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ABITARE IN S.P.A.: THE BOARD OF DIRECTORS RESOLVES TO LAUNCH A VOLUNTARY PARTIAL PUBLIC TENDER OFFER FOR ITS OWN SHARES

THE OFFER RELATES TO A MAXIMUM OF 2,580,645 ORDINARY SHARES AT A PRICE OF EURO 3.10 PER SHARE

THE BOARD OF DIRECTORS ALSO RESOLVES TO CALL THE EXTRAORDINARY SHAREHOLDERS' MEETING TO RESOLVE ON THE EARLY DISSOLUTION AND VOLUNTARY LIQUIDATION OF THE COMPANY

Milan (MI), 6 November 2026 – Abitare In S.p.A. (the "**Company**" or "**Abitare In**"), a Milan-based company active in residential development, listed on the Euronext Milan market (Ticker: ABT.MI), announces that the Board of Directors, which met today, has resolved: (i) pursuant to the authorisation to purchase own shares granted by the ordinary Shareholders' Meeting of 21 January 2026, to launch a voluntary partial public tender offer (a so-called below-threshold offer) for a maximum of 2,580,645 ordinary shares of the Company, equal to 9.70% of the share capital, at a price of Euro 3.10 per share (the "**Consideration**") and for a maximum total value of Euro 7,999,999.50 (the "**Maximum Disbursement**" and the "**Offer**" or the "**Tender Offer**"); and (ii) to call the Shareholders' Meeting in extraordinary session for 17 December 2026, on single call, to resolve on the proposal for the voluntary early dissolution and liquidation of the Company pursuant to Article 2484, paragraph 1, no. 6, of the Italian Civil Code (the "**Liquidation Proposal**").

1. VOLUNTARY PARTIAL PUBLIC TENDER OFFER FOR OWN SHARES

The Consideration incorporates a premium of 12.33% over the official stock exchange price of 5 November 2026, the last trading day prior to the announcement of the Offer (Euro 2.75964).

The Maximum Disbursement, which is below the threshold of Euro 8,000,000.00 referred to in Articles 1, paragraph 1, letter v), and 100, paragraphs 2 and 3, letter c), of Legislative Decree no. 58/1998 (the "**TUF**") and in Article 34-*ter*, paragraph 01, of the Issuers' Regulation adopted by Consob with resolution no. 11971 of 14 May 1999, means that the Offer is not subject to the rules set out in Articles 102 et seq. of the TUF or to the obligation to publish an offer document approved by Consob. However, in accordance with best market practice, the Company will today publish an offer document prepared on a voluntary basis (the "**Offer Document**"), which is not subject to review or approval by Consob.

It should be noted that, as at 5 November 2026 (the last trading day prior to the date of announcement of the Offer) (the "**Reference Date**"), the Company held 1,053,599 treasury shares, representing 3.96% of the share capital. In the event of full acceptance of the Offer, the Company will hold a total of 3,634,244 treasury shares, equal to approximately 13.65% of the share capital.

PARTIES TO THE OFFER

The offeror and the issuer

Since the Offer is launched by Abitare In, the company issuing the shares subject to the offer, the offeror and the issuer are one and the same.

Abitare In is a joint-stock company incorporated under Italian law, with registered office in Milan, via degli Olivetani no. 10/12, share capital of Euro 133,074.79, tax code and registration number with the Companies' Register of Milan, Monza Brianza, Lodi 09281610965.

REASONS FOR THE OFFER

The Offer is launched in execution of the authorisation to purchase and dispose of own shares granted by the ordinary Shareholders' Meeting of 21 January 2026 pursuant to Articles 2357 and 2357-ter of the Italian Civil Code, which allows the Company to build a portfolio of own shares for all purposes permitted by applicable law, including, expressly, that of using excess liquid resources.

It should be noted, in fact, that on 30 July 2026 the sale was completed to Techbau New Living S.r.l., designated by Techbau S.p.A. as purchaser, of the entire shareholdings held by the Company in the share capital of 14 special purpose vehicles, relating to as many residential projects awaiting authorisation. Following this sale, the Company therefore has liquid resources which the Board of Directors considers to be in excess of its requirements and part of which the Board has resolved to allocate to the Offer.

The Offer is also intended to enable all shareholders to divest, in whole or in part, on equal terms and subject to any pro-rata allotment, under predetermined terms and timing, by choosing whether to tender and for what quantity of shares. The Offer further meets the need to manage in an orderly manner any divestment requests, including those arising from the announcement of the Liquidation Proposal, taking into account the limited liquidity of the stock.

As illustrated below, at the same meeting the Board of Directors resolved to call the extraordinary Shareholders' Meeting in order to submit the Liquidation Proposal to it. As of today, this is only a proposal, the approval of which rests with the extraordinary Shareholders' Meeting and the outcome of which does not affect the execution or completion of the Offer.

The Consideration has been determined by the Board of Directors. It does not constitute, and may not be construed as, an estimate or anticipation of the amounts that may be due to Shareholders in the final liquidation distribution if the Liquidation Proposal is approved.

The Offer is not conditional upon approval of the Liquidation Proposal. The completion of the Offer and the payment of the Consideration will take place irrespective of the outcome of the extraordinary Shareholders' Meeting. As of today, it is not possible to predict whether it will be more advantageous for a shareholder to accept the Offer or to await the outcome of the liquidation, should it actually be approved by the extraordinary Shareholders' Meeting.

This will depend, among other things, on the realisation values of the assets, the emergence of liabilities,

including contingent liabilities, the costs and duration of the procedure and the timing of the distribution. None of these elements can be determined as of today.

As of today, the Company does not intend to cancel the shares purchased under the Offer. Any resolution to cancel the treasury shares that will be held in the Company's portfolio will fall within the competence of a possible future Shareholders' Meeting.

The Offer, being a partial offer for own shares, is in no way aimed at the delisting of the shares from Euronext Milan, nor can it result in such delisting.

CHARACTERISTICS OF THE OFFER

The Offer relates exclusively to the purchase of a maximum of 2,580,645 ordinary shares, corresponding to 9.70% of the entire share capital of Abitare In, represented by a total of 26,614,959 shares, for a unit consideration per share of Euro 3.10, to be paid entirely in cash. The Consideration is stated net of stamp duties, where due, and of fees, commissions and expenses, which will be borne by the Company; the substitute tax on capital gains, where due, will be borne by the tendering shareholders.

The total value of the Offer, in the event of full acceptance, amounts to Euro 7,999,999.50. The Company will meet the Maximum Disbursement using its own available cash.

The Consideration has been determined by the Board of Directors, within the range set by the Shareholders' Meeting, on the basis of independent assessments and taking into account, among other things, the official price of the shares on the Reference Date, without relying on appraisals by independent parties. It incorporates a premium of 12.33% over the official stock exchange price on the Reference Date, equal to Euro 2.75964.

The table below shows the premium implied in the Consideration over the official price on the Reference Date and over the weighted average of the official prices recorded by the Abitare In share in the one, three and six months preceding the Reference Date.

Reference period	Weighted average of official prices (Euro)	Difference between the Consideration and the weighted average of official prices (Euro)	Premium implied in the Consideration (%)
Price on the Reference Date	2.75964	0.34036	12.33%
1 month prior to the Reference Date	2.71653	0.38347	14.12%
3 months prior to the Reference Date	2.77552	0.32448	11.69%
6 months prior to the Reference Date	2.81875	0.28125	9.98%

** Source: processing of Borsa Italiana S.p.A. data.*

The acceptance period of the Tender Offer, agreed with Borsa Italiana S.p.A., will begin at 8:30 a.m. on 9 November 2026 and will end at 5:30 p.m. on 27 November 2026 (both dates inclusive), unless extended. The Consideration will be paid on 4 December 2026, unless the acceptance period is extended. Acceptances are irrevocable. The Company will report on the progress of acceptances on a weekly basis and will announce the provisional and final results of the Offer in specific press releases.

The offeror (i.e. the Company) reserves the right to extend the acceptance period and to amend the terms of the offer, informing the market accordingly, where appropriate, by the second trading day preceding the end of the acceptance period.

It should be noted that, should the number of ordinary shares tendered in the Tender Offer exceed the 2,580,645 shares subject to the Offer, the shares will be allotted on a "*pro-rata*" basis, whereby the Company will purchase from all shareholders tendering in the Offer the same proportion of the shares tendered by them, rounded down to the nearest whole number of shares. Any excess shares will be returned to the tendering shareholders by the first trading day following the press release on the final results. The application of the pro-rata allotment will not allow acceptances to be withdrawn.

The Tender Offer is not subject to any condition or to the achievement of a minimum number of acceptances and is addressed, in Italy, without distinction and on equal terms, to all holders of the Company's shares, excluding treasury shares. However, as further specified in the Offer Document, the Offer is not launched or disseminated in the United States of America, Canada, Japan, South Africa or Australia, or in any other country in which such Offer is not permitted without authorisation from the competent authorities.

Both the shareholder Luigi Francesco Gozzini, Chairman of the Board of Directors and Chief Executive Officer, who directly holds 6,020,100 ordinary shares of the Company, equal to 22.62% of the share capital of Abitare In, and the shareholder Marco Claudio Grillo, Chief Executive Officer, who directly holds 4,740,864 ordinary shares of the Company, equal to 17.81% of the share capital, have formally declared their intention not to tender in the Offer.

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Abitare In is assisted in the Offer by Intermonte SIM S.p.A., acting as financial advisor and intermediary in charge of coordinating the collection of acceptances, and by LCA Studio Legale as legal advisor for all legal and *capital markets* aspects of the Offer.

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The terms and conditions of the Tender Offer are set out in the Offer Document which, together with the Acceptance Form, will be made available to the public, by the start of the acceptance period and therefore today, at the Company's registered office and on its website at www.abitarein.com, Section "*Investors/opa-azioni-proprie*", to which reference is made for all references and detailed information concerning the Offer.

Press releases, notices and documents relating to the Tender Offer will likewise be published on the Company's website.

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2. CALLING OF THE EXTRAORDINARY SHAREHOLDERS' MEETING TO RESOLVE ON THE EARLY DISSOLUTION AND VOLUNTARY LIQUIDATION OF THE COMPANY

The Board of Directors also resolved to call the Shareholders' Meeting, in extraordinary session, for 17 December 2026, at 5:00 p.m., on single call, to resolve on the following agenda: "*Proposal for the early dissolution of the Company pursuant to Article 2484, paragraph 1, no. 6, of the Italian Civil Code; appointment of the liquidators and determination of their powers and remuneration, as well as of the criteria for carrying out the liquidation; related and consequent resolutions*".

As is known, the residential real estate development sector in the Municipality of Milan is affected by a persistent standstill of planning and building procedures, which has led to a substantial halt in the issue of building permits and to significant uncertainty as to the timing and manner of implementation of new projects. The last building permit obtained by the AbitareIn Group for a residential project dates back to the end of 2023 and, indeed, the 14 projects sold in July 2026 were all awaiting authorisation. This sale enabled the Company to convert assets whose development timing could not be predicted into a certain consideration, reducing the Company's risk profile. The situation described, which has now persisted for a prolonged period, has had a decisive impact on the Company's ability to launch and develop new projects in its reference market.

This situation has not to date shown any signs of being overcome: no clarifying legislative measure has been adopted and the regulatory framework remains in flux, also in connection with the procedure for the amendment to the Municipal Land Use Plan (Piano di Governo del Territorio).

In its assessments, the Board also took into account the general situation of the sector, which is still characterised by elements of uncertainty regarding interest rates, access to credit and propensity to purchase. In light of the foregoing, the Board of Directors, with the support of its advisors, examined several alternative scenarios for the future of the Company, including both the continuation of the business and an orderly disposal process. In the context described, the continuation scenarios would require the use of equity against high risks and unpredictable payback times.

Following these assessments, the Board of Directors considered that, in the absence of prospects for developing new projects within certain and reasonable timeframes, an orderly liquidation of the Company's assets, through the realisation of existing assets and the progressive return of available resources to shareholders, subject to the full satisfaction of the Company's creditors, represents the most suitable solution to enhance the value of shareholders' investment, compared with continuing the business in a significantly uncertain environment.

If, on the other hand, the proposal for the voluntary early dissolution and liquidation of the Company is not approved, the Board of Directors will assess the strategic options available and will promptly inform the market.

The possible liquidation does not, in itself, entail the delisting of the shares from Euronext Milan.

It should be noted that, if the resolution to place the Company in liquidation is approved by the Shareholders' Meeting, Borsa Italiana may take such measures regarding the trading of the stock as it deems appropriate, in line with the practice followed in similar transactions.

The notice of call and the explanatory report of the Board of Directors on the item on the agenda, prepared pursuant to Article 125-*ter* of the TUF, which will contain, among other things, the proposals concerning the criteria for carrying out the liquidation and the number, identity, powers and remuneration of the liquidators, will be made available to the public within the time limits and in the manner provided for by applicable law at the registered office, on the Company's website www.abitarein.com, section "Investors/Corporate Governance/Assemblee", and on the authorised storage mechanism 1Info.

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This announcement does not constitute, and is not intended to constitute, an offer, invitation or solicitation to buy or otherwise acquire, subscribe for, sell or otherwise dispose of financial instruments, and no sale, issue or transfer of financial instruments of Abitare In will be made in any country in breach of the laws applicable therein.

The Offer will be made by means of the publication of the relevant offer document. The offer document will contain the full description of the terms and conditions of the Offer, including the acceptance

procedures. The publication or dissemination of this announcement in countries other than Italy (with particular reference, among others, to the United States of America, Canada, Japan, South Africa and Australia) may be subject to restrictions under applicable law and, therefore, any person subject to the laws of any country other than Italy is required to obtain independent information on any restrictions under applicable laws and regulations and to ensure compliance with them. Any failure to comply with such restrictions may constitute a violation of the applicable laws of the relevant country. To the maximum extent permitted by applicable law, the parties involved in the Offer shall be deemed exempt from any liability or adverse consequence arising from the violation of the above restrictions by the persons concerned. This announcement has been prepared in accordance with Italian law and the information disclosed herein may differ from that which would have been disclosed had the announcement been prepared in accordance with the laws of countries other than Italy.

No copy of this announcement or of any other document relating to the Offer will be, or may be, sent by post or otherwise transmitted or distributed in or from any country in which the provisions of local law could give rise to civil, criminal or regulatory risks if information concerning the Offer were transmitted or made available to Abitare In shareholders in that country, or in other countries where such conduct would constitute a breach of the laws of that country, and any person receiving such documents (including as custodian, fiduciary or trustee) is required not to send by post or otherwise transmit or distribute them to or from any such country.

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AbitareIn S.p.A. represents innovation and a paradigm shift in the residential development sector, driven by its democratic vision of housing that combines urban regeneration, affordability and the needs of today's families.
Efficiency, industrialisation and the creation of a distinctive brand are the foundations of the continuous and sustainable growth of a business model that places people at its centre and treats the home as an "aspirational" consumer product.
AbitareIn is thus committed to renewing the city's disused building stock and reviving its urban fabric, investing in projects of great aesthetic, environmental and social value and pursuing responsible and far-sighted action, aware first and foremost of the essential nature of its new role as #stilistiurbani. In April 2016 the Company was listed on the AIM Italia market of Borsa Italiana and, since 1 March 2021, it has been listed on the Euronext Milan market (ticker: ABT.MI).

Alphanumeric code for the shares: ABT
ISIN code: IT0005445280

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