

**Essential information pursuant to articles 122 of Legislative Decree no. 58 of 24 February 1998 and 130-131 of the Regulation adopted by CONSOB with Resolution no. 11971 of 14 May 1999.**

Pursuant to art. 122 of Legislative Decree no. 58 of 24 February 1998 (the *CFA*) and art. 130 of the Regulation adopted by CONSOB with Resolution no. 11971 of 14 May 1999 (as subsequently amended and supplemented, the *Issuers' Regulation*), below is the essential information (the *Essential Information*) relating to the separate and autonomous lock-up agreements entered into on 15 November 2020 by Nexi S.p.A. (*Nexi* or the *Issuer*): a lock-up agreement with Bamboh Co-Investments ApS (*Bamboh*); a further lock-up agreement with EmpCo A/S (*Empco*); a further lock-up agreement with nInvestment 1 ApS (*Danish Manco*); a further lock-up agreement with nInvestment Lux S.C.Sp. (*nIv Lux*) and a further lock-up agreement with Stargazer Invest ApS (*Stargazer* and, together with Bamboh, Empco, Danish Manco and nIv Lux, the *Nets Shareholders*) (collectively, the *Lock-up Agreements* and, each, a *Lock-up Agreement*).

Below, in **bold underlined letters**, are the parts added or reformulated, pursuant to and for the purposes of article 131, paragraph 2, of the Issuers' Regulation, with respect to the text of the Essential Information, as updated on 6 July 2021.

**1. Whereas**

- A. On November 15, 2020 a framework agreement was entered into by and between Nexi, Nets Topco 2 S.à r.l. (*Topco 2*), Nets Topco 1 S.à r.l. (*Topco 1*), the Nets Shareholders, AB Europe (Luxembourg) Investment S.à r.l, Eagle (AIBC) & CY SCA ed Evergood H&F Lux S.à r.l. (the *Framework Agreement*) relating to the merger of Topco 2 in Nexi (the *Merger*).
- B. Pursuant to the Framework Agreement, on the effective date of the Merger each Nets Shareholder should have received ordinary shares of the Issuer in exchange for the shares of Topco 2 held by each of them against: (i) the strip equity held by each Nets Shareholder in Topco 1 immediately prior to the liquidation of Topco 1 (such ordinary shares of the Issuer assigned to a Nets Shareholder on the effective date of the Merger, the *Strip Rollover Securities*); and (ii) the sweet equity held by each Nets Shareholder in Topco 1 immediately prior to the liquidation of Topco 1 (such ordinary shares of the Issuer assigned to a Nets Shareholder on the effective date of the Merger, the *Sweet Rollover Securities*, and, together with the Strip Rollover Securities, the *Rollover Securities*).
- C. Also pursuant to the Framework Agreement, following the Effective Date of the Merger (on the date identified in accordance with the Framework Agreement) each Nets Shareholder **should have received** (if due) ordinary shares of the Issuer against the Positive Centurion Adjustment (as defined in the Framework Agreement) (the ordinary shares of the Issuer allocated to a Nets Shareholder, the *Earnout Centurion Shares* and, together with the Rollover Securities, the *Lock-up Shares*).
- D. **On June 30, 2021, all the conditions precedent provided for in the Framework Agreement were fulfilled and, consequently, on July 1, 2021, the Merger became effective (the Merger Effective Date). In addition, on 12 July 2021, Nexi issued, as an earn-out, n. 5,731,575 Earnout Centurion Shares, in favor of the Nets Shareholders, in accordance with the terms and conditions set out in the relevant Merger plan, based on the amount of proceeds actually received by Nets A/S in connection with the sale of Centurion DK A/S, Centurion NO AS and Centurion NNI AS to Mastercard/Europay U. K. Limited and Mastercard International Incorporated pursuant to the sale and purchase agreement entered into on 6 August 2019, as subsequently amended.**
- E. In light of the occurrence of **these** events, pursuant to the provisions of article 131, paragraph 2, of the Issuers' Regulations, an update of this Essential Information is provided solely with

reference to the number of voting rights referring to the shares granted in the Lock-up Agreements and the relevant percentages.

## **2. Agreement**

The shareholders' agreements contained in the Lock-up Agreements fall within the scope of art. 122, paragraph 5, letter b) of the CFA.

This Essential Information, as updated pursuant to article 131(2) of the Issuers' Regulations, constitute a summary of the agreements contained in the Lock-up Agreements for the sole purpose of the publication provided for by art. 130 of the Issuers' Regulations. For all intents and purposes, only the full text of each Lock-up Agreement as communicated and filed pursuant to art. 122, paragraph 1, letters a) and c) of the CFA is valid.

## **3. Companies whose financial instruments are subject to the Lock-up Agreements**

The Lock-up Agreements concern ordinary shares of Nexi S.p.A., with registered office in Milan, Corso Sempione n. 55, having VAT number, tax code and registration number with the Milan Companies' Register 09489670969, admitted to trading on the stock exchange (*Mercato Telematico Azionario*) organized and managed by Borsa Italiana S.p.A. (ISIN IT0005366767), held by the Nets Shareholders.

## **4. Parties to the Lock-up Agreements and financial instruments held by them**

- (i) A Lock-up Agreement has been entered into, on the one hand, by Nexi (as identified in the preceding paragraph) and, on the other hand, by Bamboh Co-Investments ApS, a company incorporated under the laws of Denmark, with registered office in Kristen Bernikows Gade 6, 2, 1105 København K, Denmark, registered at the *Centrale Virksomhedsregister* under number 39797909.

The Nexi shares held by Bamboh, as a result of the completion of the Merger **and the issuance of the Earnout Centurion Shares**, are equal to no. **2,987,257**, attributing equal voting rights, and representing approximately **0.29%** of the corporate capital of Nexi.

- (ii) A further Lock-Up Agreement has been entered into, on the one hand, by Nexi (as identified in the preceding paragraph) and, on the other hand, by EmpCo A/S, a joint-stock company incorporated under the laws of Denmark, with registered office in Lautrupbjerg 10, 2750 Ballerup, Denmark, registered at the *Centrale Virksomhedsregister* under number 40779078.

The Nexi shares held by Empco, as a result of the completion of the Merger **and the issuance of the Earnout Centurion Shares**, are equal to no. **767,366**, attributing equal voting rights, and representing approximately **0.07%** of the corporate capital of Nexi.

- (iii) A further Lock-Up Agreement has been entered into, on the one hand, by Nexi (as identified in the preceding paragraph) and, on the other hand, by nInvestment 1 ApS, a limited liability company incorporated under the laws of Denmark, with registered office in Lautrupbjerg 10, 2750 Ballerup, Denmark, registered at the *Centrale Virksomhedsregister* under number 39800675.

The Nexi shares held by Danish Manco, as a result of the completion of the Merger **and the issuance of the Earnout Centurion Shares**, are equal to no. **12,396,131**, attributing equal voting rights, and representing approximately **1.19%** of the corporate capital of Nexi.

- (iv) A further Lock-Up Agreement has been entered into, on the one hand, by Nexi (as identified in the preceding paragraph) and, on the other hand, by nInvestment Lux S.C.Sp., a *société en commandite spéciale* incorporated under the laws of Luxembourg, with registered office in boulevard F.W. Raiffeisen, 15, L2411 Luxembourg, Luxembourg, registered at the Companies'

and Trade Register of Luxemburg (*Registre de Commerce et des Sociétés*) under number 232312.

The Nexi shares held by nIv Lux, as a result of the completion of the Merger **and the issuance of the Earnout Centurion Shares**, are equal to no. **1,881,584**, attributing equal voting rights, and representing approximately 0.18% of the corporate capital of Nexi.

- (v) A further Lock-Up Agreement has been entered into, on the one hand, by Nexi (as identified in the preceding paragraph) and, on the other hand, by Stargazer Invest ApS, a limited liability company incorporated under the laws of Denmark, with registered office at Fortkaj 30, 11. th., 2150 Nordhavn, Denmark, registered at the *Centrale Virksomhedsregister* under number 39796333.

The Nexi shares held by Stargazer, as a result of the completion of the Merger **and the issuance of the Earnout Centurion Shares**, are equal to no. **688,301**, attributing equal voting rights, and representing approximately 0.07% of the corporate capital of Nexi.

## **5. Content of Lock-up Agreements**

Under the terms of the respective Lock-up Agreements, the Nets Shareholders, including on behalf of the entities controlled by them, their parent companies, jointly controlled entities or agents on their behalf, have undertaken, in the absence of prior written consent by Nexi, not to:

- (i) directly or indirectly, offer, sell, negotiate the sale, pledge or give any guarantee on, grant any option on or otherwise dispose of (or be bound by any transaction aimed at, or which may reasonably be considered aimed at disposing of) any Lock-up Share or any financial instrument convertible into or exercisable or exchangeable for Lock-up Shares, regardless of whether such transactions are to be settled by the allocation of ordinary shares of the Issuer or other financial instruments, in cash or otherwise;
- (ii) directly or indirectly, offer, sell, negotiate the sale, pledge or give any guarantee on, grant any option on or otherwise dispose of (or be bound by any transaction aimed at, or which may reasonably be considered aimed at disposing of) any Lock-up Share or any financial instrument convertible into or exercisable or exchangeable for Lock-up Shares, regardless of whether such transactions are to be settled by the allocation of ordinary shares of the Issuer or other financial instruments, in cash or otherwise; (each of the foregoing operations, including those under item (i), (a ***Sell-down***); and
- (iii) publicly announce the intention to carry out any of the foregoing transactions.

It is also set forth that the above obligations do not apply: **(a)** to Empco in respect of one or more Sell-downs of up to 1 million Rollover Securities and **(b)** to Danish Manco in respect of one or more Sell-downs of up to 2 million Rollover Securities.

## **6. Duration of the Lock-up Agreements**

The commitments set out in the Lock-up Agreements are effective from the Effective Date of the Merger until, respectively:

- (i) with reference to the Strip Rollover Securities **(a)** the day coinciding with six months after the Effective Date of the Merger (meaning up until 1 January 2022) with respect to 100% of the Strip Rollover Securities; **(b)** the day coinciding with 12 months after the Effective Date of the Merger (meaning up until 1 July 2022) with respect to 66.6% of the Strip Rollover Securities; and **(c)** on the day coinciding with 24 months after the Effective Date of the Merger (meaning 1 July 2023) with respect to 33.4% of the Strip Rollover Securities;

- (ii) with reference to the Earnout Centurion Shares *(a)* the day coinciding with the six months after the Merger Effective Date (meaning up until 1 January 2022) in respect of 100% of the Earnout Centurion Shares; *(b)* the day coinciding with the 12 months after the Merger Effective Date (meaning up until 1 July 2022) in respect of 66.6% of the Earnout Centurion Shares; and *(c)* the day coinciding with the 24 months after the Merger Effective Date (meaning up until 1 July 2023) in respect of 33.4% of the Earnout Centurion Shares;
- (iii) with reference to the Sweet Rollover Securities, on the day coinciding with the 24 months following the Effective Date of the Merger (meaning up until 1 July 2023) with respect to 100% of the Sweet Rollover Securities.

## **7. Disclosure of the Lock-up Agreements**

The Lock-up Agreements were filed with the Milan Companies' Register Office on 20 November 2020. Extracts of the Lock-up Agreements were published on 20 November 2020 in the daily newspaper Milano Finanza. This Essential Information relating to the shareholders' agreements contained in the Lock-up Agreements, as updated pursuant to article 131(2) of the Issuers' Regulations, is made available pursuant to art. 130 of the Issuers' Regulations on Nexi's website at [www.nexi.it](http://www.nexi.it).

**16** July 2021