

# ORDINARY SHAREHOLDERS' MEETING OF DATALOGIC

- Approved the parent company financial statements and examined the Group's consolidated financial statements as at 31 December 2018 and the disclosure of non-financial information pursuant to Legislative Decree 254/2016
- Approved a dividend distribution of 50 Euro cents per share, in line with the previous year
- Confirmed the appointment of the Director Mrs. Vera Negri Zamagni, pursuant to Article 2386, first paragraph, of the Civil Code
- Changed the number of members of the Board of Directors to 9 and appointed Mr. Angelo Busani as new Director
- Determined the annual remuneration of the members of the Board of Directors pursuant to art. 20 of the Articles of Association
- Appointed the Board of Statutory Auditors and the remuneration of the Chairman and standing statutory auditors was determined
- Awarded the statutory audit assignment for the 2019 - 2027 period
- Approved the authorization for the purchase and disposal of treasury shares
- Favourable vote expressed on Section 1 of the Report on Remuneration pursuant to article 123-ter of Legislative Decree no. 58/1998 and 84-quater of the Issuers' Regulation
- Approved the long-term incentive plan 2019-2021

Bologna, 30th April 2019 – The Ordinary Shareholders' Meeting of Datalogic S.p.A. (Borsa Italiana S.p.A: DAL), a company listed in the STAR Segment of the Italian Stock Exchange managed by Borsa Italiana S.p.A. (“Datalogic”) and global leader in the automatic data capture and process automation markets, met today.

The Shareholders' Meeting has approved the Financial Statements and has reviewed the Consolidated Financial Statements of the Group at 31 December 2018 and the disclosure of non-financial information.

The results of the 2018 financial year show an increase in all economic indicators, confirming the positive trend of recent years and once again achieving the best performance since the Group's foundation. Revenues increased by 4.1% to 631 million, EBITDA increased by 2.2% to 105.5 million with an EBITDA Margin of 16.7%, and net income increased by 3,5% to 62.2 million. The high level of cash generation continues, with a positive net financial position of 23.8 million.

The parent company Datalogic S.p.A closed the year with a net profit of 29.3 million, compared to 25.6 million in the previous year.

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The Shareholders' Meeting approved the distribution of an ordinary dividend, before taxes, amounting to 50 cents per share, with a coupon detachment on 27 May 2019 (record date 28 May 2019) and payment starting on 29 May 2019, for a total maximum amount equal to 29,223,245, considering that

the legal reserve has reached one fifth of the share capital pursuant to art. 2430 of the Civil Code.

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The Shareholders' Meeting has resolved to:

- Appoint, pursuant to Article 2386, first paragraph, of the Civil Code and Article 15 of the Articles of Association, as director of the Company, Prof. Vera Negri Zamagni, until the date of the Shareholders' Meeting called for approval of the financial statements at 31 December 2020;
- Determine the number of members of the Board of Directors to be nine;
- Appoint a new director of the Company, in the person of Mr. Angelo Busani, until the date of the Shareholders' Meeting called to approve the financial statements at 31 December 2020.

As a result of the aforementioned resolutions, the Board of Directors is composed as follows:

- Cav. Ing. Romano Volta
- Dott.ssa Valentina Volta
- Prof. Angelo Manaresi
- Prof. Avv. Chiara Giovannucci Orlandi
- Prof. Vera Negri Zamagni
- Dott. Notaio Angelo Busani
- Ing. Filippo Maria Volta
- Ing. Pietro Todescato
- Dott. Roberto Osvaldo Lancellotti
- Dott. Angelo Busani

The curricula vitae and additional attached documentation is available at the registered office, at the registered office of Borsa Italiana S.p.A. and on the website [www.datalogic.com](http://www.datalogic.com) – Corporate Governance section.

The Shareholders' Meeting has also resolved to:

(i) establish, pursuant to and in accordance with Art. 20 of the Company Bylaws, of a total and cumulative annual amount of 2,500,000.00 as the maximum overall remuneration to be assigned to all members of the Board of Directors, including those with key responsibilities, for the current year (2019) and for the fraction of subsequent year (2020), up to the date of approval of the Company financial statements for the year 2019, submitting any decisions on the subdivision of said maximum total amount among the various Directors to the discretion of the Board itself;

(ii) appoint the Board of Statutory Auditors and the Chairman of the Board of Statutory Auditors for three years, up to the date of the Shareholders' Meeting that will be called to approve the financial statements at December 31, 2021, as follows:

- Salvatore Fiorenza, Chairman
- Elena Lancellotti, Standing Auditor
- Roberto Santagostino, Standing Auditor
- Ines Gandini, Alternate Auditor

- Eugenio Burani, Alternate Auditor
- Patrizia Cornale, Alternate Auditor

The relative curricula vitae and the accompanying documentation are available at the registered office, at the offices of Borsa Italiana S.p.A., as well as on the website [www.datalogic.com](http://www.datalogic.com) - Corporate Governance section;

- (iii) determine the annual remuneration of the Chairman of the Board of Statutory Auditors to be 25,000 and of the statutory auditors to be 20,000;
- (iv) confer the statutory audit assignment for the period 2019-2027, pursuant to art. 13 of Legislative Decree n. 39/2010, to Deloitte & Touche S.p.A.;
- (v) revoke, for the part not yet executed at the date of the Shareholders' Meeting, the authorization to the Board of Directors to purchase treasury shares approved by the Shareholders' Meeting on May 23, 2018;
- (vi) authorize the Board of Directors, pursuant to and for the purposes of Article 2357 et seq. of the Civil Code and Article 132 of Legislative Decree 24 February 1998, n. 58, to carry out purchases of treasury shares of the Company (of which, as of 30 April 2019, the Company has in its portfolio 1,013,787 treasury shares, equal to approximately 1.7% of the share capital), in one or more times, for a period not exceeding 18 months starting from the date of this resolution;
- (vii) in implementation of the provisions of Article 123-ter, Legislative Decree no. 58/1998 and 84 -quater of the Issuers' Regulations, to express a favourable vote on the first section of the "Report on Remuneration" which describes the policy adopted by the Company regarding the remunerations to Board members and executives with strategic responsibilities, as well as on the procedures applied to the adoption and implementation of said Policy;
- (viii) approve, pursuant to and for the purposes of art. 114-bis of the Legislative Decree 24 February 1998, n. 58, the adoption of the allocation plan for performance shares 2019 - 2021 called "Performance Shares Plan 2019 - 2021" with the characteristics (including conditions and conditions for implementation) indicated in the Board of Directors' explanatory report and in the information document of the Plan.