

FACSIMILE
PROXY/SUB-PROXY FORM
FOR REPRESENTATION AT SHAREHOLDERS' MEETINGS IN ACCORDANCE WITH
ARTICLE 135-NOVIES OF ITALIAN LEGISLATIVE DECREE 58/1998 AND ARTICLE
106, SUBSECTION 4, OF ITALIAN LAW DECREE 18/2020 ¹

The undersigned _____², as a person entitled to participate and exercise the right to vote in the Ordinary Shareholders' Meetings of TERNA S.p.A. convened in Rome, Italy, at the TERNA Auditorium in Piazza Giuseppe Frua no. 2, in a single call, on 10 May 2024 at 11:00 a.m. as _____³ in relation to _____ ordinary shares of TERNA S.p.A., allocated to _____⁴,

HEREBY AUTHORISES

or in the case of sub-proxy

The undersigned _____⁵, as the person delegated to attend and exercise voting rights at the Ordinary Shareholders' Meeting of TERNA S.p.A. convened in Rome, at the Auditorium TERNA in Piazza Giuseppe Frua No. 2, in a single call, for May 10, 2024 at 11:00 a.m., by _____⁶, as _____⁷, with respect to No. _____ ordinary shares of TERNA S.p.A., registered at _____⁸,

HEREBY AUTHORISES

_____⁹, with the ability to be substituted by _____¹⁰ and/or with sub-proxy powers, as representative at the aforementioned Ordinary Shareholders' Meetings, which will be held in a single call on the following 10 May 2024, at 11.00 a.m., to discuss and resolve on the following:

¹ It should be noted that the proxy/sub-proxy may attend the Shareholders' Meeting and exercise voting rights exclusively through the intermediary of the Sole Representative Computershare S.p.A. only if the Company receives notice from the authorised intermediary in accordance with article 83-*sexies* of Italian Legislative Decree no. 58/1998.

² Indicate authoriser's name, surname, Italian tax code (or equivalent international code), full home address.

³ Indicate authoriser's status (e.g. shareholder, legal representative, proxy with sub-proxy powers, secured creditor, assignee, usufructuary, custodian).

⁴ To be completed only if the shareholder is different from the proxy signatory.

⁵ Indicate sub-authoriser's name, surname, Italian tax code (or equivalent international code), full home address.

⁶ Indicate authoriser's name, surname, Italian tax code (or equivalent international code), full home address.

⁷ Indicate authoriser's status (e.g. shareholder, legal representative, proxy with sub-proxy powers, secured creditor, assignee, usufructuary, custodian).

⁸ To be completed only if the shareholder is different from the proxy signatory.

⁹ Indicate proxy or sub-proxy's name, surname or business name, Italian tax code or VAT number (or equivalent international code), full home address or registered office address.

In the event that proxy powers are not awarded to the Sole Representative indicated in the notice of call of the Shareholders' Meeting (i.e. Computershare S.p.A., Tax ID and VAT no. 06722790018, with registered office in Milan, Italy, Via Lorenzo Mascheroni no. 19), the authorised party must grant sub-proxy powers to the Sole Representative Computershare S.p.A., given that the latter – based on the provisions of the notice of call of the Shareholders' Meeting – is the only party entitled to attend the Shareholders' Meeting as proxy representative with powers, in accordance with art. 106, paragraph 4 of Italian Decree Law no. 18 of 17 March 2020, amended and converted into Law no. 27 of 24 April 2020, as amended.

¹⁰ Indicate substitute proxy's name, surname or business name, tax code or VAT number (or equivalent international code), full home address or registered office address. **Please note that in no case may an entity other than the Computershare S.p.A. Sole Representative be indicated here.**

AGENDA

1. Annual Financial Report 2023: approval of the financial statements as at 31 December 2023; the reports of the Board of Directors, of the Board of Statutory Auditors and of the Audit Company; the presentation of the consolidated financial statements as at 31 December 2023; the presentation of the consolidated non-financial statement as at 31 December 2023.
2. Allocation of profits for the year.
3. Long-Term Incentive Plan based on 2024-2028 Performance Shares allocated to the management of TERNA S.p.A. and/or of its subsidiaries in accordance with Art. 2359 of the Italian Civil Code.
4. Authorisation to purchase and sell treasury shares, subject to revocation of the authorisation granted by the Shareholders' Meeting on 9 May 2023.
5. Report on the paid remuneration and compensation policy:
 - 5.1 1st section: report on the remuneration policy (binding resolution);
 - 5.2 2nd section: report on the compensation policy (non-binding resolution).

conferring the powers needed to attend the Shareholders' Meeting and exercise the right to vote, in his/her name and on his/her behalf, in accordance with the instructions included below^{11 12}.

Date and location

Signature of the proxy/sub-proxy issuer

¹¹ It should be noted that, in accordance with article 118, subsection 1, letter (c), of the Issuers' Regulations approved by CONSOB with resolution no. 11971/1999, as subsequently amended and supplemented, equity investments are considered to be, for the purposes of the disclosure obligations governed via article 120 of Italian Legislative Decree no. 58/1998, shares in relation to which "*the right to vote is vested by proxy, provided that such right can be exercised discretionally in the absence of specific instructions from the authoriser*".

¹² The persons entitled to attend and exercise the right to vote at the shareholders' meeting, as well as their proxies, are invited to take into account the provisions of article 135-*decies* of Italian Legislative Decree no. 58/1998 on conflict of interest of the representative and substitutes.

VOTING INSTRUCTIONS ¹³

1. First item on the agenda

“Annual Financial Report 2023: approval of the financial statements as at 31 December 2023; the reports of the Board of Directors, of the Board of Statutory Auditors and of the Audit Company; the presentation of the consolidated financial statements as at 31 December 2023; the presentation of the consolidated non-financial statement as at 31 December 2023”.

Voting instructions: (tick the relevant squares and boxes)

- Vote on the proposal formulated via the Board of Directors in the illustrative report on this item on the agenda:

For	Against	Abstention
-----	---------	------------

or

- No voting instructions

2. Second item on the agenda

"Allocation of profits for the year".

Voting instructions: (tick the relevant squares and boxes)

- Vote on the proposal formulated via the Board of Directors in the illustrative report on this item on the agenda:

For	Against	Abstention
-----	---------	------------

or

- Vote on the proposal published pursuant to art. 126-bis of the TUF and formulated by.....

For	Against	Abstention
-----	---------	------------

or

- No voting instructions

3. Third item on the agenda

"Long-Term Incentive Plan based on 2024-2028 Performance Shares allocated to the management of TERNA S.p.A. and/or of its subsidiaries in accordance with Art. 2359 of the Civil Code".

Voting instructions: (tick the relevant squares and boxes)

¹³ Voting instructions may also be given in relation to only some of the proposals on the agenda, it being understood that the Sole Representative Computershare S.p.A. will not vote at the Shareholders' Meeting in relation to those proposals for which no precise voting instructions have been received.

- Vote on the proposal formulated via the Board of Directors in the illustrative report on this item on the agenda:

For	Against	Abstention
-----	---------	------------

or

- Vote on the proposal published pursuant to art. 126-bis of the TUF and formulated by.....

For	Against	Abstention
-----	---------	------------

or

- No voting instructions

4. Fourth item on the agenda

“Authorisation to purchase and sell treasury shares, subject to revocation of the authorisation granted by the Shareholders’ Meeting on 9 May 2023”.

Voting instructions: (tick the relevant squares and boxes)

- Vote on the proposal formulated via the Board of Directors in the illustrative report on this item on the agenda:

For	Against	Abstention
-----	---------	------------

or

- Vote on the proposal published pursuant to art. 126-bis of the TUF and formulated by.....

For	Against	Abstention
-----	---------	------------

or

- No voting instructions

5. Fifth item on the agenda

“Report on the paid remuneration and compensation policy”.

5.1. “1st section: report on the remuneration policy (binding resolution)”.

Voting instructions: (tick the relevant squares and boxes)

- Vote on the proposal formulated via the Board of Directors in the illustrative report on this item on the agenda:

For	Against	Abstention
-----	---------	------------

or

- No voting instructions

5.2. “2nd section: report on the compensation policy (non-binding resolution)”.

Voting instructions: (*tick the relevant squares and boxes*)

- Vote on the proposal formulated via the Board of Directors in the illustrative report on this item on the agenda:

For	Against	Abstention
-----	---------	------------

or

- No voting instructions

* * * * *

In addition to the above, voting instructions are provided below for cases of **liability action** in accordance with article 2393, subsection 2, of the Italian Civil Code should these be proposed, including at the Ordinary Shareholders’ Meeting itself:

- I vote against any liability actions that may be proposed

or

- Vote on the proposal published pursuant to art. 126-bis of the TUF and formulated by.....

For	Against	Abstention
-----	---------	------------

or

- Abstain from voting on proposals

or

- No voting instructions

INSTRUCTIONS FOR NOTIFICATION OF THE PROXY/SUB-PROXY

The proxy and/or sub-proxy must be sent to the Sole Representative Computershare S.p.A. (Ref. (Rif. “Delega ordinaria Assemblea”), unitamente a copia sottoscritta (Ref. “Proxy for Ordinary Shareholders’ Meeting”), along with a signed copy of an identification document and in the case of legal entities, documentation proving signatory powers, via the following methods:

- for those with advanced electronic, qualified and digital signatures (AdES): by sending the proxy/sub-proxy signed using the Advanced Electronic Signature by certified email or ordinary email to this address terna@pecserviziotitoli.it;
- or users of certified email (CEM): by sending a copy of the proxy/sub-proxy electronic document (in PDF format) to terna@pecserviziotitoli.it;
- for users of an ordinary email address: by sending a copy of the proxy/sub-proxy electronic document (in PDF format) to terna@pecserviziotitoli.it;
- by faxing a copy of the proxy/sub-proxy to this number +39 06 4541 7450.

The proxy and/or sub-proxy may also be notified to TERNA S.p.A. electronically, using the appropriate space on the section of the Company’s website dedicated to this Shareholders’ Meeting (www.terna.it/en/Governance/shareholders-meeting/latest-shareholders-meeting), along with a signed copy of an identification document and, in the case of legal entities, documentation proving signatory powers.

In the event of sub-proxy to the Sole Representative Computershare S.p.A., the authoriser must also send the latter, with the above methods, a copy of the proxy received and the declaration certifying the conformity of the copy to the original and the identity of the allocating party; for this purpose, the sub-delegating party may use the form available in the section of TERNA S.p.A.’s website dedicated to this Shareholders’ Meeting (www.terna.it/en/Governance/shareholders-meeting/latest-shareholders-meeting).

Unless already sent by AdES signed document and sent by certified email, the original proxy/sub-proxy and voting instructions – together with a signed copy of an identity document and, in the case of a legal person, documentation proving valid powers of signature – must be sent to Computershare SpA, Via Monte Giberto 33, Rome, Italy, 00138.

In order to allow TERNA S.p.A. and the Sole Representative Computershare S.p.A. to receive and verify the proxies and/or sub-proxies before the meeting begins, we recommend that those entitled to participate send their proxies and/or sub-proxies by 12:00 p.m. of 9 May 2024.

The proxy and/or sub-proxy and/or related voting instructions may be revoked until the start of the meeting by sending an email to terna@pecserviziotitoli.it.

Please refer to the support service for any further information about the Shareholders’ Meeting or any advice or clarification you may need in relation to the methods for granting proxy/sub-proxy powers to the Sole Representative Computershare S.p.A, available at the following numbers: tel. +39 06.4541 7401 - fax +39 06.4541 7450.

PRIVACY POLICY

Pursuant to the Regulation (EU) 2016/679 (the “Regulation”)

Personal Data Controller

Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni, 19 (hereinafter, “**Computershare**” or the “**Data Controller**”), Designated Representative of the issuer pursuant to art. 135-*undecies* of Italian Legislative Decree 58/98 (TUF) and art. 106 of Italian Decree Law no. 18 of 17 March 2020, amended and converted into Law no. 27 of 24 April 2020, as amended, as “**Data Controller**” (as defined in art. 4 of the Regulation) of Personal Data (as defined below) provides the present “Privacy Policy”, in compliance with the provisions of the applicable law (art. 13 of the Regulation and subsequent related national legislation).

Object and methods of processing

The personal data of the shareholder and of his possible representative (hereinafter, the “**Delegating Party**”), as well as the residence, the tax code, the details of the identification document, the email address, the telephone number and the shareholding (hereinafter “**Personal Data**”) are communicated by the Delegating Party, even by electronic means, to Computershare through this form, in order to grant the proxy to attend and to vote at the shareholders’ meeting on behalf of the Delegating party according his voting instructions.

The Controller process the Personal Data of the Delegating party reported in this form, lawfully, fairly and limited to what is necessary in relation to the purposes for which they are processed. The processing – which comprises collection or any other operation set forth in the definition of “processing” pursuant to art. 4 of the Regulation – shall be performed by paper or automated means, implementing the appropriate organisational and logical measures required by the purposes mentioned below.

Purpose and legal basis of the Processing

The purpose of the Processing by the Controller is to allow the correct expression of voting instruction by the Appointed Representative in the shareholders’ meeting on behalf of the Delegating Party, in compliance with the provisions of the aforementioned art. 135-*undecies* of the TUF and art. 106 of Italian Decree Law no. 18 of 17 March 2020.

The legal basis of the Processing is represented by:

- **contractual obligations**: to comply with the obligations arising from the agreement between the Appointed Representative and the Delegating Party;
- **legal obligations**: to comply with the legal obligations the Appointed Representative shall fulfil towards the company and the supervisory authorities.

The collection and the Processing of Personal Data is necessary for the purposes indicated above. Failure to provide the aforementioned Personal Data implies, therefore, the impossibility to establish and manage the above agreement.

Recipients, storage and transfer of Personal Data

The Personal Data will be made accessible, for the purposes mentioned above - before, during and after the shareholders’ meeting - to the employees and collaborators of the Controller who are in charge of Processing.

The Personal Data of the Delegating Party will be processed within the European Union and stored on servers located within the European Union, for a period of at least 1 year, in accordance with current legislation. The Personal Data will be communicated to the Company by Computershare to comply with the obligation under the law regarding the Shareholders’ Meeting’s minutes, updating of shareholders’ register and to third parties only if required by the Authorities.

Rights of the Delegating party

The Delegating Party has the right to ask, in every moment, which Personal Data and how they are processed. The Delegating party may ask to update, complete, correct the Personal Data. The Delegating party can also ask to erase the Personal Data, to restrict the use of his Personal Data or withdraw the consent to use them, but in such case it will be impossible to attend and vote at the shareholders’ meeting. After the shareholders’ meeting, the Personal Data and the voting instructions will be kept by the Data Controller for 1 year at disposal of the Authorities.

To exercise the aforementioned rights, the Delegating Party can write to Computershare at the address reported in the form or at the following email address: “dataprotection@computershare.it”. For the Privacy Policy and all Computershare activities, please visit our website <https://www.computershare.com/uk/privacy-policy>.