



Living network

_Interim management report
at September 30, 2009

Contents

Corporate and controlling bodies	3
<hr/>	
Financial highlights	4
<hr/>	
Reply Living Network	6
<hr/>	
Summary report of the third quarter 2009 and expected business developments	9
<hr/>	
Consolidated financial statements and explanatory notes	10
<hr/>	
Declaration pursuant to article 154-bis of the Consolidated law of finance	19
<hr/>	
Annexed tables	20
<hr/>	

The interim management report has been translated into English from the original version in Italian. In case of doubt the Italian version shall prevail.

Corporate and controlling bodies

Board of Directors

Chairman and Chief Executive Officer	Mario Rizzante
Chief Executive Officers	Sergio Ingegnatti Tatiana Rizzante
Executive Directors	Oscar Pepino Claudio Bombonato Fausto Forti ^{(1) (2) (3)} Marco Mezzalama ⁽¹⁾⁽²⁾ Carlo Alberto Carnevale Maffè ^{(1) (2)}

Board of Statutory auditors

President	Cristiano Antonelli
Statutory auditors	Paolo Claretta Assandri Ada Alessandra Garzino Demo

Independent auditors	Deloitte & Touche S.p.A.
----------------------	--------------------------

¹ Directors not invested with operational proxy;

² Independent directors, according to the Corporate Governance code for listed companies;

³ Lead Independent Director.

_Financial highlights (thousand Euros)

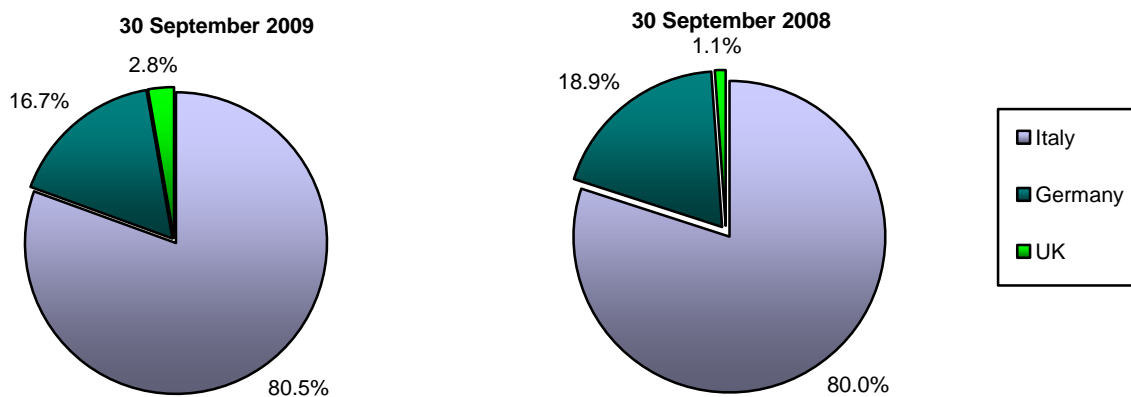
3 rd Q 2009	%	3 rd Q 2008	%		30 September 2009	%	30 September 2008	%
80,214	100,0	80,184	100,0	Revenues	250,514	100,0	240,438	100,0
9,465	11,8	11,297	14,1	Gross operating margin	30,356	12,1	33,022	13,7
7,845	9,8	10,209	12,7	Operating income	25,807	10,3	29,968	12,5
7,428	9,3	9,821	12,2	Result before taxes	24,432	9,8	29,129	12,1

3 rd Q 2009	3 rd Q 2008		30 September 2009	30 September 2008
1,485	1,292	Investments	4,114	4,394

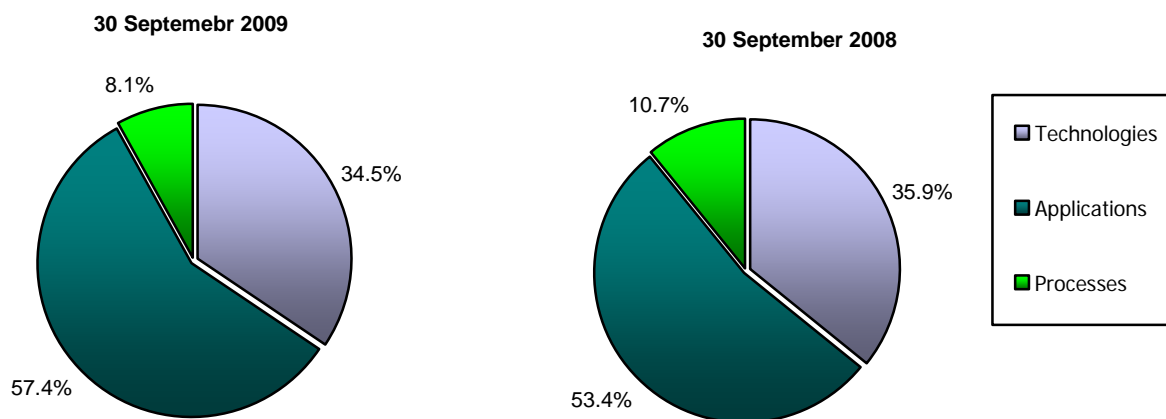
	30 September 2009	30 June 2009	31 December 2008
Net financial position	5,573	(7,314)	(18,627)

	30 September 2009	31 December 2008	30 September 2008
Number of employees	2,989	2,686	2,639

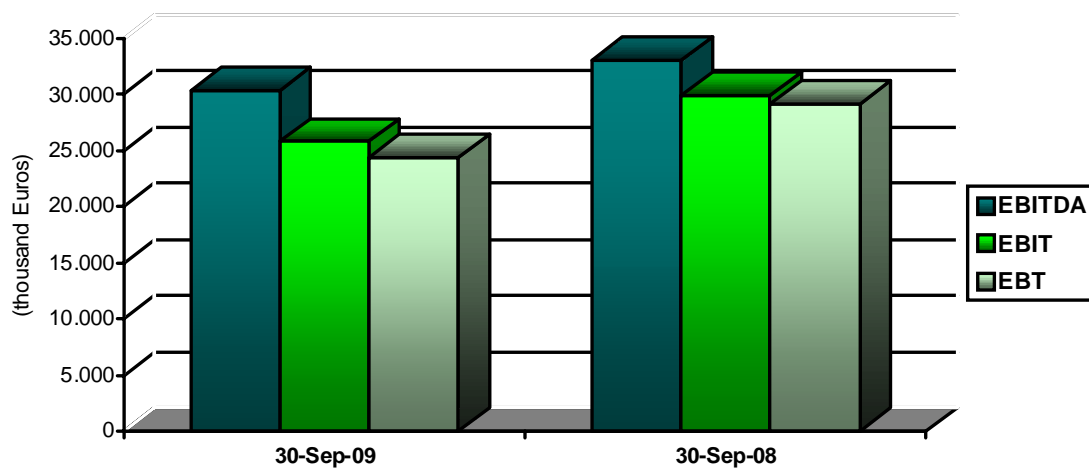
Revenues by geographical area



Revenues by business lines



Trend in profitability margins



Reply Living Network

The Internet has become a real “informatics system” capable of moving and allowing enormous amounts of data, information and ever more complex contents to be utilised, bringing about a new generation of products and services. A revolution that has triggered different competitive levers and has generated new organizational and behavioural models.

We are all now experiencing a “living network”, a new form of ecosystem in which the barriers between digital components and real components overlap, a system in which technology enables innovation (products, processes) and innovation facilitates innovation (relations, models and products).

We are rapidly moving towards a future in which technology will preside in all moments of our lives, a visible or invisible driver of things, objects and customs.

Reply supports its customers in this path of innovation with solutions and services aimed at leveraging the opportunities provided by the Internet and emerging communication technologies.

The business model

Reply operates with a network of companies respectively specialised in Processes, Applications and Technologies that are centres of excellence capable of winning “Best in Class” positions in their own areas of competence.

Processes –Reply considers the knowledge and usage of technology as a new enabling factor to processes resulting from an in-depth expertise of the market and the industry- specific contexts.

Applications – Reply designs and deploys application solutions aimed at satisfying the core business requirements of companies.

Technologies –Reply optimises the use of state-of-the-art technologies to develop solutions that can guarantee customers maximum efficiency and operating flexibility.

Reply services include:

Consultancy – strategic, communication, process and technology consultancy.

System Integration – full exploitation of the technology potential combining business consultancy with innovative and high value-added technological solutions;

Application Management – management, monitoring and on-going innovation of technological assets.

MARKET FOCUS

Reply supports main European Industrial groups operating in Telco & Media, Industry and Services, Banking and Insurance and Public Administration market segments.

Telco & Media

In recent years, in the Telecommunications market operators have turned from connectivity providers into value-added service providers. Network infrastructures and available applications enable a new generation of convergent services related to users (business, consumer, employee), devices (Smart phone, PDA, PC, etc.) and the pattern of use. Wireless applications and applications based on Internet standards require an increasingly sophisticated approach, both in design and in development. The volume of the information managed and transmitted requires increasingly complex infrastructures, such as storage area networks.

Today Reply is a renowned actor in the process of convergence between Telco and Media, with a special focus on components regarding VAS, the digital terrestrial technology, multimedia content and asset management and Billing and CRM services.

Technology evolution and market requirements boost innovation towards a consumer market-oriented approach. Clients no longer want to see their digital world confined to a computer screen but would like to be able to have access to its services and contents at any time, independent of the device utilised.

By means of an integrated consulting, communication and creativity supply, Reply devises contents and enables innovative services harnessing all the potential of new digital channels.

Furthermore, Reply is one of the main partners with Telco Operators regarding Device Testing & Certification and internally Reply has work groups who take advantage on skills developed through many years of work on critical aspects of telecommunications scenario.

Banking, Insurance and Financial companies

Reply cooperates with major Banking Institutions and Insurance Companies in the identification and implementation of solutions combining core process optimization with a substantial improvement in information asset efficiency.

In particular, Reply helps its customers anticipate change by defining strategies based on new technologies (Web Services, SOA, Mobile and Wireless solutions, multi-channel portals, on-line self services, Business Intelligence and Knowledge Management) aimed at introducing actual innovation in mission-critical industries such as Trading, Asset Management, distribution channels, risk and security management.

It should also be stressed that Reply's activity in consulting and support to change are increasingly recognized by important Banking Institutions as a result of Reply's successful highly critical projects in asset management and cost optimization.

Industry and Services

Successful enterprises must be able to make quick decisions and act effectively, aligning strategies, people, processes and technologies quickly and simultaneously within “networked” structures: complex aggregations of customers, partners and providers.

Information systems ensure maximum flexibility of processes and increasingly accurate checking. New technologies strengthen and extend their potential: electronic tagging, web services, mobile solutions and instant messaging have changed the pace of evolution of companies.

Technological innovation and the ability to effectively integrate it into application solutions make up the foundations of Reply, which supports its customers in the implementation, change and management of information systems: from strategic design to the understanding and re-definition of core processes to the building of solutions ensuring integration of the applications supporting the entire value chain of the Extended Enterprise.

Energy & Utilities

In past years this industry has tackled competition and deregulation, and has had to comply with EU regulations which require the separation between the production and selling processes, under significant pressure in terms of revenues and margins and the need to provide increasing levels of service and security. Such evolution has generated consequent dynamic investments by the operators, who have discovered new competitive drives in ICT components.

Reply has defined a set of specific supplies regarding the main industry’s vertical areas – Retailer, Merchant Energy Provider and Network Operations – made up of strategic and technology consulting services which optimize processes and select and implement the technology architectures and platforms most suitable to the context.

The continuous consolidation and development of competences on business core processes has made Reply a main Italian operator and has allowed Reply to enter the international market.

Public administration

Consultancy ability and business technology represent an essential factor to achieve strategic objectives set out by the Government. In this scenario, Reply which is one of the main qualified partners, will use its knowhow and experience to accompany Central and Local Public Administration in this phase of transition towards innovation.

Reply, in particular in the Public Administration, has a distinctive specialization in providing integration solutions, interoperable and orientated at application co-operation between the local and central governments and it is able to guarantee the Public Administrations a high level of consultancy support in redesigning and optimizing administration processes.

Reply supports Public Administration in achieving new modernization objectives and improving efficiency with: innovative community solutions, multichannel infotainment services and a consolidated experience in defining integration models among heterogeneous application contents.

Summary report of the third quarter 2009 and expected business developments

Despite the decline of the ICT division (-9% from January to June, according to Assinform data), the Group's consolidated turnover during the first nine months of the year reached 250.5 million Euros, up with respect to the 240.4 million Euros reported at September 30, 2008.

The consolidated EBITDA in September was 30.4 million Euros (33.0 million Euros at September 2008) with an EBIT of 25.8 million Euros (30 million Euros at September 2008).

Pre-tax results were reported at 24.4 million Euros (29.1 million Euros at September 2008).

With reference to the third quarter of 2009, the Group reports a consolidated turnover of 80.2 million Euros, essentially in line with respect to the previous year, an EBITDA of 9.5 million Euros, an EBIT of 7.8 million Euros and a pre-tax result of 7.4 million Euros.

The Group's net financial position at September 30, 2009 is positive at 5.6 million Euros, a considerable increase with respect to the negative value of 7.3 million Euros reported at June 30, 2009. This result was obtained thanks to the cash flow generated during the last quarter, which derive entirely from the current business.

Although 2009 has been a difficult period for everyone, Reply has made investments, even in the second half of the year, of significant resources for the development of new product lines, thereby increasing its market presence. In particular, Reply has continued to invest in Cloud Computing and Social Networking where it now occupies an important position, both in terms of partnership and technological offerings; Reply has consolidated the Banking area with specific skills in Risk and Wealth Management, based on the proprietor platform *Definio Reply*, and released *SideUp Reply*, a new Warehouse Management solution that can be used in Software as a Service mode.

In the first months of 2009 Reply was able to achieve extremely positive results, both in terms of turnover and the consistency of profit margins, even in the presence of difficult market conditions. During the last quarter there were positive signals of a recovery of investments, even though a situation of overall market uncertainty remains.

Consolidated financial statements and explanatory notes

Reply's performance is summarised in the following reclassified consolidated statements of income.

Reply Consolidated statement of income as at 30 September 2009

(thousand Euros)	30 September 2009	%	30 September 2008	%
Revenues	250,514	100.0	240,438	100.0
Purchases	(5,904)	(2.4)	(7,565)	(3.2)
Personnel	(133,162)	(53.2)	(119,942)	(49.9)
Services and other expenses	(81,527)	(32.5)	(78,729)	(32.7)
Other unusual operating income/(expenses)	435	0.2	(1,180)	(0.5)
Operating costs	(220,158)	(87.9)	(207,416)	(86.3)
Gross operating margin	30,356	12.1	33,022	13.7
Amortization, depreciation and write-downs	(4,549)	(1.8)	(3,054)	(1.2)
Operating income	25,807	10.3	29,968	12.5
Financial income/(expenses)	(1,375)	(0.5)	(827)	(0.4)
RESULT BEFORE TAXES FROM CONTINUED OPERATIONS	24,432	9.8	29,141	12.1
Result from discontinued operations	-	-	(12)	(0.0)
GROUP RESULT BEFORE TAXES	24,432	9.8	29,129	12.1

_Reply Consolidated statement of income of the third quarter 2009

(thousand Euros)	3 rd Q 2009	%	3 rd Q 2008	%
Revenues	80,214	100.0	80,184	100.0
Purchases	(1,643)	(2.0)	(1,560)	(2.0)
Personnel	(42,494)	(53.0)	(38,985)	(48.6)
Services and other expenses	(26,487)	(33.0)	(28,248)	(35.2)
Other unusual operating income/(expenses)	(125)	(0.2)	(94)	(0.1)
Operating costs	(70,749)	(88.2)	(68,887)	(85.9)
Gross operating margin	9,465	11.8	11,297	14.1
Amortization, depreciation and write-downs	(1,620)	(2.0)	(1,088)	(1.4)
Operating income	7,845	9.8	10,209	12.7
Financial income/(expenses)	(417)	(0.5)	(424)	(0.5)
RESULT BEFORE TAXES FROM CONTINUED OPERATIONS	7,428	9.3	9,785	12.2
Result from discontinued operations	-	-	36	0.0
GROUP RESULT BEFORE TAXES	7,428	9.3	9,821	12.2

Reply Net financial position

The Group's net financial position as at 30 September 2009, analysed by due date and with comparative figures as at 30 June 2009 and 31 December 2008 is shown in the following statement:

(thousand Euros)	30/09/2009	30/06/2009	31/12/2008
Cash and cash equivalents	53,390	40,360	39,356
Due to banks	(17,284)	(17,144)	(23,858)
Due to other providers of finance	(381)	(382)	(254)
Net financial position short term	35,725	22,834	15,244
Non-current financial assets	701	626	562
Due to banks	(30,273)	(30,432)	(33,994)
Due to other providers of finance	(580)	(342)	(439)
Net financial position long term	(30,152)	(30,148)	(33,871)
Total net financial position	5,573	(7,314)	(18,627)

NOTE 1 – Accounting principles

The Interim Management Statements as at 30 September 2009, in relation to the third quarter of financial year 2009, has been drawn up pursuant to Art. 154-ter, paragraph 5 of Legislative Decree 24 February 1998, no. 58 as amended by Legislative Decree 195 of 6 November 2007.

The interim report herein has been prepared in accordance with International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board (“IASB”) and endorsed by the European Union. The designation “IFRS” also includes all valid International Accounting Standards (“IAS”), as well as all interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”), formerly the Standing Interpretations Committee (“SIC”).

The accounting policies applied in these financial statements are consistent with those adopted in preparing the annual report.

The preparation of the interim report requires management to make estimates and assumptions that affect the reported amounts of revenues, expenses, assets, liabilities the financial statements reported herein. If in the future such estimates and assumptions, which are based on management’s best judgment at the date of the interim financial statements, deviate from the actual circumstances, the original estimates and assumptions will be modified as appropriate in the period in which the circumstances change.

Moreover, these valuation procedures, in particular those of a more complex nature regarding matters such as any impairment of non-current assets, are only carried out in full during the preparation of the annual financial statements, when all the information required is available, other than in the event that there are indications of impairment, when an immediate assessment is necessary

The values indicated in the accounting statements are expressed in thousands of Euros.

The Interim Management report as at 30 September 2009 was not subject to audit by Reply’s Independent auditors.

NOTE 2 - Group activities

Reply is a Consulting, System Integration and Application Management company and leader in the design and implementation of solutions based on new communication channels and digital media. Reply, consisting of a network of specialized companies, provides applications to optimize corporate processes and develops innovative technology-based solutions to enable communication between customers, business partners and suppliers. Reply’s activities are focused on the areas of Telecom & Media, Manufacturing, Finance and Public Administration.

Reply is listed on the STAR index of the Italian Stock Exchange [REY.MI].

NOTE 3 - Consolidation

Companies included in consolidation are consolidated on a line-by-line basis.

The principle changes compared to 30 September 2008 are related to:

- the acquisition of the Motorola Research Center branch;
- incorporation of TestaWebEDV in Aware Reply, giving life to the new company Bitmama of which Reply holds a 51% stake.

NOTE 4 - Revenues

Revenues from sales and services, including change in work in progress, amounted to 250,514 thousand Euros (80,214 thousand Euros in the third quarter 2009).

The following table shows the percentage breakdown of revenues by geographic area, determined as the area in which the services are executed:

Country	30/09/09	30/09/08
Italy	80.5%	80.0%
Germany	16.7%	18.9%
UK	2.8%	1.1%
	100.0%	100.0%

The following table shows the percentage breakdown of revenues by business line:

	30/09/09	30/09/08
Technologies	34.5%	35.9%
Applications	57.4%	53.4%
Processes	8.1%	10.7%
	100.0%	100.0%

NOTE 5 - Purchases

Detail is as follows:

3 rd Q 2009	3 rd Q 2008	(thousand Euros)	30/09/09	30/09/08
432	259	Software licenses for resale	3,473	3,887
516	475	Hardware for resale	589	1,447
695	826	Other	1,842	2,231
1,643	1,560	Total	5,904	7,565

The items “Software licenses for resale” and “Hardware for resale” include change in inventory of software and hardware products for resale.

NOTE 6 - Personnel expenses

Increase in personnel expenses amounted to 13,220 thousand Euros (3,509 thousand Euros in the third quarter) and mainly owes to the increase in human resources.

Detail of personnel by category is provided below:

(number)	30/09/09	30/09/08	Change
Directors	224	196	28
Managers	432	384	48
Staff	2,333	2,059	274
Total	2,989	2,639	350

Increase in the number of human resources is partially due to change in consolidation by n. 211 employees.

NOTE 7 - Services and other costs

Services and other costs as at 30 September 2009 amounted to 81,527 thousand Euros (78,729 thousand Euros in the corresponding period of the previous year) is detailed below:

3 rd Q 2009	3 rd Q 2008	(thousand Euros)	30/09/09	30/09/08
11,802	13,285	Commercial and technical consulting	37,550	36,120
4,020	4,445	Travelling and professional training expenses	12,319	13,144
5,926	5,299	Miscellaneous services	17,213	16,125
2,086	2,077	Office charges	6,513	5,948
1,671	1,712	Rental and Leasing	4,736	4,723
982	1,430	Other	3,196	2,669
26,487	28,248	Total	81,527	78,729

Office expenses include charges from related parties in connection to service contracts for the use of premises and centralized secretarial services.

NOTE 8 - Other unusual operating income/(expenses)

This item amounted to 435 thousand Euros and is related to events falling out of the ordinary course of business.

NOTE 9 - Amortisation, depreciation and write-downs

Depreciation of tangible assets, amounting to 2,792 thousand Euros (931 thousand Euros in the third quarter) has been determined on a straight-line basis at economic-technical rates that reflect the useful lives of the asset.

Amortization of intangible assets as at 30 September 2009 amounted to 1,757 thousand Euros (689 thousand Euros in the third quarter) and is related to:

- development charges capitalised according to IAS 38 (645 thousand Euros);
- software licenses used internally by the Group (715 thousand Euros);
- know how emerging from the allocation of goodwill (397 thousand Euros).

NOTE 10 - Financial income/(expenses)

Detail is as follows:

3 rd Q 2009	3 rd Q 2008	(thousand Euros)	30/09/09	30/09/08
64	496	Interest income	340	1,339
(497)	(926)	Interest expenses	(1,753)	(2,154)
16	6	Other	38	(12)
(417)	(424)	Total	(1,375)	(827)

The item *Interest income* mainly includes interest on bank accounts and decreased due to a fall in interest rates.

Interest expenses mainly include the interest costs related to the use of the syndicated bank loan granted by a pool of credit institutions for M&A operations.

NOTE 11 – Result from discontinued operations

As at September 30, 2009 there are no discontinued operations. The amount as at September 30, 2008 is referred to the assets, liabilities and result of the American companies Syskoplan Consulting and Syskoplan Holding, whose activities ceased in the month of December 2008.

NOTE 12 – Net financial position

The net financial position as at 30 September 2009 stood at a positive 5,573 thousand Euros with an increase of 13,287 thousand Euros compared to 30 June 2009. The improvement compared to the previous reporting period is related to cash flows generated by the operating activities.

Due to banks is referred to the partial utilization (46,020 thousand Euros) of the credit facility undersigned for M&A operations.

NOTE 13 – Events subsequent to 30 September 2009

Subsequent to 30 September 2009 no significant events have occurred.

NOTE 14 – Other information

The following is to be noted:

- Transactions among group companies are carried out at market prices and are eliminated during the consolidation process.
- Transactions carried out by the group companies with related parties that as of the reporting date are the parent company Alike S.r.l., are considered ordinary business and are carried out at normal market conditions.
- Pursuant to art. 150, 1 of the Italian Legislative Decree n. 58 of 24 February 1998, no transactions have been carried out by the members of the Board of Directors that might be in potential conflict of interests with the Company.

For the Board of Directors
The Chairman
Mario Rizzante

A handwritten signature in black ink, appearing to be "M. Rizzante", written in a cursive style.

_Declaration pursuant to Article 154-bis, paragraph 2 of legislative decree no. 58 of 24 February 1998, “Single text in matter of regulation of financial intermediation” and subsequent changes

The director responsible for preparing the Company's financial reports, Giuseppe Veneziano, declares, pursuant to paragraph 2 of Article 154-bis of the Consolidated Law on Finance, that the accounting information contained in this document corresponds to the results documented in the books, accounting and other records of the company.

Turin, 12 November 2009

/s/ Giuseppe Veneziano
(Director responsible of
drafting financial statements)

Giuseppe Veneziano

[_Annexed tables](#)

REPLY

Companies included in consolidation as at 30 September 2009

Company name	Headquarters	Group interest
PARENT COMPANY		
Reply S.p.A,	Torino - Corso Francia, 110	-
SUBSIDIARIES CONSOLIDATED ON A LINE-BY-LINE BASIS		
4cust Reply S.r.l.	Torino - Corso Francia, 110	80.00%
@logistics Reply S.r.l.	Torino - Corso Francia, 110	100.00%
Aktive Reply S.r.l.	Torino - Corso Francia, 110	100.00%
Atlas Reply S.r.l.	Torino - Corso Francia, 110	100.00%
Bitmama S.r.l.	Torino - Corso Francia, 110	51.00%
Axcel Reply S.r.l.	Torino - Corso Francia, 110	100.00%
Blue Reply S.r.l.	Torino - Corso Francia, 110	100.00%
Business Reply S.r.l.	Torino - Corso Francia, 110	100.00%
Cluster Reply S.r.l.	Torino - Corso Francia, 110	100.00%
Communication Valley S.p.A.	Parma – Via Budellungo, 2	100.00%
Discovery Reply S.r.l.	Torino - Corso Francia, 110	100.00%
e*finance consulting Reply S.r.l.	Torino - Corso Francia, 110	100.00%
Ekip S.r.l.	Torino - Corso Francia, 110	100.00%
EOS Reply S.r.l.	Torino - Corso Francia, 110	100.00%
Glue Reply Ltd.	London – Old Baily, 16	100.00%
Hermes Reply S.r.l.	Torino - Corso Francia, 110	100.00%
IrisCube Reply S.p.A.	Torino - Corso Francia, 110	100.00%
Iris SA	Savosa - Switzerland	100.00%
Open Reply S.r.l.	Torino - Corso Francia, 110	100.00%
Plus Reply S.r.l.	Torino - Corso Francia, 110	100.00%
Power Reply S.r.l.	Torino - Corso Francia, 110	85.00%
Reply Consulting S.r.l.	Torino - Corso Francia, 110	100.00%
Reply Services S.r.l.	Torino - Corso Francia, 110	100.00%
Spike Reply S.r.l.	Torino - Corso Francia, 110	100.00%
Square Reply S.r.l.	Torino - Corso Francia, 110	100.00%
Santer Reply S.p.A.	Milano - via Don Minzoni, 24	100.00%
Syskoplan Reply S.r.l.	Torino - Corso Francia, 110	100.00%
Syskoplan AG and its subsidiaries	Gutersloh, Germany	74.34%
Sytel Reply GmbH	Düsseldorf, Germany	100.00%
Sytel Reply S.r.l.	Torino - Corso Francia, 110	100.00%
Target Reply S.r.l.	Torino - Corso Francia, 110	80.00%
Technology Reply S.r.l.	Torino - Corso Francia, 110	100.00%
Twice Reply S.r.l.	Torino - Corso Francia, 110	94.00%
Whitehall Reply S.r.l.	Torino - Corso Francia, 110	100.00%

Corporate Information

Legal headquarters

Reply S.p.A.
Corso Francia, 110
10143 TORINO – ITALY
Tel. +39-011-7711594
Fax +39-011-7495416
www.reply.eu

Corporate Data

Share capital: Euros 4,795,885.64 i.v.
R.I. of Torino no. 112006/2000
C.C.I.A.A. 938289
Fiscal code 97579210010
VAT no. 08013390011

Marketing and communication

E-mail: marketing@reply.it
Tel. +39-011-7711594
Fax +39-011-7495416

Investor relations

E-mail: investor@reply.it
Tel. +39-02-535761
Fax +39-02-53576444

Corso Francia,110
10143 TORINO

Tel, +39 011 7711594
Fax +39 011 7495416
info@reply.it

[www,reply.eu](http://www.reply.eu)

