

# NOTICE OF CALL - ORDINARY SHAREHOLDERS' MEETING

**AMPLIFON S.p.A.**  
*Share capital: EUR 4,527,772 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 21 April 2023, at 3:00 p.m., on single call, without physical attendance, to resolve on the following:

## AGENDA

1. Financial Statements as at 31 December 2022:
  - 1.1 Approval of the Financial Statements as at 31 December 2022; reports prepared by the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Consolidated Financial Statements as at 31 December 2022 and Report on Operations in accordance with Commission Delegated Regulation (EU) 2019/815 and subsequent amendments. Consolidated Non-Financial Statement as at 31 December 2022.
  - 1.2 Allocation of the earnings for the year.
2. Directors' remuneration for FY 2023.
3. Stock grant plan in favour of the employees and self-employees of the Company and its subsidiaries for 2023-2028 ("*Stock Grant Plan 2023-2028*").
4. Remuneration Report 2023 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. Proposed amendment to the Co-investment Plan ("*Sustainable Value Sharing Plan 2022-2027*"): resolutions pursuant to Article 114-bis TUF and Article 84-bis of the Issuers' Regulations.
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 for the part not performed. 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, 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 or two votes pursuant to article 13 of the Company's Articles of Association (so-called "**Increased Voting Right**"), in the event the aforementioned right has been confirmed by the management body. As at 1 March 2023, the Company holds no. 1.826.460 treasury shares.

### ***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 12 April 2023 (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 18 April 2023. 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 the provisions of Law no. 14, dated 24 February 2023 which has converted, with amendments, the Law Decree no. 198/2022, 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**"), **without physical attendance**. 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 shall therefore must 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/> (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](mailto:assemblea@arubapec.it) (specifying in the object "Delega RD - Assemblea Amplifon 2023"), by the end of the second trading day prior to the date scheduled for the Shareholders' Meeting (*i.e.*, by 19 April 2023). 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 19 April 2023, 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/> (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](mailto:monica.rossetton@aholding.cloud) or at the following phone number 0125 1865910.

In light of the above, those entitled to vote shall not have access to the location of the Shareholders' Meeting. The attendance at the Shareholders' Meeting of the members of the corporate bodies, the Secretary and the Designated Representative, as well as any other individual authorized by the Chairman of the Board of Directors shall also, or exclusively, be made through video/telecommunication means, in a manner that the Chairman will define and communicate to each of the abovementioned individuals.

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 12 April 2023), 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](mailto: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 12 April 2023 will be answered within 19 April 2023, 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/> (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.

#### ***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. 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](mailto: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.*, 6 April 2023).

### **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/>, as well as on the authorized storage system "eMarket STORAGE" available on the website [www.emarketstorage.com](http://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/> (Governance Section/Documents for the Shareholders' Section) or contact the Company's Investor Relations Department.

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This Notice of call is published on the Company's website <https://corporate.amplifon.com/>, on the authorized storage mechanism "eMarket STORAGE" available on the website [www.emarketstorage.com](http://www.emarketstorage.com), as well as an excerpt in the daily newspaper "Il Sole 24 Ore".

Milan, 21 March 2023

On behalf of the Board of Directors  
The Chairman

Susan Carol Holland

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### **About Amplifon**

Amplifon, global leader in the hearing care retail market, empowers people to rediscover all the emotions of sound. Amplifon's some 19,400 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 billion euros of annual revenues, operates through a network of over 9,300 points of sale in 25 Countries and 5 continents. More information about the Group is available at: <https://corporate.amplifon.com>.