



**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 COD/VAT REGISTRATION NUMBER AND MILAN MONZA BRIANZA LODI BUSINESS REGISTER NUMBER  
09489670969

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

The Extraordinary Shareholders' Meeting of the Company is convened, on single call, at 9:00 a.m. on **June 21<sup>st</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 plan for the merger by incorporation of SIA S.p.A. into Nexi S.p.A. Amendments to the By-Laws and consequent and related resolutions.

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**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. **June 10<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 **June 16<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 DESIGNATED 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) issued in light of the epidemiological emergency related to COVID-19 and in order to minimize travel 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 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. **June 17<sup>th</sup>, 2021**), in accordance with one out 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 Shareholders' Meeting June 2021") 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 Shareholders' Meeting June 2021"), 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 Shareholders' Meeting June 2021").

Within **June 17<sup>th</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 sub-proxies 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/sub-proxy 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. For the transmission of such proxies/sub-proxies the above mentioned procedures (also specified in the proxy form itself) must be followed.

The proxy/sub-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/sub-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.).

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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.

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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 **May 31<sup>st</sup>, 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 **June 3<sup>rd</sup>, 2021**) and iii) the exercise of the right to ask questions prior to the Shareholders' Meeting' (i.e. by **June 10<sup>th</sup>, 2021**), is given in the notice of call, available on the Company's website dedicated to this Shareholders' Meeting ([www.nexi.it](http://www.nexi.it), section Investors/Shareholders' Meetings/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 item on the agenda



with the full text of the resolution proposals, the merger plan and the additional documentation required by Article 2501-*septies* of the Italian Civil Code – 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)).

#### **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 and relevant to the procedures for conducting the meeting’s business.

Milan, May 21<sup>st</sup>, 2021

For the Board of Directors  
The Chairwoman  
(Michaela Castelli)