

Centrica plc Notice of Annual General Meeting 2021

Centrica plc
Millstream
Maidenhead Road
Windsor
Berkshire SL4 5GD

Monday, 10 May 2021 at 11.00 am

Arrangements: At the time of publication of this document, current restrictions in respect of COVID-19 prohibit public gatherings and travel (save in limited circumstances, which do not include attending an AGM). Given these restrictions, and our commitment to shareholder and employee safety, regrettably, we will be unable to admit shareholders to the AGM in person. The Board strongly encourages shareholders to make use of the electronic facilities available to participate remotely. Shareholders will be able to submit their questions and voting instructions both in advance and on the day of the meeting. Further information on meeting arrangements can be found on pages 9 to 13.

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 this meeting 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 11.00 am on Thursday, 6 May 2021.

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.

Notice is hereby given that the 2021 Annual General Meeting of Centrica plc (the Company) will be held at Centrica plc, Millstream, Maidenhead Road, Windsor, Berkshire SL4 5GD on Monday, 10 May 2021 at 11.00 am to consider and, if thought fit, to pass the resolutions set out on the following pages.

As required by section 311A of the Companies Act 2006 (the Act), Company documents and information referred to in this AGM notice, including the Company's Annual Report and Accounts 2020, are available at centrica.com/ar20. A copy of the notice of the 2021 AGM (AGM Notice) is available at centrica.com/agm21

Notice of 2021 AGM

Dear Shareholder,

I am writing to you regarding the 2021 Annual General Meeting (AGM) of Centrica plc (the Company), which we are planning in the continuing extreme circumstances of the COVID-19 pandemic.

Government restrictions continue to impact the ability of shareholders to attend our AGM and it has been necessary to make some changes to how we hold and conduct the meeting this year. In normal circumstances, our AGM is well attended and the Board values greatly the opportunity to meet and interact with shareholders. However, given the ongoing risk and lack of certainty about the holding of Annual General Meetings, we have determined that the responsible course of action is to enable shareholder participation in the AGM via electronic means. Only those required to form a quorate meeting and transact the formal business of the meeting will be present in person. The electronic arrangements to enable shareholders to participate in the meeting are described below. I do hope that you will take advantage of these.

The Notice of AGM (AGM Notice) on pages 4 and 5 sets out the business to be considered at the meeting and explanatory notes appear on pages 6 to 8.

Board Changes

Since last year's AGM, there have been several changes to your Board. In June 2020, Johnathan Ford was appointed as Group Chief Financial Officer (Group CFO) and Carol Arrowsmith was appointed as a Non-Executive Director. In January 2021, Johnathan Ford stepped down as Group CFO and from the Board, and Kate Ringrose was appointed to replace him. Joan Gillman resigned from the Board in February 2021. I would like to thank Johnathan and Joan for their contributions to Board deliberations and we wish them well for the future.

All Directors will retire from the Board at the AGM and, being eligible, offer themselves for (re-)election, as the case may be. Your Board recommends their (re-)election, as put forward for shareholder approval by resolutions 4 to 11. 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 14 to 16 of this Notice.

2021 AGM Arrangements

As mentioned above, the AGM will be held at our registered office with the minimum number of persons physically present to be quorate and in order to enable the business of the AGM to be conducted.

We consider the AGM to be an important part of our shareholder engagement and to ensure that we retain that opportunity, shareholders and their duly appointed representatives and/or proxies are invited to participate remotely via live webcast which you can access by logging on to web.lumiagm.com. You will be able to submit your questions and vote in a number of ways, both in advance of and during the AGM. A user guide can be found on pages 12 and 13 in respect of the electronic elements of the AGM, including instructions on how to join the meeting and submit your votes on the day along with the relevant contact details if you encounter any issues.

The Company encourages shareholders to submit any questions they would like to have answered at the AGM in advance through a dedicated platform on our website at centrica.com/agm21, so as to be received no later than 5.00pm on Friday, 7 May 2021. You can also submit questions during the meeting via web.lumiagm.com. Where it is not possible to answer any of the questions submitted prior to and during the AGM (for example, due to time constraints), the Board's responses to your questions will be published on our website as soon as is practicable after the AGM.

Given the arrangements for this year, we strongly encourage you to vote on all resolutions in advance of the meeting by submitting your proxy forms either electronically or by post, appointing the Chairman of the AGM as your proxy. In accordance with the Company's Articles of Association, and due to the meeting being held as hybrid event, all resolutions proposed at the meeting will be decided on by poll. The Board considers poll voting to be the most democratic approach, ensuring that the views of shareholders are accurately reflected, in accordance with current recommended best practice. Details of how to do this can be found on pages 9 to 11 of the Notice.

We will provide any necessary updates on AGM arrangements on our website at centrica.com/agm21 and, where appropriate, by RIS announcement.

Dividend Decision

We have had to make some difficult decisions to underpin the long-term strength of the Company and to ensure that we emerge from COVID-19 well-positioned for the future. Unfortunately, one of these actions has been not to declare a final dividend for 2020. I want to assure you that the decision was not taken lightly. However, the Board concluded it was the prudent thing to do given the prevailing uncertainties. The support that our shareholders have given us for doing the right thing during COVID-19 has been very welcome. I know that the shareholder experience has been incredibly challenging over recent years. The Board remains focused on positioning the business to deliver long-term sustainable returns to shareholders and we intend to recommence dividends to shareholders when it is prudent to do so.

Directors' Remuneration Report and Policy

Shareholders will be invited to give their usual advisory, non-binding vote on the Directors' Annual Remuneration Report (the Report) which is set out on pages 68 to 75 of the Annual Report and Accounts 2020. This Report explains how the current Directors' Remuneration Policy (the Policy) was implemented during 2020 and gives details of Directors' remuneration and other information.

The current Policy was approved by shareholders in 2018. In accordance with the established three-year cycle of presenting the Policy to shareholders, a new Policy is being put to shareholders for approval at the AGM, as set out on pages 76 to 83 of the Annual Report and Accounts 2020. We have sought views from major shareholders who were very supportive of our proposal to submit a policy which is largely unchanged. Our intention is to conduct a thorough review of remuneration for the Directors and the senior leadership team during 2021 and to seek your approval for a new policy at the 2022 AGM.

Recommendation

Your Board considers that all the proposed resolutions set out in the Notice are in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of all the resolutions set out on pages 4 and 5, as each of the Directors intends to do in respect of their own shareholdings.

Scott Wheway

Chairman

19 March 2021

The Resolutions

Resolutions 1 to 15 will be proposed as ordinary resolutions and 16 to 19 will be proposed as special resolutions.

Explanatory notes to the resolutions are set out on pages 6 to 8.

The Directors believe that the proposed resolutions described in this AGM Notice are in the best interests of the Company and its shareholders as a whole. They recommend you give them your support by voting in favour of all the resolutions, as they intend to do in respect of their own beneficial shareholdings.

Report and accounts

1. To receive Centrica plc's Annual Report and Accounts for the year ended 31 December 2020, together with the reports (including the Strategic Report) of the Directors and Auditors.

Remuneration

2. To approve the Directors' Annual Remuneration Report for the year ended 31 December 2020 as set out on pages 68 to 75 of Centrica plc's Annual Report and Accounts 2020.
3. To approve the Directors' Remuneration Policy as set out on pages 76 to 83 of the Annual Report and Accounts 2020.

Election of Directors

Biographies can be found on pages 14 to 16.

4. That Carol Arrowsmith be elected as a Director.
5. That Kate Ringrose be elected as a Director.

Re-election of Directors

Biographies can be found on pages 14 to 16.

6. That Stephen Hester be re-elected as a Director.
7. That Pam Kaur be re-elected as a Director.
8. That Heidi Mottram be re-elected as a Director.
9. That Kevin O'Byrne be re-elected as a Director.
10. That Chris O'Shea be re-elected as a Director.
11. That Scott Wheway be re-elected as a Director.

Auditors

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

Political donations

14. That, in accordance with Part 14 of the Companies Act 2006 (the Act), Centrica plc and all companies that are its subsidiaries at any time during the period for which this resolution is effective are authorised to:

- a. make political donations to political parties and/or independent election candidates;
- b. make political donations to political organisations other than political parties; and
- c. incur political expenditure,

in each case such terms are defined in Part 14 of the Act, provided that the aggregate amount of any such donations and expenditure shall not exceed £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 31 July 2022).

Authority to allot shares

15. That, in accordance with section 551 of the Companies Act 2006 (the Act), the Directors be generally and unconditionally authorised to exercise all 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 a nominal amount of £120,752,501; (such amount to be reduced by the nominal amount allotted or granted under paragraph (b) below in excess of £120,752,501; and
- b. comprising equity securities (as defined in section 560(1) of the Act) up to a nominal amount of £241,505,001 (such amount to be reduced by any allotments or grants made under paragraph (a) above) in connection with any offer by way of a rights issue:
 - (i) to holders of ordinary shares in proportion (as nearly as practicable) to their existing holdings; and
 - (ii) to people who are holders of or otherwise have rights to other equity securities if this is required by the rights of those securities or as the Directors otherwise consider necessary,

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

and provided that the Directors may use this authority until the conclusion of the next annual general meeting (or, if earlier, until the close of business on 31 July 2022) but, in each case, so that the Company may make offers and enter into agreements during this period which would, or might, require shares to be allotted or rights to subscribe for or convert securities into shares to be granted after the authority expires and the Directors may allot shares or grant rights to subscribe for or convert securities into shares under any such offer or agreement as if the authority had not expired.

Authority to disapply pre-emption rights

16. That, subject to the passing of resolution 15, the Directors be authorised, pursuant to section 570 and section 573 of the Companies Act 2006 (the Act), to allot equity securities (as defined in section 560 of the Act) for cash, as per the authority given by resolution 15, and/or to sell ordinary shares held by Centrica plc 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 15, by way of a rights issue only):
 - (i) to holders of ordinary shares in proportion (as nearly as practicable) to their existing holdings; and
 - (ii) to holders of other equity securities, as required by the rights attaching thereto, or as the Directors otherwise consider necessary,

in each case subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or securities represented by depositary receipts or having regard to any restrictions, obligations, legal/regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- b. in the case of the authority granted under paragraph (a) of resolution 15 and/or in the case of any sale of treasury shares to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) of this resolution 16) up to an aggregate nominal amount of £18,112,875 (being approximately 5% of the issued share capital as at 16 March 2021),

provided that such authority in paragraph (a) and (b) above shall continue for the same period as the authority conferred by resolution 15 save that, in each case, during this period 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.

17. That, subject to the passing of resolution 15, the Directors be authorised, in addition to any authority granted under resolution 16, pursuant to section 570 and section 573 of the Companies Act 2006 (the Act), to allot equity securities (as defined in section 560 of the Act) for cash, as per the authority given by resolution 15, 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 £18,112,875 (being approximately 5% of the issued share capital as at 16 March 2021); 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 AGM

Notice, such authority in paragraphs (a) and (b) above shall continue until the conclusion of the next annual general meeting (or, if earlier, until the close of business on 31 July 2022), save that, in each case, during this period 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

18. That Centrica plc (the Company) be generally and unconditionally authorised to make market purchases (pursuant to section 701 of the Companies Act 2006 (the Act) and 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 586,857,163;
- b. the minimum price which may be paid for each such ordinary share is 6¹⁴/₈₁ pence;
- c. the maximum price which may be paid 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 31 July 2022), 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

19. That a general meeting of Centrica plc other than Centrica plc's annual general meeting may be called on not less than 14 clear days' notice.

By order of the Board

Raj Roy

Group General Counsel & Company Secretary
19 March 2021

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

Resolutions 16 to 19 will be proposed as special resolutions which require at least a 75% majority of the votes to be cast in favour.

Resolution 1:

To receive the Company's Annual Report and Accounts and the Reports of the Directors and the Auditors for the year ended 31 December 2020

Under the Act, the Directors are required to present the Accounts, Directors' Report and Auditors' Report to shareholders at the AGM. The report of the Directors, the accounts, and the report of the Company's Auditors are contained within the Company's Annual Report and Accounts 2020, hard copies of which have been sent to those shareholders who have elected to receive it and it is available online at centrica.com/ar20.

Resolution 2:

To approve the Directors' Annual Remuneration Report for the year ended 31 December 2020

The shareholders are invited to approve the Directors' Annual Remuneration Report as set out on pages 68 to 75 of the Company's Annual Report and Accounts 2020. 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 are a means of providing shareholder feedback to the Board.

Resolution 3:

To approve the Directors' Remuneration Policy

The Company is required under Section 439A of the Act to seek shareholders' approval of the Directors' Remuneration Policy. The Policy must be put to shareholders vote and approved at least once every three financial years, or sooner in the event of a change in the Policy. The current Policy was approved by shareholders at the 2018 AGM, hence is now due to be considered, and, if thought fit, approved at this AGM.

The Policy is set out on pages 76 to 83 of the Annual Report and Accounts 2020. Once approved, the Policy shall become binding upon the Company, and the Company will only be able to make a remuneration payment to a current or prospective Director or a payment for loss of office to a current or past Director if that payment is either consistent with the Policy or, if it is not consistent with the Policy, approved by a separate shareholder resolution. The vote is binding, meaning payments under the Policy cannot be made until it has been approved by shareholders and, as a result, the Policy will take effect from the passing of the Resolution.

The Policy being put to shareholders this year is largely unchanged from the Policy approved in 2018. We have sought views from major shareholders who were very supportive of this approach. The proposed 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. Our intention is to conduct a thorough review of remuneration for the Directors and the senior leadership team during 2021 and to seek shareholder approval for a new policy at the 2022 AGM.

Resolutions 4 to 11:

Election and re-election of Directors

Biographical details of our Directors can be found on pages 14 to 16 of this AGM Notice.

All directors retire in accordance with UK Corporate Governance Code. Carol Arrowsmith and Kate Ringrose are standing for election since they were appointed following last year's annual general meeting (the 2020 AGM). All other Directors are standing for re-election.

The Chairman conducts individual 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 provides an effective contribution to the Board and Centrica's long-term sustainable success. 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.

Resolutions 12 and 13:

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 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 12 is approved, Deloitte LLP will be re-appointed until the conclusion of the next annual general meeting.

The remuneration of the Auditors must also be fixed by the Company in a general meeting or in such manner as the Company may determine in a general meeting. Resolution 13 gives authority to the Directors to determine the remuneration of the Company's Auditors. It is normal practice for the Company's Directors, acting through the Audit Committee, to be authorised to determine the Auditors' remuneration.

Resolution 14:

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 15:

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 31 July 2022).

Paragraph (a) of resolution 15 would give the Directors the authority to allot shares up to an aggregate nominal amount equal to £120,752,501 (representing 1,956,190,545 ordinary shares). This amount represents approximately one third of the issued ordinary share capital of the Company (excluding shares held in treasury) as at 16 March 2021.

Paragraph (b) of resolution 15 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 £241,505,001 (representing 3,912,381,091 ordinary shares), as reduced by the nominal amount of any shares issued under paragraph (a) of resolution 15. This amount (before any reduction) represents approximately two thirds of the issued ordinary share capital of the Company (excluding shares held in treasury) as at 16 March 2021.

For information, as at 16 March 2021, the Company held no ordinary shares in treasury. The proposals in resolution 15 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, it is considered prudent to maintain the flexibility it provides. However, the Directors may consider issuing shares if they believe it would be appropriate to do so in respect of business opportunities that may arise 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 16 and 17:

Authority to disapply pre-emption rights

Under section 561(1) of the Act, 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 under sections 570 and 573 of the Act 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 16 and 17 are special resolutions that enable shareholders (as they did at the 2020 AGM) to waive their pre-emption rights otherwise known as the disapplication of pre-emption rights. The authorities requested under resolutions 16 and 17 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).

Resolution 16 will permit the Directors to allot new shares, pursuant to the authority given by resolution 15, or to sell treasury shares for cash:

- (i) in connection with a rights issue or pre-emptive issue; and/or
- (ii) otherwise up to a nominal value of £18,112,875, equivalent to approximately 5% of the issued ordinary share capital (excluding treasury shares) of the Company as at 16 March 2021,

in each case without the shares first being offered to existing shareholders in proportion to their existing holdings.

Resolution 17 additionally authorises the Directors to allot new shares pursuant to resolution 15 (or sell treasury shares) for cash, otherwise than in connection with a pre-emptive offer to existing shareholders. Resolution 17 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. The authority under resolution 17 is limited to a nominal value of £18,112,875, equivalent to approximately 5% of issued ordinary share capital (excluding treasury shares) of the Company in issue on 16 March 2021.

In respect of resolution 16, 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 31 July 2022).

As at 16 March 2021 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 18:

Authority to purchase own shares

Resolution 18 seeks to renew a similar authority granted by shareholders at the 2020 AGM. Its purpose is to authorise the Company to make market purchases of its own ordinary shares as permitted by the Act as there will be certain circumstances where it will be advantageous for the Company to purchase its own shares.

Resolution 18 limits the number of shares that could be purchased to a maximum of 586,857,163 (10% of the Company's issued ordinary share capital (excluding treasury shares)) as at 16 March 2021 and sets the maximum and minimum prices. 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 until such time as the shares are resold out of treasury.

The total number of options and awards over ordinary shares that were outstanding as at 16 March 2021 was 111,784,207, representing 1.90% of the issued ordinary share capital of the Company excluding treasury shares. If the authority for the Company to purchase shares under resolution 18, and under the resolution passed at the 2020 AGM, are used in full, the outstanding options and awards over ordinary shares would represent 2.38% of the issued ordinary share capital, excluding treasury shares, as at 16 March 2021. This authority will expire at the conclusion of the next annual general meeting (or, if earlier, the close of business on 31 July 2022).

Resolution 19:

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 AGM; and
- (ii) offers the facility for all shareholders to vote by electronic means. Resolution 19 seeks such approval and replaces a similar authority granted at the 2020 AGM.

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.

Important Notes

The following notes explain your general rights as a member, information about this AGM Notice and changes to the AGM as a result of COVID-19 restrictions. Shareholders may only participate in the meeting remotely by logging on to web.lumiagm.com or appoint a proxy to vote on your behalf in accordance with the procedure set out in the notes below.

What is my entitlement to vote?

The Company, pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 and section 311 of the Act, specifies that only those shareholders listed on the Register of Shareholders as at 6.30 pm on Thursday, 6 May 2021 (or, if the AGM is adjourned, 6.30 pm on the date two working days before the time fixed for the adjourned AGM) shall be entitled to ask questions and vote prior to the meeting in respect of the number of shares registered in their name at that time. In each case, changes to entries on the Register after such time shall be disregarded in determining the rights of any person to vote at the AGM.

Can shareholders attend the AGM in person?

In light of the ongoing restrictions in relation to COVID-19 in the UK, which prohibit public gatherings and travel (save in limited circumstances, which do not include attending an AGM), it will not be possible to hold the AGM in person as intended. We will provide any further updates in relation to our AGM on our website.

You are still entitled to participate electronically in the meeting. A member will also still be entitled to appoint a proxy to exercise all or any of its, his or her rights to attend and to speak and vote instead of it, him or her at the meeting electronically via live audiocast. All shareholders are encouraged to exercise their votes by submitting their proxy forms either electronically or by post.

Given the restrictions on physical attendance, shareholders are encouraged to appoint the Chairman of the meeting to 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. 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.

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 in 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 register will prevail.

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 11.00 am on Thursday, 6 May 2021, 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 11.00 am on Wednesday, 5 May 2021.

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 and any adjournment 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 11.00 am on Thursday, 6 May 2021 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 11:00 am on Thursday, 6 May 2021 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

I'm a nominated person – how can I vote?

Any person to whom this AGM 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 themselves and the shareholder by whom he or she was 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, he or she 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 9 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, under normal circumstances, available for inspection during normal business hours at the Company's registered office on any business day (including the day of the meeting):

- (a) copies of Directors' service contracts with the Company
- (b) copies of Non-Executive Directors' letters of appointment
- (c) copies of deeds of indemnities granted to each Director

Given the current COVID-19 restrictions, these documents cannot be inspected in person and so should you wish to inspect any of these documents, please submit a request via our website or write to us.

Can I ask a question at the AGM?

Shareholders' views remain important to us and the Company strongly encourages shareholders to submit any questions they would like to have answered at the AGM in advance through a dedicated facility on our website at centrica.com/agm21, so as to be received no later than 5.00 pm on Friday, 7 May 2021. You will also be able to submit questions during the AGM via web.lumiagm.com. The Company must cause to be answered any such questions relating to the business being dealt with at the meeting but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered. All questions will be read and answered at the AGM. If questions cannot be answered at the meeting (for example, due to time constraints), answers will be published on our website as soon as practicable following the AGM.

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 Monday, 10 May 2021.

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

As at 16 March 2021 the Company's issued ordinary share capital consisted of 5,868,571,637 ordinary shares which carry one vote each. The total voting rights in the Company as at 16 March 2021 are 5,868,571,637 ordinary shares. No shares are currently held in treasury.

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 25 February 2021

Directors' interests in shares

During the period from 25 February 2021 to 16 March 2021, Chris O'Shea and Kate Ringrose acquired 301 shares and 208 shares respectively, through the Share Incentive Plan.

Why is the date 16 March 2021 referred to as a specific date?

Throughout this AGM notice, we have referred to 16 March 2021 as a reference date due to this date being the last practicable date prior to printing this document.

Electronic Participation in AGM

Electronic Meeting

For the 2021 AGM, Centrica plc will be enabling shareholders to attend and participate in the meeting 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>

Accessing the AGM Website

Lumi AGM can be accessed online using most well-known internet browsers such as Internet Explorer (Not compatible with versions 10 and below), Chrome, Firefox and Safari on a PC, laptop or internet-enabled device such as a tablet or smartphone. If you wish to access the AGM using this method, please go to <https://web.lumiagm.com> on the day.

Logging In

On accessing the AGM website, you will be asked to enter a Meeting ID which is **113-450-364**.

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 meeting via the website will be available from 10.00 am on 10 May 2021; 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 opened the meeting, he will explain the voting procedure. Voting will be enabled on all resolutions 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 of Meeting. Resolutions will not be put forward separately.

Once the resolutions have been proposed, the list of resolutions will appear along with the voting options available. Select the option that corresponds with how you wish to vote, "FOR", "AGAINST" or "WITHHELD". Once you have selected your choice, the option will change colour and a confirmation message will appear to indicate your vote has been cast and received – there is no submit button. If you make a mistake or wish to change your vote, simply select the correct choice. If you wish to "cancel" your vote, select the "cancel" button. You will be able to do this at any time whilst the poll remains open and before the 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 bottom 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.

You may not use any electronic address provided in this document or any related documents to communicate with Centrica plc for any purposes other than those expressly stated herein.

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 meeting.

Duly appointed proxies and corporate representatives

Any appointed proxies or corporate representatives wishing to join the meeting electronically should contact the Company's registrar before 11.00 am on Friday, 7 May 2021 on 0371 384 2985 (+44 371 384 2985 if you are calling from outside the UK), to obtain your SRN and PIN. Lines are open 8.30am to 5.30pm Monday to Friday (excluding public holidays in England & Wales).

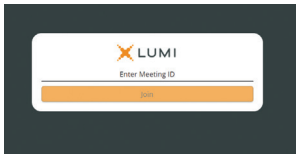
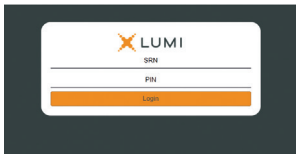



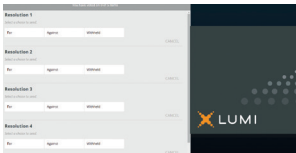
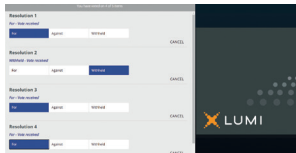
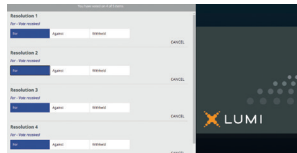

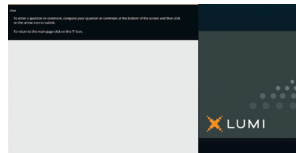

Privacy Notice

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.

Electronic Participation in AGM

Meeting ID: 113-450-364

To login you must have your SRN and PIN

<p>1</p>  <p>Open the Lumi AGM website and you will be prompted to enter the Meeting ID shown above. If a shareholder attempts to login to the website before the meeting is live*, a pop-up dialogue box will appear.</p> <p>* From 10.00 am on 10 May 2021</p>	<p>2</p>  <p>After entering the Meeting ID, you will be prompted to enter your unique SRN and PIN.</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. 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. 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. When selected, a confirmation message will appear.</p> <div style="border: 1px solid black; padding: 5px; display: inline-block;">For – Vote received</div>	<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 bottom of the messaging screen. 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

In his first year as the Chairman of the Board, Scott has led the Board effectively, demonstrating objective and informed judgement and promoting a culture of openness and debate. Scott has played a critical role in navigating the Company through the volatility caused by COVID-19 and driving the structural simplification designed to improve efficiency and position the Company to deliver growth. As the Company aims towards being more customer focused, his wealth of experience in retail is of immense value.

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.

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 Group Chief Financial Officer of the Company from 1 November 2018 until 17 March 2020. He was Interim Group Chief Executive from 17 March 2020 until 14 April 2020. Prior to joining Centrica, Chris was group chief financial officer of both Smiths Group plc and Vesuvius plc, and a non-executive director of Foseco India Ltd, an Indian-listed supplier to the foundry industry. From 2006 to 2012 Chris held various senior finance roles with BG Group plc, including chief financial officer of Europe and Central Asia, prior to which he held a number of senior roles with Royal Dutch Shell plc 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

Since Chris' appointment as CEO, he has led the Company against the backdrop of COVID-19. Leveraging his extensive executive experience, he continues to drive the Company's culture change, geared towards creating a more modern, simpler and leaner Group focused on delivering value for shareholders and helping customers to 'live sustainably, simply and affordably'.

Kate Ringrose

Group Chief Financial Officer

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

Relevant skills and experience

Kate's most recent role has been 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.

External appointments

Non-Executive Director of EDF Energy Nuclear Generation Group Limited (representing Centrica)

Reasons for 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 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, member of the Advisory Group for Spencer Stuart, director and trustee of Northern Ballet Limited, and director of Arrowsmith Advisory Limited.

Reasons for election

The Board benefits 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.

Stephen Hester

Senior Independent Director

Stephen joined the Board on 1 June 2016.

Committee memberships

Audit and Risk Committee
Nominations Committee
Remuneration Committee

Relevant skills and experience

Stephen has wide-ranging experience, particularly in customer-facing businesses, together with recognised expertise in transforming business performance. He has a deep knowledge of operating within highly regulated businesses with over 35 years' experience in financial services and within FTSE 100 companies.

Previous experience

Stephen previously held positions as chief executive of Royal Bank of Scotland Group, chief executive of British Land plc and chief operating officer of Abbey National plc, as well as a number of senior executive roles at Credit Suisse First Boston in London and New York.

External appointments

Group chief executive of RSA Insurance Group plc.

Reasons for re-election

Stephen, as the Senior Independent Director, plays a critical governance role, including but not limited to supporting the Chairman by providing a sounding board for him, serving as an intermediary for the directors and shareholders, and leads the appraisal of the Chairman's performance.

His wide-ranging experience and expertise in transforming business performance is valuable for the Company's future growth plans.

Pam Kaur

Non-Executive Director

Pam joined the Board on 1 February 2019.

Committee memberships

Audit and Risk Committee
Nominations Committee
Safety, Environment and Sustainability Committee

Relevant skills and experience

Pam has extensive experience in audit, business, compliance, finance and risk management.

Previous experience

Pam has previously held various senior roles at global financial institutions including Citigroup, Lloyds TSB, the Royal Bank of Scotland and Deutsche Bank, and has worked with regulators and supervisory boards across the world. She has an MBA in finance and a BCom (Hons) from Panjab University in India and is a qualified chartered accountant.

External appointments

Group chief risk officer at HSBC Holdings plc.

Reasons for re-election

Pam's experience in audit, compliance, finance and risk management ensures that she brings a balanced and versatile view to the Board and enables her to constructively challenge management and help develop our strategy.

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, a member of the CBI Board and Vice-Chair of Newcastle University Council.

Reasons for re-election

The Board benefits from Heidi's perspectives in its deliberations as she brings considerable strategic and operational experience acquired in her current and previous roles. Her deep understanding of customer service, delivered in complex multi-stakeholder environments with a high public profile, remains pertinent to the Company.

Kevin O'Byrne

Non-Executive Director

Kevin joined the Board on 13 May 2019.

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 Audit and Risk Committee continues to benefit from Kevin's broad experience in retail and finance. As chairman of the Audit and Risk Committee, he ensures that the Committee is satisfied with the integrity, independence, and effectiveness of the Group's internal and external audit functions, internal control and risk management systems through regular review.

Centrica plc

Registered office:
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SL4 5GD

Company registered
in England and Wales
No. 3033654



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