

Company Number SC117119

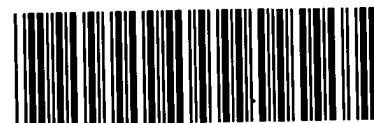
COMPANY LIMITED BY SHARES

SSE plc
(the "Company")

RESOLUTIONS

(Passed 22 July 2021)

SATURDAY



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SCT

24/07/2021

#61

COMPANIES HOUSE

At the Annual General Meeting of SSE plc duly convened and held at the Perth Concert Hall, Mill Street, Perth PH1 5HZ on Thursday, 22 July 2021, 19 Ordinary Resolutions and 4 Special Resolutions were passed including those set out in full text below which require to be submitted to Companies House and the Financial Conduct Authority.

Authority to allot shares

Resolution 16: that the Directors be and are hereby generally and unconditionally authorised 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 £173,851,098 and such authority to apply until the earlier of the conclusion of the Annual General Meeting 2022 and close of business on 30 September 2022, except that 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 subscribed for, or convert securities into, shares to be granted after the authority ends, and the Directors may allot shares or grant rights to subscribe for, or convert securities into, shares under any such offer or agreement as if the authority had not expired.

Renewal of Scrip Dividend Scheme

Resolution 17: that:

(a) the Directors be and are hereby authorised to offer holders of its 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 as the Directors may determine, all pursuant to the provisions of the Company's Articles of Association, as in force from time to time, and on such other terms and conditions as the Directors may from time to time 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, the Directors be and are hereby authorised, 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 the 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.

Sharesave

Resolution 18: that the updated rules of the SSE plc 2001 Sharesave Scheme (the "UK Sharesave"), the principal features of which are summarised in Appendix 2 to this Notice, be approved and the Directors be authorised to:

(a) do all such other acts and things as they may consider appropriate to continue to operate the UK Sharesave including making any changes to the rules of the UK Sharesave necessary or desirable in order to ensure that the UK Sharesave satisfies the requirements of Schedule 3 to the Income Tax (Earnings and Pensions) Act 2003; and

(b) establish schedules to, or further incentive plans based on, the UK Sharesave but modified to take account of local tax, exchange control or securities laws in overseas territories.

Authority to disapply pre-emption rights

Resolution 20: that, subject to the passing of Resolution 16, the Directors be authorised to allot equity securities (as defined in the Companies Act 2006) for cash under the authority given 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, such authority to 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 practicable) to their 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) to the allotment of equity securities or sale of Treasury Shares (otherwise than under paragraph (a) above), up to a nominal amount of £26,077,664.

Such authority to expire at the end of the Annual General Meeting 2022 or, if earlier, at the close of business on 30 September 2022, but, in each case, prior to its expiry 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 Board 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 21: that the Company be generally and unconditionally authorised 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 104,310,659;

(b) the minimum price which may be paid for such shares is 50 pence per share which amount shall be exclusive of expenses; and

(c) the maximum price, exclusive of expenses, which 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 earlier of the conclusion of the Annual General Meeting 2022 and close of business on 30 September 2022 (except in relation to a purchase of such shares, the contract for which was concluded before such time and which will or may be executed wholly or partly after such time and the Company may purchase Ordinary Shares pursuant to any such contract as if the power had not ended).

Notice of general meetings

Resolution 22: that a general meeting of the Company other than an Annual General Meeting may be called on not less than 14 clear days' notice.

Articles of Association

Resolution 23: that the Articles of Association produced to the meeting and initialled by the Chair of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the Existing Articles of Association.

By order of the Board

A handwritten signature in black ink, appearing to read 'Sally Fairbairn', written over a dotted line.

Sally Fairbairn

Company Secretary

Note: Resolutions 16 to 18 were passed as Ordinary Resolutions and Resolutions 20 to 23 were passed as Special Resolutions.