



Registered office in Rome, Via Teulada, no. 66  
Share capital Euro 70,176,000.00 fully paid-up  
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 an Ordinary Session, in a single call, on 27 April 2023, 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 2022; 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 Report pursuant to Art. 123-ter, paragraphs 3-bis and 3-ter of Legislative Decree no. 58 of 24 February 1998;
  - 3.2 resolutions relating to the second section of the Report pursuant to Art. 123-ter, paragraph 6 of Legislative Decree no. 58 of 24 February 1998.
4. Proposal to authorise the purchase and disposal of treasury shares, upon revocation of the purchase, and disposal authorisation resolved by the Shareholders' Meeting of 27 April 2022. Related resolutions.
5. Determination of the number of members of the Board of Directors. Related resolutions.
6. Determination of the term of office of Directors. Related resolutions.
7. Appointment of Directors. Related resolutions.
8. Appointment of the Chairman of the Board of Directors. Related resolutions.
9. Determination of the Directors' fees. Related resolutions.
10. Integration of fee for the audit firm PricewaterhouseCoopers S.p.A. for carrying out the external audit of the accounts for the financial year 2022. Related resolutions.
11. Appointment for carrying out the external audit of the accounts for the years 2023-2031 and determination of the fee. Related resolutions.

\*\*\*

Pursuant to Art. 106, paragraph 4, of Decree Law no. 18 of 17 March 2020, converted with amendments into Law no. 27 of 24 April 2020 and whose application was most recently extended with Decree Law no. 198 of 29 December 2022 converted with amendments into Law no. 14 of 24 February 2023, participation in the Shareholders' Meeting can only take place through the Company's designated representative pursuant to Art. 135-undecies of Legislative Decree no. 58/1998 - i.e. Computershare S.p.A. (the "**Sole Representative**") - to which 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 related to:

- the entitlement to attend the Shareholders' Meeting (in this regard, note that the "record date" is 18 April 2023) 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 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 the appointment of Directors 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 no later than the twenty-fifth day prior to the date of the Shareholders' Meeting, with such deadline to be deemed extended - as it coincides with the holiday of 2 April 2023 - to the first working day thereafter, i.e. 3 April 2023);
- the availability of the documentation related 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 Governance/Shareholders' Meeting/2023 Ordinary Meeting/Notices and information).

*on behalf of the Board of Directors*  
The Chairman  
**Maurizio Rastrello**