

Informazione Regolamentata n. 1936-35-2026	Data/Ora Inizio Diffusione 18 Luglio 2026 21:57:11	Euronext Growth Milan
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Societa' : I.CO.P

Utenza - referente : ICOPESTN01 - Petrucco Giacomo

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Oggetto : Filing of the Offer Document with CONSOB

Testo del comunicato

Vedi allegato

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Press Release



VOLUNTARY PUBLIC EXCHANGE OFFER PROMOTED BY I.CO.P. S.P.A. SOCIETÀ BENEFIT ON ALL THE ORDINARY SHARES OF TREVI – FINANZIARIA INDUSTRIALE S.P.A.

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Filing of the Offer Document with CONSOB

Basiliano (UD), 18 July 2026 – I.CO.P. S.p.A. Società Benefit ("**Offeror**" or "**ICOP**") announces that it has filed on the date hereof with the Commissione Nazionale per le Società e la Borsa ("**CONSOB**"), pursuant to and for the purposes of Article 102, paragraph 3, of Legislative Decree no. 58 of 24 February 1998, as subsequently amended ("**TUF**"), as well as Article 37-ter of the Regulation concerning the regulation of issuers, adopted by CONSOB resolution no. 11971 of 14 May 1999, as subsequently amended ("**Issuers' Regulation**"), the offer document ("**Offer Document**"), intended for publication, relating to the voluntary public exchange offer ("**Offer**") promoted by the Offeror, pursuant to Articles 102 et seq. of the TUF, on all the ordinary shares of Trevi – Finanziaria Industriale S.p.A. ("**Issuer**" or "**Trevi**") admitted to trading on Euronext Milan, a regulated market organized and managed by Borsa Italiana S.p.A. ("**Borsa Italiana**") (ISIN code IT0005709909). The Offer relates to all the shares of Trevi, which as of today amount to a maximum of no. 65,578,216 shares.

The filing of the Offer Document with CONSOB follows the Offeror's notice dated June 28, 2026, by which the Offeror, pursuant to Article 102, paragraph 1, of the TUF and Article 37 of the Issuers' Regulation, communicated its decision to promote the Offer ("**Offeror's Notice**").

In accordance with the provisions of the Offeror's Notice, in the event of the fulfilment of the Conditions of Effectiveness (as defined in the Offeror's Notice), or of waiver, in whole or in part, of the same, as the case may be, and the consequent completion of the Offer, the Offeror will recognize, for each share subject to the Offer tendered to the Offer, a unit consideration consisting of no. 0.133 newly issued ordinary shares of the Offeror, without par value, with regular dividend rights and the same characteristics as the Offeror's ordinary shares already outstanding on the issue date.

It is recalled that the Offeror's shareholders' meeting has been convened, in a single call, for 28 July 2026, to resolve, inter alia: (i) the granting to the board of directors of a delegation to increase the share capital on one or more occasions, on a severable basis, with the exclusion of option rights pursuant to Article 2441, fourth paragraph, first sentence, of the Italian Civil Code, to be paid up by contribution in kind, as it is intended to service the Offer; and (ii) the project for the uplisting of the Offeror to Euronext Milan from the Euronext Growth Milan market and the approval of the new articles of association, which will enter into force upon the completion of the uplisting process.

The Offer Document will be published at the end of the assessment carried out by CONSOB pursuant to Article 102, paragraph 4, of the TUF.

The Offer is promoted exclusively in Italy, as the ordinary shares of the Issuer are listed on Euronext Milan, and is addressed, without distinction and on equal terms, to all shareholders holding shares subject to the Offer. Notwithstanding the foregoing, the Offer has not been and will not be made or disseminated in the United States of America (or directed at U.S. Persons as defined in Regulation S under the U.S. Securities Act of 1933, as subsequently amended), Australia, Canada or Japan, nor in any other country in which such Offer is not authorised or to any person to whom it is not lawful to make such an offer or solicitation ("**Excluded Countries**"), either by using the Excluded Countries' national or international means of

communication or commerce (including, without limitation, postal network, fax, telex, e-mail, telephone and internet), or through any structure of any of the financial intermediaries of the Excluded Countries, or in any other way.

Pending the publication of the Offer Document, reference is made to the Offeror's Notice, published on the Offeror's website (www.icop.it), which indicates the legal prerequisites, terms, and essential elements of the Offer.

This press release is available on the Company's website <https://www.icop.it> in the Investor Relations – Press Releases section and on <https://www.emarketstorage.it/it>.

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 OTHER COUNTRIES, AS DEFINED BELOW)

The Offer is not and will not be promoted or disseminated in the United States of America (or addressed to U.S. Persons, as defined pursuant to the U.S. Securities Act of 1933 and subsequent amendments), Canada, Japan and Australia, as well as in any other Country in which such Offer is not permitted in the absence of authorization by the competent authorities or other formalities or requirements to be complied with by the Offeror (such Countries, including the United States of America, Canada, Japan and Australia, collectively the "Other Countries"), nor using instruments of national or international communication or commerce of the Other Countries (including, by way of mere example, the postal network, fax, telefax, electronic mail, telephone and internet), nor through any structure of any of the financial intermediaries of the Other Countries, nor in any other way.

No partial or complete copy of any document issued by the Offeror in relation to the Offer may be sent, transmitted or otherwise distributed, directly or indirectly, in the Other Countries. Anyone receiving the aforementioned documents must not distribute, send or dispatch them (neither by post nor through any other means or instrument of communication or commerce in the Other Countries).

Any acceptances of the Offer resulting from solicitation activities carried out in violation of the limitations above will not be accepted.

Acceptance of the Offer by subjects resident in countries other than Italy could be subject to specific obligations or restrictions provided for by legal or regulatory provisions. It is the exclusive responsibility of the recipients of the Offer to comply with such rules and, therefore, before adhering to the Offer, to verify their existence and applicability, by contacting their advisors. The Offeror cannot be held responsible for the violation by any subject of any of the aforementioned limitations.

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