

Informazione Regolamentata n. 0525-56-2024	Data/Ora Inizio Diffusione 30 Aprile 2024 14:55:02	Euronext Star Milan
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Societa' : AMPLIFON

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Regolamentata : 189899

Utenza - Referente : AMPLIFONN01 - Galli

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Oggetto : The Extraordinary Shareholders Meeting
approved the enhancement of the increased
voting rights mechanism and the other
proposed amendments

Testo del comunicato

Vedi allegato

PRESS RELEASE

AMPLIFON: THE EXTRAORDINARY SHAREHOLDERS MEETING APPROVED THE ENHANCEMENT OF THE INCREASED VOTING RIGHTS MECHANISM AND THE OTHER PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Milan, April 30th, 2024 – The Extraordinary Shareholders Meeting of Amplifon S.p.A. (EXM; Bloomberg/Reuters ticker: AMP:IM/AMPF.MI), global leader in hearing solutions and services, held today under the chairmanship of Susan Carol Holland, approved all the amendments to the Articles of Association proposed by the Board of Directors on March 15th, 2024 (with the notice of call published on March 16th, 2024).

Specifically, the Board of Directors had proposed to its shareholders to:

- enhance the increased voting rights mechanism (amendment to Article 13 of the Articles of Association);
- introduce the possibility to hold shareholders' meetings exclusively through a so-called proxy agent appointed by the Company (amendment to Article 10 of the Articles of Association);
- grant to 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);
- make other amendments to the Articles of Association (amendments to Articles 2, 7, 9, 15, 17, 18, 21, 23, 24 and 26 of the Articles of Association).

The aforesaid amendments to the Articles of Association shall be effective as of the date of registration of the resolution of the Extraordinary Meeting with the competent Companies' Register; completion of the registration of the minutes of the Extraordinary Meeting will be announced by the Company pursuant to applicable law and regulations.

With regard to the adoption of an enhanced increased voting rights mechanism, the Company aims at encouraging a capital structure more supportive of the Company's further growth path in the long-term at global level, in a highly competitive market characterized by technology and innovation.

Thus, the Company - which retains in Italy its registered office, tax domicile, and listing - could pursue possible further relevant growth opportunities, also by external lines, such as, for instance, acquisitions or strategic alliances, if any, to be realised also through the issuance of new shares or share exchanges with third parties, as well as more effectively foster a solid shareholder base with a long-term investment horizon.

It is hereby reminded that shareholders who did not concur in the adoption of the resolution (*i.e.*, those shareholders who did not attend the meeting, or who attended the meeting but voted against the proposed resolution or abstained from voting) on the enhancement of the increased voting rights mechanism (amendment to Article 13 of the Articles of Association) will be entitled (but will not be obliged) to exercise their withdrawal right ("Withdrawing Shareholders") pursuant to Article 2437-bis of the Italian Civil Code from the date on which the resolution is registered with the relevant Companies' Register. The effectiveness of the aforesaid amendment to the Articles of Association shall cease (and hence the enhancement of the increased voting rights mechanism and the withdrawal right shall become ineffective) upon the fulfillment of any of the following conditions subsequent:

- (i) the amount in cash to be paid, if any, by Amplifon to the Withdrawing Shareholders, exceeds, in total, the amount of Euro 100 million; and/or
- (ii) the difference between (x) the price of Amplifon's share for the purpose of the withdrawal settlement (equal to Euro 29.555 per Amplifon share) and (y) the closing price of Amplifon's share on the last day of the offer

period to the shareholders of the shares of the Withdrawing Shareholders, multiplied by the number of non-pre-empted Amplifon shares subject to withdrawal, exceeds in total the amount of Euro 5 million.

As said, it is to be noted that the withdrawal - by shareholders who did not concur in the adoption of the resolution - is a right and not an obligation (*i.e.*, those shareholders may decide whether to exercise it or not).

The Company may waive these conditions subsequent in any case, even if they are fulfilled.

The new Articles of Association of the Company, as amended by today's Extraordinary Shareholders Meeting, will be made available to the public at Amplifon's registered office, on the dissemination and authorized storage mechanism NIS-Storage (www.emarketstorage.com) and on the corporate website of the Company <https://corporate.amplifon.com> (Governance Section) within the deadlines provided for by law.

The summary report of the votes cast and the minutes of the Extraordinary Shareholders Meeting will be made available within the deadlines provided for by applicable laws and regulations.

For further information on the amendments to the Articles of Association approved today, please refer to the documentation available on Amplifon's website <https://corporate.amplifon.com> (Governance Section), while further information relating to the exercise of the withdrawal right by shareholders who did not approve the resolution on the "enhancement of the increased voting rights mechanism" (*i.e.* absent, abstaining or dissenting shareholders) will be provided in accordance with applicable laws and regulations.

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 around 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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