

Nomination Committee report



Paula Rosput Reynolds

Chair of the Nomination Committee

Role of the Committee

- Oversees succession planning for Non-executive and Executive Directors.
- Considers and makes recommendations to the Board in respect of Board appointments.
- Ensured effective plans are maintained to result in a diverse pipeline of succession to the Board.
- Assists the Board in discharging its responsibilities around year-end governance disclosures.

Composition

The Committee comprises all independent Non-executive Directors and the Chair of the Board who is appointed as Chair of the Committee.

Membership

- Paula Rosput Reynolds (C)
- Ian Livingston
- Jacqui Ferguson
- Iain Mackay
- Anne Robinson
- Earl Shipp
- Jonathan Silver
- Tony Wood
- Martha Wyrsh



The Terms of Reference of the Nomination Committee are available on our website nationalgrid.com/about-us/corporate-information/corporate-governance.

Following the Board's committee restructure, as set out on page 89, the Nomination Committee was redefined as a dedicated committee responsible for Board succession planning for both Executive and Non-executive Directors (NEDs). Our reasoning was that since we were transitioning from one Chief Executive to another, we should recognise that both Board and management composition will naturally evolve. As such, we decided that all Non-executive Directors be members of this committee at this juncture. Wider workforce people-related matters are overseen by the People & Remuneration Committee.

The Committee ensures that appointments to the Board are made following a formal, rigorous and transparent process, in line with the 2024 Code. As such, although nine years is generally viewed as a maximum, all our Non-executive Directors have to offer themselves for annual re-election by shareholders.

Year-end governance and reporting

The Committee supports the Board in overseeing the Company's Director related governance disclosures for inclusion in the Annual Report and Accounts. The Committee reviewed and advised on Board composition, succession planning, diversity and inclusion, Board and Committee effectiveness, and related disclosures.

Board skills and experience

The composition, balance of skills, experience, independence and diversity of the Board remain under active evaluation. Our annual survey of board effectiveness is another helpful tool. The quality of engagement NEDs bring to board service, the style in which the individual Directors interact with fellow board members, as well as the Company's management, and the attitude of care about the Company's purpose, contribute importantly to overall NED effectiveness.

What is also key is that the Board recognises that the issues facing the Company continue to change and that the leadership of the Company is dynamic as well. Thus, we are mindful of our responsibility as a Board to refresh ourselves. The Board skills and experience matrix has to evolve with the environment in which the Company does business.

An overview of Board skills can be seen in the table to the right and the expertise of Directors can be found detailed within Board biographies on page 91. Our skills matrix highlights the broad skills that are in addition to the domain specific expertise of each director. The consideration given to this area supports the Board in satisfying itself that the Board operates in compliance with the 2024 Code and that the right level of skills and expertise can be found on the Board to reflect the increasingly complex environment that the Company operates in.

Key activities during the year

- Oversight of Board composition.
- Succession planning for Executive and Non-executive Directors.
- Support to the Board in relation to the Chief Executive transition.
- Prior to the Committee restructure, the People & Governance Committee considered people strategy and strategic workforce planning.

Board skills

Strategic oversight	10
Regulatory engagement oversight	9
Mergers, acquisitions, financing and divestments oversight	8
Government and political engagement oversight	7
Accounting and financial reporting oversight	6

Nomination Committee report cont.

Composition, time commitment and independence

Approach to collating diversity data

As required by UK regulation, we report on diversity data to the extent that respondents voluntarily self-declare. For Non-executive Directors, we ask that they submit relevant information at year-end as part of the declaration process.

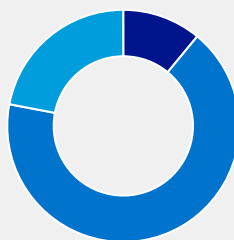
Board appointments are based on merit and objective criteria, including an analysis of the match of a candidate to skills areas where the Board determines particular expertise or depth is needed. In accordance with the 2024 Code, we have a Board Composition policy, which sets out the approach taken to appointments to the Board and its Committees, including in relation to diversity. The policy recognises the benefits of diversity in all its forms and seeks to ensure a good balance of skills, business experience, knowledge, perspectives and backgrounds is maintained, as per policy objective, while having regard to the Board's current and future needs and any periods of change or refreshment.

In the year, our gender, nationality, ethnicity and tenure of service percentages changed with the addition of Zoë Ujnovich to the Board and the departure of John Pettigrew. Our data can be seen in the adjacent section. As at 31 March 2026, we met the FCA's targets on Board diversity set out in UK Listing Rule 6.6.6R(9). We continue to believe that it is the trends in these factors – and close examination of the business qualifications of our Directors – that are the meaningful way to determine how appropriately the Board is composed.

In accordance with UK Listing Rule 6.6.6R(10), as at 31 March 2026, the numerical data on the gender and ethnic background of our Board and Group Executive Committee is set out on the tables to the right.

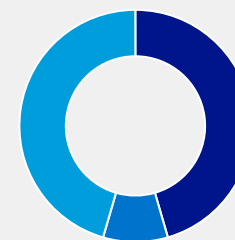
Board diversity as at 31 March 2026

Chair and Non-executive Directors' tenure



- 0-3 years **1 (11%)**
- 3-6 years **6 (67%)**
- 6-9 years **2 (22%)**

Board nationality



- UK **5 (45.5%)**
- UK/Australian **1 (9%)**
- US **5 (45.5%)**

Gender	Number of Board members	Percentage of the Board	Number of senior positions on the Board ¹	Number in executive management ²	Percentage of executive management ²
Men	6	54.5	2	6	42.9
Women	5	45.5	2	8	57.1
Not specified/prefer not to say	–	–	–	–	–

Ethnicity	Number of Board members	Percentage of the Board	Number of senior positions on the Board ¹	Number in executive management ²	Percentage of executive management ²
White British or other White (including minority-white groups)	9	81.8	4	12	85.7
Mixed/Multiple ethnic group	–	–	–	–	–
Asian/Asian British	–	–	–	–	–
Black/African/Caribbean/Black British	2	18.2	–	1	7.1
Other ethnic group	–	–	–	–	–
Not specified/prefer not to say	–	–	–	1	7.1

1. Senior positions on the Board refer to the Chair, Chief Executive, Chief Financial Officer and Senior Independent Director.

2. Executive management comprises the Group Executive Committee, including the Group Company Secretary. The gender balance of senior management and their direct reports can be found on page 48.

Paula Rosput Reynolds

Chair of the Nomination Committee

13 May 2026