

FAC-SIMILE

**PROXY FORM FOR THE REPRESENTATION IN THE SHAREHOLDERS' MEETING
IN COMPLIANCE WITH ART. 135-*NOVIES* OF LEGISLATIVE DECREE No. 58/1998
(AND ANY SUBSEQUENT AMENDMENTS IN COMPLIANCE WITH ART. 126-*BIS* OF
LEGISLATIVE DECREE No. 58/1998 OR WITH ART. 2393 PARAGRAPH 2 CIVIL
CODE)¹**

The undersigned _____², who has the right to attend and exercise the right to vote at the Ordinary Shareholders' Meeting of TERN A S.p.A. to be held in Rome, at TERN A's Auditorium in Piazza Giuseppe Frua no. 2, summoned for its ordinary sessions to be held on a single call on May 4th, 2018, as _____³ relative to no. _____ ordinary shares of TERN A S.p.A., in the name of _____⁴,

GIVES THIS PROXY TO

_____⁵
with the faculty of being replaced by _____⁶

to represent him/her in the above-mentioned Shareholders' Meeting that will be held in its ordinary sessions on May 4th, 2018, at 11.00 a.m., to discuss and resolve on the following

AGENDA

1. Financial Statement as of December 31, 2017. Reports by the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Related resolutions. Presentation of the Consolidated Financial Statement as of December 31, 2017; Presentation of the Consolidated Non-Financial Statement as of December 31, 2017;
2. Allocation of the net income of the fiscal year;
3. Annual Report on Remuneration: consultation on the Remuneration Policy pursuant to Art. 123ter, paragraph 6 of Legislative Decree no. 58/1998 (Consolidated Law on Finance);
4. Phantom Stock 2018-2021 Plan. Related resolutions;

entrusting him/her with the necessary powers to exercise the right to vote and to give declarations, in his/her name and on his/her behalf^{7 8}.

Personal data handling is hereby authorized pursuant to Legislative Decree no. 196/2003.

Date and place

Signature of the person issuing the proxy

¹ It should be noted that the person receiving the proxy can participate and exercise his right to vote in the Shareholders' Meeting only if the Company has received written notice from the certified intermediary in compliance with Art. 83-*sexies* of Legislative Decree. no. 58/1998.

² Indicate name, last name, tax identification number (or equivalent international code), complete address of the domicile of the person issuing the proxy.

³ Indicate the status of the person issuing the proxy (for example, shareholder, legal representative, prosecutor with powers of sub-delegation, pledgee, taker-in, usufructuary, custodian).

⁴ To be filled out only if the shares are registered in favor of a person other than the person who undersigns the proxy.

⁵ Indicate name, last name or corporate name of the person receiving the proxy, his/her tax identification number or VAT number (or other equivalent international code), complete address of domicile or of registered offices of the person receiving the proxy.

⁶ Indicate name, last name or corporate name of the substitute person receiving the proxy, his/her tax identification number or VAT number (or other equivalent international code) complete address of domicile or registered offices of the substitute person receiving the proxy.

⁷ It is noted that in compliance with Art. 118, paragraph 1, letter c), of the Regulations approved by Consob with resolution no. 11971/1999, as amended and supplemented, for all intents and purposes of the obligations of communication of significant shareholding regulated by Art. 120 of Legislative Decree no. 58/1998, shareholding is defined as those shares according to which "the right to vote is held by virtue of a proxy, provided this right can be discretionally exercised in the absence of specific instructions on the part of the person issuing the proxy".

⁸ Persons having the right to participate and exercise their right to vote at the Shareholders' Meeting as well as their delegated representatives are requested to comply with the provisions envisaged by Art. 135- *decies* of Legislative Decree no. 58/1998 regarding conflict of interests of the representative and of substitutes.

INSTRUCTIONS FOR NOTIFICATION OF THE PROXY TO TERNA S.P.A.

In compliance with Art. 135-*novies* of Legislative Decree. no. 58/1998, the representative may, in replacement of the original, submit or transmit a copy, even by electronic means, of the proxy, certifying under his/her responsibility the compliance of the proxy with the original and the identity of the person issuing the proxy.

The proxy, filled out in all of its fields, written out in legible form and duly signed, may be submitted to the Company prior to the opening of the proceedings of the Shareholders' Meeting:

- by submitting the proxy to the company's headoffice (to Legal and Corporate Affairs Management – TERNA S.p.A. Corporate Affairs and Corporate Governance); or
- by mail to TERNA S.p.A. – Viale Egidio Galbani n. 70 – 00156 Roma (to the attention of Legal and Corporate Affairs Management – TERNA S.p.A. Corporate Affairs and Corporate Governance); or
- by fax to +39 06 8313 8218; or
- by e-mail or certified e-mail at the certified email address assemblea2018@pec.terna.it; or
- by using the section of the Company's website (www.terna.it - Investor Relations section).

A Shareholders' Meeting assistance service is available for further information at the following telephone numbers: +39 06 45417413 - fax +39 06 45417450.

PRIVACY REGULATIONS IN COMPLIANCE WITH LEGISLATIVE DECREE No. 196/2003

The data handling holder, TERNA S.p.A., will handle personal data provided only for intents and purposes required for the purposes stated in this document, with respect to the participation in the Shareholders' Meeting through a representative.

Transmitting personal data and their handling are to be considered necessary for the intents and purposes stated in this document.

Failure to provide personal data could lead to the impossibility of carrying out the requests advanced.

Personal data handling for the above-mentioned intents and purposes will occur mainly through automated modalities and with the help of computerized and electronic devices (suited for storing, managing and transmitting the data), as well as through filing hardcopies, in a way that will guarantee the full respect of the security measures according to Legislative Decree no. 196/2003 as well as to the principles of need, pertinence and compliance of the applicable regulations for personal data handling.

Data provided will be kept for the time necessary to achieve the purposes for which they were collected and will in no case be transmitted to third parties, with the exception of complying with legal requirements or regulations. The holder is expressly allowed to transmit personal data to Computershare S.p.A. (that will handle the personal data transmitted as the one responsible for data handling) in order to properly comply with the exercising of rights as established in this document, with respect to the Shareholders' Meeting.

The executive in charge of data handling is the Manager of Legal and Corporate Affairs, domiciled at TERNA S.p.A.'s registered office and the complete and updated list of all the controllers is available at TERNA S.p.A., Corporate Protection, Viale E. Galbani, 70-00156 Rome. With regard to the processing of your personal data, you have the right to exercise the rights under Art. 7 of Legislative Decree no. N. 196/2003. All inquiries relating to the exercise of the rights of the relevant person should be addressed to TERNA S.p.A., Viale E. Galbani, 70-00156 Rome or by email at privacy@terna.it.

Exercising rights as established in this document, according to the terms included herein, implies consent to the handling of personal data provided.