

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 or Form of Direction), 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 30 APRIL 2026  
AT 200 ALDERSGATE, ST. PAUL'S, LONDON EC1A 4HD

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 28 April 2026.

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 28 April 2026.

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 timetable

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## Timetable

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| Latest time for receipt of Forms of Proxy and CREST proxy instructions to be valid at the AGM | 10.00am on 28 April |
| AGM   | 10.00am on 30 April |

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# Part A

## Letter from the Chair



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

### Directors

Andrea Bertone (Chair)  
Will Gardiner (CEO)  
Frank Lemmink (CFO)  
John Baxter CBE  
Mark Clare  
Kim Keating  
David Nussbaum  
Erika Peterman  
Rob Shuter

23 March 2026

Dear Shareholder,

### Annual General Meeting (AGM)

I am very pleased to invite you to our AGM which will be held at 10.00am on Thursday 30 April 2026 at 200 Aldersgate, St. Paul's, London EC1A 4HD and online using the Lumi electronic meeting platform. We look forward to answering your questions and voting on the resolutions contained in this Notice of Meeting.

#### Important information

This year's AGM will look and feel a bit different than in the past. We are evolving our AGM format in the interests of the safety and security of attendees and participants. The meeting will be optimised for an online experience, and we will not be present in person and the Board and I will be participating online. We therefore encourage you to attend the meeting online as well. You can access the meeting by logging on to <https://meetings.lumiconnect.com/100-209-580-316>

If you wish to attend in person, we will have a room available at 200 Aldersgate, St. Paul's, London EC1A 4HD, which will be connected electronically to the meeting. Shareholders will have the same rights attending online as they would do in person.

The Notice of the AGM is set out in Part B on pages 3 and 4. A user guide detailing the arrangements on how to join, submit questions and vote at the meeting online is set out in Appendix 1 on pages 16 and 17.

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 9 to 12.

#### Explanatory notes

The explanatory notes to the Resolutions are set out in Part C on pages 5 to 8.

#### Annual Report and Accounts

A copy of the Company's Annual Report and Accounts for the year ended 31 December 2025 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 net-zero 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 accompanies this Notice of AGM. If you no longer wish to receive a hard copy, and instead wish to receive communications electronically, please contact our Registrar, Equiniti Limited, 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.

### Proposed new Directors' Remuneration Policy (Policy)

The Policy sets out the Company's forward-looking policy on Directors' remuneration and is subject to a binding shareholder vote by ordinary resolution at least once every three years. Drax has continued to evolve since the last full review of the Directors' Remuneration Policy in 2023. To ensure that our approach to remuneration supports the strategy, in 2025 the Remuneration Committee undertook a comprehensive review of the existing policy, taking into account the Group's ambitious growth strategy, shareholder feedback on the current policy, the UK Corporate Governance Code (Code), and wider best practice. Our principal aims are to ensure that executive pay is closely linked to Group performance, underpins our purpose of enabling a zero carbon, lower cost energy future and aligns reward with delivering the strategy.

Following this review, we are inviting you to approve our proposed new Policy, further details of which can be found on pages 87 to 104 of the Annual Report and Accounts. The vote is binding, meaning payments under the new Remuneration Policy cannot be made until it has been approved by shareholders and, as a result, the new Remuneration Policy will take effect from the passing of Resolution 3 and would replace the policy approved by shareholders at the AGM held on 26 April 2023.

### Action to be taken

#### Whether or not you propose to attend the AGM in person or online, shareholders 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 28 April 2026; or
- (b) register the appointment of your proxy electronically at [www.shareview.co.uk](http://www.shareview.co.uk) by logging into your Shareview Portfolio. If you have not yet registered for a Shareview Portfolio, go to [www.shareview.co.uk](http://www.shareview.co.uk) and enter the requested information. It is important that you register for a Shareview Portfolio with enough time to complete the registration and authentication processes. Full instructions are given on the website, and your Form of Proxy must be received by no later than 10.00am on Tuesday 28 April 2026.

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.shareview.co.uk](http://www.shareview.co.uk) and voting by no later than 10.00am on Monday 27 April 2026.

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 28 April 2026.

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 at [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 shareholders 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 30 April 2026 at 200 Aldersgate, St. Paul's, London EC1A 4HD and on the Lumi online platform.

The shareholders of the Company are asked to consider and, if thought fit, pass Resolutions 1 to 16 and 22 as ordinary Resolutions, and to consider and, if thought fit, pass Resolutions 17 to 21 as special Resolutions.

The formal Resolutions are set out below, followed by the explanatory notes given in respect of each Resolution:

1. To receive the Annual Report and Accounts of the Company for the year ended 31 December 2025, 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 2025 set out on pages 87 to 117 of the Annual Report and Accounts.
3. To approve the Directors' Remuneration Policy set out on pages 95 to 104 of the Annual Report and Accounts.
4. To approve the final dividend of 17.4 pence per share for the year ended 31 December 2025, payable to shareholders who are on the register of members (Register) of the Company at 6.30pm on 24 April 2026.
5. To elect Frank Lemmink as a Director of the Company.
6. To elect Mark Clare as a Director of the Company.
7. To re-elect Andrea Bertone as a Director of the Company.
8. To re-elect Will Gardiner as a Director of the Company.
9. To re-elect John Baxter as a Director of the Company.
10. To re-elect Kim Keating as a Director of the Company.
11. To re-elect David Nussbaum as a Director of the Company.
12. To re-elect Erika Peterman as a Director of the Company.
13. To re-elect Rob Shuter as a Director of the Company.
14. To re-appoint PricewaterhouseCoopers LLP as auditor of the Company to hold office from the conclusion of the 2026 AGM until the conclusion of the next meeting at which accounts are laid before the Company.
15. To authorise the Directors to determine the auditor's remuneration.
16. 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 in total.

This authority shall commence on the date of the passing of this Resolution and remain in force until the conclusion of the 2027 AGM (or, if earlier, until the close of business on 30 June 2027).

17. 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 £12,992,941 (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 £12,992,941); and
  - b. comprising equity securities (within the meaning of Section 560 CA 2006) up to an aggregate nominal amount of £25,985,883 (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 2027 AGM (or, if earlier, until the close of business on 30 June 2027), 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.

18. That, if Resolution 17 above is passed, the Directors be authorised to allot equity securities (as defined in CA 2006) for cash under the authority conferred by Resolution 17 and/or to sell ordinary shares with nominal value of 11<sup>16</sup>/<sub>29</sub> pence each in the capital of the Company (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 17, 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 18) up to a nominal amount of £3,897,882, such authority to expire at the end of the 2027 AGM (or, if earlier, at the close of business on 30 June 2027) 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.
19. That, if Resolution 17 above is passed, the Directors be authorised in addition to any authority granted under Resolution 18 above, to allot equity securities (as defined in CA 2006) for cash under the authority conferred by Resolution 17 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 £3,897,882, 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 2027 AGM (or, if earlier, at the close of business on 30 June 2027) 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.
20. 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 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 33,742,864, which represents 10% of the issued share capital as at 6 March 2026;
  - 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 2027 AGM (or, if earlier, until the close of business on 30 June 2027), 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.
21. That a general meeting of the Company, other than an AGM, may be called on not less than 14 clear days' notice.
22. If Resolution 3 above is passed, to approve the amendment to the rules of the Drax Group plc Long-Term Incentive Plan 2020 (LTIP) as set out in Appendix 2.

By order of the Board

**Rebecca Dunn**  
Group Company Secretary  
Drax Group plc  
Drax Power Station  
Selby  
North Yorkshire  
YO8 8PH

23 March 2026

# 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 by UK companies' legislation to present to the meeting the Annual Report and Accounts for the financial year ended 31 December 2025. 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 is an advisory vote.

### 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 87 to 117 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 2025. 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, PricewaterhouseCoopers LLP, has audited those parts of the Directors' Remuneration Report that are required to be audited and their report can be found on pages 122 to 129 of the Annual Report and Accounts.

### Resolution 3

#### Directors' Remuneration Policy

Resolution 3 seeks shareholder approval for the Directors' Remuneration Policy. The proposed changes reflect an increased emphasis on long-term pay for performance for the Executive Directors. The proposed changes relate to the LTIP and shareholding requirements. The Remuneration Committee believes the proposed changes maintain a competitive package in such a way that incentivises management for further transformation of the Group and delivery of significant growth in long-term shareholder value. A summary of the key changes to the Policy are provided below. For further information on the proposed Policy, please see pages 87 to 104 of the Annual

| Element                  | Change  | Rationale  |
|--------------------------|---|--|
| Salary                   | No change to Policy   | N/A  |
| Bonus                    | No change to Policy   | N/A  |
| Pension                  | No change to Policy   | N/A  |
| LTIP                     | <p>The maximum LTIP opportunity will increase from 250% to 400% of salary for the Group CEO, and from 200% to 350% of salary for the Group CFO.</p> <p>This is to be achieved through an increase to the maximum opportunity for the existing (Core element) of the LTIP. For the Group CEO the maximum opportunity for the Core element will increase from 200% to 250% of salary for the Group CEO and from 175% to 220% of salary for the Group CFO. The Core element will continue to reward the delivery Relative TSR to the FTSE 350 and Cumulative Adjusted EPS (existing performance metrics) and their targets will continue to be set at an appropriate level of stretch.</p> <p>A new Stretch element is proposed to be added to the LTIP (Stretch element) which is conditional on unlocking significant shareholder value. For the Stretch element, the maximum opportunity will be 150% of salary for the Group CEO and 130% of salary for the Group CFO. It will be measured against Absolute TSR targets, underpinned with an additional requirement for upper quartile Relative TSR performance in the Core element for threshold vesting of the Stretch element.</p> <p>Details of the targets for the proposed 2026 LTIP award are disclosed in the Annual Report on Remuneration on page 116.</p> | <p>The increase in LTIP opportunity for the Core element is intended to maintain the competitiveness of their total remuneration package. This increase alone means the total remuneration opportunity for the Group CEO remains below the median of the benchmarking peer group, and for the Group CFO it is positioned around the median.</p> <p>The Board believes there is an opportunity to significantly increase Drax's share price and deliver attractive TSR for shareholders. This is a view echoed by many of Drax's shareholders who we engaged as part of the consultation process on the new Policy. The introduction of the Stretch element of the LTIP is intended to incentivise the unlocking of significant shareholder value and the Remuneration Committee believes Absolute TSR is the most appropriate performance metric. In addition, for vesting to occur, Drax must achieve at least upper quartile Relative TSR performance in the Core element of the LTIP to prevent rewarding Executive Directors from wider market movements (this is a more for more proposal).</p> <p>For the 2026 award, if the maximum Absolute TSR target associated with this award is achieved, it would mean an investor would see a return equivalent to double the base share price.</p> |
| Shareholding requirement | <p>The shareholding requirement for the Group CEO will increase from 250% to 400% of salary and for the Group CFO from 200% to 350% of salary. This is equal to the increase in the overall LTIP opportunity.</p> <p>The post-cessation shareholding requirement for Executive Directors increases to the same level as their shareholding requirement.</p>   | <p>The increased shareholding requirement for the Executive Directors provides greater alignment with shareholders. It ensures that Executive Directors' interests remain aligned with shareholders to implement a strategy which delivers value for the longer term beyond their departure, in line with the requirements of the Code.</p>  |

### Resolution 4

#### To approve the final dividend

Resolution 4 seeks shareholder approval to pay the final dividend of 17.4 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 24 April 2026. If approved by shareholders at the AGM, the final dividend will be paid on 15 May 2026.

### Resolutions 5 to 13

#### 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. Frank Lemmink and Mark Clare each joined the Board since the last AGM, having been appointed by the Board on 1 September 2025 and 13 February 2026 respectively, and are 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, 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 of AGM (and on pages 56 to 58 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 externally conducted evaluations during 2025, the Board remains 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 14 and 15

#### 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.

The Board has recommended that PricewaterhouseCoopers LLP be re-appointed as auditor of the Company for the year ending 31 December 2026. PricewaterhouseCoopers LLP has advised its willingness to act as auditor of the Company.

### Resolution 16

#### 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 2025.

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 2025 can be found on page 119 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 17

#### Authority of Directors to allot shares

Resolution 17 seeks renewal of the Directors' authority to allot shares, as required under Section 551 CA 2006. Upon the passing of Resolution 17, the Directors will have authority (pursuant to paragraph (a) of the Resolution) to allot shares up to an aggregate nominal value of £12,992,941, which is approximately one-third of the issued ordinary share capital of the Company (excluding treasury shares) as at 6 March 2026 (being the latest practicable date before the publication of this Notice of AGM). This authority will expire immediately following the AGM in 2027 or on 30 June 2027, 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 17, 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 £25,985,883, as reduced by the nominal amount of any shares issued under paragraph (a) of Resolution 17.

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 6 March 2026 (being the latest practicable date before the publication of this Notice of AGM). This authority will also expire immediately following the AGM in 2027 or on 30 June 2027, whichever is the earlier. In line with guidance issued by the Investment Association, Resolution 17 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 6 March 2026, being the latest practicable date before publication of this Notice of AGM, the Company held 94,835,361 treasury shares, which represented approximately 21.94% of the Company's issued share capital at that date.

## Resolution 18

### General disapplication of pre-emption rights

If the Directors wish to exercise the authority granted under Resolution 17 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 18 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 £3,897,882 which is equivalent to approximately 10% of the issued ordinary share capital of the Company (excluding treasury shares) on 6 March 2026 (being the latest practicable date prior to the publication of this Notice of AGM). The Resolution also applies to the sale and re-issue of ordinary shares held as treasury shares by the Company. As at 6 March 2026, being the latest practicable date before the publication of this Notice of AGM, the Company held 94,835,361 treasury shares.

The authority sought is in line with institutional shareholder guidance, including the Pre-Emption Group's 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 2027 or on 30 June 2027. 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 19

### Additional disapplication of pre-emption rights

Resolution 19 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 18, 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 19 is limited to an aggregate nominal value of £3,897,882 which is equivalent to approximately 10% of the issued ordinary share capital of the Company (excluding treasury shares) on 6 March 2026 (being the latest practicable date prior to the publication of this Notice of AGM).

The Resolution also applies to the sale and re-issue of ordinary shares held as treasury shares by the Company. As at 6 March 2026, being the latest practicable date before the publication of this Notice of AGM, the Company held 94,835,361 treasury shares.

The authority sought is in line with institutional shareholder guidance, including the Pre-Emption Group's 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 19 will expire on the conclusion of the AGM in 2027, or, if earlier, on 30 June 2027. The Directors intend to renew such power at successive AGMs, in accordance with current best practice.

As with Resolution 18, 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 18 and 19 have been separated in accordance with the guidance issued by the Pre-Emption Group.

## Resolution 20

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

Resolution 20 is to authorise the Company to buy back up to 33,742,864 ordinary shares. The authority will expire at the conclusion of the 2027 AGM or, if earlier, on 30 June 2027.

The Directors intend to seek renewal of this power at subsequent AGMs in accordance with current best practice.

Resolution 20 specifies the maximum number of ordinary shares which may be purchased (representing 10% of the Company's issued ordinary share capital as at 6 March 2026) and the maximum and minimum prices at which they may be bought, exclusive of expenses, reflecting the requirements of the CA 2006 and the UK Listing Rules.

There are a number of reasons why the Directors may consider a buyback of shares to be in the best interests of the Company and of its shareholders generally. These may include where the Directors: (i) expect that such a buyback would result in an increase in earnings per share; (ii) consider that the Company has excess cash; and/or (iii) determine that it is appropriate to increase the Company's gearing or its share liquidity. The Directors therefore consider it prudent for the Company to have the flexibility to effect market purchases of its own shares in the future.

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.

In August 2024, the Company utilised the authority to purchase its issued ordinary shares in the market as granted by shareholders at the 2024 AGM in commencing a £300 million buyback programme, which was completed in October 2025. The Company subsequently commenced a new £450 million buyback programme under the authority to purchase its issued ordinary shares in the market as granted by shareholders at the 2025 AGM. For further information regarding the Company's ongoing share buyback programme, please see pages 15 and 197 of the Annual Report and Accounts for the financial year ended 31 December 2025.

Under the CA 2006, the Company is allowed to hold its own shares in treasury following a buyback, 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 17 above) and provides the

Company with additional flexibility in the management of its capital base. The Company currently holds 94,835,361 shares in treasury following buyback programmes which completed in January 2019, September 2023 and October 2025, and the buyback programme which commenced in October 2025 and is ongoing. As at 6 March 2026, the Company had purchased 7,693,961 ordinary shares under the October 2025 programme.

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 20, 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 6 March 2026, being the last practicable date before the publication of this Notice of AGM was approximately 11,074,456. This represents approximately 3.28% 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 6 March 2026, would represent approximately 3.65% of the reduced share capital (excluding treasury shares) at that date.

Of the total share options outstanding as at 6 March 2026, an aggregate number of approximately 2.02 million are expected to mature or vest in 2026 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 2025.

### 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).

### Resolution 22

#### To amend the LTIP rules.

Resolution 22 is to approve the amendment to the rules of the LTIP, as set out in Appendix 2, subject to the passing of Resolution 3 to approve the Directors' Remuneration Policy.

# Part D

## Administrative notes relating to the AGM

### Attendance

1. As the meeting will be optimised for an online experience, neither the Board nor management will be present in person and will instead take part in the AGM electronically. Consequently, the Board will not be available to meet shareholders after the AGM. Shareholders are therefore encouraged to join the AGM electronically and participate via the online platform (Lumi).
2. For those shareholders who still wish to attend in person, a room will be available at 200 Aldersgate, St. Paul's, London EC1A 4HD. This room will be connected electronically to the online meeting and therefore, for those in attendance, their experience will be similar to that of shareholders who join the AGM online. Please note that proceedings in 200 Aldersgate will not be transmitted on the online platform. Doors will open at 9.15 am, 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 1 of this Notice of AGM.
3. 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 28 April 2026 (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.
4. If you have sold or transferred all your shares, this booklet and any accompanying documents (but not the personalised Form of Proxy) should be passed to the person through whom the sale or transfer was made for transmission to the purchaser or transferee.

### Safety

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

prohibited. Anyone breaching this requirement may be refused entry or removed;

- The Chair shall take such action or give such directions as she thinks fit to promote the orderly conduct of the business of the meeting.

### Voting

6. 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).
7. 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

8. Questions for the Board can be submitted in advance to [companysecretary@drax.com](mailto:companysecretary@drax.com) 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.
9. If multiple questions on the same topic are received in advance of the AGM or during the AGM, the Chair may choose to provide a single answer to address member queries on the same topic.
10. Any member or proxy 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 already covered in responding to a separate but similar 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

11. 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.
12. 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.

13. 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 15 below).
  14. 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).
  15. 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.
  16. 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 13 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.
  17. 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).
  18. 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).
  19. If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to [www.proxymity.io](http://www.proxymity.io). Your proxy must be lodged by 10.00am on 28 April 2026 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them, and they will govern the electronic appointment of your proxy.
  20. 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.
  21. 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 11.
- ### Appointment of proxy electronically
22. It is possible for you to submit your proxy votes online by going to Equiniti's Shareview website, [www.shareview.co.uk](http://www.shareview.co.uk), and logging in to your Shareview Portfolio. Once you have logged in, simply click 'View' on the 'My Investments' page and then click on the link to vote and follow the on-screen instructions. If you have not yet registered for a Shareview Portfolio, go to [www.shareview.co.uk](http://www.shareview.co.uk) and enter the requested information. It is important that you register for a Shareview Portfolio with enough time to complete the registration and authentication processes.
  23. 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 Shareview website at [www.shareview.co.uk](http://www.shareview.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
24. A copy of this Notice of AGM and other information required by Section 311A CA 2006 can be found on the Company's website at [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

25. 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 13 above) also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
26. 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

27. Any person receiving a copy of this Notice of AGM 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 of AGM 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

28. As at 6 March 2026, being the latest practicable date prior to the publication of this Notice of AGM, the Company's issued share capital comprised 432,264,003 ordinary shares. Each ordinary share carries the right to one vote at a general meeting of the Company. The Company held 94,835,361 shares in treasury, therefore the total number of voting rights in the Company was 337,428,642.
29. This Notice of AGM, 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 6 March 2026 (being the latest practicable date prior to the publication of this Notice of AGM) and, if applicable, any members' statements, members' Resolutions or members' matters of business received by the Company after the date of this Notice of AGM, will be available on the Company's website at [www.drax.com](http://www.drax.com).

## Website publication of audit concerns

30. 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.
31. 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

32. 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

33. Any electronic address provided either in this Notice of AGM 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

34. A copy of each of the Executive Directors' service contracts and the Non-Executive Directors' appointment letters and conditions of appointment and Director's deeds of indemnity will be available for inspection at the Company's registered office during normal business hours from the date of this Notice of AGM 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.

### 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 Shareholder Privacy Notice, a copy of which is available at <https://www.drax.com/privacy-notices/>.

### 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 30 April 2026 (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 2024  |
| "Company" or "Drax Group" or "Drax"            | Drax Group plc   |
| "Company's Registrars"                         | Equiniti Limited, Highdown House, Yeoman Way, Worthing, West Sussex BN99 3HH   |
| "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. and Peabody Energy Corporation. Andrea was also previously a Non-Executive Director at DMC Global Inc., Yamana Gold Inc and Amcor plc.

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**

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### Frank Lemmink CFO

#### Contribution and experience

Frank brings a wealth of senior finance and risk management leadership experience in the energy sector to the Drax CFO position. He spent a 20-year international career with Shell, a global integrated energy company. Frank held the position of Executive Vice President, Finance of Shell's flagship Integrated Gas and Upstream business from 2023 to 2025. From 2020 to 2023, he was Executive Vice President Finance for Integrated Gas, Renewables and Energy Solutions. In these roles he was, amongst others, responsible for the development of clear strategies for long-term sustainable growth and performance, capital allocation, risk management, and business performance management. Frank's previous experience within Shell includes M&A, Projects & Technology, Upstream Joint Ventures including various Board memberships, and Internal Audit.

Prior to Shell, Frank was a civil servant at the Ministry of Finance in The Netherlands from 1993 to 2003. Frank holds an MBA from the University of Rochester (US) and the Nyenrode University (NL), and an MSc in Monetary Economics from Erasmus University Rotterdam (NL).

**Appointment to the Board: September 2025**

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### Will Gardiner CEO

#### Contribution and experience

Will has developed the vision and strategy of Drax, as well as driving the operational performance of the Company since becoming CEO in January 2018, inspiring our transformation into a leading UK renewable energy company with a diversified portfolio of flexible and renewable power generation, as well as biomass power generation and the associated supply chain. Will is driven by the challenge of delivering our purpose: to enable a zero carbon, lower cost energy future, while at the same time delivering outstanding returns for shareholders. He is currently spearheading Drax's strategy to provide more secure, sustainable and affordable energy to meet growing demand in an increasingly complex world.

Will is deeply committed to creating a company where everyone feels valued. Working with stakeholders across the spectrum, Will is creating a company that delivers for people, nature and the climate, as well as our shareholders.

Will 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.

**Appointment to the Board: November 2015**

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### David Nussbaum Senior Independent Non-Executive Director

#### Contribution and experience

David holds a portfolio of Board appointments, including as Chair of International Alert and of the Joffe Trust. He also serves as a member of the Board (Council) of Chatham House, and of 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, of WWF-UK, and of 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 Chair of Anthesis Group, 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**

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### 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. John was also previously a Non-Executive Director of Sellafield Ltd.

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## John Baxter CBE (continued)

He is a Chartered Engineer, and a Fellow of both the Royal Academy of Engineering and the Royal Society of Edinburgh. John has served as 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. He 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 relevant to our business in the west of Scotland.

**Appointment to the Board: April 2019**

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## Kim Keating

### Independent Non-Executive Director

#### Contribution and experience

Kim is a Professional Engineer with over 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. Prior to 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. 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 & 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 energy projects. She has a deep appreciation and insight into the value of inclusive community partnerships particularly with indigenous groups.

**Appointment to the Board: October 2021**

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## Rob Shuter

### Independent Non-Executive Director

#### Contribution and experience

Rob brings a wealth of complex financial, regulatory and strategic experience gained from over 30 years in the telecommunications and financial services sectors.

Rob served on the BT Group plc executive committee as the divisional CEO of BT Enterprise between 2021 and January 2023, prior to which he served for three years as Group President and CEO of MTN Group Ltd, a telecommunications company listed on the Johannesburg Stock Exchange. Rob has also held a number of senior executive positions within the Vodafone Group between 2009 and 2016, including most recently as CEO, European Cluster, in addition to serving between 2009 and 2011 as CFO of Vodacom Group Ltd, listed on the Johannesburg Stock Exchange.

Rob worked in the financial services sector between 1992 and 2009, which included executive positions in retail and investment banking. More recently, Rob served as Non-Executive Director

and Chair of the Audit and Risk Committee for The GSM Association, the global trade association for mobile network operators worldwide.

Rob is currently a Non-Executive Director and member of the Supervisory Board of Royal KPN N.V. and Boldyn Networks Global Limited. He holds a Bachelor of Commerce degree from the University of Cape Town, a Post-graduate Diploma in Accountancy from the University of Natal and is a Chartered Accountant (South Africa).

**Appointment to the Board: June 2024**

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## Mark Clare

### Independent Non-Executive Director

#### Contribution and experience

Mark has extensive public listed company experience in the consumer service, property/construction, and energy sectors, particularly in customer facing businesses including with Centrica plc and United Utilities Group plc. He is Senior Independent Director and Chair of the Remuneration Committee at Wickes Group plc and Non-Executive Director of Premier Marinas Holdings Ltd. Mark was Chair of Grainger plc from February 2017 to February 2026 and Chair of Ricardo plc from November 2022 to October 2025. He was Senior Independent Director at United Utilities Group plc from 2013 to 2022, Senior Independent Director at Ladbroke's Coral Group plc from 2016 until 2018, and Non-executive Director and Audit Committee Chair at BAA plc from 2001 until 2006.

Mark's executive career included Chief Executive for Barratt Developments plc from 2006 until 2015. He was Managing Director of Centrica's retail subsidiary British Gas from 2002 to 2006 and CFO of Centrica plc from 1997 to 2002. He has also served as a trustee of the Energy Savings Trust, the Green Building Council and BRE. Mark is a qualified accountant.

**Appointment to the Board: February 2026**

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## Erika Peterman

### Independent Non-Executive Director

#### Contribution and experience

Erika's extensive experience, gained from over 30 years working in global organisations, enables the delivery of change and growth in complex, world-leading businesses. Her broad knowledge has been built serving various parts of the chemicals industry, across a range of sectors from plastics, petrochemicals, agriculture and pharma.

Erika is currently serving as Senior Vice President Chemical Intermediates and Oxyfuels at multi-national chemical company LyondellBasell. Erika was previously 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 programmes, 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 accelerate the development of black executives to C-Suite positions. 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**

# Appendix 1

## User guide to joining the AGM online

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### Electronic meeting

Shareholders are encouraged to join the meeting electronically. This can be done by accessing the AGM website at <https://meetings.lumiconnect.com/100-209-580-316>.

### 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 of the AGM.

### Logging in

On accessing the AGM website, you will be asked to enter a Meeting ID, which is 100-209-580-316.

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 30 April 2026.

### 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 them into the online platform. 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.

Meeting ID: 100-209-580-316  
To login you must have your SRN and PIN

1



Open the Lumi AGM website and you may be prompted to enter the Meeting ID (100-209-580-316). 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 30 April 2026

2



After entering the Meeting ID, you will be prompted to enter your unique SRN and PIN (see "Logging In" on page 17).

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.

# Appendix 2

## Amendment to the LTIP Rules

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### 3. Individual limits

#### 3.1. General

The number of Plan Shares over which Awards may be granted to any one Eligible Employee shall be limited as set out in this Rule 3.

#### 3.2. Limits

An Award (other than a Recruitment Award) must not be granted to an Eligible Employee, whether they are a director of the Company or otherwise, if the result of granting the Award would be that, at the proposed Award Date, the Market Value of the Plan Shares subject to that Award, when aggregated with the Market Value of the Plan Shares subject to any other Award (other than a Recruitment Award) granted to them in the same Financial Year, would exceed any limits set out in the Directors' Remuneration Policy most recently approved by the Company in a general meeting 200% of their Annual Remuneration.

A Recruitment Award must not be granted to an Eligible Employee if the result of granting the Recruitment Award would be that, at the proposed Award Date, the Market Value of the Plan Shares subject to that Recruitment Award would exceed 300% of their Annual Remuneration.

The limits set out in this Rule 3.2 shall not apply to Buy-Out Awards.

For the purpose of this Rule 3.2:

1. Annual Remuneration means the higher of:
  - a. basic salary paid by the Group expressed as an annual rate as at the Award Date; and
  - b. basic salary paid by the Group for the period of 12 months ending on the last day of the month immediately preceding the month in which the Award Date occurs.
2. Financial Year means the financial year of the Company.
3. The Market Value of Plan Shares subject to an Award shall be measured as an average over the three Dealing Days ending on the date on which that Award was granted.

Where a payment of salary is made in a currency other than sterling, the payment shall be treated as equal to the equivalent amount of sterling determined by using any rate of exchange which the Board may, in its discretion, reasonably select.

No other changes to the LTIP Rules are proposed.