

# Shareholder structure

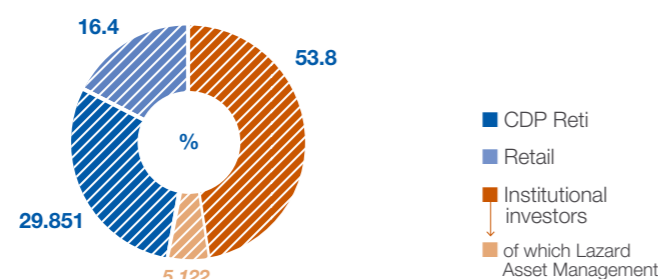


At the date of preparation of this report, **Terna's share capital amounts to €442,198,240**, comprising 2,009,992,000 fully paid-up ordinary shares with a par value of €0.22 each.

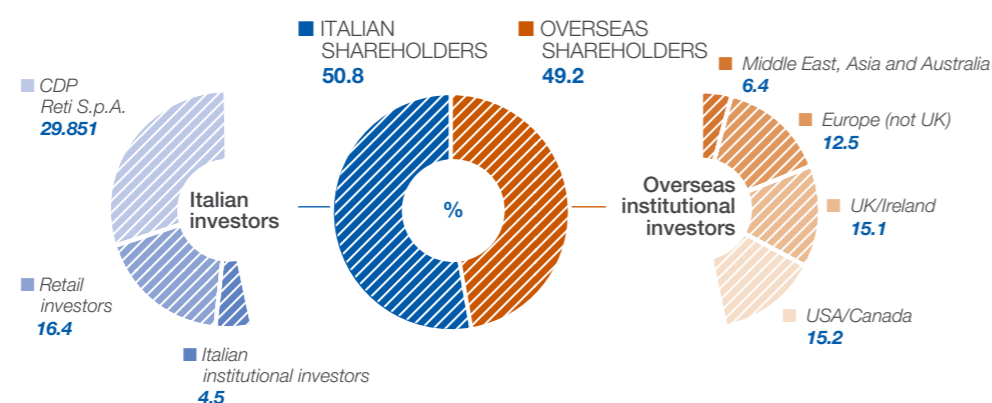
Based on periodic surveys carried out by the Company, it is estimated that 50.8% of Terna's shares are held by Italian shareholders, with the remaining 49.2% held by overseas institutional investors, primarily from the USA and the UK.

Based on information from the shareholder register and other data collected as at February 2020, Terna's shareholder structure breaks down as follows.

## SHAREHOLDERS BY CATEGORY



## SHAREHOLDERS BY GEOGRAPHICAL AREA AND CATEGORY



## Major shareholders<sup>1</sup>

**CDP RETI S.p.A.<sup>2</sup>**  
(a company controlled by Cassa Depositi e Prestiti S.p.A.): **29.851%**

**LAZARD ASSET MANAGEMENT LLC**  
(as a discretionary asset manager): **5.122%**

## Socially Responsible Investors

At the end of 2019, 147 socially responsible investors (SRIs), compared with 109 in 2018, had invested in Terna's shares using an approach that takes into account ESG (Environmental, Social, Governance) aspects.

Environmental, social and governance (ESG) criteria are three key factors that investors take into account when considering a company's ethical impact and the sustainability of its business practices. The criteria are applied in ESG investing, sometimes referred to as sustainable, responsible or socially responsible investing. Examples of ESG criteria include assessing a company's impact on climate change or greenhouse gas emissions, its use of water or its conservation efforts, its approach to fighting corruption, to gender diversity and expertise with regard to members of its board of directors, as well as its record on human rights and community development initiatives.

The interest taken by SRIs in the ESG aspects incorporated in Terna's strategy can also be seen in the bond market. The green issues of the last two years have proved a great success with the market, as well as reducing the effective cost of the issues to the lowest ever level for a corporate bond. This demonstrates the appreciation shown by SRIs of both the positive environmental impact of Terna's infrastructure investments, and the Company's commitment to sustainability across all aspects of its operations, including financial transactions. Terna is, in fact, actively committed to the development of sustainable finance at both national and international level, with the aim of fully incorporating the concept of sustainability into its financial strategy. This involves working with investors to drive the development of a more sustainable economy through the use of innovative forms of financing.

Overall, **at the end of 2019, SRIs represented 11.8% of Terna's free float** (9.5% in 2018) and 15.4% of the capital held by identifiable institutional investors (12.9% at the end of 2018).

Information on the ownership structure, restrictions on the transfer of shares, securities that grant special rights, and restrictions on voting rights, as well as on shareholder agreements, is provided in the "Report on Corporate Governance and Ownership Structures" for 2019. This is available in the Investor Relations section of Terna S.p.A.'s website ([www.terna.it](http://www.terna.it)).

<sup>1</sup> Shareholders who, based on the available information and notifications received from the CONSOB, own interests in Terna S.p.A. that are above the notifiable threshold established by CONSOB Resolution 11971/99.

<sup>2</sup> On 27 November 2014, a shareholder agreement was entered into by Cassa Depositi e Prestiti S.p.A. (CDP), on the one hand, and State Grid Europe Limited (SGEL) and State Grid International Development Limited (SGID), on the other, in relation to CDP RETI S.p.A., SNAM S.p.A. and TERNA S.p.A.. This was later amended and supplemented to extend the scope of the agreement to include Italgas S.p.A..