

The Companies Act 2006 (the Act)

PUBLIC COMPANY LIMITED BY SHARES

Ordinary and Special Resolutions of

Centrica plc
(the Company)

IN ACCORDANCE WITH LISTING RULE LR 9.6.2R

At the Annual General Meeting (AGM) of the Company duly convened and held at the QEII Centre, Broad Sanctuary, Westminster, London SW1P 3EE on Monday 13 May 2019 the following resolutions were passed:

ORDINARY RESOLUTION

Resolution 19 – Authority to allot shares

That, in accordance with section 551 of the Act, the Directors be generally and unconditionally authorised to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or convert any security into shares in the Company:

- a) up to a nominal amount of £117,225,022 (such amount to be reduced by the nominal amount allotted or granted under paragraph (b) below in excess of £117,225,022); and
- b) comprising equity securities (as defined in section 560(1) of the Act) up to a nominal amount of £234,450,044 (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 ordinary shareholders 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 2020 AGM (or, if earlier, until the close of business on 31 July 2020) 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.

SPECIAL RESOLUTIONS

Resolution 20 – Authority to disapply pre-emption rights

That, subject to the passing of resolution 19, the Directors be authorised to allot equity securities (as defined in the Act) for cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be limited:

- a) to the allotment of equity securities and sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of resolution 19, by way of a rights issue only):
 - (i) to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
 - (ii) to holders of other equity securities, as required by the rights of those securities, or as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

- b) in the case of the authority granted under paragraph (a) of resolution 19 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) up to a nominal amount of £17,583,753,

such authority to apply until the conclusion of the 2020 AGM (or, if earlier, until the close of business on 31 July 2020), save that, 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.

Resolution 21 – Additional authority to disapply pre-emptions rights

That, subject to the passing of resolution 19, the Directors be authorised, in addition to any authority granted under resolution 20, to allot equity securities (as defined in the Act) for

cash under the authority given by that resolution and/or to sell ordinary shares held by the Company as treasury shares for cash as if section 561 of the Act did not apply to any such allotment or sale, such authority to be:

- a) limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £17,583,753 (being approximately 5% of the issued share capital as at 11 March 2019); 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 to apply until the conclusion of the 2020 AGM (or, if earlier, until the close of business on 31 July 2020), 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.

Resolution 22 – Authority to purchase own shares

That the Company be generally and unconditionally authorised for the purposes of section 701 of the Act to make 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 569,713,608;
- b) the minimum price which may be paid for each such ordinary share is 6^{14/81} 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; and
 - (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 2020 AGM (or, if earlier, the close of business on 31 July 2020), 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.

Resolution 23 – Adoption of new Articles of Association

That the Articles of Association produced to the Meeting and initialled by the Chairman of the Meeting for purposes of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

Resolution 24 – Notice of general meetings

That a general meeting of the Company other than an AGM may be called on not less than 14 clear days' notice.