



# Procedure for the management of Inside Information

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

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# 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 Procedure for the Management of Inside Information (hereinafter "**Procedure**").

## 1.2 Purpose of the Procedure

This Procedure is intended to:

- a. regulate the conduct that the members of the company bodies, managers and employees - each according to their own competence - must comply with in relation to the management of inside information about the Company and its subsidiaries;
- b. regulate the disclosure requirements that the Company is required to comply with for the market;
- 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. INSIDE INFORMATION AND MARKET ABUSES

## 2.1 Definition of Inside Information

For the purposes of this procedure, "**Inside Information**" means an information:

- (i) that has not been made public;
- (ii) having a precise nature, therefore
  - attributable to:
    - a set of circumstances that exist or that may reasonably be expected to arise, or
    - an event that has occurred or that may reasonably be expected to occur;
  - where it is specific enough to enable a conclusion to be drawn as to the possible effect of that set of circumstances or event on the prices of the shares and/or of the financial instruments issued by Datalogic and/or the related derivative financial instrument;
- (iii) relating, directly or indirectly, to the Company and/or other companies of the Datalogic group or one or more financial instruments issued by the Company, and
- (iv) that, if it were made public, would be likely to have a significant effect on the prices of those financial instruments or on the price of related derivative financial instruments, therefore information that a reasonable investor would likely use as one of the elements on which to base their investment decisions.

Moreover, even the "Intermediate Steps" in a protracted process are considered inside information if they meet the criteria set out in (i), (ii), (iii), (iv).

## **2.2 Circumstances or events that may generate Inside Information**

In addition to the guidelines published by ESMA, by way of example but not limited to - and without prejudice to the assessment that must be made case by case based on the circumstances of each specific case - Inside Information may be the information related to events or circumstances (existing or that may reasonably be expected to occur/arise, even where they constitute an intermediate step of a protracted process) relating to:

1. resignation or appointment of directors or auditors of the Company;
2. changes in strategic personnel of the Company and its subsidiaries;
3. the financial statements for the period (including the proposal and the dividend distribution resolution);
4. entrance or withdrawal from a major business sector;
5. purchases or sale of major holdings, companies, business units and other activities;
6. adoption and carrying out of programmes for the purchase and sale of own shares by the Company;
7. joint venture and alliances of particular strategic importance;
8. productive investments or business projects of significant impact on the market;
9. equity transactions (increases or reductions for losses) of the Company and issue of warrants, bonds or other debt securities by the Company or its subsidiaries;
10. significant merger and demerger transactions relating to the Company and its subsidiaries;
11. significant transactions with related parties;
12. losses that have a considerable impact on net equity;
13. disputes for an amount and whose unfavourable outcome is likely to significantly affect the financial position and income-earning prospects at group level;
14. implementation and launch of innovative and strategic products;
15. contracts of strategic importance, from a financial and/or commercial and/or productive point of view or otherwise of such a nature (by the amount or by type of customer) to have a significant impact on the prospects of the group;
16. any significant modification of Inside Information already disclosed to the public.

By way of example - the assessment should be made case by case based on the circumstances of each specific case - Inside Information does not consist in:

- circumstances or events that can reasonably be expected not to occur;
- information with purely promotional value (including marketing information);
- the marketing of its activities;
- research and assessment based on publicly available data, subject to the details provided by the MAR.

## **2.3 "Intermediate Steps" in a protracted process**

An intermediate step in a protracted process may consist of a set of circumstances or an event that exists or where there is a realistic prospect that it will come into existence or occur, on the basis of an overall assessment of the factors existing at the relevant time. An intermediate step is Inside Information if it meets the criteria laid down in Article 2.1 of this Procedure.

Merely by way of example, the information about an event or set of circumstances that constitutes an intermediate step in a protracted process can include the following:

1. the state of contract negotiations;
2. terms provisionally agreed in contract negotiations;

3. the possibility of the placement of financial instruments;
4. conditions under which financial instruments will be marketed;
5. provisional terms for the placement of financial instruments;
6. the possibility that a financial instrument is included in a main index or the cancellation of a financial instrument by such an index.

## **2.4 Definition of Market Abuse**

"Market Abuse" means:

- the abuse (or attempted abuse) of Inside Information, pursuant to and for the purposes of Art. 8 of the MAR;
- the recommendation to others (or inducing others) to abuse of Inside Information, pursuant to and for the purposes of Art. 8 of the MAR;
- the unlawful disclosure of Inside Information, pursuant to and for the purposes of Art. 10 of the MAR;
- market manipulation, pursuant to and for the purposes of Art. 12 of the MAR.

## **3. PROCESS OF IDENTIFICATION, MANAGEMENT AND DISCLOSURE OF INSIDE AND RELEVANT INFORMATION**

### ***3.1 Duties and responsibilities of the representatives/company functions involved in the process of identification of Inside Information***

Without prejudice to what is indicated in Art. 3.3, each manager (be it staff or business) is required to assess whether or not the non-public information in their possession (generated or relative to the area of business operations under their responsibility) has - although not having a precise nature - the characteristics to (potentially) evolve into Inside Information, acquiring the character of precision and the ability to determine (if made public) a significant effect on the prices of the Datalogic shares (or of the relevant derivative financial instruments, if any).

Each manager is, therefore, called upon to make a prospective analysis of non-public information in their possession, considering:

- the possibility (potentially concrete, although not yet reasonable and, therefore, likely) that a set of circumstances or an event may respectively occur or arise;
- the potential price sensitivity of the information itself.

In this assessment, each division manager can rely on the support of the *Legal Department/Group Corporate Governance Counsel*. In case of:

- positive assessment (or assessment of doubt), the division manager is required to promptly inform the Chief Executive Officer of the Company, through the *Legal Department/Group Corporate Governance Counsel*, providing (i) all items available at that time to allow adequate assessment of the information for the purposes, where appropriate, of the subsequent fulfilment of the prescribed disclosure obligations to the market and (ii) the names (and corresponding base data) of everyone involved (i.e. aware of such information) on the basis of the format of Annex 1 to this Procedure;
- negative assessment, the division manager is required to monitor the evolution of information and then to timely disclose, as appropriate, to the CEO of the company,

through the *Legal Department/Group Corporate Governance Counsel*, as soon as this information acquires such characteristics as to evolve into Inside Information.

### **3.2 Assessment of the privileged nature of the information**

For the fulfilment of the prescribed disclosure obligations to the market, the assessment of the nature of "Inside"(or non-Inside) information and the time when the information becomes such, falls under the direct responsibility of the CEO, who is called upon to:

- (i) assess the reports and subsequent upgrades (concerning the evolution of the information communicated) received within the organisation and
- (ii) give instructions to the *Legal Department/Group Corporate Governance Counsel* about the establishment and update of a "new" specific sub-section of the Insiders Register (referred to below) for the individual information being assessed.

In carrying out this responsibility, the CEO relies on the support of the *Legal Department/Group Corporate Governance Counsel*, of the Manager responsible for preparing the company's financial reports pursuant to Art. 154-bis of Legislative Decree no. 58/1998 (**Financial Reporting Officer**) and of the *Investor Relations*, as well as of the manager who disclosed the information. The latter referring to the necessary upgrades that will gradually be made available to the CEO to allow proper assessment of the evolution of the information and the people involved.

The assessment requested of the CEO may only take place on a case by case basis, in the light of the concrete situation and circumstances taken into account, primarily, of "Inside Information" defined in Art. 7 of the MAR and other interpretative criteria provided by current regulations, the existing case law, the guidelines adopted by ESMA, by this Procedure and, more generally, by *best practices* concerning market abuse.

### **3.3 Identifying Elements of Relevant Information and Mapping**

Relevant information is information relating to data, events, projects or circumstances that, on a continuous, repetitive, periodic, occasional or unforeseen basis, directly concern Datalogic and that can become Inside Information at a later date, even in the near future ("**Relevant Information**").

Relevant Information, even if not Inside Information, is identified, monitored and segregated as potential future Inside Information. The identification and the monitoring are carried out by establishing a register of Relevant Information, referred to in the following Art. 5.7, kept and stored by the *Legal Department/Group Corporate Governance Counsel*.

In order to comply with the obligation to publish as soon as possible the Inside Information pursuant to the law, the Company identifies and monitors the flows of Relevant Information.

First, the Company (i) maps the information that may qualify as Relevant Information, and (ii) associates the corporate bodies and the relevant organisational functions ("**ROF**") with each possible flow of Relevant Information they have access to.

Subsequently, the Manager of each ROF indicates to the *Legal Department/Group Corporate Governance Counsel* the Relevant Information and the subjects in possession of it. The ROFs inform the *Legal Department/Group Corporate Governance Counsel* of the reasons why they believe that a specific information is relevant (also on the basis of the criteria leading to the

identification of Inside Information). The *Legal Department/Group Corporate Governance Counsel* keeps a record of these reasons.

Moreover, the ROFs are responsible for informing and keeping updated the *Legal Department/Group Corporate Governance Counsel* on the development of each and every piece of Relevant Information. Relevant Information of subsidiaries can also be relevant for the purpose of the issuer's obligation to publish Inside Information; therefore, the legal representative of the subsidiary company is required to promptly inform the *Legal Department/Group Corporate Governance Counsel* of each and every piece of Relevant Information.

### **3.4 Confidentiality Obligations and transmission of Inside Information**

In the "formation" stage of the "potential" Inside or Relevant Information (as in the case of "disclosure delay" and the "market soundings" mentioned below), the managers - as well as the Directors, Auditors, Executives and employees involved - are required to:

- a. keep confidential all documents and information acquired in the performance of their duties;
- b. diligently keep the confidential documents in a place that allows access only to authorised persons (each person is personally responsible for keeping the confidential documentation that comes into their possession);
- c. use the above documents and the information only in the performance of their duties;
- d. in case of transmission - for professional reasons - of documents or confidential information to third parties, first check (and keep track of the results of checks carried out) their compliance, by law, by regulation, by articles of association or by contract (*Non-Disclosure Agreement*) with a standard of utmost confidentiality of the documents and information received. For such transmissions, the subjects mentioned are required to identify the disclosure as "*Privileged and Confidential*" both in the electronic and in the paper form;
- e. refrain from transmitting - for professional reasons - documents or confidential information to third parties if they are non-compliant by law, by regulation, by articles of association or by contract (*Non-Disclosure Agreement*) with a standard of utmost confidentiality of the documents and information received;
- f. refrain from giving interviews to the press or making statements in general containing information likely to acquire the character of Inside Information;
- g. scrupulously comply with this Procedure;
- h. promptly inform the Chief Executive Officer, through the *Legal Department/Group Corporate Governance Counsel*, of the non-compliance of this Art. 3.4, providing all the necessary elements to allow proper assessment of the situation.

### **3.5 Disclosure to the Market of Inside Information: timing**

Pursuant to Art. 17 of the MAR, Datalogic discloses to the public, as soon as possible (without prejudice to the case of the "disclosure delay" below), the Inside Information directly concerning the Company and its subsidiaries.

### **3.6 Disclosure to the Market of Inside Information: content**

When the CEO decides to publish the Inside Information, the Investor Relations Office promptly prepares - having consulted, to the extent of its competence, the opinion of the *Legal*

*Department/Group Corporate Governance Counsel* - a draft of the press release (in Italian and in English) to be disclosed to the market.

The draft of the press release is subject to the approval of the Chief Executive Officer.

Before the disclosure to the market, the final version of the press release approved by the CEO is subject to verification of the *Investor Relations* Office and, to the extent applicable, of the *Legal Department/Group Corporate Governance Counsel*.

For the purpose of preparing the draft press release, the *Investor Relations* Office complies with the provisions adopted by the market management company and, more generally, envisaged by current regulations regarding the minimum content of the press release and the way in which the information contained herein is represented with reference to individual cases.

In any case, the press release:

- a. contains elements suitable to allow a complete, correct and timely assessment of the events and circumstances represented;
- b. contains connections and comparisons with the content of any previous press releases;
- c. does not combine the disclosure of Inside Information with the marketing of Datalogic activities.

## 4. DELAY OF DISCLOSURE OF INSIDE INFORMATION

### 4.1 Conditions

Pursuant to and for the purposes of Art. 17 of the MAR and Commission Implementing Regulation (EU) No. 1055/2016 of 29 June 2016, having consulted the Financial Reporting Officer, the *Investor Relator* and the *Legal Department/Group Corporate Governance Counsel*, the CEO (or person delegated by him) can decide to delay, under his/her responsibility, the public disclosure of Inside Information (therefore, triggering the "**Procedure Delay**"), provided that:

- instant disclosure would probably prejudice the legitimate interests of Datalogic. Merely by way of example, the legitimate interests may relate in particular to the following circumstances:
  - ongoing negotiations, or related elements, where disclosure to the public may compromise the outcome or normal course of such negotiations. In particular:
    - in case it plans to acquire or dispose of a significant holding of another entity, the disclosure to the public of information can be delayed if it risks undermining the conclusion of the transaction;
    - in the case of a serious and imminent threat to the financial soundness of Datalogic, although not falling within the scope of applicable insolvency law, public disclosure of information may be delayed for a limited period of time if it risks seriously damaging the interests of existing and potential shareholders by undermining the conclusion of specific negotiations aimed at ensuring the long-term financial recovery of the Company;
  - decisions taken or contracts made by the Company's governing body whose effectiveness is subject to the approval of another body of the Company (provided that the structure provides for the separation of such bodies), provided that the disclosure to the public of information before approval, combined with the simultaneous announcement that approval is still pending, could jeopardise the

- correct assessment of the information by the public;
- development of a product or invention in the event that the immediate disclosure to the public could jeopardise Datalogic's intellectual property rights;
- previously announced transaction subject to approval by a public body whose decision is subject to additional requirements, in cases where the disclosure of such requirements may prevent the ultimate success of the transaction;
- the delay would probably not have the effect of misleading the public. Merely by way of example, the disclosure delay could have the effect of misleading the public in the event that:
  - the information subject matter of the delay is substantially different from that already communicated by Datalogic in a previous public announcement referring to the same topic;
  - the information subject matter of the delay concerns the fact that the company's financial objectives risk not being reached, as long as these objectives have already been subject to disclosure in a prior public announcement;
  - the information subject matter of the delay is contrary to market expectations, in the event that these expectations are based on information previously disclosed (or signals defined) by Datalogic;
- to ensure the confidentiality of the Inside Information subject matter of the delay.

## 4.2 Delays Register

The Company establishes and maintains constantly updated a computerised Register of the disclosure delays (hereinafter "**Delays Register**"), capable of ensuring, on the one hand, the confidentiality and maintenance of the information contained therein (for at least 5 years from any delay implemented) and, on the other hand, the exclusive accessibility and readability of Datalogic staff authorised to do so by the CEO of the Company. Also pursuant to and for the purposes referred to in Commission Implementing Regulation (EU) No. 1055/2016 of 29 June 2016, the Delays Register consists of individual sections - one for each Inside Information subject matter of the delay in disclosure - identified by using sequential numbering.

Each section includes:

- a. the type and description of the Inside Information subject matter of the delay;
- b. the date and time:
  - (i) of the "first existence" of the Inside Information within Datalogic;
  - (ii) of the decision to delay the public disclosure of Inside Information and, therefore, to start the Delay Procedure;
  - (iii) of the likely dissemination of Inside Information by Datalogic and therefore the likely conclusion of the Delay Procedure;
- c. the identity of individuals within the Datalogic organisation responsible:
  - (i) for taking the decision to delay the disclosure;
  - (ii) for the decision establishing the beginning of the period of delay and its likely end;
  - (iii) the continuous monitoring of the conditions that allow the delay;
  - (iv) for taking the decision to disclose to the public the Inside Information;
  - (v) for the disclosure to the competent authority of the requested information on the delay and the explanation in writing;
- d. evidence of initial fulfilment of the conditions underlying the delay of disclosure and of any change in this regard occurred during the Delay Procedure, including:
  - (i) information barriers raised both internally and externally to prevent access to inside information by persons other than those who, within Datalogic, must access it in the normal performance of their professional activity or of their function;

- (ii) the method laid down to disclose inside information as soon as possible where confidentiality is no longer guaranteed.

### **4.3 Delay Procedure**

In case of delay of the public disclosure, the Chief Executive Officer:

- with the support of the *Legal Department/Group Corporate Governance Counsel* - draws up the Delays Register within the terms of Art. 4.2 of this Procedure;
- with the support of the *Investor Relator Office* - having consulted the *Legal Department/Group Corporate Governance Counsel* and the Financial Reporting Officer - establishes, in each case, a draft press release (according to the procedures described in Art. 3.6 of this Procedure), constantly updating it according to the developments of the Inside Information subject matter of the delay; a press release ready to be promptly disclosed (according to the procedures described in Art. 17 MAR and in Commission Implementing Regulation (EU) No. 2016/1055 of 29 June 2016) if this is required by the competent authorities, or in the cases referred to in Art. 4.4 of this Procedure.

### **4.4 Specific obligations of disclosure during the Delay Procedure**

If, during the Delay Procedure, the Company or persons acting in its name or on its behalf disclose Inside Information (subject matter of the disclosure delay) to third parties during the normal performance of employment, profession or function, and these third parties are not bound by a confidentiality obligation (whether legislative, regulatory, statutory or contractual) Datalogic carries out comprehensive and effective public disclosure of such Inside Information, simultaneously in the case of an intentional disclosure and promptly in the case of non-intentional disclosure.

Furthermore, when there are unequivocal signs that confidentiality is no longer guaranteed compared to Inside Information subject matter of the delay of the disclosure, the Company immediately makes a full and effective disclosure to the public of such Inside Information.

### **4.5 Disclosure of the Delay Procedure**

In case of activation (and use) of the Delay Procedure, immediately after the public disclosure of the Inside Information subject matter of the delay of disclosure, the Company - as specified in Commission Implementing Regulation (EU) No. 1055/2016 of 29 June 2016 and Consob Communication no. 0061330 of 1-7-2016 regarding "*disclosure of the delay of publication of Inside Information*" pursuant to Art. 17 (4) of the MAR - notifies Consob of the delay, it being understood that the reasons for the decision to delay the information are passed on to Consob in writing only following the latter's request.

Without prejudice to the activation of the Insiders Register, in the event that during the period in which the delay procedure is in progress the relevant Inside Information loses one or more of the requirements set forth in Paragraph 2.1 and, therefore, the price sensitive nature, Datalogic will terminate the delay procedure without making any disclosure to the market or to Consob.

#### **4.6 Disclosure in the presence of rumours**

Without prejudice to the fact that the Company is not required to comment on any rumours in the event of:

- a) a significant change in the price of its securities in the presence of information in the public domain not already disseminated as indicated in this procedure;
- b) the presence, in closed markets or in markets in the pre-opening phase, of information in the public domain, not disseminated as indicated in this procedure, and likely to significantly affect the price of Datalogic securities.

The *Investor Relator* - having consulted the Financial Reporting Officer and the *Legal Department/Group Corporate Governance Counsel* - examines the situation to check whether it is necessary or appropriate to inform the public on the truthfulness of the information in the public domain by integrating and correcting, where necessary, its content in order to restore fair disclosure conditions.

Moreover, the need to inform the public must be assessed in the light of the possible use of the delay system (referred to in Article 4.1), as rumours concerning Inside Information not yet disseminated indicate a violation of the confidentiality obligation.

In the event of a positive outcome of the above mentioned check, the relative press release, subject to the approval of the Chief Executive Officer, is issued and disseminated as indicated in this procedure.

## **5. LIST OF PERSONS WITH ACCESS TO INSIDE AND CONFIDENTIAL INFORMATION: INSIDERS AND RIR REGISTER**

### **5.1 Insiders Register: establishment**

Pursuant to and for the purposes of Art. 18 of the MAR and Commission Implementing Regulation (EU) No. 347/2016 of 10 March 2016, the Company establishes a list of all those who have access to Inside Information and with whom there is a relationship of professional collaboration, whether it is a contract of employment or otherwise, and that, in the performance of certain tasks, have access to Inside Information, for example, consultants, accountants or agencies (hereinafter "**Insiders Register**").

The Insiders Register must be able to ensure:

- confidentiality and maintenance of the information contained therein (for at least 5 years from every development or update);
- the accuracy of the information contained in the list;
- limited access to people clearly identified by the Company's CEO who, at Datalogic, must have access to it due to the nature of their function or position;
- access and retrieval of previous versions of the list.

### **5.2 Insiders Register: update**

The Company will promptly update the Insiders Register - adding the date of the update - in the following circumstances:

- if there is a change as to the reason for the inclusion of a person already listed;
- if there is a new person who has access to Inside Information and must, therefore, be added

- to the list;
- if a person no longer has access to Inside Information.

Each update indicates the date and time of the change that made the update necessary.

The update is carried out by the Chief Executive Officer through the *Legal Department/Group Corporate Governance Counsel* and/or other delegated person.

With specific reference to "Non-Permanent Access" of the Insiders Register referred to below, the *Legal Department/Group Corporate Governance Counsel* and/or other delegated persons will operate on the basis of instructions received by the Chief Executive Officer of the Company (or person delegated by him), taking into account the information received in accordance with the terms and conditions laid down in Articles 3.1 and 3.3 of this Procedure.

### **5.3 Insiders Register: structure and content**

The Insiders Register consists of two sections:

- **Permanent access**, which - on the basis of Annex 1 MODEL 2 of Commission Implementing Regulation (EU) No. 347/2016 of 10 March 2016 - the list (and related information) of the people who, by function or position, always have access to all the Inside Information present within Datalogic;
- **Non-Permanent Access**, in turn, divided into sub-sections (one for each Inside Information), identified using sequential numbering, which shows - on the basis of Annex 1, MODEL 1 of Commission Implementing Regulation (EU) No. 347/2016 of 10 March 2016 - the lists (and related information) of persons with access to the individual Inside Information identified.

A new sub-section is added (and, therefore, a "new" list with related information) every time a "new" Inside Information is identified.

Therefore, each sub-section shows only the list (and related information) of persons with access to Inside Information referred to in that sub-section.

The data of persons listed in the "Permanent Access" section of the Insiders Register is not included in the various sub-sections of the "Non-Permanent Access" section of the Insiders Register.

### **5.4 Information with respect to persons listed in the Insiders Register**

The Company takes all reasonable steps to ensure that all persons listed in the Insiders Register take note, in writing, of the related legal and regulatory obligations and are aware of the penalties for Insider Dealing and unlawful disclosure of Inside Information.

### **5.5 Responsibility for keeping the Insiders Register**

The Chief Executive Officer, through the *Legal Department/Group Corporate Governance Counsel* and/or other delegated person, is given the task of keeping and updating the Insiders Register.

### **5.6 Specific obligations of disclosure**

Following the explicit request, the Chief Executive Officer - through the *Legal Department/Group Corporate Governance Counsel* and/or other delegated person - sends the list of persons with access to Inside Information to Consob as soon as possible.

Disclosures are made in the manner specified in Consob Communication no. 0061330 of 1-7-2016 regarding "Insiders Lists" pursuant to Ar. 18 of the MAR.

## 5.7 Relevant Information Register

The Chief Executive Officer, through the *Legal Department/Group Corporate Governance Counsel* and/or other delegated person, is given the task of establishing and updating the Relevant Information Register (“RIR”), which shows for each Relevant Information the persons who have access to it (“Recipients”).

The Chief Executive Officer checks the correct mapping of Confidential Information and, through the *Legal Department/Group Corporate Governance Counsel* and/or other delegated person, updates and manages the RIR as envisaged by the Insiders Register.

The Company informs the Recipients in writing by means of instruments that guarantee an effective understanding:

- a) of the identification of Relevant Information;
- b) of the opening of the RIR with reference to the Relevant Information identified and the subsequent registration of the Recipient;
- c) of the legal obligations and the penalties applicable in the event of violations by the Recipient;
- d) of the update or change of data entered in the RIR;
- e) of the cancellation from the RIR.

Following receipt of each of the aforesaid notifications, each Recipient must notify the Company in writing that it has taken note of the notification received.

The Recipient who has Relevant Information and has not received a registration notification is required to inform the Chief Executive Officer through the *Legal Department/Group Corporate Governance Counsel* without delay in order to allow the latter to update the RIR.

It is the responsibility of each member of the RIR to ensure the traceability of the management of information and its confidentiality within their sphere of activity and responsibility, starting from the moment in which, by any means (i.e. by correspondence, at meetings and/or other), they come into possession of information relating to the recurring activity or projects/events for which they are registered.

If the RIR member discloses, even unintentionally, Relevant Information to persons not in possession of it (even if already registered in the RIR for other reasons), the member will be obliged to immediately inform the Chief Executive Officer through the *Legal Department/Group Corporate Governance Counsel*.

## 6. MARKET SOUNDINGS

### 6.1 Definition of Market soundings

Pursuant to and for the purposes of Art. 11 of the MAR, the Company - indicated by the CEO, having consulted the Financial Reporting Officer, *Investor Relator* and the *Legal Department/Group Corporate Governance Counsel* - can make the “**Market soundings**”, in other words communicate information to one or more potential investors prior to the announcement of an operation, in order to assess their interest in a possible transaction, at the relevant price, size and structure of the transaction itself.

Except as provided for in Article 23, paragraph 3 of the MAR, the disclosure of Inside Information by a person who intends to make a takeover bid with respect to securities of a company or a merger with a company entitled to securities, also represents a market sounding,

provided that:

- the information is needed in order to allow those entitled to securities to form an opinion on their willingness to offer their securities;
- the will of those entitled to the securities to offer their securities is reasonably necessary for the decision to present the offer of takeover or merger.

## 6.2 Conditions and methods

Market soundings may involve the disclosure of Inside Information.

In order to avoid a case of unlawful disclosure of Inside Information set out in Art. 10 of the MAR, following determination of potential investor recipients of the Market Soundings (taking into account any denials of potential investors to receive Market soundings both in relation to all potential transactions and in relation to some particular types of potential transactions, duly reported in the Surveys Register), the CEO - pursuant to and for the purposes of Art. 11 of the MAR and Commission Delegated Regulation (EU) No. 960/2016 of 17 May 2016 and Commission Implementing Regulation (EU) No. 959/2016 of 17 May 2016 - with the aid of the Financial Reporting Officer, the *Legal Department/Group Corporate Governance Counsel* and Investor Relations:

1. before the Market Sounding, examines whether the Market Sounding - taken as a whole - i.e. considering all of the disclosures that will be made for this purpose - will determine the disclosure of Inside Information and records the conclusion in writing (and the reasons thereof) on the "**Survey Register**" referred to below;
2. any disclosure intended to be made in the context of a single Market Sounding:
  - a) examines whether the single disclosure will determine the disclosure of Inside Information and records the conclusion in writing (and the reasons thereof) on the Survey Register;
  - b) defines how the disclosure will be carried out by adopting one of the following instruments:
    - (i) oral disclosure in a recorded meeting (with Datalogic equipment) held "in person";
    - (ii) oral disclosure in a meeting held "in person" that is not recorded (only in the event that the Company does not have access to the instruments referred to in the previous point i. or the entity receiving the Market Sounding does not intend to give consent to the recording of the conversation);
    - (iii) oral disclosure by means of recorded teleconference or videoconference (with Datalogic equipment);
    - (iv) oral disclosure by means of teleconference or videoconference which is not recorded (only in the event that the Company does not have access to the instruments referred to in the previous point iii. or the entity receiving the Market Sounding does not intend to give consent to the recording of the conversation);
    - (v) disclosure in writing by mail;
    - (vi) disclosure in writing by fax;
    - (vii) disclosure in writing through certified e-mail;
  - c) on the basis of the conclusion set out in the previous point a), establishes the *standard* set of information that will be communicated to all recipients of the Market Sounding, namely:
    - in the case of disclosure of Inside Information, the *standard* set of information include only the following items, in this order:
      - (i) a statement to the effect that the disclosure is for the purpose of a Market Sounding;

- (ii) when the Market Sounding is made using an instrument registered under the previous point b), a statement indicating that the conversation is recorded and the registered consent of the person receiving the Market Sounding (i.e. potential investor);
  - (iii) a request addressed to the contact person to confirm that Datalogic is talking to the person appointed by the potential investor to receive the Market Sounding and the relevant confirmation;
  - (iv) a statement to the effect that if he/she agrees to receive the Market Sounding, the contact person (i.e. potential investor) will receive information that, in the opinion of Datalogic, constitutes Inside Information and the reference to the obligation laid down in Article 11, paragraph 7 of the MAR;
  - (v) if possible, an estimate of the time when the information will cease to be Inside Information, the factors that may modify this estimate and, in any case, the information concerning the manner in which the person receiving the Market Sounding will be informed of any amendment to the estimate;
  - (vi) a statement informing the person receiving the Market Sounding of the obligations referred to in Article 11, paragraph 5, first subparagraph, letter b), c) and d) of the MAR;
  - (vii) the request addressed to the person receiving the Market Sounding to express consent to receive Inside Information, in accordance with Article 11, paragraph 5, first subparagraph, letter a) of the MAR and the reply to the request;
  - (viii) if the consent requested in the previous point (vii) has been expressed, the information provided for the purposes of the Market Sounding, indicating the information that Datalogic considers Inside Information;
- in the case of disclosure of non-Inside Information, the *standard* set of information includes only the following elements, in the order indicated:
    - (i) a statement to the effect that the disclosure is for the purpose of a Market Sounding;
    - (ii) when the Market Sounding is made using an instrument registered in the previous point b), a statement indicating that the conversation is recorded and the consent of the person receiving the Market Sounding;
    - (iii) a request addressed to the contact person to confirm that Datalogic is talking to the person appointed by the potential investor to receive the Market Sounding and the relevant confirmation;
    - (iv) a statement to the effect that if he/she agrees to receive the Market Sounding, the contact person will receive information that, in the opinion of Datalogic, does not constitute Inside Information and the reference to the obligation laid down in Article 11, paragraph 7 of the MAR;
    - (v) the request addressed to the person receiving the Market Sounding to express consent to carry out the Market Sounding and the reply to the request;
    - (vi) if the consent referred to in the previous point (v) has been expressed, the information provided for the purposes of the Market Sounding;
3. carries out the Market Sounding and, therefore, discloses the *standard* set of information, making sure that the same level of information is disclosed to each person who receives the Market Sounding;
  4. informs in writing (in due course) - and records in writing on the Survey Register - the people who have received notice of the fact that the information provided in the Market Sounding is no longer Inside Information, providing the following information:

- the identity of the market participant providing the information;
  - the designation of the operation subject matter of the Market Sounding;
  - the date and time of the Market Sounding;
  - the fact that the disclosed information ceased to be Inside Information;
  - the date on which the information ceased to be Inside Information;
5. makes and retains a record of all the information provided (and received regarding any denial of potential investors to receive Market Soundings both in relation to all potential operations and in relation to some special types of potential operations) by updating the Survey Register pursuant to Art. 6.3 of this Procedure.

### **6.3 Market Soundings Register**

Pursuant to and for the purposes of Art. 11 of the MAR and Art. 6 of Commission Delegated Regulation (EU) No. 960/2016 of 17 May 2016 and Articles 1 and 3 of Commission Implementing Regulation (EU) No. 959/2016 of 17 May 2016, the Company sets up and keeps updated a computerised register of Market Soundings (hereinafter "**Market Soundings Register**"), capable of ensuring, on the one hand, the confidentiality and maintenance of the information contained therein (for at least 5 years from each Market Sounding carried out) and, on the other hand, the exclusive accessibility and readability to Datalogic staff authorised to do so by the CEO of the Company.

The **Market Soundings Register** is composed of two parts:

- **General part**, divided into sections:
  - **Section I**, which lists (with progressive indication depending on the date) the reviews and updates of the methods and procedures defined by Datalogic for the management of Market Soundings;
  - **Section II** (divided into sub-sections A and B), where (by virtue of any disclosures received in this respect – i.e. Art. 6.2, number 2, letter 2.c)) of this Procedure) potential investors that have expressed their refusal to the Company to receive Market Soundings both in relation to all potential operations (**Section II-A**) and in relation to certain particular types of potential operations (**Section II-B**) are shown as and when;
- **Special Part**, divided into individual sections - one for each Market Sounding carried out - identified using sequential numbering.

In each section of the Special Part the following is noted:

- a. the name of all natural persons and legal entities to whom the information has been communicated within the framework of the Market Sounding;
- b. the address of the people who received the Market Sounding used for the purposes of the Market Sounding itself;
- c. the information referred to in Art. 6.2, number 1 of this Procedure;
- d. the information referred to in Art. 6.2, number 2 of this Procedure, also indicating, the date and time of the disclosure under Art. 6.2, number 3 of this Procedure.

In this respect, it should be noted:

- if the disclosure of information took place through a recording instrument, this method, the date and time of the disclosure and the name of the file that should be kept together with the Market Soundings Register should be recorded in the Survey Register, provided that the people to whom the information was communicated had consented to the recording;
- if the disclosure of information took place in writing, this method, the date and time of the disclosure and the name of the documents subject matter of correspondence that should be kept (in non-editable version) together with the Survey Register should be recorded in the Survey Register;
- if the disclosure of information took place during meetings or unrecorded

conversations, this method and the minutes or written summary of the meetings or conversations should be recorded in the Survey Register based on the provisions of Art. 6, paragraph 3 of Commission Delegated Regulation (EU) No. 960/2016 of 17 May 2016 and Art. 2 of Commission Implementing Regulation (EU) No. 959/2016 of 17 May 2016;

- e. the information referred to in Art. 6.2, number 4 of this Procedure.

In this regard, note that this information should be recorded in the Survey Register based what is defined in Art. 6, paragraph 3 of Commission Delegated Regulation (EU) No. 960/2016 of 17 May 2016 and Art. 4 of Commission Implementing Regulation (EU) No. 959/2016 of 17 May 2016.

#### ***6.4 Disclosures related to Market Soundings***

If requested by the competent authority, Datalogic provides the recordings made in the Survey Register.

## **7. CONTACTS**

### ***Legal Department/Group Corporate Governance Counsel***

Telephone: +39 051 314 7510, *email*: [registro@datalogic.com](mailto:registro@datalogic.com)

### ***Secretary's office of the Financial Reporting Officer and Investor Relator Office***

Telephone: +39 051 314 7109, *email*: [ir@datalogic.com](mailto:ir@datalogic.com)

## **8. 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.

## ANNEX 1

<b>First name(s)</b> of the insider	<b>Sur-name(s)</b> of the insider	<b>Birth sur-name(s)</b> of the insider (if different)	<b>Professional telephone number(s)</b> (work direct telephone line and work mobile numbers)	<b>Company name and address</b>	<b>Function and reason for being insider</b>	<b>Obtained</b> (the date and time at which a person obtained access to inside information)	<b>Ceased</b> (the date and time at which a person ceased to have access to inside information)	<b>Date of birth</b>	<b>National-Identification-Number</b> (if applicable)	<b>Personal telephone numbers</b> (home and personal mobile telephone numbers)	<b>Personal full home address:</b> street name; street number; city; post/zip code; country)
[Text]	[Text]	[Text]	[Numbers (no space)]	[Address of issuer/emission allowance market participant/auction platform/auctioneer/auction monitor or third party of insider]	[Text describing role, function and reason for being on this list]	[yyyy-mm-dd, hh:mm UTC]	[yyyy-mm-dd, hh:mm UTC]	[yyyy-mm-dd]	[Number and/or text]	[Numbers (no space)]	[Text: detailed personal address of the insider  — Street name and street number  — City  — Post/zip code  — Country]