

Description of the share buyback program approved by the Ordinary and Extraordinary Shareholders' Meeting of 10 June 2015

Valence, France, 28 July 2015 – Amplitude Surgical (Euronext - FR0012789667), a leading French player in the international market for lower limb prostheses, announces and details the Description of the share buyback program approved by the Ordinary and Extraordinary Shareholders' Meeting of 10 June 2015.

1. Legal framework

Pursuant to Articles L.225-209 *et seq.* of the French Commercial Code, Articles 241-1 to 241-6 of the General Rules of the *Autorité des marchés financiers* as well as the European regulation on market abuses, this description intends to describe the objectives and the terms and conditions of the share buyback program of Amplitude Surgical (the “**Company**” or “**Amplitude Surgical**”) as approved by the Ordinary and Extraordinary Shareholders' Meeting of 10 June 2015.

This description is made available to the shareholders on Amplitude Surgical's website (www.amplitude-surgical.com).

2. Number of shares and portion of share capital held by the issuer

As at 28 July 2015, Amplitude Surgical's share capital is €469,298.52 divided into 46,929,852 shares each with a par value of €0.01.

As at 28 July 2015, Amplitude Surgical does not hold any of its own shares.

Amplitude Surgical's shares are listed on the regulated market of Euronext in Paris (ISIN Code: FR0012789667, Mnemonic: AMPLI).

3. Allocation by objectives of the shares held

As at 28 July 2015, Amplitude Surgical does not hold any of its own shares.

4. Objectives for the share buyback program approved by the Ordinary and Extraordinary Shareholders' Meeting of 10 June 2015

The acquisition of the shares may be carried out, in order of highest priority to lowest, with a view to:

- ensuring liquidity and activity in the market for the shares of Amplitude Surgical through an investment services provider, acting independently under a liquidity agreement and in accordance with a market ethics charter acknowledged by the *Autorité des marchés financiers*;
- performing the obligations related to the allotment of options on shares, the allotment of free shares or other allotments, allocations or sales of shares to the employees or the corporate officers of Amplitude Surgical or of an affiliated company, in accordance with the conditions set forth by

the market authorities and at such times that the Board of Directors or any person acting upon the authority of the Board of Directors implements such actions;

- ensuring the coverage of the undertakings of Amplitude Surgical under rights providing for a cash settlement based on the positive evolution of the trading price of the shares of Amplitude Surgical granted to the employees and to the corporate officers of Amplitude Surgical or of an affiliated company;
- retaining shares and delivering shares of Amplitude Surgical further to an exchange or as a consideration in the context of external growth transactions, in accordance with acknowledged market practice and applicable regulations;
- delivering shares of Amplitude Surgical in connection with the exercise of rights attached to securities conferring access by any means, immediately or in the future, to shares of Amplitude Surgical;
- cancelling all or part of the shares so repurchased, in accordance with applicable laws and subject to an authorization being granted by the extraordinary shareholders' meeting;
- any other action that is or will become permitted by French law or the *Autorité des marchés financiers* or any purpose that may comply with the regulations in force.

5. Terms and conditions

Maximum authorized amount of share capital

The Ordinary and Extraordinary Shareholders' Meeting of 10 June 2015 authorized the Board of Directors to purchase or arrange for the purchase of shares of Amplitude Surgical up to a maximum amount of 10% of the share capital of Amplitude Surgical.

The Ordinary and Extraordinary Shareholders' Meeting of 10 June 2015 also decided that the number of shares acquired by Amplitude Surgical in view of holding them for subsequent payment or exchange in a merger, spin-off or contribution cannot be greater than 5% of the share capital of Amplitude Surgical.

In accordance with article L.225-209 §2 of the French commercial code, when shares are repurchased in order to improve liquidity within the conditions set forth in the General Rules of the *Autorité des marchés financiers*, the number of shares taken into account for the calculation of the 10% limit provided in the first paragraph of article L.225-209 reflects the number of shares purchased, less the number of shares sold back during the term of the authorization.

Pursuant to Article L.225-210 of the French Commercial Code, the number of shares Amplitude Surgical may hold at any given time cannot exceed 10% of the shares making up the share capital of Amplitude Surgical on the date considered.

Considering the fact that Amplitude Surgical does not hold any of its own shares on 28 July 2015, the maximum number of shares of Amplitude Surgical which may be re-purchased amounts to, on 28 July 2015, 10% of the share capital of Amplitude Surgical, *i.e.*, 4,692,985 shares of Amplitude Surgical.

Maximum purchase price

The Ordinary and Extraordinary Shareholders' Meeting of 10 June 2015 decided to set the purchase price per share at 200% of the initial public offering price (i.e., €10), it being noted that, in the event of transactions on the share capital, in particular by way of incorporation of reserves and allotment of shares free of charge, division or regrouping of shares, this price will be adjusted accordingly.

Maximum amount

The Ordinary and Extraordinary Shareholders' Meeting of 10 June 2015 decided that the maximum amount allocated for implementation of the share buyback program is €40 million.

Terms and conditions of acquisitions and sales

The Ordinary and Extraordinary Shareholders' Meeting of 10 June 2015 decided that the acquisition, sale or transfer of the shares can be carried out by any means, on the market or over the counter, including transactions involving blocks of securities or takeover bids, option mechanisms, derivatives, purchase of options or of securities in conformity with the applicable regulatory conditions. Blocks of securities may represent up to the total amount of the share buyback program.

6. Duration of the share buyback program

18 months from the date of the Ordinary and Extraordinary Shareholders' Meeting of 10 June 2015, meaning until 10 December 2016.

7. Statement on the previous share buyback program

The shares of Amplitude Surgical were not previously admitted to trading on a regulated market. As a consequence, Amplitude Surgical has not previously implemented any share buyback program.

About Amplitude Surgical

Founded in 1997 in Valence, France, Amplitude Surgical is a leading French player on the global surgical technology market for lower-limb orthopedics. Amplitude Surgical develops and markets high-end products for orthopedic surgery covering the main disorders affecting the hip, knee and extremities, and notably foot and ankle surgery. Amplitude Surgical develops, in close collaboration with surgeons, numerous high value-added innovations in order to best meet the needs of patients, surgeons and healthcare facilities. A leading player in France, Amplitude Surgical is developing abroad through its subsidiaries and a network of exclusive distributors and agents. Amplitude Surgical operates on the lower-limb market through the intermediary of its Novastep subsidiaries in France and the United States. Amplitude Surgical distributes its products in more than 30 countries and had a workforce of 210 staff on December 31, 2014. Amplitude Surgical recorded revenue of 58.2 million euros for its financial year ending on June 30, 2014, with average annual growth of around 15% since 2005 and an average EBITDA margin of more than 20% over 2005-2014.

Contacts:

Amplitude Surgical

Philippe Garcia
Chief Financial Officer
philippe.garcia@amplitude-ortho.com
+33 (0)4 75 41 87 41

NewCap

Investor relations
Florent Alba
amplitude@newcap.fr
+33 (0)1 44 71 98 55

NewCap

Media relations
Nicolas Merigeau
amplitude@newcap.fr
+33 (0)1 44 71 98 55