

**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

# Convening of Extraordinary Shareholders' Meeting

Reply S.p.A. informs that, as allowed by Article 11, paragraph 2, of Law n. 21 of March 5, 2024, the intervention at the Shareholders' Meeting shall take place exclusively through the Designated Representative (i.e. Rappresentante Designato) pursuant to Article 135-undecies of Legislative Decree n. 58/1998 as amended (T.U.F.).

It should be 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, in the manner individually communicated to them.

Those entitled to attend and exercise their voting rights are called to the Extraordinary Shareholders' Meeting convened for September 17, 2024, at 10:00 a.m., at the Company's offices in Turin, Via Nizza 250, in first call and, if necessary, in second call, for September 18, 2024, at the same time and place, to discuss and resolve on the following

## AGENDA

1. Proposal to introduce the possibility of holding shareholders' meetings through the exclusive intervention of the Company's Designated Representative and consequent amendments to Article 12 (Voting Rights) of the Articles of Association; related and consequent resolutions.
2. Proposal to strengthen the increased voting system currently in force and consequent amendments to Article 12 (Voting Rights) of the Articles of Association; related and consequent resolutions.
3. Proposal to revoke the proxy granted to the Board of Directors on April 26, 2021 and concurrently grant the Board of Directors the power, pursuant to Articles 2443 and 2420-ter of the Italian Civil Code, to increase the share capital, with any share premium and also with the right to exclude shareholders' option rights pursuant to Article 2441, paragraphs 4 and 5 of the Italian Civil Code, up to a maximum of 20% of the share capital, and consequent amendments to Articles 5 (Share Capital) and 6 (Shares and Bonds) of the Articles of Association.

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 or two votes pursuant to Article 12 of the Articles of Association, in the event that this right is positively ascertained by the Board of Directors of the Company.

As of the date of this notice, the Company holds 133,192 own shares for which, pursuant to the law, voting is suspended.

#### Integration of the agenda

Shareholders who, alone or together with other shareholders, represent at least 2.5% of the share capital may request, within 10 days of the publication of this notice, the integration of the agenda to be discussed at the Shareholders' Meeting, indicating in a specific written request the items proposed or the proposed resolutions on 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](mailto:societario@pec.reply.it), together with appropriate certification attesting the ownership of the aforementioned shareholding, issued by authorised intermediaries, in accordance with their accounting records.

Integration of the agenda are not permitted for items on which the Shareholders' Meeting resolves, pursuant to law, on the proposal of the Directors or on the basis of a draft or report prepared by them, other than those referred to in Article 125-ter, paragraph 1, of Legislative Decree No. 58/1998.

There is no publicity burden on the shareholder, since 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 (2 September 2024), in the same way as for the publication of this notice and the other documents for the Shareholders' Meeting.

#### Questions on agenda items

Persons entitled to participate in the shareholders' meeting may ask questions on the items on the agenda prior to the meeting by submitting them to the Company no later than September 6, 2024:

- by registered mail at the Company's registered office.
- at [societario@pec.reply.it](mailto:societario@pec.reply.it).

Questions received may be answered no later than two days prior to the Shareholders' meeting by means of publication in a specific section of the Company's website. However, the Company has decided to bring forward the deadline for providing a reply, with respect to the provisions of Article 127-ter, paragraph 1-bis, of the TUF, in order to allow shareholders to make an informed choice in time for the purpose of the voting instructions to be sent to the Designated Representative; therefore, the questions received will be answered

by 12 September 2024, without prejudice to the Company's right to avail itself of the provisions of Article 127-ter, paragraph 2, of the TUF, by publishing the requested information available in the Q&A format in a specific section of the Company's website.

Questions with the same content may be answered in a uniform manner.

Entitlement to exercise the right is attested 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 9 September 2024.

#### Entitlement to Intervention

Pursuant to the law, the person for whom the authorised intermediary has sent the Company the appropriate communication certifying the entitlement as of September 6, 2024 (record date) is entitled to attend the Shareholders' Meeting and exercise voting rights, exclusively in the manner indicated below. Any person who holds shares only after this date will not have the right to attend and vote at the Shareholders' Meeting.

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

Intervention and proxy voting through the Designated Representative of Reply S.p.A.

As specified above, [participation in the shareholders' meeting is only permitted by granting proxy or sub-delegation to the Designated Representative](#), pursuant to:

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

The aforementioned proxy forms are available, in printable version, at the Company's website [www.reply.com](http://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](http://www.reply.com), in a

printable version.

The proxy form with the voting instructions must be received by the Appointed Representative - together with a copy of a currently valid identity document of the delegating shareholder or, if the delegating shareholder is a legal person, of the pro tempore legal representative or other person with the appropriate powers, together with appropriate documentation certifying the qualification and powers - by the end of the second trading day prior to the date of the Shareholders' Meeting, i.e. by 11:59 p.m. on September 13, 2024, if the meeting is held on first call, or by 11:59 p.m. on September 16, 2024, if the meeting is held on second call, by the following alternative means<sup>59</sup> of 16 September 2024, in the event that the Shareholders' Meeting is held on second call, by the following alternative means: (i) transmission of a copy reproduced electronically (PDF) to the certified email address [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject "REPLY September 2024 Shareholders' Meeting Proxy") from one's own certified email box (or, failing that, from one's own email 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. "REPLY September 2024 Shareholders' Meeting Proxy"). Proxies and voting instructions are always revocable 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.

It should also be noted that, pursuant to the Decree, the Designated Representative may also be granted proxies or sub-delegations pursuant to Article 135-novies of the TUF, as an exception to Article 135-undecies, paragraph 4, of the TUF, exclusively by means of the relevant form, available on the aforementioned Company's website. Proxies and sub-delegations 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 Shareholders' Meeting, it being understood that the Designated Representative may accept proxies or sub-delegations and/or voting instructions even after the aforementioned deadline, provided that it is before the start of the Shareholders' Meeting. The proxy or sub-delegation and the related voting instructions are revocable within the same deadline as above, with the same procedures used for their conferment.

The Appointed 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](mailto: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 there are no plans to vote electronically or by correspondence.

### Right of withdrawal

The proposed resolution under the second item on the agenda concerns the strengthening of the enhanced vote; if approved, said proposed resolution will legitimise the exercise of the right of withdrawal by the Company's shareholders who did not take part in the adoption of the relevant resolution, pursuant to Article 127-quinquies, paragraph 8, of the TUF.

Such shareholders will therefore be entitled to exercise their right of withdrawal within 15 (fifteen) days from the date of registration with the Chamber of Commerce of Torino of the resolution of the Extraordinary Shareholders' Meeting; such date will be made known by means of a notice published on the Company's website [www.reply.com](http://www.reply.com) (We are - shareholders meeting section) and in at least one national daily newspaper, as well as at the authorised eMarket Storage mechanism.

In this regard, it should be noted that the unit liquidation price of the ordinary shares of the Company, in relation to which the right of withdrawal should be exercised, was determined to be Euro 130.956. The share liquidation value of the Company's ordinary shares was determined, in absence of statutory waivers, by making exclusive reference to Article 2437-ter, paragraph 3, of the Italian Civil Code and, therefore, with exclusive reference to the arithmetical average of the closing prices of the shares in the six months previous to the publication of this notice.

### Documentation

The documentation relating 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 within the terms and in the manner provided for by the regulations in force, and 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 at the authorised eMarket Storage mechanism ([www.emarketstorage.it](http://www.emarketstorage.it)), and on the Company's website [www.reply.com](http://www.reply.com).

The Chairman of the Board of Directors  
[Mario Rizzante](#)

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