

***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)<sup>1</sup>**

The undersigned \_\_\_\_\_<sup>2</sup>, 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 8<sup>th</sup>, 2019, as \_\_\_\_\_<sup>3</sup> relative to no. \_\_\_\_\_ ordinary shares of TERN A S.p.A., in the name of \_\_\_\_\_<sup>4</sup>,

**GIVES THIS PROXY TO**

\_\_\_\_\_<sup>5</sup>  
with the faculty of being replaced by \_\_\_\_\_<sup>6</sup>

to represent him/her in the above-mentioned Shareholders' Meeting that will be held in its ordinary sessions on May 8<sup>th</sup>, 2019, at 11.00 a.m., to discuss and resolve on the following

**AGENDA**

1. Financial statements at December 31, 2018. Reports by the Board of Directors, the Board of Statutory Auditors and the Audit Company. Related resolutions. Presentation of the consolidated financial statements at December 31, 2018. Presentation of the consolidated non-financial statement at December 31, 2018;
2. Allocation of the net income for the financial year;
3. Appointment of two members of the Board of Directors under the terms of Art. 2386 of the Italian Civil Code and related resolutions;
4. Appointment of the independent auditors for the nine-year period 2020-2028 and definition of the relative fee;
5. Annual report on remuneration: consultation on the Remuneration Policy pursuant to Art. 123-ter, paragraph 6 of Legislative Decree no. 58/1998 (Consolidated Law on Finance)

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<sup>7 8</sup>.

Personal data processing is hereby authorized in accordance with the Applicable Data Protection Laws.

Date and place

Signature of the person issuing the proxy

\_\_\_\_\_

\_\_\_\_\_

<sup>1</sup> 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.

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

<sup>3</sup> 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).

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

<sup>5</sup> 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.

<sup>6</sup> 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.

<sup>7</sup> 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".

<sup>8</sup> 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 [assemblea2019@pec.terna.it](mailto:assemblea2019@pec.terna.it); or
- by using the section of the Company's website ([www.terna.it](http://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 NOTICE IN ACCORDANCE WITH THE APPLIABLE DATA PROTECTION LAWS

The data processor, TERNA S.p.A., will process the personal data by you provided in accordance with the "Applicable Data Protection Laws" (meaning the Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data ("GDPR"), the Legislative Decree no. 196/2003, the Legislative Decree no. 101/2018 and any other law concerning the protection of personal data applicable in Italy, including the decisions of the Italian Data Protection Authority) only for the purposes necessary to the execution of the mandatory shareholder meetings and corporate obligations, related to participation to the Shareholders' Meeting through a representative.

Provision of the personal data and their processing are to be considered necessary for the purposes listed in this document.

Failure to provide, in whole or in part, the personal data may determine the impossibility to participate in the meeting and to fulfil the obligations provided by the applicable law.

The legal basis for processing is the execution of the agreement to which the Data Subject is a party.

The processing of personal data for the above-mentioned 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 any case so as to guarantee the full compliance with the security measures and the principles of need, pertinence and fairness provided for by the Applicable Data Protection Laws.

The personal data provided will be kept for the time necessary to achieve the purposes for which they were collected and will be communicated to third parties only to fulfill obligations set by law or regulations. Once the period of time necessary to achieve the abovementioned purposes has passed, the information gathered will be destroyed. The Data Controller is expressly authorized to communicate the personal data to those subjects nominated as External Data Processors, that will undertake to guarantee the same level of confidentiality and protection of the personal data processed established for the Data Controller. The data processing will be carried out so as to guarantee an appropriate data security, including the protection from unauthorized or unlawful processing and from loss, destruction or accidental damages, by using appropriate technical and organizational measures.

As to the processing of the personal data concerning you, you have the right to exercise the rights listed by the Applicable Data Protection Laws, including the right to:

- a) Access your personal data, obtaining evidence of the purposes of the processing pursued by the Data Controller, the categories of data involved, the recipients to whom the data may be communicated, the applicable period of storage, the existence of automated decision-making processes;
- b) Timely obtain the rectification of the incorrect personal data concerning you;
- c) Obtain, where applicable, the erasure of your personal data;
- d) Obtain the limitation of the processing or to object to the processing, where possible;
- e) Request the portability of the personal data provided by you to TERNA S.p.A., i.e. to receive them in a structured, commonly used and machine-readable format, also to transmit those data to another controller without hindrance from the controller to which the personal data have been provided;
- f) Lodge a complaint with the Italian Data Protection Authority.

All the requests relating to the exercise of the rights of the Data Subject shall be addressed to TERNA S.p.A., by writing to the e-mail address [privacy@terna.it](mailto:privacy@terna.it); the Data Protection Officer can be contacted via the following e-mail address: [dpo@terna.it](mailto:dpo@terna.it).