

## Press Release

### SHAREHOLDERS' MEETING 2023

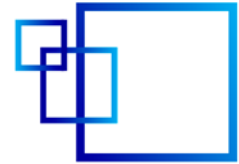
- **Approval of the 2022 Financial Statements with net income of approximately € 73.6 million**
- **Resolution passed for the distribution of a dividend of € 0.2745 per share**
- **Remuneration Policy for 2023 approved and favourable vote on the remuneration paid for 2022**
- **Proposal for new authorisation of the purchase and disposal of treasury shares approved**
- **Appointment of new Board of Directors and Giuseppe Pasciucco appointed as Chairman**

Rome, 27 April 2023 – **Rai Way S.p.A.** (the "**Company**") informs that the Ordinary Shareholders' Meeting held today, under the chairmanship of Maurizio Rastrello resolved:

- to approve the Annual Report at 31 December 2022, as submitted by the Board of Directors, resulting in net income of € 73,689,949.75;
- to allocate the net income for the 2022 financial year, equal to € 73,689,949.75, to the distribution to the Shareholders, by way of dividend, of a total of € 73,668,839.78 and to "Retained earnings", for the remaining € 21,109.97 and consequently - taking into account the 3,625,356 treasury shares in portfolio whose right to profit is attributed proportionally to the other shares pursuant to Art. 2357-ter of the Italian Civil Code – to attribute a dividend of € 0.2745 gross to each of the outstanding ordinary shares, to be paid from 31 May 2023, with entitlement to payment, pursuant to article 83-terdecies of Legislative Decree no. 58 of 24 February 1998 and Art. 2.6.6, paragraph 2, of the Markets Regulations organised and managed by Borsa Italiana S.p.A. (the Italian Stock Exchange) on 30 May 2023 (the so-called "record date") and subject to dividend no. 9 at 29 May 2023;
- to approve the First Section (related to the remuneration Policy for financial year 2023) and to vote in favour of the Second Section (related to the remuneration paid for 2022) of the Report on the remuneration Policy and remuneration paid prepared;



- to approve the proposal to authorize the purchase and disposal of treasury shares, after revocation of the authorization resolved upon on 27 April 2022 (the proposal is included in the related Directors' Report available on the corporate website [www.raiway.it](http://www.raiway.it) under Governance/Shareholders' Meeting/Ordinary Shareholders' Meeting 2023/Documentation – and the key conditions thereof were already disclosed on 16 March 2023). In particular, the Shareholders' Meeting voted to once again authorise the purchase, for the period of eighteen months following the date of the Shareholders' Meeting approval, on one or more tranches and also through intermediaries, of treasury shares up to a maximum number of shares not exceeding 10% of the *pro tempore* share capital, at a price that shall be neither lower nor higher by more than 20% of the official stock exchange price recorded by Borsa Italiana S.p.A. in the session preceding each individual transaction, or in the session preceding the date on which the transaction is announced - in the technical manner chosen by the Board of Directors - in accordance with any of the means permitted by applicable regulations (laws or regulations, national or european), in force with respect to the subject matter, excluding the faculty of purchasing treasury shares through the purchase and sale of derivative instruments traded on regulated markets that entail the physical delivery of the underlying shares, which purchase may be, possibly, carried out also according to applicable market practices permitted by Consob. This was done in order to continue to provide the Company with an important flexibility tool, which can be used for the following purposes: investment of liquidity in the medium and long term, or for the purpose of optimizing the share capital structure or, in any case, to seize market opportunities; operate, in compliance with the provisions in force, to contain abnormal price fluctuations and to regularize the trend of negotiations and prices, in the face of momentary distorting phenomena linked to excess volatility or a lack of trading liquidity; creation of a portfolio of treasury shares that can be used for purposes deemed to be of interest to the Company, including to service share incentive plans or as part of bonus issue of free shares to the shareholders. At the same time, a proposal was approved to authorise, without time limits, the disposal, including through intermediaries, of treasury shares purchased under the above terms, or already held by the Company, even before having fully exercised the above purchase authorisation, at a price or, in any case, according to criteria and conditions determined by the Board of Directors, having regard to the methods of implementation used, the trend in share prices in the period prior to the transaction and the best interests of the Company, in accordance with the



purposes (including those referred to above) and with any of the methods provided for by the applicable legislation - statutory or regulatory, national or european - in force; the shares at the service of share incentive plans shall be allocated according to the terms and conditions set out in the regulations of the related plans;

- to appoint for the years 2023-2025 (and therefore until the Shareholders' Meeting is called to approve the financial statements for financial year 2025) the Board of Directors comprised of nine members: Giuseppe Pasciucco, appointed as Chairman, Roberto Cecatto, Michela La Pietra, Paola Tagliavini, Barbara Morgante, Alessandra Costanzo, Gian Luca Petrillo, Romano Ciccone (taken from the majority slate presented by RAI - Radiotelevisione italiana S.p.A., which holds a stake representing 64.971% of the ordinary share capital) and Umberto Mosetti (taken from the minority slate presented jointly by the following asset management companies: Amber Capital UK LLP as manager of the fund Privilege-Amber Event Europe; Amber Capital Italia SGR S.p.A. as manager of the fund Alpha Ucits Sicav-Amber Equity Fund; Artemis Investment Management LLP as investment adviser of the fund Artemis Monthly Distribution Fund; Kairos Partners SGR S.p.A., manager of the funds Kairos International Sicav-subfund Italy Kairos International Sicav-subfund Made in Italy Kairos International Sicav-subfund Key, with a total investment representing 2.092% of the ordinary share capital). All of the Directors, with the exception of Giuseppe Pasciucco, Roberto Cecatto and Michela La Pietra, stated to meet the independence requirements provided for by law (articles 147-ter, paragraphs 4 and 148, paragraph 3 of the Consolidated Law on Finance) and article 3 of the Corporate Governance Code for listed companies adopted by the Company<sup>1</sup>. The Shareholders' Meeting also resolved to set at €475,000.00 per year the maximum gross remuneration for the appointed Board of Directors to be divided among Directors by a decision of the Board, also considering the remuneration to be paid to members of the Board committees and without prejudice to the Board of Directors' power to establish, as provided for by the Bylaws, and after consulting with the Board of Statutory Auditors, the remuneration of the Chairman of the Board of Directors, the Vice Chairman, the CEO and, in general, of the Directors vested with

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<sup>1</sup> With reference to the provisions defined by the Company for the purposes of letters c), d) and h) of Recommendation no. 7 of the Corporate Governance Code relating to the independence requirements of Directors, and also used in relation to the assessment carried out, please refer to the indication contained in the Report on Corporate Governance and Ownership Structure relating to financial year 2022 (available on the Company's website [www.raiway.it](http://www.raiway.it) under the section Governance/Shareholders' Meetings/Ordinary Shareholders' Meeting 2023/Documentation)



specific duties, in accordance with article 2389, paragraph three, of the Italian civil code.

- to supplement, upon the reasoned proposal of the Board of Statutory Auditors, the fee for the audit assignment to PricewaterhouseCoopers S.p.A. for financial year 2022, in consideration of additional activities inherent to the updating of an auditing standard;
- to approve, following the relevant grounded proposal of the Board of Statutory Auditors, the appointment for carrying out the external audit of the accounts for financial years 2023-2031 to audit firm EY S.p.A. and the determination of the fee.

*Please note that the above-mentioned slates, along with the curricula vitae of the appointed Directors, are available on the Company's website, [www.raiway.it](http://www.raiway.it) (under the section Governance/Shareholders' Meeting/Ordinary Shareholders' Meeting 2023/Documentation).*

*A summary report of the votes cast will be posted on the Company's website [www.raiway.it](http://www.raiway.it) (Governance/Shareholders' Meeting/Ordinary Shareholders' Meeting 2023) within five days from today's date, in accordance with current legislation.*



#### **Rai Way S.p.A.**

*Rai Way manages and develops the terrestrial broadcast infrastructure which carries the television and radio signals of RAI, Italy's national public broadcasting company, and provides services to its business customers. Rai Way has an extensive experience and technological, engineering and organizational know-how in the Italian media and broadcast infrastructure market. Such a unique expertise, together with the skills and ongoing training of its around 600 employees, makes Rai Way an ideal partner for any companies and entities seeking for integrated solutions to develop their network and transmit their signals.*

*Rai Way operates throughout the national territory and can rely on its headquarters in Rome, 20 local network centres and more than 2,300 sites across Italy.*

*Rai Way S.p.A.*

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