

nexi

# POLICY

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CORPORATE BODIES DIVERSITY POLICY - NEXI SPA

## COVER PAGE

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## 1 GENERALITY

### 1.1 PURPOSE AND SCOPE

The purpose of this document is to define the principles and guidelines adopted by Nexi S.p.A. (hereinafter "Nexi") regarding the diversity of its Corporate Bodies, with reference to age, seniority, gender, competences and independence.

This document takes the form of a "Policy" and applies to the members of Nexi's Corporate Bodies.

Nexi recognizes that greater diversity in the composition of the Corporate Bodies is a value to be preserved and promoted in order to guarantee a constructive discussion with heterogeneous points of view and opinions on the issues addressed. Diversity in terms of gender, age, educational and managerial profiles guarantees the critical sense that fuels a collaborative discussion among members, thus improving the management of Nexi's organization and activities.

This Policy outlines the guidelines currently adopted by Nexi to ensure an appropriate level of diversity within its governance, with the goal of:

- Fostering a rich and effective exchange of views among Board members that delivers additional value in performing Board functions and activities
- Ensuring a better understanding of diversity needs by stakeholders;
- Encouraging an adequate turnover of members of the Corporate Bodies
- Ensuring a thoughtful and conscious reasoning around strategic and management decisions.

### 1.2 REFERENCE LEGISLATION

This section lists the regulatory references (internal and external) considered in the definition of the Diversity Policy of Nexi's Corporate Bodies.

#### National regulations and guidelines

- Italian law "D.Lgs 231/2001" (Administrative responsibility of legal entities) and subsequent amendments and additions
- Law no. 120/2011 ("Golfo-Mosca") on gender balance in the bodies of listed companies
- Italian law "D.Lgs 254/2016", implementing Directive 2014/95/EU of the European Parliament and of the Council on the communication of non-financial information and information on diversity, with particular reference to Article 10, Legislative Decree 254/2016 with provisions on diversity
- Article 147-ter, paragraph 1-ter, of the Consolidated Law on Finance CLF (a.k.a TUF), by Law no. 160/2019 (Budget Law) and the related provisions regarding the gender balance of directors: *"As from the first renewal following the entry into force of the new regulatory provisions in question, the less represented gender must obtain at least two-fifths of the directors elected. This distribution criterion shall apply for six consecutive terms"*
- "Codice di Autodisciplina" (Corporate Governance Code) for listed companies of the Italian Stock Exchange (Borsa Italiana – 2018)
- Codice di Corporate Governance (Corporate Governance Code) for listed companies of the Italian Stock Exchange (Borsa Italiana – 2020).

#### International regulations and guidelines

- ILO (International Labour Organization) Declaration on Fundamental Principles and Rights at Work (1998)
- ILO (International Labour Organization) Declaration on Social Justice for a Fair Globalization (2008)
- The 2030 United Nations Agenda for Sustainable Development (2015) defining the 17 Sustainable Development Goals (SDGs)
- Sustainability Reporting Guidelines of the Global Reporting Initiative (GRI), a nonprofit organization whose purpose is to support sustainability reporting worldwide (2016) and subsequent amendments and supplements
- EU Regulation n.2019/2088 on sustainability reporting in the financial services industry (2019).

### Relevant corporate regulations

- Code of Ethics of Nexi SpA and of the Group Companies
- Model 231 of Nexi SpA and of the Group Companies
- RG-002 General Regulations of the Nexi Group
- PP-038 Nexi Group Sustainability Policy.

### 1.3 VALIDITY OF THE DOCUMENT

This Policy is approved by the Board of Directors of Nexi S.p.A..

## 2 REFERENCE PRINCIPLES

This Policy is inspired by Nexi Sustainability Policy and in particular by the following principles:

- Diversity and inclusion: enhancing the diversity of gender, experiences and competences of the Group's resources as a distinctive element in response to the growing challenges of the market in which Nexi operates, including diversity within its administration, management and corporate bodies, in compliance with the regulatory requirements imposed for a listed company
- Training and promotion of the sustainability culture: accountability for the impact of daily activities with regards to relevant social, environmental and governance issues, through mandatory training plans and awareness-raising initiatives aimed at the Group's people, corporate bodies and stakeholders
- Transparency and compliance with current regulations: alignment with the legal provisions for listed companies as well as with the relevant regulations including the CLF, the Italian Stock Exchange's "Codice di Autodisciplina" for listed companies and the Corporate Governance Code.

## 3 GOVERNANCE

### 3.1 ROLES AND RESPONSIBILITIES

#### BOARD OF DIRECTORS OF NEXI SPA

The Company's Board of Directors (hereinafter also referred to as the "BoD") is the body responsible for establishing the criteria and recommendations with regards to Board Diversity and for their application. Specifically:

- It defines and adopts the principles and guidelines regarding the Diversity of Corporate Bodies included in this Policy
- It monitors the application of this Policy and updates it in order to ensure that it is up-to-date with respect to developments in applicable legislation, to the market and relevant best practices, also taking into account changes in its structure.

## 4 GUIDELINES ON DIVERSITY IN NEXI'S CORPORATE BODIES

### 4.1 COMPOSITION OF THE BOARD OF DIRECTORS

In order to ensure an optimal Board composition in terms of diversity aspects, Nexi adopts the following.

#### 4.1.1 Age and seniority

- Nexi recommends that shareholders propose as members of Nexi's Board of Directors people from different age groups, some of whom with a higher seniority, as director or statutory auditor, in order to ensure a proper balance between continuity and change.

#### 4.1.2 Gender

- In compliance with the provision art. 147-ter, paragraph 1-ter, of the CLF, of Law no. 160/2019 at least two-fifths of Nexi's Board of Directors are constituted by directors of the least represented gender
- Nexi recommends that the gender balance is also respected within the lists, where the number of candidates is greater than three
- Nexi promotes the value of gender diversity in every corporate position of the company, from representative bodies to top management and employees.

#### 4.1.3 Professional and managerial competences and educational profile

- Nexi's Board of Directors is constituted by members with diversified and complementary professional profiles, who together gua-

rantee that the management body has adequate expertise in the economic-financial field, accounting, technical-scientific sector, IT, organizational and internal control and risk management systems, as well as knowledge of the relevant legislative and regulatory framework

- Nexi commits to promote the diversification of experiences and competences within the Company's administration, management and control bodies, in compliance with the regulatory requirements imposed on a listed company.

#### **4.1.4 Independence**

- The Company ensures that at least one-third of the members of the Board of Directors is constituted by independent directors, to guarantee the appropriate composition of the interests of all shareholders, both majority and minority. If such proportion corresponds to a non-integer number, it shall be rounded down.

## **4.2 COMPOSITION OF THE BOARD OF STATUTORY AUDITORS**

In order to ensure an optimal composition of the Board of Statutory Auditors with regard to diversity aspects, Nexi's BoD adopts the following.

#### **4.2.1 Age and seniority**

- The Board of Directors recommends that shareholders consider candidates of different age groups for the role of Statutory Auditors
- The Board of Directors also recommends that shareholders consi-

der for the role of Statutory Auditor candidates who can ensure a proper balance between continuity and change in the composition of the Board of Statutory Auditors.

#### **4.2.2 Gender**

- Nexi establishes that at least one third of the Statutory Auditors shall belong to the less represented gender, in accordance with the terms of art. 147-ter, paragraph 1-ter, of the CLF, by Law no. 160/2019
- The Board recommends that the gender balance is also respected within the lists for both the statutory auditor candidates and the alternate auditors, where the number of candidates is greater than three.

#### **4.2.3 Professional and managerial competences and educational profile**

- The Board of Directors establishes that the Statutory Auditors possess adequate competences and professional requirements in accordance with the regulations applicable to Nexi.

#### **4.2.4 Independence**

- The Statutory Auditors must meet independence requirements as stated by the applicable regulations.

## **5 DIFFUSION**

This Corporate Bodies Diversity Policy is provided to all internal and external stakeholders who request it and is available on Nexi's website.