

**TERNA SHAREHOLDERS' MEETING: 2018 FINANCIAL STATEMENTS APPROVED AND  
DIVIDEND SET AT 23,32 EURO CENT PER SHARE  
RELATIVE TO THE ENTIRE YEAR**

- *Financial statements as of 31 December 2018 approved, dividend set at 23,32 euro cents per share for the entire year 2018 (7,87 euro cents of which already paid as interim dividend in November 2018 and 15,45 euro cents as final dividend to be paid in June 2019)*
- *Two new Board Members appointed pursuant to Art. 2386 of the Italian Civil Code*
- *Independent auditors appointed for the period 2020-2028 and determination of the related fee*
- *Remuneration Policy adopted by TERNA approved.*

**Rome, 08 May 2018** – TERNA S.p.A.'s Ordinary Shareholder's Meeting, chaired by Chairwoman Catia Bastioli, met today in Rome where TERNA S.p.A.'s financial statements as of 31 December 2018, as presented by CEO and General Manager Luigi Ferraris, were approved. The Consolidated financial statements and the "2018 Sustainability Report – Consolidated Non-Financial Statement" were also presented, the latter of which prepared pursuant to Italian Legislative Decree no. 254 of 30 December 2016 ("Italian Legislative Decree 254/2016").

Following a proposal by the Board of Directors, a dividend was resolved for the whole of 2018 equal to 23,32 euro cents per share (in line with the policy presented to the market), and the distribution – gross of any withholdings according to the law – of 15,45 euro cents per share, as a final dividend, after the interim dividend of 7,87 euro cents already paid on 21 November 2018.

The final dividend will be paid from 26 June 2019 and with "ex-dividend date" on 24 June 2019 of coupon no. 30 (record date pursuant to art. 83-terdecies of Italian Legislative Decree no. 58 of 24 February 1998 "Consolidated Law on Finance" - CLF - of 25 June 2019).

The payment of the final dividend is only based on 2018 profits.

Pursuant to Article 2386 of the Italian Civil Code, the Shareholders' Meeting appointed as new Board members of the Company: Marco Giorgino, proposed by a group of shareholders consisting of asset management companies and other institutional investors, and Paolo Calcagnini, proposed by the Board of Directors.

The Shareholders' Meeting also resolved to appoint *Deloitte & Touche* S.p.A., on proposal of the Board of Statutory Auditors, as independent auditors of TERNA S.p.A. for the financial years from 2020 to 2028.

The Shareholders' Meeting finally approved, with a percentage of over 92.0% of the votes, pursuant to and for the purposes of the provisions of Article 123-ter, paragraph 6, of the CLF, the first section of the TERNA S.p.A. "2019 Annual Remuneration Report" – with reference to the members of the board of directors, general managers and other managers with strategic responsibilities – which illustrates the Remuneration Policy adopted by TERNA S.p.A. and the procedures used for the adoption and implementation of this Policy.

The summary of voting and the minutes of the Ordinary Shareholders' Meeting will be made available to the public in compliance with the terms and conditions established by the law in force on the matter.

*The Shareholders' Meeting has not resolved any changes to the Annual Financial Report as of 31 December 2018, published in the manner and within the deadline required by law, therefore the Report has already been made available to the public at the Company's head office and the market management company Borsa Italiana S.p.A., as well as having been published on the Company's website ([www.terna.it](http://www.terna.it)) and filed with the authorised storage system "1Info" ([www.1info.it](http://www.1info.it)) and Borsa Italiana S.p.A. ([www.borsaitaliana.it](http://www.borsaitaliana.it)) as disclosed to the market on 12 April 2019.*