



SPAFID CONNECT

Informazione Regolamentata n. 0525-21-2020	Data/Ora Ricezione 24 Marzo 2020 21:35:30	MTA - Star
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Societa' : AMPLIFON

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Informazione
Regolamentata

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Data/Ora Ricezione : 24 Marzo 2020 21:35:30

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Diffusione presunta

Oggetto : Notice of call of the Ordinary Shareholders'
Meeting to be held on 24 April, 2020

Testo del comunicato

Vedi allegato.

NOTICE OF CALL – ORDINARY SHAREHOLDERS' MEETING

AMPLIFON S.p.A.
Share capital: EUR 4,527,772.40
Registered Office in Milan - Via Ripamonti n. 131/133
Milan Company register: tax Code and registration No. 04923960159

The Ordinary Shareholders' Meeting is convened at the Company's registered office in Milan, 131/133 Via Ripamonti, on 24 April 2020, at 10:00 a.m. CET, in a single call and without physical participation by the shareholders, to resolve on the following:

AGENDA

1. Approval of the Financial Statements as at 31 December 2019; 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 2019 and Report on Operations. Consolidated Non-Financial Statement as at 31 December 2019.
2. Directors' remuneration for FY 2020.
3. Remuneration Report 2020 pursuant to 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 4,527,772.40, divided into 226,388,620 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 4 March 2020, the Company holds 3,211,827 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 15 April 2020 (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 21 April 2020. 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.

In compliance with the Italian Law Decree No. 18 of 17 March 2020, “Cura Italia”, (the “Decree”), Amplifon S.p.A., availing itself of the option laid down by the article 106 of the Decree, in order to protect the health of those holding voting rights as well as of any other stakeholders, has decided that the Shareholders’ Meeting will take place without physical participation by the shareholders.

Therefore, in order to participate at the Shareholders’ Meeting, those holding voting rights, can only make use of the Designated Representative (as defined below) to whom they may confer a proxy, with voting instructions relating to all or some of the items on the Agenda, in accordance with the modalities and terms described hereunder.

Pursuant to Article 135 of the TUF, the Company has designated Aholding S.r.l. as the subject to whom the shareholders can grant proxies free of charge (the “Designated Representative”) by signing the proxy form available on the website [https://corporate.amplifon.com/](https://corporate.amplifon.com/Governance/Documents%20for%20the%20Shareholders) (Governance/Documents for the Shareholders section) to be 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 22 April 2020). 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.

Sub-delegations may also be granted to the Designated Representative, pursuant to article 135-novies TUF, also derogating to the provisions set out in art. 135-undecies, paragraph 4, 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 prior to the Shareholders’ Meeting (no later than 15 April 2020), by sending the questions 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 15 April 2020 will be answered no later than 22 April 2020. The Company will publish the answers to the questions received into a specific part of the website <https://corporate.amplifon.com/> (Governance/Documents for the Shareholders section), and, at any rate, will 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 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 and, in addition, 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 <https://corporate.amplifon.com/> (Governance/Documents for the Shareholders 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 <https://corporate.amplifon.com/> (Governance section/Documents for the Shareholders section) or contact the Company's Investor Relations Department.

Milan, 25 March 2020

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 some 17,000 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 28 Countries and 5 continents. More information about the Group is available at: <https://corporate.amplifon.com>.

Fine Comunicato n.0525-21

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