

REPLY S.p.A.

ORDINARY SHAREHOLDERS' MEETING

APRIL 23, 2015

Concise report of voting on the agenda

Pursuant to Art. 125 – quater of Legislative Decree no. 58 of February 24, 1998

With regard to point 1.a on the agenda:

- Shares represented at the meeting: 6,031,790 equal to 64.491% of corporate capital
- Shares for which the right to vote was expressed: 6,031,790 equal to 64.491% of corporate capital
- There are no shares represented at the meeting for which the vote was not expressed

POINT 1a) on the Agenda	Proposal to examine and approve the financial statements as at December 31, 2014; Board of Directors' Report; Reports of the Board of Auditors and of the Auditing Company.
Votes in favour	6,012,423 shares equal to 64.284% of corporate capital;
Abstentions	19,367 shares equal to 0.207% of corporate capital.

With regard to the remaining points on the agenda:

- Shares represented at the meeting: 6,031,789 equal to 64.490% of corporate capital
- Shares for which the right to vote was expressed: 6,031,789 equal to 64.490% of corporate capital
- There are no shares represented at the meeting for which the vote was not expressed

<u>POINT 1b) on the Agenda</u>	Proposal to allocate result for the year, proposal to distribute a dividend to Shareholders and assign a profit sharing to directors vested with special appointments pursuant to Art. 22 of the Company By-laws; related and consequent resolutions.
Votes in favour	6,018,662 shares equal to 64.351% of corporate capital;
Abstentions	13,027 shares equal to 0.139% of corporate capital.

<u>POINT 2a) on the Agenda</u>	Determination of the number of members of the Board of Directors and their term of office; related and consequent resolutions.
Votes in favour	6,003,942 shares equal to 64.194% of corporate capital;
Votes against	13,715 shares equal to 0.147% of corporate capital;
Abstentions	14,032 shares equal to 0.150% of corporate capital;

<u>POINT 2b) on the Agenda</u>	Appointment of the Board of Directors.
Votes in favour	5,388,894 shares equal to 57.618% of corporate capital;
Votes against	628,763 shares equal to 6.723% of corporate capital;
Abstentions	14,032 shares equal to 0.150% of corporate capital;
<u>POINT 2c) on the Agenda</u>	Appointment of the Chairman of the Board of Directors.
Votes in favour	5,527,377 shares equal to 59.098% of corporate capital;
Votes against	455,448 shares equal to 4.870% of corporate capital;
Abstentions	48,864 shares equal to 0.522% of corporate capital;
<u>POINT 2d) on the Agenda</u>	Determination of the annual remuneration for members of the Board of Directors non-vested with special appointments for each year in office.
Votes in favour	6,012,427 shares equal to 64.284% of corporate capital;
Abstentions	19,262 shares equal to 0.206% of corporate capital;
<u>POINT 3a) on the Agenda</u>	Appointment of the Board of Statutory Auditors and its Chairman.
Votes in favour	5,993,824 shares equal to 64.085% of corporate capital;
Votes against	23,833 shares equal to 0.255% of corporate capital;
Abstentions	14,032 shares equal to 0.150% of corporate capital;
<u>POINT 3b) on the Agenda</u>	Determination of the remuneration for members of the Board of Statutory Auditors for each year in office.
Votes in favour	6,017,657 shares equal to 64.340% of corporate capital;
Abstentions	14,032 shares equal to 0.150% of corporate capital;
<u>POINT 4) on the Agenda</u>	Resolution on purchase and transfer of treasury shares, pursuant to articles 2357 and 2357-ter of the Italian Civil Code and Art. 132 of Legislative Decree no. 58 of February 24, 1998 as amended, and in compliance with Article 144-bis of the CONSOB Regulations adopted through resolution 11971 of May 14, 1999 as amended, after revocation of the resolution approved by the Shareholders' meeting on April 23, 2013, for anything not utilized.
Votes in favour	5,535,577 shares equal to 59.186% of corporate capital;
Votes against	482,855 shares equal to 5.163% of corporate capital;
Abstentions	13,257 shares equal to 0.142% of corporate capital;

POINT 5) on the Agenda**Proposal to approve the Report on remuneration.**

Votes in favour	6,005,148 shares equal to 64.207% of corporate capital;
Votes against	3,644 shares equal to 0.039% of corporate capital;
Abstentions	22,897 shares equal to 0.245% of corporate capital.