Essential information pursuant to art. 122 of Legislative Decree no. 58 of 24 February 1998 and art. 130 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 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 AB Europe (Luxembourg) Investment S.à r.l (***AB Europe***); a further lock-up agreement with Eagle (AIBC) & CY SCA (***Eagle***) and a further lock-up agreement with Evergood H&F Lux S.à r.l (***Evergood*** and, together with AB Europe and Eagle, the ***Nets Shareholders***) (collectively, the ***Lock-up Agreements*** and, each, a ***Lock-up Agreement***).

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, Bamboh Co Investments ApS, EmpCo A/S, nInvestment 1 ApS , nInvestment Lux S.C.Sp. and Stargazer Invest ApS (the ***Framework Agreement***) relating to the merger of Topco 2 in Nexi (the ***Merger***).

B. On the effective date of the Merger (the ***Effective Date of the Merger***), each Nets Shareholder shall receive under the Framework Agreement ordinary shares of the Issuer in exchange for the shares of Topco 2 that shall be held by each of them (such ordinary shares of the Issuer assigned to a Nets Shareholder on the Effective Date of the Merger, the ***Rollover Securities***).

C. On the Effective Date of the Merger (or on the next date identified in accordance with the Framework Agreement) each Nets Shareholder shall receive (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***).

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 excerpt is 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, current corporate capital ***(i)*** resolved for Euro 557,070,707.00; ***(ii)*** subscribed and paid up for Euro 57,070,707.00 and ***(iii)*** divided into no. 627,777,777 ordinary shares with no nominal value admitted to trading on the stock exchange (*Mercato Telematico Azionario*) organized and managed by Borsa Italiana S.p.A. (ISIN IT0005366767).

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 paragraph above) and, on the other hand, by AB Europe (Luxembourg) Investment S.à r. l, a limited liability company (*société a responsabilité limitée*) incorporated under Luxembourg law, having its registered office at 2 4, rue Beck, L 1222 Luxembourg, registered in the Luxembourg Trade and Companies Register (*Registre de Commerce et des Sociétés*) under number B218765 and indirectly controlled, ultimately, by Advent International Corporation, a company incorporated under Delaware law, with registered office at 800 Boylston Street Suite 3300, Boston MA 021996179510555, registered at the Central Registration Depository under number 105673.

The Nexi shares that shall be held by AB Europe immediately after, and as a result of, the completion of the Merger, on a *pro-forma* basis, in light of the information currently available, shall be equal to no. 52,237,087, attributing equal voting rights, and representing approximately 5.05% of the then issued corporate capital of Nexi.

(ii) A further Lock-Up Agreement has been entered into, on the one hand, by Nexi (as identified in the paragraph above) and, on the other hand, by Eagle (AIBC) & CY SCA, a partnership limited by shares (*société en commandite par actions*) incorporated under Luxembourg law, with registered office at 2 4, rue Beck, L 1222 Luxembourg, registered with the Luxembourg Trade and Companies Register (*Registre de Commerce et des Sociétés*) under number B211906 and indirectly controlled, ultimately, by Bain Capital Private Equity (Europe) LLP, a company incorporated under the law of the United Kingdom, with registered office at 11th Floor 200 Aldersgate Street, London, England, EC1A 4HD, registered with the competent register under number OC380135.

The Nexi shares that shall be held by Eagle immediately after, and as a result of, the completion of the Merger, on a *pro-forma* basis, in light of the information currently available, will amount to no. 78,827,627, attributing equal voting rights, and representing approximately 7.62% of the then issued corporate capital of Nexi.

(iii) A further Lock-Up Agreement has been entered into, on the one hand, by Nexi (as identified in the paragraph above) and, on the other hand, by Evergood H&F Lux S.à r.l., a limited liability company (*société a responsabilité limitée*) incorporated under Luxembourg law, with registered office in boulevard F.W. Raiffeisen, 15, L 2411 Luxembourg, Grand Duchy of Luxembourg, registered in the Luxembourg Trade and Companies Register (*Registre de Commerce et des Sociétés*) under number B225755 and indirectly controlled, ultimately, by H&F Corporate Investors VIII Ltd, a company incorporated under the law of the Cayman Islands, with registered office at 27 Hospital Road, George Town, Grand Cayman, KY1-9008, Cayman Islands, registered in the Luxembourg Trade and Companies Register (*Registre de Commerce et des Sociétés*) under number IT-288406.

The shares of Nexi that will be held by Evergood immediately after and as a result of the completion of the Merger, on a *pro-forma* basis, in light of the information currently available, will amount to no. 259,040,788, giving equal voting rights, and representing approximately 25.04% 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 acting 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 allocation of ordinary shares of the Issuer or other financial instruments, in cash or otherwise;

(ii) enter into any *swap* contract or other agreement or become party to any transaction which in any case provides (even conditionally) for the transfer, in whole or in part, directly or indirectly, of the economic effects of ownership of any 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; and

(iii) publicly announce the intention to carry out any of the foregoing transactions.

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 ***(a)*** the date following the six months after the Effective Date of the Merger in relation to 100% of the Lock-up Shares; ***(b)*** the date following the 12 months after the Effective Date of the Merger with respect to 66. 6% of the Lock-up Shares; and ***(c)*** the date following the 24 months following the Merger's Effective Date with reference to 33.4% of the Lock-up Shares.

7. Disclosure of the Lock-up Agreements

The Lock-up Agreements were filed with the Milan Companies' Register Office today. Excerpts of the Lock-up Agreements were published today on the daily newspaper Milano Finanza. This essential information relating to the shareholders' agreements contained in the Lock-up Agreements, pursuant to art. 130 of the Issuers' Regulations, is made available on Nexi's website at www.nexi.it.

20 November 2020