

**REPLY S.p.A.**

**ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING**

**APRIL 16, 2014**

**Concise report of voting on the agenda business**

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

With regard to all ordinary business on the agenda:

- Shares represented at the meeting: 6,041,484 equal to 64.595% of corporate capital
- Shares for which the right to vote was expressed: 6,041,484 equal to 64.595% of corporate capital
- There are no shares represented at the meeting for which a vote was not expressed

**ORDINARY BUSINESS**

<b><u>POINT 1a) on the Agenda</u></b>	Proposal to examine and approve the financial statements at December 31, 2013; Board of Directors' Operating Report; Reports from the Board of Auditors and the Auditing Company
Votes in favour	<i>6,033,731 shares equal to 64.512% of corporate capital</i>
Abstentions	<i>7,753 shares equal to 0.083% of corporate capital</i>
<b><u>POINT 1b) on the Agenda</u></b>	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
Votes in favour	6,041,484 shares equal to 64.595% of corporate capital
<b><u>POINT 2) on the Agenda</u></b>	Proposed resolution on the acquisition and transfer of treasury shares, pursuant to articles 2357 and 2357-ter of the Italian Civil Code and Art. 132 of Legislative Decree no. 58 of February 24, 1998 as amended, and in compliance with Article 144-bis of the CONSOB Regulations adopted through resolution 11971 of May 14, 1999 as amended, after revocation of the resolution approved by the Meeting on April 23, 2013, for anything not utilized.
Votes in favour	5,404,785 shares equal to 57.788% of corporate capital
Votes against	636,699 shares equal to 6.808% of corporate capital

<b><u>POINT 3) on the Agenda</u></b>	<b>Proposal to approve the Report on remuneration</b>
Votes in favour	6,032,842 shares equal to 64.503% of corporate capital
Votes against	8,634 shares equal to 0.092% of corporate capital
Abstentions	8 shares equal to 0.0001% of corporate capital

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With regard to the single agenda item regarding extraordinary business:

- Shares represented at the meeting: 6,041,484 equal to 64.595% of corporate capital
- Shares for which the right to vote was expressed: 6,041,484 equal to 64.595% of corporate capital
- There are no shares represented at the meeting for which a vote was not expressed.

#### **EXTRAORDINARY BUSINESS**

<b><u>POINT 1) on the Order of Business</u></b>	<b>Proposed amendment to articles 5 (Capital), 12 (Voting Right), 16 (Appointment of Directors ) and 23 (Board of Auditors ) of the By-Laws; related and consequent resolutions</b>
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Votes in favour	6,041,484 shares equal to 64.595% of corporate capital
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