

**Motivated proposal of the Board of Statutory Auditors of Nexi S.p.A,
in its role as Audit Committee, on the integration of the time and fees
provided for in the contract with the auditing company PricewaterhouseCoopers S.p.A.**

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(pursuant to Legislative Decree 39/2010)

Dear Shareholders,

PricewaterhouseCoopers S.p.A. (“**PwC**”) was appointed by the Shareholders’ Meeting on February 13rd, 2019 to conduct, pursuant to Articles 14 and 16 of Legislative Decree 39/2010, the statutory audit activity of the Group’s statutory financial statements and consolidated financial statements for the financial years 2019-2027 and the limited audit of the Group's condensed interim consolidated financial statements for the six months to June 30th of the same financial years.

The Shareholders’ Meeting of Nexi S.p.A. approved with a subsequent resolution of May 5th, 2022, upon the reasoned proposal of the Board of Statutory Auditors, the integration of the fees, as per the request made by PwC on March 4th, 2022, as a result of (i) the completion of the cross-border merger by incorporation of Nets Topco 2 S.à r.l, (ii) the completion of the integration of the group headed by SIA S.p.A., consisting of the merger by incorporation of SIA S.p.A. and the consequent corporate reorganization (push-down) and (iii) the entry into force of the provisions of the new Delegated Regulation (EU) 2019/815 (‘ESEF Regulation’ - European Single Electronic Format).

The General Terms and Conditions of the Contract include a “Fees” paragraph which provides that the fees may be varied in the event of exceptional or unforeseeable circumstances that require a greater number of hours and/or a different commitment of the professional figures envisaged (e.g. changes in the structure and size of the company, regulatory changes in accounting and/or auditing standards, changes in the laws currently in force).

On March 18th, 2025, PwC submitted a new request to revise the original assignment granted to it, due to the additional time required for additional auditing activities with respect to what was included in the initial proposal for the financial years 2019-2027 and in the subsequent integration mentioned above, already approved on May 5th, 2022.

The reasons given in this request are the following:

- introduction of ISA 600 Revised for the audit of groups effective from December 15th, 2023;
- increased commitments for the impairment test of indefinite-life intangible assets performed every six months;

- analysis of the requirements and calculation methodology foreseen by the Pillar II regulations applicable as of annual financial statements starting on January 1st, 2024, following the publication in the Official Gazette of Legislative Decree No. 209 of December 27th, 2023, implementing the international tax reform in force as of December 29th, 2023.

The activities are detailed in the supplement letter dated March 18th, 2025, submitted by PwC.

Below, as far as can be seen from PWC's request, is a summary of the increased commitments, with corresponding fee adjustments for the financial year 2024 onwards:

Financial year 2024 onwards		<u>Hours</u>	<u>Gross fees</u> <u>(Euro)</u>	<u>Reduction</u> <u>(Euro)</u>	<u>Net fees</u> <u>(euro)</u>
Limited audit of the consolidated half-yearly financial statements		177	20.000	(2.500)	17.500
Statutory audit of the consolidated financial statements		452	62.000	(9.500)	52.500
Total hours and fees		<u>629</u>	<u>82.000</u>	<u>(12.000)</u>	<u>(70.000)</u>

As a result of this integration, the total fees for the year 2024 and subsequent years would be adjusted to approximately Euro 344,000, corresponding to 4,952 hours.

	<u>Current proposal 2024</u>		<u>Integration request</u>		<u>Proposal 2024-2027</u>	
Fees FY ' 24 - 27	Fees	Hours	Fees	Hours	Fees	Hours
Nexi S.p.A.	273.925	4.323	70.000	629	343.925	4.952
Total	273.925	4.323	70.000	629	343.925	4.952

All as per the relevant proposal formulated by the same Auditing Company. All other clauses included in the original revision proposal remain valid.

The Board of Statutory Auditors, in accordance with the provisions of Article 13, paragraph 1 of Legislative Decree No. 39/2010, *“the Shareholders’ Meeting, upon justified proposal of the control body, shall confer the legal audit assignment and determine the fee due to the legal auditor or the legal audit company for the entire duration of the assignment and any criteria for adjusting such fee during the assignment”*, examined the aforementioned request in order to formulate the proposal to be submitted to the Shareholders’ Meeting.

First of all, it met with the Auditing Company, the Manager in Charge (Dirigente Preposto) and the competent corporate structure to obtain more details on the activities to be carried out and the reasons pertaining to the audit process.

The competent corporate structure presented its assessments on the request for integration and on the reasonableness of the increased commitment.

As a result of the above-mentioned activities, the Board of Statutory Auditors deems that the request for the integration of the assignment and the adjustment and integration of the remuneration for the legal audit of the statutory financial statements and the consolidated financial statements of the Group for the financial years up to 2027 and the limited audit of the condensed consolidated half-yearly financial statements of the Group for

the half-years ending on June 30th of the same financial years, is consistent with the legal audit process of the current assignment, adequate in consideration of the new audit activities connected to the events listed above, congruous in relation to the professional commitment required.

The Board of Statutory Auditors unanimously approves this Proposal.

Milan, March 26th, 2025

For the Board of Statutory Auditors

The Chairman

Giacomo Bugna

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Disclaimer: This is the English translation of the Italian Proposal. 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.