



Nexi S.p.A. intende emettere prestiti obbligazionari “Senior Notes” di importo pari a € 825 milioni con scadenza 2024 e/o 2027 per rifinanziare il prestito obbligazionario in essere

Milano, 9 ottobre 2019 – Nexi S.p.A., una società per azioni di diritto italiano (“Nexi” o la “Società”), ha annunciato oggi la sua intenzione di emettere prestiti obbligazionari “Senior Notes”, in una o più tranches, di importo pari a €825.000.000 con scadenza 2024 e/o 2027 (le “Notes”). I proventi derivanti dall’eventuale emissione delle Notes saranno utilizzati, unitamente a disponibilità di cassa della Società, ai fini del (i) rimborso integrale dei prestiti obbligazionari “Senior Secured Fixed Rate Notes” di importo pari a €825.000.000,00, con cedola semestrale a tasso fisso del 4,125% p.a. e scadenza 1 novembre 2023, e (ii) del pagamento dei relativi costi e oneri.

Le Notes sono destinate solamente a collocamento riservato ad investitori istituzionali che non siano “U.S. Persons” (come definite secondo la Regulation S del Securities Act del 1933, come di volta in volta modificato, il “Securities Act”) e che si trovino al di fuori degli Stati Uniti ai sensi della Regulation S del Securities Act. Le Notes non sono state soggette a registrazione ai sensi del Securities Act o di altre leggi applicabili, e non possono essere offerte o acquistate negli Stati Uniti senza registrazione o senza una esenzione dai requisiti di registrazione conformemente al Securities Act e ad altre leggi applicabili.

Nexi è la PayTech leader in Italia, operante in partnership consolidate con circa 150 istituti Bancari che rappresentano l’80% del numero di sportelli del sistema bancario in Italia. Attraverso la sua tecnologia connette banche, punti vendita e cittadini, rendendo possibili i pagamenti digitali. La missione di Nexi è rendere digitale ogni pagamento e agevolare lo sviluppo della digitalizzazione del nostro Paese. Nexi opera in tre segmenti di mercato: Merchant Services & Solutions, Cards & Digital Payments e Digital Banking Services:

Merchant Services & Solutions: Nexi, insieme alle Banche partner, serve circa 890.000 commercianti e gestisce 1,4 milioni di terminali POS;

Cards & Digital Payments: Nexi e le Banche partner gestiscono 41 milioni di carte di pagamento riferibili a circa 30 milioni di titolari;

Digital Banking Solutions: Nexi gestisce 13.400 ATM, circa 420 mila postazioni di e-banking e oltre 900 milioni di transazioni (dato 2018) nei servizi di clearing. Inoltre sta sviluppando il sistema open banking in collaborazione con il consorzio CBI al quale hanno già aderito le principali Banche Italiane.

Nexi - External Communication & Media Relations

Daniele de Sanctis	Barabino & Partners
daniele.desanctis@nexi.it	Office: +39 02/7202.3535
Mobile: +39 346/015.1000	Sabrina Ragone – Mobile: +39 338/251.9534
Direct: +39 02/3488.4491	s.ragone@barabino.it
Matteo Abbondanza	Elena Bacis – Mobile: +39 329/074.2029
matteo.abbondanza@nexi.it	e.bacis@barabino.it
Mobile: +39 348/406.8858	Francesco Faenza – Mobile: +39 345/831.6045
Direct: +39 02/3488.2202	f.faenza@barabino.it

Nexi - Investor Relations

Stefania Mantegazza
stefania.mantegazza@nexi.it
Mobile: +39 335/580.5703
Direct: +39 02/3488.8216

Disclaimer

This announcement contains information that prior to its disclosure may have constituted inside information under European Union Regulation 596/2014 on market abuse.

This document is not an offer of securities for sale in the United States. The Notes may not be sold in the United States unless they are registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") or are exempt from registration. The offering of Notes described in this press release has not been and will not be registered under the Securities Act and, accordingly, any offer or sale of Notes may be made only in a transaction exempt from the registration requirements of the Securities Act.

This announcement has been prepared on the basis that any offer of the Notes in the European Economic Area (each, a "Member State") will be made pursuant to an exemption under the Prospectus Directive (2003/71/EC), as amended by Directive 2010/73/EU, as implemented in that Member State, from the requirement to publish a prospectus for offers of Notes. Accordingly any person making or intending to make any offer in that Member State of the Notes which are the subject of the placement contemplated in this document may only do so in circumstances in which no obligation arises for the Issuer or any of the initial purchasers of such Notes to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. Neither the issuer nor the initial purchasers of such Notes have authorized, nor do they authorize, the making of any offer of Notes in circumstances in which an obligation arises for the issuer or any initial purchasers of such Notes to publish or supplement a prospectus for such offer.

This announcement is only being distributed to, and is only directed at, persons in the United Kingdom that (i) are "investment professionals" falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the "Order"), (ii) are persons falling within Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the Order, or (iii) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000) in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as "relevant persons"). This document is directed only at relevant persons and must not be acted on or relied on by persons who are not



relevant persons. Any investment or investment activity to which this document relates is available only to relevant persons and will be engaged in only with relevant persons.

This document does not constitute an offer of the Notes to the public in Italy. The Notes will be offered in Italy only to qualified investors (*investitori qualificati*) as referred to in Article 100 of the legislative decree no. 58 of 24 February 1998, as amended (the "Italian Financial Act") and Article 34-ter paragraph 1(b) of CONSOB Regulation No. 11971, May 14, 1999, as amended (the "Issuers Regulation") or in circumstances which are exempt from the rules on public offers pursuant to the Italian Financial Act and the implementing CONSOB regulations, including the Issuers Regulation and will not be listed on an Italian regulated market, therefore no documents or materials relating to the Notes have been or will be submitted to the clearance procedure of the Commissione Nazionale per le Società e la Borsa ("CONSOB"). The offer of the Notes will be carried out in the Republic of Italy as an exempted offer pursuant to article 100 of the Italian Financial Act and article 34-ter, paragraph 1 of the Issuers Regulation.

Neither the content of Nexi or its subsidiaries' (collectively, the "Group") websites, nor any website accessible by hyperlinks on Nexi's website or the websites of certain of the Group's subsidiaries is incorporated in, or forms part of, this announcement.

It may be unlawful to distribute this announcement in certain jurisdictions. Persons into whose possession this announcement comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. This announcement is not for distribution in Canada, Japan or Australia. The information in this announcement does not constitute an offer of securities for sale in Canada, Japan or Australia.

No money, securities or other consideration is being solicited, and, if sent in response to the information contained herein, will not be accepted.

This press release may include projections and other "forward-looking" statements within the meaning of applicable securities laws. Forward-looking statements are based on current expectations and involve a number of known and unknown risks, uncertainties and other factors that could cause the results of the Group or its industries' actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. You should not place undue reliance on forward-looking statements and none of the Group or the Issuer undertakes publicly to update or revise any forward-looking statement that may be made herein, whether as a result of new information, future events or otherwise.

MiFID II (ECPs and Professional Clients only) – Manufacturer target market (MIFID II product governance) is eligible counterparties and professional clients (all distribution channels). No PRIIPs key information document (KID) has been prepared as the Notes are not available to any retail investor in the EEA.