



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 19, 2024 at 11:00 (single call) to discuss and deliberate on the following

#### AGENDA

1. Financial Statements as at 31 December 2023; inherent and consequent resolutions. Presentation of the Consolidated Financial Statements as at 31 December 2023.
2. Allocation of the Net Result; inherent and consequent resolutions.
3. Report on the remuneration policy and the remuneration paid pursuant to art. 123 ter of Legislative Decree no. 58/1998; Presentation of the first section of the Report and non-binding vote on the second section of the Report.
4. Authorisation to purchase, sell and dispose of own shares, subject to revocation of the authorisation granted by the Shareholders' Meeting of April 28, 2023 for the portion not executed; related and consequent resolutions.

#### **Legitimation of voting rights**

The subjects holding voting rights for whom the Company has received the communication from the authorized intermediary based on the evidence relating to the end of the accounting day of the seventh open market day prior to the date set for the Shareholders' Meeting have the right to participate to Shareholders' Meeting (Record Date, i.e. 10 April 2024). Those who hold shares after that date will not have the right to attend and vote at the Shareholders' Meeting.

Each legitimate party may be represented at the Shareholders' Meeting by means of a written proxy drawn up in compliance with current legislation, with the right to use for this purpose the form available on the Company's website ([www.marr.it](http://www.marr.it) - corporate governance/assembly/2024 section). The delegation can be granted with an electronic document signed in electronic form pursuant to art. 21 Legislative Decree 82/2005 and can be sent to the Company at the certified e-mail: [marr@legalmail.it](mailto:marr@legalmail.it). The representative may, in place of the original, deliver or transmit a copy, also in

electronic form, of the delegation, certifying under his own responsibility the conformity of the delegation to the original and the identity of the delegating party. The Company has designated the company Computershare S.p.A. (Designated Representative), as the person to whom holders of voting rights can grant, free of charge, a proxy with voting instructions on all or some proposals on the agenda. Shareholders who wish to participate in the Meeting through a Designated Representative must use the specific proxy form prepared by the Designated Representative himself in agreement with the Company, available on the Company's website at the page [www.marr.it/governance/assemblee/2024](http://www.marr.it/governance/assemblee/2024) or by making request to the certified e-mail: [marr@legalmail.it](mailto:marr@legalmail.it). The proxy form with the voting instructions must be sent, following the instructions on the form itself, by the second open market day preceding the single call meeting (and therefore 17 April 2024) and by the same deadline the proxy may be revoked.

The delegation is effective only with regard to proposals for which voting instructions have been given. The shares for which the delegation has been granted, even partial, are counted for the purposes of the regular constitution of the Shareholders' Meeting. In relation to proposals for which voting instructions have not been given, the shares are not counted for the purposes of calculating the majority and the share of capital required for the approval of the resolutions.

### **Shareholders' Rights**

Those who have the right to vote can ask questions on the items on the agenda, even before the Shareholders' Meeting and in any case by 12 April 2024, by sending them, by registered mail, to the registered office of the Company or to the certified e-mail: [marr@legalmail.it](mailto:marr@legalmail.it).

The requesting must accompany the application with his/her personal data (surname and name or name in the case of an organization or company, place and date of birth and tax code) and must request the custodian intermediary to produce a specific communication to the Company certifying the ownership of the shares held by the applicant himself with effect until 10 April 2024 (record date) addressed to [marr@pecserviziotitoli.it](mailto:marr@pecserviziotitoli.it). If you have requested from your custodian intermediary the communication of legitimation to participate to Shareholders' Meeting, it will be sufficient to include in the request the references of this communication possibly issued by the intermediary or at least the name of the intermediary itself.

Questions received by 12 April 2024 will be answered, after having verified their relevance and the legitimacy of the applicant, by the means requested by the applicant (fax or e-mail) or, at the latest, at the Shareholders' Meeting.

Shareholders who, even jointly, represent at least one fortieth of the share capital may request, within ten days of the publication of this notice, the integration of the list of matters to be discussed, indicating in the request the additional topics proposed or

submit proposed resolutions on matters already on the agenda. The integration is not permitted for the topics on which the Shareholders' Meeting decides, in accordance with the law, on the proposal of the Directors or on the basis of a project or report prepared by them, other than those referred to in the art. 125-ter, paragraph 1, of the TUF. The application must be sent in writing, by registered mail, to the registered office of the Company or to the certified e-mail: [marr@legalmail.it](mailto:marr@legalmail.it), provided that it reaches the Company within the aforementioned deadline. Within the same deadline, any proposing Shareholders must submit, in the same manner, a report on the matters or further resolutions which are proposed to be discussed. The certification of the ownership of the shares as well as the necessary shareholding held by the requesting Shareholders must result from a specific communication, produced by the custodian intermediary with effect from the date of the request itself, addressed to [marr@pecserviziotitoli.it](mailto:marr@pecserviziotitoli.it).

Any additions to the agenda will be communicated in the manner required by law and regulations at least fifteen days before the date of the Shareholders' Meeting.

### **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](http://www.marr.it) and on the authorised storage mechanism 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 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](mailto: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 34,670,970 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 101,196,090.

It should be noted that there are no categories of shares other than ordinary shares and that as of today, the Company holds 1,227,560 own shares (representing 1.8% of the share capital) for which, pursuant to law, voting rights are suspended.

The accreditation activities of the participants to the Shareholders' Meeting will begin at 10.30 am.

The Chairman of the Board of Directors  
Andrea Foschi

Rimini, March 19, 2024