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Oggetto : Filing of the Offer Document Palingeo

*Testo del comunicato*

Vedi allegato

Communication issued by I.CO.P. Società Benefit S.p.A., also on behalf of the Persons Acting in Concert

**THE DISSEMINATION, PUBLICATION OR DISTRIBUTION OF THIS COMMUNICATION IS PROHIBITED IN ANY JURISDICTION WHERE SUCH ACTION WOULD CONSTITUTE A VIOLATION OF THE APPLICABLE REGULATIONS**



## MANDATORY FULL VOLUNTARY TENDER OFFER FOR THE ORDINARY SHARES OF PALINGEO S.P.A.

### FILING OF THE OFFER DOCUMENT WITH CONSOB

*Basiliano (Udine), 22 September, 2025* – Pursuant to Article 102, paragraph 3, of Legislative Decree No. 58 of 24 February 1998 (the “TUF”), as well as Article 37-ter of the implementing regulation of the TUF concerning issuers’ rules, adopted by the Commissione Nazionale per le Società e la Borsa (“CONSOB”) by resolution No. 11971 of 14 May 1999 (the “Issuers’ Regulation”), ICOP S.p.A. Società Benefit (“ICOP” or the “Offeror”) hereby announces that it has today filed with CONSOB the offer document (the “Offer Document”), intended for publication, relating to the mandatory full voluntary tender offer pursuant to Articles 102 et seq. of the TUF, and required under Article 13 of the Issuer’s by-laws (the “Offer”), promoted by the Offeror, concerning up to a maximum of 3,316,825 ordinary shares (the “Shares”) of Palingeo S.p.A. (the “Issuer” or “Palingeo”), a company whose shares are admitted to trading on Euronext Growth Milan (“EGM”), the multilateral trading facility organized and managed by Borsa Italiana S.p.A. (“Borsa Italiana”).

It is recalled that shareholders tendering their Shares in the Offer will be entitled to receive a consideration of Euro 6.00 for each Share of the Issuer tendered to the Offer (the “Consideration”).

In the event of full acceptance of the Offer, the maximum total value of the Offer, calculated on the basis of the Consideration of Euro 6.00 and the maximum total number of Shares subject to the Offer, amounts to Euro 19,900,950.00 (the “Maximum Disbursement”). It should be noted that, also for the purposes of computing the Maximum Disbursement, the Shares subject to the Offer correspond to: (i) 2,632,670 Shares, representing all of the Issuer’s outstanding ordinary shares not held by the Offeror; and (ii) up to 684,155 Shares, representing all of the Issuer’s ordinary shares that may be issued following the exercise of the “Palingeo Warrants 2024–2026” (net of the 2,992,500 held by F.L.S. Holding S.r.l., which has undertaken not to exercise them).

The Offer Document will be published upon completion of CONSOB’s review pursuant to Article 102, paragraph 4, of the TUF. The Offer is being promoted exclusively in Italy, as the Issuer’s Shares are admitted to trading solely on EGM, and it is addressed, on equal terms, to all holders of Palingeo shares.

Pending publication of the Offer Document, reference is made, for all matters not expressly indicated herein, to the communication pursuant to Article 102, paragraph 1, of the TUF and Article 37 of the Issuers’ Regulation, published on the Offeror’s website ([www.icop.it](http://www.icop.it)), which sets out the legal basis, terms, and essential elements of the Offer.

**THIS DOCUMENT MAY NOT BE DISCLOSED, PUBLISHED OR DISTRIBUTED, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY, IN THE UNITED STATES, AUSTRALIA, CANADA OR JAPAN (OR IN ANY OTHER COUNTRIES, AS DEFINED BELOW)**

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*The Offer is not and will not be made, directly or indirectly, in the United States of America (including to U.S. Persons, as defined under the U.S. Securities Act of 1933, as amended), Canada, Japan and Australia, nor in any other country where such Offer is not permitted without authorization from the competent authorities or other requirements by the Offeror (such countries, including the United States of America, Canada, Japan and Australia, collectively the “**Other Countries**”), nor by using national or international means or instruments of commerce or communication of the Other Countries (including, merely by way of example, postal services, fax, telefax, e-mail, telephone and the Internet), nor through any facility of any financial intermediary of the Other Countries, nor in any other manner.*

*Copies, whether in whole or in part, of any document issued by the Offeror in connection with the Offer are not and must not be sent, transmitted, or otherwise distributed, directly or indirectly, in the Other Countries. Anyone receiving such documents must not distribute, send, or mail them (either by postal service or by any other means or instrument of communication or commerce in the Other Countries).*

*Any tenders of Shares in acceptance of the Offer resulting from solicitation activities carried out in violation of the restrictions described above will not be accepted.*

*Acceptance of the Offer by parties residing in countries other than Italy may be subject to specific legal or regulatory obligations or restrictions. It is the sole responsibility of the recipients of the Offer to comply with such regulations and, therefore, before tendering their Shares in the Offer, to ascertain the existence and applicability of any such requirements by consulting their own advisors. The Offeror shall not be held liable for any violation by any party of any of the aforementioned limitations.*

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## ICOP

*Founded in 1920 by the Petrucco family, [ICOP](#) is an underground engineering company active nationally and internationally in the fields of special foundations, microtunnelling and maritime works. As the first benefit company in the sector, ICOP operates in the United States through its subsidiary AGH and directly in major European markets, supporting both private and public players – with a strong focus on long-term partnerships – in highly engineered projects related to the development of critical infrastructures (such as the Paris and Copenhagen metro systems) and the strengthening of energy and water transport networks (gas pipelines, aqueducts). The group has its headquarters in Basiliano (UD) and employs over 1,000 people worldwide.*

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