

Nexi Completes Reorganization and Refinancing

July 2, 2018

London, United Kingdom. Mercury UK Holdco Limited (“Holdco” and, together with its subsidiaries, “Nexi”), the majority shareholder of Nexi S.p.A., announced today that Nexi’s regulated banking activities have been spun-off to Nexi’s shareholders on July 1, 2018 (the “Reorganization”).

Consequently, the proceeds of the €2,200,000,000 senior secured notes due 2023 (the “Public Notes”), which were issued by Nexi Capital S.p.A. (“Nexi Capital”) on May 18, 2018, in a combination of fixed and floating rate notes and placed into escrow pending completion of the Reorganization, have been released on July 2, 2018. In addition, Nexi Capital’s €400,000,000 privately-placed floating rate senior secured notes due 2024 (the “Private Notes” and, together with the Public Notes, the “Notes”) have been issued today.

The net proceeds of the Notes were used to, among other things, refinance Mercury Bondco Plc’s existing outstanding indebtedness, including the redemption in full of the €900,000,000 8¼% / 9% senior secured fixed rate PIK toggle notes due 2021 and €200,000,000 senior secured floating rate PIK toggle notes due 2021, the €600,000,000 privately-placed senior secured floating rate PIK toggle notes due 2021 and the €600,000,000 7¹/₈% / 7⁷/₈% senior secured fixed rate PIK toggle notes due 2021.

This Announcement contains information that prior to its disclosure may have constituted inside information under European Union Regulation 596/2014 on market abuse.

This document is not an offer of securities for sale in the United States. The Notes may not be sold in the United States unless they are registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”) or are exempt from registration. The offering of Notes described in this press release has not been and will not be registered under the Securities Act and, accordingly, any offer or sale of Notes may be made only in a transaction exempt from the registration requirements of the Securities Act.

This document has been prepared on the basis that any offer of the Notes in the European Economic Area (each, a “Member State”) will be made pursuant to an exemption under the Prospectus Directive (2003/71/EC), as amended by Directive 2010/73/EU, as implemented in that Member State, from the requirement to publish a prospectus for offers of Notes.

Manufacturer target market (MIFID II product governance) is eligible counterparties and professional clients only (all distribution channels).