



Centrica plc Notice of Annual General Meeting 2022

Leicester Marriott Hotel
Smith Way
Grove Park
Enderby, Leicester
LE19 1SW

Tuesday, 7 June 2022 at 10.00am

Notice is hereby given that the 2022 Annual General Meeting (AGM) of Centrica plc (the Company) will be a combined physical and virtual meeting held at, and broadcast from, Leicester Marriott Hotel, Smith Way, Grove Park on Tuesday, 7 June 2022 at 10.00am to consider and, if thought fit, to pass the resolutions set out on the following pages.

This document is important and requires your immediate attention.

If you are not sure what action to take, you should consult your duly authorised professional adviser immediately. If you have either sold or transferred your Company shares, please send this document (but not the accompanying proxy form as this does not apply) 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.

To be valid, the form of proxy for use at the AGM should be completed, signed and returned in accordance with the instructions printed thereon, as soon as possible and, in any event, so as to reach the Company's Registrar, Equiniti, by no later than 10.00am on Wednesday, 1 June 2022.

The form of proxy can be delivered by post to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA or electronically to sharevote.co.uk or CREST (if applicable). Further instructions relating to the form of proxy are set out in this AGM notice.

Unless otherwise stated, all references to the Company shall mean Centrica plc (Registered in England and Wales No. 3033654) and references to the Group shall mean Centrica plc and all of its subsidiary entities.

Chairman's Introduction

Dear Shareholder,

I am writing to provide you with notice of the annual general meeting of Centrica plc (AGM) to be held at 10.00am on Tuesday 7 June 2022 at the Leicester Marriott Hotel, Smith Way, Grove Park, Enderby Leicester, LE19 1SW.

We are pleased to be holding this year's AGM as a combined virtual and in-person meeting, which shareholders have the option to attend either remotely or, continued public health guidance permitting, in person.

We have chosen to hold our AGM in Leicester as we want to recognise not only our valued local connection to the city (as Leicester is home to one of our British Gas Academies, the British Gas National Distribution Centre and our Spinneyside offices) but also the wide geographical spread of our customers, colleagues and shareholders.

2022 AGM Arrangements

The formal notice of the AGM is set out on pages 1 and 5 to 22.

Whilst the COVID-19 pandemic brought many challenges, it taught us that engaging with our shareholders via a virtual platform is an excellent way to engage differently, providing a flexible and convenient alternative to attending in person to ensure shareholder engagement. We are pleased to be able to offer the opportunity again for shareholders (or their duly appointed representatives and/or proxies) to participate remotely via a live webcast which you will be able to access by logging on to <https://web.lumiagm.com/179-274-507>. A user guide can be found on pages 16 and 17 in respect of the electronic elements of the AGM, including instructions on how to join the meeting, ask questions and submit your votes on the day, together with relevant contact details if you encounter any issues.

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/agm22, so as to be received no later than 10.00am on Friday 27 May 2022. If you attend the AGM, you may also submit questions during the meeting. Further details can be found on page 14 of this Notice.

We will provide any necessary updates on AGM arrangements on our website at centrica.com/agm22 and, where appropriate, by Regulatory News Service (RNS) announcement.

Board Changes

Since last year's AGM we welcome two new additions to the Board of Directors, both as Non-Executive Directors. Rt Hon. Amber Rudd joined the Board on 10 January 2022 and Nathan Bostock will join the Board from 9 May 2022. They each bring diverse skills and experience and a mindset that is closely aligned to our purpose to helping our customers live sustainably, simply and affordably. Amber and Nathan will submit themselves for election at the AGM. Your Board recommends their election, as put forward for shareholder approval by resolutions 6 and 7.

As previously announced, Stephen Hester and Pam Kaur will be stepping down from their positions on the Board and will not stand for re-election at the AGM. I would like to take this opportunity to express my gratitude to Stephen and Pam and wish them all the best for their future endeavours. In addition, I want to particularly thank Stephen for all the support he has provided as Senior Independent Director. Stephen will be succeeded in that role by Kevin O'Byrne on 1 June 2022 who has been a Non-Executive Director since May 2019.

All other Directors will retire from the Board at the AGM and, being eligible, offer themselves for (re-)election. The skills and experience that each Director brings to the Board and the Board's reasons for proposing their (re-)election can be found on pages 18 to 21 of this Notice. Your Board recommends their (re-)election, as put forward for shareholder approval by resolutions 8 to 13.

Directors' Remuneration Report, Share plans and Remuneration Policy

As anticipated at last year's annual general meeting, during 2021 the Remuneration Committee conducted a thorough review of remuneration for the Directors and the Senior Leadership Team with a view to determining a new Remuneration Policy, which is recommended for approval at this year's AGM. In reviewing the Remuneration Policy, the Committee consulted extensively with major shareholders and were grateful for all the views provided which were immensely helpful and constructive.

The Remuneration Policy is aimed to devise a remuneration structure that will support our strategic direction, enable us to engage our leadership team in the continuing transformation of the Company and support our requirement for a team capable of making those changes, whilst addressing the challenges our Company and industry face going forward.

You can find details of the review, the Director's Annual Remuneration Report and our new Remuneration Policy on pages 71 to 94 of the 2021 Annual Report and Accounts. We invite shareholders to give their (i) usual advisory, non-binding vote on the Directors' Annual Remuneration Report (the Report) (ii) approval of the new Remuneration Policy being put to shareholders at this AGM and (iii) approval of two share plans as set out in the Appendix to this Notice.

Climate Transition Plan (CTP)

The Company has sustainability at the heart of its purpose. COP26 was a significant moment and the transition to net zero presents both responsibilities and opportunities for Centrica. As a demonstration of our commitment to be an important party in the drive to net zero, we first published our CTP in November 2021 during COP26. The CTP sets out our roadmap to becoming a net zero company by 2045 and how we'll use our services and solutions capability to help our customers reach net zero by 2050 in a fair and affordable way. We will present the CTP to shareholders at this year's AGM because we recognise it is a significant issue to society as well as shareholders and we plan to do so every time we update the plan, currently expected to be at least every three years. We invite shareholders to give their advisory, non-binding vote on the CTP.

Voting

Like previous years, we will be proposing resolutions at the AGM relating to the Company's ordinary business including special resolutions relating to authority to disapply pre-emption rights, authority to purchase own shares and notice of general meeting. All the resolutions have full explanations in the Notes to the Resolutions section (pages 7 to 9) of this Notice.

As always, we appreciate your views and therefore, on behalf of the Board, I encourage you to vote. Remember, if you cannot attend whether virtually or in person, you can always vote in advance by appointing a proxy. Details of how to do this can be found on pages 13 and 14 of this Notice.

Board Recommendations

Your Board considers that all the proposed resolutions set out in this 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.

Scott Wheway

Chairman
12 April 2022

The Resolutions

Resolutions 1 to 18 will be proposed as ordinary resolutions and 19 to 22 will be proposed as special resolutions. Explanatory notes to the resolutions are set out on pages 7 to 9.

Report and accounts

1. To receive Centrica plc's Annual Report and Accounts for the year ended 31 December 2021.

Remuneration

2. To approve the Directors' Annual Remuneration Report as set out on pages 74 to 81 of Centrica plc's Annual Report and Accounts for the year ended 31 December 2021.
3. To approve the Directors' Remuneration Policy as set out on pages 82 to 94 of Centrica plc's Annual Report and Accounts for the year ended 31 December 2021.
4. To authorise the Directors to continue to operate the Centrica Share Incentive Plan in the form described in Appendix 1 to this Notice.
5. That the renewal until the tenth anniversary of the 2022 annual general meeting of the Long Term Incentive Plan (LTIP), the principal features of which are described in Appendix 1 to the Notice of Meeting and in the form produced in draft to the 2022 annual general meeting and for the purposes of identification initialled by the Chairman of the meeting, is approved and that the Directors be authorised to establish further plans based on the LTIP, as amended, but modified to take account of local tax, exchange controls or securities laws outside the UK, provided that any new issue or treasury shares made available under such further plans are treated as counting against the plan limits in the LTIP.

Election of Directors

Biographies can be found on pages 20 to 21.

6. That Nathan Bostock be elected as a Director.
7. That Rt Hon. Amber Rudd be elected as a Director.

Re-election of Directors

Biographies can be found on pages 18 to 21.

8. That Carol Arrowsmith be re-elected as a Director.
9. That Heidi Mottram be re-elected as a Director.
10. That Kevin O'Byrne be re-elected as a Director.
11. That Chris O'Shea be re-elected as a Director.
12. That Kate Ringrose be re-elected as a Director.
13. That Scott Whewy be re-elected as a Director.

Auditors

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

Political donations

16. 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 nominal amount of any such donations and expenditure shall not exceed £125,000. 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 (or, if earlier, until the close of business on 7 September 2023).

Climate Transition Plan

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

Authority to allot shares

18. 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 (the Company) to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company:
 - a. up to an aggregate nominal amount of £121,549,186 (such amount to be reduced by the aggregate nominal amount allotted or granted under paragraph (b) below in excess of £121,549,186); and
 - b. up to an aggregate nominal amount of £243,098,372 (such amount to be reduced by any allotments or grants made under paragraph (a) above) provided that they are equity securities (as defined in section 560(1) of the Act) 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, the 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 7 September 2023), 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.

Authority to disapply pre-emption rights

19. That if resolution 18 is passed, the Directors be authorised, to allot equity securities (as defined in section 560(1) of the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by 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 to:

- a. the allotment of equity securities and sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of resolution 18, by way of a 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 of those securities or as the Directors otherwise consider necessary,

and that, in both cases, the Directors may impose such limits, restrictions, exclusions or other arrangement 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. the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to an aggregate nominal amount of £18,232,378,

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 7 September 2023) 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.

20. That, if resolution 18 is passed, the Directors be authorised, in addition to any authority granted under resolution 19 to allot equity securities (as defined in section 560(1) of the Companies Act 2006 (the Act)) for cash under the authority given by resolution 18, 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 £18,232,378; 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 of the next annual general meeting of the Company (or, if earlier, until the close of business on 7 September 2023) but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

Authority to purchase own shares

21. That 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 590,729,053;
- b. the minimum price which may be paid for each such ordinary share is 6¹⁴/₁₀₀ pence;
- c. the maximum price (excluding 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) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System,in each case, exclusive of expenses; and
- d. this authority shall expire at the conclusion of the next annual general meeting (or, if earlier, the close of business on 7 September 2023), except in relation to a purchase of ordinary shares, the contract for which was concluded before such time and which will or may be executed wholly or partly after such time and the Company may purchase ordinary shares pursuant to any such contract as if the authority had not expired.

Notice of general meetings

22. To authorise the calling of general meetings of Centrica plc, other than Centrica plc's annual general meeting, by not less than 14 clear days' notice.

By order of the Board

Raj Roy

Group General Counsel & Company Secretary
12 April 2022

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

Notes to the Resolutions

Explanatory notes to the proposed resolutions

Resolutions 1 to 18 will be proposed as ordinary resolutions which require a simple majority of the votes to be cast in favour.

Resolutions 19 to 22 will be proposed as special resolutions which require at least a 75% majority of the votes to be cast in favour.

Any reference to the "Act" means the Companies Act 2006 and any reference to the "Code" means the Corporate Governance Code 2018.

Resolution 1:

Receiving the Company's Annual Report and Accounts for the year ended 31 December 2021

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 2021. Hard copies have been sent to those shareholders who have elected to receive it and it is available online at centrica.com/ar21.

Resolution 2:

Approval of the Directors' Annual Remuneration Report for the year ended 31 December 2021

The shareholders are invited to approve the Directors' Annual Remuneration Report as set out on pages 74 to 81 of the Company's Annual Report and Accounts 2021. 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. The resolution and vote area means of providing shareholder feedback to the Board.

Resolution 3:

To approve the Directors' Remuneration Policy

During 2021, the Remuneration Committee undertook a thorough review of remuneration for the Directors and the senior leadership team. The proposed Remuneration Policy has been aligned with the strategic objectives and long-term aims of the Group and is consistent with the remuneration policies across the wider workforce. The Remuneration Committee consulted with the Company's major shareholders in relation to the proposed implementation of the new Remuneration Policy, who have confirmed their support. Following the review, the Remuneration Committee recommends implementing the new Remuneration Policy.

The new Remuneration Policy is set out on pages 82 to 94 of the Annual Report and Accounts 2021. The vote is binding, meaning payments under the new Remuneration Policy cannot be made until it has been approved by shareholders and, as a result, the new Remuneration Policy will take effect from the passing of resolution 3 to this Notice.

Once approved, the Company will only be able to make a remuneration payment to a current, past or prospective Director if that payment is either consistent with the Remuneration Policy or, if it is not consistent with the Remuneration Policy, approved by a separate shareholders resolution.

Resolution 4:

Continued operation of the Centrica Share Incentive Plan

The Company considers it important for employees to have the opportunity to buy shares in the Company so that their interests are more closely aligned with that of shareholders. The Company currently operates the Centrica Share Incentive Plan (SIP) under which employees are given the opportunity to purchase shares and receive a corresponding award of matching shares. From 2022 the Company will operate a free share award through the SIP to all eligible employees. In line with good practice, the Company is seeking shareholder approval for the continued operation of the SIP. The terms of the SIP are the same as those of the existing plan. The principal features of the SIP are set out in Appendix 1 on page 10. A copy of the rules of the SIP will be available for inspection at the AGM and online at centrica.com/aggm22.

Resolution 5:

Renewal of the Centrica Long Term Incentive Plan

Resolution 5 seeks approval for the renewal of the Centrica Long Term Incentive Plan 2015 (LTIP).

The Company has successfully used the LTIP as the main incentive vehicle for executive directors and senior executives of the Group since 2015.

Changes are being made to the LTIP to permit the grant of restricted share awards to Directors, as described in the proposed Remuneration Policy and set out on pages 82 to 94 of the Company's Annual Report and Accounts 2021, for which approval is also being sought at the AGM.

Although the LTIP will not expire until 2025 it was decided to seek approval to renew it for a further 10 years from the date of the AGM at the same time as making the changes for restricted share awards. Apart from those changes (and a few minor updates to reflect changes in legislation and market practice), the terms of the LTIP are not being changed.

The principal features of the LTIP (as amended) are set out in Appendix 1 on pages 11 to 12. A copy of the rules of the LTIP will be available for inspection at the AGM and online at centrica.com/aggm22.

Resolutions 6 to 13:

Election and re-election of Directors

Biographical details of our Directors and specific reasons why each of their contribution is important to the Company's long-term sustainable success, can be found on pages 18 to 21 of this Notice.

The Chairman conducts individual formal performance evaluations of each Director seeking (re-)election and an annual evaluation of Board effectiveness is also carried out. The Board considers each Non-Executive Director to be independent and each of the Non-Executive Directors has given an assurance to the Board that they remain committed to their role as a Non-Executive Director and will ensure that they devote sufficient time to their duties, including attendance at Board and Committee meetings.

Since the 2021 annual general meeting, Rt Hon. Amber Rudd and Nathan Bostock were appointed to the Board and will be standing for election at the AGM. Except for Stephen Hester and Pam Kaur who are stepping down from the Board at the conclusion of the AGM, all other Directors are required by the Code to retire and offer themselves for re-election annually.

Resolutions 14 and 15:

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. If resolution 14 is approved, Deloitte LLP will be re-appointed as Centrica plc'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 15 grants this authority to the Audit and Risk Committee.

Resolution 16:

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 £125,000 per annum in total.

Resolution 17:

Approval of the Company's Climate Transition Plan (CTP)

Our CTP was first published on 4 November 2021 and the latest version is available at centrica.com/ctplan. The CTP explains how the Company intends to achieve its goals to fight climate change via our People & Planet Plan, help its customers achieve net zero by 2050 and become a net zero business by 2045, which is five years ahead of the UK target.

Whilst not binding, the advisory vote ensures the issue of climate is on our AGM agenda and provides a collective forum for shareholders to voice their opinion on our CTP. Alongside our other engagement events on climate-related issues, we believe this vote is a valuable way to engage and involve our shareholders in our climate strategy and actions. The Board will consider the outcome of this vote and any discussions arising in determining how the Company continues to implement and progress its CTP.

It is proposed that we would hold an advisory vote in relation to the Company's CTP every three years.

For clarity, the Board remains ultimately responsible and accountable for the Company's climate strategy. Shareholders are not being asked to take responsibility for approving or objecting to the Company's climate strategy as this lies with Board and Executive Management.

Resolution 18:

Authority to allot shares

The Company's Directors may only allot shares or grant rights to subscribe for, or convert any security into, shares if authorised to do so. 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 7 September 2023).

Paragraph (a) of resolution 18 would give the Directors the authority to allot shares up to an aggregate nominal amount equal to £121,549,186 (representing 1,969,096,844 ordinary shares). This amount represents approximately two thirds of the total ordinary share capital in issue (excluding shares held in treasury), approximately one third of the issued ordinary share capital of the Company as at 11 April 2022.

Paragraph (b) of resolution 18 would give the Directors authority to allot shares or grant rights to subscribe for or convert any securities into ordinary shares in connection with a 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 an aggregate nominal amount equal to £243,098,372 (representing 3,938,193,688 ordinary shares), as reduced by the nominal amount of any shares issued under paragraph (a) of resolution 18. This amount (before any reduction) represents approximately two thirds of the total ordinary share capital in issue (excluding shares held in treasury), approximately two thirds of the issued ordinary share capital of the Company as at 11 April 2022.

For information, as at 11 April 2022, the Company held no ordinary shares in treasury, representing 0% of the total ordinary share capital in issue (excluding treasury shares). The proposals in resolution 18 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.

Although the Directors have no present intention of exercising this authority other than in relation to the Company's employee share schemes, it is considered prudent to maintain the flexibility it provides. The Directors may consider issuing shares if they believe it would be appropriate to do so in respect of business opportunities that may arise and are consistent with the Company's strategic objectives. If the authority is used, the Directors intend to follow best practice regarding its use as recommended by the IA.

Resolutions 19 and 20:

Authority to disapply pre-emption rights

If the Directors wish to allot any equity securities for cash (other than in connection with any employee share scheme) they must offer them to existing shareholders in the first instance in proportion to their holdings (a pre-emptive offer). There may be occasions, however, when the Directors will need maximum flexibility to respond to market developments and to finance business opportunities in line with the Company's strategy by the issue of ordinary shares without a pre-emptive offer. This can only be done where shareholders give the authority to the Directors via a limited waiver of their pre-emption rights. The Directors would only use this authority if, at the time, to do so would be in the best interests of the Company and its shareholders.

Resolutions 19 and 20 are special resolutions that enable shareholders (as they did at the 2021 annual general meeting) to waive their pre-emption rights otherwise known as the disapplication of pre-emption rights in certain circumstances. The authorities requested under resolutions 19 and 20 comply with the institutional shareholder guidance, and in particular with the Pre-emption Group's Statement of Principles on Disapplying Pre-emption Rights (Pre-emption Group Guidance). The Pre-emption Group Guidance allow the Directors to issue shares for cash otherwise than in connection with a pre-emptive offer, up to 5% of the Company's issued share capital (excluding treasury shares) together with an additional 5%, provided that the Directors confirm that they intend to use the additional 5% authority only in connection with an acquisition or specified capital investment. The Pre-emption Group Guidance state that companies should propose separate resolutions for each of these 5% authorities.

Resolution 19 will permit the Directors to allot shares for cash, or to sell treasury shares for cash:

- (i) up to the maximum amounts stated in resolution 18, pursuant to a pre-emptive offering to existing shareholders (that is a rights issue or an open offer) without complying with the strict requirements of the statutory pre-emption provisions (for example, in order to deal with treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or the legal requirements of particular jurisdictions); and
- (ii) up to a maximum nominal value of £18,232,378, equivalent to approximately 5% of the issued ordinary share capital (excluding treasury shares) of the Company as at 11 April 2022 otherwise than in connection with a pre-emptive offering to existing shareholders.

The authority granted by Resolution 20 will provide an additional authority to permit the Directors to allot shares for cash or dispose of treasury shares up to a maximum nominal value of £18,232,378, equivalent to approximately 5% of issued ordinary share capital (excluding treasury shares) of the Company in issue on 11 April 2022. Resolution 20 is limited to the purposes of the financing (or refinancing, if the authority is to be used within six months after the original transaction) of a transaction which the Directors determine to be an acquisition or other specified capital investment of a kind contemplated by the Pre-emption Group Guidance.

As at 11 April, Resolutions 19 and 20 represent 590,729,053 shares, which is 10% of the Company's total issued ordinary share capital.

The Directors confirm that, in accordance with the Pre-Emption Group Guidance, the Company does not intend to issue shares for cash representing more than 7.5% of the Company's issued ordinary share capital (excluding treasury shares) in any rolling three-year period on a non pre-emptive basis, without prior consultation with shareholders.

This authority will expire at the conclusion of the next annual general meeting (or, if earlier, the close of business on 7 September 2023).

As at 11 April 2022 the Company held no shares in treasury. The sale of any treasury shares (or the use of treasury shares to satisfy obligations under the Company's share schemes) would be counted as equivalent to the issue of new shares for the purpose of the limitations on the issue of new shares included in the allotment resolution and disapplication of pre-emption rights resolutions.

Resolution 21:

Authority to purchase own shares

Resolution 21 seeks authority for the Company to make market purchases up to a maximum of 590,729,053 (10% of the Company's issued ordinary share capital (excluding treasury shares)) as at 11 April 2022, this is a similar to the authority granted by shareholders at previous annual general meetings. Resolution 21 specifies the maximum number of shares that may be purchased and the minimum and maximum prices at which they may be bought.

The Directors will only exercise this authority after considering 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.

Any purchases of ordinary shares would be by means of market purchases through the London Stock Exchange. It is the Directors' current intention that any ordinary shares purchased under this authority will be automatically cancelled and the number of ordinary shares will be reduced accordingly or held as treasury shares. Shares purchased by the Company and held in treasury (subject to certain limitations) may subsequently be cancelled, sold for cash or used for the purposes of employee share schemes. To the extent that any ordinary shares purchased are held in treasury, earnings per share would only be increased on a temporary basis if such shares are subsequently resold out of treasury.

The total number of options and awards over ordinary shares that were outstanding as at 11 April 2022 was 80,367,725, representing 1.36% of the issued ordinary share capital of the Company (excluding treasury shares). If the authority for the Company to purchase shares under resolution 21, and under the resolution passed at the 2021 annual general meeting, are used in full, the outstanding options and awards over ordinary shares would represent 1.70% of the issued ordinary share capital (excluding treasury shares) as at 11 April 2022. This authority will expire at the conclusion of the next annual general meeting (or, if earlier, the close of business on 7 September 2023).

Resolution 22:

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 22 seeks such approval and replaces a similar authority granted at the 2021 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 Employee Share Plans

Principal features of the Centrica Share Incentive Plan

1 Introduction

Under the Centrica Share Incentive Plan (the SIP), three types of shares can be offered to employees based in the UK – free, partnership and matching shares. The SIP rules contain all three elements, and the Directors have the power to decide which, if any, of them should be implemented. At present, SIP participants are offered partnership and matching shares. The SIP operates in conjunction with a trust, which holds shares on behalf of employees. The SIP has been approved by HM Revenue & Customs (HMRC).

2 Eligibility

Executive Directors and all employees of the Company and any subsidiaries designated by the Directors as participating companies are eligible to join the SIP if they are UK tax residents and have worked for the Company or a participating company for a qualifying period determined by the Directors, which may not exceed 18 months.

3 Free shares

The SIP provides for the award of free shares worth up to a maximum set by the legislation (currently £3,600) to each eligible employee each year. The shares must generally be offered on similar terms, but the award may be subject to performance targets. ‘Similar terms’ means the terms may only be varied by reference to remuneration, length of service or hours worked. Free shares must be held in trust for a period of between three and five years at the discretion of the Company and will be free of income tax if held in trust for five years. If a participant leaves employment with the Group, their other shares cease to be subject to the SIP. The shares may be forfeited if the participant leaves employment within three years of the award other than by reason of death, retirement, redundancy, injury or disability, or their employing company or business being sold out of the Group.

4 Partnership shares

The SIP provides for employees to be offered the opportunity to purchase shares out of monthly savings contributions from pre-tax salary of up to the maximum set by the legislation (currently £1,800 in each tax year, or 10% of salary if less). Employees can stop saving at any stage. The employees’ contributions may be used to buy partnership shares immediately or accumulated for up to 12 months before they are used to buy shares. Where they are accumulated the price at which they are acquired is the lesser of the price at the beginning of the accumulation period and the end. Currently there is no accumulation period. Partnership shares can be withdrawn from the SIP by the participant at any time but there will be an income tax liability if the shares are withdrawn before five years. Currently shares are acquired immediately on a monthly basis with no accumulation period.

5 Matching shares

The SIP provides that where employees buy partnership shares, they may be awarded additional shares by the Company on a matching basis, up to a current maximum of two matching shares for each partnership share. Currently a one for two matching award is offered, capped at 22 matching shares per month. Matching shares must be held in trust for a minimum of three years and will be free of income tax if held in trust for five years. If a participant withdraws their corresponding partnership shares before the trustees have held them for three years, they will forfeit the linked matching shares. If the participant ceases to be employed within the minimum three-year period (or within such shorter period as the Directors may decide)

other than for a specified reason such as death, retirement, redundancy, injury or disability, or their employing company or business being sold out of the Group, their matching shares will be forfeited.

6 Dividends

The SIP provides that the Directors may permit any dividends paid on the free, partnership or matching shares to be re-invested in the purchase of additional shares, which must be held in the SIP for a period of three years.

7 Voting rights

Participants may be offered the opportunity to direct the trustees how to exercise the voting rights attributable to the shares held on their behalf. The trustees will not exercise the voting rights unless they receive the participants’ instructions.

8 Dilution limits

Commitments to issue new shares may not, on any day, exceed 10% of the issued ordinary share capital of the Company in issue immediately before that day when added to the total number of ordinary shares which have been allocated in the previous 10 years under the SIP and any other employee share plan operated by the Company. This limit does not include rights to shares which have lapsed or been surrendered. The limit includes any shares transferred out of treasury but only for as long as the Association of British Insurers requires treasury shares to be included.

9 Operation of the SIP

Free shares may only be awarded within 42 days of: (i) the day on which the SIP is formally approved by HMRC; (ii) any announcement of results to the London Stock Exchange; (iii) any day on which changes to the legislation or regulations affecting the SIP are announced, effected or made; (iv) exceptional circumstances arising which justify an award of free shares; and (v) the lifting of any restrictions which prevented the awarding of free shares during any period specified above.

10 Amendment provisions

Although the Directors will have the power to amend the provisions of the SIP in any way, the provisions relating to: the participants, the limits on the number of shares which may be issued under the SIP, the individual limit, the basis for determining a participant’s entitlement to shares or cash under the SIP or the adjustments of awards in the event of a variation of capital and the amendment rule, cannot be altered to the advantage of participants without prior approval of shareholders at a general meeting (except for minor amendments to benefit the administration of the SIP, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants in the SIP or for the Company or any other members of the Group). Amendments to a key feature of the SIP require prior approval of HMRC. The Directors may also, without shareholder approval, establish further plans based on the SIP, but modified to take account of overseas securities laws, exchange controls or tax legislation. Shares made available under such further plans will be treated as counting against any limits on individual or overall participation in the SIP.

11 General

Benefits under the SIP are not pensionable.

Principal features of the Long Term Incentive Plan

1 Outline

The Long Term Incentive Plan (LTIP) gives participants the right to receive shares in the Company subject to the satisfaction of any performance conditions or underpin and continued employment.

Decisions in relation to the operation of the LTIP will be taken by the Board of Directors or its delegate (the Committee). Decisions in relation to the participation of Executive Directors of the Company will be taken by the Remuneration Committee of the Board.

2 Eligibility

All employees of the Company, its subsidiaries and associated companies (including executive directors of the Company) are eligible to participate in the LTIP.

The Committee will decide who will participate in the LTIP each year and how many shares they may receive.

Under the Directors' remuneration policy proposed at the AGM, executive directors of the Company will only be eligible to be granted restricted share awards under the LTIP, as described below.

3 Operation of the LTIP

Under the LTIP, participants are granted an award over shares in the Company which will vest subject to the participant remaining in employment and subject to the satisfaction of any performance conditions. The award may take the form of a conditional share award or an option to acquire shares. The exercise price is set on grant and may be zero.

Alternatively, awards may be granted as shares issued or transferred at grant which are forfeited to the extent the award lapses.

The LTIP may also be used to grant bonus deferral awards, i.e. the deferred share element of annual bonuses.

4 Timing of operation

Awards under the LTIP will normally only be granted within 42 days of a shareholders meeting or the announcement of the Company's results for any period but may be granted at other times in exceptional circumstances.

5 Performance conditions

The receipt of shares on the vesting of an award may be subject to performance conditions set by the Committee at the time of grant which will normally be tested over at least three financial years.

6 Dividend equivalent

An award can be granted on the basis that the participant will receive an additional amount on vesting, or exercise, based on the dividends paid on the number of shares in respect of which the award vests or is exercised. The amount may be calculated as if any dividend had been re-invested in shares from the date of payment of the dividend and may be paid in cash or additional shares.

7 Restricted share awards

As noted in the proposed Directors' Remuneration Policy, for so long as that policy is in place, Executive Directors of the Company will only be eligible to be granted restricted share awards under the LTIP.

Other employees may be granted restricted share awards at the Committee's discretion.

Restricted share awards are the same as other awards but:

- the value of shares comprised in a participant's award(s) in respect of any financial year (other than bonus deferral awards) cannot exceed 150% of their annual basic salary;
- the level of vesting of the restricted share award will not normally be subject to a set performance condition but will be subject to the Committee's discretion through an underpin framework. In assessing the underpin, the Committee will consider the Company's overall performance, including financial and non-financial performance measures over the course of the vesting period, as well as any material risk or regulatory failures identified. Financial performance can include elements such as revenue, profitability, shareholder experience and return on capital. Non-financial performance can include a range of operational and strategic measures critical to the Company's long-term sustainable success. The Committee may scale back the awards (including to zero) if it is not satisfied that the underpin has been met; and
- the award will be subject to malus and clawback and the holding period will generally be at least two years.

8 Individual limit

Apart from restricted share awards and bonus deferral awards, the value of shares comprised in a participant's award(s) in respect of any financial year may not exceed 400% of the participant's annual basic salary.

9 Vesting and release of awards

An award will normally only vest to the extent any performance condition (or the underpin, in the case of a restricted share award) is met.

If the award is subject to clawback (see section 11 below) following vesting, shares will only be delivered to the participant at the end of the holding period.

Following vesting, an option can be exercised for a period of up to 10 years from the date of grant or such shorter period as determined by the Committee.

Instead of issuing or transferring shares, the Committee can decide to pay a cash amount equal to the value of those shares (less any exercise price in the case of an option).

10 Leaving employment

If a participant leaves employment, then the award will normally lapse and any shares will be forfeited.

However, if the participant dies or leaves employment due to ill-health, injury, disability, retirement, redundancy, the company or business in which they work ceasing to be a member of the Group or for any other reason, if the Committee so decides then awards will continue in effect and vest on the original vesting date. Alternatively, the Committee can decide that the award will vest on death or the date of leaving.

Where the award does not lapse on leaving, it will vest to the extent that any performance condition or the underpin is satisfied at the date of vesting and, unless the Committee decides otherwise, the number of shares in respect of which it vests will be reduced to reflect the period of employment as a proportion of the performance period (or, where there are no performance conditions, the vesting period).

Any holding period in respect of clawback described below (see section 11 below) will apply from the normal vesting date.

Subject to malus and clawback (if applicable), bonus deferral awards will not lapse when a participant leaves employment.

11 Malus and clawback

An award may be granted on the basis that it is subject to malus and/or clawback. If it is subject to malus, the Committee can reduce the number of shares in respect of which the award vests or delay the vesting of awards if it considers it appropriate where:

- the participant has engaged in fraud or gross misconduct (including breach of policy); and/or
- the participant has displayed inappropriate management behaviour which fails to reflect the governance and values of the business; and/or
- the results of the Company and/or any relevant business or businesses for any period have been restated or subsequently appear materially inaccurate or misleading; and/or
- an award was granted, or performance was assessed, based on an error or inaccurate or misleading information; and/or
- events or the behaviour of a participant have led to censure of the Company or a member of the Group by a regulatory authority; and/or
- any action or omission of the participant has caused significant detrimental reputational damage to the Group or member of the Group; and/or
- there has been a material failure of risk management; and/or
- corporate failure.

Where an award is subject to clawback and has vested, the resulting shares will generally be held for a two-year holding period (or such other period determined) during which they may be forfeited if the Committee determines that one or more of the circumstances above has occurred.

12 Takeovers and restructuring

Awards will generally vest early on a takeover, merger or other corporate event. Alternatively, participants may be allowed or required to exchange their awards for awards over shares in the acquiring company. Where an award vests in these circumstances, any performance condition or underpin will be tested to the date of vesting and, unless the Committee decides otherwise, the number of shares in respect of which it vests will be reduced to reflect the fact that it is vesting early.

Any holding period will normally come to an end on a takeover.

13 Satisfying awards and options

In any 10-year period, not more than 10% of the issued ordinary share capital of the Company may be issued or issuable under the LTIP and all other employees' share plans operated by the Company.

In addition, in any 10-year period, not more than 5% of the issued ordinary share capital of the Company may be issued or issuable under the LTIP and all other discretionary share plans adopted by the Company.

These limits do not include awards and options which have lapsed or been surrendered.

Awards may also be satisfied using treasury shares. If such shares are used, the Company will, so long as required under the guidelines of the Investment Association, count them towards the dilution limits set out above. Where awards and options are satisfied using shares purchased on-market, the dilution limits set out above will not apply. An employee trust may operate in connection with the LTIP.

14 Variation in share capital

The Committee can adjust the number and/or type of shares subject to awards and/or the exercise price of an option following any special dividend, rights issue (or similar transaction), demerger, variation in the share capital of the Company or other corporate event which might affect the value of an award.

15 Issue of shares

Any shares issued on the exercise of options or vesting of awards will rank equally with shares of the same class in issue on the date of allotment except in respect of rights arising by reference to a prior record date.

16 Amending the LTIP

The Committee can amend the LTIP or the terms of any award in any way.

However, the provisions relating to:

- the eligibility of participants;
- the limits on the number of shares which may be issued under the LTIP;
- the individual limit;
- the basis for determining a participant's entitlement to shares or cash under the LTIP;
- the adjustments of options or awards in the event of a variation of capital; and
- the amendment rule,

cannot be altered to the advantage of participants without prior approval of shareholders at a general meeting unless the amendment is a minor amendment to benefit the administration of the LTIP, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for the Group or it is an amendment to the terms of an award such that a new award could have been granted on those amended terms.

The Committee may establish further plans based on the LTIP (or add schedules to the LTIP) but modified to take account of overseas securities laws, exchange controls or tax legislation. Shares made available under such further plans will be treated as counting against any limits on participation in the LTIP.

17 General

Awards are personal to the participant and may generally not be transferred or assigned. Awards and options under the LTIP are granted for nil consideration and are not pensionable.

The LTIP may be terminated at any time by the Committee and, in any event, awards or options under the LTIP may not be granted after the tenth anniversary of approval of the LTIP by shareholders.

Important Notes

The following notes explain your general rights as a member, information about this 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 Wednesday, 1 June 2022 (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 after the relevant deadline shall be disregarded in determining the rights of any person to join, submit questions and vote at the meeting.

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 Chairman of the meeting or any other person to attend, speak and vote on their behalf. This person is called your proxy. Your proxy does not have to be a member, but you must notify the Company's Registrar of your proxy appointment. 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 he or she sees fit. You can appoint more than one proxy in relation to different shares within your holding.

You can appoint a proxy and submit voting instructions:

- at sharevote.co.uk; or
- via CREST; or
- by completing and returning the paper Proxy/Voting Form if one has been sent to you. Please read the instructions carefully to ensure you have completed and signed the form correctly. Any alterations must be initialled; and
- Institutional investors can also appoint a proxy electronically via the Proxymity platform – please go to www.proxymity.io

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, that 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 Register of Shareholders will prevail.

You will also need to give the admission card to your proxy to bring 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. The return of a completed Proxy Form will not prevent you as a shareholder from attending the AGM and voting in person.

By when do I have to submit my proxy appointment?

The Proxy Form and, where applicable, the original or duly certified copy (by a notary or in some other way approved by the Directors, or an office copy) of the power of attorney or other authority (if any) under which it is signed or authenticated, should be: (a) deposited by post or (during normal business hours only) by hand with the Company's Registrar at the address shown on the Proxy Form or received via sharevote.co.uk, no later than 10.00am on Wednesday, 1 June 2022, or 48 hours (excluding non-working days) before the time for holding any adjourned annual general meeting or (in the case of a poll not taken on the same day as the AGM or adjourned annual general meeting) for the taking of the poll at which it is to be used; or (b) lodged using the CREST proxy voting service.

Please note that if you are returning a Voting Form in respect of shares held in FlexiShare or the Share Incentive Plan this must be received by the Company's Registrar by no later than 10.00am on Tuesday, 31 May 2022.

I am a CREST member – can I use the CREST system to vote?

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service for the AGM (or any adjournment(s) thereof) 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 10.00am on Wednesday, 1 June 2022 or, if the AGM is adjourned, 48 hours (excluding non-working days) before the time fixed for the adjourned annual general meeting. 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

his 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 10.00am on Wednesday, 1 June 2022 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 am a nominated person – how can I vote?

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

The statement of the rights of shareholders in relation to the appointment of proxies set out on page 13 does not apply to Nominated Persons. The rights described in these notes can only be exercised by a member of the Company.

How do I appoint a Corporate Representative?

Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that, if two or more representatives purport to vote in respect of the same shares:

- (a) if they purport to exercise the power in the same way as each other, the power is treated as exercised in that way; and
- (b) in other cases, the power is treated as not exercised.

Where a single corporate member appoints multiple corporate representatives to exercise powers over different shares, those same corporate representatives may vote differently from one another in relation to any particular resolution.

What documents do you have available for inspection?

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 meeting) and may also be inspected at the AGM, from 9.30am of the day of the AGM until the conclusion of the AGM:

- (a) Centrica plc's Annual Report and Accounts for the year ended 31 December 2021;
- (b) copies of Directors' service contracts with the Company;
- (c) copies of Non-Executive Directors' letters of appointment;
- (d) copies of deeds of indemnities granted to each Director;
- (e) copies of the rules of the SIP and LTIP; and
- (f) a copy of the latest Climate Transition Plan.

Can I ask a question at the AGM?

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.

Questions can be raised in any of the following ways:

- (a) in advance of the meeting through a dedicated facility on our website at <https://www.centrica.com/agm22>, so as to be received no later than 10.00am on Friday, 27 May 2022;
- (b) at the AGM, as written text, via the messaging function on the electronic meeting platform;
- (c) at the meeting, orally, via teleconference, details of which will be provided on the day of the AGM once you are logged in to the electronic meeting platform; and
- (d) in person at the meeting.

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.

Please endeavour to keep your questions short and relevant to the business of the meeting as the Chairman need not answer if, for example, it would involve disclosing confidential information, the answer is already given on a website or 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, as soon as practicable following the AGM. If multiple questions on the same topic are received in advance of the AGM, the Chairman may choose to provide a single answer to address shareholder queries on the same topic.

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 on Tuesday, 7 June 2022.

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

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

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

Changes since 23 February 2022

Directors' interests in shares

During the period from 23 February 2022 (date of signing the 2021 Annual Report and Accounts) to 12 April 2022 (date of signing the 2022 Notice of Meeting), Chris O'Shea and Kate Ringrose acquired 1,431 shares and 1,431 shares respectively, through the Share Incentive Plan and Rt Hon. Amber Rudd acquired 2,279 shares, through a share salary purchase agreement.

Communications

Shareholders are advised that, unless otherwise specified, the telephone numbers, website and email addresses set out in this Notice or 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.

Other Information

A copy of this Notice, and other information, including a copy of the Annual Reports and Accounts 2021, required by section 311A of the Act, can be found at centrica.com/agm22.

Why is the date 11 April 2022 referred to as a specific date and what is the Company's number of issued shares and total voting rights?

Throughout this Notice, we have referred to 11 April as a reference date due to this date being the last practicable date prior to printing this document.

As at 11 April 2022 the Company's issued ordinary share capital consists of 5,907,290,532 ordinary shares which, excluding treasury shares, carry one vote each. The total voting rights in the Company as at 11 April 2022 are 5,907,290,532 ordinary shares. No shares are currently held in treasury.

Electronic Participation in AGM

Electronic Meeting

For the 2022 AGM, Centrica plc will be enabling shareholders to attend and participate in the AGM using their smartphone, tablet or a computer, should they wish to do so. This can be done by accessing the AGM website, <https://web.lumiagm.com/179-274-507>

Accessing the AGM Website

Lumi AGM can be accessed online using most well-known internet browsers such as Chrome, Firefox and Safari on your PC, laptop, tablet or smartphone. If you wish to access the AGM using this method, please go to <https://web.lumiagm.com/179-274-507> 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 9.00am on Tuesday, 7 June 2022; however, please note that your ability to vote will not be enabled until the Chairman formally declares the poll open.

Voting

Once the Chairman 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 Chairman'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. 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 Chairman announces its closure at the end of the meeting.

Questions

Shareholders attending electronically may ask questions via the website by typing and submitting their question in writing – select the messaging icon from within the navigation bar and type your question at the top of the screen. Once finished, press the 'send' icon to the right of the message box to submit your 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.

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).

Privacy Notice

The AGM may involve the processing of shareholders' personal 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.

Meeting ID: 179-274-507

To login you must have your SRN and PIN

<p>1</p>  <p>To access the AGM please go to https://web.lumiagm.com/179-274-507. If a shareholder attempts to login to the website before the meeting is live* a pop-up dialogue box will appear</p> <p>* After 9.00am on Tuesday, 7 June 2022</p>	<p>2</p>  <p>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).</p>	<p>3</p>  <p>When successfully authenticated, you will be taken to the Home Screen.</p>	<p>4</p>  <p>To view the meeting presentation, expand the "Broadcast Panel", located at the bottom of your device. If viewing through a browser, it will appear automatically.</p> <p>This can be minimised by pressing the same button.</p> 
<p>5</p>  <p>When the Chairman declares the poll open, a list of all resolutions and voting choices will appear on your device.</p> <p>Scroll through the list to view all resolutions.</p>	<p>6</p>  <p>For each resolution, press the choice corresponding with the way in which you wish to vote.</p> <p>When selected, a confirmation message will appear.</p> <p><i>For – Vote received</i></p>	<p>7</p>  <p>To change your mind, simply press the correct choice to override your previous selection. To cancel your vote, press Cancel.</p> <p>To return to the voting screen whilst the poll is open, select the voting icon.</p> 	<p>8</p>  <p>If you would like to ask a question, select the messaging icon.</p>  <p>Type your message within the chat box at the top of the messaging screen.</p> <p>Click the send button to submit.</p> <p>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.</p>

Biographies

Full biographies can be found at centrica.com/board

Scott Wheway

Chairman



Scott joined the Board on 1 May 2016 and became Chairman 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. 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, served as non-executive director of Aviva plc until December 2016, and as the senior independent director of Santander UK plc until 30 September 2020.

External appointments

Chairman of AXA UK plc.

Reasons for re-election

Since the last AGM, Scott has continued to lead the Board and Nominations Committee effectively, demonstrating objective and informed judgement and promoting a culture of openness and debate. The 2021 Board Evaluation, conducted by an independent third party, confirmed Scott as a very good Chair of the Board. 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 on 14 April 2020. Chris is also Chair of the Disclosure Committee and Chairman of Spirit Energy.

Committee Memberships

Disclosure Committee (Chair)

Relevant skills and experience

Chris is an experienced listed company executive with considerable experience of 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 the Company, 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, 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

Under Chris's 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 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 deliver the best for the Group's customers.

Skills and experience key

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

Kate Ringrose
Group Chief Financial Officer



Kate joined Centrica in 2005 and was appointed as Group Chief Financial Officer on 18 January 2021.

Committee memberships

Disclosure Committee

Relevant skills and experience

Kate's most recent role was Group Financial Controller, and she has also held a wide variety of positions across the Group, including in Centrica's energy supply, services, solutions and trading businesses, and in finance operations.

Previous experience

Prior to joining Centrica, Kate qualified as a chartered accountant with KPMG South Africa, before moving to the UK, and re-joining the KPMG London office. Kate was also Non-Executive Director of EDF Energy Nuclear Generation Group Limited (representing Centrica).

External appointments

None.

Reasons for re-election

Kate's longstanding career in the Group, having held a wide range of senior finance positions over the years, ensures that she brings to the Board invaluable competency, knowledge and insight. Her day-to-day responsibility for optimising the Group's financial performance is critical to ensuring the Company continues to fulfil its purpose, strategy and values.

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 of advising boards on executive remuneration across a range of sectors and is a Fellow of the Chartered Institute of Personnel and Development.

Previous experience

Carol is a former Deputy Chair and Senior Partner of Deloitte LLP. She was a member of the Advisory Group for Spencer Stuart, Global Partner of Arthur Andersen and Managing Director of New Bridge Street Consultants.

External appointments

Non-executive director of Compass Group Plc and non-executive director of Vivo Energy Plc, 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's appointment to the Board was announced on 9 March 2022, effective from 9 May 2022.

Committee memberships

Audit & Risk Committee
Nominations Committee

Relevant skills and experience

Nathan brings a wealth of expertise in financial risk management and significant commercial and compliance experience, particularly in large scale customer-facing businesses.

Previous experience

Nathan 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

Chief Executive Officer of Santander UK plc (Santander UK).

Reasons for election

The Board is 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.

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, 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

Non-Executive Director



Kevin joined the Board on 13 May 2019. Kevin will become Senior Independent Director from 1 June 2022.

Committee memberships

Audit and Risk Committee (Chair)
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 previously 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 chairman of the audit committee of Land Securities Group PLC where he was also senior independent director from 2012 to 2016.

External appointments

Group chief financial officer of J Sainsbury plc.

Reasons for re-election

The Board and the Audit and Risk Committee (for which Kevin is the Chair) continue to benefit from Kevin's broad experience in retail and finance. As Chair of the Audit & Risk Committee, he ensures the integrity, independence, and effectiveness of the Group's internal and external audit functions, internal control and risk management systems.

Rt Hon. Amber Rudd

Non-Executive Director



Amber joined the Board on 10 January 2022.

Committee memberships

Remuneration Committee
Nominations 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 2015 Paris Climate Change Agreement at the 2015 United Nations (UN) Climate Change Conference. This 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, Island Green Power, 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.

Venue details

AGM Programme

Date	Tuesday 7 June 2022
Location	Leicester Marriott Hotel, Smith Way, Grove Park, Enderby, Leicester LE19 1SW, +44 1162-820100
Key timings	9.00am – Registration will commence 10.00am – AGM will commence
Refreshments	Please note lunch will not be provided





Arrangements have been made to help shareholders with disabilities. Individual induction loops will be available at the registration desk for people with hearing difficulties. Anyone accompanying a shareholder who is in a wheelchair or otherwise in need of assistance will be admitted to the AGM.

Entry and attendance requirements

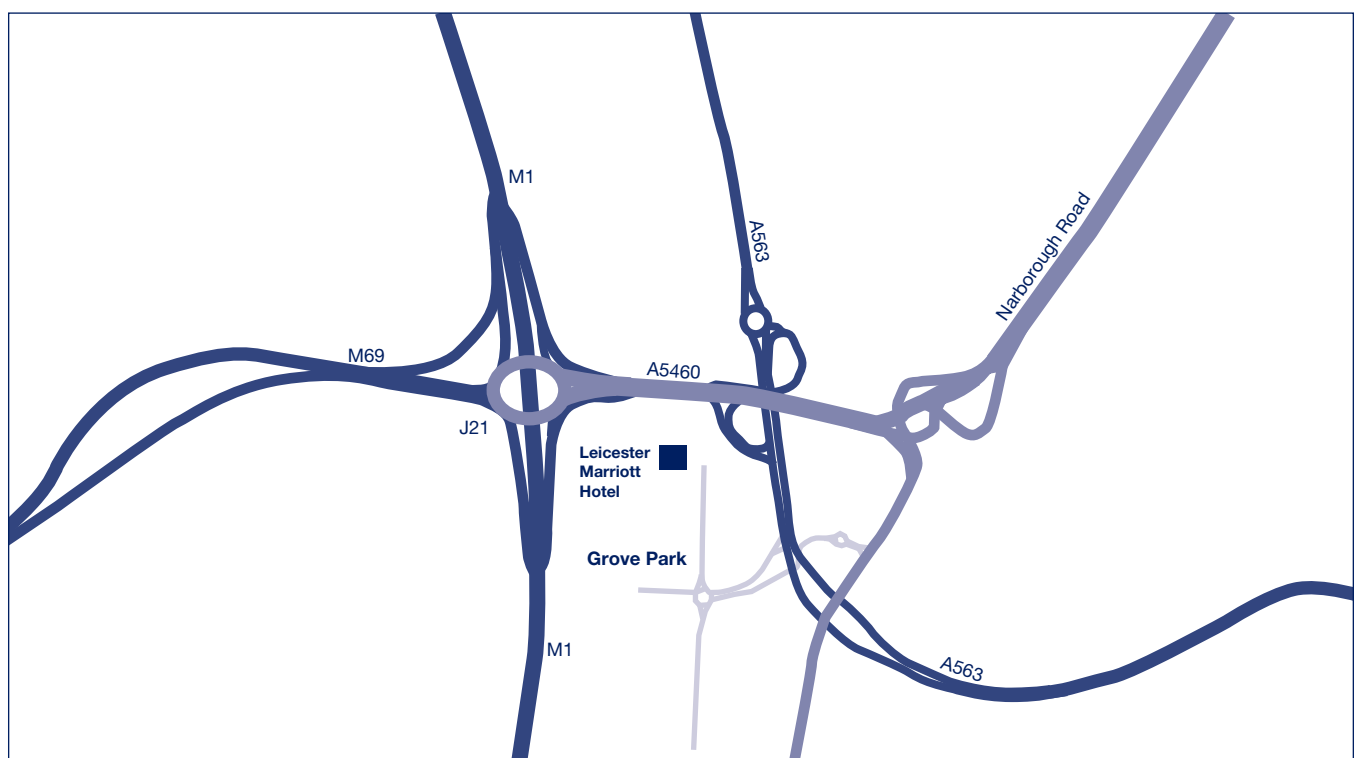
You may be required to pass through our security systems before entering the AGM and this may cause a short wait. Shareholders intending to attend the AGM in person are encouraged to check the Company's website before finalising any travel arrangements in case of any update or changes to the plans for the AGM, including if necessary as a result of public health considerations or for any other reasons.

Please be aware that we do not permit behaviour that may interfere with anyone's security or safety or the good order of the AGM. Anyone who does not comply may be removed from the AGM. Anyone attempting to take photos, film, or record the proceedings may be asked to leave. Please switch off any mobile phones or other electronic communication equipment before the meeting begins.

Transport Options

-  Enderby Park and Ride 1.3 km south from hotel
 -  Leicester 8 km north from hotel
 -  Narborough 5.1 km south west from hotel
 -  Limited free parking will be available a short walk away on a non-reservable first come first serve basis – please follow the applicable signs
- Additional limited parking, including two electric car charging stations, will also be available at The Leicester Marriott Hotel at £6 per day

For further travel details please visit <https://www.marriott.com/en-us/hotels/emalm-leicester-marriott-hotel/overview/>





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in England and Wales

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