

The Companies Act 2006 (the Act)  
PUBLIC COMPANY LIMITED BY SHARES

Ordinary and Special Resolutions of

Centrica plc

(the Company)

Pursuant to 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 the Edwardian Manchester, Free Trade Hall, Peter Street, Manchester M2 5GP on Thursday 8 May 2025 at 10.30am, the following resolutions were passed:

ORDINARY RESOLUTION

Resolution 22 – Authority to allot shares

That, in accordance with section 551 of the Companies Act 2006, the Directors are authorised, generally and unconditionally, to exercise all the powers of 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 £103,517,729; (such amount to be reduced by the nominal amount allotted or granted under paragraph b) below in excess of £103,517,729); and
- b) up to an aggregate nominal amount of £207,035,457 (such amount to be reduced by any allotments or grants made under paragraph a) above) in connection with a pre-emptive offer (including an offer by way of a rights issue or open offer):
  - (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, Directors may impose such limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or any other matter, provided that this authority shall expire at the earlier of (i) the conclusion of the next annual general meeting or, (ii) the close of business on 8 August 2026, save that the Directors may, before such expiry, make offers and enter into agreements 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 had not expired.

SPECIAL RESOLUTIONS

Resolution 23 – Authority to disapply pre-emption rights

That if Resolution 22 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 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 22, by way of a pre-emptive offer (including an offer by way of a rights issue or open offer)):
  - (i) ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - (ii) holders of other equity securities, as required by the rights of those securities, or as the Board otherwise considers necessary, and so that the Board may impose any limits or restrictions and make any arrangements which it considers 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;
- b) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £31,055,319; and
- c) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph a) or b) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph b) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of 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 expire at the end of the next annual general meeting of the Company (or if earlier, at the close of business on 8 August 2026) 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 expire.

#### Resolution 24 – Specific authority to disapply pre-emption rights

That, if Resolution 22 is passed, the Directors be authorised, in addition to any authority granted under Resolution 23 to allot equity securities (as defined in section 560(1) of the Act) for cash under the authority given by Resolution 22, 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 to :

- a) the allotment of equity securities and/or sale of treasury shares up to a nominal amount of £31,055,319; such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to be either an acquisition or a specified 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; and
- b) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph a) above) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph a) above, such authority to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of 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 expire at the earlier of the conclusion of the next annual general meeting (or at close of business on 8 August 2026) 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.

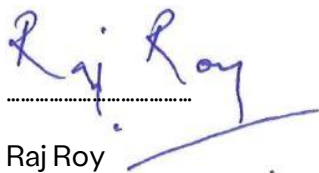
Resolution 25 - Authority to purchase own shares

That the Company, pursuant to and in accordance with section 701 of 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 503,096,162;
- b) the minimum price (exclusive of expenses) which may be paid for each such ordinary share is  $6\frac{14}{81}$  pence; and
- c) the maximum price (exclusive of 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) the higher of the price of the last independent trade and the highest current independent bid for an ordinary share on the trading venues where the purchase is carried out, such authority to expire at the conclusion of the next annual general meeting (or, if earlier, the close of business on 8 August 2026), 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 26 - Notice of general meetings

To authorise the calling of general meetings of the Company, other than its annual general meeting, by notice of at least 14 clear days.



.....

Raj Roy

Group General Counsel & Company Secretary