

**NATIONAL GRID plc**  
**AUDIT COMMITTEE**  
**TERMS OF REFERENCE**

Reference to the “Company” shall mean National Grid plc.

Reference to the “Committee” shall mean the Audit Committee.

Reference to the “Board” shall mean the Board of Directors of the Company.

**1. Membership**

- 1.1 The Committee shall be appointed by the Board and shall comprise a Chairman and at least 3 other members on the recommendation of the Nominations Committee in consultation with the Audit Committee Chairman. Membership shall normally include at least one member of the Risk and Responsibility Committee.
- 1.2 The Chairman and members of the Committee shall all be independent Non-executive Directors, as determined by the Board after considering UK and US law, regulation and best practice. The Chairman of the Board shall not be a member of the Committee.
- 1.3 Whilst the Committee itself is made up entirely of Non-executive Directors, other individuals such as the Chairman of the Board, Chief Executive, Finance Director, representatives of the external auditor, Director of Corporate Audit, Financial Controller and Company Secretary and General Counsel (or his/her nominee) may be invited to attend by the Committee and would normally attend each meeting. Other Executive Directors, external advisers and the Head of Group Risk and Compliance may be invited to attend as and when considered appropriate by the Committee and in respect of the items that are relevant to them.
- 1.4 If a regular member is unable to act due to absence, illness or any other cause, the Chairman of the Committee may appoint another independent Non-executive Director of the Company to serve as an alternate member on a short term basis.
- 1.5 The Board shall appoint the Chairman of the Committee. In the absence of the Chairman of the Committee and any appointed deputy, the remaining members present shall elect one of their number who is present to chair the meeting.
- 1.6 At least one member of the Committee shall be a financial expert with recent and relevant financial experience who satisfies the requirements as determined by the Board from time to time.

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## **2. Secretary**

2.1 The Company Secretary and General Counsel or his/her nominee shall act as the Secretary of the Committee.

## **3. Quorum**

3.1 The quorum necessary for the transaction of business shall be 2 members of the Committee. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

## **4. Meetings**

4.1 The Committee shall meet prior to publication of the preliminary and half yearly results and interim management statements of the Company and at such other times as the Chairman of the Committee or any of its members shall require (to coincide with meetings of the Board). It is intended that the Committee shall meet not less than 4 times per year. It is also intended that the Committee shall, during the financial year, meet separately with each of management, the corporate auditors and the external auditors.

4.2 Where the Committee receives a report from the Business Separation Compliance Officer ("BSCO") that there has been a breach of:

- Paragraph 5 of Special Condition C20 of the gas transporters' licence held by National Grid Gas plc in respect of the gas national transmission system; and /or
- Paragraph 2 of Special Condition E22 of the gas transporters' licence held by National Grid Gas plc in respect of the UK gas distribution networks

("National Grid Gas Board Director non-compliance at a management board"), the Committee shall convene within 14 days to consider what action it should recommend in response to such breach.

## **5. Notice of Meetings**

5.1 Meetings of the Committee shall be convened by the Secretary of the Committee at the request of the Chairman of the Committee, any of its members or the external or corporate auditor if they consider it necessary.

- 5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend no fewer than 5 working days prior to the date of the meeting.

## **6. Minutes of Meetings**

- 6.1 The Secretary shall minute the proceedings and resolutions of all meetings of the Committee, including recording the names of those present and in attendance.
- 6.2 The Secretary should ascertain, at the beginning of each meeting, the existence of any conflicts of interest and minute them accordingly. If any conflicts of interest exist with a particular member of the Committee on any particular issue then such member of the Committee shall not participate or vote on the issue that gave rise to such conflict of interest.
- 6.3 Minutes of Committee meetings shall be circulated promptly to all members of the Committee and, following the approval of the Chairman of the Committee, to other members of the Board, the external auditors, Company Secretary and General Counsel, Director of Corporate Audit and Head of Group Risk and Compliance.
- 6.4 The Chairman of the Committee or, in his or her absence, another member of the Committee will report orally to the Board on meetings of the Committee.

## **7. Annual General Meeting**

- 7.1 The Chairman of the Committee shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities.

## **8. Duties**

- 8.1 The Committee should carry out the duties below for the Company, subsidiary undertakings and the group as a whole, as appropriate.

### **8.2 Internal Control, Risk and Compliance**

- 8.2.1 The Committee shall keep under review and report to the Board on its activities, on the effectiveness of the Company's financial reporting and internal controls, and the procedures for the identification, assessment and reporting of risks, particularly financial risks. In undertaking its review, the Committee shall consider any

appropriate issues raised by corporate audit in its internal control reports and any disclosures from corporate audit with respect to deficiencies in the internal controls or any fraud.

- 8.2.2 The Committee shall also review the report on the effectiveness of internal controls required to be included in the Annual Report and Accounts and any similar statement required to be included by the Company or its management in any document pursuant to applicable listing rules, legislation and best practice.
- 8.2.3 The Company Secretary and General Counsel shall ensure that the Committee receives risk and compliance reports twice per year.
- 8.2.4 The Committee shall regularly review the Company's risk register and receive reports on a regular basis from management providing information on risk management.
- 8.2.5 The Committee shall advise the Board on proposed strategic transactions as appropriate, ensuring that a due diligence appraisal of the proposition is undertaken, focussing in particular on financial risks.
- 8.2.6 The Committee shall receive a regular report from the Risk and Responsibility Committee on the non-financial risks considered by that committee.
- 8.2.7 The Company Secretary and General Counsel shall ensure that twice a year the Committee receives a report on the procedures currently in place for the prevention and detection of bribery, together with details of any non-compliance and any cases of bribery in the relevant period. The Committee shall advise the Board on the adequacy of these procedures and any recommendations for improvements.
- 8.2.8 The Committee shall consider the Company's annual letter of assurance and receive a report on the process from corporate audit.
- 8.2.9 The Committee shall review the activities of the BSCO appointed under the gas transporters licences held by National Grid Gas plc ("Licences"). This shall be by way of interim and full year reviews of the items on which National Grid Gas plc is required to report annually, pursuant to paragraphs 7 and 8 of Special Condition C21 of the NTS Licence.

8.2.10 The Committee shall review and recommend appropriate action in respect of any issue of National Grid Gas Board Director non-compliance at a management board in accordance with paragraph 4.2 of these terms of reference.

### **8.3 Internal (Corporate) Audit**

8.3.1 The Committee shall consider applications for the post and approve the appointment of the head of internal audit (Director of Corporate Audit). The Director of Corporate Audit shall not be removed without the approval of the Committee. The Director of Corporate Audit shall be accountable to the Committee.

8.3.2 The Committee shall consider and approve the terms of reference (charter) of the corporate audit function and ensure it has adequate resources and appropriate access to information to enable it to perform its function effectively and in accordance with relevant professional standards.

8.3.3 The Committee shall review the management of corporate audit matters to ensure the scope allowed to the corporate auditors is appropriate.

8.3.4 The Committee shall review and approve a summary of the Company's annual corporate audit plan.

8.3.5 The Committee shall review summary reports on the Company from the corporate auditors and the Global Head of Risk Management dealing with key control issues, material changes to the risk profile, any significant control findings and management's responsiveness to such matters as well as other matters of specific interest to the Committee.

8.3.6 The Committee should ensure that the Director of Corporate Audit has access to the Chairman of the Board, the Chairman of the Committee and to the other members of the Committee.

8.3.7 The Committee shall meet with the Director of Corporate Audit at least once each year without management being present to discuss the remit of the corporate audit function and issues arising from its activities.

## 8.4 External Audit

- 8.4.1 The Committee shall consider and make recommendations to the Board, to be put to shareholders for approval at the AGM, in relation to the appointment, re-appointment, oversight and removal of the Company's external auditor. The Committee shall oversee the selection process for a new auditor and if an auditor resigns the Committee shall investigate the issues leading to this and decide whether any action is required.
- 8.4.2 The Committee shall keep under review the relationship with the external auditors including (but not limited to):
- 8.4.2.1 the remuneration of the external auditors, whether fees for audit or non-audit services, and that the level of fees is appropriate to enable an adequate audit to be conducted in line with relevant ethical and professional guidance;
  - 8.4.2.2 the terms of engagement, including any engagement letter issued at the start of each audit, and the scope of the audit;
  - 8.4.2.3 the independence and objectivity of the external auditors taking into account relevant UK and US professional and regulatory requirements and the relationship with the auditor as a whole, including the provision of any non-audit services, the scope of any disclosed relationships or services, the appropriateness of partner rotation practices and the Company's policies regarding the employment of employees or former employees of its external auditors;
  - 8.4.2.4 undertaking an annual assessment of the qualifications, expertise and resources of the external auditors; the effectiveness and adequacy of the audit process (including a report from the external auditor on their own internal quality procedures); and the risk of withdrawal from the market by the external auditors;
  - 8.4.2.5 ensuring appropriate interaction with the activities of the corporate audit function; and
  - 8.4.2.6 discussions with the external auditors concerning such issues as compliance with accounting standards and any proposals which

the external auditors have made in relation to the Company's corporate audit function.

- 8.4.3 The Committee shall review the external audit plan and ensure that it is consistent with the scope of the audit engagement.
- 8.4.4 The Committee shall meet with the external auditors at least once each year, normally post audit at the reporting stage, and on such other occasions as are required. Management shall not be present at these meetings.
- 8.4.5 The Committee shall review the findings of the audit with the external auditors including, but not limited to, discussing any major issues and management's response to such issues; accounting and audit judgements; and levels of errors identified.
- 8.4.6 The Committee shall conduct a review every three years of the service provided by the external auditors and, subject to the outcome of this review, may consider re-tendering external audit services.
- 8.4.7 The Committee shall review any representation letters requested by the external auditor before they are signed by management. The Committee shall review the management letter and management's response to the auditor's findings and recommendations.
- 8.4.8 The Committee shall set policy in respect of and approve in advance all non-audit work to be performed by the external auditors, taking into account any relevant professional guidance on the matter. Such pre-approval requirement may be delegated to one or more members of the Committee. The pre-approval decisions of any such member shall be presented to the full Committee at each of its scheduled meetings.

## **8.5. Financial Statements**

- 8.5.1 The Committee shall monitor the integrity of the Company's financial statements included in its results announcements, interim management statements, Annual Report and Accounts, Performance Summary, Annual Report on Form 20-F and any other formal documents relating to its financial performance, reviewing significant financial reporting issues and judgements which they contain.

8.5.2 The Committee shall review and challenge where necessary the clarity of disclosure in the Company's financial reports and the context in which statements are made; the consistency of accounting policies both on a year-to-year basis and across the Company; the methods used to account for significant or unusual transactions; applicable accounting standards followed or reconciled in the financial statements; and any other significant financial reporting judgements made by management.

## 8.6. Reporting Responsibilities

8.6.1 The Committee shall make whatever recommendations to the Board it deems appropriate in order that a report to shareholders on internal controls and such other matters as may be required by law, regulation and the requirements of good governance can be included in the Company's Annual Report and Accounts.

8.6.2 The Committee shall review results announcements and interim management statements and make recommendations to the Board prior to release as appropriate. The Committee shall also review generally with management the types of information to be disclosed, and the type of presentation to be made, to analysts and rating agencies.

8.6.3 The Committee shall review the Annual Report and Accounts, Performance Summary, Annual Report on Form 20-F (including the Company's disclosures under "Operating and Financial Review and Prospects"), and any other report filed with the US Securities and Exchange Commission ("SEC") containing financial statements, and make recommendations to the Board with respect to the disclosures contained therein. The Committee shall review the financial statements with management and its external auditors, consistent with its duties.

8.6.4 The Committee shall ensure a report to shareholders on its activities, containing such matters as may be required by law, regulation and best practice, is included in the Annual Report and Accounts.

## 8.7 Other Matters

8.7.1 The Committee shall assist the Board in overseeing compliance with all legal and regulatory requirements and shall give due consideration to the requirements of the UK Listing Authority's Listing, Prospectus and Disclosure

and Transparency Rules, regulations made by the SEC and, to the extent deemed appropriate, the rules of the London and New York Stock Exchanges and any other exchange on which the Company's equity securities are listed.

8.7.2 The Committee shall review any reports of, and discuss any issues raised by, the Disclosure Committee in connection with the Company's disclosures in its reports filed with the SEC and other regulatory authorities.

8.7.3 The Committee shall oversee any investigation of activities which are within its terms of reference and be responsible for resolving any disputes that may arise between the external auditors, corporate auditors and the Company.

8.7.4 The Committee should, on a regular basis but no less than annually, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness. The Board should also review the Audit Committee's effectiveness annually.

## **9. Complaints and Whistleblowing Procedures**

9.1 The Committee shall ensure that appropriate procedures are established, and shall evaluate the effectiveness of such procedures, for the receipt, retention, and treatment of complaints received by the Company relating to accounting, internal accounting controls, or auditing matters of the Company.

9.2 The Committee shall also establish procedures to ensure that submissions by Company employees and contractors arising from the Company's whistleblowing policy including those relating to questionable accounting or auditing matters utilised by the Company be treated confidentially and anonymously and are reported in summary to the Committee. The Committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action. It shall ensure that matters relating to business conduct and other subjects within the Risk and Responsibility Committee's terms of reference are reported to it.

## **10. Committee's Interface with Other Committees**

The Committee shall interface with:

- 10.1 the Finance Committee in respect of risk management issues within the Finance Committee's terms of reference and any other matters identified by the Committee for further review;
- 10.2 the Risk and Responsibility Committee which shall advise the Committee on non-financial risks and business conduct matters including whistle blowing reports;
- 10.3 the Executive Committee with respect to business conduct matters and risk and compliance reports and matters relating to results of the Company;
- 10.4 the Disclosure Committee which shall report matters arising in connection with the Company's public disclosures and the implementation and evaluation of internal controls in respect thereto; and
- 10.5 the UK Business Conduct Committee and US Business Conduct Committee as a result of the Committee's responsibility to ensure that a whistleblowing policy is in place.

## **11. Authority**

- 11.1 Subject to any restrictions imposed by law, the Committee is authorised to seek any information it requires from any employee of the Company in order to perform its duties.
- 11.2 The Committee is authorised to call any member of staff to be present at a meeting of the Committee as and when required.
- 11.3 The Committee has the authority to access sufficient resources and professional advice, as is reasonable at the Company's expense, in order to carry out its duties, including access to the Company Secretariat for assistance as required.
- 11.4 Members shall be provided with training as appropriate, both in the form of an induction programme for new members and on an ongoing basis for all members.
- 11.5 The Committee is authorised to publish in the Company's annual report details of any issues that cannot be resolved between the Committee and the Board.
- 11.6 Save as expressly provided herein, the Committee shall not be entitled to sub-delegate all or any of the powers and authorities delegated to it.