



REGULATION

RR - 012 – v.03

PROCEDURE FOR THE GOVERNANCE OF TRANSACTIONS WITH RELATED PARTIES

COVER

| | |
|---------------------------------|---|
| Title | Procedure for the governance of transactions with related parties |
| Classification | Regulation |
| Document code | RR-012 |
| Approved by | Nexi SpA Board of Directors |
| Approval date | 10-06-2021 |
| Date of entry into force | 01-07-2021 |

UPDATES

| Version | Date | Code | Updates |
|---------|------------|--------|--------------------------------------|
| 3 | 01-07-2021 | RR-012 | Update due to organisational changes |
| 2 | 22-06-2020 | RR-012 | Update due to organisational changes |
| 1 | 16-04-2019 | RR-012 | Regulation, first issue |

Internal distribution

TABLE OF CONTENTS

| | | |
|----|--|----|
| 1 | GENERAL INFORMATION | 4 |
| 2 | DEFINITIONS | 5 |
| 3 | RELATED PARTIES COMMITTEE AND ALTERNATIVE CONTROLS..... | 7 |
| 4 | IDENTIFICATION OF THE COMPANY'S RELATED PARTIES | 8 |
| 5 | IDENTIFICATION OF TRANSACTIONS WITH RELATED PARTIES OF GREATER AND LESSER IMPORTANCE | 8 |
| 6 | TRANSACTIONS EXCLUDED FROM THE SCOPE OF THE PROCEDURE | 8 |
| 7 | PRELIMINARY PHASE OF THE TRANSACTION AND DISCLOSURE TO THE RELATED PARTIES COMMITTEE | 9 |
| 8 | PROCEDURE FOR TRANSACTIONS OF LESSER IMPORTANCE | 10 |
| 9 | PROCEDURE FOR TRANSACTIONS OF GREATER IMPORTANCE | 11 |
| 10 | TRANSACTIONS UNDER THE RESPONSIBILITY OF THE SHAREHOLDERS' MEETING | 12 |
| 11 | FRAMEWORK RESOLUTIONS | 13 |
| 12 | TRANSACTIONS THROUGH SUBSIDIARIES | 13 |
| 13 | PUBLIC DISCLOSURE OBLIGATIONS | 14 |
| 14 | REGISTER OF TRANSACTIONS WITH RELATED PARTIES | 14 |
| 15 | UPDATING AND PUBLICATION OF THE PROCEDURE..... | 14 |
| 16 | SUPERVISION OF THE PROCEDURE..... | 15 |
| 17 | ANNEXES | 15 |

1 GENERAL INFORMATION

- 1.1 This procedure (the “**Procedure**”) has been introduced by Nexi S.p.A. (“**Nexi**” or the “**Company**”) in implementation of article 2391-*bis* of the Italian Civil Code and the regulation containing provisions on related party transactions, introduced by CONSOB pursuant to resolution no. 17221 of 12 March 2010 as amended and supplemented (the “**RPT Regulation**” or “**CONSOB Regulation**”), above all taking into account the instructions and explanations provided by CONSOB in Communication no. DEM/10078683 of 24 September 2010.
- 1.2 The Procedure establishes the rules for the approval and execution of Transactions with Related Parties (as defined hereunder) introduced by Nexi, either directly or through subsidiaries, in order to ensure the transparency and substantial and procedural correctness of these transactions.
- 1.3 The Procedure was approved by Nexi’s Board of Directors on [8] March 2019, with the favourable opinion of the Related Parties Committee (as defined hereunder), issued pursuant to article 4, subsection 3 of the RPT Regulation as subsequently amended pursuant to resolution of Nexi’s Board of Directors on [●] 2021, again with the favourable opinion of the Related Parties Committee.
- 1.4 The Procedure came into force on the date of commencement of trading of the Company shares on the Mercato Telematico Azionario (MTA), organised and managed by Borsa Italiana S.p.A.

2 DEFINITIONS

The main terms used in this Procedure and definitions are specified below. Unless otherwise specified, the terms and definitions shall have the meanings set forth below. Any other terms used in the Procedure shall have the meanings given to them and indicated in the text or, where applicable, by the RPT Regulation.

| | |
|---|--|
| Directors Involved in the Transaction | Nexi's Directors who have interests in the Transaction with Related Parties, on their own behalf or on behalf of third parties, in conflict with the interests of the Company. |
| Independent Directors | Nexi's Directors who meet the independence requirements set forth by article 148, subsection 3, of the Consolidated Law on Finance and the Corporate Governance Code that Nexi has adopted and complies with. |
| Independent Unrelated Directors | The Independent Directors other than the counterparty of a given Transaction and Related Parties. |
| Related Parties Committee or | The Committee specified on paragraph 3 below. |
| Independent Expert(s) | The Independent Experts specified on paragraph 3.12 below. |
| Related Party Transaction(s) or Transaction(s) | The Transactions defined as such by international accounting standards used in accordance with the procedure specified by article 6 of Regulation (EC) no. 1606/2002 in force from time to time ¹ . |
| Low Value Transactions | The Transactions specified by paragraph 6.1, (a) hereunder. |
| Transactions of Greater Importance | The Transactions specified by paragraph 5.1 hereunder. |
| Transactions of Lesser Importance | The Transactions specified by paragraph 5.2 hereunder. |
| Ordinary Transactions | The Transactions specified by paragraph 6.1, (e) hereunder. |
| Delegated Body | The party or body which, on the basis of the delegations and powers in force from time to time, authorises/executes the Transaction. |
| Related Parties | For purposes of this Procedure, Nexi's Related Parties are defined as such by the international accounting standards used in accordance with the procedure specified by article 6 of Regulation (EC) no. 1606/2002 in force from time to time. |
| Alternative Controls | The persons or entities to which duties and responsibilities for Transactions with Related Parties are assigned, in the cases indicated by paragraph 3.4 hereunder. |

| | |
|---|--|
| Operational Manager of RPT | <p>The Manager in charge of preparing the company's financial reports, with the assistance of Corporate & Regulatory Affairs, which is the corporate department that establishes the Related Parties, the Transactions with Related Parties and controls the information flows with the Managers of Transactions and corporate bodies.</p> <p>Referring to the Transactions of the Subsidiaries, the Manager in charge can identify the Subsidiaries for which it is necessary to set up a decentralised Operational Manager of RPT (Decentralised Operational Manager of RPT). This latter decentralised Operational Manager of RPT should perform, under its responsibility and with the support of the Operational Manager of RPT, all the tasks required in this procedure referring to all the transactions of the subsidiaries. This should be done by providing to the Manager in charge all the information required to fulfil with the provisions given.</p> <p>The corporate bodies in charge of the subsidiaries identify the decentralized Operational Manager of RPT.</p> |
| Register of Related Parties or Register | <p>The Register in which Related Parties are registered, as specified by paragraph 4 below.</p> |
| Register of Transactions with Related Parties or Register of | <p>The Register in which Transactions with Related Parties of Greater and Lesser Importance are registered, as specified by paragraph 14 below.</p> |
| RPT Regulation or CONSOB Regulation | <p>The Regulation containing the provisions concerning Transactions with Related Parties, introduced by CONSOB with resolution no. 17221 of 12 March 2010 as amended and supplemented.</p> |
| Manager of the Transaction | <p>The manager of the individual Transaction with Related Parties of the Company and the subsidiaries thereof in accordance with the provisions of the Company's internal regulations.</p> |
| Unrelated Shareholders | <p>Parties who have voting rights other than the counterparty of a given Transaction, and parties related to both the counterparty of a specific Transaction and the Company.</p> |
| Consolidated Law on Finance | <p>Italian Legislative Decree no. 58 of 24 February 1998 as amended and supplemented.</p> |

3 RELATED PARTIES COMMITTEE AND ALTERNATIVE CONTROLS

- 3.1 The Board of Directors of the Company creates a Related Parties Committee, consisting of 3 Independent and non-executive Directors, appointed by Nexi's Board of Directors.
- 3.2 Before issuing the opinion specified by paragraphs 8 and 9 below, the Related Parties Committee promptly ascertains whether all the members of the Committee are parties different to the counterparty to a specific Transaction and its Related Parties.
- 3.3 The Committee may make this assessment with the assistance of Corporate & Regulatory Affairs.
- 3.4 If - for a specific Transaction - one or more members of the Committee are the counterparty of the Transaction or a Related Party to the counterparty of the Transaction (the "**Related Director**" and the "**Related Directors**"):
 - a) the Related Parties Committee shall immediately inform the Operational Manager of RPT of the existence of related party relationships, who then shall inform the Manager of the Transaction and the Board of Directors of the Company; and
 - b) it is necessary to use the control entities described by the following subsections of this paragraph, that are introduced to protect the substantive correctness and fairness of Transactions of Greater or Lesser Importance (the "**Alternative Controls**").
- 3.5 If one of the members of the Related Parties Committee is a Related Director, the remaining two Independent Unrelated Directors of the Committee will carry out the activities provided by this Procedure; in this case the opinion should be unanimous.
- 3.6 If two members of the Related Parties Committee qualify as Related Directors, the activities of the Committee, as provided by this Procedure, shall be performed by the member of the Committee who qualifies as an Independent Unrelated Director, together with the most senior Independent Unrelated Director who is not a member of the Committee (if any).
- 3.7 If all the members of the Related Parties Committee qualify as Related Directors, the activities of the Committee, as provided by this Procedure, shall be carried out by the Board of Statutory Auditors, provided that the majority of its members do not qualify as Related Parties of the specific Transaction.
- 3.8 If it is not possible to use the Alternative Controls described by the above paragraphs, the activities of the Committee shall be performed by an independent expert appointed by the Board of Directors from experts of proven professionalism and experience in the matters in question, subject to the verification of independence and absence of conflicts of interest thereof.
- 3.9 The Related Parties Committee or, as the case may be, the persons or entities who replace the Committee as Alternative Controls pursuant to this paragraph 3, perform the duties provided by applicable law and this Procedure.
- 3.10 The members of the Related Parties Committee remain in office until they resign, go out of office as directors or fail to meet the requirements of independence.
- 3.11 If the Board of Directors has not already done so when appointing the Related Parties Committee, the members of the Related Parties Committee shall elect one of their members as Chairman, who shall coordinate the Committee's activities in accordance with applicable regulations.
- 3.12 In carrying out the activities envisaged by the Procedure, the Related Parties Committee or, as the case may be, the persons or entities replacing the Committee as Alternative Controls pursuant to the provisions of this paragraph 3 may be assisted at the Company's expense - should they consider it necessary or appropriate - by one or more independent experts of their choice, having the necessary professionalism and experience in the matters in question (the "**Independent Experts**"). The Related Parties Committee or the Alternative Controls, as the case may be, shall firstly ensure that the Independent Experts comply with the independence requirements, taking into account the relationships mentioned by paragraph 2.4 of Annex 4 attached to the RPT Regulation.
- 3.13 The Independent Expert selected should issue a statement confirming its independence at the time of its appointment, indicating any economic, equity and financial relationships with (i) the related party,



subsidiaries of the related party, the parties that control the latter, companies that are under the joint control of the latter, as well as the directors of the above companies; and with (ii) the Company, the subsidiaries thereof, the parties that control the Company, the companies under the joint control of Nexi and/or the directors of the above companies, stating the reasons why such relationships are not relevant for the purposes of the independence opinion.

4 IDENTIFICATION OF THE COMPANY'S RELATED PARTIES

- 4.1 For the purposes of applying this Procedure, according to the information received or already available, the Company shall identify its Related Parties and draw up a list thereof.
- 4.2 Nexi establishes the Register of Related Parties, in which the Related Parties, as defined by paragraph 2 above, are entered.
- 4.3 The Register of Related Parties, which is stored in electronic format, is prepared and updated by the Operational Manager of RPT. The Register is also stored in compliance with the current privacy law.
- 4.4 Nexi's Corporate & Regulatory Affairs department will inform each director and standing auditor in writing, including the other managers of Nexi who have strategic responsibilities, the entity controlling Nexi and anyone who holds an investment in Nexi important enough to allow it to exercise significant influence over the latter, that the entry in the Register has been made, at the same time requesting (i) from each person concerned the initial transmission of data about close family members, the entities that they or close family members control, even jointly, and (ii) from the entity that controls Nexi the details of the entities over which it exercises a significant influence, including those entities in which it holds, directly or indirectly, a significant share, in any case no less than 20%, of the voting rights and the entities in which it covers a position as manager with strategic responsibilities, where the relevant terms are intended according to the definitions of the international accounting standards used on the basis of the procedure specified by article 6 of Regulation (EC) no. 1606/2002 applicable from time to time.
- 4.5 The directors and standing auditors, as well as Nexi's managers with strategic responsibilities and the entity that controls Nexi, shall promptly notify Nexi's Corporate & Regulatory Affairs department of any significant changes to the data communicated, in order to correctly identify the Related Parties thereof.
- 4.6 All the departments of the Company and its subsidiaries are required to communicate to the Operational Manager of RPT any new circumstances - such as, the acquisition of shareholdings, the signing of contracts or the revision of existing contracts - which may imply changes to the data entered in the Register.
- 4.7 The list of Related Parties shall be promptly updated in the cases described by paragraphs 4.5 and 4.6 above and when new Related Parties are identified and shall, in any case, be checked and updated at least once every six months according to the information available.

5 IDENTIFICATION OF TRANSACTIONS WITH RELATED PARTIES OF GREATER AND LESSER IMPORTANCE

- 5.1 Transactions of Greater Importance: for purposes of this Procedure, these are Transactions with Related Parties in which at least one of the relevance ratios specified by Annex 1 attached to this Procedure, that are applicable according to the specific Transaction, is above the thresholds specified therein.
- 5.2 Transactions of Lesser Importance: for the purposes of this Procedure, these are Transactions with Related Parties different to Transactions of Greater Importance and Low Value Transactions.
- 5.3 For purposes of identifying Transactions of Greater Importance, the Manager in charge of preparing the Company's financial reports is the person designated to calculate and update the threshold values relating to the relevant ratios specified by Annex 1 attached to this Procedure.

6 TRANSACTIONS EXCLUDED FROM THE SCOPE OF THE PROCEDURE

- 6.1 Without prejudice to the mandatory provisions of the RPT Regulation and the law on disclosure and transparency, the following Related Party Transactions are excluded from the scope of this Procedure -



in addition to the Transactions specified by article 13, subsections 1, 1-bis and 4 of the CONSOB Regulation, even when they are Transactions carried out through subsidiaries (the “**Excluded Transactions**”):

- a) transactions which, individually, have a value of no more than 100,000 euro (one hundred thousand) if the Related Party is a natural person, or transactions for an amount no more than 500,000 euro (five hundred thousand) if the counterparty is a legal person (“**Low Value Transactions**”);
- b) remuneration plans based on financial instruments approved by the shareholders' meeting pursuant to article 114-bis of the Consolidated Law on Finance and related executive transactions;
- c) resolutions, other than those excluded pursuant to article 13, subsection 1 of the CONSOB Regulation, concerning the remuneration of board directors and directors holding special positions as well as executives with strategic functions, provided that: (i) a remuneration policy approved by the shareholders' meeting has been introduced; (ii) a committee consisting exclusively of non-executive directors, the majority of whom are independent, has been involved in establishing this policy; and (iv) the remuneration allocated is identified in accordance with this policy and quantified on the basis of criteria that do not involve discretionary assessments;
- d) transactions with or between subsidiaries - even jointly controlled by the Company - and Transactions with associates of the Company, provided that in the subsidiaries or associates that are counterparties of the Transaction there are no significant interests of other Related Parties of the Company.

For this purpose, the “significant interests” of another Related Party of the Company are intended as interests deriving from relationships involving shareholdings or of a financial nature with the subsidiary or associate of the Company that is the counterparty of a specific Transaction, if the purpose of these relationships is exclusively or primarily that of influencing the choices of the subsidiary or associate in order to satisfy the interests of the Related Party. Significant interests of another Related Party may exist if the Company shares with the subsidiary or associated company one or more executives with strategic responsibilities and these persons, not only merely share positions, but enjoy the benefits of incentive plans based on financial instruments (or in any case variable remuneration) based on the results of the subsidiary or associated company with which the transaction is carried out. In any case, interests arising from the merely sharing of one or more directors or other executives with strategic responsibilities by the Company and its subsidiaries or affiliated companies, are not considered to be significant interests;

- e) Transactions that fall under ordinary business and related financial activities of the Company or the subsidiary through which the Company carries out the transaction, at terms similar to those usually applied to unrelated parties for transactions of a similar kind, size and involving a similar risk, or based on regulated tariffs or imposed prices or applied to parties with which the Company is obliged by law to enter into contracts at a specific price (“**Ordinary Transactions**”);
- f) Urgent transactions that do not fall under the competence of the shareholders' meeting or do not have to be approved thereby, subject to the introduction of a specific clause in the articles of association and compliance with the requirements of article 13, subsection 6 of the RPT Regulation.

7 PRELIMINARY PHASE OF THE TRANSACTION AND DISCLOSURE TO THE RELATED PARTIES COMMITTEE

- 7.1 The Manager of the Transaction who intends to carry out a transaction should first ascertain whether the counterparty of that transaction is a Related Party, and entered as such in the Register.
- 7.2 If the transaction is with a Related Party, the Manager of the Transaction shall also assess the importance of the transaction, if any, for the purposes of this Procedure and whether or not it falls under the Excluded Transactions.
- 7.3 If the Manager of the Transaction has ascertained that the counterparty of the transaction is entered in the Register of Related Parties (or if this is not certain), the Manager shall promptly inform the Operational Manager of RPT.

- 7.4 The Operational Manager of RPT or the decentralised Operational Manager of RPT shall in case check:
- whether the transaction is a Transaction with a Related Party;
 - whether the Transaction falls under the Excluded Transactions and, in particular, whether the Transaction qualifies as an Ordinary Transaction, and, for the Transactions described by paragraph 6 (d) above, that the other Related Parties of the Company have no significant interests;
 - if the Transaction implements a framework resolution or is part of consistent transactions or of transactions carried out for a shared purpose, as better specified by paragraph 11 hereunder;
 - whether the Transaction qualifies as a Transaction of Greater or Lesser Importance.
- 7.5 If the identification of a Related Party or the assessment of the nature of a transaction is controversial, the Operational Manager of RPT will submit the matter to the Related Parties Committee.
- 7.6 The Operational Manager of RPT or the decentralised Operational Manager of RPT shall inform the Manager of the Transaction in writing without delay of the outcome of the assessment described by paragraph 7.4 above, specifying the nature of the transaction and providing objective evidence of the outcome of the assessment.
- 7.7 If the transaction qualifies as a Transaction of Lesser Importance, or as a Transaction of Greater Importance, but does not qualify as an Excluded Transaction or as a transaction implementing a framework resolution pursuant to paragraph 11 hereunder, the Operational Manager of RPT shall commence the procedure provided by paragraphs 8 and 9 below, respectively, duly informing the Manager of the Transaction.
- 7.8 The Operational Manager of RPT will keep records of the results of the assessment specified by paragraph 7.4 above and of the communications sent to the Manager of the Transaction and the Related Parties Committee.
- 7.9 In case of derogation from the publication obligations provided for Transactions of Greater Importance pursuant to Article 5, paragraphs 1 to 7 of the RPT Regulation, without prejudice to the provisions of article 17 of Regulation (EU) no. 596/2014 and article 5, subsection 8 of the RPT Regulation, if an Ordinary Transaction carried out by the Company (directly or through Subsidiaries) with Related Parties of the Company is a Transaction of Greater Importance, the Company shall inform Consob and, through the Internal Control of RPT, the Related Parties Committee, within the deadline specified by article 5, subsection 3, of the RPT Regulation, of the counterparty, the subject matter and the consideration of the Transaction that benefited from the exclusion as well as the reasons why the Transaction is considered to be Ordinary and carried out at market-equivalent or standard conditions, providing objective evidence thereof.
- 7.10 On the basis of the information received in accordance with paragraph above, the Related Parties Committee assesses, at least once every six months, that the exemption terms have been applied correctly to Ordinary Transactions of Greater Importance, checking, in particular, for this purpose, the relevance of the subject matter of the Transactions with respect to the activities of the Nexi Group, the recurring nature of the type of Transaction in question in the activities of the Company or Group, the contractual terms and conditions of the Exempted Transactions, above all taking into account the characteristics of the consideration, the type of counterparty and the times of execution of the Transactions. If, upon completion of the periodic verification procedures specified by this paragraph, the Related Parties Committee finds that the process and/or criteria for evaluating Ordinary Transactions of Greater Importance for the purpose of applying the relevant exemption terms should be improved and/or modified, it shall submit its instructions and suggestions to the Internal Control of RPT, that shall take these into account when assessing similar cases in the future.

8 PROCEDURE FOR TRANSACTIONS OF LESSER IMPORTANCE

- 8.1 Transactions of Lesser Importance, that do not fall under the purview of the shareholders' meeting or do not require the approval therefore, shall be approved by the Delegated Body, after obtaining the non-binding opinion complete with reasons of the Related Parties Committee on the interest of the Company



to carry out the Transaction and the convenience and substantial fairness of the terms.

- 8.2 If the Transaction of Lesser Importance is decided by the Board of Directors, for any reason whatsoever, including the case described by article 2391 of the Italian Civil Code, the Directors Involved in the Transaction shall abstain from voting on the related resolutions, even though their presence is counted in the quorum of the meeting provided by law or the articles of association.
- 8.3 For the opinion of the Related Parties Committee, the Manager of the Transaction shall forward to the Related Parties Committee, well in advance, through the Operational Manager of RPT, complete and appropriate information about the Transaction of Lesser Importance. In particular, this information should be related to the type of relationship, the main terms and conditions of the Transaction, the times, the reasons for which the Transaction is carried out and any risk for the Company.
- 8.4 If the Related Parties Committee considers it to be necessary or appropriate, the Committee may, at the Company's expense, use the services of one or more Independent Experts to whom the provisions of paragraphs 3.12 and 3.13 of this Procedure apply.
- 8.5 The opinion of the Related Parties Committee should be issued in good time for the approval of the Transaction of Lesser Importance. This opinion will then be forwarded to the Operational Manager of RPT, together with the opinion, fairness opinion, report or similar document produced by the Independent Experts.
- 8.6 The Manager of the Transaction shall forward to the Delegated Body, through the Operational Manager of RPT and in good time for the approval, complete and appropriate information about the Transaction of Lesser Importance, indicating the result of the preliminary stage, the type of relationship, the main terms and conditions and the times of the Transaction, the assessment procedure followed, the reasons for the Transaction, any risks for the Company, and a copy of the opinion of the Related Parties Committee specified by paragraph 8.3 above and any other opinions issued in relation to the Transaction.
- 8.7 The Transactions of Lesser Importance should be approved in writing; the minutes or the decision, in the case of a sole director, should give the reasons of the Company's interest in carrying out the Transaction, and the substantive correctness and fairness of the relevant terms.
- 8.8 Through the Operational Manager of RPT and on the basis of a complete report prepared by the Manager of the Transaction, the Delegated Bodies shall provide information about how Transactions of Lesser Importance are carried out and, in particular, shall provide the details of the counterparties, the consideration and other economic terms and times to the Board of Directors and the Board of Statutory Auditors at least once every three months.
- 8.9 The Operational Manager of RPT files the documents of each Transaction of Lesser Importance, including, for example, the opinion of the Related Parties Committee, the opinion of the Independent Experts, if any, and a copy of the minutes or decision of the Delegated Body and the report forwarded as provided by the above paragraphs. Moreover, each Transaction of Lesser Importance should be entered in the Register of Transactions with Related Parties, as specified by paragraph 14 hereunder.
- 8.10 In the case of Alternative Controls, the provisions of this paragraph 8 relating to the Related Parties Committee shall apply, *mutatis mutandis*, to such control entities.

9 PROCEDURE FOR TRANSACTIONS OF GREATER IMPORTANCE

- 9.1 Transactions of Greater Importance, which do not fall within the competence of the shareholders' meeting or which do not need to be authorised by it, are approved by the Company's Board of Directors, subject to a reasoned favourable opinion of the Related Parties Committee on the Company's interest in carrying out the Transaction, as well as on the convenience and substantial fairness of the relevant conditions.
- 9.2 If there are Directors Involved in the Transaction, without prejudice to article 2391 of the Italian Civil Code, they shall abstain from voting by the Board of Directors on the related resolutions, even though their presence is counted in the quorum of the meeting as provided by law or the articles of association.
- 9.3 In order to permit the Related Parties Committee to prepare an opinion, the Manager of the Transaction - through the Operational Manager of RPT- shall (i) immediately involve the Committee in the negotiation and preliminary stage of each Transaction of Greater Importance, by promptly communicating when the



negotiations and/or the preliminary stage are to commence, forwarding to the Committee, or to the member or members delegated by the Committee, complete and updated information on the Transaction and (ii) update the information on the Transaction as appropriate or necessary according to the progress of negotiations. The information should above all concern, the type of the relationship, the main terms and conditions of the Transaction, the times, the reasons for which the Transaction is carried out, and any risks for the Company.

The Committee has the right to ask for information and make observations - directly or through the Operational Manager of RPT- to the Manager of the Transaction and the persons in charge of the negotiations or the preliminary stage.

- 9.4 If the Committee considers it to be necessary or appropriate, the Committee may, at the Company's expense, use the services of one or more Independent Experts to whom the provisions of paragraphs 3.12 and 3.13 of this Procedure shall apply.
- 9.5 The Committee's opinion should be issued in good time for the meeting of the Board of Directors called to approve the Transaction of Greater Importance, together with any fairness opinion, expert opinion or other similar document produced by the Independent Experts.
- 9.6 The Manager of the Transaction shall forward to the Board of Directors, directly or through the Operational Manager of RPT and in good time for the meeting called to approve the Transaction, complete and appropriate information about the Transaction of Greater Importance, indicating the result of the preliminary stage, the type of relationship, the main terms and conditions and the times of the Transaction, the assessment procedure followed, the reasons for the Transaction, any risks for the Company, and a copy of the opinion of the Related Parties Committee specified by paragraph 9.4 above and any other opinions issued in relation to the Transaction.
- 9.7 If the Committee has given an opinion, together with reasons advising against the Transaction or subject to the acceptance of specific conditions, the Board of Directors may: (a) approve the Transaction, provided that the resolution approving the Transaction includes the remarks made by the Committee, or (b) approve the Transaction despite the opinion against the Transaction or, in any case, without taking into account the remarks of the Committee, provided that the Transaction is authorised by the shareholders' meeting, pursuant to article 2364, subsection 1, no. 5) of the Italian Civil Code and in accordance with the provisions of paragraph 10.3 below, or (c) not proceed with the Transaction.
- 9.8 The minutes of the resolutions approving Transactions of Greater Importance should contain the reasons for the Company's interest in carrying out the Transaction, and the substantive correctness and fairness of the relevant terms.
- 9.9 Through the Operational Manager of RPT and on the basis of a complete report prepared by the Manager of the Transaction, the Delegated Bodies shall provide information about how Transactions of Greater Importance are carried out and, in particular, shall provide the details of the counterparties, the consideration and other economic terms and times to the Board of Directors and the Board of Statutory Auditors at least once every three months.
- 9.10 The Operational Manager of RPT shall file the documents for each Transaction of Greater Importance, including, for example, the opinion of the Committee, the opinion of the Independent Experts, if any, and a copy of the minutes or the decision of the competent body to pass resolution and the report pursuant to the above paragraphs. Moreover, each Transaction of Greater Importance must be entered in the Register of Transactions with Related Parties, as specified by paragraph 14 hereunder.
- 9.11 In the case of Alternative Controls, the provisions of this paragraph 9 relating to the Committee shall apply, *mutatis mutandis*, to such control entities.

10 TRANSACTIONS UNDER THE RESPONSIBILITY OF THE SHAREHOLDERS' MEETING

- 10.1 If the Transaction to carry out falls under the responsibility or is subject to the approval of the shareholders' meeting, the same procedures described by paragraphs 7, 8 and 9 above should be complied with, *mutatis mutandis*, indicating whether the transaction is a Transaction of Greater Importance or a Transaction of Lesser Importance. In this case, the Related Parties Committee should provide an opinion, complete with reasons, about the Company's interest in carrying out the Transaction, and the substantive



convenience and fairness of the terms when the Transaction is approved, by the Board of Directors of the Company, of the proposed resolution to present to the shareholders' meeting.

- 10.2 The opinions of the Committee and any Independent Experts appointed are attached to the proposed resolution approved by the Company's Board of Directors.
- 10.3 If - for a Transaction under the responsibility of the shareholders' meeting that qualifies as a Transaction of Greater Importance - the proposed resolution to submit to the shareholders' meeting is approved even if the Related Parties Committee expresses an opinion against the Transaction, without prejudice to the provisions of articles 2368, 2369 and 2373 of the Italian Civil Code, the Transaction shall not be carried out if the majority of the voting Unrelated Shareholders vote against the Transaction, provided that the Unrelated Shareholders present at the meeting represent at least 10% of the share capital.
- 10.4 In the case of Transactions to be submitted to the shareholders' meeting that are considered to be urgent because they are associated with a corporate crisis, the provisions of article 11, subsection 5, of the RPT Regulation shall apply - if this is expressly permitted by the articles of association.

11 FRAMEWORK RESOLUTIONS

- 11.1 For the purpose of this Procedure, framework resolutions relating to number of consistent Transactions that are to be carried out by the Company, directly or through subsidiaries, with specific categories of Related Parties, may be adopted. In this case, framework resolutions:
- shall be valid for a period not exceeding 1 year;
 - are related to sufficiently specific Transactions with Related Parties, indicating at least the expected maximum amount of the Transactions to carry out in the period in question and the reasons for the terms provided.
- 11.2 Framework resolutions are adopted in accordance with and in application of the provisions of paragraphs 7, 8 and 9 above, according to the expected maximum amount of Transactions subject to the framework resolution, considered as a whole. These provisions however do not apply to individual Transactions concluded to implement framework resolutions.
- 11.3 On the basis of a specific report prepared by the Manager of the Transaction, the delegated bodies shall provide a report on the execution of each framework resolution to the Board of Directors and the Board of Statutory Auditors at least once every three months.
- 11.4 When a framework resolution is approved, if the expected maximum amount of Transactions subject to such resolution qualifies these as Transactions of Greater Importance, the Company publishes an Information Document (as defined below).

12 TRANSACTIONS THROUGH SUBSIDIARIES

- 12.1 This Procedure is also applicable, mutatis mutandis, when a Transaction with Related Parties is carried out through a subsidiary of Nexi (intended as Transactions which are carried out by the subsidiary, but attributable to the Company pursuant to a prior examination or approval by the latter). In this case, the competent bodies of the subsidiary decide and/or execute the Transaction, subject to the opinion of the Related Parties Committee, complete with reasons.
- 12.2 In order to ensure that the Committee is involved immediately, the subsidiaries - represented by the Manager of the Transaction - will promptly inform the Operational Manager of RPT about the Transactions with Related Parties of Nexi that the subsidiaries intend to carry out, forwarding immediately in advance the information specified by paragraph 7 above and the documentation necessary to implement the actions provided by the Procedure.
- 12.3 If the Transaction is approved, the Board of Directors and the Board of Statutory Auditors of the Company shall be fully informed, at least once every three months, of the execution of the Transaction.

Internal distribution

13 PUBLIC DISCLOSURE OBLIGATIONS

- 13.1 The Company provides information to the public about Transactions with Related Parties using the methods and within the terms provided and governed specifically by articles 5 and 6 of the RPT Regulation, and - where applicable - by article 17 of Regulation (EU) no. 596/2014.
- 13.2 When Transactions of Greater Importance are carried out, even by Italian or foreign companies controlled by the Company, the Operational Manager of RPT, with the assistance of the corporate departments involved, shall prepare and make available to the public, pursuant to article 5 of the CONSOB Regulation, an information document drawn up in accordance with Annex 4 attached to the RPT Regulation (the "**Information Document**").
- With the assistance of the corporate departments involved, the Operational Manager of RPT shall prepare and make available to the public an Information Document even if, during the financial year, consistent transactions are concluded with a Related Party, or with parties related both to the latter and the Company, or are carried out to attain a shared purpose which, though not qualifying individually as Transactions of Greater Importance, exceed, when considered as a whole, the thresholds of relevance specified by Annex 3 attached to the CONSOB Regulation. In this case, the provisions of article 5, subsection 4 of the CONSOB Regulations shall apply.
- 13.3 In the case of Transactions of Lesser Importance approved in the presence of a negative opinion by the Related Parties Committee, the Operational Manager of RPT, with the assistance of the corporate departments involved, shall prepare and make available to the public a document pursuant to article 7, subsection 1, (g) of the CONSOB Regulation.
- 13.4 If a Transaction with Related Parties is disclosed through a press release pursuant to article 17 of Regulation (EU) no. 596/2014, the latter shall contain not only the information to be published pursuant to the above provision, but at least the information provided by article 6, subsection 1 of the CONSOB Regulation.
- 13.5 The interim and annual reports on operations shall contain the information provided by article 5, subsection 8 of the CONSOB Regulation. Information on individual Transactions of Greater Importance may be included by reference to the published Information Documents, reporting any significant updates.
- 13.6 In order to ensure coordination with the procedures set forth by article 154-bis of the Consolidated Law on Finance, the Manager in charge of preparing the company's financial reports shall receive any information it may request on Transactions with Related Parties.
- 13.7 The Transaction Manager of the Company or the subsidiary that carries out the Transaction shall promptly forward to the Operational Manager of RPT and the other departments involved, any information and documents that may be required to fulfil the obligations specified by the above subsections of this paragraph 13, together with the information and documents necessary to fulfil the mandatory reporting obligations for Excluded Transactions, framework resolutions and the related implementing operations.

14 REGISTER OF TRANSACTIONS WITH RELATED PARTIES

- 14.1 Nexi establishes a Register of Transactions with Related Parties, in which all Transactions of Greater and Lesser Importance with Related Parties are entered.
- 14.2 The Register of Related Parties, which is stored in electronic format, is prepared and updated by the Operational Manager of RPT.
- 14.3 The Operational Manager of RPT, the Manager of the Transaction and the Control departments have access to the Register of Transactions.

15 UPDATING AND PUBLICATION OF THE PROCEDURE

- 15.1 Nexi's Board of Directors periodically decides, at least once every three years, whether to revise this Procedure, taking into account, moreover, the effectiveness in the practical application thereof and any changes that may have occurred in the Company's ownership structure. Amendments to this Procedure



are approved by the Board of Directors subject to the favourable opinion of the Related Parties Committee or, failing this, in accordance with article 4 of the RPT Regulation.

15.2 This Procedure is made available to the public on the Company's website by the Operational Manager of RPT and is referred to, by reference to the website, in the annual report on operations.

16 SUPERVISION OF THE PROCEDURE

16.1 Nexi's Board of Statutory Auditors ensures that this Procedure complies with the general principles of the RPT Regulation, and the compliance thereof, and reports to the Company's shareholders' meeting in accordance with article 2429, second subsection, of the Italian Civil Code or article 153 of the Consolidated Law on Finance.

17 ANNEXES

Annex 1 - Identification of Transactions of Greater Importance with Related Parties

Annex 1

IDENTIFICATION OF TRANSACTIONS OF GREATER IMPORTANCE WITH RELATED PARTIES

In accordance with the provisions of Annex 3 of the RPT Regulation, this Annex establishes the quantitative criteria to identify Transactions of Greater Importance.

Quantitative criteria

1. Transactions of Greater Importance are identified as those in which at least one of the following relevance ratios, that are applicable according to the specific transaction, is higher than the threshold of 5%:

- a) **Equivalent-value relevance ratio:** this is the ratio between the equivalent value of the transaction and the shareholders' equity taken from the most recent (consolidated, if drawn up) balance sheet published by the company or, for listed companies, if greater, the capitalisation of the company established at the close of the last open market day included in the reference period of the most recent accounting document (yearly or half-yearly financial report or interim financial documents, if drawn up).

If the economic conditions of the transaction are determined, the equivalent value of the transaction is:

- (i) for cash items, the amount paid to/by the contractual counterparty;
- (ii) for items consisting of financial instruments, the fair value calculated, on the date of the transaction, in accordance with international accounting standards adopted with Regulation (EC) no. 1606/2002;
- (iii) for financing transactions or guarantees, the maximum amount that may be disbursed.

If the economic conditions of the transaction depend in whole or in part on quantities that are not yet known, the equivalent value of the transaction is the highest value that may be received or is payable pursuant to the agreement.

- b) **Relevance ratio of assets:** this is the ratio between the total assets of the entity made subject of the transaction and the total assets of the company. The data to be used must result from the most recent (consolidated, if drawn up) balance sheet published by the company; where possible, similar data must be used to calculate the assets of the entity subject to the transaction.

For acquisitions and disposals of investments in companies that affect the scope of consolidation, the value of the numerator is the total assets of the subsidiary, regardless of the percentage of capital involved.

For acquisitions and disposals of investments in companies that do not affect the scope of consolidation, the value of the numerator is:

- (i) in the case of acquisitions, the value of the transaction plus any liabilities of the target company taken on by the purchaser;
- (ii) in the case of disposals, the fee for the asset disposed of.

For transactions involving the acquisition and disposal of other assets (other than the acquisition of an investment), the value of the numerator is:

- (i) in the case of acquisitions, the fee or the book value attributed to the asset, whichever is greater;
- (ii) in the case of disposals, the book value of the asset.



c) **Relevance ratio of liabilities:** this is the ratio of the total liabilities of the target entity and the total assets of the company. The data to be used must result from the most recent (consolidated, if drawn up) balance sheet published by the company; where possible, similar data should be used to calculate the liabilities of the company or business unit acquired.

2. The relevance threshold is reduced to 2.5% for transactions with a listed parent company, if any, or with parties related to the latter and that are therefore related to the company.

3. In the event of several grouped transactions pursuant to article 5, subsection 2 of the RPT Regulation, the companies will first establish the relevance of each transaction on the basis of the ratio or ratios provided. To check whether the thresholds are exceeded, the results for each ratio are then added.

Alternative methods of calculation

If one or more grouped transactions pursuant to article 5, subsection 2 of the RPT Regulation are identified as "of greater importance" according to the ratios provided for in paragraphs 1, 2 and 3 and this result appears manifestly unjustified in view of specific circumstances, CONSOB may indicate, at the company's request, alternative methods to be followed in calculating the above ratios. To this end, the company informs CONSOB of the essential characteristics of the transaction and the specific circumstances on which the request is based before completing negotiations.