

Report on item 6 on the Agenda of the Ordinary Shareholders' Meeting

Approval of an employee the incentive plan called “Piano LTI”. Related and consequent resolutions.

Dear Shareholders,

the Ordinary Shareholders' Meeting called for May 5, 2022 is called upon to discuss and resolve, pursuant to Article 114-*bis*, paragraph 1, of Legislative Decree No. 58 dated February 24, 1998, as subsequently amended and supplemented (the "**CFA**"), on this proposal concerning the incentive plan named "*Piano LTP*" (the "**LTI Plan**") reserved to the Chief Executive Officer and General Manager, as well as to other employees, including the Managers with Strategic Responsibilities (the "**Beneficiaries**"), of Nexi S.p.A. (the "**Company**") and of each subsidiary directly or indirectly controlled by the Company pursuant to Article 2359 of the Italian Civil Code (collectively, the "**Group**"), in accordance with the criteria further detailed in the relevant information document attached to this report (the "**Information Document**"). Terms in capital letters which are not expressly defined in this report shall have the meaning ascribed to them in the Information Document.

The LTI Plan mainly aims at: (i) steering the Company's performance in the medium-long term through the alignment of management's behaviours to the Company's strategy and risk management policies; and (ii) retaining the Group's key figures, covering functions of a significant impact for the Company's organisation and having significant expertise, which can represent a competitive advantage for the Group.

Accordingly, the LTI Plan provides for the free allocation to the Beneficiaries, over a medium-long term, divided into three 3-year cycles (2022-2024, 2023-2025 and 2024-2026), of two different categories of rights (*i.e.*, performance shares rights and restricted shares rights), which, in accordance with the terms and conditions set forth in the LTI Plan regulation and in the Information Document, entitle the Beneficiaries to obtain shares of the Company, as briefly summarised below.

Performance Shares Rights

Performance Shares Rights shall accrue subject to the achievement, following the three-year Vesting Period, of the Entry Gate (*i.e.*, the Effective OCF reaching a value equal to at least 80% of the Target OCF) and to the fulfilment, to be independently assessed in each case, of the Performance Targets regarding the Relative Total Shareholder Return – as established for the first Cycle – and the Relative Operating Cash Flow, as well as to the existence of the Relationship upon the allocation of the shares of the Company, pursuant to the terms and conditions set forth in the Regulations. The General Manager and Managers with Strategic Responsibilities may only be granted Performance Shares Rights.

Notwithstanding the foregoing, starting from the second of the third Cycle of allocation, the Board of Directors may identify a further Performance Targets – to be included in addition to those indicated above, which shall therefore be re-proportioned – with a maximum weighting equal to 10% in the ESG, Environmental, Social and Governance area.

Restricted Shares Rights

Restricted Shares Rights shall accrue subject to subject to the expiry of the Vesting Period and to the existence of the Beneficiary's employment relationship with the Group upon delivery of the shares grant letter, pursuant to the terms and conditions set forth in the Regulations and the Information Document. Employees belonging to supervisory bodies will be exclusively granted Restricted Shares Rights, in compliance with the principles of sound and prudent management applied by the Company.

Share allocation

Following the approval of the financial statements relating to the last financial year of each Vesting Period (*i.e.*, financial years 2024 for the first Cycle, 2025 for the second Cycle and 2026 for the third Cycle) and subject to the occurrence of the above conditions, as further detailed in the Information Document, the Board of Directors will establish the number of shares to be freely allocated to each identified Beneficiary of one or the other class of rights.

Part of the shares servicing the LTI Plan will be newly issued, pursuant to a free capital increase, separately and to be released on one or more occasions, in accordance with Article 2349 of the Italian Civil Code, for a maximum amount corresponding to the 1.5% of the share capital], to be implemented by issuing new shares with no par value, while the other part of the shares will be will be allocated from the Company's treasury shares portfolio.

For further details in relation to the LTI Plan (*e.g.*, with respect to holding period, *malus* clauses and claw back clauses) drafted in accordance with Article 114-*bis* of the CFA, Article 84-*bis* and Schedule 7 of Annex 3A of the Regulation adopted with Consob resolution No. 11971 on May 14, 1999, please refer to the Information Document.

Resolutions proposed to the Ordinary General Meeting

Shareholders, in consideration of the above, the Board of Directors now submits the following proposal for your approval:

“The Ordinary Shareholders’ Meeting of Nexi S.p.A.

- *having examined the report of the Board of Directors on the proposed resolution; and*
- *having examined the Information Document,*

RESOLVES

1. *to approve the medium-long term incentive plan named “Piano LTI”, as described in the Information Document;*
2. *to grant the Board of Directors, with the right to sub-delegate, any and all powers necessary or appropriate to implement the LTI Plan, including, but not limited to:*
 - *the power to identify the Beneficiaries of each Cycle;*
 - *the power to define the maximum amount of Rights to be allocated for each Cycle in accordance with the criteria set forth in the LTI Plan and the Regulations;*
 - *the power to verify (i) the achievement of the Entry Gate and of the Performance Targets in order to determine the relevant number of accrued Performance Shares Rights and/or (ii) the expiry of the Vesting Period for the accrual of Restricted Shares Rights and, therefore, determine the number of Shares to be granted ;*
 - *the power to regulate the rights of the Beneficiaries and/or to adjust the terms and conditions of the Allocation in the relevant circumstances and in accordance with the provisions set forth in the Regulations;*

- *the power to execute, also by granting the CEO with the relevant powers and with the right to sub-delegate to the relevant corporate bodies of the Company, any and all formalities required for implementing the LTI Plan;;*
- *the power to establish the Performance Targets and the Entry Gate for each Cycle; and*
- *, the power to submit to the Shareholders' Meeting any proposal concerning material amendments to the LTI Plan.”*

Milan, March 24, 2022

for the Board of Directors
the Chairwoman
Michaela Castelli