



Report on item 5 on the Agenda of the Ordinary Shareholders' Meeting

Appointment of Directors to supplement the Board of Directors following resignations and subsequent co-optation. Related and consequent resolutions.

Dear Shareholders,

the Ordinary Shareholders' Meeting convened for April 29, 2026 is called to resolve on the appointment of Directors to supplement the Board of Directors of Nexi S.p.A. (the "**Company**") after co-optation. It should be recalled that the Board of Directors in office as of the date of this Report was appointed by the Shareholders' Meeting held on April 30, 2025, and it will remain in charge until the date of approval of the financial statements as of December 31, 2027.

It should also be recalled that - following the resignation, due to supervening professional commitments, submitted by Director Francesco Mele - the Board of Directors on October 9, 2025 appointed, by a resolution also approved by the Board of Statutory Auditors, Mr. Maurizio Dainelli to the position of director pursuant to Article 2386, paragraph 1, of the Civil Code and Article 15 of the Company's Articles of Association.

It is also noted that – following the resignations submitted by Directors Elena Dimanina, Luca Bassi and Enrico Trovati – on 25 March 2026 the Board of Directors appointed, by co-optation and with a resolution also approved by the Company's Board of Statutory Auditors, Mr Alessandro Daffina, Ms Saba Nazar and Mr Luca Velussi as directors pursuant to Article 2386, paragraph 1, of the Italian Civil Code and Article 15 of the Company's By-laws.

Finally, it is recalled that, again on 25 March 2026, following the resignation submitted by Mr Paolo Bertoluzzo, the Board of Directors appointed by co-optation, pursuant to Article 2386, paragraph 1, of the Italian Civil Code and Article 15 of the Company's By-laws, and with a resolution also approved by the Company's Board of Statutory Auditors, Mr Bernardo Mingrone as director. On the same date, the Board also resolved to appoint him as Chief Executive Officer and General Manager of Nexi, granting him the related powers.

In particular, pursuant to the aforementioned Article 15. 2) of the Company's Bylaws, in the event of the resignation of one or more directors, the Board of Directors may freely proceed to their replacement, choosing where possible from the candidates originally presented in the same list of origin of the resigned member who have confirmed their candidacy, an option, the latter, which is not viable since all the candidates from the list of origin of the resigned director have been appointed.

All Directors must meet the requirements of honorability, professionalism and independence, to the extent and within the terms established by the applicable regulations. In addition, the Directors are subject to the so-called interlocking prohibitions, in accordance with the provisions of Article 36 of Decree Law no. 201/2011, converted into law with amendments by Law no. 214 of December 22, 2011, containing provisions regarding the protection of competition and personal cross-shareholdings in the credit, insurance and financial markets.

The Board of Directors of the Company carried out the appropriate checks in order to ascertain that all the above requirements were present for the appointed directors and also verified that there were no cases of interlocking: having carried out these checks, the Board of Directors of the Company came to the unanimous conclusion that Mr. Dainelli, Mr. Daffina, Ms. Nazar, Mr. Velussi and Mr. Mingrone by virtue of the characteristics and of their career, were suitable to be appointed as Directors and that the same has all the law requirements.

Due to the assessments of Mr. Dainelli, Mr. Daffina, Ms. Nazar, Mr. Velussi and Mr. Mingrone own characteristics, requirements, experience, and knowledge, which have already been carried out during the co-optation, the Board of Directors therefore proposes that the Shareholders' Meeting confirm the appointment of the co-opted Directors, whose curriculum vitae is available to shareholders on the Company's website together with the Shareholders' Meeting documents (<https://www.nexigroup.com/en/group/governance/shareholders-meetings/2026/ordinary-meeting-29042026/>). In this regard, it is indeed recalled that: (i) as provided for in Article 2386 of the Civil Code, the Director appointed by co-optation remains in office until the first Shareholders' Meeting of the Company following said co-optation; (ii) the number of Directors provided for in current Art. 12 of the Company's Articles of Association is set between a minimum of 7 and a maximum of 15; (iii) the Company's Shareholders' Meeting held on April 30, 2025 resolved to appoint a Board of Directors consisting of 13 members; (iv) the current composition of the Board of Directors already ensures compliance with the constraints provided for by the law, the Articles of Association and the Corporate Governance Code regarding gender balance and the presence of an adequate number of independent directors.

Therefore, the Shareholders' Meeting will have to proceed with the appointment of the Director, which may also consist of the confirmation of the co-opted Directors, who will remain in office until the expiration of the entire Board of Directors (*i.e.*, until the date of the Shareholders' Meeting convened to approve the Company's financial statements as of December 31, 2027). Please refer to the notice of call of the shareholders' meeting for the procedures regarding the submission of alternative candidates to those of the co-opted directors.

Eventually, it should be noted that for the appointment of the Director, the Shareholders' Meeting will deliberate with the legal majority, without application of the slate voting procedure, also taking into account the provisions of the current Article 15 of the Company's Articles of Association.

Resolutions proposed to the Shareholders' Meeting

Dear Shareholders, in relation to the foregoing, if you are in agreement, we would invite you to approve the following proposal

"The Ordinary Shareholders' Meeting of Nexi S.p.A.

- having examined the Board of Directors' report drafted pursuant to Article 125-ter of Consolidated Financial Act (Decree no. 58 of 1998);

RESOLVES

1. to appoint Directors of Nexi S.p.A.

(i) Mr Maurizio Dainelli, born in Rome on 27 November 1977, who will remain in office for the remainder of the current term, and therefore until the date of the Shareholders' Meeting convened to approve the financial statements as of 31 December 2027;

(ii) Mr Alessandro Daffina, born in Rome on 3 September 1959, who will remain in office for the remainder of the current term, and therefore until the date of the Shareholders' Meeting convened to approve the financial statements as of 31 December 2027;

(iii) Ms Saba Nazar, born in Peshawar (Pakistan) on 16 June 1969, who will remain in office for the remainder of the current term, and therefore until the date of the Shareholders' Meeting convened to approve the financial statements as of 31 December 2027;

(iv) Mr Luca Velussi, born in Monfalcone (GO) on 27 November 1977, who will remain in office for the remainder of the current term, and therefore until the date of the Shareholders' Meeting convened to approve the financial statements as of 31 December 2027;

(v) Mr Bernardo Mingrone, born in Rome on 8 July 1974, who will remain in office for the remainder of the current term, and therefore until the date of the Shareholders' Meeting convened to approve the financial statements as of 31 December 2027.

2. to establish that the remuneration of the appointed directors shall be the same as resolved upon by the Shareholders' Meeting held on April 30, 2025, and thus Euro 70,000.00 per annum, plus reimbursement of expenses incurred in the performance of the relevant functions, being excluded from the aforementioned amount the remuneration arising from the assumption of special offices and for participation in Board of Directors' committees"

Milan, March 27, 2026

The Chairman

Marcello Sala

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