



## Notice of Annual General Meeting 2013

Dear Shareholder

I am pleased to invite you to our Annual General Meeting (AGM) which will be held at the Perth Concert Hall, Mill Street, Perth PH1 5HZ on Thursday, 25 July 2013 at 12 noon.

The AGM is an important event and it is the Board's opportunity to present the Company's performance and strategy to our shareholders and to listen and respond to your questions. The formal Notice of AGM is set out on pages 2 and 3. Explanatory notes on all the business to be considered, including biographical details of the Directors and on your rights to attend and vote, are set out on pages 4 to 9.

### Voting arrangements

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

- attending the AGM in person;
- voting online at **www.sse.com**; or
- completing and returning the Form of Proxy.

CREST members may choose to use the CREST electronic proxy appointment service.

All voting instructions should be made as soon as possible and by no later than 12 noon on 23 July 2013. Full details of voting procedures are set out on pages 8 and 9.

### Recommendation

The Board believes that the resolutions contained in the Notice of AGM are in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors unanimously recommend that 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 'Lord Smith of Kelvin'.

**Lord Smith of Kelvin**  
Chairman

### SSE plc

Registered in Scotland No.: 117119

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

### This document is important and requires your immediate attention.

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

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

## Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the TWENTY FOURTH ANNUAL GENERAL MEETING of SSE plc (the 'Company') will be held at the Perth Concert Hall, Mill Street, Perth PH1 5HZ on Thursday, 25 July 2013 at 12 noon for the purpose of transacting the following business:

To consider and, if thought fit, pass the following resolutions, of which resolutions 1 to 14 will be proposed as ordinary resolutions, and resolutions 15 to 17 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 2013.

### Remuneration Report

**Resolution 2:** to approve the Remuneration Report for the year ended 31 March 2013.

### Dividend

**Resolution 3:** to declare a final dividend for the year ended 31 March 2013 of 59 pence per Ordinary Share payable on 27 September 2013.

### Directors

**Resolution 4:** to re-appoint Katie Bickerstaffe as a Director of the Company.

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

**Resolution 6:** to re-appoint Lord Smith of Kelvin as a Director of the Company.

**Resolution 7:** to re-appoint Gregor Alexander as a Director of the Company.

**Resolution 8:** to re-appoint Alistair Phillips-Davies as a Director of the Company.

**Resolution 9:** to re-appoint Lady Rice as a Director of the Company.

**Resolution 10:** to re-appoint Richard Gillingwater as a Director of the Company.

**Resolution 11:** to re-appoint Thomas Thune Andersen as a Director of the Company.

### Auditor

**Resolution 12:** that KPMG 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 13:** that the Directors be authorised to determine the Auditor's remuneration.

### Authority to allot shares

**Resolution 14:** 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:

- (A) up to an aggregate nominal amount equal to £160,724,000; and
- (B) comprising 'equity securities' (as defined in section 560(1) of the Companies Act 2006) up to a further nominal amount equal to £321,448,000 (such amount to be reduced by any allotments or grants made under paragraph (A) above) in connection with an offer by way of a rights issue:
  - (a) to Ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - (b) to 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,

such authorities to apply until the earlier of the conclusion of the 2014 Annual General Meeting and close of business on 30 September 2014, in each case, so that the Company may (1) pursuant to the authority granted under paragraph (A) make offers and enter into agreements during this period 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 ended, and (2) pursuant to the authority granted under paragraph (B), make offers and enter into agreements during this period which would, or might, require equity securities to be allotted after the authority ends and the Directors may allot equity securities under any such offer or agreement as if the authority had not ended.

### Authority to disapply pre-emption rights

**Resolution 15:** that, subject to the passing of resolution 14 set out above, the Directors be and are hereby empowered to allot 'equity securities' (as defined in section 560(1) of the Companies Act 2006) for cash pursuant to the authority conferred by resolution 14 and/or to sell Ordinary Shares held by the Company as treasury shares for cash as if section 561(1) of the Companies Act 2006 did not apply to any such allotment or sale, such power 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 (but in the case of

the authority granted under paragraph (B) of resolution 14, by way of rights issue only) 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) in the case of the authority granted under paragraph (A) of resolution 14, and/or in the case of any sale of treasury shares for cash, to the allotment (otherwise than under paragraph (a) of this resolution) of equity securities or sale of treasury shares up to a nominal amount of £24,108,600

such power to apply until the earlier of the conclusion of the 2014 Annual General Meeting and close of business on 30 September 2014, save that during this period 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 power ends and the Directors may allot equity securities under any such offer or agreement as if the power had not ended.

#### **Authority to purchase own shares**

**Resolution 16:** 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 96,434,400;
- (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 2014 Annual General Meeting and close of business on 30 September 2014 (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 17:** that a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice.

By order of the Board

#### **Vincent Donnelly**

Company Secretary  
21 May 2013

## Explanatory notes to the proposed resolutions

### Ordinary and special resolutions

Resolutions 1 to 14 will be proposed as ordinary resolutions which require a simple majority of votes to be cast in favour to be passed. Resolutions 15 to 17 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 2013 Report and Accounts

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

### Resolution 2: Approval of the 2013 Remuneration Report

The Remuneration Report for the year ended 31 March 2013 has been prepared and is laid before the meeting for approval by shareholders in accordance with section 439 of the Companies Act 2006. The vote is advisory and does not affect the actual remuneration paid to any individual Director. The Remuneration Report is set out on pages 86 to 100 of the Annual Report 2013.

### Resolution 3: Declaration of the final dividend for 2013

A final dividend can be paid only after it has been approved by shareholders. A final dividend of 59 pence per Ordinary Share is recommended by the Directors for payment in cash on 27 September 2013 to shareholders on the Register of Members as at close of business on 2 August 2013, but excluding such of the shareholders in respect of whom a valid election to participate in the Company's Scrip Dividend Scheme shall have been received by the Company by 4.30pm on 30 August 2013. Shareholders for whom valid elections have been received by 4.30pm on 30 August 2013 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, [www.sse.com](http://www.sse.com).

### Resolutions 4 to 11: Re-appointment of Directors

The UK Corporate Governance Code recommends that all directors of FTSE 350 companies stand for election or re-election by shareholders every year. The Company continues this practice for this year's AGM. Separate resolutions are proposed for the re-appointments.

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 page 72 of the Annual Report 2013. 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 Directors standing for re-appointment continued to be effective and that they continue to demonstrate commitment in their respective roles. The Board recommends to shareholders the proposed re-appointment of the Directors set out in resolutions 4 to 11. Full biographical details of each Director are set out on pages 6 and 7. The Executive Directors' service contracts and non-Executive Directors' letters of appointment are available for inspection as specified in Note 13 on page 9.

### Resolution 12: 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. KPMG Audit Plc have informed the Company that they have initiated a process to streamline their two registered audit firms – KPMG Audit Plc and KPMG LLP. As such, KPMG Audit Plc have notified the Company that they are not seeking re-appointment. Consequently, the Audit Committee has recommended, and the Board has approved, the resolution to appoint KPMG LLP as Auditor of the Company. In connection with the resignation of KPMG Audit Plc, the Company is required as a matter of law to send you a copy of the statement of the circumstances connected with the resignation of the Company's Auditor. This statement is set out on page 10.

### Resolution 13: Authority for the Directors to agree the Auditor's remuneration

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

### Resolution 14: Authority to allot shares

Paragraph (A) of this resolution gives the Directors authority to allot shares up to an aggregate nominal amount equal to £160,724,000 (representing 321,448,000 Ordinary Shares of 50 pence each excluding treasury shares) which, as at 21 May 2013, being the latest practicable date prior to the publication of this Notice, represented one third of the issued share capital of the Company.

In line with the guidance issued by the Association of British Insurers (the 'ABI'), paragraph (B) of this resolution gives the Directors authority to allot Ordinary Shares or grant rights to subscribe for, or convert any securities into, Ordinary Shares in connection with a rights issue in favour of Ordinary shareholders up to an aggregate nominal amount equal to £321,448,000 (representing 642,896,000 Ordinary Shares excluding treasury shares), as reduced by the nominal amount of shares issued under paragraph (A) of this resolution. This amount (before any reduction) represented two thirds of the issued share capital of the Company as at 21 May 2013, the latest practicable date prior to the publication of this Notice.

The authorities sought under paragraphs (A) and (B) of this resolution will expire at the earlier of the conclusion of the 2014 AGM and close of business on 30 September 2014 (the last date by which the Company must hold an AGM in 2014).

Should any decision be made by the Board to allot shares under the authorities sought under this resolution, it would be the intention of the Directors to follow the guidance issued by the ABI in relation to the exercise of such authorities.

The Directors have no present intention of issuing any shares other than pursuant to existing rights under employee share schemes and the Scrip Dividend Scheme. The Directors may, however, 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 the date of this Notice, the Company did not hold any treasury shares.

**Resolution 15: Disapplication of pre-emption rights**

The Companies Act 2006 provides that if the Directors wish to allot any equity securities for cash (other than in connection with any employee share scheme) they must in the first instance offer them to existing shareholders in proportion to their holdings (a pre-emptive offer). There may be occasions, however, when the Directors will need the flexibility to finance business opportunities by the issue of Ordinary Shares without a pre-emptive offer to existing shareholders. Resolution 15 will be proposed as a special resolution, and would give the Directors the authority to allot Ordinary Shares (or sell any Ordinary Shares which the Company elected to hold in treasury) for cash without first offering them to existing shareholders in proportion to their existing holdings.

This authority would be limited to allotments or sales in connection with rights issues or other pre-emptive offers, or otherwise up to an aggregate nominal amount of £24,108,600 (representing 48,217,200 Ordinary Shares of 50 pence each). The aggregate nominal amount represents 5% of the issued share capital of the Company as at 21 May 2013, the latest practicable date prior to the publication of this Notice.

The Directors note the current institutional shareholder guidelines not to seek to allot more than 7.5% of the issued share capital, cumulatively, in any three-year rolling period without prior consultation. The Directors have no present intention of exercising this authority in the year ending 31 March 2014.

Subject to shareholder approval, the authority under this resolution will expire at the earlier of the conclusion of the 2014 AGM and close of business on 30 September 2014.

**Resolution 16: Purchase of own shares**

In certain circumstances it may be advantageous for the Company to purchase its own Ordinary Shares and resolution 16 will, if approved, renew the Company's authority from shareholders to make such purchases until the earlier of the conclusion of the 2014 AGM and close of business on 30 September 2014. Purchases will only be made if the Directors believe that to do so would result in an increase in the Group's earnings per share and would be in the best interests of shareholders generally.

The resolution, which will be proposed as a special resolution, specifies the maximum number of shares which may be acquired (10% of the Company's issued share capital as at 21 May 2013) and minimum and maximum prices at which they may be bought. There are options outstanding at the date of this Notice over approximately 6 million Ordinary Shares, representing 0.65% of the issued share capital; if the authority given by resolution 16 were to be fully used, these options would represent 0.72% of the share capital in issue on that date.

Any shares purchased in this way will either be cancelled (and the number of shares in issue reduced accordingly) or held in treasury. Shares held in treasury may subsequently be sold for cash (within the limit of the shareholder pre-

emption disapplication contained in resolution 15), cancelled, or used for the purposes of employee share schemes. The Directors believe that it is desirable for the Company to have this flexibility. No dividends will be paid on shares whilst held in treasury and no voting rights will be exercisable in respect of treasury shares. Treasury shares transferred for the purposes of the Company's employee share schemes will count towards the limits in those schemes on the number of new shares which may be issued.

No Ordinary Shares were purchased by the Company during the year ended 31 March 2013. The Company does not currently hold any treasury shares.

**Resolution 17: Notice period for general meetings**

Resolution 17 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 2012, 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



**Lord Smith of Kelvin**  
Chairman

**Alistair Phillips-Davies**  
Deputy Chief Executive

**Gregor Alexander**  
Finance Director

<b>Nationality</b>	UK	UK	UK
<b>Date of appointment</b>	Non-Executive Director since June 2003. Chairman since January 2005.	Appointed Energy Supply Director in 2002. Generation and Supply Director since December 2010. Deputy Chief Executive since September 2012. Alistair will become Chief Executive on 1 July 2013.	Appointed Finance Director in October 2002.
<b>Committee Membership</b>	Chairman of the Nomination Committee; Member of the Remuneration Committee.		
<b>Background</b>	<p>Lord Smith has held a number of senior positions in a range of financial services organisations, including Morgan Grenfell Private Equity, Morgan Grenfell Asset Management and Deutsche Asset Management.</p> <p>He is a chartered accountant and a past president of the Institute of Chartered Accountants of Scotland.</p> <p>He was a member of the Judicial Appointments Board for Scotland and former Chairman of the trustees of the National Museums of Scotland.</p>	<p>Alistair has over 16 years' service with the Group, having joined Southern Electric plc in 1997.</p> <p>Previously he worked for HSBC and the National Westminster Bank in corporate finance and business development roles.</p> <p>Alistair currently has SSE Board-level responsibility for Generation, Energy Portfolio Management, Retail, Renewables and Energy Demand.</p> <p>He is a chartered accountant.</p>	<p>Gregor has over 22 years' service with the Group, having joined Scottish Hydro-Electric plc in 1990.</p> <p>He is a chartered accountant. Gregor currently has SSE Board-level responsibility for Finance, Human Resources, IT, Procurement and other Group Services.</p> <p>He is the sponsoring Board member for SSE's businesses in Ireland and Chairman of 50%-owned Scotia Gas Networks Ltd.</p>
<b>Key appointments</b>	<p>Chairman of: The Weir Group plc; UK Green Investment Bank plc; Glasgow 2014 Limited, the organising committee for the Commonwealth Games.</p> <p>Non-Executive Director of Standard Bank Group Ltd in South Africa.</p>	Director of Energy UK.	Non-Executive Director of Stagecoach Group plc (from April 2013).



**Richard Gillingwater CBE**  
**Senior Independent**  
**Director**

**Lady Rice CBE**  
**Non-Executive Director**

**Thomas Thune Andersen**  
**Non-Executive Director**

**Jeremy Beeton**  
**Non-Executive Director**

**Katie Bickerstaffe**  
**Non-Executive Director**

UK

USA and UK

Denmark

UK

UK

Non-Executive Director since May 2007. Senior Independent Director since July 2012.

Non-Executive Director since July 2003. Senior Independent Director from July 2007 to July 2012.

Non-Executive Director since January 2009.

Non-Executive Director since July 2011.

Non-Executive Director since July 2011.

Chairman of the Audit Committee. Member of the Nomination and Remuneration Committees.

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

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

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

Member of the Nomination and Remuneration Committees.

Richard was, most recently, Dean of Cass Business School, London. Prior to this he spent 10 years at Kleinwort Benson, before moving to BZW, in due course, becoming joint Head of Corporate Finance and, latterly, Chairman of European Investment Banking at Credit Suisse First Boston. He has previously served as Chief Executive then Chairman of the Shareholder Executive. He has been a non-Executive director of P&O, Debenhams, Tomkins, Qinetiq Group and Kidde.

As Chairman and Chief Executive of Lloyds TSB Scotland plc, Susan was the first woman to head a UK clearing bank. Previously she worked for Bank of Scotland and Natwest Bancorp in New York. In her earlier career, she was a Dean at Yale and Colgate universities in America. Susan is a Chartered Banker.

Thomas spent 32 years at the A.P. Møller-Mærsk Group with an international career ending as CEO and President of Mærsk's oil and gas company. He also served on Mærsk's Board and its Executive Committee from 2005 to 2009. Previously he worked for Mærsk in the Far East, USA and the UK.

Jeremy was the Director General of the UK Government Olympic Executive, the lead government body for coordinating the 2012 London Olympics. Previously Jeremy was Principal Vice President of Bechtel Ltd, where he had responsibility for the management and delivery of Bechtel's civil engineering projects in infrastructure and aviation business lines. Jeremy is a civil engineer.

From 2008 to 2012, she served as Director of Marketing, People and Property. Previously Katie was Managing Director of Kwik Save Ltd and Group Retail Director and Group HR Director at Somerfield plc. Her earlier career included roles at Dyson Ltd, PepsiCo Inc and Unilever PLC.

Chairman of Henderson Group plc.  
Non-Executive Director of Wm Morrison Supermarkets plc.  
Chairman of the CDC Group.  
Senior Independent Director of Hiscox Ltd and Helical Bar plc.  
Trustee of the British Council and a member of the advisory boards of TheCityUK and of the Association of Corporate Treasurers.

Managing Director, Lloyds Banking Group Scotland.  
Non-Executive Director on the Court of Bank of England, and chair of its audit and risk committee. Non-Executive Director of J Sainsbury plc (from June 2013); and of Big Society Capital Ltd and Scotland's Futures Forum.  
Member of (Scotland's) First Minister's Council of Economic Advisers and President of the Scottish Council for Development and Industry.  
Chairman of the Edinburgh International Book Festival and Edinburgh Festivals Forum.

Chairman of the Lloyd's Register Group and Chairman of the Board of Trustees for the Lloyds Foundation.  
Chairman of DeepOcean Group.  
Vice Chairman of VKR Holding.  
Non-Executive Director of Petrofac Ltd.

Member of the Court of Strathclyde University.  
Sits on the advisory boards of PwC and Macquarie, where he is also a consultant.  
Non-Executive Director of A Proctor Group.

Katie is currently Chief Executive, UK and Ireland Dixons Retail plc.

## 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 2013 (being the last practicable day prior to the printing of this Notice) the issued share capital of the Company consisted of 964,344,000 Ordinary Shares, carrying one vote each. Accordingly, the total voting rights in the Company as at 21 May 2013 are 964,344,000.

### 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 as at 6pm (BST) on 23 July 2013 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 6pm (BST) on 23 July 2013 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 [www.sse.com](http://www.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 each proxy is appointed to exercise the rights attached to different shares. 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.

To be valid, the appointment of a proxy, and the original or duly certified copy of the power of attorney or other authority (if any) under which it is signed or authenticated, should reach the Registrar, Capita Registrars, 34 Beckenham Road, Beckenham BR3 4TU no later than 12 noon on 23 July

2013 (or, if the meeting is adjourned, 48 hours before the time fixed for holding the adjourned meeting).

If you appoint more than one proxy, additional Form(s) of Proxy can be obtained by contacting Capita Registrars on 0845 143 4005 (calls cost 7p per minute plus network extras, lines are open Monday to Friday 9am to 5.30pm).

### 6. Electronic appointment of proxy

You can appoint a proxy electronically by accessing our website [www.sse.com](http://www.sse.com) and clicking on the **AGM 2013** link on the homepage. You will be asked to enter your Investor Code (IVC) printed on the Form of Proxy and agree to certain terms and conditions. On submission of your vote you will be issued with a reference number. For an electronic proxy appointment to be valid, it must be received by the Registrar no later than 12 noon on 23 July 2013.

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 noon on 23 July 2013. 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. Normal system timings and limitations will, therefore, 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



## Important notes (continued)

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

### 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. 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 accounts and reports 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 2013, the Annual Report 2013, and other information required by section 311A of the Companies Act 2006 can be found at [www.sse.com](http://www.sse.com).

### 13. Documents available for inspection

Copies of Directors' service contracts and non-Executive Directors' letters of appointment will be available for inspection at the registered office of the Company during normal business hours on any weekday (public holidays excepted) from the date of this Notice until the date of the AGM and thereafter at the place of the AGM from 11.30am until the conclusion of the AGM.

### 14. Communication

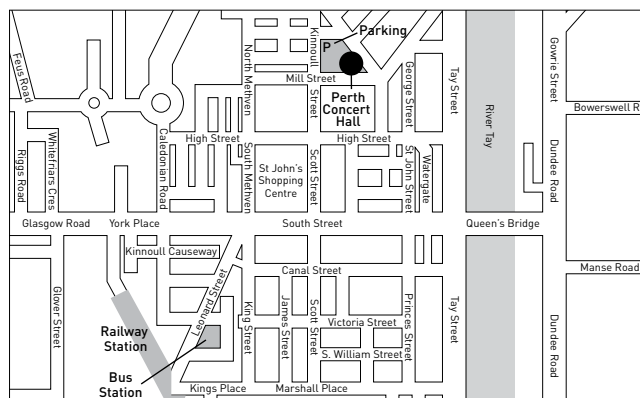
You may not use any electronic address provided in either this Notice of Annual General Meeting 2013 or any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

## Location map

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

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

- If travelling by car, follow signs for the city centre. There is a car park at the rear of the Concert Hall. This is accessed from Kinnoull Street. This 550-space multi-storey car park is open from 7am-midnight Monday to Saturday. It is a pay-and-display car park meaning that the charge must be paid on arrival.
- 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.



## Letter from the Auditor



**KPMG Audit Plc**  
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United Kingdom

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Fax +44 (0) 141 204 1584  
DX 551820 Glasgow 20

**Private & confidential**

SSE plc  
Inveralmond House  
200 Dunkeld Road  
Perth  
PH1 3AQ

Our ref: jl/mm/gch

21 May 2013

Dear Sirs

**Statement to SSE plc (No 117119) on ceasing to hold office as auditor pursuant to section 519 of the Companies Act 2006**

The circumstances connected with our ceasing to hold office from 25 July 2013 are that our company, KPMG Audit Plc, has instigated an orderly wind down of business. KPMG LLP, an intermediate parent, will accept appointment as statutory auditor subject to the passing of resolution 12 at the SSE plc AGM on 25 July 2013.

We request that any correspondence in relation to this statement be sent to our registered office, 15 Canada Square, London, E14 5GL, marked for the attention of the Audit Regulation Department.

Yours faithfully

A handwritten signature in dark ink, appearing to read 'KPMG Audit Plc'.

KPMG Audit Plc



