



**NEXI S.p.A.**

WITH REGISTERED OFFICE AT CORSO SEMPIONE NO. 55 – 20149 MILAN  
SHARE CAPITAL EURO 118,582,844.00 FULLY SUBSCRIBED AND PAID IN  
TAX CODE/VAT REGISTRATION NUMBER AND MILAN, MONZA BRIANZA AND LODI BUSINESS REGISTER  
NUMBER 09489670969

**NOTICE OF CALL OF ORDINARY SHAREHOLDERS' MEETING**

The Ordinary Shareholders' Meeting of the Company is convened, on single call, at 10:00 a.m. on **May 4<sup>th</sup>, 2023**, to be made exclusively by video or telecommunication means as specified below, in order to discuss and resolve on the following

**AGENDA**

- 1. Approval of the financial statements as at December 31st, 2022, 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, 2022 and of the consolidated non-financial statement prepared pursuant to Legislative Decree No. 254/2016, as subsequently amended and supplemented. Related and consequent resolutions.**
- 2. Report on remuneration policy and compensation paid:**
  - a. Section I: report on the remuneration policy for the financial year 2023 (binding resolution);**
  - b. Section II: report on remuneration granted in the financial year 2022 (non-binding resolution).**
- 3. Proposed authorisation to purchase and dispose of treasury shares, subject to revocation of the authorisation granted by the Shareholders' Meeting of May 5th, 2022 for the portion which was not implemented. Related and consequent resolutions.**
- 4. Appointment of a Director to supplement the Board of Directors following resignation and co-option. Related and consequent resolutions.**

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**INFORMATION ON THE SHARE CAPITAL AS AT THE DATE OF THE NOTICE OF CALL**

The subscribed and fully paid-in share capital is equal to Euro 118,582,844.00, divided into no. 1,311,638,938 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 no. 803,291 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. 58/1998 (the "**Consolidated Financial Act**" or "**CFA**") and Article 10 of the Company's By-Laws, the right to attend the Shareholders' Meeting is subject to the receipt by the Company of a notice to be requested by each eligible person to its depository intermediary, and issued by the latter in accordance with the law, certifying the ownership of the Shares on the basis of the accounting records of the intermediary at the end of the accounting day being the seventh trading day prior to the date of the Shareholders' Meeting on single call (i.e., **April 24<sup>th</sup>, 2023**, so-called "*record date*"). Any deposit in and withdrawal from custody accounts after such date shall not affect the entitlement to vote at the Shareholders' Meeting. Therefore, persons who are registered as owners of the Shares only after the above date shall not be entitled to attend and vote at the Shareholders' Meeting.

The intermediary's notice 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 **April 28<sup>th</sup>, 2023**. The entitlement to attend and vote shall remain valid should the notice be received by the Company after the above mentioned date, as long as they are received by the opening 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 TO THE DESIGNATED REPRESENTATIVE**

Pursuant to the provisions of Law Decree No. 18 dated March 17<sup>th</sup>, 2020, so called "*Cura Italia*", as lastly extended (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 Monte Titoli S.p.A., with registered office in Milan, Piazza degli Affari no. 6, acting as Designated Representative, as further specified below.

The proxy to the Designated Representative shall be granted, with voting instruction on all or some of the items on the agenda, through a specific proxy form available with the relevant instructions for filling in and transmission, on the Company's website <http://www.nexigroup.com/en/group/governance/shareholders-meetings/2023/extraordinary-and-ordinary-meeting-04052023/>.

The proxy and the voting instruction 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 2<sup>nd</sup>, 2023**), by one or other of the following options: i) transmission of an electronically reproduced copy (PDF) to the certified email address [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject line "Proxy for 2023 NEXI Shareholders' Meeting") from the certified email address of the shareholder (or, failing that, from the ordinary email address of the shareholder, 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: Monte Titoli S.p.A., Piazza degli Affari no. 6, 20123 Milan, to the attention of area Register Services (Ref. "Proxy for 2023 NEXI Shareholders' Meeting"), sending a copy reproduced electronically (PDF) in advance by ordinary e-mail to [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject line: "Proxy for 2023 NEXI Shareholders' Meeting"). Within **May 2<sup>nd</sup>, 2023**, the proxy and the voting instructions may be revoked at any time using the modalities specified 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 some of the 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/en/group/governance/shareholders-meetings/2023/extraordinary-and-ordinary-meeting-04052023/](http://www.nexigroup.com/en/group/governance/shareholders-meetings/2023/extraordinary-and-ordinary-meeting-04052023/). For the transmission of such proxies/subproxies the above-mentioned modalities, 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 opening of the meeting). By the above mentioned term the proxy and the relevant voting instruction may also be revoked using the modalities specified above.

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), persons entitled to intervene in the Shareholders' Meeting may contact Monte Titoli S.p.A. by e-mail at [RegisterServices@euronext.com](mailto:RegisterServices@euronext.com) or at the following telephone numbers (+39) 02.33635810 (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 shall also 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.

#### **INTEGRATION OF THE AGENDA AND PRESENTATION OF NEW RESOLUTIONS PROPOSALS FROM SHAREHOLDERS REPRESENTING AT LEAST 2.5% OF THE SHARE CAPITAL**

Pursuant to Article 126-*bis* of the CFA, Shareholders representing, even jointly, at least one-fortieth of the share capital (i.e., 2.5%) have the right to ask, within ten days following the publication of this notice of call (i.e., **by April 14<sup>th</sup>, 2023**), to add 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 relation to whom the Company has received a specific notice from an authorized intermediary pursuant to the applicable law are entitled to request an integration of the agenda or to submit new resolution proposals.

Within the above mentioned ten day 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 on the basis of a project 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 notice 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 "Resolution 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. "Nexi 2023 Shareholders' Meeting", 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.

Any additions to the agenda or the submission of further resolution proposals admitted by the Board of Directors will be announced by the Company, with the same modalities 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 19<sup>th</sup>, 2023**).

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 assessment 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**

Since the attendance at the Shareholders' Meeting and the exercise of the right to vote may only take place **exclusively** through the Designed Representative, for the purposes of the present Shareholders' Meeting, in order to make it possible for interested parties to exercise the right set forth in the penultimate sub-paragraph of paragraph 1 of art. 126-bis of the CFA – although with methods and terms compatible with the participation to the meetings through a Designated Representative 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 18<sup>th</sup> 2023** 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 proposals referred to under 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, to the attention of Corporate & External Affairs, Ref. "Nexi 2023 Shareholders' Meeting", 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.

The resolution proposals submitted within the above-mentioned deadlines and manners indicated above, will be made available on the Company's website within **April 19<sup>th</sup> 2023**, 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.

For the purpose of the above, 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 alternative 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. Only 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 vote may ask questions on the items on the agenda even before the Shareholders' Meeting by the end of the seventh trading day prior to the date scheduled for the Shareholders' Meeting, *i.e.*, by **April 24<sup>th</sup>, 2023**.

The questions shall be sent to the Company in writing, accompanied by information concerning the identity of the Shareholders who submitted them, as well as the relevant notice of the intermediary confirming their entitlement to exercise their right, which, alternatively, may also be received at a later date, as long as within the third day following the seventh trading day preceding the Meeting, *i.e.* **April 27<sup>th</sup>, 2023**. In the event that a shareholder entitled to vote has instructed the intermediary to issue the notice to attend the Shareholders' Meeting, it is sufficient to include, in the documentation attached to the question, the relevant details of such notice 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: "Nexi 2023 Shareholders' Meeting" 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>, 2023**, by publication on the Company's website ([www.nexigroup.com/en/group/governance/shareholders-meetings/2023/extraordinary-and-ordinary-meeting-04052023/](http://www.nexigroup.com/en/group/governance/shareholders-meetings/2023/extraordinary-and-ordinary-meeting-04052023/)).

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 as at December 31<sup>st</sup>, 2022, the consolidated financial Statement file as at December 31<sup>st</sup>, 2022 and the Non-financial Statement of the 2022 financial year — will be made available to the public, in accordance with the modalities and the terms provided for under the applicable law, at the Company's registered office, on the Company's website ([www.nexigroup.com/en/group/governance/shareholders-meetings/2023/extraordinary-and-ordinary-meeting-04052023/](http://www.nexigroup.com/en/group/governance/shareholders-meetings/2023/extraordinary-and-ordinary-meeting-04052023/)), 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 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 to other appropriate notices to the public if further and relevant provisions are issued by competent Authorities in relation to the meeting.

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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 "il Corriere della Sera".

Milan, April 4<sup>th</sup>, 2023

For the Board of Directors

The Chairwoman

(Michaela Castelli)