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Oggetto	:	On behalf of Hydra Investimenti S.p.A. - Final 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 41, paragraph 6, of the Regulation adopted by CONSOB by Resolution No. 11971 of 14 May 1999, as subsequently amended and integrated.

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FINAL RESULTS OF THE OFFER

UNCONDITIONAL EFFECTIVENESS OF THE OFFER

TERMS AND CONDITIONS FOR THE EXERCISE OF THE SQUEEZE-OUT AND THE FULFILMENT OF THE SELL-OUT PURSUANT TO ARTICLE 108, PARAGRAPH 1, OF THE TUF

Bologna, 21 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**").

The Offer has been launched on a maximum of No. 10,329,249 ordinary shares of Datalogic, representing approximately 17.67% of the share capital of the Issuer, represented by No. 58,446,491 ordinary shares. The Acceptance Period ended on 17 July 2026 at 5:30 p.m. (Italian time).

Final results of the Offer and unconditional effectiveness of the Offer

The Offeror hereby announces that, on the basis of the final 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, for an aggregate consideration (calculated on the basis of the Post-Dividend Consideration per Share Subject to the Offer, equal to Euro 5.70 (five/seventy) per each Share Subject to the Offer tendered in the Offer) of Euro 20,061,110.10.

The total number of Shares Subject to the Offer tendered in the Offer during the Acceptance Period is consistent with the provisional results announced by the Offeror on 17 July 2026.

Therefore, on the basis of the final results, by aggregating the (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), (iii) No. 8,473,307[1] Shares purchased by the Offeror outside the Offer as from the Announcement Date and up to and including the closing date of the Acceptance Period (representing 14.50% of the share capital of the Issuer), and (iv) No. 66,497 Shares purchased by the Offeror following the closing of the Acceptance Period and up to today's date (representing 0.11% of the share capital of the Issuer), the Offeror (together with the Persons Acting in Concert) will hold, as of the Payment Date, without prejudice to the Offeror's right to make further purchases of Shares, a total of No. 55,847,355 Shares, representing 95.55% of the share capital of Datalogic.

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.

The Offeror also announces its waiver of the MAC/MAE Condition and represents that, as a result, the Offer has therefore become unconditional and fully effective.

It is therefore confirmed that on Friday 24 July 2026 the Offeror will proceed with the payment of the Post-Dividend Consideration for each Share Subject to the Offer tendered in the Offer during the Acceptance Period, against the simultaneous transfer to the Offeror of the ownership right over such Shares.

Terms and conditions for the exercise of the Squeeze-Out and the fulfilment of the Sell-Out pursuant to Article 108, paragraph 1, of the TUF

In light of the final results of the Offer, the legal requirements for the exercise of the Squeeze-Out – which the Offeror declared, in the Offer Document, its intention to exercise – and for the fulfilment of the Sell-Out pursuant to Article 108, paragraph 1, of the TUF have been met, with respect to the remaining No. 2,599,136 Shares, representing 4.45% of the share capital of the Issuer, or such lower number of Shares of the Issuer resulting from purchases of Shares that may be made by the Offeror up to the date of Delisting (the "**Residual Shares**").

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.

The consideration of the Joint Procedure – and, therefore, of the Squeeze-Out and the simultaneous Sell-Out pursuant to Article 108, paragraph 1, of the TUF – will be determined by CONSOB pursuant to the combined provisions of Article 108, paragraph 4, of the TUF (as referred to, with respect to the Squeeze-Out, by Article 111, paragraph 2, of the TUF) and Article 50, paragraph 5, of the Issuers' Regulation (as referred to, with respect to the Squeeze-Out, by Article 50-*quater*, paragraph 1, of the Issuers' Regulation), given that, pursuant to the aforementioned statutory and regulatory provisions, the number of Shares tendered in the Offer during the Acceptance Period (together with the purchases of Shares made by the Offeror outside the Offer during

[1] Errata corrige: Please note that, contrary to what was stated in the Press Release on the Provisional Results of the Offer, the correct number of Shares purchased by the Offeror outside the Offer as from the Announcement Date and up to and including the closing date of the Acceptance Period amounts to 8,473,307 Shares, as 270 Shares of the Issuer are to be deducted from the number originally indicated (*i.e.*, 8,473,577).

the Acceptance Period) was lower than 90% of the Shares Subject to the Offer (*i.e.*, equal to No. 7,621,836[2] Shares, representing 74.09% of the Shares Subject to the Offer), and the exemptions provided for under Article 50, paragraph 4, of the Issuers' Regulation do not apply.

The terms and conditions under which the Offeror will carry out the Joint Procedure, as well as the terms and timing of the suspension of the Shares from trading and the Delisting, will be announced as soon as CONSOB has determined the consideration of the Joint Procedure pursuant to the aforementioned statutory and regulatory provisions.

To this end, the Offeror will file an application with CONSOB for the determination of the consideration of the Joint Procedure pursuant to the combined provisions of Article 108, paragraph 4, of the TUF (as referred to, with respect to the Squeeze-Out, by Article 111, paragraph 2, of the TUF) and Article 50, paragraph 10, of the Issuers' Regulation (as referred to, with respect to the Squeeze-Out, by Article 50-*quater*, paragraph 1, of the Issuers' Regulation).

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 on Euronext Milan and the Delisting.

[2] Such figure does not take into account the 41,780 Shares tendered into the Offer by the directors of the Issuer, Mr. Romano Volta and Mrs. Valentina Volta, as related parties of the Offeror.

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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.

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