



MARR S.p.a.

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

Legal headquarters - Rimini, Via Spagna 20

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

Rimini Register of Enterprises no. 01836980365

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CALLING OF THE SHAREHOLDERS' MEETING

The Shareholders are hereby called to the ordinary Shareholders' Meeting in Castelvetro di Modena, Via Modena 53, on 18 April 2019 at 11:30 to discuss and deliberate on the following

AGENDA

- 1.** Financial statements as at 31 December 2018 and Report of the Directors, of the Statutory Auditors and of the Independent Auditors; inherent and consequent resolutions. Presentation of the Consolidated Financial Statements at December 31, 2018.
- 2.** Allocation of the Net Result; inherent and consequent resolutions.
- 3.** Integration of the Board of Statutory Auditors; inherent and consequent resolutions.
- 4.** Presentation of the Report on Remuneration as per art. 123 *ter* of Legislative Decree 58/1998.

The proposals and reports by the Board of Directors concerning the items on the agenda, including the annual financial report and other documents that will be submitted to the Shareholders' Meeting, will be made available to the public at the company registered office and on the company website www.marr.it and on the website of authorised storage device www.emarketstorage.com within the respective terms of the law. The shareholders have the right to obtain copies of them.

Attendance and representation

All those who are the holders of voting rights and from whom the Company has received the notification of the authorised intermediary made on the basis of the findings concerning the end of the accounting day of 9 April 2019 (record date) have the right to attend the shareholders' meeting. Those who are the holders of shares subsequently to said date shall not have the right to attend and vote in the meeting.

All those legitimated to attend may be represented in the Shareholders' Meeting by written proxy in compliance with the laws on the force on the matter with the right to use the form available on the Company website (www.marr.it – section corporate governance/AGM/2019) for this purpose. Proxies may be conferred in the form of an electronic document signed electronically pursuant to art. 21 of Legislative Decree 82/2005 and may be sent to the Company to the certified mail address marr@legalmail.it. The representative may deliver or transmit a copy of the proxy, even on computerised support, instead of the original copy, certifying under their own responsibility the compliance of the proxy to the original and the identity of the person delegating.

The Company has designated Avv. Cristiano Cambria, employee of MARR S.p.a. and therefore in conflict of interest pursuant to art. 135-decies TUF, as the individual to whom the holders of voting rights may confer proxies free of charge by 16 April 2019, with voting instructions for all or some of the proposals on the agenda. Proxies to said representative may be conferred through the use of the specific form available on the Company website (www.marr.it – section corporate governance/AGM/2019) which must be received by the Designated Representative Avv. Cristiano Cambria, with voting instructions, at the legal headquarters of the Company or by one of the following alternative methods: by fax sent to +39 0541/745059 or as an attachment to an electronic mail message sent to the address ccambria@marr.it signed pursuant to art. 21 of Legislative Decree 82/2005. Proxies and voting instructions may be revoked by 16 April 2019 in the same methods as those used for their conferment.

Proxies are effective solely as regards the proposals for which voting instructions have been conferred. Shares for which proxies have been conferred, even partially, are calculated in ascertaining the proper constitution of the shareholders' meeting. As regards the proposals for which voting instruction have not been conferred, shares are not included in the calculation of the majority and the quota of capital required for the approval of deliberations.

Should, for technical reasons, the proxy forms not be made available in electronic format, they will be sent on simple request, to be made to the certified electronic mail address marr@legalmail.it or by fax to the number +39 0541 746857.

The instructions given on the form itself must be followed for the notification of proxies.

Shareholders Rights

Those who have the right to vote may also pose questions on the items on the agenda before the Shareholders' Meeting by sending them by registered letter to

the legal headquarters of the Company or to the certified electronic mail address marr@legalmail.it.

Those doing so must supplement their questions with their own personal details (surname and name or business name in the case of a firm or company, place and date of birth and tax code) and must request that the depositing intermediary provide a specific notification to the Company certifying the ownership of the shares in the name of the requestor with effect until 9 April 2019 (record date) addressed to marr@pecserviziotitoli.it. Should they have requested from their depositing intermediary the notification of legitimacy to attend the shareholders' meeting, the request need only contain the references to said notification that may be released by the intermediary or at the very least the denomination of the intermediary itself.

Answer will be given to all questions received by 15 April 2019, after having verified their pertinence and the legitimacy to attend of the requestor, using the means requested by the requestor (fax or e-mail) or, at the latest, during the shareholders' meeting.

Shareholders who, even jointly, represent at least one-fortieth of the share capital may request, within ten days of the publication of this notification, the integration of the list of the items to be discussed, indicating in the request the additional items proposed or otherwise present proposals for deliberation concerning the items already on the agenda. Integration is not admitted for the items on which the Shareholders' Meeting deliberates, according to the law, on proposal by the directors or on the basis of a plan or a report prepared by them, except for those of which in art. 125-ter, paragraph 1 of the TUF. Requests must be submitted in writing by registered letter sent to the legal headquarters of the Company or to the certified electronic mail address marr@legalmail.it, on condition that they are received by the Company within the deadline of which above. Within the same deadline, any proposing Shareholders must present a report on the matters or additional deliberations for which discussion is proposed, using the same means. The attestation of the ownership of shares and also of the required shareholding by the requesting Shareholders must result from a specific communication produced by the depositing intermediary with effect from the date of the request, addressed to marr@pecserviziotitoli.it.

Notification of any eventual integrations to the agenda will be given in the methods provided by the laws and regulations in force at least fifteen days before the date of the shareholders' meeting.

The accreditation of those attending the Shareholders' Meeting will begin at 11:00 CET.

This notification is published on the Company website and in extract form in the daily newspaper "Italia Oggi".

The Chairman of the Board of Directors
Paolo Ferrari

Rimini, 18 March 2019