



REGISTERED OFFICE IN ROME, VIA TEULADA NO. 66  
 SHARE CAPITAL EURO 70,176,000.00 FULLY PAID-IN  
 TAX CODE, VAT NO. AND REGISTRATION NO. AT THE ROME REGISTER OF COMPANIES: 05820021003  
 COMPANY SUBJECT TO MANAGEMENT AND COORDINATION BY RAI - RADIOTELEVISIONE ITALIANA S.P.A.

## ADDITION TO THE CALL NOTICE OF THE ORDINARY SHAREHOLDERS' MEETING

Reference is made to the Ordinary Shareholders' Meeting of Rai Way S.p.A. ("Rai Way" or the "Company") called, on single call, by means of notice published on 19 March 2019, for 18 April 2019 at 11.00, at the registered office of RAI - Radiotelevisione Italiana S.p.A. in Rome, Viale Mazzini no. 14.

In this regard, it is communicated that, on 26 March 2019, a communication was received from the shareholder RAI-Radiotelevisione Italiana S.p.A. in which it requested, pursuant to art. 126-bis of Italian Legislative Decree 58/1998 (the so-called "TUF" - Consolidated Law on Finance), the addition of the following items to the agenda of the aforementioned Shareholders' Meeting:

- *Appointment of a Director to supplement the Board of Directors.*
- *Appointment, if necessary, of the Chairman of the Board of Directors.*

Reported below is the agenda of the call notice of the Shareholders' Meeting as supplemented, by means of resolution of the Board of Directors, as a result of the request received, through the insertion of points 5 and 6 in the agenda.

The Shareholders' Meeting is therefore called to resolve on the following:

### Agenda

1. Annual financial statements for the year ended 31 December 2018; Report on Operations of the Board of Directors; Report of the Board of Statutory Auditors and Report of the Independent Auditors. Relative resolutions.
2. Proposed allocation of profit for the year. Relative resolutions.
3. Proposed authorisation for the purchase and disposal of treasury shares, after revoking the authorisation for the purchase and disposal of treasury shares resolved at the Shareholders' Meeting of 23 April 2018. Relative and consequent resolutions.
4. Remuneration Report. Resolution pursuant to article 123-ter, paragraph 6 of Italian Legislative Decree No. 58/1998.
5. **Appointment of a Director to supplement the Board of Directors.**
6. **Appointment, if necessary, of the Chairman of the Board of Directors.**

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### DOCUMENTATION

It should be noted that, pursuant to article 126-bis paragraph 4 of Consolidated Law on Finance:

- RAI - Radiotelevisione Italiana S.p.A. prepared a report detailing the reasons for its request to add the abovementioned new items to the agenda;
- the Board of Directors drafted an appropriate report with its evaluations regarding said request received from the shareholder.

Both documents are available to the public on today's date at the registered office of the Company and are published on the Company's website [www.raiway.it](http://www.raiway.it) (section Corporate Governance/Shareholders' Meetings/Meetings/Ordinary Shareholders' Meeting of 18 April 2019) and on the storage mechanism "1Info" ([www.1info.it](http://www.1info.it)) and, nonetheless, with the same methods set out in the applicable regulations and the Shareholders and other persons with the right to participate in the Shareholders' Meeting are entitled to obtain a copy of them.

### ITEM 5 ON THE AGENDA

With reference to Item no. 5 on the agenda, note that, pursuant to art. 17.13 of the Company Articles of Association, as it does not relate to the appointment of the entire Board of Directors, the appointment by list voting process does not apply and, therefore, the Shareholders' Meeting is called to resolve by means of a majority vote, according to the specifications indicated therein. Further information in this regard is, nonetheless, contained in the appropriate report prepared by the Board of Directors with its evaluations regarding the addition request received from the shareholder RAI - Radiotelevisione Italiana S.p.A..

### REFERENCE

For all information regarding participation in the shareholders' meetings and the exercise of rights, please refer to the text of the call notice published on 19 March 2019 and available, together with this notice, on the Company website [www.raiway.it](http://www.raiway.it) (section Corporate Governance/Shareholders' Meetings/Meetings/Ordinary Shareholders' Meeting of 18 April 2019), with an extract published in the daily newspaper *Il Sole 24 Ore*, as well as on the authorised storage mechanism "1Info", [www.1info.it](http://www.1info.it).

Rome, 3 April 2019

*On behalf of the Board of Directors*  
 The Chairman  
 Raffaele Agrusti

*This notice is published on 3 April 2019 on the Company website [www.raiway.it](http://www.raiway.it) (section Corporate Governance/Shareholders' Meetings/Meetings/Ordinary Shareholders' Meeting of 18 April 2019) and in the daily newspaper *Il Sole 24 Ore*, again on the same date.*

*It should be noted that the Company's Legal & Corporate Affairs Department is available to provide information on participation in the Shareholders' Meeting and can be reached at the following telephone numbers: +39.06.33175037 or +39.06.33173710.*