

SUPPLEMENTARY PROSPECTUS DATED 9 DECEMBER 2008 TO THE PROSPECTUS DATED 13 JUNE 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 dated 13 June 2008 (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.

Copies of documents incorporated by reference in the Prospectus will be available, during usual business hours on any weekday (Saturdays and public holidays excepted), for inspection at the office of any of the Paying Agents as described in the Prospectus.

If documents which are incorporated by reference in this Supplementary Prospectus themselves incorporate any information or other documents therein, either expressly or implicitly, such

information or other documents will not form part of this Supplementary Prospectus for the purposes of the Prospectus Directive except where such information or other documents are specifically incorporated by reference in the Supplementary Prospectus.

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 “*Documents incorporated by reference*” on page 5 of the Prospectus by the addition of a new paragraph (iv) as set out below:

“(iv) the audited consolidated half-yearly financial report for SSE for the six months ended 30 September 2008.”
2. To amend paragraph (8) of the section entitled “*General information*” on page 74 of the Prospectus by the addition of a new paragraph (viii) as set out below:

“(viii) the audited consolidated half-yearly financial report for SSE for the six months ended 30 September 2008.”

9 December 2008