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Societa' : AMPLIFON

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Oggetto : Resolved a share capital increase for the issue of a maximum no. of 45,300,000 new ordinary shares to be offered for subscription through a private placement reserved to qualified investors. Private placement launched through an abb

*Testo del comunicato*

Vedi allegato

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## PRESS RELEASE

### RESOLVED A SHARE CAPITAL INCREASE FOR THE ISSUE OF A MAXIMUM NO. OF 45,300,000 NEW ORDINARY SHARES TO BE OFFERED FOR SUBSCRIPTION THROUGH A PRIVATE PLACEMENT RESERVED TO QUALIFIED INVESTORS

### PRIVATE PLACEMENT LAUNCHED THROUGH AN ACCELERATED BOOKBUILDING

### PROCEEDS WILL BE USED TO FINANCE THE CASH PORTION RELATED TO THE ACQUISITION OF GN HEARING. THE COMPANY DOES NOT EXPECT ANY FURTHER CAPITAL INCREASES IN CONNECTION WITH THE ACQUISITION

### THE SHAREHOLDERS AMPLITER AND T.I.P. INTEND TO SUPPORT THE SHARE CAPITAL INCREASE AND COMMITTED TO SUBSCRIBING THE NEW SHARES FOR AN AGGREGATE AMOUNT OF € 130 MILLION

Milan, May 21<sup>st</sup>, 2026 – The Board of Directors of Amplifon S.p.A. (EXM; Bloomberg/Reuters ticker: AMP:IM/AMPF.MI) (the “**Company**”), a global leader in hearing solutions and services, today resolved to execute the mandate granted by the Extraordinary Shareholders’ Meeting on April 30<sup>th</sup>, 2024 pursuant to Article 2443 of the Italian Civil Code, (the “**Existing Powers**”), to increase the share capital, in a divisible manner, against payment with the exclusion of pre-emption rights pursuant to Article 2441, paragraphs 5 and 6, of the Italian Civil Code, through the issuance of up to a maximum no. of 45,300,000 new ordinary shares (equal to approximately 20% of the share capital pre-increase), with a par value of €0.02 each, with regular dividend rights and, in any case, within the limits of the Existing Powers (the “**Share Capital Increase**”).

The Share Capital Increase is made in light of the acquisition of the “Hearing” business from GN Store Nord A/S (“**GN**” and the “**Acquisition**”) already announced to the market and its proceeds will be used in full to finance its cash portion. The Company does not expect any further capital increases in connection with the Acquisition, save for the issuance of 56 million shares whose subscription will be reserved to GN at the date of the execution of the Acquisition (the “**Closing**”), as previously announced in the press release published on March 16<sup>th</sup>, 2026, and available, inter alia, on the Company’s website, to which reference is made for further information regarding the Acquisition. GN has agreed to a lock-up with a total duration of up to 15 months following the Closing applied to the 56 million Amplifon shares that GN will receive at Closing. The lock-up is staggered, with less than approximately one-third of the shares being releasable after 9 months from Closing, and the balance released in further tranches thereafter until full expiry at 15 months.

The newly issued shares resulting from the Share Capital Increase (the “**New Shares**”) will be offered for subscription to qualified investors (as defined in Article 2(l)(e) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14<sup>th</sup>, 2017, the “**Prospectus Regulation**”) in Italy and in the European Economic Area, to “qualified investors” in the United Kingdom pursuant to Article 15 of Schedule 1 of the Public Offers and Admissions to Trading Regulations 2024/105, to “professional investors” in Switzerland or in any other circumstances relying on an exemption to publish a prospectus under the Swiss Financial Services Act of 15 June 2018, and to additional qualified institutional investors abroad (as identified pursuant to Regulation S and Rule 144A promulgated under the U.S. Securities Act of 1933) and excluding any country or jurisdiction in which the offer or sale of the shares being offered is prohibited by law or in the absence of exemptions (the “**Recipients**”).

The shareholders Ampliter S.r.l. (“**Ampliter**”), which holds approximately 42.01% of the Company’s share capital (equal to 74.34% of the voting rights) and Tamburi Investment Partners S.p.A. (“**T.I.P.**”) have informed the Company of their commitment to subscribing to the Share Capital Increase for an amount of, respectively, €100,000,000 and €30,000,000.

The New Shares will be offered for subscription as part of a private placement, through an accelerated bookbuilding process (ABB) reserved for the Recipients, without the publication of a prospectus for a public offering and/or listing, pursuant to the exemptions provided for by applicable laws and regulations.

The offering price of the New Shares will be determined following the accelerated bookbuilding process. The auditing firm KPMG has issued an opinion pursuant to Article 244l, paragraph 6, of the Italian Civil Code.

The accelerated bookbuilding process will commence immediately, and the Company reserves the right to close the offering and/or amend its terms at any time. The results of the offering will be announced upon completion of the accelerated bookbuilding process.

In the event of full subscription of the Share Capital Increase, the share capital will be represented by a total no. of 271,688,620 ordinary shares, with regular dividend rights and the same characteristics as those already outstanding as of the date of issue. The New Shares will be admitted to trading as of the date of issue on the regulated market Euronext Milan, STAR segment, organized and managed by Borsa Italiana S.p.A., as they are fungible with the Company’s ordinary shares already listed on the same market.

In connection with the Share Capital Increase, Goldman Sachs International and J.P. Morgan will act as Joint Global Coordinators and Joint Bookrunners and BNP PARIBAS e Deutsche Bank AG as Joint Bookrunners.

Finally, it is noted that, in connection with the Share Capital Increase, the Company and the shareholders Ampliter and T.I.P. will enter into lock-up commitments for a period of 180 days, in line with market practice for similar transactions.

### **Documentation relating to the Share Capital Increase**

The illustrative report of the Board of Directors, the report of the independent auditor KPMG S.p.A. issued pursuant to Article 244l, paragraph 6, of the Italian Civil Code, and the minutes of the Board of Directors meeting drawn up in notarial form will be made available to the public at the Company’s registered office at Via Ripamonti, 133, Milan, on the Company’s website <https://corporate.amplifon.com/>, in the Investors and Governance sections, as well as on the authorized storage mechanism “EMarket STORAGE” ([www.emarketstorage.it](http://www.emarketstorage.it)) in accordance with applicable laws and regulations.

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Amplifon and Ampliter are related parties, as Ampliter is the controlling shareholder of Amplifon. Ampliter’s subscription to the New Shares, on the same terms as the other subscribers, was submitted, pursuant to the “Regulation on Related Party Transactions” adopted by Amplifon, to the approval of its Related Party Transactions Committee which issued a reasoned favourable opinion in compliance with the thresholds and the procedures set forth for transactions of minor importance.

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The publication, distribution or release of this announcement and the Share Capital Increase of the New Shares in certain jurisdictions may be restricted by law and persons into whose possession this document or other information referred to herein comes are required to inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

In connection with the issue and sale of the New Shares, the Joint Global Coordinators and Joint Bookrunners or any of their respective affiliates may take up a portion of the New Shares as a principal position and in that capacity may retain, purchase, sell or offer to sell for its or their own accounts such New Shares or other securities of the Company or related investments in connection with the Share Capital Increase or otherwise. Accordingly, references in this announcement to the New Shares being sold, offered, subscribed, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing or dealing by, the Joint Global Coordinators and Joint Bookrunners or any of their respective affiliates acting in such capacity. In addition, the Joint Global Coordinators and Joint Bookrunners or any of their respective affiliates may enter into financing arrangements (including swaps or contracts for differences) with investors in connection with which the Joint Global Coordinators and Joint Bookrunners or any of their respective affiliates may from time to time acquire, hold or dispose of ordinary shares of the Company. The Joint Global Coordinators and Joint Bookrunners do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

Any communication that a transaction is or that the book is “covered” (i.e. indicated demand from investors in the book equals or exceeds the amount of the securities being offered) is not an indication or assurance that the book will remain covered or that the transaction and securities will be fully distributed.

None of the Joint Global Coordinators and Joint Bookrunners or any of their respective affiliates nor their respective directors, officers, employees, advisers or agents accepts any responsibility or liability whatsoever for or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the announcement) or any other information relating to the Company, Ampliter, T.I.P., their respective subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith. The contents of this announcement have been prepared by and are the sole responsibility of the Company.

The Joint Global Coordinators and Joint Bookrunners are acting for the Company and no one else in connection with the transaction described hereto and will not be responsible to anyone other than the Company for providing the protections afforded to clients of the Joint Global Coordinators and Joint Bookrunners or for giving advice in connection with the transaction described hereto or any matter referred to herein.

Goldman Sachs International is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority in the United Kingdom.

Solely for the purposes of the product governance requirements contained within (a) EU Directive 2014/65/EU on markets in financial instruments, as amended (“MiFID II”); (b) articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; (c) local implementing measures (the “EEA Product Governance Requirements”) and (d) Chapter 3 of the FCA Handbook Product Intervention and Product Governance Sourcebook (the “UK Product Governance Requirements”) and together with the EEA Product Governance Requirements, the “Product Governance Requirements”), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any “manufacturer” (for the purposes of the Product Governance Requirements) may otherwise have with respect thereto, the New Shares have been subject to a product approval process, which has determined

*that such New Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II or Chapter 3 of the FCA Handbook Conduct of Business Sourcebook (“COBS”), as applicable; and (ii) eligible for distribution through all permitted distribution channels (the “Target Market Assessment”). Notwithstanding the Target Market Assessment, distributors (for the purposes of the Product Governance Requirements) should note that: the price of the New Shares may decline and investors could lose all or part of their investment; the New Shares offer no guaranteed income and no capital protection; and an investment in the New Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to any contractual, legal or regulatory selling restrictions in relation to the Share Capital Increase. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Joint Global Coordinators and Joint Bookrunners will only procure investors who meet the criteria of professional clients and eligible counterparties. For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II or Chapters 9A or IOA respectively of COBS; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the New Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the New Shares and determining appropriate distribution channels.*

## About Amplifon

Amplifon, global leader in the hearing care retail market, empowers people to rediscover all the emotions of sound. Amplifon’s around 20,600 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 outstanding experience. The Group, with annual revenues of 2.4 billion euros, operates through a network of 10,000 locations in 25 Countries and 5 continents. More information about the Group is available at: <https://corporate.amplifon.com>.



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