



ORDINARY SHAREHOLDERS' MEETING OF RAI WAY SPA

- **Approval of the Financial Statements for the year ended December 31, 2015, resulting in a net profit of Eur 38,9 million**
- **Resolution passed for the distribution of a dividend of euro 0.1432 per share**
- **New Chair appointed following the integration of the board of directors**
- **Approved proposal to authorize the purchase and sale of Treasury Shares**
- **Positive vote regarding the remuneration policy**

Rome, 28 April 2016 – The Shareholders' Meeting of Rai Way, held today in an ordinary session under the chairmanship of Camillo Rossotto, passed resolutions:

- approving the financial statements for the period at 31 December 2015, as proposed by the Board of Directors, resulting in a net profit of € 38,942,336.11;
- allocating the said net profit for the year 2015, amounting to € 38,942,336.11, as follows: € 1,947,117.00 to the Legal Reserve and therefore the remaining € 36,995,219.11 for the distribution of dividends in favour of Shareholders and in addition to allocate a sum of € 1,955,180.89 to be drawn from "Retained Earnings" for distribution in favour of Shareholders for a total gross dividend of € 0.1432 for each of the 272,000,000 ordinary shares in circulation, which shall be paid with effect from 25 May 2016, with entitlement to payment on 24 May 2016 (the "record date") and after detachment of coupon no. 2 on 23 May 2016;
- integrating the Board of Directors, whose term is until the Shareholders' Meeting which will be called to approve the financial statements of 31 December 2016), by the appointment of Nicola Claudio, confirming the co-optation already voted on 29 January 2016, and Raffaele Agrusti, both as non-executive and non-independent Directors who will not belong to any of the Board's committees. Furthermore Raffaele Agrusti has been appointed as Chair of the Board of Directors, to take the place of Camillo Rossotto,



whose resignation is effective as of this Shareholders' Meeting; the Board members expressed their sincere thanks for all that he did during his period in office. It is noted that Nicola Claudio declared to hold 1.100 shares of the Company. The curriculum vitae of Raffaele Agrusti, attached here, will also be published on the Company's website www.raikway.it. The curriculum vitae of Nicola Claudio is already available on the same website;

- approving the proposal to authorise the purchase and sale of Treasury Shares (whose key conditions were already disclosed on 21 March 2016). In particular, the Shareholders' Meeting voted to authorise 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 law, with the exclusion of the right to purchase treasury shares through the purchase and sale of derivatives traded on regulated markets which provide for the physical delivery of the underlying shares. This is to enable the Company to have at its disposal a significant tool in terms of flexibility, for use, 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 in the event of free allocations of shares to Shareholders. In addition, the Shareholders' Meeting also authorised the disposal of Treasury Shares, for the purposes referred to above and without any time limit, at a price or according to criteria and conditions determined 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 to the best interests of the Company, according to whatever procedure is appropriate to comply with the objectives pursued in accordance with the current regulatory and legal provisions;



- expressing its vote in favour of the first section of the Remuneration Report prepared by the Board of Directors in accordance with the provisions of Art. 123-ter of Legislative Decree no. 58/1998 and its implementing provisions issued by CONSOB.

At the end of the Shareholders' Meeting, the Chief Executive Officer, Stefano Ciccotti stated: *"During the first year of operation immediately after listing, Rai Way affirmed its solid position, achieving results that fulfilled expectations, laying the foundations to further development by focussing on and constantly evolving its technological assets."*

A brief record of the votes taken at the Shareholders' Meeting will be available on the Company's website - www.raiway.it (Corporate Governance/Shareholders' Meeting of 28 April 2016) - 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 600 and more 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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ATTACHMENT

Raffaele Agrusti, born in 1957. Degree in Economics. Certified Public Accountant (in Italy). In 1983, he joined the Assicurazioni Generali Group, where he developed his professional background and was eventually appointed General Manager and Chief Financial Officer. He was also Chief Executive Officer of Generali Italia until 2013.

He has managed and participated in numerous M&A transactions and has been a member, as well as Chair, of the Board of Statutory Auditors and Board of Directors of many companies, including HdP Holding di partecipazioni industriali then RCS, Premuda, Toro Assicurazioni and Banca Generali.

He is currently Chief Financial Officer of Rai S.p.A.