



Convocation of Ordinary and Extraordinary General Meeting

It should be noted that notice has been published on the company website of the convocation of the Ordinary and Extraordinary General Meeting for 21 April 2016, at 10 a.m. at the company offices at 83 Via Cardinal Massaia in Turin, on first call and, if necessary, on second call for 22 April 2016, at the same time and place, to discuss and deliberate on the following

AGENDA

Ordinary Session

1. Financial report

1. a. Examination and approval of the financial statements at 31 December 2015; Board of Directors' report on operations; Report of the Board of Statutory Auditors and the Independent Auditors.
1. b. Destination of the annual result, proposal of Shareholder dividend and allocation of profit sharing to administrators **who perform special operational tasks pursuant to Art. 22 of the Articles of Association; related and consequent resolutions.**

2. **Decisions 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 23 April 2015, to the extent not used.

3. Remuneration Report

Extraordinary Session

1. Proposal to revoke the authority granted to the Board of Directors on 28 April 2011 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 € 312,000 by issuing a maximum of 600,000 new ordinary shares in Reply S.p.A., at a nominal value of € 0.52 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.

Information concerning:

- entitlement to participate in the Meeting (record date 12 April 2016);
- proxy participation and voting, also via Reply S.p.A.'s Designated Representative;
- the right to add to the Agenda and make additional proposals for deliberation with regard to items on the Meeting Agenda;
- the right to submit questions before the Meeting;
- the availability of the proposed resolutions, together with the reports and documents to be submitted to the Meeting;
- the organisational aspects of the Meeting;

is available in the integral notice of convocation, which, together with the documentation for the Meeting, is published on the Company's website at www.reply.eu, to which we refer.

Note also that the Annual Financial Report, together with the reports the Board of Statutory Auditors and the Independent Auditors, the Report on Corporate Governance and Ownership Structure under Art. 123-bis UFC and the Remuneration Report will be available at the Company's registered headquarters, via the authorized storage mechanism NIS-Storage (www.emarketstorage.com) and on the Company's website: www.reply.eu until 30 March 2016.

This extract is published in the daily newspaper *MF*.

Chairman of the Board of Directors, Mario Rizzante



REPLY S.p.A.: Registered office at 110 Corso Francia, Turin; paid up share capital of € 4,863,485.64; Turin Business Registry no. 97579210010; Tax Code no. 97579210010 – VAT n. 8013390011