

**NEXI S.p.A. – Extraordinary and Ordinary Shareholders' Meeting of March 3<sup>rd</sup>, 2021**  
**PROXY/SUB-PROXY FORM TO THE APPOINTED REPRESENTATIVE FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING**  
**pursuant to Article 135-novies of Legislative Decree no. 58 dated February 24<sup>th</sup>, 1998 (the "CFA")**

**In accordance with Article 106 of Legislative Decree no. 18 dated March 17<sup>th</sup>, 2020, converted by Law no. 27 dated April 24<sup>th</sup>, 2020 (as at least extended Law Decree no. 183 dated December 31<sup>st</sup>, 2020), (the "Decree") the participation in the Shareholders' Meeting of those who have the right to vote, is allowed exclusively through the Designated Representative pursuant to Article 135-undecies CFA. Pursuant to the abovementioned Decree, the Appointed Representative may also be granted proxies and/or sub-delegations pursuant to Article 135-novies CFA, as an exception to Article 135-undecies, paragraph 4, CFA, by signing this ordinary proxy form.**

With reference to the **Extraordinary and Ordinary Shareholders' Meeting of Nexi S.p.A.**, to be held on March 3<sup>rd</sup>, 2021, in single call, at 10:00 a.m., at the registered offices of the Company, in Corso Sempione no. 55, Milan, as indicated in the notice of call of the Shareholders' Meeting published on January 28<sup>th</sup>, 2021, on the Company's website at [www.nexi.it/en](http://www.nexi.it/en), in the section "Investors/NexiGroup/Governance/Shareholders-Meeting" and with an extract also published in the Italian daily newspaper "Il Corriere della Sera" on January 29<sup>th</sup>, 2021, and having read the Reports on the items on the Agenda made available by the Company(§).

**with this form**

<b>I, the undersigned</b> (party signing the proxy <sup>(1)</sup> )	Name(*)	Surname (*)
Born in (*)	on (*)	Tax identification code or other identification if foreign (*)
resident in(*)	Address (*)	
Phone n° (**)	Email (**)	
Valid ID document (type) (*) (to be enclosed as a copy)	Issued by (*)	No (*)
<b>in quality of (tick the box that interests you)*</b>		
<input type="checkbox"/> party with the right to vote <input type="checkbox"/> pledgee - <input type="checkbox"/> bearer - <input type="checkbox"/> usufructuary - <input type="checkbox"/> custodian - <input type="checkbox"/> manager <input type="checkbox"/> other (specify) ..... <input type="checkbox"/> delegate o attorney with sub-delegation powers <input type="checkbox"/> legal representative (copy of the documentation of the powers of representation enclosed with the right to vote)		
Shareholder (if different)	Name Surname/name of the company: (*)	
	Born in (*)	on (*)
	Registered office /Resident in (*)	
	Tax identification code or other same document (if foreign) (*)	
<b>related to</b>		
<b>No.</b>	<b>ordinary shares Nexi S.p.A.</b> (ISIN IT0005366767)	Registered in the securities account <sup>(2)</sup> No.      With the custodian      ABI      CAB
referred to the communication (pursuant to Article 83-sexies CFA) <sup>(3)</sup> No.		supplied by the intermediary:

**Appoints/sub appoints Società per Amministrazioni Fiduciarie SPAFID S.p.A. ("Spafid")**, with registered office in Milan, Tax Code no. 00717010151, to attend and represent him/her/it at the Shareholders' Meeting. The undersigned also declares that the voting right will be exercised by the proxy/sub-delegate in accordance with specific voting instructions given by the undersigned delegating party.

\_\_\_\_\_  
(Place and date)

\_\_\_\_\_  
(Signature of the delegating party)

By signing this proxy, the undersigned undertakes to notify the same proxy by sending the original or a copy of the original, thereby certifying the conformity of the document to the original which will be notified to the Company.

\_\_\_\_\_  
(Place and date)

\_\_\_\_\_  
(Signature of the delegating party)

(§ ) The Company shall process personal data in compliance with the provisions contained in the relevant disclosure attached hereto.

(\*) Mandatory

(\*\*) It is recommended to fill in order to better assist the delegating party.

(1) Indicate the name and surname of the signatory of the proxy form and the voting instructions (as it appears on the copy of the communication for participation in the shareholders' meeting pursuant to Article 83-sexies, CFA or the legal representative of the delegating legal entity.

(2) Indicate the number of the securities custody account and the name of the custodian. The information can be obtained from the account statement provided by the custodian.

(3) Indicate the Communication reference for the Shareholders' Meeting issued by the custodian upon request from the person entitled to vote.

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Spafid declares that it has no personal interest in the proposed resolutions being voted upon. However, (i) in view of the contractual relations existing between Spafid and the Company with regard, in particular, to the provision of technical assistance in shareholders' meeting and additional services, as well as (ii) the existence of fiduciary mandates by virtue of which Spafid could hold, on behalf of its clients, equity interests in the Company, in relation to which it will exercise the voting rights at the Shareholders' Meeting on the basis of the specific instructions received, in order to avoid any subsequent disputes about the supposed existence of circumstances able to create a conflict of interest under Article 135-decies, paragraph 2, f) CFA, Spafid expressly declares that, if circumstances when the proxy is granted should occur, which cannot be communicated to the proxy grantor, or in the event of amendment or additions to the proposals put forward to the Shareholders' Meeting, it does not intend to cast a different vote from that indicated in the instructions. If Spafid does not receive any specific instructions for such cases in the relevant sections of the form, the general instructions provided shall be considered as confirmed, as far as possible. Please note that, if it is not possible to vote in accordance with the instructions provided, Spafid will abstain from voting on such items. In any case, in absence of voting instructions on some of the items on the agenda, Spafid shall not express any vote for such items.

**VOTING INSTRUCTIONS**

*(Section containing information intended for the Delegate only - Tick the relevant boxes)*

The undersigned Signatory of the proxy(1)(personal details)

hereby appoints Spafid to vote in accordance with the voting instructions given below at the Extraordinary and Ordinary Shareholders' Meeting of Nexi S.p.A. to be held on March 3<sup>rd</sup>, 2021, in single call, at 10:00 a.m.

**EXTRAORDINARY PART OF THE SHAREHOLDERS' MEETING**

**Item 1 – 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.**

Proposal of the Board of Directors	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting			
<input type="checkbox"/> <b>confirms the instructions</b>	<b>Modify the instructions (<u>express preference</u>)</b>  <input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		
<input type="checkbox"/> <b>revokes the instructions</b>			

**ORDINARY PART OF THE SHREHOLDERS' MEETING**

**Item 1 - Increase in the number of members of the Board of Directors from the current thirteen to fifteen and subsequent 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. in Nexi S.p.A. Consequent and related resolutions.**

**1.1 - Increase in the number of members of the Board of Directors from the current thirteen to fifteen**

Proposal of the Board of Directors	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
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Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (Shareholders' name) _____	<input type="checkbox"/> In favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting			
<input type="checkbox"/> confirms the instructions	<b>Modify the instructions (<u>express preference</u>)</b>  <input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		
<input type="checkbox"/> revokes the instructions			

<b>1.2 - Appointment of two directors</b>			
Proposal of the Board of Directors	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (Shareholders' name) _____	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting			
<input type="checkbox"/> confirms the instructions	<b>Modify the instructions (<u>express preference</u>)</b>  <input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		
<input type="checkbox"/> revokes the instructions			

<b>1.3 - Term of office of the two new directors</b>			
Proposal of the Board of Directors	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (Shareholders' name) _____	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain
If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting			
<input type="checkbox"/> confirms the instructions	<b>Modify the instructions (<u>express preference</u>)</b>  <input type="checkbox"/> In favour: _____ <input type="checkbox"/> Against <input type="checkbox"/> Abstain		
<input type="checkbox"/> revokes the instructions			

<b>1.4 - Remuneration of the two new directors</b>			
Proposal of the Board of Directors	<input type="checkbox"/> In Favour	<input type="checkbox"/> Against	<input type="checkbox"/> Abstain

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Proposal of resolution (if submitted by the holder of voting rights and published by the issuer) (Shareholders' name) _____	<input type="checkbox"/> <b>In Favour</b>	<input type="checkbox"/> <b>Against</b>	<input type="checkbox"/> <b>Abstain</b>
If circumstances occur which are unknown or in the event of a vote on amendments or additions to the resolutions submitted to the meeting			
<input type="checkbox"/> <b>confirms the instructions</b>	<b>Modify the instructions (<u>express preference</u>)</b>		
<input type="checkbox"/> <b>revokes the instructions</b>	<input type="checkbox"/> <b>In favour:</b> _____ <input type="checkbox"/> <b>Against</b> <input type="checkbox"/> <b>Abstain</b>		

\_\_\_\_\_  
 (Place and Date)

\_\_\_\_\_  
 (Signature)

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**ANNEX 1**  
**INSTRUCTIONS FOR THE FILLING AND SENDING**  
**OF THE VOTING PROXY FOR REPRESENTATION AT THE SHAREHOLDERS' MEETING**

**The person entitled to do so must request the depository intermediary to issue the communication for participation in the shareholders' meeting referred to the Article 83-sexies, CFA**

- The proxy must be dated and signed by the delegating party.
  - Representation may be conferred only for single meetings, with effect also for subsequent calls.
  - In the case of co-ownership of shares, the proxy must always be issued with the signature of all the co-owners.
- (1) Enter the number of the securities depository and the name of the intermediary depository of the shares. The information may be deduced from the account statement provided by the intermediary.
- (2) Indicate the number of the notice to attend the meeting issued by the depository intermediary at the request of the person entitled to vote.
- (3) Provide the first and last name or name of the shareholder.

**Instructions for sending**

The ordinary proxy with the relating voting instructions shall be received together with:

- a copy of an identification document with current validity of the proxy grantor or
- in case the proxy grantor is a legal person, a copy of an identification document with current validity of the interim legal representative or other person empowered with suitable powers, together with adequate documentation to state its role and powers,

by one of the following alternative methods:

- (i) by sending a copy of this proxy form reproduced electronically (PDF), via certified email box to the following address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (Ref. "Ordinary Proxy Form – AGM Nexi 2021") or, if not available, by sending, from the own email address, this proxy form, signed with eligible electronic or digital signature;
- (ii) in original, by sending the proxy form, with autograph signature, by courier or registered letter to the following address: Spafid S.p.A., Foro Buonaparte, 10 - 20121 Milan, (Ref. Proxy Form – AGM Nexi 2021), **anticipating this proxy form reproduced electronically (PDF)** to the certified email address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (Ref. "Ordinary Proxy Form – AGM Nexi 2021"). In this case, Spafid S.p.A. reserves the right to accept the copy of the proxy reproduced electronically (PDF) , only if the delegating party has signed the certification of the conformity of the copy with the original referred to on page 1.

The proxy must be received no later than 6:00 p.m. on the day before the date of the meeting (and in any case before the opening of the meeting). The proxy pursuant to art. 135-novies, CFA and the related voting instructions may always be revoked within the aforesaid deadline.

For any clarification or information please contact Spafid S.p.A. by email to the following address [confidential@spafid.it](mailto:confidential@spafid.it) or by phone at the following telephone numbers (+39) 02 80687.331- 02 80687.319 during regular office hours.

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**PROTECTION OF PERSONAL DATA**

**INFORMATION PURSUANT TO ARTICLES 13 AND 14 OF REGULATION (EU) 2016/679**

Pursuant to Articles 13 and 14 of Regulation EU 2016/679 and with national legislation and regulations in force on personal data protection, the data contained in the proxy form shall be processed by **Spafid S.p.A.** – the data controller – for compliance with obligations concerning representation in shareholders meetings and casting the vote of the person who appointed Spafid as a proxy in its capacity as the Designated Proxy, in observance of the instructions issued by that person and also in compliance with the obligations set by law, by regulations and by EU legislation or provisions issued by the supervisory and other authorities.

The legal basis is given by compliance with laws (Art. 2370 of the Italian Civil Code and following articles) and for the relative and consequent compliance obligations.

This data may be known by employees and associate workers of the Spafid S.p.A. who are specifically authorized to process them in their capacity as persons responsible for or appointed to pursue the above aims. The data may be distributed or communicated to specific parties, including those belonging to other companies controlled by Spafid, in compliance with a legal, regulatory or EU obligation or on the basis of orders given by an authority legally empowered to issue them or given by supervisory and control bodies as well as for the purposes strictly connected and instrumental to the performance of the compliance contractual obligations concerning representing and voting for the person who appointed Spafid as a proxy in its capacity as the Designated Proxy. Without the data indicated as compulsory, the Company will be unable to allow the proxy to take part in the Shareholders' Meeting.

The processing of the personal data or of personal data relating to third parties (e.g. delegated persons or their substitutes) communicated by you (the "Personal Data") will take place, in compliance with the provisions of personal data protection legislation and regulations, by using hardcopy, IT or telematic tools, with an approach strictly related to the purposes indicated and in any case in ways appropriate to ensure security and confidentiality in compliance with personal data protection legislation and regulations.

With regard to the purposes described above, Spafid will process personal data such as for the example, but not limited to these, personal details (e.g. first name, last name, address, date of birth, identity card, tax identification number).

A data subject shall have the right to obtain at any time confirmation of whether or not data is held on him/her, to know its content and origin, to check its accuracy or to ask for it to be added to, updated or rectified (Art. 15 and Art. 16 of the GDPR). Furthermore a data subject has the right to ask for the erasure of the data, restrictions on its processing, revocation of consent, portability of the data as well as the right to make complaints to the supervisory authority and in any event to object to its processing on legitimate grounds (Art. 17 and following of the GDPR).

Those rights may be exercised by making a communication in writing accompanied by a valid identity document of the data subject to be sent to: [privacy@spafid.it](mailto:privacy@spafid.it).

The data controller is the company Società per Amministrazioni Fiduciarie "Spafid" S.p.A. with Headquarters at 10, Via Filodrammatici, Milan. Spafid has designated the data protection officer of the Mediobanca Group as its data protection officer.

The Data Protection Officer may be contacted at the following addresses:

- [DPO.mediobanca@mediobanca.com](mailto:DPO.mediobanca@mediobanca.com)
- [dpomediobanca@pec.mediobanca.com](mailto:dpomediobanca@pec.mediobanca.com)

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**PRIVACY STATEMENT**  
**PURSUANT TO ARTICLES 13 AND 14 OF REGULATION (EU) 2016/679**

Pursuant to Articles 13 and 14 of EU Regulation 2016/679 (hereafter Privacy Law), Nexi SpA (hereafter Nexi) - Data Controller - informs you that the data contained in this delegation form are processed for purposes related to the management of the activities of the bodies social (an example: verify the legitimacy powers, participate in the Shareholders' Meeting, delegate voting for a long time). The legal basis of the processing is given by the fulfillment of legal obligations to which Nexi is subject.

The same data may be known by Nexi employees specifically authorized to process it, such data may also be disclosed to specific authorized subjects, belonging to other companies of the Nexi Group, and to external companies that support Nexi in the exercise of its activities. These companies can operate as data controllers, in total autonomy with respect to Nexi, or as data processors specifically appointed by Nexi. Finally, the data can be communicated to the Judicial Authority and to the Supervisory Authority.

The processing of personal data or personal data referred to third parties (e.g. delegated subjects or their substitutes) communicated will take place, in compliance with the provisions of the Privacy Law, through paper, IT or telematic tools, with logic strictly related to the purposes indicated and, in any case, with suitable methods to guarantee their security and confidentiality in compliance with the Privacy Law.

In relation to the above purpose, Nexi processes Personal Data such as, by example and without limitation, personal data (e.g. name, surname, address, date of birth, identity card, tax code.

The data are stored by Nexi within the territory of the European Union in compliance with the law provisions (maximum 10 years from the end of the relationship).

The interested party has the right at any time to obtain confirmation of the existence or otherwise of the same data and to know its content and origin, verify its accuracy or request its integration or updating, or rectification (articles . 15 and 16 of the GDPR). In addition, you have the right to request cancellation, limitation to processing, withdrawal of consent, data portability as well as to propose a complaint to the supervisory authority and to oppose in any case, for legitimate reasons, to their treatment (art. 17 and following of the GDPR).

These rights can be exercised by written communication accompanied by a valid identity document of the person concerned to be sent to: [dpo@nexi.it](mailto:dpo@nexi.it).

The Data Controller is Nexi S.p.A. with registered office in Milan, Corso Sempione n. 55. The Data Protection Officer to contact for any request regarding the processing of their personal data is the Head of the Compliance & AML Function, who can be contacted by writing to the following e-mail address: [DPO@nexi.it](mailto:DPO@nexi.it).

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