English Courtesy Translation

SHAREHOLDERS' AGREEMENT RELATING TO SHARES OF NEXI S.P.A.

Extract pursuant to art. 122 of Legislative Decree dated February 24, 1998, no. 58 (the "CFA**") and art. 129 of the CONSOB Regulation no. 11971/1999 (the "**Issuers' Regulation**")**

It is hereby announced that, on February 11, 2021:

(i) Nexi S.p.A. with registered office in Milan, at Corso Sempione no. 55, number of registration with the Companies' Register of Milan, Monza, Brianza and Lodi no. 09489670969, share capital equal to Euro 57,070,707, whose ordinary shares are admitted to negotiation on the "*Mercato Telematico Azionario*" organised and managed by Borsa Italiana S.p.A. (hereinafter, referred to as "**Nexi**" or the "**Company**"),

(ii) **S**IA S.p.A., with registered office at Via Francesco Gonin no. 36, Milan, number of registration with the Companies' Register of Milan, Monza Brianza and Lodi 10596540152, share capital equal to Euro 22,274,619.51 (hereinafter, referred to as "**SIA**"),

(iii) CDP Equity S.p.A., with registered office at Via San Marco no. 21A, Milan, number of registration with the Companies' Register of Milan, Monza, Brianza and Lodi 07532930968, share capital equal to Euro 2,890,583,470 (hereinafter, referred to as "**CDPE**"),

(iv) FSIA Investimenti S.r.l., with registered office at Via San Marco no. 21A, Milan, number of registration with the Companies' Register of Milan, Monza, Brianza and Lodi 08655320961, corporate capital equal to Euro 20,000 (hereinafter, referred to as "**FSIA**") and

(v) Mercury UK Holdco Limited, a private limited company, incorporated and existing under the laws of England and Wales, with registered seat in London, at 111 Buckingham Palace Road, registered with the England and Wales Companies' Registry (Companies House) under no. 0963808, corporate capital 770,000,001 ((hereinafter, referred to as "**Mercury**")

entered into a binding framework agreement (hereinafter, referred to as the "**Agreement**") aimed at setting out, in particular, the terms and conditions of: *(i)* the merger by incorporation of SIA into Nexi (hereinafter, referred to as the "**Merger**"); and, subsequently (albeit in the same context), *(ii)* the contribution to a newly incorporated company (or other subsidiary) wholly owned by the company resulting from the SIA-Nexi Merger (hereinafter, referred to as the "**Combined Entity**") of the operating business units relating to SIA; *(iii)* the adoption of a new by-laws of the Combined Entity (hereinafter, referred to as the "**New By-Laws**") effective as of the effective date of the Merger (hereinafter, referred to as the "**Effective Date**"); and *(iv)* the signing of a shareholders' agreement (hereinafter, referred to as the "**Shareholders' Agreement**") which will become effective as of the Effective Date (collectively, referred to as the "**Transaction**").

Considering that, pending the completion of the Transaction, the cross-border merger by incorporation of Nets Topco 2 S.à r.l. (hereinafter, referred to as "**Nets**") into Nexi (hereinafter, referred to as the "**Nets-Nexi Merger**"), announced to the market on November 15, 2020, might be completed, two alternative versions of the Shareholders' Agreement have been prepared (both attached to the Framework Agreement, in a form already substantially agreed upon by the respective parties):

(i) The version "A", which would be entered into between CDPE, FSIA, Mercury, AB Europe (Luxembourg) Investment S.à r.l., Eagle (AIBC) & CY SCA and Evergood H&F Lux S.à r.l. (current reference shareholders of Nets) (hereinafter, referred to as the "**Nets Shareholders**"), assuming that the Nets-Nexi Merger had already been completed on the Effective Date, as expected (hereinafter, referred to as the "**A Agreement**"). In this regard, it should be noted that the Nets Shareholders have already agreed to sign the A Agreement, should the relevant conditions be met; and

(ii) The version "B" that would be entered into only among CDPE, FSIA and Mercury, if the Nets-Nexi Merger had not been completed as of the Effective Date (hereinafter, referred to as the "**B Agreement**"). In this case, if and when the Nets-Nexi Merger is subsequently completed, A Agreement would then be signed in lieu of B Agreement.

In the event that the Nets-Nexi Merger is completed prior to the Effective Date, pursuant to the Agreement, SIA may resolve a capital increase in option (hereinafter, referred to as the "**SIA Capital Increase**") to enable the aggregate of SIA's shareholders, in the event of full subscription of the SIA Capital Increase, to hold on the Effective Date an aggregate interest representing a percentage not exceeding 30.08% of the share capital of the Combined Entity.

The Agreement contains, among other things, certain provisions of a shareholder nature, functional to the execution of the Transaction and falling within the scope of art. 122, paragraphs 1 and 5, letter b) of the CFA, concerning all the 125,401,969 shares of the Company owned by Mercury on the execution date of the Agreement, which represent 19.976% of Nexi's share capital, granting equal voting rights (hereinafter, referred to as the "**Shareholders' Provisions**").

The Shareholders' Agreement contains certain provisions of a shareholder nature concerning, among other things, (i) the governance of Nexi and (ii) certain limitations to the transfer of the relevant shares in respect of Mercury, CDPE and FSIA, falling within scope of art. 122, paragraphs 1 and 5, letters a), b), c) and d) of the CFA, concerning all the shares in Nexi that will be held by the relevant parties post-Merger (as at the date of this communication, not determinable as they depend on the actual completion of the Nets-Nexi Merger, as well as the possible SIA Capital Increase).

For a detailed description of the terms and duration of the Shareholders' Provisions and the Shareholders' Agreement, please refer to the essential information pursuant to art. 130 of the Issuers' Regulation, published on the website www.nexi.it.

Milan, February 16, 2021