



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 ORDINARY SHAREHOLDERS' MEETING

The Shareholders' Meeting of Rai Way S.p.A. (the "**Company**") is convened in Ordinary Session, in a single call, on 24 June 2020, at 11:00 am, at the Company's registered office in Rome, Via Teulada no. 66, to resolve on the following

### Agenda

1. Annual financial statements for the year ended 31 December 2019; Report on Operations of the Board of Directors; Report of the Board of Statutory Auditors and Report of the Independent Auditors. Related resolutions.
2. Proposal for allocation of profit for the year. Related resolutions.
3. Report on Remuneration Policy and Remuneration Paid:
  - 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;
  - 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.
4. Proposal to authorize the purchase and disposal of treasury shares, upon revocation of the purchase and disposal authorization resolved by the Shareholders' Meeting of 18 April 2019. Related resolutions.
5. Determination of the number of members of the Board of Directors. Related resolutions.
6. Determination of the term of office of the Directors. Related resolutions.
7. Appointment of Directors. Relative resolutions.
8. Appointment of the Chairman of the Board of Directors. Related resolutions.
9. Determination of Directors' compensation. Related 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, 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 15 June 2020) 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 appointment to the office of Director 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 30 May 2020);
- 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](http://www.raiway.it) (under Corporate Governance / Shareholders' Meeting / Meetings / Ordinary Meeting 2020/ 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  
Mario Orfeo