



ÅRSREGNSKAPET FOR REGNSKAPSÅRET 2024 - GENERELL INFORMASJON

Enheten

Organisasjonsnummer:	918 953 620
Organisasjonsform:	Aksjeselskap
Foretaksnavn:	NETS HOLDCO 5 AS
Forretningsadresse:	c/o Nets Branch Norway Haavard Martinsens vei 54 0978 OSLO

Regnskapsår

Årsregnskapets periode:	01.01.2024 - 31.12.2024

Konsern

Morselskap i konsern:	Ja
Konsernregnskap lagt ved:	Ja

Regnskapsregler

Regler for små foretak benyttet:	Nei
Benyttet ved utarbeidelsen av årsregnskapet til selskapet:	Regnskapslovens alminnelige regler
Benyttet ved utarbeidelsen av årsregnskapet til konsernet:	-

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet:	Lisa Bach
Dato for fastsettelse av årsregnskapet:	30.06.2025

Grunnlag for avgivelse

År 2024: Årsregnskapet er elektronisk innlevert
År 2023: Tall er hentet fra elektronisk innlevert årsregnskap fra 2024

Det er ikke krav til at årsregnskapet m.v. som sendes til Regnskapsregisteret er undertegnet. Kontrollen på at dette er utført ligger hos revisor/enhetens øverste organ. Sikkerheten ivaretas ved at innsender har rolle/rettighet for innsending av årsregnskapet via Altinn, og ved at det bekreftes at årsregnskapet er fastsatt av kompetent organ.

Brønnøysundregistrene, 13.08.2025



Resultatregnskap

Beløp i: NOK	Note	2024	2023
RESULTATREGNSKAP			
Inntekter			
Revenue	7	14 495 000	10 000 000
Sum inntekter		14 495 000	10 000 000
Kostnader			
Staff costs	3	17 120 000	13 133 000
Depreciation		99 000	
External Expenses	2	1 285 000	1 031 000
Sum kostnader		18 504 000	14 164 000
Driftsresultat		-4 009 000	-4 164 000
Financial expenses	4	37 824 000	12 454 000
Sum finanskostnader		37 824 000	12 454 000
Netto finans		-37 824 000	-12 454 000
Resultat før skattekostnad		-41 833 000	-16 618 000
Income taxes	5	-5 401 000	1 000
Årsresultat		-36 432 000	-16 619 000
Overføringer og disponeringer			
Retained earnings		-36 432 000	16 619 000
Sum overføringer og disponeringer		-36 432 000	16 619 000



Balanse

Beløp i: NOK	Note	2024	2023
BALANSE - EIENDELER			
Anleggsmidler			
Immaterielle eiendeler			
Utsatt skattefordel	5	15 654 000	10 255 000
Sum immaterielle eiendeler		15 654 000	10 255 000
Varige driftsmidler			
Fixed assets		297 000	
Sum varige driftsmidler		297 000	
Finansielle anleggsmidler			
Investering i datterselskap	6	43 955 602 000	43 955 602 000
Sum finansielle anleggsmidler		43 955 602 000	43 955 602 000
Sum anleggsmidler		43 971 553 000	43 965 857 000
Omløpsmidler			
Varer			
Fordringer			
Other short term receivables		421 000	
Konsernfordringer	7	2 359 688 000	2 307 632 000
Sum fordringer		2 360 109 000	2 307 632 000
Bankinnskudd, kontanter og lignende			
Cash at banks	8	6 046 000	5 233 000
Sum bankinnskudd, kontanter og lignende		6 046 000	5 233 000
Sum omløpsmidler		2 366 155 000	2 312 865 000
SUM EIENDELER		46 337 708 000	46 278 722 000

BALANSE - EGENKAPITAL OG GJELD

Egenkapital



Balanse

Beløp i: NOK	Note	2024	2023
Innskutt egenkapital			
Share capital	9	81 000	81 000
Sum innskutt egenkapital		81 000	81 000
Opptjent egenkapital			
Paid in capital		43 847 359 000	43 847 359 000
Udekket tap		578 066 000	541 634 000
Sum opptjent egenkapital		43 269 293 000	43 305 725 000
Sum egenkapital		43 269 374 000	43 305 806 000
Sum langsiktig gjeld		0	0
Kortsiktig gjeld			
Leverandørgjeld		403 000	54 000
Kortsiktig konserngjeld	11	3 058 524 000	2 965 082 000
Other Payables		9 407 000	7 780 000
Sum kortsiktig gjeld		3 068 334 000	2 972 916 000
Sum gjeld		3 068 334 000	2 972 916 000
SUM EGENKAPITAL OG GJELD		46 337 708 000	46 278 722 000



Brønnøysundregistrene

ÅRSREGNSKAP FOR REGNSKAPSÅRET 2024 - GENERELL INFORMASJON

Journalnummer: 2025 682394

Enheten

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Organisasjonsform: Aksjeselskap
Foretaksnavn: NETS HOLDCO 5 AS
Forretningsadresse: c/o Nets Branch Norway
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0978 OSLO

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Morselskap i konsern: Ja
Konsernregnskap lagt ved: Ja

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Benyttet ved utarbeidelsen av
årsregnskapet til selskapet: Regnskapslovens alminnelige regler
Benyttet ved utarbeidelsen av
årsregnskapet til konsernet: -

Årsregnskapet fastsatt av kompetent organ

Bekreftet av representant for selskapet: Lisa Bach
Dato for fastsettelse av årsregnskapet: 30.06.2025

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Brønnøysundregistrene, 12.08.2025



Organisasjonsnr: 918 953 620
NETS HOLDCO 5 AS

RESULTATREGNSKAP

Beløp i: NOK	Note	2024	2023
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Organisasjonsnr: 918 953 620
NETS HOLDCO 5 AS

BALANSE

Beløp i: NOK	Note	2024	2023

BALANSE - EIENDELER

Anleggsmidler

Immaterielle eiendeler

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Sum immaterielle eiendeler		15 654 000	10 255 000

Varige driftsmidler

Fixed assets		297 000	
Sum varige driftsmidler		297 000	

Finansielle anleggsmidler

Investering i datterselskap 6		43 955 602 000	43 955 602 000
Sum finansielle anleggsmidler		43 955 602 000	43 955 602 000

Sum anleggsmidler		43 971 553 000	43 965 857 000

Omløpsmidler

Varer

Fordringer

Other short term receivables		421 000	
Konsernfordringer	7	2 359 688 000	2 307 632 000
Sum fordringer		2 360 109 000	2 307 632 000

Bankinnskudd, kontanter og lignende

Cash at banks	8	6 046 000	5 233 000
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SUM EIENDELER		46 337 708 000	46 278 722 000

BALANSE - EGENKAPITAL OG GJELD

Egenkapital

Innskutt egenkapital

Share capital	9	81 000	81 000
Sum innskutt egenkapital		81 000	81 000

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Sum egenkapital		43 269 374 000	43 305 806 000
Sum langsiktig gjeld		0	0
Kortsiktig gjeld			
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Organisasjonsnr: 918 953 620
NETS HOLDCO 5 AS

NOTEOPPLYSNINGER - SELSKAP

- alle poster oppgitt i hele tall

Note

1

Regnskapsprinsipper

Accounting policies The financial statements have been prepared in accordance with the Accounting Act. It is based on Norwegian accounting standards and guidelines for good accounting practice. The accounting policies used are consistent with last year. Nets Holdco 5 AS and its subsidiaries are included in the consolidated financial statements of Nexi S.p.A. Recognition and measurement Assets are recognised in the balance sheet when it is probable that future economic benefits will flow to the Company and the value of the asset can be reliably measured. Liabilities are recognised in the balance sheet when an outflow of economic benefits is probable and when the liability can be reliably measured. On initial recognition, assets and liabilities are measured at cost. Subsequently, assets and liabilities are measured as described below for each individual item. In recognising and measuring assets and liabilities, any gains, losses and risks occurring prior to the presentation of the Annual Report that evidence conditions existing at the balance sheet date are taken into account. Income is recognised in the income statement as earned. Equally, costs incurred to generate the year's earnings are recognised, including depreciation, amortisation, impairment and provisions as well as reversals as a result of changes in accounting estimates of amounts which were previously recognised in the income statement. Functional and presentational currency Items included in the financial information the Company are measured using the currency of the primary economic environment in which the entity operates (functional currency). The financial information is presented in Norske Kroner, which is also the functional and presentational currency of the Company. Foreign currency translation On initial recognition, transactions denominated in foreign currencies are translated at the exchange rates at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and the date of payment are recognised in the income statement as interest income or expense and similar items. Receivables and payables and other monetary items denominated in foreign currencies are translated at the exchange rates at the balance sheet date. The difference between the exchange rates at the balance sheet date and at the date at which the receivable or payable arose or was recognised in the latest financial statements is recognised in the income statement as interest income or expense and similar items. External costs External costs incurred in generating the revenue for the year comprise consulting and administration costs, as well as group management fee income. Interest income, expense and similar items Interest income, expense and similar items comprise interest income and expense and realised and unrealised gains, group contribution and dividends and losses on transactions denominated in foreign currencies and securities. Tax Deferred tax is measured using the balance sheet liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities. The change in deferred tax liabilities is also recognised in the income statement. Tax assets are recognised if they can be set off against deferred tax in other consolidated enterprises or if it is probable that it can be utilised in future earnings. Current and deferred tax is computed at the tax rates applicable. The companies in the Group are taxed under the on-account tax scheme. Interest/refund relating to the tax payment is included in interest income and expense and similar items. Investments in subsidiaries Subsidiaries are valued at cost in the Company accounts. The investment is



valued at acquisition cost of the shares unless write down for impairment has been necessary. Group contributions to subsidiaries, less tax, are recognized as increased cost of the shares. Dividends / group contributions are recognized in the same year as appropriated in the subsidiary / associated company. When dividends / group contributions exceed the share of retained profit subsequent to the acquisition, the excess part are considered repayment of invested capital and is deducted from the carrying value in the balance. Enterprises are recognised in the balance sheet as deferred income and recognised in the income statement as the adverse development is realised. Cash at banks Cash and cash equivalents comprise cash and bank deposits. Equity Dividends are disclosed as a separate item under current liabilities. Dividends are recognised immediately at the time when they are proposed, pending acceptance by the AGM. Liabilities Financial liabilities are measured at amortised cost, substantially corresponding to nominal value.

Note
3

Antall årsverk i regnskapsåret
2.00

Note
3

Spesifisering av resultatregnskapet

Lønnskostnader

Lønn	Årets	Fjorårets
	13716000.00	10318000.00
Folketrygdavgift	Årets	Fjorårets
	2264000.00	2032000.00
Pensjonskostnader	Årets	Fjorårets
	1116000.00	2032000.00
Andre ytelser	Årets	Fjorårets
	24000.00	38000.00
Sum lønnskostnader	Årets	Fjorårets
	17120000.00	13133000.00

Note

Ekstraordinære inntekter og kostnader

Sum	Beløp
Balanseført verdi 31.12.	Varige driftsmidler Immaterielle eiend.

Konsernregnskap

Virksomheten inngår i konsolideringen til morselskapets konsernregnsk.: Ja

Morselskapet sitt navn



Nexi SpA

Forretningskontor for morselskapet
Corso Sempione 55, 20149 Milan

Begrunnelse for at datterselskap er utelatt fra konsolideringen

<u>Samlet beløp - tilknyttet selskap</u>	<u>Årets</u>	<u>Fjorårets</u>

<u>Samlet beløp - foretak i samme konsern</u>	<u>Årets</u>	<u>Fjorårets</u>

<u>Samlet beløp - foretak i samme konsern</u>	<u>Årets</u>	<u>Fjorårets</u>

<u>Samlet beløp - felles kontrollert virksomhet</u>	<u>Årets</u>	<u>Fjorårets</u>

<u>Pantstillelse</u>	<u>Beløp</u>

Note

Fordringer

Fordringer som forfaller senere enn ett år etter regnskapsårets slutt

Mer om fordringer

<u>Beholdning av egne aksjer</u>	<u>Antall</u>	<u>Pålydende</u>	<u>Andel av aksjek.</u>



Nets Holdco 5 AS

Annual Report 2024

Org nr 918 953 620
Nets Holdco 5 AS
c/o Nets Branch Norway
Haavard Martinsens vei 54
NO-0978 Oslo

Adopted at the Annual General Meeting
30 June 2025

Chair of the AGM:

Lisa Bach



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Board of Directors report

Business foundation

The objective of Nets Holdco 5 AS is to maintain ownership of Nets Denmark A/S. Headquarter is in Oslo.

2024 Highlights

In 2024, net result for the year was negative by NOK 36 million, compared to negative NOK 17 million in 2023. Net result levels were in line with expectations.

Equity amounted to NOK 43.269 million, compared to NOK 43.306 million ultimo 2023. Cash flow from operations was positive by NOK 1,2 million.

Net financials cost was NOK 38 million in 2024 compared to NOK 12 million in 2023, which was lower due to the higher Group contribution in 2023.

There are 2 employees in Nets Holdco 5 AS.

Basis for preparation and going concern

The financial statements have been prepared in accordance with the Norwegian Financial Statements Act.

It is our opinion that the financial statements give a true and fair view of the financial position at 31 December 2024, the results of the operations for the financial year 1 January – 31 December 2024. In our opinion, the Financial Statements includes a fair review of the development in the Company's operations and financial conditions, the results for the year and financial position as well as a description of the most significant risks and uncertainty factors that the Company face. The financial Statements are prepared based on the going concern assumption and the Board of Directors confirm this assumption as valid.

Financial risks

Market risk

The Company is indirectly exposed to market risk through the profitability and contributions received from subsidiaries.

Liquidity risk

The Company manages liquidity risk through the Nets group treasury system and obtains intra group short term financing when required.

Foreign currency risk

The company is exposed to EUR and DKK through loan from Parent, intercompany balances and ownership of a Nets Denmark A/S – which has a functional currency in EUR.

The company has entered a liability insurance policy to cover members of the board.

Report on gender composition

With respect to the statutory statement on social responsibility in accordance with section §26,2 of Act on equity and prohibition of discrimination, the composition of the Board of Directors was considered an equal composition throughout the year, as there are only two employees in the company.

External environment

The Company does not contribute to any significant pollution of the external environment.



Events after the balance sheet date

No significant events affecting the annual report for 2024 have occurred subsequently to 31 December 2024.

Outlook 2025

Outlook 2025 is expected to be a year with soft outlook for GDP growth and consuming spending with single mid-digit revenue growth and improved operating result. As part of the Nexi Group, we will continue to streamline operations and processes and invest in innovative solutions with an ambition to create value for our customers, partners, and shareholders, and deliver on stability, security and integrity to build the future of the company.

Oslo, 30 June 2025

Board of Directors:

Lars Erik Tellmann

Chairman

Brian Dybig Jürs

Board member

Thorbjørn Grindhaug

Board member



Income statement

NOKt	Note	2024	2023
Revenue,	7	14.495	10.000
External expenses	2	-1.285	-1.031
Staff costs	3	-17.120	-13.133
Depreciations		-99	-
Operating result		-4.009	-4.164
Net financials	4	-37.824	-12.454
Result before tax		-41.833	-16.618
Income taxes	5	5.401	-1
Net result for the year		-36.432	-16.619
Reatined earnings		-36.432	-16.619
Total appropriation		-36.432	-16.619



Balance sheet

NOKt	Note	2024	2023
Assets			
Non-current assets			
Investments in subsidiaries	6	43.955.602	43.955.602
Deferred tax asset	5	15.654	10.255
Fixed assets		297	-
Total non-current assets		43.971.553	43.965.857
Current assets			
Receivables from group enterprises	7	2.359.688	2.307.632
Other short term- receivables		421	-
Cash at banks	8	6.046	5.233
Total current assets		2.336.155	2.312.865
Total assets		46.337.708	46.278.722
Equity and liabilities			
Equity			
Share capital	9	81	81
Paid in capital		43.847.359	43.847.359
Retained earnings		-578.066	-541.634
Total equity	10	43.269.374	43.305.806
Liabilities			
Current liabilities			
Trade payables		403	54
Other payables		9.407	7.780
Payable to group enterprises	11	3.058.524	2.965.082
Total current liabilities		3.068.334	2.972.916
Total equity and liabilities		46.337.708	46.278.722

Oslo, 30 June 2025

Board of Directors:

Lars Erik Tellmann

Chairman

Brian Dybig Jürs

Board member

Thorbjørn Grindhaug

Board member



Cashflow statement

NOKt	2024	2023
Result before tax	-41.833	-16.618
Depreciations	99	0
Income tax paid	-297	-2.026
Changes in other receivables	-421	0
Changes in trade payables	350	-46
Changes in other payables	1.628	605
Changes in intergroup positions	41.387	17.304
Cashflow from operations	1.209	-781
Payments for property, plant, equipment	-396	0
Cashflow from investments	396	0
Net changes in cash and cash equivalents	813	-781
Cash at banks 01.01	5.233	6.014
Cash at banks 31.12	6.046	5.233



Notes to the financial statement

1.

Accounting policies

The financial statements have been prepared in accordance with the Accounting Act. It is based on Norwegian accounting standards and guidelines for good accounting practice.

The accounting policies used are consistent with last year.

Nets Holdco 5 AS and its subsidiaries are included in the consolidated financial statements of Nexi S.p.A.

Recognition and measurement

Assets are recognised in the balance sheet when it is probable that future economic benefits will flow to the Company and the value of the asset can be reliably measured.

Liabilities are recognised in the balance sheet when an outflow of economic benefits is probable and when the liability can be reliably measured.

On initial recognition, assets and liabilities are measured at cost. Subsequently, assets and liabilities are measured as described below for each individual item.

In recognising and measuring assets and liabilities, any gains, losses and risks occurring prior to the presentation of the Annual Report that evidence conditions existing at the balance sheet date are taken into account.

Income is recognised in the income statement as earned. Equally, costs incurred to generate the year's earnings are recognised, including depreciation, amortisation, impairment and provisions as well as reversals as a result of changes in accounting estimates of amounts which were previously recognised in the income statement.

Functional and presentational currency

Items included in the financial information the Company are measured using the currency of the primary economic environment in which the entity operates (functional currency). The financial information is presented in Norske Kroner, which is also the functional and presentational currency of the Company.

Foreign currency translation

On initial recognition, transactions denominated in foreign currencies are translated at the exchange rates at the transaction date. Foreign exchange differences arising between the exchange rates at the transaction date and the date of payment are recognised in the income statement as interest income or expense and similar items.

Receivables and payables and other monetary items denominated in foreign currencies are translated at the exchange rates at the balance sheet date. The difference between the exchange rates at the balance sheet date and at the date at which the receivable or payable arose or was recognised in the latest financial statements is recognised in the income statement as interest income or expense and similar items.

**External costs**

External costs incurred in generating the revenue for the year comprise consulting and administration costs, as well as group management fee income.

Interest income, expense and similar items

Interest income, expense and similar items comprise interest income and expense and realised and unrealised gains, group contribution and dividends and losses on transactions denominated in foreign currencies and securities.

Tax

Deferred tax is measured using the balance sheet liability method on all temporary differences between the carrying amount and the tax base of assets and liabilities. The change in deferred tax liabilities is also recognised in the income statement.

Tax assets are recognised if they can be set off against deferred tax in other consolidated enterprises or if it is probable that it can be utilised in future earnings.

Current and deferred tax is computed at the tax rates applicable.

The companies in the Group are taxed under the on-account tax scheme. Interest/refund relating to the tax payment is included in interest income and expense and similar items.

Investments in subsidiaries

Subsidiaries are valued at cost in the Company accounts. The investment is valued at acquisition cost of the shares unless write down for impairment has been necessary. Group contributions to subsidiaries, less tax, are recognized as increased cost of the shares. Dividends / group contributions are recognized in the same year as appropriated in the subsidiary / associated company. When dividends / group contributions exceed the share of retained profit subsequent to the acquisition, the excess part are considered repayment of invested capital and is deducted from the carrying value in the balance. Enterprises are recognised in the balance sheet as deferred income and recognised in the income statement as the adverse development is realised.

Cash at banks

Cash and cash equivalents comprise cash and bank deposits.

Equity

Dividends are disclosed as a separate item under current liabilities. Dividends are recognised immediately at the time when they are proposed, pending acceptance by the AGM.

Liabilities

Financial liabilities are measured at amortised cost, substantially corresponding to nominal value.



2. Audit

NOKt	2024	2023
Statutory audit	316	26
Tax services	0	61
Other services	0	211
Total audit fee	224	298

3. Payroll

NOKt	2024	2023
Wages	13.716	10.318
Pension and insurance	1.116	745
Payroll related taxes	2.264	2.032
Other payroll expenses	24	38
Total payroll	17.120	13.133

On the balance sheet day, the company has 2 employees (2023: 3).

In Norway the Company has a combination of defined contribution/ benefit -pension scheme which covers all full-time employees.

The commitment related to the pension scheme is covered through an insurance company. The defined contribution scheme is expensed on an ongoing basis to profit and loss, and the expensed amount for the year-ended 31 December 2024 was NOK 284 thousand.

Remuneration of the board of Directors

Remuneration for the Board of directors was a total NOK 200 thousand in Nets Holdco 5 AS.

The company does not have a CEO and as such does not have any relating remuneration, severance of bonus packages in place.

4. Net financials

NOKt	2024	2023
Foreign exchange gain/loss	0	-5
Net IC interest expense	-17.269	-16.626
Net IC foreign exchange gain/loss	-41.280	-46.269
Group contribution	20.749	50.456
Other fees etc.	-24	-10
Total net financials	-37.824	-12.454



5. Income taxes

NOKt	2024	2023
Deferred tax balance		
Temporary differences before tax loss carry forward	17	4
Tax loss carry forward	71.140	46.612
Interest limitation carry forward	-47.164	-29.882
Other temporary differences	47.164	29.882
Total temporary differences	71.157	46.616
Deferred tax (-) / tax asset (+) 22%	15.654	10.255
Calculation of taxable result		
Result before tax	-41.833	-16.618
Permanent difference	3	27
Temporary difference	21	-4
Interest limitation	17.282	16.595
Basis for taxable income	-24.528	1
Reconciliation tax expenses		
22% of result before tax	-9.203	-3.656
Deferred tax asset not recognized	3.802	3.652
22% of permanent differences	1	6
22% of temp differences	0	-1
Total tax	-5.401	1

6. Investment in subsidiaries

NOKt	2024	2023
Accumulated costs at 1 January	43.955.602	43.955.602
Accumulated costs at 31 December	43.955.602	43.955.602
Carrying amount at 31 December	43.955.602	43.955.602

1 January 2024 Holdco 5 owns Nets Denmark AS due to the merger of Nassa Topco and Nets A/S to Nets Denmark AS.

2024

Company name	Share	Currency	Office
Nets Denmark A/S	100%	NOK	Ballerup

2023

Company name	Share	Currency	Office
Nets A/S	100%	NOK	Ballerup



7. Receivables from group enterprises

NOKt	2024	2023
Nets Branch Norway	113.396	51.155
Nets Holdco 1 ApS	725	722
Nets Denmark A/S	2.220.323	0
Nets A/S	0	2.205.299
Nexi SPA	4.495	0
Group contribution	20.749	50.456
Total receivables from group companies	2.359.688	2.307.632

Management fee of related parties NOKt 14.495 billed to Nets branch Norway is presented as revenue.

8. Restricted bank deposits

NOKt	2024	2023
Restricted bank deposits	888	698

9. Share capital note

The share capital is owned by Nets Holdco 1 A/S, Klausdalsbrovej 601, 2750 Ballerup, Denmark. The total share capital consists of NOK 80 thousand consists of 1,000 shares as per January 2024 to NOK 81 thousand.

The ultimate parent company Nexi S.p.A has its registered offices in: CORSO SEMPIONE 55 MILANO, MILANO, 20149 Italy, where the consolidated accounts which include the company can be obtained.

10. Equity note

NOKt	Share capital	Premium	Unregistered capital	Retained earnings	Total Equity
2024					
Equity 1 January	81	43.847.359	0	-541.634	43.305.806
Net profit for the year				-36.432	-36.432
Total changes in equity	0	0	0	-36.432	-36.432
Equity 31 December	81	43.847.359	0	-578.066	43.269.374

NOKt	Share capital	Premium	Unregistered capital	Retained earnings	Total Equity
2023					
Equity 1 January	80	43.763.585	83.775	-525.015	43.322.425
Net profit for the year	0	0	0	-16.619	-16.619
Capital increase	1	83.774	-83.775	0	0
Total changes in equity	1	83.774	-83.775	-16.619	-16.619
Equity 31 December	81	43.847.359	0	-541.634	43.305.806

**11. Payables to group entities**

NOKt	2024	2023
Nassa TopCo A/S	0	762.142
Nets Denmark A/S	801.918	3.280
Nets Branch Norway	0	-17.155
Nets Holdco 1 ApS	2.256.606	2.216.815
Total payables to group companies	3.058.524	2.965.082

12. Events after the balance sheet date

No significant events affecting the annual report for 2024 have occurred subsequently to 31 December 2024.



To the General Meeting of Nets Holdco 5 AS

Independent Auditor's Report

Opinion

We have audited the financial statements of Nets Holdco 5 AS (the Company), which comprise the balance sheet as at 31 December 2024, the income statement and cash flow statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion the financial statements comply with applicable statutory requirements, and the financial statements give a true and fair view of the financial position of the Company as at 31 December 2024, and its financial performance and its cash flows for the year then ended in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company as required by relevant laws and regulations in Norway and the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code), and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The Board of Directors (management) is responsible for the information in the Board of Directors' report. The other information comprises information in the annual report, but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the information in the Board of Directors' report.

In connection with our audit of the financial statements, our responsibility is to read the Board of Directors' report. The purpose is to consider if there is material inconsistency between the Board of Directors' report and the financial statements or our knowledge obtained in the audit, or whether the Board of Directors' report otherwise appears to be materially misstated. We are required to report if there is a material misstatement in the Board of Directors' report. We have nothing to report in this regard.

Based on our knowledge obtained in the audit, it is our opinion that the Board of Directors' report

- is consistent with the financial statements and
- contains the information required by applicable statutory requirements.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the Norwegian Accounting Act and accounting standards and practices generally accepted in Norway, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern. The financial statements use the going concern basis of accounting insofar as it is not likely that the enterprise will cease operations.

PricewaterhouseCoopers AS, Dronning Eufemias gate 71, Postboks 748 Sentrum, NO-0106 Oslo

T: 02316, org. no.: 987 009 713 MVA, www.pwc.no

Statsautoriserte revisorer, medlemmer av Den norske Revisorforening og autorisert regnskapsførerselskap



Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. For further description of Auditor's Responsibilities for the Audit of the Financial Statements reference is made to: <https://revisorforeningen.no/revisjonsberetninger>

Oslo, 2 July 2025

PricewaterhouseCoopers AS

Jone Bauge

State Authorised Public Accountant

(This document is signed electronically)



Nets Holdco 5_auditor report

Signers:

Name	Method	Date
Bauge, Jone	BANKID	2025-07-02 21:42

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- Closing page (this page)
- The original document(s)
- The electronic signatures. These are not visible in the document, but are electronically integrated.



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Vår dato 24.04.2019	Din/Deres dato 19.03.2019	Saksbehandler Henning Stokke
800 80 000 Skatteetaten.no	Din/Deres referanse Knut Aabøe	Telefon 800 80 000
Org.nr 974761076	Vår referanse 2019/5545799	Postadresse Postboks 9200 Grønland 0134 OSLO

NETS HOLDCO 5 AS
c/o Nets Branch Norway
0978 OSLO

Tillatelse til å utarbeide årsberetning og årsregnskap på engelsk språk for Nets Holdco 5 AS, org.nr. 918 953 620

Vi viser til deres brev av 19. mars 2019 og etterfølgende e-post av 12. april 2019 der det søkes om dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk språk for Nets Holdco 5 AS.

Skattedirektoratet gir på bakgrunn av en konkret helhetsvurdering Nets Holdco 5 AS dispensasjon fra kravet til å utarbeide årsregnskap og årsberetning på norsk språk, jf. regnskapsloven § 3-4 tredje ledd. Dispensasjonen gjelder så lenge opplysningene som vedtaket baserer seg på ikke endres vesentlig.

Kopi av dette brevet må sendes Regnskapsregisteret i Brønnøysund sammen med årsregnskapet. Det påligger den regnskapspliktige å dokumentere ved dette brev at tillatelsen er gitt.

Bakgrunn

Fra søknad av 19. mars 2019 gjengis:

Begrunnes i at årsregnskapet utarbeides i Danmark og at forretningsspråket er engelsk.

Fra e-post av 12. april 2019 gjengis:

NETS Holdco 5 AS er et mellomliggende holdingselskap som eneste aktivitet er å eie 1 aksje i Nets Holdco 4 aps. Selskapet har ingen ansatte eller drift for øvrig.

Eiere: Legger først og fremst med selskapsstrukturen i NETS der dette aksjeselskapet Nets Holdco AS (tidligere Evergood 5 AS) inngår. Som dere ser inngår selskapet i et internasjonalt konsern der forretningsspråket er engelsk. Alle Årsrapporter skrives på engelsk eller på begge språk. Vi har tidligere fått innvilget engelsk på selskapet NASSA Topco AS og det er samme begrunnelse - så jeg håper på tilsvarende for dette selskapet. Ultimate eiere er i toppselskapet Nets Topco 1 S.a.r.l. og eiere er private equity selskapet Hellman & Friedman fra USA. Nets Holdco AS er altså et norsk datterselskap av et dansk selskap som igjen er eid av selskap i Luxemburg.

Antall eiere: 1 eier (Nets Holdco 4 aps)



Type eier: Heleid datterselskap i konsern, Ultimate eiere er private equity selskap i USA (Hellmann& Friedman).

AS eller ASA: Selskapet er AS.

Kunder: Selskapet har ingen omsetning i Norge – ingen virksomhet utover å eie aksjer.

Hjørnesteinsbedrift: Selskapet har ingen omsetning i Norge – ingen virksomhet utover å eie aksjer.

Andre brukere av regnskap: Med den strukturen som er satt opp i Nets er det kun utenlandske interesser i å lese regnskapet.

Skattedirektoratets vurdering

Etter regnskapsloven § 3-4 tredje ledd skal "årsregnskapet og årsberetningen ... være på norsk. Departementet kan ved ... enkeltvedtak bestemme at årsregnskapet og/eller årsberetningen kan være på et annet språk."

I Ot. prp. nr. 42 (1997-1998) Om lov om årsregnskap m.v., er det uttalt følgende om regnskapslovens formål, jf. pkt. 1.1:

"Regjeringen har som siktemål at regnskapsloven skal bidra til informative regnskaper for ulike grupper av regnskapsbrukere. Regnskapsbrukerne er dels investorer og kreditorer som tilfører kapital til foretakene, og dels andre grupper som har interesse av å vite hvordan foretaket drives, f.eks. de ansatte og lokalsamfunnet. Informasjonen til kapitalmarkedet skal gi grunnlag for riktig prising av finansielle objekter. Riktig prisdannelse på aksjer er en forutsetning for at ressursbruken i samfunnsøkonomien skal bli best mulig. Gode regnskaper vil også gjøre det vanskeligere for markedsdeltakere å ta ut spekulasjonsgevinster med basis i skjevt fordelt informasjon."

Det fremgår således at et av hovedformålene med regnskapsloven er å bidra til "informative regnskaper for ulike grupper av regnskapsbrukere". Regnskapsbrukere vil omfatte, jf. uttalelsen i proposisjonen, blant andre investorer, kreditorer, ansatte og lokalsamfunnet.

Det er etter Skattedirektoratets vurdering derfor avgjørende ved vurdering av om dispensasjon fra kravet til å utarbeide årsregnskap og/eller årsberetning på norsk kan gis, at det ikke foreligger mulige brukere av regnskapsinformasjon som blir vesentlig berørt negativt ved en eventuell dispensasjon.

Som nevnt ovenfor er det er særlig hensynet til brukerne av regnskapsinformasjon som skal vurderes ved en dispensasjonssøknad. I denne vurderingen har Skattedirektoratet lagt vekt på at selskapet er indirekte eid av et utenlandsk selskap. Eierkretsen er begrenset. I tillegg opererer selskapet i en internasjonal bransje, og arbeidsspråket er engelsk. Videre er det vektlagt at alle sentrale aktører og samarbeidspartnere innen denne bransjen behersker og benytter engelsk.



Vennligst oppgi vår referanse ved henvendelse i saken.

Med hilsen

Inger Helene Iversen
seniorrådgiver
Juridisk avdeling
Skattedirektoratet

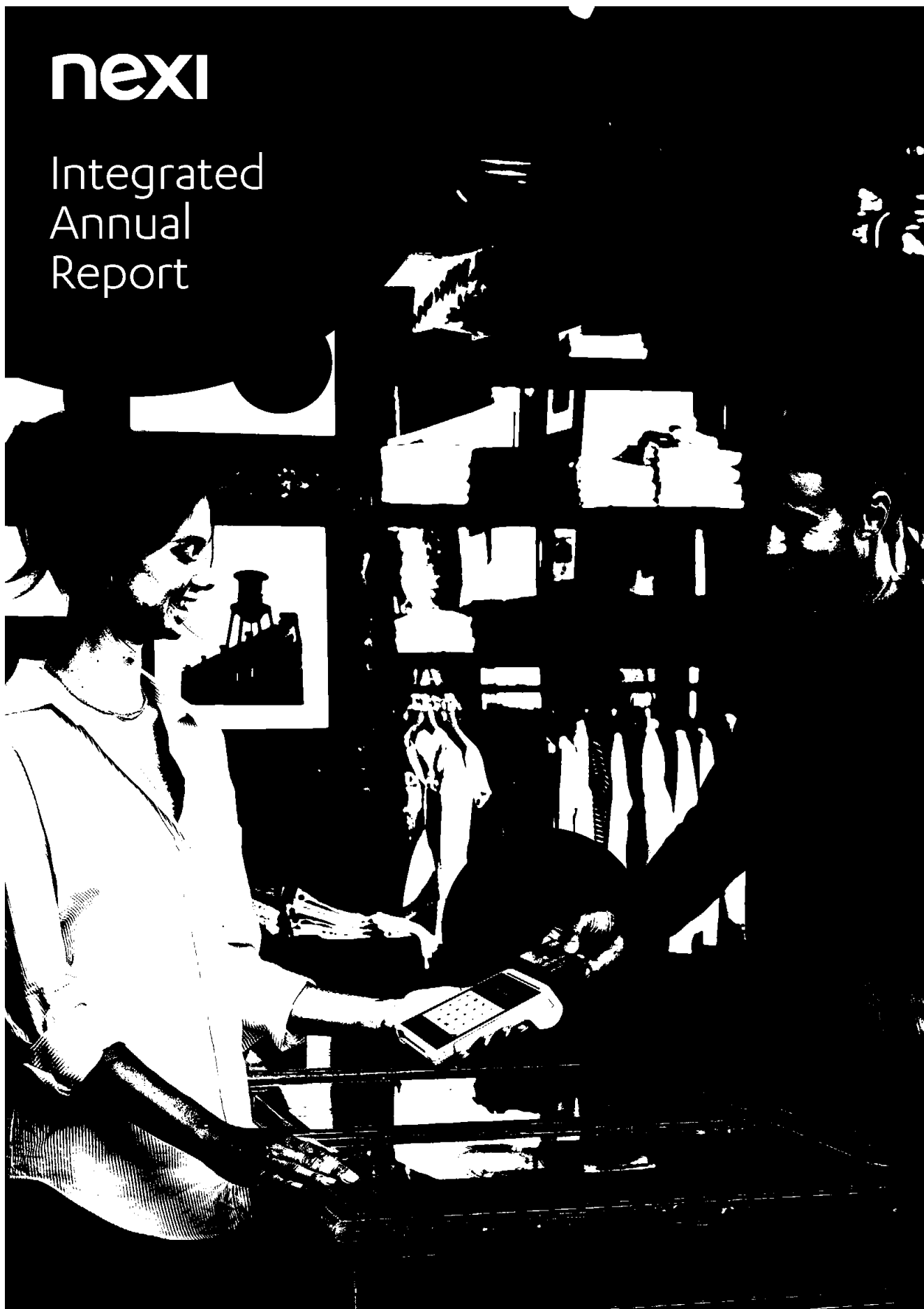
Henning Stokke

Dokumentet er elektronisk godkjent og har derfor ikke håndskrevne signaturer.



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Integrated Annual Report





This is the English translation of the original Italian document "Relazione Annuale Integrata 2024". In any case of discrepancy between the English and the Italian versions, the original Italian document is to be given priority of interpretation for legal purposes.

This document is prepared in PDF format for the purpose of facilitating the reading of the financial statements for investors, and represents the faithful translation of the Nexi Group's 2024 Integrated Annual Report, which must be prepared and published in XBRL format in accordance with the provisions of European Commission Regulation 815/2019 (European Single Electronic Format - ESEF regulation).



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Letter from the Chair and Chief Executive Officer

LETTER FROM THE CHAIR AND CHIEF EXECUTIVE OFFICER

Dear Shareholders,

in the year that just ended we continued our growth in all geographies, advancing in product innovation, in the modernization of our technological platforms and in the strengthening of skills. The integration of our organisation has enabled us to further accelerate efficiency and synergies. Despite the macroeconomic uncertainty, we continued to improve our margins and significantly increased cash generation.

The strong acceleration of current and expected future cash generation has enabled us to embark on a new phase of returning capital to shareholders while continuing to support both debt and leverage reduction and selective M&A opportunities. Against this backdrop, we launched a Euro 500 million treasury share buyback programme in May 2024 that was completed in September 2024, believing it to be the most effective way to create value for our shareholders.

Due in part to our debt reduction efforts, in December 2024 Fitch Ratings raised our rating to investment grade, from BB+ to BBB-, with a stable outlook. This improvement reflects the stability of our cash flows, market leadership in key business areas and geographies, the expected reduction in gross leverage, and favourable industry dynamics driven by the adoption of electronic payments in key geographies.

At the institutional level, we obtained a Euro 220 million loan from the European Investment Bank in 2024 to support the innovation of digital payments in Europe. This is the first loan granted by the EIB to a listed company in the sector, in recognition of our contribution to the digital and technological transition.

In line with our mission to promote digital payments as a driver for progress, we continued to develop solutions to foster digitisation for SMEs and improve consumer journeys for corporations. Specifically, our SmartPOS solutions were extended to the Nordics, with a commercial acceleration in Italy and Germany. We have also made smartphone payment solutions such as SoftPOS (Android) and Apple tap-to-pay (iOS) available in many markets, supporting new shop formats, mobile payments, as well as back-up and resilience functions. In the case of Apple tap-to-pay, the solution is the result of a strategic partnership with Apple that allowed us to be the first to offer this technology. In the area of embedded finance, merchant financing was active in six key markets, with plans to further expand in 2025. Finally, for e-commerce, our checkout solutions are enjoying significant commercial success, particularly in the mid-corporate segment, expanding the customer base in Italy and the Nordics by enriching the range of payment methods offered.

In 2024 we launched important new partnerships both locally and internationally. We have become a technical provider for Amazon Italia, making our technology platform available to enable payments via BANCOMAT Pay on Amazon.it. This agreement once again testifies to how our international scale and strong local presence make us the ideal choice



Letter from the Chair and Chief Executive Officer

for global players who need to have partners with a solid positioning in local markets. Moreover, we have signed a multi-year contract with BANCOMAT for the construction of a new centralised technological infrastructure in Italy that will allow our Italian partner to optimally and autonomously manage the offer of innovative and high value-added payment services.

In the ESG area, we achieved important milestones in 2024 by earning Science Based Target initiative (SBTi) recognition for our Group-wide CO₂ reduction targets. In this path to net zero by 2040, we have set intermediate emission reduction targets by 2030 and committed to decarbonise our supply chain. We also improved our S&P Global ESG Score, reaching 74/100, an increase of 9 points compared to the previous year. This result places us in the top 1% of the best companies in the Financial Services & Capital Markets category, and thus for the second consecutive year confirmed our inclusion in the Dow Jones Sustainability World Index (DJSI World) and in the Dow Jones Sustainability Index Europe, the sustainability indices of Standard & Poor's Global.

Despite the increasing level of local competition, in 2024 we made significant progress in the Group's strategy and started this new year determined to continue our growth in all geographical areas we operate in. We will continue to work on efficiency to increase cash generation and return value to our shareholders, while investing in technology and innovation. The aim is to develop reliable solutions for customers and to contribute to the digital transition in payments, in the knowledge that such payments are an important driver of progress for people, companies and public administrations.

Enjoy the read!



Chief Executive Officer
Paolo Bertoluzzo



Chairperson
Michaela Castelli



Corporate Bodies

CORPORATE BODIES

At the date of the meeting of the BoD of 27 February 2025

Board of Directors

Term of office: approval of financial statements as at 31 December 2024

Chair	Michaela Castelli (*) (**) (***)
Chief Executive Officer	Paolo Bertoluzzo (*)
Directors	Elena Antognazza (****)
	Ernesto Albanese (**)
	Luca Bassi (*)
	Maurizio Cereda (****)
	Elisa Corghi (***) (****)
	Johannes Korp (*)
	Marina Natale (**) (****)
	Luca Velussi
	Francesco Casiraghi (*)
	Andrea Nuzzi (*)
	Marinella Soldi

(*) Strategic Committee members

(**) Members of the Risk Control and Sustainability Committee

(***) Members of the Remuneration and Appointment Committee

(****) Members of the Related Parties Committee

Board of Statutory Auditors

Chair	Giacomo Bugna
Statutory auditors	Eugenio Pinto
	Mariella Tagliabue
Alternate auditors	Serena Gatteschi
	Sonia Peron

Office of the General Manager

General Manager	Paolo Bertoluzzo

Financial Reporting Manager

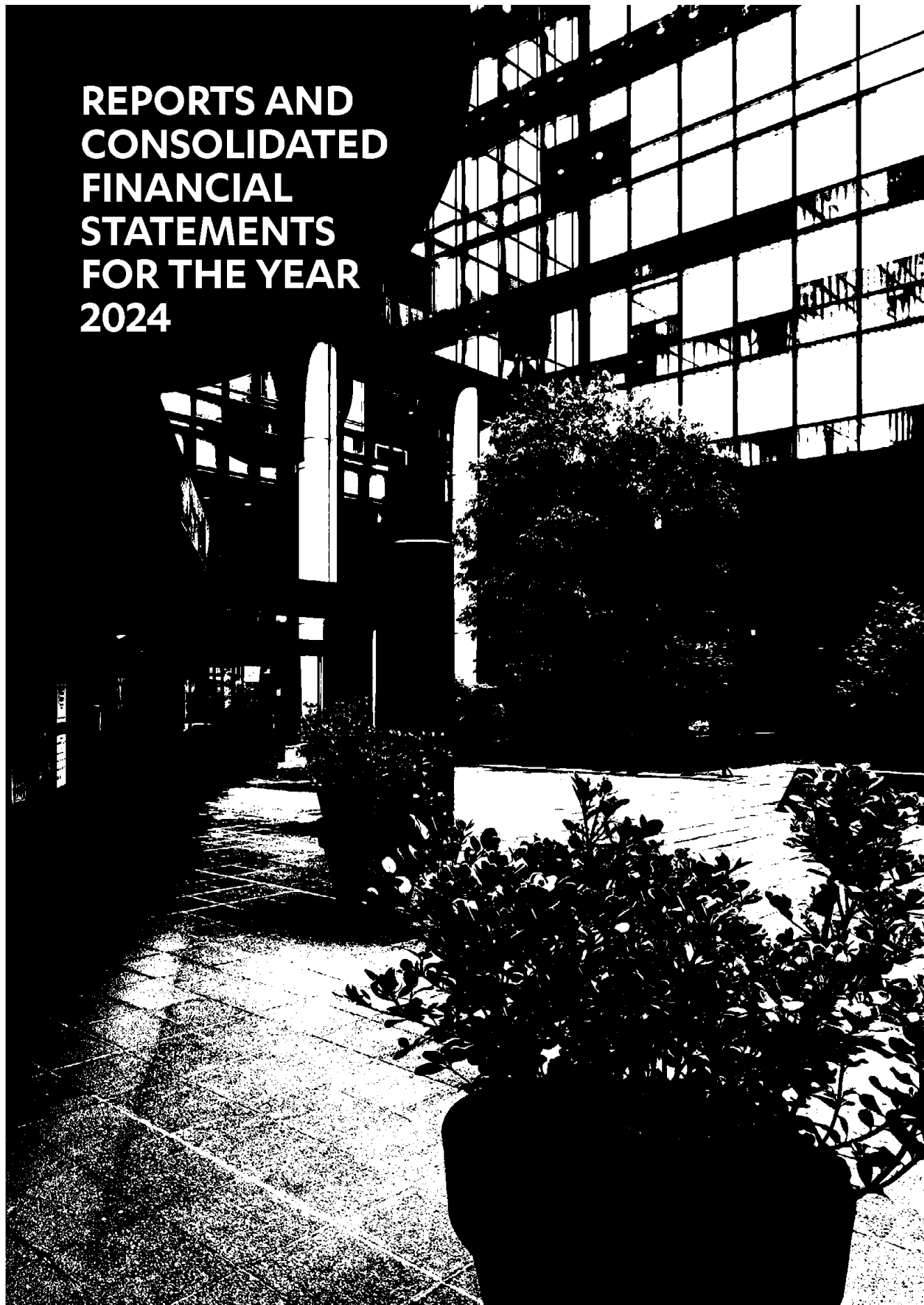
Enrico Marchini

Independent Auditors

PricewaterhouseCoopers SpA



REPORTS AND CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR 2024





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1

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1.1

BOARD OF DIRECTORS'
MANAGEMENT REPORT
ON GROUP OPERATIONS



Board of Directors' Management Report on Group operations

BOARD OF DIRECTORS' MANAGEMENT REPORT ON GROUP OPERATIONS

Introduction

The consolidated financial statements of the Nexi Group were drafted, as per Italian Legislative Decree 38 of 28 February 2005, pursuant to IFRS accounting standards issued by the International Accounting Standards Board (IASB) and the relevant IFRIC (International Financial Reporting Interpretations Committee) interpretations, endorsed by the European Commission, as provided for by Regulation (EC) No 1606 of 19 July 2002. Furthermore, for the purpose of preparing the financial statements as at 31 December 2024, reference was made to the ESMA document "European common enforcement priorities for 2024 corporate reporting" of 24 October 2024 and Call for Attention no. 2/24 issued on 20 December 2024 by Consob concerning the disclosure of the 2024 financial statements.

Nexi's consolidated financial statements as at 31 December 2024 in the iXBRL format as required by Delegated Regulation 2019/815 are made available to the public in the Financial Statements section of Nexi's website at www.nexigroup.com.

The consolidated financial statements consist of a Statement of Financial Position, an Income Statement, a Statement of Comprehensive Income, a Statement of Changes in Equity, a Statement of Cash Flows, the Notes to the Financial Statements and relevant comparative information, and also features the Management Report addressing the Group's management, assets and liabilities, financial position and profit or loss performance. Furthermore, the Financial Statements as at 31 December 2024 are audited by PricewaterhouseCoopers SpA, as is the expression of an opinion on the conformity of the annual financial statements and the consolidated financial statements with the provisions of the aforesaid "Delegated 2019/815" Regulation.

The information concerning corporate governance and the ownership structures called for by Article 123 bis of the Italian Consolidated Law on Finance (i.e. *Testo Unico della Finanza*; hereinafter, "TUF") is included, as allowed, in a separate Report, approved by the Board of Directors and published together with these Financial Statements, which can be consulted under the Governance section of Nexi's website (www.nexigroup.com).

This document includes the Sustainability Reporting, prepared pursuant to D. Lgs. No. 125 of 6 September 2024, published in the Official Gazette on 10 September 2024, which transposes in Italy the CSRD 2022/2462 Directive.

The website also discloses, pursuant to Article 123 ter of the TUF and as per the relevant approval procedures, information on remuneration.

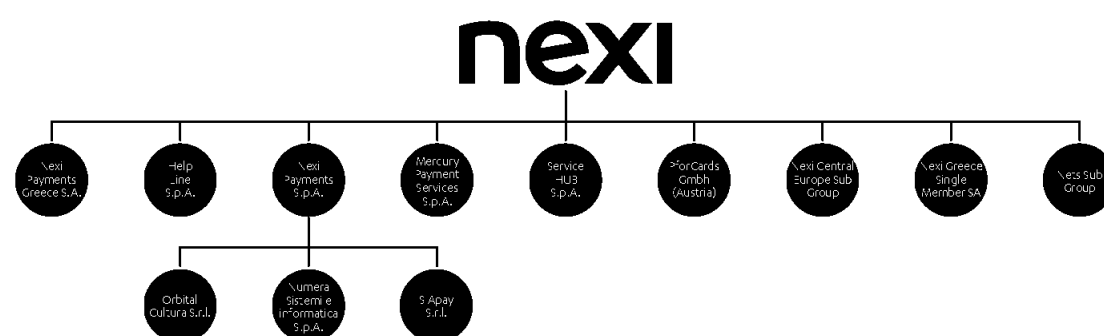
Board of Directors' Management Report on Group operations

The Nexi Group

The Group's Parent Company is Nexi SpA, listed on Borsa Italiana's Euronext Milan as of 16 April 2019.

The Nexi Group remains the main operator in Italy and one of the main operators in Europe in the paytech sector, and as at 31 December 2024 is comprised of the Parent Company Nexi SpA and the subsidiaries listed under section 1 of the Notes to the Financial Statements. Compared to 31 December 2023, the Group's scope did not change significantly.

Below is a list of companies directly controlled by Nexi SpA. With regard to the "Sub Group Nets" and the "Sub Group Nexi Central Europe", please refer to the aforementioned section of the Notes.



Based on representations provided pursuant to Article 120 of Italian Legislative Decree 58/1998 and on further information available, as at 31 December 2024, Nexi SpA's major shareholders are:

- Evergood H&F Lux S.à.r.l.: 21.19%
- Cassa Depositi e Prestiti SpA: 14.46%
- Mercury UK HoldCo Ltd: 9.86%
- Eagle (AIBC) & Cy SCA: 6.47%
- Poste Italiane SpA: 3.78%
- AB Europe Investment S.à.r.l.: 2.14%
- Neptune BC: 1.15%
- Float: 40.95%

It should be noted that the composition of the shareholders of the Nexi Group has changed as of 15 February 2025 following the acquisition by Cassa Depositi e Prestiti S.p.A. of the shareholding of Poste Italiane S.p.A.'s stake in Nexi amounting to 3.78% of its the share capital.

Macroeconomic Landscape

The year 2024 saw moderate growth in the global economy compared to previous years. After the post-pandemic economic rebound and the inflationary challenges of the past few years, global growth was estimated to be around 2.5%-3% according to the forecasts of organisations such as the International Monetary Fund (IMF) and the World Bank, with the US maintaining around +3% YoY GDP growth, continuing the trend observed in the first half of the year, while the EU saw a weak recovery from the end of 2023, but remaining in the region of 1% YoY. Finally, China maintained the momentum of 2023, with +5% YoY, although with a second half of the year lower than expected, mainly influenced by weak domestic demand.

Inflation remains one of the most important variables in the current macroeconomic environment, especially for developed countries and some emerging economies, although the phenomenon continues to recede from the record levels of 2022 and 2023.

The main unknown factor for future development is the policy that will be implemented by the new US administration and the related impacts that may result, with reference to international trade due to potential protectionist measures and the ever-present geopolitical tensions also related to the ongoing military conflicts in Ukraine and the Middle East.

The picture that emerges is one of uncertain global economic growth. Lower inflation would offer relief, but trade tensions, high debt burdens and geopolitical risks cloud growth prospects.



Board of Directors' Management Report on Group operations

The European Economy

In 2024, gross product trends in Europe performed relatively softly, with an estimated economic growth in the region of 1% YoY. This slower growth compared to previous years can be summed up in three main causes: (i) the weakness of demand for goods and services from the main trading partners (the United States and China), with a consequent slowdown in exports; (ii) tensions linked to the war in Ukraine and the uncertain geopolitical context, which negatively affected investor and business confidence; (iii) the effects of the ECB's monetary policy, adopted mainly to counter inflation, which however had a negative impact on investments and domestic consumption.

Despite the stabilisation of rates in the range of 4-5% in many parts of the EU, inflation still remains high compared to historical pre-pandemic values, and continues to be a factor especially with respect to its "core" component, which is influenced by factors such as wage increases and rising production costs.

In this sense, the European Union's monetary policy continues to be geared towards combating inflation, which explains the choice of relatively high interest rates, trying to maintain the trade-off between supporting economic growth on the one hand and returning inflation to the medium-term 2% rate on the other.

The EU member states' focus on reducing the debt-to-GDP ratio continues, and many of their fiscal policies are being developed in this direction, with the EU at the same time initiating a review of fiscal rules to try to make the Stability and Growth Pact more flexible while maintaining fiscal discipline.

The balance of the labour market in Europe was positive, with employment growing and the unemployment rate in the EU reaching an all-time low of 5.9% in October and expected to fall in the coming years.

The Italian Economy

Italy's GDP showed moderate but still positive growth in 2024, broadly in line with the eurozone average. Growth was mainly driven by the service sectors, especially tourism and domestic consumption, which benefited from a post-pandemic recovery. The GDP growth rate thus remained relatively low with forecasts indicating a slowdown from 2023.

Inflation in Italy continued to be influenced by various global factors, such as commodity price developments and the European Central Bank's monetary policy. After the surge in inflation in previous years, 2024 saw a slowdown in the inflation rate. Price growth remained above the ECB target (close to 2%), but stabilised at lower levels of around 4-5%. Lower energy prices and a certain stabilisation of food costs contributed to this moderation, but the pressure on consumers remained, especially in the food and service sectors.

Unemployment in Italy in 2024 showed signs of improvement, albeit with youth unemployment rates still high compared to the European average. The labour market saw some resilience, with increased employment in the southern regions thanks to public incentives and initiatives to boost SMEs.

Reference Markets

Market trends in 2023 confirm a slowdown in digital payments as a result of the weakening consumer economy (falling from +14% in 2022 to +6% in 2023 in nominal terms), but confirming the vibrancy of the sector itself, both in terms of the supply of payment and acceptance solutions, and in terms of demand in increasingly embracing their added value.

The Bank of Italy data show first of all that, except in the case of the exogenous shock of the recent pandemic and the consequent lockdown, this is the first time that cash withdrawals have contracted year-on-year (-1.4%). This change also "mathematically" certifies the trend towards replacing cash payments with digital alternatives, the growth of which the Bank of Italy itself places at +11.5%.

The economic slowdown affected the various product types in a similar way, with slowdowns of 7-8 points compared to 2022. Debt is the type showing the highest growth (+13.1%), benefiting from the progressive substitution of credit products by the banking channel. In fact, the credit product itself expanded by just over half (+7.6%), while prepaid cards maintained a double-digit increase (+11.8%). In 2024 the Polytechnic University of Milan estimated a growth of digital payments of around 8%, mainly driven by debit products (+9%).

Structural dynamics are also accompanying the transition to digital payments. According to the Bank of Italy's Annual Report, there were 3,268 thousand POS devices in circulation at the end of 2023, an increase of +6.9%, while the number of ATMs fell from 47 thousand in 2022 to 46 thousand in 2023 (-2.1%).

Looking at the dynamics of digital payments in Europe, three brackets of countries broken down by rate of development emerge. In the fastest-growing bracket, above 20%, are several eastern countries: Bulgaria (26%), Serbia (25%), Croatia (25%), Hungary (20%) and Romania (20%). Then there is a group of countries with lower but still double-digit growth, such as Luxembourg (15%), Portugal (13%),

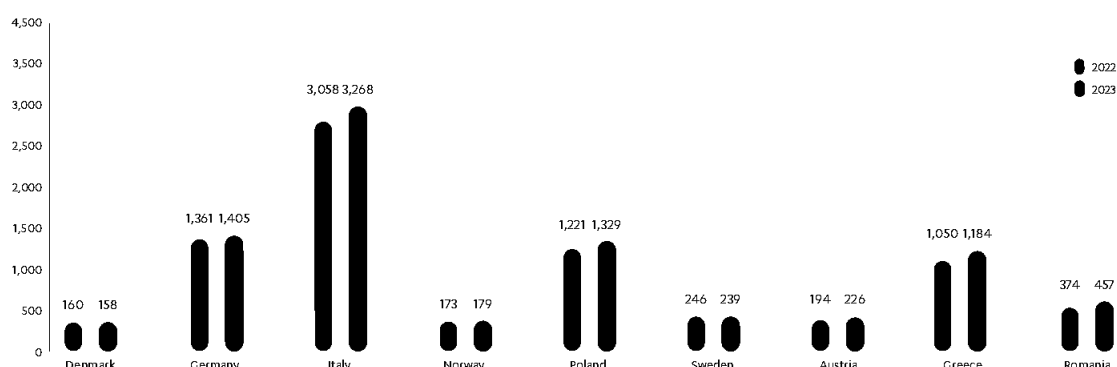


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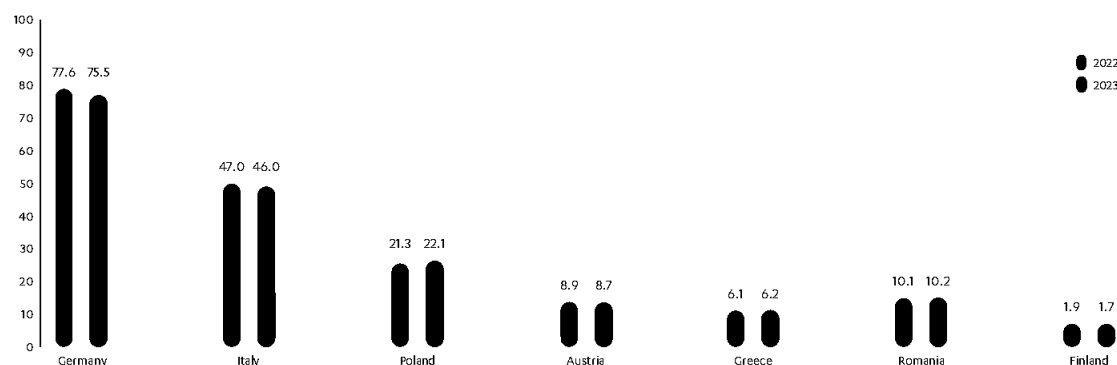
Slovakia (13%), Poland (13%), Slovenia (13%), Austria (12%), Czech Republic (12%), Belgium (12%), Germany (11%), Russia (11%), Spain (10%), Latvia (10%) and France (10%). In the third bracket, with single-digit increases, we find countries that are on average more penetrated by digital tools, typically the Nordics, and others: Ireland, Finland, Estonia, the Netherlands, Norway, Lithuania, the United Kingdom, Switzerland, Sweden, Denmark and Greece.

According to the Bank of Italy's Annual Report, the 2023 stock of Home and Corporate Banking stations amounted to 58,582 thousand household installations (+8%) and 4,485 thousand corporate installations (-9%). The number of active client companies fell from 1,471 to 1,318 thousand.

Number of Poss ('000) - ECB Source



Number of ATM ('000) - ECB Source





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Significant Events during the Reporting Period

Acquisition of Merchant Acquiring Activities from the Sparkasse Group

The acquisition of the merchant acquiring business from the Sparkasse Group, which was signed on 29 December 2023, was closed on 31 May 2024. The agreement concerns the transfer of the merchant acquiring business to the Nexi Group and the creation of a long-term partnership aimed at the promotion and exclusive placement of all merchant acquiring products and services of the Nexi Group through the Sparkasse Group's commercial network.

The transaction above is a business combination that was accounted for in accordance with IFRS 3. For further information, please refer to section 39 of the Notes.

Acquisition of Merchant Acquiring Activities from Banca Popolare di Puglia e Basilicata

On 17 October 2024, Nexi S.p.A. signed an agreement with Banca Popolare di Puglia e Basilicata ("BPPB") for the transfer of merchant acquiring activities to the Nexi Group and for the creation of a long-term partnership aimed at the promotion and exclusive placement of all merchant acquiring products and services of the Nexi Group through BPPB's commercial network.

The agreement will enable the Nexi Group to further develop the payments market for local businesses by enriching its offering with innovative solutions and services.

On 29 November 2024, Nexi Payments S.p.A. was designated as the final buyer of the aforementioned activities.

The closing of the transaction is subject to certain preparatory activities and obtaining the necessary authorisations from the relevant authorities and is expected to take place in H1 2025.

Divestment of Capital Market Businesses

On 19 December 2024 a sale agreement was signed between Nexi Payments and Base Digitale (part of the Sesa Group) regarding part of the Capital Markets perimeter, focused on the provision of specialised services in the management of financial markets and stock exchanges, a business that generated Euro 3.6 million in revenue in 2024.

The transaction, which as at 31 December 2024 had yet to close, had no impact on the financial statements.

Changes in Group Debt

The Group's gross financial debt decreased significantly compared to 31 December 2023, mainly as a result of the repayment – without recourse to new financial debt – of the bond issued by Nassa Topco AS in the amount of Euro 220 million (the "Nassa Topco Bond Loan") on 8 April 2024, for the repayment of the bond loan issued by Nexi SpA in the amount of Euro 476 million (the "2024 Bond Loan") which took place on 31 October 2024 and finally for the repayment of the first instalment of the loan with Banco BPM SpA in the amount of Euro 60 million (the "BBPM Credit Line") which took place on 16 December 2024. All financial debt was repaid through the use of available financial resources.

Consequently, the Group's gross financial debt at 31 December 2024 was reduced by about Euro 765 million compared to 31 December 2023, to Euro 6,450 million, and consists of the following third-party financing granted to Nexi SpA:

- a bank loan contract signed by Nexi SpA disbursed on 23 December 2021, pursuant to which Banco BPM SpA granted a variable rate credit line for a total original amount of Euro 200 million (the "BBPM Credit Line"). The BBPM Credit Line was partially repaid for 30% of the amount (Euro 60 million) on 16 December 2024, while the remaining 70% is to be repaid with the second and final instalment on 15 December 2025;
- a bond loan with a current nominal amount of Euro 926 million, with a semi-annual coupon at a fixed rate of 1.625% p.a., issued at par by Nexi SpA on 29 April 2021 and expiring on 30 April 2026 (the "2026 Bonds");
- a bank loan contract signed by Nexi SpA and disbursed on 14 July 2022, pursuant to which BPER Banca SpA granted Nexi SpA a variable rate credit line governed by Italian law, for a total amount of Euro 50 million (the "BPER Credit Line"). The BPER Credit Line has been fully used and is to be repaid in a lump sum on 30 April 2026;
- a loan agreement signed by Nexi SpA and disbursed on 30 June 2020, pursuant to which certain lending institutions have granted a so-called variable rate term credit line, for a total current amount of Euro 366.5 million (the "Term Loan"). The Term Loan is fully used and will have to be repaid in a lump sum upon expiry on 30 June 2025;



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- a variable rate loan agreement (the "IPO Loan") stipulated on 20 March 2019 by Nexi SpA (as subsequently amended), under which certain financial institutions have granted (i) a so-called term credit line for an amount currently equal to Euro 1,000 million (the "IPO Term Line"), fully disbursed and having a maturity in a single settlement on 31 May 2026; and (ii) a revolving credit line of Euro 350 million with the same maturity as the IPO Term Line, usable for multiple purposes and in multiple solutions, durations, currencies (the "IPO Revolving Line"), which was never used, and therefore today remains fully available;
- an equity-linked bond loan of a nominal amount of Euro 500 million, convertible into ordinary shares of Nexi SpA, issued at par on 24 April 2020, with a semi-annual fixed rate coupon of 1.75% p.a. and maturity on 24 April 2027 (the "2027 Convertible Loan");
- a variable rate loan contract (the "2022 Term Loan") stipulated on 2 August 2022 by Nexi SpA, under which certain financial institutions granted a credit line totalling Euro 900 million, fully used and due in a single payment on 2 August 2027. In order to limit the risk of exposure to interest rates, the 2022 Term Loan was entirely subject to a hedging transaction that qualifies for hedge accounting, and specifically as a cash flow hedge realised through the subscription of interest rate swap derivative instruments finalised in the fourth quarter of 2022. In July 2023, the 2022 Term Loan was successfully converted to a sustainability-linked loan format;
- an equity-linked bond loan of a nominal amount of Euro 1,000 million, convertible into ordinary shares of Nexi SpA, and issued at par on 24 February 2021, that does not pay interest and with maturity on 24 February 2028 (the "2028 Convertible Loan");
- a bond loan with a nominal amount of Euro 1,050 million, with a semi-annual coupon at a fixed rate of 2.125% p.a., issued at par by Nexi SpA on 29 April 2021 and expiring on 30 April 2029 (the "2029 Bonds" and, together with the 2024 Bond Loan, the 2026 Bonds, the "Bond Loans").

As at 31 December all covenants provided for by the Group's medium/long-term financing (described in section 38) were complied with.

In summary, as at 31 December 2024, the structure of gross debt is as follows:

(Amounts in million euros)

	Dec. 31, 2024	Dec. 31, 2023
2024 Bond Loan	-	477
2027 Convertible Bond	479	470
Term Loan	371	365
IPO Loan	1,013	999
2028 Convertible Bond	931	910
2026 Bonds	926	924
2029 Bonds	1,047	1,046
BBPM Credit Line	140	199
BPER Credit Line	50	50
2022 Term Loan	897	896
Nassa Topco Bond	-	219
Ratepay funding	73	110
Other financial liabilities	523	549
Total	6,450	7,215

The item "Other financial liabilities" mainly includes the lease liability (Euro 130 million), liabilities related to earn outs or deferred prices mainly connected to certain M&A transactions executed by the Group (Euro 362 million), in addition to the negative fair value of derivatives (Euro 25 million).

Remuneration Policy

With regard to the Group's personnel remuneration policy, the Shareholders' Meeting of the Parent Company Nexi SpA held on 5 May 2022 approved the new Long-Term Incentive Plan (LTI Plan). This LTI Plan envisages the free assignment of two categories of rights over a medium-long term time horizon divided into three three-year cycles (2022-2024, 2023-2025 and 2024-2026) to selected employees, the categories being "performance shares" rights and "restricted shares" rights, which, under the terms and conditions set out in the LTI Plan rules, entitle the beneficiaries to receive shares in Nexi SpA. During the second half of 2024, rights for the third cycle (2024-2026) were allocated to the beneficiary employees.

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With respect to the previous LTI Plan, which was approved by the Shareholders' Meeting of Nexi SpA on 12 March 2019, the shares vested in relation to the third 2021-2023 cycle were granted starting in June 2024.

The cost of the LTI Plans, recognised in the 2024 financial statements with a balancing entry to Shareholders' equity, amounts to Euro 14 million, as further detailed in note 38.2 to the financial statements.

Furthermore, as more fully described in Note 38.1 to the financial statements, Mercury UK HoldCo issued a number of share-based incentive plans ("Stock Grants" or "Plans") having Nexi SpA's shares as underlying assets, which resulted in the recognition of costs of Euro 4 million as a balancing entry to Equity.

Group Activities

Present in more than 25 countries, Nexi is one of the main players operating in Europe in the digital payments sector by virtue of a consolidated leadership in Italy and the Scandinavian markets, historically overseen by Nets, as well as a strong presence in Central and South-Eastern Europe.

In 2024, directly or through its partner banks, the Nexi Group managed an aggregate volume of more than 40 billion transactions for the entire value chain on the acquiring front and on the issuing front, corresponding to a total amount of Euro 1,767 billion.

The Group conducts its business through the following business lines: Merchant Solutions, Issuing Solutions and Digital Banking Solutions.

Merchant Solutions

Through this business line, which also includes the E-commerce Business Unit, the Group provides the services necessary to enable merchants to accept digital payments, including through commercial relationships with partner banks, for transactions carried out physically at retail outlets and digital transactions on the internet (*e-commerce*).

The services provided by this company unit can be subdivided into payment processing services, payment acceptance services (or acquiring services), and POS management services. Nexi operates under several service models, which vary depending on the nature of the Group's relationships with partner banks, which vary and, therefore, determine value chain presence, and the relative activities are managed internally and/or outsourced depending on the service models. Payment services on the *acquiring* side encompass the entire range of services that allow a merchant to accept payments either through cards or other digital payment instruments belonging to credit or debit schemes.

POS management services include configuration, activation and maintenance of POS terminals, their integration within merchant accounts *software*, fraud prevention services, dispute management, as well as customer support services via a dedicated *call centre*.

Thanks to the breadth of services offered, the different types of payment accepted, geographical coverage and value-added services, the Nexi Group can offer a *one-stop-shop* model for merchants from various European countries. The offer of this business area includes end-to-end solutions aimed at guaranteeing payment acceptance, such as to allow merchants to use the Nexi Group as a single supplier.

Furthermore, a wide range of value-added services is offered to merchants based on their growth and changing needs throughout their business life cycle, including but not limited to invoice and receipt management, consumer financing (as well as for the merchants themselves), as well as loyalty and omni-channel solutions.

Issuing Solutions

Via this business line, the Group and its partner banks provide a wide range of issuing services, namely services relating to the supply, issue and management of private and corporate payment cards, with advanced fraud prevention systems ensuring fast, reliable and secure user authentication and fast payments. Furthermore, the Group provides processing and administrative services such as payment tracking and the production of monthly statements, data analysis and price-setting support services, customer service and dispute management, as well as communication and customer development services through promotional campaigns and loyalty programmes. The Issuing Solutions division provides services for the issue of payment cards almost exclusively through partner banks (issuance in partnership with banks).



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The majority of cards issued envisage monthly repayment of the exposure by the holders ("balance"), while cards that allow the holder to repay in instalments ("revolving") are used exclusively in the case of issuance in partnership in order to limit credit risk by having the partner banks assume the risk of holders' insolvency. Therefore, the credit risk in this business line is entirely shouldered by partner banks. The Group issues a limited number of deferred debit cards and prepaid cards without the assistance of a partner bank. The business division also includes operations and processing services provided in relation to national debit card schemes in Denmark ("Dankort") and Norway ("BankAxept").

Digital Banking Solutions

Through this business line, the Group provides ATM terminal management, clearing, digital corporate banking, as well as network services. The Group is responsible for installing and managing ATMs on behalf of partner banks. Of the ATMs managed, more than half are so-called "cash in" machines, which allow both withdrawing cash and making deposits. The service can provide for the complete management of the machines (so-called full fleet), or only part of the services (so-called outsourcing).

In the Italian market, the Group operates as an Automated Clearing House (ACH) for domestic and international payments pursuant to standard interbank regimes. By means of a dedicated platform, the Group offers member banks the possibility of exchanging flows containing collection and payment instructions, as well as the calculation of bilateral and multilateral balances to be settled at a later date (so-called settlement). The range is completed by the "ACH Instant Payments" service, focused on the management of instant credit transfers, which stands out for its speed of execution and continuous availability of the service. For international clearing services, the Group continues to be the platform provider of EBA Clearing (the leading European clearing house for SEPA products).

The Group provides partner banks' corporate customers with digital banking services for the management of current accounts and payments. The latter fall within the following four categories:

- *Electronic/mobile banking services*: development of dedicated e-banking platforms.
- *CBI, pension and collection services*: development of payment platforms capable of providing group accounts and payment management services and provision of the CBI service, which has become a payment centre connected with public authorities.
- *CBI Globe – Open Banking*: provision of the service that allows the interconnection between banks and third parties through dedicated platforms to make the management of bank accounts by customers easier and more efficient, offering both information and instruction services, taking advantage of the business opportunities introduced by PSD2.
- *Digital and multichannel payment support services*: provision of applications for invoice management and storage, prepaid card re-loading, bill payments, postal payments and other services through the internet, smartphones and ATMs.

The Group also provides network and access services to the Eurosystem's Target Services.



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Group Financial and Business Performance

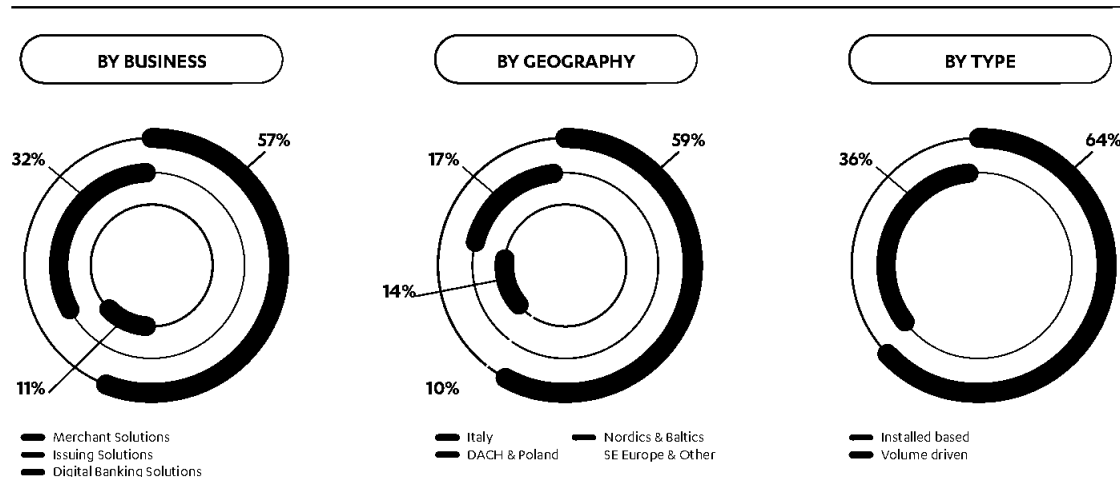
During the year ending 31 December 2024, the Group recorded – on a comparable basis – revenue growth of 5.1% to Euro 3,514 million and EBITDA growth of 7.1% to Euro 1,863 million, with the margin improving to around 53%.

Main Group indicators

n. 40.7 billion transactions managed (+7.8%)	Euro 3,514 million in Operating Revenues (+5.1%)	Euro 447 million in Capex
Euro 1,767 billion in transactions managed (+4.0%)	Euro 1,863 million in EBITDA (+7.1%)	Net Financial Position Euro (5,045) million

Note: the changes indicated above are calculated on a yearly basis. Revenue and EBITDA are shown on a pro-forma basis (please refer to the "Group Performance" section). The Capex above do not include the effects of IFRS 16.

2024 revenue breakdown



Business Unit: Financial and Business Performance

During the year **Merchant Solutions** posted revenue of Euro 1,996 million¹, a year-on-year increase of 6.3%, adjusted for the insignificant effects of exchange rate changes. In the period the Group handled about 20 billion transactions, up 7.4%, for a value of Euro 851 billion, up 3.2%, mainly thanks to the contribution of international schemes. In continuity with what was observed in recent years, volumes in the e-commerce channel grew at a higher rate, triggering a robust, uniform revenue dynamic across the main geographies. Across the Nordic markets, against a backdrop of weaker-than-expected consumer spending, Nets pressed ahead with strategic initiatives defending its overall market leadership and, at the same time, with exploiting selected market opportunities, such as "Nets financing" cash advance (launched also on E-com channels in Finland), helping SMEs fund working capital, DCC and digital receipt functionalities. The positive NPS developments confirmed the quality of the customer service in key-markets. In addition, the collaboration with Integrated Software Vendors (ISVs) has been fostered in line with our overall strategy aimed at backing the ongoing convergence of digital payments and software for SMEs. This included various commercial model ranging setting up strong partnerships to the direct integration of software solutions in Nexi product and value proposition.

In the Italian market, the Group further accelerated its strategy of developing new distribution channels focused on the SME segment. Marketing and promotion activities saw the strengthening of initiatives carried out together with banking partners and the extension of other commercial projects through multiple channels, with sales through retail outlets, with all digital channels, and with an increased presence of the direct network. A further push was given to product commercialisations based on advanced solutions (SmartPOS and SmartPOS Register) while maintaining a focus on mobile and extended acceptance solutions (MPOS and SoftPOS). During the year the Smartphone app-based acceptance solution (SoftPOS) also became more popular due to the launch of the Apple iOS version, which

¹ Including the non-significant effects of the Sparkasse transaction as at the closing date.



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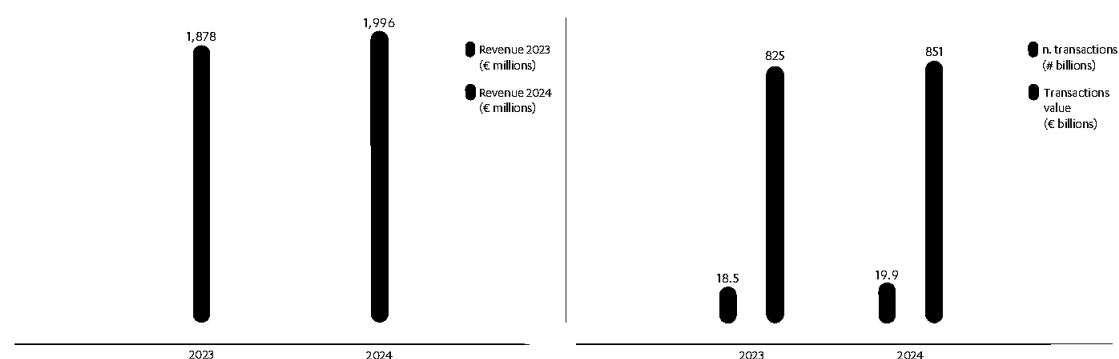
made this new acceptance product available to all target customers. In the LAKA segment, the evolution of the offer and omni-channel gateway services continued, maintaining the focus on specific vertical segments with dedicated payment solutions (in particular Fuel, Utilities/Telco, Grocery and Retail). A new partnership was signed with Amazon Italia, thanks to which Amazon.it customers will also be able to pay for their purchases via Bancomat Pay, expanding the choice of payment methods. In the e-commerce market, business development showed excellent growth on SME acquisitions, with volumes of new gateway activations increasing by more than 50% compared to 2023. The e-commerce market also saw the extension of the partnership agreement with Compass (Mediobanca Group), which provides for the integration of the PagoLight service with the Nexi XPay offer in order to provide a flexible and complete range of solutions and simplify the purchase process with payment in instalments. On the M&A front, the integration of the Sparkasse Group merchant acquiring and POS management business was successfully completed.

In 2024, the DACH and Poland region made significant strides in customer service, onboarding, and overall business growth. A continued focus on SMEs drove strong progress, supported by expanding partnerships in the integrated software and cashier segments. Orderbird played a key role as a flagship partner, expanding the "Nexi Partner Portal", a next-generation payment platform designed for independent software vendors across various industries, including retail and hospitality. Enhancements in sales steering and continued focus on pricing optimization helped drive new business growth, even with a leaner sales force. The launch of Nexi Financing and Nexi SoftPOS further complemented the Group's offering. E-Commerce maintained momentum by further marketing Nexi Checkout, an off-the-shelf solution for mid-market businesses. At the same time, tailor-made solutions like Computop's Paygate platform addressed the needs of more complex business models.

Poland kept delivering double-digit top-line growth, thanks to both merchant acquiring and ecommerce. In order to protect profitability and reduce client churn, the Group implemented a number of pricing initiatives, while adding and promoting VAS services (primarily, merchant financing and DCC).

KPIs in the South-East Europe region kept growing with solid business dynamics in Greece, boasting improved profitability of merchants' portfolios, and other key markets.

Merchant Solutions



Issuing Solutions generated revenues of Euro 1,129 million, with an annual growth of 4.2%, against about 21 billion transactions handled, an increase of 8.3% compared to the year 2023 – a double-digit one on international schemes – and corresponding to Euro 915 billion in market value, an increase of 4.8%.

In the Italian market, the drive to sell the updated international debit product continued (+2 million cards YoY) and there was substantial stability in the numbers of credit cards (bank customers under licensing), maintaining a greater focus on the premium and corporate segment. The range of products aimed at the youth target (14-30 years old) was renewed, with native solutions integrated into digital channels in order to provide the new generations with products closer to their needs and with a high focus on sustainability, including through the use of green materials. Growth continued in mobile payment transaction volumes (+45%) with over 9.8 million payment cards registered (+37%) as well as the demand for "Buy now pay later" solutions (use up 8% for over 1.3 million plans activated in the year). In 2024 Nexi entered into a partnership with Bancomat where Nexi will provide the centralised application and technology infrastructure that will provide participating Issuers and Acquirers with routing, clearing and control services on BANCOMAT schemes and will progressively fully replace the current application centres starting in 2025.

In the Nordic region, the overall performance was marked by incremental sales growth and significant improvement in other business

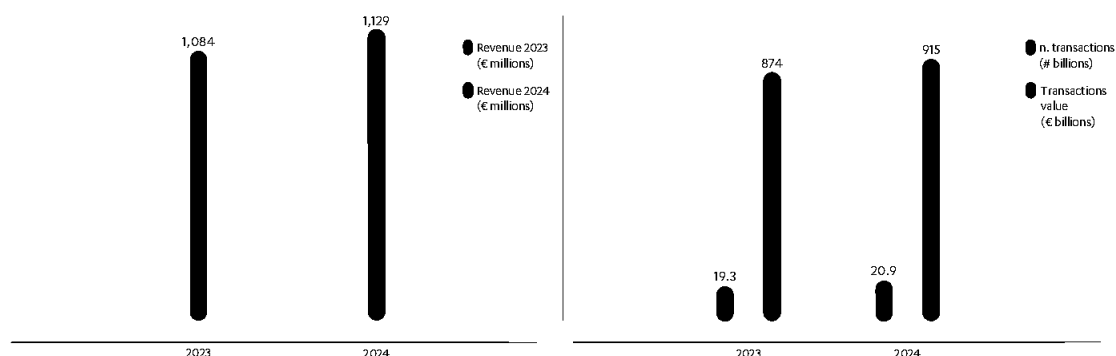


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KPIs. The Group's comprehensive solutions have been highly regarded, facilitating advanced discussions regarding Customer Value Management products tailored for issuer clients. Furthermore, the critical migration to the UNI platform has been progressing smoothly in Finland and Norway, with key milestones achieved successfully without any operational disruptions.

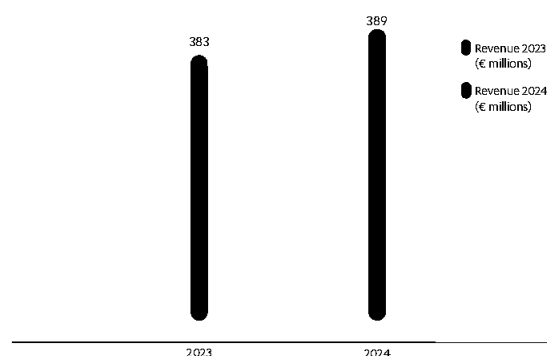
In the DACH and Poland region, the Group made significant progress in terms of strategic footprint and market shares, first and foremost thanks to the landmark partnership with Commerzbank. Phase 1 of the partnership with the Frankfurt-based bank was successfully implemented and went live in June, with Phase 2 proceeding smoothly on schedule. Finally, the multiple initiatives around value-added services kept delivering promising results. Overall the Group recorded a double-digit revenue growth in the German market.

Issuing Solutions



Finally, **Digital Banking Solutions** posted revenue of Euro 389 million, up 1.6% year-on-year, due to significant volume growth of the SEPA Clearing platforms and thanks to the new anti-fraud functionality for credit transfers and instant payments (FPAD), the expansion of the international customer base served with ESMIC access network solutions and the promotion of the Banks Payment Hub solution. In Italy, the development of innovative services, starting with the new "CBI Hub Cloud" multi-bank corporate banking system, and the growth of Open Banking volumes and functions continued. As far as the Public Administration is concerned, worthy of note are the awarding of the European tender for services related to the management of the "pagoPA" platform ("Payment Hub" and Payment Gateway), as well as the expansion of the offering with new digital services. In the ATM area, the Group acquired new banking customers, expanded the VAS (Value-Added Services) range and further expanded its DCC service coverage in Italy and South-East Europe.

Digital Banking Solutions





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Group Performance

Reclassified Consolidated Income Statement as at 31 December 2024

The reclassified consolidated Income Statement highlights, in a multi-step format, net result determinants for the period by reporting items commonly used to provide a condensed overview of company performance.

Said items are ranked as "Alternative Performance Measures" (APMs) pursuant to the Consob communication of 3 December 2015 which, in turn, encompasses the European Securities and Markets Authority (ESMA) guidelines of 5 October 2015. Please refer to the appropriate section on disclosures pursuant to said communication.

Note that in continuation with the Group financial statements as at 31 December 2023, the subsidiary Ratepay (Germany) engaged in the "Buy now, pay later" segment, is considered a "non-core" activity from a strategic point of view. The following table therefore excludes the contribution to revenues and EBITDA and shows the net result among the "non-recurring items".

(Amounts in million euros)

	Reported Income Statement 2024	Proforma effects 2024 (**)	Proforma Income Statement 2024	Reported Income Statement 2023	Proforma effects 2023 (**)	Proforma Income Statement 2023	Delta % Reported	Delta % Proforma
Merchant Solutions	1,995	1	1,996	1,863	15	1,878	7.1%	6.3%
Issuing Solutions	1,128	0	1,129	1,085	(2)	1,084	4.0%	4.2%
Digital Banking Solutions	389	-	389	383	-	383	1.6%	1.6%
Operating revenues	3,513	2	3,514	3,331	13	3,344	5.5%	5.1%
Personnel-related costs	(742)	(0)	(742)	(730)	(2)	(732)	1.6%	1.3%
Operating costs	(908)	(0)	(909)	(871)	(1)	(873)	4.3%	4.2%
Total costs	(1,650)	(1)	(1,651)	(1,601)	(4)	(1,605)	3.1%	2.9%
EBITDA(*)	1,862	1	1,863	1,730	10	1,739	7.7%	7.1%
Depreciation and amortization	(914)			(895)			2.1%	
Interests & financing costs	(228)			(245)			-6.8%	
Non recurring items	(332)			(1,459)			-77.2%	
Result before taxes	388			(869)			n.s.	
Income taxes	(217)			(133)			62.6%	
Minorities	(4)			(3)			14.0%	
Profit/(loss) attributable to the Group	167			(1,006)			n.s.	

(*) The EBITDA shown above is "Normalised EBITDA" whose definition is provided in the "Alternative Performance Measures" section.

(**) Figures at constant exchange rates, which also include the – insignificant – results of the Sparkasse merchant book from the date of closing (May 2024)

Overall, Group revenues increased by 5.1% year-on-year due to a higher contribution from all business units (as better described below). Similar to last year, Merchant Solutions generated 57% of Group revenues, while Issuing Solutions and Digital Banking Solutions contributed 32% and 11% respectively. In terms of geographical distribution, as expected the DACH & Poland and South-East Europe regions recorded the highest growth rates, while revenue generation in the Nordics quadrant was weaker.

Total costs for the period (excluding depreciation and amortisation) increased by 2.9%, mainly due to the increase in volumes and business and inflationary pressure, while personnel-related costs increased moderately (+1.3%), mainly due to the savings resulting from the redundancy incentive plan. Generally speaking, cost dynamics benefited from integration synergies in the most significant IT expenditure items and other efficiency initiatives to protect the Group's operating leverage.

On a like-for-like basis, this resulted in an increase in Group EBITDA of 7.1% and an improvement of the EBITDA margin (around 53%) by one percentage point compared to 2023.

Depreciation and amortisation totalled Euro 914 million, up slightly year-on-year, while interest on debt and similar charges decreased to Euro 228 million.



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Non-recurring charges recorded under EBITDA amounted to Euro 332 million, including costs related to the personnel restructuring plan (Euro 164 million), digital transformation and integration costs (Euro 93 million, down from last year), non-monetary charges related to the long-term incentive plans incurred by the Group and Sponsors ("LTI plans" and "Stock Grant plans", respectively, for a total of Euro 18 million) and costs directly related to M&A transactions (Euro 24 million), as well as components related to the sale or management of "non-core" activities.

As a result of the above and after taxes and minorities, there was a profit for the 2024 financial year of Euro 167 million.

Financial Position Highlights

The main financial position indicators are listed below.

Capex

The following table details Capex investments in 2024 and 2023.

(Amounts in million euros)

	2024	2023
Purchase of owned assets in property:	447	465
Ordinary tangible and intangible assets	373	376
IT and Strategy Transformation projects	74	89
Property investments	-	-
Increase of Rights of use (IFRS 16):	29	86
Tangible and intangible assets	29	86
Total Investments (Capex)	476	551

The "Ordinary tangible and intangible assets" item accounts for electronic systems (mostly connected to POSs and ATMs) as well as software and technology development.

The "IT & Strategy Transformation Projects" item refers to investments earmarked for the development of the Group's IT platforms and systems.

The item "Purchases of Rights of Use" refers to the "increases" in lease contracts resulting from the signing of new lease contracts as well as the extension of the term of existing lease contracts as at 31 December 2023.



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Net Financial Position

The Net Financial Position changed in 2024, as shown below:

(Amounts in million euros)

	At December 31, 2024	At December 31, 2023
A. Cash ^(*)	1,405	1,889
B. Cash equivalents	-	-
C. Other current financial assets	-	-
D. Liquidity (A) + (B) + (C)	1,405	1,889
E. Current financial debt	(765)	(810)
F. Current portion of long-term debt	(45)	(104)
G. Current financial debt (E) + (F)	(810)	(914)
H. Net current financial debt (G) - (D)	595	975
I. Non-current financial debt	(2,257)	(2,951)
J. Debt instruments	(3,383)	(3,350)
K. Trade liabilities and other non-current financial liabilities	-	-
L. Non-current financial debt (I) + (J) + (K)	(5,640)	(6,300)
M. Net financial position (H) + (L)	(5,045)	(5,326)

(*) The item includes the liquidity of the parent company Nexi shown in the item "Cash and cash equivalents" and the available liquidity generated during the period by the operating companies, shown in the financial statements under "Financial assets at amortised cost".

Note that as at 31 December 2024 all covenants envisaged by the Group's medium- and long-term financing had been complied with. For a description of the covenants and negative pledges see section 40 of the Notes.

The Net Financial Position presented above ranks as an "Alternative Performance Measure" (APM), as detailed in the relevant section below. The following is a reconciliation between the Statement of Cash Flows, in which only the liquidity of the parent company Nexi SpA is shown, and the Group's liquidity, which also includes the liquidity available in the operating companies and is shown under "Financial assets at amortised cost".

(Amounts in million euros)

	Statement of Cash Flows ⁽¹⁾	Reconciliation ^(*)	Group liquidity ⁽²⁾
Profit/(Loss) for the year	171	-	171
Depreciation/amortisation, unpaid taxes and other non-cash items	1,044	-	1,044
Cash flow of operations	1,215	-	1,215
Cash flow absorbed by financial assets/liabilities	(241)	242	1
Operating cash flow	974	242	1,216
Cash flow absorbed by investment activities	(354)	-	(354)
Cash flow absorbed by financing activities	(1,346)	-	(1,346)
Cash flow generated/absorbed in the year	(725)	242	(483)
Opening cash and cash equivalents	800	1,089	1,889
Closing cash and cash equivalents	75	1,330	1,405

(1) = Consolidated Statement of Cash Flows, reporting cash available at Parent Company level only as "cash and cash equivalents".

(2) = Liquidity of the Group included in the Net Financial Position: in addition to the parent company's cash, the definition of "cash and cash equivalents" also includes the liquidity available at the Operating Companies.

(*) = Difference resulting exclusively from the different definition of "cash and cash equivalents" equal to:

- The cash flow generated by operating companies in the year (Euro 820 million)

- The cash available from operating companies at the beginning of the year (Euro 1,089 million), remaining after distributions in 2024 to the Parent Company Nexi SpA (Euro 578 million)



Board of Directors' Management Report on Group operations

Alternative Performance Measures

In line with guidelines published on 5 October 2015 by the European Securities and Markets Authority (ESMA/2015/1415), and subsequent updates, and for the purposes of these consolidated financial statements, Nexi Group, as well as reporting figures for income statement and net financial position envisaged under the International Financial Reporting Standards (IFRS), also submits alternative performance measures derived from the aforesaid, providing management with a further means to evaluate Group performance.

In 2024, the alternative performance measures adopted by the Group were substantially unchanged compared with the previous financial year, in terms of both definition and calculation method.

Pursuant to standing rules and regulations, the following sections further detail Group APMs.

Operating Revenues

Nexi defines Operating Revenues as the Financial and Operative Income normalised in respect of non-recurring expenses and income, excluding, where applicable, net financial charges on Bond Loans and Financing. Excluded from operating revenues are those from non-core businesses, including companies or business units being divested. The following table details the reconciliation of the Financial and Operative Income to Operating Revenues in 2024 and 2023.

(Amounts in million euros)

	2024	2023
Financial and operating income	3,375	3,169
Interests and financing costs (*)	228	245
Non-recurring costs/(income) (**)	(91)	(80)
Operating costs/(income)	0	(4)
Operating Revenues	3,513	3,331

(*) In 2024 the item mainly includes interest and commissions on the funding of Nexi SpA and the interest and other net financial expenses of operating companies. Such costs are reported under "Financial and operative income" in the income statement.

(**) In 2024 the item consisted mainly of revenues relating to businesses classified as non-core as above indicated.

Normalised EBITDA

Nexi defines normalised EBITDA as profits/losses for the period adjusted for: (i) income (loss) after tax from discontinued operations; (ii) income tax on continuing operations; (iii) profit/loss on equity investments and disposals; (iv) net financial expenses related to Bond Loans (included in the net interest income); (v) net value adjustments/write-backs on tangible and intangible assets; (vi) non-recurring expenses and income, including those from non-core businesses/entities.

The following table details reconciliation of Group profits/losses for the period and normalised EBITDA for 2024 and 2023.

(Amounts in million euros)

	2024	2023
Profit/(Loss) for the year	171	(1,003)
Profits/(losses) after tax from discontinued operations	19	(21)
Income taxes	217	134
Profit/(loss) on equity investments and disposals of investments	1	14
Interests and financing costs (*)	228	245
Net value adjustments/write-backs on tangible and intangible assets	911	2,152
Non-recurring financial and operating income (**)	(91)	(80)
Other non-recurring expenses/income impacting EBITDA (**)	406	288
EBITDA	1,862	1,730

(*) Please refer to the table above.

(**) In 2024 the item consisted mainly of costs related to the personnel restructuring plan (Euro 164 million), digital transformation and integration costs (Euro 93 million, down from last year), non-monetary charges related to the long-term incentive plans incurred by the Group and Sponsors ("LTI plans" and "Stock Grant plans", respectively, for a total of Euro 18 million) and costs directly related to M&A transactions (Euro 24 million), as well as components related to the sale or management of "non-core" activities.



Board of Directors' Management Report on Group operations

Investments (Capex)

Nexi defines investments as tangible and intangible assets acquired in the period, as listed in the relevant table in the Notes to the Interim Financial Statements, concerning changes to tangible and intangible assets. Such an Alternative Measure does not include tangible and intangible assets acquired following business combination transactions. The specific item also includes the Capex related to the Rights of Use accounted for in accordance with IFRS 16.

Net Financial Position

The Net Financial Position is the balance between current and non-current financial liabilities and financial assets. More specifically, financial liabilities comprise the carrying amounts of the following items:

- bond loans issued and financing stipulated by the Group, included under "Financial liabilities measured at amortised cost";
- liabilities deriving from business combination transactions, consisting of the earn-out payables recognised under "Financial liabilities at fair value through profit or loss" and by the deferred financing cost recognised under "Financial liabilities measured at amortised cost";
- other financial liabilities, mostly consisting of liabilities under IFRS 16 (lease contracts) and included under "Financial liabilities measured at amortised cost" and any hedging derivatives with a negative fair value.

The item "Cash equivalents" includes the cash equivalents of Nexi SpA classified under "Cash and cash equivalents", and the liquidity available from the subsidiaries, included in the item "Financial assets measured at amortised cost" of the Statement of Financial Position.

New Financial Statements Project

In 2024 the Group initiated a project to revise its financial statement layouts in order to provide greater comparability with its main competitors.

The new financial statements will be used from 2025. The new Statement of Financial Position and Income Statement with balances as at 31 December 2024 are shown below for information purposes only.

(Amounts in million Euros)

	Dec. 31, 2024
Tangible assets	510
Goodwill	11,983
Other intangible assets	4,186
Equity investments	70
Deferred tax assets	251
Non-current financial assets	81
Other non-current assets	10
Non-current hedging derivatives	-
Total non current assets	17,091
Trade and other receivables	931
Current tax assets	16
Current financial assets	4,747
of which: Current Financial assets related to settlement	4,574
Other current assets	299
Current hedging derivatives	-
Cash and cash equivalents	1,405
Total current assets	7,398
Non-current assets held for sale and discontinued operations	6
Total assets	24,495



Board of Directors' Management Report on Group operations

(Amounts in million Euros)

	Dec. 31, 2024
Group Equity	10,934
Equity attributable to non-controlling interests (+/-)	23
Total shareholders' Equity	10,957
Non-current financial debts	5,625
Provisions for risks and charges	164
Deferred tax liabilities	922
Non-current financial liabilities	-
Other non-current liabilities	115
Non-current hedging derivatives	15
Total non current liabilities	6,841
Current financial debts	802
Trade and other payables	1,107
Current tax liabilities	64
Current hedging derivatives	8
Current financial liabilities	4,613
<i>of which: Current financial liabilities related to settlement</i>	<i>4,574</i>
Other current liabilities	102
Total current liabilities	6,696
Liabilities associated with non-current assets held for sale and discontinued operations	1
Total liabilities and Equity	24,495

(Amounts in million Euros)

	2024
Net operating Revenues	3,595
Personnel expenses	(953)
Operating Costs	(1,111)
Net accruals for risks	(5)
Gross operating margin	1,526
Net value adjustments/write-backs on tangible and intangible assets	(911)
Profits/(losses) on equity investments	-
Net financial and non-operating income/costs	(207)
Profit (loss) before taxes from continuing operations	408
Income taxes	(217)
Profit (loss) from continuing operations	191
Income (loss) after tax from discontinued operations	(20)
Profit (loss) for the year	171
Profit (Loss) for the year attributable to the parent company	167
Profit (Loss) for the year attributable to non-controlling interests	4



Board of Directors' Management Report on Group operations

Governance and Control Structures

Board of Directors

On 5 May 2022, the Shareholders' Meeting appointed the Board of Directors until the date of approval of the financial statements as at 31 December 2024, setting the number of members at 13.

On the same date, the Board of Directors appointed the Chair and the Chief Executive Officer in continuity with the previous mandate.

Below is the composition of the Board of Directors as at 27 February 2025:

Chair	Michaela Castelli
CEO and General Manager	Paolo Bertoluzzo
Directors	Ernesto Albanese
	Elena Antognazza
	Luca Bassi
	Francesco Casiraghi
	Maurizio Cereda
	Elisa Corgi
	Johannes Korp
	Marina Natale
	Andrea Nuzzi ^(**)
	Marinella Soldi
	Luca Velussi ^(*)

(*) On 30 April 2024 the resignation of Director Bo Nilsson due to professional commitments became effective. On 8 May 2024 the Board of Directors, with the favourable opinion of the Remuneration and Appointment Committee and the Board of Statutory Auditors, co-opted Luca Velussi as a new non-executive and non-independent member.

(**) On 30 August 2024 the resignation of Director Francesco Pettenati due to professional commitments became effective. On 23 September 2024 the Board of Directors, with the favourable opinion of the Remuneration and Appointment Committee and the Board of Statutory Auditors, co-opted Andrea Nuzzi as a new non-executive and non-independent member.

On 5 May 2022, the Board of Directors resolved on the appointment of the members of the Internal Board Committees. Below is the composition as at 27 February 2025.

Remuneration and Appointment Committee (*)

Chair	Elisa Corgi
Members	Michaela Castelli
	Maurizio Cereda

Risk, Control and Sustainability Committee^(*)

Chair	Ernesto Albanese
Members	Michaela Castelli
	Marina Natale

Related Party Transactions Committee^(*)

Chair	Marina Natale
Members	Elena Antognazza
	Elisa Corgi

(*) Committees established as per the Corporate Governance code



Board of Directors' Management Report on Group operations

Strategic Committee

The breakdown of the Strategic Committee as at 30 June 2024 is the following:

Chair	Paolo Bertoluzzo
Members	Luca Bassi
	Francesco Casiraghi
	Michaela Castelli
	Johannes Korp
	Andrea Nuzzi

Board of Statutory Auditors

On 5 May 2022, the Shareholders' Meeting appointed the members of the Board of Statutory Auditors until the date of approval of the financial statements as at 31 December 2024.

Chair	Giacomo Bugna
Statutory auditors	Eugenio Pinto
	Mariella Tagliabue
Alternate auditors	Serena Gatteschi
	Sonia Peron

Financial Reporting Manager

The role of the Financial Reporting Manager, provided for by article 154 bis of the TUF, is held by Enrico Marchini.

Independent Auditors

The independent audit of the Group's consolidated financial statements for the financial years 2019-2027 and the limited audit of the Group's consolidated statements for the half-years ending on 30 June of said financial years has been entrusted to PricewaterhouseCoopers SpA.

Group Internal Control System

With regard to the annual evaluation of the Internal Control System (ICS), the Audit Department worked during the period in question to increase awareness on the part of the structures concerned and the efficiency of the process. An adequacy and update review was also conducted with the proactive support of the Group Risk Management Function for the part within its purview. The Function's constant and proactive support of the process of updating the Management, Organisation and Control Models pursuant to Italian Legislative Decree 231/2001 was thus maintained for all the Italian companies of the Nexi Group whose processes were impacted by significant changes both for regulatory purposes, and of course to take due account of organisational changes that had occurred.

Consequently, the exercise carried out in relation to the assessment of the internal control system reported an overall satisfactory and stable result for almost all of the relevant companies in the scope, with progress in the adequacy level of the ICS of the Polish scope (PeP Group), due to the strengthening of the activity of the local Control Functions.

In the wake of the continuous monitoring of the level of attention of the senior management of each relevant Legal Entity of the Group, the Group Internal Audit Function continued the awareness campaign with each CEO and Regional Head in order to proceed with the prompt closure of the improvement actions identified by the local audit functions, including through targeted meetings in each Region of the Group. This in order to maintain a level of risk mitigation consistent with the expectations and recommendations received from the Group's Board of Directors.



Board of Directors' Management Report on Group operations

With regard to the on-site audits carried out in 2024, note that a significant number of them – especially in Italy – concerned external audits initiated by the various client banks. These are expected to further increase following the adoption and implementation of the recent European legislation called DORA. In this regard, the Group Internal Audit Function and the individual audit functions in the Legal Entities are monitoring the activities and their implementation in each company. In order to contain operational impacts and maximise operational efficiency, the Parent Company Function started collaborating with a number of client banks in order to avoid duplicate audits of the same services. In the coming months the initiative will be extended to other client banks in order to further mitigate the operational impact on the structures involved in the provision of services.

The Group Audit Function regularly attended the meetings of the Risk Control and Sustainability Committee of Nexi S.p.A., the Board of Statutory Auditors, the SB, the Group Executive Committee as well as the Group Management team. On these occasions, based on the different requirements, the Function provided a dedicated information flow on the results of verification and assurance activities as well as on the main risk issues identified or emerging for the Group. To this end, regular information flows were established between the audit managers of the Nexi Group companies to the Group Audit Function.

Finally, with regard to the work programme defined with the Group SBs, the Audit Function conducted the audits required in the year and supported the Body in the assessments of impact analysis that emerged following the corporate and organisational merger, as well as of the outcomes of reports received via the whistleblowing channel.

Second level controls, which aim to help define the business risk measurement methods and check that operations of individual production areas are consistent with assigned risk-return objectives and business operating rules, are entrusted to structures other than the operational ones, and specifically to:

- the Risk Management Function, at Group and local levels;
- the Compliance Function, at Group and local levels.

Risk Management performs the function of identifying, managing and monitoring risks. The Function has an Enterprise Risk Management (ERM) Framework that – in line with top management's vision and the recommendations within the Code of Conduct for Listed Companies pertaining to risk management and control – focuses on the identification and handling of top risks impinging on value creation and protection. To that end, it is tasked with injecting a risk management culture and practices thereto pertaining in corporate processes relevant to strategic planning and performance management.

Nexi Group's ERM model aims to achieve the following goals:

- identify, prioritise and periodically monitor main corporate risks in order to direct investments and resources towards the most critical and relevant risks for the Group's business;
- assign roles and responsibilities for a clear and shared management of corporate risks;
- give due value to the existing Risk Management units, coordinating them and enhancing them if possible;
- spread a culture of risk awareness and a risk-based approach in the Group's decision-making processes, raising management's awareness of the major risks the company is exposed to.

With regard to recurring activities carried out during 2024, the Risk Management Function updated the ERM risk assessment to identify risks that could impact the Company over the next three years and continued to monitor the implementation of mitigation plans on priority risks. The ERM methodology has been implemented in all strategically important Group companies. During 2024 the Risk Management Function also continued to improve the effectiveness of supervision of local risk activities within Legal Entities with strategic importance by disseminating risk methods, supporting local teams in the implementation of group risk projects, and collecting information to monitor local risk exposure and emerging risks. Specifically, it provided support in the DORA area in setting up activities, sharing know-how, identifying priorities and ensuring agreed deadlines, coordinated risk assessments in the IT and TPRM fields, and played a key supporting role in the set-up and implementation phases of major strategic projects.

In 2025 the Risk Management function will lead the conclusion of the so-called "Transformation Phase" of the DORA project in order to ensure the Group companies' compliance with regulations, conduct extensive risk assessments in the IT area to verify the degree of resilience internally and at suppliers and monitor the progress of related mitigations, further improve the supervision of the risk component linked to the Group's strategic projects (with a particular focus on AI issues) and update the ERM methodology with the aim of facilitating the link with material ESG issues.



Board of Directors' Management Report on Group operations

The Group Compliance Function is responsible for the Group Compliance Policies and Guidelines issued as part of the Group Internal Rules System. These regulations constitute one of the instruments used by the Parent Company to direct and exercise management and coordination while safeguarding the autonomy, responsibilities and independence of its subsidiaries.

In 2024 the Group Compliance function focused on:

- strengthening its supervisory role and providing more support capabilities as needed;
- coordination and sharing of best practices with the Group's Legal Entities and improving the compliance training strategy;
- improving Group compliance frameworks in key regulatory areas such as:
- Data Privacy, with the implementation of enhanced compliance systems; and
- Updating of the Group conflict of interest policy;
- providing extensive compliance support to various Group initiatives;
- Preparatory activities related to compliance with the Artificial Intelligence (AI) Act and definition of a roadmap for regulatory compliance with the AI Act.

Furthermore, in 2024 the Group's compliance functions made continuous efforts to improve the control framework and regulatory compliance practices in key regulatory areas such as Anti-Money Laundering and Data Privacy.

In February 2024 an update of the Organisational and Management Model pursuant to Italian Legislative Decree no. 231/2001 was approved for Nexi S.p.A. The Model was further revised and approved in July 2024. Moreover, the Organisational Models pursuant to Italian Legislative Decree no. 231/2001 of the subsidiaries Numera Sistemi e Informatica S.p.A. and SiaPay S.r.l. were also updated in 2024.

Group Compliance regularly reports to the Group Management team and the Risk Control and Sustainability Committee of Nexi S.p.A. on the main risks of non-compliance relevant to the Group, with particular attention to the main regulatory areas such as Anti-Money Laundering, Data Privacy and Payment Services regulations (e.g. PSD2). In support of this reporting, regular information flows have been established from Nexi Group companies to the Group Compliance function.

In 2025 the Group's compliance functions will continue with their efforts to strengthen regulatory compliance and control frameworks for key regulatory areas, focusing on the adoption of the AI Act and the European Accessibility Act, and preparatory work on upcoming regulatory changes such as the anti-money laundering package and the PSR/PSD3 package.

Nexi Group Organisational Structure

In 2024 there were no changes to the organisational model, which as in 2023 is structured as follows:

- 1) Group Business Units (Merchant Solutions, eCommerce, Issuing Solutions, Digital Banking Solutions) promoting international reach, economies of scale and innovation for long-term development.
- 2) Region Units (Italy, Nordics, Dach, CSEE) that promote market and customer proximity as well as ensure the management of local specificities.

The organisational structure also envisages Group support functions (Corporate functions: Group Corporate and External Affairs & ESG, Finance, Strategy & Transformation HR, IT, Operations Transformation, Group Risk Management, Group Audit) that allow centralised exploitation of the advantages of scale in technology, processing platforms, digital, operations, talent/skills through investment and process standardisation.

Finally, the "local" aspect is represented by the individual countries. The coordination between the Region/Country and the Business Units takes place through corporate governance that allows the leaders of each Region, Business Unit or Function to discuss the most critical issues and find common solutions.



Board of Directors' Management Report on Group operations

Group IT Systems

In 2024 the IT Function's activities were mainly focused on initiatives aimed at achieving Business objectives and the continuation of the Group's technological transformation programme, while ensuring the delivery of timely, reliable and secure services. Particular attention was also paid to optimising the management costs of the Group's technology infrastructure and application platforms.

In addition to the activities envisaged for the routine management of IT services, the main activities of technological innovation and evolution concern the following areas:

- Issuing Solutions: in Italy the migration of the card portfolio of the Intesa Sanpaolo Group's new digital bank was completed. A multi-year programme to transform the application architecture of Issuing and Acquiring products was started with Unicredit. The project for the implementation of the new national debit circuit platform continues with the Bancomat Consortium. In the Nordic countries, work continues on the evolution of processing platforms and the delivery of digital services related to the card life cycle. Specifically, the migration of CommerzBank's cards to the Group's target platform is under way. In the CSEE area, the migration of the domestic debit component of Greece's largest banking client (AlphaBank) was completed.
- Merchant Solutions: the migration of customer merchants to the new Core Acquiring and Merchant Onboarding platforms continues in Italy. Furthermore, with regard to foreign markets, of particular note is the completion of the migration to the new merchant acquiring platform in Germany.
- Digital Banking Solutions: the connection of over 1,000 financial institutions with the new European Fraud Detection system for Sepa transactions and Instant Payments was completed. In addition, the new Italian NRRP management platform for the PagoPA service was released.
- Digital: several innovation initiatives were launched including the "Payment as a Service" project, the releases of Apple TAP to Pay in Italy, SmartPay in Switzerland and the new Nexi Pay. In addition, e-Commerce delivery activities continued in various countries (Italy, Greece and Central Europe).
- Data & Analytics: work was aimed at expanding the use of data assets at the Group level, especially within the Nordic perimeter, while pursuing the development of Analytics tools for partner banks and Business Units.
- Group Corporate Systems: multi-year programmes continued for the transformation and convergence at the Group level of platforms dedicated to the management of all Finance and HR processes. Furthermore, various initiatives were completed in the area of regulatory systems as well as those concerning the management of cards in the context of the merger/integration operations of banking customers that took place during the period.

An organic programme aimed at the widespread introduction of Generative AI technologies was launched in order to achieve operational efficiency targets in the IT area. This initiative leverages the dedicated organisational structure set up in 2024 and located in the IT Department.

As far as initiatives in the area of technology infrastructure are concerned, the consolidation and rationalisation of the Group's Data Centres continues according to plan, having a particular impact on the Italian perimeter in 2024. The planned development of the open source and network components is also ongoing. Finally, of particular note is the initiative to further develop the processes for monitoring the service levels provided at the Group level.

Finally, efforts aimed at the monitoring and continuous improvement of Information Security and Business Continuity continue, as well as the Group-wide standardisation of information system protection solutions.

Human Resources

See the Sustainability Reporting section.



Board of Directors' Management Report on Group operations

External Communication and Media Relations

A total of more than 40 press releases of both an institutional and business nature were sent to the international and local media in 2024 at the Group level with the aim of solidifying the Group's image as a leading PayTech in Europe characterised by expertise, scale and geographical presence that enable it to continue to lead the evolution of the digital payments market. The achievement of this goal of media positioning was also supported by the organisation of around 50 interviews and the production of several editorial articles in vertical and generalist newspapers in various geographical areas. On the corporate front, particular emphasis was placed on the Group's investment capacity, its international scale, financial performance and ESG issues, emphasising the company's role as a driver of eco-system and market development. In contrast, on the business front there was constant emphasis on technological leadership, service excellence, and the ability to work in close partnership with both local entities (from banks to merchants, from the PA to companies) and international organisations, from large corporations to institutions. Moreover, new products and services, collaborations and strategic agreements relating to all business lines were highlighted during the year. Finally, in addition to strengthening the brand's presence in the media, the visibility of Nexi's managers in the press was expanded, with an increasing number of statements and a broadening of the number of managers published in print and online newspapers.

Main Risks and Uncertainties

Risks Related to Macroeconomic Conditions, Exogenous International Events and Political Uncertainty in Italy and Europe, in the Countries Where the Group Operates

The Nexi Group is exposed to the European and non-European market and the related economic and political conditions of the countries where the Group operates. The revenues that the Nexi Group generates depend in part on the number and volume of payment transactions (so-called volume-driven revenues). The latter, in turn, among other things track the penetration of digital payments and overall spending of consumers, businesses and public administration.

General economic conditions in Italy and Europe affect confidence, consumer spending, the amount of income available for consumption, as well as changes in consumers' purchasing habits.

A prolonged deterioration in general economic conditions could significantly impact revenues due to a possible reduction in the number of digital payment transactions or spending per transaction, as well as fewer cards issued or POSs distributed to merchants, negatively impacting the Group's profitability.

However, the probability of such an event is assessed as low for the current year. In the medium term, the gradual recovery of the European economy should continue in the face of considerable geopolitical and economic uncertainty. Domestic demand in particular is expected to benefit from an increase in real wages and employment, with a consequent positive impact on household consumption, and from the gradual easing of financing conditions in line with market expectations for future interest rates. Furthermore, the increased penetration of digital payments is expected to be a supporting factor for the Nexi Group's revenue growth.

Risks Associated with Group Growth Initiatives

The business plan includes ambitious growth targets related to commercial initiatives that, together with the increase in nominal consumption and the expected higher penetration of digital payments, aim to foster a greater spread of established products and/or ensure an effective entry into unexplored segments and/or markets.

The risk, which could have a medium-low economic impact and a medium-low probability of occurrence, is therefore represented by the possibility of not achieving the set growth targets in the areas of greatest interest and within the set time frame. This also in light of the complexity of organising business initiatives while integration operations (e.g. IT systems) are still ongoing.

Risks Related to Customer Concentration

A significant part of the activities of the Nexi Group is carried out through commercial relationships with banks, thanks also to their network and branch networks.



Board of Directors' Management Report on Group operations

The concentration of relationships with partner banks, especially in the Italian market, exposes the Nexi Group to the risk that the performance of the banking and financial institutions sector, as well as possible integrations within such sector, could have possible negative effects on the Nexi Group itself. The loss of a partner bank could also have an impact on revenues, profitability and cash flows.

The loss of business relations with one or more of the main customers would result in a reduction in the Nexi Group's revenues, causing negative effects of an average size on its economic, equity and financial situation. Considering the strong ties the Nexi Group has with its main partners, this event is considered to have a medium to low probability of occurrence.

Risks Linked to Competition within Nexi Group's Operations

The European market is becoming increasingly competitive in the digital payments sector and is undergoing a period of rapid transformation due to customer habits, technological innovation and the recent harmonisation of legislation at an international level.

On the other hand, of note is the entry into the market of new national and international players and the expansion of services by existing competitors. A growing trend in Europe involves specific initiatives for individual domestic sectors where vertical fintech specialists and integrated software vendors try to establish themselves adopting advanced digital solutions that respond quickly and flexibly to customer needs, also in the context of payment services.

Failure to adapt in time to changing market dynamics can lead to loss of business and can have an economic and reputational impact. Due to the highly competitive landscape, this event is considered to have a medium-high impact and a medium probability of occurrence.

Risks Linked to the Group's Ability to Attract, Retain and Motivate Skilled Professionals

The Group's performance and the future success of its businesses are significantly dependent on its ability to attract, retain and motivate certain very specific skills sets in middle and senior management, namely individuals with significant levels of specialisation and technical knowhow.

Furthermore, the Group's performance and the future prospects of its business are also dependent on its ability to advantageously adapt to rapidly unfolding technological, social, economic and regulatory changes. This requires a large staff of highly specialised personnel in the fields of engineering, IT, technical support, finance and control, sales, administration and management.

The market for highly qualified personnel is fiercely competitive and this could hamper the Group's ability to recruit additional personnel, replace outgoing staff with equally qualified professionals or retain people who are essential for growth. The risk has a medium probability of occurrence and low potential reputational impacts.

In this respect, the Group places particular emphasis on the selection, hiring and training of human resources, with the aim of maintaining the highest standards.

Operational Risks

Cybersecurity and Data Breach Risk

As part of its operations the Nexi Group processes personal data, including data relating to payment transactions, cardholders and merchants, and is therefore exposed to the risk of cyber security attacks and/or incidents resulting in potential data breaches or interruptions of business.

Furthermore, Nexi is aware of the risks arising from the activities of third parties, such as service providers or business partners. In addition to including contractual clauses to ensure the security and confidentiality of data, Nexi is committed to mitigating these threats through vigilance and close cooperation.



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Nexi is bound by data protection and privacy laws, as well as the rules of international circuits such as Visa and Mastercard. Compliance with these rules involves adopting data protection standards and maintaining industry certifications, such as those required by the PCI (Payment Card Industry) consortium.

The number and complexity of cyber attacks are increasing with the use of AI-enhanced tactics, the spread of ransomware-as-a-service, and the development of advanced social engineering methods that allow threat actors to overcome traditional defences. The risk of a security incident is considered critical, with a low probability of occurrence. In the worst case, security threats could result in system downtime, compromised critical IT systems, potential breaches of confidential information, or misuse of payment information. Similarly, the loss or unauthorised disclosure of customers' personal or other sensitive information could result in regulatory or legal sanctions, significant fines, substantial remediation costs, and damage to the company's reputation.

The Nexi Group is actively engaged in mitigating cyber security risks. In addition to having an adequate insurance policy, Nexi implements specific IT security measures, organises training to make staff aware of risks and best practices, and maintains a constant monitoring of services and a business continuity plan to ensure an effective response to any crisis.

Risks related to the security of sensitive data and ICT infrastructures and data breaches were considered material within the scope of the double materiality analyses and were therefore included among the risks reported in the sustainability reporting, to which reference is made for further details.

Operational Risks Related to the Business Continuity of IT, Communication and Technological Infrastructure (So-Called ICT Infrastructure) and to the Malfunction Thereof

The reliability, operational performance, integrity and continuity of the ICT infrastructure of the Nexi Group and the technological networks are crucial to the Group's business, prospects and reputation.

The merchant acquisition and card issuing platforms are a crucial part of the ICT infrastructure. These systems handle the authorisation and processing of digital payments, the issuing and management of cards, and the management of payment terminals and services, all subject to interbank standards.

Unexpected platform downtime could affect the availability of our services, causing potential violations of service level agreements and reliability in processing customer transactions. This could lead to a loss of revenue and an increase in operating expenses. Moreover, the Nexi Group could suffer reputational damage in the event of prolonged or repeated incidents of inactivity. Therefore, this risk is considered to have a high economic, operational and reputational impact, although with a low probability of occurrence.

Nexi has adopted an IT risk management model that is integrated with the operational risk management framework and consistent with the overall system of internal controls. A dedicated IT security unit is responsible for defining protection strategies, supervising business continuity and managing related incidents, ensuring that security standards are applied. The infrastructure management unit, on the other hand, oversees the continuity of IT services, manages IT incidents, coordinates the transition of new services, systems, applications and changes in production, and is responsible for the design, implementation and technical operation of Nexi's technology infrastructure.

The risk related to the business continuity of the IT, communication and technology infrastructure was considered material in the context of the double materiality analyses and was therefore included among the risks reported in the sustainability reporting, to which reference is made for further details.

Risks Related to the Management of Relations with Suppliers

In order to conduct its business, the Nexi Group relies on third-party service providers and product suppliers. The main suppliers include (i) payment processors, (ii) ICT and application maintenance providers, (iii) card, POS and ATM providers, (iv) contact units.

Partnering with third parties allows Nexi to attain greater efficiency, to optimise operating costs and to focus on its core business. However, increased reliance on third parties may breed levels of dependence that may expose Nexi to risks in respect of service level oversight, data management and protection, systems continuity, concentration, compliance and reputation.



Board of Directors' Management Report on Group operations

Risk events related to the supply chain are considered to have a medium to low probability of occurrence and a medium potential impact.

The risk associated with supplier relationship management was considered material within the scope of the double materiality analyses and was therefore included among the risks included in the sustainability reporting, to which reference is made for further details.

Risks Linked to Exposure to Credit/Counterparty Risk

For the Nexi Group, credit risk mainly originates in the area of:

- Acquiring activities, and specifically in the form of:
 - chargeback risk: in the event of non-delivery of a product/service purchased on a prepaid basis, the cardholder may receive an advance from the acquirer, who only then sees reimbursement from the merchant;
 - return risk: if a cardholder decides to exercise the right of withdrawal for online purchases of products/services, the acquirer is obliged to make the refund and only then is the amount settled with the merchant;
 - risk associated with non-payment of fees (i.e. Merchant Fees) in cases where net settlement is not applied.
- Issuing activities. Nexi manages "Retail" credit cards (in the name of individuals) and "Corporate" credit cards (in the name of legal entities). Nexi debits the expenditures of credit card customers on a date that is later than the date on which the payments were made, thus establishing a receivable due from the cardholders.
- Buy now pay later ("BNPL") activities where the credit risk is inherent in the type of service provided.
- Processing activities, and in particular in relation to trade receivables generated by non-payment of invoices.

Note that the Nexi Group has policies in place to manage and mitigate credit risk. The various mitigation levers include the request for bank guarantees or other types of collateral (e.g. Rolling Reserve, deferred settlement, Business Damage).

Medium impact in case of default of major customers, but with a low probability of occurrence thanks to the mitigation measures put in place and robust monitoring systems.

Risks Linked to Merchant, Cardholder, Supplier or Other Third-Party Payment Fraud

The Nexi Group may incur liabilities and may suffer damages, including reputational ones, related to fraudulent digital payment transactions, fraudulent receivables claimed by merchants or other parties, or fraudulent sales of goods and services.

Examples of merchant fraud include phishing attacks on cardholders, marketing of counterfeit products, fraudulent use of stolen or counterfeit credit or debit cards, recordings of fictitious sales or transactions by merchants or third parties through the misuse of payment card numbers, processing of invalid cards, and wilful failure to deliver goods or services as part of an otherwise valid transaction.

The parties engaging in criminal counterfeiting and fraud resort to increasingly sophisticated methods. There has also been an increase in fraud cases related to the development of advanced social engineering methods enhanced by the use of artificial intelligence. Failure to identify theft, as well as ineffective risk management and fraud prevention, could lead to increased disputes between customers and the Group, as well as possible fines or penalties. The impacts can extend to a worsening of the online customer experience and a significant reputational impact that would affect consumer confidence in using digital payment systems.

The Nexi Group's sophisticated monitoring and detection systems make it possible to prevent and stop potential cases of significant fraud that our customers might suffer.

The risk related to payment fraud was considered material in the context of the double materiality analyses and was therefore included among the risks reported in the sustainability reporting, to which reference is made for further details.

Board of Directors' Management Report on Group operations

Compliance Risks

Risks Linked to Continuous Developments in the Regulatory Environment

The constantly changing regulatory environment requires continuous adaptation to the various regulations and measures at European and national levels. As part of the perimeter of systemically important payment systems, the Nexi Group is exposed to the risk of audit by the competent national authorities and the European Central Bank.

Specific to the sector it operates in, the main directives/regulations the Group must comply with include the following:

- i) AML for regulations on anti-money laundering, aimed at improving safeguards against money laundering and terrorist financing.
With the finalisation of the AML Package, further regulatory changes will have to be implemented in the coming years;
- ii) GDPR for the protection of personal data and privacy;
- iii) PSD2 for information security reporting requirements, interoperability of systems and the protection of payment service users' funds
(note that this directive is currently under revision with the subsequent introduction of PSD3);
- iv) Antitrust in the area of competition law;
- v) Binding rules issued periodically by the International Schemes.

In 2024, the Group took preparatory actions for the implementation of the AI Act and established a roadmap for compliance for 2025.

As a listed company, Nexi SpA is subject to the entire range of special listing rules, which include but are not limited to the Italian Consolidated Law on Finance, Consob regulations, the EU's MAD II Directive and MAR Regulation, Italian Law 262/2005, CSRD corporate sustainability reporting, as well as the codes of conduct and best practice rules applicable to regulated markets.

Continuous developments within the European regulatory framework impose new obligations and growing expectations on payment institutions, as in the recent cases of the Payment Service Directive 3 package, the Anti-Money Laundering package and the Artificial Intelligence Act.

Note that in recent years some companies belonging to the Nexi Group have been subject to inspections or administrative procedures, both of an ordinary nature (mostly) and of an extraordinary nature by competent authorities including recently the German Federal Financial Supervisory Authority (BaFin) and the Italian Supervisory Authority (Bank of Italy) in relation to various areas, including anti-money laundering, and the provisions introduced by PSD2.

A lack of regulatory compliance could potentially lead to recommendations and fines by local regulators or central banks. In addition, the Nexi Group could suffer reputational damage in the event of data breaches, facilitation of money laundering, delayed implementation of new regulatory requirements, etc. This risk could have a medium to high impact in case of an event, but a low probability of occurrence.

Financial Risks

The Nexi Group has a significant financial debt, and the corresponding high financial charges could among other things trigger negative effects on its ability to generate cash, and consequently to repay the debt at maturity, bearing in mind however that at the time this report was prepared no critical issues had been identified. The Nexi Group, whose debt is currently classified as "sub-investment grade" or "high yield" for two ratings agencies out of three, with the greater difficulty in accessing credit that this entails, has nevertheless benefited in recent years from certain upgrades to its creditworthiness that have allowed the Group to reach the rating levels of BBB- for Fitch, Ba1 for Moody's and BB+ for S&P (the latter also assigned a positive outlook). Issuers of debt instruments that are not "full investment grade" may face greater difficulties in accessing credit, especially in times of financial market volatility, therefore there is a risk of not being able to easily access new financing if necessary and/or refinance its existing debt in time. The effective maintenance or improvement of the current ratings also depends on the Group's ability to continue to increase its economic and financial health and reduce financial debt over time. Any deviation from the path outlined, even in terms of financial policy, could worsen the Group's creditworthiness and lead to a negative change in the ratings assigned by agencies. The same effect with similar impacts could also occur if there is a deterioration in the creditworthiness ascribed to the Italian State or in the national and international macroeconomic environment.

As of 31 December 2024, considering the effect of hedging derivatives, approximately 26% of the Nexi Group's medium-long term Financial Liabilities expressed at nominal value (consisting of bond loans, including equity-linked bond loans, and bank, bilateral and syndicated financing) were exposed to sources of funding at a variable interest rate, and specifically to the Euribor index. Nexi periodi-



Board of Directors' Management Report on Group operations

cally monitors the forward curves of the relevant variable rates, paying particular attention to trends relating to the 1/3/6-month Euribor rate. To mitigate this risk, it carries out interest rate risk hedging operations when necessary using the appropriate financial instruments.

After almost two years of restrictive monetary policy, in June 2024 the leaders of the European Central Bank indicated that based on an updated assessment of the inflation outlook, its dynamics and the intensity of monetary policy transmission, it was appropriate to moderate the level of monetary policy tightening after nine months of unchanged interest rates. Since June 2024 there have been four reductions in the key interest rates, bringing the interest rates on deposits with the central bank, the main refinancing operations and the marginal lending facility to 3.00%, 3.15% and 3.40% respectively. The ECB confirmed that the future development of reference rates will be driven, not least, by data and how these will change its assessment of the outlook for prices in the medium term.

If there were significant fluctuations in variable interest rates in the future and the risk hedging policies possibly adopted by the Nexi Group were not adequate, there could be an increase in the financial charges, with consequent impacts on the Nexi Group's economic and financial results and prospects.

Indeed, it is not possible to rule out that at a future date the Nexi Group may have to refinance its financial debt at due date or that, for whatever reason, it may have to replace its current factoring lines or other credit lines and that that may lead to higher charges and costs and/or lead to disruptions or delays in service provision also due to the required timeframe for replacement, to the extent that that may compromise Group operations.

The likelihood of such risks is considered low.

Business Outlook

The market outlook for 2025 is less favourable than expected, broadly in line with the second half of last year. While falling inflation and interest rates and a resilient labour market support households' purchasing power, geopolitical instability, fears of new military conflicts and the new, restrictive course of post-pandemic fiscal policies in some European countries are weighing on confidence and thus on the propensity to consume, especially discretionary goods.

Against a backdrop of high uncertainty, the most recent estimates see Italy growing below 1% in terms of GDP and domestic consumption, and the German economy remaining stagnant, at least in the first half of the year, in the absence of incisive economic policy measures capable of lifting consumer sentiment. A more robust expansion is expected in the Scandinavian countries thanks to the recovery of domestic demand, as well as in Greece and Poland, continuing the positive trend observed during 2024.

With regard to the increasingly dynamic and competitive digital payments ecosystem, volume trends will continue to benefit from the growing penetration of transactions by card, smartphone or other non-cash means in the major markets of Central and Southern Europe.

In this macro and sectoral landscape, the Group announces the following financial targets for 2025:

- Net revenues: low-to-mid-single digit Y/Y growth, affected by extraordinary high impacts such as banks' merchant books M&A and banks' contracts renegotiations. Aside from these impacts the underlying revenue growth is expected to accelerate y/y;
- EBITDA margin expansion: at least 50 basis points y/y;
- Excess cash generation³ at least Euro 800 million.

These targets are expressed on an organic (stand-alone) basis, and the underlying growth expected to accelerate y/y is coherent with the Group's future business growth forecasts and with the medium-term outlook discussed with the market at the 2023 financial results presentation.

³ Metric of a management nature, which is not part of the IFRS alternative performance measures described above.



Board of Directors' Management Report on Group operations

Related-Party Transactions

Pursuant to relevant rules and regulations, the Group has set up a procedure for related-party transactions, the contents of which are published on its website. This procedure was updated in 2021 in order to incorporate the changes introduced by Consob Resolution no. 21624 of 10 December 2020 effective from 1 July 2021.

During the period, the Group did not execute any transactions qualifying as "major" or "minor" or transactions that had a material impact on the financial position or results of the Nexi Group.

Information pertaining to financial and economic transactions between Nexi Group companies and related parties are detailed under the specific section of the Notes to these Financial Report (section 37 of the Notes), to which reference should be made.

Unusual or Non-Recurring Transactions

No unusual or non-recurring transactions, other than those described under section "Significant Events during the Reporting Period", were carried out in 2024.

Research & Development

Note that the Group did not undertake any research and development activities in 2024. Please refer to the section "Group Information System" for information on the execution of project initiatives and activities involving the Group's applications during 2024.

Treasury Shares

As at 31 December 2024 the parent company Nexi SpA held 833,058 shares for a market value of Euro 5,005 thousand.
As at 31 December 2024 the other Group companies did not hold any shares in the parent company Nexi SpA.

Financial Instruments

In addition to receivables arising from the activities of the operating companies, the Group holds Visa Class C shares, which are convertible into ordinary shares, listed shares of Banca Popolare di Sondrio, unlisted shares of Acorns, and a number of derivative contracts to hedge the interest rate risk associated with outstanding floating-rate financing. Furthermore, the Group has two convertible bond loans outstanding as at 31 December 2024. For further information, see the Notes.

Registered Office

The registered office of the Parent Company is Corso Sempione 55, Milan.

Going Concern

The Directors confirm the reasonable expectation that the Group will continue to operate on a going concern basis in the foreseeable future. Note also that, based on the Company's financial and equity structure and on its business performance, nothing would suggest any cause for uncertainty as to going concern.



Board of Directors' Management Report on Group operations

Rating

In 2024, following the improvement of the business and financial situation, the Fitch rating agency revised Nexi SpA's rating and the senior unsecured notes upwards compared to 31 December 2023.

Nexi SpA and senior unsecured notes ratings as of 27 February 2025 are listed in the table below:

	Moody's	S&P Global Ratings	Fitch Ratings
LT Corporate Family Rating	Ba1	BB+	BBB-
LT Issuer Credit Rating			
LT Issuer Default Rating			
Outlook	Stable	Positive	Stable
Last Review Date	4 Aug 2023	24 July 2024	18 Dec 2024

Significant Events after the Reporting Period

Note that:

- with regard to the EIB Loan Agreement signed on 25 September 2024, which at 31 December was fully unused and available, was subsequently partially drawn for an amount of Euro 202.2 million, in January 2025, which must be repaid according to a repayment plan that provides for a final maturity on 7 January 2033;
- in January 2025 a bilateral loan of Euro 100 million was signed with Cassa Depositi e Prestiti to cover the needs arising from new investments to be made in Italy in innovation and digital technology in the 2025-2026 period, as envisaged in the investment plan submitted to and already approved by the European Investment Bank, in addition to the financial support already granted thereby.

Milan, 27 February 2025
The Board of Directors.



SUSTAINABILITY STATEMENT





1.2

SUSTAINABILITY STATEMENT

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EXECUTIVE SUMMARY





EXECUTIVE SUMMARY

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EXECUTIVE SUMMARY

1. About this document

This document provides an overview about **ESG approach of Nexi Group** (from now on "Nexi") highlighting the sustainability material topics in its own operations and across its value chain, the strategy adopted, as well as targets and performances for 2024.

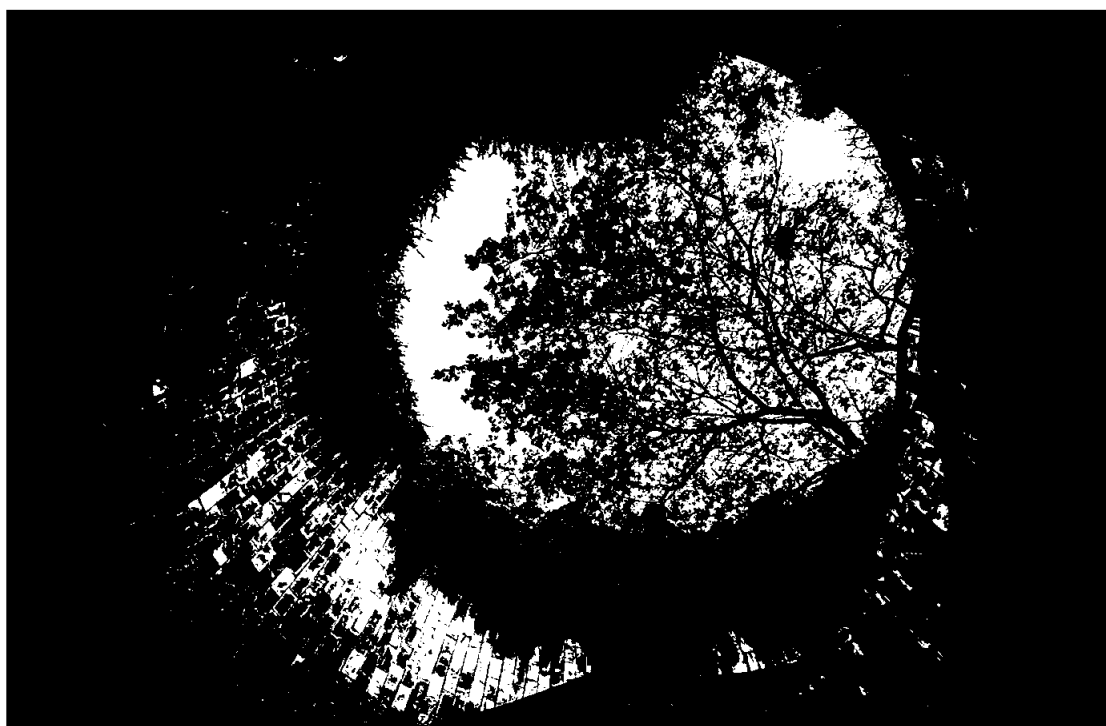
Nexi strives to conduct its activities in a financially, environmentally, and socially responsible way. The year 2024 marks an important milestone for Nexi's sustainability reporting. **This is the first Sustainability statement prepared in accordance with the EU Corporate Sustainability Reporting Directive (CSRD).**

Through its disclosures, Nexi aims to **ensure transparency** across all **sustainability matters deemed material** to the Group. This includes the ways in which **Nexi impacts people and the environment as a PayTech company**, both positively and negatively.

The Sustainability Statement addresses **Nexi's sustainability topics found to be material from both impact and financial perspective**. It includes information on **relevant processes, policies, actions, performance metrics, and targets** in accordance with the requirements of the European Sustainability Reporting Standards (ESRS) for each sustainability topic.

Nexi is dedicated to **improving the standardization of the disclosure of sustainability information** while ensuring that its Sustainability Statement remains relevant and clear for all stakeholders. Alongside the implementation of new reporting requirements, in 2024, Nexi has also continued in **advancing in its strategic sustainability goals**.

Nexi opted to drafting this executive summary to make the report and the results of its sustainability strategy **accessible to everyone**.



2. Sustainability at Nexi

Nexi makes **digital payments a driver of progress**, supporting the development of the markets in which it operates through its solutions, innovations, and capabilities. Nexi is committed to securing **resilient digital payment infrastructures and safeguarding users, empowering businesses, public administrations, and communities** to unlock their full potential through digital payments. At the same time, Nexi strives to **minimize its environmental impact and promotes sustainability** across the payment sector and other industries.

Nexi works continuously to strengthen its actions, which are grounded in **governance principles, business best practices and ethics**, with high focus on building and maintaining **trust, transparency** and a **diverse and inclusive working environment**. Responsible approaches address its own people, its own business operations and the entire value chain including responsible suppliers' management.

Accordingly, **sustainability is an integral part of the Nexi business**, and it is addressed with a holistic approach throughout its own operations and its entire value chain.

Nexi is committed to **integrating its ESG goals, programs, and practices throughout the organization** to create a

positive impact for stakeholders and society as a whole. The execution of these initiatives involves the relevant functions, ensuring targeted actions and the achievement of key objectives, overseen by the sustainability governance framework.

2.1 Goals and Performance [IRO 1]

Nexi is dedicated to consistently monitor and report on its ESG performance.

Internally, the Nexi monitors specific KPIs that address areas such as decarbonization, circularity, diversity, equity and inclusion, security, and digitalization.

Externally, assessments by rating agencies are seen as an instrumental opportunity to enhance sustainability performance. Such evaluations assist to feedback Nexi's continuous maturity effort in its sustainability journey with targeted actions that involve various functions across the Group.





Sustainability Statement

Nexi's performance and status of ESG goals

Goals and Performance		Base Year	Target Year	2024 performance	UdM	2024	Target
Environment	Climate change mitigation Net Zero GHG emissions across the value chain, covering Scope 1, 2 and 3	2021	2040			-	-
	Emission reductions & renewables Reduce Scope 1 and 2 (Market Based)	2021	2030	- 23% reduced emissions (vs 2021 baseline)	tco ₂ e	10,938	-42%
	Use of renewables in own operations ^(*)	2021	2030	86,1%	%	86,1	100%
	Scope 3 reduction	2021	2030	-9% reduced emissions (vs 2021 baseline)	tco ₂ e	167,814.8	-
	Supply chain engagement Suppliers by spend in purchased goods & services will have SBTi by 2027	2021	2027	20% of suppliers with accepted targets	%	20	78%
	Suppliers by emissions in capital goods will have SBTi targets by 2027	2021	2027	20% of suppliers with accepted targets	%	20	70%
Social	Circular Economy POS terminal refurbished (for maintenances / substitutions within the same "family" of terminals)	2022	2025	87% (vs 71% in 2023)	%	87	80%
	Diversity and Inclusion % of women in managerial positions, target +1p.p./year	2022	2025	31.7% (vs 28% in 2022)	%	31.7	+1p.p./anno
	Empowering Businesses and Society Digital propositions contracts for cashless society in Europe	2022	2025	316,000	#	316,000	400,000
	ESG objectives ESG objectives in MBO for all Employees	2022	2025	100% of MBO including ESG objectives	%	100	100%
Governance	Long Term Incentives for Leaders	2022	2025	Long Term Incentives with 10% ESG weight	%	>10	>10%
	Security and Trust Guaranteed service continuity across the Group	2022	2025	99.99%	%	99.99	99.99%

* Percentage calculated as the ratio of purchased renewable energy to total electricity consumed.

Monitoring through ESG Ratings

Nexi gathers feedback on its sustainability journey and progresses also through external assessment and scoring provided by ESG rating accredited agencies. In 2024 the CSA (Corporate Sustainability Assessment) questionnaire from S&P Global and the Climate Change questionnaire by CDP have been applied in continuity with previous years.

In 2024, Nexi scored **74/100** in the **S&P CSA** in the Diversified Financial Services & Capital Markets segment. The improvement of 9 points compared to the previous year confirms Nexi's firm commitment on sustainability and the continuous enhancement of its ESG practices and performances.

In addition to this, Nexi has been included for the fifth consecutive year in the **S&P Global Sustainability Yearbook 2025**. Since December 2023, the Group is part of the **Dow Jones Sustainability World Index** (DJSI World) and the **Dow Jones Sustainability Index Europe**, confirming its position as one of the world's top sustainability companies.

In 2024, for the sixth consecutive year, Nexi participated in the **CDP (Carbon Disclosure Project) climate change questionnaire**, confirming the "A-" score achieved in the previous two years. This result marks a significant improvement compared to the "C" rating received in 2020.

In 2024, the Nexi demonstrated its ongoing commitment to sustainability by achieving an "AA" (leader) score in the **MSCI ESG Ratings**, one of the leading global ESG (Environmental, Social, Governance) rating agencies. This marks the fourth consecutive year since 2021 that Nexi has maintained this rating, classifying the Group as one of the global leaders in managing environmental, social, and governance risks and opportunities.

Nexi is also part of the Italian stock exchange's MIB ESG rating and since 2023 the Group is also part of the #ESGMakers - the players of sustainability.



ESG IMPACT COMMUNITY

The **ESG Impact Community** at Nexi has the scope to fostering employees' awareness and engagement for sustainability throughout the company. The Community has further expanded in 2024, **engaging employees** across Nexi's geographies and business to proactively contribute by acting themselves as **awareness booster of sustainability** within their own function and country. This enables a positive effect to amplify sustainability engagement and connection from across Nexi.

In 2024 the ESG Impact Community hosted a series of **informative webinars** and **workshops** to **spread knowledge**, to **share best practices** and to **boost awareness** on ESG material topics, as well as gathering opportunities to generate business innovation ideas and solutions for sustainability.

2.2 Sustainability Governance [GOV-1]

Nexi has a well-established Sustainability Governance in place to oversight and manage key sustainability aspects effectively, in line with the Group Sustainability Policy. The Sustainability Governance at Nexi aims to ensure decision making, implementation, monitoring and reporting of sustainability matters in a consistent and aligned way across the Group.



THE BOARD OF DIRECTORS is responsible for the strategic direction and supervision of sustainability activities, defining principles, guidelines, objectives, and commitments. They ensure these are aligned with strategic objectives and stakeholder expectations, periodically evaluating the results and impacts.



THE CONTROL, RISK AND SUSTAINABILITY COMMITTEE makes proposals and advises the Board of Directors on sustainability issues and, in particular, it examines and evaluates sustainability issues related to the business activity, to continually improve the Group's sustainability profile, it monitors alignment with current regulations and best market practices on sustainability issues, it examines and evaluates the Sustainability Statement.



CEO AND GROUP MANAGEMENT formulate sustainability plans and related goals, and then responsible for the implementation and performances in line with the sustainability strategies, principles, guidelines, and objectives defined by the Board of Directors.



THE GROUP ESG & SUSTAINABILITY FUNCTION is responsible for developing the ESG strategy and objectives, monitoring the execution of commitments across Nexi, gathering recurrent update on progresses and issues to the CEO and Group Management, to the Control Risk and Sustainability Committee and to the Board of Directors. It is responsible to coordinate the annual Sustainability Statement disclosure and reporting. It supports continuous ESG improvement and stakeholder positioning.

2.3 Double materiality assessment & Value Chain [ESRS 2: SBM-2, IRO-1, IRO-2]

Our sustainability topics through Double Materiality

In 2024, Nexi carried out the **double materiality assessment** for the first time following the principles introduced by the CSRD. This methodology requires both the disclosure of information on the **impact of the Group's activities on people and the environment** (the so-called "inside-out" perspective) and how **sustainability risks and opportunities** affect or might affect the Group's business (the "outside-in" perspective), in accordance with the guidelines of the European Financial Reporting Advisory Group (EFRAG).

Nexi has engaged various groups of stakeholders, both internal and external, with the aim to identify sustainability topics. Accordingly, employees and representatives from service providers, clients, and investors have been involved to gather insights on their priorities, fostering mutual understanding, with the ultimate aim to aligning the Group's strategic objectives with stakeholder expectations on ESG.



STAKEHOLDER ENGAGEMENT

The understanding and engagement of stakeholders represent fundamental values for Nexi, which is aware of the primary role they play in the pursuit of sustainability goals. Anticipating stakeholders' needs, addressing their expectations, and aligning with their agenda enables the Group to strengthen relationships while effectively managing impacts (positive and negative), risks and opportunities. This proactive approach to managing stakeholder engagement fosters lasting dialogue and creates long-term value, while focusing on promoting payment solutions education, advancing digitalization, and ensuring financial inclusion.

The identification and prioritization of impacts, risks and opportunities, considered from both – impact and financial – perspectives is the foundation to determine the material topics that are disclosed and addressed in detail within the Chapter 1 of the **Sustainability Statement 2024**.

The following steps were conducted:

1

Understanding Nexi business and value chain

The Nexi context has been analysed by examining and mapping its activities, business relationships, the relevant regulatory landscape, and sector-specific trends.

2

Identification of actual and potential impacts, risk and opportunities related to sustainability matters

Impacts, risks, and opportunities have been analysed across the entire value chain, covering operations as well as upstream and downstream activities. The identification process took into account the sustainability topics defined by EFRAG, in addition to the findings from the context analysis.

3

Assessment and determination of material impacts, risks and opportunities related to sustainability matters

To identify material impacts, risks, and opportunities, it was essential to assess their significance. To this end, Nexi engaged through onboarding and active participation of both internal functions and external stakeholders in the double materiality workshops, asking them to evaluate the significance of the relevant topics identified.

4

Validation and final approval

The consolidated overview of material IROs was evaluated by the **Control, Risk and Sustainability Committee**, then was approved by **Group Board of Director**.

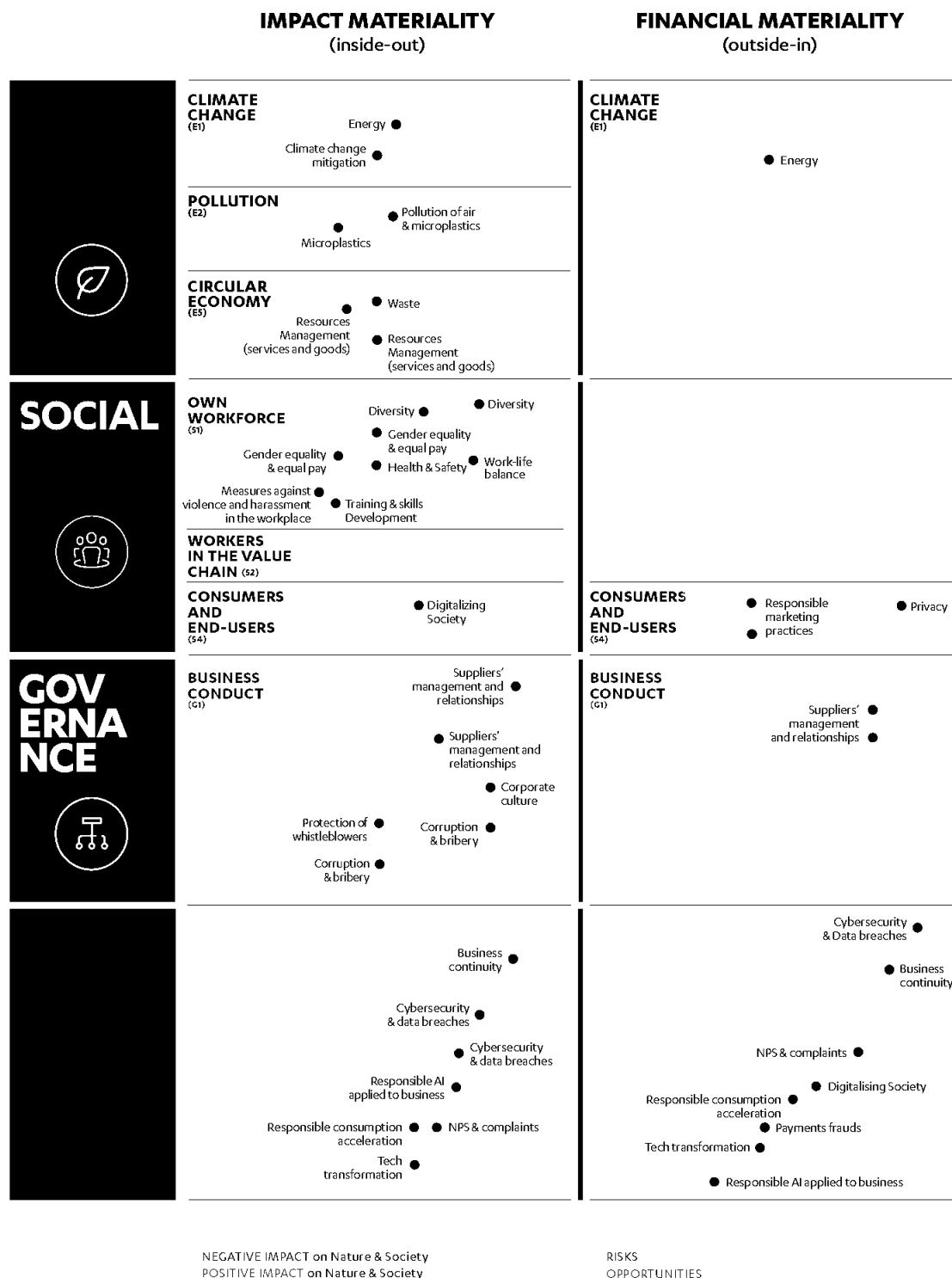
Materiality findings

The materiality process was a collaborative effort involving key internal and external stakeholders to ensure a thorough and balanced assessment. The following table presents the results of the analysis, including the list of relevant sustainability topics. For more details on the process and the outcomes please, refer to Chapter 1.



Sustainability Statement

List of material sustainability matters



Sustainability Statement

Value Chain

In line with the Double Materiality Assessment, Nexi has developed a comprehensive map of its value chain.

This mapping covered all areas, regions, product and services upstream types, client profiles, end-users, business relationships, and agreements. It ensured a thorough understanding of where IROs could arise, not only within Nexi's operations but also throughout the extended business relationships. Recognizing the dynamic nature of these relationships, Nexi is committed to continuously evolving this process to reflect changes over time.

The visual representation highlights Nexi's value chain in three key segments: **internal operations**, upstream **supply chain**, and downstream processes extending to **consumers** and **end-users**. Overlapping areas between these segments highlight points of collaboration, shared responsibility, and mutual impact.

Arrows connecting different processes, departments, and stakeholders indicate primary workflows, outlining how responsibilities and activities flow through the organization. However, additional relationships exist beyond those de-

picted, reflecting the complex and interconnected nature of Nexi's operations. External stakeholders, such as regulatory bodies and investors, are an integral part of the value chain, as they play a key role for Nexi, influencing strategic decisions and long-term goals, in compliance with the regulatory context.

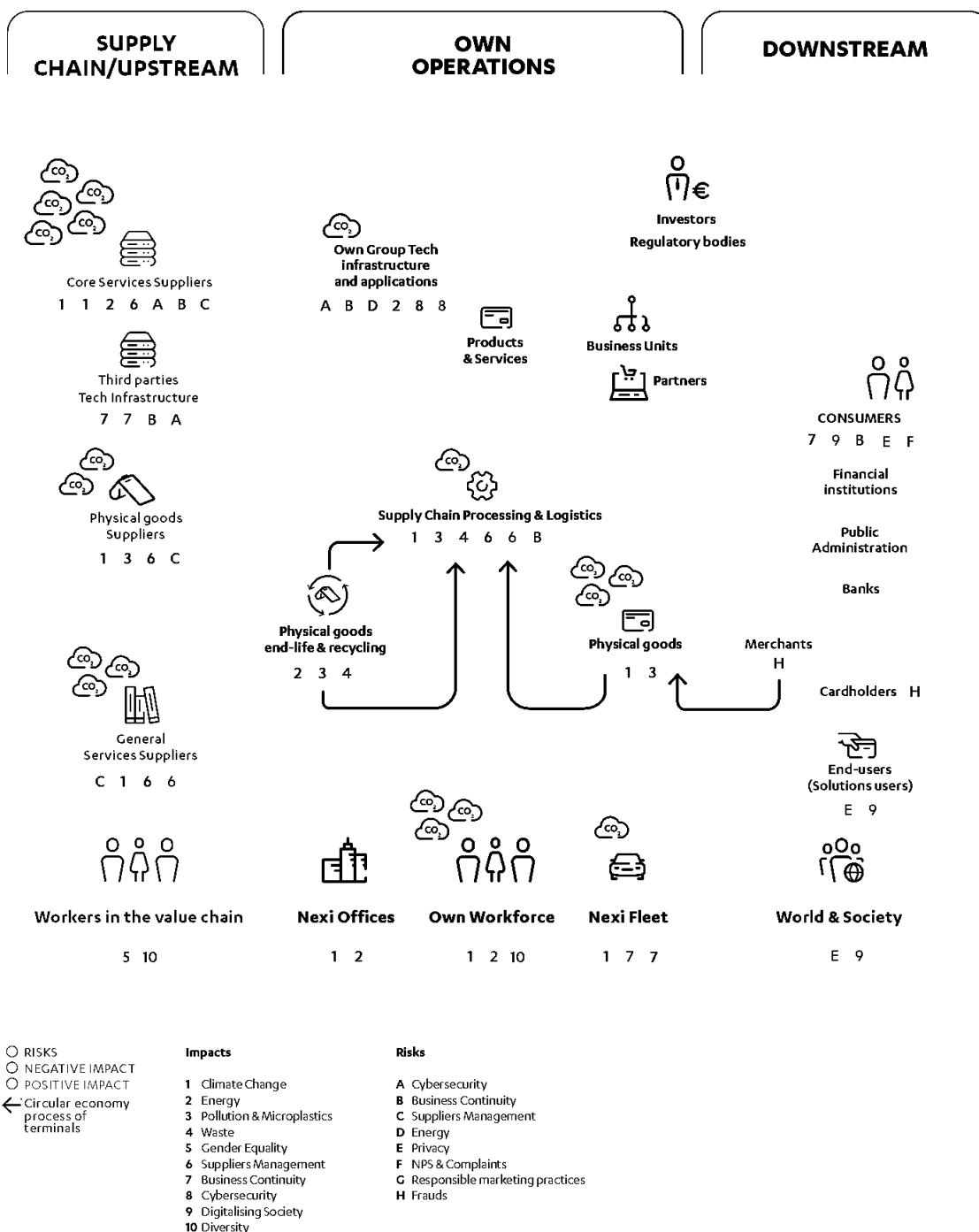
Nexi's **material impacts** are mapped throughout the Value Chain, placed at their main points of occurrence to highlight how each impact is connected, allowing for the visualization of both the direct and indirect effects of activities on different sections of the value chain. Key **risk areas** are also shown in relevant sections, outlining the areas where Nexi's value chain might encounter specific challenges.

The graphical representation also allows the identification of where **emission intensities** are concentrated, primarily found in the core service providers, physical goods suppliers, and general logistics, as well as in essential operational resources. These emissions extend across multiple segments, including business units, clients, consumers, end users, and office-based workforce. The highlighted areas indicate where Nexi's environmental impact is most significant, in line with the results of the carbon footprint.





Sustainability Statement



3. Environment

Nexi is committed to reducing its environmental impact and supporting the decarbonization of the digital payments industry, aligning with its ambition to achieve carbon Net Zero by 2040. This commitment is reinforced by its interim CO₂ reduction targets, approved by the Science Based Targets Initiative (SBTi).

To drive meaningful change, Nexi actively measures and reports both its direct and indirect **environmental impact** across its entire value chain. It is dedicated to implementing a structured **roadmap of strategic actions** to cut carbon emissions and meet its SBTi-approved interim targets.

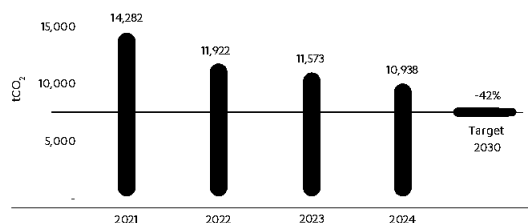
Furthermore, Nexi integrates sustainability into its **policies**, fostering environmentally responsible **practices** across its **solutions, services, processes, and operations**. It continuously monitors progress to refine and enhance its approach where necessary¹.

Finally, Nexi is subject to the disclosure obligations of the EU Taxonomy, reporting economic activities that qualify as environmentally sustainable under the defined criteria.

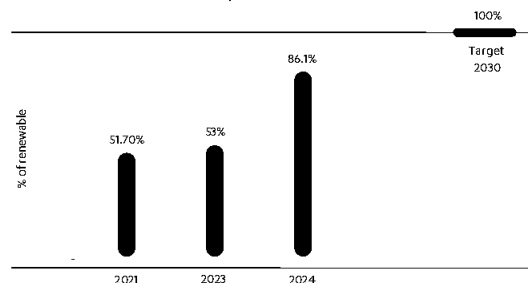
3.1 Carbon Targets & Performances

[E1-1, E1-4]

Scope 1 and 2 emissions (Market based)



Use of renewables in own operations



In 2022, Nexi committed to direct and indirect emissions reduction targets approved by SBTi.

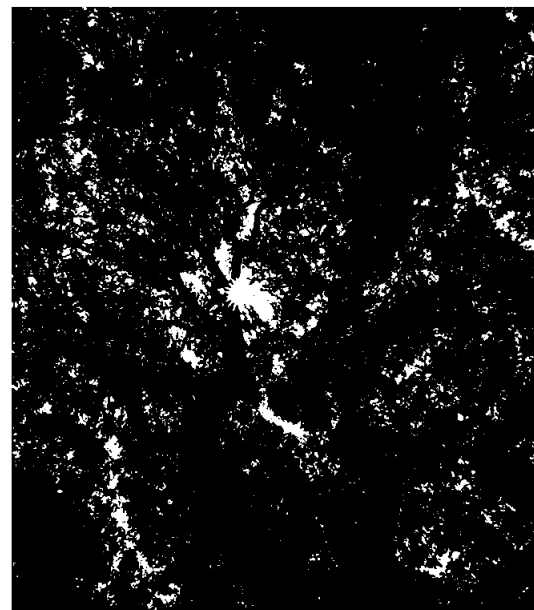
During 2023, Nexi finalized the entire process towards SBTi with review and final approval on its GHGs baseline related to the fiscal year 2021 and the interim CO₂ reduction targets throughout the entire value chain.

Aligned with global climate goals to limit warming to 1.5°C above pre-industrial levels, Nexi has set interim **decarbonization targets for 2030**. These include a 42% reduction in absolute Scope 1 and 2 GHG emissions from the 2021 baseline and a commitment to sourcing 100% of its electricity from renewable sources by 2030, up from 51.7% in 2021.

Moreover, the Group committed to decarbonizing its supply chain by mobilizing its suppliers to adopt CO₂ reduction targets. By 2027, this Scope 3 objective will involve two relevant areas of Nexi's supply chain:

- the procurement of goods and services, with 78% of suppliers involved, based on expenditure;
- the procurement of capital goods, with 70% of suppliers involved, based on their GHG emissions, starting from the 2021 baseline.

Finally, in the long-term, the Group is committed to achieve Net Zero by 2040, ten years earlier than required by the Paris Agreements, reducing absolute Scope 1, 2 and 3 GHG emissions by 90% and using carbon credits to offset the residual emissions.



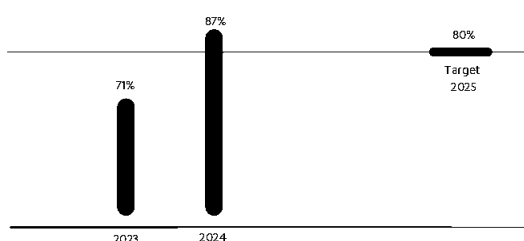
¹ At the time of drafting the 2024 Sustainability Report, the sustainability policy is being updated.

Sustainability Statement

3.2 Circularity

[E5-3, E5-5]

% of POS terminal refurbishment*



*Percentage of maintenances / substitutions with repaired / refurbished terminals POS terminals

Nexi is committed to a **circular approach** that reduces waste and promotes responsible consumption across its operations. The recovery and recycling of materials used are basic principles of the Group's approach to waste management, which is regulated by organizational procedures that assign roles and responsibilities for the management of all types of waste, either through direct management or through suppliers, always in full compliance with current regulatory provisions. A study analysis on plastic use is underway to highlight further streams of sustainability actions as relevant.

A primary focus for Nexi is on reducing its **reliance on non-renewable materials**, such as plastics and microplastics in cards, and progressively **replacing** these with **renewable, low-impact alternatives as possible**. To mitigate environmental impacts further, Nexi is committed to fostering practices of reuse, repurposing, recycling, and implementing end-of-life measures for materials and equipment to maximize their lifespan and minimize waste generation.

Such circular approach extends to Nexi's solutions, which are increasingly designed with digital approach in mind, thereby reducing reliance on hardware. For propositions that do require hardware, Nexi also offers low-impact, multi-purpose devices that minimize waste and extend product lifecycles.

In alignment with its sustainability values, Nexi actively encourages its value chain to adopt circular economy principles, supporting practices that reduce waste, optimize resource efficiency, and minimize environmental impacts.

Nexi is committed to extending the **lifecycle** of its products or their components by managing their end-of-life to **minimize waste** in downstream activities.

End-of-life terminals are collected for recycling and energy recovery through specialized partners, aiming to close their lifecycle loop. Additionally, defective terminals are refurbished and reused whenever possible.

By the end of 2024, Nexi achieved a performance rate of **87% of POS** refurbishment and striving to reach at least 80% by 2025.



ENGAGEMENT WITH INSTITUTIONS FOR ENVIRONMENT

In 2024, Nexi actively contributed to the research study "The Environmental Impact of Digital Over Cash Payments in Europe" by EDPIA in partnership with Oxford Economics, and supported the study launch and outreach plan to institutions in Europe. The research study informs that **digital payments** have a significantly **lower environmental impact** than cash payments. Based on these findings, Nexi and EDPIA members published recommendations to reduce the payment sector's carbon footprint.

Nexi engages in research and public policy discussions to support the financial services sector's transition to a low-carbon economy. Nexi is committed to carry out public policy engagement, in line with the Paris Agreement. Nexi also collaborates with national and international climate networks to share best practices which contribute to meet climate goals of the Paris Agreement.

3.3 Net Zero Transition Plan

[E1-1, E1-6, E1-7]

Nexi's Net Zero Transition Plan outlines its strategic approach to achieving carbon neutrality by **addressing climate-related challenges** and **leveraging opportunities** for sustainable growth. This plan establishes science-based targets and proactive decarbonisation measures to align with global climate objectives, including the Paris Agreement's 1.5°C reduction target. It places emphasis on reducing emissions across Scopes 1, 2, and 3 through a comprehensive strategy encompassing energy efficiency, renewable energy adoption, and pollution reduction.

Scope 1 and 2 Emissions Reduction

To directly tackle its operational carbon footprint, Nexi is committed to transitioning to fully renewable electricity by 2030. This initiative also involves the deployment of **energy efficiency** measures across all facilities and the modernisation of its corporate fleet with low-carbon vehicle alternatives. These efforts aim to significantly reduce direct emissions and establish a more sustainable operational framework.

Scope 3 Emissions: Addressing the Largest Impact Areas

Scope 3 emissions, which constitute about 94% of Nexi's total carbon footprint according to the fiscal year 2024 result, present the most complex challenge. Nexi is addressing these through comprehensive **supplier engagement strategies, sustainable procurement policies**. The primary impact areas within Scope 3 include purchased services and capital goods. To mitigate emissions in these categories, Nexi is implementing targeted reduction projects such as ESC-aligned supplier policy and actions aligned to circular economy principles. Further, Nexi is committed to mobilize service providers to have clear sustainability goals approved by the SBTi. Nexi also prioritizes sustainable materials in procurement, implements circular economy principles, and focuses on hardware-free solutions, emphasizing internally developed innovations to reduce emissions related to equipment and capital goods.

Climate Change Mitigation and Energy Efficiency

Nexi has integrated climate change mitigation into its core operational strategy by prioritising energy efficiency enhancements and increased renewable energy usage. Interim targets for 2030 include a 42% reduction in absolute GHG emissions from 2021 levels and a full transition to 100% renewable electricity procurement. Supply chain decarbonisation efforts will focus on engaging 78% of procurement-related suppliers and 70% of capital goods suppliers in CO₂ reduction targets by 2027. These initiatives support Nexi's overarching objective of achieving Net Zero emissions by 2040.

Transition Risks and Strategic Mitigation

Nexi acknowledges that energy availability and supplier decarbonisation represent transition risks. Limited access to clean energy and the challenge of aligning supply chain partners with sustainability targets require proactive risk management. To mitigate these risks, Nexi is forging strategic partnerships, purchasing renewable energy, and enforcing robust supplier sustainability criteria. By taking a structured approach to managing these risks, Nexi aims to strengthen resilience against future sustainability challenges.

Governance Framework and Accountability

Effective implementation of the **Net Zero Transition Plan** is gathered through defined accountabilities, responsibilities and sustainability oversight and reporting governance. Dedicated working groups oversee key areas such as energy management, procurement, capital goods. The Group ESG & Sustainability function acts as coordinating and reporting function, also in line with the Sustainability Governance to gather oversight and further actions. To maintain transparency, a dedicated decarbonisation reporting document consolidates Scope 1, 2,3 progresses, facilitating risk management and informed decision-making.

Commitment to a Sustainable Future

Nexi's Net Zero Transition Plan represents a long-term strategic commitment to reducing its environmental impact while actively supporting the global shift to a low-carbon economy. Through systematic actions, governance structures, and continuous monitoring, **Nexi aims to fulfil its sustainability commitments and contribute meaningfully to climate change mitigation**. By integrating sustainability into its core operations, Nexi seeks to lead by example, fostering innovation and collaboration in the transition to a net zero future.

4. Social

4.1 Own workforce

[S1-1, S1-4, S1-9, S1-13, S1-14, S1-15]

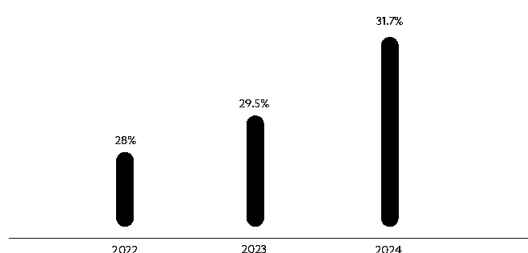
Nexi is committed to creating a diverse, inclusive, and equitable environment for all.

Nexi is committed to ensuring that every individual feels valued and respected, contributing to a richer, more innovative business culture.

Nexi believes that an inclusive and diverse organization attracts and retains the best talent and strengthens its position as a leading provider of digital payment solutions.

Diversity management

% of women in managerial positions



Nexi established Group Diversity & Inclusion Board

management integration project started in 2023 to uniform people processes and procedures across the Group.

Since January 2023, a specific target has been established, along with a process to ensure the recruitment and promotion of women to management roles in the organization. The goal is to achieve an annual increase of at least 1%; **by the end of 2024**, the percentage of **women in leadership positions** has increased from 29.5% to **31.7%**, meeting the defined target. Furthermore, specific focused initiatives continued during 2024 to boosting multicultural diversity including the Gradu-

Nexi is investing in its people to develop a forward-looking Group, that can attract and nurture talents regardless of nationality, ethnicity, gender, sexual orientation, religion, or belief. In 2024, Nexi continued to execute on its people

ate Programs with new talented graduates, representing multiple nationalities, cultures and backgrounds. They joined Nexi through a customized development path which include two different job rotations to explore different business areas before moving to the final landing position.

A dedicated human resources function is tasked with analysing and addressing remuneration disparities, ensuring fairness and equality across the organization.

The Diversity, Equity & Inclusion (DEI) Board composed of representatives from different parts of the organisation, sponsored by Nexi Executive Committee, has been setting the strategy and owning the execution of the plan to close the gap in leadership positions.



EMPLOYEE RESOURCE GROUPS

Nexi has worked in 2024 with employee resource groups (ERGs) to both support, engage and ensure insights on needs related to these groups. These groups include women, LGBTI+ community and multicultural. The ERGs collect input and ensures dialogues with the group they represent on needs and perspectives and arrange different events during the year to work on these. The ERGs are represented in the DEI Board ensuring the needs and perspectives are discussed also on the Nexi level.

Performance Management Training & Development

Nexi adopts a merit-based approach to performance management, aiming at enhancing each employee's contribution to the Group's results. Professional development is a continuous development process captured in the "Growth Journey", which builds on the belief that development should be owned by the individual, who is in the driver's seat, with direct support from both the leader and the organisation.



MY HR TOOL

In 2024, Nexi launched a new HR tool, the first step to truly and practically enable the new Nexi Operating Model. It consolidates the initial multi-HR landscape across more than 25 countries into one system. This can ensure a strategic and sustainable approach in line with country-specific compliance and legalities and any cultural implications. The adoption of the new corporate tool has enabled the implementation of a uniform performance evaluation process across the Group.



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Training & Development are of central importance to promote both individual and collective growth. The corporate culture places great value on employees being able to continuously expand their skills and develop personally. Nexi's approach to learning paths integrates a diverse mix of tools, methods, and content to create an engaging and effective learning experience. **In 2024**, the average **number of training hours per employee** reached **20.8**, an increase from 12.7 hours in 2023. This improvement reflects Nexi's steadfast commitment to fostering the professional growth and development of its employees.



PAYTECH UNIVERSITY

2024 marked a transformation year for Nexi both in terms of training contents and means. The new PayTech University was launched, focusing on continuous learning and development to support digitalization and transformation. It offers over 7,000 courses, serving as the central hub for Group learning, it fosters a culture of growth for both technical and soft skills.

People well-being and work-life balance

Nexi, recognises that employees are the heart of its success. The organization is deeply committed to creating a work environment that prioritizes well-being, work-life balance, and professional fulfillment. This approach is grounded in flexibility, open communication, and a strong culture of respect and inclusion.

For Nexi, employee welfare is a key component of a comprehensive reward strategy that focuses on addressing the unique needs, motivations, and values of individuals. The Group offers a variety of benefits to its full-time employees, tailored to the specific requirements of its different legal entities and the labour markets in which it operates, each subject to distinct regulations depending on the geographical area.

To help employees balance their personal and professional lives, Nexi offers flexible working arrangements, including remote and hybrid work options, as well as part-time contracts. Employees are also entitled to take family-related leave, ensuring they have the necessary time to care for loved ones without compromising their careers.

The approach to employee welfare is consistent across all legal entities, with any variations being minimal. The overall benefits provided to employees are determined at the Group level, ensuring a unified strategy. Nexi firmly believes that welfare as an important element of the remuneration package and the main benefits offered to employees are to guarantee a flexible, safe and inclusive working environment.





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OPEN COMMUNICATION AND WHISTLEBLOWING PROTECTIONS

Nexi maintains open communication channels at all levels of the organisation, encouraging employees to share feedback, concerns, and ideas freely. Additionally, the whistleblowing mechanism is structured and fully protected, allowing employees to report ethical concerns, misconduct, or violations with complete confidentiality and without fear of retaliation. Nexi is committed to maintain a positive workplace culture. Data related to whistleblowing reports, discrimination cases, and other workplace disclosures are regularly monitored and reported, ensuring accountability and continuous improvement.



COMMITMENT TO INCLUSION AND ANTI-DISCRIMINATION

Nexi upholds a zero-tolerance policy against all forms of discrimination, including harassment. Any incidents are thoroughly investigated, and appropriate actions are taken to ensure a safe, fair, and respectful workplace. Employees are encouraged to report any concerns, knowing they will be protected and supported throughout the process.

At Nexi, employee well-being is not just a policy, it's a fundamental part of its identity. Nexi will continue to evolve the workplace practices to ensure people feel valued, supported, and empowered to thrive.



OUR VOICES SURVEY

Employee feedback is important for Nexi and the Our Voices Survey is the main tool that Nexi uses for listening to employees. The survey provides the employees with the opportunity to share their experiences working at Nexi and to highlight priority needs to drive engagement across the Group. The survey is conducted anonymously by a third-party provider and it includes questions related to engagement, work-life balance, leadership, culture and ESG topics.

In the 2024 Our Voices survey 87% of the employees participated, which is an increase from 2023 with 5% and a strong result ensuring input from the entire organisation. The Engagement Index has also increased and is now 66% compared to 63% in 2023. The results are communicated to all employees and actions are defined on different levels in the organisation.



CORPORATE CULTURE

In 2024 Nexi has continued to roll out the value and behaviours that were identified in 2023 as the Groups cultural foundation.

The following four values are interlinked and integrated into the performance goal setting during 2024:

- Driving excellence for our Customers, always
- Shaping Payments through our competence
- Winning with our Energy, together
- Enjoying the richness of Diversity

The values and the interlinked employee and leadership behaviours are fundamental tools helping the Group to come together as One Nexi, in creating the shared understanding to act and work together.

Health & Safety

Nexi is a responsible employer and follows the Health and Safety international standards and national regulations in force in the countries in which the Group operates.

Hence, workplace health and safety assessments are carried out according to current legislation in the Group's various geographies. During these assessments, the workplace is examined through physical inspections, and also by gathering feedback from employees on their well-being, physical environment, and ergonomics. Employees are also encouraged to report any work-related hazards by informing their immediate supervisor, safety, and labour representative, or human resources. In some countries, the assessment is conducted in close collaboration with local health care and labour and safety councils.

Information about Health, Workplace environment and Safety work is provided to the employees on Intranets, Employee handbook and in emergency cases by mail. Also, the cooperation related to occupational health and safety at workplaces is subject to the provisions of the Act on local legislation and the applicable collective agreement.

4.2 Workers in the value chain

[GOV-4, S2-2, S2-4]

Nexi relies on a network of workers across its value chain who provide services and capital goods. While some temporary technology consultants operate on Nexi's premises, most workers supporting its operations are employed by external partners as Nexi's suppliers.

As of 2024, Nexi has not conducted a formal assessment of risks and opportunities related to workers in its value chain. However, a comprehensive evaluation is planned for 2025 to identify potential human rights impacts and opportunities. Given Nexi's

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operational structure, geographical reach, policies, and internal controls, the overall risk in this area is currently considered low.

To manage potential risks, Nexi monitors critical dependency suppliers across various regions. Physical audits with involvement of third party-experts have been gathered to assess critical suppliers based on criteria defined for 2024 plan. In addition, high focus has been dedicated to ensuring closure of remediation plan of audits performed during the previous 2023-year, achieving 83% of actions closure.

A due diligence supplier management process will be implemented uniformly throughout the company during 2025 year as part of its broader efforts to strengthen supplier governance.

At present, Nexi does not directly manage workers in its value chain. A formalised approach will be implemented based on the evaluation outcome expected in 2025, so to ensure those possible emerged aspects are properly addressed.

No reported cases of concern were identified in the 2024 financial year.

4.3 Clients & Consumers

[SBM-3, S4-2, S4-3, S4-4]

Customer centricity

The daily activities, new products, innovation and investments of the Group are always calibrated by putting the customer at the centre. For this reason, Nexi constantly monitors and detects the needs of its customers through both customer satisfaction surveys and through the constant detection and analysis of the Net Promoter Score (NPS), as well as through the management of complaints and the analysis of feedback on digital application stores.

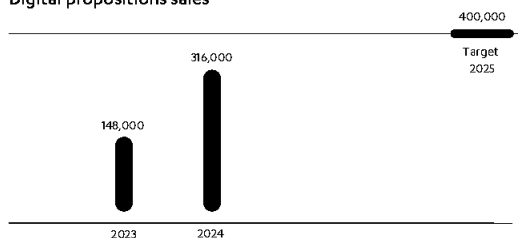
Nexi's constant aim is to spread the culture of customer satisfaction among all its people, with the aim of improving service levels and customer relations.

The Net Promoter Score value achieved on the Group perimeter amounts at 20.7, meaning 3.2. point above the result achieved in 2023.

Complaint management is an important tool to monitor customer satisfaction and ensure the quality of service provided. In this sense, the management operated by the Group is inspired by the principles of transparency, quality and continuity of service. Furthermore, complaints are closely managed to resolve issues promptly and enhance consumer experiences. Nexi also fosters dialogue with partner banks through dedicated meetings and webinars, aligning strategies for improving digital payment services and addressing potential risks.

Society digitalisation and progress

Digital propositions sales



Nexi contributes to the spread of digital payments culture and new technologies by facilitating access to services for the community. Nexi aims at providing equal opportunities in accessing financial products for all populations and minorities and supporting the micro businesses digitalisation journey.

In 2024, Nexi continued its role as European Paytech, emphasizing its commitment to social digital transformation for a cashless society, specially towards small-medium enterprises and microbusinesses. Indeed, Nexi has continued driving and delivering digital payment solutions achieving 316,000 contracts, both e-commerce and merchant services, across Europe in line towards the overall target to achieve 400,000 contracts (of which 176,865 in 2024) by 2025. Further, the year saw significant strides in digital innovation, with Nexi enhancing its existing portfolio and developing new solutions to offer customers a seamless and comprehensive digital experience, turning digital payments into opportunities for growth and efficiency. Coherently with its goal, Nexi not only reconfirmed successful initiatives already ongoing but launched multiple new ones across all its business lines aiming at facilitating the way customers, merchants and financial institutions pay and accept payments.

Nexi has expanded access to **public transportation** in Italy, with **30 million** unique cards used for ticket purchases, making the service more accessible to citizens.

This **figure has grown** compared to 18 million cards in 2023 and 17 million in 2022.



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Among Nexi's key initiatives in 2024 to accelerate digital payments across Europe:

- **New SmartPOS launch:** a cutting-edge Android-based payment terminal featuring a sleek design, a large touch-screen, and an intuitive user interface, rolled out across the Group². This solution is a key enabler of the digitization of the business, not only through payments but also with business analytics and many service, already integrated in the terminal.
- **SoftPOS and Apple Tap to Pay expansion:** Introduced in all relevant markets, allowing merchants to accept card payments directly on their smartphones or tablets without the need for additional hardware like traditional POS terminals or card readers.
- **Nexi Alliance Program:** Launched to strengthen the integrated ecosystem of Independent Software Vendor (ISV) solutions, fostering seamless collaboration and innovation in the payment landscape³.



FINANCIAL EDUCATION FOR YOUNG PEOPLE

To strengthen Nexi commitment to communities and drive digitization processes across society, the Group aims to play a positive role in improving accessibility to finance and financial education initiatives.

In 2024, Nexi participated in the **European Money Week 24**, where three educational sessions were held in Brussels, each engaging 300 students. The event's highlight was the European Money Quiz, an economic competition organized by the European Banking Federation. This competition aimed at **promoting financial education and economic citizenship among students aged 13 to 15 from over 30 European countries**.

Nexi played a pivotal role in the success of the event. Through its active participation, European Money Week 2024 effectively encouraged young people to gain a deeper understanding of finance and empowered them to become informed and responsible economic citizens.

Responsible marketing practices

Nexi is committed to responsible marketing practices by ensuring transparency, ethical communication, and customer-centric engagement across all its activities. The Group adheres to **fair marketing principles**, providing **clear, accurate, and non-misleading information** about its products and services to enable customers to make informed decisions. A strong focus is placed on customer protection and inclusion, ensuring **accessibility for all users**, including vulnerable groups. Nexi also upholds strict data privacy and security standards in its digital marketing efforts, complying with relevant regulations to safeguard customer information and ensure ethical use of personal data. Furthermore, the Group integrates sustainability considerations into its communications, ensuring that environmental and social impact claims are substantiated and avoiding any form of greenwashing. In its digital marketing activities, Nexi promotes fair and responsible advertising, steering clear of manipulative tactics and complying with industry standards. By embedding these principles into its marketing strategy, Nexi reinforces trust, strengthens customer relationships, and aligns with regulatory requirements and broader sustainability goals.

Responsible consumption acceleration

Nexi is committed to accelerating responsible consumption through innovative solutions that empower individuals to make more sustainable choices. Since 2022, the Group launched Planet Care, a service linked to Nexi cards, designed to raise awareness and encourage a more conscious approach to consumption. Planet Care enables cardholders to **track the carbon footprint of their purchases** on a monthly basis, fostering greater environmental awareness and providing actionable insights to reduce their impact.

Responsible Artificial Intelligence in Business

At Nexi, the transformative potential of Artificial Intelligence (AI) in the payments industry is recognised. AI is reshaping financial services, from fraud detection and risk management to hyper-personalised customer experiences. However, as AI is integrated into solutions, it is done with a measured and responsible approach, carefully assessing opportunities while safeguarding integrity, security, and long-term sustainability.

AI-driven innovations, such as machine learning for transaction monitoring or conversational AI for customer support, bring clear advantages. However, they must be implemented in a way that ensures fairness, transparency, and compliance with evolving regulations like the EU AI Act. Ethical AI development is crucial, considering issues such as data privacy, bias mitigation, and accountability in decision-making processes. Beyond risk mitigation, AI is seen as a driver of value creation across the entire payment ecosystem. By analysing transaction patterns and customer behaviours, AI can help businesses op-

² New SmartPOS, already available in Italy and Greece in 2023, it has been made available also in Germany, Austria, Switzerland and in the Nordic Countries during 2024.

³ First launch of the project in Germany during 2024.

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timise operations, improve user experiences, and reduce fraud risks. Additionally, AI-driven automation enhances operational efficiency, allowing businesses to focus on strategic growth.

At the same time, it is acknowledged that AI poses challenges, including its impact on workforce dynamics and potential cybersecurity threats. That's why Nexi is committed to continuously evaluating AI's impact, not only on the business but on partners, customers, and the wider financial ecosystem. Responsible AI should align with corporate values, ensuring that innovation is pursued with ethics, security, and business sustainability at the core.

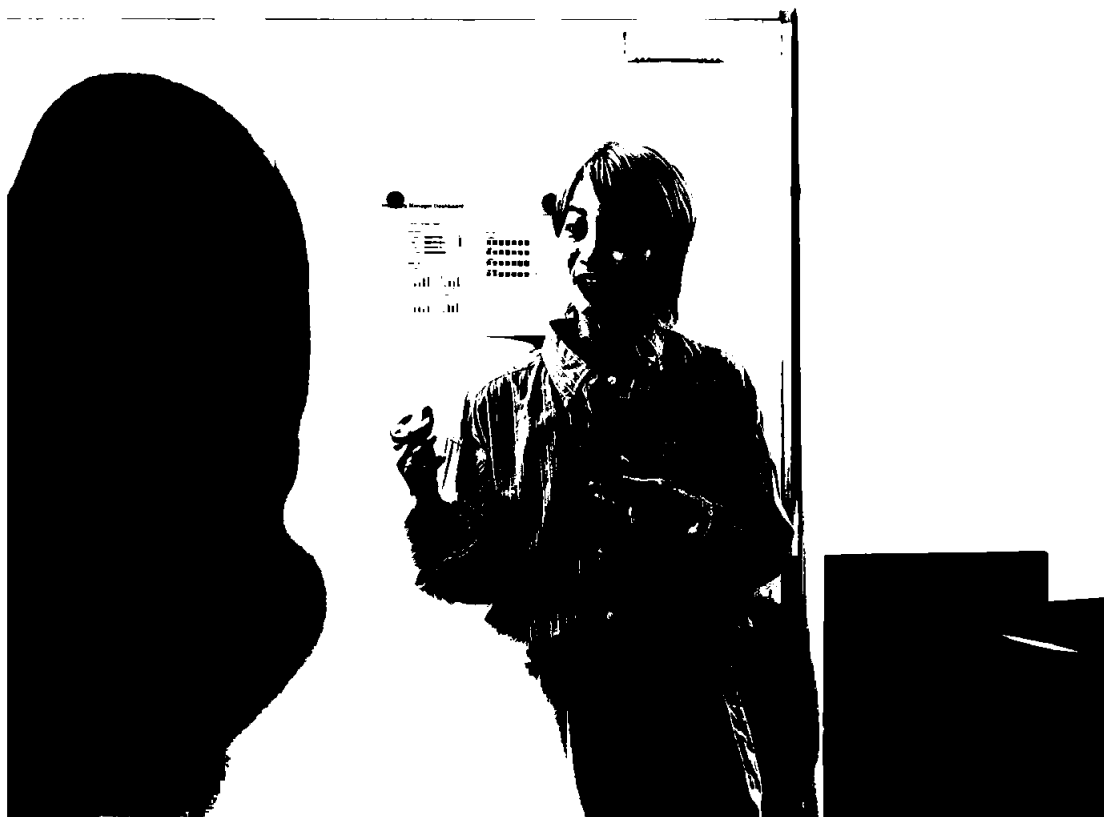
Technology Transformation

Innovation is at the heart of Nexi's mission, and technology transformation is the driving force behind industry leadership. The payments landscape is evolving rapidly, with emerging technologies redefining how businesses, consumers, and financial institutions interact. To stay ahead, **Nexi continuously assesses and adopts cutting-edge solutions that enhance security, efficiency, and user experience.**

Contactless payments, biometric authentication, and tokenisation are further revolutionising how consumers interact with payment systems. With the rise of wearable payments and mobile wallets, the goal is to integrate frictionless, secure, and user-friendly experiences into every transaction. By leveraging artificial intelligence and real-time data analytics, smarter fraud prevention tools and tailored financial solutions that meet the evolving needs of businesses and end users are offered.

Security remains a top priority in technology transformation. With cyber threats becoming more sophisticated, **Nexi Group continuously invests in security solutions and measures to ensure the highest level of protection for customers and partners.**

Ultimately, technology transformation is not just about upgrading systems, it is about rethinking the entire payments ecosystem. By adopting the best available technologies and fostering innovation across the value chain, Nexi is shaping the future of digital payments, empowering businesses, and enhancing customer experiences in an increasingly connected world.



5. Governance

Nexi upholds the highest ethical standards and ensures transparency through comprehensive governance policies. By adhering to the ethical and behavioural practices outlined in the Nexi Code of Conduct and integrating these principles into daily operations, the organization fosters a culture of high integrity.

This commitment helps mitigate operational, reputational, and compliance risks, safeguarding Nexi, its stakeholders, and the broader community. Governance practices encompass key areas such as **business conduct, supplier management, whistleblowing**, and the **prevention of corruption and bribery**. The corporate governance framework also regulates the management and control bodies, which are integral to ensuring accountability and responsible decision-making. Finally, by adopting a best-in-class governance structure, Nexi strengthens its ability to achieve ESG targets, embedding sustainability into its corporate strategy and reinforcing trust among stakeholders.

Nexi maintained ESG objectives in

Management by Objectives (MBO) and Long-Term Incentive (LTI)

5.1 Business conduct

[IRO-1, GOV-5, G1-1, G1-2, G1-3, G1-4, G1-6]

Anti Bribery and Corruption

Preventing corruption and bribery is a material topic for Nexi, reflecting its commitment to integrity and responsible business practices. The Group enforces a zero-tolerance policy, ensuring that any violation or suspicion of corrupt activities is promptly assessed and, where necessary, investigated.

Nexi promotes ethical business practices among all stakeholders, adhering to principles of integrity, impartiality, and independence when engaging with external parties. The Anti-Bribery and Corruption Policy defines the governance framework, control standards, and due diligence processes to mitigate risks.

To address allegations, the Group has established clear investigative procedures. Any reported incidents are promptly investigated, with disciplinary actions taken when necessary.



THE ANTITRUST PROGRAM

In 2024, no lawsuits were reported or concluded in connection with anti-competitive behaviour and antitrust violations, or monopolistic practices for the Group's entire perimeter. Throughout the year, Nexi also continued its commitment to raise awareness on Unfair Commercial Practices (UCP).



WHISTLEBLOWING

Nexi fosters a corporate culture rooted in ethical conduct and strong governance, promoting an environment where reporting unacceptable behaviour is actively encouraged. In compliance with applicable regulations, the Group has implemented a whistleblowing mechanism with dedicated channels to facilitate reporting while ensuring whistleblowers are protected from retaliation.

The Group Whistleblowing Policy provides a secure and confidential reporting system, including designated channels and a standardized process for reviewing and assessing reports. The policy covers a broad range of violations, including regulatory breaches in financial services, fraud against public institutions or the European Union, competition and corporate tax violations, offenses under Legislative Decree 231/2001, and labour law violations such as harassment, bullying, and discrimination.

The policy applies across the entire value chain, including suppliers, contractors, subcontractors, employees, former employees, management, shareholders, and collaborators. It is publicly available on Nexi website and communicated internally through the intranet.

Payment frauds

Nexi is dedicated to enhancing the security of digital payments by implementing strong fraud prevention measures that protect customers, partners, and employees. The Group prioritizes transparency, integrity, and security to create a safe environment for users. Nexi is also focused on developing advanced technologies to detect and prevent online fraud, further strengthening the security of digital payments. By raising awareness and employing advanced security measures, Nexi ensures that digital transactions remain safe and secure, reinforcing trust and long-term relationships with its customers.



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FIGHT AGAINST FRAUDS

In December 2024, Nexi, in collaboration with the Italian State Police, took significant steps to combat online fraud, ensuring safer digital transactions for consumers. This partnership involves the exchange of vital information and best practices, enabling more effective identification and prevention of fraudulent activities.

This initiative not only underscores Nexi's commitment to security but also aligns with our broader sustainability goals. By fostering a secure digital ecosystem and reducing the environmental impact of digital payments, Nexi is contributing to a safer, more sustainable future for everyone.



NEXI TALKS - PAYMENT FRAUD PODCAST

In line with its continuous commitment to promote a safer digital environment, in 2024, Nexi has launched the *Nexi Talks* podcast. The series aims to educate the public on fraud prevention featuring insights from experts like ethical hackers and criminologists. The podcast covers topics such as AI in fraud detection, social engineering, and the importance of collaboration in combating fraud.

Engagement with institutions and policy makers

Nexi believes that institutional and governmental decision-making should be representative, inclusive, and participatory, ensuring that all stakeholders' interests are considered. Committed to transparency, Nexi clearly communicates the rationale behind its strategic and business decisions.

Actively engaged in public affairs and policy advocacy across its operating regions, Nexi focuses on key areas such as digital payments, retail financial services, anti-money laundering, cybersecurity, digital assets, and consumer protection. The Group presents its perspectives on emerging policies and legislation to various institutions, particularly within the EU, both independently and through the European Digital Payment Industry Association (EDPIA).

The Corporate Affairs team, part of the Group Corporate and External Affairs & ESG function, operates across multiple European countries, facilitating engagement with national authorities. This team represents Nexi's interests at both the European and national levels, advocating for policies that accelerate

SME digitalization and drive the transition to a cashless society. During 2024, Nexi supported institutions and working groups dedicated to the development of the digital payments and legislative proposals in the field of payment services.

Suppliers Management

Nexi is committed to strengthening the environmental and social sustainability of its value chain through dedicated procedures and active engagement with suppliers, collaborators, and business partners. By pursuing responsible procurement and supply chain management, Nexi ensures the delivery of high-quality products and services while upholding human rights and ESG principles across its entire value chain.

Enhancing Supplier Selection and Standardisation

In 2024, Nexi took significant steps to expand and unify its supplier selection process at a Group level, ensuring a consistent and standardised approach across all operations. The current process is grounded in key principles, including fairness, cost-effectiveness, quality, innovation, continuity, and ethical integrity, fully aligned with the Group's policies. Under the organisational procedure Qualification and Evaluation of Suppliers, all suppliers must meet strict qualification criteria to be accepted and contracted.

Sustainability Scoring and Risk Assessment

To reinforce its commitment to sustainable procurement, Nexi has implemented a sustainability scoring framework aligned with OECD guidelines, the Corporate Sustainability Reporting Directive (CSRD), and advanced elements of the upcoming Corporate Sustainability Due Diligence Directive (CSDDD). This system evaluates third-party entities based on risk levels, severity indicators, sustainability exposure, and regional factors. By leveraging automation and data-driven analysis, the model generates tailored recommendations for each supplier, ensuring objective and transparent assessments.

Continuous Monitoring and Risk Mitigation

Nexi applies a rigorous, ongoing monitoring process to assess technical suitability, certification compliance, adherence to social protection regulations, and financial stability. Additionally, the quality of services and products, as well as compliance with contractual obligations, are regularly reviewed. This structured evaluation allows for the identification of improvement areas and, when necessary, reassessment of supplier relationships.

To further mitigate risks, the use of subcontractors is subject to explicit approval and verification by Nexi, ensuring that all entities within the supply chain adhere to the organization's high standards. By continuously refining its processes, Nexi strengthens its commitment to sustainability, responsible business practices, and value creation across its entire supply network.



5.2 Business Continuity

[SBM-3 (AR7)]

99.99% service availability across the Group

As a leader in the digital payments industry, Nexi is committed to ensuring the highest levels of security and service continuity.

Service reliability is essential for Nexi, this is why it has implemented a Business Continuity Management System (BCMS) to ensure the delivery of critical services in compliance with regulations and customers' requests. A dedicated Group team continuously updates and tests continuity solutions, aligning with requirements like PSD2 and EBA guidelines.

Recent investments in technology, organization, and personnel have allowed the Group to strengthen service resilience. In 2024, Nexi has continued to enhance operational excellence, focusing on improving service levels and addressing stakeholder needs. This allowed to reach a 99.99% of guaranteed service availability across the Group.

5.3 Cybersecurity & data breaches

[G1-4]

Nexi is committed to ensure ethical and secure information management, protecting data and systems from security threats that could impact the Group and its stakeholders. Nexi actively collaborates with external partners, financial market peers, and regulatory bodies to strengthen its cybersecurity resilience.

Internally, Nexi has established a robust governance framework comprising regulations, codes, policies, standards, and organizational procedures. This framework defines governance, planning, design, and implementation activities, as well as roles, responsibilities, processes, and resources to ensure data confidentiality, integrity, and availability.

Externally, Nexi highlights its cybersecurity approach on its official website, showcasing its commitment to securing products and services.

Recognizing that information assets are potential targets for cyber threats, Nexi continuously enhances its Security Incident Management processes. These processes define roles, communication channels, escalation procedures, and a comprehensive management workflow for handling security incidents, including reporting of personal data breaches.

To foster a security culture, cybersecurity training is compulsory for all employees, with specialized programs for key roles to reinforce security awareness and regulatory adherence.



INFORMATION SECURITY POLICY

The Group Security Policy reflects management's unwavering commitment to security and establishes a unified framework for preserving the confidentiality, integrity, and availability of the Group's information assets. The policy aligns with our sustainability goals and underscores our dedication to ethical and controlled information handling and resilience.



THE MANAGEMENT OF PRIVILEGED INFORMATION

The "Regulation for the handling of relevant/privileged information, the establishment and maintenance of the list of relevant information, the insider list and internal dealing" is in place to regulate the process for managing documents and confidential & privileged information, the preservation and updating of registers of persons who have access to the aforementioned information, compliance with internal dealing obligations, alongside the obligations of confidentiality and reporting. The regulation aims to ensure compliance and proper disclosure of inside information to the market, guaranteeing maximum confidentiality until the information is published.





1

SUSTAINABILITY STATEMENT



SUSTAINABILITY STATEMENT

ESRS 2 General Requirements

[BP-1] General basis for preparation of sustainability statements

5 (a). Basis for preparation of the sustainability statement.

The scope of information includes all companies consolidated by the ultimate parent company that were operational as of 31 December 2024. This aligns with the financial statements' scope and is based on materiality to the organisation. The complete list of entities can be found in the Financial Statements, scope of consolidation section. See dp 13 (a, b, c).

For the purpose of reporting forward-looking information in compliance with the ESRS, directors are required to develop such information based on assumptions-described in the consolidated sustainability report-regarding events that may occur in the future and potential future actions by the Group. Due to the uncertainty associated with the occurrence of any future event-both in terms of whether it will materialize and the extent and timing of its manifestation-deviations between actual results and forward-looking information could be significant.

5 (b). Scope of consolidation of consolidated sustainability statement is same as for financial statements.

The scope of consolidation is the same as for the consolidated financial statements.

5 (c). Upstream and downstream value chain coverage.

Nexi's sustainability statement, as outlined and mapped in the 2024 Sustainability Statements Summary, covers the entirety of the value chain. This comprehensive approach captures the corporation's full scope, operational breadth, and integration of Group activities across all territories where we operate, reflecting the interconnected and dynamic nature of our work. The statement highlights Nexi's key and vital

stakeholders and provides insights into where emission intensities are primarily concentrated. These concentrations are found in core service providers, physical goods suppliers, general logistics, and essential operational resources. Additionally, they span multiple segments, including business units, clients, consumers, end users, and workforce across office locations. Material impacts are strategically mapped throughout the value chain diagram, pinpointing their precise points of occurrence. This allows stakeholders to clearly visualise how each impact is connected across the value chain, revealing both direct and indirect effects of the Group's activities. Furthermore, the statement emphasises key risk areas by identifying sections where Nexi is most vulnerable to potential challenges. This layout provides stakeholders with a clear understanding of critical risk points and helps prioritise where actions are needed to mitigate these risks effectively. By presenting the value chain in this holistic and transparent manner, Nexi ensures stakeholders can appreciate the full scope of its sustainability efforts and impacts, fostering trust and engagement across all relevant parties.

In terms of overall accuracy, the metrics used to estimate impacts and identify potential risks are influenced by the process described above and are therefore subject to a certain level of measurement uncertainty.

As a result, the information provided by the Group regarding Scope 3 emissions is subject to greater inherent limitations compared to Scope 1 and 2 emissions. This is due to the limited availability and relative accuracy of the data used to define Scope 3 emissions information-both quantitative and qualitative-related to the value chain.

5 (d). Option to omit specific piece of information corresponding to intellectual property, know-how or results of innovation has been used.

Nexi has exercised the option to omit specific information related to intellectual property, know-how, or innovation results concerning the metrics for the following material sub-topics: Payment Fraud, NPS & Complaints, Cybersecurity, Tech Transformation, and Privacy. Specifically, regarding the NPS & Complaints topic, the omitted metric pertains to complaints received by the Group.

Sustainability Statement

[BP-2] Disclosures in relation to specific circumstances

10 (a). Disclosure of metrics that include value chain data estimated using indirect sources.

Scope 3 GHG Emissions data in E1-6 uses primary physical data for the cases for which it is available, otherwise economic data as a second option. Both are obtained through a data collection process involving Nexi Group data owners. In some cases supplier-specific data is utilized (es. bill of materials of POS, used for calculating Use of Sold Products and Downstream Leased Assets emissions).

Proxies are used in the following cases:

- Category 1 - Purchased Goods and Category 2 - Capital Goods. Secondary data used to convert units into weight or volume, in order to apply available emission factors.
- Category 4 - Upstream transportation and distribution. For the transportation of terminals purchased or installed: economic data estimated by assuming a percentage over the purchasing or installation prices, based on the literature.
- Category 5 - Waste Generated in Operations and Category 12 - End-of-life treatment of sold products. Secondary data used to convert volume to weight and vice-versa, in order to apply available emission factors.
- Category 6 - Business Travel. Secondary data used to estimate kilometers travelled by rented cars given the number of rental days.
- Category 11 - Use of sold products and Category 13 - Downstream leased assets. Electricity use estimated based on representative models of POS and ATMs, with assumptions on numbers of hours used a year.

10 (b). Description of basis for preparation of metrics that include value chain data estimated using indirect sources.

The Carbon footprint data collection and calculation are based on the 'The Greenhouse Gas Protocol: GHG Protocol: A Corporate Accounting and Reporting Standard – Revised Edition' (GHG Protocol) and the complementary 'Corporate Value Chain (Scope 3) Accounting and Reporting Standard' – the most widely used international accounting tools for government and business leaders to understand, quantify, and manage GHG emissions. The standards were developed in partnership between the World Resources Institute and the World Business Council for Sustainable Development.

The accounting was based on the principles of the 'GHG Protocol':

- Relevance: establishing an appropriate inventory boundary that reflects the GHG emissions of the company and serves the decision-making needs of users;
- Completeness: including all emission sources within the chosen inventory boundary. Any specific exclusion is disclosed and specified;
- Consistency: ensuring meaningful comparison of information over time and transparently documented changes to the data;
- Transparency: guaranteeing data inventory sufficiency and clarity, where relevant issues are addressed in a coherent manner; and
- Accuracy: minimising uncertainty and avoiding systematic over- or under-quantification of GHG emissions.

Additionally, from 2024 the Nexi Group Carbon Footprint methodology is in line with the mandatory reporting requirements established by the European Financial Reporting Advisory Group (EFRAG) through the Corporate Sustainability Reporting Directive (CSRD), and expressed in the European Sustainability Reporting Standards (ESRS), more specifically in ESRS E1 Climate Change standard. When it comes to the emissions factors selection, three factors were considered: data type, geography and source. Emission factors were applied based on the type of data received: average-data EF were used for physical data (e.g. kWh, litres, cubic meters, km) and spend-based EF for expenditures (e.g. euro); whenever possible, supplier-specific EF were prioritized. Priority was also given to country-specific EF (e.g. Italy, Denmark), if available; otherwise, European or global EF were applied. If accurate and appropriate, public emission factors were used (e.g. DEFRA-BEIS); otherwise, licensed EF were applied (e.g. Ecoinvent - since it is usually more granular than DEFRA) or EF elaborated by South Pole (e.g. to guarantee complete coverage of GHG and alignment with GHG Protocol, SBTi and CSRD).

10 (c). Description of resulting level of accuracy of metrics that include value chain data estimated using indirect sources.

Proxies are utilized in the absence of primary data. Therefore, this reflects the best possible approach at the present and the commitment of Nexi Group to consider all sources of materials emissions, even when primary data is not available. The Carbon Footprint process is improved every year, therefore, the coverage of primary data is also expected to be improved.



Sustainability Statement

The accuracy was assessed for each category where proxies are applied:

- Category 1 - Purchased Goods and Services and Category 2 - Capital Goods. Uncertainty exists since representative goods are selected when no specific supplier or model is available. Category 1 (Purchased Goods and Services) is estimated, the data used for the basis of the calculation are for 30.09.2024, making it necessary to estimate Q4 emissions.
- Category 4 - Upstream transportation and distribution. Proxies are based on the literature: scientific papers and environmental product declarations (EPD) for similar products. Therefore, uncertainty is medium-low.
- Category 5 - Waste Generated in Operations and Category 12 - End-of-life treatment of sold products. Proxies are performed based on recognized public reports. Therefore, uncertainty is medium-low. The impact is low since this category does not represent a large part of Scope 3 emissions.
- Category 6 - Business Travel. Proxies are performed based on recognized public statistics. Therefore, uncertainty is medium-low. The impact is low since this category does not represent a large part of Scope 3 emissions.
- Category 11 - Use of sold products and Category 13 - Downstream leased assets. A conservative approach is utilized; therefore emissions can be overestimated.

10 (d). Description of planned actions to improve accuracy in future of metrics that include value chain data estimated using indirect sources.

Nexi's primary consideration regarding this disclosure regards the emissions from purchased services (service suppliers) and goods, as these are significant contributors to the company's carbon footprint. Currently, sector averages and other technical proxies based on detailed information and CHG Protocol guidelines are used for these estimates. As part of Nexi's improvement plan, a key priority is transitioning from using averages for purchased services to obtaining proper and specific information from individual suppliers as possible. Additionally, the aim is to identify and incorporate more granular data for purchased goods. Another planned improvement involves ex-

panding the operational business view to a broader, quantifiable perspective by leveraging more detailed financial data across both sides of the value chain. This will enhance the accuracy and reliability of emissions estimates over time.

11 (a). Disclosure of quantitative metrics and monetary amounts disclosed that are subject to high level of measurement uncertainty.

The nature of the metrics related to ESRS E1 and E5, along with the scale of the Nexi Group, has required various estimates to ensure full coverage of the Group's perimeter. As a result, these metrics are subject to uncertainty. For more information on the methodologies used and the estimates made, please refer to the relevant sections.

11 (b). Disclosure of sources of measurement uncertainty; assumptions, approximations and judgements made in measurement.

Not applicable, as per ESRS 11.a.

13 (a, b, c). Reporting changes in the preparation and presentation of sustainability information.

As this is Nexi's first Sustainability Report prepared in accordance with ESRS requirements, there is no requirement to include data from previous periods. Consequently, this report does not contain comparative information with respect to past years, except for the Executive Summary.

14 (a, b, c). Disclosure of nature of prior period material errors.

This is not applicable for the 2024 FY reporting period, as outlined in section 13 (a), and there are no errors to be corrected and reported.

[GOV-1] Role of the administrative, management and supervisory bodies

21. Composition and diversity of the administrative, management and supervisory bodies.

TABLE 1 – NUMBER OF EXECUTIVE AND NON-EXECUTIVE MEMBERS OF THE BOARD OF DIRECTORS

(a). Number of executive and non-executive members	U.o.M	2024			
		Men	Women	Other	Not disclosed
Members of the BoD	N.	8	5	-	-
<i>Of which</i>					
Executive members	N.	1	-	-	-
Non-executive members	N.	7	5	-	-
<i>Of which</i>					
Independent board members	N.	2	5	-	-

TABLE 2 – PERCENTAGE OF GENDER DIVERSITY AMONG EXECUTIVE AND NON-EXECUTIVE MEMBERS OF THE BOARD OF DIRECTORS

(d). Board's gender diversity	U.o.M	2024			
		Men	Women	Other	Not disclosed
Members of the BoD	%	61.5%	38.5%	-	-
<i>Of which</i>					
Executive members	%	7.7%	-	-	-
Non-executive members	%	53.8%	38.5%	-	-
<i>Of which</i>					
Independent board members	%	15.4%	38.5%	-	-

The data included in the tables above relates only to the Board of Directors. In addition, please note that Nexi has the board of statutory auditors composed of 3 members (2 man, 1 woman). All are independent for the purposes of Italian law.

21 (b). Information about representation of employees and other workers.

As of 2024, there is no representation of employees or other workers in the administrative, management, and supervisory bodies of Nexi.

21 (c). Information about member's experience relevant to sectors, products and geographic locations of undertaking.

Michaela Castelli (Chair - independent) – born in Rome on 7 September 1970, after her in Law and a postgraduate degree in Financial Law, she started to work in London dealing with the Capital Market law at the British branch of Banca Commerciale

Italiana; then she consolidated her experience at Borsa Italiana S.p.A., working on primary markets and providing assistance to listed issuers in matters concerning extraordinary transactions, corporate reporting, compliance and corporate governance. She was Secretary of the Scientific Committee that dealt with the updating of the Corporate Governance Code of Listed Companies and Head of the Listing Legal Department in charge of the processes of admission to listing of shares and other financial instruments, with delegated powers on special procedures. She has participated in consultation procedures on sector regulations and in the drafting of company procedures for the operation of the market management company, a CONSOB supervised entity. She is an expert on organisation, corporate compliance, internal controls and 231 regulations. As part of her professional career, she has also consolidated operational managerial experience over the years, supporting industrial companies in the rationalisation and development of their business through M&A and capital transactions. She is a member of the Milan Bar, a consultant, and has gained significant experience as a member of Boards of Directors and Control Bodies of major listed and unlisted companies. Author of sector publications and lecturer in several continuous education courses on corporate and financial market law, she par-

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ticipates in numerous conferences as a speaker. From 2012 to 2017 member of the Board of Directors, Chairman of the Control and Risk and Related Parties Committee, Appointments and Remuneration Committee and member of the Supervisory Board of A2A S.p.A, a multi-service company operating in the environment, energy, heat, electric mobility and smart cities sectors. She was a member of the Board of Directors, the Control and Risk Committee, the Ethics and Sustainability Committee, the Executive Committee and served as Chairman of the ACEA Group, a group active in the water, environment and energy sectors, until February 2023. From 2020 to 2024, she was President of Utilitalia, which brings together companies operating in the public services of Water, Environment, Electricity and Gas and whose members provide water services to 80% of the population, environmental services to 55% of the population, gas services to over 30% of the population and electricity services to 15% of the population.

Ernesto Albanese (independent) - born in Naples in 1964, he graduated in Political Science and International Economics from the Federico II University in Naples. He has gained 35 years of experience, many of them at the top of public and private companies, in different service sectors including transport, sports and hospitality. In the latter sector, he began his activity as an entrepreneur in 2014; he is the shareholder and chairman of CampusX s.r.l., a leading company in the student housing market in Italy; he is also the founder and CEO of Fattore Italia, a company that manages projects in the hospitality business.

In the past he worked in Alitalia and Seat Pagine Gialle, held the office of CEO of Eurofly S.p.A., General Manager of Coni Servizi S.p.A., CEO of Atahotels of the Fondiaria-Sai group and General Manager of the Rome 2020 Olympic Games Bid Committee.

He serves as independent director of Nexi S.p.A., where he also is chairman of the Risk and Sustainability Committee and lead independent director.

He also is chair of HRC S.p.A. (owner of the Mandarin Oriental Hotel in Lake Como), Hotel Cristallo S.p.A. (owner of the Mandarin Oriental Hotel in Cortina D'Ampezzo) and of Ferrol S.p.A. In the past he served as independent director of Autogrill S.p.A. and Geox S.p.A.

He is founder and Chair since 2005 of L'Altra Napoli Onlus, a non-profit organisation that develops projects for young people in from Naples. In 2007 he was awarded the title of Commander of the Italian Republic (Commendatore della Repubblica Italiana).

Elena Antognazza (independent) - born in Milan in 1970, she graduated in Economics from Bocconi University in 1995 and subsequently took various postgraduate courses in the United States of America. She began her career as an Internet Marketing Manager at one of the most important media centres in Italy, and then in the Netherlands with UUNET (global internet business connectivity provider). Since 1997 she has set up and moderated discussion groups dedicated to online marketing, including Mlist. In 1997 she wrote her first book "Web

Marketing per le PMI" (Web Marketing for SMEs), which has long been a reference for the online marketing sector. She has also worked as a trainer and consultant (organising workshops and seminars throughout Italy on online, offline and mobile integration). From 2005 to 2012, she worked at PayPal, holding roles of increasing responsibility. In particular, she held the position of Marketing Director, also spending a long period at the PayPal headquarters in the United States supporting a global strategic project as head of the planning and marketing strategy team for the EMEA area. Subsequently she was CMO at Tandem Bank and from 2017 to 2023 she was General Manager Digital for Europe and Russia at CIS Western Union.

Luca Bassi - born in Busto Arsizio on 16 June 1970, he graduated in Economics from the Luigi Bocconi University in 1993 in Milan and earned an MBA (Master of Business Administration) from the Columbia Business School of New York in 2000. From 1994 to 1998 he was a consultant at Bain & Company's Milan office, and from 2000 to 2003 he worked at Goldman Sachs in London. In 2003 he joined Bain Capital Private Equity, where he holds the office of managing director and is co-head of technology, financial and business services. He has been a director of Nexi since 13 February 2019.

Paolo Bertoluzzo (Chief Executive Officer and General Manager) - born in Padua on 11 December 1965, he graduated in Managerial Engineering from the Milan Polytechnic in 1990 and in 1994 he earned an MBA (Master in Business Administration) from the Institut Européen D'administration Des Affaires (INSEAD) in Fontainebleau. Paolo Bertoluzzo started his professional career as a management consultant, working in Europe and in the United States. From 1995 to 1999 he was a manager at Bain & Company, and in 1999 he joined Vodafone Italia S.p.A., where, from 2008 to 2013, he was CEO. From 2012 to 2013 he was also CEO for Southern Europe at Vodafone Group Plc; from 2013 to 2016, he was Group Chief Commercial and Operation Officer for the same company. In July 2016, he joined the Nexi Group as Chief Executive Officer of CartaSi and Istituto Centrale delle Banche Popolari Italiane (now Nexi S.p.A.), respectively. He has been a Nexi director since 13 February 2019 and since then he has held the office of CEO of the Nexi Group which, under his leadership, has experienced strong growth and expansion, also through the Nets and SIA mergers.

Francesco Casiraghi - born in Reggio Emilia on October 29, 1978, he graduated in Industrial Engineering at the University of Parma. He started his career at Procter&Gamble; he then joined the investment banking team at Bank of America Merrill Lynch, working in London, Hong Kong, Rome and Milan. In 2007 he joined Advent International. He has served as Board member for several companies with a strong technological/digital profile, including also Laird Ltd, an advanced IT application and IoT connectivity player, beyond Nexi.



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Maurizio Cereda (independent) – born in Milan on 7 January 1964, he graduated in Business Economics from the Luigi Bocconi University of Milan in 1989. From 1989 to 1992 he worked at RASFIN, at the primary market desk. In 1992, he joined Mediobanca, where he remained until 2015, holding the positions of Deputy General Manager and member of the Board of Directors, among others. He currently provides consultancy services to entrepreneurs, family offices, financial companies and institutions, and is also a promoter and partner of FIEE, Fondo Italiano di Efficienza Energetica. He is a member of the Boards of Directors of Technogym and Enervit, companies listed in Italy and FIEE SGR. He has been a director of Nexi since 31 December 2021.

Elisa Corghi (independent) – born in Mantua on 11 August 1972, she graduated cum laude in Business Administration from the Luigi Bocconi University in 1996. From 1996 to 2000, she was the brand manager with increasing responsibility in the marketing departments of Barilla Alimentare and Kraft Foods. From 2000 to 2013, she was responsible for hedging Consumer Goods & Consumer Luxury securities in the role of sell side Senior Financial Analyst at Intermonte SIM where she was a partner. She has held and holds the office of non-executive independent Director in listed and non-listed medium and large companies involved in significant extraordinary transactions. She has been a director of Nexi since 26 September 2019.

Johannes Korp – born in Graz, Austria, on 28 November 1984, he graduated in Business Administration from St. Gallen University (HSG) and earned an MBA from Stanford Graduate School of Business. He is currently a member of the Board of Directors of Allfunds and Nexi. Previously, he was a Member of the Board of Directors of Nets. Since 2020 he has been a Partner of Hellman & Friedman, which he joined in 2014 after working in Warburg Pincus in the financial services and retail investment groups area and in Goldman Sachs in London in the financial services and M&A group.

Marina Natale (independent) – born in Saronno on May 13 1962 she graduated with honours in Economics and Business from Università Cattolica del Sacro Cuore in Milan and is acting as Senior Advisor at Kitra y S.p.A., newly established independent Italian financial advisory boutique focused on M&A and Alternative Investments. She has been CEO and GM of AMCO – Asset Management Company S.p.A, since July 2017 until August 2023, responsible for developing a player with a leading position in the management of impaired loans, a reference point in the NPE market in Italy, serving the country and the real economy. She held numerous positions in UniCredit, among which Deputy General Manager and CFO after having managed the Group's most important external growth deals. Marina Natale is member of the Board of Directors of Nexi S.p.A. since December 2021, and she is also member of the Board of Directors of ERC S.p.A. and of PKB Privatbank Sa since April 2024. She was member of the Board of Directors of WeBuild S.p.A. until April 2024 and of Fiera Milano until July 2022, where she was CEO from April 2017 to July 2017. She was also member of the Board of Directors of

Mediobanca, Valentino and of the Investor Committee of the Italian Recovery Fund. Moreover, she is the Chairwoman of Scientific Committee of Board Ahead, a community of practice that contributes to the creation of sustainable business value through the study and dissemination of good Corporate Governance practices.

Andrea Nuzzi – born in Genoa on 25 November 1974, he obtained a degree in Economics and Business with honours and special mention for publication from Luiss Guido Carli in 1997, a Master at the Erasmus University of Rotterdam in 2003 and a Ph.D. at Luiss Guido Carli in 2005. Since 2016 he has been working at Cassa Depositi e Prestiti S.p.A. and currently holds the role of head of Corporate and Financial Institutions, in charge of the structuring of financing operations for mid-large corporates, SMEs and financial institutions and relationships with customers with the responsibility of the territorial network. He had previous managerial experiences in McKinsey & Company following projects mainly in corporate finance, strategic-organizational and operations areas, ExxonMobil and Banca Popolare di Bari Group. He was a member of the Council of Experts at the Ministry of Economy and Finance, Department of the Treasury, supporting the Ministry on topics such as banks and private equity and venture capital funds. He is a member of the Board of Directors of Elite S.p.A. – Euronext Group (Fintech) and the "Advisory Boards" of the credit and turnaround funds managed by Muzinich & Co. SGR and Anthilia Capital Partners SGR. Previously, Chairman of the Board of Directors of CDP Industria S.p.A. (holding of Saipem and Fincantieri), Member of the Board of Directors of Sace FCT S.p.A. (Factoring) and Sace BT S.p.A. (Credit insurance).

Marinella Soldi (independent) – born in Figline Valdarno (FI) on 4 November 1966, she graduated in Economics in 1989 from the London School of Economics and in 1994 she earned an MBA from INSEAD in Paris. Throughout her career she has held managerial posts at McKinsey & Company, MTV Networks Europe and Discovery Networks International. From July 2021 to August 2024, she was Chairwoman of RAI. She is currently an independent director of Ariston Holding NV and from February 2019 of Nexi S.p.A.; in September 2023 she was appointed as Non-executive Director of the BBC – British Broadcasting Corporation and from September 2024 of the wholly owned subsidiary BBC Commercial Ltd.

Luca Velussi – born in Monfalcone in November 1969. He graduated in Electronic Engineering from Princeton University and obtained a degree in Finance from the HEC School of Management in Paris. Currently, he is a member of the Board of Directors of TeamSystem Holdco SPA, Cyncl, and International Aquatics. In the past, he was part of the Board of Directors of Gaztransport & Technigaz (GTT), IRIS, Premier Foods plc, and Aster City Holding. He began his career at Goldman Sachs in 1994, initially in the Investment Banking advisory group and then in the private equity investment area. He then worked at Hicks Muse Tate and Furst from 2000 to 2005 and at Hellman & Friedman from 2005 to 2011 in London, subsequently as a consultant.

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BOARD OF STATUTORY AUDITORS

Giacomo Bugna (Chair) - born in Bari in 1953, he graduated in Political Economics from the Bocconi University in Milan. He developed his career at Ernst & Young, becoming a partner in 1986, with a focus on the financial institutions sector both in terms of auditing and advisory activities. Specifically, between 1997 and 1998 he was responsible for the introduction of the financial statement certification in the Bank of Italy, while in 2000 he was appointed Managing Partner of the FSO Transaction Advisory Services Division for Italy (FSO – Financial Service Organization – operating only in the financial institutions sector). From 2011 until April 2014, he was a member of the Board of the Fédération des Experts-comptables Européens, which gathers the professional associations of the 27 EU Member States. From 2013 to 2022 he was Chair of the Board of Statutory Auditors of Banca Ifis S.p.A.. From 2019 to 2021 he was a standing member of the Board of Statutory Auditors of Ifis NPL Servicing S.p.A. (Banca IFIS group), from 2018 to 2021 he was Chair of the Board of Statutory Auditors of IFIS NPL S.p.A. (Banca IFIS group), and from 2018 to 2021 he was Chair of the Board of Statutory Auditors of Capitalfin S.p.A. (Banca IFIS group). From January 2024 he is an independent non-executive director of Cherry Bank Spa.

Mariella Tagliabue (Standing Auditor) – born in Monza (MB) on 31 August 1970, she graduated with laude in Economics and Business from the Università Cattolica del Sacro Cuore of Milan. She is a Chartered Accountant, registered in the Order of Milan, Auditor, enrolled in the relevant register held by the Ministry of Economy and Finance and Expert Witness for the Court registered in the Register of Expert Witnesses at the Court of Milan. From 2001 she was a Manager at KPMG S.p.A. and Senior Manager of Audit Financial Services at KPMG S.p.A. until 2004, subsequently she worked as freelance. She held various positions as a Member of the Supervisory Body in listed financial groups (Intesa Sanpaolo, Cassa di Risparmio di Padova e Rovigo, Mittel) and non-financial listed company (Fiera Milano). She is a Master's lecturer in Credit Risk Management in the Faculty of Banking, Financial and Insurance Sciences at the Università Cattolica del Sacro Cuore in Milan. Her published works cover topics relating to International Accounting Standards. In addition, she currently holds the position of Chair of the Board of Statutory Auditors of Anima Holding S.p.A. (listed company) and Chair of the Supervisory Board of Fondazione Anima ETS (established in July 2023). She is member of the Control Body of Fondazione Telethon ETS and of Associazione Cancro Primo Aiuto ETS. On November 2024 she was appointed statutory auditor of Accademia dei Lincei. In addition to her role in Nexi S.p.A. as Statutory Auditor, she is member of the Board of Statutory Auditors of the Italian subsidiaries: Nexi Payments S.p.A., Mercury Payment Services S.p.A., SIAPAY S.r.l.

Eugenio Pinto (Standing Auditor) – born in Taranto on 20 September 1959, he graduated with honours in Economics and Business from the University of Rome "La Sapienza". Author of

numerous scientific publications, he has taught, researched and studied Business Economics at the Faculty of Economics of the Universities of "LUISS-Guido Carli" and "La Sapienza" in Rome since 1984. Currently, he is a tenured professor in Business Economics in the Faculty of Economics at Luiss-Guido Carli University and teaches undergraduate and postgraduate courses. He is a past member of the Executive Committee of the OIC – Italian Accounting Body. He is Chair of the Board of Statutory Auditors of Assonime, the Association of Italian joint stock companies. He has been listed in the Register of Chartered Accountants for the district of the Court of Rome since April 1986 and registered as an Expert Witness for the Court of Rome since November 1988. He has been on the Register of Auditors since 1995. He provides economic and financial consultancy services on behalf of leading public and private entities, both in Italy and abroad, and has repeatedly acted as a member of the Supervisory Committee of banks placed in extraordinary administration and in compulsory administrative liquidation by appointment of the Governor of the Bank of Italy, as well as Member and Chair of the Supervisory Body of listed and unlisted companies. He is member of the Board of Directors of Snam Rete Gas S.p.A., as well as an Independent Director of Banor SIM S.p.A.

Serena Gatteschi (Alternate Auditor) – born in Arezzo on 25 September 1972, she graduated in Economics and Business from the University of Rome "La Sapienza" in 1998. Since 2007, she has been listed in the Register of Chartered Accountants of the Province of Arezzo and, since 2008, in the Register of Auditors. She was a non-executive and independent member of the Board of Directors of a well-known listed Italian bank. She has been a member of the Supervisory Body (SB) of Poste Assicura S.p.A., Poste Italiane Group, and she held the same role in companies part of Autostrade per l'Italia Group. He is currently statutory auditor of Poste Italiane SpA, Aboca SpA and Unoaerre SpA. Chairman of the Board of Statutory Auditors of Poste Logistics S.p.A. Independent Director of NB Aurora SA Sicaf RAIF.

Sonia Peron (Alternate Auditor) – born in Padua, Italy, on December 26, 1970, graduated in economics and business administration from the University of Bologna and in law from the University of Parma. She is registered in the Register of Chartered Accountants, Padua and in the list of Legal Auditors. She has been teaching for many years in universities and currently holds the position of contract professor of Economics and Business Organization at the University of Bologna, Department of Management Engineering. She is Chairman of the Board of Statutory Auditors of Garofalo Health Care, ANRA (National Association of Risk Managers - Milan) and FORMEDIL (National Body for Education and Professional Training in Construction - Rome). She is member of the Royal Institution of Chartered Surveyors (RICS) and the author of publications on real estate finance.

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22 (a). Information about identity of administrative, management and supervisory bodies or individual(s) within body responsible for oversight of impacts, risks and opportunities.

As of December 31st, 2024, the Board of Directors was composed of the following members:

Michaela Castelli, Paolo Bertoluzzo, Ernesto Albanese, Elena Antognazza, Luca Bassi, Francesco Casiraghi, Maurizio Cereda, Elisa Corghi, Johannes Korp, Marina Natale, Andrea Nuzzi, Marinella Soldi, Luca Velussi.

As of December 31st, 2024, the Board of statutory auditors was composed of Giacomo Bugna, Mariella Tagliabue, Eugenio Pinto.

In addition, in line with the provisions of the corporate governance code Nexi has set up the Control, Risk and Sustainability Committee composed of Ernesto Albanese (Chairman), Michaela Castelli and Marina Natale, all non-executive directors in possession of the independence requirements.

22 (b, c, d). Disclosure of:

- **How body's or individuals within body responsibilities for impacts, risks and opportunities are reflected in undertaking's terms of reference, board mandates and other related policies.**
- **Management's role in governance processes, controls and procedures used to monitor, manage and oversee impacts, risks and opportunities.**
- **How administrative, management and supervisory bodies and senior executive management oversee setting of targets related to material impacts, risks and opportunities and how progress towards them is monitored.**

The Company has adopted a Sustainability Policy that defines, among other aspects, the role of the different boards and committees in sustainability matters.

The Board of Directors is responsible for directing and supervising the activities, results and impacts of matters relating to sustainability and, in this context, it is entrusted with the following tasks, by way of example but not limited to (i) defining the principles, guidelines, objectives and commitments with reference to sustainability issues relevant to Nexi, in line with the Group's strategic objectives and the needs and expectations of internal and external stakeholders; (ii) overseeing the correct dissemination of the principles and guidelines defined in the Sustainability Policy, as well as their application both at

Group level and with reference to suppliers/commercial partners; (iii) periodically assessing the results and impacts, as well as the adequacy and effectiveness of the principles and guidelines for the planning and management of sustainability issues relevant to the Group, taking into account changes in the internal and external context; (iv) consistently with the objective of creating sustainable value over time for all stakeholders and in compliance with the Corporate Governance Code, in the context of incentive programmes and the provisions of the Remuneration Policy, to define the path of progressive integration of the strategic objectives of top management and executive directors with sustainability objectives; (v) to approve the Sustainability Statement.

The Control, Risk and Sustainability Committee has a proactive and advisory role vis-à-vis the Board of Directors with regard to sustainability issues. In particular, the Committee is called upon, by way of example, to (i) examine sustainability issues relating to the company's operations and dynamics with stakeholders with the aim of improving the Group's sustainability profile; (ii) monitor Nexi's positioning on sustainability issues with the aim of constant alignment with applicable regulations and best practices; (iii) examine the Sustainability Statement. The CEO and Group Management are in turn responsible for formulating sustainability plans and ensuring their implementation in line with the principles, strategies and objectives defined by the Board of Directors. In particular, by way of example: (i) they contribute to the identification of relevant sustainability issues; (ii) they propose objectives and initiatives that are consistent with the business and the level of risk; (iii) they ensure the implementation of initiatives to achieve the aforementioned objectives.

At the management level, the Issuer has established an organisational structure with a specific focus on sustainability issues that reports to the Chief Executive Officer. This function is dedicated, by way of example, to: (i) coordinating and developing the sustainability strategy and monitoring its implementation in the group; (ii) coordinating the process for preparing the Sustainability Report; and (iii) reporting updates on the sustainability strategy to the Control, Risk and Sustainability Committee.

In addition, relevant issues are also analysed and verified by the audit (which reports to the Board of Directors) and risk management (which reports to the CEO) functions. It should be noted that Nexi has adopted an internal control and risk management system suitable for identifying, measuring, managing and monitoring the main risks and in line with national and international best practice, with the aim of creating sustainable success for the Group, in this regard please refer to section 9 of the Corporate Governance Report available at www.nexigroup.com.



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With reference to the composition and roles assigned to the aforementioned bodies, including their responsibilities in terms of relevant risks, impacts, and opportunities, reference is made to: for the Board of Directors, to what is indicated in section 4.1 of the Corporate Governance Report;

- a) for the Board of Statutory Auditors, to that indicated in section 11.3 of the Corporate Governance Report;
- b) for the Control, Risk and Sustainability Committee, to section 9.2 of the Corporate Governance Report;
- c) for the so-called Director in Charge, to section 9.1. of the Corporate Governance Report.

During the year, the Board of Directors approved the so-called Double Materiality Assessment pursuant to the ESRS principles, subject to the favourable opinion of the Control, Risk and Sustainability Committee, and the Sustainability Statement on [February 27th, 2025], subject to the opinion of the Control, Risk and Sustainability Committee.

The Board of Directors (and the Board of Statutory Auditors, which attends the relevant meetings) is regularly informed about sustainability issues, which are presented in advance to the Risk and Sustainability Committee. In particular, during the financial year, the Board of Directors:

- (1) received information on specific issues highlighted by the Double Materiality Assessment including: NPS and Business Continuity. In particular, with reference to Business Continuity, it (i) approved the results of the Group's business continuity tests and business impact analysis for 2023, as well as the Group's business continuity test plan for 2024, and (ii) approved an update to the relative policy.
- (2) also addressed the following sustainability issues: (i) disclosure regarding the approval process of the mid-term CO2 targets and approval of the use of carbon credits limited to the residual emissions in the long term with reference to the carbon neutrality commitment to 2040; (ii) approval of ESG targets under the management incentive plans; (iii) approval of the Double Materiality Assessment, including impacts, risks and opportunities; (iv) reporting on the progress of the ESG strategy; (v) reporting on the results of ESG ratings and assessment methodologies; (vi) reporting

and resolving on new reporting obligations and related responsibilities and implementation plans.

The Board of Directors already took the main risks and opportunities for the Group into account when approving the business plan in 2022. However, this assessment is repeated on a periodic basis when preparing the annual budget, which considers the ERM results (updated every six months), the evolution of the reference market and relevant business opportunities. During the year, this process was further implemented with the approval of the Double Materiality Assessment and the underlying analyses.

In addition to the activities carried out when approving the budget and updating the ERM, the Board of Directors and the Board of Statutory Auditors are kept regularly (and in any case every quarter) informed by the CEO on the performance of operations and in this context the main trends in terms of both opportunities and risks are highlighted.

23 (a). Disclosure of how administrative, management and supervisory bodies determine whether appropriate skills and expertise are available or will be developed to oversee sustainability matters and information about sustainability-related expertise that bodies either directly possess or can leverage.

See disclosure GOV-1.21 (c).

23 (b). Disclosure of how sustainability-related skills and expertise relate to material impacts, risks and opportunities.

During the year, it was deemed appropriate to deepen some of the issues related to the implementation of the CSRD with reference to both the renewed regulatory framework and the Group-wide activity plan. To this end, a specific induction meeting was organised to update and develop specific skills on the subject. Notwithstanding the above, the Board of Directors, the Board of Statutory Auditors and the Control, Risk and Sustainability Committee can still rely on the support of the competent sustainability function.

[GOV-2] Information provided to and sustainability matters addressed by administrative, management and supervisory bodies

26 (a). Disclosure of whether, by whom and how frequently administrative, management and supervisory bodies are informed about material impacts, risks and opportunities, implementation of due diligence, and results and effectiveness of policies, actions, metrics and targets adopted to address them.

Supervisory bodies are informed about material risks within the Enterprise Risk Management process (ERM) and reporting performed at Group Level and within Legal Entities with strategic relevance. Indeed, the Risk Model, built by Nexi to facilitate the risk identification process, considers all types of risks that may be applicable to the company, including Environment, Social & Governance ones. The identification process consists of open dialogue and/or workshops between business Top Management (e.g. Exco Members) and Risk Management. The objective is to identify the main risks over the strategic plan time horizon that could affect key value drivers and/or threaten the capability to realize strategies and achieve expected goals.

The results are presented to the Top Management, the Risk, Control and Sustainability Committee and the Board of Directors by the Chief Risk Officer according to the following frequencies:

- an annual Enterprise Risk Assessment that consists in the identification of the risks over the strategic plan time horizon;
- a semestral update that consists in verifying the consistency of the risks highlighted with the annual campaign and the integration with the emerging ones.

Moreover, the Risk, Control and Sustainability Committee receives a quarterly update on the status and effectiveness of action plans developed for risks whose exposure needs to be addressed and reduced.

26 (b). Disclosure of how administrative, management and supervisory bodies consider impacts, risks and opportunities when overseeing strategy, decisions on major transactions and risk management process.

- The Board of Directors is responsible for the strategic address and the supervision of the Risk Management system at a Group level. It defines the nature and level of risk ac-

cording to the strategic goals of the Group, including in its evaluations all the risks that could be relevant with respect to the business sustainability in the medium-long term. It defines the guidelines for the Risk Management governance and system, in order to assure that relevant risks are correctly identified and properly measured, managed and monitored and periodically evaluates the adequacy and the effectiveness of the Risk Management system in relation to the assumed risk profile;

- The Strategic Committee (StratCo) supports, through the execution of adequate preliminary activities, the BoD in the evaluations and decisions related to strategic risks linked for example to the Strategic Plan, Business Line Plans, relevant strategic projects, financing strategies;
- The Risk, Control and Sustainability Committee supports the Board of Directors in the review and approval of risk management activities and reports to the whole Board of Directors on the activities carried out and on the adequacy of the Risk Management system;
- The Group Chief Executive Officer is accountable towards the Board of Directors for the correct identification and representation of the main risks the Group is exposed to and propose to the Board the overall Group risk profile for approval, implements risk management strategies defined by the Board of Directors, handles the design and the implementation of the risk governance model and verifies its adequacy and efficacy and ensures an appropriate Risk Management organizational structure.

26 (c). Disclosure of list of material impacts, risks and opportunities addressed by administrative, management and supervisory bodies or their relevant committees.

Risks addressed by the Risk, Control and Sustainability Committee and Board of Directors and included in the 2024 Group ERM are:

- of cyber security attacks and/or incidents resulting in potential data breaches or interruptions of business;
- Risk of interruption of the integrity and continuity of the ICT infrastructure and technological networks caused by migrations to new technological or application environments, in the case of significant changes in the production environment, by human error, insufficient and incomplete testing, cyber-attacks, unavailability of infrastructure services (e.g. electrical or network connectivity) or natural phenomena (e.g. floods, fires or earthquakes);
- Risk of non-compliance to GDPR for the protection of personal data and privacy;
- Risk of suppliers' management in terms of data management and protection, system continuity, compliance and reputation.



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[GOV-3] Integration of sustainability-related performance in incentive schemes

29 (a). Description of key characteristics of incentive schemes related to sustainability issues for members of the administrative, management and supervisory bodies.

Nexi applies two main incentive schemes:

- 1) Nexi Group Long Term Incentive Plan (LTI Plan): the LTI Plan provides for the allocation of Performance Shares, i.e., rights to receive the Company's ordinary shares, subject to the achievement of predefined corporate performance targets over a three-year period. The LTI Plan includes a "ESG Scorecard", with specific indicators focused on Diversity & Inclusion, Digitalization and Decarbonization. The 2024 LTI Plan confirms the assignment to the Group Chief Executive Officer and General Manager, to Executives with Strategic Responsibilities and others selected panel of employees with permanent contracts identified according to the criteria of banding⁴ and performance⁵.
- 2) Nexi Group Short Term Incentive Plan (MBO Plan): the MBO Plan foresees the annual payment of a predetermined cash bonus amount, subject to the achievement of role-specific quantitative and qualitative financial and operational goals, measured at the end of each year. The 2024 MBO Plan confirms the assignment to the Group Chief Executive Officer and General Manager, to Executives with Strategic Responsibilities and others based on the banding⁴ and the role.

29 (b). Description of specific sustainability-related targets and (or) impacts used to assess performance of members of administrative, management and supervisory bodies.

The long-term performance - within the LTI Plan - is assessed against the following sustainability-related KPIs (Key Performance Indicators), composing the "ESG Scorecard":

- Share of women in managerial roles;
- Total sales of *digital propositions*;
- Percentage reduction of emissions from own operations (Scope 1&2).

The short-term performance - within the MBO Plan - is assessed against the following sustainability-related KPIs:

- Net Promoter Score (NPS), which measures the degree of customer satisfaction.
- People Engagement Index, which measures the level of employee satisfaction.

⁴ - A codified, internationally recognised system for weighing corporate roles in terms of impact and responsibility. Further information on Report on the Remuneration Policy and Compensation Paid

⁵ - Assessment of our employees according to specific, well-defined criteria (WHAT and HOW). Further information on Report on the Remuneration Policy and Compensation Paid

29 (c). Disclosure of how sustainability-related performance metrics are considered as performance benchmarks or included in remuneration policies.

The sustainability-related metrics, foreseen for the MBO and LTI plans, are included in Nexi Remuneration Policy (Section I of the Remuneration Report) as approved by the Shareholders' Meeting.

29 (d). Percentage of variable remuneration dependent on sustainability-related targets and (or) impacts.

The proportion of variable remuneration dependent on sustainability related targets is as follows:

- 10% within the LTI Plan;
- 10% to 25% within the MBO Plan, depending on the role.

As such, the total proportion of the variable remuneration dependent on sustainability-related targets can vary from 20% to 35%.

29 (e). Description of level in undertaking at which terms of incentive schemes are approved and updated.

The LTI Plan is proposed by the Group CEO with the support of the competent corporate functions, reviewed by the Remuneration and Appointment Committee and approved by the Board of Directors and by the Shareholders' Meeting. Possible updates are approved on a yearly basis by the Board of Directors, within the framework approved by the Shareholders' Meeting.

The MBO Plan is proposed by the Group CEO with the support of the competent corporate functions, reviewed by the Remuneration and Appointment Committee and approved by the Board of Directors. Possible updates are approved on a yearly basis by the Board of Directors.

Both Plans are disclosed within the Nexi Remuneration Report, which is approved by the Board of Directors and by the Shareholders' Meeting on an early basis.

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[GOV-4] Statement on due diligence

32. Disclosure of mapping of information provided in sustainability statement about due diligence process

Core elements of due diligence	Paragraphs in the sustainability statement
(a) Embedding due diligence in governance, strategy and business model	[GOV-2, 26 (a)]
(b) Engaging with affected stakeholders in all key steps of the due diligence	[IRO-1, 53 (b)]
(c) Identifying and assessing adverse impacts	[IRO-1, 53 (b)]
(d) Taking actions to address those adverse impacts	[IRO-1, 53 (b)]
(e) Tracking the effectiveness of these efforts and communicating	[GOV-2, 26 (a)]

[GOV-5] Risk management and internal controls over sustainability reporting

36. Description of:

- (a) Scope, main features and components of risk management and internal control processes and systems in relation to sustainability reporting.**
- (b) Risk assessment approach followed.**
- (c) Main risks identified and their mitigation strategies**
- (d) How findings of risk assessment and internal controls as regards sustainability reporting process have been integrated into relevant internal functions and processes.**
- (e) Periodic reporting of findings of risk assessment and internal controls to administrative, management and supervisory bodies.**

The Nexi Group has implemented an internal control and risk management system related to the sustainability reporting, inspired to the best national and international practices related to internal controls over financial reporting (for example COSO Report, Sarbanes-Oxley Act, Consob guidelines related to the activities carried out by the Financial Reporting Officer). This system is fully integrated within the Administrative-Accounting Control Model 262.

In particular:

- i. the internal control and risk management system related to the sustainability reporting involves all the Group entities and all the internal functions that participate to the reporting process;

- ii. the risk assessment process is carried out by the Financial Reporting Officer, on an on-going basis, with the support of the ESG function;

- iii. risks related to the adequacy of sustainability reporting involve: relevance, fair representation, comparability, verifiability, comprehensibility, completeness, accuracy, cutoff, occurrence and data representation. In order to enable the achievement of the mentioned objectives, the Group identifies, assesses and tests control activities, by means of policies, procedures and other internal tools. Such control activities may include, by way of example and not limited to, internal approval, authorization, verification, reconciliation, verification of an operational result, confirmation of assumptions and estimates provided by management, security elements, and segregation of duties;

- iv. the Financial Reporting Officer, supported by the ESG function:

- a. supports the operational management in the definition of internal control activities, mapped in a set of internal procedures in order to ensure the adequacy of the information included in the Sustainability Statement (first level of control);

- b. periodically updates these controls and performs testing activities aimed at assessing the adequacy of the design, proper implementation, and operational effectiveness (second level of control), identifying any deficiencies and suggesting corrective actions to address them;

- v. in order to address the testing activities from a risk-based perspective, the Group applies some drivers to assess the relevance of each data point (for example: presence of estimates, complexity of transactions, manual process, historicity);

- vi. any deficiencies identified in the testing activities are subject to a joint analysis between the Financial Reporting Officer and the Manager in Charge, in order to promptly identify a resolution. Such deficiencies can be shared with second and third level internal control functions (e.g. Compliance, Risk Management, Internal Audit);

- vii. the Group has implemented an internal attestation system provided by the Management to the Financial Reporting Officer regarding the accuracy, the reliability and the completeness of the information flows provided within the sustainability reporting process;

- viii. the results of the testing activities, including any deficiencies and the related resolution actions, are presented by the Manager in Charge to the Chief Executive Officer and to the Board of Directors, also through the Control, Risk and Sustainability Committee, as well as the Board of Statutory Auditors, at the time of the approval of the annual Statements.



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[SBM-1] Strategy, business model and value chain

40 (a-i). Description of significant groups of products and (or) services offered.

Nexi offers a broad range of products and services, some of which are directly or indirectly linked to sustainability or positively impacting key stakeholders and society more generally.

Instore Merchant Solutions

Terminals (POS): Nexi has launched several initiatives to reduce the negative environmental impact especially from traditional POS, such as the POS terminal circularity initiative in Norway, or offering refurbished POS terminals. Innovative products such as the new SoftPOS app to accept payments also contribute to merchants needing to obtain fewer hardware items, as they can be used on standard phones or tablets.

E2E Services, Fraud management & prevention: Nexi strives to offer sophisticated fraud prevention and management solutions to quickly identify and reduce the risk of fraud within the payment process.

Acquiring: various acquiring agreement options are available to accept digital payments from international and local payment methods across 30 European countries in 12 currencies, depending on merchant size/needs. Building and providing a secure digital payment infrastructure, offering both international and local payment methods, allows Nexi to contribute and drive the digitization of society and strengthen European communities.

Self-service payments: self-service payment solutions aim at reducing the need for physical resources such as paper receipts and cash handling, thereby minimizing environmental impact. These solutions enhance operational efficiency and accessibility, making transactions faster and more convenient while reducing the carbon footprint associated with traditional payment systems.

Smart mobility and unattended services: Nexi's smart mobility and unattended payment services contribute to sustainable urban development. These solutions enable seamless and contactless transactions for public transport, electric vehicle charging stations, and shared mobility services, promoting the use of eco-friendly transportation options.

Large corporate and manufacturing business solutions: Nexi empowers large corporations and manufacturing businesses with tailored payment solutions that optimize transaction processes and reduce inefficiencies. By integrating advanced digital tools, Nexi drives energy savings, fosters environmental responsibility, and supports sustainable supply chain management through increased transparency and digitalization.

Cards & Mobile Payments for banks

Cards: Nexi prioritizes sustainability and inclusivity with its card offerings. By using recycled plastic in card production, Nexi reduces environmental impact while promoting eco-conscious practices. Additionally, Nexi's wide range of credit, debit, and prepaid cards ensures financial inclusion, catering to diverse segments, including teenagers, to foster financial literacy and responsibility from a young age.

Banking Solutions

Cash management optimization: digital payments reduce emissions linked to the production, transport and disposal of banknotes and coins.

Integrated electronic invoicing: integrated electronic invoicing promotes sustainability by reducing paper use, minimizing waste, and lowering carbon emissions, while enhancing efficiency and supporting eco-friendly business practices.

Identity check: identity check services through open banking reduce the need for paper-based verification, streamlining processes digitally, and enhancing security while minimizing environmental impact.

Portfolio solutions for central institutions: Nexi's network and payment solutions for central institutions, like central banks, promote sustainability by digitizing financial operations and enhancing efficiency. These solutions support secure, transparent transactions while minimizing environmental impact and fostering eco-friendly financial systems.

Public administrations

Treasury solutions: Nexi supports public administrations in payments digitization. Digital payments are a lever to influence the growth and development of the entire national economic system. Digital payment services simplify collection for public services.

40 (a-ii). Description of significant markets and (or) customer groups served.

Sustainability is an area of focus across all Nexi markets and customer groups. From merchants to individuals, and financial institutions to banks, Nexi is committed to promoting eco-friendly practices and integrating sustainable solutions in its operations.

This commitment is reflected not only in the products and services mentioned but also in initiatives carried out across all markets. For example, Nexi promotes POS refurbishment, repairing terminals rather than discarding them, minimizing electronic waste. Additionally, in Italy, Nexi offers cards made from recycled plastic, supporting a circular economy. Con-



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sumers can also track their CO₂ emissions through the "Planet Care" tool in the Nexi Pay app, empowering them to make more sustainable purchasing choices.

By starting to offer innovative, energy-efficient technologies and supporting responsible financial behaviours, Nexi ensures that sustainability is considered as part of its business, driving positive impact across key sectors and customer segments.

Furthermore, Nexi is dedicated to financial inclusion, with all our products and services across markets designed to meet the diverse needs of every customer segment. Whether for individuals, merchants, or institutions, we aim to provide tailored solutions that foster accessibility, financial literacy, and equality. By offering a wide range of products, including options for teenagers and underserved communities, Nexi empowers all customers and supports inclusive growth in the digital economy.

Nexi's key markets served cover Italy, the Nordics & Baltics, DACH, CSEE.

40 (a-iii). Total number of employees (head count)

TABLE 3 – TOTAL NUMBER OF EMPLOYEES DIVIDED BY GEOGRAPHICAL AREA

as of 31 December 2024		
	Headcount	%
Italy	3,488	37.8%
EU (excl. Italy)	5,251	56.9%
Extra-EU	491	5.3%
Total	9,230	100%

40 (b). Disclosure of total revenues, as reported in the Financial Statements.

Result of financial and operational management as reported in the consolidated group income statement: € 3,375,216.

40 (e). Description of sustainability-related goals in terms of significant groups of products and services, customer categories, geographical areas and relationships with stakeholders.

Nexi has incorporated a dedicated ESG ambition into the undergoing Industrial Plan, aiming to make digital payments a driver of progress as an ESG champion while also committing to becoming carbon-neutral by 2040. To fulfil such ambition, Nexi has set strategic initiatives with measurable targets in six areas: i) social progress, digitization of SMEs, public admin-

istrations, citizens and digital inclusion – empowering key actors in the society to achieve their full potential with digital payments; ii) IT/services security and customers' trust, focusing on customer centricity; iii) sustainable products and supply chain; iv) decarbonization, to pursue Nexi's ambitious Net Zero commitment and accelerate greener consumption behaviours. Nexi will continue to invest in: v) people engagement and talent development, while ensuring diversity, equity and inclusion. Finally, Nexi will continue to: vi) adhere to high ethical standards and adopt a best-in-class governance approach. For each area of focus there are specific initiatives and clear targets. The deployment of the ESG strategy aims to generate value for the company, its employees and stakeholders, as well as for the wider society. Leveraging on the execution and delivery of ESG initiatives and targets, Nexi has also the opportunity to strengthen its external ESG positioning through ESG ratings such as Dow Jones Sustainability Indexes.

For reference, Nexi's ESG initiatives include (this is not exhaustive list):

- Dissemination of digital payments to reduce emissions linked to the production, transport and disposal of banknotes and coins.
- Transparent governance through application of Nexi's Code of Ethics to management and control offices, with clear roles and responsibilities.
- Developing and distributing eco-friendly products, striving for Circularity in products and business models.
- Boosting circular economy through concrete initiatives on refurbishment instead of replacement of hardware products (e.g., POS refurbishment initiative).
- Increasing awareness of sustainability topics also among our customers groups including merchants and banks through dedicated initiatives.
- Spreading digital culture and promotion of digital inclusion in the communities Nexi works in, especially focusing on having a comprehensive product and service offer for all customer groups.
- Bring sustainability best practices in our daily working life at Nexi through concrete initiatives such as the one aiming at having "paperless offices".

40 (f). Disclosure of assessment of current significant products and (or) services, and significant markets and customer groups, in relation to sustainability-related goals.

An in-depth mapping of products, associated customer groups and how they contribute to Nexi's sustainability ambitions will need to be carried out as part of the next strategic plan development.

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40 (g). Disclosure of elements of strategy that relate to or impact sustainability matters.

An in-depth assessment of how Nexi's strategy related to or impacts sustainability matters will need to be carried out as part of the next strategic plan development.

42. Description of business model and value chain.

Business Model and Value Chain Overview

Nexi's business model is built on a comprehensive and integrated value chain that connects upstream supply, internal operations, and downstream delivery to clients and end users. This model supports the corporation's mission to provide innovative solutions while embedding sustainability across all activities.

Key Activities, Resources, Distribution Channels, and Customer Segments

Nexi's key activities include service delivery, product development, logistics management, stakeholder engagement, and compliance with regulatory requirements. Essential resources span core service providers, physical goods suppliers, operational resources, and workforce expertise across multiple territories. Distribution channels are structured to ensure seamless delivery of services and products to diverse customer segments, including business units, clients, consumers, end users, and regulatory bodies.

Key Business Relationships and Their Characteristics

Nexi fosters vital relationships with its upstream suppliers, operational partners, and downstream clients.

- **Suppliers:** Key partners in the supply chain include core service providers and physical goods suppliers, whose operations significantly influence emission intensities and operational efficiency.
- **Clients and End Users:** Strong client relationships are built on trust, innovation, and service excellence, supported by clear value delivery and stakeholder engagement.
- **Regulatory Bodies and Investors:** Nexi maintains transparent and compliant operations under the guidance and influence of regulatory bodies and investors, shaping long-term goals and strategic decisions.

Impacts, Risks, and Opportunities

Nexi operates within a dynamic sector that presents both opportunities and risks, shaped by its value chain and external environment.

- **Potential Impacts:** Emission intensities are primarily concentrated in core service providers, logistics, operational resources, and workforce activities across office locations. Nexi's activities also create indirect environmental and social impacts along the value chain.
- **Key Risks:** Vulnerabilities are concentrated in supply chain dependencies, regulatory compliance challenges, and areas requiring enhanced operational controls. Specific risks are mapped within the value chain, ensuring stakeholders can prioritise risk mitigation effectively.
- **Opportunities:** Sustainability efforts, innovative product development, and improved stakeholder relationships present opportunities to enhance resilience, reduce environmental impacts, and drive long-term growth.

More details about Nexi's value chain, including its key stakeholders, emission intensities, and mapped material impacts, can be found in the diagram presented in the Summary of the Sustainability Statements and the preface to the disclosures.

Nexi's value chain diagram captures these elements in a holistic and transparent manner. It highlights the interconnected nature of upstream, internal, and downstream operations, providing stakeholders with a detailed understanding of material impacts, emission hotspots, and areas for improvement. By leveraging data-driven insights from double materiality assessments and carbon footprint analysis, Nexi ensures that its business model remains resilient, sustainable, and aligned with stakeholder expectations.

42 (a). Description of inputs and approach to gathering, developing and securing inputs

Regarding Nexi's upstream value chain, it is crucial to emphasize the role of intellectual resources as a foundational element in its ability to create value. This includes workforce expertise, spanning Nexi's own workforce, specialists, and outsourced partners and innovation in product and service development. Nexi implements strategies to ensure the availability and resilience of these intellectual resources over time, focusing on attracting, developing, and retaining talent across its multiple territories, particularly for roles critical to driving innovation and operational efficiency. Given the significance of upstream suppliers, Nexi has also established measures to ensure its partners actively contribute to and align with the intellectual resource needs of the value chain, thereby strengthening its overall capacity for sustainable and innovative growth.



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42 (b) Description of outputs and outcomes in terms of current and expected benefits for customers, investors and other stakeholders.

Nexi's outputs and outcomes provide various benefits for customers, investors, and other stakeholders. Several key points are reflected below.

For Customers: Nexi serves approximately 2.2 million small- and mid-sized merchants and over 3,000 corporates in Merchant Solutions. Nexi strives to provide SME merchants with a one-stop-shop flexible solution tailored to specific segments and local needs. For large corporates, Nexi offers industry-specific payment solutions with local sales and support capabilities. This ensures that customers receive efficient, reliable, and tailored payment services that enhance their business operations.

For Investors: Nexi's strategic initiatives and growth plans aim to generate financial returns for investors. The Group is focused on driving profitable growth through scale, market proximity, and superior products. Nexi's diversified revenue streams, including payment processing fees, issuing fees, acquiring fees, and value-added services, position the Group for long-term growth and resilience. Additionally, Nexi's commitment to sustainability and ESG principles enhances its attractiveness to socially responsible investors.

For Other Stakeholders: Nexi's value chain involves collaboration with various stakeholders, including suppliers, distribution channels, and end-users. Nexi's focus on sustainability and decarbonization efforts, aiming for net-zero emissions by 2040, benefits the broader community and environment. Nexi's strong commitment to corporate sustainability and ESG principles ensures that they operate responsibly and ethically, positively impacting all stakeholders involved.

42 (c) Description of main features of upstream and downstream value chain and undertakings position in value chains.

Nexi's value chain is characterized by a comprehensive integration of upstream and downstream activities, ensuring a seamless flow from suppliers to end-users. Upstream, Nexi collaborates with various suppliers, including those providing physical goods, general services, and tech infrastructure. These suppliers are essential for Nexi's operations, providing the necessary resources and services to support its business activities. Downstream, Nexi's operations extend to merchants, financial institutions, and end-users, with a strong emphasis on digital integration and customer relationship management.

Key business actors in Nexi's value chain include software providers (ISVs) and distribution partners, such as banks and trade associations, who integrate and distribute Nexi's pay-

ment solutions. These partners play a crucial role in extending Nexi's reach and ensuring that its solutions are widely available to merchants and end-users. Nexi's position in the value chain is pivotal, acting as a central hub that connects suppliers with merchants and end-users, thereby enhancing merchant value and customer experience through integrated payment solutions.

Nexi's distribution channels are diverse and include both direct and indirect channels. Direct channels involve Nexi's own sales and marketing efforts, while indirect channels involve partnerships with banks, ISVs, and other distribution partners. This multi-channel approach ensures that Nexi's solutions are accessible to a wide range of customers, from small businesses to large enterprises.

End-users of Nexi's solutions include consumers who use Nexi's payment services for their transactions, as well as merchants who rely on Nexi's solutions to manage their payment processes. Nexi strives to focus on digital integration and customer relationship management ensures that both merchants and consumers have a seamless and efficient payment experience.

Overall, Nexi's value chain is designed to create value for all stakeholders, from suppliers to end-users, by leveraging its extensive network and technological capabilities to drive growth and innovation across its operations.

[SBM-2] Interests and views of stakeholders - general

45 (a-i). Description of stakeholder engagement, including key stakeholders.

Nexi engages with a variety of stakeholders, including:

- Customers: partner banks, private customers, merchants, and public administration;
- Employees: employees, collaborators, and employee communities (e.g., ESG Community, WIN, Nexi United);
- Institutions and Regulators: national and European governance and audit bodies;
- Financial Community: shareholders, investors, rating agencies, and ESG data providers;
- Suppliers;
- Mass Media;
- Non-Profit Organizations.



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45 (a-ii). Description of categories of stakeholders for which engagement occurs.

Nexi ensures engagement with all key stakeholder categories through structured and purposeful activities. Customers, employees, investors, suppliers, and regulatory institutions are central to Nexi's engagement initiatives, fostering meaningful relationships and aligning with corporate strategies.

45 (a-iii). Description of how stakeholder engagement is organised.

Nexi ensures active engagement with its stakeholders to align corporate strategies with their expectations and needs. Engagement activities are structured and managed through designated functions and mechanisms tailored to each stakeholder group. These include surveys, dedicated teams, structured meetings, and monitoring systems such as NPS for customers and satisfaction evaluations for suppliers. The approach ensures targeted and meaningful interactions aligned with Nexi's strategic priorities and values.

Customers, employees, investors, and suppliers were also actively involved in the double materiality process. Their input was integral in identifying material topics, as detailed in the relevant disclosures, ensuring that Nexi's strategy aligns with the expectations and impacts of these key groups.

Customers: Nexi places customers at the core of its business. Engagement occurs through customer satisfaction surveys, ad-hoc research, and monitoring of the Net Promoter Score (NPS) to align products and services with customer needs. Complaints are actively managed, and dialogue with partner banks is facilitated via strategic meetings focused on digital payment innovation and operational support.

Employees: employee engagement is aimed at informing and involving personnel in initiatives related to HR, brand identity, company strategy, and business activities. This includes fostering dialogue through employee communities such as the ESG Impact Community, WIN, and UNITY, which focus on specific organizational values and diversity themes.

Institutions and Regulators: Engagement with institutions and regulators is managed by dedicated teams ensuring compliance with legal requirements. Nexi also actively collaborates with national and international financial associations to promote digitisation and address regulatory matters.

Financial Community: a dedicated Investor Relations function maintains constant communication with the financial community, ensuring transparent dialogue to develop and sustain long-term shareholder relationships.

Suppliers: the Supply Chain Management function coordinates ongoing supplier interactions, ensuring satisfaction throughout contracts. Risk management and third-party audits are part of the engagement process.

Mass Media: the External Communication & Media Relations function manages media relations, ensuring that all communication aligns with corporate guidelines and safeguards Nexi's reputation.

45 (a-iv). Description of purpose of stakeholder engagement.

Nexi purpose is to drive progress by simplifying transactions and by empowering people and businesses to enjoy closer relationships and prosper together, shaping the way people pay and businesses accept payments, by offering to our customers the most innovative and reliable solutions, thanks to our scale and the competence and energy of our people. Nexi wants to drive the transition to a cashless Europe by making every payment digital because it is simpler, faster, and safer for everyone.

45 (a-v). Description of how outcome of stakeholder engagement is taken into account.

With careful consideration of both internal and external stakeholders globally, Nexi has accounted for the diverse perspectives of each region, striking a balance to produce a comprehensive group-level assessment. The outcome will inform the strategy of each involved topic and areas for further attention, including emerging risks in connection with the ERM.

45 (b). Description of understanding of interests and views of key stakeholders as they relate to undertaking's strategy and business model.

Management did not alter any stakeholder perspectives during the materiality assessment process under the CSRD methodology. Instead, it focused solely on calibrating technical aspects such as scientific data, risk, exposure, and probabilities, where relevant and guided by expert advice.

45 (c-i). Description of how strategy and (or) business model have been amended or are expected to be amended to address interests and views of stakeholders.

Nexi's strategy is in its final year of the overall 3-years cycle. So, in the short term, the materiality assessment outcome will be part of the critical inputs to develop the next com-

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pany strategy cycle for the period 2026-onward; such strategy development effort is planned during 2025. This approach will secure alignment with the business goals and value for its stakeholders. More details can be found in the disclosures with reference to strategy. In addition, Nexi acknowledges that the current strategy 2023-25 on the ESG matters already covers critical aspects of all material areas aligned to the latest materiality assessment outcome.

45 (c-ii). Description of any further steps that are being planned and in what timeline.

As disclosed in 45 (c-i), in the short term, Nexi acknowledges that the current strategy 2023-25 on ESG matters already covers critical aspects of all material areas aligned to the latest materiality assessment outcome and a more comprehensive and structured strategy cycle will begin in 2025.

45 (c-iii). Further steps that are being planned are likely to modify relationship with and views of stakeholders.

All types of stakeholders have always been a central focus of Nexi's strategy and guiding principles. This focus will continue and will be further enhanced by considering all material topics identified in the materiality assessment, strengthening, and improving these relationships.

45 (d). Description of how administrative, management and supervisory bodies are informed about views and interests of affected stakeholders with regard to sustainability-related impacts.

Leadership and supervisory bodies were informed about stakeholders' views and interests. The outcome of this process was presented to and approved by the supervisory bodies. For the 2024/2025 cycle, the outcome remains unchanged by the administration.

[SBM-3] Material impacts, risks and opportunities and their interaction with strategy and business model

48 (a). Description of material impacts, risks and opportunities resulting from materiality assessment.

The materiality assessment of Nexi has revealed several critical areas where both risks and opportunities are concentrated

ed within its business model, own operations, and value chain (both upstream and downstream).

In terms of material negative impacts, the most prominent concerns are related to climate change (E1), where issues such as climate change mitigation and energy consumption affect the business's own operations, as well as the upstream and downstream value chain. Similarly, pollution (E2) poses significant risks, particularly in terms of air pollution and microplastics, although these issues are primarily focused on the organisation's own operations.

The business's focus on the circular economy (E5) has highlighted challenges associated with waste management and resource usage, which again impact the business's own operations and extend to the upstream and downstream supply chain. Workforce-related risks (S1), such as diversity and gender equality, affect both internal operations and the broader value chain.

In the area of consumers and end-users (S4), the digitalisation of society creates risks, specifically related to the business model, which may require further adaptation to ensure proper alignment with societal demands. Furthermore, issues of business conduct (C1), such as corruption and bribery, as well as the management of suppliers, expose vulnerabilities within the business model, operations, and value chain.

Entity-specific risks also present significant challenges. Business continuity and cybersecurity & data breaches are pressing concerns that affect the business model, extending from its own operations across the value chain, where any failure could result in severe disruptions.

On the positive side, material positive impacts arise from various initiatives. Climate change (E1) presents opportunities for responsible consumption acceleration, specific to the business model. Efforts in pollution (E2), particularly the reduction of microplastics, are taking root across the Nexi's operations and value chains. In the area of the circular economy (E5), resource management continues to evolve, driving efficiency and innovation in support of sustainable operations.

Workforce improvements (S1), related to diversity, gender equality, and training, are fostering a more inclusive and skilled workplace. These positive impacts are predominantly concentrated within the organisation but resonate through the value chain. As for consumers and end-users (S4), the digitalisation of society is creating significant opportunities for innovation and enhanced customer engagement.

Lastly, business conduct (C1) is demonstrating positive effects, especially in the protection of whistleblowers and improved supplier relationships, strengthening both the internal environment and external partnerships. The business's ongoing



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focus on tech transformation, responsible AI, and improved cybersecurity further solidifies its standing in the marketplace. The materiality assessment, conducted from a financial materiality (outside-in) perspective, identified several key risks and opportunities that impact the organization.

Risks

- Climate Change (E1): one significant risk identified relates to energy usage. The organization recognizes that energy consumption in the context of climate change can have substantial operational and financial implications, especially as regulations and environmental expectations evolve.
- Consumers and End-Users (S4): privacy emerged as a significant risk, underscoring the need for stringent data protection measures. Additionally, responsible marketing practices were highlighted, emphasizing the importance of maintaining ethical engagement with consumers to mitigate reputational damage.
- Business Conduct (G1): the assessment identified supplier management and relationships as a key risk. Effective management of supplier relationships is crucial for ensuring sustainable supply chains and preventing operational disruptions.

Entity-Specific Risks: several entity-specific risks were also noted. These include:

- Payments fraud, which can lead to financial losses and reputational harm.
- Business continuity, indicating the need for robust disaster recovery and resilience planning.

- Cybersecurity & data breaches, which represent critical vulnerabilities in the digital landscape.
- Risks related to NPS & complaints, highlighting the potential impact of customer dissatisfaction on the business.

Opportunities

- Climate Change (E1): responsible consumption acceleration was identified as an area where Nexi could leverage its influence to drive positive environmental impact while capitalizing on market demand for sustainable practices.
- Consumers and End-Users (S4): responsible marketing practices were recognized not only as a risk but also as an opportunity, allowing the organization to differentiate itself through ethical consumer engagement.
- Business Conduct (G1): opportunities in supplier management and relationships were identified, particularly in enhancing collaboration and fostering sustainability within the supply chain, which can lead to long-term operational efficiency and cost savings.

Entity-Specific Opportunities. Additional opportunities include:

- Responsible AI applied to business, enhancing decision-making and operational efficiency.
- Tech transformation, offering potential for innovation and improved processes.
- Digitalising society, positioning the organisation as a leader in the digital economy by facilitating access to digital services and solutions.

TABLE 4 – LIST OF IROS RELATED TO SUSTAINABILITY TOPICS

Topic	Sub(-sub)-topic	IMPACT MATERIALITY (INSIDE-OUT)	FINANCIAL MATERIALITY (OUTSIDE-IN)	
		Impacts/dependencies	Risks	Opportunities
ENVIRONMENTAL				
Climate change	Climate change mitigation	Contribution to climate change through direct and indirect GHG emissions (Scope 1 and 2), related to activities carried out at Group sites and indirect GHG emissions (Scope 3) produced in the value chain		
	Energy	Consumption of energy from renewable and non-renewable sources, resulting in negative impacts on the environment and reduction of the energy stock	Disruptions in the supply chain, such as delays in energy resource delivery, may affect the company's operability and increase costs	
Pollution	Pollution of air & microplastics	Potential leakage of harmful and polluting substances due to incorrect and inadequate management of waste and materials Use and reuse of recycled plastic elements to help reducing the microplastic pollution crisis		
Circular economy	Resource management (services and goods)	Reduced availability and depletion of natural resources (e.g. water), and failure to contribute to re-use streams of materials Efficient resource management leading to decreased amounts of waste by optimizing the use of materials and promoting recycling and reuse		
	Waste	Generation of hazardous (e.g. electronic		

>> continued



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>> follows

Topic	Sub(-sub)-topic	IMPACT MATERIALITY (INSIDE-OUT)	FINANCIAL MATERIALITY (OUTSIDE-IN)	
		Impacts/dependencies	Risks	Opportunities
SOCIAL				
Own workforce	Work-life balance	Safeguarding work-life balance by monitoring and managing working hours while promoting the overall well-being of employees. This includes not only physical protection, but also moral and emotional support related to workload and the work environment.		
	Health and Safety	Prioritizing the promotion, protection, and maintenance of the health, safety, and well-being of employees, third-party contractors, and all individuals present at Nexi's sites.		
	Gender equality & equal pay	Discriminatory practices and pay inequities based on gender leading to low morale and reduced commitment from affected employees		
		Competitive remuneration policies that fairly distribute the value generated by workers		
		Respecting diversity and promoting an inclusive working environment		
	Training & skills development	Development and enhancement of workers' skills by means of training activities/career pathways		
	Measures against violence and harassment in the workplace	Developing a safe and respectful work environment by implementing strict measures to prevent and address violence, harassment, and any form of misconduct in the workplace.		
	Diversity	Lack of promotion of DE&I initiatives putting inclusion at risk of alienating some employee categories		
Promoting inclusion and diversity within the workforce to build a positive work environment				
Workers in the value chain	Sustainability matter reported at topic level without a defined considerable identification of risk and opportunities as per 2024.			
Consumers and end-users	Privacy	Frequent privacy data breaches can erode trust among customers and end-users, impacting the company's reputation and customer loyalty		
	Responsible marketing practices	Inaccurate claims about products or services can mislead consumers, leading to reputational damage and potential legal repercussions		Changing approach to marketing promoting socially responsible initiatives to attract consumers who want to make a positive change with their purchasing decisions might foster more transparent and fair narratives
		Collecting and using inappropriately customer data for marketing purposes may violate privacy laws and damage trust with customers		



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Topic	Sub(-sub)-topic	IMPACT MATERIALITY (INSIDE-OUT)	FINANCIAL MATERIALITY (OUTSIDE-IN)	
		Impacts/dependencies	Risks	Opportunities
GOVERNANCE				
Business conduct	Corporate culture	Non- compliance with workers' expectations due to inadequate working conditions and remuneration		
		Ineffective communication, lack of transparency, or uun-supporting leadership contributing low morale and disengagement among employees		
	Protection of whistle-blowers	Preventing misconduct or unethical behaviours by granting an effective and secure reporting system for whistleblowers		
	Suppliers' management and relationships	Reliance on specific electronic components or hardware from limited suppliers	Over-reliance on suppliers for critical components or services can increase vulnerability to pricing changes, contract disputes, or capacity limitations	Increasing presence of responsible suppliers might strengthen supply chain resilience and foster innovation towards sustainability through appropriate selection process including ESG criteria
		Strong supplier relationships encouraged by timely payments and clear communication	Disputes over contract terms, pricing, or performance expectations with suppliers can strain relationships, disrupt operations, and lead to litigation or financial penalties	
	Corruption & bribery	Corruption incidents resulting in loss of reputation among stakeholders and economic fallout		
		Enhanced transparency in financial transactions and decision-making processes Promotion of a culture based on integrity and ethical conduct within the organization		
	ENTITY-SPECIFIC			
Responsible consumption acceleration		Promotion of sustainable product design (e.g. payment cards), including through investment in research and development, with a view to reducing their environmental impact		Costumers' preferences aiming to integrate social, environmental, and ethical aspects into purchasing decisions might lead to more sustainable service developments
				Leverage emerging technologies to develop innovative payment solutions, attracting new customers and increasing revenue streams
Tech transformation		Social cultural promotion of innovations in the payment sector and development of a "cashless society"		Improve automation processes and operational efficiency, reducing costs and enhancing profitability
				Upgrade customer experience with elevated service delivery and dynamic interactions, fostering loyalty and satisfaction
Digitalising society		Digitization of payments and support for SMEs		
		Support for the development of basic financial skills and services accessible to the weakest sections of the population		Enhance consumer understanding and adoption of electronic payment technologies by providing innovative technologies



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Topic	Sub(-sub)-topic	IMPACT MATERIALITY (INSIDE-OUT)	FINANCIAL MATERIALITY (OUTSIDE-IN)	
		Impacts/dependencies	Risks	Opportunities
	NPS & complaints	High customer satisfaction due to the quality of the product or service provided	An increasing pattern of complaints may deteriorate the perception of the company, affecting market competitiveness and customer acquisition	
			Increasing complaints can lead to legal liabilities, fines, or penalties, when involving consumer protection laws or regulatory violations	
	Responsible AI applied to business	Adopt AI technological solutions to improve the user's experience and assistance by providing customised services and automated payment tasks		Provide real-time customer support, prompt resolutions to payment issues and inquiries, increasing customer trust and loyalty
				Improve payment processing efficiency and accuracy, contributing to business growth and competitive advantage in the market
	Cybersecurity & data breaches	Breach of customer privacy and loss of sensitive data due to deficient IT security management	Unauthorized access to sensitive customer or business data can lead to security data breaches, compromising confidentiality and integrity, and potentially resulting in financial and reputational damage	
		Enhanced cyber security of sensitive data and IT infrastructures		
	Business Continuity	Operational disruptions causing customer dissatisfaction and reputational damages		
		Failure in ensuring resilient and updated mechanisms to uphold uninterrupted payment processing and consistent service delivery	Failures in essential infrastructure can disrupt operations and lead to service outages, causing revenue losses and increased costs associated with recovery efforts	
	Payments fraud		Fraudulent transactions can lead to substantial financial losses, including chargebacks, refunds, and lost revenue, impacting the company's profitability	
			Customers affected by fraud may experience inconvenience and distrust, potentially leading to churn and loss of retention	
			Instances of fraud can severely damage the company's reputation, compromising its ability to guarantee secure payments in the eyes of its stakeholders	



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48 (b). Disclosure of current and anticipated effects of material impacts, risks and opportunities on business model, value chain, strategy and decision-making, and how undertaking has responded or plans to respond to these effects.

CYBERSECURITY AND DATA BREACHES

As part of its operations Nexi Group processes personal data, including data relating to payment transactions, cardholders, and merchants, and is therefore exposed to the risk of cyber security attacks and/or incidents resulting in potential data breaches or interruptions of business.

Furthermore, Nexi is aware of the risks arising from the activities of third parties, such as service providers or business partners. In addition to including contractual clauses to ensure the security and confidentiality of data, Nexi is committed to mitigating these threats through vigilance and close cooperation.

Nexi is bound by data protection and privacy laws, as well as the rules of international schemes such as Visa and Mastercard. Compliance with these rules involves adopting data protection standards and maintaining industry certifications, such as those required by the PCI (Payment Card Industry) consortium.

The number and complexity of cyber-attacks is rising with AI-enhanced tactics, ransomware-as-a-service and advanced social engineering methods enabling threat actors to outpace traditional defences. The risk of a security incident is considered to have a critical impact and low probability of happening. In fact, at worst, the above-mentioned security threats could lead to system downtime, compromise of critical IT systems, potential breaches of confidential information or misuse of payment information. Similarly, the loss or otherwise unauthorized or accidental disclosure of personal customer information or other sensitive information could result in regulatory or legal sanctions and/or fines, substantial remediation costs and a weakening of the corporate brand and reputation. Nexi is actively engaged in mitigating cyber security risks. In addition to having an adequate insurance policy, Nexi implements specific IT security measures, organizes training to make staff aware of risks and best practices, and maintains a constant monitoring of services and a business continuity plan to ensure an effective response to any crisis.

BUSINESS CONTINUITY

Nexi's operations are highly dependent on the reliability, operational performance, integrity, and continuity of its ICT infrastructure. The technological networks are crucial to the Group's business, prospects, and reputation.

A crucial part of the ICT infrastructure is the merchant acquiring and card issuing platforms. These systems handle digital

payments' authorization and settlement processing, card issuing and management, payment terminal and services management – all subject to interbank standards.

Unexpected platform downtime would impact the availability of the services, potentially causing Service Level Agreement (SLA) breaches, and unreliability in the processing of customers' transactions. This could lead to loss of business revenues and increased operating expenses. In addition, Nexi Group could suffer reputational damage in case of prolonged or repeated downtime incidents. For these reasons, this risk could have high economic, operational, and reputational impacts with a low probability of happening.

Nexi has adopted an IT risk management model integrated with its operational risk management framework and with internal control system. An IT security unit defines protection strategies, oversees business continuity and incident management, and ensures security standards are applied. The infrastructure management unit oversees IT services continuity, manages IT incidents, the transition of new services, systems, applications and changes into production, and the design, implementation, and technical operation of Nexi's technological infrastructures.

SUPPLIERS' MANAGEMENT AND RELATIONSHIPS

The main third-party service providers and product suppliers that Nexi relies on to conduct its business include: (i) payment processors, (ii) ICT and application maintenance providers, (iii) card suppliers and related card personalisation services, (iv) suppliers of traditional and advanced POS terminals, (v) ATM suppliers, (vi) contact units.

Partnering with third parties allows Nexi to attain greater efficiency, to optimize operating costs and to focus on its core business. However, increased reliance on third parties may breed levels of dependence that may expose Nexi to risks in respect of service level oversight, data management and protection, systems continuity, concentration, compliance and reputation. Supply chain-related risk events are considered to have a medium-low probability of occurrence and a potential medium impact.

Supplier selection process is based on assessments according to the principles of fairness, cost-effectiveness, quality, innovation, continuity, and ethicality in line with the Group's Purchasing Policy and Code of Ethics. The organizational procedure "Qualification and Evaluation of Suppliers" stipulates that all suppliers involved in the selection process must be qualified for inclusion in the supplier register. The only exception regards institutional suppliers, where they cannot be replaced or whose order is less than 30,000€ per year. Registered suppliers are required to view and comply with the principles contained in Model 231 and the Code of Ethics.



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A continuous monitoring process is carried out in terms of technical suitability, presence of certifications and compliance with regulations protecting social aspects, and economic-financial soundness. In addition, the quality of the service/product provided and compliance with contractual commitments are periodically monitored. To mitigate any potential risk, the use of subcontractors is subject to explicit approval and verification by the Group.

An ESG scoring framework, designed in accordance with OECD requirements, has been instituted to facilitate the creation of a comprehensive database of third-party entities. The model calculates their ESG score and rating based on multifaceted parameters, including risk levels, critical severity indicators, sustainability exposure, and relevant criteria pertinent to their geographical operations. The model's outcome generates tailored recommendations, delineating suitable actions specific to each supplier. This approach automates data analysis, ensuring objective assessments while eliminating subjective interpretations.

In addition to effective suppliers' management, given the increasing need for the company to ensure greater monitoring of supply chain risks and in line with the provisions of the EBA guidelines on outsourcing, during 2024 the Group continued to improve the governance, processes, and activities for managing suppliers, including outsourcers, and to identify the related risks. In particular, the new role of Outsourcing Officer has been established in order to reinforce the contractual and third-party performance monitoring.

More in detail, the oversight process includes:

- A risk assessment executed with the involvement of the supplier with the aim to verify the supplier IT and security measures, as business continuity, change management, IT incident management, network security, awareness and training, data protection, etc. Based on the gap identified, a remediation plan is established with agreed deadlines.
- On the sustainability side, the audit has the aim to verify the alignment of the supplier's processes/activities/practices with local regulations and international standards on ESG related topics, as H&S, Human Rights, Labour, Governance, management of environmental aspects, management of business continuity issues and security of the information managed. At the end of the audit, a Corrective Action Plan is agreed with the supplier, to solve the findings emerged withing assigned deadlines.

PRIVACY

Privacy is among Nexi Group top priorities, and it is essential to safeguard business, gaining and maintaining customer trust, ensuring compliance with regulatory obligations, and maintaining competitive advantage, profitability, and growth. Nexi Group promotes an environment of ethical and controlled information handling, aiming to protect information and in-

formation systems against security threats that may adversely affect Nexi Group and its stakeholders. In addition, Nexi Group maintains strong relationships on security matters with all related external stakeholders, as well as peers and counterparties within the financial market ecosystem.

Internally, the Nexi Group has established a framework consisting of regulations, codes, policies, standards, and organizational procedures that aim to define governance, planning, design, and implementation activities, roles and responsibilities, processes, and resources to maintain the confidentiality, integrity, and availability of managed information (our security policies are applicable to the Nexi Group, including all subsidiaries and lines of business). This set of documents includes the Group Security Policy, which is updated regularly or when significant changes occur and approved by the Board of Directors.

The constantly changing regulatory environment requires Nexi to continuously adapt to the various regulations and measures at the European and national levels. In the normal course of its business, as it falls within the scope of systemically important payment systems, the Group is exposed to the risk of audits by the Supervisory Authorities, especially by the relevant National Authorities in the countries where the Group is operational and by the European Central Bank.

Nexi is bound by data protection and privacy laws and to ensure compliance with these rules it is necessary to adopt data protection standards and maintain industry certifications, such as those required by the PCI (Payment Card Industry) consortium. To ensure data integrity and compliance with obligations, a program is planned to improve the deletion of personal data based on the security measures in place, the state of the application and the history of the data and to strengthen data protection measures.

PAYMENT FRAUDS

Nexi Group may incur liabilities and may suffer damages, including reputational ones, related to fraudulent digital payment transactions, fraudulent receivables claimed by merchants or other parties, or fraudulent sales of goods and services.

Examples of commercial fraud may include phishing attacks to cardholders, the sale of counterfeit goods, the malicious use of either stolen or counterfeit credit or debit cards, use by merchants or other parties of payment card numbers or of other card details to register a false sale or transaction, the processing of an invalid card, and the malicious failure to deliver goods or services sold within the scope of an otherwise valid transaction.

Considering that the parties engaging in criminal counterfeiting and frauds are using increasingly sophisticated methods, a failure to identify thefts and to effectively manage fraud risk and prevention may increase the number of disputes between clients and the Group or cause the Group to incur other liability, including fines and sanctions. There is also an increase in cases of fraud related to the development of advanced social



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engineering methods enhanced by the use of artificial intelligence. Moreover, impacts could be related to the worsening of the online customer experience and a significant reputational impact that would affect consumer confidence in using digital payment systems. Nexi sophisticated monitoring and detection systems allow to prevent and block potential relevant fraud cases that our clients may suffer, keep the risk under control.

The Group has specific policies and procedures in the area of fraud management and is active with an awareness programme in the area of digital payment security towards end consumers, as detailed in the dedicated section in the Executive Summary.

NPS & COMPLAINTS

The customer is at the center of the Nexi Group. Daily activities, new products, innovation, and investments are always calibrated by putting the customer at the center. For this reason, Nexi Group constantly monitors and detects the needs of its customers through customer satisfaction surveys and ad-hoc research, in order to optimize products and services, through the monitoring of the Net Promoter Score (NPS), as well as through the management of complaints and the analysis of feedback on digital application stores.

During the year, the Group also invested in listening to customers to continually improve its solutions and explore customer needs with the introduction of new surveys and the identification of specific improvement actions in business units (e.g. Sales Channels, products,). Nexi set up initiatives to improve the customer experience, such as improve accessibility to services, reducing waiting times and improving agent skills to ensure more effective contact resolution.

With a view to continuous improvement, once the NPS methodology is extended to the Group's different geographies, NPS indicators will be included among the specific management objectives for the other Regions outside Italy as well as included in the metrics for calculating remuneration.

In addition, complaint management is an important tool to monitor customer satisfaction and ensure the quality of service provided. In this sense, the management operated by the Group is inspired by the principles of transparency, quality and continuity of service. In this regard, Nexi Group has internal regulations that define the roles, responsibilities and operating methods useful for identifying critical areas and areas for improvement, to strengthen the relationship of trust with customers and reduce operational risks and damage to reputation.

For the Italian perimeter, the customers can submit a complaint in writing in the manner indicated on the website www.nexigroup.com in the dedicated sections. The dedicated functions are responsible for responding to each complaint in writing within 15 working days, in accordance with the rules

established by self-regulatory initiatives or supervisory regulations on complaints relating to payment systems.

The Complaints Management function processes requests for clarification from the Supervisory Bodies in the field of banking and financial transactions and services, as well as periodically ensuring the required information flows to the Group's corporate bodies.

A substantial number of dissatisfied customers and frequent complaints can significantly harm a company's reputation. The monitoring of reputational risk is a fundamental pillar of the Risk Management Framework, in line with regulatory provisions, as well as a tool for monitoring phenomena that may have an impact on Nexi Group reputation with its various stakeholders. In this direction, with specific reference to Nexi Payments, the Risk Management Function continued to monitor and report to the Risk & Control Committee a reputational dashboard, with the aim of providing a concise representation of the status of Nexi reputation with reference to the main stakeholders (Clients, Supervisory Authorities and General Public). The representation is based on a list of indicators collected in a structured and continuous manner by various functions and allows Risk Management to capture a possible worsening trend in reputation.

ENERGY RISK

Energy risks are closely tied to business continuity, making it essential for Nexi to prioritize securing reliable energy supplies. This can be achieved by partnering with resilient energy providers and maintaining robust backup power solutions. Furthermore, transitioning to 100% energy from renewable sources, with impact on Scope 2 emissions is a critical step toward long-term sustainability and alignment with environmental goals. This transition involves sourcing renewable energy, adopting energy-efficient technologies, and committing to ambitious carbon reduction targets, ensuring both operational reliability and environmental responsibility.

RESPONSIBLE MARKETING PRACTICES RISK

To mitigate risks related to responsible marketing practices, Nexi must adhere to general best practices that prioritize ethical and transparent communication. Ensuring honesty in all messaging is fundamental to building trust with customers, while avoiding misleading claims or overly complex jargon helps to ensure clarity and prevent consumer confusion. Compliance with regulatory guidelines and industry standards is also crucial to maintaining integrity and legal adherence in marketing activities. Additionally, Nexi should emphasize inclusivity and accessibility to cater to a diverse customer base, reflecting its commitment to equitable practices. Regular monitoring and evaluation of marketing campaigns are necessary to maintain high ethical standards and promptly address any emerging concerns, further safeguarding the organization's reputation and customer trust.

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48 (c-i). Disclosure of how material negative and positive impacts affect (or are likely to affect) people or environment.

The material negative and positive impacts identified through Nexi's operations have varying effects on both people and the environment. Starting with the negative impacts, issues related to climate change (E1), such as inadequate mitigation strategies and excessive energy consumption, contribute to environmental degradation. These issues not only increase Nexi's carbon footprint but also exacerbate the broader societal risks associated with climate change. Pollution, particularly from air pollutants and microplastics, poses significant threats to ecosystems and public health.

In the area of the circular economy (E5), inefficient waste management and unsustainable resource usage place undue pressure on natural resources, further affecting the environment. Similarly, in the workforce, challenges related to diversity and gender equality (S1) can lead to social inequality and the marginalisation of underrepresented groups, negatively impacting societal cohesion and employee morale.

Entity-specific risks, such as cybersecurity breaches and business continuity failures, have the potential to disrupt operations, undermining trust among employees, customers, and stakeholders. Additionally, poor management of corruption and bribery (C1), as well as weak supplier relationships, exposes the business to ethical risks that could erode both employee and public confidence.

On the positive side Nexi is actively contributing to beneficial environmental and societal outcomes. Nexi's initiatives to accelerate responsible consumption (E1) and reduce microplastic pollution (E2) support a healthier environment by promoting sustainable practices across the value chain. In the circular economy (E5), improved resource management is optimising consumption patterns, thereby reducing environmental strain.

From a workforce perspective, the promotion of diversity and equal pay (S1) enhances inclusivity and fairness, fostering a healthier workplace culture that benefits both employees and society. Training and skills development initiatives also provide workers with opportunities for growth, contributing to long-term societal benefits by upskilling the workforce.

Further positive impacts are seen in the Nexi's strategy of digitalising society (S4), which broadens access to technology, enhances service delivery, and supports Nexi's role in a connected and digitally aware economy. Lastly, efforts to protect whistleblowers and combat corruption and bribery (C1) create a ripple effect, promoting ethical practices that strengthen societal trust in Nexi and its partners.

48 (c-ii). Disclosure of whether and how material impacts originate from or are connected to strategy and business model.

The material impacts, both positive and negative, are closely tied to Nexi's strategy and business model. Nexi's business model is inherently connected to several key areas that drive both risks and opportunities. For instance, climate change mitigation and energy consumption (E1) are directly linked to Nexi's operational focus and strategic efforts to reduce its carbon footprint and enhance sustainability across its value chain. These impacts stem from the core business activities and are integrated into the decision-making process at all levels of operations.

Similarly, issues surrounding pollution (E2) and resource management (E5) are directly aligned with the business's focus on the circular economy, a strategic priority that shapes how Nexi manages waste and optimises resources throughout its supply chain.

Workforce-related impacts (S1), such as diversity and gender equality, reflect the Nexi's strategic commitment to fostering a fair and inclusive work environment. These principles are embedded within Nexi's operational frameworks and influence its interactions with employees and partners.

In terms of consumers and end-users (S4), the strategy to digitalise society is a core element of the business model. Nexi's focus on leveraging technology not only enhances service delivery but also creates new risks and opportunities within its value chain.

Lastly, Nexi's approach to business conduct (C1), including efforts to tackle corruption and foster ethical supplier relationships, is woven into its operational and governance structures. This strategy ensures integrity is upheld across Nexi and its entire value chain, mitigating risks, and promoting positive impacts.

The impacts related to business continuity, cybersecurity, and tech transformation are central to the Nexi's strategy, underpinning the digital infrastructure on which the business operates. These impacts reflect Nexi's commitment to resilience and innovation within its business model.

In summary, the material impacts identified are deeply rooted in Nexi's strategic priorities and operational models, highlighting a dynamic approach to managing risks while capitalising on opportunities that benefit both the business and wider society.

48 (c-iii). Disclosure of reasonably expected time horizons of material impacts.

All material impacts were analysed considering the maximum time horizon of 24 months, considering no substantial business and organisation changes in Nexi's organisation.

48 (c-iv). Description of nature of activities or business relationships through which undertaking is involved with material impacts.

The material topics are primarily related to Nexi's own activities, with some of them connected to our business relationships, particularly with suppliers, as they form an essential part of Nexi's value chain. In addition, topics such as security and business continuity are material on our operations and also on our end-users and society as a whole. These factors are carefully evaluated to ensure the resilience, trust and integrity of our services, safeguarding the interests of all stakeholders involved.

48 (d). Disclosure of current financial effects of material risks and opportunities on financial position, financial performance and cash flows and material risks and opportunities for which there is significant risk of material adjustment within next annual reporting period to carrying amounts of assets and liabilities reported in related financial statements.

No significant risk of material adjustment within next annual reporting period to carrying amounts of assets and liabilities reported in related financial statements.

48 (e). Disclosure of anticipated financial effects of material risks and opportunities on financial position, financial performance and cash flows over short-, medium- and long-term.

The disclosure is subject to phase-in and is therefore not reported for the year 2024. Nexi will provide further elaboration on the risks during its risk updates in 2025, to be reported in 2026.

48 (f). Information about resilience of strategy and business model regarding capacity to address material impacts and risks and to take advantage of material opportunities.

At Nexi, we have conducted a general resilience analysis during the development of our last industrial plan strategy. At the moment, our strategies are in the midst of their execution fol-

lowing careful design and implementation. Therefore, we plan to conduct an ex-post review and extension, adopting a risk-based approach, to assess the effectiveness and robustness of these strategies from the perspective of materiality. This analysis will be carried out in collaboration with the relevant departments, including risk and compliance, to ensure a comprehensive evaluation and to identify any areas for improvement. The foreseen time horizon will be latest during the next strategy development cycle in 2026-27.

48 (g). Disclosure of changes to material impacts, risks and opportunities compared to previous reporting period.

The transition from the previous materiality assessment framework to the new guidelines under the Corporate Sustainability Reporting Directive (CSRD) has brought significant changes in the identification and treatment of material impacts, risks, and opportunities.

Guidelines & Standards: Previously, Nexi's materiality assessment was based on a lighter methodology aligned with the Global Reporting Initiative (GRI) guidelines. However, with the introduction of CSRD, we are now guided by the European Financial Reporting Advisory Group (EFRAG), which involves 35 methodological steps, ensuring a more rigorous and comprehensive approach.

Perimeter: While the previous assessments focused predominantly on our own operations, the new framework under CSRD expands the scope to encompass the entire value chain. This shift allows for a more holistic analysis of risks and opportunities that span across both our direct operations and our broader supply chain, impacting the identification of material topics.

Assurance: Whereas assurance was previously limited and subject to external auditors' review, CSRD now mandates comprehensive assurance of material topics. This ensures higher accuracy and accountability in reporting material impacts and risks.

Dimensions: The scope of materiality dimensions has evolved from considering only two dimensions-relevance to stakeholders and global factors-to four distinct dimensions. These include not only Nexi's impact on the world (both positive and negative) but also the reverse: the world's impact on Nexi, allowing for a more detailed understanding of external ESG factors that affect Nexi.

Internal Control System: The previous framework did not mandate the integration of Environmental, Social, and Governance (ESG) risks into our Enterprise Risk Management (ERM) system. However, the CSRD requires full integration of ESG risks within ERM, leading to more proactive risk management strategies.

Material Topics Definition: Under the prior methodology, material topics were defined in broader terms. With the CSRD's implementation, there are now more than 70 material topics organised into 10 specific material standards, providing

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a much more granular approach to the identification and classification of material risks, impacts, and opportunities.

Details to Disclose: Finally, the level of detail required in reporting has substantially increased. Where the previous approach focused on general processes, the CSRD now requires detailed narratives and descriptions related to the identification, prioritisation, and assessment of material impacts. This includes how these processes correlate with our organisation's broader ERM framework, as well as deeper insights into our material topics' effectiveness in mitigating risks and generating positive outcomes, both in sustainability and financial performance.

48 (h). Disclosure of specification of impacts, risks and opportunities that are covered by ESRS Disclosure Requirements as opposed to those covered by additional entity-specific disclosures.

On negative impacts, business continuity, cybersecurity, and data breaches. On positive impacts, areas such as responsible consumption acceleration, technological transformation, Net Promoter Score (NPS), and the application of responsible AI in business. These elements reflect Nexi's unique priorities and initiatives that go beyond the standard ESRS requirements.

[IRO-1] Description of process to identify and assess material impacts, risks and opportunities

53 (a). Description of methodologies and assumptions applied in process to identify impacts, risks and opportunities.

The process is aligned with CSRD and ESRS guidelines and incorporates Nexi's specific business characteristics and risks. Methodologies include the Enterprise Risk Management (ERM) framework and EFRAG's guidelines, with a structured double materiality assessment.

The dual materiality process started with a list of the sustainability issues indicated by the ESRS (ESRS 1 RA 17), broken down into the three levels of granularity, and supplemented with company-specific topics.

During the first phase, seven workshops with internal stakeholders led to the evaluation of each sub-topic and sub-sub-topic on a scale of 1 (not relevant) to 5 (extremely relevant), considering both the relevance of the impacts generated by the company on people and the environment (inside-out) and the potential financial effects of risks and opportunities (outside-in). The dialogue and comparison of ratings and underlying motivations made it possible to refine the scores and establish a materiality threshold at 2.5, above which the issues

were subjected to technical analysis. The technical analysis was conducted in two stages, assessing the severity and likelihood of sustainability issues according to the EFRAG criteria, considering the underlying positive and negative impacts, with insights into their magnitude, scope and irretrievable nature. The financial assessment followed the same approach, examining each sub-issue and sub-sub-issue in relation to their associated risks and opportunities. Initial scores were reviewed with the support of the HR, Risk and ESG teams, adopting a qualitative approach to consider sector specificities.

Sustainability issues with scores of 10 or higher were further reviewed in strategy meetings for validation and prioritisation. Finally, a calibration with external stakeholders ensured a comprehensive assessment aligned with market expectations. The assumptions included qualitative adjustments to reflect Nexi's unique business priorities, ensuring outcomes aligned with regulatory standards and strategic goals.

The identification of impacts, risks, and opportunities (IROs) followed the requirements of the ESRS 1 standard, starting from the finalised list of sub-topics and sub-sub-topics regarded as material after the technical analysis. These elements were assessed from two perspectives: an impact perspective and a financial perspective.

From an impact perspective, the analysis focused on the Group's material current or potential impacts-both positive and negative-on people and the environment, considering short-, medium-, and long-term effects. This evaluation extended to the Group's own operations as well as its upstream and downstream value chain, including the impacts arising from its products. For instance, inadequate IT security management within the company's operations could lead to customer privacy breaches and the loss of sensitive data. Along the value chain, challenges include the reliance on specific electronic components or hardware supplied by a limited pool of providers. Meanwhile, regarding its products, the Group's commitment to sustainable design, supported by investments in research and development, contributes to minimising the environmental impact.

From a financial perspective, the focus was on determining whether a sustainability issue could, or is likely to, have a material financial influence on the company. This includes risks and opportunities that could significantly affect the company's business development, financial health, performance, cash flow, access to capital, or cost of financing over various time horizons.

Impacts, risks, and opportunities have been analysed in their characteristics and their interaction with the company's strategy and business model. Further descriptions are illustrated in the sections related to each sustainability material topics. Each identified set of IROs will specify whether it originates from or is connected to the company's strategy and business model, as well as how the strategy and business model are influenced and, if necessary, adapted to respond to its current and anticipated effects.

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53 (b-i). Description of process to identify, assess, prioritise and monitor potential and actual impacts on people and environment, informed by due diligence process and how process focuses on specific activities, business relationships, geographies or other factors that give rise to heightened risk of adverse impacts.

The process focuses on specific activities, business relationships, and geographies that heighten risks. For example:

- For supplier selection, the main procurement hubs were consulted, identified based on spending, namely Italy, the Nordic countries, and the DACH region. Key procurement hubs (Italy, Nordics, and DACH) were consulted for supplier selection, identified on the basis of expenditure.
- Business leaders identified client representatives for inclusion, identified on their business relevance.
- Geographic and sector-specific risks informed prioritisation of sub-sub-topics like pollution and value chain workers.

Given Nexi's operating model, characterised mainly by office-based work environments and a value chain centred on digital services and technological infrastructure, the analysis did not reveal any substantial differences in vulnerability to sustainability impacts or criticality among the different geographic areas in which the Group operates.

53 (b-ii). Description of how process considers impacts with which undertaking is involved through own operations or as result of business relationships.

The process considers impacts linked to Nexi's operations and business relationships. Examples include:

- Assessment during stakeholder engagement of supplier and customer relationships to identify any associated impacts such as over-dependence or contractual disputes in supplier relationships or inadequate IT security management, which could compromise customer privacy.
- The broader sustainability issues that did not pass the workshop threshold, such as soil and water pollution, were extended to discuss their intrinsic relevance. Although these issues were not classified as material, they were nevertheless subjected to additional evaluation, as they were subject to EU Directives 1020 and 995 and affected ongoing internal activities, making them worthy of discussion.

53 (b-iii). Description of how process includes consultation with affected stakeholders to understand how they may be impacted and with external experts.

Stakeholders were consulted via surveys, interviews, and workshops. This included:

- Over 60 internal stakeholders Approximately 60 internal stakeholders were involved in seven roundtable discussions, each one dedicated to an ESRS standard and the assessment of the relevance of its sub-topics and sub-sub-topics. Instead of merely casting votes, participants were encouraged to share their observations and critically analyse the results of the sessions. This open discussion allowed the scores to be reviewed and, if necessary, modified in light of the reflections that emerged.
- Feedback reviewed in detailed meeting minutes and session-specific spreadsheets. During Technical Analysis 2, external representatives from suppliers, customers and investors helped validate the results, ensuring a clear understanding of the remaining sustainability issues and ensuring a balanced and comprehensive materiality assessment process.

53 (b-iv). Description of how process prioritises negative impacts based on their relative severity and likelihood and positive impacts based on their relative scale, scope and likelihood and determines which sustainability matters are material for reporting purposes.

Negative impacts were prioritised by severity and likelihood, as per ESRS 1 Section 3.4. The scoring system included quantitative thresholds adjusted for qualitative factors to align with Nexi's business context. Positive impacts were evaluated for their relative scale and scope, contributing to the determination of material sustainability matters. A threshold of 10 was adopted as a selection criterion to prioritise sub-issues and sub-sub-issues relevant to the company's business and core activities, identifying those considered truly critical for Nexi.

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53 (c). Description of process used to identify, assess, prioritise and monitor risks and opportunities that have or may have financial effects.

The process of identifying, assessing, and monitoring risks and opportunities with potential financial impacts followed the same approach used for assessing materiality of impact. Severity was assessed in terms of the magnitude, scope and irretrievable nature of the risks and opportunities with which they were associated, while likelihood concerned the possibility of these risks and opportunities materialising.

53 (c-i). Description of how connections of impacts and dependencies with risks and opportunities that may arise from those impacts and dependencies have been considered.

The process considered the connections between impacts and dependencies to identify risks and opportunities. For example:

- Integration of impact materiality findings into the financial materiality matrix to assess outside-in risks.
- Consideration of business relationships and environmental dependencies in the ERM framework to prioritise risks.

53 (c-ii). Description of how likelihood, magnitude, and nature of effects of identified risks and opportunities have been assessed.

Likelihood, magnitude, and nature of effects were assessed using thresholds from ESRS 1 Section 3.3 Financial Materiality:

- Likelihood: Evaluated through expert scoring and alignment with ERM insights.
- Magnitude and nature of effects: Determined through qualitative analysis, including discussions of risks and opportunities during Technical Analysis 2.
- Financial impacts were ranked based on their potential significance and aligned with Nexi's strategic goals.
- This process ensures that risks and opportunities with financial implications are rigorously analysed and effectively monitored.

53 (c-iii). Description of how sustainability-related risks relative to other types of risks have been prioritised.

All risks, whether sustainability-related or not, are prioritized within the Group ERM process according to the specific internal ERM methodology, that takes into account their likelihood, economic impact and maturity of risk management system.

53 (d). Description of decision-making process and related internal control procedures.

See disclosure 53 (a). The result of the Double Materiality analysis was approved by the Board of Directors of Nexi.

53 (e). Description of extent to which and how process to identify, assess and manage impacts and risks is integrated into overall risk management process and used to evaluate overall risk profile and risk management processes.

Risks from different sources, regardless of the nature of the risks, all flow into Group ERM process and contribute to the assessment of overall risk profile according to the ERM methodology. Nexi Enterprise Risk Management (ERM) methodology takes into consideration the Double Materiality Assessment results to ensure a comprehensive and dynamic evaluation that identifies and prioritizes the most significant financial impacts.

The ERM Methodology set rules on controls to identify risks, assess the adequacy of risk management systems and consequently defines a proper management response. The identification process consists of open dialogue and/or workshops between business Top Management (e.g., Exco Members) and Risk Management. The objective is to identify the main risks over the strategic plan time horizon that could affect key value drivers and / or threaten the capability to realize strategies and achieve expected goals. The responsible Risk Management function supports the risk identification, making available risk data and information stemming from the continuous monitoring of the corporate/entity risk profile. The Nexi Risk Model considers all risks relevant to the Group, divided into five categories: strategic, operational, compliance, financial, and ESG. The evaluation consists in prioritizing identified events based on the residual risk exposure, considering current mitigation actions and the maturity of the Risk Management System. Risk evaluations are executed by Risk Owners while the competent Risk Management function acts as facilitator and challenger providing methodological support. For each evaluated risk, the Risk Owner assesses the adequacy of risk management systems and consequently defines a proper management response:

- risk mitigation - reduce the risk exposure to an acceptable level through the execution of further risk mitigating actions / action plans with periodic reporting towards corporate bodies. In performing such activity, the competent Risk Management function supports Risk Owners in the identification and definition of adequate action plans to keep the risk exposure within defined management targets.

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ii. risk monitoring - accept the current risk exposure maintaining actual control levels and/or mitigating actions already in place.

53 (f). Description of extent to which and how process to identify, assess and manage opportunities is integrated into overall management process.

The Organization doesn't have yet an organized and structured process to report and manage opportunities.

53 (g). Description of input parameters used in process to identify, assess and manage material impacts, risks and opportunities.

The process for identifying and assessing material impacts, risks, and opportunities is fully described in the Double Materiality Process and Basis of Preparation statements and disclosures [IRO-1_53(a) - 53(f)]. The data sources used included all available internal organisational data as well as external data where applicable. For instance, external data was used for assessments of suppliers and for evaluating sustainability risks related to specific countries and industries. The scope of the assessment encompassed the full geographic footprint of the organisation, aligned with the financial statement perimeter. For areas where highly specific data was not fully complete, such as in calculating our carbon footprint, assumptions were applied in line with the methodology of the GHG Protocol.

53 (h). Description of how process to identify, assess and manage impacts, risks and opportunities has changed compared to prior reporting period.

The transition from the previous materiality assessment framework to the new guidelines under the Corporate Sustainability Reporting Directive (CSRD) has brought significant changes in the identification and treatment of material impacts, risks, and opportunities. Previously, Nexi's materiality assessment was based on a lighter methodology aligned with the Global Reporting Initiative (GRI) guidelines. With the introduction of the CSRD, in 2024, it was guided by the European Financial Reporting Advisory Group (EFRAG), which involves 35 methodological steps, ensuring a more rigorous and comprehensive approach. While the previous assessments focused predominantly on Nexi's own operations, the new framework under CSRD expands the scope to encompass the entire value chain. This shift allows for a more holistic analysis of risks and opportunities that span across both our direct operations and our

broader supply chain, impacting the identification of material topics. The scope of materiality dimensions has evolved from considering only two dimensions-relevance to stakeholders and global factors-to four distinct dimensions. These include not only Nexi's impact on the world (both positive and negative) but also the reverse: the world's impact on Nexi, allowing for a more detailed understanding of external ESG factors that affect Nexi. Under the prior methodology, material topics were defined in broader terms. With the CSRD's implementation, there are now more than 70 material topics organised into 10 specific material standards, divided into sub-themes, in view of the non-materiality of all sub-themes for Nexi, providing a much more granular approach to the identification and classification of material risks, impacts, and opportunities. The materiality assessment will be updated in FY2026.

[IRO-2] Disclosure Requirements in ESRS covered by sustainability statements

56. Disclosure of list of data points that derive from other EU legislation and information on their location in sustainability statement and list of ESRS Disclosure Requirements complied with in preparing sustainability statement following outcome of materiality assessment.

The list of reported ESRS disclosure obligations, prepared based on the results of the Materiality Analysis, is provided in the index at the end of this Chapter 1, on page 166.

58. Explanation of negative materiality assessment for non-material topics.

In the first phase of the technical analysis, sub-topics and sub-sub-topics underwent detailed scrutiny, with adjustments made to align the previous evaluation that emerged from the workshops conducted with stakeholders with the organisation's specific context. Even sustainability matters that did not meet the workshop threshold, such as soil and water pollution, were subjected to further evaluation due to their importance in ongoing internal initiatives and adherence to EU Directives 1020 and 995, although they ultimately did not qualify as material.

At the end of this initial step, three topics were found to contain no sub-topics or sub-sub-topics considered material for the Group and are therefore excluded from the disclosures.

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These standards are as follows:

- **ESRS E3 – Water and marine resources:** Nexi, as part of the technology and financial services sector, has minimal direct impact on water and marine resources. It does not engage in water-intensive activities like manufacturing or agriculture, which involve significant surface water and groundwater consumption, withdrawals, discharges, or the extraction of marine resources. Likewise, the Group's financial performance is unlikely to be affected by the availability of such resources or other risks posed by water scarcity and degradation.
- **ESRS E4 – Biodiversity and ecosystems:** the Group operates primarily in office-based settings, with little to no direct interaction with natural habitats. Consequently, Nexi's contribution to biodiversity loss and impacts on the state of species and ecosystem conditions are not particularly relevant. In parallel, physical risks from natural disasters or ecosystem degradation, and transition risks, such as changes in regulations or societal expectations regarding biodiversity protection, are unlikely to compromise the company's business continuity.
- **ESRS S3 – Affected communities:** this standard covers impacts from business activities on communities, such as those linked to land-use conflicts, intensive resource extraction, or issues arising from projects without proper local consultation. Since Nexi operates primarily through digital services, it has

minimal physical presence and does not engage in activities like land acquisition, construction, or intensive resource use. Consequently, it does not typically face risks associated with community resistance, delays, or reputational harm due to environmental or cultural impacts. Additionally, the company's business model does not involve operations in high-risk geographies or dependencies on local community resources that could lead to potential financial exposure.

59. Explanation of how material information to be disclosed in relation to material impacts, risks and opportunities has been determined

Once the material topics, sub-topics and sub-sub-topics were determined through the dual materiality process, the reporting obligations to be reported were selected on the basis of the relevant findings. The identification of the specific data points (disclosure obligations) to be reported was carried out using the EFRAG IG 3: List of ESRS Datapoints document, published by EFRAG as part of its implementation support activities. This document provides guidelines for the implementation of ESRS and presents in Excel format the complete list of all disclosure requirements contained in the sector agnostic standards, with the exception of ESRS 1 General Requirements, which does not include specific disclosures.



ESRS E1 Climate Change

[GOV-3] Integration of sustainability-related performance in incentive schemes

13. Disclosure of whether and how climate-related considerations are factored into remuneration of members of administrative, management and supervisory bodies.

Nexi Long term Incentive Plan (LTI Plan), includes the following climate-related indicator, in line with Nexi's Transition Plan (ESRS E1-4) and is part of the broader "ESG Scorecard":

- Percentage reduction of emissions from own operations (Scope 1&2).

13. Percentage of remuneration recognised that is linked to climate related considerations.

The climate-related indicator has been introduced starting from the LTI Plan cycle 2023-2025, as such, it will impact the variable compensation they will be recognised with respect to the 2025 performance year.

The percentage of the variable remuneration linked to the climate related KPI within the LTI Plan is 35% of the total ESG Scorecard; the total relative weight of the ESG Scorecard within the LTI Plan is 10%.

13. Explanation of climate-related considerations that are factored into remuneration of members of administrative, management and supervisory bodies.

The climate related KPI is represented by the "Percentage reduction of emissions from own operations (Scope 1&2)".

Scope 1&2 represents our direct carbon emissions and power for our own use, i.e. emissions from the operations we have direct control. Nexi applies a location-based approach which 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 percentage emissions from our operations before those are offset by the Certificates of Guarantees of Origins (GOs for renewable energy).

[SBM-3] Material impacts, risks and opportunities and their interaction with strategy and business model

18. Type of climate-related risk.

The double materiality process, coordinated by the Group ESG & Sustainability function with the involvement of the relevant stakeholders, identified energy and suppliers' management and relationships as climate-related transition risks. No climate-related physical risks emerged from the analysis as material. Transition risks are so defined:

- **Energy:** This risk relates to the availability of carbon-neutral energy to support Nexi's operations (Scopes 1 and 2). Any disruptions in the supply and demand of clean energy could impact operational costs and the ability to meet sustainability commitments.
- **Suppliers' Management:** This focuses on decarbonising Scope 3 emissions, specifically those stemming from supply chain and capital goods. These sources represent the majority of Nexi's emissions and are crucial to achieving our carbon neutrality goals. The financial effects here involve the feasibility and cost of transitioning our supply chain to align with sustainability standards.

19 (a, b, c). Description of scope of resilience analysis, how it has been conducted and results.

- During 2024, an analysis was conducted with the aim of identifying the physical risks on Nexi's operations. In particular, the analysis focused on studying the flood risk on data centres and card production centres, present in European Union, for the decades 2030, 2040 and 2050.
- The analysis considered the flood event according to the RCP 4.5 and 2.6 scenarios (scenarios adopted by the Intergovernmental Panel on Climate Change IPCC), for the decades 2030, 2040 and 2050. In particular, the RCP 4.5 scenario was used because as it has recently been associated with projected emissions over the next ten years, according to the agreements ratified by the nations participating in the Paris Agreement on greenhouse gas reductions. greenhouse gas reductions. This scenario is ideal for analysing the physical risks that may affect the Group's business activities. The RCP 2.6 scenario, on the other hand, represents a more optimistic path, assuming significant reductions in greenhouse gas emissions through strong mitigation efforts. The analysis did not significant physical risks emerged.sc) The analysis did not reveal any substantial vulnerabilities that could compromise the resilience of the company.

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AR 7. Time horizons applied for resilience analysis.

The analysis conducted on data centres and production facilities located in Europe, took into account the flood event and the scenarios adopted by the intergovernmental Panel on Climate Change (IPCC), RCP 4.5 and RCP 2.6, for the decades 2030, 2040 and 2050.

AR 8. Description of ability to adjust or adapt strategy and business model to climate change.

The analysis described above did not reveal any vulnerabilities that could compromise Nexi's resilience.

[IRO-1] Description of processes to identify and assess material climate-related impacts, risks and opportunities

20 (a). Description of process in relation to impacts on climate change.

Nexi identifies and assesses climate-related impacts, risks, and opportunities by analysing the full spectrum of its value chain, including upstream, downstream, and own operations. This process involves examining data across all categories in alignment with the GHG Protocol, enabling Nexi to maintain a full and comprehensive view of its carbon footprint. This comprehensive mapping allowed for the identification of activities and segments of the value chain that generate the highest emissions, enabling the development of plans to mitigate impacts and seize opportunities, as outlined in Nexi Group's transition plan.

AR 9. Description of the process to identify GHG emission sources and climate impact drivers.

No significant future GHG emission sources have been identified within a reasonable time horizon, in the medium to long term. Nexi has its impact assessed, as shown in its Transition Plan and materiality assessment.

20 (b). Description of process in relation to climate-related physical risks in own operations and along value chain.

Nexi has conducted a climate risk assessment on Data Centers and card production facilities in EU, considering the scenarios adopted by the Intergovernmental Panel on Climate Change (IPCC), RCP 4.5 and RCP 2.6, for the decades 2030, 2040, and 2050. In particular, the RCP 4.5 scenario was used, as it has recently been associated with the emissions projected over the

next ten years, according to the agreements ratified by the nations participating in the Paris Agreement on greenhouse gas reductions. This scenario is ideal for analyzing physical risks that may impact the Group's business activities. The RCP 2.6 scenario, on the other hand, represents a more optimistic pathway, assuming significant reductions in greenhouse gas emissions due to strong mitigation efforts. The analysis did not identify any significant physical risks. Furthermore, the analysis for the assessment of physical risks was also conducted on a sample of clients in Europe, using the RCP 4.5 scenario for both chronic and acute risks.

20 (c). Description of process in relation to climate-related transition risks and opportunities in own operations and along value chain.

The double materiality process, coordinated by the Group ESG & Sustainability function with the involvement of the relevant stakeholders, identified energy and suppliers' management relationships as climate-related transition risks.

AR 11 (a, b, c, d). Description of the time horizons used to identify climate-related hazards.

Following the climate risk analysis detailed in disclosure 20(b), no significant physical risks have emerged across any of the considered time horizons.

21. Explanation of how climate-related scenario analysis has been used to inform identification and assessment of physical risks over short, medium and long-term.

The analysis of climate scenarios for the assessment of physical risks is detailed in disclosure 20(a).

AR 12 (a). Transition events have been identified over short-, medium- and long-term time horizons; Undertaking has screened whether assets and business activities may be exposed to transition events.

Nexi has conducted a transition climate risk assessment on its clients and, through a stress test, has identified the sectors that could react better or worse to the transition, within the Countries where Nexi is present. To assess the transition risks that can impact the Group's business operations, a comparison has been made to the baseline scenario (inertial scenario), of an orderly transition (Net Zero scenario), and a disorderly transition (Delayed Transition scenario) for the decades 2030, 2040, and 2050.



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The sectors most impacted by transition risks are Travel Services & Transportation, as well as the broader Services sector (e.g., Energy). However, these sectors represent only a small percentage of Nexi's client portfolio. This indicates that while transition risks are present, their overall impact on Nexi's portfolio remains limited. Nevertheless, the identified sectors face substantial risks associated with the transition to a low-carbon economy.

AR 12 (b). Extent to which assets and business activities may be exposed and are sensitive to identified transition events has been assessed.

The analysis assessed the sensitivity of Nexi's business and its clients to transition events. The sectors most impacted by transition risks are Travel Services & Transportation, as well as the broader Services sector (e.g., Energy). However, these sectors represent only a small percentage of Nexi's client portfolio. This indicates that while transition risks are present, their overall impact on Nexi's portfolio remains limited. Nevertheless, the identified sectors face substantial risks associated with the transition to a low-carbon economy.

AR 12 (c). Identification of transition events and assessment of exposure has been informed by climate-related scenario analysis.

The objective of the client stress test on climate transition risk is to understand the impact, compared to the baseline scenario (inertial scenario in which no significant climate policies are introduced and greenhouse gas emissions continue to follow the current trend.), of an orderly transition (Net Zero scenario) and a disorderly transition (Delayed Transition scenario). The analysis was conducted considering the scenarios proposed by Oxford Economics for the decades 2030, 2040, and 2050.

The Delayed Transition scenario: it assumes that climate policies will be implemented more gradually than in more ambitious scenarios, reflecting a slower and less stringent approach to climate action. This delay in policy adoption is anticipated to lead to a peak in greenhouse gas emissions around next years, followed by a more moderate reduction. Frictions in

the shift towards renewables and more limited carbon capture availability than in the Net Zero scenario require vast gains in energy efficiency to bring down emissions and therefore global warming by 2050. The Delayed Transition represents a "disordered" or "divergent" scenario aligned with a 1.7°C pathway, serving as the baseline for assessing transition risks that may positively influence the Group's business operations, while also allowing for comparison with the results derived from a more ambitious scenario.

The Net Zero scenario: it assumes a comprehensive and accelerated approach to climate action, with the aim of achieving net-zero greenhouse gas emissions by 2050. This scenario envisions a rapid and significant reduction in emissions through aggressive policies and widespread adoption of low-carbon technologies. The assumption is that governments will implement stringent climate regulations and incentives to drive this transition, leading to a significant shift in energy usage towards renewable sources and improvements in energy efficiency across various sectors. Net Zero represents an ambitious scenario aligned with a 1.5°C pathway, ideal for analyzing transition risks that could positively influence the Group's business operations in a world supportive of the transition to a low-carbon economy.

AR 12 (d). Assets and business activities that are incompatible with or need significant efforts to be compatible with transition to climate-neutral economy have been identified.

No assets or business activities incompatible with the transition to a climate-neutral economy have been identified. The Double Materiality analysis process, carried out by the ESG function together with all stakeholders, identified energy management and supplier relations as climate-related transition risks.

AR 15. Explanation of how climate-related scenario analysis has been used to inform identification and assessment of transition risks and opportunities over short, medium and long-term.

Not Available for FY24.

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[E1-1] Transition plan for climate change mitigation

14. Disclosure of transition plan for climate change mitigation.

To align with global climate change mitigation goals, including the Paris Agreement's 1.5°C target and commitments validated by the Science Based Targets initiative (SBTi), our Group has developed a comprehensive transition plan targeting emissions reduction across Scopes 1, 2, and 3.

Scope 1 and 2: Direct and Indirect Emissions

For Scope 1 and 2 emissions, the Group is prioritising a shift towards renewable energy sources across all geographic locations. This includes initiatives to:

- Transition to fully renewable electricity across operations, increasing the share of renewables to 100% by 2030.
- Modernise and electrify the corporate fleet, replacing conventional vehicles with low-carbon alternatives, reducing emissions from vehicle use (currently accounting for 2.2% of Scope 1 emissions).

Scope 3: Value Chain Emissions

As Scope 3 accounts for the majority (93.9%) of the Group's emissions, the plan focuses on the following high-impact areas:

- 1. Purchased services and capital goods** A comprehensive project is underway to engage suppliers in decarbonisation efforts, aimed at integrating environmental, social and governance principles throughout the procurement process to achieve the Scope 3 emissions reduction targets by 2027. Key actions include:
- Conducting supplier ESG assessments based on their sustainability performance;
 - Defining uniform ESG criteria for decision-making and supplier selection;
 - Defining a structured follow-up process to monitor progress and ensure compliance;
 - Developing an approach to manage supplier relationships, address supply chain risks and assess their ESG impact;
 - Collecting and analyzing decarbonization data to guide targeted actions and ensure alignment with Nexi's sustainability goals.

This initiative leverages the ESG supplier assessment practices implemented so far at Nexi across geographies.

- Timeline: October 2024 to December 2027
- Associated Policy: Sustainability Policy
- Progress KPIs:
 - % of contracts including ESG schedule vs. number of total contracts
 - % of suppliers setting decarbonisation targets
 - Absolute Emissions Reduction, considering intensity (as per 2025, number of employees)

2. Employee Commuting (5.8% of Scope 3 emissions)

Recognising the significant emissions contribution from employee commuting, the Group is conducting an analysis throughout all geographies to:

- Understand commuting trends and variations by region.
- Develop tailored, systematic solutions to reduce commuting-related emissions, such as promoting carpooling, incentivising public transportation use, and supporting remote working arrangements.

By addressing emissions across these scopes with strategic, data-driven actions, the Group is positioning itself to achieve its decarbonisation goals and transition to a more sustainable operational model. This plan underscores the Group's commitment to climate leadership and its dedication to mitigating its environmental impact.

16 (a). Explanation of how targets are compatible with limiting of global warming to 1.5°C in line with Paris Agreement.

Aligned with the Group's commitment to minimise environmental impact, as articulated in its Sustainability Policy, the Parent Company's Board of Directors approved Nexi Group's decarbonisation targets for the Italian perimeter in 2021. These targets were subsequently validated by the Science Based Targets initiative (SBTi), reflecting alignment with globally recognised climate action frameworks.

The decarbonisation strategy is designed to support the global goal of limiting temperature rise to 1.5°C above pre-industrial levels. Key commitments include:

- **Scope 1 and 2 Emissions:** A 42% reduction in absolute GHG emissions by 2030, using 2021 as the baseline.
- **Renewable Energy:** Increasing the share of electricity procured from renewable sources from **51.7% in 2021 to 100% by 2030**.
- **Supply Chain Decarbonisation (Scope 3):** By 2027, mobilising suppliers to adopt CO₂ reduction targets, focusing on two key areas:
 - **Procurement of goods and services:** Engaging 78% of suppliers by expenditure.
 - **Capital goods procurement:** Engaging 70% of suppliers by their GHG emissions impact.

In addition, the Group has set a long-term ambition to achieve **Net Zero emissions by 2040**, a decade ahead of the Paris Agreement timeline. This entails reducing absolute Scope 1, 2, and 3 emissions by 90%, with residual emissions offset through carbon credits.



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16 (b). Disclosure of decarbonisation levers and key action.

Emissions Reduction Initiatives

Considering the 2021 baseline, several emissions reduction initiatives were triggered and are currently in different stages of development. These include initiatives under analysis, planned for implementation, under implementation and already implemented in the last three years. Some key examples:

- **12 initiatives** were planned with estimated annual savings of **577.7 metric tonnes of CO₂e**.
- **3 initiatives** were in the process of implementation, targeting savings of **849.32 metric tonnes of CO₂e**.
- **11 initiatives** had been fully implemented, achieving annual savings of **443.91 metric tonnes of CO₂e**.

Implemented Initiatives and Details

1. Waste Reduction and Material Circularity:

- Initiative involved reusing components like power supplies and cables for mobile terminals (POS), avoiding new capital goods purchases.
- Estimated CO₂e savings: **2.08 metric tonnes**.
- Voluntary initiative with **no payback period** and ongoing benefits.
- Annual monetary savings: **€20,000**.

2. Low-carbon Energy Generation:

- A 99.6 kW photovoltaic power plant was installed in Bratislava, reducing electricity consumption.
- Estimated CO₂e savings: **50 metric tonnes**.
- Investment: **€100,000** with a payback period of 4-10 years and a lifespan exceeding 30 years.

3. Policy Changes – Site Consolidation:

- Two data centres were decommissioned (Estonia and Germany), consolidating operations to reduce emissions.
- Estimated CO₂e savings: **9.21 metric tonnes**, with ongoing impacts.

4. Energy Efficiency in Buildings:

- HVAC improvements in facilities at Marcallo (Milan) reduced gas consumption.
- Estimated CO₂e savings: **19.79 metric tonnes**, with a payback period of less than a year.
- Another Milan facility initiative eliminated gas consumption entirely, with savings of **30.7 metric tonnes CO₂e**.

5. Lighting Efficiency:

- Comprehensive relamping in Milan buildings improved energy efficiency.
- Estimated CO₂e savings: **3.71 metric tonnes**

6. Transportation Initiatives:

- Electrification of company fleet vehicles in Italy reduced CO₂e emissions by **14.9 metric tonnes**.
- Employee car-pooling platforms and incentives for sustainable commuting further reduced emissions by **22.6 metric tonnes**.

7. Waste Circularity:

- Regeneration of POS terminals reduced both purchases and end-of-life disposal.
- Significant CO₂e savings: **278.88 metric tonnes**, with annual monetary savings of **€1,000,000**.

Nexi's Pollution Reduction Initiatives

Nexi identifies its primary pollution sources as air emissions and plastics, which then potentially may impact soil and water.

To address plastic pollution, Nexi has launched a structured project aimed at tackling the use of plastics within its operations. This project involves a comprehensive mapping and analysis of all plastic materials used across the organisation, focusing on identifying types, volumes, and applications. The ultimate goal is to create a strategic plan for replacing non-sustainable plastics with eco-friendly alternatives and potentially phasing them out.

The initiative includes exploring green sourcing options, partnering with suppliers of sustainable materials, and setting clear objectives for reducing plastic consumption. As part of this, the project will evaluate the environmental impacts of replacement materials to ensure alignment with Nexi's broader sustainability goals. The project timeline spans from October 2024 to the end of 2025 and it is currently in the assessment stage. The project outcome will contribute to develop the next strategy toward sustainable material solutions.

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16 (c). Disclosure of significant operational expenditures (OpEx) and (or) capital expenditures (CapEx) required for implementation of action plan and financial resources allocated to action plan (OpEx/CapEx).

The transition plan is supported by allocated operational expenditures (OpEx) to implement Scope 1 EV actions and Scope 2 renewable energy procurement. Capital expenditures (CapEx) are allocated to optimise and consolidate buildings, infrastructure, and data centres as part of Scope 1 actions. Additionally, an integrated decarbonisation approach and defined criteria guide internal decision-making for managing Scope 3 suppliers. This includes the funding of climate change mitigation actions as outlined under Disclosure Requirement E1-3.

Specifically:

1. The financial impact and related investments will be linked to the relevant line items or notes in the financial statements as part of the reporting for FY25.
2. The taxonomy-aligned key performance indicators (KPIs) for CapEx will be addressed under the framework of Commission Delegated Regulation (EU) 2021/2178.

As for FY2024, no reconduction of financial resources assigned to the transition plan is available. Starting from FY2025 and going forward, specific cost centres allocation will be assigned and correlated, allowing to correlate the actions described in the Transition Plan with the financial statements.

16 (d). Explanation of potential locked-in GHG emissions from key assets and products and of how locked-in GHG emissions may jeopardise achievement of GHG emission reduction targets and drive transition risk.

In alignment with Nexi's net-zero Transition Plan and the GHG emissions breakdown structure, it is important to note that, due to the nature of its operations, Nexi currently has no locked-in emissions requiring specific long-term solutions.

16 (e). Explanation of any objective or plans (CapEx, CapEx plans, OpEx) for aligning economic activities (revenues, CapEx, OpEx) with criteria established in Commission Delegated Regulation 2021/2139.

These actions are correlated to Nexi's objectives aligned with the Taxonomy Regulation (EU) 2020/852, as follows:

- 4.01 - Provisions of IT/OT solutions

- 5.01 - Repair and refurbishment of goods (ATM and POS terminals)
- 7.2 / 3.2 - Renovation of existing buildings
- 7.3 - Installation, maintenance and repair of energy efficiency equipment
- 8.1 - Data processing, hosting and related activities⁶

16 (h). Explanation of how transition plan is embedded in and aligned with overall business strategy and financial planning.

Nexi has developed the Net Zero Transition Plan, aligned with the Group's strategy and priorities, through initiatives that involve the direct engagement of multiple functions.

Scope 1 – 3.5% of Total Emissions

1. Vehicles (2.2%)

- **Actions:** Replace fossil-fuel vehicles with electric vehicles (EVs) by 2028.
- **Resources:** EV's and EV's providers.

2. Refrigerant Gases (0.8%)

- **Actions:** Transition to low-global-warming-potential (GWP) refrigerants; improve equipment maintenance to minimise leaks.
- **Resources:** Procurement of new refrigeration systems, maintenance contracts.

Scope 2 – 2.6% of Total Emissions

1. Market-Based Emissions

- **Actions:** Shift to 100% renewable energy procurement by 2030.
- **Resources:** Renewable energy purchase agreements, on-site renewable energy investments.

Scope 3 – 93.9% of Total Emissions

1. Purchased Services (56.7%)

- **Actions:**
 - partner with service providers that have clear sustainability goals according to and approved by SBTi.
 - mandate emissions reduction initiatives for key suppliers.
- **Resources:** supplier engagement programs, training sessions on sustainable practices.

2. Capital Goods (17.9%)

- **Actions:**
 - Introduce ESG criteria in purchasing and selection capital goods
 - implement circular economy principles.

⁶ Further details on objectives and plans are detailed in Chapter 2 – EU Taxonomy.



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- leverage on hardware-free solutions and innovations to reduce emissions.

- **Resources:** supplier audits, innovation in product design

3. Employee Commuting (5.8%)

- **Actions:**
 - implement hybrid working policies.
 - incentivise use of public transport or electric vehicles
- **Resources:** employee engagement campaigns for more sustainable transportation and further actions to be defined.

4. Upstream Transportation and Distribution (5.5%)

- **Actions:** work with logistics providers to optimise routes and use electric or low-carbon fleets.
- **Resources:** partnerships with logistics companies, route optimisation software.

The Transition Plan is supported by allocated operational expenditures (OpEx) to implement Scope 1 EV actions and Scope 2 renewable energy procurement. Capital expenditures (CapEx) are allocated to optimise and consolidate buildings, infrastructure, and data centres as part of Scope 1 actions.

Additionally, an integrated decarbonisation approach and defined criteria guide internal decision-making for managing Scope 3 suppliers. This includes the funding of climate change mitigation actions as outlined under Disclosure Requirement E1-3.

Specifically:

1. The financial impact and related investments will be linked to the relevant line items or notes in the financial statements as part of the reporting for FY25.
2. The taxonomy-aligned key performance indicators (KPIs) for CapEx will be addressed under the framework of Commission Delegated Regulation (EU) 2021/2178.
3. As the current transition plan does not require CapEx, there is no CapEx plan to report under the delegated regulation at this stage.

Specific cost centres allocation will be assigned and correlated for FY2025 going forward, and for the next updated versions of this Transition Plan, it will be possible to correlate the actions herein described with the financial statements.

16 (i). Transition plan is approved by administrative, management and supervisory bodies.

The Top Management is responsible for the approval of the Transition Plan to implement the Net Zero and interim CO₂e reduction targets.

16 (j). Explanation of progress in implementing transition plan.

As for 2024, the plans and progress toward Scope 1 and Scope 2 carbon neutrality are well-developed and on track Nexi is now shifting its focus to Scope 3 emissions, as detailed below.

Scope 1 & 2 KPI's:

Scope 1

- Absolute Emissions Reduction, considering intensity (as per 2025, number of employees)
- On-Site Renewable Energy Use

Scope 2

- Absolute Emissions Reduction, considering intensity (as per 2025, number of employees)
- Renewable Electricity Procurement
- Carbon Intensity of Purchased Electricity

These actions are correlated to Nexi's objectives aligned with the Taxonomy Regulation (EU) 2020/852, as follows:

- 4.01 - Provisions of IT/OT solutions
- 5.01 - Repair, refurbishment and remanufacturing of goods (ATM and POS terminals)
- 7.2 / 3.2 - Renovation of existing buildings
- 7.3 - Installation, maintenance and repair of energy efficiency equipment
- 8.1 - Data processing, hosting and related activities

Compared to the 2021 baseline, in 2024 Nexi recorded a reduction of 24% for Scope 1 and 2 Market Based and 9% for Scope 3, for further details please refer to ESRS E1-3 34.

Scope 3: Summary of Nexi's Net Zero Action Plan

Scope 3 categories, specifically **Capital Goods**, **Employee Commuting**, and **Purchased Services**, account for 80.6% of Scope 3 emissions, which, in turn, represent 93.9% of Nexi's total emissions.

Given this significant contribution, Nexi's efforts and projects over the next three years will prioritise these key categories. This strategic focus aims to maximise impact and drive meas-



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urable progress toward reducing overall emissions, aligning with the company's sustainability objectives.

Purchased Services and Capital Goods

Nexi is implementing a Group approach for sustainable procurement, aimed at integrating environmental, social, and governance principles throughout the procurement process to achieve Scope 3 emissions reduction targets by 2027. Key actions include:

- Conducting **supplier ESG assessments** based on sustainability performance data;
- Establishing **uniform ESG criteria** for decision-making and supplier selection;
- Defining a **structured follow-up process** to monitor progress and compliance;
- Developing an approach to manage supplier relationships, addressing supply chain risks, and assessing their ESG impact;
- Collecting and analysing decarbonisation data to inform targeted actions and ensure alignment with Nexi's sustainability goals.

This initiative leverages on the suppliers' ESG assessment practices implemented at Nexi in the various geographies so far. This initiative ensures a measurable and accountable approach to supply chain management, fostering collaboration with suppliers to reduce emissions and promote sustainable practices.

- Timeline: October 2024 to December 2027
- Associate policy: Sustainability Policy
- Progress KPI's:
 - % of contracts including ESG schedule vs. number of total contracts
 - % of suppliers setting decarbonisation targetsAbsolute Emissions Reduction, considering intensity (as per 2025, number of employees)

Employee Commuting

Nexi is conducting a global survey and data analysis of employee commuting behaviours across all geographic regions, as per 2024. This effort will follow the Greenhouse Gas Protocol to ensure consistency and accuracy in emissions calculations. The collected data will enable the development of:

- Strategic plans to mitigate commuting-related emissions in a Group coordinated manner.
- Tailored actions that consider regional commuting patterns and employee needs.

This initiative supports Nexi's goal of addressing Scope 3 emissions by promoting low carbon commuting options, enhancing employee engagement, and driving global sustainability improvements. A wider analysis of actions will be conducted within 2025 and 2026.

[E1-2] Policies related to climate change mitigation and adaptation

24. Policies in place to manage its material impacts, risks and opportunities related to climate change mitigation and adaptation [see ESRS 2 MDR-P].

See DP 62 below.

25. Sustainability matters addressed by policy for climate change.

See DP 62 below.

ESRS 2 62. Disclosures to be reported in case the undertaking has not adopted policies.

Currently, Nexi does not have a policy in place to manage its relevant impacts, risks, and opportunities related to climate change mitigation and adaptation, as the identification process for this topic was conducted in 2024. Nexi is updating its Sustainability Policy to ensure alignment with the requirements set by the ESRS, formalizing public commitments and actions to manage impacts, risks, and opportunities related to the topics identified through the double materiality analysis. Regarding climate change mitigation and adaptation, Nexi measures its GHG emissions across Scope 1, 2, and 3 and is also committed to reducing its environmental impact, with the ambition of achieving Carbon Net Zero by 2040 and interim CO₂ reduction targets approved by the Science Based Targets Initiative (SBTi). The policy will be available by 2025 and will cover the requirements outlined in ESRS 2 MDR-P.



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[E1-3] Actions and resources in relation to climate change policies

28. Actions and Resources related to climate change mitigation and adaptation [see ESRS 2 MDR-A].

The actions and resources related to climate change mitigation, based on the Net Zero Transition Plan, are outlined here. The actions, divided by Scope 1, 2, and 3, and thus across the various segments of the Value Chain, apply to the entire scope of the Group and are aligned with SBTi targets.

Scope and Weight of Total Emissions	Actions	Resources	Time Horizon
Scope 1 (3.5%)	1. Vehicles (2.2%) replace fossil-fuel vehicles with electric vehicles (EVs) by 2028	EV's and EV's providers.	Short term
	2. Refrigerant Gases (0.8%) - transition to low-global-warming-potential (GWP) refrigerants. - improve equipment maintenance to minimise leaks.	procurement of new refrigeration systems. maintenance contracts	Short term
Scope 2 (2.6%)	3. Market-Based Emissions (2.6%) shift to 100% renewable energy procurement by 2030.	renewable energy purchase agreements. on-site renewable energy investments.	Medium term
Scope 3 (93.9%)	4. Purchased Services (56.7%) - partner with service providers that have clear sustainability goals according to and approved by SBTi. - mandate emissions reduction initiatives for key suppliers.	Supplier engagement programs. training sessions on sustainable practices.	Short term
	5. Capital Goods (17.9%) - prioritise sustainable materials in procurement. - implement circular economy principles. - focus on hardware-free solutions. prioritising internally developed innovations to reduce emissions related to equipment and capital goods. - partner with service providers that have clear sustainability goals according to and approved by SBTi.	supplier audits. innovation in product design.	Medium term
	6. Employee Commuting (5.8%) - implement remote working policies. - incentivise use of public transport or electric vehicles.	employee engagement campaigns for more sustainable transportation and further actions to be defined.	Medium term
	7. Upstream Transportation and Distribution (5.5%) work with logistics providers to optimise routes and use electric or low-carbon fleets.	partnerships with green logistics companies. route optimisation software.	Medium term

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29 (a). Decarbonisation lever type.

See DP 16 (b).

29 (b). Achieved and expected GHG emission reductions.

TABLE 5 – REDUCTION OF EMISSIONS (IN METRIC TONS OF CO₂E)

Total GHG emissions reduction [tCO ₂ e]	Baseline	Achieved GHG emission reductions	Expected GHG emission reductions	
	2021	2024	2030	2040
Absolute value of GHG emissions (Scope 1 + Scope 2 Market-based + Scope 3)	199,276.2	178,752.4	115,580.2	19,927.6
Percentage reduction of GHG emission		-10.3%	-42%	-90%

29 (c-i, c-ii, c-iii). Explanation of the relationship between significant CapEx and OpEx required to implement actions taken or planned concerning relevant line items or notes in financial statements, key performance indicators, and the CapEx plan required under Commission Delegated Regulation (EU) 2021/2178.

The transition plan is supported by operating expenses (OpEx) for the use of electric vehicles in the corporate fleet (Scope 1) and the procurement of renewable energy (Scope 2). Capital expenditures (CapEx) are allocated to optimise and consolidate buildings, infrastructure, and data centres as part of Scope 1 actions.

Additionally, an integrated decarbonisation approach and defined criteria guide internal decision-making for managing Scope 3 suppliers. This includes the funding of climate change mitigation actions as outlined under Disclosure Requirement E1-3.

Specifically:

1. The financial impact and related investments will be linked to the relevant line items or notes in the financial statements as part of the reporting for FY25.
2. The taxonomy-aligned key performance indicators (KPIs) for CapEx will be addressed under the framework of Commission Delegated Regulation (EU) 2021/2178.
3. As the current transition plan does not require CapEx, there is no CapEx plan to report under the delegated regulation at this stage.

Specific cost centres allocation will be assigned and correlated for FY2025 going forward, and for the next updated versions of this Transition Plan, it will be possible to correlate the actions herein described with the financial statements.

AR 21. Explanation of extent to which ability to implement action depends on availability and allocation of resources.

There are no major challenges on Scope 1 & 2. The only relevant element regards the supply chain since the Transition Plan has an indirect impact and control on them. The suppliers belong to wider value chains and are influenced by other major external factors, which are also independent on Nexi resource allocation. However, mobilization and due diligence will continue over time as progress towards decarbonisation advances.

[E1-4] Targets related to climate change mitigation and adaptation

32. Tracking effectiveness of policies and actions through targets [see ESR 2 MDR-T].

Nexi is committed to reducing its environmental impact and aims to be carbon neutral by 2040. Key actions and resources allocated to climate change mitigation and adaptation include reducing Scope 1 and 2 GHG emissions by 42% by 2030, increasing renewable energy usage to 100% by 2030, and mobilize 78% of suppliers by expenditure and 70% by GHG emissions by 2027 to have approved SBTi targets on their own.

Actions taken include consolidating and/or renovating office spaces, investing in energy-efficient technologies, consolidating the data centres, achieving 100% renewable energy usage by the end of 2030, renewing the corporate fleet with low-emission vehicles. Nexi also analyses climate-related risks and opportunities, implements circular economy principles, and secures resources to these efforts. By implementing these



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actions, Nexi ensures comprehensive and measurable climate change mitigation and adaptation efforts.

Nexi has defined its objectives taking into account the priorities of internal stakeholders and the initiatives already implemented to ensure consistency with the Group's strategy and objectives.

In 2024, for Scope 1 and 2 targets, Nexi has achieved -24% compared to 2021 baseline. Regarding use of renewable energy, in 2024, Nexi has used 86.1% of renewable energy (for the calculations see EI-6 AR 45(d)). Moreover, 20% of suppliers in scope have accepted SBTi targets.

33. Disclosure of whether and how GHG emissions reduction targets and (or) any other targets have been set to manage material climate-related impacts, risks and opportunities.

Overall Net-Zero Target

Nexi is committed to achieving net-zero greenhouse gas emissions across its value chain by 2040.

Near-Term Targets

Nexi aims to reduce absolute Scope 1 and 2 GHG emissions by 42% by 2030, compared to a 2021 baseline. Additionally, Nexi commits to increasing its annual sourcing of renewable electricity from 51.7% in 2021 to 100% by 2030. Furthermore, Nexi commits that by 2027, 78% of its suppliers, by spend, in purchased goods and services will have science-based targets. Finally, Nexi commits that by 2027, 70% of its suppliers, by emissions, in capital goods will have science-based targets.

Long-Term Targets

Nexi is committed to reducing absolute Scope 1, 2, and 3 GHG emissions by 90% by 2040, compared to a 2021 baseline.

AR 25 (a). Description of how it has been ensured that baseline value is representative in terms of activities covered and influences from external factors.

Nexi has committed to reducing Scope 1 and 2 GHG emissions by 42% by 2030, with a baseline year of 2021. The baseline value is representative of the activities covered and considers external factors such as temperature anomalies that may influence energy consumption and related GHG emissions. This ensures a faithful representation of progress towards the target.

AR 25 (b). Description of how new baseline value affects new target, its achievement and presentation of progress over time.

The baseline value and base year will not be changed unless significant changes in the target or reporting boundary occur. If such changes happen, Nexi will explain how the new baseline value affects the new target, its achievement, and the presentation of progress over time. When setting new targets, Nexi will select a recent base year that does not precede the first reporting year of the new target period by longer than three years.

34 (b). Explanation of how consistency of GHG emission reduction targets with GHG inventory boundaries has been ensured.

Nexi Group emission reduction and Net Zero targets were validated by the Science Based Targets Initiative in 2023. The targets formulation followed the SBTi cross-sector pathway. The validated targets and their characteristics are expressed below:

- Near term target validated by the SBTi #1: "Nexi Group commits to reduce absolute Scope 1 and 2 GHG emissions 42% by 2030 from a 2021 base year." The target covers 100% of Scope 1 and 2 market-based emissions; in the base year, Scope 1 emissions share corresponded to 28% and Scope 2, to 72%. The target covers all GHG as required by the SBTi.
- Near term target validated by the SBTi #2: "Nexi Group commits to increase annual sourcing of renewable electricity from 51.7% in 2021 to 100% by 2030." The target covers 100% of Scope 2 market-based emissions and all GHG.
- Near term targets validated by the SBTi #3: "Nexi Group commits that 78% of its suppliers by spend covering purchased goods and services will have science-based targets by 2027. Nexi Group commits that 70% of its suppliers by emissions covering capital goods will have science-based targets by 2027." The target covers 67% of total Scope 3 emissions (78% of Category 1-Purchased Goods and Services, and 70% of Category 2-Capital Goods), as required by the SBTi.
- Net Zero target: "Nexi Group commits to reach net-zero GHG emissions across the value chain by 2040. Nexi Group commits to reduce absolute Scope 1, 2, & 3 GHG emissions 90% by 2040 from a 2021 base year". The target covers 100% of Scope 1, 2 and 3 emissions.

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All the abovementioned targets are gross, excluding GHG removals, carbon credits and avoided emissions.

The calculation methodology utilized for the target's baseline emissions (2021) is aligned with the methodology applied for 2022, 2023 and 2024. This allows tracking the Group's progress to reach such targets. Every year, Nexi Group implements some methodological improvements for emissions calculation; however, these do not compromise year-over-year comparability. Nexi Group monitors the materiality of methodological improvements and is committed to update its targets in line with the SBTi requirements.

34 (c). Disclosure of past progress made in meeting target before current base year.

The baseline (2021) was the most recent year for which the Nexi Group Carbon Footprint was available at the target submission date (2022). As assessed by the SBTi, the baseline covered all material emissions categories and was representative of Nexi Group operations. The calculation methodology utilized for baseline emissions is aligned with the methodology applied for 2022, 2023 and 2024; and, therefore, the baseline remains representative to track the progress to achieve Nexi Group reduction targets.

34 (e). The GHG emissions reduction targets are science-based and compatible with limiting global warming to 1.5°C.

The targets reported are science-based and compatible with limiting global warming to 1.5°C. These targets have been, indeed, validated by the Science-Based Targets Initiative. The target formulation followed the SBTi cross-sector pathway and Net-Zero requirements from SBTi. The development of the emissions reduction targets envisages both market trends and internal commitments. Scope and 1 and 2 market-based emissions will be reduced through different actions already in Nexi Group's ESG Plan, such as sourcing 100% of electricity from renewable sources (covered by Guarantees of Origin) and reducing the number of vehicles in the car fleet fueled with diesel or petrol. Moreover, the reduction of Scope 1 and Scope 2 emission reduction implies increasing energy efficiency, for example moving to more efficient buildings. All these measures are in line with the emissions reduction drivers present in the International Energy Agency scenarios for 2040-2050. The achievement of the Scope 3 target (near-term and Net-zero) underlies both stakeholder engagement and internal actions. The main assumptions relate to the dematerialization of terminals as well as energy efficiency improvements in their usage, as suggested by sector market trends. The potential lack of collaboration from suppliers in reducing

emissions represents a risk to Nexi's ability to achieve its Scope 3 targets. Without emission reduction targets set by the supply chain, Nexi may face challenges in meeting its Net-Zero commitments and complying with the targets validated by SBTi. To mitigate this risk, Nexi intends to strengthen supplier engagement through targeted initiatives, encouraging the adoption of emission reduction goals and, where possible, integrating climate performance criteria into supplier selection processes and procurement tenders.

34 (f). Description of expected decarbonisation levers and their overall quantitative contributions to achieve GHG emission reduction target.

Aligned with the Group's commitment to minimise environmental impact, as articulated in its Sustainability Policy, in 2021 the Parent Company's Board of Directors approved Nexi Group's decarbonisation targets for the Italian perimeter. These targets were subsequently validated by the Science Based Targets initiative (SBTi), reflecting alignment with globally recognised climate action frameworks.

The decarbonisation strategy is designed to support the global goal of limiting temperature rise to 1.5°C above pre-industrial levels. Key commitments include:

- **Scope 1 and 2 Emissions:** A 42% reduction in absolute GHG emissions by 2030, using 2021 as the baseline.
- **Renewable Energy:** Increasing the share of electricity procured from renewable sources from **51.7% in 2021 to 100% by 2030**.
- **Supply Chain Decarbonisation (Scope 3):** By 2027, mobilising suppliers to adopt CO₂ reduction targets, focusing on two key areas:
 - **Procurement of goods and services:** Engaging 78% of suppliers by expenditure.
 - **Capital goods procurement:** Engaging 70% of suppliers by their GHG emissions impact.

In addition, the Group has set a long-term ambition to achieve **Net Zero emissions by 2040**, a decade ahead of the Paris Agreement timeline. This entails reducing absolute Scope 1, 2, and 3 emissions by 90%, with residual emissions offset through carbon credits.

To achieve its targets, Nexi Group has identified a structured portfolio of decarbonization actions and initiatives, in line with the reporting requirements under point 16(b). These initiatives are currently at different stages (analysis, planning, implementation, or completion) and include:

- **Energy efficiency in buildings and facilities:**
 - Upgrades to HVAC systems at the Marcallo (Milan) facility, resulting in an annual reduction of approximately 50.5 tonnes of CO₂e.
 - Full replacement of lighting systems with LED solutions, saving 3.71 tonnes of CO₂e.



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- Optimization of IT infrastructure and data centers:
 - Consolidation and decommissioning of high-energy-consuming data centers (Estonia and Germany), reducing emissions by 9.21 tonnes of CO₂e.
- Renewable energy generation:
 - Installation of a 99.6 kW photovoltaic system in Bratislava (Slovakia), with an estimated annual saving of 50 tonnes of CO₂e.
- Transition towards a circular economy:
 - Reuse of POS components (power supplies, cables), avoiding new purchases and saving 2.08 tonnes of CO₂e.
 - Regeneration of POS terminals, achieving significant annual savings of 278.88 tonnes of CO₂e and estimated economic benefits of €1,000,000.
- Electrification of the corporate fleet and sustainable mobility:
 - Replacement of company vehicles with electric models, reducing emissions by 14.9 tonnes of CO₂e.
 - Promotion of carpooling and incentives for employee sustainable mobility, saving 22.6 tonnes of CO₂e.
- Circular waste management:
 - Implementation of policies for material reduction and reuse.
- Ongoing plastic reduction project:
 - Comprehensive mapping and analysis of plastic materials used, with the goal of replacing them with sustainable alternatives by 2025.

Estimated Impact and Initiative Progress:

- 12 initiatives under development, with an estimated annual reduction of 577.7 tonnes of CO₂e.
- 3 initiatives in advanced implementation stages, with an expected reduction of 849.32 tonnes of CO₂e.
- 11 initiatives completed, achieving a consolidated annual saving of 443.91 tonnes of CO₂e.

SBTi Validation and GHG Baseline Adjustments

In 2023, Nexi Group finalised its SBTi approval process, which included a comprehensive review of its GHG baseline for fiscal year 2021 and the interim reduction targets across its value chain. The baseline, established in alignment with SBTi criteria, reflects:

- **Updated Scope Categories:** Additional Scope 3 categories such as Capital Goods, Upstream Transportation and Distribution, and Purchased Goods and Services were incorporated, enhancing the inventory's accuracy and comprehensiveness.
- **Extended Perimeter:** Unlike earlier non-financial disclosures, the 2021 baseline includes full-year data for all legal entities, including those integrated through mergers with SIA and Nets.

The table 6 – Total GHG emissions reduction targets, reported below, summarises the Group's FY2021 carbon footprint (as reviewed and validated by SBTi) and its FY2023 footprint, providing a foundation for tracking progress against the Group's decarbonisation targets.

By continuously refining its GHG inventory mapping and iteratively reviewing data during the SBTi validation process, Nexi has ensured a robust and credible foundation for its climate commitments.

AR 30. Diverse range of climate scenarios have been considered to detect relevant environmental, societal, technology, market and policy-related developments and determine decarbonisation levers.

Nexi has considered a diverse range of climate scenarios, including a scenario compatible with limiting global warming to 1.5°C. This approach helps detect relevant environmental, societal, technology, market, and policy-related developments and determine decarbonization levers. The targets are aligned with the Science Based Targets initiative (SBTi) to ensure they are based on scientific data and international guidelines.



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34 (A, B). TABLE 6 – TOTAL GHG EMISSIONS REDUCTION TARGETS

Total GHG emissions reduction [tCO ₂ e]	2021	2024	Milestones and target years	
			2030	2040
Absolute value of GHG emissions (Scope 1 + Scope 2 Market-based + Scope 3)	199,276.2	178,752.4	115,580.2	19,927.6
Percentage reduction of GHG emission		-10.3%	-42%	-90%

34 (A, B). TABLE 7 – SCOPE 1 GHG EMISSIONS REDUCTION TARGETS

GHG emissions reduction scope 1 [tCO ₂ e]	2021	2024	Milestones and target years	
			2030	2040
Total direct (Scope 1) GHG emissions - Absolute value of GHG emissions	3,959.98	6,176.5	2,296.8	396.0
of which consolidated Group GHG emissions		6,127.3		
of which estimates Joint Control GHG emissions		49.2		
Percentage reduction of GHG emission		56%	-42%	-90%

34 (A, B). TABLE 8 – SCOPE 2 (LOCATION-BASED) GHG EMISSIONS REDUCTION TARGETS

GHG emissions reduction scope 2 (Location-based) [tCO ₂ e]	2021	2024	Milestones and target years	
			2030	2040
Total indirect (Scope 2 - LB) GHG emissions - Absolute value of GHG emissions	13,391.50	11,335.1	7,767.1	1,339.2
of which consolidated Group GHG emissions		11,240.3		
of which estimates Joint Control GHG emissions		94.8		
Percentage reduction of GHG emission		-15.4%	-42%	-90%

34 (A, B). TABLE 9 – SCOPE 2 (MARKET-BASED) GHG EMISSIONS REDUCTION TARGETS

GHG emissions reduction scope 2 (Market-based) [tCO ₂ e]	2021	2024	Milestones and target years	
			2030	2040
Total indirect (Scope 2 - MB) GHG emissions - Absolute value of GHG emissions	10,321.34	4,761.1	5,986.4	1,032.1
of which consolidated Group GHG emissions		4,704.4		
of which estimates Joint Control GHG emissions		56.8		
Percentage reduction of GHG emission		-53.9%	-42%	-90%



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34 (A, B). TABLE 10 – SCOPE 3 GHG EMISSIONS REDUCTION TARGETS PER CATEGORY

GHG emissions reduction scope 3 [tCO ₂ e]	2021	2024	Milestones and target years	
			2030	2040
Total indirect (Scope 3) GHG emissions - Absolute value of GHG emissions	184,994.9	167,814.8	107,297.1	18,499.5
Percentage reduction of GHG emission	-	-9%	-42%	-90%
Purchased goods and services - Absolute value of GHG emissions	149,392.7	104,143.8	86,647.8	14,939.3
Percentage reduction of GHG emission	-	-30%	-42%	-90%
Cloud computing and data centre services - Absolute value of GHG emissions	-	-	-	-
Percentage reduction of GHG emission	-	-	-	-
Capital goods - Absolute value of GHG emissions	10,196.9	32,006.2	5,914.2	1,019.7
Percentage reduction of GHG emission	-	214%	-42%	-90%
Fuel and energy-related activities (not included in Scope 1 or Scope 2) - Absolute value of GHG emissions	4,268.2	4,208.6	2,475.5	426.8
Percentage reduction of GHG emission	-	-1%	-42%	-90%
Upstream transportation and distribution - Absolute value of GHG emissions	8,834.6	9,823.7	5,124.1	883.5
Percentage reduction of GHG emission	-	11%	-42%	-90%
Waste generated in operations - Absolute value of GHG emissions	26.8	701.2	15.5	2.7
Percentage reduction of GHG emission	-	2,517%	-42%	-90%
Business traveling - Absolute value of GHG emissions	544.5	2,723.6	315.8	54.5
Percentage reduction of GHG emission	-	400%	-42%	-90%
Employee commuting - Absolute value of GHG emissions	6,782.8	10,205.0	3,934.0	678.3
Percentage reduction of GHG emission	-	50%	-42%	-90%
Upstream leased assets - Absolute value of GHG emissions	2,040.4	497.3	1,183.4	204.0
Percentage reduction of GHG emission	-	-76%	-42%	-90%
Downstream transportation - Absolute value of GHG emissions	-	-	-	-
Percentage reduction of GHG emission	-	-	-	-
Processing of sold products - Absolute value of GHG emissions	-	-	-	-
Percentage reduction of GHG emission	-	-	-	-
Use of sold products - Absolute value of GHG emissions	110.3	82.3	64.0	11.0
Percentage reduction of GHG emission	-	-25%	-42%	-90%
End-of-life treatment of sold products - Absolute value of GHG emissions	22.8	29.5	13.2	2.3
Percentage reduction of GHG emission	-	29%	-42%	-90%
Downstream leased assets - Absolute value of GHG emissions	2,774.9	2,197.0	1,609.5	277.5
Percentage reduction of GHG emission	-	-21%	-42%	-90%
Franchises - Absolute value of GHG emissions	-	-	-	-
Percentage reduction of GHG emission	-	-	-	-
Investments - Absolute value of GHG emissions	-	1,196.6	-	-
Percentage reduction of GHG emission	-	0 %	-42%	-90%

[E1-5] Energy consumption and mix

TABLE 11 - ENERGY CONSUMPTION AND MIX (IN MWH)

	2024
37. Total energy consumption	69,898
37 (a). Total fossil energy consumption	30,586
AR 34. Share of fossil sources in total energy consumption	43.8%
37 (b). Consumption from nuclear sources	0
AR 34. Share of consumption from nuclear sources in total energy consumption	0%
37 (c). Total renewable energy consumption	39,312
37 (c-i). Fuel consumption from renewable sources	0
37 (c-ii). Consumption of purchased or acquired electricity, heat, steam, and cooling from renewable sources	38,928
37 (c-iii). Consumption of self-generated non-fuel renewable energy	384
AR 34. Share of renewable sources in total energy consumption	56.2%
39. Non-renewable energy production	61
39. Renewable energy production	384

Energy consumption refers to the entire Nexi Group perimeter and includes Electricity production (Production of electricity from diesel and photovoltaic panels), Stationary combustion (Generation of heat from natural gas), Mobile combustion (Company-owned or leased vehicles), Purchased Electricity (in offices, owned data centers and vehicles), Purchased District Heating and District Cooling.

The 2024 consumption data were provided directly by the persons responsible for the Group's locations. In order to guarantee completeness and alignment between the emissions and the electricity consumption data, the following rationale has been used:

- When data was provided in units of measure different from MWh (e.g EUR, CHF, NOK, km, liters, cubic meter), the assumptions applied for converting to MWh are coherent with those used for the carbon footprint calculation.
- The consumption of diesel and petrol were included in "Energy consumption from fossil sources", without a subdivision of biofuel content.
- When data was provided in units of measure different from MWh (e.g EUR, CHF, NOK, km, liters, cubic meter), the assumptions applied for converting to MWh are coherent with those used for the carbon footprint calculation.
- The electricity consumption covered by certificates, such as Guarantees of Origin, was included in "Energy consumption from renewable sources".
- In Energy production for non-renewable sources (fossil and nuclear), only electricity production was included (diesel for back generation). The generation of heat through the use of natural gas was not included.
- Electricity, district heating and cooling data not covered by certificates (such as Guarantees of Origin) were considered as fossil.

Vehicles consumption comprehends the car fleet owned or leased by the Group including conventional, hybrid and full electric vehicles. Data collection followed the data quality hierarchy for the consumption amount: liters or kWh, kilometers travelled, monetary amount spent. In order to report the consumption in terms of MWh, as requested in table E1-5 "Energy consumptions and Energy mix", the conversions applied are aligned with those used to calculate Scope 1 and 2 emissions.

1. Conventional combustion engine vehicles, Hybrid Electric Vehicle Full and Mild (with internal combustion engine and electric engine, no plug-in) and Plug-in Hybrid Electric Vehicle (with internal combustion engine and plug-in)
 - a. Data received kWh. No transformation needed
 - b. Data received in liters: conversion into kWh has been possible through the application of DEFRA 2024 values for "Fuel properties".
 - c. Data received in kilometers or miles travelled. Depending on the fuel and vehicle type, it was assumed an average consumption of liters per km. Then, the amount of km travelled has been converted into MWh through the application of DEFRA 2024 values for "Fuel properties".
 - d. Data received in terms of amount spent for reimbursement. The currency was transformed into liters by assuming an average price of fuel (country-specific). Then, the conversion into MWh has been possible through the application of DEFRA 2024 values for "Fuel properties".
2. Battery Electric Vehicles (full electric plug-in vehicles, not associated a fuel back-up engine)
 - a. Data received in kWh. No conversion needed
 - b. Data received in km. The conversion of km in kWh consumed applied was the one provided by DEFRA-2024 SECR UK Electricity for EVs Battery Electric Vehicle, taking into account the car size. When the car size was not reported it was assumed average size.
 - c. Data received in terms of amount spent for reimbursement. Based on the country of consumption, the country-specific average price of electricity in 2024 was applied to convert currency in kWh.

In cases where energy consumption is present, but primary data was not available for the period 1/01/2024-31/12/2024, estimates have been used, to guarantee a complete perimeter coverage. Once the data points requiring estimates were identified, the presence of past data was investigated considering the following priority:

- First option: 2024 data assumed to be the same as 2023 data, if available;
- Second option: 2024 data assumed to be double the H1 2024 data, if available;
- Third option: 2024 data assumed to be the same as 2022, if available.

For cases where no data was provided in any of the past years (2022-2023), a fourth option was applied: the estimations were performed using the headcount as a proxy.



[E1-6] Gross Scopes 1, 2, 3 and Total GHG emissions

TABLE 12 - SCOPE 1 GHG EMISSIONS

Scope 1 GHG emissions				
GHG emissions	Uom	2024		
		Consolidated Accounting Group	Entities over which operational control is exercised	Total
48 (a). Gross Scope 1 GHG emissions	tCO ₂ e	6,127.27	49.18	6,176.45
AR 43 (c). Biogenic emissions of CO ₂ from the combustion or bio-degradation of biomass not included in Scope 1 GHG emissions	tCO ₂ e	261.65	-	261.65

TABLE 13 - SCOPE 2 GHG EMISSIONS

Scope 2 GHG emissions				
GHG emissions	Uom	2024		
		Consolidated Accounting Group	Entities over which operational control is exercised	Total
49 (a), S2 (a). Gross Scope 2 GHG emissions (Location-based)	tCO ₂ e	11,240.3	94.81	11,335.1
49 (b), S2 (b). Gross Scope 2 GHG emissions (Market-based)	tCO ₂ e	4,704.4	56.78	4,761.1
AR 45. (d) Percentage of contractual instruments, Scope 2 GHG emissions	%	86.1%	-	86.1%
AR 45. (d) Disclosure of types of contractual instruments, Scope 2 GHG emissions		The contractual instruments used are: - Guarantees of Origin (GOs) - Renewable Energy Certificates (RECs) No PPA have been purchased.		
AR 45. (d) Percentage of market-based Scope 2 GHG emissions linked to purchased electricity bundled with instruments*	%	86.1%	-	86.1%
AR 45. (d) Percentage of contractual instruments used for sale and purchase of energy bundled with attributes about energy generation in relation to Scope 2 GHG emissions	%	-	-	-
AR 45. (d) Percentage of contractual instruments used for sale and purchase of unbundled energy attribute claims in relation to Scope 2 GHG emissions	%	86.1%	-	86.1%
AR 45. (d) Disclosure of types of contractual instruments used for sale and purchase of energy bundled with attributes about energy generation or for unbundled energy attribute claims		The contractual instruments taken into account are: - Guarantees of Origin (GOs) - Renewable Energy Certificates (RECs). By 2024, the figure for both contractual instruments is 86.1%. No PPA have been purchased.		
AR 45 (e). Biogenic emissions of CO ₂ from combustion or bio-degradation of biomass not included in Scope 2 GHG emissions	tCO ₂ e	2,606.8	-	2,606.8

* Percentage calculated on total purchased electricity-related emissions.



TABLE 14 - SCOPE 3 GHG EMISSIONS

Scope 3 GHG emissions		
GHG emissions	Uom	2024
51. Gross Scope 3 GHG emissions	tCO₂e	167,814.8
Category 1 Purchased goods and services	tCO ₂ e	104,143.8
Category 2 Capital goods	tCO ₂ e	32,006.2
Category 3 Fuel and energy-related Activities (not included in Scope 1 or Scope 2)	tCO ₂ e	4,208.6
Category 4 Upstream transportation and distribution	tCO ₂ e	9,823.7
Category 5 Waste generated in operations	tCO ₂ e	701.2
Category 6 Business travels	tCO ₂ e	2,723.6
Category 7 Employee commuting	tCO ₂ e	10,205.0
Category 8 Upstream leased assets	tCO ₂ e	497.3
Category 9 Downstream transportation	tCO ₂ e	-
Category 10 Processing of sold products	tCO ₂ e	-
Category 11 Use of sold products	tCO ₂ e	82.3
Category 12 End-of-life treatment of sold products	tCO ₂ e	29.5
Category 13 Downstream leased assets	tCO ₂ e	2,197
Category 14 Franchises	tCO ₂ e	-
Category 15 Investments	tCO ₂ e	1,196.6
AR 46 (j). Biogenic emissions of CO₂ from combustion or bio-degradation of biomass that occur in value chain not included in Scope 3 GHG emissions	tCO₂e	698.3

AR 39 (b). Disclosure of methodologies, significant assumptions and emissions factors used to calculate or measure GHG emissions.

In 2024, Nexi Group has performed some improvements to the emissions calculation methodology to guarantee alignment to the CSRD ESRS requirements.

In 2024, Nexi Group calculated biogenic emissions of Scope 1, 2 and 3 for the first time. Some refrigerant gases previously included under Scope 1 have been moved to "Out of the scopes" (Montreal, Non-Kyoto gases). These emissions are currently not included in the baseline nor in the previous year's emissions.

As an improvement of the 2024 carbon footprint, a deep dive was performed regarding the legal entities classified as "significant influence / joint control" to understand if Nexi Group has the operational control over those legal entities. Such legal entities are not part of the Consolidated Accounting Group since the scope of consolidation of the Nexi Group's financial statements includes, in addition to the subsidiaries consolidated on a line-by-line basis, the associates measured given the stakes and/or relevance, according to the equity method (not fully consolidated in the financial statements).

As a result, E-boks and Computop entities were classified as part of Scope 3 investments category, since there was no operational control; while the other entities under joint control (QRTAG Sp. z o.o., WEAT Electronic Datenservice GmbH, Nexi Digital S.r.l., Nexi Digital Polska sp z o.o, Digital Commerce Finland Oy), had their emissions estimated and included in its totality (100%) as part of the Scope 1, 2 and 3 Group's emissions (reported separately for Scope 1 and 2 and included in Scope 3 category 1). The impact of these integrations on the total emissions is not material; therefore, 2024 carbon footprint is comparable to the previous years and to the validated targets baseline.

When it comes to the emissions factors (EF) selection, three aspects were considered: data type, geography and source. Emission factors were applied based on the type of data collected: average-data EF were used for physical data (e.g. kWh, liters, cubic meters, km) and spend-based EF for expenditures (e.g. euro); whenever possible, supplier-specific EF were prioritized. Priority was also given to country-specific EF (e.g. Italy, Denmark), if available; otherwise, European or global EF were applied. If accurate and appropriate, public emission factors were used (e.g. DEFRA-BEIS 2024); otherwise, licensed EF were applied (e.g. Ecoinvent v 3.11) or EF elaborated by third-party (e.g. to guarantee complete coverage of all greenhouse gases and alignment with GHG Protocol, SBTi and CSRD).

For Scope 1 emissions, related to the consumption of fuel, DEFRA-BEIS 2024 emission factors were selected. In the case of Electricity production from the use of diesel for backup generation, DEFRA 2024 Diesel (average biofuel blend) emission factor was utilized. For stationary combustion, DEFRA 2024 Natural gas EF was applied. In the case of vehicles, the most appropriate DEFRA 2024 EF were selected based on the type of vehicle (conventional combustion of diesel or petrol, hybrid, plug-in hybrid and battery electric) and the unit of measure (kWh, liters, kilometers or currency). Unit conversions were applied when necessary, for example to convert the amount spent with diesel in euro to the consumed liters, based on the diesel price. When it comes to refrigerant gases, IPCC 2021 AR6 global warming potential values for 100-year time horizon (GWP100) were applied, when available; otherwise DEFRA 2024 (Refrigerant & other - Emissions including only Kyoto products) GWP values were applied.

In the case of Scope 2 emissions, when it comes to the consumption of renewable (covered by certificates) and non-renewable electricity, district heating and district cooling, third-party elaborated emission factors were utilized, based mainly on data from International Energy Agency (IEA), Ecoinvent and Association of Issuing Bodies (AIB). For Purchased Electricity, both market-based and location-based approaches were applied, in line with the GHG Protocol. The share of renewable energy (Scope 2) considers also District Heating and Cooling (denominator) other than electricity.

For Scope 3 emissions, the EF selection criteria was performed for each emissions category:



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- 1. Purchased Goods and Services:** This category includes Goods - primary (e.g. units, kg) and secondary data (amount spent) - and Services - secondary data (amount spent). In general, for purchased services, CEDA 4.01 2024 spend-based emission factors were applied to the data related to expenditures in euro. In the specific case of cloud services, supplier-specific emissions data was obtained. When it comes to purchased goods, the main EF sources used were Ecoinvent v3.11 and DEFRA-BEIS 2024. Unit conversions were applied when necessary.
- 2. Capital Goods:** Includes terminals, accessories and CAPEX-related emissions. The calculation was mostly based on the average-data method and the EF database adopted is Ecoinvent v3.11. In those cases where the input data is an expenditure, spend-based approach was applied and the EF database utilized was CEDA 4.01 2024.
- 3. Fuel- and Energy-Related Activities Not Included in Scope 1 or Scope 2:** When it comes to the consumption of renewable and non-renewable electricity, district heating and cooling, third-party emission factors were utilized, based mainly on data from International Energy Agency (IEA), Ecoinvent and Association of Issuing Bodies (AIB). In the lack of more appropriate emission factors, the district heating emission factors were also applied to district cooling, specific to the country considered. In the case of vehicles, the most appropriate DEFRA 2024 EF were selected based on the type of vehicle (conventional combustion of diesel or petrol, hybrid, plug-in hybrid and battery electric) and the unit of measure (kWh, liters, kilometers or currency). The same exchange rates and fuel prices were applied in line with Scope 1 assumptions.
- 4. Upstream Transportation:** The material flows associated with Nexi Group's business correspond to the goods purchased, the credit cards sold and the terminals (POS and ATM) acquired and then sold or leased. CEDA 4.01 2024 spend-based emission factors were applied to the data related to expenditures in different currencies.
- 5. Waste generated in operations:** For Nexi Group, "Waste generated in operations" category mainly includes the disposal and waste treatment of office materials, IT materials, furniture and terminals. The calculation method corresponds to average-data method and the EF databases used were Ecoinvent v3.11, DEFRA 2024 and WEEE LCI Database.
- 6. Business travel:** For Nexi Group, "Business travel" category includes business trips by air, rail, sea (ferry) and road transportation (leased and private vehicles, taxi and public transportation). In line with 2023 methodology, the emissions related to hotel nights were also included. The calculation method is distance-based when data are available in km and spend-based when the data are provided as expenditures. The EF adopted are DEFRA 2024 (Business travel - land, Rail/ Passenger vehicles/ Taxis, Regular Taxi /Hotel stay/Business Travel-air) or CEDA 4.01. For the business travel category, as required by the GHG Protocol, both well-to-tank and tank-to-wheel emissions factors were considered.
- 7. Employee commuting:** In line with the GHG Protocol, Nexi Group Scope 3 Category 7 emissions include both employee commuting emissions and the emissions related to teleworking (beyond GHG Protocol minimum boundary). Information was collected through internal surveys sent to all employees. Utilized emission factors mainly come from BEIS DEFRA 2024 Database, except for vehicles not present in this source (e-bike, scooter, mix of private and public means). For these emission sources, third-party elaborated emission factors from a mix of public and private sources (DEFRA 2024, Mobitol 2023) were adopted. Both tank-to-wheel and well-to-tank emission factors were considered, in line with the GHG Protocol and SBTi. Teleworking EF are also third-party elaborated emission factors.
- 8. Upstream Leased Assets:** This category includes the emissions related to the electricity consumption in leased data centers. The emission factors applied are the same as those utilized for calculating Scope 2 market-based emissions, specific to the country where the consumption occurs.
- 11. Use of sold products:** The use of sold products category for Nexi Group consists of the emissions generated by the usage of terminals (POS and ATM) sold by the Group. Emissions included in this category are associated with the electricity consumption of the terminals. The emission factors applied are in line with those selected for Scope 2 location-based emissions, specific to the country where the consumption occurs.
- 12. End-of-life treatment of sold products:** The sold goods considered for the End-of-life treatment of sold products category are: terminals (POS and ATM, including accessories) and distributed plastic cards. The emission factors databases applied are WEEE LCI Database and Ecoinvent 3.11, IPCC 2021, CWP 100, associated with the material of the disposed component.
- 13. Downstream Leased Assets:** This category consists of active terminals, distributed across the countries where the Group operates and leased to third-parties during the reporting year. This category accounts for the emissions linked to electricity consumed by the terminals during the reporting year. The emission factors applied are in line with those selected for Scope 2 location-based emissions, specific to the country where the consumption occurs.
- 15. Investments:** Investments emissions for Nexi Group correspond to equity investments in legal entities over which the Group has significant influence and joint control, but no operational control. The PCAF Financed Emissions methodology was applied, using the "Business loans and unlisted equity" method. PCAF was used to determine the data to be collected and the emission factors to be applied, which include Scope 1, 2 and 3 emissions of the invested company. The emissions have been calculated by using several arithmetic models (e.g. industry average) of a representative sample of companies which report emissions data. The emission factors take into account the applicable industry (Application Software) and the geography of the company.



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invested, emission factors developed by South Pole (IP of South Pole) were used according to sector and country.

AR 46 (g). Percentage of GHG Scope 3 calculated using primary data.

Percentage of emissions calculated using primary data obtained from suppliers or other value chain partners: 33%.

Category 1 Purchased goods and services. Mixed sources. Primary data on volumes purchased (goods). Secondary data (expenditures) for services and some goods purchased. Supplier-specific data for cloud services emissions. No supplier-specific emission factors are used.

Category 2 Capital goods. Primary data on the amount purchased in terms of units or secondary data (expenditure). Secondary data based on estimates from previous year. Supplier-specific emission factors for some POS purchased (based on bill of materials obtained from suppliers)

Category 3 Fuel and energy-related Activities (not included in Scope 1 or Scope 2). Primary data (e.g. kWh, liters) and secondary data (expenditures). No supplier-specific emission factors are used.

Category 4 Upstream transportation and distribution. Secondary data (expenditures) for Q1, Q2, Q3 and extrapolation for Q4. No supplier-specific emission factors.

Category 5 Waste generated in operations. Primary data on volumes or weight produced by waste type and treatment. No supplier specific data used on treatment emissions intensity.

Category 6 Business travels. Primary data (e.g. km travelled) and secondary data (expenditures). No supplier-specific emission factors.

Category 7 Employee commuting. Primary data from employee commuting surveys, and partial secondary data for proxy when data not reported and for teleworking.

Category 8 Upstream leased assets. Primary data (kWh) for data center electricity consumption.

Category 11 Use of sold products. Primary data (number of terminals sold) and secondary /supplier specific data to estimate average electricity used. No real client data on electricity consumption.

Category 12 End-of-life treatment of sold products. Primary data (number of terminals sold) and secondary data used to estimate volumes and weights. No supplier specific data used on treatment emissions intensity.

Category 13 Downstream leased assets. Primary data (number of terminals leased) and secondary /supplier specific data to estimate average electricity used. No real client data on electricity consumption.

Category 15 Investments. Secondary economic data used. All categories: secondary data (estimates based on previous years' data) in the lack of 2024 data.

AR 46 (i). List of Scope 3 GHG emissions categories included in the inventory and disclosure of the reason for any exclusions.

Categories included:

- Category 1 Purchased goods and services
- Category 2 Capital goods
- Category 3 Fuel and energy-related Activities (not included in Scope 1 or Scope 2)
- Category 4 Upstream transportation and distribution
- Category 5 Waste generated in operations
- Category 6 Business travels
- Category 7 Employee commuting
- Category 8 Upstream leased assets
- Category 11 Use of sold products
- Category 12 End-of-life treatment of sold products
- Category 13 Downstream leased assets
- Category 15 Investments

Categories excluded:

- Category 9 Downstream transportation & distribution: Excluded because considered as negligible and below the threshold of materiality. The calculation has been performed during the SBTi validation process.
- Category 10 Processing of sold products: not applicable because sold products do not require further processing.
- Category 14 Franchises: not applicable. Nexi Group's business model is not based on franchising.



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AR 46 (h). Disclosure of reporting boundaries considered and calculation methods for estimating Scope 3 GHG emissions.

The Group adopts the operational control approach to calculate the Carbon footprint. In terms of perimeter coverage, the assessment of legal entities under operational control was based on the organizational structure as of Dec 31st 2024. Thus, Scope GHG emissions account for:

- i) indirect Scope 3 GHG emissions from the consolidated accounting group (the parent and its subsidiaries Legal entities);
- ii) an estimation of indirect Scope 3 GHG emissions from legal entities under joint control over which Nexi Group has direct control;
- iii) indirect Scope 1,2 and 3 GHG emissions from those Legal entities over which Nexi Group does not have operation control. These emissions are accounted in Category 15 - Investments.

Methodology for the calculation of Scope 3 categories:

3.1 Purchased goods and services. Purchased services: includes services that the Group purchases from third parties, such as technical, administrative, financial consulting activities; legal and tax services; maintenance, telecommunication, cloud and marketing. Calculation method for Purchased services follows a spend-based approach: the activity data is the 2024 Q1,2,3 expenditure-based dataset. For Cloud services, the approach is suppletive from spend-based dataset. For Cloud services, the approach is supplier-specific. Purchased Goods: for Nexi Group Group this includes mainly office materials such as envelopes, cartridges for printer, sheets, batteries. The calculation method applied follows an average-data approach when the activity data provided are physical units or spend-based when those are expenditures.

3.2 Capital goods. Includes emissions associated to the purchase of Point of Sales (POS) and Automated Teller Machines (ATM) and other capital goods (machinery for card personalization centers, furniture and, IT materials). The method of calculation is average-data when physical amount is available, otherwise spend-based.

3.3 Fuel- and energy-related activities. Includes emissions related to the production and transportation/distribution of fuels and energy purchased and consumed in the reporting year that are not included in Scope 1 or Scope 2. The activity data is the same as those collected for Scope 1 and 2 emissions. The calculation method is average-data (physical data).

3.4 Upstream Transportation and Distribution. Accounts for the following: emissions linked to the transportation of acquired POS and ATM; emissions from the transport portion of installation costs of POS and ATM terminals and emissions from courier services transportation and distribution

paid by Nexi Group Group to distribute the POS, ATM and cards, including inbound flows to repair centers. The calculation method is spend-based.

3.5 Waste generated in operations. Includes the disposal and waste treatment of office materials, IT materials, furniture and terminals. The method of calculation is average-data method.

3.6 Business travel. Includes business trips by air, rail, sea (ferry) and road transportation (leased and private vehicles, taxi and public transportation). In line with 2023 methodology, the emissions related to hotel nights were also included. The calculation method applied is distance-based method and spend-based method.

3.7 Employee commuting. Includes both the employee commuting emissions and the emissions related to teleworking. The calculation method is distance-based and average-data methods.

3.8 Upstream Leased Assets. Includes the emissions from the operation of assets that are leased by Nexi Group (Data centers) in the reporting year and not already included in the reporting company's scope 1 or scope 2 inventories; more specifically, the under Nexi Group's group direct control. The emissions calculation method is asset-specific method. In this case, a market-based approach has been chosen in order to allow a positive se, a market-based approach has been chosen in order to allow a positive impact on the carbon footprint of the Nexi actions to incentivize the usage of renewable electricity in leased data centers.

3.9 Use of sold products. Includes the direct use-phase emissions generated by the usage of terminals (POS and ATM) sold by the Group. Emissions included in this category are associated with the electricity consumption of the terminals over their lifespan, based on estimates on the average use of terminals and technical specifications for some clusters of models. In this case, a location-based approach has been chosen in order to be conservative.

3.12 End-of-life treatment of sold product. The sold goods considered are: terminals (POS and ATM), including accessories, and distributed plastic cards. Average-data method applied.

3.13 Downstream Leased Assets. Consists of emissions from active terminals, distributed across the countries where the Group operates and leased to third-parties during the reporting year. This category accounts for the emissions linked to electricity consumed by the terminals during the reporting year. In this case, a location-based approach has been chosen in order to be conservative.

3.15 Investments. The Investments emissions for Nexi Group correspond to equity investments in some legal entities over which the Group has significant influence and joint control. The PCAF Financed Emissions methodology was applied, using the "Business loans and unlisted equity" method.

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TABLE 15 – TOTAL GHG EMISSIONS

Total GHG emissions (Scope 1, 2 and 3)

GHG emissions	Uom	2024
44, S2 (a). Total GHG emissions (with Scope 2 Location-based)	tCO ₂ e	185,326.3
44, S2 (b). Total GHG emissions (with Scope 2 Market-based)	tCO ₂ e	178,752.4

47. Disclosure of significant changes in definition of what constitutes reporting undertaking and its value chain and explanation of their effect on year-to-year comparability of reported GHG emissions.

Emissions from entities under joint control were included in Scope 1, 2 and 3. Emissions from entities which are not under operational control were included in Scope 3 Category 15 (Investments).

Nexi Group perimeter has suffered limited updates. Entities exiting the perimeter: TopCard Sp. z.o.o., Poplatek Payments Oy. Entities entering the perimeter: Trust Services Aps, Digital Commerce Finland Oy.

Emissions calculation methodology has remained overall stable; therefore, 2024 carbon footprint is comparable to the previous years.

AR 42 (c). Disclosure of the effects of significant events and changes in circumstances (relevant to its GHG emissions) that occur between the reporting dates of the entities in its value chain and the date of the undertaking's general purpose financial statements

The data used to calculate Scope 1, 2 and 3 emissions corresponds to the 2024 reporting period. In order to ensure full perimeter coverage, some estimates have been integrated into the carbon footprint by using data from previous years (2022 and 2023). Prior to these integrations, a perimeter change analysis was performed with respect to the Group's legal entities and no material changes were identified. Furthermore, there were no changes in the Group's operations/business/products between 2022 and 2024 for the legal entities considered. Therefore, the amount of energy and other consumption is expected to remain relatively stable.

53. GHG emissions intensity, location-based and market-based (total GHG emissions per net revenue).

GHG emissions	Uom	2024
GHG intensity (with Scope 2 Location-based)	tCO ₂ e /€ thousands	5.5
GHG intensity (with Scope 2 Market-based)	tCO ₂ e /€ thousands	5.3

55. Disclosure of reconciliation to financial statements of net revenue used for calculation of GHG emissions intensity.

Result of financial and operational management as reported in the consolidated group income statement: € 3,375,216 (thousands of euros).

AR 55. Net revenue; net revenue used to calculate GHG intensity; net revenue other than used to calculate GHG intensity.

In order to calculate the GHG intensity, the result of financial and operational management as reported in the consolidated group income statement was taken into account: € 3,375,216 (thousands of euros).

[E1-7] GHG removals and GHG mitigation projects financed through carbon credits

60. Explanation of scope, methodologies and frameworks applied and how residual GHG emissions are intended to be neutralised.

In line with its commitment to reducing its environmental impact and achieving carbon neutrality by 2040, Nexi plans to neutralize residual GHG emissions as a long-term action (after achieving a reduction of approximately 90-95%). This will be done through the removal of greenhouse gases within its operations and value chain, as well as the use of certified carbon credits from verified projects, such as reforestation and renewable energy initiatives⁷. This approach will ensure that,

⁷ The activities refer to indicative examples pending the final selection of the target projects.

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in the future, all remaining long-term emissions are effectively offset (as of 2024, no carbon credits have been purchased) and is aligned with the decarbonization pathways defined by the Science-Based Targets initiative (SBTi), including the Paris Agreement's goal of limiting global temperature rise to 1.5°C.

61 (a). Public claims of GHG neutrality that involve use of carbon credits are accompanied by GHG emission reduction targets.

Nexi's claims of GHG neutrality are accompanied by specific GHG emission reduction targets. Nexi has committed to reducing absolute Scope 1 and 2 GHG emissions by 42% by 2030, starting from the 2021 baseline. Additionally, Nexi aims to increase its annual electricity supply generated by renewable sources to 100% by 2030. These targets are aligned with the Science Based Targets initiative (SBTi), ensuring an approach based on scientific data and international guidelines.

61 (b). Claims of GHG neutrality and reliance on carbon credits neither impede nor reduce achievement of GHG emission reduction targets or net zero target.

Any reliance on carbon credits will be observed and better assessed at the end of the timeline described in the Net Zero Transition Plan. Nexi aims to achieve approximately 90-95% of its GHG emission reductions through direct measures within its operations and value chain. The use of carbon credits is intended to neutralize the remaining 5-10% of emissions that cannot be eliminated through direct reduction efforts. This approach ensures that the primary focus remains on reducing emissions at the source, with carbon credits serving as a supplementary measure to achieve full neutrality.

61 (c). Explanation of credibility and integrity of carbon credits used.

Not applicable for 2024, as no carbon credit purchase activities were carried out during the year.

[E1-9] Anticipated financial effects from material physical and transition risks and potential climate-related opportunities

66-67; AR 69-70; AR 72-73 Disclosures on Anticipated financial effects from material physical and transition risks and potential climate-related opportunities.

The disclosure is subject to phase-in and is therefore not reported for the year 2024.

69 (a). Expected cost savings from climate change mitigation and adaptation actions.

Below are the actions described in the E1-3 disclosure for which the expected cost savings have been estimated:

1. Waste Reduction and Material Circularity:

- Initiative involved reusing components like power supplies and cables for mobile terminals (POS), avoiding new capital goods purchases.
- Estimated CO₂e savings: **2.08 metric tonnes**.
- Voluntary initiative with **no payback period** and ongoing benefits.
- Annual monetary savings: **€20,000**.

2. Low-carbon Energy Generation:

- A 99.6 kW photovoltaic power plant was installed in Bratislava, reducing electricity consumption.
- Estimated CO₂e savings: **50 metric tonnes**.
- Investment: **€100,000** with a payback period of 4-10 years and a lifespan exceeding 30 years.

3. Waste Circularity:

- Regeneration of POS terminals reduced both purchases and end-of-life disposal.
- Significant CO₂e savings: **278.88 metric tonnes**, with annual monetary savings of **€1,000,000**.

69 (b). the potential market size and expected changes to net revenue from low-carbon products and services or adaptation solutions to which the undertaking has or may have access.

Currently, this disclosure is not applicable to Nexi's transition plan, action plans, and operations. However, Nexi continues to monitor regulatory and market developments to assess potential opportunities for integrating solutions that contribute to the decarbonization of the digital payments sector.

ESRS E2 Pollution

[IRO-1] Description of processes to identify and assess material pollution-related impacts, risks and opportunities

11 (a). Information about the process to identify actual and potential pollution-related impacts, risks and opportunities.

The process of identifying pollution-related impacts is part of the general impact assessment. Based on the sustainability matters defined in ESRS 1, an initial screening was conducted to map impacts, risks, and opportunities on the environment and people. The mapping process uniformly considered the entire value chain, without highlighting criticalities related to specific locations. Finally, through stakeholder engagement, the significance of IROs was assessed from both a financial and impact perspective to determine the relevant materiality topics, including environmental issues. Furthermore, as highlighted in specific disclosures, Nexi is expanding its focus to include additional levels of pollution, such as soil impacts, with particular attention to plastic usage and battery recycling. This initiative is part of our commitment to closing the loop and enhancing environmental sustainability.

11 (b). Disclosure of whether and how consultations have been conducted (pollution).

Since Nexi's activities, characteristics and geographical presence do not generate significant effects on the affected communities, it was not deemed necessary to undertake consultation activities.

AR 9. Disclosure of results of materiality assessment (pollution).

Nexi's operations indicate that pollution elements can be largely restricted to two key areas: 1. The emissions resulting from Nexi's operations are extensively covered in the relevant disclosures, including energy consumption and emissions monitoring, which are aligned with applicable regulatory frameworks and reporting standards. 2. End-of-Life Processes for Equipment and Cards: Pollution risks are also associated with the end-of-life management of equipment and cards across Nexi's operations and sites. This includes disposal, recycling, and refurbishment practices aimed at minimising environmental impact. Nexi actively mitigates these pollution elements through structured initiatives, such as partnerships with certified waste management providers and adherence to sustainability principles in product life-cycle management. Given the scope and nature of Nexi's business operations, these are the only material pollution elements identified, and they are managed within the framework of Nexi's broader sustainability strategy.

[E2-1] Policies related to pollution

ESRS 2 62. Disclosures to be reported in case the undertaking has not adopted policies.

Currently, Nexi does not have a policy in place to manage its relevant impacts, risks, and opportunities related to climate change mitigation and adaptation, as the identification process for this topic was conducted in 2024. Nexi is updating its Sustainability Policy to ensure alignment with the requirements set by the ESRS, formalizing public commitments and actions to manage the impacts, risks, and opportunities identified through the double materiality analysis. The policy will be available by 2025 and will cover the requirements outlined in ESRS 2 MDR-P.

15 (a). Disclosure of whether and how policy addresses mitigating negative impacts related to pollution of air, water and soil.

See above.

[E2-2] Actions and resources related to pollution

MDR-A 18/68 a Describe the action and how their implementation contributes to the achievement of policy objectives and targets.

19. Layer in mitigation hierarchy to which resources can be allocated to (pollution).

Nexi identifies its primary pollution sources as air emissions and plastics, which then potentially impact soil and water.

For air pollution, details of Nexi's phase-out efforts can be found in the organisation's Transition Plan document.

Currently, Nexi has not implemented specific actions to reduce plastic pollution. Therefore, for the 2024 reporting year, no metrics are available to monitor the impacts of plastic pollution. However, a project has been launched to limit plastic use in business activities. To address plastic pollution, Nexi has launched a structured project aimed at tackling the use of plastics within its operations. This project involves a comprehensive mapping and analysis of all plastic materials used across the organisation, focusing on identifying types, volumes, and applications. The areas of the value chain most impacted by plastic pollution are the upstream phase, related to the supply chain, as Nexi sources physical products from specialized suppliers, and the downstream phase, where the end-of-life stage of products may generate a potential environ-



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mental impact if not properly managed. The ultimate goal is to create a strategic plan for replacing non-sustainable plastics with eco-friendly alternatives and potentially phasing them out. The initiative includes exploring green sourcing options, partnering with suppliers of sustainable materials, and setting clear objectives for reducing plastic consumption. As part of this, the project will evaluate the environmental impacts of replacement materials to ensure alignment with Nexi's broader sustainability goals. The project timeline spans from October 2024 to the end of 2025 and is currently in the assessment stage. This stage, expected to conclude by the second quarter of 2025, will form the foundation for the execution strategy to implement sustainable material solutions.

[E2-3] Targets related to pollution

MDR-T 22. The description of the targets related to pollution shall contain the information requirements defined in ESRS 2 MDR-T Tracking effectiveness of policies and actions through targets.

Nexi identifies its main sources of pollution in atmospheric emissions and plastic, which may have a potential impact on soil and water.

Regarding CO₂ emission targets, please refer to disclosures E1-4, paragraph 32.

As for plastic pollution, Nexi is conducting a mapping and analysis of all plastic materials used in its operations, including the identification of types, volumes, and applications of plastic. The objective is to identify areas of interest for eco-friendly alternatives by exploring responsible sourcing options and sustainable materials. The analysis will also assess the environmental impacts of these materials and align with the Group's broader sustainability goals. The analysis is expected to be completed by 2025. Currently, Nexi has not set specific targets related to air, water, and soil pollution, microplastics, or substances of concern. The absence of specific targets is due to the need to complete the aforementioned analysis and obtain more detailed data on the impacts generated along the value chain. Based on the results of the ongoing mapping, Nexi plans to develop quantitative metrics and targets for plastic pollution in 2026. The potential definition of targets for other sources of pollution will be assessed based on the analysis outcomes.

23 (a, b, c, d). Disclosure of whether and how target relates to prevention and control of air pollutants, emission of water, pollution to soil, substances of concern and substances of very high concern and respective specific loads.

See disclosure 22.

25. Pollution-related target is mandatory (required by legislation)

All the targets that Nexi has set relating to pollution are voluntary in nature and are not mandated by legislation across all geographies.

[E2-4] Pollution of air, water and soil – general

28 (b). Microplastics generated or used

30 (a, b, c). Description of changes over time, methodologies and processes (pollution of air, water and soil)

Nexi identifies its primary pollution sources as air emissions and plastics, which then potentially impact soil and water.

For air pollution, details of Nexi's phase-out efforts can be found in the organisation's Transition Plan document.

Currently, Nexi has not implemented specific actions to reduce plastic pollution. Therefore, for the 2024 reporting year, no metrics are available to monitor the impacts of plastic pollution. However, a project has been launched to limit plastic use in business activities. To address plastic pollution, Nexi has launched a structured project aimed at tackling the use of plastics within its operations. This project involves a comprehensive mapping and analysis of all plastic materials used across the organisation, focusing on identifying types, volumes, and applications. The areas of the value chain most impacted by plastic pollution are the upstream phase, related to the supply chain, as Nexi sources physical products from specialized suppliers, and the downstream phase, where the end-of-life stage of products may generate a potential environmental impact if not properly managed. The ultimate goal is to create a strategic plan for replacing non-sustainable plastics with eco-friendly alternatives and potentially phasing them out. The initiative includes exploring green sourcing options, partnering with suppliers of sustainable materials, and setting clear objectives for reducing plastic consumption. As part of this, the project will evaluate the environmental impacts of replacement materials to ensure alignment with Nexi's broader sustainability goals. The project timeline spans from October 2024 to the end of 2025 and is currently in the assessment stage. This stage, expected to conclude by the second quarter of 2025, will form the foundation for the execution strategy to implement sustainable material solutions.

[E2-6] Anticipated financial effects from material pollution-related risks and opportunities

41. Description of material incidents and deposits whereby pollution had negative impacts on environment and (or) is expected to have negative effects on financial cash flows, financial position and financial performance

As of 2024, Nexi does not have concrete information regarding the anticipated financial effects of material pollution-related impacts, risks, and opportunities.

These factors are not currently identified within Nexi's materiality matrix or operational scope. However, Nexi is actively taking steps to reduce its material impact on pollution, with a particular focus on assessing and addressing the use of plastics in its operations. These ongoing efforts are detailed in disclosures E4 28b and subsequent sections. The Group's ongoing evaluation aims to enhance its ability to identify and manage potential environmental impacts and opportunities more effectively in the future.

Given the nature of Nexi's operations and business model, which does not include production activities as a central part of its business, no severe incidents or deposits with negative environmental impacts are expected to generate significant effects on cash flows, financial position, or financial performance of the Group.





ESRS E5 Resource Use and Circular Economy

[IRO-1] Description of processes to identify and assess material resource use and circular economy-related impacts, risks and opportunities

11 (a). Disclosure of whether the undertaking has screened its assets and activities in order to identify actual and potential impacts, risks and opportunities in own operations and upstream and downstream value chain, and if so, methodologies, assumptions and tools used.

To report on impacts, risks and opportunities, Nexi conducted a qualitative analysis of its activities without considering its assets. Reference is made to the IRO 2 dp59 disclosure requirement due to the nature of the impacts revealed. While considering these impacts of limited significance, Nexi maintains rigorous monitoring and accounting of the waste generated, both in its own operations and in the end-of-life management of terminals and other equipment used in the Group's activities. However, we maintain strict monitoring and accounting for waste generated, both in our own operations and regarding the end-of-life management of our terminals and other equipment that enable our activities. This focus is being expanded to include payment cards, particularly in relation to material production, emissions, and waste, as these are among the major contributors to our resource footprint. By 2025, this analysis will be extended to cover all applicable purchased goods. All data collection and calculations are conducted in alignment with GHG Protocol guidelines.

11 (b). Disclosure of whether and how the undertaking has conducted consultations (resource and circular economy).

Since the nature of Nexi's activities, characteristics and geographic presence do not lead to significant effects on the affected communities, it was not deemed necessary to undertake consultation activities.

[E5-1] Policies related to resource use and circular economy

MDR-P 14. Policies to manage its material impacts, risks and opportunities related to resource use and circular economy [see ESRS 2 MDR-P].

15 (a). Disclosure of whether and how policy addresses transitioning away from use of virgin resources, including relative increases in use of secondary (recycled) resources.

15 (b). Disclosure of whether and how policy addresses sustainable sourcing and use of renewable resources.

Currently, Nexi does not have a policy in place to manage its relevant impacts, risks, and opportunities related to climate change mitigation and adaptation, as the identification process for this topic was conducted in 2024. Nexi is updating its Sustainability Policy to ensure alignment with the requirements set by the ESRS, formalizing public commitments and actions to manage the impacts, risks, and opportunities identified through the double materiality analysis. The document will formalize the current public commitments and actions Nexi has already in place in the management of impacts, risks, and opportunities related to resource use and circular economy, as detailed in the disclosures E5-2 and E5-3. Nexi is committed to fostering practices of reuse, repurposing, recycling, and implementing end-of-life measures for its products to maximize their lifespan and minimize waste generation across the value chain. The policy will be available by 2025 and will cover the requirements outlined in ESRS 2 MDR-P.

[E5-2] Actions and resources related to resource use and circular economy

Regarding disclosure 69(b), the figures disclosed is an operational estimate and it won't necessarily correlate to any specific disclosure in the financial statements.



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Disclosure required by MDR-A										
19. The description of the resource use and circular economy-related actions and resources allocated shall follow the principles defined in ESRS 2.MDR-A Actions and resources in relation to material sustainability matters.	68. (a) Describe the action and how their implementation contributes to the achievement of policy objectives and targets	68. (b) Describe the scope of the key actions	68. (c) Describe the time horizons under which the undertaking intends to complete each key action	68. (d) Describe, if applicable, key actions taken to provide for and cooperate in or support the provision of remedy for those harmed by actual material impacts	68. (e) Describe, if applicable, quantitative and qualitative information regarding the progress of actions or action plans disclosed in prior periods	69. (a) Describe the type of current and future financial and other resources allocated to the action plan	69. (b) Provide the amount of current financial resources and explain how they relate to the most relevant amounts presented in the financial statements (Capex)	69. (b) Provide the amount of current financial resources and explain how they relate to the most relevant amounts presented in the financial statements (Opex)	69. (c) Provide the amount of future financial resources (Capex)	69. (c) Provide the amount of future financial resources (Opex)
Better reuse of batteries	Extending battery life through reuse and proper management	Used terminals are received back from merchants, their batteries are processed internally to extend their lifespan whenever possible. If they have reached the end of their life cycle, they are sent to external waste management and recycling partners. Geographies: DACH and Nordics	This process is implemented in the Nordic area for our main Supplier and will be extended to both other suppliers and to DACH. The process will continue to evolve over time, while remaining an integral part of business-as-usual operations.	N/A	N/A	The action is part of the Business as Usual activities	N/A	<€100K - As for FY2024, no specific reconduction of financial resources assigned to the action is available, given that the activity is considered as Business as Usual	N/A	<€100K - As for FY2024, no specific reconduction of financial resources assigned to the action is available, given that the activity is considered as Business as Usual
Reuse of packaging materials	Reducing waste by reusing packaging wherever possible	Packaging materials are reused internally whenever possible when terminals are received back from Merchants, otherwise it's sent to external waste management and recycling partners.	This process is implemented but, continues to evolve over time, while remaining an integral part of business-as-usual operations. The process is switched on and off depending on the resource capacity	N/A	Depends on return volume	The action is part of the Business as Usual activities	N/A	<€100K - As for FY2024, no specific reconduction of financial resources assigned to the action is available, given that the activity is considered as Business as Usual	N/A	<€100K - As for FY2024, no specific reconduction of financial resources assigned to the action is available, given that the activity is considered as Business as Usual



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Disclosure required by MDR-A

Refurbishment of terminals	Reconditioning of terminals used by Nexi Group customers in order to give a second life to used terminals through repairs and upgrades. The activity is promoted at the Group level. Customers return defective terminals that return to Nexi's operations where they are analyzed and where possible reconditioned, otherwise they are recycled	Nexi receives defect terminals from merchants. Whenever possible, these terminals are internally refurbished and reintroduced into the market. If they have reached the end of their lifecycle, they are sent to external waste management and recycling partners. Geography: all the Group	This process is implemented but, continues to evolve over time, while remaining an integral part of business-as-usual operations. Starting in 2022, a target has been set to reaching 80% of substitutions made by refurbished terminals by 2025 across the Group	N/A	By the end of 2024, Nexi reached 87% of refurbished POS	The action is part of the Business as Usual activities	Reduction in new purchases	N/A	Reduction in new purchases	N/A
Sorting of waste	Ensuring proper separation and disposal of waste to enable recycling	Waste generated into Nexi's operations is properly treated, sending it to waste outsourcing partners. Geographies: DACH and Nordics	This process is currently being implemented and continues to evolve over time, while remaining an integral part of business-as-usual operations.	N/A	N/A	The action is part of the Business as Usual activities	N/A	<€100K - As for FY2024, no specific reconduction of financial resources assigned to the action is available, given that the activity is considered as Business as Usual	N/A	<€100K - As for FY2024, no specific reconduction of financial resources assigned to the action is available, given that the activity is considered as Business as Usual
Reuse of Power Supplies (PSU), charging bases for short term rental	Maximising the lifespan of equipment through reuse in rental operations	Power Supplies are reused whenever possible when terminals are received back from Merchants, otherwise they are sent to external waste management and recycling partners.	This process is implemented but, continues to evolve over time, while remaining an integral part of business-as-usual operations. The process is switched on and off depending on the resource capacity	N/A	N/A	The action is part of the Business as Usual activities	N/A	<€100K - As for FY2024, no specific reconduction of financial resources assigned to the action is available, given that the activity is considered as Business as Usual	N/A	<€100K - As for FY2024, no specific reconduction of financial resources assigned to the action is available, given that the activity is considered as Business as Usual
Reuse of Lorenteggio office furniture at other group offices	reuse of furnishings from a disused office for reuse in other properties of the group, rather than disposing of them or purchasing new ones	Offices	Started in 2023 and completed in mid-2024	N/A	N/A	Capex	€ 122K	-	-	-
Donation of furniture for the headquarters in via Montefeltro (MI) for the decommissioning of the headquarters	Donating the furniture from a disused office to a non-profit organization instead of disposing of it	Donation	'Started in January 2024 and concluded in November 2024	N/A	N/A	Donation	Donation	Donation	Donation	Donation
Use of recycled paper in copy areas of all locations	replacement of printer/copier paper in all copy areas of the group with recycled paper to promote the circular economy process	offices	activity started in October 2024, will continue in 2025	N/A	N/A	Opex	-	€ 177,50	-	€ 2,130

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20 (d). Description of application of circular business practices.

All technological systems of buildings are subject to periodic maintenance, in accordance with applicable legislation and manufacturer requirements, non-periodic according to the need and condition of the equipment. The performance of the used components is re-evaluated and, if necessary, they are reused. Equipment that has reached the end of its service life and cannot be repaired is subject to equipment replacement and modernization. See the actions in the previous table: "Terminal refurbishment," "Better battery usage," and "Reuse of power supply units (PSU) and charging bases for short-term rental."

20 (d-ii). Value maximisation actions (product-service systems, collaborative and sharing economy business models).

In the event that functional components or devices are dismantled, they can be reused if they are capable of further operation.

20 (d-iii). End-of-life actions (recycling, upcycling, extended producer responsibility).

All old and inoperative equipment is dismantled by a service company, which issues a certificate of environmentally friendly disposal of the equipment. This condition is part of every service contract. This corresponds to the actions "Waste sorting" and "Terminal refurbishment" listed in the previous table.

20 (d-iv). Systems efficiency actions (industrial symbiosis).

When installing new equipment, priority is given to installing systems and equipment where the manufacturer declares service, support and spare parts for the long-term process.

20 (e). Actions taken to prevent waste generation in the undertaking's upstream and downstream value chain.

In alignment with ESRS E5-3 24(a), Nexi takes specific measures to extend the lifecycle of products and manage their end-of-life. Nexi is committed to extending the lifecycle of terminals beyond the warranty period provided by manufacturing suppliers. End-of-life terminals are taken back and sent for recycling and/or refurbishment, ensuring the lifecycle loop

is closed and downstream waste is avoided. In 2025, a project is planned to establish a process for managing the end-of-life phase of payment cards, implementing an effective system for their disposal and material recycling. See the actions "Improved battery reuse" and "Terminal refurbishment" in the previous table.

20 (f). Optimisation of waste management in line with the waste hierarchy.

Each of Nexi's operations has a system in place to sort all types of waste produced. The Group is committed to maximizing waste separation and subsequent recycling in accordance with the company's ESG standards and the national regulations in the countries where the Group operates. See the actions "Waste sorting," "Reuse of Lorenteggio furniture at other Group locations," "Donation of furniture from the Via Montefeltro (MI) office upon its decommissioning," and "Use of recycled paper in copy areas across all locations" in the previous table.

[E5-3] Targets related to resource use and circular economy

MDR-T 23. Tracking effectiveness of policies and actions through targets [see ESRS 2 MDR-T].

Nexi does not design the equipment used in its operations, sourcing products from external providers. Consequently, there are no targets for circular product design. However, Nexi is also expanding to more sustainable equipment and digital solutions. Moreover, since 2022, Nexi targets extending the lifecycle of terminals, aiming for 80% of maintenance and replacements to use repaired or refurbished terminals by 2025 (with 87% already achieved in 2024). This initiative is promoted at the Group level, and the KPI is monitored quarterly. Customers return defective terminals, which are processed within Nexi's operations, analyzed, and refurbished whenever possible. Analysis projects on plastic use and biodiversity would highlight further streams of actions as relevant.

24. Disclosure of how target relates to resources (resource use and circular economy).



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24 (a,c,d). Disclosure of how target relates to increase of circular design, how target relates to minimisation of primary raw material and of how target relates to reversal of depletion of stock of renewable resources.

As of 2024, Nexi has no targets to report on how the target relates to increasing circular design, minimising primary raw materials, and reversing the depletion of renewable resource reserves. Nexi does not participate in the design of the equipment used in its operations. The necessary products supporting certain lines of business are sourced from well-known external providers and are not manufactured or designed in-house. Consequently, Nexi does not currently have targets related to increasing circular product design, such as design for durability, dismantling, reparability, or recyclability. However, Nexi has a long-term strategy to transition away from traditional hardware towards more sustainable equipment and digital-only solutions, which will facilitate a broader shift towards circularity in the future.

24 (b). Disclosure of how target relates to increase of circular material use rate.

Despite the context provided in ES-3 24 (a), Nexi is committed to extending the lifecycle of products acquired from terminals manufacturing suppliers beyond the warranty period they provide. To this end, Nexi has set a target to ensure that, by 2025, at least 80% of the maintenance and replacement of terminals for clients will be conducted using repaired or refurbished terminals. In 2024, 79% of the terminals delivered to customers consisted of refurbished devices.

24 (e). Disclosure of how target relates to waste management.

Nexi's operations have a well-established end-of-life equipment management process, which is a key highlight of our value chain. The waste, which results from a successful circularity process, is managed and recycled through certified partners, ensuring that even at the very end, waste is properly addressed, particularly plastics and batteries found in terminals.

25. Layer in waste hierarchy to which target relates.

Since no specific waste management targets have been defined at this time, a classification indicating the relevant level within the waste hierarchy has not yet been established.

26 (a;b;c). Disclosure of ecological threshold identified, and methodology used to identify ecological threshold, how it was determined and how responsibility for respecting identified ecological threshold is allocated (resource use and circular economy).

Nexi is managing a comprehensive mapping and analysis of all plastic materials used in Nexi's operations, including identifying the types, volumes, and applications of plastic. The aim is to identify focus areas for eco-friendly alternatives. This includes exploring green sourcing options and sustainable materials. The analysis will also evaluate the environmental impacts of these materials and align with broader sustainability targets. The analysis is planned within 2025.

Currently, Nexi has targets on POS circularity covering use of recycled plastic and digitalization for cards, as well as POS refurbishment to minimize waste of plastic and batteries and maximizing reuse/recycle of them in setting targets, Nexi did not define ecological thresholds but took the Group's broader sustainability goals into account.

27. The targets being set and presented are mandatory (required by legislation).

All the targets that Nexi has set relating to resource use and the circular economy are voluntary and not mandated by legislation.

ESRS 2 81. Disclosures to be reported if the undertaking has not adopted targets.

Nexi has not yet established a specific circular economy policy but monitors the effectiveness of its actions through structured processes. These include waste management in collaboration with certified partners, quarterly tracking of the repair and refurbishment of terminals (target: 80% by 2025), and regular evaluations of end-of-life measures for equipment. Despite the absence of a formal, exclusive policy, Nexi has set clear ambitions aligned with circular economy principles. These include reducing the use of non-renewable materials, promoting reuse, and recycling, and transitioning to sustainable sourcing and disposal practices. Progress is tracked both qualitatively and quantitatively, using indicators such as the proportion of refurbished terminals and milestones in ongoing initiatives, with 2024 serving as the baseline year for assessment.

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[E5-4] Resource inflows

30. Disclosure of information on material resource inflows.

The inflows of material resources in Nexi's upstream value chain primarily concern the procurement of payment terminals, ATMs, and payment cards, supplied by specialized manufacturers. These devices are made using materials such as plastic, metals, electronic components, and printed circuits, sourced from various suppliers along the production chain.

Payment terminals are electronic devices that enable the secure processing of card transactions by reading card information and communicating with the banking system to complete payments. The packaging of terminals is primarily made of cardboard, with recycled material content ranging from 25% to 100%, and plastic, with a recycled material content ranging from 0% to 100%.

ATMs, or Automated Teller Machines, are devices designed to facilitate banking operations such as cash withdrawals, balance inquiries, and deposits. In this case as well, Nexi relies on external manufacturers for procurement, involving a supply chain that includes the production and assembly of mechanical, electronic, and IT components.

Regarding payment cards, Nexi sources from companies specialized in card manufacturing, integrating chips and security technologies. The raw materials used for their production include PVC, polycarbonate, or alternative materials, such as metal, with an increasing share of recycled PVC.

31. When an undertaking assesses that resource inflows is a material sustainability matter, it shall disclose the following information about the materials used to manufacture the undertaking's products and services during the reporting period, in tonnes or kilogrammes.

The impacts, risks, and opportunities related to resource inflows for Nexi primarily affect the upstream value chain, specifically the supply chain, as Nexi sources physical products from specialized suppliers.

31 (a). Overall total weight of products and technical and biological materials used during the reporting period.

There is no manufacturing process in Nexi's operations, hence no biological materials (in any shape or form). Information regarding packaging can be found in disclosures E5-2-68a and E5-5-36c.

31 (b). Percentage of biological materials (and biofuels used for non-energy purposes).

This disclosure does not apply to Nexi's operations due to the nature of the business, which primarily provides payment and digital services and solutions. The necessary terminals to support certain lines of business are not manufactured in-house but are sourced from accredited providers, ensuring compliance with their licences to operate and all relevant environmental requirements. Specifically, regarding the plastic used in cards for operations where Nexi acts as the issuer, Nexi has initiated an analysis study that involves a comprehensive mapping and analysis of main plastic materials used in Nexi's operations, including the identification of types, volumes, and applications of plastic. The aim is to identify focus areas for eco-friendly alternatives. This includes exploring green sourcing options, sustainable materials, reducing plastic use and digitalization. The project will also evaluate the environmental impacts of these materials and align the strategy with broader sustainability targets. The project is expected to end in 2025.

31 (c). The absolute weight and percentage of secondary reused or recycled components, secondary intermediary products and secondary materials used to manufacture the undertaking's products and services (including packaging).

This disclosure does not apply to Nexi's operations due to the nature of the business, which primarily provides payment and digital services and solutions.

32. Description of methodologies used to calculate data and key assumptions used.

See disclosures ESRS E5, 11a.

AR 25. Description of how double counting was avoided and of choices made.

Not applicable to Nexi's operations - reference to disclosure E5-5-35.

[E5-5] Resource outflows

35. Description of the key products and materials that come out of the undertaking's production process.

Although Nexi does not have a manufacturing operation, principles of circular economy are applied to products from

original manufacturers. After the original manufacturer's warranty period, Nexi takes over the process and focuses on re-using, repairing, refurbishing, and recycling products used to enable its operations, achieving high success rates, as demonstrated in disclosure E5-3-24b.

36 (a). The expected durability of the products placed on the market by the undertaking, in relation to the industry average for each product group;

Product Group	Durability of the organization	Average durability of the sector	%
Attended terminals	5-6 years	N/A	N/A
Unattended terminals	7-8 years	N/A	N/A

(c) The rates of recyclable content in products and their packaging. (Please refer to AR.27 on the right side)

Product Group	% of recyclable content	% of recyclable content in packaging
Terminals	N/A	60%
Accessories	N/A	60%

The standard warranty period provided by suppliers is 48 months. Depending on the product and the vertical in which it is used, the average lifetime ranges from 5–6 years for attended terminals to 7–8 years for unattended terminals.

Nexi reports the percentage of packaging materials it adds to equipment after the original manufacturing cycle. This refers specifically to packaging introduced during Nexi's own repair process, which takes place after the original warranty period.

36 (b). Disclosure of the reparability of products.

The industry standard applied is either MTBF (Mean Time between failure) i.e., the average time between failures of a terminal or AFR (Annual Failure Rate) i.e., the percentage of units expected to fail within a year.

The MTBF or AFR per product is part of the configuration informed by the supplier and will form part of approval process prior to market introduction. The ratios are monitored locally/regionally on a regular basis, monthly and/or quarterly.

40. Description of methodologies used to calculate data (resource outflows).

For Nexi, the "waste generated" category mainly includes the disposal and treatment of waste derived from offices, IT materials, furniture, and terminals. The data was collected through the Climate Collect platform.

For legal entities that did not have primary data or did not provide the required data within the specified deadlines, estimates were made. These estimates are based on available data from 2023, 2022, and 2021, or, in the case of the first half of 2024, assuming the data is double the available data. In the absence of historical data (2021-2023), estimates were made using the number of employees as a proxy. The same methodology was applied to the classification of waste by type (hazardous/non-hazardous): when specific data was not available, the classification was assumed based on 2023 data, as no precise data is available for 2024.

In some cases, waste was collected in liters or cubic meters instead of tons. Since there are no specific guidelines for converting waste, but only for materials before disposal, multipliers were calculated to perform the conversion. In cases where density was used for the volume-to-weight conversion, the density value of the individual material (expressed in kg/l) was divided by 1000 to obtain the equivalent in tons.

For some waste composed of different material types (e.g., polymers), the average density of the most common material types in the collection was calculated. The conversion factors used are:

- 1 m³ = 1.2 tons (paper)
- 1 m³ = 1.17 tons (plastic - average calculated between polyamide [PA], polypropylene [PP], and both soft and hard polyvinyl chloride [PVC])
- 1 m³ = 1.16 tons (unsorted waste)



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TABLE 17 - WASTE (IN TONNES)

	Uom	2024
Diverted from disposal		
37. (b) Total	T	11,971.04
37. (b) Hazardous waste	T	2,346.13
37. (b) i. Preparation for reuse	T	0.01
37. (b) ii. Recycling	T	2,346.12
37. (b) iii. Other recovery operations	T	-
37. (b) Non-hazardous waste	T	9,624.91
37. (b) i. Preparation for reuse	T	0.70
37. (b) ii. Recycling	T	9,621.46
37. (b) iii. Other recovery operations	T	2.75
Directed to disposal		
37. (c) Total	T	893.25
37. (c) Hazardous waste	T	101.14
37. (c) i. Incineration	T	3.68
37. (c) ii. Landfill	T	0.14
37. (c) iii. Other disposal operations	T	97.32
37. (c) Non-hazardous waste	T	792.11
37. (c) i. Incineration	T	103.62
37. (c) ii. Landfill	T	270.97
37. (c) iii. Other disposal operations	T	417.52
37. (d) Non recycled waste	T	893.25
37. (d) Percentage of non-recycled waste	%	6.94%
37. Total waste generated	T	12,864.29

38 (a). Disclosure of waste streams relevant to undertaking's sector or activities.

The composition of waste generated by Nexi primarily includes electronics, plastic, and cardboard.

38 (b). Disclosure of materials that are present in waste.

The materials present in the waste generated include corrugated cardboard, combustible material, mixed electronics, foil material, precursor material, batteries, newspapers, cables, wood, graphic paper, polypropylene material, shredded paper, and plastic.

[E5-6] Potential financial effects from resource use and circular economy-related impacts, risks and opportunities

43. The disclosure shall include:

43 (a). Disclosure of quantitative and qualitative information about anticipated financial effects of material risks and opportunities arising from resource use and circular economy-related impacts.

The disclosure is subject to phase-in and is therefore not reported for the year 2024.

43 (b). Description of effects considered and related impacts (resource use and circular economy).

The disclosure is subject to phase-in and is therefore not reported for the year 2024.

43 (c). Disclosure of critical assumptions used in estimates of financial effects of material risks and opportunities arising from resource use and circular economy-related impacts.

The disclosure is subject to phase-in and is therefore not reported for the year 2024.

ENTITY SPECIFIC: Responsible Consumption Acceleration

Information on this material topic can be found in the Executive Summary, in section 4.3, paragraph 'Responsible Consumption Acceleration'.

Currently, Nexi does not have a policy in place to manage its relevant impacts, risks, and opportunities related to responsible marketing practices, as the identification process for this topic was conducted in 2024. Nexi is updating its policies to ensure alignment with ESRS requirements, formalizing public commitments and actions to manage the impacts, risks, and opportunities associated with the topics identified through the double materiality analysis.

For the 2024 reporting year, no quantitative metrics related to this material topic are available, as the identification process was carried out in 2024. The definition of such metrics is currently underway, and Nexi will present them in its future reports starting in 2026.

ESRS S1 Own workforce

[SBM3] Material impacts, risks and opportunities and their interaction with strategy and business model

14. All people in its own workforce who can be materially impacted by undertaking are included in scope of disclosure under ESRS 2.

Nexi believes that individuals within its own workforce are included within the scope of this disclosure.

The Group's workforce is not directly potentially affected by Nexi direct impacts on climate change, pollution, and microplastics, based on the nature and profile of Nexi operations. Potential impacts can only be connected to the wider environmental issues involving the wider humanity.

Diversity and gender equality are core principles that influence internal operations and the entire value chain.

Nexi's business conduct plays a key role, as any negative outcomes could potentially affect the company and its organisation. When it comes to the management of suppliers, Nexi extend attention to their workforce as we do to our own employees while our monitoring can only be indirect through due diligence.

14 (a). Description of types of employees and non-employees in its own workforce subject to material impacts.

All types: full and partial time, contractors, and workers in the value chain.

14 (b). Material negative impacts occurrence (own workforce).

All negative material impacts assessed were considered potential and, in all cases, related to individual incidents.

14 (c). Description of activities that result in positive impacts and types of employees and non-employees in its own workforce that are positively affected or could be positively affected.

Gender equality, training, and diversity were considered positive impacts for Nexi's workforce. These impacts are expected

to positively affect the workforce generating people motivation and engagement at work, trustable and fair working environment, sense of belong to the company, innovation and competence growth across all employees.

14 (d). Description of material risks and opportunities arising from impacts and dependencies on own workforce.

Its own workforce is a priority for Nexi, based on its principles and business profile. Such material topic and priority are not expected to change in the future based on the relative risks and impacts involved. Diversity and gender equality are represented in Nexi's materiality matrix as both negative and positive impacts, reflecting the organisation's commitment to keeping these topics at the core of its people-focused initiatives.

14 (e). Description of material impacts on workers that may arise from transition plans for reducing negative impacts on environment and achieving greener and climate-neutral operations.

There are no workforce-related impacts originating from Nexi's transition plans and decarbonisation levers by 2030.

14 (f-i). Information about type of operations at significant risk of incidents of forced labour or compulsory labour.

Not applicable to Nexi's operations.

14 (f-ii). Information about countries or geographic areas with operations considered at significant risk of incidents of forced labour or compulsory labour.

14 (g-i). Information about type of operations at significant risk of incidents of child labour.

14 (g-ii). Information about countries or geographic areas with operations considered at significant risk of incidents of child labour.

Not applicable to Nexi's operations. However, Nexi has assessments and controls in place aligning with all current regulations as well as conventions from the UN and EU.

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15. Disclosure of whether and how understanding of people in its own workforce with particular characteristics, working in particular contexts, or undertaking particular activities may be at greater risk of harm has been developed.

16. Disclosure of which of material risks and opportunities arising from impacts and dependencies on people in its own workforce relate to specific groups of people.

Not applicable to Nexi's operations.

[S1-1] Policies related to own workforce

ESRS 2 62. Disclosures to be reported in case the undertaking has not adopted policies.

Nexi's Human Rights Statement outlines the Group's commitments to respecting human and labour rights within its own workforce. A revised Human Rights Statement is currently being developed to ensure full alignment with the UN Guiding Principles on Business and Human Rights, the ILO Declaration on Fundamental Principles and Rights at Work, and the OECD Guidelines for Multinational Enterprises. The updated statement, set for completion in 2025, will strengthen Nexi's approach by detailing the processes and mechanisms in place to monitor compliance with these international standards.

20. Disclosure of general approach in relation to respect for human rights including labour rights, of people in its own workforce, engagement with people in its own workforce, measures to provide and (or) enable remedy for human rights impacts.

See above.

21. Disclosure of whether and how policies are aligned with relevant internationally recognised instruments.

See above.

23. Workplace accident prevention policy or management system is in place.

Nexi has a comprehensive workplace accident prevention policy and management system. Nexi committed to protecting the health and safety of its employees, ensuring compliance with national and international directives. Nexi promotes safe working environments, conducts regular assessments, and provides training and awareness programs to prevent workplace accidents.

24 (a). Specific policies aimed at elimination of discrimination are in place.

Nexi Group is committed to create a dynamic, diverse, and inclusive workplace, where everyone feels welcome and can disclose their full potential. Since 2023 Nexi Group established its DEI strategy and plan, and the work has since, and throughout 2024 been led by a cross functional DEI Board, sponsored by the Nexi Group Executive Committee. The DEI Board defines priorities, governs and ensures follow-through of the DEI plan.

Diversity is also one of the key topics addressed in the Group's ESG Strategy defined back in 2022 and includes specific DEI metrics e.g. related to percentage of women in managerial position. Nexi Group has initiated a DEI policy in 2024 (Nexi Group Diversity, Equity, and Inclusion ((DEI) Statement)), which will be formalised in 2025. The DEI policy includes the specific commitments among others to promote equal opportunities for all, as well as the non-discrimination commitment, strictly opposing all forms of unlawful discrimination across all aspects of employment. Discrimination, whether direct or indirect, based on perception, victimisation, or harassment, is not and will not be tolerated.

24 (b). Grounds for discrimination are specifically covered in policy.

In reference to AR. 15 and AR. 16, the Nexi DEI policy states the commitment to equality covering all employment practices, ensuring that no one faces discrimination based on characteristics such as age, disability, gender identity, marital status, pregnancy and maternity, race, religion, sexual orientation, country of origin, or any other irrelevant factor.



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24 (c). Disclosure of specific policy commitments related to inclusion and (or) positive action for people from groups at particular risk of vulnerability in own workforce.

The DEI policy highlights the commitment from Nexi Group to improve processes for specifically identified vulnerable groups of employees. This commitment includes improving the processes to better support such groups, and to on an ongoing basis assess to identify and address potential vulnerabilities. As per 2024 we don't have groups as such identified yet.

24 (d). Disclosure of whether and how policies are implemented through specific procedures to ensure discrimination is prevented, mitigated and acted upon once detected, as well as to advance diversity and inclusion.

According to the previous disclosure this will be implemented in 2025.

[S1-2] Processes for engaging with own workers and workers' representatives about impacts

27 (a, b, c, d, e). Disclosure of whether and how perspectives of its own workforce inform decisions or activities aimed at managing actual and potential impacts; whether the engagement occurs directly with the undertaking's own workforce or workers' representatives; the stage at which engagement occurs, type of engagement and frequency of engagement; the function and most senior role within the undertaking that has operational responsibility for ensuring that engagement happens and that results inform the undertaking's approach; Global Framework Agreement or other agreements related to respect for human rights of workers; and how the effectiveness of engagement with its own workforce is assessed.

While some key processes and practices addressing material impacts are embedded in the organisational culture, the structured enhancement and streamlining of these elements will be a key priority for 2025. This initiative will ensure a more comprehensive approach to preventing, mitigating, and remediating negative impacts while advancing opportunities that contribute to improved social outcomes for consumers and end-users, including the creation and implementation of a groupwide policy on the topic, including all necessary aspects, and also setting targets and other measurement metrics.

28. Disclosure of steps taken to gain insight into perspectives of people in its own workforce that may be particularly vulnerable to impacts and (or) marginalised.

Nexi Group has worked in 2024 with employee resource groups (ERGs) to both support, engage and ensure insights on needs related to these groups. These groups include women, LGBTI+ community and multicultural. The ERGs collect input and ensures dialogues with the group they represent on needs and perspectives and arrange different events during the year to work on these. The ERGs are represented in the DEI Board ensuring the needs and perspectives are discussed also on the Nexi Group level.

Furthermore the Nexi Group conducts a yearly engagement survey as well as ongoing lifecycle surveys (onboarding and exit) and collects input within these also on experiences and feedback within different group, through enabling go through of results by different demographics, like gender and age groups.

[S1-3] Processes to remediate negative impacts and channels for own workforce to raise concerns

32 (a). Disclosure of general approach to and processes for providing or contributing to remedy where undertaking has caused or contributed to a material negative impact on people in its own workforce.

Nexi has identified key material impacts that could affect its workforce in 2024, including climate change, gender inequality and pay gaps, diversity, corruption, corporate culture, and business conduct. Climate Change: Nexi focuses on education and its hybrid work model as key mitigation strategies. Gender Inequality and Pay Gaps: A dedicated human resources function is tasked with analysing and addressing remuneration disparities, ensuring fairness and equality across the organization. Diversity and Corporate Culture: Nexi applies dedicated resources and innovative approaches to foster diversity and drive the cultural transformation the organization seeks to achieve. Business Conduct and Corruption: Nexi prioritizes ethical behaviours and anti-bribery and corruption awareness, with group-wide awareness initiatives planned for 2025 to reinforce ethical business practices.



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32 (b). Disclosure of specific channels in place for its own workforce to raise concerns or needs directly with undertaking and have them addressed.

Although every employee has the right to approach their managers or human resources through appropriate channels at any time and in any form, Nexi also provides a whistleblowing mechanism as an additional channel for such purposes.

32 (c). Grievance or complaints handling mechanisms related to employee matters exist.

Not implemented as per 2024 and it will be assessed in 2025.

32 (d). Disclosure of processes through which undertaking supports or requires availability of channels.

Not applicable, as per disclosure requirement S1-3-32 (c).

32 (e). Disclosure of how issues raised and addressed are tracked and monitored and how effectiveness of channels is ensured.

Not applicable, as per disclosure requirement S1-3-32 (c).

33. Disclosure of whether and how it is assessed that its own workforce is aware of and trusts structures or processes as a way to raise their concerns or needs and have them addressed; and whether policies regarding protection against retaliation for individuals who use channels to raise concerns or needs are in place.

Workforce awareness of and trust in the whistleblowing channel as a reliable mechanism to raise concerns or needs is ensured. Information about the process and access to the tool are made readily available on the company intranet, included in organizational policies, and covered in early training sessions for new hires. Awareness is reinforced by managers during feedback sessions with their teams.

[S1-4] Taking action on material impacts on own workforce, and approaches to managing material risks and pursuing material opportunities related to own workforce, and effectiveness of those actions

37. Action plans and resources to manage its material impacts, risks, and opportunities related to its own workforce [see ESRS 2 – MDR-A].

During 2025, Nexi will elaborate and implement a specific process and action plan to manage material impacts, risks, and opportunities related to its own workforce, including metrics and targets.

38 (a, b, c, d). Description of action taken, planned or underway to prevent or mitigate negative impacts on own workforce; whether and how action has been taken to provide or enable remedy in relation to actual material impact; additional initiatives or actions with primary purpose of delivering positive impacts for own workforce; and how the effectiveness of actions and initiatives in delivering outcomes for own workforce is tracked and assessed.

During 2025, Nexi will elaborate and implement a specific process and action plan to manage material impacts, risks, and opportunities related to its own workforce, including metrics and targets.

39. In relation to paragraph 36, the undertaking shall describe the processes through which it identifies what action is needed and appropriate in response to a particular actual or potential negative impact on its own workforce.

During 2025, Nexi will elaborate and implement a specific process and action plan to manage material impacts, risks, and opportunities related to its own workforce, including metrics and targets.



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40 (a, b). Description of what action is planned or underway to mitigate material risks arising from impacts and dependencies on own workforce and how effectiveness is tracked; and of what action is planned or underway to pursue material opportunities in relation to own workforce

Nexi intends to create a more robust process to strengthen existing actions, as outlined in Disclosure 32a, and to introduce specific measures to address each material impact identified as relevant to the workforce. These actions will focus on mitigating material risks arising from the company's impacts and dependencies on its workforce. Furthermore, Nexi plans to pursue material opportunities by implementing targeted initiatives designed to enhance workforce well-being, engagement, and development. These measures will be developed and rolled out progressively throughout 2025, ensuring they effectively address both risks, opportunities and targets while contributing to a resilient and empowered workforce.

41. Disclosure of whether and how it is ensured that own practices do not cause or contribute to material negative impacts on own workforce.

Nexi does not currently have a specific process in place to ensure that its own practices do not cause or contribute to material negative impacts on its workforce. However, the workforce is a priority value for the organisation, and this consideration is indirectly integrated into the company's overall approach. Given the nature of Nexi's operations, there are no identified or foreseeable tensions arising from this relationship, at least as of 2024 and within a two-year time horizon.

43. Disclosure of resources are allocated to the management of material impacts.

As stated in disclosure requirement S1-4-40: a and 41, it will be defined in 2025.

ESRS 2 62. Disclosures to be reported if the undertaking has not adopted actions.

During 2025, Nexi will elaborate and implement a specific process and action plan to manage material impacts, risks, and opportunities related to its own workforce, including metrics and targets.

[S1-5] Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities

46. Targets set to manage material impacts, risks and opportunities related to own workforce [see ESRS 2 – MDR-T].

During 2025, Nexi will elaborate and implement a specific process and action plan to manage material impacts, risks, and opportunities related to its own workforce, including metrics and targets.

47 (a, b, c). Disclosure of whether and how own workforce or workforce representatives were engaged directly in setting targets, tracking performance against targets, and identifying lessons or improvements as a result of the undertaking's performance.

See disclosure requirement S1-37.



[S1-6] Characteristics of undertaking's employees

Total number of employees (head count) is 9,230.

50 (a). Characteristics of undertaking's employees - number of employees by gender.

TABLE 18 - TOTAL NUMBER OF EMPLOYEES (HEADCOUNT) BY GENDER

Number of employees	31 December 2024				
	Male	Female	Other	Not reported	Total
Total	5,292	3,937	-	1	9,230

51. Characteristics of undertaking's employees - information on employees by gender and country.

TABLE 19 - TOTAL NUMBER OF EMPLOYEES (HEADCOUNT) BY GENDER AND COUNTRY

Number of employees	31 December 2024				
	Male	Female	Other	Not reported	Total
Region 1 - Italy	2,101	1,387	-	-	3,488
Italy	2,101	1,387	-	-	3,488
Region 2 - EU	2,889	2,362	-	-	5,251
Denmark	546	375	-	-	921
Germany	618	391	-	-	1,009
Poland	484	487	-	-	971
Other countries within the EU	1,241	1,109	-	-	2,350
Region 3 - Extra EU	302	188	-	1	491
Countries outside of the EU	302	188	-	1	491

50 (b). Characteristics of undertaking's employees - information on employees by contract type and gender.

TABLE 20 - TOTAL NUMBER OF EMPLOYEES (HEADCOUNT) BROKEN DOWN BY CONTRACT TYPE AND GENDER

Number of employees	31 December 2024				
	Male	Female	Other	Not reported	Total
Total	5,292	3,937	-	1	9,230
Number of permanent employees	5,034	3,717	-	1	8,752
Number of temporary employees	258	220	-	-	478
Number of non-guaranteed hours employees	-	-	-	-	-

51. Characteristics of undertaking's employees - information on employees by contract type, gender and region.

TABLE 21 - TOTAL NUMBER OF EMPLOYEES (HEADCOUNT) BROKEN DOWN BY CONTRACT TYPE, GENDER AND REGION

Number of employees	31 December 2024				
	Male	Female	Other	Not reported	Total
Italy	2,101	1,387	-	-	3,488
Number of permanent employees	2,099	1,383	-	-	3,482
Number of temporary employees	2	4	-	-	6
Number of non-guaranteed hours employees	-	-	-	-	-
Europe	2,889	2,362	-	-	5,251
Number of permanent employees	2,646	2,152	-	-	4,798
Number of temporary employees	243	210	-	-	453
Number of non-guaranteed hours employees	-	-	-	-	-
Extra EU	302	188	-	1	491
Number of permanent employees	289	182	-	1	472
Number of temporary employees	13	6	-	-	19
Number of non-guaranteed hours employees	-	-	-	-	-



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50 (b). Characteristics of undertaking's employees - information on employees by contract type and gender.

TABLE 22 - TOTAL NUMBER OF EMPLOYEES (HEADCOUNT) BROKEN DOWN BY CONTRACT TYPE AND GENDER

Number of employees	31 December 2024				
	Male	Female	Other	Not reported	Total
Total	5,292	3,937	-	1	9,230
Full time	5,168	3,440	-	1	8,609
Part time	124	497	-	-	621
Non-guaranteed hours employees	-	-	-	-	-

51. Characteristics of undertaking's employees - information on employees by contract type, gender and region.

TABLE 23 - TOTAL NUMBER OF EMPLOYEES (HEADCOUNT) BROKEN DOWN BY CONTRACT TYPE, GENDER AND REGION

Number of employees	31 December 2024				
	Male	Female	Other	Not reported	Total
Italy	2,101	1,387	-	-	3,488
Full time	2,079	1,076			3,155
Part time	22	311			333
Europe	2,889	2,362	-	-	5,251
Full time	2,802	2,192			4,994
Part time	87	170			257
Extra EU	302	188	-	1	491
Full time	287	172		1	460
Part time	15	16			31

50 c). Number of employees who have left undertaking and percentage of employee turnover.

TABLE 24 - NUMBER AND TURNOVER RATE OF EMPLOYEES

Number and rate of employee turnover	as of 31 December 2024				
	Male	Female	Other	Not reported	Total
Terminated employees	448	355	-	-	803
Turnover rate	8.5%	9.0%	0.0%	0.0%	8.7%

50 (d). Description of methodologies and assumptions used to compile data (employees); whether employee numbers are reported in head count or full-time equivalent; and whether employee numbers are reported at the end of the reporting period, as an average, or using another methodology.

Numbers in headcount has been portrayed, which is defined as actively working at the company on an internal contract. End of the reporting period. Data for "non-guaranteed hours employees" are not available.

[S1-7] Characteristics of non-employees in undertaking's own workforce

The disclosure is subject to phase-in and is therefore not reported for the year 2024.

[S1-9] Diversity metrics

66 (a, b). Gender distribution in number (head count) and percentage of employees at top management level.

TABLE 25 - TOTAL NUMBER OF EMPLOYEES BY GENDER AND EMPLOYEE CATEGORY

Number of employees	31 December 2024				
	Male	Female	Other	Not reported	Total
Senior executives*	112	38	-	-	150
Managers	236	97	-	-	333
Other employees	4,944	3,802	-	1	8,747
Total	5,292	3,937	-	1	9,230
% of senior executives	1.2%	0.4%	-	-	1.6%
% of managers	2.6%	1.1%	-	-	3.6%
% of other employees	53.6%	41.2%	-	-	94.8%

* Senior Executives are defined as employees in bands A and B of the internal human resources management system. These bands include roles that may also be more than two levels below the administrative and supervisory.



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66 (b). Distribution of employees (head count) under 30 years old, between 30 and 50 years old, over 50 years old.

TABLE 26 - TOTAL NUMBER OF EMPLOYEES BY AGE GROUP AND EMPLOYEE CATEGORY*

Number of employees	31 December 2024			
	< 30	30-50	> 50	Total
Senior executives*	-	61	88	149
Managers	-	165	166	331
Other employees	935	5,059	2,621	8,615
Total	935	5,285	2,875	9,095
% of senior executives	-	0.7%	1%	1.6%
% of managers	-	1.8%	1.8%	3.6%
% of other employees	10.1%	54.8%	28.4%	93.3%

* Senior Executives are defined as employees in bands A and B of the internal human resources management system. These bands include roles that may also be more than two levels below the administrative and supervisory.

[S1-13] Training and skills development metrics

83 (a). Percentage of employees that participated in regular performance and career development reviews.

84. Average number and percentage of employees that participated in regular performance and career development reviews by employee category.

TABLE 27 - EMPLOYEES WHO PARTICIPATED IN PERIODIC PERFORMANCE AND CAREER DEVELOPMENT REVIEWS

Number of employees who participated in periodic performance and career development reviews	31 December 2024				
	Male	Female	Other	Not reported	Total
Senior executives	108	37	-	-	145
Managers	223	91	-	-	314
Other employees	4,374	3,433	8	-	7,815
Total	4,705	3,561	8	-	8,274
% of senior executives	96%	97%	-	-	97%
% of managers	94%	94%	-	-	94%
% of other employees	88%	90%	-	-	89%
% of employees	89%	90%	-	-	90%

8 The total number of employees in table 5 "Employees by gender and employee category" does not correspond to the total number of employees in table "Employees by age group and employee category" because the age group for 135 employees is not recorded.

83 (b). Average number of training hours per employee and by gender.

TABLE 28 - AVERAGE NUMBER OF TRAINING HOURS PER EMPLOYEE AND BY GENDER

Number of training hours per employee	31 December 2024				
	Male	Female	Other	Not reported	Total
Senior executives	1,568	660	-	-	2,228
Managers	4,303	2,280	-	-	6,583
Other employees	91,865	83,578	291	-	175,734
Total	97,736	86,518	291	-	184,545
Average number of training hours - Senior executives	14,0	17,4	-	-	14,9
Average number of training hours - Managers	18,2	23,5	-	-	19,8
Average number of training hours - Other employees	18,6	22	-	-	20,1
Average number of training hours - Total	18,5	22	-	-	20

Nexi launched the Paytech University in Dec. '23, creating new learning contents and reshaping the learning experience.

[S1-14] Health and safety metrics

While Nexi operates in a low-injury-risk environment, we remain vigilant in our commitment to workplace safety. Any serious incident could have significant consequences, making proactive monitoring and strict safeguards essential. We have implemented robust health and safety protocols, ensuring compliance with global standards while fostering a secure working environment. Our continuous improvements in this area underscore our commitment to employee well-being and risk prevention.

TABLE 29 - WORK-RELATED INJURIES AND ILLNESSES

	2024
88 (a). Percentage of own workers who are covered by health and safety management system based on legal requirements and (or) recognized standards or guidelines	100%
88 (b). Number of fatalities in own workforce as result of work-related injuries	0
88 (b). Number of fatalities in own workforce as result of work-related ill health	0
88 (c). Number of recordable work-related accidents for own workforce	10
88 (c). Rate of recordable work-related accidents for own workforce	0.75



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The percentage of own workers covered by a health and safety management system [88 (a)] includes both own employees and non-employees. The rest of the data refers exclusively to employees, as disclosure requirement is subject to phase-in for non-employees.

Data on work-related ill health and the number of days lost due to injuries, accidents, fatalities and work-related ill health are not reported for the year 2024, as such disclosure requirement is subject to phase-in.

[S1-15] Work-life balance metrics

Nexi recognises that a healthy work-life balance is essential for employee well-being, productivity, and engagement. Through internal monitoring and employee feedback, we continuously assess and enhance our policies to support flexi-

bility and well-being. Nexi actively provides tools and resources to promote flexible working arrangements, ensuring that employees can balance professional and personal commitments effectively.

TABLE 30 – FAMILY LEAVES

93 (a, b) Percentage of entitled employees that took family-related leaves	% of employees entitled to family-related leaves	% of entitled employees that took family-related leaves
Male	77.3%	20.5%
Female	75.7%	30.7%
Other	-	-
Not reported	-	-
Total	80.6%	23.6%

[S1-16] Remuneration metrics (pay gap and total remuneration) - general

97 (a). Gender pay gap.

98. Gender pay gap breakdown by employee category and/or country/segment.

TABLE 31 - GENDER PAY GAP (BROKEN DOWN BY GEOGRAPHIC AREA AND EMPLOYEE CATEGORY)

Compensation levels – base salary (€)	Senior executives			Managers			Other employees		
	Male	Female	%	Male	Female	%	Male	Female	%
Italy	196,738	161,214	18%	103,723	97,765	6%	54,641	49,880	9%
Denmark	246,292	194,817	21%	154,181	149,134	3%	93,926	87,228	7%
Greece	160,000	-	-	116,000	113,500	2%	33,074	25,183	24%
Germany	207,687	224,633	-8%	148,554	171,804	-16%	76,505	72,370	5%
Poland	167,686	77,199	54%	116,267	56,145	52%	30,995	21,611	30%
Finland	149,057	129,000	13%	121,654	99,570	18%	64,974	56,096	14%
Croatia	-	117,255	-	92,710	85,196	8%	38,473	36,773	4%
Norway	228,844	111,108	51%	130,616	113,207	13%	71,887	67,531	6%
Slovakia	107,600	-	-	107,600	99,000	8%	34,544	27,806	20%
Romania	153,324	-	-	-	-	-	22,120	21,157	4%
Sweden	198,736	182,642	8%	120,665	115,409	4%	56,307	59,167	-5%
Switzerland	207,552	-	-	-	-	-	104,410	104,224	0%
Serbia	-	-	-	-	-	-	159	124	22%
South Africa	-	-	-	-	-	-	64,037	57,217	11%
Slovenia	-	-	-	-	-	-	37,108	25,563	31%
Austria	162,120	-	-	191,586	-	-	70,941	72,140	-2%
Estonia	-	-	-	-	-	-	56,955	35,705	37%
Hungary	-	-	-	-	-	-	25,379	23,381	8%
United Kingdom	245,732	274,686	-12%	208,038	-	-	120,465	92,061	24%
France	215,000	190,015	12%	143,360	154,568	-8%	88,887	122,880	-38%
Belgium	-	-	-	190,724	-	-	80,164	68,690	14%
Total	189,026	166,257	12%	138,977	114,180	18%	56,601	54,949	3%

97 (b). Annual total remuneration ratio.

TABLE 32 – ANNUAL TOTAL REMUNERATION RATIO*

€	31 December 2024
Annual total remuneration of the highest paid individual	€ 3,000,000
Median annual total remuneration for all employees (excluding the highest-paid individual)	€ 55,431.3
Annual total remuneration ratio	54.1

* The perimeter indicated refers to Italy only, as the indicator for the reporting year 2024 was only monitored at national level.

97 (c). Disclosure of contextual information necessary to understand data, how data has been compiled and other changes to underlying data that are to be considered.

The perimeter indicated in the previous table refers to Italy only. Data reported in previous table doesn't include: LTI at target level and only Italian data without LTI and at target level.

[S1-17] Incidents, complaints and severe human rights impacts

A safe, respectful, and inclusive workplace is a core value at Nexi. Following reported harassment cases in 2023 that gained public attention, Nexi has reinforced the anti-harassment policies, reporting mechanisms, and preventive measures. Stake-

holder assessments confirm the high materiality of this issue, leading the Group to enhance protections, strengthen whistleblowing channels, and enforce strict accountability measures. Nexi ensures that all cases are handled with transparency, integrity, and a commitment to employee well-being.

TABLE 33 – INCIDENTS OF DISCRIMINATION

	as of 31 December 2024	
	UoM	Total
103 (a) Incidents of discrimination, including harassment	N.	1
103 (b) Complaints filed through channels for people in the undertaking's own workforce to raise concerns (including grievance mechanisms) and, where applicable, to the National Contact Points for OECD Multinational Enterprises related to the matters defined in paragraph 2 of this Standard, excluding those already reported above	N.	3
103 (c) Total amount of fines, penalties, and compensation for damages as a result of the incidents and complaints disclosed above, and a reconciliation of such monetary amounts disclosed with the most relevant amount presented in the financial statements	€	-

104 (a, b) Disclosure of information regarding identified cases of severe human rights incidents (e.g., forced labour, human trafficking or child labour).

With reference to 2024, there are no identified cases of serious human rights violations.





ESRS S2 Workers in the value chain

[SBM-2] Interests and views of stakeholders - general

45 (a-iii). Description of how stakeholder engagement is organised.

Nexi indirectly involves workers along the value chain through close collaboration with its suppliers. Through a responsible sourcing approach and ongoing dialogue with stakeholders, Nexi aims to mitigate potential risks and encourage the adoption of ethical labour practices throughout its supply chain.

[SBM-3] Material impacts, risks and opportunities and their interaction with strategy and business model

11. All value chain workers who can be materially impacted by undertaking are included in scope of disclosure under ESRS 2.

All workers providing essential services to Nexi, along with the majority of their services, are part of Nexi's value chain and could, to some extent, be impacted by Nexi's material topics.

11 (a). Description of types of value chain workers subject to material impacts.

A thorough analysis of Nexi's workers in the value chain will be performed throughout 2025 across the organisation. For the time being, Nexi highlights that the most exposed and relevant workers are those connected to its core activities, which can be summarised as technology intelligence and service providers, workers of outsourced critical infrastructure, and, to a lesser extent, those involved in the manufacturing of capital goods used by Nexi to support its core operations.

Nexi has some workers operating on its sites who are not part of its own workforce, specifically temporary technology consultants engaged on a project basis. Additionally, there are workers employed by entities in Nexi's downstream value chain, providing services such as outsourced and occasional logistics, as well as manufacturing operations.

11 (b). Disclosure of geographies or commodities for which there is significant risk of child labour, or of forced or compulsory labour, among workers in undertaking's value chain.

As of 2024, these workers are not present in Nexi's operations or geographic locations.

11 (c). Material negative impacts occurrence (value chain workers).

As of 2024, these workers are not present in Nexi's operations or geographic locations.

11 (d). Description of activities that result in positive impacts and types of value chain workers that are positively affected or could be positively affected.

As of 2024, no assessment was conducted in such regard.

11 (e). Description of material risks and opportunities arising from impacts and dependencies on value chain workers.

As of 2024, no assessment has been conducted in this regard. Nexi maintains and monitors a map of critical dependency suppliers across various geographies, ensuring that dependency risks are mitigated. However, Nexi has not yet conducted a comprehensive operational resilience study focused on its value chain.

[S2-1] Policies related to value chain workers

17. Description of relevant human rights policy commitments relevant to value chain workers.

A thorough analysis of Nexi's workers in the value chain will be conducted throughout 2025 across the organisation, formally identifying all human rights impacts and opportunities. However, due to Nexi's operational nature, geographies, values, policies, and internal controls, such risks can be considered almost non-existent.

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17 (a). Disclosure of general approach in relation to respect for human rights relevant to value chain workers.

See disclosure 11a, 17, 17b.

17 (b). Disclosure of general approach in relation to engagement with value chain workers.

Despite having structured and organised procurement functions, as of 2024, Nexi does not have a formalised process in place for supplier management as a portfolio management analysis and effort. Therefore, Nexi does not yet have a structured supplier management process. However, as disclosed in Disclosures 11a and 17, this process will be designed throughout 2025.

17 (c). Disclosure of general approach in relation to measures to provide and (or) enable remedy for human rights impacts.

See disclosure 11a, 17, 17b.

18. Disclosure of policies explicitly address trafficking in human beings, forced labour or compulsory labour and child labour.

See disclosure 11a, 17, 17b.

18. Disclosure of a supplier code of conduct.

As of 2024, Nexi has a Supplier Code of Conduct in place, active in its major regions. The Code of Conduct is aimed at ensuring a safe working environment that complies with the highest standards of human rights protection. Suppliers must ensure safe working conditions, healthy environments and respect for trade union rights, preventing all forms of discrimination, exploitation or threats. They must also take strict measures against modern slavery, human trafficking, forced and child labour, respecting the international standards of the International Labour Organisation (ILO) and ensuring that the minimum age for employment is not below regulatory limits. In 2025, legal and commitment instruments regarding suppliers will be organised and implemented across the entire group, unifying processes and documents. The current Codes of Conduct can be found on Nexi's webpage.

19. Disclosure of whether and how policies are aligned with relevant internationally recognised instruments.

See disclosure 11a, 17, 17b.

19. Disclosure of extent and indication of nature of cases of non-respect of the UN Guiding Principles on Business and Human Rights, ILO Declaration on Fundamental Principles and Rights at Work or OECD Guidelines for Multinational Enterprises that involve value chain workers.

No cases reported as per FY2024.

[S2-2] Processes for engaging with value chain workers about impacts

As of 2024, Nexi is not directly involved in the management of workers in its value chain. This process has not yet been established or implemented. However, efforts will be made to develop and implement such a process throughout 2025, ensuring that key aspects are properly addressed.

[S2-3] Processes to remediate negative impacts and channels for value chain workers to raise concerns

27 (a). Disclosure of general approach to and processes for providing or contributing to remedy where undertaking has identified that it connected with a material negative impact on value chain workers. 27 (b). Disclosure of specific channels in place for value chain workers to raise concerns or needs directly with undertaking and have them addressed. 27 (c). Disclosure of processes through which undertaking supports or requires availability of channels. 27 (d). Disclosure of how issues raised and addressed are tracked and monitored and how effectiveness of channels is ensured.

See disclosure 11a, 17, 17b.

Nexi has established a whistleblowing mechanism with dedicated channels to facilitate reporting while ensuring that whistleblowers are protected from retaliation. The Group-wide whistleblowing policy provides a secure and confidential system for reporting concerns, including designated channels and a standardized process for reviewing and assessing reports. This policy applies throughout the entire value chain, including and encompasses suppliers,

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contractors, subcontractors, employees, former employees, managers, shareholders and collaborators. It, and associates. The policy is publicly available on the website and is communicated internally via the intranet. It addresses a broad range of violations, including regulatory breaches in financial services, fraud against public institutions or the European Union, competition and corporate tax violations, offences under Legislative Decree 231/2001, as well as labour law violations such as harassment, bullying, and discrimination. The whistleblowing channel is accessible for reporting, although there are currently no specific processes in place to verify employee awareness or access to this channel throughout the value chain.

28. Disclosure of whether and how it is assessed that value chain workers are aware of and trust structures or processes as way to raise their concerns or needs and have them addressed.

See disclosure 11(a), 17, 17(b), 27 (a, b, c, d).

28. Policies regarding protection against retaliation for individuals that use channels to raise concerns or needs are in place.

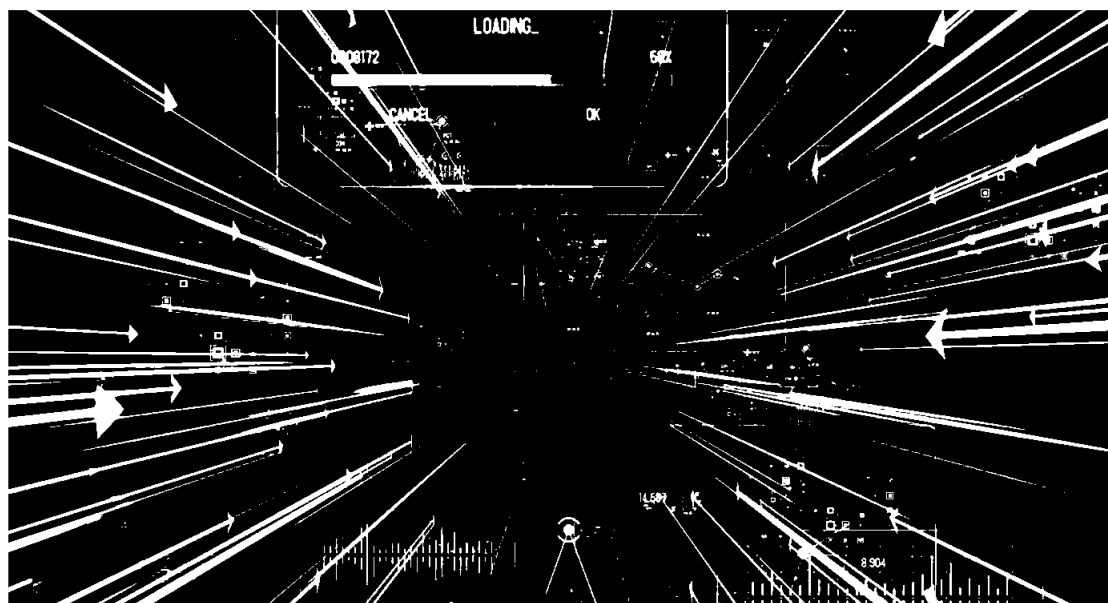
See disclosure 11(a), 17, 17(b), 27 (a,b,c,d):

[S2-4] Taking action on material impacts on value chain workers, and approaches to managing material risks and pursuing material opportunities related to value chain workers, and effectiveness of those actions

Currently, this information is not available, as Nexi reports on this matter only at the topic level. Future disclosures may be considered as reporting practices evolve and more detailed data becomes available.

[S2-5] Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities

Currently, this information is not available, as Nexi reports on this matter only at the topic level. Future disclosures may be considered as reporting practices evolve and more detailed data becomes available.



ESRS S4 Customers and end-users

[SBM-3] Material impacts, risks and opportunities and their interaction with strategy and business model

10. Disclosure of whether all consumers and end-users who can be materially impacted by undertaking are included in scope of disclosure under ESRS 2.

Not applicable to Nexi's operations.

10 (a). Description of the type of consumers and end-users subject to material impacts.

Not applicable to Nexi's operations, as shown in Nexi's materiality matrix and Consumers and end users' disclosures, as well as its value chain map.

10 (b). Material negative impacts occurrence (consumers and end-users)

Not applicable to Nexi's operations, as shown in Nexi's materiality matrix and Consumers and end users' disclosures, as well as its value chain map.

10 (c). Description of activities that result in positive impacts and types of consumers and end-users that are positively affected or could be positively affected.

Nexi considers "Digitalising Society" as potential positive impact on consumers and end-users since digital payments bring economic, social and environmental benefits in the society. Economic benefits: more productivity, efficiency and innovation; Social: transparency in payment, security for people vs cash, better services and quality of life; Environment: it is demonstrated that digital payments in average have much lower CO2e than cash payment transactions, as part of Nexi research study together with EDPIA association and Oxford Economics.

So, this sector-specific material topic has been part of Nexi's materiality matrix since 2022. With more accurate data, Nexi plans to reassess such topics in 2026.

10 (d). Description of material risks and opportunities arising from impacts and dependencies on consumers and end-users.

As shown in the financial materiality assessment, privacy and responsible marketing practices emerged as risks arising from dependencies with consumers and end users.

11. Disclosure of whether and how understanding of how consumers and end-users with particular characteristics, working in particular contexts, or undertaking particular activities may be at greater risk of harm has been developed.

Not applicable to Nexi's operations.

12. Disclosure of which of material risks and opportunities arising from impacts and dependencies on consumers and end-users are impacts on specific groups

Privacy risk relates mainly to consumers and end users.

[S4-1] Policies related to consumers and end-users

ESRS 2 62. Disclosure of reasons for not having adopted policies.

Some key processes and practices addressing material impacts related to consumers and end-users are embedded in Nexi's culture. However, an ongoing initiative inside the organization will further enhance and formalize a comprehensive approach to managing these material impacts. Nexi expects that the initiative will be completed in 2026.

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16 (a, b, c). Description of relevant human rights policy commitments relevant to consumers and/or end-users. Disclosure of general approach in relation to respect for human rights of consumers and end-users, engagement with consumers and/or end-users, measures to provide and (or) enable remedy for human rights impacts.

Nexi's Human Rights Statement outlines the Group's commitments to respecting human and labor rights of its consumers and end-users. A revised Human Rights Statement is currently being developed to ensure full alignment with the UN Guiding Principles on Business and Human Rights, the ILO Declaration on Fundamental Principles and Rights at Work, and the OECD Guidelines for Multinational Enterprises. The updated statement, set for completion in 2025, will strengthen Nexi's approach by detailing the processes and mechanisms in place to monitor compliance with these international standards.

17. Description of whether and how policies are aligned with relevant internationally recognised instruments. Disclosure of extent and indication of nature of cases of non-respect of the UN Guiding Principles on Business and Human Rights, ILO Declaration on Fundamental Principles and Rights at Work or OECD Guidelines for Multinational Enterprises that involve consumers and/or end-users.

Some key processes and practices addressing material impacts related to consumers and end-users are embedded in Nexi's culture. However, an ongoing initiative inside the organization, will further enhance and formalize a more comprehensive approach to managing these material impacts.

[S4-2] Processes for engaging with consumers and end-users about impacts

20 (a). Disclosure of whether and how perspectives of consumers and end-users inform decisions or activities aimed at managing actual and potential impacts and whether engagement occurs with consumers and end-users or their legitimate representatives directly, or with credible proxies.

Nexi adopts the Net Promoter Score (NPS) methodology to collect feedback from its customers on a regular base. Based on the customer's feedback Nexi is able to understand the customer's main issues and needs.

20 (b). Disclosure of stage at which engagement occurs, type of engagement and frequency of engagement.

Based on NPS methodology Nexi surveys its customers any time they get in contact with Nexi (as a non-exhaustive example: Contact Center, Digital properties, technicians etc.) and / or at least twice a year.

20 (c). Disclosure of function and most senior role within undertaking that has operational responsibility for ensuring that engagement happens and that results inform undertakings approach.

The Customer Centricity unit (reporting to Group Operations Transformation) is responsible for collecting the customers' feedback, analyzing them and providing insights to the business units. The business units are responsible to define and set up initiatives to improve the customer experience. Nexi is able to verify whether the improvement initiative positively affected the customer experience by keep surveying its customers and measuring the increase of the NPS score.

20 (d). Disclosure of how effectiveness of engagement with consumers and end-users is assessed.

Given the nature of Nexi's operations, the key measure of customer satisfaction is the Net Promoter Score (NPS), as well as all interactions that occur throughout the client's journey during their relationship with Nexi. This includes all stages and potential communication channels. All results, whether structured, such as those derived from NPS, or incidental, such as feedback from customer service, undergo a process of trend identification and root cause analysis. This approach enables the development of structured problem-solving methods and systemic improvements across operations, where applicable. By ensuring that trends and root causes are identified and addressed, these insights are converted into effective, root-cause solutions.



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21. Disclosure of steps taken to gain insight into perspectives of consumers and end-users/consumers and end-users that may be particularly vulnerable to impacts and (or) marginalized.

In 2025, Nexi will revise, update, and/or approve internal policies to incorporate the latest regulatory requirements and strategic elements. It includes identifying areas where existing policies need reinforcement or modification to reflect new sustainability, governance, and operational goals. The aim is to ensure that Nexi's policies fully support its long-term vision and comply with evolving industry standards and regulations, thereby strengthening the framework for accountability and operational consistency across the organization.

[S4-3] Processes to remediate negative impacts and channels for consumers and end-users to raise concerns

25 (a). Disclosure of general approach to and processes for providing or contributing to remedy where undertaking has identified that it connected with a material negative impact on consumers and end-users.

Group Policies: This disclosure will be addressed by a structured project, which is already ongoing within the organisation. The project entails the revision, updating, and/or approval of Nexi's internal policies to incorporate the latest regulatory requirements and strategic elements stemming from its Transformational Programme. It includes identifying areas where existing policies need reinforcement or modification to reflect new sustainability, governance, and operational goals. The aim is to ensure that Nexi's policies fully support its long-term vision and comply with evolving industry standards and regulations, thereby strengthening the framework for accountability and operational consistency across the organisation. This project is expected to run from October 2024 until March 2025, ensuring the adoption of all necessary new policies and improvement of existing ones.

25 (b). Disclosure of specific channels in place for consumers and end-users to raise concerns or needs directly with undertaking and have them addressed.

Consumers and end users can access various communication channels within Nexi's operations, which are widely disclosed and made available across all the Group's informational platforms. These are also detailed in materials shared specifically with clients. As NPS serves as a key satisfaction measurement tool, Nexi maintains a robust and well-established customer service operation dedicated to assisting its clients and users.

In Business-to-Business-to-Consumer (B2B2C) operations, this support can also be facilitated through the communication channels of Nexi's clients, particularly when they manage the relationships with end users. Additionally, Nexi provides an open whistleblowing mechanism accessible to any party. This mechanism is fully operational, widely communicated, and available through the Group's communication channels and platforms.

25 (c). Disclosure of processes through which undertaking supports or requires availability of channel.

As outlined in disclosure S4-3-25.b., in certain operations where Nexi operates in roles that are not directly visible or where there is no direct relationship with end users, the ownership of these relationships lies with Nexi's clients. However, end users can still benefit from communication channels provided by both organisations.

25 (d). Disclosure of how issues raised and addressed are tracked and monitored and how effectiveness of channels is ensured.

The main structure of the process is outlined in disclosure S4-2-20.d., with several internal mechanisms ensuring that processes are effectively monitored and tracked. Furthermore, in B2B relationships, quality and control terms and conditions are in place to define and assure each party's role in the operations. These include established Service Level Agreements (SLAs) and other commercial and internal details and processes.

26. Disclosure of whether and how it is assessed that consumers and end-users are aware of and trust structures or processes as way to raise their concerns or needs and have them addressed. Policies regarding protection against retaliation for individuals that use channels to raise concerns or needs are in place.

When clients are businesses, all relevant processes are described, agreed upon, and managed contractually, adhering to high-quality standards and ensuring full transparency. In cases where operations involve a B2B2C model, Nexi applies the same level of transparency as outlined in its communication channels. Additionally, complaints and specific matters raised by clients are addressed on a case-by-case basis with the same commitment to clarity and accountability. Nexi is currently in the process of developing and establishing an adequate and specific policy to address such matters comprehensively. This effort is part of a structured project already underway within the organisation. The project aims to review, update, and, where necessary, approve Nexi's internal policies



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to align with the latest regulatory requirements and strategic priorities arising from its Transformational Programme. The project includes identifying areas where existing policies require reinforcement or modification to incorporate new sustainability, governance, and operational objectives. By doing so, Nexi seeks to ensure its policies fully support its long-term vision and comply with evolving industry standards and regulations, thereby strengthening the organisation's accountability framework and operational consistency. This initiative is scheduled to run from October 2024 to March 2025, during which time Nexi will implement all necessary new policies and improve existing ones to reflect its commitment to continuous improvement and alignment with best practices.

[S4-4] Taking action on material impacts on consumers and end-users, and approaches to managing material risks and pursuing material opportunities related to consumers and end-users, and effectiveness of those actions

30. Action plan and resources to manage its material impacts, risks, and opportunities related to consumers and end-users [see ESRs 2 MDR-A]

Not applicable to Nexi's operations.

31 (a). Description of action planned or underway to prevent, mitigate or remediate material negative impacts on consumers and end-users.

Nexi Group places the customer at the centre of its operations, with daily activities, product development, and innovation efforts designed to address customer needs. The organisation employs various mechanisms to prevent or mitigate negative impacts, including comprehensive customer satisfaction surveys and monitoring the Net Promoter Score (NPS) to assess and address consumer feedback proactively. Surveys are regularly conducted to gather insights from customers and competitors, including specialised studies such as those on e-commerce merchants or new service concepts like merchants' loyalty programmes and Soft POS. Furthermore, complaints are closely managed to resolve issues promptly and enhance consumer experiences. Nexi also fosters dialogue with partner banks through dedicated meetings and webinars, aligning strategies for improving digital payment services and addressing potential risks.

31 (b). Description of whether and how action has been taken to provide or enable remedy in relation to an actual material impact.

Nexi Group actively seeks to address actual material impacts through the management of complaints and the implementation of targeted initiatives to remedy identified issues. For example, the redesign of the customer satisfaction survey process in Italy expanded sample sizes significantly, ensuring a more accurate understanding of consumer needs. This feedback informs immediate corrective measures where necessary. Furthermore, satisfaction surveys for issuing customers (card holders) led to a sustainable reforestation initiative, where each completed survey contributed to tree planting in Tanzania, combining consumer engagement with a positive social and environmental outcome.

31 (c). Description of additional initiatives or processes with primary purpose of delivering positive impacts for consumers and end-users.

Nexi Group has undertaken several initiatives aimed at improving social outcomes for its consumers and end-users. This includes the extension of the NPS monitoring to most of the countries where Nexi operates, the introduction of dedicated studies for e-commerce merchants, and participation in industry events such as the Ecommerce Expo in Berlin. Additionally, Nexi has promoted sustainability awareness through activities like donating to the Global Climate Institute as part of its satisfaction survey programme. These efforts highlight Nexi's commitment to delivering value to its customers while positively impacting broader societal outcomes.

31 (d). Description of how effectiveness of actions or initiatives in delivering outcomes for consumers and end-users is tracked and assessed.

The effectiveness of these actions and initiatives is tracked through continuous monitoring of the NPS, as well as customer satisfaction surveys conducted quarterly and across various regions. By analysing survey results and comparing them with competitor benchmarks, Nexi can measure improvements in consumer experiences and identify areas for further enhancement. The group also evaluates the impact of specific initiatives, such as webinars and industry expos, to ensure they contribute meaningfully to customer satisfaction and engagement. Considering all topics of this disclosure, the organisation acknowledges that the current approach requires further refinement. An ongoing project for 2025 aims to address any new material topics identified through the latest double materiality assessment. This project includes the development of a comprehensive policy for consumer and end-user engage-

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ment and impact management, ensuring that Nexi continues to meet evolving expectations and sustainability goals effectively.

32 (a). Description of approach to identifying what action is needed and appropriate in response to particular actual or potential material negative impact on consumers and end-users.

As of 2024, the organisation does not yet have a comprehensive process in place to address all material topics identified during the double materiality process. However, some material issues have long been embedded within our organisational culture and customer care processes, such as mitigating business continuity risks, preventing cybersecurity threats and data breaches, and ensuring customer trust. These topics are addressed proactively due to the regulated nature of Nexi's industry and adherence to high-quality and security standards. In 2025, a cross-functional working group will be established to enhance and formalise these processes, ensuring a systematic and structured approach to identifying and addressing both actual and potential negative impacts on consumers and end-users.

32 (b). Description of approach to taking action in relation to specific material impacts on consumers and end-users.

To mitigate specific negative impacts such as business continuity disruptions, cybersecurity risks, and data breaches, Nexi leverages existing frameworks rooted in the Group's operational and commercial practices. Nexi's regulatory compliance requirements drive the adoption of strong security protocols and quality standards, ensuring that product design, marketing, and sales meet rigorous benchmarks. Although these approaches are well-ingrained, the cross-functional working group in 2025 will focus on streamlining these efforts, exploring collaborative industry actions, and ensuring alignment with the Group's broader sustainability goals.

32 (c). Description of approach to ensuring that processes to provide or enable remedy in event of material negative impacts on consumers and end-users are available and effective in their implementation and outcomes.

While the organisation already has mechanisms to address issues such as cybersecurity incidents and service disruptions, the Group recognises the need to enhance and formalise

these remediation processes to ensure they are accessible and effective for consumers and end-users. The 2025 working group will prioritise the development of clear pathways to provide or enable remedies, with a focus on transparency, accountability, and measurable outcomes. This effort will align remediation efforts with best practices, ensuring that negative impacts are addressed comprehensively. In conclusion, while some key processes and practices addressing material impacts are embedded in the organisational culture, the structured enhancement and streamlining of these elements will be a key priority for 2025. This initiative will ensure a more comprehensive approach to preventing, mitigating, and remediating negative impacts while advancing opportunities that contribute to improved social outcomes for consumers and end-users, including the creation and implementation of a groupwide policy on the topic, including all necessary aspects, and also setting targets and other measurement metrics.

33 (a). Description of what action is planned or underway to mitigate material risks arising from impacts and dependencies on consumers and end-users and how effectiveness is tracked.

Actions planned to mitigate privacy risk are the implementation of a program to improve the deletion of personal data based on the security measures in place, the status of the application and the history of the data and to bolster data protection measures, while to mitigate risks related to responsible marketing practices, Nexi must adhere to general best practices that prioritize ethical and transparent communication.

33 (b). Description of what action is planned or underway to pursue material opportunities in relation to consumers and end-users.

Nexi will continue pursuing actions to enhance key material topics that may directly or indirectly impact its consumers and end-users, such as data security, cybersecurity, quality, privacy, and marketing practices. Nexi has adopted policies and governance on IT and privacy, defining specific cybersecurity targets aimed at ensuring resilience and business continuity. The implementation of these measures is monitored and reported regularly to the Management. In addition, Nexi acts proactively in developing innovative solutions leveraging on the latest ML/AI technologies helping detecting potential frauds in advance. Further, Nexi is contributing to enhance consumers' awareness on frauds risk and potential risk scenario of frauds through dedicated partnership actions with security institution (ref to Italy) and comprehensive media podcasts on conscious behaviours against frauds. Finally, Nexi manages accurate re-



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view of marketing contents and messages in connection with ESG facts & figures with the involvement of all relevant internal functions with ultimate aim to provide reliable and trustable information about its own solutions and performances.

34. Disclosure of whether and how it is ensured that own practices do not cause or contribute to material negative impacts on consumers and end-users.

While some key processes and practices addressing material impacts are embedded in the organisational culture, the structured enhancement and streamlining of these elements will be a key priority for 2025. This initiative will ensure a more comprehensive approach to preventing, mitigating, and remediating negative impacts while advancing opportunities that contribute to improved social outcomes for consumers and end-users, including the creation and implementation of a groupwide policy on the topic, including all necessary aspects, and also setting targets and other measurement metrics. Please see disclosure requirement S4-4-32.

35. Disclosure of severe human rights issues and incidents connected to consumers and/or end-users.

Not applicable to Nexi's operations and business models.

37. Disclosure of resources allocated to management of material impacts.

While some key processes and practices addressing material impacts are embedded in our organisational culture, the structured enhancement and streamlining of these elements will be a key priority for 2025. This initiative will ensure a more comprehensive approach to preventing, mitigating, and remediating negative impacts while advancing opportunities that contribute to improved social outcomes for consumers and end-users, including the creation and implementation of a groupwide policy on the topic, including all necessary aspects, and also setting targets and other measurement metrics. Please see disclosure S4-4-32.

[S4-5] Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities (consumers and end-users)

40. Targets to manage its material impacts, risks and opportunities related to consumers and/or end-users [see ESRS 2 MDR-T] ESRS 2 81.

While some key processes and practices addressing material impacts are embedded in the organisational culture, the structured enhancement and streamlining of these elements will be a key priority for 2025. This initiative will ensure a more comprehensive approach to preventing, mitigating, and remediating negative impacts while advancing opportunities that contribute to improved social outcomes for consumers and end-users, including the creation and implementation of a groupwide policy on the topic, including all necessary aspects, and also setting targets and other measurement metrics. Please see disclosure S4-4-32.

41 (a, b, c). Disclosure of whether and how consumers and end-users were engaged directly in setting targets, tracking performance against targets and in identifying lessons or improvements as result of undertaking's performance.

Not applicable for FY24.



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ENTITY SPECIFIC: Digitalising society

Information on this material topic can be found in the Executive Summary, in section 4.3, section *"Society digitalisation and progress"*.

Currently, Nexi does not have a policy or actions in place to manage its relevant impacts, risks, and opportunities related to the digitalization of society, as the identification process for this topic was conducted in 2024. Nexi is updating its policies to ensure alignment with ESRS requirements, formalizing public commitments and actions to manage the impacts, risks, and opportunities associated with the topics identified through the double materiality analysis.

ENTITY SPECIFIC: Responsible marketing practices

Information on this material topic can be found in the Executive Summary, in section 4.3, section *"Responsible marketing practices"*.

Currently, Nexi does not have a policy or actions in place to manage its significant impacts, risks, and opportunities related to responsible marketing practices, as the identification process for this topic was carried out in 2024. Nexi is updating its policies to ensure alignment with the requirements set by the ESRS, formalizing public commitments and actions to manage the impacts, risks, and opportunities associated with the topics identified through the double materiality analysis.

This material topic is primarily qualitative in nature, as it involves aspects that are difficult to measure using standardized numerical indicators. For this reason, Nexi considers the adoption of a quantitative metric neither appropriate nor representative of its actual relevance, favoring instead a descriptive and context-based approach.

ENTITY SPECIFIC: NPS & complaints

Information on this material topic can be found in the Executive Summary, in section 4.3, section *"Customer centricity"*. Currently, Nexi does not have a policy or actions in place to manage its relevant impacts, risks, and opportunities related to NPS and complaints, as the identification process for this topic was conducted in 2024. Nexi is updating its policies to ensure alignment with ESRS requirements, formalizing public commitments and actions to manage the impacts, risks, and opportunities associated with the topics identified through the double materiality analysis.

Regarding complaints, the Group considers that the information covered by the indicators described above meets the criteria to qualify for the provision set out in ESRS 1 – Section 7.7, *"Classified and sensitive information and information on intellectual property, know-how, or innovation results."*

ENTITY SPECIFIC: Technology Transformation

Information on this material topic can be found in the Executive Summary, in section 4.3, section *"Responsible Artificial Intelligence in Business"*.

Currently, Nexi does not have a policy or actions in place to manage its relevant impacts, risks, and opportunities related to technological transformation, as the identification process for this topic was conducted in 2024. Nexi is updating its policies to ensure alignment with ESRS requirements, formalizing public commitments and actions to manage the impacts, risks, and opportunities associated with the topics identified through the double materiality analysis.

The Group considers that the information covered by the indicators described above meets the criteria to qualify for the provision set out in ESRS 1 – Section 7.7, *"Classified and sensitive information and information on intellectual property, know-how, or innovation results."*

ENTITY SPECIFIC: Responsible AI applied to business

Information on this material topic can be found in the Executive Summary, in section 4.3, section *"Technology Transformation"*.

Currently, Nexi does not have a policy or actions in place to manage its relevant impacts, risks, and opportunities related to responsible artificial intelligence applied to business, as the identification process for this topic was conducted in 2024. Nexi is updating its policies to ensure alignment with ESRS requirements, formalizing public commitments and actions to manage the impacts, risks, and opportunities associated with the topics identified through the double materiality analysis. This material topic is predominantly qualitative in nature, as it involves aspects that are difficult to measure using standardized numerical indicators. For this reason, Nexi considers the adoption of a quantitative metric neither appropriate nor representative of its actual relevance, favoring instead a descriptive and contextualized approach.

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ENTITIY SPECIFIC: Privacy

Information on this material topic can be found in the Executive Summary, in section 5.3, section "Cybersecurity & data breaches".

Nexi will continue to pursue actions to improve key material topics that may have a direct or indirect impact on its consumers and end users, such as privacy, data security, and cybersecurity. Nexi has implemented IT and privacy policies and governance, defining specific cybersecurity objectives aimed at ensuring resilience and business continuity. The implementation of these measures is regularly monitored and reported to Management.

The Group considers that the information covered by the indicators described above meets the criteria to qualify for the provision set out in ESRS 1 – Section 7.7, "Classified and sensitive information and information on intellectual property, know-how, or innovation results."

ESRS G1 Business conduct

[GOV-1] Role of administrative, supervisory and management bodies

5 (a). Disclosure of role of administrative, management and supervisory bodies related to business conduct.

- **Board of Directors:** it holds full powers concerning the ordinary and extraordinary management of the Company and may perform all actions deemed suitable for the purposes of achieving corporate goals, excluding the powers reserved for the Shareholders' Meeting by the law or by the company's Articles of Association. The Board of Directors pursues the sustainable success of the Nexi Group, focusing on creating value for shareholders in the medium and long term. The Board of Directors plays a key role in the corporate structure, setting out and pursuing the Company's strategic, business and financial objectives and verifying the existence of the necessary controls for monitoring the Company's performance. The Board of Directors guides the Issuer by establishing specific guidelines for performance of the activities of the Issuer and, where applicable, of its subsidiaries, by approving specific policies such as, among others, the Dialogue Policy, the Diversity Policy and the Sustainability Policy.

- **Board of Statutory Auditors,** tasked with monitoring:
 - compliance with the law and the Articles of Association;
 - observance of the principles of good administration;
 - the adequacy of the Company's organizational structure, as well as the appropriateness and effectiveness of the internal control and risk management system, internal audit and accounting and administrative system, including the latter's reliability in terms of giving a fair presentation of operations;
 - the arrangements for implementing the corporate governance rules set out in the codes of conduct drawn up by regulated market management companies or by trade associations which the Company declares to comply with by means of a notice to the public;
 - the adequacy of the instructions given to subsidiaries on the information to be provided to comply with disclosure requirements;
 - the financial disclosure process, independent audits of financial statements and the independence of the independent auditors.

The Board of Statutory Auditors also acts as Supervisory Body pursuant to Legislative Decree no. 231/2001, as permitted by the applicable laws and regulations and by the organizational, management and control model adopted by the Issuer pursuant to Legislative Decree no. 231/2001.

The Board of Statutory Auditors also acts as the "Internal Control and Accounts Auditing Committee" pursuant to Article 19 of Italian Legislative Decree no. 39/2010.

5 (b). Disclosure of expertise of administrative, management and supervisory bodies on business conduct matters.

See disclosure GOV-1.21 (c)

[G1-1] Business conduct policies and corporate culture

7. Policies in place to manage its material impacts, risks and opportunities related to business conduct and corporate culture [see ESRS 2 MDR-P].



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Disclosure required by MDR-P					
7. The undertaking shall disclose its policies including its general objectives and which material impacts, risks or opportunities the policy relates to and the processes for monitoring.	(b) a description of the scope of the policy , its exclusions, in terms of activities, upstream and/or downstream value chain , geographies and if relevant, affected stakeholder groups.	(c) the most senior level in the undertaking's organisation that is accountable for the implementation of the policy.	(d) a reference, if relevant, to the third-party standards or initiatives the undertaking commits to respect through the implementation of the policy.	(e) if relevant, a description of the consideration given to the interests of key stakeholders in setting the policy.	(f) if relevant, whether and how the undertaking makes the policy available to potentially affected stakeholders and stakeholders who need to help implement it.
Code of Ethics	The New Group Code of Ethics outlines the ethical principles, values and behavioural standards expected from all members of the organization. In addition, it outlines the principles and values to be adopted when dealing with relevant stakeholders such as internal stakeholders like employees or governing bodies and, external stakeholders like customers, public authorities, third-party providers etc. The Code also outlines the principle concerning Business Management such as compliance with applicable laws and regulations, anti-money laundering and information protection. The Code of ethics is currently being reviewed and expected to be finalised in 2025.	The New Group Code of Ethics is approved by the New SpA Board of Directors. Each Legal Entity Board of Directors (or equivalent) is responsible for the local adoption.	The New Group Code of Ethics outlines the ethical principles, values and behavioural standards expected from all members of the organization in the conduct of its business. These are inspired by the relevant external rules, regulation and observed best practices.	The New Group's Code of Ethics outlines the ethical and behavioural principles expected to be adopted with relevant stakeholders both internal and external including employees, customers, suppliers, public and regulatory authorities. These principles aim to ensure honesty, fairness, transparency and impartiality in dealing with all relevant stakeholders and to foster trust and strong, ethical stakeholder relationships.	The New Group Code of Ethics is available on the New Group public website, and internal intranet.
Anti-Bribery and Corruption	The Policy outlines Next Group's framework for Anti-Bribery and Corruption, and supports Next commitment to preventing bribery and corruption in all forms by setting to tolerance towards bribery and corruption. The policy aims to prevent bribery and corruption within the Next Group by establishing a framework that defines principles, assigns responsibilities, and protects the Group's integrity and reputation. It addresses key risks arising from the main activities giving rise to bribery and corruption risks. The policy outlines the Tone from the Top and commitment to fight bribery and corruption from the Board of Directors and Senior Management. A sanction system is defined for policy violations, supported by a Whistleblowing reporting channel made available for the safe and secure reporting of policy violation. The Policy is defined at Group level with each Legal Entity responsible for their own adoption.	This policy is applicable to all jurisdictions in which the Group operates and applies to all of its members of the governing bodies, employees, associates, suppliers, and relevant business partners. The policy does not apply directly to customers or end users. The Policy outlines the following guiding principles that are expected to be followed at all times when dealing with stakeholders across the value chain: - Zero Tolerance for bribery and corruption and full commitment to fight any form of bribery and corruption - Ethics, integrity, impartiality and independence when dealing with third parties and all stakeholders in general. - avoidance of Conflicts of interest - the right to speak up in relation to Policy violations	The Policy is approved by the Next SpA Board of Directors. Each Legal Entity Board of Directors (or equivalent) is responsible for the local adoption.	The Anti-Bribery & Corruption Policy references relevant laws and regulations applicable to Next Group and also follows relevant industry and international best practices as outlined in various third-party standards such as OECD, UN ISO and other standards a) Ethics, integrity, impartiality and independence when dealing with third parties and all stakeholders in general b) Avoidance of Conflicts of Interest c) the right to speak up in relation to Policy violations In addition, the Policy outlines: - employees' responsibilities and awareness related to Bribery and Corruption defining relevant training and clear reporting mechanisms - standards to be followed when dealing with suppliers and business partners, and strict guidelines for interactions with public officials, to ensure appropriate management of bribery and corruption risk. While it does not directly apply to customers, the policy upholds ethical operations that maintain the Group's integrity.	The New Anti-Bribery and Corruption Policy considers the interests of relevant stakeholders (both internal and external) by setting guiding principles on a) Zero Tolerance for bribery and corruption and full commitment to fight any form of bribery and corruption. b) Ethics, integrity, impartiality and independence when dealing with third parties and all stakeholders in general c) Avoidance of Conflicts of Interest d) the right to speak up in relation to Policy violations

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Disclosure required by MDR -P				
Group CFI and AML Guidelines	The New Group CFI and AML Guidelines aim to protect the Group's integrity and reputation, ensure compliance with relevant regulations and prevent or minimize money laundering and terrorist financing (ML/TF) risks.	The New Group CFI and AML Guidelines outline the high-level standards for a proper and uniform management of the risk of money laundering and terrorist financing (or "ML/TF") within the New Group.	The New Group CFI and AML Guidelines are approved by the New SpA Board of Directors.	The Group CFI and AML Guidelines outline the high-level standards for a proper and uniform management of the risk of money laundering and terrorist financing (or "ML/TF") within the New Group.
	The Guidelines outline the high-level standards for a proper and uniform management of the risk of money laundering and terrorist financing (or "ML/TF") within the New Group.	Key measures outlined in the document includes customers profiling, customers due diligence, transaction monitoring and suspicious transactions reporting, and sanctions screening.	Each Legal Entity Board of Directors (or equivalent) is responsible for the local adoption.	Key measures outlined in the document includes customers profiling, customers due diligence, transaction monitoring and suspicious transactions reporting, and sanctions screening.
Group CFI and AML Guidelines	Key measures outlined in the document includes: customers profiling, customers due diligence, transaction monitoring and suspicious transactions reporting, and sanctions screening.	The document applies to licensed Legal Entities that are required to comply with anti-money laundering requirements.		These measures ensuring compliance with regulations to protect the Group's reputation, safeguarding shareholder value, and fostering trustworthy, compliant business partnerships.
	The Guidelines are defined at Group level with relevant Legal Entities responsible for their own adoption and integration to ensure compliance with relevant local regulations.			
Whistleblowing Policy	Monitoring processes by relevant Legal Entities involve governance by senior leadership and compliance functions, periodic ML/TF risk assessments and robust internal reporting.		The Whistleblowing Policy is approved by the New SpA Board of Directors.	Whistleblowing Policy is publicly available on the company's website and internally communicated to all employees via the intranet.
	Whistleblowing Policy establishes procedures for reporting and handling violations within the New Group, aiming to promote ethical behaviour and good governance. It encourages the reporting of unacceptable behaviour while ensuring whistleblowers are protected from retaliation.	The policy applies to all New Group companies. Whistleblowing Policy applies to violations in areas such as: - financial services regulatory requirements such as bribery and corruption, money laundering, data privacy and information and system security; - fraud against the state or the EU; - competition and corporate tax violations; - relevant offences pursuant to Legislative Decree 231/2001 and violations of the Code of Ethics; - labour law violations (e.g. harassment, bullying, mobbing, etc.).	Each Legal Entity Board of Directors (or equivalent) is responsible for the local adoption.	Whistleblowing Policy protects employees, former employees, volunteers, and trainees by offering confidential reporting channels and safeguarding them from retaliation. The policy also covers external parties like suppliers and contractors. The Policy aims to promote a corporate culture based on ethical behaviour and good governance, thus fostering a business environment that encourages the reporting of unacceptable behaviour and protection of whistleblowers.
Whistleblowing Policy	The policy addresses violations in areas such as: - financial services regulatory requirements such as bribery and corruption, money laundering, data privacy and information and system security; - fraud against the state or the EU; - competition and corporate tax violations; - relevant offences pursuant to Legislative Decree 231/2001 and violations of the Code of Ethics; - labour law violations (e.g. harassment, bullying, mobbing, etc.).	It covers both upstream and downstream value chains, including suppliers, contractors, subcontractors, and all employees, former employees, management, shareholders and collaborators within the organization.	Additional standards might be applicable depending on the geography of adoption such as Legislative Decree 231/2001 for the Italian perimeter.	
	The policy includes confidential reporting channels, and defines a standard process for review and assessment of Whistleblowing reports.			
The Policy is defined at Group level with each Legal Entity responsible for their own adoption.				



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Disclosure required by MDR-P					
Conflict of interest	The Conflict of Interest Policy governs and defines the principles and responsibilities for management of situations in which conflicts of interest may arise, and identifies the measures to be implemented in order to safeguard the transparency and correctness of behaviour in the performance of work activities	The policy outlines a principle and responsibilities for management of situations in which conflicts of interest may arise	The Group Conflicts of Interest Policy is approved by the NextSpA Board of Directors	The policy follows relevant regulatory requirements and industry best practices	The Group Conflicts of Interest Policy is made available on the internal intranet to all employees.
	The Policy is defined at Group level with each Legal Entity responsible for their own adoption.	The policy applies to all Next Group companies ensuring consistent standards in managing Conflicts of Interest	Each Legal Entity Board of Directors (or equivalent) is responsible for the local adoption.	In addition, the policy applies the Responsibility, Transparency, Independence, Abstention and Communication principles related to Conflicts of Interest management.	
Group Data Protection Guidelines	The Group Data Protection Guidelines focus on ensuring compliance with the GDPR and other data protection laws, with key objectives of managing risks related to personal data processing, promoting transparency and ensuring accountability	These Guidelines set forth the high-level guidelines to be followed for a proper and uniform management of the risks arising from the processing of personal data in the Group	The Group Data Protection Guidelines are approved by the NextSpA Board of Directors	The Group Data Protection Guidelines consider the interests of key stakeholders by ensuring personal data of both internal and external stakeholders is processed securely and lawfully protecting data through strong security measures, establishing relevant data protection standards, and complying with GDPR and other laws to maintain trust with regulatory authorities	The Group Data Protection Guidelines are made available on the internal intranet to all employees.
	The Guidelines address the protection of data subject rights and emphasises data security to prevent unauthorized access and damage. It also promotes operational efficiency through standardized processes	The document applies to all Next Group entities.	Each Legal Entity Board of Directors (or equivalent) is responsible for the local adoption.	Each Legal Entity in addition follows any relevant local data protection law and regulation	
	these Guidelines outline the reference principles, responsibilities, duties, tasks, and high-level processes for the Group, as well as enabling more efficient cooperation regarding data protection compliance.				
	The Guidelines are defined at Group level with each Legal Entity responsible for their own adoption and integration to ensure compliance with relevant local regulations				

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9. Description of how the undertaking establishes, develops, promotes and evaluates its corporate culture.

The Nexi Group has worked in 2022-2023 to establish a common ambition and guideline for its corporate One Nexi culture. The work involved involving the executive committee, the Change Leader community (B-bands) and later employee groups across the Group to discuss and ultimately to establish first of all the cultural foundations and from this to determine the common company values and behaviours (for employees and leaders - giving the specific guidelines on what is expected). The values and behaviours were launched at the end of 2023, and the launch activities have continued in 2024, including communication and employee activation around specific values. During 2024, the values and behaviours have also been included to the performance management process (providing direction to each individual employee and leader on what to focus on) and leadership trainings have been initiated on the leadership behaviours.

The values have since 2023 been included in the yearly engagement survey, enabling information of how the organization experience that we in Nexi Group are fulfilling the values. The findings from the survey are discussed within the individual teams, leadership groups and executive committee to identify potential needed actions to take to further strengthen the culture.

10 (a). Description of the mechanisms for identifying, reporting and investigating concerns about unlawful behaviour or behaviour in contradiction of its code of conduct or similar internal rules.

Nexi's Whistleblowing establishes procedures for reporting and handling violations within the Nexi Group, aiming to promote ethical behaviour and good governance. It encourages the reporting of unacceptable behaviour while ensuring whistleblowers are protected from retaliation.

A dedicated Whistleblowing reporting channel is made available to safely and securely report unlawful behaviour and code of conduct violations.

The policy allows for reports from both internal stakeholders such as employees, shareholders, members of governing bodies and external stakeholders such as suppliers and contractors.

10 (c). Disclosure of safeguards for reporting irregularities including whistleblowing protection.

Nexi has established robust internal reporting channels to fa-

cilitate the reporting of violations. These channels include a dedicated Whistleblowing electronic platform that allows for both written and oral reports. The platform is designed to ensure confidentiality and security in submitting Whistleblowing cases.

Each Legal Entity is responsible for defining training needs for employees as part of the adoption of the Group Policy. In addition, Group Compliance had developed a Group whistleblowing training which will be rolled out to Legal Entities in 2025. As deemed necessary, dedicated training is also provided to internal users of the Whistleblowing tool to support their role in reviewing and assessing cases.

Nexi is committed to protecting whistleblowers from retaliation in accordance with Directive (EU) 2019/1937. Nexi does not tolerate any form of retaliation or punishment against individuals who report in good faith. This includes protection from reprimands, changes in job duties, damage to career prospects, and threats in general. Other individuals such as colleagues and family members of the whistleblower are also protected from retaliation.

If a whistleblower believes they have suffered retaliation, they can submit a new report detailing the retaliatory conduct. Nexi will take necessary measures to restore the situation and remedy any negative consequences.

10 (e). Undertaking is committed to investigate business conduct incidents promptly, independently and objectively.

In general, under the corporate conduct policies outlined in G1-1 7, all incidents identified and reported through ongoing monitoring activities are investigated by the competent Compliance function and an independent external party, possessing an appropriate level of expertise, authority, impartiality, and independence, as required by the Group's Whistleblowing policy.

In relation to bribery and corruption, the Anti-Bribery & Corruption policy outlines the procedures to investigate incidents related to bribery and corruption. The policy emphasizes a zero-tolerance approach towards bribery and corruption, ensuring that any suspected or actual incidents are promptly assessed and, where appropriate, investigated. Employees are encouraged to report any violations or suspicions to the relevant Compliance function, supervisor or Supervisory Body (where established) or through the Whistleblowing Policy. Additionally, the policy includes a sanction system to discipline staff members implicated in bribery or corruption, ensuring appropriate actions are taken based on the severity of the incident. This framework ensures that the undertaking maintains integrity and accountability in its business practices.

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10 (g). Information about policy for training within organisation on business conduct.

In general, as part of the business conduct policies referenced in paragraph 7, individual Group Legal Entity are responsible for defining and implementing local training based on specific requirements or demands. For certain Compliance disciplines such as for example Whistleblowing, Group Compliance is developing Group training to support Legal Entities on awareness of Policy requirements amongst employees.

10(h). Disclosure of the functions that are most at risk in respect of corruption and bribery.

The Group Antibribery and Corruption Policy defines the main areas at risk for bribery and corruption including, but not limited to, third-party engagement, interactions with civil servants and public administration, sponsorship and donations, gift and hospitality, mergers and acquisitions, personnel selection and personal developments, and accounting records.

The businesses and functions affected by these activities could be multiple depending on the activity taken into considerations but also depending on each Legal Entity structure and set up.

11. Entity is subject to legal requirements with regard to protection of whistleblowers.

Nexi Group has implemented the Whistleblowing Directive (EU) 2019/1937 via the adoption of the Group Whistleblowing Policy.

[G1-2] Management of relationships with suppliers

14. Description of policy to prevent late payments, especially to SMEs.

See DP 62 below

15 (a, b). Description of approaches to relationships with suppliers, considering supply chain risks, sustainability impacts, and the inclusion of social and environmental criteria in the selection of supply-side contractual partners.

Supplier selection process is based on assessments according to the principles of fairness, cost-effectiveness, quality, innovation, continuity, and ethicality in line with the Group's Pur-

chasing Policy and Code of Ethics. The organizational procedure "Qualification and Evaluation of Suppliers" stipulates that all suppliers involved in the selection process must be qualified for inclusion in the supplier register. The only exception regards institutional suppliers, where they cannot be replaced or whose order is less than 30,000€ per year. Registered suppliers are required to view and comply with the principles contained in Model 231 and the Code of Ethics.

A continuous monitoring process is carried out in terms of technical suitability, presence of certifications and compliance with regulations protecting social aspects, and economic-financial soundness. In addition, the quality of the service/product provided and compliance with contractual commitments are periodically monitored. To mitigate any potential risk, the use of subcontractors is subject to explicit approval and verification by the Group.

A robust sustainability scoring framework, designed in accordance with OECD requirements, has been instituted to facilitate the creation of a comprehensive database of third-party entities. The database calculates their sustainability score and rating based on multifaceted parameters, including risk levels, critical severity indicators, sustainability exposure, and relevant criteria pertinent to their geographical operations. The model's outcome generates tailored recommendations, delineating suitable actions specific to each supplier. This approach automates data analysis, ensuring objective assessments while eliminating subjective interpretations.

In addition to effective suppliers' management, given the increasing need for the company to ensure greater monitoring of supply chain risks and in line with the provisions of the EBA guidelines on outsourcing, during 2024 the Group continued to improve the governance, processes, and activities for managing suppliers, including outsourcers, and to identify the related risks. In particular, the new role of Outsourcing Officer has been established in order to reinforce the contractual and third-party performance monitoring.

More in detail, the oversight process includes:

- a risk assessment executed with the involvement of the supplier with the aims to verify the supplier IT and security measures, as business continuity, change management, IT incident management, network security, awareness and training, data protection, etc. Based on the gap identified, a remediation plan is established with agreed deadlines
- On the sustainability side, the audit has the aim to verify the alignment of the supplier's processes / activities / practices with local regulations and international standards on ESG related topics, as H&S, Human Rights, Labour, Governance, Management of environmental aspects, Management of Business Continuity issues and security of the information managed. At the end of the audit, a Corrective Action Plan is agreed with the supplier, to solve the findings emerged withing assigned deadlines.

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EESRS 2 62. Disclosures to be reported in case the undertaking has not adopted policies.

Group Policies: This disclosure will be addressed by a structured project, which is already ongoing within the organisation. The project entails the revision, updating, and/or approval of Nexi's internal policies to incorporate the latest regulatory requirements and strategic elements stemming from its Transformational Programme. It includes identifying areas

where existing policies need reinforcement or modification to reflect new sustainability, governance, and operational goals. The aim is to ensure that Nexi's policies fully support its long-term vision and comply with evolving industry standards and regulations, thereby strengthening the framework for accountability and operational consistency across the organisation. This project is expected to run from October 2024 until March 2025, ensuring the adoption of all necessary new policies and improvement of existing ones.





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[G1-3] Prevention and detection of corruption or bribery

Action plans and resources to manage its material impacts, risks, and opportunities related to corruption and bribery
[see ESRs 2 - MDR-A]

Disclosure required by MDR-A

48 (a) Where the implementation of a policy requires actions, or a comprehensive action plan, to achieve its objectives, as well as when actions are implemented without a specific policy, the undertaking shall disclose the following information:	48 (b) the scope of the key actions (i.e., coverage in terms of activities, upstream and/or downstream value chain, geographies and, where applicable, affected stakeholder groups);	48 (c) the time horizons under which the undertaking intends to complete each key action;	48 (d) if applicable, key actions taken (along with results) to provide for and cooperate in or support the provision of remedy for those harmed by actual material impacts;	48 (e) If applicable, quantitative and qualitative information regarding the progress of actions or action plans disclosed in prior periods.	49 (a) describe the type of current and future financial and other resources allocated to the action plan, including if applicable, the relevant terms of sustainable finance instruments, such as green bonds, social bonds and green loans, the environmental or social objectives, and whether the ability to implement the actions or action plan depends on specific preconditions, e.g., granting of financial support or public policy and market developments;	49 (b) Provide the amount of current financial resources and explain how they relate to the most relevant amounts presented in the financial statements (Capex)	49 (b) Provide the amount of current financial resources and explain how they relate to the most relevant amounts presented in the financial statements (Opex)	49 (c) Provide the amount of future financial resources (Capex)	49 (c) Provide the amount of future financial resources (Opex)
Development of a Group training on Anti-bribery and Corruption	To support the awareness and understanding of the Group Anti-bribery and Corruption framework, Nexi is progressing towards 2025 with a plan to promote a Group training related to anti-bribery and corruption that can be complemented by each Group Legal Entity to cover key principles, overview of internal framework and of main areas exposed to bribery and corruption.	The training will be made available to all Group Legal Entities.	The training will be completed and made available in 2025.	N/A	N/A	N/A	N/A	N/A	N/A

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18 (a). Information about procedures in place to prevent, detect, and address allegations or incidents of corruption or bribery.

To prevent corruption and bribery, the organization has established a zero-tolerance policy towards any form of bribery and corruption. Committing to zero tolerance towards bribery and corruption, the Group ensures that any conduct in breach of the principles of this Policy and any suspicion of a possible act of bribery or other corruptive activity is assessed and, where appropriate, investigated.

In addition, Nexi Group is committed to fighting bribery in the context in which it operates, promoting integrity and bribery-free ways of doing business among all its stakeholders adopting principle of Ethics, integrity, impartiality, and independence when dealing with external stakeholders.

The Group Antibribery and corruption Policy defines the framework that the Group has adopted to support its commitment to fighting bribery and corruption. The policy outlines the governance, expected control standards and due diligence activities to manage the bribery and corruption risks across the main activities affected by such risks.

When it comes to addressing allegations of bribery and corruption, the organization has outlined procedures for the investigation of allegations and reporting mechanisms such as a dedicated whistleblowing policy that protects employees from retaliation. Any reported incidents or suspicions of bribery and corruption are promptly investigated. Disciplinary actions, where necessary, are taken against individuals involved in such activities.

18 (b). Investigators or investigating committee are separate from chain of management involved in prevention and detection of corruption or bribery.

When it comes to addressing allegations, the organization has established dedicated procedures for the investigation of bribery and corruption allegations and reporting mechanisms such as a dedicated whistleblowing policy that protects employees from retaliation. Any reported incidents or suspicions of bribery and corruption are promptly investigated.

Any conduct in breach of the principles of the Group Anti bribery and Corruption Policy and any suspicion of a possible act of bribery or other corruptive activity is assessed and, where appropriate, investigated. The relevant Compliance function at local level is responsible for overseeing investigations into reported incidents or suspected cases of bribery and corruption. When a case is submitted via the Whistleblowing reporting channel, there are internal investigating bodies, usually involving independent functions such as Compliance and Audit, that ensures independent assessment of the merit of the case and operates separately from the management involved in the matter, ensuring an independent and transparent investigation pro-

cess. These investigating bodies could also rely on independent external support to perform further investigation if the sensitivity of a case warrants so.

18 (c). Information about process to report outcomes to administrative, management and supervisory bodies.

In relation to anti-bribery and corruption matters, Legal Entities of the Group report regularly to their Board of Directors and other relevant committees' updates on anti-bribery and compliance matters including any relevant event and incidents.

In addition, at Group level, via established Information Flows from Legal Entities, reports on anti-bribery and corruptions events including incidents are reported to the relevant Group Board Committees.

19. Disclosure of plans to adopt procedures to prevent, detect, and address allegations or incidents of corruption or bribery in case of no procedure.

To prevent corruption and bribery, the organization has established a zero-tolerance policy towards any form of bribery and corruption. Committing to zero tolerance towards bribery and corruption, the Group ensures that any conduct in breach of the

principles of this Policy and any suspicion of a possible act of bribery or other corruptive activity is assessed and, where appropriate, investigated.

In addition, Nexi Group is committed to fighting bribery in the context in which it operates, promoting integrity and bribery-free ways of doing business among all its stakeholders adopting principle of Ethics, integrity, impartiality, and independence when dealing with external stakeholders.

The Group Antibribery and corruption Policy defines the framework that the Group has adopted to support its commitment to fighting bribery and corruption. The policy outlines the governance, expected control standards and due diligence activities to manage the bribery and corruption risks across the main activities affected by such risks.

When it comes to addressing allegations, the organization has established dedicated procedures for the investigation of bribery and corruption allegations and reporting mechanisms such as a dedicated whistleblowing policy that protects employees from retaliation. Any reported incidents or suspicions of bribery and corruption are promptly investigated. Disciplinary actions, where necessary, are taken against individuals involved in such activities.

20. Information about how policies are communicated to those for whom they are relevant (prevention and detection of corruption or bribery).

The Group Antibribery and Corruption policy is made available to all employees through the intranet. Individual Group Legal Entities are responsible for defining and implementing local training based on specific requirements or demands to ensure employees awareness and clear understanding. In addition, the principles committed by Nexi Group in combating bribery and corruption are also included in the Nexi Group Code of Ethics that is also made available to all employees.

21 (a). Information about nature, scope and depth of anti-corruption or anti-bribery training programmes offered or required.

The Group Anti-bribery and Corruption policy is communicated to all Legal Entities through internal channels, with employees encouraged to consult it and engage their supervisors or Compliance for clarification when needed. Individual Group Legal Entities are responsible for defining and implementing local training based on specific requirements or demands. Nexi is progressing towards 2025 with a plan to promote a Group training on this subject, through Nexi's training platform, able to be complemented by each legal entity.

21 (b). Percentage of functions-at-risk covered by training programmes.

Currently, Nexi does not have consolidated data on anti-bribery and corruption training at the Group level. This is because individual Group Legal Entities are responsible for defining and implementing local training based on specific requirements or demands. However, Nexi is progressing towards 2025 with a plan to promote a Group training on this subject, through Nexi's training platform, able to be complemented by each legal entity.

21 (c). Information about members of administrative, supervisory and management bodies relating to anti-corruption or anti-bribery training.

Currently, Nexi does not have consolidated data on anti-bribery and corruption training at the Group level. This is because individual Group Legal Entities are responsible for defining and implementing local training based on specific requirements or demands. However, Nexi is progressing towards 2025 with a plan to promote a Group training on this subject, through Nexi's training platform, able to be complemented by each legal entity.

[G1-4] Incidents of corruption or bribery

24 (a). Number of convictions and the amount of fines for violation of anti-corruption and anti- bribery laws.

TABLE 34 – NUMBER OF CONVICTIONS AND AMOUNT OF FINES FOR VIOLATIONS OF ANTI-BRIBERY AND ANTI-CORRUPTION LAWS

Incidents of corruption or bribery		
Number of incidents	Unit of measure	2024
Number of convictions for violations of laws against active and passive corruption	N.	0
Amount of fines imposed for violations of laws against active and passive corruption	€	0

ESRS 2 62. Disclosures to be reported in case the undertaking has not adopted actions.

See comment above.

[G1-6] Payment practices

33 (a). Average number of days to pay invoice from date when contractual or statutory term of payment starts to be calculated.

TABLE 35 – AVERAGE NUMBER OF DAYS TO PAY INVOICES

Payment practices (n. of days)	2024
the average time the undertaking takes to pay an invoice from the date when the contractual or statutory term of payment starts to be calculated, in number of days	175

33 (b). Description of undertakings standard payment terms in number of days by main category of suppliers and percentage of payments aligned with standard payment terms.

A classification of suppliers by category is not available and the information is omitted as the conditions vary depending on the country of reference of the Nexi Group.

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33 (c). Number of outstanding legal proceedings for late payments.

TABLE 36 – NUMBER OF PENDING LEGAL PROCEEDINGS FOR LATE PAYMENTS

Legal proceedings for late payments	2024
Number of legal proceedings	
the number of legal proceedings currently outstanding for late payments	0

33(d). Disclosure of contextual information regarding payment practices.

N/A.

ENTITY SPECIFIC: Payment Frauds

Information on this material topic can be found in the Executive Summary, in section 5.1, section "Payment frauds".

Nexi will continue to pursue actions to improve key material topics that may have a direct or indirect impact on its consumers and end users, such as payment fraud. Nexi has implemented policies and governance on Business Continuity, defining specific cybersecurity objectives aimed at ensuring resilience and operational continuity. The implementation of these measures is regularly monitored and reported to Management.

The Group considers that the information covered by the indicators described above meets the criteria to qualify for the provision set out in ESRS 1 – Section 7.7, "Classified and sensitive information and information on intellectual property, know-how, or innovation results."

ENTITY SPECIFIC: Cybersecurity

Information on this material topic can be found in the Executive Summary, in section 5.3, section "Cybersecurity & data breaches".

Nexi will continue to pursue actions to improve key material topics that may have a direct or indirect impact on its consumers and end users, such as privacy, data security, and cybersecurity. Nexi has implemented IT and privacy policies and governance, defining specific cybersecurity objectives aimed at ensuring resilience and business continuity. The implementation of these measures is regularly monitored and reported to Management.

The Group considers that the information covered by the indicators described above meets the criteria to qualify for the provision set out in ESRS 1 – Section 7.7, "Classified and sensitive information and information on intellectual property, know-how, or innovation results."

ENTITY SPECIFIC: Business Continuity

Information on this material topic can be found in the Executive Summary, in section 5.2, section "Business Continuity". Information regarding this material topic can be found in the Executive Summary, Section 5.2, under the "Business Continuity" paragraph.

Nexi will continue to pursue actions to improve key material topics that may have a direct or indirect impact on its consumers and end users, such as business continuity. Nexi has implemented policies and governance on Business Continuity, defining specific cybersecurity objectives aimed at ensuring resilience and operational continuity. The implementation of these measures is regularly monitored and reported to Management.





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ESRS 2 GOV-1 Board's gender diversity paragraph 21 (d)	Indicator number 13 of Table 1 of Annex 1		Commission Delegated Regulation (EU) 2020/1816, Annex II		29
ESRS 2 GOV-1 Percentage of board members who are independent paragraph 21 (e)			Delegated Regulation (EU) 2020/1816, Annex II		29
ESRS 2 GOV-4 Statement on due diligence paragraph 30	Indicator number 10 Table 3 of Annex 1				36
ESRS 2 SBM-1 Involvement in activities related to fossil fuel activities paragraph 40 (d) i	Indicators number 4 Table 1 of Annex 1	Article 449a Regulation (EU) No 575/2013; Commission Implementing Regulation (EU) 2022/2453 Table 1: Qualitative information on Environmental risk and Table 2: Qualitative information on Social risk	Delegated Regulation (EU) 2020/1816, Annex II		Not applicable
ESRS 2 SBM-1 Involvement in activities related to chemical production paragraph 40 (d) ii	Indicator number 9 Table 2 of Annex 1		Delegated Regulation (EU) 2020/1816, Annex II		Not applicable
ESRS 2 SBM-1 Involvement in activities related to controversial weapons paragraph 40 (d) iii	Indicator number 14 Table 1 of Annex 1		Delegated Regulation (EU) 2020/1818, Article 12(1) Delegated Regulation (EU) 2020/1816, Annex II		Not applicable
ESRS 2 SBM-1 Involvement in activities related to cultivation and production of tobacco paragraph 40 (d) iv			Delegated Regulation (EU) 2020/1818, Article 12(1) Delegated Regulation (EU) 2020/1816, Annex II		Not applicable
ESRS E1-1 Transition plan to reach climate neutrality by 2050 paragraph 14				Regulation (EU) 2021/1119, Article 2(1)	61
ESRS E1-1 Undertakings excluded from Paris-aligned Benchmarks paragraph 16 (g)		Article 449a Regulation (EU) No 575/2013; Commission Implementing Regulation (EU) 2022/2453 Template 1: Banking book- Climate Change transition risk: Credit quality of exposures by sector, emissions and residual maturity	Delegated Regulation (EU) 2020/1818, Article 12.1 (d) to (g), and Article 12.2		Not applicable
ESRS E1-4 GHG emission reduction targets paragraph 34	Indicator number 4 Table 2 of Annex 1	Article 449a Regulation (EU) No 575/2013; Commission Implementing Regulation (EU) 2022/2453 Template 3: Banking book – Climate change transition risk: alignment metrics	Delegated Regulation (EU) 2020/1818, Article 6		68



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Disclosure Requirement and related datapoint	SFDR reference	Pillar 3 reference	Benchmark Regulation reference	EU Climate Law reference	Page
ESRS E1-5 Energy consumption from fossil sources disaggregated by sources (only high climate impact sectors) paragraph 38	Indicator number 5 Table 1 and Indicator n. 5 Table 2 of Annex 1				Not applicable
ESRS E1-5 Energy consumption and mix paragraph 37	Indicator number 5 Table 1 of Annex 1				73
ESRS E1-5 Energy intensity associated with activities in high climate impact sectors paragraphs 40 to 43	Indicator number 6 Table 1 of Annex 1				Not applicable
ESRS E1-6 Gross Scope 1, 2, 3 and Total GHG emissions paragraph 44	Indicators number 1 and 2 Table 1 of Annex 1	Article 449a; Regulation (EU) No 575/2013; Commission Implementing Regulation (EU) 2022/2453 Template 1: Banking book – Climate change transition risk: Credit quality of exposures by sector, emissions and residual maturity	Delegated Regulation (EU) 2020/1818, Article 5(1), 6 and 8(1)		74
ESRS E1-6 Gross GHG emissions intensity paragraphs 53 to 55	Indicators number 3 Table 1 of Annex 1	Article 449a Regulation (EU) No 575/2013; Commission Implementing Regulation (EU) 2022/2453 Template 3: Banking book – Climate change transition risk: alignment metrics	Delegated Regulation (EU) 2020/1818, Article 8(1)		79
ESRS E1-7 GHG removals and carbon credits paragraph 56				Regulation (EU) 2021/1119, Article 2(1)	Not applicable
ESRS E1-9 Exposure of the benchmark portfolio to climate-related physical risks paragraph 66			Delegated Regulation (EU) 2020/1818, Annex II Delegated Regulation (EU) 2020/1816, Annex II		The disclosure is subject to phase-in and is therefore not reported for the year 2024.
ESRS E1-9 Disaggregation of monetary amounts by acute and chronic physical risk paragraph 66 (a) ESRS E1-9 Location of significant assets at material physical risk paragraph 66 (c).		Article 449a Regulation (EU) No 575/2013; Commission Implementing Regulation (EU) 2022/2453 paragraphs 46 and 47; Template 5: Banking book -Climate change physical risk: Exposures subject to physical risk.			The disclosure is subject to phase-in and is therefore not reported for the year 2024.
ESRS E1-9 Breakdown of the carrying value of its real estate assets by energy-efficiency classes paragraph 67 (c).		Article 449a Regulation (EU) No 575/2013; Commission Implementing Regulation (EU) 2022/2453 paragraph 34; Template 2:Banking book -Climate change transition risk: Loans collateralised by immovable property - Energy efficiency of the collateral			The disclosure is subject to phase-in and is therefore not reported for the year 2024.



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Disclosure Requirement and related datapoint	SFDR reference	Pillar 3 reference	Benchmark Regulation reference	EU Climate Law reference	Page
ESRS E1-9 Degree of exposure of the portfolio to climate- related opportunities paragraph 69			Delegated Regulation (EU) 2020/1818, Annex II	The disclosure is subject to phase-in and is therefore not reported for the year 2024.	
ESRS E2-4 Amount of each pollutant listed in Annex II of the E-PRTR Regulation (European Pollutant Release and Transfer Register) emitted to air, water and soil, paragraph 28	Indicator number 8 Table 1 of Annex 1 Indicator number 2 Table 2 of Annex 1 Indicator number 1 Table 2 of Annex 1 Indicator number 3 Table 2 of Annex 1				82
ESRS E3-1 Water and marine resources paragraph 9	Indicator number 7 Table 2 of Annex 1				Not material
ESRS E3-1 Dedicated policy paragraph 13	Indicator number 8 Table 2 of Annex 1				Not material
ESRS E3-1 Sustainable oceans and seas paragraph 14	Indicator number 12 Table 2 of Annex 1				Not material
ESRS E3-4 Total water recycled and reused paragraph 28 (c)	Indicator number 6.2 Table 2 of Annex 1				Not material
ESRS E3-4 Total water consumption in m3 per net revenue on own operations paragraph 29	Indicator number 6.1 Table 2 of Annex 1				Not material
ESRS 2- IRO 1- E4 paragraph 16 (a) i	Indicator number 7 Table 1 of Annex 1				Not material
ESRS 2- IRO 1- E4 paragraph 16 (b)	Indicator number 10 Table 2 of Annex 1				Not material
ESRS 2- IRO 1- E4 paragraph 16 (c)	Indicator number 14 Table 2 of Annex 1				Not material
ESRS E4-2 Sustainable land / agriculture practices or policies paragraph 24 (b)	Indicator number 11 Table 2 of Annex 1				Not material
ESRS E4-2 Sustainable oceans / seas practices or policies paragraph 24 (c)	Indicator number 12 Table 2 of Annex 1				Not material
ESRS E4-2 Policies to address deforestation paragraph 24 (d)	Indicator number 15 Table 2 of Annex 1				Not material
ESRS E5-5 Non-recycled waste paragraph 37 (d)	Indicator number 13 Table 2 of Annex 1				91



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Disclosure Requirement and related datapoint	SFDR reference	Pillar 3 reference	Benchmark Regulation reference	EU Climate Law reference	Page
ESRS E5-5 Hazardous waste and radioactive waste paragraph 39	Indicator number 9 Table 1 of Annex I				Not applicable
ESRS 2- SBM3 - S1 Risk of incidents of forced labour paragraph 14 (f)	Indicator number 13 Table 3 of Annex I				92
ESRS 2- SBM3 - S1 Risk of incidents of child labour paragraph 14 (g)	Indicator number 12 Table 3 of Annex I				92
ESRS S1-1 Human rights policy commitments paragraph 20	Indicator number 9 Table 3 and Indicator number 11 Table 1 of Annex I				93
ESRS S1-1 Due diligence policies on issues addressed by the fundamental International Labor Organisation Conventions 1 to 8, paragraph 21			Delegated Regulation (EU) 2020/1816, Annex II		93
ESRS S1-1 Processes and measures for preventing trafficking in human beings paragraph 22	Indicator number 11 Table 3 of Annex I				Not applicable
ESRS S1-1 Workplace accident prevention policy or management system paragraph 23	Indicator number 1 Table 3 of Annex I				93
ESRS S1-3 Grievance/complaints handling mechanisms paragraph 32 (c)	Indicator number 5 Table 3 of Annex I				95
ESRS S1-14 Number of fatalities and number and rate of work-related accidents paragraph 88 (b) and (c)	Indicator number 2 Table 3 of Annex I		Delegated Regulation (EU) 2020/1816, Annex II		99
ESRS S1-14 Number of days lost to injuries, accidents, fatalities or illness paragraph 88 (e)	Indicator number 3 Table 3 of Annex I				The disclosure is subject to phase-in and is therefore not reported for the year 2024.
ESRS S1-16 Unadjusted gender pay gap paragraph 97 (a)	Indicator number 12 Table 1 of Annex I		Delegated Regulation (EU) 2020/1816, Annex II		100
ESRS S1-16 Excessive CEO pay ratio paragraph 97 (b)	Indicator number 8 Table 3 of Annex I				101



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Disclosure Requirement and related datapoint	SFDR reference	Pillar 3 reference	Benchmark Regulation reference	EU Climate Law reference	Page
ESRS S1-17 Incidents of discrimination paragraph 103 (a)	Indicator number 7 Table 3 of Annex I				101
ESRS S1-17 Non-respect of UNGPs on Business and Human Rights and OECD paragraph 104 (a)	Indicator number 10 Table 1 and Indicator n. 14 Table 3 of Annex I		Delegated Regulation (EU) 2020/1816, Annex II Delegated Regulation (EU) 2020/1818 Art 12 (1)		101
ESRS 2- SBM3 – S2 Significant risk of child labour or forced labour in the value chain paragraph 11 (b)	Indicators number 12 and n. 13 Table 3 of Annex I				102
ESRS S2-1 Human rights policy commitments paragraph 17	Indicator number 9 Table 3 and Indicator n. 11 Table 1 of Annex 1				102
ESRS S2-1 Policies related to value chain workers paragraph 18	Indicator number 11 and n. 4 Table 3 of Annex 1				103
ESRS S2-1 Non-respect of UNGPs on Business and Human Rights principles and OECD guidelines paragraph 19	Indicator number 10 Table 1 of Annex 1		Delegated Regulation (EU) 2020/1816, Annex II Delegated Regulation (EU) 2020/1818, Art 12 (1)		103
ESRS S2-1 Due diligence policies on issues addressed by the fundamental international Labor Organisation Conventions 1 to 8, paragraph 19			Delegated Regulation (EU) 2020/1816, Annex II		103
ESRS S2-4 Human rights issues and incidents connected to its upstream and downstream value chain paragraph 36	Indicator number 14 Table 3 of Annex 1				104
ESRS S3-1 Human rights policy commitments paragraph 16	Indicator number 9 Table 3 of Annex 1 and Indicator number 11 Table 1 of Annex 1				Not material
ESRS S3-1 Non-respect of UNGPs on Business and Human Rights, ILO principles or and OECD guidelines paragraph 17	Indicator number 10 Table 1 Annex 1		Delegated Regulation (EU) 2020/1816, Annex II Delegated Regulation (EU) 2020/1818, Art 12 (1)		Not material



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Disclosure Requirement and related datapoint	SFDR reference	Pillar 3 reference	Benchmark Regulation reference	EU Climate Law reference	Page
ESRS S3-4 Human rights issues and incidents paragraph 36	Indicator number 14 Table 3 of Annex 1				Not material
ESRS S4-1 Policies related to consumers and end-users paragraph 16	Indicator number 9 Table 3 and Indicator number 11 Table 1 of Annex 1				106
ESRS S4-1 Non-respect of UNCPS on Business and Human Rights and OECD guidelines paragraph 17	Indicator number 10 Table 1 of Annex 1		Delegated Regulation (EU) 2020/1816, Annex II Delegated Regulation (EU) 2020/1818, Art 12 (1)		106
ESRS S4-4 Human rights issues and incidents paragraph 35	Indicator number 14 Table 3 of Annex 1				110
ESRS G1-1 United Nations Convention against Corruption paragraph 10 (b)	Indicator number 15 Table 3 of Annex 1				116
ESRS G1-1 Protection of whistleblowers paragraph 10 (d)	Indicator number 6 Table 3 of Annex 1				116
ESRS G1-4 Fines for violation of anti-corruption and anti-bribery laws paragraph 24 (a)	Indicator number 17 Table 3 of Annex 1		Delegated Regulation (EU) 2020/1816, Annex II)		121
ESRS G1-4 Standards of anti- corruption and anti- bribery paragraph 24 (b)	Indicator number 16 Table 3 of Annex 1				Not reported





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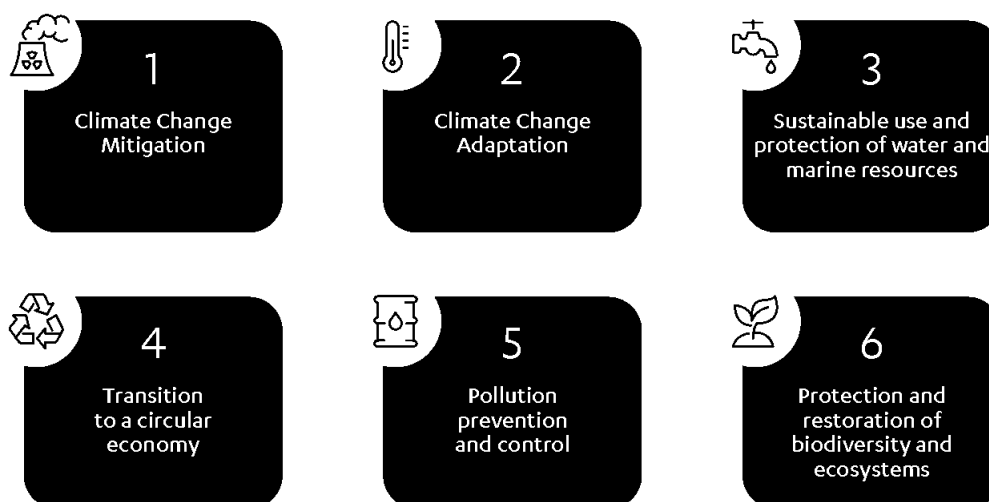
EU TAXONOMY

EU TAXONOMY

Disclosure of sustainable activities

In June 2020, the European Council and the European Parliament adopted the Taxonomy Regulation (EU) 2020/852 (the "Taxonomy"). The EU Taxonomy is a classification system that helps companies and investors to identify economic activities that can be considered environmentally sustainable, creating confidence among investors, protecting private investors from greenwashing, helping companies become more climate and environmentally friendly, mitigating market fragmentation, and helping target investments. Environmentally sustainable economic activities are described as those which *"make a substantial contribution to at least one of the EU's climate and environmental objectives, while at the same time not significantly harming any of these objectives and meeting minimum safeguards."*

To qualify as environmentally sustainable, an economic activity must substantially contribute to one or more of the six climate and environmental objectives set out in article 9 of the Taxonomy Regulation:



The delegated acts adopted under the Taxonomy Regulation provide technical screening criteria which must also be met to constitute taxonomy alignment. In 2023, the second Delegated Act was published concerning activities significantly contributing to environmental objectives 3-6 above.

The Taxonomy Regulation also sets out four conditions that an economic activity must meet in order to qualify as environmentally sustainable:

- Provide a substantial contribution to at least one environmental objective by complying with the technical screening criteria established in the delegated acts;
- Doing no significant harm to any of the other five environmental objectives;
- Complying with minimum safeguards.

As part of the scope of application of the Taxonomy Regulation, Nexi Group is subject to disclosure obligations related to:

- The eligibility of its economic activities considering all six environmental objectives
- The environmental objectives its eligible activities substantially contribute to and
- The alignment of its eligible activities in line with the Climate Delegated Act and Environmental Delegated Act considering the applicable Do No Significant Harm ("DNSH") criteria and the Minimum Safeguards (Art. no. 3 of EU Regulation (EU) 2020/852 and supplementing regulations)



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Nexi's position and commitment for the future

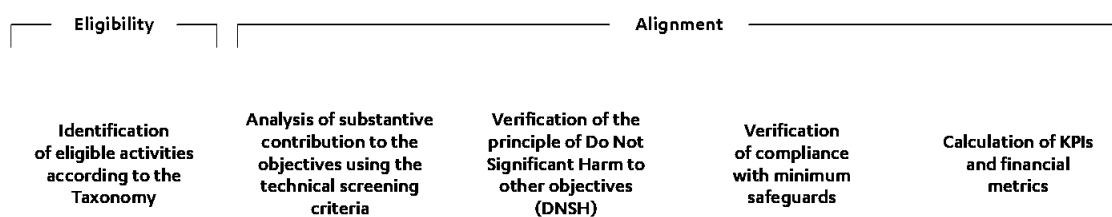
Nexi Group carried out an assessment of its activities and business model, analysing the three elements expected for the purpose of KPIs disclosure required by the EU Taxonomy Regulation: **turnover**, **expenses** related to the acquisition, maintenance, and improvement of its assets; and the current structure of its **operating expenses**. The goal was to understand the level of integration of sustainability into the business, in relation to what is defined by the Taxonomy.

Based on the conditions set by the Regulations and the industries considered in the Climate Delegated Acts and Environmental Delegated Act, in line with previous years, it was found that the business model and activities of Nexi Group are not included by the Taxonomy. In particular, the Group's revenue generation does not pertain to any of the activities listed in the Regulation.

Nonetheless, the Group is committed to monitoring future developments in the regulatory context to continue to assess the impacts that the regulation generates on the Group. Also to target its investments and adjust its expenditures in line with regulatory guidance on sustainability, the Group is collaborating with its main suppliers to collect the necessary information for a more complete analysis of eligibility and alignment to Taxonomy requirements.

Methodology and implementation process

In continuity with the previous years, the Taxonomy-eligible and Taxonomy-aligned proportion of **turnover**, **CapEx** and **OpEx** were calculated. Nexi Group has structured a methodology that meets the requirements of the Regulation. The main steps on which the process was based are summarized in the following infographic:



The process of determining eligible and aligned activities was conducted by engaging with different functions of the Group, converging a diverse set of expertise and experience. In particular, the management of the Nexi Group involved the functions of Strategic Planning and Reporting, Finance, Real Estate Facility & General Services, Management Control, Digital Banking Solutions, Operations, and CTO to carry out the following activities:

- Identification of eligible activities according to the Taxonomy;
- Quantification of the proportion of eligible CapEx and OpEx for each activity, serving as a collection point for all Group companies and consolidating the data;
- Collection of underlying details to identify the activity that generated the expenditure for the purpose of analysing its alignment.

The assessments conducted and the in-depth analysis regarding the variables included in the calculation for the alignment led the Group to consider a 0% alignment for Turnover, while identified aligned percentages for CapEx and OpEx, according to the European Taxonomy. More details will be provided in the following paragraphs.

Identification of eligible activities according to the Taxonomy

An economic activity is defined as eligible for the EU Taxonomy when it is reported and described among Delegated Acts. Therefore, to determine whether an activity is eligible for the Taxonomy, it is necessary to verify whether the description of the activity matches with the descriptions of activities listed in:

- the Climate Delegated Act (Commission Delegated Regulation (EU) 2021/2139), the Complementary Climate Delegated Act (Commission Delegated Regulation (EU) 2022/1214) and
- the Environmental Delegated Act (Commission Delegated Regulation (EU) 2023/2486), and the amendments to the Climate Delegated Act (Commission Delegated Regulation (EU) 2023/2485).



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To determine which activities are eligible under the Taxonomy, preliminary analyses using NACE codes and screening analyses were conducted with the various business functions involved. The assessment conducted led to the identification of nine eligible activities in the Climate Delegated Act:

- 7.2: Renovation of existing buildings
- 7.3: Installation, maintenance and repair of energy efficiency equipment
- 8.1: Data processing, hosting and related activities

And the identification of two eligible activities in the Environmental Delegated Act:

- 3.2: Renovation of existing buildings
- 4.01: Provisions of IT/OT solutions
- 5.01: Repair and refurbishment of goods

1. Evaluation of the substantive contribution to the objectives based on the technical screening criteria

The substantial contribution assessment process was conducted in accordance with the criteria set forth in the Delegated Act on Climate, focusing on climate change adaptation and mitigation objectives, which were deemed most significant for the Group's current business model. Additionally, the process also considered the Delegated Act on Environment, which addresses four further environmental objectives: the sustainable use and protection of water and marine resources, the transition to a circular economy, pollution prevention and control and the protection and restoration of biodiversity and ecosystems. Activities assessed as eligible underwent an initial alignment analysis, verifying compliance with the technical screening criteria.

In 2024, the Group strengthened the collection process to gather data and information of operating and capital expenditures aligned with the Taxonomy. Beyond this improvement, compliance check with the technical screening criteria on most expenditures (operating and capital) still mainly depends on information held by product and service suppliers.

2. Verification of the principle of Do No Significant Harm to other objectives (DNSH)

As indicated in the previous step, for all the relevant activities identified, Nexi Group sought to conduct the DNSH assessment in collaboration with third parties. Therefore, the considerations

expressed in the previous step also apply to the verification of the principles of Do No Significant Harm to other objectives.

3. Verification of compliance with minimum safeguards

The European Taxonomy establishes compliance checks with minimum safeguards, as referenced in Article 18 of the EU Taxonomy Regulation 2020/852, should be performed for economic activities to qualify as environmentally sustainable.

To satisfy the requirements to be compliant with the minimum safeguards, the Platform on Sustainable Finance drew up a Report summarizing the main requirements under the principles of the international organizations mentioned in Article 18 of the European Regulation 2020/852, analysing overlaps and excluding principles unrelated to the context of the European Taxonomy.

Nexi Group based its analysis on the guidance of this Report, assessing compliance with the requirements against four key areas: Human rights, Corruption, Taxation and Fair competition.

The analysis confirmed that the Nexi Group meets the European Taxonomy's requirements for minimum safeguards, ensuring adequate compliance in all areas.

Human rights	NEXI follows due diligence processes aligned with UNGPs and OECD Guidelines, engaging with stakeholders
Corruption	NEXI has anti-corruption procedures in place, and neither it nor its management have been convicted of corruption.
Taxation	NEXI emphasizes governance and tax compliance with effective risk management strategies, and it has not violated tax laws.
Fair competition	NEXI raises employee awareness on competition laws and has not been convicted of competition law violations.

4. Financial metrics calculation

Based on the previous steps, the percentage of eligibility and alignment was calculated, associating each activity with the financial metrics required by the Regulations: turnover, CapEx and OpEx.

In the coming years, Nexi Group will enhance the methodology for gathering information as well as calculating eligibility and alignment. Consequently, there may be changes regarding the activities reported this year.



Sustainability Statement

Overall results

Based on the analysis conducted, the overall results obtained are as follows:

Eligible and aligned economic activities – Revenues

Nexi Group is one of the main players operating in Europe which offers digital payment solutions to Partner Banks, companies, citizens and Public Administration. Such solutions are not explicitly included in the EU Taxonomy scope, which currently focuses mainly on economic activities with high carbon impacts such as manufacturing, electricity production, construction, and transport.

Nexi Group has therefore assessed its business model with respect to the economic activity “8.1. Data processing, hosting and related activities”, as the most significant. However, the legal entities of Nexi Group do not generate revenues directly attributable to the aforementioned economic activity, as it represents a single component of a complete range of services, thus making it inaccurate and potentially misleading to evaluate the economic activity as a source of revenue in its own right. In conclusion, in 2024 Nexi Group does not have turnover eligible and aligned according to EU Regulation 2020/852.

Eligible and aligned economic activities – CapEx

The CapEx KPI refers to the increase in tangible and intangible assets during 2024 before depreciation, amortisation, write-downs and revaluations, including those resulting from impairment or the application of the fair value method. The KPI

covers costs recognised for property, plants and equipment (IAS 16), intangible assets (IAS 38) and leasing (IFRS 16).

For the purposes of this disclosure, Nexi Group has taken into account the increases in the Group's tangible and intangible assets equal to €476,364,578, as disclosed in the Group Consolidated Financial Report.

The proportion of eligible CapEx under the EU Taxonomy (€102,407,613, equal to 21.5% of total CapEx) is represented by the part of capital expenditure, as defined above, that relates to activities, processes or the purchase of assets associated with the following economic activities:

- **3.2/7.2: Renovation of existing buildings** - During 2024, Nexi Group renovated some of its buildings
- **7.3: Installation, maintenance and repair of energy efficiency equipment** - Nexi Group incurred maintenance and refurbishment costs related to battery replacements
- **8.1: Data processing, hosting and related activities** - Nexi Group incurred expenses during the year related to project costs for full processing platforms and purchases of hardware and data centre implementations

Based on the verification of the technical screening criteria and the respect of the DNSH, only a part of activity 8.1 within the CapEx-related activities listed above has been defined as Taxonomy-aligned. Moving forward, the Group will expand upon its data-collection processes for data centres, in order to better map out alignment, also according to future evolutions in the regulation.

The summary of the results obtained from the eligibility and alignment steps, regarding the CapEx is available in the following table.

Economic activity	Eligibility (€)	Of which Alignment (€)	% on total CapEx	Of which Alignment %
3.2 - 7.2 - Renovation of existing buildings	1,919,272	-	0.4%	-
7.3 - Installation, maintenance and repair of energy efficiency equipment	31,263	-	0%	-
8.1 - Data processing, hosting and related activities	100,457,078	1,245,420	21.1%	0.3%
Total CapEx Eligible	102,407,613	1,383,800	21.5%	0.3%
Total Group CapEx	476,364,578			



Sustainability Statement

Eligible and aligned economic activities – OpEx

The OpEx KPI refers to costs related to data centre management and other ICT management operations, configuration, car rental and maintenance, as well as real estate and other facility management expenses.

For the purpose of this disclosure, the OpEx considered by Nexi Group amount to €468,176,430.

The proportion of OpEx eligible for the EU Taxonomy (€323,306,841, equal to 69.1% of total OpEx) is represented by the part of operational expenditure, as defined above, associated with the economic activities listed below:

- 4.01: Provision of IT/OT solutions – Maintenance of NEXI's software;
- 5.01: Repair, refurbishment and remanufacturing – Nexi asset Refurbishment services;
- 3.2/7.2: Renovation of existing buildings – Nexi Group incurred renovation and maintenance costs of buildings;

- 7.3: Installation, maintenance and repair of energy efficiency equipment – Nexi Group incurred costs of maintenance of lighting infrastructure and electric systems;
- 8.1: Data processing, hosting and related activities – Nexi Group incurred expenses for data processing and functioning of Data Centres (connectivity and facility management).

Based on the verification of the technical screening criteria and the respect of the DNSH, only a part of activity 8.1 within the OpEx-related activities listed above has been defined as Taxonomy-aligned. Moving forward, the Group will expand upon its data-collection processes for data centres, in order to better map out alignment, also according to future evolutions in the regulation.

The summary of the results obtained from the eligibility and alignment steps, regarding the OpEx is available in the following table.

Economic activity	Eligibility (€)	Of which Alignment (€)	% on total OpEx	Of which Alignment %
4.01 - Provisions of IT/OT solutions	43,738,670	-	9.3%	-
5.01 - Repair and refurbishment of goods (ATM terminals)	299,564	299,564	0%	0%
3.2 - 7.2 - Renovation of existing buildings	1,713,919	-	0.4%	-
7.3 - Installation, maintenance and repair of energy efficiency equipment	682,384	-	0.2%	-
8.1 - Data processing, hosting and related activities	276,872,303	12,678,948	59.1%	2.7%
Total OpEx Eligible	323,306,841	12,978,512	69%	2.7%
Total Group OpEx	468,176,430			



Sustainability Statement

TABLE 37 - PROPORTION OF CAPEX FROM PRODUCTS OR SERVICES ASSOCIATED WITH TAXONOMY-ALIGNED ECONOMIC ACTIVITIES – DISCLOSURE COVERING FISCAL 2024

Financial year 2024	2024			Substantial contribution criteria						DNSH criteria ('Does Not Significantly Harm')										Proportion of Taxonomy-aligned (A.1.) or eligible (A.2.) CapEx, year 2023	Category enabling activity	Category transitional activity
Economic activities	Co-de(s)	CapEx	Proportion of CapEx	Climate change mitigation	Climate change adaptation	Water and marine resources	Pollution	Circular economy	Biodiversity and ecosystems	Climate change mitigation	Climate change adaptation	Water and marine resources	Circular economy	Pollution	Biodiversity and ecosystems	Minimum safeguards						
A. TAXONOMY-ELIGIBLE ACTIVITIES																						
A.1. Environmentally sustainable activities (Taxonomy-aligned)																						
Data processing, hosting and related activities	CCM 81	1,383,800	0.3%	SI	No	N/AM	N/AM	N/AM	N/AM	N/A	SI	SI	SI	N/A	N/A	SI	0.2%	T				
CapEx of environmentally sustainable activities (Taxonomy-aligned) (A.1)		1,383,800	0.3%	0.3%	0%	-	-	-	-	N/A	SI	SI	SI	N/A	N/A	SI	0.2%					
Of which enabling		-	0%	0%	0%	-	-	-	-	N/A	SI	SI	SI	N/A	N/A	SI	0%	A				
Of which transitional		1,383,800	0.3%	0.3%	0%	-	-	-	-	N/A	SI	SI	SI	N/A	N/A	SI	0.2%	T				
A.2. Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)																						
Renovation of existing buildings	CCM 72, CE 3.2	1,919,272	0.4%	A2M	AM	N/AM	N/AM	AM	N/AM								0.5%					
Installation, maintenance and repair of energy efficiency equipment	CCM 73	31,263	0%	AM	AM	N/AM	N/AM	N/AM	N/AM								0%					
Data processing, hosting and related activities	CCM 81	99,073,278	20.8%	AM	AM	N/AM	N/AM	N/AM	N/AM								18.1%					
CapEx of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2)		101,023,813	21.2%	21.2%	0%	-	-	0.4%	-								18.6%					
A. CapEx of Taxonomy-eligible activities (A.1+A.2)		102,407,613	21.5%	21.5%	0%	-	-	0.4%	-								18.9%					
B. TAXONOMY NON-ELIGIBLE ACTIVITIES																						
CapEx of Taxonomy-non-eligible activities		373,956,945	78.5%																			
Total		476,364,578	100%																			

CCM = Climate change mitigation
CE = Circular economy
Y = Yes (taxonomy eligible and taxonomy-aligned activity with the relevant environmental objective)
N = No (taxonomy eligible but not taxonomy-aligned activity with the relevant environmental objective)
EL = Eligible (taxonomy-eligible activity for the relevant environmental objective)
N/EL = Not eligible (taxonomy-non-eligible activity for the relevant environmental objective)
N/A = Not applicable

TABLE 38 – PROPORTION OF CAPEX / TOTAL CAPEX

Code*	Taxonomy-aligned per objectives	Taxonomy-eligible per objectives
CCM	0.3%	21.5%
CCA	0%	0%
WTR	0%	0%
CE	0%	0.4%
PPC	0%	0%
BIO	0%	0%

* The code is an abbreviation of the relevant objective to which the economic activity can make a substantial contribution.

Climate change mitigation: CCM
Climate change adaptation: CCA
Water and marine resources: WTR
Circular economy: CE
Pollution prevention and control: PPC
Biodiversity and ecosystems: BIO



Sustainability Statement

TABLE 39 - PROPORTION OF OPEX FROM PRODUCTS OR SERVICES ASSOCIATED WITH TAXONOMY-ALIGNED ECONOMIC ACTIVITIES – DISCLOSURE COVERING FISCAL 2024

Financial year 2024	2024			Substantial contribution criteria						DNSH criteria ('Does Not Significantly Harm')										Proportion of Taxonomy-aligned (A.1.) or eligible (A.2.) OpEx, year 2023	Category enabling activity	Category transitional activity
Economic activities	Co-de(s)	OpEx	Proportion of OpEx	Climate change mitigation	Climate change adaptation	Water and marine resources	Pollution	Circular economy	Biodiversity and ecosystems	Climate change mitigation	Climate change adaptation	Water and marine resources	Circular economy	Pollution	Biodiversity and ecosystems	Minimum safeguards						
A. TAXONOMY-ELIGIBLE ACTIVITIES																						
A.1. Environmentally sustainable activities (Taxonomy-aligned)																						
Data processing, hosting and related activities	CCM 8.1	12,678,948	2.7%	SI	No	N/AM	N/AM	N/AM	N/AM	N/A	SI	SI	SI	N/A	N/A	SI	2.7%					
Repair, refurbishment and remanufacturing	CE 5.1	299,564	0.1%	N/AM	N/AM	N/AM	SI	N/AM	N/AM	N/A	SI	SI	N/A	SI	N/A	SI	N/A					
OpEx of environmentally sustainable activities (Taxonomy-aligned) (A.1)		12,978,512	2.8%	2.7%	0%	-	0.1%	-	-	N/A	SI	SI	SI	SI	N/A	SI	2.7%					
Of which enabling		-	0%	0%	0%	-	0%	-	-	N/A	SI	SI	SI	SI	N/A	SI	0%					
Of which transitional		12,678,948	2.7%	2.7%	0%	-	0%	-	-	N/A	SI	SI	SI	SI	N/A	SI	2.7%					
A.2. Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)																						
Renovation of existing buildings	CCM 7.2, CE 3.2	1,713,919	0.4%	AM	AM	N/AM	AM	N/AM	N/AM								0.3%					
Installation, maintenance and repair of energy efficiency equipment	CCM 7.3	682,384	0.1%	AM	AM	N/AM	N/AM	N/AM	N/AM								0.1%					
Data processing, hosting and related activities	CCM 8.1	264,193,355	56.4%	AM	AM	N/AM	N/AM	N/AM	N/AM								52.8%					
Provision of IT/OT data-driven solutions	CE 4.1	43,738,670	9.3%	N/AM	N/AM	N/AM	AM	N/AM	N/AM								9.4%					
OpEx of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2)		310,328,328	66.3%	56.9%	0%	-	9.7%	-	-								62.7%					
A. OpEx of Taxonomy-eligible activities (A.1+A.2)		323,306,840	69.1%	59.7%	0%	-	9.8%	-	-								65.3%					
B. TAXONOMY NON-ELIGIBLE ACTIVITIES																						
OpEx of Taxonomy-non-eligible activities		144,869,590	30.9%																			
Total		468,176,430	100%																			

TABLE 40 – PROPORTION OF OPEX / TOTAL OPEX

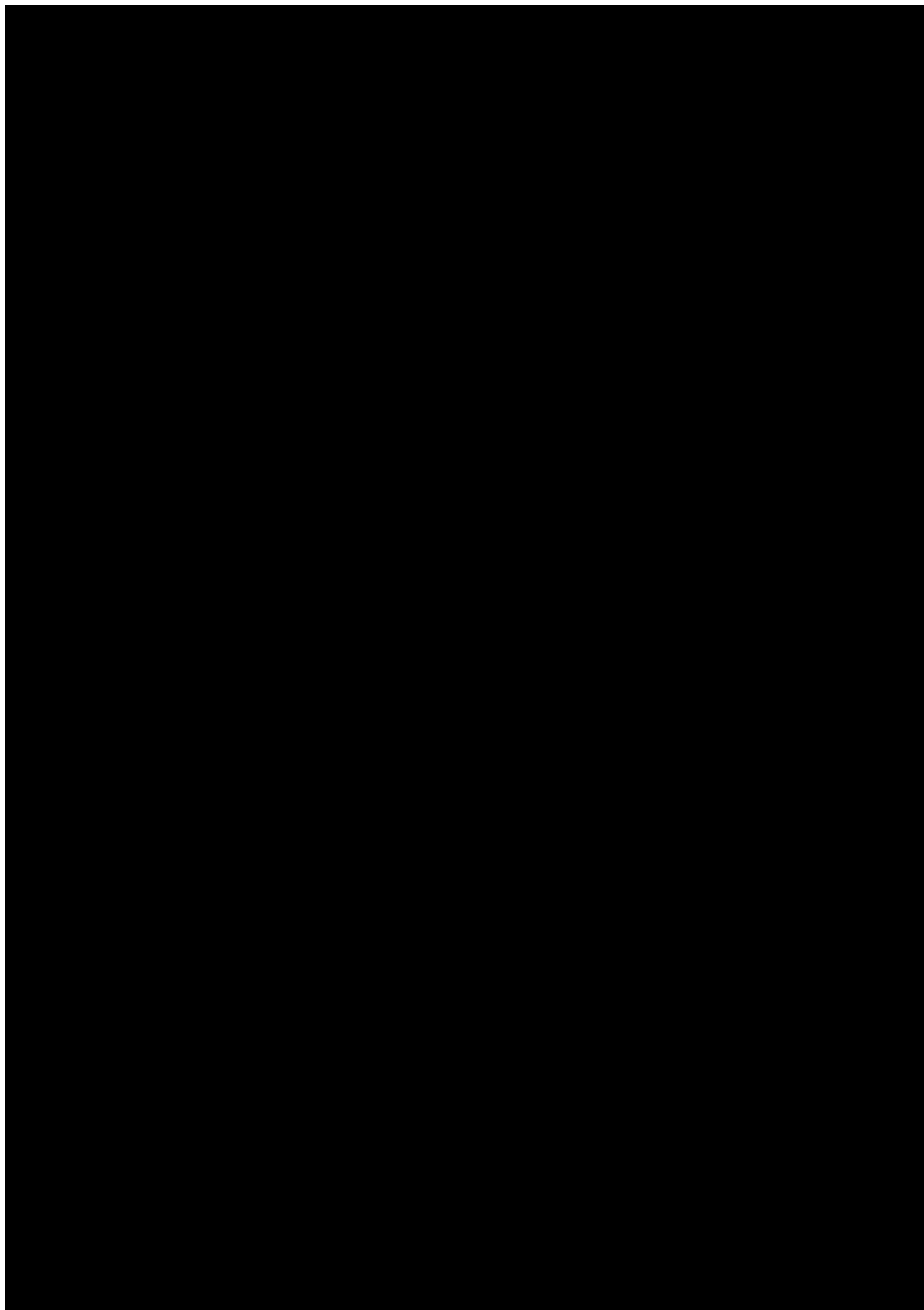
Code*	Taxonomy-aligned per objectives	Taxonomy-eligible per objectives
CCM	2.7%	59.7%
CCA	0%	0%
WTR	0%	0%
CE	0.1%	9.8%
PPC	0%	0%
BIO	0%	0%



Sustainability Statement

TABLE 41 – TEMPLATE 1 – NUCLEAR AND FOSSIL GAS RELATED ACTIVITIES

Nuclear energy related activities		
1.	The undertaking carries out, funds or has exposures to research, development, demonstration and deployment of innovative electricity generation facilities that produce energy from nuclear processes with minimal waste from the fuel cycle.	NO
2.	The undertaking carries out, funds or has exposures to construction and safe operation of new nuclear installations to produce electricity or process heat, including for the purposes of district heating or industrial processes such as hydrogen production, as well as their safety upgrades, using best available technologies.	NO
3.	The undertaking carries out, funds or has exposures to safe operation of existing nuclear installations that produce electricity or process heat, including for the purposes of district heating or industrial processes such as hydrogen production from nuclear energy, as well as their safety upgrades.	NO
Fossil gas related activities		
4.	The undertaking carries out, funds or has exposures to construction or operation of electricity generation facilities that produce electricity using fossil gaseous fuels.	NO
5.	The undertaking carries out, funds or has exposures to construction, refurbishment, and operation of combined heat/cool and power generation facilities using fossil gaseous fuels.	NO
6.	The undertaking carries out, funds or has exposures to construction, refurbishment and operation of heat generation facilities that produce heat/cool using fossil gaseous fuels.	NO





Certification of Sustainability Reporting pursuant to art. 81-ter

Certification of Sustainability Reporting pursuant to art. 81-ter, paragraph 1, of Consob Regulation no. 11971 of 14 May 1999 and subsequent amendments and additions

1. The undersigned Paolo Bertoluzzo, as Chief Executive Officer of Nexi S.p.A., and Enrico Marchini, as Manager in charge of preparing the corporate accounting documents of Nexi S.p.A., certify, pursuant to art. 154-bis, paragraph 5-ter, of Legislative Decree no. 58 of 24 February 1998, that the Sustainability Report included in the Report on Operations has been drawn up:

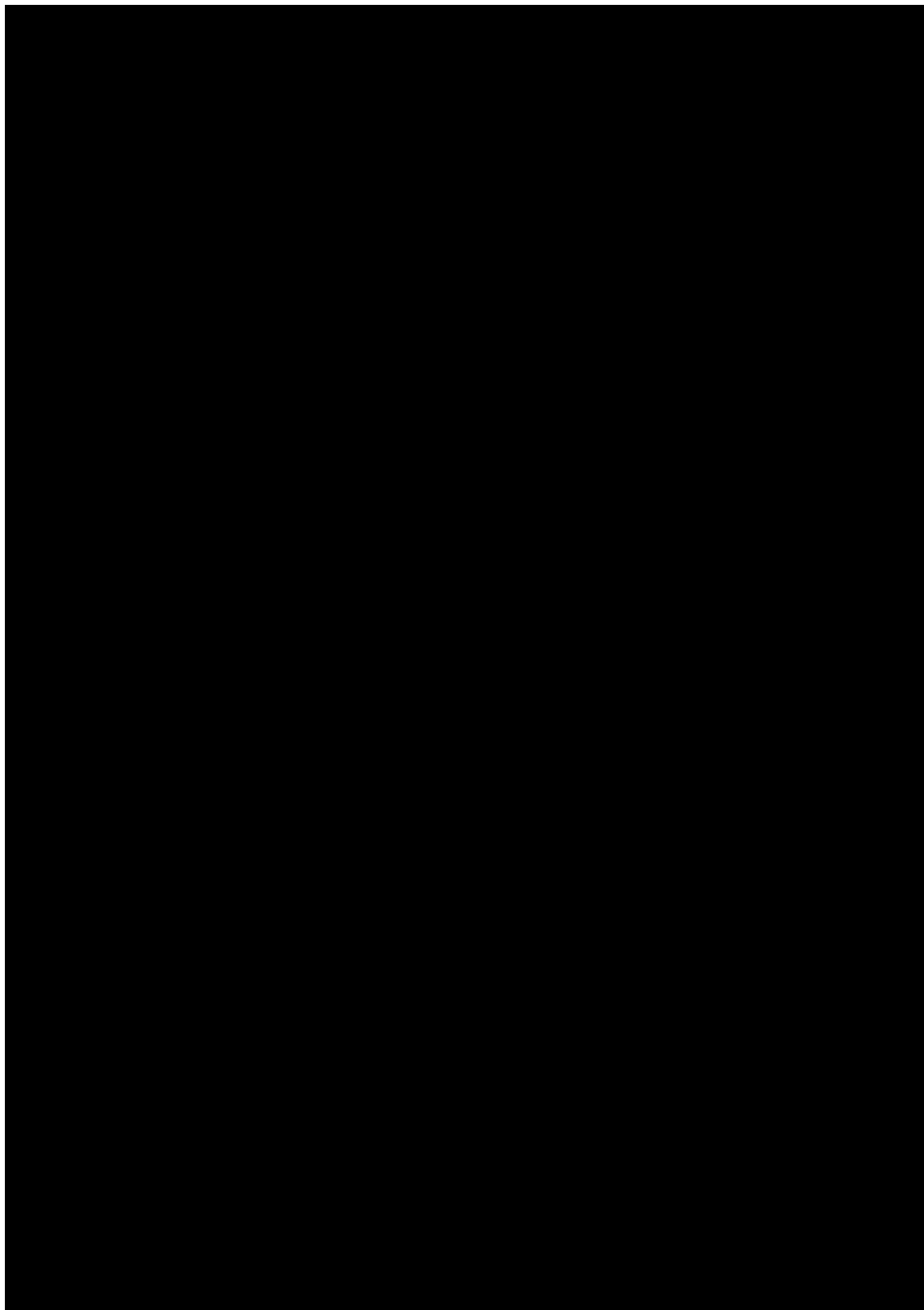
a) in accordance with the reporting standards applied pursuant to Directive 2013/34/EU of the European Parliament and of the Council of 26 June 2013 and Legislative Decree No. 125 of 6 September 2024;

b) with the specifications adopted pursuant to Article 8(4) of Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020.

Milan, February 27th, 2025

Paolo Bertoluzzo
(Chief Executive Officer)

Enrico Marchini
(Manager in charge of preparing the
corporate accounting documents)





Independent auditor's limited assurance report on the consolidated sustainability statement

in accordance with article 14-bis of Legislative Decree No. 39 of 27 January 2010

To the shareholders of Nexi SpA

Conclusion

In accordance with articles 8 and 18, paragraph 1, of Legislative Decree No. 125 of 6 September 2024 (hereinafter also the "Decree"), we have undertaken a limited assurance engagement on the consolidated sustainability statement of the Nexi Group (hereinafter also the "Group") for the year ended 31 December 2024 prepared in accordance with article 4 of the Decree, presented in the specific section of the report on group operations.

Based on the procedures performed, nothing has come to our attention that causes us to believe that:

- the consolidated sustainability statement of the Nexi Group for the year ended 31 December 2024 is not prepared, in all material respects, in accordance with the reporting criteria adopted by the European Commission pursuant to Directive (EU) 2013/34/UE (*European Sustainability Reporting Standards*, hereinafter also the "ESRS");
- the information set out in "Chapter 2- EU Taxonomy" of the consolidated sustainability statement is not prepared, in all material respects, in accordance with article 8 of Regulation (UE) No. 852 of 18 June 2020 (hereinafter also the "Taxonomy Regulation").

Basis for conclusion

We conducted our limited assurance engagement in accordance with the Standard on Sustainability Assurance Engagements - SSAE (Italia). The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for a reasonable assurance engagement.

Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. Our responsibilities under the Standard are further described in the *Auditor's Responsibilities for the Limited Assurance Conclusion on the Consolidated Sustainability* section of this report.

We are independent in accordance with the principles of ethics and independence applicable to assurance engagements on consolidated sustainability reporting under Italian law.

PricewaterhouseCoopers SpA

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Our firm applies International Standard on Quality Management 1 (ISQM Italia 1), which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

Other matters

The consolidated sustainability statement for the year ended 31 December 2024 contains, in the specific *“Chapter 2- EU Taxonomy”*, the comparative information referred to in article 8 of the Taxonomy Regulation in relation to the year ended 31 December 2023, which was not subjected to any assurance procedures.

Responsibilities of the directors and the board of statutory auditors of Nexi SpA for the consolidated sustainability statement

The directors of Nexi SpA are responsible for developing and implementing the procedures adopted to identify the information included in the consolidated sustainability statement in accordance with the provisions of the ESRS (hereinafter the “materiality assessment process”) and for describing those procedures in the paragraph *“Impact, risk and opportunity management: Double materiality assesstment - Description of the processes to identify and assess material impacts, risks and opportunities”* of the consolidated sustainability statement.

The directors are also responsible for preparing the consolidated sustainability statement, which contains the information identified through the materiality assessment process, in accordance with the provisions of article 4 of the Decree, including:

- its compliance with the ESRS;
- its compliance with article 8 of the Taxonomy Regulation of the information set out in *“Chapter 2- EU Taxonomy”*.

That responsibility involves designing, implementing and maintaining, in the terms prescribed by law, such internal control as they determine is necessary to enable the preparation of a consolidated sustainability statement in accordance with article 4 of the Decree that is free from material misstatement, whether due to fraud or error. That responsibility also involves selecting and applying appropriate methods for processing the information, as well as developing hypotheses and estimates about specific items of sustainability information that are reasonable in the circumstances.

The board of statutory auditors is responsible for overseeing, in the terms prescribed by law, compliance with the Decree.

Inherent limitations in the preparation of the consolidated sustainability statement

For the purpose of reporting forward-looking information in accordance with ESRS, the directors are



required to prepare such information on the basis of assumptions, described in the consolidated sustainability statement, about future events and possible future actions by the Group. Because of the uncertainty connected with any future event, in terms both of occurrence and of the extent and timing of occurrence, variances between actual results and forward-looking information may be significant.

The disclosure provided by the entity about Scope 3 emissions is subject to greater inherent limitations compared with Scope 1 and 2 emissions, because of the poor availability and relative accuracy of the information used to define both qualitative and quantitative information on Scope 3 emissions related to the value chain.

Auditor's responsibilities for the limited assurance conclusion on the consolidated sustainability statement

Our objectives are to plan and perform procedures to obtain limited assurance about whether the consolidated sustainability statement is free from material misstatement, whether due to fraud or error, and to issue a limited assurance report that contains our conclusion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the consolidated sustainability statement.

As part of our engagement designed to achieve limited assurance in accordance with the Standard on Sustainability Assurance Engagements - SSAE (Italia), we exercised professional judgement and maintained professional scepticism throughout the engagement.

Our responsibilities include:

- Performing risk assessment procedures to identify the disclosures where a material misstatement, whether due to fraud or error, is likely to arise;
- Designing and performing procedures to verify the disclosures where a material misstatement is likely to arise. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Directing, supervising and performing a limited assurance engagement on the consolidated sustainability statement and assuming full responsibility for the conclusion on the consolidated sustainability statement.

Summary of the work performed

An engagement designed to obtain limited assurance involves performing procedures to obtain evidence as a basis for our conclusion.

The procedures performed were based on our professional judgement and included inquiries, primarily of personnel of Nexi Group responsible for the preparation of the information presented in the consolidated sustainability statement, analyses of documents, recalculations and other procedures designed to obtain evidence considered useful.



We performed the following main procedures:

- We understood the Group's business model and strategies, and the environment in which it operates with reference to sustainability issues;
- We understood the processes underlying the generation, collection and management of the qualitative and quantitative information included in the consolidated sustainability statement;
- We understood the process implemented by the Group to identify and assess the material impacts, risks and opportunities, in accordance with the double materiality principle, related to sustainability issues and, based on the information thus obtained, we considered whether any contradictory items emerged that could point to the existence of sustainability issues not considered by the company in the materiality assessment process;
- We identified the disclosures where a material misstatement is likely to arise;
- We defined and performed procedures, based on our professional judgement, to address the risks of material misstatement identified;
- We understood the process implemented by the Group to identify the eligible exposures and to determine the proportion aligned in accordance with the provisions of the Taxonomy Regulation, and we verified the related disclosures in the consolidated sustainability statement;
- We reconciled the information reported in the consolidated sustainability statement with the information reported in the consolidated financial statements in accordance with the applicable financial reporting framework, or with the accounting information used for the preparation of the consolidated financial statements, or with management accounting information;
- We verified the structure and presentation of disclosures included in the consolidated sustainability statement in accordance with the ESRS;
- We obtained management's representation letter.

Milano, 2 April 2025

PricewaterhouseCoopers SpA

Signed by

Lia Lucilla Turri
(Partner)

This report has been translated from the Italian original solely for the convenience of international readers.





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FINANCIAL STATEMENTS AS AT 31 DECEMBER 2024



Consolidated Financial Statements as at 31 December 2024

CONSOLIDATED FINANCIAL STATEMENTS AS AT 31 DECEMBER 2024

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(Amounts in thousand euros)

ASSETS	Notes	Dec. 31, 2024	Dec. 31, 2023
Cash and cash equivalents	3	74,675	800,172
Financial assets at Fair Value	4	119,907	129,189
Financial assets measured at amortised cost:	5	5,237,122	5,708,585
a) loans and receivables with banks		2,729,690	2,225,657
b) loans and receivables with financial entities and customers		2,507,432	3,482,928
Hedging derivatives	6	-	1,571
Equity investments	7	70,154	71,960
Tangible assets	8	510,359	549,053
Intangible assets	9	16,168,542	16,584,054
of which: Goodwill		11,983,463	11,999,223
Tax assets	10	267,344	248,922
a) current		16,464	15,837
b) deferred		250,880	233,085
Non-current assets held for sale and discontinued operations	11	6,307	105,139
Other assets	12	2,040,908	2,151,143
Total assets		24,495,318	26,349,788

(Amounts in thousand euros)

LIABILITIES	Notes	Dec. 31, 2024	Dec. 31, 2023
Financial liabilities measured at amortised cost	13	10,205,038	11,095,636
a) due to banks		4,541,899	4,130,544
b) due to financial entities and customers		2,279,906	2,919,348
c) securities issued		3,383,233	4,045,744
Financial liabilities at Fair Value through profit or loss	14	241,492	246,313
Hedging derivatives	6	23,167	24,419
Tax liabilities	10	986,012	1,089,958
a) current		63,967	37,777
b) deferred		922,045	1,052,181
Liabilities associated with non-current assets held for sale and discontinued operations	11	871	14,774
Other liabilities	15	1,887,892	2,373,133
Post-employment benefits	16	29,696	32,000
Provisions for risks and charges	17	164,202	176,409
Share capital	18	118,719	118,647
Treasury shares (-)	18	(5,005)	(7,013)
Share premium	18	-	11,587,260
Reserves	18	10,841,124	713,900
Valuation reserves	18	(188,403)	(132,390)
Profit (loss) for the year	19	167,361	(1,005,989)
Equity attributable to non-controlling interests (+/-)	18	23,152	22,731
Total liabilities and equity		24,495,318	26,349,788



Consolidated Financial Statements as at 31 December 2024

CONSOLIDATED INCOME STATEMENT

(Amounts in thousand euros)

INCOME STATEMENT	Notes	2024	2023
Fees for services rendered and commission income	20	6,197,606	5,813,560
Fees for services received and commission expense	21	(2,501,778)	(2,345,323)
Net fee and commission income		3,695,828	3,468,237
Interest and similar income	22	154,438	125,313
Interest and similar expense	23	(415,173)	(383,096)
Net interest income		(260,735)	(257,783)
Profit (loss) on hedging/ financial assets and liabilities at Fair Value through profit or loss / derecognition of assets and liabilities at amortised cost	24	22,039	48,216
Dividends and profit (loss) from sale of assets at Fair Value through other comprehensive income	25	(81,916)	(86,124)
Financial and operating income		3,375,216	3,172,546
Administrative expenses	26	(2,045,617)	(1,846,835)
Personnel-related costs	26,1	(945,325)	(801,725)
Other administrative costs	26,2	(1,100,292)	(1,045,110)
Other operating income/expenses, net	27	(4,961)	2,855
Net value adjustments on assets measured at amortised cost	28	(5,345)	(3,393)
Net accruals to provisions for risks and charges	29	662	(48,616)
Net value adjustments/write-backs on tangible and intangible assets	30	(911,252)	(2,151,752)
Operating margin		408,703	(875,195)
Profit (loss) from equity investments and disposals of investments	31	(770)	(14,391)
Profit (loss) before taxes from continuing operations		407,933	(889,586)
Income taxes	32	(217,483)	(134,331)
Income (loss) after tax from discontinued operations	33	(19,410)	21,156
Profit (loss) for the year		171,040	(1,002,761)
Profit (loss) for the year attributable to the parent company		167,361	(1,005,989)
Profit (loss) for the year attributable to non-controlling interests	34	3,679	3,228
Basic result per share	41	0.13	(0.76)
Diluted result per share	41	0.13	(0.72)



Consolidated Financial Statements as at 31 December 2024

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

(Amounts in thousand euros)

	2024	2023
Profit (Loss) for the year	171,040	(1,002,761)
Items that will not be reclassified subsequently to profit or loss		
Equity instruments measured at Fair Value through other comprehensive income	17,371	19,698
Defined benefit plans	(7,216)	(1,062)
Items that will be reclassified subsequently to profit or loss		
Exchange rate changes	(43,792)	23,802
Cash flow hedges	6,600	(23,135)
Other comprehensive income (net of tax)	(27,037)	19,303
Total comprehensive income	144,003	(983,458)
Consolidated comprehensive income attributable to non-controlling interests	3,731	3,357
Consolidated comprehensive income attributable to the parent company	140,272	(986,815)

Note: for further information, see section 36.



Consolidated Financial Statements as at 31 December 2024

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY IN 2024

(Amounts in thousand euros)

	Balance as at January 1, 2024	Change in opening balance	Balance as at January 1, 2024 Restated	Allocation of prior year profit		Changes in the year		2024 Comprehensive income		Shareholders' equity as at December 31, 2024
				Reserves	Dividends	Change in Reserves	Transaction on net equity	Profit/(Loss) for the year	Other comprehensive income items	
1. Group equity:	11,274,415	-	11,274,415	-	-	(482,899)	2,008	167,361	(27,089)	10,933,796
Share capital	118,647		118,647				72			118,719
Tresuary shares	(7,013)		(7,013)				2,008			(5,005)
Share premium	11,587,260		11,587,260	(59,097)		(11,528,163)				-
Reserves	713,900		713,900	(946,892)		11,074,188	(72)			10,841,124
Valuation reserves	(132,390)		(132,390)			(28,924)			(27,089)	(188,403)
Profit/(Loss) for the year	(1,005,989)		(1,005,989)	1,005,989				167,361		167,361
2. Shareholders' equity attributable to non-controlling interests:	22,731	-	22,731	-	(2,936)	(374)	-	3,679	52	23,152
Total shareholders' equity	11,297,146	-	11,297,146	-	(2,936)	(483,273)	2,008	171,040	(27,037)	10,956,948

Note: for further information, see section 18.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY IN 2023

(Amounts in thousand euros)

	Balance as at January 1, 2023	Change in opening balance	Balance as at January 1, 2023 Restated	Allocation of prior year profit		Changes in the year		2023 Comprehensive income		Shareholders' equity as at December 31, 2023
				Reserves	Dividends	Change in Reserves	Transaction on net equity	Profit/(Loss) for the year	Other comprehensive income items	
1. Group equity:	12,219,590	15,073	12,234,663	-	-	-	26,567	(1,005,989)	19,174	11,274,415
Share capital	118,583		118,583				64			118,647
Tresuary shares	(4,440)		(4,440)				(2,573)			(7,013)
Share premium	11,587,260		11,587,260							11,587,260
Reserves	468,390	16,101	484,491	138,995		61,338	29,076			713,900
Valuation reserves	(90,226)		(90,226)			(61,338)			19,174	(132,390)
Profit/(Loss) for the year	140,023	(1,028)	138,995	(138,995)				(1,005,989)		(1,005,989)
2. Shareholders' equity attributable to non-controlling interests:	18,147	4,322	22,470	-	(3,144)	-	48	3,228	129	22,731
Total shareholders' equity	12,237,737	19,395	12,257,133	-	(3,144)	-	26,615	(1,002,761)	19,303	11,297,146



Consolidated Financial Statements as at 31 December 2024

CONSOLIDATED STATEMENT OF CASH FLOWS (INDIRECT METHOD)

(Amounts in thousand euros)

	2024	2023
A. OPERATING ACTIVITIES		
1. Operations	1,214,976	952,137
Profit/(loss) for the year	171,040	(1,002,761)
Gains/losses on hedging/ financial assets and liabilities measured at FVTPL/ derecognition of assets and liabilities at amortised cost	(22,047)	(48,217)
Net accruals to provisions for risks and charges and other costs/revenues	(662)	48,616
Net impairment losses on assets held for sale and disposal group	23,565	-
Amortisation, depreciation and net impairment losses on tangible and intangible assets	911,252	2,151,752
Unpaid taxes, duties and tax assets	(105,244)	(218,362)
Other adjustments (**)	237,072	21,109
2. Cash flows generated/(used) by financial assets	509,563	(1,746,540)
Loans and receivables with banks	(524,760)	(345,027)
Loans and receivables with customers	981,609	(1,010,692)
Other assets	52,714	(390,821)
3. Cash flows generated/(used) by financial liabilities	(750,511)	1,696,827
Payables to banks	483,269	480,431
Payables to customers	(618,032)	784,278
Other liabilities	(615,748)	432,118
Net cash flows generated/(used) by operating activities	974,028	902,424
B. INVESTING ACTIVITIES		
Acquisitions of tangible assets	(103,749)	(129,443)
Acquisitions of intangible assets	(343,224)	(335,099)
Sale/purchase of subsidiaries, business units and other non- current assets	91,810	(175,916)
Dividends received	4,402	617
Sale/purchase of non-controlling interests	(3,100)	-
Net cash flows generated/(used) in investing activities	(353,861)	(639,841)
C. FINANCING ACTIVITIES		
Repayments of loans and securities (*)	(850,122)	(53,327)
Dividends paid	(2,936)	(3,127)
Issues/purchases of equity instruments	(499,099)	(4,735)
Issues of debt instruments and new loans	6,493	150,000
Net cash flows generated/(used) by financing activities	(1,345,664)	88,811
NET CASH FLOWS GENERATED/(USED) FOR THE YEAR	(725,497)	351,394
Net cash generated/used during the year	(725,497)	351,394
Cash and cash equivalents at the start of the year	800,172	448,778
Cash and cash equivalents at the end of the year	74,675	800,172

(*) In 2024 the item was mainly composed of the repayment of the Nassa Bond (Euro 221 million), the financing (bank and securities) of Nexi SpA (Euro 536 million) and funding to support the BNPL solution (Euro 36 million).

(**) In 2024 the item mainly comprised of non-cash costs/revenues related to LTI/Stock Grant plans (about Euro 18 million), amortised cost and other interest not collected/paid (around Euro 57 million), as well as the positive effect of changes in net working capital (Euro 171 million).





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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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Notes to the Consolidated Financial Statements

FORM, CONTENT AND OTHER GENERAL INFORMATION

Name of the entity preparing the financial statements or other means of identification	
Nexi SpA	
Entity registered office	
Milan - Corso Sempione 55	
Legal structure of the entity	
SpA (joint-stock company under Italian law)	
Country of registration	
Italy	
Address of the entity's registered office	
Corso Sempione, 55	
Main place of business	
Milan - Corso Sempione, 55	
Description of the nature of the entity's business and its main operations:	
Holding of equity investments. Operating companies operate in the e-money sector (acquiring and issuing) and payments	
Parent entity name	
Nexi SpA	
Company name of the Parent Company	
SpA (joint-stock company under Italian law)	
Duration of the entity set up for a fixed term	
The duration of the Company is set at 31 (thirty-one) December 2100 (two thousand one hundred) and may be extended one or more times in the manner envisaged by law	
Year that the financial statements pertain to	
2024	



Notes to the Consolidated Financial Statements - **Accounting Policies**

NOTES TO THE FINANCIAL STATEMENT

1. Accounting Policies

Basis of Preparation

The Group has prepared these Consolidated Financial Statements as at 31 December 2024 in accordance with the IFRS, issued by the International Accounting Standards Board (IASB) and subject to interpretation by the International Financial Reporting Interpretations Committee (IFRIC), as ratified by the European Commission and transposed into Italian Law via Italian Legislative Decree 38/2005 pursuant to Community Regulation no. 1606/2002. In preparing the Consolidated Financial Statements as at 31 December 2024, the IFRS standards endorsed and in force as at 31 December 2024 were applied, including the SIC and IFRIC interpretative documents. No derogations were made from the IAS/IFRS standards.

In addition, as required by current legislation, the Nexi Consolidated Financial Statements are made available to the public in the iXBRL format. Note that due to some technical limits of the main tools used in the market some information contained in the Notes to the Consolidated Financial Statements, prepared in ESEF format, extracted from the XHTML format in an XBRL instance, may not be reproduced identically to what is contained in the consolidated financial statements in XHTML format.

It should be noted that the publication of the Nexi Group's Consolidated Financial Statements as at 31 December 2024 was authorised by a resolution of the Board of Directors on 27 February 2025.

The Consolidated Financial Statements as at 31 December 2024 comprise the Statement of Financial Position, the Income Statement, the Statement of Comprehensive Income, the Statement of Changes in Equity, the Statement of Cash Flows, the Notes to the Financial Statements, which include the criteria used for their preparation, and the related comparative information. The Consolidated Financial Statements are also accompanied by the Board of Directors' Management Report addressing the Group's operating performance, its economic results and its equity and financial position.

In addition to the amounts for the financial year, the Financial Statements and the Notes thereto present comparative figures as at 31 December 2023.

The Consolidated Financial Statements as at 31 December 2024 are prepared in euro which is the Company's functional currency.

Unless otherwise stated, amounts in the financial statements and notes are expressed in thousands of euros.

As also specified in the Management Report, the measurement criteria are adopted considering the corporate business as a going concern with entries made on an accruals basis, respecting principles of relevance and significance of the accounting information and substance over form. Furthermore, no compensation is made between costs and revenues or between assets and liabilities except in cases expressly provided for or accepted by the accounting standards in force.



Notes to the Consolidated Financial Statements - Accounting Policies

As well as providing all information mandatory pursuant to international accounting standards, the law, Consob and ESMA, the Management Report and the Notes also provide non-mandatory information deemed useful for the purposes of presenting a true and fair view of the Group's situation. In continuity with what was carried out during the preparation of the 2023 annual financial statements, also for the purposes of the Consolidated Financial Statements as at 31 December 2024 reference was made to the ESMA documents and in particular to the document issued on 24 October 2024 concerning the priorities relating to the financial statements prepared based on the IASs/IFRSs. Specifically, the enforcement priorities for 2024 for financial statements prepared in accordance with international accounting standards are:

- Disclosure of liquidity risks, for which ESMA recalls the main methods of preparing the statement of cash flows, as well as the changes made during the year to IAS 1 in relation to the presentation of liabilities as current or non-current and to IAS 7 with reference to financing arrangements with suppliers, for which reference is made to the following section;
- Disclosure of Management's accounting policies, estimates and assumptions: ESMA recalls that accounting policies must be tailored to the operating environment of the individual entity and that disclosure must be made of key estimates and assumptions made by Management, as well as major sources of estimation uncertainty;
- Sustainability reporting: ESMA recalls the main changes that occurred as a result of the transposition of the CSRD and reminds that attention must be paid to consistency between the information reported on climate change risks in the financial statements and the information contained in sustainability reporting;
- Alternative Performance Measures and the preparation of the financial statements in ESEF format, with regard to which reference is made to the information contained in this section and in the Management Report.

In 2024 the Group applied accounting standards consistent with those of the previous year, except for the changes in accounting standards issued by the IASB and effective as of 1 January 2024.

Specifically, the following changes in accounting standards apply from 1 January 2024:

1) *Amendments to IFRS 16 Leases: Lease liability in a sale and leaseback.*

From 1 January 2024 amendments to IFRS 16 are mandatory, which specify how the lessee-seller subsequently assesses sale and leaseback transactions that meet the requirements of IFRS 15 to be accounted for as a sale.

IFRS 16 clarifies that if the selling lessee transfers the asset to another entity (the purchasing lessor) and leases back the asset from the purchasing lessor, both the selling lessee and the purchasing lessor must account for the transfer agreement and the lease under IFRS 16. To determine whether the transfer of the asset constitutes a sale, entities shall apply the requirements for determining when the obligation to do something is discharged under IFRS 15. Similarly, IFRS 15 shall be applied to determine whether the transfer of the asset is accounted for as a sale of the asset. A sale and leaseback qualify as a sale if the lessor purchaser obtains control of the underlying business.

The seller-lessee measures a leaseback asset as the percentage of the former carrying amount of the asset that relates to the retained right of use. The gain (or loss) recognised by the seller is limited to the percentage of the total gain (or loss) that relates to the rights transferred to the purchaser-lessee. Any difference between the sale proceeds and the fair value of the asset is a prepayment of lease instalments (if the purchase price is below market terms) or additional financing (if the purchase price is above market terms). The same logic applies if the lease payments are not at market rates.

2) *Amendments to IAS 1: Presentation of liabilities as current and non-current*

The amendments to IAS 1 clarify that liabilities are classified as current or non-current, depending on the rights existing at the end of the reporting period.

The liabilities are non-current if at the end of the reporting period the entity has a substantive right to defer the settlement of payment for at least twelve months. The guidance does not require that such right must be unconditional.

An entity must classify a liability as current when:

- a) it is expected to settle the liability in its normal operating cycle;
- b) it possesses it primarily for the purpose of negotiating it;
- c) the liability must be discharged within 12 months after the end of the financial year; or
- d) at the end of the reporting period it does not have the right to defer settlement of the liability for at least twelve months after the end of the reporting period.

All other liabilities are to be classified as non-current.

Liabilities arising from financing arrangements may be classified as non-current when the entity's right to defer settlement of those liabilities is subject to the entity's compliance with the terms within twelve months after the reporting period. In such situations in the notes the entity must disclose information that enables users of its financial statements to understand the risk that the liabilities may become repayable within 12 months after the reporting period. The amendments also clarify that for the purposes of classifying a liability as current or non-current, settlement refers to a transfer to the counterparty that results in the settlement of the liability.



Notes to the Consolidated Financial Statements - Accounting Policies

3) Amendments to IAS 7 and IFRS 7: Supplier financing agreements

The objective of the disclosures referred to in the amendment to IAS 7 is to enable users of financial statements to evaluate the effects of supplier finance arrangements on an entity's liabilities and cash flows and on the entity's exposure to liquidity risk.

To achieve this, an entity must describe the following:

- Terms and conditions of the agreement.
- At the beginning and end of the financial year:
 - (i) The carrying amounts of suppliers' financial liabilities and the items of the financial liabilities they are presented in.
 - (ii) The carrying amounts and related items of the financial liabilities referred to in (i) above for which the suppliers have already received payment from the credit institutions.
 - (iii) The range of payment dates for both the financial liabilities indicated in (i) above and for comparable trade payables that are not part of a supplier finance arrangement. If payment due date intervals are long, explanations of these intervals or additional intervals (e.g. stratified intervals) are required.
- The type and effect of changes, for example the effect of business combinations, exchange differences or other transactions that do not require the use of cash or cash equivalents.

The Amendments to IFRS 7 incorporated supplier finance arrangements as an additional relevant factor for liquidity risk.

These changes had no impact on the Group.

IFRS and IFRIC Accounting Standards, Amendments and Interpretations Endorsed by the European Union, not yet Mandatorily Applicable and not Early Adopted by the Group as at 31 December 2024

- Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates.

As of 1 January 2025, amendments to IAS 21 are mandatory in the case of hyperinflationary or non-exchangeable currencies; they provide the following:

- specify when a currency is exchangeable into another currency and when it is not: a currency is exchangeable when an entity is able to exchange that currency for the other currency through markets or exchange mechanisms that create enforceable rights and obligations without undue delay at the measurement date and for a specific purpose; a currency is not exchangeable into the other currency if the entity can obtain only an insignificant amount of the other currency;
- specify how the entity determines the exchange rate to be applied when a currency is not exchangeable: when a currency is not exchangeable at the measurement date, the entity estimates the spot exchange rate as the rate that would have applied to an orderly transaction between market participants at the measurement date and that would faithfully reflect prevailing economic conditions;
- require additional disclosures when a currency is not exchangeable: when a currency is not exchangeable, an entity discloses information that would enable users of its financial statements to evaluate how the lack of exchangeability of a currency affects or is expected to affect its results of operations, financial position and cash flows.

The amendments to IAS 21 had no impact on the Group's Consolidated Financial Statements.

IFRS and IFRIC Accounting Standards, Amendments and Interpretations not yet Endorsed by the European Union and not Applicable as at 31 December 2024

The table below shows the standards for which amendments have been issued but not yet approved by the European Union.

IASB document	Date of publication by IASB
IFRS 18 Presentation and Disclosure in Financial Statements	09/04/2024
IFRS 19 Subsidiaries without Public Accountability: Disclosures	09/05/2024
Amendments to the Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and IFRS 7)	30/05/2024
Annual Improvements Volume 11:	18/07/2024
Contracts Referencing Nature-dependent Electricity – Amendments to IFRS 9 and IFRS 7	18/12/2024

Since none of them have yet been endorsed by the European Union, there is no impact on the Consolidated Financial Statements as at 31 December 2024. The Group will undertake specific projects to assess the possible impact of applying the new standards.



Notes to the Consolidated Financial Statements - Accounting Policies

Contents of the Accounting Statements

Statement of Financial Position and Income Statement

The Statement of Financial Position and the Income Statement consist of items, sub-items and additional, more detailed information. In the Income Statement, revenues are indicated with no sign, while costs are preceded by the minus sign.

Statement of Comprehensive Income

The Statement of Comprehensive Income starts out from the profit (loss) for the period to show the items of income recognised as counter-entries in the valuation reserves, net of the relevant tax effect, in compliance with the international accounting standards. Consolidated comprehensive income is presented with separate evidence of the income components that will not be recognised in the income statement in the future and those that may otherwise be reclassified to profit (loss) for the year under certain conditions. The statement also distinguishes the share of profitability pertaining to the Parent Company from that pertaining to minority shareholders. Negative amounts are preceded by a minus sign.

Statement of Changes in Equity

The Statement of Changes in Equity shows the changes to shareholders' equity accounts that took place during the year covered by the financial statements and the previous year, divided up into share capital, reserves (capital reserves and net income reserves), valuation reserves and the profit (loss) for the period. Any treasury shares reduce shareholders' equity. The "Equity" components included in the Bond Loans issued, net of the direct transaction costs, increase equity.

Statement of Cash Flows

The statement of cash flows provides information on cash flows for the period under review and the previous period, and has been prepared using the indirect method whereby, in reporting cash flows from operating activities, profit or loss is adjusted for the effects of non-monetary transactions.

Cash flows are broken down into those generated by operating, investing and financing activities. Note that as required by IAS 7.43, cash flows from investing activities were excluded that did not require the use of cash or cash equivalents, including lease transactions. The cash flows generated in the period are indicated with no sign, while the cash flows absorbed in the period are preceded by the minus sign.

Contents of the Notes

The Notes to the Financial Statements provide all information envisaged by the international accounting standards.

Other Aspects

With regard to the amendments to IAS 12 relating to the Pillar Two Model, the following is an update to the information provided in the Consolidated Financial Statements as at 31 December 2023.

International Tax Reform - Pillar Two Model - Amendments to IAS 12 - At the end of 2021 more than 135 countries, accounting for more than 90% of global GDP, reached an agreement on international tax reform introducing a Global Minimum Tax for large multinational corporations. In detail, these countries adhered to the OECD Inclusive Framework on Base Erosion and Profit Shifting, which introduces a two-pillar model to address tax issues arising from the digitisation of the economy. In Europe, the Directive to implement the minimum tax component of the OECD reform was approved by the European Commission on 12 December 2022. Following the overcoming of reservations by some Member States, unanimous agreement was reached in the EU for the adoption of the proposed EU Directive to achieve a minimum level of effective taxation of 15% for multinational groups with total revenues exceeding Euro 750 million per year. Directive No. 2523/2022 was published in the EU Official Journal on 22 December 2022 and applies from the 2024 tax year. Other non-EU countries may implement the same internationally derived legislation in their national laws. With the publication of the amendments to

Notes to the Consolidated Financial Statements - Accounting Policies

IAS 12, the IASB sought to respond to the concerns of several stakeholders on the potential implications of the application of the Pillar Two rules on tax accounting. Specifically, the amendments to the standard introduced a mandatory temporary exception that allows not recognising deferred taxation deriving from the implementation of the Pillar Two Framework. The exception, which the Group also uses for the purposes of this disclosure, is immediately applicable and retroactive. Specific disclosure obligations are also imposed on impacted companies (applicable as from the annual financial statements beginning on or after 1 January 2024), with different disclosure requirements to be met in periods when Pillar Two legislation is enacted or substantially enacted but not yet in force, and in periods when tax reform is in force.

Transposing the aforementioned legislation through Italian Legislative Decree 209/2023, the Italian legislature introduced:

- the additional minimum tax (IRR), payable by Italian-located parents of multinational or domestic groups in relation to low-taxed enterprises forming part of the group;
- the supplementary minimum tax (UTPR), payable by one or more enterprises of a multinational group located in Italy with respect to enterprises belonging to the group subject to low taxation when the equivalent additional minimum tax in other countries has not been fully or partially applied (but applicable in accordance with the procedures envisaged in Articles 57 and 60 of Italian Legislative Decree 209/2023);
- the national minimum tax (QDMTT), payable with respect to companies of a multinational or domestic group subject to low taxation located in Italy.

Currently the Nexi Group is engaged in activities aimed at implementing a Group tool as well as the most appropriate processes and the most effective ways to manage this compliance given the involvement of more than 70 companies and subsidiaries located in more than 20 jurisdictions (all European, with the exception of a permanent establishment in South Africa).

Analyses were also performed to check that the simplified transitional Safe Harbour requirements are applicable in the jurisdictions the Group operates in, which – if met – would not result in tax payments arising from the application of the aforementioned new law.

The Consolidated Financial Statements are accompanied by a statement by the Managing Director - CEO and by the Financial Reporting Manager, in accordance with Article 154 bis of the TUF and subjected to an audit by the independent auditors PricewaterhouseCoopers SpA.

Consolidation Criteria

The Group has established the consolidation scope in accordance with IFRS 10 - Consolidated financial statements. Accordingly, the concept of control is fundamental to consolidation of all types of entities. It exists when the investor concurrently:

- has power over the entity relevant activities;
- is exposed, or has rights, to variable returns from its involvement with the entity;
- has the ability to affect those returns through its power over the entity.

The Group therefore consolidates all types of entities when all three control elements are present. As a rule, when an entity is mainly managed through voting rights, control derives from the holding of more than half of the voting rights.

Assessment of whether control exists may be more complex in other circumstances and requires a greater use of judgement as it is necessary to consider all the factors and circumstances that give control over the entity (*de facto* control).

In the context of the Nexi Group, all the consolidated entities are mainly controlled through voting rights. Accordingly, Nexi did not have to exercise judgements or make significant assumptions in order to establish the existence of control over subsidiaries and significant influence over associates.

For the preparation of the Consolidated Financial Statements as at 31 December 2024, the following were used: i) the financial statements for the period of the Parent Company Nexi SpA and ii) the accounting results as at 31 December 2024, approved by the competent bodies and functions of the fully consolidated Companies.

Controlled companies have been consolidated by recognising all the assets, liabilities, revenue and costs on a line-by-line basis of the Statement of Financial Position and Income Statement aggregates of the accounting situations of subsidiaries. To this end, the following adjustments were made:

- the carrying amount of equity investments held by the Parent Company and the corresponding share of the shareholders' equity have been eliminated;
- recognising the equity and profits or losses of non-controlling interests separately.

Notes to the Consolidated Financial Statements - Accounting Policies

The differences resulting from the above adjustments, if positive, are recognised after any allocation to items of the assets or liabilities of the subsidiary as goodwill or as other intangible assets in the item "Intangible Assets" as at the date of first consolidation. Any negative differences are recognised in the Income Statement.

Intragroup assets and liabilities, income and expenses, as well as profits and losses are eliminated.

Acquisitions of companies are accounted for according to the "acquisition method" envisaged in IFRS 3, on the basis of which the identifiable assets acquired and the identifiable liabilities assumed (including potential liabilities) are to be recognised at their respective Fair Values at the acquisition date. Moreover, for each business combination, any non-controlling interest in the acquiree may be recognised at Fair Value or in proportion to the non-controlling interest's share of the acquiree's identifiable net assets. Any excess of the consideration transferred (represented by the Fair Value of the assets sold, liabilities incurred and equity instruments issued) and the Fair Value of the minority interests over the Fair Value of the assets and liabilities acquired is recognised as goodwill. If the price is lower, the difference is recognised in the income statement. The Group applies the Partial Goodwill method and therefore accounts for minority interests at the carrying amount.

The "acquisition method" is applied from the date of acquisition, i.e. when control of the acquired company is effectively obtained. Therefore, the economic results of a subsidiary acquired during the reporting period are included in the consolidated financial statements from the date of its acquisition. Similarly, the results of operations of a transferred subsidiary are included in the consolidated financial statements up to the date on which control ceased. The difference between the sale consideration and the carrying amount at the date of disposal (including exchange rate differences recognised in equity at the time of consolidation) is recognised in the income statement.

In a multi-stage business combination, the Fair Value at the acquisition date must also be determined by reference to the interests in the acquiree previously held by the acquirer.

Pursuant to IAS 28, the Group Consolidated financial statements also include the results of investees, i.e., entities over which the Group has significant influence and the power to participate in directing its financial and operating policies without having control or joint control, as well as equity investments subject to joint control in accordance with IFRS 11. Such equity investments are measured using the shareholders' equity method which entails the initial recognition of the investment at cost and its subsequent adjustment based on the Group's share of the investee's shareholders' equity. The Group's share of the investee's profit or loss for the period is recognised separately in the consolidated Income Statement.

The difference between the investment's carrying amount and the Group's share of its shareholders' equity is included in the investment's carrying amount.

If there is indication of impairment, the Group estimates the investment's recoverable amount, considering the discounted future cash flows that the investee may generate, including the investment's costs to sell. When the recoverable amount is less than the investment's carrying amount, the difference is recognised in the Income Statement.

All the assets and liabilities of the subsidiaries that prepare their financial statements in currency other than the euro (so-called Foreign Operation) and that fall within the consolidation area are translated using the exchange rates in force at the reporting date (current exchange method), while the related revenues and costs are translated at the average exchange rates for the period. The translation exchange differences resulting from the application of this method are classified as a shareholders' equity item until the equity investment is disposed of in full or when the investee ceases to qualify as a subsidiary. On partial disposal, without loss of control, the portion of exchange rate differences relating to the portion of the equity investment disposed of is allocated to the shareholders' equity of the minority interests. In preparing the consolidated statement of cash flows, the cash flows of consolidated foreign companies expressed in currencies other than the euro are translated using the average exchange rates for the period. Goodwill and Fair Value adjustments generated when allocating the purchase cost of a foreign company are recognised in the related currency and are translated using the period-end exchange rate.



Notes to the Consolidated Financial Statements - Accounting Policies

Scope of Consolidation

The following table shows the list of subsidiaries in the Nexi Group as at 31 December 2024:

Company	Structure	Currency	Investor	% ownership	Registered office
Nexi Payments S.p.A. (*)	subsidiary	EUR	Nexi SpA	99,49	Milan, Italy
Nexi Payments Greece S.A. (*)	subsidiary	EUR	Nexi SpA	90,01	Athens, Greece
Mercury Payment Services S.p.A.	subsidiary	EUR	Nexi SpA	100	Milan, Italy
Help Line S.p.A.	subsidiary	EUR	Nexi SpA	69,24	Milan, Italy
Help Line S.p.A.	subsidiary	EUR	Nexi Payments SpA	1,06	Milan, Italy
Orbital Cultura Srl (ex Bassmart)	subsidiary	EUR	Nexi Payments SpA	100	Florence, Italy
Service HUB S.p.A.	subsidiary	EUR	Nexi SpA	100	Milan, Italy
SIApay S.r.l. (*)	subsidiary	EUR	Nexi Payments SpA	100	Milan, Italy
Nexi Central Europe A.S.	subsidiary	EUR	Nexi SpA	100	Bratislava, Slovakia
Nexi Greece Single Member S.A.	subsidiary	EUR	Nexi SpA	100	Athens, Greece
Numeria Sistemi e Informatica S.p.A.	subsidiary	EUR	Nexi Payments SpA	100	Sassari, Italy
PforCards GmbH (Austria)	subsidiary	EUR	Nexi SpA	100	Wien, Austria
Nexi RS d.o.o. Beograd	subsidiary	RSD	Nexi Central Europe a.s.	100	Beograd, Serbia
SIA Croatia d.o.o.	subsidiary	EUR	Nexi Central Europe a.s.	100	Zagreb, Croatia
Nexi Czech Republic, s.r.o.	subsidiary	CZK	Nexi Central Europe a.s.	100	Prague, Czech Republic
SIA Payment Services	subsidiary	EUR	Nexi Central Europe a.s.	100	Bratislava, Slovakia
BillBird S.A. (*)	subsidiary	PLN	Centrum Rozliczen Elektro-nicznych Polskie ePlatnosci S.A.	100	Krakow, Poland
Centrum Rozliczen Elektronicznych Polskie ePlatnosci S.A.	subsidiary	PLN	Nets Denmark A/S	100	Tajęcina, Poland
Nexi Germany GmbH	subsidiary	EUR	Nexi Germany Holding GmbH	100	Eschborn, Germany
Nexi Austria GmbH	subsidiary	EUR	Nexi Germany GmbH	100	Vösedorf, Austria
Nexi Germany Holding GmbH	subsidiary	EUR	Evergood Germany 1 GmbH	100	Eschborn, Germany
Nexi Germany Sales GmbH	subsidiary	EUR	Nexi Germany Holding GmbH	100	Köln, Germany
Orderbird AT GmbH	subsidiary	EUR	Orderbird GmbH	100	Wien, Austria
Evergood Germany 1 GmbH	subsidiary	EUR	Nets Holdco 1 ApS	100	Eschborn, Germany
Nexi Croatia Ltd (*)	subsidiary	EUR	Nexi Germany Holding GmbH	100	Zagreb, Croatia
Nexi Slovenia Ltd	subsidiary	EUR	Nexi Croatia Ltd	100	Ljubljana, Slovenia
Nets Denmark A/S (*)	subsidiary	DKK	Nets Holdco S AS	100	Ballerup, Denmark
Nets Estonia A/S	subsidiary	EUR	Nets Denmark A/S	100	Tallinn, Estonia
Nets Holdco 1 ApS	subsidiary	DKK	Nexi SpA	100	Ballerup, Denmark
Nets Holdco S AS	subsidiary	DKK	Nets Holdco 1 ApS	100	Oslo, Norway
Nets Sweden AB	subsidiary	SEK	Nets Denmark A/S	100	Stockholm, Sweden
Nexi Schweiz AG	subsidiary	CHF	Nexi Germany GmbH	100	Wallisellen, Switzerland
Orderbird GmbH	subsidiary	EUR	Nexi Germany GmbH	100	Berlin, Germany
Paytech Payment Provider GmbH	subsidiary	EUR	Nexi Germany GmbH	100	Eschborn, Germany
P24 Dotcard Sp. Z o.o.	subsidiary	PLN	Nets Denmark A/S	100	Warszawa, Poland
PayPro S.A. (*)	subsidiary	PLN	P24 Dotcard Sp. z o.o.	100	Poznań, Poland
Paytrail Oyj (*)	subsidiary	EUR	Nets Denmark A/S	100	Jyväskylä, Finland
Paytrail Technology Oy	subsidiary	EUR	Paytrail Oyj	100	Jyväskylä, Finland
Polskie ePlatnosci Sp. z o.o. (*)	subsidiary	PLN	Centrum Rozliczen Elektro-nicznych Polskie ePlatnosci S.A.	100	Jasionka, Poland
Nexi Digital Finland Oy	subsidiary	EUR	Nets Denmark A/S	100	Espoo, Finland
Ratepay GmbH (*)	subsidiary	EUR	Nexi Germany Holding GmbH	100	Berlin, Germany
Team4U Sp. z o.o.	subsidiary	PLN	Centrum Rozliczen Elektro-nicznych Polskie ePlatnosci S.A.	75	Bydgoszcz, Poland

(*) = companies conducting regulated activities subject to restrictions under local supervisory regulations.



Notes to the Consolidated Financial Statements - Accounting Policies

Note that the scope of consolidation did not change during 2024, with the exception of the acquisition of all minority interests in Orderbird (amounting to 1.85%) and the increase in the shareholding in Nexi Payments S.p.A. following the closing of the Sparkasse transaction as described in Note 39.

Note that in 2024 the following merger transactions took place within the Group:

- Merger of the company Poplatek Payments Oy into Nets Denmark.
- Merger of Nassa Topco AS, Nets A/S and Nets Card Processing A/S into Nets Denmark.
- Merger of Checkout Finland Oy into Paytrail Oyj.
- Merger of Rementi Investments S.A. into Centrum Rozliczen Elektronicznych Polskie ePlatnosci S.A.
- Merger of eCard S.A. into PayPro S.A.

Being business combinations under common control, these transactions had no impact on the consolidated financial statements.

The scope of consolidation of the Nexi Group's financial statements as at 31 December 2024 includes, in addition to the companies listed above and consolidated on a line-by-line basis, the following associates measured, given the stakes and/or relevance, according to the equity method:

Company	Structure	Currency	Investor	% ownership (***)	Registered office
QRTAG Sp. z o.o. (**)	significant influence/joint control	PLN	Centrum Rozliczen Elektronicznych Polskie ePlatnosci S.A.	45	Poznań, Poland
Rs Record store (in liquidation)	significant influence/joint control	EUR	Nexi Payments SpA	30	Genova, Italy
e-Boks Development A/S	significant influence/joint control	DKK	e-Boks Group A/S	50	Hellerup, Denmark
e-Boks GCC ApS	significant influence/joint control	DKK	e-Boks International A/S	50	Hellerup, Denmark
e-Boks Group A/S	significant influence/joint control	DKK	Nets Denmark A/S	50	Hellerup, Denmark
e-Boks International A/S	significant influence/joint control	DKK	e-Boks Group A/S	50	Hellerup, Denmark
e-Boks Nordic A/S	significant influence/joint control	DKK	e-Boks Group A/S	50	Hellerup, Denmark
WEAT Electronic Datenservice GmbH (*)	significant influence/joint control	EUR	Nexi Germany GmbH	40	Düsseldorf, Germany
Computop Paygate GmbH (**)	significant influence/joint control	EUR	Nexi Germany Holding GmbH	30	Bamberg, Germany
Computop inc. (USA) (**)	significant influence/joint control	USD	Computop Paygate GmbH	30	Delaware, United States
Computop Ltd. (UK) (**)	significant influence/joint control	GBP	Computop Paygate GmbH	30	London, United Kingdom
Computop Finance GmbH (Germany) (**)	significant influence/joint control	EUR	Computop Paygate GmbH	30	Bamberg, Germany
Nexi Digital S.r.l.	significant influence/joint control	EUR	Nexi SpA	49	Bari, Italy
Nexi Digital Polska Sp z o.o.	significant influence/joint control	PLN	Nexi Digital Srl	49	Warszawa, Poland
Digital Commerce Finland Oy	significant influence/joint control	EUR	Paytrail Oyj	16,67	Eteläanta, Finland

(*) = companies conducting regulated activities subject to restrictions under local supervisory regulations.

(**) = Companies acquired in 2023.

(***) = for indirect subsidiaries with significant influence/joint control, the percentage pertaining to Nexi was indicated.

Significant Assessments and Assumptions Made to Determine the Scope of Consolidation

As mentioned above, companies in which the Group is exposed to variable returns or holds rights to such returns arising from its relationship with them, and at the same time has the ability to affect returns by exercising power over those entities, are considered subsidiaries. Control can only take place if the following elements are present at the same time:

- the power to direct the relevant activities of the investee;
- the exposure or rights to variable returns arising from the relationship with the entity invested in;
- the capacity to exercise its power over the investee company to affect the amount of its returns.

Specifically, the Group considers the following factors when assessing the existence of control:

- the purpose and structure of the investee, in order to identify the entity's objectives, its relevant activities, i.e. those that most influence its performance, and how these activities are governed;
- power, in order to understand whether the Group has contractual rights that confer the ability to direct the relevant operations;

Notes to the Consolidated Financial Statements - Accounting Policies

- exposure to the variability of the investee's returns, in order to assess whether the return received by the Group may potentially vary depending on the results achieved by the investee.

Furthermore, in order to assess the existence of control, with the aim in particular of assessing whether the entity operates as a principal or as an agent, the Group considers the following factors:

- decision-making power over the relevant activities of the investee;
- rights held by other parties;
- the remuneration the Group is entitled to;
- the Group's exposure to the variability of returns from any investment held in the investee.

IFRS 10 identifies as "material assets" only those assets that significantly affect the performance of the investee company. In general terms, when material assets are managed through voting rights, the following factors provide evidence of control:

- ownership, directly or indirectly through its subsidiaries, of more than half of the voting rights of an entity, unless – in exceptional cases – it can be clearly demonstrated that such ownership does not constitute control;
- ownership of half or less of the votes exercisable at the shareholders' meeting and the practical ability to unilaterally govern the relevant activities through:
- control of more than half of the voting rights by virtue of an agreement with other investors;
- the power to determine the financial and operating policies of the entity by virtue of provisions of the articles of association or a contract;
- the power to appoint or remove the majority of the members of the board of directors or equivalent corporate governance body;
- the power to exercise the majority of voting rights at meetings of the board of directors or equivalent corporate governance body.

In order to exercise the power, it is necessary that the Group's rights over the investee entity be substantial. To be substantial, those rights must be practically exercisable when decisions on the relevant activities are to be made. Where substantial, the existence and effect of potential voting rights are taken into account when assessing whether or not there is the power to direct the financial and management policies of another entity. It may sometimes be the case that "de facto control" is exercised over certain entities when, even in the absence of a majority of voting rights, one owns such rights as to enable one to direct the relevant activities of the investee entity in a unidirectional manner. Conversely, cases may arise where, despite owning more than half of the voting rights, one does not have control of the entities invested in because, as a result of agreements with other investors, the exposure to variable returns from the relationship with those entities is not considered significant.

Subsidiaries may also include any "structured entities" in which voting rights are not the determining factor for the assessment of control, including special purpose vehicles (SPE/SPV) and investment funds. Structured entities are considered to be controlled where one has power through contractual rights to govern the relevant assets and is exposed to variable returns from those assets.

As mentioned above, no circumstances arose that required the exercise of subjective evaluations or significant assumptions to determine the scope and method of consolidation.

Significant Restrictions

As for significant restrictions applicable to the transfer of resources within the Nexi Group, note that, as specified in the "Scope of Consolidation" section, some companies of the Group are subject to prudential rules under supervisory regulations in order to preserve adequate capitalisation based on the risks taken. The ability of such companies to distribute capital or dividends is, therefore, subject to compliance with the relevant provisions on equity requirements.

Conversely, there are no significant limitations or restrictions to the exercise of voting rights held in subsidiaries.

Other Information

No accounting records of subsidiaries used in preparing the consolidated financial statements refer to non-homogeneous accounting standards or a date other than that of the consolidated financial statements.

As noted in the management report, the Directors confirm the reasonable expectation that the Group will continue to operate on a going concern basis in the foreseeable future.



Notes to the Consolidated Financial Statements - Accounting Policies

In this regard, the Directors believe that no risks and uncertainties have arisen that would raise doubts as to the Group's ability to continue as a going concern, and believe that the Group has a reasonable expectation of being able to continue operating in the foreseeable future.

For the purpose of expressing the aforesaid opinion, the Directors also evaluated the effects of the uncertainties related to the relevant macroeconomic landscape, taking into account the current geopolitical tensions, which could reasonably lead to negative repercussions on the Company's future results. However, the magnitude of these effects is deemed not to give rise to any uncertainties as to the Group's ability to continue as a going concern, also in consideration of the current and prospective solidity of the Group's equity and financial structure.

For information on the Group's risks and related controls see Note 35, "Information on Risks and Related Hedging Policies" in these Notes to the Financial Statements, as well as in the Management Report on Group Operations.

Main Accounting Policies

Financial Assets at Fair Value through OCI

Classification Criteria

At the reporting date, this category only includes equity securities other than those held for trading and which the Group has opted to measure at FVTOCI. In fact, the non-derivative financial assets held within the scope of the IFRS 9 "Held to Collect and Sell" business model do not have a balance at the reporting date as they are sold on a daily basis as part of a factoring contract.

Recognition Criteria

Subsequent to initial recognition, equity instruments for which classification in this category has been opted for are measured at fair value; gains and losses arising from changes in fair value are recognised with a balancing entry in a specific equity reserve; the amounts recognised in this reserve will never be recycled in the income statement, not even if the asset is sold; in this case, it will be necessary to reclassify to another equity item.

No impairment loss is recognised in the income statement for these assets as they are not subject to any impairment process. The only component recognised in the income statement is dividends.

Measurement Criteria

They are measured at Fair Value and recognised as a balancing entry in the statement of changes in equity (i.e. "Other comprehensive income items"). Fair Value is determined based on the criteria set out in the "Fair Value Disclosure" section.

While dividends are recognised under profit and loss for the period, any impairment loss and any profit or loss from their sale is not recognised in the Income Statement.

Derecognition Criteria

Financial assets or parts of such assets are derecognised whenever the contractual rights to cash flows expire or are transferred, essentially transferring all the related risks and rewards. More specifically, transferred financial assets are derecognised when the entity retains the contractual rights to receive the assets' cash flows but concurrently assumes an obligation to pay these – and only these – cash flows to third parties without significant delay.

Notes to the Consolidated Financial Statements - Accounting Policies

Financial Assets Measured at Amortised Cost

Classification Criteria

This category comprises non-derivative financial assets held in the "Held-to-Collect" business model, the contractual terms of which solely generate cash flows that are payments of principal and interest (SPPI criterion).

The item mainly accounts for receivables due from holders and merchants (including those deriving from the "pay later" solution), their bank accounts, including positions towards international card schemes. Under IFRS 9 general requirements on the reclassification of financial assets, reclassifications to other categories of financial assets is only permitted if an entity changes the business model within which the financial assets are held. Such cases, the occurrence of which should be extremely infrequent, allow reclassification of financial assets measured at Fair Value through other comprehensive income to one of the other two categories designated by IFRS 9 (i.e. "Financial assets at fair value through OCI" or "Financial assets at FVPL"). The transfer value, which is applied prospectively from the reclassification date, is recognised as the Fair Value at time of reclassification. Gains or losses generated by the difference between the amortised cost of financial assets and their fair value are recognised either to profit or loss, where the assets are reclassified as "Financial assets at FVPL", or to Shareholders' Equity (and to the relevant valuation reserve), where the assets are reclassified as "Financial assets at fair value through OCI".

Recognition Criteria

"Financial assets measured at amortised cost" are initially recognised at the agreement signing date, which is usually the disbursement date, based on the financial instrument's Fair Value, which usually equals the amount disbursed including direct transaction costs/proceeds.

Measurement Criteria

After initial recognition, assets included in this item are measured at amortised cost using the effective interest method.

"Financial assets measured at amortised cost" are tested for impairment at each reporting date. The impairment rules described below also apply to loan commitments and financial guarantee contracts.

Impairment is calculated considering the financial asset's expected credit losses. For the financial receivables, application of the related impairment method requires classification of the financial assets according to three stages, depending on whether any significant increase in credit risk has occurred as of initial recognition. For each stage a different method of measuring impairment is used based on the expected loss in the 12 subsequent months for receivables in Stage 1 (performing financial instruments that have not seen a significant increase in credit risk) and on lifetime expected losses of receivables classified in Stage 2 and Stage 3 (including performing financial instruments that have seen an increase in credit risk and bad financial assets, respectively). Given the specific features of the Group's credits portfolio, the expected 12-month loss is itself the expected lifetime loss.

Regarding the trade receivables under the item in point, mainly consisting of merchant fees charged to the merchants, the Group made use of the option to apply the simplified approach of IFRS 9 by measuring the expected loss over the life of the instrument without applying the three-stage approach.

With respect to impairment:

- the Group defined the methods to monitor changes in credit quality of its financial assets measured at amortised cost and at Fair Value as a balancing entry in the statement of changes in equity;
- since the IFRS definition of exposures at default is now aligned with the regulatory definition, the approach used to classify exposures as credit-impaired, which are now allocated to Stage 3, has not changed.

The Group considers historical information and all the information available at the reporting date, including forward-looking information on the potential worsening in the historical losses.

Impairment losses are recognised in profit or loss as net impairment losses.



Notes to the Consolidated Financial Statements - Accounting Policies

An entity recognises an impairment gain on credit-impaired debt instruments when the reasons for the impairment no longer exist and the gain is objectively related to an event that took place after recognition of the impairment loss. Impairment gains are recognised in the Income Statement and may not exceed the amortised cost the asset would have had had the impairment loss not been recognised.

Derecognition Criteria

Financial assets or parts of financial assets are derecognised when the contractual rights to cash flows expire or are transferred, transferring substantially all the related risks and rewards.

More specifically, transferred financial assets are derecognised when an entity retains the contractual rights to receive the assets' cash flows but concurrently assumes an obligation to pay these - and only these - cash flows to third parties without significant delay.

Hedging Transactions

Classification Criteria

Asset and liability items include hedging financial derivatives, which at the date of the financial statements had a positive and negative fair value, respectively.

Hedges seek to mitigate potential recognisable losses on a particular financial instrument or group of financial instruments attributable to a specific risk by offsetting them with recognisable gains on a different financial instrument or group of financial instruments.

The following types of hedging relationships are envisaged in IFRS 9:

- fair value hedge: a hedge of the exposure against changes in the fair value of a recognised asset or liability or an unrecognised firm commitment, or a component thereof, that is attributable to a particular risk and could affect profit (loss) for the period;
- cash flow hedge: a hedge of the exposure against variability in cash flows attributable to a particular risk associated with all or a component of recognised assets or liabilities (such as all or only some future interest payments on variable rate debt) or a highly probable planned transaction that could affect profit (loss) for the period;
- hedges of a net investment in a foreign operation as defined in IAS 21.

In the consolidated financial statements, the designation of a derivative as a hedging instrument is only possible if it is entered into with a counterparty outside the Group. Any results attributable to internal transactions between different Group entities are eliminated.

As established by IFRS 9, derivative instruments are designated as hedging instruments provided that the hedging relationship between the hedged instrument and the hedging instruments is formally documented and meets all the requirements of the standard, including those relating to hedge effectiveness.

The Group has only entered into cash flow hedge transactions.

Recognition Criteria

Hedging derivatives are initially recognised at fair value at the date of the transaction.

Measurement Criteria

Hedging derivatives are measured at fair value.

The method of accounting for gains and losses arising from changes in fair value differs according to the type of hedge.

With regard to cash flow hedges, changes in the fair value of the derivative are recognised in Shareholders' equity for the effective portion of the hedge, and are only recognised in the income statement when a change in the cash flows to be offset occurs or if the hedge proves ineffective with respect to the hedged item.



Notes to the Consolidated Financial Statements - Accounting Policies

In application of the accounting standard, hedging relationships must meet the following requirements:

- presence of an economic relationship between the hedged item and the hedging instrument;
- the non-dominance of credit risk within the Fair Value changes relating to this economic relationship;
- the definition of a hedge ratio that identifies the quantities of hedged item and hedging instrument considered in the hedging relationship, so as not to create a mismatch that generates a component of ineffectiveness that does not properly reflect the objectives of the hedge.

Derecognition Criteria

The hedging relationship is terminated if the hedge effectiveness test fails or the risk management objective underlying the hedging relationship has changed. In such case, the derivative instrument is classified as a trading transaction.

Furthermore, the hedging relationship is interrupted when:

- the hedged item is sold and repaid;
- the hedging transaction is terminated early;
- the derivative expires, is sold, extinguished or exercised.

Equity Investments in Associates and Joint Ventures

Basis of Classification, Recognition and Measurement

This item includes equity investments in associates and joint ventures, measured using the equity method, as described in the Consolidation criteria section.

Jointly controlled companies are entities for which control is shared between the Group and one or more other parties on a contractual basis, or when the unanimous consent of all parties sharing control is required for decisions concerning material activities.

Associate companies are entities in which the Group owns at least 20% of the voting rights (including potential voting rights) or in which, even with a lower proportion of voting rights, it has the power to participate in the determination of the financial and management policies of the investee company by virtue of special legal ties such as participation in shareholders' agreements.

Financial assets are initially recognised on the settlement date, and equity investments are recognised at cost and accounted for using the equity method. If there is evidence that the value of an investment may have been impaired, the recoverable amount of the investment is estimated, considering the discounted future cash flows that the investee may generate, including the investment's costs to sell. When the recoverable amount is less than the investment's carrying amount, the difference is recognised in the income statement. If the reasons for an impairment loss are removed as a result of an event occurring after the impairment was recognised, a reversal of the impairment loss is recognised in the income statement.

Investments in entities other than subsidiaries, associates or joint ventures are classified in the portfolio of financial instruments measured at Fair Value through the income statement or the portfolio of financial instruments measured at Fair Value through comprehensive income.

Derecognition Criteria

Equity investments are derecognised when the contractual rights to the cash flows from the assets expire or when the equity investment is sold, substantially transferring all the risks and rewards associated with it.

Tangible Assets

Classification Criteria

Tangible assets include land, instrumental properties, furniture, furnishings, valuable artistic heritage, POSs and ATMs, electronic machinery and equipment of all types, expected to be used for more than one year. The item also includes rights of use acquired through



Notes to the Consolidated Financial Statements - Accounting Policies

lease contracts, as envisaged by IFRS 16. According to IFRS 16, a lease is a contract or part of a contract that transfers the right to use an asset for a period of time in exchange for consideration.

Tangible assets held for use in production or for the supply of goods and services are classified as "Property and equipment" under IAS 16. Property held for investment purposes held to earn rentals or for capital appreciation or both is classified as "Investment property" under IAS 40.

Recognition Criteria

Tangible assets acquired on the market are recognised as assets when the main risks and rewards connected with the asset are transferred. Initial recognition is at cost, which includes all directly related charges.

Rights of use accounted for under IFRS 16 are recognised as the sum of the present value of future lease payments to be made over the lease term, lease payments made on or before the lease term, any incentives received, initial direct costs, and any estimated costs of dismantling or restoring the underlying asset, as the lessee has a financial obligation to make payments due to the lessor to compensate for its right to use the underlying asset during the lease term. Recognition occurs when the asset is made available to the lessee for its use, and on that date the lessee recognises both the liability and the asset consisting of the right of use. The recognised financial liability corresponds to the present value of the lease payments due.

Regarding the discount rate, on the basis of IFRS 16 requirements, the Group uses the implicit interest rate, where available, for each lease contract. If such a rate is not available or cannot be readily determined without resorting to estimates, the Group will base the marginal lending rate on market rate curves and the lessee's spread.

Land is recognised separately, even when purchased jointly with the building, taking a component-based approach. The breakdown of the value of the land and that of the building is prepared on the basis of independent expert appraisals.

The costs of major repairs which increase the future economic benefits associated with the asset are recognised in the carrying amount of the asset, when the criteria for capitalisation are met, while the costs of day-to-day servicing are recognised in the Income Statement.

Measurement Criteria

Property, plant and equipment (for operational use and held for investment purposes) with a finite useful life are subsequently measured at cost adjusted for accumulated depreciation and any impairment losses and reversals.

The depreciable value of property and equipment, equal to the cost of the assets insofar as the residual value at the end of the depreciation process is held to be insignificant, is split systematically on a straight-line basis throughout the estimated useful life, according to a criterion of allocation that reflects the technical-economic duration and the residual possible use of the individual elements.

The useful life with reference to the different categories of tangible assets is at most as follows:

- Civil/industrial buildings for functional use: 33 years;
- Civil/industrial buildings held for investment purposes: 33 years;
- POSs: 5 years;
- ATMs: 7 years;
- Electrical systems: 7 years;
- Data centres: 7 years;
- Air-conditioning systems: 7 years;
- Alarm and security systems: 5 years;
- Fire-fighting systems: 7 years;
- Telephone and telecommunications equipment: 3 years;
- Hardware: 5 years;
- Furniture: 7 years;
- Furnishings: 7 years.



Notes to the Consolidated Financial Statements - Accounting Policies

The rights of use recognised in accordance with IFRS 16 are depreciated over a period equal to the lesser of the asset's useful life and the duration of the lease contract. The lease term is determined taking into account periods covered by an option to extend the lease and an option to terminate the lease where the exercise of those options is reasonably certain.

Land is not depreciated insofar as it has an undefined useful life, and artistic heritage is not depreciated insofar as the useful life cannot be estimated and its value normally increases over time.

At each reporting date, the Group weighs up whether or not there is any indication showing that tangible assets and rights of use may have suffered a loss in value. If there is evidence of any such loss, the carrying amount is compared with the recoverable value.

Derecognition Criteria

Tangible assets are derecognised when disposed of or when no further future economic benefit is expected from their use or decommissioning.

Intangible Assets

Classification Criteria

Intangible fixed assets are non-monetary assets with no physical consistency, which can be identified and are able to generate future economic benefits that can be controlled by the company, and include goodwill and other intangible assets governed by IAS 38. The intangible assets include rights of use acquired under leases and relating to the use of an intangible asset by the lessees.

Recognition Criteria

Intangible assets are recognised at the cost of acquisition when the main risks and benefits connected with the asset are transferred, but only if it is likely that the related future economic benefits will be realised and if the cost can be reliably determined. If not, the cost of the intangible asset is recognised in the income statement in the year in which it is incurred. More specifically, the cost of software development includes only the expenses incurred that can be directly attributed to the development process and constitute intangible assets only if all the following conditions are met:

- the cost attributable to the development activity can be reliably determined;
- the entity has the intention, the availability of financial resources and the technical capacity to make the asset ready for use or sale;
- it can be demonstrated that the asset is able to produce future economic benefits.

There are also intangible assets linked to the customers represented by the valuation, during combinations, of contracts with customers and permanent relations, again with customers. These assets are originally valued by discounting, using a rate that is representative of the time value of money and the specific risks of the asset, of the flows representative of the income margins over a period expressing the residual, contractual or estimated duration of the relationships in place at the time of the combination transaction. Finally, the brand, which is also recognised in combination transactions, is valued using the "royalty relief" criterion.

Measurement Criteria

All intangible assets recognised, other than goodwill, are considered of finite useful life and consequently amortised considering the cost of the individual assets and the related useful life.

More specifically, intangible assets based on technology, such as application software purchased with permanent user's licenses and the costs for software development, are amortised according to their expected technological obsolescence and in any case in general over a period of five years, save for particular cases connected to the development of new platforms, analysed from time to time based on the technical features whose the estimated useful life is equal to maximum 25 years..

Notes to the Consolidated Financial Statements - Accounting Policies

Intangible assets arising from the purchase price allocation of business combination have a useful life estimated individually for each transaction:

- Customer contracts: on the basis of the contract terms;
- Customer relationship: approximately 20 years;
- Brand: 5 years.

If there is any indication that an intangible asset with a finite useful life may be impaired, the asset's recoverable amount is estimated and the amount of the loss, recognised in the income statement, is equal to the difference between the asset's carrying amount and its recoverable amount.

Derecognition Criteria

An intangible asset is derecognised on disposal or when no future economic benefits are expected.

Goodwill

Goodwill is recognised in the statement of financial position at cost, net of any accrued losses, and is not subject to amortisation.

Goodwill may be recognised in the context of business combinations when the positive difference between the consideration transferred and the Fair Value of the non-controlling interest and the Fair Value of the assets acquired is representative of the future earning capacity of the equity investment (goodwill).

If this difference is negative (badwill) or if goodwill may not be attributed considering future potential income generation of the equity investments, the same difference is directly recorded in the income statement.

Even if there is no indication of impairment, goodwill is impairment tested once a year. For this purpose, goodwill is allocated to the Cash Generating Units ("CGUs") identified based on the characteristics of the Group's business, its model and related organizational structure as well as internal and external reporting used. Starting from the financial statements for the year ended December 31, 2022, within the Nexi Group, Cash Generating Units matches to the business units represented in the segment reporting. The recoverable amount of an asset or CGU is the greater of its value in use and its Fair Value less costs of disposal. A loss of value is recognised if the carrying amount of the CGU exceeds its recoverable value.

Impairment of goodwill is recognised on the consolidated Income Statement and not restored in subsequent years.

In conducting the impairment test for goodwill recorded in the Consolidated Financial Statements as at 31 December 2024, the following was also taken into account:

- ESMA's Public Statement of 24 October 2024 "European common enforcement priorities for 2024 annual financial reports" as reported in the previous section, which among other things reiterates a number of recommendations already present in its previous Public Statement published in October 2023.
- Discussion paper no. 1/2022 "Impairment test of non-financial assets (IAS 36)" published on 29 June 2022 by the Organismo Italiano di Valutazione ("OIV") following the war in Ukraine, which incorporates the contents of ESMA's Public Statement of 13 May 2022 (the subject of Consob's Call for Attention of 19 May 2022) and provides operational guidance for dealing with the uncertainty of the current environment in the context of the possible exercise of the impairment test.

Non-Current Assets or Groups of Assets/Liabilities Held for Sale

"Non-current assets held for sale and discontinued operations" (in the assets) and "Liabilities associated with assets held for sale and discontinued operations" (in the liabilities) include all non-current assets or groups of assets/liabilities for which a decision has been made to dispose and the sale of which is considered extremely likely.

These assets/liabilities are measured at the lower of their carrying value and their Fair Value less costs to sell, with the exception of certain types of assets for which IFRS 5 specifically provides that the valuation criteria of the relevant accounting standard must be applied (e.g. financial assets within the scope of IFRS 9). Income and expenses (net of the tax effect) attributable to groups of assets held for disposal or recognised as such during the period, are presented in the Income Statement in a separate item.

Notes to the Consolidated Financial Statements - Accounting Policies

Other Assets and Liabilities

Other assets essentially include items awaiting arrangement and items that cannot be traced to other items of the Statement of Financial Position, including receivables deriving from the supply of non-financial goods and services (net of depreciation funds), tax items other than those recognised under own item (for example connected with the activity of tax substitute), accrued income other than that capitalised on the related financial assets, including that deriving from contracts with customers in accordance with IFRS 15, paragraphs 116 et seq. and costs incurred to fulfil contracts with customers as envisaged by paragraphs 91 et seq. of IFRS 15. The item also includes inventories related to POS and ATM (including spare parts) and plastics for cards managed by the Group. These inventories are valued respectively at weighted average cost and at FIFO. At the end of the year, impairment losses are eventually recognised if the Fair Value minus the selling costs is lower than the carrying amount.

Other liabilities include liabilities that cannot be allocated to the other liability items in the statement of financial position, including payables associated with the payment of non-financial goods and services, accrued expenses other than those to be capitalised on the relevant financial liabilities, and miscellaneous tax credit items other than those recognised under "Tax liabilities", for example related to the activity of a withholding agent.

Current and Deferred Tax

Income taxes are calculated in accordance with national tax legislation, and are accounted for as a cost on an accruals basis, in line with the method of recognition in the financial statements of the costs and revenues that they generated. Taxes are therefore determined on the basis of the forecast of the current, advance and deferred tax burden.

Current tax assets and liabilities include the net balance of the Group companies' positions vis-à-vis Italian and foreign tax authorities attributable to direct taxation. More specifically, these items include the net balance between past and current tax liabilities for the year, calculated on the basis of a prudent forecast of the tax liability for the year, determined in accordance with current tax regulations, and current tax assets represented by advance payments, withholding taxes incurred or other tax credits.

Current tax expenses, determined on the basis of the "national tax consolidation", not yet paid as at the reporting date, in full or in part, is included amongst the tax liabilities on the Statement of Financial Position. If the payment of current tax expenses for the period or current tax expenses for the previous years has exceeded the related tax payable, the surplus is entered amongst the assets of the statement of financial position, under "Tax assets - a) current".

Current and deferred tax expenses are recognised in the Income Statement under "Income tax for the financial year on current operations", with the exception of those relating to cost or revenue components recorded in specific valuation reserves (defined benefit plans, financial instruments measured at Fair Value through other comprehensive income and related hedging derivatives); these latter are instead allocated directly to the same valuation reserves, which, therefore, are stated net of the relevant tax.

Deferred tax assets and liabilities are recognised as equity with open balances and without netting, stating the first under "Tax assets" and the second under "Tax liabilities".

Deferred tax assets are computed in respect of the temporary differences arising between the carrying amount assigned to an asset or a liability, and their corresponding assumed value for tax purposes. For these purposes, "taxable temporary differences" are those that will result in taxable amounts in future periods and "deductible temporary differences" are those that will result in deductible amounts in future periods. Deferred taxation is calculated by applying the tax rates set forth in the applicable law to taxable temporary differences for which there is a probability that taxes will actually be incurred, and to deductible temporary differences for which there is a reasonable certainty that there will be future taxable income at the time when the related tax deductibility will arise.

Deferred tax liabilities are calculated on all taxable timing differences.

Deferred tax assets and liabilities are determined using the tax rates expected to be applied in the period in which the tax asset is realised or the tax liability will be extinguished, in accordance with current tax legislation. Tax assets and liabilities relating to the same tax and due in the same period are offset.

Deferred tax assets and liabilities are systematically measured to reflect any alterations to tax rules or rates as well as any possible changes in the Group companies' subjective positions.



Notes to the Consolidated Financial Statements - Accounting Policies

Financial Liabilities Measured at Amortised Cost

Classification Criteria

A financial instrument issued is classified as a liability when, on the basis of the substance of the contractual agreement, a contractual obligation is held to deliver money or another financial asset to a third party. More specifically, the item mainly includes loans in place and facilities in place in support of the Group's electronic money business, as well as lease debts. Please note that the item also included the "debt" component of the convertible bond loans issued.

Recognition Criteria

Payables are recognised as at the date on which the contract is entered into, which normally coincides with the time when the amounts collected are received and debt instruments issued.

Financial liabilities are initially measured at Fair Value, which normally coincides with the amount collected or issue price, plus the directly related costs/income. Internal administrative costs are excluded. Lease liabilities are initially recognised at the current value of the payments due.

Lease liabilities are recognised on the basis of the present value of future instalments still to be paid over the contractual term discounted at the implicit interest rate of the transaction, or if this cannot be determined, the marginal financing rate.

Measurement Criteria

After initial recognition, financial liabilities are measured at amortised cost using the effective interest method. Interest is recorded under the "Interest and similar expense" item of the Income Statement.

Derecognition Criteria

Financial liabilities, or part thereof, are derecognised when extinguished, i.e. when the obligation has been met, cancelled or expired.

Financial Liabilities Measured at Fair Value through Profit or Loss

As at 31 December 2024 the item "Financial Liabilities Measured at Fair Value through Profit or Loss" includes the earn outs related to the business combination transactions executed, in addition to the fair value of outstanding options on shares of associates or subsidiaries.

All the items included in this caption are valued at Fair Value with the allocation of the result of the measurement to the Income Statement.

Fair Value is determined based on the criteria set out in the "Fair Value Disclosure" section.

Share-Based Payments

Staff share-based remuneration plans, all falling under the "Equity settled" category, are recognised in the Income Statement with a corresponding increase in shareholders' equity, on the basis of the Fair Value of the financial instruments attributed at the assignment date, breaking up the expense throughout the plan period and according to when the work was actually done.

If options are present, their Fair Value is determined using a valuation technique that takes into account the specific terms and conditions of the stock option plan in place, in addition to information such as the exercise price and the life of the option, the current price of underlying shares, the expected volatility of the share price, dividends expected on the shares and the risk-free interest rate for the life of the option. The measurement model measures, separately, the option and the probability of fulfilment of the conditions on which basis the options have been assigned. The combination of the two values is the Fair Value of the stock option.

Any reduction in the number of financial instruments assigned is recognised as the cancellation of a portion of such.



Notes to the Consolidated Financial Statements - Accounting Policies

Employee Benefits

Employee benefits are all types of remuneration disbursed by the company in exchange for the work of employees. Employee benefits are divided up into:

- short-term benefits (other than benefits due to employees for the termination of the contract of employment and remunerative benefits in the form of a share in the capital), expected to be paid in full within twelve months of the end of the period during which the employees worked and recorded fully on the Income Statement at the time they are accrued (this category includes, for example, wages, salaries and "extraordinary" provisions);
- post-employment benefits due after the termination of the contract of employment that oblige the company to make a future payment to employees, divided into:
 - defined contribution plans that mainly comprise: supplementary pension funds involving a defined amount of contributions by the company; the severance pay provision, limited to the portions accrued since 1 January 2007 for companies with more than 50 employees, regardless of the allocation option chosen by the employee; the portions of severance pay accrued since 1 January 2007 and allocated to supplementary pension funds, in the case of companies with fewer than 50 employees; and supplementary health care funds;
 - defined benefit plans or company pension funds, which mainly include: severance pay, limited to the portion accrued up to 31 December 2006 for all companies, as well as the portions accrued from 1 January 2007 and not allocated to supplementary pension plans for companies with fewer than 50 employees; supplementary pension funds whose terms and conditions provide for the payment of a defined benefit to members; and seniority bonuses, which provide for an extraordinary payment to employees upon reaching a certain level of seniority;
- benefits for the termination of the contract of employment, i.e. compensation that the company acknowledges to employees in exchange for the termination of the contract of employment following its decision to terminate the contract of employment ahead of the standard retirement date;
- long-term benefits other than the foregoing, which are not expected to be extinguished in full within twelve months after the end of the period in which the employees worked.

With particular regard to post-employment benefits, note that in defined contribution plans the reporting company's obligation is determined on the basis of the contributions due for that year, and therefore the valuation of the obligation does not require the application of actuarial methods. On the contrary, the accounting of defined benefit plans is characterised by the use of an actuarial method to determine the value of the obligation. Specifically, these benefits are recognised using the "Projected Unit Credit" method, which involves projecting future disbursements on the basis of historical statistical analyses and the demographic curve, and discounting these flows on the basis of a market interest rate.

The components of defined benefit cost are recognised as follows:

- service cost and net interest on the net liability (asset) in the Income Statement;
- revaluations of the net defined benefit liability (asset) in the Statement of Comprehensive Income.

Actuarial gains and losses are recognised in the Statement of Comprehensive Income, with an offsetting entry to shareholders' equity (valuation reserve).

For discounting purposes, the rate used is determined by reference to the market yield on bonds of leading companies, taking into account the average remaining life of the liability, weighted by the percentage of the amount paid and advanced for each maturity with respect to the total amount to be paid and advanced until the final repayment of the entire obligation.



Notes to the Consolidated Financial Statements - Accounting Policies

Provisions for Risks and Charges

Provisions for risks and charges include all provisions made in relation to current obligations originating from past events for which an economic outlay is probable for the fulfilment of such obligations, as long as a reliable estimate can be made of the relevant amount. Accordingly, a provision is recognised if and only if there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision represents the best estimate of the expenditure required to settle the obligation existing at the date of the financial statements and reflects risks and uncertainties that inevitably characterise a number of facts and circumstances. When the effect of the time value of money is material, the amount of the provision is discounted at current market rates. The provision is recognised on the income statement. At the close of all financial statements the provisions made are periodically reviewed, and if the incurrence of possible expenses should become unlikely the provisions are entirely or partially released to the income statement.

Foreign Currency Transactions

At initial recognition, foreign currency transactions are registered into the money of account, applying the current exchange rate in force at the date of the transaction.

At each annual or interim report closing date:

- the monetary elements are converted at the exchange rate in force at the reporting date;
- non-monetary items measured at historical cost are converted at the exchange rate as at the date of the transaction;
- non-monetary items measured at Fair Value are translated using the exchange rate at the reporting date.

Exchange differences relative to monetary items are recognised in the Income Statement in the period they arise; those relating to non-monetary items are recognised in Shareholders' equity or in the Income Statement consistently with the method of entering profits and losses that include this component.

The costs and revenues in foreign currencies are recognised at the exchange rate in force at the time of booking or, if being accrued, at the exchange rate in force at the reporting date.



Notes to the Consolidated Financial Statements - Accounting Policies

Other Information

Income Statement

Interest Income and Expense

Interest income and expense is recognised on the Income Statement for all instruments measured in accordance with the amortised cost criterion, using the effective interest method, including commissions and transaction costs.

Other Fees for Services Rendered and Commission Income

Commission income other than that included in the amortised cost and other fees for services provided are recognised when the obligation of the provision is satisfied, transferring the service to the customer or when all the following conditions are met:

- the contract with the customer has been identified;
- in order to identify a contract, the parties must have approved the contract (in writing or in compliance with other standard commercial practices) and must have undertaken to fulfil their respective obligations;
- the performance obligations contained in the contract have been identified;
- the goods and services to be transferred must be identified;
- the price has been determined;
- the prices and payment methods must be defined;
- the price has been allocated to the individual performance obligations contained in the contract;
- if a contract envisages the delivery/supply of multiple goods or services, the prices agreed must be allocated to the individual goods/services;
- the performance obligations contained in the contract have been satisfied;
- goods and services must be effectively transferred to the customer.

Additionally, in accordance with IFRS 15, the service is transferred to the customer and, therefore, revenues can be recognised:

- at a specific moment in time, when the entity fulfils the obligation to do, transferring the good or service promised to the customer, or
- over time, gradually, as the entity fulfils the obligation to do, transferring the good or service promised to the customer.

The asset is transferred when, or during the period in which, the customer acquires control over such. The variable components of the prices, mainly relating to year-end balances and variable incentives, are included in the price if they can be reliably determined and if any refund is considered to be a remote or unlikely event. Specifically:

- association fees are entered on the Income Statement according to the credit card validity date;
- commission income from merchants and systems are entered on the Income Statement, according to the trading date of expenses incurred by the holders;
- up-front revenues connected with the start of new customers and new products are recorded throughout the expected term of the contracts;
- revenues for design activities specifically requested by customers are recorded during development (overtime), if any of the following conditions apply:
 - a. the customer simultaneously receives and uses the benefits deriving from the provision, as it is made;
 - b. the provision is provided on customer's assets;
 - c. the asset produced has no alternative use and Nexi is entitled to be paid for the work done to date;
if not, the costs and revenues of the project are suspended and recorded at the end of the design phase;
- the revenues connected with recurring services (mainly maintenance and rental of POSs and ATMs and processing services) are split in a linear fashion throughout the contract term.

Notes to the Consolidated Financial Statements - Accounting Policies

It is also noted that, in application of IFRS 15, the value of the commission is rectified in order to take the Fair Value of the premiums connected with the Loyalty program into account. The Fair Value of the premium catalogue is calculated as the average unitary value of the points with respect to the market value of the premiums, including VAT and delivery expenses. The unitary Fair Value is applied to the number of points in circulation, net of the points that, on the basis of the analysis performed, are expected not to be redeemed (on the basis of the redemption estimates). Deferred commission is recognised in the Income Statement according to point redemption.

Commission considered in the amortised cost to calculate the effective interest rate are excluded and recognised instead under interest income.

Commission Expense

Commission expense, other than that included in the amortised cost, is recognised when incurred or when the related revenues are recorded.

Fees for Services Received

Fee for services received are recognised when incurred or when the related revenues are recorded.

Costs for the implementation of the contract with the customer (such as, for example, costs for the emission of cards and ICT services incurred during the start-up of new customers/products or non-substantial contractual changes) are recognised on a straight-line basis in connection with the useful life of the underlying contracts.

Dividends

Dividends are recognised in the Income Statement when their distribution is resolved upon.

Basis for Presentation of the Segment Disclosure

The segment disclosure of the Nexi Group is based on the elements that the management uses to make its operative decisions and is therefore consistent with the information requirements envisaged by IFRS 8.

Specifically, the identification of the operating segments is based on the way in which the reports that the "chief operating decision maker" (i.e. the highest operative decision-making level, as defined by IFRS 8) receives and uses for the purpose of decision-making in regard to the resources to be allocated and the assessment of results.

Business Combinations

Business combinations are accounted for using the "purchase method", which requires: (i) the identification of the acquirer; (ii) the determination of the combination costs; (iii) the "Purchase Price Allocation".

According to the IFRS 3, an acquirer is identified for all business combinations. The acquirer is the entity that obtains control over another entity, which is the power to determine the financial and management policies of that entity in order to receive benefits from its activities.

The consideration transferred in a business combination is equal to the Fair Value, at the acquisition date, of the assets sold, the liabilities incurred and the equity instruments issued by the acquirer in exchange for obtaining control of the acquiree. The consideration that the acquirer transfers in exchange for the acquired entity includes any assets and liabilities resulting from an agreement on the "potential consideration", to be recognised on the acquisition date on the basis of Fair Value.

Based on the purchase method, on the acquisition date, the acquirer must allocate the cost of the combination (so-called PPA, "Purchase Price Allocation") to the identifiable assets acquired and the liabilities measured at the relative Fair Value on that date, also recognising the value of the minority interests of the acquired entity. For further information, please refer to section 39 of the Notes.

Notes to the Consolidated Financial Statements - Accounting Policies

Use of Estimates and Assumptions in Preparing the Consolidated Financial Statements

In accordance with the IASs/IFRSs, the implementation of some accounting standards illustrated above for the several balance sheet aggregates can entail the adoption, by Corporate Management, of estimates and assumptions capable of significantly impacting the values recognised in the Statement of Financial Position and in the Income Statement.

The drafting of such estimates implies the use of the information available and the adoption of subjective evaluations, also based on historical experience, used for the purpose of formulating reasonable assumptions for the reporting of management-related issues. In the presence of significant uncertainties and/or activities subject to measurement of particular materiality, the valuation is supported by external experts/appraisers, by fairness opinions and/or independent assessments.

By nature, the estimations and assumptions used may vary from year to year and, therefore, it cannot be ruled out that in subsequent financial periods the values posted to the financial statements may also vary significantly as a result of changes in the subjective evaluations used. Specifically, the measurement process is particularly complex, considering how uncertain the macroeconomic and market contexts are, hence it is not possible to rule out that the envisaged hypotheses, while being reasonable, may not be confirmed in the future scenarios in which the Group shall operate. The parameters and information used to check the aforesaid amounts are therefore considerably affected by such factors, which may quickly change in a way that is not currently foreseeable, to the point that future balance sheet amounts might be affected.

The main factors of uncertainty that could affect the future scenarios the Group will operate in include macroeconomic impacts related to interest rate trends, inflation and market trends.

In that respect, please also note that an estimate can be adjusted following changes to the circumstances on which it was based or new information or even additional experience. Any change to the estimate is applied prospectively and therefore impacts the Income Statement of the period in which the change is made and, potentially, those of future years.

While stressing that the use of reasonable estimates is key when drafting financial statements, without this factor being held to affect their reliability, below are the items in which the use of estimates and assumptions is most significant, both in terms of the materiality of the values to be recognised in the balance sheet and impacted by such policies, and in terms of the complexity of the measurements, which entails the resorting to estimates and assumptions by Corporate Management:

- valuation of the financial assets and liabilities measured at Fair Value not listed on active markets;
- Fair Value measurement of assets and liabilities within the Purchase Price Allocation processes carried out following the completion of business combinations as described in the specific section;
- measurement of the financial assets measured at amortised cost and loan commitments;
- stock valuation;
- quantification of the useful life of intangible assets with a finite useful life and tangible assets;
- estimate of the recoverable amount of goodwill for impairment testing purposes;
- quantification of employee benefits and share-based payments;
- quantification of provisions made for risks and charges and payables for Loyalty programmes;
- assessment of the recoverability of deferred taxation.

For some of the cases listed above, the main factors can be identified that are subject to estimates by the Group and therefore contribute to determining the value at which assets and liabilities are recognised in the financial statements. Without claiming to be exhaustive, note that:

- to determine the Fair Value of financial instruments not listed on active markets, if it is necessary to use parameters that cannot be deduced from the market, the main estimates concern, on the one hand, the development of future cash flows (or even income flows, in the case of equities), possibly conditioned by future events, and on the other hand the level of certain input parameters not listed on active markets;
- to determine the value of goodwill and other intangible assets with a finite useful life arising from business combinations, with regard to the Cash Generating Units (CGUs) of the Group, the future cash flows in the analytical forecast period and the flows used to deter-

Notes to the Consolidated Financial Statements - Accounting Policies

- mine the so-called terminal value generated by the CGU are estimated separately and appropriately discounted, and in the case of assets with a finite useful life the estimated useful life. The cost of capital is also included in the estimated elements;
- to quantify employee benefits requiring actuarial valuation, the present value of the obligations is estimated taking into account the appropriately discounted flows resulting from historical statistical analyses, and the demographic curve;
- when quantifying provisions for risks and charges, where possible an estimate is made of the amount of disbursements required to fulfil obligations, taking into account the actual likelihood of having to use resources;
- to determine deferred taxation items, the probability of actual future taxable income (taxable temporary differences) and the degree of reasonable certainty – if any – of future taxable income at the time when tax deductibility will arise (deductible temporary differences and tax loss carryforwards) are estimated.

Events after the Reporting Period

No events occurred after the date of the financial statements that had an impact thereon pursuant to IAS 10. For further information, please refer to Management Report.

Transfers of Financial Assets Between Portfolios

No transfers of financial assets between portfolios occurred.

Fair Value Disclosure

The international accounting standards IAS/IFRS prescribe the Fair Value measurement for financial products classified as "Financial assets at Fair Value through OCI" and "Financial assets at FVPL".

Accounting standard IFRS 13 regulates the Fair Value measurement and related disclosure.

More specifically, the Fair Value is the price that would be received for the sale of an asset, or which would be paid for the transfer of a liability in a regular transaction between market operators (i.e. not in a compulsory liquidation or sale below cost) as at the valuation date.

In determining the Fair Value of a financial instrument, IFRS 13 establishes a hierarchy of criteria in terms of the reliability of the Fair Value, according to the degree of discretion applied to businesses, giving precedence to the use of parameters that can be observed on the market, which reflect the assumptions that the market participants would use in the valuation (pricing) of the asset/liability. Three different levels of input are identified:

- Level 1: inputs consisting of listed prices (unadjusted) on active markets for identical assets or liabilities that can be accessed at the measurement date;
- Level 2: inputs other than the listed prices included on Level 1, which can be observed, directly (as in the case of prices) or indirectly (insofar as deriving from the prices) for assets or liabilities to be measured;
- Level 3: inputs for assets or liabilities that are not based on observable market data.

The measurement method defined for a financial instrument is adopted continuously over time and modified only following significant changes in market conditions or subjective conditions of the financial instrument issuer.

For financial assets and liabilities recognised on the financial statements at cost or amortised cost, the Fair Value given in the Notes is determined according to the following method:

- for bonds issued: Fair Value obtained from active markets where the liability is traded;
- for assets and liabilities at fixed rates in the medium/long-term (other than securities issued): discounting of future cash flows at a rate obtained from the market and rectified to include the credit risk;
- for variable rate, on demand assets or those with short-term maturities: the carrying amount recognised net of the analytical and collective impairment is considered a good approximation of the Fair Value, insofar as it incorporates the change in rates and the change in the counterparty's credit risk;
- for variable rate and short-term fixed rate liabilities: the carrying amount is considered a good approximation of the Fair Value, for the reasons given above.



Notes to the Consolidated Financial Statements - Accounting Policies

Qualitative Disclosure

Fair Value Levels 2 and 3: Measurement Techniques and Inputs Used

The information requested by IFRS 13 concerning accounting portfolios measured at Fair Value on a recurring basis and not measured at Fair Value or measured at Fair Value on a non-recurring basis is reported below.

Assets and Liabilities Measured at Fair Value on a Recurring Basis

At the date of the consolidated financial statements, the following instruments valued at Fair Value were mainly in place:

- Visa Preferred Class C Shares: these are measured according to the market value of Visa Inc Class A shares, listed on active markets where the portfolio shares (class C) will be converted, adjusting the value to reflect both the liquidity risk of class C shares and the potential adjustments to the conversion ratio, as communicated by Visa under the specific section of the company's website, which varies depending on potential future liabilities to European merchants of Visa Europe, a company that has been incorporated into Visa Inc US.
- Acorns shares in the portfolio, Fair Value was estimated using models generally used by market operators (Market multiples as main method and Discounted Cash Flow as control method) based partially on market-driven parameters.
- Banca Popolare di Sondrio shares in portfolio, listed on active markets and valued according to market prices.
- Contingent consideration: Fair Value is estimated as the present value of expected cash outflows, based on contractually agreed earn-out mechanisms, using the weighted average cost of capital (WACC) at the valuation date.
- Derivatives on shares of unlisted companies: Fair Value is estimated using models generally used by market participants (Black & Scholes) and supplemented where possible with parameters derived from the market.
- Hedging derivatives: outstanding derivatives consist of plain vanilla interest rate swaps, the fair value of which is estimated using valuation models in line with market practice. Specifically, since these derivatives are not listed on active markets and are not subject to Credit Support Annexes (CSA), the Fair Value is determined as the sum of the risk-free (mid-market) reference value and the Credit Value Adjustment (CVA), understood as the counterparty risk premium linked to the possibility that the counterparties to the contract may not honour their commitments. The CVA is calculated using valuation models that take into account the Loss Given Default (LGD) and Probability of Default (PD), which are determined on the basis of market information, where available.

Assets and Liabilities Measured at Fair Value on a Non-Recurring Basis

Financial instruments not measured at Fair Value (FV), including loans and receivables with customers and banks are not managed on a Fair Value basis. For said assets, Fair Value is calculated solely for the purpose of complying with the request of disclosure to the market and has no impact on the financial statements or on profit and loss. Furthermore, since these assets are not generally traded, the determining of Fair Value is based on the use of internal parameters not directly detectable on the market, as defined under IFRS 13.

- Cash and cash equivalents: given their short-term nature and their negligible credit risk, the carrying amount of cash and cash equivalents is practically equal to the Fair Value.
- Financial assets measured at amortised cost: for variable rate, on demand assets or those with short-term maturities, the carrying amount recognised net of the analytical and collective impairment is considered a good approximation of the Fair Value, insofar as it incorporates the change in rates and the change in the counterparty's credit risk.
- Investment property: the Fair Value of Investment property is determined on the basis of a measurement made by independent experts holding duly acknowledged and pertinent professional expertise, who conduct their measurement mainly on the basis of an indirect knowledge of assets through the information made available by the holders with reference to property location, consistency, venue use, and in view of market analyses.
- Financial liabilities measured at amortised cost: the carrying amount is considered to approximately be equivalent to Fair Value for variable and fixed rate, short term liabilities. As for debt instruments issued, Fair Value is calculated based on active markets where liabilities have been traded.



Notes to the Consolidated Financial Statements - Accounting Policies

Measurement Process and Sensitivity

For a discussion of the valuation techniques, inputs and processes used by the Group for instruments classified in level 3 of the fair value hierarchy, see the considerations set out above.

Exposures in level 3 financial instruments mainly consist of shares in unlisted companies and equity derivatives. For these instruments, a sensitivity analysis was conducted with respect to the main valuation parameters as follows. The above analysis shows how much the fair value of the instrument would vary in percentage terms if the valuation parameter indicated in the table were to change.

CALL OPTION SOLD ON SHARES OF NEXI PAYMENTS GREECE

Discount Rate/Volatility	2%	Base	-2%
1%	189%	21%	-61%
Base	146%	0%	-69%
-1%	109%	-18%	-76%

PUT AND CALL OPTIONS TO PURCHASE SHARES OF COMPUTOP GMBH

Discount Rate/Volatility	2%	Base	-2%
1%	6.8%	6.7%	35.0%
Base	-0.1%	0%	0.1%
-1%	-7.0%	-6.9%	-6.7%

ACORNS SHARES

A sensitivity analysis was performed considering a change in the illiquidity discount on the EV/Sales multiple as reported here.

	% Impact on Fair Value
-0,5%	7%
Base	0%
+5%	-7%

Fair Value Hierarchy

Transfers between Fair Value levels derive from the empirical observation of intrinsic phenomena of the instrument taken into account or the markets on which it is traded.

Changes from Level 1 to Level 2 are brought about by a lack of an adequate number of contributors or the limited number of investors holding the float in issue.

Conversely, securities that at issue are not very liquid but have high numbers of contracts - thereby classified as Level 2 - are transferred to Level 1 when the existence is seen of an active market.

There have been no transfers between categories of financial assets and liabilities between Level 1, Level 2 or Level 3.



Notes to the Consolidated Financial Statements - Accounting Policies

Quantitative Disclosure

Fair Value Hierarchy

ASSETS AND LIABILITIES MEASURED AT FAIR VALUE ON A RECURRING BASIS: BREAKDOWN BY FAIR VALUE LEVELS

	Dec.31, 2024			Dec.31, 2023		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial assets measured at Fair Value through profit or loss	-	3,108	14,582	-	3,388	6,260
Financial assets at Fair Value through OCI	36,906	55,312	10,000	30,460	79,080	10,000
Hedging derivatives	-	-	-	-	1,571	-
Total	36,906	58,420	24,582	30,460	84,040	16,260
Financial liabilities at Fair Value through profit or loss	-	240,076	1,416	-	245,624	689
Hedging derivatives	-	23,167	-	-	24,419	-
Total	-	263,243	1,416	-	270,043	689

The item "Financial assets measured at Fair Value through profit or loss" mainly includes the Fair Value of outstanding derivatives on shares of companies measured at Equity (approximately Euro 14 million) and the Fair Value of equity instruments (Euro 3 million) measured at Fair Value through profit or loss.

The item "Financial assets at fair value through OCI" consists of capital assets not held for trading, which the company, at initial recognition, has irrevocably chosen to classify and measure at FVTOCI.

The item "Financial liabilities at Fair Value through profit or loss" mainly comprises liabilities associated with contingent consideration recognised in connection with acquisitions for which earn out mechanisms are envisaged and the options related to the shares held in subsidiaries.

There have been no transfers between categories of financial assets and liabilities between Level 1, Level 2 or Level 3.

Annual Changes of Assets and Liabilities Measured at Fair Value on a Recurring Basis (Level 3)

In 2024 there were no changes in the composition of assets and liabilities measured at Level 3 Fair Value.

ASSETS AND LIABILITIES NOT MEASURED AT FAIR VALUE OR MEASURED AT FAIR VALUE ON A NON-RECURRING BASIS: BREAKDOWN BY FAIR VALUE LEVELS

	Dec. 31, 2024				Dec. 31, 2023			
	Level 1	Level 2	Level 3	Carrying amount	Level 1	Level 2	Level 3	Carrying amount
Loans and receivables with banks	-	2,729,690	-	2,729,690	-	2,225,657	-	2,225,657
Loans and receivables with customers	-	2,500,574	6,859	2,507,432	-	3,462,857	20,070	3,482,928
Investment property	-	1,330	-	1,130	-	1,360	-	1,204
Total	-	5,231,594	6,859	5,238,253	-	5,689,874	20,070	5,709,789
Payables to banks	-	4,541,899	-	4,541,899	-	4,130,544	-	4,130,544
Payables due to financial entities and customers	-	2,279,906	-	2,279,906	-	2,919,348	-	2,919,348
Securities issued	-	3,277,865	-	3,383,233	-	3,841,097	-	4,045,744
Total	-	10,099,670	-	10,205,038	-	10,890,989	-	11,095,636

Information on "Day One Profit or Loss"

Not reported to the extent that for Nexi Group no transactions are recorded that are ascribable to this item.



Notes to the Consolidated Financial Statements - **Statement of Financial Position**

2. Statement of Financial Position

(Amounts in thousand euros)

ASSETS

3. Cash and Cash Equivalents

	Dec. 31, 2024	Dec. 31, 2023
a) Cash	47	46
b) Deposits and current accounts	74,628	800,128
Total	74,675	800,172

The item "Deposits and current accounts" refers to the liquid funds in the current accounts of Nexi SpA, and is included in the Net Financial Position presented in the Management Report. The decrease is mainly related to the share buyback plan, intra-group transactions mainly related to the repayment of the Nassa Bond, as well as the effects of costs incurred by the parent company, and dividends received from subsidiaries.

4. Financial Assets Measured at Fair Value

4.1 BREAKDOWN OF FINANCIAL ASSETS MEASURED AT FAIR VALUE

	Dec. 31, 2024	Dec. 31, 2023
Financial assets measured at Fair Value through profit or loss	17,690	9,648
Financial assets measured at Fair Value through OCI	102,217	119,540
Total	119,907	129,189

4.2 BREAKDOWN OF FINANCIAL ASSETS MEASURED AT FAIR VALUE THROUGH PROFIT OR LOSS

This item, totalling Euro 18 million, is mainly composed of:

- "Financial assets measured at Fair Value through profit or loss" for Euro 3 million, related to investments in equity instruments that do not confer any influence on the investee company.
- "Other financial assets mandatorily measured at Fair Value" for Euro 14 million that refer to the Fair Value as of the reporting date of derivatives related to the purchase of the third tranche of the shares in Computop GmbH, a company over which the Group exercises joint control at the reporting date. Note that the strike price for the settlement of this derivative was estimated at Euro 58 million.

4.3 BREAKDOWN BY PRODUCT OF FINANCIAL ASSETS AT FAIR VALUE THROUGH OCI

	Dec. 31, 2024	Dec. 31, 2023
Debt instruments	-	-
Equity instruments	102,217	119,540
Financing	-	-
Total	102,217	119,540

The item "Financial assets measured at fair value with impact on overall profitability" refers to shares held by Group companies, over which Nexi does not exercise control, joint control or significant influence. It should be noted in particular that the item also includes Visa Series C shares, convertible into Class A ordinary Visa shares at a variable conversion factor depending on the expenses arising from the contingent liabilities of ex-Visa Europe.



Notes to the Consolidated Financial Statements - **Statement of Financial Position**

5. Financial Assets Measured at Amortised Cost

5.1 LOANS AND RECEIVABLES WITH BANKS: BREAKDOWN BY PRODUCT

	Dec. 31, 2024					Dec. 31, 2023				
	Carrying amount		Fair Value			Carrying amount		Fair Value		
	Stages 1 & 2	Stage 3	Level 1	Level 2	Level 3	Stages 1 & 2	Stage 3	Level 1	Level 2	Level 3
Loans and receivables with banks										
Deposits and current accounts	2,635,989	-	-	2,635,989	-	1,876,717	-	-	1,876,717	-
Prepaid cards liquidity	44,802	-	-	44,802	-	46,153	-	-	46,153	-
Restricted deposits	44,573	-	-	44,573	-	231,978	-	-	231,978	-
Other assets	4,325	-	-	4,325	-	70,809	-	-	70,809	-
Total	2,729,690	-	-	2,729,690	-	2,225,657	-	-	2,225,657	-

The current account balance includes the daily settlement balance of transactions processed by the Group on behalf of Intesa Sanpaolo and the liquidity at the level of the operating entities only.

The liquidity of the prepaid cards relates to the activity carried out on them as an electronic money institution (IMEL). Such liquidity is considered separate from operational liquidity to the extent that it is deposited in a restricted current account, transactions on which are limited to covering uses of prepaid cards by cardholders.

The item "Time deposits" includes the escrow accounts related to deposits pledged as collateral for deferred payments made to merchants as part of the acquiring business and the "Buy now pay later" business, as well as deposits pledged as collateral for Nexi Payments' factoring operations on ordinary card balances.

The total of the item includes Euro 1,330 million of liquidity in the operating companies' bank accounts, which has been included in the Group's Net Financial Position at 31 December 2024 in the Management Report.

5.2 LOANS AND RECEIVABLES WITH FINANCIAL ENTITIES OR CUSTOMERS: BREAKDOWN BY PRODUCT

	Dec. 31, 2024						Dec. 31, 2023					
	Carrying amount			Fair Value			Carrying amount			Fair Value		
	Stages 1 & 2	Stage 3 Purchased	Other	Level 1	Level 2	Level 3	Stages 1 & 2	Stage 3 Purchased	Other	Level 1	Level 2	Level 3
Ordinary credit cards	466,995	-	-	-	466,995	-	145,828	-	-	-	145,828	-
Receivables from schemes	1,408,303	-	-	-	1,408,303	-	2,592,928	-	-	-	2,592,928	-
Revolving credit cards	314,628	-	546	-	314,628	546	305,053	-	523	-	305,053	523
Receivables from "Buy Now Pay Later" solution	93,535	-	3,903	-	93,535	3,903	92,679	-	17,558	-	92,679	17,558
Receivables from merchants	149,896	-	-	-	149,896	-	142,134	-	2	-	142,134	2
Other assets	67,215	-	2,410	-	67,215	2,410	184,234	-	1,988	-	184,234	1,988
Total	2,500,573	-	6,859	-	2,500,574	6,859	3,462,857	-	20,070	-	3,462,857	20,070



Notes to the Consolidated Financial Statements - Statement of Financial Position

The "Ordinary credit cards" item refers to charge cards and is the balance at the end of each month of the amount cumulatively spent up to that date by the cardholders during the last operative month. Via the partner banks this amount is generally debited to the current accounts of holders on the 15th day of the following month. The group adopts a model according to which the receivables deriving from ordinary credit cards are the object of factoring operations that envisage the daily sale of receivables. The balance at 31 December 2024, included Euro 41.7 million worth of receivables sold on a with recourse basis and which therefore have not been derecognised. As at 31 December 2024 the assigned derecognised receivables amounted to Euro 2,040.4 million.

Positions in respect of international schemes refer to the daily settlement balances on the Visa-Mastercard schemes and include the deposit paid by the Group's operating companies to its customer merchants on transactions that are yet to be settled. All such positions are settled within a few days (generally 1 to 3 days). Moreover, these period-end balances are influenced by the number of non-working days running across the end of each period, days on which settlement systems are closed, determining a greater build-up of transactions and a consequent drawdown of funding facilities.

The item "Revolving credit cards" mainly includes receivables guaranteed by partner banks.

The item "Buy now pay later receivables" refers to receivables arising from the "Buy Now Pay Later" solution provided through the Nets Group.

The item "Receivables from merchants" refers to trade receivables from merchants for commissions to be collected.

As the latter two items are not related to asset settlement accounts, they are included for the purpose of calculating the effects of working capital.

"Other assets" mainly include the amount due from the factoring company of Nexi Payments SpA of Euro 64.6 million connected with the balance to be settled daily with the counterparty.

5.3 LOANS AND RECEIVABLES WITH CUSTOMERS: GROSS AND NET VALUES AND WRITE-OFFS OF PERFORMING AND NON-PERFORMING LOANS

	Dec. 31, 2024			Dec. 31, 2023		
	Gross value	Fund	Net value	Gross value	Fund	Net value
Performing loans						
- Stage 1	2,502,985	(2,987)	2,499,998	3,467,708	(4,851)	3,462,857
- Stage 2	654	(78)	575	-	-	-
Non-performing loans						
- Stage 3	65,574	(58,715)	6,859	61,743	(41,673)	20,070
Total	2,569,213	(61,781)	2,507,432	3,529,451	(46,523)	3,482,928



Notes to the Consolidated Financial Statements - Statement of Financial Position

6. Hedging Derivatives

During 2022 Nexi SpA entered into cash flow hedging transactions related to certain outstanding variable-rate financing. These transactions fall under the type of cash flow hedges envisaged by IFRS 9.

At the reporting date the derivatives stipulated had the following values:

	Fair Value Dec. 31, 2024				Fair Value Dec. 31, 2023			
	Carrying amount	Level 1	Level 2	Level 3	Carrying amount	Level 1	Level 2	Level 3
Derivatives with positive Fair Value								
Fair Value hedge								
Cash flow hedge	-		-		1,571		1,571	
Total	-	-	-	-	1,571	-	1,571	-
Derivatives with negative Fair Value								
Fair Value hedge								
Cash flow hedge	23,167		23,167		24,419		24,419	
Total	23,167	-	23,167	-	24,419	-	24,419	-

The negative Fair Value of hedging derivative, amount of Euro 23 million, has been included in the Net Financial Position. The total notional amount of outstanding hedging derivatives, represented by plain vanilla interest rate swaps, is Euro 900 million.

7. Equity Investments

7.1 EQUITY INVESTMENTS: BREAKDOWN

The balance of this item consists of the following Equity Investments:

Name	Direct ownership	Carrying amount Dec. 31, 2024	Carrying amount Dec. 31, 2023
A. Companies subject to joint control			
e-Boks A/S, Denmark	Nets Denmark A/S	18,828	20,648
Computop Paygate GmbH	Nexi Germany Holding GmbH	43,750	44,249
B. Companies subject to significant influence			
QRTAG Sp. z o.o.	Centrum Rozliczen Elektronicznych Polskie ePlatnosci S.A.	1,315	1,292
Digital Commerce Finland Oy	Paytrail Oyj	50	50
Nexi Digital	Nexi SpA	1,728	1,385
Rs-Record Store into liquidation	Nexi Payments SpA	-	-
WEAT Electronic Datenservice GmbH, Germany	Nexi Germany GmbH	4,484	4,336
Total		70,154	71,960

7.2 CHANGE IN EQUITY INVESTMENTS CARRIED IN EQUITY

Name	Carrying amount Dec. 31, 2023	Acquisitions 2024	Effect of measurement at equity method	Dividends	Other changes	Carrying amount Dec. 31, 2024	of which implicit Goodwill
e-Boks A/S, Denmark	20,599	-	1,550	-	(3,319)	18,830	9,398
Computop Paygate GmbH	44,249	-	(499)	-	-	43,750	40,043
Other equity investments	7,113	-	2,354	(1,863)	(29)	7,574	62
Total	71,960	-	3,406	(1,863)	(3,349)	70,154	



Notes to the Consolidated Financial Statements - Statement of Financial Position

7.3 EQUITY INVESTMENTS: ACCOUNTING INFORMATION

Company name	% held	Currency	Revenues	Result for the year	Equity
e-Boks A/S, Denmark	50%	DKK	186,808	13,535	159,633
Computop Paygate GmbH	30%	Euro	20,270	(2,965)	15,506
QRTAG Sp. z.o.o.	45%	PLN	966	(522)	3,183
Digital Commerce Finland Oy	17%	Euro	177	(89)	211
Nexi Digital	49%	Euro	31,278	2,778	2,831
Rs-Record Store S.p.A. in liquidazione	30%	Euro	303	160	403
WEAT Electronic Datenservice GmbH, Germany	40%	Euro	19,066	2,867	12,428

The figures in the table above refer to the latest approved financial statements and include the results of any equity investments held by the entities indicated above.

8. Tangible Assets

8.1 TANGIBLE ASSETS: BREAKDOWN OF ASSETS BY DESTINATION

	Dec. 31, 2024	Dec. 31, 2023
Property and equipment	509,228	547,849
Investment property	1,130	1,204
Total	510,359	549,053

8.2 PROPERTY AND EQUIPMENT: BREAKDOWN

	Dec. 31, 2024	Dec. 31, 2023
Owned		
a) Land	41,055	42,175
b) Buildings	56,016	65,866
c) POS and ATM	172,859	159,449
d) Machinery and electronic equipment/systems	109,583	114,951
e) Furniture and furnishings	5,230	7,405
f) Other	3,124	13,098
Rights of use from leasing contracts		
a) Land	-	-
b) Buildings	86,023	98,731
c) POS and ATM	3,946	11,751
d) Machinery and electronic equipment/systems	17,404	21,932
e) Furniture and furnishings	-	-
f) Other	13,989	12,491
Total	509,228	547,849

With regard to item "Owned", note the following:

- The value of real estate includes the effect of the write-back to Fair Value of the assets acquired in 2015 with the establishment of the Mercury Group, as a result of the completion of the price allocation process (PPA).
- The item "POS and ATM" refers to assets acquired by the Group and covered by contracts with customers.
- The item "Machinery and electronic systems" mainly includes hardware used by the Group's operating companies. The amount entered is net of depreciation up until the reporting date.



Notes to the Consolidated Financial Statements - Statement of Financial Position

The "Rights of use from lease contracts" item refers to assets recognised following the application of IFRS 16.

The tangible assets in progress as at 31 December amounted to Euro 48 million, consisting mainly of POSs being installed on merchants' premises.

At the reporting date there are no restrictions as to the usage of such rights of use. Note that for some categories of assets and/or agreements the Nexi Group exercised the right to exclude contracts with a duration of less than 12 months and/or contract value worth less than Euro 5,000 (low value contracts) from IFRS 16.

Note that there are no commitments already entered into in connection with the purchase of tangible fixed assets.

8.3 PROPERTY AND EQUIPMENT: CHANGES

Dec. 31, 2024	Land	Buildings	POS and ATM	Machinery and electronic equipment/ systems	Furniture and furnishings	Other	Total
A. Opening balance - Gross	46,328	309,418	553,750	503,840	21,912	57,521	1,492,769
A.1 Depreciation Fund	(4,153)	(144,820)	(382,550)	(366,957)	(14,507)	(31,932)	(944,920)
A.2 Net Opening balance	42,175	164,598	171,200	136,883	7,405	25,589	547,849
B. Increases	-	18,362	80,526	48,146	158	9,668	156,860
B.1 Purchases	-	380	75,235	27,396	153	585	103,749
B.2 Capitalised improvement costs	-	-	-	-	-	-	-
B.3 Reversals of impairment losses	-	-	-	-	-	-	-
B.4 Positive Fair Value adjustments	-	-	-	-	-	-	-
B.5 Business combination	-	-	-	-	6	-	6
B.6 Transfers from investment property	-	-	-	-	-	-	-
B.7 Other increases	-	17,981	4,541	16,518	-	7,633	46,673
of which of Rights of use	-	16,953	-45	4,991	-	7,493	29,392
B.8 Currency translation adjustment	-	-	750	4,233	-	1,450	6,433
C. Decreases	1,120	40,920	74,921	58,043	2,333	18,144	195,481
C.1 Sales	-	23	387	2,552	-	42	3,004
C.2 Depreciation	-	30,475	71,305	53,601	1,638	8,103	165,123
of which of Rights of use	-	23,979	5,113	9,532	-	7,230	45,853
C.3 Impairment losses	1,120	1,569	-1,081	758	-	88	2,455
C.4 Negative Fair Value adjustments	-	-	-	-	-	-	-
C.5 Business combination	-	-	-	-	-	-	-
C.6 Transfers	-	2,500	-	-	-	-	2,500
a) investment property	-	-	-	-	-	-	-
b) non-current assets held for sale and discontinued operations	-	2,500	-	-	-	-	2,500
C.7 Other decreases	-	5,731	3,173	1,131	695	9,911	20,640
C.8 Currency translation adjustment	-	622	1,137	-	-	-	1,759
D. Closing balance - Gross	45,208	316,910	627,259	524,672	21,302	56,959	1,592,311
D.1 Depreciation Fund	(4,153)	(174,871)	(450,455)	(397,686)	(16,073)	(39,846)	(1,083,084)
D.2 Net Closing balance	41,055	142,038	176,804	126,987	5,230	17,114	509,228



Notes to the Consolidated Financial Statements - Statement of Financial Position

8.4 INVESTMENT PROPERTY: BREAKDOWN OF ASSETS MEASURED AT COST

	Dec. 31, 2024				Dec. 31, 2023			
	Carrying amount	Fair Value			Carrying amount	Fair Value		
		Level 1	Level 2	Level 3		Level 1	Level 2	Level 3
1. Owned								
a) land	180	-	-	-	180	-	-	-
b) buildings	950	-	-	-	1,024	-	-	-
2. Rights of use acquired through leasing								
a) land	-	-	-	-	-	-	-	-
b) buildings	-	-	-	-	-	-	-	-
Total	1,130	-	1,330	-	1,204	-	1,360	-

As calculated at 31 December 2023, this item includes the property located in Monteriggioni (SI) (Via delle Frigge) owned by Nexi Payments SpA, the carrying amount of which decreased due to depreciation in the year.

As at the date of reference, there are no:

- restrictions or limits to the sale of property or collection of rental charges;
- obligations or contractual commitments, construction, development, repair or extraordinary maintenance of these properties.

9. Intangible Assets

9.1 INTANGIBLE ASSETS: BREAKDOWN BY TYPE OF ASSET

	Dec. 31, 2024		Dec. 31, 2023	
	Finite useful life	Indefinite useful life	Finite useful life	Indefinite useful life
A.1 Goodwill		11,983,463		11,999,223
A.2 Intangible assets - Customer contracts	2,907,335		3,241,122	
A.3 Other intangible assets	1,277,744		1,343,709	
- internally generated assets	774,606		723,081	
- externally purchased assets	495,771		610,624	
- leased intangible assets	7,367		10,005	
Total	4,185,079	11,983,463	4,584,831	11,999,223

Goodwill, mainly resulting from the acquisitions of the Nets Group, the SIA Group and the acquiring books by the Group's operating companies, increased in 2024 mainly due to the recognition of goodwill arising from the acquisition of the Sparkasse acquiring book (Euro 26 million included in the Cash Generating Units Merchant Solution), partially offset by the negative exchange rate effects on previous goodwill (Euro 42 million).

As in the financial statements for the year ended 31 December 2023, the following three Cash Generating Units were identified:

- Merchant Solutions;
- Issuing Solutions;
- Digital Banking Solutions.

These CGUs correspond to the operating segments described in Section 4.2.

With regard to the method of allocation of goodwill to the various CGUs identified, see Section 9.3 "Intangible Assets: Impairment Testing" below.



Notes to the Consolidated Financial Statements - Statement of Financial Position

The other intangible assets consist of:

- purchases of software and technological developments: the item also includes the effects of software revaluations performed as part of the Purchase Price Allocation Processes concluded in the previous years. Note that ongoing projects not yet completed amount to Euro 355 million;
- intangible assets with a finite useful life resulting from the Purchase Price Allocation processes described above are mainly composed of customer contracts and customer relationships resulting from the Purchase Price Allocation processes completed in previous years, amounting to Euro 2,908 million.

Note that commitments already undertaken in connection with the purchase of intangible assets amount to Euro 11 million.

9.2 INTANGIBLE ASSETS: CHANGES

Dec. 31, 2024	Goodwill	Customer Contracts	Other intangible assets: other			Total
			internally generated assets	externally purchased assets	leased intangible assets	
A. Net opening balance	11,999,223	3,241,122	723,081	610,624	10,005	16,584,055
B. Increases	25,911	7,182	291,945	51,353	-	376,392
B.1 Purchases	-	-	291,945	51,279	-	343,224
B.2 Reversals of impairment losses	-	-	-	-	-	-
B.3 Positive Fair Value adjustments	-	-	-	-	-	-
B.4 Business combination	25,911	7,182	-	-	-	33,093
B.5 Other increases	-	-	-	74	-	74
<i>of which of Rights of use</i>	-	-	-	-	-	-
B.6 Currency translation adjustment	-	-	-	-	-	-
C. Decreases	41,671	340,969	240,421	166,206	2,638	791,905
C.1 Sales	-	-	-	14	-	14
C.2 Amortisation	-	335,177	236,964	166,128	3,182	741,450
<i>of which of Rights of use</i>	-	-	-	-	3,182	3,182
C.3 Impairment losses	-	-	2,043	108	-	2,151
C.4 Business combination	-	-	-	-	-	-
C.5 Negative Fair Value adjustments	-	-	-	-	-	-
C.6 Transfers to non-current assets held for sale and discontinued operations	-	-	-	-	-	-
C.7 Other decreases	-	-	976	-	-	976
C.8 Currency translation adjustment	41,671	5,793	438	(44)	(544)	47,314
D. Net closing balance	11,983,463	2,907,335	774,606	495,771	7,367	16,168,542

9.3 INTANGIBLE ASSETS: IMPAIRMENT TESTING

As required by international accounting standard IAS 36/12, the Nexi Group verified the presence of any impairment indicators with respect to goodwill and intangible assets with a finite useful life deriving from business combinations.

With regard to intangible assets with a finite useful life, no indicators of impairment emerged. Conversely, with regard to goodwill, it was necessary to perform an impairment test because the market capitalisation of Nexi S.p.A. as at 31 December 2024 was lower than the Group's book equity.

The goodwill is allocated to the following Cash Generating Units.



Notes to the Consolidated Financial Statements - Statement of Financial Position

(Amounts in million euros)

Name of CGU	Goodwill(*)	Carrying Amount(**)
Merchant Solutions	8,399	10,497
Issuing Solutions	3,413	4,424
Digital Banking Solutions	342	872
Total	12,154	15,794

(*) Goodwill expressed at 100%, including minority interests.

(**) Net invested capital including goodwill

As required by IAS 36, the recoverable amount of the CGUs coincides with the greater of:

- Value in Use.
- Fair Value less costs of disposal;

The impairment test is passed if one of the two configurations (value in use or Fair Value) is higher than the carrying amount of the CGUs goodwill is allocated to.

For the purposes of this impairment test, the value in use of the CGUs defined above was estimated. Indeed, the determination of the recoverable amount was based on the discounted cash flow method in its unlevered version (Discounted Cash Flow Method or "DCF"). Such method is based on the general concept that the value of a company is equivalent to the discounted amount of:

- the cash flows it will generate within the specific forecast horizon;
- residual value, i.e. the value of the income that the business is expected to generate beyond the explicit forecast period.

Cash flows are discounted using the weighted average capital cost (WACC) which is the weighted average of the cost of equity and the cost of debt, after taxation. The cost of capital was estimated using a fundamental approach and then compared with the median cost of capital used by analysts (consensus). The cost of capital estimated based on fundamentals was substantially in line with the consensus median.

The formula for estimating WACC is the following:

$$WACC = K_e * \frac{E}{D + E} + K_d * (1 - t) * \frac{D}{D + E}$$

where:

- K_e = cost of equity;
- $E/(D+E)$ = equity as a percentage of total enterprise value (equity + net financial debt);
- K_d = cost of debt capital before taxes;
- t = tax rate ("tax shield");
- $D/(D+E)$ = percentage of debt to total enterprise value.

The cost of equity represents the expected return on investments in shares of companies in the same sector as Nexi and is calculated using the Capital Asset Pricing Model, the formula of which is as follows:

$$K_e = R_f + \beta * (R_m - R_f)$$

where:

- R_f = risk-free rate, equal to the average yield to maturity of 10-year government bonds for the last month weighted on average with respect to the countries the Group operates in for each CGU identified;
- β = beta coefficient expressing systematic risk. This parameter was estimated based on an analysis of the betas of comparable companies;
- $R_m - R_f$ = equity risk premium, namely the additional return requested by a risk averse investor compared with the return of risk-free assets; it is equivalent to the difference between the average return of the stock market and the risk-free rate. The risk premium considered is 5.95%, applicable to European companies (source: Berec BoR (24) 102).



Notes to the Consolidated Financial Statements - Statement of Financial Position

The debt cost must be considered net of the tax rate "t", in order to take into account the tax shield on interest costs. This parameter was estimated based on an analysis of bond yields of comparable companies, consistent with the target financial structure assumed in the WACC calculation.

For the purpose of estimating the long-term growth rate (g rate), the long-term inflation rate of the countries in which the CGUs operate estimated by IMF (World Economic Outlook) as at October 2024 was used.

The WACC and g rate used for the purpose of the impairment test are as follows:

- CGU Merchant Solutions: wacc = 9.55% and g = 2.02%.
- CGU Issuing Solutions: wacc = 9.54% and g = 2.02%.
- CGU Digital Banking Solutions: wacc = 9.58% and g = 1.91%.

The estimate of the recoverable amount is obtained starting from the estimates of the expected results of the 2025 Budget and the 2026-2029 Projections approved by the parent company's board of directors.

The Nexi Group's plan takes into account the effects of the conflict between Russia and Ukraine, relying on macroeconomic parameters of expected consumption and nominal growth provided by external sources to develop the projections.

With regard to the effects of climate change, the company has already implemented projects to simplify its operating platforms and related computing centres, which include data centres and IT infrastructure. These projects not only provide economic synergies, but also reduce the company's consumption through the use of renewable energy sources and energy efficiency solutions. In fact, the Nexi Group has taken on the "Net Zero by 2040" challenge endorsed by the Science Based Targets initiative (SBTi), setting climate targets as early as 2030 in order to ensure compliance with the emission reduction targets of the Paris Agreement climate objectives.

The recoverable value was higher than the carrying amount for all CGUs indicated above.

Since the recoverable value (value in use) is determined through estimates and assumptions that may feature elements of uncertainty, sensitivity analyses were conducted – as provided for by IAS/IFRS standards – for verifying the sensitivity of the results obtained upon variation of some basic parameters and hypotheses. Specifically, it was deemed appropriate to identify changes in key parameters (also extended to the terminal value) sufficient to make the recoverable amount equal to the value of the invested capital (breakeven case).

Name of CGU	WACC Increase	Decrease of growth rate (g)	Shift parallel to decrease in EBITDA
Merchant Solutions	0.51%	(0.69%)	(5.27%)
Issuing Solutions	0.48%	(0.65%)	(5.14%)
Digital Banking Solutions	1.83%	(2.66%)	(12.34%)

10. Tax Assets and Liabilities

10.1 CURRENT TAX ASSETS AND LIABILITIES

As of 31 December 2024, the Financial Statements show Euro 16 million (in line with the balance as at 31 December 2023) related to current tax assets and Euro 64 million (Euro 38 million as of 31 December 2023) related to current tax liabilities.

Current tax assets mainly consist of receivables for taxes paid abroad.

Current tax liabilities include payables for the balance of the domestic tax consolidation as well as payables for Irap and taxes owed by foreign subsidiaries.

Note that, in addition to the parent company Nexi SpA, the current national tax consolidation scheme involves the subsidiaries Mercury Payment Services SpA, Nexi Payments SpA, Help Line SpA, Service Hub SpA, SIAPay Srl and Numera Sistemi e Informatica SpA.



Notes to the Consolidated Financial Statements - Statement of Financial Position

10.2 DEFERRED TAX ASSETS: BREAKDOWN

	Dec. 31, 2024	Dec. 31, 2023
Deferred taxes assets		
- of which: recognised in equity	8,944	2,256
- of which: recognised in profit and loss	241,936	230,828
Total	250,880	233,085

Deferred tax assets amounted to Euro 251 million (233 million in December 2023) and were composed as follows:

- tax recognised in Shareholders' Equity mainly arising from deferred tax assets relating to severance pay;
- taxes recognised with a balancing entry in the Income Statement, mainly relating to deferred tax assets arising from the redemption of goodwill recognised in the financial statements of Nexi Payments and Nexi SpA. The item also includes deferred tax assets relating to adjustments to receivables, provisions for risks and charges, as well as the residual tax asset arising from the spin-off of certain equity investments from DEPObank SpA to Nexi, and deferred tax assets on tax losses.

As at 31 December 2024 the Group had unused tax losses of Euro 312 million, of which Euro 11 million can be carried forward over 3 years and the balance in more than 3 years or without temporal limits.

With regard to these tax losses, according to available estimates, deferred tax assets of Euro 52 million were recognised. The assessment of the recoverability of tax loss assets is based on the positive taxable income expected within the next three to five years.

Unrecognised tax assets, for which there is no evidence of short-term use, were not recognised and amounted to Euro 18 million, corresponding to tax losses of approximately Euro 82 million.

10.2.1 Changes in Deferred Tax Assets (Recognised in Equity)

	Dec. 31, 2024	Dec. 31, 2023
1. Opening balance	2,256	2,267
2. Increases	6,847	158
2.1 Deferred tax assets recognised in the year	6,847	158
2.2 Business combination	-	-
2.3 Other increases	-	-
2.4 Currency translation adjustment	-	-
3. Decreases	159	169
3.1 Deferred tax assets derecognised in the year	159	169
3.2 Business combination	-	-
3.3 Other decreases	-	-
3.4 Currency translation adjustment	-	-
4. Closing balance	8,944	2,256



Notes to the Consolidated Financial Statements - Statement of Financial Position

10.2.2 Changes in Deferred Tax Assets (Recognised in Profit and Loss)

	Dec. 31, 2024	Dec. 31, 2023
1. Opening balance	230,828	193,654
2. Increases	45,934	86,611
2.1 Deferred tax assets recognised in the year	30,040	74,238
2.2 Business combination	-	-
2.3 Other increases	12,760	10,247
2.4 Currency translation adjustment	3,135	2,126
3. Decreases	34,826	49,437
3.1 Deferred tax assets derecognised in the year	33,065	43,000
3.2 Business combination	1,378	1,875
3.3 Other decreases	167	3,702
3.4 Currency translation adjustment	217	860
4. Closing balance	241,936	230,828

10.3 DEFERRED TAX LIABILITIES: BREAKDOWN

	Dec. 31, 2024	Dec. 31, 2023
Deferred tax liabilities		
- of which: recognised in equity	3,700	4,277
- of which: recognised in profit and loss	918,346	1,047,904
Total	922,045	1,052,181

Deferred tax liabilities amounted to Euro 922 million (Euro 1,052 million as at December 2023) and consisted mainly of deferred taxes recognised as a result of the Purchase Price Allocations, specifically of Nets and SIA completed in previous years.

Specifically:

- tax recognised in Shareholders' equity mainly arising from deferred tax relative to the Fair Value measurement of the Visa Shares in portfolio;
- tax recognised in the Income Statement arising from temporary differences in goodwill and deferred taxes identified in the Purchase Price Allocation of the business combination transactions carried out by the Group.

10.3.1 Changes in Deferred Tax Liabilities (Recognised in Equity)

	Dec. 31, 2024	Dec. 31, 2022
1. Opening balance	4,277	4,216
2. Increases	3,005	2,974
2.1 Deferred tax liabilities recognised in the year	3,005	2,974
2.2 Business combination	-	-
2.3 Other increases	-	-
2.4 Currency translation adjustment	-	-
3. Decreases	3,582	2,913
3.1 Deferred tax liabilities derecognised in the year	3,582	2,913
3.2 Business combination	-	-
3.3 Other decreases	-	-
3.4 Currency translation adjustment	-	-
4. Closing balance	3,700	4,277



Notes to the Consolidated Financial Statements - Statement of Financial Position

10.3.2 Changes in Deferred Tax Liabilities (Recognised in the Profit and Loss)

	Dec. 31, 2024	Dec. 31, 2023
1. Opening balance	1,047,904	1,151,391
2. Increases	38,128	62,186
2.1 Deferred tax liabilities recognised in the year	9,223	33,210
2.2 Business combination	2,375	-
2.3 Other increases	26,529	23,684
2.4 Currency translation adjustment	-	5,292
3. Decreases	167,686	165,673
3.1 Deferred tax liabilities derecognised in the year	153,456	158,687
3.2 Business combination	-	-
3.3 Other decreases	11,631	-
3.4 Currency translation adjustment	2,599	6,986
4. Closing balance	918,346	1,047,904

11. Non-Current Assets Held for Sale and Discontinued Operations and Liabilities Associated with Assets Held for Sale and Discontinued Operations

	Dec. 31, 2024	Dec. 31, 2023
A. Assets held for sale		
A.1 Financial assets	397	362
A.2 Tangible assets	4,122	1,954
A.3 Intangible assets	176	67,838
A.4 Other assets	1,613	34,985
Total (A)	6,307	105,139
B. Liabilities associated with assets held for sale		
B.1 Financial liabilities	118	189
B.2 Other liabilities	753	14,585
Total (B)	871	14,774

As mentioned in the 2023 financial statements, in November 2023 Nexi signed an agreement with IN Groupe to sell the Digital Banking business in the Nordics region, referred to as the eID business. Consequently, from 31 December 2023 these assets were classified as "non-current assets held for sale". The closing took place on 31 October 2024 and consequently the related assets and liabilities were derecognised.

Consequently, the item mainly includes real estate owned by Group companies in the course of disposal.



Notes to the Consolidated Financial Statements - Statement of Financial Position

12. Other Assets

	Dec. 31, 2024	Dec. 31, 2023
Tax receivables	67,640	78,232
Other assets for commissions to be collected	674,349	755,982
Deferred costs	255,468	240,431
Inventory	53,785	52,094
Unsettled transactions	950,835	1,003,321
Other receivables	38,830	21,084
Total	2,040,908	2,151,143

Accounts relative to e-money settlements are excluded from the calculation of the working capital, and are presented, instead, under "Unsettled transactions", above.

The item "Other assets for commissions to be collected" refers to receivables net of the relevant risk provisions.

The inventory mainly refers to ATMs, POSs and spare parts net of the relevant depreciation.

The "Deferred costs" item includes deferred expenses relating to costs to fulfil contracts with customers and similar items for Euro 123.1 million and deferred expenses for costs paid but not yet accrued equal to about Euro 132.3 million.

The item "Unsettled transactions" refers to transactions associated with different processing stages of the settlement of transactions generally completed in the first days of the following month.



Notes to the Consolidated Financial Statements - **Statement of Financial Position**

LIABILITIES

13. Financial Liabilities Measured at Amortised Cost

13.1 FINANCIAL LIABILITIES DUE TO BANKS (BREAKDOWN BY PRODUCT)

	Dec. 31, 2024				Dec. 31, 2023			
	Carrying amount	Level 1	Fair Value Level 2	Level 3	Carrying amount	Level 1	Fair Value Level 2	Level 3
1. Financing	4,405,314	-	4,405,314	-	3,958,052	-	3,958,052	-
2. Other liabilities	136,586	-	136,586	-	172,492	-	172,492	-
3. Lease liabilities	-	-	-	-	-	-	-	-
Total	4,541,899	-	4,541,899	-	4,130,544	-	4,130,544	-

The item "Financing" mainly includes the Group's funding, composed as follows:

- the IPO Term Line for Euro 1,013 million. The carrying amount as at the reporting date included direct residual transactions costs, not yet amortised, for Euro 4 million;
- the Term Loan for Euro 371 million. The carrying amount as at the reporting date included direct residual transaction costs, not yet amortised, for Euro 0.6 million;
- the BBPM Credit Line for Euro 140 million, net of the repayment of Euro 60 million during 2024. The carrying amount as at the reporting date included direct residual transaction costs, not yet amortised, for Euro 0.3 million;
- the 2022 Term Loan for Euro 897 million. The carrying amount as at the reporting date included direct residual transaction costs, not yet amortised, of Euro 3.3 million;
- the BPER loan agreement amounting to Euro 50 million;
- the payable to Alpha Bank in the amount of Euro 122 million for the deferred payment of the purchase of Nexi Payments Greece;
- Rate Pay funding to support the operation of pay-later services in the amount of Euro 73 million.

Moreover, the item includes credit lines used by the Group for settlements.

The item "Other liabilities" mainly refers to payables for fees and other retrocessions to partner banks.

The item total includes Euro 2,666 million in bank financing included in the Net Financial Position discussed in the Management Report.

13.2 FINANCIAL LIABILITIES DUE TO FINANCIAL ENTITIES AND CUSTOMERS: BREAKDOWN BY PRODUCT

	Dec. 31, 2024				Dec. 31, 2023			
	Carrying amount	Level 1	Fair Value Level 2	Level 3	Carrying amount	Level 1	Fair Value Level 2	Level 3
1. Financing	149,811	-	149,811	-	189,775	-	189,775	-
2. Other liabilities	1,999,885	-	1,999,885	-	2,566,050	-	2,566,050	-
3. Lease liabilities	130,209	-	130,209	-	163,523	-	163,523	-
Total	2,279,906	-	2,279,906	-	2,919,348	-	2,919,348	-

The item "Financing" mainly refers for Euro 109.3 million to payables to the factoring company for advances on ordinary credit cards sold with recourse. The item also includes payables to merchants related to the Buy now pay later product (which are included for the purpose of calculating the effects of working capital) in the amount of Euro 4 million (net of the escrow accounts) (Euro 22 million as at December 2023).



Notes to the Consolidated Financial Statements - Statement of Financial Position

The item "Other liabilities" mainly includes settlement payables of the acquiring business arising from the activities of the foreign operating companies, as well as balances related to prepaid cards.

The amount of Euro 136 million, consisting mainly of Lease Liabilities, is included in the Net Financial Position.

13.3 SECURITIES ISSUED: BREAKDOWN BY PRODUCT

	Dec. 31, 2024				Dec. 31, 2023			
	Carrying amount	Level 1	Fair Value Level 2	Level 3	Carrying amount	Level 1	Fair Value Level 2	Level 3
1. Fixed rate securities	3,383,233	-	3,277,865	-	4,045,744	-	3,841,097	-
2. Floating rate securities	-	-	-	-	-	-	-	-
Total	3,383,233	-	3,277,865	-	4,045,744	-	3,841,097	-

Note: with reference to the convertible bonds, the Fair Value above refers to financial liability for the issue as a whole.

As more fully explained in the Directors' Report, the item refers to:

- the 2026 Bonds in the amount of Euro 926 million, including direct transaction costs not yet amortised in the amount of Euro 2.8 million;
- the 2029 Bonds in the amount of Euro 1,047 million, including direct transaction costs not yet amortised in the amount of Euro 6.5 million;
- the 2027 Convertible Loan, in the amount of Euro 479 million, including direct transaction costs not yet amortised in the amount of Euro 2.2 million attributed to the "Payable" component;
- the 2028 Convertible Loan, in the amount of Euro 931 million, including direct transaction costs not yet amortised in the amount of Euro 5.7 million attributed to the "Payable" component.

Note that the Nassa Topco Bond Loan and the 2024 Bond Loan recorded in the 2023 financial statements were repaid in the respective amounts of Euro 219 million and Euro 477 million during 2024.

This item is entirely included in the Net Financial Position shown in the Management Report.

14. Financial Liabilities at Fair Value through Profit or Loss

14.1 FINANCIAL LIABILITIES AT FVTPL: BREAKDOWN

	Dec. 31, 2024				Dec. 31, 2023			
	Carrying amount	Level 1	Fair Value Level 2	Level 3	Carrying amount	Level 1	Fair Value Level 2	Level 3
Financial liabilities measured at Fair Value	-	-	-	-	1,033	-	1,033	-
Other financial liabilities mandatorily measured at Fair Value	241,492	-	240,076	1,416	245,280	-	244,591	689
Total	241,492	-	240,076	1,416	246,313	-	245,624	689

This item as at 31 December 2024 refers for Euro 240 million (Euro 243 million as at 31 December 2024) to the contingent considerations contractually envisaged with respect to business combination transactions, the change of which mainly reflects the accounting updates made during the period.

The item also includes the Fair Value of the call option granted to Alpha Bank with respect to the sale of up to 39% of Nexi Payments Greece at a maximum strike of Euro 214 million and the derivative related to the purchase of the second tranche of Computop, at a strike of Euro 31.5 million, expired in January 2025.

This item is included in the Net Financial Position shown in the Management Report.



Notes to the Consolidated Financial Statements - Statement of Financial Position

15. Other Liabilities

	Dec. 31, 2024	Dec. 31, 2023
Tax liabilities and social security debts	55,698	88,994
Payables due to employees	216,297	155,695
Other liabilities for fees and commissions	745,837	714,796
Unsettled transactions	727,114	1,342,629
Deferred loyalty fees and other revenues	133,711	69,818
Other debts	9,236	1,201
Total	1,887,892	2,373,133

Accounts relative to e-money settlements are excluded from the calculation of the working capital, and are presented, instead, under "Unsettled transactions", above. In this regard, note that for the purpose of calculating Net Working Capital adjustments were made for non-recurring transactions, including the disposal of the Nets Dan id business unit, totalling Euro 3 million.

Note that the item "Payables to employees" includes Euro 83 million related to redundancy incentives (Euro 5 million as at 31 December 2023).

The item "Other liabilities for fees and commissions" includes payables to suppliers and other counterparties for commercial services received.

The item "Deferred loyalty fees and other revenues" mainly includes liabilities associated with Loyalty programmes in place, worth Euro 39.8 million, aside from the liabilities deriving from customer contracts, worth Euro 93.9 million, mainly associated with revenues invoiced in advance and one-off revenues for projects concerning the goodwill of new clients or new products.

The item "Unsettled transactions" refers to transaction associated with different processing stages of the settlement of transactions in the first days of the following month.

16. Defined Benefit Plans for Personnel

	Dec. 31, 2024	Dec. 31, 2023
Defined benefit plan	29,696	32,000
Contribution plan	-	-
Total	29,696	32,000

The item includes defined benefit plans in place at the Group's operating companies based on local legislation or supplementary agreements

16.1 DEFINED BENEFIT PLANS FOR PERSONNEL: CHANGES

	Dec. 31, 2024	Dec. 31, 2023
A. Opening balance	32,000	30,996
B. Increases	8,928	3,504
B.1 Accruals for the year	1,047	1,632
B.2 Other changes	7,880	1,872
- Business combinations	58	21
- Other increases	7,822	1,852
C. Decreases	11,231	2,500
C.1 Payments	9,559	1,591
C.2 Other changes	1,672	910
- Business combinations	-	-
- Other decreases	1,673	910
D. Closing balance	29,696	32,000



Notes to the Consolidated Financial Statements - Statement of Financial Position

16.2 MAIN DEMOGRAPHIC AND ACTUARIAL ASSUMPTIONS USED TO MEASURE POST-EMPLOYMENTS BENEFITS: SENSITIVITY ANALYSIS

	Assumptions		Sensitivity (*)		
	Dec. 31, 2024	Dec. 31, 2023	(0.50%)	-	0.50%
- Discount rate	da 3.18% a 3.21%	da 3.08% a 3.59%	0.04	-	0.04
- Inflation rate	da 2.00% al 3.00%	da 2.00% al 2.20%	n.d.		n.d.
- Turnover rate	da 1.01% a 3.00%	da 1.01% a 2.83%	-	0.00	0.00

17. Provisions for Risks and Charges

17.1 PROVISIONS FOR RISKS AND CHARGES: BREAKDOWN

	Dec. 31, 2024	Dec. 31, 2023
1. Internal pension funds	-	-
2. Other provisions for risks and charges	164,202	176,409
2.1 Legal and tax disputes	105,476	107,438
2.2 Employees expenses	1,514	1,716
2.3 Other provisions	57,212	67,255
Total	164,202	176,409

The item "Legal and tax disputes" of Euro 105 million (Euro 107 million as at 31 December 2023) refers mainly to the provisions made for litigation and pre-litigation, including estimated legal fees, for which the risk is considered probable.

The item "Other provisions" of Euro 57 million (Euro 67 million as at 31 December 2023) mainly refer to:

- Provision to cover contractual commitments undertaken at the time of the acquisition of the equity investment in Bassilichi amounting to approximately Euro 2.5 million, reduced compared to last year following a revision of the relative estimate;
- Provision to cover the cost of divesting the Bassilichi Group's non-core equity investments, amounting to Euro 1 million in line with the previous year;
- Provision to cover risks mainly related to pending disputes and other disputes related to ordinary operations amounting to approximately Euro 15 million. The decrease versus the previous year (Euro 19 million) is related to uses in the period net of provisions made during the period;
- Provision for fraudulent transactions, mainly in issuing, of Euro 2.7 million, an increase compared to the previous year (Euro 1 million);
- Provision to cover charge back and other risks related to the acquiring business in the amount of approximately Euro 21 million, in line with the balance as at 31 December 2023;
- Provisions to cover risks recorded as an adjustment to the opening balances related to the merger with Nets and SIA equal to Euro 10 million, in line with the previous year;
- Provisions related to onerous contracts and contractual penalties that were substantially reduced to zero in H1 2024 (Euro 3 million as at 31 December 2023) as a result of uses in the period.



Notes to the Consolidated Financial Statements - Statement of Financial Position

17.2 PROVISIONS FOR RISKS AND CHARGES: CHANGES

	Internal Pension funds	Other provisions for risks and charges	Total
A. Opening balance	-	176,409	176,409
B. Increases	-	7,739	7,739
C. Business combination	-	(1)	(1)
D. Decreases for utilisation	-	(11,544)	(11,544)
E. Decreases for releases	-	(8,401)	(8,401)
F. Time value adjustment	-	-	-
G. Closing balance	-	164,202	164,202

18. Shareholders' Equity

The Group equity, including the result for the year of Euro 167 million, amounted to Euro 10,957 million as at 31 December 2024, compared to Euro 11,297 million at the end of the previous year. The following table shows the breakdown of assets and changes from the previous year.

GROUP EQUITY: BREAKDOWN

	Dec. 31, 2024	Dec. 31, 2023
Share capital	118,719	118,647
Treasury shares	(5,005)	(7,013)
Share premium	-	11,587,260
Reserves	10,841,124	713,900
Valuation reserves	(188,403)	(132,390)
Profit (Loss) for the year	167,361	(1,005,989)
Equity attributable to non-controlling interests (+/-)	23,152	22,731
Total Shareholders' Equity	10,956,948	11,297,146

The shares of Nexi SpA are listed in Italy (FTSE index). The Group provides itself with the necessary capital to finance its business development and operational needs; its sources of financing are a balanced mix of risk capital, contributed on a permanent basis by shareholders, and debt capital, to ensure a balanced financial structure and the minimisation of the overall cost of capital, thus benefiting all stakeholders. The debt capital is structured in different maturities to ensure adequate diversification of funding sources and efficient access to external sources of finance.

The remuneration of risk capital is proposed by the Board of Directors to the Shareholders' Meeting that is convened to approve the annual financial statements, based on market trends and business performance, once all other obligations, including debt service, have been met. Therefore, in order to ensure an adequate return on capital and safeguard business continuity and development, the Group constantly monitors the evolution of the debt and the marginality of operating activities.

The "Equity attributable to non-controlling entities" item of Euro 23 million mainly refers to minority stakes in Nexi Payments SpA (Euro 14 million), Help Line SpA (Euro 2 million) and Nexi Payments Greece (Euro 7 million).

The share capital as at 31 December 2024 consisted of 1,230,192,275 ordinary shares (1,312,359,527 as at 31 December 2023), all fully paid-up and without nominal value.

During the period:

- 798,161 new shares were issued to service the LTI plan;
- 82,947,413 treasury shares in the portfolio were cancelled.



Notes to the Consolidated Financial Statements - Statement of Financial Position

The reduction of the Share premium is related to its allocation to the legal reserve to service the buyback programme resolved during the half-year.

The treasury shares in portfolio amounted to 833,058. Specifically, during the period:

- 83,417,413 treasury shares were purchased as part of the buyback plan, for a market value of approximately Euro 499 million;
- 82,947,413 treasury shares were cancelled for a market value of approximately Euro 499 million;
- 1,170,273 treasury shares were used to service the LTI plan, for a market value of Euro 8 million;
- there was an increase of 789,161 treasury shares as a result of the free capital increase indicated above, for a value equal to Euro 5 million.

The item "Reserves" increased mainly due to the effect of the aforementioned allocation of the share premium to reserves and the recognition of the effects of share-based plans (about Euro 18 million), as well as the effect of the coverage of the loss of the previous period.

The change in the item "Valuation reserves" is related primarily to the increase in the Valuation reserve related to Visa shares in portfolio, the further positive effect of the Cash Flow Hedge Reserve, partially offset by the decrease in the Conversion Reserve.

The table below details reconciliation between Shareholders' equity and profits of Parent Company Nexi SpA and their corresponding value in the consolidated financial statements for Nexi Group.

(Amounts in thousand euros)

	Shareholders' equity	Profit/(Loss) for the year
Balance of accounts for Parent Company at December 31, 2024	11,370,683	(105,811)
Effect of consolidation of subsidiaries	(262,488)	851,464
Effect of measurement at equity method	(9,128)	1
Other adjustments including comprehensive income	(165,271)	-
Dividends collected in the year	-	(578,293)
Balance of consolidated accounts at December 31, 2024	10,933,796	167,361



Notes to the Consolidated Financial Statements - **Income Statement**

19. INCOME STATEMENT

(Amounts in thousand euros)

20. Fees for Services Rendered and Commission Income

	2024	2023
Issuing & Acquiring fees:	4,372,185	3,933,074
- fees and commissions from counterparties	4,136,918	3,138,430
- fees and commissions from cardholders	235,267	794,644
Revenues from services	1,825,421	1,880,486
Total	6,197,606	5,813,560

The item "Issuing & acquiring fees" item mainly consists of:

- the item "Fees and commissions from counterparties", which includes the interchange fees recognised by the schemes, the acquiring commissions paid by merchants and the commissions for processing issuing/acquiring and servicing paid by partner banks;
- the item "Fees and commissions from cardholders", which includes commissions debited to licensed cardholders, mainly relating to charges.

The item "Revenues from services" mainly consists of POS and ATM rental and maintenance charges, of revenue from Digital & Corporate Banking services, and revenue from activities linked to Payment Services and revenues connected with Help Desk services.

Revenues from active lease contracts amount to approximately Euro 360 million.

The revenue recognised, in accordance with IFRS 15 "At a point of Time" mainly refers to revenue commensurate with transacted volumes, which at 31 December 2024 amounted to approximately Euro 4,892 million.

21. Fees for Services Received and Commission Expense

	2024	2023
Bank charges:	(2,435,097)	(2,254,176)
- fees due to correspondents	(2,108,438)	(1,912,118)
- fees due to banks	(326,659)	(342,058)
Other fees	(66,681)	(91,148)
Total	(2,501,778)	(2,345,323)

This item mainly comprises:

- the item "Fees due to correspondents", mostly consisting of interchange fees and other charges debited by the schemes;
- the item "Fees due to banks", mainly consisting of fees paid to partner banks and commissions retroceded within the framework of the master and distribution agreements in place with regard to acquiring books acquired in recent years.



Notes to the Consolidated Financial Statements - Income Statement

22. Interest and Similar Income

	2024	2023
Interest income related to Financial assets measured at amortised cost:	142,302	103,490
Interest income related to Financial assets measured at FVTPL:	716	1,945
Differentials related to Hedging derivatives	5,573	1,044
Interest income related to Other assets	340	2,571
Other financial income	5,507	16,263
Total	154,438	125,313

23. Interest and Similar Expense

	2024	2023
Interest expenses related to Financial liabilities measured at amortised cost:	(366,634)	(329,434)
- lease contracts	(5,312)	(6,632)
- due to banks and customers	(273,884)	(234,689)
- securities issued	(87,438)	(88,114)
Interest expenses related to Financial liabilities at Fair Value through profit or loss:	(22,245)	(24,235)
Differentials related to Hedging derivatives	-	-
Interest expenses related to Other liabilities/provisions	(17)	(0)
Other financial charges	(26,277)	(29,427)
Total	(415,173)	(383,097)

Interest expense mainly refers to:

- recourse credit facilities attached to the factoring agreement entered in 2018 by Nexi Payments SpA, included in the item "Financial liabilities measured at amortised cost";
- securities issued as described in the Directors' Report and section 38;
- outstanding financing as described in the Directors' Report and section 14.1.

24. Gains/Losses on Hedging Activities/Financial Assets and Liabilities Measured at Fair Value with Impact on Profit or Loss/Reversal of Assets and Liabilities at Amortised Cost

	2024	2023
Net result of financial assets measured at FVTPL	9,437	6,260
Net result of financial liabilities measured at FVTPL	12,602	42,382
Net hedging income	-	(426)
Net result on derecognition of asset and liabilities at Amortised cost	-	-
Total	22,039	48,216

The item mainly includes the effect of the valuation of earn-outs and outstanding equity investment derivatives.



Notes to the Consolidated Financial Statements - Income Statement

25. Dividends and Profit (Loss) from Investments and Sale of Assets at Fair Value through Other Comprehensive Income

	2024	2023
Dividends	2,938	516
Profit/(loss) from disposal of financial assets at FVTOCI	(84,854)	(86,641)
Net income	(81,916)	(86,124)

The balance of the item mainly refers to the charge deriving from the non-recourse sale by Nexi Payments SpA – as part of the factoring contract – of a significant part of the credit portfolio deriving from the exposure of credit cards.

It also includes dividends distributed by the Group's investee companies, other than subsidiaries and associates, which are classified as "Financial assets at Fair Value through OCI".

26. Administrative Expenses

26.1 PERSONNEL-RELATED COSTS: BREAKDOWN

	2024	2023
1) Employees		
a) wages and salaries	(557,619)	(553,310)
b) social security charges and similar cost	(128,132)	(133,125)
c) post-employment benefits	(36,039)	(35,619)
- defined contribution plans	(17,509)	(12,910)
- defined benefit plans	(18,530)	(22,709)
d) costs of share-based payment plans	(18,090)	(19,642)
e) other employee benefits	(182,779)	(32,814)
2) Other personnel	(22,667)	(27,216)
Total	(945,325)	(801,725)

Payroll costs also include costs linked to the Stock Grant plan (guaranteed by Mercury UK) for Nexi Group employees and the costs connected with the Long-Term Incentive plan, as further detailed in Note 38.2.

Item e) Other employee benefits includes Euro 157 million for charges related to voluntary resignation plans made in the period (Euro 164 if other expenses incidental to plans are included and accounted for under other administrative expenses).

Furthermore, capitalised personnel costs amounted to Euro 83 million.



Notes to the Consolidated Financial Statements - Income Statement

26.2 OTHER ADMINISTRATIVE COSTS: BREAKDOWN

	2024	2023
1. Third-party services	(376,401)	(316,931)
2. Lease and building management fees	(16,051)	(17,643)
3. Insurance	(8,588)	(9,735)
4. Rentals (*)	(51,065)	(49,849)
5. Maintenance	(120,784)	(121,356)
6. Shipping costs	(23,066)	(20,539)
7. Telephone and telegraph	(36,404)	(33,315)
8. Cards and accessories	(14,320)	(17,090)
9. Printed matter and stationery	(2,550)	(2,803)
10. Other taxes	(33,120)	(31,438)
11. Legal, notary and consultancy services	(121,920)	(143,728)
12. Agents' commissions and expense reimbursement	(880)	(173)
13. Advertising	(12,732)	(11,842)
14. Promotional materials and competition prizes	(46,646)	(41,244)
15. Other commercial costs	(9,964)	(12,133)
16. Other general expenses	(225,803)	(215,289)
Total	(1,100,292)	(1,045,110)

(*) The item includes software rental fees for Euro 41.6 million and short-term rental contracts or related to low value assets for Euro 9.4 million.

27. Other Operating Income, Net

	2024	2023
Other operating income	10,368	11,467
Other operating expenses	(15,329)	(8,612)
Total	(4,961)	2,855

28. Net Value Adjustments on Assets Measured at Amortised Cost

	Impairment losses		Reversals of impairment losses		2024	2023
	Stages 1 & 2	Stage 3	Stages 1 & 2	Stage 3	Total	Total
A. Loans and receivables with banks	-	-	-	-	-	801
B. Loans and receivables with customers	(4,930)	(1,233)	817	-	(5,345)	(4,194)
Total	(4,930)	(1,233)	817	-	(5,345)	(3,393)

The item refers to the net value adjustments applied to receivables due from customers mainly connected with direct issuing and acquiring operations carried out by the Group's operating companies.



Notes to the Consolidated Financial Statements - Income Statement

29. Net Accruals to Provisions for Risks and Charges

	2024	2023
Provisions for risks and charges	(7,739)	(66,028)
Releases	8,401	17,412
Total	662	(48,616)

The item reflects changes to the provision for risks and charges, to which reference is made for more details.

30. Impairment Losses and Reversals of Impairment Losses on Tangible and Intangible Assets

	2024	2023
Depreciation and net impairment loss on tangible assets	(167,652)	(190,608)
Amortisation and net impairment loss on intangible assets	(743,601)	(1,961,145)
Total	(911,252)	(2,151,752)

30.1 AMORTISATION AND NET IMPAIRMENT LOSSES ON INTANGIBLE ASSETS: BREAKDOWN

	Amortisation	Impairment losses	Reversals of impairment losses	Net income
A. Intangible assets				
A.1 Owned	(738,269)	(2,151)	-	(740,419)
- From acquisition	(501,305)	-	-	(501,305)
- Other	(236,964)	(2,151)	-	(239,114)
A.2 Rights of use acquired through leasing	(3,182)	-	-	(3,182)
A.3 Intangible assets held for sale	-	-	-	-
Total	(741,450)	(2,151)	-	(743,601)

30.2 DEPRECIATION AND NET IMPAIRMENT LOSSES ON TANGIBLE ASSETS: BREAKDOWN

The item referred to intangible assets for acquisition relates mainly to customer contracts arising from purchase price allocation processes and software.

	Depreciation	Impairment losses	Reversals of impairment losses	Net income
A. Tangible assets				
A.1 Owned	(119,343)	(2,455)	-	(121,798)
- Property and equipment	(119,270)	(2,455)	-	(121,724)
- Investment property	(74)	-	-	(74)
A.2 Held under lease	(45,853)	-	-	(45,853)
- Property and equipment	(45,853)	-	-	(45,853)
- Investment property	-	-	-	-
A.3 Tangible assets held for sale	-	-	-	-
Total	(165,197)	(2,455)	-	(167,651)

The heading referred to proprietary assets refers mainly to POS, ATM and electronic machinery/equipment.
The item referring to leased assets, refers mainly to buildings and machinery/electronic equipment in lease



Notes to the Consolidated Financial Statements - Income Statement

31. Profit (Loss) from Equity Investments and Disposals of Investments

	2024	2023
Profit		
Profits on equity investments		
Profits on sale of investments	212	1,122
Loss	563	1,345
Loss on equity investments		
Loss on sale of investments	-	(16,603)
Net Result	(1,545)	(256)
Net Result	(770)	(14,391)

32. Income Taxes

	2024	2023
Current taxes	(337,941)	(281,682)
Changes in current taxes in previous years	(7,694)	9,040
Change in deferred tax assets	1,295	35,830
Change in deferred tax liabilities	126,856	102,482
Total	(217,483)	(134,331)

Income taxes amounted to Euro 217 million, compared to Euro 134 million in the previous period.

32.1 RECONCILIATION BETWEEN THEORETICAL TAX CHARGE AND EFFECTIVE TAX CHARGE

	2024	2023
Theoretical Tax rate of the Parent Company	-24%	24%
Difference in subsidiaries' tax rates compared with Parent Company's tax rate	-13%	-4%
Permanent differences: not deductible cost	-46%	-43%
Permanent differences: not taxable revenues	35%	9%
Not recognised tax losses utilised or capitalised	-2%	-1%
Currency translation adjustment	0%	1%
Change in income tax rate on deferred taxes	-	-
Prior year adjustment	0%	-1%
Other taxes	-1%	-
Effective tax rate	-51%	-15%

33. Income (Loss) after Tax from Discontinued Operations

As mentioned in section 11, as at 31 December 2023 assets related to Nets's eID (DBS) business were classified as non-current assets held for sale.

Since these assets are separate business lines, they also fall under the definition of "discontinued operations", and consequently, as required by IFRS 5, the related economic values were reclassified under this item.

Furthermore, as required by IFRS 5, the comparative consolidated income statement and the comparative comprehensive income table were restated to show discontinued operations separately from continuing operations (see also section 42). Note that intercompany transactions between continuing and discontinued operations were eliminated and are therefore not included in the figures reported here.



Notes to the Consolidated Financial Statements - Information on Risks and Related Hedging Policies

	2024	2023
1. Revenues	52,066	88,374
2. Costs	(46,910)	(67,217)
3. Valuation of disposal group and associated liabilities	-	-
4. Profit (Loss) from disposal	(21,654)	-
5. Tax and duty	-	-
6. Reversal of OCI from disposal	(2,912)	-
Profit (Loss)	(19,410)	21,156

34. Profit (Loss) for the Year Attributable to Non-Controlling Interests

These are minorities mainly referring to Nexi Payments SpA for Euro 2.6 million, Nexi Payments Greece for Euro 0.8 million and Help Line SpA for Euro 0.2 million.

35. Information on Risks and Related Hedging Policies

The Nexi Group oversees strategic, operational, compliance and financial risks. These Notes to the Financial Statements analyse some more relevant cases of operational and financial risks. For other risks, please refer to the "Main Risks and Uncertainties" section of the Management Report.

Risk Management at Nexi Group

The Risk Management and Internal Control System adopted by the Nexi Group (RMICS) consists of a set of rules, procedures and organisational structures aimed at the effective and efficient identification, measurement, management and monitoring of the main risks in order to contribute to the company's sustainable success.

This system is integrated into the more general organisational and corporate governance structures adopted by the companies of the Nexi Group, takes into account the recommendations of the Corporate Governance Code and is inspired by current national and international best practices.

The Nexi Group's Risk Management and Internal Control System is divided into three lines of defence for its companies. Specifically:

- First level of control - line controls, aimed at ensuring the smooth running of operations. The operational and business structures are primarily responsible for the internal control and risk management process. In the course of day-to-day operations, these structures are called upon to identify, measure or assess, monitor, mitigate and report risks arising from ordinary business operations in accordance with the risk management process and applicable internal procedures.
- Second level of control – risk management and regulatory compliance controls, responsible for overseeing and monitoring risks and compliance with rules and regulations through control frameworks, tools, processes and activities, enabling a Group-wide risk management system.
- Third level of control consisting of the controls of the Internal Audit function. This includes controls aimed at detecting violations of procedures and regulations, as well as the periodic assessment of the completeness, functionality and adequacy of the risk management and internal control system, including those on the information system (ICT Audit), at a predetermined frequency in relation to the nature and intensity of the risks. This activity is carried out by a different function that is independent of the operational functions, including through on-site audits.

In the Companies of the Nexi Group, the Audit Function is placed under the direct authority of the Board of Directors and does not directly take part in the provision of the services they are required to audit.

The second- and third-level Control Functions have the authority, resources and skills necessary for the performance of their tasks.

Notes to the Consolidated Financial Statements - Information on Risks and Related Hedging Policies

These Functions may intervene in corporate activities, including those that have been outsourced, have access to all the documentation necessary for the performance of their duties and, if necessary, promote the involvement of other Organisational Units concerned by any issues that may arise.

The subsidiaries of Nexi SpA ensure the establishment and maintenance of an adequate and effective RMICS, implementing the Guidelines defined by the Parent Company in compliance with the regulations applicable to each Subsidiary and Supervised Company.

Nexi Group Risks

Liquidity and Interest Rate Risks

The Group has significant financial indebtedness, as described in the section "Changes in Group Debt". Sustainability of Nexi Group's debt level is correlated, first and foremost, to its operating results and thus to its capacity to generate sufficient liquid funds and to refinance debt at maturity.

It is not possible to rule out that at a future date the Nexi Group may have to refinance its debt at due date or that, for whatever reason, it may have to replace its current factoring lines or other credit lines and that that may lead to higher charges and costs and/or lead to disruptions or delays in service provision also due to the required timeframe for replacement, to the extent that that may compromise Group operations.

The Group is also exposed to the risk that significant changes may take place with respect to interest rates and that the policies adopted to neutralise such changes may prove inadequate. The fluctuation of interest rates depends on various factors, which are outside the Group's control, such as monetary policies, macroeconomic performance and economic and political conditions in Italy, which could also affect Nexi's creditworthiness and consequently the cost of raising financial resources on the capital market. The potential impacts of the ongoing conflicts between Russia and Ukraine and in the Middle East were not considered material for the time being, considering the regions where the Group operates.

After almost two years of restrictive monetary policy, in June 2024 the leaders of the European Central Bank indicated that based on an updated assessment of the inflation outlook, its dynamics and the intensity of monetary policy transmission, it was appropriate to moderate the level of monetary policy tightening after nine months of unchanged interest rates.

Since June 2024 there have been four reductions in the key interest rates, bringing the interest rates on deposits with the central bank, the main refinancing operations and the marginal lending facility to 3.00%, 3.15% and 3.40% respectively.

At the December 2024 meeting, the Central Bank's top management pointed out that domestic inflation has declined but remains high, mainly because wages and prices in certain sectors are still adjusting to past inflation increases with a considerable lag.

The Governing Council remains determined to ensure that inflation stabilises sustainably at its medium-term target of 2%.

In order to define the appropriate monetary policy stance, the Governing Council will continue to follow a data-driven approach whereby decisions are defined from time to time at each meeting. Specifically, interest rate decisions will be based on its assessment of the inflation outlook in view of the new economic and financial data, the dynamics of core inflation and the intensity of monetary policy transmission, without tying itself to a particular interest rate path.

Finally, the Governing Council confirmed that it stands ready to adapt all the instruments at its disposal within its mandate to ensure that inflation stabilises sustainably at the 2% medium-term objective and to preserve the orderly transmission of monetary policy. The protection instrument of the monetary policy transmission mechanism can be used to counter unwarranted, disorderly market dynamics that seriously jeopardise the transmission of monetary policy in all euro area countries, allowing the Governing Council to fulfil its mandate to preserve price stability more effectively.

At 31 December 2024 approximately 26% of the Nexi Group's medium- to long-term Financial Liabilities expressed at nominal values net of the effect of rate risk hedging transactions were exposed to sources of funding at a variable interest rate, and specifically to the Euribor index. Nexi periodically monitors the forward curves of the relevant variable rates, paying particular attention to trends relating to the 1/3/6-month Euribor rate. To mitigate the risk, it carries out interest rate risk hedging operations when deemed necessary using the appropriate financial instruments. In this regard, among other things the company performs interest rate sensitivity analyses, also considering stress scenarios of the forward rate curve, in order to monitor the related exposure and analyse the impact of potential increases in borrowing costs. With respect to the liabilities exposed to interest rate risk (certain term loans corresponding to 26% of the total medium-/long-term market financial debt), at the end of 2024 the Nexi Group would have had to bear an increase in pre-tax financial expenses of around Euro 16 million if the actual three- or six-month Euribor rates had been on average one percentage point higher.



Notes to the Consolidated Financial Statements - Information on Risks and Related Hedging Policies

Also in light of the foregoing, it cannot be excluded that there may be an increase in the financial charges, with consequent significant impacts on the Nexi Group's results and prospects. Moreover, with specific reference to the Group's funding liquidity risk, while no critical elements were identified as of the date of these Notes to the Financial Statements, considering the current maturity of the existing financial debt, it cannot be excluded that in the future the level of this risk may increase, even significantly, to the point of generating significant impacts on the results and prospects of the Group. Nevertheless, the Group has procedures in place to identify, monitor and manage liquidity and interest rate risk.

With particular regard to Nexi Payments, the following monitoring tools were set up, among others:

- a set of specific financial risk indicators, mainly aimed at containing liquidity risk by assessing and monitoring the main risk factors;
- a Contingency Funding Plan with indicators (1st and 2nd level), both specific and systemic, aimed at guaranteeing the company's business continuity in the event of serious and/or prolonged liquidity crises by defining a set of actions to be taken if the thresholds set for the indicators are exceeded.

BREAKDOWN OF ASSETS BETWEEN CURRENT AND NON-CURRENT

(Amounts in thousand euros)

	Current	Non-current	Total
Cash and cash equivalents	74,675		74,675
Financial receivables	5,237,122	-	5,237,122
Financial assets at Fair Value	39,151	80,756	119,907
Net trade receivables	674,349		674,349
Inventory	53,785		53,785
Other assets	1,319,480	17,009,693	18,329,172
Unsettled transactions	950,835		950,835
Other receivables	38,830	-	38,830
Deferred costs	245,711	9,758	255,468
Tax receivables	67,640		67,640
Current Tax assets	16,464		16,464
Deferred tax assets		250,880	250,880
Fixed assets		16,678,901	16,678,901
Equity investments		70,154	70,154
Non-current assets held for sale and discontinued operations	6,307		6,307
Total	7,404,870	17,090,449	24,495,318

Current assets are those that are intended to be realised, sold or consumed in the normal operating cycle of the Company or in the 12 months following the end of the financial year; current liabilities are those for which settlement is expected in the normal operating cycle of the Company or within 12 months after the end of the financial year.



Notes to the Consolidated Financial Statements - Information on Risks and Related Hedging Policies

BREAKDOWN OF LIABILITIES BETWEEN CURRENT AND NON-CURRENT

(Amounts in thousand euros)

	Current	Non-current	Total
Financial liabilities:			
Payables to:			
- Banks	2,459,837	2,082,062	4,541,899
- Financial entities and customers	2,180,407	99,499	2,279,906
<i>of which Leasing liabilities</i>	37,202	93,007	130,209
- Securities issued	-	3,383,233	3,383,233
Other financial liabilities	189,339	75,319	264,659
Earn-out	179,941	60,148	240,089
Derivatives on equity investments	1,369	34	1,403
Hedging derivatives	8,029	15,138	23,167
Other financial liabilities at Fair Value			-
Other items of liabilities:			
Trade payables	745,837		745,837
Other liabilities	1,056,517	85,539	1,142,056
Tax liabilities and social security debts	55,589		55,589
Deferred loyalty fees and other revenues	101,631	32,080	133,711
Payables due to employees	162,947	53,459	216,405
Unsettled transactions	727,114		727,114
Other debts	9,236		9,236
Provisions for risks and charges		164,202	164,202
Post-employment benefits		29,696	29,696
Deferred tax liabilities		922,045	922,045
Current tax liabilities	63,967		63,967
Liabilities associated with non-current assets held for sale and discontinued operations	871		871
Total	6,696,775	6,841,596	13,538,371

BREAKDOWN OF FINANCIAL LIABILITIES BY RESIDUAL LIFE

(Amounts in thousand euros)

	Within 1 year	Between 1 and 5 years	Over 5 years	Total
FINANCIAL LIABILITIES:				
Payables to:				
- Banks	2,456,111	2,082,164	-	4,538,275
- Financial entities and customers	2,189,847	111,465	3,177	2,304,490
<i>of which Leasing liabilities</i>	46,549	104,973	3,177	154,699
- Securities issued	-	3,476,083	-	3,476,083
Other financial liabilities	41,030	271,498	-	312,527
Total	4,686,988	5,941,210	3,177	10,631,375

Note that the table above shows the amounts to be settled at maturity.

Notes to the Consolidated Financial Statements - Information on Risks and Related Hedging Policies

Operational Risk

Operational risks relate to the execution of processes in an inefficient and/or ineffective manner, including ICT, security, legal and contractual risks, which could adversely affect the Company's operations and/or performance. Operational Risk Management is applied to all organisational units. Each organisational unit is thus involved in the management of operational risks related to its own activity and is responsible for the economic impacts resulting from these risks.

The reliability, operational performance, integrity and continuity of the ICT infrastructure of the Nexi Group and the technological networks are crucial to the Group's business, prospects and reputation. Particularly important in the context of the ICT infrastructure in question are the merchant acquiring and card issuing platforms. The availability of such platforms and other systems and products may be compromised by damage or malfunctions to the Group's or its third-party service providers' ICT systems. Malfunctions can be caused by migrations to new technological or application environments, in the case of significant changes in the production environment, or by human error, insufficient and incomplete testing, cyber-attacks, unavailability of infrastructure services (e.g. electrical or network connectivity) or natural phenomena (e.g. floods, fires or earthquakes).

In line with the high degree of technological innovation of the services supplied by the Group and given the sensitive nature of operations involving the management of payment data, specific policies and methods have been set in place to identify and manage IT risk (including cybersecurity risk) and specific organisational measures have been implemented under the scope of the Information Security Management System for line controls and risk management control. During 2023 ICT Key Risk Indicators were developed with reference to the scope of Nexi Payments and monitored on a monthly basis in order to detect anomalies at an early stage and strengthen IT&Security controls.

Other significant risks worthy of consideration are that the Group may incur liability and, therefore, may suffer damages, including to its reputation, in connection with fraudulent digital payment transactions, fraudulent loans made by merchants or other parties or fraudulent sales of goods or services, including fraudulent sales made by Group merchants.

Examples of fraud may include the intentional use of stolen or counterfeit debit or credit cards, of payment card numbers or other credentials to book sales or false transactions by merchants or other parties, the sale of counterfeit goods, the intentional failure to deliver goods or services sold under the scope of a transaction that is otherwise valid. Failure to identify thefts and the failure to effectively manage fraud risk and prevention may increase the Group's charge-back liability or cause the Group to incur other liability, including fines and sanctions. The Group has sophisticated systems in place for transaction control and detection and suitable organisational measures to prevent fraud and control risk management.

For operational risks, the risk management objective is mitigation of the impact and/or probability from a cost/benefit perspective, in line with the defined risk appetite. Nexi has adopted policies, processes and instruments to identify, manage and monitor these risks, in line with the national and international regulatory provisions and requirements and best practices in the sector.

Credit Risk

For Nexi Group, credit risk mainly originates in the area of:

- Acquiring activities, and specifically in the form of:
 - Chargeback risk: in the event of non-delivery of a product/service purchased on a prepaid basis, the cardholder may receive an advance from the acquirer, who only then sees reimbursement from the merchant;
 - Return risk: if a cardholder decides to exercise the right of withdrawal for online purchases of products/services, the acquirer is obliged to make the refund and only then is the amount settled with the merchant;
 - Risk associated with non-payment of fees (i.e. Merchant Fees) in cases where Net Settlement is not applied;
- Issuing activities. Nexi Group manages "Retail" credit cards (in the name of individuals) and "Corporate" credit cards (in the name of legal entities). Nexi Group debits the expenditures of credit card customers on a date that is later than the date on which the payments were made, thus establishing a receivable due from the cardholders;
- Buy Now Pay Later ("BNPL") activities carried out by Ratepay, where the credit risk is inherent in the type of service provided;
- Processing activities, and in particular in relation to trade receivables generated by non-payment of invoices.



Notes to the Consolidated Financial Statements - Information on Risks and Related Hedging Policies

Credit Risk Mitigation and Monitoring

The Group is committed to assessing and implementing all mitigation measures deemed necessary and/or most effective depending on the specific circumstances, based on risk-return analyses.

The main mitigation measures that the Group can adopt include the following:

- request for bank, insurance or cash collateral guarantees from the customer;
- inclusion of contractual provisions requiring bank or insurance guarantees if the customer exceeds certain risk thresholds.

Moreover, with specific reference to acquiring, we note the following:

- use of net settlement to credit the merchant with the amounts due, net of commissions, chargebacks, any refunds;
- deferral of payments due, depending on business model and characteristics of the merchants.

In selected cases, following a risk-based analysis, the Group may also decide to reduce or terminate the relationship with the customer.

Within each Legal Entity, the first-level functions are responsible for the continuous monitoring of credit risk, initiating the appropriate mitigation and/or escalation measures in the event of signs of anomalies. Moreover, the second-level Risk Management functions contribute to the definition of credit risk governance policies, ensure proper monitoring of risk performance and provide adequate information to the Corporate Bodies on the outcome of the activities carried out.

The Nexi Group works very hard to estimate the current and future risk levels in the most vulnerable economic sectors, intensifying the monitoring of exposures.

The consideration of potential impacts arising from the macroeconomic environment is implicit in the tools used to calculate credit risk exposure, and therefore does not require the use of dedicated tools. Moreover, the Group's customer portfolio is concentrated in regions that are currently relatively unaffected by the ongoing conflicts between Russia and Ukraine and in the Middle East, reducing their potential impact.

At the date of these Notes to the Financial Statements, while faced with situations that are still potentially critical mainly stemming from macroeconomic turbulence, timely risk management, monitoring and applicable mitigation actions are effective tools in maintaining a low risk profile.

More specifically, with regard to 2024 note that:

- The trend of charge-back volumes received attributed to merchants was in line with 2023.
- The value of total outstanding debts from merchants, gross of recoveries, was in line with the 2023 figure.
- Overall, the value of outstanding amounts in the Buy Now Pay Later business was in line with the previous year.

BREAKDOWN OF FINANCIAL ASSETS BY PORTFOLIO AND CREDIT QUALITY (CARRYING AMOUNTS)

(Amounts in thousand euros)

	Non-performing exposures	Unlikely to pay	Impaired past due exposures	Unimpaired past due exposures	Other unimpaired exposures	Total
Financial assets measured at amortised cost						
a) Loans and receivables with banks					2,729,690	2,729,690
b) Loans and receivables with financial entities and customers		6,859			2,500,573	2,507,432
Hedging derivatives					-	-
Financial assets held for sale					6,307	6,307
Total as at December 31, 2024	-	6,859	-	-	5,236,570	5,243,429
Total as at December 31, 2023	-	20,070	-	-	5,795,225	5,815,295



Notes to the Consolidated Financial Statements - Information on Risks and Related Hedging Policies

BREAKDOWN OF FINANCIAL ASSETS BY PORTFOLIO AND CREDIT QUALITY (GROSS AND NET AMOUNTS)

(Amounts in thousand euros)

	Performing	of which: forbearance	Non performing	of which: forbearance	Total
Loans and receivables with banks					
Gross exposure	2,729,690				2,729,690
Bad debt provision	-				-
Net exposure	2,729,690		-		2,729,690
Loans and receivables with financial entities and customers					
Gross exposure	2,503,639		65,574		2,569,213
Bad debt provision	(3,066)		(58,715)		(61,781)
Net exposure	2,500,573		6,859		2,507,432
Hedging derivatives					
Gross exposure	-				-
Bad debt provision	-				-
Net exposure	-		-		-
Non-current financial assets held for sale					
Gross exposure	6,307				6,307
Bad debt provision	-				-
Net exposure	6,307		-		6,307
Total as at December 31, 2024	5,236,570	-	6,859	-	5,243,429
Total as at December 31, 2023	5,795,225	-	20,070	-	5,815,295

ON-BALANCE SHEET EXPOSURES TO CUSTOMERS AND FINANCIAL ENTITIES: TRENDS IN GROSS IMPAIRED EXPOSURES

(Amounts in thousand euros)

	Non performing	of which: forbearance
A. Initial gross exposure	61,743	
- of which: transferred exposures not derecognised		
B. Increases	9,230	-
B.1 Inflow from unimpaired exposures	429	
B.2 Inflow from purchased or originated credit-impaired financial assets		
B.3 Transfers from other impaired exposure categories		
B.4 Contractual changes without derecognition		
B.5 Other increases	8,801	
C. Decreases	5,399	-
C.1 Outflows to unimpaired exposures	-	
C.2 Write-offs	3,141	
C.3 Collections	116	
C.4 Profits from sales	-	
C.5 Losses from sales	428	
C.6 Transfers to other impaired exposure categories	1,628	
C.7 Contractual changes without derecognition	-	
C.8 Other decreases	86	
D. Final gross exposure	65,574	-
- of which: transferred exposures not derecognised		



Notes to the Consolidated Financial Statements - Information on Risks and Related Hedging Policies

ON-BALANCE SHEET IMPAIRED EXPOSURES TO CUSTOMERS AND FINANCIAL ENTITIES: TRENDS IN COMPREHENSIVE VALUE ADJUSTMENTS

(Amounts in thousand euros)

	Non performing	of which: forbearance
A. Initial gross adjustments	41,673	
- of which: transferred exposures not derecognised		
B. Increases	22,307	-
B.1 Value adjustments from purchased or originated credit-impaired financial assets	-	
B.2 Other value adjustments	-	
B.3 Losses from sales	-	
B.4 Transfers from other impaired exposure categories	-	
B.5 Contractual changes without derecognition	-	
B.6 Other increases	22,307	
C. Decreases	5,266	-
C.1 Reversals of impairment losses from revaluation	-	
C.2 Reversals of impairment losses from collections	-	
C.3 Profits from sales	-	
C.4 Write-offs	3,141	
C.5 Transfers to other impaired exposure categories	-	
C.7 Contractual changes without derecognition	-	
C.8 Other decreases	2,125	
D. Final gross adjustments	58,715	-
- of which: transferred exposures not derecognised		

Market Risk (Price and Exchange Rate Risk)

The Nexi Group is exposed to the risk of unfavourable movements in the price of shares in its portfolio, especially the Visa Inc. Class A and C shares, as well as negative effects on the value of said shares due to movements in the EUR/USD exchange rate. The Class C shares (convertible into Visa ordinary Class A shares at a conversion factor that varies based on the costs deriving from potential liabilities of the former Visa Europe, acquired by Visa Inc.), are also illiquid financial instruments and, as such, are characterised by possible obstacles (in law or de facto) or restrictions on divestment within a reasonable time and at fair market conditions.

As at the reference date of these Notes, based on the measurement at Fair Value of the stock in the current context of the reference markets, it was deemed unnecessary to hedge the market risk described above via financial instruments.

The Italian Group companies are also marginally exposed to the exchange rate risk, to the extent that the payments and collections, respectively for transactions to be paid or collected in relation to the Mastercard and Visa schemes, are mainly denominated in euros.

However, note that some of the Group's foreign companies operate mainly in Northern and Central Europe, and consequently the Group is exposed to exchange rate risk arising from its operations in DKK (Danish krone), NOK (Norwegian krone), SEK (Swedish krona), PLN (Polish zloty) and CHF (Swiss franc). The risk exposure of Danish kroner is considered to be low as it is a currency that has historically seen low volatility against the euro, while for the remaining currencies mentioned the exposure is not sufficiently significant to justify the adoption of countermeasures to date.



Notes to the Consolidated Financial Statements - Information on Risks and Related Hedging Policies

The potential impact on revenues and EBITDA from changes in the main currencies the Group is exposed to is shown below.

(Amounts in million euros)

EURm	2024		
	Any change in the exchange rate	Net Revenue	EBITDA
NOK	10%	13.70	9.23
SEK	10%	6.69	4.75
DKK	1%	2.85	0.57
PLN	10%	18.12	11.99
EUR	1%	-	-

Below are the average and spot rates used for the conversion of financial statements in other currencies for the main currencies.

EUR per 100

Exchange rate	2024						
Main currencies	NOK	SEK	DKK	PLN	RSD	CZK	EUR
Average exchange rate	8.52	8.69	13.41	23.42	0.85	3.98	1.00
End of year exchange rate	8.45	8.71	13.40	23.43	0.86	3.97	1.00
Change for the year	-5.0%	-3.5%	-0.1%	1.6%	1.2%	-1.7%	-

Climate Risk

In accordance with the recommendations of the Task Force for Climate-related Financial Disclosures (TCFD) and the European Commission's Non-Binding Guidelines on Climate Information Reporting, the Nexi Group assessed the risks and opportunities related to climate change in Nexi, although no risk area related to environmental aspects was identified.

Climate-related risks are integrated into the company-wide risk management process and evaluated regularly through analyses covering multiple time horizons – short, medium and long term – and different scenarios. The identified risks did not exceed the materiality threshold that would have determined their inclusion in ERM assessments. However, climate change risks are important to the Group given the potentially high strategic and reputational impacts such risks could have on the company and the speed with which such changes could occur.

For more details on climate risk please refer to the Sustainability Reporting.



Notes to the Consolidated Financial Statements - **Statement of Comprehensive Income - Related Parties**

36. Statement of Comprehensive Income

(Amounts in thousand euros)

	2024	2023
Profit (Loss) for the year	171,040	(1,002,761)
Items that will not be reclassified subsequently to profit or loss		
Financial assets measured at FVTOCI		
a) Fair Value changes	18,019	19,629
b) transfers to other equity components		
Defined benefit plans	(7,536)	(1,492)
Income taxes related to high income components without profit and loss reversal	(328)	499
Items that will be reclassified subsequently to profit or loss		
Conversion reserve		
a) Fair Value changes	(43,792)	23,802
b) income statement reversal		
c) other changes		
Cash flow hedges:		
a) fair value variances	6,600	(23,135)
b) income statement reversal		
c) other variances		
Income taxes related to high income components with profit and loss reversal	-	-
Other comprehensive income (net of tax)	(27,037)	19,303
Comprehensive income	144,003	(983,458)
Comprehensive income attributable to non-controlling interests	3,731	3,357
Comprehensive income attributable to the owners of the parent	140,272	(986,815)

37. Related Parties

The purpose of IAS 24 (Related party disclosure) is to make sure that the financial statements of an entity contain the additional information necessary to highlight the possibility that the equity-financial position and economic results may have been altered by the existence of related parties and transactions and balances applicable with said parties.

In accordance with these indications, applied to the organisational and governance structure of the Nexi Group, the following are considered as related parties:

- a) parties that directly or indirectly, de jure or de facto, including through subsidiaries, trusts or intermediaries, exercise significant influence over Nexi; note that these parties include Bain Capital Investors LP, Advent International Corporation, Hellman & Friedman LLC, Cassa Depositi e Prestiti and its direct parent company represented by the MEF (Italian Ministry of Finance);
- b) the subsidiaries or entities under the joint control of the entities listed at the point above;
- c) the subsidiaries, associates or entities under the joint control of Nexi SpA;
- d) key management personnel of the Nexi Group and its direct Parent Company and its subsidiaries, entities under its joint control or subject to its significant influence;
- e) close family members of the natural persons included under letters a) and d) above;
- f) the complementary pension fund established in favour of employees of Nexi SpA or its related entities.



Notes to the Consolidated Financial Statements - Statement of Comprehensive Income - Related Parties

37.1 INFORMATION ON THE REMUNERATION OF KEY MANAGEMENT PERSONNEL

Below are the fees due in the reference period to the directors and managers and key management personnel.

(Amounts in thousand euros)

	Directors	Board of Statutory Auditors	Executives holding strategic responsibility
Corporate bodies remunerations	1,504	536	-
Short-term benefits	-	-	5,634
Benefits subsequent to the termination of employment	-	-	377
Other long-term benefits	-	-	-
Indemnities for termination of employment	-	-	-
Total	1,504	536	6,011

37.2 INFORMATION ON RELATED-PARTY TRANSACTIONS

The effects of transactions with related parties, over and above the fees described above, are summarised in the table below:

(Amounts in thousand euros)

	Controlling company	Other related parties	Directors, Executives and other Supervisory Bodies
Financial asset measured at amortised cost		260,229	-
Financial asset at Fair Value		600	-
Tangible assets		-	-
Intangible assets		4,756	-
Other assets		67,084	1
Financial liabilities measured at amortised cost		162,969	-
Other liabilities		17,912	-
Fees for services rendered and commission income		181,315	3
Fees for services received and commission expense		5,436	-
Interest and similar income		40	-
Interest and similar expense		767	-
Other administrative expenses		30,422	-
Other operating income/expenses		4	-

Credit and debit balances with related parties as of 31 December 2024 were not material with respect to the size of the Group's balance sheet. Likewise, the impact of income and expenses with related parties on the consolidated operating result was not material, nor was the impact of these transactions on the Group's cash flows.

The main contracts, all of which falling within ordinary operations, mainly refer to financing received from and services provided by related parties (especially consulting services, software development and card production) and services provided related to the ordinary business carried out by the Group, regulated by conditions in line with market conditions and in any case based on assessments of mutual economic convenience.



Notes to the Consolidated Financial Statements - **Share-Based Payments**

38. Share-Based Payments

38.1 STOCK GRANT

Mercury UK HoldCo Ltd ("Mercury UK") in 2019 adopted two incentive plans (the "Plans"), based on the shares of Nexi SpA ("Nexi"), which ended in 2021.

In addition, during 2020, 2021 and 2023, Mercury UK together with other financial sponsors of Nexi adopted some new incentive plans based on the shares of Nexi SpA ("Nexi") and with a vesting period until 16 April 2022, 31 December 2022, 1 July 2024 and 30 June 2025. These plans are reserved for selected employees (the "Beneficiaries") of Group companies. These plans provide for Additional Shares assignable to employees depending on the market price of Nexi shares.

On the basis of the provisions of IFRS 2, although not having made any commitments to Beneficiaries, as the Nexi Group is the entity that receives the services (the "receiving entity"), it must book, in its consolidated financial statements, the Plans in question on the basis of the accounting rules envisaged for the "plans settled with equity instruments".

More specifically, IFRS 2 establishes that, in the plans settled with equity instruments with employees, the entity must:

- measure the cost for the services it has received on the basis of the Fair Value of the representative instruments as at the assignment date;
- book the Fair Value of the services received, throughout the accrual period, making a counter-entry as an increase in Equity on the basis of the best estimate available of the number of equity instruments expected to accrue;
- review this estimate, if the subsequent information indicates that the number of equity instruments to be accrued differs from previous estimates.

For these Plans, Fair Value was determined, for base shares, considering the forward price, discounted at the valuation date, of Nexi shares at the expiry of the vesting period. As for additional shares, the Monte Carlo method was adopted in order to simulate, for an adequate number of scenarios, the number of additional shares and the price of Nexi stocks. In this context, the implicit volatility used was that obtained from info-providers as relevant to Nexi stock options with time-to-maturity set at equal to that of the plan.

Below are the changes in the rights (conventionally measured in terms of the number of based shares) relating to the aforementioned plans:

Description	Number of Based shares
Outstanding rights to receive shares at the grant date	11,126,772
Rights assigned definitively in accordance with the Plans	(10,160,214)
Rights forfeited from the Plans	(443,682)
Outstanding rights at December 31, 2024	522,876

Based on the above, the overall cost of the Plans for 2024 is about Euro 4 million.

38.2 LONG TERM INCENTIVES

In 2019 a medium- to long-term incentive plan (hereinafter the First LTI Plan) was approved, implementing the remuneration policy adopted by the Company. The Plan was structured into three cycles, each with a three-year duration (2019-2021/2020-2022/2021-2023) and envisaged the assignment of rights to receive ordinary shares in the Company once a year. These shares are not subject to any restrictions to voting rights or dividend distribution.

In 2022 the Shareholders' Meeting of Nexi SpA approved a Second Long-Term Incentive Plan (hereinafter referred to as the Second LTI Plan). In keeping with the First LTI Plan, this second plan envisages the free assignment of a number of incentives to selected employees over a medium-long-term time horizon, divided into three three-year cycles (2022-2024, 2023-2025 and 2024-2026). All three cycles of this Plan have already been allocated.

These plans, according to the provision of IFRS 2 described above with reference to the Stock Plan, must be accounted for as a transaction with employees to be settled with equity instruments of the entity.



Notes to the Consolidated Financial Statements - Share-Based Payments

As of the date of these financial statements, assignments had been completed for all three cycles of the First LTI Plan for which the vesting period ended on 31 December 2024, and all three cycles of the Second LTI Plan for which the vesting period ends on 31 December 2026.

More specifically, the process of assigning the rights to receive shares was carried out as follows:

- First tranche (First Plan): for most of the employees, in July 2019, and for new hires, on 30 September 2019;
- Second tranche (First Plan): for most of the employees, in July 2020, and for new hires, on 30 September 2020;
- Third tranche (First Plan): for most of the employees, in July 2021, and for new hires, in October 2021. With regard to this tranche, there was also the allocation in January 2022 to former SIA employees;
- First tranche (Second Plan): for most of the employees, in July 2022, and for new hires, in October 2022;
- Second tranche (Second Plan): in October 2023;
- Third tranche (Second Plan): for most of the employees, in August 2024, and for new hires, in October 2024.

These dates are the grant dates for the purpose of IFRS 2.

The rights to be assigned in the context of the LTI plan are divided up into:

- Performance Share Rights, i.e. the rights to receive ordinary shares in the Company, which accrue (and the same applies to the attribution of the related shares to the employee) only upon achieving predetermined business performance objectives, referring to a specific period of time;
- Restricted Share Rights, i.e. the rights to receive ordinary shares in the Company, which accrue (and the same applies to the attribution of the related shares to the employee) regardless of whether or not the predetermined business performance objectives are achieved. These rights will accrue after the vesting period, subject to the beneficiary remaining in the Company.

A condition for the accrual of the rights and, therefore, the attribution of the shares for both the types described above is that the employee remains in service until the delivery date of the share attribution letter.

More specifically, with reference to Performance Share Rights:

- accrual is first and foremost subject to achieving - at the end of the vesting period of each Cycle - at least 80% of the Operating Cash Flow Target (the "Entry Gate");
- once the Entry Gate is satisfied, accrual of Performance Shares Rights is also subject to achieving specific objectives at the end of the related vesting period, comprising two components:
 - a market-based component, linked to the achievement of objectives related to the performance of the market price of Nexi shares with respect to a benchmark, during the measurement period (weighing for 50%). The benchmark is determined as the mathematical average of three market indicators identified in the Plan regulation;
 - a non-market-based component, linked to the achievement of the Company's performance objectives in terms of Operating Cash Flow (weighing for 50%).

Changes in the number of rights assigned at the reporting date are reported below:

Description	No. of Performance Share Rights	No. of Restricted Share Rights	Total
Outstanding rights to receive shares at the grant date	6,083,958	3,595,480	9,679,438
Right assigned definitively in accordance with the Plans	(379,503)	92,633	(286,870)
Rights forfeited from the Plans	(496,404)	(402,810)	(899,214)
Outstanding rights at December 31, 2024	5,208,051	3,285,303	8,493,354

The rights assigned were measured, reflecting the financial market conditions valid as at the grant date. Determination of the total plan value, as established by IFRS 2, is impacted by the number of rights that will accrue in accordance with the rules set out by the performance and Fair Value conditions of each right. Measurement was carried out considering the two components of the Performance Shares and Restricted Shares included in the plan, separately. Moreover, within the Performance Share component, consideration was given to the presence of the aforesaid specific objectives.

Notes to the Consolidated Financial Statements - Business Combination Transactions

More specifically, the market-based component was estimated using the Monte Carlo Method, a stochastic simulation technique which, based on a set of starting conditions, produced a wide array of outcomes within a specified time horizon. More specifically, for each outcome scenario, share price projections are computed as of the initial value according to geometric Brownian motion. In this case it is:

$$\Delta S = \mu \cdot S \cdot \Delta t + \sigma \cdot S \cdot \varepsilon \cdot \Delta t$$

and that is the change in the price of the share S over a period of time depends on the expected average change (μ) and its variability (σ) as well as on a random parameter (ε) with standardised normal distribution.

The simulations were carried out by assuming a rate of return on the Nexi share calculated using the swap curve and a historical volatility of the share calculated with reference to the valuation date. Specifically, for the cycle assigned in 2024 these parameters respectively stand at around 2.4% and 36%.

For these components, with regard to the rights assigned during 2024 the unit value at the grant date was approximately Euro 4.17 and Euro 4.61.

As for the likelihood of beneficiaries leaving, the annual exit probability was assumed to be zero. In accordance with IFRS 2, the non-market-based component is a condition that rather than be measured at the time of assignment is to be updated periodically at each reporting date, so as to take into account the expectations in relation to the number of rights that may accrue. For this component, with regard to the rights assigned in 2024, the Fair Value per unit is Euro 5.48 and Euro 5.91.

The total cost pertaining to 2024 is approximately Euro 14 million.

39. Business Combination Transactions

39.1 TRANSACTIONS CARRIED OUT DURING THE PERIOD

Below are the transactions carried out during the period that, falling within the definition of business combinations, have been accounted for in accordance with the provisions of IFRS 3: Business Combinations. Specifically, the latter defines a business combination as "a transaction or other event in which an acquirer obtains control of one or more businesses" and states that any assets acquired (including any intangible assets not featured in the acquiree's statements at the date of acquisition) and any liabilities assumed or contingent are subject to Fair Value consolidation as at the acquisition date, also calculating the value of the minority interests of the entity acquired, and that the same applies for measurement at goodwill of the difference between the Fair Value of the net assets acquired and the considerations transferred during the transaction.

Acquisition of Merchant Acquiring Activities from Sparkasse

The acquisition of the merchant acquiring business from the Sparkasse Group, which was signed on 29 December 2023, was completed during H1 2024. Specifically:

- on 27 May 2024, the transfer of the business units of Sparkasse and Civibank to Nexi Payments was signed, valid from 1 June 2024, against the issue of new shares in Nexi Payments.
- on 31 May 2024, on the other hand, the deed of transfer of the aforementioned shares of Nexi Payments from the two Banks to Nexi SpA was signed, also valid from 1 June 2024, against payment of the agreed price of Euro 30,850 million. This consideration may increase in the event of the payment of an earn out, the payment of which is conditional upon the achievement of certain economic and qualitative targets.

The Purchase Price Allocation process was completed and included in the financial statements as at 31 December 2024, as also permitted by the IFRS 3 international accounting standard.

Specifically, the price allocation process mainly concerned the valuation of customer contracts, the Fair Value of which was determined



Notes to the Consolidated Financial Statements - Business Combination Transactions

using the Multi-Period Excess Earnings method (MPEEM), which calculates the value of customer relationships based on the present value at the acquisition date of the extra-earnings over the remaining life of the customer relationships. The extra-income from customer relationships is derived from total income minus income from other assets (so-called contributory assets).

The cost connected to this business combination in 2024 amount to Euro 1 million.

Following an accounting for the effects of the Purchase Price Allocation, the goodwill arising from said business combination totals about Euro 26 million broken down as follows:

(Amounts in thousand euros)

	Provisional Fair Value	Adjustments	Final Fair Value
Cash consideration paid	30,850	-	30,850
Contingent consideration/deferred price	-	-	-
Minority interests	(156)	24	(132)
Cash and cash equivalents			
Tangible assets	5	-	5
Intangible assets		7,182	7,182
Provision for risk and charges	(1)	-	(1)
Defined Benefit Plans	(0)	-	(0)
Other liabilities ^(*)	(3)	(2,375)	(2,379)
Net assets	-	4,807	4,807
Goodwill	30,694	(4,783)	25,911
Cash consideration	30,850	-	30,850
Cash acquired	-	-	-
Net cash consideration	30,850	-	30,850

(*) The item includes also tax liabilities.

39.2 RETROSPECTIVE ADJUSTMENTS

No retrospective adjustments were made in 2024.

39.3 OTHER INFORMATION

There are no other information.

39.4 TRANSACTIONS AFTER THE REPORTING PERIOD

There are no transactions to report.

Notes to the Consolidated Financial Statements - Group Funding Transactions

40. Group Funding Transactions

As shown in the Management Report, the Group's financial structure changed significantly during the year. The following is a summary of the accounting impacts deriving from the repayment transactions executed during the year ended 31 December 2024. See the Management Report for the Group's Net Financial Position.

Repayment of financial debt instruments at maturity

During 2024 several repayment operations were carried out at the maturity of various debt instruments that allowed an improvement in the Group's financial structure. Specifically:

- On 8 April the bond loan issued by Nassa Topco AS in the amount of Euro 220 million (the "Nassa Topco Bond Loan") was repaid in full.
- On 31 October the bond loan issued by Nexi SpA in the amount of Euro 476 million (the "2024 Bond Loan") was repaid in full.
- On 16 December the first instalment of the loan with Banco BPM SpA in the amount of Euro 60 million (the "BBPM Credit Line") was repaid. The second instalment is to be repaid on 15 December 2025 in the amount of Euro 140 million.

EIB credit line

On 25 September 2024 Nexi SpA signed a loan agreement (the "EIB Loan Agreement") pursuant to which the European Investment Bank granted Nexi SpA an amortising credit line for an original total amount of Euro 220 million (the "EIB Credit Line"), in order to finance certain projects for the modernisation of digital payments in Europe. The duration of the loan and its repayment instalments will be defined at the time of disbursement. As at 31 December 2024, the EIB Credit Line was fully unused and available. As of the date of publication of these financial statements, the EIB Credit Line was partially drawn for an amount of Euro 202.2 million, to be repaid according to a repayment schedule with a final maturity date of 7 January 2033.

Covenants and other guarantees linked to funding transactions

In line with financing transactions of a similar complexity and nature, the Nexi Group's financial indebtedness is characterised by clauses containing commitments, limitations (including negative pledge clauses) and restrictions, representations and warranties, as well as cases of early repayment (in whole or in part), and events of default linked to contractual breaches. Obligations primarily include:

- financial maintenance covenant: at each "test date" (i.e. 30 June and 31 December of each year), respect for a financial leverage ratio at a consolidated level (essentially the "leverage ratio", the ratio of net debt and consolidated LTM – last twelve months – EBITDA), that will be tested with respect to the consolidated financial statements and consolidated interim reports and must not exceed the specific periodic thresholds indicated in the contracts of the IPO Loan, the Term Loan of the BBPM Credit Line, the BPER Credit Line, the 2022 Term Loan and the EIB Credit Line;
- negative pledge: Nexi SpA must abstain from establishing or allowing for the maintenance of (and must ensure that no other member of the Nexi Group establishes or maintains) liens or collateral against its assets, with the exception of certain guarantees and restrictions that are expressly permitted;
- prohibition against dispositive actions related to assets (sales, leases, transfers or other dispositive actions), except as expressly permitted under the relevant contracts.

Note that as at 31 December 2024 all the obligations envisaged in the loan agreements described above have been met.



Notes to the Consolidated Financial Statements - Result per Share - Segment reporting

41. Result per Share

The share capital of Nexi SpA is made up entirely of ordinary shares.

The indicator "Earnings per share" (or "EPS") is presented on both basic and diluted basis: the basic EPS is calculated by considering the ratio of profit theoretically attributable to shareholders to the weighted average of the shares issued, whilst the diluted EPS also takes into account the effects of any future issues.

Furthermore, as envisaged by IAS 33, below are details of earnings per share, deriving from the result of the continuing and discontinued operations:

BASIC EARNINGS PER SHARE

	2024	2023
Profit/(Loss) from continuing operations attributable to the company's ordinary shares	0.15	(0.78)
Income/(Loss) after tax from discontinued operations	(0.02)	0.02
Total Basic result per share attributable to the company's ordinary shares	0.13	(0.76)

DILUTED EARNINGS PER SHARE

	2024	2023
Profit/(Loss) from continuing operations attributable to the company's ordinary shares	0.14	(0.74)
Income/(Loss) after tax from discontinued operations	(0.01)	0.02
Total Diluted result per share attributable to the company's ordinary shares	0.13	(0.72)

EARNINGS ATTRIBUTABLE TO ORDINARY SHARES

(Amounts in thousand euros)

	2024	2023
Profit/(Loss) from continuing operations	190,450	(1,023,917)
Income/(Loss) after tax from discontinued operations	(19,410)	21,156
Total net income	171,040	(1,002,761)

AVERAGE NUMBER OF ORDINARY DILUTED SHARES

(no. of shares in thousands)

	2024	2023
Average number of ordinary shares used to compute basic earnings per share	1,280,958	1,311,358
Deferred Shares (*)	77,095	70,211
Average number of ordinary and potential shares used to compute diluted earnings per share	1,358,053	1,381,569

(*) = shares attributed to employees according to the first tranche of the LTI Plan and potential shares in issue upon conversion of the convertible bond loans issued on 29 June 2020 and 17 February 2021

42. Segment reporting

The segment disclosure has been prepared in compliance with the IFRS 8 international accounting standard.

Consistent with the Group's organisational structure as well as the related management reporting methods, the following Operating Sectors were thus identified, coinciding with the CGUs used for the purposes of the Impairment Test (see paragraph 9.3):

- Merchant Solutions: through this business line, the Group provides the services necessary to enable merchants to accept digital payments, including through commercial relationships with partner banks, for transactions carried out physically at retail outlets and digital transactions on the internet (e-commerce);



Notes to the Consolidated Financial Statements - Result per Share - Segment reporting

- Issuing Solutions: through this business line, working with its partner banks the Group provides a broad spectrum of issuing services, i.e. relating to the procurement, issuing and management of payment cards;
- Digital Banking Solutions: through this business line, the Group provides ATM terminal management, clearing, digital corporate banking, as well as network services.

The geographical breakdown of revenues is also provided.

Section 42.2 presents a reconciliation of the Income Statement drafted by means of segment disclosure and the Income Statement prepared in the Financial Statements.

42.1 SEGMENT REPORTING: INCOME STATEMENT FOR THE PERIOD

(Amounts in million euros)

2024	Merchant Solutions	Issuing Solutions	Digital Banking Solutions	Total segment
Operating revenues	1,995	1,128	389	3,513
Personnel expenses	(427)	(223)	(91)	(742)
Other administrative expenses	(476)	(298)	(134)	(907)
Adjustments and net operating provisions	(1)	(2)	1	(2)
Operating costs net of amortization	(904)	(523)	(224)	(1,650)
EBITDA	1,091	605	166	1,862
Amortization and depreciation				(914)
Operating margin				948
Interest and financial costs				(228)
Non-recurring items				(332)
Profit/(Loss) before taxes				388
Income taxes				(217)
Profit/(Loss) for the year				171
Profit for the year attributable to non-controlling interests				(4)
Profit/(Loss) attributable to the Group				167

(Amounts in million euros)

2023	Merchant Solutions	Issuing Solutions	Digital Banking Solutions	Total segment
Operating revenues	1,863	1,085	383	3,331
Personnel expenses	(428)	(208)	(94)	(730)
Other administrative expenses	(479)	(273)	(142)	(894)
Adjustments and net operating provisions	14	5	4	23
Operating costs net of amortization	(893)	(476)	(232)	(1,601)
EBITDA	969	609	151	1,730
Amortization and depreciation				(895)
Operating margin				834
Interest and financial costs				(245)
Non-recurring items				(1,459)
Profit/(Loss) before taxes				(869)
Income taxes				(133)
Profit/(Loss) for the year				(1,003)
Profit for the year attributable to non-controlling interests				(3)
Profit/(Loss) attributable to the Group				(1,006)

The EBITDA presented above is the "normalised EBITDA" as described in the "Alternative Performance Measures" section of the Management Report.



Notes to the Consolidated Financial Statements - Fees for Audit and Non-Audit Services

The breakdown of revenues by geographical area is as follows.

(Amounts in million euros)

	Operating revenues 2024	Operating revenues 2023
Italy	2,067	1,966
Nordics & Baltics	608	602
DACH & Poland (*)	484	440
SE Europe & Other	353	324
Total Operating Revenues	3,513	3,331

(*) DACH includes Germany, Austria and Switzerland.

42.2 SEGMENT REPORTING: RECONCILIATION OF SEGMENT REPORTING ON THE INCOME STATEMENT WITH INCOME STATEMENT FOR THE PERIOD

(Amounts in million euros)

	Total segment reporting	Reconciliation	Financial statements
Operating revenues/Financial and operating income	3,513	(137)	3,375
Personnel expenses	(742)	(204)	(945)
Other administrative expenses	(907)	(193)	(1,100)
Adjustments and net operating provisions	(2)	(8)	(10)
Operating costs net of amortization	(1,650)		
EBITDA	1,862		
Amortization and depreciation	(914)	3	(911)
Operating margin	948		
Interest and financial costs	(228)	228	-
Non-recurring items	(332)	312	(20)
Profit/(Loss) before taxes	388	1	389
Income taxes	(217)	(0)	(217)
Profit/(Loss) for the year	171	0	171
Profit for the year attributable to non-controlling interests	(4)	(0)	(4)
Profit/(Loss) attributable to the Group	167	0	167

43. Fees for Audit and Non-Audit Services Pursuant to Article 149 duodecies of Consob Regulation No. 11971

(Amounts in thousand euros)

	NEXI SpA		Nexi's Group Entities	
	PwC SpA	Rete PwC	PwC SpA	Rete PwC (**)
Audit	275		556	3,850
Other certifications (*)	184			146
Other services:	-	-	-	91
due diligence				-
agreed verification procedures				89
other services				1
Total	459	-	556	4.087

(*) Include attestation services assigned to PwC network companies in accordance with specific regulatory requirements, ISA 800/805 and ISAE 3000 attestation services, sustainability reporting certification services, services for signing tax returns.

(**) It also includes foreign companies in the PwC network that perform legal or voluntary auditing services in favour of the Nexi Group's foreign subsidiaries and consolidated companies.

Note that the contractual audit fees include the adjustment for inflation and contractual fee updates in 2024 for work performed on the previous year's financial statements (Euro 0.9 million).





4

**CERTIFICATION OF THE CONSOLIDATED
FINANCIAL STATEMENTS PURSUANT
TO ARTICLE 154-BIS OF ITALIAN LEGISLATIVE
DECREE NO. 58/98**



Certification of the Consolidated Financial Statements pursuant to article 154-bis, paragraph 5 of Legislative Decree no. 58/98

Certification of the Consolidated Financial Statements pursuant to article 154-bis, paragraph 5 of Legislative Decree no. 58/98

1. The undersigned Paolo Bertoluzzo, as Chief Executive Officer of Nexi S.p.A., and Enrico Marchini, as Manager in charge of preparing the corporate accounting documents of Nexi S.p.A., certify, also taking into account the contents of article 154-bis, paragraphs 3 and 4 of Legislative Decree 58 February 24th, 1998

- the adequacy in relation to the characteristics of the company and
- the effective application

of administrative and accounting procedures for the preparation of the Consolidated Financial Statements in the year 2024.

2. To this purpose, no significant issues were recorded.

3. It is also certified that:

3.1 the Consolidated Financial Statements:

- a) are prepared in accordance with International Financial Reporting Standards as endorsed by the European Community pursuant to Regulation (EC) No. 1606/2002 of the European Parliament and of the Council of July 19th, 2002;
- b) correspond to the information contained in the accounting ledgers and records;
- c) provide a true and fair representation of the equity, economic and financial situation of the issuer and the whole of the companies included in the scope of consolidation;

3.2 the Report on Operations includes reliable analysis on the performance, result of operations and the business of the issuer and of all entities included in the consolidated financial statements as well as description of principal risks and uncertainties to which they are exposed.:

Milan, February 27th, 2025

Paolo Bertoluzzo
(Chief Executive Officer)

Enrico Marchini
(Manager in charge of preparing the corporate
accounting documents)





5

**REPORT OF THE INDEPENDENT AUDITORS
ON THE CONSOLIDATED FINANCIAL STATEMENTS
AS AT 31/12/2024**



Independent auditor's report

in accordance with article 14 of Legislative Decree No. 39 of 27 January 2010 and article 10 of Regulation (EU) No. 537/2014

To the shareholders of Nexi SpA

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of the Nexi Group (the "Group"), which comprise the consolidated balance sheet as of 31 December 2024, the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in equity, the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including material significant accounting policies information.

In our opinion, the consolidated financial statements give a true and fair view of the financial position of the Group as of 31 December 2024, and of the result of its operations and cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union, as well as with the regulations issued to implement article 9 of Legislative Decree No. 38/05.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISA Italia). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of this report. We are independent of Nexi SpA (the "Company") pursuant to the regulations and standards on ethics and independence applicable to audits of financial statements under Italian law. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

PricewaterhouseCoopers SpA

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Key Audit Matters

Auditing procedures performed in response to key audit matters

Measurement of indefinite-lived tangible assets – Goodwill

Notes to the consolidated financial statements

“Main accounting policies”, section titled “Intangible assets”

“Statement of Financial Position”, section 9.3 “Intangible assets: Impairment Testing”

“Income statement”, section 30 “Impairment Losses and Reversals of Impairment Losses on Tangible and Intangible Assets”

As of 31 December 2024 reported in the consolidated financial statements within intangible assets totalled Euro 11,983 million (accounting for 49 per cent of total consolidated assets). The goodwill amounts, recognised in relation to business combinations executed during the year and in previous years, are tested annually for impairment in accordance with IAS 36 “Impairment of assets”.

The recoverable amounts of goodwill were calculated with the support of an expert external to the company and have been estimated as their value in use, using the Discounted Cash Flow (“DCF”) method, i.e. discounting the estimated future cash flows, determined on the basis of the 2025 budget and the 2026-2029 projections approved by the board of directors, to the present value at the measurement date.

The impairment test required the directors to develop estimates that, by their nature, involve significant judgement with regard to:

- the identification of the cash generating units (“CGUs”) relevant for the purposes of impairment testing and related allocation of goodwill amounts;
- the definition of the assumptions underlying the estimation of the future cash flows from

As part of our audit we performed the following main procedures, also using the support of business valuation experts from the PwC network.

We met with the Company’s management, with the directors and with the external expert to obtain an understanding of the procedure applied by the Company with regard to the method and criteria used for impairment testing of goodwill, in order to verify compliance with the requirements of IAS 36.

We assessed the expertise and objectivity of the external expert engaged by the Company, as well as the methods used for the allocation of goodwill and related impairment testing.

We verified the consistency of the assets and liabilities allocated to the CGUs, including goodwill, with the cash flows used to determine the related recoverable amounts.

We analysed the reasonableness of the forecasts used to determine the future cash flows from the CGUs identified and their consistency with the 2025 budget and the 2026-2029 projections approved by the board of directors, including consideration of inputs and forecasts from industry and from analysts.

We performed a critical analysis of the reasonableness of the key assumptions used in the valuation process, notably the discount rate and the growth rate, also taking into accounts the sensitivity analysis performed by the directors on such parameters.

We checked the mathematical accuracy underlying the valuation models used and the correctness of the calculations performed by the external expert.



Key Audit Matters

the CGUs identified and of the other relevant assumptions, for instance the discount rate and the growth rate, for the purposes of determining the recoverable amounts of the assets.

In consideration of the complexity and of the inherent judgement in the estimation of the future cash flows and the financial parameters used in the measurements, of the materiality of the goodwill amounts recognised as of 31 December 2024, as well as in light of the current macro-economic environment and of the increased competitive pressure in the payments industry, we considered the measurement of goodwill a key matter in our audit of the Group's consolidated financial statements as of 31 December 2024.

Auditing procedures performed in response to key audit matters

We performed an independent recalculation and sensitivity analyses to determine the changes in the above-mentioned key assumptions that could have a significant impact on the measurement of the recoverable amounts of the goodwill amounts, also in response to the current uncertainty in the macro-economic environment.

We verified the adequacy and completeness of disclosures provided in the notes to the consolidated financial statements in relation to indefinite-lived intangible assets, with particular reference to the description of the method of performance of impairment testing, the key assumptions used, and the sensitivity analyses performed, in accordance with the International Financial Reporting Standards requirements.

Revenue recognition

Notes to the consolidated financial statements

"Main accounting policies", section titled "Fees for services rendered and commission income"

"Income statement", section 20. "Fees for services rendered and commission income"

'Fees for services rendered and commission income' of Nexi Group for the year ended 31 December 2024 was equal to Euro 6,198 million and relates to services rendered in the digital payments business, including any ancillary services.

The revenue recognition process is particularly complex due to the multiplicity of sales schemes in place, the large number of counterparties and transactions, and the interfacing of several, complex Information Technology (IT) platforms. The integrity, reliability and operating performance of the Group's Information Communication Technology (ICT) infrastructure, also outsourced to third party service providers, are key to an accurate revenue recognition process.

As part of our audit we performed the following main procedures, also with the support of IT experts from the PwC network who supported us in the understanding, evaluation and validation of:

- general IT controls over the IT systems supporting payment acceptance and processing (the "Acquiring" business) and the issuance and management of payment cards and related data processing (the "Issuing" business);
- relevant controls in place over payment service transactions and the consequent generation of commission income and fees for services rendered.

We verified that the accounting policies and measurement criteria applied in revenue recognition were in compliance with IFRS 15 "Revenue from contracts with customers".



Key Audit Matters

'Fees for services rendered and commission income' was considered a key audit matter in consideration of the structured nature and complexity of the revenue recognition and measurement process, as well as the materiality of the amount.

Auditing procedures performed in response to key audit matters

We reconciled management accounting information to the general ledger for certain types of fees for services rendered and commission income.

We carried out a trend analysis for certain types of commission income paid to the Nexi Group in the Acquiring and Issuing businesses under the various service models, in correlation with volumes and/or physical holdings.

We verified, on a sample basis:

- the existence and the accuracy of revenues recognised against contractual information and whether they were billed in the appropriate reporting period;
- the accuracy of the implemented automatic calculation in the management information system and their interfaces with the accounting systems.

We sent external confirmation requests in relation to the outstanding account receivable as of 31 December 2024 to customers selected on sample basis.

We verified the adequacy and completeness of disclosures provided in the notes to the consolidated financial statements in relation to 'Fees for services rendered and commission income' as required by the applicable International Financial Reporting Standards.

Responsibilities of the Directors and the Board of Statutory Auditors for the Consolidated Financial Statements

The directors are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with International Financial Reporting Standards as adopted by the European Union, as well as with the regulations issued to implement article 9 of Legislative Decree No. 38/05 and, in the terms prescribed by law, for such internal control as they determine is necessary



to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

The directors are responsible for assessing the Group's ability to continue as a going concern and, in preparing the consolidated financial statements, for the appropriate application of the going concern basis of accounting, and for disclosing matters related to going concern. In preparing the consolidated financial statements, the directors use the going concern basis of accounting unless they either intend to liquidate Nexi SpA or to cease operations, or have no realistic alternative but to do so.

The board of statutory auditors is responsible for overseeing, in the terms prescribed by law, the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with International Standards on Auditing (ISA Italia) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the consolidated financial statements.

As part of our audit conducted in accordance with International Standards on Auditing (ISA Italia), we exercised professional judgement and maintained professional scepticism throughout the audit. Furthermore:

- We identified and assessed the risks of material misstatement of the consolidated financial statements, whether due to fraud or error; we designed and performed audit procedures responsive to those risks; we obtained audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- We obtained an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control;
- We evaluated the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors;
- We concluded on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern;
- We evaluated the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.



- We obtained sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion on the consolidated financial statements.

We communicated with those charged with governance, identified at an appropriate level as required by ISA Italia regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identified during our audit.

We also provided those charged with governance with a statement that we complied with the regulations and standards on ethics and independence applicable under Italian law and communicated with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate the related risks, or safeguards applied.

From the matters communicated with those charged with governance, we determined those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We described these matters in our auditor's report.

Additional Disclosures required by Article 10 of Regulation (EU) No. 537/2014

On 13 February 2019 the shareholders of Nexi SpA in general meeting engaged us to perform the statutory audit of the Company's and consolidated financial statements for the years ending 31 December 2019 to 31 December 2027

We declare that we did not provide any prohibited non-audit services referred to in article 5, paragraph 1, of Regulation (EU) No. 537/2014 and that we remained independent of the Company in conducting the statutory audit.

We confirm that the opinion on the consolidated financial statements expressed in this report is consistent with the additional report to the board of statutory auditors, in its capacity as audit committee, prepared pursuant to article 11 of the aforementioned Regulation.

Report on Compliance with other Laws and Regulations

Opinion on compliance with the provisions of Commission Delegated Regulation (EU) 2019/815

The directors of Nexi SpA are responsible for the application of the provisions of Commission Delegated Regulation (EU) 2019/815 concerning regulatory technical standards on the specification of a single electronic reporting format (ESEF - European Single Electronic Format) (hereinafter, the "Commission Delegated Regulation") to the consolidated financial statements as of 31 December 2024, to be included in the annual report.



We have performed the procedures specified in auditing standard (SA Italia) No. 700B in order to express an opinion on the compliance of the consolidated financial statements with the provisions of the Commission Delegated Regulation.

In our opinion, the consolidated financial statements as of 31 December 2024 have been prepared in XHTML format and have been marked up, in all significant respects, in compliance with the provisions of the Commission Delegated Regulation.

Due to certain technical limitations, some information included in the notes to the consolidated financial statements when extracted from the XHTML format to an XBRL instance may not be reproduced in an identical manner with respect to the corresponding information presented in the consolidated financial statements in XHTML format.

Opinions and statement in accordance with article 14, paragraph 2, letters e), e-bis) and e-ter) of Legislative Decree No. 39/10 and with article 123-bis, paragraph 4, of Legislative Decree No. 58/98

The directors of Nexi SpA are responsible for preparing a report on operations and a report on the corporate governance and ownership structure of Nexi Group as of 31 December 2024, including their consistency with the relevant consolidated financial statements and their compliance with the law.

We have performed the procedures required under auditing standard (SA Italia) No. 720B in order to:

- express an opinion on the consistency of the report on operations and of the specific information included in the report on corporate governance and ownership structure referred to in article 123-bis, paragraph 4, of Legislative Decree No. 58/98, with the consolidated financial statements;
- express an opinion on the compliance with the law of the report on operations, excluding the section on the consolidated sustainability reporting, and of the specific information included in the report on corporate governance and ownership structure referred to in article 123-bis, paragraph 4, of Legislative Decree No. 58/98;
- issue a statement on material misstatements, if any, in the report on operations and in the specific information included in the report on corporate governance and ownership structure referred to in article 123-bis, paragraph 4, of Legislative Decree No. 58/98.

In our opinion, the report on operations and the specific information included in the report on corporate governance and ownership structure referred to in article 123-bis, paragraph 4, of Legislative Decree No. 58/98 are consistent with the consolidated financial statements of Nexi Group as of 31 December 2024.

Moreover, in our opinion, the report on operations, excluding the section on the consolidated sustainability reporting and the specific information included in the report on corporate governance and ownership structure referred to in article 123-bis, paragraph 4, of Legislative Decree No. 58/98 are prepared in compliance with the law.

With reference to the statement referred to in article 14, paragraph 2, letter e-ter), of Legislative Decree No. 39/10, issued on the basis of our knowledge and understanding of the company and its environment obtained in the course of the audit, we have nothing to report.



Our opinion on compliance with the law does not extend to the section of the report on operations relating to the consolidated sustainability statement. The conclusions on the compliance of that section with the rules governing its preparation and on compliance with the disclosure requirements established by article 8 of Regulation (EU) 2020/852 are expressed by ourselves in the report prepared in accordance with article 14-bis of Legislative Decree No. 39/10

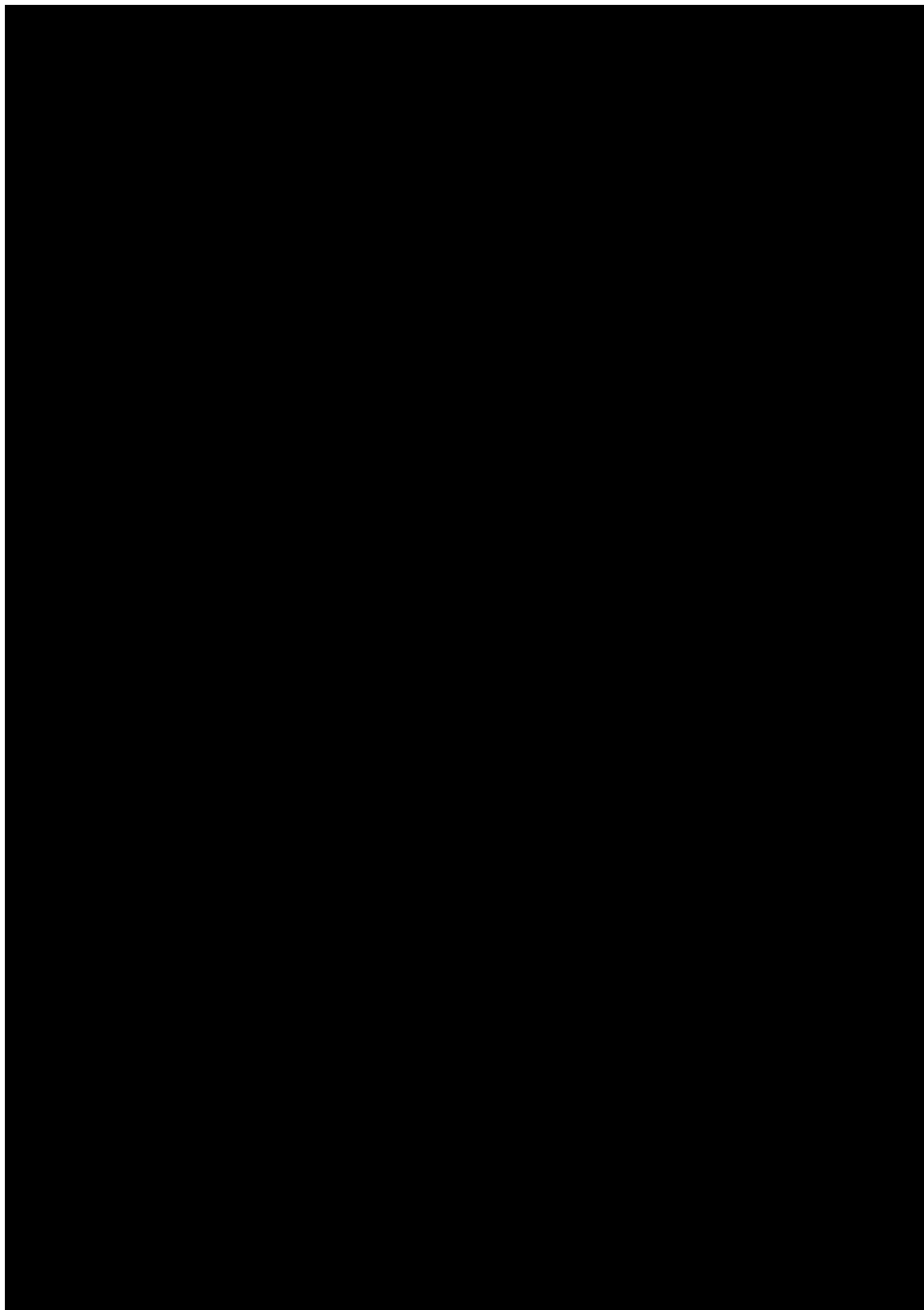
Milan, 2 April 2025

PricewaterhouseCoopers SpA

Signed by

Lia Lucilla Turri
(Partner)

This independent auditor's report has been translated into English solely for the convenience of international readers. Accordingly, only the original text in Italian is authoritative.



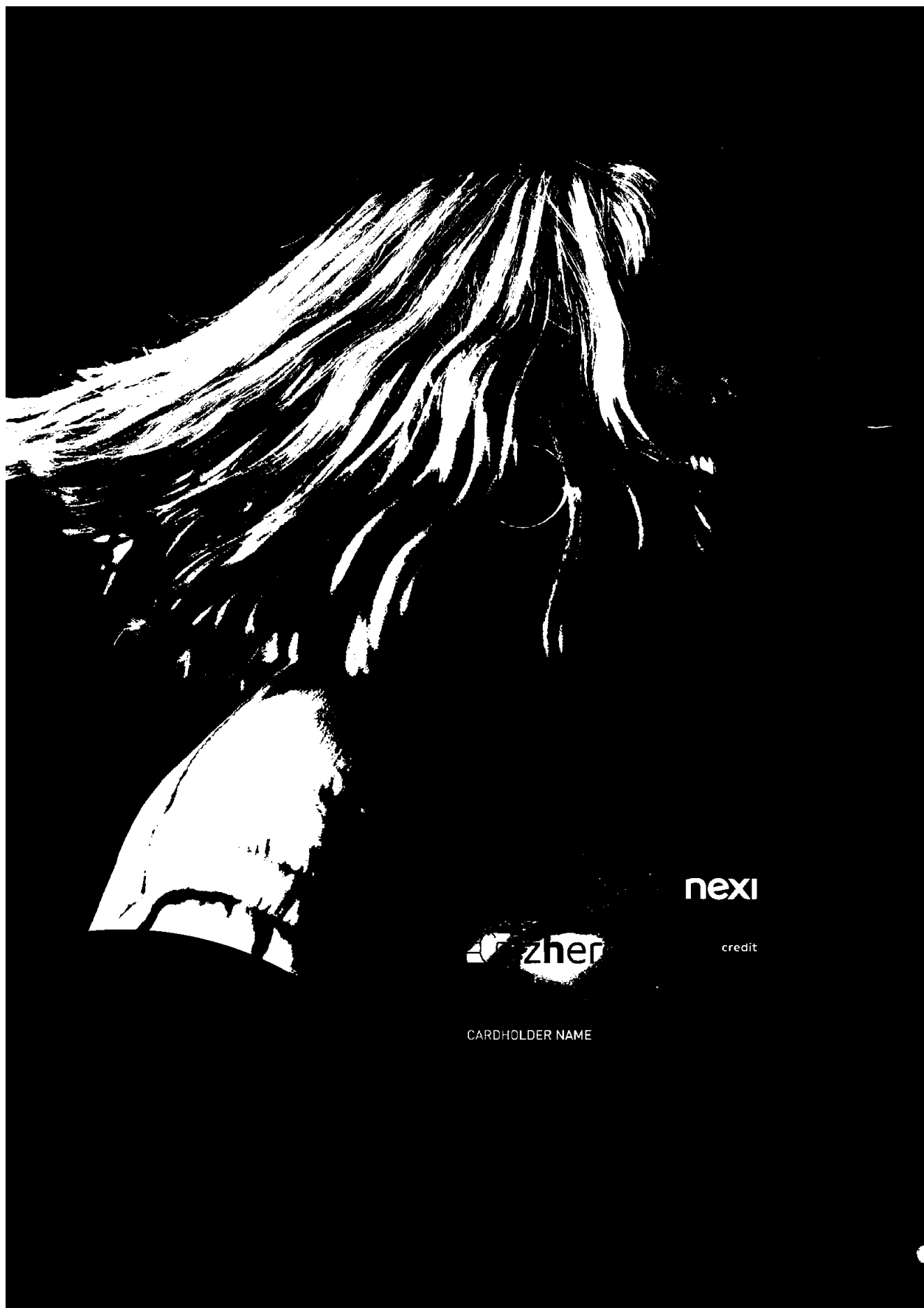


2024 REPORTS AND FINANCIAL STATEMENTS OF THE PARENT COMPANY





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1

BOARD OF DIRECTORS' MANAGEMENT REPORT



Board of Directors' Management Report

BOARD OF DIRECTORS' MANAGEMENT REPORT

Financial year 2024 closed with a loss for the period of Euro 106 million, following a Euro 577 million loss in 2023. Equity stood at Euro 11,371 million, compared with Euro 11,945 million at 31 December 2023.

Note that in 2023 Nexi introduced a new operating and organisational model that laid new foundations for the design and implementation of the Nexi Group's strategy: the adoption of the new operating model led to a strengthening of the governance of the Group's structures in all the countries it operates in, putting in place service contracts with the subsidiaries where needed.

Relations with Other Group Companies

As the Parent Company, Nexi carries out management and coordination activities pursuant to Articles 2497 et seq. of the Italian Civil Code and internal rules with respect to its subsidiaries. Please refer to the Notes to the Consolidated Financial Statements for a list of the subsidiaries. Relations with the Group Companies, further detailed in the Notes to the Financial Statements, aim to foster fruitful cooperation and, pursuant to the applicable laws governing related-party transactions, the pertinent contractual and economic terms have all been regulated complying with the procedures and values adopted by the market for similar services.

Regulatory Compliance

Please refer to the relevant section in the Board of Directors' Management Report on Group Operations.

Human Resources

As at 31 December 2024 the Company's workforce stood at 94 resources.

	Dec.31, 2024	Dec.31, 2023
Executives	29	36
Middle management	54	59
Employees	11	16
Other	-	-
Total	94	111

With reference to seconded staff, note that said staff is head-counted within the relevant group company if and when their percentage secondment is $\geq 50\%$.



Board of Directors' Management Report

Information on Personnel and the Environment

Health and Safety

In 2024, as in the previous year, while examining the health documentation of colleagues who had requested it, the Company Physician was able to investigate health issues (a complexity of psychological and physical illnesses worthy of careful medical assessment), introducing prescriptions or limitations to work for some targeted cases (e.g. interruptions from the use of video terminals with greater frequency than the two hours established by law).

Again in 2024 Health & Safety continued to offer individual psychological support to co-workers, guaranteeing free access and confidentiality as it is fully managed by the group of psychologists of the Company Physician.

In 2024 there were no injuries at work or during commutes.

The monitoring of work environments continued in order to ensure the best possible health and safety conditions.

Evacuation drills were carried out at all locations and emergency teams were reinforced, also being trained in the use of AEDs (Automated External Defibrillator).

Once again this year, a Flu Vaccination Campaign was promoted at all Italian locations with the support of the Company Physician's organisation.

Training

Training is a strategic factor for the Nexi Group. It is an integrated system of differentiated processes, methods and innovative approaches defined to develop and enhance the skills, aptitudes and passions of all co-workers. It uses a variety of training instruments and customised content inspired by the best market practices and the experiences of our people.

PayTech University symbolises our joint commitment to an integrated method for managing training and skill development throughout the Group to shape our payment services, leveraging the skills and representing the values of the Nexi Group. It reflects our collective passion for development and growth, building skills and exploring new trends, and fostering a culture of continuous learning and improvement. With our PayTech University, we aim to provide employees with the tools, inspiration and content to boost their own learning and curiosity. At group level, the MyHR training platform is used to ensure consistent skills development opportunities based on the actual needs of the workforce.

The Nexi Group's training is divided into the following areas:

- **mandatory training:** to always comply with current regulations, to protect ourselves, the company and customers. This area includes courses ranging from privacy to anti-money laundering to occupational health and safety, and aims to provide knowledge on how to comply with legal and industry regulations (e.g. privacy, security, etc.).
- **Specialised/technical training (Academies):** at PayTech University with Vertical Academies (Tech, Product, Sales, HR) dedicated to key areas of our business, two levels of courses are offered for skills development, both with activities aimed at those who want to acquire the technical/professional basics and with courses reserved for those who already work in the specific area and want to further expand, maintain and develop their expertise.
- **"One Nexi" training:** at our Paytech we have a Foundations course that consists of: 1) Empowering Training - How to work at Nexi, aimed at giving life to Nexi's values and cultivating our Group culture; 2) Enabling Training - How to Work Better, courses that aim to improve each person's efficiency and productivity; 3) Nexi Grow - courses that explain our performance process; 4) Onboarding Path - aimed at explaining the onboarding process in the Nexi Group. Then there is language training, the aim of which is to become increasingly integrated at the communications level through targeted training with small classes (2-5 employees) led by a native speaker, and an across-the-board approach with online courses aimed at the entire workforce through access to a language learning platform offering courses differentiated by level.

In 2024 the total training hours for Nexi SpA personnel amounted to 2020, of which 9% were compulsory, 1% Academies and 90% One Nexi.

Following the launch of PayTech University, aimed at improving training on business topics in 2024, the topic of cultural integration was of great importance this year, with the organisation of numerous events, webinars and newsletters.



Board of Directors' Management Report

Consistent with the values and business strategy of the Nexi Group, the 2024 Training Plan set itself the objective of supporting the entire workforce in building and sharing a new way of working together, providing opportunities for discussions, listening and strengthening the spirit of belonging and teamwork.

The articulation of these principles can be seen in the great attention that Nexi SpA has paid to the topic of multicultural inclusion, where a webinar course was used to explore different dimensions of daily interactions with co-workers, each time through the lens of the cultures in which Nexi Group people live and work. This experience is intended to offer valuable insights into different cultural perspectives, helping Nexi people to manage different working styles, improve communication and promote mutual understanding.

The year's training programmes focused on spreading knowledge of the English language, which is becoming increasingly important to support the Group's international expansion. In fact, group training courses were provided to some co-workers and the platform for independent learning was made available to the entire workforce.

Furthermore, in 2024 dedicated programmes – Moments That Matter – were offered to managers from all areas of the Group through the organisation of one-hour interactive labs (virtual practice sessions) with free registration aimed at providing them with the essential skills and knowledge to successfully deal with the key moments of their position. These labs have been regularly scheduled at key moments in employees' development, ensuring that managers have the support they need at the right time. The topic of cultural integration and broader inclusion was of great importance this year, with the organisation of numerous events, webinars, newsletters and podcasts aimed at the entire Nexi Group.

Finally, all the mandatory training planned at the beginning of the year was provided. Where possible and in compliance with regulations, some of the course content was updated and revised in accordance with current laws.

Operating Performance

The loss for the year, amounting to Euro 105.8 million, was mainly due to the write-downs of the equity investments in Nets HoldCo 1, Nexi Payments Greece, Nexi Greece Single Member, and PforCards, dividends received from subsidiaries in the amount of Euro 580.8 million, all net of commission income in the amount of Euro 4.7million, interest income in the amount of Euro 75.6 million, and interest expense in the amount of Euro 236.4 million, as well as the positive effect of taxes for the year in the amount of Euro 44.9 million. As detailed below, other net expenses mainly consist of administrative expenses of Euro 69.2 million.

The Statement of Financial Position and the Income Statement are reported below.

Financial Statement Results

Statement of Financial Position

The financial position figures as at 31 December 2024 are compared with the closing figure for the previous year.

The balance sheet at 31 December 2024 presents Total assets at Euro 17,509 million, compared with Euro 18,585 million at 31 December 2023.

ASSETS

(Amounts in million euros)

	Dec.31,2024	Dec.31,2023
Cash and cash equivalents	75	800
Financial assets	895	2,569
Hedging derivatives	-	2
Equity investments	16,485	15,066
Tangible and intangible assets	12	8
Other assets	42	140
Total assets	17,509	18,585



Board of Directors' Management Report

LIABILITIES

(Amounts in million euros)

	31.12.2024	31.12.2023
Financial liabilities	6,029	6,491
Hedging derivatives	23	24
Post-employment benefits	1	1
Other liabilities	85	124
Equity	11,476	12,522
Profit (Loss)	(106)	(577)
Total liabilities	17,509	18,585

In particular, the following emerged from the analysis of the aggregates that contribute to the total assets:

- the item "Cash and cash equivalents" refers to the available cash in Nexi SpA bank accounts;
- the item "Financial assets" mainly refers to intercompany financing granted to the company of the Nets Group;
- "Equity investments" amounted to Euro 16,485 million compared to Euro 15,066 million as at 31 December 2023. The increase was mainly due to the investee company Nets for the capital increase executed in the second half of the year;
- "Tangible and intangible fixed assets" amounting to Euro 12 million as at 31 December 2024 increased compared to the previous period (Euro 8 million as at 31 December 2023) as a result of purchases made during the year;
- the item "Other assets" totals Euro 42 million, compared with Euro 140 million for the previous year. The balance as at 31 December 2024 consisted mainly of receivables from Nexi Group companies of about Euro 6.1 million and tax assets (current and deferred) of Euro 32.3 million.

Regarding liabilities:

- "Financial liabilities" stood at Euro 6,029 million compared with Euro 6,491 million of the previous year. The reduction is mainly related to lower liabilities due to banks compared to the previous year;
- hedging derivatives amounted to Euro 23 million and related to long-term hedges on certain financing lines;
- defined benefit plans for personnel amounted to Euro 1 million;
- "Other liabilities" amounted to Euro 85 million compared to Euro 124 million as at 31 December 2023 and mainly refer to tax payables for current and deferred tax expenses, payables to suppliers and invoices to be received, and to the increase in the provision for risks and charges (related to provisions made during the period);
- Equity, including the loss for the year, amounted to Euro 11,371 million compared to Euro 11,945 million as at 31 December 2023. The change is mainly related to the loss for the year and the buyback operation, partially offset by the change in the Valuation Reserve and the increase in the IFRS 2 Reserve related to stock grant plans and the LTI granted by the company to employees of Nexi Group companies.



Board of Directors' Management Report

Income Statement

The following table shows the Income Statement at 31 December 2024 compared with the previous year.

As at 31 December 2024, the Company's loss stood at Euro 105.8 million, compared with a loss of Euro 576.7 million at 31 December 2023.

INCOME STATEMENT

(Amounts in million euros)

	2024	2023
Net fee and commission income	4.7	15.6
Net interest income	(160.8)	(137.9)
Profit (Loss) on hedging/financial assets and liabilities at Fair Value through profit or loss/derecognition of assets and liabilities at Amortised cost	8.0	4.1
Dividends and profit/loss from sale of assets at fair value through OCI (former AFS)	580.8	593.0
Financial and operating income	432.7	474.9
Total administrative expenses	(69.2)	(77.0)
Other operating income/expenses, net	(0.0)	0.0
Net accruals to provisions for risks and charges	(0.9)	(15.0)
Net value adjustments/write-backs on tangible and intangible assets	(2.5)	(0.4)
Profit (loss) from equity investments and disposals of invest-ments	(510.8)	(1,001.5)
Profit (loss) before taxes from continuing operations	(150.7)	(618.9)
Income taxes	44.9	42.3
Profit/(Loss) for the year	(105.8)	(576.7)

In view of such data, below are listed the items that concurred in forming the result for the year:

- the commission and service margin amounted to Euro 4.7 million and consisted mainly of revenue from intercompany administrative services;
- the net interest income of Euro -160.8 million versus Euro -137.9 million in 2023 consists of:
 - interest income equal to Euro 75.6 million for financing to subsidiaries compared to 88.2 million in 2023;
 - interest and similar expense equal to Euro -236.4 million, compared with Euro -226 million in 2023 and mainly consisted of interests on issued securities and current financing;
- positive gain/loss on assets and liabilities measured at fair value of Euro 8 million includes the effects of the fair value measurement of the earn-outs and the option on shares in Nexi Payments Greece;
- dividends of Euro 580.8 million compared to Euro 593 million in 2023 refer to dividends paid by the subsidiaries Nexi Payments and Nexi Central Europe;
- administrative expenses of Euro -69.2 million, compared to Euro -77 million in 2023, are mainly related to general management expenses, personnel costs and the development of ongoing projects;
- adjustments/reversals of impairment losses of tangible and intangible assets of Euro 2.5 million related to IFRS 16 rights of use and projects;
- losses on equity investments amounted to Euro 510.8 million compared to Euro -1,001.5 million in the previous year, and refer to write-downs made during the year on certain Group companies.

Such items, net of the positive effects of income tax for Euro 44.9 million, bring the loss for the year to Euro 105.8 million.

Joint Document of the Bank of Italy/Consob/Isvap no. 4 of 3 March 2010 - and No. 2 of 6 February 2009

The following report contains information as to going concern of the Company, financial risks and uncertainties in the use of estimates.



Board of Directors' Management Report

Going Concern

The Directors confirm the reasonable expectation that the Company will continue to operate on a going concern basis in the foreseeable future. Note also that, based on the Company's financial and equity structure and on its business performance, nothing would suggest any cause for uncertainty as to going concern.

Information on Risks

For risk exposure, please refer to the relevant section in the Consolidated Financial Statements.

Business Outlook

Please refer to the relevant section in the Board of Directors' Management Report on Group Operations. Specifically, the company will continue to act as the Group's holding company in keeping with the existing organisational model.

Significant Events after the Reporting Period

Please refer to the relevant section in the Board of Directors' Management Report on Group Operations.

Other Information

Please note that Nexi SpA is not subject to either management or coordination by other companies or entities, pursuant to Articles 2497-sexies and 2497-septies of the Italian Civil Code.

In 2024 Nexi SpA did not carry out any research and development activities.

Treasury Shares

The treasury shares in portfolio amounted to no. 833,058. Specifically, during the period:

- 83,417,413 treasury shares were purchased as part of the buyback plan, for a market value of approximately Euro 499 million;
- 82,947,413 treasury shares were cancelled for a market value of approximately Euro 499 million;
- 1,170,273 treasury shares were used to service the LTI plan, for a market value of Euro 8 million;
- there was an increase of 789,161 treasury shares as a result of the free capital increase, for a value equal to Euro 5 million.

Coverage of Loss for the Year

Dear Shareholders,

The Financial Statements submitted for your examination and which you are invited to approve show a loss for the year amounting to Euro 105,810,630, in respect of which we propose to pass the following resolutions:

- to cover the loss of Euro 105,810,630 resulting from the financial statements as of 31 December 2024 through the use of the Retained earnings reserve in the amount of Euro 4,598, and for the remaining amount of Euro 105,806,032 of the available "Other reserves";
- to allocate part of the "Other reserves" – as reduced following the previous resolution – to the legal reserve for an amount of Euro 14,270 to reach an amount equal to one-fifth of the share capital.

Milan, 27 February 2025

The Board of Directors





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FINANCIAL STATEMENTS
AS AT 31 DECEMBER 2024



Financial Statements as at 31 December 2024

FINANCIAL STATEMENTS AS AT 31 DECEMBER 2024

STATEMENT OF FINANCIAL POSITION

(Amounts in euros)

ASSETS	Notes	Dec.31, 2024	Dec.31, 2023
Cash and cash equivalents	3	74,628,044	800,126,689
Financial assets at Fair Value	4	47,517,605	41,072,001
Financial assets measured at amortised cost	5	847,425,832	2,528,217,400
a) loans and receivables with banks		-	1,327,829
b) loans and receivables with financial entities and customers		847,425,832	2,526,889,570
Hedging derivatives	6	-	1,571,206
Equity investments	7	16,485,365,992	15,065,832,622
Tangible assets	8	1,125,648	924,156
Intangible assets	9	10,921,415	7,018,093
of which: Goodwill		-	-
Tax assets	10	32,320,372	42,423,239
a) current		3,872,526	7,375,582
b) deferred		28,447,846	35,047,657
Other assets	11	9,397,251	98,015,120
Total assets		17,508,702,159	18,585,200,524

LIABILITIES	Notes	Dec.31, 2024	Dec.31, 2023
Financial liabilities measured at amortised cost	12	5,997,648,674	6,454,620,745
a) due to banks		2,592,288,303	2,627,464,241
b) due to financial entities and customers		22,127,004	857,048
c) securities issued		3,383,233,368	3,826,299,456
Financial liabilities at Fair Value through profit or loss	13	31,259,858	36,101,683
Hedging derivatives	6	23,167,349	24,418,908
Tax liabilities	10	8,699,112	21,222,601
a) current		6,968,552	20,514,459
b) deferred		1,730,561	708,142
Other liabilities	14	60,632,508	87,984,960
Post-employment benefits	15	665,756	616,985
Provisions for risks and charges	16	15,945,900	15,037,056
Share capital	17	118,718,524	118,647,177
Treasury shares (-)	17	(5,005,077)	(7,013,484)
Share premium	17	-	11,587,259,890
Reserves	17	11,385,902,665	858,436,292
Valuation reserves	17	(23,122,480)	(35,452,145)
Profit (Loss) for the year	17	(105,810,630)	(576,680,143)
Total liabilities and equity		17,508,702,159	18,585,200,524



Financial Statements as at 31 December 2024

INCOME STATEMENT

(Amounts in euros)

	Notes	2024	2023
Fees for services rendered and commission income	19	4,724,986	15,692,693
Fees for services received and commission expense	20	(52,572)	(48,513)
Net fee and commission income		4,672,414	15,644,180
Interest and similar income	21	75,590,291	88,159,657
Interest and similar expense	22	(236,420,440)	(226,033,211)
Net interest income		(160,830,149)	(137,873,554)
Profit (Loss) on hedging/financial assets and liabilities at Fair Value through profit or loss/ derecognition of assets and liabilities at Amortised cost	23	8,006,533	4,090,351
Dividends and profit (loss) from sale of assets at FVTOCI	24	580,831,839	593,040,900
Financial and operating income		432,680,636	474,901,877
Administrative expenses	25	(69,183,388)	(76,961,506)
Personnel-related costs	25.1	(38,418,166)	(32,209,028)
Other administrative costs	25.2	(30,765,222)	(44,752,478)
Other operating income/expenses, net	26	(4)	4,230
Net accruals to provisions for risks and charges	27	(908,844)	(15,037,056)
Net value adjustments/write-backs on tangible and intangible assets	28	(2,507,475)	(372,952)
Operating margin		360,080,925	382,534,594
Profit (loss) from equity investments and disposals of investments	29	(510,795,038)	(1,001,479,848)
Profit (Loss) before taxes from continuing operations		(150,714,113)	(618,945,255)
Income taxes	30	44,903,482	42,265,111
Profit (Loss) for the year		(105,810,630)	(576,680,143)



Financial Statements as at 31 December 2024

STATEMENT OF COMPREHENSIVE INCOME

(Amounts in euros)

	2024	2023
Profit (Loss) for the year	(105,810,630)	(576,680,143)
Items that will not be reclassified subsequently to profit or loss		
Financial assets measured at FVTOCI	5,703,470	(11,725,130)
Defined benefit plans	26,542	(18,096)
Items that will be reclassified subsequently to profit or loss		
Cash flow hedges	6,599,652	(23,135,148)
Other comprehensive income (net of tax)	12,329,664	(34,878,374)
Total comprehensive income	(93,480,966)	(611,558,518)

STATEMENT OF CHANGES IN EQUITY 31 DECEMBER 2024

(Amounts in euros)

	Balance at January 1, 2024	Change in opening balance	Allocation of prior year profit		Changes for the year		2024 comprehensive income		Balance at December 31, 2024
			Reserves	Dividends	Change in reserves	Transactions on net equity	Profit/(loss) for the year	Other comprehensive income items	
Share capital	118,647,177	-	-	-	-	71,347	-	-	118,718,524
Treasury shares	(7,013,484)	-	-	-	-	2,008,407	-	-	(5,005,077)
Share premium	11,587,259,890	-	(59,097,282)	-	(11,528,162,608)	-	-	-	-
Reserves	858,436,292	-	(517,582,861)	-	11,045,120,581	(71,347)	-	-	11,385,902,665
Valuation reserves	(35,452,145)	-	-	-	-	-	-	12,329,664	(23,122,480)
Profit (loss) for the year	(576,680,143)	-	576,680,143	-	-	-	(105,810,630)	-	(105,810,630)
Total Shareholders' Equity	11,945,197,586	-	-	-	(483,042,026)	2,008,407	(105,810,630)	12,329,664	11,370,683,001

STATEMENT OF CHANGES IN EQUITY 31 DECEMBER 2023

(Amounts in euros)

	Balance at January 1, 2023	Change in opening balance	Allocation of prior year profit		Changes for the year		2023 comprehensive income		Balance at December 31, 2023
			Reserves	Dividends	Change in reserves	Transactions on net equity	Profit/(loss) for the year	Other comprehensive income items	
Share capital	118,582,844	-	-	-	-	64,333	-	-	118,647,177
Treasury shares	(4,439,985)	-	-	-	(2,573,499)	-	-	-	(7,013,484)
Share premium	11,587,259,890	-	-	-	-	-	-	-	11,587,259,890
Reserves	631,246,330	-	209,773,516	-	17,480,778	(64,333)	-	-	858,436,292
Valuation reserves	(573,770)	-	-	-	-	-	-	(34,878,374)	(35,452,145)
Profit (loss) for the year	209,773,516	-	(209,773,516)	-	-	-	(576,680,143)	-	(576,680,143)
Total Shareholders' Equity	12,541,848,825	-	-	-	14,907,279	-	(576,680,143)	(34,878,374)	11,945,197,586



Financial Statements as at 31 December 2024

STATEMENT OF CASH FLOWS (INDIRECT METHOD)

(Amounts in thousand euros)

	2024	2023
A. OPERATING ACTIVITIES		
1. Operations	(101,663)	(155,725)
Result for the year	(105,811)	(576,680)
Gains/losses on hedging/ financial assets and liabilities measured at FVTPL/ derecognition of assets and liabilities at amortised cost	(8,014)	(4,090)
Net accrual to provisions for risks and charges and other costs/revenues	909	15,037
Amortisation, depreciation and net impairment losses on tangible and intangible assets	2,507	373
Unpaid taxes, duties and tax assets	40,105	34,600
Other adjustments	(31,360)	375,035
2. Cash flows generated/(used) by financial assets	-	-
3. Cash flows generated/(used) by financial liabilities	-	-
Other liabilities	-	-
Net cash flows generated/(used) by operating activities	(101,663)	(155,725)
B. INVESTING ACTIVITIES		
Acquisitions of tangible assets	-	-
Acquisitions of intangible assets	(6,314)	(5,840)
Sale/purchase of subsidiaries, business units and other non-current assets	(1,915,994)	(4,720)
Dividends from equity investments	580,832	593,041
Sale/purchase of non-controlling interests	-	-
Net cash flows generated/(used) in investing activities	(1,341,477)	582,480
C. FINANCING ACTIVITIES		
Repayments of loans and securities	(536,544)	4,376
Intercompany financing	1,753,283	(225,000)
Issues/purchases of equity instruments	(499,099)	(4,735)
Issues of debt instruments and new loans	-	150,000
Net cash flows generated/(used) by financing activities	717,641	(75,359)
NET CASH FLOWS GENERATED/(USED) FOR THE YEAR	(725,499)	351,396
Net cash flows generated/(used) during the year	(725,499)	351,396
Cash and cash equivalents at the start of the year	800,127	448,731
Cash and cash equivalents at the end of the year	74,628	800,127





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NOTES TO THE FINANCIAL STATEMENTS

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NOTES TO THE INTERIM FINANCIAL STATEMENTS

1. Accounting Principles

Declaration of Compliance with the International Financial Reporting Standards

The Company has prepared these Financial Statements for the year ended 31 December 2024 in accordance with IAS/IFRS, issued by the International Accounting Standards Boards (IASB) and the related interpretations of the International Financial Reporting Standards - Interpretations Committee (IFRS-IC) and endorsed by the European Commission and adopted by the Italian legislator with Italian Legislative Decree no. 38/2005. No derogations were made from the IAS/IFRS standards.

The IAS/IFRS standards in force as at 31 December 2024, including the SIC and IFRS-IC interpretative documents, were applied in the preparation of the financial statements.

In 2024 the Company applied accounting standards consistent with those of the previous year, except for the changes in accounting standards issued by the IASB and effective as of 1 January 2024.

Specifically, the following changes in accounting standards apply from 1 January 2024:

1) *Amendments to IFRS 16 Leases: Lease liability in a sale and leaseback.*

From 1 January 2024 amendments to IFRS 16 are mandatory, which specify how the lessee-seller subsequently assesses sale and leaseback transactions that meet the requirements of IFRS 15 to be accounted for as a sale.

IFRS 16 clarifies that if the selling lessee transfers the asset to another entity (the purchasing lessor) and leases back the asset from the purchasing lessor, both the selling lessee and the purchasing lessor must account for the transfer agreement and the lease under IFRS 16. To determine whether the transfer of the asset constitutes a sale, entities shall apply the requirements for determining when the obligation to do something is discharged under IFRS 15. Similarly, IFRS 15 shall be applied to determine whether the transfer of the asset is accounted for as a sale of the asset. A sale and leaseback qualify as a sale if the lessor purchaser obtains control of the underlying business.

The seller-lessee measures a leaseback asset as the percentage of the former carrying amount of the asset that relates to the retained right of use. The gain (or loss) recognised by the seller is limited to the percentage of the total gain (or loss) that relates to the rights transferred to the purchaser-lessee. Any difference between the sale proceeds and the fair value of the asset is a prepayment of lease instalments (if the purchase price is below market terms) or additional financing (if the purchase price is above market terms). The same logic applies if the lease payments are not at market rates.

Notes to the Financial Statements - Accounting Policies

2) Amendments to IAS 1: Presentation of liabilities as current and non-current

The amendments to IAS 1 clarify that an entity must classify a liability as current when:

- a) it is expected to settle the liability in its normal operating cycle;
- b) it possesses it primarily for the purpose of negotiating it;
- c) the liability must be discharged within 12 months after the end of the financial year; or
- d) at the end of the reporting period it does not have the right to defer settlement of the liability for at least twelve months after the end of the reporting period.

All other liabilities are to be classified as non-current.

Liabilities arising from financing arrangements may be classified as non-current when the entity's right to defer settlement of those liabilities is subject to the entity's compliance with the terms within twelve months after the reporting period. In such situations in the notes the entity must disclose information that enables users of its financial statements to understand the risk that the liabilities may become repayable within 12 months after the reporting period. The amendments also clarify that for the purposes of classifying a liability as current or non-current, settlement refers to a transfer to the counterparty that results in the settlement of the liability.

3) Amendments to IAS 7 and IFRS 7: Supplier financing agreements

The objective of the disclosures referred to in the amendment to IAS 7 is to enable users of financial statements to evaluate the effects of supplier finance arrangements on an entity's liabilities and cash flows and on the entity's exposure to liquidity risk.

To achieve this, an entity must describe the following:

- Terms and conditions of the agreement.
- At the beginning and end of the financial year:
 - (i) The carrying amounts of suppliers' financial liabilities and the items of the financial liabilities they are presented in.
 - (ii) The carrying amounts and related items of the financial liabilities referred to in (i) above for which the suppliers have already received payment from the credit institutions.
 - (iii) The range of payment dates for both the financial liabilities indicated in (i) above and for comparable trade payables that are not part of a supplier finance arrangement. If payment due date intervals are long, explanations of these intervals or additional intervals (e.g. stratified intervals) are required.
- The type and effect of changes, for example the effect of business combinations, exchange differences or other transactions that do not require the use of cash or cash equivalents.

The Amendments to IFRS 7 incorporated supplier finance arrangements as an additional relevant factor for liquidity risk.

These changes had no impact on the Company.

IFRS and IFRIC Accounting Standards, Amendments and Interpretations Endorsed by the European Union, not yet Mandatorily Applicable and not Early Adopted by the Group as at 31 December 2024

- Amendments to IAS 21 The Effects of Changes in Foreign Exchange Rates:

As of 1 January 2025, amendments to IAS 21 are mandatory in the case of hyperinflationary or non-exchangeable currencies; they provide the following:

- specify when a currency is exchangeable into another currency and when it is not: a currency is exchangeable when an entity is able to exchange that currency for the other currency through markets or exchange mechanisms that create enforceable rights and obligations without undue delay at the measurement date and for a specific purpose; a currency is not exchangeable into the other currency if the entity can obtain only an insignificant amount of the other currency;
- specify how the entity determines the exchange rate to be applied when a currency is not exchangeable: when a currency is not exchangeable at the measurement date, the entity estimates the spot exchange rate as the rate that would have applied to an orderly transaction between market participants at the measurement date and that would faithfully reflect prevailing economic conditions;



Notes to the Financial Statements - Accounting Policies

- require additional disclosures when a currency is not exchangeable: when a currency is not exchangeable, an entity discloses information that would enable users of its financial statements to evaluate how the lack of exchangeability of a currency affects or is expected to affect its results of operations, financial position and cash flows.

These changes to IAS 21 are not expected to have a significant impact on the company's financial statements.

IFRS and IFRIC Accounting Standards, Amendments and Interpretations not yet Endorsed by the European Union and not Applicable as at 31 December 2024

The table below shows the standards for which amendments have been issued but not yet approved by the European Union.

IASB document	Date of publication by IASB
IFRS 18 Presentation and Disclosure in Financial Statements	09/04/2024
IFRS 19 Subsidiaries without Public Accountability: Disclosures	09/05/2024
Amendments to the Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and IFRS 7)	30/05/2024
Annual Improvements Volume 11:	18/07/2024
Contracts Referencing Nature-dependent Electricity – Amendments to IFRS 9 and IFRS 7	18/12/2024

Since none of these has been approved by the European Union, they have not impacted the Financial Statements as of 31 December 2024.

Basis of Preparation

The Financial Statements as at 31 December 2024 consist of a Statement of Financial Position, an Income Statement, a Statement of Comprehensive Income, a Statement of Changes in Equity, a Statement of Cash Flows, the Notes to the Financial Statements and relevant comparative information, and also features the Board of Directors' Management Report on Group operations, assets and liabilities, financial position and profit or loss performance of the Company.

The financial statements as at 31 December 2024 are prepared using the euro as the reporting currency. Amounts in the financial statements and the Notes are expressed in euro units (unless otherwise specified), while amounts in the Statement of Cash Flows are expressed in thousands of euro.

The Financial Statements as at 31 December 2024 were prepared by applying the recognition and measurement criteria set forth in IAS 1 and the specific accounting standards endorsed by the European Commission, as well as in accordance with the general assumptions set forth in the Framework for the Preparation and Presentation of Financial Statements issued by the IASB. No derogations were made from the IAS/IFRS standards.

As well as providing all information mandatory pursuant to international accounting standards, the law and supervisory authorities, the Management Report and the Notes also provide additional non-mandatory information deemed useful for the purposes of presenting a true and fair view of the Company's situation.

The measurement criteria are adopted considering the corporate business as a going concern with entries made on an accruals basis, respecting principles of the significance of the accounting information and substance over form. Furthermore, no compensation is made between costs and revenues or between assets and liabilities except in cases expressly provided for or accepted by the accounting standards in force.

In addition to the amounts for the reporting year, the Financial Statements also present the corresponding comparative figures as at 31 December 2023.



Notes to the Financial Statements - Accounting Policies

Contents of the Accounting Statements

Statement of Financial Position and Income Statement

The Statement of Financial Position and the Income Statement consist of items, sub-items and additional, more detailed information. In the Income Statement, revenues are indicated with no sign, while costs are preceded by the minus sign.

Statement of Comprehensive Income

The Statement of Comprehensive Income starts out from the Profit (Loss) for the year to show the items of income recognised as counter-entries in the valuation reserves, net of the relevant tax effect, in compliance with the international accounting standards. Comprehensive income is shown by providing separate evidence of income components that will not be recognised in the Income Statement in the future and those that may otherwise be reclassified to profit (loss) for the year under certain conditions. Negative amounts are preceded by a minus sign.

Statement of Changes in Equity

The Statement of Changes in Equity shows the changes to shareholders' equity accounts that took place during the year covered by the financial statements and the previous year, divided up into share capital, capital reserves, profit reserves and reserves from valuation of assets or liabilities and the profit (loss) for the period. Treasury shares reduce equity.

Statement of Cash Flows

The Statement of Cash Flows provides information on cash flows for the period under review and the previous period, and has been prepared using the indirect method whereby, in reporting cash flows from operating activities, profit or loss is adjusted for the effects of non-monetary transactions.

Cash flows are broken down into those generated by operating, investing and financing activities.

The cash flows generated in the period are indicated with no sign, while the cash flows absorbed in the period are preceded by the minus sign.

Contents of the Notes

The Notes to the Financial Statements provide all information envisaged by the international accounting standards.

Events after the Reporting Period

Please refer to the corresponding section of the Consolidated Financial Statements.

Other Aspects

Auditing

The Company's financial statements are audited by PricewaterhouseCoopers SpA.

Notes to the Financial Statements - Accounting Policies

Tax Consolidation

The Company and the Italian companies of the Group: Nexi Payments SpA, Help Line SpA, Service HUB SpA, Mercury Payment Services SpA, SIAPay S.r.l., Numera Sistemi e Informatica SpA have adopted so-called "national tax consolidation", governed by Articles 117-129 of the Italian Consolidated Income Tax Act (TUIR), introduced into tax law by Italian Legislative Decree no. 344/2003. It consists of an optional scheme whereby the total net income or tax loss of each subsidiary participating in the tax consolidation – together with withholdings, deductions and tax credits – are transferred to the parent company, in respect of which a single taxable income or tax loss carryforward is determined (resulting from the algebraic sum of its own income/losses and those of the participating subsidiaries), and consequently a single tax liability/asset. By virtue of this option, Group companies participating in the "national tax consolidation" determine their own tax liability and the corresponding taxable income is transferred to the Parent Company.

VAT Group

The Company and all the Italian companies of the Group that are eligible to participate (i.e. all the Italian companies of the Group) opted for the establishment of a VAT Group, governed by Articles 70-bis to 70-duodecies of Italian Presidential Decree no. 633/1972. The option is effective from 1 January 2019 and is valid for three years, with automatic renewal from year to year unless revoked. As a result of the option, supplies of both goods and services between participating parties are, with few exceptions, not subject to the tax. Supplies of goods and services effected by a participating party to an outside party are deemed to be made by the Group. Supplies of goods and services effected by an outside party to a participating party are deemed to be made to the Group.

Main Accounting Policies

Financial Assets at Fair Value through OCI

Classification Criteria

At the reporting date, this category only includes equity instruments other than those held for trading and which the Company has opted to measure at FVTOCI.

Under IFRS 9 general requirements on the reclassification of financial assets (excluding equity securities, for which no reclassification is allowed), reclassifications to other categories of financial assets is only permitted if the Company changes its business model within which the financial assets are held. Such cases, the occurrence of which should be extremely infrequent, allow reclassification of financial assets measured at Fair Value through other comprehensive income to one of two categories designated by IFRS 9 (i.e. "Financial assets measured at amortised cost" or "Financial assets at FVPL"). The transfer value, which is applied prospectively from the reclassification date, is recognised as the Fair Value at time of reclassification. Where financial assets at FVTOCI are reclassified to amortised cost, the Fair Value of the financial asset at the reclassification date is adjusted by the cumulative profit or losses presented in the valuation reserve. Where financial assets at FVTOCI are reclassified to financial assets at FVTPL, the cumulative gain or loss previously recognised presented in the valuation reserve is reclassified from equity to profit or loss for the period.

Recognition Criteria

They are initially recognised at the settlement date and measured at Fair Value, which includes the transaction costs attributable to their acquisition.

Measurement Criteria

They are measured at Fair Value and recognised as a balancing entry in the statement of changes in equity (i.e. "Other comprehensive income items"). Fair Value is determined based on the criteria set out in the "Fair Value Disclosure" section.

While dividends are recognised under profit and loss for the period, any impairment loss and any profit or loss from their sale is not recognised in the Income Statement.

Notes to the Financial Statements - Accounting Policies

Derecognition Criteria

Financial assets or parts of such assets are derecognised whenever the contractual rights to cash flows expire or are transferred, essentially transferring all the related risks and rewards. More specifically, transferred financial assets are derecognised when the entity retains the contractual rights to receive the assets' cash flows but concurrently assumes an obligation to pay these – and only these – cash flows to third parties without significant delay.

Where derecognition is applied to receivables transferred within the scope of non-recourse factoring contracts, the result of disposals, which is equal to the difference between the carrying value and the price of sale, is recognised under "Dividends and profit/loss from the investment and sale of financial assets at FVTOCI" on the Income Statement.

Financial Assets Measured at Amortised Cost

Classification Criteria

This category comprises non-derivative financial assets held in the "Held-to-Collect" business model, the contractual terms of which solely generate cash flows that are payments of principal and interest (SPPI criterion).

This item mainly includes financial receivables from Group companies. Under IFRS 9 general requirements on the reclassification of financial assets, reclassifications to other categories of financial assets is only permitted if an entity changes the business model within which the financial assets are held. Such cases, the occurrence of which should be extremely infrequent, allow reclassification of financial assets measured at Fair Value through other comprehensive income to one of the other two categories designated by IFRS 9 (i.e. "Financial assets at fair value through OCI" or "Financial assets at FVPL"). The transfer value, which is applied prospectively from the reclassification date, is recognised as the Fair Value at time of reclassification. Gains or losses generated by the difference between the amortised cost of financial assets and their fair value are recognised either to profit or loss, where the assets are reclassified as "Financial assets at FVPL", or to Shareholders' Equity (and to the relevant valuation reserve), where the assets are reclassified as "Financial assets at fair value through OCI".

Recognition Criteria

"Financial assets measured at amortised cost" are initially recognised at the agreement signing date, which is usually the disbursement date, based on the financial instrument's Fair Value, which usually equals the amount disbursed including transaction costs.

Measurement Criteria

After initial recognition, assets included in this item are measured at amortised cost using the effective interest method. "Financial assets measured at amortised cost" are tested for impairment at each reporting date. The impairment rules described below also apply to loan commitments and financial guarantee contracts.

Impairment is calculated considering the financial asset's expected credit losses. For the financial receivables, application of the related impairment method requires classification of the financial assets according to three stages, depending on whether any significant increase in credit risk has occurred as of initial recognition. For each stage a different method of measuring impairment is used based on the expected loss in the 12 subsequent months for receivables in Stage 1 (performing financial instruments that have not seen a significant increase in credit risk) and on lifetime expected losses of receivables classified in Stage 2 and Stage 3 (including performing financial instruments that have seen an increase in credit risk and bad financial assets, respectively). Given the specific features of the Group's credits portfolio, the expected 12-month loss is itself the expected lifetime loss.

Impairment losses are recognised in profit or loss as net impairment losses.

An entity recognises an impairment gain on credit-impaired debt instruments when the reasons for the impairment no longer exist and the gain is objectively related to an event that took place after recognition of the impairment loss. Impairment gains are recognised in the Income Statement and may not exceed the amortised cost the asset would have had had the impairment loss not been recognised.

Notes to the Financial Statements - Accounting Policies

Derecognition Criteria

Financial assets or parts of financial assets are derecognised when the contractual rights to cash flows expire or are transferred, transferring substantially all the related risks and rewards.

More specifically, transferred financial assets are derecognised when an entity retains the contractual rights to receive the assets' cash flows but concurrently assumes an obligation to pay these - and only these - cash flows to third parties without significant delay.

Hedging Transactions

Classification Criteria

Asset and liability items include hedging financial derivatives, which at the date of the financial statements had a positive and negative fair value, respectively.

Hedges seek to mitigate potential recognisable losses on a particular financial instrument or group of financial instruments attributable to a specific risk by offsetting them with recognisable gains on a different financial instrument or group of financial instruments. The following types of hedging relationships are envisaged in IFRS 9:

- fair value hedge: a hedge of the exposure against changes in the fair value of a recognised asset or liability or an unrecognised firm commitment, or a component thereof, that is attributable to a particular risk and could affect profit (loss) for the period;
- cash flow hedge: a hedge of the exposure against variability in cash flows attributable to a particular risk associated with all or a component of recognised assets or liabilities (such as all or only some future interest payments on variable rate debt) or a highly probable planned transaction that could affect profit (loss) for the period;
- hedges of a net investment in a foreign operation as defined in IAS 21.

As established by IFRS 9, derivative instruments are designated as hedging instruments provided that the hedging relationship between the hedged instrument and the hedging instruments is formally documented and meets all the requirements of the standard, including those relating to hedge effectiveness.

The Company has only entered into cash flow hedge transactions.

Recognition Criteria

Hedging derivatives are initially recognised at fair value at the date of the transaction.

Measurement Criteria

Hedging derivatives are measured at fair value.

The method of accounting for gains and losses arising from changes in Fair Value differs according to the type of hedge:

With regard to cash flow hedges, changes in the fair value of the derivative are recognised in Shareholders' equity for the effective portion of the hedge, and are only recognised in the income statement when a change in the cash flows to be offset occurs or if the hedge proves ineffective with respect to the hedged item.

In application of the accounting standard, hedging relationships must meet the following requirements:

- presence of an economic relationship between the hedged item and the hedging instrument;
- the non-dominance of credit risk within the Fair Value changes relating to this economic relationship;
- the definition of a hedge ratio that identifies the quantities of hedged item and hedging instrument considered in the hedging relationship, so as not to create a mismatch that generates a component of ineffectiveness that does not properly reflect the objectives of the hedge.

Notes to the Financial Statements - Accounting Policies

Derecognition Criteria

The hedging relationship is terminated if the hedge effectiveness test fails or the risk management objective underlying the hedging relationship has changed. In such case, the derivative instrument is classified as a trading transaction. Furthermore, the hedging relationship is interrupted when:

- the hedged item is sold and repaid;
- the hedging transaction is terminated early;
- the derivative expires, is sold, extinguished or exercised.

Equity Investments

Basis of Classification, Recognition and Measurement

The item includes interests held in subsidiaries, jointly controlled and associated companies.

Companies are considered to be subsidiaries if Nexi is exposed to variable returns or holds rights to such returns due to its relations with the companies, and can simultaneously affect such returns by exercising its power over the companies. Jointly controlled companies (joint ventures) are entities for which control is shared between Nexi and one or more other parties external to the Group on a contractual basis, or when the unanimous consent of all parties sharing control is required for decisions concerning material activities. Companies subject to significant influence (associates) are entities in which Nexi owns at least 20% of the voting rights (including "potential" voting rights) or in which – even with a lower proportion of voting rights – it has the power to participate in the determination of the financial and management policies of the investee company by virtue of special legal ties such as participation in shareholders' agreements.

Equity investments are recorded on the settlement date. Upon initial recognition, equity interests are accounted for at cost. Equity investments are measured at cost, adjusted as necessary for impairments. If there is evidence that the value of an investment may have been impaired, the recoverable amount of the investment is estimated, considering the discounted future cash flows that the investee may generate, including the investment's costs to sell. When the recoverable amount is less than the investment's carrying amount, the difference is recognised in the income statement. If the reasons for an impairment loss are removed as a result of an event occurring after the impairment was recognised, a reversal of the impairment loss is recognised in the income statement.

Derecognition Criteria

Equity investments are derecognised when the contractual rights to the cash flows from the assets expire or when the investment is sold, substantially transferring all the risks and rewards associated with it.

Tangible Assets

Classification Criteria

Tangible assets include land, instrumental properties, furniture, furnishings, electronic machinery and equipment of all types, expected to be used for more than one year. The item also includes rights of use acquired through lease contracts, as envisaged by IFRS 16. According to IFRS 16, a lease is a contract or part of a contract that transfers the right to use an asset for a period of time in exchange for consideration.

Tangible assets held for use in production or for the supply of goods and services are classified as "Property and equipment" under IAS 16.



Notes to the Financial Statements - Accounting Policies

Recognition Criteria

Tangible assets acquired on the market are recognised as assets when the main risks and rewards connected with the asset are transferred. Initial recognition is at cost, which includes all directly related charges.

Rights of use accounted for under IFRS 16 are recognised as the sum of the present value of future lease payments to be made over the lease term, lease payments made on or before the lease term, any incentives received, initial direct costs, and any estimated costs of dismantling or restoring the underlying asset, as the lessee has a financial obligation to make payments due to the lessor to compensate for its right to use the underlying asset during the lease term. Recognition occurs when the asset is made available to the lessee for its use, and on that date the lessee recognises both the liability and the asset consisting of the right of use. The recognised financial liability corresponds to the present value of the lease payments due.

Regarding the discount rate, on the basis of IFRS 16 requirements, the Group uses the implicit interest rate, where available, for each lease contract. If such a rate is not available or cannot be readily determined without resorting to estimates, the Group will base the incremental rate on market rate curves and the lessee's spread.

Measurement Criteria

Property and equipment for operational use with a finite useful life are subsequently measured at cost adjusted for accumulated depreciation and any impairment losses and reversals.

The depreciable value of property and equipment, equal to the cost of the assets insofar as the residual value at the end of the depreciation process is held to be insignificant, is split systematically on a straight-line basis throughout the estimated useful life, according to a criterion of allocation that reflects the technical-economic duration and the residual possible use of the individual elements.

The rights of use recognised in accordance with IFRS 16 are depreciated over a period equal to the lesser of the asset's useful life and the duration of the lease contract. The lease term is determined taking into account periods covered by an option to extend the lease and an option to terminate the lease where the exercise of those options is reasonably certain.

At each reporting date the Company weighs up whether or not there is any indication showing that tangible assets and rights of use may have suffered a loss in value. If there is evidence of any such loss, the carrying amount is compared with the recoverable value.

Derecognition Criteria

Tangible assets are derecognised when disposed of or when no further future economic benefit is expected from their use or de-commissioning.

Intangible Assets

Classification Criteria

Intangible fixed assets are non-monetary assets with no physical consistency, which can be identified and are able to generate future economic benefits that can be controlled by the company, and include goodwill and other intangible assets governed by IAS 38. They may include rights of use acquired under leases and relating to the use of an intangible asset by the lessees.

Recognition Criteria

Intangible assets are recognised at the cost of acquisition when the main risks and benefits connected with the asset are transferred, but only if it is likely that the related future economic benefits will be realised and if the cost can be reliably determined. If not, the cost of the intangible asset is recognised in the income statement in the year in which it is incurred. More specifically, the cost of

Notes to the Financial Statements - Accounting Policies

software development includes only the expenses incurred that can be directly attributed to the development process and constitute intangible assets only if all the following conditions are met:

- the cost attributable to the development activity can be reliably determined;
- the entity has the intention, the availability of financial resources and the technical capacity to make the asset ready for use or sale;
- it can be demonstrated that the asset is able to produce future economic benefits.

Measurement Criteria

All intangible assets recognised, other than goodwill, are considered of finite useful life and consequently amortised considering the cost of the individual assets and the related useful life.

More specifically, intangible assets based on technology, such as application software purchased with permanent user's licenses and the costs for software development, are amortised according to their expected technological obsolescence and in any case in general over a period of five years, save for particular cases connected to the development of new platforms, analysed from time to time based on the technical features.

The residual value of the various assets is assumed as equal to zero.

If there is any indication that an intangible asset with a finite useful life may be impaired, the asset's recoverable amount is estimated and the amount of the loss, recognised in the income statement, is equal to the difference between the asset's carrying amount and its recoverable amount.

Derecognition Criteria

An intangible asset is derecognised on disposal or when no future economic benefits are expected.

Other Assets and Liabilities

Other assets essentially comprise items that cannot be attributed to other items of the statement of financial position, including receivables arising from the supply of non-financial goods and services (net of write-down provisions), tax items other than those recognised under their own headings (e.g. in connection with withholding agent activities and the tax consolidation scheme), accrued income other than proceeds to be capitalised on the related financial assets, and prepaid expenses.

Other liabilities include liabilities that cannot be allocated to the other liability items in the statement of financial position, including payables associated with the payment of non-financial goods and services, accrued expenses other than those to be capitalised on the relevant financial liabilities, and miscellaneous tax credit items other than those recognised under "Tax liabilities", for example related to the activity of a withholding agent.

Current and Deferred Tax

Income taxes are calculated in accordance with tax laws, and are accounted for as a cost on an accruals basis, in line with the method of recognition in the financial statements of the costs and revenues that they generated. Taxes are therefore determined on the basis of the forecast of the current, advance and deferred tax burden.

Current tax assets and current tax liabilities include the net balance of the Company's positions vis-à-vis the tax authorities attributable to direct taxation. More specifically, these items include the net balance between past and current tax liabilities for the year, calculated on the basis of a prudent forecast of the tax liability for the year, determined in accordance with current tax regulations, and current tax assets represented by advance payments, withholding taxes incurred or other tax credits.

If the payment of current tax expenses for the period or current tax expenses for the previous years has exceeded the related tax payable, the surplus is entered amongst the assets of the statement of financial position, under "Tax assets - a) current".



Notes to the Financial Statements - Accounting Policies

Current and deferred tax expenses are recognised in the income statement under "Income taxes for the period" with the exception of that relating to cost or revenue components recorded in specific valuation reserves (defined benefit plans, financial instruments measured at Fair Value through other comprehensive income and related hedging derivatives); these latter are instead allocated directly to the same valuation reserves, which, therefore, are stated net of the relevant tax.

Deferred tax assets and liabilities are recognised as equity with open balances and without netting, stating the first under "Tax assets" and the second under "Tax liabilities". Deferred tax assets are computed in respect of the temporary differences arising between the carrying amount assigned to an asset or a liability, and their corresponding assumed value for tax purposes. For these purposes, "taxable temporary differences" are those that will result in taxable amounts in future periods and "deductible temporary differences" are those that will result in deductible amounts in future periods. Deferred taxation is calculated by applying the tax rates set forth in the applicable law to taxable temporary differences for which there is a probability that taxes will actually be incurred, and to deductible temporary differences for which there is a reasonable certainty that there will be future taxable income at the time when the related tax deductibility will arise.

Deferred tax liabilities are calculated on all taxable timing differences.

Deferred tax assets and liabilities are determined using the tax rates expected to be applied in the period in which the tax asset is realised or the tax liability will be extinguished, in accordance with current tax legislation. Tax assets and liabilities relating to the same tax and due in the same period are offset.

Deferred tax assets and liabilities are systematically measured to reflect any alterations to tax rules or rates as well as any possible changes in the Company's subjective positions.

Financial Liabilities Measured at Amortised Cost

Classification Criteria

A financial instrument issued is classified as a liability when, on the basis of the substance of the contractual agreement, a contractual obligation is held to deliver money or another financial asset to a third party. Specifically, the item mainly includes outstanding loans and the "debt" component of convertible bonds issued.

Recognition Criteria

Payables are recognised as at the date on which the contract is stipulated, which normally coincides with the time when the amounts collected are received and debt instruments issued.

Financial liabilities are initially measured at Fair Value, which normally coincides with the amount collected or issue price, plus the directly related costs/income. Internal administrative costs are excluded.

Measurement Criteria

After initial recognition, financial liabilities are measured at amortised cost using the effective interest method. Interest is recorded under the "Interest and similar expense" item of the income statement.

Derecognition Criteria

Financial liabilities, or part thereof, are derecognised when extinguished, i.e. when the obligation has been met, cancelled or expired.

Financial Liabilities Measured at Fair Value through Profit or Loss

As at 31 December 2024 the item "Financial liabilities measured at Fair Value through profit or loss" includes the earn outs related to the business combination transactions executed, as well as the fair value of the call option sold to Alpha Bank on the shares of Nexi Payments Greece.

Notes to the Financial Statements - Accounting Policies

All the items included in this caption are valued at Fair Value with the allocation of the result of the measurement to the Income Statement.

Fair Value is determined based on the criteria set out in the "Fair Value Disclosure" section.

Share-Based Payments

Staff share-based remuneration plans, all falling under the "Equity settled" category, result in the recognition of an increase in equity, calculated on the basis of the Fair Value of the financial instruments attributed at the assignment date, breaking up the expense throughout the plan period. This increase is recorded as an offsetting entry under item "Equity investment" for the Plans granted to employees of subsidiaries and in the Income Statement for the Plans granted to its own employees.

If options are present, their Fair Value is determined using a valuation technique that takes into account the specific terms and conditions of the stock option plan in place, in addition to information such as the exercise price and the life of the option, the current price of underlying shares, the expected volatility of the share price, dividends expected on the shares and the risk-free interest rate for the life of the option. The measurement model measures, separately, the option and the probability of fulfilment of the conditions on which basis the options have been assigned. The combination of the two values is the Fair Value of the stock option. Any reduction in the number of financial instruments assigned is recognised as the cancellation of a portion of such.

Employee Benefits

Employee benefits are all types of remuneration disbursed by the company in exchange for the work of employees. Employee benefits are divided up into:

- short-term benefits (other than benefits due to employees for the termination of the contract of employment and remunerative benefits in the form of a share in the capital), expected to be paid in full within twelve months of the end of the period during which the employees worked and recorded fully on the Income Statement at the time they are accrued (this category includes, for example, wages, salaries and "extraordinary" provisions);
- post-employment benefits due after the termination of the contract of employment that oblige the company to make a future payment to employees, divided into:
 - defined contribution plans that mainly comprise: supplementary pension funds involving a defined amount of contributions by the company; the severance pay provision, limited to the portions accrued since 1 January 2007 for companies with more than 50 employees, regardless of the allocation option chosen by the employee; the portions of severance pay accrued since 1 January 2007 and allocated to supplementary pension funds, in the case of companies with fewer than 50 employees; and supplementary health care funds;
 - defined benefit plans or company pension funds, which mainly include: severance pay, limited to the portion accrued up to 31 December 2006 for all companies, as well as the portions accrued from 1 January 2007 and not allocated to supplementary pension plans for companies with fewer than 50 employees; supplementary pension funds whose terms and conditions provide for the payment of a defined benefit to members; and seniority bonuses, which provide for an extraordinary payment to employees upon reaching a certain level of seniority;
- benefits for the termination of the contract of employment, i.e. compensation that the company acknowledges to employees in exchange for the termination of the contract of employment following its decision to terminate the contract of employment ahead of the standard retirement date;
- long-term benefits other than the foregoing, which are not expected to be extinguished in full within twelve months after the end of the period in which the employees worked.

With particular regard to post-employment benefits, note that in defined contribution plans the reporting company's obligation is determined on the basis of the contributions due for that year, and therefore the valuation of the obligation does not require the application of actuarial methods. On the contrary, the accounting of defined benefit plans is characterised by the use of an actuarial method to determine the value of the obligation. Specifically, these benefits are recognised using the "Projected Unit Credit" method, which involves projecting future disbursements on the basis of historical statistical analyses and the demographic curve, and discounting these flows on the basis of a market interest rate.

Notes to the Financial Statements - Accounting Policies

The components of defined benefit cost are recognised as follows:

- service cost and net interest on the net liability (asset) in the Income Statement;
- revaluations of the net defined benefit liability (asset) in the Statement of Comprehensive Income.

Actuarial gains and losses are recognised in the Statement of Comprehensive Income, with an offsetting entry to shareholders' equity (valuation reserve).

For discounting purposes, the rate used is determined by reference to the market yield on bonds of leading companies, taking into account the average remaining life of the liability, weighted by the percentage of the amount paid and advanced for each maturity with respect to the total amount to be paid and advanced until the final repayment of the entire obligation.

Provisions for Risks and Charges

Provisions for risks and charges include all provisions made in relation to current obligations originating from past events for which an economic outlay is probable for the fulfilment of such obligations, as long as a reliable estimate can be made of the relevant amount. Accordingly, a provision is recognised if and only if there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision represents the best estimate of the expenditure required to settle the obligation existing at the date of the financial statements and reflects risks and uncertainties that inevitably characterise a number of facts and circumstances. When the effect of the time value of money is material, the amount of the provision is discounted at current market rates. The provision is recognised on the income statement. At the close of all financial statements the provisions made are periodically reviewed, and if the incurrence of possible expenses should become unlikely the provisions are entirely or partially released to the income statement.

Other Fees for Services Rendered and Commission Income

Commission income other than that included in the amortised cost and other fees for services provided are represented by services rendered by the Parent Company to other Group companies and are recognised when the obligation of the provision is satisfied, transferring the service to the customer or when all the following conditions are met:

- the contract with the customer has been identified;
- in order to identify a contract, the parties must have approved the contract (in writing or in compliance with other standard commercial practices) and must have undertaken to fulfil their respective obligations;
- the performance obligations contained in the contract have been identified;
- the goods and services to be transferred must be identified;
- the price has been determined;
- the prices and payment methods must be defined;
- the price has been allocated to the individual performance obligations contained in the contract;
- if a contract envisages the delivery/supply of multiple goods or services, the prices agreed must be allocated to the individual goods/services;
- the performance obligations contained in the contract have been satisfied;
- goods and services must be effectively transferred to the customer.

Additionally, in accordance with IFRS 15, the service is transferred to the customer and, therefore, revenues can be recognised:

- at a specific moment in time, when the entity fulfils the obligation to do, transferring the good or service promised to the customer, or
- over time, gradually, as the entity fulfils the obligation to do, transferring the good or service promised to the customer.

The asset is transferred when, or during the period in which, the customer acquires control over such. The variable components of the prices, mainly relating to year-end balances and variable incentives, are included in the price if they can be reliably determined and if any refund is considered to be a remote or unlikely event.



Notes to the Financial Statements - **Accounting Policies**

Commission Expense

Commission expense, other than that included in the amortised cost, is recognised when incurred or when the related revenues are recorded.

Interest Income and Expense

Interest income and expense is recognised on the income statement for all instruments measured in accordance with the amortised cost criteria, using the effective interest method, including direct costs and commissions of the transaction in the calculation.

Dividends

Dividends are recognised in the income statement when their distribution is resolved upon.

Other Items of the Income Statement

Costs are recognised in the income statement when incurred on an accrual basis.

Notes to the Financial Statements - Accounting Policies

Use of Estimates and Assumptions in Preparing the Financial Statements

In accordance with the IAS-IFRS international accounting standards, the implementation of some accounting standards illustrated above for the several balance sheet aggregates can entail the adoption, by Corporate Management, of estimates and assumptions capable of significantly impacting the values recognised in the statement of financial position and in the income statement.

The drafting of such estimates implies the use of the information available and the adoption of subjective evaluations, also based on historical experience, used for the purpose of formulating reasonable assumptions for the reporting of management-related issues. In the presence of significant uncertainties and/or activities subject to measurement of particular materiality, the valuation is supported by fairness opinions of external experts/appraisers.

By nature, the estimations and assumptions used may vary from year to year and, therefore, it cannot be ruled out that in subsequent financial periods the values posted to the financial statements may also vary significantly as a result of changes in the subjective evaluations used. Specifically, the measurement process is particularly complex, considering how uncertain the macroeconomic and market contexts are, hence it is not possible to rule out that the envisaged hypotheses, while being reasonable, may not be confirmed in the future scenarios in which the Company shall operate. The parameters and information used to check the aforesaid amounts are therefore considerably affected by such factors, which may quickly change in a way that is not currently foreseeable, to the point that future balance sheet amounts might be affected.

In that respect, please also note that an estimate can be adjusted following changes to the circumstances on which it was based or new information or even additional experience. Any change to the estimate is applied prospectively and therefore impacts the Income Statement of the period in which the change is made and, potentially, those of future years.

While stressing that the use of reasonable estimates is key when drafting financial statements, without this factor being held to affect their reliability, below are the items in which the use of estimates and assumptions is most significant, both in terms of the materiality of the values to be recognised in the balance sheet and impacted by such policies, and in terms of the complexity of the measurements, which entails the resorting to estimates and assumptions by Corporate Management:

- valuation of the financial assets and liabilities measured at Fair Value not listed on active markets;
- valuation of equity investments;
- quantification of the useful life of intangible assets with a finite useful life and tangible assets;
- assessment of the recoverability of deferred taxation.

For some of the cases listed above, the main factors can be identified that are subject to estimates by the Company and therefore contribute to determining the value at which assets and liabilities are recognised in the financial statements. Without claiming to be exhaustive, note that:

- to determine the Fair Value of financial instruments not listed on active markets, if it is necessary to use parameters that cannot be deduced from the market, the main estimates concern, on the one hand, the development of future cash flows (or even income flows, in the case of equities), possibly conditioned by future events, and on the other hand the level of certain input parameters not listed on active markets;
- to determine deferred taxation items, the probability of actual future taxable income (taxable temporary differences) and the degree of reasonable certainty – if any – of future taxable income at the time when tax deductibility will arise (deductible temporary differences and tax loss carryforwards) are estimated.

Fair Value Disclosure

The international accounting standards IAS/IFRS prescribe the Fair Value measurement for financial products classified as "Financial assets at Fair Value through OCI" and "Financial assets at FVPL".

Accounting standard IFRS 13 regulates the Fair Value measurement and related disclosure.

More specifically, the Fair Value is the price that would be received for the sale of an asset, or which would be paid for the transfer of a liability in a regular transaction between market operators (i.e. not in a compulsory liquidation or sale below cost) as at the valuation date.

Notes to the Financial Statements - Accounting Policies

In determining the Fair Value of a financial instrument, IFRS 13 establishes a hierarchy of criteria in terms of the reliability of the Fair Value, according to the degree of discretion applied to businesses, giving precedence to the use of parameters that can be observed on the market, which reflect the assumptions that the market participants would use in the valuation (pricing) of the asset/liability. Three different levels of input are identified:

- Level 1: inputs consisting of listed prices (unadjusted) on active markets for identical assets or liabilities that can be accessed at the measurement date;
- Level 2: inputs other than the listed prices included on Level 1, which can be observed, directly (as in the case of prices) or indirectly (insofar as deriving from the prices) for assets or liabilities to be measured;
- Level 3: inputs for assets or liabilities that are not based on observable market data.

The measurement method defined for a financial instrument is adopted continuously over time and modified only following significant changes in market conditions or subjective conditions of the financial instrument issuer.

For financial assets and liabilities recognised on the financial statements at cost or amortised cost, the Fair Value given in the Notes is determined according to the following method:

- for bonds issued: Fair Value obtained from active markets where the liability is traded;
- for assets and liabilities at fixed rates in the medium/long-term (other than securities issued): discounting of future cash flows at a rate obtained from the market and rectified to include the credit risk;
- for variable rate, on demand assets or those with short-term maturities: the carrying amount recognised net of the analytical and collective impairment is considered a good approximation of the Fair Value, insofar as it incorporates the change in rates and the change in the counterparty's credit risk;
- for variable rate and short-term fixed rate liabilities: the carrying amount is considered a good approximation of the Fair Value, for the reasons given above.

Qualitative Disclosure

Fair Value Levels 2 and 3: Measurement Techniques and Inputs Used

The information requested by IFRS 13 concerning accounting portfolios measured at Fair Value on a recurring basis and not measured at Fair Value or measured at Fair Value on a non-recurring basis is reported below.

Assets and Liabilities Measured at Fair Value on a Recurring Basis

At the date of the consolidated financial statements, the following instruments valued at Fair Value were mainly in place:

- Acorns shares in the portfolio, Fair Value was estimated using models generally used by market operators (Market multiples as main method and Discounted Cash Flow as control method) based partially on market-driven parameters.
- Banca Popolare di Sondrio shares in portfolio, listed on active markets and valued according to market prices.
- Contingent consideration: Fair Value is estimated as the present value of expected cash outflows, based on contractually agreed earn out mechanisms, using the weighted average cost of capital (WACC) at the valuation date.
- Derivatives on shares of unlisted companies: Fair Value is estimated using models generally used by market participants (Black & Scholes) and supplemented where possible with parameters derived from the market.
- Hedging derivatives: outstanding derivatives consist of plain vanilla interest rate swaps, the fair value of which is estimated using valuation models in line with market practice. Specifically, since these derivatives are not listed on active markets and are not subject to Credit Support Annexes (CSA), the Fair Value is determined as the sum of the risk-free (mid-market) reference value and the Credit Value Adjustment (CVA), understood as the counterparty risk premium linked to the possibility that the counterparties to the contract may not honour their commitments. The CVA is calculated using valuation models that take into account the Loss Given Default (LGD) and Probability of Default (PD), which are determined on the basis of market information, where available.



Notes to the Financial Statements - Accounting Policies

Assets and Liabilities Measured at Fair Value on a Non-Recurring Basis

Financial instruments not measured at Fair Value (FV), including loans and receivables with customers and banks are not managed on a Fair Value basis. For said assets, Fair Value is calculated solely for the purpose of complying with the request of disclosure to the market and has no impact on the financial statements or on profit and loss. Furthermore, since these assets are not generally traded, the determining of Fair Value is based on the use of internal parameters not directly detectable on the market, as defined under IFRS 13.

- Cash and cash equivalents: given their short-term nature and their negligible credit risk, the carrying amount of cash and cash equivalents is practically equal to the Fair Value.
- Financial assets measured at amortised cost: for variable rate, on demand assets or those with short-term maturities, the carrying amount recognised net of the analytical and collective impairment is considered a good approximation of the Fair Value, insofar as it incorporates the change in rates and the change in the counterparty's credit risk.
- Financial liabilities measured at amortised cost: the carrying amount is considered to approximately be equivalent to Fair Value for variable and fixed rate, short term liabilities. As for debt instruments issued, Fair Value is calculated based on active markets where liabilities have been traded.

Measurement Process and Sensitivity

Acorns shares and derivatives on shares of unlisted companies represent instruments whose Fair Value is Level 3. See the consolidated financial statements for sensitivity analyses of the Fair Value of these instruments.

Fair Value Hierarchy

Transfers between Fair Value levels derive from the empirical observation of intrinsic phenomena of the instrument taken into account or the markets on which it is traded.

Changes from Level 1 to Level 2 are brought about by a lack of an adequate number of contributors or the limited number of investors holding the float in issue.

Conversely, securities that at issue are not very liquid but have high numbers of contracts - thereby classified as Level 2 - are transferred to Level 1 when the existence is seen of an active market.

There have been no transfers between categories of financial assets and liabilities between Level 1, Level 2 or Level 3.



Notes to the Financial Statements - Accounting Policies

Quantitative Disclosure

Fair Value Hierarchy

ASSETS AND LIABILITIES MEASURED AT FAIR VALUE ON A RECURRING BASIS: BREAKDOWN BY FAIR VALUE LEVELS

	Dec.31, 2024			Dec.31, 2023		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial assets measured at Fair Value through profit or loss	-	-	-	-	-	-
Financial assets at Fair Value through OCI	36,905,604	612,000	10,000,001	30,460,000	612,000	10,000,001
Hedging derivatives	-	-	-	-	1,571,206	-
Total	36,905,604	612,000	10,000,001	30,460,000	2,183,206	10,000,001
Financial liabilities at Fair Value through profit or loss	-	31,225,794	34,063	-	35,412,961	688,722
Hedging derivatives	-	23,167,349	-	-	24,418,908	-
Total	-	54,393,143	34,063	-	59,831,869	688,722

The item "Financial assets at fair value through OCI" consists of capital assets not held for trading, which the company, at initial recognition, has irrevocably chosen to classify and measure at FVTOCI.

The item "Financial liabilities at fair value through profit or loss" comprises the liabilities associated with contingent consideration recognised in connection with acquisitions for which earn out mechanisms are envisaged, and the option related to the purchase of the equity investment in Nexi Payments Greece.

There have been no transfers between categories of financial assets and liabilities between Level 1, Level 2 or Level 3.

Annual Changes of Assets and Liabilities Measured at Fair Value on a Recurring Basis (Level 3)

In 2024 there were no changes in the composition of assets and liabilities measured at Level 3 Fair Value.

ASSETS AND LIABILITIES NOT MEASURED AT FAIR VALUE OR MEASURED AT FAIR VALUE ON A NON-RECURRING BASIS: BREAKDOWN BY FAIR VALUE LEVELS

	Dec.31, 2024				Dec.31, 2023			
	Level 1	Level 2	Level 3	Carrying amount	Level 1	Level 2	Level 3	Carrying amount
Loans and receivables with banks	-	-	-	-	-	1,327,829	-	1,327,829
Loans and receivables with customers	-	847,425,832	-	847,425,832	-	2,526,889,570	-	2,526,889,570
Investment property	-	-	-	-	-	-	-	-
Total	-	847,425,832	-	847,425,832	-	2,528,217,400	-	2,528,217,400
Payables to banks	-	2,592,288,303	-	2,592,288,303	-	2,627,464,241	-	2,627,464,241
Payables due to financial entities and customers	-	22,127,004	-	22,127,004	-	857,048	-	857,048
Securities issued	-	3,277,865,434	-	3,383,233,368	-	3,841,096,516	-	3,826,299,456
Total	-	5,892,280,741	-	5,997,648,674	-	6,469,417,805	-	6,454,620,745

Information on "Day One Profit or Loss"

Not reported to the extent that for the company no transactions are recorded that are ascribable to this item.



Notes to the Financial Statements - **Statement of Financial Position**

2. Statement of Financial Position

(Amounts in euros)

ASSETS

3. Cash and Cash Equivalents

	Dec.31, 2024	Dec. 31, 2023
a) Cash	-	-
b) Deposits and current accounts	74,628,044	800,126,689
Total	74,628,044	800,126,689

The item Deposits and current accounts refers to deposits and current accounts of Nexi SpA. The decrease is mainly related to the share buyback plan, intra-group transactions mainly related to the repayment of amounts due, as well as the effects of costs incurred by the company, and dividends received from subsidiaries.

4. Financial Assets Measured at Fair Value

4. BREAKDOWN OF FINANCIAL ASSETS MEASURED AT FAIR VALUE

	Dec.31, 2024	Dec. 31, 2023
Financial assets measured at FVTPL	-	-
Financial assets measured at FVTOCI	47,517,605	41,072,001
Total	47,517,605	41,072,001

The item includes minority equity investments in companies that are not subsidiaries or subject to significant influence.

4.1. FINANCIAL ASSETS AT FAIR VALUE THROUGH OCI: BREAKDOWN BY PRODUCT

	Dec.31, 2024	Dec. 31, 2023
1. Debt instruments	-	-
2. Equity instruments	47,517,605	41,072,001
3. Financing	-	-
Total	47,517,605	41,072,001



Notes to the Financial Statements - **Statement of Financial Position**

5. Financial Assets Measured at Amortised Cost

5.1 FINANCIAL ASSETS MEASURED AT AMORTISED COST: LOANS AND RECEIVABLES WITH BANKS: BREAKDOWN BY PRODUCT

	Dec.31, 2024					Dec.31, 2023				
	Carrying amount		Fair Value			Carrying amount		Fair Value		
	Stages 1 & 2 Stage 3	Stage 3	L1	L2	L3	Stages 1 & 2 Stage 3	Stage 3	L1	L2	L3
Loans and receivables with banks										
Deposits and current accounts	-	-	-	-	-	-	-	-	-	-
Prepaid cards liquidity	-	-	-	-	-	-	-	-	-	-
Restricted deposits	-	-	-	-	-	-	-	-	-	-
Other assets	-	-	-	-	-	1,327,829	-	-	1,327,829	-
Total	-	-	-	-	-	1,327,829	-	-	1,327,829	-

5.2 FINANCIAL ASSETS MEASURED AT AMORTISED COST: LOANS AND RECEIVABLES WITH FINANCIAL ENTITIES OR CUSTOMERS: BREAKDOWN BY PRODUCT

	Dec.31, 2024					Dec.31, 2023				
	Carrying amount		Fair Value			Carrying amount		Fair Value		
	Stages 1 & 2 Stage 3	Stage 3	L1	L2	L3	Stages 1 & 2 Stage 3	Stage 3	L1	L2	L3
	Purchased	Other				Purchased	Other			
Ordinary credit cards	-	-	-	-	-	-	-	-	-	-
Receivables from circuits	-	-	-	-	-	-	-	-	-	-
Revolving credit cards	-	-	-	-	-	-	-	-	-	-
Receivables from "Buy Now Pay Later" solution	-	-	-	-	-	-	-	-	-	-
Receivables from merchants	-	-	-	-	-	-	-	-	-	-
Other assets (*)	847,425,832	-	-	847,425,832	-	2,526,889,570	-	-	2,526,889,570	-
Total	847,425,832	-	-	847,425,832	-	2,526,889,570	-	-	2,526,889,570	-

The item mainly includes the loan disbursed to the sub holding company Nets HoldCo1 ApS.

5.2.1. LOANS AND RECEIVABLES WITH FINANCIAL ENTITIES OR CUSTOMERS: GROSS AND NET VALUES AND WRITE-OFFS OF PERFORMING AND NON-PERFORMING LOANS

	Dec.31, 2024			Dec.31, 2023		
	Gross value	Fund	Net value	Gross value	Fund	Net value
Performing loans						
- Stage 1 (*)	847,425,832	-	847,425,832	2,526,889,570	-	2,526,889,570
- Stage 2	-	-	-	-	-	-
Non-performing loans						
- Stage 3	-	-	-	-	-	-
Total	847,425,832	-	847,425,832	2,526,889,570	-	2,526,889,570



Notes to the Financial Statements - **Statement of Financial Position**

6. Hedging Derivatives

	Dec.31, 2024				Dec.31, 2023			
	Carrying amount	Fair Value Level 1	Fair Value Level 2	Fair Value Level 3	Carrying amount	Fair Value Level 1	Fair Value Level 2	Fair Value Level 3
Derivatives with positive Fair Value								
Fair Value hedge	-	-	-	-	-	-	-	-
Cash flow hedge	-	-	-	-	1,571,206	-	1,571,206	-
Total	-	-	-	-	1,571,206	-	1,571,206	-
Derivatives with negative Fair Value								
Fair Value hedge	-	-	-	-	-	-	-	-
Cash flow hedge	23,167,349	-	23,167,349	-	24,418,908	-	24,418,908	-
Total	23,167,349	-	23,167,349	-	24,418,908	-	24,418,908	-

Hedging derivative assets and liabilities relate to the hedges executed in 2022 on certain variable-rate loan facilities.

7. Equity Investments

7.1 EQUITY INVESTMENTS: INFORMATION ON EQUITY INVESTMENT RELATIONS

Name	% held	Carrying amount
A. Subsidiaries:		
Mercury Payment Services SpA	100.00%	8,374,288
Nexi Payments SpA	99.49%	8,385,611,257
Help Line SpA	69.24%	2,434,380
Service HUB SpA	100.00%	28,834,029
Nets HoldCo 1 ApS	100.00%	7,652,748,465
PforCards GmbH	100.00%	6,941,114
Nexi Central Europe a.s.	100.00%	86,235,249
Nexi Greece Single Member S.A.	100.00%	74,797,756
Nexi Payments Greece S.A.	90.01%	239,384,553
B. Companies subject to significant influence:		
Nexi Digital S.r.l.	49.00%	4,900
Total		16,485,365,992

For the purposes of the 2024 financial statements, equity investments that showed indicators of impairment were tested, as were those deemed of significant importance even in the absence of such indicators. The test was conducted in a manner consistent with the models used for the purposes of the consolidated financial statements.

As in previous years, Nexi deemed it appropriate to assign the task of performing the impairment test to Independent Experts once again for the financial year ending 31 December 2024.

The recoverable amount was estimated based on the higher of fair value and value in use. The value of each equity investment was determined by the algebraic sum of the enterprise value (addend), the net financial position (subtrahend) and the surplus assets/liabilities (addend/subtrahend).

The Enterprise Value estimate was based on the DCF asset-side criterion, moving from the 2025 Budget and from the 2026-2029 projections of each equity investment contribution to the Nexi Group plan.



Notes to the Financial Statements - Statement of Financial Position

For the purpose of impairment testing equity investments in accordance with IAS 36, the recoverable amount was compared with the carrying amount.

Consistent with the requirements of international accounting standard IAS 36, the method employed for the impairment test was expressly approved by the Company's Board of Directors following a favourable opinion issued in this regard by the Risk, Control and Sustainability Committee in January 2025, at a time prior to the approval of the financial statements for 2024.

Cash flows are discounted using the weighted average capital cost (WACC) which is the weighted average of the cost of equity and the cost of debt, after taxation. The formula for estimating WACC is the following:

$$WACC = K_e * \frac{E}{D + E} + K_d * (1 - t) * \frac{D}{D + E}$$

where:

- K_e = cost of equity;
- $E/(D+E)$ = percentage of equity capital in the total invested capital (risk capital+ debt capital);
- K_d = cost of debt capital before taxes;
- t = tax rate;
- $D/(D+E)$ = percentage of debt capital in the total invested capital (risk capital + debt capital).

The cost of equity is the expected return, in a situation not affected by contingent phenomena, on the relevant sector; it is calculated through the Capital Asset Pricing Model, the formula being:

$$K_e = R_f + \beta * (R_m - R_f)$$

where:

- R_f = risk-free rate, equal to the average yield to maturity of 10-year government bonds observed over the last month weighted by the countries the company operates in (German bund increased by the Greek country risk premium in the case of Nexi Payments Greece);
- Beta = "beta" coefficient expressing the risk of the specific enterprise in the market. This parameter was estimated based on an analysis of the betas of comparable companies;
- $R_m - R_f$ = equity risk premium, namely the additional return requested by a risk averse investor compared with the return of risk-free assets; it is equivalent to the difference between the average return of the stock market and the risk-free rate. The parameter considered is 5.95%, applicable to European companies "source: Berec BoR (24) report 102 published 6 June 2024" (5.0% for Nexi Payments Greece, source: Damodaran).

The measures of cost of capital and long-term growth rate are as follows:

	WACC	g
Nets Holdco 1 ApS	9.36%	2.05%
Nexi Payments	9.63%	1.99%
Nexi Payments Greece	10.1%	2.00%
Service HUB	9.63%	1.99%

The Nexi Payments and Service Hub equity investments did not show any impairment, while for the other equity investments indicated above there was a need to record write-downs.

Furthermore, with regard to the equity investments in PforCards and Nexi Greece, as in 2023 and consistent with the fact that at the time of the PPA - Purchase Price Allocation these equity investments had been attributed a Fair Value equal to Equity, they were written down based on the losses recorded in 2024.



Notes to the Financial Statements - Statement of Financial Position

Overall, the value adjustments recognised amounted to approximately Euro 511 million, of which Nets Euro 478 million and Nexi Payments Greece Euro 21.3 million.

A sensitivity analysis has been carried out on the main parameters used in the estimate of recoverable amount, taking into account an increase in the discount rate (WACC) of 50 bps, a decrease in the perpetual growth rate (g) of 50 bps and a shift in parallel to the expected EBITDA downward.

7.1 EQUITY INVESTMENTS: INFORMATION ON EQUITY INVESTMENT RELATIONS

Subsidiaries	WACC increase of 50 bps	G rate reduction of 50 bps	Parallel shift of the Ebitda of -5%
	equal to 50 bps	equal to 50 bps	equal to 5%
Nets	-6%	-5%	-6%
Nexi Payments	-7%	-5%	-7%
Nexi PaymentGreece	-5%	-3%	-4%
Service Hub	-4%	-3%	-5%

8. Tangible Assets

	Dec.31, 2024	Dec.31, 2023
Property and equipment	1,125,648	924,156
Investment property	-	-
Total	1,125,648	924,156

The item Tangible assets includes only property and equipment. The increase compared to the previous period relates to the IFRS 16 use rights component.

8.1 PROPERTY AND EQUIPMENT: BREAKDOWN OF ASSETS VALUED AT COST

	Dec.31, 2024	Dec.31, 2023
Owned		
a) Land	-	-
b) Buildings	-	-
c) POS and ATM	-	-
d) Machinery and electronic equipment/systems	-	-
e) Furniture and furnishings	-	-
f) Other	-	-
Rights of use from leasing contracts	-	-
a) Land	-	-
b) Buildings	470,423	559,218
c) POS and ATM	-	-
d) Machinery and electronic equipment/systems	-	-
e) Furniture and furnishings	-	-
f) Other	655,224	364,938
Total	1,125,648	924,156



Notes to the Financial Statements - **Statement of Financial Position**

8.2. PROPERTY AND EQUIPMENT: CHANGES

31.12.2024	Land	Buildings	POS and ATM	Machinery and electronic equipment/ systems	Furniture and furnishings	Other	Total
A. Opening balance - Gross	-	759,480	-	-	-	554,375	1,313,856
A.1 Depreciation Fund	-	(200,262)	-	-	-	(189,437)	(389,699)
A.2 Net Opening balance	-	559,218	-	-	-	364,938	924,156
B. Increases	-	161,301	-	-	-	680,810	842,111
B.1 Purchases	-	-	-	-	-	-	-
B.2 Capitalised improvement costs	-	-	-	-	-	-	-
B.3 Reversals of impairment losses	-	-	-	-	-	-	-
B.4 Positive Fair Value adjustments	-	-	-	-	-	-	-
B.5 Business combination	-	-	-	-	-	-	-
B.6 Transfers from investment property	-	-	-	-	-	-	-
B.7 Other increases	-	161,301	-	-	-	680,810	842,111
<i>of which of Rights of use</i>	-	161,301	-	-	-	680,810	842,111
B.8 Currency translation adjustment	-	-	-	-	-	-	-
C. Decreases	-	250,096	-	-	-	390,524	640,620
C.1 Sales	-	-	-	-	-	-	-
C.2 Depreciation	-	194,744	-	-	-	269,575	464,318
<i>of which of Rights of use</i>	-	194,744	-	-	-	269,575	464,318
C.3 Impairment losses	-	-	-	-	-	-	-
C.4 Negative Fair Value adjustments	-	-	-	-	-	-	-
C.5 Business combination	-	-	-	-	-	-	-
C.6 Transfers	-	-	-	-	-	-	-
<i>a) investment property</i>	-	-	-	-	-	-	-
<i>b) non-current assets held for sale and discontinued operations</i>	-	-	-	-	-	-	-
C.7 Other decreases	-	55,353	-	-	-	120,949	176,302
C.8 Currency translation adjustment	-	-	-	-	-	-	-
D. Closing balance - Gross	-	865,429	-	-	-	1,114,236	1,979,665
D.1 Depreciation Fund	-	(395,006)	-	-	-	(459,012)	(854,018)
D.2 Net Closing balance	-	470,423	-	-	-	655,224	1,125,648

9. Intangible Assets

9 INTANGIBLE ASSETS: BREAKDOWN BY TYPE OF ASSET

	Dec.31, 2024		Dec.31, 2023	
	Finite useful life	Indefinite useful life	Finite useful life	Indefinite useful life
A.1 Goodwill	-	-	-	-
A.2 Intangible assets - Customer contracts	-	-	-	-
A.3 Other intangible assets	10,921,415	-	7,018,093	-
- internally generated assets	10,921,415	-	7,018,093	-
- externally purchased assets	-	-	-	-
- leased intangible assets	-	-	-	-
Total	10,921,415	-	7,018,093	-



Notes to the Financial Statements - Statement of Financial Position

9.1 INTANGIBLE ASSETS: CHANGES

31.12.2024	Goodwill	Customer Contracts	Other intangible assets			Total
			internally generated assets	externally purchased assets	leased intangible assets	
A.2 Net opening balance	-	-	7,018,093	-	-	7,018,093
B. Increases	-	-	6,314,534	-	-	6,314,534
B.1 Purchases	-	-	6,314,534	-	-	6,314,534
<i>of which: internal capitalised costs</i>	-	-	-	-	-	-
B.2 Reversals of impairment losses	-	-	-	-	-	-
B.3 Positive Fair Value adjustments	-	-	-	-	-	-
B.4 Business combination	-	-	-	-	-	-
B.5 Other increases	-	-	-	-	-	-
<i>of which of Rights of use</i>	-	-	-	-	-	-
B.6 Currency translation adjustment	-	-	-	-	-	-
C. Decreases	-	-	2,411,211	-	-	2,411,211
C.1 Sales	-	-	-	-	-	-
C.2 Amortisation	-	-	-	-	-	-
<i>of which of Rights of use</i>	-	-	-	-	-	-
C.3 Impairment losses	-	-	2,043,157	-	-	2,043,157
C.4 Business combination	-	-	-	-	-	-
C.5 Negative Fair Value adjustments	-	-	-	-	-	-
C.6 Transfers to non-current assets held for sale and discontinued operations	-	-	-	-	-	-
C.7 Other decreases	-	-	368,054	-	-	368,054
C.8 Currency translation adjustment	-	-	-	-	-	-
D.2 Net closing balance	-	-	10,921,415	-	-	10,921,415

10. Tax Assets and Liabilities

10.1 CURRENT TAX ASSETS AND LIABILITIES: BREAKDOWN

	Dec.31, 2024	Dec.31, 2023
Current IRES receivables	2,391,537	4,326,553
Current IRAP receivables	1,480,989	3,049,029
Total	3,872,526	7,375,582

	Dec.31, 2024	Dec.31, 2023
Current IRES payables	6,968,552	20,514,459
Current IRAP payables	-	-
Total	6,968,552	20,514,459



Notes to the Financial Statements - Statement of Financial Position

10.2 DEFERRED TAX ASSETS: BREAKDOWN

	Dec.31, 2024	Dec.31, 2023
Deferred taxes assets		
- of which: recognised in shareholders' equity	6,847,437	-
- of which: recognised in profit and loss	21,600,408	35,047,657
Total	28,447,846	35,047,657

10.3 CHANGES IN DEFERRED TAX ASSETS (RECOGNISED IN EQUITY)

	Dec.31, 2024	Dec.31, 2023
1. Opening balance	-	-
2. Increases	6,847,437	-
2.1 Deferred tax assets recognised in the year	6,847,437	-
2.2 Business combination	-	-
2.3 Other increases	-	-
2.4 Currency translation adjustment	-	-
3. Decreases	-	-
3.1 Deferred tax assets derecognised in the year	-	-
3.2 Business combination	-	-
3.3 Other decreases	-	-
3.4 Currency translation adjustment	-	-
4. Closing balance	6,847,437	-

10.4 CHANGES IN DEFERRED TAX ASSETS (RECOGNISED IN THE INCOME STATEMENT)

	Dec.31, 2024	Dec.31, 2023
1. Opening balance	35,047,657	59,456,134
2. Increases	227,016	8,893
2.1 Deferred tax assets recognised in the year	227,016	8,893
2.2 Business combination	-	-
2.3 Other increases	-	-
2.4 Currency translation adjustment	-	-
3. Decreases	13,674,264	24,417,371
3.1 Deferred tax assets derecognised in the year	13,674,264	24,417,371
3.2 Business combination	-	-
3.3 Other decreases	-	-
3.4 Currency translation adjustment	-	-
4. Closing balance	21,600,408	35,047,657



Notes to the Financial Statements - Statement of Financial Position

10.5 DEFERRED TAX LIABILITIES: BREAKDOWN

	Dec.31, 2024	Dec.31, 2023
Deferred tax liabilities		
- of which: recognised in equity	1,730,560	708,142
- of which: recognised in profit and loss	-	-
Total	1,730,560	708,142

10.6 CHANGES IN DEFERRED TAX LIABILITIES (RECOGNISED IN EQUITY)

	Dec.31, 2024	Dec.31, 2023
1. Opening balance	708,142	-
2. Increases	1,845,411	708,142
2.1 Deferred tax liabilities recognised in the year	1,845,411	708,142
2.2 Business combination	-	-
2.3 Other increases	-	-
2.4 Currency translation adjustment	-	-
3. Decreases	822,992	-
3.1 Deferred tax liabilities derecognised in the year	822,992	-
3.2 Business combination	-	-
3.3 Other decreases	-	-
3.4 Currency translation adjustment	-	-
4. Closing balance	1,730,560	708,142

11. Other Assets

	31.12.2024	31.12.2023
Tax receivables	665,877	9,681,750
Other assets for commissions to be collected	6,388,451	47,716,045
Deferred costs	1,752,073	2,829,978
Inventory	-	-
Other receivables	193,639	1,209,191
Receivables for tax consolidation	397,212	36,578,157
Total	9,397,251	98,015,120



Notes to the Financial Statements - **Statement of Financial Position**

LIABILITIES

12. Financial Liabilities Measured at Amortised Cost

12.1 FINANCIAL LIABILITIES MEASURED AT AMORTISED COST: FINANCIAL LIABILITIES DUE TO BANKS: BREAKDOWN BY PRODUCT

	Dec.31, 2024				Dec.31, 2023			
	Carrying amount	Level 1	Fair Value Level 2	Level 3	Carrying amount	Level 1	Fair Value Level 2	Level 3
1. Financing (*)	2,592,288,303	-	2,592,288,303	-	2,627,464,241	-	2,627,464,241	-
2. Other liabilities	-	-	-	-	-	-	-	-
3. Lease liabilities	-	-	-	-	-	-	-	-
Total	2,592,288,303	-	2,592,288,303	-	2,627,464,241	-	2,627,464,241	-

12.2 FINANCIAL LIABILITIES MEASURED AT AMORTISED COST: FINANCIAL LIABILITIES DUE TO FINANCIAL ENTITIES AND CUSTOMERS: BREAKDOWN BY PRODUCT

	Dec.31, 2024				Dec.31, 2023			
	Carrying amount	Level 1	Fair Value Level 2	Level 3	Carrying amount	Level 1	Fair Value Level 2	Level 3
1. Financing (*)	-	-	-	-	-	-	-	-
2. Other liabilities	21,043,434	-	21,043,434	-	-	-	-	-
3. Lease liabilities	1,083,570	-	1,083,570	-	857,048	-	857,048	-
Total	22,127,004	-	22,127,004	-	857,048	-	857,048	-

12.3 FINANCIAL LIABILITIES MEASURED AT AMORTISED COST: SECURITIES ISSUED: BREAKDOWN BY PRODUCT

	Dec.31, 2024				Dec.31, 2023			
	Carrying amount	Level 1	Fair Value Level 2	Level 3	Carrying amount	Level 1	Fair Value Level 2	Level 3
1. Fixed rate securities	3,383,233,368	-	3,277,865,434	-	3,826,299,456	-	3,841,096,516	-
2. Floating rate securities	-	-	-	-	-	-	-	-
Total	3,383,233,368	-	3,277,865,434	-	3,826,299,456	-	3,841,096,516	-

13. Financial Liabilities Measured at Fair Value

13.1 FINANCIAL LIABILITIES MEASURED AT FAIR VALUE

	Dec.31, 2024				Dec.31, 2023			
	Carrying amount	Level 1	Fair Value Level 2	Level 3	Carrying amount	Level 1	Fair Value Level 2	Level 3
Financial liabilities measured at Fair Value (*)	-	-	-	-	-	-	-	-
Other financial liabilities mandatorily measured at Fair Value (**)	31,259,858	-	31,225,794	34,063	36,101,683	-	35,412,961	688,722
Total	31,259,858	-	31,225,794	34,063	36,101,683	-	35,412,961	688,722

The item mainly refers to contractually agreed earn outs. For further details, see the Consolidated financial report.



Notes to the Financial Statements - **Statement of Financial Position**

14. Other Liabilities

	Dec.31, 2024	Dec.31, 2023
Tax liabilities	6,191,859	31,724,140
Payables due to employees	9,764,152	8,754,712
Other liabilities for fees and commissions	32,515,318	32,258,853
Deferred loyalty fees and other revenues	6,674,752	11,104,258
Other debts	5,486,426	4,142,997
Payables for tax consolidation	60,632,508	87,984,960

15. Defined Benefit Plans for Personnel

15.1 DEFINED BENEFIT PLANS FOR PERSONNEL: BREAKDOWN

	Dec.31, 2024	Dec.31, 2023
Defined benefit plan	665,756	616,985
Contribution plan	-	-
Total	665,756	616,985

15.2 DEFINED BENEFIT PLANS FOR PERSONNEL: CHANGES

	Dec.31, 2024	Dec.31, 2023
A. Opening balance	616,985	-
B. Increases	115,811	630,432
B.1 Accruals for the year	21,518	21,841
B.2 Other changes	94,293	608,591
- Business combinations	-	-
- Other increases	94,293	608,591
C. Decreases	67,039	13,447
C.1 Payments	1,017	-
C.2 Other changes	66,022	13,447
- Business combinations	-	-
- Other decreases	66,022	13,447
- Liabilities held for sale and discontinued operations	-	-
D. Closing balance	665,756	616,985

15.3 MAIN DEMOGRAPHIC AND ACTUARIAL ASSUMPTIONS FOR THE ASSESSMENT OF THE SEVERANCE INDEMNITY: SENSITIVITY ANALYSIS

	Assumptions		Sensitivity (*)	
	Dec.31, 2024	Dec.31, 2023	(0.50%)	0.50%
- Discount rate	3.18%	3.08%	685,336	647,118
- Inflation rate	2.00%	2.00%	nd	nd
- Turnover rate	1.86%	1.86%	665,044	666,443



Notes to the Financial Statements - **Statement of Financial Position**

16. Provisions for Risks and Charges

16.1 PROVISIONS FOR RISKS AND CHARGES: BREAKDOWN

	Dec.31, 2024	Dec.31, 2023
1. Internal pension funds	-	-
2. Other provisions for risks and charges	15,945,900	15,037,056
2.1 Legal and tax disputes	15,000,000	15,000,000
2.2 Employees expenses (*)	88,900	37,056
2.3 Other provisions (**)	857,000	-
Total	15,945,900	15,037,056

16.2 PROVISIONS FOR RISKS AND CHARGES: CHANGES

	Internal Pension funds	Other provisions for risks and charges	Total
A. Opening balance	-	15,037,056	15,037,056
B. Increases	-	945,900	945,900
C. Business combination	-	-	-
D. Decreases for utilisation/payment	-	-	-
E. Decreases for releases	-	(37,056)	(37,056)
F. Time value adjustment	-	-	-
C. Closing balance	-	15,945,900	15,945,900

17. Shareholders' Equity

	Dec.31, 2024	Dec.31, 2023
Share capital	118,718,524	118,647,177
Treasury shares	(5,005,077)	(7,013,484)
Share premium	-	11,587,259,890
Reserves	11,385,902,665	858,436,292
Valuation reserves	(23,122,480)	(35,452,145)
Profit (Loss) for the period	(105,810,630)	(576,680,143)
Total Shareholders' Equity	11,370,683,001	11,945,197,586

17.1 SHARE CAPITAL: BREAKDOWN

The share capital stands at Euro 118.7 million.

17.2 TREASURY SHARES: BREAKDOWN

	Dec.31, 2024	Dec.31, 2023
Treasury shares	(5,005,077)	(7,013,484)
Total	(5,005,077)	(7,013,484)

The treasury shares in portfolio amounted to no. 833,058.



Notes to the Financial Statements - Statement of Financial Position

17.3 SHARE PREMIUM: BREAKDOWN

As per the resolution of the shareholders' meeting, the share premium reserve (in 2023 amounting to Euro 11,587 million) was used to partially cover the loss, with the remainder allocated to the legal and other reserves.

17.4 RESERVES: BREAKDOWN AND CHANGES

	Legal	Retained earnings	Other reserves	Total
Possible use (*)	B	A, B, C	A, B, C, D (**)	
A. Opening balance	21,902,817	517,658,806	318,874,668	858,436,292
B. Increases	1,826,618	-	11,544,401,554	11,546,228,172
B.1 Allocation of profit for the year	1,826,618	-	-	1,826,618
B.2 Other changes	-	-	11,544,401,554	11,544,401,554
C. Decrease	-	(517,654,208)	(501,107,590)	(1,018,761,799)
C.1 Utilisation	-	(517,582,861)	(501,107,590)	(1,018,690,452)
C.2 Other changes	-	(71,347)	-	(71,347)
D. Closing balance	23,729,435	4,598	11,362,168,632	11,385,902,665

(*) A: capital increase; B: to cover losses; C: dividend distribution; D: non-available.

(**) As at 31 December 2024, the item "Other reserves" amounted to Euro 11,362,168,632, of which "Available reserves" of Euro 11,003,225,090 and "Unavailable reserves" of Euro 358,943,542.

The increase in other reserves is mainly due to the allocation of a portion of the share premium reserve as per resolution of the shareholders' meeting and the increase in the Stock Grant and LTI reserve.

Other Information

Nothing to report.



Notes to the Financial Statements - **Income Statement**

18. INCOME STATEMENT

(Amounts in euros)

19. Fees for Services Rendered and Commission Income

	2024	2023
Issuing & Acquiring fees:	-	-
- fees and commissions from counterparties	-	-
- fees and commissions from cardholders	-	-
- other fees	-	-
Revenues from services	4,724,986	15,692,693
of which: revenues from leasing	-	-
Total	4,724,986	15,692,693

This item mainly comprises revenue from intercompany administrative services.

20. Fees for Services Received and Commission Expense

	2024	2023
Bank charges:	(52,572)	(48,513)
- fees due to correspondents	(52,572)	(48,513)
- fees due to banks	-	-
Other fees	-	-
Total	(52,572)	(48,513)

21. Interest and Similar Income

	2024	2023
Financial assets measured at amortised cost:	70,013,485	87,115,800
- loans and receivables with banks	-	-
- loans and receivables with financial entities and customers	70,013,485	87,115,800
Financial assets measured at FVTOCI	-	-
Financial assets measured at FVTPL:	-	-
- financial assets held for trading	-	-
- financial assets measured at Fair Value	-	-
- Other financial assets mandatorily measured at Fair Value	-	-
Hedging derivatives	5,573,383	1,043,752
Other assets	-	-
Other financial income	3,424	105
Total	75,590,291	88,159,657

This item mainly refers to interest income accrued on intercompany loans granted to Group companies.



Notes to the Financial Statements - **Income Statement**

22. Interest and Similar Expense

	2024	2023
Financial liabilities measured at amortised cost:	(226,058,715)	(216,488,706)
- lease contracts	(49,465)	(24,729)
- due to banks and customers	(138,570,904)	(128,350,283)
- securities issued	(87,438,346)	(88,113,695)
Financial liabilities at FVTPL:	(7,241,293)	(7,086,255)
- financial liabilities held for trading	-	-
- financial liabilities measured at Fair Value	(7,241,293)	(7,086,255)
- other financial liabilities mandatorily measured at Fair Value	-	-
Hedging derivatives	-	-
Other liabilities/provisions	-	-
Other financial charges	(3,120,433)	(2,458,250)
Total	(236,420,440)	(226,033,211)

23. Gains/Losses on Hedging Activities/Financial Assets and Liabilities Measured at Fair Value with Impact on Profit or Loss/Reversal of Assets and Liabilities at Amortised Cost

	2024	2023
Net result of financial assets measured at FVTPL	-	-
Net result of financial liabilities measured at FVTPL	8,012,853	4,516,661
Net hedging income	-	(426,310)
Net result on derecognition of asset and liabilities at Amortised Cost	(6,320)	-
Total	8,006,533	4,090,351

24. Dividends and Profit (Loss) from Investments and Sale of Assets at FVTOCI

	2024	2023
Dividends	580,831,839	593,040,900
Profit/(loss) from disposal of financial assets at FVTOCI	-	-
Total	580,831,839	593,040,900

This item mainly refers to dividends paid by the subsidiaries Nexi Payments and Nexi Central Europe.



Notes to the Financial Statements - **Income Statement**

25. Administrative Expenses

25.1 PERSONNEL-RELATED COSTS: BREAKDOWN

	2024	2023
1) Employees		
a) wages and salaries	(19,416,433)	(18,680,413)
b) social security charges and similar cost	(4,379,533)	(4,306,748)
c) post-employment benefits	(2,338,282)	(2,015,345)
- defined contribution plans	(2,219,966)	(1,882,507)
- defined benefit plans	(118,316)	(132,838)
d) costs of share-based payment plans	(6,111,206)	(5,148,081)
e) other employee benefits	(6,352,628)	(1,362,597)
2) Other personnel	179,915	(695,844)
Total	(38,418,166)	(32,209,028)

25.1.1 CAPITALISED PERSONNEL-RELATED COSTS: BREAKDOWN

	2024	2023
Personnel-related cost capitalised		
a) wages and salaries	(69,644)	-
b) social security charges	(19,339)	-
c) other (specify)	(11,243)	-
Total	(100,227)	-

25.2 OTHER ADMINISTRATIVE COSTS: BREAKDOWN

	2024	2023
1. Third-party services	(9,014,515)	(5,971,211)
2. Lease and building management fees	(70,280)	(80,435)
3. Insurance	(557,525)	(663,481)
4. Rentals	(521,967)	(323,709)
5. Maintenance	(546)	(434)
6. Shipping costs	-	-
7. Telephone and telegraph	(22,423)	(8,606)
8. Cards and accessories	-	-
9. Printed matter and stationery	-	-
10. Other taxes	(206,584)	(1,400,136)
11. Legal, notary and consultancy services	(15,774,493)	(30,765,364)
12. Agents' commissions and expense reimbursement	-	-
13. Advertising	-	-
14. Promotional materials and competition prizes	(713,261)	(1,297,229)
15. Other commercial costs	(243)	-
16. Other general expenses	(3,883,386)	(4,241,875)
Total	(30,765,222)	(44,752,478)



Notes to the Financial Statements - Income Statement

26. Other Operating Income, Net

	2024	2023
Other operating income	6	4,230
Other operating expenses	(10)	-
Total	(4)	4,230

27. Accruals to Provisions for Risks and Charges

	2024	2023
Provisions for risks and charges	(945,900)	(15,037,056)
Releases	37,056	-
Total	(908,844)	(15,037,056)

The item reflects changes to the provision for risks and charges.

28. Impairment Losses and Reversals of Impairment Losses on Tangible and Intangible Assets

	2024	2023
Depreciation and net impairment loss on tangible assets	(464,318)	(372,952)
Amortisation and net impairment loss on intangible assets	(2,043,157)	-
Total	(2,507,475)	(372,952)

28.1 AMORTISATION AND NET IMPAIRMENT LOSSES ON INTANGIBLE ASSETS: BREAKDOWN

	Amortisation	Impairment losses	Reversals of impairment losses	Net income
A. Intangible assets				
A.1 Owned	-	(2,043,157)	-	(2,043,157)
- From acquisition	-	-	-	-
- Other	-	(2,043,157)	-	(2,043,157)
A.2 Rights of use acquired through leasing	-	-	-	-
A.3 Intangible assets held for sale	-	-	-	-
Total	-	(2,043,157)	-	(2,043,157)



Notes to the Financial Statements - **Income Statement**

28.2 DEPRECIATION AND NET IMPAIRMENT LOSSES ON TANGIBLE ASSETS: BREAKDOWN

	Depreciation	Impairment losses	Reversals of impairment losses	Net income
A. Tangible assets				
A.1 Owned	-	-	-	-
- Property and equipment	-	-	-	-
- Investment property	-	-	-	-
A.2 Held under lease	(464,318)	-	-	(464,318)
- Property and equipment	(464,318)	-	-	(464,318)
- Investment property	-	-	-	-
A.3 Tangible assets held for sale	-	-	-	-
Total	(464,318)	-	-	(464,318)

29. Profit (Loss) from Equity Investments and Disposals of Investments

	2024	2023
Profit		
Profits on equity investments	-	-
Profits on sale of investments	-	-
Loss		
Loss on equity investments	(510,795,038)	(1,001,479,848)
Loss on sale of investments	-	-
Net Result	(510,795,038)	(1,001,479,848)

30. Income Taxes

	2024	2023
Current taxes	58,350,931	67,629,093
Changes in current taxes in previous years	(201)	(955,504)
Change in deferred tax assets	(13,447,248)	(24,408,477)
Change in deferred tax liabilities	-	-
Total	44,903,482	42,265,111

30.1 RECONCILIATION BETWEEN THEORETICAL TAX CHARGE AND EFFECTIVE TAX CHARGE RECOGNISED

	2024	2023
Theoretical Tax rate	24%	24%
Permanent differences: not deductible cost	-82%	-40%
Permanent differences: not taxable revenues	89%	23%
Not recognised tax losses utilised or capitalised	-	-
Currency translation adjustment	-	-
Change in income tax rate on deferred taxes	-	-
Prior year adjustment	-	-
Other taxes	-	-
Effective tax rate	31%	7%

Non-taxed revenues mainly refer to dividends collected from Nexi Payments Spa. The non-deductible costs mainly refer to write-downs on equity investments.



Notes to the Financial Statements - **Information on Risks and Related Hedging Policies**

31. Information on Risks and Related Hedging Policies

Please refer to the relevant section in the consolidated financial statements. The relevant quantitative information for Nexi SpA is listed below.

31.1 BREAKDOWN OF ASSETS BETWEEN CURRENT AND NON-CURRENT

(Amounts in euros)

	Current	Non-current	Total
Cash and cash equivalents	74,628,044		74,628,044
Financial receivables	847,425,832		847,425,832
Financial assets at Fair Value	36,905,604	10,612,001	47,517,605
Net trade receivables	6,388,451	-	6,388,451
Inventory	-	-	-
Other assets	6,881,326	16,525,860,901	16,532,742,227
Unsettled transactions	-	-	-
Other receivables	193,639	-	193,639
Deferred costs	1,752,073	-	1,752,073
Tax receivables	665,877	-	665,877
Receivables for tax consolidation	397,211	-	397,211
Current Tax assets	3,872,526	-	3,872,526
Deferred tax assets	-	28,447,846	28,447,846
Fixed assets	-	12,047,063	12,047,063
Equity investments	-	16,485,365,992	16,485,365,992
Non-current assets held for sale and discontinued operations	-	-	-
Total	972,229,257	16,536,472,902	17,508,702,159

31.2 BREAKDOWN OF LIABILITIES BETWEEN CURRENT AND NON-CURRENT

(Amounts in euros)

	Current	Non-current	Total
FINANCIAL LIABILITIES:			
Payables to:			
- Banks	510,226,420	2,082,061,883	2,592,288,303
- Financial entities and customers	21,429,712	697,291	22,127,004
of which Leasing liabilities	386,278	697,291	1,083,569
- Securities issued	(0)	3,383,233,368	3,383,233,368
Other financial liabilities	8,029,797	46,397,410	54,427,207
Earn-out	-	31,225,794	31,225,794
Derivatives on equity investments	-	34,063	34,063
Hedging derivatives	8,029,797	15,137,552	23,167,349
Other financial liabilities at Fair Value	-	-	-
OTHER ITEMS OF LIABILITIES:			
Trade payables	32,515,318	-	32,515,318
Other liabilities	26,905,409	1,211,781	28,117,190
Tax liabilities	6,191,859	-	6,191,859
Deferred loyalty fees and other revenues	-	-	-
Payables due to employees	8,552,371	1,211,781	9,764,152
Unsettled transactions	-	-	-
Other debts	6,674,752	-	6,674,752
Payables for tax consolidation	5,486,426	-	5,486,426
Provisions for risks and charges	-	15,945,900	15,945,900
Post-employment benefits	-	665,756	665,756
Deferred tax liabilities	-	1,730,561	1,730,561
Current tax liabilities	6,968,552	-	6,968,552
Liabilities associated with non-current assets held for sale and discontinued operations	-	-	-
Total	606,075,208	5,531,943,950	6,138,019,158



Notes to the Financial Statements - Information on Risks and Related Hedging Policies

31.3 BREAKDOWN OF FINANCIAL LIABILITIES IN TERMS OF RESIDUAL LIFE

(Amounts in euros)

	Within 1 year	Between 1 and 5 years	Over 5 years	Total
FINANCIAL LIABILITIES:				
Payables to:				
- Banks	506,500,000	2,082,163,736	-	2,588,663,736
- Financial entities and customers	21,559,694	812,096	-	22,371,790
of which Leasing liabilities	516,259	812,096	-	1,328,355
- Securities issued	-	3,476,083,000	-	3,476,083,000
Other financial liabilities	-	36,323,222	-	36,323,222
Hedging derivatives	8,029,797	15,137,552	-	23,167,349
Total	536,089,491	5,610,519,606	-	6,146,609,097

31.4. BREAKDOWN OF FINANCIAL ASSETS BY PORTFOLIO AND CREDIT QUALITY (CARRYING AMOUNTS)

(Amounts in euros)

	Non- performing exposures	Unlikely to pay	Impaired past due exposures	Unimpaired past due exposures	Other unimpaired exposures	Total
Financial assets measured at amortised cost						
a) Loans and receivables with banks	-	-	-	-	-	-
b) Loans and receivables with financial entities and customers	-	-	-	-	847,425,832	847,425,832
Hedging derivatives	-	-	-	-	-	-
Financial assets held for sale	-	-	-	-	-	-
Total as at 31.12.2024	-	-	-	-	847,425,832	847,425,832
Total as at 31.12.2023	-	-	-	-	2,529,788,605	2,529,788,605



Notes to the Financial Statements - **Related-Party Transactions**

32. Related-Party Transactions

32.1 INFORMATION ON THE REMUNERATION OF KEY MANAGEMENT PERSONNEL

The table below summarises the fees paid by Nexi SpA to the directors and managers and key management personnel.

(Amounts in thousand euros)

	Directors	Board of Statutory Auditors	Executives holding strategic responsibility
Corporate bodies remunerations	1,504	424	-
Short-term benefits	-	-	5,634
Benefits subsequent to the termination of employment	-	-	377
Other long-term benefits	-	-	-
Indemnities for termination of employment	-	-	-
Total	1,504	424	6,012

32.2 INFORMATION ON RELATED-PARTY TRANSACTIONS

The purpose of international accounting standard no. 24 (Related Party Disclosures) is to make sure that the financial statements of an entity contain the additional information necessary to highlight the possibility that the equity-financial position and economic results may have been altered by the existence of related parties and transactions and balances applicable with said parties.

In accordance with these indications, applied to the organisational and governance structure of the Nexi Group, the following are considered as related parties:

- a) parties that directly or indirectly, *de jure or de facto*, including through subsidiaries, trusts or intermediaries, exercise significant influence over Nexi; in particular, note that following the SIA Merger, these parties include, in addition to Bain Capital Investors LP, Advent International Corporation and Hellman & Friedman LLC, also Cassa Depositi e Prestiti and its direct parent company represented by the MEF (Italian Ministry of Economy and Finance);
- b) the subsidiaries or entities under the joint control of the entities listed at the point above;
- c) the subsidiaries, associates or entities under the joint control of Nexi SpA;
- d) key management personnel of the Nexi Group and its direct Parent Company and its subsidiaries, entities under its joint control or subject to its significant influence;
- e) close family members of the natural persons included under letters a) and d) above;
- f) the complementary pension fund established in favour of employees of Nexi SpA or its related entities.

The effects of transactions with related parties as defined above are summarised in the table below:

(Amounts in thousand euros)

	Other Group companies	Other related parties	Directors, Executives and other Supervisory Bodies
Financial assets at Fair Value	-	600	-
Financial assets measured at amortised cost	847,426	-	-
- Intangible assets	631	-	-
Other assets	6,511	2	-
Financial liabilities measured at amortised cost	21,043	151,007	-
Other liabilities	21,021	129	-
Fees for services rendered and commission income	4,691	-	3
Interest income and similar income	52,818	-	-
Interest expense and similar charges	43	-	-
Other administrative costs	5,068	134	-

Note that these contracts are regulated by market terms and conditions.

Transactions with Group companies mainly refer to the national tax consolidation scheme and the loan disbursed to the Nets Group.



Notes to the Financial Statements - **Group Funding Transactions - Share-Based Payments**

33. Group Funding Transactions

The Company's financial structure changed during 2024 due to the repayment of debt at maturity. For further information, please refer to section 40 of the Notes to the Consolidated Financial Statements.

34. Share-Based Payments

Please refer to the Notes to the Consolidated Financial Statements for a description of the share-based payments outstanding at the reporting date and the criteria used to determine the total value of the plans and to allocate it over the vesting period. Specifically, with regard to the Plans granted to employees of subsidiaries, which, as previously indicated, entail the accounting of the share of Fair Value as an increase in the carrying amount of the equity investments, the following are the increases pertaining to 2024:

(Amounts in euros)

	LTI	Stock Grant	Total
Help Line S.p.A.	44,886		44,886
Mercury Payment Services S.p.A.	21,591		21,591
Nexi Payments S.p.A.	4,745,604	993,770	5,739,374
Nets Holdco 1 ApS	5,553,445	253,417	5,806,862
Nexi Greece Single Member SA	109,800		109,800
PforCards GmbH	30,351		30,351
Service HUB S.p.A.	59,029		59,029
Nexi Central Europe A.S.	155,249		155,249
Nexi Payments Greece	11,266		11,266
Total	10,731,221	1,247,187	11,978,408

With regard to the Plans granted to its own employees, for which total costs of Euro 6 million were recorded in the 2024 financial statements, the following are the details of the number of rights assigned:

Stock Grant Plan

Description	Number of Based shares
Outstanding rights to receive shares at the grant date	1,312,053
Rights assigned definitively in accordance with the Plans	(507,328)
Rights forfeited from the Plans	(281,849)
Outstanding rights at December 31, 2024	522,876

LTI Plan

Description	No. of Performance Share Rights	No. of Restricted Share Rights	Total
Outstanding rights to receive shares at the grant date	2,137,831	362,058	2,499,890
Right assigned definitively in accordance with the Plans	(279,615)	(62,655)	(342,270)
Rights forfeited from the Plans	(43,072)	(20,548)	(63,620)
Outstanding rights at December 31, 2024	1,815,144	278,855	2,094,000





4

**CERTIFICATION OF THE FINANCIAL STATEMENTS
PURSUANT TO ARTICLE 154-BIS, PARAGRAPH 5
OF LEGISLATIVE DECREE NO. 58/98**



Certification of the Financial Statements pursuant to article 154-bis, paragraph 5 of Legislative Decree no. 58/98

Certification of the Financial Statements pursuant to article 154-bis, paragraph 5 of Legislative Decree no. 58/98

1. The undersigned Paolo Bertoluzzo, as Chief Executive Officer of Nexi S.p.A., and Enrico Marchini, as Manager in charge of preparing the corporate accounting documents of Nexi S.p.A., certify, also taking into account the contents of article 154-bis, paragraphs 3 and 4 of Legislative Decree 58 February 24th, 1998:

- the adequacy in relation to the characteristics of the company and
- the effective application

of administrative and accounting procedures for the preparation of the Financial Statements in the year 2024.

2. To this purpose, no significant issues were recorded.

3. It is also certified that:

3.1 the Financial Statements:

- a) are prepared in accordance with International Financial Reporting Standards as endorsed by the European Community pursuant to Regulation (EC) No. 1606/2002 of the European Parliament and of the Council of July 19th, 2002;
- b) correspond to the information contained in the accounting ledgers and records;
- c) provide a true and fair representation of the equity, economic and financial situation of the issuer;

3.2 the Report on Operations includes reliable analysis on the performance, result of operations and the business of the issuer, as well as description of principal risks and uncertainties to which is exposed.

Milan, February 27th, 2025

Paolo Bertoluzzo
(Chief Executive Officer)

Enrico Marchini
(Manager in charge of preparing the corporate
accounting documents)





5

REPORT OF THE BOARD OF STATUTORY AUDITORS



Report of Nexi S.p.A.'s Board of Statutory Auditors to the Shareholders' Meeting on its supervision

(pursuant to Article 153 of Italian Legislative Decree 58/1998)

Dear Shareholders,

the Board of Statutory Auditors (hereinafter, also the "Board") is held to report to the Shareholders' Meeting of Nexi S.p.A. (hereinafter, also the "Company" or "Nexi") with reference to the supervisory activity conducted throughout the year and any omissions and censurable actions detected, pursuant to Article 153 of Italian Legislative Decree 58/1998 ("TUF"). The Board may also remark upon and make proposals concerning the Financial Statements, their approval and other matters within the scope of its competence.

During the 2024 financial year, the Board of Statutory Auditors carried out its institutional duties in compliance with the Italian Civil Code and current regulations, as well as the relevant indications provided by Consob and the Corporate Governance Code for listed companies, and also taking into consideration the principles of conduct set out in the "Rules of Conduct for the Board of Statutory Auditors of Listed Companies" (issued by the National Board of Accountants and Auditors). With regard to the duties of the Board of Statutory Auditors, account is also taken of the changes introduced on the subject of Corporate Sustainability Reporting, with the publication of EU Directive 2022/2464 on Sustainability Reporting ("CSRD") and its transposition in Italy with Italian Legislative Decree no. 125/2024.

The Board also acts as the Supervisory Body, as per Italian Legislative Decree 231 of 2001. Furthermore, the Board of Statutory Auditors in its capacity as Internal Control and Accounting Auditing Committee carried out its duties pursuant to Article 19 of Italian Legislative Decree no. 39/2010.

That being said, the draft Financial Statements for the financial year ending 31 December 2024, accompanied by the Management Report, were approved by the Board of Directors at its meeting of 27 February 2025 and were simultaneously made available to the Independent Auditors and the Board of Statutory Auditors.

1. Term of office of the Board of Statutory Auditors

With the approval of the Financial Statements as at 31 December 2024, the term of office of the Board of Statutory Auditors appointed on 5 May 2022 by the Shareholders' Meeting for three financial years expires, in the persons of Messrs: Giacomo Bugna - Chair; Eugenio Pinto - Standing Auditor; Mariella Tagliabue - Standing Auditor; Serena Gatteschi - Alternate Auditor; Sonia Peron - Alternate Auditor.

In conjunction with the self-assessment process and with the support of external consultants, the Board also drafted "Guidelines on the Composition of the Board of Statutory Auditors", which were made available to the shareholders.

At the Shareholders' Meeting to approve the 2024 Financial Statements the shareholders are called upon to

renew the Supervisory Body.

2. Self-assessment of the Board of Statutory Auditors

In early 2025, the Board of Statutory Auditors finalised its self-assessment process for the year 2024 with the support of third-party and independent consultants. In fact, at its meeting of 13 February 2025 the Board of Statutory Auditors approved the "Self-Assessment Report of the Board for the 2024 financial year" and the "Self-Assessment Report of the Board of Statutory Auditors", the latter submitted to the Company's Board of Directors at its meeting of 27 February 2025, as well as the "Guidelines of the Nexi S.p.A. Board of Statutory Auditors to Shareholders on the Composition of the Board of Statutory Auditors".

In summary, the Board arrived at the following conclusions:

- *the composition* of the Board of Statutory Auditors was considered both qualitatively and quantitatively adequate with respect to the complexity and operational needs of the Nexi Group;
- all the members meet the *requirements of professionalism, integrity and independence* (pursuant to the combined provisions of Articles 147-*quinquies* and 148 of the TUF and Article 2 of the Corporate Governance Code) required for the office and the additional requirements envisaged by the Articles of Association, the Corporate Governance Code and applicable regulations. There are also no impediments under Article 36 of Italian Decree Law no. 201 of 2011 converted into Italian Law no. 214 of 2011 (so-called interlocking);
- *appointments in other companies* by members of the Board of Statutory Auditors do not restrict the proper functioning of the supervisory body and comply with the limits on the number of concurrent directorships and auditing appointments pursuant to current law;
- *the functioning of the Board* received an overall positive assessment and is adequate for Nexi's current needs. The Statutory Auditors recognised the high level of depth in the discussions, favoured by the cooperation between the members and with other corporate bodies, including the Risk Control and Sustainability Committee (hereinafter also "RCSC"), and with Management. The information flows and interactions with the Independent Auditors and the Control Functions were also judged satisfactory and in line with operational needs. While the timeliness of the provision of documentation is considered adequate, there is room for improvement;
- *the availability of time* of the Statutory Auditors for the performance of the assignment was considered adequate also with respect to the breadth and complexity of the assignment, the organisational structure and size of the Nexi Group, as well as the commitments required by the meetings of the Board, the Board of Directors and the internal board committees;
- *the adequacy of the current skills* of the Board has been confirmed, and looking ahead the importance of strengthening certain competencies has been highlighted, particularly in sustainability, ESG issues,

ICT and cybersecurity topics, not to mention remuneration policies. These aspects will take on greater significance in the next term and can be further developed through specific induction activities, which have always been valued by the Board;

- in view of the forthcoming renewal of the body, the Statutory Auditors emphasised the appropriateness of remuneration with respect to the size and complexity that the Group has reached as well as the responsibilities and work performed by the members of the Board.

3. Conduct of supervisory activities

The Board's supervisory activities were also carried out through:

- attendance at meetings of the corporate bodies (of the Board of Directors, the Internal Board Committees and the Shareholders' Meeting); joint meetings with the Risk Control and Sustainability Committee;
- regular meetings with the heads of the main corporate functions including Group Audit, Group Risk Management, Accounting & Tax, Information Technology, Human Resources Group Corporate & Ext. Affairs and ESG and Compliance;
- the exchange of information with the appointed Independent Auditors and with the Financial Reporting Manager;
- the acquisition of periodic reports from the corporate functions, both with regard to the work done and to the results of the individual checks conducted;
- the information and activities carried out in its capacity as Supervisory Body pursuant to Italian Legislative Decree no. 231/2001;

During the 2024 financial year, the Board met 27 times (of which 7 in joint session with the Company's RCSC and 2 with the Supervisory Bodies of the main Italian and foreign subsidiaries) and to date for a further 7 times (of which 5 in joint session with the RCSC and 1 with the Supervisory Bodies of the main Italian and foreign subsidiaries) and attended all 10 meetings of the Board of Directors in 2024 as well as 2 Shareholders' Meetings. In addition, in 2024 the Board attended 9 meetings of the RCSC and 11 meetings of the Remuneration and Appointment Committee. No meetings of the Related Parties Committee were held during the year. Note that the average attendance of Statutory Auditors at meetings of the Board of Directors was 100%. The Board of Statutory Auditors also attended 4 induction meetings of the Nexi Board of Directors in 2024, and 2 in 2025.

The Board of Statutory Auditors also met periodically with the company's management, the Heads of the control functions, the Financial Reporting Manager and the Independent Auditors, as also described later in this report, among other things monitoring the internal control and risk management system, financial and

non-financial reporting and sustainability activities.

The Board of Statutory Auditors regularly received, whether from the Board of Directors directly or by attending the meetings of the Board of Directors and of the Internal Board Committees, as well as during periodic meetings with the Supervisory Bodies of the main Italian and foreign subsidiaries, information on the activities carried out and on the foremost economic, financial and equity transactions approved and performed during the financial year by the Company and Nexi Group companies (hereinafter, also the "Group" or "Nexi Group").

Based on the available information, the Board of Statutory Auditors can reasonably believe that the transactions executed are compliant in respect of Law and of the Articles of Association and are not patently imprudent, reckless, contrasting with resolutions of the Shareholders' Meeting and the Board of Directors, nor do they compromise the integrity of the Group's fundamentals. Furthermore, all and any operations potentially entailing a conflict of interest have been approved in compliance with the Law, with regulatory provisions and with corporate Articles of Association.

While pointing out the need for further updates within the scope of the CSRD, in December 2023 the Board defined and disseminated the "Guidelines for the interaction between the Parent Company's Board of Statutory Auditors and the supervisory bodies or equivalent bodies of the foreign and Italian subsidiaries" in order to pursue an effective coordination between the supervisory bodies of the companies belonging to the Nexi Group and a line of conduct aimed at governing the exchange of information at various levels between the supervisory bodies and/or the bodies/functions tasked with supervising and managing the internal control systems in the Nexi Group Companies, ensuring their transparency, consistency and timeliness. In 2024, the Board held meetings with the supervisory bodies of the main subsidiaries on a six-monthly basis, and the first meeting in 2025 was held in February. In these meetings, the supervisory bodies of the subsidiaries did not report any significant critical issues.

This Report is prepared based on the activities and audits carried out during 2024 and up to the date it was issued.

4. Significant events of the financial year

Also in 2024, the Board monitored the organisation's development in accordance with the Group's general objectives and the resulting impacts, in particular on the control functions and the Financial Reporting Manager.

Specifically, the Board received information from time to time and monitored the continuation of the implementation and refinement of the TOM (Target Operating Model) organisational model in 2024, aimed at strengthening the focus on strategic initiatives, simplifying the operating model and further empowering the regional structures on activities of a commercial nature and related to customer proximity. This implementation included (i) the merging of the Merchant Solutions (MS) and eCommerce BUs, with the simultaneous alignment of the e-Commerce operating model to that of MS; (ii) the reorganisation of the leadership of the Issuing area,

(iii) the creation of a new structure called "Strategy & Development" reporting directly to the Chief Executive Officer.

Over the course of the year, the Board received updates on the development of the 2024 Right-sizing Plan adopted by the company, and paid particular attention to the impact on the Control Functions and the structure of the Financial Reporting Manager.

The Board took note of the changes that took place during the financial year with regard to the members of the Board of Directors and of the checks of their requirements performed when appointments were made.

As also checked during the meetings with the Financial Reporting Manager, the Group's scope did not change significantly during 2024. The main changes were as follows: (i) the reorganisation of the PEP sub-group; (ii) the effect of the mergers of eCard S.A. into PayPro S.A. and Checkout Finland Oy into Paytrail Oy in December 2024; (iii) the company Nets DanID A/S was divested in Q4 2024.

Referring to the Management Report for more details, we would like to mention a few other significant events:

- the closing of the acquisition of merchant acquiring activities from the Sparkasse Group, which was signed on 29 December 2023, was completed during H1 2024. Specifically: i) the deed of transfer of the business units of Sparkasse and Civibank to Nexi Payments was signed on 27 May 2024, effective as from 1 June 2024, against the issue of new shares of Nexi Payments; ii) the deed of transfer of the aforesaid shares of Nexi Payments from the two Banks to Nexi S.p.A. was signed on 31 May 2024, also valid as from 1 June 2024, against payment of the agreed price of Euro 30,850,000.00. The Purchase Price Allocation process was completed and included in the Financial Statements as at 31 December 2024, as also permitted by the IFRS 3 international accounting standard;
- the operation for the acquisition of merchant acquiring activities from Banca Popolare di Puglia e Basilicata;
- the signing in December 2024 between Nexi Payments and Base Digitale (part of the Sesa Group) of a sale agreement relating to part of the Capital Markets scope, the closing of which had not yet taken place as at 31 December 2024.

The Board was informed that, as required by the Corporate Governance Code, Nexi S.p.A. identified the subsidiaries of strategic importance, maintaining the criteria adopted the previous year. Specifically, E-card S.A. was merged by incorporation into Paypro S.A. and Checkout Finland OY was merged by incorporation into Paytrail OY.

During 2024 the Board monitored the development of transactions that impacted the number of *treasury shares in the portfolio*, which as at 31 December 2024 amounted to 833,058. Specifically, during the period: i) 83,417,413 treasury shares were purchased as part of the buyback plan approved by the Shareholders' Meeting of 30 April 2024 and concluded in September 2024, for a market value of approximately Euro 499 million; ii) 82,947,413 treasury shares for a market value of approximately Euro 499 million were cancelled;

iii) 1,170,273 treasury shares were used to service the LTI plan, for a market value of Euro 8 million; iv) the number of treasury shares increased by 789,161 as a result of the free share capital increase for a market value of Euro 5 million. For more details and information on transactions carried out during the year, see the Financial Statements.

Over the course of the year, *the Group's financial structure* changed. Some Euro 756 million of maturing debt was repaid in 2024.

In 2024 the Board received information from time to time on the evolution of debt, and at the Board of Directors' meeting of 27 February 2025 it was informed that in 2024 the cash generation from the combination of growth, operating and financial leverage allowed the Group to make progress in both debt reduction and financial leverage.

The Group's *gross financial debt* as at 31 December 2024 decreased to Euro 6,450 million from Euro 7,215 million as at 31 December 2023. *The net financial position* as at 31 December 2024 amounted to Euro 5,045 million compared to Euro 5,326 million as at 31 December 2023 and decreased by about Euro 281 million (about -5%), as detailed in the section "Changes in Group Debt" in the Management Report, to which reference should be made.

5. Significant events after the 2024 reporting period

The Board was informed, as also reported in the Consolidated Financial Report, that no subsequent events occurred that had a significant impact on the 2024 Financial Statements.

6. Atypical or unusual operations

In light of the oversight carried out, the information received at the Board of Directors' meetings from the Chair and Chief Executive Officer, management and independent auditors, the Board did not identify any "atypical and/or unusual" transactions.

7. Supervision of related-party transactions

Pursuant to relevant rules and regulations, the Company has set up a procedure for related-party transactions. The Board of Statutory Auditors monitored both the Procedure's compliance in respect of any rules and regulations applicable from time to time, and its full and proper implementation.

During the year, the Group did not execute any transactions qualifying as "major" or "minor" or transactions that had a material impact on the financial position or results of the Nexi Group.

Information pertaining to financial and economic transactions between Nexi Group companies and related parties are detailed under the specific section of the Notes to the Integrated Annual Report (section 37), to which reference should be made.



To the best of the Board of Statutory Auditors' knowledge, there were no intra-group or related party transactions in 2024 in conflict with the Company's interests.

8. Oversight of management standards and organisational structure

Pursuant to Article 114(2) of the TUF, the Board of Statutory Auditors secured knowledge and provided oversight *as to organisational structure*, as to compliance with the standards of proper management, and as to the appropriateness of any instructions provided by the Company to any subsidiaries, by securing information both from relevant corporate officers and at meetings held with the Independent Auditors in the context of mutual reporting on relevant data and information.

Acknowledging Nexi S.p.a.'s compliance with the Corporate Governance Code, the Board of Statutory Auditors also checked the independence requirements of its members, as well as the proper application of the criteria and verification procedures adopted by the Board of Directors to assess the independence of its Directors.

During the course of its oversight, the Board acquired information and monitored the implementation and completion of the "Target Operating Model" (TOM), the organisational changes that have taken place and/or will soon be implemented in the Group's structures and Legal Entities, and the sizing of such structures. To this end, as already mentioned in this report the Board received regular updates on the organisational changes that took place during the year.

The Board paid particular attention to the consolidation of the second- and third-level internal control functions (Audit, Risk Management, Compliance) aimed among other things at the implementation of the Target Operating Model.

It should be noted that the Board, both during the course of its audits and during its meetings with the RCSC and the Supervisory Bodies of the investee companies, received continuous updates on the fact that certain companies belonging to the Nexi Group were subject to inspections or administrative proceedings of an ordinary nature (to a predominant extent) and of an extraordinary nature by the relevant supervisory authorities, including recently the German Federal Financial Supervisory Authority (BaFin) and the Italian supervisory authority (Banca d'Italia) with respect to several areas, including anti-money laundering and the provisions introduced by the so-called PSD2, as also described in the Management Report. The Board monitored the issue, which also includes organisational impacts and the dimensioning of control structures, and noted the evolution of the discussions of the companies concerned with the supervisory authorities and the status of the remedial actions carried out in response to the requests and findings received. Noting that the actions were taking place as agreed with the supervisory authorities, the Board of Statutory Auditors recommended that the implementation deadlines be respected in order for the remedial actions to be completed in a timely manner.

The Board emphasised the importance of pursuing an action of refining processes over time, with particular attention to the design of Group, Regional and Local roles and responsibilities, also in response to

organisational revisions that have taken place and are expected in Group and local structures, which could also have an impact on the size of the structures. Also in 2024 the Board paid special attention to the evolution of the organisational structure of the control functions, and will continue to monitor the streamlining of the processes and said corporate structures that may be implemented in line with the company's evolution.

With regard to the *2024 Right-sizing Plan*, as also mentioned in the Board's report on the year 2023, through specific audits during the year with the Group HR function, it took note of the situation in terms of sizing and the impact of the Plan, in particular on the Control Functions and the Financial Reporting Manager. When analysing the Control Function Plans, the Board also found that such functions gave an account of the current adequacy of their structures as well as of their resource requirements when fully operational ("target").

On 8 April 2024 the Board took note of the approval of the "Intercompany contracts management" procedure, which is intended to govern the management of intercompany services in the Group, including their contractualisation. During its audits during the year the Board was informed on the main issues concerning the definition of *intra-group contracts* and on the progress of the project (based on three pillars: Transfer Pricing Assessment of Nexi S.p.A., Group Transfer Pricing Assessment, drafting of a Transfer Pricing Policy and definition of an organisational procedure at the Group level).

The Board was informed in February 2025 that the intercompany contracts relating to the five most important areas (CISO, MS, Group Corporate Systems, Digital, CTO) had been finalised and the relevant billing flows accounted for in line with the contracts, and that the signing process was being completed by all Legal Entities concerned, and the reporting to the relevant local authorities in case of critical outsourcing had been initiated.

Having taken note of the project updates, the Board recommended maximum efforts to ensure the completion of the activities.

In this context, the Board paid particular attention to the progress of the adoption of the Group's body of procedures by the Subsidiaries. The Board stressed the importance of consolidating the configuration and governance of the Group's procedural system and related responsibilities, both at the Region and Legal Entity levels, with particular reference to certain areas also highlighted in the annual reports of the internal control functions.

On the whole the organisational set-up appears to be adequate with respect to the group's structure, company size and the type of business conducted, although further fine-tuning is under way.

9. Oversight of the internal control and risk management system

The Board of Statutory Auditors has monitored the appropriateness of the internal control and risk management systems by:

- meeting with the Company's top managers to examine the internal control and risk management system;
- ongoing dialogue with the Control Functions, during which it received information from the Function

Heads on initiatives aimed at strengthening the Nexi Group's risk management and control system, with a focus on the evolution of the structures of the individual functions in light of the new organisational structure;

- reviewing the Control Function's periodical reports, including the ones concerning the outcome of supervising and implementing the identified adjustments;
- attending the meetings of the RCSC as permanent invitees, and when specific agenda items called for it, jointly addressing the issues of common interest with the committee. In order to make their respective activities more efficient, during the course of the year the Board coordinated its meetings with the committee, sharing guidance and information flows and ensuring constant alignment on the various matters dealt with and the relevant guidance;
- meetings with the Financial Reporting Manager and with the Independent Auditors;
- specific meetings with the independent Advisor appointed by the Company and with the Independent Auditors for activities related to the impairment test of goodwill with respect to the half-year and annual financial reports;
- gathering information from the Group Corporate Functions managers, in order to examine the outcomes of the audits they conducted, including to ensure regular reporting with reference to corporate risks monitoring.

Specifically, in order to assess the internal control and risk management system ("ICRMS"), the Board specifically noted:

- the progress of the remedial plans following the inspections of the aforementioned local Supervisory Authorities;
- the findings of the Audit Function's activities, which expressed a "Good" assessment of Nexi S.p.A.'s ICRMS, evaluating it as adequate in terms of independence, management of responsibilities and functioning of information flows among internal control functions and top management;
- the findings of the Group Risk Management function, and in particular the Group-wide risk outlook assessed as "stable" with respect to 2023, as represented in the update of the Enterprise Risk Management function;
- the gradual evolution of risk management frameworks, which make it possible to identify, assess and manage corporate risks, making it easy to prioritise actions (e.g. Credit Risk Management, IT risk, DORA);
- in the area of Group Compliance, the Board reviewed the relevant Annual Report, where it was noted that no critical issues or risks were identified that could influence the assessment of the Internal Control and Risk Management System;

- examined the Report of the Financial Reporting Manager, including the new controls on non-financial reporting, in light of which such officer concluded – in agreement with the Chief Executive Officer of Nexi S.p.A. – that the Certification of the Parent Company's Integrated Annual Report and Separate Financial Statements could be signed;
- information flows with the corporate functions and the Board;
- the gradual implementation and fine-tuning of the Target Operating Model, also in response to organisational changes in the Group's central and local structures (some of which are still in progress), which may also require adjustments in terms of the sizing of structures for their operational efficiency and effectiveness;
- the sizing of the internal control functions;
- the adequacy statements submitted by the Subsidiaries.

During the year, in February and July 2024 and in February 2025, the Board also met with the Boards of Statutory Auditors of the Italian companies and the supervisory bodies or similar bodies of the foreign companies identified as "substantial" in order to gather and share opinions and views on the control activities carried out, with particular focus on the supervision of the Internal Control System. No issues of note emerged during the meetings held and the briefing received.

With regard to the Internal Audit function, the Head of the Group Audit Function periodically reported on Group Audit activities. During the frequent meetings the Board was able to monitor the progress of the activities in the 2024 Plan, the 2025 Business Plan, the status of the Audit Reports issued and the updates of the structure, as well as the evaluation of the Internal Control System (ICS).

Among other things, the Board examined the 2024 Annual Report presented at the meeting held on 24 February 2025. At that meeting it also took note of the "*2024 Annual Assessment of the Group's Internal Control and Risk Management System*" prepared by the Group Chief Audit Executive – which also incorporates the assessments expressed by the Managers of the 2nd-level control functions – and which shows a change in the scope, both to progressively include all governed and relevant companies, and to adjust the scope to the corporate changes that took place during the year. The summary integrated assessment of the companies' Internal Control System (ICS) was generally positive ("Satisfactory").

The Management Bodies of the Companies in the scope issued *a statement regarding the COAAS (Confirmation on adequacy of local Organisational, Administrative and Accounting Structure) assessment*, which generally shows a substantially satisfactory situation. In addition, the Companies provided a summary of the areas for improvement, formalised in the certificates submitted.

The Head of Internal Audit, taking into account the available resources and budget, confirmed the adequacy of the function with respect to current needs.



The Board took note of the findings of Internal Audit and recommended a close monitoring of the corrective actions identified during the audits and the related deadlines, as well as a continuous monitoring of the adequacy of the workforce with respect to the constantly evolving business needs, both in terms of size and skills.

For the Risk Management function, in the course of its audits the Board received information and noted from Group Risk Management that the Report on 2024 highlights the improvement actions taken, including the supervision of Risk Management with respect to Legal Entities of strategic importance. Specifically, Risk Management disseminated methods to be adopted, supporting local teams in the implementation of group projects and collecting information to monitor exposure to existing and emerging risks. The Board took note of the contents of the function's 2025 business plan.

In the course of its audits during the year, the Board was periodically informed by the Risk Management Function about the updates to the Enterprise Risk Assessment. The last assessment presented in February 2025 shows that companies of strategic importance have updated their local ERM assessments in the period November 2024 - February 2025 and the most significant local risks have been consolidated into the Group's risk map.

The Report also shows that the overall risk exposure is stable compared to the July 2024 assessment. The necessary mitigation plans have been identified and agreed with management, some of which are the same as those of past years. Mitigation actions are helping to reduce exposure to risks such as those related to: i) the BaFin inspection (although relevant AML actions remain to be completed by June 2025); ii) the full formalisation of intercompany contracts, given that the most critical areas are now adequately governed; iii) the PaaS (Platform as a Service) project, whose governance and roadmap have been clearly defined and related programmes initiated.

The Board took note of the overall progress of the *DORA project* and the plan for monitoring and managing deadlines, recommending the timely implementation of projects nearing completion.

The Board focused its attention on the Credit Risk Appetite Framework in order to obtain a complete and comprehensive group-wide view of activities subject to credit risk.

From an organisational point of view, the Risk Management Function optimised and updated its organisational structure during the year.

The Manager confirmed the current adequacy of the resources, and the Board recommended continuous monitoring of the adequacy of the workforce with respect to the evolving company needs, both in terms of size and skills.

During the year the Board received information from the Group CISO about the results of the 2024 *business continuity* test plan, the findings of the Group Business Impact Analysis and the 2025 business continuity test plan. It took note from the CISO of the findings of the Business Continuity Tests carried out in 2024, which

were substantially positive.

The Board received information from time to time about updates to the Business Continuity and Crisis Management policies.

In February 2025, the Board examined the "Cybersecurity updates" report and was informed of: i) the main trends relating to Cyber threats applicable to the Nexi context (e.g. DDoS, Ransomware, Malware, Supply Chain attacks, AI-related threats); ii) the trend of the main security KPIs relating to the Group's Legal Entities, which show that on average there has been an improvement in the security measures in place.

The Board focused on the topic of resilience of network infrastructure, also in light of some events abroad and reported in the press. Specifically, it carried out a specific assessment covering the logical and physical topology of the network used, the identification of the "core" services provided and the monitoring and testing performed. The information received from the relevant functions shows a substantially adequate supervision of network resilience, also considering the functions' updates to the specific policies and methods for the identification and management of cyber risk (including cybersecurity risk) and the adoption of specific organisational safeguards. The Board provided and shared insights on possible complementary enhancements to be adopted in emergency situations in light of the evolving geopolitical and economic landscape, especially with respect to strategic services and structures such as payments.

The Compliance Function reported to the Board of Statutory Auditors on a regular basis (including during meetings of the RCSC) on the status of the Group's activities in the area of Compliance, on the progress of its annual plan of activities and audits for the areas of responsibility assigned to the Function. The Board examined the 2024 Group Compliance Annual Report. The Board took note of the update to the 2024 Group Compliance Plan and the actions to strengthen the Group Compliance framework carried out in 2024, as well as the adequacy of the resources allocated.

The Group Compliance assessment of the internal control and risk management system shows that no critical issues or risks were identified that could influence the assessment of the Internal Control and Risk Management System.

At its meeting of 24 February 2025 the Board examined the 2025 Group Compliance Plan, which sets out the main activities to be carried out in 2025 with respect to Group Compliance macro-areas of action: i) Frameworks and Advisory; ii) Oversight; iii) Enablement and Strategic Projects; iv) Group Privacy Centre of Excellence. The Manager confirmed the adequacy of the current resources.

At its meeting of 24 February 2025, the Board examined the *DPO Annual Report* for 2024, which found that at the organisational level, following the transposition of the Group Data Protection Guidelines, which introduced the figures of "Privacy Champions" and the Group Privacy Coordinator, the appointment of such Privacy Champions began in 2024 and will be completed in 2025. With a view to streamlining the management process and in order to incorporate changes to the organisational privacy model, internal regulations were

revised with regard to Data Breaches, Third Parties, Data Subject Requests and the Privacy by Design Procedure. The activities of the year were carried out in continuity with the Plan prepared for 2024. The Report noted that all corrective actions had been closed with respect to the previous year, therefore there were no open corrective actions related to privacy. Overall, adequate/effective safeguards emerge within an organisational and managerial framework capable of identifying the need for adjustments.

As mentioned in section 8, the Board took note of the findings of the supervisory authorities following the inspections and the remedial plans agreed with the authorities, and monitored the progress of the situation and the aforementioned remedial plans, mostly through the respective supervisory bodies.

The Board reviewed the *certifications of adequacy of the organisational, administrative and accounting structure* – with particular reference to the internal control and risk management system – of the Subsidiaries of strategic value issued by the subsidiaries themselves, as envisaged under the Nexi Group General Regulation on the exercise of management and coordination and the Guidelines on the Internal Control and Risk Management System of the Nexi Group.

In May the Board was informed by the RCSC about the contents of the first issue of *Nexi S.p.A.'s General Regulation*, which was then approved by the Board of Directors. The Board of Statutory Auditors emphasised the importance of a direct relationship between central and local functions while respecting the local autonomy and role of local bodies, and that local functions should involve local bodies where necessary, and that this document should be updated in a timely manner in line with organisational developments.

In conclusion, based on the assessments performed, the information acquired and the information received from the control functions, the Board of Statutory Auditors considers the internal control and risk management system to be substantially adequate. Furthermore, in order to ensure the maximum effectiveness of the internal control and risk management system, the Board emphasised the importance of continuously monitoring the adequacy of the staffing of the control functions with respect to the constantly evolving needs of the company, both in terms of size and skills.

10. Oversight of accounts administration and of financial reporting

The Board of Statutory Auditors, acting as Internal Control and Accounting Auditing Committee (pursuant to article 19(2) of Italian Legislative Decree no. 39/2010), monitored the process and checked the efficacy of the internal control and risk management systems as far as financial reporting is concerned. Specifically, with the Independent Auditors it was able to verify the general scope and content of the audit plan and the execution of the work.

The administrative and accounting procedures for the drafting of the separate and consolidated Financial Statement, as for any other financial communication, have been set up under the responsibility of the Financial Reporting Manager who, together with the Chief Executive Officer, certifies its adequacy and effective implementation. The Board verified the preparation of the instructions given to the Group subsidiaries for the

consolidation process.

The Board of Statutory Auditors has regularly met with the Financial Reporting Manager to share information on the administrative-accounting system and on its reliability in terms of a correct representation of management. The Board of Statutory Auditors gathered information on the plan and the controls carried out by the Financial Reporting Manager. During these meetings, no significant shortcomings in the operational and control processes were reported that could affect the judgement of the overall adequacy and effective application of the administrative and accounting procedures.

On 24 February 2025, the Board met with the Financial Reporting Manager and the Independent Auditors to examine the *correct use and uniformity of the accounting standards* for the purpose of preparing the Parent Company's Integrated Annual Report and Separate Financial Statements as at 31 December 2024. The Financial Reporting Manager confirmed that the Consolidated Financial Statements as at 31 December 2024 were prepared in accordance with IAS/IFRS, without applying any exceptions. No critical issues arose concerning the correct use of the accounting policies adopted for the preparation of the Financial Statements and, with respect to the Subsidiaries, the uniformity of the criteria adopted.

The Board considered the process of preparing the Consolidated Financial Statements as at 31 December 2024 to be adequate, also based on the information received from the Independent Auditors.

During its audits and in the course of the meetings of the RCSC and Board of Directors, the Board paid particular attention to the *method used for the impairment test and the results of the goodwill impairment test*. As in previous years, the Management Body sought the support of independent experts. Specifically:

- with regard to the preparation of the Separate and Consolidated Financial Statements, the guidelines for the impairment procedure were presented to the Board and the RCSC, with the Independent Auditors also present, on 20 January 2025. They were approved by the Board of Directors at its meeting of 23 January 2025, in accordance with the applicable procedure;
- the Board of Statutory Auditors met with the independent expert in various meetings and with the Financial Reporting Manager in order to be updated on the Impairment process and its progress. During the meeting of 24 February it therefore took note of the final results of the impairment test for the purpose of preparing the Consolidated Financial Statements and the Separate Financial Statements of Nexi S.p.A. as at 31 December 2024.

With regard to the administrative and accounting control system pursuant to Italian Law 262/05 and Italian Legislative Decree 125/24, on 24 February 2025 the Board of Statutory Auditors examined the "*Explanatory report of the work carried out by the Financial Reporting Manager for the purposes of the certification pursuant to Article 154 bis of the TUF*" and the activities carried out for the purpose of aligning with regulatory provisions, including the new controls on non-financial reporting.

The Report of the Financial Reporting Manager found that the design of the processes and the testing of the

relative controls on financial and non-financial reporting reveal an organisational and management framework that is substantially suitable for the supervision of the correctness of corporate reporting and that, in agreement with the Chief Executive Officer of Nexi S.p.A, the Financial Reporting Manager of Nexi S.p.A. deems it appropriate to sign the certifications of the Integrated Annual Report, the Parent Company's Separate Financial Statements as at 31 December 2024 and the Sustainability Report.

In the meetings held regularly with the Board of Statutory Auditors, the heads of the Independent Auditors reported no critical situation that may undermine the internal control system concerning administrative and accounting procedures.

The Board reminded the Financial Reporting Manager of the importance of continuing the process of updating internal controls, including with respect to activities and processes related to the CSRD and the future adoption of the financial statement layouts required by the new IAS 1.

In view of the information gathered and of the conducted review, the Board of Statutory Auditors reckons that the administrative and accounting system in place is substantially adequate on the whole and complies with the current laws of reference.

11. ESEF - European Single Electronic Format

As required by current regulations, the Board of Statutory Auditors noted that Nexi's Consolidated Financial Statements are made available to the public in the XBRL format. As in 2023, the Directors and the Independent Auditors noted that due to some technical limits of the main tools used in the market some information contained in the Notes to the Consolidated Financial Statements, prepared in ESEF format, extracted from the XHTML format in an XBRL instance, may not be reproduced identically to what is contained in the Consolidated Financial Statements in XHTML format.

This aspect was discussed by the Board of Statutory Auditors with the Financial Reporting Manager and the Independent Auditors, who expressed an unqualified opinion on the compliance of the Financial Statements with the provisions of Delegated Regulation (EU) 2019/815, recalling what the Directors said about the technical issues mentioned above.

12. Enforcement of corporate governance rules

While performing its tasks, as envisaged by Article 149(1)(c-bis) of the TUF the Board of Statutory Auditors monitored the modalities of a concrete enforcement of the corporate governance rules envisaged by the codes of conduct, which Nexi declares to abide by.

Nexi complies with the Corporate Governance Code promoted by Borsa Italiana S.p.A. and has drafted, pursuant to Article 123-bis of the TUF, the annual "*Report on Corporate Governance and Ownership Structures 2024 pursuant to Article 123-bis of the TUF*", which among other things provides information on:

- a) the Corporate Governance practices effectively set in place;



- b) the main characteristics of the risk management and internal control systems;
- c) the operating mechanisms of the Shareholders' Meeting, its main powers, the Shareholders' rights and the exercise modalities of such rights;
- d) the composition and functioning of administration and supervisory bodies and of the internal board committees, as well as other information provided for by Article 123-bis of the TUF.

The Board took note of the contents of this document at its meeting of 24 February 2025 and at the Board of Directors' meeting of 27 February 2025, which approved this Report.

The Board of Directors carried out a self-assessment of its own functioning, size and breakdown, and of the Internal Board Committees with the help of independent external consultants. The outcome of said process is also illustrated in the Corporate Governance Report. Concurrently, the Board of Directors also confirmed that the directors and statutory auditors meet the requirements of independence. Furthermore, the Board of Directors drafted its guidelines to the shareholders on the occasion of the expiry of its term of office with the approval of the Financial Statements as at 31/12/2024.

The Board of Statutory Auditors also successfully verified the appropriate implementation of the verification criteria and procedures adopted by the Board of Directors for evaluating the independence of its members.

On 27 February 2025 the Board of Directors also updated and approved the Succession Planning for strategic roles with the aim of ensuring continuity and managerial oversight of the business in the medium/long term, mitigating risk factors, taking into account the favourable opinion of the Remuneration and Appointment Committee.

13. Oversight of independent audits and the independence of the Independent Auditors

The Board of Statutory Auditors recalls that the appointment of the independent audit of the Group's Consolidated Financial Statements for the financial years 2019-2027 and the limited audit of the Group's Consolidated Financial Statements for the half-years ending on 30 June of said financial years has been entrusted to PricewaterhouseCoopers S.p.A., which is also the Group's auditor.

An update of the Procedure for appointing the independent auditors was approved in July 2024 to take into account regulatory updates and to define the information and authorisation flows envisaged therein in greater detail.

Pursuant to Article 19(2) of Italian Legislative Decree 39/2010, the Board of Statutory Auditors also acts as Internal Control and Accounting Auditing Committee and carried out said supervision of the legal audit of annual accounts and of consolidated financial statements.

The Board of Statutory Auditors regularly met with the Independent Auditors as provided for by Article 150(3) of the TUF, in order to share the data and information necessary to carry out their respective tasks. During such meetings, the Independent Auditors reported no actions, nor facts, deemed reprehensible, nor any irregularity that required specific flagging, pursuant to Article 155(2) of the TUF. During such meetings, the



Board of Statutory Auditors was informed about the fundamental issues that emerged during the audit, which concerned in particular assessment-related issues, as well as the main implications relating to the extraordinary transactions of 2024.

Whilst supervising the 2024 Financial Statements, the Board periodically met with the Independent Auditors to examine the activities concerning the limited audit of the interim consolidated financial statements as of 30 June 2024. On 8 August 2024 the Independent Auditors issued their report on the limited audit of the Condensed Consolidated Interim Financial Statements, finding no issues of note.

Subsequently, the Board of Statutory Auditors met several times with the Independent Auditors to analyse the audit plan for the Financial Statements as at 31 December 2024 of Nexi and the Nexi Group, and was updated on the progress of the audits. The project concerning the consolidated and separate annual financial statements closing on 31 December 2024, featuring the Board of Directors' Management Report and the certification of the Chief Executive Officer and of the Financial Reporting Manager, was submitted to the approval of the Board of Directors at the meeting held on 27 February 2025, and was concurrently made available to the Independent Auditors and the Board of Statutory Auditors.

On 2 April 2025, pursuant to Article 14 of Italian Legislative Decree 39/2010 and Article 10 of Regulation (EU) 537/2014, the Independent Auditors published the audits of the Integrated Annual Report and the Separate Financial Statements of Nexi S.p.A. for the year ended 31 December 2024.

On 2 April 2025, the Independent Auditors also submitted to the Board of Statutory Auditors the additional report envisaged by Article 11 of Regulation (EU) 537/2014 which notes no significant shortfalls in the internal control system, with reference to the financial reporting. This report will be submitted to the Board of Directors along with any observations of the Board of Statutory Auditors pursuant to Article 19(1)(a)(2nd part) of Italian Legislative Decree 39/2010.

With regard to the oversight of the independence of the Independent Auditors, during 2024 the Board performed its own verification and monitoring, in particular with regard to the provision of non-audit services to the audited entity. The Independent Auditors submitted to the Board of Statutory Auditors the declaration concerning its independence, as requested by Article 6 of Regulation (EU) 537/2014, which identified no situations that are prejudicial to independence.

The Independent Auditors received the following fees during 2024, as reported in the annex to the Financial Statements and as required by Article 149-duodecies of the Issuers' Regulation.

(Amounts in thousand euros)

	NEXI S.p.A.		Group Companies	
	PwC S.p.A.	PwC network	PwC S.p.A.	PwC network **
Auditing	275		556	3,850



Other certifications*	184			146
Other services:	-	-	-	91
Due diligence				-
Agreed audit procedures				89
Other services				1
Total	459	-	556	4,087

* Include certification services assigned to PwC network companies in accordance with specific regulatory requirements, ISA 800/805 and ISAE 3000 certification services, sustainability reporting certification services, services for signing tax returns.

** Also includes foreign companies in the PwC network that perform legal or voluntary auditing services in favour of the Nexi Group's foreign subsidiaries and consolidated companies.

14. Oversight of sustainability reporting

The Group will prepare the Sustainability Reporting as at 31 December 2024 on a consolidated basis for the first time, drafted in accordance with European Directive 2022/2464 (Corporate Sustainability Reporting Directive - CSRD) and Italian Legislative Decree 125/24, both in terms of reporting and internal control.

The Sustainability Reporting, prepared on a consolidated basis, is part of the Consolidated Management Report of the financial statements, together with the Sustainability Reporting required by Article 154 bis(5 ter) of Italian Legislative Decree 58/98.

The Board carried out its supervisory activities in its own meetings and by participating in the meetings of the RCSC and the Board of Directors, as well as through periodic exchanges and discussions with the Independent Auditors (which performs limited auditing of the Sustainability Reporting on a consolidated basis and issues certification pursuant to Article 8 of Italian Legislative Decree 125/24) and the Financial Reporting Manager, which issues a certification of the Sustainability Reporting pursuant to Article 154-bis of the TUF.

The Board periodically monitored the Company's progress towards compliance with current law and Italian Legislative Decree 125/24 and the implementation of Data Collection and Reporting processes, also supported by training of the stakeholders involved.

On 24 February 2025, together with the Financial Reporting Manager and the ESG Manager, the Board took note of the proposed Sustainability Reporting, in line with the regulatory requirements under Italian Legislative Decree 125/24. The 2024 Sustainability Reporting was approved by the Board of Directors on 27 February 2025 in conjunction with the approval of the 2024 Integrated Annual Report.

Specifically, the Board was briefed on the ratings and key progress in the implementation of the CSRD in the Nexi Group in line with the Group's Sustainability Policy and with the aim of ensuring that decision-making,

implementation, monitoring and reporting on sustainability issues are consistent and aligned across the Group.

During the meetings mentioned, the Board met periodically with the "Group ESG & Sustainability" structure, which not only coordinates all activities on the subject, but also provides regular reporting on sustainability issues to the corporate bodies. At the Board and RCSC meeting on 7 May 2024, the Group ESG Manager outlined the approach used for the Dual Materiality Assessment, conducted using the new method and regulatory standards introduced by the CSRD, which replaced the previous regulations on non-financial reporting from 2024 (a crucial analysis for the CSRD's mandatory disclosure requirements). Note that on 8 May 2024 the Board of Directors approved the process for the so-called Dual Materiality Analysis, subject to the favourable opinion of the Risk Control and Sustainability Committee.

At its meetings on 24 February 2025, the Board noted the alignment of the Dual Materiality Assessment with the Enterprise Risk Management framework. In its meetings with the ESG function, the Board verified that Nexi prepared the Sustainability Reporting as at 31/12/2024 in accordance with the new ESRS reporting standards and in accordance with the provisions of Italian Legislative Decree no. 125/2024 (CSRD Decree) implementing the CSRD. The reporting is included in a dedicated section within the Consolidated Management Report.

The Financial Reporting Manager was identified by the Board of Directors as the party having the authority to issue the certification (pursuant to Article 154-bis of the TUF - Italian Legislative Decree no. 58/1998, as supplemented by Italian Legislative Decree no. 125/2024) together with the delegated administrative bodies that the sustainability reporting is prepared in accordance with the reporting standards contained in the delegated acts issued by the European Commission.

The Board of Statutory Auditors acquired this certification and discussed with the Financial Reporting Manager how the activities that must be carried out to guarantee the quality of the data included in the sustainability reporting in terms of best efforts were implemented.

The Board met periodically with PricewaterhouseCoopers S.p.A. (hereinafter also referred to as "PwC"), which performs limited audits of the sustainability reporting on a consolidated basis and issues certification pursuant to Article 8 of Italian Legislative Decree 125/24. The Board received information on the planning of the relevant activities, on the level of extension of the controls to the group companies whose data are included in the document, on the internal control system and on the controls carried out in view of the issuance of the limited assurance, also with respect to the presence of all mandatory information in the reporting. Finally, the Board examined the Report issued by PwC on 2 April 2025 in which it acknowledged that no evidence had come to its attention to suggest that the statement had not been drawn up in all significant aspects in compliance with the required regulations and principles.

Having also noted in the course of the aforementioned audits and meetings that no particular critical issues were found, the Board considers the procedures, processes and structures governing the production of sustainability reporting to be substantially adequate and effective, and that the relevant regulations are

complied with (it being the responsibility of the auditor to verify the compliance of the sustainability reporting with the relevant regulations and ESRS standards). The sustainability reporting was found to be structured in line with the provisions of Articles 3 and 4 of Italian Legislative Decree no. 125/2024 and with the company's strategic objectives and policies. It recommends the importance of implementing and refining the activities carried out by the second- and third-level control functions on the subject of sustainability reporting, and of directing and monitoring the plan for the definition of the Nexi S.p.A. and Group Policies and Procedures necessary to govern both the activities preparatory to the drafting of the Sustainability Reporting and the activities pertaining to the significant issues identified with the dual materiality analysis.

Finally, the Board recommended the completion of the relevant internal regulations in order to govern the processes and controls required at the group level for the preparation of the Sustainability Reporting.

In the course of its oversight relating to Sustainability Reporting, no elements of non-compliance and/or violation of the relevant regulatory provisions came to the attention of the Board of Statutory Auditors.

15. Remuneration policy

The Board of Statutory Auditors monitored the corporate processes that led to the definition of the Company's remuneration policies, with a specific focus on the remuneration criteria for the Chief Executive Officer, top management and the heads of the control functions. The Board attended the meetings of the Remuneration and Appointment Committee, which this February also reviewed the "Report on the remuneration policy and compensation paid" and received information on the subject. The Board of Statutory Auditors has thus taken note, including through meetings with the Group HR function, of the corporate processes that led to the definition of the Company's remuneration policies, also with the support of the checks carried out by the Internal Audit function, with a specific focus on the remuneration criteria for the Chief Executive Officer, top management and the heads of the control functions.

At its meeting of 10 February, which the Board was invited to attend, the Remuneration and Appointment Committee prepared and approved the report, the contents of which are incorporated in the Corporate Governance Report, and which was submitted to the Board of Directors for approval on 27 February 2025.

On 27 February 2025 the Company's Board of Directors approved the "Report on the remuneration policy and compensation paid" prepared pursuant to Articles 123-ter of Italian Legislative Decree No. 58 of 24 February 1998 and 84-quater of the Issuers' Regulation.

As illustrated in note 38.2 of the Consolidated Financial Statements, to which reference is made, at the date of the Financial Statements, assignments had been completed for all three cycles of the First LTI Plan for which the vesting period ended on 31 December 2024, and all three cycles of the Second LTI Plan for which the vesting period ends on 31 December 2026.

The Board acknowledges that, both internally and in its dealings with the Board of Directors and Board of



Statutory Auditors, the Remuneration and Appointment Committee acted in an informed manner, devoted adequate time to the topics addressed and benefited from the active participation of its members.

16. Omissions or reprehensible actions, initiatives undertaken and opinions issued

During 2024 and up to the date of this report, the Board of Statutory Auditors has not received any complaints pursuant to Article 2408 of the Italian Civil Code.

The Board of Statutory Auditors released the opinions requested by the governing laws. During the activities undertaken, and on the basis of the information gathered, no omissions, reprehensible actions, irregularities or significant circumstances worth reporting to the Supervisory Authority or signalling in this Report, emerged.

17. Conclusions

Taking all of the above into account and considering the contents of the reports drawn up by the Independent Auditors, and acknowledging the certifications jointly issued by the Chief Executive Officer and the Financial Reporting Manager, in accordance with Article 153 of the TUF the Board of Statutory Auditors has not identified any obstacles: (i) to the approval of the Separate Financial Statements of the Parent Company as at 31 December 2024, reporting a loss of Euro 105,810,630; (ii) to the proposal to cover the loss using the reserve from retained earnings amounting to Euro 4,598 and the "Other Reserves" for the remaining portion of Euro 105,806,032, and to allocate part of the "Other Reserves", as reduced following the previous resolution, to the legal reserve for an amount of Euro 14,270 to reach one-fifth of the share capital; and (iii) to the proposal to distribute a dividend of Euro 0.25 gross of statutory withholding taxes from the available portion of the "Other Reserves" for each Nexi share outstanding on the coupon cut-off date, as further detailed in the proposal for the distribution of available reserves contained in the report on item 2 of the Agenda for the Nexi Shareholders' Meeting scheduled for 30 April 2025.

Concluding, with this Report the Board of Statutory Auditors wishes to thank the Board of Directors, the Management, the Company and Nexi Group Staff for the remarkable commitment and for the fruitful cooperation shown throughout the activities carried out.

* * *

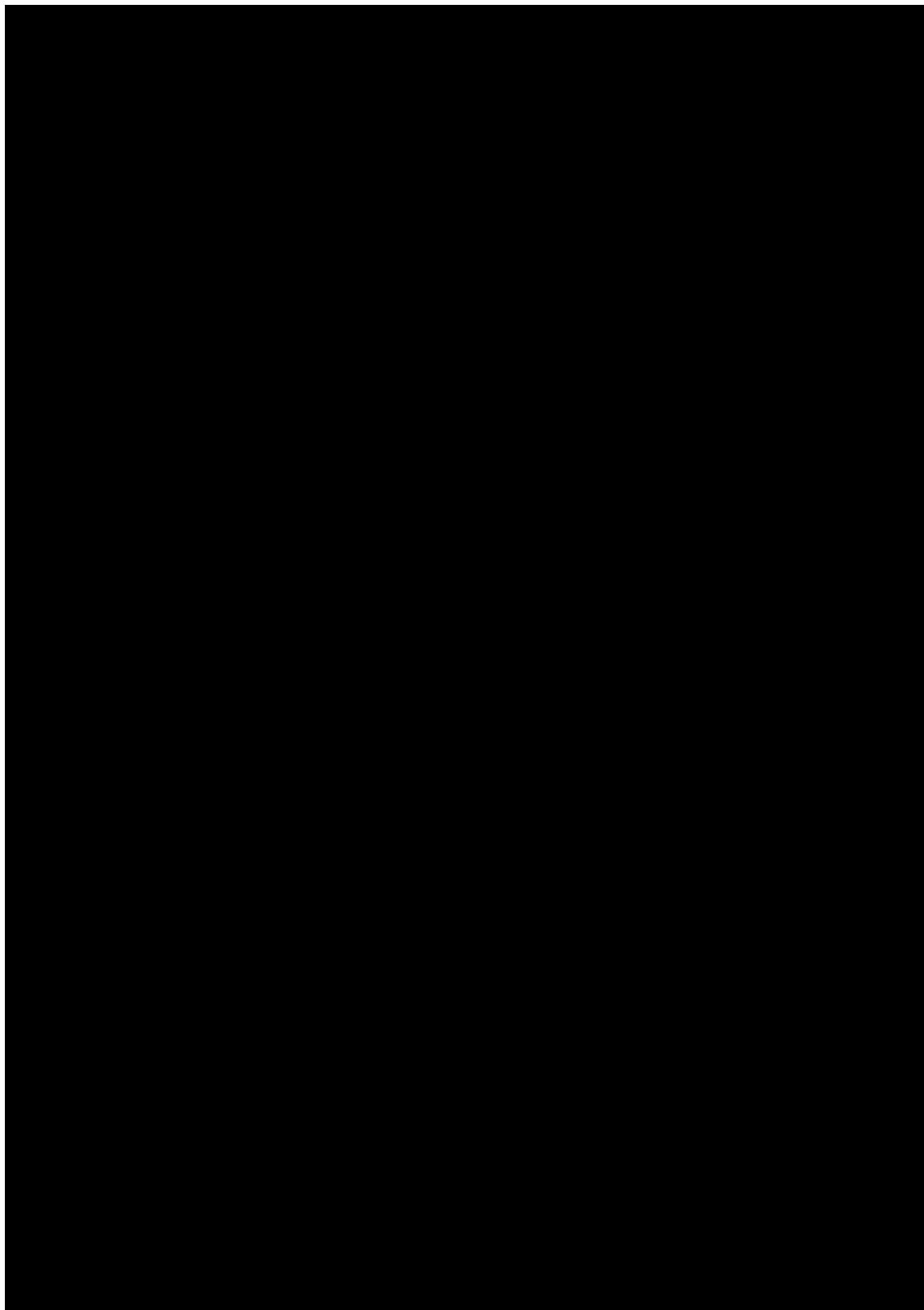
This Report was unanimously approved by the Board of Statutory Auditors.

Milan, 2 April 2025

For the Board of Statutory Auditors

The Chair

Mr Giacomo Bugna







6

REPORT OF THE INDEPENDENT AUDITORS ON THE
FINANCIAL STATEMENTS AS AT 31/12/2024



Independent auditor's report

in accordance with article 14 of Legislative Decree No. 39 of 27 January 2010 and article 10 of Regulation (EU) No. 537/2014

To the shareholders of Nexi SpA

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Nexi SpA (the "Company"), which comprise the balance sheet as of 31 December 2024, the income statement, the statement of comprehensive income, the statement of changes in equity, the statement of cash flows for the year then ended, and notes to the financial statements, including material significant accounting policies information.

In our opinion, the financial statements give a true and fair view of the financial position of the Company as of 31 December 2024, and of the result of its operations and cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union, as well as with the regulations issued to implement article 9 of Legislative Decree No. 38/05.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISA Italia). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of this report. We are independent of the Company pursuant to the regulations and standards on ethics and independence applicable to audits of financial statements under Italian law. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

PricewaterhouseCoopers SpA

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Key Audit Matters

Auditing procedures performed in response to key audit matters

Measurement of recoverable amounts of equity investments

Notes to the financial statements

“Main accounting policies”, section titled “Equity investments”

“Statement of financial position”, section 7. “Equity investments”

Income statement, section 29. “Profit (Loss) from equity investments and disposals of investments”

Nexi SpA holds investments in subsidiaries for an amount of Euro 16,485 million (accounting for 94.2 per cent of total assets).

Equity investments are recognised at cost less any impairment losses, determined in accordance with IAS 36 “Impairment of assets”.

As of 31 December 2024, in case of impairment indicators and for investments deemed significant even in the absence of trigger events, the directors, with the support of external experts, estimated its recoverable amount.

The recoverable amounts have been estimated using the Discounted Cash Flow (“DCF”) method, i.e. discounting the estimated future cash flows, determined on the basis of the 2025 budget and the 2026-2029 projections, to the present value at the measurement date.

As a result of the impairment test, an impairment loss has been recognised as of 31 December 2024 on the line ‘Profit (Loss) from equity investments and disposals of investments’ for a total amount of Euro 511 million as a result of the impairment test.

In consideration of the significant inherent judgement in the process of estimating the recoverable amounts of equity investments, the materiality of its value and of the impairment loss

As part of our audit we performed the following main procedures, also using the support of business valuation experts from the PwC network.

We met with the Company’s management, with the directors and with the external experts to obtain an understanding of the procedure applied by the Company with regard to the method and criteria used to identify impairment indicators and then determine the recoverable amounts of equity investments, in order to verify compliance with the requirements of IAS 36.

We assessed the expertise and objectivity of the external experts engaged by the Company to determine the recoverable amounts of equity investments for the purposes of impairment testing.

We analysed the reasonableness of the forecasts used to determine the future cash flows from the individual equity investments tested for impairment.

We performed a critical analysis of the reasonableness of the key assumptions used in the valuation process, notably the discount rate and the growth rate, also taking into accounts the sensitivity analysis results on such parameters.

We checked the mathematical accuracy underlying the valuation models used and the correctness of the calculations performed by the external experts.

We performed an independent recalculation and sensitivity analyses to determine the



Key Audit Matters

recognised in the financial statements as well as in light of the current macro-economic environment and of the increased competitive pressure in the payments industry, we considered that process a key matter in our audit of the financial statements as of 31 December 2024.

Auditing procedures performed in response to key audit matters

changes in the above-mentioned key assumptions that could have a significant impact on the measurement of the recoverable amounts of the investments, also in response to the current uncertainty in the macro-economic environment.

We verified the adequacy and completeness of disclosures provided in the notes to the financial statements in relation to equity investments, with particular reference to the description of the method of performance of impairment testing and the key assumptions used in the valuation process, in accordance with the International Financial Reporting Standards requirements.

Responsibilities of the Directors and the Board of Statutory Auditors for the Financial Statements

The directors are responsible for the preparation of financial statements that give a true and fair view in accordance with International Financial Reporting Standards as adopted by the European Union, as well as with the regulations issued to implement article 9 of Legislative Decree No. 38/05 and, in the terms prescribed by law, for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

The directors are responsible for assessing the Company's ability to continue as a going concern and, in preparing the financial statements, for the appropriate application of the going concern basis of accounting, and for disclosing matters related to going concern. In preparing the financial statements, the directors use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

The board of statutory auditors is responsible for overseeing, in the terms prescribed by law, the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with International Standards on Auditing (ISA Italia) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error



and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of our audit conducted in accordance with International Standards on Auditing (ISA Italia), we exercised our professional judgement and maintained professional scepticism throughout the audit. Furthermore:

- We identified and assessed the risks of material misstatement of the financial statements, whether due to fraud or error; we designed and performed audit procedures responsive to those risks; we obtained audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- We obtained an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control;
- We evaluated the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors;
- We concluded on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern;
- We evaluated the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicated with those charged with governance, identified at an appropriate level as required by ISA Italia, regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identified during our audit.

We also provided those charged with governance with a statement that we complied with the regulations and standards on ethics and independence applicable under Italian law and communicated with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate the related risks, or safeguards applied.

From the matters communicated with those charged with governance, we determined those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We described these matters in our auditor's report.



Additional Disclosures required by Article 10 of Regulation (EU) No 537/2014

On 13 February 2019 the shareholders of Nexi SpA in general meeting engaged us to perform the statutory audit of the Company's and consolidated financial statements for the years ending 31 December 2019 to 31 December 2027.

We declare that we did not provide any prohibited non-audit services referred to in article 5, paragraph 1, of Regulation (EU) No. 537/2014 and that we remained independent of the Company in conducting the statutory audit.

We confirm that the opinion on the financial statements expressed in this report is consistent with the additional report to the board of statutory auditors, in its capacity as audit committee, prepared pursuant to article 11 of the aforementioned Regulation.

Report on Compliance with other Laws and Regulations

Opinion on compliance with the provisions of Commission Delegated Regulation (EU) 2019/815

The directors of Nexi SpA are responsible for the application of the provisions of Commission Delegated Regulation (EU) 2019/815 concerning regulatory technical standards on the specification of a single electronic reporting format (ESEF - European Single Electronic Format) (hereinafter, the "Commission Delegated Regulation") to the financial statements as of 31 December 2024, to be included in the annual report.

We have performed the procedures specified in auditing standard (SA Italia) No. 700B in order to express an opinion on the compliance of the financial statements with the provisions of the Commission Delegated Regulation.

In our opinion, the financial statements as of 31 December 2024 have been prepared in XHTML format in compliance with the provisions of the Commission Delegated Regulation.

Opinions and statement in accordance with article 14, paragraph 2, letters e), e-bis) and e-ter) of Legislative Decree No. 39/10 and with article 123-bis, paragraph 4, of Legislative Decree No. 58/98

The directors of Nexi SpA are responsible for preparing a report on operations and a report on the corporate governance and ownership structure of Nexi SpA as of 31 December 2024, including their consistency with the relevant financial statements and their compliance with the law.

We have performed the procedures required under auditing standard (SA Italia) No. 720B in order to:

- express an opinion on the consistency of the report on operations and of the specific information included in the report on corporate governance and ownership structure referred to in article 123-bis, paragraph 4, of Legislative Decree No. 58/98, with the financial statements;



- express an opinion on the compliance with the law of the report on operations and of the specific information included in the report on corporate governance and ownership structure referred to in article 123-bis, paragraph 4, of Legislative Decree No. 58/98;
- issue a statement on material misstatements, if any, in the report on operations and in the specific information included in the report on corporate governance and ownership structure referred to in article 123-bis, paragraph 4, of Legislative Decree No. 58/98.

In our opinion, the report on operations and the specific information included in the report on corporate governance and ownership structure referred to in article 123-bis, paragraph 4, of Legislative Decree No. 58/98 are consistent with the financial statements of Nexi SpA as of 31 December 2024.

Moreover, in our opinion, the report on operations and the specific information included in the report on corporate governance and ownership structure referred to in article 123-bis, paragraph 4, of Legislative Decree No. 58/98 are prepared in compliance with the law.

With reference to the statement referred to in article 14, paragraph 2, letter e-ter), of Legislative Decree No. 39/10, issued on the basis of our knowledge and understanding of the company and its environment obtained in the course of the audit, we have nothing to report.

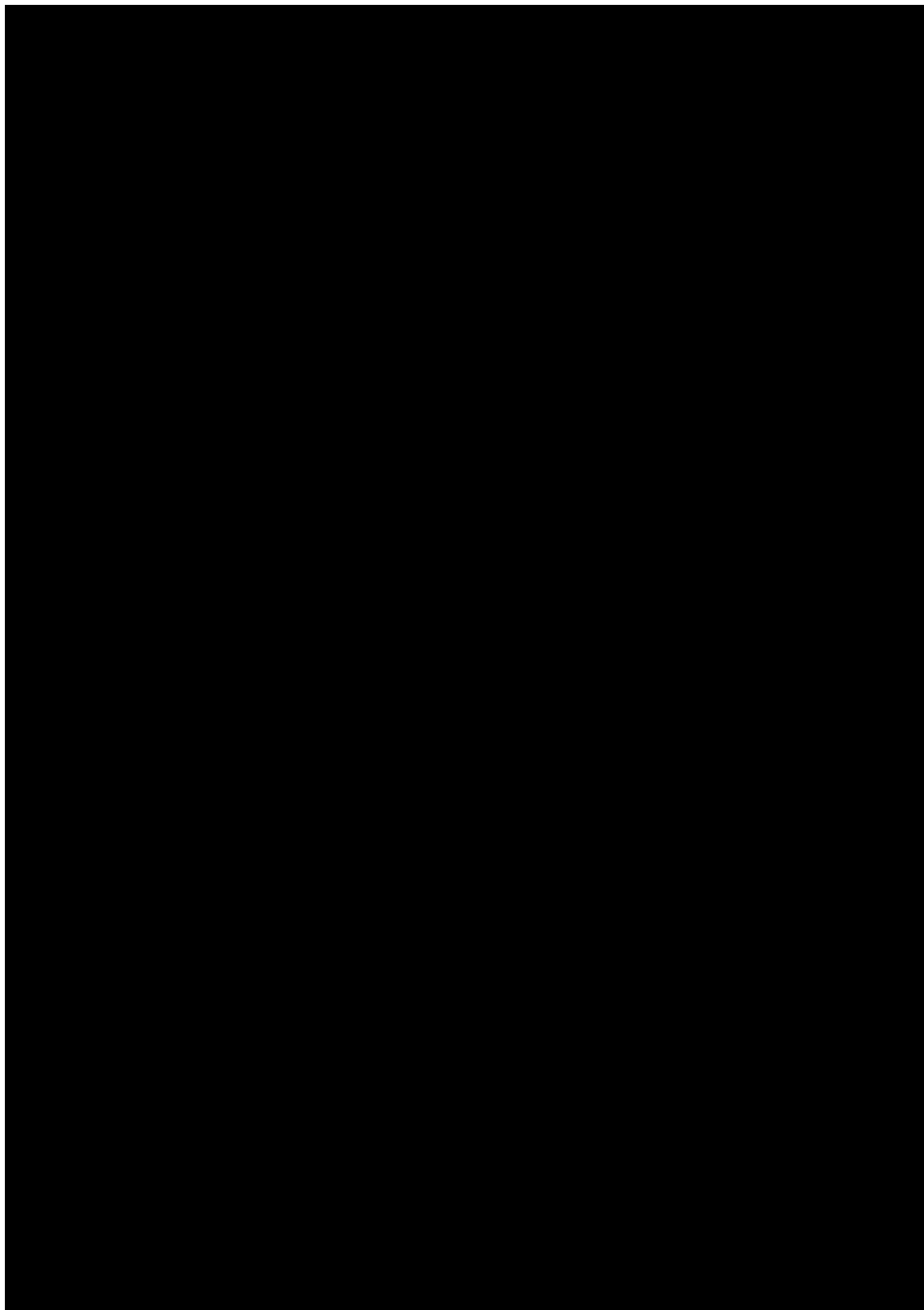
Milan, 2 April 2025

PricewaterhouseCoopers SpA

Signed by

Lia Lucilla Turri
(Partner)

This independent auditor's report has been translated into English solely for the convenience of international readers. Accordingly, only the original text in Italian is authoritative.





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