

**Report on item 7 on the agenda of the Ordinary Shareholders' Meeting**

**Approval of an incentive plan in favour of the employees entitled 'LTI Plan'. Related and ensuing resolutions.**

Dear Shareholders,

the Ordinary Shareholders' Meeting convened for 30 April 2025 is called to discuss and resolve, pursuant to Article 114-bis(1) of Legislative Decree no. 58/1998, as subsequently amended and supplemented (the “**Consolidated Law on Finance**”), this proposal concerning the incentive plan entitled “**LTI Plan**” (the “**LTI Plan**”), reserved for the Chief Executive Officer and General Manager, as well as for additional employees, including Executives with Strategic Responsibilities (the “**Beneficiaries**”), of Nexi S.p.A. (the “**Company**”) and of each company directly or indirectly controlled, pursuant to Article 2359 of the Italian Civil Code, by the Company (collectively, the “**Group**”), according to the criteria highlighted in more detail in the specific information document attached to this illustrative report (the “**Information Document**”). Terms beginning with a capital letter that are not expressly defined in this illustrative report shall have the meaning given to them in the Information Document.

The main purposes of the LTI Plan are to: (i) guide the company's performance in the medium to long term by aligning management's behaviours with the company's strategy and risk management policies; (ii) retain the Group's key people, who hold high-impact roles for the organisation and possess relevant skills, capable of representing a competitive advantage for the Group; as well as (iii) align management with the interests of shareholders and investors.

To this end, the LTI Plan provides for the free allocation to the Beneficiaries, over a medium-long time frame, divided into three three-year cycles (2025-2027, 2026-2028 and 2027-2029), of two categories of rights, the Performance Shares Rights and the Restricted Shares Rights, which, under the terms and conditions illustrated in the LTI Plan regulation and in the Information Document, grant the Beneficiaries the right to receive shares of the Company, as briefly described below.

#### Performance Shares Rights

The Performance Shares Rights accrue, after the three-year Vesting Period, subject to the achievement, with each verified independently, of the Relative Total Shareholder Return, cumulative Relative Operating Cash Flow and Environmental Social Governance scorecard Performance Objectives (determined for the first Cycle), as well as the actual existence of the Relationship at the end of the Vesting Period, under the terms and conditions better illustrated in the Regulation and in the Information Document.

#### Restricted Shares Rights

The Restricted Shares Rights accrue subject to the elapsing of the Vesting Period and the fact that the Beneficiary's employment relationship with the Group is in place at the end of the Vesting Period, under the terms and conditions better illustrated in the Regulation and in the Information Document.

#### Awarding of shares

Following the approval of the financial statements for the last financial year of each Vesting Period (i.e., financial years 2027 for the first Cycle, 2028 for the second Cycle and 2029 for the third Cycle) and subject to the occurrence of the conditions described above, as detailed in the Information Document, the Board of Directors will determine the number of shares to be awarded free of charge to each person identified as a Beneficiary of one or the other type of rights.

The shares serving the LTI Plan will be, in part, the subject of a new issue free of charge, in several tranches, pursuant to Article 2349 of the Italian Civil Code, without increasing the share capital and, in part, assigned from the Company's portfolio of treasury shares.

For a detailed description of the content of the LTI Plan (e.g. the holding period, penalty and claw-back clauses) prepared pursuant to Article 114-bis of the Consolidated Law on Finance, Article 84-bis of the Regulation adopted by Consob with resolution no. 11971 of 14 May 1999, as subsequently amended, and the related Annex 3A, Schedule 7, please refer to the Information Document.

#### **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 Ordinary Shareholders' Meeting of Nexi S.p.A.,

- having examined the illustrative report of the Board of Directors and the proposed resolutions contained therein; and

- having examined the Information Document,

**RESOLVES**

- 1) to approve the medium- to long-term incentive plan entitled the 'LTI Plan' as indicated in the Information Document;
- 2) to grant the Board of Directors, with the power to sub-delegate, all the broadest powers necessary or appropriate to execute the LTI Plan, including, but not limited to:
  - identifying the Beneficiaries for each Cycle;
  - establishing the maximum number of Rights to be assigned for each Cycle in compliance with the criteria set out in the LTI Plan and the Regulation;
  - verifying (i) that the Performance Objectives have been achieved in order to establish the number of Performance Shares Rights accrued and/or (ii) the elapsing of the Vesting Period for the accrual of the Restricted Shares Rights and, consequently, determining the number of Shares to be awarded;
  - regulating the rights of Beneficiaries and/or rectifying the Assignment conditions in the cases and according to the provisions in the Regulation;
  - fulfilling, including by proxy to the Chief Executive Officer, with the right to sub-delegate to the Company's structures, all the obligations relating to the execution of the LTI Plan;
  - defining the Performance Objectives for each Cycle; and
  - proposing to the Shareholders' Meeting any substantial change relating to the LTI Plan."

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.