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MANDATORY TOTAL PUBLIC TENDER AND EXCHANGE OFFER FOR ORDINARY SHARES OF LA SIA S.P.A.
PROMOTED BY MARE ENGINEERING GROUP S.P.A.

SETTLEMENT OF THE JOINT PROCEDURE DELISTING OF LA SIA SHARES FROM EURONEXT GROWTH MILAN

Salerno, September 8, 2025

Mare Group S.p.A. (ticker **MARE.MI**), a digital engineering company listed on Euronext Growth Milan and active in Italy and abroad in innovation through enabling technologies ("**Mare Group**" or the "**Offeror**"), with reference to the mandatory total public tender and exchange offer (the "**Offer**"), promoted by Mare Group pursuant to Article 102 and following of Legislative Decree No. 58 of February 24, 1998, as subsequently amended and supplemented, concerning ordinary shares of La SIA S.p.A. (the "**Issuer**" or "**La SIA**"), mandatory pursuant to Article 12 of the by-laws of La SIA, as well as with reference to the joint procedure for the exercise of the right to purchase pursuant to Article 111 of Legislative Decree No. 58 of February 24, 1998, as subsequently amended (the "**TUF**"), and for the fulfilment of the obligation to purchase pursuant to Article 108, paragraph 1, of the TUF (the "**Joint Procedure**"), hereby announces that today the settlement of the Joint Procedure has been completed.

Capitalised terms used in this press release, unless otherwise defined, have the same meaning as in the offer document published on Mare Engineering Group S.p.A.'s website on June 18, 2025 (the "**Offer Document**"), or in the press release on the Joint Procedure dated August 11, 2025.

SETTLEMENT OF THE JOINT PROCEDURE

As already indicated in the press release on the final results of the Joint Procedure published by the Offeror on September 2, 2025, the Joint Procedure carried out by the Offeror concerned 106,500 Additional Remaining Shares, equal to 1.88% of the Issuer's share capital.

In relation to the 45,500 Additional Remaining Shares for which Requests to Sell in connection with the Joint Procedure were submitted, the Requesting Shareholders opted for:

- (i) the Offer Consideration (composed of 0.64 newly issued Mare Group shares and EUR 0.63 for each La SIA share) with reference to 9,500 Additional Remaining Shares; and;
- (ii) the Full Cash Consideration (equal to EUR 2.85749) with reference to 36,000 Additional Remaining Shares.

As also specified in the press release on the final results of the Joint Procedure, the holders of the remaining 61,000 Additional Remaining Shares for which no Requests to Sell in connection with the Joint Procedure were submitted (the "Non-Requesting Shareholders") shall be entitled only to the Offer Consideration.

With reference to the 45,500 Additional Remaining Shares for which Requests to Sell in connection with the Joint Procedure were submitted, today the Offeror purchased such shares and paid:

- (i) the share component of the Offer Consideration, by transferring the relevant number of Mare Group shares, through the Appointed Intermediaries, to the securities accounts held by the Requesting Shareholders with the Depositary Intermediaries (in accordance with the terms and conditions set out in the Request to Sell in connection with the Joint Procedure);
- (ii) the Cash Component and the Full Cash Consideration due to the Requesting Shareholders who so requested, by transferring the relevant amounts to the Appointed Intermediaries, who will in turn transfer the funds to the Depositary Intermediaries, which will then credit them to the Requesting Shareholders in accordance with the instructions provided by such shareholders.

For the remaining 61,000 Additional Remaining Shares, for which no Requests to Sell in connection with the Joint Procedure were submitted, pursuant to Article 111, paragraph 3, of the TUF, today the Offeror informed the Issuer that it had delivered Mare Group shares and the amount of cash necessary for the payment of the Consideration due to the Non-Requesting Shareholders to the Intermediary in charge of Coordinating the Collection of Acceptances.

Pursuant to Article 111, paragraph 3, of the TUF, from the moment the Offeror made the above notification to the Issuer, the transfer of ownership to the Offeror of all Additional Remaining Shares for which no Request to Sell in connection with the Joint Procedure was submitted became effective, and the Issuer has therefore updated its shareholders' register accordingly.

In order to pay the Offer Consideration to the Requesting Shareholders as well as to the Non-Requesting Shareholders, Mare Group, in execution of the Capital Increase in service of the Offer, issued 45,120 new Mare Group shares, representing 0.23% of Mare Group's share capital after such issuance as of the Joint Procedure Payment Date. Following such issuance, the subscribed and paid-up share capital of Mare Group amounts to 19,335,251 ordinary shares. The total cash component due to Requesting and Non-Requesting Shareholders amounts to EUR 44,474.22, while the total Full Cash Consideration due to the Requesting Shareholders who so requested in their Requests to Sell in connection with the Joint Procedure amounts to EUR 102,869.64.

Any fractional entitlements due to holders of the Additional Remaining Shares will be aggregated and sold by the Intermediary in charge of Coordinating the Collection of Acceptances, and the resulting cash proceeds from the sale of fractional entitlements will subsequently be distributed to the relevant holders of the Additional Remaining Shares, in accordance with the terms and timing described in the press release of August 11, 2025.

The Offeror's obligation to pay the Consideration shall be deemed fulfilled once the correct number of Mare Group shares and the cash amounts constituting the Offer Consideration and the Full Cash Consideration have been transferred to the Appointed Intermediaries. The risk that such Appointed Intermediaries or the Depository Intermediaries do not transfer the Mare Group shares or cash amounts due, or delay such transfer, shall be borne exclusively by the Requesting Shareholders.

It should be noted that, once the five-year statute of limitations provided for by Article 2949 of the Italian Civil Code has elapsed, and without prejudice to Articles 2941 et seq. of the Italian Civil Code, the right of holders of Additional Remaining Shares to obtain payment of the consideration under the Joint Procedure will lapse by prescription, and the Offeror will be entitled to obtain the availability of the portion of consideration not collected by the entitled parties.

Delisting

By notice dated August 12, 2025, Borsa Italiana S.p.A. ordered, effective as of today, September 8, 2025, the delisting of the Issuer's shares from trading on Euronext Growth Milan.

This press release is available on the company's website at <https://www.maregroup.it/investor-relations> and on the authorized regulated information dissemination and storage system "1INFO" at <https://www.1info.it/>.

This communication does not constitute, nor is it intended to constitute, an offer, invitation or solicitation to purchase or otherwise acquire, subscribe, sell or otherwise dispose of financial instruments, and no sale, issuance or transfer of financial instruments of La SIA or Mare Group will be made in any country in violation of applicable law.

The Offer has been carried out by means of the publication of the related offer document. The offer document contains the complete description of the terms and conditions of the Offer, including the methods of acceptance. The publication or distribution of this communication in countries other than Italy may be subject to restrictions under applicable law and, therefore, any person subject to the laws of any country other than Italy must independently obtain information on any restrictions provided for by the applicable legal and regulatory provisions and ensure compliance therewith. Any failure to comply with such restrictions may constitute a violation of the applicable laws of the relevant country. To the fullest extent permitted by applicable law, the parties involved in the Offer shall be deemed exempt from any liability or adverse consequences arising from any breach of such restrictions by such interested persons. This communication has been prepared in accordance with Italian law and the information disclosed herein may differ from that which would have been disclosed had the communication been prepared in accordance with the laws of countries other than Italy.

No copy of this communication or any other document relating to the Offer shall be, nor may be, sent by mail or otherwise transmitted or distributed in or from any country where local law provisions may give rise to civil, criminal or regulatory risks if information regarding the Offer is transmitted or made available to shareholders of La SIA or Mare Group in such country or in other countries where such conduct would constitute a violation of that country's laws. Any person receiving such documents (including as custodian, trustee or nominee) is required not to send by mail or otherwise transmit or distribute them to or from such country.

About the Company

Founded in 2001, Mare Group is an engineering company listed on Euronext Growth Milan with a model based on proprietary technology platforms. With more than 2,000 clients, a team of over 500 people, and 25 operational and commercial offices in 5 countries, Mare Group is a key player in the innovation ecosystem. Significant investments in R&D and the 16 acquisitions completed since 2019,



followed by subsequent mergers, demonstrate the Group's strong ability to integrate complementary resources and technologies to expand its product portfolio and increase its market presence

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