

# MARE GROUP: RESOLUTIONS OF THE BOARD OF DIRECTORS OF 11 MAY 2026

- Launch of the share buy-back and disposal programme
- Achievement of the 2025 targets of the 2024-2027 and 2025-2027 Stock Option and Stock Grant Plans confirmed
- Independence requirements of directors Valeria Conti and Francesco Grillo verified

Salerno, 11 May 2026

**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**"), announces the main resolutions adopted by the Board of Directors which met today.

## Launch of the share buy-back and disposal programme

Pursuant to the authorisation granted by the Shareholders' Meeting on 30 April 2026 and in accordance with the combined provisions of Articles 2357 and 2357-ter of the Italian Civil Code, Article 132 of Italian Legislative Decree no. 58/1998 and Article 5 of Regulation (EU) no. 596/2014, the Board of Directors resolved to launch the share buy-back and disposal programme.

The characteristics of the Programme, in accordance with the resolutions adopted by the Shareholders' Meeting of 30 April 2026 and by the Board of Directors today, are as follows:

- the authorisation to buy back shares has been granted for a period of 18 months from the date of approval by the Shareholders' Meeting, while the authorisation to dispose of treasury shares is not subject to time limits;
- the buy-backs will concern Mare Group S.p.A. shares for a maximum number of 3,867,050;
- the buy-back of treasury shares may take place at a unit price that does not deviate, upwards or downwards, by more than 20% from the reference price recorded by the share in the trading session preceding each individual transaction;
- the buy-back shall be carried out within the limits of distributable profits and/or available reserves resulting from the last duly approved financial statements at the time of execution of the transaction;
- the buy-back shall be carried out in compliance with the principle of equal treatment of shareholders;
- repeated and successive sales (or other acts of disposal) of treasury shares may be carried out on a revolving basis without time limits, also for fractions of the quantity indicated above, by means of cash transactions on and/or off the Borsa Italiana S.p.A. market.

The Programme, in line with the provisions of the shareholders' resolution of 30 April 2026, serves to:

- Liquidity support: intervene, through authorised intermediaries, to support the regularity of trading and prevent anomalous movements in share prices inconsistent with the Company's fundamentals, thereby pursuing an orderly management of the market;
- Strategic Transactions (Share Pool): build a portfolio of treasury shares to be used as consideration in any extraordinary finance transactions, share swaps, exchanges or contributions consistent with the Group's growth and internationalisation guidelines;
- Incentive Plans: meet the obligations arising from *stock option* or *stock grant* plans already approved or to be approved, intended for employees, collaborators or directors, fostering the alignment of management interests with those of shareholders over the long term.

As of today, the Company holds 59,562 treasury shares.

The share buy-back programme will be coordinated by MIT SIM S.p.A., as the authorised intermediary that will carry out the buy-backs in full independence and in compliance with the constraints set by applicable regulations and accepted market practices established by the competent authorities (where applicable).

Any subsequent amendments to the aforementioned Programme will be promptly disclosed by the Company to the public, in the manner and within the timeframes provided for by applicable regulations.

## Verification of the achievement of the 2025 performance targets of the Stock Option and Stock Grant Plans

Considering the Group's growth through external lines, the extraordinary transactions completed during 2025 and the transition to IFRS accounting standards, the Board of Directors approved interpretative and methodological criteria providing for the use of pro-forma adjusted consolidated data deemed more representative of the actual industrial and economic dimension of the Group.

Based on such criteria, the Board of Directors confirmed, with reference to the 2025 financial year: the achievement of the Performance Targets of the 2024-2027 Stock Option and Stock Grant Plans in the maximum percentage envisaged, equal to 33%; the achievement of the Performance Targets of the 2025-2027 Stock Option and Stock Grant Plans.

The Plan regulations are available on the Company's website, Investor Relations / Governance / Corporate Documents section.

## Verification of the independence requirements of non-executive directors

Pursuant to Article 6-bis of the Euronext Growth Milan Issuers' Regulation, based on the declarations made by the parties concerned and on the quantitative and qualitative criteria for assessing the materiality of potentially relevant relationships defined by the Board on 21 May 2024, the Board of Directors verified the existence of the independence requirements in respect of directors Valeria Conti and Francesco Grillo.

## Substitution as lead party in a temporary association of companies

The Board of Directors granted director Maurizio Ciardi, former Chief Executive Officer of La SIA, the powers necessary to sign the deeds relating to the reconstitution of a temporary association of companies in which Mare Group, as lead party, replaces La SIA for the continuation of a multi-year framework agreement of significant value. The substitution follows the merger by incorporation of La SIA into Mare Group, completed in December 2025, and is part of the process of operational value enhancement of the multi-year contracts integrated into the Group's perimeter.

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

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## Mare Group

Founded in 2001, Mare Group is an Italian Hi-Tech Engineering Hub operating in strategic sectors such as Aerospace & Defence, Industry, Critical Infrastructures and Twin Transition, serving over 2,000 clients. Listed on Euronext Growth Milan, the Group operates through an asset-light model based on proprietary platforms, thanks to over 700 people, 35 offices in 5 countries and the experience of more than 30 research projects completed with Italian and foreign Universities. The 19 acquisitions and subsequent integrations carried out since 2019 make Mare Group one of the main aggregators of innovation in Italy and Europe.

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