



**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 10:00 a.m. on May 5<sup>th</sup>, 2021, be made exclusively through video or telecommunication means as specified below, to discuss and pass resolutions on the following

**AGENDA**

- 1. Approval of the financial statements as at December 31<sup>st</sup>, 2020, 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 31<sup>st</sup>, 2020 and of the consolidated non-financial statement prepared pursuant to Legislative Decree no. 254/2016. Related and consequent resolutions.**
- 2. Resolutions pursuant to art. 123.ter, paragraph 6 of Legislative Decree 24 February 1998, n. 58 relating to the second section of the Report on the remuneration policy and remuneration 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 14<sup>th</sup>, 1999.**
- 3. Proposal for authorization to purchase and dispose of treasury shares, subject to revocation of the authorization granted by the Shareholders' Meeting of May 5, 2020. Related and consequent 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 627,777,777 ordinary shares without nominal value, each conferring the right to cast 1 vote at the Shareholders' Meeting (the "Shares"). There are no other categories of shares. Nexi S.p.A. (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](http://www.nexi.it), section *Investors/Share Capital and Main Shareholders*.

**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. **April 26<sup>th</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 **April 30<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 THROUGH THE PROXY AT THE DESIGNED REPRESENTATIVE**

Pursuant to the provisions of Law Decree no. 18 dated March 17<sup>th</sup>, 2020 "Cura Italia" converted with amendments into Law no. 27 of April 24<sup>th</sup> 2020 (as finally extended by Law Decree no. 183 dated December 31<sup>st</sup>, 2020, "Milleproroghe" as converted with amendments into the Law n. 21 dated February 26<sup>th</sup> 2021) (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, as further specified 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](http://www.nexi.it), section *Investor/Shareholders' Meeting/2021*.

The 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 **May 3<sup>rd</sup>, 2021**), by one or other of the following two methods: i) transmission of an electronically reproduced copy (PDF) to the certified email address [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (subject line "Proxy for NEXI 2021 Shareholders' Meeting") from one's own certified email address (or, failing that, from one's own ordinary email address, in which case the proxy with voting instructions must be signed with a qualified or digital electronic signature); ii) transmission of the original, by courier or registered mail with return receipt, to the following address: Spafid S.p.A., Foro Buonaparte 10, 20121 Milan (Ref. "Proxy for NEXI 2021 Shareholders' Meeting"), sending a copy reproduced electronically (PDF) in advance by ordinary e-mail to [assemblee@pec.spafid.it](mailto:assemblee@pec.spafid.it) (subject line: "Proxy for NEXI 2021 Shareholders' Meeting").

Within **May 3<sup>rd</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, with specific voting instructions on all or certain items on the agenda, through the completion of a specific form proxy/subproxy form available with the relevant instructions for filling in and transmission, on the Company's internet website [www.nexi.it](http://www.nexi.it), section *Investors/Shareholders' Meetings/2021*. For the transmission of such proxies/subproxies the above mentioned procedures (also specified in the proxy form itself) 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 numbers (+39) 0280687.319 e (+39) 0280687.335 (on business days, from 9:00 a.m. to 5:00 p.m.).

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 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.

#### **INTEGRATION OF THE AGENDA AND PRESENTATION OF NEW RESOLUTIONS PROPOSALS**

Pursuant to Article 126-bis CFA, 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 12<sup>th</sup>, 2021**), 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 Article 125-ter, paragraph 1, CFA.

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, specifying in the object "integration of the agenda pursuant to the sub-paragraph 1 of paragraph 1 of article 126-bis CFA" and/or "new resolutions proposals pursuant to the sub-paragraph 1 of paragraph 1 of article 126-bis CFA", via registered letter or courier service, to the Company's registered office, Corso Sempione No. 55, Milan, for the attention of Corporate & External Affairs, Ref. "Assemblea Nexi 2021", or via certified e-mail to the certified e-mail address [assemblea@pec.nexi.it](mailto: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 20<sup>th</sup>, 2021**).

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 Article 125-ter, paragraph 1, CFA.

#### **RIGHT TO INDIVIDUALLY SUBMIT RESOLUTION PROPOSALS**

Considering that the attendance at the Shareholders' Meeting may only take place **exclusively** through the Designed Representative and in order, however, to make it possible for interested parties to exercise the right referred to the penultimate sub-paragraph of paragraph 1 of art. 126-bis of the CFA – although with methods and terms compatible with Covid-19' emergency and with the indefectible requirement that the individual proposals of resolution are knowable by the generality of persons entitled to attend the Meeting and to exercise the right to vote in time to provide voting instructions to the Designated Representative - it is expected that the Shareholders can individually submit to the Company resolution proposals on the items on the agenda by **April 19<sup>th</sup> 2021** so that the Company can proceed with their subsequent publication.

Shareholders who submit proposals must legitimize their right by transmitting to the Company relevant documentation issued pursuant to the applicable provisions by the intermediary who keeps the account on which the ordinary shares are registered.

Proposals for deliberation and the above-mentioned documents relating to entitlement, must be submitted, specifying in the object "Resolution proposal referred to the penultimate sub-paragraph of paragraph 1 of art. 126-bis of the CFA", via registered letter or courier, to the Company's registered office, Corso Sempione No. 55, Milan, for the attention of Corporate & External Affairs, Ref. "Assemblea Nexi 2021", or via certified e-mail to the certified e-mail address [assemblea@pec.nexi.it](mailto:assemblea@pec.nexi.it). Sending to the above-mentioned certified e-mail address the requests for 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.

The resolution proposals submitted within the above-mentioned deadlines and manners, will be made available on the Company's website ([www.nexi.it](http://www.nexi.it), section Investors/Shareholders' Meetings/2021) within **April 20<sup>th</sup> 2021**, so that those entitled to vote can also taking into account such new proposals for the purpose of conferring proxies and / or sub-proxies, with relative voting instructions, to the Designated Representative.

The Company reserves the right to verify the relevance of the proposals with respect to the items on the agenda, their completeness and their compliance with the applicable provisions, as well as the entitlement of the proposers.

In case of proposed resolutions on the items on the agenda other than those formulated by the Board, the Board's proposal will be submitted to the vote first (unless it is withdrawn) and, only if this proposal is rejected, the proposals of the Shareholders will be submitted to the vote. These proposals, even in the absence of a proposal from the Board, if alternatives to each other, will be submitted to the Shareholders' Meeting starting from the proposal presented by the Shareholders who represent the largest percentage of the capital.

If the first proposal to be submitted to the vote is rejected, the next proposal in the order of represented capital will be submitted to the vote and so on.



## **RIGHT TO ASK QUESTIONS BEFORE THE SHAREHOLDERS' MEETING**

Pursuant to Article 127-ter CFA, 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 26<sup>th</sup>, 2021**.

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 (within the third day following the seventh open market day preceding the Meeting) but no later than **April 29<sup>th</sup>, 2021**. 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, Re: "Assemblea Nexi 2021" or at the certified e-mail address [assemblea@pec.nexi.it](mailto:assemblea@pec.nexi.it).

The Company shall provide answers no later than **April 30<sup>th</sup>, 2021**. The answers will be published on the Company's website ([www.nexi.it](http://www.nexi.it), section *Investors/Shareholders' Meetings/2021*).

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.

## **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 2020 and the Non-financial Statement of the 2020 financial year — 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/2021*), as well as on the authorized storage system "eMarket Storage" ([www.emarketstorage.com](http://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](http://www.nexi.it), on the authorized storage mechanism "eMarket Storage" ([www.emarketstorage.com](http://www.emarketstorage.com)), as well as an excerpt in the daily newspaper "la Repubblica".

Milan, April 2<sup>nd</sup>, 2021

For the Board of Directors  
The Chairwoman  
(Michaela Castelli)