

## **TERNA SHAREHOLDERS' MEETING: 2015 FINANCIAL STATEMENTS APPROVED AND DIVIDEND SET AT € 0.20 PER SHARE RELATIVE TO THE ENTIRE YEAR**

- *Financial statements as of 31 December 2015 approved, dividend set at € 0.20 cents per share for the entire year 2015 (€ 0.7 cents of which already paid as interim dividend in November 2015 and € 0.13 cents as final dividend to be paid in June 2016);*
- *2016-2018 Long-Term Monetary Incentive Plan approved.*
- *Remuneration Policy adopted by TERNA approved.*

**Rome, 30 May 2016** - TERNA S.p.A.'s Ordinary Shareholder's Meeting, chaired by Chairwoman Catia Bastioli, met today in Rome. TERNA S.p.A.'s financial statements as of 31 December 2015, as presented by CEO Matteo Del Fante, were approved.

The consolidated financial statements were also presented.

Following a proposal by the Board of Directors, a dividend was resolved for the whole of 2015 equal to € 0.20 per share (in line with 2014), and the distribution – gross of any withholdings according to the law – of € 0.13 per share, as payment of the interim dividend of € 0.07 already paid on 25 November 2015.

The final dividend will be paid from 22 June 2016, with “detachment date” of coupon no. 24 (record date pursuant to art. 83-*terdecies* of Legislative Decree no. 58 of 24 February 1998 “Consolidated Law on Finance”: 21 June 2016) coinciding with 20 June 2016. Shareholders may collect the dividend through their intermediaries.

The payment of the final dividend is only based on 2015 profits.

Pursuant to and in compliance with the provisions of art. 114 *bis* of Italian Legislative Decree of 24 February 1998 (CLF), the 2016-2018 Long-Term Monetary Incentive Plan ("LTI Plan") was also approved, with more of 97% of votes in favour, under the terms and conditions described in the Information Document published as disclosed to the market on 29 April 2016.

Finally, the Shareholders' Meeting approved with more of 97% of votes, pursuant to and for the purposes of the provisions of Article 123 *ter*, paragraph 6, of the CLF, the first section of the TERNA S.p.A. "2016 Annual Remuneration Report" – with reference to the members of the board of directors, general managers and other managers with strategic responsibilities – which illustrates the Remuneration Policy adopted by TERNA S.p.A. and the procedures used for the adoption and implementation of this Policy.

The summary of voting and the minutes of the Ordinary Shareholders' Meeting will be made available to the public in compliance with the terms and conditions established by the law in force on the matter.

*The Shareholders' Meeting has not resolved any changes to the Annual Financial Report as of 31 December 2015, therefore the Report has already been made available to the public at the Company's head office and the market management company Borsa Italiana S.p.A., as well as having been published on the Company's website [www.terna.it](http://www.terna.it) and filed with the authorised storage system "1Info" ([www.1info.it](http://www.1info.it)) and Borsa Italiana S.p.A. ([www.borsaitaliana.it](http://www.borsaitaliana.it)) as disclosed to the market on 29 April 2016.*