

nexi

Nexi Remuneration Policy

Brief Presentation

March 2026



About Us: European PayTech

Nexi Group is a leader in digital payments in Europe. In an increasingly complex and fragmented market, **we offer advanced, customer-oriented solutions that make even the most intricate operations straightforward, thanks to our deep knowledge of the various European markets.** Every day we work to provide secure and reliable solutions to merchants and financial institutions, helping to simplify payments and enhance the shopping and banking experience. Our constant collaboration with customers and partners, supported by dedicated assistance, is our way of contributing to the growth of the sectors we serve and, more broadly, of society.

Our goal is to make digital payments and acceptance services increasingly simple and intuitive for all our customers, through a wide range of secure and innovative solutions. We offer banks, small and medium-sized enterprises, large corporations, institutions and public administrations a comprehensive portfolio of payment acceptance solutions — both in-person and remote — with multichannel services developed for e-commerce and for the specific needs of different industry sectors. **Through our activities, we also contribute to Europe's digitalisation process, managing our business sustainably and with great attention to the environment.**

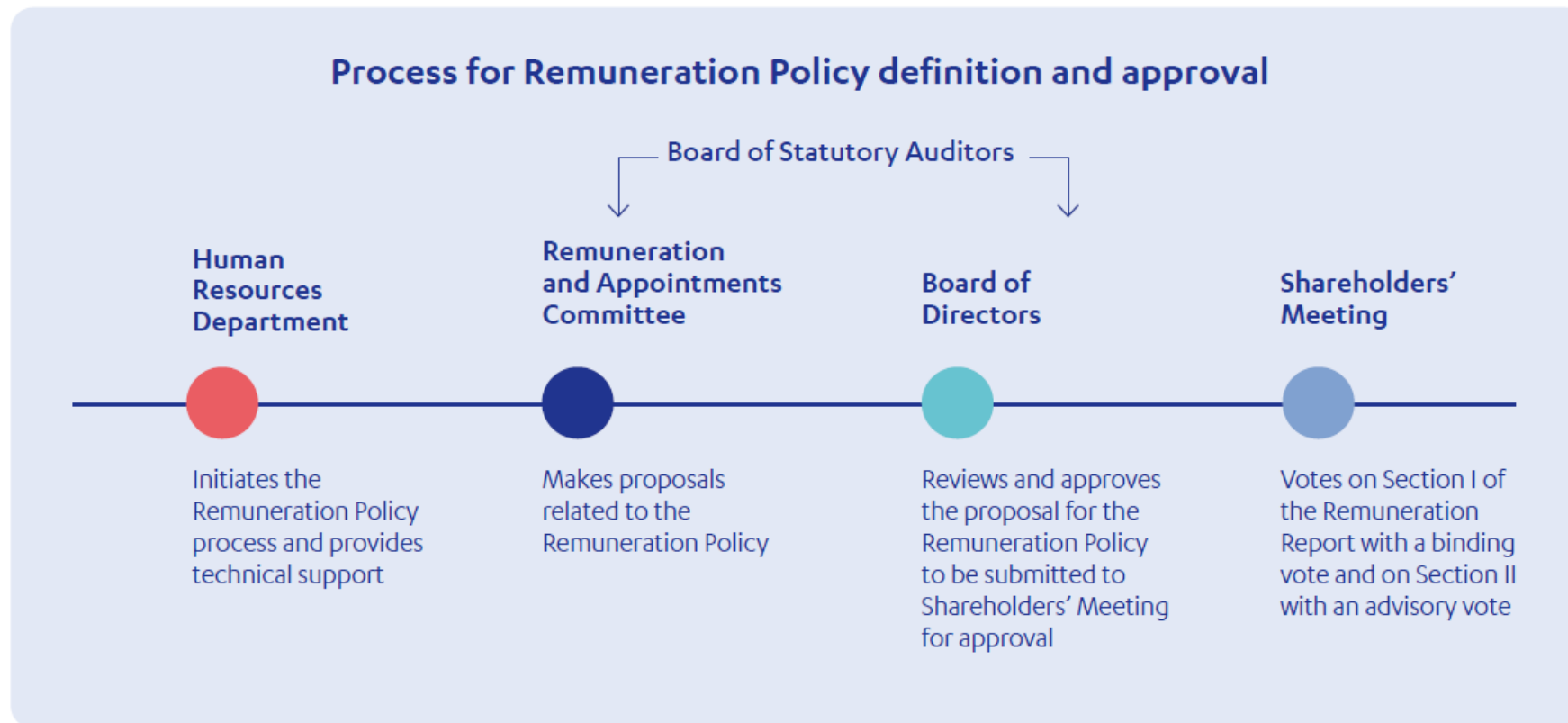
The Group's Remuneration Policy is fully integrated with the Industrial Plan and supports the **corporate strategy**, with the aim of **attracting, retaining and motivating the best talent.** We promote the **development of skills and competencies**, and **guide behaviours** — through **short- and long-term variable incentive schemes** — toward the achievement of **sustainable results over the long term.**

New elements introduced in the 2026 Remuneration Report

<p>EXECUTIVES WITH STRATEGIC RESPONSIBILITIES Section I</p>	<p>Extension of the perimeter of roles identified as Executives with Strategic Responsibilities (ESR), with the inclusion of two positions of particular relevance to the definition and implementation of the corporate strategy: Chief Regional Officer Italy; Chief Business Officer Merchant Solutions – ref. par. 5.3</p>
<p>REMUNERATION PEER GROUP DISCLOSURE Section I</p>	<p>Disclosure of the list of companies included in the peer group used for the purposes of the remuneration benchmarking activity, with detailed illustration of the methodology and rationale applied for the selection – ref. par. 4.3</p>
<p>INCENTIVE SYSTEMS DISCLOSURE Section I and II</p>	<p>EX-ANTE DISCLOSURE (Section I)</p> <ul style="list-style-type: none"> • With reference to the objectives assigned under the Short-Term (MBO) and Long-Term (LTI) Incentive Plans, explicit reference is made to the Annual Budget and the Strategic Plan for the definition of the respective target achievement levels – ref. par. 5.2 • With specific reference to the LTI Plan, full disclosure is provided of the achievement targets relating to all ESG objectives – ref. par. 5.2 <p>EX-POST DISCLOSURE (Section II)</p> <ul style="list-style-type: none"> • Full disclosure is provided with respect to the results achieved in relation to all objectives set out under the MBO and LTI Plans, with an illustrative graphical representation of the achievement level against the target levels – ref. par. 6.3
<p>MBO ENTRY GATE AND ACHIEVEMENT RANGES Section I</p>	<p>MBO PLAN 2026 ENTRY GATE</p> <ul style="list-style-type: none"> • The Entry Gate - the access threshold represented by a minimum level of Group EBITDA from which the payment of the incentive is permitted - is increased from 85% to 90% – ref. Summary table and par 6.3 <p>MBO PLAN 2026 OBJECTIVE ACHIEVEMENT RANGES</p> <ul style="list-style-type: none"> • The minimum achievement level for EBITDA, Revenues and Excess Cash is increased from 90% to 95% of the target value. The maximum level is confirmed at 105%, except for the Revenues objective for which the maximum level is set at 103% – ref. Summary table and par 6.3

Governance: the process for the definition and approval of the Remuneration Policy

In line with the applicable law on this matter and the guidelines of the Corporate Governance Code, the **process for the definition and approval of the Remuneration Policy** is developed according to the following phases and involves the following bodies and subjects:



Purposes of the Remuneration Policy

The **Remuneration Policy** guidelines are consistent with **Nexi's values** and support its **business strategy**, with the **aim of strengthening the Company's leadership in the management and development of resources**, also with respect to the labour market, **with particular reference to the hi-tech and high innovation sectors**.

PURPOSES

- **Pursue and ensure the growth of the organization over the medium-to-long term**, safeguarding the sustainability of results, given the centrality of competencies in defining and implementing the guidelines of the Company's industrial strategic plan
- **Attract, motivate and retain people in a highly competitive environment** for sector-specific skills, fostering their engagement and sense of belonging
- **Develop a culture of merit recognition**, through remuneration systems linked to results achieved in the short and medium term and to demonstrated behaviours
- **Promote diversity and inclusion** by enhancing gender diversification and the varied experiences and competencies of the Group's resources

thereby contributing to **adequately overseeing business operations** and ensuring **succession plans in support of business continuity** and the **creation of lasting value** for all stakeholders.

**Remuneration
Policy**

Key remuneration elements

Gross Annual Salary

- It is the **fixed component** of the total remuneration which recognises the contribution provided even if the variable components are not paid.
- It is defined in line with the **responsibilities** and **impact** of the **role** and taking into account the relevant **benchmarks**.

Short-Term Variable Incentive Plan (MBO Plan)

- The **MBO** or Management By Objectives is the **plan** based on the **short-term** results, achieved over a period of 1 year, against **pre-defined measurable** and **complementary objectives**.
- The **achievement** of the **objectives** is linked to **cash incentives**, paid within the first half of the financial year after the relevant financial year.

Long-Term Variable Incentive Plan (LTI Plan)

- The **LTI** is a **long-term incentive plan** that grants rights to receive **ordinary Nexi shares** free of charge to a selected panel of Company employees (according to banding* and performance/potential** criteria), over a **long (three-year) period**, which vest upon **achievement of specific objectives**.

Welfare & Benefits

- **Benefits** represent an important part of the remuneration package as a **supplementary element** of the other remuneration components, in a broader logic of **sustainable welfare**.
- They are differentiated by category of recipients and type, aligned with market practices and compliant with the applicable laws and the provisions of collective bargaining agreements.

Other Instruments



- **Post-employment benefits** and **non-compete agreements** are instruments used to protect the Company from potential litigation and/or competitive risks in the case of termination of the employment relationship.
- They are consistent with the remuneration received, and compliant with the applicable laws and the provisions of collective bargaining agreements.
- A **Directors & Officers (D&O)** policy is also providing, covering the Civil Liability of the Company's Management and Control bodies.

* A codified and internationally-recognised system for weighing company roles in terms of impact and responsibility

** Evaluation of our employees according to explicit and defined criteria

Link between strategic drivers and incentive systems

The **Group's strategic drivers (growth, technology, synergies, people, sustainability)** are reflected in the **variable incentive systems**, through the assignment of targets consistent with the short-term (MBO Plan) and long-term business objectives (LTI Plan).

		STRATEGIC DRIVERS				
		Growth	Technology	Synergies	People	Sustainability
 SHORT TERM - MBO	EBITDA	●		●		
	Revenues	●		●		
	Excess Cash	●		●	●	
	Customer Centricity		●			●
	ESG People Value				●	●
 LONG TERM - LTI	Cumulative Operating Cash Flow	●			●	
	Relative TSR	●				●
	Diversity & Inclusion				●	●
	ESG Decarbonisation				●	●
	Digitalisation		●		●	●

Summary for Chief Executive Officer and General Manager (CEO-GM)

ELEMENT	CHARACTERISTICS*
GROSS ANNUAL SALARY	Fixed remuneration for the position of General Manager
SHORT-TERM VARIABLE INCENTIVE PLAN (MBO)	<p>Entry Gate from which the payment of the incentive is permitted: Group EBITDA \geq 90% of the target value.</p> <p>Malus and clawback clauses are provided</p> <p>Key Performance Indicators (“KPIs”) and related weights:</p> <ul style="list-style-type: none"> • (40%) Group EBITDA • (25%) Group Revenues • (20%) Group Excess Cash • ESG Objectives: <ul style="list-style-type: none"> - (5%) Customer Centricity: Net Promoter Score - (10%) People Value: Engagement Index People Survey
LONG-TERM VARIABLE INCENTIVE PLAN (LTI)	<p>Granting of rights to receive Nexi ordinary shares - Performance Shares - free of charge, on the basis of performance criteria over a long (three-year) period.</p> <ul style="list-style-type: none"> • Granting frequency: rolling (3 granting cycles: 2025-2027; 2026-2028; 2027-2029) • Performance period: three years • Performance indicators: <ul style="list-style-type: none"> - (50%) Cumulative Operating Cash Flow - (40%) Relative Total Shareholder Return (TSR) - (10%) ESG Objectives • Holding period: 2 years for 50% of the shares vested • Malus and clawback clauses are provided
BENEFITS	Main types: Complementary social security; Supplementary health care; Insurance coverage (medical expenses, death, permanent disability); Car for personal and business use
OTHER INSTRUMENTS	Payments in the case of cessation from office or termination of the employment relationship; D&O policy. No non-compete agreement is provided

*For more details, please see [Section I](#) of the [Report on the Remuneration Policy and Compensation Paid](#) approved by the Board of Directors on 25 March 2026.

CEO-GM: Short-term incentive plan (MBO)

Performance indicators, weights, achievement and payout ranges

TYPE OF OBJECTIVE	KPIs	WEIGHT	ACHIEVEMENT RANGE vs BUDGET	PAYOUT RANGE (achievement at budget level = 100% payout)			TOTAL PAYOUT RANGE
				MIN	TARGET	MAX	
Economic - Financial	Group EBITDA	40%	BUDGET -5% ● +5%	0%	100%	200%	0% - 200%
	Group REVENUES	25%	-5% ● +3%	0%	100%	200%	
	Group EXCESS CASH	20%	-5% ● +5%	0%	100%	200%	
ESG Environmental, Social and Governance	CUSTOMER CENTRICITY: Perceived customer experience measured through the Net Promoter Score (NPS)	5%	-10 p. ● 10 p.	0%	100%	200%	
	PEOPLE VALUE: Employee satisfaction level measured through the Engagement Index	10%	-4 p.p. ● 4 p.p.	0%	100%	200%	

Summary for Executives with Strategic Responsibilities (ESRs)

ELEMENT	CHARACTERISTICS*
GROSS ANNUAL SALARY	Proportionate to the role held and the responsibilities assigned
SHORT-TERM VARIABLE INCENTIVE PLAN (MBO)	<p>Entry Gate from which the payment of the incentive is permitted: Group EBITDA ≥ 90% of the target value.</p> <p>Malus and clawback clauses are provided</p> <p>Key Performance Indicators (“KPIs”):</p> <ul style="list-style-type: none"> • (20%-40%) Group EBITDA • Economic and financial objectives related to the specific responsibilities of the Business Unit/Area • Strategic objectives defined in line with the role • (10%-20%) ESG: People Value and Customer Centricity
LONG-TERM VARIABLE INCENTIVE PLAN (LTI)	<p>Granting of rights to receive Nexi ordinary shares - Performance Shares - free of charge, on the basis of performance criteria over a long (three-year) period.</p> <ul style="list-style-type: none"> • Granting frequency: rolling (3 granting cycles: 2025-2027; 2026-2028; 2027-2029) • Performance period: three years • Performance indicators: <ul style="list-style-type: none"> - (50%) Cumulative Operating Cash Flow - (40%) Relative Total Shareholder Return (TSR) - (10%) ESG Scorecard • Holding period: 2 years for 50% of the shares vested • Malus and clawback clauses are provided <p>Where previously determined circumstances occur, attributable to the need to attract or retain key resources in highly competitive international and/or cross-sector contexts, the Board of Directors may also grant the ESRs (with the exception of the CEO-GM) rights to receive free shares (Restricted Shares) subject to a vesting period that may be from a minimum of 2 up to a maximum of 3 years, with the possibility of splitting the vesting period, as better described in the Remuneration Policy and in the Information Document. Restricted Shares may only be allocated in the circumstances indicated, once during the LTI Plan.</p>
BENEFITS	Main types: Complementary social security; Supplementary health care; Insurance coverage (medical expenses, death, permanent disability); Car for personal and business use.
OTHER INSTRUMENTS	Payments in the case of termination of the employment relationship; non-compete agreements; D&O policy

*For more details, please see [Section I](#) of the [Report on the remuneration policy and compensation paid](#) approved by the Board of Directors on 25 March 2026.

CEO-GM and ESRs: Long-term incentive plan (LTI)

Performance indicators, weights, achievement and payout ranges

TYPE OF OBJECTIVES	KPIs	WEIGHT	ACHIEVEMENT RANGE vs PLAN/ BENCHMARK			PAYOUT RANGE (achievement at Plan / Benchmark level = 100% payout)			TOTAL PAYOUT RANGE
			MIN	PLAN	MAX	MIN	TARGET	MAX	
Economic - Financial	Cumulative OCF	50%				0% - 100% - 200%			0% - 200%
	Relative TSR	40%				0% - 100% - 200%			
ESG Environmental, Social and Governance	Share of women in managerial positions	10%	34%	36%	38%	0% - 100% - 200%			
	Total Sales of digital proposition objects		820k	920k	1,010k	0% - 100% - 200%			
	Reduction of emissions from own operations (Scope 1&2)		- 655 tCO ₂ e	- 818 tCO ₂ e	- 1,064 tCO ₂ e	0% - 100% - 200%			