



## Notice to Shareholders

### NOTICE OF OPTION AND PRE-EMPTION OFFER PURSUANT TO ARTICLE 2437-QUATER (1), (2) AND (3) OF THE CIVIL CODE

#### Foreword

The Extraordinary Shareholders' Meeting of Reply S.p.A., held on September 17, 2024, approved, among other matters, the proposal to strengthen the majority voting system and the consequent amendment of the Articles of Association.

Shareholders who did not take part in the adoption of the aforementioned resolution were entitled to exercise their right of withdrawal by 15 October 2024, pursuant to Article 2437-*bis* of the Italian Civil Code, in accordance with the terms and conditions set forth in the notice made available by Reply within the terms provided by law.

The right of withdrawal has been validly exercised for no. 191 Reply shares (**Withdrawn shares**), equal to approximately 0.0005% of the share capital, for a total withdrawal value amounting to 25,012.60 Euros, calculated on the basis of the withdrawal price determined in accordance to article 2437-*ter*, paragraph 3 of the civil code, and equal to 130.956 Euros per share.

The approved amendment to the Articles of Association would have been ineffective in the event that the amount in cash to be paid by Reply to the withdrawing shareholders exceeded the total amount of 100 million euros.

Since 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 remains effective.

The Withdrawn Shares must be offered in option and pre-emption to the other shareholders in proportion to the number of shares held.

It should be noted that the option and pre-emption offer contained in this notice was filed with the Turin Companies' Register on 29 October 2024, was published today on the Company's website at [www.reply.com](http://www.reply.com) and will also be published in the daily newspaper MF Milano Finanza on 30 October 2024.

#### Terms and conditions of the offer

The Withdrawn Shares shall be offered in option, under the same conditions, to the other Reply Shareholders who have not exercised their right of withdrawal (**Eligible Persons**), proportionally to the number of Reply shares held by them at the accounting closing date of the 31 October 2024.

Specifically, each Reply share held is attributed an option right (**Option Rights** and, collectively, **Option Rights**) valid for the purchase of Withdrawn Shares in the ratio of 1 Withdrawn Share for every 195,174 Option Rights. The Options, ISIN No. IT0005619678, are not tradable on any market or multilateral trading facility system and may only be exercised for a whole number of Withdrawn Shares, rounded down to the nearest whole number.



**The Withdrawn Shares and Options are not and may not be offered or sold in any Country in which an offer under option is not permitted without specific authorisation in accordance with, or as an exception to, applicable law.**

#### Offer price

The Withdrawn Shares are offered at a unit price of EUR 130.956 (**Offer Price**), which is equal to the liquidation price determined in accordance with the law.

This ratio may change as a result of withdrawal declarations sent before the expiry of the period provided for by the applicable law (15 October 2024) and not yet received by the Company; any such changes will be promptly notified by means of a notice published on the Company's website at [www.reply.com](http://www.reply.com).

#### Accession Period

The acceptance period for the offer during which the Entitled Persons may exercise, under penalty of forfeiture, their Pre-emptive Right on the Redemption Shares as well as, if applicable, their Pre-emptive Right pursuant to Article 2437-*quater*, paragraph 3, of the Italian Civil Code (**Pre-emptive Right**), runs from 30 October 2024 to 28 November 2024 inclusive (**Acceptance Period**).

#### Accession modalities

The acceptance of the option offer and any potential exercise of the pre-emption right must be made through the intermediaries participating in the Monte Titoli S.p.A. centralised management system, by signing a specific form available on the Company's website at [www.reply.com](http://www.reply.com) (**Application Form**) duly completed and signed and subject to verification, by the same intermediaries, of the legitimacy of the adherent to the exercise of the option right and any right of pre-emption on the Redemption Shares.

#### Right of pre-emption, assignment and distribution

Shareholders exercising their Rights shall also have the right of pre-emption to purchase, at the Offer Price, the Withdrawn Shares remaining unexercised at the end of the Acceptance Period (**Residual Shares**), provided that they make a simultaneous request in the Acceptance Form. For this purpose, the maximum number of Residual Shares for which the right of pre-emption is exercised must be indicated in the relevant section of the Acceptance Form.

The Residual Shares will be allocated to those who have exercised their Pre-emption Right within the limit requested by each. If the number of Residual Shares is less than the total number of shares requested in pre-emption, they will be allocated among those who have exercised their Pre-emption Right proportionally to the number of Options held by each.

Any Residual Shares that remain unallocated as a result of this option and pre-emption offer may be offered to third parties. Any Residual Shares that remain unallocated must, in any case, be purchased by the Company at the Withdrawal Price.



### Results of the Offer and Settlement of the Purchased Shares

Reply shall communicate the results of the offer - including any exercised pre-emption rights - through the publication of a notice on its website [www.reply.com](http://www.reply.com) and with the other modalities pursuant to the law; such notice shall also contain the terms and modalities for the payment of the Shares.

Notification regarding allocation of the Withdrawn Shares to the adherents to the option offer will be provided by the aforementioned intermediaries within the terms and according to the procedure applied by them.

**THIS DOCUMENT MAY NOT BE PUBLISHED OR DISTRIBUTED, DIRECTLY OR INDIRECTLY, IN ANY COUNTRY IN WHICH THE OFFER DESCRIBED HEREIN IS NOT PERMITTED IN THE ABSENCE OF A SPECIFIC AUTHORISATION OR EXEMPTION FROM THE SAME**