



## Shareholders' Meeting

28 April 2020

Reports and proposals by the Directors  
on items 3. and 4. of the agenda  
for the Ordinary part

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

Rimini R.E.A. no. 276618

Company subject to the management and coordination of Cremonini S.p.A. – Castelvetro (MO)

## ORDINARY PART

### 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 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.

Dear Shareholders,

The term of office of the Board of Directors expires on the date of the shareholders' meeting for approval of the financial statements as at 31 December 2019.

The shareholders' meeting is therefore called upon to:

- determine the number of members of the Board;
- establish the term of office of the new Board of Directors (for not more than three business years);
- appoint the members of the Board of Directors by voting from lists;
- appoint the Chairman of the Board of Directors;
- determine the remuneration due to the Board of Directors.

After hearing the opinion of the Remuneration and Nomination Committee, the Board of Directors has made the following recommendations:

- in addition to adequate gender representation, which is required by law, it is believed that it would be opportune to keep the current diversity in terms of skills, professional specialisations, managerial background and knowledge of the various characteristics of the everyday business;
- it would be opportune that the streamlined operations which characterise the Company be transferred, as has been the case in the past, to the management body, which must be guaranteed flows of information regarding the reference market and the operating peculiarities of the Company itself.

You are therefore invited to submit lists of candidates of the Board of Directors according to that established by the legal, regulatory and corporate by Laws provisions in force.

Given the above the Board of Directors invites the Shareholders to:

- determine the number of members of the Board;
- establish the term of office of the new Board of Directors (for not more than three business years);
- appoint the members of the Board of Directors by voting from lists;
- appoint the Chairman of the Board of Directors;
- determine the remuneration due to the Board of Directors.

Rimini, 13 March 2020

For the Board of Directors  
The Chairman  
Paolo Ferrari

#### 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.

Dear Shareholders,

The term of office of the Board of Directors expires on the date of the shareholders' meeting for approval of the financial statements as at 31 December 2019.

The shareholders' meeting is therefore called upon to:

- appoint the members of the Board of Statutory Auditors by voting from lists and elect the Chairman from among them;
- determine the remuneration of the members of the Board of Statutory Auditors.

You are therefore invited to formulate proposals on the items mentioned above, and in particular submit lists of candidates according to that established by the legal, regulatory and corporate by Laws provisions, respecting the regulatory provision concerning the quota reserved for the less represented gender.

It should be recalled that for each candidate, among other things, a declaration containing the list of management and auditing positions held in other companies must be deposited, to be made known to the shareholders' meeting, ensuring that it is updated as of the date of the meeting, in fulfilment of that dictated by article 2400 of the Italian Civil Code.

Given the above the Board of Directors invites the Shareholders to:

- appoint of the Board of Statutory Auditors and Chairman.
- determinate the remuneration of the Board of Statutory Auditors.

Rimini, 13 March 2020

For the Board of Directors  
The Chairman  
Paolo Ferrari