



Drax Group plc
(“Drax” or the “Company”)

Payments to previous directors

Dorothy Thompson

The following information is provided in accordance with section 430(2B) of the Companies Act 2006.

On 21 September 2017, Drax announced that Dorothy Thompson, Chief Executive Officer, was to leave the Company on 31 December 2017.

Dorothy will be treated as a good leaver for the purposes of the Annual Bonus, Bonus Matching Plan (“BMP”) and Performance Share Plan (“PSP”) as set out in the Remuneration Policy.

The following remuneration arrangements will apply and are in line with the provisions of her service agreement and the Remuneration Policy, which was approved by shareholders at the 2017 Annual General Meeting:

- Salary, pension payments and contractual benefits up to 31 December 2017;
- In accordance with the relevant provisions of her service agreement, payment in lieu of the residual period of 12 months’ notice commencing on 1 January 2018 and terminating on 20 September 2018, in respect of salary, pension payments and contractual benefits (the “PILON payment”). In accordance with the terms of the service agreement, the PILON payment will be made in instalments, with an initial payment of 50% of the PILON payment within 30 days of the termination date, a second instalment of 25% to be paid within six months of the termination date and a third instalment of 25% to be paid within nine months of the termination date;
- Annual bonus in respect of 2017, to be determined in accordance with the Remuneration Policy and payable in early 2018. 35% of any bonus payment will be deferred as an award under the Deferred Share Plan (the “DSP”) and will vest in accordance with the rules of the DSP;
- Annual bonus in respect of the unworked portion of the notice period, (1 January 2018 to 20 September 2018) will, in accordance with the service agreement and the Remuneration Policy, be determined in 2019 and will be payable in early 2019. 35% of any bonus will be deferred as an award under the Deferred Share Plan (the “DSP”) and will vest in accordance with the rules of the DSP;
- Deferred Bonus Awards granted in 2015, 2016 and 2017 will vest in accordance with the leaver provisions of the Bonus Matching Plan, pro-rated to the date on which employment ceased; and
- Pro-rata vesting of performance related BMP Matching awards and Performance Share Plans Awards made in 2015, 2016 and 2017 to the extent that any such awards vest, subject to fulfilling performance conditions, in accordance with the Rules of the Bonus Matching Plan and Performance Share Plan. These awards will vest at the normal vesting date. The PSP awards are subject to a two year post-vesting holding period in accordance with the Remuneration Policy and the PSP rules.

Long-term incentive awards will remain subject to malus and clawback provisions.

The table below sets out an estimate of the value of currently outstanding deferred share, BMP and PSP awards:

Plan and type of awards	Date of grant	Vesting date	Number of awards outstanding at 1 January 2017	Estimate of value at vesting
BMP Deferred Bonus Awards (includes dividend shares)	04/03/2015	Shortly after termination date	52,948	£143,277
	02/03/2016	Shortly after termination date	37,179	£100,606
	28/03/2017	Shortly after termination date	20,540	£55,581
BMP Matching Awards	04/03/2015	03/03/2018	212,968	£576,291
	02/03/2016	02/03/2019	155,294	£420,226
PSP	15/05/2017	14/05/2020	61,046	£165,190

Notes:

- A share price of £2.706 has been used to estimate the value at vesting based on the closing share price on 29 December 2017.
- Outstanding BMP Deferred Bonus Awards have been pro-rated to the termination date and include dividend shares.
- Outstanding BMP Matching Awards and PSP have been pro-rated up to the termination date and the awards remain subject to performance conditions; the estimated value of the awards assumes 50% of maximum vesting for all awards.

No other remuneration payment, or payment for loss of office has been or will be made.

Full details of all payments made to and receivable by Dorothy for service performed as a director and all loss of office payments will be disclosed in the Remuneration Report within the Company's Annual Report and Accounts for the year ended 31 December 2017.