



NEXI S.P.A.

WITH REGISTERED OFFICE AT CORSO SEMPIONE NO. 55 – 20149 MILAN

SHARE CAPITAL EURO 94,036,905.00 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 AND ORDINARY SHAREHOLDERS' MEETING

The Extraordinary and Ordinary Shareholders' Meeting of the Company is convened, on single call, at 10:30 am on **October 15th, 2021**, be made exclusively through video or telecommunication means as specified below, to discuss and pass resolutions on the following

AGENDA

A) Extraordinary part:

1. Authorization to convert the *equity-linked* bonds denominated “€1,000,000,000 Zero Coupon Equity Linked Bonds due 2028” and share capital increase, in tranches, with exclusion of the pre-emptive right, to service the abovementioned bonds, by the issue of ordinary shares. Related and consequent resolutions.

B) Ordinary part:

1. Integration to the composition of the Board of Statutory Auditors. Related and consequent resolutions.
2. Approval of the information document drafted in compliance with the requirements provided under Article 114-*bis* of Legislative Decree No. 58 dated February 24th, 1998 (the “CFA”), as well as pursuant to Article 84-*bis* and Scheme 7 of Annex 3A of the Issuers' Regulations concerning the incentive plan “Retention Plan Nets 2 - Cash Incentive Plan for NETS MEP “Non joiners. Related and consequent resolutions.

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RIGHT TO ATTEND AND VOTE

Pursuant to Article 83-*sexies* of the CFA and Article 10 of the Company's By-Laws, the right to attend the 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. **October 6th, 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 **October 12th, 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 17th, 2020 “Cura Italia” converted with amendments into Law no. 27 of April 24th 2020 (as finally extended by Law Decree no. 105 dated July 23rd, 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.nexigroup.com, section *Group/Governance/Shareholders' Meetings*.

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. **October 13th, 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 (subject line "Proxy for NEXI Shareholders' Meeting October 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 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 October 2021"), sending a copy reproduced electronically (PDF) in advance by ordinary e-mail to assemblee@pec.spafid.it (subject line: "Proxy for NEXI Shareholders' Meeting October 2021").

Within **October 13th, 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.nexigroup.com, section *Group/Governance/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 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 exclusively, be made through video or 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



September 27th, 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 **September 29th, 2021**) and iii) the exercise of the right to ask questions prior to the Shareholders' Meeting' (i.e. by **October 6th, 2021**), is given in the notice of call, available on the Company's website dedicated to this Shareholders' Meeting (www.nexigroup.com, section *Group/Governance/Shareholders' Meetings*), to the full content of which you are invited to refer for any other information concerning the Shareholders' Meeting.

INTEGRATION TO THE COMPOSITION OF THE BOARD OF STATUTORY AUDITORS

As regards to the first item of the ordinary part of the shareholders' meeting, please note that, due to the fact the integration to the composition of the Board of Directors is made under Article 2401 of the Italian Civil Code, the resolution of the Shareholders' Meeting shall be adopted with the majority required by the applicable laws and the slate system for the appointment of candidates will not be applicable. For further information in relation to the integration to the composition of the Board of Directors, please see the Board of Directors' Report concerning this item on the agenda.

DOCUMENTATION

The documentation related to the Shareholders' Meeting will be 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.nexigroup.com, section *Group/Governance/Shareholders' Meetings*), 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 and relevant to the procedures for conducting the meeting's business.

Milan, September 15th, 2021

For the Board of Directors

The Chairwoman
(Michaela Castelli)