

Informazione Regolamentata n. 0525-77-2024	Data/Ora Inizio Diffusione 7 Giugno 2024 15:00:04	Euronext Star Milan
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Societa' : AMPLIFON

Identificativo Informazione
Regolamentata : 191915

Utenza - Referente : AMPLIFONN01 - Galli

Tipologia : REGEM

Data/Ora Ricezione : 7 Giugno 2024 15:00:04

Data/Ora Inizio Diffusione : 7 Giugno 2024 15:00:04

Oggetto : Notice of offer in option and pre-emption

Testo del comunicato

Vedi allegato

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THIS OFFER (AS DEFINED BELOW) IS MADE WITH RESPECT TO THE SECURITIES OF AN ITALIAN COMPANY. THE OFFER IS SUBJECT TO THE DISCLOSURE REQUIREMENTS OF ITALY WHICH ARE DIFFERENT FROM THOSE OF THE UNITED STATES.

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NOTICE OF OFFER IN OPTION AND PRE-EMPTION PURSUANT TO ARTICLE 2437-QUATER (1) AND (2) OF THE ITALIAN CIVIL CODE

The Extraordinary Shareholders' Meeting of Amplifon S.p.A. (**Amplifon**), held on April 30th, 2024, approved the enhancement of the increased voting rights mechanism (**Resolution**).

Entitled shareholders who did not participate in the approval of the Resolution had the right to withdraw within and no later than May 24th, 2024, providing the number of shares in relation to which the withdrawal right was being exercised, pursuant to Article 2347-*bis* of the Italian Civil Code and in accordance with the terms and conditions provided by the notice made available by Amplifon in accordance with law.

The withdrawal price of the shares in relation to which the withdrawal right was exercised, established pursuant to Article 2437-*ter*, paragraph 3, of the Italian Civil Code, is equal to Euro 29.555 per each Amplifon share.

The withdrawal right was validly exercised in relation to aggregate No. 1,161 Amplifon shares (**Shares**) which, pursuant to Article 2437-*quater* of the Italian Civil Code, must be offered at the withdrawal price, on an option right and pre-emptive right basis, to the shareholders who did not exercise their withdrawal right.

The offer of the Shares in option and pre-emption, as described in the present notice (**Offer**), was filed with the Companies' Register of Milan and made available on the Amplifon's corporate website on June 7th, 2024, and will be published on the daily newspaper 'Milano Finanza' dated June 8th, 2024.

Terms and Conditions of the Offer

The Shares are offered, all at the same conditions, to entitled Amplifon shareholders who did not validly exercise their withdrawal right, based *pro rata* on the number of shares held at the closing of business on June 11th, 2024 (*record date*): therefore, one option right is granted to each of such shares (jointly, **Options**).

The options' offer ratio is equal to No. 1 Share for every No. 194,806 Options available. Such ratio may be subject to amendments in case any withdrawal notifications, transmitted within the expiration of the period provided pursuant to the law (*i.e.*, within May 24th, 2024), have not yet been received by Amplifon; prompt disclosure of any such amendments will be given by means of a press release to be made available on Amplifon's corporate website (<https://corporate.amplifon.com>).

The Options, ISIN No. IT0005598021, cannot be traded and can be exercised only for a whole number of Shares. The number of Shares that can be purchased based on the Options exercised will be rounded down to the nearest whole number.

The offer price is equal to Euro 29.555 for each Share (**Offer Price**).

The offer period during which, subject to forfeiture, entitled Amplifon shareholders Amplifon may exercise the Options (**Offer Period**), will start running on June 10th, 2024 and will expire on July 9th, 2024, both inclusive.

In order to validly adhere to the Offer, during the Offer period entitled Amplifon shareholders must transmit to the intermediaries with which they hold their shares registered, a specific subscription form (available on Amplifon's corporate website <https://corporate.amplifon.com/en/governance/shareholders-meetings/documents-for-shareholders/Offer-Subscription-Form> and disseminated by the Company to the intermediaries through Monte Titoli S.p.A.) (**Subscription Form**), duly filled in and signed.

Pre-emptive right, assignment, allotment and distribution of the Shares

Shareholders exercising the Options will also be entitled to exercise their pre-emptive right to purchase, at the Offer Price, any Shares remained unsold at the end of the Offer Period (**Residual Shares**), provided that they so request in the Subscription Form simultaneously to the exercise of their Options. For this purpose, the maximum number of Residual Shares for which the pre-emptive right is to be exercised must be indicated in the specific section of the Subscription Form.

The Residual Shares will be allotted to shareholders who will have exercised their pre-emptive right up to the maximum number indicated by each shareholder. Should the number of Residual Shares be lower than total number of shares requested under pre-emption, an allotment will be made among all shareholders exercising their pre-emptive right, *pro rata* to the number of Options exercised.

Results of the Offer and settlement of the purchased shares

Amplifon will publish the results of the Offer, inclusive of the exercise of the pre-emptive rights (if any), by means of a press release to be published on its corporate website (<https://corporate.amplifon.com> – Investors section) and in accordance with applicable law. Such press release will also include the terms and conditions for the settlement of the Shares.

The number of Shares allotted to each shareholder adhering to the Offer (by exercise of their Options and their pre-emptive right, if any), will be notified to the relevant shareholder by their respective intermediaries, within the terms and in accordance with the procedures applied by the latter.

Restrictions

The Options and the Shares offered in option and pre-emption pursuant to Italian law are not, and will not be, offered or sold in those jurisdictions where the Offer would be prohibited by the applicable law without a specific authorization or exemption. The Shares and the Options are not registered in the United States of America under the U.S. Securities Act of 1933, as amended (**Securities Act**) and may not be offered, sold, pledged, taken up, exercised, resold, renounced, transferred or delivered, directly or indirectly, into or within the United States absent registration under the Securities Act, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements under the Securities Act, and in compliance with any applicable securities laws of any state or other jurisdiction of the United States. The above is, in any case, without prejudice to the non-negotiability of the Options.

NEITHER THIS DOCUMENT OR ANY OF THE INFORMATION SET FORTH HEREIN MAY BE PUBLISHED OR DISTRIBUTED, DIRECTLY OR INDIRECTLY, IN WHOLE OR IN PART, IN CANADA, SOUTH AFRICA, AUSTRALIA, JAPAN, OR IN ANY JURISDICTION IN WHICH SUCH PUBLICATION OR DISTRIBUTION WOULD BE PROHIBITED BY APPLICABLE LAW.

About Amplifon

Amplifon, global leader in the hearing care retail market, empowers people to rediscover all the emotions of sound. Amplifon's around 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 annual revenues of over 2.3 billion euros, 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>.

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