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Societa' : AMPLIFON

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Regolamentata

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Diffusione presunta

Oggetto : Notice of Call of the Ordinary Shareholders'
Meeting to be held on 17 Aprile 2019

Testo del comunicato

Vedi allegato.

NOTICE OF CALL – ORDINARY SHAREHOLDERS' MEETING

AMPLIFON S.p.A.
Share capital: EUR 4,527,072.40
Registered Office in Milan - Via Ripamonti n. 131/133
Milan Company register: tax Code and registration No. 04923960159

Those entitled to attend are hereby convened to an Ordinary Shareholders' Meeting to be held at the company's registered office in Milan, 131/133 Via Ripamonti, on 17 April 2019, at 10:00 a.m. CET, in a single call, to resolve on the following:

AGENDA

1. Approval of the Financial Statements as at 31 December 2018; 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 2018 and Report on Operations. Non-Financial Disclosure as at 31 December 2018.
2. Appointment of the Board of Directors, after determining the number of members.
3. Directors' remuneration for FY 2019.
4. Stock grant plan in favour of the employees and self-employees of the Company and its subsidiaries for 2019-2025 ("Stock Grant Plan 2019-2025"). Approval of the list of directors 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, is Euro 4,527,072.40, divided into 226,353,620 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 5 March 2019, the Company holds 5,679,245 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 laws and regulations in force. 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 the Company must be certified by the intermediary which states, based on the accounting records the ownership of the shares as of the end of the seventh market trading day prior to the date on which the Shareholders' Meeting is called, namely by 8 April 2019 (the "**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 12 April 2019. 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 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 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 Aholding S.r.l., designated by the Company, pursuant to Article 135-undecies of the TUF, as the subject to whom the shareholders can grant proxies free of charge (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 Designated Representative via registered certified mail to its operative offices in Via Circonvallazione n. 5, 10010 Banchette (Torino) or via e-mail to the following certified e-mail address: assemblea@arubapec.it by the end of the second market trading day prior to the date on which the meeting is to be held (namely 15 April 2019). 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.

Right To submit questions relating to the items put 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 (no later than 12 April 2019), 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 the share ownership is sent by the intermediary to the Company. Any questions submitted until 12 April 2019 will be answered no later than 15 April 2019. The Company will publish the answers to the questions received into a specific part of the website www.amplifon.com/corporate (Governance section), and, at any rate, will provide a single answer to questions having the same content.

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 23 March 2019). 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 27 March 2019).

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, 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, 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 (Governance section).

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 the 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 Secretary Office, or via e-mail to the following certified e-mail address: 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 (Governance section) within the time limits laid down by law.

Shareholders are entitled to obtain copies of the documentation filed.

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

Milan, 8 March 2019

On behalf of the Board of Directors
The Chairman

Susan Carol Holland

About Amplifon

Amplifon, global leader in the hearing care retail market, empowers people to rediscover all the emotions of sound. Amplifon's around 16,000 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 around 11,000 points of sale in 29 Countries and 5 continents. More information about the Group is available at: www.amplifon.com/corporate.

Fine Comunicato n.0525-4

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