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Societa' : AMPLIFON

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Oggetto : Notice of call - Ordinary Shareholders' Meeting

Testo del comunicato

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NOTICE OF CALL - ORDINARY SHAREHOLDERS' MEETING

AMPLIFON S.p.A.
Share capital: EUR 4,527,772,40 fully subscribed and paid-in
Registered Office in Milan - Via Ripamonti 131/133
Milan Company register: tax Code and registration No. 04923960159

The Ordinary Shareholders' Meeting of Amplifon S.p.A. ("**Amplifon**" or the "**Company**") is convened at the Company's registered office in Milan, Via Ripamonti 131/133, on 23 April 2025, at 10:30 a.m., on first and single call, to resolve on the following:

AGENDA

- I. Financial Statements as at 31 December 2024:
 - I.1 Approval of the Financial Statements as at 31 December 2024; reports prepared by the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Consolidated Financial Statements as at 31 December 2024 and Report on Operations in accordance with Commission Delegated Regulation (EU) 2019/815 and subsequent amendments. Consolidated Sustainability Statement as at 31 December 2024.
 - I.2 Allocation of the earnings for the year.
2. Appointment of the Board of Directors, after determining the number of members:
 - 2.1 Determination of the numbers of members.
 - 2.2 Appointment of the Board of Directors.
3. Directors' remuneration for FY 2025.
4. Remuneration Report 2025 pursuant to art. 123-ter Legislative Decree 58/98 ("TUF") and art. 84-*quater* Issuers' Regulations:
 - 4.1 Binding resolution on the first section pursuant to art. 123-ter, par. 3-*bis* and 3-*ter* of the TUF.
 - 4.2 Non-binding resolution on the second section pursuant to art. 123-ter, par. 6 of the TUF.
5. 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 for the part not performed. Related and consequent resolutions.
6. Updating of Shareholders' Meetings Regulations. Related and consequent resolutions.

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

The subscribed and paid-in share capital of Amplifon S.p.A. is equal to Euro 4,527,772.40 divided into no. 226,388,620 ordinary shares with a nominal value of Euro 0.02 each. Each share gives the right to one vote, except as provided for in the increased voting rights mechanisms in article 13 of the Company's Articles of Association. The number of voting rights that can be exercised due to the accrual of the increased voting right is published on the Company's website <https://corporate.amplifon.com/en> as well as at the authorized storage mechanism eMarket

STORAGE available at www.emarketstorage.com, and will be updated in accordance with the terms of Article 85-*bis* of the Issuers' Regulations. As at 6 March 2025, the Company holds no. 1,068,249 treasury shares equivalent to 0.472% of the company's share capital at the same date.

Entitlement to attend the Shareholders' Meeting

Those holding the voting rights with the necessary certifications issued by an authorised intermediary, in accordance with the laws and regulations in force, are entitled to attend the Shareholders' Meeting.

In this respect, pursuant to art. 83-*sexies* TUF, the entitlement to attend the Shareholders' Meeting and exercise voting rights must be certified by a statement to the Company, issued by the intermediary in accordance with its accounting records, in favour of each person entitled to exercise the voting rights, on the basis of the evidence as of the end of the seventh market trading day prior to the date on which the Shareholders' Meeting is called, namely by 10 April 2025 (the so-called "**record date**"). Those holding shares after said date will not be entitled to attend or vote at the Shareholders' Meeting. The intermediary must send the certification to the Company by the end of the third market trading day prior to the date on which the Shareholders' Meeting is called, *i.e.*, by 16 April 2025. In the event the Company receives the certification after this deadline, the shareholder will still be able to attend the meeting and vote as long as the certification is received prior to the beginning of the meeting, without prejudice to the rule according to which the shareholders' attendance and vote in the Shareholders' Meeting will take place exclusively through the Designated Representative, as further specified below.

Right to attend and vote at the Shareholders' Meeting

Pursuant to article 10 of the Company's Articles of Association, the Company has decided to avail itself of the right to hold the Shareholders' Meeting with the attendance and vote of the shareholders **exclusively** through the proxy holder appointed by the Company pursuant to Article 135-*undecies* of the TUF (the "**Designated Representative**"). This choice in fact makes it easier the attendance for those entitled (as demonstrated by the positive feedback in terms of attendance recorded in recent years with the introduction of the Designated Representative), as well as a saving of resources for the Company.

Therefore, those entitled to vote and intend to exercise their vote will necessarily have to grant – without any charges to the delegating party (except for any delivery costs) – a proxy as well as voting instructions to Aholding S.r.l., with registered office in Ivrea (To), in its quality of Designated Representative.

The proxy to the Designated Representative shall be submitted, with voting instructions on all or certain items on the Agenda, through a specific proxy form available on the Company's website <https://corporate.amplifon.com/en> (Governance Section/Documents for the Shareholders'). The original proxy must be sent to the Designated Representative – along with a copy of a valid identity document of the delegating shareholder or, if such shareholder is a legal entity, of the *pro tempore* representative-at-law or another individual vested with the relevant powers, along with documentation suitable for the purpose of proving such capacity and powers – via registered letter with notice of receipt to its office in via Circonvallazione 5, 10010 Banchette (Torino) or to the following certified email address assemblea@arubapec.it (specifying in the object "Delega RD – Assemblea Amplifon 2025"), by the end of the second trading day prior to the date scheduled for the Shareholders' Meeting (*i.e.*, by 17 April 2025). Sending the proxy to the above mentioned certified e-mail address, signed with a qualified electronic signature or digital signature in accordance with the regulations in force, meets the requirements of the written form. The proxy will be valid only for the resolutions for which voting instructions are provided.



Within said term 17 April 2025, the proxy and the voting instructions may be revoked at any time using the procedures indicated above.

Proxies and/or sub-proxies, necessarily containing voting instructions on all or certain items on the Agenda, may be also granted to the above-mentioned Designated Representative pursuant to Article 135-*novies* of the TUF, through the use of a specific form available on the Company's internet website <https://corporate.amplifon.com/en> (Governance Section/Documents for the Shareholders'). For the granting and notification of such proxies/subproxies, also by electronic means, the procedures described in the proxy form must be followed. The proxy must be received by 6:00 p.m. CET of the day prior to the Shareholders' Meeting (and in any case by the beginning of the meeting). Within the above-mentioned term, the proxy and the voting instructions may be revoked at any time using the procedures specified in the proxy form.

For further clarifications regarding the granting of the proxy to the Designated Representative (and, in particular, regarding the filling in of the proxy form and the voting instructions and their submission), please contact Aholding S.r.l. by e-mail at monica.rossetton@aholding.cloud or at the following phone number 0125 1865910.

The attendance at the Shareholders' Meeting of the members of the Board of Directors, of the members of the Statutory Auditors, as well as any other individual authorized by the Chairman of the Shareholders' Meeting shall also, or exclusively, be made through video/telecommunication means, in a manner that the Chairman will define and communicate.

Notwithstanding the procedures for participation and for the exercise of the right to vote by the shareholders and other persons entitled to participate in the Shareholders' Meeting, the Chairman of the Shareholders' Meeting, the Designated Representative and the Secretary of the Shareholders' Meeting may only attend in person at the registered office of the Company where the Shareholders' Meeting is convened.

No procedures are set for voting by e-mail or electronic means.

Right to submit questions relating to the items on the Agenda

Pursuant to art. 127-*ter* of the TUF, those entitled to voting rights may submit questions concerning the items on the Agenda prior to the Shareholders' Meeting (within 10 April 2025), by sending the questions via registered letter with notice of receipt to the Company's registered office, addressed to the Corporate Secretary Office, or to the certified e-mail address segreteria.societaria@pec.amplifon.com.

Questions shall be sent along with any information concerning the identity of the shareholders who submitted them. Shareholders will be entitled to submit questions solely if the certification attesting the share ownership is sent by the intermediary to the Company. Any questions submitted until 10 April 2025 will be answered within 21 April 2025, at 10:00 a.m. CET. The Company will publish the answers to the questions received into a specific section on the website <https://corporate.amplifon.com/en> (Governance Section/Documents for the Shareholders' Section) and, in any case, will provide a single answer to questions covering the same topic. It should be noted that only questions strictly pertinent to the items on the Agenda will be taken into account.

Appointment of the Board of Directors

Pursuant to Article 15 of the Company's Articles of Association, the members of the Board of Directors will be appointed based on a list voting system, according to the procedures set out in the Company's Articles of Association.

The shareholders who, on the submission date, individually or in conjunction with other shareholders, hold a total of shares with voting rights, representing at least 1% of the share

capital, have the right to submit a list of candidates. The candidates included in the lists must be indicated in numerical order.

The lists must be filed with or received at the registered office of the Company by the 25th day prior to the date set for the Shareholders' Meeting (i.e. by 29 March 2025). They will be made available to the public at the registered office, on the Company's website and in the other ways specified by Consob at least 21 days before the date set for the Shareholders' Meeting (i.e. by 2 April 2025).

Each shareholder who individually or jointly submits a list at the Company's registered office must also provide the certification issued by intermediaries demonstrating the legitimacy of their rights, concurrently with the submission of the list or within the time limit set forth for the publication of the lists by the Company, pursuant to the applicable legislation, as well as a declaration stating, under its responsibility, the non-existence of a connection with any other submitted lists, pursuant to all applicable laws.

At the time of submission, each list must be accompanied by the CV, along with the personal and professional details of the candidates and by declarations in which each individual candidate accepts the candidacy and states, under his/her own responsibility, that there are no reasons for his/her ineligibility or incompatibility, as well as that he/she meets the requirements set forth by the law and in the Company's Articles of Association, indicating whether he/she qualifies himself/herself as independent in accordance with the applicable law.

Lists that have three or more candidates must include candidates of both genders in accordance with the quotas established under the law in effect (rounding up, based on the rules provided for by the law - as well as the regulation - in effect at the time, in event of a fractional number). The lists may be submitted by lodging them at the registered office of the Company, or by emailing them to the certified email address segreteria.societaria@pec.amplifon.com, together with the information that would allow for the identification of the subject who is filing or transmitting the lists.

For any additional details on preparing and submitting lists, as well as voting, please see Article 15 of the Company's Articles of Association, available at our registered office and published on the Company's website <https://corporate.amplifon.com/en>.

Right to add items to the Agenda of the Shareholders' Meeting

In accordance with Article 126-*bis* of the TUF, shareholders representing, even jointly, at least one fortieth of the share capital may, within ten days from the publication of this Notice of call, request that additional items be added to the meeting's Agenda, indicating in the request the further topics proposed or the proposed resolutions relating to items which are already part of the Agenda.

Additions to the agenda are not permitted for items on which the shareholders' meeting resolves, in accordance with the law, on the proposal of the directors or on the basis of a draft or report prepared by them other than those referred to in Article 125-*ter*, paragraph 1, of the TUF.

The request, along with the certification attesting the share ownership, must be submitted in writing, together with the information concerning the identity of the shareholders who submitted it, via certified registered letter with notice of receipt to the registered office of Amplifon, addressed to the Corporate Secretary Office, or to the certified e-mail address segreteria.societaria@pec.amplifon.com. Sending to the above-mentioned certified e-mail address the requests for additions to the Agenda and/or further resolution proposals, signed with a qualified electronic signature or digital signature in accordance with the law provisions, meets the requirements of the written form.

Shareholders requesting that additional items be added to the Agenda must draft a report



specifying the grounds for the proposed resolutions on the new items to be added to the Agenda, as well as for the proposed resolutions relating to items already on the Agenda. The report must be submitted to the Board of Directors by the same deadline as the request to add additional items. Simultaneously with the publication of the notice of additions to the Agenda, the report on the additional items that are being proposed for discussion at the Shareholders' Meeting, as a result of the requests above, will be made available to the public by the Company, with the same modalities adopted for the publication of the reports on the items on the Agenda, along with any statements made by the Board of Directors.

Any integrated list will be published in the same manner as this Notice of call at least 15 days before the date scheduled for the Shareholders' Meeting (*i.e.*, 8 April 2025).

Documentation

The documentation related to the Shareholders' Meeting will be made available to the public in compliance with the procedure and the terms under the applicable law, at the Company's registered office and on the Company's website <https://corporate.amplifon.com/en>, as well as on the authorized storage system "eMarket STORAGE" available on the website www.emarketstorage.com.

Shareholders are entitled to obtain copies of the documentation filed.

For additional information on the Shareholders' Meeting, please visit <https://corporate.amplifon.com/en>, (Governance Section/Documents for the Shareholders' Section) or contact the Company's Investor Relations Department to the e-mail address ir@amplifon.com.

This Notice of call is published on the Company's website <https://corporate.amplifon.com/en>, on the authorized storage mechanism "eMarket STORAGE" available on the website www.emarketstorage.com, as well as an excerpt in the daily newspapers "Il Sole 24 Ore" and "Milano Finanza".

Milan, 6 March 2025

On behalf of the Board of Directors
The Chairman

Susan Carol Holland

About Amplifon

Amplifon, global leader in the hearing care retail market, empowers people to rediscover all the emotions of sound. All 20,900 people worldwide strive every day to understand the unique needs of every customer, delivering exclusive, innovative and highly personalized products and services, to ensure everyone the very best solution and an outstanding experience. The Group, with more than 2.4 billion euros of annual revenues, operates through a network of more than 10,000 points of sale in 26 Countries and 5 continents. More information about the Group is available at: <https://corporate.amplifon.com/en>.

Fine Comunicato n.0525-10-2025

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