

Southern Electric Power Distribution plc

Regulatory Accounts for the year ended 31 March 2008

| CONTENTS | Section |
|--|----------------|
| Corporate Report | 1 |
| Regulatory Accounts | 2 |
| Independent auditors' report to Scottish Hydro Electric Power Distribution Plc and to the Gas and Electricity Markets Authority ("The Regulator") | 3 |

Southern Electric Power Distribution plc

Corporate Report for the year ended 31 March 2008

| CONTENTS | Section 1 Page No. |
|--------------------------------|-------------------------------|
| Review of the Year | 1 - 6 |
| Corporate Governance Statement | 7 - 8 |

Southern Electric Power Distribution plc

Corporate Report: Review of the year to 31 March 2008

Southern Electric Power Distribution plc (the Company) is a wholly owned subsidiary of Scottish and Southern Energy plc (the Group). The Company's first responsibility is to maintain safe and reliable supplies of electricity and to restore supplies as quickly as possible in the event of interruptions. In line with this it is encouraging that our performance across a range of measures continues to be good. This performance has been achieved while maintaining close control over the operating cost base and confirms that the electricity networks managed by the Group are among the most efficient in the world.

The Company is the subject of incentive-based regulation by the Office of Gas and Electricity Markets (Ofgem), which sets for periods of five years the prices that can be charged for the use of the electricity network, the capital expenditure and the allowed operating expenditure. In broad terms, Ofgem seeks to strike the right balance between attracting investment in electricity networks, encouraging companies to operate the networks as efficiently as possible and ensuring that prices for customers are no higher than they need to be. As at 31 March 2008, the Company estimates that, based on Ofgem's methodology for valuing the assets of the Company's distribution business (the Regulated Asset Value or 'RAV') was approximately £1,570m.

During 2007/08, the Company's operating profit increased by 18.4% to £210.5m. One of the principal reasons for this was the reduction in the charge related to pension deficit contributions made to the Southern Electric Pension Scheme (SEPS). Under the current price control arrangements with Ofgem, 76% of the total pension deficit repair contributions made to the SEPS are allowed to be recovered by the Company. The charge to the Company in 2007/08 was £27.0M, which is 76% of the total deficit payment to SEPS for this year. This compares with a charge to the Company of £49.0M in 2006/07. The charge in 2006/07 represented two years contribution for 2006/07 & 2005/06. Adjusting for the pension deficit charge the underlying performance of the Company saw an increase in the operating profit of £10.7M (4.7%) from the previous year.

During the year, the Company distributed 34.2TWh of electricity, compared with 33.9TWh in the previous year. There was a 1.1% increase in the number of customers to whom electricity is distributed. This combined with an increase in the price of these units has also contributed to the increase in profitability in the year. In addition to this increase in underlying operating profit were gains on disposal of assets of £8.9M which included £8.2M in relation to the sale of a 132kv overhead line at Marchwood in Hampshire.

Ensuring the reliability of the electricity networks it owns and operates is one of the Company's main priorities and the key measures of reliability are customer minutes lost and customer interruptions. The average number of minutes that customers in the Southern Electric Power Distribution area were without supply was 67, this was 5 fewer than in the previous year; and the number of supply interruptions per 100 customers was 66, compared with 75 in the previous year. Performance in respect of both minutes lost and interruptions was ahead of the targets set by Ofgem under its Quality of Service Incentive Scheme (QSIS), which gives financial benefits to distribution network operators that deliver good performance for customers. This, together with income earned in 2007/08 under other incentive arrangements is expected to lead to the Company receiving additional revenue totalling £10.5m during the next two financial years.

Electricity Network Investment

The key responsibility of the Company's business is to maintain safe and reliable supplies of electricity and to restore supplies as quickly as possible in the event of interruptions. The Distribution Price Control Review for 2005-10 resulted in substantially increased allowances for capital expenditure to maintain and improve the networks' performance. This will enable the Company to increase its revenue from its networks, and delivery of this enhanced investment programme was one of the Company's priorities for the year. 2007/08 was Year 3 of the current Distribution Price Control Review and the level of capital expenditure increased significantly in the year with the commencement of a number of significant schemes and an increase in refurbishment programmes. Capital expenditure was £170.3m during the year, which was 24.6% higher than in 2006/07. In the course of the year, the Company added just over 915km to the length of its networks, taking the total to over 75,500km. 2008/09 will see a further increase in capital expenditure .

Southern Electric Power Distribution plc

Corporate Report: Review of the year to 31 March 2008

Electricity Distribution Priorities in 2008/09

During 2008/09, the Company's first objective will be to maintain safe and reliable supplies of power. In addition a key objective is to ensure that the network operations are managed as efficiently as possible, including maintaining tight controls over operational expenditure and delivering efficient capital expenditure, so that the number and duration of power cuts experienced by customers is kept to a minimum. The Company seeks to earn additional incentive-based revenue under the various Ofgem-sponsored schemes. Over time, the objective is to grow the RAV of the network business and secure increased revenue from it.

These objectives will be supported by delivery of continuous improvement initiatives, following the implementation of a review of internal processes and customer-facing operations that took place during 2007/08. Ofgem has already stated that encouraging electricity distribution companies to be 'more responsive to the needs of customers' will be amongst its key priorities for the forthcoming Distribution Price Control Review for 2010-15.

Over the next year, detailed work will begin on the Review, where Ofgem's other key priorities include giving companies 'strong incentives to help tackle climate change' and 'delivering good value for consumers by ensuring that companies provide secure and more sustainable networks'. Ofgem also pointed out that it is likely that there will be growth in renewable and small-scale 'distributed' generation, which could see much more generation connecting directly to the distribution, as opposed to the transmission network.

The Company believe that constructive engagement with Ofgem during the Review process is important and this will be a major objective during 2008/09.

1 Operational Review

1.1 Factors affecting the Business

The Company is responsible for managing an electricity distribution network, serving more than 2,850,000 customers. Distribution of electricity within specified areas is a monopoly activity and the income earned by charging electricity customers for the use of the wires is closely regulated by Ofgem, as is the level of investment which is made in electricity networks. The Company has completed the third year of the price controls set for the period up to 31 March 2010.

Against this background, the Company's objective is to manage the consequences of the growth in demand for electricity and ensure the network has the minimum number of faults and the maximum robustness in the face of severe weather and other supply interruption risks. It is also important to automate networks so that when supply is interrupted, it can be restored as soon as possible. The programme of investment is designed with these goals in mind.

1.2 Use of Resources and Status of Significant Projects

In line with the policies in place to achieve the objectives highlighted at 1.1, a total of £170.3m was invested in the electricity network. The investment undertaken upgrades the electricity network and reinforces the value of the RAV which, in turn, supports the ongoing value of the business.

In the Southern Electric Power Distribution area, the programme to upgrade and refurbish the network continued during 2007/08, with 1,347km of high voltage overhead lines and 800km of low voltage lines refurbished.

The substantial programme of network automation continued, with another 105 urban substations completed, together with 70 new radio-controlled automated switching units in rural areas, allowing for faster restoration of supply to customers. There has also been significant investment in the underground network, with 70km of high voltage cable replaced.

Southern Electric Power Distribution plc

Corporate Report: Review of the Year to 31 March 2008

1 Operational Review (continued)

1.2 Use of Resources and Status of Significant Projects (continued)

The most significant electricity distribution project being undertaken by the Company is the construction of two new underground cable 132kV circuits from Bramley to Basingstoke in Hampshire, designed to ensure the electricity network can meet maximum demand for 650,000 customers served by the Bramley and Fleet grid supply points. The 10km route includes 4km of urban roads, directional drills under rural water courses and large open cut crossings through the main railway line in Basingstoke. It also requires development work at two substations. The total cost of the project is over £16m and it is on course for completion before the end of 2008.

The increased capital spend spans the breadth of the network aimed at improving customers quality of supply as well as replacing worn out assets. In our largest substations we have continued to invest appropriate amounts to meet both load growth and replace end of life assets. The Cippenham/Chalvey project to replace life expired transformers and switchgear cost £5m this year and features the most modern gas insulated switchgear situated indoors to meet tight space requirements.

At Henley, the Company replaced 5.5km of old fluid filled 33kV cable at a cost of £1.6m. This was a challenging project through the centre of a busy town and was delivered to time and budget despite the many issues faced. Load growth is still evident all over our Licence area with much of our investment focussed here. At Hedge End, a new primary substation was built at a cost of over £1m to meet load growth in the Southampton area.

Legislative changes and environmental pressures have required investment in a number of large schemes. Recent modifications to the Electricity, Safety, Quality and Continuity Regulations require us to increase our tree cutting and modify overhead lines to achieve revised clearance requirements. We have, wherever possible, undertaken this work along with our established programmes to minimise costs and ensure we take advantage of duplicate work sites. The total spend on overhead lines was approximately £24m in the year.

1.3 Employees

Employees are encouraged to participate in the businesses of the Group in a variety of ways. In support of the Board's commitment to providing opportunities for employees to become shareholders, the Group offers a Share Incentive Plan and a Sharesave Scheme which is open to all eligible employees. Employee participation in these schemes, over the Group, is around 38% and 37% respectively. The company recognises that its continuing success is closely linked to the performance, skills and individual commitment of its employees. As part of a 2007 employee award, all eligible employees were awarded 20 free shares. The company places a strong emphasis on employee communication and involvement. An employee newspaper is published and distributed to employees. Participation and engagement is encouraged through team meetings, briefings and the intranet where employees are informed of the latest company news from recent media coverage and about developments within the business.

The Group Chief Executive regularly communicates with employees through his blog and receives feedback, in addition to live on-screen question and answer style 'webchats'. During the year, the senior management held a series of roadshows around the Group to present and discuss the Group's vision, values and strategy. The Company has in place an extensive range of policies to safeguard the interests of its employees and potential employees. In particular, its equal opportunities policy aims to ensure that all employees and job applicants are no less fairly treated due to age, gender, sexual orientation, race, disability or other reasons not justified in law or relevant to performing their job. The Company also aims to ensure that employees have the right skills to deliver the high standards of performance that are necessary to achieve its objectives. Detailed information about the Group's approach to these and related matters is set out in its Corporate Responsibility Report 2008.

Southern Electric Power Distribution plc

Corporate Report: Review of the Year to 31 March 2008

1 Operational Review (continued)

1.4 Safety

The Group believes that all work can be done in such a way that no-one, whether an employee, contractor, customer or member of the community, suffers from its operations. It believes that all injuries are preventable and it aims to provide staff with training, work methods and equipment to achieve that goal.

'Being safe' is a core value in the business. In line with this, the Group's Health, Safety and Environment Manual, which has the status of a work instruction, emphasises that safety will not be compromised for business interest or operational pressures and all injuries, plant damage and near misses will be reported and investigated. The Health, Safety and Environmental Advisory Committee, together with the Audit Committee and management, ensures that health, safety and environmental policy statements are being adhered to; sets health, safety and environmental targets for the Group; and monitors the performance of the Group against these targets. The Director with lead responsibility for Health and Safety is Colin Hood, who chairs the Safety and Health leadership team.

As a result of this commitment to safety, Scottish and Southern Energy plc continues to be at the forefront of Britain's electricity industry in relation to safety.

1.5 Principal risks and uncertainties

As noted, the Company is responsible for managing a regulated electricity distribution network, based in the South of England. One of the major risks arises from the quinquennial price review, when the future income that the Company may collect from the users of the electricity network is set. The current price control period runs from 1 April 2005 to 31 March 2010 and discussions on the next price control have now started. The year to 31 March 2008 is the third year of the current price review period. In arriving at the allowed income Ofgem assess the revenue and capital expenditure plans of the business and determine an efficient level of that expenditure. In addition they assess the quality of service requirements for the network and determine a cost of capital sufficient to encourage the required investment in the network. Given the importance of the outcome of the price control review process, the establishment of allowable income for the following years, the Company invests considerable management time to ensure that the correct price control is set.

In March 2008, Ofgem announced plans to review the 20-year old regime governing the regulation of electricity and gas networks. The review will examine whether the 'current approach will continue to deliver customers reliable, well-run networks with good service at reasonable prices amid growing investment challenges faced by the energy networks in the future'. Ofgem has stated that the range of possible recommendations emerging from the review runs from no change to substantial change, and that where change is recommended, there will be full consultation. Because the review will not report until 2010, and because any proposed changes will be subject to consultation, work on the Distribution Price Control Review for 2010-15 is expected to be unaffected.

The key responsibility of the Company is to maintain safe and reliable supplies of electricity and to restore supplies as quickly as possible in the event of interruptions. In the long term this is done by ensuring the correct level of investment in the network. In the short term the electricity network can be subject to damage, and potentially major disruption, by the weather. Storms caused by winter weather fronts, winter snow fall and lightning storms at any time of year can damage the electricity distribution network and result in customers' supply of electricity being interrupted. To mitigate the effects of these events, weather forecasts are closely monitored and staff deployed in advance of foreseeable major weather events. Arrangements are in place to use resources from contractors and other electricity distribution network operators in the event of major interruptions and contracts are in place with suppliers of materials and services which can be brought into action at short notice in the event of severe weather.

Southern Electric Power Distribution plc

Corporate Report: Review of the Year to 31 March 2008

1 Operational Review (continued)

1.5 Principal risks and uncertainties (continued)

The Directors acknowledge that they have responsibility for the Company's systems of internal control and risk management and for monitoring their effectiveness. The purposes of these systems are to manage, rather than eliminate, the risk of failure to achieve business objectives, to provide reasonable assurance as to the quality of management information and to maintain proper control over the income, expenditure, assets and liabilities of the Company.

No system of control can, however, provide absolute assurance against material misstatement or loss. Accordingly, the Directors have regard to what controls, in their judgement, are appropriate to the Company's business and to the relative costs and benefits of implementing specific controls.

2. Financial Review

2.1 Balance Sheet

The Group and Company both continue to maintain one of the strongest balance sheets in the global utility sector. This gives the Company significant competitive advantage in terms of cost of funding and supporting new developments.

The majority of employees of the Company are members of the Southern Electric Pension Scheme, which, at 31 March 2008, had a deficit included in the Group accounts, net of deferred tax, of £97.1M (2007 - £154.0M).

2.2 Financial Risk Management

The Company's financial risk is managed as part of the wider group risk management policy.

The Company's operations are financed by a combination of retained profits, bank borrowings, long term debt issuance and inter company loan stocks.

The main financial risks affecting the Group include exposures to fluctuations or changes in interest rates, foreign exchange rates, liquidity, commodity prices and volumes and counterparty creditworthiness. The Group's Risk Committee, which reports to the Board, reviews and agrees policies for addressing each of these risks. At 31 March 2008, 65.7% of the Group's borrowings were at fixed or inflation-linked interest rates, after taking account of interest rate swaps. The Company's main risk area is in relation to interest rates and, as noted, this is controlled as part of the Group's risk management policies.

2.3 Taxation

The Company's effective current tax rate was 33.1% compared with 35.4% in the previous year after prior year adjustments. The headline effective tax rate is 16.5% compared with 29.1% in the previous year.

Southern Electric Power Distribution plc

Corporate Report: Review of the Year to 31 March 2008

2. Financial Review (continued)

2.4 Dividend

The Company's dividend policy was to distribute up to 50% of surplus cash flow as a dividend for both years.

2.5 Borrowings and Facilities

The Company has loans of £784.2m (2007 – £877.1m) of which £25.0m (2007 - £25.0m) is due to other group companies and £85.4m (2007 - £116.8m) is in the form of loans from the European Investment Bank. Of the total, interest is paid at fixed rates on £759.2m (2007 - £852.1m). As part of the adoption of the fair value hedge accounting requirements of FRS 25 and FRS 26, the Company's loans are stated as being £784.2m (2007 - £866.5m).

As at 31 March 2008, the weighted average interest rate payable was 5.20% (2007 – 5.41%) and the weighted average remaining term was 23.46 years (2007 – 21.91 years).

2.6 International Financial Reporting Standards

The application of International Financial Reporting Standards (IFRS) is required for listed companies for accounting periods commencing on or after 1 January 2005. As a result, the Group's Accounts for the year to 31 March 2008 have been prepared in accordance with EU adopted IFRS.

The accounts of Southern Electric Power Distribution plc have been prepared in accordance with applicable UK Generally Accepted Accounting Principles (UK GAAP).

Southern Electric Power Distribution plc

Corporate Governance Statement

Scottish and Southern Energy plc Group ("The Group")

The Board is accountable to the Group's shareholders for the good conduct of the Group's affairs. Throughout the year the Group monitors developments in corporate governance best practice. Due regard is also given to the policy guidelines of organisations representing major institutional investors. In addition, internal procedures are regularly reviewed and updated by the Board and the various Board committees.

The Board continues to be committed to ensuring that the highest standards of corporate governance are maintained. The Group's core purpose is to provide the energy people need in a reliable and sustainable way while abiding by its core values: safety; service; efficiency; sustainability; excellence; and teamwork.

The Board continues to be committed to ensuring that the highest standards of corporate governance are maintained and the Board confirms that throughout the year, the Group complied with all provisions set out in Section 1 of the Code.

The Board consists of a non-Executive Chairman, four Executive Directors and five independent non-Executive Directors. This gives the Board an appropriate balance of independence and experience, ensuring that no one individual or group of individuals has undue influence over the Board's decision-making. The composition of the Board and its committees is regularly reviewed to ensure that this balance and mix of skills and experience is maintained.

Southern Electric Power Distribution plc ("The Company")

Board of Directors

The Board consists of four Directors, two of whom are Directors of the Group. None of the Directors are Directors of Group Companies involved in Supply or Generation activities. The Group has an Audit Committee, a Remuneration Committee, an Executive Committee, a Risk Committee, a Health, Safety and Environmental Advisory Committee and a Nomination Committee and details of the appointees are included in the published Corporate Governance Statement of the Group. The Company, as a subsidiary entity, has no such Committees.

Internal Control

The Directors acknowledge that they have responsibility for the Company's systems of internal control and risk management and for monitoring their effectiveness. The purpose of these systems are to manage, rather than eliminate, the risk of failure to achieve business objectives, and provide reasonable assurance as to the quality of management information and to maintain proper control over the income, expenditure, assets and liabilities of the Company.

No system of control can, however, provide absolute assurance against material misstatement or loss. Accordingly, the Directors have regard to what controls, in their judgement, are appropriate to the Company's business, to the materiality of the risks inherent in the business, and to the relative costs and benefits of implementing specific controls. This process is regularly reviewed by the Board and has been in place for the whole year.

Control is maintained through an organisation structure with clearly defined responsibilities, authority levels and lines of reporting; the appointment of suitably qualified staff in specialised business areas; and continuing investment in high quality information systems. These methods of control are subject to periodic review as to their implementation and continued suitability.

There are established procedures in place for regular budgeting and reporting of financial information. The Company's performance is reviewed by the Board and the Executive Committee. Reports include variance analysis and projected forecasts of the year compared to approved budgets and non-financial performance indicators.

There are policies in place covering a wide range of issues and risks such as financial authorisations, IT procedures, health, safety and environmental risks, crisis management, and a policy on ethical principles. The business risks associated with the Company's operations are regularly assessed by the Directors

The effectiveness of the systems of internal control is monitored by the internal audit department. Their reports, which include where appropriate relevant action plans, are distributed to senior managers and Directors.

Southern Electric Power Distribution plc

Corporate Governance Statement (continued)

Southern Electric Power Distribution plc ("The Company") continued

Environment

The Group manages a wide range of environmental issues. Operating the power systems network is recognised as a priority area and formal environmental management systems have been developed across the Group. The systems have five main elements, based on the established management cycle of (1) setting policy, (2) planning, (3) implementing and operating, (4) checking and correcting and (5) reviewing.

The system exists to enable managers to deliver the Group's environmental policies through procedures and work instructions. It reflects an integrated, Group-wide health and safety and environmental management system.

Going Concern

The Directors consider that the Company has adequate resources to continue in operational existence for the foreseeable future. The accounts are therefore prepared on a going concern basis.

Southern Electric Power Distribution plc

Accounts for the year ended 31 March 2008

| CONTENTS | Page No. |
|---|-----------------|
| Report of the Directors | 1 – 4 |
| Statement of directors' responsibilities in respect of the Directors' Report and the Accounts | 5 |
| Profit and Loss Account | 6 |
| Balance Sheet | 7 |
| Statement of Total Recognised Gains and Losses and Reconciliation of Movements in Shareholders' Funds | 8 |
| Notes on the Accounts | 9 - 25 |

Southern Electric Power Distribution plc

Report of the Directors

The Directors present their report together with the audited Accounts for the year ended 31 March 2008.

1. Principal Activity

The Company's principal activity continued to be the regulated distribution of electricity.

2. Business Review

The Company is responsible for managing an electricity distribution network, serving more than 2,850,000 customers in the South of England. Distribution of electricity, and the level of capital investment within the network area, is a monopoly activity and is closely regulated by the Office of Gas and Electricity Markets (Ofgem) within a framework known as the Price Control. This is set for a period of 5 years and the current price control runs until April 2010.

Review of development and performance of the Company

The year to 31 March 2008 was the third year of the current distribution price control period and the operating profit of £210.5M was £32.7M (18.4%) higher than that for the year to 31 March 2007.

One of the principal reasons for this was the reduction in the charge related to pension deficit contributions made to the Southern Electric Pension Scheme (SEPS). Under the current price control arrangements with Ofgem, 76% of the total pension deficit repair contributions made to the SEPS are allowed to be recovered by the Company. The charge to the Company in 2007/08 was £27.0M, which is 76% of the total deficit payment to SEPS for this year. This compares with a charge to the Company of £49.0M in 2006/07. The charge in 2006/07 represented two years contribution for 2006/07 & 2005/06.

The underlying performance of the Company before the pension deficit charge saw an increase in the operating profit of £10.7M (4.7%) from the previous year. This was primarily due to an increase in the number of units distributed in the year. During the year, the Company distributed 34.2TWh of electricity, compared with 33.9TWh in the previous year. There was a 1.1% increase in the number of customers to whom electricity is distributed. This combined with an increase in the price of these units was the main reason for the increase in profitability in the year. In addition to this increase in underlying operating profit were gains on disposal of £8.9M which included £8.2M in relation to the sale of a 132kv overhead line at Marchwood in Hampshire.

At the same time, the level of investment in the network has increased significantly in the year to maintain the existing assets and to increase the length of the network to meet new demand. In 2007/08, capital expenditure was £170.3M, an increase of 25% on 2006/07 and this level of investment is expected to grow further in 2008/09. In 2007/08, an additional 915km in length was added to the network and a further 2,690km were refurbished.

The operational performance of the Company was good with the number of supply interruptions per 100 customers falling to 66 from 75 the previous year. In addition there was a reduction in the number of customer minutes lost from 72 in 2006/07 to 67 in 2007/08. This performance was ahead of the target set by Ofgem and is expected to contribute, along with other incentives established in the price control agreement, towards additional income of approximately £10.5M in the next 2 financial years.

Southern Electric Power Distribution plc

Report of the Directors (continued)

2. Business Review (continued)

Principal Risks and Uncertainties

As noted, the Company is responsible for managing a regulated electricity distribution network, based in the South of England. One of the major risks arises from the quinquennial price review, when the future income that the Company may collect from the users of the electricity network is set. The current price control period runs from 1 April 2005 to 31 March 2010. The year to 31 March 2008 is the third year of the current price review period. In arriving at allowed income, Ofgem assess the revenue and capital expenditure plans for the business and determine an efficient level of expenditure. In addition, they assess the quality of service requirements for the network and determine a cost of capital sufficient to encourage the required investment in the network. Given the importance of the outcome of the price control review process and the agreement of allowed income for the following five years, the Company invests considerable management time to ensure that an equitable price control is agreed. The fifth Distribution Price Control Process (DPCR5) has recently formally commenced and the Company believe that full and proactive engagement with Ofgem is essential during this two year process.

The key responsibility of the Company is to maintain safe and reliable supplies of electricity and to restore supplies as quickly as possible in the event of interruptions. In the long term this is done by ensuring the correct level of investment in the network. In the short term the electricity network can be subject to damage, and potentially major disruption, by the weather. Storms caused by winter weather fronts, winter snow fall and lightning storms at any time of year can damage the electricity distribution network and result in customers' supply of electricity being interrupted. To mitigate the effects of these events, weather forecasts are closely monitored and staff deployed in advance of foreseeable major weather events. Arrangements are in place to use resources from contractors and other electricity distribution network operators in the event of major interruptions and contracts are in place with suppliers of materials and services which can be brought into action at short notice in the event of severe weather.

The Directors acknowledge that they have responsibility for the Company's systems of internal control and risk management and for monitoring their effectiveness. The purposes of these systems are to manage, rather than eliminate, the risk of failure to achieve business objectives, to provide reasonable assurance as to the quality of management information and to maintain proper control over the income, expenditure, assets and liabilities of the Company.

No system of control can, however, provide absolute assurance against material misstatement or loss. Accordingly, the Directors have regard to what controls, in their judgement, are appropriate to the Company's business and to the relative costs and benefits of implementing specific controls.

Key Performance Indicators

The following financial and operational key performance indicators are used by the Company in measuring performance:

Financial

a) Operating Profit (£M)

| | |
|--------------------|---------|
| Year to March 2007 | £177.8M |
| Year to March 2008 | £210.5M |
| Increase (%) | 18.4% |

b) Capital Expenditure (£M)

| | |
|--------------------|---------|
| Year to March 2007 | £136.7M |
| Year to March 2008 | £170.3M |
| Increase (%) | 24.6% |

Operational

c) Electricity Distributed (TWh)

| | |
|--------------------|----------|
| Year to March 2007 | 33.9 TWh |
| Year to March 2008 | 34.2 TWh |
| Increase (%) | +0.9% |

Southern Electric Power Distribution plc

Report of the Directors (continued)

2. Business Review (continued)

Key Performance Indicators (continued)

d) Customer Minutes Lost

| | |
|--------------------|------|
| Year to March 2007 | 72 |
| Year to March 2008 | 67 |
| Decrease | 6.9% |

e) Customer Interruptions – number per 100 customers

| | |
|--------------------|-------|
| Year to March 2007 | 75 |
| Year to March 2008 | 66 |
| Decrease | 12.0% |

3. Results and Dividends

The profit for the financial year amounted to £158.6m (2007 - £101.8m). A final dividend of £20.0m (2007 – £15.0m) was declared, approved and paid by the board during the year. The final dividend for the previous year was also paid during the year ended 31 March 2008.

4. Directors

The Directors who served during the year were as follows:-

Gregor Alexander
Colin Hood
Steven Kennedy
Mark Mathieson (appointed 21/11/2007)

5. Political and Charitable Donations

During the year, no charitable or political donations were made.

6. Employment Policies

Staff are actively encouraged to be involved in Company affairs in a wide variety of ways. These include monthly team meetings, briefing documents and internal videos. Policies on such matters as Equal Opportunities and Health and Safety are regularly communicated to staff and involvement is supported through local committees. New staff joining the Company receive induction training.

It is Company policy, where possible, to provide employment opportunities for disabled people. Staff who become disabled are supported in continuing employment through identification of suitable jobs and the provision of necessary retraining.

7. Supplier Payment Policy

The Company complies with the CBI Prompt Payment Code. The main features of the Code are that payment terms are agreed at the outset of a transaction and are adhered to; that there is a clear and consistent policy that bills are paid in accordance with the contract; and that there are no alterations to payment terms without prior agreement. Copies of the Code are available on application to the Company Secretary. The number of suppliers' days represented by trade creditors was 42 days at 31 March 2008.

Southern Electric Power Distribution plc

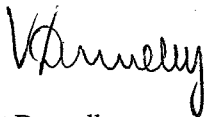
Report of the Directors (continued)

8. Auditors

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware; and each director has taken all the steps that ought to have been taken as a director to be aware of any relevant audit information and to establish that the company's auditors are aware of that information.

In accordance with Section 384 of the Companies Act 1985, a resolution for the re-appointment of KPMG Audit Plc as auditors of the Company is to be proposed at the forthcoming Annual General Meeting.

ON BEHALF OF THE BOARD



Vincent Donnelly
Company Secretary
22 July 2008

Southern Electric Power Distribution plc

Statement of directors' responsibilities in respect of the Directors' Report and the Accounts

The directors are responsible for preparing the Directors' Report and the Accounts in accordance with applicable law and regulations.

Company law requires the directors to prepare Accounts for each financial year. Under that law they have elected to prepare the Accounts in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

The Accounts are required by law to give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing these Accounts, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the Accounts; and
- prepare the Accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that its Accounts comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

The licensee is also required by standard condition 44 of the Electricity Distribution Licence to deliver to the Authority regulatory accounts prepared for each financial year ending on 31 March.

Southern Electric Power Distribution plc

**Profit and Loss Account
for the year ended 31 March 2008**

| | Note | 2008 £M | 2007 £M |
|--|------|--------------|--------------|
| Turnover | | 462.0 | 425.3 |
| Cost of sales | | (25.8) | (15.9) |
| Gross profit | | 436.2 | 409.4 |
| Distribution costs | | (218.3) | (222.2) |
| Administrative costs | | (7.4) | (9.4) |
| Operating profit | 2 | 210.5 | 177.8 |
| Gain on disposal of fixed assets | | 8.9 | 0.6 |
| Net interest payable | 5 | (29.4) | (34.8) |
| Profit on ordinary activities before taxation | | 190.0 | 143.6 |
| Tax on profit on ordinary activities | 6 | (31.4) | (41.8) |
| Profit for the financial year | 16 | 158.6 | 101.8 |

The above results are derived from continuing activities.

The accompanying notes are an integral part of these Accounts.

Southern Electric Power Distribution plc

Balance Sheet
as at 31 March 2008

| | Note | 2008 £M | 2007 £M |
|---|------|----------------|----------------|
| Fixed Assets | | | |
| Tangible assets | 8 | 1,783.4 | 1,686.1 |
| Investments | 9 | 0.3 | 0.3 |
| | | <u>1,783.7</u> | <u>1,686.4</u> |
| Current assets | | | |
| Debtors | 10 | 323.0 | 342.6 |
| Creditors: | | | |
| Amounts falling due within one year | 11 | (330.4) | (342.0) |
| Net current (liabilities)/assets | | <u>(7.4)</u> | <u>0.6</u> |
| Total assets less current liabilities | | <u>1,776.3</u> | <u>1,687.0</u> |
| Creditors: | | | |
| Amounts falling due after more than one year | 12 | (960.4) | (966.5) |
| Derivative financial liabilities | 19 | (0.9) | (13.9) |
| | | <u>(961.3)</u> | <u>(980.4)</u> |
| Provisions for liabilities and charges | | | |
| Deferred taxation | 14 | (295.2) | (326.7) |
| Net assets | | <u>519.8</u> | <u>379.9</u> |
| Capital and reserves | | | |
| Called up share capital | 15 | 7.9 | 7.9 |
| Profit and loss account | 16 | 511.9 | 372.0 |
| Shareholders' funds | | <u>519.8</u> | <u>379.9</u> |

These Accounts were approved by the Directors on 22 July 2008 and signed on their behalf by



Gregor Alexander, Director

Southern Electric Power Distribution plc

**Statement of Total Recognised Gains and Losses
for the year ended 31 March 2008**

| | 2008 £M | 2007 £M |
|---|--------------|--------------|
| Profit for the financial year | 158.6 | 101.8 |
| Total recognised gains and losses relating to the financial year | 158.6 | 101.8 |
| Total gains and losses recognised since last annual report | 158.6 | 101.8 |

**Reconciliation of Movement in Shareholders' Funds
as at 31 March 2008**

| | 2008 £M | 2007 £M |
|---|--------------|--------------|
| Profit for the financial year | 158.6 | 101.8 |
| Dividends | (20.0) | (15.0) |
| Credit in respect of employee share schemes | 1.3 | 2.2 |
| Purchase of shares to satisfy employee share awards | - | (0.7) |
| Net addition to shareholders' funds | 139.9 | 88.3 |
| Opening shareholders' funds | 379.9 | 291.6 |
| Closing shareholders' funds | 519.8 | 379.9 |

Southern Electric Power Distribution plc

Notes on the Accounts for the year ended 31 March 2008

1. Significant accounting policies

Basis of preparation

The Accounts have been prepared in accordance with all applicable United Kingdom accounting standards. The principal accounting policies are summarised below and have been applied consistently.

Under Financial Reporting Standard 1 (FRS 1), the Company is exempt from the requirement to prepare a cash flow statement on the grounds that the ultimate parent undertaking includes the Company in its own published consolidated Accounts.

As the Company is a wholly owned subsidiary of Scottish and Southern Energy plc (SSE plc), it has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with entities which form part of the Scottish and Southern Energy Group (the Group).

It has also taken advantage of the exemption contained in FRS 29 and has therefore not prepared the disclosures relating to financial instruments and capital as full disclosure is provided in Group accounts.

Turnover

Turnover comprises the value of electricity distribution services and facilities provided during the year. Turnover includes an estimate of the value of electricity distribution services provided to customers between the date of the last meter reading and the year end.

Research and development

Expenditure on research and development is charged to the profit and loss account as incurred.

Taxation

The charge for taxation is based on the profit for the year and takes into account deferred taxation.

Current tax, including UK corporation tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted, or substantially enacted, at the balance sheet date.

Deferred taxation arises in respect of items where there are timing differences between their treatment for accounting and taxation purposes. This is recognised where an obligation to pay more tax in the future has originated but not reversed at the balance sheet date. A deferred tax asset is recognised only when it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Tangible fixed assets

(i) Depreciation

Heritable and freehold land is not depreciated.

Depreciation is charged to the profit and loss account on other tangible fixed assets to write off cost, less residual values, on a straight line basis over their estimated useful lives. The estimated useful lives are as follows:

| | Years |
|---|------------------------------|
| Distribution assets | 10 to 80 |
| Non-operational assets: | |
| Buildings – freehold | Up to 60 |
| – leasehold | Lower of lease period and 60 |
| Fixtures, equipment, plant and machinery, vehicles and mobile plant | 4 to 10 |

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets or, where shorter, over the term of the relevant lease.

