



Registered office in Rome, Via Teulada no. 66 - Fully paid-up share capital € 70,176,000.00

Tax ID, VAT number and Rome Companies' Register no.: 05820021003

Company subject to management and coordination by RAI - Radiotelevisione Italiana S.p.A.

EXTRACT FROM THE NOTICE OF CALL OF THE EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING

The Shareholders' Meeting of Rai Way S.p.A. (the "**Company**") is convened in Extraordinary and Ordinary Session, in a single call, on 27 April 2021, at 11:00 am, at the Company's registered office in Rome, Via Teulada no. 66, to resolve on the following

Agenda

Extraordinary Part

1. Proposals of modifications to the Articles of Association: (i) Article 6.3; (ii) Article 17.4 and Article 28.2; (iii) Article 19.1; (iv) Article 28.15. Related and consequent resolutions.

Ordinary Part

1. Annual financial statements for the year ended 31 December 2020; Report on Operations of the Board of Directors; Report of the Board of Statutory Auditors and Report of the Independent Auditors. Relative resolutions.
2. Proposal for allocation of profit for the year. Relative resolutions.
3. Report on Remuneration Policy and Remuneration Paid:
 - 3.1 approval of the first section of the Report pursuant to Art. 123-ter, paragraphs 3-bis and 3-ter of Legislative Decree no. 58 of 24 February 1998;
 - 3.2 resolutions related to the second section of the Report pursuant to Art. 123-ter, paragraph 6 of Legislative Decree no. 58 of 24 February 1998.
4. Long term incentive plan pursuant to Art. 114-bis of Legislative Decree no. 58 of 24 February 1998. Relative resolutions.
5. Proposal to authorize the purchase and disposal of treasury shares, upon revocation of the purchase authorization, for the part not executed, and disposal authorization resolved by the Shareholders' Meeting of 24 June 2020. Relative resolutions.
6. Appointment of the Board of Statutory Auditors and the Chairman of the same. Relative resolutions.

7. Determination of the fees for the Chairman of the Board of Statutory Auditors and Standing Auditors. Relative resolutions.

In consideration of the health emergency connected to the COVID-19 epidemic and taking into account the regulatory provisions issued to limit the spread of the contagion, it is, in particular, envisaged, making use of the power referred to in Art. 106, paragraph 4, of the Decree Law no. 18 of 17 March 2020 - converted, as amended, into Law no. 24 April 2020 and the application of which has been recently postponed by Decree Law no. 183 of 31 December 2020, converted as amended, into Law no. 21 of 26 February 2021, - that participation in the Shareholders' Meeting by those entitled to vote **can only take place through the representative designated by the Company** pursuant to Art. 135-undecies of Legislative Decree no. 58/1998 - i.e., Computershare S.p.A. (the "**Sole Representative**") - to whom proxies and/or sub-proxies may also be conferred pursuant to Art. 135-novies of Legislative Decree no. 58/1998.

In addition to the share capital, for information relative to:

- the entitlement to attend the Shareholders' Meeting (in this regard, note that the "record date" is 16 April 2021) and to exercise voting rights exclusively through the Sole Representative (Computershare S.p.A.), and in particular to the conferment to the latter of proxies pursuant to Art. 135-undecies of Legislative Decree no. 58/1998 and proxies and/or sub-proxies pursuant to Art. 135-novies of Legislative Decree no. 58/1998;
- additions to the agenda and the submissions of resolution proposals by shareholders holding at least 2.5% of the share capital pursuant to Art. 126-bis, paragraph 1, first sentence of Legislative Decree no. 58/1998 and the submission of individual resolution proposals by the holders of voting rights pursuant to Art. 126-bis,

paragraph 1, penultimate sentence, of Legislative Decree no. 58/1998;

- the right to ask questions before the Shareholders' Meeting on the agenda items;
- the submission of lists of candidates for the appointment of members of the Board of Statutory Auditors by list voting (in this regard, note in particular that: (i) parties entitled to vote who, alone or with others, represent at least 1% of the share capital with voting rights in the Ordinary Shareholders' Meeting are entitled to submit lists, and (ii) the lists of candidates must be submitted by 2 April 2021);
- the availability of the documentation relating to the Shareholders' Meeting (also with reference to the provisions of Art. 125-*quater* of Legislative Decree no. 58/1998), including the explanatory reports on the agenda items pursuant to Art. 125-*ter* of Legislative Decree no. 58/1998, as well as for additional information regarding the Shareholders' Meeting,

please refer to the full text of the notice of call published today on the Company's website www.raiway.it (under *Corporate Governance / Shareholders' Meeting / Meetings / Extraordinary and Ordinary Meeting 2021/ Notices*).

The Company reserves the right to supplement and/or modify the content of the notice of call if, prior to the Shareholders' Meeting, the rules pursuant to Art. 106 of Decree Law no. 18 of 17 March 2020 are amended or additional measures are issued by the competent authorities in relation to the health emergency connected to COVID-19 which are relevant for the purposes of the procedures for conducting shareholder's meetings. Any changes and/or additions will be promptly disclosed under the same procedures as the publication of the Shareholders' Meeting notice of call.

on behalf of the Board of Directors
The Chairman
Giuseppe Pasciucco