



Shareholders' Meeting

18 April 2019

Reports and proposals by the Directors
on 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)

ANNUAL FINANCIAL STATEMENTS AS AT 31 DECEMBER 2018, REPORT BY THE DIRECTORS, THE BOARD OF STATUTORY AUDITORS AND THE INDEPENDENT AUDITING FIRM; INHERENT AND CONSEQUENT RESOLUTIONS. PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS AS AT 31 DECEMBER 2018.

Dear Shareholders,

The 2018 Annual Financial Statements of MARR S.p.A., closing with a profit of 64,648,684 Euros, and the Consolidated Financial Statements, closing with a profit of 68,505,200 Euros, are illustrated in the "2018 Annual Financial Report" available to the public at the registered office, on the Company website (www.marr.it), at the Borsa Italiana S.p.A. and on the authorised storage mechanism eMarket Storage (www.emarketstorage.com). Reference is made to said document in this report.

The above holding firm and taken into consideration, the Board of Directors therefore proposes that the Annual Financial Statements as at 31 December 2018 be voted on and the following resolution proposal be approved:

"The Shareholders' Meeting,

- having examined the Annual Financial Statements of the Company and the consolidated financial statements of the Group as at 31 December 2018, the report of Directors on operations, the report on corporate governance and ownership structure and the consolidated non-financial Statement pursuant to Legislative Decree 254/2016;
- given the report by the Board of Statutory Auditors to the Shareholders' Meeting of which in art. 153 of Legislative Decree 58/1998 (TUF) and art. 2429 of the Civil Code;
- given the reports by the independent auditing firm on the Annual Financial Statements and consolidated financial statements as at 31 December 2018;

deliberates

- to approve the Annual Financial Statements of the Company as at 31 December 2018, which closed with a profit of 64,648,684 Euros.

Rimini, 12 March 2019

For the Board of Directors
The Chairman
Paolo Ferrari

2. ALLOCATION OF THE BUSINESS YEAR RESULT; INHERENT AND CONSEQUENT RESOLUTIONS.

Dear Shareholders,

acknowledging that the 2018 Annual Financial Statements of MARR S.p.A. closed with a profit for the business year of 64,648,684 Euros, we propose that:

a) the profit of 64,648,684 Euros be allocated as follows:

- gross dividend of 0.78 Euros per ordinary share with voting rights;
- allocation of the residual amount to the extraordinary reserve;

b) pay out the dividend on 29 May 2019, with ex coupon (no. 15) on 27 May 2019 and record date on 28 May 2019, as per the regulations of Borsa Italiana.

The above holding firm and taken into consideration, the Board of Directors therefore proposes that the following resolution proposal be approved:

"The Shareholders' Meeting

deliberates

- to allocate a gross dividend of 0.78 Euros per ordinary share with voting rights;
- to allocate the residual amount to the extraordinary reserve ;
- to pay out the dividend on 29 May 2019, with ex coupon (no. 15) on 27 May 2019 and record date on 28 May 2019, as per the regulations of Borsa Italiana".

Rimini, 12 March 2019

For the Board of Directors
The Chairman
Paolo Ferrari

3. INTEGRATION OF THE BOARD OF STATUTORY AUDITORS; INHERENT AND CONSEQUENT RESOLUTIONS.

Dear Shareholders,

We would point out that, as per market communication on 1 March, following the resignation tendered by Mr. Ezio Maria Simonelli, pursuant on art. 23, paragraph 9 of the Company By Laws, the position of Standing Auditor of MARR S.p.A. was taken over on the same day by Mrs. Simona Muratori, an alternate auditor elected from the same list as the resigning auditor.

Therefore, in fulfilment of art. 2401, paragraph 1 of the Civil Code, the Shareholders' Meeting is called upon to integrate the Board of Statutory Auditors by appointing one standing auditor and one alternate auditor, in respect of that envisaged by art. 148 of Legislative Decree 58/1998. The Auditors thus appointed will step down from office at the same time as the other members of the Board, and thus on the date of the Shareholders' Meeting for the approval of the financial statements as at 31 December 2019.

The Shareholders' Meeting is called upon to resolve on the appointment of one standing auditor and one alternate auditor without using the "list voting" procedure, by virtue of the above art. 23, paragraph 9 of the Company By Laws, pursuant to which, should a standing and/or alternate auditor from the list which obtained the highest number of votes need to be replaced, the Shareholders' Meeting resolves on the majority of the law without being bound to lists. The appointment procedures must ensure the respect of the laws in force on gender equality in any event.

In the light of the above, the Shareholders are asked to submit the following with their candidatures: (i) the curriculum vitae stating the personal and professional characteristics of each candidate; (ii) the declarations in which the individual candidates accept their candidature and attest, under their own personal responsibility, the non-existence of reasons for ineligibility or incompatibility and the existence of the requirements prescribed by the By Laws, by the law and by internal regulations for members of the Board of Statutory Auditors and (iii) the list of management and control positions held in other companies pursuant to art. 2400 of the Civil Code.

Given the above, it is proposed that the Shareholders' Meeting integrate the Board of Statutory Auditors as required by appointing one standing auditor and one alternate auditor, taking into account that the new members shall step down from office at the

same time as the other members of the Board on completion of their mandate, during the Shareholders' Meeting to be held for the approval of the financial statements as at 31 December 2019.

Rimini, 12 March 2019

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, 12 March 2019

For the Board of Directors
The Chairman
Paolo Ferrari