

# NOTICE OF CALL – ORDINARY SHAREHOLDERS' MEETING

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AMPLIFON S.p.A.  
Share capital: € 4,526,771.60  
Registered office in Milan - Via Ripamonti no. 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, Via Ripamonti n. 131/133, on April 20<sup>th</sup>, 2018 at 10:00 a.m. CET, in single call, to discuss and resolve on the following:

## AGENDA

1. Approval of the Financial Statements as at December 31<sup>st</sup>, 2017; 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 at 31 December 2017 and the Report on Operations. Non-financial Disclosure as at December 31<sup>st</sup>, 2017.
2. Directors' remuneration for FY 2018.
3. Appointment of the Board of Statutory Auditors and determination of the related remuneration.
4. Appointment of the Independent Auditors for the financial years 2019-2027; related and consequent resolutions.
5. Remuneration Statement (article 123-*ter* of Legislative Decree 58/98 ("TUF") and article 84-*quater* of the 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 at the date of this Notice of call

The share capital of Amplifon S.p.A., fully paid up, is Euro 4,526,771.60, divided in 226,338,580 ordinary shares with a nominal value of Euro 0.02 each. Each share is entitled to one vote or two votes pursuant to Article 13 of the Articles of Association (so-called "Increased Voting Rights") in the event the aforementioned right has been confirmed by the management body. At March 1<sup>st</sup>, 2018, the Company holds 7,346,653 treasury shares.

## Attendance at the Shareholders' Meeting

The meeting may be attended by shareholders holding voting rights and the necessary certification issued by an authorized intermediary, in accordance with the law. Pursuant to article 83-*sexies* of Legislative Decree no. 58 of February 24<sup>th</sup>, 1998 (“TUF”), the entitlement to attend the Shareholders' Meeting and exercise voting rights must be certified by a communication to the Company made by the shareholder's intermediary on behalf of the shareholder, which states, in accordance with their accounting records, the ownership of shares as of the end of the seventh market trading day prior to the date on which the Shareholders' Meeting is called, namely by April 11<sup>th</sup>, 2018 (the “record date”). Those holding shares after said date will not be able 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 session prior to the date on which the Shareholders' Meeting is called, i.e. by April 17<sup>th</sup>, 2018. In the event the Company receives certification after this deadline, the shareholder will still be able to attend the meeting and vote if 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](http://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](mailto: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 beginning of the meeting.

The proxy, with voting instructions relating to all or some of the items on the Agenda, may be granted free of charge to the company Omniservizi F&A S.r.l., Via Circonvallazione no. 5 - 10010 Banchette (TO) - Italy, designated by the Company pursuant to Article 135-*undecies* of the TUF (the “**Designated Representative**”) by signing the proxy form found on the website [www.amplifon.com/corporate](http://www.amplifon.com/corporate) (Governance section), as long as it is sent to the registered office via certified registered mail or via e-mail to the following certified e-mail address: [assemblea@legalmail.it](mailto:assemblea@legalmail.it) by the end of the second market trading day prior to the date on which the meeting is to be held (namely April 18<sup>th</sup>, 2018). 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 TUF.

### ***Right to submit questions relating to the items on the agenda***

Shareholders with voting rights, pursuant to article 127-ter of TUF, may submit questions concerning the items on the Agenda even prior to the Shareholders' Meeting, but in any case, by April 17<sup>th</sup>, 2018, 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](mailto:segreteria.societaria@pec.amplifon.com). Shareholders will be entitled to submit questions solely if the certification attesting share ownership is sent by the intermediary to the Company. Any questions submitted will be answered, at the latest, during the meeting itself. The Company reserves the right to answer the questions received online in a specific part of the company website [www.amplifon.com/corporate](http://www.amplifon.com/corporate) (Governance section), and, at any rate, to provide a single answer to questions having the same content.

### ***Appointment of the members of the Board of Statutory Auditors***

With regard to the third item of the agenda, pursuant to art. 24 of the Articles of Association, the members of the Board of Statutory Auditors will be appointed based on a list voting system, according to the methods set forth in the Articles of Association.

The shareholders who, individually or jointly with other shareholders, hold a total of shares with voting rights, representing at least 1% of the share capital, have the right to submit lists of candidates to the company on the set submission day.

The lists must include candidates for the position of Standing Auditor and for the position of Alternate Auditor of both genders, so as to ensure a gender balance, pursuant to the applicable pro-tempore legislation.

At the submission time, 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 with which the individual candidates accept the candidacy and state, under their own responsibility, the non-existence of reasons of ineligibility or incompatibility, as well as the compliance with the requirements set forth by the law and the Articles of Association. The lists must be filed with or received by registered mail with acknowledgement of receipt at the Company registered office or sent by e-mail to the address [segreteria.societaria@pec.amplifon.com](mailto:segreteria.societaria@pec.amplifon.com) by the 25<sup>th</sup> day prior to the date set for the Shareholders' Meeting on first call (namely by March 26<sup>th</sup>, 2018).

### ***Additions to the Agenda of the Shareholders' Meeting***

In accordance with article 126-bis of 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 the further topics proposed or the proposed

resolutions relating to items already part of the agenda. The request, along with the certification attesting the share ownership, must be submitted in writing via certified registered mail 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](mailto:segreteria.societaria@pec.amplifon.com). The shareholders requesting additional items be added to the agenda must draft a report in which the motivation underlying the request, as well as the related proposed resolutions are described. The report must be submitted to the Board of Directors by the same deadline as the request to add items to the agenda. The report on the additional items being proposed for discussion at the Shareholders' Meeting as per the above will be made available to the public at the same time as the publication of the notice of additions to the agenda. 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](http://www.amplifon.com/corporate) (Governance section) within the time limits laid down by law.

Shareholders are entitled to obtain copies of the filed documentation.

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

Milan, March 9<sup>th</sup>, 2018

On behalf of the Board of Directors  
The Chairman  
Susan Carol Holland