

Press Release

SHAREHOLDERS' MEETING

APPROVED THE FINANCIAL STATEMENTS FOR FY 2023

DIVIDEND OF € 0.3222 PER SHARE

APPROVED REMUNERATION POLICY AND LONG-TERM INCENTIVE PLAN

**NEW AUTHORISATION FOR THE PURCHASE AND DISPOSAL
OF TREASURY SHARES**

NEW BOARD OF STATUTORY AUDITORS APPOINTED

Rome, 29 April 2024 - **Rai Way S.p.A.** (the "**Company**") informs that the Ordinary Shareholders' Meeting held today, under the chairmanship of Giuseppe Pasciucco resolved:

- to approve the Annual Report at 31 December 2023, as submitted by the Board of Directors, resulting in net income of € 86,721,406.22;
- to allocate the net income of the 2023 financial year of € 86,721,406.22:
 - to "Retained profits" in the amount of € 251.095.92;
 - for each ordinary share entitled to payment on the record date (corresponding to 21 May 2024), a gross dividend - taking into account the 3,625,356 treasury shares currently held in the portfolio, whose right to profit is allocated proportionally to the other shares pursuant to Article 2357-ter of the Italian Civil Code - equal to € 0.3222, for a total amount, on the basis of the currently outstanding ordinary shares, equal to a total of € 86,470,310.30, with the caveat that possible changes in the number of treasury shares in the portfolio at the time of distribution will not affect the amount of the unit dividend as indicated above, which will cause an increase or a decrease the above-mentioned total amount and the amount allocated to the retained profits reserve, allocating the dividend for payment starting 22 May 2024, with entitlement to payment, in accordance with Art. 83-terdecies of Italian 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 21 May 2024 (the so-called "record

date") and subject to dividend no. 10 at 20 May 2024;

- to approve the first section (related to the remuneration policy for 2024) and to vote in favour of the second section (related to the compensation paid for 2023) of the Report on the remuneration policy and remuneration paid prepared by the Board of Directors;
- to approve the proposal to adopt a long-term incentive plan pursuant to Art. 114-bis of Legislative Decree no. 58/1998;
- to approve the proposal to authorize the purchase and disposal of treasury shares, after revocation of the authorization resolved upon on 27 April 2023 (the proposal is included in the related Directors' Report available on the corporate website under section Governance/Shareholders' Meeting/ Ordinary Shareholders' Meeting 2024/ Documentation – and the key conditions thereof were already disclosed on 25 March 2024). In particular, the Shareholders' Meeting voted to authorize 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 - depending on the technical procedures identified by the Board of Directors - in accordance with any of the means permitted by applicable 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 provide the Company with an important flexibility tool, which can be used for the following purposes: i) 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; ii) 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; iii) creation of a portfolio of treasury shares that can then

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. Shares servicing stock incentive plans will be assigned in accordance with the procedures and terms provided for in the regulations of the relevant plans;

- to appoint the Board of Statutory Auditors for FYs 2024-2026 (i.e. expiring on the date of the Shareholders' Meeting convened to approve the Financial statements for the year ending 31 December 2026), comprising:
 - o Silvia Muzi (Chair),
 - o Giovanni Caravetta (standing Auditor),
 - o Andrea Perrone (standing Auditor),
 - o Anna Maria Franca Magro (substitute Auditor) and
 - o Carlo Carrera (substitute Auditor).

Standing Auditors Giovanni Caravetta and Andrea Perrone and substitute Auditor Anna Maria Franca Magro were taken from the list submitted by the majority shareholder RAI - Radiotelevisione Italiana S.p.A., with a shareholding representing approximately 64.971% of the Company's share capital, while the Standing Auditor Silvia Muzi (who chairs the Board) and the substitute Auditor Carlo Carrera were drawn from the minority list presented jointly by the following shareholders (asset management companies and other institutional investors) with a total shareholding representing approximately 4.679% of the Company's share capital: Anima Sgr S.P.A. manager of the funds: Anima Crescita Italia and Anima Iniziativa Italia; Arca Fondi Sgr S.P.A. manager of the funds: Fondo Arca Economia Reale Bilanciato Italia 30, Fondo Arca Azioni Italia, Fondo Arca Economia Reale Equity Italia; BancoPosta Fondi

- S.p.A. SGR manager of the Bancoposta Rinascimento fund; Etica Sgr S.p.A. manager of the funds: F.do Etica Bilanciato, F.do Etica Azionario, F.do Etica Obbligazionario Misto, F.do Etica Rendita Bilanciata; Eurizon Capital S.A. manager of the Eurizon Fund sub-funds: Absolute Return Solution, Italian Equity Opportunities, Equity Italy Smart Volatility, of Eurizon AM SICAV, sub-funds: Absolute Return Solution, Absolute Return Moderate ESG, Obiettivo Equilibrio, as well as Eurizon Next 2.0, sub-fund Strategia Absolute Return; Eurizon Capital Sgr S.P.A manager of the funds: Eurizon Step 70 Pir Italia Giugno 2027, Eurizon Am Rilancio Italia Tr, Eurizon Am Ritorno Assoluto, Eurizon Pir Italia Azioni, Eurizon Azioni Italia, Eurizon Azioni Pmi Italia, Eurizon Pir Italia 30, Eurizon Progetto Italia 70, Eurizon Progetto Italia 20, Eurizon Progetto Italia 40; Fidelity Funds – Italy; Fideuram Asset Management Ireland manager of the Fonditalia Equity Italy fund; Fideuram Intesa Sanpaolo Private Banking Asset Management Sgr S.P.A. manager of the funds: Piano Azioni Italia, Piano Bilanciato Italia 30, Piano Bilanciato Italia 50; Kairos Partners Sgr S.p.A. as Management Company of Kairos International Sicav - Sub-funds Italia, Made in Italy and Key as well as Alternative Investment Fund Manager of Kairos Alternative Investments S.A. Sicav - Renaissance Eltif; Mediobanca SGR S.p.A. manager of the fund Mediobanca Mid & Small Cap Italy; Mediolanum International Funds Limited - Challenge Funds - Challenge Italian Equity; Mediolanum Gestione Fondi Sgr S.P.A. manager of the funds: Mediolanum Flessibile Futuro Italia and Mediolanum Flessibile Sviluppo Italia; Amber Capital Italia SGR S.p.A., as manager of the Alpha Ucits Sicav-Amber Equity Fund; Amber Capital UK LLP, as manager of the funds Amber Global Opportunities Fund and Priviledge-Amber Event Europe;
- to set the gross emolument, per year of office, of the Chair of the Board of Statutory Auditors at € 40,000.00 and of each of the other standing members of the Board at € 25,000.00.

Please note that the above-mentioned slates, along with the curricula vitae of the appointed Auditors, are available on the Company's website, www.rairway.it (Governance/Shareholders' Meeting/Ordinary Shareholders' Meeting 2024/Documentation section).

A summary report of the votes cast will be posted on the Company's website www.rairway.it (Governance/Shareholders' Meeting/Ordinary Shareholders' Meeting 2024/

Documentation section) within five days from today' s date, in accordance with current legislation.



Rai Way S.p.A.

Rai Way is an integrated digital infrastructure operator and a provider of services for media content distribution. It is the only operator of the radio and television broadcasting networks that carry the signals of RAI, the Italian public service concessionaire.

Listed on Euronext Milano since 2014, Rai Way has an extensive presence throughout Italy with around 600 employees at its headquarters in Rome and 21 regional offices, more than 2,300 telecommunication towers, a transmission network of radio links, satellite systems and around 6,000 km of proprietary fibre optics and 2 control centres.

Its infrastructural assets, the excellence of its technological and engineering know-how and the high level of professionalism make Rai Way the ideal partner for companies seeking integrated solutions for the development of their network and for the management and transmission of data and signals.

For more information:

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