

Placement Information Document

Midnight (NIGHT) – Placement on Bitpanda

This Placement Information Document (“**PID**”) provides specific information about the placement of NIGHT tokens (hereinafter “**Token**”) provided by Bitpanda GmbH. It is essential and must be read alongside the official whitepaper prepared by Midnight TGE Ltd., which contains comprehensive details about the project, the technology, the team, and the risks associated with the Token itself prior to making any investment decision.

1. Information on the Placement Agent

Full Legal Name: Bitpanda GmbH

Registered Address: Stella-Klein-Löw Weg 17, 1020 Vienna, Austria

Regulatory Status: Licensed Crypto-Asset Service Provider under Regulation (EU) 2023/1114 (MiCAR)

2. Information on the Issuer and/or Offeror of the Token

Full Legal Name: Midnight TGE Ltd.

Registered Address: Craigmuir Chambers, Road Town, Tortola, VG,
1110, British Virgin Islands

3. Placement Details

Type of Placement: This is a best-effort placement of crypto-assets following an open market pricing mechanism without a firm commitment basis (WOUT).

Placement Period: From 07.12.2025, 14.00 CEST until 07/12/2026, 14.00 CEST, or when all allocated tokens are sold, whichever is earlier.

Subscription limits: Bitpanda GmbH will not set minimum or maximum subscription goals with regards to the placement, Bitpanda GmbH will place an reasonably appropriate amount of crypto-assets during the Placement Period, in line with the amount of crypto-assets it has received by the Issuer and the amount of crypto-assets it can procure from the open market, it being understood that Bitpanda GmbH does not guarantee any minimum sales.

Pricing and fees: The pricing mechanism for the placed Token shall follow an open market pricing mechanism based on reference prices from other trading venues. Before, during and after the Placement Period. The fees applicable to the trading of the Token on Bitpanda's trading platform are publicly available on bitpanda.com/legal.

Promotional efforts: Bitpanda will promote the Token in the following ways: Spotlight Service Agreement

Intended Target Audience: The intended target audience are Bitpanda Spotlight users and Bitpanda users who trade similar cryptoassets on Bitpanda's trading platform.

4. Important Notices & Risks Disclosures

The following placement-specific risks are in addition to, and do not replace, the risks described in the issuer's whitepaper. In case of inconsistency, this PID prevails solely as regards the placement mechanics described herein.

1. **Role and responsibility delineation**

Bitpanda GmbH acts exclusively as a crypto-asset service provider and placement agent on a without firm commitment basis. Bitpanda is not the issuer or offeror of the Token and does not undertake, guarantee or warrant the accuracy, completeness or ongoing updating of the issuer's whitepaper or marketing materials. Bitpanda has not independently verified all information provided by the issuer and does not provide investment advice or a recommendation to buy, sell, hold or otherwise transact in the Token.

2. **Best-efforts, no firm commitment; no underwriting, no stabilization**

This placement is conducted on a best-efforts basis without any firm commitment, underwriting, over-allotment or price stabilization. Bitpanda provides no assurance that any minimum volume will be placed, that a target price will be achieved, or that post-placement trading liquidity or price stability will exist.

3. **Open-market price formation; execution and slippage risk**

The Token price during and after the Placement Period is determined by open-market supply and demand and may reference external venues. Prices can be highly volatile and may change materially between order initiation and execution. Purchasers bear execution risk, including slippage, partial fills or non-execution.

4. **Liquidity, market depth and concentration risk**

Spotlight assets may have limited float, fragmented liquidity and thin order books. A small number of market participants, liquidity providers or insiders may account for a disproportionate share of trading. Purchasers may be unable to exit positions at desired times or prices, or at all.

5. **Allocation mechanics and conflicts**

Where applicable, allocations may prioritize technical fairness and operational safeguards over pro-rata outcomes. Bitpanda or its affiliates may hold Tokens, receive fees from the issuer, or run promotional activity. These arrangements can create perceived or actual conflicts. Bitpanda seeks to manage conflicts in

accordance with its internal policies but cannot eliminate market impacts arising from such arrangements.

6. Promotional activity risk

Issuer and third-party promotional content may circulate during the Placement Period. Such materials may be incomplete, inaccurate or not MiCAR-compliant. Purchasers should not rely on promotional claims. Only the whitepaper and this PID should be considered when making a decision.

7. Technology and smart-contract risk

The Token, its underlying smart contracts and the relevant chain(s) may contain vulnerabilities, be subject to bugs, downtime, forks or chain reorganizations. Transactions may be delayed, fail or be irreversible. Bitpanda does not control protocol governance, validators or core code and is not responsible for defects or security failures.

8. Custody and transfer risk

Holding and transfer of Tokens may require compatible wallets and correct network parameters. Errors in addresses, network selection (“wrong chain”) or unsupported contract features may cause permanent loss. Where Bitpanda provides custody, such custody is non-bank and subject to operational, cybersecurity and segregation risks. Where self-custody is used, the purchaser bears the full risk of key management loss or compromise.

9. Forks, airdrops, and protocol changes

Forks, airdrops, redenominations or parameter changes may occur without notice. Bitpanda has full discretion whether, when and how to support, credit or enable such events and may impose eligibility or technical conditions. There is no entitlement to receive forked assets or airdrops via Bitpanda.

10. Regulatory, listing and delisting risk

Changes in applicable law, guidance or supervisory expectations may affect the Token’s availability, transferability or trading. Bitpanda may suspend, restrict or delist the Token, or impose geofencing or other access controls, with or without notice, for regulatory, compliance, risk or operational reasons.

11. Tax risk

Token transactions may be taxable in one or more jurisdictions. Tax treatment may change and may depend on individual circumstances. Bitpanda does not provide tax advice and does not withhold or report taxes unless legally required. Purchasers are responsible for their own tax obligations.

12. AML/CFT and sanctions controls

Transactions may be delayed, rejected or reversed to comply with AML/CFT, sanctions and fraud-prevention obligations. Purchasers may be required to provide additional information. Failure to satisfy checks may result in cancellation or non-execution without compensation for market movement.

13. **Operational and outage risk**

Platform downtime, rate-limits, maintenance windows, third-party outages, cyber events or extreme market conditions may prevent order entry, modification, cancellation or execution. Bitpanda may apply circuit breakers, spreads or other protective measures without notice.

14. **Safeguarding during time-limited offers and withdrawals**

Where funds or crypto-assets are safeguarded in connection with time-limited offers or withdrawal rights in accordance with MiCAR, access may be temporarily restricted. Repayment timing may be affected by required checks and third-party processes. Purchasers bear the risk of price fluctuations during any safeguarding or refund processing period.

15. **No investor compensation or deposit protection**

The Token is not covered by deposit guarantee schemes or investor compensation schemes. Purchasers risk total loss of capital.

16. **No assurance on future admission or secondary trading quality**

Admission to, or continued support on, any particular venue is at the sole discretion of Bitpanda and relevant venues. There is no assurance of cross-venue fungibility, settlement finality, or consistent market data across venues.

17. **Eligibility, geographic and distribution restrictions**

Participation may be restricted based on residency, KYC/KYB status, sanctions, professional classification or other criteria. Any participation in breach of such restrictions is voidable and may lead to account limitations or reversals.

18. **Whitepaper reliance and issuer information risk**

Bitpanda disclaims liability for issuer whitepaper contents. If the whitepaper is incomplete, inaccurate or out of date, purchasers may suffer loss. Bitpanda does not undertake to update or supplement issuer disclosures.

19. **No guarantee of utility or roadmap delivery**

Any stated utility, integration, roadmap or milestone is under the issuer's control and may be delayed, modified or cancelled. Purchasers may be unable to realize anticipated utility or benefits.

Bitpanda Spotlight crypto-assets come with risks for investors. They may be extremely volatile, illiquid, and their future performance is uncertain. Bitpanda GmbH, acting as a placement agent under MiCAR, promotes Bitpanda Spotlight crypto-assets on behalf of the offeror and/or issuer. Please refer to the respective whitepaper and the Placement Information Document for full details.