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Societa' : MULTIPLY GROUP

Utenza - referente : MUTUIONLINEN01 - PESCARMONA MARCO

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Oggetto : Voluntary partial share tender offer Moltiply Group: increase in the price of the offer

Testo del comunicato

Vedi allegato



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VOLUNTARY PARTIAL SHARE TENDER OFFER MULTIPLY GROUP: INCREASE IN THE PRICE OF THE OFFER

Milan, 28 April 2026

Multiply Group S.p.A. (the "**Company**" or "**Multiply**" or the "**Offeror**"), with reference to the voluntary partial public tender offer (the "**Offer**") launched by the Company on 10 April 2026, concerning a maximum of no. 228,000 shares of the Company, announces the following.

The terms used with an initial capital letter in this press release, unless otherwise defined, have the same meaning as in the offer document published on the Company's website on 10 April 2026 (the "**Offer Document**").

The Offeror announces that today, the Chairman of the Board of Directors, in execution of the powers granted to him by the Board of Directors, has taken the decision to increase the Consideration from Euro 33.00 to Euro 35.00 and, therefore, by Euro 2.00 (+6.1%), for each share tendered to the Offer (the "**New Consideration**").

In reiterating the reasons underlying the Offer as indicated in the Offer Document, the Offeror represents that the New Consideration, amounting to Euro 35.00, is aimed at taking into account the recent developments in the share price, as well as the interest of the Company in pursuing the successful outcome of the Offer.

The New Consideration, amounting to Euro 35.00, incorporates a premium of 11.5% compared to the official price of the shares recorded on Euronext Milan on the Reference Date (*i.e.* 9 April 2026), equal to Euro 31.38.

The following table, which fully replaces the table set out in Paragraph D.2 of the Offer Document, compares the New Consideration with the weighted average of the official prices recorded by the share in each of the previous 1 (one), 3 (three), 6 (six) months prior to the Reference Date.

Reference period	Average price per share weighted (in Euro)	% difference between New Consideration and weighted average share price
Price at Reference Date	31.38	+11.5%
1 month prior to Reference Date	31.19	+12.2%
3 months prior to Reference Date	33.34	+5.0%
6 months prior to Reference Date	35.30	-0.8%

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

Paragraphs D.1, D.2 and D.3 of Section D of the Offer Document, updated on the basis of the New Consideration, are set out in the appendix to this press release.

Considering the New Consideration and assuming that a number of shares equal to or greater than the number of shares subject to the Offer is tendered to the Offer, the new maximum value of the Offer is equal to Euro 7,980,000 (the "**Maximum New Disbursement**"). Therefore, the Offer, also on the basis of the New Maximum Disbursement, is among the cases of inapplicability of the rules relating to the takeover bid provided for by

Article 102 of the TUF and Article 37 of the Issuers' Regulation, by virtue of the combined provisions of art. 1, paragraph 1, letter v) and 100, paragraphs 2 and 3, letter c), of the TUF and 34-ter, paragraph 01, of the Issuers' Regulation.

The Company also announces that the duration of the acceptance period remains unchanged, which therefore remains scheduled to end at 5:30 p.m. (Italian time) on May 4, 2026, with the payment date scheduled for May 8, 2026.

Without prejudice to the above regarding the increase in the Consideration, all the other terms and conditions of the Offer, as indicated in the Offer Document, to which reference should be made for further information, remain unchanged.

The Offeror will proceed with the publication of the new Acceptance Form modified as a result of the New Consideration. Tenderers who have accepted the Offer before today's date will be entitled to receive the New Consideration under the terms and conditions set out in the Offer Document.

Therefore, the signing of the Acceptance Form in the version prior to the publication of the new Acceptance Form will also be considered valid acceptance of the new improved condition of the Offer referred to in this press release.

For further information, please refer to the press release relating to the Offer dated 10 April 2026, the Offer Document and the Acceptance Form available on the Company's website at <https://www.moltiplygroup.com> ("Investors / Securities / Buyback Offer 2026" section).

This press release is available on the Company's website www.moltiplygroup.com (Section "Investors / Stock / Buyback Takeover Bid 2026") and on www.emarketstorage.it.

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 is made by means of the publication of the relevant offer document. The offer document contains 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 of the laws of that country and any person receiving such documents (including as a custodian, trustee or trustee) is required not to mail or otherwise transmit.

APPENDIX

D. NUOVO CORRISPETTIVO UNITARIO PER GLI STRUMENTI FINANZIARI E SUA GIUSTIFICAZIONE

D.1 INDICAZIONE DEL NUOVO CORRISPETTIVO UNITARIO E CRITERI PER LA SUA DETERMINAZIONE

Il Nuovo Corrispettivo offerto, che sarà interamente versato in denaro alla Data di Pagamento, è pari ad Euro 35,00 per ciascuna Azione portata in Adesione all'Offerta ed effettivamente ritirata ad esito della stessa.

Il Nuovo Corrispettivo si intende al netto di bolli, in quanto dovuti, e dei compensi, provvigioni e spese che rimarranno a carico dell'Offerente. L'imposta sostitutiva delle plusvalenze, qualora dovuta, resterà invece a carico degli aderenti all'Offerta.

Il Nuovo Corrispettivo è stato determinato attraverso valutazioni condotte autonomamente dall'Emittente, tenendo conto, tra l'altro, del prezzo ufficiale per Azione rilevato alla Data di Riferimento e dell'andamento del titolo successivamente l'annuncio dell'Offerta.

Si precisa che, per la determinazione del Nuovo Corrispettivo, non sono state ottenute e/o utilizzate perizie elaborate da soggetti indipendenti o finalizzate alla valutazione della congruità dello stesso.

Ove si ricorra al Riparto, nell'eventualità in cui il numero delle Azioni portate in Adesione sia superiore alle Azioni oggetto dell'Offerta, il Nuovo Corrispettivo sarà pagato agli Aderenti unicamente con riferimento alle Azioni effettivamente ritirate.

Alla Data di Riferimento (i.e., 9 aprile 2026), il prezzo ufficiale delle Azioni è stato pari a Euro 31,38. Pertanto, il Nuovo Corrispettivo incorpora un premio pari a 11,5% rispetto a tale quotazione.

D.2 INDICAZIONE DEL CONTROVALORE COMPLESSIVO DELL'OFFERTA

L'Offerta viene proposta su massime n. 228.000, pari allo 0,57% delle complessive n. 40.000.000 Azioni ordinarie in circolazione alla Data di Riferimento.

Il Controvalore complessivo dell'Offerta sulla base del Nuovo Corrispettivo, in caso di integrale Adesione all'Offerta medesima, ammonta ad Euro 7.980.000,00.

La tabella che segue riporta la differenza percentuale tra il Nuovo Corrispettivo e la media ponderata dei prezzi ufficiali registrati dall'Azione nei sei mesi precedenti la Data di Riferimento.

Periodo di riferimento	Prezzo medio per azione ponderato (in Euro)	Differenza % tra Nuovo Corrispettivo e prezzo medio per azione ponderato
Prezzo alla Data di Riferimento	31,38	+11,5%
1 mese antecedente alla Data di Riferimento	31,19	+12,2%
3 mesi antecedenti alla Data di Riferimento	33,34	+5,0%
6 mesi antecedenti alla Data di Riferimento	35,30	-0,8%

Fonte: elaborazione su dati Borsa Italiana S.p.A.

D.3 CONFRONTO DEL NUOVO CORRISPETTIVO CON ALCUNI INDICATORI RELATIVI ALL'EMITTENTE E AL GRUPPO

La tabella che segue riporta un confronto del Nuovo Corrispettivo con alcuni indicatori consolidati dell'Emittente, complessivi e per Azione, riferibili rispettivamente al bilancio al 31 dicembre 2024 ed al bilancio al 31 dicembre 2025.

Indicatore	31/12/2024 (in Euro)	31/12/2025 (in Euro)
Patrimonio netto di pertinenza dei soci dell'Emittente	Euro 291.738 migliaia	Euro 332.666 migliaia
Patrimonio netto per Azione	Euro 7,29	Euro 8,32
Ebitda	Euro 122.812 migliaia	Euro 177.418 migliaia
EV/Ebitda (sulla base del Nuovo Corrispettivo)	13,3	9,9

Fine Comunicato n.0921-45-2026

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