

# REPORT ON CORPORATE GOVERNANCE AND OWNERSHIP STRUCTURE 2023

Pursuant to Article 123-*bis* of the TUF  
Traditional management and control model

Datalogic S.p.A.  
[www.datalogic.com](http://www.datalogic.com)

Approved by the Board of Directors at its meeting on March 14, 2024

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## GLOSSARY

**Code/CG Code:** the Corporate Governance Code of listed companies approved in January 2020 by the Corporate Governance Committee and promoted by Borsa Italiana S.p.A., ABI, Ania, Assogestioni, Assonime and Confindustria.

**Civ. code:** the Italian Civil Code.

**CG Committee/Corporate Governance Committee:** the Italian Committee for Corporate Governance of listed companies, promoted by Borsa Italiana S.p.A., ABI, Ania, Assogestioni, Assonime and Confindustria.

**Control, Risks, Remuneration and Appointments Committee/Sole Committee/Committee:** the Board committee established by the Issuer's Board of Directors on April 29, 2021 and tasked with responsibilities in the areas of control and risk management, as well as remuneration and appointments, in accordance with the CG Committee guidelines.

**Board:** the Issuer's Board of Directors.

**Report Date:** March 14, 2024.

**Datalogic/Company/Issuer:** Datalogic S.p.A.

**Year:** year 2023.

**Issuer Regulation:** the Regulation issued by CONSOB through Resolution No. 11971 of 1999 (as subsequently amended) regarding issuers.

**Market Regulation:** the Regulation issued by CONSOB through Resolution No. 20249 of 2017 (as subsequently amended) regarding markets.

**Related Party Regulation:** the Regulation issued by CONSOB through Resolution No. 17221 of March 12, 2010 (as subsequently amended) regarding related-party transactions.

**Report:** this report on Datalogic's corporate governance and ownership structure, prepared pursuant to and in accordance with Article 123-bis TUF.

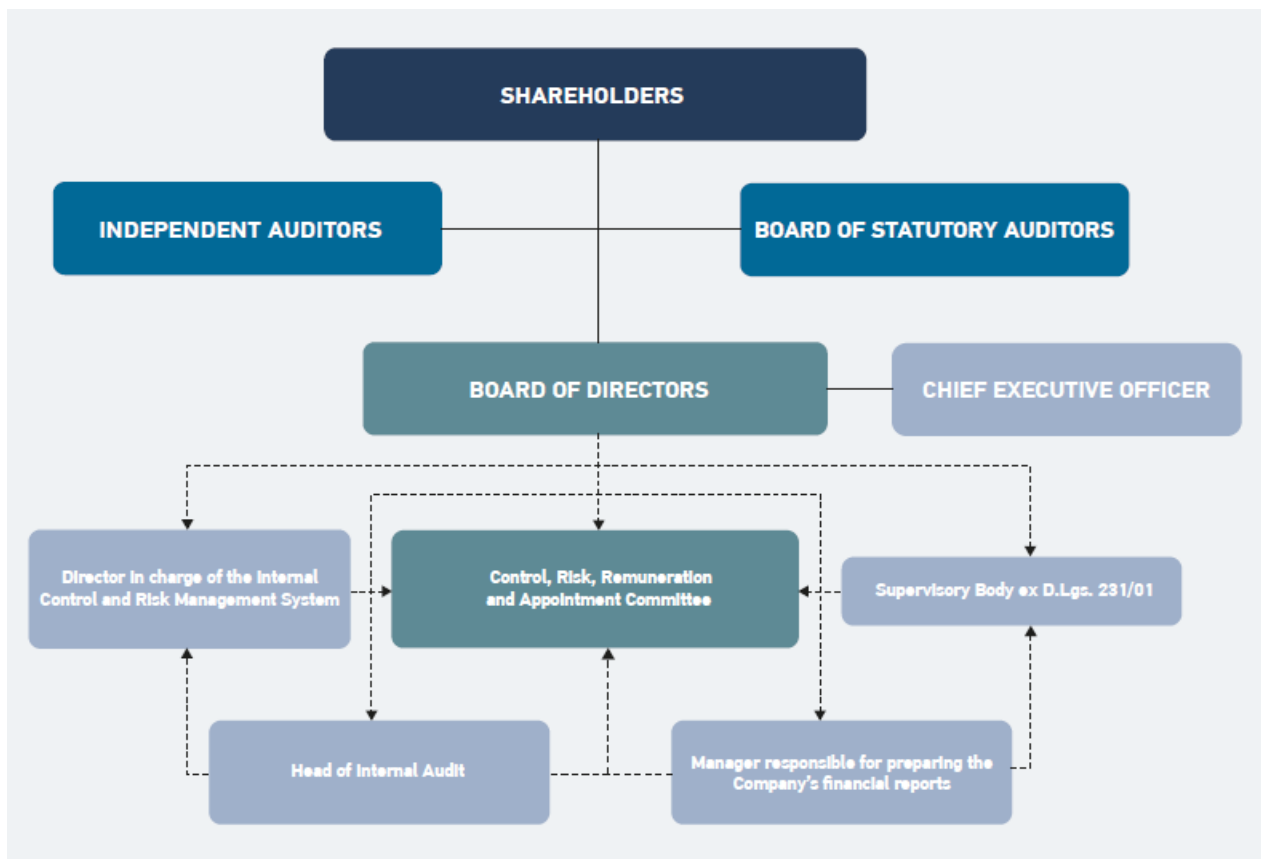
**Remuneration Report:** the report on the remuneration policy and on compensation paid that companies are required to prepare and publish pursuant to Articles 123-ter and 84-quater of CONSOB Issuer Regulation.

**Consolidated Law on Finance/TUF:** Legislative Decree No. 58 of February 24, 1998 (as subsequently amended).

## 1. ISSUER PROFILE

Datalogic (and its parent group), world leader in the fields of automatic data capture and industrial automation, is one of the major producers of barcode readers, mobile computers, detection, measurement and safety sensors, vision and laser marking systems. Datalogic offers innovative solutions for a wide range of applications targeting the retail, transportation and logistics, manufacturing and healthcare industries. Datalogic's products are used in over a third of the world's supermarkets, retail stores, airports, postal, and shipping services, making it uniquely equipped to offer solutions that simplify and enhance daily life. Datalogic S.p.A. has been listed on the Euronext STAR Milan segment of the Italian Stock Exchange since 2001.

Datalogic continually focuses on the adequacy and efficiency of its corporate governance system, evolving its decision-making and control structures in line with national and international best practices in corporate governance. Datalogic's traditional corporate governance system, as shown in the flowchart below, is guided by principles of fairness and transparency in management and information, ensured through an ongoing process of verifying their actual implementation and effectiveness.



The Board of Directors steers the Company towards sustainable success through measures such as remuneration policies that include both short-term and long-term variable incentive plans, and by engaging in sustainable activities for the Company and the Group, as detailed in the Consolidated Non-Financial Statement pursuant to Legislative Decree 254/2016. In pursuit of sustainable success, the

governing body approved a policy on November 11, 2021 to manage dialogue with shareholders, promoting continuous communication with them. This policy is available on the Company website ([www.datalogic.com](http://www.datalogic.com)). For further information, see Section 12 of the Report.

Additionally, on November 3, 2020, the Company updated its Code of Ethics, which outlines the set of principles that the Company and its subsidiaries follow in conducting business, carrying out activities, and managing relationships with those individuals acting on their behalf, in any capacity. These principles include impartiality in interactions with all counterparts, avoiding discrimination based on age, racial and ethnic origin, nationality, political opinions, religious beliefs, gender, sexual orientation, or health status, along with commitments to health protection, environmental sustainability, and the social responsibility of the Company and its group. The text of the Code of Ethics is available on the Company website ([www.datalogic.com](http://www.datalogic.com)).

In accordance with Articles 3 and 4 of Legislative Decree 254/2016, the Company has prepared the consolidated non-financial statement for the year, available on the Company website ([www.datalogic.com](http://www.datalogic.com)).

For the year ended December 31, 2023, the Company does not qualify as an "SME" as defined by Article 1, paragraph 1, lett. w-quater.1 of the TUF and Article 2-ter of the Issuer Regulation.

However, it should be noted that the Company assumed this qualification as of January 1, 2024, as disclosed to the market. The acquisition of the "SME" status by Datalogic entails, among other things, raising the minimum threshold for reporting significant equity interests under Article 120 of the TUF from 3% to 5% of the voting share capital.

**Datalogic meets the Code's definition of a concentrated ownership company, but not that of a large company.** However, the Board of Directors has not utilised all flexibility options available to concentrated-ownership companies and those other than large companies as defined by the Code, such as assigning the responsibilities of the Appointments Committee to the sole committee established within the governing body.

## 2. INFORMATION ON OWNERSHIP STRUCTURE

### 2.1 Share capital structure

The subscribed and paid-up share capital is €30,392,175.32, divided into 58,446,491 ordinary shares with a par value of €0.52.

At the Report Date, no financial instruments have been issued granting the right to subscribe to newly-issued shares. The Company currently has a share-based incentive plan approved by the Shareholders' Meeting on April 29, 2022, called the "Performance Shares Plan 2022 - 2024". This plan addresses executive directors and key management personnel of the Company, among others. Further information

regarding the plan and the related disclosure document can be found in the corporate governance section of the Company website [www.datalogic.com](http://www.datalogic.com). For further details, see Table 1 attached to the Report and the Report on Remuneration and on Compensation Paid, available on the Company website.

## **2.2 Restrictions on the transfer of securities**

There are no restrictions on the transfer of securities.

## **2.3 Significant equity interests in the share capital**

See Table 1 for the identification of individuals who, as published by CONSOB, hold significant equity interests.

## **2.4 Securities granting special rights**

There are no securities granting special controlling rights.

On May 4, 2017, Datalogic's Extraordinary Shareholders' Meeting approved the amendment of Article 6 of the Company's Bylaws to introduce the increased voting rights system. As per this amendment effective from the Report Date, each ordinary share of the Company grants the holder two votes, under the conditions that (i) the share has been held by the same individual through a legal entitlement permitting the exercise of voting rights continuously for a minimum of twenty-four months, and (ii) this is verified by registration in the special list maintained by the Company for a continuous duration of at least twenty-four months. The Board of Directors meeting held on March 19, 2020, approved a new version of the regulation governing the operating procedures for inclusion in the special list of shareholders who wish to take advantage of the increased voting right. For further details, see the corporate governance section of the Company website [www.datalogic.com](http://www.datalogic.com).

At the Report Date, Hydra S.p.A. is the only shareholder that applied on July 27, 2017 and obtained on August 7, 2019 the increased voting right for 37,787,323 shares, or 64.65% of Datalogic's share capital. As a result of the increased voting rights on its shares, at the Report Date, Hydra S.p.A. holds 75,687,323 voting rights, representing 78.65% of the Company's total voting rights. For further details, see the corporate governance section of the Company website [www.datalogic.com](http://www.datalogic.com).

## **2.5 Employee share ownership: method for exercising voting rights**

In the case of employee share ownership, there are no methods for exercising voting rights if this right is not exercised directly by employees.

## **2.6 Restrictions on voting rights**

There are no restrictions on voting rights.

## **2.7 Shareholder agreements**

On February 15, 2019, certain shareholders of Hydra S.p.A. informed CONSOB and the Company that they had entered into a shareholders' agreement, with a term of three years, renewable for an additional three years upon its first expiration, and a communal regulation containing material covenants pursuant to

Article 122, paragraphs 1 and 5, lett. a) and b) of the TUF concerning the corporate governance of Hydra S.p.A. and its subsidiaries (including Datalogic) and restrictions on the transfer of its shares. For further details, see the corporate governance section of the Company website [www.datalogic.com](http://www.datalogic.com). When it first expired, the agreement was automatically renewed for an additional three years until 2025.

## **2.8 Change of control clauses and statutory provisions on takeover bids**

### Change of control clauses

At the Report Date, it should be noted preliminarily that:

- Hydra S.p.A. exercises, pursuant to and in accordance with Article 2359 of the Italian Civil Code, direct control over Datalogic, possessing a majority of the votes that can be exercised at the Ordinary Shareholders' Meeting;
- Hydra S.p.A. does not exercise, pursuant to and in accordance with Articles 2497 et seq. of the Italian Civil Code, direction and coordination activities over Datalogic;
- there is no subject who can directly or indirectly exercise control over Hydra S.p.A..

That said, it should be noted that the agreements allowing for the renegotiation of contractual conditions in the event of a change of control of Datalogic primarily consist of the medium- to long-term bank loan agreements signed by the Issuer itself<sup>1</sup>.

### Statutory provisions on takeover bids

Regarding takeover bids, Datalogic's Bylaws do not include exceptions to the provisions stipulated by the TUF concerning the passivity rule, nor do they contain provisions regarding the application of the neutralisation rules outlined in Article 104-bis of the TUF.

## **2.9 Powers to increase the share capital and authorisations to purchase treasury shares**

### Powers to increase the share capital

On May 23, 2018, the Extraordinary Shareholders' Meeting granted the Board of Directors the powers, in accordance with Article 2443 of the Italian Civil Code, to make a paid divisible increase in the share capital, on one or more occasions, excluding option rights pursuant to Article 2441, paragraph 4, second sentence of the Italian Civil Code. These powers are valid until May 22, 2023, and are intended to bolster existing investments or to execute industrial projects or agreements with other partners aligning with Datalogic Group's development strategy.

The Board of Directors may not issue equity financial instruments.

### Authorisation to purchase treasury shares

At the Report Date, Datalogic's Board of Directors is authorised to proceed with the purchase and disposal of treasury shares, under the terms outlined in the shareholders' resolution passed last April 27, 2023. For

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<sup>1</sup> For further information on these loan agreements, see the 2023 Annual Financial Report published by Datalogic pursuant to Article 154-ter of the TUF, available on [www.datalogic.com](http://www.datalogic.com).



further details, see the corporate governance section of the Company website [www.datalogic.com](http://www.datalogic.com). Additionally, the annual shareholder's meeting, to be convened for April 30, 2024, will include the renewal of the buyback authorisation, with terms largely consistent with those of the previous authorisation, among other agenda items.

At December 31, 2023, the company held 4,800,000 treasury shares in its portfolio, representing 8.21% of the share capital and 4.99% of the total voting rights, as the company had adopted the so-called "increased voting rights system".

### **2.10 Direction and coordination activities (pursuant to Article 2497 et seq. Italian Civil Code)**

At the Report Date, Datalogic exercises, pursuant to and in accordance with Articles 2497 et seq. of the Italian Civil Code, direction and coordination activities over the companies - directly or indirectly controlled - that are part of the Datalogic Group as outlined in the Annual Financial Report at December 31, 2023.

At the Report Date, the Issuer, although controlled by Hydra S.p.A. pursuant to and in accordance with Article 2359 of the Italian Civil Code, is not subject to direction and coordination activities by Hydra S.p.A. pursuant to and in accordance with Articles 2497 et seq. of the Italian Civil Code. This is because the primary decisions concerning the Company's management are made within its own bodies, and the Company operates autonomously regarding its dealings with customers and suppliers, without any interference from Hydra S.p.A..

## **3. COMPLIANCE**

By a resolution passed by the Board of Directors on November 12, 2020, Datalogic adopted the Corporate Governance Code for Listed Companies, as approved by the CG Committee in January 2020 and applicable from January 1, 2021. It is publicly available on the Corporate Governance Committee website at <https://www.borsaitaliana.it/comitato-corporate-governance/codice/2020.pdf>

In 2021, Datalogic's Board of Directors adopted resolutions deemed necessary or suitable to adhere to the principles and recommendations outlined in the Corporate Governance Code applicable to companies with concentrated ownership and companies other than large companies, as defined in the CG Code.

It should be noted that, at the Report Date, the Issuer, being a Company listed on the STAR segment, is also subject to the specific requirements outlined in the "Regulation of the Markets organised and managed by Borsa Italiana S.p.A." and its instructions, pertaining to the additional prerequisites essential for obtaining (and retaining) the aforementioned STAR qualification.

This Report is also prepared based on the format of the Italian Stock Exchange.

At the Report Date, neither the Issuer nor its strategic subsidiaries are subject to non-Italian legal provisions that could impact the Company's corporate governance structure.

## **4. BOARD OF DIRECTORS**

### **4.1 ROLE OF THE BOARD OF DIRECTORS**

Consistent with the traditional management and control model, the Board of Directors bears the responsibility for offering strategic guidance and overseeing the entirety of business operations. It holds the authority to direct the management as a whole and to directly intervene in various significant decisions essential or beneficial for achieving the corporate object.

In fulfilling its duties, the Board receives support from a dedicated Sole Committee, established internally, which is tasked with fact-finding, propositional, and/or advisory responsibilities. For further information on the Sole Committee, see Section 6 of the Report.

#### **Performance of the assignment**

In accordance with the provisions of the Bylaws, Datalogic is governed by a Board of Directors elected by the Shareholders' Meeting. Datalogic's Directors act and resolve with comprehensive knowledge and autonomy, establishing the Company's and its parent Group's strategies in alignment with the overarching goal of sustainable success. This is defined as the generation of long-term value for the shareholders while considering the interests of other stakeholders pertinent to the Company. The Directors also oversee the execution of these strategies.

The Board of Directors determines the corporate governance system that best facilitates the management of the company's operations and the implementation of its strategies, adhering to the legal, regulatory, and statutory provisions applicable to the Company.

The Board of Directors also fosters dialogue with Shareholders and other stakeholders relevant to the Company in the most appropriate ways. For further information on Datalogic's policy on shareholder dialogue, see Section 12 of the Report.

#### **Responsibilities of the Board of Directors**

The Board of Directors is vested with the broadest powers for both ordinary and extraordinary management of the Company. Within the bounds prescribed by law, it possesses the authority to execute all actions deemed essential for fulfilling the corporate object, except for those reserved by law to the shareholders' meeting. Specifically, as stipulated in the Bylaws, the Board of Directors is empowered to: (i) establish committees and commissions, including those aimed at aligning the corporate governance system with the model outlined in the Corporate Governance Code; (ii) open and close branch offices; (iii) approve mergers in accordance with the provisions of Articles 2505 and 2505 bis of the Italian Civil Code; and (iv) relocate the registered office within the national territory and amend the Bylaws to comply with regulatory provisions. In accordance with the provisions of the CG Code, the Board of Directors:

- (a) reviews the strategic, business, and financial plans of Datalogic and the Datalogic Group, analysing aspects pertinent to long-term value creation, and regularly oversees their execution;
- (b) defines Datalogic's corporate governance system and the Group's corporate structure, conducting regular evaluations to compare the results achieved with those planned;
- (c) defines the nature and level of risk consistent with Datalogic's strategic targets, including in its assessments all risks that may be significant for the Group from a sustainability point of view in the medium to long term;
- (d) assesses the adequacy of Datalogic's organisational, administrative and accounting system, as well as that of its strategic subsidiaries, with particular regard to the internal control and risk management system; it is important to note that by resolution dated April 29, 2021, the Board identified the following subsidiaries as strategic: Datalogic S.r.l. and Datalogic Ip Tech S.r.l.;
- (e) establishes the frequency, usually not more than three months, through which the delegated bodies shall report to the Board on the activities carried out in the exercise of the powers granted to them; it should be noted that by resolution dated April 29, 2021, it was stipulated that the delegated bodies must report to the Board of Directors at least 4 times during the year, when approving the financial reports for the period;
- (f) assesses the Company's general performance, paying particular attention to the information received from the delegated bodies, and regularly comparing the results achieved with those planned;
- (g) resolves on the transactions carried out by Datalogic and its subsidiaries, when these transactions have significant strategic relevance in terms of operating results, capital or financial position for Datalogic; to this end, it establishes general guidelines for identifying transactions with significant strategic relevance;
- (h) conducts at least once every three years an assessment of the operation of the Board itself and its committees, as well as their size and composition, also taking account of elements such as professional qualifications, experience, including managerial experience, and gender of its members, as well as length of office, also with regard to the diversity criteria set forth in Recommendation 4 of the Corporate Governance Code. If the Board of Directors engages external consultants for the purpose of self-assessment, the corporate governance report must disclose any additional services provided by these consultants to Datalogic or companies in a controlling relationship with Datalogic;
- (i) if the Company qualifies as a company other than those with concentrated ownership (as defined in the CG Code), it should communicate to shareholders, before the appointment of the new board, the guidelines regarding the managerial and professional profiles considered suitable for

- board membership;
- (j) provides disclosure in the corporate governance report: 1) on its composition, indicating for each member the qualification (executive, non-executive, independent), the role held within the Board, the main professional qualifications, as well as the length of office from the first appointment; 2) on the number and average duration of the meetings of the Board and of the executive committee, if any, held during the year, as well as the relative percentage of attendance of each director; 3) on the procedures for performing the evaluation process on the operation of the Board and its committees;
  - (k) in order to ensure the correct management of corporate information, it adopts, upon the proposal of the Chief Executive Officer or the Chairman of the Board of Directors, a procedure for the internal management and external communication of documents and information regarding the Datalogic Group, with particular regard to inside information.

#### **Assessment regarding the general performance of operations**

At the meetings held in 2023 concerning, among others, the approval of the financial results for the period and, most recently, at the meeting held on March 14, 2024, the Board of Directors was able to assess, based on the information received from the delegated bodies, the general performance of operations, including against the planned targets, as well as the adequacy of the Company's organisational, administrative and accounting structure on the basis of the preliminary activity conducted by the Sole Committee and the guidance provided by the Manager responsible for the preparation of the Company's financial reports.

#### **Assessment of the adequacy of the organisational, administrative and accounting structure of the Issuer and the strategic Subsidiaries**

During the year, the Board of Directors assessed the adequacy of the organisational, administrative and accounting structure of the Company and its subsidiaries, with particular regard to the internal control and risk management system.

Regarding the internal control and risk management system of the Company and its group, at the meetings held on March 9 and August 2, 2023, as well as during the most recent meeting on March 14, 2024, the Board of Directors, through the preliminary activity of the Sole Committee, conducted a thorough assessment. This evaluation involved engaging with the Chief Executive Officer, the Head of the Internal Audit Department, the Board of Statutory Auditors, the Independent Auditors, and the Supervisory Board as mandated by Legislative Decree 231/2001. The Board ascertained the adequacy, effectiveness, and proper operation of the system to accurately identify, measure, manage, and monitor primary risks associated with the Issuer and its subsidiaries. Additionally, this assessment considered the alignment of these risks with the Company's business targets.

In this regard, see Section 9 of this Report.

### **Transactions of material strategic, operating, capital or financial significance**

In accordance with Recommendation 1, lett. e) of the CG Code, the Board of Directors is tasked with reviewing and approving Company transactions of material, strategic, operating, capital, or financial significance. This oversight may involve the assistance of the Control and Risk Committee.

Without prejudice to the responsibilities and powers reserved by law and the Bylaws, as well as the structure of delegated powers, the Board of Directors of Datalogic is responsible for prior approval of the following acts and transactions, irrespective of whether approval jurisdiction lies with Datalogic or with companies controlled - directly or indirectly - by Datalogic, when each transaction or act exceeds €15 million:

- (a) the purchase, sale, exchange and transfer of real estate and immovable property rights;
- (b) the creation of security interests on real estate;
- (c) the assumption, purchase or disposal of corporate equity interests;
- (d) the purchase, sale, exchange and transfer of Datalogic's entire business complex or individual business units.

### **Procedure on inside information**

With regard to the procedure adopted by Datalogic for market disclosure of inside information, see Section 5 of this Report.

### **Corporate governance system**

During the year, the Board of Directors did not deem it necessary to express reasoned proposals to be submitted to the Shareholders' Meeting regarding the definition of Datalogic's corporate governance system, as it was considered already effective for the Company's requirements.

### **Dialogue policy with shareholders**

On November 11, 2021, the Board of Directors adopted a policy for engaging with all of shareholders, in line with Recommendation 3 of the Corporate Governance Code. The updated text of the policy is available on the Company website ([www.datalogic.com](http://www.datalogic.com)).

See Section 12 of the Report for details on Datalogic's shareholder dialogue management policy.

For information regarding the powers granted to the Board on (i) its composition and operation, (ii) appointment and self-assessment, (iii) remuneration policy, and (iv) internal control and risk management system, see Sections 4.3 and 4.4 and Sections 7, 8, and 9 of the Report, respectively.

## 4.2 APPOINTMENT AND REPLACEMENT OF DIRECTORS

Article 15 of the Bylaws stipulates that the Company's Board of Directors is composed of a minimum of 3 to a maximum of 15 members (including non-shareholders, who hold office for up to a maximum of 3 years, as determined by the Shareholders' Meeting at the time of appointment) appointed through the so-called "list voting" system, thereby ensuring that so-called "minorities", in the event of the submission of at least two lists, are able to appoint a Director.

Lists submitted by shareholders, signed by the submitters, must be filed at the Company's registered office, accessible to all upon request, at least 25 days before the Shareholders' Meeting's scheduled date. They are then made publicly available at the Company's registered office, on Datalogic's website, and through other means stipulated by CONSOB, at least 21 days before the Shareholders' Meeting.

Each member is permitted to submit or support the submission of only one list, and each candidate is allowed to appear on only one list, under penalty of ineligibility. Each eligible voter may vote for only one list.

Shareholders participating in a voting syndicate may submit or support the submission of only one list and may not vote for different lists. Directors are eligible for re-election.

Under the Bylaws, shareholders holding, individually or collectively, shares with voting rights amounting to at least 2.5% of the share capital with voting rights in the ordinary shareholders' meeting, or the lower threshold stipulated by CONSOB regulations, have the right to submit lists. They must substantiate their ownership of the requisite number of shares within the time limit designated for the Company to disclose them (21 days before the shareholders' meeting). In Executive Resolution 76 of January 30, 2023, CONSOB set 2.5% of the share capital required to submit lists of candidates for the appointment of the governing body. This percentage was also confirmed for 2023 by CONSOB Executive Resolution 92 of January 31, 2024.

Under the Bylaws, each list of candidates, listed by consecutive numbers not exceeding 15, must include at least 1 independent candidate. This requirement is subject to adherence to the prevailing regulations in force on gender balance.

However, given Datalogic's STAR status granted by Borsa Italiana and its adherence to the CG Code, if the Board comprises a specific number of members:

- between 9 and 14, the number of independent directors should be at least 3 candidates;
- equal to 15 members, the number of independent directors should be at least 4 candidates.

Together with each list, there must be acceptances of candidacy by individual candidates and statements confirming the absence of ineligibility or incompatibility, as well as the fulfilment of the requirements prescribed for their respective offices.

The Bylaws do not stipulate independence criteria beyond those mandated by the TUF for supervisory board members, nor do they outline specific professionalism requirements for assuming the office of director.

Given the adherence to the CG Code and STAR status, it is advisable for shareholders to appoint independent directors who also meet the criteria outlined in the CG Code for independence.

Accompanying the aforementioned statements, a curriculum vitae for each candidate is submitted, detailing their personal and professional background, including any qualifications for independence according to both legal criteria and those established by the Company.

Lists submitted without complying with the described provisions are considered as not submitted.

Members of the Board of Directors are elected as specified below:

- all but one of the directors to be elected shall be drawn from the list with the highest number of votes cast by those entitled to vote, in the sequential order in which they appear on the list;
- the remaining director shall be identified in the candidate listed first in the sequential order of the minority list with the highest number of votes, provided that the candidate is not connected, either directly or indirectly, with those who have the right to vote and have submitted or voted for the list that received the highest number of votes.

For the purpose of the allocation of the directors to be elected, no account shall be taken of the lists that have not obtained a percentage of votes equal to at least half of the percentage required by the Bylaws for the submission of the lists.

If the prevailing regulations in force on gender balance are not met with the previously elected candidates, the members of the most represented gender who were elected last in the sequential order of the list with the highest number of votes will be replaced. This replacement will be made by members of the least represented gender who were not elected, in order to restore compliance with the gender balance criterion, following the sequential order of the same list.

Additionally, should the Board of Directors consist of more than 7 members, if with the candidates elected in the above manner, the appointment of directors who meet the independence requirements in a number at least equal to the number provided for by law or by these Bylaws is not ensured, the candidate and/or the 2 candidates, in the event of a lack of 2 independent directors, non-independent director(s) elected as the last in sequential order in the list that received the highest number of votes, shall be replaced by the independent candidate(s) not elected from the same list according to the sequential order, subject in any case to compliance with the prevailing regulations in force on gender balance.

Any independent director who, subsequent to their appointment, no longer meets the independence criteria, must promptly inform the Board of Directors. In any case, they will automatically cease to hold office.

In the event that only one list is submitted or in the event that no list is submitted, the Shareholders' Meeting shall pass resolutions by legal majorities, without following the above procedure, without prejudice to the need for at least 2 directors to meet the independence requirements, in the event that the Board of Directors is composed of more than 7 members, or only 1 independent member, in the event that the Board of Directors is composed of 7 or fewer members, and without prejudice in any case to compliance with the prevailing regulations in force on gender balance.

If one or more directors leave office during the year, provided that the majority is still made up of directors appointed by the shareholders' meeting and subject in all cases to compliance with the prevailing regulations in force on gender balance, the following actions are undertaken:

- i) the directors remaining in office, by a resolution approved by the Board of Statutory Auditors, shall appoint replacements pursuant to Article 2386 of the Italian Civil Code, choosing them by co-optation progressively from among the first unelected candidates (who are still eligible) from the same list to which the directors who have ceased to hold office belonged, taking account of the provisions of this article on the rights of minorities or independent directors, and the shareholders' meeting shall resolve, with the majorities provided by law, respecting the same principles; or
- ii) if the replacement method indicated in i) above is not feasible due to the absence of non-elected directors or the refusal of non-elected directors to accept the office, the remaining directors shall co-opt the remaining directors without list constraints, taking account of the provisions of this article regarding the rights of minority or independent directors, and the Shareholders' Meeting shall pass resolutions, with the legal majorities, respecting the same principles; or
- iii) the directors remaining in office, with a resolution approved by the Board of Statutory Auditors, shall refer to the shareholders' meeting at the earliest meeting available the decision on (a) the replacement of the directors who have ceased to hold office, taking account of the provisions of this article on the rights of minorities or independent directors, and the shareholders' meeting shall resolve with the legal majorities, respecting the same principles, or (b) the reduction of the number of members of the Board of Directors, provided that the number, qualification and skills of the directors remaining in office nevertheless ensure the proper conduct of board proceedings, maintaining criteria of collective decision-making; or
- iv) if the replacement methods set forth in items i), ii) and iii) do not allow for compliance with the provisions of this article regarding minority rights or independent directors, the Shareholders' Meeting will be required to make the appointment, using the list voting system and in any case in such a way as to ensure the protection of minorities and compliance with the provisions of this article regarding independent directors.



If, during the year, a majority of the directors appointed by the shareholders' meeting ceases to hold office, those remaining in office must call a shareholders' meeting to appoint replacements. The Bylaws do not contain any provision under which the outgoing Board is granted the power to submit a list of candidates. As previously mentioned, it should be noted that the Company, being part of the so-called STAR segment of the MTA, is also subject to additional requirements outlined in the "Regulation of the Markets organised and managed by Borsa Italiana S.p.A." and its Instructions.

For information on the role of the Board and the Sole Committee in the processes of self-assessment, appointment, and succession of directors, see Section 7 of the Report.

#### **4.3 COMPOSITION**

As previously mentioned, the Board of Directors of the Company, in accordance with the Bylaws, is composed of a minimum of 3 to a maximum of 15 members, including non-members, who hold office for up to a maximum of 3 (three) years, as determined by the shareholders' meeting at the time of appointment.

Directors' terms expire on the date of the shareholders' meeting convened to approve the financial statements for the last year of their term of office and are eligible for re-election.

The Board of Directors in office at the Report Date was appointed by the Shareholders' Meeting on April 29, 2021 for a term of 3 years and, therefore, expiring upon approval of the financial statements at December 31, 2023 by the Shareholders' Meeting.

The Shareholders' Meeting of April 29, 2022 resolved to:

- confirm as Independent Director Maria Grazia Filippini, co-opted by the Board of Directors on November 11, 2021, following the resignation of Director Mr. Pisa on October 29, 2021. Maria Grazia Filippini is part of the same list as Mr. Pisa submitted at the April 29, 2021 Shareholders' Meeting by a grouping of minority shareholders<sup>2</sup>;
- expand the number of members of the Board of Directors from 7 (seven) to 8 (eight) in order to improve its operation by enabling it to act more effectively in the ultimate interest of shareholders;
- appoint Pietro Todescato as a director until the approval of the financial statements at December 31, 2023 by the Shareholders' Meeting.

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<sup>2</sup> It is formed by: Amundi Asset Management SGR S.p.A. fund manager: Amundi Sviluppo Italia, Amundi Risparmio Italia, Amundi Dividendo Italia, Amundi Valore Italia PIR, Amundi Accumulazione Italia PIR 2023; Arca Fondi SGR S.p.A. fund manager: Fondo Arca Economia Reale Equity Italia, Fondo Arca Economia Reale Bilanciato Italia 30, Fondo Arca Azioni Italia; Eurizon Capital SGR S.p.A. fund manager: Eurizon PIR Italia 30, Eurizon Progetto Italia 20, Eurizon Progetto Italia 70, Eurizon Azioni PMI Italia, Eurizon Progetto Italia 40, Eurizon PIR Italia Azioni; Fideuram Asset Management Ireland fund manager Fonditalia Equity Italy; Fideuram Intesa Sanpaolo Private Banking Asset Management SGR S.p.A. fund manager: Fideuram Italia, Piano Azioni Italia, Piano Bilanciato Italia 50, Piano Bilanciato Italia 30; Interfund Sicav - Interfund Equity Italy; Mediolanum International Funds Limited - Challenge Funds - Challenge Italian Equity; Mediolanum Gestione Fondi SGR S.p.A. fund manager: Mediolanum Flessibile Futuro Italia, Mediolanum Flessibile Sviluppo Italia; Pramerica SGR S.p.A. fund manager: MITO 25, MITO 50.

At the Report Date, the Board of Directors comprises eight directors, each possessing the requisite professionalism and skills necessary for their responsibilities. The number and expertise of non-executive directors (six out of eight of whom four are independent) is such as to ensure that they play a substantial role in decision-making processes and effectively oversee management activities.

Name	Positions held in companies other than the Datalogic Group
<b>Romano Volta</b> Executive Chairman	Hydra S.p.A. - Chairman and Chief Executive Officer Hydra Immobiliare S.n.c. - Managing Partner ACZON S.r.l. - Sole Director
<b>Valentina Volta</b> Chief Executive Officer	Hydra S.p.A. - Director
<b>Filippo Maria Volta</b> Non-Executive Director	Hydra S.p.A. - Managing Director Finlogic S.p.A. - Director
<b>Pietro Todescato</b> Non-Executive Director <i>(effective July 1, 2023)</i>	-
<b>Angelo Manaresi</b> Independent Non-Executive Director Lead Independent Officer	-
<b>Chiara Giovannucci Orlandi</b> Independent Non-Executive Director	-
<b>Vera Negri Zamagni</b> Independent Non-Executive Director	-
<b>Maria Grazia Filippini</b> Independent Non-Executive Director drawn from the minority list	Carel Industries S.p.A. Digital Value S.p.A.

Specifically, all Directors were drawn from the list submitted by Hydra S.p.A., which obtained a number of votes equal to 78.64% of the total amount of the number of votes, except *i)* for Maria Grazia Filippini, who was co-opted by the Board of Directors on November 11, 2021 and confirmed in office at the Shareholders' Meeting of April 29, 2022, drawn from the list submitted by a grouping of minority shareholders, which obtained a number of votes equal to 10.35% of the total amount of the number of votes and *ii)* for Pietro

Todescato, appointed by the Shareholders' Meeting on April 29, 2022 upon the proposal of Hydra S.p.A. when the Board was expanded from seven to eight members.

For further information regarding the composition of the Company's governing body and the length of office of directors, see Table 2. The average age of Directors in office at the Report Date is approximately 64 years, with an average tenure of approximately 10 years<sup>3</sup>.

The CVs of each Director are published in the corporate governance section of the Company website ([www.datalogic.com](http://www.datalogic.com)).

### **Diversity criteria and policies in the Board composition and corporate organisation**

Mention should be made that for six consecutive terms, beginning with the initial renewal of the governing body of listed companies after the enactment of Law No. 160 of December 27, 2019, the less represented gender must comprise at least two-fifths of the elected directors. The inclusion of prevailing regulations in force on gender balance in the Company's Bylaws suggests compliance with this regulatory provision. In this regard, it should be noted that the Company has applied diversity criteria in the composition of the Board of Directors and, specifically, at the Report Date, at least two-fifths of the Board of Directors consisted of directors of the less represented gender. Additionally, on March 20, 2018, the Board of Directors of the Issuer adopted a diversity policy on the composition of the governing, management, and supervisory bodies with regard to aspects such as age, gender composition, and educational and professional background. This policy was later updated on March 9, 2021 and on March 14, 2024 by the Issuer's Board of Directors. The Board of Directors adopted this policy after conducting an analysis on the composition of the Company's internal bodies in order to review their consistency with the regulatory, statutory and own requirements of the Corporate Governance Code, including compliance with the requirements of integrity, professionalism, technical expertise and independence of its members, as well as diversity profiles, in terms of gender, age and professional background. The objectives of this diversity policy intend to ensure: (a) that the composition of the governing bodies is in line not only with the rules on governance, gender equality and diversity, but more generally with best practices; specifically, at the Report Date, Article 15 of the Bylaws provides, in accordance with the regulations introduced by Law No. 120 of July 12, 2011, as amended by Law No. 160 of December 27, 2019, and transposed into Article 147-ter of the TUF and Article 144-undecies.1 of the Issuer Regulation, as amended by CONSOB Resolution No. 21359 of May 13, 2020, as well as with the Corporate Governance Code, that the allocation of directors to be elected be made in compliance with the prevailing regulations in force on gender balance; (b) that, taking account of the specific industry in which the Company operates and the target markets, the members of the governing and supervisory bodies possess adequate professional and managerial skills, relevant to the Company's targets, fostering a diverse mix of technical, managerial and financial expertise

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<sup>3</sup> For this purpose, 2001, the year of the Company's IPO, was taken as the starting point.

across age, gender and educational background; (c) an appropriate composition of the internal committees of the Board of Directors.

In July 2022, the Company adopted the "Human Rights & Social Accountability Policy", accessible in the sustainability section of its website. This policy aims, inter alia, to foster equal treatment and opportunity for all genders across the corporate organisation, aligning with the SA8000:2014 international standard requirements.

In addition, the Company has adopted a Code of Ethics that contains the set of principles that the Company and its subsidiaries follow in conducting business, carrying out activities, and managing relationships with those individuals acting on their behalf, in any capacity. These principles encompass impartiality, mandating that the Company and each entity of the group to which it belongs refrain from any form of discrimination based on factors such as age, race, ethnicity, nationality, political views, religion, gender, sexual orientation, or health status in their interactions with all parties involved. Additionally, under the Code of Ethics, the Company and each entity in the group to which Datalogic belongs are committed to providing equal opportunities in employment and professional advancement for all employees. The text of the Code of Ethics is available on the Company website ([www.datalogic.com](http://www.datalogic.com)).

#### **Maximum number of positions held in other companies**

Under Recommendation 15 of the CG Code, guidance regarding the maximum number of positions in governing or supervisory bodies in other listed or large companies that can be deemed compatible with serving as a director is now provided for large companies, as defined in the Corporate Governance Code, which Datalogic does not fall under.

#### 4.4 OPERATION OF THE BOARD OF DIRECTORS

##### Meetings and pre-Board disclosure

On November 11, 2021, Datalogic's Board of Directors adopted an internal regulation to align with the provisions of the Corporate Governance Code (the "**Board Regulation**") - available on the Company website ([www.datalogic.com](http://www.datalogic.com)) - which governs, inter alia, the procedures for documenting meeting minutes and managing information flow to directors. It indicates the timeframe for submitting information in advance and outlines measures to safeguard the confidentiality of data and information shared, ensuring the promptness and completeness of information flows. Specifically, Article 7 of the Regulation of the Board of Directors stipulates that the Chairman of the Board of Directors, through the Secretary, shall ensure that supporting documentation for the items on the agenda is made available to the Directors and Statutory Auditors no later than the second day prior to the date of the board meeting. In exceptional circumstances where adherence to the specified timelines is unattainable and/or documentation must be provided directly at the meeting, the Chairman of the Board of Directors ensures that comprehensive information regarding the agenda items is disseminated to all Directors during the meeting, and that adequate time is allotted for thorough examination to facilitate a comprehensive understanding of the matters at hand.

With regard to the tangible application of the Regulation of the Board of Directors, it should be noted that during the year, the Directors and Statutory Auditors typically received, in the two days prior to the Board meetings, the documentation and information required to express their views on the matters submitted for their consideration, as provided for in the Regulation of the Board of Directors. In cases where it was not feasible to transmit the documentation or part of it sufficiently in advance, complete information on the matter under consideration was nevertheless ensured by the Chairman of the Board of Directors at the board meeting, thus ensuring informed decision-making.

At the mentioned meetings, which include the presence of Company managers to provide insights into agenda items, the governing body allocated sufficient time to facilitate constructive discussions, encouraging input from individual directors.

The Regulation of the Board of Directors also stipulates, aligning with the Bylaws, that the minutes of board resolutions are to be drafted by the Secretary or their deputy and signed by the Chairman of the Board of Directors and the Secretary or their deputy (or a notary public in cases prescribed by current regulations). Following the meeting, a draft of the minutes is circulated to all Directors for their approval. Once approved, the minutes are transcribed in the Board meeting and resolution book by the Secretary. Pursuant to current laws, including regulations, the Board of Directors is required to meet at least quarterly.

In 2023, 7 board meetings were held, with an average duration of approximately one hour and 15 minutes. The average attendance by directors was 98.2%. The mentioned meetings were duly recorded in minutes and transcribed in the corporate book as required. The tables attached to this Report show details of each Director's attendance at Board meetings.

Datalogic released a financial calendar for 2024, indicating 4 meetings:

- March 14, 2024: Board of Directors to review the draft financial statements and consolidated financial statements at December 31, 2023;
- May 15, 2024: Board of Directors to approve additional periodic financial disclosure at March 31, 2024;
- August 2, 2024: Board of Directors to approve the half-year financial report at June 30, 2024;
- November 7, 2024: Board of Directors to approve additional periodic financial disclosure at September 30, 2024.

At the Report Date, 3 board meetings were held in 2024 (two of which were not part of those disclosed to the market in the financial calendar).

#### **4.5 ROLE OF THE CHAIRMAN OF THE BOARD OF DIRECTORS**

##### **Chairman's functions**

The Chairman of the Board of Directors acts as a link between the executive and non-executive directors, ensuring the smooth operation of board proceedings.

The Regulation of the Board of Directors, aligned with Recommendation 12 of the CG Code, specifies that the Chairman of the Board of Directors, assisted by the Secretary, ensures:

- that pre-Board disclosure and additional information provided at meetings is adequate to empower directors to make informed decisions and fulfil their duties effectively;
- that the activities of the internal committees be coordinated with the activities of the Board of Directors;
- in agreement with the Chief Executive Officer, that the managers of the Company and those of the Group companies that it heads, the heads of the relevant corporate departments relevant to the subject matter, as well as individuals or consultants external to the Company attend board meetings to offer valuable insights into the items on the agenda;
- that, in the manners deemed most appropriate, all directors and statutory auditors may participate, subsequent to their appointment and during their term of office, in initiatives aimed at providing them with adequate knowledge of the Company's business areas of operation, of corporate dynamics and their evolution, as well as the principles of proper risk management and of the relevant regulatory and self-regulatory framework;
- the adequacy and transparency of the Board's self-assessment process.

### **Pre-Board disclosure**

Board meetings, as stipulated in the Bylaws, are convened by the Chairman, who, in accordance with the Regulation of the Board of Directors and with the assistance of the Secretary, ensures that supporting documentation for the items on the agenda is made available to the Directors and Statutory Auditors no later than the second day prior to the date of the board meeting. See section 4.4 above for more information.

### **Board committees**

During the year, the Chairman diligently attended all Committee meetings with the assistance of the company secretariat, thereby ensuring seamless coordination between the Committee's activities and those of the Board of Directors.

### **Attendance of managers at board meetings**

Members of Management are invited to attend Board of Directors' meetings by the Chairman and the Chief Executive Officer to facilitate a comprehensive and timely understanding of the Company's operations and those of its parent group. Attendance of the Chief Financial Officer and the Manager responsible for the preparation of the Company's financial reports at Board meetings has become standard practice.

Other members of Management, from time to time, may be invited to attend individual meetings to address specific items on the agenda.

### **Induction Programme**

In compliance with Recommendation 12 of the Corporate Governance Code, the Company provides an induction program. Specifically, throughout the Board's tenure, comprehensive insights were provided by all executive directors within their areas of responsibility, as well as by Datalogic's Management. These efforts were focused on equipping all directors, especially non-executive directors (including independent directors), with sufficient understanding of the industry in which the Issuer operates. It is worth noting that, aside from the 2 executive directors who possess deep insights into Datalogic's business, all other non-executive directors, except for the minority director, have served on Datalogic's board for numerous years. As a result, they have acquired extensive knowledge of the industry in which Datalogic operates.

### **Board self-assessment**

With regard to the Board's self-assessment process, see Section 7 of this Report.

### **Dialogue with Shareholders**

The Chairman ensures that, by the earliest meeting available, the Board is informed of any significant developments and contents resulting from the dialogue with shareholders.

In this regard, it should be noted that on November 11, 2021, the Board of Directors, upon the Chairman's proposal formulated in collaboration with the Chief Executive Officer, approved a policy for managing the

dialogue with all the shareholders, aligning with Recommendation 3 of the Corporate Governance Code. The updated text of the policy is available on the Company website ([www.datalogic.com](http://www.datalogic.com)). During the year, the Company did not receive any requests for dialogue under the policy. Additional details regarding the criteria and methods of engagement with other relevant stakeholders are outlined in the Consolidated Non-Financial Statement, found on the Company website. See Section 12 of this Report for further information.

### **Secretary of the Board**

At its meeting on February 17, 2022, the Board appointed upon the Chairman's proposal Piero Ruggiero, Head of Group Corporate Affairs and Compliance Officer, Secretary of the Board of Directors for the duration of the board term.

Article 16 of the Bylaws mandates that the Board appoint a secretary, selecting an individual who is even not a member of the Board. The Regulation of the Board of Directors approved on November 11, 2021, to which reference is made in full, defined the requirements and duties of the Secretary of the Board of Directors. Further information on the Secretary's role in Datalogic can be found in the Regulation of the Board of Directors available on the Company website.

During the year, the Secretary - Head of Group Corporate Affairs and Compliance - assisted in the activities carried out by the Chairman of the Board of Directors, the Chairman of the Sole Committee and Lead Independent Director and the Chair of the Board of Statutory Auditors, to ensure the effective operation and coordination of the corporate bodies and to ensure the completeness of the information intended for the relevant meetings and the attendance in the meetings of the heads of the relevant corporate departments according to the matters placed on the agenda, the representatives of the Independent Auditors and the external members of the Supervisory Board.

## **4.6 EXECUTIVE DIRECTORS**

### **Chairman of the Board of Directors**

Pursuant to Article 15 of the Bylaws, the Shareholders' Meeting has the power to appoint the Chairman of the Board of Directors.

At its meeting on April 29, 2021, the Shareholders' Meeting confirmed Romano Volta as Chairman of the Board of Directors of Datalogic.

The Chairman of the Board of Directors holds a pivotal role in Datalogic's national and international external relationships. Specifically, he is tasked with representing Datalogic before the highest institutional offices, both domestically and internationally, as well as engaging with prominent figures in industry, research, and the business/financial sector. Furthermore, the Chairman of the Board of Directors calls Shareholders' Meetings, where he presides over the proceedings, ensuring the proper calling and voting procedures. He also convenes and sets the agenda for Board meetings, striving to furnish all Board



members with pertinent documentation and information in a timely manner, aligning with considerations of confidentiality, urgency, and the nature of the resolutions, to enable well-informed decision-making. The Board of Directors, at its meeting on April 29, 2021, in order to enhance the managerial and professional characteristics of its Chairman, also because of his role as founder of the Company, confirmed Romano Volta the autonomous and exclusive powers in the areas called "M&A" and "Real Estate", as well as the powers to manage certain areas shared severally with the Chief Executive Officer.

#### **Chief Executive Officer**

On April 29, 2021, the Board of Directors confirmed Valentina Volta as Chief Executive Officer of the Company, qualifying her as the main person responsible for the management of the company. The Board of Directors granted Ms. Volta autonomous and exclusive powers in the area called "Markets - Sales & Marketing" in addition to the common powers, to be exercised severally with the Chairman of the Board of Directors, for managing corporate functions and departments not specifically assigned to her, the Chairman, or the exclusive powers of the Board of Directors. For additional clarification, the areas jointly overseen by the Chairman and the Chief Executive Officer comprise (a) Accounting, Finance, and Control; (b) Human Resources and Internal Communications; (c) Corporate and Legal Affairs; and (d) Investor Relations and Corporate Communications.

The above proxies of the Chairman and the Chief Executive Officer, respectively, were granted, with the power of sub-proxy, to execute all transactions amounting, individually or jointly with other related transactions, to a maximum of €15 million, with the exception of the renewal of (i) loan agreements and bank credit facilities of any form and type (including factoring agreements) and (ii) contracts for liquidity usage already granted to the Company, for which the above financial limitations do not apply. Specifically, the Board of Directors resolved to reserve to the Chairman and the Chief Executive Officer, with the power of sub-proxy, all powers of ordinary and extraordinary administration, legal representation, and the utilisation of the corporate signature for all acts and transactions referred to in the delegated proxies, without prejudice to the exclusive powers of the Board of Directors.

Likewise, within the shared areas, the Chairman and the Chief Executive Officer were granted the power, to be exercised severally, to sign corporate and accounting documents that by law or by internal practice fall under the responsibility of the Chief Executive Officer (e.g., separate financial statements, consolidated financial statements, financial reports, mandatory communications, etc.). Therefore, the signature of each of them is binding and eligible for all legal purposes vis-à-vis third parties and any public administration and/or authority.

The delegated bodies reported to the Board of Directors 4 times during the year, when approving the financial reports for the period, on the activities carried out in the exercise of their proxies.

#### **Disclosure to the Board**

In accordance with the provisions of the procedure for fulfilling the obligations set forth in Article 2381, paragraph 5, of the Italian Civil Code, and Article 16 of the Bylaws, the delegated bodies report in a timely manner to the Board of Directors and the Board of Statutory Auditors, on the general performance of operations, on the activities carried out, in the exercise of the powers delegated to them, as well as on the transactions having a significant impact on the balance sheet, income statement and cash flows carried out by the Company and its subsidiaries. They also report on transactions in which they have an interest, either on their own behalf or on behalf of third parties.

#### **Other executive directors**

On April 29, 2022, the Shareholders' Meeting appointed Pietro Todescato, considered an executive director of the Company due to the operational positions held within the Datalogic Group and additional positions in other Datalogic Group companies. On July 1, 2023, Pietro Todescato, as disclosed to the market, terminated his employment with the Group due to age limits, causing his executive positions to cease but retaining his office as Director.

#### **4.7 INDEPENDENT DIRECTORS**

At the Report Date, there were 4 independent directors, or 50% of the directors in office. The Board of Directors assessed, immediately after its appointment and, subsequently, on an annual basis, their compliance with the independence requirements, confirming their satisfaction, for those required by the TUF and the Corporate Governance Code, in the case of the directors in office Angelo Manaresi, Chiara Giovannucci Orlandi, Vera Negri Zamagni and Maria Grazia Filippini.

The quantitative and qualitative criteria for assessing the significance of the circumstances relevant under the Code for the purpose of assessing the independence of directors approved by the Board of Directors at its meeting on November 11, 2021, were also applied in this assessment, which was carried out during the year at the meeting of February 2, 2023, and most recently at the Board meeting of February 13, 2024. It should be noted that pursuant to Article 15 of the Bylaws, any independent director who, subsequent to their appointment, no longer meets the independence criteria, must promptly inform the Board of Directors. In any case, they will automatically cease to hold office.

In carrying out the above assessment, the Board of Directors (i) assessed the satisfaction of the independence requirements set forth in the Corporate Governance Code based on the information provided by individual Directors and available to the Companies, as well as taking account of the principles and recommendations contained in the Corporate Governance Code, as also supplemented by the independence criteria approved by the Board of Directors, and (ii) reviewed all circumstances that affect or appear likely to affect the independence of Directors pursuant to the TUF and the Corporate Governance Code.

In line with the recommendations of the Corporate Governance Code, the Board of Statutory Auditors assessed the correct application of the criteria and procedures adopted by the Board to evaluate the independence of its members.

During the year, since Datalogic does not fall within the large companies under the Corporate Governance Code, and taking advantage of the greater flexibility provided by the Code, no meetings of the independent directors were held in the absence of the other directors.

#### **Lead Independent Director**

In compliance with the conditions set forth in the Corporate Governance Code, wherein the Chairman of the Board holds executive powers, the Board of Directors appointed the lead independent director.

The lead independent director, identified as the independent and non-executive Director Angelo Manaresi, Chairman of the Control, Risks, Remuneration and Appointments Committee, serves as the focal point for coordinating the requests and contributions of non-executive Directors, particularly the Independent Directors.

Throughout 2023, the Lead Independent Director collaborated with the Chairman of the Board of Directors to optimise the Board's operation, which included ensuring that directors received comprehensive and timely information flows.

Further information on the Lead Independent Director's role in Datalogic can be found in the Regulation of the Board of Directors available on the Company website.

## 5. TREATMENT OF COMPANY INFORMATION

Transparency towards the market, fairness, completeness, and clarity of information are values that guide the conduct of members of corporate bodies, Management, and all Datalogic employees.

With these principles in mind, the Board of Directors has adopted and consistently updated (most recently at the meeting of August 7, 2019) a Procedure for the Management of Inside Information since May 2006. This procedure, which can be accessed on the Company website, governs the establishment of the register of individuals with access to relevant information and the register of individuals with access to inside information.

The procedure also serves as an instruction to all subsidiaries, directing them to promptly provide the necessary information for the timely and proper fulfilment of public disclosure obligations.

Additionally, the Board of Directors in line with applicable laws and regulations:

- has adopted an Internal Dealing procedure to govern transactions on the Company's shares or related financial instruments, carried out directly or through intermediaries by "relevant persons" or persons closely related to them;
- has defined (also in implementation of the specific rules mandated for obtaining and maintaining STAR qualification) certain time intervals aligned with the approval of financial reports (referred to as "blackout periods"). During these periods, individuals involved in internal dealings are prohibited from conducting transactions involving the Company's shares or related financial instruments. Additionally, these periods may be subject to extension or suspension by the Board of Directors.

For further details, see the procedure on Internal Dealing found on the Company website in the corporate governance section ([www.datalogic.com](http://www.datalogic.com)).

### **Key management personnel**

At the Report Date, the key management personnel of the Datalogic Group are:

- Valentina Volta, with the office of Group CEO;
- Alessandro D'Aniello, with the office of Group CFO, Manager responsible for the preparation of the Company's financial reports and Investor Relator.

Additionally, among others, the Datalogic Group's key management personnel, as well as the members of the Issuer's governing and supervisory body, are subject to the internal dealing regulations set forth in the combined provisions of Articles 114 TUF and 152-sexies et seq. of the CONSOB Issuer Regulation.

## 6. INTERNAL BOARD COMMITTEES

In line with the provisions of the CG Code, the Board of Directors forms internal committees tasked with fact-finding, propositional, and advisory roles in areas such as appointments, remuneration, control, and risks, as well as other areas deemed significant for the Company. These committees are tasked with assisting the governing body in fulfilling its role, ensuring effective and informed discussions on relevant matters. The CG Code also empowers the governing body to consolidate the functions outlined in the Code into a single committee, provided that comprehensive information is given regarding the responsibilities and activities carried out for each assigned function, and that the Code's recommendations for the composition of the relevant committees are followed.

The Board, appointed on April 29, 2021, taking advantage of the flexibility recognised by the CG Code, formed a sole committee i.e., the Control, Risks, Remuneration and Appointments Committee by assigning it the functions provided for by the CG Code in the areas of appointments, remuneration and control and risks (hereinafter also the "**Sole Committee**"). No functions designated by the CG Code for the committees outlined therein were delegated to the entire Board under the coordination of the Chairman of the Board of Directors.

The decision to consolidate the powers related to both control and risk management, as well as remuneration, into a single committee primarily stems from the Board's aim to streamline board structures with largely overlapping compositions. The decision to also delegate appointment powers to the Committee is primarily linked to the close connection between this issue and remuneration matters. With regard to the committees envisaged by the regulations applicable to the Issuer, it should be noted that the Board has also assigned - for the entire duration of the Board's term of office - the functions of the Committee for Related-Party transactions to the Control, Risks, Remuneration and Appointments Committee. The powers of this Committee are consistent with the recommendations of the Corporate Governance Code. For further details on the Related-Party Transactions Committee, see Section 10.

### **Composition of the Committee**

The Board established the composition of the Sole Committee, prioritising the competence, experience, and independence of its members. The Sole Committee is composed entirely of non-executive and independent directors. Its composition, therefore, aligns with an enhancement of the CG Code recommendations, which stipulate that Board committees should consist of a majority of independent members. It is chaired by Director Angelo Manaresi, who also serves as Lead Independent Director. Considering the professional backgrounds of the Committee members and their seniority in office, it can be inferred that the Committee collectively possesses skills spanning the areas covered by its activities. Specifically, it boasts appropriate expertise in accounting and finance, as well as in the Issuer's industry, including functional experience in evaluating pertinent risks.

## Control, Risks, Remuneration and Appointments Committee (Committee or Sole Committee)

Name	Office, skills and requirements
<b>Angelo Manaresi</b>	Committee chairman with appropriate experience: <ul style="list-style-type: none"><li>– in accounting and financial matters, and</li><li>– in the Issuer's industry</li></ul>
	Non-executive and independent director pursuant to the TUF and the CG Code
	<i>Lead Independent Director</i>
<b>Chiara Giovannucci Orlandi</b>	Committee member with appropriate experience in the Issuer's industry
	Non-executive and independent director pursuant to the TUF and the CG Code
<b>Vera Negri Zamagni</b>	Committee member with appropriate experience: <ul style="list-style-type: none"><li>– in accounting and financial matters, and</li><li>– in the Issuer's industry</li></ul>
	Non-executive and independent director pursuant to the TUF and the CG Code

### Operation of the Sole Committee

The activities of the Sole Committee are governed by the "Regulation of the Control, Risks, Remuneration and Appointments Committee". The Regulation not only defines the Committee's functions and responsibilities but also outline its prerogatives, composition, duration, procedures for member replacement in case of termination, as well as the procedures for convening, conducting, and documenting the minutes of its meetings.

The prerogatives of the Sole Committee, stipulated in its Regulation, include:

- the Committee, in fulfilling its functions, has the authority to access the information and corporate departments required for the performance of its duties. Additionally, it is entitled to engage external consultants, provided they are not in situations that could compromise their independent judgment;
- the Company provides the Committee with adequate financial resources for the performance of its duties.

The regulation of the Sole Committee is available on the Company website ([www.datalogic.com](http://www.datalogic.com)).

Information flows between the Sole Committee and corporate bodies are ensured by the Corporate Affairs and Compliance Department. Additionally, based on the Committee regulation, the Chairman of the Sole Committee provides information to the Board at the earliest meeting available through a detailed report outlining the matters discussed at the meeting, along with attached documents reviewed.

The Statutory Auditors, the Chairman of the Board of Directors, the Chief Executive Officer, the Group Chief Financial Officer, and the Manager responsible for the preparation of the Company's financial reports, the Head of Group Corporate Affairs and Compliance Officer and Secretary of the Board of Directors as well as, where their respective issues are placed on the agenda of the meeting, the Head of Internal Audit and internal member of the Supervisory Board, the Group Accounting and Financial Reporting Director, representatives of the Independent Auditors and external members of the Supervisory Board are invited to attend the meetings of the Sole Committee.

It should also be noted that the Regulation of the Board of Directors, adopted at the meeting of November 11, 2021, defines the operational guidelines not only for the Board itself but also for its committees. This includes procedures for taking meeting minutes and managing disclosures to directors who are committee members. These provisions align with those outlined for Board meetings in the Regulation of the Board of Directors, to the extent that they are compatible. For further information, see Section 4.4 of this Report. In light of these provisions, and aligning with the process for the Board, documentation related to agenda items for Sole Committee meetings is sent to committee members by the Secretary no later than the second day before the meeting date. During the year, this deadline was met.

Moreover, to maintain the timeliness and comprehensiveness of information flows while ensuring a balance between the information requirements of the Sole Committee members and safeguarding the confidentiality and security of corporate information, the above regulation prohibits the disclosure of documents transmitted before meetings to third parties. Additionally, the Company reserves the right to password-protect strictly confidential documentary material that is not already accessible to the public. The regulation of the Board of Directors is available on the Company website ([www.datalogic.com](http://www.datalogic.com)).

In 2023, the Committee, which was provided with adequate resources to fulfil its duties, convened 6 times. The average attendance of directors at these meetings was 100% (the tables attached to this Report show the percentage of attendance of each Director at Committee meetings). The average duration of these meetings, duly documented in minutes and transcribed in the appropriate company records, was approximately 60 minutes. In 2024, 6 committee meetings have been scheduled, 2 of which have already been held at the Report Date.

**Additional committees (other than those required by regulation or recommended by the Code)**

At the Report Date, no Board committees other than those required by law or recommended by the CG Code have been established.

## **7. SELF-ASSESSMENT AND SUCCESSION OF DIRECTORS - APPOINTMENTS COMMITTEE**

### **7.1 Self-assessment and succession of Directors**

In accordance with the provisions of the CG Code applicable to companies other than large and concentrated-ownership companies, including the Issuer, the self-assessment of the Board of Directors is conducted at least once every three years, in anticipation of the Board renewal.

Therefore, the most recent self-assessment was completed in February 2024, encompassing the entire three-year term, coinciding with the expiration of the Board term following the approval of the 2023 financial statements. At that meeting, the Board carried out the self-assessment process by entrusting the Control, Risks, Remuneration and Appointments Committee (fulfilling the role of the Appointments Committee), along with its Chairman, to conduct the 2021 - 2023 board performance evaluation by using a dedicated questionnaire prepared by the Company's offices with the support of the independent directors. Upon completion of the activities, the Chairman of the Control, Risks, Remuneration and Appointments Committee submitted a final report to the Board of Directors. Specifically, at its meeting on February 13, 2024, the Board reviewed the results of the self-assessment presented in the final report by the Control, Risks, Remuneration, and Appointments Committee. The Board noted the overwhelmingly positive outcome of the self-assessment, along with the unanimous appreciation from all Directors - both executive and non-executive - regarding the size, composition, and operation of the Board itself. Furthermore, there was acknowledgment of the governance structure established by the Datalogic Group, particularly in terms of: (i) internal arrangements of the governing body and, more generally, of the organisational structure; (ii) efficiency and effectiveness of the set of rules, procedures and organisational structures aimed at enabling, through an adequate process of identification, measurement, management and monitoring of the main risks, a sound, correct and consistent conduct of the business with the targets set (i.e. internal control system); (iii) remuneration of directors with a view to aligning the interests of the Group's top management with the overriding objective of creating value for shareholders over the medium to long term; (iv) market disclosure; and (v) the support provided by the Secretary of the Board to ensure the proper operation of the corporate governance system. The timing of providing Board documents was also considered positively.

The next board performance evaluation activity will be conducted in 2027, close to the expiration of the board term covering the three-year period 2024 - 2026, scheduled with the approval by the Shareholders' Meeting of the financial statements for the year ending December 31, 2026.

#### **Succession plan**

As previously noted, Datalogic does not meet the criteria to be qualified as a large company according to the CG Code. Hence, as long as Datalogic remains qualified as a company other than a large one, the Board is not required to develop a succession plan for the Chief Executive Officer and executive directors.



## 7.2 Appointments Committee

As mentioned in Section 6 regarding Board committees, for further information, the Board, appointed on April 29, 2021, taking advantage of the flexibility recognised by the CG Code, formed a sole board committee known as the Control, Risks, Remuneration, and Appointments Committee. This committee comprises entirely non-executive and independent directors, tasked, among other responsibilities, with functions outlined by the CG Code concerning appointments.

The decision to also delegate appointment powers to the Committee is primarily linked to the close connection between this issue and remuneration matters.

For further details on the composition and operation of the Sole Committee, also serving as the Appointments Committee, see Section 6 above.

The powers of this Committee are consistent with the recommendations of the CG Code. Specifically, the Sole Committee on appointment matters, in accordance with its Regulation, assists the Board in:

- defining and carrying out the self-assessment process of the Board of Directors, the Sole Committee and any other Board committees;
- determining the best composition of the Board of Directors, the Sole Committee and any other Board committees, if the Board of Directors deems it appropriate, or is required under the CG Code to express guidance on its quantitative and qualitative composition deemed best at each of its renewals;
- proposing director candidates to the Board in the case of co-option;
- the preparation of a list of director candidates by the outgoing Board of Directors, if the preparation of such a list has been deemed appropriate by the Board;
- if the Shareholders' Meeting authorises, generally or preventively, exceptions to the non-compete clause established by Article 2390 of the Italian Civil Code, assisting the Board in the evaluation regarding any potentially contentious cases;
- instructing functional activities for the preparation, updating and implementation of a succession plan for Executive Directors, if the adoption of such a plan has been deemed appropriate by the Board of Directors.

During the year, aside of the self-assessment procedure, there was no requirement to present the above matters for review by the Sole Committee serving as the Appointments Committee.

## 8. REMUNERATION OF DIRECTORS - REMUNERATION COMMITTEE

### 8.1 Remuneration Policy

Datalogic annually prepares a Report on Remuneration Policy and on Compensation Paid, which is submitted for shareholder approval.

In this regard, it is noted that it will be submitted to the Company's Shareholders' Meeting (i) to approve section one of the 2024 Remuneration Report pursuant to Article 123-ter, paragraph 3, of the TUF, and (ii) to express a favourable opinion on section two of the 2023 Remuneration Report pursuant to Article 123-ter, paragraph 4, of the TUF. The Report on Remuneration Policy and on Compensation Paid will be made available on the Company website ([www.datalogic.com](http://www.datalogic.com)) no later than 21 days before the Shareholders' Meeting called, among other things, to approve the financial report at December 31, 2023.

For further information and details on *i)* the Remuneration Policy pursued by the Company; *ii)* the remuneration of executive and non-executive directors and top management; *iii)* share-based remuneration plans; *iv)* the accrual and disbursement of remuneration; and *v)* the compensation of directors in the event of termination, see the above document.

### 8.2 Remuneration Committee

As mentioned in Section 6 regarding Board committees, for further information, the Board, appointed on April 29, 2021, taking advantage of the flexibility recognised by the CG Code, formed a sole board committee known as the Control, Risks, Remuneration, and Appointments Committee. This committee comprises entirely non-executive and independent directors, tasked, among other responsibilities, with functions outlined by the CG Code concerning remuneration.

The decision to grant the Sole Committee also the powers regarding remuneration primarily stems from the Board's aim to streamline board structures with largely overlapping compositions. For further details on the composition and operation of the Sole Committee, also serving as the Remuneration Committee, the manner in which its meetings are held, and the attendance of its meetings by subjects other than its members (including the Statutory Auditors whose attendance is guaranteed), see Section 6 above.

The powers of this Committee are consistent with the recommendations of the CG Code. Specifically, the Committee, in accordance with its Regulation, assists the Board on remuneration matters:

- submitting, every year, to the Board of Directors a proposal for the adoption of a policy regarding the remuneration of Directors, Statutory Auditors, and Key Management Personnel;
- regularly assessing (and making proposals to the Board of Directors in this regard) the adequacy, overall consistency and tangible application of the policy for the remuneration of Directors and Key Management Personnel, verifying, in particular, the actual achievement of performance targets;
- submitting proposals or expressing opinions to the Board on the remuneration of executive

directors and other directors holding special offices, as well as on the setting of performance targets related to the variable component of remuneration;

- with regard to share-based remuneration plans, submitting to the Board its recommendations on their use and technical aspects related to their formulation and application. The Committee, therefore, makes proposals to the Board of Directors regarding: i) the share-based remuneration plan deemed most appropriate, overseeing the actual implementation of the approved plans over time, and ii) the establishment of the implementing regulations for such remuneration plans;

During the year, the Committee assisted the Board on remuneration matters:

- (i) in developing the Remuneration Policy;
- (ii) in defining the maximum overall compensation to the members of the Company's governing body, which was then submitted to the Shareholders' Meeting for approval;
- (iii) on the allocation within the Board of Directors of the maximum overall compensation to the members of the governing body of the Company approved by the Shareholders' Meeting;
- (iv) on the actual level of achievement of targets related to short-term variable incentives for 2022 and the related pay-out to executive directors and top management as well;
- (v) on the setting of targets for short-term variable incentives for 2023 for executive directors and top management as well.

No Director attends Committee meetings where proposals regarding their own remuneration are discussed, except for the Director appointed as Director in charge of the internal control and risk management system, as required.

## 9. INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM - CONTROL AND RISK COMMITTEE

The internal control and risk management system is the set of rules, procedures and organisational structures aimed at identifying, measuring, managing and monitoring main risks. This system is incorporated within the broader organisational and corporate governance frameworks implemented by Datalogic. It duly considers existing national and international reference models and best practices.

An effective system of internal control and risk management contributes to aligning the management of the company to the targets set by the Board, enabling the adoption of informed decisions. It contributes to ensuring the safeguarding of corporate assets, the efficiency and effectiveness of business processes, the reliability of information provided to corporate bodies and the market, compliance with laws and regulations, as well as with the company's Bylaws and internal procedures.

To this end, the Board assesses the adequacy of the internal control and risk management system in relation to Datalogic's characteristics and ensures that its assessments and decisions regarding the internal control and risk management system, the approval of financial statements and half-year and quarterly reports, and the relationship between Datalogic and the Independent Auditors are underpinned by an adequate preliminary review. For this purpose, the Board has established a committee with specific duties on internal control and risk governance, composed entirely of independent directors.

### **Risk management and internal control system concerning the financial reporting process. Foreword**

The risk management and internal control system concerning the financial reporting process (hereinafter the "**System**") is designed to substantially mitigate risks associated with the reliability, accuracy, integrity, and timeliness of the reporting process.

As part of its internal control system, particular emphasis is placed on the accounting and administrative control model approved by the Board when complying with the requirements of Law 262/05.

### **Methodological approach**

Datalogic's control and risk management system concerning financial reporting is part of a comprehensive internal control framework, including various components such as:

- the organisational structure, proxy system, and powers of attorney;
- systems - operational tools, procedures - corporate processes, and corporate codes, including, in particular:
  - procedures for managing inside information; internal dealing and performance of related-party transactions;
  - the Datalogic Group's Code of Ethics and the Organisational, Management and Control Model pursuant to Legislative Decree 231/01.

Specifically, the System consists of the following elements:

- the Datalogic Group Accounting Manual, which promotes the development and application of standard accounting policies across the Datalogic Group for recognising, classifying, and measuring operations;
- financial statements and reporting instructions and closing calendars, with the aim of communicating to the relevant corporate departments the primary operational procedures for overseeing the preparation of financial statements within established and mutually agreed-upon timeframes;
- a standardised software and template utilised across all Datalogic Group companies to facilitate the preparation of the reporting for financial statements and periodic reports, accompanied by an associated operational manual;
- an accounting and administrative control model, to ensure the effective and efficient application of administrative and accounting procedures, ultimately contributing to the preparation of the financial statements and enhancing the overall reliability of the internal control system.

### **Stages of the risk management and internal control system concerning the financial reporting process**

#### **A. Identification and assessment of risks on financial reporting and associated controls**

A structured risk assessment process aids in identifying and assessing risks linked to financial reporting preparation. This process pinpoints the following aspects:

- the targets that the internal control system over financial reporting is intended to pursue in order to provide a true and fair view;
- the risks at the Group level, individual entities and administrative-accounting processes considered as significant, based on assessments using both quantitative and qualitative parameters.

Risks are assessed by emphasising potential impacts concerning financial statement "assertions", including completeness, existence and occurrence of events, assessment and recognition, presentation and disclosure, as well as rights and obligations.

After identifying and assessing the key risks at the process level, the key controls to manage and mitigate these risks are then identified.

The above activities are formalised in a document known as a generic test plan, which systematically provides information on:

- processes: a description of the process being mapped is provided;
- risks: risks associated with financial reporting connected with this process are identified, highlighting the potential impacts on financial statement assertions;
- controls: the required controls and their characteristics, in terms of ownership, targets, frequency, are outlined;

- testing procedures: the recommended periodic testing procedure is outlined to assess both the design and effectiveness of the controls in place.

## **B. Assessment of the adequacy of the Control System**

The accounting and administrative control model, in accordance with the requirements of Law 262/05, aims to ensure the effectiveness and actual application of administrative - accounting procedures ultimately contributing to the preparation of the financial statements and enhancing the overall reliability and adequacy of the internal control system.

The control model consists of the following stages:

- scope definition: annually, the Manager responsible for the preparation of the Company's financial reports, after consulting with the Internal Audit Department, identifies the Entities, processes, and controls subject to assessment based on their risk profile;
- performance of assessment and monitoring activities: every six months, coinciding with the periods of financial reporting publication, the local structures of the individual Entities within scope conduct the following activities:
  - assessment of the design and effectiveness of controls through walkthrough activities;
  - assessment of the effectiveness of controls through testing activities;
- consolidation of results and reporting: the Manager responsible for the preparation of the Company's financial reports, assisted by the Internal Audit Department, consolidates the results of the assessment and monitoring activities, assessing the appropriateness of any corrective actions/improvement plans identified. Lastly, a summary report is prepared and distributed to the Chief Executive Officer, the Committee with responsibilities for internal control and risk governance, and the Board of Statutory Auditors to facilitate the certifications of law.

## **C. Roles and departments involved**

The risk management and internal control system over financial reporting is governed by the Manager responsible for the preparation of the Company's financial reports, who is responsible for planning, implementing and approving the accounting and administrative control model, as well as assessing its application, and issuing a certification regarding the half-year and annual financial statements, including consolidated financial statements.

In carrying out activities, the Manager responsible for the preparation of the Company's financial reports:

- collaborates with the Internal Audit Department, which conducts independent audits on the operation of the control system and assists the Manager responsible for the preparation of the Company's financial reports in monitoring the system;
- receives support from regional administrative managers who, within their respective remits: (i) ensure the completeness and reliability of information flows to the Manager responsible for the

preparation of the Company's financial reports for the purpose of preparing financial disclosures; (ii) are in charge of the implementation, within the companies included in their region, together with the delegated bodies, of an adequate accounting control system to oversee the administrative-accounting processes and assess its effectiveness over time, reporting the results to the parent company; (iii) perform the testing activities of the administrative-accounting control system as outlined in the annual plan;

- maintains a mutual exchange of information with the Sole Committee with duties in internal control and risk governance and with the Board, reporting on its activities and the adequacy of the internal control system.

The Manager responsible for the preparation of the Company's financial reports informs the Board of Statutory Auditors and the Sole Committee with duties in internal control and risk governance on the adequacy and reliability of the administrative and accounting system.

Lastly, it is worth noting how the operational roles performed by the above functions align with Datalogic's corporate governance framework. Datalogic's governance structure adheres to the traditional model, featuring corporate bodies fulfilling various control functions, as elaborated elsewhere in this Report.

### **9.1 Chief Executive Officer**

The Chief Executive Officer, Valentina Volta, confirmed in her office at the Board meeting held on April 29, 2021, is the Director in charge of the internal control and risk management system.

The Director in charge of overseeing the operation of the internal control and risk management system:

- identified the main business risks, taking account of the characteristics of the activities carried out by the Company and its subsidiaries, submitting them periodically to the review of the Board;
- implemented the guidelines outlined by the Board, planning, implementing and managing the internal control and risk management system and constantly checking its adequacy and effectiveness;
- saw to the alignment of this system with the dynamics of the operational conditions and the legislative and regulatory landscape;
- reported promptly to the Sole Committee with responsibilities for internal control and risk governance (and the Board) on any problems and critical issues that had materialised in the performance of activities or of which she had otherwise become aware, so that the Committee with responsibilities for internal control and risk governance (and the Board) could take appropriate action;
- instructed the remuneration of the Head of the Internal Audit Department.

The Director in charge of overseeing the operation of the internal control and risk management system is empowered to request the Internal Audit Department to conduct audits on specific operational areas and

on compliance with internal rules and procedures in the execution of corporate transactions; if this power is exercised, the Director in charge is required to notify the Chairman of the Committee with responsibilities for internal control and risk governance and the Chairman of the Board of Statutory Auditors.

## **9.2 Control and Risk Committee**

As mentioned in Section 6 regarding Board committees, for further information, the Board, appointed on April 29, 2021, taking advantage of the flexibility recognised by the CG Code, formed a sole board committee known as the Control, Risks, Remuneration, and Appointments Committee. This committee comprises entirely non-executive and independent directors, tasked, among other responsibilities, with functions outlined by the CG Code concerning control and risk management.

The decision to grant the Sole Committee also the powers over control and risk management primarily stems from the Board's aim to streamline board structures with largely overlapping compositions.

For further details on the composition and operation of the Sole Committee, also serving as the Control and Risk Committee, the manner in which its meetings are held, and the attendance of its meetings by subjects other than its members (including the Statutory Auditors whose attendance is guaranteed), see Section 6 above.

### **Functions assigned to the Control and Risk Committee**

The powers of this Sole Committee align with the recommendations outlined in the CG Code. Specifically, the Committee, in accordance with the provisions of its Regulation, available on the Company website ([www.datalogic.com](http://www.datalogic.com)), assists the Board in matters of internal control and risk governance:

1. in defining the guidelines of the internal control and risk management system in accordance with the Company's strategies, and assesses, at least annually, the adequacy of this system concerning the company's characteristics and assumed risk profile, as well as its effectiveness;
2. in the appointment and dismissal of the Head of the Internal Audit Department, setting their remuneration in line with company policies, and ensuring they are equipped with sufficient resources to fulfil their responsibilities. If a decision is made to delegate the Internal Audit Department, either in its entirety or in segments of operations, to an external individual, the Committee assists the Board of Directors by (i) verifying the professionalism, independence, and organisational requirements of the external individual and (ii) providing sufficient justification for this choice in the corporate governance report;
3. in the approval, at least annually, of the work plan prepared by the Head of the Internal Audit Department;
4. in assessing whether to implement measures to guarantee the effectiveness and impartial judgment of other corporate departments involved in organising the internal control and risk



- management system, ensuring they possess adequate professionalism and resources;
5. in assessing the assignment to the Board of Statutory Auditors or an ad-hoc body of the supervisory functions under Article 6, paragraph 1, letter b) of Legislative Decree No. 231/2001. If the body does not coincide with the Board of Statutory Auditors, the Committee assists the Board of Directors in assessing the suitability of appointing to the body at least one non-executive director and/or a member of the Board of Statutory Auditors and/or the holder of legal or control functions of the Company, to ensure coordination among the various parties involved in the internal control and risk management system;
  6. in assessing, after hearing the Board of Statutory Auditors, the findings submitted by the auditor in the letter of suggestions, if any, and in the additional report addressed to the Board of Statutory Auditors;
  7. in outlining, in the corporate governance report, the main features of the internal control and risk management system and the manner of coordination between the parties involved therein, expressing its overall assessment of the adequacy of the system itself and giving an account of the decisions made on the composition of the supervisory body referred to above.

The Committee, in its role of assisting the Board of Directors regarding internal control and risk governance, is tasked with the following functions:

- a) assessing, after hearing the Manager responsible for the preparation of the Company's financial reports, the Auditor and the Board of Statutory Auditors, the proper use of accounting standards and, with regard to the Group, their consistency for the purposes of preparing the consolidated financial statements;
- b) assessing the suitability of periodic financial and non-financial information to fairly present the Company's business model, strategies, the impact of its activities, and performance achieved, coordinating with any committee established by the board of directors to review and approve the business plan of the Company and its parent group, including analysing issues pertinent to long-term value creation;
- c) reviewing the content of periodic non-financial information relevant to the internal control and risk management system;
- d) expressing opinions on specific aspects concerning the identification of the main corporate risks and supporting the assessments and decisions of the Board of Directors concerning the management of risks deriving from detrimental events the Board of Directors has become aware of;
- e) reviewing periodic and special significance reports prepared by the Internal Audit Department;
- f) overseeing the independence, adequacy, effectiveness and efficiency of the Internal Audit

Department;

- g) requesting, when deemed appropriate, the Internal Audit Department to conduct audits on specific operational areas, concurrently notifying the Chairman of the Board of Statutory Auditors;
- h) reporting to the Board of Directors, at least on the date of the approval of the annual report and of the half-year report, on the activities carried out and on the appropriateness of the internal control and risk management system.

### **Activities conducted during the year**

During the year at the above meetings, the Committee within its remit:

- (i) reviewed reports regarding: a) the status of implementation of the Datalogic Group's transactions having a significant impact on the balance sheet, income statement and cash flows approved by the Board, b) the most significant legal disputes in terms of contingent liabilities, c) major changes in the group's governance, d) as well as the status of updating the register of persons with access to inside information;
- (ii) reviewed reports on the activities carried out by the Internal Audit Department in execution of the 2023 Audit Plan, as well as the plan for the Department's activities to be carried out during 2024;
- (iii) reviewed the reports on compliance with the requirements of Law 262/2005 regarding the adequacy of administrative and accounting procedures prepared by the Manager responsible for the preparation of the Company's financial reports prior to the approval of the Half-Year and Annual Financial Report;
- (iv) reviewed, in separate meetings, the impairment test procedure and its results at 31/12/2023 as well as assessed, after hearing the Manager responsible for the preparation of the Company's financial reports, the auditor and the supervisory body, the consistency and proper use of accounting standards for the purpose of preparing the consolidated financial statements;
- (v) met periodically with the Supervisory Board (pursuant to Legislative Decree 231/2001) by reviewing: a) the 2023 action plan, b) the related budget, c) reporting on its implementation status, and d) updates to the organisational, management and control model pursuant to Legislative Decree 231/2001;
- (vi) reviewed the analysis of issues relevant to the non-financial reporting process and the Consolidated Non-financial Statement pursuant to Legislative Decree 254/2016, sharing its contents;
- (vii) met periodically with the Independent Auditors, taking note of a) the audit plan prepared by the independent Auditors, b) the audit reports on the consolidated financial statements, separate financial statements, and the consolidated non-financial statement, and c) the auditor's additional report to the Internal Control and Audit Committee coinciding with the Board of Statutory Auditors;
- (viii) agreed with the assessments presented by the Supervisory Board, the Independent Auditors, and

the Board of Statutory Auditors regarding the adequacy of Datalogic's overall system of controls and the absence of critical issues/points of concern to be brought to the Board's attention;

- (ix) reported to the Board on its activities at the earliest Board meeting available;
- (x) approved a schedule of meetings to be held in 2024 planning its activities;
- (xi) shared the 2022 variable remuneration pay-out of the Head of the Internal Audit Department and the relating fixed and variable remuneration for 2023.

During the mentioned meetings, the Committee had access to the information and corporate functions required to perform its duties.

In addition to the Board of Statutory Auditors, taking account of the items on the agenda, top and senior management members also took part in the proceedings of the Committee at the invitation of the Chairman.

### **9.3 Head of the Internal Audit Department**

A pivotal role within the internal control system is held by the Internal Audit Department, headed by David Scapparone, who is also a member of the Supervisory Board and Audit Committee of the company with strategic relevance Datalogic S.r.l.. The Head of the Internal Audit Department:

- i) verifies the operation and adequacy of the internal control and risk management system, both continuously and in response to specific requirements, adhering to international standards. This verification is carried out through an audit plan, approved by the Board, which relies on a structured process of analysis and prioritisation in identifying the main risks;
- ii) has direct access to all information relevant to the performance of the assignment;
- iii) prepares periodic reports containing adequate information on activities carried out, on the risk management process, and on compliance with the plans set out for their mitigation. The periodic reports contain an assessment on the appropriateness of the internal control and risk management system;
- iv) prepares timely reports on events of particular relevance;
- v) forwards the reports under iii) and iv) to the chairpersons of the Board of Statutory Auditors, the Committee with responsibilities for internal control and risk governance, and the Board of Directors, as well as to the Director in charge of the internal control and risk management system.

The Head of the Internal Audit Department - devoid of responsibilities for any operational area - operates on the basis of an annual audit plan, reviewed in advance by the Committee with responsibilities for internal control and risk governance and the Board of Statutory Auditors, and subsequently approved by the Board of Directors. During the year, the Board of Directors verified the adequacy of resources available to the Internal Audit Department.

The remuneration of the Head of the Internal Audit Department is determined by the Board, upon the proposal of the Chief Executive Officer, after hearing the opinion of the Committee with responsibilities for internal control and risk governance, and of the Board of Statutory Auditors, consistent with corporate policies.

With regard to the Audit Committee, it should be noted that on June 26, 2007, the Board resolved to approve its regulation in order to govern its audit duties and functions in a consistent and coordinated manner. In particular, the Audit Committee ensures the monitoring and control of the organisation and efficiency of the internal control procedures and the process of preparing the financial statements by also ensuring the alignment, comparison and coordination of the activities carried out by the existing supervisory bodies (such as the Control and Risk Committee, the Board of Statutory Auditors and the Independent Auditors).

Specifically, during the year, the Head of the Internal Audit Department (i) analysed the results of the Impairment test at 31.12.2023, (ii) updated the Board on the audits conducted, the relating results, as well as provided relevant updates on the 2023 Audit Plan, and (iii) assisted the Manager responsible for the preparation of the Company's financial reports in reporting to the Board on the activities carried out in relation to the audits under Law 262/05. In addition to the Internal Audit Department, other components contributing to the internal control system are:

- i) the Corporate Affairs and Compliance Department, called upon to collaborate with other Group departments to ensure the constant alignment of internal regulations, processes and, more generally, business activities with the applicable regulatory framework;
- ii) the Code of Ethics and Organisational Model 231, which, among other things, provides the possibility - for each person required to comply with the principles and rules contained therein - to report, even anonymously, any suspected violation of these principles and rules.

#### **9.4 Organisational and management model pursuant to Legislative Decree 231/2001**

The Issuer - as well as its strategic subsidiaries (Datalogic S.r.l. and Datalogic Ip Tech S.r.l.) - has adopted its own organisational, management and control model pursuant to Legislative Decree 231/2001. The adoption of "Model 231" is viewed as a valuable tool to raise awareness among all individuals operating in the name or on behalf of Datalogic. It encourages adherence to ethical and transparent conduct in their activities, thus preventing the risk of committing crimes in the interest or to the advantage of the Company.

Datalogic's Model 231 - prepared also on the basis of the guidelines drawn up by Confindustria - was originally approved by the Board on May 12, 2005 and was, subsequently, subject to amendments and additions to adapt it to the application findings as well as to the relating regulatory framework (most recently at the Board meeting of November 9, 2023).

The Company's Model 231 - available in its updated version on the Company website <https://www.datalogic.com/ita/azienda/corporate-governance/documenti-societari/modello-231-irp-5423.html> - is composed of a general section and the following special sections:

- i) Offences against Public Administration;
- ii) Corporate offences;
- iii) Market abuse;
- iv) Safety in the workplace;
- v) Receipt of stolen goods and money laundering;
- vi) Computer crimes and unlawful data processing;
- vii) Tax offences.

### **Supervisory Board**

Supervision of the operation of and compliance with Model 231 is entrusted to a special Supervisory Board - equipped with adequate resources - composed, at the Report Date, of three members (appointed by the Board of Directors on April 29, 2021):

- Luca Sirotti, the Chairman - a supreme court attorney expert in 231 matters;
- Lucio Taddei - a supreme court attorney;
- David Scapparone - Head of the Internal Audit Department of the Datalogic Group.

The Board, therefore, considered it fitting to maintain continuity, following the approach adopted during the previous board term, by assigning these tasks and functions to a separate and distinct (Supervisory) Body. This body is directly appointed by the Board of Directors itself. During the year, the Supervisory Board, aside of the periodic meetings with the Sole Committee and the Board of Statutory Auditors, met 4 times (meetings duly recorded in minutes). At these meetings, the pro-tempore Supervisory Board in office, among other things:

- analysed the most significant transactions;
- met with a number of senior managers;
- fulfilled the training obligations provided for employees and senior management;
- conducted preventive controls on the main activities at risk with regard to the predicate offenses under Legislative Decree 231/01;
- gathered and analysed a number of the documents produced by the other supervisory bodies;
- prepared its annual information report intended for the Committee with responsibilities in internal control and risk governance;
- analysed the developments in the relevant legislation;
- proposed to the Board of Directors any changes to the Company's Model 231 deemed necessary.

For further details on the functions and powers of the Supervisory Board, as well as the reporting of its activities, see the Company's Model 231 found, in its updated version, on the Company website ([www.datalogic.com](http://www.datalogic.com)).

### **9.5 Independent Auditors**

On April 30, 2019, the Shareholders' Meeting resolved to grant Deloitte & Touche S.p.A. the audit assignment pursuant to the combined provisions of Articles 13 and 17 of Legislative Decree No. 39 of January 27, 2010, for 2019 - 2027.

On April 4, 2023, the Board, after hearing the Board of Statutory Auditors and the Sole Committee, assessed the additional report by Deloitte & Touche S.p.A. referred to in Article 11 of European Regulation 537/2014.

### **9.6 The Manager responsible for the preparation of the Company's financial reports**

The Manager responsible for the preparation of the Company's financial reports is the Group Chief Financial Officer and Investor Relator Alessandro D'Aniello, appointed by the Board of Directors with the favourable opinion of the Board of Statutory Auditors as of March 16, 2022. Mr. D'Aniello's CV is available on the Company website ([www.datalogic.com](http://www.datalogic.com)).

The Company's Bylaws empower the Board of Directors, subject to the opinion of the Board of Statutory Auditors, to appoint the Manager responsible for the preparation of the Company's financial reports, stipulating that their term, unless revoked, expires together with the Board of Directors that appointed them.

In addition to possessing extensive experience in administrative and financial matters, the Manager responsible for the preparation of the Company's financial reports must meet the same integrity standards as those legally mandated for directors.

Pursuant to the regulations in force at the time, the Manager responsible for the preparation of the Company's financial reports is tasked with the following main responsibilities:

- a) to prepare appropriate administrative and accounting procedures for the preparation of the annual separate financial statements and consolidated financial statements as well as any other financial disclosures;
- b) to issue a statement certifying the correspondence with the underlying records, books and accounting entries and to attach this report to all documents and communications disseminated by the company to the market pertaining to Datalogic's financial information, including interim reports;
- c) to certify in a dedicated report prepared in accordance with the template established by CONSOB regulation, attached to the annual separate financial statements, the condensed half-year financial statements and the consolidated financial statements:
  - the adequacy and effective implementation of the procedures referred to in letter a) above

over the period to which the documents refer;

- that the documents are prepared in accordance with the International Financial Reporting Standards endorsed by the European Union pursuant to EC Regulation No. 1606/2002 of the European Parliament and Council of 19 July 2002;
- the consistency of the consolidated and separate financial statements with the results of the accounting books and accounting records;
- the suitability of the documents to give a true and fair view of the balance sheet, income statement and financial position of the Company and of the companies included in the consolidation scope;
- for the separate and consolidated financial statements, that the Report on Operations contains a reliable analysis on performance and the results of operations, as well as on the position of the Company and of the companies included in the consolidation scope, together with a description of the main risks and uncertainties they are exposed to;
- for the condensed half-year financial statements, that the interim report on operations contains a reliable analysis of the information referred to in paragraph 4 of Article 154-ter of the TUF.

The regulatory provisions governing the liability of directors are also applicable to the Manager responsible for the preparation of the Company's financial reports concerning his duties, without prejudice to the actions exercisable under his employment relationship with the Company.

#### **9.7 Coordination among parties within the internal control and risk management system**

Coordination among parties within the internal control and risk management system is guaranteed through ongoing discussion and continuous exchange of information among all stakeholders involved in this system. Specifically:

- the Committee with responsibilities in internal control and risk governance;
- the Chief Executive Officer or director in charge of the internal control and risk management system;
- the head of the Internal Audit Department;
- the Manager responsible for the preparation of the Company's financial reports;
- the Board of Statutory Auditors;
- the Independent Auditors;
- the Supervisory Board.

As previously mentioned, these subjects are invited to attend the meetings of the Sole Committee with responsibilities in internal control and risk governance, in view of the items on the agenda. This allows for

discussions and facilitates enhanced coordination of activities related to the internal control and risk management system.

Lastly, mention should be made that at the earliest meeting available, the Sole Committee with responsibilities for internal control and risk governance reports to the Board of Directors on its activities. This enables the governing body to effectively fulfil its role of guiding and overall assessing the adequacy of the internal control and risk management system implemented within the company.

## **10. DIRECTORS' INTERESTS AND RELATED-PARTY TRANSACTIONS**

Following the adoption in March 2010 of the CONSOB Related Parties Regulation, on November 4, 2010, the Company approved a comprehensive procedure for related-party transactions ("RPT Procedure"), to guarantee transparency and both substantive and procedural fairness in transactions involving such parties.

At the meeting held on July 24, 2015, subject to the favourable opinion of the independent directors present on the Board, the governing body resolved to approve certain amendments to the Datalogic RPT Procedure.

On May 23, 2018, the Board of Directors confirmed the RPT procedure by recognising - for the entire duration of the Board's term of office - the Control, Risks, Remuneration and Appointments Committee also as the Committee for Related-Party Transactions of Lesser Significance (the procedure is available on the Company website [www.datalogic.com](http://www.datalogic.com) to which reference is made for further details.

It should be noted that by resolution No. 21624 of December 10, 2020, CONSOB approved certain amendments to CONSOB Regulation No. 17221/2010 on related-party transactions. In accordance with the provisions of the above resolution, the Board of Directors, at its meeting on June 23, 2021, approved a new version of the RPT Procedure updated to the new provisions.

### **Related-Party Transactions Committee**

The Board, which was appointed on April 29, 2021, also assigned - for the entire duration of the Board's term of office - to the Control, Risks, Remuneration and Appointments Committee the functions of the Related-Party Transactions Committee. For further details on the composition and operation of the Sole Committee, also serving as the Control and Risk Committee, the manner in which its meetings are held, and the attendance by subjects other than its members (including the Statutory Auditors whose attendance is guaranteed), see Section 6 above.

The Sole Committee, serving as the Related Parties Committee, reviewed during the year:

- a) the updating of significance ratios used to assess related-party transactions; and
- b) the reporting on the implementation status of previously approved related-party transactions (and those of greater significance exempt on a six-month basis).



## 11. BOARD OF STATUTORY AUDITORS

The Board of Statutory Auditors is tasked with overseeing:

- the Company's compliance with the law and the Bylaws;
- compliance with the correct management principles;
- the adequacy of the organisational structure for the aspects falling under their remit, of the internal control system and of the administrative-accounting system and the reliability of the latter in properly presenting operations;
- how the corporate governance rules envisaged by the CG Code and formally endorsed by Datalogic are effectively implemented;
- the adequacy of the instructions given to subsidiaries in relation to the obligations to disclose price-sensitive information;

Additionally, in accordance with the provisions of Legislative Decree 39/2010, the Board of Statutory Auditors oversees:

- the financial reporting process;
- the effectiveness of internal control, internal audit, and risk management systems;
- the statutory audit of annual separate and consolidated financial statements;
- the independence of the statutory auditor or the Independent Auditors, with particular regard to the provision of non-audit services to the audited entity.

The Board fulfils its responsibilities by exercising all legal powers vested in it and benefits from a continuous and detailed information flow from the Company. This includes organising specific meetings with top management dedicated to the thorough analysis of pertinent matters, separate from the regular meetings of the Board of Directors and the Sole Committee, and in the absence of executive directors.

In this regard, it should be noted that the Board of Statutory Auditors (jointly with the Sole Committee with responsibilities in internal control and risk governance, the members of the Supervisory Board, and the CEO/Director in charge of overseeing the internal control and risk management system) is the recipient, jointly with the members of the Board of Directors, on a quarterly basis of a report - "Quarterly Corporate Governance Report" - in which the following information is outlined:

- the status of implementation of previously approved related-party transactions (and those of greater significance exempt on a six-month basis);
- the status of implementation of the Datalogic Group's transactions having a significant impact on the balance sheet, income statement and cash flows;
- the most significant disputes in terms of contingent liabilities (tax claims on a six-month basis);
- major changes in the governance of the Datalogic Group;

- changes that have occurred in the register of persons with access to inside information.

In performing its duties, the Board of Statutory Auditors not only attends all Board meetings and Shareholders' Meetings but also participates in the proceedings of the Sole Committee. During these meetings, it has the opportunity to coordinate and engage in discussions, as mentioned earlier, with all parties involved in the internal control and risk management system.

The outcome of the supervisory activities performed by the Board of Statutory Auditors is reflected in the Report to the Shareholders' Meeting prepared in accordance with Article 153 TUF, which will be made available (also on the website [www.datalogic.com](http://www.datalogic.com)) within the time limits of law.

### **11.1 Appointment and replacement**

Datalogic's Board of Statutory Auditors consists of 3 standing members and 3 alternate members.

Pursuant to Article 21 of the Bylaws, the appointment of the Board of Statutory Auditors follows the "list voting" system. This ensures that the "minority" shareholders, provided at least two (unrelated) lists are submitted, have the opportunity to appoint a Standing Auditor as Chairman, along with an Alternate Auditor.

Lists of candidates for the appointment of the Company's Board of Statutory Auditors - lists that must be filed at the Company's registered office at least 25 days prior to the date set for the Shareholders' Meeting called to resolve on the appointment of the Board of Statutory Auditors - may be submitted by shareholders who, alone or together with other shareholders, own (at the time of filing such lists) a total of shares representing at least 2.5% of the share capital entitled to vote at the Ordinary Shareholders' Meeting, or to the lesser extent required by the regulations issued by CONSOB, with the obligation to prove ownership within the deadline set for the publication of these lists by the Company, i.e., at least 21 days before the date set for the Shareholders' Meeting called to resolve on the appointment of the Board of Statutory Auditors.

If by the deadline for the submission (and filing at the Company's registered office) of the lists of candidates for the appointment of the Board of Statutory Auditors, only one list has been submitted, or only lists submitted by shareholders who are related to each other pursuant to the applicable laws and regulations, additional lists may be submitted up to the third day following such deadline (i.e. until the 22nd day before the Shareholders' Meeting); in this case, the threshold required for their submission is reduced to half and, therefore, to 1.25% of the share capital entitled to vote at the Ordinary Shareholders' Meeting.

In Executive Resolution No. 76 of January 30, 2023, CONSOB set 2.5% of the share capital required to submit lists of candidates for the appointment of the supervisory board. This percentage was also confirmed for 2024 by CONSOB Executive Resolution No. 92 of January 31, 2024. In the event that for the lists of candidates for the appointment of the Board of Statutory Auditors, only one list has been submitted, or only lists submitted by shareholders who are related to each other pursuant to the

applicable laws and regulations, additional lists may be submitted up to the third day following such deadline (i.e. until the 22nd day before the Shareholders' Meeting); in this case, the threshold required for their submission is reduced to half and, therefore, to 1.25% of the share capital entitled to vote at the Ordinary Shareholders' Meeting.

Lists of candidates for the appointment of the Company's supervisory body are made publicly available at the Company's registered office, on the website [www.datalogic.com](http://www.datalogic.com), and in other manners mandated by CONSOB at least 21 days before the date of the Shareholders' Meeting.

Lists of candidates must necessarily be divided into 2 separate sections:

- (i) the first section (Standing Auditors) includes the listing of 1 or more candidates, up to a maximum of 3 (identified by consecutive numbers), for the office of Standing Auditor;
- (ii) the second section (Alternate Auditors) includes the listing of 1 or more candidates, up to a maximum of 3 (identified by consecutive numbers), for the office of Alternate Auditor.

To ensure gender balance within the supervisory body, lists that, considering both sections, present three or more candidates must include individuals of different genders. This complies with the prevailing regulations in force on gender balance for both the candidates for the office of standing auditor and the candidates for the office of alternate auditor.

Each shareholder may not submit - or contribute to submit - or vote for more than one list (not even through a third party or trust company); shareholders belonging to the same group and shareholders within a shareholders' agreement concerning shares in the Company may not submit or vote for more than one list, even through a third party or trust company.

Each candidate may stand for election only on one list, under penalty of ineligibility. Outgoing Statutory Auditors are eligible for re-election.

Each list - duly signed by the submitting shareholders - must be accompanied by the following documents:

- information regarding the identity of the shareholders who submitted the list, indicating the percentage of the total equity interest held;
- in the case of a "minority list" (i.e., a list submitted only by shareholders other than those who hold, even jointly, a controlling or relative majority equity interest), a statement certifying the absence of any connection (as per Article 144-quinquies of the Issuer Regulation) with the latter. Additionally, pursuant to and in accordance with CONSOB Notice No. DEM/9017893 of February 26, 2009, shareholders submitting a "minority list" are advised to also include the additional information outlined in paragraph 3 of the above CONSOB Notice for the purposes specified;
- acceptance of the candidacy by individual candidates;
- statement by which the candidates themselves certify, under their own responsibility, the absence of any grounds for ineligibility or incompatibility, as well as the fulfilment of the additional requirements

necessary for holding office;

- a CV of each candidate, containing detailed information of personal and professional characteristics, with an indication of directorships and supervisory positions held in other companies.

Statutory Auditors are elected as follows:

- in the case of submission of two or more lists:
  - (i) from the most-voted list at the Shareholders' Meeting, 2 standing members and 2 alternate members are drawn, according to the sequential order in which they are listed in the two sections of that list;
  - (ii) from the second most-voted list at the Shareholders' Meeting, 1 standing member, who will also be given the office of Chairman of the Board of Statutory Auditors and 1 alternate member are drawn, according to the sequential order in which they are listed in the two sections of that list.

In the event of a tie between 2 (two) (or more) lists, the eldest candidate will be elected statutory auditor.

- if only one list is submitted, the Shareholders' Meeting will cast its vote on it and, if approved, the candidate listed first in the Standing Auditors section will be elected Chairman of the Board of Statutory Auditors;
- in the absence of lists submitted, the Shareholders' Meeting will appoint the Board of Statutory Auditors (and its Chairman) with the legal majorities, subject, in any case, to both compliance with the regulations on gender balance and compliance with the requirements to be eligible to be appointed as Statutory Auditor of the Company.

Where the requirements of law or of Bylaws are not met, the Statutory Auditor forfeits office.

In the event of replacement of a standing auditor, the alternate auditor belonging to the same list as the ceased auditor shall take over, in compliance with the prevailing regulations in force on gender balance. Without prejudice in any case to compliance with the prevailing regulations in force on gender balance, the above provisions regarding the appointment of Statutory Auditors do not apply in the meetings that must provide in accordance with the law for the appointments of standing and/or alternate Statutory Auditors and the Chairman required to complete the Board of Statutory Auditors following replacement or forfeiture of Statutory Auditors, or in the event of the minority failing to duly submit at least one list. In such cases, the Shareholders' Meeting shall resolve in accordance with the quorums envisaged in Article 12 of the Bylaws, without prejudice to the right of minority shareholders - if they have duly submitted one or more lists - to the appointment of a Standing Auditor (who will serve as Chairman of the Board) and an Alternate Auditor.

At the time of appointment, the Shareholders' Meeting establishes the remuneration for the Statutory Auditors, determined based on the level of commitment required, the significance of the role, and the size and sector-specific characteristics of the company.

The Board of Statutory Auditors remains in office for three years and expires on the date of the shareholders' meeting convened to approve the financial statements for the third year of office. The cessation of the Statutory Auditors due to expiration of their term becomes effective upon reformation of the Board.

## 11.2 Composition and operation

The current Board of Statutory Auditors was appointed by the Shareholders' Meeting on April 29, 2022, and expires with the Shareholders' Meeting's approval of the financial statements for the year ending December 31, 2024.

Below is the composition of the current Board of Statutory Auditors in office.

Name	Office
<b>Diana Rizzo</b>	Chair of the Board of Statutory Auditors
<b>Elena Lancellotti</b>	Standing Auditor
<b>Roberto Santagostino</b>	Standing Auditor
<b>Giulia De Martino</b>	Alternate Auditor
<b>Eugenio Burani</b>	Alternate Auditor
<b>Patrizia Cornale</b>	Alternate Auditor

Specifically, the Chair of the Board of Statutory Auditors and Alternate Auditor Giulia De Martino were drawn from the list submitted by a grouping of minority shareholders<sup>4</sup>, which obtained a number of votes equal to 8.05% of the total amount of the number of votes, while the other Statutory Auditors were drawn

<sup>4</sup> Amundi Asset Management SGR S.p.A. fund manager: Amundi Dividendo Italia, Amundi Valore Italia Pir, Amundi Accumulazione Italia Pir 2023, Amundi Risparmio Italia, Amundi Sviluppo Italia; Arca Fondi Sgr S.P.A. fund manager: Fondo Arca Economia Reale Equity Italia, Fondo Arca Economia Reale Bilanciato Italia 30, Fondo Arca Azioni Italia; BancoPosta Fondi S.p.A. SGR fund manager Bancoposta Rinascimento; Eurizon Capital S.A. fund manager Eurizon Fund sub-fund Eurizon Fund - Italian Equity Opportunities; Eurizon Capital Sgr S.P.A. fund manager: Eurizon Progetto Italia 20, Eurizon Pir Italia 30, Eurizon Am Mito 50 (Multiasset Italian Opportunities 50), Eurizon Am Mito 95 (Multiasset Italian Opportunities 95), Eurizon Am Mito 25 (Multiasset Italian Opportunities 25), Eurizon Am Tr Megatrend, Eurizon Progetto Italia 70, Eurizon Pir Italia Azioni, Eurizon Azioni Pmi Italia, Eurizon Progetto Italia 40; Fidelity Funds - Italy; Fideuram Asset Management Ireland fund manager Fonditalia Equity Italy; Fideuram Intesa Sanpaolo Private Banking Asset Management Sgr S.P.A. fund manager: Piano Azioni Italia, Piano Bilanciato Italia 50, Piano Bilanciato Italia 30; Interfund Sicav - Interfund Equity Italy; Mediolanum International Funds Limited – Challenge Funds – Challenge Italian Equity; Mediolanum Gestione Fondi Sgr S.P.A. fund manager Mediolanum Flessibile Futuro Italia and Mediolanum Flessibile Sviluppo Italia.

from the list submitted by Hydra S.p.A., which obtained a number of votes equal to 78.65% of the total amount of the number of votes. For further information regarding the composition of the Company's Board of Statutory Auditors, see Table 3.

The CVs of each Statutory Auditor are published on the Company website ([www.datalogic.com](http://www.datalogic.com)).

#### **Diversity criteria and policies**

The Company has applied diversity criteria in the composition of the Board of Statutory Auditors; specifically, at the Report Date, one-third of the Board consists of Statutory Auditors of the less represented gender. Additionally, on March 20, 2018, the Board of Directors of the Issuer adopted a diversity policy on the composition of the governing, management, and supervisory bodies with regard to aspects such as age, gender composition, and educational and professional background (see Section 4.3). This policy was later updated on March 9, 2021 and on March 14, 2024 by the Issuer's Board of Directors. Mention should be made that for six consecutive terms starting from the first renewal of the supervisory body of listed companies after the effective date of Law No. 160 of December 27, 2019, the less represented gender must obtain at least two-fifths (rounded down, if applicable) of the elected standing auditors. Under Article 148, paragraph 1-bis of the TUF, the Company's Bylaws already appear to comply with this new regulatory provision.

#### **Activity of the Board of Statutory Auditors**

In 2023, the Board of Statutory Auditors held 6 meetings jointly with the Sole Committee and 6 meetings individually. The latter lasted an average of approximately 1 hour and 30 minutes. Details of the Statutory Auditors' attendance at individual meetings of the Board and joint meetings of the Sole Committee are shown in Table 4 attached to the Report.

In 2024, apart from the joint meetings with the Sole Committee, the supervisory body scheduled 5 meetings for in-depth analysis of specific matters with the assistance of the Company's top management. At the Report Date, two meetings have been held together with the Sole Committee and one individually. During the year and, in particular, at the meetings of the governing body, both the Chairman and the Chief Executive Officer ensured adequate insights from all executive directors (within their respective remits) and Datalogic management aimed at providing also the members of the supervisory body with sufficient understanding of the industry in which the Issuer operates. Additionally, further detailed information was provided by top management to the supervisory board at meetings held individually.

At these meetings, as well as at those of the Sole Committee, updates were provided on developments in the relevant legal and regulatory framework. At the initiative of the Chair of the Board of Statutory Auditors, the Company conducted several induction sessions throughout the year. These sessions covered topics of specific interest to the Board of Statutory Auditors, such as the Group's strategies and

sustainability, with a particular focus on the reporting process for issuing the Consolidated Non-financial Statement.

### **Independence**

The Board of Statutory Auditors, aided by information provided by the Statutory Auditors themselves, conducts an annual assessment of the independence criteria set forth in the TUF and the CG Code, with regard to each of its members. Subsequently, it promptly discloses this information to the market post-appointment and then in the Report.

In this regard, it should be noted that the Board of Statutory Auditors, at its meeting of January 25, 2023, confirmed for the Statutory Auditors appointed by the Shareholders' Meeting of April 29, 2022, the satisfaction of the independence requirements set forth in the TUF and the CG Code, based also on the quantitative and qualitative criteria for assessing the independence requirements of directors and statutory auditors of Datalogic S.p.A. adopted by the Company on November 11, 2021, and that they met the professionalism and integrity requirements as outlined in Ministerial Decree No. 162 of March 30, 2000. With regard to the current year, this assessment was also conducted, with positive results, at the meeting of the Board of Statutory Auditors on February 1, 2024.

### **Self-assessment of the Board of Statutory Auditors**

In accordance with the provisions of the Rules of Conduct for the Board of Statutory Auditors of Listed Companies (Rule Q.1.1.) prepared by the Italian Association of Public Accountants and Accounting Professionals, the Board of Statutory Auditors conducted the self-assessment process with regard to 2023. To guarantee unrestricted freedom of expression and judgment for each Statutory Auditor, responses to the self-assessment questionnaire were collected by the head of the Corporate Affairs and Compliance Department. The results were then sent to the Board anonymously so that the Board could issue the 2023 Self-Assessment Report of the Board of Statutory Auditors. This report, containing not only the results of the self-assessment but also the results of the reviews on the fulfilment of the requirements of the Statutory Auditors, was submitted to the Board of Directors at its meeting on February 13, 2024. The Board's self-assessment process was conducted with the support of the Corporate Affairs and Compliance Department and with no involvement of external consultants.

As a result of the self-assessment process, the Board of Directors, at its meeting of February 13, 2024, took note of the positive assessment of the Board of Statutory Auditors on the satisfaction by the Statutory Auditors of the requirements set forth by the applicable regulations to hold office, as well as the independence requirements under the TUF and the CG Code, also in light of *i)* the quantitative and qualitative criteria for assessing the significance of the circumstances relevant under the CG Code for the purpose of assessing the independence of the Statutory Auditors, approved by the Board of Directors at

its meeting of November 11, 2021, and *ii*) the information made available by each member of the Board of Statutory Auditors.

Based on the process conducted, in addition to the Statutory Auditors fully meeting the requirements to hold office, a positive evaluation arose on the Board's performance, both on an individual level and collectively, as well as on the work of the Chair. Information on the remuneration of Statutory Auditors can be found in the 2023 Remuneration Report, made available on the website [www.datalogic.com](http://www.datalogic.com) according to the timelines of law.

Lastly, it should be noted that - in conducting the above assessments - the Board of Statutory Auditors (i) assessed the satisfaction of the independence requirements set forth in the CG Code based on the information provided by the Statutory Auditors concerned and available to the Companies, as well as taking account of the principles and recommendations contained in the Corporate Governance Code, as also supplemented by the independence criteria approved by the Board of Directors, and (ii) reviewed all circumstances that affect or appear likely to affect the independence of the Statutory Auditors pursuant to the TUF and the CG Code.

#### **Interest management**

In accordance with Recommendation 37 of the CG Code, if a Statutory Auditor has a personal interest or represents a third party with an interest in a specific transaction of the Issuer, they must promptly and comprehensively disclose to the other Statutory Auditors and the Chairman the nature, terms, origin, and scope of their interest.

## **12. RELATIONS WITH SHAREHOLDERS**

The Investor Relations Department is responsible for effectively managing relationships with financial analysts, institutional investors, as well as Italian and foreign private shareholders.

The Investor Relations Department, following principles of fairness, clarity, and equal information access, makes available accounting and financial documents related to Datalogic on the Company website [www.datalogic.com](http://www.datalogic.com) - Investor Relations section. This includes in particular inside and price-sensitive information. On the Company website ([www.datalogic.com](http://www.datalogic.com)) - Corporate Governance section - all corporate documents prepared in accordance with current legislation, including regulations on corporate governance, are available for consultation.

The role of Investor Relator was assigned to the Group CFO, Alessandro D'Aniello.

#### **Dialogue with Shareholders**

Mention should be made that the Board of Directors, at its meeting of November 11, 2021, following a proposal from the Chairman, in alignment with the Chief Executive Officer, approved a policy for managing



dialogue with shareholders (the "Dialogue Policy"). This policy is accessible on the Company website ([www.datalogic.com](http://www.datalogic.com)).

The Dialogue Policy (i) outlines the regular channels of communication (i.e., the Shareholders' Meeting, Datalogic's corporate website, and the Company's institutional meetings with the financial community), as well as other forms of dialogue related to the Company that do not directly involve the Company, and (ii) governs by special procedure the direct dialogue between shareholders and the Board of Directors.

The Dialogue Policy applies to the interaction between the Company and investors, encompassing the Company's shareholders, both current and potential, along with stakeholders holding shares, other financial instruments, and associated rights within the share capital. This includes individuals acting on their own behalf or representing third parties, such as asset managers (referred to as "Investors").

The Board of Directors has identified the Chief Executive Officer as the Director responsible for managing the dialogue with Investors. The Chief Executive Officer considers whether to accept requests for dialogue and determines how and when to conduct said dialogue.

The topics of the dialogue between Datalogic and Investors include:

- (i) the financial statements and periodic financial results;
- (ii) the corporate strategy;
- (iii) the internal control and risk management system;
- (iv) the corporate governance system;
- (v) transactions announced or executed by Datalogic and its subsidiaries of material, strategic, operating, capital, or financial significance;
- (vi) the appointment and composition of corporate bodies and their self-assessment;
- (vii) Datalogic's remuneration policy; and
- (viii) environmental and social sustainability topics.

Investors are required to submit requests for dialogue in writing to the Investor Relations Department. Subsequently, the Department promptly notifies the Chief Executive Officer and the head of Datalogic's Corporate Affairs Department of the request.

The Chief Executive Officer, in conjunction with the Investor Relations Department and the head of Datalogic's Corporate Affairs Department, assesses, on a case-by-case basis, whether to accept or reject the request. This evaluation considers various factors, including whether similar topics have been addressed through other dialogue forms with Investors previously, whether the Company has already provided sufficient public information on the requested topics, the potential interest of the topics for a broad range of Investors or specific Investor groups, and/or their importance for the market. Additionally, the assessment takes into account the volume of requests received, including previous ones on the same topic.

The dialogue may occur in a one-way mode, where the requesting Investor expresses their opinion on specific issues, or in a two-way mode, involving an exchange of information between the requesting Investor and the Board of Directors. The dialogue may also occur bilaterally, involving the attendance of only one applicant on a case-by-case basis, or collectively, with simultaneous attendance of several applicants. The information provided adheres to applicable laws and regulations, and typically, dialogue does not occur during blackout periods.

The Chairman, potentially with support from the Chief Executive Officer, is responsible for ensuring that the Board of Directors is informed, at the earliest meeting available, on the progress and key content of the dialogue, as well as any instances where a request for dialogue was declined and the reasons behind such decisions.

During the year, the Company did not receive any requests to initiate discussions under the Dialogue Policy, aside of its typical investor relations activities.

### **13. SHAREHOLDERS' MEETINGS**

The Shareholders' Meeting, as the collective representation of all shareholders, holds the authority to pass resolutions:

- in ordinary session, on the approval of the annual financial statements, the appointment and dismissal of members of the Board of Directors, the appointment of members of the Board of Statutory Auditors and their Chairman, the determination of directors' and statutory auditors' compensation, the appointment of the Independent Auditors, and the responsibility of directors and statutory auditors;
- in extraordinary session, on amendments to the Bylaws and transactions of an extraordinary nature such as share capital increases, mergers and demergers, except for those assigned to the remit of the Board.

Starting from 2011, the Company implemented a regulation for the Shareholders' Meeting; in addition to statutory provisions, it governs the organised and efficient conduct of meetings. The regulation is available on the Company website ([www.datalogic.com](http://www.datalogic.com)), "Shareholders' Meeting" section of the corporate governance page.

#### **Shareholders' Meetings in 2023**

During the year, only one Shareholders' Meeting was held on April 27, 2023, attended by 6 out of the 8 directors of the Company in office as of the date of the Meeting, and all of the standing auditors as of the date of the Meeting.

All relevant documentation, including but not limited to: (i) notice of the meeting; (ii) copies of the meeting minutes; (iii) summary records of voting; (iv) documents, reports, and proposed resolutions presented at

the meeting; and (v) press release issued by the Company regarding the meeting proceedings, are accessible on the website.

#### **14. ADDITIONAL CORPORATE GOVERNANCE PRACTICES**

The Company has not implemented any additional corporate governance practices beyond those outlined in this Report.

#### **15. CHANGES SINCE YEAR END**

There were no changes in the corporate governance structure between the closing date of the year and the date of the Report.

#### **16. REMARKS ON THE LETTER FROM THE CHAIRMAN OF THE CORPORATE GOVERNANCE COMMITTEE**

The letter from the Chairman of the Corporate Governance Committee was sent on December 18, 2023 to the Chairman of the Board of Directors, the Chief Executive Officer and the Chair of the Board of Statutory Auditors of the Company.

Subsequently, on February 13, 2024, the Board of Directors, after review by the Board of Statutory Auditors and the Control, Risks, Remuneration and Appointments Committee that took place at the meeting of February 1, 2024, reviewed the recommendations contained in the letter from the Chairman of the CG Committee, and noted a high level of compliance by the Issuer and made the following considerations:

##### **(a) Business Plan**

The Committee invites companies to offer adequate disclosure regarding the Board's engagement in reviewing and approving the business plan, as well as analysing matters relevant for the generation of long-term value.

The Board of Directors conducts an annual review of the strategic directions adopted by the Company. During these sessions, as well as at meetings convened to approve annual or interim results, Management provides details regarding the execution of the strategy, emphasising its contribution to long-term value creation. The Business Plan was discussed and approved by the Board of Directors at its meeting on February 13, 2024.

##### **(b) Pre-Board disclosure**

The Committee, while recognising the improvements that have been made, invites companies to provide adequate justification in the corporate governance report for any deviation from the promptness of pre-

Board disclosure due to confidentiality reasons, which may be provided for in board regulations and/or adopted in practice.

The Company complies fully with the recommendation. Specifically, it should be noted that on November 11, 2021, the Board of Directors approved the regulation of the governing body, which governs, inter alia, the timing of pre-Board disclosure. There are no general exemptions in the regulation for confidentiality reasons.

**(c) Guidelines on optimal composition (*not applicable to the Issuer*)**

The Committee invites companies with non-concentrated ownership to clearly state and provide adequate reasons in the corporate governance report for the failure to express, at the time of the renewal of the board of directors, guidance on its quantitative or qualitative composition and/or the failure to ask those who submit a "long" list to provide adequate information about the correspondence of the list to the guidelines expressed. The Committee also invites companies to indicate how the timing of the publication of the guidance was deemed appropriate to allow adequate consideration by those submitting candidate lists.

Recommendation 23 of the Corporate Governance Code - which requires the Board of Directors, in preparation for its renewal, to express guidance on its composition - is not applicable to concentrated companies and, therefore, does not apply to Datalogic.

**(d) Increased voting rights system (*not applicable to the Issuer*)**

The Committee invites companies to make adequate disclosure in the governing body's proposals on the introduction of the increased voting rights system, of the purpose of the decision and the expected effects on ownership and control structures and future strategies, and to provide adequate reasons for any failure to disclose such elements.

The recommendation is not applicable to Datalogic since the so-called "increased voting rights system" - whereby two votes are awarded for each share held, 24 months after the shareholder's request for an increased voting right is made - has already been adopted by the Company's Shareholders' Meeting of May 4, 2017.

## 17. TABLES

**TABLE 1: INFORMATION ON OWNERSHIP STRUCTURE AT 31/12/2023**

SHARE CAPITAL STRUCTURE				
	No. of shares	No. of voting rights	Listed	Rights and obligations
Ordinary shares (increased voting rights are envisaged)	58,446,491	96,233,814	Euronext STAR Milan	increased voting right in the ratio of two voting rights for each share benefiting from the increased voting right
Preference shares	-	-	-	-
Multiple-vote shares	-	-	-	-
Other categories of shares with voting right	-	-	-	-
Savings shares	-	-	-	-
Convertible savings shares	-	-	-	-
Other categories of shares without voting right	-	-	-	-
Ordinary shares with increased voting right	37,787,323	75,574,646	-	increased voting right in the ratio of two voting rights for each share benefiting from the increased voting right

OTHER FINANCIAL INSTRUMENTS (granting the right to subscribe newly-issued shares)				
	Listed (indicate markets) / unlisted	No. of instruments outstanding	Share category servicing the conversion/exercise	No. of shares servicing the conversion/exercise
Convertible bonds	-	-	-	-
Warrants	-	-	-	-

SIGNIFICANT EQUITY INTERESTS IN THE SHARE CAPITAL			
Declarant	Direct shareholder	% on ordinary capital	% on voting capital
HYDRA S.p.A.	37,900,000 shares	64.85%	78.65%
Datalogic S.p.A. <sup>5</sup>	4,800,000 treasury shares	8.21%	4.99%

<sup>5</sup> It should be noted that until December 31, 2023, the Company did not qualify as an "SME" under Article 1, paragraph 1, letter w-quater.1) of Legislative Decree No. 58 of February 24, 1998. For this reason, with regard to the year, the materiality threshold of equity interests was 3% of the voting capital, the Company having adopted the increased voting rights system. As disclosed to the market, starting from 2024, the Company qualifies as an "SME" therefore, the materiality threshold for the current year is 5% of voting rights.

**TABLE 2: STRUCTURE OF THE BOARD OF DIRECTORS AT 31/12/2023 YEAR-END DATE**

Board of Directors													
Office	Members	Year of birth	Date of first appointment (*)	In office since	In office until	List (submitters) (**)	List (M/m) (***)	Exec.	Non-exec.	Indep. Code	Indep. TUF	No. other positions (****)	Attendance (*****)
Chairman	Romano Volta	1937	2001	29/04/21	Approval of 2023 Financial Statements	Shareholders	M	Exec.	-	-	-	-	6/7
CEO (•)	Valentina Volta	1978	2001	29/04/21	Approval of 2023 Financial Statements	Shareholders	M	Exec.	-	-	-	-	7/7
Director	Filippo Maria Volta	1984	2012	29/04/21	Approval of 2023 Financial Statements	Shareholders	M	-	Non-exec.	-	-	1	7/7
Director	Pietro Todescato	1954	2014	29/04/22	Approval of 2023 Financial Statements	Shareholders	M	-	Non-exec.	-	-	-	7/7
Director (o)	Angelo Manaresi	1962	2018	29/04/21	Approval of 2023 Financial Statements	Shareholders	M	-	Non-exec.	X	X	-	7/7
Director	Chiara Giovannucci Orlandi	1950	2018	29/04/21	Approval of 2023 Financial Statements	Shareholders	M	-	Non-exec.	X	X	-	7/7
Director	Vera Negri Zamagni	1943	2018	29/04/21	Approval of 2023 Financial Statements	Shareholders	M	-	Non-exec.	X	X	-	7/7
Director	Maria Grazia Filippini	1964	2021	11/11/21	Approval of 2023 Financial Statements	Shareholders	m	-	Non-exec.	X	X	2	7/7
<b>----- DIRECTORS WHO CEASED TO HOLD OFFICE DURING THE YEAR -----</b>													
Director	-	-	-	-	-	-	-	-	-	-	-	-	-

Number of meetings held during the year: seven.

Quorum required for the submission of lists by minorities for the election of one or more members (pursuant to Article 147-ter TUF): 2.5% of the share capital.

**NOTES**

In the "Office" column:

• This symbol indicates the director in charge of the internal control and risk management system.

o This symbol indicates the Lead Independent Director (LID).

(\*) Date of first appointment of each director means the date on which each director was appointed for the first time (ever) in the Board of Directors of the Issuer.

(\*\*) This column indicates whether the list from which each director was drawn was submitted by shareholders ("Shareholders") or by the Board of Directors ("Board of Directors").

(\*\*\*) This column indicates whether the list from which each director was drawn is "majority" ("M"), or "minority" ("m").

(\*\*\*\*) This column indicates the number of directorships or statutory auditor positions held in other listed companies or large-sized ones. In the Report on Corporate Governance, positions are shown in full.

(\*\*\*\*\*) This column indicates the directors' attendance at board meetings compared to the total number of meetings they could have attended.

**TABLE 3: STRUCTURE OF THE BOARD COMMITTEES AT 31/12/2023 YEAR-END DATE**

BoD		Executive Committee		RPT Committee		Control, Risks, Remuneration and Appointments Committee Remuneration Committee ("Sole Committee")		Other committee		Other committee	
Office/Title	Members	(*)	(**)	(*)	(**)	(*)	(**)	(*)	(**)	(*)	(**)
Chairman of the BoD Executive/non-independent	Romano Volta	-	-	-	-	-	-	-	-	-	-
CEO	Valentina Volta	-	-	-	-	-	-	-	-	-	-
Non-Executive Director - independent pursuant to the TUF and the Code	Angelo Manaresi	-	-	4/4	C	6/6	C	-	-	-	-
Non-Executive Director - independent pursuant to the TUF and the Code	Chiara Giovannucci Orlandi	-	-	4/4	M	6/6	M	-	-	-	-
Non-Executive Director - independent pursuant to the TUF and the Code	Vera Negri Zamagni	-	-	4/4	M	6/6	M	-	-	-	-
----- DIRECTORS WHO CEASED TO HOLD OFFICE DURING THE YEAR -----											
No directors who were members of the Committee ceased to hold office during the year.											
----- ANY MEMBERS WHO ARE NOT DIRECTORS -----											
-	-	-						-	-	-	-
<b>No. of meetings held during the year:</b>	-	4		6		-		-			
<b>NOTES</b>											
(*) This column indicates the directors' attendance at committee meetings compared to the total number of meetings they could have attended.											
(**) This column indicates the position of the board member in the Committee: "C": Chairman; "M": Member.											

**TABLE 4: STRUCTURE OF THE BOARD OF STATUTORY AUDITORS AT 31/12/2023 YEAR-END DATE**

<b>Board of Statutory Auditors</b>										
<b>Office</b>	<b>Members</b>	<b>Year of birth</b>	<b>Date of first appointment (*)</b>	<b>In office since</b>	<b>In office until</b>	<b>List (M/m) (**)</b>	<b>Indep. Code</b>	<b>Attendance at individual Board meetings (***)</b>	<b>Attendance at meetings of the Board jointly with the Sole Committee (***)</b>	<b>No. other positions in listed companies (****)</b>
<b>Chair</b>	Diana Rizzo	1959	29/04/22	29/04/22	Approval of Financial Statements at 31/12/24	m	X	6/6	6/6	1
<b>Standing Auditor</b>	Roberto Santagostino	1962	02/05/16	29/04/22	Approval of Financial Statements at 31/12/24	M	X	6/6	4/6	-
<b>Standing Auditor</b>	Elena Lancellotti	1956	02/05/16	29/04/22	Approval of Financial Statements at 31/12/24	M	X	4/6	5/6	-
<b>Alternate Auditor</b>	Giulia De Martino	1978	29/04/22	29/04/22	Approval of Financial Statements at 31/12/24	m	X	-	-	1
<b>Alternate Auditor</b>	Eugenio Burani	1980	30/04/19	29/04/22	Approval of Financial Statements at 31/12/24	M	X	-	-	-
<b>Alternate Auditor</b>	Patrizia Cornale	1964	23/05/18	29/04/22	Approval of Financial Statements at 31/12/24	M	X	-	-	-
<b>----- STATUTORY AUDITORS WHO CEASED TO HOLD OFFICE DURING THE YEAR -----</b>										
No Statutory Auditors ceased to hold office during the year.										

**No. of meetings held during the year:** 6 individually and 6 jointly with the Sole Committee.

**Quorum required for the submission of lists by minorities for the election of one or more members (pursuant to Article 148 TUF):** 2.5% of the share capital.

**NOTES**

(\*) Date of first appointment of each statutory auditor is understood as the date on which each statutory auditor was appointed for the first time (ever) in the Board of Statutory Auditors of the Issuer.

(\*\*) This column indicates whether the list from which each statutory auditor was drawn is "majority" ("M"), or "minority" ("m").

(\*\*\*) This column indicates the attendance of statutory auditors at meetings of the Board of Statutory Auditors compared to the total number of meetings they could have attended.

(\*\*\*\*) This column indicates the number of directorships or statutory auditor positions held, pursuant to Article 148-bis TUF and related implementation provisions contained in the CONSOB Issuer Regulation. The complete list of positions is published by CONSOB on its website pursuant to Article 144-quinquiesdecies of the CONSOB Issuer Regulation.