

Informazione Regolamentata n. 1936-2-2026	Data/Ora Inizio Diffusione 9 Gennaio 2026 16:50:23	Euronext Growth Milan
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Data/Ora Ricezione : 9 Gennaio 2026 16:50:23

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Oggetto : ICOP HAS INITIATED JOINT PROCEDURE
FOR FULFILMENT OF PURCHASE
OBLIGATION AND EXERCISE OF RIGHT OF
PURCHASE. DELISTING OF PALINGEO
ORDINARY SHARES EFFECTIVE AS OF
TODAY - TOTALITARIAN MTO FOR THE
ORDINARY SHARES OF PALINGEO S.P.A

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.

ICOP HAS INITIATED THE JOINT PROCEDURE FOR THE FULFILMENT OF THE PURCHASE OBLIGATION AND THE EXERCISE OF THE RIGHT OF PURCHASE DELISTING OF PALINGEO ORDINARY SHARES EFFECTIVE AS OF TODAY

Basiliano (Udine), 9 January, 2026 – With reference to the full mandatory public tender offer 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**”), launched by I.CO.P. S.p.A. Società Benefit (“**ICOP**” or the “**Offeror**”), concerning up to no. 2,994,606 ordinary shares (“**Shares**”) at a consideration of Euro 6.61 per share, the following is hereby disclosed.

Capitalised terms used in this press release, unless otherwise defined, shall have the meaning ascribed to them in the offer document prepared by the Offeror and published on 24 October 2025 (the “**Offer Document**”), available, *inter alia*, on the Offeror’s website at www.icop.it.

With reference to the final results of the acceptances of the Offer and to the exercise of the right of purchase pursuant to Article 111 of the TUF and the fulfilment of the purchase obligation pursuant to Article 108, paragraph 1, of the TUF, as referred to in Article 13 of the Issuer’s by-laws, concerning all of the remaining no. 232,125 Shares still held by the market, corresponding to 3.19% of the Issuer’s share capital (the “**Remaining Shares**”), ICOP announces that today it has notified the Issuer of the deposit of an amount equal to Euro 1,534,346.25, corresponding to the total consideration of the Joint Procedure, into the bank account opened with BPER Banca S.p.A.

It is specified that such amount is earmarked for the payment of the consideration due to the shareholders holding the Remaining Shares.

As of today, the transfer of ownership of the Remaining Shares to ICOP shall become effective, with the consequent registration in the shareholders’ register by the Issuer.

Holders of the Remaining Shares may obtain payment of the consideration of the Joint Procedure directly through their respective Custodian Intermediaries. The obligation to pay the consideration under the Joint Procedure shall be deemed fulfilled once the relevant amounts have been transferred to the Custodian Intermediaries from which the Remaining Shares originate.

After the expiry of the five-year limitation period pursuant to Article 2949 of the Italian Civil Code, and without prejudice to Articles 2941 et seq. of the Italian Civil Code, holders of the Remaining Shares who have not requested payment shall forfeit their right to receive the consideration under the Joint Procedure, and the Offeror shall be entitled to obtain reimbursement of the deposited and unclaimed amounts.

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Finally, it is recalled that Borsa Italiana, following the occurrence of the relevant regulatory requirements, by notice No. 57704 dated 23 December 2025, resolved to suspend trading of the Issuer's Shares on Euronext Growth Milan during the trading sessions of 7 and 8 January 2026, and to delist the Shares as from the trading session of 9 January 2026.

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.

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

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