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VOLUNTARY PUBLIC TENDER OFFER PROMOTED BY MARE GROUP ON ALL SHARES OF ELES

PRESS RELEASE PURSUANT TO ARTICLE 38, PARAGRAPH 2, OF THE ISSUERS' REGULATION

OFFER DOCUMENT PUBLISHED

LONG-TERM INDUSTRIAL VISION EVEN WITHOUT DELISTING

Salerno, November 27, 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**", the "**Company**" or the "**Offeror**"), announces that today the offer document – approved by Consob with Resolution no. 23766 of 26 November 2025 (the "**Offer Document**") – relating to the voluntary public tender offer (the "**Offer**") launched by Mare Group pursuant to Articles 102 and 106, paragraph 4, of Legislative Decree no. 58 of 24 February 1998 (the "**CFA**"), for all the ordinary and multiple-voting shares of Eles Semiconductor Equipment S.p.A. ("**Eles**" or the "**Issuer**", and the "**Eles Shares**"), together with the acceptance form for tendering the Eles Shares to the Offer, has been published.

Mare Group is promoting the Offer, which is aimed at acquiring the Issuer's entire share capital, and confirms the continuity of its **long-term industrial strategy** even in the event that the conditions for a delisting are not met.

The publication of the Offer Document follows the press release issued on 26 November 2025 regarding its approval by Consob.

The Offer Document is made available to the public for consultation at:

- (i) the Offeror's registered office at Via Ex Aeroporto s.n.c. c/o Consorzio Il Sole, Lotto XI – 80038 Pomigliano d'Arco (NA);
- (ii) the office of the intermediary responsible for coordinating the collection of acceptances, Intermonte SIM S.p.A., in Milan, Galleria De Cristoforis nos. 7/8;
- (iii) the registered offices of the appointed intermediaries;
- (iv) the Mare Group website <https://www.maregroup.it/investor-relations>;
- (v) the website of the Global Information Agent Sodali & Co S.p.A. at <https://transactions.sodali.com/>.

It is noted that the Offer Document does not include the Issuer's statement, which will be prepared by the Issuer pursuant to Article 103, paragraph 3, of the CFA and Article 39 of the Issuers' Regulation. That statement will be made available by Eles to the market in accordance with the terms and procedures set out in Article 39 of the Issuers' Regulation.

The Offer is subject to the satisfaction (or waiver, as applicable) of each of the conditions of effectiveness set out under Warning A.2 of Section A of the Offer Document. As already announced in the press release published by the Offeror on 21 November 2025 pursuant to Article 36 of the Issuers' Regulation, available on the Mare Group website at www.maregroup.it, it is noted that on 21 November 2025 the Presidency of the Council of Ministers transmitted to Mare Group the resolution adopting the proposal of the Ministry of Economy and Finance not to exercise the special powers pursuant to Decree-Law no. 21 of 15 March 2021, as amended by Law no. 56 of 11 May



2012, in relation to the acquisition by the Company of all the Eles Shares and the creation of a pledge over them. Therefore, the condition under point (i) of Warning A.2 of the Offer Document must be considered satisfied.

To reach an informed judgement on the Offer, Eles shareholders are invited to read the Offer Document, to which reference is made.

The main terms of the Offer, as described in detail in the Offer Document, are summarised below.

Mare Group will pay each Eles shareholder tendering the Offer a cash consideration of Euro 2.61 per share (the “**Consideration**”).

The acceptance period of the Offer, agreed with Consob and corresponding to 15 trading days, will begin at 8:30 a.m. (Italian time) on 5 December 2025 and end at 5:30 p.m. (Italian time) on 30 December 2025, both dates included, subject to any extension to be announced to the market in accordance with applicable laws and regulations (the “**Acceptance Period**”). Therefore, 30 December 2025 will be the last day to tender the Offer, unless the Acceptance Period is extended, without prejudice to any Reopening of the Terms (as defined below).

On the fifth trading day following the end of the Acceptance Period, i.e., on 8 January 2026 (the “**Payment Date**”), unless the Acceptance Period is extended, the Offeror will pay the Consideration (Euro 2.61) for each Eles Share tendered in the Offer to each shareholder who has tendered during the Acceptance Period.

If the conditions are met, pursuant to Article 40-bis, paragraph 1, letter b), of the Issuers’ Regulation, the Acceptance Period will reopen for five consecutive trading days starting from the first trading day after the Payment Date and therefore, unless the Acceptance Period is extended, on 9, 12, 13, 14 and 15 January 2026, from 8:30 a.m. (Italian time) to 5:30 p.m. (Italian time) (the “**Reopening of the Terms**”). In such case, 15 January 2026 will be the last day to tender the Offer.

In the event of a Reopening of the Terms, payment of the Consideration for the Eles Shares tendered during the reopened period will take place on the fifth trading day following the end of the Reopening of the Terms, i.e., on 22 January 2026 (subject to any extension of the Acceptance Period).

Sodali & Co S.p.A., with registered office in Rome, Via XXIV Maggio 43, has been appointed by the Offeror as Global Information Agent (the “**Global Information Agent**”) to provide information relating to the Offer to all shareholders of the Issuer. For this purpose, the following channels have been made available by the Global Information Agent: dedicated e-mail account: opa.eles@investor.sodali.com; toll-free number: 800 137 242 (from landlines in Italy); direct line: +39 06 85870130 (from landlines, mobile lines and from abroad); and WhatsApp number: +39 340 402 9760. These channels will be available Monday to Friday from 9:00 a.m. to 6:00 p.m. (Central European Time). The reference website of the Global Information Agent is <https://transactions.sodali.com/>.

Please refer to the Offer Document for a full description of all terms and conditions of the Offer.

This communication does not constitute and is not intended to constitute an offer, invitation, or solicitation to purchase or otherwise acquire, subscribe for, sell, or otherwise dispose of financial instruments, and no sale, issuance, or transfer of financial instruments of Eles or Mare Group will be made in any country in violation of applicable laws.

The Offer is carried out by means of the publication of the relevant offer document. The offer document will contain the full description of the terms and conditions of the Mare Group Shares Offer, including the procedures for tendering. The publication or dissemination 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 applicable legal and regulatory provisions and ensure compliance with them. Any failure to observe such restrictions may constitute a violation of the applicable laws of the relevant country. To the maximum extent permitted by applicable law, the parties involved in the Offer shall be deemed exempt from any liability or adverse consequence arising from the breach of the above restrictions by such interested parties. 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 will be, nor may it be, sent by mail or otherwise transmitted or distributed in or from any country where the provisions of local law may create civil, criminal, or regulatory risks where information concerning the Offer is transmitted or made available to shareholders of Eles or Mare Group in such country or in other countries where such conduct would constitute a violation of the laws of such country, and any person who receives such documents (including as custodian, trustee, or nominee) must not mail, transmit, or distribute them into or from any such country.



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

Mare Group

Founded in 2001, Mare Group is an Italian high-tech engineering hub operating in the strategic sectors of Aerospace & Defense, Industry, Critical Infrastructure, and the Twin Transition. Listed on Euronext Growth Milan, Mare Group operates with an asset-light model based on proprietary platforms. With over 2,000 clients, more than 30 research projects completed with Italian and international universities, 500 people, and 24 operational and commercial sites in 5 countries, Mare Group has completed 16 acquisitions since 2019, consolidating its position as one of the main aggregators of innovation in Italy and Europe.

Contact Info

Company: Mare Group S.p.A.

Gennaro Tesone (Investor Relations Manager)
Via Ex Aeroporto SNC, 80038 Pomigliano d'Arco
T. +39 081 803 6677 – E-mail investor-relator@maregroup.it

Euronext Growth Advisor: illimity Bank S.p.A.

Via Soperga 9, 20124 Milano
T. +39 0282849699 – E-mail maregroup@illimity.com

Investor & Media Relations Advisor: IRTOP Consulting

Via Bigli, 19 - 20121 Milano
T. +39 0245473883 – E-mail ir@irtop.com (investors) –
mediarelations@irtop.com (media)

Specialist: MIT SIM S.p.A.

Corso Venezia 16, 20121 Milano
T. +39 0230561270 – E-mail investor.relations@mitsim.it