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Comunicazione finale relativa all'attività di stabilizzazione

Milano, 17 maggio 2019 – Nexi S.p.A. (“**Nexi**”), 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 – rende noto che Credit Suisse ha effettuato operazioni di stabilizzazione (come definite dall'articolo 3, paragrafo 2, lettera d) del Regolamento relativo agli abusi di mercato (UE/596/2014) in relazione all'offerta degli strumenti finanziari di seguito descritta.

Strumenti finanziari:	
Emittente	Nexi S.p.A.
Strumenti finanziari	Azioni ordinarie (ISIN: IT0005366767)
Dimensione dell'offerta	256.915.812 azioni ordinarie inclusa l'opzione di <i>over-allotment</i>
Totale aggregato delle azioni oggetto di stabilizzazione	28.483.968
<i>Stabilisation Manager</i>	Credit Suisse Securities (Europe) Limited

Ai sensi dell'articolo 6, paragrafo 3 del Regolamento Delegato (UE) 2016/1052 che integra il Regolamento (UE) n. 596/2014 del Parlamento europeo e del Consiglio per quanto riguarda le norme tecniche di regolamentazione sulle condizioni applicabili ai programmi di riacquisto di azioni proprie e alle misure di stabilizzazione, Nexi S.p.A., sulla base di quanto comunicato da Credit Suisse, comunica che l'attività di stabilizzazione è iniziata in data 16 aprile 2019 e che l'ultima operazione di stabilizzazione è avvenuta in data 13 maggio 2019.

La tabella che segue riporta i dati relativi alle operazioni compiute nel periodo di stabilizzazione.

Data	Prezzo Minimo	Prezzo Massimo	Totale aggregato delle azioni oggetto di stabilizzazione	Sede di Negoziazione
16 aprile 2019	€8,35	€8,75	21.382.233	Borsa Italiana – Mercato Telematico Azionario
17 aprile 2019	€8,44	€8,50	1.215.282	Borsa Italiana – Mercato Telematico Azionario
18 aprile 2019	€8,30	€8,50	2.451.091	Borsa Italiana – Mercato Telematico Azionario
25 aprile 2019	€8,40	€8,42	125.000	Borsa Italiana – Mercato Telematico Azionario
26 aprile 2019	€8,10	€8,34	450.000	Borsa Italiana – Mercato Telematico Azionario

29 aprile 2019	€8,05	€8,14	431.901	Borsa Italiana – Mercato Telematico Azionario
30 aprile 2019	€8,05	€8,15	275.000	Borsa Italiana – Mercato Telematico Azionario
2 maggio 2019	€7,85	€8,035	1.250.000	Borsa Italiana – Mercato Telematico Azionario
3 maggio 2019	€8,14	€8,14	100.000	Borsa Italiana – Mercato Telematico Azionario
6 maggio 2019	€8,04	€8,14	300.000	Borsa Italiana – Mercato Telematico Azionario
7 maggio 2019	€8,133	€8,133	100.000	Borsa Italiana – Mercato Telematico Azionario
8 maggio 2019	€8,07	€8,10	155.570	Borsa Italiana – Mercato Telematico Azionario
9 maggio 2019	€8,00	€8,05	72.891	Borsa Italiana – Mercato Telematico Azionario
10 maggio 2019	€8,435	€8,435	100.000	Borsa Italiana – Mercato Telematico Azionario
13 maggio 2019	€8,30	€8,30	75.000	Borsa Italiana – Mercato Telematico Azionario

Come comunicato in data 16 maggio 2019, si ricorda che la c.d. opzione greenshoe è stata esercitata parzialmente in data 15 maggio 2019 da parte dei Joint Global Coordinators, anche in nome e per conto dei membri del consorzio per il collocamento istituzionale, per n. 5.026.790 azioni Nexi.

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. 377.639.706 azioni Nexi corrispondenti a circa il 60,15% 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'articolo 6, paragrafo 3, del Regolamento Delegato (UE) 2016/1052.

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.

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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.