

## REPLY S.p.A.

### PROXY FORM TO THE DESIGNATED REPRESENTATIVE PURSUANT TO ART. 135-NOVIES OF LEGISLATIVE DECREE 58/1998

and to Art. 106, paragraph 4, of Decree Law no. 18 of 17 March 2020, on "Measures to strengthen the National Health Service and provide economic support for families, workers and businesses related to the epidemiological emergency of COVID-19" ("Decreto Cura Italia") as amended and converted into Law no. 27 of 24 April 2020, as further extended by Art. 3, paragraph 12 duodecies, of Law Decree no. 215 of 30 December 2023, as amended by Law no. 18 of 23 February 2024, containing urgent provisions regarding regulatory deadlines.

In accordance with Art. 106, paragraph 4, of Decree Law no. 18 of 17 March 2020 (the "Decreto Cura Italia") as amended and converted into Law no. 27 of 24 April 2020, as further extended by Art. 3, paragraph 12 duodecies of Law Decree no. 215 of 30 December 2023, as amended by law no. 18 of 23 February 2024, the participation in the Shareholders' Meeting of those who have the right to vote, is allowed exclusively through the Designated Representative pursuant to Article 135-undecies of Legislative Decree no. 58/1998. Pursuant to the abovementioned "Cura Italia" Decree, the Designated Representative may also be granted proxies and/or sub-proxy pursuant to Article 135-novies of Legislative Decree no. 58/1998 ("TUF"), as an exception to Article 135-undecies, paragraph 4, of the TUF, by signing this proxy form

**Declaration of the Designated Representative:** Monte Titoli declares that it has no own interest in the proposed resolutions being voted upon. However, in view of the contractual relations existing between Monte Titoli and the Company with regard, in particular, to the provision of technical assistance in shareholders' meeting and additional services, in order to avoid any subsequent disputes about the supposed existence of circumstances able to create a conflict of interest under Article 135-decies, paragraph 2, f) of Legislative Decree no. 58/1998, Monte Titoli expressly declares that, if unknown circumstances should occur or in the event of amendment or additions to the proposals put forward to the Shareholders' Meeting, it does not intend to cast a different vote from that indicated in the instructions. If the delegating party does not provide specific instructions for such cases by indicating them in the appropriate boxes, the instructions provided shall be deemed to be confirmed as far as possible. If it is not possible to vote according to the instructions provided, Monte Titoli will abstain on such matters. In any case, in the absence of voting instructions on some of the items on the agenda, Monte Titoli will not vote for such items.

**Please note: This form may be subject to change following any integration of the agenda of the shareholders' meeting and presentation of new proposed resolutions pursuant to Article 126-bis Legislative Decree 58/1998, or individual proposed resolutions, in accordance with the terms and procedures indicated in the Notice of Call.**

With reference to the Ordinary General Meeting of **REPLY S.p.A.** to be held at the Company's offices in Turin, Via Nizza 250 on 23 April 2024, at 10:00 a.m., first call and, if necessary, on second call on 24 April 2024, same time and place, as set forth in the notice of the shareholders' meeting published on the Company's website at [www.reply.com](http://www.reply.com) on 14 March 2024, and, in abridged form, in the Italian daily newspaper "MF" and having regard to the Reports on the items on the Agenda made available by the Company with this

## PROXY FORM (Part 1 of 2)

Complete with the information requested at the bottom of the form

I, the undersigned (party signing the proxy)

(Name and Surname) (\*)

Born in (*)	On (*)	Tax identification code or other identification if foreign (*)
Resident in (*)	Address (*)	
Phone No. (**)	Email (**)	
Valid ID document (type) (*) (to be enclosed as a copy)	Issued by (*)	No. (*)

(\*) Mandatory. (\*\*) It is recommended to fill.

MONTE TITOLI S.p.A.

**REPLY S.p.A.**

PROXY FORM TO THE DESIGNATED REPRESENTATIVE PURSUANT TO ART. 135-NOVIES OF LEGISLATIVE DECREE 58/1998

in quality of (tick the box that interests you) (\*)

- shareholder with the right to vote** **OR IF DIFFERENT FROM THE SHARE HOLDER**
- legal representative or subject with subject with power of sub-delegation (copy of the documentation of the powers of representation to be enclosed)
- pledge  bearer  usufructuary  custodian  manager  other (specify) .....

(complete only if the shareholder is different from the proxy signatory)

Name Surname / Denomination (\*)

Born in (\*)

On (\*)

Tax identification code or other identification if foreign (\*)

Registered office / Resident in (\*)

**Related to**

<b>No. (*)</b> _____ <b>ordinary shares ISIN</b> shares IT0005282865	Registered in the securities account (1) n. _____ at the custodian _____ ABI _____ CAB _____ referred to the communication (pursuant to art. 83-sexies Legislative Decree n. 58/1998) (2) No. _____ Supplied by the intermediary: _____
<b>n. (*)</b> _____ <b>multiple vote shares ISIN</b> shares IT0005285926	Registered in the securities account (1) n. _____ at the custodian _____ ABI _____ CAB _____ referred to the communication (pursuant to art. 83-sexies Legislative Decree n. 58/1998) (2) No. _____ Supplied by the intermediary: _____

**DELEGATES/SUBDELEGATES MONTE TITOLI S.P.A.**, to participate and vote in the Shareholders' Meeting indicated above as per the instructions provided below.**DECLARES**

- the vote shall be exercised by the delegate/sub-delegate in accordance with specific voting instructions given by the undersigned delegator;
- to have requested from the custodian the communication for participation in the Meeting as indicated above;
- that there are no reasons for incompatibility or suspension of the exercise of voting rights;
- (in the case of sub-delegation) to be in possession of the originals of the proxy forms conferred on him/her and to keep them for one year available for possible verification.

**AUTHORIZES** Monte Titoli and the Company to the processing of their personal data for the purposes, under the conditions and terms indicated in the following paragraphs.

(Place and Date) \*

(Signature) \*

**VOTING INSTRUCTIONS (Part 2 of 2)**

intended for the Designated Representative only - Tick the relevant boxes

The undersigned signatory of the proxy (Personal details)(3) \_\_\_\_\_

(indicate the holder of the right to vote only if different - name and surname / denomination) \_\_\_\_\_

Hereby appoints Monte Titoli to vote in accordance with the voting instructions given below at Ordinary General Meeting of REPLY to be held at the Company's offices in Turin, Via Nizza 250 on 23 April 2024, at 10:00 a.m., on first call and, if necessary, on second call on 24 April 2024 same time and place,

**RESOLUTIONS SUBJECT TO VOTING**

Please note that **Shareholders can make additions to the Agenda and new proposals within the legal deadlines**: Shareholders are invited to **check updates of this form** on the Issuer's website, in accordance with the provided resolutions.

**1 Financial Report**

**1.a Examination and Approval of the Financial Statements as at 31 December 2023; Annual management Report; Reports of the Board of Statutory Auditors and of Auditing Company.**

<p><b>SECTION A</b> Vote for the proposal of the Board of Directors</p> <p style="text-align: right;"><i>Tick only one box:</i></p>	<p><b>In Favour</b></p>	<p><b>Against</b></p>	<p><b>Abstain</b></p>
<p><b>SECTION B and C</b> <i>If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory</i></p>	<p><input type="checkbox"/> confirms the instructions</p>	<p><input type="checkbox"/> revokes the instructions</p>	<p>Modify the instructions:  <input type="checkbox"/> In favour _____  <input type="checkbox"/> Against _____  <input type="checkbox"/> Abstain _____</p>

**1.b Allocation of the year's result, proposal to distribute a dividend to shareholders and allocation of a profit share to directors provided with special assignments pursuant to Article 22 of the Articles of Association; related and consequent resolutions.**

<p><b>SECTION A</b> Vote for the proposal of the Board of Directors</p> <p style="text-align: right;"><i>Tick only one box:</i></p>	<p><b>In Favour</b></p>	<p><b>Against</b></p>	<p><b>Abstain</b></p>
<p><b>SECTION B and C</b> <i>If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory</i></p>	<p><input type="checkbox"/> confirms the instructions</p>	<p><input type="checkbox"/> revokes the instructions</p>	<p>Modify the instructions:  <input type="checkbox"/> In favour _____  <input type="checkbox"/> Against _____  <input type="checkbox"/> Abstain _____</p>

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**2 Board of Directors****2.a Determination of the number of members of the Board of Directors and their term of office.**

<b>SECTION A</b> Proposer: _____	Tick only one box:	<b>In Favour</b>	<b>Against</b>	<b>Abstain</b>
<b>SECTION B and C</b> <i>If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory</i>		<input type="checkbox"/> confirms the instructions	<input type="checkbox"/> revokes the instructions	Modify the instructions: <input type="checkbox"/> In favour _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain

**2.b Appointment of the Board of Directors.***Shareholders are invited to check the lists of candidates on the Issuer's website within the legal deadlines.*

<b>SECTION A</b> <i>Indicate the number of the chosen list or against / abstained with reference to all the lists</i>		<b>List no. _____</b>	<b>Against</b>	<b>Abstain</b>
<b>SECTION B and C</b> <i>If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory</i>		<input type="checkbox"/> confirms the instructions	<input type="checkbox"/> revokes the instructions	Modify the instructions: <input type="checkbox"/> In favour _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain

**2.c Appointment of the Chairman of the Board of Directors.**

<b>SECTION A</b> Proposer: _____	Tick only one box:	<b>In Favour</b>	<b>Against</b>	<b>Abstain</b>
<b>SECTION B and C</b> <i>If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory</i>		<input type="checkbox"/> confirms the instructions	<input type="checkbox"/> revokes the instructions	Modify the instructions: <input type="checkbox"/> In favour _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain

**2.d Determination of the annual remuneration for the members of the Board of Directors not provided with special assignments for each year of office.**

<b>SECTION A</b> Proposer: _____	Tick only one box:	<b>In Favour</b>	<b>Against</b>	<b>Abstain</b>
<b>SECTION B and C</b> <i>If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory</i>		<input type="checkbox"/> confirms the instructions	<input type="checkbox"/> revokes the instructions	Modify the instructions: <input type="checkbox"/> In favour _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain

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**3 Board of Statutory Auditors****3.a Appointment of the Board of Statutory Auditors and its Chairman.***Shareholders are invited to check the lists of candidates on the Issuer's website within the legal deadlines.*

<b>SECTION A</b> Indicate the number of the chosen list or against / abstained with reference to all the lists	<b>List no.</b> _____	<b>Against</b>	<b>Abstain</b>
<b>SECTION B and C</b> <i>If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory</i>	<input type="checkbox"/> confirms the instructions	<input type="checkbox"/> revokes the instructions	Modify the instructions: <input type="checkbox"/> In favour _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain

**3.b Determination of the remuneration for the members of the Board of Statutory Auditors for each year of office.**

<b>SECTION A</b> Proposer: _____ <i>Tick only one box:</i>	<b>In Favour</b>	<b>Against</b>	<b>Abstain</b>
<b>SECTION B and C</b> <i>If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory</i>	<input type="checkbox"/> confirms the instructions	<input type="checkbox"/> revokes the instructions	Modify the instructions: <input type="checkbox"/> In favour _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain

**4 Resolutions on the purchase and sale of own shares, pursuant to Articles 2357, 2357-ter of the Italian Civil Code and Article 132 of Legislative Decree No. 58/1998, as well as Article 144-bis of Consob Regulation No. 11971, subject to revocation of the resolution approved by the Shareholders' Meeting of 20 April 2023, to the extent not used.**

<b>SECTION A</b> Vote for the proposal of the Board of Directors <i>Tick only one box:</i>	<b>In Favour</b>	<b>Against</b>	<b>Abstain</b>
<b>SECTION B and C</b> <i>If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory</i>	<input type="checkbox"/> confirms the instructions	<input type="checkbox"/> revokes the instructions	Modify the instructions: <input type="checkbox"/> In favour _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain

**5 Report on remuneration policy and compensation paid.****5.a Resolutions relating to the First Section pursuant to Article 123-ter, paragraph 3-bis of TUF**

<b>SECTION A</b> Vote for the proposal of the Board of Directors <i>Tick only one box:</i>	<b>In Favour</b>	<b>Against</b>	<b>Abstain</b>
<b>SECTION B and C</b> <i>If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory</i>	<input type="checkbox"/> confirms the instructions	<input type="checkbox"/> revokes the instructions	Modify the instructions: <input type="checkbox"/> In favour _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain

**5.b Resolutions relating to the Second Section pursuant to Article 123-ter, paragraph 6 of TUF.**

<p><b>SECTION A</b> Vote for the proposal of the Board of Directors</p> <p style="text-align: right;"><i>Tick only one box:</i></p>	<p><b>In Favour</b></p>	<p><b>Against</b></p>	<p><b>Abstain</b></p>
<p><b>SECTION B and C</b> <i>If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory</i></p>	<p><input type="checkbox"/> confirms the instructions</p>	<p><input type="checkbox"/> revokes the instructions</p>	<p>Modify the instructions:  <input type="checkbox"/> <i>In favour</i> _____  <input type="checkbox"/> <i>Against</i> _____  <input type="checkbox"/> <i>Abstain</i> _____</p>



\_\_\_\_\_

*(Place and Date) \**

\_\_\_\_\_

*(Signature) \**

<p><b>DIRECTORS' LIABILITY ACTION</b> <i>In case of vote on a directors' liability action pursuant to art. 2393, paragraph 2, of the civil code, proposed by the shareholders on the occasion of the approval of the financial statements, the undersigned appoints the Designated Representative to vote as follows:</i></p>	<p><b>In Favour</b></p>	<p><b>Against</b></p>	<p><b>Abstain</b></p>
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*(Place and Date) \**

\_\_\_\_\_

*(Signature) \**

**INSTRUCTIONS FOR THE FILLING AND SUBMISSION**

**The person entitled to do so must request the depositary intermediary to issue the communication for participation in the shareholders' meeting referred to the Art. 83-sexies, Legislative Decree 58/1998)**

- (1) Indicate the number of the securities custody account and the denomination of the depositary intermediary. The information can be obtained from the account statement provided by the intermediary.
- (2) Indicate the Communication reference for the Meeting issued by the depositary intermediary upon request from the person entitled to vote.
- (3) Specify the name and surname/denomination of the holder of voting rights (and the signatory of the Proxy Form and voting instructions, if different).

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The proxy with the relating voting instructions shall be received together with:

- a copy of an identification document with current validity of the proxy grantor or
- in case the proxy grantor is a legal person, a copy of an identification document with current validity of the interim legal representative or other person empowered with suitable powers, together with adequate documentation to state its role and powers,

*(in the event of a sub-proxy, the following must be sent to the Designated Representative as an annex to the sub-proxy form: i) the documentation indicated in the preceding paragraph, referring to both the holder of the voting right and his/her proxy; ii) a copy of the proxy issued by the holder of the voting right to his/her proxy)*

by one of the following alternative methods:

- i) transmission of an electronically reproduced copy (PDF) to the certified email address [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject line "Proxy for REPLY 2024 Shareholders' Meeting") from one's own certified email address (or, failing that, from one's own ordinary email address, in which case the proxy with voting instructions must be signed with a qualified or digital electronic signature);
- ii) transmission of the original, by courier or registered mail with return receipt, to the following address: Register Services, c/o Monte Titoli S.p.A., Piazza degli Affari n. 6, 20123 Milan (Ref. "Proxy for REPLY 2024 Shareholders' Meeting"), **sending a copy reproduced electronically (PDF)** in advance by ordinary e-mail [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject line: "Proxy for REPLY 2024 Shareholders' Meeting")

**The proxy must be received no later than 6:00 p.m. on the day before the date of the meeting (and in any case before the opening of the meeting). The proxy pursuant to art. 135-novies, Legislative Decree no. 58/1998 and the related voting instructions may always be revoked within the aforesaid deadline.**

N.B. For any additional clarification regarding the issue of proxies (and in particular regarding how to complete and send the proxy form and voting instructions), authorized to participate in the general meeting can contact Monte Titoli S.p.A. by email to the following address [RegisterServices@euronext.com](mailto:RegisterServices@euronext.com) or by phone at (+39) 02.33635810 during open office hours from 9:00 a.m. to 5:00 p.m. (UTC+1).

Monte Titoli's privacy policy is available at the link: [Corporate Data and Legal Info | euronext.com](https://www.euronext.com/it/Corporate-Data-and-Legal-Info)

**REPLY's privacy policy:**

Pursuant to Articles 13 and 14 of the EU Regulation No. 679/2016 on the protection of individuals with regard to the processing of personal data (hereinafter, "GDPR"), Reply S.p.A. (hereinafter, "Reply") provides you with this Privacy Notice on the processing of personal data.

**1. Purposes and legal basis**

Your data will be stored and processed exclusively for the following purposes: i) managing your participation to the Reply Shareholders' Meeting; ii) complying with specific obligations provided for by law or other binding rules, as well as with provisions issued by competent Authorities or Supervisory and Control Bodies.

The legal basis for such purposes is the compliance with the law.

The provision of data is compulsory for the achievement of the purposes listed above; therefore, failure to provide such data, in part or inexactly, may result in the objective impossibility of participating in the Meeting.

**2. Processing methods and retention time**

Your data will be processed using paper, computer or telematics tools and it will be subject to adequate security measures to protect your confidentiality.

Your data will be kept for a period of time not exceeding that necessary to achieve the purposes for which they are processed, taking into account the existence of specific regulatory obligations.

**3. Communication and dissemination of data**

Personal data collected for the achievement of the purposes indicated at the above point 1 may be processed by Reply's employees acting as data processors/authorized persons.

Furthermore, your data may be communicated to: a) external subjects such as Designated Representatives acting as autonomous Data Controllers; b) other subjects, in fulfilment of an obligation imposed by law, regulations or EU legislation, or according to provisions issued by Authorities legitimated to do so by law or by supervisory and control bodies.

Your personal data will not be transferred by Reply outside the European Union.

Except for the third parties mentioned above, your data will not be further disseminated.

**4. Data Subjects rights**

You have the right at any time to request from the Data Controller the access to your personal data and, where applicable, the rectification, erasure, portability or restriction of the same or to object to their processing, as well as to lodge a complaint with the competent supervisory authority. These rights may be exercised by means of a written communication accompanied by a valid identity document of the data subject to be sent to: [societario@pec.reply.it](mailto:societario@pec.reply.it).

**5. Data Controller and Data Protection Officer**

The Data Controller is Reply S.p.A. with registered office in Corso Francia 110, Turin.

The contact details of the Data Protection Officer (DPO) are:

- DPO Italy: [dpo.it@reply.it](mailto:dpo.it@reply.it)

- DPO Germany: [dpo.de@reply.de](mailto:dpo.de@reply.de)

- DPO UK: [dpo.uk@reply.com](mailto:dpo.uk@reply.com)

Last update date of the Reply Privacy Notice: March 2024