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Partial tender offer in respect of certain notes

Milan, 27 September 2022 – Nexi S.p.A. (“**Nexi**” or the “**Company**”) announces the launch of a partial tender offer (the “**Tender Offer**”) addressed to (i) the holders of its outstanding “€825,000,000 1.75% Senior Notes due 2024” (ISIN code: XS2066703989) (the “**2024 Notes**”) and (ii) the holders of its outstanding “€1,050,000,000 1.625% Senior Notes due 2026” (ISIN code: XS2332589972) (the “**2026 Notes**” and, together with the 2024 Notes, the “**Notes**” and each a “**Series**”) issued by Nexi respectively in October 2019 and April 2021 and listed on the “Euro MTF”, the multilateral trading facility managed by the Luxembourg Stock Exchange, up to the maximum aggregate amount detailed below. The Tender Offer provides for a cash consideration and will be carried out pursuant to the terms and conditions of the tender offer memorandum dated 27 September 2022 (the “**Tender Offer Memorandum**”).

The purpose of the transaction is mainly to reduce repayments on the Company’s forthcoming maturities, to proactively manage its liabilities and extend the debt maturity profile.

The Company has no obligation to accept for purchase the Notes tendered pursuant to the Tender Offer. Acceptance is at its sole and absolute discretion and Tender Instructions may be rejected by the Company, in whole or in part, for any reason. The Company, in its sole and absolute discretion, may also decide to accept significantly more of the Notes of one Series, as compared to the other Series, or to accept solely tenders of Notes of one Series.

Set out below are the main economic terms of the Tender Offer.

Notes	ISIN	Maturity Date	Aggregate Nominal Amount Outstanding	Benchmark	Purchase Spread	Amount subject to the Offers / Maximum Acceptance Amount
€825,000,000 1.75% Senior Notes due 2024	XS2066703989	31 October 2024	€825,000,000	2024 Notes Interpolated Mid-Swap Rate	15 bps	Subject as set out in the Tender Offer Memorandum, up to a total amount across both Series of Notes that are validly tendered pursuant to the Tender Offer such that the total purchase amount payable for such Notes is up to €400,000,000 (excluding all accrued and unpaid interests in respect of such Notes accepted for purchase), subject to increase or decrease at the Offeror's sole and absolute discretion
€1,050,000,000 0 1.625% Senior Notes due 2026	XS2332589972	30 April 2026	€1,050,000,000	2026 Notes Interpolated Mid-Swap Rate	300 bps	

Should the aggregate principal amount of the Notes tendered pursuant to the Tender Offer exceed the amount that the Company intends to accept, the Company will apply the *pro rata* criteria set forth in the Tender Offer Memorandum.

The Tender Offer launched today will expire on 4 October 2022, subject to the right of the Company to revoke, terminate, amend and/or extend the Tender Offer. The settlement date for the Tender Offer is expected to fall on 7 October 2022.

The Tender Offer is being carried out in compliance with the offer and distribution restrictions set forth in the Tender Offer Memorandum and is carried out in the Republic of Italy as an exempted offer pursuant to Article 101-*bis*, paragraph 3-*bis* of Legislative Decree No. 58 of 24 February 1998, (the “**Financial Services Act**”), as amended, and Article 35-*bis*, paragraph 3 of CONSOB Regulation No. 11971 of 14 May 1999, as amended (the “**Issuers’ Regulation**”) and therefore the provisions of Part IV, Title II, Section II, Sub-section I of the Financial Services Act and the provisions of Part II, Title II of Issuers’ Regulation will not apply.

The results of the Tender Offer will be published following the expiration of the Tender Offer. Upon completion of the Tender Offer, the Notes repurchased will be cancelled.

The Company will purchase, if any, the Notes out of the amounts available to it, including by way of example, the funds arising from the disbursement of bank committed facilities already available to the Company.



Bank of America, BNP Paribas and Crédit Agricole Corporate and Investment Bank will act in their capacities as Lead Dealer Managers and Barclays Bank Ireland PLC, Intesa Sanpaolo S.p.A, Mediobanca – Banca di Credito Finanziario and Société Générale will act in their capacities as Dealer Managers in the context of the Tender Offer. Kroll Issuer Services Limited will act in its capacity as Tender Agent of the Tender Offer.

Copies of the Tender Offer Memorandum and any other document or material related to the Tender Offer are available from the Tender Agent:

Kroll Issuer Services Limited

The Shard 32 London Bridge Street
London SE1 9SG
United Kingdom

Tel: +44 20 7704 0880
Attention: Thomas Choquet
Email: nexi@is.kroll.com

Offer and Distribution Restrictions

Neither this announcement nor the Tender Offer Memorandum constitutes an invitation to participate in the Offers in any jurisdiction in which, or to or from any person to or from whom, it is unlawful to make such invitation or for there to be such participation under applicable securities laws and regulations. The distribution of this announcement and the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession either this announcement or the Tender Offer Memorandum comes are required by each of the Offeror, the Dealer Managers and the Tender Agent to inform themselves about, and to observe, any such restrictions.

United States

The Offers are not being made, and will not be made, directly or indirectly, in or into, or by use of the mail of, or by any means or instrumentality of interstate or foreign commerce of, or of any facilities of a national securities exchange of, the United States. This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone, the internet and other forms of electronic communication. The Notes may not be tendered in the Offers by any such use, means, instrumentality or facility from or within the United States or by persons located or resident in the United States, as defined in Regulation S under the United States Securities Act of 1933, as amended. Accordingly, copies of the Tender Offer Memorandum and any other documents or materials relating to the Offers are not being, and must not be, directly or indirectly mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States or to any persons located or resident in the United States. Any purported tender of Notes in the Offers resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of Notes made by a person located or resident in the United States or from within the United States or from any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States will be invalid and will not be accepted.

Each holder of Notes participating in the Offers will represent that it is not located in the United States and is not participating in the Offers from the United States, or that it is acting on a non-discretionary basis for a principal located outside the United States that is not giving an order to participate in the Offers from the United States. For the purposes of this and the above paragraph, "United States" means the United States of America, its territories and possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands), any state of the United States of America and the District of Columbia.

United Kingdom

The communication of the Tender Offer Memorandum and any other documents or materials relating to the Offers is not being made, and such documents and/or materials have not been approved, by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being made to those persons in the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Financial Promotion Order")) or persons who are within Article 43(2) or 49 of the Financial Promotion Order or any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order.

Italy

None of the Offers, the Tender Offer Memorandum or any other documents or materials relating to the Offers or the Notes have been or will be submitted to the clearance procedures of the Commissione Nazionale per le Società e la Borsa ("CONSOB") pursuant to Italian laws and regulations.



The Offers are being carried out in the Republic of Italy as exempted offers pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of 24 February 1998, as amended (the “Financial Services Act”) and article 35-bis, paragraph 3, of CONSOB Regulation No. 11971 of 14 May 1999, as amended (the “Issuers’ Regulation”).

Noteholders or beneficial owners of the Notes can tender some or all of their Notes for purchase pursuant to the Offers through authorised persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in the Republic of Italy in accordance with the Financial Services Act, CONSOB Regulation No. 20307 of 15 February 2018, as amended from time to time, and Legislative Decree No. 385 of 1 September 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB, the Bank of Italy and/or any other Italian authority.

Each intermediary must comply with the applicable laws and regulations concerning information duties vis-à-vis its clients in connection with the Notes, the Offers and/or the Tender Offer Memorandum.

France

The Tender Offer Memorandum and any other documents or materials relating to the Offers have only been or shall only be distributed in the Republic of France (“France”) to qualified investors within the meaning of Article 2(e) of Regulation (EU) 2017/1129 (the “Prospectus Regulation”).

Belgium

Neither the Tender Offer Memorandum nor any other documents or materials relating to the Offers have been submitted to or will be submitted for approval or recognition to the Belgian Financial Services and Markets Authority and, accordingly, the Offers may not be made in Belgium by way of a public offering, as defined in Articles 3 and 6 of the Belgian Law of 1 April 2007 on public takeover bids, as amended or replaced from time to time. Accordingly, the Offers may not be advertised and the Offers will not be extended, and neither the Tender Offer Memorandum nor any other documents or materials relating to the Offers (including any memorandum, information circular, brochure or any similar documents) has been or shall be distributed or made available, directly or indirectly, to any person in Belgium other than “qualified investors” within the meaning of Article 2(e) of the Prospectus Regulation.



Nexi

Nexi is Europe's PayTech company operating in high-growth, attractive European markets and technologically advanced countries. Listed on Euronext Milan, Nexi has the scale, geographic reach and abilities to drive the transition to a cashless Europe. With its portfolio of innovative products, e-commerce expertise and industry-specific solutions, Nexi provides flexible support for the digital economy and the entire payment ecosystem globally, across a broad range of different payment channels and methods. Nexi's technological platform and the best-in-class professional skills in the sector enable the company to operate at its best in three market segments: Merchant Services & Solutions, Cards & Digital Payments and Digital Banking & Corporate Solutions. Nexi constantly invests in technology and innovation, focusing on two fundamental principles: meeting, together with its partner banks, customer needs and creating new business opportunities for them. Nexi is committed to supporting people and businesses of all sizes, transforming the way people pay and businesses accept payments. It offers companies the most innovative and reliable solutions to better serve their customers and expand. By simplifying payments and enabling people and businesses to build closer relationships and grow together, Nexi promotes progress to benefit everyone. www.nexi.it www.nexigroup.com

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