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Informazione Regolamentata n. 2170-15-2020	Data/Ora Ricezione 17 Aprile 2020 07:42:01	MTA
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Societa' : NEXI S.p.A.
Identificativo : 130890
Informazione
Regolamentata
Nome utilizzatore : NEXIN04 - MANTEGAZZA
Tipologia : 3.1
Data/Ora Ricezione : 17 Aprile 2020 07:42:01
Data/Ora Inizio : 17 Aprile 2020 07:42:02
Diffusione presunta
Oggetto : Pricing Press Realese

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THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION.

Nexi S.p.A. colloca con successo il prestito obbligazionario senior unsecured equity-linked per Euro 500 milioni con scadenza al 2027

Milano, 17 Aprile 2020 – Nexi S.p.A., una società per azioni incorporata in Italia ("**Nexi**" o l'"**Emittente**"), ha concluso con successo il collocamento di Euro 500 milioni (il "**Collocamento**") di obbligazioni senior unsecured equity-linked con scadenza al 2027 (le "**Obbligazioni**").

L'emissione, che rappresenta il più grande collocamento *equity-linked* sul mercato italiano dal 2017, permette a Nexi di allungare la vita media del suo debito, di abbassarne il costo medio e ne rafforza ulteriormente la posizione di liquidità, anche in vista della prospettata acquisizione delle attività di *merchant acquiring* del Gruppo Intesa Sanpaolo, annunciata a dicembre 2019.

Le Obbligazioni avranno una cedola annuale a tasso fisso del 1,75% da corrispondersi posticipatamente su base semestrale. Il prezzo di conversione sarà di Euro 19,47, incorporando un premio del 50% al di sopra del Reference Share Price di Euro 12,98, il quale è pari al prezzo di collocamento delle Azioni Ordinarie nel *Concurrent Equity Offering* (come definito e meglio descritto nel proseguito).

Le Obbligazioni saranno convertibili in azioni ordinarie dell'Emittente (le "**Azioni Ordinarie**"), subordinatamente all'approvazione, da parte dell'assemblea straordinaria dell'Emittente (l'"**Assemblea**"), di un aumento di capitale con esclusione del diritto di opzione ai sensi dell'art. 2441, comma 5, del codice civile da riservare esclusivamente al servizio della conversione delle predette Obbligazioni (l'"**Aumento di Capitale**"). L'Assemblea sarà convocata entro la data del 31 dicembre 2020 (la "**Long-Stop Date**") dal Consiglio di Amministrazione dell'Emittente nel rispetto della normativa applicabile. Successivamente a tale approvazione, l'Emittente emetterà un'apposita nota (la "**Physical Settlement Notice**") per gli obbligazionisti.

Antecedentemente alla notifica della Physical Settlement Notice da parte dell'Emittente, gli obbligazionisti avranno il diritto di ricevere il rimborso anticipato delle Obbligazioni

durante il c.d. *Settlement Period* (così come definito nelle condizioni del prestito) al c.d. *Cash Alternative Amount* (così come definito nelle condizioni del prestito).

Nel caso di mancata approvazione dell’Aumento di Capitale entro la Long-Stop Date, l’Emittente potrà, con avviso scritto agli obbligazionisti da pubblicare entro i 10 giorni di negoziazione di Borsa successivi alla Long Stop Date, rimborsare integralmente, e non parzialmente, le Obbligazioni, ad un importo pari al maggiore tra (a) il 102% dell’importo nominale del prestito e (b) il 102% del *Fair Bond Value* delle Obbligazioni (come definito nelle condizioni del prestito), in entrambi i casi includendo gli interessi maturati e non ancora riconosciuti.

Le Obbligazioni, emesse alla pari in forma nominativa con taglio minimo unitario di €100.000, salvo che non siano state precedentemente rimborsate, convertite o acquistate e cancellate in base alle condizioni del prestito, saranno rimborsate al loro valore nominale alla scadenza del 24 aprile 2027 (7 anni).

L’Emittente avrà diritto di rimborsare in toto, ma non in parte, le Obbligazioni al loro valore nominale, oltre agli interessi maturati, a partire dal giorno che cade 5 anni e 15 giorni di negoziazione dopo la Data di Emissione (c.d. *Issue Date*), nel caso in cui il c.d. *Parity Value* (come definito nelle condizioni del prestito) sia (i) per almeno 20 giorni di negoziazione su 30 giorni di negoziazione consecutivi superiore a Euro 130.000,00 o (ii) in qualsiasi momento se l’85% o più delle Obbligazioni emesse inizialmente sarà stato convertito, rimborsato o acquistato e cancellato. Inoltre, come da prassi l’Emittente avrà la facoltà di rimborsare anticipatamente e integralmente il prestito per ragioni fiscali, qualora lo stesso debba farsi carico, in relazione ai pagamenti dovuti, di imposte di competenza degli obbligazionisti, fermo restando il diritto degli obbligazionisti di scegliere di non essere rimborsati e di ricevere, successivamente, pagamenti netti degli interessi (c.d. *tax call*).

A ciascun investitore sarà concessa la facoltà di richiedere il rimborso anticipato al valore nominale delle Obbligazioni, oltre al pagamento degli interessi maturati e non ancora versati, al verificarsi di un c.d. *Change of Control* o c.d. *Free Float Event* (come definiti nelle condizioni del prestito).

Le Obbligazioni saranno, al momento dell’emissione, *unsecured* e non garantite ma potrebbero essere garantite in circostanze limitate definite dalle condizioni del prestito tra cui, *inter alia*, l’estensione alle Obbligazioni delle eventuali garanzie fornite da parte di società controllate dell’Emittente in relazione al prestito obbligazionario “€825,000,000 1.75% Senior Notes due 2024” emesso il 21 ottobre 2019 secondo le condizioni di quest’ultimo, ove ancora in circolazione.

I Joint Bookrunners hanno effettuato, contestualmente al collocamento delle Obbligazioni, il simultaneo collocamento accelerato di Azioni Ordinarie esistenti (la “**Concurrent Equity Offering**”), per conto dei sottoscrittori delle obbligazioni che intendevano procedere con la vendita allo scoperto di tali Azioni Ordinarie con finalità di *hedging* relativamente al rischio di mercato derivante dall’investimento nelle Obbligazioni, ad un prezzo di mercato di Euro 12,98 determinato attraverso un c.d. *accelerated bookbuilding process*. La Società non riceverà proventi dalla Concurrent Equity Offering.

I proventi derivanti dal Collocamento saranno utilizzati per finanziare parte del corrispettivo previsto per la citata acquisizione delle attività di *merchant acquiring* da Intesa Sanpaolo S.p.A. (con una corrispondente riduzione dell'importo concesso all'Emittente nell'ambito del finanziamento *bridge* da alcuni Joint Bookrunners o società affiliate in relazione a tale acquisizione) e/o l'attività caratteristica della società.

L'Emittente, anche per conto delle società controllate, ha assunto, in linea con la prassi di mercato per operazioni simili e per un periodo di 90 giorni dalla Data di Emissione, impegni di inalienabilità (c.d. *lock-up*), in relazione all'emissione di Azioni Ordinarie nonché di eventuali strumenti finanziari alle stesse collegate, salve alcune eccezioni quali, *inter alia*, i piani di stock-option e la rinuncia espressa al *lock-up* da parte dei Joint Global Coordinators per conto dei Managers.

Il regolamento delle Obbligazioni avverrà in data 24 aprile 2020 (la "**Data di Emissione**").

La Società presenterà richiesta di ammissione delle Obbligazioni alla negoziazione sul mercato Vienna MTF gestito dalla Borsa di Vienna entro 90 giorni dalla Data di Emissione.

Nel contesto del Collocamento, BofA Securities, Banca IMI, Goldman Sachs International, HSBC e J.P. Morgan hanno agito in qualità di Joint Global Coordinators e Joint Bookrunners. Banca Akros S.p.A. – Gruppo Banco BPM, Mediobanca, UBI Banca e UniCredit Corporate & Investment Banking hanno agito in qualità di Joint Bookrunners (insieme, i "**Joint Bookrunners**" oppure i "**Managers**").

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Nexi

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Fine Comunicato n.2170-15

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