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Societa' : NEXI

Utenza - referente : NEXIN03 - MANTEGAZZA STEFANIA

Tipologia : REGEM

Data/Ora Ricezione : 5 Marzo 2026 20:30:24

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Oggetto : CONVENING OF THE SHAREHOLDERS'
MEETING

Testo del comunicato

Vedi allegato



BOARD OF DIRECTORS' RESOLUTIONS REGARDING THE CONVENING OF THE SHAREHOLDERS' MEETING

Milan, March 5, 2026 - Nexi S.p.A. (“**Nexi**” or the “**Company**”) announces that the Board of Directors, in line with the corporate events calendar already published, has resolved to convene the ordinary Shareholders' Meeting on 29 April 2026, with the following agenda:

1. Approval of the Financial Statements as of 31 December 2025, accompanied by the Report of the Board of Directors, the Report of the Board of Statutory Auditors and the Report of the External Auditors. Presentation of the Consolidated Financial Statements as at 31 December 2025 and the Sustainability Report as of 31 December 2025. Related and consequent resolutions.
2. Proposed distribution of available reserves. Related and consequent resolutions.
3. Report on the remuneration policy and on the compensation paid:
 - a. First section: remuneration policy for the 2026 financial year (binding vote);
 - b. Second section: compensation paid in 2025 (non-binding vote).
4. Proposal to authorize the purchase and disposal of treasury shares. Related and consequent resolutions.
5. Appointment of a Director to supplement the Board of Directors following resignations and subsequent co-optation. Related and consequent resolutions.
6. Appointment of the independent auditors of the Company's accounts and for the assurance on the consolidated sustainability reporting pursuant to Legislative Decree No. 125 of 6 September 2024 for the financial years 2028–2036, and determination of the related fee. Related and consequent resolutions.

The Shareholders' Meeting will be held exclusively through remote telecommunications means, with shareholders participating solely via the designated representative pursuant to Law Decree No. 18 of 17 March 2020, as subsequently extended.

The notice of call and the documentation relating to the items on the agenda will be made available to the public within the terms and in the manner provided for under applicable law.

Authorization to Purchase and Dispose of Treasury Shares

The Board of Directors deems it appropriate to submit to the Shareholders' Meeting a new proposal to authorize the purchase and disposal of treasury shares. The proposal concerns the purchase of a maximum number of ordinary shares of Nexi S.p.A. such that, should the authorization be exercised in full, the Company would hold no more than 0.3% of its share capital from time to time outstanding (as of the date of this report, therefore, a maximum of 3,517,636 ordinary shares).

Authorization is requested for a maximum period of 18 months from the date of the Shareholders' Meeting, for the following purposes: (i) to have treasury shares available to serve existing and future share incentive plans, reserved for directors and/or managers of the Company or companies belonging to the Nexi Group; (ii) to have treasury shares



available to serve, if necessary, any extraordinary equity transactions or financing transactions entailing the award or disposal of treasury shares; (iii) to take action, in compliance with the provisions in force and through intermediaries, to stabilize the share and to regulate the trading dynamics and prices, in response to distortions due to excessive volatility or a lack of liquidity in trades.

Should the authorization be granted, purchases may be carried out through any of the methods permitted under domestic and EU law, including Article 132 of the Italian Consolidated Financial Act (TUF), Article 144-bis of the Issuers' Regulation, Regulation (EU) No. 596/2014, and Delegated Regulation (EU) 2016/1052, as well as, where applicable, market practices permitted by Consob—each to be selected from time to time at the discretion of the Board of Directors, in all cases ensuring equal treatment of shareholders. The minimum purchase price shall not be lower than 10% the reference price that the share recorded in the stock exchange session on the day prior to the completion of each purchase transaction, while the maximum price may not be 10% higher than the reference price that the stock will have recorded in the stock exchange session on the day preceding the completion of each individual purchase transaction, depending on the technical methods identified by the Board of Directors and, where applicable, in compliance with the price limits indicated by the law, including regulations, pro-tempore in force.

As of today, Nexi holds 76,638 treasury shares.

Appointment of the independent auditors

Upon approval of the financial statements as of 31 December 2027, the nine-year statutory audit engagement granted to PwC S.p.A. for the audit of Nexi's accounts will expire and, pursuant to applicable regulations, cannot be renewed. The Board of Directors, in agreement with the Board of Statutory Auditors, has decided to submit to the Shareholders' Meeting the proposal to award the statutory audit engagement for the financial years 2028–2036, ahead of the natural expiry of PwC S.p.A.'s current mandate. Shareholders will decide, based on a proposal from the Board of Statutory Auditors, both on the audit firm to be appointed and on the fee to be paid for such engagement. The documentation will be made available within the time limits set forth by applicable laws and regulations.

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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