

**SHAREHOLDERS' AGREEMENT RELATING TO SHARES OF NEXI S.P.A.**

**Extract pursuant to art. 122 of Legislative Decree dated February 24, 1998, no. 58 (the CFA) and art. 129 of the CONSOB Regulation no. 11971/1999 (the Issuers' Regulation)**

It is hereby announced that, on 30 December 2024:

- (i) CDP Equity S.p.A., a joint stock company (“*società per azioni*”), incorporated and existing under the laws of Italy, with registered office in Milan, at Via San Marco no. 21A, capital stock equal to Euro 2,890,583,470.00 fully paid-in, fiscal code, VAT and Milan-Monza-Brianza-Lodi Companies' Register no. 07532930968;
- (ii) CDPE Investimenti S.p.A., a joint stock company (“*società per azioni*”), incorporated and existing under the laws of Italy, with registered office in Milan, at Via San Marco no. 21A, capital stock equal to Euro 200,000.00 fully paid-in, fiscal code, VAT and Milan-Monza-Brianza-Lodi Companies' Register no. 08699370964;
- (iii) AB Europe (Luxembourg) Investment S.à r.l., a “*société à responsabilité limitée*”, incorporated and existing under Luxembourg law, with registered office at 2 4, rue Beck, L 1222 Luxembourg, registered with the Luxembourg Trade and Companies Register (Registre de Commerce et des Sociétés) under number B218765;
- (iv) Neptune (BC) S.à r.l. (in liquidation), a “*société à responsabilité limitée*”, incorporated and existing under Luxembourg law, with registered office at 13, rue Edward Steichen L-2540 Luxembourg, registered with the Luxembourg Trade and Companies Register (Registre de Commerce et des Sociétés) under number B218703;
- (v) Eagle (AIBC) & CY SCA, a “*société en commandite par actions*”, incorporated and existing under Luxembourg law, with registered office at 2 4, rue Beck, L 1222 Luxembourg, registered with the Luxembourg Trade and Companies Register (Registre de Commerce et des Sociétés) under number B211906;
- (vi) Mercury UK Holdco Limited, a private limited company, incorporated and existing under the laws of England and Wales, with registered seat in London, at 32, Curzon Street, W1J7WS, registered with the England and Wales Companies' Registry (Companies House) under no. 0963808; and
- (vii) Evergood H&F Lux S.à r.l., a “*société à responsabilité limitée*”, incorporated and existing under Luxembourg law, with registered office at 15, boulevard F.W. Raiffeisen, L 2411 Luxembourg, Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies Register (Registre de Commerce et des Sociétés) under number B225755 (collectively, hereinafter, the **Parties**),

entered into a shareholders' agreement (the **Shareholders' Agreement**) relating to the governance of Nexi S.p.A., a company with registered office at Corso Sempione no. 55, Milan, number of registration with the Companies' Register of Milan, Monza Brianza, Lodi and Tax Code 09489670969 and VAT number 10542790968, whose ordinary shares are admitted to negotiation on Euronext Milan, a regulated market organised and managed by Borsa Italiana S.p.A. (**Nexi**) to renew and amend certain provisions of the shareholders' agreement executed on 16 December 2021 (the **Original Shareholders' Agreement**), with the aim of ensuring continuity with the principles of corporate governance set out in the Original Shareholders' Agreement. The Shareholders' Agreement became effective on 1<sup>st</sup> January 2025.

The Shareholders' Agreement contains provisions relating to the governance of Nexi and limits to the transfer of Nexi's shares, thus falling within scope of Article 122, paragraphs 1 and 5, letters a), b) and d) of the CFA.

All Nexi's shares held by the Parties from time to time shall be subject to the Shareholders' Agreement. As at the date hereof, no. 679,873,953 Nexi's shares, representing 55,27% of Nexi's share capital, are subject to the Shareholders' Agreement.

It is also hereby announced that on December 31, 2024, the Original Shareholders' Agreement expired due to the expiration of the three-year term of duration provided therein. A total number of 739,765,787 shares of the Company, representing 60.1% of the Company's share capital and voting rights as of today's date, were subject to the Original Shareholders' Agreement. The Original Shareholders' Agreement were among the same parties to the Shareholders'

Agreement (as listed above), except for Poste Italiane S.p.A., which was a party to the Original Shareholders' Agreement and is not anymore a party to the Shareholders' Agreement (provided that it has the right to subsequently adhere to it, at the terms and conditions provided therein). The Original Shareholders' Agreement contained provisions relating to the governance of Nexi and limits to the transfer of Nexi's shares, thus falling within scope of Article 122, paragraphs 1 and 5, letters a), b), c) and d) of the CFA.

Notice of the above is publicized by filing of the Shareholders' Agreement with the Companies' Register of Milan, Monza-Brianza and Lodi as well as publication in the newspaper "*Corriere della Sera*" of this notice and at the eMarket Storage mechanism available at the following link [www.emarketstorage.com](http://www.emarketstorage.com). The key information regarding the Shareholders' Agreement is also published on the Company's website [www.nexigroup.com](http://www.nexigroup.com).

Milan, 3 January 2025