

# DATALOGIC SHAREHOLDERS' MEETING

- Approval of parent company financial statements and examination of the Group's consolidated financial statements as at 31<sup>st</sup> December 2015
- Approval of a dividend distribution of 25 Euro cents per share, up 38.9% compared to the prior year
- Appointment of the new Board of Statutory Auditors
- Definition of the maximum total remuneration for members of the Board of Directors
- Approval of the Report on Remuneration
- Resolution on authorisation for the purchase and disposal of treasury shares

Bologna, 2nd May 2016 - The Ordinary Shareholders' Meeting of Datalogic S.p.A. (Borsa Italiana S.p.A.: DAL), company listed in the Electronic Equity Market (MTA) - Star Segment - organised and managed by Borsa Italiana S.p.A. ("Datalogic") a global leader in Automatic Data Capture and Industrial Automation markets, and world-class producer of bar code readers, mobile computers, sensors for detection, measurement and safety, vision systems and laser marking equipment, approved the Company financial statements and examined the Group's consolidated financial statements as at 31<sup>st</sup>December 2015.

The 2015 results show a significant improvement compared to the prior year, in terms of turnover, up 15.2% to 535.1 million, as well as profitability-EBITDA, up 6.2% to 73.7 million Euro (EBITDA margin of 13.8%) and net profit, up 31.4% to 40.5 million Euro. This improvement, which is the result of constant product innovation aimed at satisfying customers' requirements, involved both divisions - ADC and IA - and the key markets, namely Europe, China and the United States, where the distribution network was strengthened considerably.

Parent company Datalogic S.p.A. closed with a net profit for the year of 27.4 million Euro, compared to 23.6 million Euro of the prior year.

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The Shareholders' Meeting - pending the allocation of 161 thousand Euro to the legal reserve and 3.4 million Euro to the reserve for exchange rate gains - approved the distribution of an ordinary unit dividend, gross of legal withholdings, of 25 cents per share (up 38.9% compared to 18 cents per share in 2014), for a total amount of approximately 14.5 million Euro - with coupon detachment (no. 9) on 9<sup>th</sup> May (record date 10<sup>th</sup> May) and payment from 11<sup>th</sup>May. The residual profit of 9.3 million Euro was carried forward.

The Shareholders' Meeting also resolved the following:

(i) appointment of the members of the "new" Board of Statutory Auditors for the years 2016, 2017 and 2018 - whose mandate shall expire upon approval of the Company's financial statements as at 31<sup>st</sup> December 2018 - based on the following 2 lists submitted at the Company's offices.

Majority Shareholder HYDRA S.p.A. (which owns approximately 67.2% of the share capital of Datalogic S.p.A.) submitted, in the order indicated, the following list of candidates ("Majority List"):

Statutory auditors:

- Roberto Santagostino
- Elena Lancellotti
- Massimiliano Magagnoli

Alternate auditors:

- Mario Fuzzi
- Sonia Magnani
- Ruggero Mazza

The Minority Shareholders - specifically: Arca Azioni Italia and Arca Economia Reale Equity Italia; Eurizon Capital S.G.R. S.p.A., manager of the Eurizon Azioni PMI Italia fund; Eurizon Capital SA, manager of the Eurizon EasyFund - Equity Italy fund; Fideuram Investimenti S.G.R. S.p.A., manager of the Fideuram Italia fund; Fideuram Asset Management (Ireland) Limited, manager of the Fonditalia Equity Italy fund; Interfund Sicav, manager of the Interfund Equity Italy fund, and JP Morgan Asset Management, manager of the JP Morgan Funds and JP Morgan Fund II ICVC – JPM Europe Smaller Companies Fund (which overall hold approximately 1.66% of the share capital of Datalogic S.p.A.) - submitted the following list of candidates ("Minority List"):

Statutory auditors:

- Fiorenza Salvatore Marco Andrea

Alternate auditors:

- Paolo Prandi

In accordance with application of the so-called "list voting mechanism", the "new" Board of Statutory Auditors comprises the following individuals:

Statutory auditors:

- Fiorenza Salvatore Marco Andrea - Chairman
- Roberto Santagostino - Statutory auditor
- Elena Lancellotti - Statutory auditor

Alternate auditors:

- Paolo Prandi - Alternate auditor
- Mario Fuzzi - Alternate auditor
- Sonia Magnani - Alternate auditor

thereby ensuring for the so-called "minorities" the appointment of a Statutory auditor as Chairman and an Alternate auditor, as well as respect of the gender balance within the Company's control body.

The Minority List, from which the Chairman of the "new" Board of Statutory Auditors Fiorenza Salvatore Marco Andrea was taken, as well as Alternate auditor Paolo Prandi, was voted by 9,518,267 shares, corresponding to approx. 19.38% of the capital represented in the Meeting, while the so-called Majority List, from which the additional two Statutory auditors were taken (Roberto Santagostino and Elena Lancellotti), as well as the additional two Alternate auditors (Mario Fuzzi and Sonia Magnani) was voted by 39,521,445 shares, corresponding to approx. 80.45% of the capital represented in the Meeting.

The curriculum vitae of each member of the Company's new Board of Statutory Auditors - along with additional supporting documentation - are available at the company's offices, at Borsa Italiana S.p.A., on the authorised Storage device, and published on the internet site [www.datalogic.com](http://www.datalogic.com) - Governance - Shareholders' Meeting - Documentation.

The Shareholders' Meeting also established the annual remuneration of the Chairman of the Board of Statutory Auditors at 25 thousand Euro, and the annual remuneration for each Statutory auditor at 20 thousand Euro;

(ii) establishment, pursuant to and in accordance with Art. 20 of the Company Bylaws, of a total and cumulative annual amount of 1,600,000 as the maximum overall remuneration to be assigned to all members of the Board of Directors, including those with key responsibilities, for the current year (2016) and for the fraction of subsequent year (2017), up to the date of approval of the Company financial

statements for the year 2016, submitting any decisions on the subdivision of said maximum total amount among the various Directors to the discretion of the Board itself;

(iii) approval, pursuant to Art. 123-ter, paragraph 6 of Italian Legislative Decree no. 58/1998, of the 2016 Report on Remuneration;

(iv) authorisation for the Board of Directors to purchase and dispose treasury shares (which, as at the present date, amount to 274,610 in the Company's portfolio, equal to approximately 0.47% of the share capital), in order to guarantee to the Board an important strategic tool for management and functional flexibility.

The authorisation regards the purchase and disposal of treasury shares within the maximum quantitative limits envisaged by current regulations, for the period between the current date and that in which the Shareholders' Meeting is called upon to approve the financial statements for the year 2016 or, if a new authorisation is not resolved on this occasion, the longer term of 18 months from the date of this Shareholders' Meeting.

Any purchases of treasury shares shall be carried out, in accordance with the current regulations, based on the methods envisaged by Art. 144-bis of the Consob Issuer Regulation, at a price (per share) that may not be less or greater than over 10% of the average official stock market prices (upon closing) of the shares recorded by Borsa Italiana S.p.A. in the five sessions prior to each individual transaction.

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Please note that:

a) a summary statement of the voting with the number of shares represented at the General Meeting, the number of shares for which votes were cast, the percentage of share capital represented by these shares, also including the number of votes in favor of and against each resolution and the number of abstentions, will be available on the company's website no later than 5 (five) days from today;

b) the minutes of the General Meeting will be available to the public within 30 days from today.