Annual Report on Corporate Governance and ownership structure

pursuant to art. 123 bis of Legislative Decree 58/1998

(traditional administration and control model)

2024 Business Year

Approved on 14 March 2025

MARR S.p.A.
Via Spagna, 20 – 47900 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
Subject to the management and coordination of Cremonini S.p.A. – Castelvetro (MO)
www.marr.it

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GLOSSARY

Directors: the members of the Board of Directors of MARR S.p.A..

Chief Executive Officer or CEO: the Chief Executive Officer of MARR S.p.A..

Independent director Code: Director in possession of the requirements of independence provided in the Code of Corporate Governance for listed companies and by art. 148 of Legislative Decree no. 58 of 24 February 1998 for members of the Board of Statutory Auditors.

Independent director CLF: Director in possession of the requirements of independence provided in art. 148 of Legislative Decree no. 58 of 24 February 1998 for members of the Board of Statutory Auditors.

Shareholders' Meeting: Meeting of the shareholders of MARR S.p.A..

Code: the Code of Corporate Governance for listed companies approved in January 2020 by the Corporate Governance Committee.

C.C.: the Italian Civil Code.

Corporate Governance Committee: the Italian Corporate Governance Committee for listed companies, promoted, in addition to Borsa Italiana S.p.A., by ABI, Ania, Assogestioni, Assonime and Confindustria.

Board: the Board of Directors of MARR S.p.A..

Business Year: the business year covered by the Report.

ESRS: The sustainability reporting principles defined in EU Delegated Regulation 2023/2772 of 31 July 2023.

Consob Issuer Regulation: the Regulation issued by Consob in resolution no. 11971 of 1999 (as subsequently amended) concerning issuers.

Consob Market Regulation: the Regulation issued by Consob in resolution no. 20249 of 2017 concerning markets.

Consob Related Parties Regulation: the Regulation issued by Consob in resolution no. 17221 of 12 March 2020 (as subsequently amended) concerning related party transactions.

Report: the report on corporate governance and ownership structure that companies are bound to produce and publish pursuant to art. 123-bis of the CLF, in other words this report.

Remuneration report: the report on remuneration policy and payments made that companies are bound to produce and publish pursuant to art. 123-ter of the CLF and 84-quater of the Consob Issuer Regulation.

Statutory Auditors: members of the Board of Statutory Auditors

Company: MARR S.p.A. or MARR.

Consolidated Law on Finance/CLF: Legislative Decree 58 of 24 February 1998.

Where not otherwise specified, the following definitions are to be intended as included in the Code: directors, executive directors, independent directors, significant shareholder, chief executive officer (CEO), administration body, control body, industrial plan, concentrated ownership company, large company, sustainable success and top management.

1.0 COMPANY PROFILE

MARR S.p.A., listed company on the Euronext STAR Milan segment of the Italian Stock Exchange has adopted the traditional administration and control body, characterised by the presence of a management body, the Board of Directors, and a control body, the Board of Statutory Auditors.

The Board of Directors has the widest ranging powers for the ordinary and extraordinary management of the Company and has the objective of pursuing sustainable success, which is based on the creation of long-term value to the benefit of the shareholders, taking into account the interests of the other relevant stakeholders.

This Report illustrates the methods in which the Board of Directors pursues the objective of sustainable success, integrating it into the strategic plans (Section 4.1), in the Remuneration policy (Section 8) and in the internal audit and risk management system (Section 9).

The Board of Statutory Auditors is responsible for supervising:
a) the observance of the law and the Corporate By-Laws ("By-Laws")
b) the respect of the principles of correct administration;
c) the adequacy of the organizational structure of the company for aspects of its competence, the internal audit system and the administration and accounting system, and also the reliability of the latter in correctly representing management events;
d) the methods of concrete implementation of the corporate governance rules in the Code;
e) the adequacy of the instructions given by the company to its subsidiaries in terms of insider information.
The functioning of the corporate bodies is governed, in addition to the laws in force on the matter and the By-Laws, by the Code and, as regards the Board of Directors, by the relevant regulation (Section 4.4).

The Board of Directors of the Company, in line with the instructions of the Corporate Governance Code, has implemented a process aimed at further strengthening the adopted sustainability policies, pursuing the objective of creating long-term value for the benefit of the shareholders and all of the stakeholders.

MARR, aware of its ethical and social responsibility, has for some time considered the implementation of sustainability strategies as a priority in the areas in which its activities can have a significant impact, including all those relating to the supply chain. The commitment to a sustainable supply chain in which the product, which is marketed and distributed by the supplier to the customer through MARR, is the result of a complex selection, verification and management activity, implemented by MARR according to a sustainable approach.

Since 2018 (regarding the 2017 business year), the Company has been publishing the sustainability reporting in compliance with the *pro tempore* applicable regulations in force and since 2021 it has been preparing the Sustainability Report.

The Sustainability Report can be consulted on the company's website at the following link https://www.marr.it/sustainability/report-and-esg.

With reference to the 2024 financial year, the sustainability reporting is integrated into the Directors' Report and prepared in accordance with the "European Sustainability Reporting Standards" (ESRS), in compliance with the European directive "Corporate Sustainability Reporting Directive" (CSRD), transposed into the Italian legal system by Legislative Decree 125/2024.

On the basis of the definitions provided by the MARR Code, it qualifies as a Concentrated Ownership Company as the majority shareholder Cremonini S.p.A. directly has the majority of votes exercisable in the ordinary meeting.

MARR also qualifies as an 'SME' according to the definition set out in Art. 1, paragraph 1, letter w-quater.1) of the CLF, reporting a market capitalization of less than one billion euro as of December 31, 2024.

See the following sections of the Report illustrating the relative options for the flexible application of the Code adopted by the Company:

- 4.3 Composition of the Board of Directors
- 4.7 Independent directors and Lead Independent Director
- 7.1 Self-evaluation and succession of the directors
- 7.2 Appointment Committee
- 8.2 Remuneration Committee.

2.0 INFORMATION ON THE OWNERSHIP STRUCTURE AS AT 31 DECEMBER 2024

(ex art. 123 bis, paragraph 1, CLF)

a) Structure of the share capital (ex art. 123 bis, para. 1, subsection a) CLF)

The share capital of MARR, established as 33,282,715 euro of which 33,262,560 euro has been subscribed and paid-up, is divided into 66,525,120 ordinary shares with a nominal value of 0.50 euro each.

The ordinary shares of MARR are listed on the regulated market Euronext Milan (EXM), Segment Euronext STAR Milan, organized and managed by Borsa Italiana S.p.A..

The following table shows MARR's share capital structure, as of the date of this Report.

	No. of shares making up the share capital	No. of voting rights	Rights and obligations
Total shares of which:	66,525,120	101,196,090	As established by Law and Corporate By-Laws
Ordinary shares IT0003428445	*31,854,150*	*31,854,150*	
Ordinary shares with increased voting rights IT0005484644	*34,670,970*	*69,341,940*	

b) Shareholding limits (ex art. 123 bis, para. 1, subsection b), CLF)

There are no restrictions on the transfer of Company securities.

c) Significant shareholdings (ex art. 123 bis, para. 1, subsection c), CLF)

On the basis of the findings in the book of shareholders, the communications received pursuant to the law and other available information, as of 14 March 2025, the following shareholders directly or indirectly, also through brokers, trust companies and subsidiary companies, hold shareholdings of more than 5% in the share capital with the right to vote:

Declarer	Direct shareholder	% share in the ordinary capital	% share in the voting capital
LUIGI CREMONINI	Cremonini S.p.A	50.42%	66.30%

d) Securities bearing special rights (ex art. 123 bis, para. 1, subsection d), CLF)

No shares bearing special control rights have been issued.

The By-Laws provide that two votes be attributed to each share belonging to shareholders who have requested listing in a special list and who have been listed on said list for a continuous period of not less than 24 months from the date of registration in the list (shares with increased voting rights pursuant to Art. 127-quinquies of the CLF).

As of today no. 34,670,970 shares have accrued the right to the increased vote.

e) Company shareholdings owned by employees: the mechanism for the exercise of voting rights (ex art. 123 bis, para.1, subsection e), CLF)

There is no mechanism for the exercise of voting rights as there are no systems of company shareholdings dedicated to them.

f) Restrictions on voting rights (ex art. 123 bis, para. 1, subsection f), CLF)

There are no restrictions on voting rights.

g) Agreements between shareholders (ex art. 123 bis, para. 1, subsection g), CLF)

There are no intra-company agreements ongoing pursuant to art. 122 CLF.

h) Change of control clauses (ex art. 123 bis, para. 1, subsection h), CLF) and statutory dispositions concerning public purchase bids "PPB" (ex arts. 104, para. 1 ter, and 104 bis, para. 1 CLF)

A change in control of MARR could have effects in the following cases:- unsecured bond loan (Senior Unsecured Notes) for 100 million euro, issued in July 2021, intended for a US institutional investor (Pricoa Private Capital, a company of The Prudential Insurance Company of America group) with a duration of 10 years;

- medium/long-term loan agreement, signed in July 2022, with BNL and Rabobank for 60 million euro and a duration of 72 months;

- medium-term loan agreement signed in June 2023 with Intesa Sanpaolo for 25 million euro and a duration of 48 months;

- medium-term loan agreement signed in June 2023 with Unicredit for 25 million euro and a duration of 36 months;

- a medium-term loan agreement signed in November 2023 with BNL for 30 million euro and a duration of 60 months;

- a medium-term loan agreement signed in February 2024 with BPER-Banca Popolare dell'Emilia Romagna for 20 million euro and a duration of 60 months;

- a medium-term loan agreement signed in July 2024 with Banco BPM for 30 million euro and a duration of 54 months;

As the aforementioned loans are subject to contractual agreements which provide for timely communications and early repayment in the event of a change in the control structure.

As regards PPB, the Company By-Laws do not derogate to the dispositions concerning the passivity rule provided by art. 104, paragraphs 1 and 1 bis of the CLF and do not provide for the application of the neutralisation rules contemplated in art. 104 bis, paragraphs 2 and 3 of the CLF.

i) Delegated powers regarding share capital increase and authorisation to purchase of own shares (ex art. 123 bis, para. 1, subsection m), CLF)

There were no delegated powers issued to the Board of Directors regarding share capital increase pursuant to article 2443 of the Civil Code and the Board itself does not have the power to issue shareholding financial instruments.

On 19 April 2024, the Shareholders' Meeting, following revocation of the previous resolution of 28 April 2023 for the unexecuted party, approved a plan for the purchase of treasury shares for a maximum duration of 18 months and appointed the Board for this purpose with the power to assign specific delegations.

The authorization provides that purchases of treasury shares may be carried out for a total maximum number of no. 3,300,000 shares (equal to approximately 5% of the shares constituting the entire share capital) at a price no higher than 10% and no lower than 10% of the reference price recorded on the Euronext Milan Regulated Market ("EXM") in the session preceding each single operation.

The possible sale of the treasury shares purchased may take place in one or more solutions, with the right to establish from time to time the terms, methods and conditions that will be deemed most appropriate, without prejudice to the fact that the sale price of the shares cannot be lower than the 85% (eighty-five percent) of the average of the official trading prices recorded on the EXM in the last two days preceding the sale.

Today MARR holds 2,267,150 treasury shares, equal to 3.41% of the share capital.

j) Management and coordination activities (ex art. 2497 and following of the Civil Code)

Pursuant to art. 2497 and following of the Civil Code, MARR is subject to the management and coordination of the majority shareholder Cremonini S.p.A., with legal headquarters in Castelvetro di Modena (MO), Via Modena 53, Internal Revenue Code and Modena Register of Enterprises number 00162810360.

In turn, MARR exercises management and coordination activities over the subsidiary companies identified in the annual financial report as at 31 December 2024. The obligations required by the art. 2497-bis of the Civil Code have been carried out.

Consequently in fulfilment of art. 16, paragraph 1, subsection b) of the Consob Market Regulation for companies subject to the management and coordination of others, the Company has appointed a risk and control committee composed exclusively of independent directors ("Control and Risk Committee").

Lastly, it must be noted that:

- the information required by article 123-bis, first paragraph, subsection i) of the CLF ("agreements between the company and directors … envisaging indemnities in the case of resignation or dismissal without just cause or if their employment ceases as a result of a public purchase bid") are contained in the section of the Report on remuneration (Section 8.1);
- the information required by article 123-bis, first paragraph, subsection l), first part of the CLF ("the rules applicable to the appointment and replacement of directors … other than the legislative and regulatory ones applicable additionally") are illustrated in the section of the Report on the Board of Directors (Section 4.2);
- the information required by article 123-bis, first paragraph, subsection l), second part of the CLF ("the rules applicable ... to the modification of the by-laws, other than the legislative and regulatory ones applicable additionally") are illustrated in the section of the Report on the Shareholders' Meeting (Section 13).

3.0 COMPLIANCE

(ex art. 123 bis, para. 2, subsection a), first part, CLF)

The Company adheres to the Code of Corporate Governance for listed companies, approved by the Corporate Governance Committee, the Committee composed of business Associations (ABI, ANIA, Assonime, Confindustria), Borsa Italiana S.p.A. and the Association of professional investors (Assogestioni).

The Code is available to the public on the website of the Corporate Governance Committee on the link https://www.borsaitaliana.it/comitato-corporate-governance/codice/2020.pdf

The Company and its subsidiaries[1] are not subject to legal dispositions which affect the corporate governance structure of MARR.

4.0 BOARD OF DIRECTORS

The By-Laws state that the management of the Company is assigned to a Board of Directors, composed of between 5 and 11 members, appointed by the Shareholders' Meeting on the basis of the lists of

[1] It must be stated that none of MARR's subsidiaries has strategic relevance.

candidates submitted. Gender equilibrium must be ensured in the composition of the Board of Directors, in respect of the applicable laws and regulations in force from time to time.

The members of the Board are appointed for not more than three business years and step down on the date of the Shareholders' Meeting for the approval of the financial statements for the last business year of their term and may be re-elected.

If the shareholders' meeting has not already done so, the Board of Directors elects the Chairman from amongst its members. The Board may also elect a Deputy-Chairman who replaces them if they are absent or hindered and a Secretary, choosing one who is not necessarily a Board member.

The Board meets on a regular basis and is organised and operates so as to ensure the effective and efficient execution of its own functions. It is properly qualified and has full powers of an ordinary and extraordinary nature, in respect of the applicable laws and regulations in force, the statutory regulations in force and the Code.

The presence of the majority of the members is required for the decisions of the Board of Directors to be valid.

Decisions are taken on the basis of the majority of votes of those present, and in the case of parity, the Chairman of the meeting shall have the casting vote.

The decisions of the Board of Directors are ascertained in the minutes of the meeting, signed by the Chairman and Secretary.

4.1 Role of the Board of Directors

The Board of Directors guides the Company in the pursuit of sustainable success.

The Board of Directors defines, and then monitors the implementation of, the strategic plans, the ESG (Environmental, Social and Governance) goals, the Remuneration policy and the system of internal audit and risk control, taking as the main reference point the pursuit of sustainable success by the Company. In defining the annual budget and approving the individual significant transactions, the Board of Directors also evaluates their consistency with the pursuit of sustainable success by the Company.

Specifically, the Board of Directors, as provided by the Code, is responsible for:

a. examining and approving the industrial plan (hereafter "Business Plan") of the Company and the group it belongs to, also on the basis of the analysis of the relevant topics for the generation of long-term value;

b. periodically monitoring the implementation of the industrial plan, and also evaluating the general management performance, periodically comparing the results achieved to those forecasted;

c. defining the nature and level of risk compatible with the strategic objectives of the Company, including in its evaluations all of the elements that may be relevant from the viewpoint of the sustainable success of the Company;

d. defining the corporate governance system of the Company and the structure of the group it belongs to;

e. evaluating the adequacy of the organizational, administrative and accounting set-up of the Company and its subsidiaries, with specific regard to the system of internal audit and risk management (see Section 9 for detailed information in this regard);

f. decisions concerning the transactions of the Company and its subsidiaries that have significant strategic, economic, equity or financial relevance for the Company itself, establishing the general criteria for identifying the transactions if significant relevance and the limits to the powers of the Chief Executive Officer regarding the execution of the transactions defined at the start of their mandate (see Section 4.6 for detailed information in this regard);

g. adopting, on proposal by the Chairman in agreement with the CEO, a procedure for the internal management and external disclosure of documents and information concerning the Company, with specific regard to insider information (see section 5 for further details).

Lastly, the Board of Directors is exclusively responsible for the matter that cannot be delegated of which in art. 2381, paragraph 4 of the Civil Code and the laws in force.

During the course of the business year, the Board of Directors carried out the activities in relation to the frameworks in the above points a., b., c., e., f..

With particular reference to point a. above, at the meeting of 16 December 2024 the Board of Directors approved the 2025 Budget and the 2025-2027 Business Plan. As part of the board discussion, with the objective of generating value in the long term as reference, the main relevant themes for the definition of the Business Plan were examined: market scenario and foreseeable evolution of the same, vision and strategic orientation..

With regard to point g. above, in 2018 the Company adopted a Procedure for the management of insider and confidential information and, in 2020, a Regulation for the management of media relations. See Section 5 for detailed information in this regard.

The Board of Directors did not deem it necessary to draw up reasoned proposals to submit to the Shareholders' Meeting for defining a different system of corporate governance;

During the course of the Business Year the Board of Directors made some changes to the Policy for managing engagement with the shareholders and *other stakeholders* adopted in 2021 in order to align its text with the latest regulatory developments and the changed corporate context (see Section 12 for detailed information in this regard).

Information is given later on in the Report concerning the additional attributions of the Board regarding: composition (Section 4.3), functioning (Section 4.4), self-evaluation and succession of Directors (Section 7.1), remuneration of Directors (Section 8) and system of internal audit and rick management (Section 9).

Further information required in compliance with the ESRS principles regarding the roles and responsibilities of the Board of Directors is provided in the Sustainability Reporting available on the Company's website.

4.2 Appointment and replacement

(ex art. 123 bis, para. 1, subsection l) CLF)

The appointment and replacement of Directors are disciplined by the Corporate By-Laws and the laws and regulations in force on the matter.

Art. 13 of the Corporate By-Laws provides that the members of the Board of Directors are elected on the basis of lists of candidates.

Should there be more than one list, one of the members of the Board of Directors must be from the list which obtained the second highest number of votes.

Only those shareholders who, either individually or together with others, hold a total number of shares with the right to vote representing at least 2.5% of the share capital have the right to submit lists. This percentage of shares may be otherwise established or recalled by the mandatory dispositions of the law or regulatory dispositions.[2]

Shareholders, and also shareholders linked by control or connection relations pursuant to the Civil Code, may not submit or vote for more than one list, even through an intermediary individual or trust company. Candidates may only be listed on one list, on penalty of being ineligible.

The candidates included in the lists must be listed by progressive number and possess all the suitability requirements provided by the law.

The lists must indicate which of the candidates are in possession of the independence requirements established by the law and regulations in force. The candidate listed as number one in the progressive order must also be in possession of the independence requirements.

The lists which contain three or more candidates must also include candidates of different genders so as to ensure that the composition of the Board of Directors respects that provided by the laws and regulations in force concerning gender equality.

The lists submitted must be filed at the company headquarters at least twenty-five days prior to the date of the first call of the Shareholders' Meeting and this must be mentioned in the notification of call. In order to legitimise the submitted lists, an appropriate communication issued by the authorised brokers, proving the ownership of the shareholding in the company determined with regard to the shares registered in the name of the shareholders on the day on which the lists are filed at the Company, has to be provided to the Company. The communication may also be received subsequently to deposit, as long as it is produced within the deadline laid down for the publication of the lists by the Company.

The declarations in which individual candidates accept their candidatures and certify, under their own responsibility, the possession of the prescribed requirements must be filed with each list. Candidates who do not observe the above rules shall be deemed ineligible.

The lists are available to the public at the company headquarters, the company website and in the other methods provided by the applicable regulatory dispositions at least twenty-one days prior to the meeting.

The election of the members of the Board of Directors is carried out as follows:

(i) all bar one of the Directors to be elected will be taken from the list obtaining the highest number of votes, on the basis of the progressive order in which the candidates are listed on the list;

(ii) in compliance with the legal dispositions, one director is elected from the list obtaining the second highest number of votes, who may not be connected in any way, even indirectly, with the shareholders who submitted or voted for the list obtaining the highest number of votes, on the basis of the progressive order in which the candidates are listed in the list.

[2] It is recalled that on the occasion of the appointment of the corporate bodies in the Shareholders' Meeting of 28 April 2023, the reference was the Consob resolution no. 76 dated 30 January 2023 establishing for MARR that holding firm the lesser quota provided by the Corporate By-Laws, the shareholding quota required for the submission of lists of candidates for election to the administrative and auditing bodies for 2023 is 2.5%.

That outlined above holding firm, in the case in which more than one list has obtained the same number of votes, the majority list shall be considered to all effects to be that voted for by the most shareholders and, in the case of parity, the list filed first.

The same rules are applicable in the case in which several minority lists have obtained the same number of votes.

For the purposes of dividing the Directors to be elected, lists which obtained a percentage of votes of less than half of that required for the submission of lists shall not be taken into account.

If only one list is submitted, or if the minority lists submitted have not obtained a percentage of votes equal to at least half of that provided in the above paragraph, the members of the Board of Directors will be taken from the only valid list.

Should the laws in force concerning gender equality not have been respected after the above voting and operations, the candidate of the most represented gender elected last in progressive order from the list obtaining the highest number of votes shall be replaced by the first candidate of the less represented gender not elected from the same list according to the progressive order.

Lastly, should this procedure not ensure the respect of the laws in force on gender equality, the replacement shall be made by majority resolution of the Shareholders' Meeting, after the presentation of candidatures from individuals of the less represented gender.

Should the candidates elected by the above methods not ensure the appointment of the minimum number of directors in possession of the requisites of independence foreseen by the applicable laws in relation to the overall number of directors, the non-independent candidate elected last in progressive order from the list obtaining the highest number of votes shall be replaced by the first candidate – in possession of the legal requisites of independence – according to the progressive order not elected from the same list, or otherwise by the first independent candidate according to the progressive order not elected from the other lists, taking into account the number of votes obtained by each list, as long as in respect of the laws in force concerning gender equality.

Should that said procedure be not ensuring that the Board of Directors does not includes the minimum number of directors in possession of the legal requisites of independence foreseen by the law, replacement shall be made by resolution of the Shareholders' Meeting with the legal majorities, after presentation of candidatures in possession of said requisites, always in respect of the laws in force concerning gender equality.

If no lists have been presented within the required deadline or no list has been found to be admissible, the Shareholders' Meeting shall proceed, at the Chairman's invitation, to appoint the Directors by resolution passed by the majority of voters, in any case safeguarding the appointment of the minimum number of directors in possession of the legal requisites of independence required by the laws in force at the time and in respect of the laws in force concerning gender equality.

Art. 14 of the Corporate By-Laws establishes that should one or more Directors step down from office during the business year, the procedure pursuant to art. 2386 of the Civil Code will be followed, according to that indicated below:

(i) the Board of Directors will appoint replacements from the names on the list which the Directors no longer in office were included in and the Shareholders' Meeting will reach a decision, with the legal majority required, respecting the same principle;

(ii) should there be no candidates left on the list from which the directors were elected, the Board of Directors will appoint replacements without observing that indicated in point (i) above, and the Shareholders' Meeting will reach a decision on the basis of the majority required by the law.

In any event, the replacement of the board members stepping down is done by the Board of Directors, ensuring the respect of the laws and regulations in force concerning gender equality.

However, should the majority of the Directors appointed by the Shareholders' Meeting resign or step down from office for any other reason, the entire Board of Directors shall be deemed to have resigned and an urgent meeting of the Shareholders' Meeting shall be called for the appointment of the new Board by the Directors still in office, who in the meantime may carry out everyday management activities.

As regards the information on the role of the Board of Directors and its internal committees in the processes of self-evaluation, appointment and succession of the directors, see the following Section 7.

4.3 Composition

(ex art. 123 bis, para. 2, subsection d) and d-bis), CLF)

The Shareholders' Meeting on 28 April 2023 established as 7 the number of members of the Board of Directors and appointed them by voting from lists according to that established by the Corporate By-Laws and in respect of the laws and regulations in force.

Taking into account that only Shareholders who individually or together with others possess shares bearing the right to vote representing at least 2.5% of the share capital have the right to submit lists, two lists were submitted:

- the first was submitted by the majority shareholder "Cremonini S.p.A.", the owner of a total of 33,544,533 shares, amounting to 50.42% of the share capital;

- the second was submitted by a group of asset management companies and other institutional investors owning a total of 1,858,746 shares, amounting to 2.79% of the share capital.

The first list submitted obtained the preference of 79.7% of the voting rights (the 89,1% of the voting rights was represented in the shareholders' meeting), while the second one obtained the preference of 20.3% of the voting rights.

The Board shall remain in office until the Shareholders' Meeting called for the approval of the financial statements as at 31 December 2025.

The Shareholders' Meeting on 28 April 2023 also appointed Mr. Andrea Foschi as Chairman of the Board of Directors, while the Board of Directors meeting held on the same day appointed as Chief Executive Officer Mr. Francesco Ospitali.

The Board of Directors in office as at 31 December 2024 was composed of the following members:

Member	Position	Years in office since initial appointment (years)[3]
Andrea Foschi	Chairman of the Board of Directors non-executive and independent Director	2[4]
Francesco Ospitali	Chief Executive Officer	11
Giampiero Bergami	Non-executive and Independent Director	2
Claudia Cremonini	Non-executive Director	13
Alessandro Nova (*)	Non-executive and independent Director	8
Rossella Schiavini	Non-executive and independent Director	8
Lucia Serra	Executive director	2[5]

(*) part of the minority list

More information on the structure of the Board of Directors on the closing date of the Business Year is contained in Annex A.

The Board is composed of directors in possession of the professionalism and skills required for the duties requested to them and the responsibilities they assume, including as members of internal board committees. Their expertise ranges from legal matters to economic and financial fields and the number and skills of the non-executive directors (of which a significant component is represented by independent Directors) are such as to ensure significant influence in reaching the board decisions and to ensure the effective monitoring of management.

The personal and professional skills of the Directors in charge as at 31 December 2024 are in the lists submitted on their appointment and available on the Company's website https://www.marr.it/governance/agm/2023.

Diversity criteria and policies in the composition of the Board and the company workforce

Considering the structure, dimensions and ownership of the Company, as well as the list voting mechanism adopted, which ensures a transparent appointment procedure and a balanced composition of the administrative body, as of today MARR has not adopted a specific policy in terms of diversity with regard to aspects such as age, gender composition, training and professional careers and the composition of Board of Directors.

As confirmation of what stated above, the current composition of the Board of Directors, in addition to ensuring gender equality, has an adequate level of "diversity", enabling, as a result of the personal and professional characteristics of each of the members, an adequate and detailed examination of the various

[3] The report in question takes into account a round-up for fractions in excess of 6 months.
[4] Mr. Andrea Foschi held the position of Standing Auditor from 2020 to 2023.
[5] Mrs. Lucia Serra held the position of Director a previous mandate from 2014 to 2017.

questions normally raised for their attention, taking into account the dimensions, structure and reference market of the Company.

Regarding the company workforce, the Company has adopted a Human Resource Management Policy aimed at pursuing the development and valorisation of its collaborators based on merit, effective skills and capacity and potential, taking attitude and aspirations into account, in full respect of the criteria of impartiality and equity, with no discrimination on the grounds of ethnicity, religious beliefs, language, political opinions and gender.

MARR also promotes the respect of the criteria of Social Responsibility laid down by regulation SA 8000 (social Accountability) within its workforce and in the supply chain, as well as that defined by the Company's Code of Ethics and reported in the Sustainability Reporting.

Maximum number of positions held in other companies

In the Regulation on the functioning of the Board of Directors is indicated the orientation of the Board regarding the maximum number of management and auditing positions held in other listed companies or companies of significant dimensions that can be considered compatible with the effective performance of the role of Director of the Company, taking into account the commitment required by the position in question.

This orientation provides that:

a) in addition to their position in the company, an executive director should not hold

   i) the office of executive board member in another listed company or a company of significant dimensions with a net equity in excess of 5 billion euro;

   ii) the office of non-executive board member or statutory auditor in more than three of the aforementioned companies;

b) in addition to their position in the company, a non-executive director should not hold

   i) the office of executive director in more than one listed company or in more than two companies of significant dimensions with a net equity in excess of 5 billion euro;

   ii) the office of non-executive director or auditor in more than ten of the aforementioned companies.

The offices held in other companies in the MARR Group are excluded from the maximum limit.

The current Board of Directors complies with the above criteria.

The following are the names of the members of the Board of Directors who held offices in other listed companies or companies of significant dimensions during the Business Year:

	Company	Position
Rossella Schiavini	BIESSE S.p.A.	Independent director
	IGD SIIQ (*)	Independent director

(*) office ended during the financial year

Further information required in compliance with the ESRS principles regarding the composition of the Board of Directors is provided in the Sustainability Reporting available on the Company's website.

4.4 Functioning

(ex art. 123 bis, para. 2, subsection d) CLF)

The Board of Directors adopted the "Regulation for the functioning of the Board of Directors" in order to discipline the functioning of the Board itself, in which are also included the methods of taking the minutes of meetings and the procedures for the management of disclosure of information to the directors.

The Regulation on the functioning of the Board of Directors provides that, prior to each meeting of the Board, the Chairman, with the support of the Secretary, ensures that the Directors and Statutory Auditors are provided all the information necessary for them to intervene with awareness on the matters being resolved. Specifically, the documentation concerning the items being discussed and resolved on the by Board of sent with suitable advance notice, which is usually at least 3 days prior to the meeting, except when specific circumstances do not allow; in such an eventuality, the documentation is sent as soon as it is available.

Should the Chairman deem it opportune, in exceptional cases and when brought on by urgency, the documentation concerning the matters to be resolved on can be provided directly during the course of the meeting.

Further documentation not strictly concerning the items to be discussed and resolved on by the Board may be provided in the timeframes and methods deemed most opportune by the Chairman.

During the course of the year, the aforementioned deadline for sending the documentation for Board meetings was respected.

The information provided is integrated and, when deemed opportune, replaced by that illustrated during the course of the Board meeting, thereby ensuring that the Board members reach decisions with awareness.

The support documentation for meetings of the Board is prepared by the competent corporate departments and subsequently made available to each Director and Statutory Auditor according to the instructions of the Chairman.

In order to streamline the organization of documentation regarding the meetings of the Board of Directors, a 'reserved area' has been set up for several years, through the adoption of a specific IT portal dedicated to managing such documentation. This has reduced the time related to transmission/consultation and archiving, while increasing the speed and security of access to documents reserved for the Board, optimizing the process. The documentation related to each meeting is always available online, facilitating subsequent consultations. Access to the portal is protected by personal username and password.

The Regulation on the functioning of the Board of Directors also provides that the discussions, decisions reached and any dissent or contrary vote of the Board members be included in the minutes signed by the Chairman and Secretary. As soon as the minutes are available, they are sent in draft form to the Board members and Statutory Auditors by the Secretary in agreement with the Chairman for observations to be made. The final version of the minutes, possibly supplemented with any observations received, is transcribed into book of the minutes of the Board of Directors, after informing the Directors and Statutory Auditors, and made available in the "reserved section".

The calendar of the meetings in which the results of the year and of the period are reviewed is notified annually to Borsa Italiana, as a rule by December for the following financial year and made available on the Company's website (https://www.marr.it/investors/corporate-calendar). The publication of the 2025 calendar has been made on 20 November 2024.

Six meetings of the Board of Directors were held in the business year. Five meetings have been scheduled for 2025, two of which have already been held, including that for the approval of the draft annual and consolidated financial statements as at 31 December 2024 and this Report.

In the meetings of the Board of Directors, the Head of the Legal and Corporate Affairs Department, Mrs. Lucia Serra, Non-Executive Director, has been permanently present. Additionally, the Heads of the main company areas were invited to present the operations under their direct managerial responsibility, not only to allow further insights into the issues on which the Board was called to express its opinion, but also to facilitate the directors' understanding of these matters.

The average duration of the meetings was 115 minutes and were held both in videoconference and in presence, always giving the choice of the Directors to attend by videoconference if unable to attend the meeting in person.

Participation in the meetings of the Board of Directors by the Directors was always assiduous, as shown by the attendance percentages (see Annex A).

4.5 Role of the Chairman

The shareholders' meeting on 28 April 2023 appointed Mr. Andrea Foschi as Chairman of the Board of Directors, who is in possession of the requirements of independence in art. 148 of the CLF and the Code.

The Chairman of the Board of Directors has a role of connection between the executive directors and the non-executive directors and ensures that the proceedings are conducted effectively.

Specifically, the Chairman of the Board ensured the following during the course of the business year:

- the suitability of the pre-meeting information and the complementary information provided during the Board meetings, in order to enable the Directors to express themselves knowledgably in carrying out their roles;
- the coordination of the activities of the internal committees with those of the Board;
- in agreement with the CEO, the intervention of the Company executives, the managers of the competent corporate departments according to the matter at hand, to provide the opportune details on the items on the agenda.

Regarding the latter point, it must be noted that during the course of the business year, in all of the meetings of the Board of Directors, one or more responsible of corporate functions (5 in total) attended, who, even intervening in more than one meeting, provided in-depth information of financial, commercial, relations with the financial community and human resources.

As provided by the Code, the Chairman also ensures that the Board of Directors is promptly informed, at the latest before the first relevant meeting, of the development and significant content of engagement with all of the shareholders

The Chairman of the Board of Directors is invited to attend the meetings of the internal Committees in order to ensure coordination with the Board of Directors itself.

The Chairman did not receive management proxies and has no specific role in the preparation of the corporate strategies.

Induction Programme

The Chairman of the Board of Directors, with the assistance of the Secretary, will ensure that the directors and statutory auditors will acquire an adequate knowledge of the sector of business in which the Company operates, corporate dynamics and their evolution also with a view to the sustainable success of the Company, and also the principles of proper management of risks and the reference regulatory and governance framework, in the most opportune forms, through constant informative updates.

Specifically, during the course of the business year, the Chairman of the Board of Directors, through suitable communications through the related company functions, which were asked to attend the Board meetings in this regard, reported and updated the Directors on the following, among others:
- share trend and analysts' reports;
- studies and detailed information taken from the national press concerning the reference market;
- novelties and insights in the regulatory framework and relevant best practice;
- the organizational structure and changes that had a significant impact on the company's organizational chart;
- the new commercial and goods initiatives presented to the workforce and thus to the market;
- the social network activities regarding initiatives, events and reports concerning the company's business under various titles.

Further information required in compliance with the ESRS principles regarding the competencies of the governing body on ESG topics is provided in the Sustainability Reporting available on the Company's website.

Secretary of the Board

On proposal by the Chairman, the Secretary is appointed by the Board of Directors, which also assesses the existence of the requirements of integrity and professionalism.

In its meeting on 28 April 2023, the Board of Directors appointed Mr. Guido Albini of Legal and Insurance Affairs Department of the Company as Secretary of the Board of Directors. Until the aforementioned date the position was held by Mrs. Lucia Serra.

In implementation of the Code and as provided by the Regulation for the functioning of the Board of Directors adopted by the Company, last year, the Secretary provided to the Chairman of the Board of Directors, with impartial judgment, assistance, and advice on every relevant aspect for the proper functioning of the corporate governance system.

The Secretary also supported the Chairman in the role of connection and coordination of the Board with the activities of the internal committees.

4.6 Executive bodies

The Chief Executive Officer

On 28 April 2023, the Board of Directors appointed as Chief Executive Officer Mr. Francesco Ospitali.

Pursuant to art. 21 of the Corporate By-Laws, the Board of Directors may delegate, within the limits laid down by the law, part of its duties and powers, including that of corporate signature, to an executive committee or one or more of its members with the qualification of Chief Executive Officer, determining the contents, limits and methods of exercising the proxy.

The Board of Directors conferred upon the Chief Executive Officer, who is also General Manager, the widest-ranging powers to carry out the deeds pertinent to the business activities, except for the powers reserved by the law and By-Laws to the Board of Directors.

The main powers conferred upon the Chief Executive Officer include:
- representing the Company;
- determining the commercial policy;
- carrying out any transaction of a financial nature;
- opening and closing operating units;
- representing the company in the shareholders' meetings of its subsidiaries.

The Board also conferred powers upon the Chief Executive Officer regarding the following operations, establishing specific limits in terms of amount:
- stipulating, modifying, terminating, transferring and acquiring by transfer purchase and sale contracts and for mortgages on tangible assets in general;
- participating in tenders by Public Administrations of the State and public and private entities for the supply of goods, services and provisions in general;
- including the Company in temporary business associations, also with subsidiaries of the parent company, only for participation in tenders by Public Entities;
- stipulating contracts, terminating, transferring and acquiring by transfer lease contracts;
- acquiring intellectual property rights inherent to the corporate purpose;
- releasing bank and other guarantees in favour of Credit Institutes and/or financial and insurance entities and companies;
- requesting bank and other guarantees from Credit Institutes, financial entities and companies in order to enable the participation of subsidiaries in tenders for supplies and/or provisions for Public Entities requiring suitable security deposits and/or guarantees to be released by Credit Institutes;
- finalising and settling the payment of damages and indemnities.

During the business year, the Chief Executive Officer exercised the powers conferred upon them for everyday management, while significant transactions in terms of quality or value were submitted for examination by the Board of Directors.

Informing the Board

The Chief Executive Officer has periodically informed the Board of the activities carried out in exercising the proxies attributed to them. He also provided detailed information to the Directors and Auditors, in compliance with the laws in force and the Corporate By-Laws, on the activities carried out, the general management performance and outlook, and also on the transactions deemed most significant from an economic, financial and equity viewpoint carried out by the Company or by its subsidiaries, on at least a quarterly basis.

Other executive directors

Ms. Lucia Serra holds the position of executive director as Manager in charge of the Corporate, Legal and Insurance Affairs Office of the Company.

Further information required in compliance with the ESRS principles regarding the competencies of the governing body on ESG topics is provided in the Sustainability Reporting available on the Company's website.

4.7 Independent Directors and *Lead Independent Director*

The following, pursuant the CLF and the Code, are currently qualified as non-executive and independent directors:

- Giampiero Bergami
- Andre Foschi
- Alessandro Nova
- Rossella Schiavini

The non-executive and independent members of the Board of Directors are suitable, in terms of number and authority, to the Company's needs, the functioning of the Board and the appointment of the relative committees.

The Chairman of the Board of Directors is in possession of the requisites of independence provided in art. 148 of the CLF and the Code.

In compliance with the Code, the Board decided on 19 February 2021 that, except if specific situations arise to be assessed on a case-by-case basis, the criteria to be used for assessing the significance of the relations and remunerations of which in subsections c) and d) of Recommendation no. 7 of the Code are the following:

a) a direct or indirect relation of a commercial, financial or professional nature is intended as significant if the economic payment involved, to be intended as the sum of the payments for any relations ongoing with companies in the MARR Group, is in excess of double the overall remuneration provided for the position or in excess of 25% of the total annual income of the same Board member;

b) the remuneration in addition to the fixed fee for the position and that provided for being a member of the committees, is considered to be significant if it is in excess of treble the overall remuneration provided for the position or in excess of 30% of the total annual income of the same Board member.

Immediately after its appointment, the Board assessed the existence of the requisites of independence provided by the CLF and the Code for each of the non-executive board members Messrs. Giampiero Bergami, Andrea Foschi, Alessandro Nova and Rossella Schiavini, making the outcome of its assessments known by communication to the market.

In making the above assessments, the Board considered all of the available information (especially that provided by the Directors being assessed), analysing all of the circumstances that appear to compromise the independence identified in the CLF and Code and applied all of the criteria provided by the Code regarding the independence of the directors.

The Board of Statutory Auditors verified the proper application of the criteria and ascertainment procedures adopted by the Board in assessing the independence of its members.

During the course of the business year, the independent Directors did not meet in the absence of the other Directors.

In compliance with art. 13, paragraph 2 of the Corporate By-Laws, the loss of the independence requirements by a director does not constitute a reason to step down should the minimum number of components, as provided by the laws in force, in possession of the legal independence requirements remain in office.

Lead Independent Director

Given that the Chairman is not the main person responsible for the management of business activities, nor the person controlling the Company, it was not necessary to appoint a Lead independent director.

5.0 PROCESSING OF CORPORATE INFORMATION

Since 2018, the Company has adopted a "Procedure for the management of insider and confidential information" (hereinafter "Insider information procedure") in fulfilment of EU Regulation no. 596/2014 and following the instructions contained in the Consob Guidelines on "Management of insider information" No. 1/2017 of October 2017.

The Chief Executive Officer of the Company is responsible for the internal management of confidential information, and may propose to the Board of Directors the adoption of suitable circulars for the specific implementation of the dispositions contained in the Procedure.

All relations with the press and other media, as well as with financial analysts and institutional investors, involving documents and confidential information, particularly with regard to the privileged information, concerning the Company and / or its subsidiaries may be made only by agreement with the Chairman and / or Chief Executive Officer of the Company, in compliance with the provisions and procedures laid down in the Inside information procedure.

In fulfilment of the Code, and on proposal by the Chairman of the Board of Directors and the Chief Executive Officer, the Company also adopted a "Regulation for the management of relations with means of information", in order to better define the entities and subjects responsible for managing the relations with means of information and authorising the publication of press releases and the distribution of press information.

Said procedures and regulations are available for consultation on the Company website address https://www.marr.it/en/governance.

6.0 INTERNAL COMMITTEES OF THE BOARD

(ex art. 123 bis, para. 2 subsection d) CLF)

In its meeting on 28 April 2023, in compliance with the Code, the Board of Directors decided to:

- form a Control and Risk Committee;
- attribute the functions of the Remuneration Committee and Nomination Committee to the entire Board of Directors, under the coordination of the Chairman.

The Board had adopted suitable regulations governing the functioning of its committees, including the methods of taking minutes of meetings and the procedures for managing disclosure of information to their members, specifying the terms for the prior dispatch of information and the methods of ensuring

the confidentiality of the data and information provided, in order to not prejudice the promptness and completeness of the flow of information.

Specifically, the Regulation for the Control and Risk Committee provides that:

- the Chairman of the Board of Statutory Auditors and another statutory auditor designated by them are members of the Committee; the other members of the Board of Statutory Auditors may also attend the meetings;
- the Chairman of the Board of Directors is invited to attend, so that he may coordinate with the Board itself and the other independent directors, so that they are fully informed on the activities of the committee itself;
- the Committee has the right to invite the Company management to its meetings for in-depth information on each item being discussed;
- the documentation to be prepared by the Company management is made available to all of the members and participants at least 3 days prior to the meeting.

As sated above, the functions of the Remuneration Committee and Nomination Committee have been reserved for the entire Board, constituted by mainly independent directors. The Board dedicates adequate time during the course its meetings for the functions typically attributed to the same committees.

The following Sections and Annex B contain more information on the internal committees of the Board.

7.0 SELF-ASSESSMENT AND SUCCESSION OF THE DIRECTORS – NOMINATION COMMITTEE

(ex art. 123 bis, para. 2 subsection d), CLF)

7.1 Self-assessment and succession of the directors

Self-assessment of the directors

The Board of Directors of MARR, a Concentrated Ownership Company, consistently with the proportionality measures provided by the Code, conducts a self-assessment every three years prior to renewal, concerning the dimensions, composition and concrete functioning of the Board itself and its internal committees.

In consideration of the fact that in 2023 the Shareholders' Meeting would have been called to decide on the renewal of the corporate bodies, in 2022 the Board started the self-assessment process of the Board itself and of the internal board committees.

The self-assessment took place through:

- comparison of some elements relating to the dimension, composition and functioning of the Board and the internal board committees with what was found in the other listed companies (reference: statistical data contained in the document - "Corporate Governance in Italy: the implementation of the Italian

Corporate Governance Code (2021)" elaborated by Assonime - Emittenti Titoli on the basis of the Reports on corporate governance and ownership structures published in 2021).

- analysis of a questionnaire, in anonymous form, proposed to the directors and not attributable to individual responses, with the aim of identifying the areas of strength and possibly critical areas regarding the size, composition and functioning of the Board and the internal board committees.

The comparison highlighted the alignment in terms of size, composition and functioning of the Board with what was found in the other listed companies.

The analysis of the self-assessment questionnaire confirmed, albeit with differentiated scores, positive assessments regarding the size, composition and functioning of the Board and the internal Board Committees.

In consideration of MARR's status as a company with concentrated ownership the Board of Directors, in anticipation of its renewal in 2023, did not express an orientation on the quantitative and qualitative composition of the administrative body.

Succession of the directors

MARR, not falling within the definition of a large company from 2023, is not required to define a succession plan for the CEO and executive directors. Nonetheless, in 2023 the Board of Directors confirmed the maintenance of the provisions relating to succession plans approved in the previous meeting of 14 May 2021.

On that occasion, the Board decided that, in the event of advance termination or impediment, even temporary (estimable as at least one quarter), in carrying out his duties, the Chief Executive Officer will be replaced on an interim basis by the Chairman of the Board of Directors, supported by one or two executives close to the Chief Executive Officer. The latter will be identified with the majority shareholder and will be conferred proxies for the time necessary for return from temporary absence or to enable the Board of Directors, acting as Nomination Committee in the event that said Committee is not specifically formed, to identify and appoint the new Chief Executive Officer.

7.2 Nomination Committee

Composition and functions of the Appointment Committee (ex art 123-bis, para. 2, subsection d), CLF)

As a Concentrated Ownership Company, the Board of Directors of MARR has decided not to establish a Nomination Committee and directly ensures, within its competence, that the appointment and succession process of Directors is transparent and functional to achieving an optimal composition of the governing body, while also respecting the principles of the Code.

Functions of the Nomination Committee

Consistently with the provisions of the Code, the Board of Directors dedicates time during its meetings to carry out the functions of the Nomination Committee and carries out the following activities:

a) self-assessment of the management body and its committees;

b) definition of the optimum composition of the management body and its committees;

c) identification of the candidates for the position of director in the event of co-opting;

d) preparing, updating and implementing the plan for the succession of the CEO.

8.0 REMUNERATION OF DIRECTORS – REMUNERATION COMMITTEE

8.1 Remuneration of Directors

Remuneration policy

Since 2011, the Board of Directors has defined the Remuneration Policy for the Directors, the Statutory Auditors and the top management (Remuneration Policy) .

On 25 February 2022, the Board of Directors defined a new Remuneration Policy, prepared by the Board acting as Nomination Committee (constituted exclusively by 6 non-executive directors, mostly independent, 5 of them according to the CLF and 3 also according to the Code). This Remuneration Policy was approved by the Shareholders' Meeting called on 28 April 2022 pursuant to art. 123-ter, paragraph 3-bis of the CLF.

The current Remuneration Policy has a three-year term, therefore in 2025 the Shareholders' Meeting will be called to express its binding vote on the new version of the Policy

The Remuneration Policy represent a significant tool, aimed at:

- contributing towards the corporate strategy and pursuing the long-term interests and sustainability of the Company;
- attracting, keeping and motivating individuals with the skills and professionalism required for their role in the Company;
- aligning the interests of the management team to those of the shareholders and other significant stakeholders by pursuing the sustainable success of the Company;
- encouraging the creation of value for the Shareholders, also in the medium/long-term.

Remuneration of the executive directors and top management

The Remuneration Policy provides the following criteria for the executive directors and the managers with and without strategic responsibilities, consistently with that stated in the Code:

a) the fixed component and the variable component are suitably balanced on the basis of the strategic objectives and risk management policy of the Company, also taking into account the sector of activity in which it operates and the characteristics of the business activities performed on a daily basis; the variable part is a significant part of the total remuneration;

b) there are maximum thresholds imposed for the variable components;

c) the performance objectives – in other words the economic results and any other specific objectives on which the payment of the variable components is based – are predetermined, measurable and related to the creation of added value for the shareholders in the medium and long-term; they are consistent with the strategic objectives of the Company and aimed at encouraging sustainable success, also including non-financial qualitative parameters;

d) regarding the payment of a significant part of the variable component, there will be an adequate time delay with respect to the time of accrual, consistently with the characteristics of the company's business and the related risk profiles;

e) the Company may request the full or partial return of the variable remuneration components paid (or to withhold the delayed amounts) solely from the executive directors, determined on the basis of the any blatantly incorrect data;

f) there are no indemnities provided for the termination of employment of the director in question.

In addition to the above, the Remuneration Policy provides that the variable component for the executive directors is also based on long-term incentive plans, consistently with the strategic objectives of the Company, aimed at encouraging sustainable success and strengthening the link between variable remuneration and the long-term results of the Company and further aligning the management interests with those of the shareholders.

Specifically:

a) encouraging the creation of medium/long-term value for the shareholders;

b) ensuring growth rates consistent with those in the Business Plan;

c) maintaining levels of profitability and financial management in line with those in the Business Plan;

d) stimulating the achievement of the non-financial and sustainability objectives (ESG).

Remuneration plans based on shares

There are currently no incentive plans involving company shares in favour of the Chief Executive Officer, the other Directors and the Managers of the Company.

Remuneration of the non-executive directors

The remuneration of the non-executive directors is not linked to the economic results of the Company and is suited to the skills, professionalism and commitment required for the duties attributed to them on the Board.

Accrual and payment of variable remuneration

The achievement of the short and medium-term objectives of the executive directors with strategic responsibilities is verified by the Board of Directors acting as the Remuneration Committee and the payment of the amounts due is consequently decided by the Board of Directors during the approval of the draft Financial Report for the year in question.

The achievement of short and medium-long term objectives for executive directors without strategic responsibilities is verified by the CEO who provides information to the Board of Directors acting as Remuneration Committee.

Further information required in compliance with the ESRS principles regarding incentive systems linked to ESG topics is provided in the Sustainability Reporting available on the Company's website

Indemnities to the directors in the event of resignation, dismissal or termination of employment as a result of a public purchase bid (ex art. 123-bis, paragraph 1, subsection i), CLF)

There are no agreements between the Company and the Directors providing for indemnities in the case of resignation, revocation or dismissal without just cause or if their working relations cease following a public purchase bid.

Further details concerning the remuneration of the directors and the Remuneration Policy are provided in the Report on remuneration and payments made, approved by the Shareholders' Meeting over the years according to art. 123-ter of the CLF and available on the Company website.

8.2 Remuneration Committee

Composition and functioning of the Remuneration Committee (ex art. 123-bis, paragraph 2, subsection d) CLF)

Following the renewal of the positions, on 28 April 2023, the Board of Directors, in respect of the dispositions of the Code, attributed the functions of the Remuneration Committee to the entire Board of Directors, coordinated by the Chairman of the Board of Directors itself.

During the course of the business year, the Board of Directors performed the functions of the Remuneration Committee on one occasion, giving a proper time for the discussion in its own Board meeting.

As provided by the Code, the Chief Executive Officer did not take part in the discussion of the points of the meetings of the Board acting as the Remuneration Committee, in which proposals regarding his own remuneration were made and approved.

The Board of Statutory Auditors actively participated in the meetings in which the Board of Directors acted as the Remuneration Committee, giving its opinion on the items discussed when required.

Functions of the Remuneration Committee

The Code assigns the following functions to the Remuneration Committee, and to the Board of Directors when it performs its functions:

- prepares the remuneration policy;
- submits proposals and expresses opinions to the Board of Directors on the remuneration of the executive directors and the other directors who fill specific positions and also on the establishment of the performance goals related to the variable component of such remuneration;
- monitors the application of remuneration policy, specifically verifying the effective achievement of the performance goals;
- periodically assesses the adequacy, overall consistency and concrete application of the policy for the remuneration of the directors and top management.

In the meeting of 13 March 2024, the Board in its function of Remuneration Committee:

- verified, with the support of the relevant company structure, that the remuneration due and accrued in 2024 to the Chief Executive Officer was consistent with the principles and criteria defined by the remuneration policy, in light of the results achieved.

9.0 INTERNAL AUDIT AND RISK MANAGEMENT SYSTEM – CONTROL AND RISK COMMITTEE

The Board of Directors has over time defined the guidelines for the internal audit and risk management system (SCIGR) constituted by the rules, procedures and organizational structures aimed at the effective and efficient identification, measurement, management and monitoring of the main risks, in order to contribute towards sustainable success and consistently with the Company's strategies.

The reference model for the SCIGR adopted by MARR is the 'Enterprise Risk Management – Aligning Risk with Strategy and Performance' (ERM Model) published by the Committee of Sponsoring Organizations (CoSO).

The Company defined the guidelines by applying the ERM (Enterprise Risk Management) model.

The internal audit and risk management system enables:

i. risk management consistent with the objectives defined by the Board of Directors;

ii. decisions to be made with awareness;

iii. the safeguarding of the corporate equity;

iv. the effectiveness/efficiency of the corporate processes;

v. the reliability of the financial information;

vi. respect of the laws, regulations and procedures in force.

Supervision of the MARR SCIGR is on several levels, each of them assigned its own duties, roles, tools and responsibilities:

- governance of the SCIGR is the duty and responsibility of the Board of Directors, which defines its guidelines and assesses its adequacy and effectiveness;
- operating aspects are assigned to the Chief Executive Officer who, pursuant to Recommendation 34 of the Code, identifies the main corporate risks and makes the guidelines defined by the Board executive, constantly verifying the adequacy and effectiveness of the SCIGR and adapting it to the operating dynamics and conditions of the Company and the legislative and regulatory framework;
- supervision of the SCIGR is the duty and responsibility of other corporate entities and bodies which audit the accounts, assess the suitability of the Organizational Model and supervise the adequacy and effectiveness of the SCIGR by monitoring the status of the audit system and suggesting corrective action for any shortcomings encountered.

The SCIGR has 3 levels of control:

FIRST LEVEL OF CONTROL: assigned to the heads of individual departments/functions and aimed at ensuring the proper conduct of business processes to prevent risks through appropriate mitigation actions;

SECOND LEVEL OF CONTROL: assigned to the corporate functions that perform risk management activities by monitoring and managing risks through the identification of rules and the definition of appropriate control procedures.

THIRD LEVEL OF CONTROL: assigned to the Internal Audit function.

The Company's risk management system was reorganized starting in December 2023 with the introduction of the Risk Manager role, dedicated to coordinating and managing risks in an integrated manner. The office performs a dual function: it supports the Chief Executive Officer, who, according to

the Code of Corporate Governance, is responsible for risk management, and also coordinates the relevant corporate functions for managing specific risks within their areas. On a quarterly basis, the Risk Manager consults with the Control and Risk Committee and the Board of Statutory Auditors. At least annually, the Chief Executive Officer presents an updated risk mapping to the Board of Directors, also taking into account the Business Plan objectives. In particular, the document includes a qualitative and quantitative risk analysis as well as mitigation procedures and activities. On December 16, 2024, the Chief Executive Officer presented to the Board of Directors the mapping of the main business risks prepared in accordance with the Guidelines approved by the Board of Directors on August 2, 2024.

The Board of Directors, in the meetings of 13 February 2024 and of 2 August 2024, with the support of the Control and Risk Committee, assessed, expressing a positive opinion, the adequacy, effectiveness, and actual functioning of the internal control system. In its assessment, the Board examined the half year reports prepared by the Control and Risk Committee, which detail the activities carried out and the Committee's evaluations.

Information concerning the system of risk management and internal auditing in relation to the process of financial information
(ex art. 123 bis, para. 2 subsection b) CLF)

Introduction

The system of risk management should not be considered separately from the internal auditing system in relation to the process of financial information, in as much as they both constitute elements of the same system.

This system is aimed at ensuring the truthfulness, accuracy, reliability and punctuality of I information provided to the Corporate Bodies and the financial markets.

In fulfilment of paragraph 3 of art. 154 bis of the CLF, the Manager responsible for preparing the company's financial reports has prepared adequate management and accounting procedures for the drafting of the annual and consolidated financial statements and all other financial communications.

The above-mentioned procedures have been implemented on the basis of the Internal Control – Integrated Framework model issued by the Committee of Sponsoring Organizations of the Treadway Commission (CoSO Report), which is the reference model generally accepted at an international level.

Description of the main characteristics of the risk management and internal auditing system in relation to the process of financial information

a. Existing phases of the risk management and internal auditing system in relation to the process of financial information

The model provides for the identification of those risks which could compromise the effectiveness and efficiency of the processes, the reliability of economic and financial information and the respect of laws and regulations, and subsequently the identification of the activities aimed at reducing these risks.

The risks concerning economic and financial information identified by the Company concern the following categories:

- The existence and occurrence of events: assets, liabilities and the title of ownership exist on a given date. The transactions registered represent events which actually occurred during a given period.
- Completeness: all the transactions and other events and circumstances occurring during a given period, or which should have been reported in this period, are registered once and once only.
- Assessment/Reporting: the assets, liabilities, revenues and costs are accounted for the correct amount in compliance with the appropriate and pertinent accounting principles. The transactions are mathematically exact, correctly summarised, registered in the accounts books and documented.
- Rights and Obligations: the assets recorded in the financial statements derive from an acquired right, and all ongoing obligations must be reflected in the liabilities.
- Presentation and Information: the information contained in the financial statements is correctly described and classified. There is an internal coherence of all the components of the financial statements.

The Company has formalised some auditing activities aimed at reducing the aforementioned risks in the context of significant processes. The significant processes are those involving the management of transactions significant in terms of accounting in a significant area of the financial statements and the framework for the definition of these areas and processes is reviewed annually. The following have been identified as significant processes:

- liabilities cycle;
- assets cycle;
- warehouse inventory;
- closing of financial statements and consolidation.

In addition to this, the complexity of the area of the financial statements in question is assessed with reference to its contents, the organisational aspects, information system and the inherent risk.

In particular, the assessment of the risk inherent to the area in question is conducted in consideration of the following factors:

- whether it is susceptible to errors or has recently been rectified;
- whether it is due to the application of complex or recently modified accounting principles;
- whether it is characterised by complex transactions such as to require the intervention of an expert to assess it;
- whether it includes assessments which are the result of estimates characterised by a high level of subjectivity;
- whether it concerns corporate assets subject to theft, loss or undue appropriation;
- whether it refers to complex or anomalous transactions undertaken in proximity of the end of the business year;
- whether it summarises transactions that are not included in ordinary processing.

The auditing activities carried out in this framework are based on policies and procedures adopted by the Company and spread to all levels of the company workforce. The auditing activities include auditing of transactions significant in accounting terms, of the IT systems, physical checks of equipment, supplies, securities and other assets. The duties are also divided among several subjects in order to reduce the risk of errors and irregularities.

The model provides for the predisposition of adequate flows of information among the subjects involved in the internal auditing system. In this specific case, the communication of procedures to those involved, the exchange of information among the subjects having a role in the internal control and risk management

system (SCIGR), the reporting on the status of progress of any enhancements to the auditing system and the reporting on any anomalies that may be found in monitoring activities.

Lastly, the model provides for the performance of verifications as to the effective application of the procedures and, in particular, the auditing of the above through the performance of specifically identified tests on an ongoing basis throughout the business year.

On conclusion of this process, the outcome of the auditing activities is reported to the Manager responsible for preparing the corporate accounting documents, and by the latter to the Chief Executive Officer.

b. Roles and functions

The proper functioning of the system requires the identification of specific roles to which the various phases are assigned. Specifically, the planning phase is the competence of the Manager responsible for preparing the company's financial reports and shared with the Chief Executive Officer. The subsequent phases of implementation, monitoring and updating of the system over time, if required, are managed by the Manager responsible with the involvement of the internal audit department.

Further information required in compliance with the ESRS principles regarding the roles and responsibilities of the governing, management, and control bodies in risk management, as well as the relevant ESG impacts and opportunities, is provided in the Sustainability Reporting available on the Company's website.

9.1 Chief Executive Officer (CEO)

The Board of Directors entrusts to the CEO the duty of forming and maintaining the internal audit and risk management system (SCIGR).

In fulfilment of the Code, during the course of the business year, the Chief Executive Officer:

- executed the guidelines defined by the Board, dealing with the planning, realisation and management of the internal audit and risk management system and constantly verifying its adequacy and effectiveness, and also assessing the changes to the dynamics of the operating conditions and the legislative and regulatory framework.
- did not entrust the internal audit department to carry out audits on specific operating areas and the respect of the internal rules and procedures in carrying out corporate transactions, other than those scheduled in the work plan in Section 9.3;
- did not report to the Control and Risk Committee in this regard, having found no problems or criticalities during the performance of his activities or that he became aware of.

At the meeting of 16 December 2024, the Chief Executive Officer submitted the integration of the main corporate risks for examination by the Board pursuant to Recommendation 34 a) of the Code.

9.2 Control and Risk Committee

Composition and functioning of the Control and Risk Committee (ex art. 123 bis, para. 2 subsection d), CLF)

On 28 April 2023, the Board of Directors, in respect of the dispositions of the Code, formed the Control and Risk Committee (CRC) composed of two independent directors according to the CLF and the Code, Messrs Giampiero Bergami and Rossella Schiavini; Mrs. Rossella Schiavini was appointed as Chairman of the Committee.

Nine meetings of the Committee were held in 2024, lasting an average of about 120 minutes and always attended by all of the members. Two meetings have been held so far in 2025.

Due to their education and work experience, and also the positions previously held and those currently held, the members of the Committee are in possession of adequate skill in the sector in which the Company operates, functional to assessing the relative risks, and proven knowledge and experience in accounting, finance and risk management.

The Regulation of the Control and Risk Committee (the "Regulation"), enabling the other independent directors to attend its meetings, in addition to the Chairman of the Board of Directors, who is responsible for coordination with the Board itself, so that they are able to be fully informed of the activities carried out by the Committee. The Regulation, establishes that the documentation of the Committee be made available to all of the Directors in the relative Reserved Area.

All of the members of the Board of Statutory Auditors attended the meetings of the Committee during the course of the year on invitation, as envisaged by the Regulation.

The Committee is assisted, in organizing its meetings, by the Secretary of the Board of Directors, who is also appointed as the Secretary of the Committee. The Secretary ensures the minutes of the meetings are taken and coordinates activities with the Board of Directors.

On invitation by the Chairman, who informed the CEO in this regard, the meetings of the Committee held during the year were also attended by exponents of the corporate departments on certain items on the agenda regarding matters of their competence.

The meetings of the Committee were properly minuted and the Chairman informs during the first following Board of Directors meeting.

Functions attributed to the Control and Risk Committee

In fulfilment of the Code and as envisaged by the Regulation, the Control and Risk Committee is entrusted by the Board of Directors to:

- support the Board in performing the duties assigned to the latter by the Code regarding internal audit and risk management;
- after hearing the opinion of the Manager responsible for preparing the company's accounts documents, the independent auditor and the Board of Statutory Auditors, assess the correct use of the accounting standards and their homogeneity in preparing the consolidated financial statements;
- assess the suitability of the periodical, financial and non-financial information in correctly representing the business model, strategies of the Company, impact on its activities and performance achieved;
- examine the contents of the periodical non-financial information significant to the internal audit and risk management system;

- express opinions on specific aspects concerning the identification of the main corporate risks and support the assessments and decisions of the Board regarding risk management deriving from prejudicial events that the latter becomes aware of;

- examine the interim reports and those of specific relevance prepared by the internal audit department;

- monitor the autonomy, adequacy, effectiveness and efficiency of the internal audit department;

- request that the internal audit department, if deemed necessary, the performance of audits on specific operating areas, simultaneously notifying the Chairman of the Board of Statutory Auditors;

- report to the Board on the activities carried out and the adequacy of the internal audit and risk management system, at least during the approval of the annual and half-yearly financial reports;

- carry out the duties envisaged by the procedure governing transactions of the Company with related parties and, in this context, express its opinion regarding the periodical analyses prepared by the internal audit department.

During the meetings in the year, the Control and Risk Committee:

- approved the half-yearly reports on the activities of the Committee and the adequacy of the internal audit and risk management system in order to inform the Board of Directors;

- approved the schedule of Committee meetings;

- acknowledged the annual Report on the implementation of the Legislative Decree 231/2001 Organizational Model prepared by the Supervisory Board ex Legislative Decree 231/2001 and verified the suitability of the Code of Ethics;

- as required by Recommendation 17 of the Code, invited the managers of the company departments responsible for the subject for further information on the matter:

a) the activity of the Risk Manager;

b) the activities in the area of Sustainability Reporting and Related Party Transactions;

c) the periodic situations of trade receivables and the financial situation;

d) the procedures envisaged by Law 262/05;

e) the comparison between the Budget and the final results for each individual consolidated company;

f) to the activities of the Quality Assurance and Control function;

g) to the activities carried out by the Head of the Internal Audit function;

h) to the activities of the Human Resources Department.

activities sub c), d) and e) under the responsibility of Chief Financial Officer also responsible Manager for preparing the company's financial reports;

- in assisting the Board of Directors, as required by Recommendation 35 letters a) and b) of the Code, examined:

a) the proper use of the accounting standards and their homogeneity for the preparation of the annual and consolidated financial statements, after hearing the opinion of the Manager responsible for preparing the corporate accounts documents, the independent auditor and the Board of Statutory Auditors;

b) the suitability of the periodical, financial and non-financial information in correctly representing the business model, strategies of the Company, impact on its activities and performance achieved;

- expressed its opinion on the matter:

a) to the modification of the Procedure for the regulation of related party transactions;

b) the annual plan of activities of the Head of the Internal Audit function;

- analyzed the quarterly reports prepared by Internal Audit regarding transactions with related parties, ascertaining the correct application of the relative Procedure;

- met with the auditing firm;

- supported the Board of Directors in defining the guidelines of the internal audit and risk management system

The Control and Risk Committee has the right to access the corporate information and departments required for the performance of its duties. The Committee did not call upon external consultants, as the Directors comprising the Committee were competent enough in the matters discussed.

9.3 Manager responsible for the internal audit department

The Manager responsible for the internal audit department verifies that the internal audit and risk management system is working, adequate and consistent with the guidelines defined by the Board of Directors.

On proposal by the Chief Executive Officer and with the favourable opinion of the Control and Risk Committee, confirmed Mr. Loris Piscaglia as manager responsible for the internal audit department in 2023.

In execution of the Company's Remuneration Policy, the CEO defines the remuneration of the manager responsible for the internal audit department, who has sufficient resources available to carry out his duties.

The Manager responsible for the internal audit department is not responsible for any operating area, responds hierarchically to any manager of an operating area and has direct access to all the information required to perform his duties in complete independence.

With the support of the Control and Risk Committee, and after hearing the Board of Statutory Auditors and Chief Executive Officer, the Board of Directors approved in its meeting on 14 March 2023 the plan of works for the year prepared by the Manager responsible for the internal audit department.

During the course of the year, the Manager responsible for the internal audit department:

- continuously verified, in relation to specific needs and the respect of the international standards, the operations and suitability of the internal audit and risk management system, through the above plan of works approved by the Board and based on a structured process of analysis and prioritisation of the main risks;
- prepared periodical reports containing adequate information on his activities, the methods in which the management of risks is performed, and also on the respect of the plans defined for their containment, and also an assessment of the suitability of the internal auditing and risk management system (SCIGR) and sends them to the Chairman of the Board of Statutory Auditors, the Chairman of the Control and Risk Committee, the Chairman of the Board of Directors and the CEO;
- in the context of the audit activities, verified the reliability of the information systems, including the accounts recording systems.

In addition to the above activities, during the year, the Manager responsible for the internal audit department also:

- performed audits not expressly included in the plan of works, which were highlighted in the periodical reports;
- supported the Control and Risk Committee ascertaining the correct application of the Procedure for regulating transactions with related parties.

9.4 Organisational Model ex Legislative Decree 231/2001

The Company and its operating subsidiaries have adopted an organisational, management and control model pursuant to Legislative Decree 231/2001 (hereinafter also the "Organisational Model").

The MARR Organisational Model:

- identifies the crimes provided by the above-mentioned Decree;
- provides for specific protocols aimed at planning the drafting and implementation of Company decisions in terms of crimes to be prevented;
- identifies the methods of managing financial resources in such a way as to prevent crimes from being committed;
- provides obligations in terms of information to the body responsible for supervising the functioning and observance of the model;
- introduces a disciplinary system aimed at sanctioning the failure to respect the measures indicated in the model.

The Organisational Model has been periodically updated and integrated by the Board of Directors in order to adjust its contents to the regulatory dispositions introduced subsequently to the adoption of the Model.

The following are the crimes the model intends to prevent:

- Crimes against Public Administrations and against the heritage of Public Administrations
- IT crimes and illegal data processing
- Organised crime activities
- Crimes concerning the circulation of false currency, public credit cards, stamp duty and recognition instruments or marks
- Industrial and trade related crimes
- Corporate crimes
- Crimes committed with terrorism purposes or the overturning of democratic order envisaged by the penal code and special laws
- Crimes concerning the performance of female genital mutilation
- Crimes against individual personality
- Market abuse
- Crimes concerning the protection of the health and safety of workers committed in breach of the injury prevention laws and regulations
- Laundering, recycling and use of money, goods or utilities of dubious origin, and also self-laundering
- Crimes relating to payment instruments other than cash
- Crimes concerning the breach of copyright
- Crimes involving induction to not make statements or to make misleading statements to the judicial authorities ex art 377 bis of the penal code

- Environmental crimes
- Crimes concerning the employment of nationals of third party countries staying in the country illegally
- Racism and xenophobia
- Fraud in sporting competitions, illegal exercise of gaming or betting and gambling using forbidden devices
- Tax-related Crimes
- Contraband
- Crimes against cultural heritage
- Recycling of cultural assets and devastation and looting of cultural and landscape assets
- Transnational crimes.

The Board of Directors entrusted the duties of the Supervisory Board (hereinafter also "SB"), responsible for supervising the functioning and observance of the model itself, to the Board of Statutory Auditors of the Company with the legal support of a member of the Legal Affairs Office of the Company entrusted with the duties of secretary. The Statutory Auditor Mr. Massimo Gatto was appointed as Chairman of the SB.

The term of office of the SB is the same as that of the Administration Body.

Pursuant to that provided by the Organisational Model adopted by the Company, the SB produces an annual report on the implementation of the Model addressed to the Board of Directors.

In order to ensure increasing levels of transparency and efficiency in its governance system, the Company adopted a Code of Ethics since 2005, subsequently updated, which indicates the regulations in terms of conduct and the principles of legality, transparency and correctness to be applied to the Company's internal and external relations.

The MARR Organisational Model and Code of Ethics are available on the company website https://www.marr.it/en/governance.

Further information required in compliance with the ESRS principles regarding incentive systems linked to ESG topics is provided in the Sustainability Reporting available on the Company's website.

9.5 Independent Auditing Firm

The Shareholders' Meeting on 28 April 2016 appointed the auditing firm PriceWaterhouseCoopers S.p.A. for the business years from 2016 to 2024:

- to perform the legal auditing, pursuant to articles 14 and 16 of Legislative Decree 39/2010, of the Company's annual financial statements and the consolidated financial statements;

- to perform the auditing of the condensed half-yearly consolidated financial statements only.

The above duties will also involve:

- carrying out the functions and activities provided by article 14 of Legislative Decree 39/2010 regarding the proper keeping of company accounts and the proper recording of management events in the accounts books;

- verifying the consistency of the report on operations with the annual financial statements and, if applicable, with the consolidated financial statements;

- the activities aimed at signing fiscal declarations on the basis of article 1, paragraph 5 of DPR no. 322 dated 22 July 1998, as amended by Law no. 224/07;

- the consistency of the information on corporate governance and the corporate set-ups pursuant to art. 123 bis of the CLF.

As of 2021, the independent auditing firm must also express its opinion on the compliance of the annual and consolidated financial statements with the dispositions of EU Delegated Regulation 2018/815, which establishes the technical rules of the single electronic format for annual financial reports known as the European Single Electronic Format (ESEF).

The Company has entrusted PricewaterhouseCoopers S.p.A. with the task, for the 2024 financial year, of the limited review of the sustainability reporting prepared pursuant to Legislative Decree 125/2024.

9.6 Manager responsible for preparing the company's financial reports

Pursuant to the Corporate By-Laws, the Board of Directors appointed a Manager responsible for preparing the company's financial reports, after hearing the opinion of the Board of Statutory Auditors.

The Board confers upon the Manager responsible for preparing the company's financial reports the powers and means required for carrying out the duties assigned pursuant to the law and the regulations in force.

The Manager responsible for preparing the company's financial reports must have:

- multi-annual experience in the administration and accounting sector;

- the requirements in terms of honour provided by the law for the post of Director.

The Board of Directors meeting on 28 April 2023 confirmed Mr. Pierpaolo Rossi as the Manager responsible for preparing the company's financial reports, who is also the Chief Financial Officer.

9.7 Coordination between the subjects involved in the internal auditing and risk management system

The Company has identified the activities of the subjects involved in the internal auditing and risk management system, identifying coordination methods in order to maximize the efficiency of the system itself, reduce duplication of activities and guarantee effective performance of the Board of Statutory Auditors' tasks.

The Board of Statutory Auditors and the Control and Risk Committee promptly exchange the information significant to the completion of their duties. The exchange of information is facilitated by the fact that, as mentioned in point 9.2, all of the members of the Board of Statutory Auditors are invited to attend the meetings of the Control and Risk Committee.

The Control and Risk Committee informs the Board of Directors at least twice a year about the activities carried out as well as the adequacy of the internal auditing and risk management system.

10. INTERESTS OF DIRECTORS AND TRANSACTIONS WITH RELATED PARTIES

In fulfilment of that disposed by the Consob Regulation containing dispositions concerning transactions with related parties, since 2010, the Board of Directors approved, with the favourable opinion of the Control and Risk Committee, the Procedure for the discipline of transactions with related parties ("TRP Procedure").

The complete text of the TRP Procedure is available on the Company website https://www.marr.it/en/governance.

The TRP Procedure identifies the Control and Risk Committee, composed exclusively of non-correlated independent directors, as the body carrying out the functions envisaged by the TRP Procedure itself.

Should there not be a sufficient number of non-correlated independent directors on the Control and Risk Committee, the TRP Procedure provides for the formation of an ad hoc committee, composed exclusively of non-correlated independent directors and, should this not be possible, the functions of the Committee are carried out by the Board of Statutory Auditors.

The TRP Procedure determines the criteria for identifying the transactions that must be approved by the Board itself, after hearing the opinion of the Control and Risk Committee, and provides operating solutions that facilitate the identification and proper management of situations in which a director is a bearer of interest on their own behalf or that of others.

In the framework of the TRP Procedure, during the course of the year, the Control and Risk Committee:

- verified on a quarterly basis that ordinary intragroup transactions fell among the cases of exclusion from the application of the TRP Procedure;

These verifications were discussed in four meetings of the Control and Risk Committee and properly minuted. The Chairman of the Committee informed the first subsequent meeting of the Board of Directors in this regard.

11. BOARD OF STATUTORY AUDITORS

11.1 Appointment and replacement

The Corporate By-Laws provide that the Shareholders' Meeting appoint the Board of Statutory Auditors, composed of three standing auditors, in respect of the legal and regulatory dispositions in force from time to time concerning gender equality, and designate the Chairman. The Shareholders' Meeting also appoints two replacement auditors, one of each gender, as per the law.

Auditors remain in office for three business years and step down on the date of the Shareholders' Meeting called for the approval of the financial statements for the third business year of their term of office.

Other mandatory legal or regulatory procedures holding firm, those who are not in possession of the honour and professional requirements established by the applicable regulations or those who are standing auditors in another 5 listed companies may not be appointed as Auditors.

Those to whom clauses of ineligibility or withdrawal are applicable pursuant to the law and regulations in force or who are not in possession of the necessary requirements may not be appointed as Auditors, and if appointed will step down from office.

Auditors are appointed by voting from lists, in order to ensure that one standing and one replacement auditor are appointed from a minority list.

The lists contain a number of candidates not in excess of the number of members to be elected, listed in progressive order. Each candidate may be represented on one list only, on penalty of ineligibility.

The lists which contain three or more candidates must also include candidates of different genders in order to ensure that the composition of both the standing auditors and the replacement auditors respects that provided by the laws and regulations in force concerning gender equality.

Shareholders who individually or jointly with other shareholders represent at least 2.5% of the shares bearing the right to vote in ordinary Shareholders' Meeting, or representing the lower percentage that may be established by or recalled in mandatory legal and regulatory dispositions[5] have the right to submit lists.

Two standing auditors and one replacement auditor will be taken from the list obtaining most votes, in the progressive order in which they are listed on the list.

The third standing auditor and the other replacement auditor will be taken from the second of the lists in decreasing order of number of votes obtained. In the case of parity of votes, the eldest candidates on the two or more lists obtaining the same number of votes shall be elected as standing and replacement auditors.

Should, on completion of the voting and operations described above, the composition of the Board of Statutory Auditors not enable the respect of that provided by the laws and regulations in force concerning gender equality for both categories of standing auditors and replacement auditors, taking into account the order of listing in the respective category, the last person elected from the list obtaining the most votes belonging to the most represented gender shall be replaced by the first candidate not elected from the same list and the same category belonging to the less represented gender.

Lastly, should this procedure not ensure the respect of the laws and regulations in force concerning gender equality, the replacement shall be made by deliberation of the Shareholders' Meeting with the relevant majority, after the submission of candidatures by individuals of the less represented gender.

The Chairman of the Board of Statutory Auditors will be appointed by the Shareholders' Meeting from among the Auditors elected from the minority list.

Should only one list of candidates be submitted, all the standing auditors and replacement auditors will be appointed from this list and the Chairman will be the first candidate on the list.

Should a standing auditor be replaced, the replacement auditor from the same list as the auditor to be replaced will take over.

When the Shareholders' Meeting needs to appoint the standing and/or replacement Auditors required for the expansion of the Board of Statutory Auditors, the following occurs:

[5] It is recalled that on the occasion of the appointment of the corporate bodies in the Shareholders' Meeting of 28 April 2023, the reference was the Consob resolution no. 76 dated 30 January 2023 establishing for MARR that holding firm the lesser quota provided by the Corporate By-Laws, the shareholding quota required for the submission of lists of candidates for election to the administrative and auditing bodies for 2023 is 2.5%.

i) should a standing and/or replacement auditor from the list obtaining the highest number of votes need to be replaced, the Shareholders' Meeting will decide on the basis of the majorities of the law without being bound to the list;

ii) should it be necessary to appoint the Auditors from the list obtaining the second highest number of votes and is not related, even indirectly, according to that established by the legal and regulatory dispositions in force to the shareholder who submitted, were involved in submitting or voted for the list obtaining the highest number of votes, the Shareholders' Meeting proceeds on the basis of the relative majority, where possible choosing from the candidates in the minority lists. Should this not be possible, the Shareholders' Meeting will do so on the basis of a majority vote as per the law, it holding firm that the ascertainment of the results from the latter casting of votes shall not include the votes of shareholders who, according to the statements made as per the laws in force, possess the relative majority of the votes that can be cast at Shareholders' Meeting , even indirectly or jointly with other shareholders adhering to a significant intra-company agreement pursuant to article 122 of Legislative Decree 58/1998, and neither shall shareholders who control, are controlled by or are subject to the control of same.

New appointees shall step down at the same time as those already in office.

The procedures for replacement and appointment must in any event ensure the respect of the laws and regulations in force concerning gender equality.

11.2. Composition and functioning

(ex art. 123 bis, para. 2, subsection d) CLF)

On 28 April 2023, the Shareholders' Meeting appointed the Board of Statutory Auditors by voting from lists according to that established by the Corporate By-Laws and in respect of the applicable legal and regulatory dispositions.

Taking into account that the right submit lists is due to the Shareholders who, either individually or with others, are in possession of a total number of shares bearing voting rights representing at least 2.5% of the share capital, two lists were submitted within the terms provided:

- the first was submitted by the majority shareholder "Cremonini S.p.A.", the owner of a total of 33,544,533 shares amounting to 50.42% of the share capital;
- the second was submitted by a group of asset management companies and other institutional investors owning a total of 1,858,746 shares, amounting to 2.8% of the share capital.

The first list submitted obtained the preference of 79.7% of the voting rights (the 89,1% of the voting rights was represented in the shareholders' meeting), while the second one obtained the preference of 20.3% of the voting rights.

The Board of Statutory Auditors appointed by the Shareholders' Meeting on 28 April 2023 will remain in office until the Shareholders' Meeting called for the approval of the financial statements as at 31 December 2025.

Sixteen meetings of the Board of Statutory Auditors were held during the course of the financial year, lasting an average of about 90 minutes, attended by all of the members. Three meetings have been held so far in 2025.

The Board of Statutory Auditors in office as at 31 December 2024 is composed as follows:

Member	Position
Massimo Gatto (*)	Chairman of the Board of Statutory Auditors
Simona Muratori	Standing Auditor
Andrea Silingardi	Standing Auditor
Alvise Deganello (*)	Replacement Auditor
Lucia Masini	Replacement Auditor

(*)part of the minority list

Annex C to this Report contains the details of the structure of the Board of Statutory Auditors on the date of closure of the business year.

Information on the personal and professional skills of the members of the Board of Statutory Auditors is included in the lists submitted on the occasion of the appointment, available on the website https://www.marr.it/governance/agm.

Further information required in compliance with the ESRS principles regarding the competencies of the control body on ESG topics is provided in the Sustainability Reporting available on the Company's website

Criteria and policies on diversity (ex art. 123-bis paragraph 2, subsection d –bis) CLF)

As of today MARR has not adopted a specific policy on diversity with regard to aspects such as age, gender, education and work experience for the composition of the Board of Statutory Auditors, Considering the structure, dimensions and ownership of the Company, as well as the list voting mechanism adopted, which ensures a transparent appointment procedure and a balanced composition of the control body.

As described in more detail in point 11.1 in this Report, the Company has provided for the election within the Board of Statutory Auditors of members of the less represented gender in the measure provided by the law.

On the current Board of Statutory Auditors, one-third of both the statutory and alternate members of the Board of Statutory Auditors belonged to the less represented gender.

Independence

As already stated in point 4.7, the Board of Directors has defined the quantitative and qualitative criteria to assess the significance of the relevant circumstances pursuant to the Code for assessing the independence of the directors. As envisaged by the Code, the members of the Board of Statutory Auditors are subject to the independence requirements of the directors in addition to the dispositions of art. 148 of the CLF.

The Board of Statutory Auditors assessed the independence of its members during the first meeting after its appointment, notifying the outcome in a communication sent to the market. During the financial year, the Board of Statutory Auditors assessed the continued fulfillment of the independence requirements by its members. These assessments took into consideration all of the information provided by each member of the Board of Statutory Auditors, assessing all of the circumstances that appear to compromise the independence identified in the CLF and the Code.

Remuneration

The amount of the annual fees due to the Statutory Auditors is determined by the Shareholders' Meeting as a result of their independence, although the possibility of setting a maximum all-inclusive limit for the entire Board is not excluded.

The remuneration of the Statutory Auditors is commensurate to the commitment required, the relevance of their role and the dimensional and sectoral characteristics of the Company.

Management of interests

In compliance with the Code, any member of the Board of Statutory Auditors who, on their own behalf or that of others, has an interest in a specific transaction by the Company must promptly and in detail inform the other Statutory Auditors and the Chairman of the Board of Directors of the nature, terms, origin and range of their interest.

11.3 Role

Pursuant to Art. 2403 of the Civil Code, the Board of Statutory Auditors oversees compliance with the law and the By-Laws, the respect of correct administration principles, and in particular the adequacy of the organizational, administrative, and accounting structure adopted by the Company and its actual functioning.

As MARR is a listed company, in compliance with applicable laws and regulations, the Board of Statutory Auditors has additional duties, including:

- overseeing the adequacy and effectiveness of the internal control and risk management system;
- verifying and monitoring the independence of the audit firm;
- overseeing the practical implementation of the codes of conduct to which the Company has declared its adherence;
- overseeing compliance with regulations regarding the sustainability reporting and the organizational, administrative, reporting, and control system adopted to ensure accurate and complete representation of the information;
- overseeing the adequacy of the procedures adopted for regulating related party transactions, as well as their compliance with legal and regulatory standards.

For details on the activities carried out by the Board of Statutory Auditors during the financial year, please refer to the Board of Statutory Auditors' Report prepared pursuant to Article 153 of the TUF, attached to the Annual Financial Report available on the Company's website.

Further information required in compliance with the ESRS principles regarding how the control body is informed on ESG topics is provided in the Sustainability Reporting available on the Company's website.

12. RELATIONS WITH SHAREHOLDERS AND OTHER RELEVANT STAKEHOLDERS

Access to information

The Board of Directors will ensure that access to information concerning the Company which is of significance to its shareholders is made as timely and easy as possible, so as to enable the latter to exercise their rights properly and with due awareness. The company has set up a section on its website (https://www.marr.it/investors), which is easily identifiable and accessible, in which it has made available the abovementioned information.

The structure of *Investor Relation Department* ("IR"), which is managed by Mr. Antonio Tiso (e-mail: atiso@marr.it tel: +39 0541 746803), *Investor Relator Manager*, has the duty to provide continuing and professional working relations with the shareholders, institutional and private investors, financial analysts and all of the financial community.

Shareholder engagement

The Board of Directors, on proposal by the Chairman in agreement with the Chief Executive Officer, adopted a "Policy for the management of dialogue with the shareholders and other stakeholders of the financial market"; said Policy is available to the public on the Company website https://www.marr.it/en/governance.

The Company has for some time adopted operating methods with the aim of ensuring constant dialogue with the shareholders, the financial investors, the socially responsible investors, the analysts and operators on the financial market in general.

These activities, described in the "Policy for the management of dialogue with the shareholders and other stakeholders", are continuously developed and made more systematic to enable the exhaustive and prompt spreading of information on the Company's activities.

Consequently, the flow of information to the investors and the market is primarily guaranteed: by periodical press releases, at least coinciding with the corporate disclosure obligations, meetings with the financial analysts and constant updating of the information available on the Company website and its social network.

Specifically:

1. the relations with all of the shareholders, the operators on the financial market and the analysts involve the IR, who also ensures the availability on the Company website of all of the useful information (reports, relative operations, procedures and operating regulations), also to the public, to assess and monitor the trends and governance of the Company;
2. the relations of the information bodies are coordinated by the manager of the IR activities, with the support of a press office advisor. The latter is responsible for promoting the distribution of the press releases and their contents so that the non-professional investors can also see the periodical results of the Company;
3. IR itself periodically continuously maintains relationships with analysts and organises meetings with the investors, which the Chief Executive Officer of the Company also attends. Furthermore, in its activities, the IR abides by that contained in the "Guide for Market disclosure" published by Borsa Italiana S.p.A.. The activities of the IR are organized according to a suitable annual working plan approved by the Board of Directors, which is followed-up by periodical updating sessions on the work carried out;

4. the Company also publishes on its website all of the information, including the documents concerning the shareholders' meetings and the relative minutes, that is useful for the better and full understanding of the activities and trends of the Company itself. Also, in the "Sustainability" section of the website the activities carried out and results achieved in the various ESG sectors are illustrated and the Sustainability Reports are published;.
5. to increase awareness of the brand, the Company plans and organizes communication campaigns through the use of social media channels..

The Shareholder Engagement Policy also promotes, in compliance with the laws in force, direct interaction between the investors and board members through Shareholder-Director Engagement ("S-D- Engagement").

To simplify any engagement requests, inspired by the best practices, the Company has identified the initial contacts for the receipt of requests for S-D- Engagement regarding matters of corporate governance and/or business, specifically:

- the Secretary of the Board of Directors for corporate governance matters;

- the Investor Relator Manager for business and sustainability matters.

The contacts are listed on the Company website https://www.marr.it/en/investors/SD-engagement-contacts.

In implementing the scheduled Investor Relation activities, in 2024 the Company met with 163 investors (135 in 2023), of which 107 overseas (101 in 2023) and 35 met for the first time (19 in 2023).

Further information required in compliance with the ESRS principles regarding how the interests and opinions of stakeholders are taken into account in the strategy and business model is reported in the Sustainability Reporting available on the Company's website.

13. SHAREHOLDERS' MEETINGS

(ex art. 123 bis, paragraph 2 subsection c) CLF)

Shareholders' Meetings are called by the Board and may also be called outside the corporate headquarters, as long as they are held in Italy. The notification of call containing the date, time and place of the meeting, the list of the items to be discussed and the other information required by the legal and regulatory dispositions in force must be published within the terms of the law on the Company website and in the other methods provided by the applicable regulations.

Legitimacy to attend Shareholders' Meeting and the right to cast votes is attested by a communication addressed to the Company, made by the broker, in compliance with their own accounting documents, in favour of those who have the right to vote.

This communication is made by the broker on the basis of the findings at the end of the accounting day of the seventh day of market trading prior to the date established for the Shareholders' Meeting. Credit and debit registrations made in the accounts subsequently to said deadline do not affect the legitimacy to exercise voting rights in the Shareholders' Meeting.

The communication must be received by the Company within the deadlines provided by the applicable regulations. Legitimacy to attend and vote holds firm should the communication be received after the deadline, as long as it is received before the start of the Shareholders' Meeting proceedings.

Those who have the right to vote may be represented in Shareholders' Meeting pursuant to the law. Proxies can be conferred by electronic means in compliance with the applicable regulations.

The electronic dispatch of proxies may be done using electronic mail, according to the methods indicated in the notification of call for the Shareholders' Meeting.

In order to encourage and facilitate the best possible attendance of Shareholders' Meeting by the shareholders, the Board of Directors is extremely careful in choosing the date, place and time of the meetings.

As far as possible, all the Directors and Statutory Auditors, and in particular the Directors who, on the basis of their duties, may make a useful contribution to the general proceedings, attend the meetings.

The Company adopted a set of "Regulations for Shareholders' Meetings" which discipline the orderly and functional proceeding of ordinary and extraordinary Shareholders' Meeting of the Company, guaranteeing the right of each Shareholder to take the floor for the items on the agenda and to express their own opinions. The Regulations are available on the Company website https://www.marr.it/en/governance.

The Regulation for Shareholders' Meetings state that the Chairman establishes the methods of requesting interventions and the order of the interventions.

The Chairman, and, on invitation, those assisting him, respond to the speakers at the end of their interventions on the items to be discussed, or after each intervention.

Those requesting the floor have the right to a brief response.

Taking the scope and significance of the items included in the agenda into account, and also the number of people requesting the floor, the Chairman determines the duration of interventions and responses in advance, in order to ensure that the meeting may conclude its discussions in one meeting.

The Chairman asks speakers to finish before the expiry of the timeframe for their interventions or responses.

Once the interventions, replies and responses are finished, the Chairman declares the meeting closed.

Four members of the Board of Directors attended at the Shareholders' Meeting held on 28 April 2024.

The Board report during Shareholders' Meetings, through the Directors' Report on Operations, contained in the Annual Financial Report, and the explanatory reports on each item on the agenda, in order to ensure that the shareholders are properly informed on the relevant matters so that they can make the decisions required of the Shareholders' Meeting with due awareness.

The Board does not deem it necessary to propose any changes to the corporate governance system to the Shareholders' Meeting, considering the current system to be functional to the needs of the Company.

14. FURTHER CORPORATE GOVERNANCE PRACTICES

(ex art. 123-bis, paragraph 2, subsection a), second part CLF)

The Company does not have any further corporate governance practices beyond the scope of the obligations of the laws and regulations in force.

15. CHANGES SINCE THE CLOSURE OF THE REFERENCE BUSINESS YEAR

There have been no changes to the corporate governance structure of MARR since the end of the 2024 business year.

16. CONSIDERATIONS ON THE LETTER BY THE CHAIRMAN OF THE CORPORATE GOVERNANCE COMMITTEE

The letter dated 17 December 2024 by the Chairman of the Corporate Governance Committee, Dr. Massimo Tononi, to all of the issuer companies has been brought to the attention of all of the members of the Board of Directors and the Board of Statutory Auditors.

The letter with the Committee's Recommendations for 2025, which accompany the 2024 Report on the evolution of corporate governance of listed companies, have the objective, as specified by the Chairman himself, to provide the main general indications on the implementation of the Code emerged from the monitoring activity.

The content of the letter was the subject of a specific item on the agenda of the meeting of the Board of Directors held on 21 February, 2025 with the participation of the Board of Statutory Auditors.

The topic was extensively discussed and the Recommendations of the Committee for 2025 were analyzed individually. The Board agreed that all the recommendations applicable to the Company were subject to evaluation and intervention, expressing a judgment of substantial alignment of the Company with the principles and recommendations of the Code and holding firm the Company commitment to maintaining high attention on the evolution of corporate governance matters.

The Chairman of the Board of Directors

Andrea Foschi

Rimini, 14 March 2025

ANNEX A – STRUCTURE OF THE BOARD OF DIRECTORS AT THE END OF THE BUSINESS YEAR

Board of Directors													
Position	Member	Year of birth	Initial appointment date(*)	In office since	In office until	List (submitted by) (**)	List (M/m) (***)	Exec.	Non exec.	Indep. Code	Indep. CLF	No. of other positions (****)	Attendance (*****)
Chairman	Andrea Foschi	1964	28/04/2023	28/04/2023	S.M F.S. 2025	Shareholders	M		X	X	X	0	6/6
Chief Executive Officer •	Francesco Ospitali	1968	29/04/2014	28/04/2023	S.M F.S. 2025	Shareholders	M	X				0	6/6
Director	Giampiero Bergami	1968	28/04/2023	28/04/2023	S.M F.S. 2025	Shareholders	M		X			0	5/6
Director	Claudia Cremonini	1962	01/07/2011	28/04/2023	S.M F.S. 2025	Shareholders	M		X	X	X	0	6/6
Director	Alessandro Nova	1962	28/04/2017	28/04/2023	S.M F.S. 2025	Shareholders	m		X	X	X	0	6/6
Director	Rossella Schiavini	1966	28/04/2017	28/04/2023	S.M F.S. 2025	Shareholders	M		X	X	X	3	5/6
Director	Lucia Serra	1961	28/04/2014	28/04/2023	S.M F.S. 2025	Shareholders	M	X				0	6/6
Directors who stepped down during the reference business year													
Number of meetings held during the year: 6													
Quorum required for submitting minority lists for the election of a Board member in 2023 (ex art. 147 ter CLF): 2.5%													

NOTE:

• Manager responsible for the internal audit and risk management system.

(*) The initial appointment date for each director is intended as the date on which the director was appointed for the very first time to the Company's BoD.

(**) This column states whether the list from which each director was appointed was submitted by shareholders (stating "Shareholders") of by the BoD (stating "BoD").

(***) This column states whether the list from which each director was appointed was "majority" (stating "M") or "minority" (stating "m").

(****) This column states the number of positions of director or statutory auditor held by the interested party in other floated companies or companies of relevant dimensions.

(*****) This column indicates the number of BoD meetings attended by the directors.

ANNEX B – STRUCTURE OF THE INTERNAL COMMITTEES OF THE BOARD AT THE END OF THE BUSINESS YEAR

Board of Directors		Control and Risk Committee		BoD acting as Remuneration Committee		BoD acting as Nomination Committee	
Position/Qualification	Member	(*)	(**)	(*)	(**)	(*)	(**)
Chairman of the Board of Directors Non-executive and independent Director	Andrea Foschi			1/1			
Chief Executive Officer Executive Director	Francesco Ospitali			0/1 (***)			
Non-executive and independent Director	Giampiero Bergami	9/9	M	1/1			
Non-executive and not independent Director	Claudia Cremonini			1/1			
Non-executive and independent Director	Alessandro Nova			1/1			
Non-executive and independent Director	Rossella Schiavini	9/9	P	1/1			
Executive director	Lucia Serra			1/1			
Directors who stepped down during the reference business year							
Number of meetings held during the business year:		9		1			

NOTES

As envisaged by the Regulation of the Control and Risk Committee, the Chairman of the Board of Directors was also invited to attend the meetings, and always did so, as were the other independent directors who are not members of the Committee, who did not attend.

(*) This column indicates the number of committee meetings attended by the directors.

(**) This column states the qualification of the Board member on the Committee: "C": Chairman; "M": Member.

(***) The Chief Executive Officer did not join the discussion of the points of the meetings of the Board as Remuneration Committee in which the proposals relating to his remuneration were formulated and approved.

ANNEX C – STRUCTURE OF THE BOARD OF STATUTORY AUDITORS AT THE END OF THE BUSINESS YEAR

Board of Statutory Auditors									
Position	Member	Year of birth	Initial appointment date (*)	In office from	In office until	List (**)	Indep. Code	Attendance of meetings of the Board (***)	Other positions (****)
Chairman	Massimo Gatto	1963	28/04/2017	28/04/2023	S.M F.S. 2025	m	X	16/16	2
Standing Auditor	Andrea Silingardi	1968	28/04/2023	28/04/2023	S.M F.S. 2025	M	X	16/16	0
Standing Auditor	Simona Muratori	1972	28/04/2011	28/04/2023	S.M F.S. 2025	M	X	16/16	0
Replacement Auditor	Alvise Deganello	1978	28/04/2017	28/04/2023	S.M F.S. 2025	m	X	-	0
Replacement Auditor	Lucia Masini	1968	28/04/2020	28/04/2023	S.M F.S. 2025	M	X	-	0
Auditors who stepped down during the reference business year									
Number of meetings held during the business year: 16									
Quorum required for submitting minority lists for the election of one or more members of the Board of Statutory Auditors in 2023 (ex art. 148 CLF): 2.5%									

NOTES:
(*)The initial appointment date for each statutory auditor is intended as the date on which the statutory auditor was appointed for the very first time to the Company's Board of Statutory Auditors
(**) This column states whether the list from which each statutory auditor was appointed was "majority" (stating "M") or "minority" (stating "m"),
(***) This column indicates the number of meetings of the Board of Statutory Auditors attended by the statutory auditors.
(****) This column states the number of positions of director or statutory auditor held by the interested party pursuant to art. 148-bis of the CLF and the relative implementation dispositions contained in the Consob Issuer Regulation. The complete list of the positions is published by Consob on its website pursuant to art. 144-quinquiesdecies of the Consob Issuer Regulation.