

## Press Release

### SHAREHOLDERS' MEETING

**2020 FINANCIAL STATEMENTS APPROVED**

**DIVIDEND OF € 0.2385 PER SHARE**

**REMUNERATION POLICY AND LONG-TERM INCENTIVE PLAN APPROVED**

**NEW AUTHORISATION TO PURCHASE AND DISPOSE OF TREASURY SHARES**

**NEW BOARD OF STATUTORY AUDITORS APPOINTED**

Rome, 27 April 2021 - **Rai Way S.p.A.** (the "**Company**") reports that the Shareholders' Meeting, met today under the chairmanship of Giuseppe Pasciucco, resolved:

- in the extraordinary session:
  - to approve various amendments to the articles of association concerning: the identification of shareholders, in order to bring the articles of association into line with the provisions of the new article 83-duodecies of Legislative Decree no. 58/1998 (article 6.3); the reference to the Code of Self-Discipline, now called the Code of Corporate Governance, of Listed Companies (articles 17.4 and 28.2) and the holding of meetings of the Board of Directors (article 19.1) and the Board of Auditors (article 28.15) by remote means;
  
- in the ordinary session:
  - to approve the financial statements for the year ended 31 December 2020, as submitted by the Board of Directors, resulting in a net profit of € 64,008,052.96;
  
  - to allocate the net profit for the 2020 financial year, equal to € 64,008,052.96, to the distribution to the Shareholders, by way of dividend, of a total of € 64,007,352.59 and to "Retained earnings reserve", for the remaining € 700.37 and consequently to



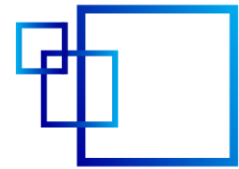
allocate - taking into account the 3,625,356 treasury shares in portfolio whose right to profit is attributed proportionally to the other shares pursuant to art. 2357-ter of the Italian Civil Code - a dividend of € 0.2385 gross to each of the outstanding ordinary shares, to be paid from 26 May 2021, with entitlement to payment, pursuant to article 83-terdecies of Legislative Decree. no. 58 of 24 February 1998 and Art. 2.6.6, paragraph 2, of the Markets Regulations organized and managed by Borsa Italiana S.p.A. on 25 May 2021 (the so-called "record date") and with the share going ex-dividend on 24 May 2021 on detachment of coupon no. 7;

- to approve the First Section (related to the remuneration policy for 2021) and to vote in favour of the Second Section (related to the compensation paid for 2020) of the Report on the Remuneration Policy and compensation paid prepared by the Board of Directors;
- to approve the proposal to adopt a long-term incentive plan pursuant to Art. 114-bis of Legislative Decree no. 58/1998;
- to approve the proposal to authorize the purchase and disposal of treasury shares, following the revocation of the authorisation, for the part not executed, resolved upon on 24 June 2020 (the proposal is included in the related Directors' Report available on the corporate website - under Governance/ Shareholders' Meeting/ Meetings/ Extraordinary and Ordinary Meeting 2021 - and the key conditions thereof were already disclosed on 18 March 2021). In particular, the Shareholders' Meeting voted to authorize the purchase, for the period of eighteen months following the date of the Shareholders' Meeting approval, on one or more tranches and also through intermediaries, of treasury shares up to a maximum number of shares not exceeding 10% of the *pro tempore* share capital, at a price that shall be neither lower nor higher by more than 20% of the official stock exchange price recorded by Borsa Italiana S.p.A. in the session preceding each individual transaction, in accordance with any of the means permitted by applicable – laws or regulations, national or European – in force with respect to the subject matter, excluding the faculty of purchasing treasury shares through the purchase and sale of derivative instruments traded on regulated markets that entail the physical

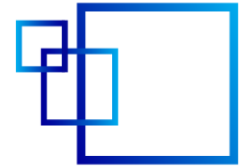


delivery of the underlying shares, which purchase may be, possibly, carried out also according to applicable market practices permitted by Consob. All the above in order to enable the Company to continue to have at its disposal an important instrument of flexibility, which may be used for: i) investment of liquidity in the medium and long term, or for the purpose of optimizing the share capital structure or, in any case, for taking advantage of market opportunities; ii) limiting, in accordance with the provisions in force, unusual movements in quotations and regularizing trends in trading and prices in situations of temporary distortions due to an excess of volatility or a low level of trading liquidity; iii) creating a portfolio of treasury shares that can then be deployed for uses deemed to be the interest of the Company, including the servicing of stock incentive plans or the attribution of bonus shares to shareholders. In addition, the Shareholders' Meeting also authorized the disposal, in whole or in part and without time limit, also through intermediaries, of treasury shares purchased according to the above terms, or already held by the Company, even before having fully exercised the authorization to purchase referred above, at a price or, in any case, in accordance with criteria and conditions established by the Board of Directors, having regard to the procedures actually deployed, the trend in share prices in the period preceding the transaction and the best interest of the Company, in accordance with the purposes (including those set out above) and with any means permitted by the applicable legislation - statutory or regulatory, national or European - in force. Shares servicing stock incentive plans will be assigned in accordance with the procedures and terms provided for in the regulations of the relevant plans;

- to appoint the Board of Auditors for FYs 2021-2023 (i.e., expiring on the date of the Shareholders' Meeting convened to approve the financial statements for the year ending 31 December 2023), composed of the following members: Silvia Muzi (Chair), Massimo Porfiri and Barbara Zanardi (Standing Statutory Auditors), Cristina Chiantia and Paolo Siniscalco (Alternate Statutory Auditors). The Standing Statutory Auditors Massimo Porfiri and Barbara Zanardi and the Alternate Statutory Auditor Cristina Chiantia were taken from the list submitted by the majority shareholder RAI - Radiotelevisione italiana S.p.A., while the Standing Statutory Auditor Silvia Muzi (who



- chairs the Board) and the Alternate Statutory Auditor Paolo Siniscalco were taken from the minority list submitted jointly by the following shareholders (asset management companies and other institutional investors): Algebris Ucits Funds Plc Algebris Core Italy Fund; Anima SGR S.p.A. manager of the funds: Anima Crescita Italia, Anima Iniziativa Italia; Arca Fondi SGR S.p.A. manager of the funds: Fondo Arca Economia Reale Bilanciato Italia 30, Fondo Arca Economia Reale Equity Italia, Fondo Arca Azioni Italia, Fondo Arca Economia Reale Bilanciato Italia 55; Bancoposta Fondi S.p.A. SGR manager of the Bancoposta Rinascimento fund; Eurizon Capital S.A. manager of the Eurizon Fund sub-funds: Italian Equity Opportunities, Equity Italy Smart Volatility; Eurizon Capital SGR S.p.A. manager of the funds: Eurizon PIR Italia 30, Eurizon Progetto Italia 20, Eurizon Progetto Italia 70, Eurizon Azioni Italia, Eurizon Azioni PMI Italia, Eurizon Progetto Italia 40, Eurizon PIR Italia Azioni; Fideuram Asset Management Ireland manager of the Fonditalia Equity Italy fund; Fideuram Intesa Sanpaolo Private Banking Asset Management SGR S.p.A. manager of the funds: Fideuram Italia, Piano Azioni Italia, Piano Bilanciato Italia 50, Piano Bilanciato Italia 30; Interfund Sicav – Interfund Equity Italy; Kairos Partners SGR S.p.A. as Management Company of Kairos International Sicav – Key and Italy sub-funds; Mediobanca SGR S.p.A. manager of the fund: Fondo Mediobanca Mid & Small Cap Italy; Mediolanum International Funds Limited – Challenge Funds – Challenge Italian Equity; Mediolanum Gestione Fondi SGR S.p.A. manager of the funds: Mediolanum Flessibile Futuro Italia, Mediolanum Flessibile Sviluppo Italia; Pramerica Sicav Italian Equity sub-fund; Amber Capital Italia SGR S.p.A., as manager of the Alpha Ucits Sicav-Amber Equity Fund; Amber Capital UK LLP, as manager of the funds Amber Global Opportunities Limited and Priviledge-Amber Event Europe;
- to set the gross emolument, per year of office, of the Chairman of the Board of Statutory Auditors at € 40,000.00 and of each of the other standing members of the Board at € 25,000.00.



Please note that the above-mentioned slates, along with the curricula vitae of the appointed Auditors, are available on the corporate website [www.raiway.it](http://www.raiway.it) (Governance/Shareholders' Meeting/Meetings/ Extraordinary and Ordinary Meeting 2021).

A summary report of the votes cast will be posted on the corporate website [www.raiway.it](http://www.raiway.it) (Governance/Shareholders' Meeting/Meetings/ Extraordinary and Ordinary Meeting 2021) within five days from today' s date, in accordance with current legislation.



#### **Rai Way S.p.A.**

Rai Way manages and develops the terrestrial broadcast infrastructure which carries the television and radio signals of RAI, Italy's national public broadcasting company, and provides services to its business customers. Rai Way has an extensive experience and technological, engineering and organisational know-how in the Italian media and broadcast infrastructure market. Such a unique expertise, together with the skills and ongoing training of its around 600 employees, makes Rai Way an ideal partner for any companies and entities seeking for integrated solutions to develop their network and transmit their signals. Rai Way operates throughout the national territory and can rely on its headquarters in Rome, 20 local network centres and more than 2,300 sites across Italy.

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