

ORDINARY SHAREHOLDERS' MEETING 12 May 2026

BOARD OF DIRECTORS' REPORTS ON THE ITEMS ON THE AGENDA

1. 2025 Annual Report including the Report on Operations, containing the 2025 Consolidated Sustainability Statement, the consolidated financial statements of the Terna Group for the year ended 31 December 2025 and the draft financial statements of Terna S.p.A., as well as the reports of the Board of Statutory Auditors and the Independent Auditors.
2. Allocation of profits for the year.
3. Determination of the number of members of the Board of Directors.
4. Determination of the term of office of the Board of Directors.
5. Appointment of the members of the Board of Directors.
6. Appointment of the Chairperson of the Board of Directors.
7. Determination of the remuneration of members of the Board of Directors.
8. Appointment of the Board of Statutory Auditors and of the Chairperson.
9. Determination of the remuneration of the Standing Auditors of the Board of Statutory Auditors.
10. Long-Term Incentive Plan based on 2026-2030 Performance Shares allocated to the management of TERNA S.p.A. and/or of its subsidiaries in accordance with Art. 2359 of the Civil Code.
11. Authorisation to purchase and sell treasury shares, subject to revocation of the authorisation granted by the Shareholders' Meeting on 21 May 2025.
12. Report on the paid remuneration and compensation policy:
 - 12.1. 1st section: report on the remuneration policy (binding resolution);
 - 12.2. 2nd section: report on the compensation policy (non-binding resolution).

BOARD OF DIRECTORS' REPORT ON THE FIRST ITEM ON THE AGENDA

2025 Annual Report including the Report on Operations, containing the 2025 Consolidated Sustainability Statement, the Consolidated financial statements of the Terna Group for the year ended 31 December 2025 and the draft financial statements of Terna S.p.A., as well as the reports of the Board of Statutory Auditors and the Independent Auditors

Dear Shareholders,

the file “2025 Annual Report” will be made available to the public, at the Company’s registered office, in the section of the Company’s website www.terna.it/en/Governance/shareholders-meeting/latest-shareholders-meeting, as well as via the authorised storage mechanism “eMarket Storage” (www.emarketstorage.it), in accordance with the terms provided for under applicable laws. This file, to which reference is made, will contain the financial statements of TERNA S.p.A., which close with a net profit of € 989,075,987.11, as well as the Consolidated financial statements of the Group as at 31 December 2025 and the Directors’ Report on Operations, including the Consolidated Sustainability Statement as at 31 December 2025, prepared pursuant to Legislative Decree no. 125 of 6 September 2024, which transposed into national legislation the provisions of Directive (EU) 2022/2464 – the Corporate Sustainability Reporting Directive.

Alongside these documents, the “Annual Report on Corporate Governance and Ownership Structure” will be made available to the public via the same means. It should be noted that this document, as well as the Consolidated Financial Statements and the Consolidated Sustainability Statement, included in the Annual Report, is presented to the Shareholders’ Meeting for information purposes only, as such document is not submitted for the approval of the latter.

Within the deadline set by current legislation, the report of the party assigned to audit the Company’s accounts and the Board of Statutory Auditors’ report will also be made available to the public, in the same manner as indicated above.

The above having been stated, we submit for your approval the following

proposal

“TERNA S.p.A.’s Shareholders’ Meeting, having examined the illustrative report by the Board of Directors,

resolves

to approve TERNA S.p.A.’s separate financial statements as at 31 December 2025 which closed with a net profit of € 989,075,987.11”.

BOARD OF DIRECTORS' REPORT ON THE SECOND ITEM ON THE AGENDA

Allocation of profits for the year

Dear Shareholders,

It should be noted that the dividends policy set out in the 2024-2028 Business Plan, updated on 25 March 2025, provides, with specific reference to the results for the 2025 financial year, for the payment to Shareholders of a dividend equal to the higher of the value calculated assuming an annual growth of 4% in the 2023 dividend and the value of the dividend per share (DPS) outstanding for 2024.

In light of the above and considering the results obtained, the Board of Directors proposes to allocate a total dividend per share outstanding for the whole financial year 2025 of € 0.3962 corresponding to a total amount of € 795,846,910.86, according to the manner indicated below.

It should be noted that TERNA S.p.A. has already distributed an interim dividend equal to € 0.1192 per outstanding share, already paid, gross of any applicable withholding tax, from 26 November 2025. The 4,294,627 treasury shares in the portfolio with record date of 25 November 2025 were therefore not considered in this interim dividend; the interim dividend of financial year 2025 distributed was therefore equal to a total of € 239,079,126.86.

Taking into account the interim dividend already paid, the Board of Directors proposes the payment of a final dividend of € 0.2770 per share outstanding on the date of payment of the final dividend, scheduled for June 2026 (for a total maximum amount of approximately € 556,767,784.00, as set out below),

The above having been stated, we submit for your approval the following

proposal

“TERNA S.p.A.’s Shareholders’ Meeting, having examined the illustrative report by the Board of Directors,

resolves

to allocate TERNA S.p.A.’s profit for 2025, equal to € 989,075,987.11, as follows:

- € 239,079,126.86 to cover the interim dividend payable as from 26 November 2025 for each ordinary share outstanding at the record date of 25 November 2025;
- a maximum of € 556,767,784.00 as a final dividend to be distributed in the amount of € 0.2770 for each of the 2,009,992,000 ordinary shares outstanding at the ex-dividend date of coupon no. 44, set for 22 June 2026 (record date as per art.83-*terdecies* of Legislative Decree no. 58 of 24 February 1998 (“TUF”): 23 June 2026); the dividend will be paid – gross of any applicable withholding tax – on 24 June 2026. The amount of the final dividend for 2025 due to the treasury shares held by the Company at the “record date” will be allocated to the reserve known as “retained earnings”;

- at least € 193,229,076.25 for the reserve known as “retained earnings”.

BOARD OF DIRECTORS' REPORT ON THE THIRD ITEM ON THE AGENDA

Determination of the number of members of the Board of Directors

Dear Shareholders,

during the Shareholders' Meeting called to approve the 2025 financial statements, the three-year term of office of the members of the Board of Directors currently in office, appointed by the Ordinary Shareholders' Meeting of 09 May 2023, ends.

Thus, the Shareholders' Meeting is asked to appoint members to the Board of Directors, having established the number of members thereof, in compliance with the terms and provisions of article 14 of the Bylaws.

It should therefore be noted that, in accordance with article 14.1 of the Bylaws, the Company is managed by a Board of Directors composed of not less than 7 and not more than 13 members; the Shareholders' Meeting is therefore called upon to establish the number of members of the Board of Directors within the aforementioned limits.

The outgoing Board of Directors, despite not having formulated specific proposals on this item on the agenda, has noted – in the context of its own guidelines on the size and composition of the administrative body, prepared following consultation with the Remuneration and Appointments Committee and the Sustainability, Governance and Scenarios Committee, in line with the provisions of art. 4, Recommendation 23 of the Corporate Governance Code – that the administrative body may be formed of a number of Directors ranging from **9 to 13** in order to ensure an adequate balance of skills and experience required by the complexity of TERNA's business, allowing Committees to be established without an excessive overlap of their members, noting also that market benchmarks show that boards in other companies of a similar or larger size typically consist of fewer than 13 members.

These guidelines are available, since 9 March 2026, to the public via the Company's website (www.terna.it/en) within the Section dedicated to this Shareholders' Meeting <https://www.terna.it/en/Governance/shareholders-meeting/latest-shareholders-meeting>.

Considering the above, the Board of Directors invites the Shareholders' Meeting to determine, within the above-mentioned statutory limits, the number of members of the Board of Directors, on the basis of proposals to be made by the Shareholders.

BOARD OF DIRECTORS' REPORT ON THE FOURTH ITEM ON THE AGENDA

Determination of the term of office of the members of the Board of Directors.

Dear Shareholders,

we remind you that article 14.2 of the Bylaws establishes that the Company's Board of Directors is appointed for a period lasting up to three fiscal years and may be re-appointed at the expiration of their mandate.

At the Shareholders' Meeting held on 09 May 2023, the term of office of the Board of Directors was set at three financial years.

The outgoing Board of Directors shall refrain from making specific proposals on this agenda item and therefore invites the Shareholders' Meeting to consider, within the limits laid down in the Bylaws, the term of office of the Board of Directors, in accordance with the proposals of the Shareholders.

BOARD OF DIRECTORS' REPORT ON THE FIFTH ITEM ON THE AGENDA

Appointment of the members of the Board of Directors

Dear Shareholders,

You are asked to appoint the members of the Board of Directors, who – pursuant to the combined provisions of art. 147-*ter* of Italian Legislative Decree no. 58 of 24 February 1998 (the Consolidated Law on Finance or “TUF”) and art. 14.3 of the Bylaws – are elected by the Ordinary Shareholders’ Meeting using the list voting system.

In accordance with art. 14.3 of the Bylaws and applicable legislation, the candidate lists may be presented by Shareholders who, either autonomously or with other Shareholders, hold a share equal to at least 0.5% of the share capital of TERNA S.p.A. or by the outgoing Board of Directors which, however, has decided not to use this option due to the current composition of the company’s shareholding. Ownership of the aforementioned minimum share capital required shall be determined by taking into account the shares that are registered in the Shareholder(s) name on the day on which the lists are filed with the Company. The communication notice which certifies the ownership of the aforesaid shareholding may, however, be made available to the Company even after the filing of the list, as long as this lies within the deadline for the Company to publish the lists (at least by the twenty-first day prior to the date of the Shareholders’ Meeting, i.e. by 21 April 2026).

Any entitled Shareholder may present or assist in the presentation of one single list and each candidate may appear on one list only or he/she will be considered ineligible.

In order for the lists to be finalised and made available, the following should be noted:

- a) candidates for the office of Director must (i) meet the integrity requirements set forth in art. 147-*quinquies* of the TUF, which refers to the integrity requirements established for the Statutory Auditors of companies with listed shares in accordance with art. 148, subsection 4, of the TUF, for which reference is currently made to article 2 of Italian Ministry of Justice Decree no. 162 of 30 March 2000); (ii) meet integrity and professionalism requirements set forth in art. 15 of the Bylaws; (iii) not find themselves in any of the conditions of ineligibility, forfeiture or incompatibility set forth by current legislation and/or the Bylaws, which includes the situations of incompatibility set forth by art. 15.5 of the Bylaws as adopted pursuant to the Unbundling Regulation ⁽¹⁾, as well as those provided for by the DPCM of 25 May 2012²;

¹ Directive (EU) 944 of 5 June 2019, Italian Legislative Decree no. 93 of 1 June 2011 and Resolutions of Italian Regulatory Authority for Energy, Networks and Environment (ARERA) nos. ARG/com 153/11 and 142/2013/R/eel, with which the ARERA regulated the certification procedures of the electricity transmission operator and adopted the final decision to certify TERNA S.p.A. as electricity “transmission system operator” (“Unbundling Legislation”).

² Article 2, paragraph 2, letter (c), of the DPCM of 25 May 2012, as amended by the DPCM of 15 November 2019, provides that: ‘(c) the members of the management or supervisory body, as well as those who hold executive positions in Eni S.p.A. or its subsidiaries, may not hold any office in the management or supervisory body nor executive positions in Cassa Depositi e Prestiti S.p.A. or Snam S.p.A. or Terna S.p.A. and their subsidiaries, where operating in the natural gas transport sector or in the electricity transmission sector, nor may they maintain any direct or indirect professional or financial relationship with such companies; similarly, the members of the management or supervisory body, as well as those who hold executive positions in Cassa Depositi e Prestiti S.p.A. and have a direct or indirect

- b) in accordance with art. 15.4 of the Bylaws, at least one third of the Directors in office – rounding down to the unit below, in case of fractional number inferior to the unit – shall meet the requirements of independence established for the auditors by art. 148, subsection 3, of the TUF;
- c) the names of the candidates must be listed using sequential numbering;
- d) the lists shall indicate what candidates are in possession of the independence requirements as provided for by the law, by Article 15.4 of the Bylaws and any other information or statement required by the applicable rules and regulations and the Bylaws pertaining to their respective offices;
- e) in accordance with art. 14.3 of the Bylaws and art. 147-ter, subsection 1-ter, of the TUF, at least two-fifths of the members of the Board of Directors must belong to the least represented gender (in case of a fractional number, rounded up to the next whole unit). Therefore, as indicated in the notice convening the meeting, in order to establish a Board of Directors compliant with the above:
 - o lists featuring three candidates must contain one candidate of the less represented gender, to be indicated in one of the first two places on the list;
 - o lists featuring four candidates must contain two candidates of each gender and indicate two candidates of different genders in the first two places on the list;
 - o lists featuring five candidates must contain two candidates of the less represented gender and indicate one of the candidates of the less represented gender in one of the first two places on the list;
 - o lists featuring six candidates must contain three candidates of each gender and indicate two candidates of different genders in the first two places on the list;
 - o lists featuring seven candidates must contain three candidates of the less represented gender, indicate one of the candidates of the less represented gender in the first two places on the list and indicate the remaining two candidates of the less represented gender within the first six places on the list;
 - o lists featuring eight candidates must contain four candidates of each gender and indicate two candidates of different genders in the first two places on the list and two candidates of different genders in the last two places on the list;
 - o lists featuring more than eight candidates must contain at least four candidates of the less represented gender, indicate one of the candidates of the less represented gender in one of the first two places on the list, indicate another two candidates of the less represented gender within the first six places on the list and indicate another one candidate of the less represented gender between

professional or financial relationship with companies operating in the natural gas transport sector or in the electricity transmission sector, in Snam S.p.A., Terna S.p.A., and their subsidiaries operating in the natural gas transport sector or in the electricity transmission sector, may not hold any office in the management or supervisory body nor executive positions in Eni S.p.A. and its subsidiaries, nor maintain any direct or indirect professional or financial relationship with such companies.

the seventh and ninth places on the list, while any other candidates of the less represented gender can be listed as preferred after the ninth place.

In any event, the less represented gender must account for at least two-fifths of the elected Directors (rounded up to the nearest whole number where applicable);

f) for the purpose of presentation of nominations, Shareholders are invited to also consider:

(i) the “*Guidelines from the Board of Directors of TERNA S.p.A. to shareholders on the size and composition of the new Board of Directors*” expressed by the expiring Board of Directors, consulted the Remuneration and Appointments Committee and the Sustainability, Governance and Scenarios Committee, in line with the Recommendation 23 of the Code of Corporate Governance;

(ii) of the “*Diversity Policy for Administrative and Auditing Bodies of TERNA S.p.A.*”;

(iii) the “*Guidance concerning the maximum number of offices that may be held by Directors of TERNA S.p.A. (under the terms of Art.3, Rec. 15 of the Corporate Governance Code for listed companies)*”.

The aforementioned documents, of which information is given in the Report on corporate governance and ownership structures, are available to the public on the Company’s website, in the area dedicated to this Shareholders’ Meeting (www.terna.it/en/Governance/shareholders-meeting/latest-shareholders-meeting).

iv) the recommendations of the Corporate Governance Code, also with reference to the composition of the Board Committees recommended in that Code.

Moreover, those intending to submit a slate with a number of candidates that is higher than half the number of members to be elected are required to provide adequate information, in the supporting documentation, on the compliance of the slate with the Guidelines mentioned above and to identify their candidate for the chairmanship of the Board.

g) It is also recalled that the Corporate Governance Code recommends that in “large companies” and with non “concentrated ownership” in accordance with the criteria of the Code (among which TERNA S.p.A. is included) independent directors account for at least half of the board.

In this regard, shareholders are invited:

(i) to also take note of the recommendations regarding the independence of the members of the board of directors contained in the aforementioned Corporate Governance Code and, in particular, the quantitative and qualitative criteria for assessing the significance of any commercial, financial or professional relationships and any additional remuneration adopted by the Board of Directors for the purpose of assessing the independence of its non-executive members, for a description of which please refer to the document “*Application criteria and procedure for assessing the independence (under the terms of art. 2 of the Corporate*

Governance Code)” available on the specific section of the Company’s website dedicated to this Meeting (www.terna.it/it/Governance/assemblea-azionisti/ultima-assemblea); and

(ii) to take into consideration the **Reference Parameter**³, equal to **€ 105,575.34**, contained in the aforementioned “*Guidelines from the Board of Directors of TERNA S.p.A. to shareholders on the size and composition of the new Board of Directors*” expressed by the expiring Board of Directors.

With regard to submitting lists, it should be noted that:

- a) the lists must be filed with the Company no later than the twenty-fifth day before the date of the Shareholders’ Meeting (i.e. no later than 17 April 2026), in the manner and in compliance with the requirements necessary to identify the applicants. The lists must be filed as follows via email or certified email to the certified email address assemblea2026@pec.terna.it, indicating as reference “**Submission of lists of Shareholders’ Meetings**” and inserting information which allows the individual submitting the lists to be identified (with a reference telephone number, where available), accompanied with the information required in accordance with the reference regulations, it being understood that the communication notice which certifies the ownership of the aforesaid shareholding, issued by an authorised intermediary, may be made available to the Company even after the filing of the lists, as long as this happens at least twenty-one days before the date of the Shareholders’ Meeting (i.e. by 21 April 2026, which is the final deadline for publication of the lists by the Company);
- b) each list must be accompanied by **declarations** in which the individual candidates accept their candidacy and certify, under their own responsibility, the absence of any causes of ineligibility and incompatibility ⁽⁴⁾, and that they meet the requirements provided for by the applicable law and the Bylaws for the relative positions, and any other applicable information required in accordance with the applicable legislation, including the regulatory one, and the Bylaws. In particular, please note that as indicated in the notice of call, the lists must be filed with:
 - o indication of identity of the shareholders who have submitted the lists and the percentage of the total shares held;
 - o thorough information on the personal and professional characteristics of the candidates;

³ Pursuant to the art. 5.1 of the document “*Application criteria and procedure for assessing the independence (under the terms of art. 2 of the Corporate Governance Code)*”, the term “**Reference Parameter**” means the average remuneration paid, respectively, to non-executive directors and to the members of the Board of Statutory Auditors for their role and for any participation in the committees recommended by the Corporate Governance Code or required by the applicable legislation during the course of the final year of the previous mandate (in this case, 2025), calculated by the Corporate Affairs and Corporate Governance Department. The Chair of the Board of Directors is not taken into account for the purposes of calculating the “Reference Parameter”, neither in terms of the number of directors nor in relation to the amount earned by that role.

Specifically in relation to the Chairperson of the Board of Directors, the Reference Parameter is relative to the remuneration for such role received in the last year of the previous appointment (in this case, 2025), equal to **€ 238,000**.

⁴ Including those provided for in art. 15.5 of the Bylaws introduced by the Shareholders’ Meeting of 27 May 2014 for all Directors of the Company, to ensure compliance with the rules of Italian Legislative Decree no. 93/2011 and with the aforesaid resolutions of the ARERA no.s ARG/com 153/11 and 142/2013/R/eel.

- the candidate declarations that they meet the requirements as provided for in current legislation and the Bylaws for the appointment to the office of director, including the requirements set out in the provisions of art. 15.5 of the Bylaws regarding independence and incompatibility, as adopted pursuant to the Unbundling Regulations, as well as those provided for by the DPCM of 25 May 2012;
 - the candidate declarations certifying the possible possession of the independence requirements as provided for in article 148, subsection 3 of the TUF and/or of the requirements of independence required by the industry regulations that may be applicable due to the activity performed by the Company;
- c) in relation to any candidates indicated as meeting the independence requirements set forth in art. 2 Recommendation 7 of the Corporate Governance Code, the Shareholders are also invited to file a declaration which states that they meet such requirements, taking into account Q.Rec.19 to the Corporate Governance Code (Q&A of November 2020);
- d) with Communication no. DEM/9017893 of 26 February 2009, Consob recommended that Shareholders who submit a minority list for the appointment of the Board of Directors should file, together with the list, a declaration *“certifying the absence of liaison relationships, including indirect ones, as referred to in article 147-ter, subsection 3 of Italian Legislative Decree no. 58 of 24 February 1998 and in article 144-quinquies of Consob Resolution no. 11971 of 14 May 1999, with shareholders who hold, jointly or severally, a controlling or relative majority, where identifiable on the basis of the communications of significant shareholdings in accordance with article 120 of Italian Legislative Decree no. 58 of 24 February 1998 or the publication of shareholders’ agreements pursuant to article 122 of the same Decree”*, specifying any existing relationships, if significant, with said controlling or relative majority shareholders, as well as the reasons why such relationships were not considered decisive for the existence of the aforementioned relationships.

The lists, which are accompanied with the information and documentation required by the law, including regulations, in force and the Bylaws, shall be made available to the public, by the Company, by the twenty-first day prior to the date of the Shareholders’ Meeting (i.e. by 21 April 2026), at the Company’s registered office, in the section of the Company’s website (<https://www.terna.it/en/Governance/shareholders-meeting/latest-shareholders-meeting>) dedicated to this Shareholders’ Meeting, as well as on the authorised storage mechanism “eMarket Storage” (www.emarketstorage.it).

The procedure for appointment of Directors based on the “list vote” mechanism in accordance with art. 14.3 of the Bylaws states that:

- (i) everyone entitled to vote may vote one list only at the Shareholders’ Meeting;
- (ii) from the list that obtained the highest number of votes from the Shareholders (the Majority List), according to the progressive number by which they are listed in the list (with rounding down to the lower unit, in the event of a fraction lower than the unit);

- (iii) the remaining Directors (the remaining three tenths of the total) are taken from the other lists (the Minority Lists), which applies for this purpose the specific rules set forth under letter (b) of art. 14.3 of the Bylaws;
- (iv) in accordance with letter b-*bis* of art. 14.3 of the Bylaws, if on the outcome of the vote, the Majority List does not contain a sufficient number of candidates to ensure that the number of directors to be elected pursuant to point (ii) above is achieved, all the candidates listed therein shall be drawn from the same Majority List, in the progressive order indicated in that list; after having drawn the other directors from the Minority Lists, pursuant to point (iii) above, for the number of positions, equal to three tenths of the total, provided for in such lists, the remaining directors shall be drawn for the positions not covered by the Majority List, from the list that obtained the highest number of votes among the Minority Lists (the “First Minority List”) in relation to the capacity of such list. If this list is of an insufficient number, the remaining Directors will be taken, with the same methods, from the following list (“Second Minority List”) or if necessary from the next ones, according to the number of votes and the size of the lists themselves. Finally, if the total number of candidates included in the lists presented, both in the Majority List and in the Minority Lists, is less than that of the Directors to be elected, the remaining Directors will be elected by the Shareholders' Meeting with the legal majorities and without observing the slate vote procedure in such a way as to ensure in any case the presence of the necessary number of Directors in possession of the requisites of independence laid down in the law and in art. 15.4 of the Bylaws, and observance of the current legislation on the subject of balance between genders;
- (v) if, following the application of the procedure described above, the minimum number of independent Directors established by law and by art. 15.4 of the Bylaws is not appointed, in relation to the total number of Directors, the candidates who could be elected in the various lists in accordance with the above are arranged in a single decreasing ranking, established by the quotient system indicated in art. 14.3, letter (b) of the Bylaws. The candidate or candidates without the aforementioned requirements in possession of the lowest quotient or quotients will be replaced by the candidate/candidates in possession of such requirements not elected and belonging to the same list as the replaced candidate/candidates according to the progressive order of such list. Failing such number of candidates as is sufficient to enable compliance with the required number of independent directors, the Shareholders' Meeting shall resolve, with the majorities provided for pursuant to law, upon the replacement of the candidates without the independence requirements, who have obtained the lowest quotient;
- (vi) if, following the application of the procedure described above, the existing legislation on gender balance is not complied with, the candidates who could be elected in the various lists in accordance with the above are arranged in a single decreasing ranking, established by the quotient system indicated in art. 14.3, letter (b) of the Bylaws. The candidate of the most represented gender with the lowest quotient in this ranking will then be replaced by the first of the candidates of the less represented gender who could not be elected from the same list, subject to compliance with the minimum number of independent directors laid down in the Bylaws.

In the event of equal quotients, replacement is made for the candidate taken from the list from which the greatest number of candidates would be elected on the basis of the mechanism referred to above, without prejudice to compliance with the minimum number of independent directors provided for in the Bylaws.

Should no other candidates be on the list, the aforesaid replacement will be made by the Shareholders' Meeting with the legal majorities and in respect of the principle of a proportional representation of minorities on the Board of Directors.

If the replacement of the candidate of the most represented gender with the lowest quotient in the ranking does not allow the minimum threshold established by current legislation for the balance between genders to be met, the replacement operation indicated above is carried out with reference to the candidate of the most represented gender with the penultimate quotient, and so on, rising from the bottom of the ranking.

It should be noted that pursuant to art. 147-ter, subsection 3, of the TUF, at least one of the Board members is appointed from the Minority List obtaining the highest number of votes which is not associated, even indirectly, with the Shareholders who have submitted or voted for the list that won according to the number of votes (i.e. the Majority List).

Moreover, for the purposes of appointing Directors, art. 14.3, letter (e) of the Bylaws stipulates that no operator of the electricity generation, importation, distribution, supply and transmission sectors – including by means of subsidiaries, parent companies, or subsidiaries controlled by the same Parent Company – may exercise voting rights for more than 5% of the share capital, according to the above mentioned provisions.

These restrictions are in line with those provided for, more in general, for exercising the right to vote in shareholders' meetings implementing the legislation on the subject of privatisations time per time in force and connected with the limits on share ownership specified in article 6.3 of the Bylaws.

Finally, it should be noted that, pursuant to the provisions of article 14.3, letter (f), of the Bylaws and in accordance with the Unbundling Regulations, without prejudice to the assessments of the Italian Regulatory Authority for Energy, Networks and Environment (“ARERA”) in the context of the Company's certification as transmission system operator, it is considered a conflict of interest, for the purposes of article 2373 of the Italian Civil Code, for anyone involved in the election of Directors to operate in the electricity or gas generation or supply sector or, directly or indirectly, control a company operating in the electricity or gas generation or supply sector or hold a significant shareholding in such a company in accordance with art. 120 of the “TUF”. Therefore, each participant in the Shareholders' Meeting is required to declare, under his/her own responsibility, the existence of any conflicts of interest.

In relation to the above, Shareholders are called upon to vote at Shareholders' Meetings for one of the candidate lists to be appointed to the position of Director from among those submitted, filed and published in compliance with the law and the Bylaws.

BOARD OF DIRECTORS' REPORT ON THE SIXTH ITEM ON THE AGENDA

Appointment of the Chairperson of the Board of Directors

Dear Shareholders,

In accordance with article 16.1 of the Bylaws, the appointment of the Chairperson of the Board of Directors is primarily the responsibility of the Ordinary Shareholders' Meeting. The Board of Directors is in fact only entitled to appoint its own Chairperson if the Shareholders' Meeting has not already done so.

In relation to the above, the Shareholders' Meeting is therefore asked to appoint the Chairperson of the Board of Directors from among the Directors elected at the outcome of the votes on the previous item on the agenda, based on the proposals to be made by the Shareholders themselves.

For the purpose of submitting the candidacy, Shareholders are invited to read:

(i) the “*Guidelines from the Board of Directors of TERN A S.p.A. to shareholders on the size and composition of the new board of directors*” established by the outgoing Board of Directors, in line with the recommendations of art. 4 Recommendation 23 of the Corporate Governance Code for listed companies – and having mentioned such in these reports – which includes some indications also with reference to the role of the Chairperson of the Board of Directors of the Company;

(ii) the recommendations regarding the independence of the members of the board of directors contained in the aforementioned Corporate Governance Code and, in particular, the quantitative and qualitative criteria for assessing the significance of any commercial, financial or professional relationships and any additional remuneration adopted by the Board of Directors for the purpose of assessing the independence of its non-executive members, for a description of which please refer to the document “*Application criteria and procedure for assessing the independence (under the terms of art. 2 of the Corporate Governance Code)*” available on the specific section of the Company’s website dedicated to this Meeting (www.terna.it/it/Governance/assemblea-azionisti/ultima-assemblea);

(iii) the Reference Parameter⁵, contained in the aforementioned “*Guidelines from the Board of Directors of TERN A S.p.A. to shareholders on the size and composition of the new board of directors*” expressed by the outgoing Board of Directors. These Guidelines are available to the public via the Company’s website within the section <https://www.terna.it/en/Governance/shareholders-meeting/latest-shareholders-meeting>.

⁵ Pursuant to art. 5.1. of the Document “*Application criteria and procedure for assessing the independence (under the terms of art. 2 of the Corporate Governance Code)*”, with specific regard to the Chairperson of the Board of Directors, the Reference Parameter refers to the remuneration for this office received in the last year of the previous mandate (in this case, 2025) equal to Euro 238,000.

Lastly, in line with the aforementioned art.4 Recommendation 23 of the Corporate Governance Code, those intending to submit a slate with a number of candidates that is higher than half the number of members to be elected are required to identify in the supporting documentation their candidate for the chairmanship of the Board.

BOARD OF DIRECTORS' REPORT ON THE SEVENTH ITEM ON THE AGENDA

Determination of the remuneration of members of the Board of Directors

Dear Shareholders,

In accordance with article 24.1 of the Bylaws, the remuneration for the office of member of the Board of Directors is determined by the Shareholders' Meeting; the relative resolution of the Shareholders' Meeting, once adopted, remains valid also for the following financial years, until otherwise determined by the Shareholders' Meeting.

In this regard, it should be noted that the remuneration of the outgoing Board of Directors was set by the Ordinary Shareholders' Meeting of 09 May 2023 at € 50,000 gross per annum for the Chairperson and € 35,000 gross per annum for each of the other Directors, in addition to the reimbursement of expenses incurred.

Having stated the foregoing, the outgoing Board of Directors refrains from making any specific proposal on this item on the agenda and thus invites the Shareholders to determine the remuneration due to members of the Board of Directors based on the proposals that they themselves shall make, taking also into account the remuneration policy under item 12.1 of the Agenda.

For the sake of completeness, it should be remembered that, pursuant to article 24.2 of the Bylaws, the remuneration of Directors with special offices in accordance with the Bylaws is established via the Board of Directors, after consultation with the Board of Statutory Auditors.

BOARD OF DIRECTORS' REPORT ON THE EIGHTH ITEM ON THE AGENDA

Appointment of the Board of Statutory Auditors and of the Chairperson

Dear Shareholders,

During the Shareholders' Meeting called to approve the 2025 financial statements, the three-year term of office of the members of the Board of Statutory Auditors currently in office, appointed by the Ordinary Shareholders' Meeting of 09 May 2023, ends.

In accordance with article 26.1 of the Bylaws, the Shareholders' Meeting is therefore called to elect the new Board of Statutory Auditors, which consists of three Standing Auditors and three Alternate Auditors. The outgoing Auditors will be eligible for re-election.

The appointed Board of Statutory Auditors will remain in office – according to art. 2400 of the Italian Civil Code – for three financial years and will expire on the date of the Shareholders' Meeting convened to approve the Financial Statements as at 31 December 2028.

In accordance with the combined provisions of article 148 of the TUF and article 26.2 of the Bylaws, the election of the Board of Statutory Auditors and Alternate Auditors is carried out via the list vote system.

The candidate lists may be presented by Shareholders who, either autonomously or with other Shareholders, hold a share equal to at least 0.5% of the share capital of TERNA S.p.A. Ownership of the aforementioned minimum share capital required shall be determined by taking into account the shares that are registered in the Shareholder(s) name on the day on which the lists are filed with the Company. The communication notice which certifies the ownership of the aforesaid shareholding may, however, be made available to the Company even after the filing of the list, as long as this lies within the deadline for the Company to publish the lists (at least by the twenty-first day prior to the date of the Shareholders' Meeting, i.e. by 21 April 2026).

Shareholders may not submit or vote for more than one list, even via a third party or trust companies. Shareholders belonging to groups and those who enter into a Shareholder Agreement concerning issuer shares may not submit or vote for more than one list, even via a third party or trust company. A candidate may only be indicated on one list, on penalty of ineligibility.

In order for the lists to be finalised and made available, the following should be noted:

- a) candidates for the role of Statutory Auditor must meet the requirements of professionalism and honourableness established in article 148, subsection 4, of the TUF, as laid out in Italian Ministry of Justice Decree no. 162 of 30 March 2000. For the purposes of the provisions on professionalism laid down in art. 1, subsection 2, letters (b) and (c), of the aforesaid Decree, matters relating to commercial and tax law, business economics and corporate finance, as well as matters and sectors of activity relating to energy in

general, communications and grid structures are considered strictly relevant to the Company's area of activity, in accordance with art. 26.1 of the Bylaws;

- b) candidates may not find themselves in any situations of ineligibility, forfeiture or incompatibility provided for by current legislation, including those provided for under the DPCM of 25 May 2012⁶, and/or the Bylaws. In particular, with regard to cases of ineligibility, article 148, subsection 3, of the TUF applies, while with regard to the limits to the accumulation of offices, articles 148-*bis* of the TUF and 144-*terdecies* of the Issuers' Regulations as well as article 26.1 of the Bylaws apply;
- c) the lists are divided into two sections: one for candidates for the office of Statutory Auditor and the other for candidates for the office of Alternate Auditor. Within the list itself, the names of the candidates must be listed using sequential numbering and, in any case, not with a number greater than the members of the board to be elected. The first candidate of each section of the lists must be registered in the register of statutory auditors and must have legally audited accounts for a period of at least three years;
- d) In accordance with art. 26.2 of the Bylaws and art. 148-*bis*, subsection 1-*bis*, of the TUF and art. 144-*undecies*.1, subsection 3, of the Issuers' Regulations at least two-fifths of the members of the Board of Statutory Auditors must belong to the least represented gender, with mandatory rounding, in the case of a decimal number, to the upper whole, with the exception of bodies formed by three components for which the rounding takes place down to the lower unit.
- e) In compliance with the above, within the Board of Statutory Auditors of TERNA S.p.A., which, as mentioned above, in accordance with the Bylaws is composed of three Standing Auditors, the presence of a member of the less represented gender is required. For the purposes of the above, in accordance with the provisions of art. 26.2 of the Bylaws, the lists which, when considering both sections, present a number of candidates equal to or greater than three must include, both in the first two positions of the section of the list relative to the Standing Auditors, and in the first two positions of the section of the list relative to Alternate Auditors, candidates of different gender.
- f) When drafting the lists, the Shareholders are asked to take into account:
 - (i) Recommendations 7 and 9 of the Corporate Governance Code on independence as implemented in the document "*Application criteria and procedure for assessing the independence (under the terms of art. 2 of the Corporate Governance Code)*" as well as of the Reference Parameter, equal to Euro 45,000, contained in the "*Guidelines from the Board of Directors of TERNA S.p.A. to shareholders on the size and composition of the new Board of Directors*";

⁶ See note 2.

⁷ Pursuant to the art. 5.1 of the document "*Application criteria and procedure for assessing the independence (under the terms of art. 2 of the Corporate Governance Code)*", the term "Reference Parameter" means the average remuneration paid, respectively, to non-executive directors and to the members of the Board of Statutory Auditors for their role and for any participation in the committees recommended by the Corporate Governance Code or required by the applicable legislation during the course of the final year of the previous mandate (in this case, 2025), calculated by the Corporate Affairs and Corporate Governance Department.

For the purposes of calculating the "Reference Parameter", the Chairperson of the Board of Statutory Auditors is not taken into account both with reference to the calculation of the number of statutory auditors and with reference to what she/he receives.

With specific regard to the Chairperson of the Board of Statutory Auditors, the Reference Parameter refers to the remuneration for this office received in the last year of the previous mandate (in this case, 2025) equal to Euro 55,000.

(ii) the provisions of art. 19 of Italian Legislative Decree no. 39 of 27 January 2010, according to which the members of the Board of Statutory Auditors – as “Internal Control and Audit Committee” – must be competent, as a whole, in the sector in which TERNA S.p.A. operates;

(iii) the “*Diversity Policy for Administrative and Auditing Bodies of TERNA S.p.A.*”;

(iv) as well as the “*Guidelines of the Board of Statutory Auditors of TERNA S.p.A. on the composition and remuneration of the new Board of Statutory Auditors to be appointed by the Shareholders’ Meeting*” approved on 2 March 2026 by the outgoing Board of Statutory Auditors.

Details of this documentation are provided in the Report on Corporate Governance and Ownership Structure. The documentation is also available in the appropriate section of the Company's website dedicated to this Shareholders' Meeting (<https://www.terna.it/en/Governance/shareholders-meeting/latest-shareholders-meeting>).

With regard to submitting lists, it should be noted that:

- a) the lists must be filed with the Company no later than the twenty-fifth day before the date of the Shareholders’ Meeting (i.e. no later than 17 April 2026), in the manner and in compliance with the requirements necessary to identify the applicants. The lists must be filed as follows via email or certified email to the certified email address assemblea2026@pec.terna.it, indicating as reference “**Submission of lists of Shareholders’ Meetings**” and inserting information which allows the individual submitting the lists to be identified (with a reference telephone number, where available), accompanied with the information required in accordance with the reference regulations, it being understood that the communication notice which certifies the ownership of the aforesaid shareholding, issued by an authorised intermediary, may be made available to the Company even after the filing of the lists, as long as this happens at least twenty-one days before the date of the Shareholders’ Meeting (i.e. by 21 April 2026, which is the final deadline for publication of the lists by the Company);
- b) in accordance with art. 144-*sexies*, subsection 5, of the Issuers’ Regulations, in the event that, on the date of expiry of the aforesaid deadline for submission of lists (i.e. by 17 April 2026), only one list has been submitted, or only lists submitted by shareholders connected with each other in accordance with applicable provisions, the lists of candidates for the office of Statutory Auditor and Alternate Auditor may be submitted until the third day after that date. It should be remembered that, should such an extension to the deadline be applied pursuant to the above, the threshold for the submission of lists is reduced by half and is therefore equal to 0.25% of the shares with voting rights at the Shareholders' Meeting;
- c) together with each list, the declarations must be filed with which the individual candidates accept their candidacy and certify, under their own responsibility, the non-existence of causes of ineligibility and incompatibility, as well as the existence of the requirements provided for by the applicable law and the Bylaws, including independence requirements and any other applicable information required by the discipline, including regulatory, and by the Bylaws. In particular, please note that as indicated in the notice of call, the lists must be filed with:

- information on the identity of the shareholders who have submitted the lists, indicating the total percentage of the shares held;
- a declaration by shareholders other than those who hold, also as a group, a controlling interest or relative majority, indicating the absence, compared to the latter, of relationships as set forth in Article 144-*quinquies* of the Issuers' Regulations, also taking into account the recommendations made by Consob in Communication no. DEM/9017893 of 26 February 2009;
- thorough information on the personal and professional characteristics of the candidates.

Taking into account the fact that, pursuant to art. 2400, last subsection, of the Italian Civil Code, at the time of the appointment and before accepting the assignment, it is recommended that the administration and audit positions held by the Auditors at other companies be made known to the Shareholders' Meeting, please provide for this purpose suitable declaration on the information regarding the personal and professional characteristics of the candidates, keeping them updated up to the actual date of the Shareholders' Meeting.

The lists, which are accompanied with the information and documentation required by the law, including regulations, in force and the Bylaws, shall be made available to the public, by the Company, by the twenty-first day prior to the date of the Shareholders' Meeting (i.e. by 21 April 2026), at the Company's registered office, in the section of the Company's website (www.terna.it) dedicated to this Shareholders' Meeting, as well as on the authorised storage mechanism "eMarket Storage" (www.emarketstorage.it).

In accordance with the combined provisions of art. 26.2 and art. 14.3 of the Bylaws, the procedure for the appointment of Statutory Auditors and Alternate Auditors based on the "list vote" mechanism foresees that:

- (i) from the list that obtained the highest number of votes from the Shareholders (the Majority List) two Statutory Auditors and two Alternate Auditors will be drawn, in the order in which they are listed in the sections of the list itself;
- (ii) the remaining Statutory Auditor and the remaining Alternate Auditor will be taken from the other lists (the Minority Lists) based on the mechanism described in letter (b) of art. 14.3 of the Bylaws for the appointment of Directors, to be applied in a separate manner to each of the sections in which the other lists are divided;
- (iii) if, after the vote, the Majority List does not present a sufficient number of candidates to ensure that the number of Statutory Auditors to be elected pursuant to point (ii) above is reached, for Standing Auditors as well as Alternate Auditors the same procedure shall be followed, *mutatis mutandis*, as provided for and described with reference to the election of the members of the Board of Directors in art. 14.3, letter b-*bis*) of the Bylaws;
- (iv) the Chairperson of the Board of Statutory Auditors shall be the Statutory Auditor drawn from the list submitted by minority shareholders who are not connected, even indirectly, with the shareholders who submitted or voted for the list that came first by number of votes (i.e. the Majority List). If the Chairperson should be replaced, this role shall be taken over by the Alternate Auditor drafted from the same list;

- (v) in the event of replacement of one of the Statutory Auditors, without prejudice to the possession of the legal requirements, the first of the Alternate Auditors taken from the same list shall take over. If the replacement, carried out in accordance with the previous period, does not render it possible to reconstitute a Board of Statutory Auditors in compliance with current legislation on gender balance, the second of the Alternate Auditors taken from the same list shall take over. Should it subsequently become necessary to replace the other Statutory Auditor taken from the same list, the additional Alternate Auditor taken from the same list shall in any case take over.

Finally, it should be noted that, pursuant to the provisions of article 14.3, letter (f), of the Bylaws, which cites art. 26.2 of the Bylaws, in accordance with the Unbundling Regulations, without prejudice to the assessments of the Italian Regulatory Authority for Energy, Networks and Environment (“ARERA”) in the context of the Company's certification as transmission system operator, it is considered in conflict of interest, for the purposes of article 2373 of the Italian Civil Code, whoever in the election of Auditors operates in the electricity or gas generation or supply sector or, directly or indirectly, controls a company operating in the electricity or of gas generation or supply sector or holds a significant shareholding in such a company in accordance with art. 120 of the “TUF”. Therefore, each participant in the Shareholders' Meeting is required to declare, under his/her own responsibility, the existence of any conflicts of interest.

In relation to the above, Shareholders are called upon to vote at Shareholders' Meetings for one of the candidate lists to be appointed to the position of Statutory Auditor and Alternate Auditor from those submitted, filed and published in compliance with the regulatory provisions and the Bylaws.



BOARD OF DIRECTORS' REPORT ON THE NINTH ITEM ON THE AGENDA

Determination of the remuneration of the Standing Auditors of the Board of Statutory Auditors

Dear Shareholders,

in accordance with art. 2402 of the Italian Civil Code and art. 26.1 of the Bylaws, when the Board of Statutory Auditors is appointed, the Shareholders' Meeting is convened to determine the annual remuneration of the Statutory Auditors for their entire term of office.

In this regard, it should be noted that the remuneration of the outgoing Board of Statutory Auditors was set by the Ordinary Shareholders' Meeting of 09 May 2023 at € 55,000 gross per annum for the Chairperson and € 45,000 gross per annum for the other Statutory Auditors, in addition to the reimbursement of expenses incurred.

Having stated the foregoing, the Board of Directors refrains from making any specific proposal on this item on the agenda and thus invites the Shareholders to determine the remuneration due to members of the Board of Statutory Auditors based on the proposals that will be made by the Shareholders.

To such end, the Shareholders are asked to take into account the provisions of article 5 Recommendation 30 of the Corporate Governance Code, according to which *"the remuneration of the members of the supervisory body provides for a fee appropriate for the expertise, professionalism and commitment required by the significance of the position held and the size and sectoral characteristics of the company and its situation"*.

The Shareholders are invited to read the document *"Guidelines of the Board of Statutory Auditors of TERNA S.p.A. on the composition and remuneration of the new Board of Statutory Auditors to be appointed by the Shareholders' Meeting"* approved on 2 March 2026 by the outgoing Board of Statutory Auditors and available on the Company's website (<https://www.terna.it/en/Governance/shareholders-meeting/latest-shareholders-meeting>). It should be noted that, in this document, the outgoing Board of Statutory Auditors invited Shareholders to take into account its assessments regarding the appropriateness of the remuneration of the Statutory Auditors, in the interests of the Company and the members of the new supervisory body, and to consider the need for the Statutory Auditors to ensure they have sufficient time to carry out their duties.



BOARD OF DIRECTORS' REPORT ON THE TENTH ITEM ON THE AGENDA

Long-Term Incentive Plan based on 2026-2030 Performance Shares allocated to the management of TERNA S.p.A. and/or of its subsidiaries in accordance with Art. 2359 of the Civil Code.

Dear Shareholders,

In accordance with art. 114-*bis*, subsection 1, TUF the Ordinary Shareholders' Meeting is competent to approve compensation plans based on financial instruments that are intended for, *inter alia*, members of the Board of Directors and/or employees of the company or its subsidiaries.

In view of the above, you have been convened in an ordinary session to discuss and resolve on the approval of the long-term incentive plan based on Performance Share 2026-2030 for the management team of TERNA S.p.A. and/or its subsidiaries in accordance with art. 2359 of the Italian Civil Code (the “**2026-2030 Performance Share Plan**” or the “**Plan**”), prepared by the Board of Directors on the proposal of the Remuneration and Appointments Committee.

The Plan calls for the assignment of the right to award a number of TERNA S.p.A. shares (Performance Share) free of charge at the end of the three-year vesting period, provided that the performance targets to which the plan is linked are achieved.

The performance indicators which determine the number of Performance Shares to be attributed at the end of the vesting period are:

Operating performance

- *Funds From Operations (FFO) relative to average net debt for 2026-2028, in order to ensure the Group's financial sustainability*

Market performance

- Relative Total Shareholder Return (TSR), in order to reward the creation of value for shareholders in relative terms compared to a peer group;

Industrial performance/ESG

- specific indicator for Overgeneration, which involves reducing recourse to modulation of production from generation from non-programmable renewable sources required by Terna for security requirements of the National Electricity System;



- specific indicator for Connections, which measures Terna's efficiency in ensuring that renewable energy generation plants and storage facilities are connected to the National Transmission Grid within the average timeframe.

At the end of this period, an additional number of dividend equivalent shares will be allocated, corresponding to the value of dividends not received with respect to the number of shares actually distributed.

Additionally, in line with Recommendation no. 28 of the Corporate Governance Code for listed companies, at the end of the three-year vesting period, 30% of the shares allocated, including dividend equivalent shares, will be subject to a further lock-up period of two years, during which these shares are not transferable (that is, they can not be transferred and/or sold for 24 months).

In accordance with the provisions of art. 84-*bis*, subsection 1 of the Issuers' Regulations, the characteristics of the 2026-2030 Performance Share Plan are described in detail in a specific information document, to which reference is made and which will be made available to the public at the Company's registered office, in the section of the Company's website (www.terna.it/en/Governance/shareholders-meeting/latest-shareholders-meeting) dedicated to this Shareholders' Meeting, as well as via the authorised storage mechanism "eMarket Storage" (www.emarketstorage.it) in accordance with the terms provided for under applicable laws.

The above having been stated, we submit for your approval the following

proposal

"The Shareholders' Meeting of TERNIA S.p.A., having examined the illustrative report of the Board of Directors and the information document on the 2026-2030 Performance Share Plan drafted in accordance with art. 84-*bis*, subsection 1, of the Issuers' Regulations,

resolves

1. to approve the 2026-2030 Performance Share Plan for the management team of Terna S.p.A. and/or its subsidiaries in accordance with art. 2359 of the Italian Civil Code, the characteristics of which are described in the information document drafted in accordance with art. 84-*bis*, subsection 1 of the Issuers' Regulations and made available to the public at the Company's registered office, in the section of the Company's website (www.terna.it/en/Governance/shareholders-meeting/latest-shareholders-meeting) dedicated to this Shareholders' Meeting and via the "eMarket Storage" authorised storage mechanism (www.emarketstorage.it);
2. to grant the Board of Directors, with the power to sub-delegate, all the powers required for the concrete implementation of the 2026-2030 Performance Share Plan, to be exercised in accordance with the provisions



of the relevant information document. To this end, the Board of Directors may, by way of non-exhaustive example: identify beneficiaries of this Plan; approve, amend and/or supplement the regulations for the implementation thereof; determine the number of shares to be attributed to each beneficiary, on the basis of achieved performances; execute the Plan (including attributing shares); and attend to all deeds, obligations, formalities and communications that may be necessary or appropriate for the management and/or implementation of the Plan, including amendments in conformity with the provisions of the aforesaid information document and with the remuneration policies adopted by the Company”.



BOARD OF DIRECTORS' REPORT ON THE ELEVENTH ITEM ON THE AGENDA

Authorisation to purchase and sell treasury shares, subject to revocation of the authorisation granted by the Shareholders' Meeting on 21 May 2025

Dear Shareholders,

You have been convened in an ordinary session, in accordance with articles 2357 et seq. of the Italian Civil Code, to discuss and resolve on the authorisation proposal to purchase and sell treasury shares, for the purposes, within the terms and in the manner illustrated below, subject to the revocation of the authorisation granted by the Shareholders' Meeting held on 21 May 2025.

It should be noted that such latest Shareholders' Meeting authorised (i) for a period of eighteen months from the date of the same Shareholders' Meeting (i.e. until 21 November 2026) the purchase of treasury shares of the Company amounting to a total outlay of up to € 9 million and up to a maximum limit of 1.8 million of ordinary shares, representative of around 0.09% of TERNA S.p.A.'s share capital and (ii) to sell such treasury shares without time limits.

As at the date of the Shareholders' Meeting on 21 May 2025, the Company held 4,151,848 treasury shares purchased to support the existing Performance Share Plans.

On 3 June 2025, the Company allocated 917,720 treasury shares to the beneficiaries of the 2022-2026 Performance Share Plan, thereby reducing the number of treasury shares held by the Company from 4,151,848 to 3,234,128.

On 24 June 2025, the Board of Directors of TERNA resolved on the execution of a new buy-back programme, in accordance with the terms of the shareholders' approval (hereinafter, the "**Programme**"), as part of the 2025-2029 Performance Share Plan intended for the management team of TERNA S.p.A. and/or its subsidiaries as per art. 2359 of the Italian Civil Code, approved by the said Shareholders' Meeting of 21 May 2025, as provided for by art. 114-*bis* of the TUF.

On 8 September 2025, Terna therefore began implementation of the Programme, with a maximum outlay of € 9 million and up to a maximum limit of 1.8 million ordinary shares of the Company, to be carried out by 7 November 2025. This programme ended on 16 September 2025, having reached the maximum total amount of € 8,999,998.33. As part of the Programme, Terna therefore purchased 1,060,499 treasury shares (representing 0.053% of the share capital).



In addition to the total number of shares purchased, there are the aforementioned further 3,234,128 treasury shares already held. To date, therefore, Terna holds a total of 4,294,627 treasury shares (equal to 0.214% of the share capital).

Subsidiary companies do not hold shares of the parent company Terna.

In consideration of the approaching of the expiry of the eighteen-month period for the buy-back authorisation approved by the Ordinary Shareholders' Meeting on 21 May 2025 and that the scope of such authorisation has substantially come to an end, as well as that the original grounds behind said authorisation still subsist, it is proposed that the Shareholders' Meeting renew the authorisation to buy treasury shares, for the purposes and within the terms and in the manner illustrated below for a further period of eighteen months, and to grant a new authorisation to sell treasury shares without time limits, subject to the revocation of the previous authorisation, without prejudice to the effects of the latter in relation to acts already performed and/or related and consequential thereto.

1. Grounds for the authorisation proposal

The request for authorisation to purchase and sell treasury shares is based on the opportunity to grant the Board of Directors of TERNA S.p.A. the power to purchase and sell treasury shares, in compliance with current legislation and in the manner indicated below, to execute the 2026-2030 Performance Share Plan for TERNA S.p.A.'s management team and/or its subsidiaries in accordance with art. 2359 of the Italian Civil Code, referred to in the previous item on the agenda ("**2026-2030 Performance Share Plan**") and/or other possible share incentive plans for the Directors and/or employees of TERNA S.p.A. and/or its subsidiaries and/or associated companies.

2. Maximum number of shares under the authorisation proposal

At the date of this report, the Company's share capital is represented by 2,009,992,000 ordinary shares, with a face value of € 0.22 each, for a total amount of € 442,198,240 fully subscribed and paid in. To this regard, it is proposed that the Shareholders' Meeting authorise the purchase of treasury shares, in one or more tranches, for a total outlay of up to € 9 million and up to a maximum limit of 1.5 million of ordinary shares of the Company, representative of around 0.075% of Terna's share capital, it being understood that the Terna shares held by the Company and its subsidiaries from time to time may not in any case exceed 10% of the Company's share capital or any other maximum amount provided for by the law in force at the time (if lower than the aforementioned 10% threshold).

In accordance with art. 2357, subsection 1, of the Italian Civil Code, purchase transactions will be carried out within the limits of distributable profits and available reserves which result from the latest approved financial statements. In this regard, it should be noted that the available reserves which result from Terna's financial



statements as at 31 December 2025, which are being submitted for approval by this Shareholders' Meeting, amount to a total of approximately € 4,097,904,236.23 million.

The authorisation includes the right to later sell all or part of the shares in the portfolio, in one or more tranches, and even prior to exhaustion of the maximum quantity of shares that may be purchased and, if necessary, to repurchase the shares such that the treasury shares held by the Company and its subsidiaries do not exceed the limit established by the authorisation.

It should be noted that the shares resulting from the exercise of the purchase option and subsequently resold will not restore the reserve available for purchase: the purchase of the share will be taken into account for the purposes of calculating the maximum outlay without the sums resulting from any resale of the same being used to restore the aforementioned reserve.

3. Further information useful to assess compliance with article 2357, subsection 3, of the Italian Civil Code

At the date of this report, the Company holds a total of 4,294,627 treasury shares, equal to 0.214% of the share capital. Subsidiary companies do not hold any TERNA S.p.A. shares.

4. Duration for which authorisation is requested

The authorisation to purchase treasury shares is requested for eighteen months as from the date of the approval of the Shareholders' Meeting.

Within the duration of any authorisation granted, the Board may make purchases of shares on one or more tranches and at any time, to an extent and for a period to be determined freely, in compliance with the applicable regulations, with the authorisation granted and with the degree of gradualness deemed to be in the interest of the Company.

Authorisation for the provision is required without time limits.

5. Minimum and maximum fee

In accordance with the resolutions of the ordinary Shareholders' Meeting of 21 May 2025, purchases shall be made at a price which does not differ by more than 10%, either higher or lower, compared to the reference price on the Euronext Milan market organised and operated by Borsa Italiana S.p.A. recorded for the previous day's session for each individual transaction.

Additionally, treasury share purchases on the market shall be made according to the terms, to the conditions and to the requirements established by current regulations, as well as the accepted market protocols at the time, if applicable.



Treasury share sales or other disposal of treasury shares will be made as part of the 2026-2030 Performance Share Plan and/or any other share incentive plans intended for the Directors and/or TERNA S.p.A. employees and/or subsidiaries and/or affiliates, in accordance with the terms and conditions indicated in the applicable rules, without prejudice to current regulations, as well as the accepted market protocols at the time, if applicable. To this end, for information on the 2026-2030 Performance Share Plan, reference is made to the informative document prepared in accordance with art. 114-*bis* of the TUF and art. 84-*bis* of the Issuers' Regulations, made available within the terms and in the manner set forth in current legislation.

6. Methods with which purchases and sales of own shares will be carried out

Purchase transactions will be made in compliance with the provisions of art. 132 of the TUF and art. 144-*bis* of the Issuers' Regulations and all other applicable regulations, as well as the accepted market protocols at the time, if applicable.

At present, these procedures are governed by art. 132 of the TUF, art. 144-*bis* of the Issuers' Regulations, art. 5 of Regulation (EU) no. 596/2014 of the European Parliament and of the Council of April 16, 2014 and of the related implementation provisions.

More specifically, pursuant to Art. 132, subsection 1 of the TUF, treasury share purchases shall be made in such a way as to assure equal treatment among Shareholders, according to the methods established by CONSOB. In this latter regard, among the various methods identified in art. 144-*bis* of the Issuers' Regulations, Terna share purchases may be made under the conditions indicated in art. 5 of Regulation (EU) no. 596/2014. It should be noted that, in cases where the right referred to in the art. 144-*bis*, section 1 (c) of the CONSOB Issuers' Regulations is being exercised, purchases and sales of derivative instruments must be made through specific assignment to an approved financial intermediary.

Purchases may not be made via (i) the assignment to shareholders, in proportion to the shares held, of a put option or (ii) the execution of systematic internalisation activities in a non-discriminatory manner that involves the automatic and non-discretionary execution of transactions on the basis of pre-set parameters.

In accordance with art. 132, subsection 3 of the TUF, the aforementioned operating procedures will not be applied with reference to purchases of treasury shares held by employees of the Company or its subsidiaries and assigned or subscribed to pursuant to articles 2349 and 2441, subsection 8 of the Italian Civil Code or as a result of compensation plans based on financial instruments approved pursuant to art. 114-*bis* of the TUF.

The requested authorisation also provides that the sale and/or use of treasury shares may instead be carried out in the manner deemed most appropriate and in the interest of the Company and, in any case, in compliance with current legislation and, where applicable, the accepted market practices applicable at the time.



In particular, the treasury shares purchased to support the 2026-2030 Performance Share Plan and/or any other share incentive plans for Directors and/or employees of TERNA S.p.A. and/or its subsidiaries and/or associated companies will be assigned in the manner and within the terms indicated in the regulations of such plans.

7. Information on purchase instrumentality for the reduction of share capital

The purchase of treasury shares covered by this authorisation request is not instrumental to the reduction of the share capital.

* * * * *

On this basis, we submit for Your approval the following

proposal

“The Shareholders’ Meeting of TERNA S.p.A.,

- having examined the Board of Directors’ Report made available in accordance with art. 125-*ter* of the TUF and art. 73 of the Issuers’ Regulations (the “Illustrative Report”);
- taking into account the provisions of articles 2357 et seq. of the Italian Civil Code, art. 132 of the TUF, art. 144-*bis* of the Issuers’ Regulations, art. 5 of Regulation (EU) no. 596/2014, as well as all other applicable provisions,

resolves

1. to revoke the resolution to authorise the purchase and sale of treasury shares adopted by the Ordinary Shareholders’ Assembly on 21 May 2025, without prejudice to the effects of the latter in relation to acts already performed and/or related and consequential thereto;
2. to authorise the Board of Directors to purchase ordinary shares of TERNA S.p.A., on one or more occasions and for a period of eighteen months from the date of this resolution, for the purposes set forth in the aforementioned Illustrative Report of the Board of Directors and within the limits and under the conditions set forth in that report, to which full reference is made, and in particular in the manner specified below:
 - the maximum number of shares to be purchased shall be equal to a total outlay of up to € 9 million and up to a maximum limit of 1.5 million of ordinary shares of the Company, representative of around 0.075% of TERNA S.p.A.’s share capital, it being understood that the Terna shares held by the Company and its subsidiaries from time to time may not in any case exceed 10% of the Company’s share capital or any other maximum amount provided for by the law in force at the time (if lower than the aforementioned



10% threshold) and provided that purchases are carried out within the limits of distributable profits and available reserves as shown in the latest approved financial statements;

- purchases shall be made at a price which does not differ by more than 10%, either higher or lower, compared to the reference price on the Euronext Milan market organised and operated by Borsa Italiana S.p.A., as recorded for the previous day's session for each individual transaction;
 - purchases must be made in such a way as to ensure equal treatment between the Shareholders and in accordance with the procedures provided for in current legislation and, where applicable, accepted market practices in force at the time, as referred to in the Illustrative Report for this item on the agenda, it being understood that purchases may not be made by assigning a put option to shareholders in proportion to the shares held, nor in the execution of systematic internalisation activities in a non-discriminatory manner and which provide for the automatic and non-discretionary execution of transactions on the basis of pre-set parameters;
3. to authorise the Board of Directors to dispose, on one or more occasions, of all or part of the treasury shares in the portfolio, without time limits, even prior to the exhaustion of the maximum number of shares available for purchase, as well as the potential repurchase of such shares to the extent that the treasury shares held by the Company and, where applicable, by its subsidiaries, do not exceed the limit established pursuant to point 2 above (as specified in the Illustrative Report of the Board of Directors), in the manner deemed most appropriate in the interest of the Company and in compliance with the applicable regulations and, where applicable, the accepted market practices applicable at the time, for the purposes set out in the aforesaid Illustrative Report and within the limits and conditions laid down in the same Report, to which full reference is made, providing in particular that the treasury shares purchased to support the 2026-2030 Performance Share Plan and/or any other share incentive plans intended for the Directors and/or employees of TERNA S.p.A. and/or its subsidiaries and/or associated companies are assigned in the manner and within the terms indicated in the regulations of such plans;
 4. to grant the Board of Directors and, on its behalf, the Chairman of the Board of Directors and the Chief Executive Officer, also severally and with the power to sub-delegate, the broadest powers required to implement the resolutions referred to in the previous points and to provide information to the market in relation to the same, in accordance with the applicable regulations, including EU regulations and, where applicable, market practices applicable at the time”.



BOARD OF DIRECTORS' REPORT ON THE TWELFTH ITEM ON THE AGENDA

Report on the paid remuneration and compensation policy

Dear Shareholders,

In accordance with art. 123-*ter* of the TUF and art. 84-*quater* of the Issuers' Regulations, the Board of Directors of TERNA S.p.A. has prepared the "Report on the paid remuneration and compensation policy", which will be made available to the public at the registered office, in the section of the Company's website (www.terna.it/en) dedicated to this Shareholders' Meeting, as well as via the authorised storage mechanism "eMarket Storage" (www.emarketstorage.it), in accordance with the terms provided for under applicable laws.

It should be noted that, pursuant to art. 123-*ter* of the TUF, the aforesaid Report is structured into two distinct sections and contains:

- in the first section, an illustration of the Company's policy on the remuneration of members of the Board of Directors and the Board of Statutory Auditors, the General Manager and the Key Management Personnel with reference to the 2026 financial period, as well as the procedures for the adoption and implementation of such policy (see point 3). This section, pursuant to the combined provisions of subsections 3-*bis* and 3-*ter* of art. 123-*ter* of the TUF, is subject to the binding vote of the Shareholders' Meeting;
- in the second section, the indication of the remuneration paid to the members of the Board of Directors and the Board of Statutory Auditors, the General Manager and the Key Management Personnel (for the latter in aggregate form) in the 2025 financial period (see point 4); this section, in accordance with subsection 6 of art. 123-*ter* of the TUF, is subject to the non-binding vote of the Shareholders' Meeting.

In view of the above, with reference to this item on the agenda, two different and separate votes will be taken at the Meeting on the basis of the following proposals.

* * * * *



12.1 1st section: report on the remuneration policy (binding resolution)

We submit for your approval the following

proposal

“The Shareholders' Meeting of TERNA S.p.A.

- having read the “Report on the paid remuneration and compensation policy” of TERNA S.p.A. drafted by the Board of Directors of the Company in accordance with art. 123-*ter* of the TUF;
- having examined in detail the first section of this Report, containing, in accordance with subsection 3 of the aforesaid art. 123-*ter*, an illustration of the Company's policy on the remuneration of members of the Board of Directors and the Board of Statutory Auditors, the General Manager and the Key Management Personnel with reference to the 2026 financial period, as well as the procedures for the adoption and implementation of such policy;
- considering that, in accordance with the combined provisions of subsections 3-*bis* and 3-*ter* of art. 123-*ter* of the TUF, the vote of the Shareholders' Meeting on the aforementioned first section of the “Report on the paid remuneration and compensation policy” is binding in nature,

resolves

to approve the first section of the “Report on the paid remuneration and compensation policy” drafted by the Board of Directors of the Company pursuant to art. 123-*ter*, subsection 3, of the TUF.”

* * * * *



12.2 2nd section: report on the compensation policy (non-binding resolution)

We submit for your approval the following

proposal

“The Shareholders' Meeting of TERN A S.p.A.

- having read the “Report on the paid remuneration and compensation policy” of TERN A S.p.A. drafted by the Board of Directors of the Company in accordance with art. 123-ter of the TUF;
- having examined in particular the second section of this Report, containing, in accordance with subsection 4 of the aforesaid art. 123-ter, an indication of the remuneration afforded to the members of the Board of Directors and the Board of Statutory Auditors, to the General Manager and to the Key Management Personnel (for the latter in aggregate form) related to 2025;
- considering that, in accordance with subsection 6 of art. 123-ter of the TUF, the vote of the Shareholders' Meeting on the aforementioned second section of the “Report on the paid remuneration and compensation policy” is non-binding in nature,

resolves

in favour of the second section of the “Report on the paid remuneration and compensation policy adopted by TERN A S.p.A.” drafted by the Board of Directors of the Company pursuant to art. 123-ter, subsection 4, of the TUF.”