



Notice of Annual General Meeting 2017

Dear Shareholder

I am pleased to invite you to our Annual General Meeting (AGM) which will be held at the Perth Concert Hall, Mill Street, Perth PH1 5HZ on Thursday, 20 July 2017 at 12 noon.

The AGM is an important event and it is the Board's opportunity to present the Company's performance and strategy to our shareholders and to listen and respond to your questions. This Notice of Meeting for the 2017 AGM sets out in full the resolutions to be voted on, together with explanatory notes on all the business to be considered.

Voting arrangements

In order to make voting easier and reduce SSE's environmental impact, from the 2017 AGM paper proxy voting cards will only be sent to shareholders who have requested to receive a hard copy of the Annual Report. Voting at the AGM will be conducted by way of a poll. I would encourage all shareholders to vote on the resolutions being proposed at the AGM by either:

- attending the AGM in person;
- voting online at sse.com;
- completing and returning the Form of Proxy; or
- using the CREST electronic proxy appointment service (CREST members only).

All voting instructions should be made as soon as possible and by no later than 12 noon on Tuesday, 18 July 2017. Full details of voting procedures are set out on pages 7 and 8 of the Notice of Annual General Meeting 2017.

Shareholders who wish to change their communication preference can do so by contacting the Company's Share Registrar, Capita Asset Services, whose contact details are available at Note 5 and on the SSE website.

Recommendation

The Board believes that Resolutions 1 to 18 contained in the Notice of Annual General Meeting 2017 are in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of the resolutions as they intend to do in respect of their own beneficial holdings.

Yours faithfully

Richard Gillingwater CBE
Chairman

SSE plc

Registered in Scotland No.: 117119

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 adviser.

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.

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the TWENTY EIGHTH ANNUAL GENERAL MEETING of SSE plc (the 'Company') will be held at the Perth Concert Hall, Mill Street, Perth PH1 5HZ on Thursday, 20 July 2017 at 12 noon for the purpose of transacting the following business:

To consider and, if thought fit, pass the following resolutions, of which Resolutions 1 to 15 will be proposed as Ordinary Resolutions and Resolutions 16 to 18 will be proposed as Special 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 2017.

Remuneration Report

Resolution 2: to approve the 2017 Remuneration Report.

Dividend

Resolution 3: to declare a final dividend for the year ended 31 March 2017 of 63.9 pence per Ordinary Share payable on 22 September 2017.

Directors

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

Resolution 5: to re-appoint Jeremy Beeton as a Director of the Company.

Resolution 6: to re-appoint Katie Bickerstaffe as a Director of the Company.

Resolution 7: to re-appoint Sue Bruce as a Director of the Company.

Resolution 8: to re-appoint Crawford Gillies as a Director of the Company.

Resolution 9: to re-appoint Richard Gillingwater as a Director of the Company.

Resolution 10: to re-appoint Peter Lynas as a Director of the Company.

Resolution 11: to re-appoint Helen Mahy as a Director of the Company.

Resolution 12: to re-appoint Alistair Phillips-Davies as a Director of the Company.

Auditor

Resolution 13: that KPMG LLP be re-appointed 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 14: that the Audit Committee of the Board be authorised to determine the Auditor's remuneration.

Authority to allot shares

Resolution 15: 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 £168,518,630, such authority to apply until the earlier of the conclusion of the 2018 Annual General Meeting and close of business on 30 September 2018, 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 subscribe 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.

Authority to disapply pre-emption rights

Resolution 16: that, subject to the passing of Resolution 15, the Directors be authorised to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given 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, such authority to 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 existing 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) to the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £25,277,794.50.

such authority to expire at the end of the next AGM of the Company (or, if earlier, at the close of business on 30 September 2018 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 17: 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 101,111,178;
- (b) the minimum price which may be paid for such shares is 50 pence per share which amount shall be exclusive of expenses;

- (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; and
- (d) this authority shall expire at the earlier of the conclusion of the 2018 Annual General Meeting and close of business on 30 September 2018 (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 18: 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
16 May 2017

Explanatory notes to the proposed resolutions

Ordinary and special resolutions

Resolutions 1 to 15 will be proposed as Ordinary Resolutions which require a simple majority of votes to be cast in favour to be passed. Resolutions 16 to 18 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 2017 Annual Report and Accounts

The Directors of the Company must present their Annual Report and the Accounts to the Meeting and shareholders may raise any questions on the Annual Report and Accounts under this resolution.

Resolution 2: Approval of the 2017 Remuneration Report

The Remuneration Report in the Company's Annual Report and Accounts for the year ended 31 March 2017 comprises: (1) the statement by the Remuneration Committee Chairman; and (2) the Annual Report on Remuneration, which sets out the remuneration paid to the Company's Directors during the year ended 31 March 2017. The statement by the Remuneration Committee Chairman and the Annual Report on Remuneration is put to shareholders for approval by Ordinary Resolution, and is the subject of resolution 2. The resolution is advisory and does not affect the remuneration already paid to any Director.

Resolution 3: Declaration of the final dividend for 2017

A final dividend can be paid only after it has been approved by shareholders. A final dividend of 63.9 pence per Ordinary Share is recommended by the Directors for payment in cash on 22 September 2017 to shareholders on the Register of Members as at close of business on 28 July 2017, but excluding such of the 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 25 August 2017. Shareholders for whom valid elections have been received by 4.30pm on 25 August 2017 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 from the Company's website, sse.com.

Resolutions 4 to 12: Re-appointment of Directors

In accordance with The UK Corporate Governance Code, all Directors of FTSE 350 companies should be subject to election or re-election by their shareholders every year. The Company continues this practice for this year's AGM. Separate resolutions are proposed for each Directors appointment or re-appointment.

The Board, its Committees and the individual Directors participate in an annual performance evaluation. Further details of the performance evaluation process are set out on pages 60 and 61 of the 2017 Annual Report. The performance evaluation process confirmed the continuing independent and objective judgement of all the non-Executive Directors. The process also confirmed that the performance of all the current Directors standing for re-appointment continued to be effective and that they continue to demonstrate commitment in their respective roles. The Board recommends to shareholders the proposed re-appointment of all Directors set out in Resolutions 4 to 12. Full biographical details of each Director are set out on pages 52 and 53 of this Notice of Meeting. The Executive Directors' service contracts and non-Executive Directors' letters of appointment are available for inspection as specified in Note 13 of this Notice of Meeting.

Resolution 13: Re-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 KPMG LLP as Auditor of the Company.

Explanatory notes to the proposed resolutions

Resolution 14: 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 15: 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 £168,518,630 (representing 337,037,260 Ordinary Shares of 50 pence each excluding treasury shares) which, as at 16 May 2017, being the latest practicable date prior to the publication of this Notice, represented one third of the issued share capital of the Company.

The authority will expire at the earlier of the conclusion of the 2018 AGM and close of business on 30 September 2018 (the last date by which the Company must hold an AGM in 2018).

The Directors have no present intention of issuing any shares other than pursuant to existing rights under employee share schemes and the Scrip Dividend Scheme. 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.

Resolution 16: Disapplication of pre-emption rights

The Companies Act 2006 provides that if the Directors wish to allot any equity securities 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). 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.

Resolution 16 will be proposed as a Special Resolution, and would give the Directors the authority to allot Ordinary Shares (or sell any Ordinary Shares which the Company elected to hold in treasury) for cash without first offering them to existing shareholders in proportion to their existing holdings.

This authority would be limited to allotments or sales in connection with rights issues or other pre-emptive offers, or otherwise up to an aggregate nominal amount of £25,277,794.50 (representing 50,555,589 Ordinary Shares of 50 pence each). The aggregate nominal amount represents 5% of the issued share capital of the Company as at 16 May 2017, the latest practicable date prior to the publication of this Notice.

The Directors note the current institutional shareholder guidelines not to seek to allot more than 7.5% of the issued share capital, cumulatively, in any three-year rolling period without prior consultation. The Directors have no present intention of exercising this authority in the year ending 31 March 2018.

Subject to shareholder approval, the authority under this Resolution will expire at the earlier of the conclusion of the 2018 AGM and close of business on 30 September 2018.

Resolution 17: Purchase of own shares

This 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 2018 AGM and close of business on 30 September 2018.

The Directors intend to use this authority to conduct share purchases to return capital to shareholders. This is in accordance with the Company's stated intention to return up to £500m of capital to shareholders by the end of December 2017. This was announced at the Company's interim results on 9 November 2016. The Directors do not intend to exercise the Company's power to purchase its own shares other than in circumstances where they believe this would result in an increase in earnings per share and would be in the best interests of shareholders generally. Any acquisitions will be effected within certain pre-set parameters, and in accordance with both the Company's general authority to repurchase shares and Chapter 12 of the Listing Rules. In this particular instance this method of returning capital to shareholders is expected to partially offset the EPS reduction resulting from the disposal of a stake in Scotia Gas Networks Limited which took place in October 2016 and to reduce the total dividend outflow in future years.

As at the date of this notice, 13,390,013 Ordinary Shares have been purchased by the Company under this Programme.

The Resolution, which will be proposed as a Special Resolution, specifies the maximum number of shares which may be acquired (10% of the Company's issued share capital as at 16 May 2017) and minimum and maximum prices at which they may be bought. There are options outstanding at the date of this Notice over approximately 7.3 million Ordinary Shares, representing 0.72% of the issued share capital; if the authority given by Resolution 17 were to be fully used, these options would represent 0.80% of the share capital in issue on that date.

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 16), cancelled, or used for the purposes of employee share schemes. While the Company does not currently hold any treasury shares, the Directors believe that it is desirable for the Company to have this flexibility. No dividends will be paid on shares whilst held in treasury and no voting rights will be exercisable in respect of treasury shares. 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.

Resolution 18: Notice period for general meetings

Resolution 18 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 in 2016, 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 Company's next AGM, 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

	Richard Gillingwater CBE Chairman	Alistair Phillips-Davies Chief Executive	Gregor Alexander Finance Director	Crawford Gillies Senior Independent Director
Career, skills and competencies	Richard has varied experience with a wide range of organisations giving him an excellent understanding of the policy and regulatory framework within which SSE operates, as well as broad financial skills and City experience. For over 20 years he worked in corporate finance and investment banking, latterly as Chairman of European Investment Banking at CSFB. He served as Chief Executive of the Shareholder Executive and was Dean of Cass Business School, London. He has extensive board experience and was previously Senior Independent Director of Hiscox Ltd and a non-Executive Director of Wm Morrison Supermarkets plc.	Alistair is a Chartered Accountant and this together with his operational experience and leadership skills means he brings significant knowledge and commerciality to the Board. Alistair has 20 years' service with the Group, where he has held leadership roles in the Wholesale, Retail and Enterprise areas, as well as Corporate Finance. In addition, he has led many of the Group's most significant transactions since the merger in 1998 when SSE plc was formed. Prior to 1997 he worked for HSBC and National Westminster Bank in corporate finance and business development roles in London and New York.	Gregor is a Chartered Accountant and has over 25 years' service with the Group, joining Scottish Hydro-Electric plc in 1990. He therefore has the benefit of experiencing much change in the energy sector and his detailed understanding of the different aspects of the SSE Group and its operating environment is invaluable. He was SSE's Group Treasurer and Tax Manager before being appointed as Finance Director in 2002. The responsibilities of this role were first expanded in 2010. He has been instrumental in many of SSE's major investments including SSE's investment in SGN. Prior to 1990, Gregor worked for Arthur Andersen.	Crawford's varied career means he brings extensive commercial and governance knowledge to the Board including particular expertise in matters of finance and risk management. Crawford has over three decades of business experience in a variety of organisations and extensive public company board experience, making him an excellent appointment as Senior Independent Director. Crawford's business experience includes working with major companies in the UK, Europe and North America across multiple sectors. He has also held public sector posts in the UK, including Chairman of Scottish Enterprise for 7 years until 2015.
Date of appointment	Non-Executive Director since May 2007. Chairman since July 2015.	Executive Director since January 2002 and Chief Executive from July 2013.	Finance Director since October 2002.	Non-Executive Director since 1 August 2015.
Committee membership	Chairman of the Nomination Committee. Member of the Remuneration Committee.	N/A	N/A	Member of the Audit, Nomination and Remuneration Committees.
Key current appointments	Chairman of Henderson Group plc. Senior Independent Director of Helical Bar plc. Pro-Chancellor of Open University.	Member of the Accenture Global Energy Board. Vice President of Eurelectric.	Non-Executive Director of Stagecoach Group plc. Chairman of Scotia Gas Networks Ltd.	Non-Executive Director of Barclays plc. Non-Executive Director of The Edrington Group Limited.

Board of Directors continued

Jeremy Beeton CB Non-Executive Director

Career, skills and competencies

Jeremy is a Civil Engineer and brings extensive knowledge of project management and related areas including safety, complex project structures and contractual negotiations. Jeremy's career comprises over 40 years in managing large, multi-site projects. He has worked with a wide range of organisations including governments, and both private and public companies. Jeremy held various positions at Bechtel Ltd., Haden Maclellan Holdings PLC and Cleveland Bridge Engineering UK Middle East Ltd. He was the Director General of the UK Government Olympic Executive from 2007 to 2012.

Katie Bickerstaffe Non-Executive Director

Katie has experience in a variety of roles in different customer-facing retailers and fast-changing markets and has an invaluable understanding of customers' needs. This combined with her experience in HR, marketing and other business areas gives her a wide-range of skills relevant to SSE's business. From 2008 to 2012, Katie expanded and consolidated her varied business experience while serving as Director of Marketing, People and Property (Dixons). In 2012 she was promoted to the role of Chief Executive, UK and Ireland Dixons Carphone plc and also joined the Group Board.

Dame Sue Bruce DBE Non-Executive Director

Sue's extensive career in the public sector enhances the diversity of the Board; she held a variety of roles in local government in a career which spanned 40 years. Her operational experience of leading organisations, with large numbers of employees, significant assets, construction projects and an important place in the community they serve, make her an excellent source of knowledge on these matters for the Board. She was Chief Executive at both East Dunbartonshire Council and Aberdeen City Council before taking up the role of Chief Executive at the City of Edinburgh Council.

Peter Lynas Non-Executive Director

Peter has over 30 years of business experience spanning all areas of finance. He is a Fellow of the Chartered Association of Certified Accountants and brings up to date financial knowledge and experience to the Board as well as general business knowledge and board experience. In 1998 he was appointed Finance Director of Marconi Electronic Systems prior to the completion of the British Aerospace/Marconi merger and also has been Chairman of the trustee Board of a major pension scheme. He has been Group Finance Director of BAE Systems plc since 2011.

Helen Mahy CBE Non-Executive Director

Helen's career, including relevant sector experience, puts her in the ideal position to understand the legal, risk, compliance, commercial and governance issues SSE faces. She has significant public company board experience in a number of sectors in the UK and abroad and brings a detailed knowledge of, and interest in, the areas of inclusion and diversity. She was Company Secretary and General Counsel for both Babcock International Group PLC and more recently National Grid plc. Helen was also a non-executive Director of Stagecoach Group plc.



Date of appointment

Non-Executive Director since July 2011.

Non-Executive Director since July 2011.

Non-Executive Director since September 2013.

Non-Executive Director since July 2014.

Non-Executive Director since 1 March 2016.

Committee membership

Chairman of the Safety, Health and Environment Advisory Committee.
Member of the Remuneration and Nomination Committees.

Chairman of the Remuneration Committee.
Member of the Nomination Committee.

Member of the Audit, Nomination and Safety, Health and Environment Advisory Committees.

Chairman of the Audit Committee.
Member of the Nomination Committee.

Member of the Audit, Nomination and Safety, Health and Environment Advisory Committees.

Key current appointments

Chairman of Merseylink Ltd.
Senior Independent Director of WYG plc.
Non-Executive Director of John Laing Group plc.
Non-Executive Director of OPG Power Ventures plc.

Chief Executive, UK and Ireland Dixons Carphone plc.

Chair of the Royal Scottish National Orchestra.
Chair of Young Scot.
Electoral Commissioner, The Electoral Commission.

Group Finance Director of BAE Systems plc.
Member of the BAE Systems Inc Board in the US.

Chairman of The Renewables Infrastructure Group Limited.
Non-Executive Director of Bonheur ASA.
Non-Executive Director of MedicX Fund Limited.
SVG Capital plc (until approximately 2017).

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. Issued share capital and total voting rights

As at 16 May 2017 (being the last practicable day prior to the printing of this Notice) the issued share capital of the Company consisted of 1,011,111,781 Ordinary Shares, with a nominal value of 50p each and carrying one vote each. Accordingly, the total voting rights in the Company as at 16 May 2017 are 1,011,111,781.

2. 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 close of business on 18 July 2017 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 attend and 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 close of business on 18 July 2017 shall be disregarded in determining the rights of any person to attend and vote at the AGM.

3. Voting at the AGM

Voting on each of the resolutions to be put to the AGM will be taken on a poll, rather than a show of hands, to reflect the number of shares held by a shareholder, whether or not the shareholder is able to attend the meeting. At the registration desk, shareholders will be provided with an electronic voting device and guidance note. As soon as practicable following the AGM, the results of the voting will be announced via a Regulatory Information Service and also placed on the Company's website sse.com.

4. Proxies

A shareholder entitled to 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 the hard-copy Form of Proxy

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.

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, Capita Asset Services, Shareholder Solutions, 34 Beckenham Road, Beckenham BR3 4TU no later than 12 noon on 18 July 2017 (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 Capita Asset Services on 0345 143 4005. 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. We are open between 9.00am – 5.30pm, Monday to Friday, excluding public holidays in England and Wales.

6. Electronic appointment of proxy

You can appoint a proxy electronically by accessing sse.com and clicking on the AGM 2017 link on the homepage. You will be asked to enter your Investor Code (IVC) printed on the Form of Proxy 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 noon on 18 July 2017. 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. Appointment of proxies through CREST

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 & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com/CREST).

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 noon on 18 July 2017. 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.

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 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 service 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.

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 they do not do so in relation to the same shares.

Important notes continued

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 paragraph 4 of these notes does not apply to Nominated Persons. The rights described in this paragraph can only be exercised by shareholders of the Company.

10. Right to ask questions

Any shareholder or appointed proxy/proxies attending the AGM has the right to ask questions. Shareholders may also submit questions in writing in advance of the AGM to the Company Secretary at the Company's registered office. The Company must cause to be answered 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. 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: (i) 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 (ii) 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.

12. Information available on the Company's website

Copies of the Notice of Annual General Meeting 2017, the Annual Report 2017 and other information required by section 311A of the Companies Act 2006 can be found at sse.com.

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 11.30am until the conclusion of the AGM.

14. Communication

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.

Location map

Perth Concert Hall, Mill Street, Perth PH1 5HZ

Perth Concert Hall is situated close to the River Tay and is within walking distance of both the Railway Station and Bus Station.

- If travelling by car, follow signs for the city centre. There is a car park at the rear of the Concert Hall. This is accessed from Kinnoull Street. This 550-space multi-storey car park is open from 7am-midnight Monday to Saturday, and charges are made for parking.
- A Park+Ride facility for 250 vehicles is available at the Broxden roundabout. This 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.

