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# SHAREHOLDERS' MEETING REGULATIONS

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*This document has been translated into English solely for the convenience of the international reader. In the event of conflict or inconsistency between the terms used in the Italian version of the document and the English version, the Italian version shall prevail, as the Italian version constitutes the official document.*

## **Chapter I - Preliminary provisions -**

### **Article 1**

1. This Regulation governs the exercise of the ordinary and extraordinary shareholders' meeting of Datalogic S.p.A. ("Company") and, insofar as compatible, special sector meetings and the bondholders' meeting.
2. This Regulation is available to those who are entitled to participate in the meeting at the Company's registered office and where meetings are held, and to the public on the Company's website.

## **Chapter II - Establishment of the Shareholders' Meeting -**

### **Article 2**

1. Those entitled to vote may participate in the meeting in compliance with legal standards or regulations in force. Those entitled to vote may be represented in the meeting in compliance with legal standards or regulations in force.
2. In any case, the person participating in the Shareholders' Meeting, on his own behalf or by proxy, must provide a suitable document proving his identity, also as regards the powers assigned to representatives of bodies corporate.
3. Clerks and any scrutineers may attend the Meeting, without the possibility of speaking, to carry out the functions set forth in the following articles of this Regulation.
4. The General Manager, the CFO, the manager responsible for preparing the company's financial reports and other Directors shall attend the Meeting.
5. Other Managers and Officers of the Company, the Directors, Managers and Officers of Group companies, the representatives of the company in charge of auditing, as well as consultants of the Company may attend the Meeting when their presence is deemed useful by the Board of Directors or by the Chairman of the Board of Directors in relation to the topics to be discussed.

6. Journalists accredited for the individual Meeting by nationally distributed Italian or foreign newspapers, also electronic, dailies or periodicals, and by widely broadcast Italian or foreign radio and television networks may attend the Meeting without entitlement to take the floor. The authorisations must arrive at the location where the Meeting is to be held in accordance with art. 9 of the Articles of Association by 12:00 AM of the second day preceding the Meeting date in first call.

### **Article 3**

1. Those entitled to participate in the Meeting in accordance with art. 2, paragraph 1, above must hand over the documents required by legal standards or regulations in force to Company personnel upon entry into the Meeting location. Those documents must attest to legitimacy for participation in the Meeting, and upon their presentation a dedicated participation/voting sheet shall be provided, which must be displayed for any controls and in any case turned in if the party leaves the Meeting before it has finished. If parties leave, even only temporarily, they must tell the personnel in charge when they return to the premises where the Meeting is being held in order to obtain their participation/voting sheet.
2. Those entitled to participate in the Meeting in accordance with paragraphs 2 *et seq.* of art. 2 above must be identified by the Company's personnel in charge upon entry into the location where the Meeting is held, and obtain the dedicated identification badge, which should be kept in a visible location.

### **Article 4**

1. At the time set in the notice of call, the person identified by the Articles of Association shall take the chair of the Meeting.
2. The Meeting's Chairman is supported by a Secretary, who may or may not be a shareholder, appointed by the Meeting at the proposal of the Meeting's Chairman. The Meeting's Chairman may assign a Notary Public to draw up the minutes even if this is not required by law, in which case the Secretary's support is not necessary. The Secretary and the Notary Public may be supported by a person they consider reliable, and make use of audio-video recording devices only to personally help them in preparing the minutes.

3. The Chairman of the Meeting, also with the assistance of colleagues he appoints, shall verify the regularity of the proxies, the right of those attending to participate in the Meeting, as well as the regular establishment of the Meeting. The outcomes of the verifications pursuant to this paragraph and the following paragraph of this article 4 must be accounted for in the Meeting minutes.
4. During the Meeting, the Meeting's Chairman may also verify, from time to time, the right of those attending to participate in the discussion and voting on the individual points set forth in the agenda.
5. Under the direction of the Meeting Chairman, an attendance sheet shall be drawn up, which identifies those who participate in relation to equity interests, specifying the number of shares and all others present.
6. If applicable, the Meeting Chairman shall choose scrutineers from amongst the parties entitled to vote.

#### **Article 5**

1. No type of recording devices, photography equipment and similar devices may be brought into the location where the meeting is held unless the Meeting Chairman specifically authorises it.

#### **Article 6**

1. After having verified that the Meeting is regularly established, the Meeting Chairman shall read the agenda topics aloud.

### **Chapter III - The discussion -**

#### **Article 7**

1. In the discussion of agenda topics, the Meeting Chairman may follow an order other than the one set forth in the Meeting's notice of call, provided the Shareholders' Meeting is not opposed.
2. The Meeting Chairman and, upon his invitation, the Directors, shall explain the agenda topics, with the assistance where appropriate of the General Manager, the CFO, other

Directors, the manager responsible for preparing the company's financial reports and other managers or consultants of the Company.

3. The Meeting Chairman shall govern the discussion, passing the floor to all parties who have participation rights in accordance with article 8 below. He must act to avoid abuses or disturbances of the Meeting's regular execution.

### **Article 8**

1. All parties who effectively speak at the meeting since they are entitled to participate in the Meeting in accordance with art. 2, paragraph 1 above, have the right to take the floor on each of the topics set forth for discussion.
2. All parties who intend to take the floor must request this from the Meeting Chairman by submitting a written request to him indicating the topic to which the request refers after he has read the agenda topics and until he has stated that the discussion on the topic to which the request for participation refers has concluded. If two or more questions are submitted at the same time, the Meeting Chairman shall pass the floor according to the alphabetical order of the requesters' surnames.
3. The Meeting Chairman may authorise the submission of requests to speak by the raising of hands; in that case, the Meeting Chairman shall pass the floor according to the alphabetical order of the requesters' surnames.
4. The Directors, Statutory Auditors, the General Manager, the CFO, the manager responsible for preparing the company's financial reports and the other Directors may request to participate in the discussion.
5. Other Managers and Officers of the Company, and the Directors, Managers and Officers of Group companies, as well as the representatives of the company in charge of auditing, or any consultants of the Company may take the floor when this is deemed useful by the Board of Directors in relation to the topics to be discussed.

### **Article 9**

1. The Meeting Chairman and, upon his invitation, the Directors, Statutory Auditors, the General Manager, the CFO, other Directors, the manager responsible for preparing the company's financial reports and other Managers shall respond to the speakers at the end

of each turn or after all turns on the individual agenda topic have been taken, also considering any questions posed by shareholders before the Meeting which the Company did not address.

#### **Article 10**

1. In consideration of the subject and importance of the individual agenda topics, as well as the number of parties requesting to speak and any questions posed by shareholders before the Meeting which the Company did not address, the Meeting Chairman may determine the period of time available to each speaker, which in any case is no longer than ten minutes. Once that period of time is finished, the Meeting Chairman may request that the speaker finish in the next two.
2. Those who already participated in the discussion may request to take the floor a second time for three minutes, also to make any statements concerning the vote.

#### **Article 11**

1. The Meeting's work is normally carried out in a single session. During the meeting, the Meeting Chairman may interrupt work for no more than three hours if he finds this opportune and the Meeting is not opposed.
2. The Meeting Chairman may postpone the meeting for no more than five days in the case set forth in art. 2374 of the Italian Civil Code and in any other case where it is requested or deemed appropriate, provided the Meeting is not opposed. When the meeting is postponed, the Chairman shall also establish the day and time of the new meeting to continue work.

#### **Article 12**

1. The Meeting Chairman is responsible for maintaining order in the Shareholders' Meeting in order to guarantee the correct execution of work and to suppress abuses, and also to settle or impede the occurrence of conflicts within the Meeting.
2. For this purpose, unless the Meeting is opposed, he may stop someone from speaking in the following cases:

- a) if the speaker speaks without having the right or continues to speak after his assigned time is finished;
- b) after a warning, if it is clear and evident that the party's statements do not pertain to the topic set forth for discussion;
- c) if the speaker speaks or behaves discourteously or insultingly;
- d) if the speaker incites violence or disorder.

### **Article 13**

1. If one or more of those present impede others from discussing or behave in a manner that provokes a situation which prohibits the regular execution of the Meeting, the Meeting Chairman shall warn those parties to stop those behaviours.
2. If that warning is not heeded, the Meeting Chairman may have the previously warned parties leave the meeting room for the entire duration of the discussion unless the Meeting is opposed, with the assistance of the Company's surveillance and security personnel if necessary.

### **Article 14**

1. Once all turns have been taken, the Meeting Chairman concludes by stating that the discussion on the individual agenda topic has finished.

## **Chapter IV - Voting -**

### **Article 15**

1. Before beginning the vote, the Meeting Chairman readmits to the Meeting those who were sent away in accordance with art. 13 above.
2. The provisions pursuant to articles 12 and 13 above may also be implemented, where the requirements are satisfied, during the voting phase, with methods that enable those against whom the aforementioned measures were taken to vote, if they are entitled to do so.

### **Article 16**

1. Depending on the circumstances, the Meeting Chairman may decide that the vote on each individual topic will take place after the end of the discussion of each point or at the end of the discussion of all agenda topics.

### **Article 17**

1. Without prejudice to the provisions in art. 18 below, voting shall take place with the open ballot system, taking into consideration the number of votes to which each participant is entitled; the Meeting Chairman may use the following voting methods:
  - a) roll call;
  - b) signing of the ballot;
  - c) raising of hands;
  - d) standing and sitting;
  - e) use of proper electronic devices.

### **Article 18**

1. For the day of the Shareholders' Meeting called to elect the new Board of Directors or Board of Statutory Auditors, the Board of Directors shall prepare a ballot containing the slates regularly submitted in accordance with articles 15 and 21 of the Articles of Association, indicating the name of the shareholders who submitted each slate and the number of respective shares on the date on which the slate was submitted.
2. The ballot shall be handed over to each party entitled to participate in the Meeting in accordance with art. 2, paragraph 1 above, as soon as legitimacy to participate in the Meeting in accordance with art. 3 is verified.



### **Article 19**

1. The Meeting Chairman shall implement the appropriate measures to ensure that the vote is carried out in an orderly fashion.
2. Specifically, when the Meeting is called to elect corporate positions, the Meeting Chairman may set up polling stations and may set a maximum timeframe in which the vote must be cast, unless the Meeting is opposed.

### **Article 20**

1. Once the vote is finished and the ballots are counted, the Meeting Chairman shall state that the proposal which obtained the favourable vote of the majority required by law or by the Articles of Association is approved. For the election of members of the Board of Directors or the Board of Statutory Auditors, the Chairman shall declare that the candidates who won based on the mechanisms set forth in articles 15 and 21 of the Articles of Association are elected.

## **Chapter V - Closure of the meeting -**

### **Article 21**

1. Once the voting on all points of the agenda is finished and the relative results are proclaimed, the Meeting Chairman shall state that the Meeting is closed.

## **Chapter VI - Final provisions -**

### **Article 22**

1. Other than the provisions of this Regulation, the Meeting Chairman may implement any measure deemed appropriate to guarantee the correct execution of the meeting and the exercise of rights by those attending.
2. For any elements not set forth in this Regulation, the provisions of the Italian Civil Code, the special laws on the topic and the Articles of Association shall apply.