

**RESOLUTIONS OF
NATIONAL GRID plc ('the Company')**

The following Resolutions were passed, each by means of a poll, by the members of the Company at the Annual General Meeting held on 30 July 2012, at the International Convention Centre, Broad Street, Birmingham, B1 2EA:

AUTHORITY TO ALLOT SHARES

(Ordinary Resolution. No.19)

To authorise the Directors generally and unconditionally, in accordance with Section 551 of the Companies Act 2006 (the '2006 Act'), to allot shares in the Company or to grant rights to subscribe for or convert any security into shares in the Company:

- (i) up to an aggregate nominal value of £135,577,714; and**
- (ii) comprising equity securities (as defined in Section 560(1) of the 2006 Act) up to a further nominal amount of £135,577,714 in connection with an offer by way of a rights issue.**

This authority shall expire at the earlier of the close of the next AGM and 30 October 2013 except that the Directors shall be entitled, at any time prior to the expiry of this authority, to make an offer or enter into an agreement which would, or might, require shares to be allotted or subscription or conversion rights to be granted after such expiry and the Directors may allot shares or grant rights in accordance with such offer or agreement as if the authority conferred had not expired.

TO DISAPPLY PRE-EMPTION RIGHTS

(Special Resolution. No.20)

Subject to the passing of resolution 19 set out above, to authorise the Directors, in accordance with Section 570 of the 2006 Act, to allot equity securities wholly for cash, including a sale of treasury shares, as if Section 561 of the 2006 Act did not apply to any such allotment or sale, provided that this power shall be limited to:

- (i) any such allotment in connection with a rights issue; and**
- (ii) any such allotment, otherwise than pursuant to a rights issue, of equity securities up to an aggregate nominal value of £20,336,657.**

This authority shall expire at the earlier of the close of the next AGM and 30 October 2013 except that the Directors shall be entitled, at any time prior to the expiry of this authority, to make an offer or enter into an agreement which would, or might, require equity securities to be allotted wholly or partly after such expiry and the Directors may allot equity securities in accordance with such offer or agreement as if the authority conferred had not expired.

AUTHORITY TO PURCHASE ITS OWN ORDINARY SHARES

(Special Resolution. No. 21)

To authorise the Company generally and unconditionally, for the purpose of Section 701 of the 2006 Act, to make market purchases of its ordinary shares provided that:

- (i) the maximum number of ordinary shares that may be acquired is 356,929,085 being 10% of the Company's issued share capital (excluding treasury shares) as at 16 May 2012;**
- (ii) the minimum price per share that may be paid for any such shares is 11¹⁷/₄₃ pence; and**
- (iii) the maximum price per share that may be paid for any such shares is not more than the higher of: (a) an amount equal to 105% of the average market value for an ordinary share, as derived from the London Stock Exchange Official List, for the five business days prior to the day on which the purchase is made; and (b) an amount equal to the higher of the price of the last independent trade of an ordinary share and the highest current independent bid for an ordinary share as derived from the London Stock Exchange Trading System.**

This authority shall expire at the earlier of the close of the next AGM and 30 October 2013 except that the Company shall be entitled, at any time prior to the expiry of this authority, to make a contract of purchase which would or might be executed wholly or partly after such expiry and to purchase shares in accordance with such contract as if the authority conferred had not expired.

NOTICE OF GENERAL MEETINGS

(Special Resolution. No.22)

To authorise the Directors, in accordance with the Company's existing Articles of Association, to call a general meeting of the Company, other than an AGM, on not less than 14 clear days' notice.

AMEND THE EXISTING ARTICLES OF ASSOCIATION

(Special Resolution. No.23)

To amend the existing Articles of Association (as produced to the meeting and initialled by the Chairman for purposes of identification) with effect from the passing of this resolution.

D C Forward
Assistant Secretary