

nexi

Report on the Remuneration Policy and Compensation Paid



Issuer: Nexi S.p.A.

www.nexigroup.com

Approved by the Board of Directors on 10 March 2025

Drafted pursuant to Article 123-ter of Italian Legislative Decree no. 58 of 24 February 1998 and Article 84-quater of the Issuers' Regulation and the relative Annex 3A, Schedule 7-bis and 7-ter

TABLE OF CONTENTS

LETTER FROM THE CHAIR OF THE REMUNERATION AND APPOINTMENT COMMITTEE

2

INTRODUCTION

4

NEXI

5

About us

5

2024 Results at a glance

5

The key indicators of the Remuneration Policy

6

OVERVIEW

8

Section 1

REMUNERATION POLICY

10

1. Shareholder engagement

12

2. Governance

13

2.1 Bodies and parties involved

13

- Shareholders' Meeting

13

- Board of Directors

13

- Remuneration and Appointments Committee

14

- Chief Executive Officer and other relevant functions

16

- Corporate Control Functions

17

- Board of Statutory Auditors

17

2.2 The process for approving the Remuneration Policy

17

- Exceptions to the provisions of the Remuneration Policy

18

3. Purposes, principles and tools

19

3.1 Purposes

19

3.2 Principles

19

3.3 Market practices

20

3.4 Tools and recipients

21

4. Remuneration Policy

24

4.1 Board of Directors

24

4.2 Chief Executive Officer and General Manager

25

4.3 Executives with Strategic Responsibilities

32

4.4 Board of Statutory Auditors

36

Section 2

IMPLEMENTATION OF THE 2024 REMUNERATION POLICY

37

5. Introduction

39

5.1 Result of the Shareholders' Meeting vote on Section II previous year

39

5.2 Board of Directors

39

5.3 Chief Executive Officer and General Manager

40

5.3.1. Pay Mix

42

5.4 Executives with Strategic Responsibilities

43

5.5 Equity investments held by the Chief Executive Officer and by Executives with Strategic Responsibilities

43

5.6 Granting of Rights for the 2024-2026 LTI Plan cycle

44

5.7 Board of Statutory Auditors

44

5.8 Annual change in compensation and performance

44

5.9 Termination-of-office or termination-of-employment allowances and/or other benefits

45

5.10 Mechanisms for the ex-post correction of the variable component

45

6. Remuneration tables

46

LETTER FROM THE CHAIR OF THE REMUNERATION AND APPOINTMENT COMMITTEE

Dear Shareholders,

I am pleased to present you, also on behalf of the other members of the Remuneration and Appointments Committee. Michaela Castelli and Maurizio Cereda, the Company's Report on the 2025 Remuneration Policy and on the compensation paid in the past year.



In 2024, Nexi achieved results in line with guidance, characterized by growth in revenues and margins, solid cash generation that allowed for debt reduction, and an improvement in the S&P Global ESG score that positions the Group (included for the second consecutive year also in Standard & Poor's sustainability indices) in the top 1% of the best companies in the Financial Services & Capital Market category. In December, Fitch Ratings upgraded the debt rating to investment grade and during the year the European Investment Bank granted Nexi the first financing to a listed company in the sector to support the innovation of digital payments in Europe.

These results were achieved, in a complex macroeconomic and market context, thanks to Nexi's people and their skills, to an operating model, constantly monitored for its effectiveness also with respect to risk management, that combines the advantages of international scale with commercial oversight of local markets, and to a Remuneration Policy that incentivizes results-orientation at all organizational levels of the matrix.

The 2025 Remuneration Policy is the result of a progressive refinement of its constituent elements, guided by a careful analysis of the remuneration market, which validated many of the Board of Directors' choices made at the beginning of the mandate, and by the feedback received during engagement activities with institutional investors and proxy advisors. In this document, you will find confirmation of the objective to support and reward the effectiveness of management action with a pay mix in which the fixed remuneration of the first line is on average aligned with the peer group (unchanged in its composition), while the variable component allows, when results are exceeded and in the presence of positive stock performance, to place total compensation in the upper range of the remuneration benchmark. The structure of remuneration thus continues to be the result of a rigorous pay-for-performance approach, in which alignment with Shareholders' interests is also confirmed by the weight of relative Total Shareholder Return and evidenced by the failure to vest share rights linked to it for the 2022-2024 LTI cycle. The sustainability of value creation continues to be supported in management incentive systems by the assignment of ESG objectives closely connected to the company strategy. The proposed compensation for governance roles and for the CEO and General Manager remains unchanged compared to the previous mandate.

With the 2025 Policy, Nexi also submits for the approval of the Shareholders' Meeting the new 2025-2027 LTI Plan, which reaffirms confidence in Performance Shares as a tool capable of promoting behaviors oriented toward sustainable value creation. The new LTI Plan presents payout opportunities unchanged from the previous one and further aligns with best practices by extending to 2 years the lock-up period on 50% of the shares vested by top management; introducing, in addition to market indices, a comparison panel for measuring relative TSR composed of international fintech companies, nominally indicated in the document; allocating shares to good leavers no longer at target, but based on company performance to remunerate the actual value created. In the context of increased and growing market competition for our talents, the Plan allows the Board of Directors to resolve, exceptionally and within predefined limits, allocations of Restricted Shares rights to Executives with Strategic Responsibilities (excluding the CEO and General Manager).

With the aim of providing clear information, Section I of the Report illustrates in greater detail the constituent elements of performance remuneration for the CEO and Executives with Strategic Responsibilities; Section II increases ex-post disclosure of payout upon achievement of short and long-term objectives.

As we reach the end of the three-year mandate of the current Remuneration and Appointments Committee, we believe that a significant effort has been made for the progressive alignment of the remuneration systems resulting from the mergers with Nets and SIA, providing the Company with an effective Policy that strongly incentivizes results, is internally equitable and relative to an extremely competitive labor market that has now transcended national boundaries, and is rigorous in recognizing merit and value creation for Shareholders.

With Michaela Castelli and Maurizio Cereda, who have generously lent their experience and expertise to the Committee, I thank you in advance for the support you would like to express regarding the contents of this Report approved by the Board of Directors.

Thank you,

Elisa Corgi
Chair of the Remuneration and Appointments Committee

INTRODUCTION

This Report on the Remuneration Policy and Compensation Paid (hereinafter ‘the **Report**’) was approved by the Board of Directors of Nexi S.p.A. (hereinafter the ‘**Board of Directors**’ or ‘**BoD**’ and ‘**Nexi**’ or the ‘**Company**’ respectively) on 10 March 2025 on the proposal of the Remuneration and Appointment Committee, in accordance with applicable laws and regulations¹.

The Report has two Sections, which are preceded by a brief description of the Company and a summary of the main remuneration elements envisaged for the Chief Executive Officer² and General Manager and Executives with Strategic Responsibilities³, in order to provide the market and investors with an immediate overview.

Section I of the document describes the Remuneration Policy adopted by Nexi with annual validity with reference to the members of the Board of Directors, the Chief Executive Officer and General Manager, the Executives with Strategic Responsibilities, and the members of the Board of Statutory Auditors of Nexi S.p.A. (hereinafter the ‘**Board of Statutory Auditors**’), specifying the purposes and principles of the Remuneration Policy in force, the bodies involved, the instruments used for its adoption and implementation. The above is also relevant for the purposes of determining the remuneration policies of the Companies directly controlled by Nexi.

In accordance with the provisions of Article 123-ter, paragraphs 3-bis and 3-ter of the Consolidated Law on Finance, Section I of this Report is subject to the binding vote of the Ordinary Shareholders’ Meeting of Nexi S.p.A. (hereinafter the ‘**Shareholders’ Meeting**’) convened to approve the financial statements as at 31 December 2024.

Section II of the document sets out in detail information on the remuneration paid during the 2024 financial year to the members of the Board of Directors, the Chief Executive Officer and General Manager, the Executives with Strategic Responsibilities and the members of the Board of Statutory Auditors, as defined by the Remuneration Policy adopted for that year.

In accordance with the provisions of Article 123-ter, paragraph 3-bis of the Consolidated Law on Finance, Section II of this Report is subject to the advisory vote of the Ordinary Shareholders’ Meeting convened to approve the financial statements as at 31 December 2024.

The Report on the Remuneration Policy and Compensation Paid is made available to the public, at the registered office of Nexi (Corso Sempione 55, 20149 Milan) and on the Company’s website (www.nexigroup.com), within the twenty-first day before the date of the Shareholders’ Meeting convened to approve the financial statements for the year 2024.

¹ Article 123-ter, Legislative Decree no. 58 of 24 February 1998 - Consolidated Law on Finance (‘**TUF**’) as last amended by Legislative Decree no. 49 of 10 May 2019, Article 84-quater of the Regulation issued by CONSOB with resolution no. 11971 of 14 May 1999 on issuers (‘**Issuers’ Regulation**’), as amended and related Annex 3A, Schedules 7-bis and 7-ter.

² The Chief Executive Officer of Nexi S.p.A. who also holds the position of Group General Manager (‘**Chief Executive Officer and General Manager**’ or ‘**CEO-GM**’).

³ Individuals who have the power and responsibility, directly and indirectly, for the planning, direction and control of the Company (hereinafter ‘**Executives with Strategic Responsibilities**’ or ‘**ESRs**’).

NEXI



About us

The Nexi Group, operating in more than 25 countries, is the European PayTech with scale, capabilities and territorial proximity to provide people, companies, financial institutions and public administrations with the simplest, fastest and most secure payment solutions.

Originating from the merger of Nexi, Nets and SIA, in 2023 the Group implemented a new matrix operating model (Target Operating Model or TOM), organised according to Business Unit and Region, which guide product strategy and innovation and market strategy respectively, based on governing body guidelines and a single execution model overseen by the Corporate functions supervising Control functions.

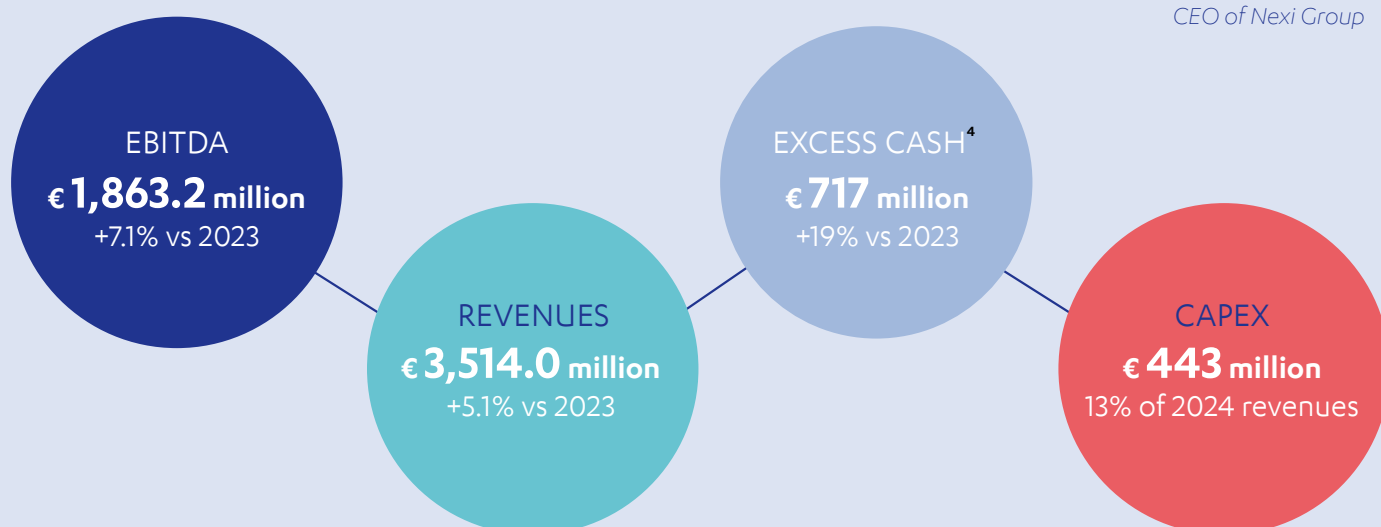
The Group's Remuneration Policy integrates the business plan, at the service of the company's strategy, with the aim of attracting, retaining and motivating the best resources, nurturing talent and skills and steering conduct based on short- and long-term variable incentive systems, towards achieving long-term sustainable results.



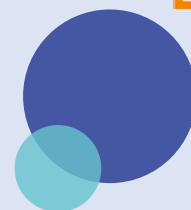
Summary of 2024 results

"In 2024, we continued to deliver growth across all our geographies and businesses and generate more and more cash from the business, also thanks to a continued focus on operational efficiency. At the same time, we did continue to invest in innovative products, modern technology platforms and strategic capabilities, further shaping Nexi for future profitable growth" 2024 has been a key year in the journey of Nexi as we have also started to return capital to our Shareholders and achieved an Investment Grade status at the same time, while we continued to reduce our debt leverage. Looking into 2025, we expect to continue to grow and expand our margins, further increasing our cash generation, while continuing to invest with strong conviction in the growth potential of digital payments, a very key strategic sector for the future of Europe. Going forward, based on our resilient continued growth outlook for the future years, we will return most of the excess cash to Shareholders, while maintaining the Investment Grade status. We will start paying a material dividend in 2025 that we plan to increase over time. We will propose to our Shareholders' General Meeting to return to our Shareholders a total of € 600 million in 2025, combining € 300 million of dividend distribution with additional € 300 million of share buy-back."

Paolo Bertoluzzo,
CEO of Nexi Group



⁴ Excess Cash: operating cash flows net of interest payable and other cash items (cash taxes, IFRS 16 and other).



Key Indicators of the Remuneration Policy

The Remuneration Policy was approved by the Company's Board of Directors on 10 March 2025, based on the proposal from the Remuneration and Appointments Committee.

The **Group's strategic drivers** (growth, technological innovation, synergies, people, sustainability) **are reflected in the variable incentive systems**, through the assignment of result targets consistent with the short-term (MBO Plan) and medium-/long-term (LTI Plan) business objectives.

		STRATEGIC DRIVERS				
		Growth	Technology	Synergies	People	Sustainability
 SHORT TERM - MBO	EBITDA	●		●		
	Revenues	●		●		
	Excess Cash	●		●	●	
	Customer Centricity		●			●
	ESG People Value				●	●
 LONG TERM - LTI	Cumulative Operating Cash Flow	●			●	
	Relative TSR	●				●
	Diversity & Inclusion				●	●
	ESG Decarbonisation				●	●
	Digitalisation		●		●	●

The **economic-financial** targets and return on invested capital represent the main component of the objectives assigned under the MBO plan and the LTI Plan, with a weight generally at least equal to 85% in the MBO plan and equal to 90% in the LTI plan, in line with the role.

The stability of value creation and the creation of value for the broader ecosystem with respect to the Company is supported through the **ESG objectives present in short- and long-term incentive systems**, in particular:

- **Short-term variable incentive plan (MBO Plan)**

The 2025 MBO Plan confirms the assignment of ESG objectives to the Chief Executive Officer and Group General Manager, to Executives with Strategic Responsibilities and to the entire first line of management, as well as to all beneficiaries of the annual variable incentive system, with a consistent weight by role, with particular reference to Customer Centricity and People Value, measured through the following metrics:

- the **'Net Promoter Score' (NPS)**⁵, which measures the degree of customer satisfaction, in order to guarantee and monitor Nexi's commitment to providing an offering and service appropriate to the needs of the payment market, ensuring continuity in accessibility to the services offered;
- the **People Engagement Index**⁶, which measures the level of satisfaction of the Group's employees, with an increased weight in the MBO plan for roles with direct responsibility for people within each Region. Independent third-party consultants assist Nexi in recording the index, ensuring the reliability of the measurement.

- **Long-term variable incentive plan (LTI Plan)**

With the 2024-2026 granting cycle, the Performance Shares LTI plan approved by the Shareholders' Meeting in 2022 has ended. In the new 2025-2027 LTI Plan, submitted for approval by the 2025 Shareholders' Meeting, attention to sustainability issues is confirmed by the inclusion of an ESG objective comprising three indicators, which, consistent with Nexi's strategy, measure the results achieved, for the 2025-2027 cycle, in relation to the decarbonisation targets approved by SBTi, digitisation and gender balance.



⁵ The **Net Promoter Score** is an indicator that identifies the experience perceived by end customers (cardholders, merchants and banks) in order to improve the service offered and refers to the 'relational' NPS, detected by asking customers to express their level of satisfaction with the relationship with Nexi, answering on a scale from 0 to 10, the question: "Based on your recent experience, would you recommend Nexi?". Based on the feedback received from Customers, the NPS is calculated in the reporting period, applying the following formula: (% Promoter - % Detractor)*100.

⁶ **People Engagement** is the level of satisfaction that employees express through the People Survey, Nexi's people listening tool, managed by a third-party company; it is measured through the Engagement Index by taking into account individuals who have positively evaluated a mix of indicators that assess the level of satisfaction with the company, the sense of pride/belonging and the desire to recommend the company, its products and its services.

OVERVIEW

Remuneration Policy

The main elements and characteristics of the Remuneration Policy of Nexi's Chief Executive Officer and General Manager and Executives with Strategic Responsibilities⁷ are summarised in the table below, which indicates in the last column the reference pages for further details.

REMUNERATION ELEMENT	PURPOSES	CHARACTERISTICS KEY	VALUES	PAGE REF.
FIXED REMUNERATION	<i>Enhances the role held and the assigned responsibilities, also taking into account the experience, skills and contribution required</i>	This consists of the Gross Annual Remuneration ('RAL') which represents the fixed component of total remuneration, sufficient to remunerate the services performed even in the event that the variable remuneration components are not paid. It is defined in accordance with the responsibilities and impact of the role, to ensure a fair treatment and competitiveness with respect to the reference market, identified through benchmarking with peer groups ⁸ selected with the support of independent external consulting firms.	CEO-GM Gross Annual Salary (RAL): €1,500,000 ESRs Commensurate with the role held and the responsibilities assigned	<p>p.25</p> <p>p.32</p>
SHORT-TERM VARIABLE INCENTIVE PLAN (MBO PLAN)	<i>To guide company performance in the short term by identifying objectives aligned with the strategy, the budget, guidance given to the markets at the start of the year and annual economic and financial plans of the Company, in compliance with the principles of mitigating the main risks</i>	Plan based on the results achieved over a period of one year, against measurable and complementary set objectives. The achievement of the objectives is linked to economic/monetary incentives, paid within the first half of the financial year after the financial year in question. The plan has an entry gate - Group EBITDA ≥ 85% of the EBITDA of the 2025 budget approved by the Board of Directors - starting from which payment of the incentive is allowed. Malus and clawback clauses are envisaged. CEO-GM Key Performance Indicators ("KPIs") and weights: <ul style="list-style-type: none"> • (40%) Group EBITDA • (25%) Group Revenues • (20%) Group Excess Cash • ESG: <ul style="list-style-type: none"> - (5%) Customer Centricity: Net Promoter Score; - (10%) People Value: <i>Engagement Index</i> ESRs Key performance indicators: <ul style="list-style-type: none"> • (40%) Group EBITDA • Economic and financial objectives related to the specific responsibilities of the Business Unit/Area • Strategic objectives defined in line with the role • (10%) ESG: Customer Centricity and People Value 	Entry Gate Group EBITDA ≥ 85% of the budget value approved by the Board of Directors CEO-GM Target incentive: 100% of the Gross Annual Remuneration (RAL) % payout vs target incentive: from 0% to 200% depending on the results achieved according to performance curves and pay outs previously defined Maximum payout vs RAL: 200% ESRs Differentiated target incentive based on the assigned role, up to 100% of the RAL % payout vs target incentive: from 0% to 200% depending on the results achieved according to performance curves and pay outs previously defined Maximum payout vs RAL: 200%	<p>p.25</p> <p>p.33</p>

⁷ The Board of Directors, in addition to the Chief Executive Officer and General Manager, confirmed the following positions as Executives with Strategic Responsibilities of the Nexi Group: (i) the Deputy General Manager and Group Finance, Strategy and Transformation; (ii) the Group Information Technology Officer

⁸ Companies selected according to defined parameters and indicators, which guarantee eligibility for the purposes of salary comparison

REMUNERATION ELEMENT	PURPOSES	CHARACTERISTICS KEY	VALUES	PAGE REF.
LONG-TERM VARIABLE INCENTIVE PLAN (LTI PLAN)	<i>Guide company performance in the medium-/long-term by aligning management behaviours with the company strategy set out in the three-year economic-financial plan and creating value for stakeholders. Retain, motivate, attract the key people in the Company</i>	<p>A variable incentive plan that grants rights to receive Nexi ordinary shares free of charge, for Company employees selected on the basis of criteria of banding, performance and evaluation of the potential for the bands for which such evaluation is available, over a medium-/long-term period (three years). The accrual of rights is conditional on the achievement of set objectives.</p> <p>CEO-GM and ESRs Granting of rights to receive Nexi ordinary shares free of charge, on the basis of performance criteria measured over a three-year period (Performance Share).</p> <ul style="list-style-type: none"> • Granting frequency: Rolling plan (3 granting cycles: 2025-2027; 2026-2028; 2027-2029) • Performance period: three years • Performance indicators: <ul style="list-style-type: none"> - (50%) Cumulative Operating Cash Flow - (40%) Relative Total Shareholder Return - (10%) ESG Objectives • Holding Period: 2 years for 50% of the shares accrued • Malus and clawback clauses are envisaged <p>ESRs Where previously determined circumstances occur, attributable to the need to attract or retain key resources in highly competitive international and/or cross-sector contexts, the Board of Directors may also grant the ESRs (with the exception of the CEO-GM) rights to receive free shares (Restricted Shares) subject to a vesting period that may be from a minimum of 2 up to a maximum of 3 years, with the possibility of splitting the vesting period, as better described below and in the Information Document. Restricted Shares may only be allocated in the circumstances indicated, once during the LTI Plan.</p>	<p>CEO-GM Target amount: 130% of the RAL</p> <p>% payout vs target incentive: 0% to 200%</p> <p>Maximum payout vs RAL: 260%</p> <p>ESRs Target amount: up to 100% of the RAL</p> <p>% payout vs target incentive: 0% to 200%</p> <p>Maximum payout vs RAL: 200%</p> <p>ESRs (in relation to the Restricted Shares possibly granted, as referred to alongside) limit on an annual basis within two thirds of the RAL.</p>	<p>p.28</p> <p>p.34</p>
BENEFITS	<i>To integrate the other remuneration elements into a broader logic of sustainable welfare</i>	Benefits represent an important component as an additional part of the remuneration package assigned in a broader logic of sustainable welfare and caring for key resources. They are differentiated by banding and role, are in line with market practices and consistent with applicable laws and the provisions of collective bargaining agreements.	Main types for the CEO-GM and ESRs : supplementary pensions; supplementary health care; insurance cover (medical expenses, death, permanent disability); car for personal and business use.	p.31 p.35
OTHER INSTRUMENTS: POST-EMPLOYMENT PAYMENTS AND NON-COMPETE AGREEMENTS	<i>To protect the company from any risk of dispute and/or competitive risk in cases of termination of the employment relationship</i>	<p>CEO-GM</p> <ul style="list-style-type: none"> • Payments in the case of cessation from office or termination of the employment relationship <p>ESRs</p> <ul style="list-style-type: none"> • Payments in the case of termination of the employment relationship • Non-compete agreements 	<p>CEO-GM severance payments equal to 24 gross monthly payments</p> <p>ESRs severance payments equal to 24 gross monthly payments in accordance with the provisions of Article 2121 of the Italian Civil Code</p>	<p>p.32</p> <p>p.35</p>
	<i>To protect the employee in the event of claims for damages</i>	<p>CEO-GM AND ESRs</p> <ul style="list-style-type: none"> • Directors & Officers Policy <p>The Chief Executive Officer and Executives with Strategic Responsibilities cannot be granted discretionary one-off bonuses, except as provided for in the section on policy departures.</p>	<p>non-compete agreements the amount paid is commensurate with the breadth and duration of the agreement.</p>	

Section I

REMUNERATION POLICY



1

1. Shareholder Engagement	12
2. Governance	13
3. Purposes, principles and instruments	19
4. Remuneration Policy	24

SECTION 1

REMUNERATION POLICY

The First Section of the Report presents information clearly and transparently, aimed at ensuring a broad level of disclosure to stakeholders about remuneration policies.

1. Shareholder engagement

Nexi attaches importance to engagement with Shareholders regarding the Remuneration Policy, in order to align it with the expectations of the Group's main stakeholders.

In preparation for Shareholders' Meetings, in particular, the Company manages contact activities with the main Proxy Advisors, also supported by specialised external consultants, in order to illustrate its Remuneration Policy. These activities with Shareholders and Proxy Advisors also take place during the year if requested and according to the current shareholder engagement procedure, in order to monitor and identify any areas for improvement, in line with best market practices on remuneration.

With the specific aim of maximising the effectiveness and conformity of the information flow in relation to any requests for further insights on the document describing the Remuneration Policy, Nexi has set up a task force across company functions, which includes the Investor Relations function, the HR function, the Corporate Governance function, and is also assisted by the external consultant specialised in Corporate Governance Advisory issues⁹.

In 2024, the Report on the Remuneration Policy was approved by the Shareholders' Meeting of Nexi S.p.A. with 84.97% of the votes in favour (74.2% of the share capital was represented at the Meeting).



⁹ Sodali & Co S.p.A.

2. Governance

The governance of the process for defining the Remuneration Policy is consistent with applicable laws and provisions of the articles of association.

2.1 Bodies and Parties involved

The bodies and parties involved in preparing and approving the Remuneration Policy, as well as checking its correct implementation are listed below, along with their respective roles and responsibilities.



Shareholders' Meeting

The Shareholders' Meeting, limited to the topics of interest in this Report:

- defines the remuneration of the members of the Board of Directors at the time of appointment and throughout their term of office;
- determines the remuneration of members of the Board of Statutory Auditors;
- approves incentive plans based on financial instruments on the proposal of the Board of Directors;
- votes on Section I (binding vote) and on Section II (advisory vote) of this Report, in accordance with the provisions of Article 123-ter of the Consolidated Law on Finance.

Board of Directors

The Board of Directors¹⁰:

- defines the Remuneration Policy according to the provisions in the Consob Issuers' Regulation and also the incentive plans for the Group's directors, management and employees. It approves the Remuneration Policy and the Report on the Remuneration Policy and compensation paid, submitting them to the vote of the Shareholders' Meeting;
- approves the identification of Executives with Strategic Responsibilities;
- approves the remuneration of Executives with Strategic Responsibilities and managers reporting directly to the Chief Executive Officer and Group General Manager, as well as the remuneration of directors with delegated powers and of other directors holding particular positions;
- approves the remuneration for participation in internal Board Committees¹¹;
- approves the short-term variable incentive plan (MBO Plan) and long-term variable incentive plan (LTI Plan), including the recipients, objectives, degree of achievement, as well as the implementing regulations of these plans.

In carrying out its functions, the Board of Directors is assisted and advised by the Remuneration and Appointments Committee, and receives the opinion of the Board of Statutory Auditors, where necessary.

¹⁰ The Board of Directors in office at the date of approval of this document was composed of 13 members, with a mandate expiring with the approval of the financial statements as at 31 December 2024. The Board approved this Report on 10 March 2025.

¹¹ Nexi's internal Board Committees are the Strategic Committee, the Risk Control and Sustainability Committee pursuant to Article 6 of the Corporate Governance Code, the Related-Party Transactions Committee pursuant to Article 3 of the Corporate Governance Code and based on the provisions of the Related Parties Regulation adopted by resolution no. 17221/2010, and the Remuneration and Appointments Committee pursuant to Articles 4 and 5 of the Corporate Governance Code (the **'Internal Board Committees'**).

Remuneration and Appointments Committee

a. Composition

The Remuneration and Appointments Committee (hereinafter also the **'Committee'**) pursuant to the Corporate Governance Code¹² was established on 25 February 2019. The powers, responsibilities and tasks of the Committee, which is responsible for supporting the Board of Directors in matters concerning appointments and remuneration, are defined by a specific regulation, approved by the Board of Directors on 8 March 2019 and updated by the Board on 22 December 2022 and 6 March 2023, in line with the changes in the Company's operating model and to ensure the alignment of responsibilities with the Group's governance structure. In accordance with the provisions of the Corporate Governance Code, the Committee, at the date of approval of this Report, was composed of three directors, all non-executive, meeting the independence requirements indicated in the Consolidated Law on Finance and the Corporate Governance Code, and having the knowledge, skills and experience functional to the performance of the tasks assigned to them, in compliance with the provisions of Article 5 of the Code.

b. Functioning

The Committee meets at appropriate intervals for the proper performance of its functions and tasks. The Chair convenes and presides over the meetings of the Committee, prepares its work and directs, coordinates and moderates discussions. Minutes of the meetings are duly taken by the Chair and the Secretary of the meeting, and the Chair reports to the Board of Directors on the topics discussed at the first possible Board meeting.

A majority of members is required for the meetings to be valid, and decisions/resolutions are taken by a majority of those present.

The Chair of the Board of Statutory Auditors or another auditor appointed by him/her participates in the Committee's proceedings. These proceedings may also be attended, at the invitation of the Chair and where there is no conflict of interest, by the Chief Executive Officer, the Group HR Director, the Head of Group Reward and the Global and Italy Reward Manager, other members of the Board of Directors, managers in charge of the various company functions and any other person whose presence is considered to assist in the better performance of the functions of the board of directors, with reference to all or some items on the agenda.

The Committee has the right to access information and company functions necessary for the performance of its tasks and may be assisted, within the limits established by the Board of Directors, by external consultants. The Company shall make adequate financial resources available to the Committee for the performance of its duties within the limits of a budget approved by the Board of Directors on the basis of a reasoned proposal by the Committee, which shall define the amount of such resources on an annual basis. No director shall take part in meetings in which proposals are made to the Board of Directors relating to his/her remuneration, except where concerning the majority of members of the internal Board Committees.

c. Responsibilities

In line with the Corporate Governance Code, the Committee plays a fundamental role in the process of defining and governing the remuneration policies of Nexi and directly controlled companies.

As regards appointment-related functions, the Committee is tasked with assisting the Board of Directors in:

- the self-assessment of the Board of Directors and its Committees;
- defining the optimal composition of the Board of Directors and its Committees;
- identifying candidates for the office of Director in the event of co-optation;
- presenting a list, as the outgoing Board of Directors, if applicable, to be implemented in a manner that ensures a transparent formation and presentation;
- preparing, updating and implementing the succession plan, as applicable, for the Chief Executive Officer and General Manager and Executives with Strategic Responsibilities.

As regards remuneration-related functions, the Board of Directors entrusts the Committee with the task of:

- assisting it in preparing the Remuneration Policy as provided for in Article 123-ter, paragraph 3 letter a) of Legislative Decree no. 58/98, as amended;
- submitting proposals or expressing opinions on the remuneration of executive directors and other directors holding particular positions, as well as on the setting of performance targets related to the variable component of this remuneration;
- monitoring the actual application of the Remuneration Policy and checking, in particular, the actual achievement of the performance objectives;
- assessing the suitability and overall consistency of the Policy for the remuneration of Directors and top management, at regular intervals.

¹² The Corporate Governance Code of listed companies approved by the Corporate Governance Committee and promoted by Borsa Italiana, ABI, Ania, Assogestioni, Assonime and Confindustria, which Nexi endorses (hereinafter the **'Corporate Governance Code'**)

Section 1 - Remuneration Policy

Top management refers to Executives with Strategic Responsibilities and managers reporting directly to the Chief Executive Officer and Group General Manager.

The Committee periodically assesses and formulates proposals regarding the definition and implementation of initiatives to protect and promote diversity, equal opportunities/equity and inclusion at the various levels of the organisation, with a particular focus on the aspects of appointment, remuneration, staff development and succession plans for top management, in line with the Group's sustainability strategies.

The Chair of the Committee reports to the Board of Directors on the activity performed by the Committee.

d. Meetings held and annual cycle of activities

During 2024, the Committee met 11 times, with the meetings lasting on average approximately 1 hour and 11 minutes. During 2024, attendance at the meetings was 100%. The main topics addressed during these meetings are summarised in the following table.

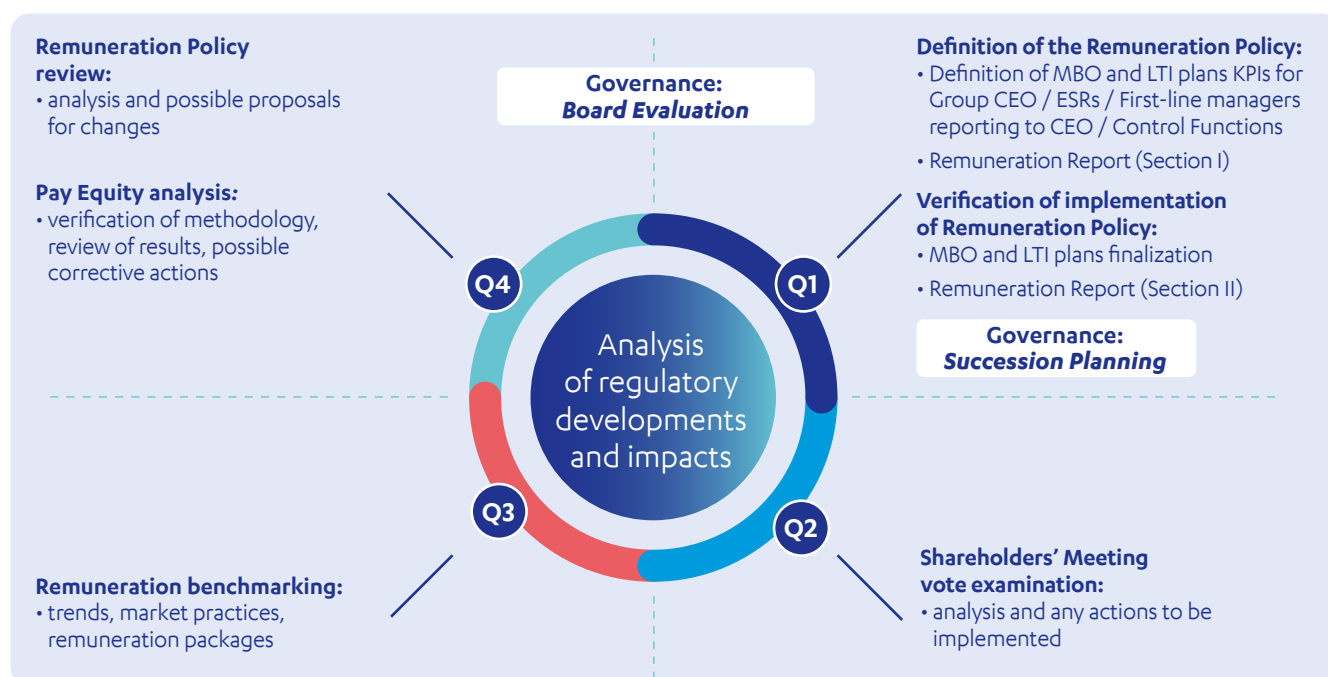
JANUARY - MARCH
Definition of the 2024 Remuneration Policy
Assignment of the MBO 2024 Plan objectives to the Chief Executive Officer and Group General Manager, to Executives with Strategic Responsibilities, managers reporting directly to the Chief Executive Officer and Group General Manager, Group Risk Management, and Group Audit
Preparation of the Report on Remuneration in 2024 and Compensation paid in 2023
Finalisation of the 2023 MBO Plan for the Chief Executive Officer and Group General Manager, Executives with Strategic Responsibilities, managers reporting directly to the Chief Executive Officer and Group General Manager, Group Risk Management, and Group Audit
Finalisation of the objectives of the 2021-23 cycle LTI Plan
Definition of the peer group, examination of the remuneration benchmark for top management
Updating of succession maps
Board Evaluation
APRIL-JULY
Analysis of the Shareholders' vote on remuneration
Evaluation of the proposed remuneration package for a manager reporting directly to the Chief Executive Officer and Group General Manager
SEPTEMBER-DECEMBER
Definition of the activity plan for the preparation of the 2025 Remuneration Policy and evaluation of action areas
Definition of the perimeter and activity plan for updating succession maps
Implementation of the end-of-mandate Board Evaluation with the support of an independent third-party consultant
Examination of the methodology for measuring pay equity and analysis of updated results
Analysis of the evolution of Nexi's organisational model as a result of some updates to the target operating model
Updating and analysis of salary benchmarking
Analysis and proposal to update the Remuneration Policy for employees of the Nexi group regarding long-term variable remuneration (LTI) also in light of the analyses and market benchmarking carried out
Analysis of the exit package proposal for the termination of employment of a senior manager

Section 1 - Remuneration Policy

The meetings held so far during 2025 focused on the following aspects:

- checking the application of the 2024 Remuneration Policy and finalisation of the MBO 2024 and LTI 2022-2024 plans for the Chief Executive Officer and Group General Manager, Executives with Strategic Responsibilities, managers reporting directly to the Chief Executive Officer and Group General Manager, Group Risk Management, and Group Audit;
- definition of the 2025 Remuneration Policy guidelines;
- preparation of the new Group LTI plan;
- definition of the objectives of the MBO and LTI incentive plans for the Chief Executive Officer and Group General Manager, Executives with Strategic Responsibilities, managers reporting directly to the Chief Executive Officer and Group General Manager, Group Risk Management, Group Audit;
- examination of the incentive plan regulations and the Consob information document relating to the new LTI plan¹³;
- definition of succession maps;
- examination of the exit package of a manager reporting directly to the Chief Executive Officer and General Manager;
- examination of the proposed appointment and remuneration of an executive reporting directly to the Chief Executive Officer;
- examination of remuneration package proposals for managers reporting directly to the Chief Executive Officer and General Manager;
- self-assessment of the Board of Directors;
- preparation of the guidance opinion of the Board of Directors of Nexi for Shareholders on the size and composition of the new Board of Directors;
- preparation of the Report on the 2025 Remuneration Policy and compensation paid in 2024.

The Remuneration and Appointments Committee has set up a structured process for planning, preliminary analysis and proposals regarding the Remuneration Policies and Incentive Plans, which takes place throughout the annual cycle, as illustrated below.



Chief Executive Officer and other relevant functions

The Chief Executive Officer puts proposals to the Committee regarding the remuneration of Executives with Strategic Responsibilities and direct reporting managers.

The Human Resources Department initiates the process for preparing the Remuneration Policy, supports the Committee in the operational management of meetings, providing technical assistance – also in terms of reporting – and organises preparatory material for defining the Remuneration Policies. In addition, with the competent corporate functions, it contributes to the identification, monitoring and subsequent finalising of the economic and financial objectives related to the short-term incentive plans (MBO Plan) and long-term incentive plans (LTI Plan) and prepares the implementation documentation of the Remuneration Policy (e.g. Rules of the Incentive Plans).

¹³ Document drawn up pursuant to Article 84-bis of the Regulation adopted by CONSOB with resolution no. 11971 of 14 May 1999, as amended.

Section 1 - Remuneration Policy

The Finance Department supports the entire process, in particular for the identification of targets and finalisation of the economic and financial objectives of the incentive plans.

Corporate Control Functions

The Control Functions are involved and collaborate in various ways in the definition and implementation of the Remuneration Policy and/or the subsequent checks on the correct implementation of the remuneration policies. More specifically:

- the **Compliance Function** performs a high-level review of the Remuneration Policy against current remuneration provisions within the applicable regulatory framework, also providing recommendations for further improvements of the Policy where required;
- the **Risk Management Function** checks that the Remuneration Policy (in particular with regard to short-term incentives) is consistent with company operations.

The above functions, each according to their own responsibilities, examine ex ante the Remuneration Policy before it is submitted to the Shareholders' Meeting for approval.

- Finally, the **Audit Function** oversees the entire process of identifying and finalising the quantitative objectives of the short- and long-term variable incentive plans and checks the correct payment of the fixed and variable components, in line with the approved Remuneration Policy.

The Control Functions report to the bodies in charge on the results of the checks carried out indicating any corrective measures.

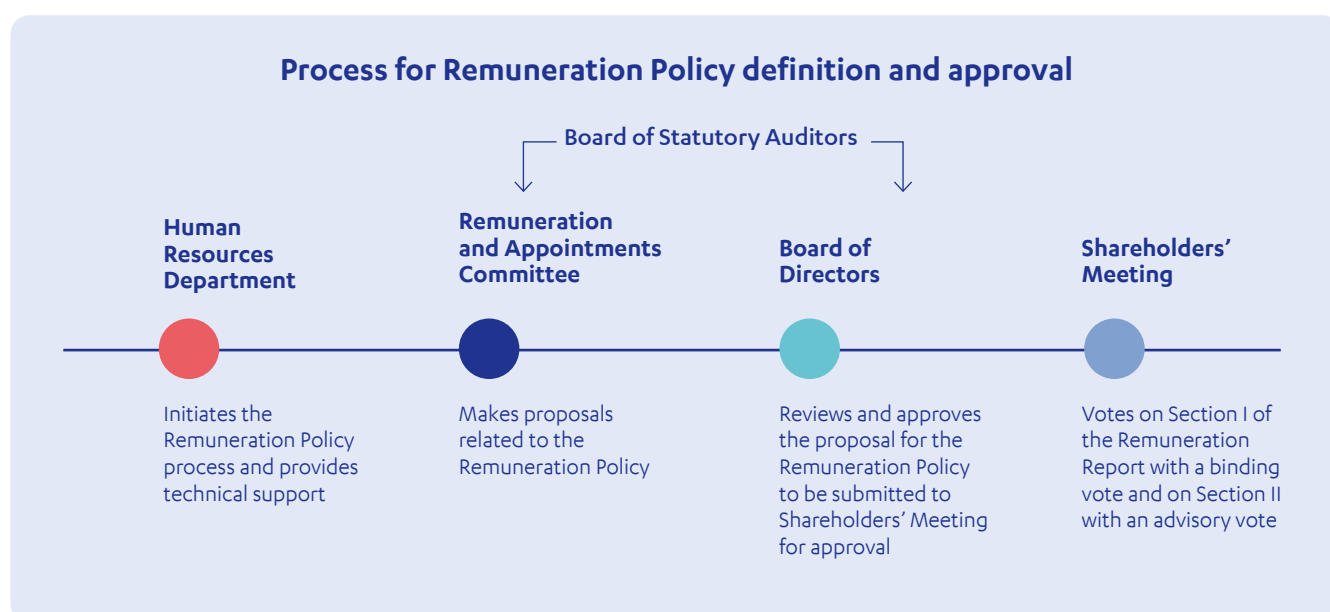
Board of Statutory Auditors

As regards remuneration, the Board of Statutory Auditors expresses the opinions required by applicable regulations, in particular concerning the remuneration of Directors holding particular positions pursuant to Article 2389 of the Italian Civil Code, checking their consistency with the Company's Remuneration Policy. The Board of Statutory Auditors regularly attends the meetings of the Remuneration and Appointments Committee, overseeing the correctness of processes.

2.2 The process for approving the Remuneration Policy

The Remuneration Policy guidelines with reference to the Board of Directors, Board of Statutory Auditors and Executives with Strategic Responsibilities were approved by the Board of Directors on 10 March 2025.

In line with the applicable law on this matter and the Corporate Governance Code, the process for the approval of the Remuneration Policy takes place in the following stages:



Exceptions to the provisions of the Remuneration Policy

Pursuant to Article 123-ter of the Consolidated Law on Finance, Nexi allocates remuneration in accordance with the Remuneration Policy, which is valid for one year.

Where exceptional circumstances occur – as defined in the light of applicable laws and regulations - i.e. situations where a deviation from the Remuneration Policy is necessary in order to pursue the long-term interests and sustainability of the Company as a whole or to ensure its ability to stay in the market – the Company may temporarily deviate from the Remuneration Policy within the terms of and according to the enhanced governance process indicated below.

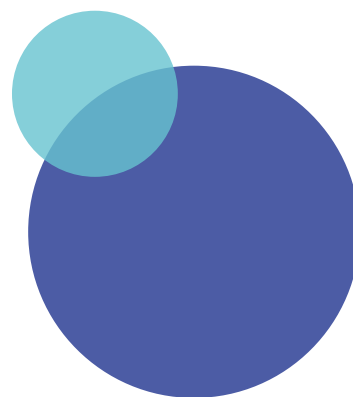
The Board of Directors is tasked with checking whether such exceptional situations occur and may temporarily deviate from this Remuneration Policy, on the proposal of the Remuneration and Appointments Committee and after consulting with the Board of Statutory Auditors, subject to the favourable opinion of the Related-Party Transactions Committee, in cases where this is required by the Related Parties Transactions Regulation adopted by the Company.

The Company identifies ex ante, by way of example only, the following as exceptional circumstances pursuant to Article 123-ter, paragraph 3-bis of the Consolidated Law on Finance:

- the occurrence of extraordinary and unforeseeable events, concerning the Group or the sectors and/or markets in which it operates, that significantly affect results;
- substantial changes in the organisation of the Group's business, including as a result of extraordinary operations such as mergers, demergers, sale or purchase of companies or business units;
- the acquisition or retention of highly qualified resources having specific skills and professional expertise;
- the implementation of extraordinary projects and initiatives;
- the entry into force of or amendment to laws and/or regulations whose implementation is left to the evaluation of the Company.

In compliance with relevant laws and in close connection with the specific exceptional circumstance, the following elements of the Remuneration Policy may be departed from: (i) the fixed component of the remuneration; (ii) the short-term and long-term component of the remuneration (MBO and LTI Plans); (iii) the award of one-off bonuses.

Information on any exceptions made will be disclosed in the Report on the Remuneration Policy and Compensation Paid, the following year, in accordance with applicable laws.



3. Purposes, principles and tools

Pursuant to Article 123-ter of the Consolidated Law on Finance, the Remuneration Policy contributes to the Company's business strategy, its pursuit of long-term interests and sustainability, and illustrates how it makes such a contribution.

3.1 Purposes

The guidelines of the Remuneration Policy are shaped by Nexi's values and support its business strategy with the objective of strengthening the Company's leadership in the management and development of resources also with respect to the labour market, with particular reference to the hi-tech and highly innovative sectors.

Specifically, the policy aims to:

- **pursue and ensure the growth of the organisation in the medium to long term**, to protect the sustainability of results, based on the central nature of competencies for defining and implementing the guidelines of the Company's strategic business plan;
- **attract, motivate and retain people in a highly competitive context** for sector skills, promoting their engagement and sense of belonging;
- **develop a culture** based on recognising **merit**, through remuneration systems linked to results achieved in the short and medium term, as well as conduct;
- **nurture diversity and inclusion** through the empowerment of gender diversification, the experiences and skills of the Group's resources.

thus helping to adequately oversee company operations and ensuring succession plans to support business continuity and the creation of lasting value for all stakeholders.

3.2 Principles

The guidelines of the Remuneration Policy are based on the following principles that guide the remuneration plans and consequent actions:



- **Alignment with values and the business strategy**

The proposal for a remuneration package of well-balanced fixed and variable components is considered a key driver in aligning conduct with Nexi's objectives.

Specifically, variable incentive systems represent a fundamental tool in driving performance and the impact on business results: they are structured so that targets and measurement metrics are consistent with short- and long-term objectives.

- **Performance**

Remuneration policies have a direct link with performance, rewarding the contribution people make to achieving measurable and sustainable business results over time, according to a meritocratic approach which, based on performance curves, offers greater rewards for the top performers.

Nexi assesses its employees' performance on the basis of explicit and defined criteria (WHAT and HOW):

WHAT: company and individual objectives, mainly quantitative, clear, measurable;

HOW: behaviours in line with company values; to this end, interim feedback sessions are held, to promote alignment with the expected targets and to steer any corrective actions.

- **Competitiveness and equity**

All aspects of the remuneration package are consistent with the role held and with the responsibilities assigned, at all company levels. Company roles are weighted in terms of impact and responsibility according to an internationally recognised and codified system (global banding) to ensure a standard and fair approach in relation to the assigned role. Gender pay-equity detection and measurement systems are also in place and are being gradually refined to promote an inclusive work environment. With the support of leading independent consulting firms, external benchmarks are used annually with regard to reference peer groups, both in terms of pay mix and salary levels. Finally, Nexi constantly benchmarks against both national and international market practices. The aim is to ensure that remuneration decisions are taken effectively to guarantee the internal fairness of remuneration packages and their competitiveness on the market, in order to retain and attract key skills.

- **Transparency and communication**

The criteria for remunerating our people are clear and communicated transparently to Shareholders, employees and external third parties.

3.3 Market practices

The Company constantly monitors market remuneration practices and trends, including incentive and pay mix systems, through specific benchmarking, undertaken with the support of the consulting firm Mercer. This process aims to ensure the competitiveness of the overall remuneration offer and the Group's ability to attract, retain and motivate key positions for the implementation of its business strategy.

For the Chief Executive Officer/General Manager, Executives with Strategic Responsibilities and first line of management, specific peer groups are defined based on criteria for comparison with the market aligned with the Group's evolution, its management and operational complexity and organisational model. The comparison is based on a panel of Italian and European listed companies, selected for their affinity with Nexi in terms of size, sector, competitiveness with resources and geographic presence.

Companies with headquarters in the United States are excluded from the scope of analysis, as they have non-comparable remuneration policies and practices.

The reference panel mainly includes companies operating in three macro-sectors: financial services (banks and insurance undertakings, the results of which are also examined separately considering they are subject to regulatory constraints on remuneration), services (with a particular focus on technological operators, fintechs, telecommunications companies and specialised consulting firms) and industrial and consumer goods.

The panel composition reflects the need to compete in the technological and digital sector, with particular reference to fintech skills, supporting the internationalisation process and constant focus on innovation and the development of new products and solutions.

The remuneration analyses also take into account the geographic dimension of the comparative roles, to adequately value specific aspects of the local competitive contexts and labour market.

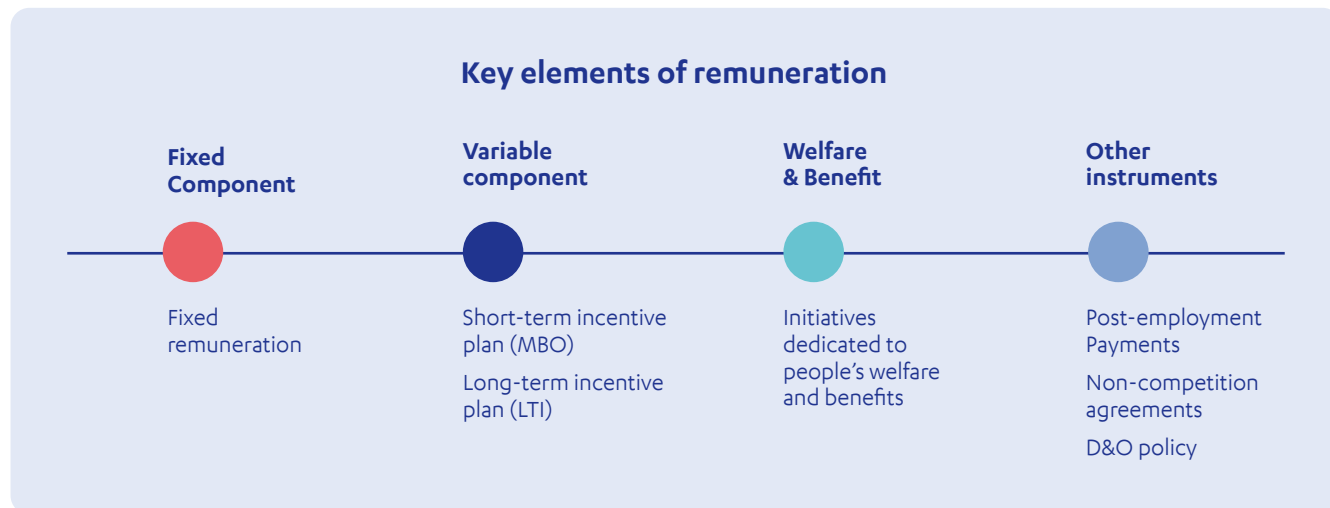
The benchmarking analyses carried out to support the definition of the 2025 Remuneration Policy were developed by adopting the peer group and the approach of the previous two years, thus being able to verify the evolution of market remuneration without changing the observation point.

As regards the roles of Chair of the Board of Directors, non-executive Directors (also regarding their participation as Chair and members of the internal board committees) and the Board of Statutory Auditors, the remuneration practices of Italian listed companies belonging to the FTSE MIB index, with the exclusion of companies with headquarters abroad or significantly larger than those of Nexi, were analysed in view of the upcoming renewal of the mandate of the Board of Directors.

During 2024, the Company also carried out targeted monitoring of practices relating to incentive plans in the competitive context of Italian companies listed in the FTSE MIB index in the industrial and financial services sector and European companies operating in similar sectors, using the analyses conducted by the consulting firm Mercer.

3.4 Tools and recipients

The purposes and principles of the Policy are reflected in the key elements of the remuneration of the Directors and Statutory Auditors (recipients of fixed remuneration only), and of the Executive Directors and directors with particular positions, as well as Executives with Strategic Responsibilities, as illustrated below.



Fixed component of remuneration

Fixed remuneration is commensurate with the role held and the responsibilities assigned, taking into account the experience, skills, contribution required, the remuneration indicated by the reference market for the role. It is sufficient to remunerate services provided, if the variable component is not disbursed, and this can be adjusted over time in compliance with the Policy's provisions.

For non-executive Directors, remuneration is limited to the fixed component only, in line with the Corporate Governance Code guidelines, and there is no form of variable remuneration connected with the achievement of performance objectives. Remuneration as a whole is determined in line with the complexity of the role and the commitment required, and is also commensurate with the tasks and responsibilities assigned.

FEES	
Fixed component of remuneration	Recipients
Pursuant to Article 2389 of the Italian Civil Code, paragraph 1	Non-executive directors
Pursuant to Article 2389 of the Italian Civil Code, paragraph 3	Directors with special positions: <ul style="list-style-type: none"> • Non-Executive Chair Compensation for participation in the Internal Board Committees
FIXED REMUNERATION	
Fixed component of remuneration	Recipients
Gross Annual Salary (RAL)	<ul style="list-style-type: none"> • Chief Executive Officer and General Manager • Executives with Strategic Responsibilities

Some Directors receive additional fees for the positions held in subsidiaries.

The members of the Board of Statutory Auditors receive annual remuneration, defined by the Shareholders' Meeting. In view of the role and responsibilities of this body, the members of the Board of Statutory Auditors are excluded from variable remuneration. For Statutory Auditors as well, the remuneration as a whole is determined in line with the complexity of the role and the commitment required, and is also commensurate with the tasks and responsibilities assigned.

FEES OF THE BOARD OF STATUTORY AUDITORS	
Fixed component of remuneration	Recipients
Remuneration	<ul style="list-style-type: none"> • Chair of the Board of Statutory Auditors • Members of the Board of Statutory Auditors

Some Statutory Auditors receive additional fees for the positions held in subsidiaries.

Variable component of remuneration

The variable component of remuneration is defined through short-term incentive Plans (MBO Plans) and medium-/long-term incentive plans (LTI plans).

These incentive plans – in compliance with the approval processes of the Shareholders' Meeting - are associated with set, complementary and measurable objectives, linked to the achievement of economic, operational, financial and non-financial results, also with a rolling logic, consistent with the budget, with Nexi's strategic plan and with the interests of Shareholders.

	SHORT-TERM INCENTIVE PLAN – MBO (<i>Management By Objectives</i>) plan	LONG-TERM INCENTIVE PLAN LTI (<i>Long Term Incentive</i>) Plan ¹⁴
Definition	Variable incentive system that is based on the results achieved over a period of one year, against set objectives (corporate, specific and individual). The achievement of the objectives is linked to economic/monetary incentives, paid within the first half of the financial year after the financial year in question.	Variable incentive system that grants a selected panel of employees of the Company rights to receive ordinary shares of Nexi SpA free of charge, at the end of a medium-/long-term period (three years), conditional on the achievement of set objectives (in the case of Performance Shares).
Beneficiaries	<ul style="list-style-type: none"> • CEO-GM and ESRs • Others: based on the banding¹⁵ and role. 	<ul style="list-style-type: none"> • CEO-GM and ESRs; • Others: selected panel of employees with permanent contracts identified according to criteria of banding¹⁵, performance¹⁶ and evaluation of potential for the bands for which such evaluation is available.
Purposes	<ul style="list-style-type: none"> • guide company performance in the short term by identifying objectives aligned with the strategy, the budget and annual economic and financial plans of the Company; • direct and focus people on the business priorities in compliance with the principles of mitigating risks. 	<ul style="list-style-type: none"> • guide company performance in the medium-/long-term by aligning management behaviours with the company strategy and creating value for stakeholders; • retain the key people in the company who hold high impact roles with the organisation and who have relevant skills, thus providing the company with a competitive advantage.

These incentive plans are governed by specific regulations that are consistent and comply with applicable laws.

¹⁴ Proposal for a Plan that will be submitted for approval to the Shareholders' Meeting on 30 April 2025.

¹⁵ A codified and internationally-recognised system for weighing company roles in terms of impact and responsibility.

¹⁶ Evaluation of our employees according to specific and well-defined criteria (WHAT and HOW).

Section 1 - Remuneration Policy

In accordance with the risk mitigation principles for these incentive plans:

- there is a specific Entry Gate for the short-term incentive plan, below which the incentive does not accrue and cannot be paid;
- maximum incentive levels are identified, related to the achievement and exceeding of results that are located at the top of the performance curves;
- malus clauses are envisaged, which allow for the reduction or non-disbursement of the variable component in the event of a conduct, during the employment relationship, that has caused or may cause serious harm to or significant losses for Nexi or other Group companies;
- clawback clauses are envisaged, which allow for the total or partial return of the variable component to be requested, in the event of a breach of the provisions in Article 114 -quinquies.3 of the Consolidated Law on Banking; in the event of a conduct during the employment relationship, that has caused or may cause serious harm to or significant losses for Nexi or other Group companies; or if the variable component has been disbursed based on data that are clearly incorrect.

Benefits

Benefits are an important addition to other parts of remuneration, in a logic of sustainable welfare (referred to in the specific chapter in Section I of this Report). Benefits are differentiated by category of recipients and type of role, are in line with market practices, and are consistent with applicable laws and the provisions of collective bargaining agreements.

Other instruments

Post-employment payments and **non-compete agreements** are instruments used to protect the Company from potential litigation and/or competitive risks in the case of termination of the employment relationship. These instruments are consistent with the remuneration received, in line with the recommendations in the Corporate Governance Code and consistent with provisions of the law and applicable collective bargaining agreements.

The Chief Executive Officer and General Manager and Executives with Strategic Responsibilities cannot be granted discretionary one-off bonuses, except as provided for in the section on policy exceptions.

Other instruments are indicated in the summary table below.

OTHER INSTRUMENTS	
Component	Recipients
Post-employment payments	<ul style="list-style-type: none"> • Chief Executive Officer and General Manager • Executives with Strategic Responsibilities on an individual basis
Non-compete agreements	<ul style="list-style-type: none"> • Executives with Strategic Responsibilities on an individual basis

A D&O policy is guaranteed for members of the Board of Directors, for the Chief Executive Officer and General Manager, for Executives with Strategic Responsibilities and for members of the Board of Statutory Auditors¹⁷.

For Directors and Statutory Auditors, expenses incurred in exercising duties related to the position are reimbursed against receipts.

¹⁷ **Directors & Officers:** a third-party liability policy for the Company's Management and Control bodies.

4. Remuneration Policy

This chapter illustrates in detail the guidelines of the Remuneration Policy adopted by Nexi on an annual basis with reference to the members of the Board of Directors, the Chief Executive Officer and General Manager, Executives with Strategic Responsibilities and the members of the Board of Statutory Auditors, as approved by the Board of Directors on 10 March 2025.

This policy takes into account market practices and external benchmarking with reference peer groups, carried out with the support of independent external consultancy firms¹⁸, both in terms of the pay mix (for the Chief Executive Officer and General Manager and for Executives with Strategic Responsibilities) and in terms of salary levels.

4.1 Board of Directors

The Board of Directors ends its term of office with the approval of the financial statements as at 31 December 2024 and the Shareholders' Meeting convened for 30 April 2025 will appoint the new Board of Directors for the 2025-2027 term of office.

The Chair of the Board of Directors

The remuneration of the Chair of the Board of Directors, a non-executive director, includes the fixed component alone, in the form of a total gross annual remuneration, which for the 2022-2024 term, is equal to Euro 480,000. This amount includes the remuneration pursuant to Article 2389, paragraph 1 of the Italian Civil Code, approved by the Shareholders' Meeting for the position of Director.

Reimbursement of expenses against receipts is permitted for expenses incurred in exercising duties related to the position. A Directors & Officers (D&O) policy is also provided.

The 2025 Shareholders' Meeting will decide, for the 2025-2027 term, the remuneration of the Chair pursuant to Article 2389, paragraph 1. In line with the previous mandate, on 27 February 2025, at the proposal of the Remuneration and Appointments Committee, the Board of Directors determined, pursuant to Article 2389, paragraph 3, the remuneration for the position of Chair of the Board of Directors who will be appointed for the 2025-2027 term, as the gross sum of Euro 480,000, inclusive of the emolument pursuant to Article 2389 of the Civil Code, paragraph 1, subject to approval of this Report by the Shareholders' Meeting. The Chair may receive additional remuneration for any participation in Internal Board Committees, while s/he does not receive additional remuneration for positions taken on at subsidiaries and for participation in their Internal Board Committees.

Non-executive directors

Non-executive and/or independent Directors receive only the fixed component of remuneration, with an annual fee approved by the Shareholders' Meeting, amounting to Euro 70,000 gross per year for the 2022-24 term, and an additional fee for any participation in the Internal Board Committees, determined by the Board of Directors for the 2022-24 term as follows:

- Euro 40,000 gross for the Chair of the Risk Control and Sustainability Committee and Euro 25,000 gross for its members;
- Euro 35,000 gross for the Chair of the Remuneration and Appointments Committee and for the Chair of the Related-Party Transactions Committees; Euro 20,000 gross for the Committee members; and
- Euro 25,000 gross for the members of the Strategic Committee.

In line with the recommendations provided by the Corporate Governance Code, **non-executive and independent Directors do not participate in the variable incentive plans linked to performance objectives**. No distinction is made in terms of remuneration between directors who meet the independence requirement and directors who are not independent.

Reimbursement of expenses against receipts is permitted for expenses incurred in exercising duties related to the position. A D&O policy is also provided.

The 2025 Shareholders' Meeting will decide, for the 2025-2027 term, the remuneration of the Directors pursuant to article 2389, paragraph 1.

¹⁸ Mercer Italia of the Marsh&McLennan Group.

Section 1 - Remuneration Policy

In line with the previous term, on 27 February 2025, at the proposal of the Remuneration and Appointments Committee, the Board of Directors determined the following remuneration for members of Committees for the 2025-2027 term, subject to approval of this Report by the Shareholders' Meeting:

- Euro 40,000 gross for the Chair of the Risk Control and Sustainability Committee and Euro 25,000 for its members;
- Euro 35,000 gross for the Chair and Euro 20,000 gross for the members of the Remuneration and Appointments Committee and the Related-Party Transactions Committee.

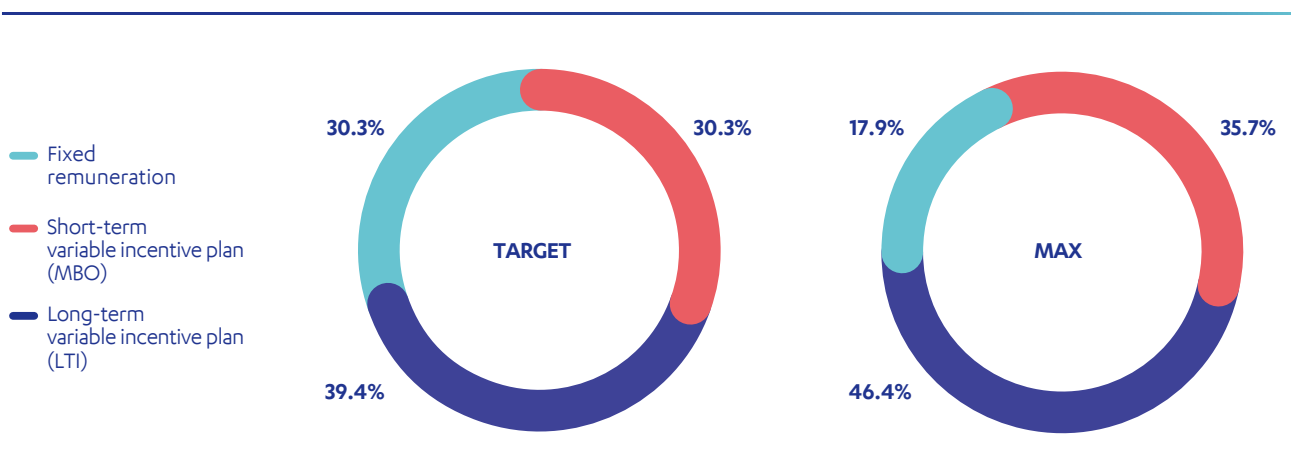
The Board of Directors that will be appointed for the 2025-2027 mandate will determine the compensation for the participation to the Strategic Committee.

4.2 Chief Executive Officer and General Manager

The remuneration package of the Chief Executive Officer and General Manager includes a fixed component, a variable component (short-term and long-term incentives), benefits and post-employment benefits.

The short- and long-term variable components, closely connected to the business plan, are an important part of the CEO-GM's pay mix, in order to recognize and enhance the results achieved in a sustainable way over time, aligning management behaviours with the objectives of the company's strategy, thus pursuing the creation of value for stakeholders. The Chief Executive Officer and General Manager's pay mix is indicated in the table below.

Pay mix CEO-GM



The executive and managerial parts of this position are inseparable, therefore, the termination of the managerial position also entails the termination of the duties and powers of the Chief Executive Officer and viceversa.

The remuneration package, assigned to the General Manager as an employee and described below, is also compensation for the position of Chief Executive Officer of Nexi and any other position, assignment of powers and/or responsibilities, undertaken during the relationship, in respect of which the Chief Executive Officer and General Manager does not receive any further remuneration.

Fixed Remuneration

The fixed salary for the position of General Manager approved by the Board of Directors on 10 March 2022 is Euro 1,500,000 gross per year.

Short term variable remuneration – MBO Plan

The Chief Executive Officer and General Manager, in a capacity as General Manager, is a beneficiary of the short-term variable incentive plan (MBO Plan) approved by the Board of Directors on the proposal of the Remuneration and Appointments Committee.

Section 1 - Remuneration Policy

With reference to the variable incentive plan (MBO Plan), the general configuration of this incentive currently in use at company level is illustrated below.

a. Beneficiaries

The beneficiaries are identified by banding and role.

b. Purposes



- Guide company performance in the short term by identifying objectives aligned with the strategy, the budget and annual economic and financial plans of the Company.
- Direct and focus people on the business priorities, encouraging their engagement, in compliance with the principles of mitigating main risks.

c. Structure

- There is an **Entry Gate**, below which the MBO Plan is not paid. The entry gate is represented by the achievement of at least 85% of the budget value for the Group EBITDA. Likewise, no MBO incentive is paid if the individual objectives assigned (referred to in the following point) are not achieved.
- In line with the Company's strategic drivers focused on profitable growth, innovation and technological/digital transformation, operational excellence, people engagement and sustainable value creation, the MBO Plan sets out predetermined, measurable and complementary economic-financial objectives and non-financial **objectives** (related to strategic projects and sustainability), as follows:
 - corporate objectives (e.g. Group EBITDA, Group Excess Cash¹⁹)
 - objectives specific to the Business Unit and Area (where applicable)
 - ESG objectives: Customer Centricity (Net Promoter Score); People Value (Engagement Index resulting from the People Survey)²⁰.

Each objective is associated with a Key Performance Indicator (KPI) and a percentage weight, differentiated according to the role played and the responsibilities assigned.

The 2025 MBO Plan in place for the CEO-GM is illustrated below.

TYPE OF OBJECTIVES	KPIs	WEIGHT
 Economic Financial	Group EBITDA	40%
	Group REVENUES	25%
	Group EXCESS CASH	20%
 ESG (Environmental, Social, Governance)	CUSTOMER CENTRICITY: Perceived customer experience measured through the Net Promoter Score (NPS)	5%
	PEOPLE VALUE: Employee satisfaction level measured through the Engagement Index	10%

¹⁹ Operating cash flows net of interest expense and other cash items (cash taxes, IFRS 16 and other)


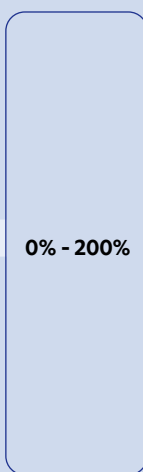

²⁰ For the definitions of the KPIs relating to the Net Promoter Score and Engagement Index, reference is made to the section 'Key indicators of the Remuneration Policy' in the introductory section of this Report.

Section 1 - Remuneration Policy

- Group EBITDA, Cash Costs, Customer Centricity and People Value are common objectives for Executives with Strategic Responsibilities, with a configuration and weights consistent with their role and responsibilities.
- ESG targets are extended to all beneficiaries of the Group MBO Plan.

d. Target incentive and operating mechanisms

- The target incentive is the amount of the MBO bonus payable against the target achievement of the set objectives. It is equal to a percentage of the Gross Annual Remuneration ('**RAL**') and is differentiated according to the role held and the responsibilities assigned: **for the CEO-GM**, it corresponds to **100% of the RAL**.
 - The maximum MBO bonus payable cannot exceed 200% of the target incentive.
 - For each objective and related KPI, the expected target, the minimum value (below or for values equal to which, the objective is considered not achieved) and the maximum value (above which the excess performance is not further remunerated) are defined. If the level of achievement of the objective is equal to or below the minimum value, the payout (amount of the incentive paid against the target) is equal to 0%; if the level of achievement of the objective is equal to the target, the payout is equal to 100% of the target incentive; if the level of achievement is equal to or higher than the maximum value, the payout is equal to 200% of the target incentive.
 - With particular reference to Group EBITDA, the range of achievement of the objectives is between 90% (minimum value) and 105% (maximum value) according to an asymmetric linear curve and provides for a different payout depending on the level of achievement of the objective. In particular, if the actual value reached is 100% of the target value, the payout is equal to 100%; if the actual value reached is equal to or less than 90% of the target value, the payout is equal to zero, while if the value actually reached is above 105% of the target value, the payout of the curve is at most equal to 200% of the target amount of the incentive; for intermediate values, the payout is calculated by linear interpolation.
- The 2025 MBO plan of the CEO-GM is illustrated below with its objectives, KPIs, weights, target achievement range and payout range.

TYPE OF OBJECTIVES	KPIs	WEIGHT	ACHIEVEMENT RANGE	PAYOUT RANGE
 Economic Financial	Group EBITDA	40%	90% - 105%	 0% - 200%
	Group REVENUES	25%	90% - 105%	
	Group EXCESS CASH	20%	90% - 105%	
 ESG (Enviromental, Social, Governance)	CUSTOMER CENTRICITY: Perceived customer experience measured through the Net Promoter Score(NPS)	5%	Range defined consistently with the relevant KPI	
	PEOPLE VALUE: Employee satisfaction level measured through the Engagement Index	10%		

e. Malus and clawback clauses

Specific malus and clawback clauses are envisaged for MBO plans:

- malus clauses allow for the reduction or non-disbursement of the variable component in the event of a conduct, during the employment relationship, that has caused or may cause serious harm to or significant losses for Nexi or other Group companies;
- clawback clauses allow for the total or partial return of the variable component to be requested, in the event of a breach of the provisions in Article 114 -quinquies.3 of the Consolidated Law on Banking; in the event of a conduct during the employment relationship, that has caused or may cause serious harm to or significant losses for Nexi or other Group companies; or if the variable component has been disbursed based on data that are clearly incorrect.

f. Effects of termination of the relationship

The payment of the MBO bonus is subject to the beneficiary's employment relationship existing as at 31 December of each reference year. If this condition is not met, no MBO bonus is paid even if the corporate and individual objectives are achieved. If the CEO-GM's employment relationship ends during the year in the absence of just cause or in the event of resignation for just cause, the MBO bonus will be paid on a *pro-rata temporis* basis.

Long-term variable remuneration – LTI Plan

The Chief Executive Officer and General Manager are beneficiaries of the long-term incentive plan (2022-2024 LTI) approved on 10 March 2022 by the Board of Directors on the proposal of the Remuneration and Appointments Committee and, subsequently, by the Shareholders' Meeting of 5 May 2022.

This LTI Plan ended in 2024 with the third and last cycle, according to the rules and operating mechanisms of the LTI Plan illustrated in Section I of the Report on remuneration and compensation paid approved in 2024 by the Shareholders' Meeting.

The Chief Executive Officer and General Manager is also a beneficiary of the **new long-term incentive plan (2025-2027 LTI)** approved on 27 February 2025 by the Board of Directors on the proposal of the Remuneration and Appointments Committee, which will be approved by the Shareholders' Meeting on 30 April 2025.

With reference to this Long-term variable incentive plan (2025-2027 LTI), the general system adopted at company level is illustrated below in line with indications in the information document pursuant to Article 114-*bis* of the Consolidated Law on Finance.

a. Purposes

- Guide the company's performance in the medium-/long-term by aligning management behaviours with the company strategy and risk management policies;
- retain the key people in the Group who hold high impact roles with the organisation and who have relevant skills, thus providing the Group with a competitive advantage and
- align management with the interests of Shareholders and Investors.

b. Beneficiaries

The plan beneficiaries are a selected panel of employees with permanent contracts, identified according to criteria of banding, performance and evaluation of potential for the bands for which such evaluation is available.

c. Characteristics for the CEO-GM

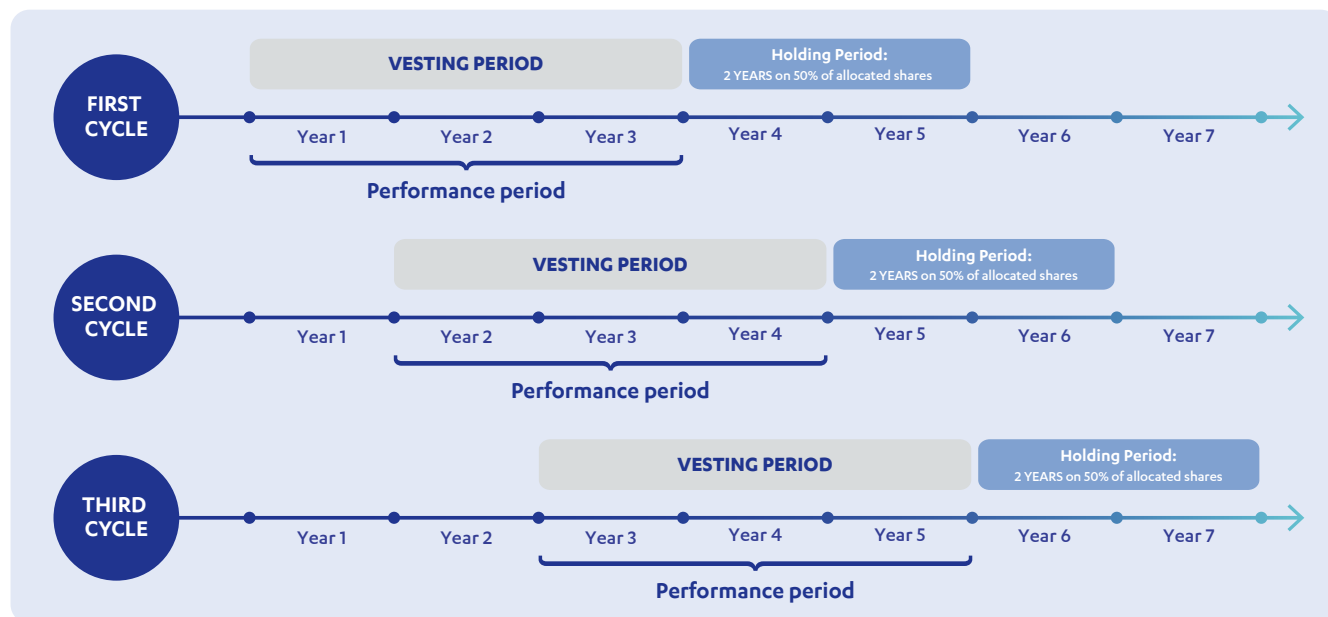
The Plan grants rights to receive free of charge a certain number of ordinary shares of Nexi S.p.A., at the end of a medium-/long-term period (three years):

- the allocated shares are **Performance Shares**: ordinary shares of the Company, whose transfer of ownership in favour of the employee is conditional on the achievement of set company performance objectives, referring to a specific period of time;
- the Plan has a three-year duration and grants rights to receive **Nexi S.p.A shares** on an annual basis;
- **three cycles** are therefore envisaged: 2025-2027, 2026-2028 and 2027-2029;
- to determine the number of rights to be granted, the arithmetic average of the share prices recorded in the thirty trading days prior to the date of the Shareholders' Meeting that will approve the financial statements during the first year of each plan cycle will be taken into account;
- the **vesting period**²¹ is 3 years, with the transfer/vesting of the shares in rolling mode;
- there is a **holding period**²², equal to two years for 50% of the number of shares transferred according to the chart below.

²¹ The period between the date of granting the right and the date of final accrual of the right

²² An additional period when financial instruments are not traded, starting from the date of expiry of the vesting period.

Section 1 - Remuneration Policy



d. Structure and operating mechanisms

- In line with the Company's strategic drivers, the following key indicators affect the accrual of Performance Shares:
 - **Cumulative Operating Cash Flow**
 - **Relative Total Shareholder Return**
 - **ESG Objectives**

CUMULATIVE OPERATING CASH FLOW																		
DEFINITION	<ul style="list-style-type: none"> The Cumulative Operating Cash Flow (OCF) is the OCF achieved overall in the vesting period. The OCF is the amount of cash generated by business operations: $OCF = EBITDA - CAPEX - Transformation Cost^{23}$																	
	<ul style="list-style-type: none"> The Cumulative Target OCF is the sum of the annual OCFs contemplated in the Group's business plan approved by the Board of Directors or, in the absence of such a plan approved by the Board of Directors, it is the sum of the OCFs of the annual budgets of the vesting period. Cumulative OCF Delta = percentage change ($\Delta\%$) between the Cumulative Actual OCF and Cumulative Target OCF. 																	
LEVEL OF ACHIEVEMENT OF THE OBJECTIVE	<ul style="list-style-type: none"> The amount of Performance Shares assigned is calculated according to the following table, with a cap of 200%. 																	
	<table> <tr> <th colspan="2">$\Delta\%$ Cumulative Actual OCF vs Cumulative Target OCF</th><th colspan="2">Performance Share</th></tr> <tr> <th>From</th><th>To</th><th>From</th><th>To</th></tr> <tr> <td>-10%</td><td>0%</td><td>0%</td><td>100%</td></tr> <tr> <td>0%</td><td>+5%</td><td>100%</td><td>200% (Cap)</td></tr> </table> <p>For performance indicator values within the ranges indicated, the number of Performance Shares will be determined by linear interpolation.</p>			$\Delta\%$ Cumulative Actual OCF vs Cumulative Target OCF		Performance Share		From	To	From	To	-10%	0%	0%	100%	0%	+5%	100%
$\Delta\%$ Cumulative Actual OCF vs Cumulative Target OCF		Performance Share																
From	To	From	To															
-10%	0%	0%	100%															
0%	+5%	100%	200% (Cap)															

²³ Transformation Costs: non-recurring costs related to the Group's transformation programme.

Section 1 - Remuneration Policy

RELATIVE TOTAL SHAREHOLDER RETURN	
DEFINITION AND CALCULATION MECHANISM	<ul style="list-style-type: none">• The Relative Total Shareholder Return (Relative TSR) is the difference between the actual TSR and the benchmark.• The actual TSR, namely, the total return on investment for the shareholder, is an indicator that measures the creation of value for said shareholder and is calculated by adding to the change in the share price during the vesting period, the dividends per share paid in the same period, according to the following formula:
	<div><div><div><div></div><div><div><div></div><div></div></div></div><div><div><div></div><div></div></div></div><div><div><div></div><div></div></div></div><div><div><div></div><div></div></div></div></div><div><div><div></div><div></div></div></div><div><div><div></div><div></div></div></div><div><div><div></div><div></div></div></div></div><div><div><div></div><div></div></div></div><div><div><div></div><div></div></div></div><div><div><div></div><div></div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></div></div> <div><div><div></div><div></div></</div></div>

ESG OBJECTIVE																	
DEFINITION	<ul style="list-style-type: none">• The set of objectives linked to the Nexi Group's ESG (Environmental, Social and Governance) strategy, with particular reference to decarbonisation, digitalisation and gender balance.																
LEVEL OF ACHIEVEMENT OF THE OBJECTIVE	<ul style="list-style-type: none">• The amount of Performance Shares assigned is calculated according to the following table, with a cap of 200%.																
	<table><tr><th colspan="2">ESG</th><th>Performance Shares Rights</th></tr><tr><th>ESG KPIs</th><th>Weight</th><td></td></tr><tr><td>Share of women in managerial roles</td><td>30%</td><td rowspan="4">from 0% to 200% (cap) of target amount, as a result of the weighted average payout of each ESG KPI</td></tr><tr><td>Total sales of digital proposition objects</td><td>35%</td></tr><tr><td>Reduction of emissions from own operations (Scope 1&2) vs FY 2024*</td><td>35%</td></tr><tr><td></td><td>100%</td></tr></table>	ESG		Performance Shares Rights	ESG KPIs	Weight		Share of women in managerial roles	30%	from 0% to 200% (cap) of target amount, as a result of the weighted average payout of each ESG KPI	Total sales of digital proposition objects	35%	Reduction of emissions from own operations (Scope 1&2) vs FY 2024*	35%		100%	
ESG		Performance Shares Rights															
ESG KPIs	Weight																
Share of women in managerial roles	30%	from 0% to 200% (cap) of target amount, as a result of the weighted average payout of each ESG KPI															
Total sales of digital proposition objects	35%																
Reduction of emissions from own operations (Scope 1&2) vs FY 2024*	35%																
	100%																
	* Scope 1 & 2 Definitions in line with the GHG Protocol Corporate Accounting and Reporting Standard																

As indicated in the LTI Plan Information Document, in the event of extraordinary transactions (including mergers, demergers, capital increases or reductions, stock splitting, issue of convertible bonds) that involve or impact the Company, the Company may, at its discretion, amend the LTI Plan Regulation (including the Performance Objectives and the number of Shares) to keep the substantial and economic contents of the LTI Plan basically unchanged. If, as a result of changes to the applicable legal and regulatory framework (or as a result of changes in its interpretation and application), the implementation of the LTI Plan entails greater costs, expenses, responsibilities, liabilities, taxes, social security charges or charges of any kind for the Company, the Company will have the right to modify the terms of the Regulation at its discretion and unilaterally, including the right to cancel the LTI Plan or revoke it, communicating any change to the Beneficiaries.

²⁴ Eurozone stock index created in 1998 by STOXX Limited as part of the STOXX Supersector indices which include a representation of the main industrial sectors of the area. The index covers 20 macro sectors (including Technology) defined according to the Industry Classification Benchmark (ICB): companies are classified according to their primary source of revenue.

Section 1 - Remuneration Policy

- The amount of Performance Shares accrued at the end of the vesting period is determined as described:
 - **50%** of the assigned amount will be linked to the Cumulative OCF KPI;
 - **40%** of the assigned amount will be linked to the Relative TSR KPI;
 - **10%** of the assigned amount will be linked to the ESG objective.

The achievement of each of these objectives must be verified independently.

- The payout below the minimum value is equal to 0% of the granted rights; the target payout is equal to 100% of the granted rights; the maximum payout is equal to 200% of the granted rights.
- The amount of the number of rights granted on a target basis, with reference to the CEO-GM, is equal to 130% of the RAL.

The LTI Plan for the CEO-GM is presented below.



g. Malus and clawback clauses

The LTI Plan has specific malus and clawback clauses, as defined in section 3.4 above.

h. Effects of termination of the relationship

Shares are allocated subject to the employment relationship continuing until the end of the vesting period, without notice following resignation or dismissal being in progress on that date. In the event that termination of the relationship occurs before that date:

- for beneficiaries qualified as good leavers, the allocation of shares will be made on a *pro-rata temporis* basis, taking into account the duration of the relationship during the vesting period and, with regard to Performance Shares, on the basis of the final performance targets, according to the normal rules provided for in the plan and in accordance with the general principle of pay-for-performance. The shares will be allocated in any case in the normal timeframes provided for in the plan, without any acceleration;
- the beneficiary that has qualified as a bad leaver will automatically lose all rights under the plan and will not receive any shares.

Benefits

The benefits package for the Chief Executive Officer and General Manager consists of the supplementary pension contribution, as established by the company collective bargaining agreement for all Italian employees, insurance cover for death, for professional/non-professional accidents with better conditions than the national collective bargaining agreement, equal for all senior managers, and insurance cover for the reimbursement of medical expenses dedicated to senior management. A company car for personal/business use is also assigned.

Payments in the case of cessation from office or termination of the employment relationship

With reference to the General Manager, the following payments are provided in the case of cessation from office and termination of the managerial employment relationship.

In the event of termination of the managerial employment relationship, on the Company's initiative, for reasons other than just cause, the Chief Executive Officer and General Manager will be entitled to receive, in addition to ordinary termination benefits, a flat-rate all-inclusive indemnity equal to twenty-four months of remuneration calculated by adding the RAL, the annual average of bonuses relating to the last three years prior to termination of the relationship, even if still subject in whole or in part to deferral and/or retention mechanisms, or to the shorter period of duration of the relationship. In the above case of termination of the managerial relationship, on the Company's initiative, for reasons other than just cause, the Chief Executive Officer and General Manager will also be entitled to receive, according to the terms and conditions established, the payments relating to the MBO Plan for the current year and the LTI plan for the current cycles, that may have accrued *pro-rata temporis* up to the time of termination.

The Chief Executive Officer and General Manager will also be entitled to this indemnity in the event of resignation for just cause from the managerial relationship and/or the executive relationship.

The indemnity described above is in lieu of any penalty, notice or supplementary indemnity, and is paid only upon the termination of any relationship or appointment with the Company or other Group companies and upon the execution of a settlement agreement under which the Chief Executive Officer and General Manager waives any claim or demand connected with or occasioned by the relationships (both as a senior manager and as a Chief Executive Officer) and upon their termination.

Other instruments

A D&O policy is guaranteed for the Chief Executive Officer and General Manager.

4.3 Executives with Strategic Responsibilities

Executives with Strategic Responsibilities are identified by the Board of Directors, as persons who have the power and responsibility, directly or indirectly, for the planning, direction and control of the Company's activities, pursuant to IAS 24, paragraph 9.

As from 1 January 2023, considering the new roles and areas of responsibility introduced by the new operating model (TOM – Target Operating Model), the Board of Directors has identified the following persons as Executives with Strategic Responsibilities of the Nexi Group:

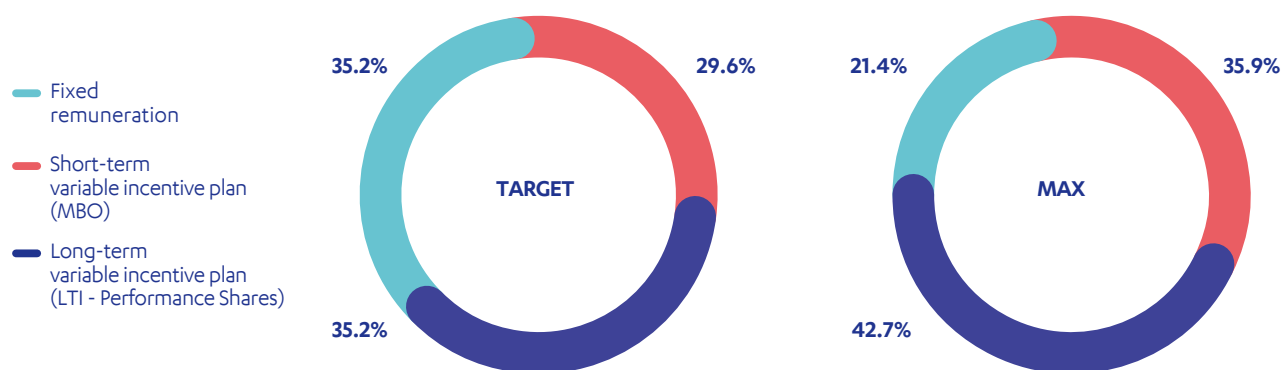
- *Deputy General Manager and Group Finance and Transformation;*
- *Group Information Technology Officer.*

Remuneration for Executives with Strategic Responsibilities includes a fixed component, a variable component (short-term and long-term incentives), benefits and other instruments (post-employment payments and non-compete agreements).

The short-term and long-term variable components - as with the role of Chief Executive Officer and General Manager – are an important part of the pay mix in order to recognise and value the results achieved in a sustainable way over time, aligning management behaviours with the company's strategy, thus creating value for stakeholders.

The average pay mix²⁵ of Executives with Strategic Responsibilities is shown in the table below.

AVERAGE PAY MIX ESRS



Fixed Remuneration

According to the Remuneration Policy, fixed remuneration is defined in accordance with the responsibilities and impact of the role, to ensure fair treatment and competitiveness with respect to the reference market. Fixed remuneration is sufficient to recognise performance, even if the variable components are not disbursed. On 27 February 2025, the Board of Directors approved an increase in the fixed salary for one of the Executives with Strategic Responsibilities.

Short term variable remuneration – MBO Plan


Executives with Strategic Responsibilities are beneficiaries of the short-term variable incentive plan (MBO Plan) approved by the Board of Directors on the proposal of the Remuneration and Appointments Committee, according to the approach, structure and operating mechanisms already outlined in chapter 4.2., in the section *Short-term variable remuneration*.

More specifically:

- in line with the Company's strategic drivers focused on profitable growth, innovation and technological/digital transformation, operational excellence, people engagement and sustainable value creation, the MBO Plan sets out predetermined, measurable and complementary economic-financial and non-financial objectives (related to strategic projects and sustainability), as follows:
 - corporate objectives (e.g. Group EBITDA)
 - role-specific objectives
 - ESG objectives: Customer Centricity (Net Promoter Score); People Value (Engagement Index resulting from the People Survey);
- each objective is associated with a Key Performance Indicator (KPI) and a percentage weight, differentiated according to the role played and the responsibilities assigned;
- Group EBITDA, Cash Costs, Customer Centricity and People Value are common objectives for Executives with Strategic Responsibilities, with a configuration and weights consistent with their role and responsibilities.

²⁵ The figures take into account the increase for one of the Executives with Strategic Responsibilities in fixed and variable remuneration approved by the Board of Directors on 27 February 2025.

The MBO plan for Executives with Strategic Responsibilities is therefore as follows.

TYPE OF OBJECTIVES	KPIs	WEIGHT
 Economic Financial	Group EBITDA Corporate economic/financial objectives and/or specific economic/financial objectives per Business Unit/Area Some examples are as follows: <ul style="list-style-type: none"> • Excess Cash • Revenues • Cash costs • IT Stability Index • Other objectives defined in line with the role 	40% 50%
	CUSTOMER CENTRICITY: Perceived customer experience measured through the Net Promoter Score (5%) PEOPLE VALUE: Employee satisfaction level measured through the Engagement Index (10%)	10%

- The target incentive is the amount of the MBO bonus payable against the target achievement of the set objectives. It is equal to a percentage of the Gross Annual Remuneration ('RAL') and is differentiated according to the role held and the responsibilities assigned: for Executives with Strategic Responsibilities the target value is up to 100% of the RAL²⁶.
- The maximum MBO bonus payable cannot exceed 200% of the target incentive.
- For each objective and related KPI, the expected target and the range within which the objective is considered not reached (minimum value) or reached at the maximum level (maximum value) are defined.
- If the level of achievement of the objective is equal to or below the minimum value, the payout (amount of the incentive paid against the target) is equal to 0%; if the level of achievement of the objective is equal to the target, the payout is equal to 100% of the target incentive; if the level of achievement is equal to or higher than the maximum value, the payout is equal to 200% of the target incentive.
- Malus and clawback clauses are envisaged²⁷.
- The payment of the MBO bonus is subject to the beneficiary's employment relationship existing as at 31 December of each reference year. If this condition is not met, no MBO bonus is paid even if the corporate and individual objectives are achieved, without prejudice to the right of the Board of Directors to make exceptions in the presence of specific circumstances.

Long-term variable remuneration – LTI Plan

Executives with Strategic Responsibilities are beneficiaries of the long-term variable incentive plan (2022-2024 LTI) approved by the Board of Directors on the proposal of the Remuneration and Appointments Committee on 10 March 2022 and subsequently by the Shareholders' Meeting of 5 May 2022, according to allocation criteria determined by individual performance based on WHAT (results achieved) and HOW (individual organisational behaviour).

This LTI Plan ended in 2024 with the third and last cycle, according to the rules and operating mechanisms of the LTI Plan illustrated in Section I of the Report on remuneration and compensation paid approved in 2024 by the Shareholders' Meeting.

With reference to Executives with Strategic Responsibilities, the new 2025-2027 LTI Plan generally presents the characteristics, operating mechanisms and clauses already outlined in chapter 4.2. in the section *Long-term variable remuneration*, relating to the CEO-GM.

²⁶ On 27 February 2025, the Board of Directors approved an increase in the variable salary for one of the Executives with Strategic Responsibilities in relation to the maximum percentage indicated above.

²⁷ As described in chapter 4.2. in the section *Short-term variable remuneration*.

Section 1 - Remuneration Policy

More specifically:

- the long-term incentive plan grants rights to receive free of charge ordinary shares of Nexi S.p.A. over a medium-/long-term period (three years). The allocated shares are **Performance Shares**: ordinary shares of the Company, whose transfer of ownership in favour of the employee is conditional on the achievement of set company performance objectives (Relative Total Shareholder Return, Cumulative Operating Cash Flow, ESG objectives) and referring to a three-year vesting period;
- the amount of the number of Performance Shares rights, with reference to Executives with Strategic Responsibilities, is equal to 100% of the Gross Annual Remuneration (RAL);
- where previously determined circumstances occur, attributable to the need to attract or retain key resources in highly competitive international and/or cross-sector contexts, **Restricted Shares** may also be allocated to Executives with Strategic Responsibilities (excluding the CEO-GM), with accrual subject to a vesting period that may be from a minimum of 2 up to a maximum of 3 years, with the possibility of splitting the vesting period, as described in the 2025-2027 LTI Plan Information Document. Restricted Shares may only be allocated in the circumstances indicated, once during the duration of the 2025-2027 LTI Plan. If Restricted Shares are allocated, the amount of the relative number of rights, with reference to Executives with Strategic Responsibilities, may not exceed, on an annual basis, two-thirds of the fixed remuneration. The allocation of Restricted Shares to Executives with Strategic Responsibilities is subject to the approval of the Board of Directors, after receiving the opinion of the Remuneration and Appointments Committee and through an enhanced governance process involving the Related-Party Transactions Committee for relevant assessments. The number of Restricted Shares rights granted will be calculated on the basis of the arithmetic average of the share prices recorded in the thirty trading days prior to the date of the Board Meeting that will approve the granting;
- the 2025-2027 LTI Plan has:
 - a holding period²⁸, equal to two years for 50% of the number of shares allocated;
 - malus and clawback clauses;
 - relationship termination conditions: good leaver and bad leaver.

Benefits

The benefits package consists of the supplementary pension contribution, as established by the company collective bargaining agreement for all Italian employees, insurance cover for death, for professional/non-professional accidents and the reimbursement of medical expenses with better conditions than the national collective bargaining agreement, equal for all senior managers.

Company cars for personal/business use are also assigned, and the procedure is regulated. Other benefits are incorporated into contracts at an individual level and may include the assignment of accommodation or a housing allowance.

On the basis of contractual forecasts prior to the listing, in view of the transition to the contribution-based pension system, a compensatory economic treatment for the consequent negative social security impact was attributed on an individual basis, to an extent not exceeding the lower company cost.

Payments in the case of termination of the employment relationship

For Executives with Strategic Responsibilities, specific payments may be provided, based on individual agreements, in the event of termination of the employment relationship for a reason other than just cause, which cover the payment of an amount including the indemnity in lieu of notice and any other legal and contractual entitlement (with the exception only of post-employment benefit), equal to 24 gross monthly payments calculated in accordance with the provisions of Article 2121 of the Italian Civil Code; this payment is made only against the signing of a settlement agreement with the waiver of any claim or demand connected with or occasioned by the employment relationship and its termination.

²⁸ An additional period when financial instruments are not traded, starting from the end of the vesting period.

Other instruments

If there are high competitive risks, related to the critical nature of the role held by the Executive, **non-compete agreements** may be entered into with defined payments for a maximum amount of 12 months of the annual global remuneration and under the required conditions of the scope, duration and validity of the agreement.

A D&O policy is guaranteed for Executives with Strategic Responsibilities.

4.4 The Board of Statutory Auditors

At the date of approval of this document, the Board of Statutory Auditors of Nexi was composed of 3 members, including a Chair, in office until the approval of the financial statements as at 31 December 2024. The annual remuneration approved by the Shareholders' Meeting on 5 May 2022 is equal to Euro 85,000 for the position of Chair, while the statutory auditors receive an annual remuneration of Euro 70,000. The members of the Board of Statutory Auditors are guaranteed a D&O policy. In view of the role and responsibilities of this body, the members of the Board of Statutory Auditors are excluded from variable remuneration. The Board of Statutory Auditors is also assigned the functions of Supervisory Body, with annual remuneration for the role approved by the Board of Directors. For Statutory Auditors, expenses incurred in exercising duties related to the position are reimbursed against receipts.

The Ordinary Shareholders' Meeting, convened to approve the financial statements as at 31 December 2024, will appoint the new Board of Statutory Auditors for a period of three years, determining the remuneration for the Chair and each standing member.



Section 2

REPORT ON THE REMUNERATION POLICY AND COMPENSATION PAID



2

5. Introduction	39
6. Remuneration tables	46

Section 2

IMPLEMENTATION OF THE 2024 REMUNERATION POLICY

5. Introduction

This Section II sets out in detail **information on the remuneration paid** during the 2024 financial year, according to the criteria in Annex 3A, schedule 7-bis of the Issuers' Regulation, to the members of the Board of Directors, the Chief Executive Officer and General Manager, the Executives with Strategic Responsibilities and the members of the Board of Statutory Auditors, as defined by the Remuneration Policy adopted for that year.

This Section is followed by the **Tables** that indicate the remuneration paid/allocated in 2024.

In accordance with the provisions of Article 123-ter, paragraph 3-bis of the Consolidated Law on Finance, Section II of this Report is subject to the advisory vote of the Shareholders' Meeting convened to approve the financial statements as at 31 December 2024.

5.1. Result of the Shareholders' Meeting vote on Section II previous year

In view of Nexi's 2024 Shareholders' Meeting, contact was made with the main Proxy Advisors also through the support of an external consultant specialised in Corporate Governance Advisory issues²⁹.

At the 2024 Shareholders' Meeting of Nexi S.p.A., **74.2% of the share capital was present**.

As regards the resolution on the remuneration report³⁰, Section II (implementation of the Remuneration Policy in 2023) was **approved by the Shareholders' Meeting of Nexi S.p.A. with 85.39% voting in favour**.

5.2. Board of Directors

Chair of the Board of Directors

The non-executive Chair of the Board of Directors received the following remuneration:

- a total gross annual remuneration of Euro 480,000 (which includes the gross annual remuneration for non-executive Directors of Euro 70,000),
- additional remuneration as a member of the Strategic Committee and of the Risk Control and Sustainability Committee and Remuneration and Appointments Committee.

The value of remuneration for participation in the Committees of Nexi S.p.A. envisaged for the 2022-2024 term of office is explained in the section on non-executive Directors and referred to below. No remuneration was paid for the position of Chair of Nexi Payments S.p.A. and member of the Board of Directors of Nets A/S (held until May 2024). In addition, no remuneration was paid for participation in the Control and Risk Committee of the subsidiary Nexi Payments (held until May 2024).

In keeping with the previous term of office, a Directors & Officers policy is guaranteed.

The remuneration indicated in Table 1 is calculated with reference to the year 2024.

²⁹ Sodali & Co S.p.A..

³⁰ Please note that, as also stated in paragraph 1 of Section I, Section I (Remuneration Policy) was approved by the 2024 Shareholders' Meeting of Nexi S.p.A. with 84.97% of the votes in favour.

Non-executive Directors

The non-executive members of the Board of Directors received the following remuneration:

- Euro 70,000 gross per year,
- additional remuneration for any participation in the Internal Board Committees equal to:
 - Euro 40,000 gross for the Chair of the Risk Control and Sustainability Committee and Euro 25,000 gross for its members;
 - Euro 35,000 gross for the Chair of the Remuneration and Appointments Committee and for the Chair of the Related-Party Transactions Committees; Euro 20,000 gross for the Committee members;
 - Euro 25,000 gross for the members of the Strategic Committee.

As in the previous term, Directors are guaranteed a Directors & Officers (D&O) policy.

The remuneration indicated in Table 1 is calculated with reference to the sums received by the Directors in the 2024 financial year also with reference to the roles held in companies controlled by the Group. If a position on the Internal Board Committees was held for less than the full year, the relative remuneration was calculated according to the *pro-rata temporis* criterion.

The names of the non-independent, non-executive Directors who waived remuneration for 2024 are not indicated in Table 1. It should be noted that for two non-independent, non-executive Directors, the remuneration was paid directly by Nexi to the Directors' Company, as a result of the Directors asking to step down.

It is also noted that there are no agreements with the non-executive Directors relating to end-of-office payments.

5.3. Chief Executive Officer and General Manager

In accordance with the principles of the Remuneration Policy, the remuneration for the role of Chief Executive Officer and General Manager for the reference year (2024) included the elements illustrated below.

Fixed Remuneration

The Chief Executive Officer and General Manager received a gross annual remuneration as Executive of Euro 1,500,000, including fees for the role of Chief Executive Officer and any other position held in Group companies.

Short term variable remuneration – MBO Plan

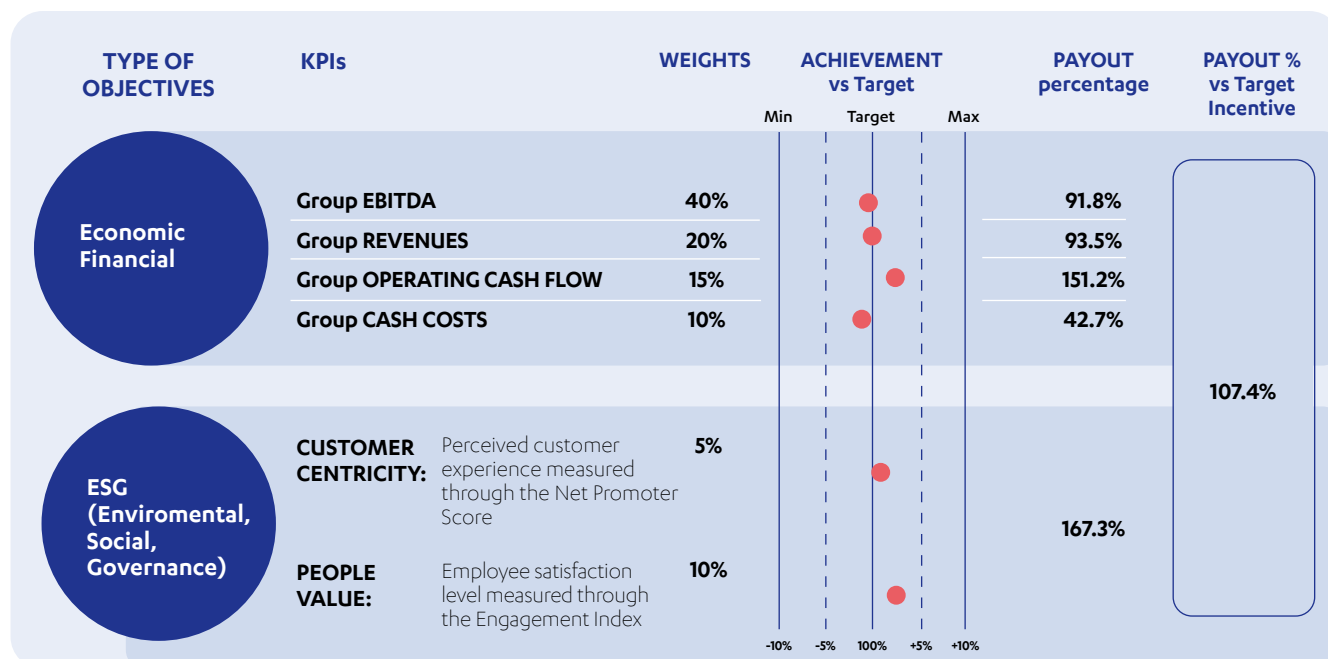
For 2024, the Chief Executive Officer and General Manager was assigned a target incentive of Euro 1,500,000, equivalent to 100% of the RAL. In accordance with the principles and operating rules set out in Section I of the Report on the Remuneration Policy and compensation paid, approved in 2024, this remuneration was subject to the achievement of company and individual objectives, each of which was associated with a Key Performance Indicator (KPI), a target and a percentage weight.

The MBO 2024 incentive accrued by the Chief Executive Officer and General Manager, approved by the Board of Directors of Nexi S.p.A. on 27 February 2025, on the proposal of the Remuneration and Appointments Committee, was determined according to the level of achievement of each objective with respect to the target defined for the KPI, in line with the annual budget and a previously defined performance curve.

Overall, the amount of the 2024 MBO received by the Chief Executive Officer and General Manager was equal to Euro 1,611,601 gross; the percentage payout with respect to the value of the target incentive was equal to 107.4%.

Section 2 - Implementation of the 2024 Remuneration Policy

Below is the MBO scheme for the CEO and GM, in place for 2024, with the weights and payout level for each objective.



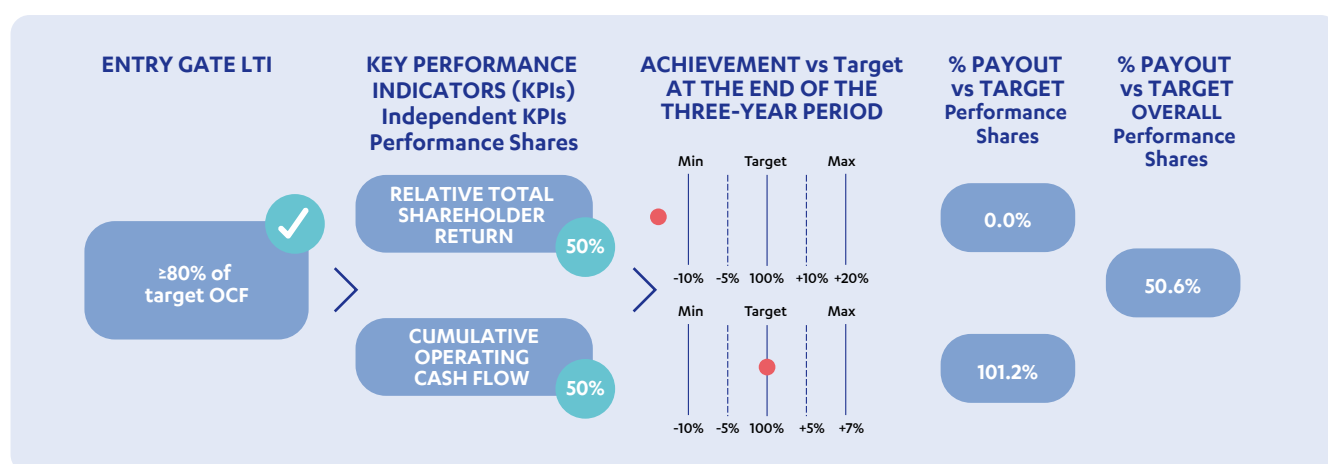
The amount disbursed, calculated in this way, is presented in Table 1 and Table 3B.

Long-term variable remuneration – LTI Plan

As approved by the Board of Directors of Nexi S.p.A. on 27 February 2025 on the proposal of the Remuneration and Appointment Committee, for the first LTI 2022-2024 cycle of the Plan approved in 2022, the Chief Executive Officer and General Manager, in a capacity as General Manager, against the 139,485 rights originally granted, accrued 70,572 rights (Performance Shares) to receive shares in 2025 based on the performance recorded for the two KPIs³¹ that impact the accrual of the Performance Shares according to the rules and operating mechanisms of the LTI plan illustrated in Section I of the Report on the Remuneration Policy and compensation paid approved in 2022 by the Shareholders' Meeting; 50% of these shares will be subject to a holding period of one year.

These values are indicated in Table 3A.

The payout level achieved by each of the two KPIs at the end of the reference three-year period 2022-2024 is illustrated below.



³¹ Relative Total Shareholder Return and Cumulative Operating Cash Flow

Section 2 - Implementation of the 2024 Remuneration Policy

As well in implementation of the long-term incentive plan (LTI Plan) 2022-2024 approved by the Shareholders' Meeting of 5 May 2022, for the 2024-2026 third cycle, the Chief Executive Officer and General Manager, in a capacity as General Manager, was granted 268,947 rights (Performance Shares) to receive shares in 2027, according to the rules and operating mechanisms of the LTI Plan illustrated in Section I of the Report on the Remuneration Policy and compensation paid and in the information document pursuant to Article 114-bis of the Consolidated Law on Finance approved in 2022 by the Shareholders' Meeting.

Benefits

The value of the benefits package assigned to the Chief Executive Officer (as described in section I) is shown in Table 1, divided into the columns 'non-monetary benefits' and 'other remuneration', according to the criteria set out in the note. In particular, as illustrated in Section I, the values indicated include the supplementary pension contribution, as established by the company collective bargaining agreement for all employees, and insurance cover for death, for work/non-work accidents with better conditions than the national collective agreement equal for all senior managers and insurance cover for the reimbursement of medical expenses dedicated to senior management. A company car for personal/business use is also included.

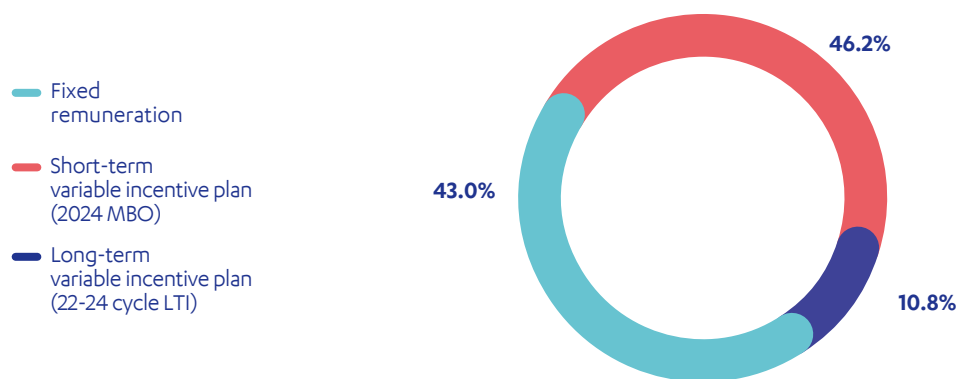
Other instruments

Please note that a D&O policy is guaranteed for the Chief Executive Officer and General Manager.

5.3.1. Pay Mix

The remuneration package of the Chief Executive Officer and General Manager, considering the sums received for the year 2024, is as follows³²:

2024 Pay Mix CEO-GM



The component relating to the 2022-2024 LTI Plan was valued (as presented in Table 3A) considering the price per share at the end of 2024. Against a share price at the beginning of the vesting period, equal to Euro 13.976/share³³, with respect to which the rights originally granted were calculated, the valuation presented in Table 3A is carried out considering the price recorded at 30/12/2024, at the end of the vesting period, as being equal to Euro 5.360/share.

³² It should be noted that at the time of granting LTI rights relating to the 2022-2024 cycle, the target pay mix of the CEO/GM was as follows: Fixed remuneration 30.3%, Short-term variable incentive 30.3%, Long-term variable incentive 39.4%.

³³ Calculated as the average of the closing price of the 30 days preceding the beginning of the vesting period.

5.4. Executives with Strategic Responsibilities

In 2024, two managers were identified as Executives with Strategic Responsibilities; in accordance with the provisions of Remuneration Policy principles, at aggregate level, they received the following remuneration.

Fixed Remuneration

For the year 2024, the total gross salary was Euro 1,230,000.

Short term variable remuneration – MBO Plan

The short-term variable remuneration (MBO Plan) for the 2024 financial year envisaged the achievement of company objectives, specific area/ function objectives and individual objectives, allocated in keeping with the relevant area of responsibility.

The MBO 2024 incentive, the finalisation of which was approved by the Board of Directors of Nexi S.p.A. on 27 February 2025, on the proposal of the Remuneration and Appointment Committee, was determined according to the level of achievement of each objective with respect to the target defined for the KPI, in line with the annual budget and a previously defined performance curve.

Overall, the amount of the MBO 2024 achieved by the two Executives with Strategic Responsibilities amounts to Euro 917,770 gross, with an average percentage payout compared to the value of the target incentive of 95% and a percentage of the cumulative RAL of the beneficiaries equal to 74.6%. This amount is shown in Table 1 and Table 3B.

Long-term variable remuneration – LTI Plan

As approved by the Board of Directors of Nexi S.p.A. on 27 February 2025 on the proposal of the Remuneration and Appointment Committee, for the first 2022-2024 cycle of the LTI Plan 2022-2024 approved by the Shareholders' Meeting of May 5, 2022, Executives with Strategic Responsibilities, against the 81,545 rights originally granted, accrued 41,258 rights (Performance Shares) to receive shares in 2025. The final balance reflects the performance measured at the end of the vesting period for the two KPIs³⁴ that impact the accrual of the Performance Shares, according to the rules and operating mechanisms of the LTI Plan illustrated in Section I of the Report on the Remuneration Policy and compensation paid approved in 2022 by the Shareholders' Meeting³⁵; 50% of these shares will be subject to a holding period of one year.

These values are indicated in Table 3A. Against a share price at the beginning of the vesting period, equal to Euro 13.976/share³⁶, with respect to which the rights originally granted were calculated, the valuation shown in Table 3A is carried out considering the price recorded at 30/12/2024, at the end of the vesting period, as being equal to Euro 5.360/share.

As well in implementation of the long-term incentive plan (LTI Plan) 2022-2024 approved by the Shareholders' Meeting of 5 May 2022, for the 2024-2026 third cycle, the Executives with Strategic Responsibilities were granted 169,643 rights (Performance Shares) overall to receive shares in 2027, according to the rules and operating mechanisms of the LTI Plan illustrated in Section I of the approved Report on remuneration and compensation paid and in the information document pursuant to Article 114-bis of the Consolidated Law on Finance approved in 2022 by the Shareholders' Meeting.

Benefits

The value of the package of benefits assigned (described in Section I of the 2024 Report on the Remuneration Policy) is shown in Table 1 divided into the columns 'non-monetary benefits' and 'other remuneration', according to the criteria set out in the note.

Other instruments

It should also be noted that Executives with Strategic Responsibilities are guaranteed a D&O policy.

5.5 Equity investments held by the Chief Executive Officer and by Executives with Strategic Responsibilities

As indicated in Schedule 7ter Tab 1 of this Report, as at 31 December 2024, the Chief Executive Officer and General Manager held 3,047,618 Nexi shares, whereas Executives with Strategic Responsibilities held a total of 2,154,402 Nexi S.p.A. shares as at 31 December 2024.

³⁴ **Relative Total Shareholder Return** and **Cumulative Operating Cash Flow** are described in Section I of the Remuneration Report approved in 2022 by the Shareholders' Meeting.

³⁵ For evidence on the performance of the two KPIs, see the section on the LTI Plan of the CEO/GM.

³⁶ Calculated as the average of the closing price of the 30 days preceding the beginning of the vesting period.

5.6 Long-term variable remuneration - granting of 2024-2026 LTI rights

For the purposes of Article 84-*bis* paragraph 5 of the Issuers' Regulation, the following information is provided on the implementation of the 2024-2026 third cycle of the LTI Plan, approved by the Shareholders' Meeting of 5 May 2022. In addition to the rights assigned to the Chief Executive Officer and General Manager, in a capacity as General Manager, and to the Executives with Strategic Responsibilities (as set out in paragraphs 5.3 and 5.4 above), the following were granted: (i) on 2 August 2024, a total of 2,966,966 rights to receive shares in 2027 in favour of 450 beneficiaries identified among the employees of the Nexi Group and (ii) on 15 October 2024, a total of 340,799 rights to receive shares in 2027 in favour of 129 beneficiaries identified among the employees of the Nexi Group, in accordance with the rules and operating mechanisms of the LTI plan illustrated in Section I of the Report on remuneration and compensation paid and in the information document pursuant to Article 114-*bis* of the TUF approved in 2022 by the Shareholders' Meeting. The prices of the Share on the above dates were Euro 5.484 and Euro 5.914 respectively.

5.7 Board of Statutory Auditors

During 2024, the members of the Board of Statutory Auditors received the following remuneration approved by the 2022 Shareholders' Meeting:

- a gross annual fee of Euro 85,000 for the role of Chair;
- a gross annual fee of Euro 70,000 for the Statutory Auditors.

The Board of Statutory Auditors is guaranteed a D&O policy.

The Board of Statutory Auditors is assigned the functions of Supervisory Body, with annual remuneration for 2024, approved by the Board of Directors on 22 December 2022, equal to Euro 45,000 for the Chair and Euro 30,000 for the standing members.

Details of the fees for the year 2024 are given in Table 1. In addition to the above, Table 1 presents the remuneration for the roles held by the auditors of Nexi S.p.A. in the Group's subsidiaries.

5.8. Annual change in compensation and performance

As provided for in Annex 3A, schedule 7-*bis*, 1.5, this section presents the annual changes in the remuneration of the Chief Executive Officer and General Manager, the Group's employees and in the economic parameters that measure the company's performance.

The ratio between the total remuneration (fixed remuneration and variable remuneration³⁷) received from 2019 to 2024³⁸ by the Chief Executive Officer and General Manager and the average gross annual remuneration (fixed remuneration and variable remuneration³⁹) of the Group's employees⁴⁰, measured on a full-time basis (the so-called pay ratio) is shown below.

It should be noted that in the 2020 financial year, the Chief Executive Officer and General Manager voluntarily and unilaterally waived the MBO 2020 incentive (as indicated in Section II of the Report approved in 2021), in favour of the other employees of the Group.

	CEO/GM (k€)						Employee Average ² (k€)						Pay Ratio					
	2019	2020 ²	2021	2022	2023	2024	2019	2020	2021	2022	2023	2024	2019	2020	2021	2022	2023	2024
Total remuneration ¹	3,467	1,200	3,937	2,940	2,762	3,112	57.8	55.6	61.4	61.9	63.6	67.0	59.9	21.6	64.1	47.5	43.4	46.5

1 For the variable part: for CEO/GM including the short-term variable remuneration (MBO) pertaining to the financial year and excluding the equity component; for average employees including the short-term variable remuneration (MBO) and/or the company productivity bonus pertaining to the financial year and excluding the equity component.

2 For the financial year 2020, the Chief Executive Officer and General Manager voluntarily and unilaterally waived receiving the 2020 MBO incentive.

3 For the sake of consistency of comparison with previous years, only employees in Italy are taken into account (from 2022 employees in Italy formerly within the SIA Group are also included).

³⁷ To guarantee the comparability of the data over the time horizon considered, only the short-term variable remuneration (MBO) for the year is included.

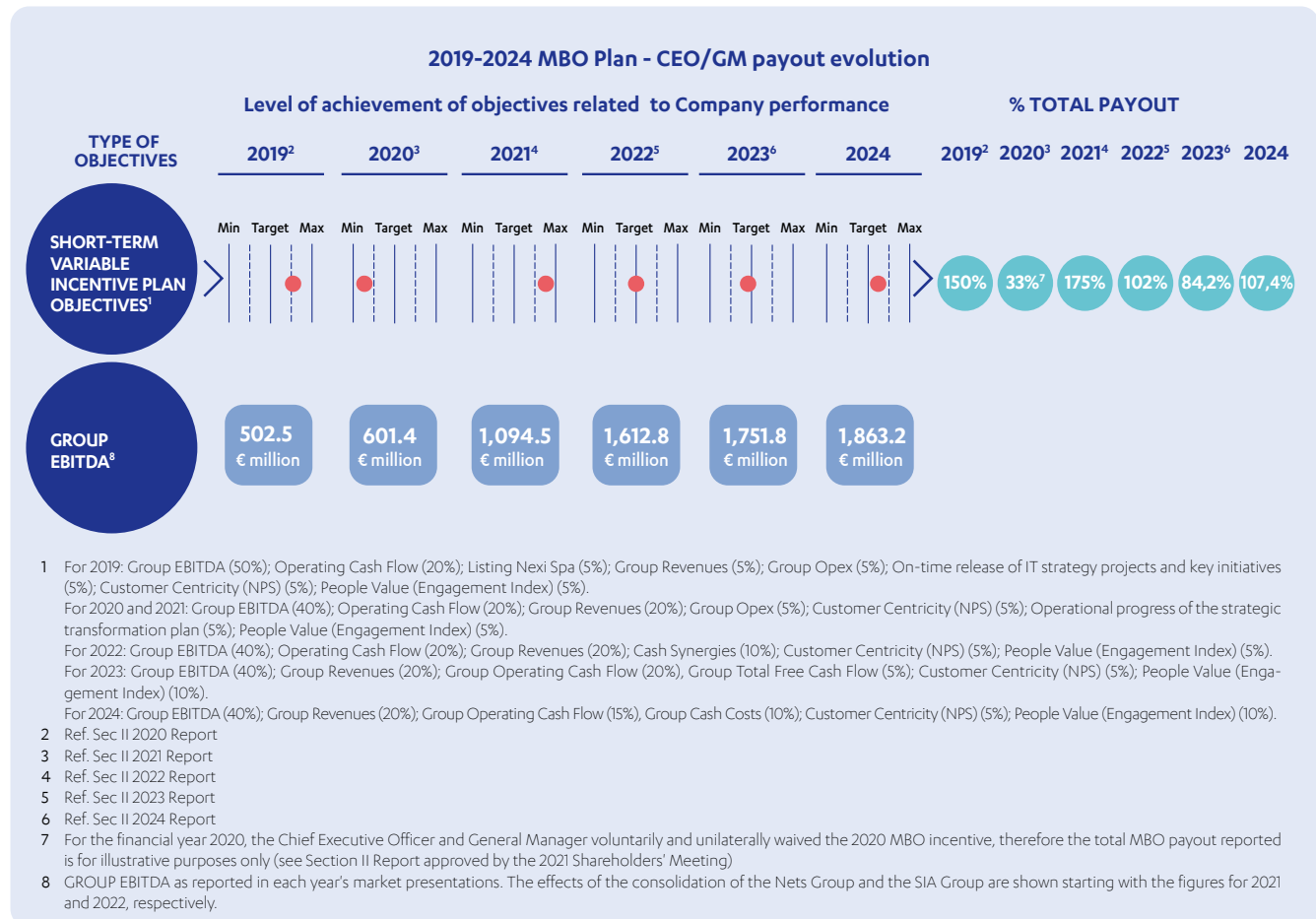
³⁸ The time horizon considered starts from 2019, the year when Nexi S.p.A. was listed. For the 2020 financial year, the Chief Executive Officer and General Manager voluntarily and unilaterally waived the MBO 2020 incentive in favour of the Group's employees.

³⁹ Only short-term variable remuneration (MBO) and/or the company Productivity Bonus for the year are included.

⁴⁰ For a uniform comparison with previous years, only employees of the Italian perimeter were considered in the 2021-2024 period.

Section 2 - Implementation of the 2024 Remuneration Policy

To illustrate the comparative information between changes in the total remuneration and the annual variation of the Company's results, a correlation is presented below between the short-term variable remuneration for the 2019-2024 period⁴¹ received by the CEO and General Manager and the level of achievement of the MBO objectives assigned and linked to the economic performance of the Company, as reported in this Section for 2024 and in Section II of the Reports of previous years and specified in the notes of the following table, as well as the changes in Group EBITDA over the time horizon considered.



As regards the members of the Board of Directors and the Board of Statutory Auditors, no fees linked to company results are envisaged. During the analysis period, no changes were made to the Remuneration Policy defined for these roles.

5.9 Termination-of-office or termination-of-employment allowances and/or other benefits

During the year 2024, no termination-of-office or termination-of-employment allowances and/or other benefits were paid.

5.10 Mechanisms for ex-post correction of the variable component

During the 2024 financial year, no ex-post correction mechanisms were applied to the variable component of remuneration (malus and/or claw back clauses).

⁴¹ For the 2020 financial year, the Chief Executive Officer and General Manager voluntarily and unilaterally waived the MBO 2020 incentive, therefore the total MBO payout is only reported to illustrate the correlation between company results and remuneration.

6. Remuneration tables

(Amounts in thousands of euros)

TABLE 1												
REMUNERATION PAID TO MEMBERS OF GOVERNING AND CONTROL BODIES, GENERAL MANAGERS AND OTHER EXECUTIVES WITH STRATEGIC RESPONSIBILITIES												
A	B	C	D	1	2	3		4	5	6	7	8
Name and Surname	Office	Term of office (A)	Term of office end	Fixed remuneration	Remuneration for serving on committees	Variable non-equity remuneration		Non-monetary benefits (C)	Other Remuneration (D)	Total	Fair Value of equity remuneration (E)	Severance for termination of office or termination of employment
						Bonuses and other incentives (B)	Profit sharing					
BOARD OF DIRECTORS												
Michaela Castelli (1)	Non-Executive Chair	01.01.2024 31.12.2024	Until the date of approval of the financial statements as at 31/12/2024									
(I) Remuneration in the reporting company				480	70					550		
(II) Remuneration from subsidiaries and associates												
(III) TOTAL				480	70					550		
Paolo Bertoluzzo (2)	Chief Executive Officer and General Manager	01.01.2024 31.12.2024	Until the date of approval of the financial statements as at 31/12/2024									
(I) Remuneration in the reporting company				1,500		1,612		142		3,253	1,211	
(II) Remuneration from subsidiaries and associates												
(III) TOTAL				1,500		1,612		142		3,253	1,211	
Ernesto Albanese (3)	Non-executive Director	01.01.2024 31.12.2024	Until the date of approval of the financial statements as at 31/12/2024									
(I) Remuneration in the reporting company				70	40					110		
(II) Remuneration from subsidiaries and associates												
(III) TOTAL				70	40					110		
Elena Antognazza (4)	Non-executive Director	01.01.2024 31.12.2024	Until the date of approval of the financial statements as at 31/12/2024									
(I) Remuneration in the reporting company				70	20					90		
(II) Remuneration from subsidiaries and associates				24	6					30		
(III) TOTAL				94	26					120		

Notes

The following directors have waived the remuneration due for the 2024 financial year: L. Bassi, F. Casiraghi, J. Korp.

(A) The amounts indicated have been calculated and indicated according to the pro rata temporis criterion.

(B) This value corresponds as indicated in Table 3B to the portions of the year's bonus that may be disbursed.

(C) This item includes the taxable value of the non-monetary benefits for which the company offers a good and/or service by directly taking charge of the related payment.

(D) The amounts shown include monetary benefits paid directly by the company to the employee.

(E) These values correspond to the information in Table 3A regarding the 'Fair Value of financial instruments for the year'. The values of the cycle actually accrued are shown in Table 3A in the column 'Value at the accrual date'.

(1) Remuneration as Chair of the Board of Directors of Nexi S.p.A., as a member of the Strategic Committee, as a member of the Remuneration and Appointment Committee and as a member of the Risk Control and Sustainability Committee. No remuneration was received for the position of Chair of Nexi Payments S.p.A and member of the Board of Directors of Nets A/S (the latter position was held until May 2024). No remuneration is paid for participation in the Control and Risk Committee of the subsidiary Nexi Payments S.p.A. (position held until May 2024).

(2) With regard to the Chief Executive Officer and General Manager, the fixed remuneration relating to the managerial employment relationship with Nexi S.p.A. is established based on all the positions and duties held in Nexi S.p.A. and in the Group. The amount of the Bonuses and other incentives for the year 2024 includes the portions that may be disbursed/have been disbursed relating to the MBO 2024 plan, as detailed in Table 3B and as provided for by the Issuers' Regulation. The amount related to non-monetary benefits includes the value of the company car, insurance policies and the supplementary pension contribution as described in section I of this report.

(3) Remuneration as a member of the Board of Directors of Nexi S.p.A. and as Chair of the Risk Control and Sustainability Committee.

(4) Remuneration as a member of the Board of Directors of Nexi S.p.A., as a member of the Related-Party Transactions Committee, as a member of the Board of Directors of Nexi Payments S.p.A. (position held since 24 April 2024) and as a member of the Control and Risk Committee of the subsidiary Nexi Payments S.p.A. (position held since 8 May 2024). For the position of member of the Board of Directors of the subsidiary Nexi Payments S.p.A., annual remuneration of 35k€ is provided, for the position of member of the Control and Risk Committee of the subsidiary Nexi Payments S.p.A., annual remuneration of 10k€ is provided.

Section 2 - Implementation of the 2024 Remuneration Policy

TABLE 1												
REMUNERATION PAID TO MEMBERS OF GOVERNING AND CONTROL BODIES, GENERAL MANAGERS AND OTHER EXECUTIVES WITH STRATEGIC RESPONSIBILITIES												
A	B	C	D	1	2	3		4	5	6	7	8
Name and Surname	Office	Term of office (A)	Term of office end	Fixed remuneration	Remuneration for serving on committees	Variable non-equity remuneration		Non-monetary benefits (C)	Other Remuneration (D)	Total	Fair Value of equity remuneration (E)	Severance for termination of office or termination of employment
						Bonuses and other incentives (B)	Profit sharing					
BOARD OF DIRECTORS												
Maurizio Cereda (5)	Non-executive Director	01.01.2024 31.12.2024	Until the date of approval of the financial statements as at 31/12/2024									
(I) Remuneration in the reporting company				70	20					90		
(II) Remuneration from subsidiaries and associates												
(III) TOTAL				70	20					90		
Elisa Corghi (6)	Non-executive Director	01.01.2024 31.12.2024	Until the date of approval of the financial statements as at 31/12/2024									
(I) Remuneration in the reporting company				70	55					125		
(II) Remuneration from subsidiaries and associates				33	6					40		
(III) TOTAL				103	61					165		
Marina Natale (7)	Non-executive Director	01.01.2024 31.12.2024	Until the date of approval of the financial statements as at 31/12/2024									
(I) Remuneration in the reporting company				70	60					130		
(II) Remuneration from subsidiaries and associates												
(III) TOTAL				70	60					130		
Francesco Pettenati (8)	Non-executive Director	01.01.2024 30.08.2024	30.08.2024									
(I) Remuneration in the reporting company				47	17					63		
(II) Remuneration from subsidiaries and associates												
(III) TOTAL				47	17					63		
Marinella Soldi (9)	Non-executive Director	01.01.2024 31.12.2024	Until the date of approval of the financial statements as at 31/12/2024									
(I) Remuneration in the reporting company				70						70		
(II) Remuneration from subsidiaries and associates												
(III) TOTAL				70						70		
Bo Nilsson (10)	Non-executive Director	01.01.2024 30.04.2024	30.04.2024									
(I) Remuneration in the reporting company				23	8					32		
(II) Remuneration from subsidiaries and associates				193						193		
(III) TOTAL				216	8					225		

(5) Remuneration as a member of the Board of Directors of Nexi S.p.A. and as a member of the Remuneration and Appointment Committee.

(6) Remuneration as a member of the Board of Directors of Nexi S.p.A., as Chair of the Remuneration and Appointment Committee, as a member of the Related-Party Transactions Committee, as a member of the Board of Directors of the subsidiary Nexi Payments S.p.A. (position held since 18 January 2024) and as a member of the Control and Risk Committee of the subsidiary Nexi Payments S.p.A. (position held since 8 May 2024). For the position of member of the Board of Directors of the subsidiary Nexi Payments S.p.A., annual remuneration of 35k€ is provided, for the position of member of the Control and Risk Committee of the subsidiary Nexi Payments S.p.A., annual remuneration of 10k€ is provided.

(7) Remuneration as a member of the Board of Directors of Nexi S.p.A., as a member of the Risk and Sustainability Committee and as Chair of the Related-Party Transactions Committee.

(8) Remuneration as a member of the Board of Directors of Nexi S.p.A. and as a member of the Strategic Committee (positions held until 30 August 2024). Remuneration paid by Nexi S.p.A. directly to Cassa Depositi e Prestiti due to the Board Director stepping down.

(9) Remuneration as a member of the Board of Directors of Nexi S.p.A.

(10) Remuneration as a member of the Board of Directors of Nexi S.p.A. and as a member of the Strategic Committee (positions held until 30 April 2024). Remuneration for the position of Chair of the Board of Directors of Nets A/S and Chair of the Board of Directors of Nets Denmark A/S (positions held until 3 September 2024) is also indicated.

Section 2 - Implementation of the 2024 Remuneration Policy

TABLE 1												
REMUNERATION PAID TO MEMBERS OF GOVERNING AND CONTROL BODIES, GENERAL MANAGERS AND OTHER EXECUTIVES WITH STRATEGIC RESPONSIBILITIES												
A	B	C	D	1	2	3		4	5	6	7	8
Name and Surname	Office	Term of office (A)	Term of office end	Fixed remuneration	Remuneration for serving on committees	Variable non-equity remuneration		Non-monetary benefits (C)	Other Remuneration (D)	Total	Fair Value of equity remuneration (E)	Severance for termination of office or termination of employment
						Bonuses and other incentives (B)	Profit sharing					
BOARD OF DIRECTORS												
Andrea Nuzzi (11)	Non-executive Director	23.09.2024 31.12.2024	Until the date of approval of the financial statements as at 31/12/2024									
(I) Remuneration in the reporting company				19	7					26		
(II) Remuneration from subsidiaries and associates												
(III) TOTAL				19	7					26		
Luca Velussi (12)	Non-executive Director	08.05.2024 31.12.2024	Until the date of approval of the financial statements as at 31/12/2024									
(I) Remuneration in the reporting company				45						45		
(II) Remuneration from subsidiaries and associates												
(III) TOTAL				45						45		
BOARD OF STATUTORY AUDITORS												
Giacomo Bugna	Chair of the Board of Statutory Auditors	01.01.2024 31.12.2024	Until the date of approval of the financial statements as at 31/12/2024									
(I) Remuneration in the reporting company(13)				130						130		
(II) Remuneration from subsidiaries and associates												
(III) TOTAL				130						130		
Eugenio Pinto	Standing auditor	01.01.2024 31.12.2024	Until the date of approval of the financial statements as at 31/12/2024									
(I) Remuneration in the reporting company (13)				100						100		
(II) Remuneration from subsidiaries and associates												
(III) TOTAL				100						100		
Mariella Tagliabue	Standing auditor	01.01.2024 31.12.2024	Until the date of approval of the financial statements as at 31/12/2024									
(I) Remuneration in the reporting company(13)				100						100		
(II) Remuneration from subsidiaries and associates(14)				107						107		
(III) TOTAL				207						207		
OTHER EXECUTIVES WITH STRATEGIC RESPONSIBILITIES												
Executives with Strategic Responsibilities (15)	n.2	01.01.2024 31.12.2024		1,230		918		139	357	2,644	744	

(11) Director appointed on 23 September 2024 to replace Francesco Pettenati. Remuneration as a member of the Board of Directors of Nexi S.p.A. and as a member of the Strategic Committee. Remuneration paid by Nexi S.p.A. directly to Cassa Depositi e Prestiti due to the Board Director stepping down.

(12) Director appointed on 8 May 2024 to replace Bo Nilsson. Remuneration as a member of the Board of Directors of Nexi S.p.A.

(13) The remuneration indicated also includes the fees paid for participation in the Supervisory Body pursuant to Law 231/2001, composed of the members of the Board of Statutory Auditors of Nexi S.p.A.. In particular, remuneration for the Chair is Euro 45k, and Euro 30k for members.

(14) Remuneration received for the position held on the Board of Statutory Auditors of Nexi Payments S.p.A., Mercury Payment Services S.p.A., SIAPay s.r.l.. The remuneration indicated also includes the fees paid for participation in the Supervisory Body pursuant to Law 231/2001 of Nexi Payments S.p.A., Mercury Payment Services S.p.A., SIAPay s.r.l..

(15) The amount of Euro 1,230k refers to the Gross Annual Salaries. The amount of the Bonuses and other incentives for the year 2024 includes the portions that may be disbursed/have been disbursed relating to the MBO 2024 Plan, as detailed in Table 3B and as provided for by the Issuers' Regulation. The amount related to non-monetary benefits includes the value of the company car, meal vouchers, insurance policies and supplementary pension contribution as described in section I of this report. The column 'other remuneration' shows the amounts relating to the reimbursement of accommodation fringe benefits, the reimbursement of rent charged to the payroll, the reimbursement of school fees, and the reimbursement of social security contributions as described in section I of this Report.

Section 2 - Implementation of the 2024 Remuneration Policy

TABLE 3A														
INCENTIVE PLANS BASED ON FINANCIAL INSTRUMENTS, OTHER THAN STOCK OPTIONS, FOR MEMBERS OF THE MANAGEMENT BOARD, GENERAL MANAGERS AND OTHER EXECUTIVES WITH STRATEGIC RESPONSIBILITIES														
			Financial instruments allocated in previous years not vested during the year		Financial instruments allocated during the year					Financial instruments vested during the year and not allocated	Financial instruments vested during the year and attributable		Financial instruments for the year	
A	B	1	2	3	4	5	6	7	8	9	10	11	12	
Name and Surname	Position	Plan	Number and type of financial instruments	Vesting period	Number and type of financial instruments	Fair value at the allocation date (amounts in thousand Euro)	Vesting period	Allocation date	Market price at allocation Euro	Number and type of financial instruments	Number and type of financial instruments	Value at accrual date (amounts in thousand Euro)*	Fair Value (amounts in thousand Euro)	
Paolo Bertoluzzo	Chief Executive Officer and General Manager													
(II) Remuneration from subsidiaries and associates		2022 Stock-Based Long-Term Incentive Plan - Board of Directors' Meeting of 10 March 2022										70,572	432	
		2023 Stock-Based Long-Term Incentive Plan - Board of Directors' Meeting of 6 March 2023	245,889 shares that may potentially be assigned	2023-2025									378	549
		2024 Stock-based Long-Term Incentive Plan - Board of Directors' Meeting of 6 March 2024			268,947 that may potentially be assigned	1,334	2024-2026	02-aug-24	5,484				230	
(III) TOTAL						1,334							1,211	
EXECUTIVES WITH STRATEGIC RESPONSIBILITIES														
(II) Remuneration from subsidiaries and associates		2022 Stock-Based Long-Term Incentive Plan - Board of Directors' Meeting of 10 March 2022										41,258	253	
		2023 Stock-Based Long-Term Incentive Plan - Board of Directors' Meeting of 6 March 2023	155,099 shares that may potentially be assigned	2023-2025									347	
		2024 Stock-based Long-Term Incentive Plan - Board of Directors' Meeting of 6 March 2024			169,643 that may potentially be assigned	841	2024-2026	02-aug-24	5,484				145	
(III) TOTAL						841							744	

Notes

(*) The component relating to the 2022-2024 LTI cycle was valued considering the price per share at the end of 2024, the valuation shown in table 3A is carried out considering a price of Euro 5.36, as recorded at 30/12/2024 at the end of the vesting period.

Section 2 - Implementation of the 2024 Remuneration Policy

(Amounts in thousands of euros)

TABLE 3B									
MONETARY INCENTIVE PLANS FOR MEMBERS OF THE BOARD OF DIRECTORS, GENERAL MANAGERS AND OTHER EXECUTIVES WITH STRATEGIC RESPONSIBILITIES									
A	B	1	2A	2B	2C	3A	3B	3C	4
Name and Surname	Position	Plan	Year's bonus (Amounts in thousand Euro)			Previous years' bonus (Amounts in thousand Euro)			Other bonuses
			Which may be disbursed / Disbursed	Deferred	Deferment period	May no longer be disbursed	Which may be disbursed / Disbursed	Still deferred	
Paolo Bertoluzzo	Chief Executive Officer and General Manager								
(I) Remuneration in the reporting company									
(II) Remuneration from subsidiaries and associates		MBO 2024	1,612						
(III) TOTAL			1,612						
EXECUTIVES WITH STRATEGIC RESPONSIBILITIES									
(I) Remuneration in the reporting company									
(II) Remuneration from subsidiaries and associates		MBO 2024	918						
(III) TOTAL			918						

Section 2 - Implementation of the 2024 Remuneration Policy

SCHEDULE 7.TER TAB 1						
SCHEDULE RELATING TO INFORMATION ON THE EQUITY INVESTMENTS OF MEMBERS OF THE MANAGEMENT AND CONTROL BODIES, OF GENERAL MANAGERS AND OF OTHER EXECUTIVES WITH STRATEGIC RESPONSIBILITIES						
Surname and first names	Position	Investee company	Number of shares held at the end of the previous year	Number of shares purchased	Number of shares sold	Number of shares held at the end of the year (2024)
Michaela Castelli	Chair of the Board of Directors	Nexi S.p.A.	12,000	0	0	12,000
Paolo Bertoluzzo	Chief Executive Officer and General Manager	Nexi S.p.A.	3,012,934	34,684	0	3,047,618
Bo Nilsson	Director	Nexi S.p.A.	6,081,892	0	2,987,257	3,094,635
Maurizio Cereda	Director	Nexi S.p.A.	41,457	0	0	41,457
Executives with strategic responsibilities		Nexi S.p.A.	1,936,244	420,620	202,462	2,154,402

