MARE GROUP: UPDATE ON EXTRAORDINARY TRANSACTIONS

TWO RESERVED CAPITAL INCREASES OF €3.0 MILLION EACH AT €5.60 PER SHARE

CTMAVIO: CLOSING EXPECTED ON 30 SEPTEMBER 2026

ACQUISITION OF 40% OF WORKGROUP FROM WGS EXPECTED ON 5 OCTOBER 2026: MARE GROUP TO 95%

METRIKS AI: VALIDITY OF THE BINDING AGREEMENT EXTENDED TO 15 NOVEMBER 2026

Salerno, 28 September 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 proprietary platforms ("**Mare Group**" or the "**Company**"), announces that today the Board of Directors, meeting in notarial form, resolved, in partial exercise of the authority granted by the Extraordinary Shareholders' Meeting of 5 February 2026 pursuant to Article 2443 of the Italian Civil Code, two paid, indivisible capital increases, excluding pre-emption rights pursuant to Article 2441, paragraph 4, first sentence, of the Italian Civil Code, to be paid up through contributions in kind, to serve the transactions concerning CTMAVIO S.r.l. ("**CTMAVIO**") and Workgroup S.r.l. ("**Workgroup**").

Capital increases

The first increase, reserved to CTM S.r.l. ("**CTM**"), amounts to a maximum of €3.0 million, including share premium, through the issue of a maximum of 535,714 new Mare Group ordinary shares at a price of €5.60 per share, to be paid up through the contribution in kind of a quota in CTMAVIO (the "**Quota B**"). The shares issued to CTM are subject to a 24-month lock-up, as announced on 24 July 2026.

The second increase, reserved to WGS S.r.l. ("**WGS**"), amounts to a maximum of €3.0 million, including share premium, through the issue of a maximum of 535,714 new Mare Group ordinary shares at a price of €5.60 per share, to be paid up through the contribution in kind of a quota equal to 15.18% of Workgroup's share capital. The shares issued to WGS are also subject to a 24-month lock-up.

The Board of Directors consequently amended Article 6 of the By-laws.

CTMAVIO

The closing of the acquisition of 100% of the share capital of CTMAVIO, announced on 24 July 2026, is scheduled for 30 September 2026, ahead of the 15 November 2026 deadline indicated at the time of the announcement, following the notice from the Presidency of the Council of Ministers of the non-exercise of the special powers under the Golden Power rules.

The consideration, equal to €9.0 million, consists of €6.0 million in cash, of which €4.0 million paid at closing and €2.0 million deposited in an escrow account, released over 24 months according to the contractual terms, and €3.0 million in new Mare Group shares, arising from the capital increase reserved to CTM.

With five plants in Italy, CTMAVIO designs and produces precision components, tooling and structures in metal and composite materials for aeronautical, engine and remotely piloted (UAV) systems applications, following the entire production cycle: from design and industrialisation to production, surface treatments, assembly, maintenance and quality control, in support of the Aeronautics, Space and Defence sectors.

CTMAVIO was established on 29 December 2025 through the contribution of the aerospace business unit of CTM and has not yet completed its first financial year. Therefore, the 2025 economic figures of the contributing company CTM are reported: production value of €8.3 million and EBITDA of €3.2 million. The contribution was carried out with a substantially nil net financial position. As at 30 June 2026, CTMAVIO's NFP is positive by approximately €0.1 million (net cash).

Workgroup

On 5 October 2026 Mare Group will proceed, as provided for in the original schedule, with the acquisition from WGS of 40% of Workgroup's share capital, increasing its stake from 55% to 95%. The consideration payable to WGS amounts to €7.9 million, of which €3.0 million in Mare

Group shares arising from the capital increase reserved to WGS, paid up through the contribution of 15.18% of Workgroup, and €4.9 million in cash, of which €2.5 million to be paid by 31 December 2026 and €2.4 million deferred to 2027.

Metriks AI

With reference to the sale of 100% of Workgroup to Metriks AI S.p.A. ("**Metriks AI**"), announced on 29 July 2026, the Board of Directors agreed to extend the validity of the binding agreement from 30 September to 15 November 2026. The extension was deemed appropriate in light of the progress of the activities preparatory to the completion of the transaction. At the closing of the sale, Mare Group will transfer to Metriks AI the 95% interest in Workgroup's share capital, while WGS will transfer the remaining 5%. For the sale of 95% of Workgroup to Metriks AI, Mare Group will receive a consideration of €18.9 million, consisting of: €7.0 million in cash to be paid at the Closing; €1.0 million in newly issued Metriks AI shares, valued at €4.50 per share; €10.9 million in Metriks AI Convertible Bonds, maturing on 30 June 2028 and with a value at maturity of €11.0 million; at maturity the Convertible Bonds will be converted into newly issued Metriks AI shares or redeemed in cash, in accordance with the terms set out in the agreements. The following are also provided for: an adjustment of the cash consideration, euro for euro, based on the difference between the estimated NFP and the actual NFP at the Closing date; a price adjustment in the event that the economic results expected for 2026 are not achieved (EBITDA of €2.9 million and NFP of €2.0 million) or that, in 2027, the results expected for 2026 are not maintained; an earn-out of up to €3.0 million in Metriks AI shares if the expected economic results are exceeded.

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

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Mare Group

With a history that began in 2001, Mare Group is a High-Technology Engineering company operating in strategic sectors such as Aerospace & Defence, Industry & Transportation, Critical Infrastructure and Building. Listed on Euronext Growth Milan, the company operates as an industrial platform built on proprietary technologies and platforms, thanks to more than 700 people, 35 offices in 5 countries and the experience of more than 30 research projects completed with Italian and foreign universities. The numerous acquisitions and subsequent integrations carried out since 2019 make Mare Group one of the leading independent players in innovative engineering, in Italy and Europe.

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