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## MANDATORY TENDER OFFER PROMOTED BY MARE GROUP FOR ALL SHARES OF ELES

NOTICE PURSUANT TO ARTICLE 36 OF THE ISSUERS' REGULATION

# MARE GROUP – ELES TENDER OFFER: NO DELISTING NO ADHESION TO THIRD-PARTY TENDER OFFER

Salerno, December 27, 2025

The Board of Directors of **Mare Group S.p.A.** (ticker **MARE.MI**), an engineering company listed on Euronext Growth Milan and operating in Italy and abroad in innovation through enabling technologies ("**Mare Group**", the "**Company**" or the "**Offeror**"), with reference to the mandatory tender offer (the "**Offer**") promoted by Mare Group pursuant to Articles 102 and 106 of Legislative Decree No. 58 of February 24, 1998 (the Consolidated Financial Act, "**CFA**"), concerning all the ordinary shares and multiple-voting shares of Eles Semiconductor Equipment S.p.A. ("**Eles**" or the "**Issuer**" and the "**Eles Shares**"), as converted into a mandatory tender offer pursuant to Article 12 of the Issuer's by-laws, hereby announces that, as of today, December 27, 2025, it has resolved **not to adhere to the public tender offer promoted by third parties on the shares of Eles**.

Mare Group reiterates the **industrial nature** of its investment in Eles, aimed at technological development and the competitive growth of both companies with a long-term perspective. In this context, the presence of both companies on Euronext Growth Milan represents a potential value and, considering the current shareholding structure, the **delisting of Eles does not fall within the objectives** of Mare Group's strategic project.

Capitalized terms used in this press release, unless otherwise defined, shall have the same meaning ascribed to them in the offer document approved by Consob with resolution No. 23766 of November 26, 2025 and published on the Offeror's website on November 27, 2025 (the "Offer Document"), or in the press releases published by the Company on October 23, 2025, December 8, 2025 and December 10, 2025.

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The Offer Document is made available to the public for consultation at: (i) the registered office of the Offeror 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 No. 7/8; (iii) the registered office of the appointed intermediaries; (iv) Mare Group's website <https://www.maregroup.it/investor-relations>; and (v) the website of the global information agent Sodali & Co S.p.A. at <https://transactions.sodali.com/>.

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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**") in order to provide information on the Offer to all shareholders of the Issuer. For this purpose, the following information channels have been made available by the Global Information Agent: dedicated email account: [opa.eles@investor.sodali.com](mailto:opa.eles@investor.sodali.com); toll-free number: 800 137 242 (from landlines in Italy); direct line: +39 06 85870130 (from landlines, mobile phones and from abroad); and WhatsApp number: +39 340 4029760. These channels will be active from 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/>.

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*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.*

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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/>.

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## 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](mailto: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](mailto:maregroup@illimity.com)

### Investor & Media Relations Advisor: IRTOP Consulting

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

### Specialist: MIT SIM S.p.A.

Corso Venezia 16, 20121 Milano  
T. +39 0230561270 – E-mail [investor.relations@mitsim.it](mailto:investor.relations@mitsim.it)