

Informazione Regolamentata n. 0525-65-2024	Data/Ora Inizio Diffusione 9 Maggio 2024 16:00:45	Euronext Star Milan
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Societa' : AMPLIFON

Identificativo Informazione
Regolamentata : 190338

Utenza - Referente : AMPLIFONN01 - Galli

Tipologia : REGEM

Data/Ora Ricezione : 9 Maggio 2024 16:00:45

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Oggetto : Notice to Shareholders' - Information regarding
the exercise of the withdrawal right

Testo del comunicato

Vedi allegato



AMPLIFON S.p.A.

Share capital: EUR 4,527,772.40 fully subscribed and paid-in
Registered Office in Milan - Via Ripamonti 131/133
Milan Companies' register: tax Code and registration No. 04923960159

NOTICE TO SHAREHOLDERS

RESOLUTION BY THE EXTRAORDINARY SHAREHOLDERS' MEETING OF AMPLIFON S.P.A. APPROVING THE PROPOSAL TO ENHANCE THE INCREASED VOTING RIGHTS MECHANISM ADOPTED BY THE COMPANY

INFORMATION REGARDING THE EXERCISE OF THE WITHDRAWAL RIGHT

Whereas:

- at the Extraordinary Shareholders Meeting Amplifon S.p.A. (**Amplifon** or **Company**) held on April 30th, 2024 (the **Meeting**), the shareholders approved, among others, the proposal to enhance the increased voting rights mechanism adopted by the Company (**Resolution**);
- on May 9th, 2024 the mentioned Resolution was registered with the Companies' Register of Milan (**Registration Date**);
- entitled shareholders who did not participate in the approval 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) have the right to withdraw pursuant to applicable law,

it is hereby made known that the entitled shareholders may (but will not be obliged to) exercise the withdrawal right pursuant to applicable law and the documentation relating to the Meeting. In this respect, it is to be noted that the withdrawal - by shareholders who did not participate in the approval of the Resolution - is a right and not an obligation (i.e., those shareholders may decide whether to exercise it or not).

Withdrawal price

The withdrawal price payable to shareholders exercising their withdrawal right has been determined in accordance with Article 2437-ter, paragraph 3, of the Italian Civil Code and is equal to Euro 29.555 for each Amplifon share.

Procedure for exercising the withdrawal right

In compliance with the provisions of Article 127-bis, paragraph 2, of the Italian Legislative Decree No. 58 of 24 February 1998 (**TUF**), all shareholders on whose behalf shares were registered after the date indicated in Article 83-sexies, paragraph 2, of TUF to grant entitlement to attend the Meeting (i.e., after the record date on April 19th, 2024), but prior to opening of the Meeting, shall be considered as falling within the shareholders who did not contribute to passing the Resolution and, therefore, shall be entitled to exercise the withdrawal right.

Pursuant to Article 2437-bis of the Italian Civil Code, entitled shareholders may exercise the withdrawal right, in relation to some or all of Amplifon shares held, by sending notice via registered mail - or other means which allow for the tracking of the date of dispatch (included certified emails) - to the registered

office of Aholding S.r.l., no later than 15 calendar days after the Registration Date and, therefore, no later than May 24th, 2024 (**Notification of Withdrawal**).

The Notification of Withdrawal – substantially consistent with the form that has been made available on Amplifon’s corporate website – must be addressed to “Amplifon S.p.A. c/o Aholding S.r.l., Via Circonvallazione n. 5, 10010 Banchette (Torino)”, or, should it be sent via certified email, to assemblea@arubapec.it and must provide (i) the personal details of the withdrawing shareholder; (ii) the number of shares for which the withdrawal right is exercised; (iii) the details of the intermediary with whom the shares in relation to which the withdrawal right is being exercised are deposited (**Intermediary**).

Furthermore, under penalty of inadmissibility of the exercise of the withdrawal right, withdrawing shareholders must also request the Intermediary to issue and transmit an appropriate communication to Amplifon pursuant to Article 43, paragraph I, of the post-trading consolidated decree of CONSOB and Banca d’Italia of 13 August 2018, as subsequently amended (**Communication**) certifying that the withdrawing shareholder was the holder of such withdrawn shares prior to the Meeting until the date of the Communication, inclusive and uninterruptedly, and that such shares are free of pledges and other encumbrances.

In the event that the shares for which the withdrawal right is exercised are subject to pledges or encumbrances, the Notification of Withdrawal must be accompanied by an irrevocable and unconditional waiver of the pledge and/or the other encumbrance from the pledgee (and/or other beneficiary of the encumbrance) in addition to a statement giving consent to the settlement of the shares for which the withdrawal right is being requested, in accordance with the withdrawing shareholder’s instructions.

The Intermediary must send the Communication via certified e-mail to assemblea@arubapec.it and must ensure that Amplifon shares, in relation to which the withdrawal right is being exercised, remain unavailable until such time as the liquidation price is paid.

The withdrawing shareholders are responsible for: (i) ensuring that the information provided in the Notification of Withdrawal is complete and correct and (ii) transmitting such Notification to Aholding S.r.l. no later than May 24th, 2024, as indicated above: Amplifon accepts no responsibility in this respect. Notifications of Withdrawal sent after the above deadline, or lacking the necessary information, and/or lacking of the above Communication within and no later than May 26th, 2024 will not be accepted.

Liquidation of the shares for which the withdrawal right has been exercised

In the event that one or more shareholders of Amplifon exercise the withdrawal right, the liquidation procedure shall be performed in compliance with the provisions of Article 2437-quater of the Italian Civil Code.

Should this be the case, Amplifon will offer in option (diritto di opzione) and pre-emption (diritto di prelazione) the withdrawn shares to the other shareholders and it will communicate the procedure for the rights’ offer, together with any appropriate information relating to the settlement of such withdrawn shares, in a notice to be filed with the Companies’ Register of Milan and published in a newspaper.

It is hereby reminded that should the conditions subsequent set out in the Resolution (**Conditions**), namely

- (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 shares for the purpose of the withdrawal settlement (equal to Euro 29.555 per Amplifon share) and (y) the closing price of Amplifon’s shares 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,

be fulfilled (in absence of waiver), the effectiveness of the enhancement of the increased voting rights mechanism shall cease, and consequently the settlement of the withdrawn shares will not take place.

Amplifon will provide prompt notice on the fulfillment (or on the waiver, as the case may be) of the Conditions pursuant to applicable law.

Unavailability of the shares subject to withdrawal

Shareholders are reminded that, in accordance with Italian mandatory provisions of law, the exercise of the withdrawal right is not revocable and that shares in relation to which the withdrawal right has been exercised are blocked (and cannot be sold or otherwise disposed of) between the date of exercise of the withdrawal right and the transfer of the shares themselves or the verification of the fulfillment (in the absence of waiver) of the Conditions.

Milan, May 9th, 2024

This notice will be published in the May 10th, 2024 edition of the newspaper "Milano Finanza".

Fine Comunicato n.0525-65-2024

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