

Notice of Annual General Meeting 2022



SSE plc

Registered in Scotland No.: SC117119

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

This document is important and requires your immediate attention.

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

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

Contents

Letter from the Chair	1
Notice of Annual General Meeting 2022	3
Explanatory notes to the proposed resolutions	5
Board of Directors	8
Important notes	13
Appendix 1. Online platform user guide	16

Key dates

Submission of pre-AGM questions: 27 June 2022 at 9.00am to 1 July 2022 at 5.00pm

Responses to pre-AGM questions published on the website: 13 July 2022 at 5.00pm

Proxy submission deadline: 19 July 2022 at 12.30pm

AGM: 21 July 2022 at 12.30pm

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

Letter from the Chair

Dear Shareholder,

I would like to inform you that the AGM of SSE plc (the Company) will be held at the Perth Concert Hall, Mill Street, Perth PH1 5HZ on Thursday 21 July 2022 at 12.30pm. This will be a combined physical and electronic AGM, with those joining electronically via the online platform able to watch the meeting, ask questions, and vote in real time. Further details of the options for joining are set out below.

Business of the meeting

The Notice of Meeting for the AGM 2022 sets out in full the resolutions to be voted on, together with explanatory notes on the business to be considered. In addition to routine business, there are three additional resolutions being proposed this year. These are: (a) the Remuneration Policy 2022; (b) minor amendments to the Performance Share Plan 2016 Rules; and (c) SSE's Net Zero Transition Report. It is recommended that, along with this Notice, you take time to consider the SSE Annual Report 2022 before deciding on your voting direction. The Annual Report can be accessed on the Company's website, [sse.com](https://www.sse.com).

Attendance arrangements

Attending in person

Shareholders attending the physical meeting at the Perth Concert Hall, Mill Street, Perth PH1 5HZ do not need to pre-register this year. A location map and details of how to reach the venue are set out on [page 15](#).

Attending the AGM electronically

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

Voting arrangements

Voting at the AGM will be taken on a poll. The results of the voting will be announced through RNS and will be published on our website [sse.com](https://www.sse.com) as soon as practicable after the AGM. The ways to vote, in advance of or at the AGM, are as follows with full details of voting procedures set out on [pages 13 and 14](#).

In advance of the AGM

Proxy appointments and associated voting instructions should be made as soon as possible, and by no later than 12.30pm on Tuesday 19 July 2022. Shareholders can appoint a proxy in the following ways:

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

At the AGM

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

SSE employees only. Employees will receive separate instructions on how to vote in respect of their shares held in connection with SSE's share plans. You should continue to vote by one of the above means in respect of any certificated shares you hold.

Shareholder questions

In advance of the AGM

Shareholders can raise questions in connection with the business of the meeting, in advance, by emailing them to AGMQuestion@sse.com. The submission window opens on Monday 27 June 2022 at 9.00am and closes on Friday 1 July 2022 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 13 July 2022.

At the AGM

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

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

Letter from the Chair continued

Recommendation

The Board believes that Resolutions 1 to 25 contained in the Notice of AGM 2022 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 beneficial holdings.

Yours faithfully

A handwritten signature in black ink, appearing to read "John Manzoni", is written over a diagonal line that extends from the top left towards the bottom right.

Sir John Manzoni
Chair, SSE plc
24 May 2022

Notice of Annual General Meeting 2022

NOTICE IS HEREBY GIVEN that the THIRTY THIRD ANNUAL GENERAL MEETING (AGM) of SSE plc (the 'Company') will be held at the Perth Concert Hall, Mill Street, Perth PH1 5HZ on Thursday 21 July 2022 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 22 will be proposed as Ordinary Resolutions and Resolutions 23 to 25 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 2022.

Remuneration Report

Resolution 2: to approve the Remuneration Report 2022.

Remuneration Policy

Resolution 3: to approve the Remuneration Policy 2022.

SSE plc Performance Share Plan 2016 Rules (the PSP Rules)

Resolution 4: conditional on the adoption of the 2022 Directors' Remuneration Policy under Resolution 3, the PSP Rules be amended such that the reference in Rule 3.5 to 200% be replaced with 250%.

Dividend

Resolution 5: to declare a final dividend for the year ended 31 March 2022 of 60.2 pence per Ordinary Share payable on 22 September 2022.

Directors

Resolution 6: to re-appoint Gregor Alexander as a Director of the Company.

Resolution 7: to appoint Dame Elish Angiolini as a Director of the Company.

Resolution 8: to appoint John Bason as a Director of the Company.

Resolution 9: to re-appoint Dame Sue Bruce as a Director of the Company.

Resolution 10: to re-appoint Tony Cocker as a Director of the Company.

Resolution 11: to appoint Debbie Crosbie as a Director of the Company.

Resolution 12: to re-appoint Peter Lynas as a Director of the Company.

Resolution 13: to re-appoint Helen Mahy as a Director of the Company.

Resolution 14: to re-appoint Sir John Manzoni as a Director of the Company.

Resolution 15: to re-appoint Alistair Phillips-Davies as a Director of the Company.

Resolution 16: to re-appoint Martin Pibworth as a Director of the Company.

Resolution 17: to re-appoint Melanie Smith as a Director of the Company.

Resolution 18: to re-appoint Dame Angela Strank as a Director of the Company.

Auditor

Resolution 19: 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 20: that the Audit Committee of the Board be authorised to determine the Auditor's remuneration.

Net Zero Transition Report

Resolution 21: to receive SSE's Net Zero Transition Report for the year ended 31 March 2022.

Authority to allot shares

Resolution 22: 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 £177,945,283. Such authority to apply until the earlier of the conclusion of the Annual General Meeting 2023 and close of business on 30 September 2023, except that the Company may pursuant to the authority granted make offers and enter into agreements before such expiry which would, or might, require shares to be allotted or rights to be subscribed for, or convert securities into, shares to be granted after the authority ends, and the Directors may allot shares or grant rights to subscribe for, or convert securities into, shares under any such offer or agreement as if the authority had not expired.

Notice of Annual General Meeting 2022 continued

Authority to disapply pre-emption rights

Resolution 23: that, subject to the passing of Resolution 22, 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 £26,691,792.

Such authority to expire at the end of the Annual General Meeting 2023 or, if earlier, at the close of business on 30 September 2023, but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and Treasury Shares to be sold) after the authority expires and the Board may allot equity securities (and sell Treasury Shares) under any such offer or agreement as if the authority had not expired.

Authority to purchase own shares

Resolution 24: 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 106,767,170;
- (b) the minimum price which may be paid for such shares is 50 pence per share which amount shall be exclusive of expenses; and
- (c) the maximum price, exclusive of expenses, which may be paid for each such Ordinary Share is the higher of: (i) an amount equal to 105% of the average of the middle market quotations for an Ordinary Share in the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the share is contracted to be purchased; and (ii) an amount equal to the higher of the price of the last independent trade of an Ordinary Share and the highest current independent bid for an Ordinary Share as derived from the London Stock Exchange Trading System in each case at the time the purchase is agreed.

Such authority shall expire at the earlier of the conclusion of the Annual General Meeting 2023 and close of business on 30 September 2023 (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 25: 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
24 May 2022

Explanatory notes to the proposed resolutions

Ordinary and Special Resolutions

Resolutions 1 to 22 will be proposed as Ordinary Resolutions which require a simple majority of votes to be cast in favour to be passed. Resolutions 23 to 25 will be proposed as Special Resolutions which require a 75% majority of the votes to be cast in favour to be passed.

Resolution 1: Receipt of the Annual Report and Accounts 2022

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

Resolution 2: Approval of the Remuneration Report 2022

The Remuneration Report in the Company's Annual Report and Accounts for the year ended 31 March 2022 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 2022.

The Remuneration Report 2022 is set out on [pages 168 to 171](#) and [182 to 199](#) of the [Annual Report 2022](#). The Resolution is advisory and does not affect the remuneration already paid to any Director.

Resolution 3: Approval of the Remuneration Policy 2022

The Directors' Remuneration Policy was last approved by shareholders at the 2019 AGM. In line with the requirement for shareholder approval of the Remuneration Policy every three years, Resolution 3 is proposed as an Ordinary Resolution, and invites shareholders to approve the Remuneration Policy 2022, as set out on [pages 172 to 181](#) of the [Annual Report 2022](#). A copy of the Remuneration Policy 2022 is available for inspection as specified in note 13 of this Notice of Meeting.

Following constructive engagement with major shareholders and stakeholders in the development of the Remuneration Policy 2022, the Remuneration Committee believes the Policy is aligned to the delivery of the SSE's strategy and promotes long-term value creation. Subject to the Remuneration Policy being adopted, it will continue to be kept under review to ensure alignment with SSE's purpose, strategy and values, and if deemed appropriate, a new remuneration policy may be proposed for shareholder approval within the usual three-year cycle. 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).

Resolution 4: Amendments to the SSE plc Performance Share Plan Rules (the PSP Rules)

This resolution will approve an amendment to the PSP Rules in order to permit the grant of an award with a market value (when taken together with any other award) of up to 250% of a participant's annual basic salary, as proposed in the 2022 Directors' Remuneration Policy which is detailed on [pages 172 to 181](#) of the [Annual Report 2022](#). The Remuneration Committee has also approved certain minor amendments to the PSP Rules to expand the circumstances in which it may apply malus and clawback to awards and to include a general discretion to reduce the vesting level of awards where vesting levels do not otherwise reflect underlying performance or outcomes for shareholders.

A copy of the PSP Rules and a copy of the marked up document to show the proposed change will be available for inspection as set out in note 13 of this Notice and also on the National Storage Mechanism.

Resolution 5: Declaration of the final dividend for 2022

A final dividend can be paid only after it has been approved by shareholders. A final dividend of 60.2 pence per Ordinary Share is recommended by the Directors for payment in cash on 22 September 2022 to shareholders on the Register of Members as at close of business on 29 July 2022 but excluding those shareholders in respect of whom a valid election to participate in the Company's Scrip Dividend Scheme shall have been received by the Company by 4.30pm on 25 August 2022. Shareholders for whom valid elections have been received by 4.30pm on 25 August 2022 will receive the final dividend in the form of new Ordinary Shares in the Company. Full details of the Company's Scrip Dividend Scheme are available on the Company's website [sse.com](#).

Resolutions 6 to 18: Appointment and re-appointment of Directors

In accordance with the UK Corporate Governance Code, all Directors should be subject to election or re-election by shareholders every year. 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 8 to 12](#) of this Notice under 'Career and experience', and 'Skills and attributes which support strategy and long-term success'.

The Board, its Committees and the individual Directors participate in an annual performance evaluation. Further details of the performance evaluation process are set out on [pages 143 and 144](#) of the [Annual Report 2022](#). In line with recognised best practice, the 2021/22 Board and Board Committee performance reviews were externally facilitated by Lintstock Ltd. The independent board performance review in conjunction with standing Nomination Committee process, confirmed the continuing independent and objective judgement of all the non-Executive Directors, alongside their continued effective performance and commitment to their respective roles. The Board recommends to shareholders the proposed appointment and re-appointment of all Directors set out in Resolutions 6 to 18. Full biographical details of each Director are set out on [pages 8 to 12](#) of this Notice. The Executive Directors' service contracts and non-Executive Directors' letters of appointment are available for inspection as specified in note 13 of this Notice.

Resolution 19: Appointment of Auditor

The Company is required to appoint an auditor at each general meeting at which accounts are laid before the Company, to hold office until the conclusion of the next such meeting. This resolution, on the Audit Committee's recommendation, proposes the re-appointment of Ernst & Young LLP as Auditor of the Company. If approved, Ernst and Young LLP, will be appointed as Auditor for the year ending 31 March 2023.

Explanatory notes to the proposed resolutions continued

Resolution 20: 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 21: Net Zero Transition Report

SSE believes that both the Company and its shareholders will benefit from enhanced engagement on climate-related issues. SSE proposed an enabling resolution to its AGM 2021 that established a framework for annual advisory votes on its Net Zero Transition Report at future AGMs. By consulting shareholders annually on its Net Zero Transition Report SSE's objective is that both the Company and its shareholders benefit from enhanced climate-related engagement. This year, shareholders are asked to receive the first Net Zero Transition Report for the year ended 31 March 2022, and in doing so, consider and approve it on a non-binding advisory basis.

SSE's Net Zero Transition Report for 31 March 2022 provides a navigation aid to climate-related disclosures in both the [Annual Report 2022](#) and throughout the [Sustainability Report 2022](#). The Net Zero Transition Report is available on sse.com.

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

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

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

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

Resolution 22: 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 £177,945,283 (representing 355,890,566 Ordinary Shares of 50 pence each excluding Treasury Shares) which, as at 24 May 2022, being the latest practicable date prior to the publication of this Notice, represented one third of the issued share capital of the Company (excluding Treasury Shares).

The authority will expire at the earlier of the conclusion of the AGM 2023 and close of business on 30 September 2023 (the last date by which the Company must hold an AGM in 2023).

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 24 May 2022 (being the last practicable day prior to the printing of this Notice) the issued share capital of the Company consisted of 1,073,136,776 Ordinary Shares, with a nominal value of 50 pence each and carrying one vote each. This figure includes 5,465,076 Ordinary Shares which are held in treasury representing approximately 0.51% 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 1,067,671,700 as at 24 May 2022.

Resolution 23: 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 2023. 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 £26,691,792 (representing 53,383,584 Ordinary Shares of 50 pence each), representing 5% of the issued share capital (excluding Treasury Shares) of the Company as at 24 May 2022. This limit also applies to shares issued or sold from treasury.

Subject to shareholder approval, the authority under this Resolution will expire at the earlier of the conclusion of the AGM 2023 and close of business on 30 September 2023. A renewal of this authority will be proposed at each subsequent AGM.

Resolution 24: Purchase of own shares

In some circumstances, the Company may find it advantageous to have the authority to purchase its own shares in the market. The Directors believe that it is an important part of the financial management of the Company to have the flexibility to repurchase issued shares in order to manage its capital base. This Special Resolution renews the authority that was given at last year's AGM, authorising the Company to purchase its own Ordinary Shares in the market and will if approved, renew the Company's authority from shareholders to make such purchases until the earlier of the conclusion of the AGM 2023 and close of business on 30 September 2023. 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 23), cancelled, or used for the purposes of employee share schemes, either immediately or at some point in the future. Treasury Shares transferred for the purposes of the Company's employee share schemes will count towards the limits in those schemes on the number of New Shares which may be issued.

The Resolution specifies the maximum number of shares which may be acquired, being 10% of the Company's issued share capital as at 24 May 2022, and minimum and maximum prices at which they may be bought. As at 24 May 2022, options were outstanding over 5.5m Ordinary Shares, representing approximately 0.52% 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 0.58% of the adjusted share capital (excluding Treasury Shares) on that date.

Resolution 25: Notice period for general meetings

Resolution 25 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 2021, a resolution was passed which allowed the Company to hold general meetings (other than Annual General Meetings) on 14 days' notice. The Board is proposing a similar resolution to renew the authority granted last year. The approval will be effective until the AGM 2023, when it is intended that the approval will be renewed.

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

Board of Directors

CHAIR



Sir John Manzoni

Chair



Date of appointment

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

Board tenure

1 year

Career and experience

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

Skills and attributes which support strategy and long-term success

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

Key external appointments and changes

- Non-Executive Director of Diageo.
- Chair of the Atomic Weapons Establishment.
- Non-Executive Director of KBR Inc from May 2022.

EXECUTIVE DIRECTORS



Alistair Phillips-Davies

Chief Executive

Date of appointment

Executive Director since January 2002 and Chief Executive from July 2013

Board tenure

20 years

Career and experience

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

Skills and attributes which support strategy and long-term success

- Sound executive leadership and a considered approach to strategy which is evidenced through continued delivery under the Group operating model, SSE's growth ambitions and progression of SSE's sustainability plans and associated targets.
- Broad knowledge of the energy markets in Great Britain and Ireland and across Europe, which informs views of long-term direction.
- Detailed understanding of the external context including the climate transition, politics and regulation enabling constructive engagement in these areas.
- Proactive approach to understanding stakeholder priorities including the impact of the coronavirus pandemic and SSE's societal response to the net zero transition.
- Focused on people development, culture and digital enablement in order to develop capabilities for future growth.

Key external appointments and changes

- Member of the Scottish Energy Advisory Board.
- Member of the UK Government's Hydrogen Advisory Council.
- Member of the COP26 Business Leaders group.



Gregor Alexander

Finance Director



Date of appointment

Executive Director and Finance Director since October 2002

Board tenure

19 years

Career and experience

Gregor joined SSE in 1990 and has been Finance Director on the Board since 2002. Prior to Finance Director, Gregor worked in senior finance roles and led specialist teams including as Group Treasurer and Tax Manager. Gregor is Chair of the Scottish and Southern Energy Power Distribution Board. He is a Chartered Accountant and member of the Accounting for Sustainability (A4S) CFO Leadership Network.

Skills and attributes which support strategy and long-term success

- Extensive knowledge of financial markets as leader of SSE's financial strategy, including the approach to sustainable financing and emerging practice in this area.
- Experienced in directing significant corporate projects and major transactions, including SSE's approach to investments, divestments and partnering.
- Oversees appropriate governance in the management of the Group risk environment including those emerging from the evolving energy sector and the transition to net zero.
- Deep appreciation of shareholder views and related ESG matters including the continued commitment to lead on fair tax and fair work as part of SSE's 2030 Goals.
- Practical regulatory insight and Board oversight of SSE's networks businesses.

Key external appointments and changes

- Non-Executive Director of Stagecoach Group plc.
- Stepped down as a Director of Scotia Gas Networks Limited in March 2022.

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



Martin Pibworth
Chief Commercial Officer



Date of appointment

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

Board tenure

4 years

Career and experience

Martin joined SSE in 1998 as an energy trader, which was followed by a series of commercial roles before becoming Managing Director, Energy Portfolio Management, and a member of SSE's then Management Board in 2012. In 2014, he was appointed Managing Director, Wholesale, and a member of SSE's Group Executive Committee. In 2017 he joined the Board as Group Energy Director, a role which was expanded to Group Energy and Commercial Director in November 2020. This role was subsequently re-titled Chief Commercial Officer in March 2022, with no change in underlying responsibility or remit.

Skills and attributes which support strategy and long-term success

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

Key external appointments and changes

- Member of Energy UK Board.



Tony Cocker
Senior Independent Director



Date of appointment

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

Board tenure

4 years

Career and experience

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

Skills and attributes which support strategy and long-term success

- Wide-ranging insight regarding technical and operational matters, including energy infrastructure and assets, commodity markets, energy trading and risk.
- Experience delivering major renewable energy projects.
- Combined energy industry and non-Executive experience enhances Board understanding of trends relevant to SSE's operations and of utilities regulation.
- A balanced sounding board with additive experience in strategic consultancy and energy and utility stakeholder management.

Key external appointments and changes

- Chair of Infinis Energy Management Limited.
- Visiting Professor at Aston University from January 2022.
- Stepped down as Deputy Chair and Governor of Warwick Independent Schools Foundation in September 2021.

Key

Committee membership

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

External appointments

The Board considered and approved the additional external commitments taken on by Sir John Manzoni, Tony Cocker, Peter Lynas and Helen Mahy during the period. In each case, it was agreed that there would be no impact on the time commitment required as Chair and non-Executive Director, nor on the independence and objectivity required to discharge the agreed responsibilities of each role. The resultant position is believed to be consistent with recognised proxy advisor guidelines.

Board of Directors continued

INDEPENDENT NON-EXECUTIVE DIRECTORS



Dame Elish Angiolini QC

Non-Executive Director



Date of appointment

Non-Executive Director since September 2021

Board tenure

Under 1 year

Career and experience

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

Skills and attributes which support strategy and long-term success

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

Key external appointments and changes

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



Dame Sue Bruce DBE

Non-Executive Director of the Board and for Employee Engagement



Date of appointment

Non-Executive Director since September 2013

Board tenure

8 years

Career and experience

Dame Sue has extensive public sector experience from a career which spanned almost 40 years, holding a variety of roles in local government. These included the positions of Chief Executive at East Dunbartonshire Council and the first female Chief Executive of both Aberdeen City Council and the City of Edinburgh Council. Sue has also held a number of Board and Board Committee positions in organisations across the arts, education and charitable sectors.

Skills and attributes which support strategy and long-term success

- Strategic and operational experience of leading organisations covering large numbers of employees, significant assets, economic development, construction projects and engaging with communities, which provides insight into SSE's approach to its social contract.
- Distinguished in stakeholder engagement with a highly personable style as is evident in the roles of Remuneration Committee Chair and Non-Executive Director for Employee Engagement.
- Expert knowledge of Scottish government and understanding of political affairs.

Key external appointments and changes

- Convenor of Court of the University of Strathclyde.
- Chair of the Royal Scottish National Orchestra.
- Electoral Commissioner, the Electoral Commission.
- Independent Chair of Nominations Committee, the National Trust for Scotland.
- Chair of Trustees of the Prince's Foundation.



Debbie Crosbie

Non-Executive Director



Date of appointment

Non-Executive Director since September 2021

Board tenure

Under 1 year

Career and experience

Debbie brings over 25 years of experience in financial services leadership, having recently been appointed as the first female Chief Executive of Nationwide Building Society. Prior to this appointment, Debbie served as CEO of TSB from May 2019 and was previously an Executive Director and Chief Operating Office of Clydesdale Bank, where she led preparations for its successful demerger and subsequent IPO. Debbie worked at National Australia Bank Group Europe for 22 years. Debbie is a fellow of the Chartered Institute of Bankers and a member of the Glasgow Economic Leadership Board and the Strathclyde University Business School Advisory Board.

Skills and attributes which support strategy and long-term success

- Extensive experience of the implementation of strategy including significant corporate transaction work and execution of far-reaching transformation projects, including the changing role of digital and data in the context of a large consumer-facing organisation.
- Understanding of capital allocation and investment appraisal frameworks central to the next phase of SSE's growth.
- Knowledge of operating in a heavily regulated sector requiring a compliance-driven approach and proficiency in risk management and internal controls.

Key external appointments and changes

- Chief Executive of Nationwide Building Society (to commence in 2022).
- Member of the Glasgow Economic Leadership Board.
- Member of the Business School Advisory Board of Strathclyde University.



Peter Lynas

Non-Executive Director



Date of appointment

Non-Executive Director since July 2014

Board tenure

7 years

Career and experience

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

Skills and attributes which support strategy and long-term success

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

Key external appointments and changes

- Senior Independent Director of First Group plc from June 2021.



Helen Mahy CBE

Non-Executive Director



Date of appointment

Non-Executive Director since March 2016

Board tenure

6 years

Career and experience

Helen is a former Company Secretary and General Counsel of National Grid plc and an experienced non-Executive Director. Previous non-Executive roles include directorships at Bonheur ASA, Aga Rangemaster plc, Stagecoach Group plc, SVG Capital plc, Chair of MedicX Fund Limited and Deputy Chair and Senior Independent Director of Primary Health Properties PLC. Helen is currently Chair of The Renewables Infrastructure Group Limited, a member of the Parker Review steering committee into the Ethnic Diversity of UK Boards, a patron of the charity Social Mobility Business Partnership, Co-chair of the Employers Social Mobility Alliance and an Equality and Human Rights Commissioner.

Skills and attributes which support strategy and long-term success

- Long-standing energy, regulatory and renewables experience, underpinned by a comprehensive understanding of the listed company context including the applicable legal, compliance, governance and risk frameworks in which SSE's businesses operate.
- Insight into a broad range of investor and stakeholder perspectives and trends from cross-sectoral, international and external Board interests that enable wider discussion and debate.
- A decade of experience overseeing renewables infrastructure investment.
- An advocate of SSE's safety culture, inclusion and diversity, and employee wellbeing; with extensive knowledge of people matters and a focus on sustainability.

Key external appointments and changes

- Chair of The Renewables Infrastructure Group Limited.
- Commissioner for The Equality and Human Rights Commission.
- Non-Executive Director of Gowling WLG (UK) LLP from September 2021.



Melanie Smith CBE

Non-Executive Director



Date of appointment

Non-Executive Director since January 2019

Board tenure

3 years

Career and experience

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

Skills and attributes which support strategy and long-term success

- Highly qualified to appraise strategy development and execution, having advised and led both growth and performance transformation in the consumer and retail sectors worldwide.
- Deep commercial and digital experience across multiple goods and services categories, including insurance, telco and energy that furthers Board understanding of the customer.
- Has a people centric style as an executive and organisational leader, and brings knowledge of operational efficiency and change management.

Key external appointments and changes

- CEO, Ocado Retail Limited.
- Advisory Board member of Manaia.
- Trustee of Sadlers Wells.

Board of Directors continued

INDEPENDENT NON-EXECUTIVE DIRECTORS



Dame Angela Strank DBE

Non-Executive Director



Date of appointment

Non-Executive Director since May 2020

Board tenure

2 years

Career and experience

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

Skills and attributes which support strategy and long-term success

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

Key external appointments and changes

- Non-Executive Director of Rolls Royce plc.
- Non-Executive Director of Mondi plc.
- Stepped down as Non-Executive Director of Severn Trent plc in March 2022.

INDEPENDENT NON- EXECUTIVE DIRECTOR JOINING 1 JUNE 2022



John Bason

Non-Executive Director from 1 June 2022

Will join the Nomination Committee and Audit Committee on appointment.

Date of appointment

Joining 1 June 2022

Career and experience

John brings significant listed company, financial and international experience through a career in global businesses. He has been Finance Director of Associated British Foods plc (ABF) since joining the diverse food, ingredients and retail group in 1999. ABF employs 128,000 people and operates in 53 countries across Europe, Asia, the Americas, Australia and Africa. Prior to this, John was Finance Director of the international distribution and services group Bunzl plc. His non-Executive experience includes Senior Independent Director and Audit Committee Chair of Compass Group PLC. He is currently Chair of the charitable organisation FareShare and non-Executive Director of Bloomsbury Publishing Plc. John is a Chartered Accountant.

Skills and attributes which support strategy and long-term success

- Extensive leadership experience and international perspective, gained from global companies and complex operations, which will be invaluable to SSE's growth and entry into new markets.
- A proven track record in developing financial and commercial strategy, including M&A, corporate transactions and large capital projects, which complements SSE's Net Zero Acceleration Programme, and supports succession planning for the role of Audit Committee Chair.
- 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 and changes

- Finance Director of Associated British Foods plc.
- Chair of FareShare.
- Non-Executive Director of Bloomsbury Publishing Plc.

COMPANY SECRETARY



Sally Fairbairn

Company Secretary and Director of Investor Relations

Date of appointment

Company Secretary and Director of Investor Relations since December 2014

Career and experience

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

Important notes

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

1. Entitlement to attend and vote

Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, and section 360B(2) of the Companies Act 2006, the Company specifies that only shareholders registered in the Register of Members of the Company at 12.30pm on 19 July 2022 or, in the event that the AGM is adjourned, registered in the Register of Members of the Company 48 hours before the time of the adjourned meeting(s), shall be entitled to vote at the AGM in respect of the number of Ordinary Shares registered in their name at that time. Save in relation to any adjourned meeting(s), changes to entries on the Register of Members of the Company after 12.30pm on 19 July 2022 shall be disregarded in determining the rights of any person to vote at the AGM.

2. Electronic participation

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

3. Voting at the AGM

Voting on each of the resolutions to be put to the AGM will be taken on a poll, 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. As soon as practicable following the AGM, the results of the voting will be announced through the London Stock Exchange Group's Regulatory News Service and also placed on the Company's website sse.com.

4. Proxies

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

5. Appointment of proxy using a paper proxy form

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

To be valid, the appointment of a proxy, and the original or duly certified copy of the power of attorney or other authority (if any) under which it is signed or authenticated, should reach the Registrar, Link Group, PXS1, Central Square, 29 Wellington Street, Leeds LS1 4DL no later than 12.30pm on 19 July 2022 (or, if the meeting is adjourned, 48 hours before the time fixed for holding the adjourned meeting). If you appoint more than one proxy, additional Form(s) of Proxy can be obtained by contacting Link Group on 0345 143 4005*. *Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom are charged at the applicable international rate. Link Group are open between 9.00am to 5.30pm, Monday to Friday, excluding public holidays in England and Wales.

6. Electronic proxy appointment

You can appoint a proxy electronically by accessing sse.com. You will be asked to enter your Investor Code (IVC) printed on the Form of Proxy. Your IVC can also be found on your share certificate, or SSE Shareholder Portal users (www.sse-shares.com) will find this under 'Manage your account' when logged in to the SSE Shareholder Portal. You can also obtain this by contacting Link Group, our Registrar, by calling 0345 143 4005* and agree to certain terms and conditions. On submission of your vote you will be issued with a reference number. For an electronic proxy appointment to be valid, it must be received by the Registrar no later than 12.30pm on 19 July 2022. Should you complete your Form of Proxy electronically and then post a hard copy, the form that arrives last will be counted to the exclusion of instructions received earlier, whether electronic or postal. Please refer to the terms and conditions of the service on the website.

7. Proxy appointment through CREST

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

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

The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA10) by 12.30pm on 19 July 2022. 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

Important notes continued

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.

Proxymity. If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Company's Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 12.30pm on 19 July 2022 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern electronic appointment of your proxy.

8. Corporate representatives

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

9. Nominated persons

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

10. Right to ask questions

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

In advance of the AGM

In addition to asking questions at the AGM, any shareholder who wishes to raise a question in connection with the business to be conducted at the AGM can do so by emailing it to AGMQuestion@sse.com. A window for submission will open on Monday 27 June 2022 at 9.00am and close on Friday 1 July 2022 at 5.00pm. The Company will publish responses to the matters raised by shareholders on the business of the meeting on sse.com no later than 5.00pm on 13 July 2022.

At the AGM

There are three ways in which shareholders can ask questions at the AGM: by attending in person; through the chatbox function via the online platform; and by telephone. **Appendix 1** contains further details of how to use the chatbox and telephone facilities. Please note the AGM will be recorded and broadcast live. Our privacy notice can be found on sse.com.

The Board will endeavour to answer all the questions in connection with the business of the AGM raised at the meeting. Transcripts of the questions asked and answered at the AGM will be made available on the Company's website. The Company may consolidate questions of a similar nature submitted ahead of or at the AGM to avoid duplication.

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

11. Information available on the Company's website

Copies of the Notice of Annual General Meeting 2022, the Annual Report 2022 and other information required by section 311A of the Companies Act 2006 can be found at sse.com.

12. Communication with the Company

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

13. Documents available for inspection

Copies of Directors' service contracts, non-Executive Directors' letters of appointment, the Remuneration Policy 2022, and Amendments to the SSE plc Performance Share Plan Rules (the PSP Rules) will be available for inspection at the registered office of the Company during normal business hours on any weekday (public holidays excepted) from the date of this Notice until the date of the AGM and thereafter at the place of the AGM from 12 noon until the conclusion of the AGM.

14. Shareholder communication preference

Shareholders who wish to change their communication preference can do so by contacting the Company's Share Registrar: Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds LS1 4DL. Contact details are also available on the SSE website, sse.com. An e-Communications Form and other useful forms can also be accessed on sse.com, under Shareholder services.

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

Under section 527 of the Companies Act 2006, shareholders meeting the threshold requirements set out in that section have the right to require the Company to publish on a website a statement setting out any matter relating to: (a) the audit of the Company's accounts

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

16. Issued share capital and total voting rights

As at 24 May 2022 (being the last practicable day prior to the printing of this Notice) the issued share capital of the Company consisted of 1,073,136,776 Ordinary Shares, with a nominal value of 50 pence each and carrying one vote each. This figure includes 5,465,076 Ordinary Shares which are held in treasury representing approximately 0.51% 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 1,067,671,700 as at 24 May 2022.

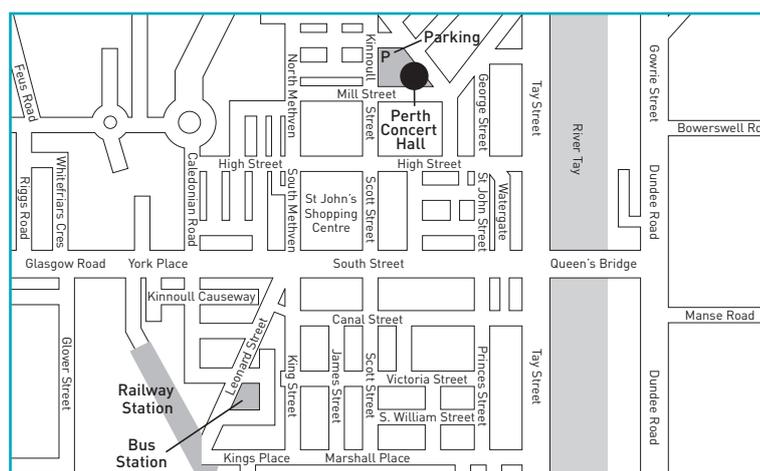
17. GDPR statement

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

18. Location map

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

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



Appendices

Appendix 1: User guide to join the Meeting electronically

Meeting ID: 103-464-323

Meeting Access



Shareholders can participate in the meeting remotely, via: <https://web.lumiagm.com>. This can be accessed online using the latest version of Chrome, Firefox, Edge and Safari on your PC, laptop, table or smartphone.

On accessing the meeting platform, you will be asked to enter the Meeting ID above. You will then be prompted to enter your unique 11 digit Investor Code (IVC), including any leading zeros and 'PIN'. Your PIN is the last 4 digits of your IVC. You can find your IVC on a printed share certificate or dividend counterfoil or alternatively you can sign in to www.sse-shares.com to obtain your IVC.

Access to the platform will be available 30 mins prior to the start of the Meeting.

Broadcast



Once logged in, and at the commencement of the meeting, you will be able to follow the proceedings on your device.

Voting



Once the Chair has formally opened voting, the list of resolutions will automatically appear on your screen. Select the option that corresponds with how you wish to vote.

Once you have selected your vote, the option will change colour and a confirmation message will appear to indicate your vote has been cast and received, there is no submit button.

To vote on all resolutions displayed select the "vote all" option at the top of the Screen.

To change your vote, reselect your choice. To cancel your vote, select the "cancel" button. You will be able to do whilst the poll remains open and before the Chair announces its closure.

Q&A



To ask a question, select the messaging icon from within the navigation bar and type your question at the top of the screen. To submit your question, click on the arrow icon to the right of the text box.

Details of how to access the teleconference facility will be provided on the day of the Annual General Meeting, once you are logged into the Lumi platform.

Duly appointed proxies and corporate representatives



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

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

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

Requirements



An active internet connection is always required in order to allow you to cast your vote when the poll opens, submit questions and view the Broadcast. It is the user's responsibility to ensure you remain connected for the duration of the meeting.

As well as having the latest internet browser installed, users must ensure their device is up to date with the latest software release.

If you encounter any issues, please call the support line on +44 (0) 371 277 1020*.

