



NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN OR INTO THE UNITED STATES OR TO ANY PERSON LOCATED OR RESIDENT IN THE UNITED STATES OR ANY OTHER JURISDICTION WHERE IT IS UNLAWFUL TO DISTRIBUTE THIS DOCUMENT.

### Nexi S.p.A. announces final results of tender offer

**Milan, 5 October 2022** – Nexi S.p.A. (the “**Offeror**”) hereby announces the final results of its invitation to holders of its (i) €825,000,000 1.75% Senior Notes due 2024 (XS2066703989) (whose principal amount outstanding is of €825,000,000 as at the date of this announcement) (the “**2024 Notes**”) and (ii) €1,050,000,000 1.625% Senior Notes due 2026) (XS2332589972) (whose principal amount outstanding is of €1,050,000,000 as at the date of this announcement) (the “**2026 Notes**” and, together with the 2024 Notes, the “**Notes**”, each, a “**Series**” and each such holder, a “**Noteholder**”), to tender such Notes for purchase by the Offeror for cash (the “**Offers**” and each, an “**Offer**”) on the terms and subject to the conditions set out in the tender offer memorandum dated 27 September 2022 (the “**Tender Offer Memorandum**”).

Capitalised terms used in this announcement and not otherwise defined herein have the meanings given to them in the Tender Offer Memorandum.

The Offers were launched by the Offeror on 27 September 2022. The Expiration Deadline for the Offers was on 4 October 2022 at 17:00 (CET). At the Expiration Deadline of each of the Offers, €552,374,000 in aggregate principal amount of the Notes had been validly tendered pursuant to the Offers.

The Offeror has decided to increase the total purchase amount that was initially foreseen as payable for the Notes validly tendered and accepted for purchase by the Offeror (excluding all Accrued Interest Payments in respect of such Notes accepted for purchase) from €400,000,000 to €449,990,370.91 and, accordingly, hereby announces that the Final Acceptance Amount is equal to €472,855,000.

The table below sets out each of (i) the 2024 Notes Interpolated Mid-Swap Rate, the 2026 Notes Interpolated Mid-Swap Rate, the 2024 Notes Purchase Yield, the 2026 Notes Purchase Yield, the 2024 Notes Purchase Price and the 2026 Notes Purchase Price (ii) each Series Acceptance Amount; (iii) the Scaling Factor(s); and (iv) the principal amount of Notes of each Series that will remain outstanding after the Settlement Date in respect of each Series of Notes.

Notes	ISIN	Nominal Amount Tendered	Series Acceptance Amount	Scaling Factor	Principal Amount outstanding after Settlement Date	Interpolated Mid-Swap Rate	Purchase Yield	Purchase Price
€825,000,000 1.75% Senior Notes due 2024	XS2066703989	€348,938,000	€348,938,000	Not applicable	€476,062,000	2.634%	2.765%	97.977%
€1,050,000,000 1.625% Senior Notes due 2026	XS2332589972	€203,436,000	€123,917,000	60.249%	€926,083,000	2.703%	5.624%	87.245%

The Offeror will also pay the relevant Accrued Interest Payment in respect of the Notes of each Series accepted for purchase pursuant to the relevant Offer.

The Settlement Date in respect of any Notes accepted for purchase pursuant to the Offers is expected to be 7 October 2022.

BNP Paribas, BofA Securities Europe SA and Crédit Agricole Corporate and Investment Bank are the Lead Dealer Managers for the Offers and Barclays Bank Ireland PLC, Intesa Sanpaolo S.p.A., Mediobanca – Banca di Credito Finanziario S.p.A. and Société Générale are the Dealer Managers for the Offers. Kroll Issuer Services Limited acts as Tender Agent.

#### THE LEAD DEALER MANAGERS

##### BNP Paribas

16, boulevard des Italiens  
75009 Paris  
France

Tel: +33 1 55 77 78 94

Email: [liability.management@bnpparibas.com](mailto:liability.management@bnpparibas.com)

Attn: Liability Management Group

##### BofA Securities Europe SA

51 rue La Boétie  
75008 Paris  
France

Tel: +33 1 877 01057

Email: [DG.LM-EMEA@bofa.com](mailto:DG.LM-EMEA@bofa.com)

Attn: Liability Management Group

##### Crédit Agricole Corporate and Investment Bank

12, Place des Etats-Unis CS 70052  
92547 Montrouge Cedex  
France

Tel: +44 20 7214 5903

Email: [liability.management@ca-cib.com](mailto:liability.management@ca-cib.com)

Attn: Liability Management



## THE DEALER MANAGERS

### **Barclays Bank Ireland PLC**

One Molesworth Street  
Dublin 2  
Ireland D02 RF29

### **Intesa Sanpaolo S.p.A.**

Divisione IMI Corporate & Investment Banking  
Via Manzoni 4  
20121 Milan  
Italy

### **Mediobanca – Banca di Credito Finanziario S.p.A.**

Piazzetta Enrico Cuccia, 1  
20121 Milan  
Italy

### **Société Générale**

17 Cours Valmy  
92987 Paris La Défense Cedex  
France

## THE TENDER AGENT

### **Kroll Issuer Services Limited**

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

Telephone: +44 20 7704 0880

Attention: Thomas Choquet

Email: [nexi@is.kroll.com](mailto:nexi@is.kroll.com)

Offer website: <https://deals.is.kroll.com/nexi>

## DISCLAIMER

This announcement must be read in conjunction with the Tender Offer Memorandum and the announcement published on 27 September 2022. No offer or invitation to acquire any securities is being made pursuant to this announcement. If any Noteholder is in any doubt as to the contents of this announcement or the Tender Offer Memorandum or the action it should take, it is recommended to seek its own financial and legal advice, including in respect of any tax consequences, immediately from its stockbroker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser.

The distribution of this announcement and the Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession this announcement and/or the Tender Offer Memorandum comes are required by each of the Offeror, the Lead Dealer Managers, Dealer Managers and the Tender Agent to inform themselves about, and to observe, any such restrictions.



## **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](http://www.nexi.it) [www.nexigroup.com](http://www.nexigroup.com)

### **Nexi - External Communication & Media Relations**

#### **Daniele de Sanctis**

[daniele.desanctis@nexigroup.com](mailto:daniele.desanctis@nexigroup.com)

Mobile: +39 346/015.1000

#### **Søren Winge**

[soeren.winge@nexigroup.com](mailto:soeren.winge@nexigroup.com)

Mobile: +45 29 48 26 35

#### **Matteo Abbondanza**

[matteo.abbondanza@nexigroup.com](mailto:matteo.abbondanza@nexigroup.com)

Mobile: +39.348/406.8858

#### **Valentina Piana**

[valentina.piana@nexigroup.com](mailto:valentina.piana@nexigroup.com)

Mobile: +39.342/046.7761

### **Nexi - Investor Relations**

#### **Stefania Mantegazza**

[stefania.mantegazza@nexigroup.com](mailto:stefania.mantegazza@nexigroup.com)

Mobile: +39.335/580.5703

Direct: +39 02/3488.8216