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Final results of the Offering

Free float at 35.6%

Start of trading on Tuesday, April 16, 2019

Milan, 15 April 2019 - Following the press release issued on 12 April 2019, Nexi S.p.A. ("**Nexi**", "**the Issuer**" or the "**Company**") announces the final results of the initial public offering of its ordinary shares (the "**Shares**") of the Company (the "**Offering**"), for the purpose of listing (the "**Listing**") on the Mercato Telematico Azionario ("**MTA**"), organized and managed by Borsa Italiana S.p.A. ("**Borsa Italiana**").

The Offering was successfully concluded on 11 April 2019, a total of 256,915,812 Shares were allocated, which comprised: (i) 158,510,758 Shares offered by Mercury UK Holdco Ltd ("**Mercury UK**"), including 33,510,758 Shares subject to the share lending option (which was exercised on 12 April 2019); (ii) 20,627,277 Shares offered by Banco BPM S.p.A., Banca Popolare di Sondrio S.C.p.A., Banca di Cividale S.C.p.A., Credito Valtellinese S.p.A. and Iccrea Banca S.p.A.; and (iii) 77,777,777 Shares deriving from a capital increase by Nexi, excluding option rights¹.

Following completion of the Offering, Mercury UK will hold 393,062,389 Shares corresponding to approximately 62.6% of the total share capital (or 359,551,631 Shares corresponding to 57.3% of the share capital in the event of full exercise of the greenshoe option).

The free float of Nexi shares will be equal to 35.6% of the share capital, which could be increased to up to 40.9% following the possible exercise of the aforementioned greenshoe option granted by Mercury UK.

Borsa Italiana, as stated in its press release dated 12 April 2019, confirmed the existence of sufficient distribution of the Shares and ordered the start of trading of the Shares on the MTA to commence on **16 April 2019**.

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This press release also constitutes a communication pursuant to art. 6 of the Delegated Regulation (EU) 2016/1052. Credit Suisse Securities (Europe) Limited (or one of its associates or companies belonging to the same group), as a stabilization agent, reserves the right to carry out stabilization activities on the Shares in compliance with current legislation. This activity may be carried out from the date of the start of trading on the MTA (expected for April 16, 2019) until the 30 days following that date. However, there is no certainty that the stabilization activity will actually be exercised. This activity, however, may be interrupted at any time. Stabilization operations, if undertaken, could determine a market price higher than the price that would otherwise prevail. Stabilization operations aim to sustain the market price of the Shares during the stabilization period and will take place on the MTA.

¹ For further information please consult the press release published on 12 April 2019 on Nexi's website www.nexi.it.



Nexi

Nexi is the leading PayTech company in Italy, operating in consolidated partnerships with around 150 banking institutions that represent 80% of the number of branches of the banking system in Italy. Through its technology it connects banks, stores and citizens, making digital payments possible. Nexi's mission is to make every payment digital and facilitate the development of the digitalization of our country. Nexi operates in three market segments: Merchant Services & Solutions, Cards & Digital Payments and Digital Banking Services:

Merchant Services & Solutions: Nexi, together with partner banks, serves around 890,000 merchants and manages 1.4 million POS terminals;

Cards & Digital Payments: Nexi and the partner banks manage 41 million payment cards;

Digital Banking Solutions: Nexi manages 13,400 ATMs, about 420 thousand *e-banking* stations and over 900 million transactions (2018 data) in clearing services. Furthermore, it is developing the *open banking* system in collaboration with the CBI consortium which the main Italian banks have already joined.

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The Shares may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act. There will be no public offer of securities in the United States, Australia, Canada or Japan or elsewhere.

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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 Shares have been subject to a product approval process, which has determined that such Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II to such target market (the "**Target Market Assessment**").

Notwithstanding the Target Market Assessment, distributors should note that: the price of the Shares may decline, and investors could lose all or part of their investment; the Shares offer no guaranteed income and no capital protection; and an investment in the Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the offering. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Joint Global Coordinators and Joint Bookrunners will only procure investors who meet the criteria of professional clients and eligible counterparties.

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 Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Shares and determining appropriate distribution channels.