

Final Terms dated 1 September 2023
SSE plc
Legal entity identifier (LEI): 549300KI75VYLLMSK856
Issue of €750,000,000 4.000 per cent. Green Bonds due 2031
under the €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 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 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 manufacturers’ 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 manufacturers’ 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.

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Prospectus dated 24 August 2023 which constitutes 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. 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. The Prospectus is 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:	20
	(ii) Tranche Number:	1
3	Specified Currency or Currencies:	Euro (“€” or “EUR”)
4	Aggregate Nominal Amount of Notes:	
	(i) Series:	€750,000,000
	(ii) Tranche:	€750,000,000
	(iii) Date on which the Notes become fungible:	Not Applicable
5	Issue Price:	99.966 per cent. of the Aggregate Nominal Amount
6	(i) Specified Denominations:	€100,000 and integral multiples of €1,000 in excess thereof up to and including €199,000. No notes in definitive form will be issued with a denomination above €199,000
	(ii) Calculation Amount:	€1,000
7	(i) Trade Date:	29 August 2023
	(ii) Issue Date:	5 September 2023
	(iii) Interest Commencement Date:	Issue Date

8	Maturity Date:	5 September 2031
9	Interest Basis:	4.000 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 Make-Whole Call Issuer Maturity Par Call Clean-Up Call
13	Date Board approval for issuance of Notes obtained:	19 May 2023

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 4.000 per cent. per annum payable annually in arrear
	(ii) Interest Payment Date(s):	5 September in each year commencing 5 September 2024 and ending on the Maturity Date
	(iii) Fixed Coupon Amount:	€40.00 per Calculation Amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	Actual/Actual (ICMA)
	(vi) Determination Dates:	5 September 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:	0.25 per cent.
	(iii) If redeemable in part:	Applicable

	(a) Minimum Redemption Amount:	€100,000
	(b) Maximum Redemption Amount:	€750,000,000
	(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:	€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:	€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:	€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	€1,000 per Calculation Amount
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, T2
- 33 Talons for future Coupons to be No
attached to Definitive Notes:
- 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 from 5 September 2023.
- (ii) Estimate of total expenses related to admission to trading: €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

Banco Bilbao Vizcaya Argentaria, S.A, Barclays Bank PLC, BNP Paribas, Morgan Stanley & Co. International plc and NatWest Markets Plc 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 Fixed Rate Notes only — YIELD

Indication of yield: 4.005 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 refinance, in whole or in part, Eligible Green Projects
(See *"Use of Proceeds" wording in Prospectus*)

Estimated net proceeds: €747,870,000

6 OPERATIONAL INFORMATION

ISIN: XS2675685700

Common Code: 267568570

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

Delivery: Delivery against payment

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