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Testo del comunicato

Vedi allegato



ICOP: SHAREHOLDERS' MEETING APPROVES EXPANSION OF THE BOARD OF DIRECTORS AND CAPITAL INCREASE RESERVED TO F.L.S. HOLDING AS PART OF THE STRATEGIC TRANSACTION WITH PALINGEO

Basiliano (Udine), 4 August, 2025 – The Shareholders' Meeting of ICOP S.p.A. Società Benefit (“**ICOP**” or the “**Company**”), an underground engineering company and one of the leading European operators in the field of special foundations and microtunnelling, was held today in both ordinary and extraordinary session.

During the meeting, the Shareholders' Meeting, in ordinary session, approved **the expansion of the Board of Directors from seven to eight members** and appointed Dr. Leonardo Spada as a new Director. His appointment, subject to the completion of the strategic transaction announced to the market on 16 June 2025 involving the acquisition by the Company of a 61.89% stake in Palingeo S.p.A. (the “**Transaction**”), is part of the broader integration process with the historic company operating in the foundations sector (for further details, please refer to the press release published on 16 June 2025).

Dr. Leonardo Spada, nominated by F.L.S. Holding and appointed today as Director, will join the Board following the closing of the Transaction – expected by the end of September – and will remain in office until the expiry of the current Board's mandate (approval of the financial statements as at 31 December 2025). His remuneration will be determined by the Board of Directors within the overall limit already approved by the Shareholders' Meeting on 14 June 2024.

At the same time, in extraordinary session, the Shareholders' Meeting approved **a paid capital increase of Euro 16,416,000**, including share premium, excluding pre-emptive rights pursuant to Article 2441, paragraph 4, first sentence, of the Italian Civil Code. The increase will be implemented through the issuance of 1,728,000 new ordinary shares reserved to **F.L.S. Holding S.r.l.**, to be paid in by way of a contribution in kind consisting of 2,736,000 ordinary shares of Palingeo S.p.A.

Following the subscription of the reserved capital increase, ICOP's share capital will consist of 31,778,250 ordinary shares, and the newly issued shares will be subject to a 36-month lock-up period applicable to F.L.S. Holding S.r.l.

The capital increase falls under one of the exemptions from the obligation to publish a prospectus pursuant to Article 1, paragraph 4, of Regulation (EU) 2017/1129 of the European Parliament and of the Council (the “Prospectus Regulation”), as amended and supplemented by Regulation (EU) 2024/2809.

The Transaction marks a key milestone for ICOP, strengthening its industrial, financial and strategic positioning through the integration with a complementary and synergistic company such as Palingeo. The capital increase further reinforces the Group's financial structure and expands its shareholder base with the entry of a long-term industrial partner.

The Shareholders' Meeting was held entirely via telecommunication, through a Designated Representative, ensuring full participation and transparency in the decision-making process.

With these resolutions, ICOP reaffirms its strategy of sustainable, industrial, and financial growth, strengthening its leadership in the complex infrastructure market and confirming its role as a driver of innovation and solidity within the industry.

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

ICOP S.p.A. Benefit Company

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 approximately 760 people worldwide.

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