



NOT FOR PUBLICATION, DISTRIBUTION OR RELEASE IN OR INTO THE UNITED STATES OF AMERICA, CANADA, JAPAN OR AUSTRALIA

This announcement is an advertisement and not a prospectus and not an offer of securities for sale in or into the United States, Canada, Japan or Australia.

## Fissato l'intervallo di valorizzazione indicativa delle azioni Nexi

**Tra un prezzo minimo di Euro 8,50 ed un prezzo massimo di Euro 10,35 per azione**

Milano, 26 marzo 2019 – Nexi S.p.A. ("**Nexi**" o la "**Società**" e, unitamente alle società controllate, il "**Gruppo**"), la PayTech *leader* in Italia *partner* delle Banche, comunica che in data odierna è stato individuato l'intervallo di valorizzazione indicativo di prezzo del collocamento istituzionale rivolto a determinate categorie di investitori istituzionali (il "**Collocamento Istituzionale**") e finalizzato alla creazione del flottante necessario alla quotazione delle azioni Nexi sul Mercato Telematico Azionario ("**MTA**") organizzato e gestito da Borsa Italiana S.p.A. ("**Borsa Italiana**").

L'intervallo di valorizzazione indicativa è compreso tra un minimo di Euro 8,50 per azione ed un massimo di Euro 10,35 per azione, corrispondente a un valore d'impresa inclusivo della posizione finanziaria netta (Enterprise Value) tra un minimo di circa Euro 7,1 miliardi e un massimo di circa Euro 8,1 miliardi.

L'Offerta comprenderà: (i) Azioni di nuova emissione (per un controvalore complessivo di circa Euro 700 milioni) rivenienti da un aumento di capitale con esclusione del diritto di opzione (l' "**Aumento di Capitale**"), e (ii) Azioni esistenti. Tale aumento di capitale è funzionale alla riduzione dell'indebitamento finanziario della Società, che quindi alla chiusura dell'Offerta – al netto degli oneri per il processo di quotazione e per il rifinanziamento del debito pari a circa Euro 70 milioni e all'aumento di capitale di Euro 700 milioni – risulterà pari a circa Euro 1,7 miliardi.

Il conseguente intervallo di valorizzazione indicativa del capitale economico della Società (Equity Value) sarà quindi compreso tra un minimo di circa Euro 5,4 miliardi e un massimo di circa Euro 6,4 miliardi.

Il prezzo di offerta delle azioni sarà determinato secondo il meccanismo dell'open price, al termine del Collocamento Istituzionale, tenendo conto, tra l'altro, delle condizioni del mercato mobiliare domestico e internazionale e della quantità e qualità delle manifestazioni d'interesse ricevute dagli investitori istituzionali.

È previsto che l'inizio delle negoziazioni delle Azioni possa avvenire nel mese di aprile ad esito del Collocamento Istituzionale, il cui calendario sarà comunicato nell'imminenza dell'avvio dello stesso.

### Nexi

Nexi è la PayTech *leader* in Italia, operante in partnership consolidate con circa 150 istituti Bancari che rappresentano l'80% del numero di sportelli del sistema bancario in Italia. Attraverso la sua tecnologia connette banche, punti vendita e cittadini, rendendo possibili i pagamenti digitali. La missione di Nexi è di 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 Services:

*Merchant Services & Solutions*: Nexi, insieme alle Banche *partner*, serve circa 890.000 commercianti e gestisce 1,4 milioni di terminali POS;



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

*Digital Banking Solutions:* Nexi gestisce 13.400 ATM, circa 420 mila postazioni di *e-banking* e oltre 900 milioni di transazioni (dato 2018) nei servizi di *clearing*. Inoltre, sta sviluppando il sistema *open banking* in collaborazione con il consorzio CBI al quale hanno già aderito le principali Banche Italiane.

## Nexi - External Communication & Media Relations

<b>Daniele de Sanctis</b>	<b>Barabino &amp; Partners</b>
daniele.desanctis@nexi.it	Office: +39 02/7202.3535
Mobile: +39 346/015.1000	Elena Bacis – Mobile: +39 329/074.2029
Direct: +39 02/3488.4491	e.bacis@barabino.it
<b>Matteo Abbondanza</b>	Agota Dozsa – Mobile: +39 338/742.4061
matteo.abbondanza@nexi.it	a.dozsa@barabino.it
Mobile: +39 348/406.8858	
Direct: +39 02/3488.2202	

### **DISCLAIMER**

This announcement contains inside information within the meaning of Article 7(1) of Regulation (EU) No 596/2014. Upon publication of this announcement, this inside information is now considered to be in the public domain, and any persons previously in possession of such inside information will no longer be considered to be in possession of inside information following publication of this announcement.

These materials are not for publication or distribution, directly or indirectly, in or into the United States (including its territories and possessions, any State of the United States and the District of Columbia). These materials do not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States, Australia, Canada or Japan or in any jurisdiction to whom or in which such offer or solicitation is unlawful. The Company's shares (the "**Shares**") mentioned herein have not been, and will not be, registered under the United States Securities Act of 1933 (the "**Securities Act**") or under the applicable securities laws of Australia, Canada or Japan.

The Shares may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act. There will be no public offer of securities in the United States, Australia, Canada or Japan or elsewhere.

This communication is distributed in any member state of the European Economic Area which applies Directive 2003/71/EC (this Directive together with any implementing measures in any member state, the Prospectus Directive) only to those persons who are qualified investors for the purposes of the Prospectus Directive in such member state, and such other persons as this document may be addressed on legal grounds, and no person that is not a relevant person or qualified investor may act or rely on this document or any of its contents. For these purposes, the expression "Prospectus Directive" means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in a Relevant Member State), and includes any relevant implementing measure in the Relevant Member State and the expression "2010 PD Amending Directive" means Directive 2010/73/EU).

Investors should not subscribe for any securities referred to in this document except on the basis of information contained in the prospectus or the international offering circular which include detailed information regarding the Company and the risks involved in investing in the securities. This communication is not a prospectus and does not constitute an offer of the Company' shares to the public in any jurisdiction. No prospectus has been or will be approved in the United Kingdom in respect of the Shares. Admission to trading may be influenced by things such as market conditions and there is no guarantee that it will occur and you should not base your financial decision on the Company's intentions in relation to admission to trading at this stage.

The distribution of this press release is not made, and has not been approved, by an "authorized person" within the meaning of Article 21(1) of the Financial Services and Markets Act 2000. This communication is directed only at (i) persons who are outside the United Kingdom or (ii) persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended from time to time (the Order) or (iii) high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(A) to (D) of the Order or (iv) certified high net worth individuals and certified and self-certified sophisticated investors as described in Articles 48, 50, and 50A respectively of the Order or (v) persons to whom this communication may otherwise be lawfully communicated (all such persons together being referred to as relevant persons). Any investment activity to which this communication relates will only be available to and will only be engaged with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

This press release is not a prospectus which has been approved by the Financial Conduct Authority or any other United Kingdom regulatory authority for the purposes of Section 85 of the Financial Services and Markets Act 2000.

The contents of this document are for information purposes only and are not to be construed as providing investment advice. The statements contained herein have not been independently verified. No representation or warranty, either express or implied, is made as to, and no reliance should be placed on, the fairness, accuracy, completeness, correctness or reliability of the information contained herein. Neither Nexi S.p.A. (the "Company" and together with its consolidated subsidiaries, the "Group") nor any of its representatives or advisers shall accept any liability whatsoever (whether in negligence or otherwise) arising in any way in relation to such information or in relation to any loss arising from its use or otherwise arising in connection with this document. By accessing these materials, you agree to be bound by the foregoing limitations.

This press release contains statements that are, or may be deemed to be "forward-looking statement", projections, objectives, estimates and forecasts reflecting management's current views with respect to certain future events. Forward-looking statements, projections, objectives, estimates and forecasts are generally identifiable by the use of the words "may", "will", "should", "plan", "expect", "anticipate", "estimate", "believe", "intend", "project", "goal", or "target" or the negative of these words or other variations on these words or comparable terminology. These forward-looking statements include, but are not limited to, all statements other than statements of historical facts, including, without limitation, those regarding the Company's future financial position and results of operations, strategy, plans, objectives, goals and targets and future developments in the markets where the Company or any Group company participates or is seeking to participate. Due to such uncertainties and risks, readers are cautioned not to place undue reliance on such forward-looking statements as a prediction of actual results: forward-looking statements may and often do differ materially from actual results. The Group's ability to achieve its projected objectives or results is dependent on many factors which are outside management's control. Actual results may differ materially from (and be more negative than) those projected or implied in the forward-looking statements. Such forward-looking information involves risks and uncertainties that could significantly affect expected results and is based on certain key assumptions.

All forward-looking statements included herein are based on information available to the Group as of the date hereof. No Group company undertakes any obligation to update publicly or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as may be required by applicable law. All subsequent written and oral forward-looking statements attributable to any Group company or persons acting on its behalf are expressly qualified in their entirety by these cautionary statements.

None of the banks acting as joint global coordinators and/or joint bookrunners in the contest of the potential initial public offering (the "**Managers**") or any of their respective directors, officers, employees, advisers or agents accepts any responsibility or liability whatsoever for or makes any representation or warranty, express or implied, as to the truth, accuracy or completeness of the information in this announcement (or whether any information has been omitted from the announcement) or any other information relating to the Company, its subsidiaries or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of this announcement or its contents or otherwise arising in connection therewith. Nothing contained herein is, or shall be relied upon as, a promise or representation by the Managers in this respect, whether as to the past or future.

None of the Managers assumes any responsibility for its accuracy, completeness or verification and accordingly the Managers disclaim, to the fullest extent permitted by applicable law, any and all liability whether arising in tort, contract or otherwise which they might otherwise be found to have in respect of this announcement or any such statement. The Managers are each acting exclusively for the Company and the Selling Shareholder in the transaction referred to in this announcement and for no-one else in connection with any transaction mentioned in this announcement and will not regard any other person (whether or not a recipient of this announcement) as a client in relation to any such transaction and will not be responsible to any other person for providing the protections afforded to their respective clients, or for advising any such person on the contents of this announcement or in connection with any transaction referred to in this announcement. The contents of this announcement have not been verified by the Managers.

In connection with the withdrawal of the United Kingdom from the European Union, the Managers may, at their discretion, undertake their obligations in connection with the potential initial public offering by any of their affiliates based in the European Economic Area.

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; and (c) local implementing measures (together, the "**MiFID II Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Shares have been subject to a product approval process, which has determined that such Shares are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II; and (ii) eligible for distribution through all distribution channels as are permitted by MiFID II to such target market (the "**Target Market Assessment**").

Notwithstanding the Target Market Assessment, distributors should note that: the price of the Shares may decline, and investors could lose all or part of their investment; the Shares offer no guaranteed income and no capital protection; and an investment in the Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the offering. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Joint Global Coordinators and Joint Bookrunners will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Shares. Each distributor is responsible for undertaking its own target market assessment in respect of the Shares and determining appropriate distribution channels.