



Guidelines of the Board of Statutory Auditors of Nexi S.p.A. to the Shareholders on the composition of the Board of Statutory Auditors.

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1. Background

The Board of Statutory Auditors of Nexi S.p.A. consists of three Standing Auditors and two Alternate Auditors and is appointed by the Shareholders' Meeting based on slate mechanism. It performs specific supervisory tasks as required by law, particularly regarding:

- compliance with the Law and the Articles of Nexi's By-laws;
- respect for the principles of proper administration;
- risk management and the company's administrative-accounting system;
- effective implementation of corporate governance rules provided by the Self-Regulation Code (since 2021, Corporate Governance Code), to which the company adheres.
- adequacy of the provisions issued to subsidiaries as required by law.

The Chairman of the Board of Statutory Auditors is appointed by the same Shareholders' Meeting among the Auditors elected by the minority.

Current Composition	
Giacomo Bugna	Chairman
Mariella Tagliabue	Standing Auditor
Eugenio Pinto	Standing Auditor
Serena Gatteschi	Alternate Statutory Auditor
Sonia Peron	Alternate Statutory Auditor

The Board of Statutory Auditors annually conducts a self-assessment process aimed at gathering the opinions of the members of the supervisory body, both regarding the functioning and the composition of the Board itself as a whole, also taking into account the evolution of its role over time.

Eric Salmon, as third-party and independent experts, at the request of the supervisory body, have supported the self-assessment process of the Board of Statutory Auditors and the formulation of Guidelines to shareholders on the composition of the Board of Statutory Auditors.

2. Composition and Functioning of the Current Board of Statutory Auditors

The Auditors have expressed a positive opinion on the current composition of the Board of Statutory Auditors of Nexi S.p.A., whose members fully meet the requirements of professionalism, integrity, and independence that auditors must possess, and more generally comply with all the criteria set by the Articles of Association, the Self-Regulation Code, and current regulations. In this regard, the company has adopted a policy on qualitative and quantitative criteria for assessing the independence requirements of directors and auditors.

The current composition of the Board of Statutory Auditors provides adequate elements of diversity in terms of gender, age, seniority, and geographical origin. This composition, despite consisting of three members, effectively oversees the various dimensions normally considered to evaluate the potential of the bodies to bring qualified and diverse viewpoints, experiences, and opinions to the debates focused on performing their duties.

Another element evaluated regarding the composition of the Board of Statutory Auditors was the availability of time of the members, which can affect the ability to adequately perform the duties of auditor, especially in relation to meetings and other scheduled encounters and the necessary preparation for them, and which is influenced by the number of other positions held by the members of the Board. These aspects were unanimously positively evaluated by the auditors, who recognized the ability of the body and individual colleagues to dedicate sufficient time to the role in relation to the breadth and complexity of the tasks required, the size and organizational structure of the Nexi Group, and the additional commitments arising from attendance at Board of Directors meetings and Internal board committees (“*comitati endoconsiliari*”). In this regard, the auditors emphasized the importance of selecting candidates who can dedicate sufficient time to the role, considering that overall commitments require about 25 working days during the year, in addition to the time needed to prepare for activities.

The current Board of Statutory Auditors also found the functioning and working methods of the body fully satisfactory, starting from the Board meetings, adequately scheduled well in advance, which benefited from a proper definition of the meeting agenda and timely transmission of preparatory material, allowing for adequate in-depth discussion of the topics on the agenda during the debate.

The auditors recognized the quality of the work of the Chairman, which enabled the effective conduct of collegial work. This possibility was ensured thanks to the contribution of all auditors who effectively and profitably contributed to the work and debates, observing the best corporate governance practices and each with a particular focus on their respective areas of expertise. This framework is completed by effective management of the debate and emerging divergences, which improved the overall quality of the work performed and the outputs produced, and the induction activities organized by the company, which improved the level of knowledge of company structures and processes.

The auditors considered the knowledge, experiences, and skills currently present in the Board, both from an individual and collective perspective, in line with the foreseeable needs and challenges for the body in the future mandate, indicating some areas for possible strengthening, such as sustainability and ESG skills and knowledge, or IT skills, to be addressed possibly in future induction activities.

3. Qualitative and Quantitative Composition for the future Board of Statutory Auditors

The central aspect of the “end-of-term self-assessment” of the Board of Statutory Auditors of Nexi S.p.A. concerns the ideal composition, both qualitative and quantitative, that the outgoing Board expresses to the shareholders on the next renewal of the Board itself, which will be appointed with the approval of the 2024 financial statements. For this purpose, a comparison analysis of the current composition of skills with the desired one (gap analysis) was carried out. In the first case, the auditors were asked to express their opinion on the current presence – albeit in a collegial form – of a diversified and complementary set of knowledge, skills, and experiences as partly illustrated in the previous paragraph; while in the second case, to evaluate the importance that these same should have in the formation of the future Board of Statutory Auditors.

Outlining the ideal profile of the future Board, the auditors considered the following experiences important:

- Experiences gained in businesses of a financial nature or subject to comparable regulation to Nexi Group
- Experiences and skills in control functions of large groups with international presence similar to that of the Nexi Group
- Experience gained in international contexts of similar size and complexity to the Nexi Group
- Experiences gained in listed companies
- Experiences and skills in coordinating control bodies located in different jurisdictions and adopting different corporate governance systems
- Managerial experiences in companies operating in the credit, financial, or insurance market
- Experience gained in holding companies

Regarding the ideal profile of the future Board, the skills and knowledge considered relevant are:

- Knowledge of management and organizational processes
- Skills in reading and interpreting annual and interim financial reports
- Financial skills and extraordinary transaction
- Risk management skills
- Ability to supervise the adequacy and effective functioning of the organizational structure, about risk management processes, internal audit, and financial reporting
- Skills in remuneration policies

Of relevance to these guidelines for shareholders regarding the features of the future Board of Statutory Auditors composition are also diversity considerations so they recommend a composition similar to that of the outgoing Board of Statutory Auditor. In addition to the optimal mix of skills and experiences, the Auditors recommend evaluating candidates’ professional paths to ensure both heterogeneity of skills and appropriate differentiation.

The Auditors wanted to highlight some particularly salient skills for the next Board of Statutory Auditors, to be possibly strengthened with targeted induction activities, which concern sustainability, ESG issues, ICT and cybersecurity topics, and remuneration policies. Finally, some Auditors emphasized the importance of soft skills for the proper performance of the auditor's role, in particular: “the ability to be objective and open, the ability to work in a team, the ability to manage conflicts constructively, balance in seeking consensus, possession of communication skills”.

Based on what was expressed by the Auditors during the self-assessment process of the body, the recommendation for its renewal concerns maintaining the current mix of skills and professionalism, even in case of partial revision in the composition of the supervisory body, with the strengthening of some areas, also thanks to induction activities.

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.