

Notice of 2015 Annual General Meeting

The 2015 Annual General Meeting of National Grid plc (the 'Company') will be held at 11.30am on Tuesday 21 July 2015 at The ICC, Broad Street, Birmingham B1 2EA.

This document is important and requires your immediate attention.

If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from an independent professional advisor. If you have sold or otherwise transferred all your shares, please pass this document together with the accompanying documents to the person who arranged the sale or transfer so they can pass these to the person who now holds the shares.

Resolutions

The Annual General Meeting (AGM) will consider the following resolutions, which in the case of resolutions 18, 19 and 20 will be proposed as special resolutions with the remainder being proposed as ordinary resolutions.

1. To receive the Company's accounts for the year ended 31 March 2015, the Directors' Reports and the Auditors' Report on the accounts.
2. To declare a final dividend of 28.16 pence per ordinary share (US\$2.1866 per American Depositary Share (ADS)) for the year ended 31 March 2015.
3. To re-elect Sir Peter Gershon as a Director.
4. To re-elect Steve Holliday as a Director.
5. To re-elect Andrew Bonfield as a Director.
6. To re-elect John Pettigrew as a Director.
7. To elect Dean Seavers as a Director.
8. To re-elect Nora Mead Brownell as a Director.
9. To re-elect Jonathan Dawson as a Director.
10. To re-elect Therese Esperdy as a Director.
11. To re-elect Paul Golby as a Director.
12. To re-elect Ruth Kelly as a Director.
13. To re-elect Mark Williamson as a Director.
14. To reappoint PricewaterhouseCoopers LLP as the Company's auditors until the conclusion of the next general meeting at which accounts are laid before the Company.
15. To authorise the Directors to set the auditors' remuneration.
16. To approve the Directors' Remuneration Report, excluding the Directors' remuneration policy set out on pages 62 to 68, contained in the Annual Report.
17. 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 up to an aggregate nominal amount of £142,114,664.

This authority shall expire at the earlier of the close of the next AGM and 21 October 2016 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.
18. Subject to the passing of resolution 17 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 or sale in connection with a pre-emptive offer; and
 - (ii) any such allotment or sale, otherwise than pursuant to a pre-emptive offer, of equity securities up to an aggregate nominal value of £21,317,199.
This authority shall expire at the earlier of the close of the next AGM and 21 October 2016 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.

19. 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 374,138,605 being 10% of the Company's issued share capital (excluding treasury shares) as at 20 May 2015;
 - (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 21 October 2016 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.

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

The Directors believe the proposals set out in resolutions 1 to 20 are in the best interests of shareholders as a whole and they unanimously recommend that shareholders vote in favour of each of the resolutions as they intend to do in respect of their own holdings.

On behalf of the Board

Alison Kay

Group General Counsel & Company Secretary
20 May 2015
National Grid plc

Registered Office: 1-3 Strand, London WC2N 5EH
Registered in England and Wales No. 4031152

Explanation of resolutions

Resolutions 18, 19 and 20 will be proposed as special resolutions and will be passed if at least 75% of the votes cast (not counting votes withheld) are in favour.

The remaining resolutions are being proposed as ordinary resolutions and will be passed if more than 50% of the votes cast (not counting votes withheld) are in favour.

Resolution 1: To receive the Annual Report

The Company is required to present its report and accounts to shareholders at its AGM.

Copies of the full Annual Report will be available at the AGM. This document is also available on the Company's website at www.nationalgrid.com. Paper copies can be obtained from Capita Asset Services, see the back page for contact details.

Resolution 2: To declare a final dividend

The Company requires shareholder consent to pay a final dividend. The dividend cannot exceed the amount recommended by the Directors. If approved, the final dividend of 28.16 pence per ordinary share (US\$2.1866 per ADS) will be paid on 5 August 2015 to shareholders on the register at the close of business on 5 June 2015. The dividend is to be paid in respect of each ordinary share other than those shares in respect of which a valid election has been made, pursuant to the Company's scrip dividend scheme, to receive new ordinary shares instead of the final dividend in cash. Dividends are declared in both pence and US\$ to ensure that holders of both ordinary shares and ADSs are paid the declared dividend on the same day.

Resolutions 3 – 13: Election and re-election of Directors

The Company's Articles require that any Director appointed to the Board retire and seek election by shareholders at their first AGM following appointment and subsequent re-election at least once every three years. Accordingly, following the appointment of Dean Seavers on 1 April 2015, Dean will seek election at this AGM. Additionally, in accordance with the UK Corporate Governance Code 2012, it is proposed that all other Directors seek re-election at the AGM this year.

When making its recommendation to the Board in respect of the election or re-election of the Directors, the Nominations Committee considers the balance of skills, experience, independence and knowledge on the Board and reviews the commitment and effectiveness of each Director.

Accordingly, the Board has resolved that the Directors continue to be effective, committed to their roles and have sufficient time available to perform their duties to the Company. Additionally, the Board has determined, other than the Chairman, each of the Non-executive Directors at year end to be independent.

The Board considers the independent character and judgement of the Non-executive Directors and varied and relevant experience of all the Directors combine to provide an exceptional balance of skills and knowledge which is of great benefit to the Company and, therefore, the Board recommends the re-election of all Directors.

Key

A	Audit Committee
F	Finance Committee
N	Nominations Committee
R	Remuneration Committee
S	Safety, Environment and Health Committee
(ch)	chairman of Committee

Resolution 3: To re-elect Sir Peter Gershon CBE FREng, Chairman

Appointment to the Board: 1 August 2011 as Deputy Chairman, Chairman with effect from 1 January 2012

Committee membership: N (ch)

Previous appointments: Chairman of Premier Farnell plc, Chief Executive of the Office of Government Commerce, Managing Director of Marconi Electronic Systems and member of the UK Defence Academy Advisory Board.

External appointments: Chairman of Tate & Lyle plc and the Aircraft Carrier Alliance and member of The Sutton Trust Board.

Resolution 4: To re-elect Steve Holliday FREng, Chief Executive

Appointment to the Board: October 2002, appointed to National Grid Group plc on 30 March 2001, Chief Executive with effect from January 2007

Committee membership: F

Previous appointments: Executive Director of British Borneo Oil and Gas, he also spent 19 years within the Exxon Group, where he held senior positions in the international gas business and managed major operational areas such as refining and shipping. Most recently Chairman of the UK Business Council for Sustainable Energy, the Prince's National Ambassador and Non-executive Director of Marks and Spencer Group plc.

External appointments: Chairman of Crisis UK and of the Energy and Efficiency Industrial Partnership, and Vice Chairman for Business in the Community and of The Careers and Enterprise Company.

Resolution 5:**To re-elect Andrew Bonfield, Finance Director****Appointment to the Board:** 1 November 2010**Committee membership:** F, S**Previous appointments:** Chief Financial Officer at Cadbury plc until March 2010, he also spent five years as Executive Vice President & Chief Financial Officer of Bristol-Myers Squibb Company and has previous experience in the energy sector as Finance Director of BG Group plc.**External appointments:** Non-executive Director of Kingfisher plc.**Resolution 6:****To re-elect John Pettigrew, Executive Director, UK****Appointment to the Board:** 1 April 2014**Previous appointments:** Joined The National Grid Company plc in 1991 and held various senior management roles, becoming Director of Engineering in 2003. He went on to become Chief Operating Officer and Executive Vice President for the US Electricity Distribution and Generation business between 2007 and 2010; Chief Operating Officer for UK Gas Distribution between 2010 and 2012; and UK Chief Operating Officer from 2012 to 2014.**Resolution 7:****To elect Dean Seavers, Executive Director, US****Appointment to the Board:** 1 April 2015**Previous appointments:** Various senior management positions at Tyco International Ltd. from 2000 to 2007 before joining General Electric Company/United Technologies Corporation in 2007. President and Chief Executive Officer of General Electric Security from 2007 to 2010 and then President, Global Services of United Technologies Fire & Security from 2010 to 2011. Additionally, a member of the Board of Directors of National Fire Protection Association from 2010 to 2014, lead network member at City Light Capital from 2011 to 2015 and President and Chief Executive at Red Hawk Fire & Security, LLC from 2012 to 2014.**External appointments:** Board member of Red Hawk Fire & Security, LLC.**Resolution 8:****To re-elect Nora Mead Brownell, Non-executive Director****Appointment to the Board:** 1 June 2012**Committee membership:** N, R, S**Previous appointments:** Commissioner of the Pennsylvania Public Utility Commission from 1997 to 2001, Commissioner for the Federal Energy Regulatory Commission from 2001 to 2006 and former President of the National Association of Regulatory Utility Commissioners. Board member of ONCOR Electric Delivery Holding Company LLC and Comverge, Inc.**External appointments:** Board member of Spectra Energy Partners LP, Direct Energy Advisory Board and the Advisory Board of Morgan Stanley Infrastructure Partners and partner in ESPY Energy Solutions, LLC.**Resolution 9:****To re-elect Jonathan Dawson, Non-executive Director****Appointment to the Board:** 4 March 2013**Committee membership:** F, N, R (ch)**Previous appointments:** Various roles within the Ministry of Defence before joining Lazard where he spent over 20 years. Non-executive Director of Galliford Try plc 2004 to 2008, National Australia Group Europe Limited 2005 to 2012 and Standard Life Investments (Holdings) Limited 2010 to 2013 and most recently Senior Independent Director and Remuneration Committee Chairman of Next plc.**External appointments:** Non-executive Director of Jardine Lloyd Thompson Group plc and Chairman of Penfida Limited.**Resolution 10:****To re-elect Therese Esperdy, Non-executive Director****Appointment to the Board:** 18 March 2014, and to the Board of National Grid USA with effect from 1 May 2015.**Committee membership:** A, F (ch), N**Previous appointments:** Joined Chase Securities in 1997, having started her banking career with Lehman Brothers. Various senior roles at JPMorgan Chase & Co. including Head of US Debt Capital Markets and Global Head of Debt Capital Markets and most recently co head of Banking, Asia Pacific at JPMorgan.**External appointments:** Global Chairman of the Financial Institutions Group, JPMorgan Chase & Co.**Resolution 11:****To re-elect Paul Golby CBE FREng, Non-executive Director****Appointment to the Board:** 1 February 2012**Committee membership:** A, N, R, S (ch)**Previous appointments:** Executive Director of Clayhithe plc before joining East Midlands Electricity plc in 1998 as Managing Director, Chief Executive of E.ON UK plc in 2002, and later additionally as Chairman, stepping down from the E.ON Board in December 2011 and most recently Non-executive Chairman of AEA Technology Group plc.**External appointments:** Chairman of EngineeringUK and the UK National Air Traffic System, Chair of the Engineering and Physical Sciences Research Council and a member of the Council for Science and Technology and of the Nurse Review Advisory Group.

Explanation of resolutions continued

Resolution 12: To re-elect Ruth Kelly, Non-executive Director

Appointment to the Board: 1 October 2011

Committee membership: A, F, N

Previous appointments: Various senior roles in Government from 2001 to 2008, including Secretary of State for Transport, Secretary of State for Communities and Local Government, Secretary of State for Education and Skills, and Financial Secretary to the Treasury.

External appointments: Senior Executive at HSBC and Governor for the National Institute of Economic and Social Research.

Resolution 13: To re-elect Mark Williamson, Non-executive Director

Appointment to the Board: 3 September 2012

Committee membership: A (ch), N, R

Previous appointments: Chief Accountant then Group Financial Controller of Simon Group plc before joining International Power plc as Group Financial Controller in 2000 and appointed as Chief Financial Officer in 2003.

External appointments: Non-executive Director, Chairman of the Audit Committee and Senior Independent Director of Alent plc, and Chairman of Imperial Tobacco Group PLC.

Resolutions 14 and 15: Auditors' reappointment and remuneration

The Audit Committee keeps under review the independence and objectivity of the external auditors and reviews fees paid to them, further information on which can be found in the Corporate Governance section of the Annual Report. The Audit Committee has recommended to the Board the reappointment of PricewaterhouseCoopers LLP.

Resolution 14: To reappoint the auditors PricewaterhouseCoopers LLP

It is a requirement that the Company's auditors must be reappointed at each general meeting at which accounts are laid, which will normally be at each AGM. This resolution proposes the auditors' reappointment.

Resolution 15: To authorise the Directors to set the auditors' remuneration

This resolution proposes the Directors be authorised to set the auditors' remuneration.

Resolution 16: Directors' Remuneration Report

This resolution deals with the remuneration of the Directors and seeks approval of the remuneration paid to the Directors during the year under review.

Changes to the 2006 Act, which took effect in October 2013, require the Company to ask shareholders to approve the remuneration policy section of the Directors' Remuneration Report at least every three years, or if changes have been made to the policy. The remuneration policy was approved by shareholders at the 2014 AGM, and as no changes are proposed to the policy this year, the remuneration policy is not being presented for approval again this year. However, the Company is required to propose the remainder of the Directors' Remuneration Report as an advisory resolution each year.

This means that, should shareholders vote against the Directors' Remuneration Report, the Directors will still be paid but the Remuneration Committee will reconsider the remuneration policy going forward. The Report (excluding the Directors' remuneration policy) is set out on pages 60 and 61 and 69 to 75 of the Annual Report.

Resolution 17: To authorise the Directors to allot ordinary shares

The purpose of resolution 17 is to renew the Directors' power to allot shares. The authority will allow the Directors to allot new shares, or to grant rights to subscribe for or convert any security into shares, up to a nominal value of £142,114,664 (representing approximately 1,247,128,684 ordinary shares of 11¹⁷/₄₃ pence each), which is equivalent to approximately 33% of the issued share capital of the Company, exclusive of treasury shares, as at 20 May 2015.

The Directors are again seeking a lower level of authority than in recent years, where an equivalent of two-thirds of the issued share capital of the Company, exclusive of treasury shares, was sought. The Directors consider that the Company will have sufficient flexibility with the lower level of authority to respond to market developments. This authority is in line with investor guidelines.

The Directors currently have no intention of issuing new shares, or of granting rights to subscribe for or to convert any security into shares, except in relation to, or in connection with, the operation and management of the Company's scrip dividend scheme and the exercise of options under the Company's share plans.

The Company expects to actively manage the dilutive effect of share issuance arising from the operation of the scrip dividend scheme. In some circumstances, additional shares may be allotted to the market for this purpose under the authority provided by this resolution. The Company believes these circumstances are unlikely to arise. However, if required for this purpose, it is expected that the associated allotment of new shares (or rights to subscribe for or convert any security into shares) will not exceed 1% of the issued share capital (excluding treasury shares) per annum. For further details in relation to the management of the scrip dividend scheme, see page 02 of the Annual Report.

This authority will be subject to renewal annually. If the resolution is passed, the authority will expire at the earlier of the close of the next AGM and 21 October 2016.

As at 20 May 2015, the number of ordinary shares in issue was 3,891,691,900 and the Company held 150,305,846 treasury shares, representing 4.02% of the issued share capital excluding treasury shares.

Resolutions 18, 19 and 20 are special resolutions and will be passed if at least 75% of the votes cast (not counting votes withheld) are in favour.

Resolution 18: **To disapply pre-emption rights**

If the Directors allot new shares or other equity securities, or sell treasury shares, for cash (other than in connection with an employee share plan), they must first offer them to existing shareholders in proportion to their existing holdings (known as pre-emption rights). This resolution seeks shareholders' approval to allot a limited number of ordinary shares or other equity securities, or sell treasury shares, for cash without offering them to existing shareholders in proportion to their existing shareholdings first.

The Directors intend to adhere to the provisions of the Pre-emption Group's Statement of Principles not to allot shares on a non pre-emptive basis (other than pursuant to a pre-emptive offer) in excess of an amount equal to 7.5% of the total issued ordinary share capital of the Company over a rolling three year period, without prior consultation with shareholders. Accordingly, the resolution seeks approval for the allotment of new issues of up to 187,069,302 new ordinary shares for cash, representing 5% of the issued share capital (excluding treasury shares) as at 20 May 2015. This limit also applies to shares issued from treasury. A renewal of this authority will be proposed at each subsequent AGM.

Resolution 19: **To authorise the Company to purchase its own ordinary shares**

In some circumstances, the Company may find it advantageous to have the authority to purchase its own shares in the market. The Directors believe that it is an important part of the financial management of the Company to have the flexibility to repurchase issued shares in order to manage its capital base.

The Company will seek to purchase shares where the Directors believe this would be in the best interests of shareholders generally, for example, to manage share dilution created by take-up of the scrip dividend option that is above the level required to maintain appropriate balance sheet strength. The authority will only be used after careful consideration, taking into account market conditions prevailing at the time, other investment and financing opportunities and the overall financial position of the Company.

Further to the explanatory note to resolution 17, share issuance arising from the operation of the scrip dividend scheme may be actively managed through the repurchase of the Company's shares. It is expected that such issuance under the scrip dividend scheme, or such associated repurchases, will not exceed 2.5% of the issued share capital (excluding treasury shares) per annum. It is intended that, in line with recent practice, repurchased shares will be held as treasury shares. For further details in relation to the management of the scrip dividend scheme, see page 02 of the Annual Report.

Repurchased shares may be held as treasury shares by the Company, and resold for cash, cancelled, either immediately or at some point in the future, or used for the purposes of employee share schemes.

During the year ended 31 March 2015 the Company purchased 37,350,216 ordinary shares in the capital of the Company, representing approximately 1% of the called up share capital of the Company as at 31 March 2015 (excluding treasury shares) at a total cost of £338,170,931. This resolution complies with investor guidelines, which limit share purchases to 10% of the issued share capital (excluding treasury shares) per annum.

As at 20 May 2015, options were outstanding over 27,282,719 ordinary shares, representing approximately 1% of the issued share capital (excluding treasury shares). If the proposed market purchase authority were used in full, shares over which these options were outstanding would represent approximately 1% of the adjusted share capital (excluding treasury shares).

Resolution 20: **To authorise the Directors to hold general meetings on 14 working days' notice**

The updated UK Corporate Governance Code, issued in September 2014 (the 'New Code'), requires companies to call general meetings, other than AGMs, on a minimum of 14 working days' notice. Statutory provisions and the Articles allow the Directors to call general meetings of the Company, other than AGMs, on a minimum of 14 clear days' notice. The Directors believe it is appropriate, and in the interest of shareholders, to comply with the New Code's provision on notice periods by increasing the notice period beyond the statutory minimum in such circumstances to 14 working days. Under Section 307A of the 2006 Act, annual shareholder approval is required to call such meetings on such notice (rather than on 21 days' notice). Accordingly, to retain flexibility, the Directors are seeking authority this year to be able to call general meetings on not less than 14 working days' notice. The approval will be effective until the Company's next AGM when it is intended that a similar resolution will be proposed. The shorter notice period would not be used as a matter of routine for such meetings, but only where flexibility is merited by the business of the meeting and it is thought to be to the advantage of shareholders as a whole. The Company will make available to all shareholders an electronic voting facility for any meeting held on such notice.

Notes

1. To be entitled to attend and vote at the AGM, shareholders must be included in the register of members of the Company as at 6pm on Saturday 18 July 2015 or, in the event that this AGM is adjourned, in the register of members 48 hours before the time of any adjourned AGM. They shall be entitled to vote at the AGM in respect of the number of shares registered in their name at that time. Changes to entries in the register of members after 6pm on Saturday 18 July 2015 or, in the event that this AGM is adjourned, in the register of members 48 hours before the time of any adjourned AGM, shall be disregarded in determining the rights of any person to attend or vote at the AGM.
2. As at 20 May 2015 (being the latest practicable date before publication of this Notice of AGM), there were 3,891,691,900 ordinary shares in issue, each carrying one vote each, and 150,305,846 shares in treasury. Shares held in treasury do not have voting rights. Therefore, the total number of voting rights exercisable as at 20 May 2015 is 3,741,386,054.
3. Holders of ordinary shares are entitled to attend, speak and vote, either in person or by proxy, at general meetings of the Company.
4. Each of the resolutions to be put to the meeting will be voted on by a poll and not by a show of hands. A poll reflects the number of voting rights exercisable by each shareholder and so the Directors consider it a more democratic method of voting. The results will be published on the Company's website and notified to the UK Listing Authority once the votes have been verified.
5. A shareholder of the Company who is entitled to attend, speak and vote at the AGM but is unable or does not wish to attend is entitled to appoint a proxy or proxies to attend, speak and vote on his/her behalf. A proxy does not need to be a shareholder of the Company. A shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. Unless specified otherwise, the Chairman of the Company will act as proxy and vote on a poll as directed by the appointing shareholder. Shareholders will, as applicable, have been sent a personalised Proxy Card or alternatively will be able to complete a proxy form online at www.nationalgridshareholders.com.
6. To be valid, Proxy Cards must be received by no later than 11.30am on Saturday 18 July 2015, using the pre-paid envelope provided or delivered by post or (during normal business hours) by hand to: Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU. Alternatively, shareholders can complete the proxy form online at www.nationalgridshareholders.com by no later than 11.30am on Saturday 18 July 2015. The appointment of a proxy will not prevent a member from subsequently attending and voting at the meeting in person.
7. For further details relating to the voting and participation rights of shareholders, please refer to the Company's Articles, copies of which are available on the Company's website at www2.nationalgrid.com/about-us/corporate-governance/.
8. If this notice is sent to you as a person nominated to receive copies of Company communications, the proxy rights described above do not apply. The rights described in these paragraphs only apply to shareholders. You may have a right under an agreement with the registered member to be appointed (or have someone else appointed) as a proxy for the AGM, and you are advised to contact them. Alternatively, if you do not have such a right, or do not wish to exercise it, you may have a right under such agreement to give instructions to the registered member holding the shares as to the exercise of voting rights.
9. A corporate shareholder may appoint one or more corporate representatives on its behalf who may exercise all of its powers as a shareholder provided they do not do so in relation to the same shares.
10. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual available via www.euroclear.com. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf.

11. Any message, regardless of whether it relates to the appointment of a proxy or to an amendment to an instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent (CREST ID RA10) by 8pm on Friday 17 July 2015. After this time, any change to instructions to proxies appointed through CREST should be communicated to the agent by other means. It is the responsibility of the CREST member concerned to take (or if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members (and, where applicable, their CREST sponsors or voting service providers) are referred, in particular, to those sections of the CREST manual concerning practical limitations of the CREST system and timings. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
12. Shareholders have the right to ask questions at the AGM which the Company must cause to have answered if they relate to the business being dealt with at the meeting unless (a) answering such questions would unduly interfere with the preparation for the meeting or involve the disclosure of confidential information, (b) the answer has already been given on the Company's website in the form of an answer to a question, or (c) answering the questions would be undesirable in the interests of the Company or the good order of the meeting.
13. Shareholders meeting the threshold requirements in Section 338 and Section 338A of the 2006 Act have the right to require the Company (i) to give, to members of the Company entitled to receive notice of the meeting, notice of a resolution which may properly be moved and is intended to be moved at the meeting; and/or (ii) to include in the business to be dealt with at the meeting any matter (other than a proposed resolution) which may be properly included in such business. A resolution may properly be moved or a matter may properly be included in the business of the meeting unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious.
14. Such a request may be in hard copy form or in electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business of the meeting, must be authorised by the person or persons making it, must be received by the Company not later than 8 June 2015, being the date six clear weeks before the meeting, and (in the case of a matter to be included in the business of the meeting only) must be accompanied by a statement setting out the grounds for the request.
15. Copies of the Directors' service contracts or letters of appointment and the Company's Articles will be available for inspection at the registered office of the Company at 1-3 Strand, London WC2N 5EH during normal business hours until the time of the AGM and at The ICC, Broad Street, Birmingham B1 2EA from 15 minutes before the AGM until it ends.
16. Copies of this Notice of AGM, the Annual Report and information required by Section 311A of the 2006 Act are available on the Company's website at www.nationalgrid.com. Shareholders should note it is possible that, pursuant to requests made by shareholders of the Company under Section 527 of the 2006 Act, the Company may be required to publish on a website a statement setting out any matter relating to: (i) the audit of the Company's accounts (including the auditors' report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstance connected with an auditor of the Company ceasing to hold office since the previous meeting at which annual accounts and reports were laid in accordance with Section 437 of the 2006 Act. The Company may not require the shareholders requesting any such website publication to pay its expenses in complying with Section 527 or Section 528 of the 2006 Act. Where the Company is required to place a statement on a website under Section 527 of the 2006 Act, it must forward the statement to the Company's auditors not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM includes any statement the Company has been required under Section 527 of the 2006 Act to publish on a website.

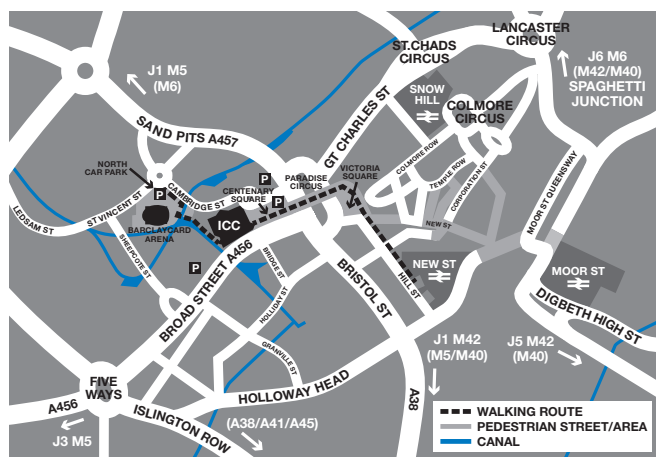
Shareholder information

The AGM

The AGM will take place at 11.30am on Tuesday 21 July 2015 at The ICC, Broad Street, Birmingham B1 2EA (see map below). Registration for the AGM will open at 10am.

Venue

For location and travel details to The ICC, please visit www.theicc.co.uk/find-us. For walking route details, please visit www.walkit.com. Limited free car parking will be available at the venue (Barclaycard Arena North Car Park) on a 'first come, first served' basis. Car parking for shareholders with special access requirements is also available.



If you can attend the meeting

Please bring your admission card if received in hard copy or a copy of the email notification if we communicate with you electronically, as this will help with registration.

Tea and coffee will be available before the meeting and a light lunch will be provided after the meeting in the main hall. Please note that food and drink are not permitted in the auditorium.

You will be asked to pass through our security systems before entering the meeting. For your personal safety and security there may be checks and searches conducted. Please do not bring suitcases, large bags or rucksacks. If you do we may ask you to leave the item in the cloakroom.

Recording equipment, cameras and other items that might interfere with the good order of the meeting will not be permitted into the main hall or auditorium. Mobile phones must be turned off or on silent during the meeting.

If there is a question that you wish to ask at the meeting, we would encourage you to pre-register your question with a member of the team at the Question Registration area in the main hall.

Capita Asset Services will be available before and after the meeting to answer any questions you may have regarding your shareholding. National Grid staff will also be available to answer any questions you may have on the Company's activities.

The meeting will be filmed for webcast purposes. If you attend the meeting in person, you may be included in the webcast. Please note that the webcast footage may be transferred outside the European Economic Area. By attending the meeting, you consent to being filmed.

Accessibility

The ICC is easily accessible by wheelchair users and has lift access inside. An induction loop is available for shareholders with hearing difficulties.

If you cannot attend

You can follow the meeting by watching our webcast online at www.nationalgrid.com.

In order to vote on the resolutions being proposed at the AGM, you will need to appoint a proxy using one of the following methods (as applicable):

- Complete the proxy form online at www.nationalgridshareholders.com
- Complete, date and sign the paper Proxy Card enclosed with this Notice and return it using the pre-paid envelope provided or deliver it by hand during normal business hours to:

Capita Asset Services
PXS
34 Beckenham Road
Beckenham
Kent BR3 4TU
- If you are a CREST member you can submit a message via CREST, please see notes 10 and 11 on pages 08 and 09 for details.

To be valid, Proxy Cards must be received by 11.30am on Saturday 18 July 2015 and CREST Proxy Instructions by 8pm on Friday 17 July 2015.

Please note that proxy votes can only be submitted via paper Proxy Cards returned to the address stated, electronically via www.nationalgridshareholders.com or via CREST. Proxy votes cannot be submitted via any other means of communication.

The return of a completed Proxy Card or CREST Proxy Instruction will not prevent you from attending the AGM and voting in person if you wish to do so.

Voting

Each of the resolutions to be put to the meeting will be voted on by a poll and not by a show of hands. A poll reflects the number of voting rights exercisable by each shareholder and so the Directors consider it a more democratic method of voting. The results will be published on the Company's website and notified to the UK Listing Authority once the votes have been verified.

For further details relating to the voting and participation rights of shareholders, please refer to the Company's Articles, copies of which are available on the Company's website at www2.nationalgrid.com/about-us/corporate-governance/.

Have you received unsolicited investment advice?

Shareholders are advised to be wary of any unsolicited advice or offers, whether over the telephone, through the post, by email or visits at home. If you receive any such unsolicited contact, please check the company or person contacting you is properly authorised by the Financial Conduct Authority (FCA) before getting involved.

You can check at www.fca.org.uk/consumers/protect-yourself and can report calls from unauthorised firms to the FCA by calling 0800 111 6768.

Want more information or help?

Capita Asset Services can help with shareholding queries and can provide you with a copy of the Annual Report, contact details overleaf. Alternatively, the Annual Report and this Notice of Meeting are available at www.nationalgrid.com in the Investors section.

Glossary

Annual Report the Company's Annual Report and Accounts for the year ended 31 March 2015

Articles the Articles of Association of the Company

Capita Asset Services is a trading name of Capita Registrars Limited

New Code the UK Corporate Governance Code issued in September 2014

CREST the relevant system (as defined in the Uncertificated Securities Regulations 2001 (SI/3755)) in respect of which Euroclear UK & Ireland Limited is the operator

Directors the directors of National Grid plc

London Stock Exchange the London Stock Exchange plc

National Grid or **Company** National Grid plc

ordinary shares ordinary shares of 11¹⁷/₄₃ pence each in the capital of the Company

Scrip Dividend Scheme the National Grid plc Scrip Dividend Scheme subject to the terms and conditions approved by shareholders at the AGM held on 28 July 2014, as amended from time to time

shareholder a holder of ordinary shares in the capital of the Company

share portal the National Grid share portal, www.nationalgridshareholders.com

National Grid share portal

Manage your shareholding wherever and whenever



- Register your AGM vote
- Sign up for electronic communications to receive email communications and electronic tax vouchers instead of paper
- Have your dividends paid directly to your bank or building society account instead of receiving cheques
- Choose to receive your dividends in shares, via our scrip dividend scheme
- Update your address details

It only takes a few minutes to register, just visit www.nationalgridshareholders.com and have your 11 digit investor code (IVC) to hand.

Your dividend options

Have your dividends paid directly into your bank or building society account

- Your dividend reaches your account on the payment date
- It is more secure – cheques sometimes get lost in the post
- No more trips to the bank

Receive your dividends as additional shares

- Join our scrip dividend scheme
- No stamp duty or commission to pay

Local currency dividend payments

- If you live outside the UK, you may be able to request that your dividend payments are converted into your local currency.



For more information about your dividend options or for terms and conditions of any of the services offered, please contact Capita Asset Services or, if you are attending the AGM, please speak to a representative from Capita Asset Services.

Want more information or help?

Capita Asset Services can help with shareholding queries and can provide you with a copy of the Notice of Meeting, Annual Report and Accounts or a paper Proxy Card.

Alternatively all these documents (except the Proxy Card) are available at www.nationalgrid.com.



Capita Asset Services

0371 402 3344

Calls are charged at the standard geographic rate and will vary by provider. Lines are open 8.30am to 5.30pm, Monday to Friday, excluding public holidays. If calling from outside the UK: +44 (0)371 402 3344
Calls outside the UK will be charged at the applicable international rate.



Visit the National Grid share portal
www.nationalgridshareholders.com
Email nationalgrid@capita.co.uk



National Grid Share Register,
Capita Asset Services,
The registry,
34 Beckenham Road,
Beckenham,
Kent BR3 4TU