



Report on item 4 on the Agenda of the Ordinary Shareholders' Meeting

**Report on the extension of the mandate granted to the auditing firm and the relevant remuneration.
Related and consequent resolutions.**

Dear Shareholders,

the Ordinary Shareholders' Meeting called for May 5, 2022 is called upon to discuss and resolve on this proposal concerning the extension of the mandate granted to the auditing firm PricewaterhouseCoopers S.p.A. ("PwC") and the relevant remuneration drafted pursuant to Article 123-ter of Legislative Decree No. 58 dated February 24, 1998, as subsequently amended and supplemented (the "CFA").

in particular, PwC was appointed by the shareholders' meeting on February 13, 2019, to perform the legal audit of the annual financial statements and the consolidated financial statements of the Group for the financial years 2019-2027 and the limited audit of the Group's interim abbreviated consolidated financial statements for the six months ending on June 30 of the same financial years.

Against this background, during the financial year ended as at December 31, 2021 (i) the cross-border merger by incorporation of Nets Topco 2 S.à r.l. and (ii) the integration of the group headed by SIA S.p.A., which involved the merger by incorporation of SIA S.p.A. and the subsequent corporate reorganisation (push-down), were both completed. These transactions entailed, *inter alia*, the consolidation of new subsidiaries, including newly established ones, within the Group's scope of consolidation. Moreover, the provisions set forth in Delegated Regulation (EU) No. 2019/815 ("ESEF Regulation" – European Single Electronic Format) have become applicable, resulting in additional activities and burdens being imposed on PwC.

In light of the above, on March 4, 2021, PwC submitted a request to the Board of Directors to review the original mandate in order to integrate the same and adjust the relevant remuneration. The Board of Directors, in accordance with the provisions set forth in Legislative Decree No. 39 dated January 27, 2010 forwarded such request to the Board of Statutory Auditors in order to allow the same to draft its reasoned proposal pursuant to Article 13 of Legislative Decree No. 39 dated January 27, 2010, on the basis of which the Shareholders' Meeting will resolve on the extension of the mandate and the adjustment of the auditing firm's remuneration.

According to such proposal, which is attached to this report, as a result of the above activities, the Board of Statutory Auditors believes that the extension request of the statutory audit activities is consistent with the statutory audit process that is currently being carried out, adequate with respect to the new audit activities relating to the above mentioned events, appropriate in relation to the professional commitment required and consistent with the current conditions.

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 reasoned proposal by the Board of Statutory Auditors; and*
- *whereas, pursuant to Article 13 of Legislative Decree No. 39 of 2010, as subsequently amended and supplemented, the Shareholders' Meeting, on the basis of a reasoned proposal of the supervisory body, shall grant the mandate of statutory audit and establish the remuneration to be paid to the independent auditor or the auditing firm for the entire duration of the mandate as well as the criteria, if any, for adjusting such remuneration during the term of the mandate,*

RESOLVES

1. *to approve such reasoned proposal and, therefore, the extension of the mandate granted to the current auditing firm, PricewaterhouseCoopers S.p.A., concerning the legal audit of the annual financial statements and the consolidated financial statements of the Group until the financial year 2027 and the limited audit of the Group's interim abbreviated consolidated financial statements for the six*



months ending on June 30 of the relevant financial years, as well as to approve the proposal to adjust and integrate the relevant remuneration;

- 2. to grant the Chairman of the Board of Directors and the Chief Executive Officer, severally, with the right to sub-delegate, any and all powers necessary or appropriate to implement the above resolution and, more specifically, to finalize and execute the aforesaid tasks and to perform all the duties, formalities, actions and transactions required to that end.”*

Milan, April 5, 2022

for the Board of Directors

the Chairwoman

Michaela Castelli