

Notice of Annual General Meeting 2023



SSE plc

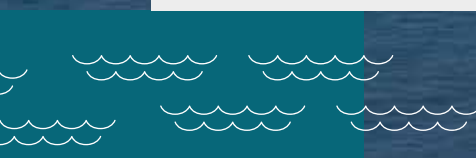
Registered in Scotland No.: SC117119

Registered Office: Inveralmond House, 200 Dunkeld Road, Perth PH1 3AQ

This document is important and requires your immediate attention.

If you are in any doubt as to the action you should take, you should seek your own advice from an independent professional advisor.

If you have sold or otherwise transferred all your shares in SSE plc, you should pass this Notice and any documents that came with it to the person through whom the sale or transfer was made for transmission to the purchaser or transferee.



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Key dates

Submission of pre-AGM questions: 26 June 2023 at 9.00am to 3 July 2023 at 5.00pm

Responses to pre-AGM questions published on the website: 12 July 2023 at 5.00pm

Proxy submission deadline: 18 July 2023 at 12.30pm

AGM: 20 July 2023 at 12.30pm

Please note the following information is accurate as at the date of this Notice. Any changes to these arrangements will be communicated on the Company's website [sse.com](https://www.sse.com) and announced via the London Stock Exchange Group's Regulatory News Service (RNS).

Letter from the Chair

Dear Shareholder,

I would like to inform you that the Annual General Meeting (AGM) of SSE plc (the Company) will be held at the Perth Concert Hall, Mill Street, Perth PH1 5HZ on Thursday 20 July 2023 at 12.30pm. This will be a combined physical and electronic AGM (hybrid AGM), with those joining electronically via the online platform able to watch the meeting, ask questions, and vote in real time. Further details of the options for joining are set out below.

Business of the meeting

The Notice of Meeting for the AGM 2023 sets out in full the resolutions to be voted on, together with explanatory notes on the business to be considered. It is recommended that, along with this Notice, you take time to consider the [SSE Annual Report 2023](#) before deciding on your voting direction. The Annual Report can be accessed on the Company's website, [sse.com](https://www.sse.com).

Attendance arrangements

Attending in person

Shareholders wishing to join the AGM in person are welcome to attend the physical meeting at the Perth Concert Hall, Mill Street, Perth PH1 5HZ. A location map and details of how to reach the venue are set out on [page 15](#).

Attending the AGM electronically

Shareholders wishing to join the AGM electronically, can do so by logging on to <https://web.lumiagm.com>. The Lumi website will open 30 minutes before the scheduled time of the AGM. A user guide with instructions on how to join via the online platform and participate in the AGM can be found in [Appendix 1](#).

Voting arrangements

Voting at the AGM will be taken on a poll. The results of the voting will be announced through the London Stock Exchange Group's Regulatory News Service and will be published on our website [sse.com](https://www.sse.com) as soon as practicable after the AGM. Voting options, in advance of or at the AGM, are as follows with full details of voting procedures set out on [pages 13 and 14](#).

In advance of the AGM

Proxy appointments and associated voting instructions should be made as soon as possible, and by no later than 12.30pm on Tuesday 18 July 2023. Shareholders can appoint a proxy in the following ways:

- **Electronic proxy appointment.** Submit your Form of Proxy electronically by visiting [sse.com](https://www.sse.com). You will need your Investor Code (IVC).
- **Proxy appointment through CREST.** Please refer to the CREST section on [pages 13 and 14](#).
- **Proxy appointment through the Proximity platform.** Please refer to the Proximity section on [page 14](#).
- **Paper proxy form.** Return a completed form to Link Group, PXS1, Central Square, 29 Wellington Street, Leeds LS1 4DL.

At the AGM

- **In person.** Shareholders will be issued with a handheld voting device at the registration desk and will be guided through the voting process at the meeting.
- **Electronically via the online platform.** Shareholders will be prompted to cast their vote on the online platform when the Chair opens the voting at the meeting.

SSE employees only. Employees will receive separate instructions from EquatePlus on how to vote in respect of their shares held in connection with SSE's share plans. You should continue to vote by one of the above means in respect of any shares you hold outwith your employee share plans either in certificated form and/or held electronically through an independent provider (i.e. external share dealing account, nominee or stock and shares ISA provider).

Shareholder questions

In advance of the AGM

Shareholders can raise questions in connection with the business of the meeting, in advance, by emailing them to AGMQuestion@sse.com. The submission window opens on Monday 26 June 2023 at 9.00am and closes on Monday 3 July 2023 at 5.00pm. The Company will publish responses to the matters raised on [sse.com](https://www.sse.com) no later than 5.00pm on Wednesday 12 July 2023. Responses to questions submitted after Monday 3 July 2023 will be emailed directly to shareholders.

At the AGM

There are three ways in which shareholders can ask questions at the AGM: by attending in person; through the Chatbox function via the online platform; and by the Request to Speak facility via the online platform. [Appendix 1](#) contains further details of how to use the Chatbox and Request to Speak facility.

The Board will endeavour to answer all questions in connection with the business of the meeting raised at the AGM. The Company may consolidate questions of a similar nature to avoid duplication. Question and answer transcripts will be made available on the Company's website [sse.com](https://www.sse.com) after the AGM.

Letter from the Chair continued

Recommendation

The Board believes that Resolutions 1 to 22 contained in the Notice of AGM 2023 are in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors unanimously recommend you vote in favour of the resolutions as they intend to do in respect of their own shareholdings.

Yours faithfully

A handwritten signature in black ink, appearing to read "John Manzoni", with a long horizontal line extending from the end of the signature.

Sir John Manzoni
Chair, SSE plc
23 May 2023

Notice of Annual General Meeting 2023

NOTICE IS HEREBY GIVEN that the THIRTY FOURTH ANNUAL GENERAL MEETING (AGM) of SSE plc (the 'Company') will be held at the Perth Concert Hall, Mill Street, Perth PH1 5HZ on Thursday 20 July 2023 at 12.30pm for the purpose of transacting the following business.

To consider and, if thought fit, pass the following resolutions, of which Resolutions 1 to 18 will be proposed as Ordinary Resolutions and Resolutions 19 to 22 will be proposed as Special Resolutions.

Ordinary Resolutions

Report and Accounts

Resolution 1: to receive the Financial Statements and the Reports of the Directors and of the Auditors for the year ended 31 March 2023.

Remuneration Report

Resolution 2: to approve the Directors' Remuneration Report 2023.

Dividend

Resolution 3: to declare a final dividend for the year ended 31 March 2023 of 67.7 pence per Ordinary Share payable on 21 September 2023.

Directors

Resolution 4: to re-appoint Gregor Alexander as a Director of the Company.

Resolution 5: to re-appoint Lady Elish Angiolini as a Director of the Company.

Resolution 6: to re-appoint John Bason as a Director of the Company.

Resolution 7: to re-appoint Tony Cocker as a Director of the Company.

Resolution 8: to re-appoint Debbie Crosbie as a Director of the Company.

Resolution 9: to re-appoint Helen Mahy as a Director of the Company.

Resolution 10: to re-appoint Sir John Manzoni as a Director of the Company.

Resolution 11: to re-appoint Alistair Phillips-Davies as a Director of the Company.

Resolution 12: to re-appoint Martin Pibworth as a Director of the Company.

Resolution 13: to re-appoint Melanie Smith as a Director of the Company.

Resolution 14: to re-appoint Dame Angela Strank as a Director of the Company.

Auditor

Resolution 15: that Ernst & Young LLP be re-appointed as the Auditor of the Company, to hold office until the conclusion of the next general meeting at which Financial Statements are laid before the Company.

Resolution 16: that the Audit Committee of the Board be authorised to determine the Auditor's remuneration.

Net Zero Transition Report

Resolution 17: to receive SSE's Net Zero Transition Report for the year ended 31 March 2023.

Authority to allot shares

Resolution 18: that the Directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 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, up to an aggregate nominal amount equal to £181,722,739. Such authority to apply until the earlier of the conclusion of the Annual General Meeting 2024 and close of business on 30 September 2024, except that the Company may pursuant to the authority granted make offers and enter into agreements before such expiry which would, or might, require shares to be allotted or rights to be subscribed for, or convert securities into, shares to be granted after the authority ends, and the Directors may allot shares or grant rights to subscribe for, or convert securities into, shares under any such offer or agreement as if the authority had not expired.

Notice of Annual General Meeting 2023 continued

Special Resolutions

Authority to disapply pre-emption rights

Resolution 19: that, subject to the passing of Resolution 18, the Directors be authorised to allot equity securities (as defined in the Companies Act 2006) for cash under the authority conferred by that Resolution and/or to sell Ordinary Shares held by the Company as Treasury Shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, provided that such authority shall be limited:

- (a) to the allotment of equity securities and sale of Treasury Shares for cash in connection with an offer of, or invitation to apply for, equity securities to or in favour of: (i) ordinary shareholders in proportion (as nearly as may be practicable) to their respective holdings; and (ii) 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, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and
- (b) in the case of the authority granted under Resolution 18 and/or in the case of any sale of Treasury Shares, to the allotment of equity securities or sale of Treasury Shares otherwise than under paragraph (a) of this Resolution up to an aggregate nominal amount of £27,258,410 (representing 54,516,820 Ordinary Shares).

Such authority to expire at the end of the Annual General Meeting 2024 or, if earlier, at the close of business on 30 September 2024, 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 Board may allot equity securities (and sell Treasury Shares) under any such offer or agreement as if the authority had not expired.

Additional authority to disapply pre-emption rights for purposes of acquisitions or specified capital investments

Resolution 20: that, subject to the passing of Resolution 18, the Directors be authorised, in addition to any authority granted under Resolution 19, to allot equity securities (as defined in the Companies Act 2006) for cash under the authority granted under Resolution 18 and/or sell Ordinary Shares held by the Company as Treasury Shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, provided such authority shall be:

- (a) limited to the allotment of equity securities or sale of Treasury Shares up to an aggregate nominal amount of £27,258,410, (representing 54,516,820 Ordinary Shares); and
- (b) used only for the purpose of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction which the Directors determine to be an acquisition, or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights published by the Pre-Emption Group in November 2022.

Such authority to expire at the end of the Annual General Meeting 2024 or, if earlier, at the close of business on 30 September 2024, 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 Board may allot equity securities (and sell Treasury Shares) under any such offer or agreement as if the authority had not expired.

Authority to purchase own shares

Resolution 21: that the Company be generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of Ordinary Shares of 50 pence each in the Company provided that:

- (a) the maximum number of Ordinary Shares authorised to be purchased is 109,033,643;
- (b) the minimum price which may be paid for such shares is 50 pence per share which amount shall be exclusive of expenses; and
- (c) the maximum price, exclusive of expenses, which may be paid for each such Ordinary Share is the higher of: (i) an amount equal to 105% of the average of the middle market quotations for an Ordinary Share in the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the share is contracted to be purchased; and (ii) an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share as derived from the London Stock Exchange Trading System in each case at the time the purchase is agreed.

Such authority shall expire at the earlier of the conclusion of the Annual General Meeting 2024 and close of business on 30 September 2024 (except in relation to a purchase of such shares, the contract for which was concluded before such time and which will or may be executed wholly or partly after such time and the Company may purchase Ordinary Shares pursuant to any such contract as if the power had not ended).

Notice of general meetings

Resolution 22: that a general meeting of the Company other than an Annual General Meeting may be called on not less than 14 clear days' notice.

By order of the Board



Sally Fairbairn
Company Secretary
23 May 2023

Explanatory notes to the proposed resolutions

Ordinary and Special Resolutions

Resolutions 1 to 18 will be proposed as Ordinary Resolutions which require a simple majority of votes to be cast in favour to be passed. Resolutions 19 to 22 will be proposed as Special Resolutions which require a 75% majority of the votes to be cast in favour to be passed.

Resolution 1: Receipt of the Annual Report and Accounts 2023

The Directors of the Company must present their Annual Report and the Accounts, including the Independent Auditor's Report, to the meeting and shareholders may raise any questions on the Annual Report and Accounts under this resolution.

Resolution 2: Approval of the Remuneration Report 2023

The Remuneration Report in the Company's Annual Report and Accounts for the year ended 31 March 2023 comprises: (a) the statement by the Remuneration Committee Chair; and (b) the Annual report on remuneration, which sets out the remuneration paid to the Company's Directors during the year ended 31 March 2023.

The Remuneration Report 2023 is set out on [pages 166 and 167](#) and [170 to 184](#) of the [Annual Report 2023](#). The Resolution is advisory and does not affect the remuneration already paid to any Director.

Resolution 3: Declaration of the final dividend for 2023

A final dividend can be paid only after it has been approved by shareholders. A final dividend of 67.7 pence per Ordinary Share is recommended by the Directors for payment in cash on 21 September 2023 to shareholders on the Register of Members as at close of business on 28 July 2023 but excluding those shareholders in respect of whom a valid election to participate in the Company's Scrip Dividend Scheme shall have been received by the Company by 4.30pm on 24 August 2023. Shareholders for whom valid elections have been received by 4.30pm on 24 August 2023 will receive the final dividend in the form of new Ordinary Shares in the Company. Full details of the Company's Scrip Dividend Scheme are available on the Company's website [sse.com](#).

Resolutions 4 to 14: Re-appointment of Directors

In accordance with the UK Corporate Governance Code, all Directors should be subject to election or re-election by shareholders every year. Separate resolutions are proposed for each Director's re-appointment. Further detail on specific reasons why each Directors' contribution is, and continues to be, important to the Company's long-term sustainable success can be found on [pages 8 to 12](#) of this Notice under 'Career and experience', and 'Skills and attributes which support strategy and long-term success'.

The Board, its Committees and the individual Directors participate in an annual performance evaluation. The 2022/23 Board and Board Committee evaluations were facilitated by Lintstock Ltd. This followed Lintstock's 2021/22 external Board and Board Committee performance review, with their services re-engaged for a further two years to provide efficient and consistent focus on the actions and themes which were identified. The external Board and Board Committee performance evaluation in line with standing Nomination Committee process, confirmed the continuing independent and objective judgement of all the non-Executive Directors, alongside their continued effective performance and commitment to their respective roles. Further details of the performance evaluation process are set out on [pages 140 and 141](#) of the [Annual Report 2023](#).

The Board recommends to shareholders the proposed re-appointment of all Directors set out in Resolutions 4 to 14. Full biographical details of each Director are set out on [pages 8 to 12](#) of this Notice. The Executive Directors' service contracts and non-Executive Directors' letters of appointment are available for inspection as specified in note 13 of this Notice.

Resolution 15: Appointment of Auditor

The Company is required to appoint an auditor at each general meeting at which accounts are laid before the Company, to hold office until the conclusion of the next such meeting. This resolution, on the Audit Committee's recommendation, proposes the re-appointment of Ernst & Young LLP as Auditor of the Company. If approved, Ernst and Young LLP, will be appointed as Auditor for the year ending 31 March 2024.

Resolution 16: Authority for the Audit Committee to agree the Auditor's remuneration

This resolution authorises the Audit Committee, in accordance with standard practice, to agree the remuneration of the Auditor.

Resolution 17: Net Zero Transition Report

SSE believes that both the Company and its shareholders benefit from ongoing engagement on climate-related issues. SSE proposed an enabling resolution to its AGM 2021 that established a framework for annual advisory votes on its Net Zero Transition Report. By consulting shareholders annually on its Net Zero Transition Report, SSE's objective is that both the Company and its shareholders benefit from enhanced climate-related engagement. This year, shareholders are asked to receive the Net Zero Transition Report for the year ended 31 March 2023, and in doing so, consider and approve it on a non-binding advisory basis.

SSE's Net Zero Transition Report for 31 March 2023 provides a navigation aid to climate-related disclosures in both the [Annual Report 2023](#) and throughout the [Sustainability Report 2023](#). The Net Zero Transition Report is available on [sse.com](#).

Explanatory notes to the proposed resolutions continued

The Net Zero Transition Report includes the following information, with the scope to be updated and revised from time to time in accordance with any mandatory requirements and best practice:*

- (a) the measures the Company uses to evaluate the consistency of its economic activity with its Net Zero Transition Plan;
- (b) the measures the Company uses to align its public policy engagement and external communications with the Net Zero Transition Plan;
- (c) information regarding the governance of the Net Zero Transition Plan and the link between the Company's targets and executive remuneration;
- (d) how the Company has evaluated and mitigated the impact of the net zero transition on the Company's employees, communities in which it operates and other stakeholders in the context of a just transition to being a net zero business;
- (e) confirmation of the extent to which the Company's overall climate risk reporting is consistent with the Final Recommendations of the Task Force on Climate-related Financial Disclosures;
- (f) any applicable updates to the frameworks, relevant methodologies, timescales for goals and targets and core assumptions used in relation to the Net Zero Transition Plan; and
- (g) the Company's progress on the implementation of matters the subject of the reporting requirements set out in paragraphs (a) to (f), above.

Given that shareholders may have multiple motives when voting on such a matter, the Company wishes to clarify that if there is a significant vote against, it would hold discussions with shareholders through its Investor Relations and environmental, social and governance (ESG) engagement programme and seek information from them about why they did not support the proposed resolution, informing all shareholders about the results of that process and announce its intended measures aimed at taking them into account.

* Omitting commercially confidential or competitively sensitive information, and at reasonable cost.

Resolution 18: Authority to allot shares

This resolution gives the Directors authority to allot shares, or grant rights over shares, limited to an aggregate nominal amount equal to £181,722,739 (representing 363,445,478 Ordinary Shares of 50 pence each excluding Treasury Shares) which, as at 23 May 2023, being the latest practicable date prior to the publication of this Notice, represented one third of the issued share capital of the Company (excluding Treasury Shares).

The authority will expire at the earlier of the conclusion of the AGM 2024 and close of business on 30 September 2024 (the last date by which the Company must hold an AGM in 2024).

The Directors have no present intention of issuing any shares, or of granting rights to subscribe for, or to convert any security into shares, except in relation to, or in connection with, the operation and management of the Company's Scrip Dividend Scheme and the exercise of options under the Company's share plans. However, the Directors may consider issuing shares if they believe it would be appropriate to do so in respect of business opportunities that may arise consistent with the Company's strategic objectives.

As at 23 May 2023 (being the last practicable day prior to the printing of this Notice) the issued share capital of the Company consisted of 1,093,938,615 Ordinary Shares, with a nominal value of 50 pence each and carrying one vote each. This figure includes 3,602,178 Ordinary Shares which are held in treasury representing approximately 0.33% of the issued share capital (excluding Treasury Shares). The voting rights on Treasury Shares are automatically suspended. Therefore, the total number of voting rights in the Company was 1,090,336,437 as at 23 May 2023.

Resolutions 19 and 20: Disapplication of pre-emption rights

The Companies Act 2006 provides that if the Directors wish to allot New Shares or other equity securities, or sell Treasury Shares, for cash (other than in connection with any employee share scheme) they must in the first instance offer them to existing shareholders in proportion to their holdings (a pre-emptive offer). Resolutions 19 and 20, which will be proposed as special resolutions, would give the Directors the authority to allot a limited number of Ordinary Shares or other equity securities, or sell Treasury Shares, for cash without first offering them to existing shareholders in proportion to their existing shareholding.

The authority in Resolution 19 would be limited to:

- (a) allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities if required by the rights of those securities or as the Directors otherwise consider necessary; and
- (b) otherwise allotments or sales up to an aggregate nominal amount of £27,258,410 (representing 54,516,820 Ordinary Shares of 50 pence each). This aggregate nominal amount represents approximately 5% of the issued share capital (excluding Treasury Shares) of the Company as at 23 May 2023 (being the latest practicable date prior to the publication of this document). This limit also applies to shares issued or sold from treasury.

Resolution 20 is intended to give the Company flexibility to make non-pre-emptive issues of ordinary shares in connection with acquisitions and other capital investments as contemplated by the Pre-emption of Principles on Disapplying Pre-emption Rights published by the Pre-emption Group in November 2022. The authority in Resolution 20 is in addition to that proposed by Resolution 19 and would be limited to allotments of Ordinary Shares or sales of Treasury Shares up to an aggregate nominal amount of £27,258,410 (representing 54,516,820 Ordinary Shares of 50 pence each). This aggregate nominal amount represents an additional 5% of the issued share capital (excluding Treasury Shares) of the Company as at 23 May 2023 (being the latest practicable date prior to the publication of this document).

In respect of the power under resolution 20, the Directors confirms that the Company will only allot Ordinary Shares or sell Treasury Shares representing more than 5% of the issued ordinary share capital of the Company, for cash pursuant to the power granted by resolution 20, where that allotment or sale is for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment within the meaning given in the Pre-emption Group's Statement of Principles on Disapplying Pre-emption Rights published by the Pre-Emption Group in November 2022 and which is announced contemporaneously with the allotment, or which has taken place in the preceding twelve month period and is disclosed in the announcement of the allotment.

The Directors have no present intention of exercising the authority sought by Resolutions 19 and 20. However, in any event, the Directors confirm their intention to follow the shareholder protections in Part 2B of the Statement of Principles on Disapplying Pre-Emption Rights published by the Pre-Emption Group in November 2022. The Directors consider the authority in Resolutions 19 and 20 to be appropriate as there may be occasions when the Directors will need the flexibility to finance business opportunities by the issue of Ordinary Shares without a pre-emptive offer to existing shareholders. Subject to shareholder approval, the authority under Resolutions 19 and 20 will expire at the earlier of the conclusion of the AGM 2024 and close of business on 30 September 2024. Ahead of the Company's next AGM, the Board will monitor emerging market practice in relation to the increased limits set out in Pre-Emption Group's Statement of Principles on Disapplying Pre-emption Rights which was published in November 2022.

Resolution 21: Purchase of own shares

In some circumstances, the Company may find it advantageous to have the authority to purchase its own shares in the market. The Directors believe that it is an important part of the financial management of the Company to have the flexibility to repurchase issued shares in order to manage its capital base. This Special Resolution renews the authority that was given at last year's AGM, authorising the Company to purchase its own Ordinary Shares in the market and will if approved, renew the Company's authority from shareholders to make such purchases until the earlier of the conclusion of the AGM 2024 and close of business on 30 September 2024. This resolution complies with investor guidelines, which limit share purchases to 10% of the issued share capital (excluding Treasury Shares) per annum.

The Company will seek to purchase shares where the Directors believe this would be in the best interests of shareholders generally, for example, to manage any excess share dilution created by take-up of the Scrip Dividend option that is above the level required to maintain appropriate balance sheet strength. The authority will only be used after careful consideration, taking into account market conditions prevailing at the time, other investment and financing opportunities, appropriate gearing levels and the overall financial position of the Company. Any shares purchased in this way will either be cancelled (and the number of shares in issue reduced accordingly) or held in treasury. Shares held in treasury may subsequently be sold for cash (within the limit of the shareholder pre-emption disapplication contained in Resolution 19), cancelled, or used for the purposes of employee share schemes, either immediately or at some point in the future. Treasury Shares transferred for the purposes of the Company's employee share schemes will count towards the limits in those schemes on the number of New Shares which may be issued.

The Resolution specifies the maximum number of shares which may be acquired, being 10% of the Company's issued share capital as at 23 May 2023, and minimum and maximum prices at which they may be bought. As at 23 May 2023, options were outstanding over 4.9m Ordinary Shares, representing approximately 0.45% of the issued share capital (excluding Treasury Shares). If the proposed market purchase authority were used in full, shares over which these options were outstanding would represent approximately 0.50% of the adjusted share capital (excluding Treasury Shares) on that date.

Share repurchase programme: October 2022 to December 2022

The Company confirmed on 30 August 2022 that in light of the SCRIP take up of the of the final dividend for the year ended 31 March 2022 exceeding 25%, it intended to buy-back shares with certain pre-set parameters and in accordance with the authority granted by shareholders at the Company's Annual General Meeting on 21 July 2022 (being 106,767,170 shares), the Market Abuse Regulation (596/2014) and Chapter 12 of the Listing Rules.

In line with this, the Company announced on 28 September 2022 a programme to repurchase its ordinary shares for cancellation up to the value of £125m and not exceeding 6,904,083 ordinary shares. The programme commenced on 3 October 2022 and was completed on 2 December 2022. The Company purchased 6,904,083 Ordinary shares at a total cost of £106,927,042.11 at an average market price of 1,548.75p per share. All 6,904,083 of the shares purchased were cancelled. More information on the Company's Share Repurchase Programmes can be found on sse.com.

Resolution 22: Notice period for general meetings

Resolution 22 will be proposed as a Special Resolution and would allow the Company to hold general meetings (other than Annual General Meetings) on 14 days' notice. Annual General Meetings must always be called with at least 21 days' notice but other general meetings of the Company may be called on less notice if shareholders agree to a shorter period. At the AGM 2022, a resolution was passed which allowed the Company to hold general meetings (other than Annual General Meetings) on 14 days' notice. The Board is proposing a similar resolution to renew the authority granted last year. The approval will be effective until the AGM 2024, when it is intended that the approval will be renewed.

This shorter notice period would not be used as a matter of routine. Instead, the Board will consider on a case by case basis whether the flexibility offered by the shorter notice period would be in the best interests of shareholders generally, taking into account the circumstances and business of the meeting.

Board of Directors

CHAIR



Sir John Manzoni

Chair



Date of appointment

Non-Executive Director since September 2020 and Chair from April 2021

Board tenure

2 years

Career and experience

Sir John has wide-ranging experience across the energy industry and both the private and public sectors. Through an executive career at BP which spanned 24 years, he held a number of senior roles including Chief Executive, Refining and Marketing in which he was a Main Board member. This was followed by President and Chief Executive Officer at Talisman Energy Inc before a move to UK Government where he spent six years as Chief Executive of the Civil Service and Permanent Secretary of the Cabinet Office. He has previously been a non-Executive Director of SABMiller plc and Chair of Leysdon Energy Limited.

Skills and attributes which support strategy and long-term success

- Dynamic and engaging leadership style with diverse perspectives gained across multiple sectors, organisational settings and geographies, which complement the responsibilities of SSE Chair.
- Experienced in the governance of large-scale business operations, leading reform and the management of complex projects to drive commercial performance, skills key to the fulfilment of SSE's vision and purpose.
- Strong communicator with insight into the management and development of stakeholder relations aligned with SSE's approach to decision-making.
- Working knowledge of energy regulation, government and policy considerations which underpin the success of a net zero transition.
- Brings sharp focus to people leadership, succession planning and inclusion and diversity.

Key external appointments and changes

- Non-Executive Director of Diageo.
- Chair of the Atomic Weapons Establishment.
- Non-Executive Director of KBR Inc.

EXECUTIVE DIRECTORS



Alistair Phillips-Davies

Chief Executive

Date of appointment

Executive Director since January 2002 and Chief Executive from July 2013

Board tenure

21 years

Career and experience

Alistair joined SSE in 1997 and possesses extensive knowledge of the Group, having held senior roles across multiple business areas. Prior to joining the Board in 2002 as Energy Supply Director, Alistair was Director of Corporate Finance and Business Development. In 2010, he became Generation and Supply Director, before his appointment as Deputy Chief Executive in 2012 then Chief Executive in 2013. Alistair is a fellow of the Energy Institute and a Chartered Accountant.

Skills and attributes which support strategy and long-term success

- Sound executive leadership and a considered approach to strategy; evidenced through continued delivery under the Group operating model, Net Zero Acceleration Programme, and sustainability plans and targets.
- Broad knowledge of the energy markets in Great Britain and Ireland and across Europe, which informs views of long-term direction.
- Proactive approach to understanding stakeholder priorities including the impact of the energy crisis, SSE's societal response to net zero and the pace, focus and investment needed to deliver a clean, secure and cost-effective energy system.
- Detailed understanding of policy, politics, and regulation, enabling constructive engagement in these areas.
- Focused on people development to support culture and capabilities for future growth.

Key external appointments and changes

- Chair of SSEN Distribution Board from April 2023.
- Non-Executive Director of Anglian Water Services Limited from November 2022.
- Member of the Scottish Energy Advisory Board.
- Member of the UK Government's Hydrogen Advisory Council.



Gregor Alexander

Finance Director



Date of appointment

Executive Director and Finance Director since October 2002

Board tenure

20 years

Career and experience

Gregor joined SSE in 1990 and has been Finance Director on the Board since 2002. Prior to being appointed as Finance Director, Gregor worked in senior finance roles and led specialist teams including as Group Treasurer and Tax Manager. Gregor has also served on the Boards of SSE's networks businesses over a number of years. He is a Chartered Accountant and member of the Accounting for Sustainability (A4S) CFO Leadership Network.

Skills and attributes which support strategy and long-term success

- Extensive knowledge of financial markets as leader of SSE's financial strategy, including the approach to sustainable financing and long-term performance, and the link between financial, social and environmental factors.
- Experienced in directing significant corporate projects and major transactions, including SSE's approach to investments, divestments and partnering to create strategic value.
- Oversees governance in the management of Group risks including those emerging from the net zero transition and external economic environment, with a focus on capital investment, resilient supply chains, project delivery and digital.
- Deep appreciation of shareholder views and ESG matters including the continued commitment to lead on fair tax, fair work and sharing economic value through of SSE's 2030 Goals.

Key external appointments and changes

- Chair of SSEN Transmission Board from October 2022.
- Director of Neos Networks Limited from February 2023.
- Stepped down as non-Executive Director of Stagecoach Group plc in June 2022.

**I N D E P E N D E N T
N O N - E X E C U T I V E
D I R E C T O R S**



Martin Pibworth
Chief Commercial Officer



Date of appointment

Executive Director since September 2017 and Chief Commercial Officer from November 2020

Board tenure

5 years

Career and experience

Martin joined SSE in 1998 as an energy trader, which was followed by a series of commercial roles before becoming Managing Director, Energy Portfolio Management, and a member of SSE's then Management Board in 2012. In 2014, he was appointed Managing Director, Wholesale, and a member of SSE's Group Executive Committee. In 2017 he joined the Board as Group Energy Director, a role which was expanded to Group Energy and Commercial Director in November 2020. This role was re-titled Chief Commercial Officer in March 2022.

Skills and attributes which support strategy and long-term success

- Literacy in complex energy and commodity markets which is supported by technical and operational expertise.
- End-to-end experience in large capital projects including joint venture engagement and governance, which has been applied in the development of SSE's diverse and flexible generation portfolio, including the renewables pipeline.
- Commercially minded in seeking future growth within SSE's market-based businesses, including internationally, having supported key capital recycling opportunities and transactions to refine SSE's business mix and secure optimum value from investments.
- Understanding of change management and sources of commercial risk, having overseen SSE's monitoring and response to recent market volatility.

Key external appointments and changes

- Member of Energy UK Board.



Tony Cocker
Senior Independent Director



Date of appointment

Non-Executive Director since May 2018 and Senior Independent Director from October 2020

Board tenure

5 years

Career and experience

Tony possesses detailed knowledge of the energy sector through a 20-year career with E.ON SE and Powergen plc, encompassing responsibility for: thermal generation; onshore and offshore wind (including Scroby Sands and the London Array, the world's largest offshore wind farm when built); commodity trading and risk management; and retail. Latterly, he held the position of CEO and Chair of E.ON UK plc, comprising the main businesses in the UK. Previous roles include CEO of E.ON Energy Trading SE and Managing Director of E.ON UK Energy Wholesale. He has served on the Board of Energy UK.

Skills and attributes which support strategy and long-term success

- Extensive CEO and MD experience across renewables, generation, commodity portfolio management and energy trading.
- Wide-ranging technical and operational insight, surrounding energy infrastructure and assets including the delivery of major thermal and renewable energy projects.
- UK and European energy industry and non-Executive experience enhances Board understanding of trends relevant to SSE's operations and of utilities regulation.
- A balanced sounding board with additive experience in strategic consultancy and energy and utility stakeholder management.

Key external appointments and changes

- Chair of Infinis Energy Management Limited.
- Visiting Professor at Aston University.
- Chair of Future Biogas Limited from March 2023.

Key

Committee membership

- NC** Nomination Committee
- AC** Audit Committee
- ER** Energy Markets Risk Committee
- SHE** Safety, Sustainability, Health and Environment Advisory Committee
- RC** Remuneration Committee
- Committee Chair

External appointments

The Board considered and approved the additional external commitments taken on by Alistair Phillips-Davies, Tony Cocker, Debbie Crosbie, Helen Mahy and Melanie Smith during the period, confirming there would be no impact on the time commitment required for their respective roles. For the non-Executive Directors, an additional assessment of independence and objectivity was conducted, with no concerns identified. The resultant position is believed to be consistent with recognised proxy advisor guidelines.

Board of Directors continued

INDEPENDENT NON-EXECUTIVE DIRECTORS



Lady Elish Angiolini QC

Non-Executive Director



Date of appointment

Non-Executive Director since September 2021

Board tenure

1 year

Career and experience

Lady Elish has an extensive public sector legal career, serving as Lord Advocate of Scotland from 2006 to 2011, across two government administrations, having previously been Solicitor General for Scotland. Since then, she has carried out independent public inquiries and reviews for the UK and Scottish Governments and held positions in academia, serving as Principal of St Hugh's College Oxford since 2012. She is also a Pro-Vice Chancellor of Oxford University and previous Chancellor of the University of West of Scotland. She is Chair of the Board of Trustees for the legal action non-governmental group Reprieve and a patron of several charities.

Skills and attributes which support strategy and long-term success

- Possesses significant understanding of Scottish governance and has practical experience of working with the UK and Scottish governments through involvement in independent public reviews, whilst maintaining no political affiliation.
- Strong ambassadorial skills developed through an international stakeholder network in judicial, governmental, diplomatic, and academic fields.
- Exercises a strong sense of social purpose and adds depth of perspective to Board considerations, including as an advocate for employee views in the Boardroom; reinforcing SSE's approach to wider value creation.

Key external appointments and changes

- Pro-Vice Chancellor of the University of Oxford.
- Principal of St Hugh's College Oxford.
- Chair of the Sarah Everard Inquiry.
- Chair of Board of Trustees of Reprieve.
- Stepped down as Chair of the Discipline Board of ICAS in March 2023.



John Bason

Non-Executive Director



Date of appointment

Non-Executive Director since June 2022

Board tenure

Under 1 year

Career and experience

John brings significant listed company and recent and relevant financial and international experience through a career in global businesses. He joined Associated British Foods plc (ABF) as Finance Director in 1999 and held this position until stepping down in April 2023. Whilst in post, ABF's diverse food, ingredients and retail businesses employed 128,000 people and operated in 53 countries across Europe, Asia, the Americas, Australia and Africa. Prior to this, John was Finance Director of the international distribution and services group Bunzl plc. Non-Executive experience includes Senior Independent Director and Audit Committee Chair of Compass Group PLC. John is a Chartered Accountant.

Skills and attributes which support strategy and long-term success

- Extensive leadership experience and international perspective, gained from global companies and complex operations, which will be invaluable to SSE's growth and entry into new markets.
- A proven track record in developing financial and commercial strategy, including M&A, corporate transactions and large capital projects, which complements SSE's Net Zero Acceleration Programme Plus, and supports appointment to the role of Audit Committee Chair from 21 July 2023.
- Understanding of the listed company context with practical experience of investor relations and ESG strategy, placing utmost importance on the role of sustainability.

Key external appointments and changes

- Non-Executive Director of Bloomsbury Publishing Plc.
- Chair of the charity FareShare.
- Primark Strategic Advisory Board Chair from April 2023.
- Stepped down as Finance Director of Associated British Foods plc in April 2023.



Debbie Crosbie

Non-Executive Director



Date of appointment

Non-Executive Director since September 2021

Board tenure

1 year

Career and experience

Debbie brings over 25 years of experience in financial services leadership and became the first female Chief Executive of Nationwide Building Society in 2022. Prior to this appointment, Debbie served as CEO of TSB from May 2019 and was previously an Executive Director and Chief Operating Officer of Clydesdale Bank, where she led preparations for its successful demerger from National Australia Bank and subsequent IPO. Debbie is a fellow of the Chartered Institute of Bankers and a member of the Glasgow Economic Leadership Board and the Strathclyde University Business School Advisory Board.

Skills and attributes which support strategy and long-term success

- Extensive experience of the implementation of strategy, including execution of far-reaching transformation projects within large consumer-facing organisation, and the critical role of digital and data.
- Understanding of capital allocation, optimisation, and investment appraisal frameworks central to SSE's growth plans.
- Responsible for efficient and effective operations in high profile organisations in a heavily regulated sector, requiring a compliance-driven approach and proficiency in IT and cyber security, risk management and internal controls.
- Business leader with expert understanding of the wider organisational responsibilities to employees and society.

Key external appointments and changes

- Chief Executive of Nationwide Building Society.
- Member of the Glasgow Economic Leadership Board.
- Member of the Business School Advisory Board of Strathclyde University.
- Member of the FCA Practitioner Panel from June 2022.
- Director of UK Finance from May 2023.



Peter Lynas*

Non-Executive Director



Date of appointment

Non-Executive Director since July 2014

Board tenure

8 years

Career and experience

Peter has over 30 years of business experience spanning all areas of finance. He retired from the role of Group Finance Director of BAE Systems plc in March 2020, prior to which he was Director, Financial Control, Reporting and Treasury. His early career involved roles within GEC Marconi, where he was appointed Finance Director of Marconi Electronic Systems before the completion of the British Aerospace/Marconi merger. He is a Fellow of the Chartered Association of Certified Accountants.

Skills and attributes which support strategy and long-term success

- Brings recent and relevant financial experience to the Board and strong direction to the Audit Committee, as Chair of which, he drives focus on the risk and control environment including Group resilience, cyber security and the ethics and compliance culture.
- International business perspective and an applied understanding of long-term project management and delivery, including investment appraisal, contracting and supply chain experience.
- Up-to-date investor relations experience through his executive career at BAE and pensions insight having been Chair of the trustee Board of a major UK scheme.

Key external appointments and changes

- Senior Independent Director of First Group plc.



Helen Mahy CBE

Non-Executive Director



Date of appointment

Non-Executive Director since March 2016

Board tenure

7 years

Career and experience

Helen is a former Company Secretary and General Counsel of National Grid plc. She is an experienced non-Executive Director with previous directorships at Bonheur ASA, Aga Rangemaster plc, Stagecoach Group plc, SVG Capital plc, Chair of MedicX Fund Limited, Deputy Chair and Senior Independent Director of Primary Health Properties PLC, and Chair of The Renewables Infrastructure Group Limited. She was a member of the Parker Review steering committee into the Ethnic Diversity of UK Boards. She is a patron of the Social Mobility Business Partnership, Co-chair of the Employers Social Mobility Alliance and Chair of the Global Media Campaign to end FGM.

Skills and attributes which support strategy and long-term success

- Long-standing energy and regulatory expertise, including understanding of the legal, compliance, governance and risk frameworks in which SSE's businesses operate and a decade of experience overseeing renewables infrastructure investment.
- Insight into a broad range of investor and stakeholder perspectives and trends from cross-sectoral, international and external Board interests that enable wider discussion and debate.
- Advocate of a strong safety and employee wellbeing culture, extensive knowledge of sustainability, and applies a wide focus to social equity including social mobility and inclusion and diversity.

Key external appointments and changes

- Non-Executive Director of Gowling WLG (UK) LLP.
- Non-Executive Director of NextEnergy Solar Fund from April 2023.
- Stepped down as Chair of The Renewables Infrastructure Group Limited in October 2022.
- Stepped down as Commissioner for The Equality and Human Rights Commission in March 2023.



Melanie Smith CBE

Non-Executive Director



Date of appointment

Non-Executive Director since January 2019

Board tenure

4 years

Career and experience

Melanie has over 20 years of strategy and transformation experience. Most recently, she built the Ocado Retail joint venture – the world's largest pureplay online grocer and the UK's fastest growing grocer, of which she was CEO until 2022. Prior to this she was Strategy Director for Marks & Spencer with responsibility for group strategy, M&S Bank and M&S Services. Earlier roles include Global Strategy and Marketing Director at Bupa, Chief Operating Officer at TalkTalk and a Partner in McKinsey's Consumer practice.

Skills and attributes which support strategy and long-term success

- Highly qualified to appraise strategy development and execution, having advised and led growth, brand and business transformation in the consumer and retail sectors worldwide.
- Deep commercial and digital experience across multiple goods and services categories, including insurance, telco and energy that furthers Board understanding of the customer.
- Has a people centric style and wide-ranging experience in a global context including a strong cultural appreciation.
- An entrepreneurial organisational leader, actively engaging with stakeholder views to create high performing organisations.

Key external appointments and changes

- Advisory Board member of Manaia.
- Trustee of Sadler's Wells.
- Founder of Mokaraka Trust.
- Trustee of Somerset House from December 2022.
- Stepped down as CEO of Ocado Retail Limited in August 2022.

* Peter Lynas will stand down from the Board on 20 July 2023 and will therefore not stand for re-election as a Director of the Company at this year's AGM.

Board of Directors continued

INDEPENDENT NON-EXECUTIVE DIRECTORS



Dame Angela Strank DBE

Non-Executive Director



Date of appointment

Non-Executive Director since May 2020

Board tenure

3 years

Career and experience

Dame Angela brings depth of executive experience from a long-standing international career in the energy sector, which included 38 years' service at BP. Prior to retirement in December 2020, she was a member of BP's Executive Management team as BP Group Chief Scientist and Head of Downstream Technology. This followed international business and technical leadership positions spanning R&D, engineering, digital, product development and innovation, business development, finance and renewable energy. Angela is a Fellow of the Royal Society, the Royal Academy of Engineers, and the UK Energy Institute. She was awarded a DBE for long-standing services to the energy industry and pioneering STEM careers, especially for women.

Skills and attributes which support strategy and long-term success

- Expert understanding of the current and future role of technology and science within the broader energy and manufacturing industries, including the impact of disruptive trends and resultant transformation.
- Knowledge of leading and collaborating on a large scale and with international outlook, having worked extensively in culturally diverse environments including the Middle East, Europe, the Far East, Africa and America.
- Corporate social responsibility and sustainability experience through active involvement in climate science research, the energy transition, reputation and safety management, pioneering women in STEM careers, and as a champion of inclusion and diversity; having chaired the Corporate Sustainability Committee, and Safety, Ethics and Sustainability Committee in two FTSE 100 companies.

Key external appointments and changes

- Non-Executive Director of Rolls Royce plc.
- Non-Executive Director of Mondi plc.

COMPANY SECRETARY



Sally Fairbairn

Company Secretary and Director of Investor Relations

Date of appointment

Company Secretary and Director of Investor Relations since December 2014

Career and experience

Sally joined SSE in 1997 as a chartered accountant working in the Corporate Finance team. Through this role, which included responsibility for long-term financial modelling of the SSE Group, she developed knowledge of the SSE's diverse operations and the UK energy industry. In 2007, Sally became Director of Investor Relations and Analysis allowing her to develop extensive experience of the shareholder and financial analyst community, and through associated engagement, has detailed understanding of investor views. Sally was appointed to the joint role of Company Secretary and Director of Investor Relations in December 2014.

Important notes

The following notes explain your general rights as a shareholder and your right to attend and vote at the meeting or to appoint someone else to vote on your behalf.

1. Entitlement to attend and vote

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, and section 360B(2) of the Companies Act 2006, the Company specifies that only shareholders registered in the Register of Members of the Company at 12.30pm on 18 July 2023 or, in the event that the AGM is adjourned, registered in the Register of Members of the Company 48 hours before the time of the adjourned meeting(s), shall be entitled to vote at the AGM in respect of the number of Ordinary Shares registered in their name at that time. Save in relation to any adjourned meeting(s), changes to entries on the Register of Members of the Company after 12.30pm on 18 July 2023 shall be disregarded in determining the rights of any person to vote at the AGM.

2. Electronic participation

Shareholders and their duly appointed representatives and/or proxies are invited to join the AGM electronically by logging on to <https://web.lumiagm.com>. The Lumi website will open 30 minutes before the scheduled time of the AGM. A user guide can be found in Appendix 1 in respect of the electronic elements of the AGM, including instructions on how to join and watch the meeting, ask questions, and vote on the day. A shareholder joining the AGM by means of electronic facility is responsible for ensuring they have access to and can use the facility. Appendix 1 also includes instructions on how to appoint proxies and corporate representatives to join on a shareholder's behalf.

3. Voting at the AGM

Voting on each of the resolutions to be put to the AGM will be taken on a poll, to reflect the number of shares held by a shareholder whether or not the shareholder is able to attend the meeting. As soon as practicable following the AGM, the results of the voting will be announced through the London Stock Exchange Group's Regulatory News Service and also placed on the Company's website [sse.com](https://www.sse.com).

4. Proxies

A shareholder entitled to routinely attend, speak and vote at the AGM may appoint one or more proxies to attend, speak and vote at the AGM on their behalf provided that (if more than one) each proxy is appointed to exercise the rights attached to different shares held by the shareholder. A proxy need not be a shareholder of the Company. In the case of joint shareholders, the vote of the first named in the Register of Members of the Company who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of other joint holders. Appointing a proxy will not prevent a shareholder from attending in person and voting at the meeting (although voting in person at the meeting will terminate the proxy appointment).

5. Appointment of proxy using a paper proxy form

A Form of Proxy which may be used to make such appointment and give proxy instructions accompanies this Notice for shareholders who have elected to receive a hard copy of the Annual Report. Unless otherwise indicated on the Form of Proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion withhold from voting.

To be valid, the appointment of a proxy, and the original or duly certified copy of the power of attorney or other authority (if any) under which it is signed or authenticated, should reach the Registrar, Link Group, PXS1, Central Square, 29 Wellington Street, Leeds LS1 4DL no later than 12.30pm on 18 July 2023 (or, if the meeting is adjourned, 48 hours before the time fixed for holding the adjourned meeting). If you appoint more than one proxy, additional Form(s) of Proxy can be obtained by contacting Link Group on 0345 143 4005*.

6. Electronic proxy appointment

You can appoint a proxy electronically by accessing [sse.com](https://www.sse.com). You will be asked to enter your Investor Code (IVC) printed on the Form of Proxy which accompanies the Notice of AGM for shareholders receiving hard copy documents. Your IVC can be also be found on your share certificate, or SSE Shareholder Portal users (www.sse-shares.com) will find this under 'Manage your account' when logged in to the SSE Shareholder Portal. You can also obtain this by contacting Link Group, our Registrar, by calling 0345 143 4005* and agree to certain terms and conditions. On submission of your vote you will be issued with a reference number. For an electronic proxy appointment to be valid, it must be received by the Registrar no later than 12.30pm on 18 July 2023. Should you complete your Form of Proxy electronically and then post a hard copy, the form that arrives last will be counted to the exclusion of instructions received earlier, whether electronic or postal. Please refer to the terms and conditions of the service on the website.

7. Proxy appointment through CREST or Proxymity

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a 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 & International Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com).

The message, regardless of whether it constitutes the appointment of a proxy or is 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 (ID RA10) by 12.30pm on 18 July 2023. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application 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.

* Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom are charged at the applicable international rate. Link Group are open between 9.00am to 5.30pm, Monday to Friday, excluding public holidays in England and Wales.

Important notes continued

CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. Therefore, normal system timings and limitations will 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), to procure that their 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. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. 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.

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 Company's Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 12.30pm on 18 July 2023 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 electronic appointment of your proxy.

8. Corporate representatives

Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that, if there is more than one corporate representative, they do not do so in relation to the same shares.

9. Nominated persons

Any person to whom this Notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a 'Nominated Person') may, under an agreement with the shareholder by whom they were nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the AGM. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, they may under such an agreement, have a right to give instructions to the shareholders as to the exercise of voting rights. The statement of the rights of shareholders in relation to appointment of proxies in note 4 on [page 13](#) of this Notice does not apply to Nominated Persons. The rights described therein can only be exercised by shareholders of the Company.

10. Right to ask questions

Any shareholder or appointed proxy/proxies has the right to ask questions. The Board is committed to engaging with shareholders and maintaining an ongoing dialogue. Shareholders can ask a question:

In advance of the AGM

Shareholders can raise questions in connection with the business of the meeting, in advance, by emailing them to AGMQuestion@sse.com. The submission window opens on Monday 26 June 2023 at 9.00am and closes on Monday 3 July 2023 at 5.00pm. The Company will publish responses to the matters raised on sse.com no later than 5.00pm on Wednesday 12 July 2023. Responses to questions submitted after Monday 3 July 2023 will be emailed directly to shareholders.

At the AGM

There are three ways in which shareholders can ask questions at the AGM: by attending in person; through the Chatbox function via the online platform; and by the Request to Speak facility via the online platform. **Appendix 1** contains further details of how to use the Chatbox and Request to Speak facility.

The Board will endeavour to answer all questions in connection with the business of the meeting raised at the AGM. The Company may consolidate questions of a similar nature to avoid duplication. Question and answer transcripts will be made available on the Company's website sse.com after the AGM.

The Company must cause to answer any such question relating to the business being dealt with at the AGM but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.

11. Information available on the Company's website

Copies of the Notice of Annual General Meeting 2023, the [Annual Report 2023](#), [Sustainability Report 2023](#), [Net Zero Transition Report 2023](#) and other information required by section 311A of the Companies Act 2006 can be found at sse.com.

12. Communication with the Company

You may not use any electronic address provided in either this Notice or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

13. Documents available for inspection

Copies of Directors' service contracts and non-Executive Directors' letters of appointment will be available for inspection at the registered office of the Company during normal business hours on any weekday (public holidays excepted) from the date of this Notice until the date of the AGM and thereafter at the place of the AGM from 12 noon until the conclusion of the AGM.

14. Shareholder communication preference

Shareholders who wish to change their communication preference can do so by contacting the Company's Share Registrar: Link Group, Central Square, 29 Wellington Street, Leeds LS1 4DL. Contact details are also available on the SSE website, sse.com. An e-Communications Form and other useful forms can also be accessed on sse.com, under Shareholder services.

15. Publication of audit concerns on the Company's website

Under section 527 of the Companies Act 2006, shareholders 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: (a) the audit of the Company's accounts (including the Auditors' Report and the conduct of the audit) that are to be laid before the AGM; or (b) any circumstances connected with an Auditor of the Company ceasing to hold office since the previous meeting at which the Annual Report and Accounts were laid in accordance with section 437 of the Companies Act 2006. Where the Company is required to place a statement on a website under section 527 of the Companies Act 2006, it must forward the statement to the Company's Auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on a website.

16. Issued share capital and total voting rights

As at 23 May 2023 (being the last practicable day prior to the printing of this Notice) the issued share capital of the Company consisted of 1,093,938,615 Ordinary Shares, with a nominal value of 50 pence each and carrying one vote each. This figure includes 3,602,178 Ordinary Shares which are held in treasury representing approximately 0.33% of the issued share capital (excluding Treasury Shares). The voting rights on Treasury Shares are automatically suspended. Therefore, the total number of voting rights in the Company was 1,090,336,437 as at 23 May 2023.

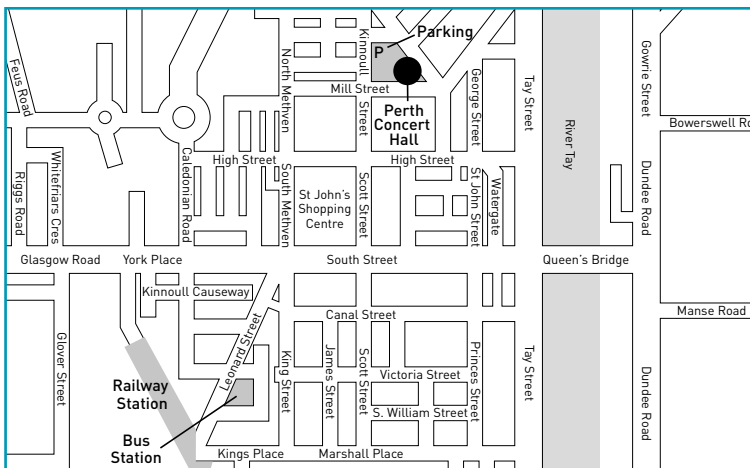
17. GDPR statement

The Company may process personal data of participants at the AGM. This may include webcasts, photos, recordings, and audio and video links, as well as other forms of personal data. Please refer to the Company's privacy notice which can be found at sse.com for details of how the Company will process personal data.

18. Location map

Perth Concert Hall, Mill Street, Perth PH1 5HZ is situated close to the River Tay and is within walking distance of both Perth Railway Station and Bus Station.

- If travelling by car, follow signs for the city centre. There is a car park (charges applicable) at the rear of the Concert Hall. This is accessed from Kinnoull Street.
- A Park+Ride facility is available at the Broxden roundabout which is situated at the junction of the M90/A9 bypass with the A9 Stirling Road.
- A second Park+Ride operates from a car park adjacent to the A94 at the north end of Scone.



Appendix 1

Appendix 1: User guide to join the Meeting electronically

Visit

<https://web.lumiagm.com/192754844> on your smartphone, tablet or computer.

You will then be required to enter your:

- IVC 11-digit Investors Code, including any zeros; and
- PIN – the last four digits of your IVC.

You will need the latest version of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

* An active internet connection is required at all times to participate in the meeting.

Home page and broadcast

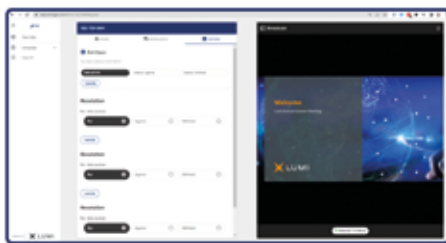


Once logged in, you will be greeted by the home page which contains instructions for using the platform.

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.

Voting



Once the Chair has opened voting, the voting tab will automatically appear in the navigation bar. All resolutions will be displayed along with the voting options.

Simply click on your desired choice to cast your vote.

There is no submit button. You may change your vote as many times as you wish until the Chair declares voting closed. To withdraw your vote and have no selection recorded, press cancel.

To cast all your votes in the same direction, use the 'Vote all' button at the top of the screen.

You may also split your vote by clicking the split vote button.

Questions (written)

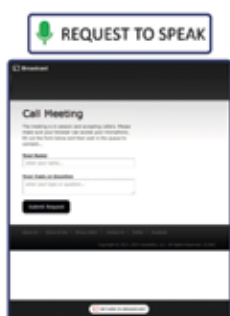


Written questions can be submitted by selecting the messaging icon from the navigation bar and typing your question into the 'Ask a question' box. Click the arrow icon to submit the question.

If question categories are enabled, these can be selected from the drop-down menu.

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

Questions (verbal)

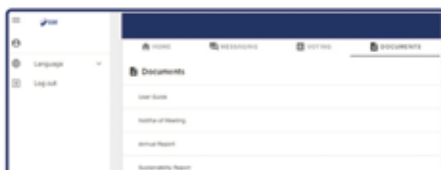


If you'd like to ask your question verbally, press the 'Request to speak' button at the bottom of the broadcast window.

If you are watching the broadcast in full screen mode, this button is found at the top of the window.

Follow the on-screen instructions to join the queue.

Documents



Meeting documentation can be found within the documents tab in the navigation bar.

Documents can be read within the platform or downloaded to your device in pdf format.

Icon descriptions



Home tab – Displays meeting instructions



Messaging tab – Submit written questions



Voting tab – View and vote on the resolutions. Only visible once the chair opens voting



Documents tab – View documents relating to the meeting, if available

Duly appointed proxies and corporate representatives

If you wish to appoint a proxy other than the Chair of the meeting and for them to attend the virtual meeting on your behalf, please submit your proxy appointment in the usual way before contacting Link Group on +44 (0) 371 277 1020* in order to obtain their IVC and PIN. It is suggested that you do this as soon as possible and at least 48 hours (excluding non-business days) before the meeting.

If your shares are held within a nominee and you wish to attend the electronic meeting, you will need to contact your nominee as soon as possible. Your nominee will need to present a corporate letter of representation to Link Group, our registrar, as soon as possible and at least 72 hours (excluding non-business days) before the meeting, in order that they can obtain for you your unique IVC and PIN to enable you to attend the electronic meeting.

* Lines are open from 9.00am to 5.30pm Monday to Friday, calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate.

