



Shareholders' Meeting

28 April 2021

Reports and proposals by the Directors
on items on the agenda

MARR S.p.A.

Via Spagna, 20 – 47921 Rimini (Italy)

Share Capital € 33,262,560 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. – Castelvetro (MO)

I. ANNUAL FINANCIAL STATEMENTS AS AT 31 DECEMBER 2020, 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 2020.

Dear Shareholders,

The 2020 Annual Financial Statements of MARR S.p.A., closing with a loss of 4,099,916 Euros, and the Consolidated Financial Statements, are illustrated in the "2020 Annual Financial Report" deposited at the registered office, published 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 2020 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 2020, 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 2020;

deliberates

- to approve the Annual Financial Statements of the Company as at 31 December 2019, which closed with a loss of 4,099,916 Euros.

Rimini, 15 March 2021

For the Board of Directors
The Chairman
Ugo Ravanelli

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

Dear Shareholders,

having acknowledged that the 2020 financial statements of MARR S.p.A., closed with a loss for the year of Euro 4,099,916, we propose to carry forward this loss.

The Board of Directors did not decide to propose the distribution of dividends using the available reserves, reserving the possibility, depending on the results that will be achieved by the Company in the first part of the year, to propose it subsequently, in this case calling a further Shareholders' Meeting.

The Board of Directors, having stated and considered above, proposes to approve the following proposed resolution

"The Shareholders' Meeting

deliberates

to carry forward the loss for the year 2020, equal to Euro 4,099,916"

Rimini, 15 March 2021

For the Board of Directors

The Chairman

Ugo Ravanelli

3. REPORT ON THE REMUNERATION POLICY AND PAYMENTS MADE

- 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.

Dear Shareholders,

The Board of Directors is presenting and submitting for your attention the "Report on the remuneration policy and payments made" (hereinafter also the "Report"), approved by the Board itself on 15 March 2021, and prepared with the aim of providing the shareholders of MARR and the market with wide-ranging and detailed information on the Remuneration Policy and payments made with regard to the members of the administration and control bodies and the directors with strategic responsibilities pursuant to art. 123-ter of Legislative Decree 58/1998 and in compliance with the schemes recalled in art. 84.4 of the Issuer Regulation adopted by Consob in resolution no. 11971/1999.

The Report will be deposited at the registered office, published on the Company's website (www.marr.it), with Borsa Italiana S.p.A. and on the authorised storage mechanism eMarket Storage (www.emarketstorage.com) within the terms of the law and regulations in force.

The Report is in two sections;

- the "First Section" illustrates the Company's Policy regarding remuneration and the procedures used for the adoption and implementation of the policy;
- the "Second Section" illustrates nominatively the remuneration of the administration and control bodies paid out during the 2019 business year.

It should be noted that the "First Section" of the Report differs from the version already approved by the Shareholders' Meeting of 28 April 2020 only for formal and editorial changes, also aimed at adapting the text to the updates made to the schemes referred to in art. 84 quater of the Issuers Regulation and therefore will not be subject to further approval by the Shareholders' Meeting.

The above holding firm, in fulfilment of the laws in force pursuant to art. 123-ter, paragraph 6 of Legislative Decree 58/1998, the Board of Directors intends to submit for binding vote by the Shareholders' Meeting the "Second Section" of the Report and to approve the following resolution proposal:

"The Shareholders' Meeting

resolves

- to approve the "Second Section" of the Report on the remuneration policy and payments made.

Rimini, 15 March 2021

For the Board of Directors
The Chairman
Ugo Ravanelli