English Courtesy Translation

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

Extract pursuant to art. 122 of Legislative Decree dated February 24, 1998, no. 58 (the "CFA**") and art. 129 of the CONSOB Regulation no. 11971/1999 (the "**Issuers' Regulation**")**

On November 15, 2020 Mercury UK Holdco Limited, a company incorporated under English law with registered office at 111 Buckingham Palace Road, London, United Kingdom ("**Mercury**") that, pursuant to art. 93 of the CFA, controls Nexi S.p.A., entered into an irrevocable undertaking, governed by English law, through which it undertook, *vis-à-vis* Nexi S.p.A., to comply with certain obligations (as better indicated below) (the "**Shareholders' Agreement**"), in the wider context of the cross-border merger by incorporation of Nets Topco 2 S.à r.l. ("**Nets**") with and into Nexi S.p.A. (the "**Merger**").

The Shareholders' Agreement falls within scope of art. 122, paragraphs 1 and 5, letter b), of the CFA and refers to all ordinary shares (or any securities or instruments related thereto) of Nexi S.p.A., a company with registered office at Corso Sempione no. 55, Milan, number of registration with the Companies' Register of Milan, Monza Brianza, Lodi and Tax Code 09489670969 and VAT number 10542790968 ("**Nexi**"), admitted to negotiation on the "*Mercato Telematico Azionario*" organised and managed by Borsa Italiana S.p.A., of which Mercury is or may from time to time become the registered holder and/or beneficial owner (or otherwise become able to control the exercise of the related voting rights), currently equal to no 126,028,535 and representing about 20.075% of Nexi's current share capital, entitling to an equal number of voting rights (the "**Nexi Shares**").

In accordance with the Shareholders' Agreement, Mercury undertakes, in particular: (i) to vote in favour of the Merger in the shareholders' meeting of Nexi which will be convened to resolve upon the Merger, pursuant to the relevant provisions set out in the binding framework agreement entered into, amongst the others, by Nexi and Nets and aimed, *inter alia*, at regulating the activities preparatory and instrumental to the implementation of the Merger, as well as the relevant timing, the interim management of the merging companies and the terms and means of execution of the Merger itself; (ii) not to transfer the Nexi Shares before having satisfied the undertaking under point (i) above (save for certain cases of permitted transfers); and (iii) not to take any action which may hinder in any way the successful outcome of the Merger.

For a detailed description of the terms and duration of the Shareholders' Agreement, please see the essential information pursuant to art. 130 of the Issuers' Regulation, published on the website www.nexi.it.

Milan, November 20, 2020