

NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING

The Shareholders of **Mare Engineering Group S.p.A.** (the “**Company**”) are convened to the **Ordinary Shareholders' Meeting**, to be held, on November 7, 2025 at 10:00 a.m. CET on first call and, if necessary, on November 10, 2025 at 10:00 a.m. CET on second call, exclusively by means of remote communication systems, to resolve on the following

AGENDA

1. Approval of a “reverse take-over” transaction pursuant to Article 14 of the Euronext Growth Milan Issuers' Regulations and Article 18.2 of the Company's Bylaws. Related and resulting resolutions..

Information on Share Capital and Voting Rights

The share capital resolved amounts to EUR 4,998,467.00, of which EUR 4,748,467.00 subscribed and paid-in, divided into 19,335,251 shares with no par value. Each ordinary share entitles the holder to one vote at the Company's ordinary and extraordinary shareholders' meetings. As of the date of this notice, the Company holds 125,562 treasury shares.

Information regarding the composition of the share capital is available on the Company's website at www.maregroup.it, section Investor Relations.

Entitlement to Attend and Vote

Pursuant to Article 83-sexies of Legislative Decree No. 58/1998 (TUF), the right to attend the Shareholders' Meeting and to exercise voting rights – exclusively through the Designated Representative – is granted to those for whom the Company has received a specific notice from an authorized intermediary based on accounting records as of the close of the trading day on the seventh trading day prior to the date of the Shareholders' Meeting on first call, i.e., October 29, 2025 (the “**Record Date**”). Any credit or debit entries made on the accounts after this date shall not be considered for the purpose of entitling to vote at the Meeting.

Therefore, anyone becoming a shareholder after the Record Date shall not be entitled to attend and vote at the Meeting under the procedures set out in this notice. Pursuant to Article 83-sexies, paragraph 4, of the TUF, the intermediary's notice must be received by the Company no later than the third trading day prior to the date of the Meeting (i.e., by November 4, 2025), without prejudice to the right to attend and vote through the Designated Representative if the notice is received after this deadline, provided it arrives before the beginning of the Meeting proceedings. The intermediary sends the notice to the Company at the request of the person entitled to vote. The notice to the Company is sent by the authorized intermediary at the request of the holder of the voting right. Holders of the voting right must instruct the authorized intermediary keeping their accounts to send the above notice to the Company. Any advance notice requirements or fees charged by the intermediary for its own obligations are not attributable to the Company.

Representation at the Meeting

In accordance with Article 16 of the bylaws, the Company has resolved to make use of the option to require that participation in the Shareholders' Meeting by those entitled to vote be allowed exclusively through the Designated Representative, i.e., Computershare S.p.A., with registered office at Via Lorenzo Mascheroni 19, Milan, to whom a proxy must be granted under the terms and conditions indicated below. Proxies and sub-proxies may also be granted to the Designated Representative pursuant to Article 135-novies of the TUF, notwithstanding Article 135-undecies, paragraph 4, of the same decree.

Shareholders who wish to attend the Meeting must grant the proxy – with voting instructions on all or some of the items on the agenda – to the Designated Representative free of charge (except for any transmission or mailing costs), together with a valid ID and, for legal entities, documentation proving the authority to grant the proxy, in accordance with Article 135-undecies of the TUF. The proxy must be granted by signing the specific proxy form available, with related completion and transmission instructions, on the Company's website, www.maregroup.it, section Investor Relations, by the end of the second trading day prior to the Meeting (i.e., by November 5, 2025) and will be valid only for the items for which voting instructions have been provided.

The proxy and voting instructions may be revoked within the same deadline and using the same procedures. Shares for which the proxy has been granted, even partially, shall be counted for the purposes of the Meeting's quorum. For items for which no voting instructions

are given, the shares are not counted in determining the majority and the portion of capital required for the approval of the resolutions. Proxies and/or sub-proxies may also be granted to the Designated Representative pursuant to Article 135-novies of the TUF, in derogation of Article 135-undecies, paragraph 4, of the TUF, together with written voting instructions, which must be received by the Designated Representative according to the methods indicated in the form available on the Company's website, www.maregroup.it, section Investor Relations. Such proxies must be received by 12:00 p.m. on the day before the Meeting (i.e., by November 6, 2025). The proxy and voting instructions may be revoked within the same terms and using the same methods provided for their submission. Granting proxies pursuant to Articles 135-novies and 135-undecies of the TUF does not entail any cost for the shareholder, except for transmission or mailing expenses. From the date of publication of this Notice, the Designated Representative will provide information and support through the phone number +39 06-45417401 and the e-mail address ufficiorm@computershare.it.

Voting by mail or electronic means is not permitted.

Participation in the Meeting by persons entitled to attend (e.g., members of the corporate bodies, the Designated Representative, the Company's representatives, the audit firm, and the meeting secretary) will take place exclusively by means of remote communication systems that allow their identification. The Company will provide such persons with the instructions for attending the Meeting by audio/telecommunication means.

Right to Submit Resolution Proposals on the Items on the Agenda

Given that participation in the Meeting will take place exclusively through the Designated Representative, in order to allow those entitled to vote to submit individual resolution proposals, shareholders may individually submit to the Company proposals on the items on the agenda no later than the fifth trading day prior to the date of the Meeting on first call, i.e., by October 31, 2025, so that the Company may publish them on its website www.maregroup.it and the holders of voting rights may review them for the purposes of granting proxies and/or sub-proxies, with related voting instructions, to the Designated Representative within the deadlines indicated above. Persons submitting proposals must evidence their entitlement by providing appropriate documentation together with the intermediary's notice certifying their status as shareholder. Resolution proposals, together with the documentation proving entitlement, must be submitted by certified e-mail to maregroup@pec.it (subject: "Proposte di deliberazione Assemblea Azionisti").

Right to Ask Questions

Since participation in the Meeting and the exercise of voting rights will take place exclusively through the Designated Representative, shareholders entitled to vote may submit questions on the items on the agenda prior to the Meeting by sending them to the Company no later than the seventh trading day prior to the date of the Meeting on first call, i.e., by October 29, 2025, via certified e-mail to maregroup@pec.it (subject: "Proposte di deliberazione Assemblea Azionisti").

Questions must be accompanied by appropriate certification issued by the intermediary with which the shares are held or, alternatively, by the same communication required for participation in the Meeting. Answers to questions received before the Meeting will be provided at least three days prior to the Meeting by publication in a specific section of the Company's website. The Company may provide a single response to questions with the same content.

Documentation

Together with the publication of this notice of call, the documentation relating to the Shareholders' Meeting – including the Board of Directors' explanatory report on the proposals concerning the items on the agenda and the proxy form that those entitled to attend the Meeting may use for proxy voting – will be made available to shareholders and the public, within the terms required by applicable law, on the Company's website (www.maregroup.it, section Investor Relations) and on the website of Borsa Italiana S.p.A. (www.borsaitaliana.it, section Equities > Documents).

The Company reserves the right to communicate any amendments or additions to the information in this notice in accordance with any supervening legal and/or regulatory provisions, or otherwise in the interest of the Company and its shareholders.

This press release is available on Mare Group's website at www.maregroup.it/investor-relations and on the authorized system for the transmission and storage of regulated information "1INFO" at 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, it 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, establishing itself as one of the main innovation aggregators in Italy and Europe.

Contact Info

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