

NOT FOR DISTRIBUTION, PUBLICATION OR RELEASE IN OR INTO THE UNITED STATES, CANADA, AUSTRALIA OR JAPAN, OR IN ANY OTHER JURISDICTION IN WHICH SUCH DISTRIBUTION WOULD BE PROHIBITED BY APPLICABLE LAW. THIS ANNOUNCEMENT IS NOT A PROSPECTUS AND NOT AN OFFER OF ANY SECURITIES IN ANY JURISDICTION, INCLUDING IN OR INTO THE UNITED STATES, SOUTH AFRICA, AUSTRALIA OR JAPAN. NEITHER THIS ANNOUNCEMENT NOR ANYTHING CONTAINED HEREIN SHALL FORM THE BASIS OF, OR BE RELIED UPON IN CONNECTION WITH, ANY OFFER OR COMMITMENT TO INVEST IN SUCH SECURITIES WHATSOEVER IN ANY JURISDICTION (SEE "IMPORTANT NOTICE" BELOW).

THE BONDS MAY NOT BE OFFERED OR SOLD TO RETAIL INVESTORS IN THE EUROPEAN ECONOMIC AREA, THE UNITED KINGDOM OR ELSEWHERE. THE BONDS HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT") AND MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT. EACH MANAGER REPRESENTS THAT IT HAS NOT OFFERED AND SOLD THE BONDS, AND AGREES THAT IT WILL NOT OFFER OR SELL ANY BONDS WITHIN THE UNITED STATES EXCEPT IN ACCORDANCE WITH RULE 903 OF REGULATION S. TERMS USED IN THIS PARAGRAPH HAVE THE MEANINGS GIVEN TO THEM BY REGULATION S.

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION.

Nexi S.p.A. colloca con successo il prestito obbligazionario senior unsecured equity-linked da un miliardo di Euro con scadenza al 2028

Milano, 17 febbraio 2021 – Nexi S.p.A., una società per azioni incorporata in Italia ("**Nexi**" o l'"**Emittente**"), ha concluso con successo il collocamento da un miliardo di Euro (il "**Collocamento**") di obbligazioni senior unsecured equity-linked con scadenza al 2028 (le "**Obbligazioni**"). Le Obbligazioni non corrisponderanno interessi.

L'operazione rappresenta il più grande collocamento *equity-linked* denominato in Euro e con il più alto premio di conversione sul mercato italiano dal 2015 ed il più grande mai effettuato da parte di una *digital payments company* europea. Questa emissione è la prima senza corresponsione di interessi per Nexi e permette di allungare la vita media del debito, di abbassarne il costo medio e rafforzare ulteriormente la posizione di liquidità, anche in vista delle prospettate operazioni di fusione con Nets e SIA per dar vita alla PayTech leader in Europa.

Il prezzo di conversione iniziale sarà di Euro 24,5525 incorporando un premio di conversione del 52,50% al di sopra del Reference Share Price di Euro 16,10, il quale è il prezzo del collocamento delle Azioni Ordinarie nel Concurrent Equity Offering (come definito e meglio descritto nel prosieguo).

Le Obbligazioni saranno convertibili in azioni ordinarie dell'Emittente (le "**Azioni Ordinarie**"), subordinatamente all'approvazione di una delibera di un aumento di capitale con esclusione del diritto di opzione da riservare esclusivamente al servizio della conversione delle predette Obbligazioni (l'"**Aumento di Capitale**"). Successivamente a tale approvazione, l'Emittente emetterà un'apposita nota (la "**Physical Settlement Notice**") per gli obbligazionisti.

Antecedentemente alla notifica della Physical Settlement Notice da parte dell'Emittente,

gli obbligazionisti avranno il diritto di ricevere il rimborso anticipato delle Obbligazioni durante il c.d. *Settlement Period* (così come definito e secondo quanto disciplinato nelle condizioni del prestito) al c.d. *Cash Alternative Amount* (così come definito nelle condizioni del prestito).

Nel caso di mancata approvazione dell'Aumento di Capitale entro la Long-Stop Date, come di seguito definita, l'Emittente potrà, con avviso scritto agli obbligazionisti da pubblicare entro i 10 giorni di negoziazione di Borsa successivi alla Long Stop Date (come di seguito definita), rimborsare integralmente, e non parzialmente, le Obbligazioni, ad un importo pari al maggiore tra (a) il 102% dell'importo nominale del prestito e (b) il 102% del *Fair Bond Value* delle Obbligazioni (come definito nelle condizioni del prestito). La data entro cui potrà essere deliberato l'Aumento di Capitale è il (i) 31 dicembre 2021, nel caso in cui la c.d. *Nets Merger Effective Date* (come definita nelle condizioni del prestito) cada entro il 31 ottobre 2021 oppure (ii) in qualunque altro caso, il 28 febbraio 2022 (la "**Long-Stop Date**").

Le Obbligazioni, sottoscritte con taglio minimo unitario di €100.000, salvo che non siano state precedentemente rimborsate, convertite o acquistate e cancellate in base alle condizioni del prestito, saranno rimborsate al loro valore nominale intorno alla scadenza del 24 febbraio 2028 (7 anni).

L'Emittente avrà diritto di rimborsare in toto, ma non in parte, le Obbligazioni al loro valore nominale a partire dal giorno che cade 5 anni e 15 giorni di negoziazione dopo la Data di Emissione (c.d. *Issue Date*), nel caso in cui il c.d. *Parity Value* (come definito nelle condizioni del prestito) sia (i) per almeno 20 giorni di negoziazione su 30 giorni di negoziazione consecutivi superiore a Euro 150.000,00 o (ii) in qualsiasi momento se l'85% o più delle Obbligazioni emesse inizialmente sarà stato convertito, rimborsato o acquistato e cancellato. Inoltre, come da prassi l'Emittente avrà la facoltà di rimborsare anticipatamente e integralmente il prestito per ragioni fiscali, qualora lo stesso debba farsi carico, in relazione ai pagamenti dovuti, di imposte di competenza degli obbligazionisti, fermo restando il diritto degli obbligazionisti di scegliere di non essere rimborsati (c.d. *tax call*).

A ciascun investitore sarà concessa la facoltà di richiedere il rimborso anticipato al valore nominale delle Obbligazioni, al verificarsi di un c.d. *Change of Control* o c.d. *Free Float Event* (come definiti nelle condizioni del prestito).

Le Obbligazioni saranno, al momento dell'emissione, *unsecured* e non assistite da alcuna garanzia reale e non garantite da alcuna società controllata ma potrebbero essere garantite in circostanze limitate definite dalle condizioni del prestito tra cui, *inter alia*, l'estensione alle Obbligazioni delle eventuali garanzie reali e/o personali fornite in relazione al prestito obbligazionario "**€825,000,000 1.75% Senior Notes due 2024**" emesso il 21 ottobre 2019, ove ancora in circolazione.

I Joint Bookrunners hanno effettuato, contestualmente al Collocamento, il simultaneo collocamento accelerato di Azioni Ordinarie dell'Emittente (la "**Concurrent Equity Offering**"), per conto dei sottoscrittori delle obbligazioni che intendano procedere con la vendita allo scoperto di tali Azioni Ordinarie con finalità di *hedging* relativamente al rischio

di mercato derivante dall'investimento nelle Obbligazioni, ad un prezzo di mercato di Euro 16,10 determinato attraverso un c.d. *accelerated bookbuilding process*. L'Emittente non riceverà proventi dalla Concurrent Equity Offering.

I proventi derivanti dal Collocamento saranno utilizzati per finanziare parte dell'indebitamento di Nets in essere al momento della fusione comunicata al mercato il 15 novembre 2020 e/o per il perseguimento dell'attività caratteristica dell'Emittente. Alcuni dei Managers del Collocamento o società ad essi affiliate hanno in precedenza già concesso per analoghe finalità un finanziamento *bridge* all'Emittente che intende ridurre parzialmente l'importo disponibile di tale finanziamento in ragione dell'ottenimento dei proventi derivanti dal Collocamento.

L'Emittente, anche per conto delle società controllate, assumerà, in linea con la prassi di mercato per operazioni simili e per un periodo di 90 giorni dalla Data di Emissione (come definita nel proseguo), impegni di inalienabilità (c.d. *lock-up*) in relazione all'emissione di Azioni Ordinarie nonché di eventuali strumenti finanziari alle stesse collegate, salve (i) alcune eccezioni in linea con la prassi di mercato (quali, *inter alia*, i piani di stock-option), (ii) le eccezioni previste dagli accordi di fusione tra l'Emittente e Sia S.p.A. o Nets TopCo 2 S.a.r.l., la conversione in Azioni Ordinarie del prestito "€500m 1.75%. Equity Linked Bonds due 2027", e (iii) la rinuncia espressa al *lock-up* da parte dei Joint Global Coordinators per conto dei Managers.

Il regolamento delle Obbligazioni avverrà in data 24 febbraio 2021 (la "**Data di Emissione**").

La Società presenterà richiesta di ammissione delle Obbligazioni alla negoziazione sul mercato Vienna MTF gestito dalla Borsa di Vienna entro 90 giorni dalla Data di Emissione.

Nel contesto del Collocamento, BofA Securities Europe SA, J.P. Morgan AG, HSBC Continental Europe, Credit Suisse Securities, Sociedad de Valores, S.A. e IMI - Intesa Sanpaolo hanno agito in qualità di Joint Global Coordinators e Joint Bookrunners. Citigroup Global Markets Limited, Deutsche Bank Aktiengesellschaft, Mediobanca – Banca di Credito Finanziario S.p.A, Morgan Stanley & Co. International plc e UniCredit Bank AG hanno agito in qualità di Joint Bookrunners (insieme, i "**Joint Bookrunners**" oppure i "**Managers**").

Nexi - External Communication & Media Relations

Daniele de Sanctis	Barabino & Partners
daniele.desanctis@nexi.it	Office: +39 02/7202.3535
Mobile: +39 346/015.1000	Sabrina Ragone – Mobile: +39 338/251.9534
Direct: +39 02/3488.4491	s.ragone@barabino.it
Matteo Abbondanza	Francesco Faenza – Mobile: +39 345/831.6045
matteo.abbondanza@nexi.it	f.faenza@barabino.it
Mobile: +39 348/406.8858	
Direct: +39 02/3488.2202	

Nexi - Investor Relations

Stefania Mantegazza
stefania.mantegazza@nexi.it
Mobile: +39 335/580.5703
Direct: +39 02/3488.8216

Nexi

Nexi è la PayTech leader in Italia, il riferimento per i pagamenti digitali nel nostro Paese.

La società, quotata sul mercato MTA di Borsa Italiana, opera in partnership consolidate con circa 150 istituti bancari: attraverso la sua tecnologia connette banche, punti vendita e cittadini con l'obiettivo di cambiare il modo in cui le persone e le aziende pagano ed incassano ogni giorno, accelerando così la diffusione dei pagamenti digitali e la transizione a una cashless society, indispensabile per la modernizzazione del Paese.

Nexi opera in tre segmenti di mercato: Merchant Services & Solutions, Cards & Digital Payments e Digital Banking Solutions.

Merchant Services & Solutions: Nexi, insieme alle Banche partner, serve circa 900.000 commercianti;

Cards & Digital Payments: Nexi e le Banche partner gestiscono circa 43 milioni di carte di pagamento;

Digital Banking Solutions: Nexi gestisce circa 12.800 ATM, circa 480 mila postazioni di e-banking e circa 900 milioni di transazioni nei servizi di clearing. Inoltre ha sviluppato, come partner tecnologico, il sistema open banking di CBI S.c.p.a. al quale hanno già aderito le principali Banche Italiane.

Inside information notice under MAR

This announcement relates to the disclosure of information that qualified, or may have qualified, as inside information within the meaning of Article 7(1) of the EU Market Abuse Regulation (Regulation (EU) No. 596/2014) ("MAR").

Important Notice

The information contained in this announcement is for background purposes only and does not purport to be full or complete. The information in this announcement is subject to change.

No action has been taken by the Issuer or any of BofA Securities Europe SA, J.P. Morgan AG, HSBC Continental Europe, Credit Suisse Securities, Sociedad de Valores, S.A., IMI - Intesa Sanpaolo, Citigroup Global Markets Limited, Deutsche Bank AG, Mediobanca – Banca di Credito Finanziario S.p.A, Morgan Stanley & Co. International plc or UniCredit Bank AG, Milan Branch (together, the "Managers") or any of their respective affiliates that would permit an offering of the Bonds or any Ordinary Shares or possession or distribution of this announcement or any offering or publicity material relating to the Bonds or the Concurrent Equity Offering in any jurisdiction where action for that purpose is required. Persons into whose possession this announcement comes are required by the Issuer and the Managers to inform themselves about, and to observe, any such restrictions.

UNITED STATES: *This document is not for distribution, directly or indirectly in or into the United States (as defined in Regulation S under the US Securities Act of 1933, as amended (the "Securities Act")). This document is not an offer of securities for sale in the United States, nor shall there be any offer of securities in any*

jurisdiction in which such offer or sale would be unlawful. The securities described in this press release may not be sold in the United States unless they are registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") or are exempt from registration. The securities described in this press release have not been and will not be registered under the Securities Act and, accordingly, any offer or sale of Bonds may be made only in a transaction exempt from the registration requirements of the Securities Act. There will be no public offer of the securities in the United States or in any other jurisdiction

EEA: *In the European Economic Area (the "EEA"), this announcement is, and any offer when made will be, only addressed to and directed at persons who are "qualified investors" as defined in Regulation (EU) 2017/1129 (the "Prospectus Regulation") ("Qualified Investors"). If located in the EEA, each person who initially acquires any securities, and to the extent applicable any funds on behalf of which such person acquires such securities that are located in a relevant member state of the EEA, or to whom any offer of securities may be made will be deemed to have represented, acknowledged and agreed that it is a Qualified Investor as defined above.*

This announcement has been prepared on the basis that any offer of the securities described herein in the EEA will be made pursuant to an exemption under the Prospectus Regulation from the requirement to publish a prospectus for offers of such securities. Accordingly any person making or intending to make any offer in any member state of the EEA which are the subject of the placement contemplated in this document may only do so in circumstances in which no obligation arises for the Issuer or the Managers to publish or supplement a prospectus pursuant to the Prospectus Regulation in relation to such offer. Neither the Issuer nor the Managers have authorized, nor do they authorize, the making of any offer of Bonds or Ordinary Shares in circumstances in which an obligation arises for any of them to publish or supplement a prospectus under the Prospectus Regulation.

UNITED KINGDOM: *In the United Kingdom (the "UK"), this announcement is, and any offer when made will be, only addressed to and directed at persons who are "qualified investors" as defined in Regulation (EU) 2017/1129 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 ("EUWA") (the "UK Prospectus Regulation") ("UK Qualified Investors"). If located in the UK, each person who initially acquires any securities, and to the extent applicable any funds on behalf of which such person acquires such securities that are located in the UK, or to whom any offer of securities may be made will be deemed to have represented, acknowledged and agreed that it is a UK Qualified Investor as defined above.*

This announcement has been prepared on the basis that any offer of the securities described herein in the UK will be made pursuant to an exemption under the UK Prospectus Regulation from the requirement to publish a prospectus for offers of such securities under Section 85 of the Financial Services and Markets Act 2000, as amended (the "FSMA"). Accordingly any person making or intending to make any offer in the UK which are the subject of the placement contemplated in this document may only do so in circumstances in which no obligation arises for the Issuer or the Managers to publish or supplement a prospectus pursuant to the FSMA in relation to such offer. Neither the Issuer nor the Managers have authorized, nor do they authorize, the making of any offer of Bonds or Ordinary Shares in circumstances in which an obligation arises for any of them to publish or supplement a prospectus under the FSMA.

This announcement is only being distributed to, and is only directed at, persons in the United Kingdom that are UK Qualified Investors and that (i) are "investment professionals" falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the "Order"), (ii) are persons falling within Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the Order, or (iii) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000) in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as "relevant persons"). This document is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this document relates is available only to relevant persons and will be engaged in only with relevant persons.

ITALY: *This announcement does not constitute an offer of any securities to the public in Italy. Any offer of securities in Italy will be made only to qualified investors (investitori qualificati) as referred to in Article 100 of the legislative decree no. 58 of 24 February 1998, as amended (the "Italian Financial Act") and Article 34-ter paragraph 1(b) of CONSOB Regulation No. 11971, May 14, 1999, as amended (the "Issuers Regulation") or in circumstances which are exempt from the rules on public offers pursuant to the Italian Financial Act and*

the implementing CONSOB regulations, including the Issuers Regulation and will not be listed on an Italian regulated market, therefore no documents or materials relating to the securities have been or will be submitted to the clearance procedure of the Commissione Nazionale per le Società e la Borsa ("CONSOB"). Any offer of the securities will be carried out in the Republic of Italy as an exempted offer pursuant to article 100 of the Italian Financial Act and article 34-ter, paragraph 1 of the Issuers Regulation.

CANADA: This announcement and any Bonds issued may only be distributed to investors in Canada pursuant to an exemption from the prospectus requirements of Canadian securities laws. Only prospective investors that qualify as "accredited investors" and additionally also qualify as "permitted clients" within the meaning of applicable Canadian securities laws will be eligible to purchase the Bonds. Each prospective investor in Canada will be required to accept a representation letter confirming its eligibility and providing certain additional acknowledgements, representations and warranties. In Canada, the Bonds are not being offered and may not be sold in the province of Prince Edward Island, Yukon, the Northwest Territories or Nunavut.

MIFID II PROFESSIONALS/ECPS-ONLY: Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on Markets in Financial Instruments, as amended ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "**MiFID II product governance requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II product governance requirements) may otherwise have with respect thereto, the Bonds have been subject to a product approval process, which has determined that: (i) the target market for the Bonds is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Bonds to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Bonds (a "**distributor**") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Bonds (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

The target market assessment is without prejudice to the requirements of any contractual or legal selling restrictions in relation to any offering of the Bonds.

For the avoidance of doubt, the target market assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Bonds.

Prohibition of sales to EEA retail investors - the Bonds are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the EEA. For these purposes, a "retail investor" means a person who is one (or more) of: (i) a retail client as defined in point (11) of article 4(1) of MiFID II; or (ii) a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, the "**PRIIPS Regulation**") for offering or selling the Bonds, or otherwise making them available, to retail investors in the EEA has been prepared and therefore offering or selling the Bonds or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPS Regulation.

Prohibition of sales to UK retail investors – the Bonds are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the UK. For these purposes, a "retail investor" means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**"); or (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of domestic law by virtue of the EUWA (the "**UK PRIIPS Regulation**") for offering or selling the Bonds or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Bonds or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPS Regulation.

Neither the content of the Issuer's website or the websites of certain of its subsidiaries, nor any website accessible by hyperlinks on the Issuer's website or the websites of certain of its subsidiaries is incorporated

in, or forms part of, this announcement.

It may be unlawful to distribute this announcement in certain jurisdictions. Persons into whose possession this announcement comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. This announcement is not for distribution in the United States, Japan, South Africa or Australia. The information in this announcement does not constitute an offer of securities for sale in any jurisdiction. No money, securities or other consideration is being solicited, and, if sent in response to the information contained herein, will not be accepted.

This press release may include projections and other "forward-looking" statements within the meaning of applicable securities laws. Forward-looking statements are based on current expectations and involve a number of known and unknown risks, uncertainties and other factors that could cause the results of the Issuer and its group or their industries' actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. You should not place undue reliance on forward-looking statements and none of the Issuer, any member of its group or any of the Managers undertakes to update or revise any forward-looking statement that may be made herein, whether as a result of new information, future events or otherwise. FORWARD-LOOKING STATEMENTS SPEAK ONLY AS OF THE DATE THEY ARE MADE

Any decision to purchase any of the securities described herein should only be made on the basis of an independent review by a prospective investor of the Issuer's publicly available information. Neither the Managers nor any of their respective affiliates accept any liability arising from the use of, or make any representation as to the accuracy or completeness of, this announcement or the Issuer's publicly available information. The information contained in this announcement is subject to change in its entirety without notice up to the Issue Date.

Each prospective investor should proceed on the assumption that it must bear the economic risk of an investment in the Bonds or the Ordinary Shares to be issued or transferred and delivered upon conversion of the Bonds and notionally underlying the Bonds. None of the Issuer or the Managers make any representation as to (i) the suitability of such securities for any particular investor, (ii) the appropriate accounting treatment and potential tax consequences of investing in such securities or (iii) the future performance of the securities either in absolute terms or relative to competing investments.

Each of the Issuer, the Managers and their respective affiliates expressly disclaims any obligation or undertaking to update, review or revise any statement contained in this press release whether as a result of new information, future developments or otherwise.

The Managers are acting exclusively for the Issuer and no-one else in connection with the Offering. They will not regard any other person as their respective clients in relation to the Offering and will not be responsible to anyone other than the Issuer for providing the protections afforded to their respective clients, nor for providing advice in relation to the Offering, the contents of this announcement or any transaction, arrangement or other matter referred to herein.

In connection with the Offering of the Bonds and the Concurrent Equity Offering, the Managers and any of their affiliates may take up a portion of the Bonds in the Offering and/or may acquire Ordinary Shares as a principal position and in that capacity may retain, purchase, sell, offer to sell for their own accounts such Bonds, Ordinary Shares and other securities of the Issuer or its group or related investments in connection with the Offering, the Concurrent Equity Offering or otherwise.

In addition the Managers and any of their affiliates may enter into financing arrangements (including swaps, warrants or contracts for differences) with investors in connection with which the Managers and any of their affiliates may from time to time acquire, hold or dispose of Bonds, Ordinary Shares and/or other securities or derivative positions in such securities. The Managers and their affiliates do not intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

None of the Managers or any of their respective directors, officers, employees, affiliates, advisers or agents accepts any responsibility or liability whatsoever for or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the announcement) or any other information relating to the Issuer, its



subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith.

The date of admission of the Bonds to the Vienna MTF may be influenced by things such as market conditions. There is no guarantee that admission will occur and you should not base your financial decisions on the Issuer's intentions in relation to admission. Acquiring investments to which this announcement relates may expose an investor to a significant risk of losing all of the amount invested. Persons considering making such investments should consult an authorised person specialising in advising on such investments. This announcement does not constitute a recommendation concerning the Offering, the Concurrent Equity Offering, the Bonds, the Ordinary Shares or any other securities or any derivative transaction in respect thereof. The value of the Bonds and the Ordinary Shares can decrease as well as increase. Potential investors should consult a professional adviser as to the suitability of the Bonds and the Ordinary Shares for the person concerned.