

16 December 2020 – Neuss, Germany

Rating Action / Update:

Creditreform Rating has confirmed the unsolicited corporate issuer rating of Terna – Rete Elettrica Nazionale S.p.A., at **BBB / stable**

Creditreform Rating (CRA) has confirmed the ratings of the unsolicited, public corporate issuer rating of Terna – Rete Elettrica Nazionale S.p.A. (in the following called Terna or the Company), as well as the unsolicited corporate issue ratings of long-term local currency senior unsecured notes issued by Terna at **BBB / stable**. This decision is based particularly on the current positive trend in Terna's operational performance despite the COVID-19 pandemic, and in connection with further growth prospects, a stable regulatory framework, the key position of the Company in the Italian market, its consistently improving performance, as well as its comfortable liquidity position and proven access to financial markets. In this report, we also refer to the 2018 Report, which contains further essential information concerning the Company.

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Current relevant factors for the rating

The following considerations were of specific relevance for the rating assessment:

- One of the most important infrastructure companies in Italy, owning and maintaining 98.6% of the national power grid and with a leading position in Europe.
- Crisis resilience so far: Only limited adverse effects due to COVID-19-Pandemic, which were more than compensated
- A positive trend apparent in the figures for the first nine months of 2020, also due to acquisition of Brugg Kabel AG
- Generally reliable, highly predictable and stable cash flows, predominantly generated by a highly-regulated business
- Good liquidity reserves and good access to financial markets
- Partly diversified business model with growth opportunities, especially in connection with sustainable energy transition
- High level of Investment requirements: net capex of EUR 8.9 billion over 2021-2025, however with higher EBITDA expectations
- Weakened domestic economy: Revised outlook for the sovereign rating of the Italian Republic from stable to negative (21.08.2020: BBB- / negative)
- High degree of uncertainty as to the further economic consequences and further course of the COVID-19 pandemic, and with it uncertainty regarding the further development of Terna's key ratios

ESG factors are factors related to environment, social issues and, governance. For more information, please see the "Regulatory requirements". CRA generally takes ESG relevant factors into account, when assessing the rating object and discloses them when they have a significant influence on the creditworthiness of the rating object, leading to a change in the rating result or the outlook.

ESG-criteria:

CRA generally considers ESG factors (environment, social and governance) within its rating decisions. In the case of Terna we have not identified any ESG factor with significant influence.

In November 2020, Terna introduced its ambitious Industrial Plan 2021-2025 with a capex investment amounting to EUR 8.9 million, of which 70% will be used to achieve the National Integrated Energy and Climate Plan targets. In line with the latest commitments under the EU Green Deal, the Company plans net-zero emissions by 2050 and a 55% reduction by 2030 with the aim to mitigate climate change. The Company's investments should also gradually generate higher EBITDA's. Sustainability in relation to energy transition could therefore be a significant growth driver for the Company's performance in the long run. Overall, we see Terna as a sustainable well-positioned company.

A general valid description of Creditreform Rating AG, as well as a valid description of corporate ratings for understanding and assessing ESG factors in the context of the credit rating process, can be found here:

<https://creditreform-rating.de/en/about-us/regulatory-requirements.html?file=files/content/downloads/Externes%20Rating/Regulatorische%20Anforderungen/EN/Ratingmethodiken%20EN/The%20Impact%20of%20ESG%20Factors%20on%20Credit%20Ratings.pdf>

Rating result

Terna is an important player in Italy in realizing the coming transition to sustainable energy. The Group's main activity is the transmission of electricity in Italy. Terna performs its activities in its role as the Italian transmission system operator (TSO) under a monopoly arrangement and a government concession.

Terna is responsible for managing the flow of electricity through the grid in every part of Italy, and ensuring a constant balance between demand and the quantity of energy injected into the grid. Thus, Terna bears great responsibility for guaranteeing the continuity and accessibility of services for enterprises and the general population who rely on electricity.

Terna's main business areas are electricity transmission and dispatching throughout Italy (regulated activities), new business opportunities, as well as international activities (non-regulated activities). In the regulated segment, Terna owns 98.6% of the National Transmission Grid (NTG), one of the largest grids in Europe. Non-regulated activities are concentrated on developing opportunities beyond the Group's core operations, and Terna's international activities comprise continued work on its four large-scale projects in South America, Uruguay, Brazil and Peru; in these countries, Terna is managing and maintaining the transmission lines already in service and building new ones.

The current rating attests Terna – Rete Elettrica Nazionale S.p.A. a highly satisfactory level of creditworthiness, representing a low to medium default risk.

Terna is of strategic importance for Italy and has a profile of essentially low economic and financial risks, benefiting from an established regulatory framework in Italy. We have based the rating on our assessment that the Company is dependent on the Italian government and moderately dependent on the country's overall economic situation. The rating of Terna is constrained by the sovereign rating of the Italian Republic (CRA: BBB- / negative as of 21 August 2020). Hence, given

the positive performance of Terna in the recent past, including - according to the latest interim report - the first nine months of the financial year 2020, we furthermore assign the Group a corporate rating one notch above the sovereign rating of the Italian Republic.

Outlook

The one-year outlook of the rating is stable. Based on a positive trend visible in the first nine months of the financial year 2020, the stable regulatory framework, the revenue increase through the latest acquisition, the Company's newest strategic plan including further growth prospects, the key position of the Company in the Italian market, its consistently improving performance, as well as its comfortable liquidity position and proven access to financial markets, we expect a stable development of the Company for our one-year outlook, despite a possibly weakened domestic economic situation. Should the actual consequences for Terna prove more serious and protracted than expected, or the general conditions change significantly, an adjustment of the outlook or the rating would have to be considered.

Best-case scenario: BBB

In our best-case scenario for one year, we assume a rating of BBB. In this scenario, Terna's operating performance improved without significant impairment from the COVID-19 pandemic, so that return on investment and net total debt/ EBITDA adj. improved slightly, despite increased net debt. In this scenario, there is also no downgrade of the sovereign rating of Italy.

Worst-case scenario: BBB-

In our worst-case scenario for one year, we assume a rating of BBB-. In this scenario, we assume a pandemic development with longer-lasting lockdown measures and thus delayed economic recovery. The new lockdown measures and strongly weakened domestic economy significantly affect the Company's operating performance, which is unable to compensate the increased debt at the previous year's level. A short-term recovery to pre-crisis-levels is also unlikely, reflected in a downgrade of the rating of Italy.

Business development and outlook

Terna Group again achieved positive results during the financial year 2019. While the analytical total revenues showed only a slight increase by 0.7%, amounting to EUR 2,287 million (2018: EUR 2,273 million), according to CRA's structured figures¹, the analytical EBITDA recorded an increase of 5.6%, amounting to EUR 1,735 million (2018: EUR 1,643 million). EAT after transfer increased to EUR 757 million (2016: EUR 707).

¹ For analytical purposes, CRA adjusted the original values in the financial statements in the context of its financial ratio analysis. For example, when calculating the analytical equity ratio, deferred tax assets, goodwill (entirely or partly), and internally generated intangible assets are subtracted from the original equity, whilst deferred tax liabilities are added. Net total debt considers all balance sheet liabilities. Therefore, the key financial figures shown often deviate from the original values of the company.

Please note:

The scenarios are based on information available at the time of the rating. Within the forecast horizon, circumstances may occur that could lead to a change of the rating out of the indicated range.

Table 1: Financials I Source: Terna – Rete Elettrica Nazionale S.p.A. Annual Report 2019, standardized by CRA

Terna – Rete Elettrica Nazionale S.p.A. Selected key figures of the financial statement analysis Basis: Annual accounts and report of 31.12. (IFRS)	CRA standardized figures ²	
	2018	2019
Revenue (million EUR)	2,288	2,273
EBITDA (million EUR)	1,643	1,735
EBIT (million EUR)	1,103	1,151
EAT (million EUR)	712	764
EAT after transfer (million EUR)	707	757
Total assets (million EUR)	16,969	17,862
Equity ratio (%)	22.8	22.9
Capital lock-up period (days)	407.9	390.1
Short-term capital lock-up (%)	66.9	22,3
Net total debt / EBITDA adj. (Factor)	7.0	7.1
Ratio of interest expenses to total debt (%)	0.7	0.6
Return on investment (%)	4.7	4.7

The Company's revenues are divided into three segments:

- Regulated Activities
- Non-regulated Activities
- International Activities

In 2019, all segments achieved growth in revenues in comparison with the previous year. Regulated revenues accounted for 87.6% of reported total revenues, mainly comprising transmission and dispatching, thus enabling a working domestic grid in Italy. Non-regulated Activities, which includes launching new services and solutions supporting the energy transition, accounted for 9.0% of the reported total revenues. International Activities, offering services abroad with a focus on Europe and Latin America, accounted for only 1.2% (excluding costs³), but with considerable growth potential.

² As already mentioned in reference 1. For analytical purposes, CRA adjusted the original values in the financial statements in the context of its financial ratio analysis.

³ Revenues from international activities already represent the margin obtained, so that the associated costs are shown separately (see table 2).

Table 2: Revenue development of Terna | Source: Terna – Rete Elettrica Nazionale S.p.A. Annual Report 2019

EUR million	2018	2019
Regulated Activities	2,055	1,990
Non-regulated Activities	212	195
International Activities	28	12
Cost of international activities ⁴	50	122
Total revenues reported	2,345	2,319

Net debt increased by 15,8% to EUR 8,259 million (2018: EUR 7,899 million), mainly due to a higher capex, amounting in 2019 EUR 1,264 million (2018: EUR 1,091 million), but also enabling higher EBITDA due to promoting further growth and efficiency based on new interconnections, very high-voltage grid upgrades, and reorganisations of metropolitan areas. The majority of the investments, with 90.8%, were used for the Regulated Activities segment. In November 2019, Terna announced its new Industrial Plan for 2021-2025. With the focus on investment mainly in the domestic transmission grid for more sustainability and security, capex will amount to EUR 8.9 billion, representing a rise of 21.9% in comparison with the plan of 2020-2024, which has capex amounting to EUR 7.3 billion. These considerable investments are a significant basis for future growth for Terna, and for securing its leading market position by enabling the Group to ensure the maintenance and development of the power grid, promoting energy transit, and generating further growth impulses.

Overall, the development in 2019 was highly favorable, despite a slight deterioration in net total debt/EBITDA adjusted at 7.10 (2018: 7.04). In particular, the relevant key figures 'short-term capital lock-up' and 'ratio of interest expenses to total debt' improved significantly by reducing current financial liabilities.

According to the interim financial report as of 30 September 2020, the Company's development was again marked by improvement in the first nine months despite the COVID-19 crisis. Revenues for the first nine months increased by 6.9% to EUR 1,781 million (30 September 2018: EUR 1,666) million), EBITDA by 3.5% to EUR 1,323 million (30 September 2019: EUR 1,278 million), and EAT by 3.1% to 572 (30 September 2019: EUR 555 million). The increase in revenues reflects the positive contribution of approx. 5.2% by the consolidation of Brugg Cables. On 29 February 2020, Terna finalized the acquisition of a 90% stake in Brugg Kabel AG, financed from its own funds. The provisional amount paid for the acquisition of the equity interest is CHF 25.8 million.

The impact of the COVID-19 pandemic has remained limited, as the majority of revenues are generated by regulated activities. Electricity demand, however, fell by 6.9% in comparison with the corresponding prior-year period, particularly due to the lockdown implemented in March 2020. Nevertheless, the lower volume could be partially offset by favorable tariff adjustments. Most affected by the negative consequences of the COVID-19 pandemic were non-regulated revenues, which were more than offset due to increased revenues from private interconnector projects and especially additional revenues from Brugg Cables. Even though Terna has seen minor adverse effects through the COVID-19 pandemic so far and is taking active measures to

⁴ Revenues from international activities already represent the margin obtained, so that the associated costs are shown separately.

mitigate further negative effects, there is still significant uncertainty as to the further course of the pandemic and its economic consequences. Nonetheless, if the pandemic or at least its adverse economic consequences persist for a longer period, a negative effect on Terna's operational performance cannot be ruled out.

Table 3: The development of business of Terna | Source: Consolidated Interim Financial Report 30 September 2020, reported information

Terna - Rete Elettrica Nazionale S.p.A.				
In million EUR	9M 2019	9M 2020	Δ	Δ %
Revenue	1,666	1,781	115	6,9
EBITDA	1,278	1,323	45	3,5
EBIT	842	865	23	3,5
EBT	781	795	14	2,7
EAT	555	572	17	3,1

Considering Terna's strong market position as the owner of almost the entire National Transmission Grid, we believe that Terna will meet its growth targets over the medium to long term, provided the framework environment does not deteriorate significantly under the current COVID-19 pandemic. However, most of the Group's revenues are derived from transparent and stable cash flows generated through regulated business activities, so that we can still expect possible effects to be limited. Given the systemic national importance of the Company, we consider extremely negative adjustments to the tariff system to be rather unlikely.

Issuer / Issue Rating Details

Issue Rating

The rating objects of the unsolicited issue rating are exclusively the long-term senior unsecured issues, denominated in euro, issued by Terna - Rete Elettrica Nazionale S.p.A., which are included in the list of ECB-eligible marketable assets. The ECB list of eligible marketable assets can be found on the website of the ECB.

The notes have been issued within the framework of the Euro Medium Term Note (EMTN) program, of which the latest base prospectus dates from 8 June 2020. This EMTN program amounts to EUR 8 billion. The notes under the EMTN program are senior unsecured, and rank at least pari passu among themselves and with all other present and future unsecured obligations of the issuer. Additionally, the notes benefit from a negative pledge provision and a cross default mechanism.

We have provided the debt securities issued by Terna with a rating of **BBB /stable**. The rating is based on the unsolicited corporate issuer rating of Terna.

Other types of debt instruments or issues denominated in other currencies of the issuer have not been rated by CRA. For a list of all currently valid ratings and additional information, please consult the website of Creditreform Rating AG.

Overview

Table 4: Summary of CRA Ratings | Source: CRA

Rating object	Details information	
	Datum	Rating
Terna - Rete Elettrica Nazionale S.p.A.	16.12.2020	BBB / stable
Long-Term Local Currency Senior Unsecured Issues	16.12.2020	BBB / stable

Table 5: overview of Terna's EMTN program | Source: Terna's EMTN Base Prospectus 8 June 2020

Issue details			
Volume	EUR 8.000.000.000	Maturity	Depending on the respective bond
Issuer	Terna - Rete Elettrica Nazionale S.p.A.	Coupon	Depending on the respective bond
Arrangers	Citigroup, Deutsche Bank	Currency	Depending on the respective bond
Credit Enhancement	none	ISIN	Depending on the respective bond

All future LT LC senior unsecured Notes issued by Terna that have similar conditions to the current EMTN program, denominated in euro and included in the list of ECB-eligible marketable assets will, until further notice, receive the same ratings as the current LT LC senior unsecured Notes issued under the EMTN program. Notes issued under the program in any currency other than euro, or other types of debt instruments, have not yet been rated by CRA. For a list of all currently valid ratings and additional information, please consult the website of Creditreform Rating AG.

Appendix

Rating history

The rating history is available under:

<https://www.creditreform-rating.de/en/ratings/published-ratings.html>

Table 6: Corporate issuer rating of Terna - Rete Elettrica Nazionale S.p.A. | Source: CRA

Event	Rating date	Publication date	Monitoring period	Result
Initial Rating	14/12/2018	21/12/2018	15.12.2020	BBB / stable

Table 7: LT LC senior unsecured issues issued by Terna - Rete Elettrica Nazionale S.p.A. | Source: CRA

Event	Rating date	Publication date	Monitoring period	Result
Initial Rating	14/12/2018	21/12/2018	15.12.2020	BBB / stable

Regulatory requirements

The rating⁵ was not endorsed by Creditreform Rating AG (Article 4 (3) of the CRA-Regulation).

The present rating is, in the regulatory sense, an unsolicited rating that is public. The analysis was carried out on a voluntary basis by Creditreform Rating AG, which was not commissioned by the Issuer or any other third party to prepare the present rating.

The rating is based on the analysis of published information and on internal evaluation methods for the assessment of companies and issues. The rating object was informed of the intention of creating or updating an unsolicited rating before the rating was determined.

The rating object participated in the creation of the rating as follows:

With Rated Entity or Related Third Party Participation	No
With access to Internal Documents	No
With Access to Management	No

⁵ In these regulatory requirements the term "rating" is used in relation to all ratings issued by Creditreform Rating AG in connection to this report. This may concern several companies and their various issues.

The rating was conducted based on the following information.

List of documents
Accounting and controlling
<ul style="list-style-type: none"> Annual Report 2019 – Integrated Report Half-Year Report 30 June 2020 Consolidated Interim Financial Report – 30 September
Finance
<ul style="list-style-type: none"> EMTN Base Prospectus 8 June 2020 Press release: 2021-2025 Industrial Plan Approved
Additional documents
<ul style="list-style-type: none"> Press Releases and Website

A management meeting did not take place within the framework of the rating process.

The documents and information gathered were sufficient to meet the requirements of Creditreform Rating AG's rating methodologies.

The rating was conducted based on the following rating methodologies and the basic document.

Rating methodology	Version number	Date	Website
Corporate Ratings	2.3	29.05.2019	https://creditreform-rating.de/en/about-us/regulatory-requirements.html?file=files/content/downloads/Externes%20Rating/Regulatorische%20Anforderungen/EN/Ratingmethodiken%20EN/Rating%20Methodology%20Corporate%20Ratings.pdf
Government-related Companies	1.0	19.04.2017	https://creditreform-rating.de/en/about-us/regulatory-requirements.html?file=files/content/downloads/Externes%20Rating/Regulatorische%20Anforderungen/EN/Ratingmethodiken%20EN/Rating%20Methodology%20Government-Related%20Companies.pdf
Non-financial Corporate Issue Ratings	1.0	October 2016	https://creditreform-rating.de/en/about-us/regulatory-requirements.html?file=files/content/downloads/Externes%20Rating/Regulatorische%20Anforderungen/EN/Ratingmethodiken%20EN/Rating%20Methodology%20Non-Financial%20Corporate%20Issue%20Ratings.pdf
Rating Criteria and Definitions	1.3	January 2018	https://creditreform-rating.de/en/about-us/regulatory-requirements.html?file=files/content/downloads/Externes%20Rating/Regulatorische%20Anforderungen/EN/Ratingmethodiken%20EN/CRAG%20Rating%20Criteria%20and%20Definitions.pdf

The documents contain a description of the rating categories and a definition of default.

The rating was carried out by the following analysts:

Name	Function	Mail-Address
Holger Becker	Lead analyst	H.Becker@creditreform-rating.de
Christina Sauerwein	Analyst	C.Sauerwein@creditreform-rating.de

The rating was approved by the following person (person approving credit ratings, PAC):

Name	Function	Mail-Address
Natalia Berthold	PAC	N.Berthold@creditreform-rating.de

On 16 December 2020, the analysts presented the rating to the rating committee and the rating was determined. The rating result was communicated to the company on 16 December 2020. There has not been a subsequent change to the rating.

The rating will be monitored until Creditreform Rating AG withdraws the rating. The rating can be adjusted as part of the monitoring, if crucial assessment parameters change.

In 2011, Creditreform Rating AG was registered within the European Union according to EU Regulation 1060/2009 (CRA-Regulation). Based on this registration, Creditreform Rating AG is allowed to issue credit ratings within the EU and is bound to comply with the provisions of the CRA-Regulation.

ESG-factors

You can find out whether ESG factors were relevant to the rating in the upper section of this rating report "Relevant rating factors".

A general valid description for Creditreform Rating AG, as well as a valid description of corporate ratings for understanding and assessing ESG factors in the context of the credit rating process, can be found here:

<https://creditreform-rating.de/en/about-us/regulatory-requirements.html?file=files/content/downloads/Externes%20Rating/Regulatorische%20Anforderungen/EN/Ratingmethodiken%20EN/The%20Impact%20of%20ESG%20Factors%20on%20Credit%20Ratings.pdf>

Conflict of interests

No conflicts of interest were identified during the rating process that might influence the analyses and judgements of the rating analysts involved or any other natural person whose services are placed at the disposal or under the control of Creditreform Rating AG and who are directly involved in credit rating activities or in approving credit ratings and rating outlooks.

In the event of providing ancillary services to the rated entity, Creditreform Rating AG will disclose all ancillary services in the credit rating report.

Rules on the presentation of credit ratings and rating outlooks

The approval of credit ratings and rating outlooks follows our internal policies and procedures. In line with our "Rating Committee Policy", all credit ratings and rating outlooks are approved by a rating committee based on the principle of unanimity.

To prepare this credit rating, Creditreform Rating AG has used following substantially material sources:

Corporate issuer rating:

1. Annual report
2. Website
3. Internet research

Corporate issue rating:

1. Corporate issuer rating incl. information used for the corporate issuer rating
2. Documents on issues / instruments

There are no other attributes and limitations of the credit rating or rating outlook other than those displayed on the Creditreform Rating AG website. Furthermore, Creditreform Rating AG considers as satisfactory the quality and extent of information available on the rated entity. With respect to the rated entity, Creditreform Rating AG regarded available historical data as sufficient.

Between the time of disclosure of the credit rating to the rated entity and the public disclosure, no amendments were made to the credit rating.

The Basic Data Information Card indicates the principal methodology or version of methodology that was used in determining the rating, with a reference to its comprehensive description.

In cases where the credit rating is based on more than one methodology or where reference only to the principal methodology might cause investors to overlook other important aspects of the credit rating, including any significant adjustments and deviations, Creditreform Rating AG explains this fact in the credit rating report and indicates how the different methodologies or other aspects are taken into account in the credit rating. This information is integrated in the credit rating report.

The meaning of each rating category, the definition of default or recovery and any appropriate risk warning, including a sensitivity analysis of the relevant key rating assumptions such as mathematical or correlation assumptions, accompanied by worst-case scenario credit ratings and best-case scenario credit ratings are explained.

The date at which the credit rating was initially released for distribution and the date when it was last updated, including any rating outlooks, is indicated clearly and prominently in the Basic Data Information Card as a "rating action"; initial release is indicated as "initial rating", other updates are indicated as an "update", "upgrade" or "downgrade", "not rated", "confirmed", "selective default" or "default".

In the case of a rating outlook, the time horizon is provided during which a change in the credit rating is expected. This information is available within the Basic Data Information Card.

In accordance with Article 11 (2) EU-Regulation (EC) No 1060/2009, a registered or certified credit rating agency shall make available, in a central repository established by ESMA, information on its historical performance data including the rating transition frequency and information about

credit ratings issued in the past and on their changes. Requested data are available at the ESMA website: <https://cerep.esma.europa.eu/cerep-web/statistics/defaults.xhtml>

An explanatory statement of the meaning of Creditreform Rating AG's default rates are available in the credit rating methodologies disclosed on the website.

Disclaimer

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