

Final Terms dated 18 March 2022

NATIONAL GRID PLC

Legal Entity Identifier (LEI): 8R95QZMKZLJX5Q2XR704

Issue of €100,000,000 0.750 per cent. Instruments due 1 September 2033 (the “Instruments”) (to be consolidated and form a single series with the €650,000,000 0.750 per cent. Instruments due 1 September 2033 issued on 1 September 2021 (the “Existing Instruments”)),

under the Euro 15,000,000,000 Euro Medium Term Note Programme

PART A – CONTRACTUAL TERMS

PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Instruments are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“EEA”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “MiFID II”); (ii) a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the “Prospectus Regulation”). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the “PRIIPs Regulation”) for offering or selling the Instruments or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Instruments or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Instruments are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (“UK”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (“EUWA”); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the “FSMA”) and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the EUWA. Consequently, no key information document required by Regulation (EU) No 1286/2014 as it forms part of UK domestic law by virtue of the EUWA (the “UK PRIIPs Regulation”) for offering or selling the Instruments or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Instruments or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

MIFID Product Governance / Professional investors and ECPs only target market – Solely for the purposes of the manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, “MiFID II”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “distributor”) should take into consideration the manufacturer’s target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels.

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Prospectus dated 16 August 2021 which together with the supplementary Prospectus dated 18 November 2021 constitutes a base prospectus for the purposes of Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (the “UK Prospectus Regulation”). This document constitutes the Final Terms of the Instruments described herein for the purposes of the UK Prospectus Regulation and must be read in conjunction with such Prospectus as so supplemented. Full information on the Issuer and the offer of the Instruments is only available on the basis of the combination of these Final Terms and the Prospectus as so supplemented. The Prospectus and the supplementary Prospectus are available for viewing at and copies may be obtained from, the registered address of the Issuer at 1-3 Strand, London WC2N 5EH and the office of the Issuing and Paying Agent at One Canada Square, London E14 5AL and have been published on the website of Regulatory News Services operated by the London Stock Exchange at www.londonstockexchange.com/exchange/news/market-news/market-news-home.html.

1	Issuer:	National Grid plc
2	(i) Series Number:	94
	(ii) Tranche Number:	2
	(iii) Date on which the Instruments become fungible:	The Instruments shall be consolidated, form a single series and be interchangeable for trading purposes with the Existing Instruments on exchange of the temporary Global Instrument for interests in the permanent Global Instrument, as referred to in paragraph 26 below which is expected to occur on or about 2 May 2022 (the “Exchange Date”)
3	Specified Currency or Currencies:	Euro (“€”)
4	Aggregate Nominal Amount:	
	(i) Series:	€750,000,000
	(ii) Tranche:	€100,000,000
5	Issue Price:	86.760 per cent. of the Aggregate Nominal Amount of this Tranche plus 202 days’ accrued interest from and including 1 September 2021 to but excluding 22 March 2022
6	Specified Denominations:	€100,000 and integral multiples of €1,000 in excess thereof up to and including €199,000. No Instruments in definitive form will be issued with a denomination above €199,000.
7	Calculation Amount:	€1,000
8	(i) Issue Date:	22 March 2022
	(ii) Interest Commencement Date:	1 September 2021
9	Maturity Date:	1 September 2033
10	Interest Basis:	0.750 per cent. Fixed Rate (see paragraph 15 below)
11	Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Instruments will be redeemed on the Maturity Date at 100 per cent. of their nominal amount

12	Change of Interest or Redemption/Payment Basis:	Not Applicable
13	Put/Call Options:	Issuer Call (3-month par call) Make-whole (see paragraphs 20 and 21 below)
14	Date Board approval for issuance of Instruments obtained:	Not Applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15	Fixed Rate Instrument Provisions	Applicable
	(i) Rate of Interest:	0.750 per cent. per annum payable annually in arrear
	(ii) Interest Payment Dates:	1 September in each year, commencing on 1 September 2022
	(iii) Fixed Coupon Amount:	€7.50 per Calculation Amount
	(iv) Broken Amount:	Not Applicable
	(v) Day Count Fraction (Condition 3.8):	Actual/Actual (ICMA)
	(vi) Determination Dates (Condition 3.8):	1 September in each year
16	Floating Rate Instrument Provisions	Not Applicable
17	Zero Coupon Instrument Provisions	Not Applicable
18	Index Linked Interest Instrument	Not Applicable

PROVISIONS RELATING TO REDEMPTION

19	Residual Holding Call Option	Not Applicable
20	Call Option	Applicable
	(i) Optional Redemption Date(s):	On or after 1 June 2033
	(ii) Optional Redemption Amount(s) of each Instrument:	€1,000 per Calculation Amount
	(iii) If redeemable in part:	
	(a) Minimum nominal amount to be redeemed:	€100,000
	(b) Maximum nominal amount to be redeemed:	Not Applicable
	(iv) Option Exercise Date(s):	Not Applicable

	(v) Notice periods (Condition 5.5.2):	Minimum Period: 15 days Maximum Period: 30 days
21	Make-whole Redemption Option	Applicable
	(i) Make-whole Redemption Date(s):	At any time prior to 1 June 2033
	(a) Reference Bond:	DBR 0.000 per cent. due August 2031
	(b) Quotation Time:	11:00am (CET)
	(c) Redemption Margin:	0.20 per cent.
	(d) Determination Date:	The third Business Day prior to the applicable Make-whole Redemption Date
	(e) Par Call Commencement Date:	1 June 2033
	(f) Canada Yield Price:	Not Applicable
	(ii) If redeemable in part:	
	(a) Minimum nominal amount to be redeemed:	€100,000
	(b) Maximum nominal amount to be redeemed:	Not Applicable
	(iii) Notice periods (Condition 5.5.3):	Minimum Period: 15 days Maximum Period: 30 days
22	Put Option	Not Applicable
23	NGET Restructuring Put Option	Not Applicable
24	Final Redemption Amount of each Instrument	€1,000 per Calculation Amount
25	Early Redemption Amount	
	(i) Early Redemption Amount(s) of each Instrument payable on redemption for taxation reasons (Condition 5.2) or on Event of Default (Condition 9) or other early redemption:	€1,000 per Calculation Amount
	(ii) Redemption for taxation reasons permitted on days other than Interest Payment Dates (Condition 5.2)	Yes
	(iii) Notice Periods (Condition 5.2):	Minimum Period: 30 days Maximum Period: 45 days

GENERAL PROVISIONS APPLICABLE TO THE INSTRUMENTS

26	Form of Instruments	Bearer Instruments: temporary Global Instrument exchangeable for a permanent Global Instrument which is exchangeable for Definitive Instruments in the limited circumstances specified in the permanent Global Instrument
27	New Global Note:	Yes
28	Financial Centre(s) or other special provisions relating to Payment Dates (Condition 6.7):	London
29	Eligible Bonds:	No

THIRD PARTY INFORMATION

The description of the meaning of the ratings in paragraph 2 of Part B of these Final Terms has been extracted from the website of S&P, Moody's and Fitch (as applicable). The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware, and is able to ascertain from information published by S&P, Moody's and Fitch (as applicable), no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of the Issuer:

By: 

Duly authorised

PART B – OTHER INFORMATION

1 LISTING AND TRADING

- (i) Listing: London
- (ii) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Instruments of this Tranche to be admitted to trading on the London Stock Exchange's regulated market with effect from 22 March 2022.
- (iii) Estimate of total expenses related to admission to trading: £3,760

2 RATINGS

- Ratings:
- The Instruments to be issued are expected to be rated: S&P Global Ratings Europe Limited ("S&P"): BBB
- An obligation rated 'BBB' exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to weaken the obligor's capacity to meet its financial commitments on the obligation. (Source: S&P, https://www.standardandpoors.com/en_US/web/quest/article/-/view/sourceId/504352)
- Moody's Investors Service Ltd. ("Moody's"): Baa2
- An obligation rated 'Baa2' is subject to moderate credit risk. It is considered medium-grade and as such may possess speculative characteristics.
- The modifier '2' indicates a mid-range ranking.
- (Source: Moody's, <https://www.moody.com/ratings-process/Ratings-Definitions/002002>)
- Fitch Ratings Limited ("Fitch"): BBB
- An obligation rated 'BBB' indicates that expectations of default risk are currently low. The capacity for payment of financial commitments is considered adequate, but adverse business or economic conditions are more likely to impair this capacity.
- (Source: Fitch Ratings, <https://www.fitchratings.com/products/rating-definitions>)

3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

So far as the Issuer is aware, no person involved in the offer of the Instruments has an interest material to the offer.

4 REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

- (i) Reasons for the offer/use of proceeds: The net proceeds will be used by the Issuer for its general corporate purposes.
- (ii) Estimated net proceeds: €87,095,068.49

5 YIELD

Indication of yield: Calculated as 2.060 per cent. on the Issue Date
The yield is calculated on the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6 OPERATIONAL INFORMATION

ISIN: Until the Exchange Date, the Instruments will have the temporary ISIN XS2460345320 . Immediately following the Exchange Date, the Instruments will have the same ISIN as the Existing Instruments which is XS2381853436.

Common Code: Until the Exchange Date, the Instruments will have the temporary Common Code 246034532. Immediately following the Exchange Date, the Instruments will have the same Common Code as the Existing Instruments which is 238185343.

Trade Date: 15 March 2022

Any clearing system(s) other than Euroclear Bank SA/NV and Clearstream Banking S.A. and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

Intended to be held in a manner which would allow Eurosystem eligibility: Yes. Note that the designation “yes” simply means that the Instruments are intended upon issue to be deposited with one of the ICSDs as common safekeeper and does not necessarily mean that the Instruments will be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

The aggregate principal amount of the Instruments issued has been translated into Euro at the rate of [●], producing a sum of (for Instruments not denominated in Euro): Not Applicable

Benchmarks Regulation: Not Applicable

7 DISTRIBUTION

(i) US Selling Restrictions: Reg. S Compliance Category 2; TEFRA D

(ii) Prohibition of Sales to UK Retail Investors: Applicable

- (iii) Prohibition of Sales to EEA Retail Investors: Applicable
- (iv) Prohibition of Sales to Belgian Consumers: Applicable
- (v) Method of distribution: Non-syndicated
- (vi) If syndicated, names of Managers: Not Applicable
- (vii) Stabilisation Manager(s) (if any): Not Applicable
- (viii) If non-syndicated, name of Dealer: Société Générale
- (ix) Additional selling restrictions: Not Applicable