

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



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

PUBLICATION OF THE OFFER DOCUMENT

Basiliano (Udine), 24 October, 2025 – Pursuant to Article 38, paragraph 2, of the regulation implementing Legislative Decree No. 58 of 24 February 1998 (“**TUF**”), concerning the rules applicable to issuers, adopted by the Commissione Nazionale per le Società e la Borsa (“**CONSOB**”) with Resolution No. 11971 of 14 May 1999 (the “**Issuers’ Regulation**”), I.CO.P. S.p.A. Società Benefit (“**ICOP**” or the “**Offeror**”) announces that it has today published the offer document (the “**Offer Document**”) relating to the mandatory full voluntary tender offer pursuant to Articles 102 et seq. of the TUF and Article 12 of the bylaws of the Issuer (the “**Offer**”), launched by the Offeror for up to No. 2,706,070 ordinary shares (the “**Shares**”) of Palingeo S.p.A. (the “**Issuer**” or “**Palingeo**”).

Attached to the Offer Document are, among other things, the statement approved by the Board of Directors of the Issuer pursuant to Articles 103, paragraph 3, of the TUF and 39 of the Issuers’ Regulation, as well as the opinion of the independent directors of the Issuer pursuant to Article 39-bis of the Issuers’ Regulation, together with the related annexes.

The Offer Document will be made available to the public for consultation at the following locations:

- (i) the registered office of the Offeror in Basiliano (UD), Via S. Pellico No. 2;
- (ii) the registered office of the Issuer in Carpenedolo (BS), Via Meucci No. 26;
- (iii) the offices of BPER Banca S.p.A., the intermediary in charge of coordinating the collection of acceptances, in Milan, Via Mike Bongiorno No. 13;
- (iv) the Offeror’s website: www.icop.it.

As specified in greater detail in the Offer Document, pursuant to Article 40, paragraph 2, of the Issuers’ Regulation, the acceptance period of the Offer (the “**Acceptance Period**”) will commence 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 (both dates inclusive), unless extended. Therefore, 14 November 2025 will represent, unless the Acceptance Period is extended in accordance with applicable law, 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 those accepting the Offer on 21 November 2025 (unless the Acceptance Period is extended in accordance with applicable law), concurrently with the transfer of ownership of such Shares to the Offeror.

If the conditions set forth in Article 40-bis, paragraph 1, letter (a), of the Issuers’ Regulation are met, the acceptance period of the Offer will be reopened for an additional five trading days starting from the trading day following 21 November 2025 (unless the Acceptance Period is extended), and therefore on 24, 25, 26, 27, and 28 November 2025 (both dates inclusive), from 8:30 a.m. to 5:30 p.m. (the “**Reopening of the Terms**”).

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In the event of a Reopening of the Terms, the payment of the Consideration for each Share of the Issuer tendered during such Reopening will be made on 5 December 2025, unless the Acceptance Period is extended.

For further information regarding the Offer, please refer to the Offer Document.

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

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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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