

Company Number SC117119
COMPANY LIMITED BY SHARES

SSE plc
(the “Company”)

RESOLUTIONS

(Passed 18 July 2024)

At the Annual General Meeting of SSE plc duly convened and held at the Perth Concert Hall, Mill Street, Perth PH1 5HZ on Thursday, 18 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 19: 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 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 £182,242,225.

This authority shall expire at the end of the Annual General Meeting 2025 or, if earlier, close of business on 30 September 2025. However, the Company may, pursuant to the authority granted, make offers and enter into agreements before such expiry, 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.

Renewal of Scrip Dividend Scheme

Resolution 20:

- (a) to authorise the Directors, in accordance with the Company's Articles of Association as in force from time to time, to offer holders of Ordinary Shares (excluding members holding any shares as Treasury Shares) the right to elect to receive Ordinary Shares (credited as fully paid) instead of a cash dividend, from time to time, or for such period, and on such terms and conditions, as the Directors may determine, provided that the authority conferred by this Resolution shall expire at the end of the third Annual General Meeting of the Company after the date on which this Resolution is passed; and
- (b) for the purposes of any offer made pursuant to paragraph (a) of this Resolution, to authorise the Directors, in accordance with the Company's Articles of Association as in force from time to time, to capitalise such amount standing to the credit of any reserve or account of the Company as may be necessary, and apply same in paying up, and allotting and issuing new Ordinary Shares in the Company to the Ordinary Shareholders who have, or are deemed to have, validly accepted such an offer in accordance with their respective entitlements.

Authority to disapply pre-emption rights

Resolution 21: subject to the passing of Resolution 19, to authorise the Directors 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 shall be limited:

- (a) 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; and

(b) in the case of the authority granted under Resolution 19 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 £54,672,667 (representing 109,345,335 Ordinary Shares).

Such authority shall expire at the end of the Annual General Meeting 2025 or, if earlier, at the close of business on 30 September 2025, 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 19, 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 19 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 be:

- (a) limited to the allotment of equity securities or sale of Treasury Shares up to an aggregate nominal amount of £54,672,667 (representing 109,345,335 Ordinary Shares); and
- (b) 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.

Such authority shall expire at the end of the Annual General Meeting 2025 or, if earlier, at the close of business on 30 September 2025, 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:

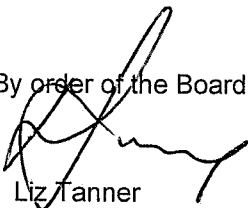
- (a) the maximum number of Ordinary Shares authorised to be purchased is 109,345,335;
- (b) the minimum price that may be paid for such shares is 50 pence per share, exclusive of expenses; and
- (c) the maximum price, exclusive of expenses, that may be paid for each such Ordinary Share is the higher 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 2025 or, if earlier, close of business on 30 September 2025 (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

A handwritten signature in black ink, appearing to be 'Liz Tanner', written over the text 'By order of the Board'.

Liz Tanner

Company Secretary and Group General Counsel

Note: Resolutions 19 and 20 were passed as an Ordinary Resolutions and Resolutions 21 to 24 were passed as Special Resolutions.