

Centrica plc
(the Company)

Pursuant to the UKLA's Listing Rule 9.6.2, the following items of special business were passed at the Annual General Meeting (AGM) of the Company duly convened and held at Centrica plc, Millstream, Maidenhead Road, Windsor, Berkshire SL4 5GD on Friday, 22 May 2020 at 9.00am:

ORDINARY RESOLUTION

Resolution 15 – Authority to allot shares

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 £120,113,868 (such amount to be reduced by the nominal amount allotted or granted under paragraph (b) below in excess of £120,113,868); and
- b. comprising equity securities (as defined in section 560(1) of the Act) up to a nominal amount of £240,227,735 (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 2021) 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 16 – Authority to disapply pre-emption rights

That, subject to the passing of resolution 15, to authorise the Directors, 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 £18,017,080 (being approximately 5% of the issued share capital as at 14 April 2020),

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.

Resolution 17 – Additional authority to disapply pre-emptions rights

That, subject to the passing of resolution 15, to authorise the Directors, 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 £18,017,080 (being approximately 5% of the issued share capital as at 14 April 2020); 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 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 18 – Authority to purchase own shares

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:

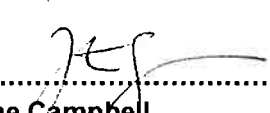
- a. the maximum number of ordinary shares hereby authorised to be purchased is 583,753,407;
- b. the minimum price which may be paid for each such ordinary share is 614/81 pence;
- c. the maximum price which may be paid for each such ordinary share is the higher of:
 - (i) an amount equal to 105% of 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 2021), 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 19 – Notice of general meetings

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


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Justine Campbell
Group General Counsel & Company Secretary