



**NEXI S.p.A.**

WITH REGISTERED OFFICE AT CORSO SEMPIONE NO. 55 – 20149 MILAN  
SHARE CAPITAL EURO 118.718.524,00 FULLY SUBSCRIBED AND PAID IN  
TAX CODE/MILAN, MONZA BRIANZA AND LODI BUSINESS REGISTER NUMBER 09489670969

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

The Ordinary and Extraordinary Shareholders' Meeting of Nexi S.p.A. (the "**Company**") is convened, on single call, at 10:00 a.m. on **April 30<sup>th</sup>, 2025**, to be made exclusively by video or telecommunication means as specified below, in order to discuss and resolve on the following

**AGENDA**

**Ordinary part**

1. **Approval of the Financial Statements as of December 31, 2024, 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 of December 31, 2024. Related and consequent resolutions including the completion of the formation of the legal reserve, through partial utilisation of the equity item 'Other Reserves'.**
2. **Proposed distribution of available reserves. Related and consequent resolutions.**
3. **Report on remuneration policy and compensation paid:**
  - a. **Section I: report on the remuneration policy for the financial year 2025 (binding resolution);**
  - b. **Section II: report on remuneration granted in the financial year 2024 (non-binding resolution).**
4. **Proposed authorisation to purchase and dispose of treasury shares. Related and consequent resolutions.**
5. **Appointment of the Board of Directors:**
  - a. **determination of the number of the Board of Directors' members;**
  - b. **determination of the term of office of the Board of Directors;**
  - c. **appointment of the members of the Board of Directors;**
  - d. **appointment of the President of the Board of Directors;**
  - e. **determination of the remuneration of the members of the Board of Directors.**
6. **Appointment of the Board of Statutory Auditors:**
  - a. **appointment of the members of the Board of Statutory Auditors;**
  - b. **appointment of the Chairman of the Board of Statutory Auditors;**
  - c. **determination of the remuneration of the members of the Board of Statutory Auditors**
7. **Approval of an employee incentive plan called "Piano LTI". Related and consequent resolutions.**

**Extraordinary part**

1. **Cancellation of treasury shares with no reduction of share capital; consequent amendment to clause 6 of the Articles of Association. Related and consequent resolutions.**
2. **Issue of a maximum of 32,248,030 ordinary shares with no par value, having the same characteristics as the outstanding ordinary shares, to service the 'LTI Plan', pursuant to Article 2349 of the Italian Civil Code. 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 118,718,524 divided into no. 1,230,192,275 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. As of the date of this notice, the Company holds no. 700,221 treasury shares for which the voting rights is suspended. Further information on the share capital and the main shareholders is available on the Company's website, [www.nexigroup.com/en](http://www.nexigroup.com/en), 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 17<sup>th</sup>, 2025**, 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 25<sup>th</sup>, 2025**. 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, converted with amendments into law n. 27 of 24 April 2020, (the “**Decree**”), as lastly amended and extended up to December 31, 2025 by Law of February 21, 2025 n. 15, 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 <https://www.nexigroup.com/en/group/governance/shareholders-meetings/2025/ordinary-and-extraordinary-meeting-30042025/>.

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 **April 28<sup>th</sup>, 2025**), 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 2025 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 2025 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 2025 NEXI Shareholders’ Meeting**”). Within **April 28<sup>th</sup>, 2025**, 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 <https://www.nexigroup.com/en/group/governance/shareholders-meetings/2025/ordinary-and-extraordinary-meeting-30042025/>. 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 which allow the people to be identified, 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 March 31<sup>st</sup>, 2025**), 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 2025 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 15<sup>th</sup>, 2025**).

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 Designated 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 15<sup>th</sup>, 2025** 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 2025 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 15<sup>th</sup>, 2025**, 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 17<sup>th</sup>, 2025**.

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 20<sup>nd</sup>, 2025**. 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 2025 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 **April 25<sup>th</sup>, 2025**, by publication on the Company's website <https://www.nexigroup.com/en/group/governance/shareholders-meetings/2025/ordinary-and-extraordinary-meeting-30042025/>.

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.

#### **APPOINTMENT OF THE BOARD OF DIRECTORS**

Pursuant to art. 13 of the Company's By-Laws (available on the Company's website, <https://www.nexigroup.com/en/>, section Group/Governance/Governance System), the Board of Directors is appointed on the basis of slates of candidates according to the provisions of the By-Laws, to which reference is made.

The following are entitled to submit slates: (a) shareholders who, at the time of submitting the slate, hold - alone or together with other submitting shareholders - a stake equal to at least 1% of the share capital with voting rights at the ordinary Shareholders' Meeting, pursuant to Consob Resolution No. 123 dated January 28<sup>th</sup>, 2025; and (b) the outgoing Board of Directors.

The slates shall be submitted or delivered to the Company no later than the 25th day prior to the date of the General Shareholders' Meeting (*i.e.*, by **April 5<sup>th</sup>, 2025**), together with the documentation needed to identify the shareholders that submitted the slate as well as the documentation required pursuant to the law and the By-Laws, by submitting it to the Company's registered office or by sending to the certified e-mail [assemblea@pec.nexi.it](mailto:assemblea@pec.nexi.it). The same slates will be made available to the public at the Company's registered office, on the Company's website at <https://www.nexigroup.com/en/group/governance/shareholders->



[meetings/2025/ordinary-and-extraordinary-meeting-30042025/](https://www.nexigroup.com/en/group/governance/shareholders-meetings/2025/ordinary-and-extraordinary-meeting-30042025/) and at the storage mechanism through Storage no later than 21 days prior to the date of the General Meeting (*i.e.*, by **April 9<sup>th</sup>, 2025**).

Each shareholder, the shareholders that are parties to a shareholders' agreement concerning the Company pursuant to art. 122 of the CFA, the controlling company, the subsidiaries and the companies subject to joint control and the other subjects among which there is a connection, even indirect, pursuant to the law and regulations in force at the time, may not submit or take part in the submission of more than one slate, neither through a third party nor a trust company, nor may they vote for different slates.

Each candidate may be submitted on only one slate, under penalty of ineligibility. Each slate shall contain the names, marked by a progressive number, of a number of candidates not exceeding the number of members to be appointed.

Each list must indicate at least 1 candidate - who must be placed first on each list - who meets the independence requirements, established in accordance with the laws and regulations applicable to independent directors, specifying which candidate(s) meet(s) this requirement. If this requirement is not met, the list shall be considered as not having been submitted.

For the period of application of the laws and regulations in force, including pro tempore regulations, on gender balance between genders, each list that presents a number of candidates equal to or greater than 3 must also include candidates belonging to both genders, at least in the minimum proportion required by the law including pro tempore regulations in force, *i.e.* two fifths. In the event of failure to comply with this obligation the list shall be deemed not to have been submitted.

The following shall be filed together with the submission of the slates; (a) information on the shareholders that submitted the slate and the percentage of capital held; (b) a declaration by shareholders other than those holding, individually or jointly, a controlling stake or a relative majority stake, certifying the absence of any connection, even indirectly, with the latter in accordance with the laws and regulations in force at the time (*e.g.*, considering Consob Communication DEM/9017893 dated February 26<sup>th</sup>, 2009); (c) the *curriculum vitae* of the candidates as well as a declaration by each candidate attesting that, under his/her own responsibility, there are no causes of ineligibility or incompatibility and that he/she meets the requirements for office; (d) an information note regarding the candidates and any indication of suitability to qualify as independent director pursuant to the applicable laws and codes of conduct on corporate governance (if any) adopted by the Company; (e) a declaration by which each candidate accepts his/her candidature necessarily accompanied by a declaration issued pursuant to Section 2383(1) of the Civil Code (including the election of one's electronic domicile, pursuant to the laws in force); and (f) any other further or different declaration, information note and/or document required by the laws and regulations in force at the time including recognition pursuant to Article 36 of Decree-Law No. 201 of 2011 converted into Law No. 214 of 2011 (interlocking directorates).

If the obligations under Article 13 of the by-laws are not fulfilled, the voting slate shall be deemed to not have been submitted.

Please note that the outgoing Board of Directors, in accordance with the provisions of the Corporate Governance Code approved by the Corporate Governance Committee, to which the Company complies, has provided its guideline to Shareholders on the quantitative and qualitative composition of the new Board of Directors (the "**Guidelines**"). In addition to the foregoing, the Company has also published the Board of Directors' guidance on the maximum number of offices deemed compatible with effective performance as a director of the Company ("**Guidance on Maximum Number of Offices**"). Shareholders are therefore invited, in the composition of their slates, to consider the indications contained in the aforementioned documents (*i.e.*, Guidelines Guidance on Maximum Number of Offices) published on <https://www.nexigroup.com/en/group/governance/shareholders-meetings/2025/ordinary-and-extraordinary-meeting-30042025/>.

Moreover, in line with Recommendation 23 of the Corporate Governance Code, the Board of Directors calls upon the Shareholders who submit a slate containing a number of candidates higher than half of the members to be appointed, to provide proper information, in the documentation submitted for the filing of the slate, on its compliance with the Guidelines expressed by the outgoing Board.

Moreover, shareholders who submit a slate containing a number of candidates higher than half of the members to be appointed are entitled to formulate any proposals for resolutions related to the appointment process of the Board, if alternative or supplementary to those of the outgoing Board, such as the determination of the number of its members, their term of office and remuneration.

For any other information related to the procedures for submitting, filing and voting slates, reference shall be made to the provisions of art. 13 and 14 of the By-Laws, available on the website at [www.nexigroup.com/en](https://www.nexigroup.com/en/group/governance/shareholders-meetings/2025/ordinary-and-extraordinary-meeting-30042025/), section Group/Governance/Governance System and to the Board of Directors' Explanatory Report related to this item on the agenda, available on the website at <https://www.nexigroup.com/en/group/governance/shareholders-meetings/2025/ordinary-and-extraordinary-meeting-30042025/>.





## APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS

Pursuant to Article 21 of the Company's By-Laws (available on the Company's website, [www.nexigroup.com/en](http://www.nexigroup.com/en), section Group/Governance/Governance System), the Board of Statutory Auditors is appointed on the basis of slates, according to the provisions of the By-Laws, to which reference is made.

Slates may be submitted by shareholders that, alone or together with others, represent, at the time the slate of submitted, at least the fraction of share capital provided for the submission of slates of candidates for the office of director (equal, again pursuant to the aforementioned Consob Resolution No. 123 dated January 28<sup>th</sup>, 2025, to 1% of the Company's share capital with voting rights).

The slates shall be submitted or delivered to the Company's registered office no later than the 25<sup>th</sup> day prior to the date of the General Shareholders' Meeting (i.e., by **April 5<sup>th</sup>, 2025**), together with the documentation needed to identify the shareholders that submitted the slate as well as the documentation required pursuant to the law and the By-Laws, or by means of certified e-mail sent to [assemblea@pec.nexi.it](mailto:assemblea@pec.nexi.it). The same slates will be made available to the public at the Company's registered office, on the Company's website at <https://www.nexigroup.com/en/group/governance/shareholders-meetings/2025/ordinary-and-extraordinary-meeting-30042025/> and at the storage mechanism through Storage no later than 21 days prior to the date of the General Meeting (i.e., by **April 9<sup>th</sup>, 2025**).

The shareholders that are parties to a shareholders' agreement concerning the Company pursuant to art. 122 of the CFA, the controlling company, the subsidiaries and the companies subject to joint control and the other subjects among which there is a connection, even indirect, pursuant to the law and regulations in force at the time, may not submit or take part in the submission of more than one slate, neither through a third party nor a trust company, nor may they vote for different slates.

Each candidate may be submitted on only one slate, under penalty of ineligibility. Each slate shall a number of candidates in a progressive number, not exceeding the number of members to be appointed.

With reference to the board of statutory auditors, the slates shall be divided into two sections: one for candidates for the office of standing auditor, the other for candidates for the office of alternate auditor. The first of the candidates for each section shall be registered in the register of statutory auditors and have carried out audit activities for a period of no less than 3 (three) years.

Each slate that - considering both sections - contains a number of candidates equal to or greater than 3 (three) shall also include candidates belonging to both genders, so that at least two fifth of the standing auditor (rounded down) and 1 (one) alternate auditor belong to the less represented gender (where the slate also includes candidates for the office of alternate auditor). In the event of failure to comply with the obligations under this paragraph, the slate shall be deemed not to have been submitted.

The following must be filed together with the submission of the slates: (a) information on the shareholders that submitted the slate and the percentage of capital held; (b) a declaration by shareholders other than those holding, individually or jointly, a controlling stake or a relative majority stake, certifying the absence of any connection, even indirectly, with the latter in accordance with the laws and regulations in force at the time (e.g., considering Consob Communication DEM/9017893 dated February 26<sup>th</sup>, 2009); (c) the *curriculum vitae* of the candidates together with a list of directorships and auditing positions held pursuant to Article 2400 of the Civil Code as well as a declaration by each candidate attesting that, under his/her own responsibility, there are no causes of ineligibility or incompatibility and that he/she meets the requirements for the respective offices; (d) an information note on the candidates with an indication of the positions of management and control held in other companies, as well as a declaration by the same candidates certifying that they meet the requirements, including those of integrity, professionalism, independence and relating to the holding of several offices, provided for by the laws and regulations in force at the time, by the By-laws and by the Corporate Governance Code approved by the Corporate Governance Committee, as well as their acceptance of the candidature and office, if appointed (e) a declaration by which each candidate accepts his/her application; and (f) any other further or different declaration, information note and/or document provided for by the laws and regulations in force at the time.

In the event that – at the expiry of the aforementioned term for the submission of the slates (**April 5<sup>th</sup>, 2025**) – only one slate has been submitted, or only slates submitted by shareholders who are associated with each other pursuant to Article 144-*quinquies* of the Issuers' Regulations have been submitted, it is possible to submit slates up to the third day following such term (i.e., by **April 8<sup>th</sup>, 2025**). In this case, the threshold for the submission of the slates will be reduced by half and will therefore be equal to 0,50% of the share capital.

If the obligations referred to above under article 21 of the by-laws are not fulfilled, the slate shall be deemed not to have been submitted.

It should be noted that the outgoing Board of Statutory Auditors deemed it appropriate to formulate its own guidance opinion to the Shareholders on the quantitative and qualitative composition deemed optimal for the new Board of Statutory Auditors (the 'Guidance Opinion of the Board of Statutory Auditors'). Shareholders are therefore invited, when composing their lists, to take into account the indications contained in the Guidance Opinion of the Board published on 11 March 2025 at the following link



<https://www.nexigroup.com/en/group/governance/shareholders-meetings/2025/ordinary-and-extraordinary-meeting-30042025/>.

Pursuant to article 21 of the by-laws the following shall be deemed to be strictly related to the Company's sphere of activity pursuant to Decree 162/2000: commercial law, corporate law, financial market law, tax law, business economics, corporate finance, disciplines with a similar or comparable purpose, as well as subjects and sectors pertaining to the Company's business sector.

With regard to any matter not expressly indicated in this notice of call, please refer to the Explanatory Report of the Board of Directors relating to this item on the agenda, available on the Company's website at <https://www.nexigroup.com/en/group/governance/shareholders-meetings/2025/ordinary-and-extraordinary-meeting-30042025/>.

## 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>, 2024, the consolidated financial Statement file as at December 31<sup>st</sup>, 2024 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 <https://www.nexigroup.com/en/group/governance/shareholders-meetings/2025/ordinary-and-extraordinary-meeting-30042025/>, as well as on the authorized storage system "eMarket Storage" ([www.emarketstorage.com](http://www.emarketstorage.com).)

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This notice of call is published on the Company's website [www.nexigroup.com/en](http://www.nexigroup.com/en), on the authorized storage mechanism "eMarket Storage" ([www.emarketstorage.com](http://www.emarketstorage.com)), as well as an excerpt in the daily newspaper "Corriere della Sera".

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Disclaimer: This is the English translation of the Italian notice of call. In any case of discrepancy between the English and the Italian versions, the Italian document is to be given priority of interpretation for legal purposes.

Milan, March 21<sup>st</sup>, 2025

For the Board of Directors  
The Chairwoman  
(Michaela Castelli)