



Report on item 1 on the Agenda of the Ordinary Shareholders' Meeting

Approval of the financial statements as of December 31st, 2024, together with the Report of the Board of Directors, the Report of the Board of Statutory Auditors and the Report of the external Statutory Auditor. Presentation of the consolidated financial statements as of December 31st, 2024. Related and consequent resolutions, including the completion of the formation of the legal reserve, through partial use of the equity item "Other Reserves".



Dear Shareholders,

The Ordinary Shareholders' Meeting called for April 30, 2025 is invited, pursuant to Art. 2364 of the Italian Civil Code and Articles 9 and 26 of the Company's By-Laws, to approve the draft financial statements of Nexi S.p.A. (the "**Company**") for the year 2024, accompanied by the reports submitted by the Board of Directors, the Board of Statutory Auditors and the Independent Auditory Firm.

The separate financial statements, together with the consolidated financial statements as at December 31, 2024, including the Sustainability Reporting for 2024 prepared pursuant to the Legislative Decree September 6, 2024 no. 125, will be made available to the public at the Company's registered office, on the Company's website, as well as on the authorised storage mechanism "eMarket STORAGE".

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The draft separate financial statement of the Company as at December 31, 2024 submitted to the Shareholders' Meeting shows a loss for the year of Euro 105,810,630 which is proposed to be covered using retained profits reserve for Euro 4,598 and, for the remaining amount, equal to EUR 105,806,032, the available portion of the reserve denominated "Other Reserves", formed through the allocation of the share premium reserve. This available portion amounts to Euro 11,003,225,090.

For all detailed information and comments, reference is made to the management report, made available in the terms indicated above.

In addition, it is proposed to approve the increase of the legal reserve by using the available portion of the reserve denominated "Other Reserves" as it will result from its partial use to cover losses as proposed above, i.e., Euro 10,897,419,058.

The amount of Euro 14,270 allows the legal reserve to be reconstituted within the limit set by Article 2430 of the Italian Civil Code. In this regard, it is specified that this operation is necessary for the purposes of Article 2431 of the Italian Civil Code, which states that "*the sums received by the company for the issuance of shares at a price higher than their nominal value, including those derived from the conversion of bonds, cannot be distributed until the legal reserve has reached the limit established by Article 2430*". This operation is also functional to the resolutions that will be submitted to the shareholders' meeting in the subsequent agenda items regarding the distribution of available reserves and the authorization for the purchase of treasury shares.

Once the increase is made, the amount of the legal reserve will be Euro 23,743,705, equal to one-fifth of the share capital.

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 resolution:

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

- having examined the data of the separate financial statements as of December 31, 2024 with the related reports submitted by the Board of Directors, the Board of Statutory Auditors and the Independent Auditory Firm;
- having taken note of the consolidated financial statements as of December 31, 2024 with the related reports submitted by the Board of Directors and the Independent Auditory Firm;
- having taken note of the Sustainability Report for 2024 prepared pursuant to Legislative Decree September 6, 2024, no. 125,

RESOLVES

1. to approve the separate Financial Statements of Nexi S.p.A. as of December 31, 2024, as presented by the Board of Directors as a whole and in the individual entries, resulting in a net loss for the year of Euro 105,810,630;

2. to cover the loss of Euro 105,810,630 resulting from the financial statements on 31 December 2024, by using the reserve “Retained profits reserve” for Euro 4,598 and, for the remaining portion of Euro 105,806,032 the reserve “Other Reserves” (totalling Euro 11,003,225,090);
3. to allocate to legal reserve Euro 14,270 of the available reserve “Other Reserves” (totally amounting to Euro 10,897,419,058 following the reduction resulting from the previous resolution), in such a way that the thus increased legal reserve represents one-fifth of the share capital.”

Milan, March 21, 2025

The Chairwoman

Michaela Castelli

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Disclaimer: This is the English translation of the Italian Report on this item. 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.