



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 Base Prospectus dated 18 September 2019 (the **Base Prospectus**), which comprises a base prospectus for the purposes of Regulation 2017/1129 (the **Prospectus Regulation**) and relevant implementing measures in the United Kingdom constitutes a supplementary prospectus for the purposes of Article 23 of the Prospectus Regulation 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 Base Prospectus have the same meaning when used in this Supplement. The Financial Conduct Authority, as the UK competent authority under the Prospectus Regulation and relevant implementing measures in the United Kingdom, has approved this Supplement.

This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus issued by the Issuers and any other supplements to the Base 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, 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 sections titled Documents Incorporated by Reference and Risk Factors in the Base Prospectus.

Documents Incorporated by Reference

The section titled Documents Incorporated by Reference, on pages 8 – 9 of the Base Prospectus, is hereby amended as follows:

On page 8, the following bullet point is added after the first bullet point as (ii):

- (ii) the interim financial statements of the SSE Group for the six months to 30 September 2019 (included on pages 49 to 55 of the interim results of the SSE Group for the six months to 30 September 2019) (https://sse.com/media/642919/SSE19_20InterimStatementFinal.pdf),

Risk Factors

The section titled Risk Factors, on pages 11 – 23 of the Base Prospectus, is hereby amended as follows:

On page 16, the following risk factor will be added after the risk factor titled “*Environmental and Weather Related Risks*”:

“SSE Group is subject to risks arising from macro-economic conditions in the UK, Ireland or globally

As SSE Group’s customer base is UK and Ireland based, it will be significantly exposed to the condition of the UK and Irish economies. In particular, factors such as UK or Irish house prices, levels of employment, interest rates and change in customers’ income can each have a material impact on the SSE Group and its customer base. Should macro-economic conditions in the UK, Ireland or elsewhere deteriorate (including as a result of epidemics or pandemics or the fear of such crises (such as coronavirus, measles, SARS, Ebola, H1N1, Zika, avian influenza, swine flu, or other epidemic diseases)) or should there be uncertainty and/or volatility in relation to these factors, there can be no guarantee that this would not adversely impact SSE Group’s business, results of operations, financial condition and prospects.”

General Information

The following shall be added to the section General Information on page 128 of the Base Prospectus (replacing the existing significant change statement relating to SSE and the SSE Group):

There has been no significant change in the financial performance or position of SSE or the SSE Group since 30 September 2019, being the date of the latest interim financial statements of the SSE Group for the six months to 30 September 2019.

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