



Form of Proxy General Meeting, 19 July 2018

INVESTOR CODE

EVENT CODE

Please read the guidance notes on the reverse before completing this form.

I/We, the undersigned, being a member of SSE plc, hereby appoint the Chairman of the meeting or (see Note 4):

as my/our proxy to attend, speak and vote for me/us and on my/our behalf at the General Meeting of SSE plc to be held on 19 July 2018 at the Perth Concert Hall, Mill Street, Perth PH1 5HZ at 2.00 pm, and at any adjournment thereof.

I/We would like my/our proxy to vote on the resolutions proposed at the meeting as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

To assist with arrangements, if you wish to attend the meeting in person please place an 'X' in this box:

Signature

Date

Alternatively you can lodge your proxy online – see Note 9. You will need your Investor Code printed on the front of this form.

To view the Circular and Notice of General Meeting online go to the following website: sse.com

Please mark 'X' to indicate how you wish to vote.

RESOLUTION

FOR AGAINST WITHHELD

- | | | | | |
|-----|---|-------------------------------------|-------------------------------------|-------------------------------------|
| i. | Approve the special dividend to give effect to the Demerger; and | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| ii. | Approve the waiver of the obligation on innogy to make a general offer for ShiftMCo123. | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |



Attendance card General Meeting, 19 July 2018

The General Meeting is to be held at the Perth Concert Hall, Mill Street, Perth PH1 5HZ at 2.00 pm on 19 July 2018. If you wish to attend the General Meeting in person, please sign this card and bring it to the General Meeting as it will authenticate your right to attend, speak and vote as a shareholder.

If you intend to appoint a person other than the Chairman to act as a proxy, then the person you appoint as a proxy should sign this card and bring it to the General Meeting to facilitate his or her admission.

PLEASE DETACH PRIOR TO POSTING

INVESTOR CODE

Signature of shareholder/proxy attending*

* Delete whichever is not applicable

PLEASE BRING THIS CARD TO THE GENERAL MEETING

Guidance notes

1. The full text of each resolution is set out in the Notice of General Meeting which can be found in the separate shareholder circular or alternatively on the SSE website at sse.com.
2. To be valid, all voting instructions must be received by the Company's Registrar no later than 2.00 pm on 17 July 2018. Proxies may only be appointed using the procedures set out in these notes and the notes to the Notice of General Meeting.
3. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001 and section 360B(2) of the Companies Act 2006, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company as at 2.00 pm on 17 July 2018. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
4. You are entitled to appoint a proxy or proxies, who need not be an SSE shareholder, or the Chairman of the meeting, to exercise all or any of your rights, to attend, speak and vote. You may appoint more than one proxy, provided that each proxy is appointed in respect of a different share or shares. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement. If you appoint more than one proxy, additional proxy form(s) may be obtained by contacting the SSE Shareholder Helpline on +44 (0)345 143 4005 or you may photocopy this form. All forms must be signed and should be returned together in the same envelope. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom are charged at the applicable international rate. We are open between 9.00 am–5.30 pm, Monday to Friday, excluding public holidays in England and Wales. Only holders of SSE Shares or their duly appointed representatives (including proxies), are entitled to attend, speak and vote at the General Meeting.
5. Place an 'X' in one box only for each resolution. Votes 'withheld' are not votes in law and will not be counted in the calculation of the votes 'for' or 'against' a resolution.
6. A corporation may appoint more than one corporate representative. A corporation's Form of Proxy must be executed under the common seal, if any, or signed by a duly authorised officer (stating the officer's capacity), attorney or other person duly authorised by the corporation.
7. In the case of joint holders, any one holder may sign the form. The vote of the senior joint holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the Register of Members in respect of the joint holding.
8. The completed and signed Form of Proxy (together with any power of attorney or other authority under which it is signed or a notarially certified copy thereof) must be returned to the Company's Registrar, Link Asset Services, 34 Beckenham Road, Beckenham BR3 4TU no later than 48 hours prior to the General Meeting.
9. You can submit your Form of Proxy electronically by accessing our website sse.com and clicking on the 'General Meeting 2018' link on the homepage. Electronic facilities are available to all shareholders and those who use them will not be disadvantaged. Before you can submit your Form of Proxy online you will be asked to agree to certain terms and conditions. You will require your Investor Code printed on the front of this form to log in. If you require any assistance with registering on the share portal or voting online, please call Link Asset Services on the Shareholder Helpline +44 (0)345 143 4005 or email sse@linkgroup.co.uk. On receipt of your vote you will be issued with a transaction reference number. If you submit your Form of Proxy online it should reach the Registrar by 2.00 pm on 17 July 2018 (48 hours prior to the General Meeting). 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 see the terms and conditions of the service on the website.
10. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID Number RA10) no later than 48 hours before the time appointed for holding the meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
11. The completion and return of this form will not preclude a member from attending the meeting and voting in person.
12. Kindly note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. Neither SSE plc nor Link Asset Services accepts any liability for any instruction that does not comply with these conditions.
13. If you have any questions relating to the Form of Proxy, please telephone +44 (0)345 143 4005 or email sse@linkgroup.co.uk. Please note that the SSE Shareholder Helpline cannot provide advice on the merits of the matters referred to in the Circular, or give any financial, legal or tax advice.

Merrill Corporation, London
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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, and charges are made for parking.
- A Park+Ride facility for 250 vehicles is available at the Broxden roundabout. This is situated at the junction of the M90/A9 bypass with the A9 Stirling Road.
- A second Park+Ride operates from a car park adjacent to the A94 at the north end of Scone.

