

All for One Group SE

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Ad hoc announcement pursuant to Art. 17 MAR: All for One Group SE enters into Business Combination Agreement with VINCI Energies and supports voluntary public takeover offer at a price of EUR 67.50 in cash per share

Filderstadt, 16 July 2026 – All for One Group SE (WKN: 511000, ISIN: DE0005110001) (hereinafter the »Company« or »ALL FOR ONE«) today entered into a Business Combination Agreement relating to the takeover offer and the planned cooperation following completion of the takeover offer with VINCI Energies Deutschland Enterprise Solutions AcquiCo SE (the »Bidder«), a wholly owned indirect subsidiary of VINCI Energies S.A. The VINCI group is a leading international enterprise in construction, concessions, energy solutions and multi-technical services, listed on Euronext Paris and included in the CAC 40. As set out in the Business Combination Agreement and stated in today's announcement by the Bidder pursuant to Section 10 of the German Securities Acquisition and Takeover Act (»WpÜG«), the Bidder intends to submit to all shareholders of the Company a voluntary public takeover offer in the form of a cash offer within the meaning of Section 29 para. 1 WpÜG for all ALL FOR ONE shares (the »Offer«).

The offer price amounts to EUR 67.50 (in words: sixty-seven point five euros) in cash per ALL FOR ONE share. This corresponds to a premium of approximately 104.9 % on the volume-weighted average Xetra share price of the ALL FOR ONE share over the last three months up to and including 15 July 2026. In addition, the Bidder has entered into market-standard agreements with the Unternehmens Invest Group, and other shareholders of the Company, which oblige these shareholders, subject to the terms of the respective agreements, to accept the takeover offer for all ALL FOR ONE shares held by them, representing approx. 54.7% of the ALL FOR ONE shares in total. The members of the Management Board also intend to tender their privately held ALL FOR ONE shares into the Offer.

The Business Combination Agreement specifies the Offer process and contains agreements on future cooperation if the Offer is successful. These include, inter alia, agreements to support the Company's growth and internationalisation strategy and to preserve the autonomy of ALL FOR ONE within the VINCI Group with the exclusion of a domination and/or profit and loss transfer agreement until 1 January 2029.

The takeover offer will be subject to customary conditions, including, among others, merger control clearances and a minimum acceptance threshold of 75%. The completion of the Offer – subject to regulatory clearances and other customary conditions – is expected in Q4 2026. Following completion of the Offer, the Bidder intends – in consultation with the Management Board of ALL FOR ONE – to evaluate and, if necessary, cause the revocation of the admission of the ALL FOR ONE shares from the regulated market (Prime Standard) of the Frankfurt Stock Exchange (delisting).

The Management Board and Supervisory Board of the Company are of the opinion that the transaction is in the best interests of the Company, its shareholders, its employees and customers as well as other stakeholders. They welcome and support the Offer and intend, subject to their review of the offer document to be published by the Bidder, to recommend in their joint reasoned statement pursuant to Section 27 WpÜG that shareholders accept the Offer.

The offer document will be prepared by the Bidder and submitted to the German Federal Financial Supervisory Authority (»Bafin«) for review. Following approval by Bafin, the offer document, which will set out the detailed terms and conditions of the

takeover offer as well as further information relating thereto, will be published in German with a non-binding English translation and made available at www.afo-offer.com. The Management Board and Supervisory Board will issue their joint reasoned statement without undue delay following publication of the offer document.

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End of Inside Information

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