1INFO DIGITAL SIGN

PRESS RELEASE

MARE GROUP: BINDING PROPOSAL FROM DEEP VALUE CLUB FOR A CAPITAL INCREASE OF UP TO €21 MILLION

- €5.0 MILLION AT €5.40 PER SHARE BY 31 DECEMBER 2026
- PREMIUM OF APPROXIMATELY 7% ON THE CLOSING PRICE OF 16 NOVEMBER 2026
- UP TO €16 MILLION AT €6.00 PER SHARE BY JUNE 2027

EXTRAORDINARY SHAREHOLDERS' MEETING CONVENED FOR 18 DECEMBER 2026

Salerno, 16 November 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: (i) accepted the irrevocable and binding investment proposal received today from Deep Value Club S.p.A. ("**DVC**"), already an indirect shareholder of Mare Group with 7.03% of the share capital through DVC2 S.r.l., for a total amount of up to approximately €21.2 million (the "**Transaction**"), and (ii) resolved to convene the shareholders' meeting in extraordinary session for 18 December 2026, at 10:00, on first call and, if necessary, for 19 December 2026, at 10:00, on second call.

The proceeds of the Transaction will be allocated to the development of proprietary platforms, industrial investments and external growth in the three sectors in which Mare Group operates: Aerospace & Defence, Industry & Transportation and Infrastructure & Building. They thus contribute to covering the **investment plan** approved by the Board of Directors on 12 November 2026, estimated at up to **€78 million** over the two-year period 2027–2028.

Antonio Maria Zinno, **CEO** of **Mare Group**, stated: *"DVC's decision to renew its investment is a recognition of Mare Group's industrial path and of confidence in its development prospects. We are not raising capital to fund a promise, but to accelerate a growth plan already in full execution, built on proprietary technologies, industrial expertise and the ability to integrate outstanding businesses. Our ambition is to build a major Italian technology group, independent and competitive at international level, that generates lasting value for all shareholders. I thank DVC for the confidence it has already shown and for this new investment proposal, which reflects its willingness to accompany us on a long-term industrial journey. With the new delegation of powers, we are asking shareholders for the tools to act promptly and with discipline, in the interest of the Company and of all shareholders".*

Professor Stefano Preda, **Chairman** of **DVC**, stated: *"We are an investment club that looks closely at listed companies with ambitious growth plans, also and above all through acquisitions. Our contribution, in all the companies in which we invest, is intended to be not only patient capital, but also market and governance experience. This is the third time we have placed our trust in Mare Group with successive investments, and we appreciate its ability and willingness to deliver seriously on the growth plans it announces. In our intentions, the subscription of this capital increase is to accompany a new phase of accelerated growth in the company's size".*

The Transaction

DVC has irrevocably and bindingly undertaken to subscribe, directly or through a company of its group to be designated, by 31 December 2026, 925,925 newly issued ordinary shares of Mare Group at a price of €5.40 per share, including share premium, for a total consideration of €5.0 million (the "**Capital Increase**"). Should the volume-weighted average of the official prices over the 30 calendar days preceding the effective date of the Capital Increase resolution (the "**Final Price**") be lower than €5.00 per share, DVC may notify the Company, within two business days of that date, of its intention not to proceed with the Transaction; should the Final Price instead be higher than €6.50, Mare Group may notify DVC, within the same term, of its intention not to proceed with the Transaction. The subscription price represents a premium of approximately 6.7% on the closing price of 16 November 2026 and of approximately 3.8% on the average of the last 30 calendar days.

Each share subscribed by DVC will be matched, free of charge, with 1 warrant (the "**A Warrants**"). Each A Warrant entitles the holder to subscribe 1 newly issued ordinary share of Mare Group at a price of €5.50, from 15 to 25 March 2027, for a maximum total consideration of approximately €5.1 million.

In addition, 2 further warrants (the "**B Warrants**") will be assigned for each share subscribed, exercisable only upon exercise of the A Warrants, in the ratio of 2 B Warrants for each A Warrant exercised. Each B Warrant will entitle the holder to subscribe 1 newly issued ordinary share of Mare Group at a price of €5.50, if exercised from 15 to 25 March 2027 together with the A Warrants, or at a price of €6.00 from 7 to 18 June 2027, for a maximum total consideration of approximately €10.2 million in March or approximately €11.1 million in June.

Instrument	Period	Price per share (€)	Max consideration (€ mln)	New shares (max)
Capital Increase	by 31 December 2026	5.40	5.0	925,925
A Warrants	15–25 March 2027	5.50	5.1	925,925
B Warrants	15–25 March 2027, or 7–18 June 2027	5.50 or 6.00	10.2 or 11.1	1,851,850
		Total	**20.3 or 21.2**	**3,703,700**

The total amount of the Transaction as described above will depend on whether and when the warrants are exercised. In the event of full exercise of the A Warrants and subsequent full exercise of the B Warrants in the window between 15 and 25 March 2027, the total consideration of the Transaction will amount to approximately €20.3 million; in the event of full exercise of the A Warrants and subsequent full exercise of the B Warrants in the window between 7 and 18 June 2027, the total consideration of the Transaction will amount to approximately €21.2 million.

DVC has undertaken not to sell the shares subscribed in the Capital Increase for 3 months from the date of issue.

The Capital Increase and the issue of the A Warrants and B Warrants, together with the related underlying shares, will be resolved by the Board of Directors by exercising the delegation of powers that may be granted pursuant to Article 2443 of the Italian Civil Code by the extraordinary shareholders' meeting convened for 18 December 2026. The Company will promptly inform the market of developments regarding the Transaction.

Convening of the extraordinary shareholders' meeting

The Board of Directors convened the shareholders' meeting in extraordinary session for 18 December 2026, at 10:00, on first call and, if necessary, for 19 December 2026, at 10:00, on second call.

The shareholders' meeting will be called upon to resolve on: (i) the revocation of the delegation of powers pursuant to Article 2443 of the Italian Civil Code granted to the Board of Directors on 5 February 2026, for the unused portion, and the granting of a new delegation of powers to the Board of Directors pursuant to Article 2443 of the Italian Civil Code to increase the share capital, in one or more tranches, in divisible or indivisible form, with or without warrants, also with the exclusion of the option right pursuant to Article 2441, paragraphs 4, 5, 6 and/or 8, of the Italian Civil Code, and also pursuant to Article 2349 of the Italian Civil Code, for a maximum nominal amount of Euro 3,750,000.00, plus share premium, through the issue of a maximum of 15,000,000 shares; and (ii) the proposed amendment of Articles 20 (Number, term of office and remuneration of directors), 21 (Appointment of directors), 23 (Board meetings) and 27 (Board of Statutory Auditors) of the By-laws.

The delegation of powers granted on 5 February 2026 provides for the issue of a maximum of 10,000,000 shares by 5 February 2031 and has been exercised for 3,071,428 shares, through the capital increases resolved on 30 July and 28 September 2026. The new delegation of powers

will have a term of five years, until 17 December 2031, and a larger capacity, to support further developments in Mare Group's growth path, including through extraordinary transactions.

The amendments to the By-laws, on the other hand, are proposed to the shareholders' meeting in light of the broadening of the shareholder base and of the Company's growth and expansion path. In this context, the Board of Directors deems it appropriate to adapt the corporate governance structure to the evolution of Mare Group, fostering broader representation of minority shareholders within the management body and giving them greater room also in the appointment of the members of the corporate bodies.

The Board of Directors further resolved, with the favourable vote of the majority of the independent directors, that attendance at the shareholders' meeting and the exercise of the voting right shall take place exclusively through the designated representative pursuant to Article 135-*undecies* of Legislative Decree No. 58/1998 (the "CFA"), in accordance with the regulation adopted by the Company pursuant to Article 125-*bis*.1 of the CFA.

For further information on the procedures for participating in the extraordinary shareholders' meeting and on the items on its agenda, reference is made to the notice of call and to the explanatory report of the Board of Directors on the items on the agenda, which will be made available to the public in the manner and within the terms provided by applicable laws and regulations and will also be available at the Company's registered office and on the website https://www.maregroup.it/investor-relations, in the "Governance > Shareholders' meetings" section.

***

The Transaction does not constitute a related party transaction under the applicable rules.

Mare Group was assisted in the Transaction by Capital Markets of the Fürstenberg Division of the Banca Ifis Group.

***

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.

Contact Info

Investor Relations Manager: Gennaro Tesone
c/o Mare Group – Via Ex Aeroporto SNC, 80038 Pomigliano d'Arco – T. +39 081 803 6677 – e-mail investor-relator@maregroup.it

Investor Media Relations Advisor: IRTOP Consulting
Via Bigli, 19 – 20121 Milano
tel. +39 0245473883
e-mail ir@irtop.com

Business Media Relations Advisor: My Twin Communication
Via Monferrato, 13 – 20144 Milano
tel. +39 338 2285823 (M. Mazzucchi) | +39 375 6115009 (M. Coppola)
e-mail: mare-group@mytwincommunication.com

Euronext Growth Advisor: illimity Bank S.p.A.
Via Soperga 9, 20124 Milano
tel. +39 0282849699 – e-mail maregroup@furstenberg.com

Specialist: INTERMONTE SIM S.p.A.
Galleria de Cristoforis, 7/8, 20122 Milano
Tel +39 02 771151