Momentum S.p.A.
Registered office: Milan - 20159, Piazza Fidia 1
Registered with the Milan - Monza - Brianza - Lodi Companies Register under no. 10927360015
(VAT and tax registration numbers)
Milan Economic and Administrative Index (R.E.A.) no. 2044549
momentum@pec.satispay.com

NOTICE OF PREEMPTION OFFER PURSUANT TO ARTICLE 2441 OF THE ITALIAN CIVIL CODE

The undersigned Alberto Dalmasso, born in Cuneo on 17 August 1984, domiciled for the purpose at the registered office, in his capacity as Chief Executive Officer of the company established under Italian law

"MOMENTUM S.P.A."

with registered office in Milan, Piazza Fidia 1, registered in the Commercial Register of Milan – Monza – Brianza – Lodi under no. and tax code 10927360015, E.A.D. of Milan no. MI – 2044549

ACKNOWLEDGES THAT

on 29 June 2026 the shareholders' meeting of the company has resolved aa share capital increase, in one or more tranches (*scindibile*) and with progressive effectiveness, for an aggregate amount of up to **Euro 119,999,942.36** (one hundred nineteen million nine hundred ninety-nine thousand nine hundred forty-two point thirty-six), of which EUR 167,710.69 (one hundred sixty-seven thousand seven hundred ten point sixty-nine) of nominal value and EUR 119,832,231.67 (one hundred nineteen million eight hundred thirty-two thousand two hundred thirty-one point sixty-seven) of share premium (the **"Share Capital Increase"**), through the issuance of a maximum of no. **1,173,938** (one million one hundred seventy-three thousand nine hundred thirty-eight) new "**Category I-3"** shares, subject to the further specifications set out below, with no par value, with full and regular dividend entitlement.

Therefore, pursuant to Article 2441 of the Italian Civil Code, notifies the following preemption offer (the **"Preemption Offer"**).

- **Procedures, Terms and Price of the Preemption Offer**

The Preemption Offer concerns a maximum of no. 1,173,938 (one million one hundred seventy-three thousand nine hundred thirty-eight) "Category I-3" shares, subject to the further specifications set out below, with full and regular dividend entitlement (the **"Shares"**).

The Shares are offered in preemption to existing shareholders in proportion to the number of shares held by each of them, pursuant to Article 2441 of the Italian Civil Code.

In the context of the Share Capital Increase, the potential issuance of additional new shares, with no par value, is provided for on an anti-dilution basis in favour of the subscribers of the Increase, on terms and conditions substantially analogous (*mutatis*

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mutandis) to those applicable pursuant to paragraph 7.9 of the articles of association (the **"Anti-Dilution Shares"**).

Should an existing shareholder of the company who does not hold "Category I-3" shares exercise the preemption right pursuant to Article 2441, paragraph 1, of the Italian Civil Code and subscribe for new shares of the company, the shares so subscribed by such existing shareholder — as well as any Anti-Dilution Shares to which the same shareholder may subsequently be entitled — shall assume the nature of the shares of the same categories as the shares held by the subscribing shareholder.

The initial effective date of the Increase and of the individual subscriptions shall occur upon the expiry of the final deadline for the exercise of the preemption right, and the "progressive" effectiveness after such deadline shall be immediate; accordingly, the shareholder shall acquire title to the participation and standing to exercise corporate rights at the moment of subscription.

- **Price of the Shares**

The issuance price of each newly issued share is set at a total of EUR **102.22** (one hundred two point twenty-two), inclusive of share premium.

- **Period of the Preemption Offer**

The period for the exercise of the preemption right is equal to 14 (fourteen) days from the date of publication of the Preemption Offer on the company's website in accordance with the applicable legal requirements, or, in the absence thereof, from the date of filing of the Preemption Offer with the competent Commercial Register.

Should the shares offered in preemption not be entirely subscribed by the existing shareholders, the remaining new shares may be placed with third parties, thereby derogating from the right of pre-emption on unsubscribed shares (*inoptato*).

Milan, 7 July 2026

The Chief Executive Officer

Alberto Dalmasso