



DATALOGIC S.p.A.

INCREASED VOTING RIGHTS REGULATION

Approved by the Board of Directors on 19 March 2020

www.datalogic.com

INCREASED VOTING RIGHTS REGULATION

1. DEFINITIONS

Special List: the list established by the Company, pursuant to art. 127-quinquies of TUF (Consolidated Law on Finance) and art. 143-quater of the Issuers' Regulations.

Intermediary/ies: entities qualified to manage accounts in which financial instruments and their transfers are registered, as defined in art. 1, letter m) of the Post-Trading Regulation.

Post Trading Regulation: Joint Bank of Italy/Consob Regulation of 13 August 2018 governing central counterparties, central depositories and centralised administration activities, as subsequently amended and supplemented.

Record Date: the accounting day after which the holders of the accounts in which the financial instruments are registered are identified.

Issuers' Regulation: the implementation regulation of Italian Legislative Decree no. 58 of 24 February 1998 regarding the regulation of issuers adopted by Consob with resolution no. 11971 of 14 May 1999 and subsequent amendments.

Company: Datalogic S.p.A. with registered office at Via Candini 2, 40012 Calderara di Reno (BO), VAT no. 01835711209.

Eligible Party: shareholder who has the right to vote by virtue of an entitlement establishing their right to vote (freehold, bare ownership with voting rights or usufruct with voting rights).

Articles of Association: the articles of association of the Company.

TUF: (Consolidated Law on Financial Intermediation) Italian Legislative Decree no. 58 of 24 February 1998 and subsequent amendments.

2. INTRODUCTION

The Company Shareholders' Meeting of 4 May 2017 approved the amendment of article 6 and article 9 of the Articles of Association with the introduction of increased voting rights, rewarding shareholders who with their stable holding in the share capital demonstrate their greater sensitivity to the long-term growth of the Datalogic group.

On 5 June 2017 the Company Board of Directors adopted this Regulation to regulate the registration, management and updating of the Special List in accordance with applicable law, the Articles of Association and market practices, so as to ensure the timely exchange of information between Shareholders, the Company and the Intermediaries.

Subsequently – mainly in order to implement the recommendations of Consob Communication no. 0214548 of 18 April 2019 – on 19 March 2020 the Board of Directors made certain amendments to this Regulation, and on 4 June 2020 the Company's Shareholders' Meeting approved the amendment of article 6 of the Articles of Association regarding aspects relating to the rules on increased voting rights.

Amendments and additions to this Regulation are approved by the Board of Directors and published on the Company website. Any changes required for legislative and/or regulatory compliance may be approved by the Chief Executive Officer, who will report them to the other board members at the next board meeting. For all matters relating to the introduction of increased voting rights not covered by this Regulation, please refer to the TUF (Consolidated Law on Finance), the Issuer's Regulations, the Post-Trading Regulation and the Articles of Association.

3. Special List

The Company establishes and maintains at its registered office a Special List to which shareholders and eligible

parties with right in rem to the exercise of voting rights, who wish to benefit from the increased voting rights for all or part of the shares they hold, must register.

The Special List constitutes a complementary document to the Shareholders' Register, with the consequent applicability – insofar as compatible – of the rules and publicity regime provided for the Shareholders' Register. Shareholders may request a copy, at their own expense, of the entries in the List that concern them. The List shall contain at least the information required by the applicable rules at the time. The Company shall disclose the identifying data of shareholders who have applied for inclusion in the List in accordance with the applicable regulations.

4. INCREASED VOTING RIGHTS

Each share belonging to the same person uninterruptedly for twenty-four months from the date of registration in the Special List set up by the Company shall be assigned two votes provided that: (i) the share has belonged to the same subject, by virtue of entitlement establishing the right to vote (freehold, bare ownership with voting rights and usufruct with voting rights) and (ii) that this is attested by registration in the Special List.

5. ELIGIBILITY TO REQUEST REGISTRATION

The shareholder entitled to the voting rights resulting from a legitimating right in rem (full ownership, bare ownership with voting rights or usufruct with voting rights) is entitled to request registration in the Special List. Registration is carried out and maintained even in the event that the shares are restricted by a pledge or granted under usufruct, provided the registered owner contractually retains entitlement to exercise voting rights.

6. PROCEDURE FOR REQUESTING REGISTRATION

The Eligible Party who intends to register in the Special List in order to obtain increased voting rights pursuant to art. 127-quinquies of the TUF and to art. 6 of the Articles of Association is obliged to send to the Company, through the Intermediary, a specific written application together with the statement certifying the ownership of the

shares pursuant to art. 44 of the Consolidated Post-Trading Regulation. Increased voting rights may be requested even only for just part of the shares held by the Eligible Party. The application must be signed by the Eligible Party related to shares that are subject to the request or his/her/its agent or representative. In order to obtain the registration in the Special List, the Eligible Party must therefore:

- indicate to the Intermediary the number of shares he/she/it wishes to register in the Special List;
- request that the same Intermediary send the Company - via Certified Electronic Mail to votomaggiorato@pec.datalogic.com, registerservices@pec.euronext.com with a copy sent to ufficiosoci@datalogic.com - the communication that, pursuant to art. 44 of the Consolidated Post-Trading Regulation, attests to the ownership of the shares for which registration is requested in the Special List, together with the registration request form containing the Eligible Party's commitment to promptly inform the Company and the Intermediary of any loss, in full or in part, of the ownership of the shares registered on the Special List, of another real right granting eligibility or of the eligibility to exercise their voting rights.

For the purposes of verifying the legitimacy of the request, inclusion in the Special List may be conditional on receipt of further information or documentation, which the Company may request, also through the intermediary, from the applicant.

In the case of parties other than physical persons, the application must state whether the shareholder is subject to direct or indirect controls by any third party and, if so, provide the identification details of the controlling party.

A template of the request form containing the above statement is available on the Company website at www.datalogic.com, section "Investors - Corporate Governance - Increased Voting Rights". Applications for registration in the Special List provided by the Eligible Party in any way other than the one indicated above will not be accepted.

7. REGISTRATION IN THE SPECIAL LIST

The Company verifies the requirements for registration and shall enrol applicants in the Special List within five trading days after the end of each calendar month and no later than the Record Date provided for by the rules in force regarding the right to attend and vote at the meeting. Within the same term, the Company communicates, via

publication on its website, the identification data of the Eligible Parties who requested registration in the Special List, indicating their relative holdings - exceeding the threshold indicated in Article 120, paragraph 2 of the TUF - and the date of registration. The Company notifies the Intermediary, without delay, whether the Eligible Party has been registered or not, providing the reasons for any refusal.

The Eligible Party registered in the Special List is required to notify, and agrees that the Intermediary notifies, the Company of any circumstance and event that entails the loss of the conditions for the increased voting rights or that affects the ownership of the shares and/or the related voting rights by the end of the month in which said event occurs, and no later than the trading day before the Record Date.

8. MATURATION AND ATTRIBUTION OF INCREASED VOTING RIGHTS

The acquisition of the increased voting right will be effective at the earliest between: (i) the fifth trading day of the calendar month after the end of twenty-four months from the date of registration in the special list, without the prerequisites for the increase of the right having ceased to be met in the interim; or (ii) the date indicated in article 83-sexies, paragraph 2, of the TUF (the record date) prior to any shareholders' meeting, before the end of twenty-four months from the date of registration in the special list, without the prerequisites for the increase of the right having ceased to be met in the interim.

The Company, also through the Appointee, shall promptly notify the Intermediary, and in any case by the accounting day on which it updates the Special List, of (i) the attainment of the increase (with an indication of the date on which the increase was attained) or (ii) the failure to attain the increase, explaining in such case the reasons for any refusal.

The Company shall notify the public and Consob, pursuant to the methods set forth by the applicable law from time by time in force, the total amount of the voting rights, indicating the number of shares constituting the capital, by the fifth trading day from the end of each calendar month during which it has established an increase in said amount, as well as the day following the date of the Record Date of a possible shareholders' meeting.

The increased voting rights already matured or, if not yet matured, the ownership period necessary for the maturation of the increased voting rights, are maintained: a) in the event of inheritance, due to death; b) in the event

of a free transfer by a donation in favour of legitimate heirs, a family pact, that is establishment and/or provision of a trust, a fund or a foundation to which the same transferor or its legitimate heirs are beneficiaries. The interested subjects have the right to apply for registration with the same seniority as the natural person giving the right.

The increased voting rights extend proportionally to newly issued shares ("New Shares"): (i) summary shares assigned in the case of a free capital increase, in accordance with art. 2442 of the Italian Civil Code, and belonging to the owner in relation to shares that have already matured their increased voting rights (the "Initial Shares"); (ii) shares assigned in exchange for those to which increased voting rights are attributed in the case of merger or demerger of the Company, provided that this is contemplated in the related merger or de-merger operation; (iii) shares subscribed during the exercise of option rights in the case of a capital increase with new contributions. In such cases, the New Shares acquire the increased voting right from the moment of registration on the Special List, without the need for the further extension of the period of 24 (twenty-four) continuous months; on the other hand, where the increased voting rights for the original shares have not yet matured, but are in the process of maturing, the New Shares will acquire the increased voting rights when the conditions set out in the Articles of Association for the increased voting rights of original shares are met.

The increased voting right is cancelled in the event of the transfer - whether free or against payment - of the shares, provided that the transfer includes the establishment of a pledge, usufruct or other encumbrance on the share when this entails the loss of the voting right by the shareholder. In the case of the transfer, whether free or against payment, including the establishment of a pledge, usufruct or other encumbrance on the share when this entails the loss of the voting right by the shareholder concerning only a part of the shares holding increased voting rights, the transferor retains the increased voting rights on shares other than the shares transferred (or on which the pledge, the usufruct and other encumbrance has been established).

The increase in the voting right is also cancelled in the event of direct or indirect transfer of controlling stakes in companies or entities that hold shares with increased voting rights above the threshold requiring communication to the Company and Consob of significant holdings in accordance with current legislation, provided that the benefit of the increased voting rights is conserved in the case of transfers (a) due to *mortis causa* (b) presumed free of charge, by virtue of a donation in favour of legitimate heirs, by virtue of a family pact, that is for the constitution and/or

provision of a trust, a fund or a foundation for which the transferor or his/her legitimate heirs shall be beneficiaries, having regard to the above-mentioned control shares.

The increased voting rights apply for all Shareholder Meeting resolutions and for the calculation of constitution and resolution quorums relating to percentages of share capital. The increased voting rights will have no effect on rights, other than voting rights, to which the possession of certain percentages of share capital entitles the shareholder.

9. CANCELLATION FROM THE SPECIAL LIST

Eligible Parties that intend to waive increased voting rights must promptly request that their Intermediary send the Company communication of the revocation that gives rise to removal from the Special List for those shares for which the Eligible Party intends to waive the increased voting rights. The waiver is irrevocable but the increased voting rights may be re-acquired in relation to the shares for which it has been waived by means of a new registration in the Special List and the elapsing of the period of continuous holding of at least 24 (twenty four) months. Removal from the Special List also occurs due to the sale of the registered shares, which must be reported to the Company by the Intermediary.

10. OTHER CAUSES OF CANCELLATION FROM THE SPECIAL LIST

In addition to cases of the total or partial waiver of increased voting rights, the Company will remove shares from the Special List: (i) upon notification by the eligible party or the intermediary attesting to total or partial loss of the ownership of the shares registered in the Special List or of another entitling real right; (ii) automatically, when the Company is informed of the occurrence of events entailing the total or partial loss of the ownership of the shares registered in the Special List or of another entitling real right and/or of the related voting right. The Special List is updated by the Company within the fifth trading day after the end of each calendar month and, in any case, by the date of entitlement to attend the meeting and to exercise the voting right (Record Date).