



Shareholders' Meeting

28 April 2017

Reports and proposals by the Directors
on items 1. and 4. of the agenda

MARR S.p.A.
Via Spagna, 20 – 47921 Rimini (Italy)
Share Capital € 33,262,560 fully paid-up
Tax Code and Rimini Register of Enterprises 01836980365
Rimini R.E.A: no. 276618
Company subject to the management and coordination of Cremonini S.p.A. – Castelvetro (MO)

I. FINANCIAL STATEMENTS AS AT 31 DECEMBER 2016 AND REPORT ON MANAGEMENT; INHERENT AND CONSEQUENT DELIBERATIONS.

Dear Shareholders,

We would ask you to approve the Financial Statements as at 31 December 2016, together with the Directors' Report on management.

We would also propose to:

a) allocate the business year profits of 55,802,666 Euros as follows:

- gross dividend of 0.70 Euros for each ordinary share bearing rights;
- allocation of the remaining amount to the extraordinary reserve;

b) make the payment of the dividend on 24 May 2017, with coupon detachment (no. 13) on 22 May 2017 and record date on 23 May 2017, as regulated by the Italian Stock Exchange.

As stated and considered above, the Board of Directors therefore proposes to vote on the Directors' Report, the financial statements as at 31 December 2016, which closed with profits of 55,802,666 Euros, and approves the following deliberation proposal:

"The shareholders' meeting, having acknowledged the Directors' Report, and also the Reports of the Board of Statutory Auditors and the Independent Auditing Firm

deliberates

- to approve the financial statements as at 31 December 2016 and the Directors' Report on management;
- to allocate a gross dividend of 0.70 Euros for each ordinary share bearing rights;
- to allocate the remaining amount to the extraordinary reserve;
- to make the payment of the dividend on 24 May 2017, with coupon detachment (no. 13) on 22 May 2017 and record date on 23 May 2017, as regulated by the Italian Stock Exchange.

Rimini, 14 March 2017

For the Board of Directors
The Chairman
Paolo Ferrari

4. PRESENTATION OF THE REPORT ON REMUNERATION EX ART. 123 TER OF LEGISLATIVE DECREE 58/1998.

Dear Shareholders,

The Board of Directors hereby presents and submits for your approval the Report on Remuneration ex art. 123 ter of Legislative Decree 58/1998, drawn up in compliance with that provided by the Consob Regulation adopted by deliberation no. 11971/1999.

The Board of Directors proposes to vote on the first section of the Report on Remuneration and that the following deliberation proposal be approved:

“The shareholders’ meeting

deliberates

to approve the first section of the report on remuneration.”

Rimini, 14 March 2017

For the Board of Directors
The Chairman
Paolo Ferrari