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Testo del comunicato

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THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION.

Nexi S.p.A. colloca con successo il prestito obbligazionario senior unsecured equity-linked da un miliardo di Euro con scadenza al 2028

Milano, 17 febbraio 2021 – Nexi S.p.A., una società per azioni incorporata in Italia ("**Nexi**" o l'"**Emittente**"), ha concluso con successo il collocamento da un miliardo di Euro (il "**Collocamento**") di obbligazioni senior unsecured equity-linked con scadenza al 2028 (le "**Obbligazioni**"). Le Obbligazioni non corrisponderanno interessi.

L'operazione rappresenta il più grande collocamento *equity-linked* denominato in Euro e con il più alto premio di conversione sul mercato italiano dal 2015 ed il più grande mai effettuato da parte di una *digital payments company* europea. Questa emissione è la prima senza corresponsione di interessi per Nexi e permette di allungare la vita media del debito, di abbassarne il costo medio e rafforzare ulteriormente la posizione di liquidità, anche in vista delle prospettate operazioni di fusione con Nets e SIA per dar vita alla PayTech leader in Europa.

Il prezzo di conversione iniziale sarà di Euro 24,5525 incorporando un premio di conversione del 52,50% al di sopra del Reference Share Price di Euro 16,10, il quale è il prezzo del collocamento delle Azioni Ordinarie nel Concurrent Equity Offering (come definito e meglio descritto nel prosieguo).

Le Obbligazioni saranno convertibili in azioni ordinarie dell'Emittente (le "**Azioni Ordinarie**"), subordinatamente all'approvazione di una delibera di un aumento di capitale con esclusione del diritto di opzione da riservare esclusivamente al servizio della conversione delle predette Obbligazioni (l'"**Aumento di Capitale**"). Successivamente a tale approvazione, l'Emittente emetterà un'apposita nota (la "**Physical Settlement Notice**") per gli obbligazionisti.

Antecedentemente alla notifica della Physical Settlement Notice da parte dell'Emittente,

gli obbligazionisti avranno il diritto di ricevere il rimborso anticipato delle Obbligazioni durante il c.d. *Settlement Period* (così come definito e secondo quanto disciplinato nelle condizioni del prestito) al c.d. *Cash Alternative Amount* (così come definito nelle condizioni del prestito).

Nel caso di mancata approvazione dell’Aumento di Capitale entro la Long-Stop Date, come di seguito definita, l’Emittente potrà, con avviso scritto agli obbligazionisti da pubblicare entro i 10 giorni di negoziazione di Borsa successivi alla Long Stop Date (come di seguito definita), rimborsare integralmente, e non parzialmente, le Obbligazioni, ad un importo pari al maggiore tra (a) il 102% dell’importo nominale del prestito e (b) il 102% del *Fair Bond Value* delle Obbligazioni (come definito nelle condizioni del prestito). La data entro cui potrà essere deliberato l’Aumento di Capitale è il (i) 31 dicembre 2021, nel caso in cui la c.d. *Nets Merger Effective Date* (come definita nelle condizioni del prestito) cada entro il 31 ottobre 2021 oppure (ii) in qualunque altro caso, il 28 febbraio 2022 (la “**Long-Stop Date**”).

Le Obbligazioni, sottoscritte con taglio minimo unitario di €100.000, salvo che non siano state precedentemente rimborsate, convertite o acquistate e cancellate in base alle condizioni del prestito, saranno rimborsate al loro valore nominale intorno alla scadenza del 24 febbraio 2028 (7 anni).

L’Emittente avrà diritto di rimborsare in toto, ma non in parte, le Obbligazioni al loro valore nominale a partire dal giorno che cade 5 anni e 15 giorni di negoziazione dopo la Data di Emissione (c.d. *Issue Date*), nel caso in cui il c.d. *Parity Value* (come definito nelle condizioni del prestito) sia (i) per almeno 20 giorni di negoziazione su 30 giorni di negoziazione consecutivi superiore a Euro 150.000,00 o (ii) in qualsiasi momento se l’85% o più delle Obbligazioni emesse inizialmente sarà stato convertito, rimborsato o acquistato e cancellato. Inoltre, come da prassi l’Emittente avrà la facoltà di rimborsare anticipatamente e integralmente il prestito per ragioni fiscali, qualora lo stesso debba farsi carico, in relazione ai pagamenti dovuti, di imposte di competenza degli obbligazionisti, fermo restando il diritto degli obbligazionisti di scegliere di non essere rimborsati (c.d. *tax call*).

A ciascun investitore sarà concessa la facoltà di richiedere il rimborso anticipato al valore nominale delle Obbligazioni, al verificarsi di un c.d. *Change of Control* o c.d. *Free Float Event* (come definiti nelle condizioni del prestito).

Le Obbligazioni saranno, al momento dell’emissione, *unsecured* e non assistite da alcuna garanzia reale e non garantite da alcuna società controllata ma potrebbero essere garantite in circostanze limitate definite dalle condizioni del prestito tra cui, *inter alia*, l’estensione alle Obbligazioni delle eventuali garanzie reali e/o personali fornite in relazione al prestito obbligazionario “**€825,000,000 1.75% Senior Notes due 2024**” emesso il 21 ottobre 2019, ove ancora in circolazione.

I Joint Bookrunners hanno effettuato, contestualmente al Collocamento, il simultaneo collocamento accelerato di Azioni Ordinarie dell’Emittente (la “**Concurrent Equity Offering**”), per conto dei sottoscrittori delle obbligazioni che intendano procedere con la vendita allo scoperto di tali Azioni Ordinarie con finalità di *hedging* relativamente al rischio

di mercato derivante dall'investimento nelle Obbligazioni, ad un prezzo di mercato di Euro 16,10 determinato attraverso un c.d. *accelerated bookbuilding process*. L'Emittente non riceverà proventi dalla Concurrent Equity Offering.

I proventi derivanti dal Collocamento saranno utilizzati per finanziare parte dell'indebitamento di Nets in essere al momento della fusione comunicata al mercato il 15 novembre 2020 e/o per il perseguimento dell'attività caratteristica dell'Emittente. Alcuni dei Managers del Collocamento o società ad essi affiliate hanno in precedenza già concesso per analoghe finalità un finanziamento *bridge* all'Emittente che intende ridurre parzialmente l'importo disponibile di tale finanziamento in ragione dell'ottenimento dei proventi derivanti dal Collocamento.

L'Emittente, anche per conto delle società controllate, assumerà, in linea con la prassi di mercato per operazioni simili e per un periodo di 90 giorni dalla Data di Emissione (come definita nel proseguo), impegni di inalienabilità (c.d. *lock-up*) in relazione all'emissione di Azioni Ordinarie nonché di eventuali strumenti finanziari alle stesse collegate, salve (i) alcune eccezioni in linea con la prassi di mercato (quali, *inter alia*, i piani di stock-option), (ii) le eccezioni previste dagli accordi di fusione tra l'Emittente e Sia S.p.A. o Nets TopCo 2 S.a.r.l., la conversione in Azioni Ordinarie del prestito "€500m 1.75%. Equity Linked Bonds due 2027", e (iii) la rinuncia espressa al *lock-up* da parte dei Joint Global Coordinators per conto dei Managers.

Il regolamento delle Obbligazioni avverrà in data 24 febbraio 2021 (la "**Data di Emissione**").

La Società presenterà richiesta di ammissione delle Obbligazioni alla negoziazione sul mercato Vienna MTF gestito dalla Borsa di Vienna entro 90 giorni dalla Data di Emissione.

Nel contesto del Collocamento, BofA Securities Europe SA, J.P. Morgan AG, HSBC Continental Europe, Credit Suisse Securities, Sociedad de Valores, S.A. e IMI - Intesa Sanpaolo hanno agito in qualità di Joint Global Coordinators e Joint Bookrunners. Citigroup Global Markets Limited, Deutsche Bank Aktiengesellschaft, Mediobanca – Banca di Credito Finanziario S.p.A, Morgan Stanley & Co. International plc e UniCredit Bank AG hanno agito in qualità di Joint Bookrunners (insieme, i "**Joint Bookrunners**" oppure i "**Managers**").

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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;

Digital Banking Solutions: Nexi gestisce circa 12.800 ATM, circa 480 mila postazioni di e-banking e circa 900 milioni di transazioni nei servizi di clearing. 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.

Inside information notice under MAR

This announcement relates to the disclosure of information that qualified, or may have qualified, as inside information within the meaning of Article 7(1) of the EU Market Abuse Regulation (Regulation (EU) No. 596/2014) ("MAR").

Important Notice

The information contained in this announcement is for background purposes only and does not purport to be full or complete. The information in this announcement is subject to change.

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the implementing CONSOB regulations, including the Issuers Regulation and will not be listed on an Italian regulated market, therefore no documents or materials relating to the securities have been or will be submitted to the clearance procedure of the Commissione Nazionale per le Società e la Borsa ("CONSOB"). Any offer of the securities will be carried out in the Republic of Italy as an exempted offer pursuant to article 100 of the Italian Financial Act and article 34-ter, paragraph 1 of the Issuers Regulation.

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MIFID II PROFESSIONALS/ECPS-ONLY: 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 Bonds have been subject to a product approval process, which has determined that: (i) the target market for the Bonds is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Bonds to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Bonds (a "distributor") should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Bonds (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

The target market assessment is without prejudice to the requirements of any contractual or legal selling restrictions in relation to any offering of the Bonds.

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 Bonds.

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