

Informazione Regolamentata n. 0482-39-2024	Data/Ora Inizio Diffusione 28 Ottobre 2024 12:16:59	Euronext Star Milan
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Societa' : REPLY

Identificativo Informazione
Regolamentata : 197234

Utenza - Referente : REPLYNSS01 - LODIGIANI

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Data/Ora Ricezione : 28 Ottobre 2024 12:16:59

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Oggetto : Adoption of the Enhanced Plus Vote and
Results of the Exercise of the Right of
Withdrawal

Testo del comunicato

Vedi allegato



PRESS RELEASE

REPLY S.p.A.: Adoption of the Enhanced Plus Vote and Results of the Exercise of the Right of Withdrawal

- **Full effectiveness of the shareholders' resolution for non-fulfilment of the resolute condition.**
- **Withdrawal for 191 shares, equal to 0.0005% of the share capital.**
- **Rights Offering of the Withdrawn Shares.**

Reply S.p.A., informs that, with reference to the approval by the Extraordinary Shareholders' Meeting held on September 17, 2024, of the proposal to strengthen the majority voting system, the period for the exercise of the right of withdrawal ended on October 15, 2024. Based on the withdrawal declarations received, the right of withdrawal was validly exercised for no. 191 Reply shares, equal to approximately 0.0005% of the share capital. Based on the withdrawal price determined in accordance to article 2437-ter, paragraph 3 of the civil code, equal to 130.956 Euros per share, the total value of the shares subject to withdrawal is equal to 25,012.60 Euros.

Resolutive condition.

As is widely known, the effectiveness of the by-laws amendment in question was subject to a resolute condition, whereby it would lapse if the cash amount to be paid by Reply to withdrawing shareholders exceeded an aggregate threshold of 100 million Euros.

As the resolute condition has not been fulfilled, considering the total value of the withdrawals, the relevant resolution of the shareholders' meeting to amend the articles of association shall remain in full force and effect and the enhanced voting system can therefore be considered definitively adopted.

Offered as an option

The liquidation procedure will be carried out in accordance to article 2437-quater of the Italian Civil Code and therefore the directors will offer in option the shares of the withdrawing shareholders to the other shareholders Reply, proportional to the number of shares held, at the same withdrawal price. The option offer will be filed with the Turin Companies Register and published in a national newspaper. For the exercise of the pre-emptive right a period of at least 30 days from the filing of the offer will be granted.

The acceptance period for the option offer will run from 30 October 2024 to 28 November inclusive.

Right of first refusal

Reply shareholders who exercise their pre-emptive right during the offer may also exercise their pre-emptive right to acquire any shares that may remain unexercised at the conclusion of the offer. Shareholders wishing to exercise such pre-emptive right must submit a request simultaneously with the exercise their pre-emptive right. Should the number of shares thus requested be greater than the number of unopted withdrawn shares, an



allocation shall be made among all the shareholders who have requested it in proportion to the number of pre-emption rights exercised by each of them.

All information relating to the terms and conditions of the option offer and the exercise of the pre-emption right will be detailed in the notice of option offer and pre-emption right that will be filed with the Turin Companies' Register and published in the daily newspaper Milano Finanza, as well as on the company's website www.reply.com.

For the financial matters, Reply S.p.A. was assisted by Morgan Stanley.

REPLY

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This press release is a translation, the Italian version will prevail.

