



## **Amplifon S.p.A.'s Shareholders' Meeting Regulations**

### **Article 1 – Application**

- 1.1 The present Regulations apply to ordinary and extraordinary shareholders' meetings of Amplifon – Società per Azioni (a joint stock company), with registered offices in via Ripamonti, n. 131/133, Milan (MI).
- 1.2 The present Regulations, approved by the ordinary shareholders' meeting on 24 April 2007, are available to shareholders at the company's registered office, in the place where the shareholders' meeting is to be held and on the corporate website [www.amplifon.com](http://www.amplifon.com).

### **Article 2 – Participation in the Shareholders' Meetings**

- 2.1 The Shareholders' Meeting may be attended by those entitled to do so as per the law and the company's Articles of Association.
- 2.2 The Shareholders' Meetings may also be attended, subject to permission by the Chairman of the Meeting, experts, financial analysts, journalists and representatives of the independent audit firm, accredited for the single meeting. Said accreditation must reach the company's registered office in a timely manner.
- 2.3 The Shareholders' Meetings may also be attended by company and subsidiary employees if deemed opportune by the Chairman of the Meeting in light of the topics to be addressed or the discussions to be held.

### **Article 3 – Verification of the right to attend and to be present where the meeting is to be held**

- 3.1 The identification of the person and verification of the right to attend the shareholders' meeting will begin in the place and time set for the Shareholders' Meeting.
- 3.2 Those entitled to attend the Shareholders' Meeting as per Art. 2.1 above, must show the certification issued as per current norms and regulations to the Company representatives upon entering the place where the meeting is to be held.
- 3.3 Those entitled to attend the Shareholders' Meeting as per Art. 2.3 above, must show their credentials to the Company representatives upon entering the place where the meeting is to be held.

#### **Article 4 – Constitution of the Shareholders’ Meetings and opening the meeting**

- 4.1 The Chairman is assisted by a Secretary, who does not have to be a shareholder, in the preparation of the minutes.
- 4.2 The Chairman may nominate one or more scrutineers, who do not have to be shareholders, and form a support staff.
- 4.3 The Chairman, including with the assistance of the scrutineers and the support staff, must verify the validity of the single proxies and, in general, the right to participate in the Shareholders’ Meeting.
- 4.4 If the attendance required to establish a quorum for the Shareholders’ Meeting is not reached within an hour of the scheduled start time, the Chairman will inform the participants and discussion of the items on the agenda is deferred to the next calling.
- 4.5 Once the meeting has been properly constituted, the Chairman may open the meeting.

#### **Article 5 – Discussion**

- 5.1 The Chairman of the Shareholders’ Meeting, or the Secretary, if so requested, will read the items included on the agenda.
- 5.2 If the shareholders do not object, the order of the items included on the agenda may be changed by the Chairman of the Shareholders’ Meeting.
- 5.3 The Chairman is responsible for directing and moderating discussion, ensuring proper debate and the right of those entitled to take the floor. For that purpose, the Chairman may set a maximum duration for each contribution, which, at any rate, shall not exceed ten minutes, in light of the complexity and relevance of the matters up for discussion, the number of requests to take the floor and any other circumstance held opportune. Once this period of time has passed, the Chairman may request the speaker to conclude within two minutes time. Those who have already taken the floor may do so a second time for two minutes, also as part of any voting procedures.
- 5.4 The Chairman is responsible for ensuring that the meeting is conducted in an orderly fashion and prevent any excessive or abusive behaviour. The Chairman may, for that purpose, take the floor, cite any abusive behaviour and, in the event said citation proves to be in vain, may request that the speaker’s be removed from the meeting and prohibit any further contribution for the duration of the meeting.
- 5.5 The Chairman, or the directors, the statutory auditors as well as company and subsidiary employees, if invited by the Chairman, may also take the floor in order to clarify items on the agenda unless the Chairman deems another type of response more opportune.
- 5.6 Upon completion of any responses, the Chairman will close the discussion.

#### **Article 6 – Suspension and deferment of the Shareholders’ Meeting**

- 6.1 The Shareholders’ Meeting is normally concluded in one session during which the Chairman, if deemed opportune and if the shareholders do not object, may suspend the meeting for a period not to exceed three hours.
- 6.2 To the extent allowed as per Art. 2374 of the Italian Civil Code, the Chairman may, provided that the shareholders do not object, decide to adjourn the session, if so requested or deemed appropriate, setting, at the same time, the date, time and place for the continuation of the meeting.

## **Article 7 – Voting**

- 7.1 The Chairman may establish that voting is to take place after the discussion of each single item or after the discussion of more than one item.
- 7.2 Before beginning the voting procedure, the Chairman readmits any shareholders removed from the meeting during discussion.
- 7.3 The voting at the Shareholders' Meeting will be done on a show of hands basis.
- 7.4 The Chairman establishes how each vote is to be conducted and may set a time limit within which votes must be presented. Votes that do not comply with the procedure outlined by the Chairman are considered null and void.
- 7.5 Once voting and controls have been completed, the Chairman declares the proposed resolution approved if the majority necessary by law or the Articles of Association have been reached.
- 7.6 The shareholders who vote against or abstain must give their names to company representatives.
- 7.7 Once the agenda has been addressed, the Chairman declares the meeting adjourned.

## **Article 8 – Final remarks**

To the extent not provided for in the present Regulations, the related provisions of the Italian Civil Code, any special laws and the Articles of Association will be applied.