



Report on item 1 on the Agenda of the Shareholders' Meeting, extraordinary part

Amendments to art. 10 ("Right of intervention and exercise of voting rights ") of the Articles of Association. Related and consequent resolutions.



Dear Shareholders,

the Extraordinary Shareholders' Meeting called for September 12th, 2024 is called to resolve on the amendment of art. 10 ("Right to attend and exercise the right to vote") of the Articles of Association.

As is well known, Law No. 21 of March 5th, 2024 introduced Article 135-undecies.1 into Legislative Decree No. 58 of 1998 (the "**Consolidated Financial Act**" or the "**CFA**") which provides that *"The articles of association can rule that participation in the shareholders' meeting and exercise of voting rights are exclusively performed by a representative designated by the company in accordance with Article 135-undecies. The party designated as representative may be assigned proxies or sub-proxies in accordance with Article 135-novies, departing from Article 135-undecies, paragraph 4"*.

The purpose of the proposed amendment is to insert a new clause in the Articles of Association that allows the Board of Directors to provide, from time to time and specifying it at the time of call, that the Shareholders' Meeting be held with the participation of those entitled to attend and vote exclusively through the conferral of proxies pursuant to Article 135-undecies of the CFA (as well as proxies or sub-proxies pursuant to Article 135-novies, notwithstanding Article 135-undecies, paragraph 4, of the CFA) to the Designated Representative, a figure already provided for (i) by art. 135-undecies of the CFA in the text prior to the aforementioned legislative novelty and (ii) by art. 10 of the current Articles of Association (the Exclusive Designated Representative).

In this regard, it should be noted that the Company, with reference to the shareholders' meetings held in recent years, has availed itself of the power to designate the Exclusive Designated Representative originally assigned to counter the spread of the Covid-19 epidemic, has assessed the contribution of the Exclusive Designated Representative in the efficient and precise conduct of the Shareholders' Meeting and its preparatory activities in a very positive way and has also noted a large participation of shareholders thanks to the intervention of the Exclusive Designated Representative.

The text, as opposed to Article 10 of the Articles of Association, is shown below, with the proposed amendment highlighted in bold.

Current text	Modified text
<p>Article 10 (Right of intervention and exercise of voting rights)</p>	<p>Article 10 (Right of intervention and exercise of voting rights)</p>
<p>1) Entitlement to attend the Shareholders' Meeting shall be granted to holders of voting rights in accordance with the applicable legal provisions. Entitlement to participate and exercise the right to vote shall be certified in accordance with the terms established by the laws and regulations in force at the time, as well as the provisions of the following paragraphs of this Article.</p> <p>2) Those who have the right to vote may be represented at the Shareholders' Meeting by issuing a proxy within the time frames prescribed by law. Proxies shall be sent to the Company to the certified email address indicated in the notice of call or by other means specified therein.</p> <p>3) The Company may designate, for each Shareholders' Meeting, one or more</p>	<p>1) Entitlement to attend the Shareholders' Meeting shall be granted to holders of voting rights in accordance with the applicable legal provisions. Entitlement to participate and exercise the right to vote shall be certified in accordance with the terms established by the laws and regulations in force at the time, as well as the provisions of the following paragraphs of this Article.</p> <p>2) Those who have the right to vote may be represented at the Shareholders' Meeting by issuing a proxy within the time frames prescribed by law. Proxies shall be sent to the Company to the certified email address indicated in the notice of call or by other means specified therein.</p> <p>3) The Company may designate, for each Shareholders' Meeting, one or more</p>



persons to whom holders of voting rights at the Shareholders' Meeting may grant a proxy with voting instructions on all or some of the proposals on the agenda. The proxy shall have no effect with regard to proposals for which no voting instructions have been given. The designated persons, the procedures and terms for the granting of proxies shall be set out in the notice of call of the Shareholders' Meeting.

~~persons~~ **one person** to whom holders of voting rights at the Shareholders' Meeting may grant a proxy with voting instructions on all or some of the proposals on the agenda **pursuant to Article 135-undecies of the Consolidated Financial Act (the "Designated Representative")**. The proxy shall have no effect with regard to proposals for which no voting instructions have been given. ~~The designated persons~~ **The designated person**, the procedures and terms for the granting of proxies shall be set out in the notice of call of the Shareholders' Meeting. **The Company – by decision adopted by the Board of Directors on the occasion of the individual calls – may provide, in the notice of call, that the participation and exercise of the right to vote at the Shareholders' Meeting by those entitled to vote shall take place exclusively through the granting of voting proxies pursuant to Article 135-undecies of the Consolidated Financial Act (as well as proxies or sub-proxies pursuant to Article 135-novies of the Consolidated Financial Act, notwithstanding Article 135-undecies, paragraph 4, of the Consolidated Financial Act) to the Designated Representative in the manner provided for by applicable laws and/or regulations.**

The adoption of the resolution relating to the amendment of Article 10 of the Articles of Association does not entail the right of withdrawal pursuant to art. 2437 of the Civil Code.

Resolutions proposed to the Shareholders' Meeting

Dear Shareholders, in relation to the above, if you agree, we invite you to approve the following resolution:

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

- having examined the Report of the Board of Directors,

RESOLVES

1. to amend – with effect from the date of registration of the relevant resolution with the competent register of companies– Article 10 of the Articles of Association in the text proposed in the explanatory report and to which reference is made in full;
2. to confer on the Board of Directors and, on its behalf to the Chair, all and broader powers to carry out the formalities necessary for the resolution to be registered in the Register of Companies, with the right to make any modification and/or addition, of a non-substantial nature, that may be necessary at the time of registration or in any case requested by the competent authorities."

Milan, August 2nd 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