

Informazione Regolamentata n. 0525-8-2024	Data/Ora Inizio Diffusione 7 Marzo 2024 19:31:04	Euronext Star Milan
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Societa' : AMPLIFON

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Regolamentata : 187062

Utenza - Referente : AMPLIFONN01 - Galli

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Data/Ora Ricezione : 7 Marzo 2024 19:31:04

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Oggetto : Notice of call ordinary Shareholders Meeting on
April 24, 2024

Testo del comunicato

Vedi allegato



NOTICE OF CALL - ORDINARY SHAREHOLDERS' MEETING

AMPLIFON S.p.A.

Share capital: EUR 4,527,772,40 fully subscribed and paid-in

Registered Office in Milan - Via Ripamonti 131/133

Milan Company register: tax Code and registration No. 04923960159

The Ordinary Shareholders' Meeting of Amplifon S.p.A. ("Amplifon" or the "Company") is convened at the Company's registered office in Milan, Via Ripamonti 131/133, on 24 April 2024, at 5:00 p.m., on single call, without physical attendance, to resolve on the following:

AGENDA

1. Financial Statements as at 31 December 2023:
 - 1.1 Approval of the Financial Statements as at 31 December 2023; reports prepared by the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Consolidated Financial Statements as at 31 December 2023 and Report on Operations in accordance with Commission Delegated Regulation (EU) 2019/815 and subsequent amendments. Consolidated Non-Financial Statement as at 31 December 2023.
 - 1.2 Allocation of the earnings for the year.
2. Directors' remuneration for FY 2024.
3. Appointment of the members and determination of the remuneration of the Board of Statutory Auditors for the years 2024/2026:
 - 3.1 Appointment of the Effective and Alternate Auditors.
 - 3.2 Determination of the remuneration.
4. Remuneration Report 2024 pursuant to art. 123-ter Legislative Decree 58/98 ("TUF") and art. 84-*quater* Issuers' Regulations:
 - 4.1 Binding resolution on the first section pursuant to art. 123-ter, par. 3-*bis* and 3-*ter* of the TUF.
 - 4.2 Non-binding resolution on the second section pursuant to art. 123-ter, par. 6 of the TUF.
5. 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 for the part not performed. Related and consequent resolutions.

Share capital and voting rights as at the date of this Notice of call

The subscribed and paid-in share capital of Amplifon S.p.A. is equal to Euro 4.527.772,40 divided into no. 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 7 March 2024, the Company holds no. 642.148 treasury shares equivalent to 0,284% of the company's share capital at the same date.

Entitlement to attend the Shareholders' Meeting

Those holding the voting rights with the necessary certifications issued by an authorised intermediary, in accordance with the laws and regulations in force, are entitled to attend the Shareholders' Meeting.

In this respect, pursuant to art. 83-*sexies* TUF, the entitlement to attend the Shareholders' Meeting and exercise voting rights must be certified by a statement to the Company, issued by the intermediary in accordance with its accounting records, in favour of each person entitled to exercise the voting rights, on the basis of the evidence 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 2024 (the so-called "**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 19 April 2024. In the event the Company receives the 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, without prejudice to the rule according to which the shareholders' attendance and vote in the Shareholders' Meeting will take place exclusively through the Designated Representative, as further specified below.

Right to attend and vote at the Shareholders' Meeting

Pursuant to the applicable law¹, the Company has decided to avail itself of the right to hold the Shareholders' Meeting with the attendance and vote of the shareholders **exclusively** through the proxy holder appointed by the Company pursuant to Article 135-*undecies* of the TUF (the "**Designated Representative**"), **without physical attendance**. This choice in fact makes it easier the attendance for those entitled (as demonstrated by the positive feedback in terms of attendance recorded in recent years with the introduction of the Designated Representative), as well as a saving of resources for the Company.

Therefore, those entitled to vote shall therefore must grant - without any charges to the delegating party (except for any delivery costs) - a proxy as well as voting instructions to Aholding S.r.l., with registered office in Ivrea (To), in its quality of Designated Representative.

The proxy to the Designated Representative shall be submitted, with voting instructions on all or certain items on the Agenda, through a specific proxy form available on the Company's website <https://corporate.amplifon.com/> (Governance Section/Documents for the Shareholders'). The original proxy must be sent to the Designated Representative - along with a copy of a valid identity document of the delegating shareholder or, if such shareholder is a legal entity, of the *pro tempore* representative-at-law or another individual vested with the relevant powers, along with documentation suitable for the purpose of proving such capacity and powers - via registered letter with notice of receipt to its office in via Circonvallazione 5, 10010 Banchette (Torino) or to the following certified email address assemblea@arubapec.it (specifying in the object "Delega RD - Assemblea Amplifon 2024"), by the end of the second trading day prior to the date scheduled for the Shareholders' Meeting (*i.e.*, by 22 April 2024). Sending the proxy to the above mentioned certified e-mail address, signed with a qualified electronic signature or digital signature in accordance with the regulations in force, meets the requirements of the written form. The proxy will be valid only for the resolutions for which voting instructions are provided.

Within said term 22 April 2024, the proxy and the voting instructions may be revoked at any time using the procedures indicated above.

Proxies and/or sub-proxies, necessarily containing voting instructions on all or certain items on the Agenda, may be also granted to the above-mentioned Designated Representative pursuant to

¹ Law No. 18/2024 converting the Law Decree 215/2023 (the so-called "**Milleproroghe**") allows shareholders' meetings to continue to be held "behind closed doors" until 04/30/2024.



Article 135-*novies* of the TUF, through the use of a specific form available on the Company's internet website <https://corporate.amplifon.com/> (Governance Section/Documents for the Shareholders'). For the granting and notification of such proxies/subproxies, also by electronic means, the procedures described in the proxy form must be followed. The proxy must be received by 6:00 p.m. CET of the day prior to the Shareholders' Meeting (and in any case by the beginning of the meeting). Within the above-mentioned term, the proxy and the voting instructions may be revoked at any time using the procedures specified in the proxy form.

For further clarifications regarding the granting of the proxy to the Designated Representative (and, in particular, regarding the filling in of the proxy form and the voting instructions and their submission), please contact Aholding S.r.l. by e-mail at monica.rossetton@aholding.cloud or at the following phone number 0125 1865910.

In light of the above, those entitled to vote shall not have access to the location of the Shareholders' Meeting. The attendance at the Shareholders' Meeting of the members of the corporate bodies, the Secretary and the Designated Representative, as well as any other individual authorized by the Chairman of the Board of Directors shall also, or exclusively, be made through video/telecommunication means, in a manner that the Chairman will define and communicate. No procedures are set for voting by e-mail or electronic means.

Right to submit questions relating to the items on the Agenda

Pursuant to art. 127-*ter* of the TUF, those entitled to voting rights may submit questions concerning the items on the Agenda prior to the Shareholders' Meeting (within 15 April 2024), by sending the questions via registered letter with notice of receipt to the Company's registered office, addressed to the Corporate Secretary Office, or to the certified e-mail address segreteria.societaria@pec.amplifon.com.

Questions shall be sent along with any information concerning the identity of the shareholders who submitted them. 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 2024 will be answered within 22 April 2024, at 10:00 a.m. CET. The Company will publish the answers to the questions received into a specific section on the website <https://corporate.amplifon.com/> (Governance Section/Documents for the Shareholders' Section) and, in any case, will provide a single answer to questions covering the same topic. It should be noted that only questions strictly pertinent to the items on the Agenda will be taken into account.

Appointment of the members of the Board of Statutory Auditors

With reference to the third item on the Agenda, pursuant to art. 24 of the Articles of Association, the appointment of the members of the Board of Statutory Auditors shall be carried out by means of list voting, in accordance with the procedures set out in the Articles of Association, to which reference should be made.

Shareholders who, alone or together with other shareholders, hold voting shares representing at least 1% of the share capital on the day the list is submitted to the Company, are entitled to submit lists of candidates, in which candidates must be indicated by consecutive number (as established by Consob Resolution No. 92 of January 31, 2024).

Lists must be filed or received at the Company's registered office by the 25th day prior to the date set for the Shareholders' Meeting (i.e., by March 30, 2024). They will be made available to the public at the Company's registered office, on the Company's website, and in such other forms as required by Consob at least 21 days before the date set for the Shareholders' Meeting (i.e., by April 3, 2024).

Each shareholder who submits or participates in the submission of a list must file at the Company's registered office the certification issued by intermediaries proving the legitimacy to exercise



rights concurrently with the submission of the list by the term set forth for the publication of the lists by the Company, pursuant to the applicable legislation, as well as a declaration stating, under his or her own responsibility, the non-existence of a connection with the other submitted lists, pursuant to all applicable laws.

Upon presentation, each list must be accompanied by the resume of the designated subjects, by information on the personal and professional characteristics of the candidates and by the declarations in which each candidate accepts the candidacy and states, under his/her own responsibility, that there are no reasons for ineligibility or incompatibility, as well as that he/she complies with the requirements set out by law and the Articles of Association.

The lists must be composed of candidates for the office of Effective Auditor and Alternate Auditor belonging to both genders, so that the balance between genders provided for by the law (including regulations) in force at the time is ensured.

Lists must be submitted by filing at the Company's registered office, or by electronic communication to the certified e-mail address segreteria.societaria@pec.amplifon.com, together with information enabling the identification of the person filing or transmitting the lists. For further information regarding the procedures for drafting, submitting, and voting on lists, please refer to the provisions of Article 24 of the Articles of Association, available at the Company's registered office and published on the Company's website at <https://corporate.amplifon.com/it>.

Right to add items to the Agenda of the Shareholders' Meeting

In accordance with Article 126-*bis* of the TUF, shareholders representing, even jointly, at least one fortieth of the share capital may, within ten days from the publication of this Notice of call, 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, together with the information concerning the identity of the shareholders who submitted it, via certified registered letter with notice of receipt to the registered office of Amplifon, addressed to the Corporate Secretary Office, or to the certified e-mail address segreteria.societaria@pec.amplifon.com. Sending to the above-mentioned certified e-mail address the requests for additions to the Agenda and/or further resolution proposals, signed with a qualified electronic signature or digital signature in accordance with the law provisions, meets the requirements of the written form.

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 for 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. Simultaneously with the publication of the notice of additions to the Agenda, the report on the additional items that are being proposed for discussion at the Shareholders' Meeting, as a result of the requests above, will be made available to the public by the Company, with the same modalities adopted for the publication of the reports on the items on the Agenda, along with any statements made by the Board of Directors.

Any integrated list will be published in the same manner as this Notice of call at least 15 days before the date scheduled for the Shareholders' Meeting (*i.e.*, 9 April 2024).

Documentation



The documentation related to the Shareholders' Meeting will be made available to the public in compliance with the procedure and the terms under the applicable law, at the Company's registered office and on the Company's website <https://corporate.amplifon.com/>, as well as on the authorized storage system "eMarket STORAGE" available on the website www.emarketstorage.com.

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.

This Notice of call is published on the Company's website <https://corporate.amplifon.com/>, on the authorized storage mechanism "eMarket STORAGE" available on the website www.emarketstorage.com, as well as an excerpt in the daily newspaper "Il Sole 24 Ore".

Milan, 8 March 2024

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. All 20,300 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, with about 2,3 billion euros of annual revenues, operates through a network of about 9,700 points of sale in 26 Countries and 5 continents. More information about the Group is available at: <https://corporate.amplifon.com>.

Fine Comunicato n.0525-8-2024

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