

SUPPLEMENT DATED 28 MARCH 2025 TO THE PROSPECTUS DATED 3 OCTOBER 2024



Southern Gas Networks plc



Scotland Gas Networks plc

SOUTHERN GAS NETWORKS PLC

(incorporated with limited liability under the laws of England and Wales under registered number 05167021)

(Legal Entity Identifier: 549300SPX8573VZ2SK79)

SCOTLAND GAS NETWORKS PLC

(incorporated with limited liability under the laws of Scotland under registered number SC264065)

(Legal Entity Identifier: 549300Y7M5CC1U5DBX07)

£5,000,000,000

Euro Medium Term Note Programme

This supplement (the **“Supplement”**) is prepared as a supplement to, and must be read in conjunction with the base prospectus dated 3 October 2024 (the **“Prospectus”**, which definition includes the Prospectus and all information incorporated by reference therein) relating to the £5,000,000,000 Euro Medium Term Note Programme (the **“Programme”**) established by each of Southern Gas Networks plc (**“Southern GN”**) and Scotland Gas Networks plc (**“Scotland GN”**) (together, the **“Issuers”** and each an **“Issuer”**). This Supplement together with the Prospectus constitutes a prospectus for the purposes of Regulation (EU) 2017/1129 as it forms part of domestic law in the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (the **“UK Prospectus Regulation”**). This Supplement constitutes a supplementary prospectus for the purposes of Article 23 of the UK Prospectus Regulation.

Unless otherwise defined in this Supplement, terms defined in the Prospectus have the same meaning when used in this Supplement. Unless stated otherwise, page numbers referred to in this Supplement refer to pages in the Prospectus.

This Supplement has been approved by the Financial Conduct Authority (the **“FCA”**), as competent authority under the UK Prospectus Regulation, as a supplement to the Prospectus in compliance with the UK Prospectus Regulation. The FCA only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Such approval should not be considered as an endorsement of either an Issuer or the quality of the Notes that are the subject of this Supplement and the Prospectus and investors should make their own assessment as to the suitability of investing in the Notes.

Each Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of each Issuer the information contained in this Supplement is in accordance with the facts and this Supplement makes no omission likely to affect its import.

The purpose of this Supplement is to:

- (I) incorporate by reference the unaudited interim financial information for each of Southern GN and Scotland GN for the six month period ended 30 September 2024. Each Issuer, being the relevant person responsible for the financial information included in the unaudited interim financial information, approves such financial information; and
- (II) update the **“Significant or Material Change”** statement in Chapter 12 (*Listing and General Information*) in light of the publication of the unaudited interim financial information by each of the Issuers referred to at (I) above,

each as described further below.

(I) DOCUMENTS INCORPORATED BY REFERENCE

The unaudited interim financial information of Southern GN and Scotland GN for the six month period ended 30 September 2024 (available at: <https://www.sgn.co.uk/reports-publications>) shall, by virtue of this Supplement, be incorporated in, and form part of, the Prospectus.

(II) SIGNIFICANT OR MATERIAL CHANGE

Chapter 12 (*Listing and General Information*) on page 136 of the Prospectus shall be updated by replacing the third paragraph with the following:

“(3) As at the date of this Prospectus, there has been no significant change in the financial position or financial performance of Southern GN or Scotland GN, respectively, since 30 September 2024, the date of the most recently published financial statements of the Issuers. There has been no material adverse change in the prospects of Southern GN or Scotland GN, respectively, since 31 March 2024, the date of the most recently published audited financial statements of the Issuers.”

(III) CHANGES TO THE BOARD OF DIRECTORS

In Chapter 1 (*Overview of the Issuers and the SGN Group*) in the section “*Management*” on page 14 of the Prospectus and in Chapter 8 (*Management*) on page 111 of the Prospectus the wording “Mark Wild, current Chief Executive Officer, who is supported by Simon Kilonback, the Chief Financial Officer” shall be replaced with “Simon Kilonback, current Chief Executive Officer, who is supported by Tony King, the Chief Financial Officer”.

Chapter 8 (*Management*) on page 111 of the Prospectus shall be updated by replacing the words “Christian Fingerle” with “James Adam”.

Chapter 8 (*Management*) on page 111 of the Prospectus shall further be updated by replacing the section “*Mark Wild, Chief Executive Officer*” with the following section:

“Simon Kilonback, Chief Executive Officer

Simon Kilonback took up the role of CEO for SGN in December 2024 taking over from Mark Wild. He first joined SGN as Chief Financial officer in September 2023. Simon is widely acknowledged as a leader with vast experience in overseeing safety-focused organisations integral to the UK’s critical national infrastructure. He previously served as the CFO of Transport for London for five years, and has held roles at Lloyds Banking Group, HBOS, WH Smith, and Sony. He has also acted as CFO of G.Network, a private equity owned full fibre broadband business building a proprietary fibre network in the heart of London.”

Chapter 8 (*Management*) on page 112 of the Prospectus shall further be updated by replacing the section “*Simon Kilonback, Chief Financial Officer*” with the following section:

“Tony King, Chief Financial Officer

Tony King took up the role of CFO for SGN in November 2024. He brings over 30 years of experience in C-suite roles across sectors including transportation, construction, energy, and manufacturing. Most recently, Tony has been the Group CFO at Thakeham Group, a leader in zero-carbon house building, overseeing growth and strategic direction.”

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference in this Supplement and (b) any other statement in or incorporated by reference in the Prospectus prior to the date of this Supplement, the statements in (a) above will prevail.

Save as disclosed in this Supplement, no significant new factor, material mistake or inaccuracy relating to information included in the Prospectus has arisen or been noted, as the case may be, since the publication of the Prospectus.

If documents which are incorporated by reference to this Supplement themselves incorporate any information or other documents therein, either expressly or implicitly, such information or other documents will not form part of this Supplement for the purposes of the UK Prospectus Regulation except where such information or other documents are specifically incorporated by reference or where this Supplement is specifically defined as including such information.

The date of this Supplement is 28 March 2025.