

**PROXY FORM WITH VOTING INSTRUCTIONS FOR  
THE DESIGNATED REPRESENTATIVE, AHOLDING S.R.L.,  
PURSUANT TO ART. 135-UNDECIES OF LEGISLATIVE DECREE 58/1998**

**ORDINARY SHAREHOLDERS' MEETING CONVENED ON 17 APRIL 2019 AT 10:00 A.M. CET, IN SINGLE  
CALL, AT THE COMPANY'S REGISTERED OFFICE IN MILAN, VIA RIPAMONTI N. 131/133**

**Aholding S.r.l.** with registered offices in Ivrea (Torino), via Monte Navale n. 9, Tax ID n. 08136950014 and operative offices in Banchette (Torino), Via Circonvallazione n. 5, 10010 (hereinafter also referred to as "Aholding"), in its capacity as "**Designated Representative**", pursuant to Art. 135-*undecies* of Legislative Decree 58/98 (TUF), of **Amplifon S.p.A.** (hereinafter also referred to as the "**Company**"), is gathering proxies relating to the Ordinary Shareholders' Meeting convened on 17 April 2019, in accordance with the formalities indicated in the Notice of call published on the Company's website and in the daily newspaper "Il Sole 24 ore" in the time required by law.

This proxy form (the "Proxy Form"), along with the voting instructions for the Designated Representative, must be sent to the operative offices of **Aholding S.r.l.**, in Via Circonvallazione n. 5, 10010, Banchette (Torino), no later than the end of the second market trading session prior to the day in which the Shareholders' Meeting is to be held, therefore, by 11:59 p.m. CET of 15 April 2019, in one of the following ways:

- via certified registered mail;
- via a "pdf" file attached to a message sent to the certified e-mail address: [assemblea@arubapec.it](mailto:assemblea@arubapec.it)

The Proxy Form and the voting instructions may be voided by the above-mentioned deadline according to the same formalities.

**In accordance with Art. 135-*undecies*, second paragraph, of Legislative Decree 58/1998, the granting of the proxy and the voting instructions by signing and submitting this Proxy Form does not involve any expense for the principal with the exception of those related to submitting the proxy.**

Aholding, in its capacity as Designated Representative, notes that it has not vested any interest in the proposed agenda that is to be voted on. However, in light of the contractual relationship existing between Aholding and the Company relating to, in particular, the assistance provided during the shareholders' meeting and other services, in order to avoid any objections regarding conflict of interest as per Art. 135-*decies*, second paragraph, item f), of Legislative Decree n. 58/1998, Aholding expressly declares that, in the event of unforeseeable circumstances or if the proposed Agenda submitted to the Shareholders' Meeting is changed, does not intend to vote other than in accordance with the voting instructions provided by way of this Proxy Form.

## PROXY FORM

(Section to be used to notify the Company through the Designated Representative - please provide the information requested as per the instructions below)

The undersigned .....  
born in ..... on .....  
Tax ID n. ....  
resident in ..... (street address) .....  
telephone number ....., e-mail .....  
holder of voting rights <sup>(1)</sup>

**APPOINTS** the Designated Representative to attend and vote at the above-mentioned Shareholders' Meeting as per the instructions provided with regard to n° .....Shares of Amplifon S.p.A. Code ISIN IT0004056880 - Code ISIN IT0005090649 - Code ISIN XXITV0000024 - Code ISIN XXITV0000016 deposited in the securities account n. ....  
at .....  
ABI..... CAB..... <sup>(2)</sup>

Reference to the certification issued by the intermediary:

- notice n.....
- issued by.....
- identification codes, if any .....

**DECLARES** to be aware that the proxy granted the Designated Representative may contain voting instructions only for some of the items included in the agenda and, in this case, votes will be cast only for the proposals for which voting instructions have been provided.

**AUTHORIZES** Aholding to process his/her personal data for the purposes herein, in accordance with the terms and conditions indicated in the information notice attached.

I, the undersigned, (last and first name of the signatory only if different than the owner of the shares) .....

hereby sign this Proxy Form in my capacity as

- secured creditor
- assignee
- beneficial owner
- custodian
- asset manager
- legal representative or agent with power to sub-delegate
- other (please specify) .....

..... on .....

Signature .....

(1) Specify in what capacity the signatory is signing the Proxy Form and attach:

- a) for individuals, copy of valid form of identification;
- b) for corporations, in addition to the valid document of identification of the person signing in name of and on behalf of the Company or entity entitled to attend and vote at the Shareholders' Meeting, proof of powers of representation of said party such as, by way of example, a copy of the certificate issued by the Corporate Register, or the equivalent for foreign companies, powers of attorney, minutes from Board of Directors' meetings.

(2) Indicate the securities account number, the ABI and CAB codes of the intermediary where the securities are deposited or, at any rate, the name of the intermediary as per the securities' account statement.

## VOTING INSTRUCTIONS

(Section containing information for the Appointed Representative only, to be forwarded to Aholding S.r.l.)

The undersigned .....  
hereby appoints the Designated Representative to vote in accordance with the following voting instructions at the ordinary shareholders' meeting of Amplifon S.p.A called on 17 April 2019

### A) RESOLUTION PROPOSALS

AGENDA	IN FAVOR of the proposal .....	AGAINST	ABSTAIN
Item 1. Approval of the Financial Statements as at 31 December 2018; reports prepared by the Board of Directors, the Board of Statutory Auditors and the Independent Auditors; allocation of the earnings for the year. Related and consequent resolutions. Consolidated financial statements as at 31 December 2018 and Report on Operations. Non-Financial Disclosure as at 31 December 2018.	(cross)	(cross)	(cross)
Item 2. Appointment of the Board of Directors, after determining the number of members.	(cross) List nr. ....	(cross)	(cross)
Item 3. Directors' remuneration for FY 2019.	(cross)	(cross)	(cross)
Item 4. Stock grant plan in favour of the employees and self-employees of the Company and its subsidiaries for 2019-2025 ("Stock Grant Plan 2019-2025"). Approval of the list of directors, potential beneficiaries.	(cross)	(cross)	(cross)
Item 5. Remuneration Statement (article 123-ter of Legislative Decree 58/98 ("TUF") and article 84-quater of the Issuers' Regulations).	(cross)	(cross)	(cross)
Item 6. Approval of a plan for the purchase and disposal of treasury shares pursuant to articles 2357 and 2357-ter of the Italian Civil Code, following revocation of the current plan. Related and consequent resolutions.	(cross)	(cross)	(cross)

### B) UNKNOWN CIRCUMSTANCES

In the event of circumstances unknown at the time of granting of the proxy (1) the undersigned with reference to:

	CONFIRM THE INSTRUCTIONS	REVOKES THE INSTRUCTIONS (*)	MODIFIES THE INSTRUCTIONS		
			In favour	Against	Abstain
Item 1. Approval of the Financial Statements as at 31 December 2018; reports prepared by the Board of Directors, the Board of Statutory Auditors and the Independent Auditors; allocation of the earnings for the year. Related and consequent resolutions. Consolidated financial statements as at 31 December 2018 and Report on Operations. Non-Financial Disclosure as at 31 December 2018.	(cross)	(cross)	(cross)	(cross)	(cross)
Item 2. Directors' remuneration for FY 2019.	(cross) List nr. ....	(cross)	(cross)	(cross)	(cross)
Item 3. Directors' remuneration for FY 2019.	(cross)	(cross)	(cross)	(cross)	(cross)
Item 4. Stock grant plan in favour of the employees and self-employees of the Company and its subsidiaries for 2019-2025 ("Stock Grant Plan 2019-2025"). Approval of the list of directors, potential beneficiaries.	(cross)	(cross)	(cross)	(cross)	(cross)
Item 5. Remuneration statement (art 123-ter Legislative Decree 58/98 ("TUF") and art 84-quater Issuers' Regulations).	(cross)	(cross)	(cross)	(cross)	(cross)
Item 6. Approval of a plan for the purchase and disposal of treasury shares pursuant to articles 2357 and 2357-ter of the Italian Civil Code, following revocation of the current plan. Related and consequent resolutions.	(cross)	(cross)	(cross)	(cross)	(cross)

(1) In case of significant circumstances, unknown at the time when the proxy was granted, and that can not be communicated to the person who conferred the proxy, it is possible to choose among: a) confirmation of the expressed voting instruction; b) revocation of the expressed voting instruction, c) modification of the expressed voting instruction. Should no choice be expressed, the voting instructions under A) are valid.

(2) Pursuant to Article 135-undecies, 3rd par., of Legislative Decree n. 58/1998, "Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares of the shareholder concerned are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried."

**C) MODIFICATIONS OR ADDITIONS**

In the case of voting on amendments or additions to the resolutions submitted to the Shareholders' Meeting (2), with reference to the items on the agenda:

	CONFIRM THE INSTRUCTIONS	REVOKES THE INSTRUCTIONS (*)	MODIFIES THE INSTRUCTIONS		
			In favour	Against	Abstain
Item 1. Approval of the Financial Statements as at 31 December 2018; reports prepared by the Board of Directors, the Board of Statutory Auditors and the Independent Auditors; allocation of the earnings for the year. Related and consequent resolutions. Consolidated financial statements as at 31 December 2018 and Report on Operations. Non-Financial Disclosure as at 31 December 2018.	(cross)	(cross)	(cross)	(cross)	(cross)
Item 2. Directors' remuneration for FY 2019.	(cross) List nr. ....	(cross)	(cross)	(cross)	(cross)
Item 3. Directors' remuneration for FY 2019.	(cross)	(cross)	(cross)	(cross)	(cross)
Item 4. Stock grant plan in favour of the employees and self-employees of the Company and its subsidiaries for 2019-2025 ("Stock Grant Plan 2019-2025"). Approval of the list of directors, potential beneficiaries.	(cross)	(cross)	(cross)	(cross)	(cross)
Item 5. Remuneration statement (art. 123-ter Legislative Decree 58/98 ("TUF") and art. 84-quater Issuers' Regulations).	(cross)	(cross)	(cross)	(cross)	(cross)
Item 6. Approval of a plan for the purchase and disposal of treasury shares pursuant to articles 2357 and 2357-ter of the Italian Civil Code, following revocation of the current plan. Related and consequent resolutions.	(cross)	(cross)	(cross)	(cross)	(cross)

2) In the event amendments or additions to the proposed resolutions are submitted to the meeting, you can choose from: a) confirm the voting instruction already expressed; b) revocation of the expressed voting; c) modification of the expressed voting or the conferring of the voting. Should no choice be expressed, the voting instructions under A) are valid.

(\*) Pursuant to Article 135-undecies, 3rd par., of Legislative Decree n. 58/1998, "Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares of the shareholder concerned are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried."

IN ACCORDANCE WITH ANNEX 5A OF CONSOB'S ISSUERS' REGULATIONS (AS AMENDED BY CONSOB RESOLUTION N. 17592 ON DECEMBER 28<sup>TH</sup>, 2010) PLEASE FIND BELOW THE TEXT OF THE PROVISIONS OF LEGISLATIVE DECREE N. 58/98 MENTIONED IN THESE INSTRUCTIONS

**ART. 135-DECIES**

*(Conflict of interest of the representative and the substitutes)*

1. The granting of a proxy to a representative with any conflict of interest will be allowed as long as the representative advises the shareholder in writing of the circumstances underlying said conflict of interest and as long as specific voting instructions are provided for each resolution which the representative must vote on behalf of the shareholder. The representative must provide proof that the shareholder has been advised of the circumstances that give rise to a conflict of interest.
2. For the purposes herein, conflict of interest exists when the representative or the substitute:
  - a) controls, even jointly, the company or is subject to the control, even jointly, of the company;
  - b) is related to or exercises a significant influence over the company;
  - c) is a member of the company's administrative or control bodies or is among the parties listed in letters a) and b);
  - d) is an employee or auditor of the company or of the parties indicated in letter a);
  - e) is the spouse, a 4<sup>th</sup> degree family member or similar of the subjects indicated in a) and c);
  - f) is an employee or consultant hired by the parties indicated in letters a), b), c) and e) such that he/she is not considered independent;
3. A representative may only be substituted by a substitute in conflict of interest if appointed by the shareholder. In this instance, paragraph 1 shall apply. The representative will be, however, responsible for all communications and will have the burden of proof.
4. This article will be applied including when shares are transferred pursuant to a power of attorney.

**Art. 135-undecies**

*(Representative appointed by a listed company)*

1. Unless the by-laws provide otherwise, a listed company may, for each shareholders' meeting, designate a subject to which the shareholders may grant, by the end of the second trading session prior to the day in which the meeting is to be held in first or only call, a proxy with voting instructions relating to some or all items found on the agenda. The proxy is considered valid only for the resolutions for which voting instructions were provided.
2. The proxy may be granted in writing by way of a proxy form which is subject to Consob regulations. Shareholders will not incur in any expenses for granting a proxy. Voting instructions may be voided by the deadlines referred to in paragraph 1 above.
3. The shares for which the proxy is being granted, even partial, are computed to ensure the regular constitution of the Shareholders' Meeting. With regard to the resolutions for which voting instructions were not provided, the shareholders' shares will not be considered when calculating the majority and the share capital required to approve the resolution.
4. The party appointed to act as representative must advise as to any direct or indirect interests he/she may have in the proposed resolutions included in the agenda. The information received, and the voting instructions will remain confidential until the meeting is actually held. If any employees or staff members have access to the same information they are bound by the same confidentiality duty.
5. Pursuant to paragraph 2 above, Consob may establish situations in which the representative, who is not in any of the conditions referred to in article 135-*decies*, may vote differently than the voting instructions.

INFORMATION NOTICE ON PERSONAL DATA PROCESSING  
Pursuant to the Regulation (EU) 2016/679 (the "Regulation")

### PERSONAL DATA CONTROLLER

Aholding S.r.l., with registered office in Ivrea, Via Montenavale, 9 (hereinafter, "Aholding" or the "Data Controller"), Appointed Representative of the company pursuant to article 135-undecies of Italian Legislative Decree no. 58/98 (TUF), as data controller (as defined in article 4 of the Regulation) of Personal Data (as defined below) provides the present "Information Notice on Personal Data Processing", in compliance with the provisions of the applicable law (article 13 of Regulation and subsequent national legislation)

### OBJECT AND METHODS OF PROCESSING

The personal data of the shareholder and of its possible representative (hereinafter, the "Principal"), as well as the residence, the tax code, the details of the identification document, the email address, the telephone number and the shareholding (hereinafter "Personal Data") are communicated by the Principal, even by electronic means, to Aholding through this Proxy Form, in order to grant the proxy to attend and to vote at the shareholders' meeting on behalf of the Principal according the voting instructions.

The Data Controller process the Personal Data of the Principal reported in this Proxy Form, lawfully, fairly and limited to what is necessary in relation to the purposes for which they are processed. The Processing - that includes the collection, or any other operation as set forth in the definition of "processing" pursuant article 4 of the Regulation - shall be performed by papery or automated means, implementing the appropriate organizational and logical measures required by the purposes here above mentioned.

### PURPOSE AND LEGAL BASIS OF THE PROCESSING

The purpose of the Processing by the Data Controller is to allow the correct expression of voting instruction by the Designated Representative in the shareholders' meeting on behalf of the Principal, in compliance with the provisions of the aforementioned art. 135-undecies of TUF.

The legal basis of the Processing is represented by:

- contractual obligations: to comply with the obligations arising from the agreement between the Principal and the Designated Representative;
- legal obligations: to comply with the legal obligations that the Designated Representative shall fulfil towards the company and the Authorities.

The collection and the Processing of Personal Data is necessary for the purposes indicated above. Failure to provide the aforementioned Personal Data implies, therefore, the impossibility to establish and manage the above agreement.

### RECIPIENTS, STORAGE AND TRANSFER OF PERSONAL DATA

The Personal Data will be made accessible, for the purposes mentioned above - before, during and after the shareholders' meeting - to the employees and collaborators of the Data Controller who are in charge of the Processing.

The Personal Data provided will be kept for a period of at least 1 year, in accordance with current legislation and will be disclosed to third parties only in compliance with legal obligations or regulations or at the request of the Authorities. This period is consistent with the provisions of current legislation. Personal Data will be processed within the European Union and stored on servers located within the European Union. The Personal Data will be communicated to the Company to comply with the obligation under the law regarding the shareholders meeting's minutes, updating of shareholders' register and to third parties only if required by the Authorities.

### RIGHTS OF THE PRINCIPAL

The Principal has the right to ask, in every moment, which Personal Data and how they are processed. The Principal may ask to update, complete, correct or even erase the Personal Data. The Principal can also ask to restrict the use of his/her Personal Data or withdraw the consent to use them, but in such case, it will be impossible to attend and vote at the shareholders' meeting. The Personal Data and the voting instructions will be kept for 1 year at disposal of the Authorities.

For additional information, as well as to exercise the above-mentioned rights, please contact Aholding S.r.l., in Via Circonvallazione n. 5 - 10010 Banchette (Turin), Telephone +39 0125 621410, Fax +39 0125 1902024.