

Informazione Regolamentata n. 0525-11-2024	Data/Ora Inizio Diffusione 16 Marzo 2024 07:00:02	Euronext Star Milan
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Societa' : AMPLIFON

Identificativo Informazione
Regolamentata : 187508

Utenza - Referente : AMPLIFONN01 - Galli

Tipologia : REGEM

Data/Ora Ricezione : 16 Marzo 2024 07:00:02

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Oggetto : Notice of call Extraordinary Shareholders'
Meeting on 30 April 2024

Testo del comunicato

Vedi allegato

NOTICE OF CALL – EXTRAORDINARY SHAREHOLDERS’ MEETING

AMPLIFON S.p.A.
Share capital: Euro 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 extraordinary shareholders’ meeting (“**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 30 April 2024, at 2:00 p.m. CEST, on first and single call, to resolve upon the following:

AGENDA

- 1 Proposal to enhance the increased voting rights mechanism currently in place (amendment to Article 13 of the Articles of Association). Related and ancillary resolutions.
- 2 Proposal to introduce the possibility to hold shareholders’ meetings exclusively by appointing a so-called proxy agent (amendment to Article 10 of the Articles of Association). Related and ancillary resolutions.
- 3 Proposal to grant the Board of Directors the power to increase the share capital pursuant to Articles 2443 and 2420-ter of the Italian Civil Code up to a maximum of approximately 20% of the share capital (amendment to Articles 6 and 9 of the Articles of Association). Related and ancillary resolutions.
- 4 Other amendments to the Articles of Association (amendment to Articles 2, 7, 9, 15, 17, 18, 21, 23, 24 and 26 of the Articles of Association). Related and ancillary resolutions.

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

The subscribed and paid-in capital of Amplifon 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 16 March 2024, the Company holds no. 642,148 treasury shares amounting to 0.284% of the share capital as of 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 the 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 19 April 2024 (so-called “record date”). Those acquiring 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, by 25 April 2024.

Right to attend and vote at the Shareholders’ Meeting

Pursuant to the current regulations⁽¹⁾, 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 agent appointed by the Company pursuant to Article 135-undecies TUF (“**Proxy Agent**”). This choice in fact makes the attendance for those entitled easier (as demonstrated by the positive feedback in terms of

⁽¹⁾ Law No. 18/2024 converting Decree Law No. 215/2023 (the so-called “Milleproroghe”) allows shareholders’ meetings to continue to be held “behind closed doors” until 31/12/2024.

attendance recorded in recent years with the introduction of the Proxy Agent), as well as a saving of resources for the Company.

Therefore, those who are entitled to vote and intend to exercise their vote will necessarily have to 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 Proxy Agent.

The proxy to the Proxy Agent shall be submitted, with the 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/it> (Governance Section/Documents for the Shareholders'). The original proxy must be sent to the Proxy Agent – 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 subject line “Delega RD – Assemblea Straordinaria Amplifon 2024”), by 11:00 a.m. CEST on the day of the Shareholders' Meeting or otherwise by the start of the meeting proceedings. Sending the proxy to the above-mentioned certified email address, signed with a qualified electronic signature or digital signature in accordance with applicable law, 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 at 11:00 a.m. CEST on the day of the Shareholders' Meeting or in any case by the start of the meeting proceedings, the proxy and 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 Proxy Agent pursuant to Article 135-*novies* 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/sub proxies, also by electronic means, the procedures described in the proxy form must be followed. The proxy must be received by 11:00 a.m. CEST on the day of the Shareholders' Meeting or otherwise by the start of the meeting proceedings. Within the above-mentioned deadline, 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 Proxy Agent (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 email at monica.rossetton@aholding.cloud or at the following phone number 0125 1865910.

The attendance at the Shareholders' Meeting of the only eligible persons and, therefore, of the members of the Board of Directors, of the members of the Statutory Auditors, of the Proxy Agent, of the Audit Firm, of the Secretary, as well as of any other individual authorized by the Chairman of the Board of Directors, may take place via video/telecommunication means, in a manner that the Chairman will define and communicate to each of the abovementioned individuals. No procedures are available for voting by email or electronic means.

Right to submit questions relating to the items on the Agenda

In accordance with Article 127-*ter* TUF, those entitled to voting rights may submit questions concerning the items on the Agenda prior to 19 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 email 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.

The Company will publish by 27 April 2024 at 10:00 a.m. CEST the answers to the questions received by 19 April 2024 in a special section on the website <https://corporate.amplifon.com/it> (Governance Section/Documents for the Shareholders') 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.

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 email address segreteria.societaria@pec.amplifon.com. Sending to the above-mentioned certified email 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.*, by 15 April 2024).

Withdrawal Right

The proposed resolution under the first item on the agenda concerns the enhancement of the increased voting rights. If approved, such proposed resolution will legitimize the exercise of the right of withdrawal by the Company's shareholders who did not participate in the adoption of the relevant resolution, pursuant to Article 127-*quinquies* of the TUF. Therefore, such shareholders will be entitled to exercise the right of withdrawal within 15 (fifteen) days from the date of the registration of the resolution of the Shareholders' Meeting with the competent Companies' Register; such date will be made known by means of a notice published on Amplifon's website <https://corporate.amplifon.com/it> (Section Investors/Press Releases) and in at least one daily newspaper with national circulation, as well as at the authorized storage mechanism "eMarket STORAGE" of Teleborsa S.r.l. In this regard, it is hereby announced that the unit liquidation value of the Company's ordinary shares, in relation to which the right of withdrawal should be exercised, has been determined to be Euro 29.555. The liquidation value of the Company's ordinary shares has been determined, in the absence of statutory exceptions, by making exclusive reference to Article 2437-*ter*, paragraph 3, of the Italian Civil Code, which provides for the calculation of the arithmetic average of the closing prices of the Company's ordinary shares during the six months preceding the date of publication of this notice of call.

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/it>, 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 regarding the Shareholders' Meeting, please visit the Company's website <https://corporate.amplifon.com/it> (Governance Section), as well as the Investor Relations Department at ir@amplifon.com.

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

Milan, 16 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. Amplifon's some 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 more than .32 billion euros of annual revenues, operates through a network of over 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.0525-11-2024

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