

Company No. 03784528

**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
**OF**  
**NATIONAL GRID (US) INVESTMENTS 2 LIMITED**  
**("Company")**

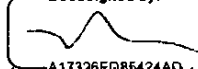
On 5 February 2021 the following ordinary resolutions and special resolution were duly passed as written resolutions of the Company pursuant to section 288 of the Companies Act 2006:

**ORDINARY RESOLUTIONS**

1. That, subject to the passing of resolution 4 and resolution 5 and the capital reduction therein becoming effective, upon the recommendation of the directors, an interim dividend of £2,326,863,255 (**Dividend**) in aggregate be declared payable on the 100 issued ordinary shares of £0.01 each in the capital of the Company (**Shares**) on the date upon which the capital reduction referred to in resolution 5 becomes effective to NGPLC (**Dividend Recipient**) being the person eligible to exercise all of the rights and to receive all of the benefits (including all dividends) attaching to the Shares
2. That, subject to the passing of resolution 1, in satisfaction of the Company's obligation to pay the Dividend, the Company shall set-off all of the Company's rights, title, interest and benefits in, to and in respect of £2,326,863,255 of the outstanding intercompany loan of £2,326,863,257 owed by the Dividend Recipient to the Company.
3. That, subject to the passing of resolutions 1 and 2, the directors be and are authorised to take all steps necessary or desirable to pay the Dividend in accordance with the foregoing resolutions.
4. That, with immediate effect, the 2,326,863,256 ordinary shares of £1.00 each in the capital of Company be consolidated into 100 ordinary shares of £23,268,632.56 each in the capital of the Company, such shares having the rights and being subject to the obligations set out in the existing articles of association of the Company.

**SPECIAL RESOLUTION**

5. That, subject to the passing of resolution 4, the issued share capital of the Company be reduced from £2,326,863,256, divided into 100 ordinary shares of £23,268,632.56 each, to £1.00, comprising 100 ordinary shares of £0.01 each by reducing the nominal value of each issued ordinary share from £23,268,632.56 to £0.01 and the amount by which the share capital is so reduced be credited to a reserve.

DocuSigned by:  
  
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Director

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05/02/2021  
COMPANIES HOUSE