



AMPLIFON S.p.A.

PROCEDURES FOR THE INTERNAL MANAGEMENT AND EXTERNAL DISCLOSURE OF COMPANY DOCUMENTS AND INFORMATION, WITH PARTICULAR REFERENCE TO PRICE SENSITIVE INFORMATION

Article 1: Legal and regulatory terms of reference

- 1.1 These Procedures have been prepared in compliance with the provisions of articles 114 and 115-*bis* of Decree 58 dated 24 February 1998 (*Testo Unico della Finanza* or Italy's Securities Dealing Act) and in articles 152 *et seq* of CONSOB Regulation 11971 of 14 May 1999 and subsequent amendments and additions thereto (Issuer Regulations), and the recommendations contained in article 4 of Italy's Corporate Governance Code.
- 1.2 These Procedures are linked to those for setting up and maintaining the Register of persons with access to price sensitive information ("Register of Insiders") and the Company's Internal Dealing Code.

Article 2: Scope of application

- 2.1 The purpose of the Procedures is to regulate the process of internal management and external disclosure of documents and information regarding the Company and its subsidiaries, with particular reference to "price sensitive" information.
- 2.2 Article 181 of the Securities Dealing Act defines "price sensitive information" as "information of a precise nature which has not been made public relating, directly or indirectly, to one or more issuers or one or more financial instruments and which, if it were made public, could be likely to have a significant effect on the prices of those financial instruments".

Information shall be deemed to be of a precise nature if:

- it refers to a set of circumstances which exists or may reasonably be expected to come into existence or an event which has occurred or may reasonably be expected to occur;
- it is specific enough to enable a conclusion to be drawn as to the possible effect of the set of circumstances or event referred to above on the prices of financial instruments.

Information which, if made public, would be likely to have a significant effect on the prices of financial instruments shall mean information a reasonable investor would be likely to use as part of the basis of his investment decisions.

2.3 It is therefore in the Company's primary interest to make such information available solely to persons who really need to know it for the purposes of their position or function within the company, and to take steps such that this information remains confined to such persons and that any harmful external "leaks" are avoided before being officially disclosed in the manner and at the time required by law.

It is also the Company's responsibility to ensure that disclosures are made in compliance with article 114 of the Securities Dealing Act regarding the publication of price sensitive information.

2.4 For the purposes of complying with these Procedures and the legal obligations contained in article 114, paragraph 2 of the Securities Dealing Act, the Company shall give suitable instructions to its subsidiaries and ensure that information provided to the Parent Company is reported on a correct and timely basis.

Article 3: Procedures for the internal management of price sensitive information

3.1 The directors, statutory auditors, managers and any other employees of Amplifon S.p.A. and Group companies (defined in brief as "Relevant Persons") who by virtue of their position or profession learn information (and/or enter into possession of documents) that might be regarded as "price sensitive", as defined by current legislation, shall be required to keep such information (and/or documents) confidential and use them solely for the purpose of fulfilling their managerial duties or job functions.

Such Relevant Persons shall also be entered in the Register of Insiders in application of the stated internal procedures, to which reference should be made. In accordance with these procedures, the Company shall duly inform Relevant Persons that they have been entered in this Register (and of any subsequent amendments or cancellations). The current Procedures lay down a number of rules on how "price sensitive information" should be managed internally.

More specifically, such persons may not independently communicate such information to third parties or disclose it to the market, being required to observe legal requirements and the Company's own procedures for the external disclosure of documents and information.

The same information may not be used, directly or indirectly, for purposes other than the Company's own business; more specifically, Relevant Persons shall refrain from conduct in conflict with the rules of fairness dictated by internal dealing regulations and the Company's related code, to which reference should be made.

Each of these persons shall be responsible for taking every action and/or care to prevent the information falling into possession of third parties or employees who, based on the job performed within the Company, do not need to know price sensitive information.

This information shall be treated using every due precaution to ensure that its circulation within the Company occurs without any harm to its confidential nature.

Anyone who learns that the rules contained in these Procedures have not been observed, or who learns that confidential information has been disclosed other than through institutional channels, shall immediately advise the Chief Executive Officer for the purposes of taking appropriate action.

3.2 By way of mere example and not limited thereto, and without prejudice to the Company's more detailed operating instructions, some of the general rules of conduct are set out below:

- ❑ particular care shall be applied to the transmission of documents to members of the Board of Directors and Board of Statutory Auditors prior to board meetings and/or committee meetings. Accordingly, the fax transmission of such documents is usually to be avoided (being potentially viewable by others) as is the use of other instruments or devices which are unable to guarantee the utmost confidentiality;
- ❑ similar care is taken in the case of extraordinary transactions when exchanging information and/or documentation with persons acting as consultants or advisors in relation to such transactions;
- ❑ persons outside of the Group shall sign a confidentiality agreement before being allowed access to price sensitive information; such persons shall be entered in the aforementioned Register in such circumstances and notified accordingly;
- ❑ in the case of hard copy documents containing price sensitive information:
 - such documents shall be kept in files located within a locked cupboard or cabinet (with the key being kept by the Relevant Person);
 - such documents shall stay outside of the file only for the time needed for its use;
 - documents not in use shall be returned to the file;
 - such documents shall not be left on tables and desks for longer than is strictly necessary, especially if accessible by unauthorized persons;
- ❑ similar precautions shall also be adopted when travelling or away. More specifically, such documents must never be left unattended;
- ❑ suitable measures shall also be adopted for ensuring that the opening and distribution of correspondence received via post and/or courier is conducted on a basis that ensures confidentiality;
- ❑ the "confidential" nature of hard copies and/or electronic documents shall also be highlighted by marking them as "confidential" or using similar such wording and using special envelopes or other closed containers for their circulation.

- 3.3 Relevant Persons shall observe the rules contained in these procedures and refrain from conduct contrary to the same and to legal requirements in general. As mentioned with reference to the establishment of the Register of Insiders, the Company shall ensure that the persons with access to such information acknowledge their legal and regulatory duties in this regard and are aware of the possible punitive measures they might incur in the event of the abuse or unauthorized disclosure of such information.

Article 4: Procedures for the external disclosure of documents and information, with particular reference to price sensitive information

The external disclosure of company documents and information, with particular reference to price sensitive information, is governed by the provisions set out forthwith.

- 4.1 Price sensitive information shall be disclosed in a press release that must contain the facts needed to allow a complete evaluation of the events, circumstances and results of operations, balance sheets and financial positions represented, as well as containing references to and comparisons with the contents of previous press releases.
- 4.2 Press releases relating to periodic financial reports (annual, half-year, quarterly reports, etc.) shall be approved by the Board of Directors and published in compliance with the legal and regulatory provisions issued by the regulatory authorities.
- 4.3 Press releases relating to forecasts shall be the responsibility of the Chief Executive Officer and are disclosed by paying particular attention to the principles of symmetry of information and timeliness.
- 4.4 In all other cases, the management of public disclosures is overseen by the Chief Executive Officer with the support of the company functions deemed appropriate in relation to the press release being issued.
- 4.5 In unspecified cases, it shall be the task of the Chief Executive Officer to verify the relevance of the information and its ability to have a significant influence on the price of the Company's financial instruments.
- 4.6 The Chief Executive Officer, possibly together with the Lead Independent Director, shall be authorized to decide whether to take up the option to delay the public disclosure of price sensitive information, allowed under article 114, paragraph 3 of the Securities Dealing Act and article 66-*bis* of the Issuer Regulations.
- 4.7 The Chief Financial Officer, Legal and Corporate Affairs, the Investor Relator and the Group Compliance Officer (together with the other company functions that might be concerned) may assist the Chief Executive Officer in this decision, as

well as with all the legal and regulatory aspects of the duties and methods of market disclosure.

- 4.8 If the Chief Executive Officer is absent, unable or otherwise indisposed, his/her duties under these Procedures shall be performed by the Chief Financial Officer, together with the Lead Independent Director.
- 4.9 The Investor Relator shall be in charge of publishing press releases, both as regards legal compliance (NIS – Network Information System) and other statements to the press and institutional investors.
- 4.10 Press releases shall be published in both the English and Italian languages.
- 4.11 Price sensitive information shall nonetheless always be disclosed in a timely manner, in compliance with the principles of fairness, clarity, transparency, continuity and equal access to information (symmetry of information).
- 4.12 When preparing press releases the Company shall comply with the instructions issued by Borsa Italiana S.p.A. (the Italian Stock Exchange) regarding the minimum contents and types of price sensitive announcements.
- 4.13 Before publishing the documents and information, it is absolutely forbidden for anyone to give interviews to the press or make statements in general that contain information on facts classified as price sensitive, in particular forecast data, which has not been previously included in press releases and/or documents already published.

Article 5: Relationships with the financial community and the press

- 5.1 Relationships with the financial community and the press shall be handled by the Investor Relator under the responsibility of the Chief Executive Officer.
- 5.2 In the case of open meetings with financial analysts and/or institutional investors, the Company shall:
 - inform the regulatory authorities in advance of the date, place and topics of the meeting and send them the documentation provided to the meeting's participants, by no later than the start of the meeting itself;
 - publish at the same time presentations to the financial community on the Company's website (www.amplifon.com);
 - if no members of the financial press attend the meeting, or the documentation distributed contains price sensitive information, publish at the same time a press release in the manner envisaged by the Issuer Regulations. A similar procedure shall be followed in the event of an involuntary disclosure of such information.
- 5.3 In the case of "individual" meetings, particular attention shall be paid to avoid the disclosure of information for which there is an obligation to inform the

market. The above provisions relating to the involuntary disclosure of information shall apply in such an event.

- 5.4 Meetings with the financial community shall be attended by the Investor Relator, the Chief Executive Officer and the persons that the latter decides from time to time as appropriate to involve or delegate to (usually the Chief Financial Officer).

Article 6: Shareholders' meetings

- 6.1 All the provisions contained in these Procedures relating to price sensitive information shall apply to such information disclosed in shareholders' meetings.
- 6.2 If price sensitive information is disclosed during shareholders' meetings, it shall be promptly divulged to the market.

Article 7: Use of the Internet

- 7.1 The Company uses its website as an essential tool for ever fuller and more complete disclosure of information to the market. Purely promotional ends are not pursued.
- 7.2 On this basis and in compliance with the instructions issued by CONSOB (*Commissione Nazionale per le Società e la Borsa* - Italy's stock market regulator), the Company makes available in the special Investor Relations section of its website, at the same time as their public disclosure, and nonetheless with the utmost speed and/or within any required deadlines, the press releases and principal corporate documentation and financial reports (annual, half-year, quarterly reports) as well as documents that nonetheless serve shareholders for the exercise of their rights. The documents are usually published in full and also in the English language.
- 7.3 The website is organized so as to facilitate access to information.
- 7.4 The Investor Relator shall update the website and ensure its compliance with statutory and/or regulatory provisions already in force or about to come into force. The Investor Relator shall also take steps to see that the section not explicitly for shareholders and institutional investors is based on the same principles of compliance with legal requirements.

Article 8: Rumours

If just before the market opens or when the market is still closed, rumours start circulating that might influence the price of the Company's financial instruments, the Chief Executive Officer, possibly together with the Lead Independent Director, shall decide whether to inform the public without delay as to the accuracy of the information, by supplementing and correcting it.

Article 9: Punitive measures

- 9.1 Failure to observe the related legal provisions may represent one of the criminal and administrative offences classified as abuse of price sensitive information and market manipulation (articles 184-187-*quater* of the Securities Dealing Act) and under certain circumstances the Company may even be held administratively liable (articles 87-*quinques* and 25-*sexies* of Decree 231/01).
- 9.2 In addition, failure to comply with these provisions may constitute a disciplinary breach by Company employees to be punished accordingly.

Article 10: Final provisions

- 10.1 The legal, regulatory and corporate governance provisions referred to in article 1) shall apply to all matters not expressly covered in these Procedures.
- 10.2 The Board of Directors shall be charged with the task of monitoring compliance with all the provisions issued and being issued concerning the management and disclosure of company information and documents, making use of the services of the Audit Committee if it sees so fit.
- 10.3 The Chief Executive Officer shall be charged with bringing the contents of this document to the attention of the Relevant Persons concerned. The Chief Executive Officer shall be expressly authorized to take every measure and/or action deemed necessary for the pursuit of the ends specified above.
- 10.4 The Chief Executive Officer shall make amendments and additions to these Procedures that might be required as a result of legal or regulatory provisions and/or organizational changes within the Company.