

## **REPRESENTATION IN THE SHAREHOLDERS' MEETING**

In accordance to what is permitted by Art. 106, paragraph 4, of Law Decree no. 18 of 17 March 2020, converted with amendments by Law no. 27 of 24 April 2020 and the application of which was lastly extended by effect of Law Decree no. 228 of 30 December 2021 converted with amendments by Law no. 15 of 25 February 2022, the **participation in the Shareholders' Meeting can only take place by means of representation, through the Sole Representative (Computershare S.p.A.)**, in the capacity of the Company's designated representative pursuant to Art. 135-*undecies* of Legislative Decree no. 58/1998.

The proxy can be given, with voting instructions, to the Sole Representative (Computershare S.p.A.), in its capacity as representative designated by the Company pursuant to Art. 135-*undecies* of Legislative Decree no. 58/1998. The proxy to the designated representative must contain voting instructions on all or some of the agenda items and must be granted to the aforementioned designated representative by the end of the second open market day preceding the date set for the Shareholders' Meeting (i.e., by 25 April 2022), using the proxy form available, by the publication deadline of the notice of call of the Shareholders' Meeting, in a printable version on the Company's website [www.raiway.it](http://www.raiway.it) in the same section in which the same notice is published (under Governance/Shareholders' Meeting/Ordinary Meeting 2022/Notices and information). The proxy pursuant to Art. 135-*undecies* of Legislative Decree no. 58/1998 is sent to the Sole Representative (Computershare S.p.A.), indicating as reference "Proxy to designated representative of 2022 Rai Way Shareholders' Meeting", together with a signed copy of a valid identity document and, in the case of a legal person, documentation proving the powers of signature, under the following procedure:

- for those having an advanced, qualified or digital electronic signature (AdES): by sending the signed proxy with the Advanced Electronic Signature by certified e-mail or by ordinary e-mail to the address [ufficioroma@pecserviziotitoli.it](mailto:ufficioroma@pecserviziotitoli.it);
- for holders of certified electronic mail (PEC): by sending a copy of the proxy reproduced electronically (PDF format) to the address [ufficioroma@pecserviziotitoli.it](mailto:ufficioroma@pecserviziotitoli.it);
- for those having ordinary e-mail: by sending a copy of the proxy reproduced electronically (PDF format) to the address [ufficioroma@pecserviziotitoli.it](mailto:ufficioroma@pecserviziotitoli.it);
- by sending a copy of the proxy to the fax number +39 06 45417450.

Where not already sent by signed document with AdES and sent by PEC e-mail or by fax, the original of the proxy and voting instructions - together with a signed copy of a valid identity document and, in the case of a legal person, documentation proving the powers of signature - must be sent via registered mail with return receipt to Computershare S.p.A., in Via Monte Giberto no. 33, 00138 Rome. The proxy to the Sole Representative (Computershare S.p.A.), in its capacity as representative designated pursuant to Art. 135-*undecies* of Legislative Decree no. 58/1998, has effect only for those resolution proposals to the Shareholders' Meeting for which the delegating party granted voting instructions. The proxy and voting instructions can be revoked within the same deadline as above (i.e., by 25 April 2022) in the manner indicated above. The shares for which the proxy has been granted, including partial, are counted for purposes of the regular constitution of the Shareholders' Meeting. In relation to the proposals for which voting instructions have not been granted, the shares are not counted for purposes of calculating the majority and the portion of share capital required to approve resolutions.

In addition to the procedures described above, each person entitled to participate and vote in the Shareholders' Meeting can be represented at the Shareholders' Meeting by the Sole Representative (Computershare S.p.A.), by proxy and/or sub delegation granted to the latter pursuant to Art. 135-*novies* of Legislative Decree no. 58/1998 (specifying that therefore any substitutes, pursuant to Art. 135-*novies*, paragraph 4 of Legislative Decree no. 58/1998, cannot be different from said Sole Representative). The proxy and/or sub delegation must be given in writing or by means of an electronic document signed in compliance with the provisions of Art. 135-*novies*, paragraph 6 of

Legislative Decree no. 58/1998. To this end, the "ordinary proxy/sub delegation form" may be used; a printable version of this form will be available on the Company's website [www.raiway.it](http://www.raiway.it), by the publication deadline of the notice of call of the Shareholders' Meeting, in the same section in which the same notice is published (under Governance/Shareholders' Meeting/Ordinary Meeting 2022/Notices and information). For purposes of exercising the voting right, with the proxy and/or sub delegation, voting instructions must be provided on all or some of the proposals relating to the agenda items, with the understanding that the Sole Representative (Computershare S.p.A.) will not cast any vote at the Shareholders' Meeting in relation to those proposals for which it has not received specific voting instructions. The proxy and/or sub delegation, with the relative voting instructions, must be received by the Sole Representative (Computershare S.p.A.), indicating as reference "Ordinary proxy for Rai Way 2022 Shareholders' Meeting", together with a signed copy of a valid identity document and, in the case of a legal person, documentation proving the powers of signature, under the following procedure:

- for those having an advanced, qualified or digital electronic signature (AdES): by sending the signed proxy/sub delegation with the Advanced Electronic Signature by certified e-mail or by ordinary e-mail to the address [ufficioroma@pecserviziotitoli.it](mailto:ufficioroma@pecserviziotitoli.it);
- for those having certified e-mail (PEC): by sending a copy of the proxy/sub delegation reproduced electronically (PDF format) to the address [ufficioroma@pecserviziotitoli.it](mailto:ufficioroma@pecserviziotitoli.it);
- for those having ordinary e-mail: by sending a copy of the proxy/sub delegation reproduced electronically (PDF format) to the address [ufficioroma@pecserviziotitoli.it](mailto:ufficioroma@pecserviziotitoli.it);
- by sending a copy of the proxy/sub delegation to the fax number +39 06 45417450.

In the event a sub delegation is granted to the Sole Representative (Computershare S.p.A.), the party granting the sub delegation must also send to the latter, in the manner described above, a copy of the proxy received and the declaration certifying that the copy conforms to the original and the delegating party's identity. Where not already sent by means of a signed document with AdES and sent by PEC e-mail or fax, the original of the proxy/sub delegation and voting instructions - together with a signed copy of a valid identity document and, in the case of a legal person, documentation proving the powers of signature - must be sent via registered mail with return receipt to Computershare S.p.A., in Via Monte Giberto no. 33, 00138 Rome. If the Sole Representative (Computershare S.p.A.) delivers or sends to the Company a copy of the proxy/sub delegation in place of the original, it must certify under its own responsibility that the proxy/sub delegation conforms with the original and delegating party's identity. Without prejudice to the foregoing with regard to the transmission of proxies/sub delegations and voting instructions to the Sole Representative, only proxies and/or sub delegations - not including voting instructions - may be notified to the Company by registered mail to the registered office (via Teulada no. 66, 00195 - Rome), to the attention of the "Legal & Corporate Affairs" Department in a closed envelope and with reference to "Ordinary proxy Rai Way 2022 Shareholders' Meeting", or by using certified e-mail by sending it to the certified e-mail address [raiway@postacertificata.rai.it](mailto:raiway@postacertificata.rai.it), attaching and referring to "Ordinary proxy for Rai Way 2022 Shareholders' Meeting" together with a signed copy of a currently valid identity document and, in the case of a legal person, documentation proving signatory powers. In order to allow the Sole Representative (Computershare S.p.A.) to receive and verify the proxies and/or sub delegations in advance of the start of the meeting, we recommend that the entitled parties send their proxies and/or sub delegations by 14:00 on 26 April 2022. The proxy and/or sub delegation and/or the related voting instructions can be revoked up to the start of the meeting by e-mailing [ufficioroma@pecserviziotitoli.it](mailto:ufficioroma@pecserviziotitoli.it).

The granting of proxies pursuant to Art. 135-*undecies* and 135-*novies* of Legislative Decree no. 58/1998 does not entail expenses for the Shareholder, with the exception of costs for sending/delivery.

The Sole Representative (Computershare S.p.A.) is available to provide information and clarifications in relation to the procedures for granting it proxies/sub delegations, as well as on how to obtain the aforementioned proxy/sub delegation forms in paper format free of charge, including if for technical

reasons they cannot be made available in electronic format by the Company, at the following contacts: telephone +39 06 45417413 (Monday to Friday, 9:00 to 18:00) - e-mail [ufficiorm@computershare.it](mailto:ufficiorm@computershare.it).

The Company reserves the right to supplement and/or modify the instructions in this paragraph “REPRESENTATION IN THE SHAREHOLDERS’ MEETING” as a result of needs that may arise due to the evolution of the current COVID-19 health emergency situation.

There are no procedures for voting by mail or electronically.