

**MEXEDIA**

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

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[mexedia.com](https://mexedia.com)**PRESS RELEASE****Mexedia S.p.A. Società Benefit – Update on strategic transaction involving Telvantis**

**Rome, Italy – 30 December 2025** – Mexedia S.p.A. Società Benefit (Euronext Growth Paris: ALMEX, ISIN IT0005450819) (“Mexedia” or the “Company”) announces that Telvantis, its controlled subsidiary, has signed a definitive stock purchase agreement relating to the sale of its international voice services business, Telvantis Voice Services, Inc. (“TVS”), to Spectral Capital Corporation (OTCQB: FCCN), as publicly disclosed by Spectral Capital [1].

The transaction provides for Spectral Capital to acquire 100% of the issued and outstanding shares of Telvantis Voice Services in a stock-for-stock exchange intended to qualify as a tax-free reorganization under Section 368(a)(1)(B) of the U.S. Internal Revenue Code. Consideration includes shares issued at closing as well as performance-based earn-out shares tied directly to 2026 revenue and profitability milestones.

Under the agreement’s performance-based structure and milestones, the consideration reflects measurable operating results including:

- A 2026 revenue milestone defined as the achievement of at least USD 240 million in annual gross revenue on a consolidated basis;
- A 2026 profitability milestone defined as the achievement of at least USD 1 million in annualized GAAP net operating profit;
- Earn-out shares that may be issued if Telvantis achieves USD 10 million or more in annualized operating profit in 2026, accruing proportionally for each USD 1 million of incremental operating profit above defined thresholds, or alternatively upon achieving USD 665 million in annualized revenue with comparable or superior operating margins.

The performance-based structure is designed to support disciplined growth, operating leverage and shareholder alignment consistent with public-market best practices. The transaction represents a significant step towards profitable scale for Telvantis Voice Services and aligns with the broader strategy of strengthening and optimizing international business platforms. Spectral has publicly stated that Telvantis will be an important contributor toward its anticipated profitable 2026 revenue of approximately USD 450 million. Pending closing, which is expected to occur on or about 31 December 2025 subject to customary closing conditions, Telvantis Voice Services is expected to maintain operational continuity.

[1] See also the public disclosure of the Company dated 3 October 2025.

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Cap. Soc.: € 57.000.000,00 i.v.

P.IVA e C.F: 15997541006

REA: 1627922



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**Daniel Gilcher**, Chief Financial Officer of Mexedia S.p.A. Società Benefit, commented: *“The announced transaction confirms the industrial value built by Telvantis Voice Services over time and represents a coherent step within the broader strategy of the Group. The performance-based structure of the consideration reflects clearly defined operating milestones that align with long-term value creation.”*

Mexedia will continue to monitor the evolution of the transaction and will provide the market with timely updates in accordance with applicable regulatory requirements.

About Mexedia

Mexedia S.p.A. Società Benefit is an Italian company listed on Euronext Growth Paris, operating internationally in the telecommunications sector. The Company operates through a proprietary communication services platform, with an industrial model focused on operational efficiency and long-term sustainability. As a Società Benefit, Mexedia integrates social and environmental responsibility objectives into its development model.

Information pursuant to the Market Abuse Regulation

This press release is issued pursuant to Article 17 of Regulation (EU) No. 596/2014 (Market Abuse Regulation). The information relating to the transaction involving Telvantis is based on publicly available disclosures made by third parties. Mexedia does not assume any responsibility for the content, assumptions or conclusions of such disclosures.

Forward-Looking Statements

This press release may contain forward-looking statements. Such statements are based on current expectations and assessments and involve risks and uncertainties that may cause actual results to differ materially. This press release does not constitute an offer to the public or a solicitation to invest.

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