



**MEXEDIA**

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**Mexedia S.p.A. S.B.**

Via di Affogalasio, 105 - 00148

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T: +39 (06) 94502581

[mexedia.com](http://mexedia.com)

PRICE SENSITIVE

PRESS RELEASE

**MEXEDIA COMPLETES THE ACQUISITION OF 51% OF STANTUP SERVICE S.R.L. FOR A TOTAL CONSIDERATION OF EUR 16.5 MILLION**

**Rome (Italy), 25 June 2026** – Mexedia S.p.A. Società Benefit (Euronext Growth Paris: ALMEX, ISIN: IT0005450819), further to its press release of 21 May 2026, announces that today, the conditions precedent thereto having been satisfied, it has completed the acquisition from Rocket Sharing Company S.p.A. (Euronext Growth Milan: RKT:IM) of 51% of the share capital of Stantup Service S.r.l. (the “Transaction”), thereby acquiring control thereof, for a total consideration of EUR 16.5 million.

The Transaction forms part of Mexedia’s development strategy aimed at strengthening its positioning in high value-added technology services, customer management solutions and integrated digital activities.

The Transaction is intended to contribute to the further development of Mexedia’s operational and commercial capabilities through the integration of complementary technological and service expertise.

**Consideration for the Transaction**

The stake of 51% of the share capital of Stantup Service S.r.l. was transferred to Mexedia against the following consideration:

(i) as to 0.93% of the share capital of Stantup Service S.r.l., against a cash consideration of EUR 300,000 paid by way of a deed of transfer of quotas pursuant to Article 2470 of the Italian Civil Code, whose payment occurred on 21 May 2026 (as set forth in the press release of Mexedia dated 21 May 2026); and

(ii) as to the remaining 50.07% of the share capital of Stantup Service S.r.l., against a consideration paid by way of issuance of a total of 2,253,129 new ordinary Mexedia shares (the “New Mexedia Shares”) at an issuance price of 7.19 per New Mexedia Share (including share premium), i.e. an aggregate issuance price of EUR 16,200,000 (including share premium), whose subscription was reserved to Rocket Sharing Company S.p.A. with exclusion of pre-emption rights of the shareholders pursuant to Article 2441, paragraph 4, first sentence, of the Italian Civil Code, as resolved upon by the Board of Directors of Mexedia upon delegation of powers granted by the shareholders’ meeting of 13 March 2026 pursuant to Article 2443 of the Italian Civil Code (the “Contribution”).

PEC: [mexediaspa@legalmail.it](mailto:mexediaspa@legalmail.it)

Cap. Soc.: € 57.000.000,00 i.v.

P.IVA e C.F: 15997541006

REA: 1627922



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The New Mexedia Shares are expected to be admitted to trading on Euronext Growth Paris by the end of July 2026. The exact admission date will be announced by Mexedia as soon as it becomes available through a subsequent press release.

It is reminded that the value of Stantup Service S.r.l. was determined on the basis of an independent valuation report drawn up by a third-party professional pursuant to Article 2343-ter of the Italian Civil Code, as set forth in the press release of Mexedia dated 21 May 2026.

The issuance of the New Mexedia Shares is subject to the rules on contributions in kind (Articles 2343-ter et seq. and 2444 of the Italian Civil Code). The New Mexedia Shares remain non-transferable until the registration of the directors' declaration, and it is expected that Rocket Sharing Company will be able to dispose of them, once the procedures required by law have been completed, by the end of July 2026.

Pursuant to Article 2443, final paragraph, of the Italian Civil Code (read in conjunction with Articles 2343-ter, 2343-quater and 2343 of the Italian Civil Code), the effectiveness of the Contribution is subject, save where the consent of all shareholders is obtained, to the expiry of a thirty-day period from the registration of the capital increase resolution with the Companies' Register. Within that period, shareholders representing at least one-twentieth (1/20) of Mexedia's share capital, in the amount existing prior to the increase, may request that the directors proceed with a new valuation of the contributed asset pursuant to Article 2343 of the Italian Civil Code, i.e. by means of a report by an expert appointed by the competent Court.

### **Disposal of the New Mexedia Shares on the market**

Under the terms of the Transaction, Rocket Sharing Company shall proceed with the disposal of the New Mexedia Shares through sales on the market managed by Banca Generali, appointed as intermediary for the purpose of such sales, in order to ensure, as far as reasonably possible, the sale of such shares and cash collection thereof within 18 months from the closing of the transaction (the "Liquidation Period").

The parties to the Transaction agreed to limit the sales of the New Mexedia Shares on the market to 10% of the daily volumes of Mexedia shares on Euronext Growth Paris.

Should Rocket Sharing Company, upon expiry of the Liquidation Period, not have collected proceeds for a minimum amount of EUR 12 million, Mexedia shall be required to pay to Rocket Sharing Company the balance necessary for the proceeds of the sale for Rocket Sharing Company to reach EUR 12 million.

As security for that payment obligation, Mexedia has granted a pledge over 51% of the share capital of Stantup Service S.r.l. to the benefit of Rocket Sharing Company.

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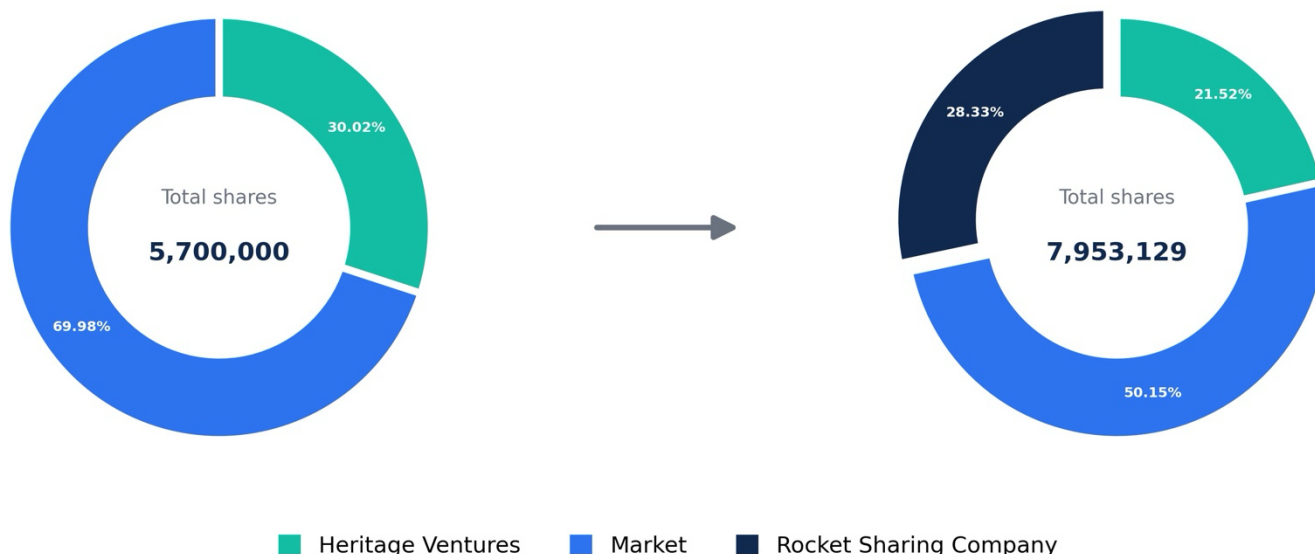
**Dilution**

As a result of the issuance of the New Mexedia Shares, a shareholder holding 1% of the share capital of Mexedia prior to the issuance of such New Mexedia Shares will hold 0.7167% of the share capital of Mexedia after their issuance.

To the best knowledge of Mexedia, immediately after the issuance of the New Mexedia Shares, the share capital of Mexedia is allocated as follows:

**Mexedia – Shareholder structure: dilution effect**

Pre-dilution (5,700,000 shares)      Post-dilution (7,953,129 shares)



**Risk factors**

Investors are advised to take into account the following risks associated with the Transaction:

- the renewal of Startup Service S.r.l.'s main commercial agreement with Fastweb (which constituted 85% of Startup Service S.r.l.'s revenues in 2025) for the 2026–2028 period is under discussion and may not succeed;

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- the market price of Mexedia shares may fluctuate and fall below the issuance price of the New Mexedia Shares;
- the volatility and liquidity of Mexedia shares may fluctuate significantly; and
- sales of the New Mexedia Shares on the market may have a negative impact on the market price of Mexedia shares, it being reminded that Rocket Sharing Company shall proceed with the disposal of the New Mexedia Shares through sales on the market within 18 months from the closing of the transaction.

### **Prospectus**

The issuance of the New Mexedia Shares in connection with the Transaction does not require the approval of a prospectus by the French Financial Markets Authority (*Autorité des marchés financiers*) or the CONSOB (*Commissione Nazionale per le Società e la Borsa*).

#### Forward-looking statements

This press release has been prepared for information purposes only and does not constitute an offer to sell, or a solicitation to purchase or subscribe for, financial instruments.

This press release contains forward-looking statements within the meaning of the applicable legislation, including statements relating to the expected effects of the Transaction, its completion, the expected timetable, the future development of Mexedia's business, as well as expectations, projections, strategic objectives and future events. Such statements are based on information, assumptions, expectations, estimates and projections currently available to management as at the date of this press release and, by their nature, are subject to known and unknown risks, uncertainties, external factors and other events that are difficult to predict and beyond the Company's control. There is therefore no guarantee that the objectives, events or results indicated will actually be achieved; actual results may differ, even significantly, from those expressed or implied. Mexedia undertakes no obligation to publicly update the forward-looking statements, save as required by the applicable legislation.

This press release is disclosed pursuant to Article 17 of Regulation (EU) No 596/2014 on market abuse (Market Abuse Regulation – MAR).

#### About Mexedia

Mexedia S.p.A. Società Benefit is an international tech company listed on Euronext Growth Paris (ticker: ALMEX) and active in the telecommunications and digital services sector. The Company develops solutions designed to manage and optimise communication between businesses and their customers through integrated technologies, automation and omnichannel services.

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*About Rocket Sharing Company*

Rocket Sharing Company S.p.A. (Euronext Growth Milan: RKT:IM) has developed an integrated digital ecosystem based on marketplace, loyalty and fintech services for consumers, merchants and businesses. The Company operates through digital platforms and solutions geared towards customer engagement, payment systems and high value-added services for digital and physical commerce.

*About Startup Service*

Startup Service S.r.l. is an Italian company active in the IT services, digital solutions and operational outsourcing sector. The company provides consulting, technological support and customer management services to start-ups and businesses, operating in areas such as strategy, technology, marketing and operational development. Among its principal current activities, Startup Service S.r.l. provides, on an outsourced basis, end-to-end customer management services for the energy business line of Fastweb.

*Contacts*

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*This press release is available on the website [www.mexedia.com](http://www.mexedia.com) in the "Press Releases" section.*

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