

# THE BOARD OF DIRECTORS APPROVES A DRAFT LONG-TERM REMUNERATION PLAN FOR THE YEARS 2018-2021.

Bologna, 23rd April 2018 - The Board of Directors of Datalogic S.p.A. (Borsa Italiana S.p.A.: DAL), a company listed in the STAR Segment of the Italian Stock Exchange managed by Borsa Italiana S.p.A. ("Datalogic") and global leader in the automatic data capture and process automation markets, which met on today's date, following consultation with the Control, Risks, Remuneration and Appointments Committee, approved the key terms of the new "Remuneration Plan 2018 – 2021".

Contextually, the Board of Directors of Datalogic resolved to supplement the agenda of the Shareholders' Meeting, already called for the coming 23rd of May (the "Meeting"), for the purpose of submitting the adoption of the Plan, pursuant to article 114-bis of the legislative decree 24 February 1998 No. 58 (the "TUF").

In particular, pursuant to art. 84-bis, subsection 3, of the regulation adopted by Consob with resolution No. 11971 of 14 May 1999 (the "Issuers Regulation"), as subsequently amended, please note the following.

## Addresses of the Plan

The Plan is addressed to a limited group of managers of the Company and the companies controlled thereby pursuant to art. 93 of the TUF (the "Subsidiaries") other than Directors and executives with strategic responsibilities, already employed or to be hired soon (the "Beneficiaries"). For this reason, the Plan shall not be considered of "special importance" pursuant to article 114-bis, subsection 3, of the TUF and article 84-bis, subsection 2, of the Issuers Regulation.

The Plan provides for the granting to the Beneficiaries of the right to receive without consideration ordinary shares of the Company ("Rights") subject to the satisfaction of the Performance Condition and the vesting condition provided for by the Plan, for the following performance periods:

### a) Beneficiaries included in the Plan by 30 June 2018

- from 1 January 2018 to 31 December 2018;
- from 1 January 2018 to 31 December 2019;
- from 1 January 2018 to 31 December 2020.

### b) Beneficiaries included in the Plan after 30 June 2018

- from 1 January 2019 to 31 December 2019;
- from 1 January 2019 to 31 December 2020;
- from 1 January 2019 to 31 December 2021;

Each performance period involves the vesting of a maximum of one third of the total number of the Rights assigned.

The Chief Executive Officer, upon delegation by the Board of Directors, will identify the Beneficiaries and the number of Rights allocated individually by 30 March 2019.

### Characteristics of the financial instruments granted

The Performance Condition is based on two targets that assess and balance the achievement of growth results and business margins.

The Performance Condition targets are defined by the Chief Executive Officer for each Beneficiary in relation to:

- the role covered,
- the area of geographical and/or business and/or product responsibility,
- the expected contribution in the medium term.

Provided the approval of the Plan by the Meeting, the total number of Rights and therefore of shares servicing the implementation of the Plan shall not exceed 55,000 shares.

To service the Plan, the Board of Directors may (i) avail itself of the delegation to increase the share capital – with exclusion of option rights pursuant to art. 2349 of the Italian Civil Code – which shall be granted thereto by the Meeting, and (ii) use as shares to service the Plan any shares possibly held by the Company and purchased in the context of repurchase programmes of treasury shares resolved and executed pursuant to the applicable provisions of law.

Termination of the employment relationship during the Vesting Condition period results in the loss of the Rights granted by the Plan, including those that may already have accrued under the Performance Condition but not yet accrued in relation to the Vesting Condition.

### Reasons for the Plan

The Plan mainly aims at strengthening the Company's attraction and retention levers for individuals holding key roles for the achievement of the Group's strategic objectives in certain international markets. In particular, the Plan aims to achieve the following objectives:

- a) Making the compensation offer consistent with the practices of key international markets, including the North American market;
- b) Foster the loyalty of selected key managerial figures, encouraging their permanence within the Group;
- c) Establish a medium/long-term remuneration component based on shares, in line with best market practices.

In light of the above, the Board of Directors resolved to subsequently supplement the list of matters to be submitted to the Meeting already called with notice published on 13 April 2018 on the website of the Company and on the daily newspaper "MF/Milano Finanza".

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For more details in relation to the documents relating to the description of the Plan, the reasons justifying its adoption, as well as to any further topics to be discussed on the forthcoming 23rd of May,

reference is made to whatever will be published on the terms and according to the modalities provided for by the provisions of law and regulation in force.