

NEXI S.P.A.

CONDITIONAL NOTICE OF REDEMPTION

**To the holders of the
€825,000,000 4½% Senior Secured Notes due 2023**

RULE 144A GLOBAL NOTE

ISIN: XS1819645372

Common Code: 181964537

REGULATION S GLOBAL NOTE

ISIN: XS1819648129

Common Code: 181964812

Nexi S.p.A. (the “Issuer”) gives notice to the holders (the “Holders”) of the €825,000,000 4½% Senior Secured Notes due 2023 (the “Notes”) of the redemption of the entire aggregate principal amount of the outstanding Notes (the “Redeemed Notes”), in accordance with paragraph 5(e) thereof and Section 3.03 of the indenture, dated as of May 18, 2018, as amended by a supplemental indenture dated as of July 2, 2018 (the “Indenture”), among the Issuer (as successor issuer of Nexi Capital S.p.A.), U.S. Bank Trustees Limited, as trustee (the “Trustee”), security agent and *mandatario con rappresentanza* and security representative (*rappresentante*) pursuant to article 2414-bis. paragraph 3 of the Italian Civil Code of the Holders of the Notes, Elavon Financial Services DAC, UK Branch, as paying agent (“Paying Agent”), transfer agent and calculation agent, and Elavon Financial Services DAC, as registrar (“Registrar”). Capitalized terms have the meanings given to them in the Indenture. The terms and conditions of the redemption are as follows:

1. The redemption date for the Redeemed Notes will be October 21, 2019 (the “Redemption Date”) and the record date will be October 18, 2019, unless postponed by the Issuer in accordance with paragraph 4 of this conditional notice of redemption (the “Conditional Notice of Redemption”).

2. The aggregate redemption price for the Redeemed Notes is €58,569,132.41, which comprises (i) the sum of the Applicable Premium for the Redeemed Notes at the Redemption Date plus 100.000% of the aggregate principal amount of the Redeemed Notes, amounting to €45,240,226.16, and (ii) accrued and unpaid interest and Additional Amounts, if any, to, but not including, the Redemption Date amounting to €13,328,906.25 (together, the “Redemption Amount”).

3. The redemption of the Redeemed Notes is conditional upon the successful completion by the Issuer of one or more debt refinancing transactions on terms satisfactory to the Issuer that result in the Issuer receiving net proceeds sufficient to pay the Redemption Amount (the “Refinancing”). Accordingly, none of the Redeemed Notes shall be deemed due and payable on the Redemption Date unless and until the conditions set forth herein are satisfied or waived by the Issuer.

4. In the event that, in the Issuer’s reasonable belief, the Refinancing will not be completed on or before the Redemption Date, the Issuer may postpone the Redemption Date to a date which is not more than 60 days after the date of this Conditional Notice of

Redemption. If the Issuer elects to postpone the original Redemption Date, the Issuer will notify the Trustee, the Paying Agent and the Holders of (i) its election to postpone the original Redemption Date, (ii) the new Redemption Date and (iii) the amended Redemption Amount.

5. The Redeemed Notes must be presented and surrendered to the Paying Agent, which is Elavon Financial Services DAC, UK Branch, Fifth Floor, 125 Old Broad Street, London EC2N 1AR, United Kingdom, Attention: MBS Relationship Management, to collect the Redemption Amount.

6. Unless the Issuer defaults in making payments in respect of the Redeemed Notes or the Paying Agent is prohibited from making such payments pursuant to the terms of the Indenture, interest and Additional Amounts, if any, on the Redeemed Notes shall cease to accrue on and after the Redemption Date, and the only rights of the Holders of the Redeemed Notes shall be to receive payment of the Redemption Amount upon surrender to the Paying Agent of the Redeemed Notes.

7. No representation is made as to the correctness or accuracy of the Common Codes and ISIN numbers listed in this Conditional Notice of Redemption or printed on the Notes.

8. This Conditional Notice of Redemption is given on October 11, 2019.

The Issuer will notify the Holders, the Trustee and the Paying Agent at least one Business Day prior to the Redemption Date in case of a change in the terms and conditions of the redemption, including if the Issuer has elected to postpone the Redemption Date.

This Conditional Notice of Redemption is given by Nexi S.p.A.

Enquiries about the above notice should be directed to the Issuer as set out below:

Nexi S.p.A.
Corso Sempione 55
20149, Milan
Italy