



**Report on item 1 on the agenda of the Shareholders' Meeting, ordinary part**

**Appointment of a Director to supplement the Board of Directors following resignation and co-option.  
Related and consequent resolutions.**



Dear Shareholders,

the Ordinary Shareholders' Meeting convened for September 12<sup>th</sup>, 2024 is called to resolve on the appointment of a Director to supplement the Board of Directors of Nexi S.p.A. (the "**Company**") after co-optation of the same. It should be recalled that the Board of Directors in office as of the date of this Report was appointed by the Shareholders' Meeting held on May 5, 2022, and it will remain in charge until the date of approval of the financial statements as of December 31, 2024.

It should also be recalled that - following the resignation, due to supervening professional commitments, submitted by Director Bo Einar Lohmann Nilsson on April 30<sup>th</sup>, 2024 - the Board of Directors appointed, on May 8<sup>th</sup>, 2024, by a resolution also approved by the Board of Statutory Auditors, Mr. Luca Velussi to the position of director pursuant to Article 2386, paragraph 1, of the Civil Code and Article 15 of the Company's Articles of Association. In particular, pursuant to the aforementioned Article 15. 2) of the Company's Articles of Association, in the event of the resignation of one or more directors, the Board of Directors may proceed to their replacement, choosing where possible from the candidates originally presented in the same list of origin of the resigned member who have confirmed their candidacy; the latter option is not viable since all the candidates from the list of origin of the resigned director have been appointed.

It should also be recalled that all Directors must meet the requirements of honorability, professionalism and independence, to the extent and within the terms established by the applicable regulations. In addition, the Directors are subject to the so-called interlocking prohibitions, in accordance with the provisions of Article 36 of Decree Law no. 201/2011, converted into law with amendments by Law no. 214 of December 22, 2011, containing provisions regarding the protection of competition and personal cross-shareholdings in the credit, insurance and financial markets.

The Board of Directors of the Company carried out the appropriate checks in order to ascertain that all the above requirements were present for Mr. Velussi and also verified that there were no cases of interlocking in relation to his person: having carried out these checks, the Board of Directors of the Company came to the unanimous conclusion that Mr. Velussi, by virtue of the characteristics and of his career, was suitable to be appointed as Director and that the same has all the law requirements.

Due to the assessments of Mr. Velussi's own characteristics, requirements, experience, and knowledge, which have already been carried out during the co-optation, the Board of Directors therefore proposes that the Shareholders' Meeting confirm the appointment of the co-opted Director Mr. Velussi as a Director of the Company, whose curriculum vitae is available to shareholders on the Company's website <https://www.nexigroup.com/en/group/governance/shareholders-meetings/2024/ordinary-and-extraordinary-meeting-12092024/>. In this regard, it is indeed recalled that: (i) as provided for in Article 2386 of the Civil Code, the Director appointed by co-optation remains in office until the first Shareholders' Meeting of the Company following said co-optation; (ii) the number of Directors provided for in current Art. 12 of the Company's Articles of Association is set between a minimum of 7 and a maximum of 15; (iii) the Company's Shareholders' Meeting held on May 5, 2022 resolved to appoint a Board of Directors consisting of 13 members; (iv) the current composition of the Board of Directors already ensures compliance with the constraints provided for by the law, the Articles of Association and the Corporate Governance Code regarding gender balance and the presence of an adequate number of independent directors; (v) the aforementioned Mr. Velussi, pursuant to art. 2383, first paragraph of the Civil Code, declared the inexistence of any causes of ineligibility provided for by art. 2382 of the Civil Code and disqualifications from the office of director adopted against him in a Member State of the European Union.

Therefore, the Shareholders' Meeting will have to proceed with the appointment of a Director, which may also consist of the confirmation of the co-opted Director, who will remain in office until the expiration of the entire Board of Directors (i.e., until the date of the Shareholders' Meeting convened to approve the Company's financial statements as of December 31, 2024).

Eventually, it should be noted that for the appointment of the Director, the Shareholders' Meeting will deliberate with the legal majority, without application of the slate voting procedure, also taking into account the provisions of the current Article 15 of the Company's Articles of Association.

**Resolutions proposed to the Shareholders' Meeting**

Dear Shareholders, in relation to the foregoing, if you are in agreement, we would invite you to approve the following proposal

"The Shareholders' Meeting of Nexi S.p.A.

- having examined the Board of Directors' report;

**RESOLVES**

1. to appoint Luca Velussi, born in Monfalcone (Italy) on November 7<sup>th</sup>, 1969, as a Director of Nexi S.p.A., providing that he shall remain in office for the current term of office, and thus, until the date of the Shareholders' Meeting convened to approve the financial statements for the year ending December 31, 2024;
2. to establish that the remuneration of Mr. Luca Velussi shall be the same as resolved upon by the Shareholders' Meeting held on May 5, 2022, and thus Euro 70,000.00 per annum, plus reimbursement of expenses incurred in the performance of the relevant functions, being excluded from the aforementioned amount the remuneration arising from the assumption of special offices and for participation in Board of Directors' committees"

Milan, August 2<sup>nd</sup>, 2024

The Chairwoman

Michaela Castelli

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Disclaimer: This is the English translation of the Italian Report. In any case of discrepancy between the English and the Italian versions, the Italian document is to be given priority of interpretation for legal purposes