

## 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 and 131 of the CONSOB Regulation no. 11971/1999 (the "Issuers' Regulation")**

On December 4, 2020 Evergood H&F Lux S.à r.l., AB Europe (Luxembourg) Investment S.à r.l., Eagle (AIBC) & CY SCA and 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. (collectively, the "**Parties**") entered into an amendment and restated shareholders' deed, governed by English law, in respect of the shareholders' agreement stipulated by the same Parties on November 15, 2020 and regulating, *inter alia*, the obligations undertook, respectively, by each of the Parties in the wider context of the cross-border merger by incorporation of Nets Topco 2 S.à r.l. with and into Nexi S.p.A. (respectively, the "**Deed of Amendment**", the "**Shareholders' Agreement**" and the "**Merger**").

The Deed of Amendment and the Shareholders' Agreement fall within scope of art. 122, paragraphs 1 and 5, letters a) and b), of the CFA and refer to all no. 126,028,535 ordinary shares representing about 20.075% of the current share capital, entitling to an equal number of voting rights, 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., currently held by Mercury, as well as the Nexi's shares which will be held by the other Parties immediately after, and as a consequence of, the closing of the Merger and, hence, on a pro-forma basis, in light of currently available information, representing in the aggregate about 37.710% of Nexi's share capital as then issued, entitling to an equal number of voting rights.

The Shareholders' Agreement contains provisions regulating, amongst the others: (i) Nexi's governance; (ii) specific limitations to the transfer of Nexi's shares; and (iii) the sell-down of Nexi's shares by the Parties, taking into account the agreements entered into in the context of the Merger, as well as the implementation of the envisaged merger by incorporation of SIA S.p.A. with and into Nexi, where, through the Deed of Amendment, the Parties agreed to modify and refine certain provisions of the Shareholders' Agreement.

For a detailed description of the terms and duration of the Shareholders' Agreement, as modified by the Deed of Amendment, please see the essential information pursuant to art. 130 and 131 of the Issuers' Regulation, published on the website [www.nexi.it](http://www.nexi.it).

Milan, December 8, 2020