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Oggetto : TERNA - PR: TERNA LAUNCHES ESG-LINKED SHARE BUYBACK PROGRAMME FOR THE PURPOSES OF THE PERFORMANCE SHARE PLAN 2026-2030

*Testo del comunicato*

Vedi allegato

**Maximum number of shares representing approximately 0.075% of share capital, for a maximum total amount of € 9 million**

## **TERNA LAUNCHES ESG-LINKED SHARE BUYBACK PROGRAMME FOR THE PURPOSES OF THE PERFORMANCE SHARE PLAN 2026-2030**

**This confirms the central role of sustainability for the National Transmission Grid operator**

**Rome, 11 September 2026** – TERNA S.p.A. ("**Terna**" or the "**Company**") announces that, implementing the authorization granted by the Annual General Meeting of 12 May 2026 and by the subsequent Board of Directors' resolution of 29 July 2026, a share buyback programme will be launched on 14 September 2026, for a maximum total amount of € 9 million and involving up to a maximum of 1.5 million of the Company's ordinary shares (the "**Programme**"). This represents approximately 0.075% of Terna's share capital. Purchases under the Programme will be carried out from 14 September 2026 to no later than 30 October 2026.

The Programme is designed to service the *Performance Share Plan 2026-2030*, approved by the Annual General Meeting of 12 May 2026 and reserved for the management of Terna and/or its subsidiaries as defined by art. 2359 of the Italian Civil Code, and/or any other future share-based incentive plans for the Directors and/or employees of Terna and/or its subsidiaries and/or its affiliated companies.

Terna has granted a mandate to BNP Paribas S.A., as authorised intermediary, to implement the Programme. The intermediary will take decisions regarding purchases on the Euronext Milan market, organised and managed by Borsa Italiana S.p.A. ("**Euronext Milan**"), in full independence, also including the timing of transactions, and in compliance with the daily price and volume limits consistent with both the authority granted by the aforementioned Annual General Meeting and by the provisions of art. 5 of Regulation (EU) 596/2014 on market abuse and of art. 3 of Delegated Regulation (EU) 2016/1052.

In particular, purchases are to be made at a price that must not be more than 10% higher or lower than the official price of the Company's shares on the Euronext Milan, as recorded during the

previous day's session for each individual transaction. Such purchase price must not, in any case, exceed the highest price between the price of the last independent trade and the price of the highest current independent bid on the Euronext Milan market. Furthermore, the daily volume of purchases shall not exceed 25% of the average daily volume of Terna shares traded on the Euronext Milan market in the 20 trading days prior to the date of purchase.

Purchases will be carried out in order to ensure the equal treatment of shareholders, in compliance with art. 144-*bis*, subsection 1(b) of CONSOB Regulation no. 11971/1999, as well as in accordance with the procedures provided for in the aforementioned Regulation (EU) 596/2014 on market abuse and in art. 3 of Delegated Regulation (EU) 2016/1052. The Company shall report the transactions carried out to the relevant Authorities and to the market in accordance with the terms and conditions provided for by current legislation.

The share buyback Programme also involves a mechanism linked to the Company's achievement of specific environmental, social and governance (ESG) objectives, confirming the central role played by sustainability as a cornerstone of Terna's strategy, for the benefit of all stakeholders.

As of today, the Company holds 3,447,846 treasury shares, representing approximately 0.172% of the shares outstanding and of the Company's share capital. Subsidiaries do not hold Terna shares.

