



NEXI S.P.A.

WITH REGISTERED OFFICE AT CORSO SEMPIONE NO. 55 – 20149 MILAN
SHARE CAPITAL EURO 118,451,992.00 FULLY PAID IN
TAX CODE/VAT REGISTRATION NUMBER AND MILAN, MONZA BRIANZA AND LODI BUSINESS REGISTER
NUMBER 09489670969

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

The Ordinary Shareholders' Meeting of the Company is convened, on single call, at 10:00 a.m. on **May 5th**, 2022, to be made exclusively through video or telecommunication means as specified below, to discuss and pass resolutions on the following

AGENDA

Ordinary part

1. **Approval of the financial statements as at December 31st, 2021, 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, 2021 and of the consolidated non-financial statement prepared pursuant to Legislative Decree No. 254/2016, as subsequently amended and supplemented.**
2. **Appointment of the Board of Directors:**
 - a. **determination of the number of the Board of Directors' members;**
 - b. **determination of the term of office of the Board of Directors;**
 - c. **appointment of the members of the Board of Directors;**
 - d. **determination of the remuneration of the members of the Board of Directors.**
3. **Appointment of the Board of Statutory Auditors:**
 - a. **appointment of the members of the Board of Statutory Auditors;**
 - b. **appointment of the Chairman of the Board of Statutory Auditors;**
 - c. **determination of the remuneration of the members of the Board of Statutory Auditors.**
4. **Extension of the mandate granted to the auditing firm and the relevant remuneration. Related and consequent resolutions.**
5. **Report on remuneration policy and compensation paid:**
 - a. **Section I: report on the remuneration policy for the financial year 2022 (binding resolution);**
 - b. **Section II: report on remuneration granted in the financial year 2021 (non-binding resolution).**
6. **Approval of an employee incentive plan called "Piano LTI". Related and consequent resolutions.**
7. **Proposed authorisation to purchase and dispose of treasury shares, subject to revocation of the authorisation granted by the Shareholders' Meeting of May 5th, 2021 for the portion which was not implemented. Related and consequent resolutions.**

Extraordinary part

1. **Approval of a share capital increase, free of charge, in one or more tranches, pursuant to Article 2349 of the Italian Civil Code, for a maximum amount of Euro 1,776,780, to be carried out through the issue of new shares without nominal value, to be used as part of the incentive plan called "LTI Plan", with related amendments to the By-Laws and granting of the relevant powers to the administrative body. Related and consequent resolutions.**

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 By-Laws, 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, 2022**, 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 **May 2nd, 2022**. 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, dated April 24th 2020 (as finally extended by art. 3, paragraph 1, of Law Decree No. 228 dated December 30th, 2021, converted into Law No. 15, dated February 25th, 2022, 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 www.nexigroup.com, section Group/Governance/Shareholders' Meeting/Extraordinary and Ordinary Shareholders' Meeting May 5th, 2022.

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 11:59 p.m. of **May 3rd, 2022**), by one or other of the following two methods: i) transmission of an electronically reproduced copy (PDF) to the certified email address assemblee2022@pec.spafid.it (subject line "Proxy for NEXI 2022 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 2022 Shareholders' Meeting"), sending a copy reproduced electronically (PDF) in advance by ordinary e-mail to assemblee2022@pec.spafid.it (subject line: "Proxy for NEXI 2022 Shareholders' Meeting").

Within **May 3rd, 2022**, 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 www.nexigroup.com, section Group/Governance/Shareholders' Meetings/Extraordinary and Ordinary Shareholders' Meeting May 5th, 2022. 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.



Information concerning i) the share capital as at today's date; ii) the appointment of the Board of Directors (submission of the slates by **April 10th, 2022**); iii) the appointment of the Board of Statutory Auditors (submission of the slates by **April 10th, 2022**); iv) 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 3rd 2022**) 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 2022**) and v) the exercise of the right to ask questions prior to the Shareholders' Meeting' (i.e., by **April 26th, 2022**), 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/Extraordinary and Ordinary Shareholders' Meeting May 5th, 2022), 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 December 31st, 2021 and the Non-financial Statement of the 2021 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.nexigroup.com, section Group/Governance/Shareholders' Meetings/Extraordinary and Ordinary Shareholders' Meeting May 5th, 2022), 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, March 25th, 2022

For the Board of Directors

The Chairwoman

(Michaela Castelli)