

**DECLARATION OF ACCEPTANCE OF THE OFFICE AS STANDING / ALTERNATE  
STATUTORY AUDITOR 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 Statutory Auditors for the term 2022-2024, who 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 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 Statutory Auditor 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 Standing / Alternate Statutory Auditor 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;
- to meet the independence requirements set forth by the combined provisions of Articles 147-*ter*, paragraph 4 and 148, paragraph 3 of the CFA, and to comply with 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 Company's policies 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](mailto: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](http://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](mailto: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

---

## Declaration on the existence of the independence requirements

I, the undersigned, \_\_\_\_\_, born in \_\_\_\_\_, of \_\_\_\_\_, and resident in \_\_\_\_\_, at the \_\_\_\_\_, in my capacity as Director of the company Nexi S.p.A. (the "Company"), pursuant to Article 148, paragraph 3, of Legislative Decree no. 58 of 24 February 1998 ("TUF"), as referred to in Article 147-ter, paragraph 4, of the TUF, and to Article 2 of the Corporate Governance Code approved by the Corporate Governance Committee of Borsa Italiana S.p.A. in January 2020, as well as the policy regarding qualitative and quantitative criteria for the purposes of assessing independence requirements pursuant to recommendation 7, first sentence, letters c) and d), in art. 2 of the Corporate Governance Code (the "**Policy**"), in full awareness of the civil and criminal liability that I hereby assume,

### I declare

for the purposes of the independence assessments assigned to the competent bodies of the Company, I meet the requirements marked with an "X":

- (i) that I am not in the conditions set out in article 2382 of the Italian Civil Code<sup>1</sup>;
- (ii) that I am not in the conditions set out in art. 148, paragraph 3, letter b, TUF ("*spouse, relatives and in-laws up to the fourth degree of kinship of the Company's directors, the directors, spouse, relatives and in-laws up to the fourth degree of kinship of the directors of its subsidiaries, of the companies controlling it and of those subject to joint control*");
- (iii) that I am not under the conditions set out in art. 148, paragraph 3, letter c, TUF ("*those who are linked to the company or to its subsidiaries or to the companies controlling it or to those subject to joint control or to the company's directors and to the subjects described in letter b) by independent or subordinate employment relationships or other financial or professional relationships that compromise their independence*");
- (iv) not to be a significant<sup>2</sup> shareholder of the Company;
- (v) that I am not, nor have been, in the previous three financial years, an executive<sup>3</sup> director or employee: (a) of the Company, a strategically important subsidiary of the Company or a company under common control; (b) of a significant<sup>4</sup> shareholder of the Company;
- (vi) that I do not have, nor have had, in the previous three financial years, directly or indirectly (for example through subsidiaries or companies of which I am an executive<sup>5</sup> director, or as a *partner* in a professional firm or consulting company), a significant<sup>6</sup> commercial, financial or professional relationship (a) with the

<sup>1</sup> Thus, article 2382 of the Italian Civil Code: "A person who is disqualified, incapacitated, bankrupt, or who has been sentenced to a punishment that entails disqualification, even temporary, from holding public office or the inability to exercise executive offices, cannot be appointed as a director and, if appointed, shall be removed from office".

<sup>2</sup> **Significant Shareholder:** "a person who directly or indirectly (through subsidiaries, fiduciaries or third parties) controls the Company or is able to exercise significant influence over it, or who participates, directly or indirectly, in a shareholders' agreement through which one or more persons exercise control or significant influence over the Company" - See Corporate Governance Code (Definitions).

<sup>3</sup> **Executive Director:** "(a) the Chairman of the Company or of a subsidiary company having strategic relevance, when he/she is granted powers in the management or in the elaboration of corporate strategies; (b) the directors who are granted management powers and/or hold managerial positions in the Company or in a subsidiary company having strategic relevance, or in the parent company when the position also concerns the Company; (c) the directors who are members of the executive committee of the Company and, in the companies adopting the two-tier model, the directors who are members of the body entrusted with management duties (for the Italian companies adopting the two-tier model, the members of the management board)" - Corporate Governance Code (Definitions).

<sup>4</sup> See footnote n. 2

<sup>5</sup> See footnote n. 3

<sup>6</sup> **Significant commercial, financial or professional relationship:** pursuant to the specific Policy adopted by the Company, a relationship of a commercial, financial or professional nature with the Company, its subsidiaries, the entity that controls the Company and the companies subject

Company or the companies controlled by it, or with the relevant executive directors or *top management*<sup>7</sup>;  
(b) with a party which, also together with others through a shareholders' agreement, controls the Company;  
or, if the controlling party is a company or entity, with the relevant executive directors or *top management*,<sup>8</sup>

- (vii) that I do not receive, nor have received, in the previous three financial years, from the Company or a subsidiary or parent company, significant additional<sup>9</sup> remuneration with respect to the "fixed" remuneration for the office and that provided for participation in Committees recommended by the Corporate Governance Code, including in the form of participation in incentive plans linked to company performance, including share-based plans, or provided for by current legislation;
- (viii) that I do not to have served as a director of the Company for more than nine financial years, including non-consecutive ones, in the last twelve financial years";
- (ix) that I do not serve as an executive<sup>10</sup> director in another company in which an executive director of the Company serves as a director;
- (x) that I am not a partner or director of a company or entity belonging to the network of the company entrusted with the legal audit of the Company;
- (xi) that I am not a close family member of a person who is in one of the situations referred to in points (iv), (v), (vi), (vii), (viii), (ix), and (x) above, meaning (a) the spouse who is not legally separated and the cohabitant, (b) the children and parents of the person (provided they belong to the same household), (c) the children of the cohabitant and (d) cohabitant family members.

Milan, \_\_\_\_\_

In faith

\_\_\_\_\_

---

to joint control and the related executive Directors or *top management* shall be deemed "significant" if the related consideration exceeds the lower of (a) 10% of the annual income of the Director as a natural person or of the annual turnover generated directly by the Director in the context of the activity carried out within the legal person, organisation (including non-recognised) or professional firm, of which the Director has control, is a significant representative or partner and (b) 7% of the annual turnover of the legal person, organisation (including non-recognised) or professional firm, of which the Director has control or is a significant representative or partner. Moreover, even if the above quantitative parameters are not exceeded, a commercial, financial or professional relationship is also considered "significant" if it is clearly capable of influencing the autonomy of judgement and independence of a Director of the Company in the performance of his/her duties. In addition, in the case of a director who is also a partner in a professional firm or consultancy firm, the Board of Directors assesses the significance of professional relationships with the Company, its subsidiaries, the entity that controls the Company and companies subject to common control, the relevant Executive Directors or top management that may have an effect on his or her position and role within the firm or consultancy firm or that in any event relate to significant transactions of the Company and its group, regardless of the quantitative parameters. In particular, the Board of Directors may, inter alia, and giving adequate reasons for this in its resolution: a) take into consideration those relations which, although lacking in content and economic nature or economically insignificant, are particularly relevant for the prestige of the Director concerned or capable of concretely affecting his independence and autonomous judgement; b) assess, on the basis of the concrete circumstances, the existence and/or maintenance of the independence requirements for a Director.

<sup>7</sup> **Top management:** "senior executives who are not members of the Board of Directors and who have the power and responsibility for planning, directing and controlling the activities of the Company and its group" - See Corporate Governance Code (Definitions).

<sup>8</sup> See footnote n. 3

<sup>9</sup> **Significant additional remuneration:** pursuant to the specific Policy adopted by the Company, the remuneration paid for offices held in the Company's subsidiaries which, in total and on an annual basis, exceeds the fixed annual remuneration received by such director for the office of director of the Company (including any remuneration provided for participation in endo-council committees) shall be deemed "significant".

<sup>10</sup> See footnote n. 3

**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 financial<sup>2</sup> markets<sup>1</sup>

---

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 official<sup>3</sup>;

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 <sup>2</sup>	

Further comments



**Section C) – Exercise of the option and evaluations pursuant to art. 36, paragraph 2bis and evaluation<sup>4</sup>**

---

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

Milan,

Signature \_\_\_\_\_

<sup>1</sup> 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.

<sup>2</sup> "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.

<sup>3</sup> 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)]

<sup>4</sup>In 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**