



SPAFID CONNECT

Informazione Regolamentata n. 0525-32-2017	Data/Ora Ricezione 10 Marzo 2017 18:09:49	MTA - Star
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Societa' : AMPLIFON

Identificativo : 86074

Informazione
Regolamentata

Nome utilizzatore : AMPLIFONNSS02 - Galli

Tipologia : IRED 02

Data/Ora Ricezione : 10 Marzo 2017 18:09:49

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Diffusione presunta

Oggetto : Notice of call - ordinary Shareholders'
Meeting April 20, 2017

Testo del comunicato

Vedi allegato.

AMPLIFON S.p.A.

Share capital: Euro 4,524,402.72=

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 April 20th, 2017 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, 2016; 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, 2016 and the Report on Operations.
2. Directors' remuneration for FY 2017.
3. Remuneration Statement (art. 123-*ter* Legislative Decree 58/98 ("TUF") and art. 84-*quater* Issuers' Regulations).
4. 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, is Euro 4,524,402.72, divided in 226,220,136 ordinary shares with a nominal value of Euro 0.02 each.

Each share is entitled to one vote or two votes pursuant to Article 13 of the Articles of Association (so-called "Increased Voting Rights") in the event the aforementioned right has been confirmed by the management body. At February 28th, 2017, the Company holds 7,251,510 treasury shares.

Attendance at the Shareholders' Meeting

The meeting may be attended by shareholders holding voting rights and the necessary certification issued by an authorized intermediary, in accordance with the law. Pursuant to art. 83-*sexies* of Legislative Decree n. 58 of February 24th, 1998 ("TUF"), the entitlement to attend the Shareholders' Meeting and exercise voting rights must be certified by a communication to the Company made by the

shareholder's intermediary on behalf of the shareholder, which states, in accordance with their accounting records, the ownership of shares as of the end of the seventh market trading session prior to the date on which the Shareholders' Meeting is called, namely by April 7th, 2017 (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, i.e. by April 13th, 2017. In the event the Company receives certification after this deadline, the shareholder will still be able to attend the meeting and vote if 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 proxy form attached to the communication issued by the authorised intermediary or the copy found on the website 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, or via registered certified mail addressed to the Corporate Secretary Office, to be received by the Company's registered office before the beginning of the meeting.

The proxy, with voting instructions relating to all or some of the items on the Agenda, may be granted free of charge 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 (Governance section), as long as it is sent to the registered office via certified registered 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 18th, 2017). 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

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 17th, 2017, by sending the questions via certified registered mail to the Corporate Secretary 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 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 (Governance section), and, at any rate, to provide a single answer to questions having the same content.

Additions 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 the further topics proposed or the proposed resolutions relating to items already part of the agenda. The request, along with the certification attesting share ownership, must be submitted in writing via certified registered mail to the registered office of Amplifon S.p.A., addressed to the Corporate Secretary Office, or via e-mail to the following certified e-mail address: segreteria.societaria@pec.amplifon.com. The shareholders requesting additional items be added to the agenda must draft a report in which the motivation underlying the request, as well as the related proposed resolutions are described. The report must be submitted to the Board of Directors by the same deadline as the request to add items to the agenda. The report on the additional items being proposed for discussion at the Shareholders' Meeting as per the above will be made available to the public at the same time as the publication of the notice of additions to the agenda.

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 (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, and 3 of the agenda, concurrently with the publication of this notice;
- (iii) the Directors' Report on item 4 of the agenda, at least 21 days before the date set for the Shareholders' Meeting.

Shareholders are entitled to obtain copies of the filed documentation.

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

Milan, March 13th, 2017

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

Fine Comunicato n.0525-32

Numero di Pagine: 5