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Fides S.p.A. – Press Release

Milan, 18 July 2024 – Fides S.p.A. ("Fides"), a vehicle controlled by Clessidra Private Equity SGR S.p.A., as managing company of the AIF Clessidra Capital Partners 3, which is an indirect 15% shareholder in Mercury UK (as defined below), announces that it has entered into a funded collar transaction (the "Transaction") with UniCredit Bank GmbH ("UniCredit"), relating to up to no. 18,146,295 ordinary shares of Nexi S.p.A. ("Nexi"), equivalent to approximately 1.4% of Nexi's shares capital to refinance all Fides' outstanding financial indebtedness in full.

The Transaction consists of:

i. a collar derivative, that is a set of put options (held by Fides) and call options (held by UniCredit) on the underlying Nexi shares, with cash settlement as the default settlement method, and with the right for Fides to elect physical settlement; and
ii. a financing component, whereby UniCredit shall provide Fides with an amount to be utilized to refinance all outstanding financial indebtedness that Fides had incurred with a different financial institution.

Fides has been informed that, in total independence from Fides, UniCredit, upon publication of this press release, shall launch an accelerated book building transaction (the "ABB") on 14,700,000 Nexi shares in order to hedge the long position assumed pursuant to the collar derivative.

The shareholding held in Nexi by Mercury UK Holdco Limited ("Mercury UK") (a vehicle owned by Bain Capital, Advent International, Clessidra and their minority co-investors) is not affected by this transaction and remains unchanged. Mercury UK confirms its full commitment to Nexi and desire to unlock further value from Nexi reflecting its confidence in the ongoing growth and future upside potential of Nexi.

Mercury UK has confirmed to Fides its agreement to the above statement regarding Mercury UK being included in this press release.

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IMPORTANT REGULATORY INFORMATION

This announcement is not an offer of securities for sale in any jurisdiction, including the United States, Canada, South Africa, Australia or Japan. No action has been taken by the Seller, the Joint Bookrunners or any of their affiliates to permit a public offering of the Shares or possession or distribution of this announcement in any jurisdiction where action for that purpose is required.

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The securities referred to herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States without registration thereunder or except pursuant to an available exemption therefrom. There will be no public offering of the securities referred to herein in the United States.