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**Procedure for the management  
of Inside Information**

*Internal Dealing*

*Black-Out Periods*

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*4 August 2016*

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## 1. INTRODUCTION

### 1.1 Regulations

Community regulations on "*market abuse*" and in particular:

- REGULATION (EU) No 596/2014 ("**MAR**");
- Directive 2014/57/EU ("**MAD 2**");
- Implementing regulations of the MAR;
- Delegated regulations relating to the MAR;
- Documents approved by the *European Securities and Markets Authority* ("**ESMA**");

Datalogic S.p.A. (hereinafter "**Company**") approved this Procedure for the Management of Inside Information (hereinafter "**Market Abuse Procedure**" or "**Procedure**").

### 1.2 Purpose of the Procedure

This Procedure is intended to:

- a. regulate the conduct that the members of the company bodies, managers and employees - each according to their own competence - must comply with in relation to the management of inside information about the Company and its subsidiaries;
- b. regulate the disclosure requirements that the Company is required to comply with for the market;
- c. regulate the so-called *Internal Dealing* operations;
- d. define and regulate the so-called *Black-Out Periods*;
- e. avoid market abuse even in terms of administrative liability pursuant to and in accordance with Legislative Decree no. 231/2001 as subsequently amended and supplemented.

## 2. INSIDE INFORMATION AND MARKET ABUSE

### 2.1 Definition of Inside Information

Pursuant to and in accordance with Art. 7 of the MAR, "**Inside information**" means information:

- (i) which has not been made public;
- (ii) having a precise nature, therefore
  - attributable to:
    - a set of circumstances which exists or which may reasonably be expected to come into existence, or
    - an event which has occurred or which may reasonably be expected to occur;
  - where it is specific enough to enable a conclusion to be drawn as to the possible effect of that set of circumstances or event on the prices of the financial instruments or the related derivative financial instrument;

- (iii) relating, directly or indirectly, to one or more issuers or to one or more financial instruments, and
- (iv) which, if it were made public, would be likely to have a significant effect on the prices of those financial instruments or on the price of related derivative financial instruments, therefore information that a reasonable investor would likely use as one of the elements on which to base their investment decisions.

Furthermore:

even the "Intermediate Steps" in a protracted process are considered inside information if they meet the criteria set out in (i), (ii), (iii), (iv).

## **2.2 Circumstances or events that may generate Inside Information**

In addition to the guidelines published by ESMA, including but not limited to the assessment that must be made case by case based on the circumstances of each specific case - Inside Information may be the information related to events or circumstances (existing or which may reasonably be expected to occur/arise, even where they constitute an intermediate step of a protracted process) relating to:

1. resignation or appointment of directors or auditors of the Company;
2. changes in strategic personnel of the Company and its subsidiaries;
3. the financial situation for the period (including the proposal and the dividend distribution resolution);
4. entrance or withdrawal from a major *business* sector;
5. purchases or sale of major holdings, companies, business units and other activities;
6. adoption and execution of programmes for the purchase and sale of own shares by the Company;
7. *joint venture* and alliances of particular strategic importance;
8. productive investments or business projects of significant impact on the market;
9. equity transactions (increases or reductions for losses) of the Company and issue of *warrants*, bonds or other debt securities by the Company or its subsidiaries;
10. significant merger and division transactions relating to the Company and its subsidiaries;
11. significant transactions with related parties;
12. losses that have a considerable impact on net equity;
13. disputes for an amount and whose unfavourable outcome is likely to affect significantly the financial position and income-earning prospects at group level;
14. implementation and launch of innovative and strategic products;
15. contracts of strategic importance, from a financial and/or commercial and/or productive point of view or otherwise of such a nature (by the amount or by type of customer) to have a significant impact on the prospects of the group;
16. any significant modification of Inside Information already disclosed to the public.

Including but not limited to - the assessment should be made case by case based on the circumstances of each specific case - Inside Information does not constitute:

- the circumstances or events which may reasonably be expected that they do not occur;
- information with purely promotional value (including *marketing* information);
- the marketing of its activities;
- research and assessment based on publicly available data, subject to the details provided by the MAR.

### **2.3 "Intermediate Steps" in a protracted process**

An intermediate step in a protracted process may in itself constitute a set of circumstances or an event which exists or where there is a realistic prospect that they will come into existence or occur, on the basis of an overall assessment of the factors existing at the relevant time. An intermediate step is Inside Information if it meets the criteria laid down in Article. 2.1 of this Procedure.

Merely by way of a non-limiting example, the information about an event or set of circumstances that constitute an intermediate step in a protracted process may include the following:

1. the state of contract negotiations;
2. terms provisionally agreed in contract negotiations;
3. the possibility of the placement of financial instruments;
4. conditions under which financial instruments will be marketed;
5. provisional terms for the placement of financial instruments;
6. the possibility that a financial instrument is included in a main index or the cancellation of a financial instrument by such an index.

### **2.4 Definition of Market Abuse**

"Market Abuse" means:

- the abuse (or attempted abuse) of Inside Information, pursuant to and for the purposes of Art. 8 of the MAR;
- the recommendation to others (or inducing others) to abuse of Inside Information, pursuant to and for the purposes of Art. 8 of the MAR;
- the unlawful disclosure of Inside Information, pursuant to and for the purposes of Art. 10 of the MAR;
- market manipulation, pursuant to and for the purposes of Art. 12 of the MAR.

### 3. PROCESS OF IDENTIFICATION, MANAGEMENT AND DISCLOSURE OF INSIDE INFORMATION

#### 3.1 Duties and responsibilities of the representatives/company functions involved in the process of identification of inside information

Each division manager (be it *staff* or *business*) is called to assess whether the non-public information in their possession (generated or relative to the area of business operations under their responsibility) whether or not they have - although not having a precise nature - the characteristics to (potentially) evolve into Inside Information, acquiring the character of precision and the ability to determine (if made public) a significant effect on the prices of the Datalogic title (that is, of derivative financial instruments connected, if any).

Each division manager is, therefore, called upon to make a prospective analysis of non-public information in their possession, considering:

- the possibility (potentially concrete, although not yet reasonable and, therefore, likely) that a set of circumstances or an event may respectively occur or arise;
- the so-called potential *price sensitivity* of the same information.

In this assessment, each division manager can rely on the support of the General Counsel Office/Corporate Governance Section.

In case of:

- positive assessment (or assessment of doubt), the division manager is called to notify the Chief Executive Officer of the company, through the General Counsel Office/Corporate Governance Section, providing (i) all items available at that time to allow adequate assessment of the information for the purposes, where appropriate, of the subsequent fulfilment of the prescribed disclosure obligations to the market and (ii) the names (and corresponding base data) of everyone involved (i.e. aware of such information) on the basis of the *format* of Annex 1 to this procedure;
- negative assessment, the division manager is called to monitor the evolution of information and then proceed, as appropriate, to the timely disclosure to the CEO of the company, through the General Counsel Office/Corporate Governance Section, as soon as the same information were to acquire such characteristics that it may evolve into Inside Information.

#### 3.2 Confidentiality Obligations and transmission of information

In the "formation" stage of the "potential" Inside Information (as in the case of "disclosure delay" and the "market survey" mentioned below), the division managers - as well as the Directors, Auditors, Executives and employees involved - are required to:

- a. keep confidential all documents and information acquired in the performance of their duties;
- b. diligently keep the confidential documents in a place that allows access only to authorized persons (each person is personally responsible for keeping the confidential documentation which comes into their possession);
- c. use the above documents and the information only in the performance of their duties;
- d. in case of transmission - for professional reasons - of documents or confidential information to third parties, first check (and keep track of the results of checks carried

out) their compliance, by law, statute, contract or regulation, (*Non-Disclosure Agreement*) with a standard of utmost confidentiality of the documents and information received. For such transmissions, the subjects mentioned are required to identify the disclosure as "*Privileged and Confidential*" both in the electronic and in the paper form;

- e. refrain from transmitting - for professional reasons - documents or confidential information to third parties if they are non-compliant by law, by regulation, by statute or by contract (*Non-Disclosure Agreement*) with a standard of utmost confidentiality of the documents and information received;
- f. refrain from giving interviews to the press or making statements in general containing information likely to acquire the character of Inside Information;
- g. scrupulously comply with this procedure;
- h. promptly inform the Chief Executive Officer, through the General Counsel Office/Corporate Governance Section, of the non-compliance of this Art. 3.2, providing all the necessary elements to allow proper assessment of the situation.

### **3.3 Assessment of the privileged nature of the information**

For the fulfilment of the prescribed disclosure obligations to the market, the assessment of the nature of "Inside"(or non-Inside) information and the time when the same (information) becomes such, falls under the direct responsibility of the CEO, who is called upon to:

- (i) assess the reports and subsequent upgrades (concerning the evolution of the information communicated) received within the organization and
- (ii) give instructions to the General Counsel Office/Corporate Governance Section about the establishment and update of a "new" specific sub-section of the *Insiders* Register (referred to *below*) for the individual information being assessed.

In exercising this responsibility, the CEO relies on the support of the General Counsel Office/Corporate Governance Section and the *Investor Relations* Office as well as the division manager who communicated the information; the latter referring to the necessary upgrades that will gradually be made available to the CEO to allow proper assessment of the evolution of the information and the people involved.

The assessment requested of the CEO may only take place on a case by case basis, in the light of the concrete situation and circumstances taken into account, primarily, of "Inside Information" defined in Art. 7 of the MAR and other interpretive criteria provided by current regulations, the existing case law, the guidelines adopted by ESMA, by this Procedure and, more generally, by *best practices* concerning *market abuse*.

### **3.4 Disclosure to the market: timing**

Pursuant to Art. 17 of the MAR, Datalogic communicates to the public, as soon as possible (without prejudice to the case of the "disclosure delay" *below*), the Inside Information directly concerning the Company and its subsidiaries.

### **3.5 Disclosure to the market: content**

When the CEO decides to proceed with the publication of Inside Information, the *Investor Relations* Office promptly prepares - heard, to the extent of its competence, the opinion of the General Counsel Office/Corporate Governance Section - a draft of the press release (in Italian and in English) to be disclosed to the market.

The draft of the press release is subject to the approval of the Chief Executive Officer.

Before the disclosure to the market, the final version of the press release approved by the CEO is subject to verification of the *Investor Relations* Office and, to the extent applicable, the General Counsel Office/Corporate Governance Section.

For the purpose of preparing the draft press release, the *Investor Relations* Office notes the provisions adopted by the market management company and, more generally, provided for by current regulations regarding the minimum content of the press release and mode of representation of the information contained herein with reference to individual cases.

In any case, the press release:

- a. contains elements suitable to allow a complete, correct and timely assessment of the events and circumstances represented;
- b. contains connections and comparisons with the content of any previous announcements;
- c. does not combine the disclosure of Inside Information to the marketing of Datalogic activities.

### **3.6 Disclosure to the market: methods**

Also pursuant to and for the purposes of Art. 17 of the MAR and the Commission Implementing Regulation (EU) No. 1055/2016 of 29 June 2016, Inside Information, is disclosed to the market:

- a. without discrimination to the widest possible audience;
- b. free of charge;
- c. simultaneously throughout the European Union;
- d. in a manner which enables fast access;

by means of disclosure - direct or through third parties - to the media on which the audience reasonably relies for the effective dissemination of such information by electronic means, in order to maintain the completeness, integrity and confidentiality of information during transmission and clearly states:

- a. the confidential nature of the information provided;
- b. the issuer's identity (complete company name);
- c. the identity of the notifier (name, surname, position within the issuer);
- d. the subject of the Inside Information;
- e. the date and time of the disclosure to the media;

sending a press release by the *Investor Relations* Office:

- to the market management company;
- to CONSOB;
- to the authorized storage mechanism;
- to at least two press agencies.



Such transmission can be fulfilled simultaneously through the use of the electronic circuit SDIR-NIS or equivalent.

Each press release is also promptly posted on the Company's website [www.datalogic.com](http://www.datalogic.com) - in the manner set out in the Commission Implementing Regulation (EU) No. 1055/2016 of 29 June 2016 - where it remains available for at least 5 years after its publication.

## 4. DELAY OF DISCLOSURE

### 4.1 Conditions

Pursuant to and for the purposes of Art. 17 of the MAR and the Commission Implementing Regulation (EU) No. 1055/2016 of 29 June 2016, after consulting the *Investor Relator* Office and the General Counsel Office/Corporate Governance Section, the CEO (or person delegated by him) may decide to delay, under his responsibility, the public disclosure of Inside Information (therefore, triggering the so-called "**Procedure Delay**"), provided that:

- instant disclosure would probably prejudice, the legitimate interests of Datalogic. Merely by way of a non-limiting example, the legitimate interests may relate in particular to the following circumstances:
  - negotiations in course, or related elements, where the outcome or normal pattern of those negotiations would be likely to be affected by public disclosure. Particularly:
    - in case it plans to acquire or dispose of a significant holding of another entity, the public disclosure of information may be delayed if it risks undermining the conclusion of the transaction;
    - in the case of a serious and imminent threat to the financial soundness of Datalogic, although not falling within the scope of applicable insolvency law, public disclosure of information may be delayed for a limited period of time if it risks seriously damaging the interests of existing and potential shareholders by undermining the conclusion of specific negotiations aimed at ensuring the long-term financial recovery of the company;
  - decisions taken or contracts made by the governing body of the Company whose effectiveness is subject to the approval of another body of the Company (provided that the structure provides for the separation of such bodies), provided that the disclosure of information before approval, combined with the simultaneous announcement that approval is still pending, could jeopardise the correct assessment of the information by the public;
  - development of a product or invention in the event that the immediate public disclosure could jeopardize Datalogic's intellectual property rights;
  - previously announced transaction subject to approval by a public body whose decision is subject to additional requirements, in cases where the

disclosure of such requirements may prevent the ultimate success of the transaction;

- the delay would probably not have the effect of misleading the public. Merely by way of a non-limiting example, the disclosure delay could have the effect of misleading the public in the event that:
  - the information which is the subject of the delay is substantially different from that already communicated by Datalogic in a previous public announcement referring to the same subject;
  - the information which is the subject of the delay concern the fact that the company's financial objectives risk not being reached, as long as these objectives have already been subject to disclosure in a prior public announcement;
  - the information which is the subject of the delay is contrary to market expectations, in the event that these expectations are based on information supplied (or signals defined) previously from Datalogic;
- to ensure the confidentiality of the Inside Information which is the subject of the delay.

#### **4.2 Delays Register**

The Company shall establish and maintain a constantly updated computerized Register of the disclosure delays (hereinafter "**Delays Register**"), capable of ensuring, on the one hand, continuous preservation of the confidentiality of the information contained therein (for at least 5 years from any delay implemented) and, on the other hand, the exclusive accessibility and readability of Datalogic staff authorized to do so by the CEO of the Company.

Also pursuant to and for the purposes referred to in the Commission Implementing Regulation (EU) No. 1055/2016 of 29 June 2016, the Delays Register consists of individual sections - one for each Inside Information which is the subject of the delay in disclosure - identified by using sequential numbering.

Each section includes:

- a. the type and description of the Inside Information which is the subject of the delay;
- b. the date and time:
  - i. of the "first existence" of the Inside Information within Datalogic;
  - ii. of the decision to delay the public disclosure of Inside Information and, therefore, to start the Delay Procedure;
  - iii. of the likely dissemination of Inside Information by Datalogic and therefore the likely conclusion of the Delay Procedure;
- c. the identity of individuals within the Datalogic organization responsible:
  - i. for taking the decision to delay the disclosure;
  - ii. for the decision establishing the beginning of the period of delay and its likely end;
  - iii. the continuous monitoring of the conditions that allow the delay;
  - iv. for taking the decision to disclose to the public the Inside Information;

- v. for the disclosure to the competent authority of the requested information on the delay and the explanation in writing;
- d. the proof of fulfilment of conditions laid down at the base of the delay of disclosure and of any change in this regard occurred during the Delay Procedure, including:
  - i. information barriers erected both internally and externally to prevent access to inside information by persons other than those who, within Datalogic, must be accessed in the normal exercise of their professional activity or of their function;
  - ii. the method laid down to disclose inside information as soon as possible where confidentiality is no longer guaranteed.

#### **4.3 Delay Procedure**

In case of delay of the public disclosure, the Chief Executive Officer shall:

- with the support of the General Counsel Office/Corporate Governance Section - carry out the compilation of the Delays Register within the terms of Art. 4.2 of this Procedure;
- with the support of the *Investor Relator* Office - having heard the General Counsel Office/Corporate Governance Section - establish, in each case, a draft press release (according to the procedures described in Art. 3.5 of this Procedure), constantly updating it according to the developments of the Inside Information which is the subject of the delay; a press release ready to be promptly disclosed (according to the procedures described in Art. 3.6 of this Procedure) if this is required by the competent authorities, or in the cases referred to in Art. 4.4 of this Procedure.

#### **4.4 Specific obligations of *disclosure* during the Delay Procedure**

If, during the Delay Procedure, the Company or persons acting in its name or on its behalf disclose Inside Information (which is the subject of the disclosure delay) to third parties during the normal exercise of employment, profession or duties, and these third parties are not bound by a confidentiality obligation (whether legislative, regulatory, statutory or contractual) Datalogic shall carry out comprehensive and effective public disclosure of such Inside Information, simultaneously in the case of an intentional disclosure and promptly in the case of non-intentional disclosure.

Furthermore, when compared to Inside Information, which is the subject of the delay of the disclosure there are unequivocal signals that the confidentiality is no longer guaranteed, the Company shall, immediately, make a full and effective disclosure to the public of such Inside Information.

#### **4.5 Disclosure of the Delay Procedure**

In case of activation (and use) of the Delay Procedure, immediately after the public disclosure of the Inside Information which is the subject of the delay of the disclosure, the Company - as specified in the Commission Implementing Regulation (EU) No. 1055/2016 of 29 June 2016 and Consob Communication no. 0061330 of 1-7-2016 regarding "*disclosure of*

*the delay of the publication of Inside Information*" pursuant to Art. 17 (4) of the MAR - notifies Consob of the delay, providing a written explanation of how it met the conditions laid down in Art. 4.1 of this Procedure, based on what is reported in the Delays Register.

## 5. MARKET SURVEYS

### 5.1 Definition of Market Survey

Pursuant to and for the purposes of Art. 11 of the MAR, the Company - indicated by the CEO, having heard the *Investor Relator* Office and the General Counsel Office/Corporate Governance Section - can make the so-called "**Market Surveys**", in other words communicate information to one or more potential investors prior to the announcement of an operation, in order to assess their interest in a possible transaction, to the relevant price, size and structure of the transaction itself.

Except as provided for in Article 23, paragraph 3 of the MAR, the disclosure of Inside Information by a person who intends to make a takeover bid with respect to securities of a company or a merger with a company entitled to securities, also represents a market survey, provided that:

- the information is needed in order to allow those entitled to securities to form an opinion on their willingness to offer their securities;
- the will of those entitled to the securities to offer their securities is reasonably necessary for the decision to present the offer of takeover or merger.

### 5.2 Conditions and procedures of performance

Market surveys of the market may involve the disclosure of Inside Information.

In order to avoid a case of unlawful disclosure of Inside Information set out in Art. 10 of the MAR, following determination of potential investor recipients of the Market Survey (taking into account any denials of potential investors to receive Market Surveys both in relation to all potential transactions and in relation to some particular types of potential transactions, duly reported in the Surveys Register), the CEO - pursuant to and for the purposes of Art. 11 of the MAR and the Commission Delegated Regulation (EU) No. 960/2016 of 17 May 2016 and the Commission Implementing Regulation (EU) No. 959/2016 of 17 May 2016 - with the aid of the General Counsel Office/Corporate Governance Section:

1. before the Market Survey, examines whether the same (Market Survey, taken as a whole - i.e. considering all of the disclosures that will be made for this purpose) - will determine the disclosure of Inside Information and records the conclusion in writing (and the reasons thereof) on the "**Survey Register**" referred to *below*;
2. any disclosure intended to be made in the context of a single Market Survey:
  - a) examines whether the same (single disclosure) will determine the disclosure of Inside Information and records the conclusion in writing (and the reasons thereof) on the Survey Register;
  - b) defines how the disclosure will be carried out by adopting one of the following options:

- i. oral disclosure in a recorded meeting (with Datalogic equipment) held "in person";
  - ii. oral disclosure in a meeting held "in person" which is not recorded (only in the event that the Company does not have access to the instruments referred to in the previous point i. or the entity receiving the Market Survey does not intend to give consent to the recording of the conversation);
  - iii. oral disclosure by means of recorded teleconference or videoconference (with Datalogic equipment);
  - iv. oral disclosure by means of teleconference or videoconference which is not recorded (only in the event that the Company does not have access to the instruments referred to in the previous point iii. or the entity receiving the Market Survey does not intend to give consent to the recording of the conversation);
  - v. disclosure in writing by mail;
  - vi. disclosure in writing by fax;
  - vii. disclosure in writing through certified e-mail;
- c) on the basis of the conclusion set out in the previous point a), establishes the *standards* of information that will be communicated to all recipients of the Market Survey, namely:
- in the case of disclosure of Inside Information, the *standards* of information include only the following items, in this order:
    - (i) a statement to the effect that the disclosure is for the purpose of a Market Survey;
    - (ii) when the Market Survey is made using an instrument registered under the previous point b), a statement indicating that the conversation is recorded and the registered consent of the person receiving the Market Survey (i.e. potential investor);
    - (iii) a request addressed to the contact person to confirm that Datalogic is talking to the person appointed by the potential investor to receive the Market Survey and the relevant confirmation;
    - (iv) a statement to the effect that if he agrees to receive the Market Survey, the contact person (i.e. potential investor) will receive information which, in the opinion of Datalogic, constitute Inside Information and the reference to the obligation laid down in Article 11, paragraph 7 of the MAR;
    - (v) if possible, an estimate of the time when the information will cease to be Inside Information, the factors that may modify this estimate and, in any case, the information concerning the manner in which the person receiving the Market Survey will be informed of any modification of the estimate;
    - (vi) a statement informing the person receiving the Market Survey of the obligations referred to in Article 11, paragraph 5, first subparagraph, letter b), c) and d) of the MAR;

- (vii) the request addressed to the person receiving the Market Survey giving their consent to receive Inside Information, in accordance with Article 11, paragraph 5, first subparagraph, letter a) of the MAR and the response to the request;
- (viii) if the consent requested in the previous point (vii) has been expressed, the information provided for the purposes of the Market Survey, indicating the information that Datalogic considers Inside Information;
- in the case of disclosure of non-Inside Information, the *standards* of information include only the following elements, in the order indicated:
  - (i) a statement to the effect that the disclosure is for the purpose of a Market Survey;
  - (ii) when the Market Survey is made using an instrument registered in the previous point b), a statement indicating that the conversation is recorded and the consent of the person receiving the Market Survey;
  - (iii) a request addressed to the contact person to confirm that Datalogic is talking to the person appointed by the potential investor to receive the Market Survey and the relevant confirmation;
  - (iv) a statement to the effect that if he agrees to receive the Market Survey, the contact person will receive information which, in the opinion of Datalogic, does not constitute Inside Information and the reference to the obligation laid down in Article 11, paragraph 7 of the MAR;
  - (v) the request addressed to the person receiving the Market Survey to give their consent to proceed with the Market Survey and the response to the request;
  - (vi) if the consent referred to in the previous point (v) has been expressed, the information provided for the purposes of the Market Survey;
- 3. proceeds with the Market Survey and, therefore, with the disclosure of the information *standards*, making sure that the same level of information is disclosed to each person who receives the Market Survey;
- 4. informs in writing (in due course) - and records in writing on the Survey Register - the people who have received notice of the fact that the information provided in the Market Survey is no longer Inside Information, providing the following information:
  - the identity of the market participant providing the information;
  - the designation of the operation which is the subject of the Market Survey;
  - the date and time of the Market Survey;
  - the fact that the disclosed information ceased to be Inside Information;
  - the date on which the information ceased to be Inside Information;
- 5. makes and retains a record of all the information provided (and received regarding the denial of potential investors to receive Market Surveys and in relation to all

potential operations and in relation to some particular types of potential operations) by updating the Survey Register in the terms of Art. 5.2 of this Procedure.

### **5.3 Survey Register**

Pursuant to and for the purposes of Art. 11 of the MAR and Art. 6 of the Commission Delegated Regulation (EU) No. 960/2016 of 17 May 2016 and Articles 1 and 3 of the Commission Implementing Regulation (EU) No. 959/2016 of 17 May 2016, the Company shall set up and keep updated a computerised register of Market Surveys (hereinafter "**Survey Register**"), capable of ensuring, on the one hand, continuous preservation of the confidentiality of the information contained therein (for at least 5 years from each Market Survey carried out) and, on the other hand, the exclusive accessibility and readability to Datalogic staff authorized to do so by the CEO of the Company.

The Survey Register is composed of two parts:

- **General part**, divided into sections:
  - o **Section I**, which lists (with progressive indication depending on the date) the reviews and updates of the methods and procedures defined by Datalogic for the management of Market Surveys;
  - o **Section II** (divided into sub-sections A and B), where - as - reported (by virtue of any disclosures received in this respect – i.e. Art. 5.2, number 2, letter c) of this Procedure) potential investors that have expressed their refusal to the Company to receive Market Surveys both in relation to all potential operations (**Section II-A**) and in relation to certain particular types of potential operations (**Section II-B**);
- **Special Part**, subdivided into individual sections - one for each Market Survey carried out - identified using sequential numbering.

In each section of the Special Part the following is noted:

- a. the name of all natural and legal persons to whom the information has been communicated within the framework of the Market Survey;
- b. the address of the people who received the Market Survey used for the purposes of the same Market Survey;
- c. the information referred to in Art. 5.2, number 1 of this Procedure;
- d. the information referred to in Art. 5.2, number 2 of this Procedure, also indicating the date and time of the disclosure under Art. 5.2, number 3 of this Procedure.

In this respect, it should be noted:

- when the disclosure of information took place through a recording instrument, this method should be recorded in the Survey Register, the date and time of the disclosure and the name of the file that should be kept together with the Survey Register, provided that the people to whom the information was communicated had consented to the recording;
- when the disclosure of information took place in writing, this method should be recorded in the Survey Register, the date and time of the disclosure and the name of the documents which are the subject of correspondence that should be kept (in non-editable version) together with the Survey Register;

- when the disclosure of information took place during meetings or unrecorded conversations, this method and the minutes or written summary of the meetings or conversations should be recorded in the Survey Register based on the provisions of Art. 6, paragraph 3 of the Commission Delegated Regulation (EU) No. 960/2016 of 17 May 2016 and Art. 2 of the Commission Implementing Regulation (EU) No. 959/2016 of 17 May 2016;
- e. the information referred to in Art. 5.2, number 4 of this Procedure.

In this regard, it should be noted that this information should be recorded in the Survey Register on the basis defined by Art. 6, paragraph 3 of the Commission Delegated Regulation (EU) No. 960/2016 of 17 May 2016 and Art. 4 of the Commission Implementing Regulation (EU) No. 959/2016 of 17 May 2016.

#### **5.4 Specific obligations of *disclosure* during Market Surveys**

With reference to the Market Surveys, Art. 4.4 of this Procedure shall apply *mutatis mutandis*.

#### **5.5 Disclosures related to Market Surveys**

If requested by the competent authority, Datalogic provides the recordings made in the Survey Register.

### **6. LEGITIMATE BEHAVIOUR**

#### **6.1 Presumptions pursuant to Art. 9 of the MAR**

Notwithstanding the absence of illegitimate reasons at the base of conduct referred to *below*:

- for the purposes of Articles 8 and 14 of the MAR, from the simple fact that the Company is - or was - in possession of Inside Information does not suggest that the same has used this information and has, therefore, made an abuse of Insider Dealing on the basis of an acquisition or a divestment where Datalogic (i) has established, implemented and maintained adequate and effective arrangements and internal procedures and to ensure that neither the individual who made the decision on his behalf to acquire or dispose of financial instruments to which that information relates, nor any other individual who may have influenced that decision were in possession of Inside Information, and (ii) has not encouraged, advised, induced or otherwise influenced the individual who has acquired or sold financial instruments on its behalf to which the Inside Information relates;
- for the purposes of Articles 8 and 14 of the MAR, from the simple fact that the Company is in possession of Inside Information does not suggest that the same has used such information and has therefore made Insider Dealing on the basis of an acquisition or a divestment where Datalogic has made an acquisition or disposal of financial instruments in order to comply with an obligation expired, in good faith and not to evade the prohibition of Insider Dealing, and if (i) this obligation derives from an



order issued or from an agreement concluded before the person concerned came into possession of the Inside Information or (ii) is made in order to comply with a legal or regulatory obligation that arose before the Company came into possession of the Inside Information;

- for the purposes of Articles 8 and 14 MAR, from the simple fact that the Company is in possession of Inside Information does not suggest that the same has used or has made Insider Dealing, where Datalogic obtained such Inside Information in the course of a takeover bid or a merger with a company and uses this information for the sole purpose of proceeding to the merger or takeover bid, provided that upon approval of the merger or the acceptance of the offer by shareholders of the company in question all the Inside Information has been made public or otherwise ceased to constitute Inside Information. This presumption shall not apply in case of acquisition of securities of a company that does not trigger the obligation to make a takeover bid in relation to that company;
- for the purposes of Articles 8 and 14 of the MAR, the mere fact that the Company uses its knowledge of its decision to acquire or dispose of financial instruments (that is, their plans and investment strategies) for the acquisition or disposal of financial instruments does not in itself constitute use of Inside Information.

## 7. BUY BACK PROGRAMMES

### 7.1 Safe harbour pursuant to Art. 5 MAR

The prohibitions of Insider Dealing and unlawful disclosure of Inside Information and market manipulation shall not apply in relation to the buy-back programmes where the conditions, terms and methods defined in Art. 5 MAR are met and by the Commission Delegated Regulation (EU) No. 1052/2016 of 8 March 2016.

The required disclosures are carried out according to the methods indicated in the Consob Communication no. 0061330 of 1-7-2016 regarding "*buy-back operations*" pursuant to Art. 5 of the MAR.

## 8. LIST OF PERSONS HAVING ACCESS TO INSIDE INFORMATION

### 8.1 Insiders Register: establishment

Pursuant to and for the purposes of Art. 18 of the MAR and the Commission Implementing Regulation (EU) No. 347/2016 of 10 March 2016, the Company shall establish a list of everyone who has access to Inside Information and with whom there is a relationship of professional collaboration, whether it is a contract of employment or otherwise, and that, in the performance of certain tasks, have access to Inside Information, for example, consultants, accountants or agencies (hereinafter "**Insiders Register**").

The *Insiders Register* must be able to ensure:

- continuous preservation of the confidentiality of the information contained therein (for at least 5 years from every development or update);
- the accuracy of the information contained in the list;
- limited access to people clearly identified by the CEO of the Company that, must access it by the nature of their function or position within Datalogic;
- access and retrieval of previous versions of the list.

### **8.2 Insiders Register: update**

The Company will promptly update the *Insiders Register* - adding the date of the update - in the following circumstances:

- if there is a change as to the reason for the inclusion of a person already listed;
- if there is a new person who has access to Inside Information and must, therefore, be added to the list;
- if a person no longer has access to Inside Information.

Each update indicates the date and time at which the change occurred that made the update necessary.

The update is carried out by the Chief Executive Officer through the General Counsel Office/Corporate Governance Section.

With specific reference to "Non-Permanent Access" of the *Insiders Register* referred to *below*, the General Counsel Office/Corporate Governance Section will operate on the basis of instructions received by the Chief Executive Officer of the Company (or person delegated by him), taking into account the information received in accordance with the terms and conditions laid down in Articles 3.1 and 3.3 of this Procedure.

### **8.3 Insiders Register: structure and content**

The *Insiders Register* consists of two sections:

- **Permanent access**, which - on the basis of Annex 1 MODEL 2 of the Commission Implementing Regulation (EU) No. 347/2016 of 10 March 2016 - the list (and related information) of the people who, by function or position, always have access to all the Inside Information present within Datalogic;
- **Non-Permanent Access**, in turn, divided into sub-sections (one for each Inside Information), identified using sequential numbering, which shows - on the basis of Annex 1, MODEL 1 of the Commission Implementing Regulation (EU) No. 347/2016 of 10 March 2016 - the lists (and related information) of persons with access to the individual Inside Information identified.

A new sub-section is added (and, therefore, a "new" list with the relative information) every time a "new" Inside Information is detected.

Each sub-section reports, therefore, only the list (and related information) of persons with access to Inside Information contemplated in the same sub-section.

The data of persons listed in the "Permanent Access" section of the *Insiders Register* is not included in the various sub-sections of the "Non-Permanent Access" section of the *Insiders Register*.

#### **8.4 Information with respect to persons listed in the *Insiders Register***

The Company shall take all reasonable steps to ensure that all persons listed in the *Insiders Register* take note, in writing, of the legal and regulatory obligations related and are aware of the penalties for Insider Dealing and unlawful disclosure of Inside Information.

#### **8.5 Responsibility for keeping the Register**

The Chief Executive Officer, through the General Counsel Office/Corporate Governance Section, is given the task of preserving and updating the *Insiders Register*.

#### **8.6 Specific obligations of *disclosure***

Following the explicit request, the Chief Executive Officer - through the General Counsel Office/Corporate Governance Section - sends the list of persons with access to Insider Information to Consob as soon as possible.

Disclosures shall be made in the manner specified in the Consob Communication no. 0061330 of 1-7-2016 regarding "*Insiders Lists*" pursuant to Art. 18 of the MAR.

### ***9. INTERNAL DEALING***

#### **9.1 Relevant Subjects and the People Closely Associated**

Pursuant to and for the purposes of Art. 3 of the MAR, contains the following definitions:

- **Relevant Subjects**
  - i. the members of the Company Administrative Body;
  - ii. the members of the Company Supervisory Body;
  - iii. senior executives that - despite not being members of the administrative or management body of the Company - have regular access to Inside Information relating, directly or indirectly, to Datalogic and have the power to make management decisions which may affect the future development and prospects of Datalogic;
- **People Closely Associated** with Relevant Subjects
  - i. a spouse or *partner* treated as the spouse under national law;
  - ii. a dependent child under national law;
  - iii. a relative who has shared the same household for at least one year on the date of the transaction in question;
  - iv. a legal person, *trust* or partnership:
    - whose managerial responsibilities are covered by a Relevant Subject or a Person Closely Associated;
    - directly or indirectly controlled by a Relevant Subject or a Person Closely Associated;
    - established for the benefit of a Relevant Subject or a Person Closely Associated;
    - whose economic interests are substantially equivalent to those of a Relevant Subject or a Person Closely Associated.

### 9.2 Disclosure requirements

Pursuant to and for the purposes of Art. 19 MAR:

- a) the **Relevant Subjects** and
- b) the **People Closely Associated**

shall notify the Company and Consob of all transactions conducted on their behalf regarding the Company's shares or debt securities or derivatives or other financial instruments linked to them ("**Transactions**" mentioned *below*), subject to the provisions of Art. 9.3 of this Procedure.

### 9.3 Relevant transactions

Pursuant to and for the purposes of Art. 19 MAR and the Commission Delegated Regulation (EU) No. 522/2016 of 17 December 2015, the Transactions subject to notification under Art. 9.2 of this Procedure include:

- a) the acquisition, disposal, short selling, subscription or exchange;
- b) the acceptance or the exercise of a right of option, including a right of option granted to persons who perform administrative functions, control or management or to employees as part of their remuneration due, and the disposal of shares resulting from the exercise of a right of option;
- c) adherence to exchange contracts on equity indices or the exercise of such contracts;
- d) transactions in derivatives or associated with them, including operations with cash settlement;
- e) adherence to a contract for difference relative to a financial instrument of the issuer concerned or on emission allowances or products subject to auction on the basis of such information;
- f) the acquisition, disposal or exercise of rights, including the *put* options and *call* options, and of *warrants*;
- g) the subscription to a capital increase or an issue of debt securities;
- h) transactions in derivatives and financial instruments linked to a Company credit title concerned, including *Credit default swaps*;
- i) conditional operations subject to the conditions and the actual implementation of transactions;
- j) the automatic or non-automatic conversion of a financial instrument into another financial instrument, including the exchange of bonds convertible into shares;
- k) gifts and donations made or received and inheritances received;
- l) transactions in products, baskets and indexed derivatives, if so required by Article 19 of the MAR;
- m) transactions in shares of investment funds, including alternative investment funds (AIFs) referred to in Article 1 of Directive 2011/61/EU of the European Parliament and of the Council, if so required by Article 19 of the MAR;
- n) the operations performed by the manager of an AIF in which the person exercising administrative, control or management functions has invested or a person closely associated with them, if so required by Article 19 of the MAR;

- o) operations carried out by third parties in connection with an asset management mandate or portfolio on an individual basis on behalf of or in favour of a person who performs administrative, control or management functions or a person closely associated with them;
- p) borrowing or lending of the Company shares or debt securities or derivatives or other financial instruments linked to them;
- q) the pledging or lending of financial instruments by or on behalf of a Relevant Subject or a Person Closely Associated.

In this regard it should be noted that there is no need to notify the pledging of financial instruments - or other comparable guarantee - in connection with the deposit of financial instruments in a custody account, unless and until the said assignment of such pledge - or other comparable guarantee - is designated to secure a specific credit facility;

- r) the transactions carried out by those who prepare or carry out transactions on a professional basis, or from anyone else on behalf of a Relevant Person or a Person Closely Associated, including where discretion is exercised;
- s) transactions carried out under a life insurance policy, defined in accordance with Directive 2009/138/EC of the European Parliament and of the Council, where:
  - the policyholder is a Relevant Subject or a Person Closely Associated;
  - the investment risk is borne by the policyholder and
  - the policyholder has the power or discretion to make investment decisions regarding specific instruments in that life insurance policy or to execute transactions regarding specific instruments for that life insurance policy.

#### **9.4 Threshold relevant to notification obligation**

The notification requirement of Art. 9.2 applies where the total amount of transactions has reached the threshold of 5,000 Euro within a calendar year, as well as in all subsequent operations once it has reached a total amount of 5,000 Euro within a calendar year.

This threshold is calculated by adding all of the Transactions made without compensation.

#### **9.5 Timing and method of notification and of disclosure to the public**

The notifications referred to in Art. 9.2 shall be made promptly and in particular:

- to Consob, no later than 3 working days after the date of the Transaction;
- to the Company no later than 2 working days after the date of the Transaction.

The company shall subsequently ensure - in accordance with the procedure set out in Art. 3.6 of this Procedure - to the public disclosure of information to the same notified by the end of the working day following the notification received or, in any case, not later than 3 working days after the Transaction date.

The notifications referred to in Art. 9.2 shall be made by transmitting, the form, duly completed, that is attached to the Commission Implementing Regulation (EU) No. 523/2016 of 10 March 2016:

- to Consob, as indicated in the Consob Communication no. 0061330 of 1-7-2016 regarding the "*notification of Transactions (internal dealing)*" pursuant to Art. 19 (1) of the MAR;
- the Company, by sending the same to the following e-mail address [ufficiosoci@datalogic.com](mailto:ufficiosoci@datalogic.com), for the attention of the General Counsel Office/Corporate Governance Section, with telephone notice to the General Counsel Office/Corporate Governance Section or the *Investor Relator* Office.

#### **9.6 Disclosure Subject to Relevant Subjects and People Closely Associated**

The Company shall notify in writing the Relevant Subjects of their obligations with regard to the so-called *internal dealing* Transactions referred to in Art. 9 of this Procedure - including the obligation to inform the Company of the list (and subsequent updates) of the Persons Closely Associated with them (indicating name, surname, date and place of birth, Italian tax identity number, home address) - and the information on the so-called *Black-Out Periods* mentioned *below*.

The Relevant Subjects shall notify in writing (and keep a copy of the notification) the Persons Closely Associated with them of obligations with regard to the so-called *internal dealing* Transactions referred to in Art. 9 of this Procedure and the information on the so-called *Black-Out Periods* mentioned *below*.

#### **9.7 Relevant Subjects and People Closely Associated Register**

Pursuant to and for the purposes of Art. 19 of the MAR, also on the basis of the information received in accordance with Art. 9.6 of this Procedure, the Company establishes (and constantly keeps updated) a list (i.e. register) of Relevant Subjects and People Closely Associated with them.

### ***10. BLACK-OUT PERIODS***

#### **10.1 Prohibition on trading**

Pursuant to and for the purposes of Art. 19 of the MAR, without prejudice to the provisions of Art. 10.2 of this Procedure, during the 30 calendar days before the announcement of an interim report or a year-end report which Datalogic is obliged to make public, the Relevant Subjects referred to in Art. 9.1 of this Procedure do not carry out transactions - on their own behalf or on behalf of third parties, either directly or indirectly - relating to the shares or debt securities of the Company or to derivatives or other financial instruments linked to them (so-called "*Black-Out Periods*").

#### **10.2 Exceptions to the prohibition on trading**

Pursuant to and for the purposes of Art. 19 of the MAR and the Commission Delegated Regulation (EU) of 17 December 2015, a Relevant Subject has the right to trade during a so-called *Black-Out Period* provided that:

- A. the Relevant Subject is able to demonstrate that the specific operation cannot be carried out at another time if not during the so-called *Black-Out Period*;
- B. it was previously authorized by the Company to do so, on the basis of a reasoned written request, submitted - through the General Counsel Office/Corporate Governance Section - to the attention of the CEO of the Company, in which (i) the operation concerned is described; (ii) the evidence of the arguments in support of the previously mentioned point A. is given; (iii) the disclosure of the reason why the sale is the only reasonable way to obtain the necessary financing, in the only case in which the immediate sale of own shares is required under exceptional conditions laid down *below*.

During a so-called *Black-Out Period*, the Company may authorize a Relevant Subject:

- the immediate sale of own shares - on his own account or on behalf of third parties - in case of exceptional conditions (to be evaluated case by case) and, therefore, in the presence of circumstances arising from extremely urgent, unforeseen and compelling situations that are not attributable to the Relevant Subject and beyond their control.

In considering the exceptional nature of the conditions, the Company assesses, among other indicators, whether and to what extent the Relevant Subject:

- at the time of submission of the request, must fulfil a legally enforceable financial obligation or satisfy a claim;
  - must comply or is in a situation that has arisen before the beginning of the so-called *Black-Out Period* requiring the payment of an amount to a third party, including tax obligations, and such Relevant Subject cannot reasonably fulfil a financial obligation or satisfy a claim if they do not sell the shares immediately;
- to trading on their own account or on behalf of third parties, in the event that:
    - a. the Relevant Subject had been granted, or accrued financial instruments as part of a plan for employees, provided that the following conditions are met:
      - i. the plan for employees and its conditions have been approved in advance by the Company in accordance with applicable law and the terms of the plan specify the time for the assignment or grant and the number of the financial instruments conferred or granted, or the basis for the calculation of this amount, provided that discretionary powers cannot be exercised;
      - ii. the Relevant Subject has no power of discretion with respect to the acceptance of the financial instruments conferred or granted;
    - b. the Relevant Subject had been conferred or granted financial instruments as part of a plan for employees which is implemented during the so-called *Black-Out Period*, provided that a method previously scheduled and organized with regard to the conditions is applied, the periodicity and time required, as long as they indicate the group of authorized persons whose financial instruments are granted and a number of financial instruments to be attributed and provided that the attribution or the granting of financial instruments takes place within a framework defined in which such attribution or concession cannot be influenced by any Inside Information;

- c. the Relevant Subject shall exercise options or *warrants* or conversion rights of convertible bonds which were assigned as part of a plan for the employees, if the expiry date of such options, *warrants* or convertible bonds is included in the so-called *Black-Out Period*, and sells the shares acquired as a result of the exercise of such options, *warrants* or conversion rights, provided that all the following conditions are met:
  - i. the Relevant Subject shall notify the Company of their decision to exercise the options, *warrants* or conversion rights at least four months before the expiry date;
  - ii. the decision of the Relevant Subject is irrevocable;
  - iii. the Relevant Subject has been previously authorized by the Company;
- d. the Relevant Subject acquires financial instruments of the Company under a savings plan for employees, provided that all the following conditions are met:
  - i. the Relevant Subject joined the plan before the so-called *Black-Out Period*, except in cases where they cannot join at another time because of the date of commencement of the employment relationship;
  - ii. the Relevant Subject does not change the terms of their participation in the plan or revoke such participation throughout the so-called *Black-Out Period*;
  - iii. the purchase transactions are clearly organized on the basis of the terms of the plan and the Relevant Subject has no right or legal means to change them during the so-called *Black-Out Period*, or such transactions are planned as part of the plan so that they take place on a date included in the so-called *Black-Out Period*;
- e. the Relevant Subject transfers or receives, directly or indirectly, financial instruments, provided they are transferred from one account to another of that Relevant Subject and that the transfer does not involve changes in their price;
- f. the Relevant Subject acquires a guarantee or rights to shares of the Company and the end date of this acquisition is included in the so-called *Black-Out Period*, in accordance with the Company's Articles of Association or by law, provided that the Relevant Subject proves to the Company why the acquisition did not take place at another time and the issuer accepts the explanation provided.

## 11. CONTACTS

### **General Counsel Office/Corporate Governance Section**

telephone: +39/051 314 7101

*e-mail:* [ufficiosoci@datalogic.com](mailto:ufficiosoci@datalogic.com)

### **Investor Relator Office**

telephone: +39/051 314 7109

*e-mail:* [ir@datalogic.com](mailto:ir@datalogic.com)

## 12. ENTRY INTO FORCE



The provisions of this Procedure shall enter into force from the date of its approval by the Board of Directors of the Company.

ANNEX 1

<b>Name of the data controller</b>	<b>Surname of the data controller</b>	<b>Birth surname of the data controller (if different)</b>	<b>Professional telephone numbers (direct professional telephone and mobile line)</b>	<b>Company name and address</b>	<b>Function and reason for access to inside information</b>	<b>Obtained (date and time on which the data controller has obtained access to inside information)</b>	<b>Ceased (date and time at which the data controller ceased to have access to inside information)</b>	<b>Date of Birth</b>	<b>National identification number (if applicable)</b>	<b>Private telephone numbers (home and personal mobile)</b>	<b>Full home address (street, number, locality, postal code, Country)</b>
[text]	[text]	[text]	[numbers (without spaces)]	[issuer address/ emission allowance market participant; auction platform/ auctioneer/ auction monitor or third party of the data controller]	[description of the role, function and reason of the presence in the list]	[yyyy-mm-dd, hh:mm UTC]	[yyyy-mm-dd, hh:mm UTC]	[yyyy-mm-dd]	[number and/or text]	[numbers (without spaces)]	[full home address of the data controller —street and number —locality —Postal Code —Country]