

MARE GROUP APPROVES THE MERGER PLANS FOR THE INCORPORATION OF LA SIA S.P.A. AND M2R HOLDING S.R.L.

Salerno, September 15, 2025

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 that today the Company's Board of Directors approved, pursuant to Article 2505 of the Italian Civil Code, the merger plans for the incorporation of La SIA S.p.A. ("**La SIA**") and M2R Holding S.r.l. ("**M2R Holding**", together the "**Companies to be Merged**" and individually the "**Company to be Merged**") into Mare Group (each, a "**Merger Plan**").

The mergers (the "**Mergers**") are part of the integration and reorganization process of the group headed by the Company (the "**Group**"), aimed at simplifying governance and fostering the operational, administrative, and management synergies among the companies involved.

Since the share capital of La SIA and M2R Holding is wholly owned by Mare Group, both transactions qualify as mergers of wholly-owned subsidiaries under Article 2505 of the Italian Civil Code. Therefore, the Mergers will benefit from the simplifications provided by the applicable regulations.

As a result, the shares representing the share capital of La SIA and the quotas representing the share capital of M2R Holding will be cancelled without any exchange ratio or cash adjustment, and without the issuance of new shares or quotas, as Mare Group is the sole shareholder. Consequently, Mare Group's direct holdings in La SIA and M2R Holding will be cancelled, while the Company will acquire all the assets and liabilities of the Companies to be Merged. Mare Group's share capital will remain unchanged.

Further details are available in the Merger Plans.

At the registered office and on the Company's website, in addition to the Merger Plans, the complete financial statements for the last three fiscal years of each of the companies involved in the Mergers are available. Mare Group and the Companies to be Merged are not subject to the restrictions set forth in Article 2501, paragraph 2, of the Italian Civil Code.

Decisions regarding the Mergers will be taken: (i) for Mare Group and La SIA, by their respective administrative bodies, as provided for by Article 24.1 of Mare Group's bylaws and Article 28 of La SIA's bylaws, without prejudice to the right of Mare Group shareholders representing at least 5% of the share capital to request, pursuant to Article 2505, paragraph 3, of the Italian Civil Code, within eight days of the filing of the Merger Plan with the competent Companies Register, that the resolution be adopted by the Shareholders' Meeting (the "Right under Article 2505"); and (ii) for M2R Holding, by its Shareholders' Meeting before a notary public. In the absence of a request for the exercise of the Right under Article 2505, Mare Group's administrative body will proceed with the approval of the Merger.

Pursuant to Article 2504-bis, paragraph 2, of the Italian Civil Code, the Mergers will take effect under civil law either (i) on the date of the last registration of the merger deed with the Companies Register, or (ii) on a subsequent date indicated in the merger deed. The accounting and tax effects of the Mergers will apply from the first day of the fiscal year in which the merger becomes effective for civil law purposes.

In accordance with the "Procedure for Transactions with Related Parties" approved by the Board of Directors on May 10, 2024 (the "**OPC Procedure**"), each of the Companies to be Merged qualifies as a related party of Mare Group, as they are wholly owned by the Company. However, pursuant to Article 2 (Scope of Application) of the OPC Procedure, the Mergers are exempt from the application of the procedure – since they are carried out with wholly-owned subsidiaries and no significant interests of other related parties of the Company exist – except for the disclosure obligations applicable to Mare Group as an issuer listed on Euronext Growth Milan.

The Merger Plans were filed today by Mare Group and M2R Holding with the Companies Register of Naples and Rome and are available to the public at the registered office of Mare Group and on the Company's website at www.maregroup.it (Investor Relations section). La SIA will proceed with the filing of its Merger Plan in the coming days.

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

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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