



# SPAFID CONNECT

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Diffusione presunta

Oggetto : MARR: Shareholders' Meeting on 28 April  
2020 - Proposals by the majority  
shareholder

*Testo del comunicato*

Vedi allegato.

## Shareholders' Meeting on 28 April 2020 – Proposals by the majority shareholder

Rimini, 16 April 2020 – The Board of Directors of MARR S.p.A. (Milano: MARR.MI), the leading company in Italy in the sale and distribution of food products to the foodservice sector, following up on the recommendation to make the resolution proposals public as per Consob communication no. 3/2020 of 10 April 2020, hereby informs that it has received a notification from the majority shareholder (Cremonini S.p.A.) in which it makes proposals for the following items on the agenda for the Shareholders' Meeting on 28 April 2020:

### 3. Appointment of the Board of Directors

#### 3.1 Determination of the number of members

*determine the number of members of the Board Directors as seven.*

#### 3.2 Determination of the term of office

*establish that the term of office of the Board of Directors will be three business years, specifically until the shareholders' meeting called for the approval of the financial statements as at 31 December 2022.*

#### 3.4 Appointment of the Chairman of the Board of Directors

*appoint as Chairman of the Board of Directors Mr. Ugo Ravanelli*

#### 3.5 Determination of the remuneration of the Board of Directors.

*establish the overall remuneration as 175,000.00 gross annually for the entire Board of Directors for the term of office and to be updated on an annual basis.*

### 4. Appointment of the Board of Statutory Auditors

#### 4.2 Determination of the remuneration of the Board of Statutory Auditors

*attribute to the new Board of Statutory Auditors a gross annual remuneration of 30,000.00 Euros for the Chairman and gross annual remuneration of 20,000.00 Euros for each Standing Auditor.*

Furthermore, considering the continuing evolution of the global scenario deriving from the COVID-19 epidemic emergency and the regulatory measures emanated as a result, including Decree Law no. 23 of 8 April 2020 ("Liquidity Decree"), in force since 9 April 2020 and as prudential measure, the majority shareholder proposes as follows with regard to the following items on the agenda:

### 2. Allocation of the business year profit; inherent and consequent resolutions

*suspend the distribution of the 2019 dividends and allocate the profits for the 2019 business year to the extraordinary reserve.*

### 6. Authorisation to purchase, sell and dispose of own shares; inherent and consequent resolutions

*postpone the proposal for the authorisation to purchase, sell and dispose of own shares.*

The resolution proposals concerning the distribution of dividends and the authorisation to purchase, sell and dispose of own shares may eventually be submitted to a shareholders' meeting to be called before the end of the current year, should the Board of Directors deem it necessary on the basis of the evolution of the general scenario.

Lastly, the majority shareholder has confirmed its complete trust in the work of the Board of Directors.



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Taking into consideration the continuation of the measures to contain the spread of the COVID-19 epidemic, for the purpose of attending the Shareholders' Meeting of April 28, 2020, the Company reminds shareholders of the possibility of using the representative appointed pursuant to article 135-undecies of the Decree Legislative Decree No. 58 of 24 February 1998 (TUF), as already provided for in the notice of call published on 18 March 2020.

The Company, as detailed in the aforementioned notice of call, has designated the lawyer Cristiano Cambria, as a person to whom the holders of voting rights can confer, free of charge, by 24 April 2020, a proxy with voting instructions on all or some proposals on the agenda. The proxy to the aforementioned representative can be conferred by using the specific form available on the Company's website ([www.marr.it](http://www.marr.it) - sezione corporategovernance/assemblee/2020) which must reach the Designated Representative Avv. Cristiano Cambria, with voting instructions, at the Company's registered office or in one of the following ways alternatives: by fax to n. +39 0541 745059 or attached to an e-mail at [ccambria@marr.it](mailto:ccambria@marr.it).

**MARR** (Cremonini Group), listed on the STAR segment of the Italian Stock Exchange, is the leading Italian company in the specialised distribution of food products to the foodservice and is controlled by Cremonini S.p.A..

With an organisation comprising over 850 sales agents, the MARR Group serves over 45,000 customers (mainly restaurants, hotels, pizza restaurants, holiday resorts and canteens), with an offer that includes over 15,000 food products, including seafood, meat, various food products and fruit and vegetables (<http://catalogo.marr.it/catalogo>).

The MARR Group operates nationwide through a logistical-distribution network composed of 35 distribution centres, 5 cash & carry, 4 agents with warehouses and over 750 vehicles.

In 2019 the MARR group achieved total consolidated revenues amounting to 1,695.8 million Euros, consolidated EBITDA of 128.5 million Euros and consolidated net profit of 66.6 million Euros.

For more information about MARR visit the company's web site at [www.marr.it](http://www.marr.it)

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**Press contact**

Luca Macario  
[lmacario@marr.it](mailto:lmacario@marr.it)  
mob. +39 335 7478179

**Investor relator**

Antonio Tiso  
[atiso@marr.it](mailto:atiso@marr.it)  
tel. +39 0541 746803

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