

Risk Factors Comparison 2023-03-08 to 2022-03-09 Form: 10-K

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Investing in our securities involves risks. You should consider carefully the risks and uncertainties described below, together with all of the other information in this Annual Report on Form 10-K, including the section titled “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and our consolidated financial statements and related notes, before deciding whether to purchase any of our securities. Our business, results of operations, financial condition, and prospects could also be harmed by risks and uncertainties that are not presently known to us or that we currently believe are not material. If any of these risks actually occur, our business, results of operations, financial condition, and prospects could be materially and adversely affected. Unless otherwise indicated, references in these risk factors to our business being harmed will include harm to our business, reputation, brand, financial condition, results of operations, and prospects. In such event, the market price of our securities could decline, and you could lose all or part of your investment. Unless the context otherwise requires, all references in this subsection to the “Company,” “we,” “us” or “our” refer to Momentus and its subsidiaries. Risks Related to the Business and Industry of Momentus We have ~~not yet delivered a limited history of delivering~~ customer satellites into orbit using ~~any of our transfer and service vehicles, and any setbacks we may experience~~ **experienced** during our initial mission **or in future missions** and other demonstration and commercial missions could have a material adverse effect on our business, financial condition and results of operation and could harm our reputation. The success of our in-space infrastructure services business will depend on our ability to successfully and regularly deliver customer satellites to custom orbits. Our initial mission ~~planned will be in May 2022 was~~ a hybrid commercial- demonstration mission in which our vehicles ~~will would~~ deliver paying customers’ satellites into orbit for the first time. **In this inaugural mission We used a third- party deployer from a partner company to place our first customer satellite in orbit. Our Vigoride spacecraft reached low- earth orbit and was able to deploy two out of nine customer satellites , but certain anomalies relating primarily to its communication and power systems limited our ability to communicate with the vehicle. Since that time, the Vigoride spacecraft has deployed five additional customer satellites, but we expect to demonstrate Vigoride’s ability to deploy satellites at the point at which Vigoride is dropped off by the launch vehicle. Once all client payloads have been released, we plan unable to confirm the deployment of the remaining two customer satellites. The communication issues have also prevented Vigoride from perform performing orbit change maneuvers and technology demonstrations with our vehicles that are were part of our program to validate our technology in space, and to demonstrate end- to- end in- space transfer and service operations. This inaugural We plan to use the ongoing Vigoride flight is expected 5 mission, as well as future Vigoride missions, to conduct provide essential on- orbit functional proof of principle and performance verification data for the microwave electrothermal thruster (“MET”)— this data will be used to assess the efficacy of the MET ,and identify potential refinements or upgrades for future versions of the MET in order to improve its performance. Like the ground test campaign campaigns we have been conducting--- conduct , on- orbit tests can be understood as incremental confidence- building measures — meeting key requirements for thrust, specific impulse, firing duration, lifetime ,and other performance parameters will help Momentus determine whether the MET is performing per in accordance with our expectations. Doing so repeatedly, both on the ground and on orbit, will demonstrate the soundness and robustness of the MET design and is expected to contribute to growing customer confidence over time. We Despite the anomalies experienced on Vigoride 3, we are using the results of the inaugural mission, and expect to learn lessons from the first flight of Vigoride and to use the data collected from this future mission-missions , to determine what services or level of services we will be able to initially provide customers, including the degree to which Vigoride possesses capabilities of providing customers with LEO-low- earth orbit transfer services. We anticipate that the each mission will also lay the groundwork for continual improvements and enhancements that we plan to flight- demonstrate on future missions. We plan to offer LEO-low- earth orbit transfer services to customers in the future, based in part on the outcome of future missions the inaugural flight and the MET demonstration, as well as the results of ongoing ground testing. The version of our Vigoride vehicle that we intend to fly on our inaugural mission are currently operating (Vigoride 5) has never been flown in space. In addition, while we have previously flown our first generation MET in space, that mission did not demonstrate the MET’s ability to generate a measured orbit change in space, which is crucial to our ability to maneuver objects in space. Moreover, even if the unit generates thrust, there can be no assurance that other systems and subsystems can be operated in a manner that is sufficiently reliable and efficient to permit full commercialization of the technology. We While the objective of the inaugural mission involving the Vigoride system is to successfully deploy satellites and perform certain maneuvers, we are mindful of the inherent risks involved in the initial use of hardware and complex systems in space given the difficulties of replicating all aspects of the environment and stresses that the system will experience in space during ground- based testing in simulated environments. We have expect to learn learned and gather gathered valuable data during this inaugural mission of Vigoride as we continue to develop and improve the system and our other systems. While we have conducted an analysis of the root causes of the anomalies experienced by Vigoride on its inaugural mission (Vigoride 3), There there can be no assurance that we will not experience operational or process failures and other problems during our inaugural ongoing Vigoride 5 mission or during future on any other mission-missions . Any failures, delays or setbacks, particularly on including anomalies experienced in our current our or inaugural future mission, could harm our reputation and have a material adverse effect on our business, financial condition and results of operation. A key component of our business model is the delivery of satellites using our vehicles from low - earth orbit to other orbits. The technology for this maneuver is still in the development stage and development has not been completed validated through actual deployment and**

testing in space. If we are unable to develop and validate such technology or technology for other planned services, our operating results and business will be materially adversely affected. While we plan to initially deliver satellites within low earth orbit, the success of our business is in large part dependent on our ability to develop more powerful and efficient propulsion to deliver satellites and other payloads to other orbits and provide other services, such as hosted payload, deorbiting of defunct or obsolete satellites and satellite repositioning. This technology is currently under development, and if we fail to successfully complete the development and validate this technology through actual deployment and testing of such technology in space, or if we experience any delays or setbacks in the development of this technology or encounter difficulties in scaling our delivery or servicing capabilities, we may not be able to fully execute or realize our business model and our financial results and prospects would be materially adversely affected. Additionally, as part of our business plan, we plan to provide reusable vehicles and offer in orbit services, such as hosted payload, inspection, refueling, life extension, re-positioning, salvage missions, maintenance and repair, and de-orbiting. This will require development of new capabilities for our vehicles, such as the capability to perform proximity maneuvering and berthing. These anticipated capabilities need technologies that are unproven and subject to significant continued design and development efforts, may take longer than anticipated to materialize, if at all, and may never be commercialized in a way that would allow us to generate revenue from the sale of these services and offerings. Relatedly, if such technologies become viable in the future, we may be subject to increased competition, and some competitors may have substantially greater monetary and knowledge resources than we have and expect to have in the future to devote to the development of these technologies. We may not receive all required governmental licenses and approvals. **The We currently hold a license grant from the National Oceanic and Atmospheric Administration's Commercial Report Sensing Regulatory Affairs (the "NOAA's CRSRA") office authorizing our first 10 Vigoride missions. However, we have not received a Special Temporary Authorization ("STA") license from the FCC, and the FAA denied a payload review applications-application in May 2021 due to interagency concerns related to our foreign ownership and corporate structure. The FAA denial notice, which was received before we entered into the NSA, indicated that Momentus was engaged in addressing the government's national security concerns and that the FAA could reconsider the application once that process is complete. As discussed elsewhere in this report, in May 2022 we received a favorable determination from the FAA of its application for payload review for our inaugural Vigoride mission (Vigoride 3). We also continue to progress toward implementation of the NSA, but there can be no assurance that our efforts will satisfy the government's national security concerns in time to obtain licenses or approvals needed for planned future missions. U. S. government agencies other than the agency to which we apply to for a license or approval may review our applications to the FCC, FAA, or other regulatory authorities, including to evaluate the national security implications of an application, which could result in delays. For example, in November 2020, the Committee for the Assessment of Foreign Participation in the United States Telecommunications Service Sector (the "Committee") requested to review two of our FCC license applications to determine whether approval posed a risk to the national security or law enforcement interests of the United States. While in that instance, the Committee withdrew its request for review without explanation, it is possible that reviews of applications for licenses or approvals by the Committee or other regulatory bodies may occur in the future. Such reviews could delay the issuance of, or result in a denial of, licenses or approvals. No assurance can be given that we will obtain FAA or FCC authorizations or other authorizations that may be necessary to our business in a timely manner, especially in light of the ongoing U. S. government oversight of Momentus discussed under "Business — Regulatory — National Security Agreement" in this prospectus Annual Report on Form 10-K. Moreover, there is no guarantee that the FCC, the FAA and other U. S. government agencies will grant the necessary authorizations to operate our spaceflight business as planned, despite our progress toward implementation of the NSA. If we do not receive these approvals in a timely manner, our financial condition, results of operations, backlog and prospects will be materially adversely affected. For example, we have experienced erosion in our backlog of \$ 86 million as of March 4, 2021 to \$ 67 million as of January 31, 2022 as customers chose to cancel their contracts with us and seek alternative providers due to delays in our scheduled missions as we await receipt of necessary governmental approvals. If we continue to experience delays in receiving these approvals, we could experience further erosion in our backlog. We have incurred significant losses since inception, we expect to incur losses in the future and we may not be able to achieve or maintain profitability. We have incurred significant losses since inception. We incurred operating losses of \$ 91.3 million and \$ 99.8 million and \$ 34.7 million for the years ended December 31, 2022 and 2021 and 2020, respectively. We have not yet commenced delivery of customer satellites into orbit or fully tested and validated our technology, and it is difficult for us to predict our future operating results. As a result, our losses may be larger than anticipated, and we may not achieve profitability when expected, or at all, and even if we do, we may not be able to maintain or increase profitability. We expect our operating expenses to increase over the next several years as we scale our operations, increase selling, general and administrative and research and development efforts relating to building corporate infrastructure to support the NSA agreement, being a public company, compliance with the NSA, new service offerings and technologies, and hire more employees. These efforts may be more costly than we expect and may not result in increased revenue or growth in our business. Any failure to increase our revenue sufficiently to keep pace with our investments and other expenses could prevent us from achieving or maintaining profitability or positive cash flow. Furthermore, if our future growth and operating performance fail to meet investor or analyst expectations, or if we have future negative cash flow or losses resulting from expanding our operations, this could have a material adverse effect on our business, financial condition and results of operations. We will require substantial additional funding to finance our operations, but adequate additional financing may not be available when we need it, on acceptable terms or at all. Our cash and cash equivalents of \$ 61.1 million as of December 31, 2022, is anticipated to be sufficient to support our operations for at least 12 months from the date of the filing of this Annual Report on Form 10-K. However, execution of our longer-term business plan will require that the Company raise additional capital. Our ability to raise additional capital is subject to a number of risks and uncertainties outside of our control, such as the state of the capital markets generally, and there can be no assurance that**

we will be successful at raising additional capital when we need it, on acceptable terms or at all. To raise additional funding, we may sell equity securities or debt securities in one or more transactions at prices and in a manner as we may determine from time to time. If we sell any such securities in subsequent transactions, our current investors may be materially diluted. Any debt financing, if available, may involve restrictive covenants and could reduce our operational flexibility or profitability. During the year ended December 31, 2022, we entered into an at- the- market equity offering sales agreement with a sales agent which allows the Company to sell, through the sales agent, using at- the- market offerings, shares of Common Stock up to an aggregate offer price of up to \$ 50. 0 million. However, as of the date of the filing of this Annual Report on Form 10- K, we have not sold any shares under the agreement. On February 27, 2023, we sold an aggregate of 9, 396, 000 shares of Common Stock at a purchase price of \$ 0. 8646 per share, pre- funded warrants to purchase an aggregate of 2, 170, 043 shares of Common Stock at a purchase price of \$ 0. 8646 per pre- funded warrant less the exercise price of \$ 0. 00001 per pre- funded warrant, and warrants to purchase 11, 566, 043 shares of Common Stock to an institutional investor. The aggregate gross proceeds of this offering, before the deduction of fees and expenses, was approximately \$ 10. 00 million. We expect to use substantially all of the net proceeds from this offering to satisfy certain stock repurchase obligations of the Company from prior to the Business Combination. We have taken steps and are also exploring additional options that would reduce the Company’ s cash expenditures, but regardless of the success of these efforts we will need to raise additional capital in order to execute our longer- term business plan. If we cannot raise funds on acceptable terms, or at all, we may not be able to grow our business, respond to competitive pressures or execute our longer- term business plans .

We are dependent on the successful development of our satellite vehicles and related technology. Our current primary research and development objectives focus on the development of our existing and future vehicles and related technology. If we do not complete development of these vehicles in our anticipated timeframes or at all, our ability to grow our business will be adversely affected. The successful development of our vehicles and related technology involves many uncertainties, some of which are beyond our control, including, but not limited to: • timing in finalizing vehicle design and specifications; • successful completion of test programs and demonstration missions; • whether we will receive and the timing of receipt of licenses and government approvals that will allow us to fly our vehicles in space and gather valuable data that will assist in further development of our vehicles; • meeting stated technological objectives and goals for the design on time, on budget and within target cost objectives; • our ability to obtain additional applicable approvals, licenses or certifications from regulatory agencies and maintaining current approvals, licenses or certifications; • our ability to secure slots on our launch providers’ manifests; • performance of our manufacturing facility despite risks that disrupt productions, such as natural disasters; • performance of a limited number of suppliers for certain raw materials and supplied components and their willingness to do business with us; • performance of our third- party contractors that support our research and development activities; • our ability to protect our intellectual property critical to the design and function of our transport vehicles; • our ability to continue funding and maintaining our research and development activities; and • the impact of the COVID- 19 pandemic on us, our customers, suppliers and distributors, and the global economy; and • our ability to comply with the terms of the NSA and any related compliance measures instituted by the Security Director. We may not be successful in developing new technology, and the technology we are successful in developing may not meet the needs of our customers or potential new customers. The markets in which we operate are characterized by changing technology and evolving industry standards, and we may not be successful in identifying, developing and marketing products and services that respond to rapid technological change, evolving technical standards and systems developed by others. Our competitors may develop technology that better meets the needs of our customers. If we do not continue to develop, manufacture, and market innovative technologies or applications that meet customers’ requirements, sales may suffer and our business may not continue to grow in line with historical rates or at all. If we are unable to achieve sustained growth, we may be unable to execute our business strategy, expand our business, or fund other liquidity needs, and our business prospects, financial condition and results of operations could be materially and adversely affected. We operate in highly competitive industries and in various jurisdictions across the world which may cause us to have to reduce our prices. We operate in highly competitive industries and many of our competitors are larger and have substantially greater resources than we have. We may also face competition in the future from emerging low- cost competitors. Competition in the rocket launch, satellite and satellite component businesses is highly diverse, and while our competitors offer different products and services, there is often competition for contracts. In addition, some of our foreign competitors currently benefit from, and others may benefit in the future from, protective measures by their home countries where governments are providing financial support, including significant investments in the development of new technologies. Government support of this nature greatly reduces the commercial risks associated with rocket launch, satellite and satellite component development activities for these competitors. This market environment may result in increased pressures on our pricing and other competitive factors. The expansion of our operations subjects us to additional risks that can adversely affect our operating results. We contemplate further expansion of our operations as part of our growth strategy. Our current and contemplated operations subject us to a variety of risks, including: • recruiting and retaining talented and capable management and employees; • competition from other companies with significant market share in those markets and with better understanding of demand; • difficulties in enforcing contracts, collecting accounts receivables, and longer payment cycles; • regulatory, political or contractual limitations on our ability to operate in certain foreign markets, including trade barriers such as export requirements, tariffs, taxes and other restrictions and expenses; • compliance with anti- bribery laws, including without limitation the Foreign Corrupt Practices Act (the “FCPA ”); • varying security laws and regulations in other countries; • increased management, travel, infrastructure and legal compliance costs associated with having multiple operations; • differing regulatory and legal requirements and possible enactment of additional regulations or restrictions on the use, import or export of our products and services, which could delay or prevent the sale or use of our products and services in some jurisdictions; • currency translation and transaction risk, which may negatively affect our revenue, cost of net revenue, and gross margins, and

could result in exchange losses; • heightened exposure to political instability, war and terrorism; • weaker protection of intellectual property rights in some countries; and • overlapping of different tax regimes. Momentus' limited operating history makes it difficult to evaluate its future prospects and the risks and challenges it may encounter. We have been focused on developing space transportation and infrastructure services since 2017. This limited operating history makes it difficult to evaluate Momentus' future prospects and the risks and challenges we may encounter. Risks and challenges Momentus has faced or expects to face include our ability to: • forecast revenue and budget for and manage expenses; • attract new customers and retain existing customers; • effectively manage growth and business operations, including planning for and managing capital expenditures for current and future vehicles and services, and managing the supply chain and supplier relationships related to current and future vehicles and services; • comply with existing and new or modified laws and regulations applicable to our business, including export control regulations; • anticipate and respond to macroeconomic changes and changes in the markets in which we operate; • maintain and enhance the value of our reputation and brand; • develop and protect intellectual property; and • hire, integrate and retain talented people at all levels of our organization. If Momentus fails to address the risks and difficulties that we face, including those associated with the challenges listed above as well as those described elsewhere in this "Risk Factors" section, our business, financial condition and results of operations could be adversely affected. Further, because Momentus has limited historical financial data and operates in a rapidly evolving market, any predictions about our future revenue and expenses may not be as accurate as they would be if we had a longer operating history or operated in a more developed market. Momentus has encountered in the past, and will encounter in the future, risks and uncertainties frequently experienced by growing companies with limited operating histories in rapidly changing industries. If Momentus' assumptions regarding these risks and uncertainties, which we use to plan and operate our business, are incorrect or change, or if we do not address these risks successfully, our results of operations could differ materially from our expectations and our business, financial condition and results of operations could be adversely affected. The market for in-space infrastructure services has not been established with precision, is still emerging and may not achieve the growth potential we expect. The markets for in-space infrastructure services have not been established with precision as the commercialization of space is a relatively new development and is rapidly evolving. Our estimates for the total addressable markets for in-space infrastructure services are based on a number of internal and third-party estimates, including our current backlog, assumed prices at which we can offer services, assumed frequency of service, our ability to leverage our current manufacturing and operational processes and general market conditions. While we believe our assumptions and the data underlying our estimates are reasonable, these assumptions and estimates may not be correct and the conditions supporting our assumptions or estimates may change at any time, thereby reducing the predictive accuracy of these underlying factors. As a result, our estimates of the annual total addressable markets for in-space infrastructure services, as well as the expected growth rate for the total addressable market for that experience, may prove to be incorrect. We may not be able to convert our orders in backlog into revenue. As of **January 31, February 28, 2022, 2023**, our backlog consisted of approximately \$ **67-33** million in customer contracts, including **firm orders and** options for future services. However, these contracts are cancellable by customers for convenience. If a customer cancels a contract before it is required to pay the last deposit prior to launch, we may not receive all potential revenue from these orders, except for an initial non-refundable deposit which is paid at the time the contract is signed. In certain situations, Momentus may decide to refund customers for their deposits, even though it is not contractually required, to maintain goodwill with customers. In addition, backlog **is typically may be** subject to large variations from quarter to quarter and comparisons of backlog from period to period are not necessarily indicative of future revenues. Furthermore, some contracts comprising the backlog are for services scheduled many years in the future, and the economic viability of customers with whom we have contracted is not guaranteed over time. As a result, the contracts comprising our backlog may not result in actual revenue in any particular period, or at all, and the actual revenue from such contracts may differ from our backlog estimates. The timing of receipt of revenues, if any, on projects included in the backlog could change because many factors affect the scheduling of missions and adjustments to contracts may also occur. The failure to realize some portion of our backlog could adversely affect our revenues and gross margins. Furthermore, the presentation of our financial results requires us to make estimates and assumptions that may affect revenue recognition. In some instances, we could reasonably use different estimates and assumptions, and changes in estimates are likely to occur from period to period. Accordingly, actual results could differ significantly from our estimates. In addition, if we do not receive regulatory approvals in a timely manner, **or our future missions experience anomalies in addition to the issues experienced by our inaugural Vigoride mission (Vigoride 3)**, our backlog and prospects will be materially adversely affected. For example, we have experienced erosion in our backlog **of from** \$ 86 million as of March 4, 2021 to \$ 67 million as of January 31, 2022, **to \$ 33 million as of February 28, 2023**, as customers chose to cancel their contracts with us and seek alternative providers due to delays in our scheduled missions **as we await receipt of necessary governmental approvals**. If we continue to experience delays **in receiving these approvals or future missions experience significant anomalies**, we could experience further erosion in our backlog. Our future revenue and operating results are dependent on our ability to generate a sustainable order rate for our products and services and develop new technologies to meet the needs of our customers or potential new customers. Our financial performance is dependent on our ability to generate a sustainable order rate for our services. This can be challenging and may fluctuate on an annual basis as the number of contracts awarded varies. If we are unable to win new awards or execute existing contracts as expected, our business, results of operations, and financial position could be further adversely affected. The cyclical nature of the space industry could negatively impact our ability to accurately forecast customer demand. We may not be able to maintain adequate gross margins or profits in these markets. Our growth is dependent on the growth in the sales of services provided by our customers, our customers' ability to anticipate market trends, and our ability to anticipate changes in the businesses of our customers and to successfully identify and enter new markets. If we fail to anticipate such changes in demand, our business, results of operations, and financial position could be adversely affected. We have previously experienced, and may experience in the future, delays or other complications in the design, manufacture

and commercialization of new rocket launch services, mission services, satellites, satellite components and related technology. If we fail to develop and successfully commercialize new technologies, if we fail to develop such technologies before our competitors, or if such technologies fail to perform as expected, or are inferior to those of our competitors, our business, financial condition and results of operations could be materially and adversely impacted. We are dependent on third- party launch vehicles to launch our vehicles and customer payloads into space and any delay could have a material adverse impact to our financial condition and results of operations. Currently there are only a handful of companies who offer launch services, and if this sector of the space industry does not grow or there is consolidation among these companies, we may not be able to secure space on a launch vehicle or such space may be more costly. Our vehicles are expected to provide “ last- mile ” transport for satellites to their custom orbit after they are released at a drop off point in space. Therefore, we are dependent on third- party launch vehicles to deliver our vehicles into space. If the number of companies offering launch services or the number of launches does not grow in the future or there is a consolidation among companies who offer these services, this could result in a shortage of space on these launch vehicles, which may cause delays in our ability to meet our customers’ needs. Additionally, a shortage of space available on launch vehicles may cause prices to increase or cause delays in our ability to meet our customers’ needs. Either of these situations could have a material adverse effect on our results of operations and financial condition. Further, in the event that a launch is delayed by third- party launch providers or for other reasons, our timing for revenue recognition may be impacted depending on the length of the delay and the nature of the contract with the customers with payloads on such delayed flight. For example, SpaceX delayed the December 2020 launch of Transporter- 1, a Falcon 9 launch, on which our inaugural vehicle was intended to fly. Then, on May 10, 2021 and before we entered into the NSA, Momentus received a letter from the FAA denying Momentus’ application for a payload review for the planned June 2021 launch based on the FAA’ s finding that its launch would jeopardize U. S. national security. While Momentus has signed a Launch Services Agreement with SpaceX to reserve space for our vehicles to be on upcoming launches in June 2022, such a flight is dependent on Momentus successfully completing a payload review for each launch. We may be unable to manage our future growth effectively, which could make it difficult to execute our business strategy. If our operations continue to grow as planned, of which there can be no assurance, we will need to expand our sales and marketing, research and development, customer and commercial strategy, products and services, supply, and manufacturing functions. We will also need to continue to leverage our manufacturing and operational systems and processes, and there is no guarantee that we will be able to scale the business and the manufacture of vehicles as currently planned or within the planned timeframe. The continued expansion of our business may also require additional manufacturing and operational facilities, as well as space for administrative support. For example, we recently leased an approximately 65, 000- square- foot facility that can accommodate the manufacture and assembly of our next generation Vigoride vehicles. During 2021, Momentus investigated options for leasing and outfitting a second manufacturing facility, to be located either in California or in another state in the U. S. We had deemed such a facility essential for the assembly, integration, and testing of both developmental and production versions of our planned Ardoride orbital transfer and service vehicle, due to its projected size. Our current facilities in Santa Clara and San Jose can support Vigoride builds, but are not large enough to conduct these activities for Ardoride. However, due to the delay of the closing of the Business Combination, we concluded that the cost of leasing and modifying a new facility to support Ardoride was not advisable until the completion of the Business Combination. Our intent is to reconsider the development of a larger facility in 2022. Our continued growth could increase the strain on our resources, and we could experience operating difficulties, including difficulties in hiring and training employees, finding manufacturing capacity to produce our vehicles and related equipment, and delays in production. These difficulties divert the attention of management and key employees and impact financial and operational results. If we are unable to drive commensurate growth, these costs, which include lease commitments, headcount and capital assets, could result in decreased margins and operating results, which could have a material adverse effect on our business, financial condition, liquidity and results of operations. Our expansion has placed, and our expected future growth will continue to place, a significant strain on our management, sales and marketing, administrative, financial, research and development, and other resources. If we fail to manage our anticipated growth, such failure could negatively affect our reputation and harm our ability to attract new customers and to grow our business. To manage growth in our operations, we will need to continue to grow and improve our operational, financial and management controls and our reporting systems and procedures. We also expect our operating expenses to increase in future periods, and if our revenue growth does not increase to offset these anticipated increases in our operating expenses, our business, results of operations, and financial condition will be harmed, and we may not be able to achieve or maintain profitability. If we are unable to accomplish any of the following tasks, our revenue growth will be harmed: • scale our revenue and achieve the operating efficiencies necessary to achieve and maintain profitability; • anticipate and respond to changing customer preferences; • anticipate and respond to macroeconomic changes generally, including changes in the markets for rocket launch services, mission services, satellites and satellite components; • improve and expand our operations and information systems; • successfully compete against established companies and new market entrants; • manage and improve our business processes in response to changing business needs; • effectively scale our operations while maintaining high customer satisfaction; • hire and retain talented employees at all levels of our business; • avoid or manage interruptions in our business from information technology downtime, cybersecurity breaches and other factors affecting our physical and digital infrastructure; • adapt to changing conditions in our industry and related to the COVID- 19 pandemic and measures implemented to contain its spread; and • comply with regulations applicable to our business. A pandemic outbreak of a novel strain of coronavirus, also known as COVID- 19, has disrupted and may continue to adversely affect our business. The global spread of COVID- 19 has disrupted certain aspects of our operations and may continue to adversely impact our business operations and financial results, including our ability to execute on our business strategy and goals. Specifically, the continued spread of COVID- 19 and new strains of the virus and precautionary actions taken related to COVID- 19 have adversely impacted, and are expected to continue to adversely impact, our operations,

including causing delays or disruptions in our supply chain and decreasing our operational efficiency in the development of our vehicles. We are taking measures within our facilities to ensure the health and safety of our employees, which include universal facial coverings, rearranging facilities to follow social distancing protocols, conducting active daily temperature checks and undertaking regular and thorough disinfecting of surfaces and tools. However, there can be no assurances that these measures will prevent a future outbreak of COVID- 19 within our workforce. The pandemic has also resulted in, and may continue to result in, significant disruption and volatility of global financial markets. This disruption and volatility may adversely impact our ability to access capital, which could in the future negatively affect our liquidity and capital resources. Given the rapid and evolving nature of the impact of the virus, responsive measures taken by governmental authorities and the uncertainty about its impact on society and the global economy, we cannot predict the extent to which it will affect our operations, particularly if these impacts persist or worsen over an extended period of time. To the extent COVID- 19 adversely affects our business operations, liquidity and financial results, it may also have the effect of heightening many of the other risks described in this “ Risk Factors ” section. We may experience a total loss of our vehicle and our customers’ payloads during the launch into space, and any insurance we have may not be adequate to cover our loss. Although there have been and will continue to be technological advances in spaceflight, it is still an activity with inherent risk. Explosions and other accidents on launch or during the flight have occurred and will likely occur in the future. If such incidents should occur, we will likely experience a total loss of our vehicle and our customers’ payloads. The total or partial loss of one or more vehicles or customer payloads could have a material adverse effect on our results of operations and financial condition. For some missions, we can elect to buy launch insurance, which can reduce our monetary losses from the launch failure, but it may not cover all losses associated with launch failure and possible further losses incurred from the inability to test our technology from the result of such failure. Depending on the circumstances and market conditions, launch insurance may be extremely expensive, and we cannot assure that we will be able to acquire it on favorable terms, or at all. While we are not procuring launch insurance at this time, we are compliant with third party on orbit liability insurance requirements as required by certain countries where certain of our customers domicile. Our business involves significant risks and uncertainties that may not be covered by insurance. A significant portion of our business relates to designing, developing and manufacturing advanced space technology products and services. New technologies may be untested or unproven. Failure of some of these products and services could result in extensive property damage. Accordingly, we may incur liabilities that are unique to our products and services. The amount of insurance coverage that we maintain may not be adequate to cover all claims or liabilities. Existing coverage may be canceled while we remain exposed to the risk and it is not possible to obtain insurance to protect against all operational risks, natural hazards and liabilities. We have insured against liability to third parties from launch activities as required by law to the extent that insurance was available on acceptable premiums and other terms. The insurance coverage for third- party damages may not be sufficient to cover the liability. Although the U. S. government may pay claims for third- party damages to the extent they exceed our insurance coverage, this depends on a government appropriation and is subject to a statutory limit. In addition, this insurance will not protect us against our own losses, including to our launch support operations, complex and satellites. The price and availability of insurance fluctuate significantly. Insurance market conditions or factors outside our control, such as failure of launch vehicles and satellites, could cause premiums to be significantly higher than current estimates and could reduce amounts of available coverage. The cost of our insurance has been increasing and may continue to increase. Higher premiums on insurance policies will reduce our operating income by the amount of such increased premiums. If the terms of insurance policies become less favorable than those currently available, there may be limits on the amount of coverage that we can obtain or we may not be able to obtain insurance at all. In addition, even though we carry business interruption insurance policies, any business interruption losses could exceed the coverage available or be excluded from our insurance policies. Any disruption of our ability to operate our business could result in a material decrease in our revenues or significant additional costs to replace, repair, or insure our assets, which could have a material adverse impact on our financial condition and results of operations. Our customers and suppliers face similar threats. Customer or supplier proprietary, classified, or sensitive information stored on our networks is at risk. Assets, intellectual property and products in customer or supplier environments are also inherently at risk. We also have risk where we have access to customer and supplier networks and face risks of breach, disruption, or loss as well. Satellites are subject to manufacturing and launch delays, damage or destruction during pre- launch operations, launch failures and incorrect orbital placement, the occurrence of which can materially and adversely affect our operations. Delays in the manufacturing of satellites, launch delays, damage or destruction during pre- launch operations, launch failures or incorrect orbital placement could have a material adverse effect on our business, financial condition and results of operations. The loss of, or damage to, a satellite due to a launch failure could result in significant delays in anticipated revenue to be generated by that satellite. Any significant delay in the commencement of service of a satellite would delay or potentially permanently reduce the revenue anticipated to be generated by that satellite. In addition, if the loss of a satellite were to occur, we may not be able to accommodate affected customers with our other satellites until a replacement satellite is available, and we may not have on hand, or be able to obtain in a timely manner, the necessary funds to cover the cost of any necessary satellite replacement. Any launch delay, launch failure, underperformance, delay, or perceived delay could have a material adverse effect on our results of operations, business prospects and financial condition. If our spacecraft fail to operate as intended, it could have a material adverse effect on our business, financial condition and results of operations. The manufacturing, testing, launching and operation of a spacecraft involves complex processes and technology. Our satellites employ advanced technologies and sensors that are exposed to severe environmental stresses that have and could affect the performance of satellites. Hardware component problems and software issues could lead to deterioration in performance or loss of functionality of a spacecraft. In addition, human operators may execute improper commands that may negatively impact a spacecraft performance. Exposure of our spacecraft to an unanticipated catastrophic event, such as collision with space debris, could reduce the performance of, or completely destroy, the affected spacecraft. **For example, the inaugural flight of our Vigoride spacecraft (Vigoride 3)**

reached low-earth orbit and was able to deploy two out of nine customer satellites, but certain anomalies relating primarily to its communication and power systems limited our ability to communicate with the vehicle. Since that time, the Vigoride spacecraft has deployed five additional customer satellites, but we have been unable to confirm the deployment of the remaining two customer satellites. The communication issues have also prevented Vigoride from performing orbit change maneuvers and technology demonstrations that were part of our program to validate our technology in space, and to demonstrate end-to-end in-space transfer and service operations. During any period of time in which a spacecraft is not operational, we may lose most or all of the revenue that otherwise would have been derived from it. Our inability to repair or replace a defective type of spacecraft or correct any other technical problem in a timely manner could result in a significant loss of revenue. If a spacecraft experiences a significant anomaly such that its type is no longer operational, it would significantly impact our business, prospects and profitability. Additionally, any satellite failures could damage our reputation and ability to obtain future customers for our launch services, prevent us from receiving any payments contingent on a successful launch and increase our insurance rates, which could have a material adverse effect on our business and prospects. We cannot provide assurances that our satellites will continue to operate successfully in space throughout their expected operational lives. Even if a satellite is operated properly, technical flaws in that satellite's sensors or other technical deficiencies or anomalies could significantly hinder its performance. We may experience other problems with our satellites that may reduce their performance. During any period of time in which a satellite is not fully operational, we may lose most or all of the revenue that otherwise would have been derived from that satellite. Our inability to repair or replace a defective satellite or correct any other technical problem in a timely manner could result in a significant loss of revenue. If a satellite experiences a significant anomaly such that it becomes impaired or is no longer functional, it would significantly impact our business, prospects and profitability. Space is a harsh and unpredictable environment where our products and service offerings are exposed to a wide and unique range of environmental risks, including, among others, coronal mass ejections, solar flares and other extreme space weather events and potential collision with space debris or another spacecraft, which could adversely affect our launch vehicle and spacecraft performance. Space weather, including coronal mass ejections and solar flares have the potential to impact the performance and controllability of launch vehicles and spacecraft on orbit, including completely disabling our launch vehicles or spacecraft on orbit. Although we have some ability to actively maneuver our satellites to avoid potential collisions with space debris or other spacecraft, this ability is limited by, among other factors, uncertainties and inaccuracies in the projected orbit location of and predicted conjunctions with debris objects tracked and cataloged by the U. S. government. Additionally, some space debris is too small to be tracked and therefore its orbital location is completely unknown; nevertheless, this debris is still large enough to potentially cause severe damage or a failure of our launch vehicles or satellites should a collision occur. Increased congestion from the proliferation of low-Earth-orbit constellations could materially increase the risks of potential collision with space debris or another spacecraft and limit or impair our launch flexibility and / or access to our own orbital slots. Recent years have seen increases in the number of satellites deployed to low-Earth-orbits, and publicly announced plans call for many thousands of additional satellite deployments over the next decade. The proliferation of these low-Earth-orbit constellations could materially increase the risks of potential collision with space debris or another spacecraft and affect our ability to effectively access sufficient orbital slots to support the expected growth across our business. Our revenue, results of operations and reputation may be negatively impacted if our products contain defects or fail to operate in the expected manner. We sell complex and technologically advanced products and services, including rocket launch services, mission services, satellites and satellite components. Sophisticated software used in our products and services, including software developed by us, may contain defects that can unexpectedly interfere with the software's intended operation. Defects may also occur in components and products that we manufacture or purchase from third parties. Most of the launch vehicles, satellites and satellite components we have developed must function under demanding and unpredictable operating conditions and in harsh and potentially destructive environments. Our products and services may not be successfully implemented, pass required acceptance criteria, or operate or give the desired output, or we may not be able to detect and fix all defects in the launch vehicles, satellites, satellite components and systems we sell and / or use. Failure to do so could result in lost revenue and damage to our reputation and may adversely affect our ability to win new contract awards. Our revenue, results of operations and reputation may be negatively impacted if our satellites fail to meet contractual requirements or our products contain defects or fail to operate in the expected manner. We employ sophisticated design and testing processes and practices, which include a range of stringent factory and on-site acceptance tests with criteria and requirements that are jointly developed with customers. Our systems may not be successfully implemented, pass required acceptance criteria, or operate or give the desired output, or we may not be able to detect and fix all defects in the satellites, products, hardware and software we sell or resolve any delays or availability issues in the launch services we procure. Failure to do so could result in increased costs, lost revenue and damage to our reputation and may adversely affect our ability to win new contract awards. For example, we may require substantial additional funding to finance our operations, the inaugural flight of our Vigoride spacecraft (Vigoride 3) reached low-earth orbit but certain anomalies relating primarily to its communication and power systems limited our ability to communicate with the vehicle. The communication issues prevented Vigoride from performing orbit change maneuvers and technology demonstrations. We may require substantial additional funding to finance our operations, the inaugural flight of our Vigoride spacecraft (Vigoride 3) reached low-earth orbit but certain anomalies relating primarily to adequate additional financing may not be available when we need it on acceptable terms or at all. We paid an aggregate of \$ 40 million to our co-founders or our affiliates for the Momentus securities we repurchased pursuant to repurchase agreements we entered into as required by the NSA. These amounts came from proceeds of the issuance and sale of 11,000,000 shares of Class A common stock to the PIPE Investors, together with warrants to purchase 11,000,000 shares of Class A common stock, in a private placement that closed immediately prior to the Closing of the Business Combination (the "PIPE Investment") and the holding bank account established in connection with SRAC's initial public offering (the "Trust Account") that were partially released to us upon the closing of the Business Combination and therefore reduced the proceeds from the PIPE Investment and the Trust Account that are available to us to fund our program to validate

our technology in space, and to demonstrate end- to- end in- space transfer and service operations and capital expenditures. In addition, we incurred significant professional and other expenses in connection with the Business Combination. Accordingly, we may need to raise capital through public or private financing or other arrangements sooner than expected. Such financing may not be available on acceptable terms, or at all, and our failure to raise capital when needed could harm our business. For example, the global COVID-19 pandemic and related financial impact has resulted in, and may in the future result in, significant disruption and volatility of global financial markets that could adversely impact our ability to access capital. We may sell equity securities or debt securities in one or more transactions at prices and in a manner as we may determine from time to time. If we sell any such securities in subsequent transactions, our current investors may be materially diluted. Any debt financing, if available, may involve restrictive covenants and could reduce our operational flexibility or profitability. If we cannot raise funds on acceptable terms, or at all, we may not be able to grow our business or respond to competitive pressures. Fluctuations in foreign exchange rates or future hedging activities could in the future have a negative impact on our business. We are exposed to foreign exchange risk as certain of our expenses and liabilities are required to be paid in currencies other than the U. S. dollar. We generally maintain our cash and cash equivalents in U. S. dollars or investments denominated in U. S. dollars. Fluctuations in foreign exchange rates, which can be unpredictable, could result in disproportion increases in our expenses and future liabilities as compared to our revenue and current assets. We do not currently, but may in the future, use hedging strategies or seek to maintain a greater portion of our cash and cash equivalents in foreign currencies or investments denominated in foreign currencies to manage and minimize the impact of exchange rate fluctuations on our consolidated financial statements. If we decide to hedge our foreign currency exchange rate exposure, we may not be able to hedge effectively due to lack of experience, unreasonable costs, or illiquid markets. Our secured loan facility contains various covenants that limit our management's discretion in the operation of our business. Our secured loan facility restricts our ability to, among other things: • incur additional indebtedness or guarantee indebtedness; • pay dividends or make other distributions or repurchase or redeem our capital stock; • undergo fundamental changes, including a change of control; • make loans and investments; • prepay any indebtedness (other than loans under the loan facility); • enter into transactions with related persons; • sell assets; • incur liens; and • acquire or create any subsidiary. In each case, subject to certain exceptions. Any failure to comply with the restrictions of our secured loan facility or any other subsequent financing agreements may result in an event of default. An event of default under the secured loan facility will allow the lender to accelerate amounts outstanding under the facility. In addition, the lender may terminate any commitments it had made to supply us with further funds. Furthermore, if we were unable to repay the amounts due and payable under the facility, the lender could proceed against the collateral securing such indebtedness, which includes all of our assets, including all of our intellectual property. As of March 31, 2021, we had fully borrowed the \$ 25 million available under the facility. This loan ~~comes~~ **was originally** due on March 1, 2022 ~~;~~ however ~~as a~~ **subsequent event**, Momentus exercised its option to amortize the repayment of the loan over 24 months ~~. See Note 15 in the consolidated financial statements within this Annual Report on Form 10-K.~~ We rely on a limited number of suppliers for certain raw materials and supplied components. We may not be able to obtain sufficient raw materials or supplied components to meet our manufacturing and operating needs ~~;~~ or obtain such materials on favorable terms or at all, which could impair our ability to fulfill our orders in a timely manner or increase our costs of production. Our ability to produce our current and future vehicle systems and other components of operation is dependent upon sufficient availability of raw materials and supplied components, which we secure from a limited number of suppliers. Our reliance on suppliers to secure these raw materials and supplied components exposes us to volatility in the prices and availability of these materials. We may not be able to obtain sufficient supplies of raw materials or supplied components on favorable terms or at all, which could result in delays in the manufacture of our vehicles or increased costs. In addition, we have in the past experienced and may in the future experience delays in manufacturing or operation as we go through the requalification process with any replacement third- party supplier, as well as the limitations imposed by the ITAR, the EAR, or other restrictions on transfer of sensitive technologies and limitations which may be imposed by our Security Director and / or pursuant to the NSA. Moreover, the imposition of tariffs on such raw materials or supplied components could have a material adverse effect on our operations. Prolonged disruptions in the supply of any of our key raw materials or components, difficulty qualifying new sources of supply, implementing use of replacement materials or new sources of supply or any volatility in prices could have a material adverse effect on our ability to operate in a cost- efficient, timely manner and could cause us to experience cancellations or delays of scheduled missions, customer cancellations or reductions in our prices and margins, any of which could harm our business, financial condition and results of operations. Our vehicles and related equipment may have shorter useful lives than we anticipate. Our growth strategy depends in part on developing reusable vehicles that will allow a single vehicle to deliver cargo multiple times to multiple orbits. These reusable vehicles will have a limited useful life, which is driven by the number of payload delivered to custom orbits and the ability to refuel in space. While we intend to design our reusable vehicles for a certain lifespan, which corresponds to a number of cycles, there can be no assurance as to the actual operational life of a vehicle or that the operational life of individual components will be consistent with its design life. A number of factors will impact the useful lives of our vehicles, including, among other things, the quality of their design and construction, the durability of their component parts and availability of any replacement components, and the occurrence of any anomaly or series of anomalies or other risks affecting the vehicles during launch and in orbit. In addition, any improvements in technology may make obsolete our existing vehicles or any component of our vehicles prior to the end of its life. If our vehicles and related equipment have shorter useful lives than we currently anticipate, this may lead to delays in increasing the rate of our commercial payloads, which would have a material adverse effect on our business, financial condition and results of operations. We expect to face intense competition in satellite transport and related services and other services which we may develop in the space transportation industry. The space transportation industry is still developing and evolving, but we expect it to be highly competitive. Currently, our primary competitors in delivering small satellites into a specific orbit are small launch vehicle providers such as **Astra, Firefly and** Rocket Lab ~~. In addition, as~~

~~well as orbital~~ several other companies are developing small launch vehicles, and several are developing transfer ~~and service vehicles~~ ~~vehicle~~ providers such as Spaceflight Industries, MOOG, Astroseale, Astra and D-Orbit, **Exolaunch, Exotrail, Impulse Space, Launcher, Quantum Space, and Spaceflight Industries**. Some companies, such as Rocket Lab and Firefly Aerospace, are developing both small launch vehicles and transfer vehicles. ~~Other companies, including Spaceflight Industries and D-Orbit have announced plans to offer in-space transport services with vehicles that would compete more directly with Momentus. We believe that competitor vehicles that are comparable to our vehicles have started operations in 2021.~~ Many of our current and potential competitors are larger and may have substantially greater resources than we have or may expect to have in the future. They may also be able to devote greater resources to the development of their current and future technologies or the promotion of their offerings or offer lower prices. Our current and potential competitors may also establish cooperative or strategic relationships among themselves or with third parties that may further enhance their resources and offerings. Further, it is possible that domestic or foreign companies or governments, some with greater experience in the aerospace industry or greater financial resources than we possess, will seek to provide products or services that compete directly or indirectly with ours in the future. Any such foreign competitor, for example, could benefit from subsidies from, or other protective measures by, its home country. We believe our ability to compete successfully in delivering satellites to custom orbit at significantly reduced cost to customers depends on a number of factors, which may change in the future due to increased competition, our ability to meet our customers' needs and the frequency and availability of our offerings. If we are unable to compete successfully, our business, financial condition and results of operations could be adversely affected. If we fail to adequately protect our intellectual property rights or our intellectual property applications for registration fail to become issued or registered, our competitive position could be impaired. Our success depends, in significant part, on our ability to protect our intellectual property rights, including our water-based propulsion technology and certain other methodologies, practices, tools, technologies and technical expertise we utilize in designing, developing, implementing and maintaining applications and processes used in our vehicles and related technologies. To date, we have relied primarily on trade secrets and other intellectual property laws, non-disclosure agreements with our employees, consultants and other relevant persons and other measures to protect our intellectual property and intend to continue to rely on these and other means. We also try to protect our intellectual property by filing patent applications related to our technology, inventions and improvements that are important to the development of our business. The steps we take to protect our intellectual property may be inadequate. ~~We currently~~ **As of December 31, 2022 we** have ~~one~~ **four** issued patent, ~~10 pending~~ **seven patent family applications stages across** U. S. utility patent applications, ~~one pending~~ **European patent application**, and ~~four pending~~ **Patent Cooperation Treaty ("PCT") applications** ~~patent systems~~. Our pending patent applications may not result in patents being issued, which may have a material adverse effect on our ability to prevent others from commercially exploiting products similar to ours. Momentus cannot be certain that it is the first inventor of the subject matter to which it has filed a particular patent application, or if it is the first party to file such a patent application. If another party has filed a patent application to the same subject matter as Momentus has, Momentus may not be entitled to the protection sought by the patent application. Momentus also cannot be certain whether the claims included in a patent application will ultimately be allowed in the applicable issued patent. As a result, Momentus cannot be certain that the patent applications that it files will issue. Further, the scope of protection of issued patent claims is often difficult to determine. Patents, if issued, may be challenged, invalidated or circumvented. If our patents are invalidated or found to be unenforceable, we will lose the ability to exclude others from making, using or selling the inventions claimed. Moreover, an issued patent does not guarantee us the right to use the patented technology or commercialize a product using that technology. Third parties may have blocking patents that could be used to prevent us from developing our product. Thus, patents that we may own in the future may not allow us to exploit the rights conferred by our intellectual property protection. Even if issued, they may not be issued with claims sufficiently broad to protect our technologies or may not provide us with a competitive advantage against competitors with similar technologies. Despite our precautions, it may be possible for unauthorized third parties to copy our technology and use information that we regard as proprietary to create technology that competes with ours. Further, the laws of some countries do not protect proprietary rights to the same extent as the laws of the United States, and mechanisms for enforcement of intellectual property rights in some foreign countries may be inadequate. Momentus' competitors may also design around Momentus' issued patents, which may adversely affect Momentus' business, prospects, financial condition and operating results. In addition, although we enter into nondisclosure and invention assignment agreements with our employees, enter into non-disclosure agreements with consultants and other parties with whom we have strategic relationships and business alliances and enter into intellectual property assignment agreements with our consultants and vendors, no assurance can be given that these agreements will be effective in controlling access to and distribution of our technology and proprietary information. Further, these agreements do not prevent our competitors from independently developing technologies that are substantially equivalent or superior to our products. Protecting and defending against intellectual property claims may have a material adverse effect on our business. Our success depends in part upon successful prosecution, maintenance, enforcement and protection of our owned intellectual property. To protect our intellectual property rights, we may be required to spend significant resources to monitor and protect these rights. Litigation may be necessary in the future to enforce our intellectual property rights and to protect our trade secrets. Such litigation could be costly, time consuming and distracting to management and could result in the impairment or loss of portions of our intellectual property. Furthermore, our efforts to enforce our intellectual property rights may be met with defenses, counterclaims and countersuits attacking the validity and enforceability of our intellectual property rights. Our inability to protect our technology, as well as any costly litigation or diversion of our management's attention and resources, could disrupt our business, as well as have a material adverse effect on our financial condition and results of operations. The results of intellectual property litigation are difficult to predict and may require us to stop using certain technologies or offering certain services or may result in significant damage awards or settlement costs. There is no guarantee that any action to defend, maintain or enforce our owned or licensed intellectual property rights will be successful, and an adverse result in any such

proceeding could have a material adverse impact on our business, financial condition, operating results and prospects. In addition, we may from time to time face allegations that we are infringing, misappropriating, or otherwise violating the intellectual property rights of third parties, including the intellectual property rights of our competitors. We may be unaware of the intellectual property rights that others may claim cover some or all of our technology or services. Irrespective of the validity of any such claims, we could incur significant costs and diversion of resources in defending against them, and there is no guarantee any such defense would be successful, which could have a material adverse effect on our business, contracts, financial condition, operating results, liquidity and prospects. Even if these matters do not result in litigation or are resolved in our favor or without significant cash settlements, these matters, and the time and resources necessary to litigate or resolve them, could divert the time and resources of our management team and harm our business, our operating results and our reputation. We may experience warranty claims for failures, schedule delays or other problems with existing or new products. Many of the products we develop and manufacture are technologically advanced systems that must function under demanding operating conditions. The sophisticated and rigorous design, manufacturing and testing processes and practices we employ do not entirely prevent the risk that we may not be able to successfully launch or manufacture our products on schedule or that our products may not perform as intended. ~~When~~ ~~if~~ our products fail to perform adequately, some of our contracts require us to forfeit a portion of our expected profit, receive reduced payments, provide a replacement product or service or reduce the price of subsequent sales to the same customer. Performance penalties may also be ~~imposed~~ ~~imposed~~ ~~if~~ ~~when~~ we fail to meet delivery schedules or other measures of contract performance. We do not generally insure against potential costs resulting from any required remedial actions or costs or loss of sales due to postponement or cancellation of scheduled operations or product deliveries. We are subject to various requirements and restrictions under the NSA, and we are incurring significant costs to comply with those requirements and may be subject to significant monetary penalties if we are found not to be in compliance with the requirements and restrictions under the NSA. In addition, restrictions under the NSA could limit our business activities. Under the NSA, we are required to hire and pay for the costs of a full time Security Officer who reports directly to the Security Director and has and will continue to have primary responsibility for overseeing day- to- day compliance with the NSA and any compliance plans adopted thereunder, including periodic reporting to the CFIUS Monitoring Agencies. The Security Officer must serve as a liaison between Momentus and the CFIUS Monitoring Agencies, provide timely responses to inquiries from the CFIUS Monitoring Agencies, and maintain availability, upon reasonable notice from the CFIUS Monitoring Agencies, for discussions with the CFIUS Monitoring Agencies on matters relating to compliance with the NSA. The Security Officer is required to participate in all emails, phone calls and in- person meetings between Momentus and the CFIUS Monitoring Agencies. The Security Director has substantially greater authority than the Security Officer, but the Security Director is not expected to oversee day- to- day compliance with the NSA and related matters. See “ Management After the Business Combination — Corporate Governance — Board Composition ” for a description of the Security Director’ s authority and responsibilities. We are also required to hire and pay for the costs of an independent third- party monitor to monitor compliance with the NSA by the parties to the NSA, as well as an independent third- party auditor to regularly audit our compliance with the NSA. In addition, we are required to establish: (i) a security plan to safeguard protected technical information, systems and facilities; (ii) a board-level Security Committee to oversee the development and implementation of policies and procedures to safeguard protected technical information, systems and facilities and to exercise appropriate oversight and monitoring of Momentus’ operations to ensure that the protective measures contained in the NSA are effectively maintained and implemented; (iii) an audit plan; and (iv) a communications plan. We are also required to provide detailed and frequent reports to the third- party monitor. We will incur substantial costs to implement these and other requirements under the NSA, and we expect that substantial personnel time ~~will~~ ~~is~~ ~~need~~ ~~needed~~ to be devoted to implement and comply with these requirements. In addition, the NSA imposes limitations on our control over certain U. S. facilities, contracts, personnel, vendor selection and operations. These costs, requirements and restrictions may materially and adversely affect our operating results. In addition, we are required to ensure that the Security Director required to be appointed under the NSA reports any actual or potential violation of the NSA to the CFIUS Monitoring Agencies and the third- party monitor within 24 hours of discovery, and if we are found to be in violation of certain requirements in the NSA, we could be subject to liquidated damages in the amount of \$ 100, 000 per day, up to an aggregate amount of \$ 1, 000, 000 per breach. In addition, due to the restrictions under the NSA related to the protection of protected technology, systems and facilities, we could be restricted from pursuing acquisitions, customer engagements, commercial relationships or other transactions with non- U. S. persons that we believe would be advantageous to us and our stockholders. The Security Director required by the NSA has substantial latitude over certain business decisions and operations of Momentus, and to the extent that certain arrangements relating to the Security Director are determined not to be permitted by the Delaware General Corporation Law (“ DGCL ”), such arrangements could have a material adverse effect on our business, financial condition and results of operations. The NSA requires that the board of directors of Momentus include a director who is approved by the CFIUS Monitoring Agencies. This director, referred to as the Security Director in the NSA, has a fiduciary duty, under the NSA to the U. S. government, to the extent consistent with his or her fiduciary duty to the Company and its stockholders under Delaware law. To the extent that the Security Director believes that a conflict of interest is reasonably likely to exist between her or his fiduciary duties under Delaware law to the Company and / or its stockholders and to CFIUS, the Security Director is required to promptly inform the CFIUS Monitoring Agencies of such conflict. In the event of such conflict, the CFIUS Monitoring Agencies could seek to institute measures to resolve such conflict which may have a material adverse effect on our business, financial condition and results of operations. Examples of situations where such conflicts could arise include, without limitation, the following: • Pursuant to the NSA, the Security Director, in consultation with the Security Committee, is required to develop the annual budget for third- party services and other expenses necessary for the Company to perform its obligations under the NSA. If the Security Director seeks to make certain costly expenditures for the Company to maximize our ability to achieve the objectives of the NSA, such as a costly data and systems controls solution, a conflict could

arise if such expenditure would cause significant financial hardship to the Company. • Pursuant to the NSA, the Security Director, as the sole member of the Security Committee, shall have the right, in his or her sole discretion and on behalf of the Company, to block or terminate any contract that the Security Director determines in his or her sole discretion could reasonably be expected to allow for actions contrary to the NSA. If the Security Director identifies a potential national security concern in connection with a contract representing a major source of our revenues or profits, his or her decision to require that such contract be terminated could potentially present a conflict for the Security Director if such termination could have a material adverse financial effect on the Company. • We may enter into an agreement with a foreign supplier necessary to procure a critical component for our business. If the Security Director identifies a potential national security concern in connection with such supply agreement due to, for example, such equipment's potential to collect sensitive data, his or her decision to require that such contract be terminated could potentially present a conflict for the Security Director if the termination of such contract could have a material adverse effect on the Company. The NSA does not impose any fiduciary duties on any other directors of the Company other than the Security Director. However, if the Security Director recommends that a director be removed from the board of directors due to an identified national security concern, as determined by the Security Director in consultation with the CFIUS Monitoring Agencies, the board of directors must ask for the resignation of such director. If such director does not resign, the board of directors must call a special meeting of stockholders, in compliance with proxy rules under U. S. securities laws to vote on the removal of such director. Consistent with the NSA, the Company has established a Security Committee comprised solely of the Security Director, which shall have the following powers, among others: • In the Security Committee's sole discretion, to remove and replace any officer or employee of Momentus; • To review all contracts with customers, third-party vendors and service providers, and all contracts related to certain technical relationships and protected technical information to ensure they comport with the obligations under the NSA; and • As noted, in the Security Committee's sole discretion, to block or terminate any contract that the Security Committee determines in the Security Committee's sole discretion could reasonably be expected to allow for actions contrary to the NSA, including provisions that the Security Committee determines could reasonably be expected to provide Mikhail Kokorich, Nortrone Finance S. A., Lev Khasis, Olga Khasis and Brainyspace LLC with access to protected technical information or could reasonably be expected to cause the transfer of protected technical information in a manner harmful to U. S. national security. In addition, the Security Director is a member of the Nominating and Corporate Governance Committee. Any individual nominated by the board of directors to serve as a director of the Company will require at least a majority approval of the Nominating and Corporate Governance Committee, which majority must include the Security Director. Thus, no person could be nominated to serve as a director without the approval of the Security Director. In addition to the powers above, the Security Director has the following responsibilities: • Provide timely responses to inquiries from the CFIUS Monitoring Agencies and maintain availability, upon reasonable notice from the CFIUS Monitoring Agencies, for discussions with the CFIUS Monitoring Agencies on matters related to our governance and compliance with the NSA; • As noted, develop the annual budget for third- party services and other expenses necessary for us to perform our obligations under the NSA and the agreements entered into with the former co- founders to hold their shares of the Company (the " Voting Trust Agreements "), consistent with the requirements in the NSA; • Review and approve any proposed amendments to the security plan and communications plan required by the NSA, prior to submission of the CFIUS Monitoring Agencies, and any policies and procedures adopted by the Company pursuant thereto, in each case in the Security Director's sole discretion; • Consult with the CFIUS Monitoring Agencies on nominations to the board of directors and exercise this authority in the Security Director's sole discretion, subject to such consultation with the CFIUS Monitoring Agencies; • Serve as the primary liaison between the Board and the CFIUS Monitoring Agencies and provide timely responses to inquiries from the CFIUS Monitoring Agencies and maintain availability, upon reasonable notice from the CFIUS Monitoring Agencies, for discussions with the CFIUS Monitoring Agencies on matters relating to the Company's governance and compliance with the NSA; and • Report any actual or potential violation of the NSA to the CFIUS Monitoring Agencies and the third- party monitor within 24 hours of discovery. Our **second** amended and restated charter provides that the Security Director may only be removed for cause and with the approval of the CFIUS Monitoring Agencies and at least two- thirds of the voting power of the then outstanding shares of capital stock of the Company entitled to vote generally in the election of directors voting as a single class. Our **second** amended and restated charter also provides that any amendment to the charter or bylaws relating to this arrangement will also require the approval of the CFIUS Monitoring Agencies. As a result, it is possible that proposals to remove the Security Director for cause or to amend the provisions in our charter or our amended and restated bylaws relating to the Security Director, could be approved by the requisite stockholder vote in future stockholder meetings, but nonetheless not be effective due to the lack of approval by the CFIUS Monitoring Agencies. As noted, as required by the NSA, if the Security Director recommends that a director be removed from the board of directors due to an identified national security concern, as determined by the Security Director in consultation with the CFIUS Monitoring Agencies, the board of directors must ask for the resignation of such director. If such director does not resign, the board of directors must call a special meeting of stockholders, in compliance with proxy rules under U. S. securities laws to vote on the removal of such director. Pending such vote, we are required to ensure that such director does not receive any protected technical information of the company. As a result of the rights granted to the Security Director under the NSA, we could be restricted from, or experience delays in, pursuing acquisitions, customer engagements, commercial relationships or other transactions that we believe would be advantageous to us and our stockholders. In addition, there could be a risk that certain powers and authority conferred to the Security Director and the CFIUS Monitoring Agencies could be determined not to be permitted under the DGCL. To the extent any of these powers and authorities were determined not to be permitted by the DGCL, we could face uncertainty regarding the legitimacy of the Security Director and the validity of any actions taken by our board. This may make it challenging for us to engage in various transactions and effectuate actions which require due authorization by the board of directors and to conduct business generally. There could also be lawsuits and stockholder litigation challenging the powers and authority conferred to the

Security Director and the CFIUS Monitoring Agencies or the legitimacy of any actions taken by members of the board of directors, alleging that certain of these arrangements or actions are not permitted by the DGCL. To the extent determined not to be permitted by the DGCL, the powers and authority conferred to the Security Director and the CFIUS Monitoring Agencies could have a material adverse effect on our business, financial condition and results of operations. We are exposed to risks related to geopolitical and economic factors, laws and regulations and our international business subjects us to numerous political and economic factors, legal requirements, cross-cultural considerations and other risks associated with doing business globally. Our international business is subject to both U. S. and foreign laws and regulations, including, without limitation, laws and regulations relating to export / import controls, sanctions, technology transfer restrictions, government contracts and procurement, data privacy and protection, anti-corruption laws, including the FCPA, the anti-boycott provisions of the U. S. Antiboycott Act of 2018, Part II of the Export Control Reform Act security restrictions and intellectual property. Failure by us, our employees, affiliates, partners or others with whom we work to comply with applicable laws and regulations could result in administrative, civil, commercial or criminal liabilities, including suspension or debarment from government contracts or suspension of our export / import privileges. New regulations and requirements, or changes to existing ones in the various countries in which we operate can significantly increase our costs and risks of doing business internationally. Changes in laws, regulations, political leadership and environment, and / or security risks may dramatically affect our ability to obtain any required regulatory approvals and conduct or continue to conduct business in international markets, including sales to customers and purchases from suppliers outside the United States. We may also be impacted by U. S. and foreign national policies and priorities, political decisions and geopolitical relationships, any of which may be influenced by changes in the threat environment, political leadership, geopolitical uncertainties, world events, bilateral and multi-lateral relationships and economic and political factors, and any of which could impact our operations and / or export authorizations, impair our ability to obtain any required regulatory approvals or delay purchasing decisions or payments and the provision of supplies, goods and services including, without limitation, in connection with any government programs. Global economic conditions and fluctuations in foreign currency exchange rates could further impact our business. For example, the tightening of credit in financial markets outside of the U. S. could adversely affect the ability of our customers and suppliers to obtain financing and could result in a decrease in or cancellation of orders for our products and services or impact the ability of our customers to make payments. We also increasingly are dependent on in-country suppliers and we face risks related to their failure to perform in accordance with the contracts and applicable laws, particularly where we rely on a sole source supplier. The services we provide internationally are sometimes in countries with unstable governments, economic or fiscal challenges, military or political conflicts and / or developing legal systems. This may increase the risk to our employees, subcontractors or other third parties, and / or increase the risk of a wide range of liabilities, as well as loss of property or damage to our products. The occurrence and impact of these factors is difficult to predict, but one or more of them could have a material adverse effect on our financial position, results of operations and / or cash flows. Data breaches or incidents involving our technology could damage our business, reputation and brand and substantially harm our business and results of operations. If our data and network infrastructure were to fail, or if we were to suffer an interruption or degradation of services in our data center, third-party cloud, and other infrastructure environments, we could lose important manufacturing and technical data, which could harm our business. Our facilities, as well as the facilities of third-parties that maintain or have access to our data or network infrastructure, are vulnerable to damage or interruption from earthquakes, hurricanes, floods, fires, cyber security attacks, terrorist attacks, power losses, telecommunications failures and similar events. In the event that our or any third-party provider's systems or service abilities are hindered by any of the events discussed above, our ability to operate may be impaired. A decision to close facilities without adequate notice, or other unanticipated problems, could adversely impact our operations. Any of the aforementioned risks may be augmented if our or any third-party provider's business continuity and disaster recovery plans prove to be inadequate. Our data center, third-party cloud, and managed service provider infrastructure also could be subject to break-ins, cyber-attacks, sabotage, intentional acts of vandalism and other misconduct, from a spectrum of actors ranging in sophistication from threats common to most industries to more advanced and persistent, highly organized adversaries. Any security breach, including personal data breaches, or incident, including cybersecurity incidents, that we experience could result in unauthorized access to, misuse of or unauthorized acquisition of our internal sensitive corporate data, such as financial data, intellectual property, or data related to contracts with commercial or government customers or partners. Such unauthorized access, misuse, acquisition, or modification of sensitive data may result in data loss, corruption or alteration, interruptions in our operations or damage to our computer hardware or systems or those of our employees and customers. Moreover, negative publicity arising from these types of disruptions could damage our reputation. We may not carry sufficient business interruption insurance to compensate us for losses that may occur as a result of any events that cause interruptions in our service. Significant unavailability of our services due to attacks could cause users to cease using our services and materially affect our business, prospects, financial condition and results of operations. We use software which we have developed in our technology infrastructure, which we seek to continually update and improve. Replacing such systems is often time-consuming and expensive and can also be intrusive to daily business operations. Further, we may not always be successful in executing these upgrades and improvements, which may occasionally result in a failure of our systems. We may experience periodic system interruptions from time to time. Any slowdown or failure of our underlying technology infrastructure could harm our business, reputation and ability to execute on our business plan, which could materially adversely affect our results of operations. Our disaster recovery plan or those of our third-party providers may be inadequate, and our business interruption insurance may not be sufficient to compensate us for the losses that could occur. We are highly dependent on our senior management team and other highly skilled personnel, and if we are not successful in attracting or retaining highly qualified personnel, we may not be able to successfully implement our business strategy. Our success depends, in significant part, on the continued services of our senior management team and on our ability to attract, motivate, develop and retain a sufficient number of other skilled personnel, manufacturing and quality

assurance, engineering, design, finance, marketing, sales and support personnel. Certain members of our senior management team have extensive experience in the aerospace industry, and we believe that their depth of experience is instrumental to our continued success. The loss of any one or more members of our senior management team for any reason, including resignation or retirement, could impair our ability to execute our business strategy and **may** have a material adverse effect on our business, financial condition and results of operations. Competition for qualified highly skilled personnel can be strong, and we can provide no assurance that we will be successful in attracting or retaining such personnel now or in the future. Any inability to recruit, develop and retain qualified employees may result in high employee turnover and may force us to pay significantly higher wages, which may harm our profitability. Our operating results may fluctuate significantly, which makes our future operating results difficult to predict and could cause our operating results to fall below expectations or any guidance we may provide. Our quarterly and annual operating results may fluctuate significantly, which makes it difficult for us to predict our future operating results. These fluctuations may occur due to a variety of factors, many of which are outside of our control, including: • our ability to successfully test and validate our technology, including through demonstration missions; • the number and weight of payloads we are able to schedule for launch during a period; • unexpected weather patterns, natural disasters or other events that force a cancellation or rescheduling of launches; • launch vehicle failures which result in cancellation or rescheduling of future launches; • the availability and cost of raw materials or supplied components critical for the manufacture and operation of our vehicles; • the timing and cost of, and level of investment in, research and development relating to our technologies and our current or future facilities; • developments involving our competitors; • changes in governmental regulations or in the status of our regulatory approvals or applications; • future accounting pronouncements or changes in our accounting policies; • the impact of epidemics or pandemics, including current business disruption and related financial impact resulting from the global COVID- 19 health crisis; and • general market conditions and other factors, including factors unrelated to our operating performance or the operating performance of our competitors. The individual or cumulative effects of factors discussed above could result in large fluctuations and unpredictability in our quarterly and annual operating results. As a result, comparing our operating results on a period- to- period basis may not be meaningful. This variability and unpredictability could also result in our failing to meet the expectations of industry or financial analysts or investors for any period. If our revenue or operating results fall below the expectations of analysts or investors or below any guidance we may provide, or if any guidance we provide is below the expectations of analysts or investors, the price of our common stock could decline substantially. Such a stock price decline could occur even when we have met any previously publicly stated guidance we may provide. If we fail to develop and maintain an effective system of internal controls, our ability to produce timely and accurate financial statements or comply with applicable regulations could be adversely affected, which may adversely affect investor confidence in us. ~~In September 2020~~ **We have identified and subsequently mitigated various internal control deficiencies, in connection with including the remediation of material weaknesses identified during** the audit of our **consolidated** financial statements as of and for the years ended December 31, 2019 and December 31, 2018, ~~we identified material weaknesses and significant deficiencies in the design and operating effectiveness of our internal control over financial reporting. The material weaknesses related to the lack of timely preparation of proper financial close and account reconciliation processes, missed accruals and improper accounting for stock issuance costs. The significant deficiencies related to inadequate evidence to properly support account balances. In July 2021, in connection with the review of our quarterly consolidated financial statements for the period ended June 30, 2021, additional significant deficiencies were identified related to the execution of effective interest rate and diluted EPS calculations. These material weaknesses and significant deficiencies, if not effectively mitigated, may not allow for us to have a timely reporting process and may result in errors reported in our reporting process. We have mitigated many of the internal control deficiencies and remediated the 2019 material weaknesses~~ by improving the timeliness of preparation of financial close and account reconciliation process by hiring additional experienced management and staff, identifying goods or services received as of the close of the accounting period that have not been invoiced and accruing for such items, and utilizing the use of specialists to determine the proper accounting for highly technical and complex transactions. We are continuously focused on, designing and implementing effective internal controls measures to improve our internal control over financial reporting. Our efforts include a number of actions: • We continue to design and implement additional review procedures within our accounting and finance department to provide more robust and comprehensive internal controls over financial reporting that address the financial statement assertions and risks of material misstatement within our business processes, including implementing a comprehensive close process checklist with additional layers of reviews. • We have established and continue to improve a more formal process to review and ensure proper cut- off and classification of expenses, including those related to legal expenses incurred by us. • We have implemented and are continuing to design a more formal process to properly review and document evidence to support account balances, including preparing analytical analysis of the consolidated financial statements and conducting periodic reviews of the results of operations with senior management. • We have ~~and are continuing to actively recruit~~ **recruited** additional personnel, in addition to engaging and utilizing third - party consultants and specialists to supplement our internal resources business processes involving highly technical and complex transactions. If not remediated, material weaknesses could result in material misstatements to our annual or interim consolidated financial statements that might not be prevented or detected on a timely basis, or in delayed filing of required periodic reports. If we are unable to assert that ~~its~~ **our** internal control over financial reporting is effective, or when required in the future, if our independent registered public accounting firm is unable to express an unqualified opinion as to the effectiveness of the internal control over financial reporting, investors may lose confidence in the accuracy and completeness of our financial reports, the market price of our Class A common stock could be adversely affected and we could become subject to litigation or investigations by Nasdaq, the SEC, or other regulatory authorities, which could require additional financial and management resources. As part of growing our business, we may make acquisitions. If we fail to successfully select, execute or integrate our acquisitions, then our business, results of operations and financial condition could be materially adversely affected, and the price of our Class A common stock

could decline. From time to time, we may undertake acquisitions to add new products and technologies, acquire talent, gain new sales channels or enter into new markets or sales territories. In addition to possible stockholder approval, we may need approvals and licenses from relevant government authorities for the acquisitions and to comply with any applicable laws and regulations, which could result in increased delay and costs, and may disrupt our business strategy if it fails to do so. Furthermore, acquisitions and the subsequent integration of new assets, businesses, key personnel, customers, vendors and suppliers require significant attention from our management and could result in a diversion of resources from our existing business, which in turn could have an adverse effect on our operations. Acquired assets or businesses may not generate the financial results we expect. Acquisitions could result in the use of substantial amounts of cash, potentially dilutive issuances of equity securities, the occurrence of significant goodwill impairment charges, amortization expenses for other intangible assets and exposure to potential unknown liabilities of the acquired business. Moreover, the costs of identifying and consummating acquisitions may be significant. To date, we have limited experience with acquisitions and the integration of acquired technology and personnel. Failure to successfully identify, complete, manage and integrate acquisitions could materially and adversely affect our business, financial condition, liquidity and results of operations and could cause our stock price to decline. Momentum's ability to use its net operating loss carryforwards and certain other tax attributes may be limited. As of December 31, **2021-2022**, Momentum had \$ **38-78.9-7** million of U. S. federal and \$ **30-6.9-5** million of state net operating loss carryforwards available to reduce future taxable income. The ~~\$ 38.9 million in~~ U. S. federal operating loss carryforwards will be carried forward indefinitely for U. S. federal tax purposes. While the federal net operating losses ("NOLs") can be carried forward indefinitely, California net operating losses begin to expire in the year ending December 31, 2038. It is possible that Momentum will not generate taxable income in time to use these net operating loss carryforwards before their expiration or at all. Under legislative changes made in December 2017, U. S. federal net operating losses incurred in 2018 and in future years may be carried forward indefinitely, but the deductibility of such net operating losses is limited. It is uncertain if and to what extent various states will conform to the newly enacted federal tax law. In addition, the federal and state net operating loss carryforwards and certain tax credits may be subject to significant limitations under Section 382 and Section 383 of the U. S. Internal Revenue Code ("U. S. Tax Code"), respectively, and similar provisions of state law. Under those sections of the U. S. Tax Code, if a corporation undergoes an "ownership change," the corporation's ability to use its pre- change net operating loss carryforwards and other pre- change attributes, such as research tax credits, to offset its post- change income or tax may be limited. In general, an "ownership change" will occur if there is a cumulative change in our ownership by "5- percent stockholders" that exceeds 50 percentage points over a rolling three- year period. Similar rules may apply under state tax laws. Momentum has not yet undertaken an analysis of whether the Business Combination constitutes an "ownership change" for purposes of Section 382 and Section 383 of the U. S. Tax Code. We are currently **involved, and may in the future be, subject to substantial litigation, regulatory actions, government investigations, proceedings and similar actions that could cause us to incur significant legal expenses and which could have a material adverse effect on our business, operating results or financial condition. We are currently, and may in the future be, subject to substantial litigation, regulatory actions, government investigations, proceedings and similar actions including matters related to commercial disputes, intellectual property, employment, securities laws, disclosures, whistleblower, environmental, tax, accounting, class action, and product liability,** as well as **trade** may become involved in future litigations that may materially adversely affect us From time to time, **regulatory and we may** become involved in various legal proceedings relating to matters incidental to the **other** ordinary course of **claims related to** our business, including intellectual property, commercial, product liability, employment, class action, whistleblower and **our industry** other litigation and claims, and governmental and other regulatory investigations and proceedings. Such matters can be time- consuming, divert management's attention and resources, cause us to incur significant expenses or liability or require us to change our business practices. Because of the potential risks, expenses and uncertainties of litigation, we may, from time to time, settle disputes, even where we believe that we have meritorious claims or defenses. Because litigation is inherently unpredictable, we cannot assure you that the results of any of these actions will not have a material adverse effect on our business, **operating results or financial condition**. Refer to "Item 3. Legal Proceedings" in this Annual Report on Form 10-K. On July 15, 2021, a purported stockholder of SRAC filed a **July 22, 2021 and August 4, 2021, three related** putative **securities** class action **lawsuits were filed** complaint against SRAC, SRC- NI Holdings, LLC ("Sponsor"), Brian Kabot (SRAC CEO), James Norris (SRAC CFO), Momentum, and the Company's co- founder and former CEO, Mikhail Kokorich, in the United States District Court for the Central District of California **against the Company, SRAC** in a case captioned **Jensen v. Stable Road Acquisition Corp., Sponsor et al., No. 2: 21- cv- 05744** (the "Jensen class action"). The complaint alleges that the defendants omitted certain material information in their public statements and disclosures regarding the Business Combination described in Note 1 in the ~~acompany consolidated financial statements~~ (the "Proposed Transaction"), in violation of the securities laws, and **seeks seeking** damages on behalf of a putative class of stockholders who purchased SRAC stock between October 7, 2020 and July 13, 2021. On **July 22- October 20, 2021 and August 4, 2021, purported stockholders of SRAC- the securities class actions were consolidated in the first** filed **matter under** putative class action complaints against SRAC, SRC- NI Holdings, LLC, Brian Kabot, James Norris, Momentum, and Mikhail Kokorich in the United States District Court for the Central District of California, in cases captioned -- **caption In re Hall v. Stable Road Acquisition Corp. Securities Litigation (Case**, et al., No. 2: 21- cv- **05744- JFW- SHK** 05943 (the "Hall class action") and **on** Depoy v. Stable Road Acquisition Corp., et al., No. 2: 21- cv- 06287 (the "Depoy class action"). The allegations in the Hall and Depoy class actions are substantially the same as the allegations in the Jensen class action (collectively, referred to as the "securities class actions") and the purported class period is identical. On October 20, 2021, the securities class actions were consolidated in the first filed matter. Other, similar suits may follow. On November 12, 2021, **the court- appointed Lead- lead Plaintiff plaintiff** Hartmut Haenisch filed a **an Amended Consolidated- consolidated amended** Class Action Complaint **complaint** (the "Amended

Complaint”) against **the same defendants as well as certain additional officers and directors of SRAC**, Sponsor, Brian Kabot, Juan Manuel Quiroga, James Norris, James Hofmoekel, Momentus, Mikhail Kokorich, Dawn Harms, and **current** Fred Kennedy. Ms. Harms and **former officers of Mr. Kennedy**, and others, were added as defendants in the Amended Complaint **Company**. The Amended **amended Complaint complaint** alleges that the defendants made certain material misrepresentations, and omitted certain material information, in their public statements and disclosures regarding the **Proposed Transaction Business Combination**, in violation of the securities laws, and seeks damages on behalf of a putative class of stockholders who purchased SRAC stock between October 7, 2020 and July 13, 2021. On February 14, 2022, **the defendants filed motions to dismiss the amended complaint. On July 13, 2022 the motions to dismiss were granted in part and denied in part. A jury trial date has been set for November 14, 2023. As a subsequent event, on February 10, 2023, the Company and the lead plaintiff reached an agreement in principle to settle the Securities Class Action for Under the terms of the agreement in principle, the lead plaintiff, on behalf of a class of all persons that purchased or otherwise acquired Company stock between October 7, 2020 and July 13, 2021, inclusive, would release the Company from all claims asserted or that could have been asserted in the Securities Class Actions and dismiss such claims with prejudice, in exchange for payment of \$ 8.5 million by the Company (at least \$ 4.0 million of which is expected to be funded by insurance proceeds). Refer to Note 16. On June 16, 2022, a complaint was filed against the Company in the Delaware Court of Chancery (Case. No. 2022- 0519) by a stockholder of the Company demanding to inspect the books and records of the Company pursuant to Section 220 of the Delaware General Corporation Law. The stockholder is seeking production of books and records relating to the management of the Company and its disclosures to potential investors in connection with the Business Combination. The matter is currently stayed pending the Company’s production of certain documents to satisfy the stockholder’s requests for inspection. The Company from time to time responds to books and records requests properly submitted pursuant to applicable Delaware law. On June 20, 2022, a shareholder derivative action was filed by a stockholder on behalf of the Company, in the U. S. District Court for the Central District of California (Case No. 2: 22-cv- 04212), against the Company (as a nominal defendant), SRAC, and current and former directors of the Company and SRAC. This derivative action alleges the same core allegations as stated in the securities class action litigation. Defendants dispute the allegations and intend to file a motion to dismiss the derivative action. On January 25, 2023, a shareholder derivative action was filed by Melissa Hanna, on behalf of Momentus filed a motion to dismiss, Inc., in the Amended Complaint US District Court for the Northern District of California, Case No. 5: 23- cv- 00374, against Momentus (as a nominal defendant), SRAC, Brian Kabot, Juan Manuel Quiroga, James Norris, James Hofmoekel, Mikhail Kokorich, Dawn Harms, Fred Kennedy, Chris Hadfield, Mitchel B. Kugler, Victorino Mercado, Kimberly A. Reed, Linda J. Reiners, and John C. Rood (the “ Derivative Action II ”). The Derivative Action alleges the same core allegations as stated in the Securities Class Actions, and also claims that Momentus ignored and / or refused a prior demand made by Ms. Hanna on Momentus’s Board of Directors . Momentus disputes the allegations in the Amended Complaint complaint and intends to vigorously defend the litigation . On July 20, 2022, an action was filed against the Company in New Castle County Superior Court, Delaware, in the Complex Commercial Litigation Division (Case No. N22C- 07- 133 EMD CCLD), alleging fraudulent inducement and breach of contract arising from two investment contracts pursuant to which plaintiff alleges it invested \$ 4 million in the Company. The plaintiff is seeking damages in excess of \$ 7.6 million, in addition to interests and its attorney’s fees and costs. The Company disputes the allegations and intends to vigorously defend the litigation. On November 10, 2022, purported stockholders filed a putative class action complaint against Brian Kabot, James Hofmoekel, Ann Kono, Marc Lehmann, James Norris, Juan Manuel Quiroga, SRC- NI Holdings, LLC, Edward K. Freedman, Mikhail Kokorich, Dawn Harms, Fred Kennedy, and John C. Rood in the Court of Chancery of the State of Delaware, in a case captioned Shirley, et al. v. Kabot et al., 2022- 1023- PAF. The complaint alleges that the defendants made certain material misrepresentations, and omitted certain material information, in their public statements and disclosures regarding the Proposed Transaction, in violation of the securities laws, and seeks damages on behalf of a putative class of stockholders who purchased SRAC stock on or before August 9, 2021. The putative class action does not name Momentus as a defendant. Regardless, the SPAC directors and officers, together with current and former directors and officers of Momentus, have demanded indemnification and advancement from Momentus, under the terms of the merger agreement and the exhibits thereto, the Delaware corporate code, the Company’s bylaws, and their individual indemnification agreements. Momentus may be liable for the fees and costs incurred by the SPAC defendants, and has an obligation to advance such fees during the pendency of the litigation. On June 8, 2021, former co- founders and shareholders of the Company, Mikhail Kokorich and Lev Khasis signed a National Security Agreement alongside stock repurchase agreements, whereby they agreed to divest their interests in the Company in exchange for a cash payment and other considerations. The Company has maintained that this release is effective as to various advancement and indemnification claims either individual may have against the Company. On August 16, 2022, Mr. Kokorich filed a verified complaint against Momentus in the Delaware Court of Chancery (Case. No. 2022- 0722) seeking indemnification and advancement from Momentus. Momentus disputes the allegations and intends to file a motion to dismiss the action . These securities class actions , shareholder derivative actions and other such **current or future** litigation matters may be time- consuming, divert management’s attention and resources, cause the Company to incur significant defense and settlement costs or liability, even if we believe the claims asserted against us are without merit. We intend to vigorously defend against all such claims. Because of the potential risks, expenses and uncertainties of litigation, as well as claims for indemnity from various of the parties concerned, we may from time to time, settle disputes, even where we believe that we have meritorious claims or defenses. **Because While a certain amount of insurance coverage is available for expenses or losses associated with current or future lawsuits, this coverage may not be sufficient. Determining reserves for any** litigation is **inherently unpredictable a complex**, further compounded by various **fact- intensive process that is****

subject to judgment calls. It is possible that a resolution of one or more such proceedings could require us to make substantial payments to satisfy judgments, fines or penalties or to settle claims for or indemnity proceedings, any of which may could harm or our may business. Based on information currently available, we are unable to estimate reasonably a possible loss or range of possible losses, if any, with regard to the current securities class actions, shareholder derivative actions and other lawsuits; therefore, not- no be fully insured litigation reserve has been recorded in our consolidated balance sheet. Although we plan to defend against the securities class actions, shareholder derivative actions and other lawsuits vigorously, we cannot assure that the results of these actions, either individually or in the aggregate, will not have a material adverse effect on our **business**, operating results **and or** financial condition. Momentus' management team has limited experience managing a public company ~~and several members have been with Momentus for less than 12 months~~. Most of the members of Momentus' management team have limited experience managing a publicly traded company, interacting with public company investors, and complying with the increasingly complex laws pertaining to public companies. ~~Additionally, several members of Momentus' management team were recently hired, its Chief Executive Officer John Rood, Chief Legal Officer, Paul Ney, and its Chief Financial Officer, Jikun Kim. Momentus' management team may not successfully or efficiently manage their new roles and responsibilities and may not be fully integrated as a team due to their short tenure with the company.~~ In addition, Momentus' transition to being a public company subjects it to significant regulatory oversight and reporting obligations under the federal securities laws and the continuous scrutiny of securities analysts and investors. These new obligations and constituents, together with obligations under the NSA, will require significant attention from Momentus' senior management and could divert their attention away from the day- to- day management of Momentus' business, which could adversely affect Momentus' business, financial condition, and operating results. We may pursue "moonshot" opportunities which may never come to fruition and instead cause a material adverse effect on our business. In addition to the current space economy, we anticipate there could be additional "moonshot" market opportunities, including those relating to in- space data processing and in- space mining. There are considerable scientific, technological, financial, commercial, and other risks, challenges, costs and requirements of successfully executing on any business plan associated with any "moonshot" opportunities, and there is no assurance we will ever be able to realize any of the benefits from pursuing any such opportunities. Such pursuits could have the detrimental effect of diverting our management' s time and attention and our resources from our core business operations and have a material adverse effect on our business, financial condition and operating results. Natural disasters, unusual weather conditions, epidemic outbreaks, terrorist acts and political events could disrupt our business and vehicle launch schedules. The occurrence of one or more natural disasters such as fires, floods and earthquakes, unusual weather conditions, epidemic or pandemic outbreaks, terrorist attacks or disruptive political events where our facilities or the launch facilities our transport partners use are located, or where our third- party suppliers' facilities are located, could adversely affect our business. Natural disasters including tornados, hurricanes, floods and earthquakes may damage our facilities, the launch facilities we use or those of our suppliers, which could have a material adverse effect on our business, financial condition and results of operations. Severe weather, such as rainfall, snowfall or extreme temperatures, may impact the ability for launches to occur as planned, resulting in additional expense to reschedule, thereby reducing our sales and profitability. Terrorist attacks, actual or threatened acts of war or the escalation of current hostilities, or any other military or trade disruptions impacting our domestic or foreign suppliers of components of our products, may impact our operations by, among other things, causing supply chain disruptions and increases in commodity prices, which could adversely affect our raw materials or transportation costs. These events also could cause or act to prolong an economic recession or depression in the United States or abroad ~~, such as the current business disruption and related financial impact resulting from the global COVID-19 health crisis~~. To the extent these events also impact one or more of our suppliers or result in the closure of any of their facilities or our facilities, we may be unable to maintain launch schedules or fulfill our other contracts. Regulatory Risks We are subject to stringent U. S. export and import control laws and regulations. Unfavorable changes in these laws and regulations or U. S. government licensing policies, our failure to secure timely U. S. government authorizations under these laws and regulations, or our failure to comply with these laws and regulations could have a material adverse effect on our business, financial condition and results of operations. We are required to comply with U. S. export control laws and regulations, including the ITAR administered by the U. S. Department of State' s Directorate of Defense Trade Controls ("DDTC") and the EAR administered by the U. S. Department of Commerce' s Bureau of Industry and Security ("BIS"). Pursuant to these foreign trade control laws and regulations, we are required, among other things, to (i) maintain a registration under the ITAR, (ii) determine the proper licensing jurisdiction and export classification of products, software, and technology, and (iii) obtain licenses or other forms of U. S. government authorization to engage in the conduct of our space transport business. Violations of applicable export control laws and related regulations could result in criminal and administrative penalties, including fines, possible denial of export privileges, and debarment, which could have a material adverse impact on our business, including our ability to enter into contracts or subcontracts for U. S. government customers. U. S. export licenses are required to transfer or make accessible certain of the Company' s products, software and technical information to its non- U. S. employees ("deemed exports"). **The Company has, from time- to- time, self- reported potential violations of export control laws to the Office of Export Enforcement (the "OEE") of BIS as noted below. While these incidents did not result in any monetary or non- monetary penalties, if we are found to be in violation of export control laws and regulations in the future, we could face civil and criminal liabilities, monetary and non- monetary penalties, the loss of export or import privileges, debarment and / or reputational harm.** • On September 6, 2019, the Company notified the Office of Export Enforcement (the "OEE") of BIS via an Initial Notice of Voluntary Disclosure that it was possible that various unauthorized deemed exports of EAR- controlled technology to employees of the Company may have occurred. The Company completed a full audit of its trade compliance program at the time and identified several violations which related to the apparently unintentional and unauthorized disclosure of certain limited export- controlled data to non- U. S. employees of the Company. Additional compliance protocols

were implemented as part of an internal corrective action process. This disclosure was closed by BIS pursuant to a Warning Letter dated April 20, 2020. ~~While this incident did not result in any monetary or non-monetary penalties, if we are found to be in violation of export control laws and regulations in the future, we could face civil and criminal liabilities, monetary and non-monetary penalties, the loss of export or import privileges, debarment and/or reputational harm.~~ On May 5, 2021, the Company notified OEE via an Initial Notice of Voluntary Disclosure that a Momentus employee may have inadvertently exported an email containing EAR- controlled technology to a German firm engaged in certain design work without required export authorization. The Company submitted the Germany- related final report to BIS on October 28, 2021. ~~This disclosure is possible that, as was closed by BIS pursuant a result of this matter, the Company may be found to a Warning Letter dated April 8 be in violation of export control laws and regulations and we may face civil or criminal liabilities, 2022 monetary and non-monetary penalties, the loss of export privileges, debarment and/or reputational harm.~~ On June 11, 2021, the Company notified OEE via an Initial Notice of Voluntary Disclosure that Momentus may have inadvertently exported various EAR- controlled hardware to Poland, Singapore, Norway, and Italy without required export authorization. The Company ~~received an extension to submit~~ ~~submitted the a~~ final report of ~~on~~ the events to OEE as required and is currently investigating this incident. ~~It is possible that, as a result of this matter, the Company may be found to BIS be in violation of export control laws and regulations and we may face civil or criminal liabilities, monetary and non- on July 29 -monetary penalties, 2022 the loss of export privileges, debarment and/or reputational harm.~~ The inability to secure and maintain necessary export authorizations could negatively impact our ability to compete successfully or to operate our spaceflight business as planned. For example, if we were unable to obtain or maintain our licenses to export certain spacecraft hardware, we would be effectively prohibited from launching our vehicles from certain non- U. S. locations, which would limit the number of launch providers we could use. In addition, if we were unable to obtain a Technical Assistance Agreement from the DDTC to export certain launch- related services, we would experience difficulties or even be unable to perform integration activities necessary to safely integrate our transfer vehicles to non- U. S. launch vehicles. In both cases, these restrictions could lead to higher launch costs, which may have a material adverse impact on our results of operations. Similarly, if we were unable to secure effective export licensure to authorize the full scope of activity with a foreign partner or supplier, we may be required to make design changes to spacecraft or updates to our supplier chain, which may result in increased costs to us or delays in vehicle launches. Any changes in the export control regulations or U. S. government licensing policy, such as those necessary to implement U. S. government commitments to multilateral control regimes, may restrict our operations. There is no inherent right to perform an export and given the significant discretion the government has in adjudicating such authorizations in furtherance of U. S. national security and foreign policy interests and given the Company’ s two voluntary disclosures pending before OEE, there can be no assurance we will be successful in our current and future efforts to secure and maintain necessary licenses, registrations, or other U. S. government regulatory approvals. In addition, U. S. export control laws continue to change. For example, the control lists under the ITAR and the EAR are periodically updated to reclassify specific types of export- controlled technology. For example, any changes to the jurisdictional assignment of controlled data or hardware used by Momentus could result in the need for different export authorizations, each then subject to a subsequent approval. Similarly, should exceptions or exemptions under the EAR or the ITAR, respectively, be changed, Momentus’ activities otherwise authorized via these mechanisms may become unavailable and could result in the need for additional export authorizations. Additionally, changes to the administrative implementation of export control laws at the agency level may suddenly change as a result of geo- political events, which could result in existing or proposed export authorization applications being viewed in unpredictable ways, or potentially rejected, as a result of the changed agency level protocol ~~Our business is subject to a wide variety of additional extensive and evolving government laws and regulations. Failure to comply with such laws and regulations could have a material adverse effect on our business. We are subject to a wide variety of laws and regulations relating to various aspects of our business, including with respect to our space transport operations, employment and labor, health care, tax, privacy and data security, health and safety, and environmental issues. Laws and regulations at the foreign, federal, state and local levels frequently change, especially in relation to new and emerging industries, and we cannot always reasonably predict the impact from, or the ultimate cost of compliance with, current or future regulatory or administrative changes. We monitor these developments and devote a significant amount of management’ s time and external resources towards compliance with these laws, regulations and guidelines, and such compliance places a significant burden on management’ s time and other resources, and it may limit our ability to expand into certain jurisdictions. Moreover, changes in law, the imposition of new or additional regulations or the enactment of any new or more stringent legislation that impacts our business could require us to change the way we operate and could have a material adverse effect on our sales, profitability, cash flows and financial condition. Failure to comply with these laws or regulations or failure to satisfy any criteria or other requirement under such laws or regulations, such as with respect to obtaining and maintaining licenses, certificates, authorizations and permits critical for the operation of our business, may result in civil penalties or private lawsuits, or result in a delay or the denial, suspension or revocation of licenses, certificates, authorizations or permits, which would prevent us from operating our business. For example, commercial space launches and the operation of our space transport system in the United States require licenses and permits from the FCC and review by other agencies of the U. S. government, including the FAA, the DoD and NASA. License or operational approval can include an interagency review of safety, operational, national security, and foreign policy and international obligations implications, as well as a review of foreign ownership. The recent FAA denial of Vigoride- 1 payload review unrelated to a launch license was the result of national security concerns related to foreign ownership and control that arose during an interagency review. Future denials of similar licenses or operational approvals may occur and could have a material adverse effect on our operations, sales, profitability, cash flows and overall financial condition. In addition, failure of Momentus, its officers, or its former chief executive officer, Mikhail Kodorich, to comply with governmental orders or agreements may expose Momentus and its officers to liability or penalties. Moreover, as discussed under “ Business — Regulatory — National Security Agreement, ” failure by Momentus to comply with~~

certain requirements under the NSA could subject Momentus to liquidated damages payable to the U. S. Government in the amount of \$ 100, 000 per day, up to an aggregate amount of \$ 1, 000, 000 per breach. Regulation of our industry is still evolving, and new or different laws or regulations could affect our operations, increase direct compliance costs for us or cause any third-party suppliers or contractors to raise the prices they charge us because of increased compliance costs. For example, the FCC has an open notice of proposed rulemaking relating to mitigation of orbital debris, which could affect us and our operations. Application of these laws to our business may negatively impact our performance in various ways, limiting the collaborations we may pursue, further regulating the export and re- export of our products, services, and technology from the United States and abroad, and increasing our costs and the time necessary to obtain required authorizations. The adoption of a multi- layered regulatory approach to any one of the laws or regulations to which we are or may become subject, particularly where the layers are in conflict, could require alteration of our manufacturing processes or operational parameters which may adversely impact our business. We may not be in complete compliance with all such requirements at all times and, even when we believe we are in complete compliance, a regulatory agency may determine that we are not. While Momentus currently has a contract with the U. S. Government, our customers and suppliers could be materially impacted by disruptions in U. S. government operations and funding could have a material adverse effect on our revenues, earnings and cash flows, and otherwise adversely affect our financial condition. Any disruptions in federal government operations could have a material adverse effect on our revenues, operational delays, earnings, and cash flows. A prolonged failure to maintain significant U. S. government operations for Momentus, its customers and suppliers, particularly those pertaining to our business, could have a material adverse effect on our revenues, operational delays, earnings, and cash flows. Continued uncertainty related to recent and future government shutdowns, the budget and / or the failure of the government to enact annual appropriations, such as long- term funding under a continuing resolution, could have a material adverse effect on our revenues, earnings and cash flows. Additionally, disruptions in government operations may negatively impact regulatory approvals and guidance that are important to our operations. Changes in U. S. government policy regarding use of commercial data or space infrastructure / mission providers, or material delay or cancellation of certain U. S. government programs, may have a material adverse effect on our customers, suppliers, Momentus revenues, operational delays, earnings and cash flow and our ability to achieve our growth objectives. Current U. S. government policy enables the U. S. government' s use of commercial data and space infrastructure / mission providers to support U. S. national security objectives. U. S. government policy is subject to change and any change in policy away from supporting the use of commercial data and space infrastructure / mission providers to meet U. S. government service and space infrastructure / mission needs, or any material delay or cancellation of planned U. S. government programs could materially adversely affect our revenue and our ability to achieve our growth objectives. Contracts with the U. S. government subject us to risks including early termination, audits, investigations, sanctions and penalties. While we may derive limited revenue from an existing contract with NASA, we may enter into additional contracts with the U. S. government in the future, and this subjects a larger part of our business to statutes and regulations applicable to companies doing business with the government, including the Federal Acquisition Regulation. These government contracts customarily contain provisions that give the government substantial rights and remedies, many of which are not typically found in commercial contracts and which are unfavorable to contractors. For instance, most U. S. government agencies include provisions that allow the government to unilaterally terminate or modify contracts for convenience, and in that event, the counterparty to the contract may generally recover only its incurred or committed costs and settlement expenses and profit on work completed prior to the termination. If the government terminates a contract for default, the defaulting party may be liable for any extra costs incurred by the government in procuring undelivered items from another source. In addition, government contracts normally contain additional requirements that may increase our costs of doing business, reduce our profits, and expose us to liability for failure to comply with these terms and conditions. These requirements include, for example: • specialized disclosure and accounting requirements unique to government contracts; • financial and compliance audits that may result in potential liability for price adjustments, recoupment of government funds after such funds have been spent, civil and criminal penalties, or administrative sanctions such as suspension or debarment from doing business with the U. S. government; • public disclosures of certain contract and company information; and • mandatory socioeconomic compliance requirements, including labor requirements, non- discrimination and affirmative action programs and environmental compliance requirements. Government contracts are also generally subject to greater scrutiny by the government, which can initiate reviews, audits and investigations regarding our compliance with government contract requirements. In addition, if we fail to comply with government contracting laws, regulations and contract requirements, our contracts may be subject to termination, and we may be subject to financial and / or other liability under our contracts, the Federal Civil False Claims Act **(the " False Claims Act ")** (including treble damages and other penalties), or criminal law. In particular, the False Claims Act' s " whistleblower " provisions also allow private individuals, including present and former employees, to sue on behalf of the U. S. government. Any penalties, damages, fines, suspension, or damages could adversely affect our ability to operate our business and our financial results. Failure to comply with federal, state and foreign laws and regulations relating to privacy, data protection and consumer protection, or the expansion of current or the enactment of new laws or regulations relating to privacy, data protection and consumer protection, could adversely affect our business and our financial condition. We collect, store, process, and use personal information and other customer data, including medical information, and we rely in part on third parties that are not directly under our control to manage certain of these operations and to collect, store, process and use payment information. Due to the sensitivity of the personal information and data we and these third parties manage and expect to manage in the future, as well as the nature of our customer base, the security features of our information systems are critical. A variety of federal, state and foreign laws and regulations govern the collection, use, retention, sharing and security of this information. Laws and regulations relating to privacy, data protection and consumer protection are evolving and subject to potentially differing interpretations. These requirements may not be harmonized, may be interpreted and applied in a manner that is inconsistent from one jurisdiction to another or may conflict with other rules or our practices. As a result, our practices may

not have complied or may not comply in the future with all such laws, regulations, requirements and obligations. For example, in January 2020, the California Consumer Privacy Act (“ CCPA ”) took effect, which provides new operational requirements for companies doing business in California. Compliance with the new obligations imposed by the CCPA depends in part on how particular regulators interpret and apply them. If we fail to comply with the CCPA or if regulators assert that we have failed to comply with the CCPA, we may be subject to certain fines or other penalties. On November 3, 2020, voters passed the California Privacy Rights Act, which builds upon the CCPA and expands consumer privacy rights to more closely align with the European Union’s General Data Protection Regulation (the “ GDPR ”) discussed below. We expect that new industry standards, laws and regulations will continue to be proposed regarding privacy, data protection and information security in many jurisdictions, including the European e- Privacy Regulation, which is currently in draft form. We cannot yet determine the impact such future laws, regulations and standards may have on our business. Complying with these evolving obligations is costly. For instance, expanding definitions and interpretations of what constitutes “ personal data ” (or the equivalent) within the United States, the European Economic Area (the “ EEA ”) and elsewhere may increase our compliance costs and legal liability. We are also subject to additional privacy rules, many of which, such as the GDPR and national laws supplementing the GDPR, such as in the United Kingdom, are significantly more stringent than those currently enforced in the United States. The law requires companies to meet stringent requirements regarding the handling of personal data of individuals located in the EEA. The law also includes significant penalties for noncompliance, which may result in monetary penalties of up to the higher of € 20. 0 million or 4 % of a group’s worldwide turnover for the preceding financial year for the most serious violations. The GDPR and other similar regulations require companies to give specific types of notice and informed consent is required for certain actions, and the GDPR also imposes additional conditions in order to satisfy such consent, such as bundled consents. A significant data breach or any failure, or perceived failure, by us to comply with any federal, state or foreign privacy or consumer protection- related laws, regulations or other principles or orders to which we may be subject or other legal obligations relating to privacy or consumer protection could adversely affect our reputation, brand and business, and may result in claims, investigations, proceedings or actions against us by governmental entities or others or other penalties or liabilities or require us to change our operations and / or cease using certain data sets. Depending on the nature of the information compromised, we may also have obligations to notify users, law enforcement or payment companies about the incident and may need to provide some form of remedy, such as refunds, for the individuals affected by the incident. Risks Related to Ownership of Class A Common Stock An active trading market for Class A common stock may never develop or be sustained, which may make it difficult to sell the shares of Class A common stock you receive. The price of our Class A common stock may fluctuate significantly due to general market and economic conditions and forecasts, our general business condition and the release of our financial reports. An active trading market for our Class A common stock may not develop or continue or, if developed, may not be sustained, which would make it difficult for stockholders to sell their shares of Class A common stock at an attractive price (or at all). The market price of our Class A common stock may decline below stockholders’ deemed purchase price, and they may not be able to sell their shares of Class A common stock at or above that price (or at all). Additionally, if our Class A common stock is delisted from Nasdaq for any reason, and is quoted on the OTC Bulletin Board, an inter- dealer automated quotation system for equity securities that is not a national securities exchange, the liquidity and price of our Class A common stock may be more limited than if we were quoted or listed on Nasdaq or another national securities exchange. Stockholders may be unable to sell Class A common stock unless a market can be established or sustained. The market price of our Class A common stock and warrants may be volatile, which could cause the value of your investment to decline. If an active market for our Class A common stock and warrants develops and continues, the trading price of our Class A common stock and warrants could be volatile and subject to wide fluctuations. The trading price of our Class A common stock and warrants depends on many factors, including those described in this “ Risk Factors ” section, many of which are beyond our control and may not be related to our operating performance. Any of the factors listed below could have a material adverse effect on investment in our Class A common stock and warrants, and our Class A common stock and warrants may trade at prices significantly below the price paid for them. In such circumstances, the trading price of our Class A common stock and warrants may not recover and may experience a further decline. Factors affecting the trading price of our Class A common stock and warrants may include: • actual or anticipated fluctuations in our quarterly financial results or the quarterly financial results of companies perceived to be similar to us; • changes in the market’s expectations about our operating results; • the public’s reaction to our press releases, our other public announcements and our filings with the SEC; • speculation in the press or investment community; • actual or anticipated developments in our business or our competitors’ businesses or the competitive landscape generally; • our operating results failing to meet the expectation of securities analysts or investors in a particular period; • changes in financial estimates and recommendations by securities analysts concerning us or the market in general; • operating and stock price performance of other companies that investors deem comparable to us; • publications of research reports by securities analysts about us, our competitors, or the space industry; • changes in laws and regulations affecting our business; • our ability to comply with the terms of the NSA and any related compliance measures instituted by the Security Director; • commencement of, or involvement in, litigation involving us; • changes in our capital structure, such as future issuances of securities or the incurrence of additional debt; • the volume of Class A common stock available for public sale; • any major change in our board of directors or management; • sales of substantial amounts of Class A common stock by directors, officers or significant stockholders or the perception that such sales could occur; • general economic and political conditions such as recessions, interest rates, fuel prices, trade wars, pandemics (such as COVID- 19), epidemics, currency fluctuations and acts of war or terrorism; and • other risk factors listed under this “ Risk Factors ” section. **Sales** The issuance of a additional capital stock in connection with financings, acquisitions, investments, our stock incentive plans or otherwise will dilute all other stockholders. We expect to issue additional capital stock in the future that will result in dilution to all other stockholders. We expect to grant equity awards to our employees, directors and consultants under our equity incentive plans. We may also raise capital through equity financings in

the future. As part of our business strategy, we may acquire or make investments in complementary companies, products or technologies and issue equity securities to pay for any such acquisition or investment. Any such issuances of additional capital stock may cause stockholders to experience significant dilution **number** of their ownership interests and the per share **shares value** of our Class A common stock **in the public markets, or the perception that such sales could occur, could depress the market price of our Class A common stock. The Company entered into an ATM program, and the Company from time to decline time may sell up to \$ 50. 0 million of shares of Class A common stock pursuant to such program. See Item 7. Management' s Discussion and Analysis of Financial Condition and Results of Operations for more information. Sales of a substantial number of shares of our Class A common stock in the public markets could depress the market price of our Class A common stock and impair our ability to raise capital through the sale of additional equity securities. We cannot predict the effect that future sales of our Class A common stock would have on the market price of our Class A common stock.** Future sales of shares by Company officers, directors and other insiders may adversely affect the market price of our Class A common stock. Sales of shares of our Class A common stock by Company officers, directors and other insiders, regardless of the actual reason for such sales, may be perceived negatively by the market, which could adversely affect the market price of our Class A common stock and make it more difficult for stockholders to sell their Class A common stock at a favorable time and price. Future sales of shares by existing stockholders and future exercise of registration rights may adversely affect the market price of our Class A common stock. Sales of a substantial number of shares of our Class A common stock in the public market, or the perception that such sales could occur, could adversely affect the market price of our Class A common stock and may make it more difficult to sell Class A common stock at a favorable time and price. As of the Business Combination, on August 12, 2021, there were approximately 79, 772, 262 shares of Class A common stock outstanding, and Momentus stockholders, the Sponsor, its affiliate SRAC Partners and the PIPE Investors collectively owned approximately 19. 50 % of the outstanding shares of Class A common stock, of which approximately 6. 97 % of the outstanding shares of Class A common stock was held by the Sponsor and its affiliate SRAC Partners. The Sponsor and SRAC' s executive officers and directors entered into a letter agreement with SRAC, pursuant to which they agreed not to transfer, assign or sell (except to certain permitted transferees) (a) any founder shares until six months after the Closing or earlier if subsequent to the Business Combination, (i) the last sale price of Class A common stock equals or exceeds \$ 12. 00 per share (as adjusted for stock splits, stock dividends, reorganizations, recapitalizations and the like) for any 20 trading days within any 30- trading day period commencing after the initial business combination (which clause (a) has been amended by an agreement between the Sponsor, SRAC Partners and SRAC) or (ii) we complete a liquidation, merger, capital stock exchange, reorganization or other similar transaction that results in all of the Company' s stockholders having the right to exchange their shares of the Class A common stock for cash, securities or other property and (b) any private placement units, private placement shares or private placement warrants (or shares of Class A common stock upon exercise thereof) until 30 days after the completion of the Business Combination. See the section titled " Certain Relationships and Related Transactions — Lockup Agreements. " Following the expiration of such lock- ups, Sponsor will not be restricted from selling the shares of Class A common stock that it beneficially owns, other than by applicable securities laws. Additionally, neither certain Momentus stockholders nor the PIPE Investors are restricted from selling any of their shares of Class A common stock, other than by applicable securities laws. Sales of substantial amounts of Class A common stock in the public market, or the perception that such sales will occur, could adversely affect the market price of Class A common stock and make it difficult for us to raise funds through securities offerings in the future. The Sponsor and certain holders of Class A common stock (including SRAC Partners and Prime Movers Lab Fund I, L. P and its affiliates), in each case who received Class A common stock pursuant to the Merger Agreement and the transactions contemplated thereby entered into the Amended and Restated Registration Rights Agreement (the " Registration Rights Agreement ") in respect of the shares of Class A common stock issued to Sponsor and such stockholders in connection with the transactions set forth above. Pursuant to the Registration Rights Agreement, such holders and their permitted transferees are entitled to certain customary registration rights, including, among other things, demand, shelf and piggy- back rights, subject to cut- back provisions. Pursuant to the Registration Rights Agreement, the Sponsor and SRAC Partners have agreed not to sell, transfer, pledge or otherwise dispose of shares of Class A common stock or other securities exercisable therefor for certain time periods specified therein. We do not plan to declare any dividends in the foreseeable future. We have no current plans to pay cash dividends on our Class A common stock. The declaration, amount and payment of any future dividends will be at the sole discretion of the board of directors. The board of directors may take into account general and economic conditions, our financial condition and operating results, our available cash, current and anticipated cash needs, capital requirements, contractual, legal, tax and regulatory restrictions, implications on the payment of dividends by us to our stockholders and such other factors as the board of directors may deem relevant. In addition, the terms of any future indebtedness would likely contain a number of restrictive covenants that impose significant operating and financial restrictions on us, including restricting or limiting our ability to pay cash dividends. Accordingly, we may not pay any dividends on our Class A common stock in the foreseeable future. If securities and industry analysts do not publish or cease publishing research or reports, or publish inaccurate or unfavorable research or reports, about our business or our market, our stock price and trading volume could decline. The trading market for our Class A common stock and warrants will depend, in part, on the research and reports that securities and industry analysts publish about us, our business and our market. **Only three Securities securities and industry analysts do not currently, and may never, have published research on our stock in the last 12 months. If some or all of these analysts cease to** publish research on **our stock or if additional** us. If securities and industry analysts do not commence coverage of us, **then** our stock price and trading volume **would could likely** be negatively impacted. In the event securities or industry analysts initiate coverage, if one or more of the analysts who cover us downgrade our stock, publish inaccurate or unfavorable research about our business or our market, or provide more favorable relative recommendations about our competitors, our stock price would likely decline. Our charter documents and Delaware law could prevent a takeover that stockholders consider favorable and could also reduce the

market price of the Class A common stock. Certain provisions of our **second** amended and restated charter, as well as our amended and restated bylaws may have the effect of rendering more difficult, delaying, or preventing a change of control or changes in our management. These provisions provide for, among other things: • a classified board of directors whose members serve staggered three- year terms; • the authorization of “ blank check ” preferred stock, which could be issued by the board of directors without stockholder approval and may contain voting, liquidation, dividend and other rights superior to our Class A common stock; • a limitation on the ability of, and providing indemnification to, our directors and officers; • a requirement that special meetings of our stockholders can be called only by our board of directors acting by a written resolution by a majority of the directors then in office), the Chairperson of the board of directors, our Chief Executive Officer or our Lead Independent Director; • a requirement of advance notice of stockholder proposals for business to be conducted at meetings stockholders and for nominations of candidates for election to the board of directors; • a requirement that our directors may be removed only for cause and by a two- thirds (2 / 3) vote of the stockholders; provided that the removal of the Security Director would also require the approval of the CFIUS Monitoring Agencies; • a prohibition on stockholder action by written consent; • a requirement that vacancies on our board of directors may be filled only by a majority of directors then in office or by a sole remaining director (subject to limited exceptions), even though less than a quorum; and • a requirement of the approval of the board of directors or the holders of at least two- thirds of our outstanding shares of capital stock to amend our bylaws and certain provisions of our charter. In addition, we have not opted out of the provisions of Section 203 of the DGCL, which generally prohibits a Delaware corporation from engaging in any of a broad range of business combinations with any “ interested ” stockholder for a period of three years following the date on which the stockholder became an “ interested ” stockholder. These provisions may frustrate or prevent any attempts by stockholders to replace or remove the Company ’ s management by making it more difficult for stockholders to replace members of the board of directors, which is responsible for appointing the members of our management. In addition, institutional stockholder representative groups, stockholder activists and others may disagree with our corporate governance provisions or other practices, including anti- takeover provisions, such as those listed above. We generally will consider recommendations of institutional stockholder representative groups, but we will make decisions based on what our board and management believe to be in the best long- term interests of the Company and stockholders; however, these groups could make recommendations to our stockholders against our practices or our board members if they disagree with our positions. These and other provisions in our charter and bylaws and under Delaware law could discourage potential takeover attempts, reduce the price investors might be willing to pay in the future for shares of Class A common stock and result in the market price of Class A common stock being lower than it would be without these provisions. Our **second** amended and restated charter provides that a state or federal court located within the state of Delaware will be the exclusive forum for substantially all disputes between us and our stockholders, which could limit our stockholders’ ability to obtain a chosen judicial forum for disputes with us or our directors, officers, employees, or stockholders. Our **second** amended and restated charter provides, to the fullest extent permitted by law, that unless we consent in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware will be the exclusive forum for the following types of actions or proceedings under Delaware statutory or common law: • any derivative action or proceeding brought on behalf of the Company; • any action or proceeding asserting a claim of breach of a fiduciary duty owed by or any wrongdoing by any current or former director, officer, employee or agent of the Company or any stockholder to the Company or to stockholders; • any action or proceeding asserting a claim against us or any current or former director, officer or other employee or any stockholder in such stockholder’ s capacity as such arising out of or pursuant to any provision of the DGCL, our **second** amended and restated charter or our amended and restated bylaws (as each may be amended from time to time); • any action or proceeding to interpret, apply, enforce or determine the validity of our **second** amended and restated charter and / or our amended and restated bylaws (including any right, obligation or remedy thereunder); • any action or proceeding as to which the DGCL confers jurisdiction to the Court of Chancery of the State of Delaware; or • any action or proceeding asserting a claim governed by the internal affairs doctrine, in all cases to the fullest extent permitted by law and subject to the court’ s having personal jurisdiction over the indispensable parties named as defendants. This provision would not apply to suits brought to enforce a duty or liability created by the Securities Act or the Exchange Act or any claim for which the U. S. federal courts have exclusive jurisdiction. Our **second** amended and restated charter further provides that, unless we consent in writing to the selection of an alternative forum, to the fullest extent permitted by law, the federal district courts of the United States of America will be the exclusive forum for resolving any complaint asserting a cause of action arising under the Securities Act or the rules and regulations promulgated thereunder. Our **second** amended and restated charter also provides that a state or federal court located within the state of Delaware will be the exclusive forum for substantially all disputes between us and our stockholders, which could limit our stockholders’ ability to obtain a chosen judicial forum for disputes with the Company or our directors, officers, employees, or stockholders. If any other court of competent jurisdiction were to find either exclusive- forum provision in our **second** amended and restated charter to be inapplicable or unenforceable, we may incur additional costs associated with resolving the dispute in other jurisdictions, which could adversely affect our business, financial condition and results of operations. In addition, although the Delaware Supreme Court ruled in March 2020 that federal forum selection provisions purporting to require claims under the Securities Act be brought in federal court were “ facially valid ” under Delaware law, there is uncertainty as to whether other courts will enforce our federal forum selection clause. **We may fail to continue to meet the listing standards of Nasdaq, and as a result our common stock and publicly traded warrants may be delisted, which could have a material adverse effect on the liquidity and trading price of our common stock and warrants and on our ability to raise capital. Our common stock and publicly traded warrants currently trade on The Nasdaq Global Select Market. The Nasdaq Stock Market LLC has requirements for our equity securities to remain listed on Nasdaq, including a rule requiring our common stock to maintain a minimum closing bid price of \$ 1. 00 per share. The closing price of our common stock could fall below \$ 1. 00 per share in the future. If the closing bid price of our common stock falls below \$ 1. 00 per share for a**

period of 30 consecutive trading days, we would expect to receive a notification from Nasdaq that our common stock would be subject to delisting if we do not regain compliance with the minimum bid price requirement within the time period specified by Nasdaq. If we were to receive such a notification, we expect that we would be afforded a grace period of 180 calendar days to regain compliance with the minimum bid price requirement, and that, to regain compliance, our common stock would need to maintain a minimum closing bid price of at least \$ 1.00 per share for at least 10 consecutive trading days. If we fail to meet Nasdaq's stock price requirements, or if we do not meet Nasdaq's other listing requirements, we would fail to be in compliance with Nasdaq's listing standards and our common stock and publicly traded warrants could be delisted from Nasdaq. There can be no assurance that we will continue to meet the minimum bid price requirement or any other Nasdaq listing requirement in the future. If our common stock and publicly traded warrants were to be delisted, the liquidity of our common stock and publicly traded warrants would be adversely affected, and their market prices could decrease. We may also face other adverse consequences in such event, such as negative publicity, a decreased ability to obtain additional financing, diminished investor and / or employee confidence, and the loss of business development opportunities, some or all of which may contribute to a further decline in our stock price. A recent Delaware Court of Chancery Ruling has created uncertainty regarding the validity of our authorized shares of Common Stock which could impair our ability to complete financing transactions which could in turn impair our operations. On February 17, 2023 the Company filed a petition in the Delaware Court of Chancery, pursuant to Section 205 of the DGCL, seeking an order validating and declaring effective the Second Amended and Restated Certificate of Incorporation of the Company, which, among other things, increased the total number of authorized shares of Class A common stock from 100,000,000 to 250,000,000. The petition hearing is scheduled for March 14, 2023. If we are not successful in the petition hearing, the uncertainty with respect to our capitalization could have a material adverse effect on our operations, including, among other things, our ability to complete financing transactions, until the underlying issues are definitively resolved. This uncertainty could impair our ability to execute our business plan, attract and retain employees, management and directors and adversely affect our commercial relationships.

General Risks Our employees and independent contractors may engage in misconduct or other improper activities, which could have an adverse effect on our business, prospects, financial condition and operating results. We are exposed to the risk that our employees and independent contractors may engage in misconduct or other illegal activity. Misconduct by these parties could include intentional, reckless or negligent conduct or other activities that violate U. S. and international laws and regulations. It is not always possible to identify and deter misconduct by employees and other third parties, and the precautions we take to detect and prevent this activity may not be effective in controlling unknown or unmanaged risks or losses or in protecting us from governmental investigations or other actions or lawsuits stemming from a failure to be in compliance with such laws or regulations. In addition, we are subject to the risk that a person or government could allege such fraud or other misconduct, even if none occurred. If any such actions are instituted against us, and we are not successful in defending ourselves or asserting our rights, those actions could have a significant impact on our business, prospects, financial condition and operating results, including, without limitation, the imposition of significant civil, criminal and administrative penalties, damages, monetary fines, disgorgement, integrity oversight and reporting obligations to resolve allegations of non-compliance, imprisonment, other sanctions, contractual damages, reputational harm, diminished profits and future earnings and curtailment of our operations, any of which could have a material adverse effect on our business, financial condition and results of operations. Labor-related matters, including labor disputes, may adversely affect our operations. Momentus relies on its employees in the day-to-day operations of its business. Actual or threatened labor disputes may disrupt our operations and adversely affect our ability to operate as a business. Such labor disputes and disruptions may result in the loss of market share to competitors and / or have a negative impact on the Company's brand and corporate image. In addition, Momentus has experienced shortages of qualified labor in the past and may experience them in the future. Any shortages of qualified labor may have a material adverse effect on Momentus' business, prospects, financial condition and operating results. Changes in our accounting estimates and assumptions could negatively affect our financial position and results of operations. We prepare our consolidated financial statements in accordance with GAAP. These accounting principles require us to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of our consolidated financial statements. We are also required to make certain judgments that affect the reported amounts of revenues and expenses during each reporting period. We periodically evaluate our estimates and assumptions including, but not limited to, those relating to business acquisitions, revenue recognition, restructuring costs, recoverability of assets including customer receivables, contingencies, stock-based compensation and income taxes. We base our estimates on historical experience and various assumptions that we believe to be reasonable based on specific circumstances. These assumptions and estimates involve the exercise of judgment and discretion, which may evolve over time in light of operational experience, regulatory direction, developments in accounting principles and other factors. Actual results could differ from these estimates as a result of changes in circumstances, assumptions, policies or developments in the business, which could materially affect our consolidated financial statements.