

Final Terms dated 28 July 2022
SSE plc
Legal entity identifier (LEI): 549300KI75VYLLMSK856
Issue of EUR 650,000,000 2.875 per cent. Green Bonds due 2029
under the EUR 10,000,000,000
Euro Medium Term Note Programme

PART A — CONTRACTUAL TERMS

PROHIBITION OF SALES TO EEA RETAIL INVESTORS - The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”); or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended, the “**IDD**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the “**PRIIPS Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPS Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (“**UK**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law of the UK by virtue of the European Union (Withdrawal) Act 2018 (as amended “**EUWA**”); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the “**FSMA**”) and any rules or regulations made under the FSMA to implement the IDD, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law of the UK by virtue of the EUWA. Consequently no key information document required by the PRIIPs Regulation as it forms part of domestic law of the UK by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

MiFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of the manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturer’s target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels.

UK MiFIR product governance / Professional investors and ECPs only target market – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only

eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (“COBS”), and professional clients, as defined in Regulation EU No 600/2014 as it forms part of domestic law of the UK by virtue of the EUWA (“UK MiFIR”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “distributor”) should take into consideration the manufacturers’ target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the “UK MiFIR Product Governance Rules”) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

Singapore Securities and Futures Act Product Classification – In connection with Section 309B of the Securities and Futures Act 2001 of Singapore (the “SFA”) and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the “CMP Regulations 2018”), the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Notes are prescribed capital markets products (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendation on Investment Products).

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Prospectus dated 17 March 2022 and the supplemental Prospectus dated 20 June 2022 which together constitute a base prospectus for the purposes of Regulation (EU) 2017/1129 as it forms part of domestic law of the UK by virtue of the EUWA (the “UK Prospectus Regulation”). This document constitutes the Final Terms of the Notes described herein for the purposes of the UK Prospectus Regulation and must be read in conjunction with such Prospectus as so supplemented. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus as so supplemented. The Prospectus and the supplemental Prospectus are available for viewing at the website of the London Stock Exchange <http://londonstockexchange.com/exchange/news/market-news/market-news-home.html> and during normal business hours copies may be obtained from SSE plc, Inveralmond House, 200 Dunkeld Road, Perth PH1 3AQ.

1	Issuer:	SSE plc
2	(i) Series Number:	19
	(ii) Tranche Number:	1
3	Specified Currency or Currencies:	Euro (“EUR”)
4	Aggregate Nominal Amount of Notes:	
	(i) Series:	EUR 650,000,000
	(ii) Tranche:	EUR 650,000,000
	(iii) Date on which the Notes become fungible:	Not Applicable
5	Issue Price:	99.912 per cent. of the Aggregate Nominal Amount
6	(i) Specified Denominations:	EUR 100,000 and integral multiples of EUR 1,000 in

excess thereof up to and including EUR 199,000. No notes in definitive form will be issued with a denomination above EUR 199,000

- (ii) Calculation Amount: EUR 1,000
- 7 (i) Trade Date: 25 July 2022
- (ii) Issue Date: 1 August 2022
- (iii) Interest Commencement Date: Issue Date
- 8 Maturity Date: 1 August 2029
- 9 Interest Basis: 2.875 per cent. Fixed Rate
(further particulars specified below)
- 10 Redemption/Payment Basis: Redemption at par
- 11 Change of Interest or Redemption/Payment Basis: Not Applicable
- 12 Put/Call Options: Change of Control Put
Issuer Maturity Par Call
Make-Whole Call
Clean-Up Call
- 13 Date Board approval for issuance of Notes obtained: 20 May 2022

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- 14 Fixed Rate Note Provisions: Applicable
 - (i) Rate of Interest: The Notes are not subject to the Step Up Option
2.875 per cent. per annum payable annually in arrear
 - (ii) Interest Payment Date(s): In arrear on 1 August in each year commencing 1 August 2023 and ending on the Maturity Date
 - (iii) Fixed Coupon Amount: EUR 28.75 per Calculation Amount
 - (iv) Broken Amount(s): Not Applicable
 - (v) Day Count Fraction: Actual/Actual (ICMA)
 - (vi) Determination Dates: 1 August in each year
- 15 Floating Rate Note Provisions: Not Applicable
- 16 Zero Coupon Note Provisions: Not Applicable
- 17 RPI Linked Note Provisions: Not Applicable
- 18 Step Up Option: Not Applicable

PROVISIONS RELATING TO REDEMPTION

- 19 Call Option: Not Applicable
- 20 Make-Whole Redemption: Applicable

- (i) Make-Whole Redemption Date(s): At any time up to (but excluding) the day that is 90 days prior to the Maturity Date
- (ii) Make-Whole Amount(s):
 - (a) Specified Time: 12:00 noon (London time)
 - (b) Redemption Margin: 0.35 per cent.
- (iii) If redeemable in part: Applicable
 - (a) Minimum Redemption Amount: EUR 100,000
 - (b) Maximum Redemption Amount: EUR 650,000,000
- (iv) Notice period:
 - Minimum period: 15 days
 - Maximum period: 30 days
- 21 Issuer Maturity Par Call: Applicable
 - Notice period:
 - Minimum period: 15 days
 - Maximum period: 30 days
- 22 Clean-Up Call Option: Applicable
 - (i) Clean-Up Redemption Amount: EUR 1,000 per Calculation Amount
- 23 General Put Option: Not Applicable
- 24 Restructuring Event Put Option: Not Applicable
- 25 Change of Control Put Option: Applicable
 - (i) Change of Control Redemption Amount: EUR 1,000 per Calculation Amount
 - (ii) Put Period: As set out in the Conditions
 - (iii) Put Date: As set out in the Conditions
- 26 SSE Restructuring Event Put Option: Not Applicable
- 27 Final Redemption Amount of each Note: EUR 1,000 per Calculation Amount
- 28 Early Redemption Amount:
 - Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default or other early redemption: EUR 1,000
- 29 Indexation: Not Applicable


GENERAL PROVISIONS APPLICABLE TO THE NOTES

- 30 Form of Notes:
 - Bearer Notes
 - Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified

in the Permanent Global Note

- 31 New Global Note intended to be held in a manner which would allow Eurosystem eligibility: Yes
Note that the designation "Yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Notes will be recognized as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.
- 32 Financial Centre(s): London, TARGET2
- 33 Talons for future Coupons to be attached to Definitive Notes: No
- 34 U.S. Selling Restrictions: Reg. S Compliance Category 2; D RULES

Signed on behalf of the Issuer:

By: 
Duly authorised

PART B—OTHER INFORMATION

1 LISTING

- (i) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Main Market of the London Stock Exchange plc and admitted to the Official List of the FCA with effect on or about 1 August 2022.
- (ii) Estimate of total expenses related to admission to trading: EUR 5,410

2 RATINGS

- Ratings: The Notes to be issued are expected to be rated:
S&P Global Ratings UK Limited: BBB+
- A BBB rating means the Issuer has adequate capacity to meet financial commitments, but is more subject to adverse economic conditions. The modifier + indicates that the obligation ranks in the higher end of its generic rating category.
- Moody's Investors Service Ltd.: Baa1
- A Baa rating means the obligations are subject to moderate credit risk. They are considered medium-grade and as such may possess speculative characteristics. The modifier 1 indicates that the obligation ranks in the higher end of its generic rating category.

3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

The Joint Lead Managers and their affiliates may have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform services for the Issuer, and/or its affiliates in the ordinary course of business.

4 YIELD

- Indication of yield: 2.889 per cent. per annum
- The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

5 USE OF PROCEEDS

- Use of Proceeds: To finance/refinance Eligible Green Projects
(See "Use of Proceeds" wording in Prospectus)
- Estimated net proceeds: EUR 647,803,000

6 OPERATIONAL INFORMATION

- ISIN: XS2510903862

Common Code: 251090386

Any clearing system(s) other than Not Applicable
Euroclear Bank SA/NV and
Clearstream Banking S.A. and the
relevant identification number(s):

Delivery: Delivery against payment

Names and addresses of additional Not Applicable
Paying Agent(s) (if any):