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# AMPLITER N.V.

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Messrs.  
Amplifon S.p.A.  
Via Ripamonti, 133  
I-20141 Milano (MI)

Amsterdam, March 21<sup>st</sup>, 2016

Subject: **Filing of the list of candidates for the Board of Directors of Amplifon S.p.A. - Ordinary Shareholders' Meeting to be held on April 18<sup>th</sup>, 2016 at 10.00 a.m. CET, in single call, with the following agenda: "Appointment of Board of Directors, after determining the number of members"**.

Dear Sirs,

The Undersigned, Susan Carol Holland, born in Milan on 27/05/1956, in her quality as Director of Ampliter N.V., a company with registered offices in Strawinskylaan 3111, Atrium 6, 1077 ZX Amsterdam – The Netherlands, registered with the Amsterdam Chamber of Commerce – registration n. 33300830 – owner of 120,401,400 shares of Amplifon S.p.A. which represent 53.390% of the company's share capital,

**hereby submits,**

on behalf of Ampliter N.V., the list of candidates to be appointed members of the Amplifon S.p.A.'s Board of Directors, as foreseen in the Agenda of the Shareholders' Meeting of the latter.

Pursuant to and in accordance with Article 15 of Amplifon's Articles of Association, the following documents are hereby submitted as attachments to the present:

1. the list with the candidates for the appointment of member of Amplifon S.p.A.'s Board of Directors;
2. the declarations made by each candidate in which he/she accepts the candidacy and the possible appointment, and in which he/she states that he/she satisfies the requirements for taking the office;
3. the declaration of the candidates holding the requisites of independency;
4. the *curriculum vitae* of each candidate;
5. the list, prepared by each Director candidate, showing the positions he/she holds as a director or statutory auditor;
6. the certificates issued by the centralized management system proving that Ampliter N.V. possesses a number of shares with voting rights in excess of 1% of Amplifon S.p.A.'s share capital.

Best regards.

AMPLITER N.V.

Signed: Susan Carol Holland

**List of candidates for the Appointment of  
the Board of Directors of Amplifon S.p.A.**

|    | <b><u>Surname</u></b> | <b><u>Name</u></b>    |
|----|-----------------------|-----------------------|
| 1. | <b>HOLLAND</b>        | <b>SUSAN CAROL</b>    |
| 2. | <b>VITA</b>           | <b>ENRICO</b>         |
| 3. | <b>CASALINI</b>       | <b>ANDREA</b>         |
| 4. | <b>COSTA</b>          | <b>MAURIZIO</b>       |
| 5. | <b>DONNINI</b>        | <b>LAURA</b>          |
| 6. | <b>GRIECO</b>         | <b>MARIA PATRIZIA</b> |
| 7. | <b>POZZA</b>          | <b>LORENZO</b>        |
| 8. | <b>TAMBURI</b>        | <b>GIOVANNI</b>       |
| 9. | <b>SCANNAVINI</b>     | <b>MICHELE</b>        |

Ampliter NV

Signed: Susan Carol Holland

**DECLARATION  
OF ACCEPTANCE OF THE OFFICE OF DIRECTOR AND  
FULFILMENT OF THE LAW REQUIREMENTS**

The undersigned Susan Carol Holland, born in Milan on 27 May 1956, resident in Milan, Via Sant'Eusebio 39, Tax ID number HLLSNC56E67F205Q

**WHEREAS**

- A) The Shareholders' Meeting of Amplifon SpA is convened on 18 April 2016, at 10:00 a.m., in single call, to discuss and resolve, among others, on the appointment of members of the Board of Directors for the 2016-2018 three-year period and, therefore, until the Shareholders' Meeting that will be called to approve the financial statements for the year ending 31 December 2018;
- B) is aware of the requirements that the current regulations and the articles of association require for taking the office of Director of Amplifon SpA

**Now therefore**

under her full and exclusive responsibility, in full accordance with the law and the articles of association

**DECLARES**

to accept the presentation of her candidacy and possible appointment to the Board of Directors of Amplifon SpA, being aware of the requirements that the current regulations and the articles of association prescribe for taking this office, and to this end, under her own responsibility,

**STATES**

To fulfil all the requirements set by law and the Articles of Association for taking this office , and in particular, without limitation:

- the absence of causes for ineligibility, forfeiture, and incompatibility under Art. 2382 of the Italian Civil Code and other applicable provisions of special laws;
- meeting the integrity requirements of the combined provisions of Art. 147-quinquies, paragraph 1 of Italian Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented (known as "Testo Unico della Finanza") and Italian Decree of the Ministry of Justice no. 162 of 30 March 2000;

- to fulfil the independence requirements of the combined provisions of Art. 147-ter, last paragraph and 148, paragraph 3 of said legislative decree no. 58/1998, and to fulfil the independence requirements of Article 3 of the Corporate Governance Code for listed companies promoted by the Borsa Italiana SpA, in the edition of July 2015 - as shown in the annexed specific statement.
- that she does not hold offices as director or statutory auditor to the same extent or exceeding the extent set forth by applicable law and/or by the Articles of Association and/or as defined by Amplifon SpA in applying the Corporate Governance Code for listed companies;

The undersigned undertakes to promptly notify the Board of Directors of Amplifon SpA of any changes in the content of this declaration and to make, if needed, a new substitute statement.

The undersigned also declares to be informed and gives consent, in full accordance with Article 13 of Italian Legislative Decree no. 196 of 30 June 2003, to her personal data being processed by the Company, including by electronic means, for purposes related to the process of appointment to the Board of Directors and to comply with the formalities required by law, such as, without limitation, the publication on the Company's website.

In witness whereof

Milan, 14 March 2016

Signed: Susan Carol Holland

***CURRICULUM VITAE***  
***SUSAN CAROL HOLLAND***

**SURNAME:** Holland  
**FIRST NAME:** Susan Carol  
**DATE OF BIRTH:** May 27<sup>th</sup>, 1956  
**PLACE OF BIRTH:** Milan - Italy

**STUDIES**

1970-'71: Berchet Lyceum (Milan - Italy)  
1972-'74: Atlantic College (Wales)  
1974-'75: Lausanne University, Psychology  
1975-'79: Keele University (UK), Psychology & Sociology  
1979-'82: Milan University – Specialisation in Speech Therapy

**WORK EXPERIENCE**

**1982 – '83**

Policlinico – Milan (Italy)  
Speech Therapist

**1983 - 1991**

Amplisystem (Amplifon Personal Computer Div.)  
Marketing Assistant

**1988**

Appointed Member of the Board of Directors of Amplifon S.p.A.

**1993**

Appointed Deputy Chairman of the Board of Directors of Amplifon S.p.A.

**2011**

Appointed Chairman of the Board of Directors of Amplifon S.p.A.

**POSITIONS HELD IN OTHER LISTED, FINANCIAL, BANKING, INSURANCE OR LARGE COMPANIES:**

|                 |                 |
|-----------------|-----------------|
| AMPLIFIN S.p.A. | Deputy Chairman |
| AMPLITER N.V.   | Director        |
| AMPLIARE SRL    | Chairman        |



**DECLARATION  
OF ACCEPTANCE OF THE OFFICE OF DIRECTOR AND  
FULFILMENT OF THE LAW REQUIREMENTS**

The undersigned **ENRICO VITA**, born in FABRIANO on 16 FEBRUARY 1969, resident in VIA ZENALE N.o 11, MILANO, Tax ID number VTI NRC 69B16 D451Y

**WHEREAS**

- A) The Shareholders' Meeting of Amplifon SpA is convened on 18 April 2016, at 10:00 a.m., in single call, to discuss and resolve, among others, on the appointment of members of the Board of Directors for the 2016-2018 three-year period and, therefore, until the Shareholders' Meeting that will be called to approve the financial statements for the year ending 31 December 2018;
- B) is aware of the requirements that the current regulations and the articles of association require for taking the office of Director of Amplifon SpA

**Now therefore**

under his full and exclusive responsibility, in full accordance with the law and the articles of association

**DECLARES**

to accept the presentation of his candidacy and possible appointment to the Board of Directors of Amplifon SpA, being aware of the requirements that the current regulations and the articles of association prescribe for taking this office, and to this end, under his own responsibility,

**STATES**

To fulfil all the requirements set by law and the Articles of Association for taking this office and, in particular, without limitation:

- the absence of causes for ineligibility, forfeiture, and incompatibility under Art. 2382 of the Italian Civil Code and other applicable provisions of special laws;
- meeting the integrity requirements of the combined provisions of Art. 147-quinquies, paragraph 1 of Italian Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented (known as "Testo Unico della Finanza") and Italian Decree of the Ministry of Justice no. 162 of 30 March 2000;

- to NOT fulfil the independence requirements of the combined provisions of Art. 147-ter, last paragraph and 148, paragraph 3 of said legislative decree no. 58/1998, and
- to NOT fulfil the independence requirements of Article 3 of the Corporate Governance Code for listed companies promoted by the Borsa Italiana SpA, in the edition of July 2015;
- that he does not hold offices as director or statutory auditor to the same extent or exceeding the extent set forth by applicable law and/or by the Articles of Association and/or as defined by Amplifon SpA in applying the Corporate Governance Code for listed companies;

The undersigned undertakes to promptly notify the Board of Directors of Amplifon SpA of any changes in the content of this declaration and to make, if needed, a new substitute statement.

The undersigned also declares to be informed and gives consent, in full accordance with Article 13 of Italian Legislative Decree no. 196 of 30 June 2003, to his personal data being processed by the Company, including by electronic means, for purposes related to the process of appointment to the Board of Directors and to comply with the formalities required by law, such as, without limitation, the publication on the Company's website.

In witness whereof

Milan, 11 March 2016

Signed: Enrico Vita

## **ENRICO VITA**

He was born on February 16th, 1969.

In 1993 he got a Degree in Mechanical Engineering from the University of Ancona.

In 1995 after the compulsory military service, he started working at Indesit Company (at that time Merloni Elettrodomestici) in the industrial sector, where he held positions with growing responsibility in Italy and abroad.

The most significant of those were Plant Manager of the Turkish Plant, Research & Development Director of the Cooling division and then Group Supply Chain Officer.

In 2007 he was appointed Managing Director for the UK & Ireland, the Company biggest market for sales.

In 2010 he came back to Italy as he was appointed Chief Commercial Officer, responsible worldwide for the Market operations of the group.

In 2013 he was appointed Chief Operating Officer with responsibility in Commercial, Marketing and Consumer after sale services.

In March 2014 he left Indesit Company to join Amplifon as Executive Vice President EMEA region.

In March 2015 he was then appointed as Chief Operating Officer of Amplifon Group, with responsibility in the three regions where the Company operates (EMEA, AMERICA & APAC) as well as for Corporate functions of Marketing, IT and Supply Chain.

In October 2015 he was appointed Chief Executive Officer of Amplifon Group, keeping the role of Chief Operating Officer.

Since April 2015 he is Independent Director of the Board of Directors of Elica S.p.A.





ENRICO VITA

Current Appointments as Director

| <u>COMPANY</u> | <u>ROLE</u> | <u>EXPIRATION DATE</u> |
|----------------|-------------|------------------------|
|----------------|-------------|------------------------|

Amplifon Group Companies

|  |            |                             |
|--|------------|-----------------------------|
| <b>Amplifon UK Ltd<br/>(Manchester - UK)</b>                   | BoD member | Until dismissal/resignation |
| <b>Amplifon Ltd.<br/>(Manchester - UK)</b>                     | BoD member | Until dismissal/resignation |
| <b>Amplifon Australia<br/>Holding<br/>(Melbourne – AUS)</b>    | BoD member | Until dismissal/resignation |
| <b>Amplifon (USA) Inc.<br/>(Plymouth – MN –<br/>USA)</b>       | BoD member | Until dismissal/resignation |
| <b>Amplifon Iberica SA<br/>(Barcelona - ES)</b>                | BoD member | 2020                        |
| <b>Amplifon Belgium N.V.<br/>(Groot-Bijgaarden -<br/>BE)</b>   | BoD member | 2021                        |
| <b>Medtechnica<br/>Orthophone Ltd.<br/>(Tel Aviv - Israel)</b> | BoD member | Until dismissal/resignation |

Other Companies

|   |            |      |
|---|------------|------|
| <b>Elica S.p.A.<br/>(Fabriano AN – Italy)</b> | BoD member | 2018 |
|---|------------|------|

**DECLARATION  
OF ACCEPTANCE OF THE OFFICE OF DIRECTOR AND  
FULFILMENT OF THE LAW REQUIREMENTS**

The undersigned Andrea Casalini, born in Parma on 2 May 1962, resident in Parma, Tax ID number CSLNDR62E02G337Y

**WHEREAS**

- A) The Shareholders' Meeting of Amplifon SpA is convened on 18 April 2016, at 10:00 a.m., in single call, to discuss and resolve, among others, on the appointment of members of the Board of Directors for the 2016-2018 three-year period and, therefore, until the Shareholders' Meeting that will be called to approve the financial statements for the year ending 31 December 2018;
- B) is aware of the requirements that the current regulations and the articles of association require for taking the office of Director of Amplifon SpA

**Now therefore**

under his full and exclusive responsibility, in full accordance with the law and the articles of association

**DECLARES**

to accept the presentation of his candidacy and possible appointment to the Board of Directors of Amplifon SpA, being aware of the requirements that the current regulations and the articles of association prescribe for taking this office, and to this end, under his own responsibility,

**STATES**

To fulfil all the requirements set by law and the Articles of Association for taking this office , and in particular, without limitation:

- the absence of causes for ineligibility, forfeiture, and incompatibility under Art. 2382 of the Italian Civil Code and other applicable provisions of special laws;
- meeting the integrity requirements of the combined provisions of Art. 147-quinquies, paragraph 1 of Italian Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented (known as "Testo Unico della Finanza") and Italian Decree of the Ministry of Justice no. 162 of 30 March 2000;

- to fulfil the independence requirements of the combined provisions of Art. 147-*ter*, last paragraph and 148, paragraph 3 of said legislative decree no. 58/1998, and to fulfil the independence requirements of Article 3 of the Corporate Governance Code for listed companies promoted by the Borsa Italiana SpA, in the edition of July 2015 - as shown in the annexed specific statement.
- that he does not hold offices as director or statutory auditor to the same extent or exceeding the extent set forth by applicable law and/or by the Articles of Association and/or as defined by Amplifon SpA in applying the Corporate Governance Code for listed companies;

The undersigned undertakes to promptly notify the Board of Directors of Amplifon SpA of any changes in the content of this declaration and to make, if needed, a new substitute statement.

The undersigned also declares to be informed and gives consent, in full accordance with Article 13 of Italian Legislative Decree no. 196 of 30 June 2003, to his personal data being processed by the Company, including by informatics means, for purposes related to the process of appointment to the Board of Directors and to comply with the formalities required by law, such as, without limitation, the publication on the Company's website.

In witness whereof

Milan, 14 March 2016

Signed: Andrea Casalini

## Declaration of independence

I, the undersigned, Andrea Casalini born in Parma (PR), on 2 May 1962 and resident in Parma, in Borgo Bruno Longhi 2, Tax ID Number CSLNDR62E02G337Y, with reference to my candidacy as Director of Amplifon SpA (the "Issuer"), under Art. 148, paragraph 3, of Italian Legislative Decree 24 February 1998, no. 58 ("TUF"), as referred to in Art. 147-ter, paragraph 4, of the TUF, and Article 3 of the Corporate Governance Code for listed companies promoted by the Borsa Italiana SpA, fully aware of the civil and criminal responsibilities that I take on with this declaration,

### **declare**

that I fulfil the requirements for the capacity of Independent Director set out in the above provisions and, to that end, in particular, I declare that:

- (i) I do not control the Issuer, directly or indirectly, including through subsidiaries, trustees or nominees, nor am I able to exercise considerable influence over it;
- (ii) I do not participate in any shareholder agreement through which one or more persons may exercise control or significant influence on the Issuer;
- (iii) I am not, nor have I been in the previous three years, a top representative (meaning the president, the legal representative, the chairman of the board of directors, an executive director or a manager with strategic responsibilities) of the Issuer, of a subsidiary having strategic importance, a company under joint control with the Issuer, a company or an entity which, including jointly with others through a shareholders' agreement, controls the Issuer or is able to exercise significant influence on it;
- (iv) I do not have, and did not have during the previous year, directly or indirectly (e.g. through subsidiaries or companies of which I am a significant member, in the sense indicated in item (iii) above, or as a partner of a professional firm or a consulting company), a significant commercial, financial or professional relationship or employment relationship: (a) with the Issuer, with a subsidiary or any of their key members in the sense indicated in item (iii) above, thereof; (b) with a subject who, jointly with others through a shareholders' agreement, controls the Issuer, or - in the case of a company or entity - with any key members in the sense indicated in item (iii) above, thereof;
- (v) without prejudice to paragraph (iv) above, I am not under independent or salaried employment, or other economic or professional engagement that would compromise my independence: (a) with the Issuer, its subsidiaries or parent companies or with companies subject to joint control; (b) with the directors of the Issuer; (c) with persons who are spouses, relatives or kin within the fourth degree of directors of the companies referred to in sub-paragraph (a).
- (vi) I do not receive, nor have I received in the preceding three years, from the Issuer or a subsidiary or parent company, significant additional remuneration compared to the "fixed" remuneration as non-executive Director of the Company, including participation in incentive plans linked to company performance, including stock option plans;
- (vii) I have not covered the role of Director of the Issuer for more than nine years in the last twelve years;
- (viii) I do not hold the office of executive director in another company in which an executive director of the Issuer holds the office of director;

(ix) I am not a shareholder or director of a company or entity belonging to the network of the independent auditing firm of the Issuer;

(x) I am not a close relative of a person who is in any of the situations described above, and in any case I am not a spouse, relative or kin within the fourth degree of any Directors of the Issuer, of the companies that are controlled by the Issuer, of the companies that control it, and those subject to joint control.

Milan, 14 March 2016

in witness whereof

Signed: Andrea Casalini

## *CURRICULUM VITAE*

Graduated cum laude in Business Administration from the University of Parma, Andrea Casalini is a quotaholder and the Chief Executive Officer of Eataly Net. Eataly Net is the e-commerce arm of Eataly, a fast growing retailer of Italian high quality food and beverage.

Between 2000 to 2014 he was the CEO of Buongiorno SpA, a worldwide leading company in digital entertainment content for mobile terminals. He has driven the company journey across all its different phases: from a start up to a listed company on Milan Stock Exchange to being part of a large multinational telecommunication group (after a successful Public Tender Offer by NTT DOCOMO in July 2012).

Previously, he was with EDS, Electronic Data Systems, where after signing a very large outsourcing deal with the ENI group, he took responsibility for the Italian operations and later for the E-solutions line of business at EMEA level.

Between 1989 and 1996 he was a management consultant with McKinsey & Company (Milan and Chicago) and, at the beginning of his career, with Accenture (Bologna).

Since 2008 he serves as an independent director on the Board of Gruppo Mutuonline s.p.a., a mortgage online broker listed on the Milan stock Exchange for which he also chairs the Compensation Committee. He is a director of Assist s.p.a. a customer care service specialist.

He has been and is an investor in several digital start ups, including Dove Conviene. He invests also through Borealis Tech Ventures, an early stage investment vehicle which he has created together with some entrepreneurs from Parma.



*ELENCO DEGLI INCARICHI  
DI AMMINISTRAZIONE E CONTROLLO  
RICOPERTI*

*Eataly Net srl*

*Amministratore Delegato*

*Gruppo Mutuionline s.p.a.*

*Amministratore Indipendente*

*Assist s.p.a.*

*Amministratore*

A handwritten signature in blue ink, appearing to be 'Antonio...', is located in the lower right quadrant of the page.

**DECLARATION  
OF ACCEPTANCE OF THE OFFICE OF DIRECTOR AND  
FULFILMENT OF THE LAW REQUIREMENTS**

The undersigned Maurizio Costa, born in Pavia (PV) on 29 October 1948, resident in Milano, Via L.A. Melegari 2, Tax ID number CSTMRZ48R29G388O

**WHEREAS**

- A) The Shareholders' Meeting of Amplifon SpA is convened on 18 April 2016, at 10:00 a.m., in single call, to discuss and resolve, among others, on the appointment of members of the Board of Directors for the 2016-2018 three-year period and, therefore, until the Shareholders' Meeting that will be called to approve the financial statements for the year ending 31 December 2018;
- B) is aware of the requirements that the current regulations and the articles of association require for taking the office of Director of Amplifon SpA

**Now therefore**

under his full and exclusive responsibility, in full accordance with the law and the articles of association

**DECLARES**

to accept the presentation of his candidacy and possible appointment to the Board of Directors of Amplifon SpA, being aware of the requirements that the current regulations and the articles of association prescribe for taking this office, and to this end, under his own responsibility,

**STATES**

To fulfil all the requirements set by law and the Articles of Association for taking this office , and in particular, without limitation:

- the absence of causes for ineligibility, forfeiture, and incompatibility under Art. 2382 of the Italian Civil Code and other applicable provisions of special laws;
- meeting the integrity requirements of the combined provisions of Art. 147-quinquies, paragraph 1 of Italian Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented (known as "Testo Unico della Finanza") and Italian Decree of the Ministry of Justice no. 162 of 30 March 2000;



- to fulfil the independence requirements of the combined provisions of Art. 147-*ter*, last paragraph and 148, paragraph 3 of said legislative decree no. 58/1998, and to fulfil the independence requirements of Article 3 of the Corporate Governance Code for listed companies promoted by the Borsa Italiana SpA, in the edition of July 2015 - except for the requirement of implementing principle 3.C.1, subparagraph e) of said Article 3 - as shown in the annexed specific statement.
- that he does not hold offices as director or statutory auditor to the same extent or exceeding the extent set forth by applicable law and/or by the Articles of Association and/or as defined by Amplifon SpA in applying the Corporate Governance Code for listed companies.

The undersigned undertakes to promptly notify the Board of Directors of Amplifon SpA of any changes in the content of this declaration and to make, if needed, a new substitute statement.

The undersigned also declares to be informed and gives consent, in full accordance with Article 13 of Italian Legislative Decree no. 196 of 30 June 2003, to his personal data being processed by the Company, including by informatics means, for purposes related to the process of appointment to the Board of Directors and to comply with the formalities required by law, such as, without limitation, the publication on the Company's website.

In witness whereof

Milan, 14 March 2016

Signed: Maurizio Costa

## Declaration of independence

I, the undersigned, Maurizio Costa born in Pavia (PV), on 29 October 1948 and resident in Milano, in Via L.A. Melegari 2 Tax ID Number CSTMRZ48R29G388O, with reference to my candidacy as Director of Amplifon SpA (the "Issuer"), pursuant Art. 148, paragraph 3, of Italian Legislative Decree 24 February 1998, no. 58 ("TUF"), as referred to in Art. 147-ter, paragraph 4, of the TUF, fully aware of the civil and criminal responsibilities that I take on with this declaration,

### **declare**

that I fulfil the requirements for the capacity of Independent Director set out in the above provisions and, to that end, in particular, I declare that:

- (i) I am not a spouse, relative or kin within the fourth degree of any Directors of the Issuer,
- (ii) I am not a director (i.e. spouse, relative or kin within the fourth degree of the directors) of the companies that control the Issuer, are controlled by it, and those subject to joint control.
- (iii) I am not under independent or salaried employment, or other economic or professional engagement that would compromise my independence: (a) with the Issuer, its subsidiaries or parent companies or with companies subject to joint control; (b) with the directors of the Issuer; (c) with persons who are spouses, relatives or kin within the fourth degree of directors of the companies referred to in paragraph (a).

Milan, 14 March 2016

In witness whereof

Signed: Maurizio Costa

I, the undersigned, Maurizio Costa born in Pavia (PV), on 29 October 1948 and resident in Milano, in Via L.A. Melegari 2 Tax ID Number CSTMRZ48R29G388O, with reference to my candidacy as Director of Amplifon SpA (the "Issuer"), fully aware of the civil and criminal responsibilities that I take on with this declaration,

**declare that**

- (i) I do not control the Issuer, directly or indirectly, including through subsidiaries, trustees or nominees, nor am I able to exercise considerable influence over it;
- (ii) I do not participate in any shareholder agreement through which one or more persons may exercise control or significant influence on the Issuer;
- (iii) I am not, nor have I been in the previous three years, a top representative (meaning the president, the legal representative, the chairman of the board of directors, an executive director or a manager with strategic responsibilities) of the Issuer, of a subsidiary having strategic importance, a company under joint control with the Issuer, a company or an entity which, including jointly with others through a shareholders' agreement, controls the Issuer or is able to exercise significant influence on it;
- (iv) I do not have, and did not have during the previous year, directly or indirectly (e.g. through subsidiaries or companies of which I am a significant member, in the sense indicated in item (iii) above, or as a partner of a professional firm or a consulting company), a significant commercial, financial or professional relationship or employment relationship: (a) with the Issuer, with a subsidiary or any of their key members in the sense indicated in item (iii) above, thereof; (b) with a subject who, jointly with others through a shareholders' agreement, controls the Issuer, or - in the case of a company or entity - with any key members in the sense indicated in item (iii) above, thereof;
- (v) I do not receive, nor have I received in the preceding three years, from the Issuer or a subsidiary or parent company, significant additional remuneration compared to the "fixed" remuneration as non-executive Director of the Company, including participation in incentive plans linked to company performance, including stock option plans;
- (vi) I have covered continuously the role of Director of the Issuer from 2007 and until the present date;
- (vii) I do not hold the position of executive director in another company in which an executive director of the Issuer holds the office of director;
- (viii) I am not a shareholder or director of a company or entity belonging to the network of the independent auditing firm of the Issuer;
- (ix) I am not a close relative of a person who is in any of the situations described above.

Milan, 14 March 2016

in witness whereof

Signed: Maurizio Costa

## **MAURIZIO COSTA**

### **Curriculum Vitae**

Maurizio Costa was born in Pavia in 1948, married, with a son, he is mechanical engineer.

He began his professional career in IRI Group and mature later on an experience in directional management consulting.

Since 1984, in Montedison Group, he served as Senior Director of Strategy and Development at Standa from 1985 to 1988 and General Manager of Standa Group from 1989 to 1992.

Joined Mondadori in 1992 as Director of Investees and Business Development. In 1994 he became Managing Director of the Group Elemond, which includes Electa, Einaudi and Elemond School.

In 1997 he was appointed CEO of Arnoldo Mondadori Editore and since 2003 he also assumed the Vice-Presidency, charges which he left in March 2013 assuming that of Vice-President of Fininvest SpA.

He leaves the role in June 2014, which elected a President FIEG and later he was appointed President of Audipress Srl.

Since May 2007, Costa also holds the role of Independent Director of Amplifon SpA of which he is also Chairman of the Compensation and Nominating Committee.

In October of 2014 he joined the Board of Directors of Mediobanca and the Remuneration Committee thereof.

From 23 April 2015 President of RCS MediaGroup.

He is a member of the Confindustria and Assolombarda and member of Board of Directors of IEO – Istituto Europeo di Oncologia.

March 2016



**MAURIZIO COSTA**  
**ELENCO DELLE CARICHE ATTUALMENTE RICOPERTE**

Il Sottoscritto Maurizio Costa, nato a Pavia (PV) il 29/10/1948, residente in Milano, via L.A. Melegari 2, codice fiscale CSTMRZ48R29G388O dichiara di ricoprire attualmente i seguenti incarichi:

- Presidente della Federazione Italiana Editori Giornali
- Presidente di RCS MediaGroup.
- Membro del Consiglio di Amministrazione di Mediobanca
- Membro del Consiglio di Amministrazione di Amplifon S.p.A.
- Presidente di Audipress.
- Membro del Consiglio di Amministrazione dello IEO – Istituto Europeo di Oncologia
- Membro della Giunta di Confindustria e della Giunta di Assolombarda.

In fede

Milano, 14 marzo 2016



**DECLARATION  
OF ACCEPTANCE OF THE OFFICE OF DIRECTOR AND  
FULFILMENT OF THE LAW REQUIREMENTS**

The undersigned Donnini Laura, born in Cesena on 6 February 1963, resident in Milano, Via Pinerolo 72, 20151 Tax ID number DNNLRA63B46C573V

**WHEREAS**

- A) The Shareholders' Meeting of Amplifon SpA is convened on 18 April 2016, at 10:00 a.m., in single call, to discuss and resolve, among others, on the appointment of members of the Board of Directors for the 2016-2018 three-year period and, therefore, until the Shareholders' Meeting that will be called to approve the financial statements for the year ending 31 December 2018;
- B) is aware of the requirements that the current regulations and the articles of association require for taking the office of Director of Amplifon SpA

**Now therefore**

under her full and exclusive responsibility, in full accordance with the law and the articles of association

**DECLARES**

to accept the presentation of her candidacy and possible appointment to the Board of Directors of Amplifon SpA, being aware of the requirements that the current regulations and the articles of association prescribe for taking this office, and to this end, under her own responsibility,

**STATES**

To fulfil all the requirements set by law and the Articles of Association for taking this office , and in particular, without limitation:

- the absence of causes for ineligibility, forfeiture, and incompatibility under Art. 2382 of the Italian Civil Code and other applicable provisions of special laws;
- meeting the integrity requirements of the combined provisions of Art. 147-quinquies, paragraph 1 of Italian Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented (known as "Testo Unico della Finanza") and Italian Decree of the Ministry of Justice no. 162 of 30 March 2000;

- to fulfil the independence requirements of the combined provisions of Art. 147-ter, last paragraph and 148, paragraph 3 of said legislative decree no. 58/1998, and to fulfil the independence requirements of Article 3 of the Corporate Governance Code for listed companies promoted by the Borsa Italiana SpA, in the edition of July 2015 - as shown in the annexed specific statement.
- that she does not hold offices as director or statutory auditor to the same extent or exceeding the extent set forth by applicable law and/or by the Articles of Association and/or as defined by Amplifon SpA in applying the Corporate Governance Code for listed companies;

The undersigned undertakes to promptly notify the Board of Directors of Amplifon SpA of any changes in the content of this declaration and to make, if needed, a new substitute statement.

The undersigned also declares to be informed and gives consent, in full accordance with Article 13 of Italian Legislative Decree no. 196 of 30 June 2003, to her personal data being processed by the Company, including by informatics means, for purposes related to the process of appointment to the Board of Directors and to comply with the formalities required by law, such as, without limitation, the publication on the Company's website.

In witness whereof

Milan, 14 March 2016

Signed: Laura Donnini

### Declaration of independence

I, the undersigned, Donnini Laura born in Cesena, on 06 February 1963 and resident in Milano, in Via Pinerolo 72 Tax ID Number DNNLRA63B46C573V, with reference to my candidacy as Director of Amplifon SpA (the "Issuer"), under Art. 148, paragraph 3, of Italian Legislative Decree 24 February 1998, no. 58 ("TUF"), as referred to in Art. 147-ter, paragraph 4, of the TUF, and Article 3 of the Corporate Governance Code for listed companies promoted by the Borsa Italiana SpA, fully aware of the civil and criminal responsibilities that I take on with this declaration,

#### **declare**

that I fulfil the requirements for the capacity of Independent Director set out in the above provisions and, to that end, in particular, I declare that:

- (i) I do not control the Issuer, directly or indirectly, including through subsidiaries, trustees or nominees, nor am I able to exercise considerable influence over it;
- (ii) I do not participate in any shareholder agreement through which one or more persons may exercise control or significant influence on the Issuer;
- (iii) I am not, nor have I been in the previous three years, a top representative (meaning the president, the legal representative, the chairman of the board of directors, an executive director or a manager with strategic responsibilities) of the Issuer, of a subsidiary having strategic importance, a company under joint control with the Issuer, a company or an entity which, including jointly with others through a shareholders' agreement, controls the Issuer or is able to exercise significant influence on it;
- (iv) I do not have, and did not have during the previous year, directly or indirectly (e.g. through subsidiaries or companies of which I am a significant member, in the sense indicated in item (iii) above, or as a partner of a professional firm or a consulting company), a significant commercial, financial or professional relationship or employment relationship: (a) with the Issuer, with a subsidiary or any of their key members in the sense indicated in item (iii) above, thereof; (b) with a subject who, jointly with others through a shareholders' agreement, controls the Issuer, or - in the case of a company or entity - with any key members in the sense indicated in item (iii) above, thereof;
- (v) without prejudice to paragraph (iv) above, I am not under independent or salaried employment, or other economic or professional engagement that would compromise my independence: (a) with the Issuer, its subsidiaries or parent companies or with companies subject to joint control; (b) with the directors of the Issuer; (c) with persons who are spouses, relatives or kin within the fourth degree of directors of the companies referred to in sub-paragraph (a).
- (vi) I do not receive, nor have I received in the preceding three years, from the Issuer or a subsidiary or parent company, significant additional remuneration compared to the "fixed" remuneration as non-executive Director of the Company, including participation in incentive plans linked to company performance, including stock option plans;
- (vii) I have not covered the role of Director of the Issuer for more than nine years in the last twelve years;
- (viii) I do not hold the office of executive director in another company in which an executive director of the Issuer holds the office of director;



(ix) I am not a shareholder or director of a company or entity belonging to the network of the independent auditing firm of the Issuer;

(x) I am not a close relative of a person who is in any of the situations described above, and in any case I am not a spouse, relative or kin within the fourth degree of any Directors of the Issuer, of the companies that are controlled by the Issuer, of the companies that control it, and those subject to joint control.

Milan,

in witness whereof

Signed: Laura Donnini



LAURA DONNINI  
Born in Cesena February 6th, 1963  
Married with two children  
Via Pinerolo 72, 20151 Milano  
Tel. +39 02 48205261 mobile +39335 7327237  
[lauradonnini@gmail.com](mailto:lauradonnini@gmail.com)  
laura.donnini@rcs.it  
Twitter @denninilau

### **STUDIES**

**Maturità Scientifica 60/60** – Liceo Cattaneo of Follonica  
**Degree in Business & Economics 110 cum laude** – University of Florence in November 1986  
Fluent in English

### **PROFESSIONAL EXPERIENCE**

#### **2013- current: RCS LIBRI SpA, Chief Executive Officer**

RCS is the 2<sup>nd</sup> Italy largest publishing group in Trade, Education and Illustrated books with Rizzoli, Bompiani, Fabbri, Adelphi, Marsilio imprints; present in USA with Rizzoli International and in Retail with two flagship bookstores of Milano and New York. Net Revenues 2015 :225 Million €; 225 FTE

#### **2001- 2013: GRUPPO MONDADORI**

- 2011 – 2013 **EDIZIONI MONDADORI, Managing Director and Publisher**
- 2008 – 2011 **EDIZIONI PIEMME SpA , Chief Executive Officer**
- 2001 – 2008 **HARLEQUIN MONDADORI (JV 50/50), Managing Director**

#### **2000-2001: STAR ALIMENTARE , Business Unit Director**

#### **1989 – 1999: JOHNSON WAX , Marketing Director Consumer Products,**

entered in 1989 as Group Product Manager, is appointed European Brand Manager from 1994 to 1996, then Key Account Director GD to be promoted Marketing Director Italy in 1998

#### **1987- 1989: MANETTI & ROBERTS , Product manager**

### **BOARD OF DIRECTORS**

#### **Current :**

From 2015: **UNIVERSITA' CA' FOSCARI VENEZIA, Independent Board Member**

From 2013: **AIE ( Italian Publishers' association), Vice Chair**

From 2013: **VALORE D, Board Member**

From 2013: **RCS Libri Controlled Companies , Board member ( Marsilio, Librerie Rizzoli,Rizzoli International, Edigita, Mach2)**

May – October 2015: **SORIN S.P.A. Independent Board Member**

### **CORPORATE GOVERNANCE AND MANAGEMENT AWARDS**

- 2012 **Premio Merito e Talento ALDAI**
- 2014 **Premio Bellisario Mela Rossa**
- 2014 **Premio Minerva** for Leadership in Business
- 2008 Selected among the first 60 "Ready for Boards Women" by PWA – SDA Bocconi
- 2008 Selected among the 26 "Top Women ready for Boards" by Corriere della Sera
- 2013 Alumna 1<sup>st</sup> class " In the boardroom" by Valore D - GE Capital- Egon Zehnder - Linklaters
- Member of **AICEO** (Italian association of CEO) – since 2014

*I hereby give consent to my data being disclosed*

4 March 2016

Laura Donnini

**ELENCO DEGLI INCARICHI  
DI AMMINISTRAZIONE E CONTROLLO  
RICOPERTI**

**1) Amministratore Delegato RCS LIBRI – da aprile 2013**

**Consigliere presso le seguenti Controllate e Partecipate – da aprile 2013**

**MARSILIO EDITORE**

**RIZZOLI INTERNATIONAL**

**MACH2**

**EDIGITA**

**2) Consigliere Indipendente : UNIVERSITA' DEGLI STUDI DI VENEZIA CA'**

**FOSCARI – da gennaio 2015**

*Laura Dami*

**DECLARATION  
OF ACCEPTANCE OF THE OFFICE OF DIRECTOR AND  
FULFILMENT OF THE LAW REQUIREMENTS**

The undersigned Maria Patrizia Grieco, born in Milano on 1 February 1952, resident in Milano, Tax ID number GRCMPT52B41F205J

**WHEREAS**

- A) The Shareholders' Meeting of Amplifon SpA is convened on 18 April 2016, at 10:00 a.m., in single call, to discuss and resolve, among others, on the appointment of members of the Board of Directors for the 2016-2018 three-year period and, therefore, until the Shareholders' Meeting that will be called to approve the financial statements for the year ending 31 December 2018;
- B) is aware of the requirements that the current regulations and the articles of association require for taking the office of Director of Amplifon SpA

**Now therefore**

under her full and exclusive responsibility, in full accordance with the law and the articles of association

**DECLARES**

to accept the presentation of her candidacy and possible appointment to the Board of Directors of Amplifon SpA, being aware of the requirements that the current regulations and the articles of association prescribe for taking this office, and to this end, under her own responsibility,

**STATES**

To fulfil all the requirements set by law and the Articles of Association for taking this office , and in particular, without limitation:

- the absence of causes for ineligibility, forfeiture, and incompatibility under Art. 2382 of the Italian Civil Code and other applicable provisions of special laws;
- meeting the integrity requirements of the combined provisions of Art. 147-quinquies, paragraph 1 of Italian Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented (known as "Testo Unico della Finanza") and Italian Decree of the Ministry of Justice no. 162 of 30 March 2000;

- to fulfil the independence requirements of the combined provisions of Art. 147-ter, last paragraph and 148, paragraph 3 of said legislative decree no. 58/1998, and to fulfil the independence requirements of Article 3 of the Corporate Governance Code for listed companies promoted by the Borsa Italiana SpA, in the edition of July 2015 - as shown in the annexed specific statement.
- that she does not hold offices as director or statutory auditor to the same extent or exceeding the extent set forth by applicable law and/or by the Articles of Association and/or as defined by Amplifon SpA in applying the Corporate Governance Code for listed companies;

The undersigned undertakes to promptly notify the Board of Directors of Amplifon SpA of any changes in the content of this declaration and to make, if needed, a new substitute statement.

The undersigned also declares to be informed and gives consent, in full accordance with Article 13 of Italian Legislative Decree no. 196 of 30 June 2003, to her personal data being processed by the Company, including by informatics means, for purposes related to the process of appointment to the Board of Directors and to comply with the formalities required by law, such as, without limitation, the publication on the Company's website.

In witness whereof

Milan, 14 March 2016

Signed: Maria Patrizia Grieco

## Declaration of independence

I, the undersigned, Maria Patrizia Grieco born in Milano, on 1 February 1952 and resident in Milano, in Via Marsala, 11 Tax ID Number GRCMPT52B41F205J, with reference to my candidacy as Director of Amplifon SpA (the "Issuer"), under Art. 148, paragraph 3, of Italian Legislative Decree 24 February 1998, no. 58 ("TUF"), as referred to in Art. 147-ter, paragraph 4, of the TUF, and Article 3 of the Corporate Governance Code for listed companies promoted by the Borsa Italiana SpA, fully aware of the civil and criminal responsibilities that I take on with this declaration,

### **declare**

that I fulfil the requirements for the capacity of Independent Director set out in the above provisions and, to that end, in particular, I declare that:

- (i) I do not control the Issuer, directly or indirectly, including through subsidiaries, trustees or nominees, nor am I able to exercise considerable influence over it;
- (ii) I do not participate in any shareholder agreement through which one or more persons may exercise control or significant influence on the Issuer;
- (iii) I am not, nor have I been in the previous three years, a top representative (meaning the president, the legal representative, the chairman of the board of directors, an executive director or a manager with strategic responsibilities) of the Issuer, of a subsidiary having strategic importance, a company under joint control with the Issuer, a company or an entity which, including jointly with others through a shareholders' agreement, controls the Issuer or is able to exercise significant influence on it;
- (iv) I do not have, and did not have during the previous year, directly or indirectly (e.g. through subsidiaries or companies of which I am a significant member, in the sense indicated in item (iii) above, or as a partner of a professional firm or a consulting company), a significant commercial, financial or professional relationship or employment relationship: (a) with the Issuer, with a subsidiary or any of their key members in the sense indicated in item (iii) above, thereof; (b) with a subject who, jointly with others through a shareholders' agreement, controls the Issuer, or - in the case of a company or entity - with any key members in the sense indicated in item (iii) above, thereof;
- (v) without prejudice to paragraph (iv) above, I am not under independent or salaried employment, or other economic or professional engagement that would compromise my independence: (a) with the Issuer, its subsidiaries or parent companies or with companies subject to joint control; (b) with the directors of the Issuer; (c) with persons who are spouses, relatives or kin within the fourth degree of directors of the companies referred to in sub-paragraph (a).
- (vi) I do not receive, nor have I received in the preceding three years, from the Issuer or a subsidiary or parent company, significant additional remuneration compared to the "fixed" remuneration as non-executive Director of the Company, including participation in incentive plans linked to company performance, including stock option plans;
- (vii) I have not covered the role of Director of the Issuer for more than nine years in the last twelve years;
- (viii) I do not hold the office of executive director in another company in which an executive director of the Issuer holds the office of director;

(ix) I am not a shareholder or director of a company or entity belonging to the network of the independent auditing firm of the Issuer;

(x) I am not a close relative of a person who is in any of the situations described above, and in any case I am not a spouse, relative or kin within the fourth degree of any Directors of the Issuer, of the companies that are controlled by the Issuer, of the companies that control it, and those subject to joint control.

Milan, 14 March 2016

in witness whereof

Signed: Maria Patrizia Grieco

## *CURRICULUM VITAE*

### **Maria Patrizia Grieco**

She was born in Milan in 1952, she is graduated in law at the University of Milan, and she has started her career in 1977 at the legal and general affairs directorate of Italtel, where she became the chief in 1994.

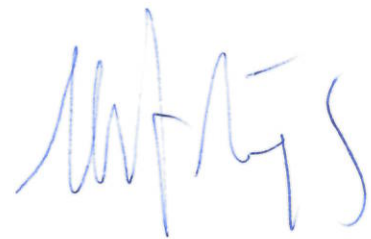
In 1999 she was appointed general manager of Italtel to re-organize and reposition the company, in which she became chief executive officer in 2002. From September 2003 to January 2006 she was the chief executive officer of Siemens Informatica, which is the controlling entity in Italy of Siemens Business Services, becoming member of the executive council of the abovementioned group leader at worldwide level.

From February 2006 she became partner of Value Partners and chief executive officer of the Group Value Team (today NTT Data).

She has held at Olivetti the office of chief executive officer from November 2008 up to March 2013, that of chairman from June 2011 up to June 2014, while from June and October 2014 she was director of Olivetti.

She is director of Fiat Industrial (today CNHI, from April 2012) until April 15, 2016 and director of Anima Holding (from March 2014), as well as member of the steering committee and the general council of Assonime (from September 2014), of the board of director of Bocconi University (from November 2014), Maxxi Foundation (from February 2016), Save the Children (from December 2010) and advisory board of British Telecom Italy (from November 2014).

Chairman of the board of director of Enel from May 2014.





***ELENCO DEGLI INCARICHI  
DI AMMINISTRAZIONE E CONTROLLO  
RICOPERTI***

Presidente Enel

Consigliere di Amministrazione Anima Holding

Consigliere di Amministrazione CNHI – fino al 15 aprile 2016

Consigliere di Amministrazione Fondazione Maxxi

Consigliere di Amministrazione Università Bocconi

Advisory Board BT Italia

Membro del Consiglio Direttivo e della Giunta di Assonime

Consigliere di Amministrazione Save the Children

A handwritten signature in blue ink, consisting of several loops and a long vertical stroke, positioned on the right side of the page.

**DECLARATION  
OF ACCEPTANCE OF THE OFFICE OF DIRECTOR AND  
FULFILMENT OF THE LAW REQUIREMENTS**

The undersigned Lorenzo Pozza, born in Milano on 11 October 1966, resident in Milano, Viale Piave 9, Tax ID number PZZLNZ66R11F205E

**WHEREAS**

- A) The Shareholders' Meeting of Amplifon SpA is convened on 18 April 2016, at 10:00 a.m., in single call, to discuss and resolve, among others, on the appointment of members of the Board of Directors for the 2016-2018 three-year period and, therefore, until the Shareholders' Meeting that will be called to approve the financial statements for the year ending 31 December 2018;
- B) is aware of the requirements that the current regulations and the articles of association require for taking the office of Director of Amplifon SpA

**Now therefore**

under his full and exclusive responsibility, in full accordance with the law and the articles of association

**DECLARES**

to accept the presentation of his candidacy and possible appointment to the Board of Directors of Amplifon SpA, being aware of the requirements that the current regulations and the articles of association prescribe for taking this office, and to this end, under his own responsibility,

**STATES**

To fulfil all the requirements set by law and the Articles of Association for taking this office , and in particular, without limitation:

- the absence of causes for ineligibility, forfeiture, and incompatibility under Art. 2382 of the Italian Civil Code and other applicable provisions of special laws;
- meeting the integrity requirements of the combined provisions of Art. 147-quinquies, paragraph 1 of Italian Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented (known as "Testo Unico della Finanza") and Italian Decree of the Ministry of Justice no. 162 of 30 March 2000;

- to fulfil the independence requirements of the combined provisions of Art. 147-ter, last paragraph and 148, paragraph 3 of said legislative decree no. 58/1998, and to fulfil the independence requirements of Article 3 of the Corporate Governance Code for listed companies promoted by the Borsa Italiana SpA, in the edition of July 2015 - as shown in the annexed specific statement.
- that he does not hold offices as director or statutory auditor to the same extent or exceeding the extent set forth by applicable law and/or by the Articles of Association and/or as defined by Amplifon SpA in applying the Corporate Governance Code for listed companies;

The undersigned undertakes to promptly notify the Board of Directors of Amplifon SpA of any changes in the content of this declaration and to make, if needed, a new substitute statement.

The undersigned also declares to be informed and gives consent, in full accordance with Article 13 of Italian Legislative Decree no. 196 of 30 June 2003, to his personal data being processed by the Company, including by informatics means, for purposes related to the process of appointment to the Board of Directors and to comply with the formalities required by law, such as, without limitation, the publication on the Company's website.

In witness whereof

Milan, 14 March 2016

Signed: Lorenzo Pozza

## Declaration of independence

I, the undersigned, Lorenzo Pozza born in Milano, on 11 October 1966 and resident in Milano, in Viale Piave 9, Tax ID Number PZZLNZ66R11F205E, with reference to my candidacy as Director of Amplifon SpA (the "Issuer"), under Art. 148, paragraph 3, of Italian Legislative Decree 24 February 1998, no. 58 ("TUF"), as referred to in Art. 147-ter, paragraph 4, of the TUF, and Article 3 of the Corporate Governance Code for listed companies promoted by the Borsa Italiana SpA, fully aware of the civil and criminal responsibilities that I take on with this declaration,

### **declare**

that I fulfil the requirements for the capacity of Independent Director set out in the above provisions and, to that end, in particular, I declare that:

- (i) I do not control the Issuer, directly or indirectly, including through subsidiaries, trustees or nominees, nor am I able to exercise considerable influence over it;
- (ii) I do not participate in any shareholder agreement through which one or more persons may exercise control or significant influence on the Issuer;
- (iii) I am not, nor have I been in the previous three years, a top representative (meaning the president, the legal representative, the chairman of the board of directors, an executive director or a manager with strategic responsibilities) of the Issuer, of a subsidiary having strategic importance, a company under joint control with the Issuer, a company or an entity which, including jointly with others through a shareholders' agreement, controls the Issuer or is able to exercise significant influence on it;
- (iv) I do not have, and did not have during the previous year, directly or indirectly (e.g. through subsidiaries or companies of which I am a significant member, in the sense indicated in item (iii) above, or as a partner of a professional firm or a consulting company), a significant commercial, financial or professional relationship or employment relationship: (a) with the Issuer, with a subsidiary or any of their key members in the sense indicated in item (iii) above, thereof; (b) with a subject who, jointly with others through a shareholders' agreement, controls the Issuer, or - in the case of a company or entity - with any key members in the sense indicated in item (iii) above, thereof;
- (v) without prejudice to paragraph (iv) above, I am not under independent or salaried employment, or other economic or professional engagement that would compromise my independence: (a) with the Issuer, its subsidiaries or parent companies or with companies subject to joint control; (b) with the directors of the Issuer; (c) with persons who are spouses, relatives or kin within the fourth degree of directors of the companies referred to in sub-paragraph (a).
- (vi) I do not receive, nor have I received in the preceding three years, from the Issuer or a subsidiary or parent company, significant additional remuneration compared to the "fixed" remuneration as non-executive Director of the Company, including participation in incentive plans linked to company performance, including stock option plans;
- (vii) I have not covered the role of Director of the Issuer for more than nine years in the last twelve years;
- (viii) I do not hold the office of executive director in another company in which an executive director of the Issuer holds the office of director;

(ix) I am not a shareholder or director of a company or entity belonging to the network of the independent auditing firm of the Issuer;

(x) I am not a close relative of a person who is in any of the situations described above, and in any case I am not a spouse, relative or kin within the fourth degree of any Directors of the Issuer, of the companies that are controlled by the Issuer, of the companies that control it, and those subject to joint control.

Milan, 14 March 2016

in witness whereof

Signed: Lorenzo Pozza

# PROF. LORENZO POZZA

20122 MILAN – CORSO EUROPA 2

TEL. + 39.02.76.07.66.00 FAX. + 39.02.76.07.66.17

DATE AND PLACE OF BIRTH: MILAN (ITALY), OCTOBER 11<sup>TH</sup>, 1966

E-MAIL: [lorenzo.pozza@partnerscpa.it](mailto:lorenzo.pozza@partnerscpa.it)



## AREAS OF EXPERTISE

- |   |   |
|---|---|
| <ul style="list-style-type: none"><li>• Companies and assets valuation</li><li>• Private equity professional services</li><li>• Transactional services in M&amp;A</li></ul> | <ul style="list-style-type: none"><li>• Debt restructuring</li><li>• Italian and International (IAS / IFRS) accounting standards expert</li></ul> |
|---|---|

## PROFESSIONAL ACTIVITIES

- PARTNERS CPA S.p.A., Corso Europa 2, Milan (Italy)
  - Consulting firm - founding partner and advisor for both listed companies and not, in Italy and abroad. Main activities:
    - opinions on financial accounting matters and on the application of both the Italian and the International accounting principles (IAS/IFRS);
    - tangible and intangible assets valuation (as a reference for a sale, for impairment test purposes, in case of a contribution, etc.);
    - business plans modelling;
    - feasibility assessment of restructuring plans in legal processes (artt. 67, 161 and 182 bis bankruptcy code);
    - feasibility assessment of business plans during leveraged buy-out operations (art. 2501 bis Italian civil code);
    - business restructuring advisor;
    - transactional advisor in M&A operations (merger, carve-outs, splits, etc.);
    - technical advisor in Public Judicial processes and in National and International Arbitration processes, on behalf of both listed and not listed companies.
- Board of Director Member and Statutory Auditor of several listed and not listed companies – Most relevant office: Assicurazioni Generali (listed), Telecom Italia (listed), Terna (listed), Gas Plus (listed), Casa Damiani (listed), Bracco, H3G, Ariston Thermo, Leonardo & Co, Euraleo, Merloni Invest, Merloni Holding.
- Vigilance Committee Member (ex law n. 231/2001) of several listed and not listed companies – Most relevant office: Mylan (listed), Schering Plough Italia (now MSD), Essex Italia.
- Surveillance Committee Member of Banca di Monastier e del Sile Credito Cooperativo and of Banca Padovana put under the administration of an external commissioner.

## EDITORIAL ACTIVITIES

- Member of the editorial board of the following professional accounting journals:
  - “La Rivista dei Dottori Commercialisti”;
  - “La Valutazione delle Aziende”.



## ACADEMIC ACTIVITIES

- **Italian Accounting Standard Board (OIC), Rome (Italy)** 2015 - Present  
Member of the International Accounting Standards IAS/IFRS.
- **Italian Accounting Standard Board (OIC), Rome (Italy)** 2013 - 2015  
Member of the Academic Panel.
- **Bocconi University, Milan (Italy)** 2001 - Present  
Associate Professor of Business Administration.
- **Bocconi University, Milan (Italy)** 2009 - 2012  
Director of the Master of Science in Tax Law.
- **Bocconi University, Milan (Italy)** 2003 - 2011  
Director of the Graduate Program in Law and Business Administration.

## ACADEMIC AND PROFESSIONAL QUALIFICATIONS

- **Italian Auditing Register, Rome (Italy)** 1995  
Qualifying exam for auditing.
- **Italian Accounting Register, Milan (Italy)** 1991  
Qualifying exam for accounting (CPA).
- **Bocconi University, Milan (Italy)** 1990  
Graduate Degree in Business Administration, final mark : 110/110 cum laude (top grade with honor).

## PUBLICATIONS


- *Modello 231 e Sistema di controllo interno: aree di sovrapposizione e profili di differenziazione*, in La Responsabilità Penale degli Enti: Dieci proposte di riforma (a cura di F. Centonze e M. Mantovani), Il Mulino, 2016.
- *"The swinging control": gli strumenti finanziari partecipativa nelle ristrutturazioni del debito e gli effetti sul controllo nel passaggio dallo IAS 27 all'IFRS 10*, La Valutazione delle Aziende, n. 75, December 2014.
- *IFRS 10 v. IAS 27: Novità o sostanziale continuità?*, La Valutazione delle Aziende, n. 72, March 2014.
- *Il controllo delle valutazioni di conferimento di azienda nelle SRL: obbligo o facoltà*, Rivista dei Dottori Commercialisti, n. 2, 2014.
- *L'incremento della percentuale di partecipazione nel quadro del Principio Contabile Internazionale n. 28*, Rivista dei Dottori Commercialisti, n. 1, 2014.
- *La valutazione delle immobilizzazioni immateriali*, in Valutazioni e Analisi di Bilancio (edited by Gianluca Lombardi Stocchetti), Pearson, 2013.
- *Impairment test a "geometria variabile": riflessioni sui criteri di formazione delle cash generating unit*, Rivista dei Dottori Commercialisti, n. 3, 2013
- *Audit quality and bank risk under heterogeneous regulations*, presented at the 36° European Accounting Association Annual Congress, Paris, 2013, in press;
- *Income smoothing through accounting policies in family-controlled companies*, Corporate Governance: an international review, Volume 19, Issue 6, November 2011;
- *Purchase Price Allocation under IFRS 3: an analysis of the information content for analysts and investors*, presented in 33° European Accounting Association Annual Congress, Istanbul, 2010;
- *Earnings management in family firms: evidence from R&D cost capitalization in Italy*, Family Business Review, 2008;
- *Capitalization of R&D costs and earnings management: evidence from Italian listed companies*, The International Journal of Accounting, 2008;
- *The role of national standard setters in the standard developing process: the Italian experience*, in J. Godfrey (editor), Globalization of Accounting Standard, Elgar Publishing, 2006;
- *IFRS 3 – Business Combinations: il puzzle dello step-up sul controllo*, La Valutazione delle Aziende, March, 2005;

- *Le Business Combinations in Italia: rappresentazioni alternative ed effetti sugli indici di performance*, Rivista dei Dottori Commercialisti, n. 3, 2005;
- *Pianificazione, Eva e Valore – Relazioni e meccanismi di feed-back: il caso Telecom Italia*, La Valutazione delle Aziende, March, 2004;
- *Gli intangibili bilancio: comunicazione e rappresentazione*, Egea, Milan, 2004;
- *La misurazione della performance d'impresa: tendenze in atto, problematiche e prospettive*, La Valutazione delle Aziende, September 2002;
- *La valutazione delle partecipazioni con il metodo del patrimonio netto: alcuni problemi aperti*, Rivista dei Dottori Commercialisti, n. 2, 2002;
- *La misurazione della performance d'impresa: strumenti e schemi*, Egea, Milan, 2000.

#### **AWARDS AND HONORS**

- Research award received by the Chancellor of Bocconi University in 2012.
- Honorable mention received by the Family Business Review as best article publisher in that journal in 2008, article awarded "*Earnings management in family firms: evidence from R&D cost capitalization in Italy*".

Milan, March 2016





**ELENCO INCARICHI**  
(rilevanti ai sensi dell'art. 148-bis del TUF)

**Aggiornato al 14.03.2016**

| <b>Carica sociale</b>   | <b>Denominazione Società</b>   |
|---|--|
| <b>Presidente del Collegio Sindacale</b><br>nomina: 07/05/2012<br>(scadenza: approvazione bilancio al 31.12.2017) | <b>Ariston Thermo S.p.A.</b><br>Via Aristide Merloni, 45<br>60044 Fabriano (An)<br>Iscritta al registro delle imprese di Ancona<br>C.F. e P. IVA: 01026940427              |
| <b>Sindaco effettivo</b><br>Nomina: 07/05/2012<br>(scadenza: approvazione bilancio 31.12.2017)                    | <b>Merloni Holding S.p.A.</b><br>Via Aristide Merloni, 45<br>60044 Fabriano (An)<br>Iscritta al registro delle imprese di Ancona<br>C.F. e P. IVA: 11142780151             |
| <b>Sindaco Effettivo</b><br>Nomina: 30/04/2014<br>(scadenza: approvazione bilancio al 31.12.2016)                 | <b>Assicurazioni Generali S.p.A. (Emittente)</b><br>Piazza degli Abruzzi, 2<br>34132 Trieste<br>Iscritta al registro delle imprese di Trieste<br>C.F. e P.IVA 00079760328  |
| <b>Sindaco effettivo</b><br>Nomina: 17/07/2007<br>(scadenza: approvazione bilancio al 31.12.2015)                 | <b>Bracco Imaging S.p.A.</b><br>Via Folli, 50<br>20134 Milano<br>Iscritta al registro delle imprese di Milano<br>C.F. e P. IVA: 07785990156                                |
| <b>Presidente del Collegio Sindacale</b><br>nomina: 30/04/2009<br>(scadenza: approvazione bilancio al 31.12.2017) | <b>Gas Plus S.p.A. (Emittente)</b><br>Viale Forlanini, 17<br>20134 Milano<br>Iscritta al registro delle imprese di Milano<br>C.F. e P. IVA: 08233870156                    |
| <b>Sindaco Effettivo</b><br>Nomina: 30/04/2014<br>(scadenza: approvazione bilancio al 31.12.2016)                 | <b>3Italia S.p.A.</b><br>Via Leonardo da Vinci, 1<br>20090 Trezzano S/N (MI)<br>Iscritta al registro delle imprese di Milano<br>C.F. e P. IVA: 13386850153                 |
| <b>Sindaco Effettivo</b><br>Nomina: 30/04/2014<br>(scadenza: approvazione bilancio al 31.12.2016)                 | <b>H3G S.p.A.</b><br>Via Leonardo da Vinci, 1<br>20090 Trezzano S/N (MI)<br>Iscritta al registro delle imprese di Milano<br>C.F. 02517580920 e P. IVA 13378520152          |
| <b>Sindaco Effettivo</b><br>Nomina: 30/04/2014<br>(scadenza: approvazione bilancio al 31.12.2016)                 | <b>3Lettronica Industriale S.p.A.</b><br>Via Leonardo da Vinci, 1<br>20090 Trezzano S/N (MI)<br>Iscritta al registro delle imprese di Milano<br>C.F. e P. IVA: 02730610967 |
| <b>Sindaco effettivo</b><br>Nomina: 21/07/2006<br>(scadenza: approvazione bilancio 31.12.2017)                    | <b>Leonardo &amp; Co. S.p.A.</b><br>Via Broletto, 46<br>20121 Milano<br>Iscritta al registro delle imprese di Milano<br>C.F. e P. IVA: 04917520969                         |
| <b>Amministratore e Vice Presidente</b><br>nomina: 28/11/2008<br>(scadenza: a revoca)                             | <b>Angel Lab S.p.A.</b><br>Via Mozart, 2<br>20122 Milano<br>Iscritta al registro delle imprese di Milano<br>C.F. e P. IVA: 06396220961                                     |



**DECLARATION  
OF ACCEPTANCE OF THE OFFICE OF DIRECTOR AND  
FULFILMENT OF THE LAW REQUIREMENTS**

The undersigned Giovanni Tamburi, born in Roma on 21 April 1954, domiciled in Milano, Via Pontaccio 10, Tax ID number TMBGNN54D21H501H

**WHEREAS**

- A) The Shareholders' Meeting of Amplifon SpA is convened on 18 April 2016, at 10:00 a.m., in single call, to discuss and resolve, among others, on the appointment of members of the Board of Directors for the 2016-2018 three-year period and, therefore, until the Shareholders' Meeting that will be called to approve the financial statements for the year ending 31 December 2018;
- B) is aware of the requirements that the current regulations and the articles of association require for taking the office of Director of Amplifon SpA

**Now therefore**

under his full and exclusive responsibility, in full accordance with the law and the articles of association

**DECLARES**

to accept the presentation of his candidacy and possible appointment to the Board of Directors of Amplifon SpA, being aware of the requirements that the current regulations and the articles of association prescribe for taking this office, and to this end, under his own responsibility,

**STATES**

To fulfil all the requirements set by law and the Articles of Association for taking this office , and in particular, without limitation:

- the absence of causes for ineligibility, forfeiture, and incompatibility under Art. 2382 of the Italian Civil Code and other applicable provisions of special laws;
- meeting the integrity requirements of the combined provisions of Art. 147-quinquies, paragraph 1 of Italian Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented (known as "Testo Unico della Finanza") and Italian Decree of the Ministry of Justice no. 162 of 30 March 2000;

- to fulfil the independence requirements of the combined provisions of Art. 147-ter, last paragraph and 148, paragraph 3 of said legislative decree no. 58/1998, and to fulfil the independence requirements of Article 3 of the Corporate Governance Code for listed companies promoted by the Borsa Italiana SpA, in the edition of July 2015 - as shown in the annexed specific statement.
- that he does not hold offices as director or statutory auditor to the same extent or exceeding the extent set forth by applicable law and/or by the Articles of Association and/or as defined by Amplifon SpA in applying the Corporate Governance Code for listed companies;

The undersigned undertakes to promptly notify the Board of Directors of Amplifon SpA of any changes in the content of this declaration and to make, if needed, a new substitute statement.

The undersigned also declares to be informed and gives consent, in full accordance with Article 13 of Italian Legislative Decree no. 196 of 30 June 2003, to his personal data being processed by the Company, including by informatics means, for purposes related to the process of appointment to the Board of Directors and to comply with the formalities required by law, such as, without limitation, the publication on the Company's website.

In witness whereof

Milan, 15 March 2016

Signed: Giovanni Tamburi

## Declaration of independence

I, the undersigned, Giovanni Tamburi born in Roma, on 21 April 1954 and domiciled in Milano, in Via Pontaccio 10 Tax ID Number TMBGNN54D21H501H, with reference to my candidacy as Director of Amplifon SpA (the "Issuer"), under Art. 148, paragraph 3, of Italian Legislative Decree 24 February 1998, no. 58 ("TUF"), as referred to in Art. 147-ter, paragraph 4, of the TUF, and Article 3 of the Corporate Governance Code for listed companies promoted by the Borsa Italiana SpA, fully aware of the civil and criminal responsibilities that I take on with this declaration,

### **declare**

that I fulfil the requirements for the capacity of Independent Director set out in the above provisions and, to that end, in particular, I declare that:

- (i) I do not control the Issuer, directly or indirectly, including through subsidiaries, trustees or nominees, nor am I able to exercise considerable influence over it;
- (ii) I do not participate in any shareholder agreement through which one or more persons may exercise control or significant influence on the Issuer;
- (iii) I am not, nor have I been in the previous three years, a top representative (meaning the president, the legal representative, the chairman of the board of directors, an executive director or a manager with strategic responsibilities) of the Issuer, of a subsidiary having strategic importance, a company under joint control with the Issuer, a company or an entity which, including jointly with others through a shareholders' agreement, controls the Issuer or is able to exercise significant influence on it;
- (iv) I do not have, and did not have during the previous year, directly or indirectly (e.g. through subsidiaries or companies of which I am a significant member, in the sense indicated in item (iii) above, or as a partner of a professional firm or a consulting company), a significant commercial, financial or professional relationship or employment relationship: (a) with the Issuer, with a subsidiary or any of their key members in the sense indicated in item (iii) above, thereof; (b) with a subject who, jointly with others through a shareholders' agreement, controls the Issuer, or - in the case of a company or entity - with any key members in the sense indicated in item (iii) above, thereof;
- (v) without prejudice to paragraph (iv) above, I am not under independent or salaried employment, or other economic or professional engagement that would compromise my independence: (a) with the Issuer, its subsidiaries or parent companies or with companies subject to joint control; (b) with the directors of the Issuer; (c) with persons who are spouses, relatives or kin within the fourth degree of directors of the companies referred to in sub-paragraph (a).
- (vi) I do not receive, nor have I received in the preceding three years, from the Issuer or a subsidiary or parent company, significant additional remuneration compared to the "fixed" remuneration as non-executive Director of the Company, including participation in incentive plans linked to company performance, including stock option plans;
- (vii) I have not covered the role of Director of the Issuer for more than nine years in the last twelve years;
- (viii) I do not hold the office of executive director in another company in which an executive director of the Issuer holds the office of director;

(ix) I am not a shareholder or director of a company or entity belonging to the network of the independent auditing firm of the Issuer;

(x) I am not a close relative of a person who is in any of the situations described above, and in any case I am not a spouse, relative or kin within the fourth degree of any Directors of the Issuer, of the companies that are controlled by the Issuer, of the companies that control it, and those subject to joint control.

Milan, 15 March 2016

in witness whereof

Signed: Giovanni Tamburi

## CURRICULUM VITAE

### GIOVANNI TAMBURI

Born in Rome, Italy. 21 April 1954

Degree in Economy and Commerce at the University La Sapienza in Rome (110 cum laude).

January, 1992 – today

#### **Tamburi Investment Partners S.p.A.**

Founder and Chairman of T.I.P. – Tamburi Investment Partners S.p.A., listed on the STAR segment of Borsa Italiana, an independent investment/merchant bank having a market capitalization of over 400 mln Euro and focused on medium sized Italian businesses. So far TIP has invested – directly or through ‘club deals’ – about 1.9 bln Euro.

October, 1980 – December, 1991

#### **Euromobiliare (Midland Bank Group)**

In the last years of the considered period: Director and Vice General Manager of Euromobiliare S.p.A.; Director of Banca Euromobiliare S.p.A., and other company groups. C.E.O. of Euromobiliare Montagu S.p.A., a company that concentrated investment banking activities of the group.

September, 1977 – September, 1980

#### **Gruppo Bastogi**

General Manager Assistant

February, 1975 – July, 1977

#### **S.O.M.E.A. S.p.A. – Company for Mathematics and Applied Economics**

Financial Analyst

Other positions currently held:

Member of the Board of Directors of:

- Azimut Benetti S.p.A.
- Eataly S.r.l.
- iGuzzini illuminazione S.p.A.
- Interpump S.p.A.
- Prysmian S.p.A.
- Ruffini Partecipazioni S.r.l.
- Zignago Vetro S.p.A.
- Long Term Partners S.p.A.
- Beta Utensili S.p.A.

Chairman of the Board of Directors of Betaclub S.r.l., Clubitaly S.p.A., Clubsette S.r.l., Clubtre S.p.A., Gruppo IPGH S.p.A., TIP-Pre IPO S.p.A. Director of TXR S.r.l., Lippiuno S.r.l. and Member of Supervisory Board of Roche Bobois Group

Past (Public Roles):

Member of the commission for the law 35/92 instituted by Ministero del Bilancio (Commission “Cappugi” for the privatisations).

Member of the Advisory Board for the Privatizations of the Municipality of Milan.

Academic roles:

Professor of Corporate Finance at LUIC- Libera Università di Castellanza, both for regular courses and for master programs.

Professor of Corporate Finance for the master program at LUISS – Libera Università degli Studi Sociali of Roma between 1993 and 2003.

Author of "Comprare un'azienda, come e perché"; Co-Author of "Privatizzare, scelte, implicazioni e miraggi", "Metodi e Tecniche di Privatizzazione", "Privatizzazione e Disoccupazione, i Poli di Sviluppo Locale", "Privatizzare con il Project Financing", "Azionariato dei dipendenti e Stock Option"; "Finanza d'impresa", "Corporate Governance" and "Asset Italia – Proprietà, Valori e Prezzi (pagati e non) delle Aziende Italiane". Columnist on main national newspapers on finance and economic area (Corriere della Sera, Repubblica, Il Sole 24 Ore, Milano Finanza, Borsa & Finanza, Uomini & Business).

**ELENCO DEI PRINCIPALI INCARICHI DI AMMINISTRAZIONE E CONTROLLO  
RICOPERTI**

| <b>Società</b>                     | <b>Carica ricoperta</b>                     |
|------------------------------------|---|
| Tamburi Investment Partners S.p.A. | Presidente e Amministratore Delegato        |
| Interpump Group S.p.A.             | Amministratore                              |
| Prysmian S.p.A.                    | Amministratore                              |
| Zignago Vetro S.p.A.               | Amministratore                              |
| Azimut Benetti S.p.A.              | Amministratore                              |
| Beta Utensili S.p.A.               | Amministratore                              |
| Eataly S.r.l.                      | Amministratore                              |
| iGuzzini illuminazione S.p.A.      | Amministratore                              |
| Roche Bobois Group                 | Membro del Consiglio di Sorveglianza        |
| TIP-Pre IPO S.p.A.                 | Presidente del Consiglio di Amministrazione |



**DECLARATION  
OF ACCEPTANCE OF THE OFFICE OF DIRECTOR AND  
FULFILMENT OF THE LAW REQUIREMENTS**

The undersigned Michele Scannavini, born in Ferrara on 21 April 1959, resident in Milano, Tax ID number SCNMHL59D21D548O

**WHEREAS**

- A) The Shareholders' Meeting of Amplifon SpA is convened on 18 April 2016, at 10:00 a.m., in single call, to discuss and resolve, among others, on the appointment of members of the Board of Directors for the 2016-2018 three-year period and, therefore, until the Shareholders' Meeting that will be called to approve the financial statements for the year ending 31 December 2018;
- B) is aware of the requirements that the current regulations and the articles of association require for taking the office of Director of Amplifon SpA

**Now therefore**

under his full and exclusive responsibility, in full accordance with the law and the articles of association

**DECLARES**

to accept the presentation of his candidacy and possible appointment to the Board of Directors of Amplifon SpA, being aware of the requirements that the current regulations and the articles of association prescribe for taking this office, and to this end, under his own responsibility,

**STATES**

To fulfil all the requirements set by law and the Articles of Association for taking this office , and in particular, without limitation:

- the absence of causes for ineligibility, forfeiture, and incompatibility under Art. 2382 of the Italian Civil Code and other applicable provisions of special laws;
- meeting the integrity requirements of the combined provisions of Art. 147-quinquies, paragraph 1 of Italian Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented (known as "Testo Unico della Finanza") and Italian Decree of the Ministry of Justice no. 162 of 30 March 2000;

- to fulfil the independence requirements of the combined provisions of Art. 147-ter, last paragraph and 148, paragraph 3 of said legislative decree no. 58/1998, and to fulfil the independence requirements of Article 3 of the Corporate Governance Code for listed companies promoted by the Borsa Italiana SpA, in the edition of July 2015 - as shown in the annexed specific statement.
- that he does not hold offices as director or statutory auditor to the same extent or exceeding the extent set forth by applicable law and/or by the Articles of Association and/or as defined by Amplifon SpA in applying the Corporate Governance Code for listed companies;

The undersigned undertakes to promptly notify the Board of Directors of Amplifon SpA of any changes in the content of this declaration and to make, if needed, a new substitute statement.

The undersigned also declares to be informed and gives consent, in full accordance with Article 13 of Italian Legislative Decree no. 196 of 30 June 2003, to his personal data being processed by the Company, including by informatics means, for purposes related to the process of appointment to the Board of Directors and to comply with the formalities required by law, such as, without limitation, the publication on the Company's website.

In witness whereof

Milan, 11 March 2016

Signed: Michele Scannavini

## Declaration of independence

I, the undersigned, Michele Scannavini born in Ferrara, on 21 April 1959 and resident in Milano, in via Mercato 14 Tax ID Number SCNMHL59D21D548O, with reference to my candidacy as Director of Amplifon SpA (the "Issuer"), under Art. 148, paragraph 3, of Italian Legislative Decree 24 February 1998, no. 58 ("TUF"), as referred to in Art. 147-ter, paragraph 4, of the TUF, and Article 3 of the Corporate Governance Code for listed companies promoted by the Borsa Italiana SpA, fully aware of the civil and criminal responsibilities that I take on with this declaration,

### **declare**

that I fulfil the requirements for the capacity of Independent Director set out in the above provisions and, to that end, in particular, I declare that:

- (i) I do not control the Issuer, directly or indirectly, including through subsidiaries, trustees or nominees, nor am I able to exercise considerable influence over it;
- (ii) I do not participate in any shareholder agreement through which one or more persons may exercise control or significant influence on the Issuer;
- (iii) I am not, nor have I been in the previous three years, a top representative (meaning the president, the legal representative, the chairman of the board of directors, an executive director or a manager with strategic responsibilities) of the Issuer, of a subsidiary having strategic importance, a company under joint control with the Issuer, a company or an entity which, including jointly with others through a shareholders' agreement, controls the Issuer or is able to exercise significant influence on it;
- (iv) I do not have, and did not have during the previous year, directly or indirectly (e.g. through subsidiaries or companies of which I am a significant member, in the sense indicated in item (iii) above, or as a partner of a professional firm or a consulting company), a significant commercial, financial or professional relationship or employment relationship: (a) with the Issuer, with a subsidiary or any of their key members in the sense indicated in item (iii) above, thereof; (b) with a subject who, jointly with others through a shareholders' agreement, controls the Issuer, or - in the case of a company or entity - with any key members in the sense indicated in item (iii) above, thereof;
- (v) without prejudice to paragraph (iv) above, I am not under independent or salaried employment, or other economic or professional engagement that would compromise my independence: (a) with the Issuer, its subsidiaries or parent companies or with companies subject to joint control; (b) with the directors of the Issuer; (c) with persons who are spouses, relatives or kin within the fourth degree of directors of the companies referred to in sub-paragraph (a).
- (vi) I do not receive, nor have I received in the preceding three years, from the Issuer or a subsidiary or parent company, significant additional remuneration compared to the "fixed" remuneration as non-executive Director of the Company, including participation in incentive plans linked to company performance, including stock option plans;
- (vii) I have not covered the role of Director of the Issuer for more than nine years in the last twelve years;
- (viii) I do not hold the office of executive director in another company in which an executive director of the Issuer holds the office of director;

(ix) I am not a shareholder or director of a company or entity belonging to the network of the independent auditing firm of the Issuer;

(x) I am not a close relative of a person who is in any of the situations described above, and in any case I am not a spouse, relative or kin within the fourth degree of any Directors of the Issuer, of the companies that are controlled by the Issuer, of the companies that control it, and those subject to joint control.

Milan, 11 March 2016

in witness whereof

Signed: Michele Scannavini

## MICHELE SCANNAVINI – BIOGRAPHY

Born in Italy, Leaving in Paris.

Address : 14 rue Quincampoix, 75004 Paris  
Via Mercato 14, 20100 Milano

e-mail: [Michele.scannavini@gmail.com](mailto:Michele.scannavini@gmail.com)

### **2015-Today Board Director and Business Advisor**

**Tod's** ( Board director and Business advisor)

**Valentino** ( Business advisor)

Investor and member of investment committee for E-Novia, hi tech start ups' incubator.

### **2002-2014 COTY**

Global top player in the cosmetic industry; \$4.7bn revenues, 16% EBITDA

Leader in perfume, strong position in color cosmetic and skin care.

2012-2014 COTY CEO

Key achievements:

- IPO at NYSE in 2013
- Changed the organization design and operating model
- Accelerated development of Emerging Markets ( from 23% to 28% of total business)
- Created the center of digital competence

2002-2012 PRESIDENT COTY PRESTIGE

Key Achievements:

- net revenues increased 4 times and profit 10 times
- acquisition and integration of Unilever beauty division, including brands such as Calvin Klein and Chloe
- numerous new licensing contracts, including top designers such as Marc Jacobs, Bottega Veneta, Miu Miu, Cavalli, Balenciaga.
- Creation of the celebrity fragrance segment
- Development of a strong and innovative "faster,further,freer" culture.

### **1999-2002 FILA - CEO**

Fila was a top player in the sport-fashion industry listed at NYSE

Key achievements:

- material reduction of operating losses
- repositioning of the brand
- start-up of retailing program including Flagship stores and franchising stores

### **1992-1999 FERRARI - VP Marketing and sales**

Global leader in sport and luxury car industry.

Key achievements:

- Opened several emerging markets, including China.
- Start up car personalization program
- Led expansion licensing program
- Led the commercial and marketing integration of Maserati

### **1990-1992 GALBANI – MARKETING DIRECTOR**

Galbani is leader in Italy in food industry ( cheese and fresh diary products)

### **1984-1990 PROCTER and GAMBLE – BRAND MANAGER**

Brand management in health and beauty care and household cleaning products

Graduated in Business management in Milano, Bocconi Univeersity in 1984  
Languages spoken: Italian, English, French

**ELENCO DEGLI INCARICHI  
DI AMMINISTRAZIONE E CONTROLLO  
RICOPERTI**

**CONSIGLIERE D'AMMINISTRAZIONE DEL GRUPPO TOD'S S.P.A DA APRILE 2015**



11/03/2016

# COMUNICAZIONE DI PARTECIPAZIONE AL SISTEMA ACCENTRATO

(Art. 23 del Provvedimento congiunto Banca d'Italia/Consob del 22.2.2008  
aggiornato con atto Banca d'Italia/Consob del 24.12.2010)

**BANCA POPOLARE DI SONDRIO  
SEDE CENTRALE**

Numero d'ordine  
1

Data di rilascio 14/03/2016

AMPLITER NV

Numero progressivo annuo

**24**

Codice Cliente

**6 5 6 9 6**

VIA RIPAMONTI GIUSEPPE 131

20136 MILANO MI

A richiesta di

Luogo di nascita

Data di nascita

Codice fiscale 97248020154

La presente comunicazione, con efficacia FINO A TUTTO IL 24/03/2016, attesta la partecipazione al sistema Monte Titoli del nominativo sopraindicato con i seguenti titoli:

| Codice       | Descrizione del titolo | Quantità   |
|--------------|------------------------|------------|
| ICMTV0000021 | AMPLIFON VM ISCR.      | 63.600.996 |
| IT0004056880 | AMPLIFON ORD.          | 1.015.280  |
|              |                        |            |
|              |                        |            |

Sui suddetti titoli risultano le seguenti annotazioni:

La presente certificazione viene rilasciata per l'esercizio del seguente diritto:

PER LA PRESENTAZIONE DELLA LISTA DEL CONSIGLIO DI AMMINISTRAZIONE.

L'Intermediario  
**BANCA POPOLARE DI SONDRIO  
Sede Centrale**





**BNP PARIBAS**  
SECURITIES SERVICES

Succursale di Milano

**Comunicazione ex artt. 23 del Provvedimento Post Trading**

**Intermediario che effettua la comunicazione**

ABI 03479 CAB 1600  
denominazione BNP Paribas Securities Services

**Intermediario partecipante se diverso dal precedente**

ABI (n.ro conto MT)  
denominazione

**data della richiesta**

11/03/2016

**data di invio della comunicazione**

11/03/2016

**n.ro progressivo  
annuo**

0000000282/16

**n.ro progressivo della comunicazione  
che si intende rettificare/revocare**

**causale della  
rettifica/revoca**

**Nominativo del richiedente, se diverso dal titolare degli strumenti finanziari**

**Titolare degli strumenti finanziari:**

cognome o denominazione AMPLITER NV

nome

codice fiscale

comune di nascita

provincia di nascita

data di nascita

nazionalità

indirizzo STRAWINSKYLAAN 3111 ATRIUM 6

città AMSTERDAM

stato

NETHERLANDS

**Strumenti finanziari oggetto di comunicazione:**

ISIN ICMTV0000021

denominazione AMPLIFON INTERIM B

**Quantità strumenti finanziari oggetto di comunicazione:**

n. 55.785.124

**Vincoli o annotazioni sugli strumenti finanziari oggetto di comunicazione**

Natura vincolo 99 - Vincolo di pegno

Beneficiario vincolo

DEUTSCHE TRUSTEE COMPANY LIMITED (Trustee), DEUTSCHE BANK LUXEMBOURG SA (Registrar and Transfer Agent), DEUTSCHE BANK AG LONDON BRANCH (Principal Paying and Exchange Agent), CONV-EX ADVISORS LIMITED (Calculation Agent), DEUTSCHE TRUSTEE COMPANY LIMITED (Parallel Debt Creditor), BNP PARIBAS SECURITIES SERVICES MILAN BRANCH (Custodian).

**data di riferimento**

11/03/2016

**termine di efficacia**

24/03/2016

**diritto esercitabile**

DEP - Deposito di liste per la nomina del Consiglio di Amministrazione  
(art. 147-ter TUF)

**Note**

**Firma Intermediario**

  
BNP Paribas Securities Services  
Succursale di Milano  
Via Ansperto, 5 - 20122 MILANO