

# Bit Market Services

Informazione Regolamentata n. 0525-30-2016	Data/Ora Ricezione 07 Marzo 2016 18:11:07	MTA - Star
--	---	------------

Societa' : AMPLIFON

Identificativo : 70355

Informazione  
Regolamentata

Nome utilizzatore : AMPLIFONNSS02 - Giorcelli

Tipologia : IRED 02

Data/Ora Ricezione : 07 Marzo 2016 18:11:07

Data/Ora Inizio : 07 Marzo 2016 18:26:08

Diffusione presunta

Oggetto : Notice of call – Ordinary Shareholders'  
Meeting on 18 April 2016

*Testo del comunicato*

Vedi allegato.



AMPLIFON S.p.A.  
Share capital: Euro 4,510,293.94=  
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 18 April 2016, at 10:00 a.m. in a single call, to discuss and resolve on the following:

### **Agenda**

1. Approval of the Financial Statements as at 31 December 2015; 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 31 December 2015 and the report on operations.
2. Appointment of Board of Directors, after determining the number of members.
3. Directors' remuneration for FY 2016.
4. Amendment to the "New Performance Stock Grant Plan 2014-2021" concerning French beneficiaries. Approval of the list of the directors as potential beneficiaries.
5. Remuneration statement (art. 123-*ter* Legislative Decree 58/98 ("TUF") and art. 84-*quater* 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; 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 up, amounts to €4,510,293.94, divided into 225,514,697 ordinary shares with a nominal value of € 0.02 each. Each share gives the right to one vote at the Shareholders' Meeting. As at 2 March 2016 the Company holds 6,426,583 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 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 7 April 2016 (the "record date"). Those holding shares only after said date will not be entitled to participate in 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, i.e. by 13 April 2016. 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 authorised intermediary or the copy found on the website [www.amplifon.com/corporate](http://www.amplifon.com/corporate) (Governance 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 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 Article 135-*undecies* of the TUF (the "Designated Representative") by signing the proxy form found on the website [www.amplifon.com/corporate](http://www.amplifon.com/corporate) (Governance section), 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@legalmail.it](mailto: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 14 April 2016). 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 Article 135-*undecies* of the TUF.

### ***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 rights to vote, 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 25<sup>th</sup> day prior to the date set for the Shareholders' Meeting (i.e. by 24 March 2016). 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 28 March 2016).

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 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 their 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 their ineligibility or incompatibility, as well as that they meet the requirements set forth by the law and in the Articles of Association, indicating whether a candidate qualifies as independent in accordance with the applicable law.

Lists that have three or more candidates must include candidates of both genders, so that at least one third of the candidates belongs to the least represented gender.

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: [www.amplifon.com/corporate](http://www.amplifon.com/corporate) (Governance section).

#### ***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 15 April 2016, 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](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 website [www.amplifon.com/corporate](http://www.amplifon.com/corporate) (Governance section), 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 Article 126-bis of the 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 letter sent 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). 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 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. 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 on the agenda will be made available to the public at the Company's registered office and on the Company's website [www.amplifon.com/corporate](http://www.amplifon.com/corporate) (Governance section) within the time limits laid down 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) at least 15 days before the Shareholders' Meeting;
- (ii) the Directors' Report on items 1, 2, 3, 4 and 5 of the agenda, concurrently with the publication of this notice;
- (iii) the Directors' Report on item 6 of the agenda, at least 21 days before the date set for the Shareholders' Meeting.

Shareholders are entitled to obtain copies of the documentation filed.

For further information on the Shareholders' Meeting, please visit [www.amplifon.com/corporate](http://www.amplifon.com/corporate) (Governance section), or contact the Company's Investor Relations Department.

Milan, 8 March 2016

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

Fine Comunicato n.0525-30

Numero di Pagine: 6