

Nexi annuncia il *pricing* di due prestiti obbligazionari *senior unsecured* per un totale di € 2.100 milioni

L'operazione permette di estendere la scadenza e ridurre il costo medio del debito del Gruppo

Milano, 15 aprile 2021 – Nexi S.p.A. (“Nexi” o l’“Emittente” e, unitamente alle sue società controllate, il “Gruppo”) annuncia che, a completamento delle attività di *bookbuilding*, in data odierna si è tenuto il *pricing* di due prestiti obbligazionari *senior unsecured* non garantiti per un totale di € 2.100 milioni in linea capitale di cui € 1.050 milioni con scadenza il 30 Aprile 2026 (le “**Obbligazioni 2026**”) e € 1.050 milioni con scadenza il 30 Aprile 2029 (le “**Obbligazioni 2029**” e, congiuntamente alle Obbligazioni 2026, le “**Obbligazioni**”). Le Obbligazioni 2026 sono state collocate al loro valore nominale e corrispondono una cedola semestrale a tasso fisso dell’1.625% annuo. Le Obbligazioni 2029 sono state collocate al loro valore nominale e corrispondono una cedola semestrale a tasso fisso dell’2.125% annuo. L'emissione delle Obbligazioni, congiuntamente all'emissione delle Obbligazioni 2028 (come infra definito), permette a Nexi di pre-finanziare la Fusione Nets e la Fusione SIA e di estendere la data di scadenza del debito del Gruppo, riducendone inoltre significativamente il costo medio, stabilendo anche un nuovo *benchmark* grazie alla cedola piú bassa (per quanto riguarda le Obbligazioni 2026) e la data di scadenza piú lunga (per quanto riguarda le Obbligazioni 2029) per un prestito obbligazionario non convertibile mai emesso dal Gruppo.

L'emissione delle Obbligazioni è prevista per il 29 aprile 2021 ed è soggetta alle consuete condizioni sospensive.

Le Obbligazioni sono regolate dalla legge dello Stato di New York ed è atteso che siano ammesse alle negoziazioni sul sistema multilaterale di negoziazione “Euro MTF” della Borsa del Lussemburgo a decorrere dalla data di emissione.

Il rating assegnato alle Obbligazioni è Ba3 da parte di Moody’s Investors Service, Inc., BB- da parte di Fitch Ratings, Inc. e BB- da parte di S&P Global Ratings.

I proventi derivanti dall'emissione delle Obbligazioni saranno utilizzati: (i) congiuntamente ai proventi derivanti dall'emissione del prestito obbligazionario *senior unsecured equity-linked* con scadenza 2028 (le “**Obbligazioni 2028**”), emesso dall’Emittente il 24 febbraio 2021, per rifinanziare l’indebitamento finanziario del gruppo facente capo a Nets Topco 2 S.à r.l. (“**Nets**”) e le sue controllate a seguito della prevista fusione fra Nets e Nexi annunciata il 15 novembre 2020 (la “**Fusione Nets**”), (ii) per rifinanziare l’indebitamento finanziario di SIA S.p.A. (“**SIA**”) a seguito della prevista fusione fra SIA e Nexi annunciata il 5 ottobre 2020 (la “**Fusione SIA**” e, congiuntamente alla Fusione Nets, le “**Fusioni**”) e (iii) per pagare costi e oneri relativi alle Fusioni e all'emissione delle Obbligazioni. I proventi derivanti dall'emissione delle Obbligazioni saranno inizialmente depositati in un conto segregato in attesa dell’avvenuta conclusione della prima fra la Fusione Nets e la Fusione SIA. Nonostante l’Emittente intenda utilizzare i proventi dell'emissione delle Obbligazioni



ai fini delle Fusioni, una volta che gli stessi siano rilasciati dal conto segregato, l'Emittente potrà optare di utilizzare la porzione rimanente dei proventi dell'emissione delle Obbligazioni per finanziare l'attività ordinaria dell'Emittente (ivi incluso per rifinanziare l'indebitamento finanziario esistente dell'Emittente).

Le Obbligazioni sono destinate solamente 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 Obbligazioni non sono state oggetto di registrazione ai sensi del Securities Act o di altre leggi applicabili, e non possono essere offerte o acquistate negli Stati Uniti in assenza di registrazione o di una esenzione dai requisiti di registrazione conformemente al Securities Act e ad altre leggi applicabili.

Il collocamento delle Obbligazioni 2026 è stato curato da BofA Securities, Credit Suisse, Goldman Sachs International, IMI—Intesa Sanpaolo, Banca Akros S.p.A., Gruppo Banco BPM, Barclays, Citigroup e Deutsche Bank. Il collocamento delle Obbligazioni 2029 è stato curato da BofA Securities, HSBC, J.P. Morgan, UniCredit Bank, BNP PARIBAS, Mediobanca e Morgan Stanley.



Nexi

Nexi è la PayTech leader in Italia, il riferimento per i pagamenti digitali nel nostro Paese. La società, quotata sul mercato MTA di Borsa Italiana, opera in partnership consolidate con circa 150 istituti bancari: attraverso la sua tecnologia connette banche, punti vendita e cittadini con l'obiettivo di cambiare il modo in cui le persone e le aziende pagano ed incassano ogni giorno, accelerando così la diffusione dei pagamenti digitali e la transizione a una cashless society, indispensabile per la modernizzazione del 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 circa 43 milioni di carte di pagamento per oltre 30 milioni di detentori di carte di pagamento;

Digital Banking Solutions: Nexi gestisce 13,000 ATM e circa 480 mila postazioni di e-banking. Inoltre ha sviluppato, come partner tecnologico, il sistema open banking di CBI S.c.p.a. al quale hanno già aderito le principali Banche Italiane.

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