



NOTICE OF CALL
OF ORDINARY
SHAREHOLDERS'
MEETING

26

Reply S.p.A.

REGISTERED OFFICE IN TURIN, CORSO FRANCIA 110
PAID-IN SHARE CAPITAL OF € 4,863,485.64
TURIN COMPANY REGISTER NO. 97579210010
TAX CODE NO. 97579210010 - VAT NO. 08013390011

Those entitled to attend and exercise their voting rights are called to the Ordinary Shareholders' Meeting convened for **23 April 2026, at 10 a.m., on first and single call**, at the Company's registered offices in Turin, Via Nizza 250, to discuss and resolve on the following

AGENDA

1. Financial Report

- 1.a. Examination and Approval of the Financial Statements as at 31 December 2025; Annual management Report; Reports of the Board of Statutory Auditors and of Auditing Company.**
- 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.**

2. Resolutions on the purchase and sale of own shares, pursuant to Articles 2357 and 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 23 April 2025 to the extent not used.

3. Report on remuneration policy and remuneration paid

- 3.a. Resolutions on the First Section pursuant to Article 123-ter, paragraph 3-bis, of Legislative Decree No. 58/1998.**
- 3.b. Resolutions on the Second Section pursuant to Article 123-ter, paragraph 6, of Legislative Decree No. 58/1998.**

INFORMATION ON THE SHARE CAPITAL AS AT THE DATE OF THE NOTICE OF CALL

The subscribed and paid-up share capital amounts to Euro 4,863,485.64 represented by 37,411,428 ordinary shares (with voting rights in the Company's ordinary and extraordinary meetings) with a nominal value of Euro 0.13 each.

Each ordinary share is attributed one vote, except as provided for in the increased voting rights mechanisms in article 12 of the Company's Articles of Association.

As of the date of this notice, the Company holds no. 133,192 own shares for which, in accordance with the law, voting is suspended.

INTERVENTION AND VOTING BY PROXY THROUGH THE DESIGNATED REPRESENTATIVE OF REPLY S.P.A.

Pursuant to Article 12 of the Company's Articles of Association and in compliance with the provisions of Article 135-undecies.7 of the Legislative Decree No. 58/1998 (the "TUF"), **attendance in the Shareholders' Meeting and the exercise of voting rights take place exclusively through the Designated Representative of the Company.** The Designated Representative may also be granted proxies or sub-proxies pursuant to Article 135-novies of the TUF, as an exception to Article 135-undecies, paragraph 4, of the TUF.

As specified above, participation in the shareholders' meeting is only permitted by **granting** proxy or sub-proxies to the Designated Representative:

- ▶ pursuant to Article 135-undecies TUF, by means of the "*Designated Representative Proxy Form*", or
- ▶ pursuant to Article 135-novies TUF, by means of the "*Proxy/Subdelegation Form*", as an exception to Article 135-undecies, paragraph 4, TUF.

The aforementioned proxy forms are available, in printable version, on the Company's website www.reply.com.

For the Shareholders' Meeting referred to in this notice, the Company has designated **Monte Titoli S.p.A.** - with registered office in Milan, Piazza degli Affari No. 6, Tax Code No. 03638780159, belonging to the Euronext Group, Group VAT No. 10977060960, - (hereinafter the "**Designated Representative**") as the entity to which the person entitled to vote, legitimated in accordance with the law, may freely (except for any postage expenses) confer proxy.

The proxy to the Designated Representative is conferred by means of the appropriate form available within the terms of the law at www.reply.com, in a printable version.

The proxy form with the voting instructions must be received by the Designated Representative - along with a copy of a valid identity document of the delegating shareholder or, if the delegating shareholder is a legal person, of the pro tempore legal representative or another person vested with the relevant powers, along with documentation suitable for the purpose of proving such capacity and powers - by the end of the second trading day prior to the date of the Shareholders' Meeting on first and single call (*i.e.*, by 11:59 p.m.) of **21 April 2026**, by means of the following alternative methods: (i) transmission of a copy reproduced electronically (PDF) to the certified e-mail address RD@pec.euronext.com (subject "REPLY Shareholders' Meeting Proxy April 2026") from one's own certified e-mail box (or, failing that, from one's own e-mail box of the electronic document signed with a qualified electronic or digital signature); (ii) transmission in original, by courier or registered

letter A/R, to the attention of the "Area Register Services" of Monte Titoli S.p.A., Piazza degli Affari n. 6, 20123 Milan (Ref. "Proxy Meeting REPLY April 2026").

Proxies and voting instructions may be revoked within the aforementioned time limits. The proxy thus conferred shall be effective only for those proposals in respect of which voting instructions have been given.

Proxies and sub-proxies must be received in the manner indicated above and indicated on the form itself, no later than 6:00 p.m. on the day prior to the date scheduled for the Shareholders' Meeting, it being understood that the Designated Representative may accept proxies or sub-proxies and/or voting instructions even after the aforementioned deadline, provided that it is before the start of the Shareholders' Meeting. The proxy or sub-proxy and the related voting instructions may be revoked within the same deadline as above, with the same procedures used for their conferment.

The Designated Representative will be available for clarifications or information regarding the granting of proxy (and in particular regarding the completion of the proxy form and the Voting Instructions and their transmission) by e-mail at RegisterServices@euronext.com or at (+39) 02.33635810 on open office days, from 9:00 a.m. to 5:00 p.m.

Please note that electronic voting is not envisaged.

It should be also noted that Directors, Statutory Auditors, representatives of the auditing firm, the Secretary of the meeting and the Designated Representative himself may also take part in the proceedings by means of telecommunications that enable them to be identified, pursuant to Article 12 of the Articles of Association, in the manner individually communicated to them.

INTEGRATION OF THE AGENDA AND PRESENTATION OF NEW PROPOSALS FOR RESOLUTIONS

Shareholders representing, either alone or together with other shareholders, at least 2.5% of the share capital may request, within 10 days of the publication of this notice (3 April 2026), an addition to the list of items to be discussed at the Shareholders' Meeting, indicating in a specific written request the items proposed or the proposed resolutions relating to the items already on the agenda. The request and a report on the items proposed to be discussed must be communicated by e-mail to *societario@pec.reply.it*, together with the certification attesting the ownership of the aforementioned shareholding issued by the authorised intermediaries in accordance with their accounting records.

Integration of the agenda are not permitted for items on which the Shareholders' Meeting resolves, in accordance to the law, upon the proposal of the Directors or on the basis of a draft or a report prepared by them, other than those referred to in Article 125-ter, paragraph 1, of the TUF.

There is no publicity burden on the shareholder, as the Company is obliged to make available to the public the integrated agenda and the illustrative report on the matters to be discussed at the request of the shareholders, accompanied by the Board of Directors' evaluations, if any, at least 15 days prior to the date set for the Shareholders' Meeting (8 April 2026), with the same forms used for publication of this notice and the other documents for the Shareholders' Meeting.

SUBMISSION OF INDIVIDUAL RESOLUTION PROPOSALS

Considering that attendance in the Shareholders' Meeting is envisaged exclusively through the Representative Designated by the Company, without prejudice to the provisions of Article 126-bis, paragraph 1, first sentence of the TUF, those entitled to vote may individually submit resolution proposals concerning the items on the agenda, or proposals whose submission is otherwise permitted by law, no later than the fifteenth day prior to the date of the first or single notice of call of the Shareholders' Meeting, and therefore no later than 8 April 2026, to *societario@pec.reply.it*. The resolution proposals are made available to the public on the Company's website within two days after the deadline (10 April 2026).

Entitlement to the individual submission of resolution proposals is subject to receipt by the Company of the communication from the intermediary attesting to the ownership of the shareholding. Since attendance at the Shareholders' Meeting and the exercise of voting rights by those entitled thereto may take place exclusively through the Designated Representative, the presentation of resolution proposals at the Shareholders' Meeting is therefore not permitted.

QUESTIONS ON AGENDA ITEMS

Considering that participation in the Shareholders' Meeting take place exclusively through the Designated Representative of the Company, persons entitled to participate in the shareholders' meeting may ask questions on the items on the agenda only prior to the date set for the Shareholders' Meeting, by submitting them to the Company no later than 14 April 2026:

- ▶ by courier or registered letter A/R at the Company's registered office;
- ▶ at *societario@pec.reply.it*.

Questions received will answered at least three days before to the Shareholders' Meeting, and therefore by 20 April 2026, by means of publication in a specific section of the Company's website. The Company may provide combined answers to questions with the same content.

Entitlement to exercise the right is certified by transmitting to the Company, together with the applications, the same communication required for participation in the Shareholders' Meeting, as described *below*. Entitlement to vote may also be attested after the submission of the applications provided that it is no later than the third day following the record date, and therefore no later than 17 April 2026.

ENTITLEMENT TO INTERVENTION

Pursuant to the law, the person for whom the authorised intermediary has sent the Company the appropriate communication certifying entitlement as of 14 April 2026 (*record date*) is entitled to attend the Shareholders' Meeting and exercise voting rights, exclusively in the manner described *below*. Those who become holders of Company shares after this date will not be entitled to attend and vote at the Shareholders' Meeting.

It is hereby noted that the notification to the issuer is made by the intermediary on the initiative of the person entitled to the right.

DOCUMENTATION

The documentation related to the Shareholders' Meeting, including the illustrative reports of the Board of Directors and the resolution proposals on the items on the agenda, will be made available to the public, in compliance with the terms and the procedure under the applicable law; shareholders and those entitled to vote may obtain a copy thereof. The documentation will be available at the Company's registered office, as well as on the authorised E-Market Storage mechanism (www.emarketstorage.com), and on the Company's website www.reply.com.

This notice is published in excerpt form, pursuant to Article 125-bis of the TUF, in the newspaper "MF" on March 24, 2026.

The Chairman of the Board of Directors

Mr. Mario Rizzante

