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Oggetto : Multiply Group S.p.A.: Launch of a voluntary public tender offer (below threshold) on own shares launched by the Issuer

Testo del comunicato

Vedi allegato



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MULTIPLY GROUP S.P.A.: LAUNCH OF A VOLUNTARY PUBLIC TENDER OFFER (*BELOW THRESHOLD*) ON OWN SHARES LAUNCHED BY THE ISSUER

SUBJECT OF THE OFFER: MAXIMUM NO. 228,000 ORDINARY SHARES AT A PRICE OF EURO 33.00 PER SHARE

Milan, 10 April 2026

Multiply Group S.p.A. (the "**Company**" or "**Moltiply**"), announces that the Chairman of the Board of Directors, in force of the authorization for the purchase of own shares resolved by the Ordinary Shareholders' Meeting of 23 April 2025 and in execution of the powers granted to him by the Board of Directors, has resolved to launch a voluntary partial public tender offer ("*Sotto Soglia*" *below the threshold*) (the "**Tender Offer**" or "**Offer**"), concerning a maximum of 228,000 ordinary shares of the Company, equal to 0.57% of the share capital and 0.43% of the voting rights, at a price of Euro 33.00 per share and for a maximum consideration of Euro 7,524,000.00.

The consideration incorporates a premium of 5.2% compared to the official stock market price of 9 April 2026, the last trading day before the launch of the offer (Euro 31.38).

The maximum value of the offer, which is below the threshold of Euro 8,000,000, as indicated pursuant to Articles 1, paragraph 1, letter v) and 100, paragraphs 2 and 3, letter c), of Legislative Decree no. 58/1998 (the "**TUF**") and 34-ter, paragraph 01, of the Issuers' Regulation adopted by Consob resolution no. 11971 of 14 May 1999, makes the Tender offer not subject to the rules on tender offers or to the obligation to publish an offer document authorised by Consob. However, the Company, in accordance with best market practices, will publish a voluntary offer document.

It should be noted that, as of 9 April 2026 (trading day prior to the date of announcement of the Offer) (the "**Reference Date**"), the Company held no. 2,319,716 treasury shares, representing 5.80% of the share capital.

PARTIES PARTICIPATING IN THE OFFER

The offeror and the issuer

Since the Offer is promoted by Moltiply, the company issuing the shares subject to the offer, there is coincidence between the offeror and the issuer.

Moltiply is a joint-stock company under Italian law, with registered office in Milan, via Felice Casati, no. 1/a, tax code and registration number in the Register of Companies of Milan, Monza Brianza, Lodi 0507219069.

MOTIVATIONS BEHIND THE OFFER

The Offer, taking into account the authorization granted by the Shareholders' Meeting of Moltiply on April 23rd, 2025, is aimed at allowing the Company to accelerate the ongoing share buyback program, carried out for the following purposes:

- a) for the activity of supporting the liquidity of the shares;
- b) for the purposes of any use of the shares as consideration in extraordinary transactions, including the exchange of shareholdings with other parties, in the context of transactions of interest to the Company;

- c) for the purpose of allocating the treasury shares purchased to service distribution programs, for consideration or free of charge, of options on shares or shares to directors, employees and collaborators of the Company or its subsidiaries; and
- d) for the efficient management of the Company liquidity.

It should be noted that the above purposes are also reported in the Board of Directors' explanatory report on the resolution authorising the purchase and disposal of own shares on the agenda of the Moltiply Shareholders' Meeting called for 29 April 2026.

The purpose of the Offer is not to proceed with the cancellation of the treasury shares; any future Shareholders' Meeting of the Company will be responsible for any resolution to cancel the Treasury Shares that will be in the Company's portfolio.

It should be noted that the Tender Offer is not aimed at the delisting of the Company's ordinary shares from trading on Euronext Milan, STAR segment.

OFFER FEATURES

The purpose of this Tender Offer is exclusively the purchase of a maximum of 228,000 ordinary shares, corresponding to 0.57% of the entire share capital of Moltiply, for a unit price of Euro 33.00 per share.

The total value of the Offer, in the event of full acceptance of the Offer, amounts to Euro 7,524,000.00.

The consideration incorporates a premium of 5.2% compared to the official stock market price on the Reference Date (i.e. 9 April 2026), equal to Euro 31.38.

Below is a table relating to the percentage difference between the consideration of the Offer and the weighted average of the official prices recorded by the Moltiply share in the six months prior to the Reference Date.

Time horizon	Volume Weighted Average Price* (€)	% Difference between Offer price and VWAP
Price at the Reference Date	31.38	+5.2%
1 month prior to the Reference Date	31.19	+5.8%
3 months prior to the Reference Date	33.34	-1.0%
6 months prior to the Reference Date	35.30	-6.5%

* Source: elaboration on Borsa Italiana S.p.A. data

The subscription period for the Tender Offer will last 15 trading days, from 13 April 2026 to 4 May 2026 (included), unless extended. Payment of the consideration will take place on 8 May 2026, unless the acceptance period is extended.

The bidder (i.e. the Company) reserves the right to extend the acceptance period, as well as to modify the terms of the offer, giving specific information to the market if necessary by the end of the second trading day prior to the end of the acceptance period.

It should be noted that, if the number of ordinary shares tendered to the Offer is greater than the number of 228,000 subject to the Offer, the pro-rata allocation will be applied, by virtue of which the Company will purchase from all shareholders participating in the offer the same proportion of shares contributed by them to the Offer.

The Tender Offer is not conditional on the achievement of a minimum number of acceptances and is addressed, in Italy, without distinction and on equal terms to all holders of shares of the Company. However, as will be better specified in the Offer Document, the Offer is not promoted or released in the United States of America, Canada, Japan and Australia, as well as in any other country where such Offer is not permitted in the absence of authorization from the competent authorities.

Equita SIM S.p.A. is acting as Intermediary in Charge of Coordinating the Collection of Acceptances. The international law firm Gianni & Origoni is acting as legal advisor.

The terms and conditions of the Tender Offer are set out in the Offer Document which, together with the Acceptance Form, will be made available to the public today on the Company's website, at www.moltiplygroup.com (Section Investors / OPA Buyback 2026), and to which reference is made for any reference and detailed information regarding the offer. The press releases, notices and documents relating to the Tender Offer will also be published on the website of the Company/offeror.

This press release is available on *the Company's* website www.moltiplygroup.com (Section Investors / News and Results / Press Releases) and on www.emarketstorage.it.

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This communication does not constitute and is not intended to constitute an offer, invitation or solicitation to buy or otherwise acquire, subscribe, sell or otherwise dispose of any securities, and no sale, issuance or transfer of Moltiply securities will be made in any country in violation of the laws applicable therein.

The Offer will be made by means of the publication of the relevant offer document. The offer document will contain a full description of the terms and conditions of the Offer, including the terms and conditions of acceptance. The publication or dissemination of this communication in countries other than Italy (with particular reference, among others, to the United States of America, Canada, Japan and Australia) may be subject to restrictions under applicable law and, therefore, any person subject to the laws of any country other than Italy is required to independently obtain information on any restrictions provided for by applicable laws and regulations and ensure that he or she is comply with them. Failure to comply with these restrictions may constitute a violation of the applicable law of the relevant country. To the maximum extent permitted by applicable law, the persons involved in the Offer shall be deemed exempt from any liability or detrimental consequence that may arise from the violation of the aforementioned restrictions by the aforementioned persons concerned. This communication has been prepared in accordance with Italian law and the information disclosed herein may be different from that which would have been disclosed if the communication had been prepared in accordance with the legislation of countries other than Italy.

No copy of this communication or of any other document relating to the Offer will be, nor may be, sent by post or otherwise transmitted or distributed in any or from any country where the provisions of local law could give rise to civil, criminal or regulatory risks where information relating to the Offer is transmitted or made available to Moltiply shareholders in such country or in other countries where such conduct would constitute a breach and any person receiving such documents (including as custodian, trustee or trustee) shall not post or otherwise transmit or distribute the same to or from such country.

Fine Comunicato n.0921-36-2026

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