



**Report on item 2 on the agenda of the Ordinary Shareholders' Meeting**

**Report on remuneration policy and compensation paid:**

- a. **Section I: report on the remuneration policy for the financial year 2024 (binding resolution);**
- b. **Section II: report on remuneration granted in the financial year 2023 (non-binding resolution).**



Dear Shareholders,

the Ordinary Shareholders' Meeting convened for 30 April 2024 is called to discuss and resolve on this proposal concerning the Report on remuneration policy and compensation paid (the "**Remuneration Report**"), drafted pursuant to art. 123-ter of Legislative Decree No. 58 of 24 February 1998, as subsequently amended and integrated (the "**Consolidated Law on Finance**") and by Article 84-quater of the Regulation adopted by Consob Resolution No. 11971 of 14 May 1999, as subsequently amended and integrated (the "**Issuers Regulation**").

The Board of Directors of Nexi S.p.A. (the "**Company**") approved the Remuneration Report at the meeting held on 6 March 2024, upon the proposal of the Remuneration and Appointments Committee; the Remuneration Report will be available to the public at the Company's head 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".

Please note that, pursuant to Article 123-ter of the Consolidated Law on Finance, the Remuneration Report is divided into two distinct sections (Section I and Section II):

- **Section I** contains an illustration of the Company's policy on the remuneration of the members of the Board of Directors, the General Manager, the Executives with Strategic Responsibilities and the members of the Board of Statutory Auditors with reference to the financial year 2024, as well as the procedures used for the adoption and implementation of this policy. This section, pursuant to the combined provisions of paragraphs 3-bis and 3-ter of Article 123-ter of the Consolidated Law on Finance, is subject to the **binding vote** of the Ordinary Shareholders' Meeting; and
- **Section II** contains an indication of the remuneration of the members of the Board of Directors and the Board of Statutory Auditors, of the General Manager and of the Executives with Strategic Responsibilities (for this latter in aggregate form) for the financial year 2023. This section, pursuant to paragraph 6 of Article 123-ter of the Consolidated Law on Finance, is subject to the non-binding vote of the Ordinary Shareholders' Meeting.

In consideration of the foregoing, with reference to this item on the agenda, the Shareholders' Meeting shall proceed with two separate and distinct votes, based on the following proposals.

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

#### **Section I: Report on the remuneration policy for the financial year 2024 (binding resolution)**

Dear shareholders,

in relation to Section I of the Remuneration Report, concerning the remuneration policy, 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 Remuneration Report, drawn up by the Board of Directors pursuant to Article 123-ter of the Consolidated Law on Finance and Article 84-quater of the Issuers Regulation;
- having examined and discussed, in particular, "Section I" of the Remuneration Report, drawn up pursuant to Article 123-ter, paragraph 3, of the Consolidated Law on Finance and relating to: (i) the Company's policy on the remuneration of the members of the Board of Directors, the Board of Statutory Auditors, the General Manager and the Executives with Strategic Responsibilities with reference to the financial year 2024; and (ii) the procedures used for the adoption and implementation of such policy; and
- whereas, pursuant to Article 123-ter, paragraph 3-ter, of the Consolidated Law on Finance, the Shareholders' Meeting is called upon to cast a binding vote on "Section I" of the Remuneration Report,

### **RESOLVES**

1. to approve "Section I" of the Remuneration Report drawn up pursuant to Article 123-ter, paragraph 3, of the Consolidated Law on Finance;
2. to vest the Chairwoman of the Board of Directors and the Chief Executive Officer, severally, with the right to sub-delegate, with the broadest powers necessary or appropriate to implement the foregoing resolution,



including but not limited to the power to implement the remuneration policy set forth in the aforesaid "Section I".

\* \* \*

**Section II: Report on remuneration paid in the financial year 2023 (non-binding resolution)**

in relation to Section II of the Remuneration Report, concerning the remuneration granted, 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 Remuneration Report, drawn up by the Board of Directors pursuant to Article 123-ter of the Consolidated Law on Finance and Article 84-quater of the Issuers Regulation;
- having examined and discussed, in particular, "Section II" of the Remuneration Report, drawn up pursuant to Article 123-ter, paragraph 4, of the Consolidated Law on Finance, relating to the annual disclosure on the implementation of the remuneration and incentive system in the financial year 2023, including the reporting of the remuneration paid for the financial year 2023; and
- whereas, pursuant to Article 123-ter, paragraph 6, of the Consolidated Law on Finance, the Shareholders' Meeting is called upon to express a non-binding vote on the aforementioned "Section II" of the Remuneration Report,

**RESOLVES**

1. to acknowledge in a favourable sense pursuant to Article 123-ter, paragraph 6, of the Consolidated Law on Finance, "Section II" of the Remuneration Report drawn up pursuant to Article 123-ter, paragraph 4, of the Consolidated Law on Finance."

Milan, March 29, 2024

The Chairwoman

Michaela Castelli

\*\*

*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 original Italian document is to be given priority of interpretation for legal purposes.