



SHAREHOLDERS' MEETING 2018

- **Approval of the 2017 Financial Statements with a net profit of EUR 56.3 million**
- **Resolution passed for the distribution of a dividend of EUR 0.2026 per share**
- **Appointment of New Board of Statutory Auditors**
- **Proposal to authorize the purchase and sale of treasury shares approved**
- **Favourable vote on the remuneration policy**

Rome, 23 April 2018 - **Rai Way S.p.A.** ("Rai Way") informs that the Ordinary Shareholders' Meeting held today, under the chairmanship of Raffele Agrusti, resolved:

- to approve the financial statements for the year ended 31 December 2017, as submitted by the Board of Directors, resulting in a net profit of € 56,263,227.97;
- to allocate of the net profit for the year 2017, in the amount of € 56,263,227.97, as follows: € 1,874,466.87 to the Legal Reserve and therefore the remaining € 54,388,761.10 for the distribution of dividends in favor of Shareholders and in addition to allocate an amount of € 718,438.90 to be drawn from "Retained Earnings" for distribution in favor of Shareholders. Therefore, the overall amount of the dividend is equal to € 0.2026 for each of the ordinary shares in circulation, which shall be paid with effect from 23 May 2018, pursuant to article 83-terdecies of Legislative Decree No. 58 of 24 February 1998, and article 2.6.6., paragraph 2, of the Rules of the Markets organized and managed by Borsa Italiana S.p.A. with entitlement to payment on 22 May 2018 (the "record date") and after detachment of coupon no. 4 on 21 May 2018;



- to appoint for the years 2018-2020 (and therefore until the Shareholders' Meeting is called to approve the financial statements as at 31 December 2020) of the Board of Statutory Auditors, composed of the following members: Silvia Muzi (Chairman), Maria Giovanna Basile and Massimo Porfiri (Standing Statutory Auditors), Nicoletta Mazzitelli and Paolo Siniscalco (Alternate Statutory Auditors). The Standing Statutory Auditors Maria Giovanna Basile and Massimo Porfiri and the Alternate Statutory Auditor Nicoletta Mazzitelli have been elected from the list of the majority shareholder submitted by RAI–Radiotelevisione italiana S.p.A., while the Standing Statutory Auditor Silvia Muzi (in charge of the chairmanship of the Board) and the Alternate Statutory Auditor Paolo Siniscalco have been elected from the minority slate jointly presented by Aletti Gestielle SGR S.p.A. manager of the investment fund Gestielle Pro Italia; Amundi Asset Management SGR S.p.A. manager of the investment funds: Amundi Dividendo Italia and Amundi Valore Italia PIR; Anima SGR S.p.A. manager of the investment funds: Anima Crescita Italia, Anima Iniziativa Italia, Anima Geo Italia and Anima Italia; Arca Fondi S.G.R. S.p.A. manager of the investment funds: Arca Economia Reale Equity Italia and Arca Economia Reale Bilancio Italia 30; Eurizon Capital SGR S.p.A. manager of the investment funds: Eurizon Azioni PMI Italia, Eurizon PIR Italia Azioni, Eurizon Progetto Italia 70, Eurizon Azioni Italia, Eurizon PIR Italia 30, Eurizon Progetto Italia 20 and Eurizon Progetto Italia 40; Eurizon Capital S.A. manager of the investment funds: Eurizon Fund - Equity Italy e Eurizon Fund - Equity Small Mid Cap Italy; Fideuram Asset Management (Ireland) manager of the investment funds: Fideuram Fund Equity Italy and Fonditalia Equity Italy; Fideuram Investimenti SGR S.p.A. manager of the investment funds: Fideuram Italia, Piano Azioni Italia, Piano Bilanciato Italia 30 and Piano Bilanciato Italia 50; Interfund Sicav Interfund Equity Italy; Kairos Partners SGR S.p.A. as Management Company of Kairos International Sicav – sub-funds: Italia PIR, Italia, Target Italy Alpha and Risorgimento; Legal & General Assurance (Pensions Management) Limited; Mediolanum Gestione Fondi SGR S.p.A. manager of the investment fund Mediolanum Flessibile Futuro Italia; Mediolanum International Funds – challenge funds – Challenge Italian Equity and UBI SICAV sub-fund Italian Equity and UBI Pramerica SGR S.p.A. manager of the investment fund Ubi Pramerica Multiasset Italia;



- to establish as the gross consideration for the Chairman of the Board of Statutory Auditors the amount of € 40,000.00 per year and as the gross consideration of the Standing Statutory Auditors the amount of € 25,000.00;
- to update the economic conditions of the audit engagement with PriceWaterhouseCoopers S.p.A. for the years 2017-2022 in consideration of the additional activities required following the new legal framework related to the audit activities. Therefore, the consideration of PriceWaterhouseCoopers S.p.A. has been increased to € 58,500 per year (in addition to VAT and expenses as per current terms and conditions);
- to approve the proposal to authorize the purchase and the disposal of treasury shares, after revocation of the previous authorization resolved upon on 28 April 2017 (the proposal is included in the related Directors' Report available on the corporate website under Governance/ Shareholders' Meeting/ Meetings/Ordinary Meeting of 23 April 2018 – and the key conditions thereof were already disclosed on 21 March 2018). In particular, the Shareholders' Meeting resolved upon the authorization the purchase of Treasury Shares, on one or more occasions, in the eighteen months from the date of the resolution, up to a maximum number of shares that do not exceed 10% of the share capital, at a price that is neither 20% less or more than the official share price recorded by Borsa Italiana S.p.A. in the session prior to each individual transaction according to any of the methods permitted under current applicable law, with the exclusion of the right to purchase treasury shares through the purchase and sale of derivatives traded on regulated markets that require the physical delivery of the underlying shares. This will enable the Company to retain an important and flexible instrument, to be used, if necessary, for the purpose of: i) cash investments in the medium and long term, or, in any case, to seize market opportunities; ii) intervention, in accordance with the provisions currently in force, in order to limit any abnormal movements in prices and to regularize the trends in trading and prices, in the event of temporary extraordinary phenomena related to excessive volatility or to low liquidity in trading; iii) creation of a portfolio of treasury shares which can be disposed of for uses deemed of interest to the Company, including incentive-plan services or for bonus share issues to Shareholders. In addition, the Shareholders' Meeting also authorised the disposal of treasury shares, for any purpose and mode permitted by law and without



any time limit, at a price or according to criteria and conditions established by the Board of Directors, having regard to the actual methods used for their implementation, to the trend in share prices in the period preceding the transaction and in the best interest of the Company, in accordance with the current regulatory and legal provisions;

- to approve the first section of the Remuneration Report prepared by the Board of Directors pursuant, in particular, to the provisions of Article 123-ter of Legislative Decree no. 58/1998 and its implementing provisions issued by Consob.

Please note that the above-mentioned slates, along with the curricula vitae of the appointed Directors, are available on the corporate website www.raiway.it (Governance/Shareholders' Meeting/Meetings/ Ordinary Meeting of 23 April 2018).

A summary report of the votes cast will be posted on the corporate website www.raiway.it (Governance/Shareholders' Meeting/Meetings/ Ordinary Meeting of 23 April 2018) 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, 23 local network centers and more than 2,300 sites across Italy.

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