



MEXEDIA

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Mexedia S.p.A. S.B.

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PRICE SENSITIVE

PRESS RELEASE

MEXEDIA SIGNS A BINDING AGREEMENT FOR THE ACQUISITION OF 51% OF STANTUP SERVICE S.R.L. FOR A TOTAL CONSIDERATION OF EUR 16.5 MILLION

Rome (Italy), 21 May 2026 – Mexedia S.p.A. Società Benefit (Euronext Growth Paris: ALMEX, ISIN: IT0005450819), an international tech company operating in the telecommunications and digital services sector, announces that, on today's date, the Board of Directors of Mexedia and the Board of Directors of Rocket Sharing Company S.p.A. (Euronext Growth Milan: RKT:IM) approved the execution of a binding agreement for the sale to Mexedia of a 51% equity interest in Stantup Service S.r.l., an Italian company active in IT services, digital solutions and operational outsourcing services.

As a result of the contemplated transaction, Mexedia will acquire control of Stantup Service S.r.l. for a total consideration of EUR 16.5 million.

The transaction documentation provides for a cash component equal to EUR 300,000, to be paid on today's date in connection with the direct acquisition of 0.93% of the share capital of Stantup Service S.r.l., as well as a share component equal to EUR 16.2 million through the contribution in kind into Mexedia of the remaining 50.07% of the share capital of Stantup Service S.r.l.. For the purposes of determining the valuation attributed to Stantup Service S.r.l. in the context of the transaction, an independent valuation report has been prepared by a third-party professional.

The newly issued Mexedia shares resulting from the reserved capital increase for the benefit of Rocket Sharing Company will be issued within the framework of a contribution in kind transaction implemented under Italian law and will be admitted to trading on Euronext Growth Paris in accordance with the applicable laws and regulations and the relevant timing requirements.

The transaction also provides for specific protection and guarantee mechanisms between the parties, including a minimum monetization guarantee in favour of the selling party equal to EUR 12 million, in accordance with the contractual agreements entered into between the parties.

Under such mechanisms, Rocket Sharing Company shall proceed with the disposal of Mexedia shares issued in consideration for the transaction through sales on the market managed by an intermediary appointed for such purpose, 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*"). 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. A pledge over the 51% equity interest in Stantup Service S.r.l. will be granted by Mexedia on the closing date of the transaction to the benefit of Rocket Sharing Company in order to secure such payment obligation.

PEC: mexediaspa@legalmail.it

Cap. Soc.: € 57.000.000,00 i.v.

P.IVA e C.F: 15997541006

REA: 1627922



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Completion of the transaction remains subject to the fulfilment of certain conditions precedent, including:

- approval of the transaction by the shareholders' meeting of Rocket Sharing Company S.p.A. pursuant to Article 15 of the Euronext Growth Milan Issuers' Regulation;
- waiver or non-exercise of any pre-emption rights by the minority shareholders of Stantup Service S.r.l.;
- confirmation of the continuity of ongoing commercial relationships with Stantup Service S.r.l.'s most significant clients.

Completion of the transaction is also subject to the completion of the corporate, regulatory and technical activities required for its implementation.

Closing is expected to occur indicatively by the end of the first half of 2026 or, taking into account the technical timing required, immediately thereafter.

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.

Paolo Bona, Chief Executive Officer of Mexedia, commented: *«This transaction represents a first concrete step in the evolution path that Mexedia is pursuing, aimed at a progressive focus on higher value-added activities and services with greater margins. We believe that the acquisition of the majority stake in Stantup Service may significantly contribute to the beginning of a new evolutionary phase for Mexedia, supporting the consolidation of the Company's operational profile and the progressive strengthening of the Group's growth and value creation. The transaction fits within a development strategy focused on the quality of activities, long-term sustainability and medium- to long-term value creation, with particular attention to maintaining a solid economic and financial balance and to the progressive strengthening of the Company's capital structure, while at the same time maintaining a coherent and rigorous approach in the identification of strategic opportunities.»*

The reserved capital increase relating to the contribution in kind will be submitted for approval to the competent corporate bodies of Mexedia in compliance with applicable Italian laws and regulations, the Company's by-laws and the rules applicable to Euronext Growth Paris.

Mexedia will inform the market of any relevant updates relating to the transaction, the fulfilment of the conditions precedent and the expected timing for completion of the transaction, in accordance with applicable laws and regulations.

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Investors are advised to take into account the following risks in connection with the contemplated transaction:

- the volatility and liquidity of Mexedia shares may fluctuate significantly; and
- sales of Mexedia shares issued in consideration for the transaction will take place on the market and may have a negative impact on the market price of Mexedia shares.

The issuance of new Mexedia shares in consideration for the acquisition of the 51% equity interest in Startup Service S.r.l. will not give rise to 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 solely for informational purposes 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 applicable laws and regulations, including statements relating to the expected effects of the transaction, its completion, the expected timing thereof, the future development of Mexedia's business, as well as expectations, projections, strategic objectives and future events.

Such forward-looking statements are based on information, assumptions, expectations, estimates and projections currently available to management as of 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, including, without limitation, the non-fulfilment of the conditions precedent set forth in the contractual agreements, the obtaining of required authorisations and approvals, developments in the relevant markets, trends in financial markets, changes in the economic and regulatory environment, as well as additional operational, industrial and strategic factors.

Accordingly, there can be no assurance that the objectives, events or results indicated in the forward-looking statements will actually occur. Actual results may differ materially from those expressed or implied in the forward-looking statements contained in this press release.

This press release does not constitute, nor may it be construed as, investment advice, an offer to sell or a solicitation to purchase or subscribe for financial instruments. Mexedia undertakes no obligation to publicly update, amend or revise any forward-looking statements contained in this press release, except as required by applicable laws and regulations.

This Press Release is issued pursuant to Article 17 of Regulation (EU) No. 596/2014 (Market Abuse Regulation).

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

About Startup Service

Startup Service S.r.l. is an Italian company active in IT services, digital solutions and operational outsourcing services. The company provides consulting services, technological support and customer management services to startups and enterprises, operating in areas including strategy, technology, marketing and operational development. Among the main activities currently managed, Startup Service S.r.l. provides end-to-end outsourced customer management services for Fastweb's energy business line.

About Mexedia

Mexedia S.p.A. Società Benefit is an international tech company listed on Euronext Growth Paris (ticker: ALMEX) and operating in the telecommunications and digital services sector. The Company develops solutions aimed at managing and optimising communication between companies and customers through integrated technologies, automation and omnichannel services.

Contacts

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