

**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 management sell-down agreement (the *Management Sell-Down Agreement*) entered into on 15 November 2020 by the Management Vehicles and the Investors (both as defined in paragraph 4 below).

**1. Whereas**

- A. On November 15, 2020 a framework agreement was entered into by and between Nexi, Nets Topco 1 S.à r.l., Nets Topco 2 S.à.r.l. (*Topco 2*), the Management Vehicles and the Investors (the *Framework Agreement*) relating to the merger of Topco 2 in Nexi (the *Merger*).
- B. In relation to, and in view of, the Merger Nexi shall issue Nexi shares in favor of the Management Vehicles under the Framework Agreement and each of the Management Vehicles has delivered to Nexi letters containing lock-up commitments that will apply to their respective Nexi shares after the completion of the Merger (the *Lock-up Letters*).

**2. Agreement**

The shareholders' agreements contained in the Management Sell-Down Agreement 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 Management Sell-Down Agreement 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 the Management Sell-Down 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 Management Sell-Down Agreement**

The Management Sell-Down Agreement concerns 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 Management Sell-Down Agreements and financial instruments held by them**

The Management Sell-Down Agreement has been entered into:

- (i) on the one hand, by the following investors (the *Investors*):
  - a. AB Europe (Luxembourg) Investment S.à r.l, a limited liability company (*société à 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 (*AB*

*Europe)* 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.

- b. Eagle (AIBC) & CY SCA, a partnership limited by shares (*société en commandite par actions*) incorporated under Luxembourg law, with registered office at 24, rue Beck, L 1222 Luxembourg, registered with the Luxembourg Trade and Companies Register (*Registre de Commerce et des Sociétés*) under number B211906 (*Eagle*) 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.

- c. Evergood H&F Lux S.à r.l., a limited liability company (*société à 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 (*Evergood*) 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.

(ii) on the other hand, by the following management vehicles (the ***Management Vehicles***):

- a. Bamboh Co Investments ApS, a limited liability 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 (*Bamboh*).

The Nexi shares that shall be held by Bamboh 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. 2,962,213, attributing equal voting rights, and representing approximately 0.29% of the then issued corporate capital of Nexi.

- b. 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 (*Empco*).

The Nexi shares that shall be held by Empco 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. 843,228, attributing equal voting rights, and representing approximately 0.08% of the then issued corporate capital of Nexi.

- c. Investment 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 (*Danish Manco*).

The Nexi shares that shall be held by Danish Manco 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. 10,286,921, attributing equal voting rights, and representing approximately 0.99% of the then issued corporate capital of Nexi.

- d. 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 Luxembourg (*Registre de Commerce et des Sociétés*) under number 232312 (*nIv Lux*).

The Nexi shares that shall be held by nIv Lux 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. 1,747,782, attributing equal voting rights, and representing approximately 0.99% of the then issued corporate capital of Nexi.

- e. 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 (*Stargazer*).

The Nexi shares that shall be held by Stargazer 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. 682,530, attributing equal voting rights, and representing approximately 0.07% of the then issued corporate capital of Nexi.

## 5. Content of the Management Sell-Down Agreement

### Purchase of Nexi shares

In accordance with the Management Sell-Down Agreement, the Management Vehicles, as from the date of signing thereof and until the effective date of the Merger, have undertaken to abstain, and to give instructions to the employees and managers holding shares in the Management Vehicles (the *Managers*) to abstain, from purchasing, directly or indirectly, Nexi shares, except if in accordance with the Framework Agreement or as part of any employee incentive plan that may be agreed upon between the Management Vehicles and/or Managers and Nexi after the date of signing of the Management Sell-Down Agreement.

### Sale initiated by the Management Vehicles

In the event that, after the completion of the Merger and without prejudice to the terms of the Lock-up Letters, one or more Management Vehicles shall propose to sell, transfer or dispose in any other way of the Nexi shares (the *Proposed Disposal*), the latter shall give written notice thereof to the

Investors (the ***Disposal Notice***). Upon receipt of a Disposal Notice, the Investors and the respective Management Vehicles shall discuss in good faith the terms and the amount of a coordinated sale of a portion of their respective Nexi shares (the ***Sell-Down***). If, within 5 Business Days after the receipt of the Disposal Notice from the Investors, no agreement on the Sell-Down is reached, the Management Vehicles at hand shall be free to proceed with the Proposed Disposal. If an agreement on the Sell-Down is reached, the Management Vehicles participating in such agreements undertake to enter into lock-up agreements in relation to their Nexi shares which are not subject to the Sell-Down, provided that such lock-up agreements are (i) for a period not exceeding 90 calendar days from the date of completion of the Sell-Down and (ii) subject to the terms of the Lock-up Letters.

#### *Sale initiated by the Investors*

In the event that, following the completion of the Merger, one or more Investors propose to sell, transfer or dispose in any other way of the Nexi shares (the ***Proposed Disposal of the Investor***), notice shall be given to the Managers (the ***Disposal Notice of the Investor***). Upon receipt of the Disposal Notice of the Investor and before the completion of the respective Proposed Disposal of the Investor, the representatives of the Managers shall confirm (the ***Notice of Participation***) the maximum number of the Nexi shares that the Management Vehicles (the ***Participating Vehicles***) are willing to sell in respect of the Proposed Disposal of the Investor (the ***Managers' Shares***) and the minimum gross price for each of the Nexi share at which the Participating Vehicles will sell the Managers' Shares (the ***Floor***), provided that the Managers' Shares may not include Nexi shares subject to restrictions pursuant to the Lock-up Letters. If a Notice of Participation is received within a reasonable period before the completion of the Proposed Disposal of the Investor, the Participating Vehicles shall be entitled to sell the Nexi shares at the same conditions as the Participating Investors in the Proposed Disposal of the Investor (the ***Participating Investors***) and in an amount determined by a formula set forth in the Sell-Down Management Agreement and provided that (i) the gross price for each of the Nexi shares is equal to or above the Floor, (ii) the number of Nexi shares to be sold by the Participating Vehicles does not exceed the number of the Managers' Shares and (iii) if the number of the Nexi Shares that the Participating Investors are able to sell shall for any reason be lower than the number of the Nexi shares indicated in the Proposed Disposal of the Investor, the number of the Managers' Shares to be sold will be subject to a pro rata reduction. If a Disposal Notice of the Investor is delivered, each Participating Vehicle undertakes to enter into customary lock-up agreements in relation to its shares, provided that such agreement does not exceed ninety calendar days following the date of completion of the Proposed Disposal of the Investor.

#### *Transfer to the Managers*

In the event that a Management Vehicle sells, transfers or disposes in any other way of direct shareholdings in the Nexi shares to a Manager, also by means of distributions by a Management Vehicle, which results in a Manager holding an amount exceeding Euro 5,000,000 in aggregate Nexi shares, such Management Vehicle shall ensure that the respective Manager commits himself towards the Investors to comply with the provisions of the Management Sell-Down Agreement, by deed of accession or otherwise (such sale, taxing or transfer being subject on aforementioned commitment by the respective Manager).

### **6. Duration of the Management Sell-Down Agreement**

The commitments set out in the Management Sell-Down Agreement are effective from the date of signing of the letter and will cease to be effective if the Framework Agreement is dissolved (pursuant to it) before the completion of the Merger.

### **7. Disclosure of the Management Sell-Down Agreement**

The Management Sell-Down Agreement was filed with the Milan Companies' Register Office today. Extract of the Management Sell-Down Agreement was published today on the daily newspaper Milano Finanza. This essential information relating to the shareholders' agreements contained in the Management Sell-Down Agreement, pursuant to art. 130 of the Issuers' Regulations, is made available on Nexi's website at [www.nexi.it](http://www.nexi.it).

20 November 2020