

Informazione Regolamentata n. 1936-95-2025	Data/Ora Inizio Diffusione 13 Dicembre 2025 11:17:09	Euronext Growth Milan
--	---	-----------------------

Societa' : I.CO.P

Utenza - referente : ICOPESTN01 - -

Tipologia : 3.1

Data/Ora Ricezione : 13 Dicembre 2025 11:17:09

Data/Ora Inizio Diffusione : 13 Dicembre 2025 11:17:09

Oggetto : MANDATORY TOTALITARIAN TENDER  
OFFER FOR THE ORDINARY SHARES OF  
PALINGEO S.P.A EXTENTION OF TERMS

*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 TOTALITARIAN TENDER OFFER FOR THE ORDINARY SHARES OF PALINGEO S.P.A.**

### **EXTENSION OF THE ACCEPTANCE PERIOD**

*Basiliano (Udine), 12 December, 2025* – With reference to the mandatory public tender offer for all outstanding shares pursuant to Articles 102 et seq. of Legislative Decree No. 58 of 24 February 1998 (“**TUF**”), and mandatory pursuant to Article 12 of the Issuer’s by-laws (the “**Offer**”), I.CO.P. S.p.A. Società Benefit (“**ICOP**” or the “**Offeror**”), further to the press release published on 6 December 2025, announces that today the Italian Securities and Exchange Commission (Commissione Nazionale per le Società e la Borsa – “**CONSOB**”), by resolution No. 0117939/25, has ordered – upon request of the Offeror pursuant to Article 43 of the Issuers’ Regulation – an extension of the acceptance period until 19 December 2025 (inclusive).

As a result, the Payment Date of the Consideration for each Share tendered to the Offer during the Tender Period, originally scheduled for 29 December 2025, is now set for 2 January 2026 (i.e., the fifth Trading Day following the close of the Acceptance Period, as extended).

Terms used with an initial capital letter in this press release, unless otherwise defined, have the meaning attributed to them in the Offer Document prepared by the Offeror and published on 24 October 2025, available, inter alia, on the Offeror’s website [www.icop.it](http://www.icop.it).

Set out below is the updated timetable of the main events relating to the Offer, as amended as a result of the extension of the Acceptance Period.

<b>Date</b>	<b>Event</b>	<b>Method of Communication</b>
19 December 2025 (subject to any extension of the Acceptance Period in accordance with applicable law).	End of the Acceptance Period.	–
By the evening of the last day of the Acceptance Period (i.e., 19 December 2025) and, in any event, by 7:29 a.m. (Italian time) on the first Trading Day	Announcement of (i) the provisional results of the Offer; (ii) the possible existence of the conditions for the Reopening of the Terms; (iii) the possible existence of the conditions for the Mandatory Purchase and/or the Squeeze-Out Right; and (iv) the procedures and timing relating to any Delisting.	Press release of the Offeror (“ <b>Press Release on the Provisional Results of the Offer</b> ”).

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**

Date	Event	Method of Communication
following the end of the Acceptance Period, i.e., by 22 December 2025 (subject to any extension of the Acceptance Period in accordance with applicable law).		
By 7:29 a.m. (Italian time) on the Trading Day preceding the Payment Date of the Consideration for the Shares tendered to the Offer, i.e. (subject to any extension of the Acceptance Period in accordance with applicable law) by 7:29 a.m. (Italian time) on 30 December 2025.	Announcement of (i) the final results of the Offer; (ii) possible confirmation of the existence of the conditions for the Reopening of the Terms; (iii) possible confirmation of the existence of the conditions for the Mandatory Purchase and/or the Squeeze-Out Right; and (iv) the procedures and timing relating to any Delisting.	Press release of the Offeror (" <b>Press Release on the Final Results of the Offer</b> ").
The fifth Trading Day following the close of the Acceptance Period, i.e. (subject to any extension of the Acceptance Period in accordance with applicable law) by 2 January 2026 ("Payment Date").	Payment of the Consideration for the Shares subject to the Offer tendered during the Acceptance Period.	—
5 January 2026 (subject to any extension of the Acceptance Period in accordance with applicable law).	Beginning of any Reopening of the Terms.	—
9 January 2026	End of any Reopening of the Terms.	—

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**

Date	Event	Method of Communication
(subject to any extension of the Acceptance Period in accordance with applicable law).		
By the evening of the last Trading Day of the Reopening of the Terms or, at the latest, by 7:29 a.m. (Italian time) on the first Trading Day following the end of the Reopening of the Terms (i.e., by 12 January 2026, subject to any extension of the Acceptance Period in accordance with applicable law).	Announcement of (i) the provisional results of the Offer following the Reopening of the Terms; (ii) the possible existence of the conditions for the Mandatory Purchase and/or the Squeeze-Out Right; and (iii) the procedures and timing relating to any Delisting.	Press release of the Offeror (" <b>Press Release on the Provisional Results of the Offer Following the Reopening of the Terms</b> ").
By 7:29 a.m. (Italian time) on the day preceding the Payment Date following the Reopening of the Terms (i.e., by 15 January 2026, subject to any extension of the Acceptance Period in accordance with applicable law).	Announcement of (i) the final results of the Offer following the Reopening of the Terms; (ii) confirmation of the possible existence of the conditions for the Mandatory Purchase and/or the Squeeze-Out Right; and (iii) confirmation of the procedures and timing relating to any Delisting.	Press release of the Offeror (" <b>Press Release on the Final Results of the Offer Following the Reopening of the Terms</b> ").
16 January 2026, being the fifth Trading Day following the end of the Reopening of the Terms, subject to any extension of the Acceptance Period.	Payment of the Consideration for the Shares tendered during the Reopening of the Terms.	—

*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**

Date	Event	Method of Communication
Upon the occurrence of the conditions required by law.	Where the conditions for the Mandatory Purchase and/or the Squeeze-Out Right are met, publication of a press release containing the information necessary to comply with the obligations relating to the Squeeze-Out Right or, where applicable, the Mandatory Purchase, implementing, in the latter case, the Joint Procedure, as well as an indication of the procedures and timing relating to the possible delisting of the Shares.	Press release of the Offeror pursuant to Article 50-quinquies of the Issuers' Regulation.

It is specified that ICOP does not envisage any further amendments to the terms and conditions of the Offer as a result of the extension of the Acceptance Period.

Further to the press release published on 6 December 2025, ICOP also announces that, in light of the increase in the Consideration communicated on the same date, it was necessary to supplement the Performance Guarantee, which has been newly issued today by the Performance Guarantee Bank for an amount equal to EUR 21,924,213.25. The Offeror has also published the new Acceptance Form as amended following the increase in the Consideration and the extension of the Acceptance Period. The execution of the Acceptance Form in the version prior to the publication of the new Acceptance Form shall be deemed valid also of the new terms of the Offer.

\*\*\*

***THIS DOCUMENT MUST 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 RESTRICTED JURISDICTIONS AS DEFINED BELOW)***

*The Offer is not and will not be made or distributed in the United States of America (or directed to U.S. Persons, as defined under the U.S. Securities Act of 1933, as amended), Canada, Japan, or Australia, nor in any other country where such Offer is not permitted without authorization by the competent authorities or other requirements to be fulfilled by the Offeror (such countries, including the United States, Canada, Japan and Australia, collectively the "Restricted Jurisdictions"), nor by using any means or instruments of national or international communication or commerce of the Restricted Jurisdictions (including, without limitation, postal network, fax, telefax, email, telephone and the Internet), nor through any financial intermediary of the Restricted Jurisdictions, nor by any other means.*

*Copies, whether whole or partial, of any document issued by the Offeror in connection with the Offer are not and must not be mailed, transmitted, or otherwise distributed, directly or indirectly, in the Restricted Jurisdictions. Anyone receiving such documents must not distribute, send or dispatch them (neither by mail nor by any other means of communication or commerce) in the Restricted Jurisdictions.*

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

*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**

*Participation in the Offer by persons resident 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 laws, and therefore, before joining the Offer, they should verify the existence and applicability of such provisions with their own advisors. The Offeror shall not be held liable for any breach of such restrictions by any person.*

\*\*\*

## 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.*

## Contacts

### **I.CO.P S.p.A. Società Benefit – Investor relations**

Giacomo Petrucco

E-mail: [giacomo.petrucco@icop.it](mailto:giacomo.petrucco@icop.it)

mob: +39 348 7820927

### **Alantra – Euronext Growth Advisor**

E-mail: [ega@alantra.com](mailto:ega@alantra.com)

mob: +39 3346267242

### **Barabino & Partners – Media relations**

Stefania Bassi

E-mail: [s.bassi@barabino.it](mailto:s.bassi@barabino.it)

mob: +39 335 6282667

Francesco Faenza

E-mail: [f.faenza@barabino.it](mailto:f.faenza@barabino.it)

mob: +39 345 8316045

Fine Comunicato n.1936-95-2025

Numero di Pagine: 7