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Societa'	:	AMPLIFON
Utenza - referente	:	AMPLIFONN02 - Galli Gabriele
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Oggetto	:	Notice of call Shareholders Meeting 29.10.2026

Testo del comunicato

Vedi allegato

NOTICE OF CALL – EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING

AMPLIFON S.p.A.
Share capital: Euro 5.433.772,40 fully subscribed and paid-in
Registered office in Milan – Via Ripamonti n. 131/133
Milan Companies Register: tax code and registration no. 04923960159

The Shareholders' Meeting (the "**Shareholders' Meeting**") of Amplifon S.p.A. ("**Amplifon**" or the "**Company**") is convened in extraordinary and ordinary session, with participation by those entitled to attend exclusively by means of telecommunications, on 29 October 2026, at 12:00 p.m. CET, on first and single call, to resolve on the following

AGENDA

Extraordinary Session

1. Proposal for a share capital increase for consideration, on an indivisible basis and excluding pre-emption rights pursuant to Article 2441, paragraph 5, of the Italian Civil Code, to be completed by no later than 30 June 2027 through the issuance of 56,000,000 ordinary shares having the same rights and characteristics as the ordinary shares outstanding as at the date of issuance, reserved for subscription by GN Store Nord A/S and to be paid up by way of set-off against part of the purchase price agreed for the acquisition, by the Company or a wholly-owned vehicle thereof, of the entire share capital of GN Hearing A/S, a company incorporated under the laws of Denmark, registered with the Danish Central Business Register (*CVR*) under No. 55 08 27 15 and having its registered office at Lautrupbjerg 7, DK-2750 Ballerup, Denmark (amendment to Article 6 of the Articles of Association). Consequential amendments to the Articles of Association.
2. Proposed amendments to the Articles of Association to reflect the legislative changes introduced by Legislative Decree No. 47 of 27 March 2026 (amendments to Articles 9, 10, 11, 12, 15, 16, 17, 19 and 23 of the Articles of Association and consequential renumbering of the Articles). Related and consequential resolutions.

Ordinary Session

1. Appointment of a Director to the Board of Directors following co-option. Related and consequential resolutions.
2. Increase in the number of members of the Board of Directors following completion of the acquisition of GN Hearing A/S and appointment of an additional Director to the Board of Directors. Related and consequential resolutions.

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

Amplifon's subscribed and paid-in share capital amounts to Euro 5,433,772.40, divided into 271,688,620 ordinary shares with a nominal value of Euro 0.02 each. Each share carries one vote, except as provided under the enhanced voting rights mechanisms set out in Article 13 of the Articles of Association. The number of voting rights exercisable as a result of the accrual of enhanced voting rights is published on the Company's website at https://corporate.amplifon.com/en and through the authorised storage mechanism eMarket STORAGE, available at www.emarketstorage.com, and will be updated within the time limits set out in Article 85-*bis* of the Issuers' Regulation.

As at 17 September 2026, the Company holds 5,940,161 treasury shares, representing 2.186% of its share capital as at the same date.

Entitlement to participate in the Shareholders' Meeting

Holders of voting rights in possession of the relevant certifications issued by an authorised intermediary in accordance with the applicable laws and regulations are entitled to participate in the Shareholders' Meeting.

In this respect, pursuant to Article 83-*sexies* of the TUF, entitlement to participate in the Shareholders' Meeting and to exercise voting rights must be evidenced by a communication to the Company, made by the intermediary on the basis of its accounting records in favour of the person entitled to exercise the voting rights, based on the records as at the end of the accounting day falling on the seventh market trading day preceding the date of the Shareholders' Meeting, namely 20 October 2026 (the "**record date**"). Persons who become holders of shares only after that date will not be entitled to participate in or vote at the Shareholders' Meeting. The intermediary's communication must be received by the Company by the end of the third market trading day preceding the date scheduled for the Shareholders' Meeting, namely 26 October 2026.

Entitlement to participate in and vote at the Shareholders' Meeting shall nevertheless remain unaffected where the relevant communications are received by the Company after that deadline, provided that they are received before the Shareholders' Meeting commences and without prejudice to the principle that shareholder participation in and voting at the Shareholders' Meeting may take place exclusively through the Designated Representative, as further described below.

Representation at the Shareholders' Meeting

Pursuant to Article 10 of the Articles of Association and the applicable laws and regulations, the Board of Directors, with the favourable vote of a majority of the independent Directors, has resolved to exercise the option to provide that participation in the Shareholders' Meeting and the exercise of voting rights by shareholders are to take place **exclusively** through the representative designated by the Company pursuant to Article 135-*undecies* of the TUF (the "**Designated Representative**"). In the Board of Directors' view, this arrangement facilitates participation by those entitled to attend (as demonstrated by the positive levels of participation recorded in recent years, including as a result of the introduction of the Designated Representative) while also allowing the Company to achieve cost efficiencies.

Accordingly, persons entitled to exercise voting rights who wish to do so must grant — at no cost to the appointing shareholder (other than any delivery costs) — a proxy and voting instructions to Aholding S.r.l., with registered office in Ivrea (Turin), in its capacity as Designated Representative.

A proxy may be granted to the Designated Representative, together with voting instructions on all or certain of the proposals on the agenda, by completing and signing the proxy form available on the Company's website at https://corporate.amplifon.com/en (Governance Section/Documents for the Shareholders), provided that it is received by the Designated Representative — in original, together with a copy of a valid identity document of the appointing shareholder or, where the appointing shareholder is a legal entity, of its *pro tempore* legal representative or other person vested with the appropriate powers, together with documentation evidencing the relevant capacity and powers — by registered letter with return receipt sent to its registered office at Via Monte Navale 9, 10015 Ivrea (Turin), or electronically to the certified email address assemblea@arubapec.it (specifying in the subject line "Delega RD – Assemblea Amplifon 2026"), by the end of the second market trading day preceding the date scheduled for the Shareholders' Meeting (namely, 27 October 2026). Transmission to the above certified email address of a proxy signed with a qualified electronic signature or digital signature in accordance with applicable law satisfies the written form requirement. The proxy shall have no effect in respect of any proposals for which voting instructions have not been provided. The proxy and voting instructions may be revoked at any time by the same deadline of 27 October 2026 and in accordance with the same procedures set out above.

Proxies and/or sub-proxies pursuant to Article 135-*novies* of the TUF, necessarily containing voting instructions on all or certain of the proposals on the agenda, may also be granted to the Designated Representative using the relevant form available on the Company's website at https://corporate.amplifon.com/en (Governance Section/Documents for the Shareholders). The procedures set out in the proxy form must be followed for the granting and notification of such proxies/sub-proxies, including by electronic means. The proxy must be received by 6:00 p.m. on the day preceding the Shareholders' Meeting (and, in any event, before the Shareholders' Meeting commences).

The proxy and voting instructions may be revoked at any time by that deadline in accordance with the procedures set out in the proxy form.

For any queries concerning the granting of proxies to the Designated Representative (and, in particular, the completion and transmission of the proxy form and voting instructions), Aholding S.r.l. may be contacted by email at monica.rossetton@aholding.cloud or by telephone on +0039 0125 1865910.

Pursuant to Article 125-*bis*.1 of the TUF, shareholders representing, individually or jointly, one-twentieth of the share capital carrying voting rights on the matters on the agenda may, within five days of publication of the notice of meeting (namely, by 5 October 2026), request that the Shareholders' Meeting be held without exclusive recourse to the Designated Representative, by registered letter with return receipt sent to the Company's registered office, for the attention of the Corporate Secretary Office, or by communication to the certified email address segreteria.societaria@pec.amplifon.com. Any such request must include information identifying the shareholders submitting it. Entitlement to exercise this right is also conditional upon the relevant intermediary providing the Company with a communication certifying their shareholding.

Members of the Board of Directors and the Board of Statutory Auditors, as well as any other persons authorised to do so by the Chair of the Shareholders' Meeting, may participate in the Shareholders' Meeting also, or exclusively, by means of video/telecommunications, in accordance with procedures to be determined and communicated by the Chair consistently with the rules of procedure for Shareholders' Meetings from time to time in force.

Without prejudice to the procedures governing participation in and the exercise of voting rights by shareholders and other persons entitled to participate in the Shareholders' Meeting, the Chair of the Shareholders' Meeting, the Designated Representative and the Secretary of the Shareholders' Meeting may participate from the Company's registered office at Via Ripamonti 131/133, Milan, where the Company will make available appropriate telecommunications facilities for such purpose. No procedures are provided for voting by correspondence or electronic means.

Right to submit questions on the items on the agenda

Pursuant to Article 127-*ter*, paragraph 3-*bis*, of the TUF, persons entitled to exercise voting rights may submit questions on the items on the agenda exclusively prior to the Shareholders' Meeting (by 20 October 2026), by registered letter with return receipt sent to the Company's registered office, for the attention of the Corporate Secretary Office, or by communication to the certified email address segreteria.societaria@pec.amplifon.com. Questions must be accompanied by information identifying the shareholders submitting them. Entitlement to exercise this right is also conditional upon the relevant intermediary providing the Company with a communication certifying their shareholding. Questions received by 20 October 2026 will be answered by 10:00 a.m. on 26 October 2026. The Company will publish its answers to the questions received in a dedicated section of its website at https://corporate.amplifon.com/en (Governance Section) and will, in any event, provide a single response to questions having the same content. It should also be noted that only questions strictly pertaining to the items on the agenda will be taken into consideration.

Appointment of members of the Board of Directors

The appointment of the new members of the Board of Directors will not be subject to the slate voting procedure provided for under Article 15 of the Articles of Association currently in force, as these appointments are intended to complete the composition of the Board of Directors, in respect of which the Shareholders' Meeting resolves by the majorities required by law.

The documentation comprising (i) the professional *curriculum vitae* of the candidates, (ii) information on their personal and professional profiles and (iii) the declarations by which each candidate accepts the nomination and confirms, under his or her own responsibility, that there are no grounds for ineligibility or incompatibility and that he or she meets the requirements prescribed by applicable law and the Articles of Association currently in force for appointment to the office, including, where applicable, an indication as to whether he or she qualifies as independent under applicable law, will be made available to the public within the time limits prescribed by applicable law.

Right to add items to the agenda of the Shareholders' Meeting and to submit additional proposed resolutions

Pursuant to Article 126-*bis* of the TUF, shareholders representing, individually or jointly, at least one-fortieth of the share capital may:

(i) within three days of publication of this notice of meeting, request that additional items be added to the agenda, indicating in their request the additional matters they propose to be considered; and

(ii) within ten days of publication of this notice of meeting, submit proposed resolutions on matters already on the agenda (as supplemented, where applicable), indicating in their request the additional matters they propose.

Additional items may not be added to the agenda in respect of matters on which the Shareholders' Meeting resolves, in accordance with applicable law, upon a proposal of the Directors or on the basis of a draft or report prepared by them, other than those referred to in Article 125-*ter*, paragraph 1, of the TUF.

The request, together with the certification attesting to the relevant shareholding, must be submitted in writing and accompanied by information identifying the shareholders submitting it, by registered letter with return receipt sent to Amplifon's registered office, for the attention of the Corporate Secretary Office, or by communication to the certified email address segreteria.societaria@pec.amplifon.com. Transmission to the above certified email address of requests to add items to the agenda and/or additional proposed resolutions, signed with a qualified electronic signature or digital signature in accordance with applicable law, satisfies the written form requirement.

Shareholders requesting that additional items be added to the agenda must prepare a report setting out the reasons for the proposed resolutions on the new matters they propose to be considered or the reasons for any additional proposed resolutions submitted in respect of matters already on the agenda. The report must be submitted to the Board of Directors by the deadline for submitting the request to add items to the agenda. The report relating to any additions to the list of matters to be considered by the Shareholders' Meeting as a result of the requests referred to above will be made available to the public by the Company, in the same manner as the reports on the items on the agenda, together with any observations of the Board of Directors, at the same time as notice of the addition is published.

Any supplemented agenda will be published in the same manner as this notice of meeting within eight days following publication of this notice (namely, on 7 October 2026), while notice of the submission of proposed resolutions on matters already on the agenda (as supplemented, where applicable) will be published in the same manner as this notice of meeting by the fifteenth day preceding the date scheduled for the Shareholders' Meeting (namely, by 14 October 2026).

Documentation

The documentation relating to the Shareholders' Meeting will be made available to the public, in the manner and within the time limits prescribed by applicable law, at the Company's registered office, on the Company's website at https://corporate.amplifon.com/en and through the authorised storage mechanism "eMarket STORAGE", available at www.emarketstorage.com.

Shareholders are entitled to obtain copies of the documentation made available.

For any further information concerning the Shareholders' Meeting, please refer to the Company's website at https://corporate.amplifon.com/en (Governance Section) or contact the Company's Investor Relations Department at ir@amplifon.com.

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This notice of call is published on the Company's website at https://corporate.amplifon.com/en, through the authorised storage mechanism "eMarket STORAGE", available at www.emarketstorage.com, and, in extract form, in the daily newspaper "Milano Finanza".

Milan, 17 September 2026

On behalf of the Board of Directors
The Chairman
Susan Carol Holland

A proposito di Amplifon

Amplifon, leader globale del mercato retail dell'hearing care, rende possibile la riscoperta di tutte le emozioni dei suoni. Tutti i 14.300 dipendenti Amplifon nel mondo si impegnano ogni giorno nel comprendere le esigenze uniche di ogni cliente, offrendo prodotti e servizi esclusivi, innovativi e altamente personalizzati, per garantire a ognuno la migliore soluzione e un'esperienza straordinaria. Il Gruppo, con ricavi annui di 2,4 miliardi di euro, opera attraverso una rete di 9.700 locations in 24 Paesi e 5 continenti. Per ulteriori informazioni sul Gruppo: https://corporate.amplifon.com.

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