

TERNA: INTEGRATION OF THE COMPOSITION OF THE BOARD COMMITTEES

Rome, 29 September 2025 – Today's meeting of the Board of Directors of TERNA S.p.A., following the favourable opinion of the Remuneration and Nominations Committee, approved the addition of new members of the Audit and Risk and of the Remuneration and Nominations Committees.

The additions follow the resignations of Directors Francesco Renato Mele, member of the Audit and Risk Committee, and Enrico Tommaso Cucchiani, member of the Audit and Risk Committee and Chairman of the Remuneration and Nominations Committee, and the subsequent co-optation of Directors Stefano Cappiello and Paolo Damilano.

Regarding the Audit and Risk Committee, the Board of Directors resolved to appoint Directors Stefano Cappiello and Paolo Damilano as members of the Committee.

Regarding the Remuneration and Nominations Committee, the Board of Directors resolved to appoint Director Paolo Damilano as a member of the Committee. At the meeting of 28 July, the Board resolved to appoint Director Gian Luca Gregori, already a member of the Committee, as Chairman.

Following this integration, the Committees are composed as follows:

- as members of the **Audit and Risk Committee** the following Directors:
 - Marco Giorgino – Chairman
 - Stefano Cappiello - Member
 - Karina Audrey Litvack - Member
 - Jean-Michel Aubertin - Member
 - Paolo Damilano - Member.
- as members of the **Remuneration and Nominations Committee** the following Directors:
 - Gian Luca Gregori - Chairman
 - Regina Corradini D'Arienzo - Member

- Paolo Damilano - Member
- Karina Audrey Litvack - Member
- Simona Signoracci - Member

The composition of the Sustainability, Governance and Scenarios Committee and of the Related-Party Transactions Committee remains unchanged.

All the members of the Committees are non-executive directors and, on the basis of the assessment made by the Board on 25 March, 24 June and 28 July 2025 and as of today, no circumstances have been disclosed that could compromise their independence, the Directors Jean-Michel Aubertin, Stefano Cappiello, Paolo Damilano, Gian Luca Gregori, Marco Giorgino, Karina Audrey Litvack and Simona Signoracci meet the independence requirements pursuant to art. 148, paragraph 3, as required by Article 147-ter, paragraph 4 of the Consolidated Law on Finance (CLF), to Article 15.4 of the Articles of Association, to Article 2, Recommendation 7 of the Corporate Governance Code accepted by the Company in the document '*Criteria and procedure for assessing independence*'.

The summarised professional profiles of the Directors are available at the following links: [Consiglio di Amministrazione | Terna Driving Energy - Terna spa](#).