

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action you should take you are recommended to seek your own financial advice from your stockbroker, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000.

If you have sold or transferred all of your holding of ordinary shares in Drax Group plc please forward this document and the accompanying documents (but not the personalised Form of Proxy), as soon as possible, to the purchaser or the transferee or to the person through whom the sale or transfer was effected for transmission to the purchaser or the transferee.



## DRAX GROUP PLC NOTICE OF THE ANNUAL GENERAL MEETING (AGM)

TO BE HELD AT 10.00AM ON THURSDAY 25 APRIL 2024  
AT ETC.VENUES 133 HOUNDSDITCH, LONDON EC3A 7BX

For shareholders, a Form of Proxy is enclosed with this document. Whether or not you propose to attend the AGM either in person or online, you are requested to complete and submit a Form of Proxy to the Company's Registrars, Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA to arrive by no later than 10.00am on Tuesday 23 April 2024.

If you hold shares in CREST you may appoint a proxy by completing and transmitting a CREST proxy instruction to Equiniti Limited (CREST participant ID RA19) so that it is received by no later than 10.00am on Tuesday 23 April 2024.

The return of a completed Form of Proxy or CREST proxy instruction will not prevent you from attending the AGM and voting on the day if you wish to do so.

# Contents and expected timetable of principal events 2024

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## Expected timetable of principal events 2024

Record date for entitlement to the final dividend	19 April
Latest time for receipt of Forms of Proxy and CREST proxy instructions to be valid at the AGM	10.00am on 23 April
AGM	10.00am on 25 April
Dispatch of the final dividend warrants and tax vouchers	16 May
Payment date for the final dividend	17 May

# Part A

## Letter from the Chair

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Registered Office:  
Drax Power Station  
Selby  
North Yorkshire  
YO8 8PH  
Registered in England and Wales  
Number 5562053

### Directors

Andrea Bertone (Chair)  
Will Gardiner (CEO)  
Andy Skelton (CFO)  
John Baxter CBE  
Nicola Hodson  
Kim Keating  
David Nussbaum  
Erika Peterman  
Vanessa Simms

20 March 2024

Dear Shareholder,

### Annual General Meeting (AGM)

I am pleased to enclose the Notice of the AGM of Drax Group plc (the Company or Drax), which will be held at 10.00am on Thursday 25 April 2024 at etc.venues 133 Houndsditch, London EC3A 7BX. The Notice of the AGM is set out in Part B on pages 3 and 4.

I am very pleased to be able to invite you to attend the meeting either in person or online by logging on to <https://web.lumiagm.com>.

A user guide detailing the arrangements on how to join, submit questions and vote at the meeting online is set out in Appendix 3 on pages 20 and 21.

Your vote is important to us. All votes will be by poll, which means that each share carries one vote and all votes count. We strongly encourage you to vote in advance or to appoint the Chair as your proxy by submitting to us the enclosed Form of Proxy by post or electronically as further detailed in Part D on pages 8 to 11.

### Explanatory notes

The explanatory notes to the Resolutions are set out in Part C on pages 5 to 7.

### Annual Report and Accounts

A copy of the Company's Annual Report and Accounts for the year ended 31 December 2023 is now available on our website at [www.drax.com/investors/announcements-events-reports/annual-reports-and-accounts/](http://www.drax.com/investors/announcements-events-reports/annual-reports-and-accounts/). Our website is one of the means by which we communicate with our shareholders. As well as the Annual Report and Accounts, you can find further information about our carbon negative ambitions and progress, our approach to sustainability, the latest news and press releases, investor presentations and dividend history. You can sign up for newsletters about Drax on our website at [www.drax.com](http://www.drax.com).

If you have requested to receive a hard copy of the Annual Report and Accounts, this is enclosed. If you no longer wish to receive a hard copy, and instead wish to receive communications electronically, please contact our Registrar, Equiniti, on +44 (0)371 384 2030 (lines are open from 8.30am to 5.30pm, Monday to Friday excluding public holidays in England and Wales).

Any changes to the arrangements for the meeting will also be communicated to shareholders via our website as soon as possible, and shareholders are encouraged to monitor [www.drax.com/investors/announcements-events-reports/agms-and-general-meetings/](http://www.drax.com/investors/announcements-events-reports/agms-and-general-meetings/) for updates.

### Action to be taken

#### Ordinary shareholders

Whether or not you propose to attend the AGM in person or online, you are requested to:

- (a) complete and sign the enclosed Form of Proxy in accordance with the instructions printed thereon. Completed Forms of Proxy should be returned to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA as soon as possible and in any event so as to be received by Equiniti Limited by no later than 10.00am on Tuesday 23 April 2024; or
- (b) register the appointment of your proxy electronically at [www.sharevote.co.uk](http://www.sharevote.co.uk). You will need your Voting ID, Task ID and Shareholder Reference Number (this is the series of numbers printed on your Form of Proxy). Alternatively, if you have already registered with Equiniti's online portfolio service, Shareview, you can submit your Form of Proxy at [www.shareview.co.uk](http://www.shareview.co.uk) using your user ID and password. Full instructions are given on both websites and your Form of Proxy must be received by no later than 10.00am on Tuesday 23 April 2024.

If you hold your shares within the Drax Corporate Sponsored Nominee Scheme, your shares are held on your behalf in the name of Equiniti Corporate Nominees Limited. Equiniti Corporate Nominees Limited is the registered shareholder but you can instruct them how you want the votes in respect of your shares to be cast at the AGM by following the instructions at [www.sharevote.co.uk](http://www.sharevote.co.uk) and voting by no later than 10.00am on Monday 22 April 2024.

If you hold shares in CREST you may appoint a proxy by completing and transmitting a CREST proxy instruction to Equiniti Limited (CREST participant ID RA19) so that it is received by no later than 10.00am on Tuesday 23 April 2024.

The return of a completed Form of Proxy or CREST proxy instruction will not prevent you from attending and voting at the AGM in person or online should you choose to do so.

### Voting arrangements

Voting on each of the Resolutions to be put to the AGM will be by poll so that all votes are included whether or not the shareholder is able to attend the meeting.

The results of the voting at the meeting will be announced to the London Stock Exchange as soon as practicable following the meeting and will also appear on the Company's website [www.drax.com/investors/announcements-events-reports/regulatory-news-alerts/](http://www.drax.com/investors/announcements-events-reports/regulatory-news-alerts/).

The Company has included on the Form of Proxy a 'Vote withheld' option in order for shareholders to abstain from voting on any particular Resolution. You should note, however, that a 'Vote withheld' is not a vote in law and will not be counted in determining the proportion of votes cast 'For' and 'Against' a Resolution on a poll.

### Recommendation

The Directors of the Company consider that the Resolutions to be put to shareholders at the AGM are in the best interests of the Company and its members as a whole.

Accordingly, the Directors unanimously recommend that you vote in favour of all the proposed Resolutions as they intend to do so in respect of their own beneficial interests.

Yours sincerely

**Andrea Bertone**  
Chair

# Part B

## Notice of the Annual General Meeting

Notice is hereby given that the Annual General Meeting (AGM) of Drax Group plc (the Company) will be held at 10.00am on Thursday 25 April 2024 at etc.venues 133 Houndsditch, London EC3A 7BX.

The shareholders of the Company are asked to consider and, if thought fit, pass Resolutions 1 to 16 and 20 as ordinary Resolutions, and to consider and, if thought fit, pass Resolutions 17 to 19 and 21 as special Resolutions.

1. To receive the Annual Report and Accounts of the Company for the year ended 31 December 2023, including (i) the Directors' report; (ii) the Strategic report; and (iii) the report of the auditor of the Company on those audited accounts and the auditable part of the Directors' Remuneration Report.
2. To approve the annual statement to shareholders by the Chair of the Remuneration Committee and the Annual Report on Remuneration for the year ended 31 December 2023 set out on pages 144 to 160 of the Annual Report and Accounts.
3. To approve the final dividend of 13.9 pence per share for the year ended 31 December 2023, payable to shareholders who are on the register of members (Register) of the Company at 6.30pm on 19 April 2024.
4. To elect Andrea Bertone as a Director of the Company.
5. To re-elect Will Gardiner as a Director of the Company.
6. To re-elect Andy Skelton as a Director of the Company.
7. To re-elect John Baxter as a Director of the Company.
8. To re-elect Nicola Hodson as a Director of the Company.
9. To re-elect Kim Keating as a Director of the Company.
10. To re-elect David Nussbaum as a Director of the Company.
11. To re-elect Erika Peterman as a Director of the Company.
12. To re-elect Vanessa Simms as a Director of the Company.
13. To appoint PricewaterhouseCoopers LLP as auditor of the Company to hold office from the conclusion of the 2024 AGM until the conclusion of the next meeting at which accounts are laid before the Company.
14. To authorise the Directors to determine the auditor's remuneration.
15. That in accordance with Sections 366 and 367 of the Companies Act 2006 (CA 2006), the Company and all of the companies that are or become subsidiaries of the Company from time to 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, as defined in Sections 363 and 364 CA 2006, not exceeding £100,000 in total; and/or
  - b. make political donations to political organisations other than political parties, as defined in Sections 363 and 364 CA 2006, not exceeding £100,000 in total; and/or
  - c. incur political expenditure, as defined in Section 365 CA 2006, not exceeding £100,000 in total,

in each case 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 2025 AGM (or, if earlier, until the close of business on 30 June 2025).

16. That in substitution for all subsisting authorities, to the extent unused, the Directors be and they are hereby generally and unconditionally authorised in accordance with Section 551 CA 2006 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 £14,812,340 (such amount to be reduced by the nominal amount of any equity securities (as defined in Section 560 CA 2006) allotted or granted under paragraph (b) of this Resolution in excess of £14,812,340); and
- b. comprising equity securities (within the meaning of Section 560 CA 2006) up to an aggregate nominal amount of £29,624,680 (such amount to be reduced by the aggregate nominal amount of any shares allotted or rights granted under paragraph (a) of this Resolution) in connection with an offer by way of a rights issue:
  - 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 or securities represented by depositary receipts, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange or any other matter.

The authorities conferred on the Directors under paragraphs (a) and (b) above shall commence on the date of the passing of this Resolution and remain in force until the conclusion of the 2025 AGM (or, if earlier, until the close of business on 30 June 2025), save that under each authority the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or rights to subscribe for, or to convert any security into, shares to be granted after such expiry and the Directors may allot shares or grant rights to subscribe for, or to convert any security into, shares (as the case may be) in pursuance of such an offer or agreement as if the relevant authority conferred hereby had not expired.

17. That, if Resolution 16 above is passed, the Directors be authorised to allot equity securities (as defined in CA 2006) for cash under the authority conferred by Resolution 16 and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 CA 2006 did not apply to any such allotment or issue, such authority to be limited:
- a. to the allotment of equity securities in connection with an offer of equity securities (but in the case of the authority granted under paragraph (b) of Resolution 16, 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 any treasury shares, fractional entitlements or securities represented by depositary receipts, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange or any other matter; and

- b. to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) of this Resolution 17) up to a nominal amount of £4,443,746,

such authority to expire at the end of the 2025 AGM (or, if earlier, at the close of business on 30 June 2025) but 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.

18. That, if Resolution 16 above is passed, the Directors be authorised in addition to any authority granted under Resolution 17 above, to allot equity securities (as defined in CA 2006) for cash under the authority conferred by Resolution 16 and/or to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 CA 2006 did not apply to any such allotment or sale, such authority to be limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £4,443,746, such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within 12 months of the original transaction) a transaction which the Board of the Company determines to be either an acquisition or a specified capital investment of a kind contemplated by the Pre-Emption Group's Statement of Principles (the Statement of Principles) as revised in November 2022, such authority to expire at the end of the 2025 AGM (or, if earlier, at the close of business on 30 June 2025) 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.

19. That the Company be and is hereby generally and unconditionally authorised for the purposes of Section 701 CA 2006, to make market purchases (within the meaning of Section 693(4) CA 2006) of ordinary shares with nominal value of 11 <sup>1</sup>/<sub>2</sub> pence each in the capital of the Company (ordinary shares) on such terms and in such manner as the Directors of the Company shall from time to time determine, provided that:

- a. the maximum aggregate number of ordinary shares hereby authorised to be purchased is 38,468,257;
- b. the minimum price (exclusive of expenses) which may be paid for an ordinary share is its nominal value; and

- c. the maximum price (exclusive of expenses) which may be paid for an ordinary share is not more than the higher of:
- i. an amount equal to 105% of the average of the middle market quotations of an ordinary share (as derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the date on which that ordinary share is contracted to be purchased; and
- ii. the amount stipulated by Article 5(6) of the Market Abuse Regulation (EU) No 596/2014 as onshored into UK law on 31 December 2020 by the European Union (Withdrawal) Act 2018.
- d. the authority hereby conferred shall commence on the date of the passing of this Resolution and remain in force until the conclusion of the 2025 AGM (or, if earlier, until the close of business on 30 June 2025), unless previously revoked, varied or renewed by the Company in general meeting; and
- e. the Company may at any time prior to the expiry of such authority enter into a contract or contracts under which a purchase of ordinary shares under such authority will or might be completed or executed wholly or partly after the expiration of such authority and the Company may purchase ordinary shares in pursuance of any such contract or contracts as if the authority conferred hereby had not expired.

20. That

- a. the rules of the Drax Group plc 2024 Sharesave Plan (the Sharesave), the principal terms of which are summarised in Appendix 1 to this Notice of AGM, in the form produced at the AGM and initialled by the Chair for the purposes of identification, be and are hereby approved and that the Directors be authorised to do all acts and things which they may consider necessary or desirable to establish and give effect to the Sharesave and to ensure that the Sharesave satisfies the requirement of the legislation governing UK tax advantaged 'Save As You Earn' plans; and
- b. the Directors be authorised to establish schedules or further plans based on the Sharesave but which have been modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such schedules or further plans are treated as counting against the limits on individual and overall participation in the Sharesave.

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

By order of the Board

**Brett Gladden**  
Group Company Secretary  
Drax Group plc,  
Drax Power Station,  
Selby,  
North Yorkshire,  
YO8 8PH

20 March 2024

# Part C

## Explanatory notes to the Notice of the AGM

### Resolution 1

#### To receive the Company's Annual Report and Accounts

The Directors are required to present to the meeting the Annual Report and Accounts for the financial year ended 31 December 2023. This includes: (i) the audited accounts; (ii) the Directors' report; (iii) the Strategic report; and (iv) the report of the auditor of the Company on the audited accounts and the auditable part of the Directors' Remuneration Report. A separate Resolution seeks approval by the shareholders of the Directors' Remuneration Report, which vote is advisory in nature.

### Resolution 2

#### Directors' Remuneration Report

Resolution 2 seeks shareholder approval for the annual statement to shareholders by the Chair of the Remuneration Committee and the Annual Report on Remuneration which can be found on pages 144 to 160 of the Annual Report and Accounts. The Annual Report on Remuneration gives details of the implementation of the Company's existing Directors' Remuneration Policy in terms of the payments and share awards made to the Directors in connection with their performance and that of the Company in respect of the year ended 31 December 2023. This vote is advisory and will not affect the way in which the Directors' Remuneration Policy has been implemented.

The Company's auditor during the year, Deloitte LLP, has audited those parts of the Directors' Remuneration Report that are required to be audited and their report can be found on pages 168 to 176 of the Annual Report and Accounts.

### Resolution 3

#### To approve the final dividend

Resolution 3 seeks shareholder approval to pay the final dividend of 13.9 pence per ordinary share, which is recommended by the Directors for payment to those shareholders who are on the Register of the Company at 6.30pm on 19 April 2024. If approved by shareholders at the AGM, the final dividend will be paid on 17 May 2024.

### Resolutions 4 to 12

#### To elect, and re-elect, the Directors

The Company's articles of association provide that any new Director appointed by the Board during the year may hold office only until the next AGM, when that Director must retire but shall be eligible for election as a Director by the shareholders at that meeting. Andrea Bertone has joined the Board since the last AGM, having been appointed by the Board on 24 August 2023, and is accordingly seeking election by shareholders.

In accordance with the Company's articles of association, and in line with the recommendations of the UK Corporate Governance Code (the Code), each of the other Directors will retire and offer themselves for re-election by shareholders.

The skills and experience for each of the Directors are set out in Part F of this Notice (and on pages 114 to 116 of the Annual Report and Accounts).

The Board has determined that all of the Non-Executive Directors being proposed for election or re-election are independent in character and judgement, and there are no relationships or circumstances which are likely to affect, or could appear to affect, their independence.

Following the internally conducted evaluations during 2023, the Board is satisfied that the performance of each Director standing for election or re-election continues to be effective and that each Director continues to demonstrate commitment to the role.

### Resolutions 13 and 14

#### Appointment of auditor and determination of their remuneration

The Company must appoint or re-appoint an auditor at every general meeting at which accounts are presented and it is normal practice for the Company's Directors, acting through the Audit Committee, to be authorised to determine the auditor's remuneration.

Following a competitive tender process led by the Audit Committee, the Board has appointed PricewaterhouseCoopers LLP as the Group's external auditors to take effect from, and including, the financial year ended 31 December 2024. Accordingly, Resolution 13 proposes the appointment of PricewaterhouseCoopers LLP as the Group's external auditors to hold office until the conclusion of the next meeting at which accounts are laid before the Company. Deloitte LLP will step down as the Company's external auditors upon completion of their work for the financial year ending 31 December 2023. A copy of Deloitte LLP's statement of circumstances pursuant to Section 519 of the CA 2006 is set out in Appendix 2 of this Notice.

Resolution 14 seeks authorisation for the Company's Directors, acting through the Audit Committee, to be authorised to determine the auditor's remuneration.

### Resolution 15

#### Political donations and expenditure

Part 14 of the CA 2006 contains restrictions on companies making political donations or incurring political expenditure.

Drax is a politically neutral organisation and did not make any political donations or incur any political expenditure (within the ordinary meaning of those words) in 2023.

It is not the policy of the Company to make donations to political parties, and the Directors have no intention of changing that policy. However, the CA 2006 defines political donations and political expenditure terms very widely. This means 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, which might not be thought to be political expenditure in the usual sense, could require shareholders' consent under the CA 2006.

In view of the broad wording adopted in the CA 2006, and the Board's wish to avoid any inadvertent infringement of it, it is seeking shareholders' consent for the Company, and any wholly-owned subsidiary company, to incur total annual expenditure for such purposes, provided that the aggregate amount of any such donations and expenditure shall not exceed £125,000 per year, in order that the Company and its subsidiaries may continue to engage with regulators and policymakers without inadvertently breaching the applicable legislation. Further information on how the Company and its subsidiaries engaged with political parties in 2023 can be found on pages 35 and 163 of the Annual Report and Accounts, and the Political Engagement Policy is available on our website at [www.drax.com/about-us/corporate-governance/compliance-and-policies/drax-political-engagement-policy/](http://www.drax.com/about-us/corporate-governance/compliance-and-policies/drax-political-engagement-policy/).

It is the intention that the Company will seek to renew this authority, if appropriate, at each subsequent AGM.

### Resolution 16

#### Authority of Directors to allot shares

Resolution 16 seeks renewal of the Directors' authority to allot shares, as required under Section 551 CA 2006. Upon the passing of Resolution 16, the Directors will have authority (pursuant to paragraph (a) of the Resolution) to allot shares up to an aggregate nominal value of £14,812,340, which is approximately one-third of the issued ordinary share capital of the Company (excluding treasury shares) as at 1 March 2024 (being the latest practicable date before the publication of this Notice). This authority will expire immediately following the AGM in 2025 or on 30 June 2025, whichever is the earlier.

In addition, in accordance with the Investment Association Share Capital Management Guidelines (which set out the expectations of institutional investors in relation to, among other things, the authority of Directors to allot shares), upon the passing of Resolution 16, the Directors will have authority (pursuant to paragraph (b) of the Resolution) to allot ordinary shares in connection with a rights issue in favour of ordinary shareholders up to a maximum nominal value of £29,624,680, as reduced by the nominal amount of any shares issued under paragraph (a) of Resolution 16.

This amount (before any reduction in respect of issuances under paragraph (a)) represents approximately two-thirds of the Company's issued ordinary share capital (excluding treasury shares) as at 1 March 2024 (being the latest practicable date before the publication of this Notice). This authority will also expire immediately following the AGM in 2025 or on 30 June 2025, whichever is the earlier. In line with guidance issued by the Investment Association, Resolution 16 will give the Directors authority to allot ordinary shares representing up to approximately two-thirds of the Company's current issued share capital pursuant to a rights issue.

The Directors will continue to seek to renew these authorities at each AGM, in accordance with current best practice from time to time. The Directors have no current plans to exercise this authority, except in connection with employee share plans, but consider it prudent to have the flexibility that this authority provides.

As at 1 March 2024, being the latest practicable date before publication of this Notice, the Company held 40,258,547 treasury shares, which represented approximately 9.47% of the Company's issued share capital at that date.

### Resolution 17

#### General disapplication of pre-emption rights

If the Directors wish to exercise the authority granted under Resolution 16 and offer shares (or sell any shares which the Company may purchase and elect to hold as treasury shares) for cash, the CA 2006 requires that, unless shareholders have given specific authority for the waiver of their statutory pre-emption rights, the new shares must be offered first to existing shareholders in proportion to their existing shareholdings. In certain circumstances, it may be in the best interests of the Company to allot new shares (or to grant rights over shares) for cash without first offering them to existing shareholders in proportion to their holdings.

Resolution 17 will authorise the Directors to do this by allowing the Directors to allot shares for cash: (i) by way of a rights issue (subject to certain exclusions); (ii) by way of an open offer or other offer of securities (not being a rights issue) in favour of existing shareholders in proportion (as nearly as may be practicable) to their shareholdings (subject to certain exclusions); and (iii) otherwise than under (i) or (ii), up to an aggregate nominal value of £4,443,746 which is equivalent to approximately 10% of the issued ordinary share capital of the Company (excluding treasury shares) on 1 March 2024 (being the latest practicable date prior to the publication of this Notice). The Resolution also applies to the sale and re-issue of ordinary shares held as treasury shares by the Company. As at 1 March 2024, being the latest practicable date before the publication of this Notice, the Company held 40,258,547 treasury shares.

The authority sought is in line with institutional shareholder guidance, including the Pre-Emption Group's Statement of Principles as revised in November 2022 (the Statement of Principles). The Directors acknowledge the provisions of the Statement of Principles and confirm that the Board will follow the general principles set out therein.

If approved by shareholders, the authority contained in Resolution 17 will expire on the earlier of the conclusion of the AGM in 2025 or on 30 June 2025. The Directors intend to renew such power at successive AGMs, in accordance with current best practice.

The Directors have no current plans to exercise this authority but consider it prudent to preserve maximum flexibility for the future whilst ensuring that existing shareholders' interests are protected in line with institutional investor body guidance.

### Resolution 18

#### Additional disapplication of pre-emption rights

Resolution 18 authorises the Directors to allot new shares (or sell treasury shares) for cash, without the shares first being offered to existing shareholders in proportion to their existing holdings, in addition to the authority set out in Resolution 17, in connection with the financing (or refinancing, if the authority is to be used within 12 months of the original transaction) of an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding 12-month period and is disclosed in the announcement of the allotment.

The authority under Resolution 18 is limited to an aggregate nominal value of £4,443,746 which is equivalent to approximately 10% of the issued ordinary share capital of the Company (excluding treasury shares) on 1 March 2024 (being the latest practicable date prior to the publication of this Notice).

The Resolution also applies to the sale and re-issue of ordinary shares held as treasury shares by the Company. As at 1 March 2024, being the latest practicable date before the publication of this Notice, the Company held 40,258,547 treasury shares.

The authority sought is in line with institutional shareholder guidance, including the Pre-Emption Group's Statement of Principles as revised in November 2022 (the Statement of Principles). The Directors acknowledge the provisions of the Statement of Principles and confirm that the Board will follow the general principles set out therein.

If approved by shareholders, the authority contained in Resolution 18 will expire on the earlier of the conclusion of the AGM in 2025, or on 30 June 2025. The Directors intend to renew such power at successive AGMs, in accordance with current best practice.



As with Resolution 17, the Directors have no current plans to exercise this authority, but consider it prudent to preserve maximum flexibility for the future whilst ensuring that existing shareholders' interests are protected in line with institutional investor body guidance.

Resolutions 17 and 18 have been separated in accordance with the guidance issued by the Pre-Emption Group.

## Resolution 19

### To authorise the Company to purchase its own shares

Resolution 19 is to authorise the Company to buy back up to 38,468,257 ordinary shares. The authority will expire at the conclusion of the 2025 AGM or, if earlier, on 30 June 2025. The Directors intend to seek renewal of this power at subsequent AGMs in accordance with current best practice.

Resolution 19 specifies the maximum number of ordinary shares which may be purchased (representing 10% of the Company's issued ordinary share capital as at 1 March 2024) and the maximum and minimum prices at which they may be bought, exclusive of expenses, reflecting the requirements of the CA 2006 and the Listing Rules.

The Directors have no present intention of exercising this authority, other than in relation to employee share plans or where it is considered appropriate in order to return value to shareholders. The granting of this authority should not be taken to imply that any ordinary shares will be purchased. Except in relation to the above, no purchase of ordinary shares will be made unless it is expected that the effect will be to increase earnings per share and the Directors consider it to be in the best interests of shareholders.

Under the CA 2006, the Company is allowed to hold its own shares in treasury following a buy back, instead of having to cancel them. This gives the Company the ability to re-issue treasury shares quickly and cost-effectively (including pursuant to the authority under Resolution 16 above) and provides the Company with additional flexibility in the management of its capital base. The Company currently holds 40,258,547 shares in treasury following two buy back programmes which completed in January 2019 and September 2023.

Such shares may be re-sold for cash but all rights attaching to them, including voting rights and any right to receive dividends, are suspended whilst they are held in treasury. If the Directors exercise the authority conferred by Resolution 19, the Directors intend to hold such shares in treasury, but will assess which option to pursue at the relevant time and form a decision.

The total number of options to subscribe for, and awards over, shares, outstanding at 1 March 2024, being the last practicable date before the publication of this Notice was 11,491,811. This represents approximately 2.99% of the issued share capital (excluding treasury shares) at that date. If the Company were to buy back the maximum number of ordinary shares permitted pursuant to this Resolution then the total number of options to subscribe for ordinary shares, outstanding at 1 March 2024, would represent approximately 3.32% of the reduced share capital (excluding treasury shares) at that date.

Of the total share options outstanding as at 1 March 2024, an aggregate number of approximately 2.8 million are expected to mature or vest in 2024 under the Company's various share plans. More information on outstanding awards and associated share-based payments can be found in note 6.2 to the Consolidated financial statements in the Annual Report and Accounts for the year ended 31 December 2023.

## Resolution 20

### To approve the new Drax Group plc 2024 Sharesave Plan

The Group has for many years operated a UK tax-advantaged sharesave plan in the UK, which is popular with employees and achieves strong participation.

The existing plan, The Drax Group plc Sharesave Plan, was adopted by the Board on 20 October 2005 and its renewal approved by shareholders on 22 April 2015. It is due to expire on 22 April 2025.

To ensure that the Group can continue to operate a sharesave in 2025 and beyond, shareholders are now asked to approve The Drax Group plc 2024 Sharesave Plan (the Sharesave).

The Sharesave has similar terms to The Drax Group plc Sharesave Plan and reflects current market practice, legislation, and relevant guidance issued by HM Revenue & Customs. The rules of the Sharesave are also presented in a "plain English" format. The Group intends that the Sharesave will be operated on largely the same basis as the current plan. If the Sharesave is approved, it will terminate on the date of the AGM of the Company in 2034.

Resolution 20 seeks shareholder approval for the Sharesave, the principal terms of which are summarised in Appendix 1 to the Notice of AGM.

If passed, Resolution 20 will also enable the Company to add sub-plans to the Sharesave or establish further plans based on the Sharesave to enable the grant of options and awards to employees in overseas territories, taking account of local tax, exchange control, and securities law issues in the relevant jurisdiction.

## Resolution 21

### To allow general meetings to be held on 14 clear days' notice in certain circumstances

Resolution 21 is a resolution to allow the Company to hold general meetings (other than AGMs) on 14 clear days' notice.

The Shareholders' Rights Regulations state that the notice period required for general meetings of the Company is 21 clear days, unless shareholders approve a shorter notice period, which cannot, however, be less than 14 clear days. AGMs will continue to be held on at least 21 clear days' notice.

In order to preserve the Company's ability to call general meetings (other than an AGM) on 14 clear days' notice, Resolution 21 seeks such approval. The shorter notice period would not be used as a matter of routine for such meetings, but only where the flexibility is merited by the business of the meeting and is thought to be to the advantage of shareholders as a whole.

The CA 2006 requires that, in order to be able to call a general meeting on less than 21 clear days' notice, the Company must make a means of electronic voting available to all shareholders for that meeting. The Company provides this facility currently and would do so at any such meeting (see Part D of this document for the Company's arrangements for electronic voting).

# Part D

## Administrative notes relating to the AGM

### Attendance

1. We have made arrangements for shareholders to attend the AGM either in person or online using the Lumi AGM platform. The doors of the AGM venue will open at 9.30am and the AGM will start promptly at 10.00am. Please bring the Attendance Card which is attached to the Form of Proxy with you if you attend the meeting in person. It will authenticate your right to attend, speak, and vote and will speed up your admission to the meeting. You may also be asked to provide proof of identity. If you do not have your Attendance Card, you may be asked to provide two forms of identity (which may require photo identity and verification of your address). If you have been appointed as a proxy for a shareholder entitled to vote and you attend the AGM in person, please let the admission staff know. You should bring proof of identity with you and you will be asked to confirm the details of the shareholder you are representing. Further details on how you can join us online using the Lumi AGM platform are set out in Appendix 3 of this Notice.
2. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001 (as amended) and for the purposes of Section 360B CA 2006, the Company specifies that only those shareholders registered on the Register at 6.30pm on Tuesday 23 April 2024 (the Specified Time) (or if the meeting is adjourned to a time more than 48 hours after the Specified Time, by 6.30pm on the day which is two days (excluding non-business days) prior to the time of the adjourned meeting) shall be entitled to attend and vote thereat in respect of the number of shares registered in their name at the Specified Time. If the meeting is adjourned to a time not more than 48 hours after the Specified Time, that time will also apply for the purposes of determining the entitlement of members to attend and vote (and for the purposes of determining the number of votes they may cast) at the adjourned meeting. Changes to the Register after the relevant deadline shall be disregarded in determining rights to attend and vote.
3. If you have sold or transferred all your shares, this booklet and any accompanying documents (but not the personalised Form of Proxy or Form of Direction) should be passed to the person through whom the sale or transfer was made for transmission to the purchaser or transferee.

### Safety

4. In the interests of safety and security:
  - all bags will be searched before entry into the venue is permitted for those attending in person;
  - those who interfere with the safety of others or disrupt the good order of the meeting may be removed; and
  - the recording, filming and the taking of photographs in the AGM venue or of the Lumi AGM online platform is prohibited.

### Voting

5. Voting on each of the Resolutions to be put to the AGM will be by poll, so that all shares voted are included, whether or not the member is able to attend the meeting. The results of the voting at the meeting and the number of proxy votes cast for and against and the number of votes abstained in respect of each of the Resolutions proposed at the meeting will be announced to the London Stock Exchange as soon as practicable following the meeting and also will be published on the Company's website at [www.drax.com](http://www.drax.com).
6. Members are reminded of their right under Section 360BA CA 2006 to request, within 30 days of a general meeting, information which enables them to determine that their vote on a poll at the general meeting was validly recorded and counted by the Company.

### Questions at the meeting

7. Questions for the Board can be submitted in advance or at the AGM through the Lumi AGM platform. To enable the Board to address as many member questions as possible, we would request that, where possible, questions are submitted in advance of the AGM.
8. If multiple questions on the same topic are received in advance of the AGM, the Chair may choose to provide a single answer to address member queries on the same topic.
9. Any member joining the meeting has the right to ask questions. The Company must cause to be answered any question relating to the business being dealt with at the meeting put by a member joining the meeting. However, members should note that no answer need be given in the following circumstances:
  - if to do so would interfere unduly with the preparation of the meeting or would involve a disclosure of confidential information;
  - if the answer has already been given on a website in the form of an answer to a question; or
  - if it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

### Appointment of proxies

10. If you are a member of the Company at the time set out in note 2 above, you are entitled to appoint one or more proxies to exercise all or any of your rights to join and ask questions at the meeting. Your proxy does not need to be a member of the Company. If a member appoints more than one proxy to join the meeting, each proxy must be appointed to exercise the rights attached to a different share or shares held by that member.
11. If a member wishes to appoint more than one proxy and so requires additional proxy forms, the member should contact the Company's Registrars, Equiniti Limited, at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA or by using their telephone helpline service on +44 (0)371 384 2030. Lines are open from 8.30am to 5.30pm, Monday to Friday excluding public holidays in England and Wales.

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12. You can only appoint a proxy using the procedures set out in these notes and the notes on the Form of Proxy. A Form of Proxy is enclosed. To be effective, the Form of Proxy must be completed and signed and, together with the power of attorney or authority, if any, under which it is signed (or a duly certified copy of any such power or authority) must be lodged with the Company's Registrars not later than 48 hours, excluding non-business days, before the time of the meeting or must be lodged using the CREST proxy voting services (see note 14 below).
  13. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Register in respect of the joint holding (the first-named being deemed the most senior).
  14. CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the meeting and any adjournment(s) thereof utilising the procedures described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). CREST personal members or other CREST sponsored members, and those CREST members who have appointed (a) voting 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 specifications and must contain the information required for such instructions, as described in the CREST Manual.
  15. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (Equiniti Limited CREST participant ID RA19) by the latest time(s) for receipt of proxy appointments specified in note 12 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST applications Host) from which the issuer's agent 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 messages. 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(s), to procure that his or her 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.
  16. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings at [www.euroclear.com](http://www.euroclear.com).
  17. 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 (as amended).
  18. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the Resolution. If you either select the "discretionary" option or if no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.
  19. If you are not a member of the Company but you have been nominated by a member of the Company to enjoy information rights, you do not have a right to appoint any proxies under the procedures set out in the "Appointment of proxies" section. Please read the section "Nominated persons" below on page 10.
- ### Appointment of proxy electronically
20. Alternatively, members may register the appointment of a proxy for the meeting electronically by accessing the website [www.sharevote.co.uk](http://www.sharevote.co.uk). You will need your Voting ID, Task ID and Shareholder Reference Number (this is the series of numbers printed on your Form of Proxy). Alternatively, if you have already registered with the Company's Registrar's online portfolio service, Shareview, you can submit your Form of Proxy at [www.shareview.co.uk](http://www.shareview.co.uk) using your usual user ID and password. Full instructions are given on both websites, which are operated by the Company's Registrars.
  21. The proxy appointment and any power of attorney or other authority under which the proxy appointment is made must be received by the Company's Registrars not less than 48 hours, excluding non-business days, before the time for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used. Please note that any electronic communication sent to the Company or to the Company's Registrars that is found to contain a computer virus will not be accepted. The use of the internet service in connection with the AGM is governed by the Company's Registrar's conditions of use set out on the Sharevote website, [www.sharevote.co.uk](http://www.sharevote.co.uk), and may be read by logging on to that site. If you want to appoint more than one proxy electronically, please contact the Company's Registrars on +44 (0)371 384 2030. Lines are open from 8.30am to 5.30pm, Monday to Friday excluding public holidays in England and Wales.

### Website giving information regarding the meeting

22. A copy of this Notice and other information required by Section 311A CA 2006 can be found on the Company's website [www.drax.com/investors/announcements-events-reports/agms-and-general-meetings/](http://www.drax.com/investors/announcements-events-reports/agms-and-general-meetings/).

### Changing proxy instructions

23. To change your proxy instructions simply submit a new proxy appointment. You will need to request a new Form of Proxy from the Company's Registrars, Equiniti Limited, by contacting them at Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA or by using their telephone helpline service on +44 (0)371 384 2030. Lines are open from 8.30am to 5.30pm, Monday to Friday excluding public holidays in England and Wales. Note that the cut-off time for receipt of Forms of Proxy (see note 12 above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

24. If you submit more than one valid proxy appointment in respect of a single share, the appointment received last before the latest time for the receipt of proxies will take precedence.

### Nominated persons

25. Any person receiving a copy of this Notice of Meeting as a person nominated by a member to enjoy information rights under Section 146 CA 2006 (a Nominated Person) should note that the provisions in this Notice concerning the appointment of a proxy or proxies to attend the meeting in place of a member, do not apply to a Nominated Person as only shareholders have the right to appoint a proxy. However, a Nominated Person may have a right under an agreement between the Nominated Person and the member by whom he or she was nominated to be appointed, or to have someone else appointed, as a proxy for the meeting. If a Nominated Person has no such proxy appointment right, or does not wish to exercise it, he or she may have a right under such an agreement to give instructions to the member as to the exercise of voting rights at the meeting. If you are a person who has been nominated under Section 146 CA 2006 to enjoy information rights:

- you may have a right under an agreement between you and the member of the Company who has nominated you to have information rights (Relevant Member) to be appointed or to have someone else appointed as a proxy for the meeting; and
- if you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Member to give instructions to the Relevant Member as to the exercise of voting rights. Nominated Persons should also remember that their main point of contact in terms of their investment in the Company remains the member who nominated the Nominated Person to enjoy information rights (or, perhaps the custodian or broker who administers the investment on their behalf). Nominated Persons should continue to contact that member, custodian or broker (and not the Company) regarding any changes or queries relating to the Nominated Person's personal details and interest in the Company (including any administrative matter). The only exception to this is where the Company expressly requests a response from a Nominated Person.

### Issued shares and total voting rights

26. As at 1 March 2024, being the latest practicable date prior to the publication of this Notice, the Company's issued share capital comprised 424,941,112 ordinary shares of 11 <sup>16</sup>/<sub>29</sub> pence each. Each ordinary share carries the right to one vote at a general meeting of the Company. The Company holds 40,258,547 shares in treasury, therefore the total number of voting rights in the Company is 384,682,565.

27. This Notice, together with information about the total numbers of shares in the Company in respect of which members are entitled to exercise voting rights at the meeting as at 1 March 2024 (being the latest practicable date prior to the publication of this Notice) and, if applicable, any members' statements, members' Resolutions or members' matters of business received by the Company after the date of this Notice, will be available on the Company's website at [www.drax.com](http://www.drax.com).

### Website publication of audit concerns

28. Under Section 527 CA 2006, members 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 auditor's report and the conduct of the audit) that are to be laid before the meeting; or any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual report and accounts were laid in accordance with Section 437 CA 2006.

29. The Company may not require the members requesting any such website publication to pay its expenses in complying with Sections 527 or 528 CA 2006. Where the Company is required to place a statement on a website under Section 527 CA 2006, it must forward the statement to the Company's auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required under Section 527 CA 2006 to publish on a website.

### Corporate representatives

30. 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 it does not do so in relation to the same shares.

### Electronic address

31. Any electronic address provided either in this Notice or in any related Documents (including the Form of Proxy) may not be used to communicate with the Company for any purposes other than those expressly stated.

### Documents available for inspection

32. A copy of each of the Executive Directors' service contracts and the Non-Executive Directors' appointment letters and conditions of appointment will be available for inspection at the Company's registered office during normal business hours from the date of this Notice until the close of the meeting. So that appropriate arrangements can be made for members wishing to inspect documents, we request that members contact the Company Secretary by email at [companysecretary@drax.com](mailto:companysecretary@drax.com) in advance of any visit to ensure that access can be arranged.

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## Members' right to have a matter of business dealt with at the meeting

33. Under Sections 338 and 338A CA 2006, members meeting the threshold requirements in those Sections have the right to require the Company to:
- give, to members of the Company entitled to receive notice of the meeting, notice of a Resolution which may properly be moved and is intended to be moved at the meeting; and/or
  - include in the business to be dealt with at the meeting any matter (other than a proposed Resolution) which may properly be included in the business. A Resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a Resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious.
34. Such a request may be in hard copy form or in electronic form, must identify the Resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than the date which is six clear weeks before the meeting (or, if later, the time at which notice is given of the meeting), and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

## Processing your personal data

35. Personal data provided by or on behalf of members in connection with the AGM may be processed by the Company and any third-party to whom it discloses such data in connection with the holding of the AGM (including the Company's Registrars) for the purposes of compiling and updating the Company's records in connection with the AGM, fulfilling its legal obligations and handling the rights exercised by members. The Company shall process such personal data in accordance with its privacy policy, a copy of which is available at [www.drax.com/privacy-notices/site-visitor-privacy-notice/](http://www.drax.com/privacy-notices/site-visitor-privacy-notice/).

## General enquiries

36. If you have any queries about voting or about your shareholding you can contact Equiniti Limited, who maintain the Register as follows:
- by using their telephone helpline service at +44 (0)371 384 2030; or
  - by writing to them at Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.

The telephone helpline service will be available between 8.30am and 5.30pm Monday to Friday excluding public holidays in England and Wales.

The telephone helpline service will not be able to provide legal, financial or personal taxation advice. Calls may be recorded and randomly monitored for security and training purposes.

# Part E

## Definitions

The following definitions apply throughout this document and in the accompanying Form of Proxy, unless the context requires otherwise:

"Annual General Meeting" or "AGM" or "meeting"	the Annual General Meeting of the Company to be held at 10.00am on Thursday 25 April 2024 (and any adjournment thereof)
"Board" or "Directors"	the Directors of Drax Group plc
"CA 2006"	the Companies Act 2006
"Code"	the UK Corporate Governance Code 2018
"Company" or "Drax Group" or "Drax"	Drax Group plc
"Company's Registrars"	Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA
"CREST"	the relevant systems (as defined in the CREST Regulations) in respect of which Euroclear UK & Ireland Limited is the Operator (as defined in such regulations)
"CREST Regulations"	the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755)
"Form of Proxy"	the proxy form enclosed with this document for use by shareholders to vote on the Resolutions
"London Stock Exchange"	London Stock Exchange plc
"Official List"	the official list of the UK Listing Authority
"ordinary shares"	ordinary shares with nominal value of 11 <sup>16</sup> / <sub>29</sub> pence each in the capital of the Company
"Register"	the register of members of the Company
"Resolutions"	the Resolutions set out in the notice convening the AGM
"shareholders" or "members"	holders of ordinary shares
"UK Listing Authority"	the Financial Conduct Authority acting in its capacity as the competent authority for the purposes of Part VI of the Financial Services and Markets Act 2000
"UK"	the United Kingdom of Great Britain and Northern Ireland

# Part F

## Skills and experience of the Board

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### Andrea Bertone

#### Chair

##### Contribution and Experience

Andrea is an experienced leader of large, listed businesses, having held both executive and non-executive roles at international energy companies. She has a deep understanding of global markets, including the US, and their underpinning regulation.

Andrea is the former President of Duke Energy's international division ('DEI'). She spent 15 years at Duke Energy, including seven years as President of DEI with executive responsibility for hydro and thermal assets across countries in Latin America. Prior to her role as President, Andrea held senior executive legal positions at DEI, including as associate General Counsel between 2003 and 2009. Andrea also served as Latin America counsel with Baker McKenzie. Andrea has non-executive director appointments at Waste Connections, Inc., Amcor plc and Peabody Energy Corporation. Andrea was previously a non-executive director at DMC Global Inc. and Yamana Gold Inc.

Andrea has dedicated her career to successfully leading international teams with diverse cultures and backgrounds. Andrea earned a Bachelor of Law from the University of São Paulo Law School in Brazil and a Master of Law in International and Comparative Law from Chicago-Kent College of Law at the Illinois Institute of Technology. She is a member of the Brazilian Bar Association.

Appointment to the Board: August 2023

### Will Gardiner

#### CEO

##### Contribution and Experience

Will has driven the vision and operations of the Company since becoming CEO in January 2018, inspiring Drax's transformation from a leading UK renewable energy company to global leadership in sustainable biomass with the ambition to be a global leader in carbon dioxide removals.

Sustainability considerations are at the core of everything at Drax. Will is driving Drax's sustainability agenda, taking a thought leadership role in defining sustainability criteria for woody biomass. Working with stakeholders across the spectrum, Will is creating a purpose led company at Drax to ensure outcomes that are positive for people, nature and the climate.

In addition to being CEO of Drax, Will is a Commissioner of the Energy Transitions Commission, is a member of the World Economic Forum's (WEF) Alliance of CEO Climate Leaders, and a member of Conservation International's European Council.

Will joined Drax in 2015 as CFO and was appointed as CEO in January 2018. He has a wealth of experience in finance and technology, having held CFO and divisional Finance Director roles at a number of major companies, including CSR plc (acquired by Qualcomm, Inc in 2015) and Sky. He has dual US-UK citizenship and has lived and worked in the UK since 1998.

Appointment to the Board: November 2015

### Andy Skelton

#### CFO

##### Contribution and Experience

Using his strong financial and commercial skills built over 25 years, Andy provides the financial oversight and controls that have supported the growth of Drax from a renewable energy company to an international company with a differentiated portfolio.

Andy is highly values driven, with a personal commitment to Drax's climate, nature and people positive ambitions. Andy represents Drax as a member of the Northern Powerhouse Partnership, helping create more opportunities and a better economy for the people of the North of England, where he also lives.

Previously Andy was CFO at Fidessa Group plc and has held a number of senior finance positions at CSR plc, Ericsson and Marconi, including two years as CFO of Ericsson Nikola Tesla. Andy has a BA in accounting and finance and qualified as a chartered accountant in 1994.

Appointment to the Board: January 2019

### John Baxter CBE

#### Independent Non-Executive Director

##### Contribution and Experience

John has over 45 years working across the nuclear, electricity, oil and gas sectors. John was previously at BP plc, most recently as Group Head of Engineering & Process Safety, prior to which he worked at the UK utility Powergen plc as Group Engineering Director, as well as roles as a UKAEA Board member and also as a nuclear submarine engineer officer. He is a Non-Executive Director of Sellafield Ltd and Chair of the Sellafield Board Remuneration Committee.

He is a Chartered Engineer, Fellow of both the Royal Academy of Engineering and the Royal Society of Edinburgh. John was President of both the Institution of Mechanical Engineers and The Welding Institute.

John has broad and expert level experience in engineering, health and safety, and energy generation experience. John is passionate about people development, particularly advancing the opportunities for young people in STEM careers, including via apprenticeships. His dedication to charity work and fundraising to support young people provides a depth of understanding during Board discussions on stakeholder engagement and culture matters. Also, having been born and brought up in Scotland he brings important insights to Drax on the local environment and culture.

Appointment to the Board: April 2019

### Nicola Hodson

#### Independent Non-Executive Director

##### Contribution and Experience

As Chair of the Remuneration Committee Nicola brings to the role a wide range of experience of international businesses, government organisations, and dealing with a variety of stakeholders.

Nicola is currently Chief Executive of IBM UK and Ireland and Deputy President of TechUK. Previously she was Vice-President, Global Sales and Marketing, Field Transformation at Microsoft, Chief Operating Officer of Microsoft UK and previously held P&L and sales roles at Siemens; CSC (now DXC) and EY. Nicola is a Non-Executive Director of Beazley plc.

Nicola brings expert level technology knowledge, with her current working experience at the forefront of global organisations. She is also skilled in business and digital transformation, and sales.

Nicola is committed to inclusivity and enabling people to realise their full potential, irrespective of their background.

Appointment to the Board: January 2018

### Kim Keating

#### Independent Non-Executive Director

##### Contribution and Experience

Kim is a Professional Engineer with more than 25 years of broad international experience in the oil and gas, nuclear, hydropower, and mining sectors.

Most recently, Kim was the Chief Operating Officer of the Cahill Group, one of Canada's largest multi-disciplinary construction companies. Before joining the Cahill Group in 2013, Kim held a variety of progressive leadership roles from engineering design through to construction, commissioning, production operations and offshore field development with Petro-Canada (now Suncor Energy Inc.).

Kim is currently Board chair of Major Drilling International Inc. and a Non-Executive Director of Pan American Silver Corp and Victoria Gold Corp. Kim is also a founding member of Makwa-Cahill Limited Partnership, a nuclear qualified indigenous fabrication company.

Kim is a Fellow of the Canadian Academy of Engineering, holds a Bachelor of Civil Engineering degree and an MBA. She also holds the Canadian Registered Safety Professional (CRSP) designation and Diligent Climate Leadership certification. She is a graduate of the Rotman-Institute of Corporate Directors Education Program and was awarded her ICD.D designation.

Throughout her career, Kim has made significant engineering and project management contributions to complex major projects. She has a deep appreciation and insight into the value of community partnerships particularly with indigenous groups.

Appointment to the Board: October 2021

### David Nussbaum

#### Senior Independent Non-Executive Director

##### Contribution and Experience

David holds a portfolio of Board appointments, including as Chair of Anthesis Group, International Alert and the Joffe Trust. He also serves as a member of the Board ('Council') of Chatham House, and the International Budget Partnership; is President of the Advisory Council of Transparency International UK; and is a member of the Ethical Investment Advisory Group of the Church of England.

David's executive career included being the Chief Executive of The Elders, WWF-UK, and Transparency International. He was previously Finance Director and Deputy CEO of Oxfam, and CFO of Field Group plc. In a Non-Executive capacity, David has been Deputy Chair of the International Integrated Reporting Council, Deputy Chair of Shared Interest Society, a Non-Executive Director of Low Carbon Accelerator Limited, and Chair of Traidcraft plc.

David is a chartered accountant, and has a Masters in Theology from both Cambridge and Edinburgh universities, and a Masters in Finance from London Business School.

David's extensive experience in international development and environmental matters, in addition to his prior experience as CFO of a UK listed industrial company, is of significant value to Drax and contributes to the Board's discussions and understanding of the perspectives of and engagement undertaken with stakeholders.

Appointment to the Board: August 2017

### Erika Peterman

#### Independent Non-Executive Director

##### Contribution and Experience

Erika's extensive experience is gained from over 25 years working in global organisations. Her broad knowledge has been built serving various sectors of the chemicals industry including plastics, petrochemicals, agriculture and pharma.

Erika is currently serving as Senior Vice President of Global I&D Manufacturing & Oxyfuels at multi-national chemical company LyondellBasell. Most recently, Erika was Senior Vice President at BASF Corporation, where she led the North American Chemical Intermediates business. Erika held other senior executive roles with BASF, covering manufacturing and production, engineering, strategy, and commercial business management. Passionate about STEM and DEI, she actively supports community workforce development programs, as well as a range of diversity and inclusion initiatives.

Erika sits on a variety of College of Engineering Advisory Boards, including those for the University of Houston and the Georgia Institute of Technology. She serves as a Board Trustee for The Chatfield Edge, a scholarship foundation based in Cincinnati, Ohio. She is also a member of the Executive Leadership Council, a non-profit organisation whose mission is to globally accelerate the development of black executives over the lifecycle of their careers. Erika holds a BSc in chemical engineering from the Georgia Institute of Technology and an MBA from the University of Houston.

Appointment to the Board: October 2021



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## Vanessa Simms

### Independent Non-Executive Director

#### Contribution and Experience

Vanessa has extensive experience in senior finance roles across several different, and capital intensive, industries, including real estate, medical devices and telecommunications.

Vanessa is CFO of Land Securities Group plc and has worked in finance for over 30 years. Prior to her role at Land Securities Group plc, Vanessa was CFO of Grainger plc, held a number of senior positions within Unite Group plc, including Deputy Chief Financial Officer, and was UK Finance Director at SEGRO plc.

Vanessa is a Fellow of the Association of Chartered Certified Accountants and has an Executive MBA from Ashridge.

Vanessa has broad and expert level experience in strategic capital allocation, finance, risk and internal controls at highly successful companies in the UK which is invaluable in her role as Chair of the Audit Committee. She has a comprehensive understanding of large, listed companies' requirements and brings a rich insight into a broad range of stakeholder perspectives.

Appointment to the Board: June 2018

# Appendix 1

## The Drax Group plc 2024 Sharesave Plan

### Resolution 20

#### To approve the new Drax Group plc 2024 Sharesave Plan (the "Sharesave")

This appendix sets out the principal terms of The Drax Group plc 2024 Sharesave Plan (the Sharesave) which is being put to shareholders at the AGM for approval by Resolution 20.

The Sharesave is a UK all-employee 'Save As You Earn' plan. The Sharesave will replace the existing Drax Group plc Sharesave Plan on similar terms. The Sharesave has been designed to comply with the relevant UK legislation so that UK employees and directors of the Company and its participating subsidiaries (together, Participating Companies) may purchase ordinary shares in the capital of the Company (Shares) in a tax-efficient manner.

The operation of the Sharesave will be overseen by the Board of Directors of the Company (or a duly authorised committee). Decisions of the Board are final and conclusive. References in this explanatory note to the Board includes any duly authorised committee.

#### Benefits under the Sharesave are not pensionable.

The Sharesave is governed by the laws of England and Wales, and the courts of England and Wales have exclusive jurisdiction in respect of any dispute.

#### Eligibility

Each time that the Board decides to operate the Sharesave, broadly all UK resident taxpayers who:

- are directors or employees of Participating Companies;
- satisfy any qualifying period that the Board determines applies (not exceeding a period of five years before grant, or such other statutory limit as applies from time to time); and
- in the case of Directors, are required to work for one or more Participating Companies for more than 25 hours a week in total (excluding meal breaks), must be invited to participate.

Other employees of Participating Companies may be invited to participate, at the discretion of the Board.

#### Options under the Sharesave

Awards granted under the Sharesave will be granted as UK tax-advantaged options to acquire Shares (Options) at a price per Share which is not manifestly less than 80% of the market value of a Share (which will normally be calculated as an average over three consecutive business days) on the date of invitation.

If the Option will be satisfied using newly issued Shares, the exercise price per Share must not be less than the nominal value of a Share.

It is a condition of participation in the Sharesave that anyone wishing to participate enters into a savings contract under a "certified SAYE savings arrangement" (as defined in the legislation governing UK tax advantaged 'Save As You Earn' plans), agreeing to make 36 or 60 monthly savings contributions from their after-tax salary (or such other number of contributions available for these savings contracts from time to time). Shares subject to an Option may only be purchased with monies up to an amount equivalent to the proceeds due under that savings contract (which may include any interest or bonus paid under the savings contract).

#### Time of invitation

Invitations to apply for Options may only be issued within a period of 42 days starting on any of the following:

- the day the Sharesave is approved by shareholders;
- the business day following the announcement of the Company's financial results for any period, or the issue by the Company of any prospectus, listing particulars or other document containing equivalent information relating to Shares;
- a day on which a new bonus rate for certified SAYE savings arrangements becomes effective;
- a day on which any amendment to the Plan takes effect;
- any day on which changes to the legislation or regulations affecting UK tax advantaged 'Save As You Earn' plans are announced or take effect;
- any day on which the Board decides that exceptional circumstances justify the issue of invitations; and
- if restrictions on dealings or transactions in securities ("Dealing Restrictions") prevented the issuing of invitations in the periods mentioned above, the day those Dealing Restrictions are lifted.

Invitations may not be issued after termination of the Sharesave.

#### Invitations and applications to participate

Individuals will indicate how much they wish to save per month under their savings contract as part of their application. The minimum amount an individual may save will be £10, unless the Board decides a different amount which is permitted by the legislation governing UK tax advantaged 'Save As You Earn' plans. The maximum amount will be decided by the Board (but must not exceed £500, or such other statutory limit as applies from time to time, when aggregated with all other contributions the individual is making under UK tax advantaged 'Save As You Earn' linked savings contracts).

The Board may set a maximum aggregate number of Shares available for an invitation. If the Board receives valid applications in excess of this, applications may be scaled down.

#### Grant of Options

Options will be granted to each individual submitting a valid application, so long as they are still an employee or Director of a Participating Company at the time of grant.

The Company must normally grant Options within 30 days of the first date used to set the exercise price (or within 42 days if applications are scaled down).

The number of Shares subject to an Option is the largest number which, at the specified exercise price for that invitation, may be acquired out of the expected proceeds of the related savings contract (which may include any interest or bonus due under the savings contract), subject to any scaling down.

Options may be granted over newly issued, treasury or existing Shares. Options may not be transferred or otherwise disposed of, except on death. No payment is required for the grant of an Option.

### Dilution limit

Options cannot be granted if they would cause the total number of Shares allocated to exceed 10% of the ordinary share capital of the Company in issue.

The total number of Shares figure looks at the total number of new issue or treasury Shares that have been used to satisfy awards in the previous 10 years (or could still be used to satisfy awards) granted under the Sharesave or any other employee share plan operated by the Company and/or its subsidiaries (Group).

For so long as required by institutional investor guidelines, treasury Shares count towards this limit. Where certain variations of capital occur, the number of Shares taken into account under this limit will be adjusted as the Board considers appropriate to take account of that variation.

### Exercise of Options

Options will normally only be exercisable during the six-month period following the maturity (known as the 'bonus date') of the relevant savings contract, after all the monthly contributions have been made.

Options may only be exercised to the extent of the repayment made under the relevant savings contract. Options may be exercised in whole or part but only on one occasion. To exercise an Option, a participant must specify the number of Shares in respect of which they wish to exercise the Option and pay the aggregate exercise price for those Shares. The Board will then arrange for the delivery of the Shares to the participant.

If a participant gives or is deemed to have given notice that they intend to permanently stop making contributions under their savings contract, their Option will lapse, unless it is then exercisable.

### Leavers

If a participant leaves the Group, their Option will normally lapse. However, if the reason for leaving is injury or disability, redundancy, a TUPE transfer, retirement, the employing company ceasing to be an associated company (as defined in the relevant legislation governing UK tax advantaged 'Save As You Earn' plans) by reason of a change of control, or the business or part of the business in which they work being transferred out of the Group (where this is not a TUPE transfer), the participant may exercise the Option within six months of leaving (or six months of the relevant bonus date, if earlier). In addition, if a participant leaves more than three years from the date of grant of their Option other than in circumstances of misconduct, they may exercise the Option within six months of leaving.

A participant will be considered to have left the Group when no longer holding office or employment with any Participating Company (or an associated company, as defined in the relevant legislation governing UK tax advantaged 'Save As You Earn' plans).

Where a participant dies, the Option may be exercised within 12 months following death (if death occurred before the bonus date), or within 12 months after the bonus date (if death occurred within six months after the bonus date).

If Options are not so exercised, they will lapse at the end of the relevant period.

### Company events

In the event of a takeover, scheme of arrangement, voluntary winding up of the Company or non-UK company reorganisation (in each case, as envisaged by the legislation governing UK tax advantaged 'Save As You Earn' plans), Options will normally become exercisable for a period of six months. In addition, Options will normally become exercisable if a person becomes bound or entitled to acquire shares in the Company under UK law.

The Board may determine that Options will also be exercisable within 20 days before a takeover, scheme of arrangement, non-UK company reorganisation or person becoming bound or entitled to acquire shares, conditional on that event taking place. If the relevant event does not occur within 20 days of exercise, then the exercise will not be effective.

If, as a result of a change of control of the Company, Shares no longer meet the requirements of the legislation governing UK tax advantaged 'Save As You Earn' plans, an Option may be exercised up to 20 days after the date of the relevant event.

In some circumstances, Options may instead be exchanged for substantially equivalent options over shares in an acquiring company, provided the exchange meets certain conditions as set out in the legislation governing UK tax advantaged 'Save As You Earn' plans.

### Variation of share capital

In the event of a variation in the share capital of the Company, the Board may adjust the number and description of Shares comprised in each Option and the price payable per Share, to the extent it considers (in its reasonable opinion) necessary, provided that the adjustment meets certain conditions set out in the legislation governing UK tax advantaged 'Save As You Earn' plans.

### Rights attaching to Shares

All Shares issued in connection with the Sharesave will rank equally with other shares of the same class then in issue. The Company will apply for the listing of any Shares issued in connection with the Sharesave.

Participants will not be entitled to any dividend, voting, or other rights in respect of Shares until the Shares are issued or transferred to them (as appropriate).

### Amendments and termination

The Board may change the Sharesave in any way at any time, but the Company will obtain prior shareholder approval for any change that is to the advantage of present or future participants and which relates to any of the following; the persons who may receive Shares under the Sharesave; the total number or amount of Shares that may be delivered under the Sharesave; the maximum entitlement for any participant; the basis for deciding a participant's entitlement to, and the terms of, Shares provided under the Sharesave; the rights of a participant in the event of a capitalisation issue, rights issue, open offer, sub-division or consolidation of shares, reduction of capital or any other variation of capital; or to the provision in the rules requiring shareholder approval for changes.

There are exceptions to the need to obtain shareholder approval for amendments to ensure the Sharesave complies with the requirements of the legislation governing UK tax advantaged 'Save As You Earn' plans and also for minor amendments to benefit the administration of the Sharesave, to comply with or take account of a change in legislation and/or to obtain or maintain favourable tax, exchange control or regulatory treatment of any member of the Group or any present or future participant.

No change may be made to the material disadvantage of one or more participants in respect of subsisting rights without inviting every relevant participant to give an indication as to whether or not they approve the change. The change will only take effect if it is approved by a majority of those participants who have given such an indication. Similar exceptions as apply to the shareholder approval requirement apply to the obligation to seek participant consent.

For so long as it is intended that the Sharesave will continue to qualify for tax advantages under the relevant legislation, no change to any provision of the Sharesave that is necessary to satisfy the legislative requirements will be made if it would cause the Sharesave to cease to qualify for those tax advantages.

The Board may establish further plans based on the Sharesave, but modified to take account of any local tax, exchange control or securities laws in other jurisdictions, provided any awards made under them count towards the dilution limit in the Sharesave and that individuals will not be entitled to more Shares than the maximum entitlement under the Sharesave.

The Sharesave will terminate on the date of the Drax Group AGM in 2034 (or on such earlier date as the Board decides), although this will not affect any subsisting rights under the Sharesave.

### Summary note

This summary does not form part of the rules of the Sharesave and should not be taken as affecting the interpretation of their detailed terms and conditions. The Board reserves the right to amend or add to the rules of the Sharesave up until the time of the AGM, provided that such amendments or additions do not conflict in any material respect with this summary.

## Appendix 2

# Statement of Circumstances

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### Statement of reasons relating to Deloitte LLP ceasing to act as auditors of Drax Group plc

We are not seeking reappointment as auditors of the company and, accordingly, will cease to hold office at the conclusion of the accounts meeting held on 25 April 2024. The reason for our ceasing to hold office is that we will shortly reach our maximum tenure under s494ZA Companies Act 2006 at which time we could no longer act. As a result, the Group decided to put the audit out to tender one year in advance of this deadline.

Unless you apply to the Court, this statement must be sent by you within 14 days to every person entitled under Section 423 of the Companies Act 2006 to be sent copies of the company's accounts. This is a requirement of Section 520(2) of that Act. Unless you inform us that you have applied to the court, we are required to file a copy of this statement at Companies House.

Deloitte LLP – Audit registration C009201919

7 March 2024

# Appendix 3

## User guide to joining the AGM online

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### Electronic meeting

For the Annual General Meeting, Drax Group plc will be enabling members to join the meeting electronically, 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 Edge, Chrome, Firefox and Safari on a PC, laptop or internet-enabled device such as a tablet or smartphone. If you wish to join 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 149-749-971.

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 on your Form of Proxy. Access to the meeting via the website will be available from 9.30am on Thursday 25 April 2024.

### Broadcast

The meeting will be broadcast with presentation slides. Once logged in, and at the commencement of the meeting, you will be able to listen to the proceedings of the meeting on your device, as well as being able to see the slides of the meeting which will include the Resolutions to be put forward to the meeting, these slides will progress automatically as the meeting progresses.

### Questions

Members joining 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 top of the screen, once finished, press the 'send' icon to the right of the message box to submit your question.

### Voting

Once the Chair has formally opened voting, the list of Resolutions will automatically appear on your screen. Select the option that corresponds with how you wish to vote.

Once you have selected your vote, 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.

To vote on all Resolutions displayed select the 'vote all' option at the top of the screen. To change your vote, re-select your choice. 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 Chair announces its closure.

### Requirements

An active internet connection is required in order to allow you to 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

If you plan to participate in the meeting as a proxy or corporate representative, please contact the Company's Registrar by emailing [hybrid.help@equiniti.com](mailto:hybrid.help@equiniti.com). Your unique SRN and PIN, which is required to access the meeting, will be provided once a valid proxy appointment or letter of representation has been received.

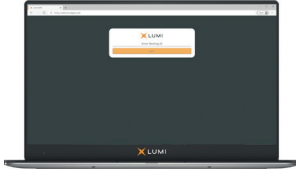
To avoid delay accessing the meeting, contact should be made at least 24 hours prior to the meeting date and time.

Mailboxes are monitored 9.00am to 5.00pm Monday to Friday (excluding public holidays in England and Wales).

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Meeting ID: 149-749-971  
To login you must have your SRN and PIN

1



Open the Lumi AGM website and you will be prompted to enter the Meeting ID (149-749-971). If a shareholder attempts to login to the website before the meeting is live\*, a pop-up dialogue box will appear.

\* 10:00am on Thursday 25 April 2024

2



After entering the Meeting ID, you will be prompted to enter your unique SRN and PIN (see "Logging In" on page 20).

Access will be available 30 minutes prior to the start of the meeting. If you experience any difficulties, please contact Equiniti by emailing [hybrid.help@equiniti.com](mailto:hybrid.help@equiniti.com) stating your full name and postcode.

3

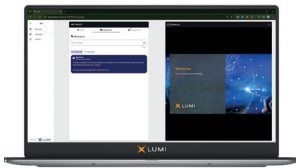


When successfully authenticated, you will be taken to the Home Screen.

At the commencement of the meeting, the live broadcast of the proceedings will be available on the right-hand side of your device.

Click play on the broadcast, ensure that your device is unmuted and the volume is turned up.

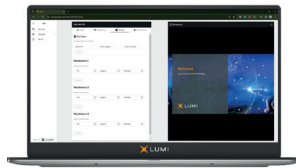
4



Written questions can be submitted by selecting the messaging icon from the navigation bar and typing your question into the 'Ask a question' box. Click the arrow icon to submit the question.

Copies of questions you have submitted can be viewed by selecting 'My Messages'.

5



Once the Chair has formally opened voting, the list of resolutions will automatically appear on your screen. Select the option that corresponds with how you wish to vote.

6



Once you have selected your vote, 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.

To vote on all resolutions displayed select the "vote all" option at the top of the screen.

To change your vote, reselect your choice. 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 Chair announces its closure.

