



NOT FOR PUBLICATION, DISTRIBUTION OR RELEASE IN OR INTO THE UNITED STATES OF AMERICA, CANADA, JAPAN OR AUSTRALIA

This announcement is an advertisement and not a prospectus and not an offer of securities for sale in or into the United States, Canada, Japan or Australia

Esercizio dell'Opzione Greenshoe Rimborso del Prestito Obbligazionario

Milano, 16 maggio 2019 – Nexi S.p.A. ("**Nexi**") informa - sulla base di quanto comunicato da Credit Suisse Securities (Europe) Limited o una delle società di diritto europeo ad essa collegate ("**Credit Suisse**") in qualità di soggetto incaricato dell'attività di stabilizzazione nell'ambito della quotazione delle azioni ordinarie di Nexi - che in data 15 maggio 2019 è stata esercitata parzialmente la c.d. Opzione Greenshoe per n. 5.026.790 azioni ordinarie di Nexi da parte dei coordinatori dell'offerta BofA Merrill Lynch, Banca IMI (Gruppo Intesa Sanpaolo), Credit Suisse, Goldman Sachs International, e Mediobanca – Banca di Credito Finanziario S.p.A, anche in nome e per conto dei membri del consorzio per il collocamento istituzionale. Con l'esercizio dell'Opzione Greenshoe termina con effetto immediato il periodo di stabilizzazione che, come già comunicato in data 29 aprile 2019 e in data 7 maggio 2019, ha riguardato n. 25.173.606 azioni nel periodo 16 aprile – 25 aprile, n. 2.806.901 nel periodo 26 aprile – 6 maggio e n. 503.461 nel periodo 7 maggio – 15 maggio.

Si ricorda che il prezzo di acquisto delle azioni oggetto dell'Opzione Greenshoe è di Euro 9,00 per azione – corrispondente al prezzo di offerta stabilito nell'ambito del Collocamento Istituzionale – per un controvalore complessivo pari a Euro 45.241.110, al lordo delle commissioni dell'offerta.

Il regolamento dell'Opzione Greenshoe sarà in data e per valuta 17 maggio 2019. Nella medesima data avverrà anche la di restituzione a Mercury UK Holdco Ltd ("**Mercury UK**") di n. 28.483.968 azioni Nexi oggetto di prestito ai sensi dell'Opzione di Sovra-Allocazione.

Incluse le azioni oggetto dell'Opzione Greenshoe, il Collocamento Istituzionale ha riguardato pertanto n. 228.431.844 azioni ordinarie Nexi S.p.A., pari a circa il 36,4% del capitale sociale.

Ad esito dell'esercizio parziale dell'Opzione Greenshoe, Mercury UK deterrà n. 388.035.599 azioni Nexi corrispondenti a circa il 61,8% del capitale sociale.

Il presente comunicato è diffuso anche per conto di Credit Suisse Securities (Europe) Limited o una delle società di diritto europeo ad essa collegate ai sensi dell'art. 8, lettera f) del Regolamento Delegato (UE) 2016/1052.

Con riferimento al prestito obbligazionario "€1,375,000.000 Senior Secured Floating Rate Notes due 2023" (il "**Prestito Obbligazionario**") e in linea con quanto precedentemente comunicato, Nexi prevede di trasmettere in data odierna l'avviso di rimborso dell'importo complessivo del Prestito Obbligazionario in conformità alla documentazione relativa al Prestito Obbligazionario. Il rimborso del Prestito Obbligazionario avverrà in data il 31 maggio 2019 e l'avviso sarà reso disponibile in data odierna attraverso i canali appropriati e sul sito web di Nexi.

Nexi

Nexi è la PayTech *leader* in Italia, quotata al MTA di Borsa Italiana, operante in partnership consolidate con circa 150 istituti Bancari che rappresentano l'80% del numero di sportelli del sistema bancario in Italia. Attraverso la sua tecnologia connette banche, punti vendita e cittadini, rendendo possibili i pagamenti digitali. La missione di Nexi è di rendere digitale ogni pagamento e agevolare lo sviluppo della digitalizzazione del nostro Paese. Nexi opera in tre segmenti di mercato: Merchant Services & Solutions, Cards & Digital Payments e Digital Banking Services:

Merchant Services & Solutions: Nexi, insieme alle Banche *partner*, serve circa 890.000 commercianti e gestisce 1,4 milioni di terminali POS;



Cards & Digital Payments: Nexi e le Banche partner gestiscono 41 milioni di carte di pagamento;

Digital Banking Solutions: Nexi gestisce 13.400 ATM, circa 420 mila postazioni di *e-banking* e oltre 900 milioni di transazioni (dato 2018) nei servizi di *clearing*. Inoltre, sta sviluppando il sistema *open banking* in collaborazione con il consorzio CBI al quale hanno già aderito le principali Banche Italiane.

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	Elena Bacis – Mobile: +39 329/074.2079
matteo.abbondanza@nexi.it	e.bacis@barabino.it
Mobile: +39 348/406.8858	Francesco Faenza – Mobile: 345/831.6045
Direct: +39 02/3488.2202	f.faenza@barabino.it

Nexi - Investor Relations

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

DISCLAIMER

This announcement contains inside information within the meaning of Article 7(1) of Regulation (EU) No 596/2014. Upon publication of this announcement, this inside information is now considered to be in the public domain, and any persons previously in possession of such inside information will no longer be considered to be in possession of inside information following publication of this announcement.

These materials are not for publication or distribution, directly or indirectly, in or into the United States (including its territories and possessions, any State of the United States and the District of Columbia). These materials do not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States, Australia, Canada or Japan or in any jurisdiction to whom or in which such offer or solicitation is unlawful. The Company's shares (the "Shares") mentioned herein have not been, and will not be, registered under the United States Securities Act of 1933 (the "Securities Act") or under the applicable securities laws of Australia, Canada or Japan. 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. This communication is distributed in any member state of the European Economic Area which applies Directive 2003/71/EC (this Directive together with any implementing measures in any member state, the Prospectus Directive) only to those persons who are qualified investors for the purposes of the Prospectus Directive in such member state, and such other persons as this document may be addressed on legal grounds, and no person that is not a relevant person or qualified investor may act or rely on this document or any of its contents.

For these purposes, the expression "Prospectus Directive" means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in a Relevant Member State), and includes any relevant implementing measure in the Relevant Member State and the expression "2010 PD Amending Directive" means Directive 2010/73/EU). The distribution of this press release is not made, and has not been approved, by an "authorized person" within the meaning of Article 21(1) of the Financial Services and Markets Act 2000. This communication is directed only at (i) persons who are outside the United Kingdom or (ii) persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended from time to time (the Order) or (iii) high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(A) to (D) of the Order or (iv) certified high net worth individuals and certified and self-certified

sophisticated investors as described in Articles 48, 50, and 50A respectively of the Order or (v) persons to whom this communication may otherwise be lawfully communicated (all such persons together being referred to as relevant persons).

Any investment activity to which this communication relates will only be available to and will only be engaged with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents. This press release is not a prospectus which has been approved by the Financial Conduct Authority or any other United Kingdom regulatory authority for the purposes of Section 85 of the Financial Services and Markets Act 2000. 6 All forward-looking statements included herein are based on information available to the Group as of the date hereof. No Group company undertakes any obligation to update publicly or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as may be required by applicable law. All subsequent written and oral forward-looking statements attributable to any Group company or persons acting on its behalf are expressly qualified in their entirety by these cautionary statements.

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.