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Societa' : DATALOGIC

Utenza - referente : DATALOGICN04 - Colucci Vincenza

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Oggetto : On behalf of Hydra Investimenti S.p.A. -
Provisional Results Of The Offer

Testo del comunicato

Vedi allegato

Communication issued by Datalogic S.p.A. on behalf of Hydra Investimenti S.p.A.

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VOLUNTARY PUBLIC TENDER OFFER LAUNCHED BY HYDRA INVESTIMENTI S.P.A. ON ALL THE ORDINARY SHARES OF DATALOGIC S.P.A.

PRESS RELEASE

pursuant to Article 36 of the Regulation adopted by CONSOB by Resolution No. 11971 of 14 May 1999, as subsequently amended and integrated

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PROVISIONAL RESULTS OF THE OFFER

THE 90% THRESHOLD OF THE SHARE CAPITAL HAS BEEN REACHED FOR THE SQUEEZE-OUT AND THE DELISTING

Bologna, 17 July 2026 – With reference to the voluntary public tender offer launched, pursuant to Articles 102 *et seq.* of Legislative Decree No. 58 of 24 February 1998, as subsequently amended and integrated (the “TUF”) (the “Offer”), by Hydra Investimenti S.p.A. (the “Offeror”), a company wholly owned by Hydra S.p.A. (“Hydra”), on the ordinary shares (the “Shares”) of Datalogic S.p.A. (the “Issuer” or “Datalogic”), the following is hereby announced.

Capitalised terms used in this press release, unless otherwise defined herein, shall have the meaning ascribed to them in the offer document relating to the Offer, approved by CONSOB with resolution No. 24045 of 24 June 2026 and published on 26 June 2026 (the “Offer Document”).

Provisional results of the Offer

The Offeror hereby announces that the Acceptance Period has terminated as of today’s date and that, on the basis of the provisional results communicated by BNP Paribas, Italian Branch (in its capacity as Intermediary Appointed to Coordinate the Collection of Acceptances), at the end of the Acceptance Period, No. 3,519,493 Shares have been tendered in the Offer, representing 6.02% of the share capital of the Issuer and equal to 34.07% of the Shares Subject to the Offer.

Therefore, on the basis of the provisional results, also taking into account (i) No. 37,900,000 Shares already held by Hydra (representing 64.85% of the share capital of the Issuer) as of the Announcement Date; (ii) No. 5,888,058 Treasury Shares (representing 10.07% of the share capital of the Issuer); and (iii) No. 8,473,577 Shares purchased by the Offeror outside the Offer as from the Announcement Date and up to and including today’s date (representing 14.50% of the share capital of the Issuer), the Offeror (together with the Persons Acting in Concert) will hold, as a result of the Offer, a shareholding exceeding 90% of the share capital of Datalogic (as of today’s date equal to 95.44% of the relevant share capital).

Consequently, as already announced to the market on 15 July 2026, the conditions for the *Delisting* are met pursuant to applicable regulations.

It is recalled that the consideration of the Offer to be paid at the Payment Date to the Tendering Shareholders shall be understood as reduced from Euro 5.82 (as of the Announcement Date of the Offer) to Euro 5.70, as on 15 July 2026 the dividend of Euro 0.12 per share resolved by the shareholders’ meeting of the Issuer on 5 May 2026 was paid.

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With regard to the MAC/MAE Condition, as indicated in the Offer Document, the Offeror will announce the fulfilment or non-fulfilment of such Condition of Effectiveness and, in the event that it is not fulfilled, the potential decision to waive it, by 7:29 a.m. (Italian time) of the Trading Day preceding the Post-Dividend Consideration Payment Date, *i.e.* by 23 July 2026.

The final results of the Offer, including the fulfilment, non-fulfilment or waiver of the MAC/MAE Condition, will be announced by means of a specific press release (the “**Press Release on the Final Results of the Offer**”), which will be published by the Offeror by 7:29 a.m. (Italian time) of the Trading Day preceding the Post-Dividend Consideration Payment Date (*i.e.*, by 23 July 2026), pursuant to Article 41, paragraph 6, of the Regulation adopted by CONSOB with Resolution No. 11971 of 14 May 1999, as subsequently amended and integrated (the “**Issuers’ Regulation**”).

In the event that the MAC/MAE Condition is fulfilled, or the Offeror decides to exercise the right to waive such Condition of Effectiveness, the payment of the Post-Dividend Consideration for each Share Subject to the Offer tendered in the Offer during the Acceptance Period will take place – against the simultaneous transfer to the Offeror of the ownership right over such Shares – on the Payment Date. In the event that the MAC/MAE Condition is not fulfilled and the Offeror does not exercise the right to waive such Condition of Effectiveness, the Offer will not be completed. In such event, the Shares Subject to the Offer that may have been tendered in the Offer will be returned to the respective holders, by the Trading Day following the date on which the Offeror will have first communicated the non-completion of the Offer. The Shares Subject to the Offer will be returned to the respective holders, without any charges or expenses being borne by them, and the Tendering Shareholders will not suffer any prejudice with regard to the Increased Voting Rights accrued or in the process of accruing.

Squeeze-Out and Sell-Out pursuant to Article 108, paragraph 1, of the TUF

As indicated above, on the basis of the provisional results, the Offeror (together with the Persons Acting in Concert) will hold a total of No. 55,781,128 Shares, representing 95.44% of the share capital of Datalogic.

Therefore, the legal requirements for the exercise of the Squeeze-Out have been met, with respect to the remaining No. 2,665,363 Shares, representing 4.56% of the share capital of the Issuer (the “**Residual Shares**”).

Without prejudice to the foregoing with respect to the MAC/MAE Condition, as stated in the Offer Document, the Offeror will exercise the Squeeze-Out (pursuant to Article 111 of the TUF), and will simultaneously fulfil the Sell-Out, pursuant to Article 108, paragraph 1, of the TUF, in respect of the Shareholders who have so requested, thereby carrying out a single procedure, the terms and conditions of which will be agreed with CONSOB and Borsa Italiana, pursuant to the Issuers’ Regulation (the “**Joint Procedure**”), on all of the Residual Shares.

It is specified that, following completion of the Joint Procedure, Borsa Italiana, pursuant to Article 2.5.1, paragraph 6, of the Stock Exchange Regulation, will order the suspension of the Shares from listing and trading and/or the *Delisting*, taking into account the timing envisaged for the exercise of the Squeeze-Out.

The Offeror will indicate in a specific section of the Press Release on the Final Results of the Offer the terms and conditions under which it will carry out the Joint Procedure, the terms and timing of the *Delisting*, as well as the terms and timing of the suspension and/or revocation from listing of the Shares.

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DISCLAIMER

The offer described in this notice (the “**Offer**”) will be promoted by Hydra Investimenti S.p.A. (“**Hydra Investimenti**”) on the ordinary shares of Datalogic S.p.A. (“**Datalogic**”). This notice does not constitute an offer to purchase nor a solicitation to sell Datalogic shares.

Prior to the commencement of the acceptance period of the Offer, as required by applicable regulations, the Offeror will publish the Offer Document, which Datalogic shareholders should examine carefully.

The Offer is addressed, on equal terms, to all holders of Datalogic shares and will be promoted in Italy as the shares are listed on Euronext STAR Milan, a regulated market organised and managed by Borsa Italiana S.p.A., and, save as indicated below, are subject to the disclosure obligations and procedural requirements provided for under Italian law.

As at the date of this notice, the Offer has not been and will not be promoted or disseminated in the United States of America, Canada, Japan and Australia, nor in any other country where such an Offer is prohibited in the absence of authorisation from the competent authorities or other compliance by the Offeror (such countries, including the United States of America, Canada, Japan and Australia, collectively, the “**Other Countries**”), nor by using national or international communication or commercial channels in the Other Countries (including, by way of example, the postal network, fax, email, telephone and the Internet), nor through any structure of any of the financial intermediaries in the Other Countries, nor in any other manner.

This announcement does not constitute an offer or a solicitation of an offer of securities in the United States of America or in the Other Countries. No securities of Datalogic or the Offeror have been registered under the Securities Act of 1933, as amended, and neither Datalogic nor the Offeror intends to register such securities in the United States of America or to conduct a public tender offer of the securities in the United States of America. There will be no public tender offer of the securities in the United States of America or in the Other Countries. Any public tender offer of securities to be made in the United States or in the Other Countries will be made by means of an offering memorandum, which may be obtained from the relevant issuer and which will contain detailed information on the issuer and its management, as well as the relevant financial statements.

No instrument may be offered or traded in the Other Countries without specific authorisation in accordance with the applicable provisions of the local law of such countries or an exemption from such provisions. Participation in the Offer by persons resident in countries other than Italy may be subject to specific obligations or restrictions under statutory or regulatory provisions. It is the sole responsibility of persons intending to participate in the Offer to comply with such rules and, therefore, before participating in the Offer, such persons shall be required to verify their existence and applicability by consulting their own advisers.

