

**SUPPLEMENTARY PROSPECTUS DATED 28 NOVEMBER 2013 TO THE
PROSPECTUS DATED 2 AUGUST 2013**



SSE plc

(incorporated in Scotland, with limited liability, registered number SC117119)

Scottish Hydro Electric Power Distribution plc

(incorporated in Scotland, with limited liability, registered number SC213460)

Scottish Hydro Electric Transmission plc

(incorporated in Scotland, with limited liability, registered number SC213461)

Southern Electric Power Distribution plc

(incorporated in England and Wales, with limited liability, registered number 04094290)

€10,000,000,000

Euro Medium Term Note Programme

This Supplementary Prospectus (the “**Supplementary Prospectus**”), to the Prospectus dated 2 August 2013 (the “**Prospectus**”) which comprises a base prospectus for the purposes of Article 5.4 of the Prospectus Directive 2003/71/EC for each of SSE plc (“**SSE**”), Scottish Hydro Electric Transmission plc (“**SHET**”), Scottish Hydro Electric Power Distribution plc (“**SHEPD**”) and Southern Electric Power Distribution plc (“**SEPD**”) (each an “**Issuer**” and together, the “**Issuers**”), constitutes a supplementary prospectus for the purposes of Section 87G of the Financial Services and Markets Act 2000 (the “**FSMA**”) in relation to the Issuers, and is prepared in connection with the €10,000,000,000 Euro Medium Term Note Programme (the “**Programme**”) established by the Issuers.

The purpose of this Supplementary Prospectus is to incorporate by reference the financial report for the six months to 30 September 2013 for SSE including information set out at the following pages in particular:

| | 30 September, 2013 |
|---|---------------------------|
| Consolidated income statement | Page 54 |
| Consolidated statement of comprehensive income | Page 56 |
| Consolidated balance sheet | Page 57 |
| Consolidated statement of changes in equity | Page 58 |
| Consolidated cash flow statement | Page 60 |
| Notes to the condensed interim statements | Page 61 |

This Supplementary Prospectus is supplemental to, and should be read in conjunction with, the Prospectus and any other documents incorporated by reference therein. Terms defined in the Prospectus have the same meaning when used in this Supplementary Prospectus.

This Supplementary Prospectus in respect of each Issuer includes all information contained within this Supplementary Prospectus except for information relating to any other Issuer.

Each Issuer accepts responsibility for the information contained in its Supplementary Prospectus as described above. Each Issuer confirms that, having taken all reasonable care to ensure that such is the case, the information contained in its Supplementary Prospectus is, to the best of its knowledge, in accordance with the facts and does not omit anything likely to affect the import of such information.

To the extent that there is any inconsistency between (a) any statement in this Supplementary Prospectus or any statement incorporated by reference into the Prospectus by this Supplementary Prospectus and (b) any other statement in or incorporated in the Prospectus (as supplemented from time to time), the statements in (a) above will prevail.

Except as disclosed in this Supplementary Prospectus there has been no significant new factor, material mistake or inaccuracy relating to information included in the Prospectus which is capable of affecting the assessment of Notes issued under the Programme since the publication of the Prospectus.

Investors should be aware of their rights under section 87Q(4) of the Financial Services and Markets Act 2000. In accordance with Section 87Q(4) of the FSMA, investors who have agreed to purchase or subscribe for transferrable securities before this Supplementary Prospectus is published have the right, exercisable before the end of the period of two working days beginning with the working day after the date on which this Supplementary Prospectus was published, to withdraw their acceptances. This right to withdraw will expire by close of business on 2 December 2013.

Copies of documents incorporated by reference in this Supplementary Prospectus may be obtained (without charge) from the registered office of the relevant Issuer and viewed on the website of the Regulatory News Service operated by the London Stock Exchange at <http://www.londonstockexchange.com/exchange/news/market-news/market-newshome.html>.

To the extent that any document or information incorporated by reference or attached to this Supplementary Prospectus, itself incorporates any information by reference, either expressly or impliedly, such information will not form part of this Supplementary Prospectus for the purposes of the Prospectus Directive, except where such information or other documents are stated within this Supplementary Prospectus as specifically being incorporated by reference or where this Supplementary Prospectus is specifically defined as including such information. Where only certain parts of the documents referred to above are incorporated by reference to the Prospectus, the parts of the document which are not incorporated by reference are either not relevant for prospective investors in the Notes or the relevant information is included elsewhere in the Prospectus.

The purpose of this Supplementary Prospectus is:

Documents Incorporated by Reference

To incorporate documents by reference by the addition of new paragraphs as set out below:

“(x) the financial report for the six months to 30 September 2013 for SSE that was published via the RNS on 13 November 2013 (“**SSE’s 2013 Half Year Report**”) (included from page 54 “Consolidated Income Statement” to page 77 of SSE’s 2013 Half Year Report).

“The financial information set out in these interim statements has been prepared in accordance with the Disclosure and Transparency Rules of the Financial Conduct Authority and IAS 34 Interim Financial Reporting as adopted by the EU.”

The content of the Excluded Information is not relevant to investors.

“Excluded Information” means forward-looking statements about financial and operational matters contained within SSE’s 2013 Half Year Report.

28 November 2013