

Company Number SC117119
COMPANY LIMITED BY SHARES

SSE plc
(the "Company")

RESOLUTIONS

(Passed 17 July 2025)

At the Annual General Meeting of SSE plc duly convened and held at the Perth Concert Hall, Mill Street, Perth PH1 5HZ and online on Thursday, 17 July 2024, 20 Ordinary Resolutions and 4 Special Resolutions were passed including those set out in full text below which are required to be submitted to the Companies House and Financial Conduct Authority.

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.

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:

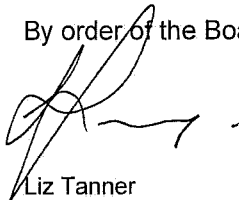
- (a) the maximum number of Ordinary Shares authorised to be purchased is 110,632,528;
- (b) the minimum price that may be paid for such shares is 50 pence per share, exclusive of expenses; and
- (c) the maximum price, exclusive of expenses, that may be paid for each such Ordinary Share is the higher 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 not less than 14 clear days' notice.

By order of the Board



Liz Tanner

Group General Counsel & Company Secretary

Note: Resolution 20 was passed as an Ordinary Resolution and Resolutions 21 to 24 were passed as Special Resolutions.