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**AMPLIFON S.P.A.**  
**ORDINARY SHAREHOLDERS' MEETING**  
**23 APRIL 2026**

The ordinary shareholders' meeting of Amplifon S.p.A. is opened on this 23<sup>th</sup> of April 2026 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 newspaper "Il Sole 24 Ore" on 23 March 2026, 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.

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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. 560 shareholders participate to the Meeting representing (in person or by proxy) no. 152,062,237 ordinary shares (equal to 67.17% of the share capital) and that the shares with increased voting rights are equal to no. 105,392.

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 2025:
  - 1.1 Approval of the Financial Statements as at 31 December 2025; reports prepared by the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Consolidated Financial Statements as at 31 December 2025 and Report on Operations in accordance with Commission Delegated Regulation (EU) 2019/815 and subsequent amendment. Consolidated Sustainability Statement as at 31 December 2025.
  - 1.2 Allocation of the earnings for the year and resolutions regarding the

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- dividend.
2. Directors' remuneration for FY 2026.
  3. Remuneration Report 2026 pursuant to art. 123-ter Legislative Decree 58/98 ("TUF") and art. 84-quater Issuers' Regulations:
    - 3.1 Binding resolution on the first section pursuant to art. 123-ter, par. 3-*bis* and 3-*ter* of the TUF.
    - 3.2 Non-binding resolution on the second section pursuant to art. 123-ter, par. 6 of the TUF.
  4. Stock Grant Plan in favour of employees of Amplifon S.p.A. and its controlled companies for 2026-2031 ("2026-2031 Stock Grant Plan")
  5. Co-investment scheme 2026-2028 in favour of Managing Director/General Manager, Key Managers with Strategic Responsibilities and selected Key Roles (Sustainable Value Sharing Plan 2026-2028): resolution pursuant to Article 114-bis of the Legislative Decree No. 58/1998 and Article 84-bis of Consob Issuer Regulation.
  6. 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.

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

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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 is aware of the existence of a shareholders' agreement relevant pursuant to art. 122 TUF, entered into between Ampliter S.r.l. and GN Store Nord A/S in connection with the Company's acquisition of GN Hearing A/S, concerning the shares held by Ampliter S.r.l. in the Company. Such shareholders' agreement has been filed pursuant to art. 122 TUF and notified to Consob pursuant to art. 122 TUF and art. 127 of the Issuers' Regulation. Reference is made thereto to the essential information prepared and published pursuant to the art. 122 TUF and art. 130 of the Issuers' Regulation, available on the Company's website and on Consob's website.

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:

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	<b>n. shares</b>	<b>% of the share capital</b>	<b>% of the voting capital</b>
<b>Ampliter S.r.l.</b>	<b>95,105,392</b>	<b>42.01%</b>	<b>68.48%</b>

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. 6,443,609 treasury shares, as communicated by the Designated Representative, corresponding to 2.846% 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. 50 and the total of the ordinary shares with increased voting rights equal to three votes per share are equal to no. 95,113,494.

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

- Maurizio Costa
- Lorenzo Pozza

She points out that the following Directors were present at the Company's registered office:

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- Nina Cortese
- Lorenza Morandini

The following Directors are justified absents:

- Maria Patrizia Grieco
- Nicola Bedin
- Giovanni Tamburi

All the members of the Board of Statutory Auditors participate at the Company's registered office:

- Gabriella Chersicla
- Patrizia Arienti
- Alfredo Malguzzi

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

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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 2025:**

**1.1 Approval of the Financial Statements as at 31 December 2025; reports prepared by the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Consolidated Financial Statements as at 31 December 2025 and Report on Operations in accordance with Commission Delegated Regulation (EU) 2019/815 and subsequent amendments. Consolidated Sustainability Statement as at 31 December 2025.**

**1.2 Allocation of the earnings for the year and resolutions regarding the dividend.**

She proposes not to read the Company's Financial Statements, the Directors'

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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 2025, 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 25 March 2026.

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 2025 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 2025, showing year's earnings equal to Euro 67,533,674, be approved.

The Designated Representative informs that, for this voting item, a total of no. 560 shareholders have participated, in person or by proxy, representing no. 152,062,237 ordinary shares, equal to 67.169% of the share capital, corresponding to no. 342,273,021 shares with voting rights equal to 82.156% of the total voting rights, of which no. 95,105,392 shares carry increased voting rights.

The Chairman puts the approval of the Company's Financial Statements for the year ended as at December 31, 2025.

The Chairman asks the Designated Representative to communicate the results

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of the voting, and the Designated Representative replies as follows:

Favorable: 340,821,310 shares equal to 99.58%

Against: 1,383,174 shares equal to 0.40%

Abstained: 68,537 shares equal to 0.02%

The Chairman thanks the Designated Representative and declares that the Company's Financial Statements for 2025 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, 2025 of Amplifon S.p.A. that is being presented to the Shareholders' Meeting shows a net profit of €67.5 million (€95.2 million as at December 31, 2024).

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. 6,443,609 treasury shares, representing 2.846% of the share capital, as of the same date and shall be charged - on a priority basis - to the above - mentioned net profit for the year, to the extent thereof, while any excess shall be covered through the distribution of retained earnings carried forward as shown in the financial statements as at 31 December 2025. As at the date of this Meeting, this countervalue amounts to a total of Euro 63,784,053,19.

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*

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*equal to Euro 0.29 per share;*

- allocate any remaining portion of the earnings as retained forward;*

*2. to establish that, should the number of shares outstanding on the dividend payment date be such that the net profit for the year is lower than the total amount due, the difference shall be covered by drawing on the retained earnings reserve carried forward, as shown in the financial statements as at 31 December 2025;*

*3. 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, or the amount of retained earnings to be distributed;*

*4. pay the dividend starting from 20 May 2026, with ex-dividend date on 18 May 2026.*

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: 342,246,439 shares equal to 99.99%

Against: 29 shares equal to 0.000%

Abstained: 26,553 shares equal to 0.01%

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.

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

## **Item 2. Directors' remuneration for FY 2026**

The Chairman points out that, enacting the rights stated in article 22 of the Articles of Association, the Shareholders' Meeting of 23 April 2025 had determined that the amount of remuneration granted to the Directors for the 2025 period was equal to Euro 1,530,000.00.

As for 2026 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 2026, pursuant to its statutory powers and the Report prepared by the Directors,*

*resolves*

*to assign to the Directors a remuneration for the year 2026 of Euro 1,530,000.00 to be recorded as an expense for the relative fiscal year”.*

The Designated Representative informs that, for this voting item, a total of no. 559 shareholders have participated, in person or by proxy, representing no. 152,053,200 ordinary shares, equal to 67.165% of the share capital, corresponding to no. 342,263,984 shares with voting rights equal to 82.153% of the total voting rights, of which no. 95,105,392 shares carry increased voting rights.

The Chairman puts the approval of the Directors' remuneration for FY 2026 to the vote.

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

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*Favorable: 341,193,310 shares equal to 99.69%*

*Against: 1,044,121 shares equal to 0.31%*

*Abstained: 26,553 shares equal to 0.01%*

The Chairman thanks the Designated Representative and declares that the Directors' remuneration for FY 2026 has been approved by the majorities communicated by the Designated Representative.

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

**Item 3. Remuneration Report 2025 pursuant to art. 123-ter Legislative Decree 58/98 ("TUF") and art. 84-quater Issuers' Regulations:**

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

**3.2 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 2026 and,

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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 2025; (b) analytically illustrates the remuneration paid in the FY 2025 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*

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*23 April 2026, 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.

The Designated Representative informs that, for this voting item, a total of no. 560 shareholders have participated, in person or by proxy, representing no. 152,062,237 ordinary shares, equal to 67.169% of the share capital, corresponding to no. 342,273,021 shares with voting rights equal to 82.156% of the total voting rights, of which no. 95,105,392 shares carry increased voting rights.

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: 301,741,520 shares equal to 88.16%*

*Against: 40,504,948 shares equal to 11.83%*

*Abstained: 26,963 shares equal to 0.01%*

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.

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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: 300,561,325 shares equal to 87.81%*

*Against: 41,685,143 shares equal to 12.18%*

*Abstained: 26,553 shares equal to 0.01%*

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.

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

**Item 4. Stock Grant Plan in favour of employees of Amplifon S.p.A. and its controlled companies for 2026-2031 (“2026-2031 Stock Grant Plan”)**

It is submitted to the Shareholders’ Meeting approval, pursuant to Article 114-bis, par. 1, of the TUF, as subsequently amended, a stock grant plan aimed at the free grant of rights to receive shares in favour of the employees of the Company and its controlled companies in accordance with Civil Code, art. 2359 (“Stock Grant Plan 2026-2031” or “Plan”) as well as to grant suitable powers to the Board of Directors to implement such plan.

For details on the contents of the Stock Grant Plan 2026-2031, prepared by the Board of Directors, upon the proposal of the Remuneration and Appointments Committee, in accordance with art. 114-bis of the Consolidated Law on Finance, art.84-bis of the Issuers’ Regulations, and Annex 3A, Chart 7, of the Issuers’ Regulations, please refer to the informative document attached to this explanatory report (the “Informative Document”) available to the public at the

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Company's legal office, as well as on the Company's website <https://corporate.amplifon.com> and on the storage mechanism "eMarket Storage".

It should be noted that the Plan is in line with the Company's Remuneration Policy submitted to Shareholders' Meeting for a vote and that the inclusion of the Beneficiaries to the Plan will be determined solely on the basis of the managerial role they hold in the organizational structures of the Company and its controlled companies, regardless of the positions they hold in the governing bodies of the Company or its controlled companies. For this reason, the names of these incumbents are not provided.

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

*"The Ordinary Shareholders' Meeting of Amplifon S.p.A., 1) having examined the Directors' Report, and 2) having examined the Informative Document prepared in accordance with art. 84-bis of the Issuers' Regulations,*

*revolves:*

*- to approve, in accordance with art. 114-bis of the TUF, agreeing with the reason behind it, the "Stock Grant Plan 2026-2031" as indicated in the Informative Document;*

*- to grant the Board of Directors all necessary and appropriate authorities to set up and implement the Stock Grant Plan 2026-2031. Just for example and without limitation, the Board of Directors will have the authority, which may be subdelegated to any member, after hearing the Remuneration and Appointments Committee, to: (i) implement the Stock Grant Plan 2026-2031; (ii) identify, by name, the Beneficiaries on the basis of the criteria set out in the Plan; (iii) determine on an annual basis, with reference to each three-year cycle under the Stock Grant Plan 2026-2031, the number of the Rights to be assigned to each Beneficiary; (iv) proceed annually, with reference to each three-year cycle under the Plan, to the allocation of the incentive in favour of the Beneficiaries; (v) establish all the terms and conditions for the implementation of the Stock Grant Plan 2026-2031 and the approval of the Regulation of the Stock Grant Plan 2026-2031 and the relevant documentation, with the power to*

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*make subsequent amendments and/or additions; (vi) provide for market disclosure and (vii) introduce amendments to the Stock Grant Plan 2026-2031 which might be necessary and/or appropriate, with particular regard to regulatory changes or changes of the Code of Corporate Governance or in case of extraordinary events or transactions.”*

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 Stock Grant Plan 2026-2031 to the vote.

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

Favorable: 302,897,570 shares equal to 88.50%

Against: 39,375,451 shares equal to 11.50%

Abstained: 0 shares equal to 0,00%

The Chairman thanks the Designated Representative and declares that the Stock Grant Plan 2026-2031 has been approved by the majorities just communicated by the Designated Representative.

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

**Item 5. Co-investment scheme 2026-2028 in favour of Managing Director/General Manager, Key Managers with Strategic Responsibilities and selected Key Roles (Sustainable Value Sharing Plan 2026-2028): resolution pursuant to Article 114-bis of the Legislative Decree No. 58/1998 and Article 84-bis of Consob Issuer Regulation.**

It is submitted for the approval of the Shareholders' Meeting, pursuant to Article 114-bis of the TUF, as subsequently amended, a three-year incentive plan in

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favour of Managing Director/General Manager, Key Managers with Strategic Responsibilities and selected Key Roles (“Sustainable Value Sharing Plan 2026-2028” or “Plan”), as well as to grant suitable authorities to the Board of Directors to implement such plan.

For details on the contents of the Sustainable Value Sharing Plan 2026-2028, prepared by the Board of Directors, upon the proposal of the Remuneration and Appointments Committee, in accordance with art. 114-bis of the Consolidated Law on Finance, art.84-bis of the Issuers’ Regulations, and Annex 3A, Chart 7, of the Issuers’ Regulations, please refer to the informative document attached to this explanatory report (the “Informative Document”) available to the public at the Company’s legal office, as well as on the Company’s website <https://corporate.amplifon.com> and on the storage mechanism “eMarket Storage”.

It should be noted that the Plan is in line with the Company's Remuneration Policy submitted to the vote of the Shareholders' Meeting in accordance with law.

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

*"The Ordinary Shareholders' Meeting of Amplifon S.p.A., on the condition of the approval of Amplifon S.p.A.'s Remuneration Policy for the year 2026, having noted the Board of Directors' proposal and having examined the Information Document prepared in accordance with Art. 84-bis of the Issuers' Regulations, resolves*

*- to approve, pursuant to Article 114-bis of the TUF, agreeing with reasons behind it, the "Sustainable Value Sharing Plan 2026-2028" in favour of Managing Director/General Manager, Key Managers with Strategic Responsibilities and selected Key Roles under the terms and conditions described in the Information Document;*

*- to grant the Board of Directors all necessary and appropriate authorities to set up and implement the "Sustainable Value Sharing Plan 2026-2028", also through delegated parties, including (but not limited to) the powers: (i) to implement the Sustainable Value Sharing Plan 2026-2028; (ii) identify, by*

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*name, the Beneficiaries on the basis of the criteria set out in the Plan; (iii) to define the number of Rights to be annually assigned in favor of the Beneficiaries; (iv) to set all terms and conditions for the implementation of the Plan and approve the relevant Regulations and relative documents, with the authority to amend and/or supplement them as deemed necessary, to the extent that they do not conflict with the provisions of this resolution; (v) to provide for the information to the market, the drafting and/or finalization of any necessary or appropriate document in relation to the Sustainable Value Sharing Plan 2026-2028, under the applicable laws and regulations, as well as, in general, to the execution of this resolution (vi) to bring such amendments to the Sustainable Value Sharing Plan 2026-2028 which might be necessary and/or appropriate, with particular regard to regulatory changes or changes of the Code of Corporate Governance or in case of extraordinary events or transactions."*

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 Sustainable Value Sharing Plan 2026-2028 to the vote.

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

Favorable: 302,768,429 shares equal to 88.46%

Against: 39,504,592 shares equal to 11.54%

Abstained: 0 shares equal to 0.0%

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

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

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reads as follows:

**Item 6. 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 23 April 2025 and which would expire on 23 October 2026, 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;

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- (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 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 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 6,443,609 shares of Amplifon S.p.A., equivalent to 2.846% 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 2025 submitted to the today's Shareholders' Meeting. These Financial Statements show (i) net earnings for the financial year of Euro 67,533,764 of which Euro 3,743,140.86 brought forward; (ii) other available capital reserves of Euro 202,712,442; and (iii) distributable retained earnings of

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Euro 376,576,705.

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. 6,443,609 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*

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*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 23 April 2025, 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*

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*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."*

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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 with respect to the previous vote 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: 342,272,992 shares equal to 100%

Against: 29 shares equal to 0.00%

Abstained: 0 shares equal to 0.00%

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

The Secretary  
Luigi Colombo

Signed

Signed