



Internal Dealing Procedure and Black-out periods

Approved by the Board of Directors during the meeting of 7 August 2019

Table of Contents

1.	INTRODUCTION	3
1.1	Regulations	3
1.2	Purpose of the Procedure	3
2.	INTERNAL DEALING	3
2.1	Relevant Subjects and People Closely Associated.....	3
▪	Relevant Subjects	3
▪	People Closely Associated with Relevant Subjects:	3
2.2	Disclosure requirements	4
a)	the Relevant Subjects and	4
2.3	Relevant transactions	4
2.4	Threshold relevant for disclosure obligation	5
2.5	Timing and method of notification and of disclosure to the public.....	5
2.6	Disclosure Subject to Relevant Subjects and People Closely Associated	5
2.7	Relevant Subjects and People Closely Associated Register.....	6
2.8	Obligations of Relevant Shareholders and of People Closely Associated with Relevant Shareholders.....	6
2.9	Significant Transactions	6
2.10	Methods of disclosure	6
3.	BLACK-OUT PERIODS	7
3.1	Prohibition on trading	7
3.2	Exceptions to the prohibition on trading	7
4.	CONTACTS	8
5.	ENTRY INTO FORCE.....	9

1. INTRODUCTION

1.1 Regulations

In accordance with the regulations on "market abuse" and in particular:

- Regulation (EU) 596/2014 ("**MAR**") and relevant implementing regulations;
- Documents approved by the *European Securities and Markets Authority* ("**ESMA**");
- Consob Issuers' Regulation no. 11971/99 ("**Issuers' Regulation**");

Datalogic S.p.A. (hereinafter "**Company**") approved this Internal Dealing Procedure and Black Out Period (hereinafter "**Procedure**").

1.2 Purpose of the Procedure

This Procedure is intended to:

- a) regulate the Internal Dealing transactions;
- b) define and regulate the Black-Out Periods;
- c) 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. INTERNAL DEALING

2.1 Relevant Subjects and 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 (i.e. directors);
 - (ii) the members of the Company Supervisory Body (i.e. statutory auditors);
 - (iii) senior executives that - despite not being members of the administrative or supervisory body of the Company - have regular access to Inside Information (as defined in the "Procedure for the management of Inside Information" of Datalogic) relating, directly or indirectly, to Datalogic and have the power to make management decisions that 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 entity, 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.

2.2 Disclosure requirements

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

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

shall notify the Company and Consob of all transactions carried out on their behalf regarding shares or debt securities of Datalogic or derivatives or other financial instruments linked to them ("**Transactions**" mentioned below), subject to the provisions of Art. 2.3 of this Procedure.

2.3 Relevant transactions

Pursuant to and for the purposes of Art. 19 of the MAR and Commission Delegated Regulation (EU) No. 522/2016 of 17 December 2015, the Transactions subject to notification under Art. 2.2 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, control or management functions or to employees as part of their remuneration due, and the disposal of shares resulting from the exercise of a right of option;
- c) the entry into exchange agreements related to share indexes or the exercise of these agreements;
- d) transactions in derivatives or associated with them, including transactions settled in cash;
- e) entry into a contract for difference relating to a financial instrument of the issuer concerned or on emission allowances or products subject to auction based on them
- 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 credit instruments;
- h) transactions in derivatives and financial instruments linked to a Company credit instrument 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) transactions carried out 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) transactions 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, note 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 by 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 carry out transactions regarding specific instruments for that life insurance policy.

2.4 Threshold relevant for disclosure obligation

The disclosure obligation of Art. 2.2 applies where the total amount of Transactions has reached the **threshold of 20,000 (twenty thousand/00) Euro** within a calendar year, as well as in all **Subsequent Transactions** once it has reached a total amount of 20,000 Euro within a calendar year.

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

2.5 Timing and method of notification and of disclosure to the public

The notifications referred to in Art. 2.2 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 - in accordance with the procedure set out in Art. 17 of the MAR and Commission Implementing Regulation (EU) No. 1055/2016 of 29 June 2016 - disclose to the public the information notified to it 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. 2.2 shall be made by transmitting the form that is attached to Commission Implementing Regulation (EU) No. 523/2016 of 10 March 2016 duly completed:

- to Consob, with a certified email message to consob@pec.consob.it (if the person making the notification is required to have a certified email address); or, with a certified email message, to protocollo@consob.it. In both cases, the subject line of the emails must contain "MAR Internal Dealing" and sent for the attention of the Market Information Office;
- to the Company, by sending it to the following email address ufficiosoci@datalogic.com, for the attention of the Legal Department/Group Corporate Governance Counsel, with telephone notice to the Legal Department/Group Corporate Governance Counsel.

2.6 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 Internal dealing Transactions referred to in Art. 2 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 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 internal dealing transactions referred to in Art. 2 of this Procedure and the information on the Black-Out Periods mentioned below.

2.7 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. 2.6 of this Procedure, the Company establishes (and constantly keeps updated) a list (i.e. register) of Relevant Subjects and People Closely Associated with them.

2.8 Obligations of Relevant Shareholders and of People Closely Associated with Relevant Shareholders

Anyone who holds shares equal to at least 10% of the Company's share capital as well as any other person who controls it ("**Relevant Shareholder**") is required to notify Consob and the public of Significant Transactions (as defined below) involving shares of the Company or other financial instruments related to them, also carried out by proxy.

This obligation is also borne by the persons closely associated with a Relevant Shareholder, namely:

- a) 1) the non-legally separated spouse, the dependent children, including those of the spouse, and, if they have shared the same household for at least one year, the parents, relatives and in-laws of the relevant subjects;
- b) legal entities, partnerships and trusts in which a Relevant Shareholder or one of the persons referred to in letter a) holds, individually or jointly, a management function;
- c) legal entities, controlled directly or indirectly by a Relevant Shareholder or by one of the persons referred to in point a);
- d) partnerships whose economic interests are substantially equivalent to those of a Relevant Shareholder or of one of the persons referred to in letter a);
- e) trusts set up for the benefit of a Relevant Shareholder or of one of the referred to in letter a). ("**People Closely Associated with Relevant Shareholders**").

The Relevant Shareholders shall inform the Persons Closely Associated with the Relevant Shareholders of the disclosure requirements under this Procedure.

2.9 Significant Transactions

Transactions involving the purchase, sale, subscription or exchange of Datalogic shares and/or related financial instruments, the total amount of which reaches or exceeds the **threshold of Euro 20,000 in a year, are significant ("Significant Transactions")**.

Subsequent to each disclosure, transactions whose total amount does not reach or exceed a further Euro 20,000 by the end of the year shall not be disclosed. For derivatives linked to shares, the amount is calculated in relation to the underlying shares.

Moreover, transactions between the Relevant Shareholder and its Persons Closely Associated and transactions carried out by Datalogic and its subsidiaries are not disclosed. The further exemptions envisaged by article 152-septies, paragraph 3, of the Issuers' Regulations remain unchanged.

These obligations do not apply if the Relevant Shareholder and the Persons Closely Associated with the Relevant Shareholder are required to notify transactions carried out pursuant to Article 19 of the MAR.

2.10 Methods of disclosure

Relevant Shareholders and Persons Closely Associated with Relevant Shareholders shall notify Significant Transactions - using the notification form set out in Annex 6 of the Issuers' Regulations - directly to Consob and to the public by the end of the fifteenth day of the month following the month in which the Transaction was carried out.

The Relevant Shareholders, also on behalf of the Persons Closely Associated with Relevant Shareholders,

subject to agreement with Datalogic, may request the latter to notify Consob and publish the transactions on their behalf. In this case:

- (i) the Relevant Shareholders, also on behalf of the Persons Closely Associated with Relevant Shareholders, shall send Datalogic the notification form duly completed by the fourteenth day of the month following the month in which the Transaction was carried out, by email, attaching the file, to the address: ufficiosoci@datalogic.com
- (ii) Datalogic shall publish the information by the end of the opening trade day following the day on which it received the information.

Disclosures are made to Consob and the market in the manner indicated in Annex 6 of the Issuers' Regulations.

3. BLACK-OUT PERIODS

3.1 Prohibition on trading

Pursuant to and for the purposes of Art. 19 of the MAR, without prejudice to the provisions of Art. 3.2 of this Procedure, during the **30 calendar days before the announcement of an interim report or a year-end report** that Datalogic is obliged to make public, the **Relevant Subjects referred to in Art. 2.1 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 credit instruments of the Company or to derivatives or other financial instruments linked to them ("**Black-Out Periods**").

3.2 Exceptions to the prohibition on trading

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

- A. the Relevant Subject is able to demonstrate that the specific transaction cannot be carried out at another time if not during the Black-Out Period Black-Out Period;
- B. it was previously authorised by the Company to do so based on 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 transaction 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 Black-Out Period, the Company may authorise a Relevant Subject:

- the immediate sale of own shares - on their own account or on behalf of third parties - in case of exceptional conditions (to be considered on a case-by-case basis) 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 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 assigned or granted financial instruments as part of a plan for employees that is implemented during the Black-Out Period, provided that a method previously scheduled and organised with regard to the conditions is applied, the periodicity and time required, as long as they indicate the group of authorised persons whose financial instruments are granted and the amount of financial instruments to be attributed and provided that the assigning or the granting of financial instruments takes place within a framework defined in which such assigning or granting cannot be influenced by any Inside Information;
- c) the Relevant Subject shall exercise options or warrants or conversion rights of convertible bonds that 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 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 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 Black-Out Period;
 - iii. the purchase transactions are clearly organised on the basis of the terms of the plan and the Relevant Subject does not have the right or legal possibility to modify them during the Black-Out Period, or such transactions are planned within the plan in such a way that they take place on a pre-established date included in the 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 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.

4. CONTACTS

Legal Department/Group Corporate Governance Counsel

telephone: +39 051 314 7510, email: ufficiosoci@datalogic.com

Investor Relator Office

telephone: +39 051 314 7109, *email: ir@datalogic.com*

5. 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. This Procedure is drafted in Italian and in English language; in the event of discrepancies, the prevailing and binding version is the Italian one.