000	March 2028	March 2030

(1) The number of shares awarded under the RSP was calculated by reference to a price of 146.47p, being the average of the Company's share price over the five trading days immediately preceding the date of grant of 27 March 2025.

The RSP award is subject to an underpin. If the Committee is not satisfied the underpin has been met, the Committee may scale back the awards (including to zero). In assessing the underpin, the Committee will consider the following:

- A review of overall financial performance over the three-year performance period.
- Whether there have been any sanctions or fines issued by a Regulatory Body (responsibility may be allocated collectively or individually).
- Whether a major safety incident has occurred which may or may not have consequences for shareholders.
- Whether there has been material damage to the reputation of the Company (responsibility may be allocated collectively or individually).
- Whether there has been failure to make appropriate progress against our Climate Transition Plan.
- Return on capital with reference to the cost of capital.
- Total Shareholder Return (TSR) performance over the vesting period, including with reference to the wider energy sector.
- Management of customer numbers over the vesting period.
- Progress against broader ESG commitments.

2025 deferred AIP

The 2025 AIP award was delivered 50% in cash and 50% in deferred shares, which were awarded on 27 March 2025. The face value of the award is based on the share price on the date of award, which was 148.57p. Deferred shares are not subject to further performance conditions and vest in three years.

	Plan	Award type	Number of shares	Face value of award £000	Vesting date
Chris O'Shea	AIP	Deferred shares	467,574	694,687	March 2028
Russell O'Brien	AIP	Deferred shares	241,990	359,531	March 2028

2025 cash flow distribution to stakeholders

The Committee monitors the relationship between the Directors' total remuneration and cash outflows to other stakeholders. As demonstrated by the chart, the Directors' aggregate total remuneration for the year equates to 0.15% (2024: 0.21%) of the Group's operating cash flow.



● To staff	43%	● To staff	27%
● To Directors	0%	● To Directors	0%
● To government	35%	● To government	34%
● To shareholders	10%	● To shareholders	6%
● Investing activities	13%	● Investing activities	33%

Reward for everyone at Centrica

Centrica's workforce of over 22,000 colleagues spans many roles, business areas and geographies. Despite this diversity, our reward approach is designed to unite colleagues behind a shared purpose and values. We aim to ensure every colleague experiences a reward offering that reflects both their contribution and the needs of the business. These principles apply consistently across the organisation, including for Executive Directors and members of the Centrica Leadership Team.

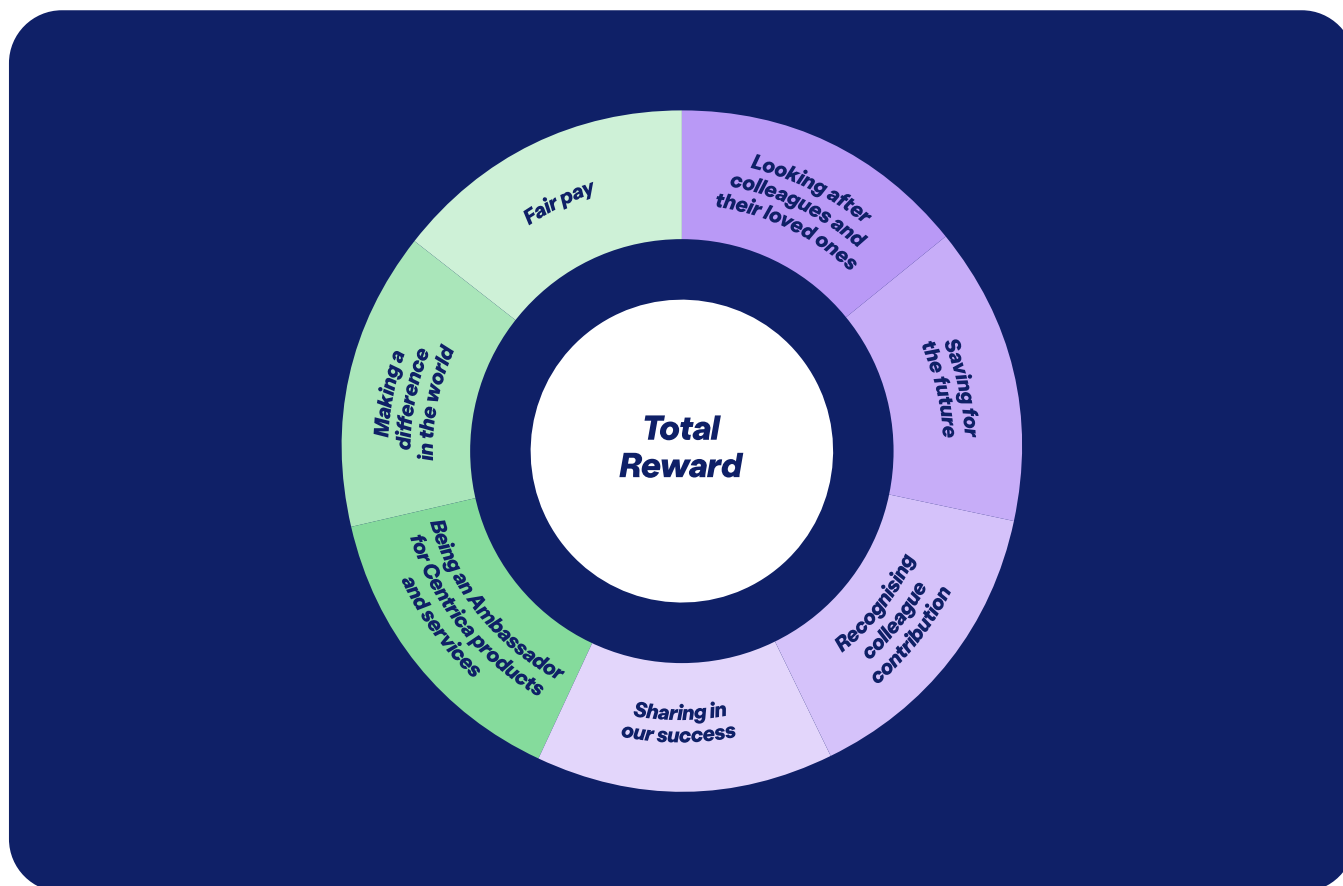
<i>For our colleagues, we aim to provide reward that is:</i>	<i>For our business, we aim to provide reward that is:</i>
Market competitive	Sustainable
Fair and consistent	Agile
Simple	Flexible
Supports wellbeing	Compliant

Total reward at Centrica extends beyond base salary. All colleagues receive fixed pay comprising salary and a broad package of benefits, including pension arrangements. Many also have the opportunity to earn variable pay – such as annual bonuses, recognition awards and profit-sharing schemes.

For customer-facing and operational roles, variable pay typically represents a smaller proportion of total reward, reflecting the nature of those roles. For senior positions, a greater share of reward is performance-based and may be partly delivered in shares vesting over several years, reinforcing alignment with long-term shareholder value.

Overall, our reward structure balances fixed and variable pay appropriately for each role, recognising responsibilities, performance and market benchmarks. This ensures our approach remains fair, competitive and aligned with the long-term success of the business.

The chart and details below summarise key aspects of wider workforce reward in the UK. Executive Directors and Centrica Leadership Team members receive the same core benefits as the wider workforce and on the same terms, reinforcing fairness, consistency and a shared employee experience.



Fair pay: At Centrica, we remain dedicated to ensuring colleagues earn wages that meet their everyday needs. As an accredited Real Living Wage employer, we align our pay practices with the standards set by the Living Wage Foundation to ensure fair and responsible reward for all UK colleagues.

We have continued to prioritise fair and competitive merit increases across the organisation. In 2025, the average merit increase for our UK workforce was 3.5%, with many colleagues receiving higher adjustments based on role requirements, performance and capability.

This year, our customer-facing colleagues received an average pay increase of 4.2%, reflecting our commitment to ensuring our frontline workforce remains competitively rewarded. For our Field population, we agreed a two-year pay deal guaranteeing a 4.0% increase in both 2025 and 2026. These pay outcomes underline our long-term commitment to providing sustainable, equitable compensation across the organisation.

Pay for our wider workforce continues to be informed by collective bargaining with recognised trade unions and robust market benchmarking to ensure fairness, alignment with living standards and competitive positioning. Pay for management roles is set by reference to individual capability, responsibilities and experience, in comparison to external industry benchmarks.

During the year, consultation took place with recognised trade unions on pay across the wider workforce. It is important that colleagues are able to share views with the Board on executive pay, wider workforce terms and conditions and other people-related policies. Colleague engagement on executive remuneration is facilitated through the Shadow Board, comprising colleagues across the business and in different locations (read more about the Shadow Board on page 98). During 2025, we met with the Shadow Board to discuss executive remuneration and continue to support their understanding of how executive remuneration practices operate.

Looking after colleagues and their loved ones: All UK colleagues have access to comprehensive medical and health support, with the option to purchase additional cover for their dependents. This includes 24-hour access to a GP, support for parents, fertility and adoption pathways, and company-funded life assurance and personal accident insurance. Our aim is to ensure colleagues and their families receive timely and meaningful support when they need it most.

Saving for the Future: Centrica provides a range of savings and retirement benefits to help colleagues plan confidently for the long term. Our Defined Benefit Pension remains fully supported for existing members, while newer colleagues can tailor contributions through our Defined Contribution Scheme, benefitting from matched contributions and, for many, employer contributions of over 10% of salary. Alongside this, our Lifestyle Savings platform offers retail discounts that help colleagues make their money go further on everyday purchases.

Recognising that long-term financial wellbeing extends beyond pensions, we re-launched our ShareSave scheme in July, giving colleagues an accessible way to invest in Centrica at a discounted rate. As a key long-term savings option, Sharesave supports financial resilience while allowing colleagues to share in Company success. Participation reached 42% of eligible colleagues - well above national averages - and the supporting financial education sessions were well received. Together, our pension schemes, savings tools and share plans demonstrate our ongoing commitment to helping colleagues build a secure financial future.

Recognising colleague contribution: In 2025, colleagues received more than 203,000 recognition moments through our digital platform, celebrating successes, living our values and recognising outstanding contributions across the business. Recognition remains central to our culture, with colleagues able to be acknowledged by managers or peers at any time, and nominations linked to meaningful rewards. Our annual bonus scheme also rewards performance across the organisation, with over 5,400 colleagues participating in frontline schemes and an annual bonus plan in place for Executives and Leadership Team members.

This year we also introduced Total Reward Statements, enhancing transparency around reward. These personalised statements bring together pay, benefits, incentives and long-term savings in one place, giving colleagues a clear view of the value they receive in return for their contribution to Centrica. By making reward easier to understand, we aim to build trust, support informed decision-making and help colleagues see how their efforts are recognised through their overall reward package.

Sharing in our successes: All colleagues have the opportunity to share in Centrica's success through a range of share and incentive plans. This includes eligibility for our Profit Share Plan, under which free shares are awarded depending on Company performance, and participation in our Share Incentive Plan (SIP), where colleague contributions are matched by the Company up to a set limit.

In 2025, colleagues also benefitted from a further Global Profit Share award, recognising the Company's strong performance in 2024 and ensuring colleagues directly share in the value they help create. As of February 2026, the original award of £1,400 is now worth £1,800, demonstrating the long-term financial benefit these plans can generate for participants.

Many colleagues, including those in Customer Support and field-based roles, also take part in quarterly or annual incentive schemes linked to business performance, while long-term incentives for senior colleagues reinforce accountability for delivering sustained value creation over time.

Being an ambassador for Centrica products and services: We encourage colleagues to champion our products and services by offering discounted energy bills for those who are Centrica customers, alongside preferential rates on services such as homecare cover, boilers, electric vehicle charging products and smart energy solutions. These benefits help colleagues experience our products first-hand and support our ambition to create cleaner, more efficient homes and businesses.

Making a Difference in the World: Colleagues are encouraged to contribute to local communities and causes they care about. Each year, we provide two paid volunteering days per colleague for community and charity activity. Our Give As You Earn scheme enables tax-efficient donations, and the Centrica Colleague Support Fund offers financial assistance to colleagues facing unexpected hardship once all other avenues of support have been explored.

Annual percentage change in remuneration of Directors and colleagues

The table below shows the percentage changes (on a full-time equivalent basis) in the Executive and Non-Executive Directors' remuneration over the last three financial years compared to the amounts for full-time colleagues of the Group for each of the following elements of pay:

	Percentage change from 2020 to 2021			Percentage change from 2021 to 2022			Percentage change from 2022 to 2023			Percentage change from 2023 to 2024			Percentage change from 2024 to 2025		
	Salary/ fees	Benefits	Bonus	Salary/ fees	Benefits	Bonus	Salary/ fees	Benefits	Bonus	Salary/ fees	Benefits	Bonus	Salary/ fees	Benefits	Bonus
Executive Directors															
Chris O'Shea ⁽¹⁾	—	-28.0	—	2.5	-11.1	100	2.6	—	0.3	4.9	—	-2.5	28.65	—	-2.07
Russell O'Brien ⁽²⁾	—	—	—	—	—	—	—	—	—	9.3	23.1	12.5	8.47	—	12.5
Kate Ringrose ⁽¹¹⁾				2.5	6.7	18.7	-83.3	-81.2	-84.4						
Non-Executive Directors															
Scott Wheway ⁽¹³⁾	—	—	—	—	—	—	2.6	—	—	-4.3	—	—	—	—	—
Carol Arrowsmith	—	—	—	—	—	—	3.8	—	—	—	—	—	8.33	—	—
Nathan Bostock ⁽³⁾	—	—	—	—	—	—	32.9	—	—	—	—	—	2.97	—	—
CP Duggal ⁽⁴⁾	—	—	—	—	—	—	—	—	—	—	—	—	3.95	—	—
Heidi Mottram	27.8	—	—	—	—	—	3.8	—	—	—	—	—	8.33	—	—
Kevin O'Byrne ^{(5) (12)}	—	—	—	—	—	—	-20.7	—	—	-15.4	—	—	297.1	—	—
Amber Rudd ⁽⁶⁾	—	—	—	—	—	—	—	—	—	—	—	—	3.95	—	—
Philippe Boisseau ⁽⁷⁾	—	—	—	—	—	—	—	—	—	—	—	—	3.95	—	—
Jo Harlow ^{(8) (14)}	—	—	—	—	—	—	—	—	—	1.1	—	—	28.91	—	—
Sue Whalley ⁽⁹⁾	—	—	—	—	—	—	—	—	—	—	—	—	3.95	—	—
Alessandra Pasini	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
Frank Mastiaux	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
Average per colleague (excluding Directors) ⁽¹⁰⁾	1.8	-10.3	16.3	1.9	—	—	4.4	—	42.3	5.11	1.26	-2.46	3.54	2.15	-14.37

(1) Chris O'Shea was appointed to the Centrica Board as Group Chief Financial Officer on 1 November 2018 and became interim Group Chief Executive with effect from 17 March 2020. He was appointed as Group Chief Executive on 14 April 2020. From 17 March until 31 December 2020, he elected to waive £100,000 of his salary.

(2) Russell O'Brien was appointed to the Board on 1 March 2023.

(3) Nathan Bostock was appointed to the Board on 9 May 2022.

(4) CP Duggal was appointed to the Board on 16 December 2022.

(5) Kevin O'Byrne took on the role of Senior Independent Director from 1 June 2022.

(6) Amber Rudd was appointed to the Board on 10 January 2022.

(7) Philippe Boisseau joined the Board on 1 September 2023.

(8) Jo Harlow joined the Board on 1 December 2023.

(9) Sue Whalley joined the Board on 1 December 2023.

(10) The comparator group includes all management and technical or specialist colleagues based in the UK in Level 2 to Level 6 (where Level 1 is the Executive and Non- Executive Directors). There are insufficient colleagues in the Centrica plc employing entity to provide a meaningful comparison. The colleagues selected have been employed in their role for full years to give meaningful comparison. This group has been chosen because the colleagues have a remuneration package with a similar structure to the Executive Directors, including base salary, benefits and annual bonus.

(11) Kate Ringrose stepped down from the Board on 28 February 2023.

(12) Kevin O'Byrne was appointed Chair on 16 December 2024.

(13) Scott Wheway stepped down from the Board on 16 December 2024.

(14) Jo Harlow took on the role of Senior Independent Director from 16 December 2024.

(15) Alessandra Pasini was appointed to the Board on 8 July 2025

(16) Frank Mastiaux was appointed to the Board on 22 September 2025

The chart below shows the ratio of remuneration of the CEO to the average UK colleague of the Group.

CEO pay ratio		25th percentile	50th percentile	75th percentile
2025	Option B	105:1	71:1	64:1
2024	Option B	129:1	78:1	71:1
2023	Option B	198:1	142:1	120:1
2022	Option B	128:1	77:1	70:1
2021	Option B	29:1	24:1	15:1
2020	Option B	32:1	15:1	14:1
2019	Option B	34:1	29:1	22:1
2018	Option B	72:1	59:1	44:1

For 2020, the CEO total remuneration figure includes the single figure chart combined earnings of both Iain Conn and Chris O'Shea for the period that they were in the CEO role during 2020.

2025	Salary	Total pay and benefits
CEO remuneration	1,038,750	4,731,000
Colleague 25th percentile	31,604	45,058
Colleague 50th percentile	39,771	66,465
Colleague 75th percentile	56,018	74,133

The Company has used its gender pay gap data (Option B in the Directors' Reporting Regulations) to determine the colleagues whose remuneration packages sit at the lower, median and upper quartile positions across the UK workforce. This is deemed the most appropriate methodology for Centrica given the different pension and benefit arrangements across the diverse UK workforce. To ensure this data accurately reflects individuals at each quartile position, a sensitivity analysis has been performed. The approach has been to review the total pay and benefits for a number of colleagues immediately above and below the identified employee at each quartile within the gender pay gap analysis. We have determined our 25th, 50th and 75th percentile individual using data from our gender pay gap as of 5 April 2025.

The annual remuneration for the three identified colleagues has been calculated on the same basis as the CEO's total remuneration for the same period in the single figure table on page 94 to produce the ratios.

The ratio of CEO pay compared with the pay for the average colleague has decreased compared to 2024. This is due to an increase in the median colleague total pay from 2024. As a large proportion of CEO remuneration is delivered through variable pay in shares, the CEO pay ratio will vary significantly from year to year compared to the pay of an average employee. The RSP is less variable than conventional LTIPs, which the Committee believes is more appropriate given the regulatory environment within which Centrica operates where some stakeholders such as customers and regulators expect a narrower range of acceptable performance outcomes than in many other companies. RSPs also incentivise executives to invest in the ongoing long-term success of the business, rather than taking decisions based on a three-year performance target cycles. The Company believes the ratios are appropriate given financial and business performance outcomes in 2025, and the size and complexity of the business.

Pay for performance

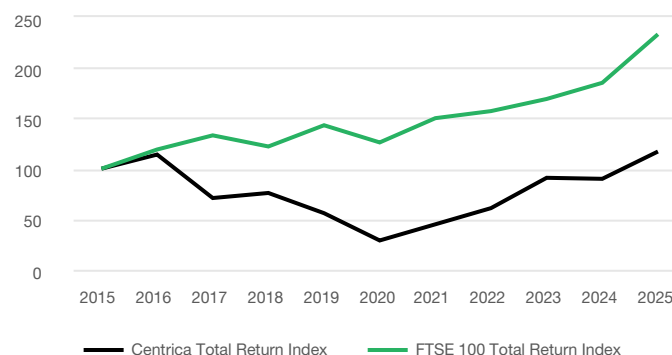
The table below shows the CEO's total remuneration over the last 10 years and the achieved annual short-term and long-term incentive pay awards as a percentage of the plan maximum.

	Chief Executive single figure for total remuneration £000	Annual short-term incentive payout against max opportunity %	Long-term incentive vesting against max opportunity %
Chris O'Shea			
2025	4,731	61.9	100
2024	5,082	81.3	100
2023	8,231	87.5	85
2022	4,490	89.5	76
2021	875	0	0
Iain Conn			
2020	239	0	0
2019	1,186	0	0
2018	2,335	41	18
2017	1,678	0	26
2016	4,040	82	0

For 2020 the single figure for total remuneration for both Iain Conn and Chris O'Shea are shown. The total remuneration figure for Chris O'Shea includes his earnings during 2020 as CFO and CEO.

The performance graph below shows Centrica's TSR performance against the performance of the FTSE 100 Index over the 10-year period to 31 December 2025. The FTSE 100 Index has been chosen as it is an index of similar-sized companies and Centrica has been a constituent member for the majority of the period.

Total return indices – Centrica and FTSE 100



Fees received for external appointments of Executive Directors

Chris O'Shea was appointed as a Non-Executive Director to the ITT Inc. Board in May 2024. He receives a total fee of \$255,000 per annum which is split as \$100,000 cash payment and the remainder as a share award.

Relative importance of spend on pay

The table below shows the percentage change in total remuneration paid to all colleagues compared to expenditure on dividends and share buyback for the years ended 31 December 2024 and 2025.

	2025 £m	2024 £m	% Change
Share repurchase ⁽¹⁾	827	499	66 %
Dividends	237	219	8 %
Staff and employee costs ⁽²⁾	1,550	1,357	13 %

(1) 520,443,773 shares were purchased during 2025 as part of the share buyback arrangement

(2) Staff and employee costs are as per note 5(b) in the notes to the financial statements.

Payments to past Directors (audited)

No payments to past Directors in 2025.

Payments for loss of office (audited)

No payments for loss of office were made in 2025.

Advice to the Remuneration Committee

Following a competitive tender process, PwC was appointed as independent external advisor to the Committee in May 2017.

PwC also provided advice to Centrica globally during 2025 in the areas of employment taxes, regulatory risk and compliance issues and additional consultancy services.

PwC's fees for advice to the Committee during 2025 amounted to £137,250 which included the preparation for and attendance at Committee meetings. The fees were charged on a time spent basis in delivering advice that materially assisted the Committee in its consideration of matters relating to Executive remuneration.

The Committee takes into account the Remuneration Consultants Group's (RCG) Code of Conduct when dealing with its advisors. PwC is a member of the RCG, have no connection with the Company or the Directors, and the Committee is satisfied that the advice it received during the year was objective and independent and that the provision of any other services by PwC in no way compromises their independence.

Statement of voting

Shareholder voting on the resolutions to approve the Directors' Remuneration Policy put to the 2025 AGM, and the Directors' Remuneration Report, put to the 2025 AGM, was as follows:

Resolution	AGM	Votes for	Votes for %	Votes against	Votes against %	Votes withheld
Directors' Remuneration Policy	2025	2,934,839,023	93.31%	210,539,977	6.69%	18,933,784
Directors' Remuneration Report	2025	1,896,022,967	60.02%	1,264,509,543	39.98%	1,781,437

Implementation in the next financial year

The table below sets out details of how we implemented our remuneration policy in 2025, and how we intend to implement the policy in 2026.

Remuneration element	Implementation in 2025	Implementation in 2026
Base salary	With effect from 1 April 2025, salaries for Executive Directors were: <ul style="list-style-type: none"> • Group Chief Executive (CEO): £1,100,000 • Group Chief Financial Officer (CFO): £640,000 	With effect from 1 April 2026, salaries for Executive Directors are: <ul style="list-style-type: none"> • CEO: £1,133,000 (+3.0%) • CFO: £659,200 (+3.0%) The salary increase budget in 2026 across with wider workforce in the UK is 3% and individual increase can be higher or lower depending on the role.
Annual Incentive Plan (AIP)	Maximum opportunity: <ul style="list-style-type: none"> • CEO: 200% of salary (100% of salary at target) • CFO: 175% of salary (87.5% of salary at target) The performance measures and their weighting as a percentage of maximum opportunity were: <ul style="list-style-type: none"> • EPS: 37.5% • Balanced Scorecard: 37.5% • Individual objectives: 25% EPS payout ranges were as follows (as a percentage of maximum opportunity): <ul style="list-style-type: none"> • Threshold performance: 25% • On-target performance: 50% • Maximum performance: 100% 	Maximum opportunity: <ul style="list-style-type: none"> • CEO: No change • CFO: No change
Restricted Share Plan (RSP)	RSP awards were granted at the following levels: <ul style="list-style-type: none"> • Group Chief Executive: 150% of salary • Group Chief Financial Officer: 125% of salary RSP awards have no performance conditions but are subject to a performance underpin. In assessing the underpin, the Committee will consider the Company's overall performance, including financial and non-financial performance over the vesting period as well as any material risk or regulatory failures identified. The Committee may scale back the awards (including to zero) if it is not satisfied the underpin has been met.	CEO: 200% CFO: 125%
Pensions	The maximum benefit for Executives is 10% of base salary earned during the financial year. This is aligned with the maximum employer contribution rate available to the majority of our UK employees	No change
Benefits	Benefits to be provided in line with the Policy.	No change
All-employee share plan	Executives were entitled to participate in all-employee share plans on the same terms as all other eligible employees.	No change
Shareholding requirements	CEO: 400% of salary CFO: 200% of salary Post-employment, Executive Directors will continue to be expected to retain the lower of the shares held at cessation of employment and shares to the value of 400% of base salary for the CEO and 200% of base salary for the CFO for a period of two years.	CEO: No change CFO: No change
NED fees		
		With effect from 1 January 2025
	Chair of the Board	£440,000
	Basic fee for Non-Executives	£79,000
	Additional fees	
	Chair of Audit and Risk Committee	£25,000
	Chair of Remuneration Committee	£25,000
	Chair of Safety, Environment and Sustainability Committee	£25,000
	Senior Independent Director	£20,000
	Employee Champion	£20,000
		With effect from 1 January 2026
		£453,000 (+3.0%)
		£81,000 (+2.5%)
		No change
		No change
		No change
		No change
		No change

The Remuneration Report has been approved by the Board of Directors and signed on its behalf by:

Raj Roy, Group General Counsel & Company Secretary

18 February 2026