

MARE GROUP: NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING PUBLISHED AND ANNUAL REPORT FILED FOR FINANCIAL YEAR 2025

MAIN ITEMS ON THE AGENDA:

- APPROVAL OF THE 2025 FINANCIAL STATEMENTS
- DISTRIBUTION OF A DIVIDEND
- INCREASE OF THE COMPENSATION OF THE CORPORATE BODIES
- AUTHORISATION TO PURCHASE AND DISPOSE OF TREASURY SHARES

Salerno, 15 April 2026

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") announces that today the notice of call of the Ordinary Shareholders' Meeting has been published. The notice is available on the Company's website <https://www.maregroup.it/investor-relations>, on the Borsa Italiana website www.borsaitaliana.it, (Shares/Documents section) and, in extract form, in the "Italia Oggi" daily newspaper.

As from today, the 2025 Annual Financial Report, including the draft financial statements and the consolidated financial statements, the Management Report, the Independent Auditors' Reports on the financial statements and on the consolidated financial statements, the Report of the Board of Statutory Auditors, and the 2025 Sustainability Report, are therefore made available to the public at the Company's registered office, on the corporate website <https://www.maregroup.it/investor-relations>, as well as on the authorised system for the transmission and storage of regulated information "1info", available at <https://www.1info.it>.

The full Notice of Call is attached.

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

Mare Group

Founded in 2001, Mare Group is an Italian High-Tech Engineering Hub operating in strategic sectors such as Aerospace and Defense, Industry, Critical Infrastructure and Twin Transition, with more than 2,000 clients. Listed on Euronext Growth Milan, the Group operates through an asset-light model based on proprietary platforms, relying on over 700 people, 35 offices across 5 countries and the experience of more than 30 research projects completed with Italian and foreign universities. The 19 acquisitions and subsequent integrations carried out since 2019 make Mare Group one of the leading innovation aggregators in Italy and Europe.

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NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING

The Shareholders of Mare Engineering Group S.p.A. (the "Company") are hereby convened in ordinary shareholders' meeting on 30 April 2026, at 10:00 a.m., on first call and, if necessary, on 4 May 2026, at 10:00 a.m., on second call, exclusively by means of telecommunication in accordance with the procedures set forth below, to resolve upon the following

AGENDA

- 1) Approval of the financial statements as at 31 December 2025, together with the Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Presentation of the consolidated financial statements of the group as at 31 December 2025, including the Sustainability Report. Related and consequent resolutions.
- 2) Allocation of the result for the financial year. Related and consequent resolutions;
- 3) Distribution of a dividend, drawn from distributable reserves. Related and consequent resolutions;
- 4) Redetermination of the fixed component of the remuneration provided for the entire Board of Directors, grant of an extraordinary one-off compensation in favour of the executive members of the Board of Directors and grant of a compensation in favour of the non-executive members of the Board of Directors who meet the independence requirements, pursuant to Article 2389, paragraphs 1 and 3, of the Italian Civil Code. Related and consequent resolutions.
- 5) Redetermination of the compensation in favour of the standing members of the Board of Statutory Auditors. Related and consequent resolutions.
- 6) Authorisation to purchase and dispose of treasury shares, pursuant to the combined provisions of Articles 2357 and 2357-ter of the Italian Civil Code, as well as Article 132 of Legislative Decree 58/1998 and related implementing provisions. Related and consequent resolutions.

INFORMATION ON SHARE CAPITAL AND VOTING RIGHTS

The authorised share capital amounts to Euro 4,998,467.00, of which Euro 4,748,467.00 subscribed and paid-in, divided into 19,335,251 shares with no par value. Each ordinary share grants the right to one vote in the ordinary and extraordinary shareholders' meetings of the Company. As at the date of this notice, the Company holds 59,562 treasury shares. Information on the composition of the share capital is available on the Company's website at www.maregroup.it, Investor Relations section.

ENTITLEMENT TO ATTEND AND VOTE

Pursuant to Article 83-sexies of the CFA (Consolidated Financial Act), those entitled to attend the Meeting and to exercise the voting right, exclusively through the Designated Representative, are the parties in whose favour the Company has received a specific notice issued by an authorised intermediary on the basis of the accounting records as at the end of the accounting day of the seventh market trading day preceding the date scheduled for the Meeting on first call, i.e. 21 April 2026 ("Record Date"). Credit or debit entries made on accounts after such date are not relevant for the purpose of entitlement to exercise the voting right at the Meeting.

Therefore, those who become holders of the Company's shares after the aforementioned Record Date will not be entitled to attend and vote at the Meeting in accordance with the procedures set out in this notice of call. Pursuant to Article 83-sexies, paragraph 4, of the CFA, the intermediary's notice must be received by the Company by the end of the 3rd (third) market trading day preceding the date scheduled for the Meeting (i.e. by 27 April 2026), without prejudice to the entitlement to attend and vote through the Designated Representative where the notice is received by the Company after the aforesaid deadline, provided that it is received before the start of the Meeting proceedings.

It is recalled that the aforesaid notice to the Company is issued by the authorised intermediary upon request of the party entitled to the right. Holders of the voting right are required to instruct the authorised intermediary that keeps the relevant accounts so that it makes the aforementioned notice to the Company. Any requests for advance notice by the authorised intermediary or economic charges for the fulfilment of the latter's obligations are not attributable to the Company.

REPRESENTATION AT THE MEETING

The Company, pursuant to Article 16 of its by-laws (the “By-laws”), has decided to exercise the option of providing that attendance at the Meeting by those entitled to vote shall be allowed exclusively through the Designated Representative, namely Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni 19, to whom a proxy must be granted in accordance with the procedures and subject to the conditions set out below. Proxies or sub-proxies may also be granted to the aforementioned designated representative pursuant to Article 135-novies of the CFA, by way of derogation from Article 135-undecies, paragraph 4, of the same decree.

Shareholders wishing to attend the Meeting must therefore grant, at no cost to them (save for any transmission or delivery charges), to the Designated Representative, in compliance with Article 135-undecies of the CFA, the proxy (together with voting instructions, on all or some of the proposed resolutions relating to the items on the agenda), along with an identity document and, in the case of a legal entity as principal, a document evidencing the powers to grant the proxy. The proxy must be granted by signing the specific form available, together with the relevant instructions for completion and transmission, on the Company’s website, www.maregroup.it, Investor Relations section, by the end of the second market trading day preceding the date of the Meeting (i.e. 28 April 2026), and shall be effective only in respect of the proposals for which voting instructions have been given. The proxy and voting instructions may be revoked within the same deadline set out above, in the same manner as their grant. It is specified that the shares for which a proxy has been granted, even partially, are counted for the purposes of the proper constitution of the Meeting. In relation to the proposals for which no voting instructions have been given, the shares are not counted for the purposes of calculating the majority and the share of capital required for the approval of the resolutions. It is reiterated that proxies and/or sub-proxies may also be granted to the Designated Representative pursuant to Article 135-novies of the CFA, by way of derogation from Article 135-undecies, paragraph 4, of the CFA, which, together with the relevant written voting instructions, must be received by the Designated Representative in accordance with the procedures indicated on the form itself, available on the Company’s website, www.maregroup.it, Investor Relations section. The proxy must be received by 12:00 on the day preceding the Meeting (i.e. 29 April 2026).

The proxy and voting instructions may be revoked within the same deadlines and in the same manner as provided for their transmission. As already specified, the granting of proxies pursuant to Articles 135-novies and 135-undecies of the CFA does not entail any expenses for the Shareholder, except for transmission or delivery costs. From the date of publication of this Notice of Call, the Designated Representative will make available, for information and clarifications, the telephone number 06-45417401 and the e-mail address ufficiorm@computershare.it.

No procedures for voting by correspondence or by electronic means are provided.

Attendance at the Meeting by entitled parties (e.g. members of the corporate bodies, the Designated Representative, the Company’s representatives and the Notary) will take place through the use of remote connection systems that allow their identification. The instructions for participating in the Meeting through audio/telecommunication means will be disclosed by the Company to the aforementioned parties.

RIGHT TO SUBMIT PROPOSED RESOLUTIONS ON THE ITEMS ON THE AGENDA

In view of the fact that attendance at the Meeting may take place exclusively through the Designated Representative, for the purposes of the Meeting being convened, in order to allow those entitled to vote to submit individual proposed resolutions, it is provided that they may individually submit to the Company proposed resolutions on the items on the agenda by the 5th (fifth) market trading day preceding the date of the Meeting on first call, i.e. 23 April 2026, so that the Company may proceed with publication on the Company’s website www.maregroup.it and that holders of the voting right may take note thereof for the purposes of granting proxies and/or sub-proxies, with the relevant voting instructions, to the Designated Representative, which must be received within the deadlines indicated above. Those submitting proposals must prove their entitlement by sending the Company appropriate documentation accompanied by the relevant intermediary’s notice evidencing their shareholder status. The proposed resolutions and the aforesaid documentation relating to entitlement must be submitted by certified e-mail to the address maregroup@pec.it (subject: “Proposte di deliberazione Assemblea Azionisti”).

RIGHT TO ASK QUESTIONS

Since attendance at the Meeting and the exercise of the voting right may take place exclusively through the Designated Representative, the Company has provided that those entitled to vote may submit questions on the items on the agenda also before the Meeting by sending them to the Company by the 7th (seventh) market trading day preceding the date of the Meeting on first call, i.e. 21 April 2026, by certified e-mail to the address maregroup@pec.it (subject: "Domanda Assemblea Azionisti"). Questions must be accompanied by a specific certification issued by the intermediaries where the shareholder's shares are deposited or, alternatively, by the same notice required for participation in the Meeting proceedings. Questions received before the Meeting will be answered at least three days before the Meeting by publishing the answers in a specific section of the Company's website. The Company may provide a single reply to questions having the same content.

DOCUMENTATION

Concurrently with the publication of this notice of call, the documentation relating to the Meeting, including the explanatory report of the Board of Directors on the proposed resolutions concerning the items on the agenda, the form that parties entitled to attend the Meeting may use for voting by proxy, and the documentation relating to the candidates for the office of Members of the Board of Directors, will be made available to shareholders and the public, within the deadlines prescribed by applicable law, on the Company's website at www.maregroup.it, Investor Relations section, as well as on the website <https://www.borsaitaliana.it> (section Shares>Documents).

The Company reserves the right to communicate any variation or supplement to the information contained in this notice in accordance with any supervening legislative and/or regulatory provisions, or otherwise in the interest of the Company and the shareholders.

This notice of call will be published, in extract form, in the Italia Oggi daily newspaper.

Pomigliano d'Arco, 15 April 2026

For the Board of Directors
The Chairman
Marco Bellucci

