nda of TERNA S.p.A.'s Ordinary

**Shareholders' Meeting on May 30, 2016**

TERNA S.p.A.'s Shareholders' Meeting, held on single call on May 30, 2016 for the ordinary session at the TERNA Auditorium at Piazza Giuseppe Frua No. 2, Rome, on the matters on the agenda resolved as follows:

1. **Separate financial statements at December 31, 2015 Reports by the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Related resolutions. Presentation of the consolidated financial statements at December 31, 2015**

The Shareholders' Meeting approved TERNA S.p.A.'s separate financial statements at December 31, 2015, acknowledging the data of the TERNA Group's consolidated financial statements, also at December 31, 2015, which closed with a net profit for the Group of € 595.5 million.

1,241 shareholders (10 of which in person and 1,231 by proxy) were present at the vote, for a total of 1,241,622,270 ordinary shares (61.772498 % of the share capital), all entitled to vote. The result of voting was as follows:

| | Number of shares | % of shares entitled to vote |
|---|---|---|
| In favour | 1,241,493,360 | 99.989618 |
| Against | 120 | 0.000010 |
| Abstentions | 128,790 | 0.010373 |
| Not voting | 0 | 0.000000 |
| **Total** | 1,241,622,270 | 100.000000 |

2. **Allocation of profits for the year**

On the proposal of the Board of Directors, the Shareholders' Meeting resolved to allocate TERNA S.p.A.'s 2015 net profit, of € 527,113,097.76 as follows:

- € 140,699,440.00 to cover the interim dividend paid on November 25, 2015;
- € 261,298,960.00 as a final dividend to be distributed in the amount of € 0.13 for each one of the 2,009,992,000 ordinary shares outstanding to be paid – gross of any withholdings according to the law – on June 22, 2016, with "registration date" of coupon No. 24 on June 20, 2016 (record date, pursuant to Art. 83-*terdecies* of Italian Legislative Decree No. 58 of February 24, 1998, the "Consolidated Law on Finance": June 21, 2016);
- € 125,114,697.76 as balance brought forward.

1,241 shareholders (10 of which in person and 1,231 by proxy) were present at the vote, for a total of 1,241,622,270 ordinary shares (equal to 61.772498 % of the share capital), all entitled to vote. The result of voting was as follows:

| | Number of shares | % of shares entitled to vote |
|---|---|---|
| In favour | 1,239,593,360 | 99.836592 |
| Against | 1,900,120 | 0.153035 |
| Abstentions | 128,790 | 0.010373 |
| Not voting | 0 | 0.000000 |

| | | |
|---|---|---|
| **Total** | 1,241,622,270 | 100.000000 |

**3. Annual Report on Remuneration: consultation on the Remuneration Policy pursuant to Art. 123 ter, paragraph 6 of Italian Legislative Decree No. 58/1998 (Consolidated Law on Finance)**

The ordinary Shareholders' Meeting resolved – acting as an advisory body under the terms and for the purposes of the provisions of Art. 123 *ter*, paragraph 6, of Italian Legislative Decree No. 58 of February 24, 1998 (Consolidated Law on Finance) – in favour of the first section of the "Annual Report on Remuneration" which illustrates the Remuneration Policy adopted by TERNA S.p.A. and the procedures used for the adoption and implementation of this Policy.

1,239 shareholders (10 of which in person and 1,229 by proxy) were present at the vote, for a total of 1,241,340,919 ordinary shares (61.758500 % of the share capital), all entitled to vote. The result of voting was as follows:

| | Number of shares | % of shares entitled to vote |
|---|---|---|
| In favour | 1,207,375,881 | 97.263843 |
| Against | 32,567,545 | 2.623578 |
| Abstentions | 1,388,493 | 0.111854 |
| Not voting | 9,000 | 0.000725 |
| **Total** | 1,241,340,919 | 100.000000 |

**4. 2016-2018 Long-Term Monetary Incentive Plan. Related resolutions**

With regards to the proposal on the fourth item on agenda to adopt a Long-Term Monetary Incentive Plan for the period 2016-2018 ("LTI Plan"), the ordinary Shareholders' Meeting, finally, resolved:

- to approve the Long-Term Monetary Incentive Plan for the period 2016-2018 ("LTI Plan") for the General Manager, as well as the managers of TERNA S.p.A. and of its subsidiaries under the terms of Art. 2359 of the Italian Civil Code, the characteristics of which are described in the information memorandum prepared for the purpose;
- to attribute to the Board of Directors, with the option to subdelegate, each and every ample power necessary or opportune for implementation of the LTI Plan, to be exercised in observance of what is indicated in the related information memorandum, and in particular, merely by way of example and not exhaustively, to act - where provided for after consulting the Remuneration Committee - (i) to approve and/or modify and/or supplement the Regulation of the LTI Plan; (ii) to identify the Beneficiaries by name; (iii) to determine the amount of the Incentive to be attributed to each Beneficiary; (iv) to carry out all actions, duties, formalities, communications that are necessary or opportune for the purposes of managing and/or implementing the LTI Plan.

1,239 shareholders were present at the vote (10 of which in person and 1,229 by proxy), for a total of 1,241,340,919 ordinary shares (equal to 61.758500 % of the share capital), all entitled to vote. The result of voting was as follows:

| | Number of shares | % of shares entitled to vote |
|---|---|---|
| In favour | 1,208,449,505 | 97.350332 |
| Against | 32,121,624 | 2.587655 |
| Abstentions | 769,790 | 0.062013 |
| Not voting | 0 | 0.000000 |
| **Total** | 1,241,340,919 | 100.000000 |