

Press Release

SHAREHOLDERS' MEETING

**APPROVED THE FINANCIAL STATEMENTS FOR FINANCIAL YEAR 2021
DIVIDEND EQUAL TO EURO 0.2436 PER SHARE
REMUNERATION POLICY APPROVED
NEW AUTHORISATION FOR PURCHASE AND DISPOSAL OF TREASURY SHARES
SUPPLEMENTED THE BOARD OF DIRECTORS AND APPOINTED THE NEW CHAIRMAN**

Rome, 27 April 2022 - **Rai Way S.p.A.** (the "**Company**") reports that the Shareholders' Meeting, which met today, resolved:

- to approve the Financial Statements at 31 December 2021, as submitted by the Board of Directors, resulting in net income of € 65,383,926.47;
- to allocate the net income for the 2021 financial year, equal to € 65,383,926.47, to the distribution to the Shareholders, by way of dividend, of a total of € 65,376,063.28 and to "Retained earnings", for the remaining € 7,863.19 and consequently to allocate - 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 - a dividend of € 0.2436 gross to each of the outstanding ordinary shares, to be paid from 25 May 2022, 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 24 May 2022 (the so-called "record date") and subject to detachment of coupon no. 8 at 23 May 2022;
- to approve the First Section (related to the remuneration policy for 2022) and to vote in favour of the Second Section (related to the compensation for 2021) of the Report on the Remuneration Policy and compensation paid prepared by the Board of Directors;
- to update, upon justified proposal of the Board of Statutory Auditors, the economic conditions of the audit mandate to PricewaterhouseCoopers S.p.A. for Financial Years 2021 and 2022, in consideration of additional activities to be carried out by

virtue of such mandate due to new regulatory provisions and updating of accounting standards;

- to approve the proposal to authorize the purchase and disposal of treasury shares, after revocation of the authorisation resolved upon on 27 April 2021 (the proposal is included in the related Directors' Report available on the corporate website www.rairway.it - under Governance/Shareholders' Meeting/Ordinary Shareholders' Meeting 2022/Documents - and the key conditions thereof were already disclosed on 17 March 2022). 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, 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 continue 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 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;

- upon proposal of the majority shareholder Rai – Radiotelevisione italiana Spa, to appoint - to integrate the Board of Directors and until the expiry of the latter (i.e. until the Shareholders' Meeting for the approval of the Financial Statements as at 31 December 2022) - Roberta Enni and Maurizio Rastrello as Directors of the Company, and, then, to appoint the latter as Chairman of the Board of Directors. The CVs of the new Directors, both non-independent, are published on the Company's website www.raiway.it. As of today, Roberta Enni and Maurizio Rastrello hold, respectively, 1,650 and 2,000 Company's shares.

A summary report of the votes cast will be posted on the Company's website www.raiway.it (Governance/Shareholders' Meeting/Ordinary Shareholders' Meeting 2022/Documents) 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 organisational 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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