



SHAREHOLDERS' MEETING 2019

- **Approval of the 2018 Financial Statements with a net profit of € 59.7 million**
- **Resolution passed for the distribution of a dividend of € 0.2196 per share**
- **Proposal to authorize the purchase and sale of treasury shares approved**
- **Favourable vote on the remuneration policy**
- **New Chairman appointed following the integration of the Board of Directors**

Rome, 18 April 2019 - **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 2018, as submitted by the Board of Directors, resulting in a net profit of € 59,745,563.46;
- to allocate the net profit for the year 2018, in the amount of € 59,745,563.46, as follows: € 14,363.46 to "Retained earnings reserve" and therefore the remaining € 59,731,200.00 in favor of Shareholders as an overall dividend equal to € 0.2196 for each of the ordinary shares in circulation, which shall be paid with effect from 22 May 2019, 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 21 May 2019 (the "record date") and after detachment of coupon no. 5 on 20 May 2019;
- to approve the proposal to authorize the purchase and the disposal of treasury shares, after revocation of the previous authorization resolved upon on 23 April 2018 (the proposal is included in the related Directors' Report available on the corporate



website under Governance/ Shareholders' Meeting/ Meetings/Ordinary Meeting of 18 April 2019 – and the key conditions thereof were already disclosed on 14 March 2019). 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;
- to integrate the Board of Directors, whose term is until the Shareholders' Meeting which will be called to approve the financial statements of 31 December 2019), by the appointment of Mario Orfeo, non-independent Director. Furthermore Mario Orfeo has been appointed as Chairman of the Board of Directors, therefore replacing



Raffaele Agrusti, to whom the CEO and the Board members present renewed their sincere thanks for all that he did during his period in office. Mario Orfeo's curriculum vitae is published on the Company's website www.raiway.it;

Please note that the summary report of the votes cast will be posted on the corporate website www.raiway.it (Governance/Shareholders' Meeting/Meetings/ Ordinary Meeting of 18 April 2019) 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 more than 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, 22 local network centers and more than 2,300 sites across Italy.

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