All for One

Corporate News

Management Board and Supervisory Board of All for One Group SE recommend accepting the public takeover offer from VINCI Energies

- Joint reasoned statement of Management Board and Supervisory Board published in accordance with Section 27 of the WpÜG
- Management Board and Supervisory Board of All for One Group consider the offer price of EUR 67.50 per share in cash to be fair and reasonable, support the offer and recommend that shareholders accept the offer
- Fairness Opinion of ParkView Partners confirms financial adequacy of the offer price
- The offer price represents a premium of 94.5% over the closing share price on 15 July 2026 and a premium of 105.4% over the volume-weighted average share price (Xetra) for the three months preceding the announcement of the offer on 16 July 2026
- Joint development into the leading partner for end-to-end transformations in Europe
- Acceptance period closes at the end of 15 September 2026

Filderstadt, 19 August 2026 – The Management Board and Supervisory Board of All for One Group SE (»All for One«), a leading international IT, consulting and service provider focusing on SAP solutions based in Filderstadt, have today published their reasoned statement regarding the public takeover offer by VINCI Energies Deutschland Enterprise Solutions AcquiCo SE (the »Bidder«), an indirect subsidiary of VINCI S.A., for the shareholders of All for One Group SE. VINCI S.A. is a leading international company listed on Euronext Paris and CAC 40 in the fields of construction, concessions, energy solutions and multi-technical services.

Following a thorough review of the offer document published by the Bidder on 12 August 2026, the Management Board and Supervisory Board of All for One support the offer and recommend that All for One's shareholders accept it.

Both bodies – acting independently of one another – consider the offered consideration of EUR 67.50 per share in cash to be fair and reasonable. The offer price represents a premium of 94.5% (EUR 32.80) compared with the Xetra closing price on 15 July 2026 (the day before the offer was announced on 16 July 2026) and a premium of 105.4% (EUR 34.63) compared with the volume-weighted average Xetra market price over the last three months prior to the announcement of the offer on 16 July 2026. The Management Board and Supervisory Board have also obtained a so-called fairness opinion from ParkView Partners to assess the financial fairness of the offer price of EUR 67.50 per All for One share, which confirms that the offer price is financially adequate.

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The Management Board and Supervisory Board also believe that the transaction is in the best interests of the company, its shareholders, employees, customers, partners and other relevant stakeholders. The Business Combination Agreement concluded with the Bidder on 16 July 2026 includes, amongst other things, an obligation on the part of the Bidder to ensure that the Supervisory Board of All for One comprises at least one independent member for as long as there are external shareholders, as well as provisions regarding the consideration of employee interests and the continued existence of the Filderstadt site as the company's registered office and head office.

The members of the Management Board and the Supervisory Board intend to tender all the All for One shares they hold personally in response to the offer.

»Under the umbrella of VINCI Energies, All for One will have significant opportunities that would otherwise not be available to the company in this form. We will benefit from the international network and be able to tap into additional growth potential for our consulting, service and AI business across the entire customer lifecycle. Together, we have the excellent prospect of becoming the leading partner for end-to-end transformations in Europe«, says Michael Zitz, CEO of All for One Group SE.

Complementary offering for digital transformation in Europe

The acquisition of All for One is intended to strengthen VINCI Energies' market position in the rapidly growing digital infrastructure services sector and to support its growth ambitions in this business area. It is also intended to accelerate the development of Axians, VINCI Energies' brand for information and telecommunications technology services, into a leading platform for digital transformation for customers across Europe. The combination joins Axians' strong capabilities in the areas of ICT infrastructure, cloud, networks and cybersecurity with All for One's extensive expertise in business, cloud and AI transformation. This creates a comprehensive, complementary end-to-end offering.

Start of the acceptance period

To accept the offer, All for One shareholders have been able to tender their shares since 12 August 2026 in return for a cash consideration of EUR 67.50 per All for One share. Shareholders wishing to accept the offer should contact their respective custodian bank or another

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relevant investment services company with which their All for One shares are held at the earliest opportunity. The acceptance period ends on 15 September 2026 at 24:00 (Frankfurt am Main local time).

The takeover offer is subject to a minimum acceptance threshold of 75% of all outstanding All for One shares (excluding the company's own All for One shares) plus one All for One share, as well as the fulfilment of other customary conditions precedent, including the necessary competition law approvals. According to the offer document, the Bidder has already acquired All for One shares amounting to approximately 9.18% and has also secured 54.66% of the outstanding All for One shares through irrevocable undertakings. At the time of publication of the joint reasoned statement by the Management Board and Supervisory Board of All for One, acceptance of the offer had already been declared to the respective custodian investment services companies in respect of the shares subject to the Irrevocable Undertakings.

The full terms and conditions of the takeover offer are set out in the offer document. The offer document, together with further information regarding the offer, is available on the Bidder's website at www.afo-offer.com.

Notes
The joint reasoned statement is published on the All for One website in the Investor Relations section at https://www.all-for-one.com/uebernahmeangebot in German and in a non-binding English translation; it is also available free of charge during normal business hours at the offices of All for One Group SE.

About All for One Group SE

All for One Group is an international IT, consulting and service provider with a strong SAP focus. It supports more than 4,500 customers – primarily in Germany, Austria, Poland and Switzerland – end-to-end in their sustainable IT, cloud, AI and business transformation. Its ambition is to translate technology into tangible business value. At the center of this are SAP Cloud ERP as the digital core and AI solutions for intelligent, enterprise-wide and industry-specific processes.

In financial year 2024/25, All for One generated revenue of EUR 504 million. The company, headquartered in Filderstadt near Stuttgart, is listed in the Prime Standard of the Frankfurt Stock Exchange.

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Disclaimer

The detailed terms and conditions of the offer can be found in the offer document provided by the Bidder. The information contained in this publication does not constitute any clarification or supplement to the statements made in the reasoned statement. The joint reasoned statement issued by the Management Board and Supervisory Board of All for One Group SE is the only authoritative document.

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