

MARE GROUP: MNOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING

The Shareholders of Mare Engineering Group S.p.A. (the "Company") are convened to the Ordinary Shareholders' Meeting, to be held exclusively through telecommunication means, on **May 23, 2025 at 10:00 a.m. CET** on first call, and if necessary, on **May 24, 2025 at 10:00 a.m. CET** on second call, to resolve on the following

AGENDA

1. Approval of the statutory financial statements as of December 31, 2024, together with the Reports of the Board of Directors, the Board of Statutory Auditors, and the Independent Auditors. Presentation of the consolidated financial statements as of December 31, 2024, including the Sustainability Report. Related and resulting resolutions.
2. Allocation of the net income for the year. Related and resulting resolutions.
3. Adjustment of the fixed component of the remuneration for the entire Board of Directors and introduction of a compensation in favor of non-executive independent directors pursuant to Article 2389, paragraphs 1 and 3 of the Italian Civil Code. Related and resulting resolutions.
4. Adjustment of the remuneration for the standing members of the Board of Statutory Auditors. Related and resulting resolutions.
5. Appointment of the Independent Auditing Firm. Related and resulting resolutions.

Information on Share Capital and Voting Rights

The share capital amounts to EUR 3,777,049.32, fully subscribed and paid-in, and is represented by 15,170,680 ordinary shares with no par value. Each ordinary share entitles the holder to one vote at the Company's ordinary and extraordinary shareholders' meetings. As of the date of this notice, the Company does not hold any treasury shares. Information regarding the composition of the share capital is available on the Company's website at www.maregroup.it/investor-relations.

Entitlement to Attend and Vote

Pursuant to Article 83-sexies of Legislative Decree No. 58/1998 (TUF), the right to attend the Shareholders' Meeting and to exercise voting rights – exclusively through the Designated Representative – is granted to those for whom the Company has received a specific notice from an authorized intermediary based on accounting records as of the close of the trading day on the seventh trading day prior to the date of the Shareholders' Meeting on first call, i.e., May 14, 2025 ("Record Date"). Any credit or debit entries made on the accounts after this date shall not be considered for the purpose of entitling to vote.

Therefore, anyone becoming a shareholder after the aforementioned Record Date shall not be entitled to attend and vote at the Meeting under the procedures set out in this notice. The intermediary's communication must be received by the Company no later than the third trading day before the date of the Meeting, i.e., by May 20, 2025, without prejudice to the right to attend and vote through the Designated Representative if the communication is received after this deadline, provided it arrives before the beginning of the Meeting proceedings.

The intermediary sends the notice to the Company at the request of the person entitled to vote. Shareholders must instruct their intermediary to send the communication to the Company. Any advance requests or fees charged by the intermediary for its own obligations are not attributable to the Company.

Representation at the Meeting

In accordance with Article 16 of the bylaws, the Company has resolved to make use of the option to require that participation in the Shareholders' Meeting be allowed exclusively through the Designated Representative, i.e., Computershare S.p.A., with registered office at Via Lorenzo Mascheroni 19, Milan. Shareholders shall grant a proxy to the Designated Representative under the conditions and terms indicated below. Proxies and sub-proxies may also be granted to the Designated Representative pursuant to Article 135-novies of the TUF, notwithstanding Article 135-undecies, paragraph 4 of the same decree.

Shareholders who wish to attend the Meeting must grant the proxy – with voting instructions on all or some of the items on the agenda – to the Designated Representative free of charge (except for any mailing or transmission costs), along with a valid ID and, for legal entities, documentation proving the authority to grant the proxy. The proxy must be granted by signing the specific proxy form available on the Company's website, www.maregroup.it, section Investor Relations, by the end of the second trading day prior to the Meeting (i.e., by May 21, 2025). The proxy will be valid only for the items for which voting instructions have been provided.

The proxy and voting instructions may be revoked within the same deadline and using the same procedures. Shares for which the proxy has been granted, even partially, shall be counted for the purposes of the Meeting's quorum. For items for which no voting instructions are given, the shares are not counted in determining the majority and the capital required for the resolution's approval. Granting proxies under Articles 135-novies and 135-undecies of the TUF does not entail any cost for the shareholder, except for mailing or transmission expenses. Starting from the publication of this Notice, the Designated Representative will provide information and support through the phone number +39 06-45417401 and the e-mail address ufficiorm@computershare.it. Voting by mail or electronic means is not permitted.

Right to Ask Questions

Since participation in the Meeting and exercise of voting rights will be exclusively through the Designated Representative, the Company allows shareholders entitled to vote to submit questions on the items on the agenda prior to the Meeting, by sending them via certified email to maregroup@pec.it (subject: "Shareholders' Meeting Questions") no later than the seventh trading day prior to the Meeting date on first call, i.e., by May 14, 2025.

Questions must be accompanied by appropriate certification issued by the intermediary holding the shares or, alternatively, by the same communication used for participation in the Meeting. Answers to questions received before the Meeting will be published at least three days prior to the Meeting in a specific section of the Company's website. The Company may provide a single response to questions with the same content.

Documentation

Together with this notice of call, all documentation relating to the Shareholders' Meeting – including the Board of Directors' explanatory report on the proposals concerning the items on the agenda and the proxy form for voting – will be made available to shareholders and the public, within the terms required by applicable law, on the Company's website (www.maregroup.it, section Investor Relations), and on the website of Borsa Italiana S.p.A. (www.borsaitaliana.it, section Equities > Documents).

The Company reserves the right to communicate any amendments or additions to the information in this notice in accordance with applicable legal and/or regulatory provisions or in the interest of the Company and its shareholders.

This press release is available on the Company's website (www.maregroup.it/investor-relations) and on the authorized system for the transmission and storage of Regulated Information "1INFO" at www.1info.it.

About the Company

Founded in 2001, Mare Group is a digital engineering company listed on Euronext Growth Milan, operating in the fields of Applied Engineering and Digital Services with a technology platform-based model. With over 2,000 clients, more than 300 employees, and 16 operational and commercial offices, Mare Group is a prominent player in the Italian innovation ecosystem. Significant investments in R&D and the 12 acquisitions completed since 2019, followed by subsequent mergers, demonstrate the Group's strong ability to integrate complementary resources and technologies to expand its product portfolio and increase market presence.

Contact Info

Issuer: Mare Group S.p.A.

Gennaro Tesone (Investor Relations Manager)
Via Ex Aeroporto SNC, 80038 Pomigliano d'Arco
T. +39 081 803 6677 – E-mail investor-relator@maregroup.it

Euronext Growth Advisor: illimity Bank S.p.A.

Via Soperga 9, 20124 Milano
T. +39 0282849699 – E-mail maregroup@illimity.com

Investor & Media Relations Advisor: IRTOP Consulting

Via Bigli, 19, 20121 Milano
T. +39 0245473883 – E-mail ir@irtop.com (investors) -
mediarelations@irtop.com (media)

Specialist: MIT SIM S.p.A.

Corso Venezia 16, 20121 Milano
T. +39 0230561270 – E-mail investor.relations@mitsim.it