

Interim Financial Report at 30 September 2024



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**Way**  
*to go*

**Rai** Way

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## **Company name, share capital and registered office**

Company Name: Rai Way S.p.A.  
Share Capital: € 70,176,000 fully paid-up  
Registered Office: Via Teulada, 66 – 00195 Rome  
Tax and VAT code: 05820021003  
Company website: [www.rairway.it](http://www.rairway.it)  
Managed and coordinated by RAI - Radiotelevisione Italiana S.p.A.  
The Company does not have any branch offices.

## **Corporate Bodies and Committees <sup>1</sup>**

### Board of Directors

#### **Chairperson**

Giuseppe Pasciucco Silvia Muzi

#### **Chief Executive Officer**

Roberto Cecatto Giovanni Caravetta

#### **Directors**

Romano Ciccone  
Alessandra Costanzo Carlo Carrera  
Michela La Pietra Anna Maria Franca Magro  
Barbara Morgante  
Umberto Masetti  
Gian Luca Petrillo  
Paola Tagliavini

#### **Secretary of the Board**

Giorgio Cogliati

### Board of Statutory Auditors

#### **Chairperson**

#### **Standing Auditors**

Andrea Perrone

#### **Alternate Auditors**

#### **Auditing Company**

EY S.p.A.

## **Control and Risks Committee Remuneration and Appointments Committee**

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Paola Tagliavini (Chairman)  
Alessandra Costanzo Romano Ciccone  
Gian Luca Petrillo Barbara Morgante

Riccardo Delleani (Chairman)

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<sup>1</sup> In office at the date of this Interim financial report.

Information on the powers assigned within the Board of Directors and the Company's system of corporate governance in general can be found in the Corporate Governance and Ownership Structure Report relating to FY 2023, published on the Company website([www.rairway.it](http://www.rairway.it)).

## **Rai Way S.p.A.'s activities**

Rai Way<sup>2</sup> (hereinafter the Company) is a digital infrastructure operator and a provider of media services for 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.

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 of its people 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.

Since 2014, Rai Way has been listed on the Euronext Milan market (previously called Electronic Stock Market) of Borsa Italiana following the Global Offering promoted by the Shareholder RAI, which allowed the Company to confirm its previously initiated opening to the market, reinforcing its image as an independent enterprise.

The services offered by the Company include:

- (i) Broadcasting services, meaning services for the terrestrial and satellite transmission of television and radio signals, through the network infrastructure, to the final users within a geographical area and services for the sale of transmission capacity;
- (ii) Transmission services, for the transmission of radio and television signals via the dedicated network (radio links, satellite, fibre optic) and in particular the provision of Contribution Services, meaning one-directional transport services;

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<sup>2</sup> Rai Way has joined the simplification regime provided for by Arts. 70, paragraph 8, and 71, paragraph 1-bis, of Consob Regulation No. 11971 of 14 May 1999 and subsequent amendments and integrations (Consob Issuers Regulation), and, therefore, it does not need to meet the informational document publication obligations set forth for significant merger, spin-off, capital increase by means of the contribution of assets in kind, acquisition and disposal transactions.

(iii) Tower Rental services, meaning hosting of third party transmission and broadcasting equipment at Company's sites including, where required, maintenance services as well as other complementary activities;

(iv) Network Services consist of a vast range of heterogeneous services which the Company is able to provide in relation to electronic and telecommunications networks in general such as, for example, planning and consultancy services.

The services mentioned above are offered by Rai Way to different categories of customers: *Broadcasters* (a category that also includes local and national radio and television network operators and players, which includes RAI), telecommunication operators (mainly MNOs, or *Mobile Network Operators*), public administrations and private companies.

In addition, following the development of a private CDN (Content Delivery Network) and of the first data centres, which are part of a more extensive infrastructure under construction and distributed nationwide, Rai Way has recently expanded its portfolio of services, offering server housing and low-latency connectivity to meet new communication needs, as well as network solutions for content distribution over public IP networks (Internet), with high 'Quality of Experience' for end users.

### **Main alternative performance measures**

The Company assesses performance on the basis of certain measures not considered by IFRS. In line with Consob Communication no. 0092543 of 3 December 2015, which implements the guidelines issued on 5 October 2015 by the *European Securities and Markets Authority* (ESMA) No. 2015/1415, the components of these indicators, relevant for the Company, are described below.

- Gross operating profit or EBITDA - earnings before interest, taxes, depreciation and amortisation: this is calculated as profit before income taxes, depreciation, amortisation, provisions, write-downs and financial income and expenses. EBITDA also excludes profits and losses from managing equity investments and securities, as well as gains and losses arising from the sale of equity investments, which are classified in the financial statements as "financial income and expenses".

- Adjusted EBITDA - earnings before interest, taxes, depreciation and amortisation: this is calculated as profit before income taxes, depreciation, amortisation, provisions, write-downs and financial income and expenses adjusted for non-recurring income/expenses.
- EBIT - earnings before interest and taxes: this is calculated as profit before income taxes and before financial income and expenses, without adjustment. EBIT also excludes profits and losses from managing equity investments and securities, as well as gains and losses arising from the sale of equity investments, which are classified in the financial statements as “financial income and expenses”.
- Net Invested Capital: this is defined as the sum of Fixed Assets and Net Working Capital less Provisions.
- Net financial debt: the scheme for the calculation complies with that provided for in paragraph 175 et seq. of the recommendations contained in the document prepared by ESMA, no. 32-382-1138 dated 4 March 2021 (guidelines on disclosure requirements under EU Regulation 2017/1129, the 'Prospectus Regulation').
- Capital expenditure: equal to the sum of the expenditure for the maintenance of the infrastructure of the Company's network (Maintenance Investments) and for the development/launch of new commercial and/or cost optimisation initiatives (Development Investments). The item does not include the increases in financial fixed assets and in lease rights of use.

## **SUMMARISED ECONOMIC AND FINANCIAL DATA**

The following is a summary of the economic data of Rai Way at 30 September 2024 compared to the results at 30 September 2023.

In addition, figures are also provided for the Company's Net Financial Position and Net Invested Capital at 30 September 2024 compared to equivalent figures at the close of the previous financial year.

For the purposes of better data analysis, it should be noted that the changes and percentages shown in the following tables are calculated using values expressed in Euro.

## Main Indicators

(figures in millions of euro; %)	9 months		9 months		
Key Income Statement Figures	2024		2023	Delta	Change %
Core Revenues	206.5		204.1	2.3	1.1%
Other Revenues and income	1.7		0.4	1.3	345.9%
Other operating costs	(32.6)		(32.0)	(0.6)	(2.0%)
Personnel costs	(33.3)		(34.1)	0.8	2.3%
Adjusted EBITDA	142.2		138.4	3.8	2.7%
EBIT	103.9		100.5	3.4	3.4%
Net Income	70.5		69.8	0.7	1.0%
(figures in millions of euro; %)	2024		2023	Delta	Change %
Key Balance Statement Figures					
Capital expenditure	25.1		27.5	(2.4)	(8.8%)
of which maintenance	5.1		7.8	(2.6)	(34.1%)
(figures in millions of euro; %)	2024		12 months		
Net Invested Capital	321.5		2023	Delta	Change %
Shareholders' Equity	173.2		293.5	27.9	9.5%
Net Financial Debt	148.2		188.7	(15.5)	(8.2%)
			104.9	43.4	41.4%
Indicators					
Adjusted EBITDA / Core Revenues (%)	68.9%		67.8%	1.1%	1.6%
Net Income / Core Revenues (%)	34.2%		34.2%	(0.0%)	(0.1%)
Maintenance Capex/Core revenue(%)	2.5%		3.8%	(1.3%)	(34.9%)
Net financial debt/Adj EBITDA (%)	104.3%		152.7%	(48.4%)	(31.7%)
* "Other operating costs" are calculated net of the electricity tax credit for non-energy intensive companies, amounting to Euro 1.2 million.					

\* "Other operating costs" are calculated net of the electricity tax credit for non-energy intensive companies, amounting to Euro 1.2 million.

- Core revenues amounted to Euro 206.5 million, up Euro 2.3 million compared to the values at 30 September 2023.
- Adjusted EBITDA is equal to Euro 142.2 million and shows an increase of Euro 3.8 million compared to the 30 September 2023 value. The Company defines this measure as EBITDA adjusted for non-recurring expenses.
- The ratio between *Adjusted* EBITDA and core Revenues was 68.9% compared to 67.8% as at 30 September 2023.
- EBIT is equal to Euro 103.9 million, and shows an increase of Euro 3.4 million compared to the 30 September 2023 value.
- Net income was Euro 70.5 million, up 1% compared to 30 September 2023.
- Capex of Euro 25.1 million relates to the maintenance of network infrastructure and development projects.
- Net Invested Capital amounted to Euro 321.5 million, with Net Financial Debt of Euro 148.2 million and a Shareholders' Equity of Euro 173.2 million.

## Income Statement



A summary of the Company's income statement for the years ended 30 September 2024 and 30 September 2023 is set out in the following table:

<b>Income Statement</b>				
<i>(figures in millions of euro; %)</i>	9 months	9 months		
	2024	2023	Delta	Change %
Revenues from RAI	173.9	172.6	1.3	0.7%
Revenues from third parties	32.6	31.5	1.0	3.3%
<b>Core Revenues</b>	<b>206.5</b>	<b>204.1</b>	<b>2.3</b>	<b>1.1%</b>
Other revenues and income	1.7	0.4	1.3	345.9%
Personnel costs	(33.3)	(34.1)	0.8	2.3%
Other operating costs	(32.6)	(32.0)	(0.6)	(2%)
<b>Adjusted EBITDA</b>	<b>142.2</b>	<b>138.4</b>	<b>3.8</b>	<b>2.7%</b>
<i>EBITDA Margin</i>	68.9%	67.8%	1.1%	1.6%
Adjustments	(0.2)	(3.6)	3.4	93.8%
<b>EBITDA</b>	<b>141.9</b>	<b>134.8</b>	<b>7.2</b>	<b>5.3%</b>
Amortisation/depreciation, write-downs and provisions	(38.1)	(34.3)	(3.8)	(11.1%)
<b>EBIT</b>	<b>103.9</b>	<b>100.5</b>	<b>3.4</b>	<b>3.4%</b>
Net Financial Expenses	(5.0)	(2.9)	(2.1)	(71.2%)
<b>Pre-Tax Profit</b>	<b>98.9</b>	<b>97.6</b>	<b>1.3</b>	<b>1.3%</b>
Taxation	(28.3)	(27.8)	(0.6)	(2%)
<b>Net Income</b>	<b>70.5</b>	<b>69.8</b>	<b>0.7</b>	<b>1.0%</b>
<i>NET INCOME Margin</i>	34.2%	34.2%	(0.0%)	(0.1%)

Rai Way revenues came to Euro 206.5 million, an increase of Euro 2.3 million compared to the previous period (+1.1%).

The activities carried out for the Rai Group generated revenues of Euro 173.9 million, an increase of 0.7% compared to the same period of the previous year. The increase of Euro 1.3 million derived from the indexing to inflation of network services and, to a minor degree, the increase in the volume of new services. With regard to commercial transactions with other customers, revenues from third parties totalled Euro 32.6 million, marking an increase of Euro 1 million (+3.3%) compared to the same period last year, benefitting from the growth in revenues from tower rental services for customers in the telecommunications sector and for broadcasting services.

Personnel costs amounted to Euro 33.3 million as of 30 September 2024, down by Euro 0.8 million compared to the previous period, mainly due to the increase in the capitalised component on investment projects. The Company's workforce is 600 as at 30 September 2024.

“Other operating costs” – which consist of consumables and goods, services and other costs net of non recurring items – amounted to Euro 32.6 million, up by Euro 0.6 million over the previous period. The increase in costs is due to the one-off effect on 2023 from the benefit of the tax credit for non-energy intensive companies in the amount of Euro 1.2 million, which was not extended in 2024. Net of this effect, there was a decrease in costs of Euro 0.6 million, related to outsourced services provided by Rai, rentals and other services, and an increase in maintenance costs.

Adjusted EBITDA amounted to Euro 142.2 million, an increase of Euro 3.8 million compared to the value of Euro 138.4 million as at 30 September 2023, representing a margin of 68.9%.

The Operating Profit of Euro 103.9 million was Euro 3.4 million higher than in the same period of the previous year due to the effects described above, a reduction of Euro 3.4 million in non-recurring expenses, which in 2023 had been allocated to the redundancy incentive manoeuvre, and an increase in depreciation, amortisation and provisions of Euro 3.8 million.

Financial management closed with a net balance of Euro 5.0 million, marking an increase of Euro 2.1 million compared to the previous period.

Net profit amounted to Euro 70.5 million, an increase of Euro 0.7 million over the same period in 2023.

#### Capital expenditure and Other Investments

In the first nine months of 2024, capital expenditure amounted to Euro 25.1 million (Euro 27.5 million in 2023), of which Euro 5.1 million relating to the maintenance of the Company's network infrastructure (Euro 7.8 million in 2023) and Euro 19.9 million to the development investments (Euro 19.7 million in 2023).

(figures in millions of euro; %)	9 months	9 months	Delta	Change %
	2024	2023		
Maintenance Investments	5.1	7.8	(2.6)	(34.1%)
Development Investments	19.9	19.7	0.2	1.2%
Total Capital expenditure	25.1	27.5	(2.4)	(8.8%)
Investments for property leases and car fleet	4.1	3.8	0.3	9.3%

Development investments mainly concerned the implementation of the first edge data centres, which are part of a larger infrastructure being built and distributed nationwide.

#### Statement of financial position

(figures in millions of euro; %)	9 months	12 months	Delta	Change %
	2024	2023		
Net fixed assets	348.4	355.7	(7.3)	(2.1%)
Net Working Capital	(3.9)	(38.4)	34.5	90.0%
Provisions	(23.1)	(23.8)	0.7	3.1%
<b>NET INVESTED CAPITAL</b>	<b>321.5</b>	<b>293.5</b>	<b>27.9</b>	<b>9.5%</b>
Shareholders' Equity	173.2	188.7	(15.5)	(8.2%)
Net Financial Debt	148.2	104.9	43.4	41.4%
<b>TOTAL FUNDING</b>	<b>321.5</b>	<b>293.5</b>	<b>27.9</b>	<b>9.5%</b>

Net Invested Capital as at 30 September 2024 was Euro 321.5 million. Fixed assets also include the lease rights of use in application of the IFRS 16 accounting standard for Euro 29.2 million, net of the dismantling and restoration provision of Euro 1.2 million.

Net Financial Debt amounted to Euro 148.2 million, an increase of Euro 43.4 million compared to 31 December 2023. The item includes lease financial liabilities in application of the IFRS 16 accounting standard for a value of Euro 30.9 million. Please refer to the paragraph "Net Financial Debt" for additional details (note 17).

#### **Human Resources and Organization**

As at 30 September 2024, Rai Way had a workforce of 600 people: 28 executives, 169 managers, 401 technicians or office staff and 2 workers.

The average number of employees was 583 in the first nine months of 2024, while in the same period of 2023 it was 584.

### **Relationships with RAI Group Companies**

Relationships mostly of a commercial nature were maintained with the Parent Company RAI - Radiotelevisione Italiana, while an intercompany current account agreement used for residual payments was financial in nature. Relationships with other companies of the RAI Group are exclusively of a commercial nature. Further details may be found in the section "Related Party Transactions" in the Notes to the financial statements.

### **Significant events**

The significant events were as follows:

- On 14 March 2024, the Board of Directors resolved to convene the Shareholders' Meeting for, among other things, the approval of the financial statements for the year ended 31 December 2023, on single call, on 29 April 2024;
- On 25 March 2024, the Board of Directors approved the Company's new 2024-2027 Business Plan as well as the draft financial statements for 2023, which closed with a profit of approximately Euro 86.7 million, and the proposal to distribute a dividend of Euro 0.3222 per share outstanding at the relevant planned "record date".
- On 29 April 2024, the Shareholders' Meeting, among other things:
  - approved the draft financial statements for 2023, which closed with a profit of approximately Euro 86.7 million, and the proposal to distribute a dividend of Euro 0.3222 per share outstanding at the relevant planned "record date";
  - approved the First Section (relating to the remuneration policy for 2024) and voted in favour of the second section (relating to compensation for 2023) of the Report on the remuneration policy and compensation paid, as prepared by the Board of Directors;

- approved the proposal to adopt a long-term incentive plan pursuant to Art. 114-bis of Legislative Decree no. 58/1998;
- approved the proposal of the Board of Directors for the new authorisation to purchase and dispose of treasury shares, following prior revoking of the authorisation approved at the Meeting of 27 April 2023;
- appointed 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: Silvia Muzi (Chairwoman), Giovanni Caravetta (Standing Auditor), Andrea Perrone (Standing Auditor), Anna Maria Franca Magro (Alternate Auditor) and Carlo Carrera (Alternate Auditor), also establishing the remuneration for the period of office of the Chairwoman and the other standing members of the Board.

### **Disclosures on the main risks and uncertainties faced by the Company**

The pursuit of the corporate mission and the Company's economic and financial position are affected by various potential risk factors and uncertainties.

A detailed analysis of risks was presented in the Rai Way 2023 Annual Financial Report - Report on Operations section (paragraph "Risk Factors Relating to the Company") and in the section 'Notes to the Financial Statements (paragraph "Direct Financial Effects of the Russian-Ukrainian and Israeli-Palestinian Conflicts") published on the Company's website to which reference is made.

It should be noted that, as at 30 September, there were no elements that would require an update of the assessment and, therefore, the risk analyses and related findings remain unchanged with respect to 31 December 2023.

### **Events subsequent to 30 September 2024**

There are no significant events to report.

### **Business outlook**

In light of the results of the first nine months, the Company confirms the targets for the financial year 2024, which were provided at the time of the presentation of the 2023

results, consistent with the development of the strategic initiatives set forth in the Business Plan. In particular, the Company forecasts:

- growth in Adjusted EBITDA compared to 2023, albeit in the presence of start-up costs of diversification initiatives and the loss of incentives on energy tariffs;
- Maintenance investments and development investments substantially in line with 2023.

### **Management and coordination**

Rai Way is subject to management and coordination by RAI pursuant to Art. 2497 of the Italian Civil Code. Further details may be found in the 2023 Annual Report - Report on Operations, "Management and coordination" paragraph, published on the Company's website.

Rome, 13 November 2024

on behalf of the Board of Directors  
The Chairman  
Giuseppe Pasciucco

## Interim financial report as at 30 September 2024

### Financial statements

#### RAI WAY SPA INCOME STATEMENT (\*)

(Figures in Euro)	Note (**)	9 months as at 30/09/2024	of which related-party transactions (***)	9 months as at 30/09/2023	of which related-party transactions (***)
Revenues	5	206,455,356	173,887,420	204,140,133	172,615,108
Other revenues and income	6	1,661,400	866	1,600,695	-
Purchase of consumables	7	(884,328)	(2,810)	(91,410)	-
Cost of services	7	(29,922,807)	(4,473,108)	(30,402,355)	(4,943,000)
Personnel costs	7	(33,496,494)	(3,785,549)	(37,549,123)	(2,544,853)
Other costs	7	(1,865,073)	(72,859)	(2,101,836)	(12,266)
Write-downs of financial assets	7	(448,482)	-	(308,465)	-
Amortisation/depreciation and other write-downs	8	(37,625,744)	(2,903,864)	(33,956,844)	(2,876,199)
<b>Operating profit</b>		<b>103,873,828</b>		<b>100,504,795</b>	
Financial income	9	628,377	1,349	355,121	6,179
Financial expenses	9	(5,638,023)	(35,253)	(3,281,538)	(68,773)
<b>Total net financial income/(expenses)</b>		<b>(5,009,646)</b>		<b>(2,926,417)</b>	
<b>Pre-tax profit</b>		<b>98,864,182</b>		<b>97,578,378</b>	
Income taxes	10	(28,318,902)	-	(27,764,210)	-
<b>Period profits</b>		<b>70,545,280</b>		<b>69,814,168</b>	
Earnings per share	16	0.26		0.26	

#### RAI WAY SPA STATEMENT OF COMPREHENSIVE INCOME (\*)

(Figures in Euro)	Note (**)	9 months as at 30/09/2024	of which related-party transactions (***)	9 months as at 30/09/2023	of which related-party transactions (***)
<b>Period profits</b>		<b>70,545,280</b>		<b>69,814,168</b>	
<b>Items that will be recognised in the Income Statement</b>					
Profit/(loss) on cash flow hedges		-	-	(843,920)	-
Tax effect		-	-	202,541	-
<b>Items that will not be recognised in the Income Statement</b>					
Actuarial Profit / (Loss) for employee benefits		260,708	-	(1,731)	-
Tax effect		(2,252)	-	2,815	-
<b>Comprehensive period profits</b>		<b>70,803,736</b>		<b>69,163,873</b>	

(\*) Schedule prepared in accordance with the International Financial Reporting Standards issued by the International Accounting Standards Board and adopted by the European Union ("IFRS").

(\*\*) The notes refer only to the items commented upon in these explanatory Notes.

(\*\*\*) For further details, please refer to the section "Other Information (note 20)".

**RAI WAY STATEMENT OF FINANCIAL POSITION (\*)**

(Figures in Euro)	Note (**)	9 months as at 30/09/2024	of which related-party transactions (***)	12 months as at 31/12/2023	of which related- party transactions (***)
<b>Non-current assets</b>	11				
Property, plant and equipment		294,195,334	-	297,370,513	-
Lease rights of use		30,364,226	1,942,923	33,021,450	4,803,343
Intangible assets		23,165,562	-	24,727,390	-
Deferred tax assets		1,950,032	-	2,945,580	-
Other non-current assets		927,376	-	888,105	-
<b>Total non-current assets</b>		<b>350,602,530</b>		<b>358,953,038</b>	
<b>Current assets</b>	12				
Inventories		755,679	-	755,679	-
Trade receivables		81,924,739	64,533,287	74,752,313	63,442,133
Other current receivables and assets		4,292,300	-	1,374,294	-
Current financial assets		168,391	14,326	263,122	38,547
Cash and cash equivalents		16,391,148	-	34,117,271	-
Current tax receivables		62,196	-	62,196	-
<b>Total current assets</b>		<b>103,594,453</b>		<b>111,324,875</b>	
<b>Total assets</b>		<b>454,196,983</b>		<b>470,277,913</b>	
<b>Shareholders' equity</b>	13				
Share capital		70,176,000	-	70,176,000	-
Legal reserve		14,035,200	-	14,035,200	-
Other reserves		37,242,849	-	37,732,829	-
Retained earnings		71,014,901	-	86,723,289	-
Treasury shares		(19,258,123)	-	(19,974,011)	-
<b>Total shareholders' equity</b>		<b>173,210,827</b>		<b>188,693,307</b>	
<b>Non-current liabilities</b>	14				
Non-current financial liabilities		100,523,561	-	100,386,841	-
Non-current lease liabilities		14,987,662	-	17,528,563	988,386
Employee benefits		8,656,351	129,690	8,912,821	298,745
Provisions for risks and charges		16,369,787	-	17,851,887	-
Other non-current payables and liabilities		272,727	-	290,909	-
<b>Total non-current liabilities</b>		<b>140,810,088</b>		<b>144,971,021</b>	
<b>Current liabilities</b>	15				
Trade payables		42,648,672	5,806,162	65,004,821	4,804,802
Other debt and current liabilities		45,833,656	24,626,774	48,924,975	31,713,767
Current financial liabilities		33,376,813	-	1,075,226	-
Current lease liabilities		15,910,704	5,124,811	20,240,767	8,749,286
Current tax payables		2,406,223	-	1,367,796	-
<b>Total current liabilities</b>		<b>140,176,068</b>		<b>136,613,585</b>	
<b>Total liabilities and shareholders' equity</b>		<b>454,196,983</b>		<b>470,277,913</b>	

(\*) Schedule prepared in accordance with the International Financial Reporting Standards issued by the International Accounting Standards Board and adopted by the European Union ("IFRS").

(\*\*) The notes refer only to the items commented upon in these explanatory Notes.

(\*\*\*) For further details, please refer to the section "Other Information (note 20)".



**RAI WAY STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY (\*)**

	Share capital	Legal reserve	Other reserves	Retained profits earnings	Treasury shares	Total
<i>(Figures in Euro)</i>						
<b>As at 01 January 2023</b>	<b>70,176,000</b>	<b>14,035,200</b>	<b>38,200,449</b>	<b>73,726,254</b>	<b>(19,974,011)</b>	<b>176,163,892</b>
Period profits				69,814,168		69,814,168
Actuarial profits and losses (**)				(8,916)		(8,916)
Distribution of dividends				(73,668,839)		(73,668,839)
Cash flow hedge reserve (***)			(641,379)			(641,379)
Stock option plan reserves			226,870			226,870
<b>As at 30 September 2023</b>	<b>70,176,000</b>	<b>14,035,200</b>	<b>37,785,940</b>	<b>69,862,667</b>	<b>(19,974,011)</b>	<b>171,885,796</b>
Period profits				16,907,238		16,907,238
Actuarial profits and losses (**)				(46,616)		(46,616)
Cash flow hedge reserve (***)			(26,362)			(26,362)
Stock option plan reserves			(26,749)			(26,749)
<b>As at 31 December 2023</b>	<b>70,176,000</b>	<b>14,035,200</b>	<b>37,732,829</b>	<b>86,723,289</b>	<b>(19,974,011)</b>	<b>188,693,307</b>
Period profits				70,545,280		70,545,280
Actuarial profits and losses (**)				258,456		258,456
Distribution of dividends				(86,512,124)		(86,512,124)
Stock option plan reserves			(489,980)			(489,980)
Assignment of treasury shares					715,888	715,888
<b>As at 30 September 2024</b>	<b>70,176,000</b>	<b>14,035,200</b>	<b>37,242,849</b>	<b>71,014,901</b>	<b>(19,258,123)</b>	<b>173,210,827</b>

(\*) Schedule prepared in accordance with the International Financial Reporting Standards issued by the International Accounting Standards Board and adopted by the European Union ("IFRS").

**RAI WAY STATEMENT OF CASH FLOW (\*)**

(Figures in Euro)	Note (***)	9 months as at 30/09/2024	of which with related parties	9 months as at 30/09/2023	of which with related parties
<b>Pre-tax profit</b>		<b>98,864,182</b>		<b>97,578,378</b>	
Adjustments for:					
Amortisation, depreciation and impairment	8	38,074,226	2,903,864	34,265,309	2,876,199
Provisions and (releases of) personnel and other funds	14	1,111,203	-	1,066,628	-
Net financial (income)/expenses (**)	9	4,876,807	33,904	2,820,933	62,594
Other non-monetary items	7	23,382	-	366,341	-
<b>Cash-flows generated by operating activities before changes in net working capital</b>		<b>143,156,800</b>		<b>136,097,589</b>	
Change in inventories	12	-	-	555	-
Change in trade receivables	12	(7,620,908)	(1,091,153)	(14,310,276)	(6,383,653)
Change in trade payables	15	(22,348,659)	1,001,360	(23,740,769)	(62,246)
Change in other assets	11-12	(2,918,006)		(1,336,474)	91,271
Change in other liabilities	15	4,459,718	(368,437)	10,942,776	(19,269)
Use of risk funds	14	(993,887)	-	(629,827)	-
Payment of employee benefits	14	(1,747,943)	-	(1,721,115)	-
Change in current tax receivables and payables	12-15	(93,680)	-	(2,211,340)	-
Paid taxes	10	(33,804,141)	30,195,708	(22,805,762)	(22,805,762)
<b>Net cash flow generated by operating activities</b>		<b>78,089,294</b>		<b>80,285,357</b>	
Investments in property, plant and equipment	11	(21,545,928)	-	(20,339,661)	-
Investments in intangible assets	11	(2,946,402)	-	(4,339,921)	-
Change in other non-current assets	11	(54,820)	-	28,434	-
<b>Net cash flow generated by investment activities</b>		<b>(24,547,150)</b>		<b>(24,651,148)</b>	
(Decrease)/increase in current financial liabilities	15	29,932,984	-	3,721,550	-
Repayments of lease liabilities	14-15	(12,879,238)	(4,656,304)	(8,781,760)	(3,612,696)
Change in current financial assets	12	(55,915)	24,221	(351,902)	230,294
Net interest expense for the period	9	(1,813,431)	(1,046)	(1,015,491)	(128,032)
Dividends paid	13	(86,452,666)	(56,168,297)	(73,668,839)	(47,862,645)
<b>Net cash flow generated by financing activities</b>		<b>(71,268,267)</b>		<b>(80,096,442)</b>	
<b>Change in cash and cash equivalents</b>		<b>(17,726,123)</b>		<b>(24,462,233)</b>	
Cash and cash equivalents at the beginning of the period	12	34,117,271		35,183,995	
Cash and cash equivalents of newly consolidated companies		-		-	
<b>Cash and cash equivalents at the end of the period</b>	12	<b>16,391,148</b>		<b>10,721,762</b>	

(\*) Schedule prepared in accordance with the International Financial Reporting Standards issued by the International Accounting Standards Board and adopted by the European Union ("IFRS").

(\*\*) Note that the item Net financial income/expenses excludes financial expenses relative to the Dismantling and restoration provision, as they are not considered to be financial in nature.

(\*\*\*) The notes refer only to the items commented upon in these explanatory Notes.

**Explanatory notes to the Interim Financial Report as at 30 September 2024**

## Introduction (note 1)

The Interim financial report as at 30 September 2024, consisting of a Balance Sheet, an Income Statement, a Statement of Comprehensive Income, a Cash Flow Statement, a Statement of Changes in Shareholders' Equity, and these Notes, has been prepared in accordance with Art. 154 ter of Italian Legislative Decree 58/1998 and subsequent amendments, as well as with the Issuers Regulation issued by Consob.

The Interim financial report as at 30 September 2024, drafted according to the going concern assumption, have been prepared in accordance with IAS 34 – Interim Financial Reporting, issued by the International Accounting Standards Board (IASB).

The Interim financial report as at 30 September 2024 was approved on 13 November 2024 by the Board of Directors, which authorized its publication.

The structure and content of the accounting statements in the Interim financial report as at 30 September 2024 and the related compulsory schedules conform to those prepared for the Annual report. Where applicable, the same criteria and standards applied to the financial statements at 31 December 2023 were used to prepare this Interim financial report.

Following the approval by the Shareholders' Meeting of 29 April 2024 of a new long-term incentive plan, pursuant to Art. 114-bis of Legislative Decree No. 58/1998, having as its object the free assignment of ordinary shares of Rai Way S.p.a. upon the achievement of certain performance targets, the Company recognised additional benefits to strategic managers through participation in the share capital. The aforementioned plan is accounted for in accordance with IFRS 2.

The above-mentioned standard states that share subscription and purchase options granted by the Company to employees and directors give rise to the recognition of an expense recognised in personnel costs with a corresponding increase in shareholders' equity. Specifically, options to subscribe to and purchase shares are measured at their *fair value* at the grant date, amortized over the vesting period. Changes in *fair value* after the assignment date do not affect the initial measurement. At the end of each financial year, an estimate of the number of rights that will accrue

until maturity is updated. The change in the estimate is recognized as an adjustment to shareholders' equity with the offset personnel cost.

The Notes were drawn up in accordance with the minimum contents required by IAS 34 – Interim financial report, and with the instructions issued by Consob in Communication No. 6064293 of 28 July 2006. In accordance with IAS 34, the Notes are presented in summary form and do not include all of the information required in the annual financial statements; they refer exclusively to components which, due to amount, composition, or transactions, are essential for purposes of understanding the Company's economic and financial position. Therefore, this Interim financial report must be read together with the financial statements at 31 December 2023.

The Interim financial report presents a comparison with data from the last Financial Statements of Rai Way as at 31 December 2023 with regard to the balance sheet, and with data from the Interim financial report of Rai Way as at 30 September 2023 with regard to the income statement and cash flow statement.

The preparation of the Interim financial report as at 30 September 2024 required the use of estimates by the directors: the main areas in which significant evaluations and assumptions were conducted, and those with significant effects on the periodic situations presented, are reported below in the Notes as at 30 September 2024. Some of the measurement processes, especially the most complex ones, such as the determination of impairment of non-current assets, are generally conducted in a complete manner only when preparing the annual financial statements, except when there are indicators that demand an immediate update of estimates.

#### **Amendments and interpretations of current standards, effective as at 1 January 2024 and for periods after 31 December 2024 (note 2)**

With regard to application of current accounting standards and recently issued ones, please refer to the Rai Way 2023 Report and Financial Statements – Notes to the financial statements, "Summary of accounting standards" section published on the Company's website, except for the adoption of new standards and amendments in force from 1 January 2024, which did not have any impact on the Interim financial

report. The Company has not early adopted any new standards, interpretations or amendments issued but not yet in force.

Below is a list of the new accounting standards, amendments and interpretations applicable to the Company, effective as of 1 January 2024, and with no impact on the Interim financial report:

- *Amendment to IFRS 16 Leases: Lease Liability in a Sale and Lease Back* - issued on 22 September 2022, and approved on 20 November 2023. These amendments require specifying the requirements that a selling lessor uses in measuring the lease liability arising from a *sale and leaseback* transaction to ensure that the selling lessor does not recognise gains or losses with respect to the right of use retained by the lessor. The amendments had no impact on the Interim Financial Report.
- *Amendment to IAS 1: Classification of Liabilities as current or non-current* - issued on 23 January 2020, and approved on 19 December 2023. With this amendment, the IASB published changes to paragraphs 69 to 76 of IAS 1 to specify the requirements for classifying liabilities as current or non-current. The amendments clarify what is meant by a right of deferment, that such a right must exist at the end of the reporting period, and that the classification is not affected by the probability with which the entity will exercise its right of deferment. Finally, it is clarified that only if a derivative embedded in a convertible liability is itself an equity instrument, does the maturity of the liability have no impact on its classification. In addition, a requirement has been introduced to disclose when a liability arising from a loan agreement is classified as non-current and the entity's right to deferment is conditional on compliance with covenants within twelve months. The aforementioned amendments had no impact on the Company's Interim Financial Report.
- *Amendment to IAS 7 Statements of Cash Flows and IFRS 7 Financial Instruments: Disclosures: Supplier Finance Arrangements* - issued on 25 May 2023, approved on 15 May 2024. The amendments concern the disclosure requirements related to reverse factoring agreements, requiring disclosure of terms and conditions related to such agreements. The disclosure requirements included in the amendments are intended to assist users of financial statements in understanding the effects on an entity's liabilities, cash flows and exposure to liquidity risk of reverse factoring

arrangements. The transition requirements clarify that an entity does not have to provide disclosures in interim financial statements for the first year of application of the amendments. Consequently, the amendments had no impact on the Interim Financial Report.

Below is a list of the new accounting standards, amendments and interpretations that will be applied by the Company in the financial years after 2024, the impact of which the Company will assess when they are first adopted:

- *Amendment to IAS 21 The effects of Changes in Foreign Exchange Rates: Lack of Exchangeability* - issued on 15 August 2023, pending approval. The amendment clarifies, when one currency cannot be converted into another, how to estimate the exchange rate and the disclosures to be made in the notes to the financial statements. The amendment enters into force on 1 January 2025.
- *Amendment to IFRS 9 and IFRS 7: Classification and Measurement of Financial Instruments* - issued on 30 May 2024, pending approval. The main purpose of these amendments is to clarify the classification of financial assets with ESG and similar characteristics, as ESG factors could affect loans when measured at amortised cost or fair value, and to provide guidance on how the contractual flows on these types of loans should be measured. In addition, some guidelines for the settlement of liabilities through the use of electronic payment systems have been introduced, clarifying the date on which the *derecognition* of an asset and/or liability can take place. In addition, disclosure requirements were extended to ensure transparency to stakeholders with regard to equity instruments measured at fair value through OCI with contingent characteristics, such as investments related to ESG objectives. These amendments will be applicable, subject to approval, from 1 January 2026 and early adoption is permitted.
- *IFRS 18 Presentation and Disclosure in Financial Statements* - issued on 9 April 2024, pending endorsement. This is the standard that will replace IAS 1, with the aim of providing more transparent and comparable information on a company's financial performance. In particular, the initiatives are aimed at improving comparability in the profit and loss account, favouring the standardisation of defined subtotals and sub-subtotals, greater transparency in the definition of alternative performance indicators, and a more useful grouping of information in the financial statements,

in order to avoid excessively concise or detailed reporting. The new standard will be applicable, subject to endorsement, from 1 January 2027 and early adoption is permitted. The Company will carry out an assessment of the underlying impacts of the new classification method.

### **Segment information (note 3)**

The Company has identified only one operating segment, for which information on operations is prepared and made available to the Board of Directors on a periodic basis for the above-mentioned purposes, considering the business conducted by Rai Way as a single group of activities; accordingly no disclosures by operating segment are provided in the financial statements.

### **Seasonality of the reference business (note 4)**

There are no significant seasonality factors that affect the Company's results.

## **Notes on the main changes in the Income Statement**

### **Revenues (note 5)**

#### **Revenues**

	<b>9 months</b>	
<b>(in thousand of euro)</b>	<b>2024</b>	<b>2023</b>
Revenues from RAI Group (*)	173,887	172,615
Revenues from third parties	32,568	31,525
- Hospitality fees for equipment and apparatus	23,294	22,930
- Other	9,274	8,595

<b>Total revenues of sales and performances</b>	<b>206,455</b>	<b>204,140</b>
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(\*) Revenues are shown net of margin costs of Euro 13,262 (Euro 13,283 thousand as at 30 September 2023).

The item "Revenues", which includes revenues for the period attributable to the provision of services falling within the normal business activity, recorded an increase of Euro 2,315 thousand compared to the same period of 2023, going from Euro 204,140 thousand at 30 September 2023 to Euro 206,455 thousand at 30 September 2024.

"Revenues from RAI Group" amounted to Euro 173,887 thousand, equal to 84.2% of total Revenues as at 30 September 2024 and increased by Euro 1,272 thousand compared to the same period in 2023. This increase stems mainly from the effects of the inflation indexing of the consideration for the relevant service contract and, to a minor extent, the increase in the volume of additional services.

"Revenues from RAI Group" derive from Supply Contracts for turnkey services with the Parent company and relate to the performance of all activities necessary to guarantee transmission and broadcasting, in Italy and abroad, of the radio and television signals relating to Rai's audio and visual contents and the ordinary fulfilment of obligations pertaining to the Concessionaire of the public radio and television service. Also included under the scope of the Contract are "Evolutionary Services", meaning extension of already operational services and additional services, and "New Services", which refer instead to services relating to completely new standards/technologies, not yet known or expected today.

The nature of the obligation assumed, which is satisfied over time, involves the recognition of relative accrued revenues through the period in which the obligation was fulfilled.

"Revenues from third parties" mainly includes revenues from (i) *Tower Rental services*, (ii) *broadcasting services*, (iii) *transmission services*, and (iv) *network services*, which the Company provided to third parties other than RAI. It should be noted that these revenues are recognised from the moment the customer obtains access to the sites



where the plants and equipment are to be located and are recognised in a linear manner throughout the duration of the hospitality contract, irrespective therefore of the temporal distribution of compensation.

Revenues amounted to Euro 32,568 thousand, an increase of Euro 1,043 thousand compared to the same period last year, due to the increase in turnover from broadcasting and tower rental services.

#### **Other revenues and income (note 6)**

The income statement item "Other revenues and income" amounted to Euro 1,661 thousand in the first 9 months of 2024 and compared to 30 September 2023 (Euro 1,601 thousand) shows an increase of Euro 60 thousand due to the receipt of damages compensated by the absence in 2024 of tax credits in relation to electricity costs, instead present in the first half of the previous year (see Aiuti Bis Decree).

#### **Costs (note 7)**

The item "Purchase of consumables and goods", which includes the purchase of technical materials for the warehouse, and fuels for generators and heating, amounted to Euro 884 thousand as at 30 September 2024, down compared to the figures of the previous year (Euro 918 thousand as at 30 September 2023), mainly due to lower fuel purchase costs.

"Costs of services" amounted to Euro 29,923 thousand at 30 September 2024 and decreased by Euro 479 thousand compared to 30 September 2023 (Euro 30,402 thousand). The decrease is mainly due to lower costs for rents and leases and for outsourcing services provided by Rai offset by the increase in costs for electricity and for maintenance and repairs.

The income statement item 'Personnel Costs' amounted to Euro 33,496 thousand, a decrease of Euro 4,053 thousand compared to 30 September 2023 (Euro 37,549 thousand) mainly due to non-recurring costs allocated in 2023 in connection with a voluntary redundancy incentive initiative for the company's personnel and the agreement to terminate the company's relationship with the previous CEO. The values

for the first nine months of 2024 also benefited from the increase of Euro 1,015 thousand in the capitalised cost component, which amounted to Euro 4,068 thousand at 30 September 2024 (Euro 3,053 thousand at 30 September 2023). It should also be noted that the Company's average headcount fell from 584 as of 30 September 2023 to 583 as of 30 September 2024.

"Other costs" amounted to Euro 1,865 thousand, with a decrease of Euro 237 thousand compared to 30 September 2023 (Euro 2,102 thousand).

"Write-downs of financial assets" amounted to Euro 448 thousand at 30 September 2024 and refers to allocations made to the bad debt provision during the period. At 30 September 2023, this item had a balance of Euro 308 thousand.

#### **Amortisation/depreciation, Other write-downs and Provisions (note 8)**

"Amortisation, Depreciation, and other Write-downs" amounted to Euro 37,626 thousand as at 30 September 2024 (Euro 33,957 thousand as at 30 September 2023). This item posted an increase of Euro 3,669 thousand with respect to the same period in the previous year, due to the Development Investments made in recent years.

#### **Financial Income and Expenses (note 9)**

"Financial income" showed a balance of Euro 628 thousand at 30 September 2024. In the same period of the previous year it had a balance of Euro 355 thousand.

Financial expenses were equal to Euro 5,638 thousand, up by Euro 2,356 thousand with respect to the same period of the previous year (Euro 3,282 thousand at 30 September 2023), due mainly to the rise in interest rates on loans.

This item mainly consisted of interest expenses on financing contracts in the amount of Euro 4,630 thousand and, for the remainder, of interest on leasing contracts in the amount of Euro 405 thousand and other financial expenses.

#### **Income Tax (note 10)**

The item breaks down as follows:

<b>(in thousand of euro)</b>	<b>9 months</b>	
	<b>2024</b>	<b>2023</b>
Current taxes	27,450	27,837
Deferred taxes	994	(168)
Substitute taxes	46	47
Taxes relating to previous financial years	(171)	49
<b>Total</b>	<b>28,319</b>	<b>27,765</b>

"Current taxes" amounted to Euro 27,450 thousand, marking a decrease on the previous period of Euro 387 thousand, due mainly to higher uses of taxed provisions:

This item consists of:

- IRES (corporate income tax) of Euro 22,700 thousand;
- IRAP (regional business tax) of Euro 4,750 thousand.

Deferred tax liabilities, represented solely by prepaid taxes, recorded a balance of Euro 994 thousand, marking an increase of Euro 1,162 thousand compared to 30 September 2023, due mainly to the lower allocations of taxed provisions compared to the previous year.

<b>(in thousand of euro)</b>	<b>9 months</b>			
	<b>2024</b>		<b>2023</b>	
<b>Pre-tax profit</b>	<b>98,864</b>		<b>97,578</b>	
Theoretical taxes	23,727	24.0%	23,419	24.0%
Substitute taxes	46		47	
Taxes relating to previous financial years	(171)		49	
Permanent differences	(33)		(337)	
IRAP	4,750		4,587	
<b>Total</b>	<b>28,319</b>	<b>28.6%</b>	<b>27,765</b>	<b>28.5%</b>

Legislative Decree No. 209 of 27 December 2023 introduced a global minimum taxation regime ( *Global Minimum Tax*, hereafter 'GMT') following the rules devised at the international level within the OECD in order to counter harmful tax competition between states. During the nine months of 2024, the regulations were supplemented by the Ministerial Decree of 20 May 2024, concerning the regulation of simplified transitional regimes ( *"Transitional Safe Harbours"* or "TSH"), as well as the Ministerial

Decree of 1 July 2024 on the 'national minimum tax'. The GMT aims to ensure effective taxation of at least 15% for each jurisdiction through the application of a supplementary tax in cases where the 'Effective Tax Rate' in a given jurisdiction is lower than the aforementioned minimum tax rate.

Since the Rai Group falls within the subjective scope of application of the GMT starting from the financial year 2024, in order to determine the impacts arising from the reference regulations for the purposes of the financial statements for the financial year 2024, the Group's entities and jurisdictions in which they are located were identified by making a preliminary estimate of the requirements for access to the TSH based on the data for 2022 and 2023.

This preliminary estimate has shown that in each jurisdiction where the Rai Group is located, it is possible to access the TSH in relation to both 2022 and 2023 data; on this basis, it is reasonable to assume that the effect determined by the application of the GMT in the first nine months of 2024 is zero.

## **Notes on principal changes in the Balance Sheet**

### **Non-Current Assets (note 11)**

Property, plant and equipment amounted to Euro 294,195 thousand at 30 September 2024, a decrease of Euro 3,175 thousand compared to 31 December 2023, mainly due to depreciation for the period (Euro 24,717 thousand), which was partially offset by capital expenditure made during the first 9 months of the year (Euro 21,546 thousand).

"Lease rights of use", recognised in compliance with IFRS 16, amounted to Euro 30,364 thousand as at 30 September 2024 (Euro 33,021 thousand as at 31 December 2023), a decrease of Euro 2,657 thousand due to the effect of amortisation in the period of Euro 8,401 thousand, partly offset by new investments of Euro 5,747 thousand.

"Intangible assets" amounted to Euro 23,166 thousand, a decrease of Euro 1,562 thousand compared to 31 December 2023, due to amortisation/depreciation of Euro 4,508 thousand, partially offset by investments for Euro 2,947 thousand.

It should be noted that, for the first nine months of 2024, the analysis of internal and external indicators did not reveal any elements that put at risk the recoverability of the

values of tangible and intangible assets as well as the estimated useful life of each asset, which remained unchanged compared to the previous year.

The figures for the items illustrated above are summarised below:

<i>(in thousand of euro)</i>	<b>Balances at 01 January 2024</b>	<b>Increases and capitalizations</b>	<b>Net cancellations/disposals /Terminations</b>	<b>Ordinary depreciation</b>	<b>Balances at 30 September 2024</b>
Property, plant and equipment	297,371	21,546	(5)	(24,717)	294,195
Lease rights of use	33,021	5,747	(3)	(8,401)	30,364
Intangible assets	24,727	2,947	-	(4,508)	23,166
<b>Total</b>	<b>355,119</b>	<b>30,240</b>	<b>(8)</b>	<b>(37,626)</b>	<b>347,725</b>

Deferred tax assets amounted to Euro 1,950 thousand at 30 September, down by Euro 996 thousand compared to 31 December 2023.

"Other non-current assets" amounted to Euro 927 thousand at 30 September 2024 and increased by Euro 39 thousand compared with the values of the previous financial year. The amount relates for Euro 308 thousand to guarantee deposits receivable and for Euro 619 thousand to the advance payment of the substitute tax deriving from the tax enfranchisement of the merger deficit generated by the merger by incorporation of the company Sud Engineering, which took place with effect from 22 June 2017. It should be noted that the Company has opted for the ordinary regime, pursuant to Art. 176, paragraph 2-ter, of the T.U.I.R. (Income Tax Consolidation Act) and that the accounting model adopted is that relating to the recognition of the substitute tax as an advance on current taxes.

### **Current Assets (note 12)**

Inventories, which include contract work in progress, inventories and spare parts for the maintenance and operation of technical capital goods, amounted to Euro 756 thousand, in line with the values of the previous year.

Trade receivables, in the amount of Euro 81,925 thousand, increased by Euro 7,173 thousand compared to 31 December 2023:

	<b>As at 30 September</b>	<b>At at 31 December</b>
<i>(in thousand of euro)</i>	<b>2024</b>	<b>2023</b>
Receivables from RAI	64,533	63,442
Receivables from customers and other Group companies	20,856	14,406
Provision for bad and doubtful debts	(3,464)	(3,096)
<b>Total Trade receivables</b>	<b>81,925</b>	<b>74,752</b>

At 30 September 2024, "Other current receivables and assets" amounted to Euro 4,292 thousand, an increase of Euro 2,918 thousand compared to 31 December 2023, due mainly to higher accrued income and prepayments and tax receivables from others.

As at 30 September 2024, "Current financial assets" amounted to Euro 168 thousand, a decrease of Euro 95 thousand from the prior year.

Current income tax credits amounted to Euro 62 thousand as at 30 September 2024 and were unchanged from the previous year. The value refers to the recognition of substitute tax paid on the merger surplus, as reported above in the section on "Other non-current assets".

"Cash and cash equivalents" amounted to Euro 16,391 thousand at 30 September 2024, a decrease of Euro 17,726 thousand compared to 31 December 2023 (Euro 34,117 thousand). This decrease is mainly due to the payment of dividends, which also took place using part of the available liquidity.

### **Shareholders' Equity (note 13)**

At 30 September 2024, the Company's "Shareholders' equity" amounted to Euro 173,211 thousand, a decrease of Euro 15,482 thousand compared to 31 December 2023 (Euro 188,693 thousand), determined by the distribution of dividends in the second quarter of 2024 and the profit for the first nine months of 2024.

### **Non-current liabilities (note 14)**

"Non-current financial liabilities" totalled Euro 100,524 thousand, up Euro 137 thousand.

It should be noted that the Company signed a new loan agreement in the last quarter of 2023 with a pool of financial institutions consisting of Mediobanca – Banca di Credito Finanziario S.p.A., BPER Banca S.p.A., Unicredit S.p.A. and Cassa di Risparmio di Padova e Rovigo S.p.A. The new loan agreement, with a duration of three years, provides for the granting of a term credit line of up to Euro 143 million (of which Euro 101 million drawn down as at 30 September) and a revolving credit line of up to Euro 42 million (of which Euro 31 million drawn down as at 30 September), both to be used through cash disbursements and with a maturity date of 23 October 2026. It should also be noted that the financial parameters set out in the related loan agreement (covenants) have been fully complied with.

The item "Non-current lease liabilities" amounted to Euro 14,988 thousand and decreased by Euro 2,541 thousand compared to 31 December 2023, mainly due to higher accrued income and prepaid expenses and receivables from others.

The item "Employee benefits", amounting to Euro 8,656 thousand, decreased by Euro 257 thousand compared to 31 December 2023 (Euro 8,913 thousand), mainly due to transfers to other provisions and actuarial gains partially offset by provisions made in the period.

The item "Provisions for risks and charges", equal to Euro 16,370 thousand, decreased by Euro 1,482 thousand compared to 31 December 2023 (Euro 17,852 thousand), mainly due to uses made in the first nine months of the year and other movements.

Changes in this item may be analysed as follows:

<i>(in thousand of euro)</i>	Balances at 01 January 2024	Provisions	Interest expense Discounting	Utilisation	Releases	Other changes	Balances at 30 September 2024
Civil and administrative disputes	677	-	-	-	-	-	677
Amounts accrued	2,762	910	-	(89)	-	(1,531)	2,051
Other provisions for risks and charges	2,327	-	-	(904)	-	-	1,423
Provision for decommissioning and restoration	12,086	-	133	-	-	-	12,218
<b>Total provisions for risks and charges</b>	<b>17,852</b>	<b>910</b>	<b>133</b>	<b>(994)</b>	<b>-</b>	<b>(1,531)</b>	<b>16,370</b>
<b>Provisions for risks and charges</b>							

It should be noted that the Company, as it uses third-party sites to conduct its ordinary business, has decided to include in this item a specific provision for the dismantling and restoration of sites aimed at bearing the costs for the removal of network infrastructures, in the event that the related contractual relationships with third-party hosts are not renewed or expire. The Company, therefore, believes that there is a possibility that, in the future, charges may be incurred to satisfy the requests received in this regard.

Disbursements relating to this item, with the exception of the provision for accrued fees which is expected to be partially used over the course of 2021, cannot be estimated with any certainty as they mainly depend on the time-scale for judicial proceedings and strategic and/or legislative decisions on the composition and nature of the network for broadcasting radio and television signals which are currently not predictable. These liabilities have also been earmarked after hearing the opinion of the external counsels that support the Company in its ongoing litigations.



Other non-current payables and liabilities amounted to Euro 273 thousand and consisted entirely of trade payables due in more than 12 months, decreasing by Euro 18 thousand compared to the value as of 31 December 2023.

#### **Current liabilities (note 15)**

"Trade payables", which amounted to Euro 42,649 thousand, can be broken down as follows:

	<b>As at 30 September 2024</b>	<b>As at 31 December 2023</b>
<b>(in thousand of euro)</b>		
Payables to suppliers	36,843	60,200
Payables to Parent Company	5,806	4,817
Payables due to other RAI Group Companies	-	(12)
<b>Total Trade payables</b>	<b>42,649</b>	<b>65,005</b>

The item "Other current payables and liabilities" was equal to Euro 45,834 thousand as at 30 September 2024, down by Euro 3,091 thousand with respect to the values at the end of 2023. The decrease was mainly due to lower payables to the parent company for tax consolidation and lower payables to personnel, partially offset by the increase in accrued expenses and deferred income.

The item "Current lease liabilities" amounted to Euro 15,911 thousand, down by Euro 4,329 thousand compared to 31 December 2023 (Euro 20,240 thousand) due to the combined effect of the renewals and the payments made during the period.

"Current tax payables" amounted to Euro 2,406 thousand as at 30 September 2024, an increase of Euro 1,038 thousand compared to 31 December 2023 (Euro 1,368 thousand) due to the payable to tax authorities for IRAP accrued during the current period.

## Earnings per Share (note 16)

The following table shows the calculation of basic and diluted earnings per share in the reference period.

	As at 30 September 2024	As at 30 September 2023
<i>(in thousand of euro, unless otherwise indicated)</i>		
Net profit	70,545	69,814
Number of ordinary shares outstanding	268,504,421	268,374,644
<b>Earnings per share in Euro</b>	<b>0.26</b>	<b>0.26</b>

## Net financial debt (note 17)

The Net Financial Debt of the Company is shown below, determined in accordance with the provisions of paragraph 175 et seq. of the recommendations contained in the document prepared by ESMA, No. 32-382-1138 dated 4 March 2021 (guidelines on disclosure requirements under EU Regulation 2017/1129, the "Prospectus Regulation").

<b>Net Financial Debt</b>	As at 30 September 2024	As at 31 December 2023
<i>(in thousand of euro)</i>		
Cash and cash equivalents	16,392	34,117
Cash equivalents	-	-
Other current financial assets	168	263
<b>Cash and cash equivalents (A) + (B) + (C)</b>	<b>16,560</b>	<b>34,380</b>
Current financial debt (including debt instruments, but excluding the current portion of non-current financial debt)	18,288	21,316
Current portion of non-current financial debt	31,000	-
	<b>49,288</b>	<b>21,316</b>
<b>Net current financial debt (G - D)</b>	<b>32,728</b>	<b>(13,064)</b>
Non-current financial debt (excluding current portion and debt instruments)	115,511	117,915
Debt instruments	-	-
Trade payables and other non-current payables	-	-
<b>Non-current financial debt (I + J + K)</b>	<b>115,511</b>	<b>117,915</b>
<b>Total financial debt (H + L)</b>	<b>148,239</b>	<b>104,851</b>
Excluding the effects of IFRS 16-Lease liabilities:	<b>30,898</b>	<b>37,769</b>
	<b>117,341</b>	<b>67,082</b>

With reference to the loan stipulated in October 2023, expiring on 23 October 2026, the term line has been drawn down for Euro 101 million, while the revolving line of Euro 42 million has been drawn down for Euro 31 million as at 30 September 2024.

Lastly, it should be noted that, based on future projections for the next 12 months, the Company will be able to meet its commitments thanks to the cash flow generation, the above-mentioned available funds and the lines not drawn to date of the new loan agreement signed on 23 October 2023.

### **Commitments and guarantees (note 18)**

It should be noted that the commitments in place related solely to technical investments amounted to Euro 30.5 million at 30 September 2024 (Euro 31.9 million at 31 December 2023).

At 30 September 2024, guarantees amounted to Euro 76.2 million (Euro 76.2 million at 31 December 2023) and mainly regard personal guarantees received for the obligations of other parties and guarantees of third parties pledged for the Company's obligations for liabilities and payables.

### **Transactions deriving from abnormal and/or unusual operations (note 19)**

Pursuant to Consob Communication No. DEM 6064293 of 28 July 2006, during the first six months of 2024, the Company was not party to any abnormal and/or unusual operations as defined in that communication.

### **Other Information (note 20)**

#### Contingent Liabilities

The amounts recognised in this Interim Financial Report as provisions for risks and charges represent the Company's best estimate of the outcome of the pending disputes and have been calculated by taking into account the opinions of the external legal counsels assisting the Company.

The Company is party to certain legal disputes pending before Regional Administrative Courts relating to the use of radio and television signal transmission frequencies. All disputes are constantly monitored by the Company's legal

department, which to this purpose engages the support of leading law firms specialising in administrative disputes. Again, in relation to administrative disputes, the Company is involved in a dispute relating to a selection procedure appeal pursuant to Arts. 4 and 15 of Italian Legislative Decree 50/2016.

Rai Way is also a party to a number of lawsuits of a civil and tax nature relating to the correct quantification of the fee due for the occupation of public space of installations owned by the Company.

With regard to the aforementioned lawsuits, although it is arguing its case in the applicable courts, assisted in this by the support of leading specialised law firms, also taking into account the professional opinions formulated by these firms concerning the expected outcome of the pending disputes, the Company has not recognized in the provisions for risks and charges in its financial statements, the amounts claimed, since it considers it possible, but not probable, that it will be required to pay, should it lose the cases.

The Company is also party to a very limited number of lawsuits brought by employees and former employees in relation to alleged faulty application of the current regulations governing employee agreements. The amounts recognised in these Condensed Half-yearly Financial Statements to provide against the risk of losing the litigation have been calculated by the Company by estimating, on the basis of the professional assessment of the external lawyers representing the Company in court, the potential cost to be borne by Rai Way, taking into consideration the present stage of the litigation.

In order to provide supplementary information on the matters discussed above, it should be stated that, in carrying out its ordinary operations, the Company avails itself of the hosting services of third parties to position its installations on the land, buildings or structures of such parties. Taking into account that such hospitality is ordinarily formalized through contracts or similar legal instruments (but not limited to: transfers of surface rights, concessions of public spaces, etc.), the Company may have to incur costs for the removal of network infrastructures in the event that the contractual relationships with the third party hosts are not renewed or expire. The Company accordingly believes that the possibility exists that it may in the future have to incur

costs to satisfy the claims it has received, and in this respect has created a provision for site decommissioning and restoration in the financial statements for this purpose.

If the circumstances discussed above should change in the future, with the likelihood of the Company having to incur costs that exceed the amount recognised in the financial statements becoming probable, all the necessary measures will be taken to protect the Company's interests and adequately portray the changed situation in the financial statements.

#### Related Party Transactions<sup>3</sup>

Details of the transactions the Company carried out with related parties for the period ended 30 September 2024 are provided in the following; related parties are identified on the basis of IAS 24 Related Party Disclosures. The company Rai Way carries out transactions mainly of a commercial, financial and social security nature with the following Related Parties:

- RAI (hereinafter the "Parent Company");
- key management ("Senior Management");
- other subsidiaries/associates of RAI and/or companies in which the Parent Company has an interest ("Other related parties").

Related party transactions are conducted under normal market conditions.

The following table sets out details of the Company's statement of financial position items with regard to related parties as at 30 September 2024 and 31 December 2023:

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<sup>3</sup> In compliance with the provisions of IAS 24, paragraph 25, Rai Way is exempted from the disclosures specified in paragraph 18 (according to which the Company must indicate the nature of the related party transaction, besides providing the information on these transactions and the outstanding balances, including commitments, needed by the users of the financial statements to understand the potential effects of these transactions on the separate Financial Statements) in the case of relations with another entity that is a related party because the same governing entity has the control, the joint control or a significant influence both on the entity that prepares the financial statements and on the other entity.

**Related party transactions (Statement of financial position)**

<b>(in thousand of euro)</b>	<b>Parent Company</b>	<b>Senior Management</b>	<b>Other related parties</b>	<b>Total</b>
<b>Lease rights of use</b>				
As at 30 September 2024	1,930	-	13	1,943
As at 31 December 2023	4,781	-	22	4,803
<b>Non-current financial assets</b>				
As at 30 September 2024	-	-	-	-
As at 31 December 2023	-	-	-	-
<b>Current financial assets</b>				
As at 30 September 2024	14	-	-	14
As at 31 December 2023	39	-	-	39
<b>Current trade receivables</b>				
As at 30 September 2024	64,533	-	-	64,533
As at 31 December 2023	63,442	-	-	63,442
<b>Other current receivables and assets</b>				
As at 30 September 2024	-	-	-	-
As at 31 December 2023	-	-	-	-
<b>Non-current lease liabilities</b>				
As at 30 September 2024	-	-	-	-
As at 31 December 2023	988	-	-	988
<b>Current financial liabilities</b>				
As at 30 September 2024	-	-	-	-
As at 31 December 2023	-	-	-	-
<b>Current lease liabilities</b>				
As at 30 September 2024	5,113	-	12	5,125
As at 31 December 2023	8,725	-	24	8,749
<b>Trade payables</b>				
As at 30 September 2024	5,806	-	0	5,806
As at 31 December 2023	4,817	-	-12	4,805
<b>Other debt and current liabilities</b>				
As at 30 September 2024	23,189	351	1,086	24,626
As at 31 December 2023	31,183	343	188	31,714
<b>Employee benefits</b>				
As at 30 September 2024	-	-	130	130
As at 31 December 2023	-	173	125	298

The following table sets out details of the Company's income statement items with regard to related parties as at 30 September 2024 and 30 September 2023:

**Related party transactions (Economic)**

<i>(in thousand of euro)</i>	Parent Company	Senior Management	Other related parties	Total
<b>Revenues (*)</b>				
As at 30 September 2024	187,149	-	-	187,149
As at 30 September 2023	185,898	-	-	185,898
<b>Other revenues and income</b>				
As at 30 September 2024	1	-	-	1
As at 30 September 2023	-	-	-	-
<b>Purchase of consumables</b>				
As at 30 September 2024	3	-	-	3
As at 30 September 2023	-	-	-	-
<b>Cost of services</b>				
As at 30 September 2024	4,473	-	-	4,473
As at 30 September 2023	4,943	-	-	4,943
<b>Personnel costs</b>				
As at 30 September 2024	-	3,126	660	3,786
As at 30 September 2023	-66	2,035	576	2,545
<b>Other costs</b>				
As at 30 September 2024	73	-	-	73
As at 30 September 2023	127	-	-	127
<b>Right of use amortisation/depreciation</b>				
As at 30 September 2024	2,895	-	9	2,904
As at 30 September 2023	2,866	-	10	2,876
<b>Financial income</b>				
As at 30 September 2024	1	-	-	1
As at 30 September 2023	6	-	-	6
<b>Financial expenses</b>				
As at 30 September 2024	35	-	-	35
As at 30 September 2023	69	-	-	69

(\*) The amounts are shown gross of marginal costs to the Parent Company of Euro 13,262 thousand (Euro 13,283 thousand at 30 September 2023).

### Parent Company

The relations with the Parent Company, RAI, at 30 September 2024, mainly regard the Service Contract renegotiated on 31 July 2014 and amended in December 2019 in certain contractual terms and conditions, which relates to the provision of new integrated network services by the Company, the RAI supply agreement (regarding personnel administration, general services, IT systems, administration and treasury and the research and technological innovation centre), the lease and supply contract of connected services by RAI, the domestic tax consolidation, the VAT legislation

consolidation and an agreement for an intercompany current account agreement used to deal with residual payments.

#### Senior Management

"Key management personnel" means key executives who have the power and direct and indirect responsibility for planning, managing and controlling the Company's activities, and among others includes the members of the Companies' Board of Directors.

#### Other Related Parties

The Company has dealings of a commercial and social security nature with other Related Parties and in particular with:

- San Marino RTV which provides transmission services and receives transmission services from Rai Way;
- Supplementary pension funds for employees and executives.

#### **Events subsequent to 30 September 2024**

Please refer to the same paragraph in the Report on Operations.

Rome, 13 November 2024

on behalf of the Board of Directors

The Chairman

Giuseppe Pasciucco



**Declaration pursuant to Art. 154-bis, paragraph 5 of Legislative Decree No. 58/1998**

The manager in charge of preparing the corporate accounting documents of Rai Way S.p.A., Adalberto Pellegrino, declares, pursuant to Art. 154- bis, paragraph 2 of the Consolidated Finance Act, that the accounting information contained in this Interim financial report as at 30 September 2024 corresponds to the supporting documentation, accounting books, and records.

Rome, 13 November 2024

**Adalberto Pellegrino**

*The Manager in charge of preparing  
the corporate accounting documents*