

**First Supplement dated 12 May 2025 to the Base Prospectus dated 4 April 2025**

**Nexi S.p.A.**  
(incorporated with limited liability in the Republic of Italy)  
**€4,000,000,000**  
**Euro Medium Term Note Programme**

This first supplement (the **First Supplement**) to the base prospectus dated 4 April 2025 constitutes a supplement to the Base Prospectus pursuant to Article 23(1) of Regulation (EU) 2017/1129, as amended, and is prepared in connection with the €4,000,000,000 Euro Medium Term Note Programme (the **Programme**) established by Nexi S.p.A. (the **Issuer**, the **Company** or **Nexi**). Terms defined in the Base Prospectus have the same meaning when used in this First Supplement.

This First Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus and any other supplements to the Base Prospectus issued by the Issuer. The Issuer accepts responsibility for the information contained in this First Supplement. To the best of the knowledge of the Issuer (which has taken all reasonable care to ensure that such is the case) the information contained in this First Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

**Purpose of the First Supplement**

This First Supplement has been produced to:

- (a) update the cover page of the Base Prospectus;
- (b) update the section of the Base Prospectus headed “*Documents incorporated by Reference*”;
- (c) update the section of the Base Prospectus headed “*Risk Factors*”; and
- (d) update the section of the Base Prospectus headed “*Description of the Issuer*”.

**General**

To the extent that there is any inconsistency between (a) any statement in this First Supplement or any statement incorporated by reference into the Base Prospectus by this First Supplement and (b) any other statement in or incorporated by reference in the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this First Supplement, there has been no other significant new factor, material mistake or material inaccuracy relating to information included in the Base Prospectus, since the publication of the Base Prospectus.

With effect from the date of this First Supplement, the information set out in, or incorporated by reference into, the Base Prospectus shall be amended and/or supplemented, as the case may be, in the manner described below.

Copies of this First Supplement and all documents incorporated by reference in the Base Prospectus can be viewed on the website of the Luxembourg Stock Exchange at [www.luxse.com](http://www.luxse.com) and on the website of the Issuer at <https://www.nexigroup.com/en/investor-relations/>.

## COVER PAGE

*On page 2 of the Cover Page of the Base Prospectus, the twelfth paragraph shall be deleted in its entirety and replaced as follows:*

“The Issuer has been rated BBB- (stable outlook) by S&P Global Ratings Europe Limited (**S&P**), BBB- (stable outlook) by Fitch Ratings Ireland Limited (**Fitch**) and Ba1 (positive outlook) by Moody's France SAS (**Moody's**). S&P, Fitch and Moody's are established in the EEA and are registered under Regulation (EC) No. 1060/2009 (as amended) (the **CRA Regulation**). As such, S&P, Fitch and Moody's are included in the list of credit rating agencies published by the European Securities and Markets Authority (**ESMA**) on its website (at <http://www.esma.europa.eu/page/List-registered-and-certified-CRAs>) in accordance with the CRA Regulation. S&P, Fitch and Moody's are not established in the United Kingdom and has not applied for registration under the Regulation (EC) No. 1060/2009 as it forms part of domestic law by virtue of European Union (Withdrawal) Act 2018 (**EUWA**) (the **UK CRA Regulation**). Accordingly, the Issuer ratings issued by S&P, Fitch and Moody's have been endorsed by, respectively, S&P Global Ratings UK Limited, Fitch Ratings Limited and Moody's Investors Service Ltd in accordance with the UK CRA Regulation and have not been withdrawn. S&P Global Ratings UK Limited, Fitch Ratings Limited and Moody's Investors Service Ltd are established in the United Kingdom and registered under the UK CRA Regulation.”

## RISK FACTORS

- *On page 32 of the Base Prospectus, section “Risk Factors – Factors that may affect the Issuer’s ability to fulfil its obligations under the Notes issued under the Programme – 2. Economic and Financial Risks of the Issuer and the Group”, the first paragraph of the Risk Factor “A downgrade of the Issuer’s credit rating would impact the cost and availability of future borrowings.” shall be deleted in its entirety and replaced as follows:*

“As at the date of this Base Prospectus the long-term credit rating assigned to the Issuer is BBB- (stable outlook) by S&P Global Ratings, BBB- (stable outlook) by Fitch Ratings and Ba1 (positive outlook) by Moody’s Investors Service. Moody’s Investors Service, S&P Global Ratings and Fitch Ratings are established in the European Union and are registered under Regulation (EC) No. 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies (as amended). As such, S&P Global Ratings, Fitch Ratings and Moody’s Investors Service are included in the list of credit ratings agencies published by the European Securities and Markets Authority on its website available (<https://www.esma.europa.eu/credit-rating-agencies/cra-authorisation>) in accordance with such Regulation.”

## DOCUMENTS INCORPORATED BY REFERENCE

*The information set out below supplements the section of the Base Prospectus entitled “Documents Incorporated by Reference” on pages 49 to 51:*

“The press release dated 8 May 2025 headed “*Group Financial Results as of March 31<sup>st</sup> 2025 Approved*” (available at: <https://www.nexigroup.com/content/dam/corp/downloads/investors/financial-press-releases/2025/2025-05-08-pr-1q2025-financial-results.pdf> ) including the information set out at the following pages in particular:

<b>Information incorporated by reference</b>	<b>Location</b>
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Press Release headed “ <i>Group Financial Results as of March 31<sup>st</sup> 2025 Approved</i> ”	All”
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## DESCRIPTION OF THE ISSUER

1. On page 103 of the Base Prospectus, section “Description of the Issuer – Overview”, the eighth paragraph shall be deleted in its entirety and replaced as follows:

“As at the date of this Base Prospectus the long-term credit rating assigned to the Issuer is BBB- (stable outlook) by S&P, BBB- (stable outlook) by Fitch and Ba1 (positive outlook) by Moody’s. S&P, Fitch and Moody’s are established in the European Union and are registered under Regulation (EC) No. 1060/2009 of the European Parliament and of the Council of 16 September 2009 on credit rating agencies (as amended). As such, S&P, Fitch and Moody’s are included in the list of credit ratings agencies published by the European Securities and Markets Authority on its website (<https://www.esma.europa.eu/credit-rating-agencies/cra-authorisation>) in accordance with such Regulation.”

2. On pages 129 to 139 of the Base Prospectus, the section “Description of the Issuer – Board of Directors” shall be deleted in its entirety and replaced as follows:

### “BOARD OF DIRECTORS

#### Current Board Members

The Issuer’s board of directors (**Board of Directors**) is responsible for managing the Group in accordance with applicable laws, constitutional documents and shareholder resolutions. The principal functions of the Board of Directors are to carry out the Issuer’s business and to legally represent the Issuer in its dealings with third parties. The Board of Directors is also entrusted with the ultimate direction of the Group, as well as the supervision and control of the executive management team. Under Nexi’s bylaws, the Board of Directors may consist of between seven and 15 directors, as established by the ordinary shareholders’ meeting. The Board of Directors of the Issuer comprises 13 members.

At the ordinary shareholders’ meeting on 30 April 2025, Nexi appointed the directors to serve for the financial years 2025, 2026 and 2027, until the ordinary shareholders’ meeting called to approve the 2027 financial statements. The business address for each member of the Board of Directors is Corso Sempione 55, 20124, Milan. Below are the members of the Board of Directors as of the date of this Base Prospectus:

Name	Surname	Role
Marcello	Sala (*)	Chair
Paolo	Bertoluzzo	Chief Executive Officer
Ernesto	Albanese(*)	Non-Executive Director
Elena	Antognazza(*)	Non-Executive Director
Luca	Bassi	Non-Executive Director
Marina	Brogi(*)	Non-Executive Director
Elena	Dimanina	Non-Executive Director
Johannes	Korp	Non-Executive Director
Antonella	Lillo(*)	Non-Executive Director
Francesco Renato	Mele	Non-Executive Director
Marina	Natale(*)	Non-Executive Director
Federica	Seganti(*)	Non-Executive Director

Enrico	Trovati	Non-Executive Director
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\*Fulfilling the independence requirements pursuant to the TUF and the Corporate Governance Code

Biographies for each member of the Issuer’s Board of Directors are set forth below:

**Marcello Sala (Chair)** - Marcello brings over 30 years of experience in financial services, banking, private equity, and mergers and acquisitions, gained within global institutions. He currently serves as Chair of Nexi Group. Previously, Marcello was Director General of the Department of the Economy at the Italian Ministry of Economy and Finance. The Department oversees the Ministry’s shareholdings in over 200 companies—together representing nearly 20% of Italy’s GDP—and manages state-owned assets such as real estate and concessions. It also designs and implements financial support instruments for economic growth, including those aimed at exports and SMEs. During his mandate, he concluded investments and divestitures totaling over €7.5 billion, within a total transaction volume exceeding €25 billion. These included major strategic operations such as the privatization of Banca Monte dei Paschi di Siena, the sale of ITA Airways, and the acquisition of FiberCop from Telecom Italia—the largest direct investment ever made by the Ministry and the largest buyout in Europe in 2024. From 2016 to 2023, Marcello was a Partner at Apis Partners, a global private equity firm focused on financial services and native to ESGI (Environmental, Social, Governance and Impact) principles. Earlier in his career, he served as Executive Vice Chairman of Intesa Sanpaolo Group’s Management Board (2007–2016), responsible for the Group’s international business and institutional relations. In 2008, he co-founded Banca ITB (now Mooney), a pioneering neo-bank focused on innovative payment solutions for the Italian retail market, and led its successful sale in 2016 as Executive Director. Marcello currently sits on the Board of Directors of Leonardo S.p.A., the Board of the Italian Institute of Technology (IIT), and is a member of the Council for Inclusive Capitalism. His previous roles include: Member of the Committee on Capital Market Reforms and the Fintech Committee at the Ministry of Economy and Finance; Chairman of the Italian-Egyptian Business Council; Vice Chairman of Alexbank; and memberships in the Trilateral Commission and the World Economic Forum’s Global Agenda Council on the Future of Financing and Capital.

**Paolo Bertoluzzo (Chief Executive Officer and General Manager)** – born in Padua on 11 December 1965, he graduated in Managerial Engineering from the Milan Polytechnic in 1990 and in 1994 he earned a Master in Business Administration (MBA) from the Institut Européen D’administration Des Affaires (INSEAD) in Fontainebleau. Paolo Bertoluzzo started his professional career as a management consultant, working in Europe and in the United States. From 1995 to 1999 he was a manager at Bain & Company, and in 1999 he joined Vodafone Italia S.p.A., where, from 2008 to 2013, he was CEO. From 2012 to 2013 he was also CEO for Southern Europe at Vodafone Group Plc; from 2013 to 2016, he was Group Chief Commercial and Operation Officer for the same company. In July 2016, he joined the Nexi Group as Chief Executive Officer of CartaSì and Istituto Centrale delle Banche Popolari Italiane (now Nexi S.p.A.), respectively. He has been a Nexi director since 13 February 2019 and since then he has held the office of CEO of the Nexi Group which, under his leadership, has experienced strong growth and expansion, also through the Nets and SIA mergers.

**Ernesto Albanese (independent)** - Born in Naples in 1964, he graduated in Political Science and International Economics from the Federico II University in Naples. He has gained over 35 years of experience, many of them at the top of public and private companies, in different service sectors including transport, sports and hospitality. In the latter sector, he began his activity as an entrepreneur in 2014; he is the shareholder and Chair of CampusX S.r.l., a leading student housing company in Italy; he is also the founder and CEO of Fattore Italia, a

company that manages projects in the hospitality and tourism sector. In the past he worked at Alitalia and Seat Pagine Gialle, held the office of CEO of Eurofly S.p.A., General Manager of Coni Servizi S.p.A., CEO of Atahotels of the Fondiaria-Sai group and General Manager of the Rome 2020 Olympic Games Promotion Committee. At the moment, he is member of the Board of Directors of Nexi S.p.A., where he is also the Chair of the Control, Risk and Sustainability Committee and *Lead Independent Director*. In addition, he is the Chair of HRC S.p.A. (owner of the Mandarin Oriental Hotel in Lake Como), of Hotel Cristallo S.p.A. (owner of the homonymous Hotel in Cortina D'Ampezzo) and of Ferroli S.p.A.. In the past, he was an independent director of Geox S.p.A. and of Autogrill S.p.A. He is founder and Chair since 2005 of L'Altra Napoli Onlus, a non-profit organisation that pursues projects for young people from Naples inner city. In 2007 he was awarded the title of Commander of the Italian Republic (*Commendatore della Repubblica Italiana*).

**Elena Antognazza (independent)** – born in Milan in 1970, she graduated in Economics from Bocconi University in 1995 and subsequently took various postgraduate courses in the United States of America. She began her career as an Internet Marketing Manager at one of the most important media centres in Italy, and then in the Netherlands with UUNET (global internet business connectivity provider). Since 1997 she has set up and moderated discussion groups dedicated to online marketing, including Mlist. In 1997 she wrote her first book “Web Marketing per le PMI” (Web Marketing for SMEs), which has long been a reference for the online marketing sector. She has also worked as a trainer and consultant (organising workshops and seminars throughout Italy on online, offline and mobile integration). From 2005 to 2012, she worked at PayPal, holding roles of increasing responsibility. In particular, she held the position of Marketing Director, also spending a long period at the PayPal headquarters in the United States supporting a global strategic project as head of the planning and marketing strategy team for the EMEA area. Subsequently she was CMO at Tandem Bank and from 2017 to 2023 she was General Manager Digital for Europe and Russia at CIS Western Union.

**Luca Bassi** – born in Busto Arsizio on 16 June 1970, he graduated in Economics from the Luigi Bocconi University in 1993 in Milan and earned an MBA (Master of Business Administration) from the Columbia Business School of New York in 2000. From 1994 to 1998 he was a consultant at Bain & Company's Milan office, and from 2000 to 2003 he worked at Goldman Sachs in London. In 2003 he joined Bain Capital Private Equity, where he holds the office of managing director and is co-head of technology, financial and business services. He has been a director of Nexi since 13 February 2019.

**Marina Brogi (independent)** – Marina Brogi was born in Rome on 15 July 1967. Graduated in Political Economy at the Luigi Bocconi Commercial University, she completed her economic studies at the London Business School. She has over twenty years of experience in the field of research and training on banking and finance at both university and post-graduate level at numerous Italian and foreign universities and business schools. After having worked as a researcher in the economics of credit companies at the Luigi Bocconi University, she took on the role of associate professor of economics and financial market techniques at the Sapienza University of Rome, of which she has been a professor of Economics of Financial Intermediaries since 2007. She is the author of numerous scientific publications on banking, insurance, corporate governance and the securities market. She has been an independent director of various Italian listed companies such as Banco di Desio e della Brianza S.p.A., Luxottica Group S.p.A., Mediaset S.p.A., Prelios S.p.A., Salini Impregilo S.p.A. and UBI Pramerica SGR and supervisory board member of A2A S.p.A. and UBI Banca S.p.A. She is director of Assicurazioni Generali S.p.A., Media for Europe NV, Almax S.p.A., Epta S.p.A. and Guala Closures S.p.A..

**Elena Dimanina (independent)** – Born in Velingrad, Bulgaria in September 1974, she received her degree in business administration and economics from Portsmouth University in affiliation with the International University of Sofia. In 1995, she started her career in ING Bank in Amsterdam where she held a variety of corporate banking and project finance roles in the TMT sector. From 2001 she moved to London to the leveraged finance team at Royal Bank of Scotland where she covered the TMT sector. She then worked in the investment banking and leveraged finance teams of UBS. Subsequently, she joined the principal trading and principal investment group at Merrill Lynch/Bank of America. From 2010 to 2016 she was a senior banker at EBRD in the manufacturing and services team in London with responsibility for building a new restructuring and special situations investments business, as well as taking an active role in various strategic initiatives of the bank to stabilise the finance sector in its countries of operations. After EBRD she led an entrepreneurial initiative as a founder and CEO of a diagnostics clinic.

**Johannes Korp** – born in Graz, Austria, on 28 November 1984, he graduated in Business Administration from St. Gallen University (HSG) and earned an MBA from Stanford Graduate School of Business. He is currently a member of the Board of Directors of Allfunds and Nexi. Previously, he was a Member of the Board of Directors of Nets. Since 2020 he has been a Partner of Hellman & Friedman, which he joined in 2014 after working in Warburg Pincus in the financial services and retail investment groups area and in Goldman Sachs in London in the financial services and M&A group.

**Antonella Lillo (independent)** – Antonella Lillo, a law graduate from the University of Padua, has been practicing as a lawyer in Italy since 1989. Since 2002, she has been admitted to practice before higher courts. She specializes in banking law, bankruptcy law, and data protection. In 1991, she co-founded the law firm BM&A, which over the years has become a leading legal entity in northeastern Italy. In 2024, she established the Leofortis Law Firm, which now employs over twenty lawyers. She has represented major credit institutions, Italian and foreign institutional investors, and trade associations, and has been repeatedly appointed as legal counsel for insolvency proceedings and public administrations. Her scholarly work has been published in the most prestigious national legal journals. She is regularly invited as a speaker at courses and lectures organized by professional associations and training institutions. She has gained solid experience as a director of publicly listed companies and as a member of oversight bodies of major corporations. She serves on the board of directors of the Milano-Cortina Foundation, which is responsible for organizing the 2026 Milano-Cortina Winter Olympic Games.

**Francesco Renato Mele** – In September 2022, he was appointed CEO and General Manager of CDP Equity S.p.A. and Chief Investment Officer of CDP S.p.A. Previously, he was Chief Financial Officer of Illimity Bank (2018-2022) and of Banca Monte dei Paschi di Siena (2016-2018). In 2010 he joined Nomura, which he left in 2016 as Head of Italian Investment Banking. After an initial professional experience in Banca Commerciale Italiana (1994-1996), he worked at Goldman Sachs, which he left as Managing Director in charge of the Italian market (1996-2010). He graduated with honours in Business Administration from "Luigi Bocconi" University of Milan.

**Marina Natale (independent)** - born in Saronno on 13 May 1962, she graduated with honours in Economics and Business from the Università Cattolica del Sacro Cuore in Milan. She is Senior Advisor at Kitra S.p.A., an independent FIG advisory boutique, recently established and focused on M&A and Alternative Investments. She has been CEO and General Manager of AMCO – Asset Management Company S.p.A. since July 2017 until the end of August 2023, responsible for the creation of a leading player in the management of non-performing loans, a benchmark in the NPE market in Italy, at the service of the country and the real

economy. She has held a number of positions at UniCredit, including Deputy General Manager and CFO, having managed the Group's most important external growth transactions. Currently she is a member of the Board of Directors of Nexi S.p.A. since December 2021 and of the Board of Directors of ERG and PKB Privatbank Sa since April 2024. She has been member of the Board of Directors of WeBuild until April 2024 and Fiera Milano S.p.A. until July 2022, where she held the role of chief executive officer from April 2017 to July 2017. In addition, she has been a member of the Board of Directors of Mediobanca, Valentino and of the Investors Committee of the Italian Recovery Fund until July 2023. She also chairs the Scientific Committee of Board Ahead, a practice that contributes to creating sustainable corporate value through the study and dissemination of good Corporate Governance practices.

**Federica Seganti** – born in Trieste in 1966, she is currently the Chairwoman and Chief Executive Officer of the Regional Finance Company of Friuli Venezia Giulia, Friulia S.p.A., and a Board Member of Eni S.p.A., Revo Insurance S.p.A., and Finest S.p.A. She is a Professor of Finance, Core Faculty member at MIB Trieste School of Management, and a professor in Insurance Operations Technique at the Department of Economic and Statistical Sciences, University of Udine. She serves as the Director of the Master in Insurance & Risk Management and the Corporate Master in Risk Management and Finance at MIB Trieste School of Management. From 1994 to 2025, she has held board positions in numerous companies, both listed and unlisted (e.g. Banco Posta SGR S.p.A., BTX Italian Retail and Brands S.p.A., Fincantieri S.p.A., Eurizon Capital SGR, Autostrada Pedemontana Lombarda S.p.A., InRete S.p.A., Autovie Servizi S.p.A., Autovie Venete S.p.A.), where she has also served as a member or chair of various board committees (nominations, remuneration, audit, and risk). From 2003 to 2008, she was a Commissioner of Covip – Commissione di Vigilanza sui Fondi Pensione. Between 2010 and 2016, she was a member of the Occupational Pensions Stakeholder Group at EIOPA – the European Insurance and Occupational Pensions Authority, and from 2017 to 2019, a member of EY Financial Services' Strategy Advisory Board. From 2017 to April 2023, she served as an Independent Director of Hera S.p.A., where she also chaired the Ethics and Sustainability Committee. She has previously been a contract professor in Transport Economics at the University of Trieste. She is the author of numerous publications and has received three awards. She holds a degree in Political Science from the University of Trieste, a PhD in Finance from the School of Finance (University of Trieste, Udine, Florence, and Bocconi Milan), and an MBA in International Business from MIB Trieste School of Management.

**Enrico Trovati** – born in 1966 in Novara, graduated in Electronic Engineering from the Politecnico di Milano in 1991. He spent five years in the manufacturing industry as an assistant to the Chairman at De Angeli Industrie S.p.A. Subsequently, he joined McKinsey & Company for seven years as an Associate Principal and member of the European Telecom Practice Leadership Group. In 2004, he joined Telecom Italia Group as Head of Digital and VAS Marketing, then served as CEO of Matrix S.p.A., the market-leading digital company within Telecom Italia Group. He later held roles as Marketing Director and Sales Director for the Business Market (serving SMEs, corporates, and the public sector) until September 2016. In October 2016, he joined Nexi as Director of the Merchant Services & Solutions Business Unit and was a member of the Executive Committee until the end of 2022. Currently, he acts as a senior business advisor and angel investor.

#### ***Principal activities of the Directors outside Nexi***

The table below shows the principal activities of the members of the Board of Directors currently performed outside Nexi and companies whereby they are currently holders of equity investments:

<b>Name</b>	<b>Company</b>	<b>Role or Shareholding</b>
<b>SALA MARCELLO</b>	Leonardo S.p.A.	Director
<b>BERTOLUZZO PAOLO</b>	N/A	N/A
<b>ALBANESE ERNESTO</b>	Hotel Cristallo S.p.A.	Director
	Amon Costruzione S.r.l.	Sole Director
	Fattore Italia Società a Responsabilità Limitata	Director
	Hotel Residence Club S.p.A.	Director
	The Student World S.r.l.	Director
	Campus X S.r.l.	Director
	CX Living S.r.l.	Director
	Abs Re Gestione Patrimoniale Società Semplice	Shareholder
	Feroli S.p.A.	Director
	Fattore Italia Società A Responsabilità Limitata	Shareholder
	The Student World S.r.l.	Shareholder
	Cx Living S.r.l.	Shareholder
	<b>ANTOGNAZZA ELENA</b>	Virtual Land S.p.A.
<b>BASSI LUCA</b>	Atalanta Bergamasca Calcio S.r.l.	Director
	La Dea H S.r.l.	Director
	American School in London	Trustee
	Columbia Business School	Member of the Board of Overseas
	Blue (BC) Bidco Limited	Director

	Blue (BC) Midco Limited	Director
	Blue (BC) Topco Limited	Director
	Centurion Newco S.p.A.	President of the Board
	Deltatre Bidco Limited	Director
	Deltatre Holdco Limited	Director
	Deltatre Midco Limited	Director
	Deltatre Topco Limited	Director
	Engineering Ingegneria Informatica S.p.A.	Director
	esure Group plc	Director
	esure Insurance Limited	Director
	esure Services Limited	Director
	Kantar Group Holdings Ltd	Director
	OverIT Bidco 1 S.r.l.	Member of the Board
	OverIT Bidco 2 S.r.l.	Member of the Board
	OverIT Newco 2 S.r.l.	Director
	Summer (BC) UK Bidco Limited	Director
<b>KORP JOHANNES</b>	Allfunds Bank S.A.U.	Officer
	Allfunds Group PLC	Officer
	Arrow Investment Holdings GP, LLC	Officer
	Cherry Holdings GP, LLC	Officer
	Clyde Investment Holdings GP, LLC	Officer
	Evergood H&F Lux Sarl	Officer

	H&F Arrow GP, LLC	Officer
	H&F Clyde GP, LLC	Officer
	H&F Corporate Investors IX, Ltd.	Officer
	H&F Corporate Investors VII, Ltd.	Officer
	H&F Corporate Investors VIII, Ltd.	Officer
	H&F Corporate Investors X, Ltd.	Officer
	H&F Corporate Investors XI, Ltd.	Officer
	H&F Flashdance Partners GP, LLC	Officer
	H&F Mend Corp, Inc.	Officer
	H&F Polaris Partners GP, LLC	Officer
	H&F Speedster Partners GP, LLC	Officer
	H&F Splash Holdings IX GP, LLC	Officer
	H&F Spock GP, LLC	Officer
	H&F Unite Partners GP, LLC	Officer
	H&F Windmill Lux Sarl	Officer
	Hellman & Friedman Advisors LLC	Partner

	Hellman & Friedman Evergood Partners GP Limited	Officer
	Hellman & Friedman Holdings GP LLP	Partner
	Hellman & Friedman Holdings LP	Partner
	Hellman & Friedman Investors IX, L.P.	Partner
	Hellman & Friedman Investors VII, L.P.	Officer
	Hellman & Friedman Investors VIII, L.P.	Officer
	Hellman & Friedman Investors X, L.P.	Partner
	Hellman & Friedman Liberty Partners GP Limited	Officer
	Hellman & Friedman LLC	Partner
	HFCP VII Securityholders' Rep LLC	Officer
	Hockey Investment Holdings GP, LLC	Officer
	LHC Luxco Sarl	Officer
	LHC1 Limited	Officer
	LHC2 Limited	Officer
	LHC3 PLC	Officer
	Mend Investment Holdings GP, LLC	Officer
	Mend Partners GP, LLC	Officer

	Music Investments GP, LLC	Officer
	Samson Investment GP, LLC	Officer
	Spock Investment Holdings, L.P.	Officer
<b>NATALE MARINA</b>	Erg S.p.A.	Director
<b>DIMANINA ELENA</b>	Dimivel OOD	Managing Director and Shareholder
	Libra Building EOOD	Managing Director and Shareholder
	Ski Bahn EOOD	Managing Director and Shareholder
<b>MELE FRANCESCO RENATO</b>	CDP Equity S.p.A.	CEO
	CDPE Investimenti S.p.A.	CEO
	Webuild S.p.A.	Director
	Terna S.p.A.	Director
	Tetis S.p.A.	Director (expiring in June 2025)
	CDP Equity S.p.A.	CEO
<b>BROGI MARINA</b>	Assicurazioni Generali S.p.A.	Director
	MediaforEurope NV	Director
	Guala Closures S.p.A.	Director
	Epta S.p.A.	Director
<b>LILLO ANTONELLA</b>	IWB S.p.A.	Director
	AbitareIn S.p.A.	Director
	Latteria del Montello S.p.A.	Statutory Auditor

	Fondazione Milano Cortina 2026	Director
<b>SEGANTI FEDERICA</b>	Finanziaria Regionale Friuli Venezia Giulia – Friulia S.p.A.	President e CEO
	ENI S.p.A.	Board Member
	Finest S.p.A.	Board Member
	Revo Insurance S.p.A.	Board Member
<b>TROVATI ENRICO</b>	N/A	N/A

### *Conflict of interests*

As far as Nexi is aware, there are no potential conflicts of interest between any duties towards the members of the Board of Directors of Nexi and their private interests and/or other duties outside Nexi.”

3. *On pages 139 to 142 of the Base Prospectus, the section “Description of the Issuer – Board of Statutory Auditors” shall be deleted in its entirety and replaced as follows:*

#### **“BOARD OF STATUTORY AUDITORS**

The current members of the Issuer’s Board of Statutory Auditors (*collegio sindacale*) are set out below:

<b>Chair</b>	Giacomo Bruna
<b>Statutory Auditors</b>	Luigi Borrè
	Nathalie Brazzelli
<b>Alternate Auditors</b>	Serena Gatteschi
	Sonia Peron

**Giacomo Bugna (Chair)** – Born in Bari in 1953, he graduated in Political Economics from the Bocconi University in Milan. He developed his career at Ernst & Young, becoming a partner in 1986, with a focus on the financial institutions sector both in terms of auditing and advisory activities. Specifically, between 1997 and 1998 he was responsible for the introduction of the financial statement certification in the Bank of Italy, while in 2000 he was appointed Managing Partner of the FSO Transaction Advisory Services Division for Italy (FSO – Financial Service Organization – operating only in the financial institutions sector). From 2011 until April 2014, he was a member of the Board of the Fédération des Experts-comptables Européens, which gathers the professional associations of the 27 EU Member States. From 2013 to 2022 he was Chair of the Board of Statutory Auditors of Banca Ifis S.p.A.. From 2019 to 2021 he was a standing member of the Board of Statutory Auditors of Ifis NPL Servicing S.p.A. (Banca IFIS group), from 2018 to 2021 he was Chair of the Board of Statutory Auditors of IFIS NPL S.p.A. (Banca IFIS group), and from 2018 to 2021 he was Chair of the Board of Statutory Auditors of Capitalfin S.p.A. (Banca IFIS group). Since January 2024 he has been an independent non-executive director of Cherry Bank Spa.

**Luigi Borrè (Standing Auditor)** – Luigi Borrè - He graduated in Business Economics from Bocconi University in Milan in 1988. A certified chartered accountant and statutory auditor, he acts also as expert witness for the Court of Milan. Tenured professor of Business Administration, since 1990 he teaches at Bocconi University in Milan and, since 1998, at the University of Eastern Piedmont. He is member of the scientific Committee of the journal “Rivista dei Dottori Commercialisti” and has been member of the commissions of the Italian accounting standard setter (OIC) and of the National Council of Certified Chartered Accountants for the updating of the local GAAPS. After having gained significant and over-decade-long experience within leading advisory structures on the national scene, in 2000 he established as a founding partner "Pro.&Co. Studio Associato". In his professional activity he specializes, in particular, in business evaluations, extraordinary financial transactions, technical assessments in both civil and criminal litigation, technical opinions on national as well international accounting principles, business plans arrangement and/or assessment, debt restructuring transactions affecting single companies and group of companies. He is the author of several publications in the business economics field, both with a research slant and with professional value. He has held and still holds offices on the Board of Directors and the Board of Statutory Auditors of important companies and national organizations. He is currently Chairman of the Board of Directors of EuroMilano S.p.A., board member of ISPI (“Istituto per gli Studi di Politica Internazionale”), of ICSC S.p.A. (“Istituto per il Credito Sportivo e Culturale”) and of CAI S.p.A. – Compagnia Aerea Italiana. He is also Chairman of the Board of Statutory Auditors of EICMA S.p.A. , Milano Sesto Sicaf S.p.A. and Laboratorio Farmaceutico S.I.T. S.p.A., as well as regular Statutory Auditor of Eberhard Italia and ENEL S.p.A.

**Nathalie Brazzelli (Standing Auditor)** – she was born on 18 April 1975 in Busto Arsizio, Italy. She graduated in Economics and Business legislation from Milan’s Università Bocconi. She is registered with the Association of Chartered Accountants (*Ordine dei Dottori Commercialisti*) of Milan and the Register of Auditors (*Registro dei Revisori Legali*). She is Partner of Pirola, Pinnuto Zei and her practice includes tax and corporate advice, mergers and acquisitions and tax planning for national and international groups. She has acquired significant experience with private equity transactions and is regarded as one of the leading private equity and M&A advisors. She is a Statutory Auditor and non-executive director in companies, including listed companies, that are members of national and international groups. She is a contract professor at the tax faculty of a major Italian University, is the author of publications and a speaker at tax M&A and private equity conferences.

**Serena Gatteschi (Alternate Auditor)** – born in Arezzo on 25 September 1972, she graduated in Economics and Business from the University of Rome “La Sapienza”. Since 2007, she has been listed in the Register of Chartered Accountants of the Province of Arezzo and, since 2008, in the Register of Auditors. She was a non-executive and independent member of the Board of Directors of a well-known listed Italian bank. She has been a member of the Supervisory Body (SB) of Poste Assicura S.p.A., Poste Italiane Group, and she held the same role in companies part of Autostrade per l’Italia Group. At the moment, she is Statutory Auditor of Poste Italiane S.p.A., Aboca S.p.A. and Unoaerre SpA.. Chairs the Statutory Auditor of Poste Logistics S.p.A. Independent Director of NB Aurora SA Sicaf RAIF.

**Sonia Peron (Alternate Auditor)** –born in Padua, Italy, on December 26, 1970, graduated in economics and business administration from the University of Bologna and in law from the University of Parma. She is registered in the Register of Chartered Accountants, Padua and in the list of Legal Auditors. She has been teaching for many years in universities and currently holds the position of contract professor of Economics and Business Organization at the University of Bologna, Department of Management Engineering. She is Chairman of the Board of Statutory Auditors of Garofalo Health Care and Garofalo Health Care Real Estate,

member of the Board of Auditors di ANRA (National Association of Risk Managers - Milan) and FORMEDIL (National Body for Education and Professional Training in Construction - Rome). She is member of Royal Institution of Chartered Surveyors (**RICS**) and she is the author of publications on real estate finance.

*Principal activities of the Statutory Auditors outside Nexi*

The table below shows the principal activities of the members of the Board of Statutory Auditors currently performed outside Nexi.

<b>Name</b>	<b>Company</b>	<b>Role or Shareholding</b>
<b>BUGNA GIACOMO</b>	Cherry Bank S.p.A.	Director
<b>BORRÈ LUIGI</b>	CAI Compagnia Aerea Italiana S.p.A.	Director
	Eberhard Italia S.p.A.	Statutory Auditor
	EICMA S.p.A.	Chairman of the Board of Statutory Auditor
	ENEL S.p.A.	Statutory Auditor
	EuroMilano S.p.A.	Chairman of the Board of Directors
	Istituto per il Credito Sportivo e culturale S.p.A.	Director
	Laboratorio Farmaceutico SIT S.r.l.	Chairman of the Board of Statutory Auditor
	Milano Sesto Sicaf S.p.A.	Chairman of the Board of Statutory Auditor
	Massimo Moratti S.a.p.a.	Statutory Auditor
	MC Prefabbricati S.p.A.	Chairman of the Board of Statutory Auditor
	Officina Meccanica Sestese S.p.A.	Chairman of the Board of Statutory Auditor
<b>BRAZZELLI NATHALIE</b>	Stadio Atalanta S.r.l.	Director

	Luxury Goods Italia S.p.A.	Chairman of the Board of Directors
	Ecolab S.r.l.	Alternate statutory auditor
	The Boston Consulting Group S.r.l.	Statutory Auditor
	Louisiane S.p.A.	Alternate statutory auditor
	I Grandi Viaggi S.p.A.	Alternate statutory auditor
	Komori Italia S.r.l.	Alternate statutory auditor
	Ecolab Production Italy S.r.l.	Alternate statutory auditor
	Wit S.p.A.	Director
	Ricola Italia S.r.l.	Chairman of the Board of Statutory Auditor
	Marni Group S.r.l.	Statutory Auditor
	Atelier HCI	Statutory Auditor
	Payden Global S.p.A.	Alternate statutory auditor
	TCW Italy S.p.A.	Statutory Auditor
	La Dea 11 S.r.l.	Director
	Athena S.p.A.	Director
	La Dea S.r.l.	Director
	B.V. Italia S.r.l.	Auditor
	BV E Commerce S.r.l	Statutory Auditor

<b>GATTESCHI SERENA</b>	Chimet S.p.A.	Alternate Statutory Auditor
	Aboca S.p.A. Società Agricola	Statutory Auditor
	Unoerre Industries S.p.A.	Statutory Auditor
	Edia S.r.l.	Sole Director And Sole Shareholder
	Sisal Italia S.p.A.	Alternate Statutory Auditor
	Sisal S.p.A.	Alternate Statutory Auditor
	Sisal Gaming S.R.L	Alternate Statutory Auditor
	Poste Italiane - Società Per Azioni	Statutory Auditor
	Zeor Finanziaria S.p.A.	Alternate Statutory Auditor
	Kipoint S.p.A.	Statutory Auditor
	Poste Logistics S.p.A.	Chairwoman Of The Board Of Statutory Auditors
	Aurora Growth Capital S.A. SICAV RAIF	Independent Director
<b>PERON SONIA</b>	Bper Banca S.p.A.	Alternate Statutory Auditor
	Gruppo Veneto Diagnostica E Riabilitazione S.R.L	Statutory Auditor
	Garofalo Health Care S.p.A.	Chairwoman Of The Board Of Statutory Auditors
	Garofalo Health Care Real Estate - S.p.A.	Chairwoman Of The Board Of Statutory Auditors
	Dovalue S.p.A.	Alternate Statutory Auditor

*Conflict of interests*

As far as Nexi is aware, there are no potential conflicts of interest between any duties towards the members of the Board of Statutory Auditors of Nexi and their private interests and/or other duties outside Nexi.”