



SPAFID CONNECT

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Testo del comunicato

Vedi allegato.



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Greenshoe Option Exercise Redemption of the Notes

Milan, May 16th 2019 – Nexi S.p.A. (“**Nexi**”) announces that – on the basis of the information disclosed by Credit Suisse Securities (Europe) Limited or any of its EU affiliates (“**Credit Suisse**”), as Stabilization Manager in the context of the listing of ordinary shares by Nexi S.p.A. – on 15 May 2019 the Greenshoe Option has been partially exercised for a total of n. 5,026,790 Nexi ordinary shares by BofA Merrill Lynch, Banca IMI (Intesa Sanpaolo Group), Credit Suisse, Goldman Sachs International, and Mediobanca - Banca di Credito Finanziario S.p.A., as Joint Global Coordinator. With the exercise of the Greenshoe Option, the stabilization period ends with immediate effect. The stabilization activities, as already communicated on April 29th 2019 and on May 6th 2019, concerned n. 25,173,606 shares in the period April 16th – April 25th, n. 2,806,901 in the period April 26th – May 6th and n. 503,461 in the period May 7th – May 15th.

The purchase price of the Greenshoe Option shares is Euro 9.00 per share – equal to the offer price in the Offering – for a total amount of Euro 45,241,110, gross of commissions.

Settlement of the Greenshoe Option will take place on May 17th 2019. On the same date, the 28,483,968 Nexi's shares, lent for the purpose of the Over-Allotment Option, will be returned to Mercury UK Holdco Ltd (“**Mercury UK**”).

Including the shares purchased in the exercise of the Greenshoe Option, the Offering comprised n. 228,431,844 Nexi ordinary shares, approximately corresponding to 36.4% of the share capital.

Upon completion of the partial exercise of the Greenshoe Option Mercury UK will hold no. 388,035,599 Nexi shares corresponding to approximately the 61.8% of the share capital.

This press release is issued also on behalf of Credit Suisse Securities (Europe) Limited or any of its EU affiliates pursuant to Article 8, letter f) of Delegated Regulation (UE) 2016/1052.

With reference to the €1,375,000,000 Senior Secured Floating Rate Notes due 2023 (the “**Notes**”) and in line with what previously disclosed, Nexi anticipates it is giving today notice of redemption of the entire aggregate principal amount of the Notes in accordance with the relevant Notes documentation. The redemption date for the Notes will be May 31st 2019 and the notice will be made available today through the appropriate channels as well as on Nexi's website.

About Nexi

Nexi is the leading PayTech company in Italy, listed on MTA of Borsa Italiana. We operate in strong partnership with ~150 partner banks covering 80% of the system in Italy in number of branches. Our integrated end-to-end omni-channel technology connects banks, merchants and consumers enabling digital payments. We help simplify payments for our clients and digitalise the Italian economy. Nexi operates in three market areas: Merchant Services & Solutions, Cards & Digital Payments and Digital Banking Services:

Merchant Services & Solutions: Nexi, together with its partner Banks, serves c.890,000 merchants and manages 1.4 million POS terminals;

Cards & Digital Payments: Nexi, together with its partner Banks, manages 41 million payment cards for c.30 million cardholders;



Digital Banking Solutions: Nexi manages 13,400 ATMs, approximately 420,000 e-banking workstations and over 900 million clearing transactions in 2018. In addition, Nexi is developing the open banking system in collaboration with the CBI consortium which the main Italian banks have already adhered to.

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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.

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