

## Rai Way S.p.A. –Shareholders’ Meeting of April 27<sup>th</sup>, 2021

Proxy form to confer the ordinary proxy/sub delegation to the Appointed Representative exclusively entitled to attend to the Meeting pursuant to article. 106, paragraph 4, Law Decree n. 18 on March 17<sup>th</sup>, 2020

Pursuant to above mentioned Law Decree containing measures to strengthen the National health service and economic support for families, workers and business connected to the epidemiological emergency due to COVID-19 approved by the Italian Council of Ministers on March 16, 2020 and published on Italian Gazzetta Ufficiale on March 17, 2020 (as subsequently converted in law and extended) and as stated in the notice of call of Rai Way S.p.A. Shareholders’ Meeting on April 27, 2021, published on March 18, 2021, (on the Company’s website [www.raiway.it](http://www.raiway.it) (under Corporate Governance/Shareholders’ Meeting/Meetings/ Extraordinary and Ordinary Meeting 2021/Notices) the present proxy/sub delegation can be conferred only to Computershare S.p.A.; consequently it must be notified to [ufficioroma@pecserviziitoli.it](mailto:ufficioroma@pecserviziitoli.it). Computershare S.p.A. is at disposal for any kind of information by phone at no. +39 06-45417413 from 9:00 am to 6:00 pm from Monday to Friday or by e-mail to [ufficiorm@computershare.it](mailto:ufficiorm@computershare.it).

### ORDINARY PROXY/SUB DELEGATION FORM

Fill in the requested information on the basis of the Instructions below. The Company will be notified by Computershare S.p.A. (1)

#### \* mandatory information

The undersigned \* ..... Place of birth \* ..... Date of birth\* .....  
Tax code \* .....  
Resident in (town/city) \* ..... at (street / address) \* .....  
telephone no \* ..... e-mail .....

(2) entitled to exercise the voting right at **04-16-2020 (Record Date)** as:  registered share holder -  legal representative –  attorney/proxy holder with authority to sub-delegate  
 pledgee –  taker in -  beneficiary interest holder -  official receiver–  manager –  
 other (specify) .....  
for no\* ..... of ordinary shares **RAI WAY ORD (ISIN IT 0005054967)** .....

(3) registered in the name of ..... Place of birth \* .....  
Date of birth \* ..... TAX / VAT Code (or other equivalent code) .....

Resident in (town/city) \* ..... at (street / address) \* .....

(4) Registered in the securities account no..... At..... Bank Code (ABI)..... Branch Code (CAB) .....

(5) as resulting from communication no. ... Made by (Bank) .....

**DELEGATES/SUBDELEGATES Computershare S.p.A.** with registered offices in Milan, Via Lorenzo Mascheroni, 19 to attend and vote to the abovementioned general meeting, with reference to the shares above, in accordance with the instructions provided and

**DECLARES** that no matter of compatibility or suspension are affecting the vote and he/she is aware that:

- in case of amendment or integration of the proposals presented to the Shareholders' Meeting, or in the absence of the expression of the vote, Computershare S.p.A will express a non-vote
- the proxy/subdelegation will be valid only if the statement to the issuer from the intermediary, in compliance with intermediary accounting records, on behalf of the person with the right to vote to legitimate attendance and voting, has been received by the Company before the start of the meeting works.

#### AFFIRMS

- under his/her own liability, in the event of sub-delegation, for the purposes of the provisions of art. 135-novies, paragraph 5, of Legislative Decree no. 58/1998, as proxy holder the compliance of the proxy form to the original document and the identity of the proxy grantor. The original of the proxy must be kept for one year from the conclusion of the Shareholders' Meeting.

DATE Form of identification (6) (type)\* Issued by \* no. \* SIGNATURE

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### VOTING INSTRUCTION

*(For use of Appointed Representative only – Tick relevant boxes and send to Computershare S.p.A. as the instructions for filling in)*

The undersigned **(7)**

**INSTRUCTS** the Appointed Representative to vote at the above indicated Shareholders’ Meeting as follow **(8)**

<b>RESOLUTIONS TO BE VOTED</b>	<b>VOTING INSTRUCTIONS</b> F (for), C (against), A (abstain)
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**EXTRAORDINARY PART**

<b>1. Proposals of modifications to the Articles of Association. (9)</b>								
<b>1. (i) Article 6.3</b>								
<b>Section A</b>					Voting instructions			
A – vote for resolution proposed by the Board of Directors					F	C	A	
<b>Section B</b>				<b>Conf</b>	<b>Rev</b>	<b>Mod</b> Voting instructions		
B – vote for unknown circumstances <b>(10)</b>				Conf	Rev	F	C	A
<b>Section C</b>					Voting instructions			
C1 – vote for resolution proposed by holder of the majority interest <b>(11)</b>					F	C	A	
C2 – vote for resolution proposed by _____ <b>(11)</b>					F	C	A	
<b>1. (ii) Article 17.4 and Article 28.2;</b>								
<b>Section A</b>					Voting instructions			
A – vote for resolution proposed by the Board of Directors					F	C	A	
<b>Section B</b>				<b>Conf</b>	<b>Rev</b>	<b>Mod</b> Voting instructions		
B – vote for unknown circumstances <b>(10)</b>				Conf	Rev	F	C	A
<b>Section C</b>					Voting instructions			
C1 – vote for resolution proposed by holder of the majority interest <b>(11)</b>					F	C	A	
C2 – vote for resolution proposed by _____ <b>(11)</b>					F	C	A	
<b>1. (iii) Article 19.1;</b>								
<b>Section A</b>					Voting instructions			
A – vote for resolution proposed by the Board of Directors					F	C	A	
<b>Section B</b>				<b>Conf</b>	<b>Rev</b>	<b>Mod</b> Voting instructions		
B – vote for unknown circumstances <b>(10)</b>				Conf	Rev	F	C	A
<b>Section C</b>					Voting instructions			

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C1 – vote for resolution proposed by holder of the majority interest (11)			F	C	A
C2 – vote for resolution proposed by _____ (11)			F	C	A
<b>1. (iv) Article 28.15.</b>					
<b>Section A</b>			Voting instructions		
A – vote for resolution proposed by the Board of Directors			F	C	A
<b>Section B</b>			<b>Conf</b>	<b>Rev</b>	<b>Mod</b> Voting instructions
B – vote for unknown circumstances (10)			Conf	Rev	F C A
<b>Section C</b>			Voting instructions		
C1 – vote for resolution proposed by holder of the majority interest (11)			F	C	A
C2 – vote for resolution proposed by _____ (11)			F	C	A

### ORDINARY PART

<b>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 (9)</b>					
<b>Section A</b>			Voting instructions		
A – vote for resolution proposed by the Board of Directors			F	C	A
<b>Section B</b>			<b>Conf</b>	<b>Rev</b>	<b>Mod</b> Voting instructions
B – vote for unknown circumstances (10)			Conf	Rev	F C A
<b>Section C</b>			Voting instructions		
C1 – vote for resolution proposed by holder of the majority interest (11)			F	C	A
C2 – vote for resolution proposed by _____ (11)			F	C	A
<b>2. Proposal for allocation of profit for the year. Relative resolutions. (9)</b>					
<b>Section A</b>			Voting instructions		
A – vote for resolution proposed by the Board of Directors			F	C	A
<b>Section B</b>			<b>Conf</b>	<b>Rev</b>	<b>Mod</b> Voting instructions
B – vote for unknown circumstances (10)			Conf	Rev	F C A
<b>Section C</b>			Voting instructions		
C1 – vote for resolution proposed by holder of the majority interest (11)			F	C	A
C2 – vote for resolution proposed by _____ (11)			F	C	A
<b>3 - Report on Remuneration Policy and Remuneration Paid:</b>					

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<b>3.1 - Approval of the first section of the Remuneration Report pursuant to Art. 123-ter, paragraphs 3-bis and 3-ter of Legislative Decree no. 58 of 24 February 1998. (9)<sup>1</sup></b>						
<b>Section A</b>						Voting instructions
A – vote for resolution proposed by the Board of Directors						F    C    A
<b>Section B</b>						<b>Mod</b> Voting instructions
B – vote for unknown circumstances (10)						Conf    Rev    F    C    A
<b>Section C</b>						Voting instructions
C1 – vote for resolution proposed by holder of the majority interest (11)						F    C    A
C2 – vote for resolution proposed by _____ (11)						F    C    A
<b>3.2 - Resolutions related to the second section of the Remuneration Report pursuant to Art. 123-ter, paragraph 6 of Legislative Decree no. 58 of 24 February 1998. (9)<sup>2</sup></b>						
<b>Section A</b>						Voting instructions
A – vote for resolution proposed by the Board of Directors						F    C    A
<b>Section B</b>						<b>Mod</b> Voting instructions
B – vote for unknown circumstances (10)						Conf    Rev    F    C    A
<b>Section C</b>						Voting instructions
C1 – vote for resolution proposed by holder of the majority interest (11)						F    C    A
C2 – vote for resolution proposed by _____ (11)						F    C    A
<b>4. Long-term incentive plan pursuant to Art. 114-bis of Legislative Decree no. 58 of 24 February 1998. Relative resolutions. (9)</b>						
<b>Section A</b>						Voting instructions
A – vote for resolution proposed by the Board of Directors						F    C    A
<b>Section B</b>						<b>Mod</b> Voting instructions
B – vote for unknown circumstances (10)						Conf    Rev    F    C    A
<b>Section C</b>						Voting instructions
C1 – vote for resolution proposed by holder of the majority interest (11)						F    C    A
C2 – vote for resolution proposed by _____ (11)						F    C    A

<sup>1</sup> Please remind that, pursuant to Article 123-ter, paragraph 3-ter, of Legislative Decree no. 58/98 (TUF), the resolution on subpoint 3.1 is binding.

<sup>2</sup> Please remind that, pursuant to Art. 123-ter, paragraph 6, of Legislative Decree no. 58/98 (TUF), the resolution on subpoint 3.2 is not binding.

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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. (9)								
<b>Section A</b>					Voting instructions			
A – vote for resolution proposed by the Board of Directors					F	C	A	
<b>Section B</b>				<b>Conf</b>	<b>Rev</b>	<b>Mod</b> Voting instructions		
B – vote for unknown circumstances (10)				Conf	Rev	F	C	A
<b>Section C</b>					Voting instructions			
C1 – vote for resolution proposed by holder of the majority interest (11)					F	C	A	
C2 – vote for resolution proposed by _____ (11)					F	C	A	

6. Appointment of the Board of Statutory Auditors and the Chairman of the same. Relative resolutions. (12)								
<b>Section A</b> – vote For the list with the number to be fill in the side box or vote Contrary or Abstention to all lists (12)					N...	C	A	
<b>Section B</b>				<b>Conf</b>	<b>Rev</b>	<b>Mod</b> Voting instructions		
B – vote for unknown circumstances (10)				Conf	Rev	N...	C	A
<b>Section C</b>					Voting instructions			
C1 – vote for resolution proposed by holder of the majority interest (11)					F	C	A	
C2 – vote for resolution proposed by _____ (11)					F	C	A	

7. Determination of the fees of the Chairman of the Board of Statutory Auditors and Standing Auditors. Relative resolutions. (13)								
<b>Section B</b>				<b>Conf</b>	<b>Rev</b>	<b>Mod</b> Voting instructions		
B – vote for unknown circumstances (10)				Conf	Rev	F	C	A
<b>Section C</b>					Voting instructions			
C1 – vote for resolution proposed by holder of the majority interest (11)					F	C	A	
C2 – vote for resolution proposed by _____ (11)					F	C	A	

### **Derivative action against Directors**

Vote for possible proposed derivative action pursuant art. 2393, subsection 2, of Italian civil code at the Shareholders’ Meeting called for approval of the annual financial statements (If no Voting instruction are indicated, the Appointed Representative will vote <b>C</b> – against)					F	C	A
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DATE \_\_\_\_\_

SIGNATURE \_\_\_\_\_

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### Proxy form to confer the ordinary proxy/sub delegation to the Appointed Representative exclusively entitled to attend to the Meeting pursuant to article. 106, paragraph 4, Law Decree n. 18 on March 17<sup>th</sup>, 2020

#### **Instructions for filling in and submitting the form**

1. **The Proxy/Sub delegation form**, to be notified to the Company (together with an undersigned copy of a valid identity document and, in case, the documentation providing proof of the signatory power) via the Appointed Representative together with the **Voting instructions** reserved to him, is recommended to be received within 2:00 pm of **23 June 2020** (but in any case it must be received before the beginning of the Shareholders’ Meeting) using one of the following methods:
  - 1) **Registered Email Holders (PEC)**: as an attachment document (PDF format) sent to [ufficioroma@pecserviziottoli.it](mailto:ufficioroma@pecserviziottoli.it) in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Registered Email Holder;
  - 2) **Digital Signature Holders (FEA)**: as an attachment document with digital signature sent to [ufficioroma@pecserviziottoli.it](mailto:ufficioroma@pecserviziottoli.it) in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Digital Signature Holder;
  - 3) **Common Email address Holders**: as an attachment document (PDF format) sent to [ufficioroma@pecserviziottoli.it](mailto:ufficioroma@pecserviziottoli.it). In this case, the hard copy of the proxy/sub delegation shall be sent via ordinary mail service to Computershare S.p.A. via Monte Giberto 33, 00138 - Rome, as soon as possible;
  - 4) **Via FAX**: number **06-45417450**.

**The transmission of the Proxy/Sub delegation form in a manner and in the terms other than those indicated above or the sole transmission by post will not guarantee the correct submission of the proxy to the Appointed Representative.**

**Conferral of proxy/ sub delegation and Voting instructions is free of charge except for transmission or postal charges..**

2. Specify the capacity of the proxy signatory and, where applicable, attach documentary proof of his power, and, in case of acting as a proxy holder, a copy of proxy.
3. To be completed only if the registered shareholder is different from the proxy signatory; mandatory indications on relevant personal details must be included.
4. Provide the securities account number, Bank Codes and Branch Codes of the Depository, or in any case its name, available in the securities account statement.
5. Possible reference to the communication made by the intermediary and its name.
6. Provide details of a valid form of identification of the proxy signatory.
7. Provide the name and surname of the signatory of the Proxy form and Voting instructions.
8. In accordance to art. 106 DL 17.3.2020 no. 18, the exclusive appointed representative may receive sub delegations but it is liability of the proxy holder to provide appropriate Voting instructions accordingly to the instructions submitted by the original proxy grantor.
9. The resolutions proposed to the Shareholders’ Meeting are reported in the illustrative reports of the Board of Directors pursuant to art. 125-ter of Legislative Decree no. 58/98 published on the Company website [www.raiway.it](http://www.raiway.it) in the section “Corporate Governance/Shareholders Meeting/Meetings/Extraordinary and Ordinary Meeting 2021/Information and Documentation” within the prescribed terms. Computershare S.p.A., as Appointed Representative, has not personal interest in the mentioned proposals. However, in the event of unknown circumstances, Computershare does not intend to vote in a manner incompatible with the instructions received in Sections A, B and C of the Voting instructions.
10. In the event of a new proposal not published within the deadline required by law / set forth in the notice of call is submitted to the Meeting, the Appointed Representative shall not express any vote without instructions. Nevertheless, should relevant circumstances occur, which are unknown at the time of issue of the proxy and which cannot be notified to the proxy grantor, one of the following options may be chosen: a) confirm the Voting instruction already expressed; b) cancel the Voting instruction already expressed; c) amend the Voting instruction already expressed. If no choice is made, the Voting instructions expressed in Section A), where present, or C) are confirmed.
11. Section available only if a resolution proposal has been submitted pursuant to the paragraph of the notice of call “SUBMISSION OF INDIVIDUAL RESOLUTION PROPOSALS”. The individual resolution proposals will be published within June 11, 2020 on the Company website [www.raiway.it](http://www.raiway.it) (in the section “Corporate Governance/Shareholders Meeting/Meetings/Ordinary Meeting 2020/Information and Documentation”).
12. Indicate the number of the list made as available on the Company’s website [www.raiway.it](http://www.raiway.it) (in the section “Corporate governance/Shareholders Meeting/Meetings/Ordinary Meeting 2020/Information and Documentation”) that you want to vote “for” or indicate your preference to vote against (C) or to abstain (A) which will apply to all lists. If only one list is presented, the Voting instructions will relate to that one. The lists submitted by entitled shareholders, within the prescribed terms, will be published on the above mentioned Company’s website within June 3, 2020.
13. **Regarding the point no. 7 of the Ordinary Part, as the Board of Directors has refrained from making proposals to the Shareholders’ Meeting, it is required to complete Section C).**

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#### INFORMATION ON PERSONAL DATA PROCESSING

Pursuant to the Regulation (EU) 2016/679 (the "Regulation")

##### Personal Data Controller

Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni, 19 (hereinafter, "**Computershare**" or the "**Controller**"), Appointed Representative of the company pursuant to article 135-*undecies* of Italian Legislative Decree no. 58/98 (TUF) and art. 106 DL 17 March 2020 n. 18, as controller of "**Processing**" (as defined in article 4 of the Regulation) of Personal Data (as defined below) provides the present "Information on Personal Data Processing", in compliance with the provisions of the applicable law (article 13 of Regulation and subsequent national legislation)

##### Object and methods of processing

The personal data of the shareholder and of his possible representative (hereinafter, the "**Delegating party**"), as well as the residence, the tax code, the details of the identification document, the email address, the telephone number and the shareholding (hereinafter "**Personal Data**") are communicated by the Delegating party, even by electronic means, to Computershare through this form, in order to grant the proxy to attend and to vote at the shareholders' meeting on behalf of the Delegating party according his voting instructions

The Controller process the Personal Data of the Delegating party reported in this form, lawfully, fairly and limited to what is necessary in relation to the purposes for which they are processed. The processing - as collection or any other operation as set forth in the definition of "processing" pursuant article 4 of the Regulation – shall be performed by papery or automated means, implementing the appropriate organizational and logical measures required by the purposes here above mentioned.

##### Purpose and legal basis of the Processing

The purpose of the Processing by the Controller is to allow the correct expression of voting instruction by the Appointed Representative in the shareholders' meeting on behalf of the Delegating Party, in compliance with the provisions of the aforementioned art. 135-*undecies* of TUF and art. 106 DL 17 March 2020 n. 18.

The legal basis of the Processing is represented by:

- contractual obligations: to comply with the obligations arising from the agreement between the Delegating Party and the Appointed Representative;
- legal obligations: to comply with the legal obligations the Appointed Representative shall fulfil towards the company and the Authorities.

The collection and the Processing of Personal Data is necessary for the purposes indicated above. Failure to provide the aforementioned Personal Data implies, therefore, the impossibility to establish and manage the above agreement.

##### Recipients, storage and transfer of Personal Data

The Personal Data will be made accessible, for the purposes mentioned above - before, during and after the shareholders' meeting - to the employees and collaborators of the Controller who are in charge of Processing.

The Personal Data provided will be kept for a period of at least 1 year, in accordance with current legislation and will be disclosed to third parties only in compliance with legal obligations or regulations or at the request of the Authorities. This period is consistent with the provisions of current legislation.

Personal Data will be processed within the European Union and stored on servers located within the European Union. The Personal Data will be communicated to the Company to comply with the obligation under the law regarding the shareholders meeting's minutes, updating of shareholders' register and to third parties only if required by the Authorities.

##### Rights of the Delegating party

The Delegating Party has the right to ask, in every moment, which Personal Data and how they are processed. The Delegating party may ask to update, complete, correct or even erase the Personal Data. The Delegating party can also ask to restrict the use of his Personal Data or withdraw the consent to use them, but in such case it will be impossible to attend and vote at the shareholders' meeting. The Personal Data and the voting instructions will be kept for 1 year at disposal of the Authorities.

For the exercise of the aforementioned rights, the Delegating party can write to Computershare to the address reported in the form or to the following email address [dataprotection@computershare.it](mailto:dataprotection@computershare.it). For the Privacy Policy and all Computershare activities, please visit our website <https://www.computershare.com/it/Pages/Privacy.aspx>.

Computershare S.p.A.