Informazione Regolamentata n. 1936-84-2026	Data/Ora Inizio Diffusione 13 Novembre 2026 17:57:08	Euronext Milan

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Data/Ora Ricezione	:	13 Novembre 2026 17:57:08
Data/Ora Inizio Diffusione	:	13 Novembre 2026 17:57:08
Oggetto	:	Shareholders’ meeting approves the share buy-back plan and the capital increase, intended solely to fund the public offer for Trevi

Testo del comunicato

Vedi allegato

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ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF ICOP S.P.A. SOCIETÀ BENEFIT

- **Buy-back plan approved for up to a maximum of 956,666 ordinary shares for a duration of 18 months**
- **Also approved the amendment to Article 19.3 of the By-laws and the share capital increase exclusively to service the voluntary total public exchange offer launched on Trevi – Finanziaria Industriale S.p.A. (“**Offer**”), the effectiveness of which is conditional upon the completion thereof, without prejudice to what has already been communicated by the Company regarding the fact that it will not proceed with any further increases and that the conditions of effectiveness of the Offer will not be waived or further amended.**

Basiliano (Udine), 13 November 2026 – The Ordinary and Extraordinary Shareholders' Meeting of ICOP S.p.A. Società Benefit (“**ICOP**” or the “**Company**”), which met today on single call, examined and approved all items on the agenda.

Authorization to purchase and dispose of treasury shares

In ordinary session, the Shareholders' Meeting approved the authorization for the Board of Directors to purchase and dispose of ordinary treasury shares, for a period of 18 months from the date of the resolution, up to a maximum of **956,666 ICOP ordinary shares** (equal to approximately 3% of the share capital), also in several tranches and on a revolving basis, in compliance with the limit set forth in Article 2357, paragraph 3, of the Italian Civil Code.

The authorization is aimed at:

- intervening, directly or through intermediaries, to stabilize trading and price trends and support the liquidity of the stock on the market;
- retaining the shares for subsequent uses, including as consideration in extraordinary transactions (exchange or disposal of equity investments) or to service convertible bonds or bonds with warrants;
- allocating the shares to service future compensation and incentive plans based on financial instruments (*stock option* or *stock grant* plans) reserved for directors, employees, and/or collaborators of the Company and its subsidiaries.

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Purchases may be made at a unit consideration ranging between a minimum of no less than 20% below and a maximum of no more than 20% above the reference price recorded by the stock in the Stock Exchange session preceding each individual transaction (or between -30% and +30% compared to the official price of the 30 trading days preceding the announcement, in the event of a public tender or exchange offer), in compliance with applicable European regulations. As of today, the Company does not hold any treasury shares.

By-laws amendment and capital increase to service the Offer

In extraordinary session, the Shareholders' Meeting approved:

- the amendment to Article 19.3 of ICOP's By-laws, relating to the plenary constitution of the Board of Directors;
- the proposed share capital increase exclusively to service the Offer.

In this regard, the Company reiterates that the resolved capital increase is strictly functional to the completion of the Offer: in the event of non-completion thereof, the increase will not take effect, no new shares will be issued, and no dilution will occur for ICOP shareholders. It is also recalled that, by press release issued on 4 November 2026, ICOP already announced to the market that it will not proceed with any increase in the Offer consideration and that the conditions of effectiveness of the Offer will not be waived or further amended.

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The summary report of voting and the minutes of the Shareholders' Meeting will be made available to the public within the terms and in the manner provided for by applicable regulations on ICOP's *website* (www.icop.it), *Investor Relations* section, and at the authorized storage mechanism https://www.emarketstorage.it/it.

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ICOP

Founded in 1920 by the Petrucco family, ICOP is an underground engineering company operating in Italy and internationally in the fields of special foundations, microtunnelling and maritime works. The first benefit company in its sector, ICOP operates in the United States and in the main European markets, supporting private and public-sector clients – with a focus on long-standing relationships – on highly engineered projects related to the development of critical infrastructure (including the Paris and Copenhagen metro systems) and the strengthening of energy and water transport networks (gas pipelines and aqueducts). The Group is headquartered in Basiliano (Udine), Italy, and employs more than 1,100 people worldwide.

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

Acceptance of the Offer by parties residing in countries other than Italy may be subject to specific obligations or restrictions under legal or regulatory provisions. It is the sole responsibility of the recipients of the Offer to comply with such rules and, therefore, prior to accepting the Offer, to verify their existence and applicability by consulting their advisors. The Offeror shall not be held liable for the violation by any person of any of the aforementioned limitations.

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