

# Bit Market Services

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Societa' : AMPLIFON

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Regolamentata

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Oggetto : Notice of call Ordinary Shareholders'  
Meeting, 20 October 2015

*Testo del comunicato*

Vedi allegato.

**ORDINARY SHAREHOLDERS' MEETING**

**20 October 2015**

**NOTICE OF CALL**



AMPLIFON S.p.A.  
Share capital: €4,506,360.58=, fully paid-in  
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 October 20<sup>th</sup>, 2015 at 11:30 a.m. CET in single call, to discuss and resolve on the following:

### **Agenda**

1. Appointment of a Director pursuant to Article 15 of the Articles of Association after having determined the number of members of the Board of Directors.

### **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 €4,506,360.58, divided into 225,318,029 ordinary shares with a nominal value of €0.02 each. Each share gives the right to one vote at the Shareholders' Meeting. The Company holds 6,605,208 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 authorised intermediary, in accordance with the law. Pursuant to art. 83-*sexies* of Legislative Decree no. 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 October 9<sup>th</sup>, 2015 (the *record date*). Those only 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 October 15<sup>th</sup>, 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.

Toward this end, those holding voting rights may use the attached proxy form issued

by the authorised intermediary or the copy found on the website [www.amplifon.com](http://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](mailto:segreteria.societaria@pec.amplifon.com), or via registered certified mail to the Company's registered office, 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 no. 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](http://www.amplifon.com), as long as it is sent to the registered office via registered certified mail or via e-mail to the following certified e-mail address: [assemblea.amplifon@legalmail.it](mailto:assemblea.amplifon@legalmail.it) by the end of the second stock market trading session prior to the date on which the meeting is to be held (namely October 16<sup>th</sup>, 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.

### **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, within October 17<sup>th</sup>, 2015, by sending the questions via certified registered mail to the Company's registered office, addressed to the Corporate Secretariat Office, or via e-mail to the following certified e-mail address: [segreteria.societaria@pec.amplifon.com](mailto: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 online in a specific part of the *Investors* section of the website [www.amplifon.com](http://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 to 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](mailto: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.

## **1. Appointment of a Director**

Pursuant to art. 15 of the Company Articles of Association, the appointment of the members of the Board of Directors will be made on the basis of lists, in which candidates must be listed in numerical order.

The shareholders who, individually or jointly with other shareholders, hold a total of shares with voting rights which represents at least 1% of the share capital have the right to submit a list of candidates.

The lists must be filed with or received at the Company's registered office by the 25<sup>th</sup> day prior to the date set for the Shareholders' Meeting (namely by September 25<sup>th</sup>, 2015). They will be made available to the public at the Company's registered office, on the Company's website, in the *Investors* section, and in accordance with the other methods indicated by CONSOB at least 21 days prior to the date on which the Shareholders' Meeting is to be held (namely by September 29<sup>th</sup>, 2015).

Each shareholder who, individually or jointly, submits a list at the Company's registered office must also provide the certification issued by the authorized intermediaries attesting the legitimacy of their rights, concurrently with the submission of the list within the term set forth for the publication of the lists by the Company, pursuant to the applicable laws and regulations, 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.

Each list, when filed, must include the detailed *curriculum vitae* of the designated candidate, as well as information on his/her personal and professional characteristics together with the declaration in which the candidate accepts the candidacy and declares, under his/her own responsibility, that there are no reasons of ineligibility or incompatibility, as well as he/she possesses the requirements set forth by law and the Articles of Association, indicating whether he/she qualifies as independent in accordance with applicable law.

The lists may be submitted by filing them with the Company's registered office or by e-mailing them to the certified e-mail 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.

## **Documentation**

The Directors' Report on the proposed agenda will be made available to the public when this notice is published at the Company's registered office and on the Company's website at [www.amplifon.com](http://www.amplifon.com), in the *Investors* section.

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 Company's website, [www.amplifon.com](http://www.amplifon.com), or contact the Company's Investor Relations Department.

Milan, September 4th, 2015

On behalf of the Board of Directors  
The Chairperson  
Susan Carol Holland

Fine Comunicato n.0525-129

Numero di Pagine: 7