

MARE GROUP: MERGER DEED EXECUTED FOR THE INCORPORATION OF POWERFLEX

Salerno, December 11th, 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**"), following the press releases dated September 22nd 2025 and October 6th 2025, announces that today, the merger deed for the incorporation of the wholly owned subsidiary Powerflex S.r.l. ("**Powerflex**") into Mare Group (the "**Merger**") was signed before Notary Ludovico Capuano.

It is recalled that the Merger was approved, respectively, by the Board of Directors of Mare Group, which met in a notarial session (pursuant to Articles 2502 and 2505, paragraph 2, of the Italian Civil Code, as well as Article 24.1 of the by-laws), and by the extraordinary shareholders' meeting of Powerflex on October 6th 2025. The Merger is part of a broader integration and reorganisation process of the group headed by Mare Group (the "**Group**"), which also includes the mergers by incorporation of La SIA S.p.A. ("**La SIA**") and M2R Holding S.r.l. ("**M2R Holding**") into Mare Group, the deeds of which were executed on 4 December 2025, as announced on the same date. This process is specifically aimed at simplifying the Group's governance structure and enhancing operational, administrative and managerial synergies among the companies that comprise it.

It is further recalled that the condition precedent to which both the execution of the merger deed and the completion of the Merger itself were subject – namely the granting, by the Governmental Authority, of the authorisation required under Decree-Law 21/2012 (the "**Golden Power Authorisation**") – has been satisfied.

Pursuant to Article 2504-bis, paragraph 2, of the Italian Civil Code, the Merger will be effective for statutory purposes as of December 30th 2025, while the accounting and tax effects of the Merger will be retroactive to the first day of the current financial year, namely January 1st 2025, as permitted respectively by Article 2504-bis, paragraph 3, of the Italian Civil Code and Article 172, paragraph 9, of Presidential Decree No. 917 of 22 December 1986.

Given the "simplified" nature of the Merger – since Mare Group owns the entire share capital of Powerflex – no increase in the share capital of the Company and no change to the number or characteristics of the shares outstanding, nor to the Company's by-laws, were required.

The merger deed will be filed for registration with the Companies' Register of Naples and with the Companies' Register of Irpinia Sannio within the statutory deadline of 30 days from today.

For a more detailed description of the terms of the Merger, reference is made to the press releases mentioned above, published on Mare Group's website, and to the other documents filed and made available to the public on the Company's website at www.maregroup.it in the "Investor Relations" section and at the registered offices of the companies participating in the Merger.

Lastly, with regard to the deeds of merger by incorporation of La SIA and M2R Holding, it is noted that these were registered with the respective Companies' Registers on December 5th 2025 and that, accordingly, the merger of M2R Holding became effective for statutory purposes on the same date, while the merger of La SIA will be effective for statutory purposes as of December 16th, 2025.

This press release is available on the Company's website <https://www.maregroup.it/investor-relations> and on the authorised storage mechanism "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 & Defence, Industry, Critical Infrastructure and the Twin Transition. Listed on Euronext Growth Milan, it operates through an asset-light model based on proprietary platforms. With more than 2,000 clients, over 30 research projects completed with Italian and international universities, 500 people and 24 operational and commercial offices in 5 countries, Mare Group has completed 16 acquisitions since 2019, consolidating its role as one of the leading aggregators of innovation in Italy and Europe.

Contact Info

Emittente: 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