

TERNA: LISTS OF CANDIDATES FOR THE RENEWAL OF THE BOARD OF DIRECTORS AND OF THE BOARD OF STATUTORY AUDITORS FILED

Rome, April 3, 2017 – TERNA S.p.A. informs that its relative majority shareholder CDP RETI S.p.A., company controlled by Cassa Depositi e Prestiti S.p.A., overall representing 29.851% of TERNA S.p.A.'s share capital, filed the lists of candidates as indicated below, for the appointment of the Board of Directors and Board of Statutory Auditors, respectively, bodies whose renewal will be decided by TERNA S.p.A.'s ordinary Shareholders' Meeting, already convened for April 27, 2017 (in a single call):

List of candidates for the renewal of the Board of Directors

1. Catia Bastioli (*);
2. Luigi Ferraris;
3. Elena Vasco (**);
4. Yungpeng He;
5. Fabio Corsico (**);
6. Stefano Saglia (**).

List of candidates for the renewal of the Board of Statutory Auditors

Standing Auditors

1. Vincenzo Simone (***);
2. Maria Alessandra Zunino de Pignier.

Alternate Auditors

1. Renata Maria Ricotti (***);
2. Cesare Felice Mantegazza (***).

In this regard we would also like to represent that the shareholder CDP Reti S.p.A. has notified its intention to propose to the Shareholders' Meeting:

- appointment of the candidate Catia Bastioli to the office of Chairman of the Board of Directors;
- to establish the number of members of the Board of Directors as 9 (nine);
- to establish the term of office of the Board of Directors to be appointed as 3 (three) years and therefore with expiration on the date of the Shareholders' Meeting convened to approve the financial statements as at December 31, 2019;
- to establish the remuneration of the members of the Board of Directors as 50,000 euros gross per annum for the Chairman of the Board of Directors and 35,000 euros gross per annum for each of the other Directors, in addition to reimbursement of expenses incurred in reasons of their office;
- to establish the remuneration of the standing members of the Board of Statutory Auditors as 55,000 euros gross per annum for the Chairman of the Board of Statutory Auditors and 45,000 euros gross per annum for the other of any standing auditors, in addition to reimbursement of expenses incurred in reasons of their office.

Please also be informed that for the appointment of the Board of Directors and the Board of Statutory Auditors, at 6.00 p.m. of today, a group of shareholders constituted by asset management companies and other institutional investors (Aberdeen Asset Management PLC management company of the funds: Fundamental Index Global Equity Fund e European (ex UK) Equity Fund, Aletti Gestielle SGR S.p.A. management company of the fund Gestielle Obiettivo Italia; Arca SGR S.p.A. management company of the fund Arca Azioni Italia; Anima SGR S.p.A. management company of the funds: Anima Italia e Anima Geo Italia; Etica SGR S.p.A. management company of the funds: Etica Azionario, Etica Bilanciato, Etica Rendita Bilanciata e Etica Obbligazionario Misto; Eurizon Capital SGR S.p.A. management company of the funds: Eurizon Azioni PMI Europa, Eurizon Azioni Italia, Eurizon Progetto Italia 70 e Eurizon Progetto Italia 40; Eurizon Funds management company of the funds: Equity Italy Smart Volatility, Equity Italy, Equity Small Cap Mid Europe e Flexible Beta Total Return; Fideuram Asset Management (Ireland) management company of the fund Fonditalia Equity Italy; Interfund Sicav Interfund Equity Italy; Kairos Partners SGR S.p.A. as management Company di Kairos International SICAV sector Target Italy Alpha, Risorgimento, Key e Italia; Legal & General Assurance (Pensions Management) Limited; Mediolanum International Funds - challenge fund – challenge Italian Equity; Pioneer Investment Management SGRpA management company of the fund Pioneer Italia Azionario Crescita e Pioneer Asset Management S.A. management company of the fund PF Italian Equity) overall representing 1.671% of the share capital of TERN A S.p.A., has filed the following lists of candidates:

List of candidates for the renewal of the Board of Directors

1. Luca Dal Fabbro (**)
2. Gabriella Porcelli (**)
3. Paola Giannotti (**).

List of candidates for the renewal of the Board of Statutory Auditors

Standing Auditor

1. Riccardo Enrico Maria Schioppo (***);
2. Raffaella Annamaria Pagani (***).

Alternate Auditor

1. Davide Attilio Rossetti (***);
2. Franca Brusco (***).

These lists, together with the relative documentation, will be made available to the public at the Company's registered office and published on the Company's website (www.terna.it), of the authorised storage service "1Info" (www.1info.it) and of Borsa Italiana S.p.A. (www.borsaitaliana.it) according to the terms established by the law.

(*) Candidate in possession of the independence requisites established by the law (articles. 147 ter, paragraph 4 and 148, paragraph 3, of the Legislative Decree 58/98 – Consolidated Law on Finance) and by the Bylaws (art.15.4).

(**) Candidate in possession of the independence requisites established by the law (articles. 147 ter, paragraph 4 and 148, paragraph 3, of the Legislative Decree 58/98 – Consolidated Law on Finance), by the Bylaws (art.15.4) who has declared his/her independence also according to the Governance Code of the listed company published by Borsa Italiana, that TERN A has adopted.

(***) Candidate registered in the register of statutory auditors who has exercised the activity of legal control of accounts for a period of at least three years.