

# PRESS RELEASE PURSUANT TO ARTICLE 84-BIS, PARAGRAPH 3, CONSOB RESOLUTION NO. 1197 OF MAY 1999 AND SUBSEQUENT AMENDMENTS

Bologna, 19 March 2019 - Datalogic S.p.A. (Borsa Italiana S.p.A: DAL), a company listed on the STAR Segment of the Italian Stock Exchange managed by Borsa Italiana S.p.A. ("Datalogic" or the "Company") announces that its Board of Directors has approved on the date hereof the general guidelines of a remuneration plan for executive directors, executives with strategic responsibility, executives and employees of the Company and its subsidiaries controlled pursuant to Article 93 of Legislative Decree 58/1998 ( "Subsidiaries"), called "Piano di Performance Shares 2019 – 2021 di Datalogic S.p.A." (the "Plan"), upon the proposal of the Company's Control, Risks, Compensation and Appointments Committee and in accordance with the opinion of the Company's Board of Statutory Auditors. The Plan is to be approved by the shareholders meeting called for 30 April 2019.

In particular, pursuant to Article 84-bis, paragraph 3 of the regulation adopted by Consob through resolution no. 11971 of May 14, 1999, as amended (the "Issuers' Regulation"), we submit the following information for your consideration.

## Scope of the plan

In line with best market practices adopted by domestic and international listed companies, shares-based remuneration plans are an effective tool to incentivize and build loyalty among managers and employees and to contribute to value creation in the medium-long term.

The adoption of shares-based remuneration plans also satisfies the recommendations of Article 6 of the Listed Companies' Self-Regulatory Code, which indicates that such plans are an appropriate means to align the interests of executive directors and key management of listed companies with the interests of shareholders, thus helping to achieve the primary objective value creation in the medium-long term.

## Beneficiaries

The Plan includes executive directors, executives with strategic responsibility, executives and employees of the Company and its Subsidiaries to be identified by the Board of Directors, taking into account the opinion of the Control, Risks, Compensation and Appointments Committee, and on the basis of input from the Chief Executive Director with respect to beneficiaries who are not members of the Board of Directors. The Board of Directors may delegate to the Chief Executive Officer the identification of the beneficiaries who are employees or executives, on condition that the latter are not executives with strategic responsibility.

The names of beneficiaries and other information required by paragraph 1 of Schedule 7 or Annex 3A

of the Issuers' Regulation, shall be provided pursuant to Article 84-bis, paragraph 5, letter a), of the Issuers' Regulation.

#### Characteristics of the financial instruments granted under the Plan

The Plan provides for the allocation of rights, free of charge, that allow the beneficiary to receive 1 ordinary share of Datalogic (the "Shares") free of charge for each such right allocated, provided that certain performance targets are met (described below).

The rights will be allocated during 2019 or, even later, for the executives with strategic responsibility, executives or employees hired or charged with covering key positions after 2019 or otherwise requested to substitute beneficiaries already identified. At the end of a three-year vesting period (following the approval of the financial statements for the year ended 2021), the Company will identify the number of Shares to be granted to each beneficiary in light of the results achieved during the previous three years.

The performance targets covered by the Plan are based on: (i) CAGR of Revenues Adjusted, weighted at 40%, (ii) Adjusted EBITDA Margin, weighted at 40% and (iii) percentage of Adjusted Net working capital on Revenues, weighted at 20%.

Following the verification of the Performance Targets, the number of Shares to be assigned to each beneficiary may be adjusted according to the "Total Shareholder Return" (TSR), which may increase or decrease the number of Shares received by  $\pm 10\%$  depending on the performance of the Datalogic TSR compared to two reference groups: companies included into the "FTSE Italia Star" index and a group of companies comparable to Datalogic.

The maximum number of Shares distributable under the Plan is 700,000. The Shares to be assigned will have regular entitlement.

The Plan provides for the adoption of "claw back" mechanisms. The Plan will be serviced by Shares currently in the Company's portfolio (or subsequently purchased), or shares deriving from any capital increase pursuant to Article 2349 of the Italian Civil Code to be approved by the Shareholders' Meeting.

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For more information, please refer to the Board of Directors' illustrative reports and the information document relating to the Plan which will be made available to the public in accordance with the law and the procedures set out in Articles 114-bis and 125-ter, paragraph 1, of Legislative Decree 58/1998 and subsequent amendments and 84-bis and 84-ter or the Issuers' Regulation.

