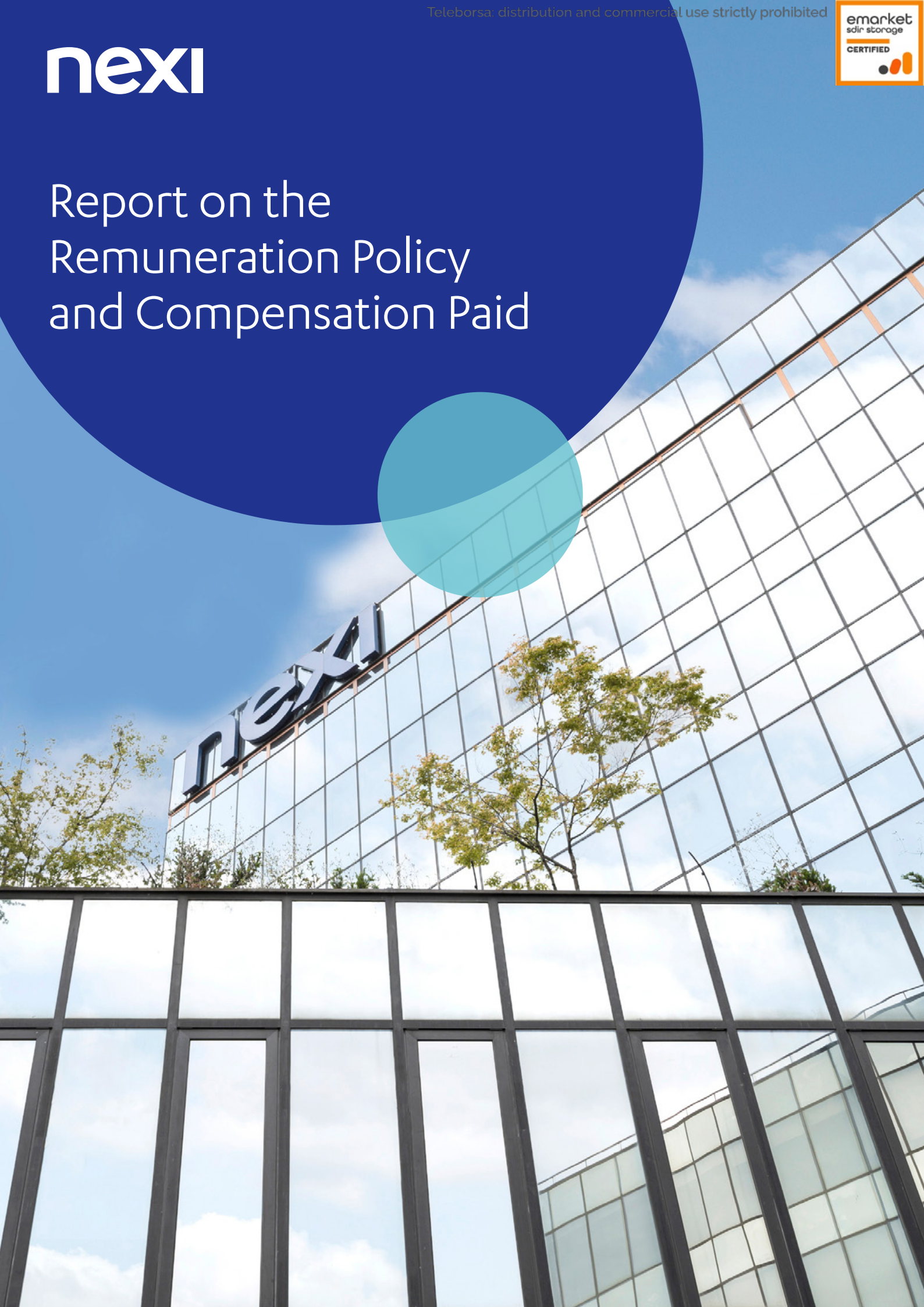


nexi

Report on the Remuneration Policy and Compensation Paid





Issuer: Nexi S.p.A.

www.nexigroup.com

Approved by the Board of Directors on 25 March 2026

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

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LETTER FROM THE CHAIR OF THE REMUNERATION AND APPOINTMENTS COMMITTEE

Dear Shareholders,

I am pleased to submit the **Report on the 2026 Remuneration Policy and on remuneration paid in the 2025 financial year** for your review, a document that provides a comprehensive overview of the principles, application mechanisms and results achieved.

The publication of this Report follows a major leadership transition at Nexi Group: the Board of Directors of Nexi S.p.A., meeting on March 25 2026, appointed Bernardo Mingrone as Chief Executive Officer and General Manager. Bernardo Mingrone succeeds Paolo Bertoluzzo, who has led the Group's transformation over the past ten years.



In 2025, **Nexi** recorded results that were substantially in line with guidance, confirming a good level of revenues and margins, solid cash generation and rigorous cost discipline. These results were also achieved thanks to the progressive consolidation of the new operating model, which enabled the Group's people to operate in a stable environment, characterised by clear governance and consistent, shared processes across Regions and Business Units.

The 2026 Remuneration Policy, while confirming a **pay mix strongly oriented towards the variable component**, with particular emphasis on long-term share-based instruments to ensure alignment between management and Shareholders, maintains the structure and mechanisms of the incentive systems adopted in previous financial years. At the same time, it introduces significant improvements, in response to feedback received during the 2025 Shareholders' Meeting and as part of the intensive engagement with Institutional Investors and Proxy Advisors.

The main change concerns the strengthening of the **quality and transparency of disclosure**:

- for the first time the targets relating to the ESG objectives of the LTI Plan are disclosed, confirmed in line with the company strategy;
- detailed information is provided on the results achieved in relation to the MBO 2025 and to the LTI Plan cycle that vested in 2025.

Also for the first time, Section I of the Report also includes the list of the 20 companies comprising the **peer group** used for remuneration benchmarking, together with a comprehensive description of the criteria adopted in the selection process carried out by the Remuneration and Appointments Committee, with the support of the independent advisor Willis Towers Watson (WTW).

The introductory part of the document also presents the results of the **gender pay gap** assessment, measured using a method developed internally on the basis of the Global Banding system.

The 2026 Policy also provides for the expansion of the scope of Executives with Strategic Responsibilities (ESRs), through the inclusion of two additional roles of particular relevance for the definition and implementation of the company strategy: Chief Regional Officer Italy¹; Chief Business Officer Merchant Solutions.

The remuneration actually awarded to management for 2025 confirms the rigorous application of the **pay-for-performance principle**. In fact, with regard to the 2023-2025 LTI cycle, the share rights linked to the relative Total Shareholder Return (TSR) objective did not vest.

For 2026, this approach is further strengthened through an increase in the entry thresholds for the MBO Plan:

- the Entry Gate increases from 85% to 90% of the Group EBITDA budget;
- the minimum level of achievement for the EBITDA, Revenue and Excess Cash targets increases from 90% to 95% of their respective budget values.

The Report I am presenting to you therefore reflects a process of progressive refinement of the system, aimed at concretely incorporating the feedback emerging from engagement with Shareholders and stakeholders, with a view to creating sustainable value and pursuing the objectives set out in the new business plan in a disciplined manner.

Trusting in your favourable consideration, I thank you for the attention you will devote to the contents of this Report.

Best regards

Marina Natale

Chair of the Nexi S.p.A. Remuneration and Appointments Committee

¹ The relevant incumbent, as of March 25, 2026, holds the position of Chief Executive Officer and General Manager.

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 25 March 2026 on the proposal of the Remuneration and Appointments Committee, in accordance with applicable laws and regulations.²

The Report has two Sections, which are preceded by a brief description of the Company and a section aimed at highlighting some aspects of particular relevance and presenting the main new features introduced in 2026 following the intense and continuous dialogue with the Shareholders.

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 Manager³, the Executives with Strategic Responsibilities⁴, 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 2025.

Section II of the document sets out in detail information on the remuneration paid during the 2025 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 2025. 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 2025.

² 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.

³ 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**’).

⁴ 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 is a leader in digital payments in Europe. In an increasingly complex and fragmented market, we offer advanced, customer-oriented solutions that simplify even the most intricate operations, thanks to an in-depth knowledge of the various European markets. Every day we work to provide secure and reliable solutions to merchants and financial institutions, helping to streamline payments and enrich the purchasing and banking experience. Our ongoing collaboration with clients and partners, supported by dedicated assistance, is our way of contributing to the growth of the sectors we serve and, more broadly, of society.

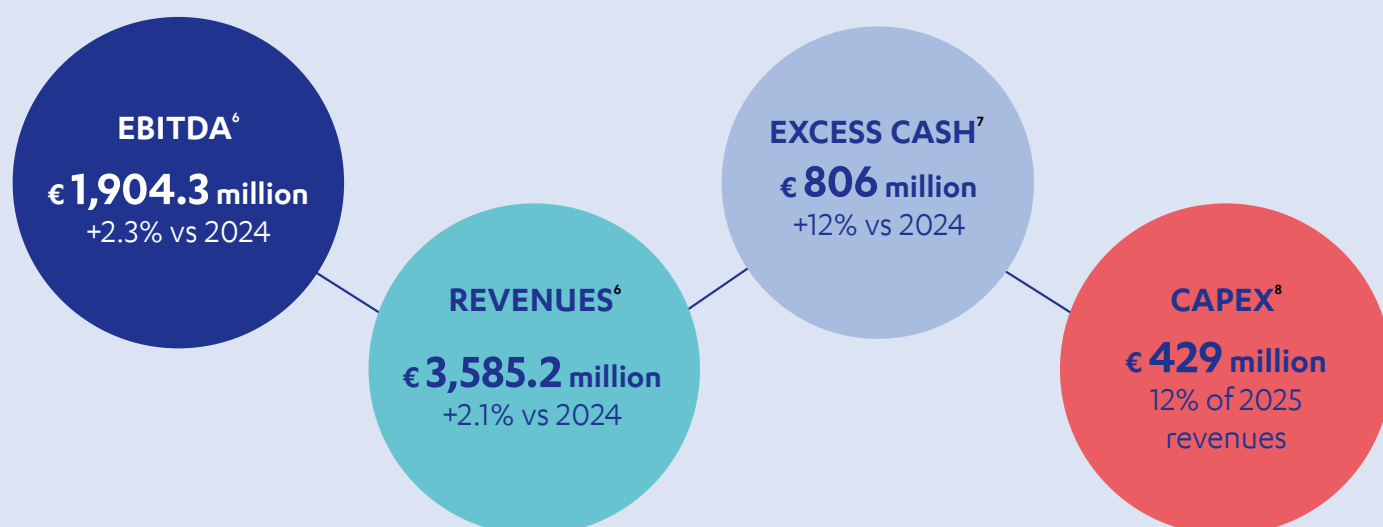
Our goal is to make digital payments and acceptance services increasingly simple and intuitive for all our customers, through a wide range of secure and innovative solutions. We offer banks, small and medium-sized enterprises, large corporations, institutions, and public administrations a comprehensive portfolio of payment acceptance solutions — both in-person and remote — with multichannel services developed for e-commerce and for the specific needs of different business sectors. Through our activities, we also contribute to the digitalisation of Europe, managing our business sustainably and with a strong focus on the environment.

The Group's Remuneration Policy is fully integrated with the Strategic Plan and supports the corporate strategy, with the aim of attracting, retaining, and motivating the best talent. We promote the development of skills and competencies and guide behaviours — through short- and long-term variable incentive schemes — toward the achievement of sustainable results over the long term.



Summary of 2025 results⁵

In FY25, Nexi continued to deliver sustained growth and strong cash generation. Revenues increased by 2.1% compared to FY24, with underlying growth of approximately 6% year-on-year. EBITDA grew by 2.3%, with an EBITDA margin of 53.1%, while Excess Cash Generation reached €806 million, up 12% versus the prior year. During FY25, the company also continued to advance its strategic initiatives, progressing in the implementation of its integrated payments strategy based on partnerships, with approximately 100 new ISV collaborations signed during the period. In parallel, the Group continued to create value for shareholders, returning a total of €1.1 billion of capital over the 2024–2025 period, reducing leverage to 2.6x and repaying approximately €507 million of debt maturities in 2025. A dividend distribution of approximately €350 million is also expected to be proposed at the next Shareholders' Meeting in 2026, equivalent to €0.30 per share.

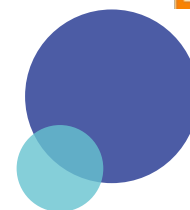


⁵ Revenues and EBITDA data reflect the results published in the FY25 Presentation available on the company website and differ from the data presented in the Proforma Income Statement 2025 in the Integrated Annual Report 2025 as the latter are proforma for the acquisition of Computop Paygate and include the eCommerce commissions restatement from costs to contra-revenues (neutral impact at EBITDA level).

⁶ Excess Cash: Operating cash flow generation after cash interest expenses and other cash items (cash taxes, IFRS 16 and other).

⁷ Revenues and EBITDA at constant exchange rates.

⁸ Capex excluding 'non-core' activities.



Dialogue with Shareholders, main new features of the 2026 Report and key aspects

In 2025, the Report on the Remuneration Policy was approved by the Shareholders' Meeting of Nexi S.p.A. with 81.56% of the votes in favour (74.39% of the share capital was represented at the Meeting).

This 2026 Report forms part of a conscious evolution built on the foundation of continuous dialogue with Shareholders and informed both by the guidance emerging at the Shareholders' Meeting and by the feedback collected during subsequent discussions with leading Investors and Proxy Advisors. Engagement activities in preparation for the Shareholders' Meetings were carried out by a cross-functional task force – comprising the Investor Relations, Human Resources and Corporate Governance functions – with the direct involvement of the Chair of the Remuneration and Appointments Committee, Ms Marina Natale, and the support of an external advisor specialised in Corporate Governance Advisory matters⁹.

The updates introduced in the 2026 Report – summarised in the table below – are intended to provide concrete, targeted responses to the points raised during the constructive dialogue held with Shareholders, and more broadly with the Group's key stakeholders:

NEW ELEMENTS INTRODUCED IN THE 2026 REPORT	
EXECUTIVES WITH STRATEGIC RESPONSIBILITIES Section I	Extension of the perimeter of roles identified as Executives with Strategic Responsibilities (ESR), with the inclusion of two positions of particular relevance to the definition and implementation of the corporate strategy: Chief Regional Officer Italy; Chief Business Officer Merchant Solutions – ref. par. 5.3
REMUNERATION PEER GROUP DISCLOSURE Section I	Disclosure of the list of companies included in the peer group used for the purposes of the remuneration benchmarking activity, with detailed illustration of the methodology and rationale applied for the selection – ref. par. 4.3
INCENTIVE SYSTEMS DISCLOSURE Section I and II	<p>EX-ANTE DISCLOSURE (Section I)</p> <ul style="list-style-type: none"> With reference to the objectives assigned under the Short-Term (MBO) and Long-Term (LTI) Incentive Plans, explicit reference is made to the Annual Budget and the Strategic Plan for the definition of the respective target achievement levels – ref. par. 5.2 With specific reference to the LTI Plan, full disclosure is provided of the achievement targets relating to all ESG objectives – ref. par. 5.2 <p>EX-POST DISCLOSURE (Section II)</p> <ul style="list-style-type: none"> Full disclosure is provided with respect to the results achieved in relation to all objectives set out under the MBO and LTI Plans, with an illustrative graphical representation of the achievement level against the target levels – ref. par. 6.3
MBO ENTRY GATE AND ACHIEVEMENT RANGES Section I	<p>MBO PLAN 2026 ENTRY GATE</p> <ul style="list-style-type: none"> The Entry Gate - the access threshold represented by a minimum level of Group EBITDA from which the payment of the incentive is permitted - is increased from 85% to 90% – ref. Summary table and par 6.3 <p>MBO PLAN 2026 OBJECTIVE ACHIEVEMENT RANGES</p> <ul style="list-style-type: none"> The minimum achievement level for EBITDA, Revenues and Excess Cash is increased from 90% to 95% of the target value. The maximum level is confirmed at 105%, except for the Revenues objective for which the maximum level is set at 103% – ref. Summary table and par 6.3

⁹ Sodali & Co S.p.A.

In this introductory section, we believe it is useful to highlight some additional aspects of particular relevance from the Shareholders' perspective:

- the remuneration of the new CEO-GM, in office as of March 25 2026, is lower than that of the outgoing CEO-GM. Specifically, the fixed remuneration decreases from €1,500,000 to €1,250,000; the short-term target incentive (MBO) remains at 100% of the fixed remuneration; the long-term target incentive (LTI) decreases from 130% to 120% of the fixed remuneration; overall, total target remuneration decreases from €4,950,000 to €4,000,000;
- also, in consideration of the indications provided in the letter from the Chairman of the Corporate Governance Committee dated December 18 2025, regarding the need for greater transparency on severance pay, it is specified that any Nexi S.p.A. shares possibly granted within the LTI Plan are not considered for the calculation of the lump-sum allowance payable in the event of termination of the managerial employment relationship (ref. par 5.2);
- as evidence of the rigorous application of the pay-for-performance principle, we highlight - anticipating the detailed disclosure contained in Section II of this Report - the close correlation between the overall remuneration awarded to the former CEO-GM and the DIRS in 2025 and the performance expressed by the company: the actual total remuneration - assessed at the end of December 2025 - was, on average, significantly lower than the target amount (- 17%), as a result of a gap of - 64% in the long-term incentive (LTI) component, negatively impacted by the dynamics of the share price, which, on the one hand, led to the failure to achieve the minimum level envisaged for the relevant Total Shareholder Return (TSR) objective - and therefore the cancellation of the respective portion of attributable shares - and on the other hand, reduced the value of the shares accrued and assigned by virtue of the achievement of the other indicators (Cumulative Operating Cash Flow and ESG objectives).

Equal Pay

To complete the overview of new elements, the results of a gender pay gap assessment carried out using an internal methodology developed on the basis of Nexi's Global Banding system are set out below. In this context, Nexi is committed to the progressive elimination of any remuneration differences between individuals performing comparable roles that are not justified by objective factors consistent with the Remuneration Policy.

Indeed, this measurement identified an 'adjusted' pay gap – calculated by considering roles comparable in terms of belonging to the same internal 'Band' – equal to 4.4% to the detriment of women.

The 'unadjusted' gender pay gap – calculated irrespective of role comparability – stands at 15.8% to the detriment of women. This value is mainly driven by the limited representation of women in managerial or otherwise senior organisational positions (senior roles), an aspect that Nexi is continuously committed to improving through targeted policies and specific female talent recruitment and development programmes.

Section 1

REMUNERATION POLICY



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Section 1

REMUNERATION POLICY



1. Key indicators of the Remuneration Policy

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 long-term (LTI Plan) business objectives.

		STRATEGIC DRIVERS				
		Growth	Technology	Synergies	People	Sustainability
 KPIs SHORT-TERM - MBO	EBITDA	●		●		
	REVENUES	●		●		
	Excess Cash	●		●	●	
	Customer Centricity		●			●
	ESG People Value				●	●
 KPIs 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 at least equal to 85% in the MBO Plan and equal to 90% in the LTI Plan, in line with the role.

The value creation for Nexi's stakeholders and for the broader social ecosystem is supported through the **ESG objectives present in short- and long-term incentive systems**, in particular:

- **Short-term variable incentive plan** (MBO Plan, with a weighting of at least 10%)

The 2026 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),¹⁰ 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**,¹¹ 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** (LTI Plan, with a weighting of 10%)

During 2025, the rights relating to the first cycle 2025-2027 of the new LTI Plan were assigned, submitted for approval by the 2025 Shareholders' Meeting, which also confirmed attention to sustainability issues by the inclusion of an 'ESG' objective comprising three indicators, which, consistent with Nexi's strategy and once again for the 2026-2028 cycle, measure the results achieved in relation to the decarbonisation targets approved by SBTi, digitisation and gender balance.



¹⁰ 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.

¹¹ The 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.

2. Summary table

The main elements and characteristics of the Remuneration Policy of Nexi's Chief Executive Officer and General Manager and Executives with Strategic Responsibilities¹² are summarised in the table below, which indicates in the last column the reference pages for further details.

REMUNERATION ELEMENT	PURPOSES	KEY CHARACTERISTICS	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 ¹³ selected with the support of independent external consulting firms.	CEO-GM Gross Annual Salary (RAL): €1,250,000	p.26
			DIRS Commensurate with the role held and the responsibilities assigned	p.35
SHORT-TERM VARIABLE INCENTIVE PLAN (MBO PLAN)	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	<p>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.</p> <p>The plan has an Entry Gate - Group EBITDA \geq 90% of the EBITDA of the 2026 budget approved by the Board of Directors - starting from which disbursement of the incentive is allowed.</p> <p>Malus and clawback clauses are envisaged.</p> <p>CEO-GM Key Performance Indicators ("KPIs") and weights:</p> <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: Engagement Index <p>ESRs Key performance indicators:</p> <ul style="list-style-type: none"> • (20-40%) Group EBITDA • Economic and financial objectives related to the specific responsibilities of the Business Unit/Area • Strategic objectives defined in line with the role • (10-20%) ESG: Customer Centricity and People Value 	<p>Entry Gate Group EBITDA \geq 90% of the budget value approved by the Board of Directors</p> <p>CEO-GM Target incentive: 100% of the Gross Annual Remuneration (RAL)</p> <p>% payout v target incentive: from 0% to 200% depending on the results achieved according to performance curves and payouts previously defined</p> <p>Maximum payout v RAL: 200%</p> <p>ESRs Differentiated target incentive based on the assigned role, up to 100% of the RAL</p> <p>% payout vs target incentive: from 0% to 200% depending on the results achieved according to performance curves and pay outs previously defined</p> <p>Maximum payout v RAL: 200%</p>	<p>p.26</p> <p>p.36</p>

¹² In addition to the Chief Executive Officer and General Manager, with effect from 1 January 2026 the Board of Directors identified the following individuals as Executives with Strategic Responsibilities of the Nexi Group: (i) the Chief Regional Officer Italy (who, as of March 25, 2026, holds the position of Chief Executive Officer and General Manager); (ii) the Group CFO; (iii) the Group Information Technology Officer; and (iv) the Chief Business Officer Merchant Solutions.

¹³ Companies selected according to defined parameters and indicators, which guarantee eligibility for the purposes of salary comparison.

Section 1 - Remuneration Policy

REMUNERATION ELEMENT	PURPOSES	KEY CHARACTERISTICS	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>	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 the plan is available, over a medium-/long-term period (three years). The accrual of rights is conditional on the achievement of set objectives.	CEO-GM Target amount: 120% of the RAL % payout vs target incentive: 0% to 200%	p.29
		<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> <p>1. Granting frequency: Rolling plan (3 granting cycles: 2025-2027 (already granted); 2026-2028; 2027-2029)</p> <p>2. Performance period: three years</p> <p>3. Performance indicators: - Cumulative Operating Cash Flow (50%) - Relative Total Shareholder Return (40%) - ESG Objectives (10%)</p> <p>4. Holding Period: 2 years for 50% of the shares accrued</p> <p>5. Malus and clawback clauses</p> <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>Maximum payout v RAL: 240%</p> <p>ESRs Target amount: up to 100% of the RAL % payout vs target incentive: 0% to 200%</p> <p>Maximum payout v RAL: 200%</p> <p>ESRs: <i>(in relation to the restricted shares possibly granted, as referred to alongside) limit on an annual basis within two thirds of the RAL.</i></p>	p.37
BENEFIT	<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-GMG and ESRs: supplementary pensions; supplementary health care; insurance cover (medical expenses, death, permanent disability); car for personal and business use.	p.33 p.38
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 	CEO-GM severance payments equal to 24 gross monthly payments	p.33
	<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>ESRs severance payments up to 24 gross monthly payments</p> <p>non-compete agreements, the amount paid is commensurate with the breadth and duration of the agreement.</p>	p.29

3. Governance

The governance of the process for defining the remuneration policy is consistent with applicable laws and provisions of the articles of association

3.1 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 Directors¹⁴:

- 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 Committees¹⁵;
- 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.

¹⁴ 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 2027. The Board approved this Report on 25 March 2026.

¹⁵ Nexi's internal board committees are: the Innovation and Sustainability Committee (established for the first time during the current mandate), the Control and Risk Committee, which also performs the functions of the related-party transactions committee pursuant to Articles 3 and 6 of the Corporate Governance Code and in implementation 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 Code¹⁶ 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 most recently on 18 December 2025, 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, the majority meeting the independence requirements indicated in the Consolidated Law on Finance and the Corporate Governance Code, and the majority 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 quorate, 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. At the invitation of the Chair these proceedings may also be attended by people whose presence is considered crucial for the best performance of the Committee's functions, for example by the Chief Executive Officer, the Chief HR Officer, the Head of Group Reward and the Global and Italy Reward Manager, other members of the Board of Directors and managers in charge of the various company functions.

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;
- evaluation of candidates for the office of Director in the event of co-option;
- 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.

¹⁶ 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 Group Chief Executive Officer and 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 2025, the Committee met 13 times, with the meetings lasting on average approximately 1 hour and 26 minutes, and participation at the meeting was 100%. The main topics addressed during these meetings are summarised in the following table.

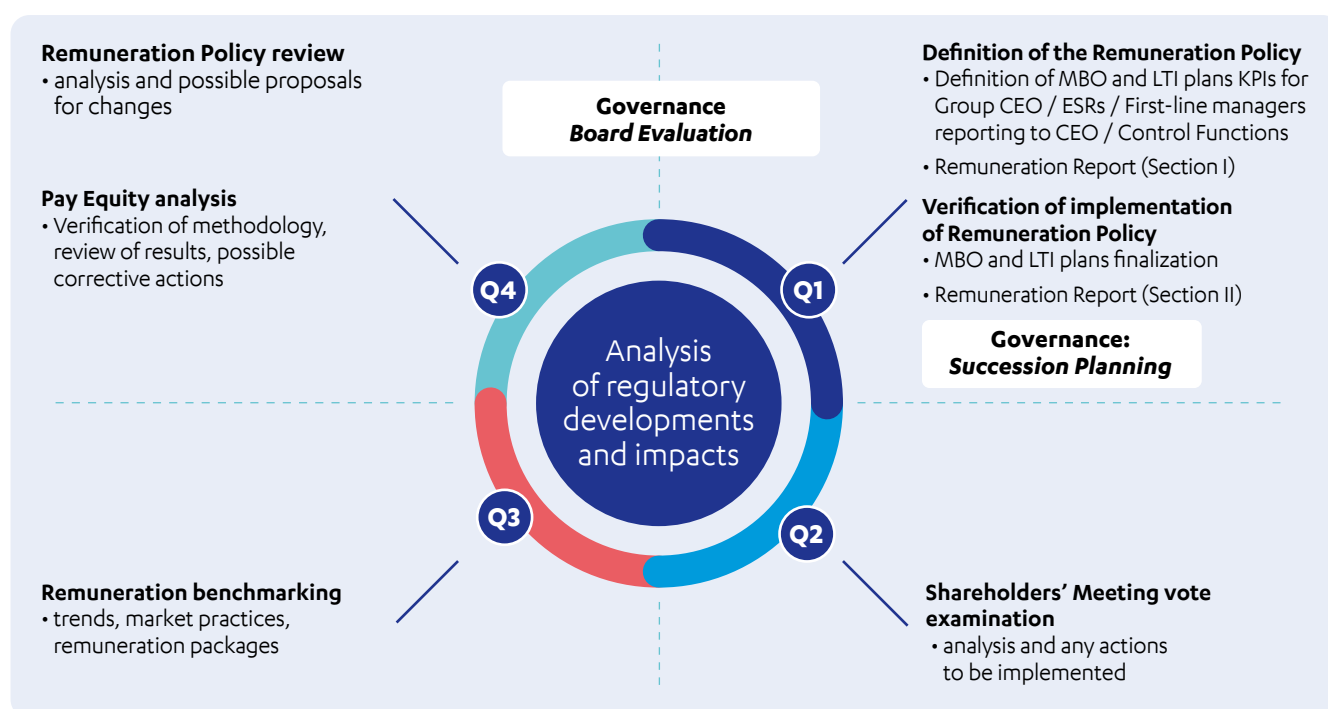
JANUARY - MARCH
Definition of the 2025 Remuneration Policy
Assignment of the MBO 2025 Plan objectives to the Chief Executive Officer and Group General Manager, to Executives with Strategic Responsibilities, managers reporting directly to the Chief Executive Officer and Group General Manager, Group Risk Management, and Group Audit
Preparation of the Report on Remuneration in 2025 and Compensation paid in 2024
Finalisation of the 2024 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 2022-24 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
Review of the Exception Procedure of the Remuneration Policy in relation to the remuneration of the Committees
SEPTEMBER-DECEMBER
Definition of the activity plan for the preparation of the 2026 Remuneration Policy and evaluation of action areas
Definition of the perimeter and activity plan for updating succession maps
Board evaluation questionnaire definition
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
Update and analysis of the peer group and remuneration benchmarking for top management
Review of benchmarking relating to the number of Executives with Strategic Responsibilities identified by FTSE MIB listed companies

Section 1 - Remuneration Policy

The meetings held so far during 2026 focused on the following aspects:

- checking the application of the 2025 Remuneration Policy and finalisation of the 2025 MBO and 2023-2025 LTI 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 2026 Remuneration Policy guidelines;
- 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, and Group Audit;
- Update and analysis of the peer group and remuneration benchmarking for top management;
- definition of succession maps;
- self-assessment of the Board of Directors;
- preparation of the Report on the 2026 remuneration policy and compensation paid in 2025;
- changes to the composition of the administrative body and succession of the Chief Executive Officer and General Manager.

The 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 key functions

The Chief Executive Officer puts proposals to the Committee regarding the remuneration of Executives with Strategic Responsibilities and direct reporting managers. Proposals relating to Group Audit are made by the Chair of the Board of Directors.

The Human Resources Function 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).

The Finance Function 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. Specifically:

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

The above functions, each according to their own responsibilities, examine 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.

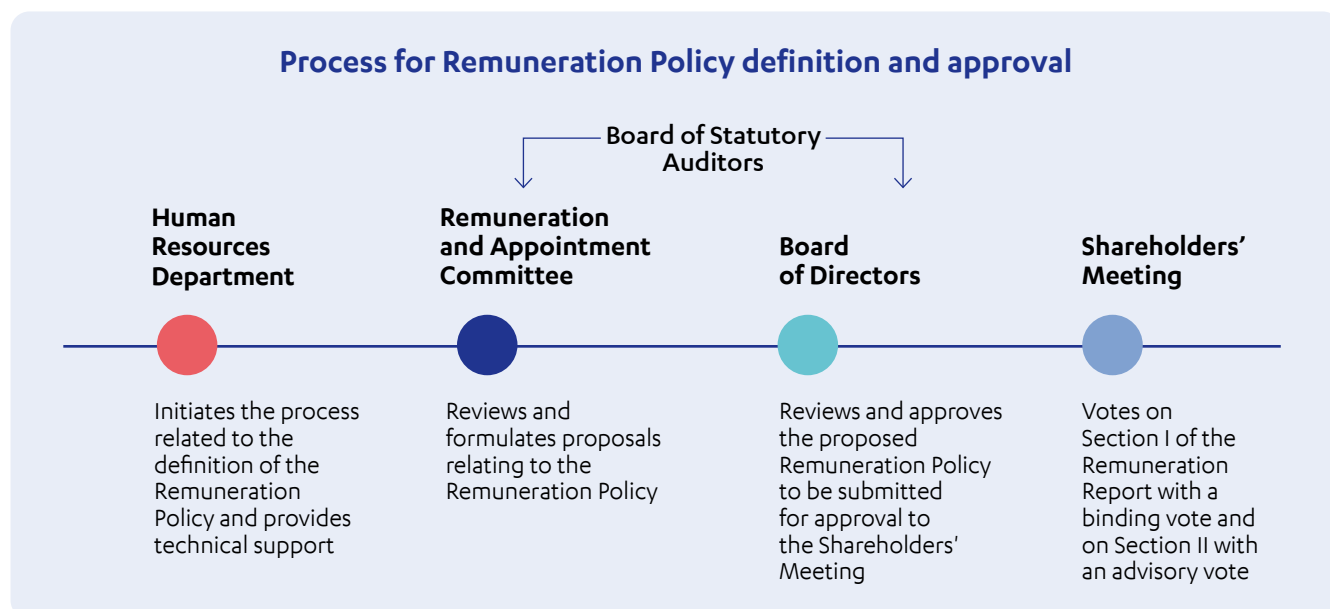
Board of Statutory Auditors

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.

3.2 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 25 March 2026.

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:



Provisions for exceptions to the elements of the 2026 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 departure 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 depart from the Remuneration Policy within the terms of and according to the enhanced governance process indicated below.

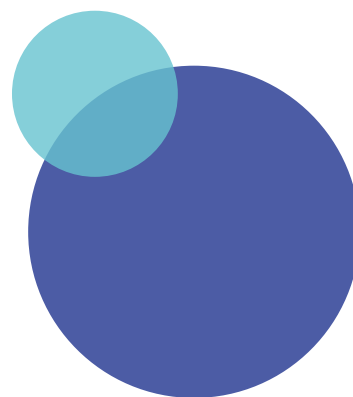
The Board of Directors is tasked with checking whether such exceptional situations occur and may temporarily depart from this Remuneration Policy, on the proposal of the Remuneration and Appointments Committee and after consulting with the Board of Statutory Auditors, subject to the favourable opinion 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 departures made will be disclosed in the Report on the Remuneration Policy and Compensation Paid, the following year, in accordance with applicable laws.



4. 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.

4.1 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;
- **promote diversity and inclusion** through the promotion of gender diversity, experiences and skills of the Group's people

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

4.2 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 a codified system recognised internationally (Global Banding), which ensures a uniform, fair approach with respect to the role performed, and is also used for the purposes of measuring the gender pay gap, as part of Nexi's ongoing commitment to fostering an inclusive working 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.

4.3 Market practice and remuneration peer group

The Company constantly monitors market remuneration practices and trends, including incentive and pay mix systems, through specific benchmarking, undertaken with the support of the main consulting firms specialised in matters related to remuneration. 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, a specific peer group is 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 therefore 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.

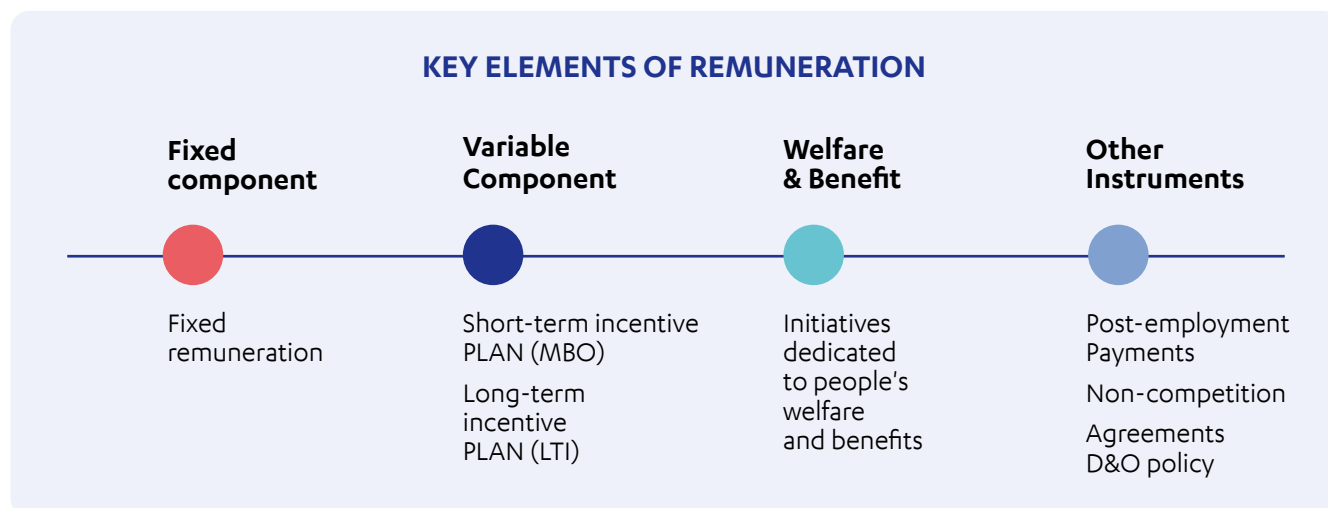
Companies with headquarters in the United States are excluded from the scope of analysis, as they have non-comparable remuneration policies and practices.

For 2026, the peer group identified includes 20 companies belonging to the following sectors: Payments, Paytech and Fintech; Market Infrastructure; Technology & IT Services; Digital-leaning Telcos; Digital-prone Financial Services. The selection method was implemented with the support of the independent advisor Willis Towers Watson (WTW). Starting from approximately 400 European companies operating in sectors consistent with Nexi's profile, an additional selection criterion based on a combination of size-related variables such as market capitalisation, revenues and number of employees was applied. Subsequently, the selection process included an assessment based on the governance model and ownership structure. Finally, in order to ensure the relevance of the sample from the perspective of competition in the talent market, a dimension of talent relevance was also considered through the analysis of inbound and outbound resource flows to and from Nexi. This process led to the identification of a final peer group of 20 companies, as summarised in the table below:

PEER GROUP				
Payments, Paytech and Fintech	Market infrastructures	Technology & IT services	Digital-leaning Telcos	Digital-prone Financial Services
<ul style="list-style-type: none"> • Adyen N.V. • Edenred S.E. • Wise plc • Worldline S.A 	<ul style="list-style-type: none"> • Amadeus IT Group S.A. • Deutsche Börse AG • Euronext N.V. • Lottomatica S.p.A. 	<ul style="list-style-type: none"> • Logitech International S.A. • Reply S.p.A. • Temenos AG • Tietoenvy Corporation 	<ul style="list-style-type: none"> • Cellnex Telecom, S.A. • Deutsch Telekom AG • Swisscom AG • Vodafone Group PL 	<ul style="list-style-type: none"> • Banco BPM S.p.A. • BPER Banca S.p.A. • Banca Mediolanum S.p.A. • UniCredit S.p.A.

4.4 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), 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 (Management By Objectives) plan	LONG-TERM INCENTIVE PLAN LTI (Long Term Incentive) Plan
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 banding 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 banding¹⁷, performance¹⁸ and evaluation of potential for the bands for which the plan 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.

¹⁷ A codified and internationally-recognised system for weighing company roles in terms of impact and responsibility.

¹⁸ Evaluation of our employees according to specific and well-defined criteria (WHAT and HOW).

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

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 disbursed;
- 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 additional part 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 departures.

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 Auditors¹⁹.

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

¹⁹ *Directors & Officers: A third-party liability policy for the Company's Management and Control bodies.*

5. 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 25 March 2026.

This policy takes into account market practices and external benchmarking with reference peer groups, carried out with the support of an independent consultancy firm,²⁰ 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.

5.1 The Board of Directors

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 2025-2027 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 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 2025-27 term, in continuity with the previous term, and an additional fee for any participation in the Internal Board Committees, determined by the Board of Directors for the 2025-27 term as follows:

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

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.

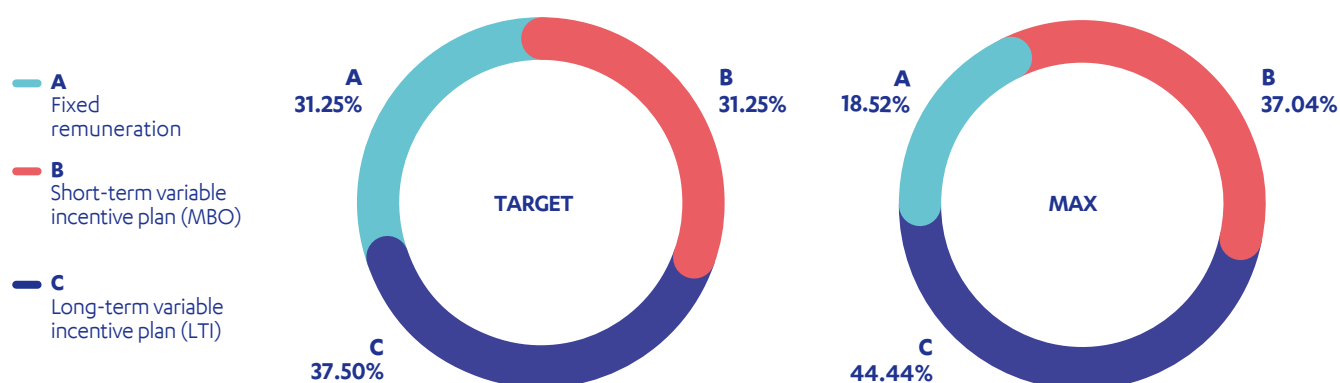
²⁰ Mercer Italia del Gruppo Marsh&McLennan.

5.2 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 AD-DG



While being autonomous and distinct, 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 vice versa.

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, as resolved by the Board of Directors on March 25, 2026, is Euro 1,250,000 gross per year, effective from 1 April 2026.

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.

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 global 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 disbursed, represented by the achievement of at least 90% of the budgeted value of the Group EBITDA. Likewise, no MBO incentive is disbursed if the 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, Group²¹ Excess Cash)
 - 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).²²

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

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 reference to Group EBITDA and Group Excess Cash, the range of achievement of the objectives is between 95% (minimum value) and 105% (maximum value) according to a symmetric 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 95% 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.
- With reference to Group Revenue, the range of achievement of the objectives is between 95% (minimum value) and 103% (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 95% of the target value, the payout is equal to zero, while if the value actually reached is above 103% 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.

²¹ Operating cash flow generation after cash interest expenses and other cash items (cash taxes, IFRS 16 and other).

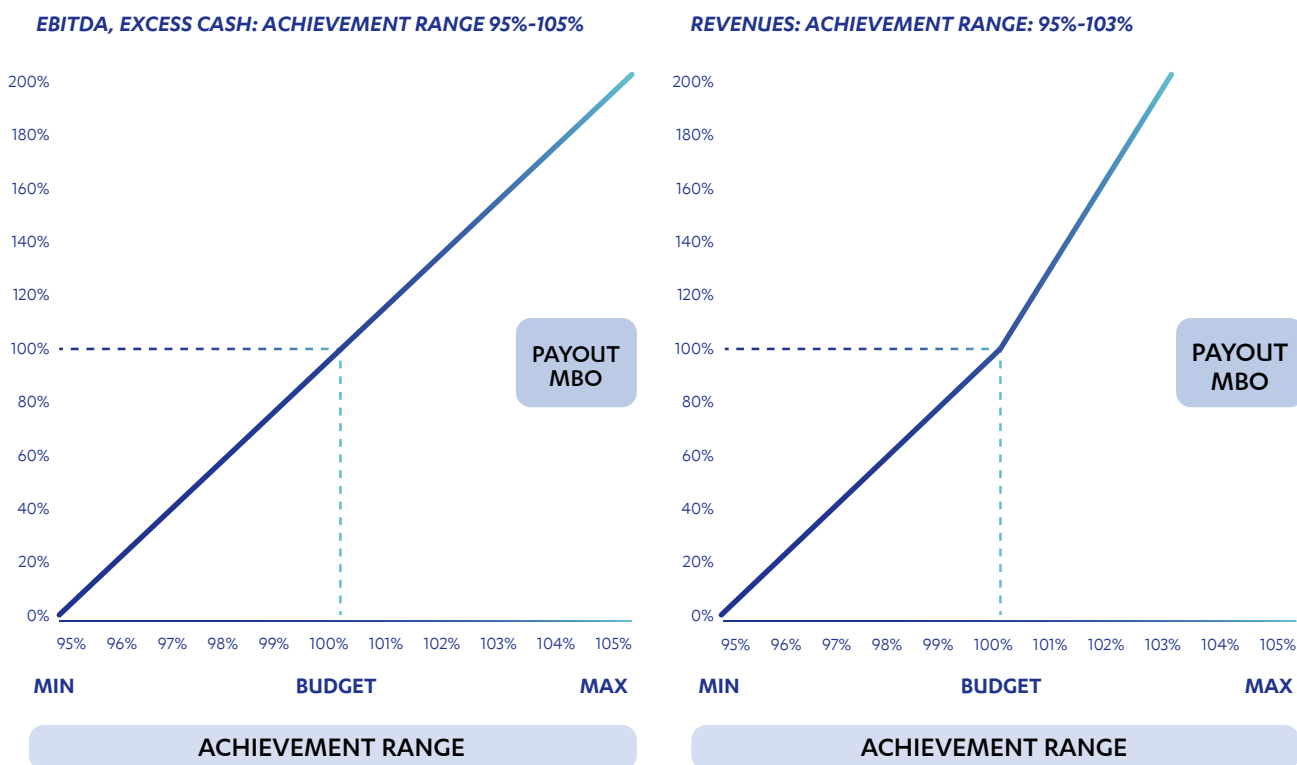
²² For the definitions of the KPIs relating to the Net Promoter Score and Engagement Index, reference is made to the paragraph 'Key indicators of the Remuneration Policy' in the introductory section of this Report.

Section 1 - Remuneration Policy

The 2026 MBO plan of the CEO-GM is illustrated below with its objectives, indicators, weights, target achievement range and payout range:

TYPE OF OBJECTIVE	KPIs	WEIGHT	ACHIEVEMENT RANGE VS BUDGET		PAYOUT RANGE (achievement at budget level = 100% payout)			TOTAL PAYOUT RANGE
			BUDGET		MIN	TARGET	MAX	
Economic - Financial	Group EBITDA	40%	-5%	+5%	0%	100%	200%	0% - 200%
	Group REVENUES	25%	-5%	+3%	0%	100%	200%	
	Group EXCESS CASH	20%	-5%	+5%	0%	100%	200%	
ESG Environmental, Social and Governance	CUSTOMER CENTRICITY: Perceived customer experience measured through the Net Promoter Score (NPS)	5%	-10 p.	+10 p.	0%	100%	200%	
	PEOPLE VALUE: Employee satisfaction level measured through the Engagement Index	10%	-4 p.p.	+4 p.p.	0%	100%	200%	

For greater clarity, the charts below show the relationship between the achievement ranges and the MBO payout curve relating to the Economic/Financial targets (the same linear interpolation logic for intermediate results also applies to the other indicators):



- Group EBITDA, 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.

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 disbursement 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 disbursed on a *pro-rata temporis* basis.

Long-term variable remuneration – LTI Plan

The Chief Executive Officer and General Manager, in his previous role as ESR, is a beneficiary 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 2024-2026, 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, in his previous role as ESR, is also a beneficiary of the 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, and subsequently by the Shareholders' Meeting of 30 April 2025.

The Chief Executive Officer and General Manager will participate, in such capacity, in the second cycle 2026-2028 of the same long-term incentive plan.

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.

b. Beneficiaries

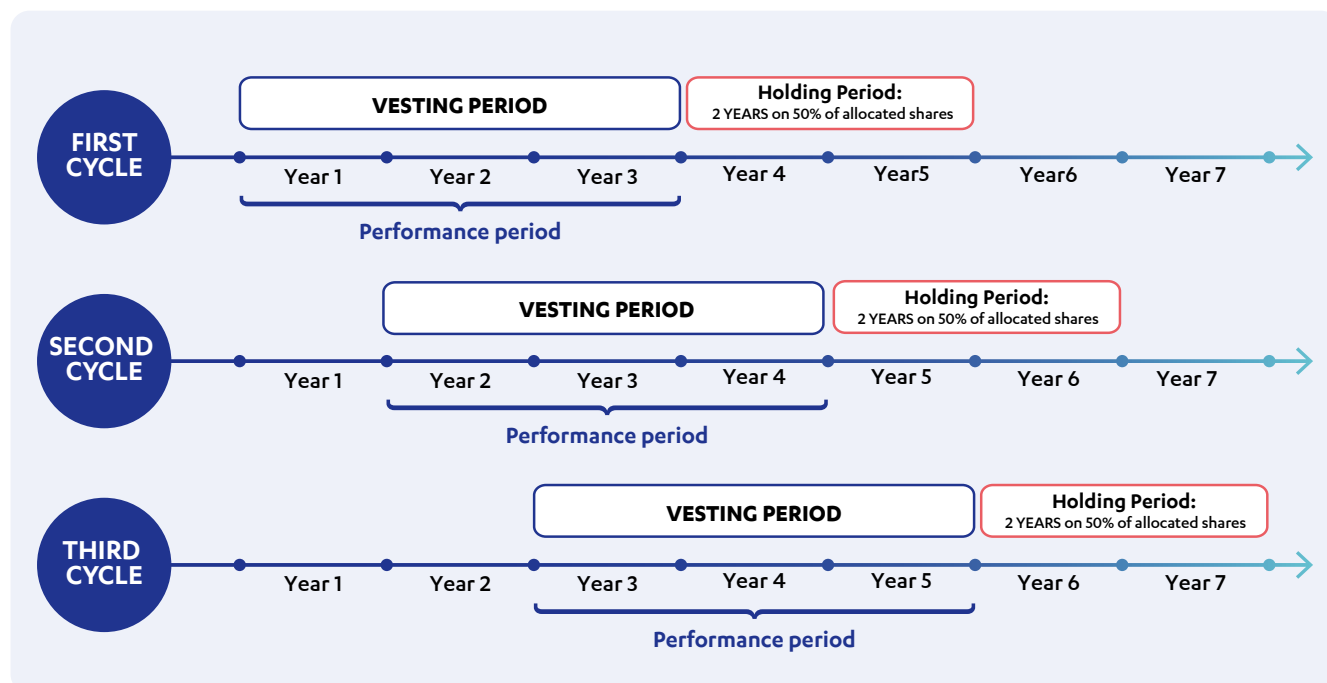
The plan beneficiaries are a selected panel of employees with permanent contracts, identified according to criteria of banding, performance and evaluation of potential for the bands for which the plan is available.

• 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**²³ is 3 years, with the transfer/vesting of the shares in rolling mode;
- there is a **holding period**²⁴, equal to two years for 50% of the number of shares transferred according to the chart below.



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 Objective**

²³ The period between the date of granting the right and the date of final accrual of the right

²⁴ An additional period when financial instruments are not traded, starting from the date of expiry of the vesting period.

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: $\text{Actual TSR} = \frac{(\text{Final Price} - \text{Starting Price} + \text{Dividends})}{\text{Starting Price}}$ 																				
LEVEL OF TARGET ACHIEVEMENT AND NUMBER OF PERFORMANCE SHARES GRANTED	<ul style="list-style-type: none"> The benchmark is constructed on the basis of the following components: <ul style="list-style-type: none"> - Panel of 10 competing Fintech companies: Adyen; Block; Edenred; FIS; Fiserv; Global Payments; PayPal; Temenos; TietoEVRY; Worldline (weight of 50%) - EURO STOXX Technology²⁵ Index (weight 25%) - Borsa Italiana FTSE MIB Index (weight 25%) <p>The benchmark is calculated as the weighted average of the percentage change of the aforementioned components during the vesting period.</p> <p>The amount of Performance Shares assigned is calculated according to the following table, with a cap of 200%.</p> <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th colspan="2">Relative TSR</th> <th></th> <th colspan="2">Performance Share</th> </tr> <tr> <th>From</th> <th>To</th> <th>→</th> <th>From</th> <th>To</th> </tr> </thead> <tbody> <tr> <td>-10 p.p.</td> <td>0 p.p.</td> <td>→</td> <td>0%</td> <td>100%</td> </tr> <tr> <td>0 p.p.</td> <td>+10 p.p.</td> <td>→</td> <td>100%</td> <td>200% (Cap)</td> </tr> </tbody> </table> <p>For performance indicator values within the ranges specified, the number of Performance Shares will be determined by linear interpolation.</p>	Relative TSR			Performance Share		From	To	→	From	To	-10 p.p.	0 p.p.	→	0%	100%	0 p.p.	+10 p.p.	→	100%	200% (Cap)
Relative TSR			Performance Share																		
From	To	→	From	To																	
-10 p.p.	0 p.p.	→	0%	100%																	
0 p.p.	+10 p.p.	→	100%	200% (Cap)																	

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: $\text{OCF} = \text{EBITDA} - \text{CAPEX} - \text{Transformation Costs}^{26}$ 																				
LEVEL OF TARGET ACHIEVEMENT AND NUMBER OF PERFORMANCE SHARES GRANTED	<ul style="list-style-type: none"> The cumulative Target OCF is the sum of the annual OCFs contemplated in the Group's strategic plan approved by the Board of Directors or, in the absence of such a plan, 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 <p>The amount of Performance Shares assigned is calculated according to the following table, with a cap of 200%.</p> <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th colspan="2">Δ Cumulative Actual OCF vs Cumulative Target OCF</th> <th></th> <th colspan="2">Performance Share</th> </tr> <tr> <th>From</th> <th>To</th> <th>→</th> <th>From</th> <th>To</th> </tr> </thead> <tbody> <tr> <td>-10%</td> <td>0%</td> <td>→</td> <td>0%</td> <td>100%</td> </tr> <tr> <td>0%</td> <td>+5%</td> <td>→</td> <td>100%</td> <td>200% (Cap)</td> </tr> </tbody> </table> <p>For performance indicator values within the ranges specified, the number of Performance Shares will be determined by linear interpolation.</p>	Δ Cumulative Actual OCF vs Cumulative Target OCF			Performance Share		From	To	→	From	To	-10%	0%	→	0%	100%	0%	+5%	→	100%	200% (Cap)
Δ Cumulative Actual OCF vs Cumulative Target OCF			Performance Share																		
From	To	→	From	To																	
-10%	0%	→	0%	100%																	
0%	+5%	→	100%	200% (Cap)																	

²⁵ 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.

²⁶ Transformation Costs: non-recurring costs related to the Group's transformation programme.

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 TARGET ACHIEVEMENT AND NUMBER OF PERFORMANCE SHARES GRANTED	<ul style="list-style-type: none"> The amount of Performance Shares assigned is calculated for the 2026-2028 cycle according to the following table, with a cap of 200%. 		
	ESG Scorecard	Performance Shares Rights	
	ESG INDICATORS	Weight	0% to 200% (cap) of the target amount, obtained from the weighted average payout of the individual ESG indicators
	Share of women in managerial positions	34%	
	Total Sales of digital proposition objects	33%	
Reduction of emissions from our own operations (Scope 1&2; location-based approach)**	33%		
	100%		
	<p>(*) SmartPay sales; Nexi Checkout Onboarded merchants; SoftPOS sales; SmartCommerce sales. (**) The location-based approach reflects the average emissions intensity of grids on which energy consumption occurs (using grid-average emission factor data ref. to the International Energy Agency data). In concrete, the KPI will measure the %-emissions from our operations before those are offset by the Certificates of Guarantees of Origins (GOs for renewable energy).</p>		

As indicated in the LTI Plan Information Document, in the event of exceptional circumstances or 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.

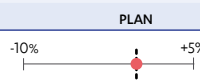
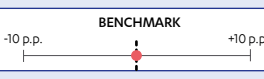
The amount of Performance Shares accrued at the end of the vesting period is determined as described:

- **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 120% of the RAL.

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

TYPE OF OBJECTIVES	KPIs	WEIGHT	ACHIEVEMENT RANGE vs PLAN/ BENCHMARK	PAYOUT RANGE (achievement at Plan / Benchmark level = 100% payout)	TOTAL PAYOUT RANGE						
Economic - Financial	Cumulative OCF	50%		0% - 100% - 200%	0% - 200%						
	Relative TSR	40%		0% - 100% - 200%							
ESG Environmental, Social and Governance	Share of women in managerial positions	34%	<table border="1"> <thead> <tr> <th>MIN</th> <th>PLAN</th> <th>MAX</th> </tr> </thead> <tbody> <tr> <td>34%</td> <td>36%</td> <td>38%</td> </tr> </tbody> </table>	MIN		PLAN	MAX	34%	36%	38%	0% - 100% - 200%
	MIN	PLAN	MAX								
	34%	36%	38%								
Total Sales of digital proposition objects	33%	<table border="1"> <thead> <tr> <th>MIN</th> <th>PLAN</th> <th>MAX</th> </tr> </thead> <tbody> <tr> <td>820k</td> <td>920k</td> <td>1,010k</td> </tr> </tbody> </table>	MIN	PLAN		MAX	820k	920k	1,010k	0% - 100% - 200%	
MIN	PLAN	MAX									
820k	920k	1,010k									
Reduction of emissions from own operations (Scope 1&2)	33%	<table border="1"> <thead> <tr> <th>MIN</th> <th>PLAN</th> <th>MAX</th> </tr> </thead> <tbody> <tr> <td>- 655 tCO₂e</td> <td>- 818 tCO₂e</td> <td>- 1,064 tCO₂e</td> </tr> </tbody> </table>	MIN	PLAN	MAX	- 655 tCO ₂ e	- 818 tCO ₂ e	- 1,064 tCO ₂ e	0% - 100% - 200%		
MIN	PLAN	MAX									
- 655 tCO ₂ e	- 818 tCO ₂ e	- 1,064 tCO ₂ e									

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 share.

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 and 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.

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

With reference to the General Manager, the following benefits 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 sum equal to twenty-four months of remuneration calculated by adding the Gross Annual Remuneration (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, possibly recognised within the MBO Plan. Note that the Nexi S.p.A. shares possibly granted within the LTI Plan do not fall within the calculation of the lump-sum allowance.

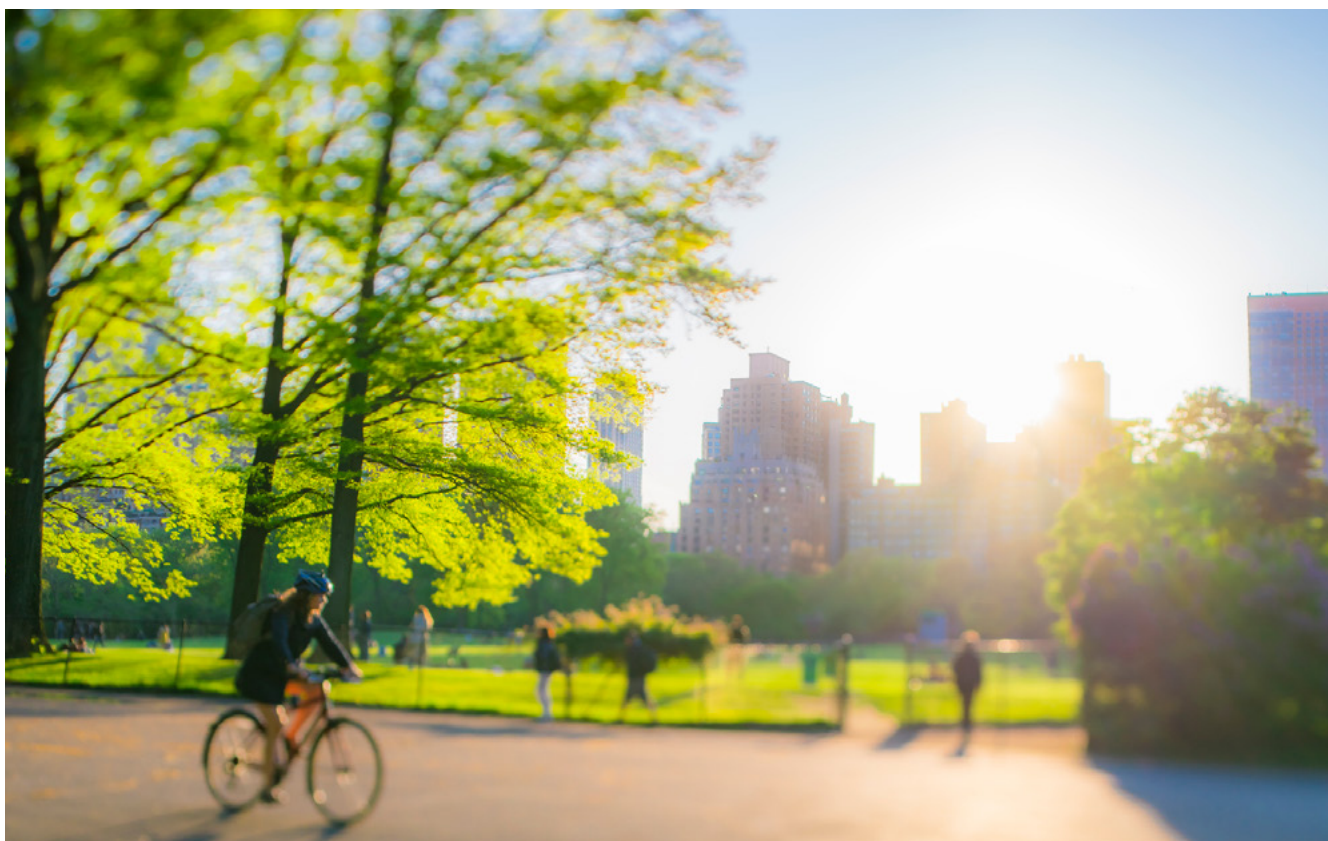
In the above case of termination of the managerial relationship, on the Company's initiative, for reasons other than just cause, the Chief Executive Officer and General Manager will also be entitled to receive, according to the terms and conditions established, the disbursements relating to the MBO Plan 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 benefit in the event of resignation for just cause from the managerial relationship and/or the executive relationship.

The benefit 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.



5.3 Executives with Strategic Responsibilities

The 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.

With effect from 1 January 2026, the Executives with Strategic Responsibilities of the Nexi Group are identified by the Board of Directors as follows:

- Chief Regional Officer Italy
- Group CFO
- Group Information Technology Officer
- Chief Business Officer Merchant Solutions.

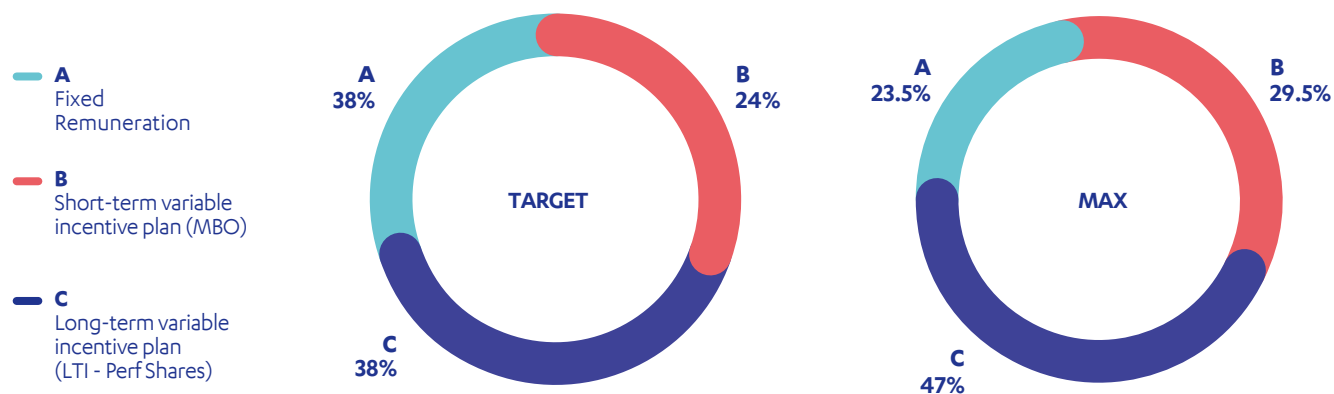
The Chief Regional Officer Italy has held the position of Chief Executive Officer and General Manager since 25 March 2026; reference is therefore made to paragraph 5.2.

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 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 mix of Executives with Strategic Responsibilities at the date of approval of this document is shown in the table below.

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.

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 5.2., in the paragraph *Short-term variable remuneration*.

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, Customer Centricity and People Value are common objectives for Executives with Strategic Responsibilities, with a configuration and weights consistent with their role and responsibilities.

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

TYPE OF OBJECTIVES	KPIs	WEIGHT
Economic - Financial	Group EBITDA	20%-40%
	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 	50%-65%
ESG (Environmental, Social, Governance)	CUSTOMER CENTRICITY:	Perceived customer experience measured through the Net Promoter Score (5%)
	PEOPLE VALUE:	Employee satisfaction level measured through the Engagement Index (10%)
		10%-20%

- 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 RAL.
- 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 disbursement 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.

²⁷ As described in chapter 5.2. in the paragraph *Short-term variable remuneration*.

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.

This LTI Plan ended in 2024 with the third and last cycle 2024-2026, 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 Executives with Strategic Responsibilities are also beneficiaries of the long-term variable incentive plan (2025-2027 LTI) approved by the Board of Directors upon proposal of the Remuneration and Appointments Committee on 27 February 2025 and subsequently by the Shareholders' Meeting on 30 April 2025.

With reference to Executives with Strategic Responsibilities, the 2025-2027 LTI Plan generally presents the characteristics, operating mechanisms and clauses already outlined in chapter 5.2. in the paragraph *Long-term variable remuneration*, relating to the CEO-GM.

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 Group Free Cash Flow, ESG Scorecard) and referring to a three-year vesting period;
- for Executives with Strategic Responsibilities, the number of Performance Share rights is determined up to a maximum of 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 two up to a maximum of three 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.

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

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.

Benefits in the case of termination of the employment relationship

For Executives with Strategic Responsibilities, specific benefits may be provided, based on individual agreements, in the event of good leaver resignation or 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), up to 24 gross monthly payments calculated in accordance with the provisions of Article 2121 of the Italian Civil Code. This benefit is paid 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.

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.

5.4 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 2027. The annual remuneration approved by the Shareholders' Meeting on 30 April 2025 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.

Section 2

IMPLEMENTATION OF THE 2025 REMUNERATION POLICY



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Section 2

IMPLEMENTATION OF THE 2025 REMUNERATION POLICY

6. Introduction

This Section II sets out in detail information on the **remuneration paid during the 2025 financial year**, according to the criteria in Annex 3A, schedule 7bis 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 2025.

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 2025.

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

In view of Nexi's 2025 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 2025 Shareholders' Meeting of Nexi S.p.A., 74.39% of the share capital was present.

As regards the resolution on the remuneration report³⁰, **Section II** (implementation of the Remuneration Policy in 2024) was **approved by the Shareholders' Meeting of Nexi S.p.A. with 79.39% voting in favour**.

6.2 The Board of Directors

The Chair of the Board of Directors

The non-executive Chair of the Board of Directors, appointed under the new 2025-2027 mandate of the Board of Directors, received a total gross annual remuneration of Euro 480,000 (including the gross annual remuneration provided for non-executive Directors equal to Euro 70,000) on a pro rata basis based on the actual duration of the mandate during 2025.

No remuneration was granted for the position of Chair of Nexi Payments S.p.A.

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

The non-executive Chair of the Board of Directors appointed during the previous 2022-2024 mandate received the following remuneration on a pro rata basis based on the actual duration of the mandate during 2025:

- 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.

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 2025 Shareholders' Meeting of Nexi S.p.A. with 81.56% of the votes in favour.

Section 2 - Implementation of the 2025 Remuneration Policy

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 granted for the position of Chair of Nexi Payments S.p.A.

The remuneration indicated in Table 1 is calculated with reference to the year 2025.

Non-executive directors

With effect from the appointment for the 2025-2027 mandate resolved on 30 April 2025, the non-executive and/or independent members of the Board of Directors received the following remuneration (on a pro rata basis based on the actual duration of office during 2025):

- gross annual remuneration equal to Euro 70,000 (in continuity with the previous mandate);
- additional remuneration for any participation in the Internal Board Committees equal to:
 - Euro 40,000 gross for the Chair of the Risk Control Committee and Euro 25,000 gross for its members;
 - Euro 35,000 gross for the Chair of the Innovation and Sustainability Committee and Euro 20,000 gross for its members;
 - Euro 35,000 gross for the Chair of the Remuneration and Appointments Committee and Euro 20,000 gross for its members.

For the new mandate, no Strategic Committee was envisaged in 2025.

With reference to the previous 2022-2024 mandate of the Board of Directors, the remuneration provided for non-executive Directors was as follows and was granted on a pro rata basis:

- 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 Committee, and Euro 20,000 gross for the members of such committees;
 - Euro 25,000 gross for the members of the Strategic Committee.

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 2025 financial year, including for the positions held in the Group's subsidiaries. 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 2025 are not indicated in Table 1.

It should be noted that for three non-independent, non-executive Directors, the remuneration was paid directly by Nexi to the Directors' Company, following the remittance requested by the Directors themselves.

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

6.3 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 (2025) 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 2025, 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 2025, 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 2025 MBO incentive accrued by the Chief Executive Officer and General Manager, approved by the Board of Directors of Nexi S.p.A. on 4 March 2026, 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 2025 MBO received by the Chief Executive Officer and General Manager was equal to Euro 1,673,745 gross; the percentage payout with respect to the value of the target incentive was equal to 111.6%.

Below is the MBO scheme for the CEO and GM, in place for 2025, with the weights and payout level for each objective.

TYPE OF OBJECTIVE	KPIs	WEIGHT	ACHIEVEMENT RANGE	RESULT ³¹	PAYOUT	TOTAL PAYOUT
Economic - Financial	Group EBITDA	40%	-10% BUDGET +5%	1,904 €M	93.0%	111.6%
	Group REVENUES	25%	-10% BUDGET +5%	3,585 €M	94.6%	
	Group EXCESS CASH	20%	-10% BUDGET +5%	806 €M	130.7%	
ESG (Environmental, Social, Governance)	CUSTOMER CENTRICITY Perceived customer experience measured through the Net Promoter Score (NPS)	5%	Weighted payout of each component: Issuing Solutions, Merchant Solutions, Banks		91.9%	
	PEOPLE VALUE: Employee satisfaction level measured through the Engagement Index	10%	-4 p.p. BUDGET +2 p.p.	69%	200.0%	

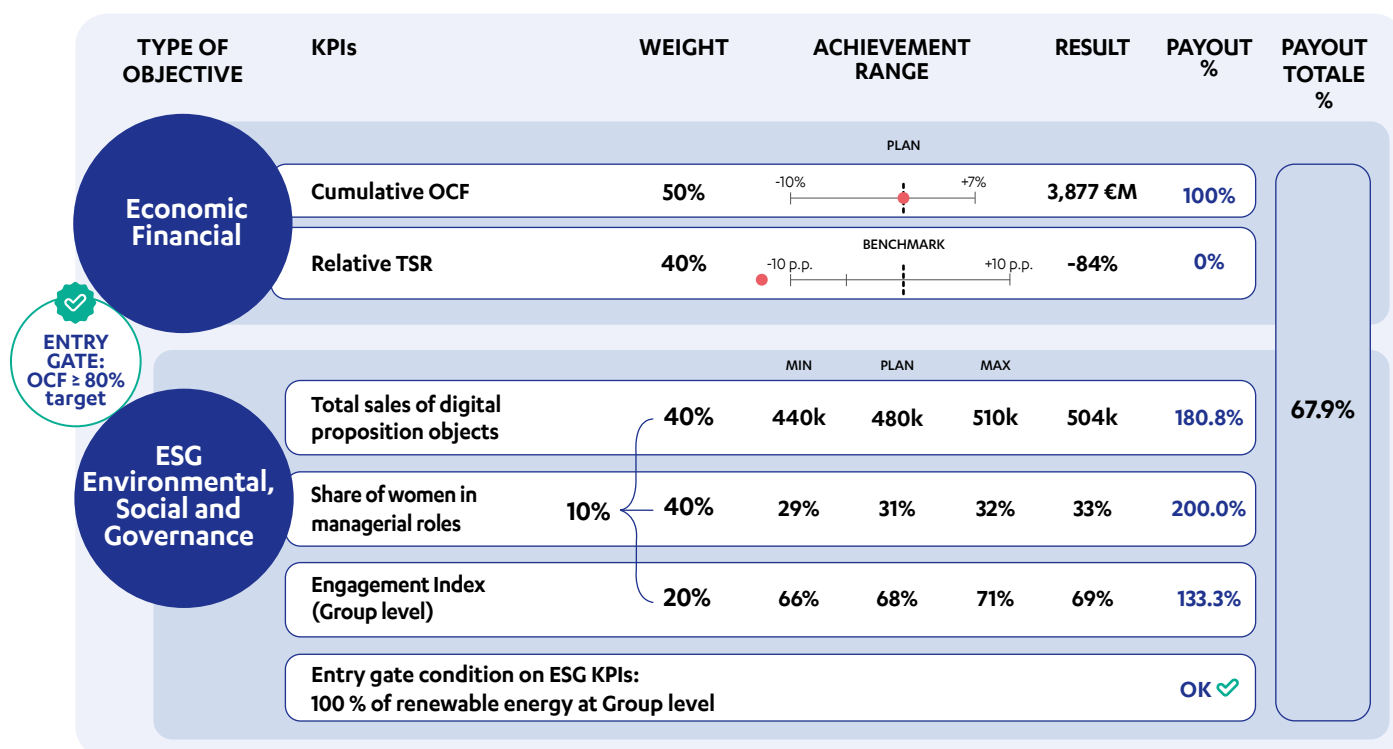
The amount disbursed, calculated in this way, is presented in Table 1 and Table 3B.

³¹ Revenues and EBITDA data reflect the results published in the FY25 Presentation available on the company website and differ from the data presented in the Proforma Income Statement 2025 in the Integrated Annual Report 2025 as the latter are proforma for the acquisition of Computop Paygate and include the eCommerce commissions restatement from costs to contra-revenues (neutral impact at EBITDA level).

Long-term variable remuneration – LTI Plan

As approved by the Board of Directors of Nexi S.p.A. on 4 March 2026 on the proposal of the Remuneration and Appointments Committee, for the second LTI 2023-2025 cycle of the Plan approved in 2022, the Chief Executive Officer and General Manager, in a capacity as General Manager, against the 245,889 rights originally granted, accrued 167,049 rights (Performance Shares) to receive shares in 2026 based on the performance recorded for the three KPIs³² 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 2023 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 three KPIs at the end of the reference three-year period 2023-2025 is illustrated below.



In implementation of the new 2025-2027 long-term incentive plan (LTI Plan) approved by the Shareholders' Meeting of 30 April 2025, for the 2025-2027 first cycle, the Chief Executive Officer and General Manager, in a capacity as General Manager, was granted 395,714 rights (Performance Shares) to receive shares in 2028, 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 2025 by the Shareholders' Meeting.

Benefit

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

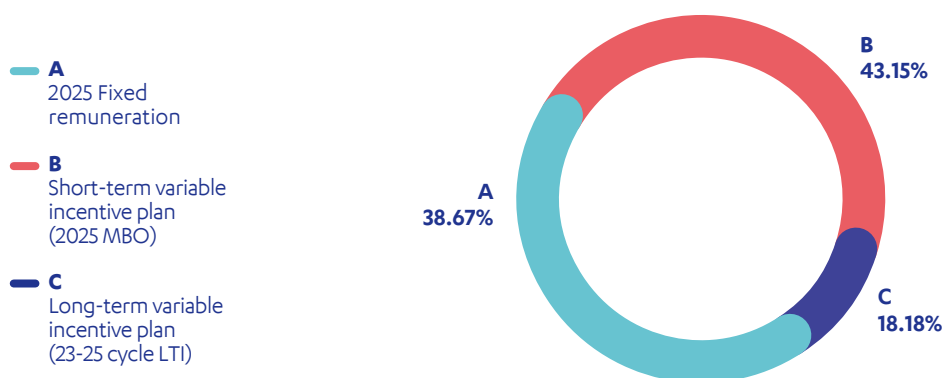
Please note that a D&O policy is guaranteed for the Chief Executive Officer and General Manager.

³² Relative **Total Shareholder Return, Cumulative Operating Cash Flow and ESG Target** are described in Section I of the Remuneration Report approved in 2023 by the Shareholders' Meeting.

6.3.1 Pay Mix

The remuneration package of the Chief Executive Officer and General Manager, considering the sums received for the year 2025, is as follows:

2025 PAY MIX CEO/GM



The component relating to the 2023-2025 LTI Plan was valued (as presented in Table 3A) considering the price per share at the end of 2025. Against a share price at the beginning of the vesting period, equal to Euro 7.9304/share,³³ with respect to which the rights originally granted were calculated, the valuation shown in Table 3A is carried out considering the price recorded at 30/12/2025, at the end of the vesting period, as being equal to Euro 4.221/share.



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

6.4 Executives with Strategic Responsibilities

In 2025, 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 2025, the total gross salary was Euro 1,314,616.

Short term variable remuneration – MBO Plan

The short-term variable remuneration (MBO Plan) for the 2025 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 2025 MBO incentive, the finalisation of which was approved by the Board of Directors of Nexi S.p.A. on 4 March 2026, 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 2025 MBO achieved by the two Executives with Strategic Responsibilities amounts to Euro 1,406,098 gross, with an average percentage payout compared to the value of the target incentive of 121.4%.

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 4 March 2026 on the proposal of the Remuneration and Appointments Committee, for the second 2023-2025 cycle of the Plan approved in 2022, Executives with Strategic Responsibilities, against the 155,099 rights originally granted, accrued 105,369 rights (Performance Shares) to receive shares in 2026. The final balance reflects the performance measured at the end of the vesting period for the three 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' Meeting,³⁵ 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 7.9304/share,³⁶ with respect to which the rights originally granted were calculated, the valuation shown in Table 3A is carried out considering the price recorded at 30/12/2025, at the end of the vesting period, as being equal to Euro 4.221/share.

In implementation of the new 2025-2027 long-term incentive plan (LTI Plan) approved by the Shareholders' Meeting of 30 April 2025, for the 2025-2027 first cycle, the Executives with Strategic Responsibilities were granted 259,751 rights (Performance Shares) overall to receive shares in 2028, 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 2025 by the Shareholders' Meeting.

Benefits

The value of the package of benefits assigned (described in Section I of the 2025 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.

³⁴ Relative Total Shareholder Return, Cumulative Operating Cash Flow and ESG Target are described in Section I of the Remuneration Report approved in 2023 by the Shareholders' Meeting.

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

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

6.5 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 2025, the Chief Executive Officer and General Manager held 3,085,727 Nexi shares, whereas Executives with Strategic Responsibilities held a total of 2,196,575 Nexi S.p.A. shares as at 31 December 2024.

6.6 Long-term variable remuneration - granting of 2025-2027 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 2025-2027 first cycle of the LTI Plan, approved by the Shareholders' Meeting of 30 April 2025. 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 6.3 and 6.4 above), the following were granted: (i) on 1 August 2025, a total of 4,313,759 rights to receive shares in 2028 in favour of 433 beneficiaries identified among the employees of the Nexi Group and (ii) on 15 October 2025, a total of 635,844 rights to receive shares in 2028 in favour of 160 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 2025 by the Shareholders' Meeting. The prices of the Share on the above dates were Euro 5.080 and Euro 4.581 respectively.

6.7 The Board of Statutory Auditors

During 2025 the members of the Board of Statutory Auditors received the following remuneration resolved by the 2025 Shareholders' Meeting (in continuity with what was envisaged in the previous mandate and on a pro rata basis based on the actual duration of office during 2025):

- 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 2025, approved by the Board of Directors on 30 April 2025, equal to Euro 45,000 for the Chair and Euro 30,000 for the standing members, such remuneration being determined in continuity with what was received during the previous term of office.

With reference to the previous 2022-2024 mandate, the remuneration provided for the members of the Board of Statutory Auditors was as follows and was granted on a pro rata basis:

- 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 the previous term of office equal to Euro 45,000 for the Chair and Euro 30,000 for the standing members.

Details of the fees for the year 2025 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.

6.8 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 2025³⁸ 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. With a view to transparency towards stakeholders, the criteria for comparison have been specified in notes 7-10.

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 ³ (k€)							Pay Ratio						
	2019	2020 ²	2021	2022	2023	2024	2025	2019	2020	2021	2022	2023	2024	2025	2019	2020	2021	2022	2023	2024	2025
Total remuneration ¹	3,467	1,200	3,937	2,940	2,762	3,112	3,174	57.8	55.6	61.4	61.9	63.6	67.0	68.2	59.9	21.6	64.1	47.5	43.4	46.5	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 former 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.

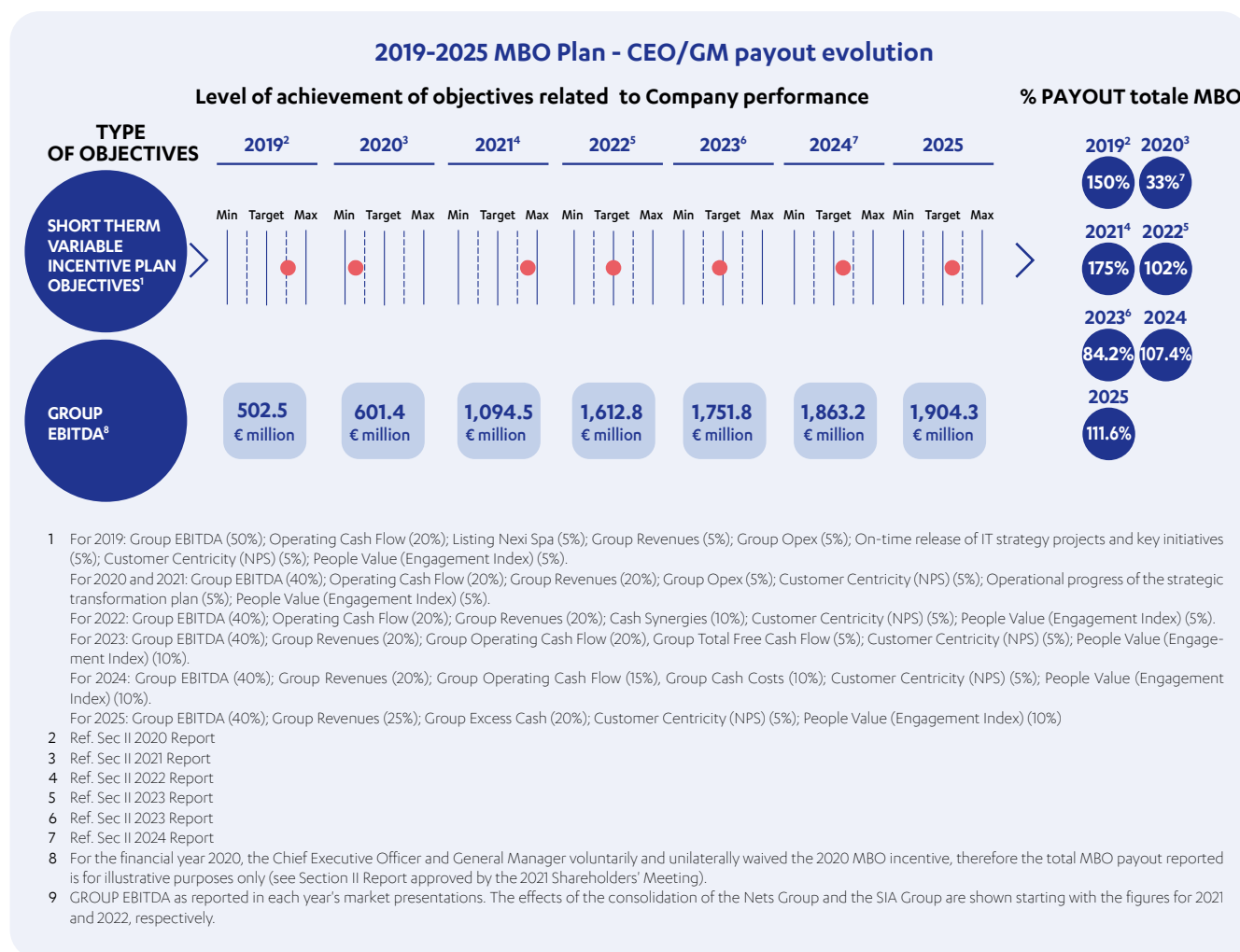
38 The time horizon considered starts from 2019, the year when Nexi S.p.A. was listed. For the 2020 financial year, the Chief Executive Officer and General Manager voluntarily and unilaterally waived the MBO 2020 incentive in favour of the Group's employee.

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 2021-2025 period.

Section 2 - Implementation of the 2025 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 2019-2025 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 2025 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.

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

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

During the year 2025, no termination-of-office or termination-of-employment allowances and/or other benefits were disbursed.

6.10 Procedure for Exceptions to the Remuneration Policy

During the 2025 financial year, the Company applied the procedure for exceptions to the Remuneration Policy approved by the Shareholders' Meeting of 30 April 2025 (the "**2025 Policy**") on just one occasion, in accordance with paragraph 2.2, Section I, thereof and Article 123-ter of the TUF.

The 2025 Policy envisaged the possibility for the Board of Directors to approve temporary exceptions in the event of exceptional circumstances, upon proposal of the Remuneration and Appointments Committee and subject to the opinion of the Board of Statutory Auditors and of the Related Party Transactions Committee (the "**Exception Procedure**").

On 7 May 2025, following the appointment of the new Directors and on the basis of the assessments carried out with regard to the skills of the newly appointed Directors and the Company's long-term and sustainability objectives, the Board of Directors resolved to revise the structure of the internal board committees, providing for:

- (i) the confirmation of the Remuneration and Appointments Committee;
- (ii) the establishment of the Control and Risk Committee, also assigning it the functions previously performed by the Related Party Transactions Committee;
- (iii) the establishment of a new Innovation and Sustainability Committee, to which were assigned the responsibilities for sustainability matters that had fallen under the purview of the Control and Risk Committee during the previous mandate.

Since the 2025 Policy – assuming an unchanged committee structure compared to previous financial years – provided remuneration exclusively for the committees existing at that time, it became necessary to apply the Exception Procedure in order to (i) confirm the remuneration of the Control and Risk Committee, albeit in light of the change in its responsibilities, and (ii) apply the same remuneration envisaged by the 2025 Policy for the other internal board committees also to the newly established Innovation and Sustainability Committee.

Upon appointment of the committees, the Board of Directors, with the favourable opinion of the Company's Board of Statutory Auditors, therefore proposed to grant the following gross annual remuneration upon completion of the Exception Procedure (the "**Exception Proposal**"):

- Euro 40,000 to the Chair of the Control and Risk Committee and Euro 25,000 to its members;
- Euro 35,000 to the Chair of the Innovation and Sustainability Committee and Euro 20,000 to its members;
- Euro 35,000 to the Chair of the Remuneration and Appointments Committee and Euro 20,000 to its members, as already envisaged in the 2025 Policy.

In light of the above, on 11 June 2025:

- (i) the Remuneration and Appointments Committee confirmed the Exception Proposal, sharing the reasoning for such action;
- (ii) the Control and Risk Committee and the Board of Statutory Auditors, the latter acting as equivalent internal control pursuant to the Procedure for Related-Party Transactions adopted by the Company, issued a favourable opinion on the Exception Proposal, considering that:
 - (a) the new structure of the internal board committees (not foreseeable at the time the 2025 Policy was approved) and the consequent need to proceed with an exception to the 2025 Policy was aimed at creating a governance structure capable of contributing more efficiently to the pursuit of Nexi's long-term interests and sustainability;
 - (b) the overall aggregate amount of remuneration for all internal board committees did not change compared to what was originally envisaged in the 2025 Policy (total Euro 240,000) and that such remuneration had already been assessed at the time as being in line with remuneration benchmarks for the board committees under evaluation during the preparation of the 2025 Policy.

6.11 Mechanisms for the subsequent correction of the variable component

During the 2025 financial year, no ex-post correction mechanisms were applied to the variable component of remuneration (malus and/or clawback clauses).

7. Remuneration tables

TABLE 1												
REMUNERATION PAID TO MEMBERS OF THE MANAGEMENT AND CONTROL BODIES, TO GENERAL MANAGERS AND OTHER EXECUTIVES WITH STRATEGIC RESPONSIBILITIES												
A Name and Surname	B Position	C Term of office (A)	D Expiry of office	1 Fixed remuneration	2 Remuneration for participation in committees	3 Non-equity variable remuneration		4 Non-monetary benefits (C)	5 Other Remuneration (D)	6 Total	7 Fair value of equity remuneration (E)	8 Termination-of-office allowance or termination-of-employment allowance
						Bonuses and other incentives (B)	Profit-sharing					
BOARD OF DIRECTORS												
Marcello Sala (1)	Non-Executive Chair	30.04.2025 31.12.2025	Until the date of approval of the financial statements as at 31/12/2027									
(i) Remuneration in the reporting company				324						324		
(ii) Remuneration from subsidiaries and associates												
(III) TOTAL				324						324		
Paolo Bertoluzzo (2)	Chief Executive Officer and General Manager	01.01.2025 31.12.2025	Until the date of approval of the financial statements as at 31/12/2027									
(i) Remuneration in the reporting company				1.500	1.674		168	0		3.342	1.415	
(ii) Remuneration from subsidiaries and associates												
(III) TOTAL				1.500	1.674		168			3.342	1.415	
Ernesto Albanese (3)	Non-executive Director	01.01.2025 31.12.2025	Until the date of approval of the financial statements as at 31/12/2027									
(i) Remuneration in the reporting company				70	30					100		
(ii) Remuneration from subsidiaries and associates												
(III) TOTAL				70	30					100		
Elena Antognazza (4)	Non-executive Director	01.01.2025 31.12.2025	Until the date of approval of the financial statements as at 31/12/2027									
(i) Remuneration in the reporting company				70	20					90		
(ii) Remuneration from subsidiaries and associates				35	10					45		
(III) TOTAL				105	30					135		

Notes

The following directors have waived the remuneration due for the 2025 financial year: L. Bassi, J. Korp, F. Casiraghi (left office on 30 April 2025)

(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.

No remuneration was received for the position of Chair of Nexi Payments S.p.A.

(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 2025 includes the portions that may be disbursed/have been disbursed relating to the MBO 2025 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 1 of this report.

(3) Remuneration as member of the Board of Directors of Nexi S.p.A., as Chair of the Risk Control and Sustainability Committee (position held until 30 April 2025) and as member of the Control and Risk Committee (position held from 30 April 2025).

(4) Remuneration as a member of the Board of Directors of Nexi S.p.A., as a member of the Related Party Transactions Committee (position held until 30 April 2025), as a member of the Innovation and Sustainability Committee (position held from 30 April 2025), as a member of the Board of Directors of Nexi Payments S.p.A. and as a member of the Control and Risk Committee of the subsidiary Nexi Payments S.p.A. For the position of member of the Board of Directors of the subsidiary Nexi Payments S.p.A., annual remuneration of Euro 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 Euro 10k is provided.

Section 2 - Implementation of the 2025 Remuneration Policy

TABLE 1

REMUNERATION PAID TO MEMBERS OF THE MANAGEMENT AND CONTROL BODIES, TO GENERAL MANAGERS AND OTHER EXECUTIVES WITH STRATEGIC RESPONSIBILITIES

A	B	C	D	1	2	3		4	5	6	7	8
						Bonuses and other incentives (B)	Profit-sharing					
Name and Surname	Position	Term of office (A)	Expiry of office	Fixed remuneration	Remuneration for participation in committees	Non-equity variable remuneration		Non-monetary benefits (C)	Other Remuneration (D)	Total	Fair value of equity remuneration (E)	Termination-of-office allowance or termination-of-employment allowance
Marina Brogi (5)	Non-executive Director	30.04.2025 31.12.2025	Until the date of approval of the financial statements as at 31/12/2027									
(I) Remuneration in the reporting company				47	37					84		
(II) Remuneration from subsidiaries and associates												
(III) TOTAL				47	37					84		
Maurizio Dainelli (6)	Non-executive Director	09.10.2025 31.12.2025	Until the date of approval of the financial statements as at 31/12/2027									
(I) Remuneration in the reporting company				16						16		
(II) Remuneration from subsidiaries and associates												
(III) TOTAL				16						16		
Elena Dimanina (7)	Non-executive Director	30.04.2025 31.12.2025	Until the date of approval of the financial statements as at 31/12/2027									
(I) Remuneration in the reporting company				47	13					61		
(II) Remuneration from subsidiaries and associates												
(III) TOTAL				47	13					61		
Antonella Lillo (8)	Non-executive Director	30.04.2025 31.12.2025	Until the date of approval of the financial statements as at 31/12/2027									
(I) Remuneration in the reporting company				47	13					61		
(II) Remuneration from subsidiaries and associates				24	12					36		
(III) TOTAL				71	25					96		
Marina Natale (9)	Non-executive Director	01.01.2025 31.12.2025	Until the date of approval of the financial statements as at 31/12/2027									
(I) Remuneration in the reporting company				70	60					130		
(II) Remuneration from subsidiaries and associates												
(III) TOTAL				70	60					130		
Federica Seganti (10)	Non-executive Director	30.04.2025 31.12.2025	Until the date of approval of the financial statements as at 31/12/2027									
(I) Remuneration in the reporting company				47	27					74		
(II) Remuneration from subsidiaries and associates												
(III) TOTAL				47	27					74		

- (5) Remuneration as member of the Board of Directors of Nexi S.p.A., as a member of the Remuneration and Appointment Committee and as Chair of the Innovation and Sustainability Committee (positions held from 30 April 2025).
- (6) Director appointed on 09 October 2025 to replace Francesco Mele. Remuneration as a member of the Board of Directors of Nexi S.p.A. Remuneration paid by Nexi S.p.A. directly to Cassa di Risparmio di Padova e Rovigo following the remittance requested by the Director.
- (7) Remuneration as a member of the Board of Directors of Nexi S.p.A. and as a member of the Remuneration and Appointment Committee (positions held from 30 April 2025).
- (8) Remuneration as member of the Board of Directors of Nexi S.p.A., as member of the Innovation and Sustainability Committee, as member of the Board of Directors of the subsidiary Nexi Payments S.p.A. and as Chair of the Control and Risk Committee of the subsidiary Nexi Payments S.p.A. (positions held from 30 April 2025). For the position of member of the Board of Directors of the subsidiary Nexi Payments S.p.A., annual remuneration of Euro 35k is provided, for the position of Chair of the Control and Risk Committee of the subsidiary Nexi Payments S.p.A., annual remuneration of Euro 20k is provided.
- (9) Remuneration as member of the Board of Directors of Nexi S.p.A., as Chair of the Remuneration and Appointment Committee (position held from 30 April 2025), as member of the Risk Control and Sustainability Committee (position held until 30 April 2025), as member of the Control and Risk Committee (position held from 30 April 2025) and as Chair of the Related Party Transactions Committee (position held until 30 April 2025).
- (10) Remuneration as a member of the Board of Directors of Nexi S.p.A. and as Chair of the Control and Risk Committee (positions held from 30 April 2025).

Section 2 - Implementation of the 2025 Remuneration Policy

TABLE 1

REMUNERATION PAID TO MEMBERS OF THE MANAGEMENT AND CONTROL BODIES, TO GENERAL MANAGERS AND OTHER EXECUTIVES WITH STRATEGIC RESPONSIBILITIES

A	B	C	D	1	2	3		4	5	6	7	8
						Bonuses and other incentives (B)	Profit-sharing					
Name and Surname	Position	Term of office (A)	Expiry of office	Fixed remuneration	Remuneration for participation in committees	Non-equity variable remuneration		Non-monetary benefits (C)	Other Remuneration (D)	Total	Fair value of equity remuneration (E)	Termination-of-office allowance or termination-of-employment allowance
Enrico Trovati (11)	Non-executive Director	30.04.2025 31.12.2025	Until the date of approval of the financial statements as at 31/12/2027									
(I) Remuneration in the reporting company				47						47		
(II) Remuneration from subsidiaries and associates												
(III) TOTAL				47						47		
Michaela Castelli (12)	Non-Executive Chair	01.01.2025 30.04.2025	Until the date of approval of the financial statements as at 31/12/2024									
(I) Remuneration in the reporting company				158	23					181		
(II) Remuneration from subsidiaries and associates												
(III) TOTAL				158	23					181		
Maurizio Cereda (13)	Non-executive Director	01.01.2025 30.04.2025	Until the date of approval of the financial statements as at 31/12/2024									
(I) Remuneration in the reporting company				23	7					30		
(II) Remuneration from subsidiaries and associates												
(III) TOTAL				23	7					30		
Elisa Corghi (14)	Non-executive Director	01.01.2025 30.04.2025	Until the date of approval of the financial statements as at 31/12/2024									
(I) Remuneration in the reporting company				23	18					41		
(II) Remuneration from subsidiaries and associates				12	3					15		
(III) TOTAL				35	21					56		
Francesco Mele (15)	Non-executive Director	30.04.2025 01.10.2025	Until the date of approval of the financial statements as at 31/12/2027									
(I) Remuneration in the reporting company				30						30		
(II) Remuneration from subsidiaries and associates												
(III) TOTAL				30						30		
Andrea Nuzzi (16)	Non-executive Director	01.01.2025 30.04.2025	Until the date of approval of the financial statements as at 31/12/2024									
(I) Remuneration in the reporting company				23	8					31		
(II) Remuneration from subsidiaries and associates												
(III) TOTAL				23	8					31		

(11) Remuneration as a member of the Board of Directors of Nexi S.p.A. (position held from 30 April 2025).

(12) 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 (positions held until 30 April 2025). No remuneration was received for the position of Chair of Nexi Payments S.p.A.*

(13) Remuneration as a member of the Board of Directors of Nexi S.p.A. and as a member of the Remuneration and Appointment Committee (positions held until 30 April 2025).

(14) 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. and as a member of the Control and Risk Committee of the subsidiary Nexi Payments S.p.A. (positions held until 30 April 2025). For the position of member of the Board of Directors of the subsidiary Nexi Payments S.p.A., annual remuneration of Euro 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 Euro 10k is provided.

(15) Remuneration as member of the Board of Directors of Nexi S.p.A. (position held from 30 April 2025 to 01 October 2025). Remuneration paid by Nexi S.p.A. directly to Cassa Depositi e Prestiti following the remittance requested by the Director.

(16) 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 2025). Remuneration paid by Nexi S.p.A. directly to Cassa Depositi e Prestiti following the remittance requested by the Director.

Section 2 - Implementation of the 2025 Remuneration Policy

TABLE 1

REMUNERATION PAID TO MEMBERS OF THE MANAGEMENT AND CONTROL BODIES, TO GENERAL MANAGERS AND OTHER EXECUTIVES WITH STRATEGIC RESPONSIBILITIES

A	B	C	D	1	2	3		4	5	6	7	8
						Bonuses and other incentives (B)	Profit-sharing					
Name and Surname	Position	Term of office (A)	Expiry of office	Fixed remuneration	Remuneration for participation in committees	Non-equity variable remuneration		Non-monetary benefits (C)	Other Remuneration (D)	Total	Fair value of equity remuneration (E)	Termination-of-office allowance or termination-of-employment allowance
Marinella Soldi (17)	Non-executive Director	01.01.2025 30.04.2025	Until the date of approval of the financial statements as at 31/12/2024									
(I) Remuneration in the reporting company				23						23		
(II) Remuneration from subsidiaries and associates												
(III) TOTAL				23						23		
Luca Velussi (18)	Non-executive Director	01.01.2025 30.04.2025	Until the date of approval of the financial statements as at 31/12/2024									
(I) Remuneration in the reporting company				23						23		
(II) Remuneration from subsidiaries and associates												
(III) TOTAL				23						23		
BOARD OF STATUTORY AUDITORS												
Giacomo Bugna	Chair of the Board of Statutory Auditors	01.01.2025 31.12.2025	Until the date of approval of the financial statements as at 31/12/2027									
(I) Remuneration in the reporting company (19)				130						130		
(II) Remuneration from subsidiaries and associates (20)				76						76		
(III) TOTAL				206						206		
Luigi Borrè	Standing auditor	30.04.2025 31.12.2025	Until the date of approval of the financial statements as at 31/12/2027									
(I) Remuneration in the reporting company (19)				67						67		
(II) Remuneration from subsidiaries and associates (21)				53						53		
(III) TOTAL				120						120		
Nathalie Brazzelli	Standing auditor	30.04.2025 31.12.2025	Until the date of approval of the financial statements as at 31/12/2027									
(I) Remuneration in the reporting company (19)				67						67		
(II) Remuneration from subsidiaries and associates (22)				59						59		
(III) TOTAL				127						127		
Eugenio Pinto	Standing auditor	01.01.2025 30.04.2025	Until the date of approval of the financial statements as at 31/12/2024									
(I) Remuneration in the reporting company (19)				33						33		
(II) Remuneration from subsidiaries and associates												
(III) TOTAL				33						33		

(17) Remuneration as a member of the Board of Directors of Nexi S.p.A. (position held from 30 April 2025).

(18) Remuneration as a member of the Board of Directors of Nexi S.p.A. (position held from 30 April 2025).

(19) 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.

(20) Remuneration received for the position held on the Board of Statutory Auditors of Nexi Payments S.p.A. (position held from 30 April 2025). 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.

(21) Remuneration received for the position held on the Board of Statutory Auditors of Nexi Payments S.p.A. (position held from 30 April 2025). 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.

(22) Remuneration received for the position held on the Board of Statutory Auditors of Nexi Payments S.p.A. (position held from 30 April 2025) and Mercury Payment Services S.p.A. (position held from 24 April 2025). 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.

Section 2 - Implementation of the 2025 Remuneration Policy

TABLE 1												
REMUNERATION PAID TO MEMBERS OF THE MANAGEMENT AND CONTROL BODIES, TO GENERAL MANAGERS AND OTHER EXECUTIVES WITH STRATEGIC RESPONSIBILITIES												
A	B	C	D	1	2	3		4	5	6	7	8
						Bonuses and other incentives (B)	Profit-sharing					
Name and Surname	Position	Term of office (A)	Expiry of office	Fixed remuneration	Remuneration for participation in committees	Non-equity variable remuneration		Non-monetary benefits (C)	Other Remuneration (D)	Total	Fair value of equity remuneration (E)	Termination-of-office allowance or termination-of-employment allowance
Mariella Tagliabue	Standing auditor	01.01.2025 30.04.2025	Until the date of approval of the financial statements as at 31/12/2024									
(I) Remuneration in the reporting company (19)				33						33		
(II) Remuneration from subsidiaries and associates (23)				35						35		
(III) TOTAL				69						69		
OTHER EXECUTIVES WITH STRATEGIC RESPONSIBILITIES												
Executives with Strategic Responsibilities (24)	n.2	01.01.2025 31.12.2025		1,315		1,406		155	356	3,231	900	

(23) Remuneration received for the position held on the Board of Statutory Auditors of Nexi Payments S.p.A. (position held until 30 April 2025), Mercury Payment Services S.p.A. (position held until 24 April 2025) and SIApay s.r.l. (position held until 24 April 2025). 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.

(24) The amount of Euro 1,315k refers to the Gross Annual Salaries. The amount of the Bonuses and other incentives for the year 2025 includes the portions that may be disbursed/have been disbursed relating to the MBO 2025 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 2025 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														
A	B	1	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	
			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 euros)	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 euros)*	Fair Value (amounts in thousand euros)	
Paolo Bertoluzzo	Chief Executive Officer and General Manager													
(II) Remuneration from subsidiaries and associates		2023 Stock-Based Long-Term Incentive Plan - Board of Directors' Meeting of 6 March 2023										167,049	705	548
		2024 Stock-based Long-Term Incentive Plan - Board of Directors' Meeting of 6 March 2024	268,947 shares that may potentially be assigned	2024-2026										552
		2025 Stock-based Long-Term Incentive Plan - Board of Directors' Meeting of 27 February 2025			395,714 that may potentially be assigned	1,817	2025-2027	01-aug-25	5,080					315
(III) TOTAL						1,817							1,415	
EXECUTIVES WITH STRATEGIC RESPONSIBILITIES														
(II) Remuneration from subsidiaries and associates		2023 Stock-Based Long-Term Incentive Plan - Board of Directors' Meeting of 6 March 2023										105,369	445	346
		2024 Stock-based Long-Term Incentive Plan - Board of Directors' Meeting of 6 March 2024	169,643 shares that may potentially be assigned	2024-2026										348
		2025 Stock-based Long-Term Incentive Plan - Board of Directors' Meeting of 27 February 2025			259,751 that may potentially be assigned	1,193	2025-2027	01-aug-25	5,080					207
(III) TOTAL						1,193							900	

Notes

(*) The component relating to the 2023-2025 LTI cycle was valued considering the price per share at the end of 2025, the valuation shown in table 3A is carried out considering a price of Euro 4.221, as recorded at 30/12/2025 at the end of the vesting period.

Section 2 - Implementation of the 2025 Remuneration Policy

(Importi in migliaia di euro)

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 euros)			Previous years' bonus (Amounts in thousand euros)			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		2025 MBO	1,674						
(III) TOTAL			1,674						
EXECUTIVES WITH STRATEGIC RESPONSIBILITIES									
(I) Remuneration in the reporting company									
(II) Remuneration from subsidiaries and associates		2025 MBO	1,406						
(III) TOTAL			1,406						

Section 2 - Implementation of the 2025 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 (2025)
Paolo Bertoluzzo	Chief Executive Officer and General Manager from 01.01.2025 to 31.12.2025	Nexi S.p.A.	3,047,618	38,109	0	3,085,727
Enrico Trovati	Director from 30.04.2025 to 31.12.2025	Nexi S.p.A.	240,880	0	20,000	220,880
Nathalie Brazzelli	Standing Statutory Auditor from 30.04.2025 to 31.12.2025	Nexi S.p.A.	2,659	5,361	8,020	0
Michaela Castelli	Chair of the Board of Directors from 01.01.2025 to 30.04.2025	Nexi S.p.A.	12,000	0	0	12,000
Maurizio Cereda	Director from 01.01.2025 to 30.04.2025	Nexi S.p.A.	41,457	0	0	41,457
Executives with strategic responsibilities		Nexi S.p.A.	2,154,402	42,173	0	2,196,575

* For the Chief Executive Officer and General Manager and for Executives with strategic responsibilities, the assigned shares related to the share based plans of which they were beneficiaries are reported.





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