



Report on the policy concerning remuneration and payments made

pursuant to art. 123 ter of Legislative Decree 58/1998

15 March 2021

INTRODUCTION

This document has been drawn up with the aim of providing the shareholders of MARR S.p.A. (hereinafter “MARR” or “Company”) and the market with wide-ranging and detailed information on the Remuneration Policy (hereinafter also “Policy”) and the payments made with regard to the members of the management and auditing bodies and managers with strategic responsibilities pursuant to art. 123 ter of Legislative Decree 58/1998 Consolidated Law on Finance (hereinafter “CLF”) and in compliance with that recalled in art. 84 quater of the Issuers Regulations adopted by Consob in deliberation no. 11971/1999.

The report is divided into two sections:

- the **First section** illustrates the Company policy concerning remuneration and the procedures used for the adoption and implementation of this policy;
- the **Second section** illustrates in a nominative manner the remuneration of the management and auditing bodies.

FIRST SECTION

Introduction

It must be pointed out that this Section differs from the version approved by the Shareholders' Meeting on 28 April 2020 solely in some formal and editing modifications, also aimed at adjusting the text to the updates made to the schemes recalled in art. 84-quater of the Issuers Regulation.

It should also be noted that as of 1 January 2021, the Company has adopted a new Code of Corporate Governance, drawn up by the Corporate Governance Committee in January 2020 (hereinafter the “Code”) and the relative references have been updated on this basis.

A. Approval and implementation of the Remuneration Policy

The current Remuneration Policy of MARR was defined by the Board of Directors in its meeting on 15 January 2020, on proposal by the Remuneration and Appointments Committee (hereinafter “RAC”) it also being pointed out that on 14 November 2019, the Board of Directors, again on proposal by the RAC, had adopted a Regulation for the implementation of the Remuneration Policy as regards the monetary incentives.

Pursuant to art. 123-ter, paragraph 3-bis of the TUF, the Policy was subsequently approved by the Shareholders' Meeting on 28 April 2020 and became valid on the same date.

B. Remuneration and Nomination Committee

The RAC which was involved in the definition of the Policy was composed of the non-executive and independent directors Messrs Alessandro Nova, Ugo Ravanelli and, acting as Chairman, Marinella Monterumisi.

On its appointment, it had been ascertained that the members of the RAC had adequate financial and management experience from a business, professional and academic viewpoint.

The duties of the RAC are those indicated in the Code.

Following the renewal of the corporate bodies, on 28 April 2020, the Board of Directors, in respect of the dispositions of the Code of Self-Governance in force at the time (applicative criterion 4.C.2), and confirmed according to Recommendation no. 16 of the Code of Corporate Governance for listed companies, 2020 version, adopted by the Company as of 1 January 2021, attributed the functions of the Remuneration and Appointments Committee to the entire Board of Directors, under the coordination of the Chairman of the Board of Directors itself.

C. Employee remuneration and working conditions

In defining the remuneration in implementation of the Remuneration Policy, the Board of Directors took into account the remuneration and working conditions of its employees through a periodical evaluation carried out by the Control and Risk Committee on the multiples existing between the remuneration of the Chief Executive Officer and the average employee remuneration.

D. Intervention by independent experts

The Company did not resort to the use of external consultants in the preparation of the Remuneration Policy.

E. Aims, principles e durata of the Remuneration Policy

The Remuneration Policy has been drawn up with the intention of formalising a valid instrument aimed at:

- contributing towards the corporate strategy, the pursuit of the long-term interests and sustainability of the Company;
- attracting, retaining and motivating a management team with adequate professional skills;
- aligning the interests of the management team and the shareholders;
- promoting the creation of added value for the shareholders in the medium-long term.

The Remuneration Policy adopted by MARR respects the indications in the Code.

It must be pointed out that, due to the characteristics of the business activities, there are no remuneration plans based on shares.

The Policy, as established in the Policy itself and consistently with that provided in art. 123-ter, paragraph 3 of the TUF, must be submitted for voting by the shareholders at least every three years or whenever changes are made to the Policy.

F. Policies concerning the fixed and variable components of remuneration

The Company has identified the following subjects as recipients of the Remuneration Policy:

1. the members of the Board of Directors;
2. the non-executive directors with positions on the internal Committees of the Board of Directors;

3. the executive directors – managers with or without strategic responsibilities.
4. the members of the Board of Statutory Auditors;

As regards the aforementioned point 3, it should be noted that:

- in addition to the executives directors appointed to the position of “Executive Officer”, the MARR Board of Directors may also include executive directors with managerial qualifications.
- only manager with strategic responsibilities have been identified as CEO.

1. Remuneration of the members of the Board of Directors

With the exception of the executive directors, the remuneration of the members of the Board of Directors is constituted exclusively by a fixed component and does not include any remuneration based on the achievement of results.

The entity of the remuneration of the Board of Directors is determined by the Shareholders' Meeting on appointment and conferment of their duties. Should the Shareholders' Meeting not have done so, the Board shall decide upon the subdivision of the remuneration equally among its members.

The members of the Board of Directors have the right to be reimbursed the expenses sustained in performing their duties.

As provided by the Company By Laws, the Board members invested with specific powers are due specific emoluments for this, the establishment of which is performed by the Board of Directors, after hearing the opinion of the Board of Auditors and the RNC.

These specific emoluments may not in any case exceed the amount of 6 times the remuneration of each Director determined as stated in the second paragraph, that provided in the Remuneration Policy concerning executive directors.

2. Remuneration of the non-executive directors appointed as members of the internal Committees of the Board of Directors

The remuneration of the *non-executive* directors appointed as members of the Committees is constituted exclusively by a fixed component and does not include any remuneration plans based on the achievement of results or any remuneration based on meeting attendance.

The remuneration of the members of the Committees, which is determined by the Board of Directors, is additional to that deliberated by the Shareholders' Meeting and is the same for each member.

No further integrations are provided for the *non-executive* directors called upon to perform the duties of Committee Chairman.

The Board of Directors has set up two Committees, for which the following Remuneration Policy has been established:

Remuneration and Nomination Committee: composed as provided by the Code. The overall remuneration of the Committee is commensurate to the commitment required and is between 5% and 10% of the remuneration allocated by the Shareholders' Meeting for the entire Board.

Control and Risk Committee (hereinafter also “CRC”): composed as provided by the Code. The overall remuneration of the Committee is commensurate to the commitment required and is between 20% and 30% of the remuneration allocated by the Shareholders' Meeting for the entire Board.

For each triennium, the remuneration is decided by the Board of Directors, with the favourable opinion of the Board of Auditors.

3. Remuneration of the executive directors

The remuneration of the executive directors is constituted by a “fixed” component and a “variable” component.

The mechanism of determining the variable portion is defined by the RAC and approved by the Board of Directors, with the favourable opinion of the Board of Statutory Auditors.

The entity of both components are determined:

- by the RNC and approved by the Board of Directors with the favourable opinion of the Board of Auditors, for the Executive Directors with strategic responsibilities;
- by the CEO, after hearing the RNC and with the approval of the Board of Directors, for the Executive Directors without strategic responsibilities and therefore in the framework of their status of employees and managers of the Company.

The “fixed” annual component, which is in itself sufficient to remunerate the position should the “variable” component not be paid due to the failure to achieve the required objectives, tends to be in line with the reference market values and is commensurate to skills and capacities and is also determined on the basis of the professional specialisation of the position filled within the company and the related responsibilities.

The “fixed” component is constituted by:

- remuneration for dependent employment;
- the remuneration¹ allocated by the Board of Directors, even if for a period of less than the three years of their term of office.

The “variable” component may represent not less than 30% and not more than 50% of their entire remuneration.

For the executive directors, the deferred payment over time of part of the variable remuneration is also provided, with respect to the time of accrual.

4. Remuneration of the members of the Board of Auditors

The total annual emoluments for the Auditors are determined by the Shareholders’ Meeting by virtue of their independence, although the possibility of establishing a maximum all-inclusive threshold for the entire Board has not been ruled out.

The remuneration of the members of the Board of Statutory Auditors, as expressly provided by the Code, envisages a remuneration suited to the skills, professionalism and commitment required by the significance of the position held and the size of the Company, the sector it operates in and its situation.

G. Non-monetary benefits

¹ This remuneration is “eventual” for the Executive Directors without strategic responsibilities.

The Company recognises to the executive officer non-monetary benefits of limited amount, such as an accommodation allowance.

H. Description of the performance objectives for the variable components of the executive directors

The variable component of the remuneration due to the executive directors is constituted by:

- i) a portion determined on the basis of the **short-term objectives – annual** (not more than 50% of the total “variable” component);
- ii) a portion determined on the basis of the **medium/long-term objectives - triennium** (not less than 50% of the total “variable” component).

(i) Short/term objectives – annual

It is provided that the Executive Director will be assigned the following objectives:

- 1) a portion of 30% of the short-term variable component on the basis of an annual expenditure which shows an EBITDA in absolute terms of not less than that forecast in the annual Budget;
- 2) a portion of 20% of the short-term variable component on the basis of an annual expenditure which shows an EBITDA margin (intended as percentage of EBITDA over total revenues) of not less than that forecast in the annual Budget;
- 3) a portion of 25% of the short-term variable component on the basis of an annual expenditure which shows a PFN of not more than that forecast in the annual Budget net of the impacts of IFRS 16 and eventual investments (for purchases, immobilisations, etc.);
- 4) a portion of 25% of the short-term variable component on the basis of an annual expenditure which shows Revenues from sales in the Street Market Channel of not less than that forecast in the annual Budget.

During its meeting for the identification of the amounts forecast as regards the variable remuneration, the RAC will define a scale of graduality should the objectives not be fully achieved.

(ii) Medium and long-term objectives – triennium (LTI)

It is provided that the Executive Director will be assigned the following medium and long-term objectives:

- 1) a portion of 15% of the medium and long-term variable component on the basis of a Total Shareholder Return (TSR) of not less than an appropriate index*;
- 2) a portion of 25% of the medium and long-term variable component on the basis of an annual expenditure showing an EBITDA in absolute terms of not less than that forecast in the Budget/Business Plan;
- 3) a 30% share of the medium-long term variable component against a final balance showing an EBT in absolute numbers not less than what is foreseen in the Budget / Business Plan;
- 4) a portion of 20% of the medium and long-term variable component on the basis of a Trade net working capital/total revenues ratio of not more than that forecast in the Budget/Business Plan;
- 5) a portion of 10% of the medium and long-term variable component on the basis of the achievement of the quality results forecast in the Business Plan.

* The index will be constituted by the Companies listed on the MTA / STAR segment – managed by Borsa Italiana, responding to at least one of the following characteristics:

- Companies producing and marketing food products;
- Companies with capitalisation of not less than € 300 million as at 31/12/2019;

- Companies listed in the STAR segment for at least 5 years as at 1 January 2020.

I. Criteria for the evaluation of results

As required by the Code, the RAC monitors the application of the decisions adopted by the Board of Directors on remuneration by verifying the effective achievement of the performance objectives.

During its meeting for the identification of the amounts forecast as regards the variable remuneration, the RAC will define a scale of graduality should the objectives not be fully achieved.

The achievement of the short-term and medium and long-term objectives will be verified by the RAC and the payment of the amounts due will consequently be deliberated by the Board of Directors during the meeting for the approval of the draft financial report for the year in question.

I. Information on the consistency of the Remuneration Policy with the achievement of the medium-long term interests of the Company.

The objectives and target values are determined taking into account the specific nature of the reference sector and activities carried out and are consistent with the achievement of the medium and long-term interests of the Company.

The short-term variable component is aimed at rewarding the achievement of the corporate objectives in order to establish a profitable trend between remuneration and performance.

The long-term incentive plans are aimed at strengthening the links between the variable remuneration and the corporate results in the long-term, and also further aligning the interests of the top management team to those of the shareholders, in particular:

- a) encouraging the creation of value for the shareholders in the medium and long-term;
- b) ensuring growth rates that are consistent with that forecast in the Business Plan;
- c) maintaining levels of profitability and financial management in line with that forecast in the Business Plan;
- d) stimulating the achievement of the quality objectives in the Business Plan.

As regards the quantitative objectives, these will be determined on the basis of the achievement of the objectives in the plan concerning the last year of the plan itself, while the quality objectives will be based on all of the activities stated in the Business Plan.

K. Terms for the accrual of rights and ex post correction mechanisms

The achievement of the annual and medium-long-term objectives is verified by the RAC and the payment of the amounts accrued is consequently deliberated by the Board of Directors during the approval of the draft of the Annual financial report.

“Clawback” clause

The Company may request the restitution of all or part of the variable components of remuneration paid (or withhold sums that are not due), determined on the basis of the figures that are subsequently found to be blatantly incorrect.

L. Clauses for maintaining financial instruments in the portfolio

The Remuneration Policy does not include incentives plans based on shares or other financial instruments, and therefore there are no clauses for maintaining financial instruments in the portfolio after their acquisition.

M. Treatment in the case of stepping down from office or termination of employment relations

The indemnities eventually provided for the termination of employment relations of the executive directors is defined in the framework of their dependent employment relations in respect of the collective contract.

In the case of the eventual interruption of relations with the Company by one or more of the recipients of the Remuneration Policy for reasons other than just cause, it has been deemed just to pursue extra-judicial solutions on an equitable basis, within the limits provided by the good practices existing for similar figures, that provided by the laws and contracts in force holding firm. There are no specific agreements ongoing which determine particular indemnities in the case of termination of relations.

The Code also provides that in the event of stepping down from office and/or the termination of employment relations of an executive director or a general manager, the Company must make detailed information in this regard known in a release distributed to the market after the outcome of the internal processes leading to the attribution or recognition of any indemnities and/or other benefits.

N . Insurance coverage, social security and pensions

Insurance coverage for civil liability deriving from the position filled is provided.

O. Remuneration policy with reference to the independent directors, those appointed to Committees and the performance of specific duties.

See the preceding point E.

O. Reference parameters used in the definition of the Remuneration Policy

In preparing the Remuneration Policy, the remuneration policies of other companies obtained from the published reports on remuneration have been used, with suitable benchmarking and is available and comparable.

Q. Derogations in exceptional circumstances

The “Regulation for the implementation of the remuneration policy with regard to monetary incentives” provides that the Board of Directors, after hearing the opinion of the Remuneration Committee and in exceptional circumstances, retains the right to allow the payment of the variable component of remuneration accrues, in the medium and long-term, taking into account the objectives of maintaining and creating corporate value.

SECOND SECTION

The following section, in two parts, illustrates in a nominative manner the remuneration of the members of the management and auditing bodies².

Part One

1.1 Items comprising remuneration

The following is an illustrative description of each of the items comprising the remuneration for the 2020 business year.

Remuneration of the Board of Directors and the Board members invested with specific duties

On 28 April 2017, the Shareholders' Meeting renewed the management body, establishing an overall annual remuneration for the entire Board of Directors of 225,000 Euros. The Board of Directors subsequently decided to divide this amount into equal parts among the 9 members, thereby recognising to each of them a gross annual remuneration of 25,000 Euros for their term of office, to be equalized each year.

Subsequently, on 28 April 2020, the Shareholders' Meeting renewed the administration body for the three years 2020-2022, establishing for the entire Board of Directors an overall annual remuneration of 175,000 Euros. The Board then decided to divide said amount equally among its 7 members, thereby recognising to each of them a gross annual remuneration of 25,000 Euros for their term of office, to be adjusted each year.

The remuneration for the 2020 business year therefore includes, for the Directors confirmed in office, the portion for the period from 28/4 to 31/12 for the three year period 2020-2022 and the portion for the period from 1/1 to 28/4 in the previous three year period.

On 12 May 2017, the Board of Directors with a favourable opinion of RNC and the Board of Statutory Auditors, allocated the same fixed annual remuneration of 80,000 Euros, to be adjusted on an annual basis, to Mr. Paolo Ferrari. Mr. Paolo Ferrari was the Chairman of the Board of Directors until 28 April 2020; on that date, the Shareholders' Meeting called upon to renew the administration body appointed Mr. Ugo Ravanelli as the new Chairman of the Board of Directors.

On 14 May 2020, the Board of Directors, also acting as the Remuneration Committee, and with the favourable opinion of the Board of Statutory Auditors and with the abstention of the interested party, recognised to Mr. Ugo Ravanelli a fixed annual remuneration of 95,000 Euros, to be adjusted on an annual basis, for the position of Chairman of the Board of Directors.

Remuneration of the directors appointed to the internal Committees of the Board of Directors

On 28 April 2017, the Board of Directors decided on the new composition of the CRC and RNC, the former composed of Mrs. Marinella Monterumisi, Mr. Ugo Ravanelli and Mrs. Rossella Schiavini and the latter by Mrs. Marinella Monterumisi, Mr. Alessandro Nova and Mr. Ugo Ravanelli. After the approval of the Board of Auditors, the Board also decided to allocate to the above directors:

² There are currently no other executives with strategic responsibilities other than the Chief Executive Officer.

- as members of the RNC, an additional annual remuneration of 7,500 Euros each, to be adjusted annually, for the entire term of office;
- as members of the CRC, an additional annual remuneration of 15,000 Euros each, to be adjusted annually, for the entire term of office.

These Committees were in office until the end of the term of office of the Board of Directors on 28 April 2020; then, the newly appointed Board of Directors, in respect of the dispositions of the Code (applicative criterion 4.C.2. in the Code of Self-Governance³), decided to:

- form a Control and Risk Committee;
- with a view to simplifying corporate governance, attribute the functions of the Remuneration Committee and the Appointments Committee to the entire Board of Directors.

On 14 May 2020, the Board of Directors, also acting as the Remuneration Committee, and with the favourable opinion of the Board of Statutory Auditors and with the abstention of the interested parties, decided to attribute a remuneration for the entire term of office and to be adjusted each year of 17,500.00 Euros gross annually to each member of the Control and Risk Committee.

The remuneration for the 2020 business year therefore includes, for the members of the CRC confirmed in office, the portion for the period from 28/4 to 31/12 for the three-year period 2020-2022 and the portion for the period from 1/1 to 28/4 in the previous three-year period.

Remuneration of the members of the Board of Auditors

The Shareholders' Meeting on 28 April 2017 decided (as for the previous triennium) that the annual emoluments due to the members of the Board of Auditors should be 27,000 Euros for the Chairman and 18,000 Euros for the Standing Auditors.

Subsequently, the shareholders' meeting on 28 April 2020, called upon to renew the auditing body, decided the annual emoluments due to the members of the Board of Statutory Auditors as 30,000 Euros for the Chairman and 20,000 Euros for the Statutory Auditors.

The remuneration for the 2020 business year therefore includes, for the members of the Board of Statutory Auditors confirmed in office, the portion for the period from 28/4 to 31/12 for the three-year period 2020-2022 and the portion for the period from 1/1 to 28/4 in the previous three-year period.

On 28 April 2020, the Board of Directors appointed the Board of Statutory Auditors as the Supervisory Board ex Legislative Decree 231/01, attributing to each member gross annual remuneration of 7,000.00 Euros, to be adjusted each year.

Remuneration of the executive directors

During the course of 2020, the following were executive directors:

- Mr. Francesco Ospitali, Chief Executive Officer;
- Mr. Pierpaolo Rossi, Manager of the Administration, Finance and Control Department from 1st January to 18 April.

Mr. Francesco Ospitali took the position of Executive director with strategic responsibilities, given that he had filled the position of Chief Executive Officer of the Company.

³ A similar option is provided in Recommendation no. 16 in the Code.

Mr. Francesco Ospitali was attributed the following remuneration with reference to the 2020 business year:

a) Fixed component

The fixed remuneration for dependent employment paid amounted to 152,384 Euros for the 2020 business year (covering the entire solar year), gross of social security and fiscal costs charged to the recipient and excluding the obligatory collective social security costs charged to the company and the severance fund allocation.

On 12 May 2017, the Board of Directors, on proposal by the RNC and with the favourable opinion of the Board of Auditors, established the fixed component of the remuneration due to Mr. Francesco Ospitali as Chief Executive Officer as 100,000 Euros annually, for the period of his term of office and then until the Shareholders' Meeting for the approval of the 2019 financial statements.

The Board of Directors meeting on 28 April 2020 confirmed Mr. Francesco Ospitali as Chief Executive Officer and on 14 May 2020, also acting as the Remuneration Committee, and with the favourable opinion of the Board of Statutory Auditors and with the abstention of the interested party, established the fixed component of his remuneration as 150,000 Euros annually for the duration of the term of office, and thus until the shareholders' meeting called for the approval of the annual financial statements for 2022.

The fixed remuneration for the 2020 business year therefore includes the portion for the period from 28/4 to 31/12 for the three-year period 2020-2022 and the portion for the period from 1/1 to 28/4 in the previous three-year period.

b) Variable component

On 14 May 2020, the Board of Directors, also acting as the Remuneration Committee, and with the favourable opinion of the Board of Statutory Auditors and with the abstention of the interested parties, decided to attribute to the Chief Executive Officer a short-term variable remuneration of 125,000.00 Euros gross annually linked to the achievement of annual objectives as described below together with the relative graduality indices:

- a. 37,500.00 Euros for EBITDA in absolute terms as per the budget;
 - 50% if the target is achieved for at least 97%
- b. 25,000.00 Euros for EBITDA margin as per the budget;
 - 50% if the % margin is at most 0.2 points less than envisaged
- c. 31,250.00 for PFN;
 - 50% if PFN is maximum 5% in excess
- d. 31,250.00 for Street market revenues;
 - 50% if revenues are no more than 3% less

On 3 August 2020, the Board of Directors, also acting as the Remuneration Committee, and with the favourable opinion of the Board of Statutory Auditors and in the absence of the interested party, as envisaged by the Code, derogating to that provided by the Remuneration Policy in force, as a result of the exceptional event of the Covid-19 pandemic, which made necessary the use of other reference parameters, also differing from the budget, decided to adjust the variable remuneration for 2020 due to the Chief Executive Officer, Mr. Francesco Ospitali, as follows:

- redefining the maximum threshold of the variable remuneration for the year 2020 ad 75,000 Euros gross;

- breaking down the above variable remuneration as follows:

- i) for the achievement in the second half year of the value in absolute terms of the EBITDA as estimated in the “economic forecast . basic version” submitted to the Board of Directors on 25 June 2020 (25.9 million vs 72.2 million in the previous year): 25,000 Euros;
- ii) in the event of differences in total revenues from sales for 2020 in line with the market trends in the “hotels, meals and out-of-home consumption” sector as recorded by the Confcommercio Studies Office: 20,000 Euros;
- iii) on achievement of an EBIT value as at 31 December 2020 of not less than 7.4 million Euros, corresponding to a net result that is about equal: 30,000 Euros.

On 19 February 2020, the Board of Directors, also acting as the Remuneration Committee, in the absence of the interested party, as envisaged by the Code, verified the achievement of the first two targets and resolved to attribute to the Chief Executive Officer, Mr. Francesco Ospitali, the overall annual variable remuneration for 2020 of 45,000.00 Euros.

In terms of overall remuneration, the proportion of fixed and variable remuneration is as follows:

- 87% fixed component;
- 13% variable component.

- c) Non-monetary benefits
452 Euros as accommodation benefit.

Mr. Pierpaolo Rossi was attributed the following remuneration with reference to the 2020 business year:

- a) Fixed component

The fixed remuneration for dependent employment paid amounted to 190.643 Euros for the 2020 business year (covering the entire solar year), gross of social security and fiscal costs charged to the recipient and excluding the obligatory collective social security costs charged to the company and the severance fund allocation.

Following the attribution on 28 April 2017 of operating proxies to Mr. Pierpaolo Rossi, the Board of Directors, on proposal by the Chief Executive Officer and after gaining the favourable opinion of the RNC, provided for a fixed payment of 50,000 Euros annually for him, for the period of his term of office. As a result of his period in office during 2020, Mr. Pierpaolo Rossi was recognised 16,667 Euros.

- b) Variable component

Mr. Pierpaolo Rossi was recognised in 2020 48,000 Euros as the variable component for dependent employment.

1.2 Attribution of indemnities and/or benefits for stepping down from office or termination of employment relations

During the course of the 2020 business year, in compliance with the dispositions of the Policy, no indemnities and/or benefits were attributed for stepping down from office or termination of employment relations.

1.3 Derogations applicable to the Policy

See that stated in point 1.1 with regard to the variable annual remuneration for 2020 due to the Chief Executive Officer.

1.4 Application of ex post correction mechanisms for the variable component

No ex post correction mechanisms for the variable component were applied during the course of 2020.

1.5 Remuneration variation and comparison

Below is the comparison between the annual variation:

i) of the overall remuneration of the Board of Directors and Board of Statutory Auditors

	Variation 2019/2020	Variation details
Claudia Cremonini	-	-Variation in Director's remuneration (office confirmed on 28/04/2020)
tot	- 0%	
Vincenzo Cremonini	-	-Variation in Director's remuneration (office confirmed on 28/04/2020)
tot	- 0%	
Paolo Ferrari	- 16,667	-Variation in Director's remuneration (office ended on 28/04/2020)
	- 53,333	-Variation in remuneration Chairman of the BoD (office ended on 28/04/2020)
tot	- 70,000 - 67%	
Marinella Monterumisi	-	-Variation in Director's remuneration (office confirmed on 28/04/2020)
	- 3,333	-Variation in remuneration for members of CRC and RAC (office of CRC and RAC ended on 28/04/2020 – CRC office taken on 28/04/2020)
tot	- 3,333 - 7%	
Alessandro Nova	-	-Variation in Director's remuneration (office confirmed on 28/04/2020)
	- 5,000	-Variation in remuneration for members of RAC (office ended on 28/04/2020)
tot	- 5,000 - 15%	
Francesco Ospitali	-	-Variation in Director's remuneration (office confirmed on 28/04/2020)
	+ 33,333	-Variation in fixed component of CEO remuneration (office confirmed on 28/04/2020)
	- 55,000	-Variation in annual variable component of CEO remuneration
	- 185,000	-Variation in multi-annual variable component of CEO remuneration (defined at end of period for current three year period))
	- 30,793	-Variation in remuneration for dependent work (hours not paid replaced by paid leave)
	- 4	-Variation in non-monetary benefits
tot	- 237,464 - 40%	
Ugo Ravanelli	-	-Variation in Director's remuneration (office confirmed on 28/04/2020)
	+ 63,333	-Variation in remuneration for Chairman BoD (office taken on 28/04/2020)
	- 15,000	- Variation in remuneration for members of CRC and RAC (office ended on 28/04/2020)
tot	+ 48,333 + 102%	
Pierpaolo Rossi	- 16,667	- Variation in Director's remuneration (office ended on 28/04/2020)
	- 33,333	-Variation in fixed annual coimponent of executive director remuneration (office taken on 28/04/2020)
	- 1,028	- Variation in remuneration for dependent work (incidence of paid leave not taken)
	- 72,000	- Variation in variable component of remuneration for dependent work
tot	- 123,028 - 32%	

Rossella Schiavini	- + 1,667	-Variation in Director's remuneration (office confirmed on 28/04/2020) - Variation in remuneration for members of CRC and RAC (office of CRC and RAC ended on 28/04/2020 – CRC office taken on 28/04/2020)
tot	+ 1,667 + 4%	
Andrea Foschi	+ 7,333 + 6,714 + 4,667	-Variation in remuneration for statutory auditors (office confirmed on 28/04/2020) -Variation in remuneration from subsidiaries and associates (took office of Chairman of the Board of Statutory Auditors in an associate on 13/11/2019). -Variation in other remuneration (took office a member of the SB ex Leg. Dec. 231/01 on 28/04/2020)
tot	+ 18,714 + 144%	
Massimo Gatto	+ 2,000 + 4,667	- Variation in remuneration of Chairman of the Board of Statutory Auditors (office confirmed 28/04/2020) - Variation in other remuneration (took office a member of the SB ex Leg. Dec. 231/01 on 28/04/2020)
tot	+ 6,667 + 25%	
Simona Muratori	+ 11,047 - + 4,724	- Variation in remuneration for Statutory Auditors (office confirmed on 28/04/2020) - Variation in remuneration from subsidiaries and associates - Variation in other remuneration (took office a member of the SB ex Leg. Dec. 231/01 on 28/04/2020)
tot	+ 15,771 + 265%	
Paola Simonelli	- 12,000 - 4,500	- Variation in remuneration for Statutory Auditors (office confirmed on 28/04/2020) - Variation in other remuneration (took office a member of the SB ex Leg. Dec. 231/01 on 28/04/2020)
tot	- 16,500 - 65%	

ii) the results of the Company

	2019-2020
Revenues	- 35%
Business year profits	- 106%
Shareholders' equity	- 0.01%

iii) the average gross annual remuneration, parametered on full-time employees and employees other than the individuals whose remuneration is given nominatively in this section of the Report.

Considering the exceptional nature of the 2020 business year, the variation is represented in two versions:

- 1) taking into account the use of the furloughing mechanism that the Company made use of;
- 2) without taking into account the effects of furloughing,

it holding firm that in both cases, the reduction is also partly due to less hours being worked, less overtime work and the consequent accrual of less thirteenth and fourteenth month payments due.

2019-2020
1) - 23%
2) - 6%

1.6 Votes cast by the Shareholders' Meeting regarding the approval of Section II of last year's Report

Below is the outcome of the votes cast by the Shareholders' Meeting held on 28 April 2020 regarding the approval of Section II of the Report for the 2019 business year, although it should be noted that this referred to the previous version of the Policy approved by the Board of Directors:

	number of shares	% of total shares constituting the share capital
Shares represented in the meeting	54,603,387	82.08%
Shares for which no votes were cast	219,000	0.33%
Shares for which votes were cast	54,384,387	81.75%
In favour	45,594,482	68.54%
Against	7,198,389	10.82%
Abstained	1,591,516	2.39%

Part Two

The following is an analytical description of the remuneration paid during the business year in question under any title and in any form by the Company and its subsidiaries, using the following tables:

- TABLE 1: Remuneration paid to the members of the management and auditing bodies, General Managers and other managers with strategic responsibilities;
- TABLE 2: Monetary incentive plans in favour of the members of the management body, General Managers and other managers with strategic responsibilities;
- TABLE 3: Holdings of the members of the management and auditing bodies and General Managers.

Rimini, 15 March 2021

The Chairman of the Board of
Directors
Ugo Ravanelli

TABLE I: Remuneration paid to the members of Board of Directors and Statutory Auditors, General Managers and other managers with strategic responsibilities

Members of the Board of Directors

Name and surname	Office	Period for which the office was held	Termination of office	Fixed remuneration	Remuneration for participation in committees	Variable non-equity remuneration		Non-monetary benefits	Other remuneration	TOTAL	Fair value of equity remuneration	Indemnities for end of office or cessation of employment relations
						Bonus and other incentive	Participation in the profits					
Ugo Ravanelli	Independent Director Chairman BoD	I Gen. 2020 – 28 Apr. 2020 28 Apr. 2020 – 31 Dec. 2020	Shareholders' meeting AR 2022									
(I) Remuneration from the company drafting the financial statements				25,000 (2) 63,333 (3)	5,000 (5) 2,500 (6)					95,833		
(II) Remuneration from subsidiaries and associates												
(III) Total				88,333	7,500					95,833		
Francesco Ospitali	CEO	I Gen. 2020 – 31 Dec. 2020	Shareholders' meeting AR 2022									
(I) Remuneration from the company drafting the financial statements				152,384 (1) 25,000 (2) 133,333 (4)		45,000		452(7)		356,169		
(II) Remuneration from subsidiaries and associates												
(III) Total				310,717		45,000		452		359,169		
Claudia Cremonini	Non-executive director	I Gen. 2020 – 31 Dec. 2020	Shareholders' meeting AR 2022									
(I) Remuneration from the company drafting the financial statements				25,000 (2)						25,000		
(II) Remuneration from subsidiaries and associates												
(III) Total				25,000						25,000		
Vincenzo Cremonini	Non-executive director	I Gen. 2020 – 31 Dec. 2020	Shareholders' meeting AR 2022									
(I) Remuneration from the company drafting the financial statements				25,000 (2)						25,000		
(II) Remuneration from subsidiaries and associates												
(III) Total				25,000						25,000		

Marinella Monterumisi	Independent Director	I Gen. 2020 – 31 Dec. 2020	Shareholders' meeting AR 2022									
(I) Remuneration from the company drafting the financial statements				25,000 (2)	16,667 (5) 2,500 (6)						44,167	
(II) Remuneration from subsidiaries and associates												
(III) Total				25,000	19,167						44,167	
Alessandro Nova	Independent Director	I Gen. 2020 – 31 Dec. 2020	Shareholders' meeting AR 2022									
(I) Remuneration from the company drafting the financial statements				25,000 (2)	2,500 (6)						27,500	
(II) Remuneration from subsidiaries and associates												
(III) Total				25,000	2,500						27,500	
Rossella Schiavini	Independent Director	I Gen. 2020 – 31 Dec. 2020	Shareholders' meeting AR 2022									
(I) Remuneration from the company drafting the financial statements				25,000 (2)	16,667 (5)						41,667	
(II) Remuneration from subsidiaries and associates												
(III) Total				25,000	16,667						41,667	
Paolo Ferrari	Chairman BoD	I Gen. 2020 – 28 Apr. 2020										
(I) Remuneration from the company drafting the financial statements				8,333 (2) 26,667(3)							35,000	
(II) Remuneration from subsidiaries and associates												
(III) Total				35,000							35,000	
Pierpaolo Rossi	Executive director	I Gen. 2020 – 28 Apr. 2020										
(I) Remuneration from the company drafting the financial statements				190,643 (1) 8,333 (2) 16,667 (4)		48,000 (8)					263,643	
(II) Remuneration from subsidiaries and associates												
(III) Total				215,643		48,000					263,643	

Notes:

- (1) Remuneration for dependent employment;
- (2) Remuneration as member of the Board of Directors;
- (3) Remuneration for the performance of specific duties ex art. 2389, paragraph 3 of the Civil Code.
- (4) Remuneration (fixed component) decided by the Board of Directors for the Chief Executive Officer;
- (5) Remuneration as member of the Control and Risk Committee;
- (6) Remuneration as member of the Remuneration and Nomination Committee;
- (7) The values indicated are those recorded for fiscal purposes.
- (8) Employee variable compensation

There is an insurance policy for civil liability for the management and auditing bodies, stipulated with a primary insurance company, the pro capita premium for which is negligible.

Members of Statutory Auditors

Name and surname	Office	Period for which the office was held	Termination of office	Fixed remuneration	Remuneration for participation in committees	Variable non-equity remuneration		Non-monetary benefits	Other remuneration	TOTAL	Fair value of equity remuneration	Indemnities for end of office or cessation of employment relations
						Bonus and other incentive	Participation in the profits					
Massimo Gatto	Chairman Board of Auditors	I Gen. 2020 – 31 Dec. 2020	Shareholders' meeting AR 2022									
(I) Remuneration from the company drafting the financial statements				29,000(1)					4,667(2)	33,667		
(II) Remuneration from subsidiaries and associates												
(III) Total				29,000					4,667	33,667		
Andrea Foschi	Standing Auditors	I Gen. 2020 – 31 Dec. 2020	Shareholders' meeting AR 2022									
(I) Remuneration from the company drafting the financial statements				19,333 (1)					4,667(2)	25,000		
(II) Remuneration from subsidiaries and associates				7,714						7,714		
(III) Total				27,047					4,667	31,714		
Simona Muratori	Standing Auditors	I Gen. 2020 – 31 Dec. 2020	Shareholders' meeting AR 2022									
(I) Remuneration from the company drafting the financial statements				13,497 (1)					4,724(2)	18,221		
(II) Remuneration from subsidiaries and associates				3,500						3,500		
(III) Total				16,997					4,724	21,721		
Paola Simonelli	Standing Auditors	I Gen. 2020 – 28 Apr. 2020										
(I) Remuneration from the company drafting the financial statements				6,000(1)					3,000(2)	9,000		
(II) Remuneration from subsidiaries and associates												
(III) Total				6,000					3,000	9,000		

Notes:

(1) Remuneration decided by the Shareholders' Meeting

(2) Remuneration as member of the Supervisory Board D.Lgs 231/01.

There is an insurance policy for civil liability for the management and auditing bodies, stipulated with a primary insurance company, the pro capita premium for which is negligible

TABLE 2: Monetary incentives plans in favour of the members of the management body, General Managers and other managers with strategic responsibilities

Name and surname	Office	Plan	Annual bonus			Bonus for previous years			other bonus
			Paid/payable	Deferred	Deferral period	No longer payable	Payable/paid	Still deferred	
Francesco Ospitali	CEO								
(I) Remuneration from the company drafting the financial statements		Deliberation dated 03 Aug. 2020 (annual obj 2020)	45,000						
(II) Remuneration from subsidiaries and associates									
(III) Total			45,000						

TABLE 3: Holdings of the members of the management and auditing bodies and General Managers

Name and surname	Office	Holding company	Shares owned at the end of the previous business year	Number of shares acquired	Number of shares sold	No. of shares held at the end of the reference business year
Ugo Ravanelli	Chairman BoD	MARR S.p.a.	81,411			81,411
Francesco Ospitali	CEO	MARR S.p.a.	1,000			1,000
Claudia Cremonini	Non-executive director	MARR S.p.a.	5,574			5,574
Total			87,985			87,985