

# Terna's Profile

## Corporate Governance

	Unit	2011	2010	2009	Change 10-11	Change 10-11%
<b>Board of Directors</b>						
Total members BoD	no.	9	9	9	0	-
Independent Directors on BoD	no.	6	4	4	2	50.0%
Directors designated by minority shareholders	no.	3	3	3	0	-
Women on BoD	no.	0	0	0	0	-
Meetings of BoD	no.	10	9	9	1	11.1%
Meetings of Remuneration Committee	no.	5	4	3	1	25.0%
Meetings of Internal Control Committee	no.	4	4	7	0	-
Meetings of Committee for Transactions with Related Parties <sup>(1)</sup>	no.	4	1	-	3	300.0%

(1) The Committee for Transactions with Related Parties was established as part of the approval of the Transactions with Related Parties Procedure provided for by CONSOB with its Resolution dated March 12, 2010.

## Ethical Auditing

	Unit	2011	2010	2009	Change 10-11	Change 10-11%
<b>Implementation of the Code of Ethics</b>						
Total reports received <sup>(1)</sup>	no.	3	4	1	-	-
Areas of reports received <sup>(2)</sup>						
- Employee management		1	1		-	-
- Supplier management		1	1		-	-
- Environment and Safety		1	2		-	-
- Corruption/Corporate loyalty		1	1		-	-
- Other		1	2		-	-
Outcome of reports <sup>(3)</sup>	no.					
- Unfounded		3	3	1	-	-
- Provisions <sup>(4)</sup>		0	1	0	-	-
- Under assessment		0	0	0	-	-

(1) Of the 3 reports received in 2011, 2 were submitted to the audit department and 1 to the ethical committee; in 2010, 3 were submitted to the ethical committee and 1 both to the ethical committee and to the audit department; in 2009, only 1 report was submitted to the audit department.

(2) Each report or violation may regard more than one management area.

(3) The 2010 data differs from previously published data since for one report the assessment process was completed in 2011 and resulted in the violation being confirmed.

(4) The provision may consist in applying a sanction and/or in other action – such as reviewing procedures, internal controls, etc. – aimed at avoiding that the event that caused the report reoccurs.