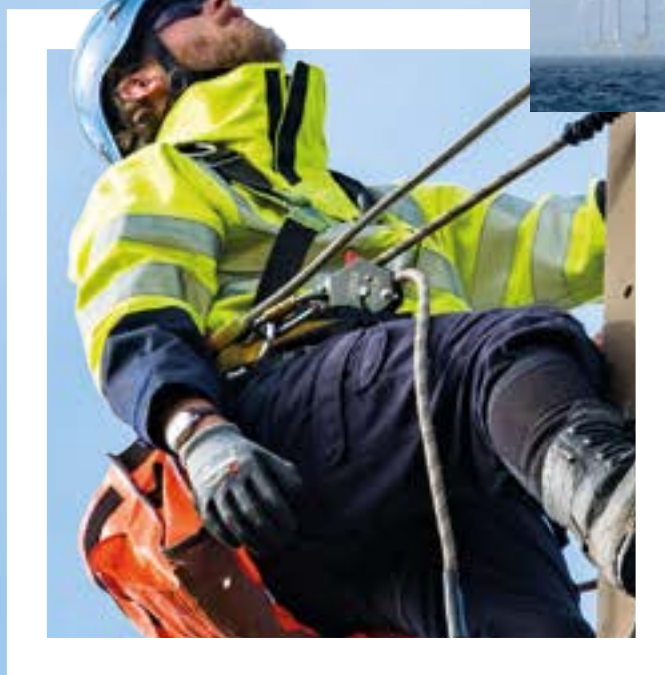




Notice of Annual General Meeting

18 July 2024



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 advice from an independent professional advisor.

If you have sold or otherwise transferred all of your shares in SSE plc, please forward this document to the person through whom the sale or transfer was effected for delivery to the purchaser or transferee.



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Key Information

AGM location map

The AGM will take place at the **Perth Concert Hall, Mill Street, Perth PH1 5HZ** which is situated close to the River Tay and within walking distance of both Perth Railway Station and Bus Station.

Detailed information on how to reach the venue, including information on car parking, Park+Ride facilities, bus and train connections and Electric Vehicle charging points, is available at www.perththeatreandconcerthall.com/visit-us.

Location map key:

 Perth Concert Hall



Join the AGM online

- Visit <https://web.lumiagm.com/105991303> on your smartphone, tablet or computer.
- Enter your Shareholder Reference Number (SRN), including any zeros, and PIN, which can be found in the documentation or email sent to you (depending on your communication preference).
- You will need an active internet connection and the latest version of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.
- For more detailed instructions see Appendix 1 on page 15.

Key dates

Submission of pre-AGM questions: 24 June 2024 at 9.00am to 1 July 2024 at 5.00pm

Responses to pre-AGM questions published on website: 10 July 2024 by 5.00pm

Proxy submission deadline: 16 July 2024 at 12.30pm

AGM: 18 July 2024 at 12.30pm

Please note the information contained in this Notice is accurate as at 21 May 2024. Any changes to the AGM arrangements will be communicated on the Company's website, sse.com, and announced via the London Stock Exchange Group's Regulatory News Service (RNS).

Letter from the Chair



Dear Shareholder,

I am pleased to inform you that the Annual General Meeting (the 'AGM') of SSE plc (the 'Company') will be held on Thursday 18 July 2024 at 12.30pm at the Perth Concert Hall, Mill Street, Perth PH1 5HZ and virtually, via a secure online platform. Those joining online will be able to watch the meeting, ask questions, and vote in real time.

Business of the meeting

The Notice of Meeting (the 'Notice of AGM') on [pages 2 and 3](#) sets out the resolutions to be proposed at the AGM, followed by explanatory notes on [pages 4 to 7](#). As well as the Notice of AGM, it is recommended that you take time to consider SSE's Annual Report for 2024 (the 'Annual Report') before deciding how to vote. The Annual Report can be accessed on the Company's website, [sse.com](https://www.sse.com).

Attending the AGM

For those attending the AGM in person, information on how to reach the venue, including a location map, can be found on the Contents page.

Shareholders wishing to join the AGM online, can do so by logging on to <https://web.lumiagm.com/105991303>. The website will open at 12 noon, 30 minutes before the AGM begins. Instructions on how to join via the online platform and participate in the AGM virtually can be found in Appendix 1 on [page 15](#).

Voting

Voting at the AGM will be taken on a poll. Shareholders attending either in person or online will be guided through the process at the meeting. The Board strongly encourages shareholders who are unable to attend to vote in advance. Shareholders holding shares in certificated form can vote in advance by using one of the following options:

- **Electronic proxy appointment.** Submit your Form of Proxy electronically by visiting www.eproxyappointment.com. You will need the Control Number and your Shareholder Reference Number (SRN) and PIN, which can be found in the documentation or email that has been sent to you (depending on your communication preference).
- **Paper proxy form.** Return a completed form to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY.

Shareholders holding shares in uncertificated form should refer to Note 8 on [page 13](#) for instructions on how to vote in advance by appointing a proxy through CREST or Proxymity.

Proxy appointments and voting instructions should be made as soon as possible, and by no later than 12.30pm on Tuesday 16 July 2024.

If you are a participant in an SSE employee share scheme, you will receive separate instructions from the scheme administrators on how to vote in respect of your shares held through the schemes.

You will find further details on voting options and procedures on [pages 12 and 13](#). The results of the voting will be announced through the London Stock Exchange Group's Regulatory News Service and published on [sse.com](https://www.sse.com) as soon as practical after the AGM.

Asking questions

Any shareholder attending the AGM can ask questions. Instructions will be given on the day and you can find details on how to ask or submit a question via the online platform in Appendix 1.

To help the Board answer as many questions as possible, shareholders may also submit questions relating the business of the meeting, in advance, by emailing them to AGMQuestion@sse.com. The submission window opens on Monday 24 June 2024 at 9.00am and closes on Monday 1 July 2024 at 5.00pm. The Company will publish responses on [sse.com](https://www.sse.com) no later than 5.00pm on Wednesday 10 July 2024. Responses to questions submitted after Monday 1 July 2024 will be emailed directly to shareholders.

Electronic communications

SSE encourages shareholders to elect to receive email notifications and alerts when certain documents, such as the Annual Report and meeting notices, are available electronically. Registering for this facility is easy and can be done through Computershare's online Investor Centre, www.sse-shares.com. You will first need to register for the Investor Centre and then follow the instructions online. Further information on how to register for the online Investor Centre, and the benefits of electing to receive electronic communications, can be found on [page 21](#).

Recommendation

The Board believes that Resolutions 1 to 24 contained in the Notice of AGM 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



Sir John Manzoni
Chair, SSE plc

21 May 2024

Notice of Annual General Meeting 2024

NOTICE IS HEREBY GIVEN that the THIRTY FIFTH ANNUAL GENERAL MEETING (the AGM) of SSE plc (the 'Company') will be held at the Perth Concert Hall, Mill Street, Perth PH1 5HZ on Thursday 18 July 2024 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 20 will be proposed as Ordinary Resolutions and Resolutions 21 to 24 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 2024.

Remuneration Report

Resolution 2: to approve the Directors' Remuneration Report 2024.

Dividend

Resolution 3: to declare a final dividend for the year ended 31 March 2024 of 40 pence per Ordinary Share payable on 19 September 2024.

Directors of the Company

Resolution 4: to re-elect Lady Elish Angiolini.

Resolution 5: to re-elect John Bason.

Resolution 6: to re-elect Tony Cocker.

Resolution 7: to re-elect Debbie Crosbie.

Resolution 8: to re-elect Helen Mahy.

Resolution 9: to re-elect Sir John Manzoni.

Resolution 10: to elect Barry O'Regan.

Resolution 11: to re-elect Alistair Phillips-Davies.

Resolution 12: to re-elect Martin Pibworth.

Resolution 13: to re-elect Melanie Smith.

Resolution 14: to re-elect Dame Angela Strank.

Resolution 15: to elect Maarten Wetselaar.

Auditor

Resolution 16: 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 17: to authorise the Audit Committee of the Board to determine the Auditor's remuneration.

Net Zero Transition Report

Resolution 18: to receive SSE's Net Zero Transition Report for the year ended 31 March 2024.

Authority to allot shares

Resolution 19: to generally and unconditionally authorise the Directors, 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 £182,242,225.

This authority shall expire at the end of the Annual General Meeting 2025 or, if earlier, close of business on 30 September 2025. However, 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 granted, or securities to be converted into shares, after the authority ends, and the Directors may allot shares, or grant such rights, or convert securities into shares, under any such offer or agreement as if the authority had not expired.

Renewal of Scrip Dividend Scheme

Resolution 20:

- (a) to authorise the Directors, in accordance with the Company's Articles of Association as in force from time to time, to offer holders of Ordinary Shares (excluding members holding any shares as Treasury Shares) the right to elect to receive Ordinary Shares (credited as fully paid) instead of a cash dividend, from time to time, or for such period, and on such terms and conditions, as the Directors may determine, provided that the authority conferred by this Resolution shall expire at the end of the third Annual General Meeting of the Company after the date on which this Resolution is passed; and
- (b) for the purposes of any offer made pursuant to paragraph (a) of this Resolution, to authorise the Directors, in accordance with the Company's Articles of Association as in force from time to time, to capitalise such amount standing to the credit of any reserve or account of the Company as may be necessary, and apply same in paying up, and allotting and issuing new Ordinary Shares in the Company to the Ordinary Shareholders who have, or are deemed to have, validly accepted such an offer in accordance with their respective entitlements.

Special Resolutions

Authority to disapply pre-emption rights

Resolution 21: subject to the passing of Resolution 19, to authorise the Directors 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 practical) to their respective 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) in the case of the authority granted under Resolution 19 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 £54,672,667 (representing 109,345,335 Ordinary Shares).

Such authority shall expire at the end of the Annual General Meeting 2025 or, if earlier, at the close of business on 30 September 2025, except that, in each case, before the expiry date, the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and Treasury Shares sold) after the authority expires, and the Directors may allot equity securities (and sell Treasury Shares) under any such offer or agreement as if the authority had not expired.

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

Resolution 22: subject to the passing of Resolution 19, to authorise the Directors, in addition to any authority granted under Resolution 21, to allot equity securities (as defined in the Companies Act 2006) for cash under the authority granted by Resolution 19 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 £54,672,667 (representing 109,345,335 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 that 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 shall expire at the end of the Annual General Meeting 2025 or, if earlier, at the close of business on 30 September 2025, except that, in each case, before the expiry date, the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and Treasury Shares to be sold) after the authority expires, and the Directors may allot equity securities (and sell Treasury Shares) under any such offer or agreement as if the authority had not expired.

Authority to purchase own shares

Resolution 23: to generally and unconditionally authorise the Company, 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 109,345,335;
- (b) the minimum price that may be paid for such shares is 50 pence per share, exclusive of expenses; and
- (c) the maximum price, exclusive of expenses, that 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 end of the Annual General Meeting 2025 or, if earlier, close of business on 30 September 2025 (except that if the Company has agreed before this date to purchase Ordinary Shares where these purchases will, or may, be executed after the authority terminates (either wholly or in part), the Company may complete such purchases).

Notice of general meetings

Resolution 24: that a general meeting of the Company other than an Annual General Meeting may be called on no less than 14 clear days' notice.

By order of the Board



Liz Tanner
Company Secretary and Group General Counsel

21 May 2024

Explanatory notes to the proposed resolutions

Ordinary and Special Resolutions

Resolutions 1 to 20 will be proposed as Ordinary Resolutions, which require a simple majority of votes in favour. Resolutions 21 to 24 will be proposed as Special Resolutions, which require a 75% majority of votes in favour.

Resolution 1: Receipt of the Annual Report and Accounts 2024

The Directors of the Company must present their Annual Report and 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 2024

The Remuneration Report in the Company's Annual Report and Accounts for the year ended 31 March 2024 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 2024.

The Remuneration Report 2024 is set out on [pages 158 and 159](#) and [163 to 177 of the Annual Report 2024](#). The Resolution is advisory and does not affect the remuneration already paid to any Director.

Resolution 3: Declaration of the final dividend for 2024

A final dividend can be paid only after it has been approved by shareholders. A final dividend of 40 pence per Ordinary Share is recommended by the Directors for payment in cash on 19 September 2024 to shareholders on the Register of Members as at close of business on 26 July 2024. Subject to approval of Resolution 20, this excludes shareholders in respect of whom a valid election to participate in the Company's Scrip Dividend Scheme has been received by the Company by 4.30pm on 22 August 2024, and who will, therefore, 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 in Appendix 2 on [page 17](#) and on the Company's website, [sse.com](#).

Resolutions 4 to 15: Re-election of Directors

In accordance with the UK Corporate Governance Code, all Directors should be subject to election or re-election by shareholders every year and separate resolutions are proposed for each Director. 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 11](#) under 'Career and experience' and 'Skills relevant to the SSE Board'.

The Board, its Committees and the individual Directors participate in an annual performance review. The 2023/24 Board and Board Committee reviews were facilitated by Lintstock Ltd (Lintstock). The re-engagement of Lintstock for two years following the 2021/22 external performance review was agreed to provide consistent oversight of the actions and themes identified over a three-year time frame, and in advance of the next external process in 2024/25. In line with SSE's existing Nomination Committee process, the external Board and Board Committee performance reviews 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 review process and considerations surrounding time commitment and independence are set out on [pages 136 and 137](#) and [pages 140 and 141 of the Annual Report 2024](#).

The Board recommends to shareholders the proposed re-election of all Directors set out in Resolutions 4 to 15. Full biographical details of each Director can be found on [pages 8 to 11](#). The Executive Directors' service contracts and non-Executive Directors' letters of appointment are available for inspection as specified in [note 15 on page 14](#).

Resolution 16: 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. On the Audit Committee's recommendation to the Board, this resolution 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 2025.

Resolution 17: 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 18: 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 in 2021 that established a framework for annual advisory votes on its Net Zero Transition Report. This year, shareholders are asked to receive the Net Zero Transition Report for the year ended 31 March 2024, and in doing so, consider and approve it on a non-binding advisory basis.

SSE's Net Zero Transition Report for 31 March 2024 provides a navigation aid to climate-related disclosures in both the Annual Report 2024 and throughout the Sustainability Report 2024. The Net Zero Transition Report 2024 is available on [sse.com](https://www.sse.com).

The Net Zero Transition Report includes the following information:

- (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 that are the subject of the reporting requirements set out in paragraphs (a) to (f), above.

The scope of the above information is updated and revised from time to time, in line with any mandatory requirements and best practice. These updates do not include commercially confidential or competitively sensitive information, and are carried out at a reasonable cost.

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 announcing its intended measures aimed at taking them into account.

This resolution represents the third annual advisory resolution on SSE's Net Zero Transition Report. The Company continues to monitor market practice and consider stakeholder expectations in this area to ensure the regularity of the advisory vote enhances climate-related engagement. The Company notes the Transition Plan Taskforce guidance on Net Zero Transition Plans, and the guidance to review plans on a three-yearly cycle. SSE will consult with shareholders through 2024/25 to gauge opinion on the cadence of such resolutions being proposed, and any amendment to the framework for annual net zero transition report resolutions will be proposed to shareholders at the AGM in 2025.

Resolution 19: 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 £182,242,225 (representing 364,484,450 Ordinary Shares of 50 pence each, excluding Treasury Shares) which, as at 21 May 2024, being the latest practical date prior to the publication of this Notice of AGM, represented one-third of the issued share capital of the Company (excluding Treasury Shares).

The authority will expire at the end of the AGM 2025 or, if earlier, the close of business on 30 September 2025 (the last date by which the Company must hold an AGM in 2025).

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 21 May 2024 (being the latest practical date prior to the publication of this Notice of AGM) the issued share capital of the Company consisted of 1,096,239,455 Ordinary Shares, with a nominal value of 50 pence each and carrying one vote each. This figure includes 2,786,105 Ordinary Shares, which are held in treasury representing approximately 0.25% 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 1,093,453,350 as at 21 May 2024.

EXPLANATORY NOTES TO THE PROPOSED RESOLUTIONS – CONTINUED

Resolution 20: Renewal of Scrip Dividend Scheme

Shareholders last renewed the Directors' authority to operate an optional Scrip Dividend Scheme in 2021 for a period of three years. The Directors are proposing that the Company renew this authority for a further period of three years, until the day of the Annual General Meeting to be held in 2027, in line with relevant investor protection guidelines. Renewal of the Scrip Dividend Scheme is consistent with the updated NZAP Plus dividend plan announced in May 2023, which retained a scrip dividend option for shareholders while setting a 25% cap on take-up, which would be implemented, if necessary, by means of a share buyback.

The Scrip Dividend Scheme gives shareholders the right to elect to receive new Ordinary Shares in the capital of the Company (credited as fully paid) instead of cash dividends. Details of how the Scrip Dividend Scheme operates are explained in the Terms and Conditions in Appendix 2 on [page 17](#), and can also be found on [sse.com](#). If renewed, the Scrip Dividend Scheme will continue to allow existing participants to receive Ordinary Shares for every cash dividend entitlement where the Scrip alternative is offered, unless and until they notify the Company otherwise. Shareholders who wish to participate in the Scrip Dividend Scheme will need to complete a Scrip Dividend Mandate Form in accordance with the Terms and Conditions. Shareholders who hold their Ordinary Shares in CREST can only participate in the Scrip Dividend Scheme by use of the CREST Dividend Election Input Message. Evergreen instructions are not permitted in CREST and shareholders must complete a Dividend Election Input Message on each occasion, otherwise any dividend entitlement will be paid in cash.

The number of New Shares that shareholders will be entitled to receive under the Scrip Dividend Scheme will be calculated by reference to the amount of the cash dividend, the number of shares held and the Scrip Reference Share Price. The Scrip Reference Share Price is the average closing middle market quotations for the Company's shares over five dealing days commencing on the ex-dividend date for each dividend. In accordance with the Articles of Association of the Company, approval is sought to capitalise sums standing to the credit of the reserves of the Company, including the share premium account. This would enable the Directors to apply such sums in paying up in full the nominal amounts of New Shares allotted to shareholders pursuant to the elections under the Scrip Dividend Scheme.

If renewed by shareholders, the Scrip Dividend Scheme will operate for the final dividend of 40 pence per share for the year ended 31 March 2024, payable on 19 September 2024, and may operate for future dividends during the period when the Scrip Dividend Scheme is in effect. An expected timetable of events in relation to the final dividend for the year ended 31 March 2024 is set out below. The timetable for future Scrip Dividends, where offered, will be made available on the Company's website, [sse.com](#).

If every shareholder elects to participate in the Scrip Dividend Scheme for their entire holding, based on the proposed final dividend of 40 pence per share and an illustrative Scrip Reference Price of £17.99 (being the closing share price as at 21 May 2024), the maximum number of shares that could be awarded would be 24,312,470, representing approximately 2.22% of the issued share capital (excluding Treasury Shares) of the Company as at 21 May 2024. If no elections for the Scrip Dividend Scheme are received, based on the proposed final dividend of 40 pence per share and the issued share capital as at 21 May 2024, being the last practical date before the publication of this Notice of AGM, the total cash dividend payable to shareholders will be £437,381,340.

Scrip Dividend timetable for the final dividend for the year ended 31 March 2024

25 July 2024	Ex-dividend date
26 July 2024	Record date
25 to 31 July 2024	Scrip Reference Share Price calculation period
1 August 2024	Scrip Reference Share Price announced
22 August 2024	Last date for receipt of Scrip elections
19 September 2024	Dividend payment/issue of New Shares

Resolutions 21 and 22: 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 21 and 22, 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 21 would be limited to:

- 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
- otherwise allotments or sales up to an aggregate nominal amount of £54,672,667 (representing 109,345,335 Ordinary Shares of 50 pence each). This aggregate nominal amount represents approximately 10% of the issued share capital (excluding Treasury Shares) of the Company as at 21 May 2024 (being the latest practical date prior to the publication of this document). This limit also applies to shares issued or sold from treasury.

Resolution 22 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 Statement of Principles on Disapplying Pre-emption Rights published by the Pre-Emption Group in November 2022 (the "2022 Statement of Principles"). The authority in Resolution 22 is in addition to that proposed by Resolution 21 and would be limited to allotments of Ordinary Shares or sales of Treasury Shares up to an aggregate nominal amount of £54,672,667 (representing 109,345,335 Ordinary Shares of 50 pence each). This aggregate nominal amount represents an additional 10% of the issued share capital (excluding Treasury Shares) of the Company as at 21 May 2024 (being the latest practical date prior to the publication of this document).

The Directors confirm that the Company will only allot Ordinary Shares or sell Treasury Shares representing more than 10% of the issued ordinary share capital of the Company for cash, pursuant to the power granted by Resolution 22, where that allotment or sale is for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction that the Directors determine to be an acquisition or other capital investment within the meaning given in the 2022 Statement of Principles, 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.

In line with institutional shareholder guidelines, the Board proposed two separate special resolutions at the AGM 2023 seeking authority to disapply pre-emption rights up to a maximum aggregate amount of 10% of the Company's issued share capital (5% for general purposes and 5% for specific purposes to be used for an acquisition or specified capital investment). Resolutions 21 and 22 seek to renew and enhance this authority, in line with the 2022 Statement of Principles, which is supportive of companies who wish to seek authority for the annual disapplication of pre-emption rights to include: (i) 10% of a company's issued ordinary share capital to be issued on an unrestricted basis; and (ii) an additional 10% of a company's issued ordinary share capital to be used for either an acquisition or specified capital investment.

The Directors have no present intention of exercising the authority sought by Resolutions 21 and 22. However, in any event, the Directors confirm their intention to follow the shareholder protections in Part 2B of the 2022 Statement of Principles. The Directors consider the authority in Resolutions 21 and 22 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 21 and 22 will expire at the end of the AGM 2025 or, if earlier, the close of business on 30 September 2025.

Resolution 23: 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 end of the AGM 2025 or, if earlier, the close of business on 30 September 2025. This resolution complies with investor guidelines, which limit annual share purchases to 10% of the issued share capital (excluding Treasury Shares).

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 prevailing market conditions, 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 Resolutions 21 and 22), 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 that may be issued.

The Resolution specifies the maximum number of shares that may be acquired, being 10% of the Company's issued share capital as at 21 May 2024, and minimum and maximum prices at which they may be bought. As at 21 May 2024, options were outstanding over almost 5.3m Ordinary Shares, representing approximately 0.48% 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 0.54% of the adjusted share capital (excluding Treasury Shares) on that date.

Resolution 24: Notice period for general meetings

Resolution 24 will be proposed as a Special Resolution and would allow the Company to hold general meetings (other than Annual General Meetings) on 14 clear days' notice. Annual General Meetings must always be called with at least 21 clear 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 2023, a resolution was passed that 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 2025, 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



Sir John Manzoni

Chair

Committee membership



Date of appointment

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

Career and experience

Sir John has wide-ranging experience across the energy industry and private and public sectors. Through a 24-year career at BP he held a number of senior roles including Chief Executive, Refining and Marketing and 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 was 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 Leyshon Energy Limited.

Skills relevant to the SSE Board

- Dynamic and engaging leader with diverse perspectives from multiple sectors, organisational settings and geographies.
- Experienced in the governance of large-scale business operations, leading reform, the management of complex projects and driving business performance.
- Strong communicator with insight into the management and development of stakeholder relations.
- Working knowledge of energy regulation, government and policy considerations which underpin achieving net zero.
- Brings sharp focus to people leadership, succession planning and inclusion and diversity.

Key external appointments

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



Alistair Phillips-Davies

Chief Executive

Committee membership

Date of appointment

Executive Director since January 2002 and Chief Executive from July 2013

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 Chair of the SSEN Distribution Board, a fellow of the Energy Institute and a chartered accountant.

Skills relevant to the SSE Board

- Sound executive leadership and a considered approach to strategy; central to the delivery of the Net Zero Acceleration Programme Plus and SSE's sustainability plans and targets.
- Broad knowledge of the energy markets in Great Britain and Ireland and across Europe.
- Proactive understanding of SSE's stakeholder priorities.
- 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

- Non-Executive Director of Anglian Water Services Limited.
- Member of the Scottish Energy Advisory Board.
- Member of the UK Government's Hydrogen Delivery Council.
- Member of the Net Zero Council.
- Business Fellow at Smith School for Enterprise and Environment.



Barry O'Regan

Chief Financial Officer

Committee membership



Date of appointment

Executive Director and Chief Financial Officer since December 2023

Career and experience

Barry joined SSE in 2008 and became Chief Financial Officer in December 2023. Prior to becoming Chief Financial Officer, Barry was Finance Director for SSE Renewables as well as having responsibility for corporate finance across the whole of the SSE Group. In his previous role of Director of Treasury and Corporate Finance he oversaw group funding and treasury operations. He is a chartered accountant and trained with PwC in Dublin before joining Airtricity in 2005.

Skills relevant to the SSE Board

- Financial expert with 19 years of energy value chain knowledge, driving the disciplined delivery of SSE's capital investment and growth plans.
- Skilled in the development of financial strategy, which has been integral to the reshaping of SSE over the last decade.
- Experienced in leading corporate financial projects and teams, covering corporate modelling, funding strategy and debt issuance.
- Active understanding of investment community views.
- Supports SSE's approach to partnering, having served on joint venture boards.

Key external appointments

- None

Key for Board Committees

- N** Nomination Committee
- S** Safety, Sustainability, Health and Environment Advisory Committee

- A** Audit Committee
- R** Remuneration Committee

- E** Energy Markets Risk Committee
- Committee Chair



Martin Pibworth

Chief Commercial Officer

Committee membership



Date of appointment

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

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, this was expanded to Group Energy and Commercial Director in November 2020, and re-titled Chief Commercial Officer in March 2022.

Skills relevant to the SSE Board

- Literacy in complex energy and commodity markets, supported by technical and operational expertise.
- End-to-end experience in large capital projects including joint venture engagement and governance, integral to the development of SSE's diverse and flexible generation portfolio.
- Commercially minded in seeking future growth within SSE's market-based businesses, including internationally, having supported key capital recycling opportunities and transactions.
- Understanding of change management and sources of commercial risk.

Key external appointments

- Member of Energy UK Board.
- Vice Chair of the CBI Scottish Council.



Helen Mahy CBE

Senior Independent Director

Committee membership



Date of appointment

Non-Executive Director since March 2016 and Senior Independent Director from November 2023

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 and is a patron of the Social Mobility Business Partnership.

Skills relevant to the SSE Board

- Long-standing energy and regulatory expertise, spanning legal, compliance, governance and risk frameworks, with over a decade of experience overseeing renewables infrastructure investment.
- Extensive insight into investor and stakeholder perspectives and trends from cross-sectoral, international and external Board interests that enable wider discussion and debate.
- A balanced sounding board and advocate of a strong safety and employee wellbeing culture, extensive knowledge of sustainability, and applies focus to social equity, inclusion and diversity.

Key external appointments

- Non-Executive Director of Gowling WLG (UK) LLP.
- Chair of NextEnergy Solar Fund.
- Chair of the charity the Global Media Campaign to end FGM.



Rt. Hon. Lady Elish Angiolini LT DBE KC

Independent non-Executive Director of the Board and for Employee Engagement

Committee membership



Date of appointment

Non-Executive Director since September 2021

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. 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 a Pro-Vice Chancellor of Oxford University, previous Chancellor of the University of West of Scotland and Chair of the Board of Trustees for the legal action non-governmental group Reprieve.

Skills relevant to the SSE Board

- Significant understanding of UK and Scottish governance and practical experience of working with government through independent public reviews, whilst maintaining no political affiliation.
- Strong ambassadorial skills acquired 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 being an advocate for employee views.

Key external appointments

- Pro-Vice Chancellor of the University of Oxford.
- Principal of St Hugh's College Oxford.
- Chair of the Angiolini Inquiry.
- Chair of Board of Trustees of Reprieve.

Board changes 2023/24

- Gregor Alexander was succeeded by Barry O'Regan as Chief Financial Officer on 1 December 2023.
- Peter Lynas stepped down after nine years' service on 20 July 2023.
- Maarten Wetselaar joined as a non-Executive Director on 1 September 2023.
- Helen Mahy succeeded Tony Cocker as Senior Independent Director on 1 November 2023.

BOARD OF DIRECTORS – CONTINUED



John Bason

Independent non-Executive Director

Committee membership



Date of appointment

Non-Executive Director since June 2022

Career and experience

John is a chartered accountant and brings significant listed company and international experience, through a career in global businesses. He was Finance Director of Associated British Foods plc (ABF) between 1999 and 2023 where its diverse businesses employed 128,000 people and operated in 53 countries worldwide. In 2023 he became Chair of Primark's Strategic Advisory Board and Senior Advisor to the retail business. Prior to ABF, John was Finance Director of the international distribution and services group Bunzl plc. Prior non-Executive experience includes Senior Independent Director and Audit Committee Chair of Compass Group PLC.

Skills relevant to the SSE Board

- Recent and relevant financial experience, with a proven track record of developing financial and commercial strategy, including M&A, corporate transactions and large capital projects.
- Extensive leadership experience and international perspective, gained from global companies and complex operations.
- Understanding of the listed company context with practical experience of investor relations and ESG strategy, placing upmost importance on the role of sustainability.

Key external appointments

- Non-Executive Director of Bloomsbury Publishing Plc.
- Chair of the charity FareShare.
- Primark Strategic Advisory Board Chair.



Tony Cocker

Independent non-Executive Director

Committee membership



Date of appointment

Non-Executive Director since May 2018

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. 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 relevant to the SSE Board

- 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 understanding of trends relevant to SSE's operations and of utilities regulation.
- Experience in strategic consultancy and energy and utility stakeholder management.

Key external appointments

- Chair of Infinis Energy Management Limited.
- Visiting Professor at Aston University.
- Chair of Future Biogas Limited.
- Chair of Energy Systems Catapult.



Debbie Crosbie

Independent non-Executive Director

Committee membership



Date of appointment

Non-Executive Director since September 2021

Career and experience

Debbie brings over 25 years of financial services leadership and became the first female Chief Executive Officer of Nationwide Building Society in 2022. Prior to this, Debbie served as CEO of TSB 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.

Skills relevant to the SSE Board

- Experience of strategy implementation, including execution of transformation projects within large consumer-facing organisations, and the critical role of digital and data.
- Understanding of capital allocation, optimisation and investment appraisal.
- Responsible for efficient and effective operations 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

- Chief Executive Officer 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.
- Director of UK Finance.
- Member of the Prime Minister's Business Council 2024.

External appointments

The proposed and actual new external commitments taken on by Sir John Manzoni, Melanie Smith, Dame Angela Strank and Tony Cocker were considered and approved by the Board. Further details of the considerations surrounding time commitment and independence can be found on [pages 140 to 141 of the Annual Report 2024](#).



Melanie Smith CBE

Independent non-Executive Director

Committee membership



Date of appointment

Non-Executive Director since January 2019

Career and experience

Melanie is the Chief Executive Officer of the NEC Group and a leading UK consumer retail executive. She brings over 20 years of strategy and transformation experience, with previous roles including CEO of Ocado Retail, the online grocer and retail company, and Strategy Director for Marks & Spencer where she had responsibility for group strategy, M&S Bank and M&S Services. Prior to this she held the positions of Global Strategy and Marketing Director at Bupa, Chief Operating Officer at TalkTalk and a Partner in McKinsey's Consumer practice.

Skills relevant to the SSE Board

- 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.
- 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

- Chief Executive Officer of the NEC Group.
- Advisory Board member of Manaia.
- Deputy Chair of Sadler's Wells.
- Founder of Mokaraka Trust.



Dame Angela Strank DBE

Independent non-Executive Director

Committee membership



Date of appointment

Non-Executive Director since May 2020

Career and experience

Dame Angela has held a long-standing international career in energy, including 38 years' service at BP. She was a member of the Executive Management team as BP Group Chief Scientist and Head of Downstream Technology. This followed international business and technical leadership roles spanning R&D, engineering, digital, product development and innovation, business development, finance and renewable energy. She is a Fellow of the Royal Society, the Royal Academy of Engineers, and an Honorary Fellow of the UK Energy Institute. Her DBE recognises services to the energy industry and pioneering STEM careers, especially for women.

Skills relevant to the SSE Board

- Expert in technology and science within the broader energy and manufacturing industries.
- Knowledge of leading and collaborating on a large scale and with international outlook, having worked extensively in culturally diverse environments.
- Corporate social responsibility and sustainability experience through involvement in climate science research, the energy transition, reputation and safety management, and inclusion and diversity; having chaired the Corporate Sustainability Committee, and Safety, Ethics and Sustainability Committee in two FTSE 100 companies.

Key external appointments

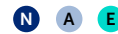
- Non-Executive Director of Rolls Royce plc.
- Non-Executive Director of Mondi plc.
- Member of Rio Tinto's Innovation Advisory Council.



Maarten Wetselaar

Independent non-Executive Director

Committee membership



Date of appointment

Non-Executive Director since September 2023

Career and experience

Maarten brings over 28 years' experience in the energy sector and is currently Chief Executive Officer of CEPESA (Compania Espanola de Petroleos, S.A), the Spanish multinational energy company involved in oil, chemicals, biofuels and green hydrogen. Prior to his current role, Maarten spent over 26 years at Shell, where he held positions within general management, finance, strategy, and business development and led the establishment of the company's renewables activities. His last six years at Shell were spent as a member of the Executive Committee in charge of the Integrated Gas and New Energies business.

Skills relevant to the SSE Board

- Wide-ranging and international experience in the energy industry, having lived and worked in South America, Africa, Asia, the Middle East, and Europe.
- Energy transition leadership, supported by experience in renewable, low-carbon, and green hydrogen capital projects globally as well as developing, communicating and engaging in energy transition strategies.
- Extensive experience in commodity markets, particularly relating to liquefied natural gas.
- Working knowledge of the listed company context including capital markets and investor relations experience from previous executive committee and finance roles.

Key external appointments

- Chief Executive Officer of CEPESA.

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 6.00pm on 16 July 2024 or, in the event that the AGM is adjourned, registered in the Register of Members of the Company at close of business two days 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. Except in relation to any adjourned meeting(s), changes to entries on the Register of Members of the Company after 6.00pm on 16 July 2024 shall be disregarded in determining the rights of any person to vote at the AGM.

2. Online participation

Shareholders and their duly appointed representatives and/or proxies are invited to join the AGM online by logging on to <https://web.lumiagm.com/105991303>. The website will open 30 minutes before the AGM is scheduled to start. A user guide can be found in Appendix 1 on [page 15](#) in respect of the online elements of the AGM, including instructions on how to join and watch the meeting, ask/submit questions, and vote on the day. A shareholder joining the AGM online is responsible for ensuring they have access to and can use the facility. Note 10 on [page 13](#) provides 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 is practical 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.

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 each (if more than one) 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. 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. 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. Joint holders

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.

6. 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 of AGM 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, Computershare Investor Services PLC (Computershare), The Pavilions, Bridgwater Road, Bristol BS99 6ZY no later than 12.30pm on 16 July 2024 (or, if the meeting is adjourned, 48 hours before the time fixed for holding the adjourned meeting). Paper Form(s) of Proxy can be obtained on request by contacting Computershare on +44 (0)345 143 4005*.

7. Electronic proxy appointment

You can appoint a proxy electronically by accessing www.eproxyappointment.com. You will be asked to enter the control number and your Shareholder Reference Number (SRN) and PIN, printed on the Form of Proxy which accompanies the Notice of AGM for shareholders receiving hard copy documents, or on the letter from the Chair for shareholders who receive postal notification once documentation is available online, or within the email received in relation to the Notice of AGM for shareholders who receive electronic communications. You can also obtain the control number and your SRN and PIN by contacting Computershare on +44 (0)345 143 4005* and verifying your identity, in line with Computershare procedures. 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 16 July 2024. 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.

* 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.

8. Proxy appointment through CREST or Proximity

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 & 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 3RA50) by 12.30pm on 16 July 2024. 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 & 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 ensure 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 a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Proximity: If you are an institutional investor, you may be able to appoint a proxy electronically via the Proximity platform, a process that has been agreed by the Company and approved by the Company's Registrar, Computershare. For further information regarding Proximity, please go to www.proximity.io. Your proxy must be lodged by 12.30pm on 16 July 2024 to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proximity'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.

9. Corporate representatives

Any corporation that 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.

10. Online attendance by 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 online meeting on your behalf, please submit your proxy appointment in the usual way before emailing Computershare at corporate-representatives@computershare.co.uk with your name, SRN and your proxy's name in order to obtain a Shareholder Reference Number (SRN) and PIN for your proxy. It is suggested that you do this as soon as possible and, in any case, 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 online meeting, you will need to contact your nominee as soon as possible. Your nominee will need to present a corporate letter of representation to Computershare as soon as possible and at least 72 hours (excluding non-business days) before the meeting, in order that they can obtain your unique SRN and PIN to enable you to attend the electronic meeting.

11. Nominated persons

Any person to whom this Notice of AGM 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 12](#) does not apply to Nominated Persons. The rights described therein can only be exercised by shareholders of the Company.

IMPORTANT NOTES – CONTINUED

12. 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 24 June 2024 at 9.00am and closes on Monday 1 July 2024 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 10 July 2024. Responses to questions submitted after Monday 1 July 2024 will be emailed directly to shareholders.

At the AGM

There are three ways that 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 on [pages 15](#) 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.

The Company must 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.

13. Information available on the Company's website

Copies of the Notice of Annual General Meeting 2024, Annual Report 2024, Sustainability Report 2024, Net Zero Transition Report 2024 and other information required by section 311A of the Companies Act 2006 can be found at [sse.com](https://www.sse.com).

14. Communication with the Company

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

15. 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 of AGM until the date of the AGM, and thereafter, at the place of the AGM from 12 noon until the conclusion of the AGM.

16. Shareholder communication preference

Shareholders who wish to change their communication preference can do so by logging in to the online Investor Centre, www.sse-shares.com, provided by the Company's Registrar, Computershare. Shareholders who have not yet registered for the Investor Centre will need to do so first by entering their Shareholder Reference Number (SRN), which can be found on any recent documentation issued by Computershare, and their postcode and following the instructions online. Alternatively, shareholders can update their communication preference by contacting Computershare on +44 (0)345 143 4005*.

17. 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.

18. Issued share capital and total voting rights

As at 21 May 2024 (being the last practical date prior to publishing this Notice of AGM) the issued share capital of the Company consisted of 1,096,239,455 Ordinary Shares, with a nominal value of 50 pence each and carrying one vote each. This figure includes 2,786,105 Ordinary Shares, which are held in treasury representing approximately 0.25% 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 1,093,453,350 as at 21 May 2024.

19. General Data Protection Regulation (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](https://www.sse.com) for details of how the Company will process personal data.

* 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.

Appendix 1

User guide to join the AGM online

Visit

<https://web.lumiagm.com/105991303> on your smartphone, tablet or computer.

You will then need to enter your Shareholder Reference Number (SRN) and PIN, which can be found on the Form of Proxy that accompanies the Notice of AGM for shareholders receiving hard copy documents, or on the Letter from the Chair for shareholders who receive postal notification once documentation is available online, or within the email received in relation to the Notice of AGM for shareholders who receive electronic communications. You can also obtain your SRN and PIN by contacting Computershare on +44 (0)345 143 4005* and verifying your identity, in line with Computershare procedures.

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.**

* 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.



Home page and broadcast



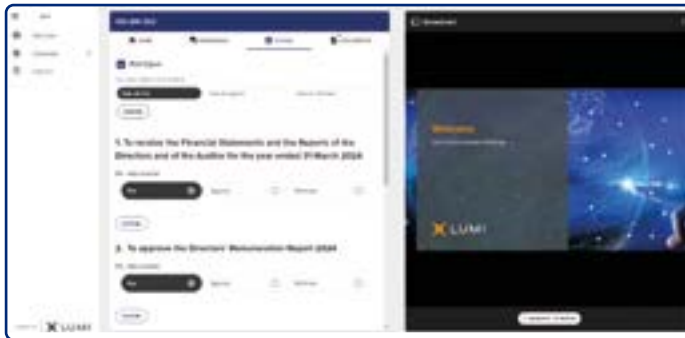
Once logged in, you will be greeted by the home page, which contains instructions for using the platform.

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)



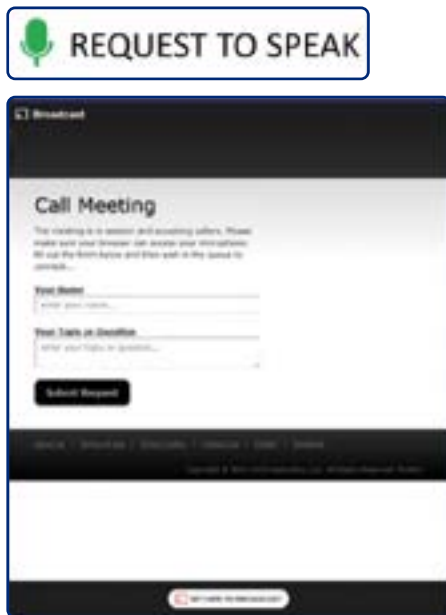
Written questions can be submitted by selecting the messaging icon from the navigation bar and typing your question into the 'Ask a question' box. Click the arrow icon to submit the question.

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'.

APPENDICES – CONTINUED

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



Voting tab

View and vote on the resolutions. Only visible once the Chair opens voting



Messaging tab

Submit written questions



Documents tab

View documents relating to the meeting, if available

Appendix 2

Terms and Conditions of the SSE plc Scrip Dividend Scheme

This document is important. If you are in any doubt as to the action you should take, you should seek your own advice from an independent professional adviser.

1. What is the SSE plc Scrip Dividend Scheme?

The SSE plc Scrip Dividend Scheme (the Scrip Dividend Scheme) is a scheme designed to enable shareholders of SSE plc to receive New Shares instead of cash dividends. This enables shareholders to increase their shareholdings in SSE plc without incurring dealing costs or stamp duty.

Shareholder approval to offer the Scrip Dividend Scheme was first granted at the Company's Annual General Meeting (the AGM) on 22 July 2010. The renewal of the Scrip Dividend Scheme is subject to shareholder approval, which is being sought for a period of three years, after which the authority will need to be renewed.

Conditions to the Scrip Dividend Scheme

The allotment and issue of New Shares pursuant to the Scrip Dividend Scheme is, at all times, conditional upon:

- all authorities in respect thereof being in full force and effect, including the passing of any resolution of the Company required by law, regulations or the Company's Articles of Association; and
- the admission to the Official List of the United Kingdom Listing Authority and to trading on the Main Market of the London Stock Exchange of such New Shares.

If, for any reason, these conditions are not satisfied such that the Company cannot allot and issue New Shares pursuant to the Scrip Dividend Scheme in respect of any dividend, participants will receive cash (as opposed to New Shares) in respect of that dividend.

2. Who can join the Scrip Dividend Scheme?

All UK shareholders can join the Scrip Dividend Scheme. Overseas shareholders may be eligible to participate – please refer to Question 14.

3. How do I join the Scrip Dividend Scheme?

You can join the Scrip Dividend Scheme by completing a Scrip Dividend Mandate Form (which may be amended from time to time) and sending it to Computershare at the address given at Question 20. A Scrip Dividend Mandate Form may be obtained upon request from Computershare. Alternatively, you can join the Scrip Dividend Scheme online via www.sse-shares.com

Scrip Dividend Mandate Forms (hard copy and electronic) must be received by Computershare no later than 5.00pm on such date that is at least 20 business days before the dividend payment date for the relevant dividend to be eligible to receive New Shares instead of cash for that, and subsequent, dividends. Forms received after that time will be applied in time for the next dividend. Please note that no acknowledgement of receipt of Scrip Dividend Mandate Forms will be issued.

Scrip Dividend Mandate Forms, once completed, remain in force for all future dividends until cancelled in writing. For further details see Question 17.

Shareholders who hold their Ordinary Shares in CREST can only elect to receive dividends in the form of New Shares by use of the CREST Dividend Election Input Message. Any Scrip Dividend Mandate Forms or other forms of instruction received from CREST holders will not be accepted and ignored. For further details please refer to Question 4.

4. What if my Ordinary Shares are held in CREST?

If your shareholding is in uncertificated form in CREST (and was in uncertificated form as at the relevant record date), you can only elect to receive your dividend in the form of New Shares by means of the CREST procedure to effect such an election. No other method of election will be permitted under the Scrip Dividend Scheme and will be rejected. CREST shareholders, by effecting their elections by means of the CREST procedure, will be taken to have confirmed their election to participate in the Scrip Dividend Scheme and to have confirmed their acceptance of these terms and conditions, as amended from time to time.

If you are a CREST sponsored member, you should consult your CREST sponsor, who will be able to take appropriate action on your behalf. All elections made via the CREST system should be submitted using the Dividend Election Input Message in accordance with the procedures as stated in the CREST Reference Manual.

The Dividend Election Input Message submitted must contain the number of shares on which the election is being made. If the relevant field is left blank or completed with zero, the election will be rejected. If you enter a number of shares greater than the holding in CREST on the relevant record date, the election will be applied to your total holding as at the relevant record date for the dividend. Evergreen elections will not be permitted. If you wish to receive New Shares instead of cash in respect of future dividends for which a scrip dividend alternative is offered, you must complete a Dividend Election Input Message on each occasion otherwise you will receive your dividend in cash. Elections via CREST should be received by CREST no later than 5.00pm on such date that is at least 20 business days before the dividend payment date for the relevant dividend in respect of which you wish to make an election.

Once an election is made using the CREST Dividend Election Input Message it cannot be amended. Therefore, if a CREST shareholder wishes to change their election, the previous election would have to be cancelled.

APPENDICES – CONTINUED

5. How many New Shares will I receive under the Scrip Dividend Scheme?

Your entitlement to New Shares will be calculated by taking the amount of cash dividend to which you are entitled (plus any residual cash brought forward from a previous Scrip Dividend) and dividing it by the Scrip Reference Share Price. The Scrip Reference Share Price is the average of the closing middle market quotations for the Company's Ordinary Shares, as derived from the London Stock Exchange Daily Official List, for the five dealing days commencing on the relevant ex-dividend date. Details of the Scrip Reference Share Price will be announced on the London Stock Exchange and posted on the Company's website [sse.com](https://www.sse.com)

The formula which will be used is as follows:

Number of Ordinary Shares held at relevant dividend record date
multiplied by
the cash dividend rate
added to
any fractional cash entitlement carried forward from last dividend
divided by
the Scrip Reference Share Price

See example below:

Example

Number of Ordinary Shares held	1000
Dividend paid per Ordinary Share	40p (£0.40)
Scrip Reference Share Price ¹	£17.99
Step 1 – calculate maximum cash available	
Cash dividend payable	
1000 x £0.40	£400
Step 2 – calculate number of New Shares to be issued	
Maximum cash available (Step 1) divided by the Scrip Reference Share Price: £400 ÷ £17.99	22.23 shares
Number of whole New Shares acquired	22 shares
Value of New Shares acquired (number of shares multiplied by the Scrip Reference Share Price): 22 x £17.99	£395.78
Step 3 – calculate residual cash balance	
Maximum cash available (Step 1) less value of New Shares (Step 2)	£4.22

Note

The Scrip Reference Share Price used in this example (being the closing share price as at 21 May 2024) is for illustrative purposes only. The Scrip Reference Share Price will be calculated according to the Terms and Conditions of the Scrip Dividend Scheme.

6. What will happen with any Scrip Dividend Scheme cash balance?

No fraction of a New Share will be allotted and calculation of entitlement to New Shares will always be rounded down to the nearest whole share. Any residual cash balance will be carried forward to be included in the calculation of the next dividend. For shareholdings in CREST, residual cash balances will be paid to CREST shareholders in cash (via bank transfer) on or as soon as practicable to dividend payment date. In order to receive your cash residual balance, please ensure bank account details are registered on your account.

If you withdraw from the Scrip Dividend Scheme or sell or transfer your entire holding of Ordinary Shares, or if the Company terminates the Scrip Dividend Scheme, any cash balance will be paid to any such Shareholder in cash (via bank transfer) on or as soon as practicable after the cancellation. In order to receive your cash residual balance, please ensure bank account details are registered on your account.

7. How will I know how many New Shares I have received?

You will receive a statement, along with your new share certificate, showing the number of New Shares allotted, the relevant Scrip Reference Share Price and the total cash equivalent of the New Shares for tax purposes. If your cash dividend entitlement, together with any residual cash entitlement brought forward, is insufficient to acquire at least one New Share, your statement will explain that no New Shares have been issued and will show the total amount of cash to be carried forward.

CREST holders will have their member accounts credited directly with the New Shares on the dividend payment date or as soon as practicable thereafter and will separately receive a statement showing the number of New Shares allotted, the relevant Scrip Reference Share Price and the total cash equivalent of the New Shares for tax purposes.

8. Will I have to apply again for the Scrip Dividend Scheme for the next dividend?

No. Your completed Scrip Dividend Mandate Form will apply for all future dividends for which a Scrip Dividend is offered. For the avoidance of doubt, existing Scrip Mandate Forms executed by shareholders previously will remain effective and will apply to future dividends for which a Scrip alternative is offered unless the mandate is cancelled in accordance with these terms and conditions.

Shareholders holding via CREST will, however, need to elect for each dividend by means of the Dividend Election Input Message.

9. Are my new Scrip Dividend Shares included in the next Scrip Dividend?

Provided you continue to hold them at the relevant dividend record date, all New Shares will automatically increase your shareholding on which the next entitlement to a Scrip Dividend alternative will be calculated. Where your cash dividend is insufficient to acquire New Shares, funds representing your fractional cash entitlement will be accumulated for your benefit. These funds will be added to the cash amount of any subsequent dividends (in respect of which a Scrip Dividend alternative is offered) and applied in calculating your entitlement under that offer. Please note that there will be no accumulation of fractional cash entitlement for shareholdings in CREST.

10. Will my New Shares under the Scrip Dividend Scheme have the same voting rights as my existing Ordinary Shares?

Yes. New Shares will carry the same voting rights as your existing Ordinary Shares.

11. When will I receive my share certificate?

Subject to the New Shares being admitted to the Official List of the United Kingdom Listing Authority, and to trading on the London Stock Exchange, your New Share certificate will be posted to you, at your own risk, on the same date as the cash dividend is paid.

12. Does the Scrip Dividend Scheme apply to Ordinary Shares held in joint names?

Yes. The Scrip Dividend Scheme will apply to shareholding accounts in joint names, so long as all joint holders have signed the Scrip Dividend Mandate Form.

13. Can I complete a Scrip Dividend Mandate Form for part of my holding?

Other than for nominee Shareholders making an election by means of the CREST procedures, Mandates will not be accepted for part of a shareholding. For Shareholders who have elected to take scrip dividends, Mandates will only be accepted for the entirety (and not part) of their holding. A Mandate applies to the full number of Shares registered in your name at any time.

14. Can Overseas shareholders join the Scrip Dividend Scheme?

Yes. If you are a resident outside the UK you may treat this as an invitation to receive New Shares unless such an invitation could not lawfully be made to you without any further obligation on the part of the Company or in compliance with any registration or other legal requirements. It is the responsibility of any person resident outside the UK wishing to elect to receive New Shares to be satisfied as to full observance of the laws of the relevant territory, including obtaining any government or other consents which may be required and observing any other formalities in such territories.

15. What happens if I sell/buy shares after I complete a Scrip Dividend Mandate Form?

If you sell some of your Ordinary Shares before a record date for a dividend, the Scrip Dividend Scheme will apply to the remainder of your Ordinary Shares.

If you buy any additional Ordinary Shares after a record date, these additional shares will not be eligible to receive the cash dividend or New Shares, but will be eligible for future dividends without a new Scrip Dividend Mandate Form being completed so long as they are registered in the same way as your existing shareholding. If your Ordinary Shares are not registered in the same way, you may request your shareholding accounts to be amalgamated and/or you may complete a new Scrip Dividend Mandate Form in respect of your new shareholding.

16. What happens if I have more than one holding?

Holding shares in different accounts is a means by which you may select different preferences for dividend payments. For example, if for any reason shares are registered in more than one shareholder account, then unless such multiple accounts are consolidated, they will be treated as separate. As a result, separate Scrip Dividend Mandate Forms will need to be completed (and received by Computershare as set out at Question 3) for each shareholder account in order to participate in the Scrip Dividend Scheme. For the avoidance of doubt, dividends will be paid in cash for any shareholder accounts in which a Scrip Dividend Mandate Form has not been validly received by Computershare.

17. Can I cancel my instructions?

Yes, you may cancel your mandate at any time. However notice of cancellation must be given in writing to Computershare no later than 5.00pm on such date that is at least 20 business days before the relevant dividend payment date for it to be effective for that dividend. Shareholders holding through the CREST system can only cancel their mandate via the CREST system. In such circumstances shareholders would receive cash for that dividend and subsequent dividends. A notice of cancellation will take effect upon its receipt and process by Computershare in respect of all dividends payable after the date of receipt of such notice.

Your mandate will be deemed to be cancelled if you sell or otherwise transfer your Ordinary Shares to another person but only with effect from the registration of the relevant transfer. Your mandate will also terminate immediately on receipt of notice of your death, notice of your insolvency or your inability to maintain your financial affairs due to mental incapacity. If a joint shareholder dies, the mandate will continue in favour of the surviving joint shareholder(s) (unless and until cancelled by the surviving joint shareholder(s)).

APPENDICES – CONTINUED

18. Can the Company change or cancel the Scrip Dividend Scheme?

Yes. The Scrip Dividend Scheme may be modified, suspended, terminated or cancelled at any time at the discretion of the Directors without notice to shareholders individually. In the case of any modification, existing mandates (unless otherwise specified by the Directors) will be deemed to remain valid under the modified arrangements unless and until Computershare receive a cancellation in writing from you. The operation of the Scrip Dividend Scheme is always subject to the Directors' decision to make an offer of New Shares in respect of any particular dividend.

The Directors also have the power, after such an offer is made, to revoke the offer generally at any time prior to the allotment of the New Shares under the Scrip Dividend Scheme. This may, in particular, be exercised if 20 business days prior to the dividend payment date, the price of an Ordinary Share of the Company has fallen 15% or more below the Scrip Reference Share Price used to calculate Shareholders' entitlements. If the Directors revoke an offer, shareholders will receive their dividends in cash on or as soon as possible after the dividend payment date. An announcement of any cancellation or modification to the terms and conditions of participation in the Scrip Dividend Scheme will be made on our website [sse.com](https://www.sse.com).

19. Governing Law

The Scrip Dividend Scheme is subject to the Company's Articles of Association and is governed by and its terms are to be construed in accordance with Scots law. By electing to receive New Shares the Shareholder agrees to submit to the exclusive jurisdiction of the Scottish courts in relation to the Scrip Dividend Scheme.

20. What do I do if I have any questions?

If you have any questions about the procedure for election or on how to complete the Scrip Dividend Mandate Form, please contact Computershare between 9.00am and 5.30pm (UK time) Monday to Friday (except UK public holidays) on +44(0)345 143 4005. Calls are charged at the standard geographic rate and will vary by provider. Calls to the helpline from outside the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Scrip Dividend Scheme nor give any personal financial, legal or tax advice. Additional Scrip Dividend Mandate Forms are available from Computershare on request. Alternatively, you may email Computershare at www.investorcentre.co.uk/contactus.

Scrip Dividend Mandate Forms should be returned to the following address:
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZZ.

Requests to withdraw from the Scrip Dividend Scheme should be submitted in writing to the same address stated above.

21. Taxation

The tax consequences of electing to receive New Shares in place of a cash dividend will depend on your individual circumstances. If you are not sure how you will be affected from a tax perspective, you should consult your solicitor, accountant or other professional adviser before taking any action. UK resident trustees, corporate, pension funds and other shareholders, including overseas shareholders, are advised to contact their professional advisors regarding their own tax circumstances in relation to the Scrip Dividend Scheme.

If you wish to receive dividends in cash in the usual way you need take no further action and should not complete or return a Scrip Dividend Mandate Form.

Definitions

Articles of Association means the Articles of Association of the Company as amended from time to time.

Computershare means the Company's Registrar.

CREST means the relevant system (as defined in the Uncertificated Securities Regulations 2001 (SI/3755)) in respect of which Euroclear UK & Ireland Limited is the operator.

Directors means the Directors of SSE plc.

London Stock Exchange means the London Stock Exchange plc.

New Shares means new fully paid Ordinary Shares issued under the Scrip Dividend Scheme.

Ordinary Shares means Ordinary Shares of 50 pence each in the capital of the Company.

SSE plc or **Company** means SSE plc.

The SSE plc Scrip Dividend Scheme or the **Scrip Dividend Scheme** means The SSE plc Scrip Dividend Scheme as

comprised under and subject to the terms and conditions contained in this document as amended from time to time.

Scrip Dividend Mandate Form or **Mandate** means a mandate in a form provided by the Company from a shareholder to the Directors to allot New Shares under the terms of the Scrip Dividend Scheme in lieu of a cash dividend to which they may become entitled from time to time.

Scrip Reference Share Price means the price of New Shares, calculated by reference to the average of the closing middle market quotations for the Company's Ordinary Shares, as derived from the London Stock Exchange Daily Official List, for the five dealing days commencing on the relevant ex-dividend date.

Shareholder means a holder of Ordinary Shares in the Company.

UKLA means the United Kingdom Listing Authority.

UK or **United Kingdom** means the United Kingdom of Great Britain and Northern Ireland and its dependent territories.

Appendix 3

Shareholder information

Manage your shareholding online

Shareholders can manage their holdings online using Investor Centre, the free and secure online portal provided by SSE's Registrar, Computershare.

It's easy to register for Investor Centre by logging on to www.sse-shares.com or by scanning the QR code at the right-hand side of the page. You will need to enter your Shareholder Reference Number (SRN), which can be found in the documentation or email that has been sent to you (depending on your communication preference), and your postcode and follow the instructions online.

Once registered, you can:

- view, update and calculate the market value of your shareholdings;
- change your address details and dividend payment instructions; and
- view share price data and trading graphs of listed companies.



Receive dividend payments direct to your bank account

All SSE dividends are credited to a shareholder's nominated UK bank/building society account. It's easy to register or amend your UK bank/building society account details by logging in to the online Investor Centre at www.sse-shares.com or by scanning the above QR code. If you haven't registered for the Investor Centre yet, you will need to do this first (see 'Manage your shareholding online' above) and then follow the instructions online. Alternatively, you can call Computershare on +44 (0) 345 143 4005.

Shareholders who do not have a UK bank or building society account, can receive their dividends directly into a bank account outside of the UK using Computershare's International Payment Service (IPS). For further information on IPS please visit www.sse-shares.com or contact Computershare.

Elect to receive electronic communications today

Shareholders are encouraged to elect to receive electronic communications because of the benefits for shareholders, SSE and the environment:

- **Fast access:** shareholders will receive immediate notification by email once shareholder documentation is available online. Documentation cannot get lost or delayed in the post.
- **Cost-effective:** reduced printing and postage costs will save the Company, and therefore its shareholders, money.
- **Environmentally friendly:** using less paper and reducing the environmental impact of printing and delivery of paper documents aligns with SSE's commitment to sustainability.

It's easy to elect to receive electronic communications by logging in to the online Investor Centre at www.sse-shares.com or by scanning the above QR code. If you haven't registered for the Investor Centre yet, you will need to do this first (see 'Manage your shareholding online' above) and then follow the instructions online. Alternatively, you can call Computershare on +44 (0) 345 143 4005.

Computershare contact details

Computershare Investor Services PLC
The Pavilions, Bridgwater Road
Bristol BS99 6ZZ

Tel: +44 (0) 345 143 4005

Web: [investorcentre.co.uk/contact us](http://investorcentre.co.uk/contact-us)

