



Report on remuneration policy
and remuneration paid
pursuant to art. 123 ter of Legislative Decree
58/1998

Approved by the Board of Directors
on 15 March 2022

MARR S.p.A.
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Company subject to the management and coordination of Cremonini S.p.A. – Castelvetro (MO)
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INTRODUCTION

This document has been drawn up with the aim of providing the shareholders of MARR S.p.A. (also “Company”) and the market with wide-ranging and detailed information on the Report on remuneration policy (also “Policy”) and remuneration paid with regard to the members of the management and auditing bodies and managers with strategic responsibilities pursuant to art. 123 ter of Legislative Decree 58/1998 (also “CLF”) and in compliance with that recalled in art. 84 quater of the Issuers Regulations adopted by Consob in deliberation no. 11971/1999 (“Consob Issuer Regulation”).

The report is divided into two sections:

- the **First section** illustrates the Company policy concerning remuneration, coming into force in the 2023 business year, and the procedures used for the adoption and implementation of this policy;
- the **Second section** illustrates in a nominative manner for each member of the management and auditing bodies, each of the items comprising the remuneration for the business year in question, 2021 (“Business Year”).

It must be noted that for the 2022 business year, the Company will continue to apply the Remuneration Policy approved by the Shareholders’ Meeting on 28 April 2020, as illustrated in the previous reports on remuneration policy and remuneration paid.

FIRST SECTION

Introduction

This section illustrates the Remuneration Policy which, after approval by the Shareholders’ Meeting, will be valid from 1 January 2023. It must be noted that, with regard to the members of the Board of Directors and the Board of Statutory Auditors, the Remuneration Policy will be effective from the date of the first Shareholders’ Meeting called upon to appoint the aforementioned after 1 January 2023.

A. Approval and implementation of the Remuneration Policy

The Company’s Remuneration Policy was prepared in compliance with art. 123 of the CLF and art. 84 quater of the Consob Issuer Regulation and in compliance with the recommendations of the latest version of the code of Corporate Governance of listed companies approved by the Corporate Governance Committee in January 2020, in force since 1 January 2021, and adopted by the company on 3 August 2020 (“Code”).

The Remuneration Policy was prepared by the Board acting as Nomination Committee, constituted exclusively by 6 non-executive directors, mostly independent (5 of them according to the CLF and 3 also according to the Code). The new Remuneration Policy was approved by the Board of Directors on 25 February 2022 and will be submitted for approval by the Shareholders’ Meeting pursuant to art. 123-ter, paragraph 3-bis of the CLF.

On 14 November 2019, the Company adopted a regulation implementing the Policy, also in order to regulate the terms and conditions governing the relations when specific events occur and in cases of

derogation in exceptional circumstances. The aforementioned regulation and eventual modifications are approved by the Board of Directors on proposal by the Remuneration Committee, if formed, or prepared by the Board of Directors if it also acts as the Remuneration Committee.

The Policy has also been adopted by the Company, as provided by Consob Regulation 17221/2010, regarding transactions with related parties ("Consob Related Parties Regulation"), also pursuant to and by effect of art. 4, paragraph 4, subsection b) of the "Procedure governing transactions with related parties" of the Company.

B. Remuneration Committee

The Board of Directors, in respect of the dispositions of the Code and with a view to simplifying corporate governance, attributed the functions of the Remuneration Committee to the entire Board of Directors, coordinated by the Chairman of the Board of Directors itself.

As provided by the Code, the Chief Executive Officer did not take part in the meetings of the Board acting as the Remuneration Committee, in which proposals regarding his own remuneration were made and approved. Therefore, only the 6 non-executive directors, mostly independent as required by the Code for Large Companies (5 independent according to the CLF and 3 also according to the Code) attended these meetings.

The Code assigns the following functions to the Remuneration Committee, and to the Board of Directors when it performs its functions:

- prepares the remuneration policy;
- submits proposals and expresses opinions to the Board of Directors on the remuneration of the executive directors and the other directors who fill specific positions and also on the establishment of the performance goals related to the variable component of such remuneration;
- monitors the application of remuneration policy, specifically verifying the effective achievement of the performance goals;
- periodically assesses the adequacy, overall consistency and concrete application of the policy for the remuneration of the directors and top management.

C. Employee remuneration and working conditions

The remuneration policies, and the determination of the variable components, of the employees and collaborators, including the Manager responsible for preparing the financial documents, are the responsibility of the Chief Executive Officer, who also implements MBO (Management by Objectives) plans and stability plans, both short and medium/long-term, consistent with the Policy and informs the Board periodically in this regard.

The Chief Executive Officer is also responsible, in determining the remuneration of the employees and collaborators, for taking into account their working conditions and also encouraging gender equality in terms of opportunities and remuneration. The Board retains the duty of periodically verifying the proper execution of these duties by assessing the relation existing between the entity of the various remunerations..

Specific focus must be reserved for the topic of MBO, by assessing the individual and company result indicators. This ensures that the system of company incentives is aimed at improving the results by objectives.

In identifying the KPI (Key Performance Indicators) and the references for determining the MBO, the Chief Executive Officer takes into account the contribution towards the results in terms of ESG (Environmental, Social and Governance) matters.

D. Intervention by independent experts

The Company did not resort to the use of external consultants in the preparation of the Remuneration Policy.

E. Aims, principles and duration of the Remuneration Policy

In order to define a Remuneration Policy consistent with that provided by the Code, the Board has, by adopting a transparent procedure, identified adequate systems of remuneration in possession of the attracting elements required to ensure the competitiveness of the Company.

The current and new versions of the Remuneration Policy represent a significant tool for management, this being intended as the top management and the beneficiaries of the Remuneration Policy (also the "Management"), aimed at:

- contributing towards the corporate strategy, the pursuit of the long-term interests and sustainability of the Company;
- attracting, retaining and motivating a management team with adequate professional skills;
- aligning the interests of the management team and the shareholders and relevant stakeholders through the pursuit of the sustainable success of the Company;
- promoting the creation of added value for the shareholders in the medium-long term.

It must be pointed out that, due to the characteristics of the business activities, it was deemed prudent to:

- not include remuneration based on shares;
- not indicate specific mechanisms of incentives for the Manager responsible for the internal audit department (whose remuneration is defined as in Recommendation 33, subsection b) of the Code) and the Manager responsible for preparing the financial documents;
- provide that the payment of part of the variable remuneration of the Directors be delayed with respect to the moment it becomes due.

The Policy, as established in art. 123-ter, paragraph 3 of the CLF, must be submitted for voting by the shareholders at least every three years or whenever changes are made.

F. Policies concerning the fixed and variable components of remuneration

The Company has identified the following subjects as beneficiaries of the Remuneration Policy:

- (i) the members of the Board of Directors;
- (ii) the non-executive directors with positions on the internal Committees of the Board of Directors (also "Committees");
- (iii) the executive directors – managers with or without strategic responsibilities;

(iv) the members of the Board of Statutory Auditors.

It must be noted that:

- in addition to the executives directors appointed to the position of “Executive Officer”, the MARR Board of Directors may also include executive directors with managerial qualifications;
- There are no managers with the powers and responsibilities of planning, managing and controlling the activities of the Company and the Group it belongs to (top management) other than the Chief Executive Officer.

F.1 Remuneration of the members of the Board of Directors

With the exception of the executive directors, the remuneration of the members of the Board of Directors is constituted exclusively by a fixed component and does not include any remuneration based on the achievement of results.

The entity of the remuneration of the Board of Directors is determined by the Shareholders' Meeting on appointment and conferment of their duties.

For the duration of the term of office, the Shareholders' Meeting establishes a total annual amount for the entire Board of Directors, which is usually divided equally between the members during the first meeting of the Board of Directors after the Shareholders' Meeting.

As provided by the Company By Laws, the Board members invested with specific powers are due specific emoluments for this, the establishment of which is performed by the Board of Directors, after hearing the opinion of the Board of Auditors and the Remuneration Committee, if formed. These specific emoluments may not in any case exceed the amount of four times the remuneration of each Director determined as stated in the preceding paragraph, that provided in the Remuneration Policy concerning executive directors holding firm.

The members of the Board of Directors have the right to be reimbursed the expenses sustained in performing their duties.

F.2. Remuneration of the non-executive directors appointed as members of the internal Committees of the Board of Directors

The remuneration of the non-executive directors appointed as members of the Committees is constituted exclusively by a fixed component and does not include any remuneration plans based on the achievement of results.

The remuneration of the members of the Committees, which is determined by the Board of Directors, is additional to that deliberated by the Shareholders' Meeting and is the same for each member. No further integrations are provided for the *non-executive* directors called upon to perform the duties of Committee Chairman.

The entity of the total remuneration for each Committee is commensurate to the commitment required and the number of members. It is between 10% and 25% of the remuneration decided by the Shareholders' Meeting for the entire Board of Directors. The remuneration is decided by the Board for entire term of office, after hearing the opinion of the Board of Statutory Auditors.

F.3 Remuneration of the executive directors

The remuneration of the executive directors, in addition to that in paragraph F.1, is constituted by a “fixed” component and a “variable” component, suitable balanced and consistent with the strategic objectives and risk management policy of the Company, also taking into account the characteristics of its everyday business and the sector in which it operates.

The mechanism of determining the variable portion is defined and approved by the Board of Directors, with the favourable opinion of the Board of Statutory Auditors.

The entity of both components are determined:

- by the Board of Directors with the favourable opinion of the Board of Auditors, for the Executive Directors with strategic responsibilities;
- by the Chief Executive Officer, with the approval of the Board of Directors, for the Executive Directors without strategic responsibilities and therefore in the framework of their status of employees and managers of the Company.

The following is a description of the remuneration components of the executive directors with strategic responsibilities.

The annual **fixed component**, which is in itself sufficient to remunerate the services rendered in the event that the “variable” component is not paid due to the failure to achieve the objectives, is constituted by:

- remuneration for everyday work (determined by the contractual components);
- remuneration as member of the Board of Directors, as in paragraph F.1;
- remuneration attributed, even for a time less than the term of office, by the Board of Directors on the basis of the proxies conferred.

The **variable component**, which represents a significant part of the overall remuneration, is between 30% and 50% of the entire remuneration.

F.4 Remuneration of the members of the Board of Statutory Auditors

The total annual emoluments for the members of the Board of Statutory Auditors are determined by the Shareholders’ Meeting by virtue of their independence, although the possibility of establishing a maximum all-inclusive threshold for the entire Board of Statutory Auditors has not been ruled out.

The remuneration of the members of the Board of Statutory Auditors envisages a remuneration suited to the skills, professionalism and commitment required by the significance of the position held and the size of the Company, the sector it operates in and its situation.

The members of the Board of Statutory Auditors have the right to be reimbursed the expenses sustained in performing their duties.

G. Non-monetary benefits

The Company recognises to the executive directors non-monetary benefits of a non-relevant amount.

H. Description of the performance objectives for the variable components of the executive directors

The **variable component** of the remuneration due to the executive directors with strategic responsibilities is constituted by:

- i) a portion determined on the basis of the **short-term objectives – annual** not more than 60% of the total “variable” component;
- ii) the remainder determined on the basis of the **medium/long-term objectives - triennium**.

i) Short/term objectives – annual

It is provided that the Executive Director will be assigned the following objectives, referring to the annual budget of the Company (also “Budget”) and with a homogenous perimeter:

- 1) a portion of 30% of the short-term variable component on the basis of an annual expenditure which shows an EBITDA in absolute terms of not less than that forecast in the annual Budget;
- 2) a portion of 25% of the short-term variable component on the basis of an annual expenditure which shows an EBITDA margin (intended as percentage of EBITDA over total revenues) of not less than that forecast in the annual Budget;
- 3) a portion of 20% of the short-term variable component on the basis of an annual expenditure which shows a PFN of not more than that forecast in the annual Budget net of the impacts of IFRS 16 and eventual investments (for purchases, immobilisations, etc.);
- 4) a portion of 25% of the short-term variable component on the basis of an annual expenditure which shows Revenues from sales in the Street Market Channel of not less than that forecast in the annual Budget.

In determining the amounts regarding the variable remuneration, the Board will define, with the approval of the Board of Statutory Auditors, a scale of graduality in the event that objectives are not fully achieved.

ii) Medium and long-term objectives – triennium

It is provided that the Executive Director will be assigned the following medium and long-term objectives, referring to the Company’s Multi-annual Plan (“Business Plan”) and with a homogenous perimeter:

- 1) a portion of 20% of the medium and long-term variable component on the basis of a Total Shareholder Return (TSR) of not less at the end of the period (triennium) than that of the FTSE Italia STAR index;
- 2) a portion of 20% of the medium and long-term variable component on the basis of an annual expenditure showing an EBITDA in absolute terms of not less than that forecast in the Business Plan;
- 3) a 20% share of the medium-long term variable component against a final balance showing an EBT in absolute numbers not less than what is foreseen in the Budget / Business Plan;
- 4) a portion of 20% of the medium and long-term variable component on the basis of a Trade net working capital/total revenues ratio of not more than that forecast in the Business Plan;

- 5) a portion of 20% of the medium and long-term variable component on the basis of the achievement of an ESG rating assigned to the Company at the end of the triennium by MSCI ESG Research LLC, as primary international data provider, of at least AA (improving). This portion is reduced to 15% if said rating is A (maintenance) and 10% if said rating is BBB (slight worsening). Nothing shall be due if the rating is less than BB.

The quantitative objectives (points 2, 3 and 4) will refer to the achievement of the plan targets for the last year of the triennial Business Plan approved by the Board of Directors.

In determining the amounts regarding the variable remuneration, the Board will define, with the approval of the Board of Statutory Auditors, a scale of graduality in the event that objectives are not fully achieved.

I. Criteria for the evaluation of results

The achievement of the short-term and medium and long-term objectives will be verified by the Board of Directors, with the support of the Remuneration Committee, if formed.

J. Information on the consistency of the Remuneration Policy with the achievement of the medium-long term interests of the Company

The short-term variable component is aimed at rewarding the achievement of the corporate objectives in order to establish a profitable trend between remuneration and performance. The long-term incentive plans, consistent with the strategic objectives of the Company, are aimed at encouraging sustainable success, strengthening the links between the variable remuneration and the corporate results in the long-term, and also further aligning the interests of the top management team to those of the shareholders, in particular:

- a) encouraging the creation of value for the shareholders in the medium and long-term;
- b) ensuring growth rates that are consistent with that forecast in the Business Plan;
- c) maintaining levels of profitability and financial management in line with that forecast in the Business Plan;
- d) stimulating the achievement of the non-financial and ESG sustainability objectives.

K. Terms for the accrual of rights e ex post correction mechanisms

The payment of the variable remuneration is made after verification of the achievement of the annual and medium- long term objectives by the Board of Directors, with the support of the Remuneration Committee, if formed, after the approval of the draft of the Annual financial report for the business year to which the objectives refer.

“*Clawback*” clause

The Company may request the restitution of all or part of the variable components of remuneration paid (or withhold sums that are not due), determined on the basis of the figures that are subsequently found to be blatantly incorrect.

L. Clauses for maintaining financial instruments in the portfolio

The Remuneration Policy does not include incentives plans based on shares or other financial instruments, and therefore there are no clauses for maintaining financial instruments in the portfolio after their acquisition.

M. Treatment in the case of stepping down from office or termination of employment relations

In the case of the eventual interruption of relations with the Company by the beneficiaries of the Remuneration Policy for reasons other than just cause, it has been deemed just to pursue extra-judicial solutions on an equitable basis, within the limits provided by the good practices existing for similar figures, that provided by the laws and contracts in force holding firm.

There are no specific agreements ongoing which determine particular indemnities in the case of termination of relations.

The indemnities eventually provided for the termination of employment of the executive directors is defined as follows:

- in the framework of their dependent employment, in the terms envisaged in the collective contract;
- in the framework of the other positions, there are no specific indemnities.

N. Insurance coverage, social security and pensions

Insurance coverage for civil liability deriving from the position filled is provided for the members of the Board of Directors and the Board of Statutory Auditors.

O. Remuneration policy with reference to the independent directors, those appointed to Committees and the performance of specific duties.

See the preceding point F.

P. Reference parameters used in the definition of the Remuneration Policy

The Remuneration Policy has been prepared consistently with the previous policies adopted by the Company, with the updates required by the Recommendations of the Code, also referring to the relevant best practices.

Q. Derogations in exceptional circumstances

The Board of Directors, after hearing the opinion of the Remuneration Committee, if formed, and in exceptional circumstances, retains the right to derogate the Policy, specifically stating this in the Report on remuneration policy and remuneration paid, taking into account the objectives of maintaining and creating corporate value and in respect of the Consob Related Parties Regulation.

SECOND SECTION

The following section, in two parts, illustrates in a nominative manner the remuneration of the members of the management and auditing bodies during the business year.

Part One

1.1 Items comprising remuneration

The following is an illustrative description of each of the items comprising the remuneration for the business year.

There are no managers with the powers and responsibilities of planning, managing and controlling the activities of the Company and the Group it belongs to (top management) other than the Chief Executive Officer.

Remuneration of the Board of Directors and the Board members invested with specific duties

On 28 April 2017, the Shareholders' Meeting renewed the management body for the triennium 2020-2022, establishing an overall annual remuneration for the entire Board of Directors of 175,000 Euros. The Board of Directors subsequently decided to divide this amount into equal parts among the 7 members, thereby recognising to each of them a gross annual remuneration of 25,000 Euros for their term of office, to be equalized each year.

On 14 May 2020, the Board of Directors, also acting as the Remuneration Committee, with the favourable opinion of the Board of Statutory Auditors and the abstention of the interested party, recognised to Mr. Ugo Ravanelli a fixed gross annual remuneration of 95,000 Euros, to be adjusted on an annual basis for the office of Chairman of the Board of Directors.

Remuneration of the directors appointed to the internal Committees of the Board of Directors

On 28 April 2020, the Board of Directors, in respect of the dispositions of the Code, decided to:

- form a Control and Risk Committee, composed of Messrs Marinella Monterumisi and Rossella Schiavini;
- with a view to simplifying corporate governance, attribute the functions of the Remuneration Committee and the Nomination Committee to the entire Board of Directors.

On 14 May 2020, the Board of Directors, also acting as the Remuneration Committee, and with the favourable opinion of the Board of Statutory Auditors and with the abstention of the interested parties, decided to attribute a remuneration for the entire term of office and to be adjusted each year of 17,500.00 Euros gross annually to each member of the Control and Risk Committee.

Remuneration of the members of the Board of Auditors

The Shareholders' Meeting on 28 April 2020, called upon to renew the auditing body, decided that the annual gross emoluments due to the members of the Board of Auditors should be 30,000 Euros for the Chairman and 20,000 Euros for the Standing Auditors.

On 28 April 2020, the Board of Directors appointed the Board of Statutory Auditors as the Supervisory Board ex Legislative Decree 231/01, attributing to each member gross annual remuneration of 7,000.00 Euros, to be adjusted each year.

Remuneration of the executive directors

During the course of the business year, the Chief Executive Officer, Mr. Francesco Ospitali, was the only executive director.

Mr. Francesco Ospitali was attributed the following remuneration with reference to the business year:

a) Fixed component

The fixed remuneration for dependent employment paid amounted to 173,546 Euros for the 2021 business year (covering the entire solar year), gross of social security and fiscal costs charged to the recipient and excluding the obligatory collective social security costs charged to the company and the severance fund allocation.

The Board of Directors meeting on 14 May 2020, also acting as the Remuneration Committee, and with the favourable opinion of the Board of Statutory Auditors and with the abstention of the interested party, established the fixed component of his remuneration as 150,000 Euros annually for the duration of the term of office, and thus until the shareholders' meeting called for the approval of the annual financial statements for 2022.

The Board of Directors meeting on 25 February 2022, also acting as the Remuneration Committee, and with the favourable opinion of the Board of Statutory Auditors and with the abstention of the interested party, considering the major efforts made in the biennium and expected for the current year by the Chief Executive Officer as a result of the complications and management difficulties caused by the Covid-19 pandemic, increased the fixed remuneration on the basis of the proxies received by the amount of 100,000 Euros gross for both 2021 and 2022.

b) Variable component

On 14 May 2020, the Board of Directors, also acting as the Remuneration Committee, and with the favourable opinion of the Board of Statutory Auditors and with the abstention of the interested parties, decided to attribute to the Chief Executive Officer a short-term variable remuneration of 125,000.00 Euros gross annually linked to the achievement of annual objectives as described below together with the relative graduality indices:

- a. 37,500.00 Euros for EBITDA in absolute terms as per the budget;
 - 50% if the target is achieved for at least 97%
- b. 25,000.00 Euros for EBITDA margin as per the budget;
 - 50% if the % margin is at most 0.2 points less than envisaged
- c. 31,250.00 for PFN;
 - 50% if PFN is maximum 5% in excess
- d. 31,250.00 for Street market revenues;
 - 50% if revenues are no more than 3% less

On 19 February 2021, the Board of Directors, also acting as the Remuneration Committee, and with the favourable opinion of the Board of Statutory Auditors and in the absence of the interested party,

as envisaged by the Code, derogating to that provided by the Remuneration Policy in force, as a result of the continuation of the Covid-19 pandemic, decided to adjust the variable remuneration for the business year due to the Chief Executive Officer, Mr. Francesco Ospitali, as follows:

- redefining the maximum threshold of the variable remuneration for 2021 as 85,000 Euros gross;
- breaking down the above variable remuneration as follows:

(i) achievement during the year of the EBITDA in absolute figures as estimated in Budget/Forecast approved by the Board: 30,000 Euros;

(ii) in the event of differences in total revenues from sales for the year in line with the market trends in the “hotels, meals and out-of-home consumption” sector as recorded by the Confcommercio Studies Office: 25,000 Euros;

(iii) achievement during the year of an EBIT value of not less than 40 million Euros: 30,000 Euros.

On 15 March 2022, the Board of Directors, also acting as the Remuneration Committee, in the absence of the interested party, as envisaged by the Code, verified the achievement of all of the targets and resolved to attribute to the Chief Executive Officer, Mr. Francesco Ospitali, the overall gross annual variable remuneration for 2020 of 85,000.00 Euros.

Consistently with the Remuneration Policy, the Board of Directors meeting on 14 May 2020 also attributed to the Chief Executive Officer a medium and long-term variable remuneration amounting to 300,000 Euros for the triennium 2020-2022, which may be paid out, on achievement of the objectives established, at the end of the reference period.

In terms of overall remuneration, and excluding the medium and long-term variable remuneration, the proportion of fixed and variable remuneration is as follows:

- 84% fixed component;
- 16% short-term variable component

c) Non-monetary benefits

452 Euros as accommodation benefit.

1.2 Attribution of indemnities and/or benefits for stepping down from office or termination of employment relations

During the course of the 2020 business year, in compliance with the dispositions of the Remuneration Policy, no indemnities and/or benefits were attributed for stepping down from office or termination or employment relations.

1.3 Derogations applicable to the Policy

See that stated in point 1.1 with regard to the variable annual remuneration for 2020 due to the Chief Executive Officer.

1.4 Application of ex post correction mechanisms for the variable component

No ex post correction mechanisms for the variable component were applied during the course of the business year.

1.5 Remuneration variation and comparison

Below is the comparison between the annual variation in the last 3 business years:

i) of the overall remuneration of the members of the Board of Directors and Board of Statutory Auditors

Director/Statutory Auditor (Position)	2021	Variation 2021/2020	2020	Variation 2020/2019	2019
Ugo Ravanelli (Chairman BoD Independent director TUF)	120,000	+25%	95,833	+102%	47,500
Francesco Ospitali (Chief Executive Officer)	533,998	+50%	356,169	-40%	593,633
Claudia Cremonini (Non-executive director)	25,000	0%	25,000	0%	25,000
Vincenzo Cremonini (Non-executive director)	8,333	-67%	25,000	0%	25,000
Paolo Ferrari (Independent director TUF)	13,542	-61%	35,000	-67%	105,000
Marinella Monterumisi (Independent director TUF and Code)	42,500	-4%	44,167	-7%	47,500
Alessandro Nova (Independent director TUF and Code)	25,000	-9%	27,500	-15%	32,500
Rossella Schiavini (Independent director TUF and Code)	42,500	+2%	41,667	+4%	40,000
Massimo Gatto (Chairman of the Board of Statutory Auditors)	37,000	+10%	33,667	+25%	27,000
Andrea Foschi (Standing Auditor)	34,714	+9%	31,714	+144%	13,000
Simona Muratori (Standing Auditor)	32,750	+51%	21,721	+263%	5,980

Below are the details of the variations during the business year compared to last year:

Director/Statutory Auditor	Variation 2021/2020	Variation details
Ugo Ravanelli	- + 31,667 - 7,500	-Variation in Director's remuneration (office confirmed on 28/04/2020) -Variation in remuneration for Chairman BoD (office taken on 28/04/2020) - Variation in remuneration for members of CRC and RAC (office ended on 28/04/2020)
tot	+ 24,167 + 25%	
Francesco Ospitali	- + 116,667 + 40,000 + 21,162 -	-Variation in Director's remuneration (office confirmed on 28/04/2020) -Variation in fixed component of CEO remuneration (office confirmed on 28/04/2020) -Variation in annual variable component of CEO remuneration -Variation in remuneration for dependent work (in 2020, 400 unpaid hours in substitution of leave were included in the account, while 130 were included in 2021) -Variation in non-monetary benefits
tot	+ 177,829 + 50%	
Claudia Cremonini	-	- Variation in Director's remuneration (office confirmed on 28/04/2020)
tot	- 0%	
Vincenzo Cremonini	-16,667	- Variation in Director's remuneration (office ended on 17/04/2021)
tot	-16,667 - 67%	
Paolo Ferrari	+ 5,209 - 26,667	- Variation in Director's remuneration (office ended on 28/04/2020 and taken again on 15/05/2021) - Variation in remuneration Chairman of the BoD (office ended on 28/04/2020)
tot	- 21,458 - 61%	
Marinella Monterumisi	- - 1,667	- Variation in Director's remuneration (office confirmed on 28/04/2020) - Variation in remuneration for members of CRC (office of CRC and RAC ended on 28/04/2020 – CRC office confirmed on 28/04/2020)
tot	- 1,667 - 4%	
Alessandro Nova	- - 2,500	- Variation in Director's remuneration (office confirmed on 28/04/2020) - Variation in remuneration for members of RAC (office ended on 28/04/2020)
tot	- 2,500 - 9%	
Rossella Schiavini	- + 833	- Variation in Director's remuneration (office confirmed on 28/04/2020) - Variation in remuneration for members of CRC (office of RAC ended on 28/04/2020 – CRC office confirmed on 28/04/2020)
tot	+ 833 + 2%	
Massimo Gatto	+ 1,000 + 2,333	- Variation in remuneration for statutory auditors (office confirmed on 28/04/2020) - Variation in other remuneration (took office a member of the SB ex Leg. Dec. 231/01 on 28/04/2020)
tot	+ 3,333 + 10%	
Andrea Foschi	+ 667 - + 2,333	- Variation in remuneration for statutory auditors (office confirmed on 28/04/2020) -Variation in other remuneration from subsidiaries and associates. - Variation in other remuneration (took office a member of the SB ex Leg. Dec. 231/01 on 28/04/2020)
tot	+ 3,000 + 9%	
Simona Muratori	+ 6,503 +2,250 + 2,333	- Variation in remuneration for statutory auditors (office confirmed on 28/04/2020) -Variation in other remuneration from subsidiaries and associates. - Variation in other remuneration (took office a member of the SB ex Leg. Dec. 231/01 on 28/04/2020)
tot	+ 11,086 + 51%	

ii) the results of the Company

	Variation 2021/2020	Variation 2020/2019
Revenues	+32%	- 35%
Business year profits	+879%	- 106%
Shareholders' equity	+3%	- 1 %

iii) the average gross annual remuneration, parametered on full-time employees and employees other than the individuals whose remuneration is given nominatively in this section of the Report.

In Considering the exceptional nature of the 2020 and 2021 business years, the variation is represented in two versions:

- 1) taking into account the use of the furloughing mechanism that the Company made use of;
- 2) without taking into account the effects of furloughing,

Variation 2021/2020	Variation 2020/2019
1) +15%	1) - 23%
2) +2%	2) - 6%

1.6 Votes cast by the Shareholders' Meeting regarding the approval of Section II of last year's Report

Below is the outcome of the votes cast by the Shareholders' Meeting held on 28 April 2021 regarding the approval of Section II of the Report for the 2020 business year:

	number of shares	% of total shares constituting the share capital
Shares represented in the meeting	54,902,089	82.53%
Shares for which no votes were cast	0	0.00%
Shares for which votes were cast	54,902,089	82.53%
In favour	51,831,472	77.91%
Against	2,920,617	4.39%
Abstained	150,000	0.23%

Part Two

The following is an analytical description of the remuneration paid during the business year in question under any title and in any form by the Company and its subsidiaries, using the following tables:

- **TABLE 1:** Remuneration paid to the members of the management and auditing bodies, General Managers and other managers with strategic responsibilities.
- **TABLE 2:** Monetary incentive plans in favour of the members of the management body, General Managers and other managers with strategic responsibilities.
- **TABLE 3:** Holdings of the members of the management and auditing bodies and General Managers.

Rimini, 15 March 2022

The Chairman of the Board of
Directors
Ugo Ravanelli

TABLE I: Remuneration paid to the members of the management and auditing bodies, General Managers and other managers with strategic responsibilities

Members of the Board of Directors

Name and Surname	Position	Period in which the position was held	Termination of office	Fixed remuneration	Remuneration for membership of committees	Variable non-equity remuneration		Non-monetary benefits	Other remuneration	TOTAL	Fair value equity remuneration	Indemnity for end of office or termination of employment
						Bonuses and other incentives	Participation in the profits					
Ugo Ravanelli	Chairman BoD Independent director TUF	01/01/2021-31/12/2021	S.M. F.S. 2022									
(I) Remuneration in the company preparing the financial statements				25,000(2) 95,000(3)						120,000		
(II) Remuneration from subsidiaries and associates												
(III) Total				120,000						120,000		
Francesco Ospitali	Chief Executive Officer	01/01/2021-31/12/2021	S.M. F.S. 2022									
(I) Remuneration in the company preparing the financial statements				173,546 (1) 25,000(2) 250,000 (4)		85,000		452 (6)		533,998		
(II) Remuneration from subsidiaries and associates												
(III) Total				448,546		85,000		452		533,998		
Claudia Cremonini	Non-executive director	01/01/2021-31/12/2021	S.M. F.S. 2022									
(I) Remuneration in the company preparing the financial statements				25,000(2)						25,000		
(II) Remuneration from subsidiaries and associates												
(III) Total				25,000						25,000		
Vincenzo Cremonini	Non-executive director	01/01/2021-17/04/2021										
(I) Remuneration in the company preparing the financial statements				8,333(2)						8,333		
(II) Remuneration from subsidiaries and associates												
(III) Total				8,333						8,333		

Paolo Ferrari	Independent director TUF	14/05/2021-31/12/2021	S.M. F.S. 2022									
(I) Remuneration in the company preparing the financial statements				13,542(2)							13,542	
(II) Remuneration from subsidiaries and associates												
(III) Total				13,542							13,542	
Marinella Monterumisi	Independent director TUF and Code	01/01/2021-31/12/2021	S.M. F.S. 2022									
(I) Remuneration in the company preparing the financial statements				25,000(2)	17,500 (5)						42,500	
(II) Remuneration from subsidiaries and associates												
(III) Total				25,000	17,500						42,500	
Alessandro Nova	Independent director TUF and Code	01/01/2021-31/12/2021	S.M. F.S. 2022									
(I) Remuneration in the company preparing the financial statements				25,000(2)							25,000	
(II) Remuneration from subsidiaries and associates												
(III) Total				25,000							25,000	
Rossella Schiavini	Independent director TUF and Code	01/01/2021-31/12/2021	S.M. F.S. 2022									
(I) Remuneration in the company preparing the financial statements				25,000(2)	17,500 (5)						42,500	
(II) Remuneration from subsidiaries and associates												
(III) Total				25,000	17,500						42,500	

Notes:

- (1) Remuneration from dependent employment.
- (2) Remuneration as member of the Board of Directors;
- (3) Remuneration for specific duties ex art. 2389 paragraph 3 Civil Code.
- (4) Fixed remuneration deliberated by the Board of Directors for proxies conferred.
- (5) Remuneration as member of the Control and Risk Committee.
- (6) The figures given are those recorded for tax purposes.

There is an insurance policy for civil liability for the administration and control bodies, stipulated with a major insurance company, the pro-capita premium of which is negligible.

Members of the Board of Statutory Auditors

Name and Surname	Position	Period in which the position was held	Termination of office	Fixed remuneration	Remuneration for membership of committees	Variable non-equity remuneration		Non-monetary benefits	Other remuneration	TOTAL	Fair value equity remuneration	Indemnity for end of office or termination of employment
						Bonuses and other incentives	Participation in the profits					
Massimo Gatto	Chairman of the Board of Statutory Auditors	01/01/2021-31/12/2021	S.M. F.S. 2022									
(I) Remuneration in the company preparing the financial statements				30,000(1)					7,000(2)	37,000		
(II) Remuneration from subsidiaries and associates												
(III) Total				30,000					7,000	37,000		
Andrea Foschi	Standing Auditor	01/01/2021-31/12/2021	S.M. F.S. 2022									
(I) Remuneration in the company preparing the financial statements				20,000(1)					7,000(2)	27,000		
(II) Remuneration from subsidiaries and associates				7,714						7,714		
(III) Total				27,714					7,000	34,714		
Simona Muratori	Standing Auditor	01/01/2021-31/12/2021	S.M. F.S. 2022									
(I) Remuneration in the company preparing the financial statements				20,000(1)					7,000(2)	27,000		
(II) Remuneration from subsidiaries and associates				5,750						5,750		
(III) Total				25,750					7,000	32,750		

Note:

(1) Remuneration deliberated by the Shareholders' Meeting.

(2) Remuneration as member of the SB.

There is an insurance policy for civil liability for the administration and control bodies, stipulated with a major insurance company, the pro-capita premium of which is negligible.

TABLE 2: Monetary incentive plans in favour of the members of the management body, General Managers and other managers with strategic responsibilities

Name and Surname	Position	Plan	Annual bonus			Bonuses from previous years			Other bonuses
			Payable/paid	Delayed	Delay period	No longer payable	Payable/paid	Still delayed	
Francesco Ospitali	Chief Executive Officer								
(I) Remuneration in the company preparing the financial statements		BoD Resolution of 19/02/2021 (annual objectives 2021)	85,000						
(II) Remuneration from subsidiaries and associates									
(III) Total			85,000						

TABLE 3: Holdings of the members of the management and auditing bodies and General Managers

Name and Surname	Position	Holding company	No. of shares owned at the end of the previous business year	Number of shares purchased	Number of shares sold	No. of shares owned at the end of the reference business year
Ugo Ravanelli	Chairman of the Board of Directors	MARR S.p.a.	81,411			81,411
Francesco Ospitali	Chief Executive Officer	MARR S.p.a.	1,000			1,000
Claudia Cremonini	Non-executive director	MARR S.p.a.	5,574			5,574
Total			87,985			87,985