



# NOTICE OF CALL - ORDINARY SHAREHOLDERS' MEETING

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 Company register: tax Code and registration No. 04923960159

The Ordinary Shareholders' Meeting of Amplifon S.p.A. ("Amplifon" or the "Company") is convened at the Company's registered office in Milan, Via Ripamonti 131/133, on 23 April 2025, at 10:30 a.m., on first and single call, to resolve on the following:

#### **AGENDA**

- I. Financial Statements as at 31 December 2024:
  - I.I Approval of the Financial Statements as at 31 December 2024; reports prepared by the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Consolidated Financial Statements as at 31 December 2024 and Report on Operations in accordance with Commission Delegated Regulation (EU) 2019/815 and subsequent amendments. Consolidated Sustainability Statement as at 31 December 2024.
  - I.2 Allocation of the earnings for the year.
- 2. Appointment of the Board of Directors, after determining the number of members:
  - 2.1 Determination of the numbers of members.
  - 2.2 Appointment of the Board of Directors.
- 3. Directors' remuneration for FY 2025.
- 4. Remuneration Report 2025 pursuant to art. I23-*ter* Legislative Decree 58/98 ("TUF") and art. 84-*quater* Issuers' Regulations:
  - 4.1 Binding resolution on the first section pursuant to art. 123-*ter*, par. 3-*bis* and *3-ter* of the TUF.
  - 4.2 Non-binding resolution on the second section pursuant to art. 123-*ter*, par. 6 of the TUF.
- 5. Approval of a plan for the purchase and disposal of treasury shares pursuant to articles 2357 and 2357-ter of the Italian Civil Code, following revocation of the current plan for the part not performed. Related and consequent resolutions.
- 6. Updating of Shareholders' Meetings Regulations. Related and consequent resolutions.

# Share capital and voting rights as at the date of this Notice of call

The subscribed and paid-in share capital of Amplifon S.p.A. is equal to Euro 4,527,772.40 divided into no. 226,388,620 ordinary shares with a nominal value of Euro 0.02 each. Each share gives the right to one vote, except as provided for in the increased voting rights mechanisms in article 13 of the Company's Articles of Association. The number of voting rights that can be exercised due to the accrual of the increased voting right is published on the Company's website <a href="https://corporate.amplifon.com/en">https://corporate.amplifon.com/en</a> as well as at the authorized storage mechanism eMarket

1 Classification: internal





STORAGE available at www.emarketstorage.com, and will be updated in accordance with the terms of Article 85-bis of the Issuers' Regulations. As at 6 March 2025, the Company holds no. I,068,249 treasury shares equivalent to 0.472% of the company's share capital at the same date.

# Entitlement to attend the Shareholders' Meeting

Those holding the voting rights with the necessary certifications issued by an authorised intermediary, in accordance with the laws and regulations in force, are entitled to attend the Shareholders' Meeting.

In this respect, pursuant to art. 83-sexies TUF, the entitlement to attend the Shareholders' Meeting and exercise voting rights must be certified by a statement to the Company, issued by the intermediary in accordance with its accounting records, in favour of each person entitled to exercise the voting rights, on the basis of the evidence as of the end of the seventh market trading day prior to the date on which the Shareholders' Meeting is called, namely by IO April 2025 (the so-called "record date"). Those holding shares after said date will not be entitled to attend or vote at the Shareholders' Meeting. The intermediary must send the certification to the Company by the end of the third market trading day prior to the date on which the Shareholders' Meeting is called, i.e., by I6 April 2025. In the event the Company receives the certification after this deadline, the shareholder will still be able to attend the meeting and vote as long as the certification is received prior to the beginning of the meeting, without prejudice to the rule according to which the shareholders' attendance and vote in the Shareholders' Meeting will take place exclusively through the Designated Representative, as further specified below.

### Right to attend and vote at the Shareholders' Meeting

Pursuant to article IO of the Company's Articles of Association, the Company has decided to avail itself of the right to hold the Shareholders' Meeting with the attendance and vote of the shareholders <u>exclusively</u> through the proxy holder appointed by the Company pursuant to Article I35-undecies of the TUF (the "Designated Representative"). This choice in fact makes it easier the attendance for those entitled (as demonstrated by the positive feedback in terms of attendance recorded in recent years with the introduction of the Designated Representative), as well as a saving of resources for the Company.

Therefore, those entitled to vote and intend to exercise their vote will necessarily have to grant – without any charges to the delegating party (except for any delivery costs) – a proxy as well as voting instructions to <u>Aholding S.r.l.</u>, with registered office in Ivrea (To), in its quality of Designated Representative.

The proxy to the Designated Representative shall be submitted, with voting instructions on all or certain items on the Agenda, through a specific proxy form available on the Company's website <a href="https://corporate.amplifon.com/en">https://corporate.amplifon.com/en</a> (Governance Section/Documents for the Shareholders'). The original proxy must be sent to the Designated Representative - along with a copy of a valid identity document of the delegating shareholder or, if such shareholder is a legal entity, of the pro tempore representative-at-law or another individual vested with the relevant powers, along with documentation suitable for the purpose of proving such capacity and powers - via registered letter with notice of receipt to its office in via Circonvallazione 5, IOOIO Banchette (Torino) or to the following certified email address <a href="mailto:assemblea@arubapec.it">assemblea@arubapec.it</a> (specifying in the object "Delega RD - Assemblea Amplifon 2025"), by the end of the second trading day prior to the date scheduled for the Shareholders' Meeting (i.e., by I7 April 2025). Sending the proxy to the above mentioned certified e-mail address, signed with a qualified electronic signature or digital signature in accordance with the regulations in force, meets the requirements of the written form. The proxy will be valid only for the resolutions for which voting instructions are provided.





Within said term I7 April 2025, the proxy and the voting instructions may be revoked at any time using the procedures indicated above.

Proxies and/or sub-proxies, necessarily containing voting instructions on all or certain items on the Agenda, may be also granted to the above-mentioned Designated Representative pursuant to Article I35-novies of the TUF, through the use of a specific form available on the Company's internet website <a href="https://corporate.amplifon.com/en">https://corporate.amplifon.com/en</a> (Governance Section/Documents for the Shareholders'). For the granting and notification of such proxies/subproxies, also by electronic means, the procedures described in the proxy form must be followed. The proxy must be received by 6:00 p.m. CET of the day prior to the Shareholders' Meeting (and in any case by the beginning of the meeting). Within the above-mentioned term, the proxy and the voting instructions may be revoked at any time using the procedures specified in the proxy form.

For further clarifications regarding the granting of the proxy to the Designated Representative (and, in particular, regarding the filling in of the proxy form and the voting instructions and their submission), please contact Aholding S.r.l. by e-mail at <a href="mailto:monica.rossetton@aholding.cloud">monica.rossetton@aholding.cloud</a> or at the following phone number 0125 1865910.

The attendance at the Shareholders' Meeting of the members of the Board of Directors, of the members of the Statutory Auditors, as well as any other individual authorized by the Chairman of the Shareholders' Meeting shall also, or exclusively, be made through video/telecommunication means, in a manner that the Chairman will define and communicate.

Notwithstanding the procedures for participation and for the exercise of the right to vote by the shareholders and other persons entitled to participate in the Shareholders' Meeting, the Chairman of the Shareholders' Meeting, the Designated Representative and the Secretary of the Shareholders' Meeting may only attend in person at the registered office of the Company where the Shareholders' Meeting is convened.

No procedures are set for voting by e-mail or electronic means.

### Right to submit questions relating to the items on the Agenda

Pursuant to art. I27-ter of the TUF, those entitled to voting rights may submit questions concerning the items on the Agenda prior to the Shareholders' Meeting (within IO April 2025), by sending the questions via registered letter with notice of receipt to the Company's registered office, addressed to the Corporate Secretary Office, or to the certified e-mail address segreteria.societaria@pec.amplifon.com.

Questions shall be sent along with any information concerning the identity of the shareholders who submitted them. Shareholders will be entitled to submit questions solely if the certification attesting the share ownership is sent by the intermediary to the Company. Any questions submitted until IO April 2025 will be answered within 2I April 2025, at IO:00 a.m. CET. The Company will publish the answers to the questions received into a specific section on the website <a href="https://corporate.amplifon.com/en">https://corporate.amplifon.com/en</a> (Governance Section/Documents for the Shareholders' Section) and, in any case, will provide a single answer to questions covering the same topic. It should be noted that only questions strictly pertinent to the items on the Agenda will be taken into account.

# **Appointment of the Board of Directors**

Pursuant to Article 15 of the Company's Articles of Association, the members of the Board of Directors will be appointed based on a list voting system, according to the procedures set out in the Company's Articles of Association.

The shareholders who, on the submission date, individually or in conjunction with other shareholders, hold a total of shares with voting rights, representing at least 1% of the share





capital, have the right to submit a list of candidates. The candidates included in the lists must be indicated in numerical order.

The lists must be filed with or received at the registered office of the Company by the 25th day prior to the date set for the Shareholders' Meeting (i.e. by 29 March 2025). They will be made available to the public at the registered office, on the Company's website and in the other ways specified by Consob at least 2I days before the date set for the Shareholders' Meeting (i.e. by 2 April 2025).

Each shareholder who individually or jointly submits a list at the Company's registered office must also provide the certification issued by intermediaries demonstrating the legitimacy of their rights, concurrently with the submission of the list or within the time limit set forth for the publication of the lists by the Company, pursuant to the applicable legislation, as well as a declaration stating, under its responsibility, the non-existence of a connection with any other submitted lists, pursuant to all applicable laws.

At the time of submission, each list must be accompanied by the CV, along with the personal and professional details of the candidates and by declarations in which each individual candidate accepts the candidacy and states, under his/her own responsibility, that there are no reasons for his/her ineligibility or incompatibility, as well as that he/she meets the requirements set forth by the law and in the Company's Articles of Association, indicating whether he/she qualifies himself/herself as independent in accordance with the applicable law.

Lists that have three or more candidates must include candidates of both genders in accordance with the quotas established under the law in effect (rounding up, based on the rules provided for by the law - as well as the regulation - in effect at the time, in event of a fractional number). The lists may be submitted by lodging them at the registered office of the Company, or by emailing them to the certified email address <a href="mailto:segreteria.societaria@pec.amplifon.com">segreteria.societaria@pec.amplifon.com</a>, together with the information that would allow for the identification of the subject who is filing or transmitting the lists.

For any additional details on preparing and submitting lists, as well as voting, please see Article 15 of the Company's Articles of Association, available at our registered office and published on the Company's website <a href="https://corporate.amplifon.com/en">https://corporate.amplifon.com/en</a>.

### Right to add items to the Agenda of the Shareholders' Meeting

In accordance with Article 126-bis of the TUF, shareholders representing, even jointly, at least one fortieth of the share capital may, within ten days from the publication of this Notice of call, request that additional items be added to the meeting's Agenda, indicating in the request the further topics proposed or the proposed resolutions relating to items which are already part of the Agenda.

Additions to the agenda are not permitted for items on which the shareholders' meeting resolves, in accordance with the law, on the proposal of the directors or on the basis of a draft or report prepared by them other than those referred to in Article I25-*ter*, paragraph I, of the TUF.

The request, along with the certification attesting the share ownership, must be submitted in writing, together with the information concerning the identity of the shareholders who submitted it, via certified registered letter with notice of receipt to the registered office of Amplifon, addressed to the Corporate Secretary Office, or to the certified e-mail address <a href="mailto:segreteria.societaria@pec.amplifon.com">segreteria.societaria@pec.amplifon.com</a>. Sending to the above-mentioned certified e-mail address the requests for additions to the Agenda and/or further resolution proposals, signed with a qualified electronic signature or digital signature in accordance with the law provisions, meets the requirements of the written form.

Shareholders requesting that additional items be added to the Agenda must draft a report





specifying the grounds for the proposed resolutions on the new items to be added to the Agenda, as well as for the proposed resolutions relating to items already on the Agenda. The report must be submitted to the Board of Directors by the same deadline as the request to add additional items. Simultaneously with the publication of the notice of additions to the Agenda, the report on the additional items that are being proposed for discussion at the Shareholders' Meeting, as a result of the requests above, will be made available to the public by the Company, with the same modalities adopted for the publication of the reports on the items on the Agenda, along with any statements made by the Board of Directors.

Any integrated list will be published in the same manner as this Notice of call at least 15 days before the date scheduled for the Shareholders' Meeting (*i.e.*, 8 April 2025).

#### **Documentation**

The documentation related to the Shareholders' Meeting will be made available to the public in compliance with the procedure and the terms under the applicable law, at the Company's registered office and on the Company's website <a href="https://corporate.amplifon.com/en">https://corporate.amplifon.com/en</a>, as well as on on the authorized storage system "eMarket STORAGE" available on the website <a href="https://www.emarketstorage.com">www.emarketstorage.com</a>.

Shareholders are entitled to obtain copies of the documentation filed.

For additional information on the Shareholders' Meeting, please visit <a href="https://corporate.amplifon.com/en">https://corporate.amplifon.com/en</a>, (Governance Section/Documents for the Shareholders' Section) or contact the Company's Investor Relations Department to the e-mail address <a href="mailto:ir@amplifon.com">ir@amplifon.com</a>.

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This Notice of call is published on the Company's website <a href="https://corporate.amplifon.com/en">https://corporate.amplifon.com/en</a>, on the authorized storage mechanism "eMarket STORAGE" available on the website <a href="https://corporate.amplifon.com/en">www.emarketstorage.com/en</a>, as well as an excerpt in the daily newspapers "Il Sole 24 Ore" and "Milano Finanza".

Milan, 6 March 2025

On behalf of the Board of Directors The Chairman

Susan Carol Holland

# **About Amplifon**

Amplifon, global leader in the hearing care retail market, empowers people to rediscover all the emotions of sound. All 20,900 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 more than 2.4 billion euros of annual revenues, operates through a network of more than 10,000 points of sale in 26 Countries and 5 continents. More information about the Group is available at: <a href="https://corporate.amplifon.com/en">https://corporate.amplifon.com/en</a>.

5Classification: internal



# **ORDINARY SHAREHOLDERS' MEETING**

23 APRIL 2025

Directors' Reports on the proposed agenda



Item I. Financial Statements as at 31 December 2024:

I.I Approval of the Financial Statements as at 31 December 2024; reports prepared by the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Consolidated Financial Statements as at 31 December 2024 and Report on Operations in accordance with Commission Delegated Regulation (EU) 2019/815 and subsequent amendments. Consolidated Sustainability Statement at 31 December 2024. 1.2 Allocation of the earnings for the year.

Dear Shareholders.

We are submitting to you the Directors' Report on Operations for the year ending on 31 December 2024, and the related draft Financial Statements.

The draft of the Financial Statements as at 31 December 2024 of Amplifon S.p.A., which is being submitted to the Shareholders' Meeting, shows net earnings of Euro 95,179,935 (Euro 90,626,876 as at 31 December 2023).

Such result allows to submit to the Shareholders a proposal for the distribution of a dividend of Euro 0.29 per ordinary share.

The amount of the total dividend distributed will vary depending on the number of shares outstanding on the date the dividend is paid, net of the company's treasury shares (as of March 6, 2025 equal to no. 1,068,249, representing 0.472% of the share capital on the same date).

We also present the Consolidated Sustainability Statement as at 3I December 2024 drawn up in compliance with the Legislative Decree no. I25 of September 6, 2024, which implements Directive 2022/2464/EU (also known as the *Corporate Sustainability Reporting Directive* or CSRD), concerning the disclosure of non-financial information.

We are hereby proposing to approve the following resolution:

"The ordinary Shareholders' Meeting of Amplifon S.p.A. held in single call, on 23 April 2025,

resolves to:

- I. approve the Directors' Report on Operations;
- 2. approve the Financial Statements of the Company as at 31 December 2024 showing a net profit of Euro 95,179,935;
- 3. allocate the earnings of the year as follows:
  - distribute to the shareholders, as dividend, a portion of the earnings equal to Euro 0.29 per share;
  - allocate the remaining portion of the earnings as retained earnings;
- give mandate to the Board of Directors to ascertain, in due course, in relation to the final exact number of shares subject to remuneration, the amount of the distributed and retained earnings;
- 5. pay the dividend starting from 2I May 2025, with ex-dividend date on I9 May 2025;



6. take note of the Consolidated Sustainability Statement."

Milan, 6 March 2025

On behalf of the Board of Directors The Chief Executive Officer Enrico Vita



Item 2. Appointment of the Board of Directors, after determining the number of members: 2.1 Determination of the number of members.

2.2 Appointment of the Board of Directors.

Dear Shareholders,

The term of office of the Board of Directors expires with the approval of the financial statements for the year ending 3I December 2024, and therefore a new board of directors must be appointed for the period 2025-2027, after determining the number of members.

Pursuant to article I4 of the current Articles of Association, the Board of Directors may comprise between 3 and II members.

The members of the Board of Directors are appointed for a maximum period of three years; they are reappointed and replaced in accordance with the law and are eligible for reelection.

The members of the Board of Directors are elected on the basis of lists of candidates presented by shareholders and/or group of shareholders owning at least 1% of the share capital, as determined by Consob pursuant to Article I44-quater of Legislative Decree 58/98 ("TUF") with communication no. I23 of 28 January 2025.

The members of the Board of Directors must possess the professionalism, honourability and independence required under the law; an adequate number of non-executive directors is considered "independent", namely it does not entertain, nor has recently entertained, even indirectly, relations with the Company or with subjects linked to the Company, so as to condition their independent judgment in accordance with the applicable law and codes of conduct. The number and responsibilities of the independent directors are adequate in relation to the size of the Board of Directors and to the business carried out by the Company: in particular, pursuant to the Code of Corporate Governance issued by Borsa Italiana S.p.A., in the large companies with concentrated ownership at least one third of the board of directors is made of independent directors.

The Board of Directors is appointed based on the lists presented that, in case contain a number of candidates equal to or greater than three, must be composed of both genders in accordance with the quotas established under the law in effect (rounding up, based on the rules provided for by the law -as well as the regulation- in effect at the time, in event of a fractional number).

The lists must specify which candidates are qualified as independent as defined by the law and the Articles of Association, as well as the identity of the shareholders submitting the lists, and the percentage of shares they cumulatively hold.

For the purposes of selecting the candidates to be elected, the lists that fail to obtain a percentage of votes equal to at least half of the percentage required for the submission of lists will not be taken into account.

The lists, indicating the names of each the candidate, must be accompanied by the CV of the designated subjects, an information on their personal and professional characteristics and declarations by each candidate in which they state to accept the candidacy and also state, under their own responsibility, that there are no reasons for their ineligibility or incompatibility,



as well as compliance with the requirements set forth by the law and in the Articles of Association, indicating whether a candidate qualifies as independent in accordance with the applicable law.

Each candidate may appear on one list only or will be disqualified.

The lists must be filed at the Company's registered office at least twenty-five days before the date set for the Shareholders' Meeting (i.e. no later than 29 March 2025). The Company will publish the lists on its website and in any other manner provided by Consob pursuant to Article I47-ter, paragraph I-bis of Legislative Decree no. 58/I998 at least twenty-one days prior to the Shareholders' Meeting (i.e. by 2 April 2025).

Each shareholder who individually or jointly submits a list must also deposit at the Company's registered office the certification issued by intermediaries demonstrating the legitimacy of their rights concurrently with the submission of the list or within the term set forth for the publication of the lists by the Company, pursuant to the applicable legislation.

Each shareholder may present or participate in the presentation of only one list. The shareholders signing a shareholders' agreement, as defined by Article I22 of Legislative Decree no. 58 of 24 February I998 (TUF) and its amendments, as well as the parent company, subsidiaries and companies subject to joint control, may submit, or jointly submit, only one list. The agreements and votes expressed in breach of the prohibition referred to above shall not be attributed to any list.

All open directorships are filled from the list obtaining the majority of votes cast, in the order in which the candidates are listed, with the exception of one directorship which is filled by the first candidate with independent status on the list receiving the second highest number of votes which is not associated, even indirectly, with the shareholders who have submitted or voted for the most-voted list.

If a single list is submitted, the procedure described above is disregarded and the shareholders resolve, with the legal majority, to fill all open directorships (in the number previously determined by the shareholders) from that list in the order in which the candidates are presented; at least as many shareholders as those required by the law in effect at that time must qualify as independent pursuant to Art. 148, paragraph 3 of Legislative Decree 58 of 24 February 1998 (TUF).

In the event that, after the list voting or voting for the unique list presented is completed, the composition of the Board of Directors fails to comply with the law relating to gender balance, the last candidate - based on the order in which he/she appears on the list - belonging to the most-represented gender that has been elected from the list with the highest number of votes will be substituted by the first candidate - based on the order in which he/she appears on the list - belonging to the least-represented gender, not elected on the same list. This procedure will be adhered to until it is assured that the composition of the Board of Directors complies with the law in force at the time with regard to gender balance.

For any additional details on preparing and submitting lists, as well as voting, please refer to Article 15 of the Articles of Association, available at the Company's registered office and published on the Company's website https://corporate.amplifon.com/en (Governance section).

We kindly ask you to appoint the Board of Directors which will remain in office for the period 2025-2027, after determining the number of its members, on the basis of the submitted lists.



In this respect, pursuant to Article I4 of the current Articles of Association which provides that the Board of Directors shall consist of three to eleven members, the Board of Directors, also in light of the results of the self-assessment process, shared both by the Independent Directors and the Remuneration and Appointment Committee, invites to determine as 9 the number of members of the Board of Directors, therefore unchanged from the previous board of directors, as per the shareholders' meeting resolution dated 22 April 2022.

Therefore, we are proposing to approve the following resolution:

"The ordinary Shareholders' Meeting of Amplifon S.p.A., convened in single call, on 23 April 2025, pursuant to its statutory powers and the report prepared by the Directors,

### resolves

- to determine as 9 the number of members of the Board of Directors for the period 2025-2027".

Regarding the appointment of the Board of Directors, we ask you to vote for the lists that will be submitted by the shareholders in accordance with the Articles of Association and the legislation currently in force.

Milan, 6 March 2025

On behalf of the Board of Directors The Chief Executive Officer Enrico Vita



#### Item 3. Directors' remuneration for FY 2025.

Dear Shareholders,

It should be noted that, enacting the rights stated in article 22 of the Articles of Association, the Shareholders' Meeting of 24 April 2024 had determined that the remuneration granted to the Directors for the 2024 year was equal to Euro I,370,000.00, to be recorded as an expense during the relative fiscal year.

As for the 2025 year, based also on the recommendations of the Remuneration and Appointments Committee, we hereby propose to determine an overall remuneration for the Board of Directors to be distributed among the members by the Board of Directors itself that equals Euro I,530,000.00.

Therefore, we are proposing to approve the following resolution:

"The ordinary Shareholders' Meeting of Amplifon S.p.A. held in single call, on 23 April 2025, acknowledged its statutory powers and the Report prepared by the Directors,

resolves

to assign to the Directors an overall remuneration for the year 2025 of Euro 1,530,000.00, to be recorded as an expense during the relative fiscal year".

Milan, 6 March 2025

On behalf of the Board of Directors The Chief Executive Officer Enrico Vita



Item 4. Remuneration Report 2025 pursuant to art. 123-ter Legislative Decree 58/98 ("TUF") and art. 84-quater Issuers' Regulations:

4.1 Binding resolution on the first section pursuant to art. 123-ter, par. 3-bis and 3-ter of the TUF.

4.2 Non-binding resolution on the second section pursuant to art. 123-ter, par. 6 of the TUF.

Dear Shareholders,

We have called you in this Ordinary Shareholders' Meeting to submit for approval, pursuant to article 123-ter of Legislative Decree no. 58/1998 (so-called "Consolidated Law on Finance" or "TUF"), as amended by Legislative Decree 49/2019, the remuneration report 2025 (the "Remuneration Report").

The Remuneration Report will be available to the public at the Company's legal office, as well as on the Company's website <a href="https://corporate.amplifon.com/en">https://corporate.amplifon.com/en</a> and on the storage mechanism "eMarket Storage", within the terms stipulated in current regulations.

For details on the content of the Remuneration Report, please refer to the document attached to this report, prepared pursuant to article 84-quater of the Regulations adopted by Consob with resolution no. II97I of I4 May 1999 (the "Issuers' Regulations").

The Remuneration Report is organised in two sections:

- (i) the first section (the "Remuneration Policy") illustrates in a clear and comprehensible manner: (a) the company's policy on the remuneration of management bodies, managing directors and key managers with strategic responsibilities with reference to at least the 2025 financial year and, without prejudice to the provisions of Article 2402 of the Italian Civil Code, the members of the control bodies; and (b) the procedures used for the adoption and implementation of this policy. This section, pursuant to the combined provisions of paragraphs 3-bis and 3-ter of Article I23-ter of the TUF, is subject to the binding vote of the Ordinary Shareholders' Meeting.

  The Remuneration Policy contributes to the Company's strategy, the pursuit of long-term
  - interests and the sustainability of the Company and illustrates how this contribution is made;
- (ii) the second section (the "Remuneration Paid"), in a clear and comprehensible manner and, by name for the members of the administration and control bodies, the managing directors and in aggregate form for key managers with strategic responsibilities: (a) provides an adequate representation of each of the items that make up the remuneration, including what is provided in the event of termination of office or termination of employment, highlighting their consistency with the company's remuneration policy for the financial year 2024; (b) analytically illustrates the remuneration paid in 2024 financial year for any reason and in any form by the company and its subsidiaries or associated companies, indicating any components of the aforesaid remuneration that relate to activities carried out in financial years prior to the financial year in question and also highlighting the remuneration to be paid in one or more subsequent financial years for activities carried out in the financial year in question, possibly indicating an estimate value for the components of the remuneration that cannot be objectively quantified in the financial year in question. This section, pursuant to paragraph 6 of Article 123-ter of the TUF, is subject to a non-binding vote of the Ordinary Shareholders' Meeting.

In light of the above, therefore, we are hereby proposing to approve the following resolution:



"The ordinary Shareholders' Meeting of Amplifon S.p.A. held in single call, on 23 April 2025, after reviewing the Remuneration Report 2025, prepared pursuant to article 84-quater and in compliance with Annex 3A Chart 7-bis and 7-ter of the Issuers' Regulations

### resolves to:

- I. approve the first section of the Remuneration Report 2025;
- 2. issue a favourable resolution on the second section of the Remuneration Report 2025, and to make public the outcome of the voting, pursuant to article I25-quater, paragraph 2, of the Consolidated Law on Finance."

Milan, 6 March 2025

On behalf of the Board of Directors The Chief Executive Officer Enrico Vita



Item 5. Approval of a plan for the purchase and disposal of treasury shares pursuant to articles 2357 and 2357-ter of the Italian Civil Code, following revocation of the current plan for the part not performed. Related and consequent resolutions.

Report prepared pursuant to article 73 of the Regulations adopted by Consob with resolution no. II971 of I4 May 1999.

Dear Shareholders,

The following report, approved by the Board of Directors on the meeting held on 6 March, 2025, was drafted to submit for your approval, pursuant to Articles No. 2357 and 2357-ter of the Civil Code, no. I32 of Legislative Decree no. 58 of 24 February I998 ("TUF"), and in compliance with the provisions of article 73 of the Regulation adopted by Consob with resolution no. II97I of May I4, I999 and related Annex 3, Scheme 4, the authorization regarding the purchase and disposal, on one or more solutions and on a revolving basis, of a maximum number of ordinary shares of Amplifon S.p.A. (the "Company"), which, where the purchase option is exercised in full and taking into account treasury shares already in the portfolio, results in the Company not holding over I0% of its share capital (at the date of this report, therefore, maximum no. 22,638,862 ordinary shares with a nominal value of Euro 0.02 each).

Considering that the deadline for implementing the decision with which the Ordinary Shareholders' Meeting of 24 April 2024 authorized the purchase and disposal plan for treasury shares is 24 October 2025, the Board of Directors intends to submit a new plan for the purchase and disposal of treasury shares to the approval of the Shareholders' Meeting, with effect from the date of the Meeting, upon revoking the previous authorization as to the part not been executed.

# I. Reasons for the request for authorisation to purchase and dispose treasury shares

The Board of Directors believes that the reasons at the basis of the request for the authorization to purchase and dispose of treasury shares submitted to the shareholders meeting at the time remain valid.

The request of authorization to the Shareholders' Meeting is motivated by the opportunity of providing the Company with an effective tool to:

- (i) dispose of treasury shares to service share-based incentive plans, both current and future, for Directors and/or employees and/or collaborators of the Company and other companies controlled by it, as well as any plans for the free assignment of shares to shareholders;
- (ii) dispose of treasury shares to be allocated as a means of payment for acquisitions of companies or exchange of equity interests,

and, in any case, to pursue the purposes permitted by current regulatory provisions, including those set out in Regulation (EU) 596/2014, as well as, where applicable, by market practices permitted by Consob.

It should be noted that the aforesaid purposes will be pursued in compliance with the applicable regulations, fulfilling the obligations set forth therein, such as, *inter alia*, the disclosure obligations relating to the purchase of treasury shares.

It should be noted that the authorisation request pertains to the Board of Director's faculty to carry out repeated and successive purchase and sale transactions (or other disposal transactions) of treasury shares on a revolving basis (so-called "revolving transactions"), also for



fractions of the maximum allowed quantity, so that, at any time, the quantity of shares subject to the proposed purchase and held in the Company's portfolio does not exceed the threshold provided for by the law and by the Shareholders' Meeting's authorization.

For the aforementioned reasons, the Board of Directors intends to ask the Shareholders' Meeting to authorise the purchase and the disposal of treasury shares pursuant to Articles 2357 and 2357-ter of the Italian Civil Code.

# 2. Maximum number, category and nominal value of shares to which the authorization refers

The Company's share capital at today's date is equal to Euro 4,527,772.40, represented by 226,388,620 ordinary shares with a nominal value of Euro 0.02 each.

The Board of Directors asks for the authorisation to purchase, within the deadline detailed at Paragraph 4 below, a maximum number of ordinary shares of Amplifon S.p.A. which, where the purchase option is exercised in full and taking into account treasury shares already in portfolio, results in the Company not holding over IO% of its own share capital.

In light of the above, when implementing the plan for the purchase and disposal of treasury share following the possible Shareholders' Meeting's authorization, the Board of Directors will have to take into account the Company's contractual obligations applicable from time to time.

# 3. Information pertaining to compliance with the provisions of Article No. 2357, Paragraphs I and 3, of the Italian Civil Code

As of the date of approval of this Report, the Company holds no. I,068,249 treasury shares, equivalent to 0.472% of the company's share capital at the same date, purchased on the market based on treasury share buy-back programs authorised from time to time by the Ordinary Shareholders' Meeting. It should be noted that, pursuant to Article No. 2357, Paragraph I of the Italian Civil Code, the purchase of treasury shares is allowed within the limits of the profit available for distribution and the available reserves reported in the latest set of approved Financial Statements.

To this purpose, we would like to refer to the Financial Statements for the year ended on 31 December 2024 submitted to the Shareholders' Meeting of 23 April 2025. These Financial Statements show (i) net earnings for the financial year of Euro 95,179,935 of which Euro 29,837,047.41 have been allocated as retained earnings; (ii) other available capital reserves of Euro 202,712,442; and (iii) distributable retained earnings of Euro 447,007,595.

It should be noted that the Board of Directors is obliged to ascertain compliance with the conditions provided for by Article No. 2357, Paragraphs I and 3, of the Italian Civil Code for the purchase of treasury shares upon finalizing any authorized purchase.

Upon purchasing or selling, swapping, allocating or devaluing shares, the relevant accounting entries shall have to be made, in compliance with legal provisions and applicable accounting principles. In the event of selling, swapping, allocation or devaluation, the corresponding amount may be used again for further purchases, until expiry of the authorisation issued by the Shareholders' Meeting, subject to the conditions set forth by the Shareholders' Meeting and any

<sup>&</sup>lt;sup>1</sup> The amount of the total divided and the consequent allocation of the portion not been distributed as retained earnings will vary depending on the number of shares with regular enjoyment existing on the payment date of the divided, on 21 May 2025, net of the treasury shares owned by the Company.



contractual obligations applicable from time to time.

# 4. Duration of the requested authorization

The buy-back authorization is requested for the maximum duration permitted by Article No. 2357, Paragraph 2, of the Italian Civil Code and, therefore, for a period of I8 months from the date of its authorization from the Shareholders' Meeting.

The authorization to the disposal of treasury shares for subsequent purchase is requested without a time limit, in light of the non-existence of legal provisions in this respect and the opportunity of maximising the time period during which the sale can be performed.

### 5. Minimum and maximum price

The Board of Directors proposes that the unit price for the purchase of shares shall be established from time to time for each transaction, provided that it is neither higher nor lower than IO% of the share's reference price on the trading day prior to each individual purchase transaction.

With respect to the price for the disposal of treasury shares purchased, the Board of Directors proposes that the Shareholders' Meeting shall only determine the minimum price, granting the Board of Directors the power to determine from time to time any further condition, method and term for the disposal transaction.

Such minimum price may not be lower than IO% of the reference price recorded by the share on the trading day that precedes each disposal transaction. The Board of Directors believes this criterion to be objective and suitable to univocally determine minimum and maximum prices for purchase and/or disposal transactions.

However, such price limit will not apply in the event of transfer to Directors, employees and/or collaborators working for the Company and/or its Subsidiaries for the implementation of incentive plans. It should be noted that, within the framework of share disposal transactions for the implementation of incentive plans, the Company's shares may also be allocated on a free basis, should this be decided by the bodies authorised to resolve on incentive plans.

### 6. Methods to be used for purchase and disposal transactions

Purchase transactions shall start and finish within the time scales set out by the Board of Directors following a possible authorisation by this Shareholders' Meeting.

Considering the various objectives that can be pursued through treasury share transactions, the Board of Directors proposes that the authorisation should be granted for purchases to be carried out under any of the methods envisaged by current regulations including (EU) Regulation n. 596/2014 and Delegated Regulation 2016/1052, as well as the admitted market practice recognized by Consob, with the only exception of public tender offers for the purchase or exchange of shares. Such methods are to be determined from time to time at the discretion of the Board of Directors.

With respect to the transactions to dispose treasury shares purchased pursuant to this resolution or already held by the Company at the date of today's Shareholders' Meeting, the Board of Directors proposes that the authorisation shall enable the adoption of any method deemed suitable for the objectives pursued, including the sale outside of markets or as part of a block sale.



Finally, it should be noted that, pursuant to the exception provided for by Article No. 132, Paragraph 3, of Legislative Decree No. 58 of February 24th, 1998, the aforementioned operating methods do not apply to the purchase of treasury shares from employees of the Company, its Subsidiaries or Parent Company that were allocated to them within a share incentive plan pursuant to Articles No. 2349 and 2441, Paragraph 8 of the Italian Civil Code.

# 7. Additional information for purchase transactions aimed to reduce share capital through the cancellation of treasury shares purchased

We hereby confirm that the purchase of treasury shares is not finalised to a reduction of share capital, notwithstanding the fact that, should such a reduction be approved by the Shareholders' Meeting in the future, the Company reserves the right to execute it also by cancelling treasury shares held in portfolio.

We are hereby proposing to approve the following resolution:

"The Ordinary Shareholders' Meeting of Amplifon S.p.A. held in single call, on 23 April 2025:

- having examined the report prepared by the Board of Directors in compliance with Article 73 and Annex 3A, Chart no. 4, of the Regulations adopted by CONSOB with resolution No. II97I of I4 May I999 (as subsequently amended and integrated);
- acknowledging that, at the time of this Shareholders' Meeting, Amplifon S.p.A. holds no. I,068,249<sup>2</sup> treasury shares in portfolio and none of its subsidiaries holds Amplifon S.p.A.'s shares:
- noting the opportunity of issuing an authorisation for the purchase and disposal of treasury shares enabling the Company to carry out purchase and disposal transactions for treasury shares for the purposes of and in compliance with the methods indicated in the Report of the Board of Directors;

#### resolves

- I. to revoke, with effect from today, the treasury shares purchase and disposal plan approved by the Shareholders' Meeting on 24 April 2024, as to the part that has not been executed;
- 2. to authorise, pursuant to Article No. 2357 of the Italian Civil Code, the purchase, on one or more solutions, of a maximum number of ordinary shares resulting in the Company holding a number of shares equal to maximum IO% of the share capital in case the faculty herewith granted is exercised in full within the maximum deadline indicated below in full compliance with all requirements set by law and taking into account the shares already held as in its portfolio, for the pursuit of the objectives highlighted in the Report of the Board of Directors and at the following terms and conditions:
  - shares may be purchased up until expiry of the eighteenth month from the date of this Resolution; the last purchase made within this deadline will have to include a number of shares such as to allow compliance with the aforementioned overall IO% threshold;
  - the shares may be purchased at a unit price that is not 10% lower or higher than the share's reference price recorded on the trading day before each individual purchase transaction:

.

<sup>&</sup>lt;sup>2</sup> This amount, which is up to date as of 6 March 2025 when the Board of Directors prepared the Directors' Reports, will be updated to reflect the effective amount at the date of the Shareholders' Meeting.



- the purchase may be carried out in line with any of the methods described and admitted by the current legislation, including (EU) Regulation n. 596/2014 and related implementing provisions, as well as the admitted market practice recognized by Consob, with the only exception of public tender offers for purchase or exchange, taking into account the specific exemption provided for by Paragraph 3 of the aforementioned Article No. 132 of Legislative Decree No. 58 of 24 February 1998;
- 3. to authorise, pursuant to Article No. 2357-ter of the Italian Civil Code, executing disposal transactions, on one or more solutions, on treasury shares purchased pursuant to this resolution or already held by the Company at the date of today's meeting, in compliance with applicable legal and regulatory provisions, in order to pursue the objectives described in the Report of the Board of Directors and the following terms and conditions:
  - the shares may be sold or otherwise transferred at any time, without time limits;
  - the disposal transactions may be made even before the purchases have been completed, and may take place on one or more occasions by means of sales on the market, off-market or on the block market, and/or via transfer to Directors, employees and/or or collaborators working for the Company and/or its subsidiaries, in implementation of an incentive plan and/or through any other act of disposal, in connection with operations involving share swaps or sales, even by means of exchange or contribution or, finally, in relation to capital transactions involving the allocation or disposal of treasury shares (such as mergers, demergers, the issue of convertible bonds or warrants serviced by treasury shares);
  - the minimum price may not be lower than IO% of the price recorded by the share on the trading day before each disposal transaction. However, such price limit will not apply to (i) disposal transactions in favour of Directors, employees and/or collaborators of the Company and/or its Subsidiaries for the implementation of incentive plans; and (ii) if the shares are subjected to exchange, trade-in, contribution or any other act of non-cash disposition (in this scenario (ii), the economic terms of the transaction may be determined by the Board of Directors in accordance with the purposes of the initiative proposed herein and the limits of the relevant applicable laws).
- 4. to grant the Board of Directors full powers to execute this resolution, with the express right of delegation, also by approving any executive act related to the buyback plan."

Milan, 6 March 2025

On behalf of the Board of Directors The Chief Executive Officer Enrico Vita



# Item 6. Updating of Shareholders' Meetings Regulations. Related and consequent resolutions.

Dear Shareholders.

The Shareholders' Meeting of Amplifon S.p.A. (**Amplifon** or the **Company**), held on 24 April 2007, approved, pursuant to Article 2364, no. 6) of the Italian Civil Code, the regulation that defines, *inter alia*, the procedures for convening and conducting the Company's Shareholders' Meetings, as well as the rules for participation, discussion of agenda items, and voting (**Shareholders' Meeting Regulations**).

The Shareholders' Meeting of Amplifon, convened in extraordinary session on 30 April 2024, amended the Articles of Association by:

- allowing shareholders to attend the meetings exclusively through the proxy agent (pursuant to Article I35-undecies. I of Legislative Decree 58/1998 (TUF));
   and
- allowing—or in certain cases requiring—participants to attend the Company's meetings via telecommunications means.

Accordingly, the Board of Directors has resolved to submit for your approval the proposed update to the Shareholders' Meeting Regulations. The purpose of this proposal is to align the Shareholders' Meeting Regulations to the recent amendments to the Articles of Association, providing detailed provisions on shareholder participation and the conduct of the Company's meetings.

Specifically, in the version of the Shareholders' Meeting Regulations submitted for your approval:

- a dedicated section has been introduced to address situations in which the notice of call provides exclusively for participation by way of the proxy agent (see Section III of the Shareholders' Meeting Regulations); and
- it separately regulates the cases in which the participation of the eligible parties takes place (i) in person or (ii) through telecommunication means.

Concurrently, a comprehensive review of the text has been carried out, introducing additional revisions of a purely formal or stylistic nature, without materially altering the substance of the Shareholders' Meeting Regulations.

The following is a comparison between the current text of the articles subject to amendment and the new text proposed by the Board of Directors.

Current text	Proposed new text
Article I – Application	Article I – Application
ordinary and extraordinary	I.I. The present Regulations apply to This regulation (Regulation) governs the
shareholders' meetings of Amplifon – Società per Azioni (a joint stock	<u>conduct</u> <u>of</u> <u>the</u> ordinary and extraordinary shareholders' meetings of



company), with registered offices in via Ripamonti, n. I3I/I33, Milan (MI).

I.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.

Amplifon — Società per Azioni (a joint stock company) S.p.A., with registered offices in via Ripamonti, n. 131/133, Milan (MI) (Company).

- I.2. The present RegulationsRegulation, approved by the ordinary shareholders' meeting on 24 April 2007[1], areis available to shareholders at the company's registered office, in the place where the shareholders' meeting is to be meetings are held and on the corporate website www.amplifon.com.
- I.3 For matters not covered by this Regulation, the provisions of the Italian Civil Code, special laws on the matter, and the Company's articles of association (Articles of Association) apply.

# 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 2 – Participation in the Shareholders' Meetings

- 2.I The Shareholders' Meetingshareholders' meeting may be attended by those entitled to do so as per the law and the company's Articles of Association.
- 2.2 <u>Pursuant to the Articles of Association and in accordance with the provisions specified from time to time in the notice of call, the shareholders may:</u>

# **Traditional Attendance**

a. attend the shareholders' meeting directly, in person or, alternatively through telecommunication means, which may be also used exclusively (Traditional Attendance);

# Attendance Through the Proxy Agent

b. grant proxy to the proxy agent appointed by the Company ("rappresentante designato") (Proxy Agent) pursuant to Article 135-undecies(I) of Legislative



Decree No. 58 of February 24, 1998 (TUF) who may attend the meeting in person or, alternatively through telecommunication means, which may be also used exclusively (Attendance Through the Proxy Agent).

2.3 Should the notice of call provide exclusively for Attendance Through the Proxy Agent, such method, under the terms referred to in paragraph 2.2(b) above, shall constitute the sole option available.

2.4 2.2 The Shareholders' Meetings may also be attended, subject to permission by the Chairman of the Meeting. experts Experts, financial analysts, iournalists, and representatives of the independent auditauditing accredited for the single specific meeting. Said accreditation, may attend the meeting with the consent of the Chairperson of the meeting and in accordance with the procedures determined by the same. Accreditations must reach be received at the company's registered office in a timely manner.

2.5 2.3. The Shareholders' Meetings may also be attended by company and subsidiary employees Employees of the Company and its subsidiaries may attend the meeting if their presence is deemed opportuneuseful by the ChairmanChairperson of the Meetingmeeting in light of relation to the topicsmatters to be addressed discussed or for the discussions to be heldconduct of the proceedings.

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

# **SECTION II TRADITIONAL ATTENDANCE**

Article 3 - Verification of the right to attend entitlement and attendance at



- 3.I 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.

# and to be present where the meeting is to be held the shareholders' meeting

- 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 Where the notice of call provides for Traditional Attendance, the shareholders and the other eligible parties may attend the shareholders' meeting either in person or through telecommunication means, accordance with the <u>operational</u> procedures communicated. In the event that the shareholders' meeting is held exclusively via telecommunication means, the shareholders and the other eligible parties shall be required to access the meeting using the credentials and procedures specified in the notice of call.
- 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 The identification of the person and verification of the right to attend and participate in the shareholders' meeting shall be carried out in accordance with the following procedures:
  - a. shareholders' meeting held in person: at the meeting location, at least one hour prior to the time scheduled for the start of the meeting, unless otherwise specified in the notice of call;
  - b. shareholders' meeting held
     exclusively by telecommunication
     systems: at the time specified in the notice of call;



- c. shareholders' meeting held in a hybrid format:
  - for attendees in person, identification shall take place at the meeting location in accordance with the provisions set out under point a.; and
  - for remote attendees, identification shall take place in accordance with the provisions set out under point b. and, therefore, in accordance with what is specified, from time to time, in the notice of call.

In all cases, the specific technical procedures will be defined in the notice of call.

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. Those entitled to vote may also be represented by proxy through a written authorization, in compliance with the procedures set forth under Article 135-novies of the TUF.

# 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

# Article 4 – Constitution of the Shareholders' Meetings shareholders' meetings and opening of the meeting

- 4.1 The ChairmanChairperson is assisted by a secretary (Secretary), who doesmay not have to be a shareholder, in the preparation of drafting the minutes.
- 4.2 The <u>ChairmanChairperson</u> may nominate one or more scrutineers, who <u>domay</u> not have to be shareholders, and form a support staff.



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.
- 4.3 The Chairman, including Chairperson, also with the assistance of the scrutineers and the support staff, must verify the identity of attendees, whether physically present or participating by telecommunication systems, the validity of the single proxies and, in general, the right of attendees to participate in the Shareholders' Meetingshareholders' meeting, as well as the proper convening of the meeting. The results of these verifications must be duly recorded in the minutes of the meeting.
- 4.4 If the attendance required to establish a quorum for the Shareholders' Meetingshareholders' meeting is not reached within an hour of the scheduled start time, the Chairman Chairperson will inform the participants and discussion of the items on the agenda is deferred to the next calling, where applicable.
- 4.5 Once the <u>shareholders'</u> meeting has been properly constituted, the <u>ChairmanChairperson</u> may open the meeting.

### Article 5 - Discussion

- 5.I 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

### Article 5 - Discussion

- 5.I The ChairmanChairperson of the Shareholders' Meetingshareholders' 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 ChairmanChairperson of the Shareholders' Meetingshareholders' meeting.
- 5.3 The Chairman is responsible for directing and moderating discussion Chairperson presides over the meeting, ensuring proper debatethe correctness of the discussion and the rightrights of those entitled to take the



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.

floor. For that purpose, the Chairman may setthe participants. To this end, the Chairperson sets a maximum duration for each contribution intervention, which, at any rate, shall not exceed ten minutes, in light of taking into account the <u>relevance</u> and complexity and relevance of the matters up fortopics discussion. the number under to take the-<del>floor</del>for requests intervention, and any other circumstance held opportunedeemed appropriate. Once this time period of <del>time</del>—has passedelapsed, the ChairmanChairperson may requestinvite the speaker to conclude within the next two minutes time. Those who have already takenspoken in floordiscussion may do sorequest to speak a second time for a duration of two minutes, including to make any statements of vote.

5.4 The Chairperson, also as part of any voting procedures. The Chairmanwith the assistance of the Secretary, is responsible for ensuring that maintaining order during the meeting is conducted in an orderly fashion andto ensure the proper conduct of the proceedings. prevent any excessive or abusive behaviour. The Chairman may, for that purpose, take the floor, cite any abusive behaviour behavior, and suppress any abuses. To this end, the Chairperson may revoke speaking rights, issue warnings, and, inif the event said citationwarning proves to be in vain, may request that the speaker's be removedineffective, order the removal of the individuals who were previously warned from the meeting and prohibit any further contribution room for the duration of the meeting discussion.

5.5 The <u>ChairmanChairperson</u>, or the directors, the statutory auditors as well



as company and subsidiary employees, directors or statutory auditors, if invited by the Chairman Chairperson, may also takeaddress the floor in order to clarifyremarks made by attendees, typically at the conclusion of all agenda items on the agenda, unless the Chairman deems another type Chairperson considers alternative methods of response more opportune appropriate. This is without prejudice to Article 127-ter of the TUF.

5.6 The Chairperson may decline to address questions that pertain to matters outside the scope of the agenda or that are not permissible under applicable laws or regulations.

<u>5.7</u> Upon completion of any responses, the <u>ChairmanChairperson</u> will close the discussion.

# Article 6 – Suspension and deferment of the Shareholders' Meeting

6.I 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 6 – Suspension and deferment of the Shareholders' Meetingshareholders' meeting

6.I The Shareholders' Meetingshareholders' meeting is normally concluded in one session during which the ChairmanChairperson, if deemed opportuneappropriate 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.Article 2374 of the Italian Civil Code, the ChairmanChairperson may, provided that the shareholders do not object, decide to adjourn the session, if so requested or deemed appropriate, simultaneously setting, at the same time, the date, time, and place for the continuation of the meeting.

# Article 7 - Voting

# **Article 7 - Voting**



- 7.I 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.

- 7.I The <u>ChairmanChairperson</u> 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 Chairperson readmits any shareholders removed from the meeting during discussion pursuant to Article 5.4 above.
- 7.3 The voting at the Shareholders' Meetingshareholders' meeting will be done on a show of hands basis.
- 7.4 The ChairmanChairperson 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 ChairmanChairperson are considered null and void.
- 7.5 Once voting and controls have been completed, the ChairmanChairperson 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.

# Article 8 - Final remarks Adjournment of the shareholders' meeting

8.I. Once the agenda has been addressed, the Chairperson declares the meeting adjourned. 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.
[Article added]	SECTION III ATTENDANCE THROUGH THE PROXY AGENT
	Article 9 – Proxy Agent and procedures for granting proxies and/or sub- proxies
	9.I. If the notice of call provides for Attendance Through the Proxy Agent, shareholders wishing to participate in the shareholders' meeting must grant a proxy to the Proxy Agent in accordance with Article I35-undecies of the TUF by the deadline specified in the notice of call. The proxy may be modified or revoked within the same deadline.
	9.2. Without prejudice to the foregoing, shareholders may also delegate another representative in accordance with Article I35-novies of the TUF. However, such representative must subsequently grant a sub-proxy to the Proxy Agent pursuant to Article I35-undecies of the TUF within the deadline specified in the notice of call. The sub-proxy, like the original proxy, may be modified or revoked within the same deadline.
	9.3. The proxy (or sub-proxy) must be granted in writing using the form provided by the Company, which will be made available on its website. Voting instructions may be included for all or some of the proposals on the agenda. However, the proxy (or sub-proxy) will not be valid for proposals where voting instructions have not been provided.  9.4. Notwithstanding the provisions of Article 135-undecies, paragraph five, of
	the TUF, the Proxy Agent cannot cast a vote different from the one indicated in the instructions received.



	9.5 The Proxy Agent shall attend the meeting together with the other eligible parties, in accordance with the provisions specified from time to time in the notice of call.
[Article added]	Article 10 – Constitution of the shareholders' meetings and opening of the meeting
	IO.I. The Chairperson is assisted by a Secretary, who may not be a shareholder, in drafting the minutes.
	IO.2. The Chairperson may nominate one or more scrutineers, who may not be shareholders, and form a support staff.
	IO.3. The Chairperson, also with the assistance of the scrutineers and the support staff, must verify the validity of individual proxies granted pursuant to Article I35-undecies of the TUF, as well as proxies and sub-proxies granted pursuant to Article I35-novies of the TUF to the Proxy Agent.
	IO.4. The shares for which a proxy has been granted, even partially, are counted for the regular constitution of the meeting. If the attendance required to establish a quorum for the shareholders' meeting is not reached, the Chairperson suspends the discussion, and the review of the items on the agenda is deferred to the next calling, where applicable.
	IO.5. Once the shareholders' meeting has been properly constituted, the Chairperson may open the meeting.
[Article added]	Article II - Discussion  II.I. The Chairperson of the shareholders' meeting, or the Secretary, if so requested, will read the items included on the agenda.



II.2. As attendance at the shareholders'			
meeting takes place through the Proxy			
Agent, shareholders will not be able to			
intervene	directly	during	the
shareholders' meeting's discussion.			

The submission of resolution proposals during the shareholders' meeting is not permitted. Without prejudice to the provisions of Article 126bis, paragraph I, first sentence, of the TUF, shareholders entitled to vote may individually submit resolution proposals on items included in the agenda or proposals otherwise permitted by law, no later than the fifteenth day preceding the date of the first or sole calling of the shareholders' meeting. These proposals will be made available to the public on the Company's website within two days following the expiration of the aforementioned deadline. The right to submit individual resolution proposals is conditional upon the Company receiving the notification required under Article 83-sexies of the TUF.

II.4. The right to submit questions pursuant to Article I27-ter of the TUF may only be exercised prior to the shareholders' meeting, within the deadline specified in the notice of call. The Company is required to provide responses to the questions received no later than three days before the date of the shareholders' meeting.

# [Article added]

# Article 12 - Voting

I2.I. Voting is carried out exclusively through the Proxy Agent, who exercises voting rights in accordance with the instructions given by the delegating shareholders in the proxy and/or subproxy forms.



	I2.2. For proposals where no voting instructions have been provided, the associated shares will be excluded from the calculation of both the majority and the share capital quorum required for the approval of resolutions.  I2.3. Once the voting has been completed and the ballots counted, the Chairperson declares approved the proposal that has received the majority required by law or by the Articles of Association.
[Article added]	Article 13 – Adjournment of the shareholders' meeting  13.1. Once the agenda has been addressed, the Chairperson declares the meeting adjourned.

Having duly taken note of the foregoing, We hereby propose to approve the following resolution:

"The Ordinary Shareholders' Meeting of Amplifon S.p.A., held in single call on 23 April 2025, having examined the report prepared by the Board of Directors and the text of the new Shareholders' Meeting Regulations attached to the Board of Director's report,

### **RESOLVES**

**I.** to approve the Shareholders' Meeting Regulations, as set forth in the document attached to the Board of Directors' report."

Please find enclosed the Shareholders' Meeting Regulations with evidence of all the amendments proposed by the Board of Directors.

Milan, 6 March 2025

On behalf of the Board of Directors The Chief Executive Officer Enrico Vita





# AMPLIFON S.P.A.'S SHAREHOLDERS' MEETING REGULATION



# SECTION I PRELIMINARY PROVISIONS

# ARTICLE I - APPLICATION

- I.I. This regulation (**Regulation**) governs the conduct of the ordinary and extraordinary shareholders' meetings of Amplifon S.p.A., with registered offices in via Ripamonti, n. 131/133, Milan (MI) (**Company**).
- I.2. The Regulation, approved by the ordinary shareholders' meeting on [•], is available to shareholders at the company's registered office, in the place where the shareholders' meetings are held and on the corporate website www.amplifon.com.
- I.3. For matters not covered by this Regulation, the provisions of the Italian Civil Code, special laws on the matter, and the Company's articles of association (Articles of Association) apply.

# ARTICLE 2 - PARTICIPATION IN THE SHAREHOLDER'S MEETINGS

- 2.I. The shareholders' meeting may be attended by those entitled to do so as per the law and the Articles of Association.
- 2.2. Pursuant to the Articles of Association and in accordance with the provisions specified from time to time in the notice of call, the shareholders may:

# <u>Traditional Attendance</u>

a. attend the shareholders' meeting directly, in person or, alternatively through telecommunication means, which may be also used exclusively (**Traditional Attendance**);

# Attendance Through the Proxy Agent

- b. grant proxy to the proxy agent appointed by the Company ("rappresentante designato") (Proxy Agent) pursuant to Article I35-undecies(I) of Legislative Decree No. 58 of February 24, I998 (TUF) who may attend the meeting in person or, alternatively through telecommunication means, which may be also used exclusively (Attendance Through the Proxy Agent).
- 2.3. Should the notice of call provide exclusively for Attendance Through the Proxy Agent, such method, under the terms referred to in paragraph 2.2(b) above, shall constitute the sole option available.
- 2.4. Experts, financial analysts, journalists, and representatives of the auditing firm, accredited for the specific meeting, may attend the meeting with the consent of the Chairperson of the meeting and in accordance with the procedures determined by the same. Accreditations must be received at the registered office in a timely manner.



2.5. Employees of the Company and its subsidiaries may attend the meeting if their presence is deemed useful by the Chairperson of the meeting in relation to the matters to be discussed or for the conduct of the proceedings.

# **SECTION II**

# TRADITIONAL ATTENDANCE

# ARTICLE 3 – VERIFICATION OF ENTITLEMENT AND ATTENDANCE AT THE SHAREHOLDERS' MEETING

- 3.I. Where the notice of call provides for Traditional Attendance, the shareholders and the other eligible parties may attend the shareholders' meeting either in person or through telecommunication means, in accordance with the operational procedures communicated. In the event that the shareholders' meeting is held exclusively via telecommunication means, the shareholders and the other eligible parties shall be required to access the meeting using the credentials and procedures specified in the notice of call.
- 3.2. The identification of the person and verification of the right to attend and participate in the shareholders' meeting shall be carried out in accordance with the following procedures:
  - a. shareholders' meeting held in person: at the meeting location, at least one hour prior to the time scheduled for the start of the meeting, unless otherwise specified in the notice of call;
  - b. shareholders' meeting held exclusively by telecommunication systems: at the time specified in the notice of call;
  - c. shareholders' meeting held in a hybrid format:
    - for attendees in person, identification shall take place at the meeting location in accordance with the provisions set out under point a.; and
    - for remote attendees, identification shall take place in accordance with the provisions set out under point b. and, therefore, in accordance with what is specified, from time to time, in the notice of call.

In all cases, the specific technical procedures will be defined in the notice of call.

3.3. Those entitled to vote may also be represented by proxy through a written authorization, in compliance with the procedures set forth under Article I35-novies of the TUF.



# ARTICLE 4 – CONSTITUTION OF THE SHAREHOLDERS' MEETINGS AND OPENING OF THE MEETING

- 4.1. The Chairperson is assisted by a secretary (**Secretary**), who may not be a shareholder, in drafting the minutes.
- 4.2. The Chairperson may nominate one or more scrutineers, who may not be shareholders, and form a support staff.
- 4.3. The Chairperson, also with the assistance of the scrutineers and the support staff, must verify the identity of attendees, whether physically present or participating by telecommunication systems, the validity of the single proxies and the of attendees to participate in the shareholders' meeting, as well as the proper convening of the meeting. The results of these verifications must be duly recorded in the minutes of the 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 Chairperson will inform the participants and discussion of the items on the agenda is deferred to the next calling, where applicable.
- 4.5. Once the shareholders' meeting has been properly constituted, the Chairperson may open the meeting.

# ARTICLE 5 - DISCUSSION

- 5.I. The Chairperson 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 Chairperson of the shareholders' meeting.
- 5.3. The Chairperson presides over the meeting, ensuring the correctness of the discussion and the rights of the participants. To this end, the Chairperson sets a maximum duration for each intervention, which shall not exceed ten minutes, taking into account the relevance and complexity of the topics under discussion, the number of requests for intervention, and any other circumstance deemed appropriate. Once this time period has elapsed, the Chairperson may invite the speaker to conclude within the next two minutes. Those who have already spoken in the discussion may request to speak a second time for a duration of two minutes, including to make any statements of vote.
- 5.4. The Chairperson, also with the assistance of the Secretary, is responsible for maintaining order during the meeting to ensure the proper conduct of the proceedings, prevent excessive behavior, and suppress any abuses. To this end, the Chairperson may revoke speaking rights, issue warnings, and, if the warning proves ineffective, order the removal of the individuals who were previously warned from the meeting room for the duration of the discussion.



- 5.5. The Chairperson, or the directors, the statutory auditors as well as company and subsidiary employees, directors or statutory auditors, if invited by the Chairperson, may address the remarks made by attendees, typically at the conclusion of all agenda items, unless the Chairperson considers alternative methods of response more appropriate. This is without prejudice to Article 127-ter of the TUF.
- 5.6. The Chairperson may decline to address questions that pertain to matters outside the scope of the agenda or that are not permissible under applicable laws or regulations.
- 5.7. Upon completion of any responses, the Chairperson will close the discussion.

# ARTICLE 6 – SUSPENSION AND DEFERMENT OF THE SHAREHOLDERS' MEETING

- 6.I. The shareholders' meeting is normally concluded in one session during which the Chairperson, if deemed appropriate 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 Article 2374 of the Italian Civil Code, the Chairperson may, provided that the shareholders do not object, decide to adjourn the session, if so requested or deemed appropriate, simultaneously setting the date, time, and place for the continuation of the meeting.

# ARTICLE 7 - VOTING

- 7.I. The Chairperson 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 Chairperson readmits any shareholders removed from the meeting during discussion pursuant to Article 5.4 above.
- 7.3. The voting at the shareholders' meeting will be done on a show of hands basis.
- 7.4. The Chairperson 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 Chairperson are considered null and void.
- 7.5. Once voting and controls have been completed, the Chairperson 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.



# ARTICLE 8 - ADJOURNMENT OF THE SHAREHOLDERS' MEETING

8.I. Once the agenda has been addressed, the Chairperson declares the meeting adjourned.

# **SECTION III**

# ATTENDANCE THROUGH THE PROXY AGENT

# ARTICLE 9 - PROXY AGENT AND PROCEDURES FOR GRANTING PROXIES AND/OR SUB-PROXIES

- 9.I. If the notice of call provides for Attendance Through the Proxy Agent, shareholders wishing to participate in the shareholders' meeting must grant a proxy to the Proxy Agent in accordance with Article I35-undecies of the TUF by the deadline specified in the notice of call. The proxy may be modified or revoked within the same deadline.
- 9.2. Without prejudice to the foregoing, shareholders may also delegate another representative in accordance with Article I35-novies of the TUF. However, such representative must subsequently grant a sub-proxy to the Proxy Agent pursuant to Article I35-undecies of the TUF within the deadline specified in the notice of call. The sub-proxy, like the original proxy, may be modified or revoked within the same deadline.
- 9.3. The proxy (or sub-proxy) must be granted in writing using the form provided by the Company, which will be made available on its website. Voting instructions may be included for all or some of the proposals on the agenda. However, the proxy (or sub-proxy) will not be valid for proposals where voting instructions have not been provided.
- 9.4. Notwithstanding the provisions of Article I35-undecies, paragraph five, of the TUF, the Proxy Agent cannot cast a vote different from the one indicated in the instructions received.
- 9.5. The Proxy Agent shall attend the meeting together with the other eligible parties, in accordance with the provisions specified from time to time in the notice of call.

# ARTICLE 10 – CONSTITUTION OF THE SHAREHOLDERS' MEETINGS AND OPENING OF THE MEETING

- IO.I. The Chairperson is assisted by a Secretary, who may not be a shareholder, in drafting the minutes.
- IO.2. The Chairperson may nominate one or more scrutineers, who may not be shareholders, and form a support staff.



- IO.3. The Chairperson, also with the assistance of the scrutineers and the support staff, must verify the validity of individual proxies granted pursuant to Article I35-undecies of the TUF, as well as proxies and subproxies granted pursuant to Article I35-novies of the TUF to the Proxy Agent.
- IO.4. The shares for which a proxy has been granted, even partially, are counted for the regular constitution of the meeting. If the attendance required to establish a quorum for the shareholders' meeting is not reached, the Chairperson suspends the discussion, and the review of the items on the agenda is deferred to the next calling, where applicable.
- 10.5. Once the shareholders' meeting has been properly constituted, the Chairperson may open the meeting.

# ARTICLE 11 - DISCUSSION

- II.I. The Chairperson of the shareholders' meeting, or the Secretary, if so requested, will read the items included on the agenda.
- II.2. As attendance at the shareholders' meeting takes place through the Proxy Agent, shareholders will not be able to intervene directly during the shareholders' meeting's discussion.
- II.3. The submission of resolution proposals during the shareholders' meeting is not permitted. Without prejudice to the provisions of Article I26-bis, paragraph I, first sentence, of the TUF, shareholders entitled to vote may individually submit resolution proposals on items included in the agenda or proposals otherwise permitted by law, no later than the fifteenth day preceding the date of the first or sole calling of the shareholders' meeting. These proposals will be made available to the public on the Company's website within two days following the expiration of the aforementioned deadline. The right to submit individual resolution proposals is conditional upon the Company receiving the notification required under Article 83-sexies of the TUF.
- II.4. The right to submit questions pursuant to Article I27-ter of the TUF may only be exercised prior to the shareholders' meeting, within the deadline specified in the notice of call. The Company is required to provide responses to the questions received no later than three days before the date of the shareholders' meeting.

# ARTICLE 12 - VOTING

- 12.1. Voting is carried out exclusively through the Proxy Agent, who exercises voting rights in accordance with the instructions given by the delegating shareholders in the proxy and/or sub-proxy forms.
- 12.2. For proposals where no voting instructions have been provided, the associated shares will be excluded from the calculation of both the



- majority and the share capital quorum required for the approval of resolutions.
- 12.3. Once the voting has been completed and the ballots counted, the Chairperson declares approved the proposal that has received the majority required by law or by the Articles of Association.

# ARTICLE 13 – ADJOURNMENT OF THE SHAREHOLDERS' MEETING

13.1. Once the agenda has been addressed, the Chairperson declares the meeting adjourned.

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This is a courtesy translation without binding nature. Therefore, the Italian version of this Regulation shall prevail over the English translation.