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Diffusione presunta  
Oggetto : Effectiveness of the merger Nexi-Nets

<i>Testo del comunicato</i>
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Vedi allegato.

## Effectiveness of the merger by incorporation of Nets Topco 2 S.à r.l. into Nexi.

### *Change to the Share Capital*

#### *Effectiveness of the appointment of Bo Nilsson and Stefan Goetz as directors of Nexi*

**Milan, 1 July 2021.** Nexi S.p.A. ("Nexi") announces that today the cross-border merger by incorporation of Nets Topco 2 S.à r.l. ("Nets") into Nexi (the "Nets Merger") became effective.

A total amount of 406,628,176 Nexi shares, with no express par value, were issued to service the Nets Merger, and allocated to Nets shareholders, for a capital increase of Euro 36,966,198.00. As a result of this capital increase, Nexi's share capital amounts to Euro 94,036,905.00, divided into 1,034,405,953 ordinary shares.

Pursuant to Article 85-bis of CONSOB Issuers' Regulation no. 11971/1999 (as subsequently amended), the new composition of the fully subscribed and paid-in share capital, as resulting from the completion of the Nets Merger, is outlined in the table below. The declaration of the change to Nexi's share capital was filed with the Companies' Register of Milan, Monza Brianza and Lodi, on 16 June 2021, effective from 1 July 2021 (i.e., from the effective date of the Nets Merger).

	Current share capital			Previous share capital		
	Euro	No. of shares	Unit par. value	Euro	No. of shares	Unit par. value
Total of which:	94,036,905.00	1,034,405,953	-	57,070,707.00	627,777,777	-
Ordinary shares (regular dividend entitlement: 01/01/2021 Current Coupon Number: 1	94,036,905.00	1,034,405,953	-	57,070,707.00	627,777,777	-

Starting from today, as the effective date of the Nets Merger, Bo Nilsson and Stefan Goetz also took office as directors of Nexi, with the consequent increase in the number of directors of Nexi from 13 to 15, in compliance with the resolution approved by Nexi's ordinary shareholders' meeting on 3 March 2021. The assessment of the requirements of the aforementioned directors provided by the applicable regulations and by the Corporate Governance Code will be carried out at the first meeting of the Board of Directors, in compliance with the regulations in force, it being understood that the aforementioned



directors have already declared that they do not meet the independence requirements prescribed by the Consolidated Law on Finance (TUF) and the Corporate Governance Code.

Please also note that (i) as a result of the change in the group corporate perimeter following the effectiveness of the Nets Merger, the 2021 ambition last announced on 13 May 2021 are no longer valid, as they do not take into account the possible effects arising from the Nets Merger, and (ii) today the new By-Laws were made available to the public at Nexi's registered office in Milan, Corso Sempione no. 55 and on Nexi's website ([www.nexigroup.eu](http://www.nexigroup.eu)) as well as on the authorized storage mechanism "E-Market Storage."

### **About Nexi**

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Nexi is Europe's leading PayTech - present in high-growth and attractive markets and technologically advanced countries in Europe.

Listed on the Milan Stock exchange MTA of Borsa Italiana, Nexi has the scale, geographical reach and capabilities to drive digital payments and accelerate the transition to a cashless Europe. Through its portfolio of innovative products, e-commerce capabilities and sector-specific solutions Nexi is able to provide flexible support for the digital economy and entire payments ecosystem globally across a wide range of different channels and payment methods.

Nexi's technological platform and best-in-class capabilities allow the Company to operate in three market segments: Merchant Services & Solutions, Cards & Digital Payments and Digital Banking & Corporate Solutions.

Nexi constantly invests in technology and innovation, focusing on two fundamental principles: satisfying, together with its partner Banks, clients' needs, and creating new opportunities for more prosperous businesses.

The Company is committed to supporting people and enterprises of all sizes and shaping the way they pay and collect money every day. This is how Nexi drives progress for everyone's benefit: simplifying transactions and empowering people and businesses to enjoy closer relationships and prosper together.

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