



SSE plc

(Incorporated in England and Wales with limited liability under 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 Supplement (the **Supplement**) to the Prospectus dated 23 August 2018 (the **Prospectus**), which comprises a base prospectus for the purposes of Article 5.4 of the Prospectus Directive 2003/71/EC (as amended, including by Directive 2010/73/EU), and any relevant implementing measure in a relevant Member State of the European Economic Area (the **Prospectus Directive**), constitutes a supplementary prospectus for the purposes of Article 16 of the Prospectus Directive and is prepared in connection with the €10,000,000,000 Euro Medium Term Note Programme (the **Programme**) established by SSE plc, Scottish Hydro Electric Power Distribution plc, Scottish Hydro Electric Transmission plc and Southern Electric Power Distribution plc (the **Issuers**). Terms defined in the Prospectus have the same meaning when used in this Supplement. The Financial Conduct Authority, as the UK competent authority under the Prospectus Directive, has approved this Supplement.

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

The Issuers accept responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuers (each of which has taken all reasonable care to ensure that such is the case) the information contained in this Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Purpose of this Supplement

The purpose of this Supplement is to amend the Risk Factor entitled “Energy Volumetric Risk and Other Weather Related Risks” on page 19 of the Prospectus.

Amendment to the “Energy Volumetric Risk and Other Weather Related Risks” Risk Factor

The Risk Factor entitled “Energy Volumetric Risk and Other Weather Related Risks” is deleted in its entirety and replaced with the following:

“Energy Volumetric Risk and Other Weather Related Risks

Extreme weather conditions may result in network damage, which in turn is likely to result in disruption to electricity supply. Changes in temperature can affect demand for power and gas and consequently impact the price of these commodities and the number of units distributed. Additionally rainfall and/or snow melt conditions impact on hydroelectric generation output, and wind conditions impact on wind generation output.

On 19 July 2018 SSE issued its trading statement for the first quarter of 2018/19, and reported that dry, still and warm weather (as well as the financial year so far also being characterised by persistently high gas prices), has resulted in a higher cost of energy, lower than expected output of electricity from renewable sources and lower volumes of energy being consumed, all of which had a significant impact on the performance of the SSE Group in the first quarter of 2018/19. SSE released a further trading statement on 12 September 2018, indicating that the continuance of dry, still and warm weather as well as persistently high gas prices during the five months to 31 August 2018 has had a significant impact on its financial performance. In response to the 12 September 2018 trading statement, Moody's has placed SSE's senior unsecured rating on review for downgrade and Standard & Poor's has placed SSE's long term issuer credit rating and its senior unsecured rating on CreditWatch with negative implications.

All of the above have the potential to adversely affect the SSE Group earnings, whilst supply interruptions could result in adverse publicity, negative customer perception and possible regulatory action."

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