



SPAFID
CONNECT

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Data/Ora Ricezione : 15 Settembre 2021 14:51:04
Data/Ora Inizio : 15 Settembre 2021 14:51:05
Diffusione presunta
Oggetto : Notice of call of Extraordinary and Ordinary
Shareholders' Meeting

Testo del comunicato

Vedi allegato.

**NEXI S.P.A.**

WITH REGISTERED OFFICE AT CORSO SEMPIONE NO. 55 – 20149 MILAN

SHARE CAPITAL EURO 94,036,905.00 FULLY PAID IN

TAX COD/VAT REGISTRATION NUMBER AND MILAN MONZA BRIANZA LODI BUSINESS REGISTER NUMBER
09489670969**NOTICE OF CALL OF EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING**

The Extraordinary and Ordinary Shareholders' Meeting of the Company is convened, on single call, at 10:30 am on **October 15th, 2021**, be made exclusively through video or telecommunication means as specified below, to discuss and pass resolutions on the following

AGENDA**A) Extraordinary part:**

1. Authorization to convert the equity-linked bonds denominated “€1,000,000,000 Zero Coupon Equity Linked Bonds due 2028” and share capital increase, in tranches, with exclusion of the pre-emptive right, to service the abovementioned bonds, by the issue of ordinary shares. Related and consequent resolutions.

B) Ordinary part:

1. Integration to the composition of the Board of Statutory Auditors. Related and consequent resolutions.
2. Approval of the information document drafted in compliance with the requirements provided under Article 114-bis of Legislative Decree No. 58 dated February 24th, 1998 (the “CFA”), as well as pursuant to Article 84-bis and Scheme 7 of Annex 3A of the Issuers' Regulations concerning the incentive plan “Retention Plan Nets 2 - Cash Incentive Plan for NETS MEP Non joiners. Related and consequent resolutions.

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INFORMATION ON THE SHARE CAPITAL AS AT TODAY'S DATE

The subscribed and fully paid-in share capital is equal to 94,036,905.00 euro, divided into 1,040,137,528 ordinary shares without nominal value, each conferring the right to cast 1 vote at the Shareholders' Meeting (the “Shares”). There are no other categories of shares. Nexi S.p.A. (the “Company”) holds No. 282,475 treasury shares. Further information on the share capital and the main shareholders is available on the Company's website, www.nexigroup.com, section *Investors/Share Information/Shareholders*.

RIGHT TO ATTEND AND VOTE

Pursuant to Article 83-sexies of the CFA and Article 10 of the Company's By-Laws, the right to attend the Shareholders' Meeting is subject to the receipt by the Company of a specific statement to be requested by each person entitled to attend the Shareholders' Meeting, from the intermediary and issued by the latter in accordance with current regulations, certifying the ownership of the Shares on the basis of the evidence in his or her accounting records at the end of the accounting day of the seventh trading day prior to the date of the Shareholders' Meeting on single call (i.e. **October 6th, 2021**, so-called “record date”). Any purchase or sell order after such date shall not be taken into account for the purpose of the entitlement to vote at the Shareholders' Meeting. Therefore, anyone whose Shares has been recorded only after the above date shall not be entitled to attend and vote at the Shareholders' Meeting.

The intermediary's notification must be received by the Company by the end of the third trading day prior to the date scheduled for the Shareholders' Meeting and, therefore, by **October 12th, 2021**. The right to attend and vote shall remain valid should the notifications be received by the Company after the above mentioned date, as long as they are received by the start of the meeting, without prejudice to the rule according to which the attendance and the vote of the Shareholders in the Meeting may take place exclusively through the Designated Representative, as further specified below.



RIGHT TO ATTEND AND VOTE AT THE SHAREHOLDERS' MEETING THROUGH THE PROXY AT THE DESIGNED REPRESENTATIVE

Pursuant to the provisions of Law Decree no. 18 dated March 17th, 2020 “*Cura Italia*” converted with amendments into Law no. 27 of April 24th 2020 (as finally extended by Law Decree no. 105 dated July 23rd, 2021) issued in light of the epidemiological emergency related to COVID-19 and in order to minimize travel and gatherings (the “**Decree**”), the Company has decided to avail itself of the right – introduced by Article 106 of the Decree – to hold the Shareholders’ Meeting with the attendance and vote of the Shareholders **exclusively** through the proxy holder appointed by the Company pursuant to Article 135-*undecies* CFA (the “**Designated Representative**”), **without physical attendance**.

Specifically, those entitled to vote shall therefore have to confer – without any charges to the delegating party (except for any delivery costs) – a proxy as well as voting instructions to Società per Amministrazioni Fiduciarie Spafid S.p.A., with registered office in Milan, in his quality of Designated Representative.

The proxy to the Designated Representative shall be submitted, with voting instruction on all or certain items on the agenda, through a specific proxy form available with the relevant instructions for filling in and transmission, on the Company website www.nexigroup.com, section *Group/Governance/Shareholders’ Meetings*.

The proxy to Designated Representative must be sent along with a copy of a valid identity document of the delegating shareholder, or if such shareholder is a legal person, of the *pro tempore* representative-at-law or another individual vested with the relevant powers, along with documentation suitable for the purpose of proving such capacity and powers, to the above mentioned Designated Representative, by the end of the second trading day prior to the date scheduled for the Shareholders’ Meeting (i.e. **October 13th, 2021**), in accordance with one out of the following two methods: (i) transmission of an electronically reproduced copy (PDF) to the certified email address assemblee@pec.spafid.it (subject line “Proxy for NEXI Shareholders’ Meeting October 2021”) from one’s own certified email address (or, failing that, from one’s own ordinary email address, in which case the proxy with voting instructions must be signed with a qualified or digital electronic signature); (ii) transmission of the original, by courier or registered mail with return receipt, to the following address: Spafid S.p.A., Foro Buonaparte 10, 20121 Milan (Ref. “Proxy for NEXI Shareholders’ Meeting October 2021”), sending a copy reproduced electronically (PDF) in advance by ordinary e-mail to assemblee@pec.spafid.it (subject line: “Proxy for NEXI Shareholders’ Meeting October 2021”).

Within **October 13th, 2021**, the proxy and the voting instructions may be revoked at any time using the procedures identified above.

In accordance with the Decree, those who do not wish to avail themselves of the intervention method provided for by Article 135-*undecies* CFA, may, alternatively, confer to the above mentioned Designated Representative proxies or sub-proxies ex Article 135-*novies* CFA, with specific voting instructions on all or certain items on the agenda, through the completion of a specific form proxy/sub-proxy form available with the relevant instructions for filling in and transmission, on the Company’s internet website www.nexigroup.com, section *Group/Governance/Shareholders’ Meetings*. For the transmission of such proxies/sub-proxies the above mentioned procedures (also specified in the proxy form itself) must be followed.

The proxy/sub-proxy must be received by 6:00 p.m. of the day prior to the Shareholders’ Meeting (and in any case by the beginning of the meeting). By the above mentioned term the proxy/sub-proxy and the relevant voting instruction may also be revoked using the procedures specified in the form itself.

For further clarifications regarding the assignment of the proxy to the Designated Representative (and in particular regarding the filling in of the proxy form and the voting Instructions and their submission), please contact Spafid by e-mail at confidential@spafid.it or at the following telephone numbers (+39) 0280687.319 e (+39) 0280687.335 (on business days, from 9:00 a.m. to 5:00 p.m.).

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The attendance at the Shareholders’ Meeting of the members of the governing bodies, the Secretary and the Designated Representative, as well as any other individual authorized by the Chairwoman of the Board of Directors, in compliance with the COVID-19 lockdown measures provided for by the applicable provisions shall exclusively be made through video or telecommunication means, in a manner that the Chair will define



and communicate to each of the aforesaid individuals, in accordance with the applicable law provisions.

No procedures are set for voting by mail or electronic means.

Please note that the date and/or place and/or attendance and/or voting procedures of the Shareholders' Meeting mentioned in this notice of call are subject to their compliance with the applicable regulations and/or with the provisions from time to time issued by the competent Authorities due to the epidemiological emergency in progress, as well as with the general rules of health protection. Any amendment shall be promptly notified with the same methods used for the publication of this notice of call and/or through the information channels provided for under the regulations in force.

INTEGRATION OF THE AGENDA AND PRESENTATION OF NEW RESOLUTIONS PROPOSALS

Pursuant to Article 126-*bis* CFA, Shareholders representing, even jointly, at least one-fortieth of the share capital have the right to ask, within ten days following the publication of this notice of call, to add certain items on the agenda, specifying in the request the additional subject- matters, or proposing new resolution proposals on items already on the agenda (as provided for by this notice of call). In view of the fact that this deadline would expire on a date on which the market is closed (i.e. Saturday 25th September, 2021), it is postponed to the first available business day, which is **Monday 27th September, 2021**.

Shareholders in favour of whom the Company has received, according to the relevant provisions of law, the specific certification from an intermediary are entitled to request an integration to the agenda or to submit new proposals for resolutions.

Within the above mentioned ten days term, a report shall be submitted by the proposing shareholders, explaining the reasons for the resolution proposals on the new items they intend to discuss or the reasons for the further resolution proposals submitted on items already included on the agenda. Additional items are not permitted for topics on which the Shareholders' Meeting resolve, pursuant to provisions of law, upon proposal by the Board of Directors, or based on a plan or report prepared by the Board, other than those referred to in Article 125-*ter*, paragraph 1, CFA.

The requests for addition and/or further resolution proposals shall be sent to the Company in writing, together with information concerning the identity of the shareholders who submitted it, with an indication of the percentage held and the references of the certification sent by the intermediary to the Company in accordance with the law provisions, specifying in the object "integration of the agenda pursuant to the sub-paragraph 1 of paragraph 1 of Article 126-*bis* of the CFA", via registered letter or courier service, to the Company's registered office, Corso Sempione No. 55, Milan, for the attention of Corporate & External Affairs, Ref. "Nexi Shareholders' Meeting October 2021", or via certified e-mail to the certified e-mail address assemblea@pec.nexi.it. Sending to the above mentioned certified e-mail address the requests for additions to the agenda and/or further resolution proposals, signed with a qualified electronic signature or digital signature in accordance with the law provisions, meets the requirements of the written form.

Additions to the agenda and further proposals on items already on the agenda will be announced by the Company, in the same ways provided for the publication of this notice of call, at least fifteen days before the date scheduled for the Shareholders' Meeting (i.e. **Thursday 30th September, 2021**).

Along with the publication of the notice of additions to the agenda or the submission of resolution proposals on items already on the agenda, the report drafted by the requesting Shareholders, along with any statement made by the Board of Directors, will be made available to the public by the Company with the same modalities adopted for the publication of the reports on the items on the agenda pursuant to Article 125-*ter*, paragraph 1, CFA.

RIGHT TO INDIVIDUALLY SUBMIT RESOLUTION PROPOSALS

Considering that the attendance at the Shareholders' Meeting may only take place exclusively through the Designed Representative and in order, however, to make it possible for interested parties to exercise the right referred to the penultimate sub-paragraph of paragraph 1 of art. 126-*bis* of the CFA – although with methods and terms compatible with COVID-19' emergency and with the indefectible requirement that the individual proposals of resolution are knowable by the generality of persons entitled to attend the Meeting and to exercise



the right to vote in time to provide voting instructions to the Designated Representative – it is expected that the Shareholders can individually submit to the Company resolution proposals on the items on the agenda by **September 29th, 2021**, so that the Company can proceed with their subsequent publication.

Shareholders who submit proposals must legitimize their right by transmitting to the Company relevant documentation issued pursuant to the applicable provisions by the intermediary who keeps the account on which the ordinary shares are registered.

Proposals for deliberation and the above-mentioned documents relating to entitlement, must be submitted, specifying in the object “Resolution proposal referred to the penultimate sub-paragraph of paragraph 1 of art. 126-*bis* of the CFA”, via registered letter or courier, to the Company’s registered office, Corso Sempione No. 55, Milan, for the attention of Corporate & External Affairs, Ref. “Nexi Shareholders’ Meeting October 2021”, or via certified e-mail to the certified e-mail address assemblea@pec.nexi.it. Sending to the above-mentioned certified e-mail address the requests for further resolution proposals, signed with a qualified electronic signature or digital signature in accordance with the law provisions, meets the requirements of the written form.

The resolution proposals submitted within the above-mentioned deadlines and manners, will be made available on the Company’s website (www.nexigroup.com, section *Group/Governance/Shareholders’ Meetings*) within **September 30th, 2021**, so that those entitled to vote can also taking into account such new proposals for the purpose of conferring proxies and / or sub-proxies, with relative voting instructions, to the Designated Representative.

The Company reserves the right to verify the relevance of the proposals with respect to the items on the agenda, their completeness and their compliance with the applicable provisions, as well as the entitlement of the proposers.

RIGHT TO ASK QUESTIONS BEFORE THE SHAREHOLDERS’ MEETING

Pursuant to Article 127-*ter* CFA, those entitled to the exercise their voting rights may ask questions on the items on the agenda even before the Shareholders’ Meeting but in any case before the end of the seventh trading day prior to the date scheduled for the Shareholders’ Meeting (i.e. by **October 6th, 2021**).

The questions shall be sent to the Company in writing, along with any information concerning the identity of the Shareholders who will submit them, as well as the relevant certification of the intermediary confirming their entitlement to exercise their right, which, alternatively, may also be received at a later date, but no later than **October 11th, 2021**. In the event that a shareholder entitled to vote has instructed the intermediary to issue the certification to attend the Shareholders’ Meeting, it is sufficient to include, in the documentation attached to the question, the relevant details of such certification or, at least, the name of the intermediary.

Questions must be submitted by sending them via registered letter with return receipt or courier service to the Company’s registered office, Corso Sempione No. 55, Milan, for the attention of the Corporate & External Affairs offices, Re: “Nexi Shareholders’ Meeting October 2021” or at the certified e-mail address assemblea@pec.nexi.it.

The Company shall provide answers no later than **October 12th, 2021**. The answers will be published on the Company’s website (www.nexigroup.com, section *Group/Governance/Shareholders’ Meetings*).

The Company may provide a single comprehensive answer to questions covering the same topic. It should be noted that that only questions strictly pertinent to the items on the agenda will be taken into account.

INTEGRATION TO THE COMPOSITION OF THE BOARD OF STATUTORY AUDITORS

As regards to the first item of the ordinary part of the shareholders’ meeting, please note that, due to the fact the integration to the composition of the Board of Directors is made under Article 2401 of the Italian Civil Code, the resolution of the Shareholders’ Meeting shall be adopted with the majority required by the applicable laws and the slate system for the appointment of candidates will not be applicable. For further information in relation to the integration to the composition of the Board of Directors, please see the Board of Directors’ Report concerning this item on the agenda.



DOCUMENTATION

The documentation related to the Shareholders' Meeting will be made available to the public, in compliance with the procedure and the terms under the applicable law, at the Company's registered office, on the Company website (www.nexigroup.com, section *Group/Governance/Shareholders' Meetings*), as well as on the authorized storage system "eMarket STORAGE" (www.emarketstorage.com).

FURTHER INFORMATION

For the purpose of the exercise of Shareholders' rights, due to the current COVID-19 epidemiological emergency, the Company recommends the use of the methods of distance communication described in this notice.

The Company will timely communicate an integration of this notice of call or will issue other appropriate notices to the public should further and relevant provisions be issued by competent Authorities due to the current COVID-19 epidemiological emergency and relevant to the procedures for conducting the meeting's business.

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This notice of call is published on the Company's website www.nexigroup.com, on the authorized storage mechanism "eMarket STORAGE" (www.emarketstorage.com), as well as an excerpt in the daily newspaper "La Repubblica" on September 15th, 2021.

Milan, September 15th, 2021

For the Board of Directors
The Chairwoman
(Michaela Castelli)

Fine Comunicato n.2170-75

Numero di Pagine: 7