

Company No: 6140457

**RESOLUTION OF
NATIONAL GRID UK PENSION SCHEME TRUSTEE LIMITED ('the Company')**

The following Special Resolution was passed by the members of the Company at a General Meeting held on 19 June 2014, at the offices of Sacker & Partners LLP, 20 Gresham Street, London EC2V 7JE

SPECIAL RESOLUTION:

That the Articles of Association of the Company be amended as follows

- (i) Article 1 shall be amended by replacing the word "elected" with the word "selected" within the meaning of the defined term "Category A Director"
 - (ii) Article 17(2) shall be amended by replacing the word "elected" with the word "selected" and replacing the word "re-elected" with the word "re-selected"
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A copy of the amended Articles of Association is at Annex A to this Resolution.



H M Rayner
Secretary

TUESDAY



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