



## AMPLIFON S.P.A.

### INCREASED VOTING RIGHTS

#### OPERATING PROCEDURES FOR REQUESTING REGISTRATION ON THE LIST

In reference to the introduction of increased voting rights, adopted by Amplifon S.p.A. with a resolution issued by the Extraordinary Shareholders' Meeting of 29 January 2015, the shareholders who wish to be registered in the list in order to obtain increased voting rights (the “List”), pursuant to article 127-*quinquies* of Legislative Decree 58/1998 (“TUF” - Consolidated Finance Act) and new article 13 of the corporate by-laws (available on the Company Web site [www.amplifon.com](http://www.amplifon.com) – section *Investors/Corporate Governance*), must comply with the following procedures.

Pursuant to said resolution, two votes are attributed to each share that has been held by the same shareholder for a continuous period of at least twenty-four months from the date of registration in the List kept by the Company.

The verification of compliance with the pre-requisites, required for the attribution of increased voting rights, is carried out by the Company pursuant to current laws, regulations and corporate by-laws.

The shareholders who wish to be registered in the List must submit a request to the financial intermediary (the “**Intermediary**”) that is holding the securities account with the Amplifon shares, using the form enclosed to this document (Enclosure 1).

The Intermediary must send to the Company the appropriate certification, with the clause “until revocation”, containing the information pursuant to art. 21, paragraph 2, of the single measure adopted by the Bank of Italy and Consob of 22 February 2008, as amended on 24 February 2015, with included the “Regulation concerning the governance of central depositories, settlement services, guarantee systems and related management companies (“**Single Measure**”).

The Intermediary shall send to the Company the issued certification using the following certified email address: [segreteria.societaria@pec.amplifon.com](mailto:segreteria.societaria@pec.amplifon.com).

At the same date and, anyway, by the 15<sup>th</sup> day of the following solar month, the Company will register in the List all the shareholders' requests received through the Intermediary during a certain solar month, according to the methods described above. On the same day of the registration the Company will inform the Intermediary using the same certified electronic email address from which the certification was received or another email address as indicated at that time.

No request for registration in the List is accepted if sent directly by the shareholders or using methods other than the ones described above.

In details, in order to fulfil the operations management of this process, Monte Titoli has provided for a codification of two different phases of the shareholder's request as follows:

- the code **ICMTV0000013** identifies the share from the date of the shareholder's request to the Intermediary to be registered in the List till the actual registration day;
- the code **ICMTV0000021** identifies the share from the date of the registration in the List till the maturity of the increased voting right.

Following the request for registration in the List, the Intermediary must notify the Company about the transactions for the sale of shares with increased voting rights, as specified in article 13, paragraph 3 of the corporate by-laws, also in order to fulfil the obligations set forth in article 85-*bis* of Legislative Decree 24 February 1998, n. 58 concerning the regulation of the issuers (the "Issuers' Regulations").

The subjects entitled to the right to vote can irrevocably waive, partially or entirely, the increased voting rights for the shares they hold by notifying their Intermediary accordingly.

The shareholders who are registered in the List, or the holders of the right in *rem* conferring the right to vote, must in all cases promptly inform the Company about each case of termination of the increased voting rights or termination of compliance with all related pre-requisites.

Twenty-four months after the registration in the List, if the compliance with the pre-requisites did not cease to apply, the Intermediary will change the shares' code from **ICMTV0000021** to the code **ISIN IT0005090649** issued by **Banca d'Italia**; at the same date, without additional verifications, each share for which the registration in the List has occurred, gives the right to two votes in all the ordinary and extraordinary shareholders' meetings, the record date of which (pursuant to art. 83-*sexies* of TUF) falls on a day following the expiration of the above stated twenty-four months.

The Company shall publish, on its Web site, the names of the shareholders holding shares exceeding the threshold set forth in article 120, paragraph 2, TUF, who have requested to be registered in the List, specifying the related stakes and the date of registration in the List, together with all the other information as required by the applicable laws and regulations, notwithstanding any other obligation of communication applicable to the holders of significant stakes.

As regards any provisions concerning the introduction of the increased voting rights that is not contemplated in the methods here described for requesting registration in the List, please refer to TUF, the Issuers' Regulations, the Single Measure and the corporate by-laws.

For any technical-operational questions, please contact Omniservizi F&A S.r.l. at the number +39 0125 621410 or send an e-mail to [carla.vidra@omniservizi.com](mailto:carla.vidra@omniservizi.com).

**Request for registration in the list in order to increase the voting right (the List)****To be sent to Amplifon S.p.A.**Through the Intermediary by certified e-mail to: [segreteria.societaria@pec.amplifon.com](mailto:segreteria.societaria@pec.amplifon.com)**Identification data of the party entitled by the voting right to be registered in the List (the Applicant):**

Last Name or Company Name	
First name	
Italian fiscal code (if any)	<input type="text"/>
Place of birth	
Date of birth (ddmmyyyy)	<input type="text"/> citizenship
Address or registered office	
Town	Country
e-mail address	Telephone

**Identification data of the Applicant's controlling party:** *(only if the Requesting Shareholder is a legal entity or any other entity even without legal personality subject to direct or indirect control)*

Name or Company Name
Address or registered office

**In rem right qualifying the voting right:** *(tick the relevant box)*

<input type="checkbox"/> ownership	<input type="checkbox"/> bare ownership	<input type="checkbox"/> usufruct
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**Shares to be registered in the List (the Shares):**

Number of shares	Applicant's account
Depository intermediary	

**Statement of the Applicant**

The Applicant (i) **declares** that he/she/it took due note of the specific terms and conditions set by the Company in its By-laws and/or in its procedural regulation in order to grant, maintain or revoke the increased voting right, (ii) **declares** that he/she/it has full ownership, both formal and substantive, of the voting right related to the shares to be registered in the List and (iii) **undertakes** to fulfill any communication or supplementary duty foreseen in the By-laws and/or in the procedural regulation of the Company in order to have the Shares registered in the List and in order to ascertain the entitlement of the Shares to be included or to be maintained in the List or in order to ascertain the loss of the increased voting right granted to the Shares.

Date .....

**The Applicant** \_\_\_\_\_*(if the signing party acts on behalf of the entity entitled of the voting right, please fill in the following table including data relating to the signing party)*

Name	
Place of birth	Date of birth (ddmmyyyy)
In the quality of (to specify)	