

# PROCEDURA PER LE OPERAZIONI CON PARTI CORRELATE



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## 1. INTRODUCTION

In accordance with and for the effects of Article 2391-*bis* of the Italian Civil Code and the “Regulation on Transactions with Related Parties” adopted by Consob by resolution no. 17221/2010, as amended by resolution no. 17389/2010 (hereafter “**TRP Regulation**”), and taking account of the indications provided by the Supervisory Authority itself in communication no. DEM/10078683 of September 2010 (hereafter “**Consob Communication**”), Datalogic S.p.A. (hereafter also the “**Company**”) has adopted this procedure (hereafter “**TRP Procedure**”) with a view to regulating transactions with related parties<sup>1</sup>.

## 2. DEFINITIONS

In accordance with and for the effects of the TRP Procedure, the following definitions shall apply:

### **2.1. “Related parties”<sup>2</sup>**

- a. any entity that, directly or indirectly, even by way of subsidiaries, trustees or intermediaries:
  - controls Datalogic, is controlled by it or is under common control;
  - holds an investment in Datalogic such as to be able to exercise a significant influence over Datalogic itself;
  - exercises control over Datalogic jointly with other entities;
- b. an associated company of Datalogic;
- c. a joint venture in which Datalogic participates;
- d. a director, an auditor or one of the managers with strategic responsibilities of Datalogic or its parent company;
- e. a close relative of one of the persons referred to in letters (a) or (d);
- f. an entity in which one of the persons referred to in letters (d) or (e) exercises control, joint control or significant influence or holds, directly or indirectly, a significant share, in any case no less than 20%, of the voting rights;
- g. a supplementary pension fund, collective or individual, Italian or foreign, established in favour of employees of the company or of any entity related to it.

For the purposes of the definition of Related Parties, the concepts of “**control**”, “**joint control**”, “**significant influence**”, “**subsidiary**”, “**associated company**”, “**joint venture**” and “**close relatives**” are those set out in Appendix 1 of the TRP Regulation, taking account of the indications set out in the Consob Communication;

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<sup>1</sup> On 4 November 2010, the Board of Directors of Datalogic S.p.A. adopted, in accordance with the above-mentioned regulation, the Transactions with Related Parties Procedure.

On 24 July 2015, the management body made some amendments to the same, in the terms set out in this TRP Procedure.

<sup>2</sup> In accordance with and for the effects of Art. 4, Paragraph 2 of the TRP Regulation, the Company has decided not to apply the TRP Procedure to entities other than Related Parties.

**2.2. Transactions with related parties (“TRP”)**, any transfer of resources, services or acceptance of obligations between related parties, irrespective of whether or not a fee has been agreed. The following are considered, in any case, to be included:

- (i) mergers, demergers by incorporation or demerger in strictly non-proportional sense, where implemented with related parties;
- (ii) any decision relating to the allocation of remuneration and economic benefits, in any form, to members of the management and audit bodies and to managers with strategic responsibilities;
- (iii) any review of contractual agreements that involves a transfer of utility or allocation of economic benefits to one of the parties to the agreement.

**2.3. Most significant Transactions with related parties (“Most significant TRPs”)**, transactions that exceed the thresholds of quantitative importance indicated in the TRP Regulation;

**2.4. Least significant Transactions with related parties (“Least significant TRPs”)**, transactions that are not qualified as Most significant transactions with related parties or as transactions with related parties of Small Amount referred to herein;

**2.5. Transactions with related parties involving Small Amounts (“TRPs involving Small Amounts”)**, transactions that have a value equal to or less than 250,000 Euros;

**2.6. “Ordinary Transactions”**, transactions that fall within the ordinary exercise of Datalogic's operational activity or financial activity related to it, as well as all other management activities not classifiable as investment or financial activity under the terms set out in the Consob Communication<sup>3</sup>;

**2.7. “Conditions equivalent to market or standard conditions”**, conditions similar to those usually applied towards entities not qualified as related parties of Datalogic for similar transactions, or those conditions deriving from public rates (or, in any case, regulated), or from fixed prices. Market conditions are deemed to be those applied by virtue of the conduct of a competitive process (of purchase or sale) implemented by Datalogic in line with its business procedures;

**2.8. “Unrelated directors”**, directors other than the counterparty of a certain TRP and its related parties;

**2.9. “Independent directors”**, directors in possession of the requirements of independence in accordance with the Consolidated Law on Finance and the Code of Conduct of the Italian Stock Exchange;

**2.10 “Unrelated shareholders”**, all entities, even other than shareholders, with the right to vote in the Shareholders' Meeting of Datalogic S.p.A. and that (i) are not the counterparty of the transaction and (ii) are not simultaneously related to that counterparty and to Datalogic.

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<sup>3</sup> We refer, in that regard, to the Consob Communication - paragraph 3.

### **3. COMMITTEE FOR TRANSACTIONS WITH RELATED PARTIES**

The Board of Directors of the Company establishes within it:

- a committee for Least significant transactions with related parties ("**Least significant TRPs Committee**"), made up exclusively of non-executive and unrelated directors, with the majority being independent<sup>4</sup> (except as provided by paragraph 4 below "Alternative Controls"), and
- a committee for Most significant transactions with related parties ("**Most significant TRPs Committee**"), made up of at least three directors, exclusively unrelated and independent (except as provided by paragraph 4 below "Alternative Controls"),

or

- a single committee for transactions with related parties of both greater and lesser importance ("**TRP Committee**"), made up of at least three directors, exclusively unrelated and independent (except as provided by paragraph 4 below "Alternative Controls").

In the event of termination, for any reason, from the role as member of the Least significant TRP Committee, the Most significant TRP Committee or the TRP Committee, the Board of Directors of the Company, at its next meeting, will proceed to replace the terminated member. Pending that action, the alternative controls referred to herein will apply.

The Board of Directors may resolve to attribute the duties of the Least significant TRP Committee, the Most significant TRP Committee or the TRP Committee to board committees already established within the management body, provided that the requirements relating to the composition of those board committees are respected.

The members of the Board of Auditors of the Company are invited to attend the meetings of the above-mentioned committees with powers in relation to TRP.

### **4. ALTERNATIVE CONTROLS**

Where at least two independent directors are not in office, both the Least significant TRPs and the Most significant TRPs are approved subject to the opinion of an independent expert appointed by the relevant body (or by the designated person ) that is responsible for resolving upon the transaction.

Where two independent directors are in office:

- the Least significant TRPs are approved subject to the opinion of the Least significant TRP Committee or, in the event of correlation of (even) just one of the independent directors forming part of that committee, subject to the opinion of an independent expert appointed by the relevant body (or by the person delegated by it) that is responsible for resolving upon the transaction;

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<sup>4</sup> The Least significant TRPs Committee may also be constituted by only two Directors, provided that both are unrelated and independent.

- the Most significant TRPs are approved subject to the opinion of the two independent directors present in the Board, or, in the event of correlation of (even) just one of the independent directors, subject to the opinion of an independent expert appointed by the Board of Directors of the Company.

Where at least three independent directors are in office:

- the Least significant TRPs are approved subject to the opinion of the Least significant TRP Committee (or TRP Committee, in the case of a single committee with responsibility for transactions with related parties) or, in the event of correlation of one or more of its members which means the composition of the committee is not compliant with what is established at Art. 3 of the TRP procedure, subject to the opinion of the independent unrelated directors present in the Board, provided that they number at least two, or, in their absence, subject to the opinion of an independent expert appointed by the relevant body (or by the person delegated by it) that is responsible for resolving upon the transaction;
- the Most significant TRPs are approved subject to the opinion of the Most significant TRP Committee (or TRP Committee, in the case of a single committee with responsibility for transactions with related parties), or, in the event of correlation of one or more of its members which means the composition of the committee is not compliant with what is established at Art. 3 of the TRP procedure, subject to the opinion of the independent unrelated directors present in the Board, provided that they number at least two, or, in their absence, subject to the opinion of an independent expert appointed by the Board of Directors of the Company (or by a person delegated by that management body).

The above-mentioned Alternative Controls hold the same duties and same prerogatives as the committee they represent, for, precisely, an alternative control on the occurrence of the aforementioned factual circumstances.

## **5. SCOPE OF APPLICATION**

This TRP procedure is applied to TRPs implemented by Datalogic S.p.A.

As regards, on the other hand, TRPs implemented by companies controlled by Datalogic S.p.A., without prejudice to the legal jurisdiction in relation to approval of the transaction, the same must be authorised in advance by the relevant corporate bodies of Datalogic S.p.A., in accordance with what is established in this TRP procedure.

## **6. EXEMPTIONS**

Without prejudice, where applicable, to the TRP Information referred to herein (Art. 12)<sup>5</sup>, the TRP procedure does not apply:

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<sup>5</sup> In that regard, reference is made to the TRP Regulation - Articles 5 (Paragraphs 1, 2 and 8), 6, 11 (Paragraphs 4 and 5), 12 (Paragraph 2), 13 (Paragraphs 3, 4, 5 and 6) and 14 (Paragraph 2).

1. to the Shareholders' Meeting resolutions referred to in Art. 2389, Paragraph 1 of the Italian Civil Code, relating to fees due to members of the Board of Directors and the Executive Committee (where established);
2. to resolutions in relation to the remuneration of Directors invested with particular roles falling within the overall amount resolved in advance by the Shareholders' Meeting in accordance with Art. 2389, Paragraph 3 of the Italian Civil Code;
3. to resolutions in relation to the remuneration (i) of the Directors invested with particular roles other than those set out in points 1 and 2 above, as well as (ii) the other managers with strategic responsibilities, provided that:
  - Datalogic has adopted a remuneration policy;
  - in defining the remuneration policy, a committee made up exclusively of non-executive directors, with the majority being independent, has been involved;
  - a report which illustrates the remuneration policy has been submitted for the approval or advisory vote of the Shareholders' Meeting;
  - the assigned remuneration is coherent with that policy;
4. to remuneration plans based upon financial instruments approved by the Shareholders' Meeting in accordance with Art.114-*bis* of the Consolidated Law on Finance and their enactment;
5. to the Shareholders' Meeting resolutions referred to in Art. 2402 of the Italian Civil Code, relating to fees due to the Board of Auditors;
6. to the TRP of Small Amounts;
7. to Ordinary Transactions concluded at conditions equivalent to market or standard conditions;
8. to transactions to be implemented based upon instructions for the purposes of stability imparted by the Supervisory Authority, or based upon provisions issued by the parent company for the implementation of instructions imparted by the Supervisory Authority in the interest of the group's stability;
9. to transactions with or between the subsidiaries, even jointly, as well as transactions with associates, where, in the subsidiary or associate companies that are counterparties of the transaction, there are no significant interests of other parties related to Datalogic<sup>6</sup>;
10. to individual transactions concluded in implementation of the framework resolutions referred to herein, within the terms set out in Art. 10 of the TRP procedure;
11. to TRPs in the case of urgency referred to herein, within the terms set out in Art. 11 of this TRP procedure;
12. to TRPs in the case of urgency connected to business crisis events, within the terms set out in Art. 12 of the TRP procedure.

## **7. APPLICABILITY OF TRP PROCEDURE**

Persons with the power to implement actions in the name and on behalf of Datalogic, before carrying out any transaction/activity, must check that (i) the counterparty of the transaction is

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<sup>6</sup> We refer, in that regard, to what is specified in the Consob Communication - paragraph 21.

not a Related Party of Datalogic, the complete list of which is set out in the so-called “Related Parties Database” referred to herein and that (ii) the transaction does not fall within the cases of exemption set out in Art. 6 of the TRP procedure.

If it is the case or when in doubt, the person refrains from carrying out the activities preparatory to the completion of the transaction and informs the Managing Director of the Company, providing him with the following information:

- parties to the transaction;
- description of the transaction;
- terms, including economic (i.e. amount), of the transaction;
- scheduled date for approval of the transaction.

The Managing Director - with the support of General Counsel and the Chief Financial Officer (“CFO”) of the Company - defines, based upon the information received, the applicability or otherwise of this TRP procedure and, in the affirmative, they commence the procedural process preparatory to any approval of that transaction, in accordance with the provisions of Articles 8 and 9 below.

## **8. LEAST SIGNIFICANT TRPS**

### *Preliminary phase*

General Counsel informs the Chairman of the Least significant TRP Committee (or TRP Committee, in the case of a single committee with responsibility for transactions with related parties, or the persons forming part of the Alternative Control), of the Least significant TRPs for which the approval is suggested, so that a meeting of the above-mentioned Least significant TRP Committee (or TRP Committee, in the case of a single committee with responsibility for transactions with related parties, or the Alternative Control) can be convened with a view to analysing the transaction and expressing the opinion referred to herein. At the same time, General Counsel sends the documentation containing all information necessary to be able to identify comprehensively the characteristics and conditions of the TRP.

The Least significant TRP Committee (or TRP Committee, in the case of a single committee with responsibility for transactions with related parties, or the Alternative Control) is entitled to be assisted, at the expense of the Company, by one or more independent experts of its choosing<sup>7</sup>, up to the maximum amount of 30,000 Euros, subject to the possibility of the committee to exceed that maximum expenditure ceiling in agreement with the Managing Director of Datalogic S.p.A..

Once the TRP has been analysed comprehensively, the Least significant TRP Committee (or TRP Committee, in the case of a single committee with responsibility for transactions with related parties, or the Alternative Control) expresses its non-binding opinion on Datalogic's interest in carrying out the TRP, as well as on the appropriateness and substantial correctness of the respective conditions. Adequate motivation in relation to the interest of carrying out the TRP, as well as the appropriateness and substantial correctness of the respective conditions, is set

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<sup>7</sup> We refer, in that regard, to the Consob Communication - paragraph 14.

out analytically in the minutes of the committee meeting (or the Alternative Control). In order for the above-mentioned opinion to be considered favourable, it must demonstrate full agreement to the TRP. Where defined as favourable despite the presence of some elements of dissent, the opinion should contain an indication of the reasons for which it is believed that those elements do not affect the overall opinion regarding Datalogic's interest in carrying out the TRP, as well as the substantial correctness of the respective conditions. A positive opinion issued under the condition that the TRP is concluded or carried out in respect of one or more indications will be deemed favourable in accordance with the TRP procedure, provided that the conditions imposed are actually respected: in that case, evidence of compliance with the indications is provided in the information on the implementation of the TRP to be supplied, in accordance with Art. 13 of the TRP procedure, to the Company's management and audit bodies.

General Counsel informs the person with responsibility for approving the TRP of the aforementioned opinion.

#### Resolution phase

Only in the presence of a non-binding motivated opinion of the Least significant TRP Committee (or TRP Committee, in the case of a single committee with responsibility for transactions with related parties, or the Alternative Control) may the person with responsibility resolve in relation to the Least significant TRPs in question. In particular:

- where the TRP is under the remit of the Shareholders' Meeting of Datalogic S.p.A. or it is in any case subject to authorisation from the Shareholders' Meeting:

- (i) the Board of Directors resolves upon the completion of the TRP once the opinion of the Least significant TRP Committee (or TRP Committee, in the case of a single committee with responsibility for transactions with related parties, or the Alternative Control) has been acquired.

To that end, the Board of Directors is informed with appropriate prior notice, as well as in a complete and adequate manner, in relation to the characteristics and conditions of the TRP.

The minutes of the board resolution of approval contains adequate motivation in relation to Datalogic's interest in completing the TRP, as well as the appropriateness and substantial correctness of the respective conditions;

- (ii) the Shareholders' Meeting resolves upon the completion of the TRP at the proposal of the Board of Directors.

To that end, the Shareholders' Meeting is informed with appropriate prior notice, as well as in a complete and adequate manner, in relation to the proposal of the Board of Directors.

The minutes of the Shareholders' Meeting resolution of approval contains adequate motivation in relation to Datalogic's interest in completing the TRP, as well as the appropriateness and substantial correctness of the respective conditions;

- where the TRP is under the remit of the Board of Directors of Datalogic S.p.A.:
  - (i) the Board of Directors resolves upon the completion of the TRP once the opinion of the Least significant TRP Committee (or TRP Committee, in the case of a single committee with responsibility for transactions with related parties, or the Alternative Control) has been acquired.

To that end, the Board of Directors is informed with appropriate prior notice, as well as in a complete and adequate manner, in relation to the characteristics and conditions of the TRP.

The minutes of the board resolution of approval contains adequate motivation in relation to Datalogic's interest in completing the TRP, as well as the appropriateness and substantial correctness of the respective conditions;
- where the TRP is under the remit of the Managing Director or another Delegated Director of Datalogic S.p.A.:
  - (i) the Managing Director (or Delegated Director) authorises the completion of the TRP once the opinion of the Least significant TRP Committee (or TRP Committee, in the case of a single committee with responsibility for transactions with related parties, or the Alternative Control) has been acquired;
- where the transaction is under the remit of a different entity from the above (holder, in any case, of power to implement actions in the name and on behalf of Datalogic, therein including the corporate bodies, even delegated, of subsidiaries or attorneys of the Datalogic group):
  - (i) the entity responsible authorises the completion of the TRP subject to conducting the procedural process provided in the above points and, in any case, subject to approval of the TRP by the responsible body/bodies of Datalogic S.p.A., as though that transaction was under the (exclusive) legal jurisdiction of Datalogic S.p.A. To that end:
    - the entity responsible receives a copy of the opinion of the Least significant TRP Committee (or TRP Committee, in the case of a single committee with responsibility for transactions with related parties, or the Alternative Control) and the document(s) certifying the approval of the TRP by the responsible body/bodies of Datalogic S.p.A.;
    - where applicable, the minutes of the approval resolution contain adequate motivation in relation to Datalogic's interest in completing the TRP, as well as the appropriateness and substantial correctness of the respective conditions.

## **9. MOST SIGNIFICANT TRPS**

### *Preliminary phase*

General Counsel informs the Chairman of the Most significant TRP Committee (or TRP Committee, in the case of a single committee with responsibility for transactions with related

parties, or the persons forming part of the Alternative Control) of the Most significant TRPs for which it is proposed to launch a negotiation phase and, thereafter, possibly a preliminary phase, sending the documentation containing all information necessary to be able to identify the characteristics and conditions of the TRP.

The Most significant TRP Committee (or TRP Committee, in the case of a single committee with responsibility for transactions with related parties, or the persons forming part of the Alternative Control), or one or more members delegated by the same, are involved in the negotiation phase and the (possible) preliminary phase, by way of the receipt of a complete and timely information flow (at least on a quarterly basis) by the persons instructed to lead the negotiations and (possible) preliminary phase of the TRP.

The Most significant TRP Committee (or TRP Committee, in the case of a single committee with responsibility for transactions with related parties, or the persons forming part of the Alternative Control) or the member(s) delegated by the same, is entitled to request information and make comments to the persons instructed to lead the negotiations and (possible) preliminary phase of the TRP.

The Most significant TRP Committee (or TRP Committee, in the case of a single committee with responsibility for transactions with related parties, or the Alternative Control) is also entitled to be assisted, at the expense of the Company, by one or more independent experts of its choosing<sup>8</sup>.

Once the preliminary phase has concluded, General Counsel informs the Chairman of the Most significant TRP Committee (or TRP Committee, in the case of a single committee with responsibility for transactions with related parties, or the persons forming part of the Alternative Control) so that a meeting of the aforementioned Most significant TRP Committee (or TRP Committee, in the case of a single committee with responsibility for transactions with related parties, or the Alternative Control) can be convened with a view to analysing the comprehensively defined TRP and expressing the opinion referred to herein.

Once the TRP has been analysed, the Most significant TRP Committee (or TRP Committee, in the case of a single committee with responsibility for transactions with related parties, or the Alternative Control) expresses its binding opinion on Datalogic's interest in completing the TRP, as well as on the appropriateness and substantial correctness of the respective conditions. Adequate motivation in relation to the interest in completing the TRP, as well as the appropriateness and substantial correctness of the respective conditions must be analytically indicated in the minutes of the meeting of the aforementioned committee (or Alternative Control). In order for the above-mentioned opinion to be considered favourable, it must demonstrate full agreement to the TRP. Where defined as favourable despite the presence of some elements of dissent, the opinion must contain an indication of the reasons for which it is believed that those elements do not affect the overall opinion on the interest of Datalogic in carrying out the TRP, as well as on the substantial correctness of the respective conditions. A positive opinion issued under the condition that the TRP is concluded or carried out in respect of one or more indications will be deemed favourable in accordance with the TRP procedure, provided that the conditions imposed are actually respected: in that case,

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<sup>8</sup> The provisions contained in paragraph 14 of the Consob Communication are understood to be cited.

evidence of compliance with the indications is provided in the information on the implementation of the TRP to be supplied, in accordance with Art. 13 of the TRP procedure, to the Company's management and audit bodies.

General Counsel informs the Chairman of the Board of Directors and the Managing Director of the Company of the aforementioned opinion.

#### Resolution phase

Irrespective of the legal jurisdiction over approval of the TRP, the Most significant TRPs must in any case be approved in advance by the relevant corporate bodies of Datalogic S.p.A. as required by the TRP procedure.

In the presence of a favourable motivated opinion of the Most significant TRP Committee (or TRP Committee, in the case of a single committee with responsibility for transactions with related parties, or the Alternative Control), the procedure will be the following:

- where the TRP is under the remit of the Shareholders' Meeting of Datalogic S.p.A. or it is in any case subject to authorisation from the Shareholders' Meeting:
  - (i) the Board of Directors resolves upon the completion of the TRP once the opinion of the Most significant TRP Committee (or TRP Committee, in the case of a single committee with responsibility for transactions with related parties, or the Alternative Control) has been acquired.  
To that end, the Board of Directors is informed with appropriate prior notice, as well as in a complete and adequate manner, in relation to the characteristics and conditions of the TRP.  
The minutes of the board resolution of approval contains adequate motivation in relation to Datalogic's interest in completing the TRP, as well as the appropriateness and substantial correctness of the respective conditions;
  - (ii) the Shareholders' Meeting resolves upon the completion of the TRP at the proposal of the Board of Directors.  
To that end, the Shareholders' Meeting is informed with appropriate prior notice, as well as in a complete and adequate manner, in relation to the characteristics and conditions of the TRP.  
The minutes of the Shareholders' Meeting resolution of approval contains adequate motivation in relation to Datalogic's interest in completing the TRP, as well as the appropriateness and substantial correctness of the respective conditions;
- where the TRP is under the remit of the Board of Directors of Datalogic S.p.A.:
  - (i) the Board of Directors resolves upon the completion of the TRP once the opinion of the Most significant TRP Committee (or TRP Committee, in the case of a single

committee with responsibility for transactions with related parties, or the Alternative Control) has been acquired.

To that end, the Board of Directors is informed with appropriate prior notice, as well as in a complete and adequate manner, in relation to the characteristics and conditions of the TRP.

The minutes of the board resolution of approval contains adequate motivation in relation to Datalogic's interest in completing the TRP, as well as the appropriateness and substantial correctness of the respective conditions;

- where the transaction is under the remit of a different entity from the above (holder, in any case, of power to implement actions in the name and on behalf of Datalogic, therein including the corporate bodies, even delegated, of subsidiaries or attorneys of the Datalogic group):
  - (i) the entity responsible authorises the completion of the TRP subject to conducting the procedural process provided in the above points and, in any case, subject to approval of the TRP by the responsible body/bodies of Datalogic S.p.A., as though that transaction was under the (exclusive) legal jurisdiction of Datalogic S.p.A. To that end:
    - the entity responsible receives a copy of the opinion of the Most significant TRP Committee (or TRP Committee, in the case of a single committee with responsibility for transactions with related parties, or the Alternative Control) and the document(s) certifying the approval of the TRP by the responsible body/bodies of Datalogic S.p.A.;
    - where applicable, the minutes of the approval resolution contain adequate motivation in relation to Datalogic's interest in completing the TRP, as well as the appropriateness and substantial correctness of the respective conditions.

In the presence of a contrary motivated opinion of the Most significant TRP Committee (or TRP Committee, in the case of a single committee with responsibility for transactions with related parties, or the Alternative Control), where the Board deems that it wishes to proceed in any case with completing the TRP, the procedure is the following:

- both when the TRP is under the remit of the Shareholders' Meeting of Datalogic S.p.A. (or it is in any case subject to authorisation by the Shareholders' Meeting) and when the TRP is under the remit of the Board of Directors of Datalogic S.p.A.:
  - (i) the Board of Directors resolves upon the completion of the TRP once the (contrary) opinion of the Most significant TRP Committee (or TRP Committee, in the case of a single committee with responsibility for transactions with related parties, or the Alternative Control) has been acquired.

To that end, the Board of Directors is informed with appropriate prior notice, as well as in a complete and adequate manner, in relation to the characteristics and conditions of the TRP.

The minutes of the board resolution of approval contains adequate motivation in relation to Datalogic's interest in completing the TRP, as well as the appropriateness and substantial correctness of the respective conditions;

- (ii) the Shareholders' Meeting resolves upon the completion of the TRP with the majorities required by law and by the articles of association - and, therefore, in accordance with the provisions of Articles 2368, 2369 and 2373 of the Italian Civil Code and taking account of the resolutions made by the unrelated shareholders in the terms set out herein - at the proposal of the Board of Directors, in which it must be expressly indicated that *“the transaction may not be implemented where the majority of unrelated shareholders, as defined by the TRP Regulation and by the TRP procedure, express a contrary vote to the implementation of the same, provided that the unrelated shareholders present at the Shareholders' Meeting represent at least 10% of the share capital with right to vote”*.

To that end, the Shareholders' Meeting is informed with appropriate prior notice, as well as in a complete and adequate manner, in relation to the characteristics and conditions of the TRP.

The minutes of the Shareholders' Meeting resolution of approval contain (a) adequate motivation in relation to Datalogic's interest in completing the TRP, as well as the appropriateness and substantial correctness of the respective conditions and (b) express indication also of the presence at the Shareholders' Meeting - and the respective votes - of the unrelated shareholders;

- where the transaction is under the remit of a different entity from the above (holder, in any case, of power to implement actions in the name and on behalf of Datalogic, therein including the corporate bodies, even delegated, of subsidiaries or attorneys of the Datalogic group):
  - (i) the entity responsible authorises the completion of the TRP subject to conducting the procedural phase provided in the above point and, therefore, subject to approval of the TRP by the responsible body/bodies of Datalogic S.p.A., as though that transaction was under the (exclusive) legal jurisdiction of Datalogic S.p.A. To that end:
    - the entity responsible receives a copy of the opinion of the Most significant TRP Committee (or TRP Committee, in the case of a single committee with responsibility for transactions with related parties, or the Alternative Control) of the document(s) certifying the approval of the TRP by the responsible body/bodies of Datalogic S.p.A.;
    - where applicable, the minutes of the resolution of approval contain adequate motivation in relation to Datalogic's interest in completing the TRP as well as the appropriateness and substantial correctness of the respective conditions.

## **10. FRAMEWORK RESOLUTIONS**

For certain categories of TRP, the Company may adopt framework resolutions relating to a series of homogeneous transactions with certain categories of Related Parties.

The initiative in relation to the adoption of framework resolutions is held by the Managing Director who, having identified the opportunity of adopting those resolutions, drafts a proposal expressly indicating:

- the type of TRP for which the adoption of the framework resolution is requested;
- the related party or type of related party that is counterparty to the transactions subject to the framework resolution;
- the duration of effectiveness of the framework resolution, not exceeding, in any case, one year;
- the maximum foreseeable amount of the transactions to be implemented in the period of reference;
- the reason of the conditions provided in the framework resolution.

The Managing Director, in concert with General Counsel and the CFO, having verified the greater or lesser importance of the framework resolution, commences the procedural process preparatory to any approval, as provided by Art. 8 or by Art. 9 of the TRP procedure, taking account of the maximum foreseeable amount of the TRP subject to the resolution. In the case of Greater Importance, the Company prepares an information document according to the methods and terms indicated by Art. 13 of the TRP procedure. TRP concluded in implementation of a framework resolution subject to a published information document are not calculated for the purposes of the accumulation required to determine any exceeding of the thresholds of significance.

Any framework resolutions adopted must contain evidence of the information indicated above.

#### **11. TRP IN THE EVENT OF URGENCY**

Without prejudice to the TRP Information referred to in Art. 13 of the TRP procedure, in the event of urgency, in cases where a TRP is not under the remit of the Shareholders' Meeting and must not be authorised by it, the TRP may be concluded even in derogation of Articles 8 and 9 of the TRP procedure provided that:

- i. where the TRP to be completed falls under the remit of the Managing Director or a Delegated Director, the Chairman of the Board of Directors and the Managing Director (where the transaction is not under his remit) are informed of the reasons of urgency prior to the completion of the TRP;
- ii. those TRP (whether of Greater or Lesser Importance) are subsequently subject, notwithstanding their effectiveness, to a non-binding resolution of the next ordinary Shareholders' Meeting;

- iii. the Board of Directors prepares a report containing adequate motivation of the reasons of urgency. The Board of Auditors reports to the Shareholders' Meeting in relation to the existence of the reasons of urgency;
- iv. the report of the Board of Directors and the assessments of the Board of Auditors referred to in point iii above are made available to the public at least 21 days before the day fixed for the Shareholders' Meeting, at the registered office by the methods indicated in the so-called Issuers' Regulation;
- v. by the day after that of the Shareholders' Meeting, the Company makes available to the public, by the methods provided by the so-called Issuers' Regulation, information on the outcomes of the vote, with particular regard to the number of votes expressed overall by the unrelated shareholders.

## **12. TRP IN THE EVENT OF URGENCY CONNECTED TO BUSINESS CRISIS EVENTS**

Without prejudice to the TRP Information referred to in Art. 13 of the TRP procedure, in the event of urgency connected to business crisis events, where a TRP is under the remit of the Shareholders' Meeting or must be authorised by it, the TRP may be concluded even in derogation of Art. 8 and 9 of this TRP procedure provided that:

- i. the Board of Directors prepares a report containing adequate motivation of the reasons of urgency. The Board of Auditors reports to the Shareholders' Meeting in relation to the existence of the reasons of urgency;
- ii. the report of the Board of Directors and the assessments of the Board of Auditors referred to in point i above are made available to the public at least 21 days prior to the day fixed for the Shareholders' Meeting, at the registered office by the methods indicated by the so-called Issuers' Regulation;
- iii. where the assessments of the Board of Auditors referred to in point i above are negative, the TRP may not be implemented where the majority of the unrelated shareholders express a contrary vote to the implementation of the same, provided that the unrelated shareholders present at the Shareholders' Meeting represent at least 10% of the share capital with right to vote. In the case of positive assessments by the Board of Auditors, by the day after that of the Shareholders' Meeting, the Company makes available to the public, by the methods provided by the so-called Issuers' Regulation, information on the outcomes of the vote, with particular regard to the number of votes expressed overall by the unrelated shareholders.

## **13. TRP INFORMATION**

Datalogic provides to the public - by the methods and in the terms provided by the TRP Regulation, taking account of what is specified in the Consob Communication<sup>9</sup> - Information relating to the TRP performed by Datalogic.

Where a TRP is also subject to the disclosure obligations provided by Article 114, Paragraph 1 of the Consolidated Law on Finance, the communication to be disseminated to the public must contain, in addition to the other information to be published in accordance with the TRP Regulation and this TRP procedure, also taking account of the contents of the TRP Communication, the following information:

- the indication that the counterparty of the transaction is a related party and a description of the nature of the correlation;
- the company name or personal name of the counterparty to the TRP;
- whether or not the TRP exceeds the thresholds of Greater Importance identified in this TRP procedure, as well as an indication regarding any subsequent publication of an information document;
- the procedure that has been or will be followed for approval of the TRP and, in particular, if the Company has made use of a case of exclusion of application of the TRP procedure;
- any approval of the TRP despite the contrary notification of the body responsible for providing the opinion.

As regards Least significant TRPs, it is noted that:

- quarterly, on the occasion of approval of the financial reports for the period, the Board of Directors and Board of Auditors of Datalogic S.p.A. are provided with comprehensive information on the implementation of the approved TRP;
- within 15 days from the end of each quarter of the financial year, the company makes available to the public, at its registered office and by the methods indicated in Title II, Chapter I of Consob's so-called Issuers' Regulation, a document containing the indication of the counterparty, the subject and the fee of the transactions approved in the quarter of reference in the presence of an unfavourable opinion issued by the Least significant TRP Committee (or TRP Committee, in the case of a single committee with responsibility for transactions with related parties, or Alternative Control), as well as the reasons behind the decision not to adhere to that opinion. In the same term, the opinion is made available to the public as an attachment to the above-mentioned document or on Datalogic's internet website;
- in the annual and half-yearly financial report, information is provided:
  - on the individual Least significant TRPs concluded in the period of reference, where they have significantly affected the equity position or results of Datalogic;
  - on any change or development of the TRP (therein including those of Lesser Importance) described in the last annual report that have had a significant effect on the equity position or results of the Company in the period of reference.

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<sup>9</sup> We refer, in that regard, (i) to the Consob Regulation - paragraphs 5, 6, 7 (subsection 1), 8 (subsection 1), 11 (subsection 4 and 5), 12 and 13 and (ii) to the Consob Communication- paragraphs 9, 10 and 11.

As regards the Most significant TRPs, it is noted that:

- once the Most significant TRPs is approved, even where it is implemented by subsidiaries, Datalogic S.p.A. prepares an information document in accordance with the methods and timescales indicated by the TRP Regulation<sup>10</sup>;
- quarterly, on the occasion of approval of the financial reports for the period, the Board of Directors and Board of Auditors of Datalogic S.p.A. are provided with comprehensive information on the implementation of the approved TRP;
- in the annual and half-yearly financial report, information is provided:
  - on the individual Most significant TRPs concluded in the period of reference, even by way of reference to published information documents;
  - on any change or development of the TRP (therein including those of Greater Importance) described in the last annual report that have had a significant effect on the equity position or results of the Company in the period of reference;
- where, during the financial year, Datalogic (including the subsidiaries) concludes with the same related party - or with parties related both to the latter and to the Company itself - homogeneous transactions or those completed in implementation of a unitary plan which (transactions), albeit not qualified individually as Most significant TRPs, exceed, when considered cumulatively, the thresholds of Greater Importance identified at Art. 2 of the TRP procedure, the Company prepares the information document referred to in the above paragraph<sup>11</sup>. To that end, the TRP (possibly concluded) indicated at Art. 6 of the TRP procedure are not considered.

As regards the Framework Resolutions, it is noted that, quarterly, on the occasion of approval of the financial reports for the period, the Board of Directors and Board of Auditors of Datalogic S.p.A. are provided (by the offices of the Company) with comprehensive information on the implementation of those resolutions.

As regards the ordinary TRP concluded at conditions equivalent to market or standard conditions, it is noted that, without prejudice to the provisions of Art. 114, Paragraph 1 of the Consolidated Law on Finance, in the event of derogation of publication of the aforementioned information document provided for Most significant TRPs, Datalogic:

- communicates to Consob - by the deadline indicated in Article 5, Paragraph 3 of the TRP Regulation – the counterparty, the subject and the fee of the TRP that have benefited from the exemption set out in Art. 6 of the TRP procedure;
- indicates in the annual and half-yearly financial report, as part of the information required by Article 5, Paragraph 8 of the TRP Regulation, which of the TRP subject to the disclosure obligations indicated in that latter provision have been concluded making use of the exemption referred to in Art. 6 of the TRP procedure;
- indicates in the Management Report the counterparty, the subject and the fee of the Most significant TRPs concluded in the financial year, making use of the exemption set out in Art. 6 of the TRP procedure.

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<sup>10</sup> We refer, in that regard, to Consob Regulation - paragraphs 5 and 11 (subsection 4).

<sup>11</sup> We refer, in that regard, to Consob Regulation - paragraph 5 (subsections 2 and 4).

#### **14. RELATED PARTIES DATABASE**

Datalogic's Related Parties are listed in a database (available to all persons with the power to implement actions in the name and on behalf of Datalogic) which the Company manages on the basis of the information in its possession, as well as the declarations received, in accordance with the TRP Regulation and this TRP Procedure, from the entities controlling the Company, from the Directors, Auditors and Managers with strategic responsibility of Datalogic and from the additional entities indicated in Art. 114, Paragraph 5 of the Consolidated Law on Finance (hereafter, also "**Direct Related Parties**"); declarations functional to identifying parties related to Datalogic by way of them ("**Indirect Related Parties**").

Direct Related Parties, following an initial declaration made<sup>12</sup>, promptly communicate to *General Counsel* and to the CFO of the Company the existence - or the cancellation - of (new) Indirect Related Parties.

#### **15. AMENDMENT OF TRP PROCEDURE**

Amendments to the TRP procedure are approved by the Board of Directors subject to the opinion of the Most significant TRP Committee (or TRP Committee, in the case of a single committee overseeing transactions with related parties).

Where the aforementioned committee has not yet been established (or its functions have been attributed to a committee already existing within the Board of Directors of the Company), or where at least three Independent Directors are not in office, amendments to the TRP procedure are approved subject to opinion of the Independent Directors present on the Board, provided that they number at least two, or, in their absence, subject to the opinion of an independent expert appointed by the Board of Directors of the Company.

On a regular basis and at least every three years, the Board of Directors assesses whether or not to revise this TRP procedure, taking into consideration, inter alia, any changes that may have occurred to the ownership structure of Datalogic.

#### **16. COORDINATION WITH ADMINISTRATIVE AND ACCOUNTING PROCEDURES**

The Manager in Charge of preparing the corporate accounting documents ensures the necessary coordination of this TRP procedure with the administrative and accounting procedures for the formation of the financial statements and the consolidated financial statements, as well as any other financial report.

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<sup>12</sup> In that regard, we refer to the first declaration made after 24 July 2015.

All TRPs approved in accordance with this TRP procedure are promptly communicated to the Manager in Charge of preparing the corporate accounting documents for the purposes of the TRP Information referred to in Art. 13 of this TRP procedure.

The Manager in Charge of preparing the corporate accounting documents promptly reports to the Chairman of the Board of Directors, to the Managing Director, to General Counsel and to the CFO any amendments to the TRP procedure that the same deems necessary in order to ensure over time coordination with the administrative and accounting procedures.

#### **17. BOARD OF AUDITORS**

The Board of Auditors oversees the conformity of the TRP procedure and its subsequent amendments with the principles of the TRP Regulation and compliance with the same. The Board of Auditors reports to the Shareholders' Meeting on its activity.

#### **18. ENTRY INTO FORCE**

The TRP procedure is applied commencing from 1 January 2011. The Procedure and its amendments are published without delay on the Company's internet website, without prejudice to the publicity obligations, also by way of reference to the aforementioned internet website, in the Management Report.