PRESS RELEASE
Lissone, March 25, 2015

VOLUNTARY TENDER AND EXCHANGE OFFER PROMOTED BY EI TOWERS S.P.A. ON ALL THE ORDINARY SHARES OF RAI WAY S.P.A.

Lissone, March 25, 2015 – EI Towers S.p.A. ("**EI Towers**" or the "**Offeror**") discloses the following at the request of Consob pursuant to art. 114, sub-section 5, Legislative Decree no. 58 dated February 24, 1998, with reference to the voluntary tender and exchange offer (the "**Offer**") promoted on all the ordinary shares of Rai Way S.p.A. ("**Rai Way**").

1. Any initiatives undertaken or planned with the Issuer and/or its direct controlling shareholder to verify:
i) the possibility of an agreement regarding the Offer and, specifically, the objectives defined with the underlying Industrial Plan;
ii) the intention of the controlling shareholder to transfer the equity stake held by same to the issuer in its entirety or in part.

To date no initiatives have been undertaken or planned with the Issuer and/or its controlling shareholder in relation to the Offer. EI Towers is available to enter into discussions with Rai Way and RAI at the earliest opportunity in order to illustrate and verify the Industrial Plan addressed to the creation of an Italian "sole operator", in the hope that based on such meetings and discussions, also of a technical nature, a positive judgement may be forthcoming with regard to the offer and, in particular, to the objectives established with the underlying Industrial Plan.

2. The description of the regulatory and legislative framework concerning the transfer of shareholdings in the capital stock of the Issuer by RAI.

Art. 21, sub-section 3, Legislative Decree no. 66/2014, as amended during its conversion into law, establishes that *"for the purposes of efficiency measures, rationalisation and industrial reorganisation in the framework of the equity stakes held by RAI S.p.A., the Company can sell equity stakes in Rai Way on the market, in transparent and non-discriminatory ways, while guaranteeing the continuity of the service provided. The methods of disposal are identified by decree of the Prime Minister, at the proposal of the Minister of the Economy and Finance, in agreement with the Minister of Economic Development"* (art. 21, sub-section 3).

The DPCM of September 2, 2014 regulated the method of sale of the shareholding of RAI in Rai Way, identifying it to be a *"public offering"*, or *"direct negotiations only if the conditions of the company and financial markets are such as not to permit the successful conclusion of the operation by means of a public offering"* (art. 1, sub-section 3). The DPCM dated September 2, 2014 was adopted in the framework of the stock market listing of Rai Way and established - at that date and in the framework of the listing - *"the opportunity for RAI to maintain, at the present time, an equity stake in the share capital of RAI WAY of no less than 51 percent in order to guarantee the continuity of the service provided to RAI by RAI WAY"*.

The EI Towers Offer comes after the listing to which the DPCM refers and proposes an industrial grouping in which EI Towers, in gaining control over Rai Way through the Offer, has undertaken to guarantee continuity of the service delivered, in line with the aforementioned legal framework.

3. On what basis is this Company assessing the possibility of exercising the right of waiver of the Minimum Threshold Condition Precedent in the event of failure to achieve legal control.

As clarified on several occasions, the Industrial Plan of EI Towers is addressed to the creation of a "sole operator" in the television infrastructure sector. This need underpins the condition precedent of controlling at least 66.67% of the share capital of Rai Way.

At the present time, the elements available to the Offeror do not permit an assessment of the possibility of achieving the objective of creating a "sole operator" by alternative means based on any exercise of the right of waiver of the minimum threshold condition, because they should be agreed with RAI and Rai Way, with which EI Towers, as indicated above, is available to enter into discussion at the earliest opportunity and because, at the present time, there is no stable picture of any measures which may be requested by the Italian Competition Authority ("**AGCM**"). As described in more detail in point 4 below, full agreement with the medium and long term objectives is fundamental in relation to: (i) the achievement of a scale that is comparable with that of the most successful European operators; (ii) the rationalisation of the infrastructure, which is partially duplicated at the present time; (iii) the full organisational integration of the two structures in a framework that in any case ensures, also from a legal perspective, the achievement of the aforementioned objectives.

4. In consideration of the circumstance that the Industrial Plan proposed by EI Towers to the market regards the creation of a "sole operator" in the television infrastructure sector, any further items of information other than those contained in the Report on the main benefits expected from the project.

As indicated in the press releases of February 24 and March 5, 2015, the aim of EI Towers is the creation of an Italian "sole operator" in the television broadcasting infrastructure sector. The main synergies resulting from such a grouping would be in the real estate and technology sector, with special reference to broadcasting sites (towers).

Specifically, Offeror believes that the aggregation of the two companies would make it possible to realise the following synergies:

(i) Rationalisation of the peripheral portion of the infrastructure.

> The core infrastructure of both networks (represented by so-called broadcast towers) is likely to be sufficiently optimised at present: the Rai Way infrastructure serves 5 television multiplexes and the Rai Radio broadcast network, while the EI Towers infrastructure serves 7 national television multiplexes (prospectively 8).
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> This core component, the function of which is to offer coverage of up to 95% of the population (estimated at no more than 800 broadcast towers for each infrastructure), is susceptible to only marginal adjustments in the judgement of EI Towers.
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> The remaining part of the infrastructures, consisting of over 1,000 broadcast towers for each company may, in the judgement of EI Towers, be the subject of more detailed analysis and more significant efficiency measures. The effective possibility of realising such efficiency measures is conditional on the preparation of detail network projects, on the completion of detailed examinations of the legal titles on which basis the broadcast sites are operated, and the resolution of some operating complexities.

(ii) Integrated service management.

At the present time, the EI Towers and Rai Way infrastructures are served by two completely parallel systems in terms of:
- maintenance services;
- signal transport networks;
- points of territorial presence.

The pooling of such services can intuitively generate efficiency improvements, but they are still difficult to estimate at the present time.

Most of the services mentioned are delivered by third parties with regard to EI Towers and Rai Way and, therefore, the operation would have no significant impact in terms of efficiency measures with regard to the employees of EI Towers and Rai Way.

In the judgement of EI Towers, the operation would increase the value of the skills possessed by the personnel of both companies.

(iii) Pooling of higher purchasing volumes.

As confirmed by the experience of EI Towers, which has recently managed the process of integrating two companies, the negotiation of high volumes in relation to the various product categories can lead to efficiency improvements and economies of scale.

Partly in consideration of the fact that EI Towers has only had access to publicly available information relating to Rai Way, the cost synergies deriving from the grouping of the two companies cannot at present be quantified.

5. For each of the benefits expected from the creation of a "sole operator", whether or not the Company believes that they can also be achieved if it owns a minority holding in Rai Way, also indicating the methods by which the aforementioned benefits can be achieved.

Alternative methods cannot be excluded *a priori* for achieving the expected benefits deriving from the Industrial Plan, even in the event that EI Towers owns a minority holding in Rai Way; however, the identification of such alternative methods, which have not yet been considered by EI Towers, assumes a joint assessment with the Issuer and its majority shareholder.

6. With reference to the condition precedent for the effectiveness of the Offer of unconditional approval by the Italian Competition Authority (AGCM) of this Company's control of Rai Way, (i) the circumstance that on March 11, 2015 the AGCM resolved to begin the preliminary examination pursuant to art. 14, sub-section 4, Law no. 287/90, supplementing the documentation provided to the members with the resolution in question; (ii) provide the directors' considerations on the observations of the AGCM regarding the risk of establishing or strengthening a dominant position on the television and radio broadcast infrastructure market, as well as of the potential horizontal and vertical anticompetitive effects deriving from the operation involved, indicating if and to what extent, in the judgement of the directors, same may have an impact on the integration project, in light of the clarifications contained in paragraphs 35 and 36 of the aforementioned resolution.

With reference to point (i), you are informed that the Company has published on its website www.eitowers.it, Governance/ Shareholders' Meeting/Documents section, and on the authorised 1Info storage mechanism at www.1info.it, a copy of the AGCM provision to begin preliminary examination no. 23350, dated March 10, 2015 in proceeding no. C11987 ("**AGCM Provision**"), published in AGCM Bulletin no. 8/2015 and available on the AGCM website at www.agcm.it.

With reference to point (ii), we note the following.

So far as concerns the radio and television broadcasting infrastructure market, the Company believes that the operation in question does not determine any significant competitive risk over and above those examined by the AGCM in December 2011, at the time of the assessment of the concentration operation involving the acquisition of sole control over Digital Multimedia Technologies S.p.A. by Elettronica Industriale S.p.A. (provision no. 23177 dated December 14, 2011 in case C11205 - *Elettronica Industriale / Digital Multimedia Technologies* in Bulletin 50/2011), which was concluded with the adoption of significant behavioural undertakings by EI Towers ("**2011 Undertakings**").

In particular, the 2011 Undertakings impose on EI Towers the obligation (i) to grant access to its infrastructure to all national television operators on terrestrial frequencies which make such request, at transparent and non-discriminatory conditions, (ii) to guarantee the provision of management services for hosted systems, with appropriate services levels and penalties, (iii) to publish lists indicating the basic costs of the various services delivered, also in terms of a disaggregated offer, and (iv) to publish the main contractual conditions, general terms and technical rules for the delivery of the services in question.

Vertically, the 2011 Undertakings also make provision that (v) when dealing with the requests of its client operators and supplying services to them, EI Towers must apply the same economic and technical conditions offered to the companies in the group to which it belongs. So far as concerns the governance of the Company and its independence, (vi) directors may not be appointed to the Board of Directors of EI Towers who have links with the companies that control EI Towers *"or with companies subject to joint control or with the directors of the aforementioned companies through relationships of freelance or subordinate employment, or through other relationships of an equity or professional nature such as to compromise their independence"* and that (vii) the Company must *"remain listed in a regulated market and remain a takeover target*".

During over three years of application of the 2011 Undertakings, EI Towers has filed a detailed six-monthly report on the methods of implementation of the 2011 Undertakings, demonstrating in practical terms that it has fully complied with the provisions contained therein and guaranteed access to the infrastructure, in a manner that is totally independent from the group to which it belongs, to all operators who make such request and apply fair, transparent and non-discriminatory contractual and economic conditions to the provision of the service.

The most recent agreement with a national television network operator, Cairo Network S.r.l. which has only just entered the market, was signed in January 2015 to the full satisfaction of both parties. This agreement follows on from those already signed previously with other television network operators, including the hosting and maintenance contract with TIMB S.p.A., signed on April 19, 2012 at the time of the entry into force of the 2011 Undertakings, the extension of the hosting and maintenance agreement with Rete A S.p.A. signed subsequently on

June 15, 2013 and the recent agreement signed with Persidera S.p.A. (the company resulting from the merger of TIMB S.p.A. and Rete A S.p.A.), running from January 1, 2015, to provide hosting and maintenance for the relative multiplexes.

Therefore, also with regard to the possible vertical effects on the various markets for digital terrestrial television broadcast services and for television advertising revenues, the Company does not believe that any competition-related problems exist other than those examined at the time of the concentration operation in 2011, for which the 2011 Undertakings were regarded as a sufficient solution.

In conclusion, for all the television sector markets involved in the operation, we believe that the 2011 Undertakings will continue to be applied also after the conclusion of the integration project, with any necessary adaptations in consideration of the future ownership structure of the company.

So far as concerns the possible impact of the integration process on radio sector markets, with particular reference to radio broadcasting infrastructure, the sole national operator resulting from the process will be subjected to significant competitive pressure by the local tower companies. It should also be remembered that the radio industry is in the process of transitioning to digital signals (DAB), the finalisation of which is at the moment uncertain and which, in any case, will probably not be completed for another 5-10 years.

7. Information regarding the plans prepared by this Company with reference to its integration with Rai Way, also clarifying the assumptions underpinning (i) the statement contained in the aforementioned Report, according to which "the transaction is expected to be accretive on earnings per share and Free Cash Flow to equity per share from the first year", and (ii) the statement made in the framework of the answers to the questions put by the Senate Industry Commission, according to which "(...) the EBITDA level and cash flow generation in the new grouping would be more than sufficient to service the cost and repay the debt and would certainly improve the capital structure (…)".

The transaction is expected to be accretive:

i) on earnings per share which, on the basis of recently approved data and aligned with the estimates used, would rise from EUR 1.34 to EUR 1.49 on a pro forma basis as of 2014, assuming that all Rai Way shareholders tendered all their shares in the Offer, and

ii) on Free Cash Flow to equity per share, defined as Net Profit + Amortization and Depreciation - Investments per share which, based on recently approved data aligned with the estimates used, would rise from EUR 2.08 to EUR 2.87 on a pro forma basis from 2014, assuming that all Rai Way shareholders tendered all their shares in the Offer.

This effect: (i) would derive from the cash component of the consideration, which is financed at a net borrowing cost that is lower than the yield on Rai Way share in terms of earnings and Free Cash Flow to equity and (ii) would not in any case include the economic effect of synergies deriving from the Industrial Plan which, as set out in point 4 above, cannot be estimated at the present time.

The EBITDA level and the cash generation of the new grouping would be more than sufficient to service the cost and repay the debt with a coverage index of the interest expense (EBITDA /

interest) equal to about 6 times (pro forma analysis for 2014) and would certain improve the capital structure. This improvement effect on the capital structure derives from the cash component of the consideration, which is financed at a cost of borrowing that is lower than the average weighted cost of capital. In addition, the cost of the new financing would be better than the cost of the EI Towers bond issue (coupon equal to 3.875%).

8. With regard to the bank loan planned to cover the cash component of the consideration for the Offer, any impact resulting from the assumption of the debt connected with this operation on the Bond Issue by this Company, as well as to clarify whether or not such financing will be assisted by covenants, negative pledges, events of default and further clauses aimed at restricting the use of financial resources, as well as whether or not it will affect the dividend distribution policy of this Company.

EI Towers intends to make provision for the payment of the cash component of the consideration (about EUR 851 million in the event that all the shares are tendered in the Offer) with the resources deriving from a new bank loan agreement stipulated with J.P. Morgan Limited, JPMorgan Chase Bank N.A. Milan Branch, UniCredit S.p.A. and BNP Paribas S.A., amounting to a total maximum of EUR 1,100 million.

The ratio of the net financial position to EBITDA at consolidated level (Consolidated Leverage Ratio) on December 31, 2014 of EI Towers was equal to about 0.9. In the post offer period, in the event that all the shares are tendered, this ratio, calculated on a pro forma basis in order to simulate the effects of the Offer and take account of Rai Way data, is expected to rise to about 5.0.

The regulations applicable to the bond issue by the Company on April 26, 2013 include the provision that if EI Towers takes on new financial borrowing and the Consolidated Leverage Ratio exceeds the value of 3.25, the notes shall become immediately due and payable at their principal amount together with accrued interest.

The bond issue regulations also make provision for the Issuer’s right to repay the bond issue early and in full, after October 28, 2014, at a price equal to the sum of the discounted values of the residual capital and interest payments, discounted on an annual basis at the date of early repayment, at a reference rate calculated on the average annual mid-market swap rate, increased by 0.05%, as well as any interest accruing at the date of early repayment (today equal to about 110%).

If at the conclusion of the Offer the Consolidated Leverage Ratio, as expected, is greater than 3.25, EI Towers intends to exercise the right to repay the bond early and in full using, in part, the new loan which makes express provision for this.

In line with market practice for similar operations, the new loan will make provision for, amongst the other things:

(a) financial covenants in terms of (i) the ratio of EBITDA to Net Finance Charges (the so-called Interest Cover Ratio) in the range, in the event that all the shares are tendered in the Offer, from a minimum of 6.00 to a maximum of 7.00 in the period from December 31, 2015 to the date of the final expiry; and (ii) Leverage Ratio in the range, in the event that all the shares are tendered in the Offer, from a maximum of 5.55 and a minimum of 2.75 in the period from December 31, 2015 to the date of the final expiry.

(b) limitation of the right of the Company to contract financial debt beyond that deriving from the loan agreement and prohibition of the Offeror from making distributions (also in the form of dividends) over specific Leverage Ratio thresholds or in the event of any default pursuant to the loan agreement; in particular:

  (i) until the second anniversary of the date of signing, distributions will be permitted only on condition that the post distribution Leverage Ratio is lower than 2.5;
  (iii) subsequently they will be permitted on condition that the post distribution Leverage Ratio is lower than 4. If the Leverage Ratio in this period is greater than 2.5, it will be possible to distribute up to 50% of the annual profits calculated on a consolidated basis.

(c) the pledging of the shares tendered in the Offer and the shares of Towertel S.p.A., a wholly-owned subsidiary of EI Towers.

In conclusion, the Company believes that the terms of the new loan, including the covenants and restrictions set out above, are in line with market conditions for similar operations and provide the necessary flexibility to implement:

(a) the ordinary investment plans already contemplated in the EI Towers Industrial Plan and predictable for Rai Way based on the consensus among analysts;
(b) any development and growth initiatives by acquisition, with a broad margin compared with the Industrial Plan.

9. With reference to the assessment methods used to determine the issue price of the EI Towers shares, clearly with regard to the statement - contained in the aforementioned report - according to which the economic and financial projections deriving from the Economic and Financial Plan of this Company (for the application of the discounted unlevered cash flow method) were "prudently adjusted in terms of capex values in consideration of the specific circumstances", taking account of the nature and motivation of the adjustments made.

Below is the summary table regarding the "EBITDA - Capex" metric included on page 57 of the presentation regarding the EI Towers Industrial Plan disclosed to the market last September 30.

Business Plan Financials
Cash Flow Profile

- **"EBITDA-Ordinary Capex", one of the most important metrics, will grow up to €125m with a 6% CAGR**

Data in €/m	2013	2014E	2015E	2016E	2017E	2018E	CAGR 2014E-18E[1]
EBITDA	**106**	**110**	**114**	**116**	**127**	**136**	**5%**
ORDINARY CAPEX	**(10)**	**(11)**	**(12)**	**(12)**	**(12)**	**(11)**	
DEVELOPMENT CAPEX		-	(7)	(1)	-	-	
M&A CAPEX		(22)	(11)	-	-	-	
TOTAL CAPEX	(10)	(34)	(30)	(13)	(12)	(11)	
EBITDA - CAPEX	95	76	84	103	115	125	
EBITDA - ORDINARY CAPEX	**95**	**99**	**101**	**104**	**115**	**125**	**6%**

+32%

[1] *CAGR based on FY2013 actual figures*

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In the two financial years closest to the reference date of the evaluation, the following adjustments were made, prudently and in order to account for the events occurring between the date of publication of the Plan and the date of the evaluation:

In 2015: total investment equal to EUR 49 million against EUR 30 million

The difference of EUR 19 million refers to:

- EUR 8 million for the purchase of transmitters in relation to the agreement with Cairo Network to create a new Multiplex ("Cairo Agreement"). This value was included definitively in the "investments" item (capex) based on the reasonable assumption of accounting for all the revenue and expense items in the agreement with Cairo Network (including the transmitters) according to provision of service rather than financial leasing rules;
- EUR 11 million regarding any development investments (construction of new stations, acquisition of existing station portfolios or company divisions and, in general, of potential growth by acquisition targets).

In 2016: total investments of EUR 26 million against EUR 13 million.

The difference of EUR 13 million refers to:

- EUR 2 million for the purchase of transmitters in relation to the Cairo Agreement;

o EUR 11 million regarding any development investments.

We remind you that the items regarding the purchase of transmitters in relation to the Cairo agreement (EUR 8 million and EUR 2 million in 2015 and 2016 respectively) are neutral for valuation purposes: they were, in fact, already included in the total investment amounting to a "maximum of EUR 18 million" disclosed to the market on June 16, 2014 and, after the presentation of the Industrial Plan, confirmed on January 28, 2015[1].

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[1] See the relative press releases available on the EI Towers website. The sum of: (i) "*Development capex*", reported in the above table (EUR 8 million in the two year period 2015-2016) and (ii) the aforementioned values, a total of EUR 10 million, in relation to the transmitters, coincides with the amount already disclosed to the market on June 16, 2014 and January 28, 2015.