



Report on item 2 on the Agenda of the Ordinary Shareholders' Meeting

Proposal for distribution of available reserves. Related and consequent resolutions.



Dear Shareholders,

This Report, prepared and published pursuant to the combined provisions of Legislative Decree No. 58 of February 24, 1998 (“**Consolidated Law on Finance**” or “**TUF**”), Article 125-ter, paragraph 1, and CONSOB Resolution No. 11971 of May 14, 1999, Article 84-ter (“**Issuers’ Regulation**”), outlines the proposal to Shareholders submitted by the Board of Directors of Nexi S.p.A. (hereinafter referred to as “**Nexi**” or the “**Company**”) regarding the distribution of a total amount of Euro 307,373,014 as a dividend, drawn from the available portion of the reserve named “Other Reserves,” as further detailed below

The dividend arising from the partial distribution of the reserve denominated “Other Reserves” as outlined in this proposal is deemed “ordinary” for the purposes of Borsa Italiana rules, is consistent with the Company’s press release dated February 28, 2025, available on the Company’s website at www.nexigroup.com, concerning future distribution plans.

With reference to the proposal at hand and specifically with regard to the composition of the reserve denominated “Other Reserves”, the Board of Directors highlights that the Company’s annual financial statement for the year ended December 31, 2024, which is to be presented for approval by the Shareholders’ Meeting scheduled for April 30, 2025, as the first item on the agenda, disclose the following breakdown of share capital and reserves.

(Euro)	31-Dec-24
SHARE CAPITAL	118,718,524
RESERVE FOR OWN SHARES HELD	- 5,005,077
STATUTORY RESERVE	23,729,435
RESERVE OF PROFITS	4,598
OTHER RESERVES	11,362,168,632
VALUATION RESERVE	- 23,122,480

The Board of Directors has proposed to the Shareholders’ Meeting convened for April 30, 2025, as the first item on the agenda, together with the approval of the financial statement for the year ended December 31, 2024:

- (i) the coverage of the loss amounting to Euro 105,810,630 resulting from the financial statements for the year ended December 31, 2024, by using the reserve from carried-over profits for EUR 4,598 and, for the remaining amount of Euro 105,806,032, the available reserve “Other Reserves”; and
- (ii) the allocation of part of the ‘Other Reserves’ as reduced following the previous proposal, to the legal reserve for an amount of Euro 14,270 to achieve the fifth of the share capital.

In the event that the Shareholders’ Meeting resolves in favor of the aforementioned proposals, the amount of the “Other Reserves” will be Euro 11,256,348,330, and the available portion of the same, formed through the allocation of the share premium reserve, will be Euro 10,897,404,788. This will be sufficient for the partial distribution as a dividend, which is the subject of this proposal, also considering the proposal for the purchase and disposal of treasury shares as per Agenda item 4.

With reference to the proposal for the partial distribution of the “Other Reserves”, the Board of Directors highlights that:

- the partial distribution of the “Other Reserves” to Shareholders, as proposed in this report, represents a form of remuneration for Shareholders’ investment in the Company;
- the distribution in the indicated amount does not compromise the Company’s equity, financial, and economic balance;



- the payment of the dividend through the partial distribution of the aforementioned reserve will be made using available liquidity, without the need to resort to additional financing.

Given the above, the Board of Directors proposes to distribute an ordinary dividend, for the purposes of Borsa Italiana rules, of Euro 0.25 per share, gross of withholding taxes, for each Nexi share outstanding as of the ex-dividend date, net of treasury shares held in the portfolio as of the record date pursuant to Article 83-terdecies of Legislative Decree No. 58/1998 (the so-called “record date”). The maximum total amount is Euro 307,373,014, to be drawn from the available portion of the reserve denominated “Other Reserves”.

The maximum total amount of Euro 307,373,014 is calculated based on the 1,230,192,275 ordinary shares outstanding and the 700,221 treasury shares held in the portfolio as of March 10, 2025. It is understood that the final total amount of the “Other Reserves” to be allocated for dividend payment will be calculated based on the number of Nexi shares actually outstanding on the ex-dividend date.

The dividend per share has also been determined considering the treasury shares currently held in the portfolio.

As previously disclosed to the market in the press release dated February 28, 2025, should the distribution of the dividend from the “Other Reserves” be approved by the Shareholders' Meeting, it is proposed that the dividend be paid starting from May 21, 2025, with a record date of May 20, 2025, and an ex-dividend date (coupon no. 1) of May 19, 2025.

Regarding tax implications, It is noted that, in accordance with Article 47, paragraph 1 of Presidential Decree No. 917/1986 (TUIR) and the fiscal layering of the Company's equity, the distributed dividend constitutes profit in its entirety. Consequently, these amounts will be included in the recipient's taxable income.

Resolutions proposed to the Shareholders' Meeting

Dear Shareholders, in relation to the above, if you agree, the Board of Directors now submits the following proposal for your approval:

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

- having examined the Board of Directors' explanatory report and the proposals for resolutions contained therein;
- on the assumption that the Shareholders' Meeting, in approving the financial statements for the year ended December 31, 2024, has resolved to cover the losses in accordance with the proposal of the Board of Directors, as well as to allocate Euro 14,270 from the “Other Reserves” to the legal reserve, thereby fully replenishing the latter;
- considering that the share capital and reserves are deemed to exist, and specifically that the available portion of the “Other Reserves”, based on the aforementioned assumption and also considering the proposal for the purchase and disposal of treasury shares as per item 4 on the agenda of the shareholders meeting, is sufficient for the partial distribution as a dividend, which is the subject of this resolution;
- considering, therefore, the existence of available reserves in a suitable amount;

RESOLVES

1. To distribute, from the available portion of the reserve denominated as “Other Reserves”, an “ordinary” dividend for stock exchange purposes of Euro 0.25 per Nexi share, gross of withholding taxes, for each Nexi share outstanding as of the ex-dividend date, net of treasury shares held in the portfolio as of the record date pursuant to Article 83-terdecies of Legislative Decree No. 58/1998 (the so-called “record date”), for a maximum total amount of Euro 307,373,014, calculated based on the 1,229,492,054 ordinary shares outstanding as of March 10, 2025. It is understood that the final total amount to be allocated for dividend payment will be calculated based on the number of Nexi shares actually outstanding on the coupon detachment;
2. to set the payment date for the dividend as May 21, 2025, with a record date pursuant to Article 83-terdecies of Legislative Decree No. 58/1998 (the so-called “record date”) on May 20, 2025, and coupon detachment n.1 on May 19, 2025;
3. to grant the Board of Directors, and specifically Its Chairman and Chief Executive Officer, each acting individually, the widest powers necessary to fully and effectively implement the above resolutions in compliance with applicable regulations, including the authority to determine the actual total amount to be drawn from the available portion of the “Other Reserves” to be allocated for dividend distribution based on the number of Nexi shares actually outstanding on the coupon detachment.”



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.