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

Excerpt pursuant to art. 122 of Legislative Decree no. 58 of 24 February 1998 (the "CFA**") and art. 129 of the Regulation adopted by CONSOB with Resolution no. 11971 of 14 May 1999 (the "**Issuers' Regulation**")**

Lock-up Agreements

On November 15, 2020 Nexi S.p.A., a company with registered office in Milan, Corso Sempione n. 55, having VAT number, tax code and registration number with the Milan Companies' Register 09489670969 ("**Nexi**"), whose shares are listed on the "Italian Stock Exchange" ("*Mercato Telematico Azionario*") organised and managed by Borsa Italiana S.p.A, has entered into separate and autonomous lock-up agreements: 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, jointly with AB Europe and Eagle, the **Investors**); a further agreement with Bamboh Co-Investments ApS ("**Bamboh**"); a further agreement with EmpCo A7S ("EmpCo"); a further agreement with nInvestment 1 ApS ("**nIv 1**"), nIvestment Lux S.C.Sp ("**nIv Lux**") and a further agreement with Stargazer Invest ApS ("**Stargazer**" and, jointly with Bamboh, EmpCo, nIv 1 Lux, the "**Management Vehicles**") (jointly, the "**Lock-up Agreements**"). The Lock-up Agreements are part of the cross-border merger by the acquisition of Nets Topco 2 S.à.r.l. (the ***Merger***). The Nexi shares to be held by the Investors and the Management Vehicles 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 represent in aggregate approximately 39.31% of the corporate capital of Nexi then issued, attributing equal voting rights. The Lock-up Agreements set out limitations on the transfer of Nexi shares and of financial instruments attributing rights to purchase such shares. In light of the above, the Lock-up Agreements shall apply pursuant to art. 122, paragraph 5, letter b) of the CFA.

Management Sell-Down Agreement

Furthermore, also on 15 November 2020 and in the context of the agreements governing the Merger, the Investors, on the one hand, and the Management Vehicles, on the other hand, entered into a management sell-down agreement concerning ordinary shares of Nexi (the "**Management Sell-Down Agreement**", and, together with the Lock-up Agreements, the "**Agreements**"). The Nexi shares to be held by the Investors and the Management Vehicles 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 represent in aggregate approximately 39.31% of the corporate capital of Nexi then issued, attributing equal voting rights. The Management Sell-Down Agreement sets out (i) limitations in relation to the purchase of Nexi shares by the Management Vehicles, valid until the effective date of the Merger, and (ii) as of the completion of the Merger, agreements for the coordination of the sale of Nexi shares, initiated either by the Management Vehicles or by the Investors (in the latter case, there shall be a right of co-sale in favour of the Management Vehicles, provided that certain conditions set forth in the Management Sell-Down Agreement are met). In light of the above, the Sell-Down Management Agreement is based on art. 122, paragraph 5, letter b) of the CFA.

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For a detailed description of the terms and duration of the shareholders' agreements set forth in the Agreements, please refer to the essential information pursuant to art. 130 of the Issuers' Regulation, published on the website www.nexi.it.

Milan, 20 November 2020