



MARR S.p.A.

Legal Headquarters - Rimini, Via Spagna 20

Share Capital 33,262,560 euro fully paid-up

Tax Code and registration number in the Register of Enterprises of Romagna - Forlì-Cesena and Rimini 01836980365

*Company subject to the management and coordination of Cremonini S.p.A.*

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### **CALLING OF THE SHAREHOLDERS' MEETING**

The Shareholders are hereby called to the ordinary Shareholders' Meeting in Santarcangelo di Romagna (RN), Via Pasquale Tosi 1300, on April 28, 2026 at 10:30 (single call) to discuss and deliberate on the following

#### **AGENDA**

1. Financial Statements as of 31 December 2025, Directors' Report on Operations including the Sustainability Report for the year 2025, Report of the Board of Statutory Auditors and the Independent Auditors. Presentation of the Consolidated Financial Statements as of 31 December 2025.
2. Allocation of the Net Result and distribution of a dividend to shareholders.
3. Appointment of the Board of Directors.
  - 3.1 Determination of the number of the members.
  - 3.2 Determination of the term of office.
  - 3.3 Appointment of the members of the Board of Directors.
  - 3.4 Appointment of the Chairman of the Board of Directors.
  - 3.5 Determination of the remuneration of the Board of Directors.
4. Appointment of the Board of Statutory Auditors.
  - 4.1 Appointment of the Board of Statutory Auditors and Chairman.
  - 4.2 Determination of the remuneration of the Board of Statutory Auditors.
5. Report on the Remuneration Policy and remuneration paid out.
  - 5.1 Approval of the first section of the Report pursuant to Article 123 ter, paragraph 3 bis of Legislative Decree No. 58/1998.
  - 5.2 Non-binding resolution on the second section of the Report pursuant to Article 123 ter paragraph 6 of Legislative Decree n. 58/1998.
6. Authorisation to purchase, sell and dispose of treasury shares, subject to revocation of the authorisation granted by the Shareholders' Meeting of 28 April 2025 for the portion not executed; related and consequent resolutions.

### **Legitimation of voting rights**

The subjects holding voting rights for whom the Company has received the communication from the authorized intermediary based on the evidence relating to the end of the accounting day of the seventh open market day prior to the date set for the Shareholders' Meeting have the right to participate to Shareholders' Meeting (Record Date April 17, 2026). Those who hold shares after that date will not have the right to attend and vote at the Shareholders' Meeting.

Each legitimate party may be represented at the Shareholders' Meeting by means of a written proxy drawn up in compliance with current legislation, with the right to use for this purpose the form available on the Company's website ([www.marr.it/governance/agm/2026](http://www.marr.it/governance/agm/2026)). The delegation can be granted with an electronic document signed in electronic form pursuant to art. 21 Legislative Decree 82/2005 and can be sent to the Company at the registered email [marr@legalmail.it](mailto:marr@legalmail.it). The representative may, in place of the original, deliver or transmit a copy, also in electronic form, of the delegation, attesting under his own responsibility the conformity of the delegation to the original and the identity of the delegating party.

The Company has designated the company Computershare S.p.A. (Designated Representative), as the person to whom holders of voting rights can grant, free of charge, a proxy with voting instructions on all or some proposals on the agenda. Shareholders who wish to participate in the Meeting through a Designated Representative must use the specific proxy form prepared by the Designated Representative himself in agreement with the Company, available on the Company's website at [www.marr.it/governance/agm/2026](http://www.marr.it/governance/agm/2026) or by making request to the registered email [marr@legalmail.it](mailto:marr@legalmail.it). The proxy form with the voting instructions must be sent, following the instructions on the form itself, by the second open market day preceding the single call meeting (and therefore April 24, 2026) and by the same deadline the proxy may be revoked.

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

### **Depositing of Lists**

The members of the Board of Directors and Board of Statutory Auditors shall be appointed by voting from lists according to that established by arts. 13, 22, 23 and 30 of the Corporate by-laws and in respect of the laws and regulations in force. Candidates for the position of independent director must be in possession of the requisites provided by the laws and regulatory dispositions in force and the

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

Shareholders who, either individually or together with others, are the holders of a number of shares bearing voting rights amounting to at least 2,5% of the share capital have the right to present lists.

Lists must be deposited at least twenty-five days before the date of the shareholders' meeting, and therefore by 18:00 CET of April 3, 2026, at the legal headquarters of the Company or sent to the registered email address [marr@legalmail.it](mailto:marr@legalmail.it), in which case a copy of a valid identification document of the person signing the list must be attached. Together with the lists, or even subsequently, as long as within the deadline provided for their publication (April 7, 2026), the notification produced by the depositing intermediary attesting possession of the shares on the date of presentation of the list must be received at the registered email address [marr@pecserviziottoli.it](mailto:marr@pecserviziottoli.it).

The lists including three or more candidates must include candidates of different genders in order to guarantee that the composition of the corporate bodies respects that provided by the laws in force concerning gender equality.

Each list must obligatorily be supplemented by the declarations required pursuant to arts. 13 and 23 of the Corporate By-laws, for candidates for the position of Director and candidates for the position of Statutory Auditor respectively, and the legal and regulatory dispositions in force, in addition to detailed information on the personal and professional skills of the candidates.

The Shareholders who present a minority list are also requested to take into account the recommendations contained in Consob Communication DEM/9017893 of February 26, 2009.

Should only one list or only lists presented by shareholders who are connected to each other have been deposited by April 3, 2026 for the appointment of the Statutory Auditors, this will be notified without delay, and lists may consequently be deposited until the third subsequent day, that is by April 6, 2026, by Shareholders who individually or together with others represent at least 1.25% of the share capital bearing voting rights in the ordinary shareholders' meeting.

### **Shareholders' Rights**

Those who have the right to vote can ask questions on the items on the agenda, even before the Shareholders' Meeting and in any case by April 21, 2026, by sending a registered letter to the registered office of the Company or to the registered email [marr@legalmail.it](mailto:marr@legalmail.it).

The requesting must be accompanied by the personal data of the requesting Shareholder (surname and name or name in the case of an organization or company,

place and date of birth and tax code) on the application and must request the custodian intermediary to produce a specific communication to the Company attesting ownership of the shares held by the applicant himself with effect until 17 April 2026 (record date) addressed to [marr@pecserviziottoli.it](mailto:marr@pecserviziottoli.it). If you have requested from your custodian intermediary the communication of legitimation to participate to Shareholders' Meeting, it will be sufficient to include in the request the references of this communication possibly issued by the intermediary or at least the name of the intermediary itself.

Questions received by 21 April 2026 will be answered, after having verified their relevance and the legitimacy of the applicant, by the means requested by the applicant) or, at the latest, at the Shareholders' Meeting.

Those Shareholders who, including jointly, represent at least one-fortieth of the share capital may request, within ten days of the publication of this notice, to add to the list of matters to be discussed, specifying in the request the additional topics they are submitting or submit resolutions proposal on matters already on the agenda. Adding to the agenda is not permitted for topics on which the Shareholders' Meeting passes resolutions according to the law, on the proposal of the Directors or on the basis of a project or report they have prepared, other than those pursuant to art. 125-ter, paragraph 1, of the TUF. The request must be sent in writing, by registered letter, to the registered office of the Company or to the registered email [marr@legalmail.it](mailto:marr@legalmail.it), provided that it reaches the Company within the aforementioned deadline. Within the same deadline, any proposing Shareholders must submit, in the same manner, a report on the matters or further resolutions which are proposed to be discussed. Certification proving ownership of the shares as well as the necessary shareholding held by the requesting Shareholders must result from a specific communication, produced by the custodian intermediary with effect from the date of the request itself, addressed to [marr@pecserviziottoli.it](mailto:marr@pecserviziottoli.it).

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

## **Documentations**

The reports and proposals of the Board of Directors concerning the items on the agenda, including the annual financial report and the additional documentation to be submitted for approval by the Shareholders' Meeting, will be made available to the public on the Company's website at [www.marr.it](http://www.marr.it) and on the authorised storage mechanism website [www.emarketstorage.com](http://www.emarketstorage.com) within the terms of the law.

The documentation will also be made available to the public at the registered office in Rimini, Via Spagna, 20, and at the headquarters in Santarcangelo di Romagna (RN), Via Pasquale Tosi 1300. Shareholders have the right to view and obtain copied of them by sending a request to the registered email address [marr@legalmail.it](mailto:marr@legalmail.it).

**Information on the share capital and shares with voting rights**

The subscribed and fully paid-up share capital of MARR S.p.A. amounts to 33,262,560 euro, divided into 66,525,120 shares with a par value of 0.50 euro each of which entitles the holder to one vote at the Shareholders' Meeting, except for the 34,670,970 shares that have accrued the right to an additional vote pursuant to Article 127-quinquies of Legislative Decree No. 58/98 and Article 7 of the Articles of the Corporate by-Laws (in the ratio of two voting rights for each share). Therefore, as of the date of publication of this notice, the total number of voting rights exercisable at the Shareholders' Meeting is 101,196,090.

It should be noted that there are no categories of shares other than ordinary shares and that as of today, the Company holds 3,346,803 own shares (representing 5.03% of the share capital) for which, pursuant to law, voting rights are suspended.

The accreditation activities of the participants to the Shareholders' Meeting will begin at 10.00 am.

The Chairman of the Board of Directors  
Andrea Foschi

Rimini, March 18, 2026