

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION (IN WHOLE OR IN PART) IN, INTO OR FROM ANY JURISDICTION WHERE SUCH RELEASE, PUBLICATION OR DISTRIBUTION WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION.

Publication of the decision to issue a voluntary public takeover offer (*freiwilliges öffentliches Übernahmeangebot*) pursuant to Section 10 para. 1 and para. 3 in conjunction with Sections 29, 34 of the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz – WpÜG*)

Bidder:

VINCI Energies Deutschland Enterprise Solutions AcquiCo SE

Colmarer Straße 11
60528 Frankfurt am Main
Germany

Registered with the commercial register (*Handelsregister*) of the local court (*Amtsgericht*) of Munich under HRB 310205.

Target:

ALL FOR ONE GROUP SE

Rita-Maiburg-Strasse 40
70794 Filderstadt
Germany

Registered with the commercial register (*Handelsregister*) of the local court (*Amtsgericht*) of Stuttgart under HRB 774576.

ISIN: DE0005110001 (WKN: 5110001)

Today, **VINCI Energies Deutschland Enterprise Solutions AcquiCo SE** (the “**Bidder**”), a wholly-owned indirect subsidiary of VINCI S.A., decided to make a voluntary public takeover offer to all shareholders of **ALL FOR ONE GROUP SE** (the “**Company**” or “**ALL FOR ONE**”) for the acquisition of all non-par value registered shares in the Company (the “**ALL FOR ONE Shares**”) against payment of cash consideration in the amount of EUR 67.50 per **ALL FOR ONE Share** (the “**Takeover Offer**”).

The Bidder and the Company signed a business combination agreement today regarding the Takeover Offer and their intended cooperation after completion of the Takeover Offer.

Furthermore, the Bidder has entered into agreements with **ALL FOR ONE**’s largest shareholders, obliging these shareholders, subject to the terms of the respective agreements, to accept the Takeover Offer for all **ALL FOR ONE Shares** held by them, i.e., 54.7% of the **ALL FOR ONE Shares** in total.

The Takeover Offer will be subject to customary conditions, including, among others, merger control clearances as well as a minimum acceptance threshold of 75%.

The Bidder has undertaken not to conclude a domination and profit loss transfer agreement with **ALL FOR ONE** before 1 January 2029. Provided that the legal requirements are met and if commercially reasonable at the time and based on the offer price which has already been calculated with a strategic premium, the Bidder intends to initiate a potential delisting of **ALL FOR ONE** and / or a squeeze out of minority shareholders. This may result in an even further reduction in trading liquidity.

The Offer Document (in German and a non-binding English translation) which will set forth the detailed terms and conditions of the Takeover Offer, as well as further information relating thereto, will be published by the Bidder following approval by the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*) on the internet at the website www.afo-offer.com.

Important notice:

This announcement is for information purposes only and is neither an offer to purchase nor a solicitation of an offer to sell ALL FOR ONE Shares. The final terms of the Takeover Offer as well as other provisions relating to the Takeover Offer will be communicated in the Offer Document after the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*) has permitted the publication of the Offer Document. The Bidder reserves the right to deviate from the key items presented here in the final terms and conditions of the Takeover Offer to the extent legally permissible. Investors and holders of ALL FOR ONE Shares are strongly advised to read the Offer Document and all other documents relating to the Takeover Offer as soon as they have been made public, as they will contain important information. The Offer Document for the Takeover Offer (in German and a non-binding English translation) with the detailed terms and conditions and other information on the Takeover Offer will be published after approval by the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*), amongst other information, on the internet at www.afo-offer.com.

The Takeover Offer will be implemented exclusively on the basis of the applicable provisions of German law, in particular the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz – WpÜG*), and certain securities law provisions of the United States of America. The Takeover Offer will not be conducted in accordance with the legal requirements of jurisdictions other than the Federal Republic of Germany or the United States of America (as applicable). Accordingly, no notices, filings, approvals or authorizations for the Takeover Offer have been filed, caused to be filed or granted outside the Federal Republic of Germany or the United States of America (as applicable). Investors and holders of ALL FOR ONE Shares cannot rely on being protected by the investor protection laws of any jurisdiction other than the Federal Republic of Germany or the United States of America (as applicable). This announcement may not be released or otherwise distributed in whole or in part, in any jurisdiction in which the Takeover Offer would be prohibited by applicable law.

The Bidder, its financial advisors and its affiliates reserve the right, to the extent permitted by law, to directly or indirectly acquire additional ALL FOR ONE Shares outside the Takeover Offer on or off the stock exchange, provided that such acquisitions or arrangements to acquire shares will comply with the applicable German statutory provisions and Rule 14e-5 of the Securities Exchange Act of 1934. Information about such purchases will be disclosed in Germany to the extent required by applicable law. To the extent information about such purchases or arrangements to purchase is made public in Germany, such information also will be deemed to be publicly disclosed in the United States. The Takeover Offer announced in this announcement will relate to shares in a German company admitted to trading on the Frankfurt Stock Exchange and will be subject to the disclosure requirements, rules and practices applicable to companies listed in the Federal Republic of Germany, which differ from those of the United States of America and other jurisdictions in certain material respects.

To the extent that this document contains forward-looking statements, they are not statements of fact and are identified by the words "intend", "will" and similar expressions. These statements express the intentions, beliefs or current expectations and assumptions of the Bidder and the persons acting jointly with it. Such forward-looking statements are based on current plans, estimates and projections made by the Bidder and the persons acting jointly with it to the best of their knowledge, but are not guarantees of future accuracy (this applies in particular to circumstances beyond the control of the Bidder or the persons acting jointly with it). Forward-looking statements are subject to risks and uncertainties, most of which are difficult to predict and are usually beyond the Bidder's control or the control of the persons acting jointly with it. It should be taken into account that actual results or consequences in the future may differ materially from those indicated or contained in the forward-looking statements. It cannot be ruled out that the Bidder and the persons acting jointly with it will change their intentions and estimates stated in documents or notifications or in the Offer Document yet to be published after publication of the documents, notifications or the Offer Document.

Frankfurt am Main, 16 July 2026

VINCI Energies Deutschland Enterprise Solutions AcquiCo SE

End of WpÜG announcement