

nexi

NEXI S.p.A.

**GUIDELINES OF THE BOARD OF DIRECTORS ON THE MAXIMUM NUMBER OF OFFICES
THAT CAN BE CONSIDERED COMPATIBLE WITH AN EFFECTIVE PERFORMANCE OF THE
OFFICE OF DIRECTOR OF THE COMPANY**

approved by the Board of Directors of Nexi S.p.A. on 10 March 2022

Guidelines of the Board of Directors on the maximum number of offices that can be considered compatible with an effective performance of the office of Director of the Company

The New Corporate Governance Code for Listed Companies approved by the Italian Corporate Governance Committee provides – pursuant to Recommendation no. 15, in accordance with Article 3, Principle XII – that *“In large companies, the board of directors expresses its guidelines on the maximum number of offices that can be considered compatible with an effective performance and the time commitment required by the role of the directors. The relevant offices are those held in corporate bodies of other listed companies and of companies having a significant size”*.

In this regard, the directors of Nexi S.p.A. (“**Nexi**” or the “**Company**”) accept the office when they deem to be in a position to commit the time necessary to diligently perform their duties, also considering the commitment related to their own working and professional activities, the number of offices as director or auditor held in (i) other companies listed on regulated markets (including foreign markets), (ii) banking, insurance or financial companies (limited, in this last regard, to financial companies subject to prudential supervision by the Bank of Italy and enrolled in the register (“*Albo*”) referred to in Article 106 of Legislative Decree no. 385/1993), or (iii) companies of significant size.

In particular, also in light of the best practices concerning such matter, on [10] March 2022, the Board of Directors of Nexi established, upon the proposal of the Remuneration and Appointments Committee, the maximum number of directorship and audit offices in other companies that can be considered compatible with an effective performance of the office of Director of Nexi, and namely:

- (i) **Directors** (whether or not executive) are allowed to act as directors and/or auditors in no more than 5 companies listed on regulated markets (including foreign markets) and/or companies of significant size, including Nexi itself;
- (ii) **Executive Directors** are not allowed to act as chairman, even if not executive, in another company listed on regulated markets (including foreign markets) and/or companies of significant size.

For the purposes of the aforementioned limits regarding the accumulation of offices:

- (i) a “*company of significant size*” is any Italian or foreign company with net equity - possibly consolidated - that exceeds Euro 1 billion;
- (ii) where a Director holds offices in more than one company belonging to the same group, only one office held within that group is taken into account for the purposes of calculating the number of offices;
- (iii) any position as chairman of the board of directors is considered to have double weight, while positions as executive director (or comparable positions) are considered to have triple weight.

In conclusion, please note that:

- (i) if, by the application of the above criteria, it is ascertained that the above limits have been exceeded, the Board of Directors shall in any case be entitled to examine the concrete situation, in order to assess whether there is, in the specific case, an effective incompatibility of the offices held in other companies with the effective performance of the offices of Director of the Company;
- (ii) in any case, the ineligibility and disqualification of office, as well as the limits to the number of offices provided for by the applicable law and regulations in force from time to time shall remain valid.