



## Notice of Annual General Meeting 2019

Dear Shareholder

I am pleased to invite you to the Annual General Meeting (AGM) of SSE plc (the Company) which will be held at the Perth Concert Hall, Mill Street, Perth PH1 5HZ on Thursday, 18 July 2019 at 12.30 pm.

The AGM is an important event and it is the Board's opportunity to present the Company's performance and strategy to our shareholders and to listen and respond to your questions. This Notice of Meeting for the 2019 AGM sets out in full the resolutions to be voted on, together with explanatory notes on all the business to be considered. It is recommended that you take time to consider the 2019 Annual Report before voting on the resolutions at the AGM.

### Important Dividend Information

Shareholders are reminded that SSE will no longer be paying dividends by cheque. If you still currently receive SSE dividends by cheque, you will find a Dividend Mandate Form and FAQs enclosed with this letter. You must register your UK bank or building society account details by no later than 16 July 2019 to ensure that you receive any future dividends paid by SSE. Please refer to the enclosed Dividend Mandate Form and FAQs for further details.

If you have already successfully registered UK bank or building society account details, a Dividend Mandate Form and FAQs are not enclosed in this mailing. The final dividend for the year ended 31 March 2019 and any dividend thereafter will be credited directly into your chosen account, and you are not required to take any further action.

### Voting arrangements

Voting at the AGM will be conducted by way of a poll, and I would encourage all shareholders to vote on the resolutions being proposed at the AGM by either:

- attending the AGM in person;
- appointing a proxy online at [sse.com](http://sse.com);
- completing and returning the Form of Proxy; or
- using the CREST electronic proxy appointment service (CREST members only).

All voting instructions should be made as soon as possible and by no later than 12.30 pm on Tuesday, 16 July 2019. Full details of voting procedures are set out on pages 9 and 10 of the Notice of Annual General Meeting 2019.

Shareholders who wish to change their communication preference can do so by contacting the Company's Share Registrar: Link Asset Services, 34 Beckenham Road, Beckenham BR3 4TU. Contact details are also available on the SSE website.

### Recommendation

The Board believes that Resolutions 1 to 20 contained in the Notice of Annual General Meeting 2019 are in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of the resolutions as they intend to do in respect of their own beneficial holdings.

Yours faithfully

**Richard Gillingwater CBE**  
Chair

#### SSE plc

Registered in Scotland No.: SC117119

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

This document is important and requires your immediate attention.

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

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

## Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the THIRTIETH ANNUAL GENERAL MEETING of SSE plc (the 'Company') will be held at the Perth Concert Hall, Mill Street, Perth PH1 5HZ on Thursday, 18 July 2019 at 12.30 pm for the purpose of transacting the following business:

To consider and, if thought fit, pass the following resolutions, of which Resolutions 1 to 17 will be proposed as Ordinary Resolutions and Resolutions 18, 19 and 20 will be proposed as Special Resolutions:

### Report and Accounts

**Resolution 1:** to receive the Financial Statements and the Reports of the Directors and of the Auditors for the year ended 31 March 2019.

### Remuneration Report

**Resolution 2:** to approve the 2019 Remuneration Report.

### Remuneration Policy

**Resolution 3:** to approve the 2019 Remuneration Policy.

### Dividend

**Resolution 4:** to declare a final dividend for the year ended 31 March 2019 of 68.2 pence per Ordinary Share payable on 20 September 2019.

### Directors

**Resolution 5:** to re-appoint Gregor Alexander as a Director of the Company.

**Resolution 6:** to re-appoint Sue Bruce as a Director of the Company.

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

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

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

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

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

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

**Resolution 13:** to re-appoint Martin Pibworth as a Director of the Company.

**Resolution 14:** to appoint Melanie Smith as a Director of the Company.

### Auditor

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

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

### Authority to allot shares

**Resolution 17:** that the Directors be and are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot shares in the Company, and to grant rights to subscribe for, or to convert any security into, shares in the Company, up to an aggregate nominal amount equal to £172,458,586 and such authority to apply until the earlier of the conclusion of the 2020 Annual General Meeting and close of business on 30 September 2020, except that the Company may pursuant to the authority granted make offers and enter into agreements before such expiry which would, or might, require shares to be allotted or rights to subscribe for, or convert securities into, shares to be granted after the authority ends, and the Directors may allot shares or grant rights to subscribe for, or convert securities into, shares under any such offer or agreement as if the authority had not expired.

### Authority to disapply pre-emption rights

**Resolution 18:** that, subject to the passing of Resolution 17, the Directors be authorised to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given by that resolution and/or to sell Ordinary Shares held by the Company as Treasury Shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited:

(a) to the allotment of equity securities and sale of Treasury Shares for cash in connection with an offer of, or invitation to apply for, equity securities to or in favour of: (i) Ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and (ii) holders of other equity securities, as required by the rights of those securities or as the Directors otherwise consider necessary, and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with Treasury Shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and

(b) to the allotment of equity securities or sale of Treasury Shares (otherwise than under paragraph (a) above) up to a nominal amount of £25,868,787.

Such authority to expire at the end of the next AGM of the Company or, if earlier, at the close of business on 30 September 2020, but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and Treasury Shares to be sold) after the authority expires and the Board may allot equity securities (and sell Treasury Shares) under any such offer or agreement as if the authority had not expired.

## Explanatory notes to the proposed resolutions

### Authority to purchase own shares

**Resolution 19:** that the Company be generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of Ordinary Shares of 50 pence each in the Company provided that:

- (a) the maximum number of Ordinary Shares authorised to be purchased is 103,475,152;
- (b) the minimum price which may be paid for such shares is 50 pence per share which amount shall be exclusive of expenses;
- (c) the maximum price, exclusive of expenses, which may be paid for each such Ordinary Share is the higher of: (i) an amount equal to 105% of the average of the middle market quotations for an Ordinary Share in the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the share is contracted to be purchased; and (ii) an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share as derived from the London Stock Exchange Trading System in each case at the time the purchase is agreed; and
- (d) this authority shall expire at the earlier of the conclusion of the 2020 Annual General Meeting and close of business on 30 September 2020 (except in relation to a purchase of such shares, the contract for which was concluded before such time and which will or may be executed wholly or partly after such time and the Company may purchase Ordinary Shares pursuant to any such contract as if the power had not ended).

### Notice of general meetings

**Resolution 20:** that a general meeting of the Company other than an Annual General Meeting may be called on not less than 14 clear days' notice.

By order of the Board

Sally Fairbairn  
Company Secretary  
21 May 2019

### Ordinary and Special Resolutions

Resolutions 1 to 17 will be proposed as Ordinary Resolutions which require a simple majority of votes to be cast in favour to be passed. Resolutions 18, 19 and 20 will be proposed as Special Resolutions which require a 75% majority of the votes to be cast in favour to be passed.

### Resolution 1: Receipt of the 2019 Annual Report and Accounts

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

### Resolutions 2 to 3: Approval of the 2019 Remuneration Report and 2019 Remuneration Policy

The Remuneration Report in the Company's Annual Report and Accounts for the year ended 31 March 2019 comprises:

- (1) the statement by the Remuneration Committee Chair;
- (2) the Annual Report on Remuneration, which sets out the remuneration paid to the Company's Directors during the year ended 31 March 2019; and
- (3) the proposed Directors' Remuneration Policy which shareholders will be invited to approve.

The Annual Report on Remuneration as set out on pages 128 to 139 of the Annual Report 2019, is put to shareholders for approval by Ordinary Resolution and is the subject of Resolution 2. The Resolution is advisory and does not affect the remuneration already paid to any Director.

The Directors' Remuneration Policy was last approved by shareholders at the 2016 AGM. Shareholders' approval of the Remuneration Policy must be sought every three years. Accordingly, Resolution 3 is proposed as an Ordinary Resolution and invites shareholders to approve the Remuneration Policy 2019, as set out on pages 120 to 127 of the Annual Report 2019. Whilst the Remuneration Committee is of the view that this revised policy is fit for purpose, it will be kept under review in light of developments in the business model and strategy. If felt appropriate, a new remuneration policy may be proposed for shareholder approval within the usual three-year life of a policy. Any such change would be the subject of consultation with major shareholders and other stakeholders as required. All remuneration or loss of office payments by the Company to the current or prospective Directors and any former Directors must be made in accordance with the Remuneration Policy (unless a payment has been separately approved by a shareholder resolution). A copy of the Remuneration Policy 2019 is available for inspection as specified in Note 13 of this Notice of Meeting.

### Resolution 4: Declaration of the final dividend for 2019

A final dividend can be paid only after it has been approved by shareholders. A final dividend of 68.2 pence per Ordinary Share is recommended by the Directors for payment in cash on 20 September 2019 to shareholders on the Register of Members as at close of business on 26 July 2019 but excluding such of the shareholders in respect of whom a valid election to participate in the Company's Scrip Dividend Scheme shall have been received by the Company by 4.30 pm on 22 August 2019. Shareholders for whom valid elections have been received by 4.30 pm on 22 August 2019 will receive the final dividend in the form of new Ordinary Shares in the Company. Full details of the Company's Scrip Dividend Scheme are available from the Company's website, [sse.com](http://sse.com).

It is very important to note that the Company will no longer be paying dividends by cheque from 20 September 2019. From this date, dividends will be credited directly into a shareholder's UK bank or building society account. For the avoidance of doubt, this applies to the dividend payments on 20 September 2019 and any future dividend payments. Those shareholders who currently receive their dividends by cheque, will find a Dividend Mandate Form and FAQs enclosed in this correspondence and should refer to this for details of the action now required. For those shareholders who have not submitted their dividend mandate by 16 July 2019, cash will be held in an account and they will need to contact our Registrar (contact details at Note 5) for cash to be distributed to their UK bank or building society account.

## Explanatory notes to the proposed resolutions continued

### Resolutions 5 to 14: Re-appointment and appointment of Directors

In accordance with the UK Corporate Governance Code, all Directors of FTSE 350 companies should be subject to election or re-election by their shareholders every year. The Company continues this practice for this year's AGM. Separate resolutions are proposed for each Director's appointment or re-appointment. More 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 6 to 8 under skills and experience for each Director, and on page 77 of the Annual Report 2019.

The Board, its Committees and the individual Directors participate in an annual performance evaluation. Further details of the performance evaluation process are set out on pages 98 and 99 of the 2019 Annual Report. The performance evaluation process confirmed the continuing independent and objective judgement of all the non-Executive Directors. The process also confirmed that the performance of all the current Directors standing for re-appointment continued to be effective and that they continue to demonstrate commitment in their respective roles. The Board recommends to shareholders the proposed appointment and re-appointment of all Directors set out in Resolutions 5 to 14. Full biographical details of each Director are set out in this Notice of Meeting. The Executive Directors' service contracts and non-Executive Directors' letters of appointment are available for inspection as specified in Note 13 of this Notice of Meeting.

### Resolution 15: Appointment of Auditor

The Company is required to appoint an Auditor at each general meeting at which accounts are laid before the Company, to hold office until the conclusion of the next such meeting. Following a rigorous competitive tender process, this Resolution proposes the appointment of Ernst & Young LLP as Auditor of the Company. If approved, Ernst and Young LLP, will be appointed External Auditor for the year ending 31 March 2020. More information on the Audit Committee's role in relation to the tender process can be found on pages 108 and 109 of the Annual Report 2019.

KPMG LLP, the Company's current Auditor, has provided a statutory statement of circumstances upon ceasing to hold office, which is set out in Appendix 1 of this notice.

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

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

### Resolution 17: 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 £172,458,586 (representing 344,917,172 Ordinary Shares of 50 pence each excluding Treasury Shares) which, as at 21 May 2019, being the latest practicable date prior to the publication of this Notice, represented one third of the issued share capital of the Company (excluding Treasury Shares).

The authority will expire at the earlier of the conclusion of the 2020 AGM and close of business on 30 September 2020 (the last date by which the Company must hold an AGM in 2020).

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 2019 (being the last practicable day prior to the printing of this Notice) the issued share capital of the Company consisted of 1,042,516,928 Ordinary Shares, with a nominal value of 50p each and carrying one vote each. This figure includes 7,765,411 Ordinary Shares which are held in treasury. The voting rights on Treasury Shares are automatically suspended. Therefore, the total number of voting rights in the Company was 1,034,751,517 as at 21 May 2019.

### Resolution 18: 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). This Special Resolution seeks shareholder's approval to allot a limited number of Ordinary Shares or other equity securities, or sell Treasury Shares, for cash without offering them to existing shareholders in proportion to their existing shareholding first.

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. The Directors have no present intention of exercising this authority in the year ending 31 March 2020. However, in any event, the Directors would seek to adhere to the current institutional shareholder guidelines not to allot more than 7.5% of the issued share capital, cumulatively, in any three-year rolling period without prior consultation with shareholders. Accordingly, the resolution seeks approval for the allotment of up to an aggregate nominal amount of £25,868,787 (representing 51,737,574 Ordinary Shares of 50 pence each), representing 5% of the issued share capital (excluding Treasury Shares) of the Company as at 21 May 2019. This limit also applies to shares issued from treasury.

Subject to shareholder approval, the authority under this Resolution will expire at the earlier of the conclusion of the 2020 AGM and close of business on 30 September 2020. A renewal of this authority will be proposed at each subsequent AGM.

### Resolution 19: Purchase of own shares

In some circumstances, the Company may find it advantageous to have the authority to purchase its own shares in the market. The Directors believe that it is an important part of the financial management of the Company to have the flexibility to repurchase issued shares in order to manage its capital base. This Special Resolution renews the authority that was given at last year's AGM, authorising the Company to purchase its own Ordinary Shares in the market and will if approved, renew the Company's authority from shareholders to make such purchases until the earlier of the conclusion of the 2020 AGM and close of business on 30 September 2020. This resolution complies with investor guidelines, which limit share purchases to 10% of the issued share capital (excluding Treasury Shares) per annum.

The Company will seek to purchase shares where the Directors believe this would be in the best interests of shareholders generally, for example, to manage any excess share dilution created by take-up of the Scrip dividend option that is above the level required to maintain appropriate balance sheet strength. The authority will only be used after careful consideration, taking into account market conditions prevailing at the time, other investment and financing opportunities, appropriate gearing levels and the overall financial position of the Company. Any shares purchased in this way will either be cancelled (and the number of shares in issue reduced accordingly) or held in treasury. Shares held in treasury may subsequently be sold for cash (within the limit of the shareholder pre-emption disapplication contained in Resolution 18), cancelled, or used for the purposes of employee share schemes, either immediately or at some point in the future. Treasury Shares transferred for the purposes of the Company's employee share schemes will count towards the limits in those schemes on the number of New Shares which may be issued.

The Resolution specifies the maximum number of shares which may be acquired (10% of the Company's issued share capital as at 21 May 2019) and minimum and maximum prices at which they may be bought.

As at 21 May 2019, options were outstanding over 4.4m Ordinary Shares, representing approximately 0.42% 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 0.47% of the adjusted share capital (excluding treasury shares) on that date.

As part of SSE's £200m capital return programme, announced on 1 February 2019, and in accordance with the Company's share buyback authority granted by shareholders at the Company's Annual General Meeting on 19 July 2018 (being 101,517,639 shares), the EU Market Abuse Regulation and Chapter 12 of the UK Listing Rules, SSE have initiated a discretionary share repurchase programme to reduce the share capital of the company. The programme commenced on 1 April 2019 and as at the date of this notice, the Company purchased 4,352,633 Ordinary Shares at a total cost of £49,999,995.43 at an average market price of 1,148.72 per share. All 4,352,633 of the shares purchased were cancelled.

**Resolution 20: Notice period for general meetings**

Resolution 20 will be proposed as a Special Resolution and would allow the Company to hold general meetings (other than annual general meetings) on 14 days' notice.

Annual general meetings must always be called with at least 21 days' notice but other general meetings of the Company may be called on less notice if shareholders agree to a shorter period. At the AGM in 2018, a resolution was passed which allowed the Company to hold general meetings (other than annual general meetings) on 14 days' notice. The Board is proposing a similar resolution to renew the authority granted last year. The approval will be effective until the Company's next AGM, when it is intended that the approval will be renewed.

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

## Board of Directors

### CHAIR



**Richard Gillingwater CBE**  
Chair

BM 7/7 NC 6/6 ER 2/2  
R 3/3

### EXECUTIVE DIRECTORS



**Alistair Phillips-Davies**  
Chief Executive

BM 7/7



**Gregor Alexander**  
Finance Director

BM 7/7 ER 2/2

#### Board and Board Committee membership and attendance

#### Date of appointment

Non-Executive Director since May 2007  
Appointed Deputy Chair in January 2015 and has been Chair since July 2015

Executive Director since January 2002 and Chief Executive from July 2013

Finance Director since October 2002

#### Skills and experience

Richard has extensive and diverse leadership experience, and a sound practical understanding of corporate governance, having held the position of Chair, Senior Independent Director and non-Executive Director across a number of private and public sector organisations, including Janus Henderson, the Shareholder Executive and CDC Group plc. In conjunction with a City career spanning over 20 years, he has a deep appreciation of capital markets and investor sentiment which he brings to Board deliberations, in addition to financial expertise. Matters in relation to the long-term direction of the Company, including strategic development, are further supported by a long-standing, and developed knowledge of the energy sector and the environment in which SSE operates. Richard is committed to engaging with the business and to ensuring employee views are heard, understood and considered.

Alistair has been with SSE since 1997 and possesses a detailed knowledge of each business area having held a variety of senior roles within the Company. 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 Deputy Chief Executive in 2012, then Chief Executive in 2013. Alistair's career progression has supported the development of sound leadership skills, and a considered and strategic approach to business deliberations. He has a detailed understanding of the energy markets in Great Britain and Ireland, including the trends and factors which can have a material impact on the operating context, such as the political and regulatory environment. He also holds a broad knowledge of markets across Europe as a former Vice President of Eurelectric. Through regular and proactive engagement, he understands stakeholder views and concerns, and continues to provide focus to people development and efficient operations in order to develop SSE's capabilities for future growth.

Gregor joined SSE in 1990 and worked in various senior finance roles, and on significant corporate projects including mergers and acquisitions, leading teams including Treasury and Tax, prior to joining the Board as Finance Director in 2002. During his career Gregor has been instrumental in the major transactions and investments which define the SSE Group. His extensive and long-standing knowledge of financial markets and experience of shareholder views, has supported the development of SSE's financial strategy to create long-term value, including through sustainable debt financing, and the commitment to Fair Tax and the Living Wage. The Board further benefit from Gregor's regulatory insight through his role as Chair of Scottish and Southern Energy Power Distribution and of Scotia Gas Networks. His experience of operating within an evolving energy sector, including an understanding of the risks and opportunities which this can present, is highly valued.

#### Key external appointments and changes during the period

- Chair of Henderson Group plc
- Senior Independent Director of Whitbread plc (appointed in June 2018)<sup>1</sup>

- Stepped down as Senior Independent Director of Helical Bar plc in July 2018<sup>1</sup>
- Stepped down as Pro-Chancellor of Open University in December 2018

- Member of Scottish Energy Advisory Board
- Member of the Accenture Global Energy Board

- Stepped down as Vice President of Eurelectric in May 2019

- Chair of Scotia Gas Networks Ltd
- Non-Executive Director of Stagecoach Group plc

<sup>1</sup> The changes to the external appointments held by Richard Gillingwater which have occurred during the period were previously reported in the 2018 Annual Report. There has been no resultant impact on his existing time commitments as Chair of the SSE plc Board.

<sup>2</sup> Martin Pibworth's title changed from that of Wholesale Director to Energy Director during the period. There was no change in his role, function or responsibilities as a result.

## Committee membership as at 31 March 2019

Board Meetings	Nomination Committee	Audit Committee	Energy Markets Risk Committee
Safety, Health and Environment Advisory Committee	Remuneration Committee	Committee Chair	

## INDEPENDENT NON-EXECUTIVE DIRECTORS



**Martin Pibworth**  
Energy Director<sup>2</sup>

7/7 2/2

Executive Director since September 2017

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, taking on responsibility for SSE's electricity generation portfolio and associated capital investment programme. Martin has overseen the development of SSE's diverse and flexible generation portfolio including its growing renewable fleet. Having joined the Board in 2017, as Energy Director, he leads on: SSE's wholesale businesses; the supply of energy and related services to industrial and commercial customers; and SSE's operations in Ireland. He brings significant knowledge of energy markets and experience of commercial, technical and operational matters, with his innovative approach to strategy, in seeking opportunities to create future value, being a key Board attribute.

– Member of Energy UK Board



**Crawford Gillies**  
Senior Independent Director

7/7 6/6 3/5  
 2/2 3/3

Non-Executive Director since August 2015

Crawford has substantial international and cross-sector experience, including in utilities, which has been gained through a career of over 30 years. With this, he brings expertise in the development of corporate strategy for multi-business organisations, and through roles in both the private and public sector, including management consultancy, finance, risk, and trade and industry, he brings strong commercial knowledge to the Board. This experience provides SSE's businesses with the benefit of extensive external insight and breadth of outlook. Having served on the Board and Board Committees of a number of organisations, including in the position of Chair, and twice as a FTSE 50 Senior Independent Director, he has the oversight and understanding required for his current role. This includes an established view and understanding of governance and boardroom dynamics.

– Senior Independent Director of Barclays plc  
– Chair of The Edrington Group Ltd



**Dame Sue Bruce DBE**  
Non-Executive Director

7/7 6/6 4/4  
 3/3 4/4

Non-Executive Director since September 2013

Sue has extensive public sector experience from a career which spanned almost 40 years, holding a variety of roles in local government, including the position of Chief Executive at East Dunbartonshire Council, Aberdeen City Council, and latterly the City of Edinburgh Council. Her strategic and operational experience of leading organisations with large numbers of employees, significant assets, construction projects, and an important place in the community they serve, make her an excellent source of knowledge on these matters for the Board and experienced in stakeholder engagement. This experience in collating and understanding a diverse range of views is evident in her roles as Remuneration Committee Chair and non-Executive Director for Employee Engagement. Sue has also held a number of Board and Board Committee positions in organisations across the arts, education and charitable sectors.

– Convenor of Court of the University of Strathclyde  
– Trustee of the Prince's Foundation  
– Chair of the Royal Scottish National Orchestra  
– Electoral Commissioner, The Electoral Commission  
– Governor of Erskine Stewart Melville School  
– Chair of Nominations Committee for National Trust Scotland  
  
– Stepped down as Court Member of The Merchant Company of Edinburgh in November 2018



**Tony Cocker**  
Non-Executive Director

7/7 5/5 4/4  
 2/2 3/3

Non-Executive Director since May 2018

Tony possesses highly detailed knowledge of the energy sector gained through a 20 year career with E.ON. He brings wide-ranging and relevant experience to the Board regarding insight into technical and operational matters, including energy infrastructure and assets, and a comprehensive understanding of commodity markets, energy trading and risk. Latterly, as CEO and Chair of E.ON UK plc, which comprised E.ON's main businesses in the UK, Tony oversaw the supply of energy to household customers, businesses and communities, digital transformation programmes and the smart meter roll-out. This long-standing industry experience in combination with his current external appointments, enhances the Board's knowledge of trends relevant to SSE's operations and of utilities regulation. Tony has experience in strategic planning and development through early consultancy roles, and in energy and utility stakeholder management and governance, through his current non-Executive roles.

– Chair of Affinity Water Ltd  
– Chair of Infinis Energy Management Ltd  
– Deputy Chair and Governor of Warwick Independent Schools Foundation

## Board of Directors continued

Committee membership as at 31 March 2019

Board Meetings	Nomination Committee	Audit Committee	Energy Markets Risk Committee
Safety, Health and Environment Advisory Committee	Remuneration Committee	Committee Chair	

### INDEPENDENT NON-EXECUTIVE DIRECTORS



**Peter Lynas**  
Non-Executive Director



**Helen Mahy CBE**  
Non-Executive Director



**Melanie Smith**  
Non-Executive Director

Board and Board Committee membership and attendance	7/7  6/6  5/5 2/2	7/7  6/6  5/5 4/4	2/2  2/2  1/1
Date of appointment	Non-Executive Director since July 2014	Non-Executive Director since March 2016	Non-Executive Director since January 2019
Skills and experience	<p>Peter has over 30 years business experience spanning all areas of finance. As a Fellow of the Chartered Association of Certified Accountants and through his current role as Finance Director, BAE Systems plc, he brings recent and relevant financial experience to the Board and strong direction to the Audit Committee. Within BAE he has previously served as Director, Financial Control, Reporting and Treasury, and his early career involved roles within GEC Marconi, where he was appointed Finance Director of Marconi Electronic Systems prior to the completion of the British Aerospace/Marconi merger. This background affords international experience, in addition to an understanding of long-term project management and delivery, including investment appraisal and contracting. Peter also brings pensions experience having been Chair of the trustee Board of a major UK scheme.</p>	<p>Helen's depth of knowledge in relation to the energy sector brings a valuable external perspective to discussions. Through her previous role of Company Secretary and General Counsel at National Grid plc, she has a comprehensive understanding of the legal, compliance, governance and risk considerations relevant to SSE, and of the regulatory environment in which its businesses operate. As a member of the steering committee of the Parker Review into the Ethnic Diversity of UK Boards, a patron of the charity Social Mobility Business Partnership, and an Equality and Human Rights Commissioner, she brings a detailed knowledge of, and interest in, inclusion and diversity and brings a firm cultural focus to the Board. Helen has held previous directorships with Aga Rangemaster plc, Stagecoach Group plc, SVG Capital plc and was formerly chair of MedicX Fund Limited, and through these cross-sectoral and international roles has experience in investor and stakeholder engagement.</p>	<p>Melanie has over 20 years in-depth strategy experience, advising on strategy and transformation to corporate retail and consumer clients worldwide, including international market growth and M&amp;A. She is currently Strategy Director for Marks &amp; Spencer with responsibility for group strategy, M&amp;S Bank and M&amp;S Services, and has held previous roles as Global Strategy and Marketing Director at Bupa, and Chief Operating officer at Talktalk. This career experience, in conjunction with insight from her time as partner in McKinsey's Consumer practice, brings deep commercial and customer experience across multiple goods and services categories, including insurance, telco and energy. Having overseen and led operational teams, she brings further valuable perspectives surrounding people leadership and development.</p>
Key external appointments and changes during the period	<ul style="list-style-type: none"> <li>– Group Finance Director of BAE Systems plc</li> <li>– Member of the BAE Systems Inc Board in the US</li> </ul>	<ul style="list-style-type: none"> <li>– Chair of The Renewables Infrastructure Group Limited</li> <li>– Non-Executive Director of Bonheur ASA</li> <li>– Deputy Chair and Senior Independent Director of Primary Health Properties PLC (appointed in March 2019)</li> <li>– Equality and Human Rights Commissioner</li> <li>– Stepped down as Chair of MedicX Fund Limited in March 2019</li> </ul>	<ul style="list-style-type: none"> <li>– Strategy Director, Marks and Spencer</li> <li>– Trustee at Beat</li> <li>– Advisory Board member of Manaia</li> </ul>

#### Board changes

The below changes to Board membership have taken place since 1 April 2018:

- Katie Bickerstaffe stepped down on 30 April 2018.
- Jeremy Beeton stepped down on 19 July 2018 and attended 3/3 Board meetings prior to this in the reporting period.

## Important notes

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

### 1. Issued share capital and total voting rights

As at 21 May 2019 (being the last practicable day prior to the printing of this Notice) the issued share capital of the Company consisted of 1,042,516,928 Ordinary Shares, with a nominal value of 50p each and carrying one vote each. This figure includes 7,765,411 Ordinary Shares which are held in treasury. The voting rights on Treasury Shares are automatically suspended. Therefore, the total number of voting rights in the Company was 1,034,751,517 as at 21 May 2019.

### 2. Entitlement to attend and vote

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, and section 360B(2) of the Companies Act 2006, the Company specifies that only shareholders registered in the Register of Members of the Company at close of business on 16 July 2019 or, in the event that the AGM is adjourned, registered in the Register of Members of the Company 48 hours before the time of the adjourned meeting(s), shall be entitled to attend and vote at the AGM in respect of the number of Ordinary Shares registered in their name at that time. Save in relation to any adjourned meeting(s), changes to entries on the Register of Members of the Company after close of business on 16 July 2019 shall be disregarded in determining the rights of any person to attend and vote at the AGM.

### 3. Voting at the AGM

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

### 4. Proxies

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

Appointing a proxy will not prevent a shareholder from attending in person and voting at the meeting (although voting in person at the meeting will terminate the proxy appointment).

### 5. Appointment of proxy using the hard-copy Form of Proxy

A Form of Proxy which may be used to make such appointment and give proxy instructions accompanies this Notice for shareholders who have elected to receive a hard copy of the Annual Report.

To be valid, the appointment of a proxy, and the original or duly certified copy of the power of attorney or other authority (if any) under which it is signed or authenticated, should reach the Registrar, Link Asset Services, 34 Beckenham Road, Beckenham BR3 4TU no later than 12.30 pm on 16 July 2019 (or, if the meeting is adjourned, 48 hours before the time fixed for holding the adjourned meeting). If you appoint more than one proxy, additional Form(s) of Proxy can be obtained by contacting Link Asset Services on 0345 143 4005. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom are charged at the applicable international rate. We are open between 9.00 am-5.30 pm, Monday to Friday, excluding public holidays in England and Wales.

### 6. Electronic appointment of proxy

You can appoint a proxy electronically by accessing [sse.com](http://sse.com) and clicking on the AGM 2019 link on the homepage. You will be asked to enter your Investor Code (IVC) printed on the Form of Proxy and agree to certain terms and conditions. On submission of your vote you will be issued with a reference number. For an electronic proxy appointment to be valid, it must be received by the Registrar no later than 12.30 pm on 16 July 2019. Should you complete your Form of Proxy electronically and then post a hard copy, the form that arrives last will be counted to the exclusion of instructions received earlier, whether electronic or postal. Please refer to the terms and conditions of the service on the website.

### 7. Appointment of proxies through CREST

CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a 'CREST Proxy Instruction') must be properly authenticated in accordance with Euroclear UK & Ireland Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via [www.euroclear.com/CREST](http://www.euroclear.com/CREST)).

The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by 12.30 pm on 16 July 2019. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & Ireland Limited does not make available special procedures in CREST for any particular message. Therefore, normal system timings and limitations will apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that their CREST sponsor or voting service provider(s) take(s) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

### 8. Corporate representatives

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

## Important notes continued

### 9. Nominated persons

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

### 10. Right to ask questions

Any shareholder or appointed proxy/proxies attending the AGM has the right to ask questions. Shareholders may also submit questions in writing in advance of the AGM to the Company Secretary at the Company's registered office. The Company must cause to be answered any such question relating to the business being dealt with at the AGM but no such answer need be given if: (a) to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information; (b) the answer has already been given on a website in the form of an answer to a question; or (c) it is undesirable in the interests of the Company or the good order of the AGM that the question be answered.

### 11. Publication of audit concerns on the Company's website

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

### 12. Information available on the Company's website

Copies of the Notice of Annual General Meeting 2019, the Annual Report 2019 and other information required by section 311A of the Companies Act 2006 can be found at [sse.com](http://sse.com).

### 13. Documents available for inspection

Copies of Directors' service contracts and non-Executive Directors' letters of appointment and Remuneration Policy 2019 will be available for inspection at the registered office of the Company during normal business hours on any weekday (public holidays excepted) from the date of this Notice until the date of the AGM and thereafter at the place of the AGM from 12 noon until the conclusion of the AGM.

### 14. Communication

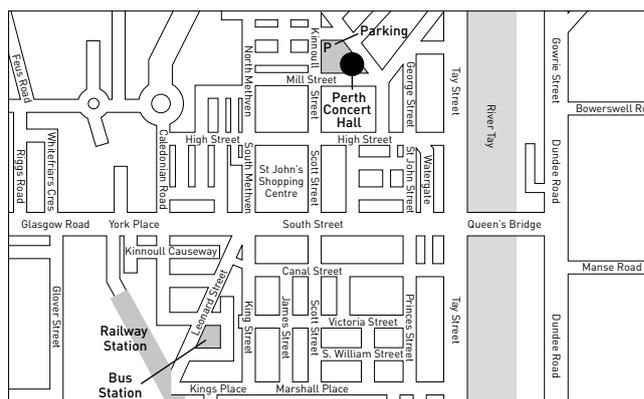
You may not use any electronic address provided in either this Notice or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

## Location map

### Perth Concert Hall, Mill Street, Perth PH1 5HZ

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

- If travelling by car, follow signs for the city centre. There is a car park at the rear of the Concert Hall. This is accessed from Kinnoull Street. This 550-space multi-storey car park is open from 7 am-midnight Monday to Saturday, and charges are made for parking.
- A Park+Ride facility for 250 vehicles is available at the Broxden roundabout. This is situated at the junction of the M90/A9 bypass with the A9 Stirling Road.
- A second Park+Ride operates from a car park adjacent to the A94 at the north end of Scone.



## Appendix 1

KPMG LLP  
Audit  
319 St Vincent Street  
Glasgow G2 5AS  
United Kingdom

Tel +44 (0) 141 226 5511  
Fax +44 (0) 141 204 1584

Our ref: bm/mm/dr

The Directors  
SSE plc  
Inveralmond House  
200 Dunkeld Road  
Perth  
Perthshire  
PH1 3AQ

Date: 3 June 2019

Dear Directors

**Statement to SSE plc (no. SC117119) on ceasing to hold office as auditors pursuant to section 519 of the Companies Act 2006.**

The reason connected with our ceasing to hold office is the holding of a competitive tender for the audit, in which we were not invited to participate.

Yours faithfully

KPMG LLP

Audit registration number: 9188307  
Audit registration address:  
15 Canada Square, Canary Wharf, London E14 5GL



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