



**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

**EXTRACT FROM THE NOTICE OF CALL OF EXTRAORDINARY AND  
ORDINARY SHAREHOLDERS' MEETING**

The Extraordinary and 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 March 3<sup>rd</sup>, 2021, to discuss and pass resolutions on the following

**AGENDA**

A) Extraordinary part

- approval of the plan for the cross-border merger by incorporation of Nets Topco 2 S.à r.l. into Nexi S.p.A. Consequent and related resolutions

B) Ordinary part

- increase in the number of members of the Board of Directors from the current thirteen to fifteen and consequent appointment of two directors, with effect deferred to the effective date of the cross-border merger by incorporation of Nets Topco 2 S.à r.l. into Nexi S.p.A.:
  - 1.1 Increase in the number of members of the Board of Directors from the current thirteen to fifteen;
  - 1.2 Appointment of two directors;
  - 1.3 Term of office of the two new directors;
  - 1.4 Remuneration of the two new directors

\* \* \*

**RIGHT TO ATTEND AND VOTE**

Pursuant to Article 83-sexies of Legislative Decree no. 58 dated February 24<sup>th</sup>, 1998 (the "CFA") and Article 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. **February 22<sup>nd</sup>, 2021**, 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 **February 26<sup>th</sup>, 2021**. 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 dated March 17<sup>th</sup>, 2020 "Cura Italia" (as recently extended by Law Decree no. 183 dated December 31<sup>st</sup>, 2020, "Milleproroghe") issued in light of the COVID- 19 epidemiological emergency, in order to reduce social mobility and gatherings (the "**Decree**"), the Company has decided to avail itself of the right – introduced by Article 106 of the Decree – to hold the Shareholders' Meeting with the attendance and vote of the Shareholders **exclusively** through the proxy holder appointed by the Company pursuant to Article 135-undecies CFA (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.



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](http://www.nexi.it), section *Investor/Shareholders' Meeting*.

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 **March 1<sup>st</sup>, 2021**), to the following certified email address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it), specifying in the object "Delega RD – Assemblea Nexi 2021" 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 – Assemblea Nexi 2021". 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 **March 1<sup>st</sup>, 2021**, the proxy and the voting instructions may be revoked at any time using the procedures identified above.

In accordance with the Decree, those who do not wish to avail themselves of the intervention method provided for by Article 135-*undecies* CFA, may, alternatively, confer to the above mentioned Designated Representative proxies or subproxies ex Article 135-*novies* CFA, 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](http://www.nexi.it), section *Investors/Shareholders' Meetings*. 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](mailto:confidential@spafid.it) or at the following telephone number (+39) 02 80687.331 – 02 80687.319 (on business days, from 9:00 a.m. to 5:00 p.m.).

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 from time to time 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.

#### **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 – was 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](http://www.nexi.it), section *Investors/Shareholders' Meetings*), as well as on the authorized storage system "eMarket STORAGE" ([www.emarketstorage.com](http://www.emarketstorage.com)). The additional documentation relating to the cross-border merger by incorporation of Nets Topco 2 S.à r.l. into Nexi S.p.A. was also published in accordance with the requirements set out by applicable laws.

#### **FURTHER INFORMATION**

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

Milan, January 28<sup>th</sup>, 2021

For the Board of Directors  
The Chairwoman  
(Michaela Castelli)