

Company Number SC117119

COMPANY LIMITED BY SHARES

**SSE plc
(the "Company")**

RESOLUTIONS

(Passed 21 July 2016)

At the Annual General Meeting of SSE plc duly convened and held at the Perth Concert Hall, Mill Street, Perth PH1 5HZ on Thursday 21 July 2016, the following resolutions were passed:

Remuneration Policy

Resolution 3: to approve the 2016 Remuneration Policy.

Authority to allot shares

Resolution 16: 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 £167,932,802.50, such authority to apply until the earlier of the conclusion of the 2017 Annual General Meeting and close of business on 30 September 2017, except that the Company may pursuant to the authority granted make offers and enter into agreements before such expiry which would, or might, require shares to be allotted or rights to subscribe for, or convert securities into, shares to be granted after the authority ends, and the Directors may allot shares or grant rights to subscribe for, or convert securities into, shares under any such offer or agreement as if the authority had not expired.

Authority to disapply pre-emption rights

Resolution 17: that subject to the passing of Resolution 16, 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 16 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 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 (otherwise than under paragraph (a) of this Resolution) of equity securities or sale of treasury shares up to a nominal amount of £25,189,920.

such power to apply until the earlier of the conclusion of the 2017 Annual General Meeting and close of business on 30 September 2017, 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 18: 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 100,759,681;
- (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 2017 Annual General Meeting and close of business on 30 September 2017 (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).

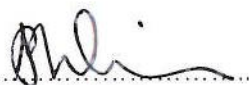
Notice of general meetings

Resolution 19: that a general meeting of the Company other than an Annual General Meeting may be called on not less than 14 clear days' notice.

Performance Share Plan 2016

Resolution 20: that the SSE plc Performance Share Plan 2016 (the 'PSP'), the principal terms of which are summarised in the explanatory note to this resolution and as shown in the rules of the PSP produced to the Meeting and initialled by the Chairman for the purposes of identification, be and is hereby approved and that the directors be and are hereby authorised to do all such acts and things that they may consider appropriate to implement the PSP, including the making of any amendments to the rules.

By order of the Board



Sally Fairbairn
Company Secretary

Note: Resolutions 3, 16 and 20 were passed as Ordinary Resolutions and Resolutions 17 to 19 were passed as Special Resolutions.