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Press release pursuant to Articles 36 and 43 of the Issuers' Regulation

MARE GROUP: INCREASE OF THE CONSIDERATION OF THE VOLUNTARY PUBLIC TENDER OFFER LAUNCHED BY MARE GROUP FOR ALL THE ELES SHARES

Salerno, October 23, 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**" or the "**Company**"), with reference to the voluntary public tender offer (the "**Mare Group Shares Offer**") for all the shares of Eles Semiconductor Equipment S.p.A. ("**Eles**" or the "**Issuer**"), announced by means of a press release published on 6 October 2025 pursuant to Article 102 of Legislative Decree No. 58/1998 (the "**Consolidated Financial Act**" or "**CFA**") and Article 37 of Consob Regulation No. 11971/1999 (the "**Issuers' Regulation**" and the "**102 Notice**"), announces, pursuant to Articles 36 and 43 of the Issuers' Regulation and as an integration to the 102 Notice, the following.

Today, the Board of Directors of the Company, noting that Xenon AIFM S.A., in its capacity as manager of Xenon Private Equity VIII SCA SICAV-RAIF ("**Xenon**"), announced its decision to launch a voluntary public tender offer for all the ordinary shares of Eles (the "**Xenon Shares Offer**") at a consideration of Euro 2.60 for each Eles ordinary share tendered to the Xenon Shares Offer (the "**Xenon Shares Consideration**"), resolved to increase the per-share consideration of the Mare Group Shares Offer, originally equal to Euro 2.25, to Euro 2.61 (the "**New Consideration**").

Consequently, the New Consideration of Euro 2.61 includes a premium of 17.4% over the official price per Eles ordinary share recorded on Euronext Growth Milan on the trading day prior to the publication date of the 102 Notice (i.e., 3 October 2025) (the "**Reference Date**"), equal to Euro 2.223.

The table below compares the New Consideration with the volume-weighted average of the official prices of Eles ordinary shares traded on Euronext Growth Milan over each of the 1, 3, 6 and 12 months preceding the Reference Date.

Reference period	Volume-weighted average price (Euro per Share)	Difference between the New Consideration and the volume-weighted average price (as % of the volume-weighted average price)
1 month before the Reference Date	2,218	17,7%
3 months before the Reference Date	2,198	18,8%
6 months before the Reference Date	2,033	28,4%
12 months before the Reference Date	1,851	41,0%

Source: Bloomberg, October 3, 2025

The maximum aggregate disbursement of the Mare Group Shares Offer, in light of the New Consideration (Euro 2.61) and taking into account the maximum number of Eles shares subject to the Mare Group Shares Offer as indicated in the 102 Notice, will be up to Euro 40,544,656.11. In addition to what is already indicated in the 102 Notice, Mare Group confirms that it is able to meet the financial coverage for payment of the New Consideration partly through recourse to financial indebtedness and, for the remainder, through its own funds.

Further information on the New Consideration and the related determination criteria, as well as on the means of financing the Mare Group Shares Offer, will be provided in the offer document which will be published, pursuant to Article 102 of the CFA, within the terms and in the manner provided for by applicable regulations.

In addition, as communicated by a specific press release issued today, the Board of Directors, noting the voluntary tender offer launched by Xenon for all the Warrants (the **"Xenon Warrants Offer"**) at a consideration of Euro 0.20 for each Warrant tendered to the Xenon Warrants Offer (the **"Xenon Warrants Consideration"**), also resolved to increase the per-unit consideration of the voluntary tender offer on all Eles warrants promoted by Mare Group itself (the **"Mare Group Warrants Offer"**) and, together with the Mare Group Shares Offer, the **"Mare Group Offers"**), originally equal to Euro 0.025, to Euro 0.205, as well as to extend its tender period.

For further information on the amendments to the Mare Group Warrants Offer, please refer to the press release titled *"Mare Group: increase of the consideration and extension of the tender period for the offer launched by Mare Group on Eles warrants"*, published today and available, inter alia, on Mare Group's website at www.maregroup.it, section *"Investor Relations"*.

These decisions confirm Mare Group as a long-term Italian industrial investor in Eles and its intention to preserve the stake currently held in Eles' share capital in order to enhance the investment made.

This press release must be read together with the 102 Notice, available on Mare Group's website at www.maregroup.it. Except as indicated herein with reference to the New Consideration, all other terms and conditions of the Offer indicated in the 102 Notice remain unchanged.

Finally, with regard to persons who accepted the voluntary partial tender and exchange offer launched by Mare Group on 4 July 2025 concerning Eles ordinary shares and multiple-voting shares (the **"Mare Group Partial Offer"**), they will be granted a cash amount equal to the difference between the reference consideration of the Mare Group Partial Offer and the New Consideration, after the payment date of the Mare Group Warrants Offer or the payment date of the Mare Group Shares Offer, in the event of a successful outcome of either of the Mare Group Offers.

This communication does not constitute and is not intended to constitute an offer, invitation, or solicitation to purchase or otherwise acquire, subscribe for, sell, or otherwise dispose of financial instruments, and no sale, issuance, or transfer of financial instruments of Eles or Mare Group will be made in any country in violation of applicable laws.

The Mare Group Shares Offer will be carried out by means of the publication of the relevant offer document. The offer document will contain the full description of the terms and conditions of the Mare Group Shares Offer, including the procedures for tendering. The publication or dissemination of this communication in countries other than Italy may be subject to restrictions under applicable law and, therefore, any person subject to the laws of any country other than Italy must independently obtain information on any restrictions provided for by applicable legal and regulatory provisions and ensure compliance with them. Any failure to observe such restrictions may constitute a violation of the applicable laws of the relevant country. To the maximum extent permitted by applicable law, the parties involved in the Mare Group Shares Offer shall be deemed exempt from any liability or adverse consequence arising from the breach of the above restrictions by such interested parties. This communication has been prepared in accordance with Italian law and the information disclosed herein may differ from that which would have been disclosed had the communication been prepared in accordance with the laws of countries other than Italy.

No copy of this communication or any other document relating to the Mare Group Shares Offer will be, nor may it be, sent by mail or otherwise transmitted or distributed in or from any country where the provisions of local law may create civil, criminal, or regulatory risks where information concerning the Mare Group Shares Offer is transmitted or made available to shareholders of Eles or Mare Group in such country or in other countries where such conduct would constitute a violation of the laws of such country, and any person who

receives such documents (including as custodian, trustee, or nominee) must not mail, transmit, or distribute them into or from any such country.

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

Mare Group

Founded in 2001, Mare Group is an Italian High-Tech Engineering Hub operating in the strategic sectors of Aerospace & Defense, Industry, Critical Infrastructure, and the Twin Transition. Listed on Euronext Growth Milan, it operates with an asset-light model based on proprietary platforms. With over 2,000 clients, more than 30 research projects completed with Italian and international universities, 500 people, and 24 operational and commercial sites in 5 countries, Mare Group has completed 16 acquisitions since 2019, establishing itself as one of the main innovation aggregators in Italy and Europe.

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