



Shareholders' Meeting

April 28, 2023

Reports and proposals by the Directors
on items 3. and 4. of 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

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 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.

Dear Shareholders,

with the approval of the financial statements for the year ending 31 December 2022, the term of office of the Board of Directors appointed by the Shareholders' Meeting of April 28, 2020 for three financial years ends, and then until the Shareholders' Meeting that will approve the financial statements for the financial year 2022, i.e. the present Shareholders' Meeting.

The Shareholders' Meeting, in compliance with the applicable by Laws and regulatory provisions, is therefore called upon to:

- determinate the number of members of the Board of Directors;
- 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;
- appoint the Chairman of the Board of Directors;
- determinate the remuneration due to the Board of Directors.

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..

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;
- determinate the remuneration due to the Board of Directors.

Rimini, March 14, 2023

For the Board of Directors
The Chairman
Ugo Ravanelli

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,

with the approval of the financial statements for the year ending 31 December 2022, the term of office of the Board of Statutory Auditors appointed by the Shareholders' Meeting of April 28, 2020 for three financial years ends, and then until the Shareholders' Meeting that will approve the financial statements for the financial year 2022, i.e. the present Shareholders' Meeting.

The Shareholders' Meeting, in compliance with the applicable By Laws and regulatory provisions, 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.

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, March 14, 2023

For the Board of Directors
The Chairman
Ugo Ravanelli