

Informazione Regolamentata n. 0765-9-2023	Data/Ora Ricezione 17 Marzo 2023 09:13:16	Euronext Star Milan
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Societa' : MARR
Identificativo : 173621
Informazione
Regolamentata
Nome utilizzatore : MARRN01 - Tiso
Tipologia : 1.1; REGEM
Data/Ora Ricezione : 17 Marzo 2023 09:13:16
Data/Ora Inizio : 17 Marzo 2023 09:13:17
Diffusione presunta
Oggetto : Calling of the Shareholders' Meeting on
April 28, 2023

Testo del comunicato

Vedi allegato.



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 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 1300, on April 28, 2023 at 10:30 (single call) to discuss and deliberate on the following

AGENDA

1. Financial Statements as at 31 December 2022 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 2022.
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 the 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; Presentation of the first section of the Report and non-binding resolution concerning the second section of the Report pursuant to art. 123 ter, paragraph 6 of Legislative Decree 58/1998.
6. Authorisation to purchase, sell and dispose of own shares, subject to revocation of the authorisation granted by the Shareholders' Meeting of April 28, 2022 for the portion not executed; related and consequent resolutions.

Method of conducting the Shareholders' Meeting

As allowed by the provisions of the Decree Law no. 18 of March 17, 2020, converted with amendments into Law no. 27 of April 24, 2020 and extended by Decree Law no. 198 of December 29, 2022, converted into Law no. 14 of February 24, 2023 (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 February 24, 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.

Legitimisation 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, April 19, 2023) 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/governance/agm or by submitting a request to the certified e-mail address 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 April 26, 2023), 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/governance/agm.

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.

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 Corporate Governance Code for Listed Companies published in January 2020 by the Corporate Governance Committee to which the Company adheres.

Shareholders who, either individually or together with others, are the holders of a number of shares bearing voting rights amounting to at least 2,5% 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 Monday April 3, 2023, at the legal headquarters of the Company or sent to the certified electronic mail address 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 (April 7, 2023), 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.

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 February 26, 2009.

Should only one list or only lists presented by shareholders who are connected to each other have been deposited by April 3, 2023 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 April 6, 2023, by Shareholders who individually or together with others represent at least 1.25% of the share capital bearing voting rights in the ordinary shareholders' meeting.

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, 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.

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 the date of April 11, 2023, 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 April 13, 2023, 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 April 19, 2023), through the certified e-mail address: 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/governance/agm no later than April 21, 2023.

Documentations

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 and on the authorised storage mechanism website 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 1300. Shareholders have the right to view and obtain copied of them by sending a request to the certified e-mail address marr@legalmail.it.

Information on the share capital and shares with voting rights

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 of which entitles the holder to one vote at the Shareholders' Meeting, except for the 34,652,909 shares that have accrued the right to an additional vote pursuant to Article 127-quinquies of Legislative Decree No. 58/98 and Article 7 of the Articles of Association (in the ratio of two voting rights for each share). Therefore, as of the date of publication of this notice, the total number of voting rights exercisable at the Shareholders' Meeting is 101,178,029.

It should be noted that there are no categories of shares other than ordinary shares and that as of today, the Company holds 462,360 own shares (representing 0.70% of the share capital) for which, pursuant to law, voting rights are suspended.

The Chairman of the Board of Directors
Ugo Ravanelli

Rimini, March 17, 2023

Fine Comunicato n.0765-9

Numero di Pagine: 7