



Кодекс на поведение Kodex chování 行为准则 행동 강령
Code de conduite 行動規範 Κώδικας Δεοντολογίας
Kode Etik Codice di Condotta Kod Etika
Kodeks postępowania **Code of Conduct** Código de Conduta
Codul de conduită Кодекс поведения Kódex správania
Código de Conducta Uppförandekod Verhaltenskodex
Retningslinjer for oppførsel Uppförandekod
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 **DATALOGIC**™

Code of Conduct





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Code of Conduct

SECTION I – GENERAL ASPECTS

1. Foreword

This code of conduct (hereinafter referred to as the “Code”) is an official document of Datalogic S.p.A. (the “Company”), adopted by its subsidiaries, both Italian and foreign (hereinafter referred to collectively as the “Group”). It contains a set of principles according to which the Company and the Group conduct their business, carry out their activities and manage relations with those parties who operate on their behalf for any reason whatsoever.

This Code indicates ethical principles and rules of conduct, also for the purpose of preventing the offences and crimes which might be committed by the Company or by a Group company. The aim of this Code is to recommend, promote or forbid certain conduct in any relevant jurisdiction, independently and apart from any and all provisions set forth by the relevant legislation. The Code must be considered as complementary to the organisational, operational and control model adopted by the Company.

The activity of the Company and of any Group company is carried out in light of the principles contained in the Code and any Group company is committed to avoid entering into or pursuing any relations with any party that does not agree with its contents and spirit.

The Code is valid throughout Italy and abroad as it is consistent with the different political, cultural, social, economic and commercial situations in which the Group operates.

The Code was requested and approved by the Board of Directors of the Company and shall become effective, subject to formal adoption, also for each company in the Group.

In view of the above, the Company:

- ensures the prompt circulation of the Code throughout the Group and to all Recipients (as defined below);
- ensures all updates and amendments to the Code are provided on a timely basis to the Group and Recipients;
- provides appropriate training, information and consulting support in relation to the interpretation of the Code;
- ensures that any Employee (as defined below) who reports violations of the Code is not be subject to any form of retaliation;
- carefully checks compliance with the Code by providing suitable information, prevention and control tools and ensuring transparency in all transactions and activities by taking corrective measures if and as required.

The Company welcomes constructive contributions from Employees and partners as to the Code's content.

The Company shall use its best endeavours to ensure that these commitments are shared by all consultants, suppliers and any other party who has a business relationship at any time with the Group. The Company will not engage in or continue any relationship with those who expressly refuse to respect the principles of the Code.

This Code includes:

- the general principles characterising the ethics of the Company and of any Group company;
- the guidelines governing the relationships with all counterparts;
- the rules describing the control system to ensure that the Code will be observed and constantly improved.

In relation to this Code, the term “Employee” shall mean any employee, manager, trainee or any kind of consultant, even temporary, of the Company or of a Group company.

2. Guide to the use of the Code

2.1 What is the Code

The Code is a document approved by the Board of Directors of the Company that sets out the Company's and Group's business conduct principles together with employee commitments and responsibilities.

The Code constitutes the Company's program for assuring effective prevention and detection of any violations of law and/or regulatory directives applicable to its activities and to the activities of the Group.

Should the applicable laws and regulations in any particular jurisdiction be less restrictive than those contained in the Code, the Code shall prevail.

2.2 Who is the Code addressed to

The Code applies to the Company, to the directors of the Company and any Group company, to all Employees and to all other individuals or companies who act on behalf of the Company and/or one or more companies of the Group, as well as to the external advisors and to the suppliers of the Company and to any Group company (the “Recipients”).

The Company shall use its best endeavours to ensure that the companies in which it holds a minority interest adopt



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codes of conduct whose principles are inspired by, or, in any case, do not conflict in any way with those of this Code. The Company shall use its best endeavours to ensure that the Code is regarded as a best practice standard of business conduct by the third parties with whom it maintains long term business relationships such as advisors, counsel, agents and dealers.

2.3 Where is the Code applied

The Code is applied in Italy and in all the other Countries in which the companies of the Group operate.

2.4 Where is the Code made available

The Code shall be made available to all Employees on the Company intranet and in conformity with local standards and customs. In addition, the Code is available and may be freely downloaded from the Company's websites (www.datalogic.com). Moreover, the Code is delivered to the other Recipients who accept it and undertake to comply with any principle set forth herein. It may also be requested at the e-mail address ethicsnotice@datalogic.com

2.5 Amendment to the Code

The Code is subject to review by the Board of Directors of the Company. Reviews consider the contributions received from Employees and from third parties, as well as any development in legislation or in best international practice, and the experience acquired in applying the Code itself.

Any modifications introduced into the Code as a result of this review activity are published and made available in accordance with the procedures outlined above.

3. General Principles

3.1 Lawfulness, correctness and honesty

The Company and the companies of the Group operate in compliance with current laws, regulations, internal standards and procedures. Under no circumstances will the pursuit of the Group's interest justify conduct contrary to the principles of correctness and lawfulness. The Company and any Group company promote the circulation and knowledge of the provisions of law, of the Code and of the procedures aimed at preventing any breach of applicable legal provisions.

3.2 Fairness

In the course of their activity with third parties in general, the Company and any Group company shall avoid discrimination of any kind and in particular those based on age, gender, race, nationality, political opinions and religious beliefs, social and personal status.

3.3 Skills and human resources

The Company and each Group company acknowledge the fundamental importance of human resources and protect and promote the value thereof for the purpose of improving and increasing the assets and the competitiveness of the skills possessed by each Recipient. The foregoing is based on the acknowledgement of merits and equal opportunities as well as by preparing specific programmes aimed at professional development and the acquisition of additional skills.

3.4 Authority

In the management of contractual relationships which entail the establishment of hierarchical relations - in particular with staff members - the Company and each Group company undertake to ensure that authority is exercised in an equitable and correct manner, without any abuse. In particular, the Company and each Group company guarantee that authority shall not lead to any exercise of power that proves detrimental to the dignity or independence of any staff member, and that decisions involving the organization of working activities shall safeguard the value of each staff member.

3.5 Integrity

In their relationships with the Recipients and with third parties in general, the Company and each Group company are committed to acting with correctness and transparency, avoiding misleading information and conduct which unduly exploits the weaknesses of third parties.

3.6 Loyalty and good faith

Relationships with Recipients and third parties in general must be based on good faith and loyalty and therefore on fulfilling agreements and conditions, keeping promises, increasing the value of corporate assets and behaving in good faith with regard to all decisions.

3.7 Privacy

The database of the Company and of any Group company may contain, inter alia, confidential data protected by the applicable privacy law, including data that under specific agreements may not be disclosed to third parties and data that, if disclosed could damage the Company's interests. All Employees must ensure to guarantee the appropriate confidentiality required by the circumstances in relation to any information received in the context of their employment. The Company and each Group company undertake to protect any information relating to the Employees and third parties, created or acquired during the Company's business, and to avoid any unlawful use of such information. The information, knowledge and data acquired or processed by the Employees during the course of their activity belong to the Company or to each relevant Group company and shall not be used, communicated or disclosed without specific authorization by the person responsible for the treatment of the personal data (responsabile del trattamento dati). In accordance with the applicable laws, no investigation in relation to any opinion, preferences, personal inclinations and, in general, to the privacy of the Recipients is permitted.

3.8 Internal Audit

The Company and the companies of the Group promote behaviour which is conducive to internal audit processes at all levels as such processes helps to improve business efficiency.

Internal audit means any instruments used by the Company and by each Group company in order to direct, manage and verify business activities which aim to ensure compliance with applicable laws and relevant procedures, to protect the company's assets, to manage business activities and to provide accurate and complete accounting and financial data.

3.9 Free competition

The Company and any Group company recognize that free competition in the market is a crucial factor for growth and constant business improvement. The Group and its Employees avoid practices that constitute a violation of competition law. Within the framework of fair competition, the Group does not intentionally violate third party's intellectual property rights.

3.10 Embargo and Export Control Laws

The Company and any Group company are committed to ensuring that their business activities do not violate any international embargo and export control laws applicable within, or applied by, the countries where the relevant company operates.

3.11 Transparency and completeness of information

All information disclosed by the Company and, where required under the provisions of the applicable laws, by the companies of the Group, shall be complete, transparent, comprehensible and accurate, thus allowing receivers to take decisions fully aware of the relations to be held with the Company and/or with the companies of the Group itself.

3.12 Directors

Each member of the Board of Directors of the Company and each Group company is elected by way of a transparent and fair procedure. Any decisions of any directors is autonomous, to the extent that is freely taken in the relevant shareholders' interests. Self determination is an essential requirement for all decisions taken by the directors. Any member of the board of directors of the Company and of any Group company shall fulfil his/her own obligations and duties in order to ensure the best benefit to the Company and each Group company .

3.13 Health protection

The physical and moral integrity of Employees is considered as a primary value of the Group. Working conditions shall respect individual dignity and guarantee safety and health.



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3.14 Commercial Ethics

The individual and collective behaviour of all Recipients in the execution of any transaction – relating to the pursuit of the aims of the Company and/or the companies of the Group – shall reflect the Group's policies and guarantee cooperation, social responsibility and compliance with national and international applicable laws.

3.15 Environment

The Company and the companies of the Group are committed to safeguarding the environment. Accordingly, they direct their choices in order to guarantee the compatibility between economic initiatives and environmental needs, in accordance with the applicable laws and taking into account the development of scientific research and best knowledge on such a matters. The Company (ISO 14001 certified in Bologna) and the companies of the Group adopt an effective environment management system which complies with all relevant national and international legislative requirements in accordance with the following fundamental principles:

- reduction, to the maximum extent technically possible, the production of polluting material;
- optimisation of waste collection and recycling;
- adoption of improvement programs in respect of consumers' needs and community expectations, taking into consideration, as a starting point, the current regulations and the ISO 14001 requirements;
- optimisation of the use of resources at all times; and
- development of products that are increasingly environmentally friendly.

3.16 Social Responsibility

The Company and the companies of the Group firmly believe that, in order to qualify its business activities as ethical, they must operate respecting and safeguarding human rights, the earth's limited resources and the welfare of community, while promoting sustainable human development. The Company and the companies of the Group are furthermore aware that social and ethical responsibility also refers to all the communities, in particular to those of developing countries.

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SECTION II – APPLICATION OF THE CODE

1. Relations with the Employees

Each Employee is a basic component in the company's life. The dedication and professionalism of the management and of the Employees represent a fundamental value and the premise for achieving the Company's and the Group's objectives. The Company and the companies of the Group are committed to developing the abilities and skills of management and employees so that their energy and creativity can have full expression for the fulfilment of their potential in their working performance, such as to protect working conditions as regards both mental and physical health and dignity. Undue pressure or discomfort is not allowed, while appropriate working conditions promoting the development of personality and professionalism are promoted.

The Company and the companies of the Group undertake to offer, in full compliance with applicable legal and contractual provisions, equal opportunities to all their Employees, making sure that each of them receives fair legal and economic treatment exclusively based on merit and expertise, without discrimination of any kind. Competent departments shall:

- always adopt criteria of merit and ability (and in any event strictly professional criteria) in all decisions concerning human resources;
- select, hire, train, compensate and manage human resources without discrimination of any kind;
- create a working environment where personal characteristics or beliefs do not give rise to discrimination and which allows Employee serenity.

All Employees shall be hired with regular employment contracts. No forms of irregular work or exploitation shall be tolerated.

The Company and each Group company shall reject any form of discrimination when selecting, managing or developing the careers of their Employees.

The professional profiles of candidates shall be assessed exclusively on the basis of the pursuit of corporate interests. The Company and each Group company shall also reject any action that might imply an abuse of authority and, more generally, the violation of a person's dignity and mental or physical integrity.

Clear and specific information on legislative aspects and wages shall be given to Employees when they are hired and during their employment. Throughout their employment, Employees shall receive indications simplifying the understanding of their job and allowing them to perform it appropriately, according to their position in the company. With a view to guaranteeing a high degree of professionalism, the Company and each Group company shall acknowledge and promote the skills of its human resources, giving them the opportunity to attend appropriate training courses and professional workshops.

In case of restructuring, the value of each Employee shall be safeguarded. If necessary, training and professional re-qualification measures shall be adopted, taking the skills and the legitimate ambitions of staff members into account. Employees shall comply – diligently and loyally – with the duties connected with their job, and safeguard corporate assets by means of professional conduct in line with operational procedures.

1.1 Safety and Health

The Company and each Group company consider the protection of the workplace, machinery and the equipment, employee mental and physical integrity, safety of all existing and scheduled business, full compliance with existing laws on prevention and protection in the workplace, as important aspects of their activity.

The Company and each Group company is committed in particular to ensuring that:

- compliance with current legislation concerning the safety, hygiene and health of Employees is considered a priority;
- risks for Employees are avoided, as far as possible and permitted by the development of improved techniques, also by choosing the most suitable and least dangerous materials, machinery and procedures to mitigate the risks at the source;
- unavoidable risks are correctly assessed and suitably mitigated through appropriate collective and personal safety measures;
- training and educating Employees and other Recipients is widespread, up-to-date and specific with reference to the job performed;
- any needs or non-conformity regarding safety, which have emerged during working activities or during audits and inspections, are rapidly and effectively dealt with;
- work and the operating aspects of the same are organised in such a way as to safeguard the health of Employees, third parties and the community in which the Company and each Group company operate.

The Company and each Group company dedicate organisational, instrumental and economic resources to achieve the above targets, with the aim of ensuring full compliance with the current accident prevention law and the continuous improvement of Employee health and safety in the workplace.

Each Employee, in relation to their duties, must ensure full compliance with the provisions of law, the principles of this Code as well as the corporate procedures and any other internal provisions established to guarantee the protection of safety, health and hygiene.

1.2 Equal Opportunities

The Company and each Group company are committed to provide equal opportunities to all their Employees, both in terms of their employment and professional development.

The head of each office shall ensure that for all aspects of their employment, such as recruitment, training, compensation, promotion, transfer and termination, Employees are treated according to their abilities to meet job requirements and all decisions are free from any form of discrimination and, in particular any form of discrimination regarding to race, gender, nationality, religion, sexual preference or personal beliefs.

1.3 Harassment

Harassment of any kind, such as racial or sexual harassment or harassment related to other personal characteristics, which has the purpose or the effect of violating the dignity of the person who is the victim of such harassment, is totally unacceptable to the Company and to each Group company, whether it takes place inside or outside the workplace.

1.4 Privacy protection

Confidential information on Employees shall be handled in compliance with current legislation on the matter, by adopting appropriate measures, guaranteeing the highest degree of transparency to the persons involved and preventing access by third parties, unless and only for justified work reasons.



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1.5 Internal communication

The Company and each Group company acknowledge the importance of internal communication as an instrument for sharing institutional information and motivating Employees.

1.6 Conflict of Interest

The relationship between the Company, the companies of the Group and their directors and Employees at any level is based upon complete trust, within which it is the primary duty of each director and Employee to use the Company's assets and his/her own working capacity to achieve the Company's interests, in compliance with the principles set forth in this Code and representing the values adopted by the Company and by the companies of the Group. Accordingly, directors, Employees and co-workers in any capacity of the Company and of each Group company must avoid any situation and abstain from any action that could cause a personal interest, either direct or indirect, to interfere with and hamper his/her capacity to take impartial and objective decisions in the interests of the Company or of the companies of the Group. Any such conflict of interest would not only be in contrast with the applicable law and the principles set forth in the Code, but also prove detrimental to the company's image and integrity.

The above-mentioned persons must therefore rule out any possibility of any economic activities connected to personal and/or family interests overlapping or in any way intersecting the position and the duties they hold within the Company and the companies of the Group. Any situation of conflict, even potential, must be promptly communicated to the bodies in charge pursuant to the article 2.1 Section III of the Code. The individual in potential conflict of interest shall refrain from being involved or participating in any act that might prejudice the Company or the companies of the Group or any third parties, or damage their image. Similarly, consultants and commercial partners must also undertake specific commitments intended to avoid any situation of conflict of interests, refraining from using, in any way and any title whatsoever, the activity carried out on behalf of the Company and of the companies of the Group with a view to achieving any illicit advantage for themselves or for others. The Company requires that anyone who becomes aware of a situation of conflict of interest must promptly report it to the bodies in charge pursuant to article 2.1 Section III of this Code.

1.7 Working Environment

All Employees shall take such steps as are necessary to maintain a good working environment in which the dignity of all is respected.

In particular, the Employees:

shall not work whilst under the influence of alcohol or drugs; alcoholics drinks can be used in moderation on the occasion of social functions connected with work, on the condition that working performances will not be affected; shall be sensitive to the needs of those who will physically suffer from the effects of "passive smoking" in the workplace, including in those countries where smoking in the workplace is permitted; shall avoid behaviour that might create an intimidating or offensive climate with respect to colleagues or subordinates for the purpose of marginalising or discrediting them in the workplace.

1.8 Company Assets

Employees shall use those company assets and resources to which they have access or which are in their care in an efficient manner and with a view to protecting their value. Any use of such assets and resources that might be contrary to the interests of the Company and/or of any Group company or that may be determined by reasons external to the work relationship with the Group is forbidden.

The Company and each Group company forbid their respective Employees from using computers or other possessions belonging to the Company or to any Group company in order to obtain, download, produce, copy, send, forward, circulate or release material, within the Company, or each Group company, or externally (including graphs, photographs, audio and video records) containing declarations based on discrimination or harassment including disparaging comments regarding age, skin colour, disability, ethnicity, marital status, nationality, race, religion, gender, sexual preference, level of experience, or other characteristic protected by law, or pornography or of a disagreeable nature. It is forbidden to distribute, send or transmit in any other manner such material using equipment of the Company or of any other Group company, or other systems that are located within the premises, also in the event that the relevant recipient of such material agrees to receive it or requests it.

The Company and each Group company forbid the use of computers (as well as other assets owned by the Company and any Group company or available in the relevant offices) which interferes with the daily carrying out of the business.

Moreover, the Company and each Group company forbid the use of computers (as well as other assets owned by the Company and any Group company or available in the relevant offices) to illegitimately obtain, copy or distribute software, electronic files or different material subject to copyright.

The Company and each Group company, in respect of the applicable laws, have the power to carry out tests on the computers (as well as on different equipment, files, log, e-mail account and materials owned by the Company and/or any Group company or available in the relevant offices) and on the relevant contents at any moment, with or without advance notice to the Employee who uses the relevant asset and also in his/her absence, according to the applicable laws and contractual provisions (both individual and collective).

1.9 Juvenile labour

The Company and any Group company comply with any applicable laws in relation with juvenile labour.

2. Relations with shareholders

It is a primary interest of the Company and of any Group company to increase the value of the investment of their own shareholders through industrial policies which ensure an adequate return through the optimization of the available resources as well as increased competitiveness and financial stability.

2.1 Market transparency

The shares of the Company are listed on the Milan stock exchange. Pursuant to legislative decree n. 58/1998 (as amended from time to time), in order to prevent the commission of company crimes such as insider trading and market manipulation, the Company ensures transparency in its decisions. Therefore, internal policies directed to ensure the precision and the accuracy of the company's communication (balance sheets, periodical relations, prospectus, etc.) have been implemented.

The Company provides all information needed by the investors so that they can take decisions on the basis of specific strategic choices on the Company's business and on the capital investment expected output. All financial information made public by the Company is characterized not only by compliance with the applicable laws but also by simple comprehensible language and the presence of complete, up-to-date and uniform information. The Company undertakes to adopt transparency vis-à-vis all financial analysts and investors, in order to update them in relation to the implementation of the business strategy and the goals accomplished. Any additional information which may arise during such meeting shall, if relevant, immediately be made public for all investors by way of press release, as such information could affect the Company share trend in the Stock Exchange.

The Company created the role of the investor relations manager who has been charged to manage relations with investors and intermediaries of the Company. The investor relations manager represents the Company in the national and international financial community, allowing the investors to understand in full the Company's value through the communication of decisions, strategies and activities carried out on the market by the Company.

Any financial information relating to the Company and/or the Group may be requested at the e-mail address ir@datalogic.com.

2.2 Control of confidential information

All confidential information are managed by the Company and the companies of the Group with appropriate internal structures, ensuring the diffusion only among interested persons and exclusively for company purposes. The external communication of price sensitive information, which may affect the share trend, is made through timely and exhaustive press releases of the Company.

2.3 Relations with supervisory authority

The Company and each Group company are committed, to the extent necessary or adequate, to fulfil the reasonable requests of prescription and (also for inspection purposes) of local supervisory authorities and, also to ensure utmost cooperation and transparency, to take specific resolutions accordingly. The Recipients, when subject to inspection and verification by supervisory authorities, shall ensure maximum availability and cooperation vis-à-vis inspection and control institutions. It is forbidden to obstruct the supervisory authorities functions with the Company and/or with any Group company in any way.



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3. Relations with customers and suppliers

3.1 Relations with customers

Full customer satisfaction is a primary target of the Company and the companies of the Group, achieved through reliable, correct behaviour aimed at guaranteeing high quality products and services. The Company and the companies of the Group establish agreements and relations with customers in a correct, complete and transparent way, in compliance with the law (also with regard to laws governing money laundering, personal data protection, transparency and illegal interest rates), with the rules, the Code and with internal procedures. When unexpected events or situations occur, the Company and each Group company fulfil customer expectations, performing agreements with fairness and without exploiting any conditions of weakness or ignorance of their counterparties. Recipients are forbidden from having business relations with customers or prospective customers who are known to be or are suspected of being involved in illegal activities, such as, by way of an example, activities linked to money laundering, drug trafficking, usury or involved in criminal episodes connected to relations with public institutions and with reference to the evaluation of customers, recipients shall evaluate the ability of customers to meet their payment obligations.

3.2 Relations with suppliers

The selection of suppliers and the elaboration of the terms of purchase of goods and services for the Company and the companies of the Group is based on the values and criteria of competitiveness, objectivity, correctness, impartiality, equitable price and quality of the goods and/or services, with careful evaluation of the guarantees of assistance and of the other available offers. Procurement procedures must be based on the objective of maximum competitive advantage for the Company and the companies of the Group and on fairness and impartiality vis-à-vis all suppliers possessing the necessary requisites. Employees who, in the name of and on behalf of the Group, purchase goods and services must therefore:

- check and ensure that every operation/transaction is lawful, authorised, consistent, appropriate, supported by documents, recorded and checkable at any time;
- assess the quality, convenience, profitability and conformity of the supplies with company requirements in compliance with the principles of correctness and transparency;
- take into due consideration the professionalism, efficiency and general reliability of suppliers;
- check that suppliers being recruited have the means, also financial and organisational, structures, capabilities, know-how, quality systems and adequate resources for the requirements and image of the Company and the Group;
- provide and maintain a procedure for preliminary analysis of all suppliers (i.e. "supplier certification") in order to verify the requirements indicated above and their maintenance over time.
- provide for a declaration in contracts with principal suppliers that they have examined and accepted the Code or that they have already adopted principles and provisions equivalent to those described in this Code.

Recipients are forbidden to have business relations with suppliers who are known to be or suspected of being involved in illegal activities, such as, by way of an example, the activities linked with money laundering, drug trafficking, usury or criminal episodes connected to relations with public institutions. In any case relations must be based on absolute compliance with the law (also with regard to the laws governing money laundering, personal data protection, transparency and illegal interest rates), with the rules, the Code and internal procedures, avoiding, whenever possible, the execution of contractual relationships that create undue reliance on the contracting supplier. The Company and the companies of the Group, in particular, undertake not to have any relations with subjects who are known to use, or are suspected of using, juvenile or illegal labour or who operate in breach of any applicable labour laws. Special attention shall be made in the context of relations with suppliers working in countries where specific laws safeguarding workers, juvenile labour, female and immigrant labour are not in force, verifying the existence of sufficient hygiene, sanitary and safety conditions.

3.3 Gifts and other benefits

With reference to the relationships between the Company or the companies of the Group and customers or suppliers, any form of gift, utility or other benefit exceeding the usual commercial practice or courtesy or that could be interpreted as a means for obtaining favourable treatment for any activity connected with the Company and/or any Group company and that are not attributable to normal commercial relations or courtesy relationships is forbidden. Such rule –without exception – concerns both gifts promised or offered and received, whereby "gift" shall include any kind of benefit (by way of example: promise of hiring, remission of a debt, free or non-market conditions in the supply of services, etc).

The Company and the companies of the Group undertake not to follow practices which are not admitted by the applicable laws, by commercial custom or by the Code.

3.4 Embargo

The Company and each Group company undertake not to have any commercial relationship with potential customers or suppliers having their headquarters in a country subject to embargo, and to operate in full respect of the applicable laws relating to export limitations and, more generally, to trade limitations.

Should the applicable laws relating to embargo and trade restrictions be conflicting, having consulted the Companies legal department, or the legal department of the Group company involved, the matter shall be submitted to the decision of the chief executive officer of the relevant Group company.

4. Relations with the public administration, associations and mass media

4.1 Relations with the public administration

The Group is guided by the following principles in its relations with both Italian and foreign public administration:

- conduct must be based on absolute transparency, clarity, correctness and impartiality, which must be such so as not to cause any public institutional party with which relations are maintained to make partial, spurious, ambiguous or misleading interpretations;
- no direct or indirect contributions must be made in any form whatsoever, or funds and financing allocated to the support of public subjects, with the exception of circumstances contemplated by current laws and regulations;
- relations with the public administration for dealings or other contacts of any kind instrumental to the business in any manner, are managed solely by those who are formally appointed by the single companies of the Group;
- any behaviour of the Recipients that consists of promises or offers of money or other benefits made directly or indirectly to public officials and/or public service employees from whom an interest or benefit for a Group company could be obtained is forbidden;
- no promises or offers of any object, service or payment may be made to obtain more favourable treatment in any relations with the public administration;
- no promises or offers of any object, service or payment may be made to induce public officials/public service employees to use their influence on other persons belonging to the Italian or foreign public administration;
- no contributions, subsidies or loans obtained from the State or from any other public corporation or from the European Community, even if of modest amount, may be destined for purposes other than those for which they have been granted;
- any behaviour that is intended to obtain from the State, the European Community or any other public corporation, any type of contribution, funding, loans at preferential rates or other aid of the same type, by means of declarations and/ or amended or forged documents or through omitted information or more generally through deception or false pretence, including that accomplished by means of a computer or telematic system, designed to mislead the disbursing body is forbidden.

4.2 Relations with institutions

In institutional relations the Company and of the companies of the Group are committed to:

- setting up, without any kind of discrimination, permanent channels of communication with all institutional correspondents or contact persons at a regional, state and community level;
- representing the interests and positions of the Company and any Group company in a transparent, precise, coherent and correct way, avoiding collusive behaviour;
- strictly complying with national and international statutory provisions and corporate procedures;
- interfacing with institutional correspondents solely through persons expressly delegated for this purpose by the Company and/or the companies of the Group top management and who are not in a situation of conflict of interest.

The Company and/or the companies of the Group operate in a correct and lawful manner in carrying out their activity, cooperating with judicial authorities, the police and any public official and public service employee who has inspection powers and is investigating the Group. No Recipient may undertake economic activities, make professional appointments, give or promise gifts, money or other benefits to parties carrying out investigations and inspections, or to bodies of the judicial authorities. Recipients who are subject to investigations, also of a personal nature, due to facts connected with their employment, or receive service of process or summonses, or those on whom other judicial orders



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are served, must promptly inform the person or body in charge of such matters within the relevant company.

4.3 Relations with political entities and trade unions

The Company and the companies of the Group do not grant direct or indirect contribution to political parties, movements, committees and political and labour organisation, nor to their representatives. Any kind of Recipient involvement in political activities is carried out on a personal basis, during their free time, at their own expense and in accordance with the applicable laws.

4.4 Relations with the mass media

Relations with the press, the media and, more generally, with external correspondents shall be managed solely by the persons expressly delegated to do so and in compliance with the specific procedures and instructions given by top management of the Company and of any Group company.

Information given to third parties must be homogenous, truthful, transparent, complete, accurate and consistent.

Any other Recipient, unless specifically delegated, must not give information of any kind whatsoever concerning the Company, a specific Group company or the Group to representatives of the press and the mass media in general, nor have any type of contact with the same for the purpose of circulating corporate news, ensuring that any such request is transferred to the division responsible for such matters. Participation – in the name of or in representation of the Company or any Group company – in conferences, public events, and in any type of committee and association (cultural, scientific, business) must be authorised and formalised in writing, as per corporate procedures.

5. Infra-group relations

5.1 Autonomy and common ethical values

The Company recognises the autonomy to the companies of the Group, which are required to adhere to the values expressed in the Code and to loyally collaborate in the pursuit of the company's objectives in compliance with all applicable laws and regulations. The Company refrains from any behaviour which, in its sole interest, could prejudice the integrity, autonomy or image of other companies of the Group.

5.2 Cooperation and communication within the Group

Any person appointed by the Company to an office in the board of the Company and/or of companies of the Group has an obligation to regularly attend the meetings convened and to perform the duties assigned to him/her with honesty and fairness, to stimulate communication amongst the companies of the Group, to encourage and use the intra-group synergies for cooperation in the pursuit of common objectives. The circulation of information within the Group, particularly for the purposes of drawing up the consolidated financial statements and other reports, shall be in accordance with the principles of truthfulness, honesty, fairness, completeness, clarity, transparency and prudence and be respectful of the autonomy of each company and of the specific fields of activity. The Company performs its direction and coordination activity through official communications addressed to the relevant corporate bodies of all companies of the Group. Any transactions negotiated between the Group companies must be duly and formally stipulated and be carried out in compliance with the principles of fairness effectiveness and the safeguarding of respective interests, with particular attention to any aspects concerning the circulation of economic resources.

5.3 Transparency of accounting records

Accounting transparency is grounded on the use of true, accurate and complete information which form the basis for the entries in accounts. Each member of company bodies or Employee shall cooperate, within their own field of competence, in order to have operational events properly and timely registered in the accounts. It is forbidden to behave in a way that may adversely affect transparency and traceability of the information within financial statements. For each transaction, the proper supporting evidence has to be maintained in order to allow:

- ▶ easy and punctual accounting entries;
- ▶ identification of different levels of responsibility, as well as of task distribution and segregation;
- accurate representation of the transaction so as to avoid the probability of any material or interpretative error.

Each record shall reflect exactly what is shown by the supporting evidence. All Employees shall ensure that the documentation can be easily traced and filed according to logical criteria.

All Employees follow loyalty, fairness and transparency criteria in relation to expense reimbursement requests. They

therefore undertake to be aware of and respect the applicable internal procedures of the relevant Group company.

SECTION III – MONITORING AND OTHER PROCEDURES

1. Approval and diffusion

The Code has been drafted both in Italian and in English and is published with adequate prominence on the website www.datalogic.com. In order to promote blanket compliance with the principles described herein, the Company shall ensure adequate training programs and continuous raising of awareness of the values and ethics set forth herein. The Code is binding for each Recipient. Furthermore, principal suppliers are required to act in a manner consistent with the general principles of this Code in order to pursue an ethically responsible manufacturing model. All Employees are expected to be familiar with the provisions of this Code, to refrain from conduct that is contrary to its provisions, to consult their superior, the relevant legal department or the Corporate Legal Department for clarifications and to report violations, cooperate with the departments responsible for investigating violations and avoid any behaviour that could prevent their counterparts from becoming aware of the existence of this Code. Compliance with the Code is also required by existing law as an essential part of the contractual obligations of all Employees.

The Company and the companies of the Group are committed to actively and fully cooperating with public Authorities, through their Employees, in fostering the enhancement of a corporate culture characterized by the awareness of the existence of controls and a control oriented mentality. They are also committed to expanding and updating this Code in order to make it consistent with changes in society and in relevant legislation. More specifically, management is required to comply with the rules of the Code when it proposes or carries out projects, activities or investments on behalf of the companies of the Group, and the members of the Board of Directors must also bear in mind the principles contained in the Code, in defining the relevant company's objectives. Those who occupy positions of responsibility within the Company and the companies of the Group are expected to act as an example for the Employees, to encourage them to abide by the Code and to foster compliance with its rules of conduct. In addition, they are required to communicate to the Corporate Legal Department (and in particular to the e-mail address indicated at article 2.1 below), or to the legal department of the company, all useful information about control failures, suspicious behaviour, etc., and change their department's control systems in accordance with the instructions provided by such body.

2. Monitoring Bodies

2.1 Bodies in charge

The duty of supervising the effectiveness and observance of the Code has been entrusted to the legal department of the Company and of the other companies of the Group in cooperation with the Internal Control Committee instituted by the Board of Directors of the Company, and the Controlling Body instituted according to and due to Legislative Decree n. 231/01 (jointly the “**Bodies in Charge**”).

The Bodies in Charge work with fairness, authority, continuity, competence and to that end: they are free to access any source of information of any Group company. They may examine documents and data, suggest possible amendments to protocols, also on the basis of the information provided by Employees, carry out controls, also on a periodic basis, regarding the effectiveness and observance of the Code and are provided with adequate resources to allow them to work efficiently. Moreover, the Bodies in Charge work with discretionary power and with the support of the top management of the Company and of the Group, cooperating with them in complete independence.

2.2 Report to the Bodies in Charge

In order to facilitate reporting and information flows to the Corporate an e-mail address has been created (ethicsnotice@datalogic.com) where all Employees may refer, directly and confidentially, any behaviour contrary to the Code's provisions. The legal department shall verify the information transmitted, in order to evaluate the application of any sanction or the activation of contractual termination mechanism once the relevant investigation has been carried out. The legal department of each Group company carries out the monitoring of the effectiveness of the Code and evaluates any initiative made by the relevant company function.

Once the Corporate Legal Department has received and verified the information, it will promptly inform the Internal Control Committee and, if necessary, the Controlling Body.

In particular, the Internal Control Committee will investigate the matter and take a decision concerning corrective actions and sanctions.



Code of Conduct

2.3 Disciplinary procedure

The breach of the principles set out in the Code prejudice the fiduciary relationship between the Company and the companies of the Group on one hand, and the Recipients, on the other hand.

Therefore the Company adopted, and will make sure that each Group company adopts, in accordance with the Internal Control Committee recommendations, fair sanctions which are proportional to the violation of the Code and guarantees to enforce such sanctions equally amongst all categories of Employees subject to the provisions of law, of contract and of internal regulations in force within the jurisdiction in which it operates.

The breaches shall in any event be addressed by the Company, through adequate and proportionate disciplinary measures regardless of the criminal significance of such conduct and the introduction of a criminal judgement when such conduct may constitute a crime.

The Company, also in order to safeguard its own public image, shall not have any relations of any kind with subjects who do not intend to operate in strict accordance with the applicable laws and/or reject to act in accordance with the values or principles set out in this Code.

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