

## TERNA'S AGM APPROVES FINANCIAL STATEMENTS FOR 2024 AND TOTAL DIVIDEND FOR 2024 OF 39.62 EURO CENTS PER SHARE

- *AGM approves Terna Group's 2024 Annual Report and total dividend for 2024 of 39.62 euro cents per share (including interim dividend of 11.92 euro cents previously paid in November 2024 and final dividend of 27.70 euro cents payable in June 2025)*
- *New Performance Share Plan 2025-2029 approved*
- *Authority to buy back and dispose of own shares approved, subject to prior revocation of the authority granted by the AGM held on 10 May 2024*
- *Report on the Remuneration Policy and Remuneration Paid approved*

**Rome, 21 May 2025** – The Annual General Meeting (“AGM”) of TERNA S.p.A.’s shareholders met in Rome today. The AGM, chaired by Igor De Biasio, approved Terna Group's 2024 Annual Report, as presented by the Chief Executive Officer and General Manager, Giuseppina Di Foggia.

The 2024 Annual Report contains the Report on Operations including the Consolidated Sustainability Statement prepared in accordance with Legislative Decree no. 125 of 6 September 2024, the draft Financial Statements of TERNA S.p.A. and the Terna Group Consolidated Financial Statements at 31 December 2024, as well as the Reports of the Board of Statutory Auditors and of the Independent Auditors.

In compliance with the applicable legal provisions and in particular the faculty provided for by art. 106, paragraph 4 of Law Decree n. 18 of 17 March 2020, as converted with amendments into Law n. 27 of 24 April 2020 (whose final application deadline was extended to 31 December 2025 by Legislative Decree 202 of n. 27 December 2024, converted with amendments by Law n. 15 of 21 February 2025) attendance at the AGM was only permitted through the representative designated by the Company pursuant to art. 135-undecies of Legislative Decree n. 58 of 24 February 1998 (the “CLF”).

At the start of proceedings, 72.19% of the Company's issued capital was represented at the AGM.



## APPROVAL OF THE FINANCIAL STATEMENTS AND APPROPRIATION OF PROFIT FOR THE YEAR

The AGM, as proposed by the Board of Directors, approved the 2024 Annual Report with 99.47% of votes in favour, and resolved, with 99.94% of votes in favour, a total full-year dividend for 2024 of 39.62 euro cents per share (resulting in a 75% payout, in line with the dividend policy) and payment – before any legal withholdings – of a final dividend of 27.70 euro cents per share, following payment of an interim dividend of 11.92 euro cents previously paid as of 20 November 2024. The final dividend will be payable from 25 June 2025, with an ex-dividend date for coupon n. 42 of 23 June 2025 (a record date of 24 June 2025, as defined by art.83-terdecies of the CLF).

Payment of the final dividend will be made exclusively from profit for 2024. Treasury shares held as of the above record date will not participate in the distribution.

## NEW PERFORMANCE SHARE PLAN 2025-2029 APPROVED

Pursuant to and for the purposes of art. 114-bis of the CLF, the AGM approved, with 98.15% of votes in favour, the long-term incentive plan based on the Company's ordinary shares and named "Performance Share Plan 2025-2029", to be implemented in accordance with the terms and conditions described in the Information Circular, published on 17 April 2025, as communicated to the market.

## AUTHORITY TO BUY BACK AND DISPOSE OF OWN SHARES APPROVED, SUBJECT TO PRIOR REVOCATION OF THE AUTHORITY GRANTED BY THE AGM OF 10 MAY 2024

With 98.95% of votes in favour, the AGM has authorised the Board of Directors, subject to prior revocation of the authority granted by the AGM of 10 May 2024, to buy back and subsequently dispose of up to 1.8 million of the Company's ordinary shares, representing approximately 0.09% of the share capital, at a total cost of up to € 9 million. The authority remains subject to the requirements that treasury shares held by the Company and its subsidiaries from time to time may not in any case exceed 10% of the Company's share capital, or any other maximum amount provided for by the law in force at the time, and those purchases must be carried out within the limits of distributable profits and available reserves, as reported in the latest approved financial statements.

The authority to buy back own shares was permitted for eighteen months from the date of today's shareholder resolution. There is instead no time limit for the subsequent disposal of the shares purchased.

Based on the proposal made by the Board of Directors, the AGM has also established the purposes, terms and conditions of the buyback and disposal of own shares, establishing, in particular, the methods to be used in calculating the purchase price and the purchase procedures to be followed.

## REPORT ON THE REMUNERATION POLICY AND REMUNERATION PAID APPROVED

Finally, the AGM approved, with 89.86% of votes in favour, the first section of TERNA S.p.A. Report on the Remuneration Policy and Remuneration Paid, which describes the policy for the remuneration of members of the Board of Directors and the Board of Statutory Auditors, of the General Manager and key management personnel in 2025, as well as the procedures used in adopting and implementing such Policy.

Pursuant to and for the purposes of art. 123-ter of the CLF, the AGM also voted, with 96.12% of votes in favour, on the second section of TERNA S.p.A. Report on the Remuneration Policy and Remuneration Paid, which describes the remuneration paid to members of the Board of Directors and of the Board of Statutory Auditors, to the General Manager and, in aggregate form, to key management personnel in the 2024 financial year.

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A summary of shareholder resolutions and the minutes of the AGM will be made available to the public within the terms and according to the procedures required by the relevant laws.

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*Given that the AGM has not approved any amendments thereto, the 2024 Annual Report, as published in accordance with the procedures and within the deadline required by the law, is already available to the public at the Company's registered office and at the stock exchange management company, Borsa Italiana S.p.A. The document is also available on the Company's website ([www.terna.it](http://www.terna.it)), on the website of the authorised storage service "1Info" ([www.1info.it](http://www.1info.it)) and at Borsa Italiana S.p.A. ([www.borsaitaliana.it](http://www.borsaitaliana.it)), as announced to the market on 29 April 2025.*