

**SHAREHOLDERS' AGREEMENT RELATING TO SHARES OF MERCURY UK HOLDCO LIMITED  
AND NEXI S.P.A.**

**Extract pursuant to art. 122 of Legislative Decree dated February 24, 1998, no. 58 (the "CFA") and art. 129 and 131 of the CONSOB Regulation no. 11971/1999 (the "Issuers' Regulation")**

On November 15, 2020 Advent International Corporation in name and on behalf of certain funds managed by it (and, namely, Advent International GPE VII Limited Partnership, Advent International GPE VII-A Limited Partnership, Advent International GPE VII-B Limited Partnership, Advent International GPE VII-C Limited Partnership, Advent International GPE VII-D Limited Partnership, Advent International GPE VII-E Limited Partnership, Advent International GPE VII-F Limited Partnership, Advent International GPE VII-G Limited Partnership, Advent International GPE VII-H Limited Partnership, Advent Partners GPE VII Limited Partnership, Advent Partners GPE VII Cayman Limited Partnership, Advent Partners GPE VII – A Limited Partnership, Advent Partners GPE VII – A Cayman Limited Partnership, Advent Partners GPE VII – B Cayman Limited Partnership, Advent Partners GPE VII 2014 Limited Partnership, Advent Partners GPE VII 2014 Cayman Limited Partnership, Advent Partners GPE VII – A 2014 Limited Partnership and Advent Partners GPE VII – A 2014 Cayman Limited Partnership), Bain Capital Private Equity Europe LLP in name and on behalf of certain funds managed by it (and, namely, Bain Capital Europe Fund IV, L.P. and Bain Capital Fund XI, L.P.), Clessidra SGR S.p.A. in name and on behalf of the fund Clessidra Capital Partners 3 managed by it, Mercury AI S.à. r.l., Mercury BC S.à. r.l., Fides S.p.A., Mercury A Capital Limited, Mercury B Capital Limited, Mercury ABC Capital Limited and Mercury UK Holdco Limited, a company incorporated under English law with registered office at 111 Buckingham Palace Road, London, United Kingdom ("**Mercury**") that, pursuant to art. 93 of the CFA, controls Nexi S.p.A. (collectively, the "**Parties**") entered into a deed of amendment, governed by English law, of the investment and shareholders' agreement stipulated by the same Parties on March 11, 2019 (respectively, the "**Deed of Amendment**" and the "**Mercury SHA**"), in the wider context of the cross-border merger by incorporation of Nets Topco 2 S.à. r.l. with and into Nexi S.p.A. (the "**Merger**").

The Deed of Amendment and the Mercury SHA fall within scope of art. 122, paragraphs 1 and 5, letters a) and b), of the CFA and refer to: (i) the stake representing about 33.33% of Mercury's share capital, entitling to an equal number of voting rights, held by Mercury A Capital Limited; (ii) the stake representing about 33.33% of Mercury's share capital, entitling to an equal number of voting rights, held by Mercury B Capital Limited; (iii) the stake representing about 33.33% of Mercury's share capital, entitling to an equal number of voting rights, held by Mercury ABC Capital Limited; and (iv) all no. 126,028,535 ordinary shares representing about 20.075% of the current share capital, entitling to an equal number of voting rights, of Nexi S.p.A., a company with registered office at Corso Sempione no. 55, Milan, number of registration with the Companies' Register of Milan, Monza Brianza, Lodi and Tax Code 09489670969 and VAT number 10542790968 ("**Nexi**"), admitted to negotiation on the "*Mercato Telematico Azionario*" organised and managed by Borsa Italiana S.p.A., currently held by Mercury.

The Mercury SHA regulates, amongst the others: (i) Mercury's governance; (ii) specific limitations to the transfer of Mercury's shares; (iii) Nexi's governance; and (iv) specific limitations to the transfer of Nexi's shares, where, through the Deed of Amendment, the Parties modified specific provisions of the Mercury SHA itself, so as to reflect certain agreements entered into in the context of the Merger and the envisaged merger by incorporation of SIA S.p.A. with and into Nexi.

For a detailed description of the terms and duration of the Mercury SHA, as modified by the Deed of Amendment, please see the essential information pursuant to art. 130 of the Issuers' Regulation, published on the website [www.nexi.it](http://www.nexi.it).

Milan, November 20, 2020