Mandatory publication pursuant to Section 39 para. 2 sentence 2 no. 1 of the German Stock Exchange Act (*Börsengesetz – BörsG*) in conjunction with Sections 27 para. 3 sentence 1, 14 para. 3 sentence 1of the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz – WpÜG*)

# Joint Reasoned Statement
# of the Management Board and the Supervisory Board

of

**ALL FOR ONE GROUP SE**

Rita-Maiburg-Straße 40
70794 Filderstadt
Germany

on the

**public delisting acquisition offer**

of

**VINCI Energies Deutschland Enterprise Solutions AcquiCo SE**
Colmarer Straße 11
60528 Frankfurt am Main
Germany

to

**the shareholders of ALL FOR ONE GROUP SE**

ALL FOR ONE GROUP SE Shares: ISIN DE0005110001
Tendered ALL FOR ONE GROUP SE Shares: ISIN DE000A41YHS6

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# I. GENERAL INFORMATION ABOUT THIS STATEMENT

On 3 November 2026, VINCI Energies Deutschland Enterprise Solutions AcquiCo SE, a European stock corporation (*Societas Europaea, SE*) established under the laws of the Federal Republic of Germany (***Germany***), with its registered office in Munich, Germany, registered with the commercial register of the local court (Amtsgericht) of Munich under HRB 310205, business address: Colmarer Straße 11, 60528 Frankfurt am Main, Germany (***Bidder***), published, pursuant to Section 39 para. 2 sentence 2 no. 1 of the German Stock Exchange Act (Börsengesetz – ***BörsG***) in conjunction with Section 14 para. 2 sentence 1, para. 3 sentence 1 of the German Securities Acquisition and Takeover Act (Wertpapiererwerbs- und Übernahmegesetz – ***WpÜG***), by way of publication of the offer document within the meaning of Section 11 WpÜG (***Offer Document***), a public delisting acquisition offer (***Offer*** or ***Delisting Offer***) to the shareholders of ALL FOR ONE GROUP SE, a European stock corporation (*Societas Europaea, SE*) established under German law, with its registered office in Filderstadt, Germany, registered with the commercial register of the local court (*Amtsgericht*) of Stuttgart under HRB 774576, business address: Rita-Maiburg-Straße 40, 70794 Filderstadt, Germany (***ALL FOR ONE*** or the ***Company*** and, together with its dependent companies within the meaning of Section 17 of the German Stock Corporation Act (*Aktiengesetz – **AktG***), the ***ALL FOR ONE Group***) (***Transaction***).

The Offer is addressed to all shareholders of the Company (***ALL FOR ONE Shareholders***) and relates to the acquisition of all registered no-par value shares of the Company not directly held by the Bidder, each representing a notional amount of EUR 3.00 of the share capital, including all ancillary rights existing at the time of settlement of the Offer, in particular the dividend entitlement (each an ***ALL FOR ONE Share*** and collectively the ***ALL FOR ONE Shares***), against a cash consideration of EUR 67.50 per ALL FOR ONE Share.

The ALL FOR ONE Shares are admitted to trading on the regulated market of the Frankfurt Stock Exchange with additional post-admission obligations (*Prime Standard*). In addition, the ALL FOR ONE Shares are traded on the open market (*Freiverkehr*) of the stock exchanges in Düsseldorf, Hamburg, Munich and Stuttgart as well as via Tradegate BSX.

According to Section 1.1 of the Offer Document, the purpose of the Offer is to enable the revocation of the admission of all ALL FOR ONE Shares to trading on the regulated market (*Prime Standard*) of the Frankfurt Stock Exchange pursuant to Section 39 para. 2 sentence 1 BörsG (***Delisting***). Pursuant to Section 39 para. 2 sentence 2 no. 1 BörsG, the revocation of the admission of securities to trading on the regulated market upon application by the issuer pursuant to Section 39 para. 2 sentence 1 BörsG (***Delisting Application***) is only permissible if, at the time the

Delisting Application is filed, an offer document regarding the acquisition of all securities that are the subject of the Delisting Application has been published in accordance with the provisions of the WpÜG with reference to the Delisting Application. According to the Bidder, the Offer and the Offer Document satisfy these requirements: in particular, the Offer is not subject to any offer conditions (see Section 12 of the Offer Document and Section IV.5 of this Statement), according to the Bidder the consideration complies with the statutory requirements (see Section 10.1 of the Offer Document and Section VI.1 of this Statement), and according to the Bidder the Offer Document contains the information required pursuant to Section 2 no. 7a WpÜG Offer Regulation (as defined in Section I.5 of this Statement).

If the Frankfurt Stock Exchange grants ALL FOR ONE's Delisting Application, the Delisting will become effective upon notification of the revocation decision by the Frankfurt Stock Exchange. On 15 October 2026, the Bidder and VINCI Energies DACH CEE ICT GmbH entered into a delisting agreement with ALL FOR ONE (***Delisting Agreement***). In the Delisting Agreement, ALL FOR ONE has undertaken, subject to the review of the Offer Document and the fiduciary duties and duties of care of the Management Board, to file the Delisting Application no later than ten Business Days (as defined in Section I.2 of this Statement) prior to the expiry of the Acceptance Period (as defined in Section IV.4 of this Statement). In the Delisting Application, ALL FOR ONE will apply for the Delisting to become effective (at the earliest) upon expiry of the Acceptance Period (as defined in Section IV.4 of this Statement). Accordingly, the Delisting will not become effective before that time.

In the Delisting Agreement, ALL FOR ONE has further undertaken not to apply for admission of the ALL FOR ONE Shares to a regulated market of any stock exchange and not to take any measures to initiate or support the inclusion of the ALL FOR ONE Shares in trading on the open market (*Freiverkehr*) of any stock exchange or on a multilateral trading facility or an organised trading facility within the meaning of Directive 2014/65/EU (Markets in Financial Instruments Directive). In addition, in the Delisting Agreement ALL FOR ONE has undertaken, after filing the Delisting Application, to take all reasonable measures to terminate the inclusion of the ALL FOR ONE Shares in the open market (*Freiverkehr*) of any stock exchange or in any other multilateral or organised trading facility within the meaning of Directive 2014/65/EU (Markets in Financial Instruments Directive), to the extent that the respective inclusion of the ALL FOR ONE Shares was initiated by ALL FOR ONE itself. As a consequence of the Delisting, the tradability of the ALL FOR ONE Shares may be restricted, with the associated possibility of price losses.

The management board of the Company (***Management Board***) forwarded the Offer Document to the supervisory board of the Company (***Supervisory Board***) and to the employees of the Company without undue delay after its transmission by the Bidder.

The Management Board and the Supervisory Board hereby issue the following joint reasoned statement pursuant to Section 27 para. 1 WpÜG on the Bidder's Offer (***Statement*** or ***Reasoned Statement***).

In connection with this Statement, the Management Board and the Supervisory Board note the following:

## 1. Legal basis of this Statement

Pursuant to Section 27 para. 1 sentence 1, para. 3 sentence 1 WpÜG, the management board and the supervisory board of the target company must issue and publish a reasoned statement on the offer and on each of its amendments without undue delay after transmission of the offer document pursuant to Section 14 para. 4 sentence 1 WpÜG. The statement may be issued jointly by the management board and the supervisory board. With regard to the Bidder's Offer, the Management Board and the Supervisory Board have decided to issue a joint reasoned statement pursuant to Section 27 WpÜG.

Pursuant to Section 27 para. 1 sentence 2 WpÜG, the Management Board and the Supervisory Board must, in their statement, in particular address (i) the type and amount of the consideration offered, (ii) the expected consequences of a successful offer for the Company, the employees and their representatives, the terms and conditions of employment and the locations of the Company, (iii) the objectives pursued by the Bidder with the Offer and (iv) the intention of the members of the Management Board and the Supervisory Board, to the extent they hold securities of the Company, to accept the Offer.

## 2. Factual basis of this Statement

References to time in this Reasoned Statement refer to local time in Frankfurt am Main, Germany, unless otherwise stated. The currency reference ***EUR*** or ***Euro*** refers to the currency of the European Economic and Monetary Union pursuant to Art. 3 para. 4 of the Treaty on European Union. References to a ***Banking Day*** refer to any day other than (i) a Saturday or Sunday or (ii) a day on which banks in Filderstadt, Stuttgart and Frankfurt am Main (all Germany) are not open for general business, and references to a ***Stock Exchange Trading Day*** refer to a day on which stock exchange trading takes place on the Frankfurt Stock Exchange (***FWB***). References to a ***Business Day*** refer to any day on which banks in Frankfurt am Main (Germany) are open for general business, excluding Saturdays and Sundays.

To the extent that terms such as "*currently*", "*at present*", "*at the moment*", "*now*", "*presently*" or "*today*" or similar terms are used in this Statement, they refer, unless

expressly stated otherwise, to the date of publication of this Statement. This Statement contains forecasts, estimates, assessments and forward-looking statements and statements of intent. Such statements are identified in particular by the use of expressions such as "*expects*", "*believes*", "*is of the opinion*", "*attempts*", "*estimates*", "*intends*", "*plans*", "*assumes*" and "*endeavours*". Such statements, forecasts, estimates, assessments, forward-looking statements and statements of intent are based on the information available to the Management Board and the Supervisory Board on the date of publication of this Statement and/or reflect their assessments or intentions as at that time. This information may change after the publication of this Statement. Assumptions may also prove to be incorrect in the future. The Management Board and the Supervisory Board assume no obligation to update this Statement unless such update is required by law.

The information in this document regarding the Bidder or the Bidder Parent Companies (as defined in Section III.3 of this Statement) and the Offer is based on the information contained in the Offer Document and other publicly available information (unless expressly stated otherwise). The Management Board and the Supervisory Board point out that they have not verified, or have not fully verified, the information provided by the Bidder in the Offer Document and cannot guarantee the implementation of the intentions of the Bidder and the Bidder Parent Companies. To the extent that this Statement refers to, cites or reproduces the Offer Document, these are mere references by which the Management Board and the Supervisory Board neither adopt the Bidder's Offer Document as their own nor assume any liability for the accuracy or completeness of the Offer Document.

For reasons of better readability, gender-specific language forms are not used in this Statement. To the extent that personal designations are only stated in the masculine form, they refer to all genders.

## 3. Publication of this Statement and of any additional reasoned statements on any amendments to the Offer

This Statement and any supplements thereto, as well as all statements on any amendments to the Offer, will be published pursuant to Section 27 para. 3 sentence 1 in conjunction with Section 14 para. 3 sentence 1 no. 1 WpÜG on the internet on the Company's website at www.all-for-one.com/uebernahmeangebot under the tab "Public Delisting Acquisition Offer".

In addition, copies of this Statement will be made available free of charge at the business premises of ALL FOR ONE GROUP SE, Investor Relations, Rita-Maiburg-Straße 40, 70794 Filderstadt, Germany (requests by e-mail to InvestorRelations@all-for-one.com, stating a full postal address). Notice of the publication and of the

availability of copies free of charge will be published in the German Federal Gazette (*Bundesanzeiger*).

This Statement and any supplements thereto, as well as all additional further statements on possible amendments to the Offer, will be published in German and as non-binding English translations. However, the Management Board and the Supervisory Board assume no liability for the accuracy and completeness of the English translation. Only the German version is authoritative.

## 4. Statement of the employees

Pursuant to Section 27 para. 2 WpÜG, the employees of the Company – in the absence of a works council – may submit a statement on the Offer to the Management Board, which the Management Board must, pursuant to Section 27 para. 2 WpÜG and without prejudice to its obligation under Section 27 para. 3 sentence 1 WpÜG, attach to its statement. As at the date of this Statement, the employees of the Company have not submitted a statement.

## 5. Independent responsibility of the ALL FOR ONE Shareholders

The Management Board and the Supervisory Board point out that the description of the Bidder's Offer contained in this Statement does not purport to be complete and that only the provisions of the Offer Document are authoritative for the content and settlement of the Offer.

The Management Board and the Supervisory Board further point out that the statements and assessments in this Statement are not binding on the ALL FOR ONE Shareholders. Each ALL FOR ONE Shareholder must make their own decision as to whether and, if so, for how many of their ALL FOR ONE Shares they accept the Offer, taking into account the overall circumstances, their individual situation (including their personal tax situation) and their personal assessment of the future development of the value and stock exchange price of the ALL FOR ONE Shares.

When deciding whether or not to accept the Offer, the ALL FOR ONE Shareholders should make use of all available sources of information and give sufficient consideration to their personal circumstances. In particular, the specific financial or tax situation of individual ALL FOR ONE Shareholders may, in individual cases, result in assessments different from those presented by the Management Board and the Supervisory Board. The Management Board and the Supervisory Board therefore recommend that the ALL FOR ONE Shareholders, on their own responsibility, obtain independent tax and legal advice where appropriate, and assume no liability for the decision of any ALL FOR ONE Shareholder with regard to the Offer.

In Section 1.1 of the Offer Document, the Bidder points out that the Offer is being carried out exclusively in accordance with the WpÜG, the BörsG and the German Regulation on the Content of the Offer Document, the Consideration for Takeover Offers and Mandatory Offers and the Exemption from the Obligation to Publish and Make an Offer (*Verordnung über den Inhalt der Angebotsunterlage, die Gegenleistung bei Übernahmeangeboten und Pflichtangeboten und die Befreiung von der Verpflichtung zur Veröffentlichung und zur Abgabe eines Angebots* – ***WpÜG Offer Regulation*** and, together with the WpÜG and the BörsG, ***German Takeover Law***) as well as certain applicable securities law provisions of the United States of America (***United States***).

Furthermore, in Section 1.2 of the Offer Document, the Bidder points out that the Offer relates to shares in a European stock corporation (*Societas Europaea, SE*) established under German law and is subject to the statutory provisions of the Federal Republic of Germany governing the implementation of such an offer. According to the Bidder, the Offer will not be subject to any review or registration procedure of any securities regulatory authority outside the Federal Republic of Germany and has not been approved or recommended by any such regulatory authority.

In Section 1.2 of the Offer Document, the Bidder points out to ALL FOR ONE Shareholders whose place of residence, seat or habitual abode is in the United States that the Offer relates to securities of a company which is a *foreign private issuer* within the meaning of the U.S. Securities Exchange Act of 1934, as amended (***U.S. Exchange Act***), and whose shares are not registered under Section 12 of the U.S. Exchange Act. According to the Bidder, the Offer is being made in the United States in reliance on the Tier 1 exemption from certain requirements of the U.S. Exchange Act and is generally subject to the disclosure and other rules and procedures of the Federal Republic of Germany, which differ from the rules and procedures in the United States. To the extent that the Offer is subject to U.S. securities laws, the Bidder further states, these laws apply exclusively to holders of ALL FOR ONE Shares in the United States, so that no other person has any claims under these laws.

In Section 1.2 of the Offer Document, the Bidder further points out that it and/or persons acting jointly with it within the meaning of Section 2 para. 5 WpÜG and their subsidiaries may, during the term of the Offer, acquire ALL FOR ONE Shares other than within the scope of the Offer, on or off the stock exchange, or enter into corresponding acquisition agreements, provided that this is done in compliance with the applicable German statutory provisions, in particular the WpÜG, and that the Offer Consideration may have to be adjusted to any higher acquisition price paid outside the Offer.

According to the Bidder, ALL FOR ONE Shareholders whose place of residence, seat or habitual abode is outside the Federal Republic of Germany may encounter difficulties in enforcing rights and claims arising under a law other than the law of the country in which their place of residence, seat or habitual abode is located. According to the Offer Document, this is due to the fact that the Company has its seat in the Federal Republic of Germany and some or all of its officers and members of its governing bodies may be resident in a country other than that of the place of residence, seat or habitual abode of the relevant ALL FOR ONE Shareholders. According to the Bidder, such ALL FOR ONE Shareholders may not be able to sue a foreign company or its officers or members of its governing bodies before a court in the country of their own place of residence, seat or habitual abode for violations of the laws of the country of their own place of residence, seat or habitual abode. Furthermore, according to the Bidder, difficulties may arise in compelling a foreign company and its affiliates to submit to a court judgment rendered in the country of the place of residence, seat or habitual abode of the shareholders.

Pursuant to Section 1.2 of the Offer Document, the payment of the Offer Consideration (as cash consideration) to ALL FOR ONE Shareholders under the Offer may constitute a taxable event under applicable tax laws, including the tax laws of the country of residence, registered office or habitual abode of the ALL FOR ONE Shareholders. In the Offer Document, the Bidder strongly recommends consulting independent professional advisors regarding the tax consequences of accepting the Offer. According to the Offer Document, neither the Bidder nor persons acting jointly with the Bidder within the meaning of Section 2 para. 5 WpÜG, nor their respective board members, executives or employees of the Bidder or of the persons acting jointly with it, assume any responsibility for tax effects or liabilities resulting from an acceptance of the Offer. The Offer Document does not contain any information on taxation abroad.

According to Section 1.6 of the Offer Document, the Offer may be accepted by all domestic and foreign ALL FOR ONE Shareholders in accordance with the provisions set out in the Offer Document and the respective applicable legal provisions. However, according to the Bidder, the acceptance of the Offer outside the Federal Republic of Germany, the member states of the European Union (***EU***) and the European Economic Area (***EEA***) or the United States may be subject to legal restrictions. The Bidder recommends that ALL FOR ONE Shareholders who come into possession of the Offer Document outside the Federal Republic of Germany, the member states of the EU and the EEA or the United States, who wish to accept the Offer outside the Federal Republic of Germany, the member states of the EU and the EEA or the United States and/or who are subject to legal provisions other than those of the Federal Republic of Germany, the member states of the EU and the EEA or the United States, inform themselves about and comply with the respective applicable legal provisions.

According to the Offer Document, the Bidder does not assume any responsibility for the acceptance of the Offer outside the Federal Republic of Germany, the member states of the EU and the EEA or the United States being permissible under the respective applicable legal provisions.

The Management Board and the Supervisory Board point out that they are unable to verify whether ALL FOR ONE Shareholders, in accepting the Offer, comply with all legal obligations applicable to them personally. The Management Board and the Supervisory Board recommend that each ALL FOR ONE Shareholder who receives the Offer Document outside Germany or who wishes to accept the Offer but is subject to securities laws of jurisdictions other than the Federal Republic of Germany inform themselves about and comply with such laws.

## II. INFORMATION ABOUT ALL FOR ONE AND THE ALL FOR ONE GROUP

### 1. Legal basis of ALL FOR ONE

ALL FOR ONE is a European stock corporation (*Societas Europaea, SE*) incorporated under German law with its registered office in Filderstadt, Germany, registered with the commercial register of the local court of Stuttgart under HRB 774576. Its business address is Rita-Maiburg-Straße 40, 70794 Filderstadt, Germany. The Company's financial year begins on 1 October of each year and ends on 30 September of the following year.

Pursuant to Section 2 para. 1 of the articles of association, the corporate purpose of the Company is as follows:

> "*a) The provision of services in the field of information technology and all related activities such as the sale, rental and installation of hardware and system components, the assumption of IT supply management and the support of the ongoing operation of information systems. This also includes the development and distribution of software solutions for companies and related consulting and training, either directly or through affiliated companies. This is achieved in particular through consulting in the areas of strategy, transformation management, business processes as well as IT and cloud services.*
>
> *b) The acquisition, holding and disposal of shares in affiliated companies in Germany and abroad as well as their operational and strategic management, and furthermore the operational, strategic and coordinating management of the business units to which the affiliated companies are allocated;*

*c) The acquisition, holding, disposal and exploitation of intangible rights of all kinds (trademark rights, rights of use, software and the like)*

*d) The provision of advisory, support and coordination services for the benefit of affiliated companies, in particular in the areas of business development, human resources, marketing, sales coordination, legal, technology and reporting;*

*e) The provision of advisory, support and coordination services for affiliated companies in the areas of liquidity management and risk hedging."*

The ALL FOR ONE Shares are admitted to trading (under ISIN DE0005110001) on the FWB in the sub-segment of the regulated market with additional post-admission obligations (*Prime Standard*). The ALL FOR ONE Shares are also traded via the Exchange Electronic Trading System XETRA (***XETRA Trading System***) of Deutsche Börse AG, Frankfurt am Main, Germany (***Deutsche Börse***). Furthermore, the ALL FOR ONE Shares are traded on the open market of the German stock exchanges in Düsseldorf, Hamburg, Munich and Stuttgart as well as via Tradegate BSX.

## 2. Overview of the ALL FOR ONE Group and persons acting jointly with ALL FOR ONE

The Company is the parent company of the ALL FOR ONE Group. A list of all subsidiaries of the Company is attached to this Statement as **Annex 1**. Pursuant to Section 2 para. 5 sentence 3 WpÜG, these are deemed to be persons acting jointly with the Company and with each other.

In addition, the Bidder, the Bidder Parent Companies and the subsidiaries of VINCI listed in Annex 1 of the Offer Document are deemed to be persons acting jointly with ALL FOR ONE within the meaning of Section 2 para. 5 WpÜG.

Beyond this, there are no other persons acting jointly with the Company within the meaning of Section 2 para. 5 WpÜG.

## 3. Capital structure of ALL FOR ONE

In Section 7.1, the Offer Document summarises and accurately describes the legal basis and the share capital of the Company, which amounts to EUR 14,946,000.00 and is divided into 4,982,000 registered no-par value shares, each representing a notional amount of EUR 3.00 of the share capital.

Pursuant to Section 6 para. 5 of the Company's articles of association, the Management Board is authorised, with the consent of the Supervisory Board, to increase the share

capital of the Company on one or more occasions until the end of 17 March 2030 by a total of up to EUR 7,473,000.00 by issuing new registered no-par value shares against cash contributions and/or contributions in kind (***Authorized Capital 2025***). As at the time of publication of this Statement, the Authorized Capital 2025 has not yet been utilised.

By resolution of the general meeting of 18 March 2025, the Company was authorised pursuant to Section 71 para. 1 no. 8 AktG until the end of 17 March 2030 to acquire, for any permissible purpose, treasury shares up to a total of 10% of the share capital existing at the time of the resolution or – if this value is lower – at the time of the exercise of the authorisation.

The Company has made use of this authorisation on several occasions, including by engaging a credit institution to carry out a share buyback programme, which made its decisions on the timing of the acquisition of the ALL FOR ONE Shares in each individual case independently of and uninfluenced by the Company in accordance with Art. 4 para. 2 lit. b) of Commission Delegated Regulation 2016/1052 of 8 March 2016. The Company's most recent share buyback programme for the period from 18 June 2026 to 5 March 2027 was suspended until further notice with effect from 16 July 2026, i.e. as of the time of the announcement of the Takeover Offer (as defined in Section III.8 of this Statement). In addition, on 17 February 2026, the Company had published a public offer for the acquisition of treasury shares of the Company in the form of a partial offer for a total of up to 115,000 ALL FOR ONE Shares – with an acceptance period from 18 February 2026 to 4 March 2026.

As at the time of publication of this Statement, the Company holds a total of 368,966 ALL FOR ONE Shares.

The Company's articles of association currently do not provide for any conditional capital.

## 4. Overview of the business activities of the ALL FOR ONE Group

### 4.1 Business model

The Company is a leading independent German provider of end-to-end integrated consulting, system integration and managed services, in particular in the field of SAP services. The Company serves more than 4,500 medium-sized customers, mainly in Germany, Austria, Switzerland and Poland as well as in other international markets. The ALL FOR ONE Group employs approximately 3,000 employees and has more than 30 locations worldwide, primarily in Germany, Austria and Switzerland. Revenues are generated from cloud services, software and support services, including licences and commissions, as well as consulting services.

4.2 Strategy

Key success factors of the business model, which form the pillars of the business strategy (***Core Business Strategy***), include:

- cross- and upselling across the SAP non-ERP portfolio, creation of SAP end-to-end customer value chains by leveraging the Company's comprehensive SAP know-how and portfolio;
- international expansion into untapped regions/markets which are closely interlinked through customers' supply chains and offer high growth and margin potential, complemented by X-shore capacities;
- growth with existing customers by leveraging the current momentum in cloud transformation (migration to S/4 HANA), cross- and upselling of the existing portfolio and expansion of the presence in the upper mid-market segment;
- acquisition of new customers, in particular in the upper mid-market, among large customers or as entirely new customers;
- focus on nearshore by leveraging existing capacities and expanding the full-service, delivery and development offering;
- expansion into adjacent industries, for example in life sciences and related fields, by leveraging existing core competencies and a unique portfolio;
- investments in the portfolio to close market gaps, development of proprietary solutions/products and expansion of the cloud service offering; and
- further expansion of reach through an alliance approach, industry-specific expertise and partnerships as well as through global networks, e.g. the United VARs network, and establishment of new alliances for further growth potential.

4.3 Financial information

In the financial year 2024/25, the revenues of the ALL FOR ONE Group amounted to EUR 503.7 million (previous year: EUR 511.4 million), with EBIT before M&A effects (non-IFRS) of EUR 26.0 million (previous year: EUR 34.0 million) and a net result for the period of EUR 11.4 million (previous year: EUR 18.3 million). 42% of revenues were generated from consulting services, cloud-services accounted for 30% of revenues, while the remaining 28% derived from software and support services, including licences, commissions and support services.

In the first half of the financial year 2025/26 (which ended on 31 March 2026), the revenues of the ALL FOR ONE Group amounted to EUR 250.4 million (first half of the financial year 2024/25: EUR 257.6 million), with EBIT before M&A effects (non-IFRS) of EUR 6.9 million (first half of the financial year 2024/25: EUR 14.0 million)

and a net result for the period of EUR 1.6 million (first half of the financial year 2024/25: EUR 7.4 million).

According to the quarterly report as at 30 June 2026, the revenues of the ALL FOR ONE Group for the first nine months of the financial year 2025/26 amounted to EUR 379.6 million (first nine months of the financial year 2024/25: EUR 380.4 million), with EBIT before M&A effects (non-IFRS) of EUR -9.3 million (first nine months of the financial year 2024/25: EUR 17.5 million) and a net result for the period of EUR -12.2 million (first nine months of the financial year 2024/25: EUR 8.1 million).

For the financial year 2025/26, ALL FOR ONE expects, as from March 2026, consolidated revenues, including the "apsolut group" acquired in the first quarter of 2026, in a range of EUR 500 to 530 million (previously, without the inclusion of the "apsolut group": EUR 500 to 530 million). EBIT before M&A-effects (non-IFRS), including one-off expenses and likewise for the first time including the "apsolut group", is expected to amount to EUR 0 with a fluctuation range of +/- EUR 5 million (previously: EUR 27.5 to 34.5 million).

Assuming unchanged market conditions, the "Precision" programme launched in May 2026 to increase the Group's competitiveness is expected to reduce the Company's annual cost level by approximately EUR 20 million per year as from autumn 2026. The implementation of "Precision" will result in one-off expenses of approx. EUR 20 million in the financial year 2025/26.

## 5. Governing bodies of ALL FOR ONE

The Company has two governing bodies, namely the Management Board and the Supervisory Board. Pursuant to the articles of association, the Management Board is responsible for the management and representation of the Company. The Management Board of the Company currently consists of the following five members:

- Jacques Diaz (*Co-Spokesperson of the Management Board*);
- Jens Beier (*Co-Spokesperson of the Management Board*);
- Michael Zitz;
- Stefan Land; and
- Jürgen Vollmert.

Pursuant to Art. 40 para. 2 and para. 3 of Council Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European stock corporation (SE) (***SE Regulation***), Section 17 of the SE Implementation Act (SEAG) and Section 10 para. 1 of the Company's articles of association, the Supervisory Board consists of six members. Pursuant to the agreement on the involvement of employees in the Company –

concluded in accordance with the provisions of the Act on the Involvement of Employees in a European stock corporation (SEBG) –, four members are elected by the general meeting as shareholder representatives and two members are appointed to the Supervisory Board as employee representatives. The current members of the Supervisory Board are:

- Burim Mirakaj (*Chairman*)*;
- Gerd Renner (*Deputy Chairman*)*;
- Klaudius Heda*;
- Luc Penninckx*;
- Maria Caldarelli**; and
- André Krüger**.

** Shareholder representatives; and ** Employee representatives.*

The Supervisory Board members Burim Mirakaj, Gerd Renner, Klaudius Heda and Luc Penninckx were each appointed upon application of the Management Board by court order pursuant to Section 104 AktG with effect from 15 October 2026 and for a limited term until the end of the next annual general meeting of ALL FOR ONE.

## 6. Shareholder structure

According to the voting rights notifications pursuant to Sections 33, 34 of the German Securities Trading Act (***WpHG***) received by the Company by the end of 9 November 2026 and published on the Company's website at www.all-for-one.com/stimmrechtsmitteilungen, as well as on the basis of the information in the Offer Document and the Company's own enquiries, 3.00% or more of the voting rights attached to ALL FOR ONE Shares are held directly or indirectly by and/or attributed to the following shareholders:

| **Shareholder** | Share of voting rights (in %) |
|---|---|
| VINCI Energies Deutschland Enterprise Solutions AcquiCo SE | 80.86 |
| Decagon Asset Management LLP | 5.05 |
| UBS AG | 3.02 |

| **Shareholder** | Share of voting rights (in %) |
|---|---|
| Squarepoint Diversified Partners Fund Limited | 3.01 |
| **Total** | approx. 91.94* |

* *ALL FOR ONE Shares held by the Company: approx. 7.41% of the voting rights.*

Information on the shareholder structure of the Company is also available on the Company's website at www.all-for-one.com/aktionaersstruktur.

## III. INFORMATION ABOUT THE BIDDER

Unless otherwise stated, the following information has been taken from the Offer Document published by the Bidder. The Management Board and the Supervisory Board have not independently verified this information.

### 1. Legal basis and capital structure of the Bidder

Section 6.1 of the Offer Document contains the following information on the legal basis and the capital structure of the Bidder:

The Bidder, VINCI Energies Deutschland Enterprise Solutions AcquiCo SE, is a European stock corporation (*Societas Europaea, SE*) incorporated under German law, established on 11 February 2026 under the name Blitz 26-284 SE and renamed VINCI Energies Deutschland Enterprise Solutions AcquiCo SE with effect from 11 June 2026, with its statutory seat in Munich, Germany, registered with the commercial register of the local court of Munich under HRB 310205. The share capital of the Bidder amounts to EUR 120,000.00 and is divided into 120,000 registered shares, each representing a notional amount of EUR 1.00 of the share capital. The corporate purpose of the Bidder comprises, among other things, the administration and management of a group of companies in the field of IT and communications technology, in particular those engaged in the development, manufacture and distribution of computer and telecommunications networks (in particular local area networks and wide area networks), including all related activities and services, the acquisition and distribution of corresponding software as well as consulting and training in all areas of data processing and communications technology.

The financial year of the Bidder corresponds to the calendar year.

Apart from ALL FOR ONE and its subsidiaries, the Bidder has no other subsidiaries. The Bidder has no employees.

## 2. Governing bodies of the Bidder

Section 6.2 of the Offer Document contains the following information on the governing bodies of the Bidder:

The members of the management board of the Bidder are:

- Luc Penninckx (*member of the management board*); and
- Klaudius Heda (*member of the management board*).

The members of the supervisory board of the Bidder are:

- Nicole Lehmann Keller (*Chairwoman of the supervisory board*);
- Dr. Reinhard Schlemmer (*Deputy Chairman of the supervisory board*); and
- Dr. Christiane Tischer (*member of the supervisory board*).

In deviation from Section 6.2 of the Offer Document, Mr Gerd Renner is no longer a member of the supervisory board of the Bidder as at the time of publication of this Statement.

## 3. Shareholder structure of the Bidder

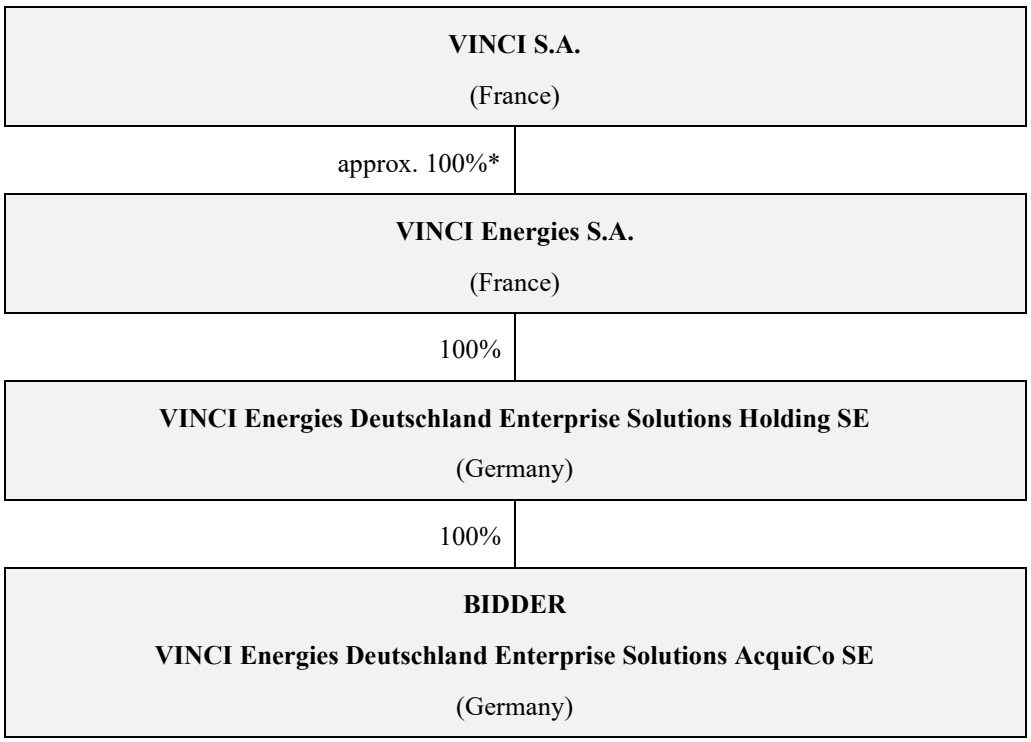
Pursuant to Section 6.3 of the Offer Document, the following companies hold direct or indirect interests in the Bidder:

The sole direct shareholder of the Bidder is VINCI Energies Deutschland Enterprise Solutions Holding SE, a European stock corporation (*Societas Europaea, SE*) incorporated under German law, registered with the commercial register of the local court of Munich under registration number HRB 310206 and with its statutory seat in Munich.

The sole shareholder of VINCI Energies Deutschland Enterprise Solutions Holding SE is VINCI Energies S.A., a French stock corporation (*Société Anonyme*) incorporated under French law with registration number B 391 635 844 and its statutory seat in Nanterre, France (***VINCI Energies***).

The controlling majority shareholder (approx. 100%, less than 0.0006% are held by other shareholders) of VINCI Energies is VINCI S.A., a French stock corporation (*Société Anonyme*) incorporated under French law, with its statutory seat in Nanterre, France and registered under RCS 552 037 806 Nanterre (***VINCI***; VINCI together with VINCI Energies and VINCI Energies Deutschland Enterprise Solutions Holding SE, the ***Bidder Parent Companies***; VINCI together with its direct and indirect subsidiaries, the ***VINCI Group***).

The following chart, which is contained in Section 6.3 of the Offer Document, illustrates the shareholder structure of the Bidder:




** Of which approx. 0.5% held indirectly; less than 0.0006% are held by other shareholders.*

## 4. Information about VINCI

As described in Section 6.4 of the Offer Document, VINCI considers itself a leading multinational company in the fields of construction, concessions and energy solutions as well as multi-technical services, with around 294,000 employees and activities in around 120 countries. In the financial year ended 31 December 2025, VINCI generated consolidated revenues of EUR 74,599 million and a consolidated net income of EUR 5,275 million.

VINCI is a listed French stock corporation with a broadly dispersed shareholder base. VINCI has no controlling shareholder. The shares of VINCI are admitted to trading on Euronext Paris (ISIN FR0000125486). A particular feature of the shareholder structure is the comparatively high proportion of employee shareholders through an employee share ownership programme. To VINCI's knowledge, there are furthermore no investors holding 10% or more of the shares.

Within the VINCI Group, the VINCI Energies business line operates in four business segments: industry, infrastructure, building solutions and information and communication technology (ICT). Today, VINCI Energies employs more than 109,000 people in 2,200 business units in over 60 countries and develops tailor-made multi-technical solutions.

Axians is the brand of VINCI Energies specialising in the roll-out of digital infrastructure and digital infrastructure services, i.e. information and communication technology (ICT), solutions and services in the areas of telecommunications infrastructure, cloud and data centre infrastructure, enterprise networks, digital workplace solutions, business applications and data analytics as well as cybersecurity.

The Bidder, VINCI Energies Deutschland Enterprise Solutions AcquiCo SE, is a special purpose vehicle established for the purpose of acquiring the ALL FOR ONE Shares and an indirect wholly-owned subsidiary of VINCI Energies.

VINCI Energies is distinguished by its in-depth expertise in the fields of energy, digital transformation and environmental transition, supported by a decentralised operating model that fosters entrepreneurship and agility across all business areas.

## 5. Management of VINCI

According to Section 6.5 of the Offer Document, the management of VINCI is the responsibility of the board of directors (***Board of Directors***) within a one-tier governance structure.

According to Section 6.5 of the Offer Document, the current members of the Board of Directors of VINCI are:

- Xavier Huillard (*Chairman*);
- Pierre Anjolras (*Chief Executive and Operating Officer*);
- Annette Messemer (*Lead Director*)**, ****;
- Carlos F. Aguilar (*Chief Executive Officer of Inspire Dallas LLC (United States), President and Chief Executive Officer of Old Hundred Road LLC (United States)*)**, ****;
- Yannick Assouad (*Executive Vice-President, Avionics, Thales*)*, ****;
- Benoit Bazin (*Chairman and Chief Executive Officer of Compagnie de Saint-Gobain*)**, ****;
- Karla Bertocco Trindade (*Chair of the board of directors, Sabesp*)**;
- Caroline Grégoire Sainte Marie (*Company Director*)*;
- Claude Laruelle (*Executive Director responsible for Performance, Impact, Investment and Finance, EDF Group*)*, ***;
- Nelson Martinho Galego, Head of Airport Operations (*Airport operations officer, ANA (VINCI Concessions), employee representative*)**;
- René Medori (*Company Director*)*, ***;

- Frédéric Nougarède (*Project Manager, Major Projects Division, VINCI Construction, representative of the employee shareholders on the Board of Directors*)**, ****;
- Alain Saïd (*CSR Coordinator, VINCI Energies Oil & Gas, employee representative*)***; and
- Maví Zingoni (*Chief Executive Officer, GE Vernova*)***.

** Member of the Audit Committee; ** Member of the Strategy and CSR Committee; *** Member of the Remuneration Committee; and **** Member of the Appointments and Corporate Governance Committee.*

## 6. Persons Acting Jointly with the Bidder

With regard to the persons acting jointly with the Bidder within the meaning of Section 2 para. 5 sentence 3 WpÜG, Section 6.6 of the Offer Document contains the following information:

The Bidder Parent Companies are persons acting jointly with the Bidder within the meaning of Section 2 para. 5 sentence 3 WpÜG. In addition, the persons listed in Annex 1 to the Offer Document are persons acting jointly with the Bidder within the meaning of Section 2 para. 5 sentence 3 WpÜG, namely subsidiaries of VINCI. Furthermore, at the time of publication of the Offer Document, ALL FOR ONE and the subsidiaries of ALL FOR ONE listed in **Annex 1** to this Statement are deemed to be persons acting jointly with the Bidder pursuant to Section 2 para. 5 sentence 3 WpÜG.

According to the Offer Document, apart from these, there are no further persons acting jointly with the Bidder within the meaning of Section 2 para. 5 sentence 1 and sentence 3 WpÜG.

## 7. ALL FOR ONE Shares Currently Held by the Bidder or by Persons Acting Jointly with the Bidder and Their Subsidiaries and Attribution of Voting Rights

According to Section 6.7 of the Offer Document, at the time of publication of the Offer Document, the Bidder directly holds a total of 4,028,357 ALL FOR ONE Shares (corresponding to approx. 80.86% of the share capital and voting rights in the Company and 87.33% if the 368,966 ALL FOR ONE Shares held by the Company are deducted from the share capital). The voting rights attached to these ALL FOR ONE Shares are attributed to the Bidder Parent Companies pursuant to Section 30 para. 1 sentence 1 no. 1 and sentence 3 WpÜG.

In addition, ALL FOR ONE, which has been a person acting jointly with the Bidder within the meaning of Section 2 para. 5 sentence 3 WpÜG since the completion of the

Takeover Offer (see Section III.8 of this Statement in this respect) on 13 October 2026, holds 368,966 ALL FOR ONE Shares (corresponding to approx. 7.41% of the share capital of ALL FOR ONE).

According to the information in the Offer Document, apart from this, at the time of publication of the Offer Document, (i) neither the Bidder nor persons acting jointly with it within the meaning of Section 2 para. 5 WpÜG nor their respective subsidiaries hold ALL FOR ONE Shares or voting rights attached to ALL FOR ONE Shares, nor (ii) are any voting rights attached to ALL FOR ONE Shares attributed to the Bidder, persons acting jointly with it within the meaning of Section 2 para. 5 WpÜG or their respective subsidiaries pursuant to Section 30 WpÜG.

Furthermore, according to Section 6.7 of the Offer Document, at the time of publication of the Offer Document, neither the Bidder nor persons acting jointly with it within the meaning of Section 2 para. 5 WpÜG nor their subsidiaries directly or indirectly hold instruments relating to voting rights in ALL FOR ONE which are subject to notification requirements pursuant to Section 38 or Section 39 WpHG.

## 8. Information on Agreements Regarding ALL FOR ONE Shares

In Section 6.8, the Offer Document contains the following information on agreements regarding ALL FOR ONE Shares:

In the last six months prior to 15 October 2026 (the date of publication of the Bidder's decision to make the Offer), the Bidder and persons acting jointly with the Bidder within the meaning of Section 2 para. 5 WpÜG acquired a total of 4,028,357 ALL FOR ONE Shares or entered into agreements on the acquisition of ALL FOR ONE Shares. This corresponds to approx. 80.86% of the share capital and voting rights in ALL FOR ONE.

On 12 August 2026, the Bidder published a voluntary public takeover offer to the ALL FOR ONE Shareholders for the acquisition of all ALL FOR ONE Shares against an offer consideration of EUR 67.50 (***Takeover Offer***). The Takeover Offer was accepted for a total of 3,512,303 ALL FOR ONE Shares. This corresponds to approx. 70.50% of the share capital and voting rights of the Company. After deduction of the 368,966 ALL FOR ONE Shares held by ALL FOR ONE, this corresponds to a share of approx. 76.14% of the share capital and voting rights of the Company. Following the satisfaction of all offer conditions of the Takeover Offer, the Takeover Offer was completed on 13 October 2026.

From 16 July 2026 (the date of publication of the decision to make the Takeover Offer) until 3 November 2026 (the date of publication of the Offer Document), the Bidder acquired a total of 516,054 ALL FOR ONE Shares via stock exchanges and/or

multilateral trading facilities as well as off-exchange at prices of no more than EUR 67.50 in each case. This corresponds to approx. 10.36% of the share capital and voting rights of the Company. A list of the purchases made daily during this period, stating the number of ALL FOR ONE Shares acquired and the highest price paid, is attached to the Offer Document as Annex 4.

Apart from this, in the six months prior to the date of publication of the Bidder's decision to make the Offer pursuant to Section 10 para. 1 sentence 1 WpÜG until the date of publication of the Offer Document, neither the Bidder nor persons acting jointly with it within the meaning of Section 2 para. 5 WpÜG nor their subsidiaries acquired ALL FOR ONE Shares or entered into agreements on the acquisition of ALL FOR ONE Shares.

### 9. Possible Future Acquisitions of ALL FOR ONE Shares

With regard to the possible future acquisition of ALL FOR ONE Shares, the Offer Document contains the following statements in Section 6.9:

The Bidder and the persons acting jointly with the Bidder within the meaning of Section 2 para. 5 WpÜG as well as their subsidiaries reserve the right, to the extent legally permissible, to acquire additional ALL FOR ONE Shares outside the Offer, directly or indirectly, on or off the stock exchange. All such acquisitions or agreements would be carried out in compliance with applicable law. To the extent such acquisitions take place, this will be published, stating the number and price of the ALL FOR ONE Shares so acquired, in accordance with the applicable statutory provisions, in particular Section 23 para. 2 WpÜG in conjunction with Section 14 para. 3 sentence 1 WpÜG, in the German Federal Gazette (Bundesanzeiger) and on the internet at www.afo-offer.com. Corresponding information will also be available in a non-binding English translation on the internet at www.afo-offer.com.

## IV. INFORMATION ON THE OFFER

### 1. Authoritative nature of the Offer Document

Some selected information on the Offer is set out below. For further information and details (in particular with regard to the acceptance periods, the acceptance procedures and the withdrawal rights), reference is made to the statements in the Offer Document. The following information in this section merely summarises information contained in the Offer Document. The Management Board and the Supervisory Board point out that the description of the Offer in this Statement does not purport to be complete and that solely the provisions of the Offer Document are authoritative for the content and

settlement of the Offer. It is the responsibility of each ALL FOR ONE Shareholder to take note of the Offer Document and to take the measures appropriate for such shareholder.

The Offer Document was published on 3 November 2026 by way of (i) announcement on the internet at www.afo-offer.com and (ii) keeping copies of the Offer Document available for distribution free of charge at Deutsche Bank Aktiengesellschaft, Post-IPO Services, Taunusanlage 12, 60325 Frankfurt am Main, Germany (requests by e-mail to dct.tender-offers@db.com, stating a full postal address or e-mail address to which a copy of the Offer Document can be sent). The announcement regarding the availability of copies of the Offer Document for distribution free of charge in the Federal Republic of Germany and the internet address at which the Offer Document is published were published in the German Federal Gazette (*Bundesanzeiger*) on 3 November 2026.

In addition, the Bidder has made available a non-binding English translation of the Offer Document, which has not been reviewed by Bafin, at www.afo-offer.com. Further details on the publication and dissemination of the Offer Document can be found in Section 1.5 of the Offer Document.

## 2. Implementation of the Offer

The Offer is being made by the Bidder in the form of a public delisting acquisition offer (cash offer) for the acquisition of all ALL FOR ONE Shares under German Takeover Law and certain applicable securities law provisions of the United States.

## 3. Subject Matter of the Offer and Offer Price

Subject to the provisions of the Offer Document, the Bidder offers to all ALL FOR ONE Shareholders to acquire all registered no-par value shares of the Company not directly held by the Bidder, each representing a notional amount of EUR 3.00 of the share capital, including all ancillary rights existing at the time of settlement, in particular the dividend entitlement, against a cash payment in the total amount of

**EUR 67.50 per ALL FOR ONE Share**

(***Offer Price*** or ***Offer Consideration***).

## 4. Acceptance Period

According to Section 5.1 of the Offer Document, the period for acceptance of the Offer (including any extensions pursuant to Section 5.2 of the Offer Document – see further details immediately below – the ***Acceptance Period***) commenced upon publication of

the Offer Document on 3 November 2026 and will end on 1 December 2026, 24:00 hrs local time Frankfurt am Main / 18:00 hrs local time New York. According to Section 5.2 of the Offer Document, the period for acceptance of the Offer will in each case be extended automatically as follows in the circumstances set out below:

- The Bidder may amend the Offer up to one working day prior to the expiry of the Acceptance Period in accordance with Section 21 WpÜG. In the event of an amendment of the Offer pursuant to Section 21 WpÜG, the Acceptance Period will be extended by two weeks if the amended Offer is published within the last two weeks prior to the expiry of the Acceptance Period (Section 21 para. 5 WpÜG). In this case, the Acceptance Period will be extended until 15 December 2026, 24:00 hrs local time Frankfurt am Main / 18:00 hrs local time New York. This also applies if the amended Offer violates statutory provisions.
- If, during the Acceptance Period of the Offer, a competing offer for the acquisition of ALL FOR ONE Shares is made by a third party (***Competing Offer***) and if the Acceptance Period for the Offer expires prior to the expiry of the acceptance period for the Competing Offer, the expiry of the Acceptance Period for the Offer will be determined by the expiry of the acceptance period for the Competing Offer (Section 22 para. 2 WpÜG). This also applies if the Competing Offer is amended or prohibited or violates statutory provisions.
- If a general meeting of the Company is convened in connection with the Offer after publication of the Offer Document, the Acceptance Period will be extended to ten weeks from the publication of the Offer Document pursuant to Section 16 para. 3 WpÜG, i.e. until 12 January 2027, 24:00 hrs local time Frankfurt am Main / 18:00 hrs local time New York.

With regard to the requirements for the right of withdrawal in the event of an amendment of the Offer or the making of a Competing Offer, reference is made to the statements in Section 17.1 of the Offer Document.

According to Section 5.2 of the Offer Document, there will be no additional acceptance period after the expiry of the Acceptance Period (as the Delisting Offer is not a takeover offer within the meaning of Section 29 para. 1 WpÜG) and no sell-out period pursuant to Section 39c WpÜG.

## 5. No Offer Conditions

According to Section 12 of the Offer Document, the Offer is a public delisting acquisition offer pursuant to Section 39 para. 2 sentence 2 no. 1 BörsG. In accordance with Section 39 para. 3 sentence 1 BörsG, the Offer may not be subject to any conditions. Therefore, according to the Offer Document, the agreements entered into

between the Bidder and the accepting ALL FOR ONE Shareholders as a result of the acceptance of the Offer are not subject to any offer conditions.

## 6. Regulatory Approvals and Procedures

According to Section 11 of the Offer Document, Bafin approved the publication of the German version of the Offer Document on 3 November 2026.

Apart from this, according to the Offer Document, no further regulatory approvals, clearances or procedures are required.

## 7. Acceptance and Settlement of the Offer

In Section 13 of the Offer Document, the Bidder describes the process for the acceptance and settlement of the Offer, including the legal consequences of acceptance (Section 13.4 of the Offer Document).

Pursuant to Section 13.1 of the Offer Document, the Bidder has appointed Deutsche Bank Aktiengesellschaft, Frankfurt am Main, Germany (***Settlement Agent*** or ***Deutsche Bank***) as the central settlement agent for the settlement of the Offer.

According to Section 13.2 of the Offer Document, ALL FOR ONE Shareholders can only accept the Offer by, within the Acceptance Period, (i) declaring the acceptance of the Offer in text form or electronically to their respective custodian investment services enterprise (***Custodian Bank***) (***Declaration of Acceptance***) and (ii) instructing their Custodian Bank to effect without undue delay the rebooking of the ALL FOR ONE Shares held in their securities account for which they wish to accept the Offer into ISIN DE000A41YHS6 at Clearstream Europe AG (***Clearstream***).

According to the Bidder, the Declaration of Acceptance will only become effective if the ALL FOR ONE Shares for which the ALL FOR ONE Shareholders have accepted the Offer (***Tendered ALL FOR ONE Shares***) have been rebooked into ISIN DE000A41YHS6 at Clearstream by no later than 18:00 hrs local time Frankfurt am Main / 12:00 hrs local time New York on the second Banking Day after the expiry of the Acceptance Period. According to the Bidder, these rebookings are to be arranged by the respective Custodian Bank without undue delay after receipt of the Declaration of Acceptance.

With regard to the legal consequences of acceptance, the Bidder explains in Section 13.4 of the Offer Document that, upon acceptance of the Offer, an agreement on the sale of the Tendered ALL FOR ONE Shares to the Bidder will be concluded between the accepting ALL FOR ONE Shareholder and the Bidder in each case in accordance with the provisions of the Offer. With regard to the instructions, authorisations, powers of attorney and mandates granted by the accepting ALL FOR

ONE Shareholders, reference is made to Sections 13.3 lit. a) and 13.3 lit. b) of the Offer Document and, with regard to the declarations made by the accepting ALL FOR ONE Shareholders, to Section 13.3 lit. c) of the Offer Document.

With regard to the settlement of the Offer, the Bidder states in Section 13.5 of the Offer Document that the Offer Price will be paid to the respective Custodian Bank concurrently against transfer of the Tendered ALL FOR ONE Shares to the account of the Settlement Agent at Clearstream. The Settlement Agent will arrange for the Offer Price for the Tendered ALL FOR ONE Shares to be transferred via Clearstream to the respective Custodian Bank without undue delay, but no later than on the eighth Banking Day after publication of the results following the expiry of the Acceptance Period pursuant to Section 23 para. 1 sentence 1 no. 2 WpÜG.

According to the further statements in Section 13.5 of the Offer Document, the Bidder will have fulfilled its obligation to pay the Offer Price upon payment of the Offer Price to the respective Custodian Bank via Clearstream. According to the Bidder, it is the responsibility of the Custodian Banks to credit the Offer Price to the respective accepting ALL FOR ONE Shareholder without undue delay.

Furthermore, the Bidder points out in Section 13.2 of the Offer Document that ALL FOR ONE Shareholders who wish to accept the Offer should direct any questions regarding the acceptance of the Offer and its technical settlement to their custodian bank or other custodian investment services enterprise with its registered office or a branch in the Federal Republic of Germany. According to the information provided by the Bidder, these custodian banks and other investment services enterprises have been informed separately about the handling of the acceptance and settlement of the Offer and are required to inform customers holding ALL FOR ONE Shares in their securities accounts about the Offer and the steps required to accept it.

For further details on the acceptance and settlement of the Offer, reference is made to Section 13 of the Offer Document.

## V. FINANCING OF THE OFFER

Pursuant to Section 13 para. 1 sentence 1 WpÜG, the Bidder must, prior to the publication of the Offer Document, take the necessary measures to ensure that the funds required for the complete fulfilment of the Offer are available to it at the time the claim to payment of the Offer Price falls due.

### 1. Financing Requirements

Pursuant to Section 14.1 of the Offer Document and the calculations set out therein, the total amount that the Bidder would require for the completion of the Offer if the Offer were accepted for all ALL FOR ONE Shares not currently directly held by the

Bidder amounts, on the basis of the Offer Price of EUR 67.50 per ALL FOR ONE Share, to a total of EUR 64,370,902.50.

In addition, according to the statements in Section 14.1 of the Offer Document, the Bidder expects to incur transaction costs in connection with the Offer and its settlement in the amount of up to EUR 1,070,000.00 (***Transaction Costs***). The maximum offer costs therefore amount to EUR 65,440,902.50 (***Maximum Total Offer Costs***).

## 2. Financing Measures

In Section 14.2 of the Offer Document, the Bidder explains the financing measures it has taken in connection with the Offer.

According to Section 14.2 of the Offer Document, prior to the publication of the Offer Document, the Bidder took the necessary measures to ensure that the funds required to cover the Maximum Total Offer Costs will be available to it when due.

According to the information in the Offer Document, VINCI Energies Deutschland Enterprise Solutions Holding SE, the sole shareholder of the Bidder, made a cash contribution in the amount of EUR 320,000,000 to the unrestricted capital reserve of the Bidder on 16 July 2026. VINCI Energies Deutschland Enterprise Solutions Holding SE had received this amount from its sole shareholder, VINCI Energies, likewise as a contribution to its unrestricted capital reserve.

According to the information in the Offer Document, of this EUR 320,000,000, the Bidder used (i) EUR 34,743,582.52 to finance the acquisition of a total of 516,054 ALL FOR ONE Shares outside the Takeover Offer since 16 July 2026 and (ii) EUR 237,080,452.50 to finance the settlement of the Takeover Offer on 13 October 2026.

According to the Bidder, the amount of cash funds from this contribution still available to the Bidder – including interest received in the amount of EUR 792,373.77 – consequently amounts to EUR 48,968,338.75. According to the information in the Offer Document, on 20 October 2026, the Bidder additionally received an intra-group loan from VINCI Finance International S.A. (Brussels, Belgium) in the amount of EUR 25,500,000.00 for the purposes of the settlement of the Offer. According to the Bidder, the loan amount made available under this intra-group loan was credited to its bank account on 20 October 2026. According to the information in the Offer Document, the amount of cash funds still available to the Bidder consequently amounts to a total of EUR 74,468,338.75 and exceeds the Maximum Total Offer Costs. Thus, according to its statements, the Bidder has taken the necessary measures to ensure that funds in the amount of the Maximum Total Offer Costs are available to it at the relevant time.

### 3. Financing Confirmation

Pursuant to Section 14.3 of the Offer Document, Deutsche Bank, an investment services enterprise independent of the Bidder, has issued the required financing confirmation pursuant to Section 13 para. 1 sentence 2 WpÜG, which is attached to the Offer Document as Annex 3.

### 4. Assessment of the Financing by the Management Board and the Supervisory Board

The Management Board and the Supervisory Board have no reason to doubt the accuracy and completeness of the information provided in the Offer Document on the financing of the Offer. On the basis of the description of the financing of the Offer in Section 14 of the Offer Document, and assuming that these statements are correct, the Management Board and the Supervisory Board consider it reasonable to assume that it is sufficiently ensured that, at the time when the claim to the Offer Consideration falls due, the Bidder will have at its disposal the funds required for the full settlement of the Offer.

## VI. NATURE AND AMOUNT OF THE CONSIDERATION

The Offer provides for an Offer Consideration of EUR 67.50 in cash per ALL FOR ONE Share. Details are set out in Section 4 of the Offer Document.

### 1. Statutory minimum price

To the extent that the Management Board and the Supervisory Board are able to verify this on the basis of the available information, the Offer Price for the ALL FOR ONE Shares complies with the provisions of Section 39 para. 3 sentence 3 BörsG in conjunction with Section 31 WpÜG and Sections 3 et seqq. of the WpÜG Offer Regulation on the statutory minimum offer price, which is determined on the basis of the higher of the following thresholds:

- Pursuant to Section 39 para. 3 sentence 3 BörsG in conjunction with Section 31 para. 1 and para. 7 WpÜG and Section 5 of the WpÜG Offer Regulation, in the case of a public delisting acquisition offer, the consideration must consist of a cash payment in euros and must correspond at least to the volume-weighted average domestic stock exchange price of the ALL FOR ONE Share during the last six months prior to the publication of the decision to make the Offer pursuant to Section 10 para. 1 sentence 1 WpÜG by the Bidder on 15 October 2026. According to the Offer Document, the volume-weighted six-month average price up to and including the reference date of 14 October 2026 was communicated by Bafin at EUR 62.52 per ALL FOR ONE Share by letter dated 22 October

2026. The Offer Price exceeds this value (by EUR 4.98 per ALL FOR ONE Share).

- Pursuant to Section 39 para. 3 sentence 3 BörsG in conjunction with Section 31 para. 1 and para. 7 WpÜG and Section 4 of the WpÜG Offer Regulation, in the case of a public delisting acquisition offer, the consideration must correspond at least to the value of the highest consideration granted or agreed by the Bidder, persons acting jointly with it within the meaning of Section 2 para. 5 WpÜG or their subsidiaries for the acquisition of ALL FOR ONE Shares within the last six months prior to the publication of the Offer Document. During this period, the Bidder – as set out in more detail in Section 10.1 lit. b) of the Offer Document – carried out and completed the Takeover Offer, which was accepted for a total of 3,512,303 ALL FOR ONE Shares (corresponding to approximately 70.50% of the share capital and voting rights in ALL FOR ONE) at an offer price under the Takeover Offer of EUR 67.50 per ALL FOR ONE Share. In addition, according to its own statements, the Bidder acquired 516,054 ALL FOR ONE Shares during this period at prices of no more than EUR 67.50 each (corresponding to approximately 10.36% of the share capital and voting rights in ALL FOR ONE). The Offer Price corresponds to this value. Beyond this, during this period neither the Bidder nor persons acting jointly with it within the meaning of Section 2 para. 5 WpÜG nor their subsidiaries acquired ALL FOR ONE Shares or entered into agreements on the acquisition of ALL FOR ONE Shares.

Based on the Bidder's information in the Offer Document, the Offer Price of EUR 67.50 per ALL FOR ONE Share therefore complies with the statutory minimum requirements.

## 2. Assessment of the adequacy of the consideration

The Management Board and the Supervisory Board have carefully and thoroughly reviewed and assessed the adequacy of the Offer Consideration in light of the Company's current strategy and financial planning, as well as on the basis of certain further assumptions, information and considerations (including the current geopolitical and macroeconomic situation). In doing so, they took into account in particular the capital market's valuation of the ALL FOR ONE Shares based on historical stock exchange prices in certain reference periods, as well as the assessments of financial analysts. The Management Board and the Supervisory Board expressly point out that their respective assessments of the adequacy of the Offer Consideration were made independently of each other.

2.1 Comparison with historical stock exchange prices

In the opinion of the Management Board and the Supervisory Board, the stock exchange prices of the ALL FOR ONE Share are a relevant criterion for assessing the adequacy of the Offer Price.

The ALL FOR ONE Shares are currently still admitted to trading under ISIN DE0005110001 on the FWB in the sub-segment of the regulated market with additional post-admission obligations (*Prime Standard*). The ALL FOR ONE Shares are also traded in the XETRA trading system of Deutsche Börse. Furthermore, the ALL FOR ONE Shares are traded on the German stock exchanges of Düsseldorf, Hamburg, Munich and Stuttgart as well as via Tradegate BSX on the open market.

A comparison of the Offer Price of EUR 67.50 per ALL FOR ONE Share with historical stock exchange prices for the ALL FOR ONE Shares prior to the announcement of the decision to make the Delisting Offer on 15 October 2026 results, according to Section 10.2.1 lit. a) and lit. b) of the Offer Document, in the following premiums:

- a premium of EUR 0.03, or 0.04%, per ALL FOR ONE Share compared with the volume-weighted average stock exchange price of the ALL FOR ONE Share of EUR 67.47 during the last three months prior to and including 14 October 2026, the last trading day before the publication of the decision to make the Delisting Offer pursuant to Section 10 WpÜG; and
- a premium of EUR 4.98, or 7.97%, per ALL FOR ONE Share compared with the volume-weighted average stock exchange price of the ALL FOR ONE Share of EUR 62.52 during the last six months prior to and including 14 October 2026, the last trading day before the publication of the decision to make the Delisting Offer pursuant to Section 10 WpÜG, as communicated to the Bidder by Bafin on 22 October 2026.

In the opinion of the Management Board and the Supervisory Board, it must be taken into account in this respect that the current price of the ALL FOR ONE Share is influenced by the fact that the Bidder published its decision to make the Takeover Offer on 16 July 2026 and its decision to make the Delisting Offer on 15 October 2026. The price movements following the publication of the Bidder's decision to make the Takeover Offer on 16 July 2026 show that trading has subsequently decoupled from the stand-alone market value per ALL FOR ONE Share. According to Section 10.2.2 of the Offer Document, the Bidder is of the opinion that the current stock exchange price of the ALL FOR ONE Share is distorted by speculation regarding compensation payments. The Management Board and the Supervisory Board agree with this view.

In assessing the adequacy of the Offer Price, the Management Board and the Supervisory Board therefore relied in particular on the – unaffected – historical stock exchange prices of the ALL FOR ONE Share prior to the publication of the decision to make the Takeover Offer on 16 July 2026. Compared with these, the Offer Price of EUR 67.50 per ALL FOR ONE Share contains, according to the information in Section 10.2.1 lit. c) and lit. d) of the Offer Document, the following premiums:

- a premium of EUR 32.80, or 94.5%, per ALL FOR ONE Share compared with the closing stock exchange price of the ALL FOR ONE Shares in the XETRA trading system of Deutsche Börse of EUR 34.70 on 15 July 2026, the last stock exchange trading day before the publication of the decision to make the Takeover Offer pursuant to Section 10 WpÜG; and
- a premium of EUR 34.63, or 105.4%, per ALL FOR ONE Share compared with the volume-weighted average stock exchange price of the ALL FOR ONE Shares of EUR 32.87 during the last three months prior to and including 15 July 2026, the last stock exchange trading day before the publication of the decision to make the Takeover Offer pursuant to Section 10 WpÜG, as communicated to the Bidder by Bafin on 23 July 2026.

The Management Board and the Supervisory Board are of the opinion that, during the aforementioned periods, there was a functioning stock exchange trading with sufficient trading activity for ALL FOR ONE Shares.

According to the Bidder, the historical stock exchange prices of the ALL FOR ONE Shares listed in Section 10.2.1 of the Offer Document and reproduced here (with the exception of the aforementioned volume-weighted average stock exchange prices communicated by Bafin) originate from Bloomberg.

Overall, the Offer Price represents a significant premium over the historical stock exchange prices of the ALL FOR ONE Share prior to the announcement of the decision to make the Takeover Offer on 16 July 2026 and also exceeds the volume-weighted average stock exchange price of the ALL FOR ONE Share during the last six months as well as during the last three months prior to the publication of the decision to make the Delisting Offer pursuant to Section 10 WpÜG. In view of this, the Management Board and the Supervisory Board have each independently reached the conviction that the Offer Price appears adequate in comparison with these historical stock exchange prices of the ALL FOR ONE Share.

2.2 Analyst opinions

In assessing the adequacy of the Offer Consideration, the Management Board and the Supervisory Board also took into account the price targets for the ALL FOR ONE Share presented, which were published in analyst reports on Bloomberg during the last

three months prior to and including 15 July 2026, the last stock exchange trading day before the publication of the decision to make the Takeover Offer pursuant to Section 10 WpÜG of 16 July 2026. With regard to price movements following the publication of the Bidder's decision to make the Takeover Offer (and thus prior to the publication of the Bidder's decision to make the Delisting Offer), see Section VI.2.1 of this Statement above.

The recommendations and price target expectations of the following analysts were taken into account:

| Institution | Publication date | Price target per ALL FOR ONE Share |
|---|---|---|
| ODDO BHF | 27 May 2026 | EUR 46.00 |
| AlphaValue / Baader Europe | 20 May 2026 | EUR 43.20 |
| **Average** | | **EUR 44.60** |

***Source:*** *Bloomberg, 15 July 2026. No new analyst reports have been published since the publication of the decision to make the Takeover Offer pursuant to Section 10 WpÜG of 16 July 2026.*

Based on these analyst expectations, the average price target for the ALL FOR ONE Share is EUR 44.60. Taking this value as a reference, the Offer Price of EUR 67.50 includes a premium of EUR 22.90, or approx. 51.3%.

Analyst expectations represent their personal assessment. Their views on the value of a share naturally differ from one another. Nevertheless, the Management Board and the Supervisory Board are of the opinion that, at least, the average calculated can constitute a relevant indication of the capital market's assessment of the value of the ALL FOR ONE Shares.

2.3 Comparison with the offer price of the Takeover Offer

In the context of the Takeover Offer, the Bidder also offered EUR 67.50 per ALL FOR ONE Share as consideration. The consideration offered for the Delisting Offer therefore represents neither a premium nor a discount compared with the consideration of the Takeover Offer. The Management Board and the Supervisory Board commented in detail on the adequacy of this consideration in their joint reasoned statement on the Takeover Offer dated 19 August 2026 (***Takeover Offer Statement***).

In preparation of the Takeover Offer Statement, the Management Board and the Supervisory Board engaged ParkView Partners GmbH, Frankfurt am Main, Germany, (***ParkView***) as financial advisor to render a fairness opinion (***Fairness Opinion***) on the adequacy, from a financial point of view, of the consideration of the Takeover Offer of EUR 67.50 per ALL FOR ONE Share. The purpose of the Fairness Opinion

was to support the Management Board and the Supervisory Board in their respective own assessments of the adequacy of the consideration of the Takeover Offer. In the Fairness Opinion, ParkView concluded that, subject to the assumptions and limitations contained in the Fairness Opinion, the offer price of EUR 67.50 per ALL FOR ONE Share was, as of 18 August 2026, the date on which the Fairness Opinion was issued, adequate from a financial point of view for the ALL FOR ONE Shareholders. For further details, reference is made to Section VI.2.3 and Annex 2 of the Takeover Offer Statement.

In preparation of this Statement, the Management Board and the Supervisory Board refrained from obtaining a further or updated fairness opinion with regard to the financial adequacy of the Offer Price, as they assume that a new fairness opinion would not provide any additional insights. In the opinion of the Management Board and the Supervisory Board, in particular, no material financial changes have occurred compared with the factual circumstances at that time. Moreover, the Management Board and the Supervisory Board are not aware of any indications that would speak against the continued validity of the assumptions and considerations made by the Management Board and the Supervisory Board on the basis of the Fairness Opinion.

The Offer Price of EUR 67.50 corresponds to the offer price under the Takeover Offer. In the Bidder's opinion, the acceptance rate shows that the majority of the ALL FOR ONE Shareholders considered the Takeover Offer to be attractive. The Takeover Offer was accepted for 3,512,303 ALL FOR ONE Shares (corresponding to approximately 70.50% of the share capital and voting rights in ALL FOR ONE). In addition, according to its statements in Section 10.2 of the Offer Document, the Bidder acquired 516,054 ALL FOR ONE Shares (corresponding to approximately 10.36% of the share capital and voting rights in ALL FOR ONE) through market purchases and private acquisitions outside the Takeover Offer at purchase prices not exceeding the Offer Price. In particular, according to its statements, on the day of the announcement of the Takeover Offer the Bidder entered into agreements with the then largest ALL FOR ONE Shareholders which obliged these shareholders – subject to the provisions of the respective agreement – to accept the Takeover Offer for all ALL FOR ONE Shares held by them, i.e. approximately 54.7% of the share capital and voting rights in ALL FOR ONE. In the Bidder's opinion, this shows that long-term and large ALL FOR ONE Shareholders considered the offer price under the Takeover Offer to be highly attractive. The Management Board and the Supervisory Board agree with this assessment.

Therefore, following the Takeover Offer as well, the Management Board and the Supervisory Board have formed a personal judgement on the Delisting Offer on the basis of the information available to them.

2.4 Valuation obtained by VINCI Energies on the basis of the IDW S1 Standard

In connection with its intentions regarding a possible squeeze-out, the Bidder explains in Section 9.6.2 of the Offer Document that a financial adviser engaged by VINCI Energies in connection with the making of the Takeover Offer carried out a valuation on the basis of the IDW S1 Standard and determined ranges for a current valuation of the Company reflecting a potential squeeze-out scenario (see Section VII.1.3.7 of this Statement for further details). On the basis of this current valuation, the Bidder assumes, according to the Offer Document, that the probable range of the value per ALL FOR ONE Share is below the Offer Price. The Bidder therefore considers it unlikely that a cash compensation in the context of a squeeze-out would exceed the Offer Price per ALL FOR ONE Share. Assuming that these statements are correct, conversely the Offer Price exceeds the probable range of value per ALL FOR ONE Share determined by the financial adviser. In the view of the Management Board and the Supervisory Board, this supports the Bidder's reasoning on the adequacy of the Offer Price.

2.5 Overall assessment of the adequacy of the consideration

The Management Board and the Supervisory Board have carefully and thoroughly analysed and assessed the adequacy of the Offer Consideration. They took into account, among others, the following factors in order to arrive independently at their respective assessments:

- The Offer Price of EUR 67.50 includes a premium of EUR 32.80, or 94.5%, over the closing stock exchange price of the ALL FOR ONE Share of 15 July 2026, the last stock exchange trading day before the publication of the decision to make the Takeover Offer pursuant to Section 10 WpÜG on 16 July 2026.
- The Offer Price of EUR 67.50 includes a premium of EUR 34.63, or 105.4%, over the volume-weighted average stock exchange price in the three-month period prior to and including 15 July 2026, the last stock exchange trading day before the publication of the decision to make the Takeover Offer pursuant to Section 10 WpÜG on 16 July 2026.
- The Offer Price of EUR 67.50 exceeds, by EUR 22.90 or approx. 51.3%, the average of the price target expectations of equity analysts for the ALL FOR ONE Share published during the three months prior to 15 July 2026, the last stock exchange trading day before the publication of the decision to make the Takeover Offer pursuant to Section 10 WpÜG on 16 July 2026 (see Section VI.2.2 of this Statement above).
- Compared with the offer price of the Takeover Offer, the Offer Price contains neither a premium nor a discount (see Section VI.2.3 of this Statement above).

- According to the information in the Offer Document, the Offer Price exceeds the probable range of value per ALL FOR ONE Share determined on the basis of the IDW S1 Standard in connection with the making of the Takeover Offer for a current valuation of ALL FOR ONE.
- In the view of the Management Board and the Supervisory Board, the Offer Price offers the ALL FOR ONE Shareholders a secure and timely realization of value, in particular in times of the current geopolitical uncertainties and in view of the future restricted tradability of the ALL FOR ONE Shares.
- However, it cannot be ruled out that, during the Acceptance Period of the Offer, the stock exchange price of the ALL FOR ONE Share exceeds the consideration offered and that, to this extent, an ALL FOR ONE Shareholder interested in selling his/her ALL FOR ONE Share(s) could achieve a price exceeding EUR 67.50 per ALL FOR ONE Share by selling via the stock exchange.

On the basis of an overall assessment of, among other things, the aspects described above and the overall circumstances of the Offer, the Management Board and the Supervisory Board have, independently of one another, come to the conclusion that the Offer Price of EUR 67.50 per ALL FOR ONE Share meets the statutory minimum requirements within the meaning of Section 39 para. 3 sentence 3 BörsG in conjunction with Section 31 para. 1 and para. 7 WpÜG and Sections 3 et seq. WpÜG Offer Regulation and is fair and adequate. The Management Board and the Supervisory Board recommend that the ALL FOR ONE Shareholders accept the Offer.

## VII. OBJECTIVES AND INTENTIONS OF THE BIDDER AND THEIR ASSESSMENT BY THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD

The background, objectives and intentions of the Bidder and of VINCI Energies presented below (which, according to Section 9 of the Offer Document, have been coordinated with VINCI and which – for ease of presentation – are referred to in the Offer Document and, accordingly, below as the intentions of the Bidder) are based exclusively on their statements in the Offer Document. According to the information in Section 9 of the Offer Document, these correspond to the joint intentions under the Takeover Offer, which have their legal basis in the Business Combination Agreement entered into by the Company and the Bidder (as well as VINCI Energies DACH CEE ICT GmbH, the central holding company for the business divisions IT solutions, networks and security as well as information and communications technology (ICT) in the DACH regions (Germany, Austria and Switzerland) and CEE (Central and Eastern Europe)) on 16 July 2026 (***Business Combination Agreement***). However, the Bidder points out in Section 2.3 of the Offer Document that it may change its intentions after the publication of the Offer Document. The Management Board and the

Supervisory Board point out that they are not able to verify the intentions expressed by the Bidder or to guarantee their implementation.

The following summary presentation is intended to provide an overview of the general and strategic background of the Offer as presented in the Offer Document, as well as the intentions of the Bidder, and does not claim to be complete. ALL FOR ONE Shareholders are therefore recommended to read carefully the corresponding statements in Sections 8 and 9 of the Offer Document. Section VII.2 of this Statement contains the assessment of the objectives and intentions of the Bidder by the Management Board and the Supervisory Board.

With regard to the expected effects of a successful Offer on the assets, financial position and results of operations of the Bidder and VINCI, reference is made to Section 15 of the Offer Document.

## 1. Information provided by the Bidder in the Offer Document

In Sections 8 and 9 of the Offer Document, the Bidder makes statements on the economic and strategic background, on the Business Combination Agreement, and on its objectives and intentions with regard to the Offer.

### 1.1 Economic and strategic background of the Offer and the Delisting

In Section 8.1 of the Offer Document, the Bidder explains that the Offer is intended to enable the Delisting. According to the Bidder, pursuant to Section 39 para. 2 sentence 2 no. 1 BörsG, the Delisting is only permissible if, at the time the Delisting Application is filed, an offer document regarding the acquisition of all ALL FOR ONE Shares that are the subject of the Delisting Application has been published in accordance with the provisions of the WpÜG with reference to the Delisting Application. The Bidder further states that the Management Board of ALL FOR ONE could not file the Delisting Application, which ALL FOR ONE has undertaken to file pursuant to the Delisting Agreement (as explained in more detail in Section I of this Statement), without the Offer.

According to their statements in the Offer Document, the Bidder and the Bidder Parent Companies are convinced that the realization of ALL FOR ONE's long-term potential as a listed company is limited, since ALL FOR ONE is exposed to external influences and short-term market expectations, in particular as a result of the shareholders' interests focused on quarterly results and dividends. Therefore, the long-term partnership approach between the Bidder and ALL FOR ONE which, according to its statements, is pursued by the Bidder provides for ALL FOR ONE to operate in a private ownership environment in the future in order to be able to unlock the Company's full potential. The Bidder further states that it and the Bidder Parent

Companies therefore consider the Delisting to be a necessary step in order to make ALL FOR ONE independent of the volatility pressure of the public capital markets and to reduce the regulatory burden of the stock exchange listing and the costs associated therewith.

The Bidder further states that the Delisting may result in possible restrictions on the tradability of the ALL FOR ONE Shares and the associated possibility of price losses. Further consequences of the Delisting are described in Section 16 of the Offer Document.

According to the Offer Document, a well-founded assessment of possible synergies is not yet possible for the Bidder at present. According to the information in the Offer Document, in the Bidder's assessment synergies will primarily result from cost savings arising from the elimination of the stock exchange listing following the Delisting. According to the Bidder's preliminary assessment expressed there, these savings will amount to approximately EUR 1 million per year following a completed Delisting.

1.2 Delisting Agreement

In Section 8.2 of the Offer Document, the Bidder states that the Company and the Bidder (as well as VINCI Energies DACH CEE ICT GmbH, the central holding company for the business divisions IT solutions, networks and security as well as information and communications technology (ICT) in the DACH regions (Germany, Austria and Switzerland) and CEE (Central and Eastern Europe)) entered into a Delisting Agreement (as defined in Section I of this Statement) on 15 October 2026. The Delisting Agreement supplements the Business Combination Agreement, which remains in full force and effect without amendment. The material provisions of the Delisting Agreement are summarized below (and, with regard to the intentions of the Bidder, in Section 9 of the Offer Document, see Section VII.1.3 of this Statement). According to Section 8.2.1 of the Offer Document, the Bidder has undertaken in the Delisting Agreement to make a public delisting acquisition offer for cash to all ALL FOR ONE Shareholders, the Offer Consideration of which is set out in Section 4 of the Offer Document. According to its statements, the Bidder has further undertaken to set the Acceptance Period at four weeks.

According to Section 8.2.2 of the Offer Document, the Management Board and the Supervisory Board have undertaken – subject to a proper review of the Offer Document and in compliance with their fiduciary duties and duties of care– in a joint reasoned statement pursuant to Section 27 WpÜG (i) to confirm that they support the Offer and the Delisting, (ii) to confirm that the Management Board will file the Delisting Application with the Frankfurt Stock Exchange no later than ten Business Days prior to the expiry of the Acceptance Period, and (iii) to recommend that the ALL FOR ONE Shareholders accept the Offer.

As the Bidder further explains, the obligation of the Management Board and the Supervisory Board to issue the joint reasoned statement with the content described above is subject to the fulfilment of certain conditions. These include, among other things, that the Offer complies with the conditions set out in the Delisting Agreement, that the confirmation of financing pursuant to Section 13 para. 1 WpÜG has not been withdrawn, that the Bidder, VINCI Energies DACH CEE ICT GmbH or VINCI (including the members of their management bodies or their spokespersons) have not taken any measures, including public statements, that clearly contradict the agreements reached in the Delisting Agreement, that no Superior Offer (as defined below) has been announced or published by a third party which the Bidder has not matched (as described in more detail in Section 8.2.3 of the Offer Document), and that there are no other circumstances on the basis of which the members of the Management Board and/or the Supervisory Board would breach their statutory duties, in particular their fiduciary duties and duties of care. According to the Bidder, all obligations of ALL FOR ONE, the Management Board and the Supervisory Board under the Delisting Agreement furthermore lapse if (a) the Bidder materially deviates from the obligations undertaken in the Delisting Agreement such that ALL FOR ONE, on a reasonable assessment, cannot fulfil its obligations, or (b) if circumstances exist that would result in the Management Board and/or the Supervisory Board breaching their fiduciary duties and duties of care were they to continue to support or recommend the Offer.

The Bidder further states that it has undertaken in the Delisting Agreement to make the Offer and to publish the Offer Document so that ALL FOR ONE can file the Delisting Application for the ALL FOR ONE Shares and the Delisting can be implemented. ALL FOR ONE has undertaken, subject to the review of the Offer Document and the fiduciary duties and duties of care of the Management Board, to file the Delisting Application for the ALL FOR ONE Shares with the Frankfurt Stock Exchange no later than ten Business Days prior to the expiry of the Acceptance Period and to use its best efforts to take all reasonable steps without undue delay in order to bring about the delisting decision of the Frankfurt Stock Exchange as soon as possible after submission of the Delisting Application (but taking effect no earlier than upon expiry of the Acceptance Period).

In the Delisting Application, ALL FOR ONE will apply for the Delisting to take effect (at the earliest) upon expiry of the Acceptance Period. Accordingly, the Delisting will not take effect earlier.

In the Offer Document, the Bidder also points out that ALL FOR ONE has undertaken in the Delisting Agreement not to apply for the admission of ALL FOR ONE Shares to a regulated market of a stock exchange and not to take any measures to initiate or support the inclusion of ALL FOR ONE Shares in trading on the open market (*Freiverkehr*) of a stock exchange or on a multilateral trading facility or an organised

trading facility within the meaning of Directive 2014/65/EU (Markets in Financial Instruments Directive). The Bidder further states that ALL FOR ONE has undertaken, after filing the Delisting Application, to take all appropriate measures in order to terminate, to the extent possible, the inclusion of ALL FOR ONE Shares in trading on the open market (*Freiverkehr*) of a stock exchange or on any other multilateral or organised trading facility within the meaning of Directive 2014/65/EU (Markets in Financial Instruments Directive), provided that the respective inclusion of the ALL FOR ONE Shares was initiated by ALL FOR ONE itself.

According to Section 8.2.3 of the Offer Document, in the Delisting Agreement the Company undertakes, from the date of signing of the Delisting Agreement until the implementation of the Delisting, not to initiate any measures or steps that would be likely to impair the success of the Offer and/or the Delisting, unless the Bidder has given its prior consent. However, these obligations of ALL FOR ONE, the Management Board and the Supervisory Board are suspended if a competing offer in respect of all ALL FOR ONE Shares has been announced or published by a third party that (i) provides for an offer price exceeding the Offer Price by at least five percent (5%), or (ii) which the Management Board, giving appropriate consideration in good faith to its duties, assesses as more favourable for other reasons for ALL FOR ONE, its shareholders, its employees and its other stakeholders than the Offer, taking into account, among other things, all conditions of the competing offer, including its offer price, the likelihood of its completion in accordance with its terms and the expected timing, as well as the benefits for ALL FOR ONE itself (such an offer a ***Superior Offer***).

If, within five (5) Business Days after receipt of the information about the Superior Offer provided by ALL FOR ONE, the Bidder (a) matches the Offer Price to the amount of the consideration of the Superior Offer and (b) fully matches the other material conditions of the Superior Offer, then, according to the Bidder, such offer is not deemed to be a Superior Offer within the meaning of the Delisting Agreement.

According to the Bidder, the obligations of ALL FOR ONE described above prevent neither ALL FOR ONE nor the Management Board, the Supervisory Board or other companies of the ALL FOR ONE Group from acting in accordance with their fiduciary duties and duties of care; this may also include allowing a third party to conduct a due diligence review, provided that this third party has submitted to ALL FOR ONE an indicative offer that would qualify as a Superior Offer.

According to Section 8.2.4 of the Offer Document, the VINCI Group has, in accordance with the agreements in the Business Combination Agreement and in the Delisting Agreement, provided funds to ALL FOR ONE under a financing agreement, among other things to cover the financing requirements associated with the Delisting

as a result of promissory note loans (*Schuldscheindarlehen*), credit lines or other financings of the ALL FOR ONE Group becoming due, being terminated or being subject to adverse changes. In addition, the Bidder's obligation under the Business Combination Agreement to provide ALL FOR ONE with financing essentially in line with the practice of the VINCI Group and within the limits of what is legally permissible continues to apply. According to the statements in Section 8.2.5 of the Offer Document, the parties to the Delisting Agreement have agreed to cooperate, within the limits of what is legally permissible, in connection with the Offer and the Delisting, in particular in coordinating press releases to be published in connection with the Offer and the Delisting.

According to Section 8.2.6 of the Offer Document, the Delisting Agreement has a fixed term of two years from the date of publication by the Bidder of the decision to make the Offer pursuant to Section 10 para. 1 sentence 1 WpÜG on 15 October 2026. In addition, according to the Bidder, the Delisting Agreement grants each party a right of termination with immediate effect under certain specified circumstances, in particular in the case of certain breaches of material obligations or for good cause (right of termination of the non-defaulting party). According to the information in the Offer Document, the Bidder may terminate the Delisting Agreement if a Superior Offer is made or if the Management Board and/or the Supervisory Board do not support the Offer as agreed. As further set out in the Offer Document, ALL FOR ONE may terminate the Delisting Agreement if (i) the Bidder does not publish its decision to make the Delisting Offer, (ii) the Delisting Offer cannot be completed or cannot be completed by 31 December 2026, (iii) the Bidder has not submitted or published the Offer Document in due time or the published Offer Document does not comply in material respects with the provisions of the Delisting Agreement, (iv) the intentions and commitments of the Bidder published in the Offer Document materially deviate from those set out in the Delisting Agreement, (v) the Bidder or VINCI Energies DACH CEE ICT GmbH breaches a material obligation under the Delisting Agreement which is not remedied within ten Business Days, or (vi) if the offer document for a Superior Offer has been published and which the Bidder has not matched .

The Management Board and the Supervisory Board would additionally like to point out that they have in each case assessed and reviewed the contents of the Delisting Agreement and resolved to enter into it.

1.3 Intentions of the Bidder and of VINCI Energies

Section 9 of the Offer Document sets out the intentions of the Bidder and of VINCI Energies, which according to the Offer Document have been coordinated with VINCI and which – for ease of presentation – are referred to there (and correspondingly in the following) as the intentions of the Bidder. According to the Bidder, the intentions of

the Bidder correspond to the joint intentions from the Takeover Offer, which have their legal basis in the Business Combination Agreement. According to the Offer Document, the Bidder and the Bidder Parent Companies have, with regard to the Offer, no intentions going beyond or deviating from the intentions set out in Sections 9.1 to 9.7 of the Offer Document in respect of the registered office and the location of material parts of the business, the use of the assets or future obligations of ALL FOR ONE, the employees of ALL FOR ONE and their representative bodies, the members of its management bodies, or the conditions of employment at ALL FOR ONE.

1.3.1 Core Business Strategy

According to Section 9.1.1 of the Offer Document, the Bidder acknowledges that ALL FOR ONE pursues the Core Business Strategy (as described in more detail in Section 7.2 of the Offer Document). The Bidder intends to work together with ALL FOR ONE and the Management Board in order to further develop the Core Business Strategy into a joint business strategy, taking into account the Bidder's strategic reasons for the Transaction. Taking into account the applicable legal framework, the Bidder intends, together with ALL FOR ONE, to review the relevant geographic markets and the product markets and their potential against the background of the differing presence of VINCI Energies and ALL FOR ONE in these markets, and to further develop the strategy accordingly.

1.3.2 Refinancing of Existing Liabilities

According to Section 9.1.2 of the Offer Document, the Bidder acknowledges that ALL FOR ONE has to refinance certain promissory note loans (*Schuldscheindarlehen*), credit lines or other financings that fall due as a result of the triggering of change-of-control clauses by the Takeover Offer. According to the Bidder, financings in the amount of EUR 51 million had been called for repayment in this respect by the time of publication of the Offer Document. The Bidder intends, and has undertaken in the Business Combination Agreement, to provide ALL FOR ONE with sufficient funds to refinance the promissory note loans, credit lines and other financings, or to ensure that such funds are made available to ALL FOR ONE, that cease to be available as a result of the triggering of change-of-control clauses.

According to the Bidder's statements, the Bidder and VINCI Energies DACH CEE ICT GmbH acknowledge in the Delisting Agreement that, as a result of the Delisting, ALL FOR ONE will no longer have access to the capital markets as a source of financing and that the promissory note loans, credit lines or other financings of the ALL FOR ONE Group may fall due, be terminated or be accelerated, or be subject to adverse changes to their terms,

as a result of the Offer, the Delisting Application or the Delisting, in particular due to stock exchange listing requirements or delisting clauses.

According to the Bidder, in accordance with the arrangements in the Business Combination Agreement and the Delisting Agreement, the VINCI Group has made funds available to ALL FOR ONE under a financing agreement, inter alia to cover the financing requirements associated with the Delisting. In addition, the Bidder's general obligation under the Business Combination Agreement to provide ALL FOR ONE with financing essentially in line with the practice of the VINCI Group and to the extent legally permissible continues to apply.

1.3.3 Registered Office, Business Continuity and Integrity of the ALL FOR ONE Group

According to Section 9.2 of the Offer Document, the Bidder acknowledges that ALL FOR ONE is deeply rooted in Germany and appreciates the importance of the German business as well as the customer relationships in the German market. The Bidder intends, and has undertaken in the Business Combination Agreement, not to cause ALL FOR ONE to relocate its statutory seat or headquarters away from Filderstadt, Germany.

Pursuant to Section 9.2 of the Offer Document, the Bidder furthermore acknowledges the integrity of the ALL FOR ONE Group, its business, its customer relationships, its workforce and its material assets, and does not intend any sale, restructuring or disposal of material parts of the business or material assets outside the "Precision Program" to enhance competitive strength announced by the Company in its half-year financial report as of 31 March 2026.

Finally, according to Section 9.2 of the Offer Document, the Bidder acknowledges the value of the „ALL FOR ONE" brand. According to its statements in the Offer Document, it intends, and has undertaken in the Business Combination Agreement, to discuss the use of the „ALL FOR ONE" brand by the Company in coordination with the Management Board.

1.3.4 Employees

Pursuant to Section 9.3 of the Offer Document, the Bidder affirms its commitment to the existing workforce of the ALL FOR ONE Group and its utmost respect for the achievements to date of the employees of the ALL FOR ONE Group. As the Bidder explains, the ALL FOR ONE Group will continue to pursue a performance-oriented approach in filling management positions and in rewarding and promoting the exceptional commitment of its

employees. The Bidder fully supports the Management Board's growth and internationalization strategy and does not intend to bring about or propose a reduction in the number of employees or a deterioration of the conditions of employment going beyond the measures planned by the Management Board in connection with the "Precision Program" announced by the Company in its half-year financial report as of 31 March 2026.

According to Section 9.3 of the Offer Document, the Bidder and the Company agree on the importance of a motivated workforce, and the Bidder intends – and has undertaken in the Business Combination Agreement – to support the Management Board's strategy of further expanding the attractive and competitive remuneration system as well as the development plans in order to maintain an excellent global employee base and to further develop top talent.

According to the statements in Section 9.3 of the Offer Document, the Bidder is of the view that the constructive dialogue of the Management Board and the other senior management with the employees and their representative bodies is an important reason for the success of the ALL FOR ONE Group, and the Bidder will support the Management Board in continuing this strategy. As the Bidder explains, the Company and its affiliated companies currently do not have works councils within the meaning of the German Works Constitution Act (*Betriebsverfassungsgesetz, BetrVG*), but do have, as required by law, an SE works council with which the Management Board conducts a continuous and constructive dialogue, within the framework of the negotiated employee participation agreement, on a broad range of matters affecting the Company's workforce. According to Section 9.3 of the Offer Document, the Bidder acknowledges the negotiated employee participation agreement as well as the Management Board's approach of continuing the constructive dialogue with the Company's workforce and communicating the Management Board's strategy at employee level. The Bidder accordingly does not intend to initiate any measures aimed at terminating the employee participation agreement or discontinuing the dialogue with the workforce.

1.3.5 Management Body and Executives of the ALL FOR ONE Group

Pursuant to Section 9.4 of the Offer Document, the Bidder acknowledges the remarkable achievements, the experience, the technical expertise and the excellent reputation of the current members of the Management Board as well as the other executives of the ALL FOR ONE Group. It does not intend to remove the members of the Management Board or to terminate the corresponding service agreements. In the Delisting Agreement, ALL FOR

ONE acknowledges that the Supervisory Board of ALL FOR ONE is considering appointing further members of the Management Board of ALL FOR ONE. This has taken place through the appointment of Jacques Diaz, Jens Beier and Jürgen Vollmert as members of the Management Board of ALL FOR ONE with effect from 27 October 2026.

As completion of the Takeover Offer occurred before the Company's next general meeting, the Bidder intends, according to the statements in Section 9.4 of the Offer Document, to vote in favour of the discharge (*Entlastung*) of the members of the Management Board and the Supervisory Board in office in the financial year 2025/26 for the financial year 2025/26.

1.3.6 Supervisory Board

According to Section 9.5 of the Offer Document, the Bidder intends to be represented on the Supervisory Board in a manner that appropriately reflects its majority shareholding and its position as a strategic investor of the Company. Following completion of the Takeover Offer, all four shareholder representatives on the Company's Supervisory Board resigned from their Supervisory Board mandates. They were replaced by four shareholder representatives who were proposed by the Bidder and appointed by the court in the procedure under Section 104 AktG upon application of the Management Board of ALL FOR ONE, in each case with effect from 15 October 2026 and for a term limited until the end of the next annual general meeting of ALL FOR ONE (see also Section II.5 of this Statement).

In Section 9.5 of the Offer Document, the Bidder states that, in nominating members of the Supervisory Board, it has complied with the requirements of the German Corporate Governance Code in its version dated 28 April 2022 and as amended from time to time (*Deutscher Corporate Governance Kodex* – ***DCGK***) and has worked towards a composition of the Supervisory Board in which at least one shareholder representative on the Supervisory Board is independent of the majority shareholder within the meaning of recommendation C.6 of the DCGK, for as long as not all ALL FOR ONE Shares (disregarding any treasury shares) are held by the VINCI Group.

1.3.7 Structural Measures

In Section 9.6 of the Offer Document, the Bidder addresses certain structural measures in detail.

Pursuant to Section 9.6.1 of the Offer Document, the Bidder has undertaken in the Business Combination Agreement – and correspondingly intends – (i) not to enter into a domination and/or profit and loss transfer agreement

between the Bidder or other group companies of VINCI Energies (as controlling company) and the Company (as controlled company) before 1 January 2029, and (ii) not, during the term of the Business Combination Agreement (i.e. until the expiry of three years after completion of the Takeover Offer), to initiate, cause or effect a disposal of all or substantially all of the business of the Company to a third party or a liquidation of the Company.

In Section 9.6.2 of the Offer Document, the Bidder declares, subject to the legal requirements being met and to the extent economically reasonable at the relevant time, the intention to initiate an exclusion of the remaining minority shareholders (squeeze-out) pursuant to (i) Sections 327a et seq. AktG (*squeeze-out under stock corporation law*) or (ii) Section 62 para. 5 UmwG (*squeeze-out under transformation law*).

In the case of a squeeze-out, the Bidder would, according to the statements in the Offer Document, demand the transfer of the ALL FOR ONE Shares held by the outside shareholders to the principal shareholder in return for the grant of an appropriate cash compensation (*Squeeze-out*). Various factors may be used to determine the amount of an appropriate cash compensation, including a company valuation in accordance with the „Principles for the Performance of Business Valuations (IDW S1)“ of the Institute of Public Auditors in Germany (*Institut der Wirtschaftsprüfer in Deutschland e.V.*) (***IDW S1 Standard***).

According to the Offer Document, a financial advisor engaged by VINCI Energies carried out a valuation on the basis of the IDW S1 Standard in connection with the submission of the Takeover Offer. On the basis of this “outside-in“ valuation in accordance with the IDW S1 Standard, the financial advisor has, according to the Bidder's statements, determined ranges for a current valuation of the Company reflecting a potential squeeze-out scenario. According to the Bidder, the valuation for the potential squeeze-out scenario was based primarily on the capitalized earnings method (*Ertragswertverfahren*) after personal taxes in accordance with IDW S1, supplemented by a plausibility check using market-based valuation approaches (trading and transaction multiples). On the basis of this current valuation, the Bidder assumes, as stated in the Offer Document, that the probable range of the value per ALL FOR ONE Share is below the Offer Price. According to the statements in the Offer Document, the Bidder therefore considers it unlikely that a cash compensation in the context of a squeeze-out would exceed the Offer Price per ALL FOR ONE Share.

According to Section 9.6.3 of the Offer Document, the Bidder intends to give appropriate consideration to any dividend policy and any specific distribution of the net retained profit (*Bilanzgewinn*) in light of the financial needs of the Company and the other members of the ALL FOR ONE Group in the light of the business strategy.

In the past, according to the statements in the Offer Document, the Company has pursued a continuous dividend policy and, according to the statements in its financial reporting, has been guided by a distribution of approximately half of the net income for the year.

According to the Offer Document, the Bidder sees the priority as using the Company's profits, to the extent any are generated, primarily to finance the implementation of the expansion and growth targets, as also provided for in the Company's Core Business Strategy. The Bidder therefore does not expect any dividend distributions for the foreseeable future.

1.3.8 Intentions with Regard to the Future Business Activities of the Bidder and the Bidder Parent Companies

According to the statements in Section 9.7 of the Offer Document, the Bidder and the Bidder Parent Companies, to the extent affected by the Offer, have – with the exception of the effects on the net assets, financial position and results of operations of the Bidder and the Bidder Parent Companies described in Section 15 of the Offer Document, and with the exception of the intentions described in Section 9 of the Offer Document – no intentions with regard to the registered office and the location of material parts of the business, the use of the assets or future obligations of the Bidder and the Bidder Parent Companies, the employees of the Bidder and the Bidder Parent Companies and their representative bodies, the members of their management bodies, or the conditions of employment at the Bidder and the Bidder Parent Companies.

## 2. Assessment by the Management Board and the Supervisory Board of the Objectives and Intentions Pursued by the Bidder with the Offer and of the Expected Consequences for ALL FOR ONE

The Management Board and the Supervisory Board have carefully and thoroughly examined the intentions of the Bidder (and of VINCI Energies) set out in the Offer Document. The intended measures and objectives have already been agreed in large part in the Business Combination Agreement, in which the Bidder on the one hand and the Company on the other have regulated their future cooperation in more detail (see

already Section VII.1.3 of this Statement). The Bidder has also confirmed these intentions in the Offer Document with regard to the Delisting Offer (see Section VII.1.3 of this Statement). In addition, the mutual understandings and the provisions on the implementation of the Delisting and the Delisting Offer have already been set out in the Delisting Agreement (see already Section VII.1.2 of this Statement).

The Management Board and the Supervisory Board expressly welcome the fact that, by entering into the Business Combination Agreement, the Bidder had already created a solid and reliable basis for its objectives and intentions with regard to the Offer and that, by entering into the Delisting Agreement, it enables an orderly process. This creates clarity for future cooperation and also contains important points for the Company's employees. The Management Board and the Supervisory Board are of the view that the intentions set out in the Offer Document and their possible consequences are conducive to the future of the Company and its business, and therefore support them.

2.1 Economic and Strategic Background of the Offer and the Delisting

The Management Board and the Supervisory Board welcome and support the Bidder's intention to implement the Delisting and the background of the Offer and the Delisting set out in Section 8 of the Offer Document.

The Management Board and the Supervisory Board share the Bidder's view that the realisation of the long-term potential of ALL FOR ONE as a listed company is limited, as ALL FOR ONE is exposed to external influences and short-term market expectations, in particular as a result of the shareholders' interests focused on quarterly results and dividends. They therefore welcome and support the long-term partnership approach between the Bidder and ALL FOR ONE which, according to its statements, the Bidder is seeking and which provides for ALL FOR ONE to operate in a private ownership environment in the future in order to be able to unlock the full potential of ALL FOR ONE. In addition, the Management Board and the Supervisory Board share the view of the Bidder and the Bidder Parent Companies, which consider the Delisting to be a necessary step in order to make ALL FOR ONE independent of the volatility pressure of the public capital markets and to reduce the regulatory burden of the stock exchange listing and the costs associated therewith.

From the perspective of the Management Board and the Supervisory Board, the Delisting also results in a significant reduction of internal workload and additional costs, since listed companies are subject to special rules under stock corporation and regulatory law. In view of a constantly tightening sanctions regime, compliance with these “special stock exchange rules” requires an effective compliance organisation, which ties up management capacity that will be freed up as a result of the Delisting.

Overall, the Management Board and the Supervisory Board are therefore of the view that the stock exchange listing offers more disadvantages than advantages for ALL FOR ONE, and welcome the Bidder's intention to implement a Delisting.

The Management Board and the Supervisory Board also take note of and share the Bidder's statements on the Delisting Agreement (as also described in Section VII.1.2 of this Statement).

2.2 Core Business Strategy

The Management Board and the Supervisory Board welcome the fact that the Bidder acknowledges the Core Business Strategy pursued by the Company and intends to work together with ALL FOR ONE in order to further develop the Core Business Strategy into a joint business strategy, taking into account the Bidder's strategic reasons for the Transaction. The Management Board and the Supervisory Board likewise welcome the fact that the Bidder intends, taking into account the applicable legal framework, together with ALL FOR ONE to review the relevant geographic markets and the product markets and their potential against the background of the differing presence of VINCI Energies and ALL FOR ONE in these markets, and to further develop the strategy accordingly.

2.3 Refinancing of Existing Liabilities

An essential aspect for the Management Board and the Supervisory Board is that the Bidder acknowledges that the Company has to refinance certain promissory note loans, credit lines or other financings as a result of the triggering of change-of-control clauses by the Takeover Offer. The Management Board and the Supervisory Board welcome the fact that the Bidder intends, and has undertaken in the Business Combination Agreement, to provide the Company with sufficient funds for refinancing the promissory note loans, credit lines and other financings, or to ensure that such funds are made available to it, that cease to be available as a result of the triggering of change-of-control clauses. The Management Board and the Supervisory Board are of the view that the resulting need for new financing is sufficiently covered by the arrangements agreed with the Bidder in the Business Combination Agreement.

The Management Board and the Supervisory Board further welcome the fact that, in accordance with the arrangements in the Business Combination Agreement and the Delisting Agreement, the VINCI Group has made funds available to ALL FOR ONE under a financing agreement, inter alia to cover the financing requirements associated with the Delisting (see Section VII.1.3.2 of this Statement in this regard). In addition, they note positively that the Bidder's general obligation under the Business Combination Agreement to provide ALL FOR ONE with financing essentially in line

with the practice of the VINCI Group and within the limits of what is legally permissible continues to apply.

2.4 Registered Office, Business Continuity and Integrity of the ALL FOR ONE Group

The Management Board and the Supervisory Board welcome the fact that the Bidder acknowledges that the Company is deeply rooted in Germany and appreciates the importance of the German business and of the customer relationships in the German market. In this context, the Management Board and the Supervisory Board expressly welcome the fact that the Bidder has undertaken in the Business Combination Agreement not to cause the Company to relocate its statutory seat or its headquarters away from Filderstadt, Germany.

The Management Board and the Supervisory Board further welcome the fact that the Bidder acknowledges the integrity of the ALL FOR ONE Group – its business, its customer relationships, its workforce and its material assets – and has no intentions to promote the sale, restructuring or disposal of material parts of the business or material assets, apart from the "Precision Program" to enhance competitive strength announced by the Company in its half-year financial report as of 31 March 2026. Finally, the Management Board and the Supervisory Board welcome the fact that the Bidder acknowledges the value of the "ALL FOR ONE" brand and has undertaken in the Business Combination Agreement to discuss the use of this brand by the Company in coordination with the Management Board.

2.5 Employees

The Management Board and the Supervisory Board note positively that the Bidder affirms its commitment to the existing workforce of the ALL FOR ONE Group and its utmost respect for the employees' achievements to date. They welcome the fact that the ALL FOR ONE Group is to continue to pursue a performance-oriented approach in filling management positions and in rewarding exceptional commitment. The Management Board and the Supervisory Board welcome the fact that the Bidder fully supports the Management Board's current growth and internationalization strategy and does not intend to bring about or propose a reduction in the number of employees or a deterioration of the conditions of employment going beyond the measures planned by the Management Board in connection with the "Precision Program" announced by the Company in its half-year financial report as of 31 March 2026. The Management Board and the Supervisory Board therefore assume that completion of the Offer will have no adverse effects on the employment contracts and working conditions of the ALL FOR ONE Group's workforce.

The Management Board and the Supervisory Board furthermore welcome the fact that the Bidder has undertaken in the Business Combination Agreement to support the

Management Board's strategy of expanding the attractive and competitive remuneration system and the development plans in order to maintain an excellent global employee base and to further develop top talent. The Management Board and the Supervisory Board share the Bidder's view that the constructive dialogue of the Management Board and the other senior management with the employees and their representative bodies is an important reason for the success of the ALL FOR ONE Group, and welcome the fact that the Bidder will support the Management Board in continuing this strategy. In this context, they note positively that the Bidder acknowledges the employee participation agreement negotiated for the ALL FOR ONE Group and the ongoing, constructive dialogue of the Management Board with the workforce.

2.6 Management Body and Executives of the ALL FOR ONE Group

The Management Board and the Supervisory Board note that the Bidder acknowledges the remarkable achievements, the experience, the technical expertise and the excellent reputation of the current members of the Management Board as well as the other executives of the ALL FOR ONE Group. They further note that the Bidder does not intend to remove the members of the Management Board or to terminate the corresponding service agreements. In the Delisting Agreement, ALL FOR ONE acknowledged that the Supervisory Board of ALL FOR ONE is considering appointing additional members to the Management Board of ALL FOR ONE. They note that this has been effected by the appointment of Jacques Diaz, Jens Beier and Jürgen Vollmert as members of the Management Board of ALL FOR ONE with effect from 27 October 2026. The Management Board and the Supervisory Board also note that the Bidder – since completion of the Takeover Offer occurred before the next general meeting – intends to vote in favour of the discharge (Entlastung) of the members of the Management Board and the Supervisory Board in office in the financial year 2025/26 for the financial year 2025/26.

2.7 Supervisory Board

The Management Board and the Supervisory Board note the Bidder's intention to be represented on the Supervisory Board in a manner that appropriately reflects its majority shareholding and its position as a strategic investor of ALL FOR ONE. Following completion of the Takeover Offer, all four shareholder representatives on the Company's Supervisory Board resigned from their Supervisory Board mandates. They were replaced by four shareholder representatives who were proposed by the Bidder and appointed by the court in the procedure under Section 104 AktG upon application by the Management Board, in each case with effect from 15 October 2026 and for a term ending at the close of the next annual general meeting of ALL FOR ONE (see also Section II.5 of this Statement). The Management Board and the

Supervisory Board welcome the fact that, in nominating members of the Supervisory Board, the Bidder has complied with the requirements of the DCGK and is working towards ensuring that at least one shareholder representative on the Supervisory Board is independent of the majority shareholder within the meaning of recommendation C.6 of the DCGK, for as long as not all ALL FOR ONE Shares are held by the VINCI Group.

2.8 Structural Measures

The Supervisory Board and the Management Board note that the Bidder has undertaken in the Business Combination Agreement not to enter into, and correspondingly does not intend to enter into, a domination and/or profit and loss transfer agreement between the Bidder or other group companies of VINCI Energies (as controlling company) and ALL FOR ONE (as controlled company) before 1 January 2029. The Management Board and the Supervisory Board also note that the Bidder has undertaken, during the term of the Business Combination Agreement (i.e. until the expiry of three years after completion of the Takeover Offer), neither to initiate, cause or effect a disposal of all or substantially all of the business of the Company to a third party nor a liquidation of the Company.

The Management Board and the Supervisory Board note that the Bidder intends, subject to the legal requirements being met and to the extent economically reasonable, to initiate an exclusion of the remaining minority shareholders (squeeze-out) pursuant to Sections 327a et seq. AktG or Section 62 para. 5 UmwG, if the relevant conditions are met. The Management Board and the Supervisory Board note that the Bidder, on the basis of an "outside-in" valuation in accordance with the IDW S1 Standard, assumes that the probable value range per ALL FOR ONE Share is below the Offer Price and therefore currently considers it unlikely that a cash compensation in the context of a squeeze-out would exceed the Offer Price. Finally, the Management Board and the Supervisory Board note the Bidder's intention to give appropriate consideration to any dividend policy and any specific distribution of the net retained profit in light of the financial needs of the ALL FOR ONE Group in the light of the business strategy. In this context, the Management Board and the Supervisory Board welcome the priority declared by the Bidder of using the Company's profits, to the extent any are generated, primarily to finance the implementation of the expansion and growth targets, as also provided for in the Company's Core Business Strategy, and note the Bidder's expectation that no dividend distribution is likely to occur for the foreseeable future.

2.9 Intentions with Regard to the Future Business Activities of the Bidder and the Bidder Parent Companies

The Management Board and the Supervisory Board note that the Bidder and the Bidder Parent Companies – with the exception of the effects on their net assets, financial position and results of operations described in Section 15 of the Offer Document, and with the exception of the intentions described in Section 9 of the Offer Document – have no intentions concerning the registered office or the location of material parts of the business, the use of the assets or future obligations of the Bidder and the Bidder Parent Companies, the employees of the Bidder and the Bidder Parent Companies and their representative bodies, the members of their management bodies, or the conditions of employment at the Bidder and the Bidder Parent Companies.

2.10 Tax Consequences

The Management Board and the Supervisory Board point out that completion of the Delisting Offer may have effects on the tax situation of the Company and its subsidiaries. However, the Management Board does not, in principle, derive any material adverse tax consequences for the ALL FOR ONE Group from the Bidder's Offer Document. While tax effects may be associated with further structural measures (see Section VII.1.3.7 of this Statement in this regard), these require a case-by-case tax review.

In this Statement, the Management Board and the Supervisory Board do not provide any tax advice and, in particular, did neither assess any tax consequences for the Bidder and the other ALL FOR ONE Shareholders nor are any tax effects abroad.

2.11 Financial Consequences and Consequences for Material Contractual Arrangements

The Management Board and the Supervisory Board point out that there are no material financing arrangements in connection with which the contractual counterparty has a right of termination in the event of a delisting.

The Management Board and the Supervisory Board further point out that there are no other material contractual arrangements in connection with which the contractual counterparty has a right of termination and/or a right to compensation in the event of a delisting.

## VIII. EFFECTS ON THE ALL FOR ONE SHAREHOLDERS

The following explanations serve to provide ALL FOR ONE Shareholders with information for an assessment of the consequences of accepting or not accepting the Offer. The following considerations do not claim to be complete. It is the sole responsibility of each ALL FOR ONE Shareholder to assess the effects of accepting or not accepting the Offer. The Management Board and the Supervisory Board

therefore recommend that ALL FOR ONE Shareholders seek professional advice where appropriate.

The Management Board and the Supervisory Board furthermore point out that they cannot and do not wish to assess whether ALL FOR ONE Shareholders may incur any tax disadvantages (in particular a possible tax liability on capital gains) or forgo tax advantages as a result of accepting or not accepting the Offer. The Management Board and the Supervisory Board recommend that ALL FOR ONE Shareholders seek tax advice, taking into account the personal circumstances of the respective shareholder, before deciding whether to accept or not accept the Offer.

## 1. Possible Effects if the Offer is Accepted

Taking into account the above explanations, all ALL FOR ONE Shareholders who intend to accept the Bidder's Offer should observe, among other things, the following points:

- ALL FOR ONE Shareholders who accept or have accepted the Offer will in future no longer be able to benefit from a positive development in the value of the ALL FOR ONE Shares or from a positive business development of the Company and its subsidiaries. It cannot be ruled out, among other things, that ALL FOR ONE may in the future generate value-enhancement potential, e.g. through the acquisition of companies (mergers and acquisitions; M&A), and that the value of the ALL FOR ONE Shares may develop correspondingly positively; ALL FOR ONE Shareholders who accept or have accepted the Offer would not participate in any such development. On the other hand, ALL FOR ONE Shareholders who accept or have accepted the Offer are no longer exposed to the risks that may arise from negative developments of ALL FOR ONE or of the market environment.
- Under the WpÜG, the Bidder is entitled to amend the offer consideration up to one working day before expiry of the Acceptance Period. However, the Bidder may not reduce the offer consideration. In the event of an amendment of the Offer, ALL FOR ONE Shareholders who accepted the Offer before publication of the amendment of the Offer have a right of withdrawal until expiry of the Acceptance Period. The ability to accept the amended Offer remains unaffected.
- Upon the transfer of the ALL FOR ONE Share, all ancillary rights existing at the time of completion are transferred to the Bidder, and individual rights, in particular the dividend right, are assigned to the Bidder. Should dividends be distributed in the future, these will not accrue to the benefit of the ALL FOR ONE Shareholders who accept the Offer.

- A withdrawal from acceptance of the Offer is possible only under the narrow conditions set out in Sections 17.1 and 17.2 of the Offer Document and only until the end of the Acceptance Period. Pursuant to Section 13.7 of the Offer Document, it is not intended to arrange for stock exchange trading in Tendered ALL FOR ONE Shares (ISIN DE000A41YHS6) during the Acceptance Period or to apply for admission to such trading. ALL FOR ONE Shareholders who have accepted the Offer will therefore no longer be able to trade their Tendered ALL FOR ONE Shares on the stock exchange from the time such shares are rebooked to ISIN DE000A41YHS6.
- If the Bidder, persons acting jointly with it or their subsidiaries acquire ALL FOR ONE Shares off-exchange within one year after publication of the number of ALL FOR ONE Shares to which it or they are entitled after expiry of the Acceptance Period as well as resulting from acceptance of the Offer (Section 23 para. 1 sentence 1 no. 2 WpÜG), and if a consideration higher in value than the Offer Consideration stated in the Offer is granted or agreed for this, the Bidder is obliged to pay the ALL FOR ONE Shareholders who accepted the Offer a consideration in the amount of the respective difference. By contrast, no such claim to an improvement of the Offer Consideration under the Offer exists for off-exchange acquisitions in return for a higher consideration after expiry of this one-year post-acquisition period. Such a claim to an improvement likewise does not exist in the case of share acquisitions in connection with a statutory obligation to grant compensation to the ALL FOR ONE Shareholders. Moreover, the Bidder may, even within the aforementioned one-year post-acquisition period (following the publication pursuant to Section 23 para. 1 sentence 1 no. 2 WpÜG), acquire ALL FOR ONE Shares on the stock exchange at a higher price without having to adjust the Offer Consideration in favour of those ALL FOR ONE Shareholders who have already accepted the Offer.
- ALL FOR ONE Shareholders who accept the Offer do not participate in any form of compensation or settlement payment (*Abfindungs- oder Ausgleichszahlung*) provided for by law in the event of certain structural measures carried out after settlement of the Offer (see in more detail the statements in Section 9.6.2 and Section 16 of the Offer Document). Any compensation or settlement payments are generally determined on the basis of the overall value of a company and may be reviewed in court proceedings. Such compensation payments may correspond to the amount of the Offer Price, but may also be higher or lower. The Management Board and the Supervisory Board are of the view that it cannot be ruled out that compensation payments made at a future point in time will exceed the Offer Price. Should this be the case, the ALL FOR ONE Shareholders who accept the Offer would have no claim to such compensation payments or any additional payments.

## 2. Possible Effects if the Offer is Not Accepted

ALL FOR ONE Shareholders who do not accept the Offer and who also do not otherwise dispose of their ALL FOR ONE Shares will remain shareholders of ALL FOR ONE. ALL FOR ONE Shares for which the Offer is not accepted may continue to be traded on the Frankfurt Stock Exchange, but only for as long as the stock exchange listing continues. However, ALL FOR ONE Shareholders should observe, among other things, the statements of the Bidder in Section 16 of the Offer Document as well as the following points:

- To the extent that ALL FOR ONE Shareholders do not accept the Offer, they will continue to bear the risks and opportunities of the future development of the ALL FOR ONE Shares.
- ALL FOR ONE Shares for which this Offer is not accepted can continue to be traded, inter alia, on the Frankfurt Stock Exchange for as long as the stock exchange listing continues to exist. The current stock exchange price of the ALL FOR ONE Shares reflects the fact that the Bidder published its decision to launch the Takeover Offer on 16 July 2026 and its decision to launch the Delisting Offer on 15 October 2026. Once the Delisting has become effective, there will no longer be a stock exchange price on the regulated market and trading in the ALL FOR ONE Shares on XETRA, the electronic trading system of the Frankfurt Stock Exchange, will end at the same time. In the Delisting Agreement, ALL FOR ONE has undertaken not to file any application for the admission of ALL FOR ONE Shares to a regulated market of a stock exchange and not to take any measures to cause or support the inclusion of ALL FOR ONE Shares in trading on the open market (*Freiverkehr*) of a stock exchange or on a multilateral trading facility or an organised trading facility within the meaning of Directive 2014/65/EU (Markets in Financial Instruments Directive) which require the disclosure of financial statements and/or material non-public information. The ALL FOR ONE Shares will therefore, if at all, be traded only on the non-regulated open market (*Freiverkehr*) or other non-regulated trading platforms. Liquidity on these trading venues is expected to be significantly lower than in the previous trading on the Frankfurt Stock Exchange. Low liquidity in trading may lead to high price fluctuations. It is uncertain whether ALL FOR ONE Shareholders will be able to sell their ALL FOR ONE Shares at all or at prices that reflect the intrinsic value of the share. As a consequence of the Delisting, there may therefore be possible restrictions on the tradability of the ALL FOR ONE Shares and an associated possibility of price losses.
- Once the Delisting has become effective, ALL FOR ONE will no longer be required to comply with certain statutory provisions in relation to the ALL FOR ONE Shares which require the admission of the shares to trading on the regulated market. These

include, in particular, the provisions of the WpHG and the WpÜG as well as the transparency and notification obligations, including the obligations in connection with quarterly financial reporting (Section 53 of the Exchange Rules of the Frankfurt Stock Exchange (*Börsenordnung der Frankfurter Wertpapierbörse*)), the publication and submission of financial statements to the company register (*Unternehmensregister*), including the obligations to prepare, publish and submit annual and half-yearly financial reports pursuant to Sections 114 et seq. WpHG, as well as the provisions on the audit of financial reports pursuant to Sections 106 et seq. and Sections 33 et seq. and Sections 48 et seq. WpHG, Article 17 (public disclosure of inside information), Article 18 (insider lists) and Article 19 (managers' transactions) of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 (Market Abuse Regulation). The statutory reporting will be limited to the annual reporting (including forecast reporting) for shareholders of German stock corporations in the run-up to the general meeting. The lack of transparency will make it more difficult for ALL FOR ONE Shareholders to properly assess the earnings prospects of ALL FOR ONE and to make purchase and sale decisions on an informed basis.

- Completion of the Offer will result in a further reduction of the free float of the issued ALL FOR ONE Shares. Upon the Delisting becoming effective, the number of ALL FOR ONE Shares in free float could decrease to such an extent that the supply of and demand for ALL FOR ONE Shares following completion of the Offer will be considerably lower than today, and thus the liquidity of the ALL FOR ONE Share will also decrease for this reason, such that orderly stock exchange trading in ALL FOR ONE Shares would no longer be ensured or no stock exchange trading would take place at all. It is therefore possible that buy and sell orders in respect of ALL FOR ONE Shares cannot be executed, or cannot be executed in a timely manner. Furthermore, the possible restriction of the liquidity of the ALL FOR ONE Shares could result in significantly stronger price fluctuations of the ALL FOR ONE Share in the future.
- Following completion of the Offer, the Bidder will continue to have the voting majority at the Company's general meeting and also has the necessary voting majority to push through – subject to the provisions of the Business Combination Agreement (see Section VII. of this Statement) – all important structural and other measures under company law at the Company's general meeting; with regard to a squeeze-out of the minority shareholders of ALL FOR ONE, the Bidder may have the necessary shareholding majority following completion of the Delisting Offer (see immediately below). This includes, for example, the election and removal of shareholder representatives of the Supervisory Board, the granting or refusal of discharge (*Entlastung*) of members of the Management Board or the Supervisory

Board, amendments to the articles of association, capital increases and the exclusion of shareholders' subscription rights in the case of capital measures, as well as transformations, mergers and the dissolution of the Company (for the specific objectives and intentions pursued by the Bidder with the Offer, see Section VII. of this Statement).

- Only for some of the aforementioned measures would there be an obligation on the Bidder under German law to submit to the minority shareholders, on the basis of a company valuation of the Company, an offer to acquire their ALL FOR ONE Shares against an appropriate compensation, or to grant other compensation. Since such a company valuation would have to be based on the circumstances existing at the time the ALL FOR ONE general meeting adopts the resolution on the respective measure, such a compensation offer could correspond in value to the Offer Price, but could also be lower or higher.
- It is pointed out, however, that the Bidder has undertaken vis-à-vis ALL FOR ONE – as set out in Section 9.6.1 of the Offer Document – to refrain from entering into a domination and/or profit and loss transfer agreement between the Bidder or other group companies of VINCI Energies (as controlling company) and the Company (as controlled company) before 1 January 2029, and likewise to refrain, during the term of the Business Combination Agreement, from initiating, causing or effecting a disposal of all or substantially all of the business of ALL FOR ONE to a third party or a liquidation of the Company.

- The Bidder could demand the transfer of the ALL FOR ONE Shares of the outside shareholders to the principal shareholder against the grant of an appropriate cash compensation (*squeeze-out*) if it directly or indirectly holds the number of ALL FOR ONE Shares required for this after having carried out all measures required for such a squeeze-out (regarding the Bidder's corresponding intention, see Section 9.6.2 of the Offer Document). The amount of the cash compensation could correspond to the Offer Price, but could also be lower or higher. In addition, the implementation of a squeeze-out of the minority shareholders would also lead to a delisting of the ALL FOR ONE Shares from the Frankfurt Stock Exchange and – among others – from the open market (*Freiverkehr*) of the Düsseldorf, Hamburg, Munich and Stuttgart stock exchanges as well as Tradegate BSX. For further details, reference is made to Section 16 lit. e) of the Offer Document.
- Once the Delisting has become effective, the German Corporate Governance Code (*Deutscher Corporate Governance Kodex*) will no longer apply to ALL FOR ONE. Accordingly, ALL FOR ONE will no longer be obliged to issue a declaration of conformity pursuant to Section 161 AktG.

## IX. INTERESTS OF THE MEMBERS OF THE GOVERNING BODIES OF ALL FOR ONE

The members of the Management Board and of the Supervisory Board declare that, in issuing this Statement, they have acted exclusively in the best interests of the Company and its shareholders. The Bidder and the persons acting jointly with it pursuant to Section 2 para. 5 WpÜG have not exerted any influence on the Company or its governing bodies in connection with the Offer and this Statement. In particular, no cash payments, non-cash benefits or other benefits, including any remuneration incentives, have been granted, promised or held out in prospect to the members of the Management Board and of the Supervisory Board by the Bidder or by persons acting jointly with the Bidder pursuant to Section 2 para. 5 WpÜG in connection with the Delisting Offer or the Delisting.

It is pointed out that the Management Board members Jens Beier (Co-Spokesperson of the Management Board), Jacques Diaz (Co-Spokesperson of the Management Board) and Jürgen Vollmert as well as the Supervisory Board members Burim Mirakaj (Chairman of the Supervisory Board), Luc Penninckx and Klaudius Heda hold senior positions within the VINCI Group. As a precaution, they disclosed their potential conflict of interest prior to the resolution of the Management Board and of the Supervisory Board, respectively, on the issuance of this Statement. As a precaution, the Management Board members Jens Beier, Jacques Diaz and Jürgen Vollmert also notified the Supervisory Board of their potential conflict of interest prior to its resolution on the issuance of this Statement.

The implementation of the Offer itself has no direct effects on the composition of the Management Board or the Supervisory Board and also does not affect the respective current terms of office of the members of the Management Board or the members of the Supervisory Board. For the sake of completeness, it is also pointed out that, as described in Section VII.1.3.5 of this Statement, the Bidder has declared in the Business Combination Agreement its intention not to initiate or otherwise support any measures aimed at removing the current members of the Management Board or at terminating a corresponding service agreement.

Apart from this, there are and were no conflicts of interest of members of the governing bodies in connection with the Delisting Offer or the Delisting.

## X. INTENTION TO ACCEPT THE OFFER

None of the members of the Management Board and of the Supervisory Board of ALL FOR ONE holds any ALL FOR ONE Shares as of the date of this Statement and they can therefore not make any decision on the acceptance of the Offer.

# XI. CONCLUDING ASSESSMENT AND RECOMMENDATION

The Management Board and the Supervisory Board are, independently of one another, after intensive deliberation and taking into account the provisions of the Business Combination Agreement, the Delisting Agreement and the overall circumstances underlying these agreements, as set out in more detail in this Statement, of the view that the Offer Price is fair and appropriate.

The Management Board and the Supervisory Board continue to view positively the intentions expressed and the agreements reached by the Bidder in the Offer Document and in the Business Combination Agreement with regard to ALL FOR ONE and the ALL FOR ONE Group. This applies in particular also because central protective interests of the Company and its key stakeholders are secured in a legally binding manner by the Business Combination Agreement.

Since, according to its own statements, the Bidder directly holds a total of approx. 87.33% of the ALL FOR ONE Shares (disregarding the treasury shares held by ALL FOR ONE) as of the date of publication of the Offer Document, the Company no longer has a broad shareholder base. For this reason, too, in the view of the Management Board and the Supervisory Board, the considerable costs associated with the stock exchange listing are no longer justified. The revocation of the admission of ALL FOR ONE to stock exchange trading makes it possible to achieve considerable savings of costs associated with the stock exchange admission, a reduction of regulatory expenses and the release of management capacities currently tied up accordingly, which is assessed as positive for the Company. Owing to alternative sources of financing, in particular the provision of financing by the VINCI Group (see Section 9.1.2 of the Offer Document and Section VII.1.3.2 of this Statement), ALL FOR ONE will not require access to the stock exchange for the foreseeable future, which has been safeguarded by the provisions of the Business Combination Agreement and the Delisting Agreement. The Management Board and the Supervisory Board confirm that the Management Board will file the Delisting Application with the Frankfurt Stock Exchange no later than ten Business Days prior to the expiry of the Acceptance Period.

Against this background and taking into account the foregoing statements in this joint Statement, the Management Board and the Supervisory Board welcome and support the Offer and the Delisting. The Management Board and the Supervisory Board recommend that the ALL FOR ONE Shareholders accept the Offer.

Irrespective of this recommendation, each ALL FOR ONE Shareholder must decide for itself in each individual case, taking into account the overall circumstances as well as its personal situation and its assessment of the possible future development of the value and the stock exchange price of the ALL FOR ONE Shares, whether to accept

the Offer. Subject to the statutory provisions, the Management Board and the Supervisory Board are not liable if the acceptance or non-acceptance of the Offer leads to economic disadvantages for an ALL FOR ONE Shareholder. In particular, the Management Board and the Supervisory Board make no assessment as to whether, in the future – for example in the event of the implementation of a structural measure (e.g. squeeze-out) – a consideration higher or lower than that determined in the Offer could be set, to which the shareholders who accept the Offer would then have no claim.

The content of this joint Statement was – after detailed deliberations on the draft of this Statement – resolved unanimously by the Management Board and by the Supervisory Board on 9 November 2026 in each case.

Filderstadt, 10 November 2026

**ALL FOR ONE GROUP SE**

**Management Board** **Supervisory Board**

**Anlage 1**
**Subsidiaries of ALL FOR ONE**

| **Company Name** | **Country** | **Seat** |
|---|---|---|
| AC Automation Center S.à r.l. | Luxembourg | Luxembourg |
| AC Automation Center SA/NV | Belgium | Zaventem |
| All for One Analytics & Insights GmbH | Germany | Filderstadt |
| All for One Austria GmbH | Austria | Vienna |
| All for One Customer Experience GmbH | Germany | Karlsruhe |
| All for One Customer Experience GmbH | Austria | Vienna |
| All for One Egypt LLC | Egypt | Alexandria |
| All for One HR BPO GmbH | Germany | Hamburg |
| All for One HR GmbH | Germany | Heilbronn |
| All for One HR GmbH | Austria | Vienna |
| All for One Managed Cloud Services GmbH | Germany | Filderstadt |
| All for One Managed Cloud Services LLC | Egypt | Alexandria |
| All for One OSC BX GmbH | Germany | Burgdorf |
| All for One OSC GmbH | Germany | Lübeck |
| All for One OSC SI GmbH | Germany | Hamburg |
| All for One Poland Sp. z.o.o. | Poland | Suchy Las (Poznan) |
| All for One PublicCloudERP GmbH | Germany | Ratingen |
| All for One Steeb Yazilim Servisleri Limited Şirketi | Turkey | Istanbul |
| All for One Switzerland AG | Switzerland | St. Gallen |
| ALLFOYE Managementberatung GmbH | Germany | Ratingen |
| apsolut AG | Switzerland | Zurich |
| apsolut Consulting Austria GmbH | Austria | Vienna |
| apsolut France SAS | France | Paris |
| apsolut GmbH | Germany | Bielefeld |
| APSOLUT INFORMATION TECHNOLOGY LLC | United Arab Emirates | Dubai |
| APSOLUT Information Technology LLC i. Gr. | Saudi Arabia | Riyadh |

| **Company Name** | **Country** | **Seat** |
|---|---|---|
| Apsolut Software India Private Limited | India | Bangalore |
| APSOLUT SPAIN S.L. | Spain | Málaga |
| APSOLUT UK LTD | United Kingdom | London |
| blue-zone GmbH | Austria | Hagenberg |
| blue-zone GmbH | Germany | Rosenheim |