

AMPLIFON S.P.A.
ORDINARY SHAREHOLDERS' MEETING
23 APRIL 2025

The ordinary shareholders' meeting of Amplifon S.p.A. is opened on this 23th of April 2025 at 10:30 am.

The Ordinary Meeting is chaired, under art. 11 of the Company's Articles of Association, by Ms. Susan Carol Holland, Chairman of the Board of Directors, who - first of all - thanks the Company's staff who intervened at its headquarters to make this Shareholders' Meeting of Amplifon S.p.A. possible which, as specified also into the notice of call.

She points out in the first place that the Shareholders' Meeting of Amplifon S.p.A. was called in this place, day and at this time, by a notice, an abstract of which was published on the daily newspapers "Il Sole 24 Ore" and "Milano Finanza" on 14 March 2025, while the complete text was published on the Company's website on the same date.

She communicates that, pursuant to article 10 of the Company's Articles of Association, the Company has decided to exercise the right to set that the participation of the shareholders in the Shareholders' Meeting takes place through the Designated Representative, appointed in accordance to art. 135-undecies TUF, which has provided for the collection of all voting proxies received by the Shareholders, in compliance with the legal timeframe as defined in the notice of call.

The Designated Representative of Amplifon S.p.A. is the company Aholding S.r.l., in the person of Mrs. Monica Rossetton, who has proceeded to verify the regularity of the proxies received and the related certifications attesting the ownership of the shares, in accordance with the current regulatory provisions, documents declared as acquired in the Company's records.

She asked the Designated Representative to communicate the number of proxies she has been provided with, as well as the related number of ordinary shares and the relevant percentage of the share capital.

The Designated Representative communicates that no. 1706 shareholders participate to the Meeting representing (in person or by proxy) no. 186,880,198 ordinary shares (equal to 82.548% of the share capital) and that the shares with increased voting rights are equal to no. 95,487,134.

The Chairman thanks the Designated Representative, acknowledges and declares that the Shareholders' Meeting is duly constituted and, therefore, can validly deliberate in ordinary session.

She informs that the undersigned, the Chief Executive Officer, Mr. Enrico Vita, and the Designated Representative are physically present at the Company's registered office. She also invites the lawyer Mr. Luigi Colombo - who is also physically present at the Company's registered office - to act as a secretary and to draw up the minutes of this Shareholders' Meeting and to provide assistance for the execution of the Meeting itself.

She reminds the attendees that the Meeting has been called to discuss and resolve on the following:

Agenda

1. Approval of the Financial Statements as at 31 December 2024:
 - 1.1 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 amendment. Consolidated Sustainability Statement as at 31 December 2024.
 - 1.2 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 number of members.
 - 2.2 Appointment of the Board of Directors.
3. Directors' remuneration for FY 2025.
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.
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. Related and consequent resolutions.
6. Updating of Shareholders' Meeting Regulations. Related and consequent resolutions.

She informs that an audio system is in place for recording the meeting at work, for the only purpose of making the drafting of the minutes easier.

She informs the attendees, under the legislation on protection of personal data, that Amplifon S.p.A. is the Data Controller and that the personal data (first name, surname and possibly other information such as birthplace, address and professional qualifications) of the Meeting's attendees have been and will be collected in the forms and within the limits set forth in by the applicable laws. The data will be recorded in the Meeting minutes after being processed manually and/or electronically and they may be disclosed and disseminated even abroad, including out of the European Union, in the forms and within the limits set forth in by the applicable laws.

She points out that all information requirements under art. 125-*bis* of the TUF have been met.

She acknowledges that the Directors' Reports on the items of the agenda have been made available to the public at the Company's registered office, on the Company's website and in the other manners indicated in the regulation adopted by CONSOB under resolution no. 11971 of 14 May 1999 (as subsequently amended) (the "Issuers Regulation"), within the deadline for the publication of the notice of call, as required by art. 125-*ter* of the TUF.

She points out that the Company has not received any request of integration of the agenda under art. 126-*bis* of the TUF.

She also clarifies that no questions were received before the Meeting pursuant to art. 127-*ter* of the TUF.

As regards any shareholders' agreements currently existing under art. 122 TUF, the Company does not know any agreement in force as of today's date.

She reads the list of names of the persons whose shareholding, either held directly or indirectly, is significant in the meaning of art. 120 of TUF, as recorded in the register of shareholders, supplemented by the notices received under art. 120 of TUF and by other information available. The relevant percentage refers to the share capital as at the date on which the Company received the notice:

	n. shares	% of the share capital	% of the voting capital
Ampliter S.r.l.	95,105,392	42.01%	59.09%

She remembers that each share is attributed one vote, except as provided for by the voting increase mechanisms in article 13 of the Company's Articles of Association.

The number of the voting rights that can benefit from the voting increase mechanisms, has been made public within the dates indicated in art. 85-*bis* of

the Issuers' Regulation.

The Chairman declares that the subscribed and paid-in share capital as at today's date amounts to Euro 4,527,772.40 divided into no. 226,388,620 ordinary shares of a nominal value of Euro 0.02 each.

She specifies that, based on the data available to the Company as at today's date, the Company directly owns no. 1,445,063 treasury shares, as communicated by the Designated Representative, corresponding to 0.638% of the share capital.

On the date of the Meeting, the total of the ordinary shares with increased voting rights equal to two votes per share are equal to no. 95,495,236 .

She points out that the following members of the Board of Directors participate via teleconference connection:

- Maurizio Costa
- Lorenzo Pozza
- Giovanni Tamburi

She points out that the following Director was present at the Company's registered office:

- Lorenza Morandini

The following Directors are justified absents:

- Veronica Diquattro
- Laura Donnini
- Maria Patrizia Grieco

All the members of the Board of Statutory Auditors participate via teleconference connection:

- Gabriella Chersicla
- Patrizia Arienti
- Alfredo Malguzzi

Finally, some representatives of the Independent Auditors firm KPMG S.p.A.

The Chairman then moves on to deal with the **first item** of the agenda, which reads as follows:

Item 1. Approval of the Financial Statements as at 31 December 2024:

1.1 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.

1.2 Allocation of the earnings for the year.

She proposes not to read the Company's Financial Statements, the Directors' Report and, with the consent of the Chairman of the Board of Statutory Auditors, the Auditors' Report in their entirety.

She points out that the annual Financial Report for 2024, inclusive of the draft financial statements and the consolidated financial statements, the report on operations, inclusive of the Consolidated Sustainability Statement, as well as the reports of the statutory auditors and of the auditing firm, also related to sustainability reporting aspects, has been filed at the Company's registered office and published on the Company's website in the *Investors/Financial Reports* section on 20 March 2025.

She also remembers that, in accordance with Legislative Decree no. 125/2024 implementing the Directive 2022/2464/EU (also known as "Corporate Sustainability Reporting Directive") regarding the corporate reporting of sustainability, the Consolidated Sustainability Statement at 31 December 2024

was drafted and published in the relevant section of the Report on Operations

The Chairman then proposes to:

1. the Directors' Report on Operations be approved, that includes also the Consolidated Sustainability Statement;
2. the Company's Financial Statements as at 31 December 2024, showing year's earnings equal to Euro 95,179,935, be approved.

The Chairman asks the Designated Representative to confirm whether the data of the shares represented have remained unchanged and, after such confirmation, puts the approval of the Company's Financial Statements for the year ended as at December 31, 2024.

The Chairman asks the Designated Representative to communicate the results of the voting, and the Designated Representative replies as follows:

Favorable: 282,217,534 shares equal to 99.947%

Against: 2,596 shares equal to 0.001%

Abstained: 97,202 shares equal to 0.034%

No vote: 50,000 shares equal to 0.018%

The Chairman thanks the Designated Representative and declares that the Company's Financial Statements for 2024 have been approved by the majorities just communicated by the Designated Representative.

The Chairman now moves on to discuss the Allocation of the profit for the year.

The draft financial statements as at December 31, 2024 of Amplifon S.p.A. that is being presented to the Shareholders' Meeting shows a net profit of €95.2 million (€90.6 million as at December 31, 2023).

This result allows to submit to the shareholders 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 with regular dividend rights on the day the dividend is paid, net of the company's treasury shares (based on the data available to the Company equal, as of today's date, to no. 1,445,063 treasury shares, representing 0.638% of the share capital, as of the same date).

As at the date of this Meeting, this countervalue amounts to a total of Euro 65,233,631.53.

The Chairman therefore proposes to:

1. allocate the earnings for 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 forward;*

2. 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;

3. pay the dividend starting from 21 May 2025, with ex-dividend date on 19 May 2025.

The Chairman asks the Designated Representative to confirm whether the data of the shares represented have remained unchanged and, after such confirmation, puts the proposal for the destination of profit described above to the vote.

The Chairman asks the Designated Representative to communicate the results of the voting, and the Designated Representative replies as follows:

Favorable: 282,290,369 shares equal to 99.973%

Against: 0 shares equal to 0.000%

Abstained: 26,963 shares equal to 0.010%

No vote: 50,000 shares equal to 0.018%

The Chairman thanks the Designated Representative and declares that the

allocation of the year's earnings has been approved by the majorities just communicated by the Designated Representative.

The Chairman then moves on to deal with the **second item** of the agenda:

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.

The Chairman points out that the term of office of the Board of Directors expires with the approval of the financial statements for the year ending 31 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 14 of the current Articles of Association, the Board of Directors may comprise between 3 and 11 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 re-election.

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 Chairman inform that on March 27, 2025 the majority shareholder Ampliter S.r.l., owner of 42.010% of the share capital and 59.093% of the voting rights of Amplifon S.p.A., submitted a List, accompanied by the candidates' personal and professional profiles and the additional documentation required by the applicable legislation, identified as No. 1 for voting purposes.

List No. 1 contains the following proposed candidates:

1. Holland Susan Carol
2. Vita Enrico
3. Tamburi Giovanni
4. Costa Maurizio
5. Grieco Maria Patrizia
6. Pozza Lorenzo
7. Cortese Nina
8. Bedin Nicola
9. Fiore Francesca

On 28 March 2025, a second list was submitted by some minority shareholders (who collectively hold 1,94819% of Amplifon's share capital), identified for voting purposes as No. 2, together with candidates' personal and professional profiles and the additional documents required by applicable legislation.

List No. 2 contains the following proposed candidates:

1. Morandini Lorenza
2. Mazzù Marco Francesco

The Chairman points out that both lists were made available for public consultation at the Company's Registered Office, and were published on the

Company's Website on April 2, 2025.

As all the information, relevant to the vote has been made public, the Chairman proposes that she be exempted from reading out all the supporting documents and invites the Shareholders' Meeting to make a preliminary resolution on the determination of the number of members of the Board of Directors to be renewed.

She points out that in application of art. 14 of the current Articles of Association, which provides that the Board of Directors is made up of three to eleven members, taking up the recommendation expressed by both the Independent Directors and the Remuneration and Appointments Committee and on the basis of the proposal sent by the shareholder Ampliter S.r.l. through the letter of presentation of List No. 1, she invites the number of members of the Board of Directors to be set at "nine", unchanged with respect to the time established by the shareholders' resolution of 22 April 2022.

The Chairman asks the Designated Representative to confirm whether the data of the shares represented have remained unchanged and, having received confirmation, then she put the proposal regarding the number of the members of the Board of Directors proposed by the shareholder Ampliter S.r.l.

The Chairman asks the Designated Representative to communicate the results of the voting, and the Designated Representative replies as follows:

Favorable: 282,285,065 shares equal to 99.971%

Against: 5,304 shares equal to 0.002%

Abstained: 26,963 shares equal to 0.010%

No vote: 50,000 shares equal to 0.018%

The Chairman thanks the Designated Representative and declares that the proposed resolution has been approved by the majorities just communicated by the Designated Representative.

In the continuation of the discussion of the same point and considering what established by article 147-ter of Legislative decree no. 58 of 24 February 1998

(TUF) and in accordance with the voting procedure set out in art. 15 of the Articles of Association, the Chairman invites to proceed, on the basis of the Lists submitted, with the appointment of the Board of Directors for the 3-year period 2025-2027, which will remain in office until the approval of the financial statements as at 31 December 2027.

The Chairman asks the Appointed Representative to confirm whether the figures for the shares represented have remained unchanged and, having confirmed this, puts the appointment of the Directors to the vote.

The Chairman asks the Designated Representative to communicate the results of the voting, and the Designated Representative replies as follows:

Favorable - List 1: 201,713,996 shares, equal to 71.437%

Favorable - List 2: 80,261,868 shares, equal to 28.425%

Against: 39,474 shares, equal to 0.014%

Abstainers: 24,702 shares, equal to 0.009%

No vote: 327,292 shares equal to 0.116%

The Chairman thanks the Designated Representative and declares that the proposed resolution has been approved by the majorities just communicated by the Designated Representative.

The election results just reported by the Designated Representative, applied the procedure pursuant to art. 15 of the current Articles of Association, determine the appointment in office of the following candidates:

1. Holland Susan Carol
2. Vita Enrico
3. Tamburi Giovanni
4. Costa Maurizio
5. Grieco Maria Patrizia
6. Pozza Lorenzo
7. Cortese Nina
8. Bedin Nicola
9. Morandini Lorenza

The Chairman declared that outcome of the elections ensures:

- the appointment of at least one Director taken from the "minority" list who is not connected in any way, not even indirectly, with those who presented or voted for the "majority" list;
- the appointment of the number of Directors in possession of the independence requirements established by Article 148, paragraph 3 of the TUF and by Article 2 of the Corporate Governance Code;
- the application of the procedure set out in art. 15 of the Articles of Association and the compliance with the applicable legal, regulatory and statutory provisions concerning the genders balance and in particular of the "Legge di Bilancio" 2020 which raised to at least two fifths the quota reserved for the less represented gender in the governance and control bodies of the companies.

The Chairman therefore acknowledges and declares that the Shareholders' Meeting appointed the following as members of the company's Board of Directors for the period 2025-2027:

1. Holland Susan Carol
2. Vita Enrico
3. Tamburi Giovanni
4. Costa Maurizio
5. Grieco Maria Patrizia
6. Pozza Lorenzo
7. Cortese Nina
8. Bedin Nicola
9. Morandini Lorenza

The Chairman then moves on to deal with the **third item** of the agenda:

Item 3. Directors' remuneration for FY 2025

The Chairman points out that, enacting the rights stated in article 22 of the Articles of Association, the Shareholders' Meeting of 24 April 2024 had

determined that the amount of remuneration granted to the Directors for the 2024 period was equal to Euro 1,370,000.00.

As for 2025 year, the Board of Directors proposes, also based on the recommendations of the Remuneration and Appointment Committee, to assign to the Directors the amount of Euro 1,530,000.00 to be allocated to its members by the same Board of Directors.

The Chairman therefore proposed to take 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 assign to the Directors a remuneration for the year 2025 of Euro 1,530,000.00 to be recorded as an expense for the relative fiscal year”.

The Chairman asks the Designated Representative to confirm whether the data of the shares represented have remained unchanged and – after such confirmation - puts the approval of the Directors’ remuneration for FY 2025 to the vote.

The Chairman asks the Designated Representative to communicate the results of the voting and the Designated Representative replies as follows:

Favorable: 279,067,536 shares equal to 98.831%

Against: 3,222,833 shares equal to 1.141%

Abstained: 26,963 shares equal to 0.010%

No vote: 50,000 shares equal to 0.018%

The Chairman thanks the Designated Representative and declares that the Directors’ remuneration for FY 2025 has been approved by the majorities communicated by the Designated Representative.

Then the Chairman moves on to deal with the **fourth item** of the agenda:

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.

The Ordinary Shareholders' Meeting has been called in order to submit for approval, pursuant to article 123-ter of the TUF, as amended by Legislative Decree 49/2019, the report on the remuneration and compensation policy (the **"Remuneration Report"**).

For the full Remuneration Report make reference to the document attached to the explanatory report, prepared pursuant art.84-quarter of the Issuers' Regulation.

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, the managing director and key managers with strategic responsibilities with reference to at least the FY 2025 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. 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 (by name for the members of the administration

and control bodies, the managing director 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 FY 2024; (b) analytically illustrates the remuneration paid in the FY 2024 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.

The Remuneration Policy is subject to the vote of the shareholders and the subsequent resolution is binding.

Also the Remuneration Paid is subject to the vote of the shareholders but the subsequent resolution is not binding.

In view of the above, the Chairman propose to adopt the following resolution proposal:

“The Ordinary Shareholders’ Meeting of Amplifon S.p.A., held in single call on 23 April 2025, having examined the remuneration and compensation policy 2025 prepared by the Board of Directors pursuant to art. 84-quarter and Annex 3A, scheme 7-bis and 7-ter of the Issuers Regulation,

resolves to

- 1. approve the First Section of the Remuneration Report;*
- 2. issue a favourable resolution on the Second Section of the Remuneration Report, and to make public the outcome of the vote pursuant to art. 125-quater, paragraph 2. of the TUF”.*

The Chairman asks the Designated Representative to confirm whether the data of the shares represented have remained unchanged and, after such confirmation, puts the approval on to the separate vote on the two items.

Then she puts the approval on the First Section of the Remuneration Report (that is binding).

The Chairman asks the Designated Representative to communicate the results of the voting and the Designated Representative replies as follows:

Favorable: 197,978,040 shares equal to 70.114%

Against: 84,312,329 shares equal to 29.859%

Abstained: 26,963 shares equal to 0.010%

No vote: 50,000 shares equal to 0.018%

The Chairman thanks the Designated Representative and declares that the First Section of the Remuneration Report has been approved by the majorities just communicated by the Designated Representative.

The Chairman then asks to vote on the Second Section of the Remuneration Report (that is not binding).

Then she asks the Designated Representative to communicate the results of the voting and the Designated Representative replies as follows:

Favorable: 202,903,970 shares equal to 71.858%

Against: 79,368,549 shares equal to 28.108%

Abstained: 44,813 shares equal to 0.016%

No vote: 50,000 shares equal to 0.018%

The Chairman thanks the Designated Representative and declares that the Second Section of the Remuneration Report has been approved by the

majorities just communicated by the Designated Representative.

The Chairman then moves on to deal with the **fifth item** of the agenda, which reads as follows:

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; related and consequent resolutions.

The Chairman then illustrates in summary the contents of the Directors' Report drafted by the Board of Directors of your Company under art. 73, paragraph 1, of the Issuers' Regulations, articles 2357 and 2357-ter of the Italian Civil Code and article 132 of TUF.

The Board of Directors submits to the Shareholder's Meeting's approval the authorisation to carry out a Plan involving one or more purchase and sale transactions, on a revolving basis, of a maximum number of ordinary shares of Amplifon S.p.A. which, where the purchase option is exercised in full and taking into account the treasury shares already in portfolio, results in the Company not holding over 10% of its own share capital (as at the date of this Meeting, therefore a maximum of 22,638,862 ordinary shares of a nominal value of Euro 0.02 each). The authorisation requested implies the previous revocation of the part of the current plan, approved by the Shareholders' Meeting of 24 April 2024 and which would expire on 24 October 2025, that has not been executed.

The Board of Directors believes that the reasons at the basis of the request for authorisation to purchase and dispose of treasury shares submitted 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 the same, 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 authorisation request pertains to the Board of Directors' 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 authorisation.

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.

It is noted that, based on data available to the Company on today's date, the Company holds 1,445,063 shares of Amplifon S.p.A., equivalent to 0.638% of the share capital, purchased on the market based on treasury share buy-back programs authorised from time to time by the Ordinary Shareholders' Meeting. It is also noted that, pursuant to Article no. 2357, Paragraph 1 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 today's Shareholders' Meeting. These Financial Statements show (i) net earnings for the financial year of Euro 95,179,935 of which Euro 29,946,303.47 brought forward; (ii) other available capital reserves of Euro 202,712,442; and (iii) distributable retained earnings of Euro 447,007,595.

The buy-back authorisation is requested for the maximum duration permitted by Article No. 2357, Paragraph 2, of the Italian Civil Code and, therefore, for a period of 18 months from the date of its approval by Shareholders' Meeting.

The authorisation to the disposal of treasury shares that may be acquired, or which are already owned by the Company on the date of this Meeting, 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.

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 by 10% of the share's reference price on the trading day prior to each individual purchase transaction.

The Chairman then gives the floor to the Secretary Mr. Colombo, for the reading of the proposed resolution.

The Secretary, after having thanked the Chairman, reads the following resolution's proposal:

Resolution's proposal:

"The ordinary Shareholders' Meeting of Amplifon S.p.A.:

- *having examined the report prepared by the Board of Directors in compliance with Article 73 and Annex 3A, Chart no. 4, of the Issuers Regulation;*
- *acknowledging that, at the time of this Shareholders' Meeting and on the basis of the data available to the Company, Amplifon S.p.A. holds no. 1,445,063 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

1. *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 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 10% 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 limits 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 10% 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;*
 - *the purchase may be carried out in line with any of the methods described and admitted by current legislation, including (EU) Regulation 596/2014 and related implementing provisions, as well as – eventually – the admitted market practices recognised 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 132 of the TUF;

3. *to authorise, pursuant to Article 2357-ter of the Italian Civil Code, executing disposal transactions, on one or more occasions, 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, by means of exchange or transfer 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 10% lower than the price recorded by the share on the trading day before each disposal transaction. However, such price limit will not apply: (i) to disposal transactions in favour of Directors, employees and/or collaborators of the Company and/or its Subsidiaries for the implementation of incentive plans; as well as (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.”*

As soon as the Secretary ends reading, the Chairman asks the Designated Representative to confirm whether the data of the shares represented have remained unchanged and, after such confirmation, puts the approval of the resolution to the vote.

The Chairman asks the Designated Representative to communicate the results of the voting and the Designated Representative replies as follows:

Favorable: 279,710,779 shares equal to 99.059%

Against: 2,579,590 shares equal to 0.914%

Abstained: 26,963 shares equal to 0.010%

No vote: 50,000 shares equal to 0.018%

The Chairman thanks the Designated Representative and declares that the proposed resolution has been approved by the majorities just communicated by the Designated Representative.

The Chairman then moves on to deal with the **sixth item** of the agenda, which reads as follows:

Item 6. Updating of the Shareholder's Meetings Regulations. Related and consequent resolutions.

The Chairman illustrates in summary the contents of the Directors' Report drafted by the Board of Directors of your Company under art. 84 – *ter* of the Issuers' Regulations

The Board of Directors submits to the Shareholder's Meeting's approval the proposed update to the Shareholder's Meetings Regulations (approved by the Ordinary Shareholder's Meetings of Amplifon S.p.A. held on 24 April 2007) which defines: i) the procedures for convening and conducting the Company's

Shareholder's Meetings and ii) the rules for participation, discussion of agenda items and voting ("Shareholder's Meeting Regulations").

The purpose of this proposal is to align the Shareholders' Meeting Regulations to the recent amendments to the Article of Association approved by the Shareholder's Meeting of Amplifon, convened in extraordinary session on 30 April 2024.

Specifically, in the version of the Shareholders' Meeting Regulations submitted for the 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 and
- it separately regulates the cases in which the participation of the eligible parties takes place (i) in person or (ii) through telecommunications 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.

For the full content of the amendments to the Shareholders' Meeting Regulations, it is suggested to refer to the Board of Directors' Report and the relevant attached document.

In the light of the above, the Board of Director proposes to approve the following resolution:

Resolution's proposal:

"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

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

The Chairman asks the Designated Representative to confirm whether the data of the shares represented have remained unchanged and, after such confirmation, puts the approval on the above mentioned proposal.

The Chairman asks the Designated Representative to communicate the results of the voting and the Designated Representative replies as follows:

Favorable: 199,751,651 shares equal to 70.742%

Against: 82,235,019 shares equal to 29.123%

Abstained: 330,662 shares equal to 0.117%

No vote: 50,000 shares equal to 0.018%

The Chairman thanks the Designated Representative and declares that the proposed resolution has been approved by the majorities just communicated by the Designated Representative.

Nothing else being on the agenda, the Chairman thanks the attendees and closes the Shareholders' Meeting at 11:30 am.

The Chairman
Susan Carol Holland
Signed

The Secretary
Luigi Colombo
Signed