

**Report on item 3 on the agenda of the Ordinary Shareholders' Meeting**

**Report on remuneration policy and compensation paid**

- a. Section I: report on the remuneration policy for the financial year 2025 (binding resolution);**
- b. Section II: report on remuneration granted in the financial year 2024 (non- binding resolution).**

Dear Shareholders,

the Ordinary Shareholders' Meeting convened on 30 April 2025 is invited to discuss and resolve on this proposal concerning the Report on the remuneration policy and the compensation paid (the “**Remuneration Report**”), drawn up pursuant to Article 123-ter of Italian Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented (the “**Consolidated Law on Finance**”) and Article 84-quater of the Regulation adopted through Consob resolution no. 11971 of 14 May 1999, as subsequently amended and supplemented (the “**Issuers' Regulation**”).

The Board of Directors of Nexi S.p.A. (the “**Company**”) approved the Remuneration Report at its meeting on 10 March 2025, on the proposal of the Appointments and Remuneration Committee; the Remuneration Report is available to the public at the registered office, on the Company's website (<https://www.nexigroup.com/it/gruppo/governance/assemblee-degli-azionisti/>), as well as on the ‘eMarket STORAGE’ authorised storage mechanism.

Pursuant to Article 123-ter of the Consolidated Law on Finance, the Remuneration Report is divided into two separate sections (Section I and Section II):

- **Section I:** contains an illustration of the Company's policy regarding the remuneration of the members of the Board of Directors, the General Manager, the Executives with Strategic Responsibilities and the members of the Board of Statutory Auditors, with reference to the 2025 financial year, as well as the procedures used for the adoption and implementation of this policy. This section, pursuant to the combined provisions of paragraphs 3-bis and 3-ter of Article 123-ter of the Consolidated Law on Finance, is subject to the **binding vote** of the Ordinary Shareholders' Meeting; and
- **Section II:** contains an indication of the remuneration of the members of the Board of Directors and the Board of Statutory Auditors, the General Manager and the Executives with Strategic Responsibilities (in aggregate form for the latter) for the 2024 financial year. This section, pursuant to paragraph 6 of Article 123-ter of the Consolidated Law on Finance, is subject to the **non-binding vote** of the Ordinary Shareholders' Meeting.

In the light of the foregoing, with reference to this item on the agenda, the Shareholders' Meeting will proceed with two separate votes, based on the proposals made below.

### **Resolutions proposed to the Shareholders' Meeting**

#### **Section I: Report on the remuneration policy for the financial year 2025 (binding resolution)**

Dear Shareholders, in relation to Section I of the Remuneration Report, relating to the remuneration policy, if you agree, we invite you to approve the following resolution:

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

- having examined the Remuneration Report, prepared by the Board of Directors pursuant to Article 123-ter of the Consolidated Law on Finance and Article 84-quater of the Issuers' Regulation;
- having examined and discussed, in particular, ‘Section I’ of the Remuneration Report, prepared pursuant to Article 123-ter(3) of the Consolidated Law on Finance and relating to: (i) the Company's policy on the remuneration of the members of the Board of Directors, the Board of Statutory Auditors, the General Manager and managers with strategic responsibilities with reference to the 2025 financial year; and (ii) the procedures used for the adoption and implementation of this policy; and
- whereas, pursuant to Article 123-ter(3-ter) of the Consolidated Law on Finance, the Shareholders' Meeting is required to express a binding vote on ‘Section I’ of the Remuneration Report,

### **RESOLVES**

- 1) to approve ‘Section I’ of the Remuneration Report prepared pursuant to Article 123-ter(3) of the Consolidated Law on Finance;
- 2) to grant the Chairman of the Board of Directors and the Chief Executive Officer, separately from each other, with the power to sub-delegate, all the broadest powers necessary or appropriate to execute the above resolution, including, but not limited to, the power to implement the remuneration policy referred to in the aforementioned ‘Section I’.

\* \* \*

**Section II: report on the compensation paid during the 2024 financial year (non-binding resolution)**

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

- having examined the Remuneration Report, prepared by the Board of Directors pursuant to Article 123-ter of the Consolidated Law on Finance and Article 84-quater of the Issuers' Regulation;
- having examined and discussed, in particular, 'Section II' of the Remuneration Report, prepared pursuant to Article 123-ter(4) of the Consolidated Law on Finance, relating to the annual disclosure on the implementation of the remuneration and incentive system in the 2024 financial year, including the reporting of the compensation paid in relation to the 2024 financial year; and
- whereas, pursuant to Article 123-ter(6) of the Consolidated Law on Finance, the Shareholders' Meeting is required to cast a non-binding vote on the aforementioned 'Section II' of the Remuneration Report,

**RESOLVES**

- 1) to take note, in a favourable sense pursuant to Article 123-ter(6) of the Consolidated Law on Finance, of 'Section II' of the Remuneration Report prepared pursuant to Article 123-ter(4) of the Consolidated Law on Finance."

Milan, March 21, 2025

The Chairwoman

Michaela Castelli

\*\*

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.