

**DECLARATION OF ACCEPTANCE OF THE OFFICE AS DIRECTOR OF NEXI S.P.A. AND
FULFILMENT OF THE LAW REQUIREMENTS**

I, the undersigned _____, born in _____, on
_____/_____, fiscal code _____, residing in
_____, street _____, no. _____, postal
code _____

WHEREAS

- A) the Shareholders' Meeting of Nexi S.p.A. ("**Nexi**" or the "**Company**") is convened on May 5, 2022, at 10.00 a.m., in a single call, to discuss and resolve, *inter alia*, on the appointment of the members of the Board of Directors for the term 2022-2024, who, subject to approval by the Shareholders' Meeting, will therefore hold their office until the Shareholders' Meeting called to resolve upon the approval of the financial statements for the financial year ending as at December 31, 2024;
- B) he/she he/she is aware of the requirements set forth by the applicable laws and regulations and the corporate governance code issued by the "Corporate Governance Committee" (the "**Corporate Governance Code**") for holding the office of Director in a listed company

The above being said

under his/her own exclusive responsibility, pursuant to and for the purposes of the applicable laws and the by-laws, as well as Article 76 of Presidential Decree No. 445 dated December 28, 2000 for the offences of forgery of documents and mendacious statements,

DECLARES

to accept the presentation of his nomination and possible appointment as a member of the Board of Directors of Nexi, being aware of the requirements set forth by the applicable laws and the by-laws for holding such office, and to that end, under his own responsibility,

DECLARES

to comply with all the requirements set forth by the applicable legal and administrative provisions as well as with all the requirements set forth by the by-laws for holding such office, and in particular, but not limited to:

- the absence of causes of non-eligibility, forfeiture and incompatibility pursuant to Article 2382 of the Italian Civil Code and other applicable provisions;
- to meet the integrity requirements set forth by the combined provisions of Article 147-*quinquies*, paragraph 1 of Legislative Decree No. 58 dated February 24, 1998, as subsequently amended and supplemented (the "**Consolidated Financial Act**" or "**CFA**"), and Article 2 of Ministry of Justice Decree No. 162 dated March 30, 2000;
- NOT to meet the independence requirements set forth by the combined provisions of Articles 147-*ter*, paragraph 4 and 148, paragraph 3 of the CFA,

- NOT to meet the independence requirements pursuant to Article 2 of the Corporate Governance Code, as shown in the specific declaration of independence attached hereto;
- that he/she does not hold offices as director or statutory auditor to the same extent or exceeding the extent set forth by the applicable laws and regulations and/or the by-laws and/or the Corporate Governance Code.

The undersigned also declares that he/she has been informed pursuant to Article 13 of European Regulation 2016/679 (the 'GDPR'), and accepts that his/her personal data will be processed by Nexi S.p.A. as the data controller, including by means of information technology tools, for the purposes relating to the appointment as member of the Board of Directors and in order to comply with the requirements provided under the applicable laws, including, but not limited to, the publication on the website of Nexi S.p.A., pursuant to art. 6 letter b) and c), GDPR. The personal data will be stored in the IT systems used by the Data Controller for a term equal to the statute of limitations of the rights enforceable by the Data Controller, as applicable from time to time. Nevertheless, all the rights referred to in Articles 13-21 of the GDPR may be exercised at any time, namely access, deletion, rectification, integration and limitation of the use of the data, revocation of consent. Such rights may be exercised in the manner indicated in the GDPR by sending an email to dpo@nexi.it. Each concerned party may lodge a complaint with the Guarantor for the Protection of Personal Data (*Garante per la Protezione dei Dati Personali*) in the event that he/she considers that his/her rights under the GDPR have been violated, according to the procedures indicated on the Guarantor's website accessible at: www.garanteprivacy.it.

The Data Protection Officer ('DPO') of Nexi S.p.A. is Daniela Bragante, and can be contacted at the following e-mail address: DPO@nexi.it.

The undersigned undertakes to promptly notify the Board of Directors of Nexi S.p.A. of any changes in the content of this declaration and, if needed, to make a new substitute statement.

Place, date

In witness whereof

Spett. le

Nexi S.p.A.

Corso Sempione, 55

20149 MILANO

Prospectus ex art. 36 of Law Decree no. 201/2011 converted into Law no. 214/2011 (interlocking directorates)

Art. 36 (Protection of competition and interlocking directorates in the credit and financial markets)

1. It is forbidden to persons holding offices in the management, surveillance and control bodies and to senior executives of companies and of groups of companies acting in the credit, insurance and financial markets to accept or exercise similar offices in competing companies or groups of companies.

2. For the purposes of the prohibition referred to in paragraph 1, competing are those companies or groups of companies among which there are not control relationships pursuant to article 7 of law 10 October 1990 No. 287 and which act in the same product and geographic markets.

2-bis. In the case referred to in paragraph 1, the holders of incompatible office may, within ninety days from the date of the appointment, choose which of the offices to which they were appointed they will continue to perform. If no such option is exercised by that date, both offices shall be forfeited, and the forfeiture shall be declared by the competent governing bodies of the organizations concerned within thirty days after the period expires or the breach of the prohibition comes to their knowledge. If no action is taken, the forfeiture shall be declared by the regulator of the appropriate industry.

2-ter. Upon initial application, the deadline for exercising the option provided for in paragraph 2-bis, first sentence, is one hundred and twenty days from the date of entry into force of the law converting this decree into law.

Please fill in this form after having read the footnotes.

Section A) Declarant

SURNAME

NAME

TAX CODE

Section B) – Offices held in companies or groups of companies acting in the credit, insurance and financial² markets¹

Identify the companies for which the following conditions are jointly met:

- companies incorporated under Italian law (therefore excluding foreign companies even if they are operating in Italy through branches);
- different from those directly, indirectly or jointly controlled by Nexi S.p.A.;
- acting in the credit, insurance and financial markets (or carrying out holding activities with participation only that directly or indirectly allows to control a company or a group of companies acting in the credit, insurance and financial markets), with the exception of companies that perform exclusively "ancillary" or "instrumental" services (such as back office services, consulting, financial information, credit recovery, claims management and real estate);
- the member of staff holds positions in management, supervisory or control bodies or is a senior official³;

Name of the Company	Tax Code	Office Held	Geographic and product in which the company operates	Group of the Company (if any)	Indication of other companies of the Group to which the Company belongs that are active in the banking, insurance and financial sectors, and indication of the geographic and product market in which such companies operate ²	

Further comments

Section C) – Exercise of the option and evaluations pursuant to art. 36, paragraph 2bis and evaluation⁴

Exercise of the option (Indicate YES/NO)	Name of the chosen company	Tax Code	Extensive explanations

Milan,

Signature _____

¹ Meaning the national market or a geographical market included in the national market (such as regional and local markets). With reference to markets other than national markets, please specify the relevant market in the "Other Observations" section.

² "Companies acting in the financial market" means, inter alia, companies which carry out the following activities *vis-à-vis* the public at large: acquisition of holdings, granting of loans in whatsoever form, delivery of money transmission services and trading in foreign exchange, such as payment institutions, SIM, SGR, SICAV IMEL etc.

³ Management Body: member of the Board of Directors or Management, or other figures that may be defined as "management bodies" such as, by way of example but not limited to, liquidators and judicial commissioners; Supervisory Body: member of the Supervisory Board, member of the Board of Statutory Auditors, members of the Committee for Control in companies governed by a one-tier system; senior official General Manager and equivalent positions [Joint Manager, Deputy Manager (where he exercises functions equivalent to those of the General Manager)]

⁴In the case of incompatibility, the declarant shall opt for one of the offices.

CURRICULUM VITAE AND LIST OF POSITIONS HELD AS DIRECTOR OR STATUTORY AUDITOR