

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 PUBLIC TENDER OFFER FOR ALL ORDINARY SHARES OF PALINGEO S.P.A.

APPROVAL OF THE OFFER DOCUMENT

Basiliano (Udine), 22 October, 2025 – I.CO.P. S.p.A. Società Benefit (“**ICOP**” or the “**Offeror**”) announces that today the Commissione Nazionale per le Società e la Borsa (“**CONSOB**”), by resolution no. 23714, has approved, pursuant to Article 102, paragraph 4, of Legislative Decree no. 58 of 24 February 1998 (the “**TUF**”), the offer document (the “**Offer Document**”) relating to the mandatory public tender offer, pursuant to Articles 102 et seq. of the TUF and Article 12 of the Issuer’s bylaws (the “**Offer**”), launched by the Offeror for up to 2,706,070 ordinary shares (the “**Shares**”) of Palingeo S.p.A. (the “**Issuer**” or “**Palingeo**”), a company whose shares are admitted to trading on Euronext Growth Milan (“**EGM**”), the multilateral trading system organized and managed by Borsa Italiana S.p.A. (“**Borsa Italiana**”).

Pursuant to Article 40, paragraph 2, of the regulation implementing the TUF concerning issuers, approved by CONSOB Resolution no. 11971 of 14 May 1999, as subsequently amended (the “**Issuers’ Regulation**”), the acceptance period for the Offer (the “**Acceptance Period**”), agreed with CONSOB, will begin at 8:30 a.m. (Italian time) on 27 October 2025 and will end at 5:30 p.m. (Italian time) on 14 November 2025 (inclusive), unless extended. Therefore, 14 November 2025 will be, unless the Acceptance Period is extended in accordance with applicable regulations, the closing date of the Offer.

The consideration, equal to Euro 6.00 (the “**Consideration**”) for each Share tendered in the Offer, will be paid to the holders who accept the Offer on 21 November 2025 (unless the Acceptance Period is extended in accordance with applicable regulations), concurrently with the transfer of ownership of such Shares to the Offeror.

If the conditions are met, pursuant to Article 40-bis, paragraph 1, letter a), of the Issuers’ Regulation, the terms for accepting the Offer will be reopened for an additional period of five trading days starting from the day following 21 November 2025 (unless the Acceptance Period is extended) and therefore for the sessions of 24, 25, 26, 27, and 28 November 2025 (inclusive), from 8:30 a.m. to 5:30 p.m. (the “**Reopening of the Terms**”). In case of Reopening of the Terms, payment of the Consideration for each Share tendered during such period will occur on 5 December 2025, unless the Acceptance Period is extended.

The Offer Document, containing a detailed description of the terms and conditions of the Offer as well as the procedures for accepting it, will be published within the applicable legal timeframe on the Offeror’s website (www.icop.it). Notice of such publication and of the methods of dissemination of the Offer Document will be provided to the public through a specific press release.

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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.

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