



Nexi S.p.A. announces that it intends to offer €825.0 million in aggregate principal amount of Senior Notes due 2024 and/or 2027 to refinance its existing indebtedness

Milan, October 9th, 2019 - Nexi S.p.A., a *società per azioni* incorporated under the laws of Italy (“Nexi” or the “Issuer”), announced today that it will make an offering of €825.0 million in aggregate principal amount of Senior Notes, in one or more tranches, due 2024 and/or 2027 (collectively, the “Notes”). The proceeds of the offering of the Notes, together with cash on hand, will be used to (i) fund the redemption of the Issuer’s €825.0 million 41/8% Senior Secured Fixed Rate Notes due 2023, and (ii) pay fees and expenses in connection therewith.

The Notes will be offered only to non-U.S. persons outside the United States in connection with offshore transactions complying with Regulation S under the U.S. Securities Act of 1933, as amended (the “Securities Act”). The Notes have not been registered under the Securities Act, or the securities laws of any state or other jurisdiction, and may not be offered or sold in the United States without registration or an applicable exemption from the registration requirements of the Securities Act and applicable state securities or blue sky laws and foreign securities laws.

Nexi is the leading PayTech company in Italy, listed at the MTA market 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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Important Regulatory Notice

This announcement contains information that prior to its disclosure may have constituted inside information under European Union Regulation 596/2014 on market abuse.

This document is not an offer of securities for sale in the United States. The Notes may not be sold in the United States unless they are registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") or are exempt from registration. The offering of Notes described in this press release has not been and will not be registered under the Securities Act and, accordingly, any offer or sale of Notes may be made only in a transaction exempt from the registration requirements of the Securities Act.

This announcement has been prepared on the basis that any offer of the Notes in the European Economic Area (each, a "Member State") will be made pursuant to an exemption under the Prospectus Directive (2003/71/EC), as amended by Directive 2010/73/EU, as implemented in that Member State, from the requirement to publish a prospectus for offers of Notes. Accordingly any person making or intending to make any offer in that Member State of the Notes which are the subject of the placement contemplated in this document may only do so in circumstances in which no obligation arises for the Issuer or any of the initial purchasers of such Notes to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. Neither the issuer nor the initial purchasers of such Notes have authorized, nor do they authorize, the making of any offer of Notes in circumstances in which an obligation arises for the issuer or any initial purchasers of such Notes to publish or supplement a prospectus for such offer.

This announcement is only being distributed to, and is only directed at, persons in the United Kingdom that (i) are "investment professionals" falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the "Order"), (ii) are persons falling within Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the Order, or (iii) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000) in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as "relevant persons"). This document is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this document relates is available only to relevant persons and will be engaged in only with relevant persons.

This document does not constitute an offer of the Notes to the public in Italy. The Notes will be offered in Italy only to qualified investors (investitori qualificati) as referred to in Article 100 of the legislative decree no. 58 of 24 February 1998, as amended (the "Italian Financial Act") and Article 34-ter paragraph 1(b) of CONSOB Regulation No. 11971, May 14, 1999, as amended (the "Issuers



Regulation”) or in circumstances which are exempt from the rules on public offers pursuant to the Italian Financial Act and the implementing CONSOB regulations, including the Issuers Regulation and will not be listed on an Italian regulated market, therefore no documents or materials relating to the Notes have been or will be submitted to the clearance procedure of the Commissione Nazionale per le Società e la Borsa (“CONSOB”). The offer of the Notes will be carried out in the Republic of Italy as an exempted offer pursuant to article 100 of the Italian Financial Act and article 34-ter, paragraph 1 of the Issuers Regulation.

Neither the content of Nexi or its subsidiaries’ (collectively, the “Group”) websites, nor any website accessible by hyperlinks on Nexi’s website or the websites of certain of the Group’s subsidiaries is incorporated in, or forms part of, this announcement.

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No money, securities or other consideration is being solicited, and, if sent in response to the information contained herein, will not be accepted.

This press release may include projections and other “forward-looking” statements within the meaning of applicable securities laws. Forward-looking statements are based on current expectations and involve a number of known and unknown risks, uncertainties and other factors that could cause the results of the Group or its industries’ actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. You should not place undue reliance on forward-looking statements and none of the Group or the Issuer undertakes publicly to update or revise any forward-looking statement that may be made herein, whether as a result of new information, future events or otherwise.

MiFID II (ECPs and Professional Clients only) – Manufacturer target market (MiFID II product governance) is eligible counterparties and professional clients (all distribution channels). No PRIIPs key information document (KID) has been prepared as the Notes are not available to any retail investor in the EEA.

Fine Comunicato n.2170-48

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