



MARR S.p.a.

Legal Headquarters - Rimini, Via Spagna 20

Share Capital 33,262,560 Euros fully paid-up.

Tax Code and registration number in the Register of Enterprises of the Chamber of Commerce of Romagna - Forlì-Cesena and Rimini 01836980365

*Company subject to the management and coordination of Cremonini S.p.a.*

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### **CALLING OF THE SHAREHOLDERS' MEETING**

The Shareholders are hereby called to the ordinary Shareholders' Meeting in Castelvetro di Modena, Via Modena 53, on 28 April 2020 at 10:00 to discuss and deliberate on the following

#### AGENDA

##### *Ordinary Part*

1. Financial statements as at 31 December 2019 and Report of the Directors, of the Statutory Auditors and of the Independent Auditors; inherent and consequent resolutions. Presentation of the Consolidated Financial Statements at December 31, 2019.
2. Allocation of the Net Result; inherent and consequent resolutions.
3. Appointment of the Board of Directors.
  - 3.1 Determination of the number of the members.
  - 3.2 Determination of the term of office.
  - 3.3 Appointment of members of the Board of Directors.
  - 3.4 Appointment of the Chairman of the Board of Directors.
  - 3.5 Determination of the remuneration of the Board of Directors.
4. Appointment of the Board of Statutory Auditors.
  - 4.1 Appointment of the Board of Statutory Auditors and Chairman.
  - 4.2 Determination of the remuneration of the Board of Statutory Auditors.
5. Report on the remuneration policy and the remuneration paid
  - 5.1 Approval of the first section of the Report pursuant to art. 123 ter, paragraph 3 bis of Legislative Decree 58/1998.
  - 5.2 Resolution concerning the second section of the Report pursuant to art. 123 ter, paragraph 6 of Legislative Decree 58/1998.
6. Authorisation to purchase, alienate and dispose of treasury shares; inherent and consequent resolutions.

##### *Extraordinary Part*

1. Proposal for the modification of art. 7 of the Corporate by-laws for the introduction of increased voting rights. Inherent and consequent resolutions.

The proposals and reports by the Board of Directors concerning the items on the agenda, including the annual financial report and other documents that will be submitted to the Shareholders' Meeting, will be made available to the public at the company registered office and on the company website [www.marr.it](http://www.marr.it) and on the website of authorised storage device [www.emarketstorage.com](http://www.emarketstorage.com) within the respective terms of the law. The shareholders have the right to obtain copies of them.

#### Attendance and representation

All those who are the holders of voting rights and from whom the Company has received the notification of the authorised intermediary made on the basis of the findings concerning the end of the accounting day of 17 April 2020 (record date) have the right to attend the shareholders' meeting. Those who are the holders of shares subsequently to said date shall not have the right to attend and vote in the meeting.

All those legitimated to attend may be represented in the Shareholders' Meeting by written proxy in compliance with the laws on the force on the matter with the right to use the form available on the Company website ([www.marr.it](http://www.marr.it) - section corporate governance/AGM/2020) for this purpose. Proxies may be conferred in the form of an electronic document signed electronically pursuant to art. 21 of Legislative Decree 82/2005 and may be sent to the Company to the certified mail address [marr@legalmail.it](mailto:marr@legalmail.it). The representative may deliver or transmit a copy of the proxy, even on computerised support, instead of the original copy, certifying under their own responsibility the compliance of the proxy to the original and the identity of the person delegating.

The Company has designated Avv. Cristiano Cambria, employee of MARR S.p.a. and therefore in conflict of interest pursuant to art. 135-decies TUF, as the individual to whom the holders of voting rights may confer proxies free of charge by 24 April 2020, with voting instructions for all or some of the proposals on the agenda. Proxies to said representative may be conferred through the use of the specific form available on the Company website ([www.marr.it](http://www.marr.it) - section corporate governance/AGM/2020) which must be received by the Designated Representative Avv. Cristiano Cambria, with voting instructions, at the legal headquarters of the Company or by one of the following alternative methods: by fax sent to +39 0541/745059 or as an attachment to an electronic mail message sent to the address [ccambria@marr.it](mailto:ccambria@marr.it) signed pursuant to art. 21 of Legislative Decree 82/2005. Proxies and voting instructions may be revoked by 24 April 2020 in the same methods as those used for their conferment. Proxies are effective solely as regards the proposals for which voting instructions

have been conferred. Shares for which proxies have been conferred, even partially, are calculated in ascertaining the proper constitution of the shareholders' meeting. As regards the proposals for which voting instructions have not been conferred, shares are not included in the calculation of the majority and the quota of capital required for the approval of deliberations.

Should, for technical reasons, the proxy forms not be made available in electronic format, they will be sent on simple request, to be made to the certified electronic mail address [marr@legalmail.it](mailto:marr@legalmail.it) or by fax to the number +39 0541 746857.

The instructions given on the form itself must be followed for the conferment and notification of proxies.

#### Depositing of Lists

The members of the Board of Directors and Board of Statutory Auditors shall be appointed by voting from lists according to that established by arts. 13, 22, 23 and 30 of the Corporate by-laws and in respect of the laws and regulations in force. Candidates for the position of independent director must be in possession of the requisites provided by the laws and regulatory dispositions in force and the independence requisites provided by the code of conduct concerning corporate governance to which the company has stated its adherence.

Shareholders who, either individually or together with others, are the holders of a number of shares bearing voting rights amounting to at least 1% of the share capital have the right to present lists.

Lists must be deposited at least twenty-five days before the date of the shareholders' meeting, and therefore by 18:00 CET of Friday 3 April 2020, at the legal headquarters of the Company or sent to the certified electronic mail address [marr@legalmail.it](mailto:marr@legalmail.it), in which case a copy of a valid identification document of the person signing the list must be attached. Together with the lists, or even subsequently, as long as within the deadline provided for their publication (7 April 2020), the notification produced by the depositing intermediary certifying possession of the shares on the date of presentation of the list must be received at the certified electronic mail address [marr@pecserviziotitoli.it](mailto:marr@pecserviziotitoli.it).

The lists including three or more candidates must include candidates of different genders in order to guarantee that the composition of the corporate bodies respects that provided by the laws in force concerning gender equality.

Each list must obligatorily be supplemented by the declarations required pursuant to arts. 13 and 23 of the Corporate By-laws, for candidates for the position of Director and candidates for the position of Statutory Auditor respectively, and the legal and regulatory dispositions in force, in addition to detailed information on the personal and professional skills of the candidates.

The Shareholders who present a minority list are also requested to take into account the recommendations contained in Consob Communication DEM/9017893 dated 26 February 2009.

Should only one list or only lists presented by shareholders who are connected to each other have been deposited by 3 April 2020 for the appointment of the Statutory Auditors, this will be notified without delay, and lists may consequently be deposited until the third subsequent day, that is by 6 April 2020, by Shareholders who individually or together with

others represent at least 0.5% of the share capital bearing voting rights in the ordinary shareholders' meeting.

#### Shareholders Rights

Those who have the right to vote may also pose questions on the items on the agenda before the shareholders' meeting, but no later than 21 April 2020, by sending them by registered letter to the legal headquarters of the Company or to the certified electronic mail address [marr@legalmail.it](mailto:marr@legalmail.it)

Those doing so must supplement their questions with their own personal details (surname and name or business name in the case of a firm or company, place and date of birth and tax code) and must request that the depositing intermediary provide a specific notification to the Company certifying the ownership of the shares in the name of the requestor with effect until 17 April 2020 (record date) addressed to [marr@pecserviziotitoli.it](mailto:marr@pecserviziotitoli.it). Should they have requested from their depositing intermediary the notification of legitimacy to attend the shareholders' meeting, the request need only contain the references to said notification that may be released by the intermediary or at the very least the denomination of the intermediary itself.

Answer will be given to all questions received by 21 April 2020, after having verified their pertinence and the legitimacy to attend of the requestor, using the means requested by the requestor (fax or e-mail) or, at the latest, during the shareholders' meeting.

Shareholders who, even jointly, represent at least one-fortieth of the share capital may request, within ten days of the publication of this notification, the integration of the list of the items to be discussed, indicating in the request the additional items proposed or otherwise present proposals for deliberation concerning the items already on the agenda. Integration is not admitted for the items on which the shareholders' meeting deliberates, according to the law, on proposal by the directors or on the basis of a plan or a report prepared by them, except for those of which in art. 125-ter, paragraph 1 of the TUF. Requests must be submitted in writing by registered letter sent to the legal headquarters of the Company or to the certified electronic mail address [marr@legalmail.it](mailto:marr@legalmail.it), on condition that they are received by the Company within the deadline of which above. Within the same deadline, any proposing Shareholders must present a report on the matters or additional deliberations for which discussion is proposed, using the same means. The attestation of the ownership of shares and also of the required shareholding by the requesting Shareholders must result from a specific communication produced by the depositing intermediary with effect from the date of the request, addressed to [marr@pecserviziotitoli.it](mailto:marr@pecserviziotitoli.it).

Notification of any eventual integrations to the agenda will be given in the methods provided by the laws and regulations in force at least fifteen days before the date of the shareholders' meeting.

The accreditation of those attending the shareholders' meeting will begin at 09:30 CET.

This notification is published on the Company website and in extract form in the daily newspaper "Italia Oggi".

The Company also notifies that, in the light of the current emergency caused by the COVID-19 epidemic and its as yet unpredictable developments, the information contained in this notice may be modified, updated or integrated on the basis of legal dispositions, including regulatory, that may in the meantime be emanated. In such an eventuality, you will be promptly informed.

In any event, the Company will adopt all opportune initiatives to enable the shareholders' meeting to take place safely and in respect of the dispositions in force as a result of the above epidemic emergency.

The Chairman of the Board of Directors  
Paolo Ferrari

Rimini, 18 March 2020