

## Final Terms dated 13 October 2006

### NATIONAL GRID GAS PLC

Issue of £300,000,000 1.754 per cent. RPI-Linked Instruments due 2036 (the “**Instruments**”)  
under the Euro 10,000,000,000 Euro Medium Term Note Programme

#### PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Prospectus dated 24 February 2006, the first Supplementary Prospectus dated 6 March 2006 and the second Supplementary Prospectus dated 22 May 2006 which together constitute a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the “Prospectus Directive”). This document constitutes the Final Terms of the Instruments described herein for the purposes of Article 5.4 of the Prospectus Directive 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. The Prospectus and the Supplementary Prospectuses 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 Trinity Tower, 9 Thomas More Street, London E1W 1YT and are available for viewing on the website of Regulatory News Services operated by the London Stock Exchange at [www.londonstockexchange.com/en-gb/pricesnews/marketnews](http://www.londonstockexchange.com/en-gb/pricesnews/marketnews).

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|----|------|-----------------------------------|---|
| 1. | (i)  | Issuer:                           | National Grid Gas plc   |
| 2. | (i)  | Series Number:                    | 43  |
|    | (ii) | Tranche Number:                   | 1   |
| 3. |      | Specified Currency or Currencies: | Sterling (“£”).   |
| 4. |      | Aggregate Nominal Amount:         |   |
|    | (i)  | Series:                           | £300,000,000.   |
|    | (ii) | Tranche:                          | £300,000,000.   |
| 5. |      | Issue Price:                      | 100.00 per cent. of the Aggregate Nominal Amount.                     |
| 6. |      | Specified Denominations:          | £50,000. <i>(Please see paragraph on Tradeable Amounts in Part B)</i> |
| 7. | (i)  | Issue Date:                       | 17 October 2006.  |
|    | (ii) | Interest Commencement Date:       | 17 October 2006.  |
| 8. |      | Maturity Date:                    | 17 October 2036.  |
| 9. |      | Interest Basis:                   | Index Linked Interest (further particulars specified below).          |

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| 10. | Redemption/Payment Basis:                       | Index Linked Redemption (further particulars specified below). |
| 11. | Change of Interest or Redemption/Payment Basis: | Not Applicable.  |
| 12. | Put/Call Options:                               | Not Applicable.  |
| 13. | Status of the Instruments:                      | Senior.  |
| 14. | Method of distribution:                         | Syndicated.  |

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

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| 15. | <b>Fixed Rate Instrument Provisions</b>   | Not Applicable.  |
| 16. | <b>Floating Rate Instrument Provisions</b>  | Not Applicable.  |
| 17. | <b>Zero Coupon Instrument Provisions</b>  | Not Applicable.  |
| 18. | <b>Index-Linked Interest Instrument</b>   | Applicable.  |
|     | (i) Index/Formula:  | The Index as defined in Condition 4.1.   |
|     | (ii) Interest Rate:   | Each Instrument shall bear interest on its outstanding nominal amount from the Interest Commencement Date at 1.754 per cent. per annum, payable semi-annually in arrear on each Interest Payment Date and adjusted in accordance with Condition 4.2.                             |
|     | (iii) Party responsible for calculating the Rate(s) of Interest, Interest Amount and Redemption Amount(s) (if not the Calculation Agent): | Not Applicable.  |
|     | (iv) Provisions for determining Coupon where calculation by reference to Index and/or Formula is impossible or impracticable:             | Conditions 4.3 to 4.5 apply.   |
|     | (v) Specified Interest Payment Dates:   | 17 April and 17 October in each year up to and including the Maturity Date.  |
|     | (vi) First Interest Payment Date:   | 17 April 2007.   |
|     | (vii) Interest Period(s):   | The period beginning on (and including) the Interest Commencement Date and ending on (but excluding) the first Interest Payment Date and each successive period beginning on (and including) an Interest Payment Date and ending on (but excluding) the next succeeding Interest |

- Payment Date.
- (viii) Business Day Convention: Following Business Day Convention.
  - (ix) Minimum Indexation Factor: Not Applicable.
  - (x) Business Centre(s) (Condition 3.2.4(i)): London.
  - (xi) Maximum Indexation Factor: Not Applicable.
  - (xii) Limited Indexation Month(s) or Period for calculation of Limited Indexation Factor: Not Applicable.
  - (xiii) Base Index Figure (Condition 4.1): 198.86129, applicable to 17 October 2006 (interpolated between July 2006 and August 2006).
  - (xiv) Day Count Fraction (Condition 3.2.4(i)): Actual / Actual – ICMA
  - (xv) “Index” or “Index Figure” (Condition 4.1): Sub-paragraph (iii) of the definition of “Index” or “Index Figure” as set out in Condition 4.1 shall apply.
  - (xvi) Reference Gilt: The Reference Gilt is 2 per cent. Index-Linked Treasury Stock due 2035.

19. **Dual Currency Instrument Provisions** Not Applicable.

**PROVISIONS RELATING TO REDEMPTION**

20. **Call Option** Not Applicable.

21. **Put Option** Not Applicable.

22. **Final Redemption Amount of each Instrument**

In cases where the Final Redemption Amount is Index-Linked:

- (i) Index/Formula: The Index as defined in Condition 4.1.
- (ii) Calculation Agent responsible for calculating the Final Redemption Amount: JPMorgan Chase Bank, N.A. London Branch
- (iii) Provisions for determining Final Redemption Amount where calculated by reference to Index and/or Formula and/or other variable: The Final Redemption Amount per Instrument shall be its nominal amount adjusted in accordance with Condition 4.2.

- (iv) Determination Date(s): Not Applicable.
- (v) Provisions for determining Final Redemption Amount where calculation by reference to Index and/or Formula and/or other variable is impossible or impracticable or otherwise disrupted: Conditions 4.3 to 4.5 shall apply.
- (vi) Payment Date: Maturity Date.
- (vii) Minimum Final Redemption Amount: Not Applicable.
- (viii) Maximum Final Redemption Amount: Not Applicable.

**23. 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 and/or the method of calculating the same (if required or if different from that set out in the Conditions): The Early Redemption Amount per Instrument shall be its nominal amount together with interest accrued but unpaid up to and including the date of redemption (in each case adjusted in accordance with Condition 4.2).
- (ii) Redemption for taxation reasons permitted on days other than Interest Payment Dates (Condition 5.2): Yes.
- (iii) Unmatured Coupons to become void upon early redemption (Condition 6.5): Yes.

**GENERAL PROVISIONS APPLICABLE TO THE INSTRUMENTS**

- 24. Form of Instruments: **Bearer Instruments:**  
Temporary Global Instrument exchangeable for a permanent Global Instrument which is exchangeable for Definitive Instruments on 60 days' notice in the limited circumstances specified in the permanent Global Instrument.
- 25. Financial Centre(s) or other special provisions relating to Payment Dates (Condition 6.6): London.

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| 26. | Applicable TEFRA exemption:   | D Rules.  |
| 27. | Talons for future Coupons or Receipts to be attached to Definitive Instruments (and dates on which such Talons mature):   | Yes. Talons will mature on 17 October 2019 and 17 April 2031. |
| 28. | Details relating to Partly Paid Instruments: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Instruments and interest due on late payment: | Not Applicable.   |
| 29. | Details relating to Instalment Instruments:   | Not Applicable.   |
| 30. | Redenomination, renominalisation and reconventioning provisions:  | Not Applicable.   |
| 31. | Consolidation provisions:   | Not Applicable.   |
| 32. | Other final terms:  | Not Applicable.   |

#### **DISTRIBUTION**

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| 33. | (i) If syndicated, names of Managers: | HSBC Bank plc<br>Banc of America Securities Limited<br>Bayerische Landesbank<br>Mitsubishi UFJ Securities International plc<br>Mizuho International plc<br>National Australia Bank Limited (ABN 12 004 004 937) |
|     | (ii) Stabilising Manager(s) (if any): | HSBC Bank plc   |
| 34. | If non-syndicated, name of Dealer:    | Not Applicable.   |
| 35. | Additional selling restrictions:      | Not Applicable.   |

#### **LISTING AND ADMISSION TO TRADING APPLICATION**

These Final Terms comprise the final terms required to list and have admitted to trading the issue of Instruments described herein pursuant to the Euro Medium Term Note Programme of National Grid Gas Holdings plc and National Grid Gas plc.

**RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By:           *M. G. Coz*          

Duly authorised

## PART B – OTHER INFORMATION

### 1. LISTING

- (i) Listing: London.
- (ii) Admission to trading: Application has been made for the Instruments to be admitted to trading on London Stock Exchange plc's Gilt-Edged and Fixed Interest Market with effect from 17 October 2006.
- (iii) Estimate of total expenses related to admission to trading: £4,300.

### 2. RATINGS

Ratings: The Instruments to be issued have been rated:  
S & P: A (CreditWatch Negative)  
Moody's: A2 (Negative Outlook)

### 3. NOTIFICATION

Not Applicable

### 4. 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.

### 5. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

Not Applicable

### 6. YIELD

Not Applicable

### 7. PERFORMANCE OF INDEX/FORMULA/OTHER VARIABLE AND OTHER INFORMATION CONCERNING THE UNDERLYING

Information on the UK Retail Price Index can be found on Bloomberg page UKRPI.

### 8. PERFORMANCE OF RATES OF EXCHANGE

Not Applicable

**9. OPERATIONAL INFORMATION**

ISIN Code: XS0270621138

Common Code: 027062113

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking société anonyme and the relevant address(es) and identification number(s): Not Applicable.

Delivery: Delivery against payment

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

**10. GENERAL**

Tradeable Amount: So long as the Instruments are represented by a Global Instrument and Euroclear Bank S.A./N.V. and Clearstream Banking, société anonyme so permit, the Instruments shall be tradeable in minimum principal amounts of £50,000 and integral multiples of £1,000 (the "Tradeable Amount") in addition thereto.

The aggregate principal amount of Instruments issued has been translated into Euro at the rate of EUR 1 = GBP 0.6742, producing a sum of (for Instruments not denominated in Euro): Euro 444,971,818.45

Additional steps that may only be taken following approval by an Extraordinary Resolution in accordance with Condition 11.1: Not Applicable.