



**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

**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 5<sup>th</sup>, 2022**, 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 the 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 5<sup>th</sup>, 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.**

\* \* \*

**INFORMATION ON THE SHARE CAPITAL AS AT TODAY'S DATE**

The subscribed and fully paid-in share capital is equal to Euro 118,451,992.00, divided into No. 1,310,191,586 ordinary shares without nominal value, each conferring the right to cast No. 1 vote at the Shareholders' Meeting (the "**Shares**"). There are no other categories of shares. Nexi S.p.A. (the "**Company**") holds n. 282,475 treasury shares. Further information on the share capital and the main shareholders is available on the Company's website, [www.nexigroup.com](http://www.nexigroup.com), section Investors/Share Information/Shareholding.



## 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 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 26<sup>th</sup>, 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 2<sup>nd</sup>, 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 17<sup>th</sup>, 2020 "Cura Italia" converted with amendments into Law No. 27 dated April 24<sup>th</sup> 2020 (as finally extended by art. 3, paragraph 1, of Law Decree No. 228 dated December 30<sup>th</sup>, 2021, converted into Law No. 15 dated February 25<sup>th</sup>, 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 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's website [www.nexigroup.com](http://www.nexigroup.com), section Group/Governance/Shareholders' Meeting/Extraordinary and Ordinary Shareholders' Meeting May 5<sup>th</sup>, 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 3<sup>rd</sup>, 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](mailto: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](mailto:assemblee2022@pec.spafid.it) (subject line: "Proxy for NEXI 2022 Shareholders' Meeting").

Within **May 3<sup>rd</sup>, 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 website [www.nexigroup.com](http://www.nexigroup.com), section Group/Governance/Shareholders' Meetings/Extraordinary and Ordinary Shareholders' Meeting May 5<sup>th</sup>, 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](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 Chairwoman 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.

#### **APPOINTMENT OF THE BOARD OF DIRECTORS**

Pursuant to art. 13 of the Company's By-Laws (available on the Company's website, [www.nexigroup.com](http://www.nexigroup.com), section Group/Governance/Governance System), the Board of Directors is appointed on the basis of slates of candidates according to the provisions of the By-Laws, to which reference is made.

The following are entitled to submit slates: (a) shareholders who, at the time of submitting the slate, hold - alone or together with other submitting shareholders - a stake equal to at least 0.5% of the share capital with voting rights at the ordinary Shareholders' Meeting, pursuant to Consob Resolution No. 60 dated January 28<sup>th</sup>, 2022; and (b) the outgoing Board of Directors.

The slates shall be submitted or delivered to the Company no later than the 25<sup>th</sup> day prior to the date of the General Shareholders' Meeting (i.e., by **April 10<sup>th</sup>, 2022**), together with the documentation needed to identify the shareholders that submitted the slate as well as the documentation required pursuant to the law and the By-Laws, by submitting it to the Company's registered office or by sending to the certified e-mail [assemblea@pec.nexi.it](mailto:assemblea@pec.nexi.it). The same slates will be made available to the public at the Company's registered office, on the Company's website at [www.nexigroup.com](http://www.nexigroup.com), section Group/Governance/Shareholders' Meetings/Extraordinary and Ordinary Shareholders' Meeting May 5<sup>th</sup>, 2022 and at the storage mechanism through Storage no later than 21 days prior to the date of the General Meeting (i.e., by **April 14<sup>th</sup>, 2022**)..

Each shareholder, the shareholders that are parties to a shareholders' agreement concerning the Company pursuant to art. 122 of the CFA, the controlling company, the subsidiaries and the companies subject to joint control and the other subjects among which there is a connection, even indirect, pursuant to the law and regulations in force at the time, may not submit or take part in the submission of more than one slate, neither through a third party nor a trust company, nor may they vote for different slates.

Each candidate may be submitted on only one slate, under penalty of ineligibility. Each slate shall contain the names, marked by a progressive number, of a number of candidates not exceeding the number of members to be appointed.

For the sake of completeness, it should be noted that, since this is the first renewal of the corporate bodies after the start of negotiations, a number of candidates belonging to the less represented gender equal to one fifth must be identified, pursuant to art. 2 of Law No. 120 of July 12<sup>th</sup>, 2011; therefore, the slates containing a number of candidates equal to or higher than three must include at least one fifth of the candidates belonging to the less represented gender.

The following shall be filed together with the submission of the slates; (a) information on the shareholders that submitted the slate and the percentage of capital held; (b) a declaration by shareholders other than those holding, individually or jointly, a controlling stake or a relative majority stake, certifying the absence of any connection, even indirectly, with the latter in accordance with the laws and regulations in force at the time (e.g., considering Consob Communication DEM/9017893 dated February 26<sup>th</sup>, 2009); (c) the *curriculum vitae* of the candidates as well as a declaration by each candidate attesting that, under his/her own responsibility, there are no causes of ineligibility or incompatibility and that he/she meets the requirements for office; (d) an information note regarding the candidates and any indication of suitability to qualify as independent director pursuant to the applicable laws and codes of conduct on corporate governance (if any) adopted by the Company; (e) a declaration by which each candidate accepts his/her candidature; and (f) any other further or different declaration, information note and/or document required by the laws and regulations in force at the time.

If the obligations under this Article are not fulfilled, the voting slate shall be deemed to not have been submitted.

Please note that the outgoing Board of Directors, in accordance with the provisions of the Corporate Governance Code approved by the Corporate Governance Committee, to which the Company complies, has provided its guideline to Shareholders on the quantitative and qualitative composition of the new Board of Directors (the "**Guidelines**"). In addition to the foregoing, the Company has also published the Board of Directors' guidance on the maximum number of offices deemed compatible with effective performance as a director of the Company ("**Guidance on Maximum Number of Offices**"). Shareholders are therefore invited, in the



composition of their slates, to consider the indications contained in the aforementioned documents (*i.e.*, Guidelines Guidance on Maximum Number of Offices) published on March 21<sup>st</sup>, 2022 in the Group/Governance/Shareholders' Meetings/Extraordinary and Ordinary Shareholders' Meeting May 5<sup>th</sup>, 2022 section of the Company's website [www.nexigroup.com](http://www.nexigroup.com).

Moreover, in line with Recommendation 23 of the Corporate Governance Code, the Board of Directors calls upon the Shareholders who submit a slate containing a number of candidates higher than half of the members to be appointed, to provide proper information, in the documentation submitted for the filing of the slate, on its compliance with the Guidelines expressed by the outgoing Board.

Moreover, shareholders who submit a slate containing a number of candidates higher than half of the members to be appointed are entitled to formulate any proposals for resolutions related to the appointment process of the Board, if alternative or supplementary to those of the outgoing Board, such as the determination of the number of its members, their term of office and remuneration.

For any other information related to the procedures for submitting, filing and voting slates, reference shall be made to the provisions of art. 13 of the By-Laws, available on the website at [www.nexigroup.com](http://www.nexigroup.com), section Group/Governance/Governance System and to the Board of Directors' Explanatory Report related to item 2) on the agenda, available on the website at [www.nexigroup.com](http://www.nexigroup.com), section Group/Governance/Shareholders' Meetings/ Extraordinary and Ordinary Shareholders' Meeting May 5<sup>th</sup>, 2022.

#### **APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS**

Pursuant to Article 21 of the Company's By-Laws (available on the Company's website, [www.nexigroup.com](http://www.nexigroup.com), section Group/Governance/Governance System), the Board of Statutory Auditors is appointed on the basis of slates, according to the provisions of the By-Laws, to which reference is made.

Slates may be submitted by shareholders that, alone or together with others, represent, at the time the slate of submitted, at least the fraction of share capital provided for the submission of slates of candidates for the office of director (equal, again pursuant to the aforementioned Consob Resolution No. 60 dated January 28<sup>th</sup>, 2022, to 0.5% of the Company's share capital).

The slates shall be submitted or delivered to the Company's registered office no later than the 25<sup>th</sup> day prior to the date of the General Shareholders' Meeting (*i.e.*, by **April 10<sup>th</sup>, 2022**), together with the documentation needed to identify the shareholders that submitted the slate as well as the documentation required pursuant to the law and the By-Laws, by means of certified e-mail sent to [assemblea@pec.nexi.it](mailto:assemblea@pec.nexi.it). The same slates will be made available to the public at the Company's registered office, on the Company's website at [www.nexigroup.com](http://www.nexigroup.com), section Group/Governance/Shareholders' Meetings/ Extraordinary and Ordinary Shareholders' Meeting May 5<sup>th</sup>, 2022 and at the storage mechanism through Storage no later than 21 days prior to the date of the General Meeting (*i.e.*, by **April 14<sup>th</sup>, 2022**).

The shareholders that are parties to a shareholders' agreement concerning the Company pursuant to art. 122 of the CFA, the controlling company, the subsidiaries and the companies subject to joint control and the other subjects among which there is a connection, even indirect, pursuant to the law and regulations in force at the time, may not submit or take part in the submission of more than one slate, neither through a third party nor a trust company, nor may they vote for different slates.

Each candidate may be submitted on only one slate, under penalty of ineligibility. Each slate shall a number of candidates in a progressive number, not exceeding the number of members to be appointed.

With reference to the board of statutory auditors, the slates shall be divided into two sections: one for candidates for the office of standing auditor, the other for candidates for the office of alternate auditor. The first of the candidates for each section shall be registered in the register of statutory auditors and have carried out audit activities for a period of no less than 3 (three) years.

Each slate that - considering both sections - contains a number of candidates equal to or greater than 3 (three) shall also include candidates belonging to both genders, so that at least one third of the standing auditor and 1 (one) alternate auditor belong to the less represented gender (where the slate also includes candidates for the office of alternate auditor). In the event of failure to comply with the obligations under this paragraph, the slate shall be deemed not to have been submitted.

The following must be filed together with the submission of the slates: (a) information on the shareholders that submitted the slate and the percentage of capital held; (b) a declaration by shareholders other than those holding, individually or jointly, a controlling stake or a relative majority stake, certifying the absence of any connection, even indirectly, with the latter in accordance with the laws and regulations in force at the time (*e.g.*, considering Consob Communication DEM/9017893 dated February 26<sup>th</sup>, 2009); (c) the *curriculum vitae* of the candidates as well as a declaration by each candidate attesting that, under his/her own responsibility, there are no causes of ineligibility or incompatibility and that he/she meets the requirements for the respective offices; (d) an information note on the candidates with an indication of the positions of management and control held in other companies, as well as a declaration by the same candidates certifying that they meet the requirements, including those of integrity, professionalism, independence and relating to the holding of several offices,



provided for by the laws and regulations in force at the time, by the By-laws and by the Corporate Governance Code approved by the Corporate Governance Committee, as well as their acceptance of the candidature and office, if appointed (e) a declaration by which each candidate accepts his/her application; and (f) any other further or different declaration, information note and/or document provided for by the laws and regulations in force at the time.

In the event that – at the expiry of the aforementioned term for the submission of the slates (April 10<sup>th</sup>, 2022) – only one slate has been submitted, or only slates submitted by shareholders who are associated with each other pursuant to Article 144-*quinquies* of the Issuers' Regulations have been submitted, it is possible to submit slates up to the third day following such term (*i.e.*, by **April 13<sup>th</sup>**, 2022). In this case, the threshold for the submission of the slates will be reduced by half and will therefore be equal to 0,25% of the share capital.

If the obligations referred to above are not fulfilled, the slate shall be deemed not to have been submitted.

The following shall be deemed to be strictly related to the Company's sphere of activity: commercial law, corporate law, financial market law, tax law, business economics, corporate finance, disciplines with a similar or comparable purpose, as well as subjects and sectors pertaining to the Company's business sector.

With regard to any matter not expressly indicated in this notice of call, please refer to the Explanatory Report of the Board of Directors relating to item 3) on the agenda, available on the Company's website at [www.nexigroup.com](http://www.nexigroup.com), section Group/Governance/Shareholders' Meetings/ Extraordinary and Ordinary Shareholders' Meeting May 5<sup>th</sup>, 2022.

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

Pursuant to Article 126-*bis* of the 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 3<sup>rd</sup>**, 2022), 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 2022", 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>**, 2022).

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 the health emergency from Covid-19 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> 2022** so that the Company can proceed with their subsequent publication.

Shareholders who submit proposals must legitimize their right by transmitting to the Company appropriate 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 service, to the Company's registered office, Corso Sempione No. 55, Milan, for the attention of Corporate & External Affairs, Ref. "Assemblea Nexi 2022", 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 within **April 20<sup>th</sup> 2022**, 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 put to the vote first (unless it is withdrawn) and, only if this proposal is rejected, the proposals of the Shareholders will be put 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 put to the vote is rejected, the next proposal in the order of represented capital will be put 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>, 2022**.

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>, 2022**. 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 2022" or at the certified e-mail address [assemblea@pec.nexi.it](mailto:assemblea@pec.nexi.it). The Company shall provide answers no later than **May 2<sup>nd</sup>, 2022**. The answers will be published on the Company's website ([www.nexigroup.com](http://www.nexigroup.com), section Group/Governance/Shareholders' Meetings/Extraordinary and Ordinary Shareholders' Meeting May 5<sup>th</sup>, 2022).

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 December 31<sup>st</sup>, 2021 and the Non-financial Statement of the 2021 financial year — 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](http://www.nexigroup.com), section Group/Governance/Shareholders' Meetings/Extraordinary and Ordinary Shareholders' Meeting May 5<sup>th</sup>, 2022), 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.nexigroup.com](http://www.nexigroup.com), 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, March 24<sup>th</sup>, 2022

For the Board of Directors  
The Chairwoman  
(Michaela Castelli)