

Informazione Regolamentata n. 0525-39-2015	Data/Ora Ricezione 09 Marzo 2015 18:33:34	MTA - Star
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Societa' : AMPLIFON

Identificativo : 54064

Informazione
Regolamentata

Nome utilizzatore : AMPLIFONNSS02 - Giorcelli

Tipologia : IRED 02

Data/Ora Ricezione : 09 Marzo 2015 18:33:34

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Diffusione presunta

Oggetto : Notice off call Shareholders' Meeting
21.04.2015

Testo del comunicato

Vedi allegato.



AMPLIFON S.p.A.
Share capital: Euro 4,494,807.02=
Registered office in Milan - Via Ripamonti n. 131/133
Milan Company Register and Tax ID no.: 04923960159

NOTICE OF CALL – ORDINARY SHAREHOLDERS' MEETING

Those entitled to attend are hereby convened to an Ordinary Shareholders' Meeting to be held at the company's registered office in Milan, Via Ripamonti n. 131/133, on 21 April 2015 at 10:00 a.m. CET, in single call, to discuss and resolve on the following:

Agenda

1. Approval of the Financial Statements as at December 31st, 2014; reports prepared by the Board of Directors, the Board of Statutory Auditors and the Independent Auditors; allocation of the earnings for the year; related and consequent resolutions. Consolidated financial statements as at December 31st, 2014 and the report on operations.
2. Appointment of a Director pursuant to art. 2386, 1st paragraph of the Italian Civil Code; related and consequent resolutions.
3. Appointment of the Board of Statutory Auditors and related remuneration.
4. Directors' remuneration for FY 2015.
5. Amendment to the Performance Stock Grant Plan 2014-2021 ("New Performance Stock Grant Plan 2014-2021"). Approval of the list of the directors, potential beneficiaries.
6. Remuneration Statement pursuant to art. 123-*ter* of Legislative Decree n. 58/98 ("TUF") and art. 84-*quater* of the Issuers' Regulations.
7. Proposal to approve 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; related and consequent resolutions.

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

The share capital of Amplifon S.p.A., fully paid-in, is Euro 4,494,807.02, divided in n. 224,740,351 ordinary shares with a nominal value of Euro 0.02 each. Each share gives the right to one vote at the Shareholders' Meeting. The Company holds n. 7,490,000 treasury shares.

Attendance at the Shareholders' Meeting

The meeting may be attended by those shareholders with voting rights holding the necessary certification issued by an authorized intermediary, in accordance with the law. Pursuant to art. 83-*sexies* of Legislative Decree n. 58 of 24 February 1998 ("TUF"), in order to be entitled to attend the Shareholders' Meeting and exercise voting rights the Company must receive a certification from the intermediary which states that the shareholder was the shareholder of record at the end of the seventh market trading session prior to the date on which the Shareholders' Meeting is called, namely by April 10th, 2015 (the "record date"). Those holding shares after said date will not be

able 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 session prior to the date on which the Shareholders' Meeting is called, namely by April 16th, 2015. In the event the Company receives 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.

Each shareholder may be represented at the meeting via written proxy, with the exception of any incompatibilities or limitations under the law.

To this end, those holding voting rights may use the attached proxy form issued by the authorized intermediary or the copy found on the website www.amplifon.com in the "Investors" section. Each shareholder may also submit a proxy via e-mail to the following certified e-mail address: segreteria.societaria@pec.amplifon.com, or via registered certified mail addressed to the corporate Secretariat Office, to be received by the Company's registered office before the meeting is scheduled to begin.

The proxy, with voting instructions relating to all or some of the items on the agenda, may be granted to the company Omniservizi F&A S.r.l., Via Circonvallazione n. 5 – 10010 Banchette (TO) - Italy, designated by the Company pursuant to art. 135-*undecies* of TUF (the "Designated Representative") by signing the proxy form found in the "Investors" section on the website www.amplifon.com, as long as it is sent to Omniservizi's registered office via registered certified mail or via e-mail to the following certified e-mail address: assemblea@legalmail.it by the end of the second market trading day prior to the date on which the meeting is to be held (namely April 17th, 2015). The proxy will be valid only for the resolutions for which voting instructions are provided. The designated representative may not be granted proxies which do not comply with art. 135-*undecies* of TUF.

Appointment of the members of the Board of Statutory Auditors

In reference to the third item of the agenda, pursuant to art. 24 of the Articles of Association, the members of the Board of Statutory Auditors will be appointed based on a list voting system, according to the methods set forth in the Articles of Association.

The shareholders who, individually or jointly with other shareholders, hold a total of shares with rights to vote, representing at least 1% of the share capital, have the right to submit a list of candidates to the company on the set forth submission day.

The lists must include candidates for the position of Statutory Auditor and for the position of Alternate Auditor of both genders, so as to ensure a gender balance, pursuant to the applicable pro-tempore legislation.

At the submission time, each list must be accompanied by the resume of the designated subjects, by information on the personal and professional characteristics of the candidates and by declarations with which the individual candidates accept the candidacy and state, under their own responsibility, the non-existence of reasons of ineligibility or incompatibility, as well as compliance with the requirements set forth by the law and in the Articles of Association. 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 on first call (namely by March 27th, 2015).

Each shareholder who submits individually or jointly a list, must provide also the certification issued by intermediaries demonstrating the legitimacy of their rights, concurrently with the submission of the list by the time limit set forth for the publication of the lists by the Company, pursuant to the applicable legislation (namely by March 31st, 2015) as well as a declaration stating, under their responsibility, the

non-existence of a connection with any other submitted lists, pursuant to all applicable laws.

If by the deadline of March 27th, 2015 no list or only one list or only lists submitted jointly by shareholders who are connected with each other pursuant to art. 144-*quinquies* of R.E. (resolution n. 11971/1999 as amended) have been submitted, the required time limit for the presentation of the lists will be extended for another 3 days, until March 30th, 2015. In this case, the minimum thresholds for the submission of the lists, are reduced by half.

The documentation concerning the lists can be submitted by filing it with the registered office of the Company, or by emailing it to the certified e-mail address segreteria.societaria@pec.amplifon.com, together with the information that would allow for the identification of the subject who is filing or transmitting the list.

Right to submit questions relating to the items on the agenda

The shareholders with voting rights, pursuant to art. 127-*ter* of TUF, may submit questions concerning the items on the agenda even prior to the Shareholders' Meeting, but in any case by April 18th, 2015, by sending the questions via certified registered mail to the corporate Secretariat Office or via e-mail to the following certified e-mail address: segreteria.societaria@pec.amplifon.com. Shareholders will be entitled to submit questions solely if the certification attesting to share ownership is sent by the intermediary to the Company. Any questions submitted will be answered, at the latest, during the meeting itself. The Company reserves the right to answer the questions received in a specific part of the "Investors" section of the website www.amplifon.com and, at any rate, to provide a single answer to questions having the same content.

Right to add items to the agenda of the Shareholders' Meeting

In accordance with art. 126-*bis* of TUF, shareholders representing, including jointly, at least one fortieth of the share capital may, within ten days from the publication of this notice, 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 to share ownership, must be submitted in writing via certified registered mail of the registered office of Amplifon S.p.A., addressed to the corporate Secretariat Office, or via e-mail to the following certified e-mail address: segreteria.societaria@pec.amplifon.com. The shareholders requesting that additional items be added to the agenda must draft a report in which the motivation underlying the request, as well as the proposed resolutions relating to items already on the agenda, are described. The report must be submitted to the Board of Directors by the same deadline as the request to add additional items. The report on the additional items that are being proposed for discussion at the Shareholders' Meeting as per the above will be made available to the public when the notice that items will be added to the agenda is published.

Any amended list will be published in the same manner as this notice of call.

Documentation

The documentation relating to the items included in the agenda will be made available to the public at the Company's registered office and on the Company's website www.amplifon.com, in the "Investors" section within the time period required by law. More in detail, the following documents will be made available:

- (i) the Financial Report and the other documents as per art. 154-*ter* of TUF and the documentation pursuant to art. 77, par. 2-*bis* of the Issuers' Regulations (the latter solely at the Company's registered office), along with the Directors' Report on Items 6 and 7 of the Agenda, at least 21 days before the Shareholders' Meeting;
- (ii) the Directors' Report on items 2, 3 and 4 of the agenda, concurrently with the publication of this notice;
- (iii) the Board of Directors' Report on item 5 of the agenda, concurrently with the publication of this notice, pursuant to art. 84-*bis* of the Issuers' Regulations.

Shareholders are entitled to obtain copies of the documentation filed.

For further information on the Shareholders' Meeting, please refer to the "Investors" section of the corporate website www.amplifon.com, or contact the Company's *Investor Relations* Department.

Milan, March 3rd, 2015

On behalf of the Board of Directors
The Executive Director
Franco Moschetti

Fine Comunicato n.0525-39

Numero di Pagine: 6