

## MARE GROUP: INDUSTRIAL COMPLEMENTARITY AND GROWTH AT THE CORE OF THE PROPOSAL FOR ELES STRONG RESPONSE FROM THE STOCK MARKET

- +26% for ELES shares on the day of the announcement and record trading volumes
- Offer includes a cash component up to 100%
- Industrial synergies in production, commercial, and R&D fields

Salerno, June 12, 2025

On June 10, 2025, **Mare Engineering Group S.p.A.**, an engineering company listed on Euronext Growth Milan (ticker **MARE.MI**), active in Italy and abroad in innovation through enabling technologies ("**Mare Group**", the "**Company**", or the "**Group**"), announced its intention to launch a Public Offer on the ordinary and multiple voting shares ("**Transaction**") of **Eles Semiconductor Equipment S.p.A.** ("**Eles**"), representing a total of 29.99% of voting rights.

Mare Group's proposal is not hostile; instead, it is a direct initiative towards Eles' shareholders, **attributing to the share a value** that the market has not consistently recognized since June 2022. The offer includes a premium of 40.6% over the closing price of the day prior to the announcement, and a premium of 40.0%, 39.0%, and 34.2% over the volume-weighted average prices for the last 12, 24, and 36 months, respectively.

Mare Group aims to become a **stable shareholder** by acquiring a significant stake, whose substantial influence will foster industrial complementarity, creating a strong and lasting synergy between two Italian technological leaders.

This is a transaction that is compatible with current corporate structures and is aimed at creating long-term value through constructive industrial collaboration. Such collaboration can **start promptly**, generating results in the short term and continuing in the medium term to improve the quality of the offering and expand the ability to serve high-tech markets, in line with the growth trajectory already undertaken by Mare Group in other sectors.

The proposed Transaction offers Eles shareholders two alternatives: a mixed formula, with a consideration mainly in cash and approximately the remaining 10% in Mare Group shares; or a **cash alternative**, allowing shareholders to receive the entire consideration in cash, amounting to €2.25 per share. These alternatives are illustrated with complete transparency, ensuring that shareholders have **full and informed freedom of choice**.

**Antonio Maria Zinno, CEO of Mare Group**, stated: *"On the day of the Public Offer announcement on 29.99% of Eles S.p.A., the ELES share increased by 26.25%, with record trading volumes exceeding 1.2 million shares. This is a clear sign: there is strong, tangible, and motivated interest in the proposed industrial project. The transaction fits into a strategic path already outlined by Mare Group, which in recent months has involved the acquisition of complementary companies in the defense and aerospace sectors. The strategy pursued by Mare Group goes beyond the acquisition models of the past, aiming to develop complete operational capabilities along well-defined verticals, in order to meet the growing demand for integrated project development, leveraging enabling technologies across the board. In this context, Eles represents an effective extension of expertise in areas where the demand for reliability, traceability, and validation capabilities is intensifying, driven by the evolution of artificial intelligence and high-performance electronic architectures."*

The Transaction is part of a **strategic pathway** launched by Mare Group to help shape an **Italian engineering ecosystem** that is **technologically independent**, able to combine design capabilities, talent attraction, and value creation for stakeholders. On these grounds, Mare Group has initiated one of the fastest and most **structured aggregation and industrial integration** projects, which, in

just the last few months, has included the acquisition of Powerflex, La SIA, I.D.E.A., Rack Peruzzi, and stakes in DBA Group and TradeLab, creating an effective and innovative **growth model**.

Mare Group and Eles can generate **industrial synergies** in the Aerospace & Defense and semiconductor markets, strengthening an **Italian hub** capable of operating on complex electronic systems. The integration of advanced digital platforms (digital twin, data analytics, anomaly detection, predictive maintenance, and system integration) provides a strategic foundation for **joint R&D projects**, including in the field of artificial intelligence applied to semiconductor testing, with access to significant European programs and direct access to relevant markets.

These are the premises for the industrial rationale behind the transaction, whose aim is to **develop a stronger, more dynamic, and more competitive organization**, with greater diversification in terms of business lines, target markets, and end customers.

All of this is designed to deliver greater economic returns for employees, investors, and the Country as a whole.

All details and conditions of the offer are available in the press release pursuant to Article 102 of Legislative Decree no. 58/1998 (TUF) on the website <https://www.maregroup.it/investor-relations>. Further information, including financial data, in accordance with legal and regulatory requirements, will be made public as part of the Offer Document within the timeframe and in the manner set out by the applicable provisions.

This press release is available on the Company's website <https://www.maregroup.it/investor-relations> and on the authorized storage system for regulated information "1INFO" at <https://www.1info.it/>.

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### About the Company

Founded in 2001, Mare Group is an engineering company listed on Euronext Growth Milan, operating with a model based on proprietary technology platforms. With more than 2,000 clients, a team of over 500 people, and 25 operational and commercial locations across 5 countries, Mare Group is a key player in the innovation ecosystem. Significant investments in R&D and the 16 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 strengthen its market presence.

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