NEXI S.p.A. – Extraordinary and Ordinary Shareholders' Meeting of March 3rd, 2021

APPOINTED REPRESENTATIVE PROXY FORM PURSUANT TO ARTICLE 135-UNDECIES OF LEGISLATIVE DECREE N. 58 DATED FEBRUARY 24th, 1998 (THE "CFA")

and to Article 106, paragraph 4 of Law Decree no. 18 dated March 17th, 2020, on measures to strengthen the National Health Service and economic support for families, workers and businesses related to the epidemiological emergency of COVID-19, as converted by Law no. 27 dated April 24th, 2020 and as recently extended by Law Decree no. 183 dated December 31st, 2020, (the "Decree")

Società per Amministrazioni Fiduciarie "SPAFID" S.p.A., with registered office in Milan, via Filodrammatici n. 10, fiscal code n. 00717010151, part of the Mediobanca Banking Group entered on the Register of Banking Groups, authorized under Ministerial Decree dated November 24th, 1941 to carry out trust activities in accordance with Law no. 1966 dated November 23td, 1939 as amended (hereinafter "Spafid"), acting in the capacity of "Appointed Representative", pursuant to Article 135-undecies CFA and to Article 106, paragraph 4 of the Decree, of Nexi S.p.A. (hereinafter the "Company" or "Nexi"), in the person of its specifically tasked employee or associate, gathers voting proxies in relation to the Extraordinary and Ordinary Shareholders' Meeting of Nexi to be held on March 3rd, 2021, in single call, at 10:00 a.m., at the registered offices of the Company, in Corso Sempione No. 55, Milan, as set forth in the notice of the Shareholders' Meeting published on January 28th, 2021 on the Company's website at www.nexi.it/en, in the section "Investors/Shareholders-meeting/2021", with an extract also published in the Italian daily newspaper "Il Corriere della Sera", on January 29th, 2021.

The form of proxy with the relating voting instructions shall be received, in original, by Spafid by the end of the second open market day preceding the date set for the Meeting (i.e. by 11:59 p.m. of March 1st, 2021). The proxies and voting instructions may be revoked within the same deadline.

Declaration of the Appointed Representative

Spafid, declares that it has no personal interest in the proposed resolutions being voted upon. However, (i) in view of the contractual relations existing between Spafid and the Company with regard, in particular, to the provision of technical assistance in shareholders' meeting and additional services, as well as (ii) the existence of fiduciary mandates by virtue of which Spafid could hold, on behalf of its clients, equity interests in the Company, in relation to which it will exercise the voting rights at the Shareholders' Meeting on the basis of the specific instructions received, in order to avoid any subsequent disputes about the supposed existence of circumstances able to create a conflict of interest under Article 135-decies, paragraph 2, f) CFA, Spadif expressly declares that, if circumstances unknown when the proxy is granted should occur, which cannot be communicated to the proxy grantor, or in the event of amendment or additions to the proposals put forward to the Shareholders' Meeting, it does not intend to cast a different vote from that indicated in the instructions. If Spadif does not receive any specific instructions for such cases in the relevant sections of the form, the general instructions provided shall be considered as confirmed, as far as possible. Please note that If it is not possible to vote in accordance with the instructions provided, Spafid will abstain from voting on such items. In any case, in absence of voting instructions on some of the items on the agenda, Spafid shall not express any vote for such items.

PROXY FORM

(Section to be notified to the Company via the Appointed Representative - Complete with the information requested following the below instructions)(8)

I, the undersigned (party signing the proxy)		Name(*)	Surname(*)		
born in (*)		on (*)	Tax identification code or other identification (if foreign) (*)		
resident in(*)		Address (*)			
Phone n° (**)		Email (**)			
Valid ID document (type) (*) (to be enclosed as a copy)		Issued by (*)	No. (*)		
in quality of (tick the box that interests you)*					
□ shareholder with the right to vote - □ other (specify)			ry - 🗆 custodian - 🗆 manager		
	Name Surname / name of the company: (*)				
Shareholder (if different)	born in (*)		on (*)		
	Registered office / Resident in (*)				
	Tax identification code (or other id	entification if foreign) (*)			
Related to					
n. ordinary shares Nexi S.p.A (ISIN IT0005366767)		Registrated in the securities account (1) no.	atthe custodian ABI CAB		
referred to the communication (pursuant to Article 83-sexies CFA (2) no.		Supplied by the custod	lian:		

DELEGATES the Appointed Representative to participate and vote in the Shareholders' Meeting indicated above as per the instructions provided below.

this case, the vote shall be expre	re that the proxy to the Appointed Representative mig essed for the sole proposals in respect of which instruct the treatment of his/her/its personal data for the purp	tions have been granted.		•	
Place/Date*,	Signature*				
(*) Mandatory.	onal data in compliance with the provisions contained in the reto better assist the delegating party.	elevant disclosure attached hereto.			
	\	OTING INSTRUCTIONS			
		Part 2 of 2			
The undersigned (4) (Compan	(Section containing information intended to Name (Personal details)	or the Appointed Representative only -	lick the relevant boxes)		
	e in accordance with the voting instructions given belo	ow at the Extraordinary and Ordinary St	nareholders' Meeting of Nexi S.p	.A. to be held on	March 3 rd , 2021,
	EXTRAORDINARY	PART OF THE SHREHOLDERS' MEETING	G		
Item 1 – Approval of the pla	an for the cross-border merger by incorporation	of Nets Topco 2 S.à r.l. into Nexi S.p	.A. Consequent and related	resolutions.	
Proposal of the Board of Di		·	□ In Favour	□ Against	□ Abstain
If circumstances occur whi	ch are unknown or in the event of a vote on am	endments or additions to the resolu	utions submitted to the meet	ing	
□ confirms the instructio		Modify the instructions			
□ revokes the instruction	ns	□ In favour: □ Against □ Abstain			
	ORDINARY PAI	RT OF THE SHREHOLDERS' MEETING			
	nber of members of the Board of Directors from t ate of the cross-border merger by incorporation				ı effect
1.1 - Increase in the number	er of members of the Board of Directors from the	current thirteen to fifteen			
Proposal of the Board of Di	rectors		□ In Favour	□ Against	□ Abstain
Proposal of resolution (if su	ubmitted by the holder of voting rights and publi	shed by the issuer)	□ In favour	□ Against	□ Abstain

(Shareholders' name)				
If circumstances occur which are unknown or in the event of a vote on amendmen	nts or additions to the resolutions subr	nitted to the meetin	g	
□ confirms the instructions	Modify the instructions (express preference)			
□ revokes the instructions	□ In favour: □ Against □ Abstain			
1.2 - Appointment of two Directors				
Proposal of the Board of Directors		□ In Favour	□ Against	□ Abstain
Proposal of resolution (if submitted by the holder of voting rights and published by t (Shareholders' name)	he issuer)	□ In Favour	□ Against	□ Abstain
If circumstances occur which are unknown or in the event of a vote on amendmer	nts or additions to the resolutions subr	nitted to the meetin	g	
□ confirms the instructions	Modify the instructions (express preference)			
□ revokes the instructions	□ In favour: □ Against □ Abstain			
1.3 - Term of office of the two new directors				
Proposal of the Board of Directors		□ In Favour	□ Against	□ Abstain
Proposal of resolution (if submitted by the holder of voting rights and published by t (Shareholders' name)	·	□ In Favour	□ Against	□ Abstain
If circumstances occur which are unknown or in the event of a vote on amendmen	nts or additions to the resolutions subr	mitted to the meetin	g	
□ confirms the instructions	Modify the instructions (<u>express</u>	<u>preference</u>)		
□ revokes the instructions	□ In favour: □ Against □ Abstain			
1.4 - Remuneration of the two new directors				
Proposal of the Board of Directors		□ In Favour	□ Against	□ Abstain

Proposal of resolution (if submitted by the holder of voting rights and published by the	mitted by the holder of voting rights and published by the issuer)		□ Against	□ Abstain
(Shareholders' name)			- Againsi	_ Absidiii
If circumstances occur which are unknown or in the event of a vote on amendme	ents or additions to the resolutions sub	mitted to the meeti	ng	
□ confirms the instructions	Modify the instructions (express	preference)		
	□ In favour:			
□ revokes the instructions	□ Against			
	□ Abstain			
(Characterist Darks)				
(Place and Date) (Signature)				

INSTRUCTIONS FOR THE FILLING AND SUBMISSION

The form of proxy with the relating voting instructions shall be received, in original, by Spafid by the end of the second open market day preceding the date set for the Meeting (i.e. by 11:59 p.m. of March 1st, 2021), together with:

- a copy of an identification document with current validity of the proxy grantor or
- in case the proxy grantor is a legal person, a copy of an identification document with current validity of the interim legal representative or other person empowered with suitable powers, together with adequate documentation to state its role and powers by one or other of the following two methods:
 - i) by sending the proxy form, with autograph signature, by courier or registered letter to the following address: Spafid S.p.A., Foro Buonaparte, 10 20121 Milan, (Ref. Proxy RD Shareholder Meeting Nexi 2021);
 - ii) by sending the proxy form signed with eligible electronic or digital signature, via certified email box to assemblee@pec.spafid.it.

Without prejudice to the sending of the original proxy, complete with the voting instructions, the same can be notified to Spafid S.p.A., also electronically, at the certified mail address assemblee@pec.spafid.it.

- 1. Indicate the number of the securities custody account and the name of the custodian. The information can be obtained from the account statement provided by the custodian.
- 2. Indicate the Communication reference for the Shareholders' Meeting issued by the custodian upon request from the person entitled to vote.
- 3. Pursuant to Article 135-undecies, paragraph 3, CFA, "The shares for which the proxy was granted, in full or in part, are counted for the purposes of determining that the meeting has been validly convened. In relation to proposals for which voting instructions were not given, the shareholder's shares do not count towards the calculation of the majority and the proportion of capital required for the approval of resolutions".
- 4. Indicate the name and surname of the signatory of the Proxy form and the voting instructions;
- 5. With reference to every items of the Agenda, if <u>significant circumstances occur which are unknown at the time of granting the proxy</u> (i.e. absence of proposals of the Board of Directors or absence of proposals indicated by the proposer in the terms of the law and issued by the Company), or if <u>amendments or additions are made to the proposed resolutions put forward to the meeting</u> and which cannot be notified to the proxy grantor, it is possible to choose from the following options:

 a) confirmation of the voting instruction already expressed; b) modification of the voting instruction already expressed; c) revocation of the voting instruction already expressed. In case no choice is effected by the delegating party, will, as far as possible, confirm the voting instructions given in the main section. If it is not possible to vote according to the instructions given, Spafid will <u>abstain</u> on these matters.

N.B. For any clarification regarding the issue of proxies (and in particular regarding how to complete and send the proxy form and voting instructions), authorized to participate in the general meeting can contact Spafid S.p.A. by email to the following address **confidential@spafid.it** or by phone at the following telephone numbers (+39) 02 80687331 and (+39) 02 80687319 (during regular office hours from 9:00 a.m. to 5:00 p.m.).

PROTECTION OF PERSONAL DATA

INFORMATION PURSUANT TO ARTICLES 13 AND 14 OF REGULATION (EU) 2016/679

Pursuant to Article 13 and Article 14 of Regulation EU 2016/679 and with national legislation and regulations in force on personal data protection, the data contained in the proxy form shall be processed by SpafidS.p.A. – the data controller – for compliance with obligations concerning representation in shareholders meetings and casting the vote of the person who appointed Spafid as a proxy in its capacity as the Designated Proxy, in observance of the instructions issued by that person and also in compliance with the obligations set by law, by regulations and by EU legislation or provisions issued by the supervisory and other authorities.

The legal basis is given by compliance with laws (Article 2370 of the Italian Civil Code and following articles) and for the relative and consequent compliance obligations. This data may be known by employees and associate workers of the Spafid S.p.A. who are specifically authorized to process them in their capacity as persons responsible for or appointed to pursue the above aims. The data may be distributed or communicated to specific parties, including those belonging to other companies controlled by Spafid, in compliance with a legal, regulatory or EU obligation or on the basis of orders given by an authority legally empowered to issue them or given by supervisory and control bodies as well as for the purposes strictly connected and instrumental to the performance of the compliance contractual obligations concerning representing and voting for the person who appointed Spafid as a proxy in its capacity as the Designated Proxy. Without the data indicated as compulsory, the Company will be unable to allow the proxy to take part in the Shareholders' Meeting.

The processing of the personal data or of personal data relating to third parties (e.g. delegated persons or their substitutes) communicated by you (the "Personal Data") will take place, in compliance with the provisions of personal data protection legislation and regulations, by using hardcopy, IT or telematic tools, with an approach strictly related to the purposes indicated and in any case in ways appropriate to ensure security and confidentiality in compliance with personal data protection legislation and regulations.

With regard to the purposes described above, Spafid will process personal data such as for the example, but not limited to these, personal details (e.g. first name, last name, address, date of birth, identity card, tax identification number).

A data subject shall have the right to obtain at any time confirmation of whether or not data is held on him/her, to know its content and origin, to check its accuracy or to ask for it to be added to, updated or rectified (Article 15 and Article 16 of the GDPR). Furthermore a data subject has the right to ask for the erasure of the data, restrictions on its processing, revocation of consent, portability of the data as well as the right to make complaints to the supervisory authority and in any event to object to its processing on legitimate grounds (Article 17 and following of the GDPR).

Those rights may be exercised by making a communication in writing accompanied by a valid identity document of the data subject to be sent to: privacy@spafid.it. The data controller is the company Società per Amministrazioni Fiduciarie "Spafid" S.p.A. with Headquartersat 10, Via Filodrammatici, Milan. Spafid has designated the data protection officer of the Mediobanca Group as its data protection officer.

The Data Protection Officer may be contacted at the following addresses:

- DPO.mediobanca@mediobanca.com
- dpomediobanca@pec.mediobanca.com

PRIVACY STATEMENT PURSUANT TO ARTICLES 13 AND 14 OF REGULATION (EU) 2016/679

Pursuant to articles 13 and 14 of EU Regulation 2016/679 (hereafter Privacy Law), Nexi SpA (hereafter Nexi) - Data Controller - informs you that the data contained in this delegation form are processed for purposes related to the management of the activities of the bodies social (an example: verify the legitimacy powers, participate in the Shareholders' Meeting, delegate voting for a long time). The legal basis of the processing is given by the fulfillment of legal obligations to which Nexi is subject.

The same data may be known by Nexi employees specifically authorized to process it, such data may also be disclosed to specific authorized subjects, belonging to other companies of the Nexi Group, and to external companies that support Nexi in the exercise of its activities. These companies can operate as data controllers, in total autonomy with respect to Nexi, or as data processors specifically appointed by Nexi. Finally, the data can be communicated to the Judicial Authority and to the Supervisory Authority.

The processing of personal data or personal data referred to third parties (e.g. delegated subjects or their substitutes) communicated will take place, in compliance with the provisions of the Privacy Law, through paper, IT or telematic tools, with logic strictly related to the purposes indicated and, in any case, with suitable methods to guarantee their security and confidentiality in compliance with the Privacy Law.

In relation to the above purpose, Nexi processes Personal Data such as, by example and without limitation, personal data (e.g. name, surname, address, date of birth, identity card, tax code. The data are stored by Nexi within the territory of the European Union in compliance with the law provisions (maximum 10 years from the end of the relationship).

The interested party has the right at any time to obtain confirmation of the existence or otherwise of the same data and to know its content and origin, verify its accuracy or request its integration or updating, or rectification (articles . 15 and 16 of the GDPR). In addition, you have the right to request cancellation, limitation to processing, withdrawal of consent, data portability as well as to propose a complaint to the supervisory authority and to oppose in any case, for legitimate reasons, to their treatment (Article 17 and following of the GDPR).

These rights can be exercised by written communication accompanied by a valid identity document of the person concerned to be sent to: dpo@nexi.it.

The Data Controller is Nexi S.p.A. with registered office in Milan, Corso Sempione n. 55. The Data Protection Officer to contact for any request regarding the processing of their personal data is the Head of the Compliance & AML Function, who can be contacted by writing to the following e-mail address: DPO@nexi.it.

Leaislative Decree no. 58dated February 24th, 1998

Article 126-bis

(Integration of the agenda of the shareholders' meeting and presentation of new proposed resolutions)

- 1. Shareholders, who individually or jointly account for one fortieth of the share capital may ask, within ten days of publication of the notice calling the shareholders' meeting, or within five days in the event of calling the meeting in accordance with article 125-bis, subsection 3 or article 104, subsection 2, for the integration of the list of items on the agenda, specifying in the request, the additional items they propose or presenting proposed resolution on items already on the agenda. The requests, together with the certificate attesting ownership of the share, are presented in writing, by correspondence or electronically, in compliance with any requirements strictly necessary for the identification of the applicants indicated by the company. Those with voting rights may individually present proposed resolutions in the shareholders' meeting. For cooperative companies the amount of the capital is determined by the statutes also in derogation of article 135.
- 2. Integrations to the agenda or the presentation of further proposed resolutions on items already on the agenda, in accordance with subsection 1, are disclosed in the same ways as prescribed for the publication of the notice calling the meeting, at least fifteen days prior to the date scheduled for the shareholders' meeting. Additional proposed resolutions on items already on the agenda are made available to the public in the ways pursuant to article 125-ter, subsection 1, at the same time as publishing news of the presentation. Terms are reduced to seven days in the case of shareholders' meetings called in accordance with article 104, subsection 2 or in the case of a shareholders' meeting convened in accordance with article 125-bis, subsection 3.
- 3. The agenda cannot be supplemented with items on which, in accordance with the law, the shareholders' meeting resolved on proposal of the administrative body or on the basis of a project or report prepared by it, other than those specified under article 125-ter, subsection 1.
- 4. Shareholders requesting integration in accordance with subsection 1 shall prepare a report giving the reason for the proposed resolutions on the new items for which it proposes discussion or the reason relating to additional proposed resolutions presented on items already on the agenda. The report is sent to the administrative body within the final terms for presentation of the request for integration. The administrative body makes the report available to the public, accompanied by any assessments, at the same time as publishing news of the integration or presentation, in the ways pursuant to article 125-ter, subsection 1.
- 5. If the administrative body, or should it fail to take action, the board of auditors or supervisory board or management control committee fail to supplement the agenda with the new items or proposals presented in accordance with subsection 1, the court, having heard the members of the board of directors and internal control bodies, where their refusal to do so should prove to be unjustified, orders the integration by decree. The decree is published in the ways set out by article 125-ter, subsection 1.

Article 135-decies

(Conflict of interest of the representative and substitutes)

- 1. Conferring proxy upon a representative in conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict of interest and provided specific voting instructions are provided for each resolution in which the representative is expected to vote on behalf of the shareholder. The representative shall have the onus of proof regarding disclosure to the shareholder of the circumstances giving rise to the conflict of interest. Article 1711, second subsection of the Italian Civil Code does not apply.
- 2. In any event, for the purposes of this article, conflict of interest exists where the representative or substitute:
- a) has sole or joint control of the company, or is controlled or is subject to joint control by that company;
- b) is associated with the company or exercises significant influence over that company or the latter exercises significant influence over the representative;
- c) is a member of the board of directors or control body of the company or of the persons indicated in paragraphs a) and b);
- d) is an employee or auditor of the company or of the persons indicated in paragraph a);
- e) is the spouse, close relative or is related by up to four times removed of the persons indicated in paragraphs a) to c);
- f) is bound to the company or to persons indicated in paragraphs a), b), c) and e) by independent or employee relations or other relations of a financial nature that compromise independence.
- 3. Replacement of the representative by a substitute in conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, subsection 1 shall apply. Disclosure obligations and related onus of proof in any event remain with the representative.

4. This article shall also apply in cases of share transfer by proxy.

Article 135-undecies

(Appointed representative of a listed company)

- 1. Unless the Articles of Association decree otherwise, companies with listed shares designate a party to whom the shareholders may, for each shareholders' meeting and within the end of the second trading day prior to the date scheduled for the shareholders' meeting, including for callings subsequent to the first, a proxy with voting instructions on all or some of the proposals on the agenda. The proxy shall be valid only for proposals on which voting instructions are conferred.
- 2. Proxy is conferred by signing a proxy form, the content of which is governed by a Consob regulation. Conferring proxy shall be free of charge to the shareholder. The proxy and voting instructions may be cancelled within the time limit indicated in subsection 1.
- 3. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.
- 4. The person appointed as representative shall any interest, personal or on behalf of third parties, that he or she may have with respect to the resolution proposals on the agenda. The representative must also maintain confidentiality of the content of voting instructions received until scrutiny commences, without prejudice to the option of disclosing such information to his or her employees or collaborators, who shall also be subject to confidentiality obligations. The party appointed as representative may not be assigned proxies except in compliance with this article.
- 5. By regulation pursuant to subsection 2, Consob may establish cases in which a representative failing to meet the indicated terms of Article 135-decies may express a vote other than that indicated in the voting instructions.

Civil Code

Article 2393 (Directors liability action)

- 1. The liability action against the directors is started upon resolution of the meeting also when the company is in liquidation.
- 2. The resolution concerning the directors' liability can be adopted on the occasion of the discussion of the financial statements, although not indicated in the item of the agenda, when it concerns circumstances occurred in the same financial year.
- 3. The liability action can also be started upon resolution of the Supervisory Board adopted by two thirds of its members.
- 4. The action must be started within five years from the termination of office of the director.
- 5. The resolution concerning the directors' liability action implies the revocation from office of the directors against whom it is started, provided that it is approved by at least one fifth of the share capital. In this case the meeting provides for their replacement.
- 6. The company can waive the directors' liability action and can compromise, provided that the waiver and the settlement are expressly approved by the meeting and provided also that a minority of shareholders representing at least one fifth of the share capital does not vote against or, in case of issuers of financial instruments widely distributed among the public, at least one twentieth of the share capital or the different quantity provided for by the by-laws for the exercise of the directors' liability action pursuant to first and second paraghraph of Article 2393-bis.

DECREE-LAW no.18 of March 17th, 2020

(converted with amendments into Law no. 27 dated April 24th, 2020, as recently extended by Article 3, paragraph 6, of Law Decree no. 183 dated December 31st, 2020)

Article 106 (Rules for the conduct of shareholders' meetings)

- [...] 4. Companies with listed shares may appoint the representative required by Article 135-undecies of Legislative Decree No. 58 of February 24, 1998, even if the By-laws provide otherwise. The same companies may also provide in the notice of call that attendance at the shareholders' meeting shall take place exclusively through the Appointed representative designated pursuant to article 135-undecies of legislative decree no. 58 of 24 February 1998; the aforementioned Appointed representative may also be granted proxies or sub- proxies pursuant to article 135-novies of legislative decree no. 58 of 24 February 1998, as an exception to article 135-undecies, paragraph 4, of the same decree.
- 5. Paragraph 4 also applies to companies admitted to trading on a multilateral trading facility and to companies with shares widely distributed among the public. [...]

and to Article 106, paragraph 4, of the Decree
7. The provisions of this Article shall apply to Shareholders' Meetings called by the date of termination of the state of epidemiological emergency by COVID-19 and, in any event, no later than March 31th, 2021.