



NEXI S.P.A.

WITH REGISTERED OFFICE AT CORSO SEMPIONE NO. 55 – 20149 MILAN

SHARE CAPITAL EURO 57.070.707,00 FULLY PAID IN

TAX CODE/VAT REGISTRATION NUMBER AND MILAN MONZA BRIANZA LODI BUSINESS REGISTER NUMBER 09489670969

NOTICE OF CALL OF ORDINARY SHAREHOLDERS' MEETING

The Ordinary Shareholders' Meeting of the Company is convened, on single call, at the Registered Office in Milan, Corso Sempione No. 55, at 10:00 a.m. on May 5th, 2020, to discuss and pass resolutions on the following

AGENDA

- 1. Approval of the financial statements as at December 31st, 2019, together with the Report of the Board of Directors, the Report of the Board of Statutory Auditors and the Report of the external Statutory Auditor. Presentation of the consolidated financial statements as at December 31st, 2019 and of the consolidated non-financial statement prepared pursuant to Legislative Decree no. 254/2016;**
- 2. Report on the remuneration policy and remunerations paid prepared pursuant to art. 123-ter of Legislative Decree no. 58/1998 and art. 84-quater of the regulation adopted with Consob resolution no. 11971 of May 14th, 1999. Consequent and related resolutions;**
- 3. Appointment of a Director to integrate the Board of Directors following co-optation. Consequent and related resolutions;**
- 4. Proposal for authorization to purchase and dispose of treasury shares. Consequent and related resolutions.**

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INFORMATION ON THE SHARE CAPITAL AS AT TODAY'S DATE

The subscribed and fully paid-in share capital is equal to 57,070,707.00 euro, divided into 627,77,777 ordinary shares without nominal value, each conferring the right to cast 1 vote at the Shareholders' Meeting. There are no other categories of shares. The company does not hold treasury shares. Further information on the share capital and the main shareholders is available on the Company's website, www.nexi.it, section *Investors/Share Capital and Main Shareholders*.

RIGHT TO ATTEND AND VOTE

Pursuant to art. 83-sexies of Legislative Decree no. 58/1998 and art. 10 of the Company's Articles of Association, the right to attend Shareholders' Meeting is subject to the receipt by the Company of a specific statement to be requested by each person entitled to attend the Shareholders' Meeting, from the intermediary and issued by the latter in accordance with current regulations, certifying the ownership of the shares on the basis of the evidence in his or her accounting records at the end of the accounting day of the seventh trading day prior to the date of the Shareholders' Meeting on single call (*i.e. April 23rd, 2020*, so-called *record date*). Any purchase or sell order after such date shall not be taken into account for the purpose of the entitlement to vote at the Shareholders' Meeting. Therefore, anyone whose shares has been recorded only after the above date shall not be entitled to attend and vote at the Shareholders' Meeting.

The intermediary's notification must be received by the Company by the end of the third trading day prior to the date scheduled for the Shareholders' Meeting and, therefore, by **April 29th, 2020**. The right to attend and vote shall remain valid should the notifications be received by the Company after the above mentioned date, as long as they are received by the start of the meeting, without prejudice to the rule according to which the attendance and the vote of the Shareholders in the Meeting may take place exclusively through the Designated Representative, as further specified below.



RIGHT TO ATTEND AND VOTE AT THE SHAREHOLDERS' MEETING

Pursuant to the provisions of Law Decree no. 18 of March 17th, 2020 "Cura Italia" issued in the light of the COVID-19 epidemiological emergency, in order to reduce social mobility and gatherings, the Company has decided to avail itself of the right – introduced by art. 106 of the of Law Decree no. 18 of March 17th, 2020 "Cura Italia" – to hold the Shareholders' Meeting with the attendance and vote of the Shareholders **exclusively** through the proxy holder appointed by the Company pursuant to art. 135-undecies of the Legislative Decree no. 58/1998 (the "**Designated Representative**"), **without physical attendance**. Specifically, those entitled to vote shall therefore have to confer – without any charges to the delegating party (except for any delivery costs) a proxy as well as voting instructions – to Società per Amministrazioni Fiduciarie Spafid S.p.A., with registered office in Milan, in his quality of Designated Representative, as further described below.

The proxy to the Designated Representative shall be submitted, with voting instruction on all or certain items on the agenda, through a specific proxy form available with the relevant instructions for filling in and transmission, on the Company website www.nexi.it, section *Investor/Shareholders' Meeting/2020*.

The original proxy to Designated Representative must be sent along with a copy of a valid identity document of the Delegating Shareholder, or if such Shareholder is a legal person, of the *pro tempore* representative-at-law or another individual vested with the relevant powers, along with documentation suitable for the purpose of proving such capacity and powers, to the above mentioned Designated Representative, by the end of the second trading day prior to the date scheduled for the Shareholders' Meeting (*i.e.* by **April 30th 2020**), to the following certified email address assemblee@pec.spafid.it, specifying in the object "Delega RD – Assemblée Nexi 2020" or via courier service/ registered letter with notice of receipt to the following address: Spafid S.p.A., Foro Buonaparte, 10 – 20121 Milan, Ref. "Delega RD – Assemblée Nexi 2020". Sending the proxy to the above mentioned certified e-mail address, signed with a qualified electronic signature or digital signature in accordance with the regulations in force, meets the requirements of the written form.

Within the end of **April 30th 2020**, the proxy and the voting instructions may be revoked at any time using the procedures identified above.

In accordance with Law Decree no. 18 of March 17th, 2020 "Cura Italia", those who do not wish to avail themselves of the intervention method provided for by art. 135-undecies of Legislative Decree no. 58/1998, may, alternatively, confer to the above mentioned Designated Representative proxies or subproxies ex art. 135-novies of the Legislative Decree no. 58/1998, which shall necessarily contain specific voting instructions on all or part of the items on the agenda, via the completion of a specific form proxy/subproxy form, available on the Company's internet website www.nexi.it, section *Investors/Shareholders' Meetings/2020*. For the conferral and notification of such proxies/subproxies, also by electronic means, the procedures described in the proxy form must be followed. The proxy must be received by 6:00 p.m. of the day prior to the Shareholders' Meeting (and in any case by the beginning of the meeting). By the above-mentioned term the proxy and the relevant voting instruction may also be revoked using the procedures specified in the form itself.

For further clarifications regarding the assignment of the proxy to the Designated Representative (and in particular regarding the filling in of the proxy form and the voting Instructions and their submission), please contact Spafid by e-mail at confidential@spafid.it or at the following telephone number (+39) 0280687.331 – 0280687.319 (on business days, from 9:00 a.m. to 5:00 p.m.).

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In light of the above, those entitled to vote shall not have access to the location of the Shareholders' Meeting. The attendance at the Shareholders' Meeting of the members of the governing bodies, the Secretary and the Designated Representative, as well as any other individual authorized by the Chairwoman of the Board of Directors, in compliance with the COVID-19 lockdown measures provided for by the applicable provisions shall also, or exclusively, be made through telecommunication means, in a manner that the Chair will define and communicate to each of the aforesaid individuals, in accordance with the applicable law provisions.

No procedures are set for voting by mail or electronic means.

Please note that the date and/or place and/or attendance and/or voting procedures of the Shareholders' Meeting mentioned in this notice of call are subject to their compliance with the applicable regulations and/or with the provisions issued by the competent Authorities due to the epidemiological emergency in progress, as well as with the general rules of health protection. Any amendment shall be promptly notified with the same methods used for the publication of this notice of call and/or through the information channels provided for under the regulations in force from time to time.

INTEGRATION OF THE AGENDA AND PRESENTATION OF NEW RESOLUTIONS PROPOSALS

Pursuant to art. 126-bis of the Legislative Decree no. 58/1998, Shareholders representing, even jointly, at least one-fortieth of the share capital have the right to ask, within ten days following the publication of this notice of



call (*i.e.* by **April 13th, 2020**), to add certain items on the agenda, specifying in the request the additional subject-matters, or proposing new resolution proposals on items already on the agenda (as provided for by this notice of call).

Shareholders in favour of whom the Company has received, according to the relevant provisions of law, the specific certification from an intermediary are entitled to request an integration to the agenda or to submit new proposals for resolutions.

Within the above-mentioned ten days term, a report shall be submitted by the proposing Shareholders, explaining the reasons for the resolution proposals on the new items they intend to discuss or the reasons for the further resolution proposals submitted on items already included on the agenda. Additional items are not permitted for topics on which the Shareholders' Meeting resolve, pursuant to provisions of law, upon proposal by the Board of Directors, or based on a plan or report prepared by the Board, other than those referred to in art. 125-*ter*, paragraph 1, of the Legislative Decree no. 58/1998.

The requests for addition and/or further resolution proposals shall be sent to the Company in writing, together with information concerning the identity of the shareholders who submitted it, with an indication of the percentage held and the references of the certification sent by the intermediary to the Company in accordance with the law provisions, via registered letter with notice of receipt or courier service, to the Company's registered office, Corso Sempione 55, Milan, for the attention of Corporate & External Affairs, Ref. "Assemblea Nexi 2020", or via certified e-mail to the certified e-mail address assemblea@pec.nexi.it. Sending to the above-mentioned certified e-mail address the requests for additions to the agenda and/or further resolution proposals, signed with a qualified electronic signature or digital signature in accordance with the law provisions, meets the requirements of the written form.

Additions to the agenda and further proposals on items already on the agenda will be announced by the Company, in the same ways provided for the publication of this notice of call, at least fifteen days before the date scheduled for the Shareholders' Meeting (*i.e.* by April 20th, 2020).

Along with the publication of the notice of additions to the agenda or the submission of resolution proposals on items already on the agenda, the report drafted by the requesting Shareholders, along with any statement made by the Board of Directors, will be made available to the public by the Company with the same modalities adopted for the publication of the reports on the items on the agenda pursuant to art. 125-*ter*, paragraph 1 of the Legislative Decree no. 58/1998.

RIGHT TO ASK QUESTIONS BEFORE THE SHAREHOLDERS' MEETING

Pursuant to art. 127-*ter* of Legislative Decree no. 58/1998, those entitled to the exercise their voting rights may ask questions on the items on the agenda even before the Shareholders' Meeting but in any case before the end of the seventh trading day prior to the date scheduled for the Shareholders' Meeting, *i.e.* by **April 23rd, 2020**.

The questions shall be sent to the Company in writing, along with any information concerning the identity of the Shareholders who will submit them, as well as the relevant certification of the intermediary confirming their entitlement to exercise their right, which, alternatively, may also be received at a later date, but no later than **April 26th, 2020**. In the event that a shareholder entitled to vote has instructed the intermediary to issue the certification to attend the Shareholders' Meeting, it is sufficient to include, in the documentation attached to the question, the relevant details of such certification or, at least, the name of the intermediary.

Questions must be submitted by sending them via registered letter with return receipt or courier service to the Company's registered office, Corso Sempione 55, Milan, for the attention of the Corporate & External Affairs offices, Ref. "Assemblea Nexi 2020" or at the certified e-mail address assemblea@pec.nexi.it.

The Company shall provide answers no later than 12:00 p.m. on the second trading day prior to the date scheduled for the Shareholders' Meeting (*i.e.* by April 30th, 2020). The answer will be published on the Company's website (www.nexi.it, section *Investors/Shareholders' Meetings/2020*).

The Company may provide a single comprehensive answer to questions covering the same topic. It should be noted that that only questions strictly pertinent to the items on the agenda will be taken into account.

APPOINTMENT OF A DIRECTOR PURSUANT TO ART. 2386 OF THE ITALIAN CIVIL CODE AND ART. 15 OF THE COMPANY'S ARTICLES OF ASSOCIATION

With reference to the fourth item on the Agenda, it should be noted that, being an integration of the Board of Directors pursuant to art. 2386 of the Italian Civil Code, the Shareholders' Meeting shall resolve with the majority required by law, without applying the slate voting procedure, also in light of art. 15 of the Company's Article of Association. For further information of the Board of Directors' integration, please refer to the report on the related



item on the agenda, which will be made available to the public within the terms and with the modalities provided for by the law.

DOCUMENTATION

The documentation related to the Shareholders' Meeting – including the reports on the items on the agenda with the full text of the resolution proposals, as well as the related financial statement file, the consolidated financial Statement file as at 31 December 2019 and the Non-financial Statement of the 2019 financial year – will be made available to the public, in compliance with the procedure and the terms under the applicable law, at the Company's registered office, on the Company website (www.nexi.it, section *Investors/Shareholders' Meetings/2020*), as well as on the authorized storage system "eMarket STORAGE" (www.emarketstorage.com.)

FURTHER INFORMATION

For the purpose of the exercise of Shareholders' rights, due to the current COVID-19 epidemiological emergency, the Company recommends the use of the methods of distance communication described in this notice.

The Company will timely communicate an integration of this notice of call or will issue other appropriate notices to the public should further and relevant provisions be issued by competent Authorities due to the current COVID-19 epidemiological emergency.

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This notice of call is published on the Company's website www.nexi.it, on the authorized storage mechanism "eMarket STORAGE" (www.emarketstorage.com), as well as an excerpt in the daily newspaper "Il Corriere della Sera".

Milan, April 3rd, 2020

For the Board of Directors
The Chairwoman
(Michaela Castelli)