

## Effectiveness of the merger by incorporation of SIA S.p.A. into Nexi

### *Change to the share capital*

*Effectiveness of the shareholders' agreement executed in the context of the Merger*

*Effectiveness of the appointment of the new directors of Nexi*

**Milan, 1 January 2022** – Nexi S.p.A. ("Nexi") announces that on 31 December 2021 at 23.59 the merger by incorporation of SIA S.p.A. ("SIA") into Nexi (the "Merger") became effective. A total amount of 270,054,060 Nexi shares, with no express par value, were issued to service the Merger, and allocated to SIA's shareholders, for a capital increase of Euro 24,415,087.00. As a result of this capital increase, Nexi's share capital amounts to Euro 118,451,992.00, divided into 1,310,191,588 ordinary shares; provided that the exact and effective amount of Nexi shares to be assigned (and therefore also the amount of the capital increase) will be defined on the basis of the SIA shareholding structure and the relative rounding required for mathematical reconciliation.

A service entrusted to EQUITA SIM S.p.A. has been made available to SIA's shareholders to regulate the negotiations with the single intermediaries adhering to the Monte Titoli S.p.A. system of shares that are not multiples of the minimum ratio, resulting from the application of the exchange ratio of no. 1.5761 Nexi share for every no. 1 SIA shares.

Pursuant to Article 85-*bis* of CONSOB Issuers' Regulation no. 11971/1999 (as subsequently amended), the new composition of the fully subscribed and paid-in share capital, as resulting from the completion of the Merger, is outlined in the table below, as effective from 31 December 2021 at 23.59.

	Current share capital			Previous share capital		
	<i>Euro</i>	<i>No of shares</i>	<i>Unit par value</i>	<i>Euro</i>	<i>No of shares</i>	<i>Unit par value</i>
<b>Total of which</b>	118,451,992.00	1,310,191,588	-	94,036,905.00	1,040,137,528	-
<b>Ordinary shares</b> regular dividend entitlement: 01/01/2021 Current Coupon Number: 1	118,451,992.00	1,310,191,588	-	94,036,905.00	1,040,137,528	-

Starting from the effective date of the Merger, the shareholders' agreement, entered into by and between CDP Equity S.p.A., FSIA Investimenti S.r.l., PSIA S.r.l., Poste Italiane S.p.A., AB Europe (Luxembourg) Investment S.à r.l, Eagle (AIBC) & CY SCA, Mercury UK Holdco Limited and Evergood H&F Lux S.à r.l., which establishes, *inter alia*, the governance structure of the new group, became effective. Pursuant to this shareholders' agreement, a number of changes have been made to the Nexi's governance in view of the expected



reorganization of the same company, including, *inter alia*, the appointment of Fabio Massoli, Francesco Pettenati, Michaela Castelli, Marinella Soldi, Marina Natale and Maurizio Cereda as directors of Nexi. The aforesaid directors have been designated by CDPE and FSIA and appointed by co-optation at the Board of Directors' meeting of Nexi held on 16 December; in the light of the effectiveness of the Merger, the appointment of the new directors became effective on 31 December 2021 at 23.59 in order to replace the resigning directors Giuseppe Capponcelli, Maurizio Mussi, Francesco Casiraghi and Simone Cucchetti.

Please also note that today the new By-Laws were made available to the public at Nexi's registered office in Milan, Corso Sempione no. 55 and on Nexi's website ([www.nexigroup.com](http://www.nexigroup.com)) as well as on the authorized storage mechanism "E-Market Storage."

---

Nexi is Europe's PayTech company operating in high-growth, attractive European markets and technologically advanced countries. Listed on Borsa Italiana's MTA, Nexi has the scale, geographic reach and abilities to drive the transition to a cashless Europe. With its portfolio of innovative products, e-commerce expertise and industry-specific solutions, Nexi provides flexible support for the digital economy and the entire payment ecosystem globally, across a broad range of different payment channels and methods. Nexi's technological platform and the best-in-class professional skills in the sector lets the company operate at its best in three market segments: Merchant Services & Solutions, Cards & Digital Payments and Digital Banking & Corporate Solutions. Nexi constantly invests in technology and innovation, focusing on two fundamental principles: meeting, together with its partner banks, customer needs and creating new business opportunities for them. Nexi is committed to supporting people and businesses of all sizes, transforming the way people pay and businesses accept payments. It offers companies the most innovative and reliable solutions to better serve their customers and expand. By simplifying payments and enabling people and businesses to build closer relationships and grow together, Nexi promotes progress to benefit everyone. [www.nexi.it](http://www.nexi.it)

#### **Nexi - External Communication & Media Relations**

##### **Daniele de Sanctis**

[daniele.desanctis@nexi.it](mailto:daniele.desanctis@nexi.it)

Mobile: +39 346/015.1000

Direct: +39 02/3488.4491

##### **Matteo Abbondanza**

[matteo.abbondanza@nexi.it](mailto:matteo.abbondanza@nexi.it)

Mobile: +39.348/406.8858

Direct: +39 02/3488.2202

#### **Barabino & Partners**

Media Relations

Office: +39 02/72.02.35.35

**Sabrina Ragone** - [s.ragone@barabino.it](mailto:s.ragone@barabino.it)

**Paola Cuccia** - [p.cuccia@barabino.it](mailto:p.cuccia@barabino.it)

**Marco Trevisan** - [m.trevisan@barabino.it](mailto:m.trevisan@barabino.it)

#### **Nexi - Investor Relations**

##### **Stefania Mantegazza**

[stefania.mantegazza@nexi.it](mailto:stefania.mantegazza@nexi.it)

Mobile: +39.335.5805703

Direct: +39 02/3488.8216