



Notice of 2022 Annual General Meeting

Bring energy to life

This document is important and requires your immediate attention.

The 2022 Annual General Meeting of National Grid plc (the 'Company') will be held at 10.00am on Monday, 11 July 2022 at Royal Lancaster London, Lancaster Terrace, London, W2 2TY and electronically via an electronic meeting platform.

If you are in any doubt as to any aspect of the proposals referred to in this document, or about 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 in the Company, you should pass this document, together with the accompanying documents (except any personalised form of proxy), to the person who arranged the sale or transfer so these may be passed to the purchaser or transferee.

nationalgrid



**PRINCIPAL PARTNER
COP26
PRESIDENCY
UK 2022**
DELIVERING THE
GLASGOW CLIMATE PACT

Letter from the Chair



Dear shareholder,

I am pleased to invite you to the Company's 2022 Annual General Meeting ('AGM' or the 'Meeting'), which will be held at 10.00am on Monday, 11 July 2022 at Royal Lancaster London, Lancaster Terrace, London, W2 2TY and via an electronic meeting platform.

Hybrid AGM arrangements

Last year, shareholders overwhelmingly approved changes to the Company's articles of association ('Articles') which enable us to hold AGMs electronically as well as in person. Between the desire of many to avoid travelling, particularly using public transport, and a heightened consciousness about transmission of viruses, it only made sense to offer an electronic option. While we welcome shareholders either way, we do believe that taking questions electronically enhances our ability to communicate with you.

The AGM will be broadcast live on the electronic meeting platform and shareholders who choose to attend electronically will be able to watch proceedings, ask questions and vote during the Meeting. Details on how to access the electronic meeting platform may be found on page 16.

COVID-19

At the time of writing, there are no UK government restrictions on public gatherings, and shareholders are invited to attend the AGM in person. We continue to be mindful of the health and safety of our colleagues and shareholders and ask that you do not attend the AGM in person if you have any symptoms of COVID-19, or have recently been in contact with anyone who has tested positive.

In the event that we need to adapt our AGM arrangements at short notice, we will notify shareholders via the issuance of a Regulatory News Service announcement to the London Stock Exchange and on our website.

Voting

Your vote is important. If you are unable to attend the AGM either electronically, or in person, we urge you to submit your voting instructions in advance of the Meeting by appointing a proxy. Information about how and when to submit your proxy instructions can be found on page 17.

If the Chair of the AGM is appointed as proxy, they will vote in accordance with any instructions you have given. If the Chair of the AGM is given discretion as to how to vote, they will vote in line with the Board's recommendation on each of the resolutions.

Asking questions

The views of our shareholders are important to us and the AGM offers a valuable opportunity for shareholders to ask questions on the business of the Meeting. Information about how to do so is on pages 16 and 17.

To enable us to answer as many questions as possible during the Meeting, we would appreciate you taking the time to pre-register your questions in advance of the Meeting on the electronic meeting platform (the link to the platform is on page 3). Questions may be registered from 10.00am on Monday, 27 June 2022 until 10.00am on Thursday, 7 July 2022.

We will endeavour to answer as many questions as possible during the Meeting and will make the answers, which may be grouped in themes, available on our website.

Business of the meeting

The official business of the Meeting is set out on pages 4 and 5. There are three items I would draw to your attention:

Climate Transition Plan

We recognise the vital role the Company has in the energy transition. The Company has been working on an ambitious plan to reach net zero by 2050. As announced on 15 March 2021, the Company is seeking non-binding advisory shareholder approval for our Climate Transition Plan (the 'CTP') at this year's AGM. The CTP sets out our challenging greenhouse gas emissions targets and our pathway to becoming a net zero business by 2050. Further details are set out in the explanatory note to resolution 19 on page 13 and the CTP is available to view online (link on page 3).

We originally proposed to bring an advisory resolution on our CTP reporting to shareholders every year. However, we recognise that our goals will not change with that frequency. We intend to publish our progress towards net zero every year and we propose to put our CTP before shareholders again for an advisory vote no later than 2025.

On 7 June 2022, we will publish our Responsible Business Report and you can read more on our commitments and targets in this report (link on page 3).

Remuneration Policy

Over the past year, we have consulted widely with our largest shareholders on proposals for our Directors' Remuneration Policy ('Remuneration Policy'), which is due for its triennial shareholder approval at the AGM. We are proposing some changes to the Remuneration Policy this year, to expand our focus on environmental, social and governance ('ESG') measures in the Annual Performance Plan ('APP') and further align the Long Term Performance Plan ('LTPP') with commitments in our Responsible Business Report. The Board believes that the amended Remuneration Policy offers greater strategic flexibility and alignment with the Company's strategy. Further detail about the changes is in the explanatory note to resolution 17 on page 13.

The Remuneration Policy is set out on pages 124 to 128 (inclusive) of the Annual Report.

Director changes

In line with the UK Corporate Governance Code (the 'Code'), the Board believes that Non-executive Directors should generally stay in role no longer than nine years. However, the People & Governance Committee (formerly the Nominations Committee) may determine that, on occasion, it is in the Company's best interests for a Director with particular skills, knowledge and experience to stay beyond the nine-year term.

As proposed by the Board last year, Jonathan Dawson remained on the Board for several months beyond the end of his nine-year tenure in March 2022 to support the development of the Remuneration Policy, alongside the new Remuneration Committee Chair, Ian Livingston, allowing for a smooth handover. Jonathan Dawson will retire at the AGM and will not be seeking re-election. Non-executive Director, Amanda Mesler, will also leave the Board at the AGM.

As part of the Board refreshment this year we have recruited a number of new Non-executive Directors. Ian Livingston, Iain Mackay, Anne Robinson, Tony Wood and Martha Wyrsh will each stand for election for the first time at the AGM.

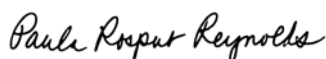
In accordance with the Code, all Directors will stand for election or re-election to the Board at the AGM. The biographies, skills and competencies of all Directors seeking election or re-election are set out in the explanations to resolutions 3 to 14 on pages 7 to 12, together with a statement setting out each Director's contributions and reasons for the Board's recommendation.

Recommendation

Your Board believes that the resolutions contained in this Notice of AGM are in the best interests of the Company and its stakeholders as a whole. Accordingly, the Directors unanimously recommend that you vote in favour of all resolutions, as they intend to do so in respect of their own holdings.

I would like to thank you, on behalf of the Board, for your continued support of National Grid. I look forward to welcoming you to the AGM either in person or electronically.

Yours sincerely,



Paula Rosput Reynolds
Chair

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Attending the AGM:

The AGM will be held at 10.00am on Monday, 11 July 2022 at Royal Lancaster London, and via an electronic meeting platform.

You can access the Meeting via the electronic meeting platform from 9.00am on Monday, 11 July 2022, by visiting the website, or scanning the QR code, in the box below.

Pre-submit your questions:

You can use the same code and website link to pre-submit questions ahead of the Meeting from 10.00am on Monday, 27 June 2022 until 10.00am on Thursday, 7 July 2022. See page 16 for more information.

Appointing a proxy:

If you choose to appoint a proxy, notice of the appointment must reach the Company's registrar, Equiniti, by 10.00am on Thursday 7 July 2022. See page 17 for how to appoint a proxy.

Health notice:

Please do not attend the AGM in person if you have any symptoms of COVID-19, or have recently been in contact with anyone who has tested positive.

Troubleshooting:

If you experience any difficulties accessing the electronic meeting platform, please contact Equiniti by emailing hybrid.help@equiniti.com stating your full name, postcode and SRN.



Website links

To pre-submit questions and to access the AGM electronically, use the following link, or scan the QR code here:



web.lumiagm.com/168-946-273

You can view the documents referenced in this Notice of AGM, including the Annual Report, Climate Transition Plan and Responsible Business Report, by scanning the following QR code, or on the website below:



nationalgrid.com/investors/resources

Resolutions

The AGM will consider the following resolutions, of which resolutions 1 to 23 (inclusive) will be proposed as ordinary resolutions, and resolutions 24 to 27 (inclusive) will be proposed as special resolutions.

Ordinary resolutions

Report and accounts

1. To receive the Company's accounts for the year ended 31 March 2022, together with the Directors' Reports and the Auditor's Report on the accounts (altogether the 'Annual Report').

Final dividend

2. To declare a final dividend of 33.76 pence per ordinary share (US\$2.0929) per American Depositary Share ('ADS') for the financial year ended 31 March 2022.

Election and re-election of Directors

3. To re-elect Paula Rosput Reynolds as a Director of the Company.
4. To re-elect John Pettigrew as a Director of the Company.
5. To re-elect Andy Agg as a Director of the Company.
6. To re-elect Thérèse Esperdy as a Director of the Company.
7. To re-elect Liz Hewitt as a Director of the Company.
8. To elect Ian Livingston as a Director of the Company.
9. To elect Iain Mackay as a Director of the Company.
10. To elect Anne Robinson as a Director of the Company.
11. To re-elect Earl Shipp as a Director of the Company.
12. To re-elect Jonathan Silver as a Director of the Company.
13. To elect Tony Wood as a Director of the Company.
14. To elect Martha Wyrsh as a Director of the Company.

Auditor re-appointment and remuneration

15. To re-appoint Deloitte LLP as the Company's auditor until the conclusion of the next general meeting at which accounts are laid.
16. To authorise the Audit & Risk Committee of the Board to set the auditor's remuneration.

Directors' Remuneration Policy and Report

17. To approve the Directors' Remuneration Policy set out on pages 124 to 128 (inclusive) in the Annual Report.
18. To approve the Directors' Remuneration Report on pages 108 to 131 (excluding the Directors' Remuneration Policy set out on pages 124 to 128 (inclusive)) in the Annual Report.

Climate Transition Plan

19. To approve the Climate Transition Plan.

Political donations

20. To authorise the Company and those companies which are subsidiaries of the Company at any time during the period for which this resolution has effect for the purposes of Part 14 of the Companies Act 2006 (the '2006 Act'):
 - (i) to make political donations to political parties, and/or independent election candidates not exceeding £125,000 in aggregate;

- (ii) to make political donations to political organisations other than political parties, not exceeding £125,000 in aggregate; and
- (iii) to incur political expenditure, not exceeding £125,000 in aggregate provided that the aggregate amount of any such donations and expenditure shall not exceed £125,000 during the period commencing on the date of passing of this resolution and ending at the earlier of the close of the next annual general meeting or 30 September 2023.

Words and expressions defined for the purpose of the 2006 Act shall have the same meaning in this resolution.

Directors' authority to allot shares

21. To authorise the Directors generally and unconditionally, in accordance with section 551 of 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 £151,110,832.

This authority shall expire at the earlier of the close of the next annual general meeting or 30 September 2023 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.

Scrip Dividend Scheme

22. To authorise the Directors, in accordance with the Articles, to offer the holders of ordinary shares in the Company, to the extent and in the manner determined by the Directors, the right to elect to receive new ordinary shares (credited as fully paid) instead of cash, in respect of all or part of any dividend which may be declared or paid in the period prior to the conclusion of the annual general meeting to be held in 2025.

23. Subject to the passing of resolution 22, to authorise the Directors, in accordance with the Articles, to capitalise the appropriate nominal amounts of new shares of the Company allotted pursuant to the Company's Scrip Dividend Scheme out of the sums standing to the credit of any reserve or account of the Company.

Special resolutions

Disapplication of pre-emption rights

24. Subject to the passing of resolution 21, 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 authority 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 amount of £22,666,624.

This authority shall expire at the earlier of the close of the next annual general meeting or 30 September 2023 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 and treasury shares to be sold after such expiry and the Directors may allot equity securities and sell treasury shares in accordance with such offer or agreement as if the authority conferred had not expired.

25. Subject to the passing of resolution 21, and in addition to any authority granted under resolution 24, 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 authority shall be:

- (i) limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of £22,666,624; and
- (ii) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice.

This authority shall expire at the earlier of the close of the next annual general meeting or 30 September 2023 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 and treasury shares to be sold after such expiry, and the Directors may allot equity securities and sell treasury shares in accordance with such offer or agreement as if the authority conferred had not expired.

Purchase of own shares

26. 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 364,670,529 being 10% of the Company's issued share capital (excluding treasury shares) as at 18 May 2022;
- (ii) the minimum price per ordinary share that may be paid for any such shares is 12 ²⁰⁴/₄₇₃ 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 closing price for an ordinary share, as derived from the London Stock Exchange Official List, for the five business days immediately 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 on the trading venue where the market purchase pursuant to the authority conferred by this resolution will be carried out.

This authority shall expire at the earlier of the close of the next annual general meeting or 30 September 2023 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 ordinary shares in accordance with such contract as if the authority conferred had not expired.

General meetings

27. To authorise the Directors, in accordance with the Articles, to call a general meeting of the Company, other than an annual general meeting, on not less than 14 clear days' notice.

On behalf of the Board



Justine Campbell
Group General Counsel & Company Secretary
18 May 2022

National Grid plc

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

Explanation of resolutions

Resolutions 1 to 23 (inclusive) will be proposed as ordinary resolutions and will be passed if more than 50% of the votes cast (not counting votes withheld) are in favour.

Resolutions 24 to 27 (inclusive) 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.

Ordinary Resolutions

Resolution 1

Report and Accounts

The Company is required to present its report and accounts to shareholders at its annual general meeting.

The Annual Report is available on the Company's website at nationalgrid.com/investors/resources.

Resolution 2

Final dividend

The Company requires shareholder approval to pay a final dividend. The dividend cannot exceed the amount recommended by the Directors. If approved, a final dividend of 33.76 pence per ordinary share (US\$2.0929 per ADS) will be paid on 17 August 2022 to shareholders on the register of members at the close of business on 6 June 2022 (the 'Record Date'). The dividend is to be paid in respect of each ordinary share, other than those ordinary 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 sterling and US\$ to ensure that holders of both ordinary shares and ADSs are paid the declared dividend on the same day.

Resolutions 3 to 14

Election and re-election of Directors

The Company's Articles require that any Director appointed to the Board retires and seeks election by shareholders at the first annual general meeting following their appointment and subsequently seeks re-election by shareholders at least once every three years. Accordingly, the following will each seek election as Non-executive Directors at the AGM:

- Ian Livingston (appointed with effect from 1 August 2021)
- Iain Mackay (to be appointed with effect from 11 July 2022)
- Anne Robinson (appointed with effect from 19 January 2022)
- Tony Wood (appointed with effect from 1 September 2021)
- Martha Wyrsh (appointed with effect from 1 September 2021)

In accordance with the Code, all other Directors will 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 People & Governance Committee (formerly the Nominations Committee) considered the balance of skills, experience, independence and knowledge on the Board and confirmed that all Directors continue to be effective, committed to their roles and have sufficient time available to perform their duties to the Company. Each Director who was appointed at the time, has undergone a formal performance evaluation which had regard to that Director's ability to promote the success of the Company, whilst having due regard to other stakeholders.

The Board considers that the independent character and judgement of the Non-executive Directors and the varied and relevant experience of all the Directors combine to provide an appropriate balance of skills and knowledge. 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 for the Company. The Board has further determined that, other than the Chair, each of the Non-executive Directors continues to be independent.

Pages 7 to 12 contain biographies of each Director seeking election or re-election at the AGM. These illustrate the Directors' ongoing contributions and why such contributions continue to be important to the Company's long-term sustainable success.

Committee membership key

	Audit & Risk Committee
	Finance Committee
	People & Governance Committee
	Remuneration Committee
	Safety & Sustainability Committee
	Group Executive Committee
	Committee Chair

Biographies as at 18 May 2022



Paula Rosput Reynolds Chair

Appointed: 1 January 2021 as Chair Designate and Chair with effect from 31 May 2021

Committee membership:



Tenure: 1 year

Skills and competencies:

Paula's strong business acumen is shown by her impressive track record of leading complex international businesses. In her board and leadership roles, Paula has demonstrated her decisive and pioneering nature, which will be crucial in moving National Grid's vision forward, as it embarks on its journey to enable the clean-energy transition and net zero by 2050. Her knowledge of the energy market and experience supporting organisations through transitional periods is an asset to the Board, as National Grid continues to grow and embrace opportunities. Paula's key experience at board level in both UK and US based energy companies gives her insight into the highly regulated environment in which National Grid operates and provides her with the requisite knowledge to lead Board discussions relating to regulation.

External appointments:

- Senior Independent Director and Chair of the Remuneration Committee at BP p.l.c.
- Non-executive Director of General Electric
- President and CEO of PreferWest LLC
- Member of UK Prime Minister's Business Council

Resolution 3

Contributions and reasons for re-election

Paula brings a wealth of board-level experience to National Grid having led global companies in the energy and financial sectors. She has over 20 years' experience as a Non-executive Director in both the UK and US across multiple sectors and businesses and has brought a new perspective on strategic and regulatory issues to the Board. During her career, Paula has played a vital role with several company-wide transformations and mergers. She is recognised for having transformed AGL Resources from a local utility into a multi-state energy and telecommunications company and for materially enhancing the operating and financial performance of Safeco Corp, a US insurance company that was ultimately acquired by Liberty Mutual. Paula's invaluable experience and knowledge of company transformations and mergers are crucial in facilitating National Grid's strategic transformation, to focus the Company's assets on electricity transmission and distribution.

Paula is Chair of the People & Governance Committee and the high calibre appointments made under Paula's leadership in the last year are pivotal in ensuring the succession and composition of the Board matches the culture, strategy and leadership needs of the Company. These skills, combined with her insight into strategic and regulatory issues, support her leading and governing an effective Board.



John Pettigrew FEI FIET Chief Executive

Appointed: 1 April 2014 and Chief Executive with effect from 1 April 2016

Committee membership:



Tenure: 8 years

Skills and competencies:

John joined the Group as a graduate in 1991 and has progressed through many senior management roles, demonstrating a strong track record of developing and implementing global strategies for profitable growth. John contributes widely to external industry discussions shaping energy policy and brings significant know-how and commerciality to his leadership of the executive team and management of the Group's business.

External appointments:

- Non-executive Director and Senior Independent Director of Rentokil Initial plc
- Member of the UK government's Inclusive Economy Partnership
- Member of the Electric Power Research Institute Board
- Member of the CBI's President's Committee
- Member of the Edison Electric Institute Executive Committee

Resolution 4

Contributions and reasons for re-election

John has obtained a thorough understanding of the Group and has developed his leadership skills through several senior management roles in both the UK and the US.

As Chief Executive, John has demonstrated to the Board his ongoing commitment to safety and optimising operational and financial performance. His deep understanding of the energy industry, together with his strong skills in leadership, commerciality and engineering are essential to delivering the Group's strategic priorities in the years ahead. His vision to 'bring energy to life' embraces technological and innovative changes to ensure that the Group evolves for the future. John continues to lead the implementation of the Group's strategy and this year he progressed the Company's strategic pivot, including the integration of Western Power Distribution and the successful sale of a majority stake in our UK Gas Transmission business. These transactions will deliver strategic benefits to the Company including improving our long-term growth prospects which will deliver attractive returns for our shareholders.

The Group's target to reduce greenhouse gas emissions to net zero by 2050 is an example of John's commitment and ambition to lead the Group in delivering a cleaner future. This year, John led the Company's Principal Partnership of COP26 in Glasgow.



Andy Agg
Chief Financial Officer (CFO)

Appointed: 1 January 2019

Committee membership:



Tenure: 3 years

Skills and competencies:

Andy trained and qualified as a chartered accountant with PwC and is a member of the ICAEW. He has significant financial experience, having held a number of senior finance leadership roles across the Group, including Group Financial Controller, UK CFO and Group Tax and Treasury Director. Andy brings in-depth knowledge of National Grid, in both the UK and the US, and has broad experience across operational and corporate finance roles.

External appointment:

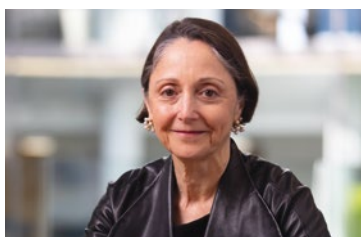
- Member of The 100 Group Main Committee and Chair of the Tax Committee

Resolution 5

Contributions and reasons for re-election

Andy is a chartered accountant and has valuable insight of the Group, having spent over a decade at National Grid. His strong financial management skills combined with his impressive track record as a senior leader in finance allow him to effectively shape discussions relating to financial risks in the boardroom. Andy has continued to demonstrate his ability to drive efficiency programmes in the US and UK, together with a focus on generating shareholder value through helping to deliver the Group's growth strategy and dividend policy.

Andy contributes broadly on a wide range of topics at Board, Finance and Audit & Risk Committee meetings and has been instrumental in achieving the successful sale of a majority stake in our UK Gas Transmission business during the year. Andy has ensured that an open dialogue between the Company and our shareholders has continued since the announcement of the sale and is able to provide vital feedback to the Board.



Thérèse Esperdy
**Non-executive Director;
Senior Independent Director**

Appointed: 18 March 2014

Committee membership:



Tenure: 8 years

Skills and competencies:

Thérèse has significant international investment banking experience, having held a variety of leadership roles spanning 27 years. Her career began at Lehman Brothers and in 1997 she joined Chase Securities and subsequently JPMorgan Chase & Co, where she held a number of senior positions. With a distinguished career in the investment banking sector, Thérèse brings significant banking, strategic and international financial management expertise and knowledge of financial markets to the Board and to her role as Chair of the Finance Committee.

External appointments:

- Chair of Imperial Brands PLC
- Non-executive Director of Moody's Corporation

Resolution 6

Contributions and reasons for re-election

Thérèse brings a wealth of corporate finance and debt market experience to the Board. She has significant leadership experience in the US, which brings essential insight to Board and Committee discussions. Her extensive exposure to financing matters, mergers and acquisitions and investment banking are vital in contributing to the Group's strategic priorities to grow the core business and manage financial risks. Thérèse's specialist knowledge combined with her sharp and incisive thinking enables her to contribute to, and constructively challenge, a wide range of Board debates. Thérèse is committed to engaging with employees and ensuring their voices reach the boardroom.

As Chair of the Finance Committee, Thérèse has been able to focus the Committee's attention on key topics including the review of the financing and credit rating strategy to support the Company's strategy going forward.



Liz Hewitt
Non-executive Director;
Independent

Appointed: 1 January 2020

Committee membership:



Tenure: 2 years

Skills and competencies:

Liz qualified as a chartered accountant with Arthur Andersen & Co. In her executive career she worked in private equity for 3i Group plc, Gartmore Investment Management Limited and Citicorp Venture Capital Ltd gaining insights into a wide variety of industries. Her work at Smith & Nephew gave her global insight. She was seconded for a year to HM government. Liz has extensive experience as an audit committee chair and as a member of nomination and remuneration committees. She is considered to be a financial expert in the context of audit committee work.

External appointments:

- Director of Silverwood Property Limited
- Non-executive Director of St George's Fields Limited; and of St George's Fields No.2 Limited

Resolution 7

Contributions and reasons for re-election

Liz brings strong financial, investment and audit skills to the Group, gained from her broad experience in different industry sectors. Her experience working for the UK government, as well as her knowledge of regulated businesses, provides her with the necessary skills to contribute to discussions surrounding regulatory risks. Liz's broad industrial and global experience and her financial knowledge bring a wide perspective to her role as Chair of the Audit & Risk Committee and in Board discussions and decision-making. Her skill set aligns well in supporting the Board to achieve its strategic priorities. Liz's experience on other boards allows her to bring much insight into best practice on safety, environment and crisis issues, which has been of great benefit to the Company during the COVID-19 pandemic and in discussions on the Company's clean energy future.



Ian Livingston
Non-executive Director;
Independent

Appointed: 1 August 2021

Committee membership:



Tenure: Less than 1 year

Skills and competencies:

Ian is a chartered accountant who qualified with Arthur Andersen & Co and went on to become the youngest FTSE 100 CFO when appointed to the Dixons Group plc Board. Ian brings a wealth of experience to National Grid, having held both CFO and CEO positions in large, high-profile public companies operating in the UK and internationally. He has extensive experience of operating in a regulatory environment and is widely regarded in both the corporate and financial world for his record of consistently achieving enhanced shareholder value. He has a variety of non-commercial interests and involvement with a number of charities in education and social care.

External appointments:

- Chair of Currys plc (until 8 September 2022)
- Non-executive Director of S&P Global

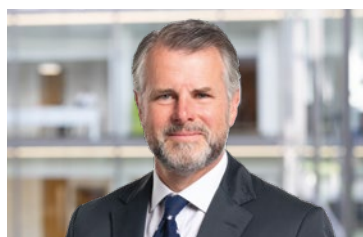
Resolution 8

Contributions and reasons for election

Ian is a highly regarded UK business leader and former FTSE 30 Chief Executive who has operated across a breadth of sectors as well as serving in the UK Government as Minister of State for Trade and Investment. As Group CEO of BT Group plc, he launched a major fibre investment programme and drove a large increase in cashflow, profits and share price. An experienced public company board director, he is currently Chair of Currys plc, having previously held that role for the fund manager, Man Group. He is also a Non-executive Director of S&P Global, where he sits on the Compensation and Audit Committees. Ian remains an active member of the House of Lords.

Ian is Chair of the Remuneration Committee and brings significant experience and broad business perspective to discussions. He has provided valuable insight and challenge during the development of our new Remuneration Policy, which will be put to shareholders at this year's AGM.

Explanation of resolutions continued



Iain Mackay
Non-executive Director;
Independent

To be appointed: with effect from 11 July 2022

Committee membership: with effect from 11 July 2022



Tenure: less than 1 year

Skills and competencies:

A member of the Institute of Chartered Accountants of Scotland, Iain also holds an MBA in Business Studies and Accounting and received an Honorary Doctorate from Aberdeen University in Scotland. Iain is currently Chief Financial Officer of GSK plc. As a member of the GSK board and leadership team, he is responsible for Global Finance and several of GSK's key global functions including Investor Relations and Technology. Iain was previously a Trustee of the British Heart Foundation and during his time there was Chair of its Audit & Risk Committee.

External appointments:

- Chief Financial Officer of GSK plc
- Member of Court of the University of Aberdeen and Chair of its Remuneration Committee
- Member of The 100 Group and Chair of the Stakeholder Communications and Reporting Committee

Resolution 9

Contributions and reasons for election

As a proven CFO, Iain brings an expansive skillset to the Board and a strong track record of strategy delivery. Iain has significant financial experience gained across a range of sectors and operating in regulated environments globally. Prior to joining GSK, Iain was Group Finance Director at HSBC Holdings plc for eight years and has lived and worked across Asia, the US and Europe. Prior to HSBC, Iain worked at General Electric, Dowell Schlumberger and Price Waterhouse.



Anne Robinson
Non-executive Director;
Independent

Appointed: 19 January 2022

Committee membership:



Tenure: Less than 1 year

Skills and competencies:

Anne has over 20 years of legal experience in the financial services industry, where she has counselled senior executives on a wide range of legal, regulatory and business issues. Anne is also an advocate for sponsorship and mentorship of other women in the legal profession. Anne brings to the Board expansive and varied legal experience in the financial services and consulting fields as well as experience of working closely with boards and investors on a broad range of ESG issues. Anne earned a BS from Hampton University and a JD from Columbia University Law School.

External appointments:

- Managing Director, General Counsel and Corporate Secretary of Vanguard
- Director of Minority Corporate Counsel Association
- Director of Children's Rights
- Millstein Center Advisory Board at Columbia Law School

Resolution 10

Contributions and reasons for election

Anne brings to the Group significant and highly relevant legal, environmental, social and governance expertise. She has considerable knowledge and understanding of the evolving investor attitudes to ESG matters in the energy sector in both the US and Europe, including the impact of regulation in the sector and what this means for boards from a governance and a business perspective. Her experience and expertise enable Anne to provide authentic insight to Board and Safety & Sustainability Committee discussions.



Earl Shipp
Non-executive Director;
Independent

Appointed: 1 January 2019

Committee membership:



Tenure: 3 years

Skills and competencies:

With an extensive career in the chemicals industry and having held a senior leadership role in a safety-critical process environment, Earl brings significant safety, project management, environmental, sustainability and strategic expertise to the Board and its Committees, particularly in relation to safety management. This, along with his innovative way of thinking, enables Earl to contribute to Board and Committee debates on a wide range of issues, and to effectively chair the Safety & Sustainability Committee.

External appointments:

- Non-executive Director of Olin Corporation
- Non-executive Director of Great Lakes Dredge and Dock Co.

Resolution 11

Contributions and reasons for re-election

Earl has substantial experience in the global industrial and energy sectors both as an executive and Non-executive Director. Throughout his career, he has shown business leadership, large project management skills, and leading pioneering technology innovation. He has significant international business leadership experience in Asia, Europe, Africa and the Middle East. He was a member of the Energy Advisory Committee for the Federal Reserve Bank of Atlanta for several years. Earl has a track record of successfully leading transformative growth projects in the chemical industry. He has developed an important network of key stakeholders which has been of huge benefit during the downstate New York moratorium and external reviews. His deep knowledge of sustainability and the environment, combined with his strategic experience, assist the Group to shape the energy landscape and evolve for the future. His proficiency in safety and health performance leadership support the Board's focus on the Group's risk awareness around safety management.



Jonathan Silver
Non-executive Director;
Independent

Appointed: 16 May 2019

Committee membership:



Tenure: 3 years

Skills and competencies:

Jonathan has considerable knowledge of the US-regulated energy environment, experience and understanding of integrating public policy and technology into a utility as well as a strong background in finance. Previously, Jonathan was the head of the US government's \$40 billion clean energy investment fund. Jonathan's strong background in finance and government policy along with his long career at the intersection of policy, technology, finance, and energy brings innovative and positive insight to the Board's policy discussions and to its interaction with management.

External appointments:

- Independent Director of EG Acquisition Corp.
- Senior Advisor to Guggenheim Partners
- Director of Plug Power, Inc.
- Director of Intellihot, Inc.

Resolution 12

Contributions and reasons for re-election

Jonathan brings strong financial skills to the Board with a deep understanding of US regulation and the US energy sector. His extensive experience working with US government policy and regulation provides invaluable insight to Board and Committee discussions in relation to US regulatory risks and the downstate New York Implementation Plan. His wide-ranging knowledge of the technology industry, clean energy and his understanding of the US investment market supports the Group's strategic priority to grow our organisational capability. Jonathan's professional network includes people holding roles within US government and regulatory policy thinkers who are vital in helping to shape the future of the US business. His innovative style and recognition as one of the Top 10 Green Tech Influencers in the US brings a fresh forward-looking perspective to the Group and to the Board and supports its evolution for the future.

Explanation of resolutions continued



Tony Wood
Non-executive Director;
Independent

Appointed: 1 September 2021

Committee membership:



Tenure: Less than 1 year

Skills and competencies:

Tony has proven business leadership credentials as an experienced CEO and brings to the Board significant engineering experience. Tony held the position of President of the aerospace division at Rolls-Royce, during which time he developed a strong reputation as an operator. He is currently CEO of Meggitt PLC and has led the operational and cultural transformation of the company, transitioning from an industrial holding structure to a focused and customer-led business, leveraging technology investment.

External appointments:

- CEO of Meggitt PLC
- Director of ADS Group Limited

Resolution 13

Contributions and reasons for election

Tony led a significant operational and cultural transformation at Meggitt PLC and served as President of the aerospace division of Rolls-Royce, where he developed his strong leadership reputation, turning around and growing several challenging business units and internationalising the company's footprint. Tony's unwavering focus on safety throughout his career in aerospace enables him to bring significant insight and expertise to the Safety & Sustainability Committee.



Martha Wyrsh
Non-executive Director;
Independent

Appointed: 1 September 2021

Committee membership:



Tenure: Less than 1 year

Skills and competencies:

Martha is an accomplished director of publicly listed companies, in both the UK and the US and her experience spans the energy infrastructure and renewables industries. She has held a number of senior positions in the energy industry and has significant experience of the US market having been a Fortune 100 General Counsel and CEO of a major international gas transmission business as well as leading the growth and development of Vestas' renewables business in the US.

External appointments:

- Independent Director of Quanta Services Inc.
- Independent Director of First American Financial Corp.
- Advisor to Summit Carbon Solutions

Resolution 14

Contributions and reasons for election

Martha brings to the Board relevant experience across the renewable energy sector, as well as a strong understanding of the US regulatory environment. Her contemporary experience in energy, technology and financial services as well as a deep understanding of the US regulatory environment make Martha a valuable addition to Board discussions and she is able to bring enriching discussion and strategic thought to the Board.

Resolutions 15 and 16

Re-appointment of the auditor

The Audit & Risk Committee oversees the relationship with the external auditor. The Audit & Risk Committee is also responsible for the external auditor selection process and for making recommendations to the Board for shareholder approval regarding the appointment and re-appointment of the external auditor.

Following consideration of the auditor's independence and objectivity, the audit quality and the auditor's performance, the Audit & Risk Committee concluded that it was satisfied with the auditor's performance. The Audit & Risk Committee recommended to the Board the re-appointment of Deloitte LLP for the financial year ending 31 March 2023. Further details of the work carried out by the Audit Committee are set out on pages 101 to 105 of the Annual Report.

It is a requirement that the Company's auditor must be re-appointed annually at each general meeting at which accounts are laid. This resolution proposes the re-appointment of Deloitte LLP as the Company's auditor for the financial year ending 31 March 2023.

To authorise the Audit & Risk Committee of the Board to set the auditor's remuneration

This resolution proposes the Audit & Risk Committee be authorised to set the auditor's remuneration.

The Board is seeking authority for the Audit & Risk Committee to consider and approve the audit fees on behalf of the Board in accordance with the Statutory Audit Services Order 2014, issued by the UK Competition and Markets Authority.

Resolutions 17 and 18

Directors' Remuneration Policy

This resolution seeks approval of the Directors' remuneration policy set out on pages 124 to 128 (inclusive) of the Annual Report (the 'Remuneration Policy'). The Company is required to seek shareholder approval of its Directors' remuneration policy at least every three years. The current Directors' remuneration policy was approved by shareholders at the annual general meeting in 2019.

The proposed amendments to the Remuneration Policy seek to provide strong alignment with the Company's strategic priorities and enable measurement of the success of management in achieving key short and long term financial and operational objectives alongside ESG aims. The key elements of the proposed Remuneration Policy are:

- Introduction of an ESG measure in the LTPP with financial measures to comprise at least 60% of the overall LTPP.
- Alignment of pension contribution level for new and existing UK based Executive Directors with the level available to the UK wider workforce.
- Simplification of the Non-executive Director ('NED') fee structure to have one standard base fee for UK and US based NEDs.

We recognise the value of flexibility in the Remuneration Policy to better adapt to business and market changes. The proposed Remuneration Policy seeks to provide flexibility to enable the Remuneration Committee to set financial, strategic and ESG measures and weightings in respect of each APP or LTPP award (with prior engagement with shareholders), provide for a defined flexibility in incentive levels in exceptional circumstances, such as recruitment, and to adjust fees to reflect additional, material responsibilities of NEDs.

Please see the Remuneration Committee Chair's statement on pages 108 to 110 of the Annual Report for further details, and the proposed Remuneration Policy set out on pages 124 to 128 of the Annual Report.

This is a binding vote. If approved, the Remuneration Policy will take effect from the date of the AGM at which shareholder approval is given, until such time as it is replaced by a new or updated policy. If the Remuneration Policy is not approved by shareholders at the AGM, the Company will

continue to make payments to Directors in accordance with the existing remuneration policy for Directors and will seek shareholder approval of a revised policy as soon as practicable.

Directors' Remuneration Report

This resolution seeks approval for the Directors' Remuneration Report set out on pages 108 to 131 (inclusive) of the Annual Report (excluding the Remuneration Policy on pages 124 to 128 (inclusive)). Under UK company law, the Company is required to put a resolution to shareholders at a general meeting to approve its directors' remuneration report for the financial year.

The Directors' Remuneration Report discloses how the current Directors' remuneration policy has been applied during the financial year and details of the Directors' remuneration for the year. The Company's auditors, Deloitte LLP, have audited those parts of the Directors' Remuneration Report that are required to be audited and their report is set out on pages 135 to 146 (inclusive) of the Annual Report.

This vote is advisory and a Director's entitlement to remuneration is not conditional upon this resolution being passed.

Resolution 19

Climate Transition Plan

This resolution is an advisory vote to approve the Company's Climate Transition Plan (the 'CTP'). The CTP sets out the Company's plans, actions and assumptions enabling it to achieve its Scope 1, 2 and 3 emissions reduction targets, aligned to the goals of the Paris Agreement. This includes net zero Scope 1 and 2 emissions by 2050. The Company has set, and is working towards, ambitious targets to reach net zero by 2050. The CTP is separate to the Company's Environmental Action Plan for RIIO-T2 and TCFD reporting, however, the relevant actions are aligned. We value the feedback of our shareholders on our climate change strategy and hope shareholders will continue to support our climate ambitions by voting in favour of the CTP.

The advisory vote will not be binding on shareholders, or on the Company. Responsibility for delivery of the Company's environmental proposals remains with the Board and Group Executive Committee. The purpose of the vote is to give our shareholders the opportunity to engage with us on our climate strategy. It is anticipated that a further advisory shareholder vote to approve the CTP will be held no later than 2025.

The CTP is available to view at nationalgrid.com/investors/resources.

Resolution 20

Political donations

As in previous years, and as a precautionary measure only, the Directors are seeking shareholders' authority for the Company to make political donations and to incur political expenditure, as defined by the 2006 Act.

The 2006 Act requires companies to obtain shareholders' approval for donations to registered political parties and other political organisations totalling more than £5,000 in any 12-month period, and for any political expenditure, subject to limited exceptions. However, the definitions of these terms in the 2006 Act are very wide and as a result this can cover bodies such as those concerned with policy review, law reform and the representation of the business community (for example, trade organisations). It could also include special interest groups, such as those involved with the environment, which the Company and its subsidiaries might wish to support, even though these activities are not designed to support or influence support for a particular party.

The 2006 Act states that all-party parliamentary groups are not political organisations for these purposes, meaning the authority proposed in this resolution is not relevant to interactions with such groups.

The Company has no intention of changing its current practice of not making political donations or incurring political expenditure in the UK within the ordinary meaning of those words. The Directors consider, however, that it is in the best interests of shareholders for the Company to participate in public debate and opinion-forming on matters which affect its business.

Explanation of resolutions continued

To avoid inadvertent infringement of the 2006 Act, the Directors are seeking shareholders' authority, on a precautionary basis only, for the Company and its UK subsidiaries to make political donations and to incur political expenditure for the period from the date of the AGM to the earlier of the date of the close of the next annual general meeting or 30 September 2023, up to a maximum aggregate amount of £125,000.

Resolution 21

Directors' authority to allot shares

The purpose of this resolution is to renew the Directors' power to allot shares. The authority will allow the Directors to allot new ordinary shares, or to grant rights to subscribe for or convert any security into shares, up to a nominal amount of £151,110,832 (representing approximately 1,215,568,432 ordinary shares), which is equivalent to approximately 33% of the issued share capital of the Company, exclusive of treasury shares, as at 18 May 2022.

The Directors consider that the Company will have sufficient flexibility with this 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 employee 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. 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.

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 annual general meeting or 30 September 2023.

As at 18 May 2022, the number of ordinary shares in issue was 3,904,074,348 and the Company held 257,369,050 of these ordinary shares as treasury shares, representing 7.06% of the issued share capital excluding treasury shares.

Resolutions 22 and 23

To authorise the Directors to operate a scrip dividend scheme

The Directors are proposing that the Company renew the authority given at the 2019 annual general meeting to enable the Directors to continue to operate the Company's optional Scrip Dividend Scheme. The Scrip Dividend Scheme gives shareholders the right to elect to receive new ordinary shares in the Company (credited as fully paid) instead of future cash dividends.

In line with the Investment Association Share Capital Management guidelines, and as permitted by the Articles, the authority contained in this resolution is sought for three years. Certain administrative changes, which are not material to the way in which the National Grid Scrip Dividend Scheme currently operates, will be made to the terms and conditions of the Scheme with effect from the conclusion of the AGM. The revised terms and conditions are available on our website at nationalgrid.com/investors/resources.

To authorise capitalising reserves for the Scrip Dividend Scheme

In accordance with the Articles, approval is sought to capitalise sums standing to the credit of the reserves of the Company, including the share premium account. This would enable the Directors to apply such sums in paying up in full the nominal amounts of new shares allotted to shareholders pursuant to elections under the Scrip Dividend Scheme.

Special Resolutions

Resolutions 24 and 25

Disapplication of 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).

For the purposes of these resolutions:

- (i) 'pre-emptive offer' means an offer of equity securities open for acceptance for a period fixed by the Directors to (i) holders of Ordinary Shares (other than the Company) on the register on a record date fixed by the Directors in proportion to their respective holdings and (ii) other persons so entitled by virtue of the rights attaching to any other securities held by them, but subject in both cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory;
- (ii) references to an allotment of equity securities shall include a sale of treasury shares; and
- (iii) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

The authorities will expire at the earlier of the close of the next annual general meeting or 30 September 2023. A renewal of these authorities is intended to be proposed at each subsequent annual general meeting.

The Directors consider the authorities in resolutions 24 and 25 to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a pre-emptive offer or rights issue without the need to comply with the strict requirements of the statutory pre-emption provisions.

General disapplication of pre-emption rights

Part (i) of this resolution seeks shareholders' approval to allot a limited number of new ordinary shares or other equity securities, or sell treasury shares, for cash on a pre-emptive basis but subject to such exclusions or arrangements as the Directors may deem appropriate to deal with certain legal, regulatory or practical difficulties. For example, in a pre-emptive rights issue, there may be difficulties in relation to fractional entitlements or the issue of new shares to certain shareholders, particularly those resident in certain overseas jurisdictions.

The Directors have no current intention of exercising the authority under part (i) of this resolution but consider the authority to be appropriate in order to allow the Company flexibility to finance business opportunities or to conduct a pre-emptive offer or rights issue having made appropriate exclusions or arrangements to address such difficulties.

In addition, there may be circumstances when the Directors consider it in the best interests of the Company to allot a limited number of ordinary shares or other equity securities, or sell treasury shares for cash on a non pre-emptive basis. The Statement of Principles published by the Pre-Emption Group in March 2015 (the 'Statement of Principles') supports the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities and sales of treasury shares for cash representing no more than 5% of issued ordinary share capital (exclusive of treasury shares), without restriction as to the use of proceeds of those allotments.

Accordingly, the purpose of part (ii) of this resolution is to authorise the Directors to allot new ordinary shares and other equity securities pursuant to the allotment authority given by resolution 21, or sell treasury shares, for cash up to a nominal amount of £22,666,624, equivalent to 5% of the total

issued ordinary share capital of the Company excluding treasury shares and 4.67% of the total issued ordinary share capital of the Company including treasury shares, as at 18 May 2022, without the shares first being offered to existing shareholders in proportion to their existing holdings.

The Directors intend to continue to adhere to the provisions of the Statement of Principles and not to allot shares or other equity securities or sell treasury shares for cash on a non pre-emptive basis pursuant to the authority in this resolution in excess of an amount equal to 7.5% of the total issued ordinary share capital of the Company, excluding treasury shares, within a rolling three-year period, other than:

- (i) with prior consultation with shareholders; or
- (ii) in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

Additional disapplication of pre-emption rights

The Statement of Principles also supports the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities and sales of treasury shares for cash representing no more than an additional 5% of issued ordinary share capital (exclusive of treasury shares), to be used only in connection with an acquisition or specified capital investment. The Statement of Principles defines 'specified capital investment' as meaning one or more specific capital-investment-related uses for the proceeds of an issue of equity securities, in respect of which sufficient information regarding the effect of the transaction on the Company, the assets the subject of the transaction and (where appropriate) the profits attributable to them is made available to shareholders to enable them to reach an assessment of the potential return.

Accordingly, and in line with the template resolutions of the Pre-Emption Group, the purpose of resolution 25 is to authorise the Directors to allot new ordinary shares and other equity securities pursuant to the allotment authority given by resolution 21, or sell treasury shares, for cash up to a further nominal amount of £22,666,624, equivalent to 5% of the total issued ordinary share capital of the Company excluding treasury shares and 4.67% of the total issued ordinary share capital of the Company including treasury shares, as at 18 May 2022, only in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue. If the authority given in this resolution is used, the Company will publish details of the placing in its next Annual Report and Accounts.

Resolution 26

Purchase of own 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 21, the dilutive effect of 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 any 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.

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 plans.

During the financial year ended 31 March 2022, the Company did not purchase any ordinary shares in the capital of the Company. This resolution complies with investor guidelines, which limit share purchases to 10% of the issued share capital (excluding treasury shares) per annum.

As at 18 May 2022, options were outstanding over 28,430,656 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 27

General meetings

This resolution seeks to renew the authority to allow the Directors to call general meetings of the Company, other than annual general meetings, on a minimum of 14 clear days' notice. 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). The approval will be effective until the Company's next annual general meeting when it is intended that a similar resolution will be proposed. The shorter notice period would not be used as a matter of routine, but only where flexibility is merited by the proposed business of the meeting and where 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 14 clear days' notice.

Shareholder information

AGM time and location

The AGM will take place at 10.00am on Monday, 11 July 2022 at Royal Lancaster London, Lancaster Terrace, London W2 2TY and via an electronic meeting platform.

We expect to be able to deliver our AGM as a hybrid meeting, whereby shareholders may choose whether to attend the Meeting in person or electronically. However, should we be required to adapt these arrangements on short notice, we will notify shareholders via the issuance of a Regulatory News Service announcement to the London Stock Exchange and on our website.

Eligibility to attend, speak and vote at the AGM

To be entitled to attend, speak and vote at the AGM, you must be included in the register of members of the Company at 6.30pm on Thursday, 7 July 2022 (or, in the event that the AGM is adjourned, at 6.30pm two working days before the date of the adjourned meeting). You will be entitled to vote in respect of the number of shares registered in your name at that time. Changes to entries in the register of members after 6.30pm on Thursday, 7 July 2022 (or, in the event that the AGM is adjourned, at 6.30pm two working days before the date of the adjourned meeting) shall be disregarded in determining the rights of any person to attend, speak and vote at the AGM.

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 Financial Conduct Authority ('FCA') once the votes have been verified.

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

Attending and voting at the AGM electronically

This year, you will be able to attend the AGM electronically, using our electronic meeting platform (the 'Lumi platform'). The Lumi platform enables you to:

- be in attendance at the Meeting remotely
- watch and hear the proceedings via a live broadcast
- ask questions during the Meeting
- vote on the business of the Meeting

How to attend the AGM electronically:

- Shareholders can participate electronically using the Lumi platform by following this link: web.lumiagm.com/168-946-273, or by scanning the QR code on page 3.
- The Lumi platform can be accessed using the latest version of Chrome, Firefox and Safari on your PC, laptop, tablet or smartphone. You will be asked to enter your unique shareholder reference number ('SRN') and PIN (which is the first two and last two digits of your SRN).
- An active internet connection is always required in order to allow you to cast your vote when the poll opens, submit questions and view the Broadcast. It is the user's responsibility to ensure you remain connected for the duration of the Meeting. As well as having the latest internet browser installed, users must ensure their device is up to date with the latest software release.
- Access to the Meeting on the Lumi platform will be available from 9.00am on Monday, 11 July 2022. If you experience any difficulties please contact Equiniti by emailing hybrid.help@equiniti.com stating your full name, postcode and SRN.
- Once logged in, and at the commencement of the Meeting, you will be able to follow the proceedings on your device.

How to vote if attending the AGM electronically:

- Once the Chair has formally opened voting, the list of resolutions will automatically appear on your screen. Select the option that corresponds with how you wish to vote.

- Once you have selected your vote, the option will change colour and a confirmation message will appear to indicate your vote has been cast and received. There is no submit button.
- To vote on all resolutions displayed select the 'vote all' option at the top of the Screen.
- To change your vote, reselect your choice. To cancel your vote, select the 'cancel' button. You will be able to change or cancel your vote whilst the poll remains open and before the Chair announces its closure.

Attending at the AGM in person

To access the AGM in person, please use the Nine Kings Suite entrance on Westbourne Street. The venue is easily accessible by wheelchair users and has lift access inside. We ask that you do not attend the Meeting in person if you have, or have any symptoms of, COVID-19, or have recently been in contact with anyone who has tested positive for COVID-19.

Attendees on the day will be asked to pass through security systems before entering the Meeting. For personal safety and security reasons there may be checks and searches conducted.

Recording equipment, cameras or other items that might interfere with the good order of the Meeting will not be permitted in the room. Mobile phones must be turned off or be on silent during the Meeting.

The Meeting will be filmed for webcast purposes. If you attend the Meeting in person, you may be included in the webcast. By attending the Meeting, you consent to being filmed.

Please note the AGM will be for the formal business of the Meeting only and there will be no business exhibitions on the day. Refreshments will be available. We ask that you do not bring your own food into the Meeting venue.

Asking questions at the AGM

Shareholders have the right to ask questions at the AGM if they relate to the business being dealt with at the Meeting, unless:

- answering such questions would unduly interfere with the preparation for the Meeting or involve the disclosure of confidential information;
- the answer has already been given on the Company's website in the form of an answer to a question; or
- answering the questions would be undesirable in the interests of the Company or the good order of the Meeting.

Asking a question at the AGM electronically:

To ask a question via the Lumi platform, select the messaging icon from within the navigation bar and type your question at the top of the screen. To submit your question, click on the arrow icon to the right of the text box. If you wish to ask your question verbally, further instructions will be provided on the day via the Lumi platform.

Asking a question at the AGM in person:

Shareholders who would like to ask a question in person will need to attend the Question Registration Point at the Meeting venue before the Meeting starts. You will be advised where to sit and an usher will let you know when it is time to ask your question and provide you with a microphone.

Pre-registering your questions:

However you choose to attend the AGM, to enable us to answer as many questions as possible, we invite you to pre-register your questions in advance of the Meeting on the Lumi platform. You will be able to pre-register questions from 10.00am on Monday, 27 June 2022 until 10.00am on Thursday, 7 July 2022. You will need your SRN and PIN (which is the first two and last two digits of your SRN) to access the Lumi platform.

If you cannot attend at the Royal Lancaster London and would like to ask your question in person, you can send a video recording of yourself asking your question. Please contact us by email to Box.Group.CoSec@nationalgrid.com for further information and instructions on how to submit your video, by no later than 10.00am on Thursday, 7 July 2022. By submitting a video question,

you consent to your video being played during the AGM broadcast; please note that the AGM recording will also be made publicly available on our website after the Meeting. We will endeavour to answer as many questions as possible during the Meeting and will publish answers on our website at nationalgrid.com/investors/shareholder-information/agm as soon as practicable. We reserve our right to group answers by theme.

Appointing a proxy

If you are entitled to attend, speak and vote at the AGM but are unable or do not wish to attend, you are entitled to appoint a proxy or proxies to exercise these rights on your behalf. You may appoint more than one proxy provided that each proxy is appointed to exercise the rights attached to a different share or shares. You can instruct your proxy how to vote. Where no specific instruction is given, your proxy may vote at their discretion, or refrain from voting, as they see fit. Your proxy will also vote (or refrain from voting) as they see fit in relation to any other matter which is validly put before the Meeting.

Your appointed proxy does not need to be a shareholder of the Company. If you choose to appoint the Chair of the AGM as your proxy, your vote will be submitted in accordance with your instructions. If you give the Chair of the AGM discretion over how to vote, your vote will be submitted in line with the Board's recommendation for each resolution. Appointing a proxy does not preclude shareholders from attending and voting at the Meeting in person or electronically. However, if you subsequently vote on a resolution in person, or electronically, the appointment of your proxy or proxies will not be valid on that resolution.

Register your proxy voting instructions

You can appoint a proxy and register your voting instructions:

- Online, by completing the proxy form online at sharevote.co.uk.
- Or, by completing and returning the enclosed proxy card (if one has been sent to you), using the pre-paid envelope provided, or by delivering by hand (during normal business hours) to: Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA.

Your instructions must be received by no later than 10.00am on Thursday, 7 July 2022 or your proxy appointment will not be valid. Proxy instructions can only be submitted by returning your paper proxy card to the address stated above, online at sharevote.co.uk or shareview.co.uk, or via CREST or proxymity.io (see below for information about appointing a proxy via CREST or proxymity). Proxy votes cannot be submitted by any other means, unless expressly permitted by National Grid or Equiniti.

Appointing a proxy – CREST

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 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. CREST proxy instructions must be received by 10.00am on Thursday, 7 July 2022 to be valid. If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to proxymity.io. Your proxy must be lodged by 10.00am on Thursday, 7 July 2022 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

Authentication of CREST proxy instructions

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 RA19) by 10.00am on Thursday, 7 July 2022. 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.

American Depositary Shares ('ADS')

If you held National Grid plc ADS on 1 June 2022, you will be entitled to instruct The Bank of New York Mellon (the 'ADS Depositary') to vote on the ordinary shares represented by your ADS at the AGM on your behalf as your proxy. If you hold your ADS directly on the register of ADS holders maintained by the ADS Depositary, simply complete and return the ADS Voting Instruction Form provided, to the ADS Depositary, to arrive by the voting deadline: 12.00pm (EDT) on Wednesday, 29 June 2022. Alternatively, you can cast your vote online at investorvote.com/NGG or by telephone on 1-800-652-8683. Please have your Voting Instruction Form to hand if you are voting by telephone. If you hold ADS indirectly through a bank, broker or nominee, you will need to contact them directly to exercise your right to instruct the ADS Depositary to vote the ordinary shares represented by your ADS on your behalf as your proxy.

Registered ADS holders who would like to attend and participate electronically at the AGM will need to register in advance for access to the Lumi platform. Please follow the instructions received with your Voting Instruction Form. If you hold your ADS indirectly through a bank, broker or nominee and would like to participate electronically at the AGM, you will need to register in advance for access to the Lumi platform by submitting proof of your legal proxy, your name and email address to legalproxy@computershare.com, or in writing to Computershare US, National Grid, Legal Proxy, P.O. Box 43001, Providence, RI 02940-3001 with the heading 'Legal Proxy', to be received by no later than Wednesday, 29 June 2022. Details of the AGM arrangements, including login details for the Lumi platform, will be sent to the email address provided by the ADS holder.

By providing the information required to register in advance to attend and participate at the AGM electronically, you consent to the provision of such information, including any personal data contained therein, to The Bank of New York Mellon and Computershare US and to the further transfer by them of that information and personal data (if applicable) to other agents of the Company for the purpose of facilitating your attendance and participation at the AGM electronically.

Corporate representatives

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.

Availability of this Notice and the Annual Report

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 nationalgrid.com/investors/resources.

Documents available for inspection

Copies of the Directors' service contracts or letters of appointment, together with the 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. The Articles are also available on our website at nationalgrid.com/about-us/corporate-governance.

Other information

Nominated persons

If this Notice of AGM is sent to you as a person nominated to receive copies of the Company's communications, the proxy rights described in this Notice do not apply. The rights described on pages 16 and 17 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.

Issued share capital and total voting rights

As at, 18 May 2022 (being the latest practicable date before publication of this Notice of AGM), there were 3,904,074,348 ordinary shares in issue, carrying one vote each, and 257,369,050 shares held in treasury. Shares held in treasury do not have voting rights, therefore, the total number of voting rights exercisable as at 18 May 2022 was 3,646,705,298.

Shareholder requests

Please 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 auditor's 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 auditor 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.

Communicating with the Company

You may not use any electronic address provided in either this Notice of AGM or any related documents (including the proxy form) to communicate with the Company for any purposes other than those expressly stated.

Adjournment/postponement

Under the Articles, if the Board considers that it is impractical or unreasonable for any reason to hold the AGM at the time, date or place specified in the Notice of AGM, it may move and/or postpone the AGM to another time, date and/or place with, if appropriate, similar or equivalent facilities for attendance and participation. Similarly, if a quorum is not present within 10 minutes (or such longer time as the Chair decides) after the time fixed for the start of the AGM, the meeting will be adjourned to such other day (being not less than 10 days and no more than 28 days, after the date of the AGM) and at such other time and/or place as the Chair decides.

In the case of postponement, as required by the Articles, the notice of the time, date and place of the moved and/or postponed meeting shall (if practical) be published on the Company's website and via a Regulatory News Service announcement. If the AGM has to be adjourned for a lack of quorum, the Company will not give less than 10 clear days' notice of the adjourned AGM.

Beware of share fraud

Investment scams are often sophisticated and difficult to spot. Shareholders are advised to be wary of any unsolicited advice or offers, whether over the telephone, through the post or by email. If you receive any unsolicited communication, please check the company or person contacting you is properly authorised by the FCA before getting involved.

Be ScamSmart and visit fca.org.uk/scamsmart. You can report calls from unauthorised firms to the FCA by calling 0800 111 6768.

Want more information or help?

Equiniti can help with shareholding queries and can provide you with a copy of the Annual Report. Their contact details are on the back page. The Annual Report and this Notice of AGM are available at nationalgrid.com/investors/resources.

Glossary

Annual Report the Company's Annual Report and Accounts for the year ended 31 March 2022.

ADS American depositary shares.

ADS Depositary The Bank of New York Mellon.

AGM or **Meeting** the 2022 Annual General Meeting.

Annual Performance Plan or **APP** an incentive award plan based on achievement against financial and non-financial measures and individual objectives.

Climate Transition Plan or **CTP** the Company's climate transition strategy published on 7 June 2022 and for advisory vote under resolution 19.

Code the UK Corporate Governance Code published in 2018.

CPIH the Consumer Price Index including owner occupiers' housing costs.

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.

Directors' Remuneration Report the report on Director remuneration for the financial year ended 31 March 2022, considered by resolution 18 and set out on pages 108 to 131 (inclusive) of the Annual Report (excluding the Remuneration Policy).

Equiniti is a trading name of Equiniti Limited and Equiniti Financial Services Limited.

FCA the Financial Conduct Authority.

Lumi platform the electronic meeting platform through which shareholders may attend the AGM electronically.

Long Term Performance Plan or **LTPP** a discretionary share plan under which participants may be granted awards of ordinary shares or ADSs, normally subject to continued employment and the satisfaction of agreed performance conditions over a set performance period.

National Grid or **Company** National Grid plc.

Ordinary shares ordinary shares of 12 ²⁰⁴/₄₇₃ pence each in the Company.

Remuneration Policy the proposed policy on Director remuneration considered by resolution 17 and set out on pages 124 to 128 (inclusive) of the Annual Report.

Scrip Dividend Scheme or **Scheme** the National Grid plc Scrip Dividend Scheme.

Shareholder a holder of ordinary shares in the Company.

Sharevote the online voting service provided by Equiniti where a shareholder can make a proxy appointment and give voting instructions for general meetings. Further information can be found at sharevote.co.uk.

SRN the unique shareholder reference number given to registered holders of ordinary shares.

Statement of Principles the Statement of Principles published by the Pre-Emption Group in March 2015.

2006 Act the Companies Act 2006.



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The paper used has been Carbon Balanced with the World Land Trust, an international conservation charity, who offset carbon emissions through the purchase and preservation of high conservation value land.

Through protecting standing forests, under threat of clearance, carbon is locked in that would otherwise be released. These protected forests are then able to continue absorbing carbon from the atmosphere, referred to as REDD (Reduced Emissions from Deforestation and forest Degradation). This is now recognised as one of the most cost-effective and swiftest ways to arrest the rise in atmospheric CO₂ and global warming effects. Additional to the carbon benefits is the flora and fauna this land preserves, including a number of species identified at risk of extinction on the IUCN Red List of Threatened Species.

Manage your shareholding wherever and whenever



- Update your details online including your address details and dividend payment instructions
- Elect to receive certain shareholder communications electronically
- Send your general meeting voting instructions in advance of shareholder meetings
- View information about and join the National Grid plc Scrip Dividend Scheme
- Add a range of shareholdings and investments you have (including those with other registrars) to monitor their value all in one place
- Buy and sell shares easily

It only takes a few minutes to register, just have your 11-digit Shareholder Reference Number to hand.

You will be sent an Activation Code to complete registration. Please register at shareview.co.uk.

Your dividend options



National Grid are now chequeless so all dividend payments will be sent directly to your bank or building society account

- Your dividend payment reaches your account on the payment day
- It is a more efficient and secure way of receiving your payment
- It helps reduce the volume of paper in dividend mailing

If you have not provided your UK bank or building society details, please contact Equiniti. If we don't have your details, you won't receive your next dividend payment so please act now.

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 Equiniti.

Want more information or help?

Equiniti can help with shareholding queries and can provide you with a copy of the Notice of AGM, Annual Report or a paper Proxy Card.

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



Equiniti

0800 169 7775

This is a Freephone number from landlines within the UK, mobile costs may vary. Lines are open 8.30am to 5.30pm, Monday to Friday, excluding public holidays. If calling from outside the UK: +44 (0)800 169 7775. Calls outside the UK will be charged at the applicable international rate.



Visit help.shareview.co.uk for information regarding your shareholding (from here you will also be able to email a query securely).



National Grid Share Register,
Equiniti,
Aspect House,
Spencer Road,
Lancing,
West Sussex BN99 6DA