PRELIMINARY ANNOUNCEMENT OF THE VOLUNTARY PUBLIC TENDER OFFER FOR SHARES MADE BY OHMNIA ELECTRONICS, S.L. FOR ALL SHARES REPRESENTING THE SHARE CAPITAL OF AZKOYEN, S.A.

This preliminary announcement is made public pursuant to the provisions of Royal Decree 1066/2007, dated July 27, on the regime governing tender offers for securities (the **"Royal Decree 1066/2007**") and sets forth the main characteristics of the voluntary tender offer for shares made by Ohmnia Electronics, S.L. ("**Ohmnia**" or the "**Offering Company**") for all shares representing the share capital of Azkoyen, S.A. ("**Azkoyen**" or the "**Target Company**" and the "**Offer**," respectively). The Offer is subject to the required authorization from the Spanish National Securities Market Commission (the "**CNMV**").

The detailed terms and conditions of the Offer will be set forth in the prospectus to be published following, if applicable, the receipt of the aforementioned authorization from the CNMV.

In accordance with the provisions of article 30.6 of Royal Decree 1362/2007, dated October 19, as of the date of this preliminary announcement, any Azkoyen shareholders who acquire securities conferring voting rights must notify the CNMV of such acquisition when the proportion of voting rights held by them reaches or exceeds 1%. Likewise, shareholders who already hold 3% of the voting rights must notify the CNMV of any transaction that results in a subsequent change in that percentage.

Pursuant to the provisions of section 2.b) of Rule 5 of CNMV Circular 1/2017, dated April 26, effective as of the date of this preliminary announcement, the liquidity agreement to which Azkoyen is a party, according to publicly available information, must be suspended.

1. IDENTIFICATION OF THE OFFERING COMPANY

The Offering Company is Ohmnia Electronics, S.L., a Spanish limited liability company with tax identification number (N.I.F.) B-02924652, having its registered office at Calle Urrundi, 10, 01013 Vitoria-Gasteiz, and registered in the Commercial Registry of Álava, on page VI-22471.

Ohmnia's share capital amounts to 12,933.79 euros, divided into 1,293,379 shares, each with a par value of 0.01 euros, all of which have been fully subscribed and paid up. The shares are not securities and are not listed for trading on any securities market.

Ohmnia is controlled by Clerbil, S.L. ("**Clerbil**"), which is in turn controlled by Mr. José Antonio Jainaga Gómez. Clerbil holds 493,085 shares, representing 38.12% of the Offering Company's share capital, while certain executives hold a total of 154,803 shares, representing 11.97% of the Offering Company's share capital. In this regard, Clerbil exercises control over Ohmnia pursuant to a shareholders' agreement entered into with the aforementioned members of its management team, which allows it to exercise, in a concerted manner, 50.09% of the voting rights of the Offering Company.

In addition to Clerbil and the aforementioned executives, Ohmnia's shareholders are Finkatze Kapitala Finkatuz, S.A.U. (a company wholly owned by the Basque Institute of Finance), which holds a total of 322,045 shares, representing 24.90% of the offering company's share capital; Fundación Bancaria Vital - Vital Banku Fundazioa, which holds a total of 161,723 shares, representing 12.50% of the Offering Company's share capital; and Carmen Lequerica Holding, S.L., which holds a total of 161,723 shares, representing 12.50% of the Offering Company's share capital.

The prospectus to be published following authorization of the Offer, if applicable, by the CNMV will contain a detailed description of Ohmnia's shareholding and control structure.

2. DECISION TO LAUNCH THE OFFER

The decision to launch the Offer was adopted by Ohmnia pursuant to the resolutions approved by its general meeting and board of directors at their respective meetings held on July 24, 2026. In this regard, it is hereby noted that the general meeting of the Offering Company, at which the main terms and conditions of the Offer were established, was held with all of its shareholders in attendance.

Apart from the approval of the aforementioned corporate resolutions, the Offer does not require any further authorization from Ohmnia's shareholders or its board of directors.

3. FILING OF THE OFFER

Ohmnia will file the application for authorization of the Offer with the CNMV, together with the prospectus and other supporting documents, in accordance with the provisions of Article 17 of Royal Decree 1066/2007. The Offering Company expects to file the application for authorization toward the end of the maximum one-month period provided for in that article.

4. TYPE OF OFFER

The Offer is voluntary in accordance with the provisions of article 117 of Law 6/2023, of March 17, on Securities Markets and Investment Services, and article 13 of Royal Decree 1066/2007.

5. OFFERING COMPANY´S INTEREST IN THE TARGET COMPANY

Neither Ohmnia, nor any company in its group, nor its controlling shareholder, nor—to the best of the Offering Company's knowledge and belief after conducting reasonable due diligence—any of the members of their respective administrative, management, and supervisory bodies are direct or indirect holders of Azkoyen shares. Likewise, none of the aforementioned persons has appointed any member of Azkoyen's board of directors for the purposes set forth in Article 6 of Royal Decree 1066/2007.

With respect to Azkoyen, neither Ohmnia nor any company in its group, nor any of their respective directors, acts in concert with any natural or legal person for the purposes of article 5 of Royal Decree 1066/2007.

Consequently, in accordance with the calculation rules set forth in article 5 of Royal Decree 1066/2007, no voting rights attached to the shares held by any of Azkoyen's shareholders may be attributed to the Offering Company or to any company within its group.

6. TRANSACTIONS INVOLVING SHARES OF THE TARGET COMPANY

In the 12 months prior to the date of this preliminary announcement, neither Ohmnia, nor its controlling shareholder, nor its directors, nor the companies in its group, nor—

following reasonable verification by the Offering Company —the directors of its group have acquired or agreed to acquire shares of the Target Company.

7. INFORMATION ABOUT THE TARGET COMPANY

The Target Company is Azkoyen, S.A., a Spanish corporation with tax identification number (N.I.F.) A-31065618, with its registered office at Avenida San Silvestre, s/n, 31350 Peralta, registered in the Commercial Registry of Navarra on page NA-2278 and with LEI code 959800AXZW3EBUY24W90.

Azkoyen's share capital amounts to 14,670,000 euros, represented by 24,450,000 common shares with a par value of 0.60 euros each, all belonging to the same class and series, with identical voting and economic rights, and fully subscribed and paid-up. The shares are represented by book-entry records maintained by the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear) and its participating entities.

All Azkoyen shares are admitted to trading on the Madrid and Bilbao stock exchanges through the Spanish Stock Exchange Interconnection System (SIBE). Azkoyen shares are not admitted to trading on any other market, whether regulated or unregulated, in a European Union member state or in any other non-EU country.

Azkoyen has not issued preemptive subscription rights or bonds convertible into shares, *warrants*, or other similar instruments that could, directly or indirectly, confer upon their holder the right to subscribe to or acquire Azkoyen shares. Nor has Azkoyen issued non-voting shares or special-class shares.

8. SECURITIES AND MARKETS TO WHICH THE OFFER IS DIRECTED

Securities to which the Offer is directed

The Offer is directed at all the shares into which Azkoyen's share capital is divided; consequently, the Offer is effectively directed at the acquisition of 24,450,000 Azkoyen shares, representing 100% of its total share capital.

It is expressly stated that the terms of the Offer are identical for all Azkoyen shares to which it is directed and that, since neither the treasury shares nor the shares held by members of Azkoyen's governing bodies or by companies within its group have been restricted in connection with the Offer, the Offer is also directed at such shares.

Markets to which the Offer is directed

The Offer is made exclusively on the Spanish market—the only market on which Azkoyen's shares are admitted to trading—and is directed at all shareholders who hold Azkoyen shares, regardless of their nationality or residence.

This preliminary announcement and its content do not constitute the making or dissemination of the Offer in any jurisdictions or territories other than Spain. Consequently, neither this preliminary announcement nor the prospectus to be published following the CNMV's authorization of the Offer, if any, will be published, distributed, or delivered in any jurisdiction or territory where its publication may be prohibited or restricted by law or where the registration or filing of additional documentation is required. Persons who receive this preliminary announcement or the prospectus may not publish, distribute, or deliver them in such jurisdictions or territories.

9. CONSIDERATION FOR THE OFFER

The Offer is structured as a sale and purchase transaction.

The consideration offered by Ohmnia to Azkoyen's shareholders is 10 euros per share (the **"Offer Price**") and will be paid entirely in cash. Consequently, the maximum total amount to be paid by the Offering Company will amount to 244,500,000 euros.

The Offer Price will be reduced by an amount equal to the gross amount per share of any distribution of dividends, reserves, or share premium, or any other distribution made by Azkoyen to its shareholders as of the date of this preliminary announcement, provided that the date of publication of the Offer result in the stock exchange bulletins coincides with or is subsequent to the *ex-dividend* date for such distribution. For the avoidance of doubt, the Offer Price will not be reduced as a result of the payment of the ordinary dividend and the special dividend announced by Azkoyen on June 9, 2026, in the aggregate amount of 1 euro per share, with a scheduled *payment date* of the date of this preliminary announcement.

The Offer is voluntary, and the consideration (the Offer Price) has been freely determined by the Offering Company in accordance with the provisions of Article 13.5 of Royal Decree 1066/2007.

Ohmnia will fund the Offer Price, as well as the expenses related to the Offer, through a combination of its own resources and debt financing. In this regard, the Offering Company has contractual commitments for the contribution of equity from certain existing shareholders (Clerbil, S.L., Finkatze Kapitala Finkatuz, S.A.U.—a company wholly owned by the Basque Institute of Finance—and Carmen Lequerica Holding, S.L.) and from new investors (Indar Kartera, S.A.U.—a company wholly owned by Kutxabank, S.A.—and Fundación Bancaria Bilbao Bizkaia Kutxa - Bilbao Bizkaia Kutxa Banku Fundazioa), as well as external debt from CaixaBank, S.A. and Banco de Sabadell, S.A., which together are sufficient to cover payment of the Offer Price.

10. PRIOR AUTHORIZATION

As indicated in section 12.2 below, Ohmnia believes that the Offer may require authorization from the German authority responsible for foreign direct investment controls, in accordance with the provisions of applicable German regulations governing foreign investments.

If the Offer requires such authorization, in accordance with the provisions of Article 26.2 of Royal Decree 1066/2007, the CNMV will not authorize the Offer until it has been demonstrated that the corresponding authorization has been obtained.

11. CONDITIONS FOR THE OFFER TO TAKE EFFECT

In accordance with the provisions of Article 13 of Royal Decree 1066/2007, Ohmnia will make the Offer subject to the fulfillment of the following conditions:

(i) In accordance with the provisions of Article 13.2.b) of Royal Decree 1066/2007, a minimum acceptance condition consisting of the acceptance of the Offer by a number of shares that allows Ohmnia to acquire, at least, more than half of the total shares of Azkoyen at the end of the Offer acceptance period, that is, at least 12,225,001 Azkoyen shares, taking into account the total number of Azkoyen shares as of the date of this preliminary announcement.

Fulfillment of this minimum acceptance condition will allow Ohmnia to avail itself of the exemption from the obligation to make a mandatory tender offer pursuant to Article 8.f) of Royal Decree 1066/2007, insofar as the Offer would have been accepted by shares representing at least 50% of the voting rights to which it was directed.

(ii) In accordance with the provisions of Article 26.1 of Royal Decree 1066/2007, the Offering Company has made the Offer conditional upon the express or tacit authorization of the economic concentration resulting from the Offer by the Spanish and German competition authorities, with the effects provided for in said article, as described in section 12.1 below.

12. ANTITRUST AUTHORIZATIONS AND OTHER ADMINISTRATIVE AUTHORIZATIONS

12.1. Antitrust authorizations

(a) Authorization by Spanish Competition Authorities

The economic concentration resulting from the Offer may require authorization from the National Commission on Markets and Competition (the "**CNMC**") in accordance with the provisions of Law 15/2007, of July 3, on Competition.

(b) Authorization by German Competition Authorities

The economic concentration resulting from the Offer requires authorization from the German competition authorities (*Bundeskartellamt or "**BKartA**"*).

(c) General provisions

Ohmnia will initiate the procedures to apply for authorizations from the CNMC and the *BKartA* as soon as possible following the publication of this preliminary announcement.

12.2. Other administrative authorizations

The potential acquisition of Azkoyen’s shares could constitute a transaction subject to foreign direct investment approval by the competent German authorities; therefore, the Offer may require obtaining such approval prior to the CNMV’s authorization of the Offer. Once the necessary information in this regard has been obtained and the corresponding analysis completed, Ohmnia will, if necessary, request authorization from the competent German authorities as soon as possible and in collaboration with them.

13. AGREEMENTS RELATING TO THE OFFER

On March 30, 2026, a confidentiality agreement was signed with Azkoyen, pursuant to which, throughout the month of June 2026, a limited exchange of financial and legal information regarding the Target Company and its group took place, for the purpose of enabling the Offering Company to evaluate the formulation of the Offer.

Apart from the foregoing, neither Ohmnia, nor its controlling shareholder, nor the remaining shareholders of Ohmnia, nor the companies of the Ohmnia group, nor the directors of the companies of the Ohmnia group have any agreement of any kind with any shareholder of Azkoyen or with any member of its administrative, management, and supervisory bodies in connection with the Offer. Furthermore, no preferential treatment has been reserved for the shareholders of the Target Company or for the members of its administrative, management, and supervisory bodies in connection with the Offer.

14. STOCK EXCHANGE INITIATIVES

The Offer is not a delisting offer.

Ohmnia intends for Azkoyen’s shares to continue trading on the Madrid and Bilbao stock exchanges and does not plan to promote or propose their delisting. In this regard, even if the requirements for doing so were met, the Offering Company has no intention of exercising the right to require the remaining shareholders of the Target Company to sell all of their shares (*squeeze-out*), without prejudice to the right of such shareholders to require Ohmnia to purchase all of their shares (*sell-out*) if the requirements for doing so were met.

It is hereby noted that Ohmnia intends to pursue, as quickly as possible following the settlement of the Offer, a merger by absorption of Ohmnia by Azkoyen (i.e., a reverse merger) and, to the extent possible, with an exchange ratio that assigns to Azkoyen shares a price per share equivalent to the consideration of the Offer, provided that, in any case, the exchange ratio must be validated at the appropriate time by an independent expert appointed for that purpose by the Commercial Registry in compliance with applicable legal provisions. All of the foregoing is subject to market conditions at the time of the decision or any other relevant circumstance that would make it inadvisable to carry out such a merger or to carry it out on those terms.

15. OTHER INFORMATION

In Ohmnia's opinion, as of the date of this preliminary announcement, there is no other information that may be necessary for a proper understanding of the Offer other than the information included in this preliminary announcement and in the press release prepared by the Offering Company and attached hereto.

In Vitoria-Gasteiz, July 24, 2026.

Ohmnia Electronics, S.L.
P.p.

D. José Antonio Jainaga Gómez

PRESS RELEASE

[*Continued on the next page*]

Clerbil lidera, a través de Ohmnia, una OPA sobre Azkoyen para crear un grupo tecnológico-industrial de referencia en Europa

- **Junto a Clerbil, acompañan en esta nueva operación los socios actuales de Ohmnia (Carmen Lequerica Holding, el Instituto Vasco de Finanzas y la Fundación Bancaria Vital) y se incorporan la Fundación BBK e Indar Kartera (Kutxabank).**
- **Ohmnia, que tiene como socios, además de Clerbil, al IVF, la Fundación Bancaria Vital y Carmen Lequerica Holding, es un grupo tecnológico-industrial vasco de más de 1.000 personas, con una facturación de 190 millones de euros y un EBITDA de 27 millones, con capacidades en electrónica y metal.**
- **Azkoyen es una multinacional navarra en torno a tres tecnologías: Coffee & Vending Systems, Payment Technologies y Time & Security, con una facturación de 211 millones de euros y un EBITDA de 38 millones.**
- **Se trata de un nuevo paso dentro de la estrategia de expansión inorgánica de Ohmnia, iniciada en 2019. Esta operación corporativa dará lugar a un grupo tecnológico-industrial diversificado e internacionalizado, fruto de la complementariedad de Ohmnia y Azkoyen.**
- **La transacción dará lugar a un grupo con 400M€ de facturación, 65M€ de EBITDA y 2.000 empleados.**
- **La oferta por Azkoyen anunciada hoy es de 244 millones de euros, que se traduce en 10 euros por acción y está sujeta a una condición de aceptación de más del 50% y otras condiciones regulatorias.**
- **La OPA supone ofrecer a los actuales accionistas de Azkoyen una ventana de liquidez a un precio atractivo en comparación con los precios históricos del valor.**
- **La operación, cuenta asimismo con el respaldo financiero de CaixaBank y Banco Sabadell.**

- **De acuerdo con la estrategia de crecimiento que impulsa esta operación, Ohmnia mantendrá la cotización de Azkoyen en Bolsa.**

Vitoria-Gasteiz, 24 de julio de 2026. Clerbil, acompañado por otros socios actuales de Ohmnia (Carmen Lequerica Holding, el Instituto Vasco de Finanzas y la Fundación Bancaria Vital), y con la incorporación de la Fundación BBK e Indar Kartera —vehículo inversor de Kutxabank—, ha anunciado hoy el lanzamiento de una Oferta Pública de Adquisición (OPA) voluntaria sobre la totalidad de las acciones de Azkoyen, S.A. (BME: AZK), a un precio de 10 euros por acción, en efectivo.

La operación supone ofrecer a los actuales accionistas de Azkoyen una ventana de liquidez a un precio atractivo en comparación con los precios históricos del valor.

La oferta está sujeta a una condición de aceptación de, al menos, más del 50% del capital social de Azkoyen, umbral que Ohmnia considera necesario para asegurar el liderazgo del proyecto resultante, así como a que se obtengan todas las autorizaciones pertinentes.

La operación se financiará a través de una ampliación de capital en Ohmnia, a la que concurrirán socios actuales y sus dos socios nuevos, la Fundación BBK e Indar Kartera. La operación será complementada con financiación bancaria comprometida por CaixaBank y Banco Sabadell. Han actuado como asesores del oferente Alantra y Cuatrecasas.

Un proyecto tecnológico-industrial de largo plazo

Ohmnia que tiene como socios, además de a Clerbil, al IVF, la Fundación Bancaria Vital y Carmen Lequerica Holding, es un grupo tecnológico-industrial formado por 20 empresas, focalizado en fabricación electrónica y metálica, dirigido a sectores como salud, energía, defensa, control de accesos o ferrocarril, en el que trabajan más de 1.000 personas, con una facturación de 190 millones de euros y un EBITDA de 27 millones.

Para Ohmnia, Azkoyen aporta tres familias de tecnologías de alto valor añadido (Coffee & Vending Systems, Payment Technologies y Time & Security), con un marcado perfil exportador, y que pueden asimismo beneficiarse de las capacidades tecnológicas e industriales de Ohmnia. Es una oportunidad para compartir conocimiento y colaborar para desarrollar soluciones industriales más avanzadas, especializadas y de mayor valor añadido. Un grupo tecnológico-industrial de referencia en Europa con el apoyo de dos nuevos socios inversores: la Fundación Bancaria BBK y de Indar Kartera.

Ohmnia tiene la intención de que Azkoyen continúe cotizando en Bolsa. La compañía cotizada es, precisamente, la plataforma a través de la cual el grupo pretende seguir creciendo y dando acceso a los inversores a este proyecto, que aspira a seguir consolidando empresas en torno a nichos de valor añadido de carácter tecnológico y/o industrial en toda Europa, como viene haciendo desde 2019.

La transacción dará lugar a un grupo con 400M€ de facturación, 65M€ de EBITDA y 2.000 empleados.

Sobre Ohmnia

Ohmnia es un grupo tecnológico-industrial, con capacidades industriales en electrónica y metal, que desarrolla y fabrica soluciones para los principales fabricantes (OEM) de sectores de valor añadido — salud, energía, defensa, control de accesos o ferrocarril — y que cuenta además con desarrollos tecnológicos propios en nichos de alto potencial como las telecomunicaciones, la fabricación farmacéutica o la construcción industrializada. Fruto de la integración de cerca de 20 empresas en los últimos siete años, el grupo emplea hoy a más de 1.000 personas, con una facturación de 190 millones de euros y un EBITDA de 27 millones. Actualmente tiene como socios, además de a Clerbil, al Instituto Vasco de Finanzas (IVF), la Fundación Bancaria Vital y Carmen Lequerica Holding.

www.ohmnia.es

VK Comunicación

Para más información:
Patricia Loredo Sierra
944 01 53 06 / 629 74 90 47
patricia@vkcomunicacion.com