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Informazione Regolamentata n. 0525-22-2022	Data/Ora Ricezione 10 Marzo 2022 20:33:30	Euronext Star Milan
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Societa' : AMPLIFON  
Identificativo : 158327  
Informazione  
Regolamentata  
Nome utilizzatore : AMPLIFONN01 - Galli  
Tipologia : REGEM  
Data/Ora Ricezione : 10 Marzo 2022 20:33:30  
Data/Ora Inizio : 10 Marzo 2022 20:33:31  
Diffusione presunta  
Oggetto : Notice of call Ordinary Shareholders'  
Meeting on 22.04.2022

*Testo del comunicato*

Vedi allegato.

## NOTICE OF CALL - ORDINARY SHAREHOLDERS' MEETING

*AMPLIFON S.p.A.  
Share capital: EUR 4,527,772.40 fully subscribed and paid-in  
Registered Office in Milan - 131/133 Via Ripamonti  
Milan Company register: tax Code and registration No. 04923960159*

The Ordinary Shareholders' Meeting of Amplifon S.p.A. ("Amplifon" or the "Company") is convened at the Company's registered office in Milan, 131/133 Via Ripamonti, on 22 April 2022, at 10:00 a.m. CET, on single call, without physical attendance, to resolve on the following:

### AGENDA

1. Financial Statements as at 31 December 2021:
  - 1.1 Approval of the Financial Statements as at 31 December 2021; reports prepared by the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Consolidated Financial Statements as at 31 December 2021 and Report on Operations in accordance with Commission Delegated Regulation (EU) 2018/815 and subsequent amendments. Consolidated Non-Financial Statement as at 31 December 2021.
  - 1.2 Allocation of the earnings for the year.
2. Appointment of the Board of Directors, after determining the number of members:
  - 2.1 Determination of the numbers of members.
  - 2.2 Appointment of the Board of Directors.
3. Directors' remuneration for FY 2022.
4. Remuneration Report 2022 pursuant to art. 123-ter Legislative Decree 58/98 ("TUF") and art. 84-quater Issuers' Regulations:
  - 4.1 Binding resolution on the first section pursuant to art. 123-ter, par. 3-bis of the TUF.
  - 4.2 Non-binding resolution on the second section pursuant to art. 123-ter, par. 6 of the TUF.
5. 2022-2027 Co-investment Plan in favor of the Managing Director and General Manager (2022-2027 Sustainable Value Sharing Plan): resolutions pursuant to Article 114-bis of Legislative Decree 58/1998 ("TUF") and Article 84-bis of the Issuers' Regulations.
6. Approval of a plan for the purchase and disposal of treasury shares pursuant to articles 2357 and 2357-ter of the Italian Civil Code, following revocation of the current plan for the part not performed. Related and consequent resolutions.

### ***Share capital and voting rights as at the date of this Notice of call***

The subscribed and paid-in share capital of Amplifon S.p.A. is equal to Euro 4,527,772.40, divided into no. 226,388,620 ordinary shares with a nominal value of Euro 0.02 each. Each share gives the right to one vote or two votes pursuant to article 13 of the Company's Articles of Association (so-called "Increased Voting Right"), in the event the aforementioned right has been confirmed by the management body. As at 3 March 2022, the Company holds no. 2.188.380 treasury shares.

### ***Attendance at the Shareholders' Meeting***

Those holding the voting rights with the necessary certifications issued by an authorised intermediary, in accordance with the laws and regulations in force, are entitled to attend the Shareholders' Meeting.

In this respect, pursuant to art. 83-*sexies* of Legislative Decree n. 58 of 24 February 1998 ("TUF"), the entitlement to attend the Shareholders' Meeting and exercise voting rights must be certified by a statement to the Company, issued by the intermediary in accordance with its accounting records, in favour of each person entitled to exercise the voting rights, on the basis of the evidence as of the end of the seventh market trading day prior to the date on which the Shareholders' Meeting is called, namely by 11 April 2022 (the so-called "record date"). Those holding shares after said date will not be entitled to attend or vote at the Shareholders' Meeting. The intermediary must send the certification to the Company by the end of the third market trading day prior to the date on which the Shareholders' Meeting is called, *i.e.*, by 19 April 2022. In the event the Company receives the certification after this deadline, the shareholder will still be able to attend the meeting and vote as long as the certification is received prior to the beginning of the meeting, without prejudice to the rule according to which the shareholders' attendance and vote in the Shareholders' Meeting will take place exclusively through the Designated Representative, as further specified below.

### ***Right to attend and vote at the Shareholders' Meeting***

Pursuant to the provisions of Law Decree no. 18 dated 17 March 2020, "Cura Italia", converted, with amendments, into Law no. 27 dated 24 April 2020 (as recently extended by article 3, paragraph 1 of the Law Decree "Milleproroghe" 2022), issued in light of the COVID-19 epidemiological emergency, in order to reduce social mobility and gatherings (the "Decree"), the Company has decided to avail itself of the right - introduced by Article 106 of the Decree - to hold the Shareholders' Meeting with the attendance and vote of the shareholders **exclusively** through the proxy holder appointed by the Company pursuant to Article 135-*undecies* of the TUF (the "Designated Representative"), **without physical attendance**. Specifically, those entitled to vote shall therefore must grant - without any charges to the delegating party (except for any delivery costs) - a proxy as well as voting instructions to Aholding S.r.l., with registered office in Ivrea (To), in its quality of Designated Representative.

The proxy to the Designated Representative shall be submitted, with voting instructions on all or certain items on the Agenda, through a specific proxy form available on the Company's website <https://corporate.amplifon.com/> (Governance Section/Documents for the Shareholders' Section). The original proxy must be sent to the Designated Representative - along with a copy of a valid identity document of the delegating shareholder or, if such shareholder is a legal entity, of the *pro tempore* representative-at-law or another individual vested with the relevant powers, along with documentation suitable for the purpose of proving such capacity and powers - via registered letter with notice of receipt to its office in via Circonvallazione 5, 10010 Banchette (Torino) or to the following certified email address [assemblea@arubapec.it](mailto:assemblea@arubapec.it) (specifying in the object "Delega RD - Assemblea Amplifon 2022"), by the end of the second trading day prior to the date scheduled for the Shareholders' Meeting (*i.e.*, by 20 April 2022). Sending the proxy to the above mentioned certified e-mail address, signed with a qualified electronic signature or digital signature in accordance with the regulations in force, meets the requirements of the written form. The proxy will be valid only for the resolutions for which voting instructions are provided.

Within said term 20 April 2022, the proxy and the voting instructions may be revoked at any time using the procedures indicated above.

Proxies and/or sub-proxies, necessarily containing voting instructions on all or certain items on the Agenda, may be also granted to the above-mentioned Designated Representative pursuant to Article 135-*novies* of the TUF, through the use of a specific form available on the Company's internet website <https://corporate.amplifon.com/> (Governance Section/Documents for the Shareholders' Section). For the granting and notification of such proxies/subproxies, also by electronic means, the procedures described in the proxy form must be followed. The proxy must be received by 6:00 p.m. CET of the day prior to the Shareholders' Meeting (and in any case by the beginning of the meeting). Within the above-mentioned term, the proxy and the voting instructions may be revoked at any time using the procedures specified in the proxy form.

For further clarifications regarding the granting of the proxy to the Designated Representative (and, in particular, regarding the filling in of the proxy form and the voting instructions and their submission), please contact Aholding S.r.l. by e-mail at [monica.rossetton@aholding.cloud](mailto:monica.rossetton@aholding.cloud) or at the following phone number 0125 1865910.

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In light of the above, those entitled to vote shall not have access to the location of the Shareholders' Meeting. The attendance at the Shareholders' Meeting of the members of the corporate bodies, the Secretary and the Designated Representative, as well as any other individual authorized by the Chairman of the Board of Directors, in compliance with the COVID-19 lockdown measures provided for by the applicable law and regulations, shall also, or exclusively, be made through video/telecommunication means, in a manner that the Chairman will define and communicate to each of the abovementioned individuals, in accordance with the applicable law provisions.

No procedures are set for voting by e-mail or electronic means.

Please note that the date and/or place and/or attendance and/or voting procedures and/or the conduct of the Shareholders' Meeting mentioned in this Notice of call are subject to their compliance with the applicable regulations and/or with the provisions from time to time issued by the competent Authorities due to the epidemiological emergency in progress, as well as with the general rules of health protection. Any amendments shall be promptly notified with the same methods used for the publication of this Notice of call and/or through the information channels provided for under the regulations in force.

### ***Right to submit questions relating to the items on the Agenda***

Pursuant to art. 127-*ter* of the TUF, those entitled to voting rights may submit questions concerning the items on the Agenda prior to the Shareholders' Meeting (within 11 April 2022), by sending the questions via registered letter with notice of receipt to the Company's registered office, addressed to the Corporate Secretary Office, or to the certified e-mail address [segreteria.societaria@pec.amplifon.com](mailto:segreteria.societaria@pec.amplifon.com).

Questions shall be sent along with any information concerning the identity of the shareholders who submitted them. Shareholders will be entitled to submit questions solely if the certification attesting the share ownership is sent by the intermediary to the Company. Any questions submitted

until 11 April 2022 will be answered within 20 April 2022, at 10:00 a.m. CET. The Company will publish the answers to the questions received into a specific section on the website <https://corporate.amplifon.com/> (Governance Section/Documents for the Shareholders' Section) and, in any case, will provide a single answer to questions covering the same topic. It should be noted that only questions strictly pertinent to the items on the Agenda will be taken into account.

### ***Appointment of the Board of Directors***

Pursuant to Article 15 of the Articles of Association, the members of the Board of Directors will be appointed based on a list voting system, according to the procedures set out in the Articles of Association.

The shareholders who, on the submission date, individually or in conjunction with other shareholders, hold a total of shares with voting rights, representing at least 1% of the share capital, have the right to submit a list of candidates. The candidates included in the lists must be indicated in numerical order.

The lists must be filed with or received at the registered office of the Company by the 25th day prior to the date set for the Shareholders' Meeting (i.e. by 28 March 2022). They will be made available to the public at the registered office, on the Company's website and in the other ways specified by Consob at least 21 days before the date set for the Shareholders' Meeting (i.e. by 1 April 2022).

Each shareholder who individually or jointly submits a list at the Company's registered office must also provide the certification issued by intermediaries demonstrating the legitimacy of their rights, concurrently with the submission of the list or within the time limit set forth for the publication of the lists by the Company, pursuant to the applicable legislation, as well as a declaration stating, under its responsibility, the non-existence of a connection with any other submitted lists, pursuant to all applicable laws.

At the time of submission, each list must be accompanied by the CV, along with the personal and professional details of the candidates and by declarations in which each individual candidate accepts the candidacy and states, under his/her own responsibility, that there are no reasons for his/her ineligibility or incompatibility, as well as that he/she meets the requirements set forth by the law and in the Articles of Association, indicating whether he/she qualifies himself/herself as independent in accordance with the applicable law.

Lists that have three or more candidates must include candidates of both genders in accordance with the quotas established under the law in effect (rounding up, based on the rules provided for by the law - as well as the regulation - in effect at the time, in event of a fractional number).

The lists may be submitted by lodging them at the registered office of the Company, or by emailing them to the certified email address [segreteria.societaria@pec.amplifon.com](mailto:segreteria.societaria@pec.amplifon.com), together with the information that would allow for the identification of the subject who is filing or transmitting the lists.

For any additional details on preparing and submitting lists, as well as voting, please see Article 15 of the Articles of Association, available at our registered office and published on the Company's website <https://corporate.amplifon.com/> (Governance section).

### ***Right to add items to the Agenda of the Shareholders' Meeting***

In accordance with Article 126-bis of the TUF, shareholders representing, even jointly, at least one fortieth of the share capital may, within ten days from the publication of this Notice of call, request that additional items be added to the meeting's Agenda, indicating in the request the further topics proposed or the proposed resolutions relating to items which are already part of the

Agenda. The request, along with the certification attesting the share ownership, must be submitted in writing, together with the information concerning the identity of the shareholders who submitted it, via certified registered letter with notice of receipt to the registered office of Amplifon, addressed to the Corporate Secretary Office, or to the certified e-mail address [segreteria.societaria@pec.amplifon.com](mailto:segreteria.societaria@pec.amplifon.com). Sending to the above-mentioned certified e-mail address the requests for additions to the Agenda and/or further resolution proposals, signed with a qualified electronic signature or digital signature in accordance with the law provisions, meets the requirements of the written form.

Shareholders requesting that additional items be added to the Agenda must draft a report specifying the grounds for the proposed resolutions on the new items to be added to the Agenda, as well as for the proposed resolutions relating to items already on the Agenda. The report must be submitted to the Board of Directors by the same deadline as the request to add additional items. Simultaneously with the publication of the notice of additions to the Agenda, the report on the additional items that are being proposed for discussion at the Shareholders' Meeting, as a result of the requests above, will be made available to the public by the Company, with the same modalities adopted for the publication of the reports on the items on the Agenda, along with any statements made by the Board of Directors.

Any integrated list will be published in the same manner as this Notice of call at least 15 days before the date scheduled for the Shareholders' Meeting (*i.e.*, 7 April 2022).

### ***Documentation***

The documentation related to the Shareholders' Meeting will be made available to the public in compliance with the procedure and the terms under the applicable law, at the Company's registered office and on the Company's website <https://corporate.amplifon.com/>, as well as on the authorized storage system "eMarket STORAGE" available on the website [www.emarketstorage.com](http://www.emarketstorage.com).

Shareholders are entitled to obtain copies of the documentation filed.

### ***Additional Information***

For the purpose of the exercise of shareholders' rights, due to the current COVID-19 epidemiological emergency, the Company recommends using the methods of distance communication described in this Notice of call.

The Company will timely communicate an integration of this Notice of call or will issue other appropriate notices to the public should further provisions be issued by competent Authorities due to the current COVID-19 epidemiological emergency and be relevant for the modalities of conducting the meeting.

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For additional information on the Shareholders' Meeting, please visit <https://corporate.amplifon.com/> (Governance Section/Documents for the Shareholders' Section) or contact the Company's Investor Relations Department.

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This Notice of call is published on the Company's website <https://corporate.amplifon.com/>, on the authorized storage mechanism "eMarket STORAGE" available on the website [www.emarketstorage.com](http://www.emarketstorage.com), as well as an excerpt in the daily newspaper "Il Sole 24 Ore".

Milan, 11 March 2022

On behalf of the Board of Directors  
The Chairman

Susan Carol Holland

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#### **About Amplifon**

Amplifon, global leader in the hearing care retail market, empowers people to rediscover all the emotions of sound. Amplifon's some 17,000 people worldwide strive every day to understand the unique needs of every customer, delivering exclusive, innovative and highly personalized products and services, to ensure everyone the very best solution and an outstanding experience. The Group operates through a network of over 9,000 points of sale in 26 Countries and 5 continents. More information about the Group is available at: <https://corporate.amplifon.com>.

Fine Comunicato n.0525-22

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