



DATALOGIC S.P.A.

INCREASED VOTING RIGHTS REGULATION

Board of Directors

5 June 2017

www.datalogic.com

INCREASED VOTING RIGHTS REGULATION

1. DEFINITIONS

Special List: the list established by the Company, pursuant to art. 127-quinquies of TUF [consolidated law of Finance] and art. 143-quarter of the Issuers' Regulations.

Intermediary/ies: qualified entities for account management in which financial instruments are registered and their transfers, as defined in art. 1, letter m) of the Joint Decision of the Banca d'Italia and Consob/ of February 22, 2008 and ss.mm.

Record Date: the accounting day after which the account holders are identified in which the financial instruments are registered.

Issuers' Regulations: the implementation Regulation of the Legislative Decree 24 February 1998 n. 58, regarding the discipline of issuers issued by Consob with approval n. 11971 of 14 May 1999 and subsequent amendments.

Company: Datalogic S.p.A. with registered office in Via Candini 2, 40012 Calderara di Reno (BO), V.A.T. N. 01835711209.

Parties Eligible: the shareholder who has the right to vote by virtue of entitlement establishing the right to vote (freehold, bare ownership with voting rights or usufruct with voting rights).

By-Laws: the articles of Association of the Company.

TUF [consolidated law of Finance]: (Consolidated law on Financial Intermediation) Legislative Decree February 24, 1998, n. 58, and subsequent amendments.

2. INTRODUCTION

The Shareholders' Meeting of the Company held on 4 May 2017 approved the amendment of Article 6 and Article 9 of the By Laws with the introduction of the so-called increased vote, rewarding the shareholders that with their permanent participation in the share capital show a greater sensitivity to the long-term growth of the Datalogic group.

On 5 June 2017 the Board of Directors of the Company has (i) adopted this Regulation, in order to discipline registration, holding and updating of the Special List in accordance with applicable law, the By Laws and market practices, so as to ensure timely exchange of information between Shareholders, the Company and the Intermediaries.

Amendments and additions to this Regulation are approved by the Board of Directors and published through the Company's website. For all matters relating to the introduction of increased voting rights not covered by this Regulation, please refer to the TUF [consolidated law of Finance], the Issuer's Regulations and the By Laws.

3. INCREASED VOTING RIGHTS

Each share belonging to the same person uninterruptedly for twenty-four months from the date of registration in the Special List set up by the Company shall be assigned two votes provided that: (i) the share has belonged to the same subject, by virtue of entitlement establishing the right to vote (freehold, bare ownership with voting rights and usufruct with voting rights) and (ii) that this is attested not only by registration in the Special List pursuant this article also by a communication issued by the Intermediary where the shares are filed and referring to the date of the continuous period.

4. ELIGIBILITY TO REQUEST REGISTRATION

The shareholder entitled to the voting rights resulting from a legitimating right in rem (full ownership, bare ownership with voting rights or usufruct with voting rights) is entitled to request registration in the Special List. Registration is carried out and maintained even in the event that the shares are restricted by a pledge or granted under usufruct, provided the registered owner contractually retains entitlement to exercise voting rights.

5. PROCEDURE FOR REQUESTING REGISTRATION

The Eligible Party who intends to register in the Special List in order to obtain increased voting rights pursuant to art. 127-quinquies TUF and to art. 6 of the Articles of Association is obliged to send to the Company, through the Intermediary, a specific written application together with the statement certifying the ownership of the shares pursuant to art. 23-bis of the Joint Decision of Consob Banca d'Italia/ of 22 February 2008 and ss.mm. Increased voting rights may be requested even only for just part of the shares held by the Eligible Person. The application must be signed by the Eligible Persons related to shares that are subject to the request or his/her/its agent or representative. In order to obtain the registration in the Special List, the Eligible Person must therefore:

- indicate to the Intermediary the number of shares he/she/it wishes to register in the Special List;
- request the same Intermediary to send to the Company - via Certified Electronic Mail, at the email votomaggiurato@pec.datalogic.com, emittenti@pec.spafid.it and copied to ufficiisoci@datalogic.com - the communication that, pursuant to art. 23-bis, paragraph 2, of the Joint Decision of Consob-Banca d'Italia issued on 22 February 2008 and ss.mm., attests the ownership of the shares for which registration is requested in the Special List, together with the registration request form containing the Eligible Person's commitment to promptly inform the Company and the Intermediary of any loss of the ownership of the shares, for whatever reason, or of the eligibility to exercise the voting rights. In the case of a legal or other entity other than individuals, the Eligible Party Person must also state that it is not or, where appropriate, is subject to direct or indirect control by any third party

and, if so, shall provide the identification details of the controlling party. A template of the request form containing the statement above is available on the Company's website at www.datalogic.com, section "Investors - Corporate Governance - Increased Voting Rights". Applications for registration in the Special List provided by the Eligible Party in any way other than the one indicated above will not be accepted.

6. REGISTRATION IN THE SPECIAL LIST

The Company verifies the requirements for registration and shall enroll applicants in the Special List within five trading days after the end of each calendar month and no later than the Record Date provided for by the rules in force regarding the right to attend and vote at the meeting. Within the same terms, the Company gives notice, by publishing on its website, the identification data of the Eligible Person who requested registration in the Special List, indicating the related holdings, however exceeding the threshold indicated in Article 120, paragraph 2, of the TUF, and the date of registration. The Company notifies the Intermediary, without delay, whether or not the Eligible Party has been or not registered, providing the reasons for any refusal.

The Eligible Party registered in the Special List is required to notify, and agrees that the Intermediary notifies, to the Company any circumstance and events that entails the loss of the conditions for the increased voting rights or that affects the ownership of the shares and/or the related voting rights by the end of the month in which such circumstance occurs, and no later than the trading day before the so-called Record Date.

7. MATURATION AND ATTRIBUTION OF INCREASED VOTING RIGHTS

The acquisition of the increased voting right will be effective at the earliest between: (i) the fifth day of open market of the calendar month following the date on which the conditions required by the By-Laws have been met for the increase of the right to vote (see para. 3 of this Regulation); or (ii) the Record Date of any Shareholders' Meeting, determined in accordance with current legislation, after the date on which the conditions required by the By-Laws for the increased voting rights have been fulfilled.

The Company shall notify the public and Consob, pursuant to the modalities set forth by the applicable law time by time in force, the total amount of the voting rights, indicating the number of shares constituting the capital, by the fifth trading day opened by the end of each calendar month during which it has established an increase in that amount, as well as the day following the date of the Record Date of a possible shareholders' meeting.

The increased voting rights already matured or, if not yet matured, the ownership period necessary for the maturation of the increased voting rights is preserved: a) in the event of inheritance, due to death; b) in the event of a free transfer by a donation in favor of legitimate heirs, a family pact, that is establishment and/or provision of a trust, a fund or a foundation to which the same transferor or its legitimate heirs are beneficiaries. The interested subjects have the right to apply for registration with the same seniority as the natural person giving the right.

The increased voting rights extends proportionally to newly issued shares (the "New Shares") to : (i) a summary shares assigned in the case of a free capital increase, in accordance with Art. 2442 of the Italian Civil Code, and belonging to the owner in relation to shares that have already matured their increased voting rights (the "Initial Shares"); (ii) shares assigned in exchange for those to which increased voting rights are attributed in the case of merger or demerger of the Company,, provided that the provided that - and within the terms - this is contemplated in the related merger or de-merger operation; (iii) shares subscribed during the exercise of option rights in the case of a capital increase with new contributions. In such event, the New Shares acquire a surplus of votes from the time of registration on the Special List, without the need for the further extension of the 24 (twenty-four) continuous months; on the other hand, where the increased voting rights for the Initial Shares has not yet matured but is maturing, the increased voting rights will be due to the New Shares as from the time the conditions required are verified by the By-Laws have been met for the increased right to vote of the original shares.

The increased voting right is cancelled in the event of transfer - whether free or against payment, - of the shares, provided that the transfer includes the establishment of a pledge, usufruct or other encumbrance on the share when this entails the loss of voting right by the shareholder. In the case of transfer - whether free or against payment, including the establishment of a pledge, usufruct or other encumbrance on the share when this entails the loss of

voting right by the shareholder concerning only a part of the shares holding increased voting rights, the transferor retains the increased voting rights on shares other than the shares transferred (or on which the pledge, the usufruct and other encumbrance has been established).

The increase in the voting right is also cancelled in the event of direct or indirect transfer of controlling stakes in companies or entities that hold shares with increased voting rights above the threshold requiring communication to the Company and Consob of significant holdings in accordance with current legislation, provided that the benefit of the increased voting rights is conserved in the case of transfers due (a) *Mortis causa* (b) free of charge, by virtue of a donation in favor of legitimate heirs, by virtue of a family pact, that is for the constitution and/or provision of a trust, a fund or a foundation for which the transferor or his/her legitimate heirs shall be beneficiaries, having regard to the above-mentioned control shares. The increased voting rights apply for all Shareholder Meeting resolutions and for the calculation of constitution and resolution quorums relating to percentages of share capital. The increased voting rights will have no effect on rights, other than voting rights, that the possession of certain percentages of share capital entitles the shareholder.

8. CANCELLATION FROM THE SPECIAL LIST DUE TO WITHDRAWAL FROM INCREASED VOTING RIGHT

The Eligible Party who intends to withdraw entirely or in part from increased voting rights the increased vote must request to the own Intermediary to send the communication of the withdrawal of the total or partial withdrawal which determines the cancellation from the Special List for those shares that the Eligible Person intends to withdraw from increased voting rights. The withdrawal is irrevocable but the increased voting rights may be re-acquired in relation to the shares for which it has been withdrawn by means of a new registration in the Special List elapsing the period of continuous holding of at least 24 (twenty four) months. Cancellation from the Special List is also due to the sale of the registered shares which must be communicated to the Company by the Intermediary.

9. OTHER CAUSES OF CANCELLATION FROM THE SPECIAL LIST

In addition to cases of total or partial withdrawal of increased voting rights, the Company will cancel shares from the Special List: (i) communication of the Eligible Person or of the Intermediary, proving the lack of conditions for the increased voting right or loss of entitlement to the right in rem legitimating and/or of its voting rights; (ii) *ex officio*, if the Company acknowledges or has been informed about events which involve the failure of the prerequisites for the increased voting rights or loss of entitlement to the right in rem legitimating and/or of its voting rights.

The Special List is updated by the Company within the fifth trading day after the end of each calendar month and, in any case, by the date of entitlement to attend the meeting and to exercise the voting right, c.d. Record Date.