

DATALOGIC S.P.A.

CODE OF CONDUCT



*«Ciascuno faccia la parte che gli spetta e non indugi, perché il ritardo potrebbe render più difficile la cura di un male già tanto grave»**

*LEONE XIII, *RERUM NOVARUM* - GIOVANNI PAOLO II, *CENTESIMUS ANNUS*.



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1 PRELIMINARY ASSUMPTIONS

DATALOGIC S.p.A. (hereinafter referred to as the “Company”) applies, as inspiring principles, all the relevant laws and regulatory measures of foreign Countries in which it is active and all as well its internal procedures in order to achieve the best integrity and correctness in the performance of its activities and business.

The Company has always been willing to combine the aim for competition with the utmost respect of the laws protecting fair competition and also to promote, according to social responsibility and environmental protection criteria, the correct and responsible use of its own resources.

The following ethical principles are relevant to the effective prevention of the crimes listed in the law decree 231/2001 as they are an essential element of the control and prevention system adopted by the Company.

2 PURPOSE

The purpose of the present Code of Conduct is to guarantee the Company’s ethical values to be clearly defined, to act as paramount in the corporate culture and also to represent the standard conduct for all the personnel working for or cooperating with the Company.



3 CODE OF CONDUCT FRAMEWORK AND SCOPE

The present Code of Conduct (hereinafter referred to as “Code”) is structured as following:

- General ethical principles;
- Ethical principles with regards to corporate governance
- Ethical principles with regards to employees;
- Ethical principles with regards to third parties;
- Complying with the Ethical principles: sanctions and disciplinary measures.

The present Code embodies all the Company’s rights, duties and responsibilities vis à vis the so called “*interested parties*” (employees, suppliers, clients, Public Entities, shareholders, etc.).

All the following must comply with the Code:

- internal bodies representatives and managers, who must adhere to what provided for in the present Code, spread out the contents and focus on compliance by employees; manager shall be a model and a reference for the whole personnel;
- the employees, who shall comply to the Code of and notify possible violations;
- external advisors, which shall be informed about the conducts provided for in the Code and adhere to it for the whole terms of their relationship with the Company.



4 GENERAL RULES OF CONDUCT

4.1 Legality

The recipients of the present Code of Conduct (hereinafter referred to as the “Recipients”) shall comply with the laws and regulation of the Country in which they conduct their business, also with the present Code and finally with the internal policies and procedures, applying them with the utmost equity and fairness.

4.2 Integrity

With regards to the conduct vis à vis third parties, the Recipients shall act with fairness and transparency avoiding misleading and unfaithful information.

4.3 Loyalty

The relations with all other parties, with the advisors and among the same advisors, shall fulfill the utmost loyalty, meaning to be faithful to promises and covenants, to act with responsibility, to preserve and to enhance the value of the Company’s asset and to act in good faith in every activity and decision.



4.4 Transparency

Company's internal relations and relations with other parties shall be based on honesty, correctness and completeness.

4.5 Respect of human dignity

The Recipients shall respect human fundamental rights also protecting moral integrity and guaranteeing equal opportunities.

In the conduct of internal relationships, discriminatory behaviors based on political opinion, labor union opinion, religion, race, nationality, age, sex, sexual attitude, health status and, more in general, other intimate character, are not allowed.

4.6 Confidentiality

The Recipients guarantee that the acquired information are kept confidential.

The Recipients shall disclose information and Company's data exclusively in the performance of their duties and, in any case, shall not disclose sensitive information without the Company's authorization.



5 ETHICAL PRINCIPLES IN THE CORPORATE GOVERNANCE

5.1 Directors

All the members of the board of directors are elected through a transparent procedure.

The Directors behave with knowledge and in autonomy, pursuing the goal of creating value to shareholders.

Every director's decision is autonomous as long as it is taken with free will, in the interest of the shareholders.

Independence of judgment is a requirement for all the decisions by directors, executive or non executive and "independent" or not.¹

Directors are individually required to pay attention to their duty and office so as to allow the Company to benefit from their competency.

¹ Art. 3 of the Self Disciplinary Code for Listed Companies, "Independent directors are defined as those who:
- do not entertain, directly, indirectly or on behalf of third parties, nor have they recently entertained, with the company, its subsidiaries, the executive directors or the shareholder or group of shareholders who control the company, business relationships of a significance able to influence their autonomous judgment;
- do not own, directly or indirectly, or on behalf of third parties, a quantity of shares enabling them to control or notably influence the company or participate in shareholders' agreements to control the company.
- are not close family of executive directors of the company or persons who are in the situations referred to in the above paragraphs".



5.2 Relation with shareholders

The Company promotes transparency and periodic information to shareholders, according to the relevant laws and regulations.

All shareholders' interests are promoted and protected by way of refusing any particular or personal interest.

The Company promotes a correct and stable information activity to all the shareholders with regards to any action or choice which might effect or prejudice their investments.

The Company promotes an informed participation of all shareholders to the Company's decisions.

The Company favors:

- regular attendance to meetings by directors;
- regular functioning of the meetings in compliance with every shareholder's right to ask more detailed information, express its opinion and make proposals.

The Company promotes the utmost confidentiality with regards to the information acquired and the compliance to the procedures adopted for the external communication system. The Company promotes the Corporate Governance model created according to the principles of the "Auto Disciplinary Code for Listed Companies".



5.3 Appreciation of company's investment

The Company protects and enhances the Company's value with the purpose of reward the shareholders, for the risk they undertook, with investing in the Company's own capital.

5.4 Transparency of company's accountability

The Company promotes the utmost transparency and integrity of the information relating to Company accountability.

Any operation, of every kind, carried out by the Recipients shall be documented and verifiable. Recipients shall disclose to their superiors all the omissions, falsifications or negligent acts they might be aware of.

5.5 Internal Control

The Company promotes an internal control system² which contributes to the enhancement of efficiency and effectiveness of the Company's activities and which the Recipients shall be aware of and comply with.

The Recipients, in the course of their office, are responsible of the definition, execution and correct functioning of controls related to the functions and areas of their competency.

² Article 9.1 of the Self Disciplinary Code for Listed Companies: "internal control system is formed by all the processes aimed at monitoring efficiency of the corporate transactions, trustworthiness of the financial information, respect of laws and safety of corporate assets"



6 ETHICAL PRINCIPLES IN THE RELATIONS WITH PERSONNEL

6.1 Recruitment

The Recipients promote respect of equal and fair opportunities in selecting and recruiting personnel whose profiles reflect the needs and expectations of the Company.

In selecting and recruiting personnel no form of favor, nepotism, patronage system shall be accepted.

6.2 Formalization of employment relation

Hiring are formalized with regular employment contracts refusing any form of “irregular” work.

The Recipients shall favor the utmost cooperation and transparency with the new employed so that he or she could have clear awareness of their office.



6.3 Management and exploitation of personnel

The Company refuses any form of discrimination against its employees, favoring - in respect to its personnel - decisional processes and evaluations grounded on objective criteria jointly accepted.

6.4 Security, protection and healthcare of working conditions

The Company favors working conditions protecting psychophysics integrity of personnel by providing working premises fully compliant with applicable laws on comfortable working conditions.

6.5 Professional growth

The Company promotes professional growth of employees through opportune training instrument.



7 ETHICAL PRINCIPLES WITH REGARDS TO THIRD PARTIES

7.1 Conduct vis à vis Clients

The Recipients promote the utmost fairness and impartiality and refuse any sort of discrimination vis à vis their clients.

The Recipients provide Clients with messages, communications and transparent contracts avoiding complicated formula and unfair practice

The Recipients provide Clients with the utmost courtesy and availability in managing their commercial activity.

The Recipients promote the improvement of quality of their products in the Company's qualitative processes.

No form of gift or benefit or utility whatsoever is allowed – not even in Countries where giving valuable gifts is customary – towards Clients and /or potential Clients, which could be interpreted as beyond usual commercial and curtesy practices or in any case aimed at acquiring benefits in conducting activities in favour of the Company.

No form of gift or benefit or utility whatsoever is allowed – not even in Countries where giving valuable gifts is customary – towards public officials, certified accountants, auditors, members or representative bodies and relatives, with the purpose of influence their judgment independency and induce someone to receive some benefit.



7.2 Conduct vis à vis Services Providers

Procedures to select among providers are grounded on loyalty, transparency and cooperation principles.

Selection of providers is based on objective and impartial criteria as far as quality, innovation, cost, additional services/products are concerned.

No form of gift or benefit or utility whatsoever is allowed to Recipients unless directly coming from normal courtesy relations and of little value.

Should the Recipients receive proposal of benefit from any provider, they shall immediately suspend the relationship and inform the executive managers and Organismo di Controllo.



7.3 Conduct vis à vis Public Administration Bodies and Institutions

In the relations with Public Administration and Public Institutions, the Recipients promote loyal and correct relations refusing any form of promise and offer of goods or payments so as receive advantages.

Should the Recipients receive proposal of benefit from any officer, they shall immediately suspend the relationship and inform the executive managers and Organismo di Controllo.

7.4 Conduct vis à vis political parties and labour unions

The Company is completely apolitical and neutral with regards to any labour union.

In this regard, the Company does not grant financial support to these organizations nor supports events, congresses aimed at political or union campaign.



8 RESPECT OF ETHICAL PRINCIPLES AND SANCTIONS AND DISCIPLINARY SYSTEM

8.1 Employed personnel

Art. 2104 of the Italian Civil Code also requires the employed personnel to comply with the provisions of the present Code, which integrates and underline the general obligation to be loyal, faithful and correct in the execution of the employment agreement.

Any violation of the present Code is a breach of the obligation arising out of the employment agreement, with all the consequences provided for by the law.

8.2 Third parties

Compliance by third parties with the present Code is part of the obligation to be diligent and in good faith in the conduct of negotiations with the Company.

Any violation of the present Code could be considered, according to its relevance, cause of dismissal or cause of resolution of the employment relationship.