

Informazione Regolamentata n. 2170-27-2025	Data/Ora Inizio Diffusione 30 Aprile 2025 18:32:16	Euronext Milan
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Oggetto : THE SHAREHOLDERS' MEETING
APPROVES THE 2024 FINANCIAL
STATEMENT - APPOINTMENT OF THE
BOARD OF DIRECTORS AND BOARD OF
STATUTORY AUDITORS

Testo del comunicato

Vedi allegato



THE SHAREHOLDERS' MEETING APPROVES THE 2024 FINANCIAL STATEMENT

APPOINTMENT OF THE BOARD OF DIRECTORS AND BOARD OF STATUTORY AUDITORS FOR THE PERIOD 2025-2027

APPROVED ALL THE OTHER ITEMS ON THE AGENDA

Milan, April 30, 2025 – Nexi S.p.A. (“Nexi” or the “Company”) informs that today was held the ordinary and extraordinary shareholders meeting of the Company.

The Shareholders' Meeting approved the financial statements for the year ended December 31, 2024, as presented by the Board of Directors, including the coverage of the loss amounting to €105,811 thousand using existing reserves. The Meeting also reviewed the consolidated financial statements of the Nexi Group, which reported a net profit attributable to the Group of €167,361 thousand, and the Sustainability Report for the 2024 financial year, prepared in accordance with Legislative Decree No. 125 of September 6, 2024.

The shareholders' meeting appointed the Board of Directors and the Board of Statutory Auditors for the period 2025-2027 and therefore until the approval of the financial statement for the year closing at December 31, 2027.

In particular - on the basis of the slates submitted by (i) some shareholders that are parties to a shareholders' agreement¹ relevant pursuant to art. 122 of decree n. 58/1998 (“TUF”) and (ii) some other shareholders owning in total 1.44009% of the share capital², as well as a proposal pursuant to art. 135 undecies.1 TUF³ - the shareholders meeting has:

a) resolved that the Board of Directors shall be composed of 13 members;

b) appointed the following directors:

1. Marcello Sala(*)(**)
2. Paolo Bertoluzzo
3. Marina Brogi(*)(**)
4. Antonella Lillo(*)(**)
5. Federica Seganti(*)(**)
6. Luca Bassi
7. Enrico Trovati

¹ CDP Equity S.p.A., CDPE Investimenti S.p.A., Mercury UK Holdco Limited, AB Europe (Luxembourg) Investment S.à r.l., Eagle (AIBC) & CY SCA, Evergood H&F Lux S.à r.l., Neptune (BC) S.à r.l. (in liquidation), owning in total 53.32% of the share capital (Slate 2).

² Anima Sgr S.p.A. on behalf of the fund Anima Italia; APG Asset Management N.V. on behalf of the funds: STICHTING PENSIOENFONDS ABP/2122 - ABP DME CORE INT, 2124 - ABP DME CORE BLACKROCK, 2125 - ABP DME CORE UBS; Arca Fondi Sgr S.p.A. on behalf of the funds Fondo Arca Azioni Italia; BancoPosta Fondi S.p.A. SGR on behalf of the funds: BPF Glob Eq Hedged Lte, BP Equity All Country, Bancoposta Equity Developed Countries, Bancoposta Rinascimento; Etica Sgr S.p.A. on behalf of the funds: F.do Etica Rendita Bilanciata, F.do Etica Obbligazionario Misto, F.do Etica Bilanciato, F.do Etica Azionario, F.do Etica Impatto Clima, F.do Etica Obiettivo Sociale; Eurizon Capital S.A. on behalf of the fund Eurizon Fund, fund segments: Equity Europe ESG Leaders LTE, Equity World ESG Leaders LTE, Active Allocation, Italian Equity Opportunities, Equity Small Mid Cap Europe, Equity Italy Smart Volatility, Equity Euro LTE, Equity Europe LTE, as well as Eurizon AM Sicav fund segment Global Equity; Eurizon Capital Sgr S.p.A. on behalf of the funds: Eurizon Step 70 Pir Italia Giugno 2027, Eurizon Am Rilancio Italia Tr, Eurizon Pir Italia Azioni, Eurizon Azioni Italia, Eurizon Progetto Italia 70, Eurizon Progetto Italia 40; Fidelity Funds - European Smaller Companies 4 Pool, Fidelity Funds - Italy, Fidelity Funds - Sustainable Research Enhanced Europe Equity Pool, Fast - Europe Fund, Fidelity Funds - European Dynamic Growth, Fidelity Global Equity Research Enhanced Ucits Etf; Fideuram Asset Management Ireland on behalf of the fund Fonditalia Equity Italy; Fideuram Intesa Sanpaolo Private Banking Asset Management Sgr S.p.A. on behalf of the funds: Fideuram Italia, Piano Azioni Italia, Piano Bilanciato Italia 50; Interfund Sicav - Interfund Equity Italy; Mediobanca SGR S.p.A. on behalf of the funds Mediobanca Italian Equity All Cap; Mediolanum International Funds Limited - Challenge Funds - Challenge Italian Equity; Mediolanum Gestione Fondi Sgr S.p.A. on behalf of the funds: Mediolanum Flessibile Futuro Italia e Mediolanum Flessibile Sviluppo Italia; RWC Asset Management LLP, on behalf of the fund Redwheel European Focus Master Inc as well as Amber Capital Italia SGR S.p.A., on behalf of the fund Alpha Ucits Sicav-Amber Equity Fund (Slate 1).

³ Submitted by the same shareholder which submitted Slate 2.



8. Johannes Korp
9. Marina Natale(*)(**)
10. Elena Dimanina
11. Francesco Renato Mele(**)
12. Elena Antognazza(*)(**)
13. Ernesto Albanese(*)(**)

(*) Director who declared to meet the independency requirements pursuant to (i) article 148, par 3, TUF, as recalled by article 147-ter, par 4, TUF; and (ii) Article 2 of Corporate Governance Code to which Nexi adheres.

(**) Director who declared to meet the independency requirements pursuant to (i) article 148, par 3, TUF, as recalled by article 147-ter, par 4, TUF.

whose remuneration was also determined in accordance with the proposal submitted by Board of Directors. Directors Elena Antognazza and Ernesto Albanese were elected as candidates from List 1, which received the second-highest number of votes (equal to 23.218% of the share capital represented at the meeting), while the remaining directors were elected as candidates from List 2, which received the highest number of votes (equal to 76.604% of the share capital represented at the meeting);

c) appointed Marcello Sala as Chairman of the Board of Directors;

d) appointed the Board of Statutory Auditors, composed of 3 effective members and 2 alternate members, as follow:

Effective Members

1. Giacomo Bugna – Chairman.
2. Luigi Borrè
3. Nathalie Brazzelli

Alternate members

4. Sonia Peron
5. Serena Gatteschi

whose remuneration was also determined in accordance with the proposals submitted by the Board of Directors. The Chairman of the Board of Statutory Auditors, Giacomo Bugna, and the Alternate Auditor, Sonia Peron, were elected as candidates from the respective sections of List 1, which received the second-highest number of votes (equal to 23.149% of the share capital represented at the meeting). Dr. Borrè (Standing Auditor) and Dr. Serena Gatteschi (Alternate Auditor) were elected as candidates from the respective sections of List 2, which received the highest number of votes (equal to 76.536% of the share capital represented at the meeting). Finally, it should be noted that Dr. Nathalie Brazzelli (Standing Auditor) was elected on the basis of a proposal pursuant to Article 135-undecies.1 of the TUF, which received the favorable vote of 73.166% of the share capital represented at the meeting.

The curriculum vitae of the above mentioned directors and auditors are available at the following link <https://www.nexigroup.com/en/group/governance/shareholders-meetings/2025/ordinary-and-extraordinary-meeting-30042025/>.

As of today, it is reported that, to the Company's knowledge, Paolo Bertoluzzo holds 3,047,618 shares of the Company and Enrico Trovati holds 220,880 shares of the Company.



Furthermore, the Shareholders' Meeting, in line with the respective proposals submitted by the administrative body, has:

In ordinary session:

- approved the proposal for the distribution of available reserves;
- approved the first section of the Report on the remuneration policy and compensation paid, prepared pursuant to Article 123-ter of the TUF, and expressed a favorable vote on the second section of the same;
- authorized, for a period of 18 months, the purchase and disposal of treasury shares pursuant to Articles 2357 and 2357-ter of the Italian Civil Code;
- approved an incentive plan in favor of employees called the “LTI Plan”;
- approved the extension of the mandate of the statutory audit firm and the related remuneration;

In extraordinary session:

- approved the cancellation of treasury shares without a reduction in share capital;
- approved the issuance of up to 32,248,030 ordinary shares without nominal value, having the same characteristics as the outstanding ordinary shares, in service of the “LTI Plan”, pursuant to Article 2349 of the Italian Civil Code.

The Board of Directors, chaired by Marcello Sala, met following the Shareholders' Meeting and reappointed Paolo Bertoluzzo as Chief Executive Officer, in continuity with his previous term, granting him executive powers.

Based on the information provided by the individuals concerned, the Board of Directors confirmed that all members of the administrative body meet the requirements established by the applicable regulations for serving as Directors, as well as the independence requirements.

With regard to the verification of independence requirements, the Board of Directors confirmed that: (i) Directors Marcello Sala, Ernesto Albanese, Elena Antognazza, Marina Brogi, Antonella Lillo, Marina Natale, and Federica Seganti meet the independence requirements set forth by the TUF and the Corporate Governance Code; and (ii) Director Francesco Renato Mele meets solely the requirements established by the combined provisions of Articles 147-ter, paragraph 4, and 148, paragraph 3, of the TUF.

Furthermore, based on the information provided by the individuals concerned and the information available to the Company, the Board also assessed and confirmed that the statutory auditors meet the requirements set forth by applicable regulations and, where applicable, by the Corporate Governance Code.

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Nexi

Nexi is Europe's PayTech company operating in high-growth, attractive European markets and technologically advanced countries. Listed on Euronext Milan, Nexi has the scale, geographic reach and abilities to drive the transition to a cashless Europe. With its portfolio of innovative products, e-commerce expertise and industry-specific solutions, Nexi provides flexible support for the digital economy and the entire payment ecosystem globally, across a broad range of different payment channels and methods. Nexi's technological platform and



the best-in-class professional skills in the sector enable the company to operate at its best in three market segments: Merchant Solutions, Issuing Solutions and Digital Banking Solutions. Nexi constantly invests in technology and innovation, focusing on two fundamental principles: meeting, together with its partner banks, customer needs and creating new business opportunities for them. Nexi is committed to supporting people and businesses of all sizes, transforming the way people pay and businesses accept payments. It offers companies the most innovative and reliable solutions to better serve their customers and expand. By simplifying payments and enabling people and businesses to build closer relationships and grow together, Nexi promotes progress to benefit everyone. www.nexi.it/en www.nexigroup.com

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