

## MARE GROUP: ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF FEBRUARY 5, 2026

- Approved increase in the number of members of the Board of Directors from five to seven through the appointment of two new directors and determination of the related remuneration
- Approved amendments to Articles 3 and 16 of the Company's bylaws
- Granted a new delegation to the Board of Directors pursuant to Article 2443 of the Italian Civil Code

Salerno, February 5, 2026

**Mare Group S.p.A.** (ticker **MARE.MI**), a high-technology engineering company listed on Euronext Growth Milan and operating in Italy and abroad in innovation through enabling technologies ("**Mare Group**" or the "**Company**"), announces that today, upon first call, the Company's Shareholders' Meeting was held in ordinary and extraordinary session and, by a large majority, resolved on: (i) increasing the number of members of the Board of Directors from five to seven, and consequently appointing two new members; (ii) amending Articles 3 and 16 of the Company's bylaws; and (iii) granting a new delegation to the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, to increase the share capital, following the revocation of the delegation granted by the Shareholders' Meeting on 7 March 2025 for the unused portion.

### Increase in the number of members of the Board of Directors from 5 (five) to 7 (seven)

The Shareholders' Meeting, in ordinary session, resolved to increase the number of members of the Board of Directors from 5 (five) to 7 (seven) members.

In this regard, it should be noted that this increase was also necessary in light of the commitments undertaken by the Company under the agreements relating to the acquisition of the controlling interest in La SIA S.p.A. ("La SIA"), completed on 30 May 2025, which provide, among other things, for the entry into the Board of Directors of Maurizio Ciardi, formerly Chairman of the Board and Chief Executive Officer of La SIA prior to the acquisition and subsequent merger by incorporation into Mare Group.

Furthermore, in order to ensure the proper functioning of the management body and to avoid potential decision-making deadlocks, the appointment of an additional member of the Board of Directors was also resolved.

As a result of the above resolution, the Shareholders' Meeting appointed Maurizio Ciardi and Valerio Griffa as new members of the Board of Directors. Their curricula vitae are available on the Company's website at <https://www.maregroup.it/investor-relations> under the section "Governance/Shareholders' Meetings". The appointment of the new directors is effective as of today and will remain in office until the natural expiry of the current Board of Directors and, therefore, until the date of the Shareholders' Meeting convened to approve the financial statements for the financial year ended 31 December 2026.

It is noted that, based on the information available to the Company, as of today Maurizio Ciardi holds, through the controlled company CSE Holding S.r.l., no. 1,024,000 Mare Group shares, equal to 5.30% of the related share capital, while Valerio Griffa holds no. 1,792,133 Mare Group shares, equal to 9.27% of the related share capital.

The Shareholders' Meeting also resolved to increase the total annual gross remuneration allocated to the Board of Directors pursuant to Article 2389, paragraph 3, of the Italian Civil Code and the Company's bylaws, setting it at a total of Euro 775,000.00, compared to the previous Euro 725,000.00.

### Amendments to Articles 3 and 16 of the Company's bylaws

In extraordinary session, the Shareholders' Meeting approved certain amendments to Articles 3 and 16 of the Company's bylaws.

Specifically, with reference to Article 3, the Shareholders' Meeting resolved to update the corporate purpose in order to describe more precisely and comprehensively the industrial, commercial and service activities actually carried out by the Company and by the group headed by it (the "**Group**"), also taking into account the recent mergers by incorporation of La SIA and Powerflex S.r.l. into Mare Group.

These amendments are purely declaratory and descriptive in nature and are intended to formally align the bylaws with the Group's existing operating scope, without resulting in any change to the corporate activity or the strategic guidelines already pursued.

The amendments made to Article 16 of the Company's bylaws are instead aimed at regulating the possibility that attendance by entitled persons may also occur exclusively by means of telecommunications ensuring their identification, even in the absence of the indication of a physical place where the meeting is held.

It is recalled that the approved bylaw amendments do not grant withdrawal rights pursuant to Article 2437, paragraph 1, letter a) of the Italian Civil Code.

### **Granting to the Board of Directors of a delegation pursuant to Article 2443 of the Italian Civil Code**

The extraordinary Shareholders' Meeting resolved to grant a new delegation to the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, to increase the share capital, in one or more tranches and on a divisible or indivisible basis, with or without warrants, by and no later than 5 February 2031, for a maximum nominal amount of Euro 2,500,000 plus share premium, through the issuance of up to no. 10,000,000 new ordinary shares, in compliance with pre-emptive rights pursuant to Article 2441 of the Italian Civil Code, or also with the exclusion of pre-emptive rights pursuant to Article 2441, paragraph 4, first period, 5 and/or 8 of the Italian Civil Code and/or pursuant to Article 2349 of the Italian Civil Code, and/or in service of one or more incentive plans based on financial instruments, also with the exclusion of pre-emptive rights pursuant to Article 2441, paragraphs 4, 5, 6 and/or 8 of the Italian Civil Code, as well as pursuant to Article 2349 of the Italian Civil Code (the "**New Delegation**"), following the revocation, for the unused portion, of the delegation to the Board of Directors pursuant to Article 2443 of the Italian Civil Code granted on 7 March 2025.

It is recalled that the New Delegation is intended, also in light of the partial use of the previously granted delegation, to provide the Board of Directors with a flexible instrument that may be exercised through procedures that are not particularly complex, in order to seize the most favourable conditions for carrying out potential extraordinary transactions.

For further information on the criteria for exercising the delegation and those for determining the issue price by the Board of Directors, please refer to the Explanatory Report available on the Company's website <https://www.maregroup.it/investor-relations> under the section "Governance/Shareholders' Meetings".

\*\*\*

It is hereby announced that the minutes of the Shareholders' Meeting and the summary report on voting will be made available to the public within the terms and in the manner provided for by applicable regulations at the registered office and on the Issuer's website <https://www.maregroup.it/>, under the section "Governance/Shareholders' Meetings".

\*\*\*

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

### **Contact Info**

#### **Company: 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](mailto: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](mailto:maregroup@illimity.com)

#### **Investor & Media Relations Advisor: IRTOP Consulting**

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

#### **Specialist: MIT SIM S.p.A.**

Corso Venezia 16, 20121 Milano  
T. +39 0230561270 – E-mail [investor.relations@mitsim.it](mailto:investor.relations@mitsim.it)