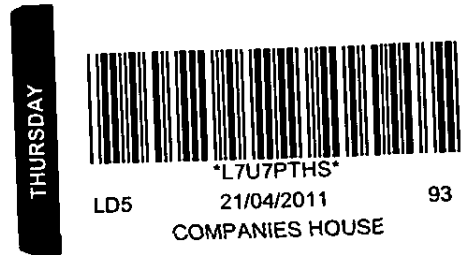


Registered Number 3932792

THE COMPANIES ACTS



**NATIONAL GRID OVERSEAS TWO LIMITED
(the "Company")**

Private Company Limited by Shares

**RESOLUTIONS
to which Chapter 2 of Part 13
of the Companies Act 2006 applies**

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the following resolutions were passed in writing on 8 April 2011:

SPECIAL RESOLUTION

- 1 THAT the Articles of Association as appended to this Resolution at 'annex 1' be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association

ORDINARY RESOLUTION

2. THAT the directors should have the powers given by section 550 of the Companies Act 2006 to allot shares and to grant rights to subscribe for or to convert any security into shares

A handwritten signature in black ink, appearing to be "A. Roberts", is written over a dotted line.

.....
Secretary / ~~Authorised Signatory~~

Date 8 April 2011