

MARE GROUP: REGISTRATION OF THE RESOLUTION OF THE EXTRAORDINARY SHAREHOLDERS' MEETING OF 20 OCTOBER 2026

TERMS AND CONDITIONS FOR THE EXERCISE OF THE WITHDRAWAL RIGHT

Salerno, 22 October 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 on 21 October 2026 (the "**Registration Date**") the Naples Companies' Register registered the resolution by which the extraordinary shareholders' meeting held on 20 October 2026 (the "**Extraordinary Shareholders' Meeting**") approved, among other things, the introduction of enhanced voting rights and the consequent amendment of Articles 6, 13 and 18 of the Articles of Association and the introduction of Articles 6-*bis* and 6-*ter* into the Articles of Association.

The minutes of the Extraordinary Shareholders' Meeting and the summary report of the votes are available to the public at the registered office, on the Company's website <https://www.maregroup.it>, in the "Governance > Shareholders' Meetings" section, and on the Borsa Italiana website.

Since the approval of this resolution entitles shareholders to exercise the withdrawal right pursuant to Article 2437 of the Italian Civil Code, the shareholders of Mare Group who did not concur in the resolution (meaning the shareholders who: (i) did not attend the Extraordinary Shareholders' Meeting; (ii) voted against the proposed resolution; or (iii) abstained from voting on it, the "**Entitled Shareholders**") may exercise the withdrawal right pursuant to and for the purposes of Article 2437, paragraph 1, letter g) of the Italian Civil Code (the "**Withdrawal Right**").

The main terms and conditions for exercising the Withdrawal Right were set out in the explanatory report of the Board of Directors of Mare Group on the liquidation value of the Company's shares in the event of withdrawal pursuant to Article 2437-*ter* of the Italian Civil Code (the "**Explanatory Report**"), made available to the public on 18 September 2026 at the registered office, on the Company's website at <https://www.maregroup.it>, in the "Governance > Shareholders' Meetings" section, and on the Borsa Italiana website.

The liquidation value of the ordinary shares of Mare Group that may be subject to withdrawal was determined by the Board of Directors, having heard the opinion of the Board of Statutory Auditors and of the entity entrusted with the statutory audit of the Company, at Euro 4.06 per share. For further information on the liquidation value of the shares subject to withdrawal, reference is made to the Explanatory Report of the Board of Directors made available to shareholders, together with the opinions issued by the Board of Statutory Auditors and by the auditing firm Deloitte & Touche S.p.A., in the manner and within the terms provided for by applicable regulations, on the Company's website at <https://www.maregroup.it>, in the "Governance > Shareholders' Meetings" section, and on the Borsa Italiana website.

Pursuant to Article 2437-*bis*, paragraph 1, of the Italian Civil Code, the Withdrawal Right may be exercised by the Entitled Shareholders, for all or part of the shares held, by means of a written notice, to be sent mandatorily by registered letter within 15 (fifteen) calendar days from the Registration Date – and therefore no later than 5 November 2026 (the "**Forfeiture Deadline**") – to the Company at the following address: Mare Engineering Group S.p.A., Via Ex Aeroporto s.n.c., c/o Consorzio Il Sole – Lotto XI, 80038 Pomigliano d'Arco (NA), with the subject "Comunicazione di Recesso" (the "**Withdrawal Notice**"). However, to expedite the withdrawal procedure, where possible (and in order to facilitate the rights of the withdrawing shareholders), those entitled are recommended to send the Withdrawal Notice in advance by certified e-mail (PEC) to maregroup@pec.it and by ordinary e-mail to info@maregroup.it. Such sending cannot be considered a substitute for the methods prescribed by law and, therefore, regardless of it, the Withdrawal Notice – in order to be valid – must be sent to the Company by registered letter. The Withdrawal Notice may be sent in the manner described above using the relevant form, available on the Company's website at <https://www.maregroup.it>, in the "Governance > Shareholders' Meetings" section, as well as on the Borsa Italiana website.

On pain of inadmissibility, the Withdrawal Notice must indicate:

- the personal details, tax code and domicile (and, where possible, a telephone number and an e-mail address) for communications relating to the procedure;
- the number of shares for which the withdrawal right is exercised;
- the details and coordinates of the withdrawing shareholder's bank account to which the liquidation value of the shares is to be credited; and

- the intermediary with which the account holding the shares for which the withdrawal right is exercised is maintained, together with the details of that account.

As the Company's shares are dematerialised, entitlement to exercise the withdrawal right pursuant to Article 2437 of the Italian Civil Code is certified by a communication to be sent by the intermediary to the Company, pursuant to Article 43 of the Consob and Bank of Italy Single Provision on post-trading of 13 August 2018 which governs, among other things, centralised management activities (the **"Single Provision"**). Therefore, the Company's shareholders who intend to exercise the withdrawal right must ask their intermediary, on pain of inadmissibility of the Withdrawal Notice, to send that communication to the Company, at the address indicated above, by the Forfeiture Deadline.

The intermediary's communication must certify:

- the uninterrupted ownership by the withdrawing shareholder, from the date of the Extraordinary Shareholders' Meeting until the date on which the withdrawal right is exercised or, if later, until the date on which the communication is issued, of the Company's shares for which the withdrawal right is exercised; and
- the absence of any pledge or other encumbrance on the Company's shares for which the withdrawal right is exercised. Where the Company's shares for which the withdrawal right is exercised are subject to any encumbrance, the withdrawing shareholder must also send to the Company, at the address indicated above, by the Forfeiture Deadline, a specific declaration by the pledgee, or by the party in whose favour another encumbrance on the shares exists, by which that party gives its irrevocable consent to the liquidation of the shares subject to withdrawal in accordance with the instructions of the withdrawing shareholder, on pain of inadmissibility of the Withdrawal Notice.

Withdrawal Notices sent after the Forfeiture Deadline, or lacking the necessary information, or not accompanied in due time by the related declarations referred to above, will be inadmissible and, in any case, ineffective. Withdrawing shareholders guarantee the accuracy of the information contained in the Withdrawal Notices they respectively send and are responsible for sending them by the Forfeiture Deadline for the valid exercise of the withdrawal right, it being understood that the Company assumes no responsibility in this regard.

As provided for by Article 2437-bis of the Italian Civil Code and by the applicable regulations, the shares covered by the communication referred to in Article 43 of the Single Provision (i.e., the shares for which the withdrawal right is exercised by the entitled shareholder) may not be transferred. Therefore, those shares will be made unavailable by the intermediary itself until they are liquidated, it being understood that until that date the withdrawing shareholder will be authorised to exercise the voting right attached to those shares.

It is recalled that the amendments to the Articles of Association in question and, therefore, the introduction of enhanced voting rights are subject to the condition subsequent that the amount to be paid to those who have exercised the withdrawal right exceeds Euro 250,000.00 (two hundred and fifty thousand/00) (the **"Maximum Outlay"** and the **"Condition Subsequent"**).

For the sake of clarity, the Maximum Outlay refers to the amount that the Company would be required to pay to the withdrawing shareholders as reimbursement for their shares pursuant to Article 2437-*quater*, paragraph 5, of the Italian Civil Code, if not all the shares for which the Withdrawal Right has been exercised are first purchased by the other shareholders following the option and pre-emption offer or placed with third parties pursuant to Article 2437-*quater* of the Italian Civil Code and, therefore, it shall be calculated net of any amount that may be borne by the Company following such procedures.

The Condition Subsequent, being set in the exclusive interest of the Company, may be waived by the Company's Board of Directors within 30 days from the verification that it has been fulfilled.

Without prejudice to all of the above, if one or more Entitled Shareholders exercise the Withdrawal Right, the liquidation procedure for the shares subject to withdrawal will take place in accordance with Article 2437-*quater* of the Italian Civil Code, according to which:

- the ordinary shares for which the withdrawal right has been exercised will be offered as an option to the other shareholders who have not exercised the withdrawal right, in proportion to the shares respectively held by them (the **"Option Offer"**). Pursuant to Article 2437-*quater*, paragraph 2, of the Italian Civil Code, a period of not less than 30 days from the date of filing of the Option Offer with the competent Companies' Register will be granted.
- The Company will announce in due time the terms and conditions for accepting the Option Offer and further information relating to it by means of specific press releases made available on the website at www.maregroup.it, as well as through the notice of the Option Offer that will be filed with the competent Companies' Register in accordance with the law. The notice will be made public in the manner and within the terms provided for by applicable regulations. The option purchase rights relating to the shares will not be tradable on Euronext Growth Milan. In addition, Mare Group shareholders who exercise the option right in the Option Offer, provided they make a simultaneous request, will also have a pre-emption right to purchase the shares that remain unopted. If the number of Mare Group shares for which pre-emption is requested exceeds the number of Mare Group shares remaining unopted following the Option Offer, they will be allotted

among all applicants in proportion to the number of shares held; if any shares remain after allotment on the basis of the whole quotient, the remaining shares will be allotted according to the largest remainder method.

In this regard, the Company specifies that the Option Offer will not constitute an offer of financial instruments in any other country in which the Option Offer is not permitted without a specific authorisation in accordance with applicable regulations, or by way of exemption from them. Shareholders not resident in Italy are therefore advised to seek specific advice on the matter before taking any action;

- if the shareholders do not purchase, in whole or in part, the shares for which the withdrawal right has been exercised, the Company's directors may place them with third parties pursuant to Article 2437-*quater*, paragraph 4, of the Italian Civil Code; and
- if the shares are not placed as described above within 180 days from the sending of the withdrawal notice, the remaining shares of the withdrawing shareholders will be reimbursed to them, pursuant to Article 2437-*quater*, paragraph 5, of the Italian Civil Code, through their purchase by the Company using available reserves, also by way of derogation from Article 2357, paragraph 3, of the Italian Civil Code.

With regard to the procedure for the liquidation of the shares subject to withdrawal pursuant to Article 2437-*ter* of the Italian Civil Code, reference is made to the Explanatory Report. Further details will be provided by Mare Group in due time by means of specific press releases published on its website and on the authorised storage and dissemination system for regulated information "1INFO".

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/>.

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, over 30 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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