



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 Santarcangelo di Romagna (RN), Via Pasquale Tosi s.n.c., on 28 April 2021 at 11:00 (single call) to discuss and deliberate on the following

#### AGENDA

1. Financial Statements as at 31 December 2020 and Report of the Directors, of the Statutory Auditors and of the Independent Auditors; inherent and consequent resolutions. Presentation of the Consolidated Financial Statements as at 31 December 2020.
2. Allocation of the Net Result; inherent and consequent resolutions.
3. Report on the remuneration policy and the remuneration paid
  - a) Presentation of the first section of the Report pursuant to art. 123 ter, paragraph 3 bis of Legislative Decree 58/1998.
  - b) Resolution concerning the second section of the Report pursuant to art. 123 ter, paragraph 6 of Legislative Decree 58/1998.

### **Method of conducting the Shareholders' Meeting**

With regard to the COVID-19 epidemic emergency, as a result of the exceptional measures contained in Decree Law no. 18 of 17 March 2020, converted with amendments into Law no. 27 of 24 April 2020 and extended by Decree Law no. 183 of 31 December 2020, converted into Law no. 21 of 26 February 2021 (the Decree), attendance of the Shareholders' Meeting shall be exclusively through the Designated Representative of the Company, pursuant to article 135-undecies of Legislative Decree no. 58 of 24 February 1998 (TUF), identified as Computershare S.p.a. (the Designated Representative) as specified herein. As allowed by art. 106 of the Decree, the Designated Representative may also be conferred proxies or sub-delegations pursuant to article 135-novies of the TUF.

The Directors, Statutory Auditors and Designated Representative, and also the others legitimated pursuant to the law other than those with voting rights (who must confer proxy on the Delegated Representative), may intervene in the Shareholders' Meeting by telecommunications means enabling their identification.

### **Legitimation of voting rights**

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 seventh trading day prior to the date of the Shareholders' Meeting (Record Date, 19 April 2021) have the right to attend the shareholders' meeting, exclusively through the Designated Representative. Those who are the holders of shares subsequently to said date shall not have the right to attend and vote in the Shareholders' Meeting.

### **Attendance and voting through the Designated Representative**

Shareholders who wish to attend the Shareholders' Meeting must therefore confer proxy upon the Designated Representative, with voting instructions for all or some of the resolution proposals regarding the items on the agenda, using the specific proxy form prepared by the Designated Representative itself in accordance with the Company, available on the company website [www.marr.it](http://www.marr.it) (corporate governance/shareholders' meetings/2021) or by submitting a request to the certified e-mail address [marr@legalmail.it](mailto:marr@legalmail.it).

The proxy form with voting instructions must be sent, following the instructions given on the form itself, no later than the second trading day prior to the date of Shareholders' Meeting being called on single call (and thus 26 April 2021), and proxies may be revoked within the same deadline.

Proxies thus conferred are only valid for the proposals in relation to which voting instructions have been given.

As allowed by the Decree, in derogation of art. 135-undecies, paragraph 4 of the TUF, proxies or sub-delegations can also be conferred upon the same Designated Representative pursuant to art. 135-novies of the TUF, containing voting instructions for all or some of the proposals for the items on the agenda, by using the ordinary proxy/sub-delegation form, available on the Company website [www.marr.it](http://www.marr.it) (corporate governance/shareholders' meetings/2021).

Any eventual clarifications concerning the conferment of proxies to the Designated Representative (and especially regarding the compiling of the proxy form and the voting instructions and sending them), the Designated Representative may be contacted according to the methods stated on the proxy forms.

### **Integrations to the agenda and presentation of new resolution proposals**

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@pecserviziottoli.it](mailto:marr@pecserviziottoli.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.

### **Right to present resolution proposals individually before the Shareholders' Meeting**

Considering the circumstance that attendance of this Shareholders' Meeting is envisaged exclusively through the Designated Representative, those legitimised to attend the Shareholders' Meeting who intend to make resolution proposals for the items on the agenda are asked to submit them in advance, no later than the fifteenth day prior to the date of the Shareholders' Meeting (and thus 13 April 2021), in the same methods as those indicated in the preceding paragraph. Legitimation to make proposals must be certified in the notification envisaged by art. 83-sexies of the TUF made by the intermediary for the purpose of attending the Shareholders' Meeting and exercising voting rights. If pertinent, such proposals will be published on the Company website no later than 15 April 2021, in order to enable those with voting rights to cast their votes with awareness and taking into account such new proposals and enabling the Designated Representative to gather any voting instructions for them as well.

### **Right to pose questions before the Shareholders' Meeting**

Those with the right to vote, legitimised in the forms envisaged by the applicable laws, can pose questions on the items on the agenda, no later than the Record Date (and thus no later than 19 April 2021), through the certified e-mail address: [marr@legalmail.it](mailto:marr@legalmail.it).

Answers will be given to the questions pertinent to the agenda posed as above by publication on the Company website [www.marr.it](http://www.marr.it) (corporate governance/shareholders' meetings/2021) no later than 23 April 2021.

### **Documentation**

The reports and proposals of the Board of Directors concerning the items on the agenda, including the annual financial report and the additional documentation to be submitted for approval by the Shareholders' Meeting, will be made available to the public on the Company website [www.marr.it](http://www.marr.it) and on the authorised storage website [www.emarketstorage.com](http://www.emarketstorage.com) within the terms of the law.

The documentation will also be made available to the public at the legal headquarters in Rimini, Via Spagna, 20, and at the Management Offices in Santarcangelo di Romagna (RN), Via Pasquale Tosi s.n.c.. Shareholders have the right to view and obtain copied of them by sending a request to the certified e-mail address [marr@legalmail.it](mailto:marr@legalmail.it).

**Information on the share capital**

The subscribed and fully paid-up share capital of MARR S.p.A. amounts to 33,262,560 Euros, divided into 66,525,120 shares with a par value of 0.50 Euros each.

The Chairman of the Board of Directors  
Ugo Ravanelli

Rimini, 26 March 2021