

TERNA: NEW DIRECTOR APPOINTED BY CO-OPTATION AND AMENDMENTS TO THE 2025 CALENDAR OF CORPORATE EVENTS

Rome, June 24, 2025 – Today's meeting of the Board of Directors of TERN A S.p.A., chaired by Igor De Biasio, appointed Stefano Cappiello as a non-executive and independent director by co-optation, following the opinion of the Remuneration and Nominations Committee and with the approval of the Board of Statutory Auditors.

The appointment was made following the resignation, due to professional commitments, of Francesco Renato Mele, elected by the Annual General Meeting on May 9, 2023, and drawn from the list expressed by the shareholder CDP Reti S.p.A., which, with a letter dated 29 May 2025, submitted the candidacy for the independent evaluation of the Company.

The new Director, who accepted the appointment and will remain in office until the next Annual General Meeting, was found to meet the independence requirements pursuant to Articles 147-ter, paragraph 4 and 148, paragraph 3 of the Consolidated Law on Finance (CLF), as well as under the Unbundling regulations referred to in Article 15.5 of the Articles of Association. The Board of Directors of TERN A S.p.A., also due to a principle of substance, has in addition assessed the new Director as meeting the independence requirements set out in art. 2, Recommendation no. 7, of the Corporate Governance Code, as implemented by the Company in the document "Application criteria and procedure for assessing the independence", considering, based on a comprehensive assessment of the relevant subjective and objective aspects, that the employment relationship maintained by the same Director with the Ministry of Economy and Finance does not prejudice his autonomy and independence of judgment.

The profile is in line with the diversity policies adopted by TERN A S.p.A.

To the best of the Company's knowledge, the newly elected Director Stefano Cappiello does not hold any TERN A S.p.A. shares.



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The *curriculum vitae* will be made available on the Company's website at www.terna.it.

TERNA S.p.A. also announces that the Board of Directors meeting for the approval of the half-year financial report as of 30 June 2025 will be held on 29 July 2025 and not on 30 July 2025, as originally communicated to the market with the publication of the 2025 Corporate Events Calendar on 22 January 2025.