**NEXI SPA**

**REPORT OF THE INDEPENDENT AUDITORS ON THE ADEQUACY OF THE CRITERIA PROPOSED BY THE DIRECTORS FOR THE PURPOSE OF DETERMINING THE ISSUE PRICE OF THE SHARES RELATING TO THE CAPITAL INCREASE WITH EXCLUSION OF THE OPTION RIGHT PURSUANT TO ARTICLE 2441, FIFTH AND SIXTH PARAGRAPHS OF THE CIVIL CODE AND ARTICLE 158, FIRST PARAGRAPH, OF LEGISLATIVE DECREE 58/1998**

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To the Shareholders of Nexi SpA

## 1 Purpose and subject of the assignment

In relation to the proposed share capital increase with exclusion of the option right pursuant to articles 2441, fifth paragraph, of the Civil Code and article 158, first paragraph of Legislative Decree 58/98 (TUF - Consolidated Finance Act), we received from the company Nexi SpA (hereinafter Nexi or the Company) the report of the Board of Directors of the Company (Board of Directors) dated 15 September 2021 pursuant to article 2441, sixth paragraph, of the Civil Code (hereinafter the "Directors' Report", the "Report"), which illustrates and justifies the aforementioned capital increase proposal with the exclusion of the option right, indicating the criteria adopted by the Board of Directors for the determination of the price of the newly issued shares.

The proposal of the Board of Directors, as described in the Directors' Report, has as its object the authorization for the convertibility into ordinary shares of the Company of the equity-linked bond with a nominal amount of Euro 1,000,000,000 (one billion), maturing 24 February 2028, reserved for qualified investors, called "*€ 1,000,000,000 Zero Coupon Equity Linked Bonds due 2028*" issued on 24 February 2021 (Bond Loan or Bond) and, consequently, the proposed share capital increase, to service the Bond, for payment and separately, with the exclusion of the option right pursuant to article 2441, fifth paragraph, of the Civil Code, for a maximum of Euro 1,000,000,000 inclusive of any premium, to be released on one or more occasions by issuing a maximum of 40,729,049 ordinary shares of the Company with regular entitlement, having the same characteristics as the ordinary shares outstanding, subject to the adjustments envisaged and referred to below in this report (the "Capital Increase"; the Capital Increase together with the Bond, the "Transaction").

The proposal for the aforementioned Capital Increase will be submitted to the approval of the Extraordinary Shareholders' Meeting of the Company ("Extraordinary Shareholders' Meeting" or the "Shareholders' Meeting") set for 15 October 2021.

With reference to the Transaction described, the Company's Board of Directors has given us the task of expressing, pursuant to article 2441, fifth paragraph and sixth paragraph, of the Civil Code and article 158, first paragraph, TUF, our opinion on the adequacy of the criteria proposed by the directors of the Company ("Directors") for the purpose of determining the issue price of the new Nexi shares.

## 2 Overview of the Transaction

### *2.1 Introduction*

The proposed Capital Increase, described in the Directors' Report, is part of the issue of the Bond, reserved for qualified Italian and foreign investors, with the exclusion of the United States of America or other jurisdictions in which the offer or placement of the bonds would be subject to specific authorizations ("Institutional Investors") and with the exclusion in any case of any public offer.

The terms and characteristics of the Bond are described in the document called Trust Deed, including the Terms & Conditions document ("Regulation"), which is published on the Company's website.

As reported by the Directors, the placement of the bonds ("Bonds") was initiated and concluded with Institutional Investors immediately following the Board of Directors' Meeting on 16 February 2021, which approved the Transaction and, more precisely, the placement of the Bond was initiated on 16 February 2021 and ended the following day, with pricing defined on 17 February 2021.

As described in the Directors' Report, the initial conversion price into ordinary shares is set at Euro 24.5525 per share, subject to adjustments, as per the Regulation, in line with current market practice for this type of financial instrument.

The Regulation provides that, if the Shareholders' Meeting does not approve the Capital Increase by 31 December 2021 ("Long-Stop Date"), the Company may be required to proceed with the full early redemption of the Bond with cash payment of an amount equal to the greater of: (i) 102 percent of the nominal amount of the Bond and (ii) 102 percent of the fair market value of the Bond of the average market price of the Bonds recorded over a period of time following the announcement of the redemption. If the Shareholders' Meeting resolves to authorize the convertibility of the Bond and consequently to increase the capital for its conversion, the Company will be required to send a specific communication to the Bondholders ("Physical Settlement Notice"), as a result of which the same will be attributed, from the date specified therein ("Physical Settlement Date") – and in any case no earlier than 10 and no later than 20 trading days on the Milan stock exchange starting from the date of the Physical Settlement Notice - the right to convert into ordinary shares of the Company from the Physical Settlement Date up to the seventh day prior to the maturity date of the Bond according to the terms and limitations set forth in the Regulation.
Subject to the provisions of the Regulation, each Bond will initially entitle the holder to request the Issuer to redeem said bond at the related "**Cash Alternative Amount**" (hereinafter, "**Settlement Right**") during the reference period provided for by the Regulation. If the "**Corporate Resolutions**"[1] are approved, the Issuer, within 5 working days in Milan from the registration of the Corporate Resolutions in the relevant registrar, will notify the Bondholders (**Physical Settlement Notice**) [...] which, starting from (including) the Physical Settlement Date indicated in the Physical Settlement Notice, the Settlement Right relating to the bonds will cease to be in force and the "**Conversion Right"** will be valid. If the Issuer has made a Physical Settlement Notice, each bond will entitle the holder to convert such bond in circumstances in which the reference "**Conversion Date**" falls on or after the Physical Settlement Date as well as to receive the Reference Shares, considered fully paid (hereinafter, "**Conversion Right**")[2]

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[1] *One or more resolutions confirming the increase in the Company's share capital and the non-application (for the purposes of the related capital increase) of any privileged subscription right to guarantee the issue of a minimum number of new ordinary shares to satisfy full exercise conversion rights;*
[2] *Source: page 29 of the Regulation.*

*2.2. Main characteristics of the Bond*

As reported in the Directors' Report and in the Regulation, the Bond has the following main characteristics:

- total nominal amount of the issue: Euro 1,000,000,000;
- minimum unit amount of the Bonds: Euro 100,000;
- Issue date: 24 February 2021;
- Duration: 7 years, with maturity 24 February 2028;
- name: Euro;
- issue price of the bonds: equal to 100 percent of their nominal value;
- interest rate: equal to zero, the Bonds will not pay any coupons;
- initial conversion price: Euro 24.5525 per share ("Initial Conversion Price"), subject to adjustments as per the Regulation, in line with current market practice for this type of financial instrument;
- entitlement date: from the date of issue;
- option to convert at the option of the bondholder: subject to the approval by the Shareholders' Meeting of the Capital Increase by and no later than the Long-Stop Date, i.e. 31 December 2021. The Bonds will be convertible into ordinary shares from the moment in which Nexi has communicated the Physical Settlement Notice and up to 7 days before the maturity of the Bond;
- redemption: at maturity, the capital will be repaid in a lump sum for an amount equal to 100% of the nominal value, except in cases of early redemption or conversion by the bondholder;
- right of early redemption by the Company: right of early redemption in the event of a clean-up call, soft call or redemption for taxation reasons, the terms and conditions of which are defined in the Regulation, in line with market practice;
- right of early redemption by the bondholders (change of control or free float event): bondholders may request the Company for early redemption at nominal value, in the event that: (i) there is a change of control of the Company as defined in the Regulation, or (ii) in the case of free float event, as defined in the Regulation. Furthermore, upon the occurrence of a change of control or free float event, each investor will have the right to: (i) request early redemption at the nominal value of the Bond, or (ii) convert the Bond into Company shares according to a new conversion ratio, established on the basis of a conversion price lower than the initial conversion price and calculated according to the methods described in the Regulation;
- listing: Vienna MTF managed by the Vienna Stock Exchange;
- applicable law: English law, except for the aspects obligatorily governed by Italian law.

*2.3 Objectives of the Transaction and reasons for the exclusion of the option right*

In the Directors' Report, it is specified that the Transaction is functional to endow the Company with a funding instrument suitable for obtaining, in a short time and at significantly contained costs, resources from the non-bank capital market also by virtue of the announced merger operations with SIA S.p.A. (SIA) on 5 October 2020 and with Nets Topco 2 S.à r.l. (Nets) on 15 November 2020, the latter becoming effective on 1 July 2021. In support of its decision, the Board of Directors took into account the main advantages of the Transaction as structured, in a market context characterized by high volatility in light of the impacts, among other things, of the Covid-19 emergency, as described below:

- the possibility of promptly benefiting, given the uncertain situation linked to Covid-19, from positive market windows as soon as they are available, through rapid placement with Institutional Investors, with a reference market, in terms of investor base, compatible with the assumed amount and a quick execution time frame;

- the extremely rapid execution times which, according to as reported in the Directors' Report, allow the Company to minimize its exposure to market risk compared to alternative instruments, such as the issue of a non-convertible bond, a syndicated loan, a capital increase with option right. In the choice between the certainty of the conditions of issue, on the one hand, and the recognition of the option right, on the other hand, the Directors decided to favour the first aspect, considering that the choice best responds to the interests of the shareholders, since it allows the Company to issue a relatively small number of new shares at the best possible price if, obviously, the conditions for conversion are met. The Directors also report that the placement immediately following the approval by the Board of Directors, which is a fairly common method in the case of equity-linked financial instruments, mitigates the risks associated with the time between the announcement and the fixing of the final issue price;

- the possibility of anticipating the finding of the necessary resources for the refinancing of part of the debt burdening the Nets and SIA group precisely in view of and on the basis of the merger with Nets and SIA, considering the transaction a refinancing transaction for an expected need of a total of approximately Euro 3 billion; said refinancing was completed with the issue of two senior unsecured bonds issued on 29 April 2021 and of which the Bond was a fundamental element;

- a wider diversification of financial resources (by type of channel and maturity) in the context of the aforementioned refinancing needs, allowing the Company to access more favourable conditions in terms of cost and duration compared to bridge bank loans;

- the finding of funds at favourable conditions also in consideration of the equity-linked characteristics of the Bonds, which among other things do not have any interest coupons;

- the placement of capital at a premium of 52.50 percent with respect to the market price at the time of the issue of the Bonds, where the Directors observe that a capital increase with option right, as per market practice, should have been realized at a discount.

According to what emerges from the Directors' Report, the issue of the Bonds is therefore functional to the optimization of the financial structure and the cost of capital of the Company, as well as to finance the business activity.

In their Report, the Directors indicate how the Transaction, through the possible conversion of the Bonds into newly issued shares, may allow the Company to strengthen its capital structure and diversify its financial sources, while limiting the related cash outlay inherent to the capital at maturity, also in light of the possibility of anticipating the finding of the resources necessary for the refinancing of part of the debt burdening the Nets and SIA group.

For the reasons set out above, the Board of Directors "*considers it important that the Bonds can be converted into shares*".

Finally, in their Report, the Directors describe the impact of the conversion shares for the conversion of the Bond on the amount of ordinary Nexi shares currently outstanding.

The Directors then proceeded to submit to the approval of the Extraordinary Shareholders' Meeting the proposed Capital Increase to service the Bond, with the exclusion of the option right. The Board of Directors believes that the exclusion of the option right is in the interest of the Company pursuant to article 2441, paragraphs 5 and 6, of the Civil Code for the reasons described in the Directors' Report, including:

- the decision to reserve the subscription of the Bond to Institutional Investors only, thus excluding the option right of the shareholders on the subsequent Capital Increase, is linked to the high degree of complexity and characteristics of the equity-linked financial instruments that make it unsuitable for a retail target (and therefore for an indistinct offer to all shareholders of the Company). The use of the equity-linked instrument (and the particular structure and characteristics of the Bond, offered among other things in denominations of Euro 100,000), aimed exclusively at Institutional Investors, constitutes an effective means for obtaining non-bank financial resources under particularly convenient conditions, which is well suited to the current needs of the Company and allows an improvement in the financial situation and related costs, not otherwise obtainable (and in particular not obtainable with traditional convertible bonds offered as an option to shareholders);

- the issue and placement of equity-linked instruments presupposes an offer on the market with very short procedures and timelines that require the exclusion of the option right and the exclusion of the procedure for the public offer of the Bonds, which would require more costly company formalities, longer execution times, higher costs and higher execution risks;

- the approval of the Capital Increase and the consequent possibility of converting the Bond invalidates the cash settlement provisions by the Bondholders, except for the early redemption hypotheses indicated in paragraph 1.4 of the Directors' Report, potentially stabilizing the acquisition of the resources obtained through the Bond;

- the possible conversion of the Bonds into Nexi ordinary shares, or in any case the possible issue of the shares pursuant to the Bond, would allow the Company: (i) to strengthen its capital structure and diversify its financial structure, while limiting the related cash outlay relating to the payment of financial charges and capital at maturity and; (ii) to expand its shareholding structure.

## 3 Nature and scope of this Report

This fairness opinion, issued pursuant to articles 2441, sixth paragraph, of the Civil Code, and 158, first paragraph, of Legislative Decree 58/98, aims to strengthen the information to the Shareholders excluding the option right pursuant to article 2441, fifth paragraph, of the Civil Code, in terms of the

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methodologies adopted by the Directors for the determination of the issue price of the shares for the intended Capital Increase.

More precisely, this fairness opinion indicates the methods adopted by the Directors for the determination of the issue price of the shares and any valuation difficulties encountered by them and includes our considerations on the adequacy, in terms of the reasonableness and non-arbitrariness thereof, in the circumstances of said methods, as well as their correct implementation.
In examining the valuation methods used by the Directors, we have not made an economic valuation of the Company. This valuation was carried out exclusively by the Directors.

## 4 Documentation used

In performing our work, we obtained from the Company or through it, the documents and information considered necessary in the circumstances. In particular, we obtained and analyzed the following documentation made available to us by the Company:

- Minutes of the Board of Directors' Meeting of 16 February 2021, which approved the terms and conditions of the Bond;
- Determination of the Chief Executive Officer of 17 February 2021;
- Bond Regulation of 24 February 2021;
- Bond Trust Deed of 24 February 2021;
- documentation with a summary of the results of the Bond placement process (Book-building);
- Nexi Board of Directors' Report pursuant to article 2441, sixth paragraph of the Civil Code, on the proposal to increase the share capital of the Company, dated 15 September 2021;
- Minutes of the Board of Directors' Meeting that approved the Report on 13 September 2021;
- Nexi press releases on the start and end of the placement of the Bond, issued respectively on 16 and 17 February 2021;
- The currently enforced Nexi By-Laws, for the purposes referred to in the Opinion herewith;
- Individual and consolidated financial statements of the Nexi Group at 31 December 2019 and 31 December 2020, subject to audit by us, the audit reports of which were issued respectively on 3 April 2020 and 6 April 2021;
- Consolidated half-year report of the Nexi Group at 30 June 2020 and 30 June 2021, subject to limited audit by us, the limited audit reports of which were issued on 7 August 2020 and 6 August 2021, respectively;
- accounting, non-accounting and statistical elements, publicly available information on the Nexi Group and the Company, as well as any other information deemed useful for the purpose of carrying out our assignment.

We also obtained specific and express attestation, by letter issued by the Company on 22 September 2021 signed by the legal representative of the same, that, to the best of the knowledge of the Directors of the Company, at the date of this Report, there have been no significant changes, nor facts and circumstances that make it appropriate to make significant changes to the data and information taken into consideration in carrying out our analyzes and/or that could have a significant impact on the valuations prepared by the Directors.

## 5 Valuation methods adopted by the Directors for the determination of the issue price of shares

In the case of exclusion of the option right pursuant to article 2441, fifth paragraph, of the Civil Code, the sixth paragraph of the same article provides that the issue price of the shares shall be determined by the Directors "*based on the equity value, taking into account, for shares listed on the stock exchange, even the prices trend in the last six months*".

As indicated in their Report, the Directors, in consideration of the characteristics of both the Bonds and the Capital Increase for the conversion of the Bond, resolved to propose to the Shareholders' Meeting that the issue price of the new shares resulting from said Capital Increase be equal to the Initial Conversion Price of the Bonds (Euro 24.5525), provided, however, that the former may not be lower than that determined according to the shareholders' equity value, also taking into account the performance of the Nexi share on the MTA in the last six months.

On 17 February 2021, the Board of Directors also determined the Initial Conversion Price of the Bonds, on the basis of the criteria used in the context of comparable transactions and conform to market practice for such debt instruments.
More specifically, the Directors have carried out the following analyses in summary:

A. determination of the issue price of the shares on the basis of the stock market price of the Nexi stock and the initial conversion premium;

B. analysis of stock market prices of the Nexi stock at different periods of observation.

Below is a summary of the analyses made by the Board of Directors.

*A. <u>Determination of the issue price of the shares on the basis of the stock market price of the Nexi stock and the initial conversion premium</u>*

The issue price of the shares was determined at the outcome of the start of the Transaction on the basis of the placement price of the Company's ordinary shares carried out at the same time as the placement of the Bonds by the Joint Bookrunners[3] on behalf of the subscribers of the Bonds who intended to proceed with the short sale of these ordinary shares for hedging purposes in relation to the market risk deriving from the investment in the Bonds. This price, equal to Euro 16.10 – with a 3 percent discount compared to the closing price of the Nexi share on 16 February 2021 equal to Euro 16.605 – was

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[3] *As part of the Placement, BofA Securities, J.P. Morgan, HSBC, Credit Suisse, Sociedad de Valores e Banca IMI acted as Joint Global Coordinators and Joint Bookrunners. Citigroup, Deutsche Bank, Mediobanca, Morgan Stanley e UniCredit acted as Joint Bookrunners (together, the "Joint Bookrunners").*

determined through an accelerated bookbuilding process. A conversion premium of 52.50 percent was therefore applied to this market value.

The conversion premium was estimated at 52.50 percent, taking into account the indications received from the banks appointed to act as Joint Bookrunners, market conditions and market practice for similar transactions.

By applying the criteria considered above, or taking into account the placement price of the Company's ordinary shares made by the Joint Bookrunners of the Nexi share, equal to Euro 16.10, and a conversion premium of 52.50 percent, the issue of the shares to service the conversion of the Bond was equal to Euro 24.5525 per share. This value was considered by the Directors to represent as a whole the economic value of the Company (value per share) and a recognized premium.

*B.* *Analysis of stock prices of the Nexi stock at different periods of observation*

In order to comply with the criteria referred to in article 2441, sixth paragraph, of the Civil Code and in support of the stock market value taken as a reference for the issue price of the new shares described above, the Directors also carried out analyzes on the performance of the shares of the Company in the last six months, as required by article 2441, sixth paragraph, of the Civil Code, that establishes that the Issue Price of the new shares shall be determined "*based on the equity value, taking into account, for shares listed in regulated markets, even the prices trend in the last six months*".

The value identified by the Directors as the average of the market price of Nexi shares in the six months preceding 15 February 2021 (date close to the date of approval of the Bond – 16 February 2021), is equal to Euro 15.56 per share. In particular, the value was determined by calculating, with reference to the prices recorded in the above-mentioned period, the arithmetic average.
The issue price of the shares as determined above, equal to Euro 24.5525 per share, is therefore higher than the average of market prices in the six months preceding 15 February 2021.

Finally, the issue price is higher than the shareholders' equity per share at 30 June 2020, equal to Euro 2.11, taking the Company's equity as reference.

The Directors specified that, pursuant to the Bond Regulation, the Initial Conversion Price may be subject to adjustments at the date of conversion in accordance with market practice in force for this type of instrument, upon the occurrence of the circumstances regulated in the Conditions and outlined in paragraph 2 above.

In discussions with the Company, the same finally noted that the market price of the ordinary share of Nexi recorded on the Electronic Stock Market did not show any particular and significant differences in the weeks following the placement of the Bonds.

## 6 Valuation difficulties encountered by the Board of Directors

The Report does not highlight any particular difficulties encountered by the Directors in the valuations referred to in the previous point, noting a positive market situation with respect to Nexi.

## 7. Results of the valuation performed by the Board of Directors

Based on the analysis carried out by the Board of Directors, the Directors have decided to determine the issue price of the new Nexi shares as part of the Capital Increase for **Euro 24.5525** per share, namely at a price that is equal to the conversion price of the Bonds identified pursuant to the Regulation.

## 8 Work performed

For the purpose of our assignment, we carried out the following main activities:

- examination of the minutes of the Board of Directors' Meetings of the Company relating to the Transaction in question;

- critical reading of the Directors' Report and, in particular, of the criterion for determining the issue price of the new shares adopted by the Directors, in order to verify the adequacy thereof, in terms of reasonableness and non-arbitrariness;

- for the purposes referred to herewith, review of the Company's current By-Laws;

- collection and examination of the elements useful for the analysis of the work carried out by the Directors for the purpose of identifying the criterion for determining the issue price of the new shares to ascertain that this criterion was technically suitable, in the specific circumstances, in terms of reasonableness and non-arbitrariness, in determining the issue price of the shares;

- analysis the completeness and non-contradictory nature of the reasons provided by the Board of Directors regarding the choice of said value;
- verification of the consistency of the data used with reference sources, including the documentation used, as described in paragraph 4 above;

- verifications on the trend of the stock market prices of the Company's shares in the six months preceding 15 February 2021, close to the date of approval of the issue of the Bond (16 February 2021, in line with what was carried out by the Directors) and at 21 September 2021 close to the issue date of our Report (22 September 2021), and over the entire listing period of the share (16 April 2019 - 21 September 2021);

- verification on the trend of the quotation of the Bonds price on the Vienna MTF managed by the Vienna Stock Exchange to the issue date (24 February 2021) and at 21 September 2021 close to the issue date of the Report (22 September 2021);

- analysis of the target prices estimated by analysts for the Nexi share at the latest available date;

- verifications aimed at ascertaining the significance of the Nexi share price and the bonds, through an analysis of the free float, the volatility of the share, the average daily trading volumes, the Bid – Ask Spread and the Turnover Velocity;

- independent analyzes on the calculation of the fair value of the bondholder's implicit right to convert own bond into shares (call option), also with the aim of verifying to what extent the results may be influenced by changes in the parameters assumed;

- autonomous analysis of the conversion premiums used for the issuance of convertible bonds in Europe in the last twelve months;

- discussions with the Company's Directors on the methods for determining the placement price of Euro 16.10 and the conversion premium of 52.50 percent; discussions with the Company's Directors on the events that occurred after the launch of the Transaction, with reference to any facts or circumstances that may have a significant effect on the data and information taken into consideration in carrying out our analyzes, as well as on the results of the valuations;

- receipt of attestation by the legal representatives of the Company on the valuation elements at our disposal and that, to the best of their knowledge, at the date of our opinion, there are no significant changes to be made to the reference data of the Transaction and the other elements taken into account that would result in the need to make updates to the valuations prepared by the Directors.

## 9 Comments and clarifications on the adequacy of valuation methods adopted by the Directors for the determination of the issue price of shares

As a preliminary point, it should be noted that the subject of this fairness opinion is the Capital Increase to service the Bond.

As illustrated in the Directors' Report, the issue of the Bond, the Capital Increase and the transformation of the Bonds into ordinary shares constitute a unitary transaction, aimed at providing the Company with a funding instrument suitable for finding, in a short time and terms (of cost and duration) deemed convenient for the Company, resources from the capital market.
The Directors' Report describes the characteristics of the instrument of the Bond and the logic followed by the Directors to identify the terms and conditions of the Capital Increase for the convertibility of the Bonds.

In this context, as is clear from the Directors' Report, the underlying reasons for the methodology choices made by the same for the determination of the issue price of the new shares under the proposed Capital Increase and the logical process followed are a direct consequence of the terms and conditions identified in the Regulation.

Therefore, the considerations below as to the reasonableness and non-arbitrariness, in the circumstances, of the criterion adopted by the Directors for the determination of the issue price of the new Nexi shares as part of the Capital Increase also take into account the specific characteristics of the overall structure of the Transaction and its negotiation component on the basis of the elements and the objective conditions of the market and the Company identified at the time of placement of the Bonds, that is in February 2021:

- the Directors identified the issue price of the new shares as part of the Capital Increase in an amount corresponding to the conversion price of the Bonds, equal to Euro 24.5525. This conversion price was determined by the Directors on 17 February 2021, the date on which the accelerated bookbuilding process of the Bond was completed, on the basis of a method that envisages the use of the accelerated placement price of the Company's ordinary shares by the Joint Bookrunners at the same time as the placement of the Bonds ("Concurrent Equity Offering"), on behalf of the subscribers of the bonds who intend to proceed with the short sale of these shares for hedging purposes in relation to the market risk deriving from the investment in the Bonds, equal to Euro 16.10. The issue price also incorporates a conversion premium of 52.50 percent, giving rise to a conversion price of Euro 24.5525;

- pursuant to article 2441, sixth paragraph, of the Civil Code, the issue price of the shares, in the case of exclusion of the option right, shall be determined "*on the basis of the equity value, taking into account, for shares listed in regulated markets, even the market price in the last six months*";

- with regard to the expression "*equity value*", the doctrine believes that the legislator intended to refer not to the book equity, but rather to the current value of the company's economic capital. With regard to the reference relating to the "*trend of prices in the last six months*", practice and doctrine agree that it is not necessarily required to refer to an average of the prices for the six months, but also to more limited reference periods, depending on the circumstances and the particular characteristics of the share, also in order to identify the current value of the issuing company. In the case in question, in accordance with article 2441, sixth paragraph, of the Civil Code, the Directors verified that the issue price of the shares was not lower than the average of the official closing prices recorded in the 180 days prior to the issue resolution of the Bond;

- the criterion of the stock exchange prices taken as reference by the Directors for the determination of the issue price, in addition to being consistent with the provisions of article 2441, sixth paragraph, of the Civil Code, is commonly accepted and used both nationally and internationally, and is in line with the constant conduct of professional practice, since these are companies with shares listed on regulated markets and characterized by a good level of price significance in consideration of the liquidity of the stock reflected in the volumes traded in the number of transactions performed (Turnover Velocity) and in the Bid – Ask Spread;

- in the present case, also in consideration of the specific destination of the Capital Increase, which aims to provide additional shares necessary for the possible conversion of the Bond, the Directors' decision is on the whole reasonable regarding the initial reference to a "direct" methodology of the market, such as market prices. Following the approval of the Capital Increase and the transformation of the Bonds into convertible bonds, the Transaction consists of finding new risk capital that, in the context of the market, must take into account the terms and conditions of the market at the time of placement of the Bond. In view of the above, the adoption of the method of share prices is justified and, in the circumstances, reasonable and non-arbitrary since it is consistent with the overall structure of the Transaction and the purpose of the Capital Increase for the conversion the Bond;

- with regard to the time frame taken into consideration for determining the issue price of the new shares, the Directors chose to use the placement price of the Company's ordinary shares made by the Joint Bookrunners at the same time as the placement of the Bonds ("Concurrent Equity Offering"), on behalf of the subscribers of the bonds for hedging purposes in relation to the market risk deriving from the investment in the Bonds, equal to Euro 16.10 with a discount of 3 percent compared to the closing price on the day of the start of the placement. In the matter concerned, taking into account the purposes of the Transaction, it is believed that the criterion chosen by the Directors allows identifying an issue price of the shares that expresses a current value of the Company updated at the time of issue of the financial instrument;

- as already recalled above, in the context of the methodology of the market, the Directors also carried out further analysis of the share prices of the Nexi share, by calculating the average of the share price in the six months preceding 15 February 2021, close to that of approval of the issue of the Bond (16 February 2021). The analysis highlighted a value of Euro 15.56, which is lower than the value of the issue price, including the conversion premium, of the shares equal to Euro 24.5525. Even taking into consideration the period following the issue of the Bond and, in particular, the six months prior to 21 September 2021, the values identified are lower than the value of the issue price incorporating the conversion premium;

- the Directors' decision to incorporate in the determination of the issue price a premium with respect to the aforementioned closing price of the Nexi share registered on the day of the accelerated bookbuilding process discounted by 3%, is also in line with the established practice for this type of transaction. The conversion premium identified by the Directors (52.50 percent) is no less than the average of those used for the issue of convertible bonds in Europe in the last twelve months and is above the range found on the market for similar transactions;

- it should also be noted that the Nexi stock, following the issue of the Bond, did not register any particular and significant deviations from what was highlighted by the Directors in their Report approved on 13 September 2021, except for an upward variation that demonstrates, at least, a positive acceptance of the Transaction by the market. In particular, we have developed further analysis of stock market prices in different time horizons (six months, three months, one month) prior not only to the date identified by the Directors (15 February 2021, a date close to the date of approval of the issue of the Bond – 16 February 2021), but also on the most updated date of 21 September 2021. The analyzes developed by us with regard to the time frames indicated above show average values lower than the issue price incorporating the premium, equal to Euro 24.5525, identified by the Directors;

- the accuracy analysis of the market methodology used and the calculation of the issue price confirms the reasonableness and non-arbitrariness of the results achieved by the Directors;

- in light of the foregoing considerations, the overall methodological approach adopted by the Directors for the determination of the issue price, taking into account the characteristics of the issue of the Bond and the peculiarities of the business of the Company, is on the whole reasonable and non-arbitrary.

The aspects commented on above have been taken into due consideration for the issuance of this fairness opinion.

## 10 Specific limitations, valuation difficulties and other significant aspects encountered by the Auditor in carrying out the assignment

With regard to the difficulties and limitations encountered in the performance of our assignment, attention is drawn to as follows:

- *Market volatility:* the reference to valuation methodologies that take into consideration the appreciation by the market of the development potential of companies operating in certain sectors necessarily entails the risk of discounting the natural volatility of the market itself, currently particularly high, in the valuation process due to the ongoing health emergency. However, this limitation is partially overcome, thanks to the use of stock market price averages over sufficiently extended time horizons and the strong recovery of the Nexi stock while the pandemic is still underway (increase of over 100 percent from the lows of March 2020);

- *Non-application of other valuation methods for the purpose of determining the economic value of Nexi:* it does not emerge from the Directors' Explanatory Report that the Directors applied additional valuation methods in addition to the stock market price criterion, for the purpose of determining the economic value of Nexi. However, this limitation is mitigated in consideration of the level of significance of the Nexi share prices.

Attention is also drawn to the following aspects:

- the Regulation provides that, if the Extraordinary Shareholders' Meeting of the Company, by 31 December 2021 ("Long-Stop Date"), authorizes Bond convertibility and approves, for effect, the Capital Increase for the conversion, the subject of this fairness opinion, the Company will be required to send a specific communication to the Bondholders, as a result of which the latter will be granted, starting from the date indicated in the Physical Settlement Notice, the right to request the conversion of the Bonds into newly issued shares of the Company, from said Capital Increase;

- the Regulation provides that, starting from the date indicated in the Physical Settlement Notice, the Company will have the right to satisfy any exercise of the conversion rights by delivering new shares resulting from the Capital Increase;

- in their Report, the Directors refer that bondholders may request the Company for early redemption at nominal value plus accrued interest not yet paid, in the event that: (i) there is a change of control of the Company as defined in the Regulation, or (ii) in the case of free float event, as defined in the Regulation. Furthermore, upon the occurrence of a change of control or free float event, each investor will have the right to: (i) request early redemption at the nominal value of the Bond; or (ii) convert the Bond into Company shares according to a new conversion ratio, established on the basis of a conversion price lower than the Initial Conversion Price and calculated according to the methods described in the Regulation. In the event of a change of control and free float event, investors may in fact be granted a specific conversion ratio for a limited period of time (60 days), adjusted – downwards from the Initial Conversion Price – on the basis of a mathematical formula that takes into account the time when the relevant event should occur and the overall duration of the Bond, in order to value the (unexercised) value of the option underlying the Bonds, according to the terms and methods identified in detail in the Regulation;

- the Directors also indicate in their Report that the conversion price, determined at Euro 24.5525, may be subject to adjustments in accordance with market practice for this type of debt instrument, upon the occurrence, inter alia, of the following events outlined herein by way of non-exhaustive example: (i) grouping or splitting of outstanding ordinary shares; (ii) issues of ordinary shares free of charge (with the exclusion of share capital increases to service compensation plans based on financial instruments, pursuant to article 114-bis of the TUF); (iii) distribution of dividends in kind or cash dividends to ordinary shares; (iv) attribution to ordinary shareholders and/or issue of ordinary shares, financial instruments convertible into ordinary shares, rights or options that give the right to subscribe ordinary shares, at a price lower than the market price, which are not offered to the Bondholders (with exclusion of share capital increases to service compensation plans based on financial instruments, pursuant to article 114-bis of the TUF); (v) changes to the rights of financial instruments already issued that give the right or entail obligations for conversion into ordinary shares such as to allow the acquisition of ordinary shares for a price lower than the market price;

- our activity does not include any consideration about the determinations of the Directors regarding the structure of the Transaction in the context of the objectives of the Company, related formalities, the timing of initiation and execution of the Transaction;

- the Report does not include any restrictions on time availability for the newly-issued shares with resulting full entitlement of the Bondholders, following the delivery by the Company of the new shares, to trade such shares on the market.

## 11 Conclusions

Based on the documentation examined and the procedures set forth above, and taking into account the nature and scope of our work, as reported in this fairness opinion, except as noted in paragraph 10 above, we believe that the methodological approach adopted by the Directors is appropriate, as in the circumstances it is reasonable and non-arbitrary, for the determination of the issue price of Euro 24.5525 for each new share of Nexi as part ofthe Capital Increase with exclusion of the option right for the conversion of the Bond.

Milan, 22 September 2021

PricewaterhouseCoopers SpA

*Signed by*

Lia Lucilla Turri
(Partner)

*This report has been translated into English from the Italian original solely for the convenience of international readers*