

**Report on the item 5 on the Agenda of the Ordinary Shareholders' Meeting**

**Report on remuneration policy and compensation paid, prepared pursuant to Article 123-ter of Legislative Decree No. 58, adopted on February 24<sup>th</sup>, 1998, as subsequently amended and supplemented, and Article 84-quater of the Regulation adopted by Consob Resolution No. 11971 dated May 14<sup>th</sup>, 1999, as subsequently amended and supplemented. Related and consequent resolutions.**

Dear Shareholders,

the Ordinary Shareholders' Meeting called for May 5<sup>th</sup>, 2022 is called to discuss and resolve upon this proposal concerning the Report on remuneration policy and compensation paid (the “**Remuneration Report**”), drawn up pursuant to art. 123-ter of Legislative Decree No. 58 dated February 24<sup>th</sup>, 1998, as subsequently amended and supplemented (the “**CFA**”) and Article 84-*quater* of the Regulation adopted by Consob by means of resolution No. 11971 dated May 14<sup>th</sup>, 1999, as subsequently amended and supplemented (the “**Issuers' Regulation**”).

The Board of Directors of Nexi S.p.A. (the “**Company**”) approved the Remuneration Report at its meeting held on March 10<sup>th</sup>, 2022, on the proposal of the Appointment and Remuneration Committee. The Remuneration Report will be made available to the public at the Company's registered office, on the Company's website [www.nexigroup.com](http://www.nexigroup.com), section Group/Governance/Shareholders' Meeting/Extraordinary and Ordinary Shareholders' Meeting May 5<sup>th</sup>, 2022, as well as on the authorised storage mechanism “eMarket STORAGE” in compliance with the terms and conditions provided by the applicable law.

Please note that, pursuant to Article 123-ter of the CFA, the Remuneration Report is divided into two distinct sections (Section I and Section II):

- **Section I:** includes an illustration of the Company's policy on the remuneration of the members of the Board of Directors, the General Manager, the Managers with strategic responsibilities and the members of the Board of Statutory Auditors with reference to the financial year 2022, as well as the procedures used for the adoption and implementation of such policy. This section, pursuant to the combined provisions of paragraphs 3-*bis* and 3-*ter* of Article 123-ter of the CFA, is subject to the **binding vote** of the Ordinary Shareholders' Meeting; and
- **Section II:** includes the indication of the remuneration of the members of the Board of Directors and the Board of Statutory Auditors, of the General Manager and of the Managers with strategic responsibilities (for the latter in aggregate form) for the financial year 2021. This section, pursuant to paragraph 6 of Article 123-ter of the CFA, is subject to the **non-binding vote** of the Ordinary Shareholders' Meeting.

In light of the above, with reference to this item on the agenda, two separate and distinct voting procedures will be carried out at the Shareholders' Meeting, according to the following proposals.

### **Resolutions proposed to the Ordinary General Meeting**

#### **Section I: Report on the remuneration policy for the financial year 2022 (binding resolution)**

Shareholders, in relation to Section I of the Remuneration Report, concerning the remuneration policy, the Board of Directors now submits the following proposal for your approval:

*“The Ordinary Shareholders' Meeting of Nexi S.p.A.,*

- *having examined the Remuneration Report, drawn up by the Board of Directors pursuant to Article 123-ter of the CFA and Article 84-*quater* of the Issuers' Regulation;*
- *having examined and discussed, in particular, "Section I" of the Remuneration Report, drawn up pursuant to Article 123-ter, paragraph 3, of the CFA and relating to: (i) the Company's policy on the remuneration of the members of the Board of Directors, the Board of Statutory Auditors, the general manager and managers with strategic responsibilities with reference to the year 2022; and (ii) the procedures used for the adoption and implementation of such policy; and*
- *whereas, pursuant to Article 123-ter, paragraph 3-ter, of the CFA, the Shareholders' Meeting is called upon to cast a binding vote on “Section I” of the Remuneration Report,*

**RESOLVES**

1. to approve “Section I” of the Remuneration Report prepared pursuant to Article 123-ter, paragraph 3, of the CFA;
2. to grant the Chairman of the Board of Directors and the Chief Executive Officer, severally, with the right to sub-delegate, all the widest powers necessary or appropriate to implement the above resolution, including, by way of example and without limitation, the power to implement the remuneration policy set out in the aforementioned “Section I”.

\* \* \*

**Section II: Report on remuneration granted in the financial year 2021 (non-binding resolution)**

“The Ordinary Shareholders’ Meeting of Nexi S.p.A.:

- having examined the Remuneration Report, prepared by the Board of Directors pursuant to Article 123-ter of the Consolidated Law on Finance and Article 84-quater of the Issuers’ Regulation;
- having examined and discussed, in particular, “Section II” of the Remuneration Report, prepared pursuant to Article 123-ter, paragraph 4, of the Consolidated Law on Financial Intermediation, relating to the annual disclosure on the implementation of the remuneration and incentive system in the year 2021, including the reporting of the remuneration paid for the year 2021; and
- whereas, pursuant to Article 123-ter, paragraph 6 of the CFA, the Shareholders’ Meeting is called upon to cast a non-binding vote on the aforementioned “Section II” of the Remuneration Report;

**RESOLVES**

1. to acknowledge, in compliance with Article 123-ter, paragraph 6, of the CFA, “Section II” of the Remuneration Report prepared pursuant to Article 123-ter, paragraph 4, of the CFA.”

Milan, April 5<sup>th</sup>, 2022

for the Board of Directors

The Chairwoman

Michaela Castelli