



Notice of Annual General Meeting

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17 July 2025

SSE plc

Registered in Scotland No. SC117119 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 advice from an independent professional advisor.

If you have sold or otherwise transferred all of your shares in SSE plc, please forward this document to the person through whom the sale or transfer was effected for delivery to the purchaser or transferee.

The information contained in this document is accurate as at 20 May 2025. Any changes to the AGM arrangements will be communicated on the Company's website sse.com and announced via the London Stock Exchange Group's Regulatory News Service (RNS).

Letter from the Chair

Dear Shareholder,

I am pleased to inform you that the Annual General Meeting ('AGM') of SSE plc will be held on Thursday 17 July 2025 at 12.30pm at the Perth Concert Hall, Mill Street, Perth PH1 5HZ and virtually via a secure online platform.



Attending the AGM

For those attending the AGM in person, information on how to reach the venue, including a location map, can be found on page 2 **O**.

For shareholders wishing to join the AGM virtually, instructions on how to join via the online platform can be found in Appendix 1 on page 14 **2**. Those joining online will be able to watch the meeting, ask questions, and vote in real time.

Business of the meeting

The Notice of Meeting (the 'Notice') on pages 3 and 4 Sets out the resolutions to be proposed at the AGM, followed by explanatory notes on pages 5 to 7 Set I would like to draw your attention to the following items of business.

Re-election of Directors

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A number of significant changes to the Board were announced during the year. After 28 years with SSE and 12 years of exceptional leadership as Chief Executive, Alistair Phillips-Davies will step down from the Board and be succeeded by Martin Pibworth as Chief Executive after the AGM. We are pleased to have a successor of such calibre and are confident Martin is best positioned to lead SSE through its next phase of growth. See pages 108 and 109 of SSE's 2025 Annual Report (the 'Annual Report') for information on the robust Chief Executive succession process led by our Nomination Committee.

The Board was strengthened by the addition of Hixonia Nyasulu, who brought a wealth of experience in international markets and consumer, industrial and financial services when she joined us in January 2025. Hixonia will become Senior Independent Director (SID) when our current SID Helen Mahy steps down from the Board following the AGM, after just over nine years of service.

Martin and Hixonia, along with all eligible Directors as set out in resolutions 6 to 16, are seeking re-election. All biographies are set out on pages 8 to 10 . The performance of individual Directors, including skills, time commitments and independence, was assessed during the year. I can confirm that each Director continues to contribute positively (see pages 105 to 106 and 110 to 111) of the Annual Report for further details). Your Board is therefore pleased to recommend the proposed re-election of all eligible Directors.

Directors' Remuneration

Shareholders are being asked to consider three remuneration related resolutions:

- Resolution 2 relates to the Directors' Remuneration Report which sets out how the Remuneration Policy approved by shareholders in 2022 was implemented in the Financial Year 2024/25.
- Resolution 3 seeks approval for a new Remuneration Policy in 2025 (the '2025 Policy'). If approved by shareholders, the 2025 Policy will apply for up to three years from the date of the AGM.
- Resolution 4 seeks approval to increase the maximum annual awards under the Performance Share Plan from 250% to 300% of base salary, if the 2025 Policy is approved.

Details of the 2025 Policy, including the key changes from the policy approved by shareholders at the 2022 AGM, can be found on pages 129 to 138 (a) of the Annual Report. The proposed policy changes have been developed to ensure SSE can attract and retain the talent needed to execute its strategy and ambitious growth plans. The Board is satisfied that the 2025 Policy is designed to provide remuneration outcomes that are appropriately motivating, align with the Company's strategy and values, and reflect current market practice. Information on the shareholder consultation process undertaken by the Remuneration Committee can be found on pages 126 to 130 (c) of the Annual Report.

Net Zero Transition Report and resetting voting frequency

Resolution 19 asks shareholders to consider the Net Zero Transition Report 2025, and establish a three-year cycle for such reports and resolutions. A framework for annual voting on the Net Zero Transition Report was approved at the 2021 AGM. Based on subsequent industry guidance, including from the Transition Plan Taskforce, and shareholder consultation, your Board is proposing to reset the frequency of such resolutions being proposed. The purpose is to enhance engagement and promote meaningful disclosures over a longer period. Progress against our carbon targets and Net Zero Transition Plan will continue to be published annually.

Voting

Voting at the AGM will be taken on a poll. Shareholders attending either in person or online will be guided through the process at the meeting.

The Board strongly encourages shareholders who are unable to attend to vote before the meeting. If you hold your shares in certificated form, you can vote in advance by using one of the following options:

- Electronic proxy appointment. Submit your Form of Proxy electronically by visiting www.eproxyappointment.com .
 You will need the Control Number and your Shareholder Reference Number ('SRN') and PIN, which can be found in the documentation or email that has been sent to you (depending on your communication preference).
- Paper proxy form. Return a completed form to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY.

Shareholders holding shares in uncertificated form should refer to Note 8 on pages 11 and 12 ● for instructions on how to vote in advance by appointing a proxy through CREST or Proxymity.

Proxy appointments and voting instructions should be made as soon as possible, and by no later than 12.30pm on Tuesday 15 July 2025. You will find further detail on voting procedures on pages 11 and 12 . The results of the voting will be announced through the London Stock Exchange Group's Regulatory News Service and published on sse.com as soon as possible after the AGM.

Asking questions

Any shareholder attending the AGM can ask questions. Instructions will be given on the day, and you can find details on how to ask or submit a question via the online platform in Appendix 1 on page 14 **2**.

To help the Board answer as many questions as possible, shareholders may also submit questions relating to the business of the meeting in advance, by emailing them to AGMQuestion@sse.com ⁽²⁾. Further information, including applicable deadlines for submission of questions, can be found under 'Key Dates' below.

Recommendation

Your Board believes that Resolutions 1 to 24 contained in the Notice are in the best interests of the Company and its shareholders. Accordingly, the Directors unanimously recommend you vote in favour of the resolutions as they intend to do in respect of their own shareholdings.

Yours faithfully

Sir John Manzoni

Chair, SSE plc 20 May 2025

Key Information

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Key dates

Submission of pre-AGM questions: 23 June 2025 at 9.00am to 1 July 2025 at 5.00pm*

Responses to pre-AGM questions published on website: 9 July 2025 by 5.00pm*

Proxy submission deadline: 15 July 2025 by 12.30pm

AGM: 17 July 2025 at 12.30pm

 Responses to questions submitted after 1 July 2025 and questions on personal shareholding or account matters will be emailed directly to the relevant shareholder but not published online.

Attending the AGM

The AGM will take place at the **Perth Concert Hall, Mill Street, Perth PH1 5HZ**, situated close to the River Tay and within walking distance of Perth railway and bus stations. Information on how to reach the venue, including details of car parking, Park+Ride facilities and bus and train connections, is available at www.perththeatreandconcerthall.com/ visit-us **0**.

Shareholders can also attend the AGM virtually. Instructions on how to join via the online platform can be found in Appendix 1 on page 14 **2**.

Location map key:

Perth Concert Hall



Notice of Annual General Meeting 2025

NOTICE IS HEREBY GIVEN that the THIRTY SIXTH ANNUAL GENERAL MEETING (the 'AGM') of SSE plc (the 'Company') will be held at the Perth Concert Hall, Mill Street, Perth PH1 5HZ and virtually on a secure online platform on Thursday 17 July 2025 at 12.30pm for the purpose of transacting the following business.

To consider and, if thought fit, pass the following resolutions, of which Resolutions 1 to 20 will be proposed as Ordinary Resolutions and Resolutions 21 to 24 will be proposed as Special Resolutions.

Ordinary Resolutions

Report and Accounts

Resolution 1: to receive the Company's Financial Statements and the Reports of the Directors and of the Auditors for the year ended 31 March 2025.

Remuneration Report

Resolution 2: to approve the Directors' Remuneration Report 2025 (excluding the Directors' Remuneration Policy section), the full text of which is set out on pages 126 to 153 (o) of the SSE's Annual Report 2025.

Remuneration Policy

Resolution 3: to approve the Directors' Remuneration Policy 2025, the full text of which is set out on pages 131 to 138 ● of SSE's Annual Report 2025.

SSE plc Performance Share Plan 2022 Rules (the 'PSP Rules')

Resolution 4: conditional on the approval of the Directors' Remuneration Policy 2025 under Resolution 3, the PSP Rules be amended such that the reference in Rule 3.5 to 250% be replaced with 300%.

Dividend

Resolution 5: to declare a final dividend for the year ended 31 March 2025 of 43.0 pence per Ordinary Share payable on 18 September 2025.

Re-election of Directors

Resolution 6: to re-elect Lady Elish Angiolini. Resolution 7: to re-elect John Bason. Resolution 8: to re-elect Tony Cocker. Resolution 9: to re-elect Debbie Crosbie. Resolution 10: to re-elect Sir John Manzoni. Resolution 11: to elect Hixonia Nyasulu. Resolution 12: to re-elect Barry O'Regan. Resolution 13: to re-elect Martin Pibworth. Resolution 14: to re-elect Melanie Smith. Resolution 15: to re-elect Dame Angela Strank.

Resolution 16: to re-elect Maarten Wetselaar.

Auditor

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Resolution 17: that Ernst & Young LLP be re-appointed as the 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 18: to authorise the Audit Committee of the Board to determine the Auditor's remuneration.

Net Zero Transition Report and frequency of voting

Resolution 19: to receive on an advisory basis SSE's Net Zero Transition Report for the year ended 31 March 2025 and that the Company shall, subject to regulatory changes, hereafter:

- (a) produce a standalone report every three years on the terms and implementation of the Net Zero Transition Plan, and in accordance with the Final Recommendations of the Task Force on Climate-related Financial Disclosures and any other legal or best practice frameworks as applicable (the 'Net Zero Transition Report').
- (b) propose a resolution every three years at an Annual General Meeting of the Company for shareholders to receive, consider and express non-binding advisory approval of SSE's Net Zero Transition Report.
- (c) report annually within the Company's Annual Report and/or Sustainability Report (and/or such other place as the Company sees fit in accordance with applicable rules or laws) on the Company's progress against the Company's near-term greenhouse gas emission reduction targets (including scopes 1, 2 and 3) and Net Zero Transition Plan.

Nothing in this Resolution shall limit the Company's nor its Directors' ability to take any action which it or they believe in good faith would best promote the success of the Company. For the avoidance of doubt the authority given under Resolution 19 of SSE plc's 2021 Notice of AGM, setting out the annual intention to consult shareholders on the Net Zero Transition Report, as passed on 22 July 2021, is revoked by this Resolution 19.

Authority to allot shares

Resolution 20: to generally and unconditionally authorise the Directors, in accordance with section 551 of the Companies Act 2006, to exercise all the powers of the Company to:

- (a) 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 £184,387,548; and
- (b) make any offer or agreement before expiry of this authority which would, or might, require shares to be allotted, or rights to be granted, or securities to be converted into shares, after the authority ends, and the Directors may allot shares, or grant such rights, or convert securities into shares, under any such offer or agreement as if the authority had not expired.

The terms of this resolution shall be without prejudice to the continuing authority of the Directors to allot shares, or grant rights to subscribe for or convert any security into shares, pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made.

Such authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the Annual General Meeting 2026 or, if earlier, close of business on 30 September 2026.

Special Resolutions

Authority to disapply pre-emption rights

Resolution 21: subject to the passing of Resolution 20, to authorise the Directors (pursuant to section 570 and section 573 of the Companies Act 2006) to allot equity securities (as defined in the Companies Act 2006) for cash under the authority conferred by that Resolution and/or to sell Ordinary Shares held by the Company as Treasury Shares for cash as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, provided that such authority:

- (a) shall be limited 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 practical) to their respective 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;
- (b) shall be limited in the case of the authority granted under Resolution 20 and/or in the case of any sale of Treasury Shares, to the allotment of equity securities or sale of Treasury Shares otherwise than under paragraph (a) of this Resolution up to an aggregate nominal amount of £55,316,264 (representing 110,632,528 Ordinary Shares); and
- (c) applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Companies Act 2006 as if in the first paragraph of this resolution the words 'subject to the passing of Resolution 20' in the notice of the meeting were omitted.

Such authority shall expire at the end of the Annual General Meeting 2026 or, if earlier, at the close of business on 30 September 2026, except that, in each case, before the expiry date, the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and Treasury Shares sold) after the authority expires, and the Directors may allot equity securities (and sell Treasury Shares) under any such offer or agreement as if the authority had not expired.

Additional authority to disapply pre-emption rights for purposes of acquisitions or specified capital investments

Resolution 22: subject to the passing of Resolution 20, to authorise the Directors, in addition to any authority granted under Resolution 21, to allot equity securities (as defined in the Companies Act 2006) for cash under the authority granted by Resolution 20 and/or sell Ordinary Shares held by the Company as Treasury Shares for cash, as if section 561 of the Companies Act 2006 did not apply to any such allotment or sale, provided such authority shall:

- (a) be limited to the allotment of equity securities or sale of Treasury Shares up to an aggregate nominal amount of £55,316,264 (representing 110,632,528 Ordinary Shares);
- (b) be used only for the purpose of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction that the Directors determine to be an acquisition, or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights, published by the Pre-Emption Group in November 2022; and
- (c) apply in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Companies Act 2006 as if in the first paragraph of this resolution the words 'subject to the passing of Resolution 20' were omitted.

Such authority shall expire at the end of the Annual General Meeting 2026 or, if earlier, at the close of business on 30 September 2026, except that, in each case, before the expiry date, 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 authority expires, and the Directors may allot equity securities (and sell Treasury Shares) under any such offer or agreement as if the authority had not expired.

Authority to purchase own shares

Resolution 23: to generally and unconditionally authorise the Company, 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 110,632,528;
- (b) the minimum price that may be paid for such shares is 50 pence per share, exclusive of expenses; and
- (c) the maximum price, exclusive of expenses, that 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.

Such authority shall expire at the end of the Annual General Meeting 2026 or, if earlier, close of business on 30 September 2026 (except that if the Company has agreed before this date to purchase Ordinary Shares where these purchases will, or may, be executed after the authority terminates (either wholly or in part), the Company may complete such purchases).

Notice of general meetings

Resolution 24: that a general meeting of the Company other than an Annual General Meeting may be called on no less than 14 clear days' notice.

By order of the Board

Liz Tanner Group General Counsel and Company Secretary

20 May 2025

Explanatory notes to the proposed resolutions

Ordinary and Special Resolutions

Resolutions 1 to 20 will be proposed as Ordinary Resolutions, which require a simple majority of votes in favour. Resolutions 21 to 24 will be proposed as Special Resolutions, which require a 75% majority of votes in favour.

Resolution 1: Receipt of the Annual Report and Accounts 2025

The Directors of the Company present the Company's Accounts, the Reports of the Directors and Auditor and the Strategic Report, for the year ended 31 March 2025 to the meeting.

Resolution 2: Approval of the Directors' Remuneration Report 2025

The Remuneration Report in the Company's Annual Report and Accounts for the year ended 31 March 2025 comprises: (a) the statement by the Remuneration Committee Chair; and (b) the annual report on remuneration, which sets out the remuneration paid to the Company's Directors during the year ended 31 March 2025.

The Resolution is advisory and does not affect the remuneration already paid to any Director.

Resolution 3: Approval of the Directors' Remuneration Policy 2025

The Directors' Remuneration Policy 2025 (the '2025 Policy'), if approved, will provide the framework for remuneration decisions made by the Remuneration Committee. It is the Company's intention that the 2025 Policy will apply until the 2028 Annual General Meeting, unless the Remuneration Committee seeks Shareholder approval for a renewed policy at an earlier date.

The 2025 Policy has been developed by the Remuneration Committee to motivate and maintain the talent needed to execute SSE's existing strategy and lead the transition to clean power in the future, creating lasting value for SSE's shareholders and wider stakeholders. A copy of the 2025 Policy is available for inspection as specified in note 15 on page 13 \bigcirc of this Notice.

All remuneration or loss of office payments by the Company to the current or prospective Directors and any former Directors, must be made in accordance with the Remuneration Policy (unless a payment has been separately approved by a shareholder resolution).

Resolution 4: Amendments to the SSE plc Performance Share Plan Rules (the 'PSP Rules')

This resolution will be proposed subject to approval of Resolution 3. It proposes an amendment to the PSP Rules in order to permit the grant of an award with a market value (when taken together with any other award granted in the same financial year) of up to 300% of a participant's annual basic salary, as proposed in the Directors' Remuneration Policy 2025 which is detailed on pages 131 to 138 \diamond of the Annual Report 2025.

A copy of the PSP Rules and a copy of the marked-up document to show the proposed change will be available for inspection as set out in note 15 on page 13 **(a)** of this Notice and on the National Storage Mechanism at https://data.fca.org.uk/#/nsm/ nationalstoragemechanism **(a)**.

Resolution 5: Declaration of final dividend for 2025

The final dividend, if approved, will be paid on 18 September 2025 to persons who were registered as shareholders at the close of business on 25 July 2025. The final dividend will be paid in cash unless a shareholder has validly elected to receive it in the form of new Ordinary Shares by participating in the Company's Scrip Dividend Scheme, full details of which are available on the Company's website sse.com **②**.

Resolutions 6 to 16: Re-election of Directors

In accordance with the UK Corporate Governance Code, all eligible Directors are retiring and offering themselves for re-election. Separate resolutions are proposed for each Director. Further detail on specific reasons why each Director's contribution is, and continues to be, important to the Company's long-term sustainable success can be found on pages 8 to 10 Inder 'Career and experience' and 'Skills relevant to the SSE Board'.

The Board, its Committees, the Chair and the individual Directors participate in an annual performance review. The 2024/25 Board and Board Committee reviews were facilitated by Heidrick & Struggles. These reviews confirmed the continuing independent and objective judgement of the Chair and all the non-Executive Directors, and their continued effective performance, commitment to their respective roles and ability to devote sufficient time to meet their SSE responsibilities. Further details of the performance review process and considerations surrounding external appointments, time commitment and independence are set out on pages 105 and 106 and pages 110 and 111 of the Annual Report 2025 of.

The Executive Directors' service contracts and non-Executive Directors' letters of appointment are available for inspection as specified in note 15 on page 13 **(2)**.

Resolution 17: Re-appointment of Auditor

On the Audit Committee's recommendation to the Board, this resolution proposes the re-appointment of Ernst & Young LLP as Auditor of the Company until the conclusion of the next general meeting of the Company at which accounts are laid. Ernst & Young LLP have indicated their willingness to stand for re-appointment as Auditor and, if this resolution is approved, will be appointed in respect of the financial year ending 31 March 2026.

Resolution 18: Authority for the Audit Committee to agree the Auditor's remuneration

This Resolution authorises the Audit Committee, in accordance with standard practice, to agree the remuneration of the Auditor.

Resolution 19: Net Zero Transition Report

This Resolution asks shareholders to receive the Company's Net Zero Transition Report for the year ended 31 March 2025, and in doing so, consider and approve it on a non-binding advisory basis. They are also being asked to consider moving from a one- to three-year cycle for preparing standalone Net Zero Transition Reports for consideration by shareholders on an advisory basis at an Annual General Meeting. Progress against SSE's carbon targets and Net Zero Transition Plan will continue to be published annually.

SSE's Net Zero Transition Report for 31 March 2025 provides a navigation aid to climate-related disclosures in both the Annual Report 2025 and throughout the Sustainability Report 2025. The Net Zero Transition Report 2025 is available on sse.com **2**.

The Net Zero Transition Report includes the following information:

- (a) the measures the Company uses to evaluate the consistency of its economic activity with its Net Zero Transition Plan;
- (b) the measures the Company uses to align its public policy engagement and external communications with the Net Zero Transition Plan;
- (c) information regarding the governance of the Net Zero Transition Plan and the link between the Company's targets and executive remuneration;
- (d) how the Company has evaluated and mitigated the impact of the net zero transition on the Company's employees, communities in which it operates, and other stakeholders in the context of a just transition to being a net zero business;

- (e) confirmation of the extent to which the Company's overall climate risk reporting is consistent with the Final Recommendations of the Task Force on Climate-related Financial Disclosures and any other legal or best practice frameworks as applicable;
- (f) any applicable updates to the frameworks, relevant methodologies, timescales for goals and targets, and core assumptions used in relation to the Net Zero Transition Plan; and
- (g) the Company's progress on the implementation of matters that are the subject of the reporting requirements set out in paragraphs (a) to (f), above.

The scope of the Net Zero Transition Report is updated and revised from time to time, in line with any mandatory requirements and best practice. These updates do not include commercially confidential or competitively sensitive information, and are carried out at a reasonable cost.

Given that shareholders may have multiple motives when voting on such a matter, the Company wishes to clarify that if there is a significant vote against, it would hold discussions with shareholders through its Investor Relations and environmental, social and governance ('ESG') engagement programme and seek information from them about why they did not support the proposed resolution, informing all shareholders about the results of that process and announcing its intended measures aimed at taking them into account.

Resolution 20: Authority to allot shares

Under section 551 of the Companies Act 2006, the Directors may only allot shares or grant rights to subscribe for, or convert any security into, shares (unless pursuant to an employees' share scheme) if authorised to do so by shareholders. The section 551 authority conferred on the Directors at last year's AGM expires on the date of the AGM. Resolution 20 gives the Directors a new section 551 authority starting from the date of this AGM. The resolution will be proposed as an Ordinary Resolution.

If Resolution 20 is passed, it would give the Directors authority to allot shares in the capital of the Company up to a maximum nominal amount of £184,387,548 (representing 368,775,096 Ordinary Shares of 50 pence each), which as at 20 May 2025, being the latest practical date before the publication of this Notice of AGM, represents approximately one third of the Company's issued ordinary share capital (excluding Treasury Shares).

If approved, the authority would expire at the end of the AGM 2026 or, if earlier, the close of business on 30 September 2026 (the latest date by which the Company must hold an AGM in 2026).

The Directors have no present intention of issuing any shares, or of granting rights to subscribe for, or to convert any security into shares, except in relation to, or in connection with, the operation and management of the Company's Scrip Dividend Scheme and the exercise of options under the Company's share plans. However, the Directors may 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. If the Board does exercise this authority, it intends to follow best practice as regards its use (as recommended by the Investment Association).

As at 20 May 2025 (being the latest practical date prior to the publication of this Notice of AGM) the issued share capital of the Company consisted of 1,111,159,424 Ordinary Shares, with a nominal value of 50 pence each and carrying one vote each. This figure includes 4,834,132 Ordinary Shares, which are held in treasury representing approximately 0.44% of the issued share capital (excluding Treasury Shares). The voting rights on Treasury Shares are automatically suspended. Therefore, the total number of voting rights in the Company was 1,106,325,292 as at 20 May 2025.

Resolutions 21 and 22: Disapplication of pre-emption rights

The Companies Act 2006 provides that if the Directors wish to allot New Shares or other equity securities, or sell Treasury Shares, 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). Resolutions 21 and 22, which will be proposed as Special Resolutions, would, if approved, give the Directors the authority to allot a limited number of Ordinary Shares or other equity securities, or sell Treasury Shares, for cash without first offering them to existing shareholders in proportion to their existing shareholding.

The authority in Resolution 21 would be limited to:

- (a) allotments or sales in connection with pre-emptive offers and offers to holders of other equity securities, if required by the rights of those securities or as the Directors otherwise consider necessary (with exclusions to deal with fractional entitlements to shares and overseas shareholders to whom the offer cannot be made due to legal or practical problems); and
- (b) otherwise allotments or sales up to an aggregate nominal amount of £55,316,264 (representing 110,632,528 Ordinary Shares of 50 pence each). This aggregate nominal amount represents approximately 10% of the issued share capital (excluding Treasury Shares) of the Company as at 20 May 2025 (being the latest practical date prior to the publication of this document). This limit also applies to shares issued or sold from treasury.

Resolution 22 is intended to give the Company flexibility to make non-pre-emptive issues of Ordinary Shares in connection with acquisitions and other capital investments as contemplated by the Statement of Principles on Disapplying Pre-emption Rights published by the Pre-Emption Group in November 2022 (the '2022 Statement of Principles'). The authority in Resolution 22 is in addition to that proposed by Resolution 21 and would be limited to allotments of Ordinary Shares or sales of Treasury Shares up to an aggregate nominal amount of £55,316,264 (representing 110,632,528 Ordinary Shares of 50 pence each). This aggregate nominal amount represents an additional 10% of the issued share capital (excluding Treasury Shares) of the Company as at 20 May 2025 (being the latest practical date prior to the publication of this document).

The Directors confirm that the Company will only allot Ordinary Shares or sell Treasury Shares representing more than 10% of the issued ordinary share capital of the Company for cash, pursuant to the power granted by Resolution 22, where that allotment or sale is for the purposes of financing (or refinancing, if the authority is to be used within 12 months after the original transaction) a transaction that the Directors determine to be an acquisition or other capital investment within the meaning given in the 2022 Statement of Principles, and which is announced contemporaneously with the allotment, or which has taken place in the preceding twelve month period and is disclosed in the announcement of the allotment.

The Directors have no present intention to exercise the authority sought by Resolutions 21 and 22. However, in any event, the Directors confirm their intention to follow the shareholder protections in Part 2B of the 2022 Statement of Principles. The Directors consider the authority in Resolutions 21 and 22 to be appropriate as there may be occasions 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. If approved, the authorities under Resolutions 21 and 22 will expire at the end of the AGM 2026 or, if earlier, the close of business on 30 September 2026.

Resolution 23: Purchase of own shares

In some circumstances, the Company may find it advantageous to have the authority to purchase its own shares in the market. The Directors believe that it is an important part of the financial management of the Company to have the flexibility to repurchase issued shares to manage its capital base. This Special Resolution renews the authority that was given at last year's AGM and will, if approved, authorise the Company to purchase its own Ordinary Shares in the market until the end of the AGM 2026 or, if earlier, the close of business on 30 September 2026. This resolution complies with investor guidelines, which limit annual share purchases to 10% of the issued share capital (excluding Treasury Shares).

The Company will only seek to purchase shares where the Directors believe it would be in the best interests of shareholders generally, for example, to manage share dilution created by take-up of the scrip dividend option that is above the level required to maintain appropriate balance sheet strength. The authority will only be used after careful consideration, taking into account prevailing market conditions, other investment and financing opportunities, appropriate gearing levels and the overall financial position of the Company. 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 Resolutions 21 and 22), cancelled, or used for the purposes of employee share schemes, either immediately, or at some point in the future. 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 that may be issued.

The Resolution specifies the maximum number of shares that may be acquired, being almost 10% of the Company's issued share capital as at 20 May 2025, and minimum and maximum prices at which they may be bought. As at 20 May 2025, options were outstanding over 5.4 million Ordinary Shares, representing approximately 0.49% of the issued share capital (excluding Treasury Shares). If the proposed market purchase authority were used in full, shares over which these options were outstanding would represent approximately 0.55% of the adjusted share capital (excluding Treasury Shares) on that date.

Share repurchase programme: September to October 2024

On 30 September 2024, the Company announced the commencement of a programme to repurchase its Ordinary Shares up to a maximum value of £75 million (the "Buyback Programme"). The Buyback Programme was undertaken solely to cap scrip dividend take-up at 25% in respect of the financial year ended 31 March 2024, in line with the Company's long-standing dividend plan to 2026/27. Between 30 September 2024 and 16 October 2024, 3,806,487 Ordinary Shares were repurchased on the London Stock Exchange at an average price of £18.7243 per share and a total consideration (excluding expenses) of £71,273,666.88. The Ordinary Shares purchased are held in treasury.

The Buyback Programme was completed through UBS AG London Branch within certain pre-set parameters, and in accordance with the Company's general authority to repurchase Ordinary Shares granted by shareholders at the Company's Annual General Meeting on 18 July 2024 (being up to 109,345,335 Ordinary Shares), Chapter 9 of the Financial Conduct Authority's UK Listing Rules and the Market Abuse Regulation ("MAR"). Further information on the Buyback Programme can be found on sse.com **()**.

Resolution 24: Notice period for general meetings

Resolution 24 will be proposed as a Special Resolution and would allow the Company to hold general meetings (other than Annual General Meetings) on 14 clear days' notice. Annual General Meetings must always be called with at least 21 clear days' notice, but other general meetings of the Company may be called on less notice if shareholders agree to a shorter period. At the 2024 AGM, a resolution was passed that allowed the Company to hold general meetings (other than Annual General Meetings) on 14 days' notice and the Board wishes to retain this flexibility. If approved the authority will be effective until the AGM in 2026, 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



Sir John Manzoni Chair

Committee membership

Date of appointment

Non-Executive Director since September 2020 and Chair from April 2021

Career and experience

Sir John brings to SSE wideranging executive and nonexecutive experience across the energy industry and government. Over 24 years at BP, he held a number of senior roles including Chief Executive of Refining & Marketing, and was a member of the main Board. He then became President and CEO at Talisman Energy Inc before moving to the UK Government, where he was Chief Executive of the Civil Service and Permanent Secretary of the Cabinet Office.

Skills relevant to the SSE Board

- A dynamic and engaging leader with diverse perspectives from multiple sectors, organisational settings and geographies.
- Experienced in governing large-scale business operations, leading reform, managing complex projects and driving business performance.
- A strong communicator who understands how to successfully develop and manage stakeholder relations.
- Working knowledge of the energy regulation, government and policy considerations underpinning net zero.
- A sharp focus on SSE leadership, succession planning, and inclusion and diversity

Key external appointments

- Non-Executive Director and Chair of Diageo plc.
- Non-Executive Director of KBR Inc.



Martin Pibworth Chief Commercial Officer and Chief Executive designate

Committee membership

Date of appointment

Executive Director since September 2017 and Chief Commercial Officer from November 2020

Career and experience

Martin joined SSE in 1998 as an energy trader. He held a series of commercial roles before becoming a Managing Director in 2012 and a member of SSE's Group Executive Committee in 2014. In 2017, he joined the Board as Group Energy Director. His role expanded to Group Energy and Commercial Director in November 2020 and was re-titled to Chief Commercial Officer in March 2022.

Skills relevant to the SSE Board

- Literate in complex energy and commodity markets with strong technical and operational expertise.
- End-to-end experience in large capital projects including joint venture engagement and governance, supporting the development of SSE's diverse and flexible generation portfolio.

 Commercially minded in seeking growth for SSE's market-based businesses, including internationally, having supported key capital recycling opportunities and transactions.

 Sound understanding of change management and sources of commercial risk.

Key external appointments

- Member of the Energy UK Board.
- Chair of the CBI Scottish Council.



Barry O'Regan Chief Financial Officer

Committee membership

Date of appointment

Executive Director and Chief Financial Officer since December 2023

Career and experience

A chartered accountant, Barry joined SSE in 2008. He was Finance Director for SSE Renewables, as well as having responsibility for corporate finance across the Group. Before this, Barry oversaw Group funding and treasury operations as Director of Treasury and Corporate Finance. He became Chief Financial Officer in December 2023.

Skills relevant to the SSE Board

- Financial expertise and 20 years of energy value chain experience driving the disciplined delivery of SSE's capital investment and growth plans.
- Skilled in developing the financial strategy integral to reshaping SSE over the last decade.
- Experienced in leading corporate financial projects and teams covering corporate modelling, funding strategy and debt issuance.
- Active understanding of investment community views.
 Supports SSE's approach to
- supports size's approach to partnering, having served on joint venture boards.
- Key external appointments None.



Hixonia Nyasulu Independent non-Executive Director and Senior Independent Director designate

Committee membership

Date of appointment

Non-Executive Director since January 2025

Career and experience

Hixonia brings significant international experience at Board level, with a diverse and global perspective. She has served as Chair of Sasol, an integrated chemicals and energy company operating in many countries, and held the role of Senior Independent Director at Vivo Energy plc. Before this, Hixonia held an executive position at Unilever in South Africa, where she was responsible for developing the brand, marketing strategies and communications.

Skills relevant to the SSE Board

- Extensive experience in shaping corporate strategy and ensuring strong governance frameworks focused on long-term value creation and stakeholder engagement.
- Expertise in identifying and managing risks, particularly ESG considerations, to drive sustainable growth and mitigate challenges.
- Proven commitment to fostering diverse and inclusive leadership teams, enhancing organisational culture, and promoting equitable business practices across sectors.

Key external appointments

- Non-Executive Director of Anglo American plc.
- Non-Executive Director of Olam Agri Holdings.
- For the full Board biographies, see sse.com

Key for Board Committees

- Nomination Committee
- Safety, Sustainability, Health and Environment Advisory Committee
- A Audit Committee

 R Remuneration Committee
- E Energy Markets Risk Committee
- Committee Chair

Board of Directors continued



Rt. Hon. Lady Elish Angiolini LT DBE KC

Independent non-Executive Director of the Board and for Employee Engagement

Committee membership

Date of appointment

Non-Executive Director since September 2021

Career and experience

Lady Elish has had a distinguished public sector legal career. She served as Lord Advocate of Scotland from 2006 to 2011 across two government administrations and was previously Solicitor General for Scotland. She has carried out independent public inquiries and reviews for the UK and Scottish Governments and has held various academic positions.

Skills relevant to the SSE Board

- Significant understanding of UK and Scottish governance and experience of working with government on independent public reviews while staying politically neutral.
- Strong ambassadorial skills acquired through international work in judicial, governmental, diplomatic and academic fields.
- A strong sense of social purpose and depth of perspective to Board considerations, including as an advocate for employee views.

Key external appointments

- Principal of St Hugh's College Oxford.
- Chair of the Angiolini Inquiry.
 Chair of Board of Trustees of Reprieve.



John Bason Independent non-Executive Director

Committee membership

Date of appointment

Non-Executive Director since June 2022

Career and experience

A chartered accountant, John brings significant listed company and international experience through his career in global business. He was Finance Director of Associated British Foods plc between 1999 and 2023, when its diverse businesses employed 128,000 people and operated in 53 countries worldwide. In 2023, he became Chair of Primark's Strategic Advisory Board and Senior Advisor to the retail business.

Skills relevant to the SSE Board

- Recent and relevant financial experience, with a track record in developing financial and commercial strategy including M&A, corporate transactions and large capital projects.
- Extensive leadership experience and an international perspective gained from global companies and complex operations.
- Understanding of the listed company context and practical experience of investor relations and ESG strategy, particularly the role of sustainability.

Key external appointments

- Non-Executive Director and Chair of Bloomsbury Publishing
- plc. – Primark Strategic Advisory Board Chair.
- Trustee of the charity FareShare.



Tony Cocker Independent non-Executive Director

Committee membership

Date of appointment

Non-Executive Director since May 2018

Career and experience

Tony brings a detailed knowledge of the energy sector to the Board. He worked with E.ON SE and Powergen plc for more than 20 years, holding responsibilities for thermal generation, onshore and offshore wind, commodity trading and risk management, and retail. He was also CEO and Chair of E.ON UK plc.

Skills relevant to the SSE Board

- Extensive CEO and management experience across renewables, generation, commodity portfolio management, and energy trading.
- Wide-ranging technical and operational insight related to energy infrastructure and assets, having delivered major thermal and renewable energy projects.
- Strong UK and European energy industry and non-Executive experience and understanding of utilities regulation and the trends relevant to SSE's operations.
- Experience in strategic consultancy and managing energy and utility stakeholders.

Key external appointments

- Chair of Infinis Energy Management Limited.
- Chair of Future Biogas Holdco Limited.
- Chair of Energy Systems Catapult.



Debbie Crosbie Independent non-Executive Director

Committee membership

Date of appointment

Non-Executive Director since September 2021

Career and experience

A fellow of the Chartered Institute of Bankers, Debbie brings to the Board more than 25 years of leadership in the UK banking industry. Debbie became the first female CEO of Nationwide Building Society in 2022. She was previously CEO of TSB and Executive Director and COO of Clydesdale Bank, where she led preparations for its successful demerger from National Australia Bank and subsequent IPO.

Skills relevant to the SSE Board

- Extensive experience in implementing strategy, including transformation projects in large consumerfacing organisations, and managing the critical role of digital and data.
- Deep understanding of capital allocation and optimisation, and investment appraisal.
- Proficiency in IT and cyber security, risk management and internal controls from overseeing efficient and effective operations in a compliance-driven, heavily regulated sector.
- A leader with deep understanding of organisational responsibilities to employees and society.

Key external appointments

- Group Chief Executive Officer of Nationwide Building Society.
- Member of the FCA Practitioner Panel.

 For the full Board biographies, see sse.com

Board changes 2024/25 and 2025/26

- Hixonia Nyasulu joined as non-Executive Director on 1 January 2025.
- Helen Mahy will step down at the end of the 2025 AGM and be succeeded as Senior Independent Director by Hixonia Nyasulu.
- Alistair Phillips-Davies will step down at the end of the 2025 AGM and be succeeded as Chief Executive by Martin Pibworth.



Melanie Smith CBE Independent non-Executive Director

Committee membership

Date of appointment

Non-Executive Director since January 2019

Career and experience

Melanie is CEO of the NEC Group and a leading UK consumer retail executive. She brings over 20 years of strategy and transformation experience to the Board. Her previous roles include CEO of Ocado Retail and Strategy Director for Marks & Spencer, where she had responsibility for Group strategy, M&S Bank and M&S Services.

Skills relevant to the SSE Board

- Skilled at appraising the development and execution of strategy, having advised and led growth, brand and business transformation in consumer and retail sectors worldwide.
- Deep commercial and digital experience across multiple goods and services categories, including insurance, telco and energy.
- A people-centric style, with wide-ranging global experience and a strong appreciation of company culture.
- An entrepreneurial organisational leader, actively engaging with stakeholder views to create high performing organisations.

Key external appointments

- Chief Executive Officer of the
- NEC Group.
- Deputy Chair of Sadler's Wells.Founder of Mokaraka Trust.



Dame Angela Strank DBE Independent non-Executive Director

Committee membership

Date of appointment

Non-Executive Director since May 2020

Career and experience

Dame Angela has had a longstanding international career in energy, including 38 years' service at BP. As Group Chief Scientist and Head of Downstream Technology, she was a member of BP's Executive Management team. This was preceded by international business and technical leadership roles spanning R&D, engineering, digital, product development and innovation, business development, finance, and renewable energy.

Skills relevant to the SSE Board

- Expert in technology and science within the broader energy and manufacturing industries.
- Has led and collaborated on large and complex projects and in culturally diverse environments.
- Strong corporate social responsibility and sustainability experience through involvement in climate science research, the energy transition, reputation and safety management, and inclusion and diversity – having chaired the Corporate Sustainability Committee and Safety, Ethics and Sustainability Committee of two FTSE 100 companies.

Key external appointments

- Non-Executive Director of Rolls-Royce plc.
- Non-Executive Director of Mondi plc.
- Member of Rio Tinto's Innovation Advisory Council.



Maarten Wetselaar Independent non-Executive Director

Committee membership

Date of appointment

Non-Executive Director since September 2023

Career and experience

Maarten brings over 29 years of experience in the energy sector and is CEO of Moeve (formerly CEPSA), the Spanish multinational energy company involved in oil, chemicals, biofuels and green hydrogen. Before this role, he spent over 26 years at Shell, where he held positions in general management, finance, strategy, and business development and led the establishment of the company's renewables activities.

Skills relevant to the SSE Board

- Wide-ranging experience in the energy industry in South America, Africa, Asia, the Middle East and Europe.
- Energy transition leadership, supported by experience in renewable, low-carbon, and green hydrogen capital projects and in developing, communicating and engaging in energy transition strategies.
- Extensive experience in commodity markets, particularly relating to liquefied natural gas.
- Listed company expertise, including capital markets and investor relations, through previous executive and finance roles.

Key external appointments

 Chief Executive Officer of Moeve (formerly CEPSA).

> For the full Board biographies, see sse.com

Key for Board Committees

- Nomination Committee
- Safety, Sustainability, Health and Environment Advisory Committee

A Audit Committee

- R Remuneration Committee
- E Energy Markets Risk Committee
- Committee Chair

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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. 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 at 6.00pm on 15 July 2025 or, in the event that the AGM is adjourned, registered in the Register of Members of the Company at close of business two days before the time of the adjourned meeting(s), shall be entitled to vote at the AGM in respect of the number of Ordinary Shares registered in their name at that time. Except in relation to any adjourned meeting(s), changes to entries on the Register of Members of the Company after 6.00pm on 15 July 2025 shall be disregarded in determining the rights of any person to vote at the AGM.

Participants in SSE employee share schemes will receive separate instructions from the scheme administrators on how to vote in respect of shares held through the schemes.

2. Online participation

Shareholders and their duly appointed representatives and/or proxies are invited to join the AGM online by logging on to

https://meetings.lumiconnect.com/100-041-938-069 **③**. The website will open 30 minutes before the scheduled start of the AGM. A user guide can be found in Appendix 1 on page 14 **④**, including instructions on how to join and watch the meeting, ask/submit questions, and vote on the day. A shareholder (or their duly appointed representative and/or proxy) joining the AGM online is responsible for ensuring they have access to and can use the facility. Note 10 on page 12 **③** provides instructions on how to appoint proxies and corporate representatives to join on a shareholder's behalf.

3. Voting at the AGM

Voting on each of the resolutions to be proposed at the AGM will be taken on a poll, to reflect the number of shares held by a shareholder, whether or not the shareholder is able to attend the meeting. As soon as is practical after the AGM, the results of the voting will be announced through the London Stock Exchange Group's Regulatory News Service and also published on the Company's website, sse.com \diamond .

4. Proxies

A shareholder entitled to routinely 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 (if more than one) is appointed to exercise the rights attached to different shares held by the shareholder. A proxy need not be a shareholder of the Company. Unless otherwise indicated on the Form of Proxy, CREST, Proxymity or any other electronic voting instruction, the proxy will vote as they think fit or, at their discretion, withhold from voting. 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. Joint holders

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.

6. Appointment of proxy using a paper proxy form

A Form of Proxy, which may be used to appoint a proxy and provide them with voting instructions, accompanies this Notice of AGM for shareholders who have elected to receive a hard copy of the Annual Report. To be valid, the completed Form of 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 SSE's Registrar, Computershare Investor Services PLC ('Computershare'), The Pavilions, Bridgwater Road, Bristol BS99 6ZY no later than 12.30pm on 15 July 2025 (or, if the meeting is adjourned, 48 hours before the time fixed for holding the adjourned meeting). Shareholders holding their shares in certificated form can request Paper Form(s) of Proxy by contacting Computershare on +44 (0)345 143 4005*.

7. Electronic proxy appointment

Shareholders holding their shares in certificated form can appoint a proxy electronically by accessing www.eproxyappointment.com **(**). They will be asked to enter the Control Number and their Shareholder Reference Number ('SRN') and PIN, printed on the Form of Proxy which accompanies the Notice of AGM for shareholders receiving hard copy documents, or on the letter from the Chair for shareholders who receive postal notification once documentation is available online, or within the email received in relation to the Notice of AGM for shareholders who receive electronic communications.

Shareholders can also obtain the Control Number and their SRN and PIN by contacting Computershare on +44 (0)345 143 4005* and verifying their identity, in line with Computershare procedures. On submission of their vote, shareholders will be issued with a reference number. For an electronic proxy appointment to be valid, it must be received by Computershare no later than 12.30pm on 15 July 2025. Should a shareholder complete their 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. Shareholders are advised to refer to the terms and conditions of the service on the website.

8. Proxy appointment through CREST or Proxymity

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 & International Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com \diamond).

^{*} Lines are open from 9.00am to 5.30pm Monday to Friday (excluding public holidays), calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate.

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 3RA50) by 12.30pm on 15 July 2025. 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 & International Limited does not make available special procedures in CREST for any particular message. Therefore, normal system timings and limitations will 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 ensure that their 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 a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Proxymity: Institutional investors may be able to appoint a proxy electronically via the Proxymity platform, a process that has been agreed by the Company and approved by the Company's Registrar, Computershare. For further information regarding Proxymity, please go to www.proxymity.io **●**. A proxy must be lodged by 12.30pm on 15 July 2025 to be considered valid. Before a shareholder can appoint a proxy via this process they will need to have agreed to Proxymity's associated terms and conditions. It is important that shareholders read these carefully as they will be bound by them, and they will govern electronic appointment of their proxy.

9. Corporate representatives

Any corporation that 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, if there is more than one corporate representative, they do not do so in relation to the same shares.

10. Online attendance by duly appointed proxies and corporate representatives

If a shareholder wishes to appoint a proxy other than the Chair of the meeting and for them to attend the online meeting on their behalf, they should submit their proxy appointment in the usual way and then email Computershare at corporate-representatives@ computershare.co.uk ③ with their name, Shareholder Reference Number (SRN) and their proxy's name in order to obtain an SRN and PIN for their proxy. It is suggested that shareholders do this as soon as possible and, in any case, at least 48 hours (excluding non-business days) before the meeting.

If a shareholder's shares are held within a nominee and they wish to attend the online meeting, they will need to contact their nominee as soon as possible. Their nominee will need to present a corporate letter of representation to Computershare as soon as possible and at least 72 hours (excluding non-business days) before the meeting, in order that they can obtain their unique SRN and PIN to enable them to attend the online meeting.

11. Nominated persons

Any person to whom this Notice of AGM 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 note 4 on page 11 to does not apply to Nominated Persons. The rights described therein can only be exercised by shareholders of the Company.

12. Right to ask questions

Any shareholder or appointed proxy/proxies has the right to ask questions. The Board is committed to engaging with shareholders and maintaining an ongoing dialogue. Shareholders can ask a question:

In advance of the AGM

Shareholders can raise questions in connection with the business of the meeting, in advance, by emailing them to AGMQuestion@sse. com ⁽²⁾. The submission window opens on Monday 23 June 2025 at 9.00am and closes on Tuesday 1 July 2025 at 5.00pm. The Company will publish responses to the matters raised on sse.com ⁽²⁾ no later than 5.00pm on Wednesday 9 July 2025. Responses to questions submitted after Tuesday 1 July 2025 will be emailed directly to shareholders. Responses to questions relating to personal shareholding or account matters will be emailed to the relevant shareholder but will not be published online.

At the AGM

There are three ways that shareholders can ask questions at the AGM: by attending in person; through the Messaging function via the online platform; and by the Request to Speak facility via the online platform. Appendix 1 on pages 14 and 15 • contains further details of how to use the Messaging function and Request to Speak facility. Shareholders attending the AGM in person are asked to register their question(s) at the Question Point before the start of the meeting. Shareholders are asked to keep their questions brief and relevant to the business of the meeting to allow everyone who wishes to speak the chance to do so.

The Board will endeavour to answer all questions in connection with the business of the meeting raised at the AGM. The Company may consolidate questions of a similar nature to avoid duplication.

The Company must answer 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.

Shareholders are reminded that unacceptable behaviour will not be tolerated at the meeting and will be dealt with appropriately by the Chair.

13. Information available on the Company's website

Copies of the Notice of Annual General Meeting 2025, Annual Report 2025, Sustainability Report 2025, Net Zero Transition Report 2025, Remuneration Policy 2025, proposed amendments to the SSE plc Performance Share Plan ('PSP') Rules and other information required by section 311A of the Companies Act 2006 can be found at sse.com **1**.

14. Communication with the Company

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

15. Documents available for inspection

Copies of Directors' service contracts and non-Executive Directors' letters of appointment, the Remuneration Policy 2025, and proposed amendments to the SSE plc Performance Share Plan ('PSP') Rules 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 of AGM until the date of the AGM, and thereafter, at the place of the AGM from 12 noon until the end of the AGM.

16. Shareholder communication preference

Shareholders can change their communication preference by registering for or logging into the online Investor Centre at www.sse-shares.com ♥ or by contacting Computershare on +44 (0)345 143 4005.

All new shareholders are automatically registered to access shareholder documentation through the Investors section of sse.com I but are notified by post when new shareholder documentation is available. However, shareholders can elect to receive email communications or printed copies of documentation. Shareholders are strongly encouraged to choose email communications as it benefits shareholders, SSE and the environment:

- Fast access: immediate notification by email when new shareholder documentation is available – nothing lost or delayed in the post.
- Cost-effective: reduced printing and postage costs saves the Company and its shareholders money.
- Environmentally friendly: reducing the environmental impact of printing and delivering paper documents aligns with SSE's commitment to sustainability.

17. 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: (a) 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 (b) any circumstances connected with an Auditor of the Company ceasing to hold office since the previous meeting at which the Annual Report and Accounts 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.

18. Issued share capital and total voting rights

As at 20 May 2025 (being the last practical date prior to publishing this Notice of AGM) the issued share capital of the Company consisted of 1,111,159,424 Ordinary Shares, with a nominal value of 50 pence each and carrying one vote each. This figure includes 4,834,132 Ordinary Shares, which are held in treasury representing approximately 0.44% of the issued share capital (excluding Treasury Shares). The voting rights on Treasury Shares are automatically suspended. Therefore, the total number of voting rights in the Company was 1,106,325,292 as at 20 May 2025.

19. General Data Protection Regulation (GDPR) statement

The Company may process personal data of participants at the AGM. This may include webcasts, photos, recordings, and audio and video links, as well as other forms of personal data. Please refer to the Company's privacy notice, which can be found at sse.com **2** for details of how the Company will process personal data.

20. Prohibition on recording

During the AGM, Shareholders (or their duly appointed proxies) may not use cameras, mobile phones or other audio, video or electronic recording devices, unless expressly authorised by the Chair. This prohibition shall not apply to equipment being used by the Company for the purpose of transmitting the AGM virtually, projecting the AGM onto screens during the meeting or to photographs taken by accredited photographers admitted to the AGM. For good order of the meeting, the Chair may request shareholders (or their duly appointed proxies) to turn off their mobile telephones and other portable devices for the duration of the AGM. If you attend the AGM in person, you may be included in any recording of the meeting or in images which may be published online or in print.

21. Members' Resolutions

Under sections 338 and 338A of the Companies Act 2006, members meeting the threshold requirements in those sections have the right to require the Company: (i) to give to members of the Company entitled to receive notice of the meeting notice of a resolution to be moved at the meeting; and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in the business, unless (a) (in the case of a resolution only) it would, if passed, be ineffective, (b) it is defamatory of any person, or (c) it is frivolous or vexatious.

Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person or persons making it, must be received by the Company not later than 4 June 2025, being the date six clear weeks before the meeting, and (in the case of a matter to be included in the business only) must be accompanied by a statement setting out the grounds for the request.

Appendix 1 – User guide to join and participate in the AGM online

Joining the AGM

- Visit https://meetings.lumiconnect.com/100-041-938-069

 on your smartphone, tablet or computer. The website will open at 12 noon on 17 July 2025, 30 minutes before the AGM begins.
- You will then need to enter your Shareholder Reference Number (SRN) and PIN, which can be found: (i) on the Form of Proxy that accompanies the Notice of AGM for shareholders receiving hard copy documents; or (ii) on the Letter from the Chair for shareholders who receive postal notification once documentation is available online; or (iii) within the email received in relation to the Notice of AGM for shareholders who receive electronic communications.
- You can also obtain your SRN and PIN by contacting Computershare on +44 (0)345 143 4005 and verifying your identity, in line with Computershare procedures. Lines are open from 9.00am to 5.30pm Monday to Friday (excluding public holidays), calls are charged at the standard geographic rate and will vary by provider. Calls outside the UK will be charged at the applicable international rate.

An active internet connection is required at all times to participate in the meeting. You will need the latest version of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

If you experience any difficulties accessing the online platform, either before or during the AGM, please contact Computershare on +44 (0)345 143 4005.

Navigating the online platform





End -

