

# Independent auditor's report

in accordance with article 14 of Legislative Decree 39  
of 27 January 2010 and article 10 of Regulation (EU) 537/2014

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## ***Independent auditor's report***

*in accordance with article 14 of Legislative Decree 39 of 27 January 2010 and article 10 of Regulation (EU) 537/2014*

To the shareholders of Terna SpA

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### ***Report on the Audit of the Separate Financial Statements***

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#### ***Opinion***

We have audited the separate financial statements of Terna SpA (the Company), which comprise the statement of financial position as of 31 December 2017, the income statement, the statement of comprehensive income, the statement of changes in shareholders' equity and the statement of cash flows for the year then ended, and the notes to the separate financial statements, including a summary of significant accounting policies.

In our opinion, the separate financial statements give a true and fair view of the financial position of the Company as of 31 December 2017, and of the result of its operations and cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union, and with the regulations issued to implement article 9 of Legislative Decree 38/05.

#### ***Basis for Opinion***

We conducted our audit in accordance with International Standards on Auditing (ISA Italia). Our responsibilities under those standards are further described in section Auditor's Responsibilities for the Audit of the Separate Financial Statements of this report. We are independent of the Company based on ethic and independence regulations and standards applicable to audits of financial statements under Italian law. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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#### ***PricewaterhouseCoopers SpA***

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### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the separate financial statements of the current period. These matters were addressed in the context of our audit of the separate financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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#### **Key Audit Matters**

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#### **Auditing procedures performed in response to key audit matters**

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##### **Capital expenditure for the development and operation of the transmission grid**

*Section D – Notes to the statement of financial position – Note 10 Property, plant and equipment and Note 12 Intangible assets*

Costs capitalised during the year as property, plant and equipment and intangible assets amount to Euro 852 million and mainly relate to capital expenditure for the development and operation of the transmission grid.

Revenue from transmission and dispatching activities (regulated activities) are determined each year in accordance with the regulatory approved tariffs which are based on a pre-established return on capital invested, plus amortisation and depreciation and operating costs.

Therefore, the capitalisation of costs for the operation and development of the transmission grid represented a key matter in the audit of the separate financial statements, also considering the magnitude and the high number of transactions.

We performed an understanding and evaluation of the system of internal control over the capital expenditure cycle, with particular reference to identification and testing of key controls.

We assessed the accounting policy adopted by the Company in relation to the capitalisation of costs.

We also performed detailed tests analysing, on a sample basis, the supporting documentation of capitalised costs to verify the accuracy, completeness and the proper period.

Our tests also included the analysis of the disclosure presented in the notes to the separate financial statements.



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**Key Audit Matters**

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**Auditing procedures performed in response to key audit matters**

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**Derivative financial instruments**

*Section D – Notes to the statement of financial position – Note 20 Long-term borrowings and Section E – Commitments and risks*

The amount of borrowings in the consolidated financial statements at 31 December 2017 is Euro 9,612 million.

In accordance with the risk management policies, the Company mitigates its exposure to the change in interest rates by entering into derivative financial instruments for hedging purposes.

The notional amount of derivatives at 31 December 2017 is Euro 2,546 million.

Considering the magnitude and the degree of complexity of the fair value measurement, the accounting for the derivative financial instruments was considered a key matter in the audit of the separate financial statements.

With the support of PwC network experts, we performed an understanding and evaluation of the system of internal control over the measurement process of the derivative financial instruments and related accounting treatment.

We re-calculated, on a sample basis, the fair value of derivatives and we verified the hedge effectiveness in accordance with IAS39.

We confirmed the evaluations performed by management with the information provided by the counterparties involved in the external confirmation process.

Our tests also included the adequacy and completeness of the disclosure presented in the notes to the separate financial statements.

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**Responsibilities of Management and Those Charged with Governance for the Separate Financial Statements**

Management is responsible for the preparation of separate financial statements that give a true and fair view in accordance with International Financial Reporting Standards as adopted by the European Union, and with the regulations issued to implement article 9 of Legislative Decree 38/05 and, in the terms prescribed by law, for such internal control as management determines is necessary to enable the preparation of separate financial statements that are free from material misstatement, whether due to fraud or error.

Management is responsible for assessing the Company ability to continue as a going concern and, in preparing the separate financial statements, for the appropriate application of the going concern basis of accounting, and for disclosing matters related to going concern. In preparing the separate financial statements, management uses the going concern basis of accounting unless management intends either to liquidate the Company or to cease operations, or has no realistic alternative but to do so.



Those charged with governance are responsible for overseeing, in the terms prescribed by law, the Company financial reporting process.

### ***Auditor's Responsibilities for the Audit of the Separate Financial Statements***

Our objectives are to obtain reasonable assurance about whether the separate financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with International Standards on Auditing (ISA Italia) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the separate financial statements.

As part of an audit conducted in accordance with International Standards on Auditing (ISA Italia), we exercise professional judgment and maintain professional scepticism throughout the audit. Furthermore:

- we identify and assess the risks of material misstatement of the separate financial statements, whether due to fraud or error; we design and perform audit procedures responsive to those risks; we obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- we obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company internal control;
- we evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
- we conclude on the appropriateness of management use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern;
- we evaluate the overall presentation, structure and content of the separate financial statements, including the disclosures, and whether the separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance, identified at an appropriate level as required by ISA Italia regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



We also provide those charged with governance with a statement that we complied with the regulations and standards on ethics and independence applicable under Italian law and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and, where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that are of most significance in the audit of the separate financial statements of the current period and are therefore the key audit matters. We describe these matters in our report.

### ***Additional Disclosures required by article 10 of Regulation (EU) 537/2014***

We were appointed by the shareholders of Terna SpA at the general meeting held on 13 May 2011 to perform the audit of the Company separate and consolidated financial statements for the years ending 31 December 2011 through 31 December 2019.

We declare that we did not provide any prohibited non-audit services referred to in article 5, paragraph 1, of Regulation (EU) 537/2014 and that we remained independent of the Company in conducting the audit.

We confirm that the opinion on the separate financial statements expressed in this report is consistent with the additional report to those charged with governance, in their capacity as audit committee, prepared pursuant to article 11 of the aforementioned Regulation.

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### ***Report on Compliance with other Laws and Regulations***

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#### ***Opinion in accordance with article 14, paragraph 2, letter e), of Legislative Decree 39/10 and article 123-bis, paragraph 4, of Legislative Decree 58/98***

Management of Terna SpA is responsible for preparing a report on operations and a report on the corporate governance and ownership structure of Terna SpA as of 31 December 2017, including their consistency with the relevant separate financial statements and their compliance with the law.

We have performed the procedures required under auditing standard (SA Italia) 720B to express an opinion on the consistency of the report on operations and of the specific information included in the report on corporate governance and ownership structure referred to in article 123-bis, paragraph 4, of Legislative Decree 58/98, with the separate financial statements of the Company as of 31 December 2017 and on their compliance with the law, as well as to issue a statement on material misstatements, if any.

In our opinion, the report on operations and the specific information included in the report on corporate governance and ownership structure mentioned above are consistent with the separate financial statements of the Company as of 31 December 2017 and are prepared in compliance with the law.



With reference to the statement referred to in article 14, paragraph 2, letter e), of Legislative Decree 39/10, issued on the basis of our knowledge and understanding of the Company obtained in the course of the audit, we have nothing to report.

Rome, 9 April 2018

PricewaterhouseCoopers SpA

*Signed by*

Paolo Caccini  
(Partner)

*This report has been translated from the original version which was issued in Italian language, solely for the convenience of international readers.*