

**NEXI S.p.A.****PROXY FORM TO THE DESIGNATED REPRESENTATIVE PURSUANT TO ART. 135-NOVIES OF LEGISLATIVE DECREE 58/1998**

and to Art. 106, paragraph 4, of Decree Law no. 18 of 17 March 2020, on "Measures to strengthen the National Health Service and provide economic support for families, workers and businesses related to the epidemiological emergency of COVID-19" ("Decreto Cura Italia") as amended and converted into Law no. 27 of 24 April 2020, as further extended by Law no. 26 of 27 February 2026.

In accordance with Art. 106, paragraph 4, of Decree Law no. 18 of 17 March 2020 (the "Decreto Cura Italia") as amended and converted into Law no. 27 of 24 April 2020, as further extended by virtue of Law no. 26 of 27 February 2026, the participation in the Shareholders' Meeting of those who have the right to vote, is allowed exclusively through the Designated Representative. Pursuant to the abovementioned "Cura Italia" Decree, the Designated Representative may also be granted proxies and/or sub-proxy pursuant to Article 135-novies of Legislative Decree no. 58/1998 ("TUF"), as an exception to Article 135-undecies, paragraph 4, of the TUF, by signing this proxy form.

**Declaration of the Designated Representative:** Monte Titoli declares that it has no own interest in the proposed resolutions being voted upon. However, in view of the contractual relations existing between Monte Titoli and the Company with regard, in particular, to the provision of technical assistance in shareholders' meeting and additional services, in order to avoid any subsequent disputes about the supposed existence of circumstances able to create a conflict of interest under Article 135-decies, paragraph 2, f) of Legislative Decree no. 58/1998, Monte Titoli expressly declares that, if unknown circumstances should occur or in the event of amendment or additions to the proposals put forward to the Shareholders' Meeting, it does not intend to cast a different vote from that indicated in the instructions.

**Please note: This form may be subject to change following any integration of the agenda of the shareholders' meeting and presentation of new proposed resolutions pursuant to Article 126-bis Legislative Decree 58/1998, or individual proposed resolutions, in accordance with the terms and procedures indicated in the Notice of Call.**

With reference to the Ordinary General Meeting of **Nexi S.p.A.** to be held exclusively by video or telecommunication means on 29 April 2026, at 3:00 p.m. single call, as set forth in the notice of the shareholders' meeting published on the Company's website at <https://www.nexigroup.com/en/group/governance/shareholders-meetings/2026/ordinary-meeting-29042026> on 27 March 2026, and, in abridged form, in the Italian daily newspaper "Corriere della Sera" on 29 March 2026 and having regard to the Reports on the items on the Agenda made available by the Company with this

**PROXY FORM (Part 1 of 2)**

Complete with the information requested at the bottom of the form

<b>I, the undersigned</b> ( <i>party signing the proxy</i> )	(Name and Surname) (*)	
Born in (*)	On (*)	Tax identification code or other identification if foreign (*)
Resident in (*)	Address (*)	
Phone No. (**)	Email (**)	
Valid ID document (type) (*) (to be enclosed as a copy)	Issued by (*)	No. (*)

(\*) Mandatory. (\*\*) It is recommended to fill.  
MONTE TITOLI S.p.A.

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in quality of (tick the box that interests you) (\*)

- shareholder with the right to vote** **OR IF DIFFERENT FROM THE SHARE HOLDER**
- legal representative or subject with subject with power of sub-delegation (copy of the documentation of the powers of representation to be enclosed)
- pledge  bearer  usufructuary  custodian  manager  other (specify) .....

(complete only if the shareholder is different from the proxy signatory)	Name Surname / Denomination (*)		
	Born in (*)	On (*)	Tax identification code or other identification if foreign (*)
	Registered office / Resident in (*)		

**Related to**

<b>No. (*)</b> _____ shares _____ <i>e.g.: No. 3 ORDINARY shares IT0012345 (ISIN number)</i> <small>(to be filled in with information regarding any further communications relating to deposits)</small>	Registered in the securities account (1) n. _____ at the custodian _____ ABI _____ CAB _____ referred to the communication (pursuant to art. 83-sexies Legislative Decree n. 58/1998) (2) No. _____ Supplied by the intermediary: _____
<b>No. (*)</b> _____ shares _____	Registered in the securities account (1) n. _____ at the custodian _____ ABI _____ CAB _____ referred to the communication (pursuant to art. 83-sexies Legislative Decree n. 58/1998) (2) No. _____ Supplied by the intermediary: _____
<b>No. (*)</b> _____ shares _____	Registered in the securities account (1) n. _____ at the custodian _____ ABI _____ CAB _____ referred to the communication (pursuant to art. 83-sexies Legislative Decree n. 58/1998) (2) No. _____ Supplied by the intermediary: _____

**DELEGATES/SUBDELEGATES MONTE TITOLI S.P.A. to participate and vote in the Shareholders' Meeting indicated above as per the instructions provided below.****DECLARES**

- the vote shall be exercised by the delegate/sub-delegate in accordance with specific voting instructions given by the undersigned delegator;
- to have requested from the custodian the communication for participation in the Meeting as indicated above;
- that there are no reasons for incompatibility or suspension of the exercise of voting rights;
- (in the case of sub-delegation) to be in possession of the originals of the proxy forms conferred on him/her and to keep them for one year available for possible verification.

**AUTHORIZES** Monte Titoli and the Company to the processing of their personal data for the purposes, under the conditions and terms indicated in the following paragraphs.

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*(Place and Date) \***(Signature) \****VOTING INSTRUCTIONS (Part 2 of 2)**

intended for the Designated Representative only - Tick the relevant boxes

**The undersigned signatory of the proxy (Personal details)(3)***(indicate the holder of the right to vote only if different - name and surname / denomination)*

Hereby appoints Monte Titoli to vote in accordance with the voting instructions given below at Ordinary General Meeting of Nexi S.p.A. to be held exclusively by video or telecommunication means on 29 April 2026, at 3:00 p.m. on single call.

**RESOLUTIONS SUBJECT TO VOTING**

Please note that **Shareholders can make additions to the Agenda and new proposals within the legal deadlines**: Shareholders are invited to **check updates of this form** on the Issuer's website, in accordance with the provided resolutions.

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 of 31 December 2025 and the Sustainability Report as of 31 December 2025. Related and consequent resolutions.			
<b>SECTION A</b> Vote for the proposal of the Board of Directors <i>Tick only one box:</i>	<div style="border: 1px solid black; padding: 5px; width: 100px; margin: 0 auto;">In Favour</div>	<div style="border: 1px solid black; padding: 5px; width: 100px; margin: 0 auto;">Against</div>	<div style="border: 1px solid black; padding: 5px; width: 100px; margin: 0 auto;">Abstain</div>
<b>SECTION B and C</b> <i>If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory</i>	<input type="checkbox"/> confirms the instructions	<input type="checkbox"/> revokes the instructions	Modify the instructions: <input type="checkbox"/> In favour _____ <input type="checkbox"/> Against _____ <input type="checkbox"/> Abstain _____
2. Proposed distribution of available reserves. Related and consequent resolutions.			
<b>SECTION A</b> Vote on the proposal of the Board of Directors <i>Tick only one box:</i>	<div style="border: 1px solid black; padding: 5px; width: 100px; margin: 0 auto;">In Favour</div>	<div style="border: 1px solid black; padding: 5px; width: 100px; margin: 0 auto;">Against</div>	<div style="border: 1px solid black; padding: 5px; width: 100px; margin: 0 auto;">Abstain</div>
<b>SECTION B and C</b> <i>If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory</i>	<input type="checkbox"/> confirms the instructions	<input type="checkbox"/> revokes the instructions	Modify the instructions: <input type="checkbox"/> In favour _____ <input type="checkbox"/> Against _____ <input type="checkbox"/> Abstain _____

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**3. Report on remuneration policy and compensation paid:****a. Section I: report on the remuneration policy for the financial year 2026 (binding resolution):**

<b>SECTION A</b> Vote on the proposal of the Board of Directors <i>Tick only one box:</i>	<b>In Favour</b>	<b>Against</b>	<b>Abstain</b>
<b>SECTION B and C</b> <i>If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory</i>	<input type="checkbox"/> confirms the instructions	<input type="checkbox"/> revokes the instructions	Modify the instructions: <input type="checkbox"/> In favour _____ <input type="checkbox"/> Against _____ <input type="checkbox"/> Abstain _____

**b. Section II: report on remuneration granted in the financial year 2025 (non-binding resolution).**

<b>SECTION A</b> Vote on the proposal of the Board of Directors <i>Tick only one box:</i>	<b>In Favour</b>	<b>Against</b>	<b>Abstain</b>
<b>SECTION B and C</b> <i>If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory</i>	<input type="checkbox"/> confirms the instructions	<input type="checkbox"/> revokes the instructions	Modify the instructions: <input type="checkbox"/> In favour _____ <input type="checkbox"/> Against _____ <input type="checkbox"/> Abstain _____

**4. Proposal to authorize the purchase and disposal of treasury shares. Related and consequent resolutions.**

<b>SECTION A</b> Vote on the proposal of the Board of Directors <i>Tick only one box:</i>	<b>In Favour</b>	<b>Against</b>	<b>Abstain</b>
<b>SECTION B and C</b> <i>If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory</i>	<input type="checkbox"/> confirms the instructions	<input type="checkbox"/> revokes the instructions	Modify the instructions: <input type="checkbox"/> In favour _____ <input type="checkbox"/> Against _____ <input type="checkbox"/> Abstain _____

**5. Appointment of Directors to supplement the Board of Directors following resignations and subsequent co-optation. Related and consequent resolutions.**

<b>SECTION A</b> Vote on the proposal of the Board of Directors <i>Tick only one box:</i>	<b>In Favour</b>	<b>Against</b>	<b>Abstain</b>
<b>SECTION B and C</b> <i>If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory</i>	<input type="checkbox"/> confirms the instructions	<input type="checkbox"/> revokes the instructions	Modify the instructions: <input type="checkbox"/> In favour _____ <input type="checkbox"/> Against _____ <input type="checkbox"/> Abstain _____

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**6. Appointment, based on the reasoned proposal of the Board of Statutory Auditors, 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.**

<b>SECTION A</b> Vote on the proposal of the Board of Directors, based on the reasoned opinion of the Board of Statutory Auditors	<i>Tick only one box:</i> <div style="border: 1px solid black; padding: 5px; text-align: center; width: 100%;">In Favour</div>	<div style="border: 1px solid black; padding: 5px; text-align: center; width: 100%;">Against</div>	<div style="border: 1px solid black; padding: 5px; text-align: center; width: 100%;">Abstain</div>
<b>SECTION B and C</b> <i>If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory</i>	<input type="checkbox"/> confirms the instructions	<input type="checkbox"/> revokes the instructions	Modify the instructions: <input type="checkbox"/> In favour _____ <input type="checkbox"/> Against _____ <input type="checkbox"/> Abstain _____




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 (Place and Date) \*

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 (Signature) \*

**DIRECTORS' LIABILITY ACTION**

*In case of vote on a directors' liability action pursuant to art. 2393, paragraph 2, of the civil code, proposed by the shareholders on the occasion of the approval of the financial statements, the undersigned appoints the Designated Representative to vote as follows:*

	<div style="border: 1px solid black; padding: 5px; text-align: center; width: 100%;">In Favour</div>	<div style="border: 1px solid black; padding: 5px; text-align: center; width: 100%;">Against</div>	<div style="border: 1px solid black; padding: 5px; text-align: center; width: 100%;">Abstain</div>
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 (Place and Date) \*

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 (Signature) \*

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**INSTRUCTIONS FOR THE FILLING AND SUBMISSION**

**The person entitled to do so must request the depositary intermediary to issue the communication for participation in the shareholders' meeting referred to the Art. 83-sexies, Legislative Decree 58/1998)**

- (1) Indicate the number of the securities custody account and the denomination of the depositary intermediary. The information can be obtained from the account statement provided by the intermediary.
- (2) Indicate the Communication reference for the Meeting issued by the depositary intermediary upon request from the person entitled to vote.
- (3) Specify the name and surname/denomination of the holder of voting rights (and the signatory of the Proxy Form and voting instructions, if different).

The proxy with the relating voting instructions shall be received together with:

- a copy of an identification document with current validity of the proxy grantor or
- in case the proxy grantor is a legal person, a copy of an identification document with current validity of the interim legal representative or other person empowered with suitable powers, together with adequate documentation to state its role and powers,

*(in the event of a sub-proxy, the following must be sent to the Designated Representative as an annex to the sub-proxy form: i) the documentation indicated in the preceding paragraph, referring to both the holder of the voting right and his/her proxy; ii) a copy of the proxy issued by the holder of the voting right to his/her proxy)*

by one of the following alternative methods:

- i) transmission of an electronically reproduced copy (PDF) to the certified email address [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject line "Proxy for 2026 NEXI Shareholders' Meeting") from one's own certified email address (or, failing that, from one's own ordinary email address, in which case the proxy with voting instructions must be signed with a qualified or digital electronic signature);
- ii) transmission of the original, by courier or registered mail with return receipt, to the following address: Register Services, c/o Monte Titoli S.p.A., Piazza degli Affari n. 6, 20123 Milan (Ref. "Proxy for 2026 NEXI Shareholders' Meeting"), **sending a copy reproduced electronically (PDF)** in advance by ordinary e-mail [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject line: "Proxy for 2026 NEXI Shareholders' Meeting")

**The proxy must be received no later than 6:00 p.m. on the day before the date of the meeting (and in any case before the opening of the meeting). The proxy pursuant to art. 135-novies, Legislative Decree no. 58/1998 and the related voting instructions may always be revoked within the aforesaid deadline.**

N.B. For any additional clarification regarding the issue of proxies (and in particular regarding how to complete and send the proxy form and voting instructions), authorized to participate in the general meeting can contact Monte Titoli S.p.A. by email to the following address [RegisterServices@euronext.com](mailto:RegisterServices@euronext.com) or by phone at (+39) 02.33635810 during open office hours from 9:00 a.m. to 5:00 p.m. (UTC+1).

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**Monte Titoli's privacy policy is available at the link:** [Corporate Data and Legal Info | euronext.com](https://www.euronext.com/it/Corporate-Data-and-Legal-Info)**NEXI's privacy policy:**

Pursuant to Regulation (EU) 2016/679 (hereinafter, 'GDPR' or 'Privacy Legislation') and the national legislation in force on the protection of personal data (hereinafter, together with the GDPR, 'Privacy Legislation'), Nexi S.p.A. (hereinafter, 'Nexi'), as Data Controller, is required to provide the information on the use of personal data.

**a) Purpose of processing and legal basis**

The personal data collected through this proxy form and acquired during the Shareholders' Meeting will be processed for instrumental purposes inherent to the management of the activities of the corporate bodies (by way of example: verifying the powers of legitimation, participating in the Shareholders' Meeting, granting proxies) and to fulfil the obligations provided for by law, regulations, as well as provisions issued by the competent Authorities or Supervisory and Control Bodies. The legal basis of the processing is, therefore, the fulfilment of legal obligations and the performance of contractual obligations to which Nexi is subject.

**b) Method of processing**

The processing of personal data shall take place, in compliance with the provisions of the Privacy Legislation, by means of paper, computer or telematic tools, with logics strictly related to the purposes indicated and, in any case, in such a way as to guarantee security and confidentiality in compliance with the Privacy Law.

**c) Communication of Data**

For the pursuit of the purposes described in point a) above, personal data may be known by the employees of Nexi specifically authorised to process them, such data may also be communicated to specific authorised parties belonging to other companies of the Nexi Group, and to external companies that support Nexi in the performance of its activities. These companies may operate as data controllers, or as data processors specifically appointed by Nexi in writing. Finally, data may be communicated to the competent Authorities.

**d) Data Retention**

Data are retained by Nexi within the territory of the European Union in compliance with the principles of proportionality and necessity. In particular, the data collected are retained for a period of time not exceeding the achievement of the purposes for which they are processed, without prejudice to the specific regulatory obligations applicable to Nexi.

**e) Rights of the Data Subject**

The data subject has the right at any time to obtain confirmation of the existence or non-existence of the same data and to know their content and origin, verify their accuracy or request that they be supplemented or updated, or rectified (Articles 15 and 16 of the GDPR). In addition, he/she has the right to request the deletion, restriction of processing, revocation of consent, portability of data and to oppose in any case, for legitimate reasons, their processing (Art. 17 et seq. of the GDPR). These rights may be exercised by written communication to be sent to: [dpo@nexigroup.com](mailto:dpo@nexigroup.com). Finally, the data subject may lodge a complaint with the Data Protection Authority.

The Data Controller is Nexi S.p.A. with registered office in Milan, Corso Sempione no. 55. The Data Protection Officer to be contacted for any request regarding the processing of personal data is the Head of the Compliance Department, who can be contacted by writing to the following e-mail address: [dpo@nexigroup.com](mailto:dpo@nexigroup.com).