



## Shareholders' Meeting

28 April 2026

Reports and proposals by the Directors  
on the items 1, 2, 5 and 6 of the agenda

## I. 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.

Dear Shareholders,

The Board of Directors of the Company has convened this Shareholders' Meeting for the approval of the annual Financial Statements of MARR as at 31 December 2025.

The annual Financial Statements for the 2025 business year, approved by the Board of Directors on 13 March 2025, show a profit of 30,756,349 Euros.

On the same date, the Board of Directors also approved the Consolidated Financial Statements of the MARR Group as at 31 December 2025 and the Sustainability Report drafted pursuant to Legislative Decree No. 25/2024, which is included in a dedicated section of the Directors' Report.

For all information on the Financial Statements and the result for the year, please refer to the Annual Financial Report for the year ended 31 December 2025 including the other documents pursuant to Article 154-ter of Legislative Decree 58/1998.

Please note that the documentation is made available at the registered office, on the Company's website at [www.marr.it](http://www.marr.it), on the authorized storage mechanism "emarketstorage" ([www.emarketstorage.com](http://www.emarketstorage.com)) as well as at the headquarters in Santarcangelo di Romagna, Via Pasquale Tosi 1300.

The Board of Directors proposes that you pass the following resolution:

"The Shareholders' Meeting:

- examined the Company's Financial Statements and the Group's consolidated Financial Statements as of December 31, 2025, the Directors' Report including the Sustainability Report for the year 2025 prepared pursuant to Legislative Decree No. 125/2024;
- noted the Reports of the Board of Auditors and of the Independent auditors on the MARR S.p.A. Financial Statements as at December 31, 2025, the consolidated Financial Statements of the MARR Group as at December 31, 2025 and the related reports;
- noted the certificate of conformity of the Sustainability Report issued by the Independent auditors;

deliberates

to approve the Financial Statements of MARR S.p.A. at December 31, 2025, which closed with an income of 30,756,349 Euros'.

Rimini, March 13, 2026

For the Board of Directors  
The Chairman  
Andrea Foschi

## 2. ALLOCATION OF THE NET RESULT AND DISTRIBUTION OF A DIVIDEND TO SHAREHOLDERS.

Dear Shareholders,

acknowledging that the 2025 Annual Financial Statements of MARR S.p.A. showed a profit for the year of 30,756,349 Euros, we propose to:

a) allocate the profit of 30,756,349 Euros as follows:

- gross dividend of 0.47 Euros per ordinary share having right;
- allocate the residual amount to the extraordinary reserve, the amount of which will be determined on the basis of the treasury shares in portfolio on the ex-coupon date;

b) pay out of the dividend on May 20, 2026, with ex-coupon (no. 21) on May 18, 2026 (record date on May 19, 2026), as per the regulations of Borsa Italiana.

"The Shareholders' Meeting

deliberates

- to allocate a gross dividend of 0.47 Euros per each ordinary share having right;
- to allocate the residual amount to the extraordinary reserve. the amount of which will be determined on the basis of the treasury shares in portfolio on the ex-coupon date;
- to pay out the dividend on May 20, 2026, with ex-coupon (no. 21) on May 18, 2026 (record date on May 19, 2026), as per the regulations of Borsa Italiana."

Rimini, March 13, 2026

For the Board of Directors  
The Chairman  
Andrea Foschi

## 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.

Dear Shareholders,

The Board of Directors is presenting and submitting for your attention the “Report on remuneration policy and remuneration paid ” (hereinafter also the “Report”), approved by the Board itself on March 13, 2026, and prepared with the aim of providing the shareholders of MARR and the market with wide-ranging and detailed information on the Remuneration Policy and remuneration paid with regard to the members of the administration and control bodies and the directors with strategic responsibilities pursuant to art. 123-ter of Legislative Decree 58/1998 and in compliance with the schemes recalled in art. 84 quater of the Issuer Regulation adopted by Consob in resolution no. 11971/1999.

The Report is made available to the public at the Company's registered office, on the Company's website at [www.marr.it](http://www.marr.it), on the authorised storage mechanism [www.emarketstorage.com](http://www.emarketstorage.com) as well as at the Company's head office in Santarcangelo di Romagna, Via Pasquale Tosi 1300.

The Report is divided in two sections;

- the First Section illustrates the Company's Remuneration Policy for the period 2026-2028;
- the Second Section setting out the remuneration of the administration and control bodies paid in 2025 by name.

In compliance with applicable regulations:

1. the Board of Directors, pursuant to Article 123 ter paragraph 3 bis of Legislative Decree No. 58/1998, intends to submit the Company's Remuneration Policy for the period 2026-2028 as described in the ‘First Section’ of the Report to the binding vote of the Shareholders' Meeting and to approve the following proposed resolution:

“The Shareholders' Meeting

deliberates

- to approve the Company's Remuneration Policy for the period 2026-2028 as described in the ‘First Section’ of the Report on Remuneration Policy and Compensation Paid.”

2. the Board of Directors, pursuant to Article 123-ter, paragraph 6, of Legislative Decree No. 58/1998, intends to submit to the non-binding vote of the Shareholders' Meeting, the “Second Section” of the Report and to approve the following proposed resolution:

“The Shareholders' Meeting

deliberates

- to approve the ‘Second Section’ of the Report on remuneration policy and compensation paid for the financial year 2025.”

Rimini, March 13, 2026

For the Board of Directors

The Chairman

Andrea Foschi

## 6. AUTHORISATION TO PURCHASE, ALIENATE AND DISPOSAL TREASURY SHARES; AFTER WITHDRAWAL OF THE AUTHORIZATION CONFERRED BY THE SHAREHOLDERS' MEETING OF 28 APRIL 2025 FOR THE PART NOT CARRIED OUT, RELATED AND CONSEQUENT RESOLUTIONS.

Dear Shareholders,

this report illustrates the proposal that the Board of Directors of MARR intends to submit for your approval in relation to the authorisation to purchase, alienate and disposal of treasury shares.

The Board of Directors first recalls that the Shareholders' Meeting of 28 April 2025 authorized, for the duration of 18 months, the purchase, in one or more tranches, of ordinary shares up to a maximum number that does not exceed 5% of the share capital, or within the limits pursuant to art. 2357 paragraph 3 of the Civil Code.

At the date of approval of this report, MARR's subscribed and paid-up share capital amounts to Euro 33,262,560 and is divided into no. 66,525,120 ordinary shares with a nominal value of Euro 0.50 and the total amount of treasury shares held is equal to 3.322.203 (representing 4,99% of the share capital).

The Board of Directors believes that the reasons which led to the request to the Shareholders' Meeting for authorization to proceed with the purchase and disposal of treasury shares are to be considered still valid. Given the above, in consideration of the expiry (October 28, 2026) of the resolution authorizing the purchase and disposal of treasury shares, and in order to allow the Company to retain the right to purchase and dispose of treasury shares, the Board of Directors deems it appropriate propose to the Shareholders' Meeting to issue a new authorization, for a similar period of 18 months, starting from the date of the related resolution, subject to revocation of the previous authorization resolution passed for the part not implemented.

The terms and methods for the purchase and disposal of the Company's treasury shares are indicated below, which the Board of Directors is submitting to you for the purpose of issuing - by the Ordinary Shareholders' Meeting convened for April 28, 2026 - the related authorisation.

### **I. Reasons for which the authorization for the purchase, sale and disposal of treasury shares is requested.**

As noted above, the authorization period for the purchase and sale of treasury shares resolved by the Shareholders' Meeting of April 28, 2026 will end within a few months; therefore the Board of Directors deems it useful and appropriate to propose to the Shareholders to proceed with the issue of a new authorization for the purchase and disposal of treasury shares, in compliance with current legislation, as better specified below, subject to revocation of the aforementioned authorization resolution taken on April 28, 2026 for the unexecuted part. Pursuant to the provisions of articles 2357 and 2357-ter code civ., as well as those pursuant to art. 132 TUF, this authorization is aimed, in the interest of the Company:

- a) to carry out, directly or through intermediaries, any investment transactions also to contain anomalous movements in listing, to regularize the trend of trading and prices and to support the liquidity of the security on the market, so as to favor the regular conduct of trading outside of the normal variations linked to market trends, without prejudice in any case to compliance with current provisions;
- b) to carry out, in line with the Company's strategic guidelines, capital transactions or other transactions in relation to which it is necessary or advisable to proceed with the exchange or sale of share packages to be carried out by means of exchange, transfer or other act of disposal.

The request for authorization concerns the faculty of the Board of Directors to carry out repeated and successive purchase and sale transactions (or other deeds of disposal) of treasury shares on a revolving basis (so-called revolving), even for fractions of

the maximum authorized quantity, so that, at all times, the quantity of shares subject to the proposed purchase and owned by the Company does not exceed the limits established by law and by the authorization of the Shareholders' Meeting.

## **2. Maximum number and category of the shares involved in the authorisation.**

Pursuant to art. 2357, paragraph 3 of the Civil Code, the authorisation is required for the purchase, even in several tranches, of ordinary MARR shares, up to a maximum number that, taking into account the ordinary MARR shares from time to time held in the portfolio of the Company, does not exceed in overall terms 7.5% of the share capital, and thus within the limits set forth in art. 2357, paragraph 3 of the Civil Code, for purchases made pursuant to art. 144-bis, paragraph 1, sub. c) of the Issuer Regulation.

## **3. Useful information for an accurate evaluation of the respect of the disposition in art. 2357, paragraph 1 of the Civil Code.**

With reference to the maximum spending limit, the Board of Directors recalls that, pursuant to art. 2357, first paragraph, of the Civil Code, the purchase of treasury shares is permitted within the limits of the distributable profits and available reserves resulting from the latest duly approved Financial Statements at the time of carrying out each transaction.

It should be noted that the purchase and disposal operations will take place in compliance with the applicable regulatory provisions and will be accounted for according to the applicable accounting principles.

## **4. Duration of the authorisation.**

The authorisation for the purchase of treasury shares is requested for the maximum duration allowed by the law, set by art. 2357, paragraph 2 of the Civil Code as eighteen months as of the date of the resolution approving this proposal by the Shareholders' Meeting (i.e. if the authorization to purchase and dispose of treasury shares is approved by the Shareholders' Meeting of April 28, 2026, until October 28, 2027).

Within the duration of the authorisation eventually granted, the Board of Directors may therefore purchase treasury shares once or more times and at any time, in the measure and timeframes to be determined freely in respect of the applicable laws, with the graduality deemed opportune in the interest of the Company.

The authorisation for the disposition and/or use of the treasury shares in the portfolio or that are to be purchased can be requested without time limitations, due to the absence of time limitations pursuant to the laws in force and the opportunity to enable the Board of Directors to benefit from the maximum flexibility, also in terms of time, to prepare the deeds of disposition of the shares.

## **5. Minimum and maximum amount.**

The Board of Directors proposes that the price for the purchase of the shares in the scope of this report be determined from time to time, with regard to the method selected for carrying out the transaction and in respect of any regulatory prescriptions or market practices admitted, but may not in any event be more than 10% in excess or more than 10% less than the reference price on the Market Regulated by Euronext Milan (EXM) in the trading session prior to each single transaction.

The Board of Directors proposes that it be authorised to alienate, dispose and/or use, pursuant to art. 2357-ter of the Civil Code, under any title whatever and at any time, fully or in part, once or more times, the shares purchased for the purposes described in the preceding paragraph 1, according to the methods, terms and conditions determined as and when required by the Board of Directors, it holding firm that the sale price of the shares may not be less than 85% (eighty-five percent) of the average of the official trading prices recorded on the Market Regulated by Euronext Milan (EXM) in the two trading days prior to sale, with regard to the methods selected and effectively used for the realisation of the transaction, the performance of the

MARR share prices and in the best interest of the Company, it holding firm that the returns from any eventual deed of disposition of the treasury shares may be used for the purchase of additional shares until such time as the expiry of the authorisation requested of the shareholders' meeting, and within the limits therein and of the laws in force.

## 6. Methods of carrying out purchases and alienations.

Treasury shares will be purchased on the stock market, according to the operating methods established in the organisational and management regulations of said markets and in respect of the laws in force, in particular art. 132 of the TUF, with specific regard to the principle of equal treatment of the Shareholders, art. 144-bis of the Issuer Regulation.

With regard to the operations for the disposition of treasury shares, the Board of Directors proposes that these be carried out in any method deemed opportune in the interest of the Company, in respect of the legal and regulatory dispositions in force from time to time and for the achievement of the purposes of which in this resolution proposal, to be carried out both directly and through intermediaries.

It must be noted that the purchase of treasury shares is not instrumental to the reduction of the share capital of the Company by annulment of the treasury shares purchased, without prejudice to the right for the Company, should the Shareholders' Meeting decide in the future to reduce the share capital, to implement it also by annulment the treasury shares held in the portfolio.

That said, we submit the following proposed resolution for your approval:

"The Ordinary Shareholders' Meeting:

- having regard to the resolution of the Shareholders' Meeting, held on April 28, 2025, regarding the authorization for the purchase and sale of treasury shares;
- having acknowledged the proposal formulated by the Board of Directors of MARR S.p.A. regarding the authorization for the purchase and sale of treasury shares,

deliberates

- to revoke the previous resolution for the purchase, sale and disposal of treasury shares passed on April 28, 2025 for the part not executed;
- to authorise, pursuant to and by effect of article 2357 et seq. of the Civil Code and article 132 of Legislative Decree 24 February 1998, no. 58, the purchase of treasury shares of the Company, in one or more tranches, for a period not exceeding 18 months from the date of this resolution in compliance with the following terms and conditions:
  - i. the purchase can be made
    - a) to carry out, directly or through intermediaries, any investment transactions also to contain anomalous movements in listing, to regularize the trend of trading and prices and to support the liquidity of the security on the market, so as to favor the regular conduct of trading outside of the normal variations linked to market trends, without prejudice in any case to compliance with current provisions;
    - b) to carry out, in line with the Company's strategic guidelines, capital transactions or other transactions in relation to which it is necessary or advisable to proceed with the exchange or sale of share packages to be carried out by means of exchange, transfer or other act of disposal.
  - ii. the purchase will be made in compliance with the provisions of the law and, in particular, with the art. 132 of Legislative Decree February 24, 1998, no. 58 and of the art. 144-bis of Consob Regulation 11971/1999;

- iii. the purchase price of each share cannot be higher than 10% and lower than 10% of the reference price recorded on the Euronext Milan Regulated Market in the session preceding each single transaction;
- iv. the maximum number of shares purchased cannot have an overall nominal value exceeding 7.5% of the Company's share capital at the date of this resolution;
- to authorize the Board of Directors, pursuant to art. 2357-ter of the Civil Code, to sell, dispose, use in whole and/or in part, without time limits, of the treasury shares purchased even before having completed the purchases, establishing the price and the methods of disposal and carrying out each registration accounting necessary or appropriate, in compliance with the provisions of the law and regulations and with the accounting standards applicable from time to time, it being understood that the sale price of the shares cannot be less than 85% (eighty-five percent) of the average price trading officials registered on the Euronext Milan Regulated Market in the last two days prior to the sale;
- to grant the Board of Directors, with the power to assign specific proxies, all the broadest powers necessary or appropriate to carry out the purchases and sales of treasury shares, as well as to carry out the deeds of sale, disposal and/or use of all or part of the treasury shares purchased and in any case to implement the above resolutions, also by approving and implementing any and all executive provisions of the related buyback programs, including buyback programs pursuant to and for the purposes of the Delegated Regulation, and complying with as may be required by the competent Authorities."

Rimini, March 13, 2026

For the Board of Directors  
The Chairman  
Andrea Foschi