

REPLY S.p.A.  
ORDINARY AND EXTRAORDINARY  
**SHAREHOLDERS' MEETING** APRIL 26, 2021

Concise report of voting on the agenda business

Pursuant to Art. 125 – quater of Legislative Decree no. 58 of February 24, 1998

Ordinary business

POINT 1a)

Proposal to examine and approve the financial statements at December 31, 2020; Board of Directors' Operating Report; Reports from the Board of Auditors and the Auditing Company.

- Shares represented at the meeting: 29,773,722 equal to 79.58% of corporate capital;
- Shares for which the right to vote was expressed: 29,570,309 equal to 79.04% % of corporate capital;
- Shares for which the right to vote was not expressed: 203,413 equal to 0.54% of corporate capital.

Votes expressed at the meeting	Votes represented at the meeting	% votes represented at the meeting	% total voting rights
Favour	44.421.457	99,496%	84,962%
Against	7.454	0,017%	0,014%
Abstentions	13.954	0,031%	0,027%
Non Voting	203.413	0,456%	0,389%
<b>TOTAL</b>	<b>44.646.278</b>	<b>100,000%</b>	<b>85,392%</b>

POINT 1b)

Proposal to allocate results for the year, proposal to distribute a dividend to Shareholders and assign a share of profits to directors responsible for particular operating duties pursuant to Art. 22 of the Company By-laws; related and consequent resolutions.

- Shares represented at the meeting: 29,773,722 equal to 79.58% of corporate capital;
- Shares for which the right to vote was expressed: 29,570,309 equal to 79.04% % of corporate capital;
- Shares for which the right to vote was not expressed: 203,413 equal to 0.54% of corporate capital.

Votes expressed at the meeting	Votes represented at the meeting	% votes represented at the meeting	% total voting rights
Favour	44.442.865	99,544%	85,003%
Non Voting	203.413	0,456%	0,389%
<b>TOTALE/TOTAL</b>	<b>44.646.278</b>	<b>100,000%</b>	<b>85,392%</b>

POINT 2a)

Determination of number of members of Board of Directors and their term of offices; related and consequent resolutions.

- Shares represented at the meeting: 29,773,722 equal to 79.58% of corporate capital;
- Shares for which the right to vote was expressed: 29,595,722 equal to 79.11% % of corporate capital;
- Shares for which the right to vote was not expressed: 178,000 equal to 0.47% of corporate capital.

Votes expressed at the meeting	Votes represented at the meeting	% votes represented at the meeting	% total voting rights
Favour	44.406.714	99,463%	84,934%
Against	57.547	0,129%	0,110%
Abstentions	4.017	0,009%	0,008%
Non Voting	178.000	0,399%	0,340%
<b>TOTAL</b>	<b>44.646.278</b>	<b>100,000%</b>	<b>85,392%</b>

POINT 2b)

Appointment of the Board of Directors.

- Shares represented at the meeting: 29,773,722 equal to 79.58% of corporate capital;
- Shares for which the right to vote was expressed: 29,766,268 equal to 79.56% % of corporate capital;
- Shares for which the right to vote was not expressed: 7,454 equal to 0.02% of corporate capital.

Votes expressed at the meeting	Votes represented at the meeting	% votes represented at the meeting	% total voting rights
List Alika	34.247.724	76,709%	65,503%
List Investitori	10.332.624	23,143%	19,763%
Abstensions	58.476	0,131%	0,112%
Non Voting	7.454	0,017%	0,014%
TOTAL	44.646.278	100,000%	85,392%

POINT 2c)

Appointment of the Chairman of the Board of Directors.

- Shares represented at the meeting: 29,773,722 equal to 79.58% of corporate capital;
- Shares for which the right to vote was expressed: 29,570,309 equal to 79.04% % of corporate capital;
- Shares for which the right to vote was not expressed: 203,413 equal to 0.54% of corporate capital.

Votes expressed at the meeting	Votes represented at the meeting	% votes represented at the meeting	% total voting rights
Favour	36.972.763	82,813%	70,715%
Against	6.791.275	15,211%	12,989%
Abstensions	678.827	1,520%	1,298%
Non Voting	203.413	0,456%	0,389%
TOTAL	44.646.278	100,000%	85,392%

POINT 2d)

Determination of the annual remuneration for members of the Board of Directors not delegated operational proxy for each year in office Company By-laws; related and consequent resolutions.

- Shares represented at the meeting: 29,773,722 equal to 79.58% of corporate capital;
- Shares for which the right to vote was expressed: 29,570,309 equal to 79.04% % of corporate capital;
- Shares for which the right to vote was not expressed: 203,413 equal to 0.54% of corporate capital.

Votes expressed at the meeting	Votes represented at the meeting	% votes represented at the meeting	% total voting rights
Favour	44.410.293	99,471%	84,941%
Against	28.555	0,064%	0,055%
Abstensions	4.017	0,009%	0,008%
Non Voting	203.413	0,456%	0,389%
TOTAL	44.646.278	100,000%	85,392%

POINT 3a)

Appointment of the Board of Statutory Auditors and its Chairman.

- Shares represented at the meeting: 29,773,722 equal to 79.58% of corporate capital;
- Shares for which the right to vote was expressed: 29,715,237 equal to 79.43% % of corporate capital;
- Shares for which the right to vote was not expressed: 58,485 equal to 0.15% of corporate capital.

Votes expressed at the meeting	Votes represented at the meeting	% votes represented at the meeting	% total voting rights
List Alika	33.815.439	75,741%	64,676%
List Investitori	10.746.752	24,071%	20,555%
Against	21.585	0,048%	0,041%
Abstentions	4.017	0,009%	0,008%
Non Voting	58.485	0,131%	0,112%
TOTAL	44.646.278	100,000%	85,392%

POINT 3b)

Determination of the remuneration for members of the Board of Statutory Auditors, for each year in office.

- Shares represented at the meeting: 29,773,722 equal to 79.58% of corporate capital;
- Shares for which the right to vote was expressed: 29,585,722 equal to 79.08% % of corporate capital;
- Shares for which the right to vote was not expressed: 188,000 equal to 0.50% of corporate capital.

Votes expressed at the meeting	Votes represented at the meeting	% votes represented at the meeting	% total voting rights
Favour	44.454.261	99,570%	85,025%
Abstentions	4.017	0,009%	0,008%
Non Voting	188.000	0,421%	0,360%
TOTAL	44.646.278	100,000%	85,392%

POINT 4)

Proposal regarding the purchase and sale of own shares, pursuant to Articles 2357 and 2357 ter of the Civil Code and Article 132 of the Legislative Decree n. 58 of 24 February 1998, as amended and supplemented, and in accordance with Article 144-bis of the Consob Regulation, adopted by resolution 11971 of 14 May 1999 and subsequent amendments and supplements, after revocation of the resolution passed by the General Meeting of 21 April 2020, to the extent not used.

- Shares represented at the meeting: 29,773,722 equal to 79.58% of corporate capital;
- Shares for which the right to vote was expressed: 29,570,309 equal to 79.04% % of corporate capital;
- Shares for which the right to vote was not expressed: 203,413 equal to 0.54% of corporate capital.

Votes expressed at the meeting	Votes represented at the meeting	% votes represented at the meeting	% total voting rights
Favour	37.744.572	84,541%	72,191%
Against	6.698.293	15,003%	12,811%
Non Voting	203.413	0,456%	0,389%
TOTAL	44.646.278	100,000%	85,392%

POINT 5)

Approval of the Report on the policy regarding remuneration and fees paid second section of the report on the remuneration policy and fees paid drafted pursuant to Art. 123-ter of the Legislative Decree. No. 58/1998.

- Shares represented at the meeting: 29,773,722 equal to 79.58% of corporate capital;
- Shares for which the right to vote was expressed: 29,570,309 equal to 79.04% % of corporate capital;
- Shares for which the right to vote was not expressed: 203,413 equal to 0.54% of corporate capital.

Votes expressed at the meeting	Votes represented at the meeting	% votes represented at the meeting	% total voting rights
Favour	41.764.934	93,546%	79,881%
Against	2.677.931	5,998%	5,122%
Non Voting	203.413	0,456%	0,389%
TOTAL	44.646.278	100,000%	85,392%

## Extraordinary business

### POINT 6)

Proposal to revoke the authority granted to the Board of Directors on 21 April 2016 and the contextual attribution of authority to the Board of Directors, pursuant to Art. 2443 of the Civil Code, to increase share capital with additional charge and exclusion of option rights for shareholders, under Article 2441, paragraph 4, up to a maximum nominal amount of € 390,000, by issuing a maximum of 3,000,000 new ordinary shares in Reply S.p.A., at a nominal value of € 0.13 each, to be carried out in one or more tranches and therefore in divisible form, for a maximum period of five years, to be released through contributions in kind of shares in limited companies with the same or similar scope of business as the Company, or otherwise instrumental to the development of the Company's activities and consequent amendment of Art. 5 (Capital) of the Statute.

- Shares represented at the meeting: 29,773,722 equal to 79.58% of corporate capital;
- Shares for which the right to vote was expressed: 29,570,309 equal to 79.04% of corporate capital;
- Shares for which the right to vote was not expressed: 203,413 equal to 0.54% of corporate capital.

Votes expressed at the meeting	Votes represented at the meeting	% votes represented at the meeting	% total voting rights
Favour	43.204.131	96,770%	82,634%
Against	1.234.717	2,766%	2,362%
Abstentions	4.017	0,009%	0,008%
Non Voting	203.413	0,456%	0,389%
TOTAL	44.646.278	100,000%	85,392%