

**NEXI S.p.A.**

**NOTICE OF OPTIONAL REDEMPTION**

**To the holders of the  
€400,000,000 Senior Secured Floating Rate Notes due 2024**

**RESTRICTED GLOBAL NOTE**

ISIN: XS1844176773

Common Code: 184417677

**REGULATION S GLOBAL NOTE**

ISIN: XS1844176005

Common Code: 184417600

Nexi S.p.A. (the “Issuer”) gives notice to the holders (the “Holders”) of the €400,000,000 Senior Secured Floating Rate Notes due 2024 (the “Notes”) of the redemption of the entire aggregate principal amount of outstanding Notes (the “Redeemed Notes”) in accordance with paragraph 5(b) thereof and Section 3.03 of the 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 July 2, 2019 (the “Redemption Date”) and the record date will be July 1, 2019.
2. The aggregate redemption price for the Redeemed Notes will comprise (i) 101.0000% of the aggregate principal amount of €400,000,000 of Redeemed Notes, amounting to €404,000,000, and (ii) accrued and unpaid interest and Additional Amounts, if any, to, but not including, the Redemption Date occurring on July 2, 2019, amounting to €1,271,232.88 (together, the “Redemption Amount”).
3. 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.
4. 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 Price upon surrender to the Paying Agent of the Redeemed Notes.

5. No representation is made as to the correctness or accuracy of the Common Codes and ISIN numbers listed in this notice or printed on the Notes.

6. This notice is given on June 18, 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.

This notice 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.**

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