

**REPLY S.p.A.**  
**ORDINARY SHAREHOLDERS' MEETING**  
**APRIL 21, 2017**

**Concise report of voting on the agenda business**

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

With regard to the points on the agendas of the ordinary shareholders' meeting:

- Shares represented at the meeting: 6,666,003 equal to 71.27% of corporate capital;
- Shares for which the right to vote was expressed: 6,666,003 equal to 71.27% of corporate capital;
- There are no shares represented at the meeting for which a vote was not expressed.

<b><u>POINT 1a) on the Agenda</u></b>	Proposal to examine and approve the financial statements at December 31, 2016; Board of Directors' Operating Report; Reports from the Board of Auditors and the Auditing Company.
Votes in favour	6,666,003 shares equal to 71.27% of corporate capital;
<b><u>POINT 1b) on the Agenda</u></b>	Proposal to allocate results for the year, proposal to distribute a dividend to Shareholders and assign a share of profits to directors responsible for particular operating duties pursuant to Art. 22 of the Company By-laws; related and consequent resolutions.
Votes in favour	6,666,003 shares equal to 71.27% of corporate capital;
<b><u>POINT 2) on the Agenda</u></b>	Proposal regarding the purchase and sale of own shares, pursuant to Articles 2357 and 2357 ter of the Civil Code and Article 132 of the Legislative Decree n. 58 of 24 February 1998, as amended and supplemented, and in accordance with Article 144-bis of the Consob Regulation, adopted by resolution 11971 of 14 May 1999 and subsequent amendments and supplements, after revocation of the resolution passed by the General Meeting of 21 April 2016, to the extent not used.
Votes in favour	5,933,347 shares equal to 63.44% % of corporate capital;
Votes against	732,656 shares equal to 7.83% of corporate capital.
<b><u>POINT 3) on the Agenda</u></b>	Proposal to approve the Remuneration Report.
Votes in favour	6,277,184 shares equal to 67.12% of corporate capital;
Abstentions	204,328 shares equal to 2.18% of corporate capital.
Votes against	184,491 shares equal to 1.97% of corporate capital.