



PRESS RELEASE

ABITARE IN S.P.A.

A PRELIMINARY AGREEMENT HAS BEEN SIGNED FOR THE SALE TO TECHBAU S.P.A. OF 14 RESIDENTIAL DEVELOPMENT INITIATIVES AWAITING AUTHORIZATION

**TOTAL ENTERPRISE VALUE OF THE TRANSFERRED EQUITY INTERESTS DETERMINED AT EURO 135.3 MILLION
PROVISIONAL PRICE EQUAL TO EURO 95.5 MILLION SUBJECT TO THE USUAL NFP ADJUSTMENT MECHANISMS**

**TRANSACTION CONSISTENT WITH THE GROUP'S PLAN FOR CAPITAL STRENGTHENING AND REDUCTION OF
OVERALL INDEBTEDNESS, IN LIGHT OF THE PROLONGED MILAN URBAN PLANNING FREEZE**

CLOSING EXPECTED WITHIN THE MONTH OF JULY 2026

Milan, 9 June 2026 — Abitare In S.p.A. ("Abitare In" or the "Company"), a Milan-based company leader in residential development, listed on the Euronext Milan market, Euronext STAR Milan segment (ticker ABT.MI), has signed, on today's date, a preliminary sale and purchase agreement (the "Agreement") with Techbau S.p.A. ("Techbau" or the "Purchaser"), having as its object the sale of the equity interests representing 100% of the share capital in 14 special purpose vehicles and referable to as many residential initiatives awaiting authorization (the "Transaction").

Techbau S.p.A. is a qualified industrial operator active as a developer and general contractor in the logistics, residential, student housing, industrial, data center and renewable energy sectors. Techbau holds an interest equal to approximately 2.36% of the share capital of Abitare In.

The closing date is expected within the month of July 2026.

Marco Grillo, Chief Executive Officer of the Company, comments: "In ten years of listing, Abitare In has built an industrial model appreciated and recognized by the market, delivering over a thousand apartments in Milan. This transaction preserves that value, our operations and strengthens our capital structure, in a context made difficult by exogenous factors."

Luigi Gozzini, Chairman, continues: "The prolonged authorization freeze in Milan has structurally modified the conditions in which a residential developer such as Abitare In finds itself operating. In this context, the transaction with Techbau represents a choice consistent with the responsibility of protecting the value built by the Group over these years and of facing with solidity a phase of market transformation. A qualified industrial operator rooted in the sector such as Techbau represents today the best opportunity for the continuity of the initiatives."

Description of the companies subject to the Transaction

The Transaction has as its object the sale of the total equity interests held by Abitare In in the following special purpose vehicles: Accursio S.r.l., Citynow S.r.l., Create S.r.l., Abitare In Development 4 S.r.l., Abitare In Development 6 S.r.l., Savona 105 S.r.l., Edimi S.r.l., GMC Holding S.r.l., Hommi S.r.l., Housenow S.r.l., Immaginare S.r.l., New Tacito S.r.l., Volaplana S.r.l. and Ziro S.r.l. (the "Target Companies").

The Target Companies each hold, or are promissory purchasers of, a residential development initiative in the Municipality of Milan (with the exception of Abitare In Development 6 s.r.l. whose real estate initiative

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concerns an area in the Municipality of Florence), which have not yet obtained the relevant authorization titles for construction, for approximately a total of 164,000 sq m commercial (the "Real Estate Initiatives").

It is also noted that the Agreement provides for the sale, upon the occurrence of certain conditions, also of the 100% interest in Mivivi S.r.l. or, alternatively, of the relevant building rights, at the discretion of the Purchaser, at a consideration equal to a maximum of Euro 2.6 million.

Reasons and purposes of the Transaction

The Transaction takes place in the context of the persistent slowdown of the urban planning authorization cycle in the Municipality of Milan, which continues to determine significant operational, economic and financial impacts on the Company and on the group headed by it (the "Group").

In this context, the retention within the perimeter of the Group of the Real Estate Initiatives would entail, for a period at present unforeseeable, the incurrence of structural costs and maintenance charges in the face of persistent uncertainty as to the timing and modalities of the resumption of the ordinary authorization process.

The Transaction therefore responds to the management objective of reducing the overall risk profile of the Group, through the certain valorization and securing of assets characterized by high temporal and authorization uncertainty, allowing at the same time the Group to (i) evaluate investments in new real estate initiatives; (ii) concentrate on the owned real estate initiatives, already authorized and, therefore, under construction and delivery, as well as (iii) further develop the business model through partnerships with other industrial and financial operators (including those with which consolidated contractual relationships already exist), also through service contracts, pending a solution being found to the stalemate situation of the Municipality of Milan.

In light of the foregoing, the Transaction has been evaluated by the Board of Directors not only as an opportunity for value realization, but also as an instrument functional to the strengthening of the operational and financial sustainability of the Group in a market and regulatory context characterized by persistent uncertainty.

The Transaction will not determine any discontinuity for the customers of the construction sites under construction and delivery.

The consideration of the Transaction

The total enterprise value of the Target Companies has been determined at Euro 135.3 million.

The Agreement provides for the payment by Techbau of a provisional consideration equal to Euro 95.5 million, determined on the basis of the net financial position estimated as of 30 June 2026 (the "Consideration"). The Consideration will subsequently be subject to the usual adjustment mechanisms provided for transactions of this nature, on the basis of the actual net financial position of each of the Target Companies, as calculated as of the closing date.

For the purposes of assessing the fairness of the total enterprise value and therefore of the Consideration, the Board of Directors availed itself of the support of appraisals prepared by an independent expert.

The Consideration will be paid by the Purchaser to the Company in three tranches:

-Euro 8 million as a confirmatory deposit (caparra confirmatoria), within 4 Italian business days from the date of signing of the Agreement;

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- Euro 45 million at the closing date;
- the residual sum, equal to Euro 42.5 million, by 9 September 2027. The payment deferral will be assisted by a first-demand independent guarantee.

The Agreement also provides for certain mechanisms of deferred revision of the Consideration, upward and/or downward, connected to the occurrence of specific future events relating to the individual real estate initiatives.

Significant effects of the Transaction on the Company's business and foreseeable evolution of management

Following the completion of the Transaction, although with a reduction of the perimeter of the development pipeline, the Group will continue its activity in the residential development sector, with a focus on the construction sites currently in progress and in the delivery phase, as well as on the projects already initiated — and to be initiated — in partnership with other operators. The operating model, also in consideration of the current peculiar Milan situation, will evolve toward a greater valorization of the Group's design and management know-how, with lower capital commitment per individual real estate initiative, consistent with the diversification strategy already illustrated to the market.

The Transaction will furthermore entail a significant reduction of the consolidated indebtedness of the Group, also as an effect of the transfer to the Purchaser of the project debt headed by the Target Companies, equal to Euro 40 million.

As regards the possible portion of liquidity exceeding the operational and financial needs of the Company and of the Group, the Board of Directors will evaluate, subsequent to the completion of the Transaction, the most appropriate modalities for its valorization in the interest of the Company and of its shareholders.

Conditions precedent to closing

The execution of the Transaction (closing) is subordinated to the occurrence of certain conditions precedent in line with market practice for transactions of analogous nature — among which, in particular and among others, the release of the waivers by the financing institutions in relation to change of control clauses contained in the financing agreements and the absence of materially prejudicial events (MAC clause).

Furthermore, although the Transaction falls, by law, within the exclusive competence of the Board of Directors, the Agreement provides, as a further condition precedent to closing, the holding of a shareholders' meeting of Abitare In, in ordinary session, in order to ensure broad information and transparency regarding it and to allow the Shareholders' Meeting to formulate its own orientation on the Transaction, albeit non-binding.

Therefore, on today's date, the Board of Directors has conferred upon the Chairman of the Board of Directors the necessary powers to convene the ordinary shareholders' meeting for this purpose, which will be held by the date envisaged for the closing. In this context, an explanatory report will be published which will allow the disclosure provided to the market and to shareholders regarding the terms, conditions and reasons of the Transaction to be expanded.

The Transaction qualifies as a significant disposal transaction pursuant to Article 71 of the Regulation adopted by Consob with resolution no. 11971 of 14 May 1999 and subsequent amendments (the "Consob Issuers'

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Regulation"). However, the Company has exercised the right of opt-out from the obligation to publish the information document referred to in Article 71, paragraph 1-bis, of the Issuers' Regulation.

In the context of the evaluation, structuring and negotiation of the Transaction, Abitare In was assisted, for the legal aspects, by LCA Studio Legale, with a team composed of Avv. Benedetto Lonato, Avv. Giuditta Rege and Avv. Edoardo Berni, as well as by Avv. Marco Starace, Head of Legal Department of Abitare In. For the tax aspects, the Company availed itself of the assistance of Studio Rovetta Zanello & Associati, while Emintad Italy S.r.l. acted in the capacity of financial advisor. The Independent Directors, furthermore, availed themselves of the assistance of Studio Gatti Pavesi Bianchi Ludovici, in the capacity of independent legal advisor.

AbitareIn S.p.A. represents innovation and a paradigm shift in the residential development sector, driven by its democratic vision of living that combines urban regeneration, affordability and the needs of today's families. Efficiency, industrialisation and the creation of an identity brand are the foundations of a continuous and sustainable growth of the business model that focuses on the person and the home as an "aspirational" consumer product. AbitareIn is thus committed to renovating the city's disused building stock and reviving its urban fabric, investing in projects of great aesthetic, environmental and social value and dedicating itself to responsible, far-sighted action; aware first and foremost of the essential nature of its new role as #stilistiurbani. The company has been listed on the Euronext Growth Milan of Borsa Italiana since April 2016. From 1 March 2021 it has been listed on the Euronext STAR Milan (ticker: ABT.MI).

Alphanumeric code of the shares: ABT
ISIN: IT0005445280

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Share capital Euro € 133,074.79 fully paid in – Share premium reserve: Euro 41,148,255