

MARE GROUP: BOARD OF DIRECTORS RESOLVES CAPITAL INCREASE IN SERVICE OF THE ELES VOLUNTARY TENDER AND EXCHANGE OFFER THROUGH PARTIAL EXERCISE OF THE AUTHORIZATION PURSUANT TO ART. 2443 OF THE ITALIAN CIVIL CODE

Salerno, June 26, 2025

Mare Group S.p.A. (ticker **MARE.MI**), an engineering company listed on Euronext Growth Milan and active in Italy and abroad in innovation through enabling technologies ("**Mare Group**", the "**Company**" or the "**Group**"), following the press release pursuant to Article 102, paragraph 1 of Legislative Decree 58/1998 ("**TUF**") published on 10 June 2025 ("**Article 102 Notice**"), in relation to the voluntary partial tender and exchange offer ("**Offer**" or "**Eles Offer**") promoted pursuant to and for the purposes of Articles 102 et seq. of Legislative Decree 58/1998 ("**TUF**"), concerning (i) ordinary shares of Eles Semiconductor Equipment S.p.A. ("**Eles**") (ISIN code IT0005373417) admitted to trading on Euronext Growth Milan ("**Ordinary Shares**"), and (ii) the multiple voting shares called "B Shares" of Eles (ISIN code IT0005377467.00) ("**Multiple Voting Shares**"), announces that today the Board of Directors of Mare Group, making partial use of the authorization pursuant to Art. 2443 of the Italian Civil Code granted by the Shareholders' Meeting on 7 March 2025, has resolved the capital increase in service of the Eles Offer.

Specifically, the Board of Directors of Mare Group has resolved a divisible, paid capital increase, also in several tranches, with the exclusion of pre-emptive rights pursuant to Article 2441, paragraph four, first sentence, of the Italian Civil Code, reserved for subscription by those adhering to the Eles Offer and to be paid by way of (and in consideration for) the contribution in kind of the Eles Shares tendered in acceptance of the Eles Offer (the "Capital Increase in Service of the Offer"), for a total of Euro 1,254,106, including share premium (with Euro 82,075 allocated to share capital), through the issuance of up to 328,300 new ordinary Mare Group shares, with no nominal value, carrying regular dividend rights and having the same characteristics as those already in circulation as of the date of issuance, at a subscription price per share of Euro 3.82, of which Euro 3.57 allocated to share premium, to be paid by way of contribution of Ordinary Shares or Multiple Voting Shares of Eles tendered in acceptance of the Offer on the basis of an exchange ratio of 0.05 newly issued ordinary Mare Group shares for each Eles share tendered in acceptance of the Offer.

It should be noted that the number of Mare Group shares to be issued as part of the Capital Increase will depend on the actual level of acceptances collected in the context of the Eles Offer.

It should also be noted that the effectiveness of the Eles Offer (and therefore the execution of the Capital Increase in Service of the Offer) remains subject to the occurrence (or waiver, as the case may be) of the Conditions of the Offer detailed in the Article 102 Notice.

It is highlighted that, for the purposes of evaluating the asset subject to the contribution in kind for the subscription of the Capital Increase in Service of the Offer consisting of Eles shares, EnVent Italia SIM S.p.A. has been appointed as independent expert pursuant to and for the purposes of Articles 2440 and 2343-ter, paragraph 2, letter b) of the Italian Civil Code, also in the interest of Mare Group.

The expert's report, dated 25 June 2025 and referring to 20 June 2025, certifies that the value of the Eles shares subject to the contribution is at least equal to the value attributed to them for the purposes of determining the share capital and any share premium in the context of the Capital Increase in Service of the Offer in Mare Group S.p.A.

In the context of the resolution for the capital increase, the Board of Directors of Mare Group also issued the declaration required by Article 2343-quater, paragraph 3, letters a), b), c), and e) of the Italian Civil Code.

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

About the Company

Founded in 2001, Mare Group is an engineering company listed on Euronext Growth Milan, operating through a model based on proprietary technological platforms. With over 2,000 customers, more than 500 people, and 25 operational and commercial locations in 5 countries, Mare Group is a significant player in the innovation ecosystem. The substantial investments in R&D and 16 acquisitions since 2019, followed by subsequent mergers, demonstrate the Group's ability to integrate complementary resources and technologies to expand its product portfolio and enhance market presence.

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