



Datalogic S.p.A.

Registered office in Via Candini 2, 40012 Calderara di Reno (BO) - share capital Euro 30,392,175.32 fully paid up. Milan Register of Companies, tax code and VAT number 01835711209 - REA n° BO 39717

REGULATION OF THE BOARD OF DIRECTORS

Approved by the Board of Directors of Datalogic S.p.A. on November 11, 2021

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INTRODUCTION

This Regulation of the Board of Directors (hereinafter the "**Regulation**") governs the operating procedures of the Board of Directors of Datalogic S.p.A. (hereinafter referred to as "**Datalogic**" or the "**Company**"), including the procedures for recording minutes of meetings and the procedures for informing Directors, in compliance with laws and regulations, as well as with the provisions of the Company's Articles of Association (hereinafter referred to as the "**Articles of Association**") and the principles and recommendations introduced by the Corporate Governance Code (hereinafter referred to as the "**Corporate Governance Code**") to which the Company adheres.

For all matters not expressly regulated herein, the provisions of law, regulations and of the Articles of Association in force and applicable from time to time shall apply, to which reference is expressly made. In the event of a conflict between the provisions of this Regulation and the provisions contained in the law, regulations or the Articles of Association, the latter shall prevail.

1. COMPOSITION OF THE BOARD OF DIRECTORS

- 1.1 The Company is governed by a Board of Directors (hereinafter the "**Board**" or the "Board of **Directors**") composed of executive, non-executive and independent directors pursuant to the applicable provisions contained in the law, regulations and Articles of Association and taking into account the principles and recommendations of the Corporate Governance Code as well as the gender requirements contained in the laws and regulations applicable from time to time.
- 1.2 The composition of Datalogic's Board of Directors is encouraged to pursue criteria of diversity in terms of gender, age and skills of the directors. In this regard, the Board of Directors adopts a diversity policy aimed, among other things, at ensuring that the administration, management and control bodies can carry out their duties and make decisions in the most effective manner, availing themselves of professional and managerial skills that are suitable for the pursuit of the company's objectives and capable of examining the issues under discussion from different perspectives due to their age, gender and educational background.
- 1.3 If the Shareholders' Meeting has not done so, the Board of Directors shall elect a Chairman among its members (the "**Chairman of the Board of Directors**"). The Board shall also appoint a secretary in accordance with the provisions of article 5 of the Regulation (the "**Secretary**") and may appoint one or more Deputy Chairmen with vicarious functions to those of the Chairman of the Board of Directors, as well as an Honorary Chairman.
- 1.4 Where so required by applicable statutory and regulatory provisions or by the Corporate Governance Code, the Board of Directors shall, in view of a new appointment, express an orientation on its quantitative and qualitative composition it deems optimal, taking into account the results of the self-assessment referred to in Article 6.5 of the Regulation; in which case, said orientation (where expressed) shall identify the managerial and professional profiles and skills deemed necessary, also in light of the Company's sectoral characteristics, considering the diversity criteria set out in Article 1.2 of the Regulation above

and any guidelines expressed on the maximum number of offices as set out in Article 6.4 of the Regulation below.

2. INDEPENDENT DIRECTORS

- 2.1 The Board assesses the independence of each non-executive director immediately after appointment and during the course of his/her term of office if circumstances relevant to independence arise, and, in any case, at least once a year, in order to detect the possible existence of circumstances that jeopardise, or appear to jeopardise, his/her independence of judgement. This assessment is carried out by the Board on the basis of the information provided by the directors and available to the Company, as well as taking into account the principles and recommendations contained in the Corporate Governance Code, as implemented by the independence criteria approved by the Board of Directors. If the information available is not deemed sufficient to assess situations that could potentially indicate non-independence, the Board shall request additional information individually to the relevant director.
- 2.2 For the purposes of assessing the independence of directors, the Board may in any case, in relation to the specific situations that regard each director, contemplate any additional element considered useful and appropriate, adopting additional and/or partially different criteria that favour substance over form, disclosing them in the Corporate Governance Report. The Board shall submit the outcome of the independent assessment to the Board of Statutory Auditors, which shall verify the correct application of the above criteria.
- 2.3 The outcome of assessments on the independence of Directors is disclosed to the market immediately after appointment and subsequently in the Corporate Governance Report, as well as when circumstances relevant to independence occur.
- 2.4 The independent directors shall meet whenever deemed appropriate and, in any case, as often as required by the Corporate Governance Code, in the absence of the other directors, to consider issues deemed of interest with respect to the functioning of the Board and the management of the Company. Meetings of the independent directors only are called on impulse of the Lead Independent Director, if appointed, or at the request of the other independent directors.

3. CHAIRMAN OF THE BOARD OF DIRECTORS

- 3.1 The Chairman of the Board of Directors plays a connection role between the executive and non-executive directors and ensures the effective functioning of the Board's work.
- 3.2 Without prejudice to the powers granted in the laws, regulations and Articles of Association in force and by the recommendations of the Corporate Governance Code as well as the further provisions contained in this Regulation, the Chairman of the Board of Directors shall take care that:
 - a) the information provided prior to meetings and the additional information provided at meetings are adequate to enable directors to act in an informed manner in carrying out their role;

- b) the activities of the internal board committees are coordinated with those of the Board of Directors;
- c) in coordination with the Chief Executive Officer, the managers of the Company and of the Group companies it leads, the heads of the relevant departments according to the topic, as well as external persons or consultants attend Board meetings to provide appropriate insights on the items on the agenda;
- d) all directors and statutory auditors after their appointment and during their term of office, may participate in the forms deemed most appropriate, in initiatives aimed at providing them with an adequate knowledge of the sectors of activity in which the Company operates, of corporate dynamics and their evolution, as well as of the principles of correct risk management and of the regulatory and self-regulatory framework of reference;
- e) the self-assessment process referred to in Article 6.5 of the Regulation is adequate and transparent.

3.3 In case of absence and/or impediment of the Chairman of the Board of Directors, the powers granted to the latter shall be vested in the most senior in age Vice Chairman, if appointed, or in his absence to the most senior Chief Executive Officer (if appointed).

4. **LEAD INDEPENDENT DIRECTOR**

4.1 The Board of Directors shall appoint an independent director as *Lead Independent Director* if:

- a) the Chairman of the Board is the Chief Executive Officer or holds significant management powers;
- b) the position of Chairman is held by the person who controls, even on a jointly basis, the Company;
- c) a majority of the independent directors request so.

4.2 The *Lead Independent Director* is identified by the Board among the independent directors.

4.3 The *Lead Independent Director* is responsible for:

- coordinating the requests and contributions of non-executive directors and, in particular, of independent directors;
- coordinating meetings of independent directors only;
- convening, independently or at the request of other independent directors, special meetings of independent directors only, to discuss issues considered of interest with respect to the functioning of the Board of Directors and to the Company's management;
- report to the Chairman of the Board of Directors any issues to be submitted to the examination and assessment of the entire Board as a result of the meetings of the independent directors only.

5. SECRETARY OF THE BOARD OF DIRECTORS

- 5.1 Upon the recommendation of the Chairman of the Board of Directors, the Board shall appoint and remove the Secretary of the Board of Directors (the "**Secretary**"). In case of absence or impediment of the Secretary, the Board shall appoint, from time to time, a person who replaces the Secretary upon recommendation of the Chairman of the Board of Directors, and the powers, duties or obligations of the Secretary shall be exercised or performed in his stead by the substitute.
- 5.2 The Secretary may be chosen from the Company's employees or be a person external to the Company, provided that he or she possesses the adequate requisites of professionalism and independence of judgment, and possesses adequate experience in the legal and corporate field, with particular reference to practices concerning the corporate governance of listed companies, as well as in corporate secretarial activities.
- 5.3 The Secretary supports the activities of the Chairman of the Board of Directors and provides, with impartial judgement, assistance and advice to the Board of Directors on all aspects relevant to the proper functioning of the corporate governance system. The Secretary also assists the Chairman of the Board of Directors in activities related to the proper functioning of the Board.
- 5.4 The person identified by the Board of Directors to hold the position of Secretary shall perform the same role, and with the same duties, also in the Executive Committee, if appointed, and in the internal board committees, in compliance with the criteria established by the Corporate Governance Code.
- 5.5 In order to carry out his duties, the Secretary makes use - where appropriate - of a specific structure or, in any case, of adequate resources defined by the Chief Executive Officer. In addition, the Secretary has access to the information and business functions necessary to perform his duties, has access to financial resources and makes use of external consultants, under the terms established by the Chief Executive Officer.

6. POWERS AND DUTIES OF THE BOARD OF DIRECTORS

- 6.1 Pursuant to the Articles of Association, the Board of Directors is vested with the broadest powers for the ordinary and extraordinary management of the Company and, more specifically, has the power to carry out all acts deemed necessary to achieve the corporate purpose, excluding those reserved to it by law or the Articles of Association.
- 6.2 Pursuant to the Articles of Association, the Board of Directors may appoint from among its members one or more Chief Executive Officers and/or an Executive Committee, defining, within the limits set by article 2381 of the Italian Civil Code, their powers, the frequency, which in any case shall not be of less than once every three months, with which these bodies must report to the Board of Directors and the Board of Statutory Auditors on the general management performance, on the activities performed in exercising the powers delegated to them, as well as on the most important economic, financial and patrimonial operations carried out by the company and its subsidiaries. With regards the executive committee (if appointed), the Board of Directors shall determine the number of its members, its term and

the rules governing its operation. If an executive committee is established, the Chairman of the Board of Directors, the Vice Chairman(s) (if appointed) and the Managing Director(s) (if appointed) shall be members by right.

- 6.3 Each Director shall ensure adequate availability of time for the diligent fulfilment of the tasks assigned to him.
- 6.4 Where so required by law, regulations or the provisions of the Corporate Governance Code applicable *pro tempore*, the Board of Directors shall express its orientation on the maximum number of offices, held in boards of directors or boards of statutory auditors in other companies listed on regulated markets (including foreign markets), financial companies, banks, insurance companies or companies of significant size, that may be considered compatible with the effective performance of the office of director of the Company, taking into account the commitment resulting from the role covered, adopting a specific procedure.
- 6.5 With the frequency required by the Corporate Governance Code and, in any case, at least every three years in view of the renewal of the Board of Directors, the Board of Directors evaluates the effectiveness of its activities and the contribution made by its individual members, by means of formalised procedures whose implementation it supervises. To this end, the Board of Directors carries out its own evaluation of the size, composition and functioning of the Board itself and of the internal board committees (so-called board review) in accordance with the provisions contained in the Corporate Governance Code. The self-assessment may also be carried out in different ways during the Board's term of office and, where deemed appropriate, the Board may seek the assistance of an independent external consultant. The results of the self-assessment are set out in the corporate governance report (the "**Corporate Governance Report**").

7. **PRE-MEETING INFORMATION**

- 7.1 The Chairman of the Board of Directors, through the Secretary, ensures that the supporting documentation relevant to the items on the agenda is made available to the Directors and Auditors within the second day before the Board meeting.
- 7.2 In certain exceptional cases, where it is not possible to guarantee compliance with the required timings and/or the documentation is made available directly at the meeting, the Chairman of the Board of Directors ensures that during the Board meeting all the Directors are provided with adequate information on the matters to be discussed and that an appropriate amount of time is set aside for the in-depth analyses considered useful for a correct understanding of the matter.

- 7.3 The delivery of documentary materials is directed by the Secretary who acts in coordination with the corporate bodies who are responsible from time to time. Communication to third parties of documents transmitted prior to Board meetings is forbidden, and strictly confidential documentary material that is not already publicly available is classified as "confidential" and protected by a password. The Company may also make use of a digital platform with access restricted to authorised persons for the transmission of supporting documentation relating to the items on the agenda.
- 7.4 Supporting documentation distributed to Directors and Statutory Auditors is kept on file with the Board.

8. MEETINGS OF THE BOARD OF DIRECTORS

- 8.1 Meetings shall be called and conducted in the manner and timing prescribed by the Articles of Association.
- 8.2 The Chairman of the Board of Directors, also at the request of one or more Directors, may invite executives of the Company or of Group companies, as well as other individuals or external consultants, whose presence is deemed useful in relation to the items on the agenda, to attend individual Board meetings. These persons shall in any case be required to comply with the same confidentiality obligations provided for Directors and Statutory Auditors by article 10 of the Regulation.
- 8.3 The discussion of the items on the agenda shall take place in the order defined in the notice of call, without prejudice to the right of the Board of Directors to change the order of discussion of the items on the proposal of the Chairman or a Director and in the event of justified reasons.
- 8.4 Once all the speeches, responses and replies have been made, the Chairman of the Board of Directors declares the discussion closed and invites the Board to resolve.
- 8.5 Resolutions of the Board of Directors are passed in accordance with the law, the Articles of Association and the Company's regulations applicable from time to time.
- 8.6 Resolutions are immediately effective, unless otherwise provided for, and are brought to the attention of the departments and organisational units concerned and, as far as their respective competences are concerned, of the control departments.
- 8.7 Pursuant to the Articles of Association, minutes of Board resolutions are drawn up by the Secretary or his substitute and signed by the Chairman of the Board of Directors and the Secretary or his substitute (or by the notary public in the cases envisaged by current legislation). Following the meeting, a draft of the minutes is sent to all Directors and, after their approval, transcribed by the Secretary in the book of Board meetings and resolutions.
- 8.8 The Chairman of the Board of Directors or the Secretary may make statements regarding the resolutions or disclose extracts of the resolutions taken at Board meetings when the minutes of those meetings have not yet been transcribed on the books.

9. **INTERNAL BOARD COMMITTEES**

- 9.1 In accordance with the provisions of the Corporate Governance Code, the Board of Directors may set up internal committees with investigative, propositional and advisory functions, on the subjects of appointments, remuneration, and control and risks, as well as on other subjects considered important for the Company, to whom are entrusted the tasks of supporting the Board in carrying out its role (the "**Committees**" and, individually, the "**Committee**").
- 9.2 The Board of Directors defines the tasks and operating procedures of the Committees and determines their composition, giving primary consideration to the competence and experience of their members. Each Committee is coordinated by a Chairman, who informs the Board of the activities carried out at the first useful meeting. The functioning, tasks and composition of the Committees may be supplemented or amended at any time by a resolution of the Board of Directors in compliance and in accordance with the provisions of the Corporate Governance Code.
- 9.3 The Chairman of each Committee may invite to attend individual meetings the Chairman of the Board of Directors, the Chief Executive Officer, other Directors and, after informing the Chief Executive Officer, representatives of the relevant departments. In addition, the meetings of each Committee may be held jointly with those of the Board of Statutory Auditors, which may otherwise only attend the meetings.
- 9.4 The Committees are entitled to access the information and departments necessary to carry out their duties, have access to financial resources and make use of external consultants in accordance with the terms established by the Board of Directors.
- 9.5 Articles 7, 8 and 10 of the Rules of Procedure shall apply to the meetings of the Committees, as far as compatible.

10. **CONFIDENTIALITY OBLIGATIONS**

- 10.1 Directors and Statutory Auditors are required to keep confidential the documents and information acquired when carrying out their duties and to comply with the rules embraced by the Company for the disclosure of such documents and information, in accordance with the procedures set out in the specific internal policies concerning the management and processing of confidential, potentially inside information.
- 10.2 Persons invited to attend board meetings pursuant to the provisions of article 8.2 of the Regulation are required to comply with the same confidentiality obligations to which Directors are subject pursuant to article 10.1 of the Regulation, in any case without prejudice to any further confidentiality obligations imposed on them pursuant to any applicable legislation, including professional legislation, or pursuant to specific confidentiality agreements to which they are party.

11. CALENDAR OF COMPANY EVENTS

- 11.1 In compliance with the obligations set out in the market regulations of Borsa Italiana S.p.A., the Board annually approves the dates of the meetings associated to the corporate events provided for by said regulations, which shall be notified to the market within the term set out in the law or regulations.
- 11.2 In particular, the calendar should specify, within the framework of the Board meetings set out for the new financial year, the dates for the approval of the draft annual financial statements, the periodic financial reports and the date scheduled for the Shareholders' Meeting.

12. FINAL PROVISIONS

- 12.1 At least once every three years and, in any event, following the renewal of the Board of Directors, as well as following the introduction of legislative or regulatory changes relevant to the implementation of this Regulation, the Directors shall discuss the effectiveness of this Regulation, by adopting any consequent amendments and/or additions to this Regulation.
- 12.2 This Regulation is published on the Company's website www.datalogic.com and shall come into force in the moment of its approval.

This Regulation is drafted in Italian and in English language; in the event of discrepancies, the prevailing and binding version is the Italian one.