

Essential information pursuant to article 122 of Legislative Decree no. 58 dated February 24, 1998, (the “CFA”) and article 130 of the regulations pursuant to CONSOB resolution no. 11971/1999 (the “Issuers’ Regulation”) and subsequent amendments and additions.

The following Essential Information represent an update, pursuant to and for the purposes of Article 131, paragraph 1, of the Issuers’ Regulation, of the essential information published on May 24, 2021. Hereinafter, the parts integrating or reformulating the essential information published on May 24, 2021, are indicated in underlined bold.

Nexi S.p.A.

Pursuant to article 122 of the CFA and article 130 of the Issuers’ Regulation, the following is hereby announced.

Whereas

On May 19, 2021,

- (i) CDP Equity S.p.A., with registered office at Via San Marco 21A, Milan, registered with the Companies’ Register of Milan, Monza, Brianza and Lodi under no. 07532930968, corporate capital equal to Euro 2,890,583,470.00 (“**CDPE**”),
- (ii) FSIA Investimenti S.r.l., with registered office at Via San Marco 21A, Milan, registered with the Companies’ Register of Milan, Monza, Brianza and Lodi under no. 08655320961, corporate capital equal to Euro 20,000.00 (“**FSIA**”),
- (iii) Poste Italiane S.p.A., with registered office at Viale Europa 190, Rome, registered with the Companies’ Register of Rome under no. 97103880585, corporate capital equal to Euro 1,306,110,000 fully paid up (“**Poste Italiane**”),
- (iv) PSIA S.r.l., with registered office at Viale Europa 175, Rome, registered with the Companies’ Register of Rome under no. 16165531001, corporate capital equal to Euro 10,000 fully paid up (“**PSIA**”, and jointly with CDPE, FSIA and Poste Italiane, the “**Parties**”)

entered into a demerger agreement (the “**Agreement**”) setting forth the terms, conditions and modalities of implementation of a partial non-proportional demerger (the “**Demerger**”) of FSIA (a company controlled by CDPE through FSI **Investimenti S.p.A.) in favour of the beneficiary PSIA (a company wholly owned by Poste Italiane) to which, on May 24, 2021, FSI Investimenti S.p.A., which at that date held 70% of the corporate capital of FSIA, adhered. The Demerger envisaged** the transfer of FSIA’s assets and liabilities, including, *inter alia*, part of the participation held by FSIA in SIA **S.p.A. (“SIA”)**.

The Agreement and the Demerger fell within the context of the envisaged merger by incorporation (**which became effective at 23:59 of December 31, 2021, the “Merger Effective Date”**) of SIA into Nexi S.p.A. (“**Nexi**”), and the further merger by incorporation (**which became effective on July 1, 2021**) of Nets Topco 2 S.a.r.l., a company incorporated under Luxembourg law (“**Nets**”), into Nexi (the merger of SIA into Nexi, the “**SIA-Nexi Merger**”, and the merger of Nets into Nexi, the “**Nets-Nexi Merger**”; both, indistinctly, the “**Mergers**”), regulated by a framework agreement, executed by and among SIA, Nexi, CDPE, FSIA and Mercury UK Holdco Limited (“**Mercury**”) on February 11, 2021, and amended on May 18, 2021 **and on July 30, 2021**, communicated to Consob and the market pursuant to and for the purposes of article 122 of the CFA, which governs the terms of the SIA-Nexi Merger. In addition, the framework agreement provided that, on the closing date of the SIA-Nexi Merger, a shareholders’ agreement (the “**Combined Entity Shareholders’ Agreement**”, which was also communicated to Consob and to the market pursuant to, and for the purposes of, article 122 of the CFA) **was** executed by Mercury, CDPE and FSIA (as well as, subject to the completion of the Nets-Nexi Merger, the main shareholders of Nets) concerning the governance of the company resulting from the Mergers (the “**Combined Entity**”). The Combined Entity Shareholders’ Agreement **– of which also PSIA became party, having come to hold, following the Demerger, shares in SIA and, as a result of the SIA-Nexi Merger, shares in the Combined Entity, as well as Poste Italiane, for the sole purpose of assuming certain lock-up commitments on the equity investment held in PSIA for the entire duration of the Combined Entity Agreement (the “Poste Italiane Lock-up Commitments”)** - was therefore executed

on December 16, 2021 (the date of the closing of the SIA-Nexi Merger) and became effective on the Effective Date of the Merger.

The Agreement provided that the Demerger **would** become effective on the earlier of (i) the **Merger Effective Date**, although in a moment immediately preceding such effectiveness, and (ii) the date on which the last of the antitrust approvals for the Demerger **was** obtained (the “**Demerger Effective Date**”), it being understood that these conditions **would have to** be met within the deadline of April 30, 2022, after which the Demerger **would** not become effective. **On December 16, 2021, the SIA-Nexi Merger deed was executed and at 23:59 of December 31, 2021, the SIA-Nexi Merger became effective, having received the approval by CONSOB of the prospectus for the admission to listing on the Euronext Milan market of the shares to be assigned in exchange to the shareholders of SIA in the context of the SIA-Nexi Merger (and therefore being fulfilled the last of the conditions for the effectiveness of the SIA-Nexi Merger deed).**

It should be noted that the Agreement contains, *inter alia*, shareholders’ agreements which **are** effective **from** the date of completion of the SIA-Nexi Merger **and, therefore, from 23:59 December 31, 2021**, falling within the scope of article 122 of the CFA (the “**Shareholders’ Provisions**”).

A) COMPANY WHOSE FINANCIAL INSTRUMENTS ARE THE OBJECT OF THE SHAREHOLDERS’ PROVISIONS

The company whose financial instruments are the object of the Shareholders’ Provisions is Nexi S.p.A. (as Combined Entity), a company with registered office at Corso Sempione 55, Milan, registration number with the Companies’ Register of Milan, Monza, Brianza, Lodi and tax code 09489670969 and VAT no. 10542790968, whose ordinary shares are admitted to trading on the Euronext Milan, market organized and managed by Borsa Italiana S.p.A.

In particular, as detailed below, the object of the Shareholders’ Provisions are all the shares of Nexi (as Combined Entity) that, **as a result of the effectiveness of the SIA-Nexi Merger, following to, and as a consequence of the completion of the SIA-Nexi Merger, are** held by CDPE, FSIA and PSIA as a result of the Demerger.

B) THE TOTAL NUMBER OF SHARES GRANTED PURSUANT TO THE FRAMEWORK AGREEMENT

The Agreement includes undertakings concerning all the shares of Nexi (as Combined Entity) held by CDPE, FSIA and PSIA **which represent**, in the overall, **the 17.2%** of the corporate capital of Nexi, granting same voting rights.

In particular, as of the date of this communication, the percentages of participation owned by CDPE, FSIA and PSIA in Nexi (as Combined Entity) **are the following:**

<i>Shareholders</i>	<i>% on the share capital</i>	<i>Number of shares</i>
CDPE	5.3%	69,401,443
FSIA	8.3%	108,542,556
PSIA	3.6%	46,518,238
Totale	17.2%	224,462,237

C) PARTIES TO THE FRAMEWORK AGREEMENT

The parties to the agreements contained in the Framework Agreement are:

- **CDP Equity S.p.A.**, with registered office at Via San Marco 21A, Milan, registered with the Companies' Register of Milan, Monza, Brianza and Lodi under no. 07532930968, corporate capital equal to Euro 2,890,583,470.00;
- **FSIA Investimenti S.r.l.**, with registered office at Via San Marco 21A, Milan, registered with the Companies' Register of Milan, Monza, Brianza and Lodi under no. 08655320961, corporate capital equal to Euro 20,000.00;
- **FSI Investimenti S.p.A., with registered office at Via San Marco 21A, Milan, registered with the Companies' Register of Milan, Monza, Brianza and Lodi under no. 08699370964, corporate capital equal to Euro 200,000.00;**
- **Poste Italiane S.p.A.**, with registered office at Viale Europa 190, Rome, registered with the Companies' Register of Rome under no. 97103880585, corporate capital equal to Euro 1,306,110,000.00 fully paid-in;
- **PSIA S.r.l.**, with registered office in Viale Europa, 175 Rome, registered with the Companies' Register of Rome under no. 16165531001, corporate capital equal to Euro 10,000.00 fully paid-in.

D) CONTROL

The Agreement does not grant any party the right to exercise control over Nexi (as the company resulting from the SIA-Nexi Merger) pursuant to article 93 of the CFA.

E) CONTENT OF THE AGREEMENTS

Upon the effectiveness of the SIA-Nexi Merger and starting from the Merger Effective Date (a) the rules on the circulation regime of the shares of Nexi provided for in the Combined Entity Shareholders' Agreement (including those relating to the lock-up period and the Poste Italiane Lock-up Commitments) shall apply **to CDPE, FSIA, Poste Italiane and PSIA**; and (b) Poste Italiane undertakes to ensure that PSIA will hold only and exclusively shares of the Combined Entity.

Right of first refusal

The Parties agree that, starting from the beginning of the Second Lock-Up Period (as defined in the essential information relating to the Combined Entity Agreement) and until the earlier of: (i) the date on which CDPE and FSIA have achieved a participation of at least 25% plus 1 share in the corporate capital of the Combined Entity (in absence of the Nets-Nexi Merger), or 20% plus 1 share (in the event of completion of the Nets-Nexi Merger) and (ii) the date of expiry of the Combined Entity Shareholders' Agreement, a right of first refusal ("ROFR") is granted to each of CDPE and FSIA (which may also exercise such right severally) in respect of all shares of the Combined Entity which PSIA intends to Transfer¹ (the "**Shares on Sale**").

For the purposes of the exercise of the ROFR, PSIA shall send a specific communication to CDPE and FSIA (the "**PSIA Communication**") with specific indication of: (i) the amount of the Shares on Sale and (ii) the modalities of the Transfer, *i.e.*, whether in block through an accelerated book building process (the "**Block Sale**", or the "**ABB**"), or through sales on the market (the "**Market Sale**").

In the case of a Block Sale, the Agreement provides for a specific procedure for the exercise of the ROFR by CDPE and/or FSIA. In such case, the consideration for each Share on Sale due by CDPE and/or FSIA shall be: (i) equal to the average of the mid points of the price ranges indicated in the quotations of the international

¹ Pursuant to the Agreement, "**Transfer**" shall mean any transaction, including gratuitous transactions (including, but not limited to, sale, including by way of enforcement of security interests, donation, exchange, pledge or usufruct, block sale of a business or a group of assets, contribution to a company, merger or demerger of the entity holding the participation or of the entity in which the participation is held, or assignment as part of the liquidation of the entity holding the participation), whereby the result of the transfer, in one or more steps, directly or indirectly, of the ownership or bare ownership of the participation and/or the creation of beneficial ownership and/or security interests in the participation is achieved. The term "transfer" should be interpreted accordingly.

investment banks of primary standing identified by PSIA, or applying the average of the mid points of the discount ranges indicated in the quotations of the aforementioned investment banks to the closing price of the day of execution indicated by Borsa Italiana S.p.A., (ii) paid within ten (10) business days from the exercise of the ROFR.

In the event that none of CDPE and FSIA exercises the ROFR (or the ROFR is only partially exercised), the (remaining) Share on Sale may or may not be sold in block by PSIA to third parties.

In the case of a Market Sale, the Agreement provides for a specific procedure for the exercise of the ROFR by CDPE and/or FSIA. In this case, the consideration due by CDPE and/or FSIA will be equal to the weighted average price (VWAP) at which the shares of the Combined Entity were traded on the market on each execution day (calculated at market close) and will be paid to PSIA within the following 10 (ten) business days.

In the event that the ROFR is not exercised by both CDPE and FSIA, PSIA will be entitled to transfer on the market no more than the amount of Shares on Sale that it has indicated in the daily communication that PSIA is required to make by the day before each execution day.

Pre-emption Right

Starting from the Second Lock-Up Period (as defined in the essential information relating to the Combined Entity Shareholders' Agreement) and until the earlier of: (i) the date on which CDPE and FSIA have reached a participation of at least 25% plus 1 share in the capital of the Combined Entity (in absence of the Nets-Nexi Merger), or 20% plus 1 share (in the event of completion of the Nets-Nexi Merger) and (ii) the date of expiry of the Combined Entity Shareholders' Agreement, in the event of unsolicited offers by third parties to acquire all or part of such shares of the Combined Entity in the context of a private placement, each of CDPE and FSIA (which may also exercise such right severally) shall have the right of first refusal in respect of all (and not less than all) of the shares of the Combined Entity which are the subject of an offer by the third party purchaser (the "**Pre-emption Right on the Combined Entity**").

Tag Along Right

Without prejudice to the Pre-emption Right on the Combined Entity, until the expiry date of the Combined Entity Shareholders' Agreement, PSIA is granted with a tag-along right, pursuant to which if CDPE or FSIA intends to Transfer, in whole or in part, in favour of a third party (the "**Potential Transferee**"), its interest in the Combined Entity, Poste Italiane/PSIA shall have the right to Transfer to the Potential Transferee, and CDPE or FSIA shall therefore procure that the Potential Transferee acquires, under the same terms and conditions, a participation in the Combined Entity held by PSIA proportionate to the participation transferred by CDPE or FSIA (the "**Combined Entity Tag Along Right**").

F) EXECUTION OF THE AGREEMENT AND DURATION OF THE SHAREHOLDERS' PROVISIONS

The Agreement was executed on May 19, 2021 **and the Shareholders' Undertakings contained therein are effective from the Demerger Effective Date.**

The Shareholder Provisions contained in the Agreement will be effective as of the effective date of the SIA-Nexi Merger and will remain effective until the effective date of the Combined Entity Shareholders' Agreement.

G) PUBLICATION OF THE ABSTRACT AND OFFICE OF THE REGISTRAR OF COMPANIES

Pursuant to article 122, paragraph 1, letter b), of the CFA, the abstract of the Shareholders' Provisions contained in the Agreement was published in the daily newspaper "Il Corriere della Sera" on May 24, 2021 **and, as a consequence of the occurrence of the effectiveness of the Demerger and of the SIA-Nexi Merger, on the daily newspaper "Il Corriere della Sera" on January 4, 2022.**

A copy of the Agreement was filed with the Companies' Register of Milan, Monza, Brianza and Lodi on May 24, 2021.

January 4, 2022