

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 Ordinary Shareholders' Meeting

Reply S.p.A. informs that, as allowed by art. 3, paragraph 12-duodecies of law decree 30 December 2023, no. 215, converted with modifications into law, which further extended the term of art. 106, paragraph 7, of law decree 17 March 2020, no. 18, converted with amendments by Law no. 27 of 24 April 2020, **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 no. 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 Ordinary Shareholders' Meeting convened for 23 April 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 24 April 2024, at the same time and place, to discuss and resolve on the following

AGENDA

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.
- 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. Board of Directors

- 2.a.** Determination of the number of members of the Board of Directors and their term of office.
- 2.b.** Appointment of the Board of Directors.
- 2.c.** Appointment of the Chairman of the Board of Directors.
- 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.

3. Board of Statutory Auditors

3.a. Appointment of the Board of Statutory Auditors and its Chairman.

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

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.

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

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

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 at 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 Art. 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, in accordance with 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, 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 (8 April 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 12 April 2024:

- ▶ by registered mail at the registered office of the Company;
- ▶ at 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 18 April 2024.

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

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 15 April 2024.

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 12 April 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:

- ▶ 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/Sub-delegation Form'.

The aforementioned proxy forms are available, in printable version, at 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 - 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 19 April 2024, if the meeting is held on first call, or by 11:59 p.m. on 22 April 2024, if the meeting is held on second call, by the following alternative means: (i) transmission of a copy reproduced electronically (PDF) to the certified e-mail address RD@pec.euronext.com (subject "REPLY 2024 Shareholders' Meeting Proxy") 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 2024").

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 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 there are no plans to vote electronically or by correspondence.

Appointment of the Board of Directors and the Board of Auditors

It is recalled that:

- ▶ The Articles of Association provide that appointments to the Board of Directors and the Board of Statutory Auditors are made on the basis of lists of candidates. For more information on the rules and procedures concerning the lists of candidates, as well as the necessary accompanying documentation, please refer to the Directors' Explanatory Report on items 2 and 3 on the agenda and, in general, to Articles 16 (Appointment of Directors) and 23 (Board of Statutory Auditors) of the Articles of Association, which can be consulted on the Company's website (www.reply.com, section We are - Sustainability & Governance - Governance System);
- ▶ Lists of candidates must be filed by shareholders who alone or together with other shareholders represent at least 1% of the share capital. The lists must be sent by registered mail to the Company's address or electronically to the address societario@pec.reply.it, accompanied by the relevant documentation by 29 March 2024, except for the certifications issued by authorised intermediaries, certifying the total shareholding held on the date the list is filed, which may be received by 2 April 2024. In the case of lists of candidates for the appointment of the Board of Statutory Auditors, if only one list has been filed as of 29 March 2024, or only lists that are connected to each other pursuant to applicable regulations, other lists may be filed until 1 April 2024; in this case, the minimum shareholding required is reduced to 0.5% of the share capital;
- ▶ The candidates included in the list for the appointment of the Board of Directors must be listed in sequential number, as well as possess the requirements prescribed by law and the Articles of Association; at least one of the candidates, or two if the Board of Directors is made up of more than seven members, must possess the requirements of independence established by law and the Articles of Association;
- ▶ In the lists for the appointment of the Board of Statutory Auditors, the candidates must be indicated, marked by a progressive number, in two separate sections, respectively dedicated to the standing members and the alternate members, as well as meet the legal requirements prescribed by law and the Articles of Association. Shareholders submitting a list are also required to expressly indicate their candidate for the office of Chairman of the body, should the list result as a 'minority list';

- ▶ Lists for the appointment of corporate bodies, which present a number of candidates equal to or greater than three, must ensure compliance with the gender balance rules in force.

It is hereby notified that within the terms provided for by the regulations in force, the lists filed by the shareholders, together with the relevant information and declarations, will be made available to the public on the Company's website www.reply.com, as well as by the other means provided for by Consob.

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 E-Market Storage mechanism (www.emarketstorage.com), and on the Company's website www.reply.com.

The Chairman of the Board of Directors
Mario Rizzante

