



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 ORDINARY
SHAREHOLDERS' MEETING**

The Ordinary Shareholders' Meeting of the Company is convened, on single call, at 10:00 a.m. on May 5th, 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 31st, 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 31st, 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 14th, 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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RIGHT TO ATTEND AND VOTE

Pursuant to Article 83-sexies of Legislative Decree no. 58 dated February 24th, 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 26th, 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 30th, 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 DESIGNATED REPRESENTATIVE

Pursuant to the provisions of Law Decree no. 18 dated March 17th, 2020 "Cura Italia", converted with amendments into Law no. 27 of April 24th 2020 (as extended by Law Decree no. 183 dated December 31st, 2020, "Milleproroghe", converted with amendments into the Law n. 21 dated February 26th 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 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 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, 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 3rd, 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 (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 (subject line: "Proxy for NEXI 2021 Shareholders' Meeting").

Within **May 3rd, 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, 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 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 Chairman 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.

Information concerning i) the share capital as at today's date; ii) the right by the shareholders holding at least 2.5% of the share capital to add items to the agenda and to submit further resolution proposals on items already on the agenda, pursuant to the sub-paragraph 1 of paragraph 1 of article 126-bis CFA (i.e. by **April 12th, 2021**) and the right to submit individual resolution proposals, pursuant to the penultimate sub-paragraph of paragraph 1 of art. 126-bis of the CFA (i.e. by **April 19th, 2021**) and iii) the exercise of the right to ask questions prior to the Shareholders' Meeting' (i.e. by **April 26th, 2021**), is given in the notice of call, available on the Company's website dedicated to this Shareholders' Meeting (www.nexi.it, sezione *Investors/Assemblee Azionisti/2021*), to the full content of which you are invited to refer for any other information concerning the Shareholders' Meeting.

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, section *Investors/Shareholders' Meetings/2021*), 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.

Milan, April 2nd, 2021

For the Board of Directors

The Chairwoman

(Michaela Castelli)