

The governance model is structured as follows:

Shareholders' Meeting:

resolves, in both ordinary and extraordinary meetings, on the matters assigned to it by the law and by the company's Articles of Association.

Board of Directors:

holds full power concerning the ordinary and extraordinary management of the Company and may perform all actions deemed suitable for the purposes of achieving corporate goals, excluding the powers assigned to the Shareholders' Meeting by the law or by the company's Articles of Association.

Board of Statutory Auditors:

tasked with monitoring compliance with the law and the Articles of Association; compliance with principles of a proper administration, the adequacy of the Company's organisational structure, as well as the appropriateness and effectiveness of the internal control and risk management system, of the internal audit and of accounting and administrative systems, the means and methods adopted for actual enforcement of corporate governance rules provided for by the codes of conduct which the Company declares to comply with, the appropriateness of instructions provided to subsidiaries, the financial disclosure process, independent audits and the independence of the independent auditors.

The Board of Statutory Auditors also acts as the Supervisory Body as provided for under Legislative Decree 231/2001. The Company adopts an organisational model pursuant to Legislative Decree 231/2001, as well as a Whistleblower policy.

Nexi's financial statements are subject to independent audit by an auditing firm, pursuant to the provisions set forth under Legislative Decree 39/2010 and under EU Regulation 537/2014, appointed by the Shareholders' Meeting, subject to a prior favourable opinion of the Board of Statutory Auditors. Nexi has appointed PricewaterhouseCoopers S.p.A. (hereinafter, PwC) as independent auditors. PwC has registered offices in Milan, Via Monte Rosa 91, and is registered at the Registry of Auditors (Reg. No. 119644).

The Board of Directors appointed a Strategic Committee with consulting and proposal duties, and in compliance with the corporate governance recommendations set forth by the Corporate Governance Code, further resolved to establish the Control, Risks and Sustainability Committee, the Related-Party Committee and the Remuneration and Appointments Committee, with their own Regulations.

