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THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION.

Nexi S.p.A. annuncia l'avvio del collocamento di un prestito obbligazionario senior unsecured equity-linked per Euro 500 milioni con scadenza al 2027

Milano, 16 Aprile 2020 – Nexi S.p.A., una società per azioni incorporata in Italia ("**Nexi**" o l'"**Emittente**"), annuncia l'avvio in data odierna del collocamento (il "**Collocamento**") di obbligazioni senior unsecured equity-linked con scadenza al 2027 (le "**Obbligazioni**"). L'importo nominale complessivo delle Obbligazioni oggetto del Collocamento è pari a Euro 500 milioni.

L'Emittente si riserva il diritto di modificare le condizioni e la tempistica del Collocamento, rivolto a investitori qualificati e nel rispetto delle usuali restrizioni applicabili a questo tipo di offerte, in qualsiasi momento.

Le Obbligazioni saranno convertibili in azioni ordinarie dell'Emittente (le "**Azioni Ordinarie**"), subordinatamente all'approvazione da parte dell'assemblea straordinaria dell'Emittente (l'"**Assemblea**"), di un aumento di capitale con esclusione del diritto di opzione ai sensi dell'art. 2441, comma 5, del codice civile da riservare esclusivamente al servizio della conversione delle predette Obbligazioni (l'"**Aumento di Capitale**"). L'Assemblea sarà convocata entro la data del 31 dicembre 2020 (la "**Long-Stop Date**") dal Consiglio di Amministrazione dell'Emittente, nel rispetto della normativa applicabile. Successivamente a tale approvazione, l'Emittente emetterà un'apposita nota (la "**Physical Settlement Notice**") per gli obbligazionisti.

Antecedentemente alla notifica della Physical Settlement Notice da parte dell'Emittente, gli obbligazionisti avranno il diritto di ricevere il rimborso anticipato delle Obbligazioni durante il c.d. *Settlement Period* (così come definito nelle condizioni del prestito) al c.d. *Cash Alternative Amount* (così come definito nelle condizioni del prestito).

Nel caso di mancata approvazione dell'Aumento di Capitale entro la Long-Stop Date, l'Emittente potrà, con avviso scritto agli obbligazionisti da pubblicare entro i 10 giorni di negoziazione di Borsa successivi alla Long Stop Date, rimborsare integralmente, e non parzialmente, le Obbligazioni, ad un importo pari al maggiore tra (a) il 102% dell'importo nominale del prestito e (b) il 102% del *Fair Bond Value* delle Obbligazioni (come definito nelle condizioni del prestito), in entrambi i casi includendo gli interessi maturati e non

ancora riconosciuti.

Le Obbligazioni, emesse alla pari in forma nominativa con taglio minimo unitario di €100.000, salvo che non siano state precedentemente rimborsate, convertite o acquistate e cancellate in base alle condizioni del prestito, saranno rimborsate al loro valore nominale intorno alla scadenza del 24 aprile 2027 (7 anni).

Si prevede che le Obbligazioni abbiano una cedola annuale a tasso fisso annuo tra il 1,00% e 1,75%, da corrispondersi su base semestrale posticipata.

Il prezzo di conversione iniziale incorporerà un premio di conversione tra il 45% e il 50% applicato al Reference Share Price, a sua volta pari al prezzo del collocamento delle Azioni Ordinarie nel “Concurrent Equity Offering” (come definito e meglio descritto nel prosieguo).

L’Emittente avrà diritto di rimborsare in toto, ma non in parte, le Obbligazioni al loro valore nominale, oltre agli interessi maturati, a partire dal giorno che cade 5 anni e 15 giorni di negoziazione dopo la Data di Emissione (c.d. *Issue Date*), nel caso in cui il c.d. *Parity Value* (come definito nelle condizioni del prestito) sia (i) per almeno 20 giorni di negoziazione su 30 giorni di negoziazione consecutivi superiore a Euro 130.000,00 o (ii) in qualsiasi momento se l’85% o più delle Obbligazioni emesse inizialmente sarà stato convertito, rimborsato o acquistato e cancellato. Inoltre, come da prassi l’Emittente avrà la facoltà di rimborsare anticipatamente e integralmente il prestito per ragioni fiscali, qualora lo stesso debba farsi carico, in relazione ai pagamenti dovuti, di imposte di competenza degli obbligazionisti, fermo restando il diritto degli obbligazionisti di scegliere di non essere rimborsati e di ricevere, successivamente, pagamenti netti degli interessi (c.d. *tax call*).

A ciascun investitore sarà concessa la facoltà di richiedere il rimborso anticipato al valore nominale delle Obbligazioni, oltre al pagamento degli interessi maturati e non ancora versati, al verificarsi di un c.d. *Change of Control* o c.d. *Free Float Event* (come definiti nelle condizioni del prestito).

Le Obbligazioni saranno, al momento dell’emissione, *unsecured* e non assistite da alcuna garanzia reale e non garantite da alcuna società controllata ma potrebbero essere garantite in circostanze limitate definite dalle condizioni del prestito tra cui, *inter alia*, l’estensione alle Obbligazioni delle eventuali garanzie reali e/o personali fornite in relazione al prestito obbligazionario “€825,000,000 1.75% Senior Notes due 2024” emesso il 21 ottobre 2019, ove ancora in circolazione.

I Joint Bookrunners hanno informato l’Emittente che, contestualmente al collocamento delle Obbligazioni, intendono effettuare il simultaneo collocamento accelerato di azioni dell’Emittente (la “**Concurrent Equity Offering**”), per conto dei sottoscrittori delle obbligazioni che intendano procedere con la vendita allo scoperto di tali azioni con finalità di *hedging* relativamente al rischio di mercato derivante dall’investimento nelle Obbligazioni, ad un prezzo di mercato da determinarsi attraverso un c.d. *accelerated bookbuilding process*. La Società non riceverà proventi dalla Concurrent Equity Offering. Si prevede che il Reference Share Price delle Obbligazioni sia pari al prezzo di collocamento del Concurrent Equity Offering.

I proventi derivanti dal Collocamento saranno utilizzati per finanziare parte del corrispettivo previsto per l'acquisizione delle attività di *merchant acquiring* da Intesa San Paolo S.p.A, come comunicato al mercato il 19 dicembre 2019 (con una corrispondente riduzione dell'importo concesso all'Emittente nell'ambito del finanziamento *bridge* da alcuni Joint Bookrunners o società affiliate in relazione a tale acquisizione) e/o l'attività caratteristica della società.

L'Emittente, anche per conto delle società controllate, assumerà, in linea con la prassi di mercato per operazioni simili e per un periodo di 90 giorni dalla Data di Emissione (come definita nel proseguo), impegni di inalienabilità (c.d. *lock-up*) in relazione all'emissione di Azioni Ordinarie nonché di eventuali strumenti finanziari alle stesse collegate, salve alcune eccezioni quali, *inter alia*, i piani di stock-option e la rinuncia espressa al *lock-up* da parte dei Joint Global Coordinators per conto dei Managers.

Nexi prevede di annunciare i termini finali delle Obbligazioni nella giornata di domani una volta completato il processo di *bookbuilding* mentre il regolamento delle Obbligazioni avverrà in data 24 aprile 2020 (la "**Data di Emissione**").

La Società presenterà richiesta di ammissione delle Obbligazioni alla negoziazione sul mercato Vienna MTF gestito dalla Borsa di Vienna entro 90 giorni dalla Data di Emissione.

Nel contesto del Collocamento, BofA Securities, Banca IMI, Goldman Sachs International, HSBC e J.P. Morgan agiranno in qualità di Joint Global Coordinators e Joint Bookrunners. Banco Akros S.p.A. – Gruppo Banco BPM, Mediobanca – Banca di Credito Finanziario S.p.A e UBI Banca agiranno in qualità di Joint Bookrunners (insieme, i "**Joint Bookrunners**" oppure i "**Managers**").

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Nexi

Nexi, società quotata sul mercato MTA di Borsa Italiana, è la PayTech leader in Italia, operante in partnership consolidate con circa 150 istituti Bancari. 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 Solutions:

Merchant Services & Solutions: Nexi, insieme alle Banche partner, serve circa 900.000 commercianti;

Cards & Digital Payments: Nexi e le Banche partner gestiscono 41,6 milioni di carte di pagamento;

Digital Banking Solutions: Nexi gestisce 13.100 ATM, circa 469 mila postazioni di e-banking e 947 milioni di transazioni nei servizi di clearing nel 2019. Inoltre ha sviluppato il sistema open banking in collaborazione con il consorzio CBI al quale hanno già aderito le principali Banche Italiane.

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This announcement relates to the disclosure of information that qualified, or may have qualified, as inside information within the meaning of Article 7(1) of the EU Market Abuse Regulation (Regulation (EU) No. 596/2014) ("MAR").

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