

# PRESS RELEASE PURSUANT TO ARTICLE 84-BIS, PARAGRAPH 3, CONSOB RESOLUTION NO. 1197 OF MAY 1999 AND SUBSEQUENT AMENDMENTS

Bologna, 10 March 2022 - Datalogic S.p.A. (Borsa Italiana S.p.A: DAL), a company listed on the Euronext Star Milan of Borsa Italiana S.p.A. ("Datalogic" or the "Company") announces that its Board of Directors has approved on the date hereof the general guidelines of an incentive plan for the executive chairman, the chief executive officer, executives with strategic responsibility and executives and employees of the Company and its subsidiaries controlled pursuant to Article 93 of Legislative Decree 58/1998 ("Subsidiaries"), called "2022 – 2024 Datalogic S.p.A. Performance Shares Plan" (the "Plan"), upon the proposal of the Company's Control, Risks, Compensation and Appointments Committee and with the favorable opinion of the Company's Board of Statutory Auditors. The Plan is to be approved by the shareholders meeting called for 29 April 2022.

In particular, pursuant to Article 84-bis, paragraph 3 of the regulation adopted by Consob through resolution no. 11971 of May 14, 1999, as amended (the "Issuers' Regulation"), we submit the following information.

## Scope of the plan

In line with the best market practices adopted by listed companies at national and international level, the Company believes that share-based incentive plans are an effective incentive and loyalty-building tool for management and employees, which, at the same time, contribute to the creation of shareholder value in the medium-long term.

The adoption of share-based incentive plans is in line with the recommendations set out under n. 28 of the Corporate Governance Code which recognises that such plans as a suitable tool for aligning the interests of executive directors and key management personnel of listed companies with those of shareholders over the long term.

The main purpose of the Plan is therefore to strengthen the Company's attraction and retention levers for key resources for the achievement of the Group's strategic objectives in the markets in which it operates.

Moreover, in line with recommendation no. 27 of the Corporate Governance Code in relation to the pursuit of "sustainable success", the Plan provides for the achievement of performance targets linked to non-financial parameters.

## Beneficiaries

The Plan is reserved to the executive chairman, the chief executive officer, executives with strategic responsibility and executives and employees of the Company and its Subsidiaries to be identified by the Board of Directors, taking into account the opinion of the Control, Risks, Compensation and Appointments Committee, and on the basis of input received from the chief executive officer with respect to beneficiaries who are not members of the Board of Directors. The Board of Directors may

delegate to the Chief Executive Officer the identification of the beneficiaries who are executives or employees, on condition that the former are not executives with strategic responsibility.

The names of beneficiaries and other information required by paragraph 1 of Schedule 7 or Annex 3A of the Issuers' Regulation, shall be provided pursuant to Article 84-bis, paragraph 5, letter a), of the Issuers' Regulation.

#### Characteristics of the financial instruments granted under the Plan

The subject-matter of the Plan is the free grant of rights which enable to receive one (1) Datalogic share, at no charge, per each right granted, subject to the achievement of all the performance targets.

The rights will be granted during 2022 or, even later, for the executives with strategic responsibility, executives or employees hired or charged with covering key positions after 2022 or otherwise requested to substitute beneficiaries already identified. At the end of a three-year vesting period (following the approval of the financial statements for the year ending on 31 December 2024), the Company will identify the number of rights vested according to the measurement of the performance targets.

The performance targets (\*) covered by the Plan are based on: (i) "CAGR of Revenues Adjusted 2022-2024", weighted at 35%, (ii) "Adjusted EBITDA Margin 2024 Rectified", weighted at 35%, (iii) "Percentage of Adjusted Net Working Capital before factoring on Adjusted Revenues, weighted at 25%, and (iv) the percentage of women employed in the Group as at December 31, 2024 as executives or employees (white collar).

Following the verification of the performance targets, the number of Datalogic shares to be assigned to each beneficiary may be adjusted according to the "Total Shareholder Return" (TSR), which may increase or decrease the number of Datalogic shares received by  $\pm 10\%$  depending on the performance of the Datalogic TSR compared to two reference groups: companies included into the "FTSE Italia Star" index and Peers Panel.

The maximum number of Datalogic shares to be assigned under the Plan is 500,000. The shares to be assigned will have regular entitlement.

The Plan provides for the adoption of "claw back" mechanisms.

The Plan will be serviced by shares currently in the Company's portfolio (or subsequently purchased), or shares deriving from any capital increase pursuant to Article 2349 of the Italian Civil Code to be approved by the Shareholders' Meeting.

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For more information, please refer to the Board of Directors' illustrative reports and the information document relating to the Plan which will be made available to the public in accordance with the law and the procedures set out in Articles 114-bis and 125-ter, paragraph 1, of Legislative Decree 58/1998 and subsequent amendments and 84-bis and 84-ter or the Issuers' Regulation.

(\*) Performance goals, to be calculated as reported, are intended before any potential IFRS 5 adjustment which could require reclassification of financial statements for the accounting treatment of business discontinued or held for sale in application of the accounting standard itself.