



ORDINARY SHAREHOLDERS' MEETING

23 April 2018 – single call

REPORT ON THE SUBJECTS ON ITEMS NO. 4 AND 5 OF THE AGENDA

Rai Way S.p.A.

Registered Office: Via Teulada 66, Rome

**Tax Code, VAT Number and Registration Number in the Rome Companies Register:
05820021003**

Fully paid-up share capital of Euro 70,176,000.00

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

Report on Item 4 on the agenda

4. Appointment of Board of Auditors and Chairman of the same. Consequent resolutions.

Dear Shareholders,

The Board of Auditors currently in office ceases its mandate with the Shareholders' Meeting convened to approve the Company's Financial Statements at 31 December 2017, and you are therefore asked to renew its members, also appointing its Chairman, for the financial years 2018-2020, i.e. until the Shareholders' Meeting to approve the financial statements of the last of those financial years.

Without prejudice to what is indicated in the notice of call of the Shareholders' Meeting, we remind you that the Board of Auditors is appointed, as well as based upon the applicable provisions of law and regulations, according to the methods indicated in Article 28 of the Bylaws, published on the Company's internet website at www.railway.it in the section Corporate Governance/Shareholders' Meeting, to which full reference is made.

In that regard, we note the following in respect of the composition of the Board of Auditors and the procedure for filing the lists and the election methods.

The Board of Auditors is made up of three Statutory Auditors and two Alternate Auditors who remain in office for three financial years, i.e. until the Shareholders' Meeting to approve the financial statements relating to the last of those financial years, and they may be re-elected. All Auditors must be in possession of the eligibility, integrity and professionalism requirements provided by law and by the other applicable provisions as well as by the Company's Bylaws, along with the independence requirements, as well as those of law, provided (in accordance with the Company's Bylaws) by the Corporate Governance Code for listed companies. With regard to the professionalism requirements, it is noted that, as indicated in paragraph 2, Article 28 of the Company's Bylaws, at least two Statutory Auditors and one Alternate Auditor must be listed on the Register of Statutory Auditors and must have exercised the statutory accounts auditing activity for a period of no less than three years, while the Auditors who are not listed on the Register of Statutory Auditors must have accrued overall experience of at least three years in exercising the activities and functions indicated in the aforementioned statutory provision.

The Statutory Auditors, in the amount of three, and Alternate Auditors, in the amount of two, are appointed on the basis of lists submitted by the legitimated parties, in which the candidates must be listed by way of a sequential number, ensuring the balance between genders (male and female) within the Board of Auditors in accordance with existing applicable regulations, and thus a share must be reserved to the least represented gender amounting to at least one-third of the elected Auditors, rounded upwards to the higher

unit. The lists are split into two sections, indicating, respectively, up to three candidates for the role of Statutory Auditor and up to two candidates for that of Alternate Auditor.

At least the first two candidates for the role of Statutory Auditor and at least the first candidate for the role of Alternate Auditor indicated in the respective sections must be listed on the Register of Statutory Auditors and must have exercised statutory accounts auditing activity in accordance with aforementioned paragraph 2, Article 28 of the Bylaws. Candidates who are not registered on the Register of Statutory Auditors must have accrued overall experience of at least three years in exercising the activities and functions indicated in the statutory provision. Each list for the appointment to Statutory Auditor and to Alternate Auditor must present a number of candidates belonging to the least represented gender which ensures, within that section, respect of the gender balance at least to the minimum extent required by the legislation, including regulatory, in force.

Each entity legitimated to vote (as well as (i) legitimated parties belonging to the same group, thereby meaning the controlling entity, even non-corporate, in accordance with Art. 2359 of the Italian Civil Code, and every company controlled by, or under the common control of, the same entity or (ii) parties to the same shareholder agreement pursuant to Article 122 of Italian Legislative Decree no. 58/1998, or (iii) legitimated parties who are otherwise linked between them by virtue of significant relationships of connection in accordance with the rules of law and/or regulations in force and applicable) may submit or contribute to submitting, even by interposing person or by way of trust companies (as well as vote on), only one list.

No candidate, under penalty of forfeiture of the candidacy, may appear in more than one list.

The lists, indicating the names of candidates for the role of Statutory Auditor and Alternate Auditor, must be filed, at the registered office, according to the methods indicated in the notice of call, at least twenty-five days before that fixed for the Shareholders' Meeting and must be accompanied by:

- (i) information on the identity of the Shareholders who submitted the list, indicating the overall percentage investment held. Certification proving ownership of the minimum share required to submit the list, equal to 1% of the share capital, determined with regard to the shares registered in favour of the Shareholder(s) on the day on which the lists were filed at the Company, may be produced to the Company even after the filing date, provided that it is at least twenty-one days before the date of the Shareholders' Meeting;
- (ii) a declaration of the Shareholders who have submitted the list, other than those who hold, even jointly, a controlling or relative majority investment, certifying the absence of relationships of connection provided by Art. 144-*quinquies* of CONSOB Regulation no. 11971/1999 with the latter (note, in that regard, what is recommended by CONSOB in Communication no. DEM/9017893 dated 26 February 2009);

- (iii) a declaration of the candidates accepting the candidacy and certifying possession of the requirements provided by law and other applicable provisions, and in particular the inexistence of causes of ineligibility and incompatibility as well as the existence of the integrity, professionalism and independence requirements prescribed by law for members of the Board of Auditors (as well as possession of the independence requirements provided by the Corporate Governance Code for listed companies, as prescribed by the Company's Bylaws);
- (iv) comprehensive information on the personal and professional characteristics of the candidates (also indicating the assignments of management and control covered in other companies, requiring, if necessary, that list to be updated to the date of the Shareholders' Meeting based upon, in particular, the provisions of Art. 2400 final paragraph of the Italian Civil Code);
- (v) any further information required in accordance with existing legislative and regulatory rules.

Lists for which the provisions indicated above are not observed will be considered not to have been submitted.

If, at the filing deadline, only one list or only lists submitted by Shareholder who are connected between them in accordance with Article 144-*quinquies* of the Issuers' Regulation have been filed, further lists may be submitted up to the third day after that date; in that case, the threshold for submission of the lists, amounting to 1% of the Company's share capital, will be reduced to half. The Company will communicate those circumstances without delay and by the methods established by the legislation, even regulatory, in force.

The filed lists will be made available to the public at the registered office, on the Company's internet website and by the other methods provided by applicable provisions of law and regulations, as indicated above, at least twenty-one days before that fixed for the Shareholders' Meeting.

In accordance with the Bylaws, the members of the Board of Auditors are elected, in the case of submission and admission to voting of several lists, as follows:

- a) two Statutory Auditors and one Alternate Auditor are taken from the list that obtained the highest number of votes validly expressed, in the sequential order in which they are indicated on that list;
- b) the remaining Statutory Auditor and the remaining Alternate Auditor are taken from the list that obtained the highest number of votes after that indicated in letter a) which is not connected in any way, even indirectly, with the parties legitimated to vote who submitted the list indicated in letter a), and the first candidates on the respective sections will be elected - respectively - as Statutory Auditor and Alternate Auditor.

The Chairmanship of the Board is held by the Statutory Auditor elected as indicated in letter b) above.

In the case of equal votes between several candidates, a second ballot between the same will be held, by way of further shareholders' meeting vote.

If, in the terms and methods provided, only one list has been submitted or no list has been submitted, or the lists do not contain a number of candidates equal to that to be elected, the Ordinary Shareholders' Meeting resolves on the appointment or supplementation with the legal majorities, being careful to ensure the presence of the necessary number of members belonging to the least represented gender (male or female), as well as the further requirements provided by the rules of law, regulations and Bylaws in force.

All that granted, the Shareholders' Meeting is invited to proceed, based upon applicable provisions of law and regulations and the Company's Bylaws, to appoint the members of the Board of Auditors and the Chairman of the same, for the financial years 2018-2020, i.e. until the Shareholders' Meeting to approve the Financial Statements for the last of those financial years.

Rome, 8 March 2018

On behalf of the Board of Directors

The Chairman

Raffaele Agrusti

Report on Item 5 on the agenda

5. Determination of fees of the Chairman of the Board of Auditors and the Statutory Auditors. Consequent resolutions.

Dear Shareholders,

in accordance with Art. 2402 of the Italian Civil Code and Art. 28.16 of the Company's Bylaws, the Shareholders' Meeting, in ordinary session, is responsible for determining the annual fees due to the Chairman of the Board of Auditors and to each of the Statutory Auditors. You are therefore asked to make that determination in consideration that this Shareholders' Meeting has been convened, as a separate and previous item on the Agenda, to appoint the members of the Board of Auditors for the financial years 2018-2020.

It is noted that the fee fixed for the expiring Board of Auditors, resolved by the Shareholders' Meeting on 28 April 2015, is Euro 35,000.00 gross per annum for the Chairman and Euro 20,000.00 gross per annum for each Statutory Auditor and that, in accordance with what is recommended by the Corporate Governance Code for listed companies, the remuneration of the auditors is commensurate to the commitment required, the significance of the role covered as well as the dimensional and sector characteristics of the company.

We therefore invite you to resolve on the aforementioned determination.

Rome, 8 March 2018

On behalf of the Board of Directors

The Chairman

Raffaele Agrusti