

IMPORTANT: You must read the following before continuing. The following applies to the Supplementary Prospectus following this page (the “**Supplementary Prospectus**”), and you are therefore advised to read this carefully before reading, accessing or making any other use of the Supplementary Prospectus. In accessing the Supplementary Prospectus, you agree to be bound by the following terms and conditions, including any modifications to them any time you receive any information from us as a result of such access.

NOTHING IN THIS ELECTRONIC TRANSMISSION CONSTITUTES AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY THE SECURITIES DESCRIBED IN THE SUPPLEMENTARY PROSPECTUS IN ANY JURISDICTION WHERE IT IS UNLAWFUL TO DO SO.

THE SECURITIES TO BE ISSUED HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE “**SECURITIES ACT**”) OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES OR OTHER RELEVANT JURISDICTION AND THE SECURITIES MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS (AS DEFINED IN REGULATION S UNDER THE SECURITIES ACT), EXCEPT IN A TRANSACTION NOT SUBJECT TO THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND IN ACCORDANCE WITH APPLICABLE STATE OR LOCAL SECURITIES LAWS.

THE SUPPLEMENTARY PROSPECTUS MAY NOT BE FORWARDED OR DISTRIBUTED TO ANY OTHER PERSON AND MAY NOT BE REPRODUCED IN ANY MANNER WHATSOEVER. ANY FORWARDING, DISTRIBUTION OR REPRODUCTION OF THIS DOCUMENT IN WHOLE OR IN PART IS UNAUTHORISED. FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF THE SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS.

Confirmation of your Representation: You have been sent the attached Supplementary Prospectus at your request and by accepting the e-mail and by accepting this Supplementary Prospectus you shall be deemed to have represented to the Dealers (as defined in the Supplementary Prospectus) and senders of the attached, (i) that you are not (or, if you are acting for another person, such person is not) a U.S. person, (ii) that you are not (or, if you are acting on behalf of another person, such person is not) located in the United States of America, its territories or possessions, any State of the United States or the District of Columbia (where “possessions” include Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands) and (iii) that you consent (and if you are acting on behalf of another person, such person consents) to this delivery by electronic transmission.

You are reminded that the Supplementary Prospectus has been delivered to you on the basis that you are a person into whose possession the Supplementary Prospectus may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located and you may not, nor are you authorised to, deliver the Supplementary Prospectus to any other person.

The Supplementary Prospectus does not constitute, and may not be used in connection with, an offer or solicitation in any place where offers or solicitations are not permitted by law. If a jurisdiction requires that the offering be made by a licensed broker or dealer and any Dealer or any affiliate of a Dealer is a licensed broker or dealer in that jurisdiction, the offering shall be deemed to be made by such Dealer or such affiliate on behalf of the relevant Issuer in such jurisdiction. The Supplementary Prospectus may only be communicated to persons in the United Kingdom in circumstances where section 21(1) of the Financial Services and Markets Act 2000 does not apply.

The Supplementary Prospectus has been sent to you in electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of electronic transmission and consequently none of the Issuers, any Dealer or any person who controls any Dealer or any director, officer, employee or agent or affiliate of any such person accepts any liability or responsibility whatsoever in respect of any difference between the Supplementary Prospectus distributed to you in electronic format herewith and the hard copy version available to you on request from any Dealer.

SUPPLEMENTARY PROSPECTUS DATED 14 JANUARY 2009 TO THE PROSPECTUS DATED 13 JUNE 2008 AS PREVIOUSLY SUPPLEMENTED BY A SUPPLEMENTARY PROSPECTUS DATED 9 DECEMBER 2008



Scottish and Southern Energy 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)

Southern Electric Power Distribution plc

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

€5,000,000,000

Euro Medium Term Note Programme

This Supplementary Prospectus (the “**Supplementary Prospectus**”), to the Prospectus (the “**Base Prospectus**”) dated 13 June 2008 as supplemented by a supplementary prospectus dated 9 December 2008 (together with the Base Prospectus, the “**Prospectus**”) which comprises a base prospectus for the purposes of Article 5.4 of the Prospectus Directive 2003/71/EC for each of Scottish and Southern Energy plc (“**SSE**”), 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 the Prospectus Directive 2003/71/EC in relation to the Issuers, and is prepared in connection with the €5,000,000,000 Euro Medium Term Note Programme (the “**Programme**”) established by the Issuers.

This Supplementary Prospectus is supplemental to, and should be read in conjunction with, the Prospectus and any other supplements to the Prospectus issued by the Issuers or any Issuer. 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.

The purposes of this Supplementary Prospectus are:

1. To amend the section entitled “*Description of the Issuers – Scottish and Southern Energy plc – Recent Developments / Acquisitions*” on page 55 of the Prospectus by the addition of a new paragraph below the paragraph entitled “*Airtricity*” as set out below:

“Equity Placing

On 7 January 2009, SSE announced a placing of 42 million new ordinary shares (the “**Placing Shares**”) at a price of 1,140 pence per share. The gross proceeds of the placing were £479 million. The issue of the Placing Shares represented an increase of approximately 4.8% in SSE's current share capital. The Placing Shares were issued credited as fully paid and rank *pari passu* in all respects with the existing ordinary shares of SSE. The Placing Shares carry the right to SSE's interim dividend of 19.8 pence per share declared on 12 November 2008, payable on 27 March 2009 to shareholders on the register on 20 February 2009, and to subsequent distributions. The Placing Shares have been admitted to the Official List of the Financial Services Authority, and have been admitted to trading by the London Stock Exchange plc on its main market for listed securities.”.

14 January 2009