

## **Report on item 1 on the Agenda of the Ordinary Shareholders' Meeting**

**Approval of the financial statements as of December 31st, 2023, together with the Report of the Board of Directors, the Report of the Board of Statutory Auditors and the Report of the external Statutory Auditor. Presentation of the consolidated financial statements as of December 31st, 2023 and of the consolidated non-financial statement prepared pursuant to Legislative Decree No. 254/2016, as subsequently amended and supplemented. Related and consequent resolutions.**



Dear Shareholders,

The Ordinary Shareholders' Meeting called for April 30, 2024 is invited, pursuant to Art. 2364 of the Italian Civil Code and Articles 9 and 26 of the Company's By-Laws, to approve the draft financial statements of Nexi S.p.A. (the "**Company**") for the year 2023, accompanied by the reports submitted by the Board of Directors, the Board of Statutory Auditors and the Independent Auditory Firm.

The separate financial statements, together with the consolidated financial statements as at December 31, 2023 and the Non-Financial Statement for 2023, prepared pursuant to the Legislative Decree no. 254/2016, will be made available to the public at the Company's registered office, on the Company's website (<https://www.nexigroup.com/en/group/governance/shareholders-meetings/2024/extraordinary-and-ordinary-meeting-30042024/>), as well as on the authorised storage mechanism "eMarket STORAGE".

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The draft separate financial statement of the Company as at December 31, 2023 submitted to the Shareholders' Meeting shows a loss for the year of Euro 576,680,143 which is proposed to be covered using existing reserves. For all detailed information and comments, it is recommended to see the management report, which is made available within the above deadlines.

### **Resolutions proposed to the Shareholders' Meeting**

Dear Shareholders, in relation to the foregoing, if you are in agreement, we would invite you to approve the following resolution:

"The Ordinary Shareholders' Meeting of Nexi S.p.A.:

- having examined the data of the separate financial statements as at December 31, 2023 with the related reports submitted by the Board of Directors, the Board of Statutory Auditors and the Independent Auditory Firm;
- having taken note of the consolidated financial statements as at December 31, 2023 with the related reports submitted by the Board of Directors and the Independent Auditory Firm;
- having taken note of the Non-Financial Statement for 2023 prepared pursuant to Legislative Decree no. 254/2016,

### **RESOLVES**

1. to approve the separate Financial Statements of Nexi S.p.A. as at December 31, 2023, as presented by the Board of Directors as a whole and in the individual entries;
2. to cover the loss of Euro 576,680,143 resulting from the financial statements at 31 December 2023, by using the reserve "Profit reserve" for Euro 517,582,861 and, for the remaining portion of Euro 59,097,282 the reserve "Share premium";
3. to allocate part of the reserve "Share premium", as reduced following the previous resolution, to legal reserve for an amount of Euro 1,826,618 with the consequent denomination of the remaining part, equal to Euro 11,526,335,990 as "other reserves".

Milan, March 29, 2024

The Chairwoman

Michaela Castelli

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**Disclaimer:** This is the English translation of the Italian Report on this item. In any case of discrepancy between the English and the Italian versions, the Italian document is to be given priority of interpretation for legal purposes.