

# ORDINARY AND EXTRAORDINARY SHAREHOLDERS MEETING OF DATALOGIC

Approved the Company's financial statements and examined the Group consolidated financial statements as at 31 December 2023 and the Non-Financial Report pursuant to Legislative Decree 254/2016

Approved the distribution of an ordinary dividend per share of 12 Euro cents

Appointed the new Board of Directors

Romano Volta confirmed chairman of the Board of Directors

Defined the maximum total annual remuneration assignable to the members of the Board of Directors in accordance with article 20 of the Articles of Association

Approved the first section of the Report on the policy regarding remuneration and fees paid approved and voted in favour of the second section of the Report

Approved the authorisation to purchase and dispose treasury shares

Approved the amendments of articles 5, 15, 17, 18 and 30 of the Articles of Association

Bologna, 30th April 2024 – The Ordinary and Extraordinary Shareholders' Meeting of Datalogic S.p.A. (Borsa Italiana S.p.A.: DAL), was held today, chaired by the Company's Chairman Mr. Romano Volta.

The Shareholders' Meeting approved the Company's financial statements and examined the Group consolidated financial statements as at 31 December 2023, as well as the report on corporate governance and ownership structure and the Consolidated Non-Financial Report pursuant to Legislative Decree 254/2016.

The consolidated results for 2023 showed revenues of 536.6 million Euro (-18.0% YoY), Adjusted EBITDA of 49.5 million Euro with an Adjusted EBITDA margin of 9.2% and net profit of 9.5 million Euro, with a percentage incidence on turnover of 1.8%; the Net financial position was a negative for 35.3 million Euro.

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The Shareholders' Meeting approved the distribution of an ordinary dividend per share, gross of legal withholdings, of 12 Euro cents, with coupon detachment on 15 July 2024 (record date 16 July 2024) and payment from 17 July 2024, for a total maximum amount of 6,437,579 Euro, that the legal reserve has reached one-fifth of share capital pursuant to article 2430 of the Italian Civil Code.

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The Shareholders' Meeting also resolved the following:

- to establish the number of directors as 7;
- to set the term of office of the Board of Directors at three financial years, expiring on the Shareholders' Meeting called to approve the Company's financial statements as at 31 December

2026;

- to appoint the Board of Directors for the years 2024-2026, electing 6 members from List n.1 presented by the shareholder Hydra S.p.A., holder of 64.85% of the share capital and 78.65% in the Company's voting share capital (no. 37,900,000 ordinary shares) and electing 1 member from List 2 presented by a group of shareholders, representing 2.64% of the share capital;
- appoint Mr. Romano Volta as the Chairman of the Board of Directors of the Company, until the date of the Shareholders' Meeting called to approve the Company's financial statements as at 31 December 2026.

On the basis of the two lists presented, the new Board of Directors is comprised of:

- Mr. Romano Volta
- Ms. Valentina Volta
- Mr. Angelo Manaresi (\*)
- Ms. Chiara Giovannucci Orlandi (\*)
- Ms. Vera Negri Zamagni (\*)
- Mr. Filippo Maria Volta

taken from "list n.1" and

- Ms. Valentina Beatrice Manfredi (\*) taken from "list n.2"

(\*) Candidates declaring their eligibility as independent directors.

The curricula vitae and additional attached documentation is available at the registered office and on the website [www.datalogic.com](http://www.datalogic.com) – Corporate Governance section.

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The Ordinary Shareholders' Meeting also resolved to:

- (i) establish, pursuant to and in accordance with article 20 of the Articles of Association, at EUR 2,500,000.00 the maximum annual global remuneration that can be assigned to all the members of the Board of Directors, including those vested with special offices, for the current financial year (2024) and for the fraction of the following financial year (2025), up to the date of approval of the Company's financial statements for the year 2024, leaving it to the discretion of the Board to decide on the allocation of said maximum global amount among the various Directors;
- (ii) in implementation of the provisions of article 123-ter of Legislative Decree no. 58/1998 and 84-quater of Consob Regulation no. 11971 of 14 May 1999, approve the 2024 remuneration policy pursuant to the first section of the Report on the policy regarding remuneration and fees paid and express a favorable vote on the second section of the abovementioned Report on compensation paid in 2023;
- (iii) revoke, for the part not yet executed as at the date of the Shareholders' Meeting, the authorisation

to the Board of Directors to purchase treasury shares resolved by the Shareholders' Meeting on 27 April 2023 and, at the same time, authorise the Board of Directors, pursuant to and in accordance with article 2357 et seq. of the Italian Civil Code and art. 132 of Legislative Decree no. 58/ 1998, to carry out purchases of Company treasury shares, in one or more tranches, for a period not exceeding 18 months from the date of effectiveness of this resolution;

(iv) amend Articles 5, 15, 17, 18 and 30 of the Articles of Association. In particular, the Extraordinary Shareholders' Meeting amended:

- articles 17 and 18 of the Articles of Association concerning the convening of and procedures for Board of Directors' meetings in order to ensure greater flexibility by facilitating the convening of Board of Directors' meetings and the conduct thereof;
- Articles 5, 15 and 30 by introducing further amendments of an eminently formal nature.

The summary voting statement, the minutes of the Shareholders' Meeting and the updated Articles of Association will be made available to the public in the form and terms prescribed by law.