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PRESS RELEASE

- **AIP Italia, the majority shareholder of ALA, announces the signing of a sale and purchase agreement for the disposal of 73.78% of ALA to H.I.G. Capital, a leading global player in the private equity sector.**
- **AIP Italia will reinvest part of the proceeds from the transaction to acquire an indirect minority stake in ALA**
- **Following the closing of the transaction, a mandatory full takeover bid will be launched with the aim of delisting ALA**
- **As a result of the transaction, the ALA Group will continue to benefit from the vision and managerial and strategic contribution of the Founders, Fulvio Scannapieco and Vittorio Genna, as well as the management team led by current CEO Roberto Tonna. The objective is to accelerate the growth of the ALA Group and further strengthen its competitive position in the field of integrated logistics for the aerospace and defence sectors, both in civil and military markets, on a global scale.**

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Naples, May 12, 2025 - Today, A.I.P. Italia S.p.A. ("**AIP Italia**"), a *holding company* owned by the Scannapieco Family and Vittorio Genna, and Wing HoldCo S.p.A. ("**Wing**"), a corporate vehicle under the H.I.G. Europe Middle Market LBO Fund II, SCSp (the "**H.I.G. Fund**"), *advised* by H.I.G. Capital, LLC ("**H.I.G. Capital**"), have entered into an agreement (the "**Agreement**") relating to:

- (a) wing's acquisition of a shareholding representing 73.78% of the share capital of A.L.A. S.p.A., a company issuing shares listed on *Euronext Growth Milan* ("**ALA**" or the "**Company**") (the "**Acquisition**"); and
- (b) the simultaneous reinvestment by AIP Italia in Wing of part of the gross financial proceeds deriving from the Acquisition (the "**Reinvestment**"), as a result of which AIP Italia will hold a participation representing 30% of the share capital of Wing (assuming that the latter will hold all of the ALA shares upon completion of the Offer, as defined below).

The consideration payable by Wing for the Acquisition is **Euro 36.50** per ALA share *cum dividend 2025*, which therefore expresses a consideration of **Euro 35.75** per ALA share *ex dividend 2025*⁽¹⁾ (the "**Share Price**").

The Price per Share may be adjusted: (i) downwards, to an extent corresponding to any *leakage* ⁽²⁾ that may occur between 31 December 2024 and the date of execution of the Acquisition and Reinvestment (the "**Closing**"); and (ii) upwards, to an extent corresponding to a *ticking fee* of 5% per annum, calculated on a

⁽¹⁾ The Share Price therefore already takes into account the distribution of the ordinary dividend, amounting to EUR 0.75 per ALA share, resolved by the Company's shareholders' meeting on 28 April 2025 (the "**2025 Dividend**") with payment date on 21 May 2025.

⁽²⁾ Excluding, for the sake of clarity, Dividend 2025.

daily basis, that will accrue in the period between 15 August 2025 (excluded) and the date of the *Closing* (included).

Subject to any adjustments mentioned above, the Price per Share *cum* Dividend 2025 incorporates a premium of approximately 20%, 27% and 40% over the daily volume-traded volume-weighted average of the official share price recorded over the last three, six and twelve months, respectively. The Price per Share *cum* dividend 2025, also incorporates a premium of approximately 144% and 265% respectively, (i) with respect to the weighted average daily volume traded of the official share price recorded as of the date of Admission on *Euronext Growth Milan* managed by Borsa Italiana and (ii) with respect to the price as of the date of Admission.

By signing the Agreement, AIP Italia also undertook to execute the Reinvestment at the *Closing* date, through the subscription and release, by means of a cash contribution, of an increase in Wing's share capital, to be resolved with the exclusion of option rights pursuant to Article 2441, paragraphs 5 and 6, of the Italian Civil Code, and for an issue price that corresponds to *Wing's* fair market value.

The *Closing* is subject to the fulfilment of customary conditions precedent, such as obtaining the necessary authorisations under applicable *foreign direct investment* (FDI) and *antitrust* laws, including the authorisation of the Prime Minister's Office of the Italian Republic under the *Golden Power* Regulation and the authorisation of the European Commission under the EU Merger Regulation.

Following the *Closing*, Wing will promote, pursuant to the provisions of Article 13 of ALA's Articles of Association, a mandatory tender offer for the remaining ALA shares (the "**Offer**"), for a consideration equal to the Price per Share (as possibly reduced in the event of *leakage* and/or increased by the *ticking fee*). The Offer will be aimed at obtaining the delisting of ALA shares from trading on *Euronext Growth Milan* (the "**Delisting**").

Also today, AIP Italia, Fulvio Scannapieco and Vittorio Genna, on the one hand, and Fondo HIG, on the other hand, signed an investment and shareholders' agreement (the "**Shareholders' Agreement**") aimed at regulating the ownership structure with a view to the creation of long-term industrial value and continuity. In particular, the Shareholders' Agreement is aimed at regulating, subject to the *Closing*: (i) the reciprocal commitments of the parties with respect to the Offer and the *Delisting*; (ii) the *corporate governance* of Wing and the ALA group; (iii) the execution of *directorship* agreements and *management agreements* with the Founders and with the current *top management*; and (iv) the adoption of a *management investment plan* addressed to certain executive directors, *key managers* and/or employees of ALA and/or its subsidiaries.

Even after the *Closing*, the ALA Group will be able to continue to count on the vision and managerial and strategic contribution of the Founders, Fulvio Scannapieco and Vittorio Genna, and the *management team* led by the current CEO Roberto Tonna, in accordance with the provisions of the Shareholders' Agreement.

Fulvio Scannapieco, President of ALA and AIP Italy said: "*We are particularly pleased to announce the agreement with HIG, which represents a further growth milestone in ALA's journey. We believe that HIG is the right partner to continue the success story of this company together. We can be proud of the incredible growth path of the last few years, which guarantees full shareholder satisfaction*".

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In the trial, coordinated by lawyer Emilio Boccia, AIP Italia was assisted by Mediobanca - Banca di Credito Finanziario S.p.A. (financial advisor), the law firm Boccia & del Giudice and the international law firm Gianni & Origoni (legal advisor).

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A.L.A. S.p.A. (*Euronext Growth Milan: ALA*) is a leading international supply chain partner for the Aerospace, Defence, Railway and High-Tech sectors. For over 35 years, ALA has been a single-source partner for the management

and distribution of high-performance products, services and engineering solutions that simplify and optimise its customers' supply chain management operations. Headquartered in Naples, Italy, ALA - together with its subsidiary S.C.P. Sintesa - today counts on the talent of over 650 people and the strength of a growing network of sales and operations offices in Europe (Italy, Spain, Portugal, UK, France and Germany), Israel and North America. ALA supplies customers in 40 countries and manages more than 1500 suppliers worldwide. Further information is available at www.alacorporation.com.

***H.I.G. Capital** is a leading global private equity player with over USD 69 billion of capital under management. H.I.G. is based in Miami and has offices in New York, Boston, Stamford, Chicago, Dallas, Los Angeles, San Francisco and Atlanta in the United States, in London, Hamburg, Madrid, Milan, Paris and Luxembourg in Europe, and in Rio de Janeiro, São Paulo and Bogota in Central and South America. Since its foundation in 1993, H.I.G. has invested in, and managed, more than 400 companies worldwide in the manufacturing, transport/logistics/distribution, media, business services, technology/IT, healthcare, automotive, food, consumer products, chemicals and infrastructure/construction sectors. H.I.G. specialises in providing capital to medium-sized companies that show interesting growth potential, providing not only the necessary capital but also a team of more than 500 professionals who, over the years, have proven to contribute significantly and effectively to the creation of value, developing - in full agreement with the management of the various companies - projects for internationalisation, growth through acquisitions and increasing operational efficiency. Further information can be found at www.hig.com.*

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Contact

ALA S.p.A.

Viale John Fitzgerald Kennedy n. 54

80125 - Naples

Email: investor.relations@alacorporation.com

Tel. 081 3036311

Investor Relations Manager ALA Group

Raffaele Carriola