**SSE PLC**

**RESULT OF ANNUAL GENERAL MEETING 2025 AND BOARD COMMITTEE CHANGES**

The Annual General Meeting (AGM) of SSE plc was held at the Perth Concert Hall, Mill Street, Perth PH1 5HZ and virtually via a secure online platform on Thursday, 17 July 2025 at 12.30pm. All 24 Resolutions, as set out in the Notice of Annual General Meeting, were passed by shareholders on a poll. The following table shows the votes cast on each resolution.

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|  | **VOTES FOR** | **%** | **VOTES AGAINST** | **%** | **VOTES TOTAL** | **% of AVAILABLE VOTING RIGHTS\*** | **VOTES WITHHELD** |
| 1. Receive the Annual Report and Accounts 2025. | 795,681,372 | 99.91 | 685,314 | 0.09 | 796,366,686 | 71.97 | 551,105 |
| 2. Approve the Remuneration Report 2025. | 783,752,086 | 98.40 | 12,772,819 | 1.60 | 796,524,905 | 71.98 | 391,485 |
| 3. Approve the Remuneration Policy 2025. | 774,350,767 | 97.22 | 22,166,618 | 2.78 | 796,517,385 | 71.98 | 398,210 |
| 4. Conditional on approval of the Remuneration Policy under Resolution 3, to amend the PSP Rules. | 787,708,747 | 98.90 | 8,740,548 | 1.10 | 796,449,295 | 71.98 | 467,416 |
| 5. Declare a final dividend. | 796,616,122 | 100.00 | 31,959 | 0.00 | 796,648,081 | 72.00 | 268,551 |
| 6. Re-elect Lady Elish Angiolini. | 784,069,526 | 98.43 | 12,521,585 | 1.57 | 796,591,111 | 71.99 | 325,895 |
| 7. Re-elect John Bason. | 784,329,604 | 98.46 | 12,232,125 | 1.54 | 796,561,729 | 71.99 | 355,277 |
| 8. Re-elect Tony Cocker. | 784,179,318 | 98.45 | 12,384,403 | 1.55 | 796,563,721 | 71.99 | 353,285 |
| 9. Re-elect Debbie Crosbie.  | 782,742,064 | 98.26 | 13,824,446 | 1.74 | 796,566,510 | 71.99 | 350,200 |
| 10. Re-elect Sir John Manzoni. | 751,710,135 | 95.10 | 38,759,321 | 4.90 | 790,469,456 | 71.44 | 6,428,497 |
| 11. Elect Hixonia Nyasulu. | 795,400,709 | 99.86 | 1,124,268 | 0.14 | 796,524,977 | 71.98 | 392,028 |
| 12. Re-elect Barry O’Regan. | 793,918,752 | 99.67 | 2,651,287 | 0.33 | 796,570,039 | 71.99 | 346,475 |
| 13. Re-elect Martin Pibworth. | 795,591,815 | 99.88 | 992,609 | 0.12 | 796,584,424 | 71.99 | 332,582 |
| 14. Re-elect Melanie Smith. | 779,267,270 | 97.83 | 17,305,627 | 2.17 | 796,572,897 | 71.99 | 344,108 |
| 15. Re-elect Dame Angela Strank. | 783,058,891 | 98.29 | 13,601,483 | 1.71 | 796,660,374 | 72.00 | 256,631 |
| 16. Re-elect Maarten Wetselaar. | 784,347,965 | 98.47 | 12,196,905 | 1.53 | 796,544,870 | 71.99 | 372,135 |
| 17. Re-appoint Ernst & Young LLP as Auditor. | 792,649,774 | 99.97 | 234,591 | 0.03 | 792,884,365 | 71.66 | 4,031,828 |
| 18. Authorise the Audit Committee to agree the Auditor’s remuneration. | 796,408,313 | 99.98 | 183,137 | 0.02 | 796,591,450 | 71.99 | 325,740 |
| 19. Receive the Net Zero Transition Report 2025 and reset frequency of voting | 704,270,820 | 97.85 | 15,485,673 | 2.15 | 719,756,493 | 65.05 | 77,160,844 |
| 20. Authorise the Directors to allot shares. | 773,622,467 | 97.12 | 22,954,149 | 2.88 | 796,576,616 | 71.99 | 340,988 |
| 21. Special resolution to disapply pre-emption rights: general. | 738,172,236 | 92.68 | 58,294,640 | 7.32 | 796,466,876 | 71.98 | 450,128 |
| 22. Special resolution to disapply pre-emption rights: specific. | 701,010,956 | 88.02 | 95,455,566 | 11.98 | 796,466,522 | 71.98 | 448,817 |
| 23. Special resolution to empower the Company to purchase its own Ordinary Shares. | 794,151,104 | 99.76 | 1,940,098 | 0.24 | 796,091,202 | 71.94 | 825,801 |
| 24. Special resolution to approve 14 days’ notice of general meetings. | 759,717,040 | 95.37 | 36,863,696 | 4.63 | 796,580,736 | 71.99 | 336,166 |

**Board changes and Chief Executive exit remuneration arrangements**

As announced on 1 November 2024 and 28 March 2025 respectively, we confirm that Helen Mahy and Alistair Phillips-Davies did not seek re-election and retired from the Board at the conclusion of the AGM. Hixonia Nyasulu and Martin Pibworth have assumed the respective roles of Senior Independent Director and Chief Executive.

As required by section 430(2B) of the Companies Act 2006, details of the remuneration payments and related exit terms made to or to be made to Mr. Phillips-Davies in accordance with his employment contract have been published on our website, sse.com.

**Board Committee changes**

Following the above changes to the Board and a review of Committee membership, the Board, on the Nomination Committee's recommendation, approved the following changes to its Committees, effective after the AGM.

* Hixonia Nyasulu, as previously announced, became a member of the Audit Committee and Safety, Sustainability, Health, and Environment Advisory Committee (SSHEAC).
* Dame Angela Strank, as previously announced in the Annual Report 2025, became Chair of the SSHEAC.
* Martin Pibworth stepped down from the SSHEAC and Energy Markets Risk Committee.
* Tony Cocker stepped down from the SSHEAC.

**Notes**

1. A vote ‘Withheld’ is not a vote in law and is not counted in the calculation of the proportion of votes ‘For’ and ‘Against’ a resolution.
2. There are 1,111,159,424 ordinary shares of 50 pence each in issue as at 17 July 2025. This figure includes 4,629,915ordinary shares which are held in treasury. Every shareholder has one vote for every ordinary share held. The voting rights on treasury shares are automatically suspended. The total number of voting rights in the Company was 1,106,529,509 as at 17 July 2025.
3. In accordance with UK Listing Rule 6.4.2, copies of the resolutions passed at the AGM, other than resolutions concerning ordinary business, have been submitted to the National Storage Mechanism and will shortly be available for inspection at <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>

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