

# REGULATION

No. 016 - v.05

## REGULATION FOR HANDLING RELEVANT/INSIDE INFORMATION, SET UP AND MANAGEMENT OF THE RIL, INSIDER LIST AND INTERNAL DEALING

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**ID code: RR-016 | Date it takes effect: 30/04/2020**

**Title of document: Regulation for handling relevant/inside information, set up and management of the Ril, insider list and internal dealing**

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**TITLE PAGE**

<b>Title</b>	Regulation for handling relevant/inside information, set up and management of the Ril, insider list and internal dealing
<b>Classification</b>	Regulation
<b>Document Code</b>	RR-016
<b>Approved by</b>	Board of Directors
<b>Approval Date</b>	06/03/2020
<b>Date it takes effect</b>	30/04/2020

**UPDATES**

Version	Date	Code	Updates
5	30-04-2020	RR-016	Update for organizational change
4	29-07-2019	RR-016	Update for additional organizational change
3	10-05-2019	RR-016	Update for organizational change
2	16-04-2019	RR-016	Update for shares offering (Ipo)
1	09-11-2018	RR-016	1 <sup>st</sup> issuing of the Regulation

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## SECTION I

### 1. GENERAL INFORMATION

#### 1.1 INTRODUCTION

The purpose of this document (“**Regulation**”) is to govern, in addition to the confidentiality and reporting obligations, the process of managing documents and information concerning Nexi S.p.A. (“**Issuer**” or “**Nexi**”) and the companies belonging to the Group (i.e. “**Subsidiaries**” which, together with the Issuer, make up the **Nexi Group**), particularly as regards Confidential Information (as hereinafter defined) and Inside Information (as hereinafter defined), as well as the set up, the management and the update of the lists of subjects who have access to the aforementioned information, and finally the Internal Dealing obligations.

The Regulation aims at ensuring compliance with the applicable legislative provisions and regulations as well as a prompt, complete and adequate disclosure to the market by the Issuer of the inside information of the Nexi Group, thus concurrently guaranteeing the utmost confidentiality and privacy up to the time of its disclosure to the public.

The Regulation is adopted by the entities of the Nexi Group in compliance with the provisions of article 1.C.1 of the Corporate Governance Code of listed companies issued by the Corporate Governance Committee of Borsa Italiana S.p.A. and in implementation of Regulation 596/2014 (“**MAR**”) and related implementing rules, among which the Implementing Regulation (EU) 2016/347 of 10 March 2016 (“**Regulation 2016/347**”), the Implementing Regulation (EU) 1055/2016 of 29 June 2016, Implementing Regulation (EU) 959/2016 of 17 May 2016, Delegated Regulation (EU) 960/2016 of 17 May 2016, as well as the Final Reports ESMA 1455/2015 and 1130/2016 and the Q&A ESMA 70-145-111. The Regulation reflects the Consob Guidelines on inside information, dated 13 October 2017 (“**Guidelines**”), which identify – according to an agreed upon approach at the IOSCO level by the major European Supervisory Authorities – some of the practical methods to be adopted for complying with the MAR obligations. The Guidelines, although not binding, and notwithstanding the provisions laid down in the EU regulations and in the other ESMA directives, are applied and adjusted, based on a proportionality principle, upon taking into account the organisational situation, the size, the characteristics and the complexity of the Issuer and of the Nexi Group.

#### 1.2 DEFINITIONS

In addition to the terms defined in other sections of this Regulation, the following terms shall have the meaning stated here.

<b>Competent Authority</b>	The CONSOB Authority
<b>CFO</b>	The Chief Financial Officer of Nexi
<b>Recipients</b>	They are: (i) the Directors, the Statutory Auditors, the Executives and all employees of the Issuer and of the Nexi Group and (ii) all subjects, whether natural or legal persons who, because of their job or profession, have access on a regular or occasional basis to the Relevant or Inside Information concerning the Issuer and/or the Nexi Group
<b>Insider List</b>	The list of subjects, internal or external to the Nexi Group, who have access, on an occasional or permanent basis, while performing certain tasks, to Inside Information. The list is managed in compliance with the provisions of Regulation 2016/347

<b>FGIP</b>	The “Funzione Gestione Informazioni Privilegiate” [Inside Information Management Function], identified in the CFO, is responsible for carrying out the activities related to regulatory obligations applicable to the management of Relevant and/or Inside Information and to the management of the Insider List and RIL, according to the terms and conditions of this Regulation
<b>FOCIP</b>	It refers to each Organisational Function in charge of Inside Information, identified, in accordance with the regulation, operating within the Nexi Group, which becomes aware, in the performance of its duties, of Relevant and/or Inside Information
<b>Info Room</b>	<p>It refers to each consultative and coordinating function aimed to support the FGIP in the classification process regarding the Inside nature of the information and with reference to the delay on the public dissemination, as specified by the Regulation. The Info Room is composed, on designation of the FGIP and depending on the characteristics of each single Information, from:</p> <ul style="list-style-type: none"> <li>- FGIP;</li> <li>- Investor Relator;</li> <li>- Competent FOCIP Manager;</li> <li>- Head of Corporate &amp; External Affairs;</li> <li>- Head of Corporate &amp; Regulatory Affairs;</li> <li>- Officer responsible for preparing the statutory accounting; and/or</li> <li>- Other Nexi Group’s employees whose presence is considered advisable, with regard to the specific circumstances.</li> </ul>
<b>Inside Information</b>	<p>Information of a precise nature that has not been made public, concerning directly or indirectly the Issuer, in reference also to one or more subsidiaries, or one or more Financial Instruments of the Issuer, and which, if made public, may have a significant impact on the prices of the Financial Instruments or on the prices of the related derivative financial instruments.</p> <p>For the purposes of this definition:</p> <ul style="list-style-type: none"> <li>• the information is of a “precise nature” if: <ul style="list-style-type: none"> <li>i. it refers to a number of existing circumstances that it is reasonable to believe they will occur or to an event that has already occurred or it is reasonable to believe it will occur; and it is</li> <li>ii. sufficiently specific so as to allow to draw conclusions on the possible effect of the set of circumstances or the event under point (i) on the prices of the Financial Instruments or related derivative financial instruments;</li> </ul> </li> </ul> <p>the expression “information which, if made public, may have a significant impact on the prices of the Financial Instruments or on the prices of the related derivative financial instruments” refers to a piece of information that presumably a reasonable investor</p>

	<p>would use as one of the elements on which it would base its investment decision;</p> <ul style="list-style-type: none"> <li>an intermediate event, part of a lengthy process, is considered Inside Information if it meets the afore described criteria.</li> </ul> <p><b>Annex A</b> contains an explanatory but non comprehensive list about some types of Inside Information concerning directly an Issuer and some other examples of information concerning indirectly an Issuer</p>
<b>Relevant Information</b>	Any information, data, event, project or circumstance concerning the Issuer, also in reference to one or more subsidiaries, not yet made public, which at a later time or immediately, can assume the nature of inside information because it is developing characteristics of a precise nature.
<b>Confidential information</b>	Any data, event, project, circumstance or information concerning the Issuer, also in reference to one or more Subsidiaries, which is not in the public domain and was acquired and/or processed by a Recipient because of or during the performance of its assigned duties
<b>Investor Relator</b>	The manager of the Investor Relators Function of Nexi
<b>Mapping of the Relevant Information</b>	The process for the identification of the Information that, taking into account the activities and the organisation of the Nexi Group, could assume a Confidential or Inside nature
<b>MAR</b>	"Market Abuse Regulation", in application of Regulation 596/2014
<b>RIL</b>	"Relevant Information List", i.e. the list of subjects who have access, on an occasional or permanent basis, to Relevant Information, kept in accordance to the provisions of the Regulation.
<b>Financial Instruments</b>	The financial instruments listed in <b>Annex B</b> and (a) admitted to trading on a regulated market or for which a request for admission to trading on a regulated market was filed; (b) traded on a multilateral trading facility, admitted to trading on a multilateral trading facility or for which a request for admission to trading on a multilateral trading facility was filed; (c) traded on an organised trading facility; or (d) the price or value of which depends on a financial instrument sub (a)-(c) or have an effect on such price or value (including, as an example, credit default swaps and differential financial agreements).
<b>MAR operating support</b>	The function that supports FGIP in the management of MAR registers (including Internal Dealing)

### 1.3 DISSEMINATION OF THE REGULATION

The FGIP, with the support of the Organization & Processes Office, is responsible to make all Recipients knowledgeable about this Regulation. In order to guarantee the efficacy of the obligations and the processes laid down in this Regulation, some training sessions shall be attended, according to the position held in the Company, by the members of the Board of Directors, Board of Statutory Auditors, CEO/Director General, FGIP, FOCIPs and all employees.

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#### **1.4 BREACH OF THE REGULATION AND PENALTIES**

In the case of a breach of the provisions of this Regulation, the Issuer and the other companies of the Nexi Group, within the scope of their competence - shall apply to the subjects in charge the measures set forth in the labour contract provisions (in the case of executives or employees) as well as those in the Italian Civil Code. The non-compliance by the members of the corporate bodies shall be sanctioned (penalised) in the forms permitted by the applicable legal provisions. For the subjects who carry out their activities for the Issuer and/or for the companies of the Nexi Group, based on a consulting relationship or provision of services, the non-compliance with this Regulation determines the application of the measures set forth in the assignment letter or in any other contractual relationships in place.

If the Issuer incurs penalties from the judicial authority or Consob (including penalties ex Legislative Decree no. 231/2001, since Inside Information abuse and market manipulation represent offences that could lead to the administrative liability of the entity), the Issuer may also start proceedings against the subjects responsible for the violations in order to obtain a reimbursement of the payment of said penalties.

The non-compliance with this Regulation may entail, in the presence of legal grounds, the request from the author of the violation for a reimbursement of all the damages suffered by the Issuer and/or the Nexi Group as well as the adoption of the most appropriate measures set forth and permitted by the law.

These warnings are attached even in the Communications through which the Issuer informs in written form the people having access to Relevant Informations or Inside Informations about the inscription in the RIL/Insider List.

Without prejudice to the contents of the previous paragraphs, the MAR provisions, any law or regulatory provisions in force apply.

#### **1.5 ENTRY INTO FORCE**

The hereby Regulation shall entry into force on 30 April 2020.

Any change deemed to be necessary, also pursuant to changes in the applicable laws and regulations, shall be approved by the Board of Directors of the Issuer even on FGIP's proposal.

## **2. OBLIGATIONS OF A GENERAL NATURE**

### **2.1 CONFIDENTIALITY, ABSTENTION AND REPORTING OBLIGATIONS**

The use of information concerning corporate activities shall be compliant with the general principles of confidentiality and efficiency in the use and safeguarding of corporate resources, and also through the application of the "need to know" rule (i.e. disclosure of information only to subjects to whom the information is strictly necessary for the performance of their respective functions). The use of the information concerning, directly or indirectly, the Issuer for purposes other than the performance of corporate activities must be deemed as abusive, and in general all those who work in the interest of the Nexi Group undertake to be compliant with the confidentiality obligations regarding the information acquired and processed during or deriving from the performance of their duties, regardless of their relevant or inside nature.

The Recipients are required:

- a) to treat as confidential the information acquired during the performance of their work, profession, function or office-held activities (“**Confidential Information**”), and not to disclose or reveal it to anybody, unless during the normal performance of their activities and with the adoption of the precautions set forth in this Regulation and in internal regulations;
- b) to use the Confidential Information only in reference to their work, profession, function or office-held activities, and therefore it must not be used, for any reason or cause, for other purposes including personal objectives, in their own or third parties interest.

By way of mere example but not limited thereto, following are some general rules of conduct applicable to the Recipients:

- a) particular attention must be given to the transmission to the members of the Board of Directors and the Board of Statutory Auditors of the companies of the Nexi Group of the documentation on the meetings held by the Board and/or the Committees, if required. To this regard, it is necessary to use a method of transmission that guarantees the confidentiality of all related documents;
- b) similar caution must be applied to the performance of transactions of an extraordinary nature, during exchanges of information and/or of documentation with external consultants or advisors of the Nexi Group, upon verifying that these subjects, by law or by contract, are required to comply with the confidentiality of the data received;
- c) the hard copy documentation containing Confidential Information must be stored in archives placed in locked closets or drawers; keeping documents outside of the archive must be limited to the time necessary for their use; the documents not in use must be returned to the archive; leaving unattended documents on tables or desks, especially if accessible to non-authorized subjects, must be limited only to the strictly necessary time;
- d) similar cautions apply also in the case of business travel. In particular, the documents in question must never be left unattended;
- e) appropriate measures must be adopted to ensure that the opening and the distribution of the correspondence received by mail and/or courier is carried out in compliance with confidentiality criteria;
- f) the “confidential” character of the paper and/or electronic documents must be highlighted by adding the word “confidential” or similar wording, by using appropriate envelopes or any other closed container for their circulation;
- g) FGIP and the MAR operating support, through the specified and dedicated channel, must be promptly informed of each act, fact or omission representing an infringement of the hereby Regulation, included the occurrence of a loss of documents containing Relevant Informations or Confidential Informations.

If the Recipients have in their possession Relevant and/or Inside Information, they are not permitted:

- a) to purchase, sell or carry out any other transactions, directly or indirectly, on their own account or on behalf of third parties, regarding the Financial Instruments of the Issuer or related derivative financial instruments using this Inside Information;



- b) to recommend or encourage third parties, based on the Inside Information in their possession, to perform transactions under previous letter a) on the Financial Instruments of the Issuer or related derivative financial instruments;

It must be noted that, in order to eventually allow the Authorities - competent for market abuse - to identify the misconducts, it does not seem critical that, at the moment of the behaviour put in place by the subject, the Information is/was not qualified by Nexi as Inside Information.

In addition, for the recipients who come into possession of Relevant and/or Inside Information, is prohibited to communicate these information to third parties outside the working-place, the professional activities, or the office (in that case, in compliance with the provisions of the hereby Regulation and other internal regulations, with particular reference to the rule "need to know")

Without prejudice to the specific obligations applicable to the FOCIPs, the recipients who come into possession of Relevant and/or Inside Information due to their work activities (or if this information is originated within their organisational area) or those who become accidentally aware of it, outside of their work scope, must promptly inform the FGIP by email, using the appropriate email address.

### **3. MANAGEMENT OF INSIDE INFORMATION**

#### **3.1 FUNCTIONS IN CHARGE: FGIP AND FOCIP**

The FGIP is composed of the CFO and, in the performance of its duties, the FGIP can rely on each FOCIP - case by case – involved, as well as – to make the better informed decisions that follow – on the Info Room and on the Chief Executive Officer.

The FGIP is responsible for the following activities:

- a) participating in the definition and periodical assessment of this Regulation;
- b) preparing and updating the Mapping of the Relevant Information of the Nexi Group;
- c) identifying the FOCIPs, based on the Mapping of the Relevant Information and taking into account the corporate organisation, the Group's Regulation and the operating processes of the Nexi Group; informing the identified managers of the FOCIPs about the related identification and ensures the periodical update of the List concerning the identification of the FOCIPs;
- d) even with the support of the FOCIPs, identifying the Relevant Information, recording it in the RIL and taking notes, in the course of the evolution of the Information itself the FOCIPs (or other subjects also if external from Nexi Group) that have acquired knowledge thereof; monitoring the circulation of the Relevant Information and the progress of the steps leading to the creation of the Inside Information, and setting up, to this end, some information flows together with the managers of the involved FOCIPs;
- e) identifying – pursuant to paragraph 3.2 of the hereby regulation - the moment when the Relevant Information becomes Inside Information;
- f) giving directives - pursuant to paragraph 3.3 of the hereby regulation - for the correct management of the RIL and the Insider List (as for the latter, using the information recorded in the RIL);
- g) deciding – with respect of the procedure described at the following paragraph 3.3 - on the time of publication of the Inside Information;

- h) verifying - pursuant to paragraph 3.4 of the hereby regulation - the existence of conditions that may delay the publication of the Inside Information, also ensuring compliance with the obligations provided by paragraph 3.4.

The FOCIP responsables, in compliance with the procedure described at paragraph 3.2:

- a) report on and monitor, in coordination with the FGIP, the Relevant and/or Inside Information that they originate or of which they became knowledgeable due to their work activities, even using the Relevant Information Matrix-FOCIP (as better defined below);
- b) communicate to the FGIP the origination of a Relevant and/or Inside Information or its involvement (or the involvement of other subject, even external fro Nexi Group) in processes or operations that imply the knowledge of the Relevant and/or Inside Information;
- c) inform the FGIP of any circumstance that they believe may be useful for the fulfilment of the obligations of a correct management of the Relevant and/or Inside Information, including, but not limited to, the evolution of the Relevant and/or Inside Information and any selective disclosure to third parties (e.g. consultants);
- d) comply with and implement the instructions provided by the FGIP and respond to all of its requests.

## **3.2 MANAGEMENT OF THE RELEVANT/INSIDE INFORMATION**

### **3.2.1 Relevant Information**

The Management of the Relevant and/or Inside Information takes place according to a process composed of the following steps:

- a) identification of and reporting on the Relevant to the FGIP by the competent FOCIP Notifier, through the transmission of the informations necessary for the RIL;
- b) verification and validation of the Relevant and/or Inside Information by the FGIP;
- c) registration of the Relevant Information in the apposite RIL by the FGIP;
- d) monitoring, in the case of a Relevant Information, based on its evolution process until it becomes an Inside Information and annotation of any further subject (even external from the Nexi Group) involved in the process from time to time;

For the management of these steps, the FGIP: (i) identifies the types of Relevant Information; (ii) draws up the Relevant Information Matrix-FOCIP where the Relevant Information is associated with the competent FOCIP.

The Relevant Information Matrix-FOCIP is formulated with reference to the entity of the Nexi Group and related functions/business areas within which it is deemed more likely that some Relevant and/or Inside Information may be originated.<sup>1</sup>

The managers of each competent FOCIP inform, using appropriate information flows, the FGIP about the origination of a Relevant Information specifying the contents and the reasons for which the Information is considered Relevant, reasons that will be recorded in the appropriate register (RIL).

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<sup>1</sup> In this respect, to be noted are the characteristics of the organisational structure of the Nexi Group which includes the Issuer as the holding entity of the equity investments in the operating Subsidiaries, the economic results of which determine the economic and financial performance of the Issuer.

The FGIP is responsible for monitoring and updating the RIL making a note of additional FOCIPs that may become knowledgeable of said Relevant Information. The managers of the FOCIPs inform also the FGIP of any subject external to the Nexi Group to which the Relevant Information has been legally disclosed.

### **3.2.2 Inside Information**

If FOCIP considers the Relevant Information has taken the features of an Inside Information, it realizes immediately a communication to the FGIP.

FGIP is the company role aimed at the evaluation and decision regarding the Inside nature of the Information: to this end, the FGIP, even on the basis of the informations deriving by the competent FOCIP, verifies the Inside nature of the information, pointing out also the precise moment of the change of nature. In addition, the FGIP, in accordance to the nature of the information and/or dimension of the underlying operation and – in any case – once considered advisable or necessary, can consult the Info Room or the CEO.

In case of confirmation of the Inside nature of the Information, the Chairman of the Board of Directors is immediately informed and the FGIP takes action to realize the public communication – as soon as possible, pursuant to the hereby Regulation (paragraph 3.3) and to the applicable national law and regulations in force – of the Inside Information directly regarding the issuer, except under the conditions to activate the delay procedure as provided by the following paragraph 3.4.

## **3.3 DISCLOSURE AND DISSEMINATION**

Upon advice of the FGIP, the Investor Relator, in agreement with the External Communication & Media Relations Function, prepares the press release templates regarding the Inside Information to share with the public. To this end, the FGIP, if necessary realizes, with the support of the Investor Relator and of the External Communication & Media Relation function, templates of communication which are normally used for the various types of Inside Information, in order to simplify the process for drawing up press releases and to ensure their timely dissemination to the public.

Once realized the Communication Draft, the Investor Relator transmits the draft to the Head of C&EA Direction for the check of legal and communicative aspects. If the press releases contain references to specific data (economic, equity, financial, operational, investment or personnel related, etc.), this data must be validated in advance by the competent corporate functions. In particular, the Executive responsible for financial reporting validates in advance each disclosure to the public about data or documents related to financial, economics and patrimonial information.

Subsequently, the Communication draft is shared with the FGIP, who shall involve the FOCIP and the other competent functions.

Before its dissemination to the public, the press release draft is also sent to the CEO for the approval, only after an explanatory to the Board of Directors, if competent.

The FGIP ensures that the disclosed Inside Information is not misleading, false or deceptive and that it does not omit anything that may affect the relevance of the Information in question. In the event of significant changes to an Inside Information that has been already disclosed to the public, the FGIP must ensure, as soon as possible, its disclosure according to the rules set forth in this section.

The information contained in the press-releases must be consistent with the information previously made public regarding the same topic or related topics, and any deficiency or dysfunction in its disclosure must be promptly corrected.

The press releases are made available to the public in a broad, consistent and simultaneous fashion to all categories of the public and so as to exclude any type of selective information. The dissemination of the press releases is carried out through “SDIR - Sistema di diffusione delle informazioni regolamentate” [Regulated information dissemination facility] and an authorised storage system. The press releases must also be posted on the web site of the Company, in the section “Investor” and must be kept posted for a period of no less than 5 (five) years from its first posting date.

The Inside Information must not be published anywhere else before being disclosed in compliance with the provisions set forth by the Competent Authorities; to this end, the Inside Information must be managed by adopting all necessary precautions so that the related dissemination within the company takes place without any prejudice to the Issuer and/or the companies of the Nexi Group up to the moment when the Inside Information is made public in compliance with the above provisions.

The dissemination of Inside Informations shall be mentioned in the Insider Register and determines the closure of the related section of the Insider Register and the cancellation of the subjects listed herein. The subjects listed in the abovementioned register will be informed about the cancellation of their generalities.

The disclosure of the Inside Information is carried out so as to avoid any commingling with marketing activities and to ensure that the public can discern between the information relating to the assessment by Nexi as the Issuer of the Financial Instruments and that relating to its products and services.

The disclosure to the public of the Inside Information related to the other companies of the Nexi Group is in all cases the responsibility of the Issuer. The Subsidiaries must abstain from autonomously disclosing to the public their own Inside Information.

### **3.4 DELAY**

The Issuer may decide to delay, under its own responsibility the disclosure to the public of Inside Information if, jointly:

- a) the immediate disclosure may impair the legitimate interests of the Issuer;
- b) the delay in the disclosure would not have the effect of misleading the public; and
- c) the Issuer is able to guarantee the confidentiality of this Inside Information.

The evaluation related to the occurrence of the conditions provided by the previous paragraph – the decision to delay the publication of Inside Informations – is competence of the FGIP, supported by the Info Room and with the involvement of the CEO. Once taken the decision to delay the communication of the Inside Information, the Chairman of the Board of Directors must be promptly informed.

In delaying the disclosure of an Inside Information, the Issuer uses technical tools that ensure the accessibility, readability and storage on a durable media of the following information:

- a) date and time (i) of the first appearance of the Inside Information at the Issuer; (ii) the decision to delay the disclosure of the Inside Information and (iii) the probable disclosure of the Inside Information by the Issuer;
- b) identity of the Issuer's people who are responsible for: (i) deciding to delay the disclosure and the duration of the delay (ii) continuously monitoring the conditions that allow for the delay, (iii) deciding to communicate to the public the Inside Information and (iv)

communicating to the Competent Authority the information it requested on the delay along with all related written explanations;

- c) evidence of the fact that the initial conditions, under this paragraph, are met, including (i) the barriers erected for the protection of the Inside Information subject to a delay of its disclosure, both externally and internally, and for preventing access to this information by non-authorised subjects and (ii) methods adopted for the immediate disclosure in the cases when the confidentiality of the Inside Information being delayed is no longer guaranteed.

The FGIP continuously monitors the existence of the conditions (and particularly, the confidentiality condition) that allow for delaying the publication of the Inside Information, until it is published or loses its insider nature.

If the FGIP (with the support of the Corporate&External Affairs director) has delayed the disclosure of the Insider Information, it must immediately, after its disclosure to the public, notify the delay to the Competent Authority<sup>2</sup>. The notification is not due if, after the decision to delay the dissemination of the Inside Information, the information loses its Inside nature. The explanation of the way of satisfaction of the conditions laid down for the Delay of the communication to the public of the Inside Information is transmitted once received the request by the competent Authority.

In order to safeguard the stability of the financial system, the Issuer may delay, under its responsibility, the disclosure to the public of the Inside Information, including all information related to a temporary liquidity issue, and in particular the need to receive a temporary liquidity assistance from a central bank or a lender of last resort, provided that all the following conditions are met:

- a) the disclosure of the Inside Information involves the risk of compromising the financial stability of the Issuer and of the financial system;
- b) it is in the public interest to delay this disclosure;
- c) it is possible to guarantee the confidentiality of the information; and
- d) following the notification to the Competent Authority of its intention to delay publication, the Competent Authority has authorised the delay based on the fact that the conditions under letters a), b) and c) are met.

The FGIP notifies the Competent Authority of the intention to activate the delay under previous letter d), in compliance with the procedure stated by this paragraph.

In the case of a leak of information and/or rumour, if the confidentiality is no longer guaranteed, it is mandatory for the Issuer to disseminate – pursuant to the procedure describe at paragraph 3.3 - a specific press release aimed at restoring the correct information for the public and avoiding any misleading of the public. To this end, the FGIP – once activated the delay procedure – sets – with the functions of Investor Relator and External Communication & Media Relations – a draft of public communication to be disseminated in the hypothesis of the lack of a condition that allows to delay the dissemination of the Inside Information.

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<sup>2</sup> The notification of the delay to the Competent Authority must include the following information: (i) identity of the Issuer (full company name), (ii) identity of the Notifier: name, surname, position at the Issuer, (iii) contact details of the Notifier: business email address and telephone number, (iv) identification of the Inside Information to be delayed (title of the disclosure announcement – reference number, if assigned by the system used for disclosures – date and time of the communication to the public), (v) date and time of the decision to delay the disclosure of the Inside Information and (vi) identity of all the parties responsible for the decision to delay the disclosure of the Inside Information.

## 4. SELECTIVE DISCLOSURE

### 4.1 DISCLOSURE OF INSIDE INFORMATION TO THIRD PARTIES

In the presence of a confidentiality obligation, a documentary evidence and organisational measure suitable to segregate Relevant and/or Inside Information, the Issuer and the entities of the Nexi Group can disclose this Relevant and/or Inside Information to the following categories of third parties:

- legal, tax and financial consultants involved in the analysis of the topics subject to consultation;
- trading counterparties;
- potential counterparties in commercial, financial or investment transactions (including likely subscribers or placers of the Financial Instruments of the Issuer), in compliance with the precautions laid down in the regulations of market surveys;
- the banks, within the scope of the granting of funds;
- rating agencies;
- representatives of the employees or trade unions that represent them;
- any governmental office or any other institutional or regulatory body or authority;
- subjects in charge of the translation of the press releases;
- subjects who carry out the function of sponsors when their activities require the access to Relevant and/or Inside Information.

By way of example only, the transmission to the Board of Director members without (monthly or quarterly) report delegations and any other information regarding the management of the Issuer and of the entities of the Nexi Group represents a conduct that is functional to the need for information and the performance of supervisory duties, as well as action in the presence of any specific detrimental acts; it is therefore possible to disclose management reports to the non-delegated directors of the Board without their concurrent disclosure to the public.

The FGIP must ensure that the Recipients of the Inside Information are aware that they cannot:

- purchase, sell or carry out any other transactions, directly or indirectly, on their own account or on the behalf of third parties, on the Financial Instruments of the Issuer or on related derivative financial instruments;
- recommend or encourage third parties, based on Relevant and/or Inside Information in their possession, to perform transactions under the previous point on the Financial Instruments of the Issuer or related derivative financial instruments;

In addition, the FGIP must ascertain that the recipients of the Relevant Informations and/or Inside Informations must be aware they are not allowed to share the abovementioned informations with third parties, outside the normal working activities, of the professional activities, the office or the function.

To this end, the FGIP must preventively inform in writing the Recipients about the information and ask them to comply with confidentiality requirements at the time of the assignment of the task.



However, if the FGIP has reasons to believe that the confidentiality obligation has been or is likely to be violated, also based on the information provided by the FOCIPs, it orders the prompt publication/posting of this Inside Information through the dissemination of a press release.

#### **4.2 PROMPT DISSEMINATION IN THE EVENT OF A DISCLOSURE**

If the Inside Information was made public according to methods non-compliant with this Regulation, the FGIP must disseminate simultaneously (on the same day) this Inside Information to the public if the disclosure was intentional, or promptly (on the same day when the FGIP is informed of the disclosure), if the disclosure was not intentional, through the appropriate press release.

### **5. MEETINGS WITH INFORMATION BODIES AND ANALYSTS**

The relationships with the financial analysts and institutional investors are the responsibility of the FGIP which avails itself of the Investor Relator.

In meetings with the financial community (including, but not limited to, meetings with financial analysts and institutional investors, rating agencies, road shows, conference calls, etc.), the Investor Relator must communicate to the FGIP with a considerable advance notice, the place, time, methods and agenda of the meeting, providing the drafts of any materials to be presented and/or distributed, in order to carry out assessments and fulfilment of market obligations.

The relationships with the press and other information media are the responsibility of the FGIP which avails itself of the External Communication & Media Relations Office.

For the protection of the principle of equal information among the different operators and notwithstanding any legislative and regulatory obligations, when meeting with the financial community, which is normally open also to media professionals, the FGIP ensures that the information obligations toward the Competent Authorities and Borsa Italiana S.p.A. are fulfilled.

If, during interviews and/or meetings, a Inside Information is unintentionally disclosed, the FGIP shall concurrently or promptly disclose it to the public according to the methods set forth in paragraph 4.2.

### **6. MARKET SURVEYS**

The communication of information functional to the conduct of market surveys or the eventual receipt of informations in the context of such Surveys, is carried out by the Issuer, either directly or through third parties, in compliance with the applicable laws.

### **7. INSIDER LIST/RIL**

#### **7.1 LIST OF PEOPLE WHO HAVE ACCESS TO RELEVANT AND/OR INSIDE INFORMATION**

The Issuer shall establish, in accordance with prevailing law and regulations, in electronic format, a register of the persons who have access to Inside Information (“**Insider List**”) and a register of the persons who have access to Relevant Information (“**RIL**”), the FGIP is responsible for keeping and updating it.

In order to update the Insider List on a timely basis, the FGIP will mainly use the information in the RIL. When an information becomes Inside Information, the persons registered on the RIL will be cancelled from the RIL and put onto the Insider Register.

The provisions of Regulation 2016/347 shall apply with regard to the format, characteristics and content of the sections that have to be open for all Relevant or Inside Information. The information to put onto the Insider List and (*mutatis mutandis*) onto the RIL is set out in **Annex C**.

The occasional sections on the Insider List or the RIL - where persons who have access to Inside Information or Relevant Information on an occasional basis are registered - are separate from the permanent sections - where persons who have access to Inside Information or Relevant Information on a continuous basis are registered.

The FGIP shall identify, for the purpose of registration in the permanent section, the parties who, for work or professional reasons or due to the functions carried out in Nexi Group, have always access to all the Inside Information or Relevant Information from when it is identified (executive bodies, corporate secretaries, etc.).

If information ceases to be Inside Information, the FGIP will indicate this circumstance and therefore informs the registered persons.

The FGIP will ensure that all the persons registered on the Insider List acknowledge the following in writing:

- (A) their registration and any updates that relate to them;
- (B) the obligations resulting from having access to Inside Information or Relevant Information (through sending the text of these Regulation) and the sanctions that will apply if said obligations are breached or in the event of the unauthorised disclosure of the Inside Information.

If the party does not communicate his/her acknowledgment of the above, the party will in any case be understood to be aware of the contents of this Regulation.

The data relating to the parties registered on the Insider List are based on the information provided by the registered parties who will be responsible for ensuring it is accurate, and kept for 5 (five) years from when the reason for registering or updating the data is no longer valid.

If the person registered is a legal person, an entity or an association of professionals, or has employees, business partners or consultants who have or could have access to Inside Information, the Issuer will register the applicable party on the Insider Register, who will have to identify the other persons who have access, or could have access to the Inside Information, and inform them of this Regulation and the related obligations.

On the basis of the current corporate management system, the corporate organisation chart and the respective jobs, the FGIP identifies as “Permanent” Insiders: once approved the hereby Regulation, the CFO, the Chief Executive Officer of Nexi and the Chairman of the Board of Directors.

## **7.2 NOTIFICATION TO THE COMPETENT AUTHORITY**

The FGIP, with the support of the Corporate&External Affairs director, will promptly send the Competent Authority the Insider List or parts of it any time it receives an express request. To that end, the FGIP will use the address provided by the Competent Authority each time, following any further instructions in the request.



## SECTION II

### 8. INTERNAL DEALING

This Section on Internal Dealing governs the restrictions and control measures in relation to Transactions carried out by the Insiders and the Closely Associated Persons of the Issuer and Subsidiaries (each of these terms as defined below).

#### 8.1 DEFINITIONS

In addition to the terms defined in other sections of this Regulation, the following terms shall have the meaning stated here.

<b>Manager List</b>	The list of names of the Managers and their Closely Associated Persons
<b>Transaction</b>	Each transaction concerning Instruments (as defined below) including but not limited to the transactions listed in <b>Annex D</b> , carried out by Insiders and the Persons Closely Associated with the Insiders
<b>Persons Closely Associated with the Insiders (both Managers and Shareholders) or Closely Associated Persons</b>	In relation to the Manager Insiders and/or the Shareholder Insiders, a) the spouse or partner who is equivalent to a spouse under Italian law; b), dependent children, including of the spouse, under Italian law; c), the parents, family and in-laws who have shared the same house for at least a year before the date of the transaction in question; or d) legal persons, trusts or partnerships where the managerial responsibility is with an Insider or a person described under letters a), b) or c), or directly or indirectly controlled by said Insider or Closely Associated Person to the Insiders, or where they have been established for his/her benefit, or where the financial interests are essentially equivalent to the interests of said Insider or Closely Associated Person to the Insiders.
<b>Insiders</b>	Manager Insiders and/or Shareholder Insiders
<b>Shareholder Insiders</b>	Anyone who holds a shareholding equal to or more than 10% of the share capital of Nexi, represented by shares with voting rights, and any other party who controls the Issuer. The shareholding is calculated in accordance with the provisions of article 118 of the Issuers' Regulation
<b>Manager Insiders</b>	The members of the Board of Directors, the Board of Statutory Auditors of the Issuer, and the parties identified as key managers by the Board of Directors of the Issuer. They are identified on the Manager List held and updated as the occasion arises by Nexi.
<b>Instruments</b>	Financial instruments, including shares and debt securities, issued by the Issuer, instruments related to them <sup>3</sup> , and any other financial product whose value, in whole or in part, is determined directly or

<sup>3</sup> "Related financial instruments" refer to: (i) financial instruments that allow the shares to be subscribed to, purchased or sold; (ii) financial debt instruments that can be converted into shares or exchanged with them; (iii) derivative financial instruments on the shares indicated by article 1, paragraph 3 of the Consolidated Law on Finance; (iv) other financial instruments that are equivalent to shares, representing said shares.

	indirectly in relation to the price of an Instrument (including derivatives <sup>4</sup> )
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## 8.2 DISCLOSURE OBLIGATIONS TO THE ISSUER AND THE COMPETENT AUTHORITY OF TRANSACTIONS CARRIED OUT BY MANAGER INSIDERS

Manager Insiders and their Closely Associated Persons will have to notify the Issuer and the Competent Authority of Transactions carried out on their behalf concerning the Issuer's Instruments if the total amount is over the threshold of 20,000 euros within the same calendar year in accordance with the procedures described below.

In order to calculate the significant threshold of 20,000 euros:

- a) Transactions carried out by Manger Insiders will not be summed with those carried out by their Closely Associated Persons;
- b) once the significant threshold of 20,000 euros has been reached, and notification pursuant to this Section has been made, all the subsequent/further Transactions (both for purchase and sale) will have to be communicated, regardless of their value, provided that they have been carried out during the civil calendar year;
- c) as at 31 December every year, regardless of the communications made, the sum of the Transactions will revert to zero.

Manager Insiders shall promptly send to the Issuer, through the use of the model set by Annex I of the hereby Regulation, the names of the Closely Associated Persons in order to add them to the Manager List and give prompt notice of any changes in order to update said list.

The information relating to the Transactions will have to be provided by filling out and sending the "Template for notification and public disclosure of transactions by persons discharging managerial, control or administration responsibilities and persons closely associated with them" pursuant to Implementing Regulation no. 523/2016, with the format set out in **Annex E**.

The transaction notifications will have to be sent to the Issuer within 3 (three) business days from the date the Transaction was carried out, to the following address [internaldealing@nexi.it](mailto:internaldealing@nexi.it) manned by the MAR operating support.

Manager Insiders and their Closely Associated Persons will also have to notify the Competent Authority.

Manager Insiders may authorise the Issuer, by signing **Annex F**, to make the communication on their behalf and on behalf of the Closely Associated Persons; in that case, they will have to send the Issuer all the information needed by the day following the date when the Transaction was carried out.

The Issuer will:

- a) inform the public of the content of the notifications received within three business days from the date of the Transaction. In this regard, External Communication & Media Relations, in agreement with Investor Relations and Corporate Affairs, manages the dissemination of information through a Regulated information dissemination facility (SDIR) and the subsequent publication on the Nexi website, with the support of Brand & Communication;

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<sup>4</sup> "Derivate instruments" refer to the derivative instruments on shares or debt securities indicated by article 1, paragraph 2-ter of the Consolidated Law on Finance.

- b) send the Competent Authority the notification received, if requested by the Manager Insiders or the Closely Associated Persons, within three days from the date the Transaction is carried out.

The forms will have to be sent, by the MAR operating support, to Consob Authority at the address [consob@pec.consob.it](mailto:consob@pec.consob.it).

### **8.3 BLACK-OUT PERIOD**

There is an absolute prohibition on Manager Insiders from carrying out Transactions on their own behalf or on behalf of third parties, directly or indirectly, in the 30 days preceding publication of the annual or half-year results that the Issuer has to share with the public according to law in force and to the rules of the negotiation seat where the shares of the Issuer are admitted (“Black-Out Period”). It is specified that announcement date represents the thirtieth day of the Black-Out Period.

In the event of a publication by the Issuer of preliminary/pre-closing data, once satisfied the conditions laid down in “Question and Answers on the Market Abuse Regulation (MAR)” published by ESMA (in particular Q.7.2 and A.7.2), the Black-Out period is anticipated with reference to the data of the notice of preliminary information, so as it does not apply with reference to the following announcement of definitive data.

The Board of Directors of the Issuer, by specific resolution, may establish other periods in which the black-out period shall apply, where no Transactions can be carried out on Nexi Instruments in conjunction with specific events (e.g. interim results, business plan, extraordinary transactions of particular relevance). In this event, the interested parties will be notified by the MAR operating support.

Both the Manager Insiders and all the Recipients who have Inside Information must not carry out or recommend to third parties any transactions on the Instruments, or persuade third parties to carry out transactions on the Instruments or notify third parties of Inside Information unless that communication is made in accordance with the normal performance of their jobs. In this case, these parties will be informed of the registration on the Manager List and the associated abstention obligations.

### **8.4 AUTHORISATION TO CARRY OUT TRANSACTIONS DURING THE BLACK-OUT PERIOD**

As an exception to the provisions of article 8.3, upon written request, with reasons given by the Manager Insider, Nexi may authorise, from time to time, Transactions to be carried out on their behalf or on behalf of third parties, directly or indirectly, during the Black-Out Period by Manager Insiders, provided that the request by the Manager Insider:

- a) is sent in writing to the Issuer to the address [internaldealing@nexi.it](mailto:internaldealing@nexi.it);
- b) includes a description of the Transaction considered, and an explanation of the exceptional nature of the situation, also giving the reasons why the specific Transaction may not be carried out at another time besides the Black-Out Period.

The assessment on whether to issue the authorisation or not will be made on a case by case basis, under the direct responsibility of the Board of Directors, by decision, provided that the following conditions and assumptions set out below have been met:

- i) the existence, to be checked on a case by case basis, of exceptional conditions such as serious financial difficulties that require the immediate sale of Instruments, that are urgent,

unexpected, pressing situations that are not the fault of the Manager Insider and that are also outside his/her control; or

- ii) the existence of specific characteristics of the Transaction, if this has to be carried out at the same time or in relation to an employee shareholding plan or savings plan, a guarantee or rights to shares or in the case of Transactions in which the legal position of the Manager Insider is not subject to changes.

## **8.5 DISCLOSURE OBLIGATIONS TO THE COMPETENT AUTHORITY AND THE PUBLIC OF TRANSACTIONS CARRIED OUT BY SHAREHOLDER INSIDERS**

Shareholder Insiders will have to notify the Competent Authority and the market of Transactions carried out on the Issuer's Instruments, carried out by them or the Closely Associated Persons, where the total amount is equal to or higher than 20,000 euros by the end of the calendar year. Each time 20,000 euros has been reached or exceeded once again, by the end of the year, the Shareholder Insiders will have to make another communication to the Competent Authority and the public. These communications must be made by the fifteenth day of the month following the one in which the Transaction was carried out.

The Shareholder Insiders may authorise the Issuer for it to make the communication on their behalf; in that case, they undertake to send the Issuer all the information needed by the day following the date the Transaction was carried out, and in any case by the fifteenth day of the month following the one the Transaction was carried out. The communication of the Transaction will be sent to the Issuer to the following address mail: [internaldealing@nexi.it](mailto:internaldealing@nexi.it).

The communication obligations that the Shareholder Insiders will have to meet shall not apply if those parties have to give notice of the Transactions made in accordance with Market Abuse Regulation obligations if they can also be classified as Manager Insiders or their Closely Associated Persons.

Transactions that are considered to be exempt in accordance with article 152-*septies* of the Issuers' Regulation do not have to be communicated or published.

Communications to the Competent Authority and the public must be made using the template in **Annex G** to this Regulation, in accordance with the provisions set out by the Consolidated Law on Finance and the Issuers' Regulation.

Communications regarding the Transactions carried out by Shareholder Insiders or their Closely Associated Persons must be sent to Consob by certified email at the address [consob@pec.consob.it](mailto:consob@pec.consob.it).

Communications to the public will have to be carried out by the Shareholder Insiders or their Closely Associated Persons by sending them to two press agencies, or using an SDIR [Regulated information dissemination facility] or, if carried out by the Company on behalf of those parties, where agreed, by sending the template (**Annex G**) in pdf format in accordance with the procedures set out by prevailing law and regulations.

## **8.6 INFORMATION REQUIREMENTS AND LIST OF INSIDERS**

The MAR operating support will prepare and update the list of Manager Insiders and the Closely Associated Persons.

The MAR operating support will inform the Manager Insiders in writing that they are subject to the obligations set out under this Section of the Regulation and prevailing laws on internal dealing.

The Manager Insiders will have to:

- a) notify the MAR operating support, in writing, of the list of their Closely Associated Persons, and any subsequent updates of the names and information previously communicated and each new name to include on the Manager List;
- b) notify the Closely Associated Persons in writing of their obligations under this Section of the Regulation and the prevailing laws on internal dealing, and keep a copy of the notification, realizing also a communication to Nexi.

## **8.7 RESPONSIBILITY**

The Issuer and the Nexi Group Companies will not be responsible for the failure to carry out the information and behaviour obligations that they are subject to under prevailing law and this Regulation, or if these obligations are carried out on an incomplete or late basis, by the Insiders and the Persons Closely Associated with the Insiders.

If the Issuer is authorised to make the communication as provided under paragraphs 7.3 and 7.5, this will not rule out the responsibility of the Insiders and their Closely Associated Persons to fulfil their obligations.

## **8.8 DISSEMINATION OF THE REGULATION**

The Issuer will notify the Insiders in writing of their obligations under the present section 8.

The Insiders will inform the Closely Associated Persons in writing of their obligations under this section by using the form in **Annex H** to this Regulation and keeping a copy of the notification.

## **9. FINAL PROVISIONS**

Prevailing law and regulations and those that apply to the Issuer and the Guidelines shall apply to anything that is not expressly provided for in this Regulation.

## **10. ANNEXES**

Annex A) List of examples of the types of Inside Information

Annex B) Financial instruments

Annex C) Insider List and RIL Templates (Annex I of the Implementing Regulation (EU) 2016/347)

Annex D) List of examples of the transactions subject to communication obligations (internal dealing) by the Insiders

Annex E) Template for the notification and communication to the public of the transactions carried out by persons who carry out administration, control or management functions or their closely associated persons

Annex F) Template to authorise the Company to make the communications to the Competent Authority

Annex G) Template for the notification and communication to the public of the transactions carried out by Shareholder Insiders

Annex H) Template for the notification to the Closely Associated Persons

## **ANNEX A - LIST OF EXAMPLES OF THE TYPES OF INSIDE INFORMATION**

### **I. Inside information that directly relates to an issuer.**

Information relating to:

- ownership structures
- management composition
- management bonus plans
- auditor activities
- equity transactions
- issue of financial instruments
- characteristics of the financial instruments issued
- acquisitions, mergers, spin-offs, etc.
- restructuring and reorganisations
- transactions on financial instruments, buy-backs and accelerated book-building
- insolvency proceedings
- legal disputes
- withdrawal of lines of credit
- write-downs / revaluations of assets or financial instruments in portfolio
- patents, licences, charges, etc.
- insolvency of significant debtors
- destruction or damage of uninsured goods
- purchase or sale of assets
- performance
- changes in the expected accounting results for the period (profit warnings or earnings surprises)
- receipt or cancellation of big orders
- entry into (or exit from) markets
- changes to the investment plans
- dividend distribution policies
- for the banks, information that the issuer learns from the supervisory authorities within the scope of the Supervisory Review and Evaluation Process (SREP) carried out in accordance with article 97 of Directive 2013/36/EU (CRD IV).

### **II. Non-exhaustive list of examples of types of information that indirectly relates to the issuer.**

Information relating to:

- data and statistics issued by public institutions
- upcoming publications of ratings agencies reports
- upcoming publications of research by financial analysts.
- investment recommendations and suggestions on the value of financial instruments
- decisions by the central bank on interest rates
- decisions by the government on taxation, industry regulations, debt management, etc.
- decisions by the public authorities and local governments
- decisions relating to changes of the rules on the definition of market indices and especially, their breakdown
- decisions on the microstructure of trading venues, for example changes in the market segment in which the issuer's shares are traded or changes in the trading procedures or changes of the market makers or the trading conditions
- decisions by the supervisory or antitrust authorities.

**III. Information regarding the issuer on an indirect basis where after its publication it is possible that relevant information that was not considered inside by the issuer becomes inside information.**

If the government makes an order that could benefit, under certain conditions, companies in the industry in which the issuer operates, the issuer may be the only one who knows whether it already meets the conditions and the extent of the benefit.

If the consensus by financial analysts increases the valuation of the issuer on the basis of situations, facts, data or expectations that the issuer, however, knows are not founded, this information could become inside information.

If the manager of a stock market index includes the issuer's financial instruments onto the stock market index, the issuer, considering that the information relates directly to it, does not make a communication unless the information has a specific impact on the financial instruments of the issuer that are not already known to the market.



## **ANNEX B - FINANCIAL INSTRUMENTS**

- (1) Transferable securities, or the categories of assets, excluding payment instruments, that can be traded on capital markets, for example: (a) company shares or securities that are equivalent to the shares of companies, partnerships or other parties and share deposit certificates; (b) bonds and other debt securities, including certificates of deposit relating to those securities; (c) any other security that provides for the purchase or sale of said transferable securities or that involve spot settlement determined with reference to transferable securities, currencies, interest rates or yield rates, goods or other indices or measures; 'deposit certificates' refer to: securities that can be traded on capital markets, representing the ownership of securities of a non-domiciled issuer, admissible to trading on a regulated market and traded independently from the securities of the non-domiciled issuer.
- (2) Monetary market instruments.
- (3) shares in a collective investment undertaking.
- (4) Option contracts, standardised future financial contracts, swaps, agreements for future interest rate swaps and other contracts on derivative instruments related to transferable securities, currencies, interest rates or yields, issue shares or other derivative financial instruments, financial indices or financial measures that can be settled with physical delivery of the underlying asset or by payment of cash differentials.
- (5) Option contracts, standardised future financial contracts, swaps, forward contracts and other contracts on derivative instruments related to goods when the settlement is through the payment of differentials in cash or can be made in cash at the discretion of one of the parties (for other reasons besides default or another event that results in the termination).
- (6) Option contracts, standardised future financial contracts, swaps and other contracts on derivative instruments related to goods that may be settled with physical delivery provided that they are traded on a regulated market, a multilateral trading facility or organised trading facility, except for wholesale energy products traded on an organised trading facility that have to be settled with physical delivery.
- (7) Option contracts, standardised future financial contracts, swaps, forward contracts and other contracts on derivative instruments related to goods that cannot be carried out differently to those referred to in paragraph 6 and that do not have commercial purposes, with the characteristics of other derivative financial instruments.
- (8) Derivative financial instruments for transfer of the credit risk.
- (9) Differential financial contracts.
- (10) Option contracts, standardised future financial contracts, swaps, forward contracts on interest rates and other contracts on derivative financial instruments related to weather variables, transport rates, inflation rates or other official economic statistics, when they have to be settled through the payment of cash differentials or could be paid that way at the discretion of one of the parties (instead of in the case of default or another event that results in termination of the contract) or other contracts on derivative instruments related to goods, rights, obligations, indices and measures, not otherwise referred to in this section, that have the characteristics of other derivative financial instruments, considering, inter alia, whether they are traded on a regulated market, an organised trading facility or a multilateral trading facility.



**ANNEX C - INSIDER LIST AND RIL TEMPLATES (Annex I of Implementing Regulation (EU) 2016/347)**

**TEMPLATE 1 - List of persons who have access to inside information - Section on [Name of the deal-specific or event-based inside information]**

**Date and time (of creation of this section of the insider list i.e. when this inside information was identified):** [yyyy-mm-dd, hh:mm UTC  
(coordinated universal time)]

**Date and time (last update):** [yyyy-mm-dd, hh:mm UTC (coordinated universal time)]

**Date of transmission to the competent authority:** [yyyy-mm-dd]

<b>First Name of the Insider</b>	<b>Surname of the Insider</b>	<b>Birth Surname of the Insider (if different)</b>	<b>Professional Telephone Number(s) (work direct telephone line and work mobile numbers)</b>	<b>Company name and address</b>	<b>Function and reason for being Insider</b>	<b>Obtained (the date and time at which a person obtained access to Inside information)</b>	<b>Ceased (the date and time at which a person ceased to access to Inside information)</b>	<b>Date of birth</b>	<b>National Identification Number (if applicable)</b>	<b>Personal telephone numbers (home and personal mobile telephone numbers)</b>	<b>Personal full home address (street name, street number, city, post/zip code, country)</b>
[text]	[text]	[text]	[numbers]	[Address]	[Text]	[yyyy-mm-]	[yyyy-mm-]	[yyyy-]	[number]	[numbers]	[Text: detailed]

			(no space)]	of issuer/emission allowance market participant/auction platform/auctioneer/auction monitor or third party of the Insider]	describing role, function and reason for being on this list]	dd, hh:mm UTC]	dd, hh:mm UTC]	mm - dd]	and/or text]	(no space)]	personal address of the Insider — Street name and street number — City — Post/Zip code — Country]

**TEMPLATE 2**

**Permanent access section of the list of persons with access to inside information**

**Date and time (of creation of the permanent access section):** [yyyy-mm-dd, hh:mm UTC (coordinated universal time)]

**Date and time (last update):** [yyyy-mm-dd, hh:mm UTC (coordinated universal time)]

**Date of transmission to the competent authority:** [yyyy-mm-dd]

<b>First Name of the Insider</b>	<b>Surname of the Insider</b>	<b>Birth Surname of the Insider (if different)</b>	<b>Professional Telephone Number(s) (work direct telephone line and work mobile numbers)</b>	<b>Company name and address</b>	<b>Function and reason for being Insider</b>	<b>Recorded (the date and time when the Insider has been recorded in the permanent access section)</b>	<b>Date of birth</b>	<b>National Identification Number (if applicable)</b>	<b>Personal telephone numbers (home and personal mobile telephone numbers)</b>	<b>Personal full home address (street name, street number, city, post/zip code, country)</b>
[text]	[text]	[text]	[numbers (no space)]	[Address of issuer/emission allowance market participant/auction platform/auctioneer/auction monitor or third party of the Insider]	[Text describing role, function and reason for being on this list]	[yyyy-mm-dd, hh:mm UTC]	[yyyy-mm-dd]	[number and/or text]	[numbers (no space)]	[Text: detailed personal address of the Insider — Street name and street number — City — Post/ — Zip code — Country]

**ANNEX D - LIST OF EXAMPLES OF THE TRANSACTIONS SUBJECT TO COMMUNICATION OBLIGATIONS (INTERNAL DEALING) BY THE INSIDERS**

- a) purchases, sales, short sales, subscriptions or swaps;
- b) the acceptance or exercise of an option right, including an option right given to people who exercise functions of administration, control or management or employees as part of their remuneration, and the sale of shares resulting from the exercise of an option right;
- c) agreement to swaps related to stock indexes or the exercise of those contracts;
- d) transactions in derivative instruments or instruments related to them, including transactions with cash settlements;
- e) agreement to a contract for difference relating to a financial instrument of the issuer involved or shares of issues or auction products on the basis of these;
- f) the acquisition, sale or exercise of rights including put and call options and warrant options;
- g) subscribing to a capital increase or issuing debt securities;
- h) transactions in derivative instruments and financial instruments connected to a credit instruments of the issuer involved including credit default swaps;
- i) conditional transactions subject to the occurrence of conditions and the actual execution of the transactions;
- j) the automatic or non-automatic conversion of a financial instrument into another financial instrument, including the exchange of bonds that can be converted into shares;
- k) gifts or donations given or received and inheritances received;
- l) transactions carried out in products, baskets or indexed derivative instruments if so provided under article 19 of (EU) Regulation no. 596/2014;
- m) transactions carried out in shares or investment fund shares, including alternative investment funds (FIA) pursuant to article 1 of Directive 2011/61/EU of the European Parliament and Council, if so provided under article 19 of Regulation (EU) no. 596/2014;
- n) transactions carried out by the manager of an alternative investment fund in which the person who exercises the functions of administration, control or management has invested, or a person closely associated with them, if so provided under article 19 of Regulation (EU) no. 596/2014;
- o) transactions carried out by third parties within the scope of an asset management mandate or an individual portfolio management mandate on behalf of or in favour of a person who exercises functions of administration, control or management or a person closely associated with them;
- p) the taking on or granting of a loan of shares or debt securities of the issuer or derivative instruments or other financial instruments related to them;
- q) the assignment as collateral or a loan of financial instruments by or on behalf of a person who exercises functions of administration, control or management or a person closely associated with them, pursuant to the paragraph;
- r) transactions carried out by those who prepare or carry out professional transactions or by anyone else on behalf of a person who exercises functions of administration, control or management or a person closely associated with them, even when discretion is exercised;
- s) transactions carried out within the scope of a life insurance contract, defined in accordance with directive 2009/138/EC by the European Parliament and Council, in which: (i) the insurance contracting party is a person who exercises functions of administration, control or management or a person closely associated with

them; (ii) the contracting party bears the investment risk; and (iii) the contracting party has the power or discretion to make investment decisions in relation to specific instruments contemplated by the life insurance in question, or to carry out transactions regarding the specific instruments of said life insurance.

**ANNEX E - TEMPLATE FOR THE NOTIFICATION AND COMMUNICATION TO THE PUBLIC OF THE TRANSACTIONS CARRIED OUT BY PERSONS WHO CARRY OUT ADMINISTRATION, CONTROL OR MANAGEMENT FUNCTIONS OR THEIR CLOSELY ASSOCIATED PERSONS**

The form is the same as the template pursuant to the annex to Implementing Regulation (EU) 2016/523 adopted by the Commission, as implemented if necessary by the Competent Authorities.

**Internal distribution**

**Annex F - Template to authorise the Company to make the communications provided for under article 19 of the Market Abuse Regulation on internal dealing to the Supervisory Authority**

Dear Issuer

**Authorisation to the Company to make the communications to the Supervisory Authority**

I, the undersigned ....., tax code ....., born in ....., on ....., resident in .....  
Via/Piazza .....

- acknowledging that I have been included - in accordance with article 19 of Regulation (EU) no. 596/2014 - as a party who has internal dealing obligations, and that there are obligations and sanctions that apply to me by internal dealing laws with reference to transactions relating to financial instruments of Nexi S.p.A. ("Company");
- having read the Regulation adopted by the Company and the obligations I am subject to as a result;
- considering that the Company has expressed its willingness to carry out, on behalf of the Insiders and the relative Closely Associated Persons (as defined in the Internal Dealing Regulation adopted by the Company), the obligatory communications to be made to the Supervisory Authority;

authorise the Company

to carry out, on my behalf, and for the Persons who are closely associated with me, and on the basis of the information that I have given, to make, to the above-mentioned Authority, the communications described under article 19 of the Regulation (EU) no. 596/2014.

To that end, I acknowledge that in order to permit the Company to make the communications identified above on my behalf and for the Persons Closely Associated with me, I will have to inform it of the transactions carried out, that are relevant in accordance with article 19 of the Regulation (EU) no. 596/2014, in accordance with the procedures provided for under this law, on a timely basis and no later than the day following the date of the transaction.

(Date and Place)

(Signature)

**ANNEX G - TEMPLATE FOR THE NOTIFICATION AND COMMUNICATION TO THE PUBLIC  
OF THE TRANSACTIONS CARRIED OUT BY SHAREHOLDER INSIDERS**

The form is the same as the template set out in Annex 6 to the Issuers' Regulation adopted by Consob with resolution no. 11971 of 14 May 1999 (as amended).

**Internal distribution**



**ANNEX H - TEMPLATE FOR THE NOTIFICATION TO THE CLOSELY ASSOCIATED PERSONS**

In accordance with article 19, paragraph 5, of Regulation (EU) no. 596/2014 (*Market Abuse Regulation - MAR*), as amended, we inform you that - as person/s who are closely associated with me - you are subject to the obligation to give notice of all transactions in financial instruments of Nexi S.p.A. Each notification will have to be made within 3 business days following the date of the transaction to:

- Nexi S.p.A.;
- Supervisory authorities.

The notifications shall be made using the form set out in the Annex to Delegated Regulation (EU) no. 2016/523, and Annex G of the Regulation adopted by Nexi S.p.A. on internal dealing, attached hereto.

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In accordance with the “Regulation for handling relevant/inside information, set up and management of the RIL, Insider List and internal dealing” of Nexi S.p.A., please note that the transactions subject to notification will have to be promptly communicated to me so that I can fulfil the notification obligation in question, on your behalf, by the day following the one the transaction is carried out.

Please confirm receipt of this letter, and return a signed copy of it.

(Date and Place)

(Signature)

**Internal distribution**