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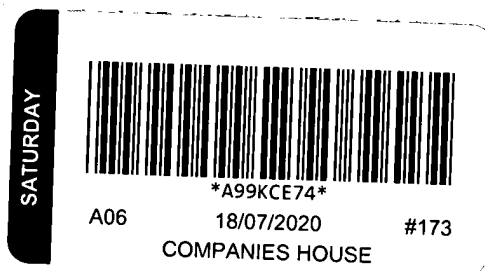
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Centrica Pension Plan Trustees Limited

(A company limited by guarantee and not having a share capital)

ARTICLES OF ASSOCIATION

(Adopted by written resolution passed
13 July 2020
on.....)



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Part 1

Interpretation and Limitation of Liability

1. Exclusion of other regulations and defined terms

- 1.1 No regulations or model articles contained in any statute or subordinate legislation, including those contained in the Model Articles, apply to the company.

- 1.2 In the articles, unless the context requires otherwise:

"alternate director" has the meaning given in article 24,

"articles" means the company's articles of association,

"associated company" has the meaning given in section 256 of the Companies Act 2006,

"bankruptcy" includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,

"chairman" has the meaning given in article 12,

"chairman of the meeting" has the meaning given in article 28,

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company,

"Conflict" has the meaning given in article 15,

"conflicts of interest" include a conflict of interest and duty and a conflict of duties and "interest" includes both direct and indirect interests and an interest of a person connected (as defined in sections 252 and 254 of the Companies Act 2006) with the director,

"contract" in articles 14 and 15 includes any proposed or existing transaction or arrangement (whether or not constituting a contract),

"director" means a director of the company, and includes any person occupying the position of director, by whatever name called,

"document" includes, unless otherwise specified, any document sent or supplied in electronic form,

"Employer-Nominated Director" and "Scheme-Nominated Director" have the meanings respectively assigned to them in article 20,

"group company" means a subsidiary undertaking or parent undertaking of the company or a subsidiary undertaking of any parent undertaking of the company,

"Independent Director" means an individual or body corporate who has been appointed as an Employer-Nominated Director and who is acting in the course of the business of being a trustee and under a contract for services as a professional trustee,

"member" has the meaning given in section 112 of the Companies Act 2006,

"Model Articles" means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2009/3229) as amended prior to the adoption of these articles,

"participate", in relation to a directors' meeting, has the meaning given in article 10,

"Permitted Situation" has the meaning given in article 15,

"Principal Company" means Centrica plc (company number 3033654) or such other company named as principal employer of the Centrica Pension Plan from time to time,

"Principal Company Voting Formula" has the meaning given in article 31,

"proxy notice" has the meaning given in article 35,

"Scheme Member" means an employee who has applied and whose application has been accepted by the company, for membership of a retirement benefits scheme of which the company is for the time being the trustee and whose membership of such scheme is for the time being in force, and

"Specified Company" means (i) the company and all its group companies, (ii) Centrica plc and all its group companies, or (iii) any associated company of those companies specified in (i) or (ii),

"writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

2. Liability of members

The liability of each member is limited. Every member of the company undertakes to contribute to the assets of the company in the event of the same being wound up while he is a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the company contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributions among themselves, such amount as may be required not exceeding 5p.

Part 2

Directors

Directors' Powers and Responsibilities

3. Directors' general authority

Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.

4. Effect of altering the articles

No alteration of the articles invalidates anything which the directors have done before the alteration was made.

5. Directors may delegate

5.1 Subject to the articles and, where applicable, the requirements of the Pensions Act 1995, the directors may delegate any of the powers which are conferred on them under the articles

(A) to such person or committee,

- (B) by such means (including by power of attorney),
- (C) to such an extent,
- (D) in relation to such matters or territories, and
- (E) on such terms and conditions,

as they think fit provided that any committee formed shall include at least one Employer-Nominated Director. Unless otherwise determined by the directors, the quorum for the transaction of business of any committee shall be two directors present in person of whom at least one shall be an Employer-Nominated Director.

- 5.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- 5.3 Where a provision in the articles refers to the exercise of a power, authority or discretion by the directors and that power, authority or discretion has been delegated by the directors to a committee, the provision shall be construed as permitting the exercise of the power, authority or discretion by the committee.
- 5.4 The directors may revoke any delegation in whole or part, or alter its terms and conditions.

6. Committees

- 6.1 A committee may elect a chairman of its meetings. If no chairman is elected, or if at any meeting the chairman is not present within five minutes of the time appointed for holding the meeting, the directors present may choose one of their number present to be the chairman of the meeting.
- 6.2 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.
- 6.3 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

Decision-Making by Directors

7. Directors to take decisions collectively

- 7.1 The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 8.
- 7.2 The directors may act at any time notwithstanding any vacancy in their body, but any such vacancy shall be filled as speedily as may be by an appointment made in accordance with article 20.
- 7.3 If only one director is eligible to vote on any authorisation required under article 15, the general rule does not apply, and the eligible director may take decisions in relation to the relevant matter without regard to any of the provisions of the articles relating to directors' decision-making.

8. Unanimous decisions

- 8.1 A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter. If an alternate director indicates that he shares the common view, his appointor need not also indicate his agreement.

- 8.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing. A resolution signed by an alternate director need not also be signed by or agreed to by his appointor.
- 8.3 References in this article to eligible directors are to directors who would have been entitled to vote on the matter and whose vote would have been counted had it been proposed as a resolution at a directors' meeting.
- 8.4 A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

9. **Calling a directors' meeting**

- 9.1 Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice. If appropriate, such notice will comply with the requirements of the Pensions Act 1995.
- 9.2 Notice of any directors' meeting must indicate
 - (A) its proposed date and time,
 - (B) where it is to take place, and
 - (C) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 9.3 Notice of a directors' meeting must be given to each director, but need not be in writing.
- 9.4 Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company either before or after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

10. **Participation in directors' meetings**

- 10.1 Subject to the articles, directors "**participate**" in a directors' meeting, or part of a directors' meeting, when
 - (A) the meeting has been called and takes place in accordance with the articles, and
 - (B) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 10.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 10.3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

11. **Quorum for directors' meetings**

- 11.1 Subject to article 7.3, the quorum for directors' meetings may be fixed from time to time by the company in general meeting which may also determine how many Employer-Nominated Directors the quorum must contain. Until otherwise determined by the company in general meeting, two directors present in person shall be a quorum of whom at least one shall be Employer-Nominated Directors. If within half an hour from the time appointed for any meeting of the directors a quorum is not present then one Employer-Nominated Director present in person

shall be deemed to constitute a quorum but if one Employer-Nominated Director is not present in person at such time then the meeting shall stand adjourned to such other day (being not less than seven days after the day appointed for the meeting) and to such other time and place as the directors who are present shall determine. Notice of the adjourned meeting shall be given to each director (other than a director for the time being absent from the United Kingdom) and if at the adjourned meeting a quorum is not present within half an hour from the time fixed for the meeting the meeting shall be dissolved.

- 11.2 The directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to these articles as the necessary quorum of directors, the continuing directors or director may act for the purpose of summoning a general meeting of the company, but for no other purpose.

12. Chairing of directors' meetings

The chairman of the directors shall be such Employer-Nominated Director as the members shall from time to time appoint, but if no such chairman is appointed, or if at any meeting the chairman is not present within five minutes of the time appointed for holding the same, the chairman shall be such Employer-Nominated Director present at the meeting as the directors present at the meeting shall appoint.

13. Casting vote

- 13.1 If the numbers of votes at a meeting of directors for and against a proposal are equal (ignoring any votes which are to be discounted in accordance with the articles or the Companies Acts), the chairman or other director chairing the meeting has a casting vote.
- 13.2 Article 13.1 does not apply in respect of a particular meeting (or part of a meeting) if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

14. Transactions or arrangements with the company

- 14.1 Subject to the Companies Acts, a director may, if he has declared the nature and extent of his interest where this is required by section 177 or section 182 of the Companies Act 2006 in accordance with the requirements of those sections
- (A) be a party to, or otherwise interested in, any contract with the company or in which the company is otherwise interested,
 - (B) be a director or other officer of, or employed by, or a party to any contract with, or otherwise interested in, any body corporate promoted by the company or in which the company is otherwise interested,
 - (C) be a director or other officer of, or employed by, or otherwise interested (including by the holding of shares) in any Specified Company,
 - (D) be a trustee, or a director or other officer of a corporate trustee, of any pension or benefit arrangement,
 - (E) act (or any firm of which he is a partner or employee may act) in a professional capacity for any Specified Company (other than as auditor) whether or not for remuneration or for any other benefit,
 - (F) be, or be connected or associated with a person who is, a member of, a beneficiary or otherwise entitled to be considered for benefits under any occupational pension scheme

or benefit arrangement of which the company is a trustee or of which a Specified Company is a sponsoring employer,

(G) be a member of any other pension or benefits arrangement, or

(H) be a representative or member of a recognised trade union.

14.2 For the purposes of this article

(A) a director shall be deemed to have disclosed the nature and extent of an interest which consists of him being a director, officer or employee of any group company, and

(B) a general notice given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any contract in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such contract of the nature and extent so specified.

15. **Conflicts of interest requiring board authorisation**

15.1 The directors may, subject to the quorum and voting requirements set out in the articles, authorise any matter which would otherwise involve a director breaching his duty under the Companies Acts to avoid conflicts of interest ("**Conflict**").

15.2 The directors may from time to time adopt such written conflicts of interest management policy as the board may determine to be appropriate.

15.3 Any director (including the relevant director) may propose that the relevant director be authorised in relation to any matter the subject of a Conflict. Such proposal and any authority given by the directors shall be effected in the same way that any other matter may be proposed to and decided upon by the directors under the provisions of the articles save that the relevant director shall not count towards the quorum nor vote on any resolution giving such authority and save further that if there are insufficient directors eligible to vote and therefore to form a quorum, article 7.3 will apply.

15.4 Where the directors give authority in relation to a Conflict

(A) the terms of the authority shall be recorded in writing (but the authority shall be effective whether or not the terms are so recorded), and

(B) the directors may revoke or vary such authority at any time but this will not affect anything done by the relevant director prior to such revocation in accordance with the terms of such authority.

15.5 Where the directors give authority in relation to a Conflict or where any of the situations referred to in article 14.1 ("**Permitted Situation**") applies

(A) the directors may (whether at the relevant time or subsequently) (i) require that the relevant director is excluded from the receipt of information, the participation in discussion and/or the making of decisions (whether at meetings of the directors or otherwise) related to the Conflict or Permitted Situation, and (ii) impose upon the relevant director such other terms for the purpose of dealing with the Conflict as they may determine,

(B) the relevant director will be obliged to conduct himself in accordance with any terms imposed by the board in relation to the Conflict or Permitted Situation, and

- (C) the directors may provide that where the relevant director obtains (otherwise than through his position as a director of the company) information that is confidential to a third party, the director will not be obliged to disclose that information to the company, or to use or apply the information in relation to the company's affairs, where to do so would amount to a breach of that confidence provided that the relevant director acts in all material respects in accordance with the conflicts of interest policy adopted by the directors as replaced or amended from time to time.

- 15.6 Provided that a director acts in all material respects in accordance with the conflicts of interest policy adopted by the directors as replaced or amended from time to time, he shall not, by reason of his office or of the fiduciary relationship thereby established, be liable to account to the company or the members for any remuneration, profit or other benefit realised by reason of his having any type of interest in a Conflict authorised under this article or in any Permitted Situation and no contract shall be liable to be avoided on the grounds of a director having any such interest.
- 15.7 The general duties that a director owes to the company under Sections 171 to 177 of the Companies Act 2006 are not infringed in relation to a Conflict or any other conflict of interest if the director acts in accordance in all material respects with any conflicts of interest policy adopted from time to time by the directors, and such a director may vote as a director on any matter to which the Conflict or other conflict of interest relates, subject to any provisions to the contrary or conditions in such a conflicts of interest policy.

16. Directors may vote when interested

- 16.1 Subject where applicable to disclosure in accordance with the Companies Acts or the articles and subject to any terms imposed by the directors in relation to any Conflict or Permitted Situation, a director shall be entitled to vote in respect of any matter in which he is interested directly or indirectly and if he shall do so his vote shall be counted and, whether or not he does, his presence at the meeting he shall be taken into account in ascertaining whether a quorum is present.

17. Records of decisions to be kept

The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

18. Directors' discretion to make further rules

Subject to the articles and to the trust deed and rules of the Centrica Pension Plan as amended from time to time, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

19. Change of name

The company may change its name by a decision of the directors.

Appointment of Directors

20. Methods of appointing and removing directors

- 20.1 If and for so long as the company is a trustee of a trust scheme to which section 242 of the Pensions Act 2004 applies and arrangements under sections 242 and 243 and their associated regulations are applicable, the company shall secure that arrangements referred to under those sections ("**Scheme Director Arrangements**") are implemented. Any Scheme Director Arrangements shall override any provisions of the articles which are inconsistent. The determination of the number of the directors of the company and the proportion of their number

which shall be employer nominated directors ("**Employer-Nominated Directors**") and which shall be nominated by Scheme Members ("**Scheme-Nominated Directors**") shall be determined by the company in general meeting. Until so determined by the company in a general meeting, the number of directors shall be no less than five and no more than seven. Subject to the terms of the Scheme Director Arrangements and sections 242 and 243 of the Pensions Act 2004, at least three directors shall be Employer-Nominated Directors (of whom at least two shall be Independent Directors) and at least two shall be Scheme-Nominated Directors. Each Employer-Nominated Director shall be appointed or removed by notice in writing stating that such director is appointed or removed as an Employer-Nominated Director, the notice to be signed by a member on its behalf and delivered to the company at its registered office. No person may be appointed as a Scheme-Nominated Director unless he is a Scheme Member. A Scheme-Nominated Director shall be appointed or removed by notice in writing stating that such director is appointed or removed as a Scheme-Nominated Director, the notice to be signed by a member on its behalf and delivered to the company at its registered office. The appointment of both Employer-Nominated Directors and Scheme-Nominated Directors shall be effected by the members of the company, the members will exercise their power in an appropriate manner to ensure compliance with the Scheme Director Arrangements.

- 20.2 Except as provided by legislation, all acts done bona fide by any meeting of directors, by any meeting of a committee of directors or by any person acting as a director shall, notwithstanding it is afterwards discovered that there was some defect in the appointment of any director or person acting as a director or that they or any of them were disqualified, be as valid as if every person had been duly appointed and was qualified to be a director.

21. Termination of director's appointment

A person ceases to be a director as soon as

- (A) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law,
- (B) a bankruptcy order is made against that person,
- (C) a composition is made with that person's creditors generally in satisfaction of that person's debts,
- (D) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months,
- (E) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have,
- (F) if, in the case of a Scheme-Nominated Director, he ceases to be a Scheme Member,
- (G) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms,
- (H) that person has for more than six consecutive months been absent without permission of the directors from meetings of directors held during that period and the directors resolve that that person should cease to be director (provided that such resolution is in accordance with the Scheme Director Arrangements),
- (I) notice of his removal is given in accordance with article 20, or

- (J) that person satisfies any of the conditions in section 29 of the Pensions Act 1995 under which a person is disqualified from being a trustee.

22. Directors' remuneration

- 22.1 Directors may undertake any services for the company that the directors decide.
- 22.2 Directors are entitled to such remuneration as the directors determine:
 - (A) for their services to the company as directors, and
 - (B) for any other service which they undertake for the company.
- 22.3 Subject to the articles, a director's remuneration may take any form.
- 22.4 Unless the directors decide otherwise, directors' remuneration accrues from day to day.
- 22.5 Directors are not accountable to the company for any remuneration which they receive as directors or other officers or employees of the company, any group company or any other body corporate in which the company is interested, and the receipt of such benefit shall not disqualify any person from being a director of the company.

23. Directors' expenses

- 23.1 The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at:
 - (A) meetings of directors or committees of directors,
 - (B) general meetings, or
 - (C) separate meetings of the holders of debentures of the company,or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.
- 23.2 Subject to the Companies Acts, the directors shall have power to make arrangements to provide a director with funds to meet expenditure incurred or to be incurred by him for the purpose of the company or for the purpose of enabling him properly to perform his duties as an officer of the company or to avoid him incurring any such expenditure.

Alternate Directors

24. Alternate Directors

- 24.1 Any Employer-Nominated Director may appoint any other Employer-Nominated Director and if he is not present any other Employer-Nominated Director and so on, and any Scheme-Nominated Director may appoint any other Scheme-Nominated Director and if he is not present any other Scheme-Nominated Director and so on, to be an alternate director and may remove from office an alternate director so appointed by him. An alternate director representing another director shall be entitled to vote at all meetings of directors at which the director appointing him is not personally present and (as the case may require) receive notice of, attend and vote at all meetings of committees of directors at which the director appointing him is not personally present and generally to perform all the functions (except as regards the power to appoint an alternate) of his appointer as a director in his absence, but shall look to his appointer solely for his remuneration (if any) as an alternate director. An alternate director representing another director shall be entitled to a vote at a meeting of directors or of a committee of directors, on behalf of his appointer as distinct from the vote to which he is entitled in his own capacity as a director, but

shall only count as one director for the purposes of making a quorum of directors. An alternate director shall cease to be an alternate director if his appointer ceases to be a director.

- 24.2 Any appointment of an alternate director shall be made by written instrument signed by the appointer.

Part 3

Members

25. Members

- 25.1 The minimum number of members of the company shall be two.
- 25.2 Every person who wishes to become a member and who is nominated by the Principal Company, shall deliver to the company an application for membership in such form as the directors require executed by him.
- 25.3 Membership of the company shall be personal to the member and shall not be transferable by the act of the member or by operation of law.
- 25.4 A member may at any time (provided there are at such time at least two other members of the company) determine his membership forthwith by notice in writing delivered to the company.
- 25.5 A member shall automatically cease to be a member on the direction of the Principal Company.

Organisation of General Meetings

26. Attendance and speaking at general meetings

- 26.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 26.2 A person is able to exercise the right to vote at a general meeting when
 - (A) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - (B) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 26.3 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 26.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- 26.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

27. Quorum for general meetings

No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

28. Chairing general meetings

- 28.1 If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.

28.2 If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start

(A) the directors present, or

(B) (if no directors are present), the meeting,

must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

28.3 The person chairing a meeting in accordance with this article is referred to as **"the chairman of the meeting"**.

29. **Attendance and speaking by directors and non-members**

29.1 Directors may attend and speak at general meetings, whether or not they are members.

29.2 The chairman of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting.

30. **Adjournment**

30.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.

30.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if

(A) the meeting consents to an adjournment, or

(B) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

30.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

30.4 When adjourning a general meeting, the chairman of the meeting must

(A) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and

(B) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

30.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)

(A) to the same persons to whom notice of the company's general meetings is required to be given, and

(B) containing the same information which such notice is required to contain.

30.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

Voting at General Meetings

31. Voting: rights

- 31.1 In the case of any resolution put to the vote of a general meeting (whether decided on a show of hands, by a poll, by a written resolution or otherwise), the Principal Company shall have the number of votes calculated in accordance with the Principal Company Voting Formula, as defined below, and every other member shall have one vote each.
- 31.2 The Principal Company Voting Formula shall be calculated as follows

Principal Company's number of votes = total number of members (including the Principal Company itself).

32. Voting: general

A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

33. Errors and disputes

- 33.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 33.2 Any such objection must be referred to the chairman of the meeting whose decision is final.

34. Poll votes

- 34.1 A poll on a resolution may be demanded
- (A) in advance of the general meeting where it is to be put to the vote, or
 - (B) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 34.2 A poll may be demanded by
- (A) the chairman of the meeting,
 - (B) the directors,
 - (C) two or more persons having the right to vote on the resolution, or
 - (D) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.
- 34.3 A demand for a poll may be withdrawn if
- (A) the poll has not yet been taken, and
 - (B) the chairman of the meeting consents to the withdrawal.

- 34.4 Polls must be taken immediately and in such manner as the chairman of the meeting directs.

35. Content of proxy notices

- 35.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which

- (A) states the name and address of the member appointing the proxy,
- (B) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,
- (C) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine, and
- (D) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate.

35.2 The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

35.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

35.4 Unless a proxy notice indicates otherwise, it must be treated as

- (A) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
- (B) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

36. Delivery of proxy notices

36.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.

36.2 An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

36.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

36.4 The directors may require the production of any evidence which they consider necessary to determine the validity of any proxy notice.

37. Amendments to resolutions

37.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if

- (A) notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
- (B) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

37.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if

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- (A) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - (B) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 37.3 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

Part 4

Administrative Arrangements

38. Means of communication to be used

- 38.1 Subject to the articles, anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.
- 38.2 Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- 38.3 A director may agree with the company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

39. When notice or other communication deemed to have been received

- 39.1 Any notice, document or information sent or supplied by the company to the members or any of them
- (A) by post, shall be deemed to have been received 24 hours after the time at which the envelope containing the notice, document or information was posted unless it was sent by second class post, or there is only one class of post, or it was sent by air mail to an address outside the United Kingdom, in which case it shall be deemed to have been received 48 hours after it was posted. Proof that the envelope was properly addressed, prepaid and posted shall be conclusive evidence that the notice, document or information was sent,
 - (B) by being left at a member's registered address, or such other postal address as notified by the member to the company for the purpose of receiving company communications, shall be deemed to have been received on the day it was left,
 - (C) by electronic means, shall be deemed to have been received 24 hours after it was sent. Proof that a notice, document or information in electronic form was addressed to the electronic address provided by the member for the purpose of receiving communications from the company shall be conclusive evidence that the notice, document or information was sent, and
 - (D) by making it available on a website, shall be deemed to have been received on the date on which notification of availability on the website is deemed to have been received in accordance with this article or, if later, the date on which it is first made available on the website.

40. Company seals

- 40.1 Any common seal may only be used by the authority of the directors.
- 40.2 The directors may decide by what means and in what form any common seal is to be used.
- 40.3 Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

40.4 For the purposes of this article, an authorised person is

- (A) any director of the company,
- (B) the company secretary (if any), or
- (C) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

41. No right to inspect accounts and other records

Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member.

42. Provision for employees on cessation of business

The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

Directors' Indemnity and Insurance

43. Indemnity

43.1 Subject to 43.5, a relevant director of the company shall be indemnified out of the company's assets against

- (A) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,
- (B) any liability incurred by that director in connection with the activities of the company or an associated company in its capacity as a trustee of an occupational pension scheme,
- (C) any other liability incurred by that director as an officer of the company or an associated company.

43.2 The company may fund a relevant director's expenditure for the purposes permitted under the Companies Acts and may do anything to enable a relevant director to avoid incurring such expenditure as provided in the Companies Acts.

43.3 No relevant director shall be accountable to the company or the members for any benefit provided pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the company.

43.4 In addition, a director shall be entitled to an indemnity in accordance with the trust deed and rules of the Centrica Pension Plan as amended from time to time.

43.5 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

44. Insurance

The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of the company or any relevant person in respect of any relevant loss or otherwise in accordance with the trust deed and rules of the Centrica Pension Plan as amended from time to time.

45. **Definitions**

In articles 43 and 44

- (A) companies are "associated" if one is a subsidiary of the other or both are subsidiaries of the same body corporate,
- (B) a "relevant director" means any director or former director of the company or an associated company,
- (C) a "relevant person" means any director, officer or employee or former director, officer or employee of the company or an associated company, and
- (D) a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company, any associated company or any pension fund or employees' share scheme of the company or associated company.