

**RESOLUTIONS OF
NATIONAL GRID plc ('the Company')
(Company Number 4031152)**

The following resolutions were passed, each by means of a poll, by the members of the Company at an Extraordinary General Meeting held on 25 July 2005, at The ICC, Broad Street, Birmingham, B1 2EA:

Special Resolution 1

THAT, conditional on the admission to the Daily Official List of the UK Listing Authority and to trading on the London Stock Exchange plc's market for listed securities becoming effective ('Listing') by 8.00am on 1 August 2005 (or such later time and/or date as the Directors may determine) of non-cumulative preference shares of 10 pence each (the 'B Shares') and ordinary shares of $11\frac{17}{43}$ pence each (the 'New Ordinary Shares') having the rights and restrictions set out in the Articles of Association of the Company as proposed to be amended pursuant to resolution 5 below:

- (a) the authorised share capital of the Company be and is hereby increased from £500 million to £815 million by the creation of 3,150 million B Shares of 10 pence each;
- (b) the Directors be and are hereby authorised to capitalise a maximum sum not exceeding £315 million standing to the credit of the Company's share premium account and to apply such sum in paying up in full the B Shares and are hereby authorised pursuant to Section 80 of the Companies Act 1985 (as amended) (the 'Companies Act') to allot and issue such B Shares credited as fully paid up, up to an aggregate nominal amount of £315 million to the holders of the ordinary shares in the Company (the 'Existing Ordinary Shares') on the basis of one B Share for each Existing Ordinary Share held and recorded on the register of members of the Company at 5.00pm on 29 July 2005 (or such other time and/or date as the Directors may determine), provided that the authority hereby conferred shall expire at the conclusion of the Annual General Meeting to be held in 2006 or within 15 months from the date of the passing of this resolution, whichever is the earlier;
- (c) each Existing Ordinary Share as shown in the register of members of the Company at 5.00pm on 29 July 2005 (or such other time and/or date as the Directors may determine) be and is hereby subdivided into 43 shares of $\frac{10}{43}$ pence each and forthwith upon such subdivision every 49 shares of $\frac{10}{43}$ pence each resulting from such subdivision be and are hereby consolidated into one New Ordinary Share of $11\frac{17}{43}$ pence, PROVIDED THAT no member shall be entitled to a fraction of a share and all fractional entitlements arising out of such subdivision or consolidation shall be aggregated into New Ordinary Shares and the whole number of New Ordinary Shares so arising and any remaining shares of $\frac{10}{43}$ pence sold and the net proceeds of sale in excess of £1 distributed in due proportion among those Shareholders who would otherwise be entitled to

- such fractional entitlements and any proceeds of sales not exceeding £1 retained by the Company and donated to a charity of the Company's choice;
- (d) following the capitalisation issue referred to in paragraph (b) above and the subdivision and consolidation referred to in paragraph (c) above, each authorised but unissued Existing Ordinary Share (up to such number as will result in a whole number of New Ordinary Shares and any balance remaining unconsolidated) be and is hereby subdivided into 43 shares of $\frac{10}{43}$ pence each and forthwith upon such subdivision every 49 shares of $\frac{10}{43}$ pence each resulting from such subdivision be and are hereby consolidated into a New Ordinary Share;
- (e) the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 163(3) of the Companies Act) of B Shares, provided that:
- (i) the maximum number of B Shares authorised to be repurchased is 10 per cent of the total number of B Shares created;
 - (ii) the maximum price which may be paid for each B Share is 65 pence (free of all dealing expenses and commissions);
 - (iii) the minimum price which may be paid for each B Share is 10 pence (free of all dealing expenses and commissions); and
 - (iv) the authority hereby conferred unless previously renewed shall expire at the conclusion of the Annual General Meeting to be held in 2006 or 15 months from the date of the passing of this resolution, whichever is the earlier, but a contract of purchase may be made before such expiry which will or may be executed wholly or partly thereafter, and a purchase of shares may be made in pursuance of any such contract; and
- (f) the terms of the proposed contract between: (1) JPMorgan Cazenove Limited ('JPMorgan Cazenove'); and (2) the Company under which JPMorgan Cazenove will be entitled to require the Company to purchase B Shares from them (a draft of which is produced to the meeting and signed for the purposes of identification by the Chairman) be and are hereby approved and authorised for the purposes of Section 165 of the Companies Act and otherwise but so that such approval and authority shall expire 18 months from the date of the passing of this resolution.

Ordinary Resolution 2

THAT, the Directors be generally and unconditionally authorised, pursuant to Section 80 of the Companies Act, to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of the Companies Act) up to an aggregate nominal value of £103 million, provided that this authority shall (unless renewed, varied or revoked by the Company in general meeting) expire on 24 July 2010, save that the Company may at any time before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired and provided further that this authority shall be in substitution for and supersede and revoke all earlier such authorities conferred on the Directors.

Special Resolution 3

THAT, the Directors be empowered pursuant to Section 95 of the Companies Act to allot equity securities (as defined in Section 94(2) of the Companies Act) for cash, pursuant to the general authority conferred on them by resolution 2 and/or to sell equity securities held as treasury shares for cash pursuant to Section 162D of the Companies Act, in each case as if Section 89(1) of the Companies Act did not apply to such allotment or sale provided that this power shall be limited to:

- (a) any such allotment and/or sale of equity securities in connection with a rights issue, open offer or any other pre-emptive offer in favour of ordinary shareholders (excluding any holder of treasury shares) where the equity securities respectively attributable to the interests of all ordinary shareholders on a fixed record date are proportionate (as nearly as may be) to the respective numbers of New Ordinary Shares deemed to be held by them, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements, legal or practical problems arising in any overseas territory or by virtue of shares represented by depositary receipts, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and
- (b) any such allotment and/or sale, otherwise than pursuant to paragraph (a) above, of equity securities for cash up to an aggregate nominal value of £15 million, and this power shall (unless renewed, varied or revoked by the Company in general meeting) expire on 24 July 2010, provided that the Company may at any time before such expiry make an offer or agreement which would or might require equity securities to be allotted or equity securities held as treasury shares to be sold after such expiry and the Directors may allot equity securities and/or sell equity securities held as treasury shares pursuant to any such offer or agreement as if the power conferred hereby had not expired and provided further that this authority shall be in substitution for and supersede and revoke all earlier such authorities conferred on the Directors.

Special Resolution 4

THAT, the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of Section 163(3) of the Companies Act) of Ordinary Shares, provided that:

- (a) the maximum number of Ordinary Shares to be repurchased is 271,185,097 New Ordinary Shares upon resolution 1 being passed, or 309,024,879 Existing Ordinary Shares should resolution 1 not be passed;
- (b) the maximum price which may be paid for any such Ordinary Shares is an amount equal to 105 per cent of the average of the middle-market quotations for an Ordinary Share as derived from the Daily Official List for the five Business Days immediately preceding the day on which the purchase is made;
- (c) the minimum price which may be paid for each Ordinary Share is 11¹⁷/₄₃ pence for each New Ordinary Share upon resolution 1 being passed, or 10 pence for each Existing Ordinary Share should resolution 1 not be passed; and
- (d) the authority hereby conferred unless previously renewed shall expire at the conclusion of the Annual General Meeting to be held in 2006 or 15 months from the date of the passing of this resolution, whichever is the earlier, a contract of

purchase may be made before such expiry which will or may be executed wholly or partly thereafter and a purchase of shares may be made in accordance with any such contract.

**RESOLUTIONS OF
NATIONAL GRID plc ('the Company')
(Company Number 4031152)**

The following Resolutions were passed, each by means of a poll, by the members of the Company at the Annual General Meeting held on 31 July 2006, at The ICC, Broad Street, Birmingham, B1 2EA:

Ordinary Resolution

Resolution 12

To authorise the Directors to issue ordinary shares

That the Directors be generally and unconditionally authorised, pursuant to section 80 of the Companies Act 1985 (the Act), to exercise all the powers of the Company to allot relevant securities (as defined in section 80(2) of the Act) up to an aggregate nominal value of £103,241,860, provided that this authority shall (unless renewed, varied or revoked by the Company in general meeting) expire on 30 July 2011, save that the Company may at any time before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired and provided further that this authority shall be in substitution for and supersede and revoke all earlier such authorities conferred on the Directors.

Special Resolution

Resolution 13

To disapply pre-emption rights

That the Directors be empowered pursuant to section 95 of the Act to allot equity securities (as defined in sections 94(2) and 94(5) of the Act) which shall include a sale of treasury shares, wholly for cash, as if section 89(1) of the Act did not apply to such allotment provided that this power shall be limited to:

- a any such allotment in connection with a rights issue, open offer or any other pre-emptive offer in favour of ordinary shareholders (excluding any holder of treasury shares) where the equity securities respectively attributable to the interests of all ordinary shareholders on a fixed record date are proportionate (as nearly as may be) to the respective numbers of ordinary shares deemed to be held by them, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements, legal or practical problems arising in any overseas territory or by virtue of shares represented by depositary receipts, the requirements of any regulatory body or stock exchange or any other matter whatsoever; and
- b any such allotment, otherwise than pursuant to paragraph a above,

of equity securities for cash up to an aggregate nominal value of £15,497,674.

This power shall (unless renewed, varied or revoked by the Company in general meeting) expire on 30 July 2011, provided that the Company may at any time before such expiry make an offer or agreement which would or might require equity securities to be allotted or equity securities held as treasury shares to be sold after such expiry and the Directors may allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired and provided further that this authority shall be in substitution for and supersede and revoke all earlier such authorities conferred on the Directors.

This power, in so far as it relates to the allotment of equity securities rather than the sale of treasury shares, is granted pursuant to resolution 12.

Special Resolution

Resolution 14

To authorise the Company to purchase ordinary shares

To authorise the Company generally and unconditionally, for the purpose of section 166 of the Act, to make market purchases (as defined in section 163(3) of the Act) of its ordinary shares of 11 and 17/43 pence each, provided that:

- a the maximum number of ordinary shares that may be acquired is 272,000,000;
- b the minimum price per share that may be paid for any such shares is 11 and 17/43 pence; and
- c the maximum price per share that may be paid for any such shares is not more than the higher of: (i) 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; or (ii) that stipulated by Article 5(1) of the Buy-back and Stabilisation Regulation.

This authority shall expire at the earlier of the close of the next Annual General Meeting or 15 months from the date of the passing of this resolution, 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.

Special Resolution

Resolution 15

To authorise the Company to purchase B shares

To authorise the Company generally and unconditionally, for the purpose of section 166 of the Act, to make market purchases (as defined in section 163(3) of the Act) of its B shares of 10 pence each, provided that:

- a the maximum number of B shares that may be acquired is 8,500,000;
- b the minimum price per share that may be paid for any such shares is 10 pence; and
- c the maximum price that may be paid for each B share is 65 pence (free of all dealing expenses and commissions).

This authority shall expire at the earlier of the close of the next Annual General Meeting or 15 months from the date of the passing of this resolution, 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.

Special Resolution

Resolution 16

To approve the broker contact for the repurchase of B shares

That the terms of the proposed contract between: (1) Deutsche Bank; and (2) the Company, under which Deutsche Bank will be entitled to require the Company to purchase B shares from them (a draft of which is produced to the meeting and signed for the purposes of identification by the Chairman) be and are hereby approved and authorised for the purposes of section 165 of the Act and otherwise but so that such approval and authority shall expire 18 months from the date of the passing of this resolution.

Special Resolution

Resolution 17

To amend the articles of association

To amend the articles of association of the Company, which amendment is produced to the meeting and signed by the Chairman for identification.