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VOLUNTARY TENDER OFFER LAUNCHED BY MARE GROUP FOR ALL SHARES OF ELES

MARE GROUP REQUESTS SHAREHOLDERS' MEETING OF ELES TO EXPAND THE BOARD OF DIRECTORS WITH INDEPENDENT MEMBERS

Salerno, December 8, 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 "**Offeror**"), announces that today it submitted to Eles Semiconductor Equipment S.p.A. ("**Eles**" or the "**Issuer**") a request to convene an ordinary shareholders' meeting of Eles pursuant to Article 2367 of the Italian Civil Code to discuss and resolve on the following item on the agenda:

1. Increase in the number of members of the Board of Directors from 6 (six) to 9 (nine).
 - 1.1. Redetermination of the number of members of the Board of Directors;
 - 1.2. Appointment of three directors meeting the independence requirements set out in the applicable legislation and in the by-laws;
 - 1.3. Determination of their term of office;
 - 1.4. Determination of their remuneration.

In this phase, characterised by the coexistence of two opposing public tender offers, the initiative is motivated by the assessments expressed by Mare Group regarding the completeness and intelligibility for the market of the information provided by the Issuer, also considering the particular composition of the Board of Directors and the roles held by some of its members, who are acting in concert with respect to the offers and potentially exposed to conflicts of interest.

In this regard, according to Mare Group, the presence on the Board of three additional independent directors, in addition to those already in office – with the consequent formation of an executive body composed predominantly of independent members – may contribute to:

- promoting impartiality and transparency in information and decision-making processes in relation to the ongoing public tender offers and the related communications addressed to tendering shareholders and to the market;
- fostering a more structured discussion on Eles's medium to long-term industrial prospects, also in light of the different scenarios that may emerge following the offers;
- improving the quality and traceability of the analyses underlying the opinions addressed to shareholders and to the market, including with reference to the clarity of the valuation criteria used by independent experts and their summary representation to the public;
- strengthening the role and responsibility of independent directors in overseeing the decision-making processes behind any extraordinary transactions that could significantly affect the interests of both majority and minority shareholders.

Ahead of the shareholders' meeting, Mare Group announces that it will submit its own slate composed of candidates meeting the independence requirements set out in the applicable legislation and in the Issuer's by-laws, and possessing high professional standing, suitable to perform their role in the interest of the entire shareholder base, with a view to constructive dialogue with all stakeholders of Eles and in full respect of the roles and prerogatives of the Issuer's corporate bodies, an objective of particular importance in the period currently faced by the Issuer.

Please see the offer document approved by Consob by resolution No. 23766 of 26 November 2025 and published on 27 November 2025 (the "**Offer Document**") for a detailed description of all the terms and conditions of the Offer.

The Offer Document is made available to the public for consultation at: (i) the registered office of the Offeror at Via Ex Aeroporto s.n.c. c/o Consorzio Il Sole, Lotto XI – 80038 Pomigliano d'Arco (NA); (ii) the office of the intermediary responsible for coordinating the collection of acceptances, Intermonte SIM S.p.A., in Milan, Galleria De Cristoforis No. 7/8; (iii) the registered office of the appointed intermediaries; (iv) Mare Group's website <https://www.maregroup.it/investor-relations>; and (v) the website of the global information agent Sodali & Co S.p.A. at <https://transactions.sodali.com/>.

Sodali & Co S.p.A., with registered office in Rome, Via XXIV Maggio 43, has been appointed by the Offeror as global information agent (the "Global Information Agent") in order to provide information on the Offer to all shareholders of the Issuer. For this purpose, the following information channels have been made available by the Global Information Agent: dedicated email account: opa.eles@investor.sodali.com; toll-free number: 800 137 242 (from landlines in Italy); direct line: +39 06 85870130 (from landlines, mobile phones and from abroad); and WhatsApp number: +39 340 4029760. These channels will be active from Monday to Friday from 9:00 a.m. to 6:00 p.m. (Central European Time). The reference website of the Global Information Agent is <https://transactions.sodali.com/>.

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 Offer is 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 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 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 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, Mare Group 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, consolidating its position as one of the main aggregators of innovation in Italy and Europe.

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