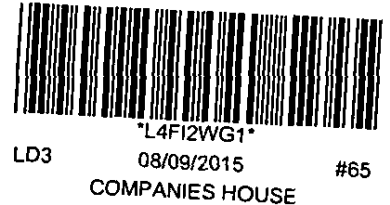


PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

TUESDAY



NATIONAL GRID INTERNATIONAL LIMITED (the "Company")

(Registered in England and Wales under company number 02537092)

Circulation Date: 4 September 2015

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the Directors of the Company propose the following written resolutions which are proposed as special resolutions


SPECIAL RESOLUTIONS

- (1) That the 122,600,100 ordinary shares of £1 each in the issued share capital of the Company be consolidated into 1,000,000 ordinary shares of £122 6001 each
- (2) That subject to the passing of resolution 1 above, and further to the Directors of the Company having on 4 September 2015 made a solvency statement in accordance with section 643 of the Act, to repay the share capital in excess of the Company's needs, the issued share capital of the Company be reduced by reducing the nominal value of each of the 1,000,000 issued ordinary shares of £122 6001 in the capital of the Company to £0 10 and reducing the aggregate share premium from £264,447,275 to £Nil (the "Capital Reduction")
- (3) That the proceeds from the Capital Reduction be treated as a creation of distributable reserves of the Company
- (4) That the Directors of the Company be and are authorised to take all steps necessary or desirable to implement such Capital Reduction

Agreement to written resolutions

Please read the notes at the end of this document before signifying your agreement to the written resolutions

The undersigned, a person entitled on the date set out above to vote on the written resolutions, irrevocably agrees to the written resolutions


Duly authorised for National Grid Holdings Limited
Date of agreement to resolution 4 September 2015