

**SUPPLEMENT DATED 5 JUNE 2024 TO THE BASE PROSPECTUS DATED 24 AUGUST 2023 AS  
SUPPLEMENTED ON 19 DECEMBER 2023**



**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 24 August 2023 and supplement base prospectus dated 19 December 2023 (together, the **Base Prospectus**), which comprises a base prospectus for the purposes of Article 8 of Regulation (EU) 2017/1129 (as it forms part of United Kingdom domestic law by virtue of the European Union (Withdrawal) Act 2018) (the **UK Prospectus Regulation**), constitutes a supplementary prospectus for the purposes of Article 23 of the UK 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, in its capacity as the competent authority under the UK Prospectus Regulation, 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 makes no omission likely to affect its import.

**Purpose of this Supplement**

The purpose of this Supplement is to (i) amend the section titled Documents Incorporated by Reference in the Base Prospectus and (ii) update the no significant change statement for the SSE Group.

**Documents Incorporated by Reference**

The section titled Documents Incorporated by Reference, on pages 9-10 of the Base Prospectus, is hereby amended as follows:

On page 9, item (i) shall be replaced in its entirety with the following:

- “(i) the audited consolidated financial statements of SSE for the financial year ended 31 March 2022, together with the independent audit report thereon and discussion around alternative

performance measures (included on pages 214 to 289 and pages 336 to 346 and 203 to 211 respectively of the 2023 Annual Report of SSE) (<https://www.sse.com/media/blhnywb/sse-full-annual-report.pdf>), the audited consolidated financial statements of SSE for the financial year ended 31 March 2023, together with the independent audit report thereon and discussion around alternative performance measures (included on pages 203 to 275 and pages 326 to 336 and 194 to 201 respectively of the 2023 Annual Report of SSE) (<https://www.sse.com/media/pf3fsfak/sse-plc-annual-report.pdf>), and the unaudited summary consolidated financial statements of SSE for the financial year 31 March 2024, together with the discussion around alternative performance measures (included on pages 63 to 103 and 55 to 62 respectively of the 2024 preliminary results of SSE) ([2023-24-full-year-results-statement.pdf](https://www.sse.com/media/2023-24-full-year-results-statement.pdf));”

Further, the below language which was added as item (ii) to page 9 of the Base Prospectus by way of the supplemental base prospectus dated 19 December 2023 shall be deleted in its entirety, with the subsequent bullet points renumbered accordingly:

- (ii) the unaudited consolidated financial statements of SSE for the six months ended 30 September 2023, together with the independent review report thereon and discussion around alternative performance measures (included on pages 59 to 99; page 102; and pages 52 to 58 respectively of the interim results of SSE for the six months to 30 September 2023) ([sse-hy24-statement-final.pdf](https://www.sse.com/media/sse-hy24-statement-final.pdf)).

### **General Information**

The following shall be added to the section General Information on page 148 of the Base Prospectus (replacing the existing significant change statement relating to SSE and the SSE Group at the first sub-paragraph of paragraph 3):

“There has been no significant change in the financial performance or financial position of (a) SSE or the SSE Group since 31 March 2024 to the date of this Prospectus or (b) SHEPD, SSEN Transmission or SEPD since 31 March 2023 to the date of this Prospectus.”

### **General**

To the extent that there is any inconsistency between (i) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (ii) any other statement in, or incorporated by reference into, the Base Prospectus, the statements in (i) will prevail.

Any documents themselves incorporated by reference in the document incorporated by reference into the Base Prospectus by this Supplement shall not form part of this Supplement. Any non-incorporated parts of the document referred to herein are either deemed not relevant for an investor or are otherwise covered elsewhere in the Base Prospectus. Unless expressly stated otherwise in this Supplement or the Base Prospectus, the content of websites or URLs referred to in this Supplement, or in the document incorporated by reference by virtue of this Supplement, does not form part of this Supplement or the Base Prospectus and has not been scrutinised or approved by the FCA.

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.