

**DATALOGIC S.p.A. – Shareholders' meeting of 4 June 2020**

**Proxy Form and Voting Instructions to Ms. Benedetta Valentini and her replacements as the sole party who can attend the Shareholders' Meeting**

**DATALOGIC S.p.A. (the "Company") appointed Ms. Benedetta Valentini**, born in Bologna on 03.03.1979 (Tax Code VLNBDT79C43A944O), with the right to be replaced by the persons indicated hereunder, as the appointed representative pursuant to 135-*undecies* of Legislative Decree 58/98 (TUF - Consolidated Law on Finance) and art. 106 of Law Decree no. 18 of 17 March 2020 (one or the others, hereinafter the "**Appointed Representative**"), to proceed with the collection of the voting authorisations relating to the shareholders' meeting called in ordinary session for **4 June 2020**, on single call, according to the methods and terms reported in the call notice published on the company's website [www.datalogic.com](http://www.datalogic.com).

The proxy with the voting instructions, to be conferred no later than **3 June 2020**, may be revoked within the deadline and according to the same methods of conferral. For any information, you can contact Ms. Benedetta Valentini at the numbers (+39) 051226442 or (+39) 051231018 between 9:00 and 17:00 from Monday to Friday.

**Conferral of the proxy and the voting instructions by signing and submitting this form is free of charge for the delegating party, except where transmission or postal charges apply.**

**Art. 135-*decies* TUF - Consolidated Law on Finance - (Conflicts of interest of the representative and of replacements)**

**Neither Ms. Benedetta Valentini nor any of her replacements** are subject to any conflicts of interest as defined under art. 135-*decies* of the TUF. However, in the event unknown circumstances are verified or in the case of a change or addition to the proposals presented to the shareholders' meeting, **she does not intend** to express a vote that is inconsistent with that indicated in the subsequent Voting Instructions.

**PROXY FORM**

**Complete with the required information based on the Instructions shown in the footnotes and notify the Company through the Appointed Representative (1)**

**\* mandatory information**

The undersigned \* ..... born in \* ..... on \* .....

Tax Code (or other equivalent code) \* .....

resident in (city) \* ..... (street, square) \* .....

telephone number \* ....., e-mail .....

**(2)** legitimately entitled to exercise the voting right as at **26 May 2020 (record date)** as:  holder of shares -  legal representative –  secured creditor –  contango broker -

usufructuary-  custodian –  manager –  other (specify) .....

for .....  ordinary shares of DATALOGIC (ISIN IT0004053440) and/or

for .....  DATALOGIC (ISIN IT0005274771) shares with increased vote

**(3)** registered to ..... born in \* ..... on \* .....

Tax Code/VAT no. (or other equivalent code) .....

resident in/registered office in (city) \* ..... (street, square) \* .....

**(4)** registered in securities account no. .... at ..... ABI (bank code) ..... CAB (sort code).....

**(5)** as per communication no. .... sent by (Bank) \* .....

**DELEGATES** the aforementioned Appointed Representative to participate and vote in the shareholders' meeting indicated above, with reference to the aforementioned shares, as per the instructions provided to said party,

**DECLARES** that there are no causes for incompatibility or suspension on the exercise of the voting right and that he/she is aware:

- of the possibility that the proxy to the Appointed Representative may also contain voting instructions for just some proposals on the agenda and that, in this event, the vote shall be exercised only for the proposals in relation to which voting instructions have been conferred.
- of the fact that the proxy shall be validly accepted at the Shareholders' Meeting only on the condition that the company has received, by the start of shareholders' meeting proceedings, the appropriate communication from the intermediary regarding the shares indicated in the proxy form.

**ACKNOWLEDGES** that Ms. Benedetta Valentini may be replaced by Giovanni Ravenna, born in Bologna on 30.10.1968 Tax Code RVNGNN68R30A944B, all resident, for the purposes of this proxy, at the practice of Ms. Valentini in Via Belfiore no. 1, 40123, Bologna.

DATE..... Identity document**(6)**\*(type)..... issued by\*..... no.\*.....SIGNATURE.....

**NB: This proxy cannot be conferred separately from the voting instructions whose form can be obtained in electronic format from the company's website [www.datalogic.com](http://www.datalogic.com).**

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**VOTING INSTRUCTIONS**

*(Part intended solely for the Appointed Representative to be sent to the Appointed Representative - Tick the boxes by following the instructions in the Instructions)*

The undersigned

**(7)**

**DELEGATES** the Appointed Representative to vote according to the following instructions **(8)** at the shareholders' meeting in question:

<b>RESOLUTIONS SUBMITTED TO VOTE (9)</b>	<b>VOTING INSTRUCTIONS</b>
	<i>(F) in favour – (C) Against - (A) Abstain</i>

**ORDINARY PART**

1. Financial statements of Datalogic S.p.A as at 31 December 2019 and disclosure on corporate governance; allocation of profit for the year. Inherent and consequent resolutions. Presentation of the consolidated financial statements as at 31 December 2019. Presentation of the consolidated non-financial disclosure drafted in accordance with Legislative Decree 254/2016.

<b>1.1. Approval of the financial statements as at 31 December 2019</b>			
<b>Section A</b> – vote for resolution proposed by the Board of Directors	F	C	A
<b>Section A2</b> – vote for proposal published pursuant to art. 126-bis of the TUF (Consolidated Law on Finance) <b>(10)</b> .....(indicate the shareholder who presented the proposal)	F	C	A

<b>1.2 Allocation of the year's earnings</b>			
<b>Section A</b> – vote for resolution proposed by the Board of Directors	F	C	A
<b>Section A2</b> – vote for proposal published pursuant to art. 126-bis of the TUF (Consolidated Law on Finance) <b>(10)</b> .....(indicate the shareholders who presented the proposal)	F	C	A

2. Determination of the annual compensation of the members of the Board of Directors pursuant to art. 20 of the Articles of Association; inherent and consequent resolutions.

<b>Determination of the annual compensation of the Directors</b> <i>The administrative body did not present any proposal</i>			
<b>Section C</b>	<i>Voting instructions</i>		
<b>C1</b> – vote for proposal presented by the Chairman of the shareholders' meeting <b>(11)</b>	F	C	A

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<b>C2 – vote for proposal presented by the holder of the majority shareholding (11)</b> .....(indicate the shareholder who presented the proposal)	F	C	A
<b>C3 – vote for proposal presented by the holder of the minority shareholding (11)</b> .....(indicate the shareholder who presented the proposal)	F	C	A

- 3. Report on remuneration policy and on the compensation paid:**  
**3.1 approval of the first section (2020 remuneration policy); inherent and consequent resolutions;**  
**3.2 non-binding vote on the second section (compensation of 2019); inherent and consequent resolutions.**

<b>3.1 Approval of the first section (2020 remuneration policy); inherent and consequent resolutions.</b>			
<b>Section A</b> - vote for resolution proposed by the Board of Directors	F	C	A
<b>Section A2</b> - vote for proposal published pursuant to art. 126-bis of the TUF (Consolidated Law on Finance) (10) .....(indicate the shareholder who presented the proposal)	F	C	A

<b>3.2 Non-binding vote on the second section (compensation of 2019); inherent and consequent resolutions.</b>			
<b>Section A</b> - vote for resolution proposed by the Board of Directors	F	C	A
<b>Section A2</b> - vote for proposal published pursuant to art. 126-bis of the TUF (Consolidated Law on Finance) (10) .....(indicate the shareholder who presented the proposal)	F	C	A

- 4. Authorisation to purchase and dispose treasury shares, based on prior revocation, for the part still not executed, of the authorisation approved by the Shareholders' Meeting of 30 April 2019; inherent and consequent resolutions.**

<b>4.1 Revocation, for the part still not executed, of the authorisation approved by the Shareholders' Meeting of 30 April 2019 and authorisation to purchase and dispose treasury shares.</b>			
<b>Section A</b> - vote for resolution proposed by the Board of Directors	F	C	A
<b>Section A2</b> - vote for proposal published pursuant to art. 126-bis of the TUF (Consolidated Law on Finance) (10) .....(indicate the shareholder who presented the proposal)	F	C	A

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**EXTRAORDINARY PART**

1. Amendment to articles 5, 6, 13, 15, 21 of the Articles of Association. Inherent and consequent resolutions.

<b>Amend articles 5, 6, 13, 15, 21 of the Articles of Association.</b>			
<b>Section A</b> - vote for resolution proposed by the Board of Directors	F	C	A
<b>Section A2</b> - vote for proposal published pursuant to art. 126-bis of the TUF (Consolidated Law on Finance) <b>(10)</b> .....(indicate the shareholder who presented the proposal)	F	C	A

**Any liability action**

Vote for liability action against directors proposed, if necessary, by shareholders in accordance with art. 2393, sub-section 2, of the Italian Civil Code, at the time of the discussion on the financial statements. <i>(in the event no voting instructions are indicated, the Appointed Representative shall express a vote against)</i>	F	C	A
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DATE

SIGNATURE

## DATALOGIC S.p.A. – Shareholders' meeting of 4 June 2020

### Proxy Form and Voting Instructions to Ms. Benedetta Valentini and her replacements as the sole party who can attend the Shareholders' Meeting

#### Compilation and transmission instructions

1. The **Proxy Form**, to be notified to the Company through the Appointed Representative with the **Voting instructions** reserved to him/her together with an identity document and any documentation proving signing powers, must be received by **3 June 2020** according to the following methods:

to the e-mail address [benedetta.valentini@ordineavvocatibopec.it](mailto:benedetta.valentini@ordineavvocatibopec.it) by indicating in the object "Appointed Representative Proxy - 2020 Datalogic Shareholders' Meeting" and through trackable courier/registered letter with return receipt (to the following address: Ms. Benedetta Valentini, Via Belfiore no. 1, 40123, Bologna, Ref. "Appointed Representative Proxy - 2020 Datalogic Shareholders' Meeting". The transmission of the proxy to the aforementioned certified e-mail address, signed digitally pursuant to the legislation in force, meets the requirement of written form and does not require the paper document to be sent.

**The transmission of the Proxy Form according to different methods and time-scales from those indicated above, shall not guarantee to the delegating party the correct conferral of the proxy to the Appointed Representative.**

2. Specify the position of the signatory of the proxy and attach, if necessary, the documentation proving the signing powers.
3. Only to be completed if the holder of the shares is different from the signatory of the proxy, by indicating all the relevant particulars, as per mandatory requirements.
4. Indicate the securities account number, the ABI (bank code) and CAB (sort code) codes of the depositary intermediary, or nonetheless, its name, which can be obtained from the extract of the securities dossier.
5. Any reference of the communication sent by the intermediary or its name.
6. Indicate the references of a valid identity document of the signatory of the proxy.
7. Indicate name and surname of the signatory of the Proxy Form and the Voting instructions.
8. Pursuant to art. 135-undecies, paragraph 3, of Legislative Decree no. 58/98, "The shares for which the proxy has been conferred, including partial, are calculated for the purpose of the regular constitution of the shareholders' meeting. In relation to the proposals for which voting instructions have been conferred, the shares are not included for the purposes of calculating the majority and the portion of capital required for approval of the resolutions".
9. The resolutions proposed to the shareholders' meeting, summarised below, are contained in the Reports published on the company's website [www.datalogic.com](http://www.datalogic.com). The Appointed Representative does not have any own interest or on behalf of third parties with respect to the aforementioned proposals, however, in the event unknown circumstances are verified or in the case of a change or addition to the proposals presented to the shareholders' meeting, he/she does not intend to express a vote that is inconsistent with that indicated in Sections A and C of the instructions.  
Votes are expressed by ticking the pre-selected box **F** (in favour), **C** (against) or **A** (abstention).
10. Section A2, if present, collects together the voting instructions if, within the deadline and in permitted cases, an **alternative, complementary or supplementary** proposed resolution to that published by the administrative body is presented and published. The Appointed Representative shall express a vote on each of the proposals put to a vote at the shareholders' meeting, according to the instructions given since the delegating party is exclusively responsible for expressing votes consistent with the proposals (alternative or complementary) that are published.
11. In the event of the **non-proposal** of a resolution by the administrative body or other proposal published subsequently and reported in the instructions form, the Appointed Representative shall be required to approve a proposal from those presented at the shareholders' meeting by the Chairman on behalf of the proposing parties. Therefore, the voting instructions are gathered by the Appointed Representative in Section C as a sole expression of the vote on the proposals presented by the parties indicated therein. The voting instructions provided in relation to the different characteristics of the proposers indicated in Section C may also be identical to one another but obligate the Appointed Representative to express a vote only if the proposer has the characteristics indicated in the relevant instruction. In the event of multiple proposals presented by different holders of minority shareholdings not communicated previously and not reported in the instructions form, the Appointed Representative cannot express any vote.

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**Legislative Decree no. 58/98 (TUF)**

**Art. 135-decies**

*(Conflicts of interest of the representative and of replacements)*

1. The conferral of a proxy to a representative subject to a conflict of interests is permitted provided that the representative informs the shareholder in writing of the circumstances that give rise to said conflict and provided that there are specific voting instructions for each resolution in relation to which the representative must vote on behalf of the shareholder. The representative is responsible for informing the shareholder of the circumstances that give rise to the conflict of interests. Art. 1711, paragraph 2 of the Italian Civil Code does not apply.
2. For the purposes of this article, a conflict of interests exists, in any case, where the representative or his/her replacement;
  - a) controls, including jointly, the company or is controlled by it, including jointly, or is subject to common control with the company;
  - b) is connected to the company or exercises a significant influence over it or the latter exercises a significant influence over said representative;
  - c) is a member of the administrative body or control body of the company or of the entities indicated in letters a) and b);
  - d) is an employee or an auditor of the company or the persons indicated in letter a);
  - e) is the spouse, close relative or is related by up to four times removed of the persons indicated in letters a) to c);
  - f) is bound to the company or to persons indicated in letters a), b), c) and e) by independent or employee relations or other relations of a financial nature that compromise their independence.
3. The replacement of the representative by a substitute in conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, sub-section 1 shall apply. Disclosure obligations and related onus of proof in any event remain with the representative.
4. This article shall also apply in cases of share transfer by proxy.

**Art. 135-undecies**

*(Appointed representative of a listed company)*

1. Unless the Articles of Association decree otherwise, companies with listed shares designate a party to whom the shareholders may, for each shareholders' meeting and within the end of the second trading day prior to the date scheduled for the shareholders' meeting, including for calls subsequent to the first one, a proxy with voting instructions on all or some of the proposals on the agenda. The proxy shall be valid only for proposals on which voting instructions are conferred.
2. The proxy is conferred by signing a proxy form, the content of which is governed by a Consob regulation. Conferring proxy shall be free of charge to the shareholder. The proxy and voting instructions may be cancelled within the time limit indicated in sub-section 1.
3. Shares for which the proxy has been conferred, including partial, are calculated for the purposes of the regular constitution of the shareholders' meeting. In relation to the proposals for which voting instructions have been conferred, the shares are not included for the purposes of calculating the majority and the portion of capital required for approval of the resolutions.
4. The person appointed as representative shall communicate any interest, personal or on behalf of third parties, that he or she may have with respect to the resolution proposals on the agenda. The representative must also maintain confidentiality of the content of voting instructions received until scrutiny commences, without prejudice to the option of disclosing such information to his or her employees or collaborators, who shall also be subject to the same confidentiality obligation. The party appointed as representative may not be assigned proxies except in compliance with this article.
5. By means of regulation pursuant to sub-section 2, Consob may establish cases in which a representative failing to meet the terms indicated in art. 135-decies may express a vote other than that indicated in the voting instructions.

**LAW DECREE no. 18 of 17 March 2020**

**Art. 106**

*(Regulations governing company shareholders' meetings)*

... omissis ...

4. Companies with listed shares may designate, for ordinary or extraordinary shareholders' meetings, the representative set forth in art. 135-undecies of Legislative Decree no. 58 of 24 February 1998, even where the Articles of Association decree otherwise. Said companies may also set forth in the call notice, that the shareholders' meeting can only be attended through the appointed representative pursuant to art. 135-undecies of Legislative Decree no. 58 of 24 February 1998; the proxies or sub-proxies pursuant to art. 135-novies of Legislative Decree no. 58 of 24 February 1998, may also be designated to the aforementioned representative, in derogation of 135-undecies, sub-section 4, of said decree.

5. Sub-section 4 shall also apply to companies admitted to trading on a multilateral trading system and companies with shares circulated widely among the public.

... omissis ...

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**Italian Civil Code**

**Art. 2393**

*(Company liability action)*

1. Liability action against directors is brought following a resolution of the shareholders' meeting, even if the company is in liquidation.
2. The resolution regarding the responsibility of the directors may be passed at the time of discussion of the financial statements, even if it is not indicated in the list of items to be discussed, when it relates to events pertaining to the year to which the financial statements refer.
3. The liability action may also be brought following a resolution of the Board of Statutory Auditors, taken on the basis of a majority of two-thirds of its members.
4. The action can be exercised within five days of the termination from office of the director.
- 5 The resolution of the liability action entails the revocation from office of the directors against whom the action is filed, provided taken with the favourable vote of at least one-fifth of the share capital. In this case, said shareholders' meeting replaces them
6. The company may abandon the liability action and may reach a settlement, provided that the waiving and the settlement are approved through a specific resolution of the shareholders' meeting, and provided that there is no vote against by a minority of shareholders who represent at least one-fifth of the share capital or, in companies that have recourse to the risk capital market, at least one-twentieth of the share capital, or the measure set forth in the Articles of Association for the exercise of the company liability action pursuant to the first and second sub-sections of art. 2393-bis.

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**DISCLOSURE ON THE PROCESSING OF PERSONAL DATA**  
pursuant to Regulation (EU) 2016/679 (the “**Regulation**”)

**Personal Data Controller**

Ms. Benedetta Valentini, with practice in Via Belfiore no. 1, 40123, Bologna (hereinafter, the “**Data Controller**”), Appointed Representative of the issuer pursuant to art. 135-*undecies* of Legislative Decree 58/98 (TUF - Consolidated Law on Finance) and art. 106 of Law Decree no. 18 of 17 March 2020 n. 18, as “**Personal Data**” (as defined in art 4 of the Regulation) Controller (as *defined* below) provides this “Disclosure on the Processing of Personal Data” in compliance with the applicable relevant legislation (art. 13 of the Regulation and subsequent related national legislation).

**Objective and methods of Processing**

The personal details of the shareholder and any of his/her representatives (the “**Delegating party**”) as well as the residence, tax code, identification document details, e-mail address, telephone number and the shareholding (generally known as the “**Personal Data**”) are communicated, including using digital or electronic tools, by the Delegating party to the Data Controller through this form, used to confer representation at the shareholders' meeting and expression of votes on behalf of the Delegating party, in compliance with the instructions handed down by said party.

The Data Controller processes the Personal Data of the Delegating party, reported in this proxy form, lawfully and correctly and in such a way as to ensure their confidentiality and security. The Processing - which includes the collection and any other operation included in the definition of “processing” by art. 4 of the Regulation - is carried out using manual, electronic and/or telematic means, with organisational and logical methods strictly related to the purposes indicated below.

**Purposes and legal basis of the processing**

The Purposes of the Processing by the Data Controller is to allow representation at the shareholders' meeting and the correct expression of votes by the Appointed Representative on behalf of the Delegating party, in compliance with the provisions of the aforementioned art. 135-*undecies* of the (TUF - Consolidated Law on Finance) and art. 106 of Law Decree no. 18 of 17 March 2020.

The legal basis of the Processing is represented by the following obligations:

- contractual: i.e. to fulfil the obligations deriving from the relationship between the Appointed Representative and the Delegating Party;
- legal: i.e. to fulfil the legal obligations which the Appointed Representative is required to fulfil to the issuer and the control authorities.

The transfer of Personal Data and the Processing of these data is necessary for the purposes indicated above and the failure to transfer therefore means it is impossible to establish and manage the aforementioned relationship of shareholders' meeting representation.

**Recipients, storage and transfer of Personal Data**

The Personal Data shall be made accessible, for the purposes mentioned above, before, during and after the shareholders' meeting of the issuer, to the employees and associates of the Data Controller who is in charge of Processing, as well as the issuer itself.

The Personal Data shall be processed within the European Union and stored also on *servers* located within the European Union, for a period of at least 1 year, pursuant to the legislation in force. The Personal Data will be communicated by the Data Controller to the issuer to fulfil the legal obligations connected with the drafting of the minutes of the shareholders' meetings, the updating of the shareholders' register and shall only be communicated to third parties if required by the Supervisory Authorities or the Magistrature.

**Rights of the Delegating Party**

The Delegating Party has the right to ask, at any moment, what the Personal Data are and how they are processed; Delegating parties may also request that their personal data be updated, supplemented or corrected; Delegating parties can also ask for the data to be erased, and restrict or oppose their Processing, however in these cases it will be impossible to execute their instructions regarding participation in the shareholders' meeting. It should also be noted that, after the shareholders' meeting, the Personal Data and the voting instructions of the Delegating Party shall be kept for 1 year at the disposal of the Authorities.

For the exercise of the aforementioned rights, the Delegating party can contact the Data Controller, at the address reported in the proxy form or at the following e-mail address “[benedetta.valentini@ordineavvocatibopec.it](mailto:benedetta.valentini@ordineavvocatibopec.it)”.

The Delegating Party declares that he/she has read and understood this disclosure and accepts all parts thereof.

DATE

SIGNATURE

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