

Ordinary Shareholders' Meeting of Openjobmetis S.p.A. – Agenzia per il Lavoro

***Explanatory report on the items
on the agenda of the Ordinary Shareholders' Meeting
pursuant to Articles 114-bis and 125-ter of Italian Legislative Decree No
58/1998***

19 April 2022 (single call) at 9:00 a.m.

Dear Shareholders,

on the proposal of the Board of Directors (“**Board of Directors**”) and following the notice of call published, also as an extract in the daily “Il Giornale”, and according to the law and the Articles of Association, on 18 March 2022, the Shareholders' Meeting (“**Meeting**”) of Openjobmetis S.p.A. – Agenzia per il lavoro (“**Openjobmetis**” or the “**Company**”) was called for 19 April 2022 at 9:00 a.m. at the offices of the Company, in 20161 Milan (MI), Via Assietta no. 19, to resolve, in the ordinary call, on the following

AGENDA

1. Proposal to approve the financial statements of the incorporated company Quanta S.p.A. as at 31 December 2021, together with the relevant reports; related and ensuing resolutions.
2. Openjobmetis S.p.A. 2021 Financial Statements:
 - 2.1. proposal to approve the financial statements as at 31 December 2021, together with the relevant reports and presentation of the consolidated financial statements as at 31 December 2021; related and ensuing resolutions;
 - 2.2. allocation of the profit for the year; related and ensuing resolutions;
 - 2.3. proposal to issue a dividend; related and ensuing resolutions.
3. Explanatory Report on the policy regarding remuneration and fees paid:
 - 3.1. binding resolution on the first section, pursuant to Article 123-ter, paragraph 3-bis, of Italian Legislative Decree 58/1998, except for Section (l.m) on the Policy relating to the compensation provided for in the event of termination of office or termination of employment;
 - 3.2. binding resolution pursuant to Article 123-ter, paragraph 3-bis, of Italian Legislative Decree 58/1998 on the Policy relating to the compensation provided for in the event of termination of office or termination of employment, as set out in the first section, Section (l.m);
 - 3.3. non-binding resolution on the second section, pursuant to Article 123-ter, paragraph 6 of Italian Legislative Decree 58/1998.
4. Appointment of a member of the Board of Directors following co-optation pursuant to Article 2386, first paragraph, of the Italian Civil Code, and Article 15.16 of the Articles of Association following the resignation of Director Gabriella Porcelli; related and ensuing resolutions.
5. Proposal to approve a plan for the free granting of rights to receive ordinary Company shares entitled “2022-2024 Performance Shares Plan”; related and ensuing resolutions.
6. Authorisation to buy back and dispose of treasury shares subject to revocation of the authorisation granted by the Shareholders' Meeting of 30 April 2021; related and ensuing resolutions.

The information regarding – also pursuant to Article 106 of Italian Decree Law No 18 of 17 March 2020, the provisions of which were most recently extended by Italian Decree Law No 228 of 30 December 2021 - terms and methods relating to:

- the attendance and the exercise of the voting right at the Meeting, including via proxy, permitted exclusively by means of the Designated Representative pursuant to Article 135-undecies of Italian Legislative Decree No 58 of 24 February 1998;
- the record date and the Meeting's organisational aspects;
- the availability of the resolution proposals, explanatory reports on each item on the agenda and the documents to be submitted to the Meeting;
- the presentation of proposals for resolutions on/additions to the agenda;
- the exercising of the right to ask questions before the Meeting;
- the amount of the share capital and the number of shares that comprise it,

can be found in the full notice of call, the text of which - together with the documents regarding the Meeting - is published according to the terms and with the methods set out in the applicable provisions and on the company website www.openjobmetis.it, in the 'Corporate Governance/Shareholders' Meeting' section, which should be referred to as necessary.

RESOLUTION PROPOSALS ON ITEMS ON THE AGENDA OF THE MEETING

I. Proposal to approve the financial statements of the incorporated company Quanta S.p.A. as at 31 December 2021, together with the relevant reports; related and ensuing resolutions.

On 2 December 2021, the deed of merger by incorporation of Quanta S.p.A. (Incorporated Company) into Openjobmetis S.p.A. (Incorporating Company), entered into on 1 December 2021, was registered with the competent Register of Companies.

As is known, pursuant to Article 2504-bis, paragraph 2 of the Italian Civil Code, the statutory, accounting and tax effects of the merger became effective as from 00.00 a.m. on 1 January 2022.

The financial statements of the Incorporated Company for the year ended 31 December 2021, prepared and already approved by the Board of Directors of Openjobmetis S.p.A., are submitted to the Shareholders' Meeting of Openjobmetis S.p.A., as Incorporating Company.

In view of the foregoing, the Board of Directors proposes the following.

Resolution proposal

The Shareholders' Meeting of Openjobmetis S.p.A. – Agenzia per il Lavoro,

- having examined the financial statements of the Incorporated Company for the year ended 31 December 2021;
- having regard to the report on operations;
- acknowledging the Reports of the Board of Statutory Auditors and the Independent Auditors, KPMG S.p.A.,

RESOLVES

- to approve the financial statements as at 31 December 2021 of Quanta S.p.A. together with the accompanying reports, together with the proposal to carry forward the accrued loss of EUR 3,899,285 to the next financial year.

2. Openjobmetis S.p.A. 2021 Financial Statements:

- 2.1. proposal to approve the financial statements as at 31 December 2021, together with the relevant reports and presentation of the consolidated financial statements as at 31 December 2021; related and ensuing resolutions;
- 2.2. allocation of the profit for the year; related and ensuing resolutions;
- 2.3. proposal to issue a dividend; related and ensuing resolutions.

On 16 March 2022, the Board of Directors of Openjobmetis S.p.A. approved the draft financial statements as at 31 December 2021, accompanied by the Directors' Report on Operations. The Shareholders' Meeting is therefore called to resolve on the approval of the financial statements.

The meeting will also include the presentation of the consolidated financial statements of the Openjobmetis Group for the year 2021, which were already approved by the aforementioned Board of Directors' Meeting of 16 March 2022.

The documents under article 154-ter of Italian Legislative Decree No. 58/1998 will be made available to the public according to the legal terms and methods.

This section of the report illustrates the proposal that the Board of Directors intends to submit for approval to the Shareholders' Meeting, taking into account that the financial statements as at 31 December 2021 show a net profit of EUR 10,540,509.61= (ten million five hundred forty thousand five hundred and nine euros/61) and that the consolidated financial statements as at 31 December 2021 show a net profit of EUR 10,713,000.18= (ten million seven hundred thirteen thousand /18).

Note that with its resolution of 12 November 2021, the Company's Board of Directors resolved to adopt, starting with the approval of the financial statements for the year 2021, a dividend policy which provides for the proposal to distribute between 25% and 50% of the consolidated net profit for the three-year period 2021-2023.

In view of the foregoing, the Board of Directors proposes the following.

Resolution proposal

The Shareholders' Meeting of Openjobmetis S.p.A. – Agenzia per il Lavoro,

- having examined the annual financial statements of the Company for the year ended 31 December 2021;
- having regard to the Directors' Report on Operations;
- having regard to the certification as set out in Article 154-bis, paragraph 5 of Italian Legislative Decree No. 58/1998, provided by the Manager charged with preparing the Company's financial reports and the managing bodies;
- acknowledging the Reports of the Board of Statutory Auditors and the Auditing Firm KPMG S.p.A.;

- acknowledging the dividend policy adopted by the Board of Directors in its resolution dated 12 November 2021;

RESOLVES

- to approve the financial statements as at 31 December 2021 of Openjobmetis S.p.A. – Agenzia per il Lavoro together with the Directors' Report on Operations;
- to allocate the profit for 2021 of EUR 10,540,509.61= (ten million five hundred forty thousand five hundred and nine euros/61), as follows:
 - attributing EUR 6,340,509.61= (six million three hundred forty thousand five hundred and nine euros/61), to other reserves;
 - attributing to the Shareholders, a dividend of EUR 0.31 for each entitled share (excluding treasury shares) up to a maximum of Euro 4,200,000.00 (four million two hundred thousand/00);
- to arrange payment, gross of legal withholding tax, of a unitary dividend from 11 May 2022, with coupon no. 4 to be detached on 09 May 2022 and dividend record date (i.e. date of entitlement to payment of the dividend, in accordance with Article 83-terdecies of the Italian Consolidated Law on Finance (TUF) and Article 2.6.6., paragraph two, of the Regulation for Markets organised and managed by Borsa Italiana S.p.A.) on 10 May 2022,

granting the Board of Directors and, on its behalf, the Chief Executive Officer or the Chairman of the Board of Directors, with the right to sub-delegate, any power to execute the resolutions above.

* * *

3. **Explanatory Report on the policy regarding remuneration and fees paid:**
 - 3.1. **binding resolution on the first section, pursuant to Article 123-ter, paragraph 3-bis, of Italian Legislative Decree 58/1998, except for Section (I.m) on the Policy relating to the compensation provided for in the event of termination of office or termination of employment;**
 - 3.2. **binding resolution pursuant to Article 123-ter, paragraph 3-bis, of Italian Legislative Decree 58/1998 on the Policy relating to the compensation provided for in the event of termination of office or termination of employment, as set out in the first section, Section (I.m);**
 - 3.3. **non-binding resolution on the second section, pursuant to Article 123-ter, paragraph 6 of Italian Legislative Decree 58/1998.**

With reference to the third item on the agenda, you are called:

- pursuant to Article 123-ter, paragraph 3-ter of Italian Legislative Decree No 58/1998, to give your binding vote on the first section of the Explanatory Report on the policy regarding remuneration and fees paid, relating in particular to the Company's policy on the remuneration of members of the management bodies and key management personnel with regard to financial year 2022 and the procedures used for its adoption and implementation - **with the exception of the part referred to in Section (I.m) on the Policy relating to the compensation provided for in the event of termination of office or termination of employment;**
- pursuant to Article 123-ter, paragraph 3-ter of Italian Legislative Decree No 58/1998, to give your binding vote on the first section of the Explanatory Report on the policy regarding remuneration and fees paid, **in the part referred to in Section (I.m) on the Policy relating to the compensation provided for in the event of termination of office or termination of employment;**
- pursuant to Article 123-ter, paragraph 6, of Italian Legislative Decree No 58/1998, to give your non-binding vote in favour of or against the second section of the Explanatory Report on the policy regarding remuneration and fees paid, relating in particular to the items that make up the remuneration of members of the management bodies and key management personnel, highlighting their consistency with the Company's remuneration policy for financial year 2021, in addition to the amounts paid in 2021 for any reason and in any form by the Company and its subsidiaries or related companies.

The Explanatory Report on the policy regarding remuneration and fees paid – prepared in compliance with the provisions of Article 123-ter of Italian Legislative Decree No 58/1998, and Annex 3A, schedules 7-bis and 7-ter, of the Issuer Regulation adopted by Consob with Resolution No 11971/1999 as later amended and integrated – is made available to the public according to the law at the registered office, i.e. within 21 days from the date of the Meeting, at Borsa Italiana S.p.A. and on the website www.openjobmetis.it, “Corporate Governance/Shareholders’ Meeting” section.

This report sets out the proposals that the Board of Directors intends to submit to the approval of the Shareholders' Meeting with regard to the two sections of the aforesaid Explanatory Report on the policy regarding remuneration and fees paid.

* * *

Resolution proposal

The Shareholders' Meeting of Openjobmetis S.p.A. – Agenzia per il Lavoro,

- having examined the Explanatory Report on the policy regarding remuneration and fees paid prepared by the Board of Directors pursuant to Article 123-ter of Italian Legislative Decree No 58/1998 and Article 84-*quater* of the Issuer Regulation adopted by Consob with Resolution No 11971/1999;
- considering that, pursuant to Article 123-ter, paragraph 3-ter, of Italian Legislative Decree No 58/1998, the Meeting is called to express a binding vote on the first section of the Explanatory Report on the policy regarding remuneration and fees paid;
- considering that, pursuant to Article 123-ter, paragraph 6, of Italian Legislative Decree No 58/1998, the Meeting is called to express a non-binding vote in favour of or against the second section of the Explanatory Report on the policy regarding remuneration and fees paid,

RESOLVES

- to approve the first section of the Explanatory Report on the policy regarding remuneration and fees paid pursuant to Art. 123-ter, paragraph 3, of Italian Legislative Decree No 58/1998, **with the exception of the part referred to in Section (I.m) on the Policy relating to the compensation provided for in the event of termination of office or termination of employment** - as illustrated above;
- to approve the first section of the Explanatory Report on the policy regarding remuneration and fees paid pursuant to Art. 123-ter, paragraph 3, of Italian Legislative Decree No 58/1998, **in the part referred to in Section (I.m) on the Policy relating to the compensation provided for in the event of termination of office or termination of employment** - as illustrated above;
- to express a favourable vote on the second section of the Explanatory Report on the policy regarding remuneration and fees paid, drawn up pursuant to Article 123-ter, paragraph 4 of Italian Legislative Decree No 58/1998, as illustrated above.

4. Appointment of a member of the Board of Directors following co-optation pursuant to Article 2386, first paragraph, of the Italian Civil Code, and Article 15.16 of the Articles of Association following the resignation of Director Gabriella Porcelli; related and ensuing resolutions.

With reference to the fourth item on the agenda, it should be noted that on 23 February 2022, Gabriella Porcelli - already a non-executive and independent Director of the Company, as well as a member of the Control, Risks and Sustainability Committee - notified her resignation from office, due to unexpected professional commitments that did not allow for the continuation of the relationship, with effect from the date on which the Shareholders' Meeting would be convened for the approval of the financial statements as at 31 December 2021, scheduled for April 2022, or from the effective date of appointment of a new director, if this does not coincide with the date of the Shareholders' Meeting.

Following receipt of this notice, the Company prepared and issued the related press release on the same day, 23 February 2022.

In compliance with current legislation, the Company simultaneously initiated the verification procedure in order to replace the outgoing director, first of all taking into consideration, in compliance with Article 15.16 of the Articles of Association, any other candidate included in the list from which the outgoing director was drawn and elected.

At the end of this procedure, the Company acknowledged that Giulia Poli - whose name was the only suitable one in the progressive order of List No. 2, presented, by several shareholders under the aegis of Assogestioni during the meeting held on 30 April 2021, was not available to take office.

The Company initiated discussions with the Committee of Managers of Assogestioni in order to identify a candidate for appointment by co-optation, after which Lucia Giancaspro (Annex I) was identified.

On 16 March 2022, subject to the favourable opinion of the Board of Statutory Auditors, the Board of Directors of the Company appointed by co-optation Lucia Giancaspro, pursuant to Article 2386 of the Italian Civil Code and Article 15.6 of the Articles of Association; the appointment was made in compliance with the provisions of law, regulations and the Articles of Association, also with regard to the gender balance provisions.

During the same meeting held on 16 March 2022, the Board of Directors verified the existence of the independence requirements for the co-opted Director Lucia Giancaspro, also based on the statements issued by the same for this purpose. In this context, the Board of Statutory Auditors also confirmed that it had carried out all the necessary and/or appropriate checks on the correct application of the assessment criteria and procedures adopted by the Board of Directors to evaluate the independence of the co-opted Director.

As provided for by Article 2386 of the Italian Civil Code, the Director appointed by co-optation remains in office until the next Shareholders' Meeting; Lucia Giancaspro will therefore remain in office until the Shareholders' Meeting to which this report refers.

Therefore, the next Shareholders' Meeting, convened on single call for 19 April 2022, is called to

appoint a member of the Board of Directors.

In this regard, it is noted that - with the expiry of the term of office of Lucia Giancaspro- the Board of Directors would still be composed of an adequate and sufficient number of independent Directors with respect to the provisions of the applicable legal and regulatory provisions (as well as, with regard to the independent Directors, with the provisions of the Corporate Governance Code), while it is necessary that the integration of the management body takes place through the appointment of a member belonging to the less represented gender (i.e. female, which was reduced from 4 to 3, compared to the total number of 10 members set by the Shareholders' Meeting on 30 April 2021), in order to comply with the provisions of Article 147-ter, paragraph 1-ter, of the Consolidated Law on Finance (TUF).

The Director thus appointed will remain in office until the natural expiry of the term of office of the current Board, i.e. until the Shareholders' Meeting which will be called to resolve on the approval of the financial statements for the year ending 31 December 2023, and their remuneration will be that approved by the Shareholders' Meeting of 30 April 2021, as subsequently allocated by the Board of Directors by resolution of the same date, published in the Report on the policy regarding remuneration and fees paid pursuant to Article 123-ter of the Consolidated Law on Finance (TUF), made available to the public within 21 days from the date of the Shareholders' Meeting and available on the website - www.openjobmetis.it, "Corporate Governance/Shareholders' Meeting" section.

In consideration of the foregoing, the Board of Directors wishes to propose to the Shareholders' Meeting to confirm Lucia Giancaspro as member of the Board of Directors of the Company.

To this end, documentation has been appended to this report (Annex 2) containing exhaustive information on the personal and professional characteristics of Lucia Giancaspro, along with a declaration whereby she accepts the candidacy and declares, under her own responsibility, that there are no grounds for ineligibility or incompatibility, that she satisfies that requirements laid down in the legislation and Articles of Association for the office, with reference also to the general criteria identified by the Board of Directors for determining the maximum number of offices that may be held by its members, as well as compliance with the independence requirements pursuant to Articles 147-ter and 148, paragraph 3 of the Consolidated Law on Finance (TUF) and pursuant to the Corporate Governance Code for listed companies, to which the Company adheres - also taking into account the determination of the criteria for the assessment of the significance pursuant to letters (c) and (d) of Recommendation 7 made by the Company.

It should be noted that:

- in accordance with Article 15.1 of the Articles of Association, "the Company is governed by a Board of Directors composed of no fewer than 7 (seven) and no more than 13 (thirteen) members. The Meeting shall set the number of members within the aforementioned limits". On 30 April 2021, the Shareholders' Meeting set the number of members of the Board of Directors as 10 (ten);
- pursuant to Article 15.15 of the Articles of Association, "(...) The method of list voting applies only when the whole Board of Directors is replaced".

In view of the above, we submit for your approval the following

resolution proposal

"The Shareholders' Meeting of Openjobmetis S.p.A. – Agenzia per il Lavoro,

- acknowledging the end, on today's date, of the term of office of the Director Lucia Giancaspro, appointed through co-opting in accordance with Article 2386 of the Italian Civil Code and Article 15.16 of the Articles of Association, in the meeting on 16 March 2022 as a replacement for Gabriella Porcelli;
- having regard to the resolution of the Shareholders' Meeting dated 30 April 2021, which set as 10 (ten) the number of members of the Board of Directors of the Company and as three financial years the duration of their term of office, i.e. until the Meeting called to resolve on the approval of the financial statements for the financial year ending 31 December 2023;
- having examined and discussed the explanatory report and the proposal of the Board of Directors;
- having noted the curriculum vitae of Lucia Giancaspro, as well as the declarations issued by her attesting to: (i) her willingness to accept the position; (ii) the non-existence of any reason for ineligibility and incompatibility; (iii) the existence of the requirements prescribed for the position by current law and applicable provisions; (iv) the existence of the independence requirements pursuant to Articles 147-ter and 148, paragraph 3 of the Consolidated Law on Finance (TUF) and pursuant to the Corporate Governance Code of listed companies, to which the Company adheres - also taking into account the determination of the criteria for the assessment of the significance pursuant to letters (c) and (d) of Recommendation 7 made by the Company,

RESOLVES

- to appoint, as Director of the Company, pursuant to and for the purposes of Article 2386, first paragraph, of the Italian Civil Code and Article 15.16 of the Articles of Association, Lucia Giancaspro, born in Bolzano on 16 March 1971, Tax Code GNCLCU71C56A952N, who will remain in office until the expiry of the term of office of the current Board of Directors, i.e. until the date of the Shareholders' Meeting called to approve the financial statements for the year ending on 31 December 2023;
- to set the remuneration of Lucia Giancaspro, as Director of the Company, as equal to that resolved upon for the other directors currently in office by the Meeting and the Board of Directors on 30 April 2021.

Comitato dei Gestori

Milano, 7 marzo 2022

Egregio Dott.
Marco Vittorelli
Presidente

p.c. Egregio Cav. Uff.
Rosario Rasizza
Amministratore Delegato
Openjobmetis S.p.A.
Agenzia per il
Lavoro
Via Marsala 40/C
21013 Gallarate (VA)

Inviata a mezzo posta elettronica

Egregio dottore,

Facendo seguito ai contatti intercorsi, Le scrivo in qualità di Coordinatore del Comitato dei gestori, in rappresentanza di SGR e investitori istituzionali italiani e internazionali che hanno presentato e votato le liste di minoranza in occasione dello scorso rinnovo degli organi sociali, con riferimento alla cooptazione di un componente del consiglio di amministrazione designato dalle minoranze, in sostituzione e a seguito delle dimissioni di Gabriella Porcelli.

Dopo una attenta disamina della questione, il Comitato ritiene di indicare quale candidata Lucia Giancaspro. Mi prego di allegare il cv con i recapiti della candidata unitamente alla dichiarazione da questa compilata.

Restando a disposizione per ogni ulteriore chiarimento si rendesse necessario, La ringrazio dell'attenzione che vorrà dare a questa mia e Le porgo i miei più cordiali saluti.



Il Coordinatore del Comitato dei gestori
Emilio Franco

All. c.s.

Segreteria del Comitato dei gestori
02.36.165.174
segreteria@comitatogestori.it



OPENJOBMETIS SPA – Agenzia per il Lavoro
Direzione Generale e Uffici
via Marsala, 40/C - 21013 Gallarate (VA)
info@openjob.it - www.openjobmetis.it

**Dichiarazione di accettazione e sussistenza dei requisiti per la nomina a
Consigliere di Amministrazione di Openjobmetis S.p.A. – Agenzia per il Lavoro,
ai sensi dell'art. 2386 del Codice civile**

La sottoscritta, Lucia Giancaspro,
nata a Bolzano il 16 marzo 1971,
documento d'identità [REDACTED],
residente in Milano, [REDACTED],
Codice Fiscale GNCLCU71C56A952N,

DICHIARA DI ACCETTARE

la nomina per cooptazione, ex art. 2386 cod. civ. e art. 15.16 dello Statuto sociale, alla carica di membro del Consiglio di Amministrazione di Openjobmetis S.p.A. – Agenzia per il Lavoro (“Openjobmetis” o la “Società”) e, a tal fine, sotto la propria responsabilità

DICHIARA E ATTESTA

di essere a conoscenza dei requisiti previsti dalle vigenti disposizioni di legge e regolamentari applicabili alla Società e dallo Statuto di Openjobmetis S.p.A. in relazione alla carica di Amministratore della Società e, sotto la propria responsabilità

DICHIARA

1. di non trovarsi in alcuna delle situazioni di ineleggibilità, decadenza e incompatibilità previste dalle disposizioni normative e statutarie applicabili con riferimento alla carica di Consigliere di Amministrazione di Openjobmetis S.p.A.;
2. di possedere i requisiti normativamente e statutariamente prescritti per la carica;
3. di non trovarsi nelle condizioni di cui all'articolo 2390 cod. civ. (ossia di non essere socio illimitatamente responsabile, amministratore o direttore generale in società concorrente di Openjobmetis S.p.A. e di non esercitare, per conto proprio o di terzi, attività in concorrenza con quelle esercitate da Openjobmetis S.p.A.);
4. di essere in possesso dei requisiti di onorabilità previsti dall'articolo 148, quarto comma del D. Lgs. 24 febbraio 1998, n. 58 (“TUF”), come modificato, e richiamati dall'articolo 147-*quinquies* del TUF (cfr. allegato 1);
5. di essere in possesso di non essere in possesso dei requisiti di indipendenza previsti dall'articolo 148, terzo comma del TUF, come richiamati dall'articolo 147-*ter*, quarto comma del TUF (cfr. allegato 1);

6. di essere in possesso di non essere in possesso
dei requisiti di indipendenza contemplati dal Codice di *Corporate Governance* delle società quotate, cui la Società aderisce – anche tenuto conto della determinazione dei criteri per la valutazione della significatività di cui alle lett. (c) e (d) della Raccomandazione 7 del Codice di *Corporate Governance* operata dalla Società;
7. di non ricoprire, ai sensi dell'articolo 3, Raccomandazione n. 15, del Codice di *Corporate Governance*, nessun incarico di amministrazione e di controllo di altre “società di rilevanti dimensioni” - in conformità e nei limiti stabiliti dalla normativa, anche regolamentare, vigente (in particolare, ai sensi degli articoli 148-*bis* del TUF e 144-*terdecies* del Regolamento Consob adottato con delibera n. 11971 del 14 maggio 1999) e degli “Orientamenti sul limite al numero massimo degli incaricati” adottati dal Consiglio di Amministrazione di Openjobmetis S.p.A. nella riunione del 14 settembre 2015 e successivamente confermato in data 4 febbraio 2021 (cfr. allegato 2), in attuazione volontaria di quanto previsto dal Codice di *Corporate Governance* delle società quotate;
8. l'insussistenza di situazioni, anche potenziali, di conflitto di interesse, ai sensi della normativa vigente, con la Società;
9. di essere in possesso di non essere in possesso
di azioni di Openjobmetis S.p.a. ovvero di partecipazioni in società controllate da Openjobmetis S.p.A.;
10. di poter dedicare ai propri compiti, quale membro del Consiglio di Amministrazione della Società, il tempo necessario per un efficace e diligente svolgimento degli stessi, anche tenendo conto dell'impegno connesso alle proprie attività lavorative e professionali – cfr. articolo 3, Principio XII del Codice di *Corporate Governance*;
11. di essere a conoscenza delle conseguenze derivanti dall'eventuale difetto di tali requisiti ai sensi delle disposizioni normative e regolamentari applicabili.

La sottoscritta si impegna inoltre a produrre, su richiesta della Società, la documentazione idonea a confermare la veridicità di quanto sopra dichiarato e a comunicare tempestivamente alla Società, e per essa al Consiglio di Amministrazione, ogni successivo atto o fatto che modifichi le informazioni rese con la presente dichiarazione.

Autorizza, infine, la Società al trattamento dei propri dati personali, ai sensi del Regolamento (UE) 2016/679 e del D.Lgs. 30 giugno 2003, n. 196, ai fini per i quali la presente dichiarazione viene resa, e alla pubblicazione del proprio curriculum vitae e di ogni altra informazione di cui sia richiesta la pubblicazione ai sensi delle vigenti disposizioni di legge, regolamentari e statutarie, nei termini e con le modalità ivi previsti.

La sottoscritta allega alla presente:



- a) documento d'identità;
- b) *curriculum vitae* contenente un'esauriente informativa in merito alle proprie caratteristiche personali e professionali;

OPENJOBMETIS SPA – Agenzia per il Lavoro
Direzione Generale e Uffici
via Marsala, 40/C - 21013 Gallarate (VA)
info@openjob.it - www.openjobmetis.it

Milano, il 7 marzo 2022

(Firma)

LUCIA GIANCASPRO

Nata a Bolzano 16/03/1971 - Residente a Milano



LINGUE:

Italiano: madre lingua
Inglese: fluente

Tedesco: fluente
Francese: buona conoscenza

STUDI:

Università degli Studi di Milano.
Laurea in Giurisprudenza 1997

GLOBAL LEGAL & COMPLIANCE DIRECTOR

Manager internazionale con un ricco bagaglio di competenze multidisciplinari e trasversali, che ha operato in aziende quotate e non. Capace di affiancarsi al Top Management e agli Azionisti nell'offrire efficaci contributi in termini di strategie e indirizzi, anche in contesti di esposizione a rischi di varia natura.

EXPERTISE

- Contrattualistica commerciale/internazionale
- M&A
- Pareristica
- Diritto societario
- Contenziosi internazionali
- Processi aziendali
- Corporate Governance in società quotate
- Compliance D.Lgs. 23/01
- Crisis management

SETTORI: IT, Digital, Telecomunicazioni, Energie Rinnovabili, Entertainment

ESPERIENZE LAVORATIVE

ODEON Cinemas Group - Milano - 11.000 dipendenti - 1 billion €

2020 – oggi

ODEON Cinemas Group è il più grande operatore cinematografico d'Europa. Gestisce oltre 360 cinema in 14 paesi europei. È controllato al 100% da AMC, il più grande gruppo cinematografico al mondo, quotato al NYSE.

LEGAL AND COMPLIANCE DIRECTOR SOUTHERN EUROPE REGION - Italia, Spagna, Germania e Portogallo

Componente del Senior Team della Region

Componente dell'Organismo di Vigilanza ai sensi del D.Lgs. 231/01

da giugno 2021

Mission ➔ Attivare i processi e i presidi della Region per gestire la Pandemia da Covid-19 e ridurre i costi fissi

Principali Risultati e Progetti

- ▲ Gestione dell'evoluzione della pandemia con grande **soddisfazione** degli stakeholders
- ▲ Negoziazione dei contratti di locazione per far fronte alla chiusura delle sale per Covid-19 con un saving di **30 ml €**
- ▲ Gestione della corporate governance al fine di ottenere i necessari **finanziamenti**

BUONGIORNO S.p.A. (Ora DOCOMO Digital Ltd) - Milano/Londra - 1.000 dipendenti - 250 ml €

2014 – 2019

NTT DOCOMO, leader della telefonia mobile, quotata alla Borsa di Tokyo, acquisisce Buongiorno S.p.A., quotata alla Borsa Italiana sino al 2012, multinazionale leader nella creazione e distribuzione di contenuti digitali per operatori di telefonia mobile ed Internet in 57 paesi e nasce DOCOMO Digital Ltd, multinazionale di contenuti e pagamenti digitali.

LEGAL & COMPLIANCE DIRECTOR

Membro dell'Executive Team

Membro del Consiglio di Amministrazione di DOCOMO Buongiorno S.p.A.

Managing Director di DOCOMO Digital Fine Trade G.m.b.H.

luglio 2018 - marzo 2019

Membro dell'Organismo di Vigilanza ex D.Lgs. 231/01

Mission ➔ DOCOMO Digital Ltd: Creare e gestire un team di compliance per consentire la vendita di servizi di pagamento in Europa e in Asia

BUONGIORNO S.p.A.: Ridisegnare e gestire i team legali presenti nei vari paesi per garantire un'assistenza uniforme ed efficiente in tutte le giurisdizioni interessate

Principali Risultati e Progetti

- ▲ Partecipazione alla realizzazione di una di profonda **ristrutturazione organizzativa**, consistente nella separazione dell'intera organizzazione del Gruppo in due Business Units indipendenti con l'obiettivo di **cedere** una delle due
- ▲ Project leader di una task force internazionale legale e finanziaria, focalizzata su un progetto di **ristrutturazione societaria** che ha coinvolto oltre **venti** operazioni di **M&A**
- ▲ **Implementazione** del GDPR in oltre venti società europee

- ▲ Gestione di successo di una importante transazione giudiziaria con una prestigiosa **società USA** del settore media
- ▲ Chiusura con soddisfazione dell'azionista di circa **80 contenziosi** promossi da WASPA (Wireless Application Service Provider Association) contro Buongiorno in Sud Africa
- ▲ **Project leader** di diverse operazioni di **M&A** tra cui: la Vendita di una società di Gaming italiana a un gruppo finlandese, il processo di vendita di una banca tedesca a un gruppo indiano e la gestione del **Delisting** di una società tedesca quotata.

FALCK RENEWABLES S.p.A. - Milano - 500 dipendenti - 370 ml €

2011 – 2013

Multinazionale italiana quotata alla Borsa Italiana nel settore delle energie rinnovabili

GENERAL COUNSEL

Membro del Consiglio di Amministrazione in società controllate italiane e estere

Membro dell'Organismo di Vigilanza ex D.Lgs. 231/01

Mission ➡ Rimodellare la funzione legale a seguito di una profonda trasformazione societaria e di management

Principali Risultati e Progetti

- ▲ Chiusura di un Project Finance da **26 ml €** per la costruzione e lo sviluppo di un parco eolico
- ▲ Gestione di un importante **contenzioso**, con implicazioni di diritto civile, penale e amministrativo

FASTWEB S.p.A. - Milano - 2.500 dipendenti - 2,4 billion €

2007 – 2011

FASTWEB S.p.A., quotata alla Borsa Italiana fino al 2011, è il terzo operatore di telefonia fissa in Italia

HEAD OF CORPORATE AFFAIRS

Segretario del Consiglio di Amministrazione e dei comitati endoconsiliari

Mission ➡ Gestire in toto il Consiglio di Amministrazione, i Comitati endoconsiliari e le Authorities di Vigilanza e di Controllo

Principali Risultati e Progetti

- ▲ **Project leader** del processo di delisting della società.
- ▲ Corporate legal advisor nella **task force di crisi**, focalizzata su complesso contenzioso penale in cui FASTWEB fu coinvolta. Tale vicenda ha avuto una forte risonanza mediatica e alla fine del processo, i top manager furono tutti assolti

UNICREDIT S.p.A. – Milano - 160.000 dipendenti - 28 billion €

2006 – 2007

UniCredit S.p.A., quotata alla Borsa di Milano e Francoforte, è una delle maggiori banche italiane

CORPORATE LEGAL ADVICE

Mission ➡ Gestire il processo di aggregazione in seguito dell'acquisizione di Hypo-Vereinsbank and Bank Austria

Principali Risultati e Progetti

- ▲ Partecipazione attiva al team per lo **Squeeze-Out** di Hypo-Vereinsbank e Bank Austria
- ▲ Partecipazione attiva al team dell'**IPO** di UniCredit in Polonia

I.NET S.p.A. - Milano - 250 dipendenti - 250 ml €

2000 – 2006

I.NET S.p.A., società quotata, è stata il primo application infrastructure provider per il mercato business in Italia

RESPONSABILE AFFARI LEGALI E SOCIETARI

Mission ➡ Creare ex novo la funzione Affari Legali e Societari

UNISOURCE ITALIA S.p.A. - Milano - 250 dipendenti - 250 ml €

1997 – 2000

Unisource Italia S.p.A. è stato un operatore telefonico controllato al 100% da Unisource NV

LEGAL AND REGULATORY AFFAIRS SPECIALIST

Mission ➡ Fornire consulenza legale alle funzioni interne della società, con focus al supporto legale all'area commerciale

ALTRE ESPERIENZE

2018 - 2021

Amministratore Indipendente e Presidente Comitato Nomine e Remunerazioni di Piovan S.p.A., quotata alla Borsa Italiana

5. Proposal to approve a plan for the free assignment of rights to receive ordinary Company shares entitled “2022-2024 Performance Shares Plan”; related and ensuing resolutions.

With reference to the fifth point on the agenda, we hereby submit for your attention, in accordance with Article 114-bis, paragraph 1, of Italian Legislative Decree No 58/1998, a plan for the free assignment of rights to receive, also free of charge, ordinary Openjobmetis shares, subject to the achievement of certain *performance* targets and to a variable extent depending on the percentage of achievement of the same, called the 2022-2024 *Performance Shares Plan* (the "**Plan**"), reserved for directors vested with special offices and/or executives pursuant to the Corporate Governance Code as well as key management personnel and other key personnel in strategic or operational matters with an open-end employment contract, classified as middle managers or senior managers of the Company.

The framework of the Plan was defined by the Board of Directors, acting on a proposal from the Remuneration Committee.

The characteristics and purposes of said Plan are illustrated in the Information Document drafted by the Company pursuant to Article 84-bis of the Regulation adopted by Consob through Resolution No 11971 of 14 May 1999 (the “Issuer Regulation”), made available to the public at the registered office, on the Company website, www.openjobmetis.it, as well as according to the procedures and time frames laid down in the legislation in force and set forth in full in the annex to this Report, of which it is an integral part and to which reference should be made.

The Plan is structured into three annual assignment tranches (2022, 2023 and 2024). For each of the three *tranches*, the Board of Directors shall identify the individual Beneficiaries by determining, for each, the base number of shares, i.e. the number of shares to which the Beneficiary will be entitled in the event of achievement of 100% of the performance targets according to the terms and conditions laid down in the Plan. The base number of shares determined for a Beneficiary shall be the same for all *tranches* for which that person is identified as a Beneficiary.

The rights to receive shares will accrue in relation to the achievement of certain adjusted cumulative and consolidated EBITDA and *Total Shareholder Return* (“TSR”) values and to a variable extent depending on the percentage of achievement of the same (with a *pay-out* of 50% if the minimum target is achieved and a maximum of 120% in the event of *overperformance*). Each of these indicators has a relative weight of 50% of the total of the base number of shares. A sustainability demultiplier will be applied to the number of Shares that would be awarded as a result of the verification of the achievement of the performance targets, whose value is determined according to the ESG risk rating of the Company in the evaluation model of a leading company in the sector. With reference to the first *tranche*, the adjusted cumulative and consolidated EBITDA target is equal to the sum of the consolidated adjusted EBITDA indicated in the annual consolidated budgets for the years 2022, 2023 and 2024, while the TSR-based target is considered achieved if the Company's TSR is in the third quartile of the TSRs of the companies in the selected panel (FTSE Italia STAR). The *performance* targets based on EBITDA for the *tranches* following the first one will be identified by the Board of Directors, having consulted the Remuneration Committee, to the extent of its competence, on the basis of the criteria indicated in the Information Document to which reference should be made.

The assignment of shares to the extent envisaged in the Plan, are subject to the Beneficiary's being under contract with the Company on the date of assignment, as well as the achievement of the minimum *performance* target identified by the Board of Directors with reference to at least one of

the two envisaged performance indicators. The Plan provides for the effects of termination of the employment contract between the beneficiary and the Company before the assignment date with clauses which, according to best practices, distinguish between so-called *bad leaver* scenarios and so-called *good leaver* scenarios, with the former entailing the loss of any right to receive shares, and the latter the keeping of such a right re-proportioned based on the time during which the contract was in effect during the *vesting* period. The Plan provides for lock-up commitments on the part of the Beneficiaries in relation to part of the Shares assigned as well as the usual claw-back clauses, a description of which can be found in the attached Information Document.

The objectives of the Plan are as follows:

- (i) to create value for the Company, by aligning the objectives of the directors, key management personnel and other key personnel of the Company identified as Beneficiaries to the pursuit of the objective of creating value for the Company's Shareholders and of sustainable success in a long-term horizon;
- (ii) to enhance the loyalty of Beneficiaries by increasing the Company's capacity to retain the key resources already found within the Group and the Company's competitive edge on the labour market to attract the best available talents;
- (iii) to align with relevant market best practice and investor expectations.

The maximum number of Company shares, which may be assigned under the Plan is 207,978. The Company intends to use the treasury shares it will hold in the portfolio during the execution of the Plan to service the Plan.

Resolution proposal

The Shareholders' Meeting of Openjobmetis S.p.A. – Agenzia per il Lavoro,

- acknowledging the proposal from the Board of Directors, forming the basis of the explanatory report drafted by it;
- having examined the Information Document drafted by the Board of Directors in accordance with Article 84-bis of the Issuer Regulation,

RESOLVES

- to approve, pursuant to and in accordance with Article 114-bis of the Consolidated Law on Finance (TUF), agreeing with the reasons for so doing, the adoption of a plan for the free assignment of rights to receive ordinary Company shares, called the 2022-2024 *Performance Shares Plan*, subject to the achievement of certain *performance* targets and in a variable amount depending on the percentage of achievement of the same, reserved for directors vested with special offices and/or executives in accordance with the Corporate Governance Code, as well as key management personnel and other key personnel, in strategic or operational matters, with open-ended employment contracts classified as middle managers or senior managers of the Company, by assigning a maximum of 207,978 Company shares, under the terms, conditions and implementation procedures described in the Information Document attached to the Board of Directors' explanatory report;

- to confer on the Board of Directors, with the express right of further delegation to other parties, the broadest powers necessary or appropriate for establishing and fully implementing the 2022-2024 *Performance Shares* Plan, including, but not limited to, the power to:
 - (i) identify the Beneficiaries of the 2022-2024 *Performance Shares* Plan and the performance targets and determine the base number of shares to assign to each in the event of full achievement of the performance targets, on the basis of which the Board of Directors will calculate, at the end of the vesting period, the number of actual shares – lower than or greater to the base number of shares – to be assigned to each of the Beneficiaries according to the level of achievement, or exceeding, of the said performance targets, according to the terms and conditions envisaged in the said plan and, in any event, respecting the maximum number of shares to be used for the plan, as determined by the Meeting;
 - (ii) exercise all the powers and functions assigned to the Board of Directors by the 2022-2024 *Performance Shares* Plan and take the appropriate decisions, with the Board of Directors being entitled, at its discretion and within the limits permitted by the applicable legislation, to make use, in the service of the 2022-2024 *Performance Shares* Plan, of treasury shares held by the Company;
 - (iii) draft and approve the regulations of the Plan and make the amendments and/or supplements deemed necessary and/or appropriate in the event of extraordinary operations and/or legislative or regulatory amendments which affect the Company and/or the Group, in order to ensure the essential and economic content of the 2022-2024 *Performance Shares* Plan remain unchanged with respect to the targets and purposes pursued by the same, within the limits allowed by the legislation applicable at any given time; and
 - (iv) provide information to the market, draft and/or finalise any document necessary or appropriate in relation to the 2022-2024 *Performance Shares* Plan, in accordance with the applicable legislative and regulatory provisions, as well as, in general, the implementation of these resolutions.

Openjobmetis S.p.A.

INFORMATION DOCUMENT RELATED TO THE PERFORMANCE SHARES 2022-2024
PLAN RESERVED FOR OPENJOBMETIS DIRECTORS AND EMPLOYEES

(drafted pursuant to Article 84-ter of Consob Regulation no. 11971 of 14 May 1999, as subsequently amended and supplemented)

16 March 2022

INTRODUCTION

This information document (the "**Information Document**"), drafted pursuant to Article 84-*bis* and Chart 7 of Attachment 3A of CONSOB Regulation no. 11971 of 14 May 1999, as subsequently amended and supplemented (the "**Issuers' Regulation**"), concerns the proposal to adopt the medium to long term incentive plan for directors with certain specific roles and/or executives pursuant to the Corporate Governance Code as well as other executives with strategic responsibilities and key employees, from a strategic or operational standpoint, with full time subordinate work contracts with Openjobmetis S.p.A. (the "**Company**" or "**Openjobmetis**"). The Incentive Plan grants a free right to receive Company shares for free on condition of meeting certain specific performance goals and a number of additional conditions foreseen by the same plan (henceforth the "**Performance Shares 2022-2024 Plan**" or the "**Plan**").

The aforementioned Plan adoption proposal, approved by the Board of Directors of Openjobmetis on 16 March 2022, will be submitted to the approval of the Shareholders' Meeting convened on 19 April 2022 pursuant to Art. 114-*bis* of Italian Legislative Decree no. 58 of 24 February 1998 as subsequently amended and supplemented (the "**TUF**"), seeing as it is also intended for directors and managers with strategic responsibilities.

At the date of this Information Document, the Plan adoption proposal has not yet been approved by the Company's Shareholders' Meeting, therefore:

- (i) this Information Document is drafted exclusively on the basis of the content of the Plan adoption proposal approved by the Company's Board of Directors on 16 March 2022;
- (ii) all reference to the Plan contained in this Information Document must be understood to refer to the Plan adoption proposal.

The information foreseen by Chart no. 7 of Attachment 3A of the Issuers' Regulations that are not contained in this Information Document will be provided, if available, during the Plan's implementation phase, pursuant to art. 84-*bis*, paragraph 5, lett. a) of the Issuers' Regulations.

DEFINITIONS

For the purpose of this Information Document the terms listed below have the meaning specified below for each of them:

Directors	refers to the members of the Board of Directors qualified as executives pursuant to the Corporate Governance Code and/or the directors assigned with specific positions.
Shares	refers to ordinary Openjobmetis shares.
Beneficiaries	refers to the Directors, Managers with strategic responsibilities and other key Employees, from a strategic or operational standpoint, that will be identified by name, even on different dates or with reference to one or more Tranches, by the Board of Directors at its own unquestionable discretion, having heard the opinion of the Remuneration Committee, among the subjects assigned with relevant functions from a strategic or operational point of view within the Company or in any case that provide a significant contribution in the pursuit of the Company's and the Group's objectives.
Corporate Governance Code	refers to the Corporate Governance Code for listed companies approved in January 2020 by the Corporate Governance Committee.
Remuneration Committee	refers to the remuneration committee instituted within the Board of Directors pursuant to the Corporate Governance Code.
Board of Directors	refers to Openjobmetis' Board of Directors in office at any one time.
Date of Share Allocation	with reference to each Tranche and to each Beneficiary, it refers to the date of allocation of the Shares, which falls between the Verification Date and the thirtieth Business Day after the Verification Date.
Date of Right Allocation	with reference to each Tranche and each Beneficiary, it indicates the date of the Board of Directors' resolution which identifies the Beneficiary, the allocation of the Right to Receive Shares to the same Beneficiary and the calculation of the Base Number of Shares that may be allocated based on the terms and conditions that will be indicated in this Regulation.
Verification Date	refers to the date on which the Board of Directors verifies when the Share Allocation conditions pursuant to this Plan have been met subsequent to the approval by the Company's Shareholders'

Meeting of the financial statements for the business year ending on 31 December of the last Vesting Period in operation and in any case within the fifteenth Business Day after the approval of said financial statements.

Employees

refers to Company employees with a subordinate full time work contract registered in the appropriate Company register and classified as middle managers or executives.

Executives with strategic responsibilities

refers to executives with strategic responsibilities within the Company as defined by the international accounting standards adopted according to the procedure referred to in Art. 6 of Regulation (EC) no. 1606/2002, to which Consob Regulation no. 17221 of 12 March 2010, containing provisions on related party transactions, makes reference.

Right to Receive Shares

refers to the conditional, free and non-transferable right by deed *inter vivos*, to receive Shares at no cost to the extent and under the terms and conditions foreseen by the Regulation, if certain specific Performance Objectives are reached.

Adjusted Consolidated EBITDA

indicates the profit/(loss) for the period, before income taxes, net financial expense, amortisation/depreciation, provisions and impairment losses, and before any non-recurring income (expense) resulting from the Consolidated Financial Statements of the Company; it should be noted that, if the Consolidated Financial Statements based on which the Performance Objectives were calculated do not include an adjusted EBITDA amount, for the purpose of this Plan, the consolidated EBITDA will be used.

Adjusted Cumulative Consolidated EBITDA

indicates, for each Tranche, the sum of the Adjusted Consolidated EBITDA values for three business years included in the relevant Vesting Period, meaning (i) the business years ending on 31 December 2022, 2023 and 2024 for the first Tranche; (ii) the business years ending on 31 December 2023, 2024 and 2025 for the second Tranche and (iii) the business years ending on 31 December 2024, 2025 and 2026 for the third Tranche.

ESG Risk Rating

refers to the rating assigned to the Company on an annual basis for the environmental, social and corporate governance areas by Sustainalytics, one of the leading ESG research, rating and data companies.

Business Day

refers to each calendar day excluding Saturdays and Sundays and

any other days when banks are not, as a rule, open in Milan for usual business.

Group

refers to the Company and its subsidiaries pursuant to article 2359 of the Italian Civil Code.

Lock-Up Commitment

the irrevocable commitment towards the Company not to directly or indirectly engage in sale transactions, provisions and/or in any transactions which aim to or as a result of which, whether directly or indirectly, the Shares awarded as part of the Plan may be assigned or transferred to third parties for whatever reason and in whatever form to the extent and under the conditions provided for by the Plan itself.

Base Number of Shares

indicates, for each Beneficiary, the number of Shares that the same will be entitled to on achieving 100% of the Performance Objectives under the terms and conditions foreseen by the Regulation.

Performance Objectives

refers to the performance objectives, measured with reference to each Vesting Period, the achievement of which the Allocation of the Shares to each Beneficiary depends, as identified by the Board of Directors, having heard the opinion, for that falling under its remit, of the Remuneration Committee and calculated with reference to the following indicators:

- Adjusted Cumulative Consolidated EBITDA, and
- relative Total Shareholder Return calculated compared to the TSRs of the Panel Companies.

Vesting Period

refers to the period, starting on 1 January of the business year which assigns the Right to Receive Shares at 31 December of the third year after the allocation of the Right to Receive Shares (meaning 1 January 2022-31 December 2024 for the first Tranche, 1 January 2023-31 December 2025 for the Second Tranche and 1 January 2024-31 December 2026 for the third Tranche), with reference to which the achievement of the Performance Objectives of each Tranche shall be verified.

Plan

has the meaning indicated in the Introduction.

Relationship

refers to, on a case per case basis, the subordinate full time employment relationship of the Employee or Executives with Strategic Responsibilities or the relationship resulting from the appointment as Director that exists between the Beneficiary and the Company.

Company

refers to Openjobmetis S.p.A.

Panel Companies

refers to the companies relative to which the Performance Objectives will be verified based on the TSR, meaning (i) for the first Tranche, companies included in the FTSE Italia STAR index on 1 January 2022 and present in the same index as of 31 December 2024, (ii) for the second Tranche, companies included in the FTSE Italia STAR index on 1 January 2023 and present in the same index as of 31 December 2025, and (iii) for the third Tranche, companies included in the FTSE Italia STAR index on 1 January 2023 and present in the same index as of 31 December 2026. It is understood that (A) the companies that are excluded from the FTSE Italia STAR index after 1 January of the first business year of the Vesting Period whose shares continue to be listed shall continue to be taken into consideration for the calculation of the Performance Objectives based on the TSR for that Vesting Period, (B) the companies included in the FTSE Italia STAR index at 1 January of the first business year of the Vesting Period whose shares cease to be listed during the Vesting Period shall no longer be taken into consideration in the calculation of the Performance Objectives based on the TSR for said Vesting Period and (C) the companies that may be included in the FTSE Italia STAR index after 1 January of the first business year of the Vesting Period shall not be considered in the calculation of the Performance Objectives based on the TSR for that Vesting Period.

Third Purchaser

a third party subject other than (a) natural persons or legal entities that on the date of final approval of the Plan Regulation by the Board of Directors directly or indirectly control the Company pursuant to article 2359 of the Italian Civil Code, or (b) the natural persons or legal entities which on the date of final approval of the Regulation by the Board of Directors, are directly or indirectly controlled pursuant to article 2359 of the Italian Civil Code, by one of the subjects listed under the preceding letter (a).

Tranche

refers to the three annual allocation cycles in which the Plan is divided that the Board of Directors may pass resolutions on, respectively, in 2022, 2023 and 2024, each of which has its own Vesting Period.

Total Shareholder Return or TSR

refers to the yield of a share for an investor as calculated for a certain specific period, calculated taking into consideration both the market price variations of the share for said period and the dividends distributed in the same period considered as reinvested in Company shares. For the purpose of calculating the TSR, the Return Index (RI) of the Datastream platform will be

used, and other comparable platforms if unavailable.

Company TSR or TSR OJM

refers to the Total Shareholder Return of the Company's Shares in a specific Vesting Period, in the instances where in order to calculate the Share price variations one shall take as the first term of reference the Share's average price during the 30 days of open trading on the Stock Market prior to 1 January of the first business year of the relevant Vesting Period and as second term of reference the Share's average price in the 30 days of open trading on the Stock Market prior to 31 December of the last business year of the relevant Vesting Period.

TUF

refers to Italian Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented.

1. PLAN BENEFICIARY SUBJECTS

The Plan is intended for Directors, Managers with strategic responsibilities other than Directors and other key Employees, from a strategic or operational standpoint, that will be identified by name, even on different dates or with reference to one or more Tranches, by the Board of Directors at its own unquestionable discretion, having heard the opinion of the Remuneration Committee, among the subjects assigned with relevant functions from a strategic or operational point of view within the Company or in any case that provide a significant contribution in the pursuit of the Company's and the Group's objectives.

The Plan is to be considered - pursuant to art. 114-*bis*, paragraph 3 of the TUF and art. 84-*bis*, paragraph 2, lett. a) of the Issuers' Regulations - a "*plan of particular relevance*" seeing as the Beneficiaries that are identified by the Board of Directors may be directors and executives with strategic responsibilities within the Company.

1.1 Nominal indication of the beneficiaries who are members of the Board of Directors or of the Financial Instrument Issuer Management Board, the companies controlling the issuer and the companies that are directly or indirectly controlled by the latter.

On the date of this Information Document it is not possible to identify by name the Beneficiaries who might be members of the Board of Directors who will be assigned the Right to Receive Shares, seeing as at the moment the nominal identification of the Beneficiaries shall be made pursuant to the Plan after the approval of the Plan itself by the Company's Shareholders' Meeting as better specified in Paragraph 1.2 below.

The nominal identification of the Beneficiaries that are members of the Board of Directors and the other information foreseen by paragraph 1 of Chart 7 of Attachment 3A of the Issuers' Regulations shall be provided according to the procedures and terms indicated by art. 84-*bis*, paragraph 5, lett. a) of the Issuers' Regulations.

1.2 Categories of the financial instrument issuer's employees or collaborators and of the controlling and controlled companies of said issuer.

The Plan is restricted to directors holding certain specific positions and/or executives pursuant to the Corporate Governance Code as well as executives with strategic responsibilities and other key Employees, from a strategic or operational standpoint.

The identification of the Beneficiaries for each Tranche will be made by the Board of Directors, at their unquestionable discretion, following a proposal by the Managing Director and a prior opinion from the Remuneration Committee, for Beneficiaries other than the Managing Director and as proposed by the Remuneration Committee where the Beneficiary of the Plan is the Managing Director and - in the instances regulated by art. 2389, third paragraph, of the Italian Civil Code - after having heard the opinion of the Board of Statutory Auditors.

1.3 Nominal identification of subjects benefiting from the plan included in the groups indicated under point 1.3, letters a), b) and c), of Attachment 3A of Chart 7 of the Issuers' Regulations

a) Issuer's General Directors

Not applicable in so far as at the time of this Information Document the Company had not appointed any General Directors.

b) Other directors with strategic responsibilities of the financial instrument issuer that is not classed as a "minor entity", pursuant to article 3, paragraph 1, lett. f) of Regulation no. 17221 of 12 March 2010, if over the course of the year they have received total fees (obtained by summing cash fees and fees based on financial instruments) greater compared to the highest total fees among those assigned to the members of the Board of Directors, or the Management Board, and the general directors of the financial instruments issuer

Not applicable seeing as the Company does qualify as a "minor entity" company pursuant to article 3, paragraph 1, lett. f) of Regulation no. 17221 of 12 March 2010.

c) Natural Persons controlling the share issuer, whether employees or that work as collaborators for the share issuer

Not applicable seeing as no natural persons have control over Openjobmetis that are Plan beneficiaries.

1.4 Description and numerical indication of the beneficiaries, divided by the categories indicated under point 1.4, letters a), b) and c) of Attachment 3A of Chart 7 of the Issuers' Regulations.

a) Description and number of executives with strategic responsibilities other than those indicated under letter b) of paragraph 1.3

Not applicable seeing as the Company does qualify as a "minor entity" company pursuant to article 3, paragraph 1, lett. f) of Regulation no. 17221 of 12 March 2010.

b) For "minor entity" companies, pursuant to article 3, paragraph 1, lett. f) of Regulation no. 17221 of 12 March 2010, the aggregate indication for all executives with strategic responsibilities of the financial instrument issuer

At the date of this Information Document it is not possible to identify any of the Plan's Beneficiaries, seeing as the nominal identification of the Beneficiaries shall be made pursuant to the Plan after the approval of the Plan itself by the Company's Shareholders' Meeting as better specified in Paragraph 1.2 above.

The aggregate indication of the Beneficiaries that are Executives with strategic responsibilities and the other information foreseen by paragraph 1 of Chart 7 of Attachment 3A of the Issuers' Regulations shall be provided according to the procedures and terms indicated by art. 84-bis, paragraph 5, lett. a) of the Issuers' Regulations.

c) Description of any other employee or collaborator categories for whom specific plan characteristics have been foreseen

(for example executives, managers, white collar workers, etc.)

There are no Employee categories for which specific Plan characteristics have been foreseen.

2. REASONS BEHIND THE ADOPTION OF THE PLAN

2.1 Objectives that the plan allocation are intended to meet.

The objectives of the Plan are as follows:

- (i) create value for the Company, by aligning the objectives of the Directors, Executives with strategic responsibilities and other key Employees of the Company identified as Beneficiaries to the pursuit of the objective of creating value for the Company's Shareholders and of sustainable success in a long-term horizon;
- (ii) enhance the loyalty of Beneficiaries by increasing the Company's capacity to retain the key resources already found within the Group and the Company's competitive edge on the labour market to attract the best available talents;
- (iii) to align with relevant market best practice and investor expectations.

2.2 Key variables, even in the form of performance indicators considered for the purpose of assigning the plans based on financial instruments.

The accrual of the Right to Receive Shares and, therefore, the Allocation of the Shares to the extent established in accordance with the Plan, are subordinate to the fulfilment of the following conditions:

- (i) that on the Date of Share Allocation there is a Relationship between the Beneficiary and the Company, without prejudice to Paragraph 4.8 below; and
- (ii) that the Minimum Performance Objective has been achieved with reference to at least one of the following performance indicators, each carrying a relative weight of 50% (without prejudice to the effect of the Sustainability Demultiplier for which see Paragraph 4.5 below):
 - Adjusted Cumulative Consolidated EBITDA, and
 - the Company's relative Total Shareholder Return calculated compared to the TSRs of the Panel Companies.

2.3 Elements on which the calculation of the entity of the fee based on financial instruments is determined, or the criteria for its calculation.

For each of the three Tranches, the Board of Directors will identify by name, having heard the opinion of the Remuneration Committee, the Beneficiaries assigning to each of them the Right to Receive Shares and calculating, for each of them, the Base Number of Shares, meaning the number of Shares that each Beneficiary is entitled to if 100% of the Performance Objectives are reached according to the terms and conditions foreseen by the Plan.

The identification of the Beneficiaries for each Tranche and the calculation of the Base Number of Shares that may be assigned to each Beneficiary will be made by the Board of Directors, at their unquestionable discretion, as proposed by the Managing Director and with a prior opinion from the

Remuneration Committee, for Beneficiaries other than the Managing Director and as proposed by the Remuneration Committee where the Beneficiary of the Plan is the Managing Director and - in the instances regulated by art. 2389, third paragraph of the Italian Civil Code - having heard the opinion of the Board of Statutory Auditors, having regard for the Company's interests, taking into account, among other things, the importance of the resource in relation to Company results, the strategic relevance of the position held within the Company, the resource's potential and every other element that may be useful or relevant with regard to the objectives of creating value for the Company and the Group as reflected in the definition of the Performance Objectives. The Base Number of Shares determined for a Beneficiary shall be the same for all Tranches of which such person is identified as a Beneficiary.

2.4 Reasons for any decision to assign compensation plans based on financial instruments not issued by the issuer of financial instruments, such as financial instruments issued by subsidiaries or controlling companies or third party companies in terms of Group membership; if said instruments are not traded on regulated markets, information on the criteria used to establish the value to be assigned to them.

The Plan does not foresee the allocation of compensation based on financial instruments other than those issued by the Company.

2.5 Considerations regarding significant implications of a tax and accounting nature that have had a bearing on the definition of the plans.

No particular implications of a tax and/or accounting nature have had a bearing on the definition of the plans.

2.6 Possibility of gaining support for the plan from the Special Fund for the promotion of employee interest in companies, pursuant to article 4, paragraph 112, of Law no. 350 of 24 December 2003.

The Plan does not receive any support from the Special Fund for the promotion of employee interest in companies, pursuant to article 4, paragraph 112, of Law no. 350 of 24 December 2003.

3. PROCEDURE FOR APPROVAL AND TIMEFRAME FOR THE ALLOCATION OF THE SHARES

3.1 Scope of the powers and functions delegated by the Shareholders' Meeting to the Board of Directors in order to implement the plan.

The Plan was approved by the Board of Directors on 16 March 2022, based on the findings of the preparatory work carried out by the Remuneration Committee. On the same date, the Board of Directors resolved to submit the Plan to the approval of the Company's Shareholders' Meeting pursuant to Art. 114-*bis* of the TUF.

At the Company's Shareholders' Meeting it will also be proposed that the Board of Directors be granted the broadest required and advisable power to arrange and ensure complete and integral implementation of the Plan included herein, by way of non-limiting example, the power to (i) identify the Beneficiaries and the Performance Objectives, (ii) calculate the Base Number of Shares to be allocated to each Beneficiary,

based on which the Board of Directors will calculate the number of actual Shares to be allocated to each Beneficiary based on the level of achievement, or possible exceeding, of the same Performance Objectives, under the terms and conditions foreseen by the same plan and, in any case, within the maximum number of shares to be allocated to the plan as established by the Shareholders' Meeting, (iii) exercise all powers and functions assigned to the Board of Directors by the Plan and make all necessary decisions, (iv) make Treasury Shares owned by the Company available for the Plan; (v) draft and approve the Plan Regulation and introduce the amendments and/or integrations that may be considered necessary and/or advisable in the event of extraordinary transactions that concern the Company and/or the Group; and (iv) take steps to inform the market, draft and/or finalise every document required or advisable for the Plan, pursuant to applicable legislative and regulatory provisions, as well as, generally speaking, the adoption of the resolutions passed by the Shareholders' Meeting with regard to the Plan.

The descriptive report by the Board of Directors containing the resolution proposal is made available in accordance with the terms and conditions set by law.

3.2 Indication of the subjects appointed to manage the plan and their role and competence.

The body responsible for the management of the Plan is the Board of Directors which, in exercising the powers granted to it by the ordinary Shareholders' Meeting with regard to the Plan, may delegate its powers, assignments and responsibilities in relation to the execution, management and administration of the Plan to one or more of its members.

The Remuneration Committee shall provide consultation and proposal advice with regard to the implementation of the Plan, according to the recommendations of the Corporate Governance Code.

3.3 Existing procedures, if any, for the revision of the plans in relation to possible variations in the basic objectives.

If, during the Vesting Period, one or more Third Purchaser purchase a number of Shares such as to entail the acquisition of control of the Company pursuant to Article 2359, paragraph 1, numbers 1) and 2), of the Italian Civil Code or if the launch of a takeover bid or exchange offer on the Shares (the "**Offer**") is notified pursuant to Articles 102 et seq. of the TUF, this will constitute an incidence of acceleration of the accrual of the right granted to the Beneficiary for the current Tranche(s) with the consequence that the Beneficiary will be assigned, in advance, the Shares deriving from the accrual of the right in a number to be determined by the Board of Directors taking into account the portion of the Vesting Period elapsed also independently from the actual achievement of the Performance Objectives. In the event of an Offer, the Shares will be allocated in time to allow the Beneficiary to accept the Offer. In such event, the Lock-Up Commitments will be terminated.

In the event of extraordinary transactions on the capital of the Company, such as, by way of example but not limited to, mergers, spin-offs, reductions in share capital due to losses through cancellation of Shares, increases in the share capital of the Company, whether free of charge or against payment, regrouping or splitting of Shares or legislative or regulatory changes or other events likely to affect one or more of the indicators and/or the Sustainability Demultiplier and/or the Plan, the Board of Directors shall have the power, having heard the Remuneration Committee, to make the amendments and additions deemed necessary and/or appropriate to the Plan, the Regulation and/or the Participation Proposal, in order to keep

the essential and economic contents of the Regulation as unchanged as possible, in compliance with the objectives and purposes pursued by the same.

Such changes and additions may relate to the Base Number of Shares, Performance Objectives, Indicators, the Sustainability Demultiplier, and the Vesting Period. The Board of Directors may suspend the Allocation of the Shares for a period of up to three months in order to be able to make its decisions on the above.

See Paragraph 4.9 below in relation to the delisting of the Company's shares during the Vesting Period.

3.4 Description of the procedures by which the availability and allocation of the financial instruments on which the plans are based can be calculated (for example: free allocation of shares, capital increases with the exclusion of the option right, purchase and sale of treasury shares).

On the date of this Information Document the Company owns no. 357,544 treasury shares. The maximum number of Shares required for the Plan amounts to no. 207,978. The Company intends to use the treasury shares it will hold in its portfolio during the execution of the Plan.

3.5 Role performed by each director in establishing the characteristics of the aforementioned plans; any instance of conflicts of interest for the directors involved.

The characteristics of the Plan to be submitted to the approval of the Company's Shareholders' Meeting, pursuant to and for the effects of art. 114-*bis* of the TUF, have been established in collegial form by the Board of Directors, with the proactive and advisory support provided by the Remuneration Committee and complying with the conclusions reached by the same Committee, as recommended by the Corporate Governance Code and in line with the Company's best practices on the matter.

Among the categories of Plan Beneficiaries there are also Directors assigned specific positions.

Any Board resolution assigning the Right to Receive Shares to Beneficiaries who hold Directorships shall be adopted in compliance with applicable regulatory provisions.

3.6 For the purpose of the requirements of art. 84-*bis*, paragraph 1, the date of the decision reached by the competent organism to submit the approval of the plans to the Shareholders' Meeting and of any proposal formulated by the Remuneration Committee.

The Remuneration Committee has outlined the Plan's architecture through preparatory work that took place starting from 4 October 2021. On 15 February 2022, the Committee set out the guidelines for the Plan and on 24 February 2022 referred to the Board of Directors the outcome of the activities undertaken. Finally, the Committee passed a resolution on the final proposal to be submitted to the Board of Directors relative to the Plan on 11 March 2022.

On 16 March 2022, the Board of Directors, as proposed by the Remuneration Committee, passed a resolution to approve the Plan adoption proposal and to submit the same to the approval of the Shareholders' Meeting.

3.7 For the purpose of the requirements of art. 84-*bis*, paragraph 5, lett. a), the date of the decision reached by the competent organism regarding the allocation of the instrument and the proposal submitted to the aforementioned organism that may have been formulated by the Remuneration Committee.

The Plan is subject to approval by the Shareholders' Meeting on 19 April 2022. After the Shareholders' Meeting, if the Plan and the related accessory resolutions are approved, the Board of Directors will meet to pass the relevant resolutions for the implementation of the Plan itself.

According to the terms of the Plan, the Board of Directors may identify the Beneficiaries for each Tranche, once the Plan has been approved by the Shareholders' Meeting, even in more than a single Date of Right Allocation, providing it is within the following periods, respectively;

- (a) from the date of approval of the Company's financial statements for the year ended 31 December 2021 through 30 June 2022, for the first Tranche;
- (b) from the date of approval of the Company's financial statements for the year ended 31 December 2022 through 30 June 2023, for the second Tranche;
- (c) from the date of approval of the Company's financial statements for the year ended 31 December 2023 through 30 June 2024, for the third Tranche.

The resolutions that are passed by the Board of Directors for the implementation of the Plan, must be made public pursuant to art. 84-*bis*, paragraph 5, lett. a) of the Issuers' Regulations.

3.8 The market price, recorded on the aforementioned dates, for the financial instruments on which the plans are based, if traded on regulated markets.

The official price of the Shares on the *Mercato Telematico Azionario* (Screen based stock exchange) on the dates detailed in the preceding Paragraph 3.6 was as follows:

15 February 2022	€ 11.70
24 February 2022	€ 9.94
11 March 2022	€ 10.69
16 March 2022	€ 11,18

3.9 For plans based on financial instruments traded on regulated markets, in what terms and according to what procedures does the issuer take into account, when identifying the time frame for allocation of the instruments involved in the implementation of the plans, the possible temporal coincidence between: (i) said allocation and possible resolutions taken on this point by the remuneration committee, and (ii) the distribution of any relevant information pursuant to art. 114, paragraph 1, TUF, for example, in the event that said information is: a. not yet public and likely to positively influence market prices, or b. already published and likely to negatively influence market prices.

The Shares shall only be allocated at the end of the Vesting Period and provided the maturity conditions outlined under Paragraph 2.2 have been met. Consequently, any distribution of privileged information at the time of allocating the Rights would not explain appreciable effects on the Plan caused by the conduct of the Beneficiaries who, at that time, cannot carry out any share trading operations on Shares, seeing as their delivery is deferred to a later time compared to that of allocation of the same Rights.

The procedure for Right allocation and Share delivery will take place, in any case, with full compliance with the information obligations which the Company is required to satisfy, in order to ensure the transparency and fairness of the information provided to the market, and compliance with the procedures adopted by the Company.

4. CHARACTERISTICS OF THE INSTRUMENTS ALLOCATED

4.1 Description of the formats on which the compensation plans based on financial instruments are structured.

The purpose of the Plan is the free allocation of the conditional, free and non-transferable right by deed *inter vivos* to the Beneficiaries, according to the terms and conditions foreseen by the same Plan; free ordinary Company shares dependant on the achievement of specific Performance Objectives and in relation to the degree said Performance Objectives are met, without prejudice to the application of the Sustainability Demultiplier.

4.2 Indication of the period of actual effectiveness of the plan also with reference to any different cycles foreseen.

The Plan is divided into three Tranches of annual allocations (2022, 2023 and 2024), each with its own three-year Vesting Period.

The Performance Objectives for each Tranche are identified by the Board of Directors, having heard the opinion of the Remuneration Committee regarding the aspect under its remit, and shall be measured with reference to the relative Vesting Period and, therefore (i) with reference to the years 2022, 2023 and 2024 for the first Tranche, (ii) with reference to the years 2023, 2024 and 2025 for the second Tranche and (iii) with reference to the years 2024, 2025 and 2026 for the third Tranche.

Following approval by the Company's Shareholders' Meeting of the financial statements for the year closing at 31 December of the last year of the Vesting Period and in any case within the fifteenth Business Day following the approval of said financial statements, the Board of Directors shall assess

whether the conditions detailed under the preceding Paragraph 2.2 have been met and will then proceed to calculate, based on the Base Number of Shares, the actual number of Shares that shall go to each Beneficiary in relation to the level of achievement of the Performance Objectives.

The Company shall proceed to Allocate the actual number of Shares owed to each Beneficiary within 30 Business Days of the Verification Date.

4.3 Plan end date.

The Board of Directors may identify the Beneficiaries of the third and last Tranche by 30 June 2024.

The Allocation of the Shares for the last Tranche must take place within 30 Business Days of the relative Verification Date which may not be more than fifteen Business Days after the date of approval by the Company's Shareholders' Meeting of the financial statements for the year ending on 31 December 2026.

4.4 Maximum number of financial instruments, even in the form of options, allocated each tax year for subjects nominally identified or categories indicated.

The maximum number of Shares that may be assigned pursuant to the execution of the Plan amount to 207,978.

4.5 Plan execution procedures and clauses, specifying whether the actual allocation of the instruments is dependent on the meeting of certain conditions or the successful achievement of specific results, even in terms of *performance*; descriptions of said conditions and results.

As indicated in Paragraph 2.2, the vesting of the Right to Receive Shares and, therefore, the Allocation of the Shares to the extent established based on this Plan, are subordinated to the continuation of the Relationship of the Beneficiary with the Company at the Allocation Date as well as the achievement of the Minimum Objective with reference to at least one of the two performance indicators foreseen by the Plan, meaning the Company's Adjusted Cumulative Consolidated EBITDA and the Total Shareholder Return calculated compared to the TSRs of the Companies included in the Panel.

Each indicator carries a weight equal to 50% of the total Base Number of Shares, so that, by way of example, on achieving 100% of the Performance Objective identified with reference to the Adjusted Cumulative Consolidated EBITDA shall entail the allocation of 50% of the Base Number of Shares and the achievement of 100% of the Performance Objective identified with reference to the Total Shareholder Return shall entail the allocation of the remaining 50% of the Base Number of Shares, as further specified below, without prejudice to the application of the Sustainability Demultiplier.

A. Adjusted Cumulative Consolidated EBITDA

The Performance Target Objective based on the Adjusted Cumulative Consolidated EBITDA (i) with reference to the first Tranche, amounts to the sum of the Adjusted Cumulative Consolidated EBITDA indicated in the annual consolidated budgets for the years 2022, 2023 and 2024 (it being understood that, in the event of approval of multi-year plans, the annual budget that needs to be considered for each year will be the one in the multi-year plan in which the year in question is the first), while (ii) with reference to Tranches subsequent to the first, the Board of Directors may establish the Performance Target Objective based on

the Adjusted Cumulative Consolidated EBITDA for the annual budgets according to the same criteria applied to the first Tranche or with reference to the Adjusted Cumulative Consolidated EBITDA values indicated in the multi-year industrial plans for the relevant Vesting Period (the values in points (i) and (ii) being known as the "Adjusted EBITDA Target Objective" or "**OTER**"). As regards the criteria to be used to assess - as described below - the achievement of the Adjusted EBITDA Target Objective, the principle of the necessary homogeneity between the economic and financial values used for comparison remains in force. Consistently, in the event of extraordinary transactions carried out by the Company (for example, acquisitions or disposals of equity investments or business units) during the year in question (and not included in the budget), the degree of achievement of the aforementioned economic and financial Performance Objectives will be determined by neutralising the economic and financial effects, of whatever type and nature, of the aforementioned extraordinary transactions.

The Adjusted Cumulative Consolidated EBITDA indicator is weighted at 50% of the Base Number of Shares designated for each Beneficiary (the "**First Quota of Shares**"). With reference to the Performance Target Objective based on the Adjusted Cumulative Consolidated EBITDA, each Beneficiary will be allocated a percentage of the First Quota of Shares in accordance with the following table:

% of achievement of the Adjusted EBITDA Target Objective (OTER)	Shares allocated as a % in relation to the First Quota of Shares (PQA)
OTER < 90%	0%
90% ≤ OTER ≤ 100%	50% ≤ PQA ≤ 100%
100% < OTER ≤ 110%	100% < PQA ≤ 120%
OTER > 110%	120%
The intermediate values are calculated by linear interpolation.	

- If the Adjusted Cumulative Consolidated EBITDA for the relevant Vesting Period is under 90% of the Adjusted Cumulative EBITDA Target Objective, the Beneficiary shall not have any right to any percentage of the First Quota of Shares.
- If the Adjusted Cumulative Consolidated EBITDA for the relevant Vesting Period is equivalent to 90% of the Adjusted EBITDA Target Objective ("**Cumulative EBITDA Minimum Objective**"), the Beneficiary shall have the right to 50% of the First Quota of Shares.
- If the Adjusted Cumulative Consolidated EBITDA for the relevant Vesting Period is included between 90% and 100% of the Adjusted EBITDA Target Objective, the Beneficiary shall have the right to a percentage of the First Quota of Shares included between 50% and 100% calculated by linear interpolation.
- If the Adjusted Cumulative Consolidated EBITDA for the relevant Vesting Period is included between 100% and 110% of the Adjusted EBITDA Target Objective, the Beneficiary shall have the right to a percentage of the First Quota of Shares included between 100% and 120% calculated by linear interpolation.
- For values of the Adjusted Cumulative Consolidated EBITDA for the relevant Vesting Period for which the latter exceeds 110% of the Adjusted EBITDA Target Objective, the Beneficiary shall be entitled to a percentage of the First Quota of Shares equal to and no greater than 120%.

B. Total Shareholder Return

The Performance Target Objective based on the TSR is understood as having been met when the Company's TSR is positioned in the third quartile of the TSRs of the Panel Companies ("**TSR Target Objective**"), where the third quartile of TSRs is the value of the distribution of TSRs of the Panel Companies that separates the 25% of higher TSRs from the 75% of lower TSRs.

The TSR indicator is weighted at 50% of the Base Number of Shares designated for each Beneficiary (the "**Second Quota of Shares**"). With reference to the Performance Objective based on the TSR, each Beneficiary will be allocated a percentage of the Second Quota of Shares in accordance with the following table:

Positioning of the Company's TSR (TSR OJM) compared to the TSRs of the Panel Companies.	Shares allocated as a % in relation to the Second Quota of Shares (SQA)
TSR OJM < Median	0%
Median ≤ TSR OJM ≤ Third quartile	50% ≤ SQA ≤ 100%
Third Quartile < TSR OJM ≤ Ninth decile	100% < SQA ≤ 120%
TSR OJM > Ninth Decile	120%
The intermediate values are calculated by linear interpolation.	

- If the Company's TSR is lower than the median of TSRs for Panel Companies, the Beneficiary shall have no right to any percentage of the Second Quota of Shares.
- If the Company's TSR is equal to the median of TSRs for Panel Companies (the "**Relative TSR Minimum Objective**"), the Beneficiary shall have the right to 50% percent of the Second Quota of Shares.
- If the Company's TSR ranges between the median and the third quartile of TSRs for Panel Companies, the Beneficiary shall have a right to a percentage of the Second Quota of Shares ranging between 50% and 100% calculated using the linear interpolation method, where the third quartile of the TSRs is the value of the TSR distribution of Panel Companies that separates the 25% with higher TSRs to the 75% with lower TSRs.
- If the Company's TSR ranges between the third quartile and the ninth decile of the TSRs of the Panel Companies, the Beneficiary shall have a right to a percentage of the Second Quota of Shares ranging between 100% and 120% calculated using the linear interpolation method, where the ninth decile of the TSRs is the value of the TSR distribution of Panel Companies that separates the 10% with higher TSRs to the 90% with lower TSRs.
- If the Company's TSR is higher than the ninth decile of the TSRs of the Panel Companies, the Beneficiary will be entitled to a percentage of the Second Quota of Shares equal to and never exceeding 120%.

The Performance Objective based on the Adjusted Cumulative Consolidated EBITDA and the Performance Objective based on the TSR are independent Performance Objectives. If the Minimum Objective is not exceeded based on one of the two indicators, the Shares based on meeting of the Performance Objective for the other indicator may in any case be assigned.

For the purpose of determining the actual number of Shares to be assigned to the Beneficiary, the number of Shares that would result in being assigned pursuant to the preceding paragraphs shall be multiplied by a so-called sustainability demultiplier due to the ESG Risk Rating of the Company. The sustainability demultiplier (the "**Sustainability Demultiplier**") is determined as follows:

ESG Risk Rating of the Company in the last year of the Vesting Period	Sustainability Demultiplier
Less than or equal to 10	1
Greater than 10	0.90

where, values less than or equal to 10 of the ESG Risk Rating are equivalent to the risk class defined as "negligible risk" in the Sustainalytics assessment model.

4.6 Indication of any availability constraints on the instruments to be allocated or on the instruments resulting from the exercise of options, with particular reference to the terms within which it is allowed or forbidden the subsequent transfer to the same company or to third parties.

Each Beneficiary who is a Director shall be subject to a Lock-Up Commitment in relation to 50% of the Shares assigned to them under the Plan from the Allocation Date until the last day of the twenty-fourth month following the Allocation Date, it being understood that such Beneficiary shall in any event be obliged, even after the expiry of the aforementioned period of unavailability, to hold continuously until the end of its mandate, a number of Shares at least equal to 25% of the Shares assigned to them under the Plan.

Each Beneficiary that is an Executives with strategic responsibilities shall be subject to a Lock-Up Commitment in relation to 50% of the Shares assigned to them under the Plan of the following duration: (i) from the Allocation Date until the last day of the twelfth month following the Allocation Date with respect to 25% of the Shares subject to the Lock-Up Commitment and (ii) from the Allocation Date until the last day of the twenty-fourth month following the Allocation Date with respect to the remaining 25% of the Shares assigned to them under the Plan.

Without prejudice to the provisions of Paragraph 3.3 and to the disposals allowed in order to obtain the funding necessary for the tax and/or contribution obligations of the Beneficiary arising from the Plan, in any case the disposals carried out in compliance with legal or regulatory obligations or in order to adhere to a takeover bid or exchange offer pursuant to the TUF shall remain unaffected.

4.7 Description of any termination conditions with reference to the allocation plans if any of the Beneficiaries engage in hedging operations that enable to neutralise any bans on sales of allocated financial instruments, even in the form of options, or financial instruments resulting from the exercise of said options.

Not applicable.

4.8 Description of the effects resulting from the termination of the employment relationship.

In the event of a termination of the employment Relationship between the Beneficiary and the Company prior to the Share Allocation Date owing to (i) voluntary resignation by the Beneficiary not supported by just cause or by one of the reasons detailed in the subsequent paragraph (even in the event that by the Share Allocation Date the termination of the Relationship has not yet become effective but the Company has received a formal communication to this end from the Beneficiary); (ii) revocation for just cause or lapsing of the mandate as Director; (iii) resignation from the position of Director pursuant to art. 2385, paragraph 1, of the Italian Civil Code or (iv) dismissal for just cause or justified reason, the Beneficiary shall be definitely excluded from any rights granted by the Plan, including the Right to Receive Shares, without the right of the Beneficiary receiving any indemnity and/or reimbursement of any kind (so called bad leaver conditions).

If the Relationship between the Beneficiary and the Company is terminated before the Share Allocation Date owing to (i) mutually agreed contract termination; (ii) retirement or voluntary resignation of the Beneficiary with just cause; (iii) revocation without just cause of the position of Director; (iv) natural lapsing of a Director's term; (v) dismissal without just cause or justified reason; (vi) ensuing permanent physical or mental disability or handicap of the Beneficiary that prevents the continuation of the Relationship or (vii) death of the Beneficiary; the Beneficiary (or his/her heirs or assignees once the heirs have filed their inheritance claim and fulfilled all current tax provisions, as far as they apply), without prejudice to compliance with the obligations, procedures and terms of this Regulation, will have the right to maintain the Right to Receive Shares with reference to a Base Number of Shares that will be recalculated and adjusted based on the time during which the Relationship remained effective during the Vesting Period (so called good leaver conditions).

It is understood that (a) the natural lapsing of the position of Director followed by immediate renewal without interruption shall not be considered a termination of the Relationship between the Beneficiary and the Company and (b) the Right to Receive Shares shall in any case remain pending from the moment when any letter indicating disciplinary proceedings is sent up until the moment the disciplinary proceedings are completed.

The Board of Directors, having heard the opinion of the Remuneration Committee, may reach decisions that are more favourable to the Beneficiaries or reach agreements of different content with each Beneficiary.

4.9 Indication of other possible reasons for cancellation of the plans.

If the Company's shares are de-listed during the Vesting Period, the Plan will cease to be effective and the Board will have the right, at its own unquestionable discretion, having heard the opinion of the

Remuneration Committee, to pass all required resolutions taking into account the criteria set forth in Paragraph 3.3.

4.10 Reasons related to any possible "redemption" provision, by the company, on the financial instruments that are the object of the plan, enacted pursuant to articles 2357 and following of the Italian Civil Code; beneficiaries of the redemption indicating whether the same is only intended for certain categories of employees; effects of the termination of the working relationship on said redemption.

If the achievement of the Performance Objectives has been influenced by wilful or negligent conduct on behalf of the Beneficiary or by behaviour engaged in by the same in violation of the applicable regulations (whether corporate, legal, regulatory or issuing from any other source) or the Performance Objectives have been achieved based on data that prove subsequently to be manifestly incorrect, the Company, without prejudice to its right to be reimbursed of any further damage, will have the right, within the legal prescription terms, to obtain from the Beneficiary the payment of a sum equal to the value of the Shares assigned to the same as calculated on the Allocation Date.

4.11 Any loans or other facilitations that may be granted for the purchase of shares pursuant to Art. 2358 of the Italian Civil Code.

Not applicable.

4.12 Indications of valuations on the expected cost for the company at the date of relative allocation, as calculated based on the terms and conditions already established, in terms of overall amount and in relation to each of the plan's instruments.

The information relative to the overall cost of the Plan will be provided according to the procedures foreseen by art. 84-*bis*, paragraph 5, lett. a) of the Issuers' Regulations.

4.13 Indication of any diluting effects on the share capital brought about by the compensation plans.

The Plan will have no diluting effects on the Company's share capital.

4.14 Any limitations foreseen for the exercise of voting rights and the allocation of the property rights.

Not applicable to the Plan.

4.15 If the shares are not traded on regulated markets, every useful information which may allow a complete assessment of the value that may be assigned to them.

Not applicable to the Plan.

1 4.16 - 4.23

Not applicable

TABLE

Seeing as at the time of this Information Document the Rights to Receive Shares have not been allocated pursuant to the Plan, the Table no. 1 foreseen under paragraph 4.24 of Chart 7 of Attachment 3A to the Issuers' Regulations, will be supplied in accordance with the procedures detailed in art. 84-*bis*, paragraph 5, lett. a) of the Issuers' Regulations.

6. Authorisation to buy back and dispose of treasury shares subject to revocation of the authorisation granted by the Shareholders' Meeting of 30 April 2021; related and ensuing resolutions

With reference to the sixth item on the agenda, it is noted that the authorisation for the Board of Directors for the buybacks of ordinary shares of Openjobmetis S.p.A. pursuant to Article 2357 et seq. of the Italian Civil Code, Article 132 of Italian Legislative Decree no. 58 of 24 February 1998, as amended and supplemented (the “TUF”, Consolidated Law on Finance) and Article 144-bis of the CONSOB Regulation adopted with Resolution no. 11971/1999 and subsequent amendments (the “**Issuers' Regulations**”), granted by the Shareholders' Meeting of 30 April 2021 for a period of 18 (eighteen) months, will expire on 30 October 2022.

In view of the expiry of the aforesaid authorisation and having considered the corporate calendar, in order to allow the Company to continue to be able to buy back, and dispose of, treasury shares, the Board of Directors considers it appropriate to propose that the Shareholders' Meeting issue a new authorisation for the buyback and disposal of treasury shares under the terms described in this Report, prepared pursuant to Article 125-ter of the Consolidated Law on Finance and Article 73 (and annex 3A, schedule no. 4) of the Issuers' Regulations, subject to revocation, for the remaining period, of the authorisation resolved upon by the ordinary shareholders' meeting of 30 April 2021.

1) Reasons for which authorisation to buy back and dispose of treasury shares is requested.

The authorisation to buy back and dispose of (understood as, by way of example only, disposal, exchange, conferral and/or use) treasury shares, as envisaged in this proposal, should be granted in order to allow the Company to:

- have a portfolio of treasury shares available for disposal at any time, in whole or in part, in one or more transactions, and without time limits, provided that it is consistent with the Company's strategy, in the field of capital operations, including the reduction thereof by way of the cancellation of treasury shares, or other extraordinary transactions, including, by way of example only acquisitions, mergers and the like, or financing operations or other operations in respect of which the allocation, exchange, transfer or any other method for the disposal of treasury shares is necessary or appropriate;
- fulfil the obligations arising from share-based incentive plans, programmes for the distribution, for consideration or free of charge, of options on shares or shares to directors, employees and collaborators of the same issuer or to directors, employees and collaborators of its subsidiaries, as well as from programmes for the free allocation of shares to shareholders;
- carry out transactions on treasury shares with a view to medium to long-term investment, including to form long-term holdings, or in other words, to seize market opportunities, including through the buybacks and resale of shares, operating both on the market and (in relation to disposal or use) in the over-the-counter markets or even outside the market, or through accelerated bookbuilding (ABB) procedures or blocks, at any time, in whole or in part, in one or more transactions, and without time limits, provided they are concluded at market conditions;

- launch programmes for the buybacks of treasury shares for the purposes set out in Article 5 of Regulation (EU) No. 596/2014 (Market Abuse Regulation or MAR) - i.e., the reduction of share capital, the fulfilment of obligations arising from debt instruments convertible into shares or from share option programmes or other allocations of shares to employees or members of the Company's board of directors and control bodies or those of its related companies, or any further purpose that may be covered by this regulation in its *pro-tempore* version in force - and/or for the purposes covered by market practices allowed under Article 13 MAR, in accordance with the terms and procedures that are resolved upon by the Board of Directors,

it being understood that, when the reasons that led to the buybacks no longer apply, the treasury shares bought back in accordance with this authorisation may be used for one of the other purposes stated above or sold.

2) Maximum number, category and nominal value of the shares to which the authorisation refers.

The proposal is to authorise the Board of Directors to buy back (fully paid-up) ordinary shares of the Company, each with a unit nominal value of EUR 1.00 (one point zero zero), on one or more transactions, including on a revolving basis, in an amount freely determined by the Board of Directors up to a maximum number of ordinary shares of the Company such as not to exceed 5% of the *pro-tempore* share capital of Openjobmetis S.p.A., having regard to the treasury shares owned either directly or possibly through its subsidiaries, if existing.

According to the current share capital, the maximum number of shares that the Company may hold is 685,600.

It is also proposed to authorise the Board of Directors to dispose of treasury shares in the portfolio, even before the buybacks referred to in the Paragraph above have been completed.

In the event of disposal of treasury shares in the portfolio, additional buyback transactions may be carried out until expiry of the shareholders' meeting authorisation, without prejudice to the quantitative limits established by law, also regarding the number of treasury shares that, from time to time, can be held by the Company or by its subsidiaries, and the conditions established by the Shareholders' Meeting.

3) Information that is useful for the purpose of a full assessment of compliance with Article 2357, paragraphs 1 and 3 of the Italian Civil Code.

In accordance with Article 2357, paragraph 3 of the Italian Civil Code, the nominal value of the treasury shares which the Company may buy back may not exceed one fifth of the share capital, also taking into account for this purpose the shares held by subsidiaries.

The Company's subscribed and paid-up share capital is equal to EUR 13,712,000, represented by 13,712,000 ordinary shares, each with a unit nominal value of EUR 1.00 (one point zero zero).

As at the date of approval of this report, the Company holds 357,544 treasury shares, equal to 1,52% of the share capital of Openjobmetis S.p.A.

In order to allow audits on subsidiaries, specific directives will be issued to them for the timely communication to the Company of any purchase of ordinary shares of the parent company effected pursuant to Article 2359-bis of the Italian Civil Code.

Pursuant to Article 2357, paragraph 1 of the Italian Civil Code, the buybacks permitted within the limits of the distributable profits and available reserves reported in the Company's last duly approved financial statements at the time of execution of each transaction. Only fully paid-up shares can be bought back.

It should be noted that in the Company's draft financial statements for the financial year ended 31 December 2021 – approved by the Board of Directors and submitted for approval by the Shareholders' Meeting scheduled, in a single call, for 19 April 2022, and also called to resolve on this proposal for authorisation to buy back and dispose of treasury shares – profits and reserves that are available and freely distributable have been reported as totalling EUR 107,644.00.

It is understood that compliance with the conditions required by Article 2357, paragraphs 1 and 3 of the Italian Civil Code for the buybacks shall be verified at the time of completion of each authorised buyback, also taking into account any further restrictions that have subsequently arisen.

It should be noted that, when transactions to buy back and dispose of treasury shares take place, the Company shall make the necessary accounting entries, in compliance with the provisions of the law and applicable accounting standards.

4) Duration of the authorisation.

The Board of Directors proposes that the authorisation to buy back treasury shares is granted for the maximum duration permitted by Article 2357, paragraph 2 of the Italian Civil Code and therefore for a period of 18 months from the date on which the Shareholders' Meeting passes the relevant resolution. The Board may carry out the authorised transactions at any time, including on a revolving basis and for fractions of the maximum authorised quantity, according to the schedule deemed to be in the Company's best interest, so that, however, at any time, the amount of shares subject to the proposed buyback and held by the Company does not exceed the limits laid down by the law and the authorisation of the Shareholders' Meeting and in accordance with the applicable law and regulation provisions in force at the time.

The aforesaid 18-month time limit shall not apply to any transaction to dispose of and/or use treasury shares that may have been bought back in accordance with the Shareholders' Meeting authorisation in order to have maximum flexibility in the absence of regulatory restraints in this regard.

5) Minimum and maximum consideration.

The share purchase price shall be identified on a time by time basis, considering the procedures chosen for carrying out the transaction, share price trends and the best interest of the Company, and in compliance with any applicable Italian and EU law and regulation provisions in this regard or

with the permitted market practices *pro tempore* in force where the conditions are met and the decision is made to use them.

The price shall comply with the provisions of Article 3, paragraph 2 of the Delegated Regulation (EU) 2016/1052, i.e. on the date of this report, not higher than the higher of the price of the last independent transaction and the price of the current highest independent purchase offer on the trading venue where the purchase is made or in compliance with the regulations in force at the time. In any event, purchases must be made at a price per share that shall not be more than 10% lower or higher than the official stock market price of the shares recorded by Borsa Italiana S.p.A. in the stock exchange session of the day preceding each transaction.

Transactions to dispose of the treasury shares in the portfolio, if executed in cash, must be carried out at a price per share to be determined on the basis of the criteria laid down in the applicable regulations and/or the market practices accepted from time to time or, in any case, at a price that may not be more than 5% lower than the official stock market price recorded by Borsa Italiana S.p.A. in the stock exchange session of the day preceding each transaction.

If the disposal transactions are carried out in the context of extraordinary operations, including exchanges, contributions and trades, or to service capital transactions or other extraordinary corporate and/or financial transactions or financing transactions, they must be executed according to the price limits and the terms and conditions that shall be freely determined by the Board of Directors, taking the economic terms of the transaction into account.

With regard to shares to serve share-based incentive plans, the shares must be disposed of in accordance with the terms and procedures set out in the regulations of said plans.

6) Procedures for carrying out the transactions.

In view of the different purposes that may be pursued through the performance of treasury share transactions, the Board of Directors proposes that the authorisation be granted for the buybacks in accordance with any of the methods permitted by current regulations, excluding the right, although covered by Article 144-bis, letter c) of the Issuers' Regulations, to make buybacks through the purchase and sale of derivative instruments traded on regulated markets which provide for the physical delivery of the underlying shares.

With regard to transactions to dispose of and/or use treasury shares, the Board of Directors proposes that the authorisation allows the adoption of any method that proves appropriate to achieve the purposes pursued to be implemented directly or through intermediaries, in compliance with the provisions of applicable Italian and EU laws and regulations in this regard.

Shares serving share-based incentive plans will be allocated in accordance with the terms and procedures set out in the regulations of said plans in force from time to time.

It should be noted that, in accordance with the exemption provided for in Article 132, paragraph 3, of the Consolidated Law on Finance, the operating procedures referred to above do not apply in the case of the buybacks of treasury shares owned by employees of the Company, subsidiaries and parent companies, assigned to or subscribed by said employees, under a share incentive plan in accordance with Articles 2349 and 2441, paragraph 8 of the Italian Civil Code, or deriving from remuneration plans approved under Article 114-bis of the Consolidated Law on Finance.

Disclosure on any transactions to buy back and dispose of treasury shares shall be provided in compliance with the applicable disclosure obligations required by Italian and EU laws.

7) Information in the event that the buyback transaction is instrumental to the reduction of capital.

Currently, treasury shares are not to be bought back with a view to implementing transactions to reduce the share capital by cancelling the treasury shares bought back, without prejudice, if in the future a share capital reduction should be approved by the Shareholders' Meeting, to the Company's right to implement the reduction also through cancellation of treasury shares held in the portfolio and, if in the future the cancellation of treasury shares without a reduction in capital should be approved by the Shareholders' Meeting, to the Company's right to implement this cancellation.

* * *

Resolution proposal

“The Shareholders' Meeting of Openjobmetis S.p.A.,

- having acknowledged the explanatory report of the Board of Directors;
- bearing in mind the provisions of Articles 2357 and 2357-ter of the Italian Civil Code, Article 132 of Italian Legislative Decree No. 58 of 24 February 1998, as subsequently amended, and Article 144-bis of the Issuers' Regulation adopted by CONSOB with Resolution No. 11971 of 14 May 1999, as subsequently amended, and the reference provisions of Regulation (EU) No. 596 of 16 April 2014 and Delegated Regulation (EU) No. 1052 of 8 March 2016;
- having regard to the financial statements for the financial year ended 31 December 2021 approved by this Meeting;
- having established the advisability of granting the authorisation to buy back and dispose of treasury shares, for the purposes and according to the procedures set out above,

RESOLVES

- 1) to revoke, as from this resolution, the resolution to authorise the buyback, for the remaining period, and disposal of treasury shares adopted by the Ordinary Shareholders' Meeting of 30 April 2021;
- 2) to authorise the Board of Directors to buy back, for a period not exceeding 18 months from the date of this resolution, Openjobmetis S.p.A. shares each with a unit nominal value of EUR 1.00 (one point zero zero) including in one or more transactions and at any time, including on a revolving basis, up to a maximum number of shares such as not to exceed 5% of the *pro-tempore* share capital of Openjobmetis S.p.A., having regard to the treasury shares owned from time to time either directly or possibly through its subsidiaries, if existing, and in any case, where lower, up to the maximum number of shares allowed by law at the time, for one or more of

- 3) the following reasons, in compliance with the applicable laws and regulations, including EU provisions in force at the time:
- (a) have a portfolio of treasury shares available for disposal at any time, in whole or in part, in one or more transactions, and without time limits, provided that it is consistent with the Company's strategy, in the field of capital operations, including the reduction thereof by way of the cancellation of treasury shares, or other extraordinary transactions, including, by way of example only acquisitions, mergers and the like, or financing operations or other operations in respect of which the allocation, exchange, transfer or any other method for the disposal of treasury shares is necessary or appropriate;
 - (b) fulfil the obligations arising from share-based incentive plans, programmes for the distribution, for consideration or free of charge, of options on shares or shares to directors, employees and collaborators of the same issuer or to directors, employees and collaborators of its subsidiaries, as well as from programmes for the free allocation of shares to shareholders;
 - (c) carry out transactions on treasury shares with a view to medium to long-term investment, including to form long-term holdings, in other words, to seize market opportunities, including through the buyback and resale of shares, operating both on the market and (in relation to disposal or use) in the over-the-counter markets or even outside the market, or through accelerated bookbuilding (ABB) procedures or blocks, at any time, in whole or in part, in one or more transactions, and without time limits, provided they are concluded at market conditions;
 - (d) launch programmes for the buybacks for the purposes set out in Article 5 of Regulation (EU) No. 596/2014 (Market Abuse Regulation or MAR) - i.e., the reduction of share capital, the fulfilment of obligations arising from debt instruments convertible into shares or from share option programmes or other allocations of shares to employees or members of the Company's board of directors and control bodies or those of its related companies, or any further purpose that may be covered by this regulation in its *pro-tempore* version in force - and/or for the purposes covered by market practices allowed under Article 13 MAR, in accordance with the terms and procedures that are resolved upon by the Board of Directors,
- it being understood that, when the reasons that led to their buyback no longer apply, the treasury shares bought back in accordance with this authorisation may be used for one of the other purposes stated above or sold;
- 4) to authorise the buybacks referred to in point 2) to be made:
- (i) at price conditions in line with the provisions of Article 3, paragraph 2 of the Commission Delegated Regulation (EU) 2016/1052, i.e. on the current date, not higher than the higher of the price of the last independent transaction and the price of the current highest independent purchase offer on the market where the purchase is made or in compliance with the rules in force at the time. In any event, purchases must be made at a price per share that shall not be more than 10% lower or higher than the official stock market price of the shares recorded in the stock exchange session of the day preceding each transaction;

- (ii) using any of the methods set out in the laws and regulations, including EU provisions in force at the time, and in particular, at present, in Article 132, paragraph 1, of Italian Legislative Decree No. 58 of 24 February 1998 and in Article 144-bis, paragraph 1 letters a), b), d), d-bis) and d)-ter of the Issuers' Regulation adopted by CONSOB with Resolution No. 11971 of 14 May 1999, as subsequently amended, taking into account the specific exemption provided for by paragraph 3 of said Article 132 of Italian Legislative Decree No. 58 of 24 February 1998;
- 5) to authorise, pursuant to and by effect of Article 2357-ter of the Italian Civil Code, the sale or other acts to dispose of and/or use, in one or more transactions and at any time, without time limits, all or part of the treasury shares in the portfolio or bought back pursuant to this resolution, in the maximum number authorised by it, even before having fully exercised the authorisation to buy back treasury shares, for all the purposes referred to in point 2) above, it being understood that such transactions:
- (a) if executed in cash, must be carried out at a price per share to be determined on the basis of the criteria laid down in the applicable regulations and/or the market practices recognised from time to time or, in any case, at a price that may not be more than 5% lower than the official stock market price recorded by Borsa Italiana S.p.A. in the stock exchange session of the day preceding each transaction;
 - (b) if carried out in the context of extraordinary operations as referred to in point 2) letter (a) above, including exchanges, contributions and trades, or to service capital transactions or other extraordinary corporate and/or financial transactions or financing transactions, they must be executed according to the price limits and the terms and conditions that shall be freely determined by the Board of Directors, taking the economic terms of the transaction into account;
 - (c) if executed as part of share-based incentive plans and the programmes referred to in point 2) letter (b) above, they must be allocated to the recipients of such plans and programmes in force from time to time, in accordance with the terms and conditions set out in the regulations of said plans;
- 6) to grant to the Managing Director and to the Chairman of the Board of Directors, separately and with the power to sub-delegate, the broadest powers necessary to carry out, including through intermediaries:
- (i) purchases for the purposes and within the limits set out in point 2) above, establishing the purchasing method and the criteria for determining the price per share in accordance with the provisions of point 3) above;
 - (ii) transactions to sell or other acts to dispose of and/or use, carried out in cash for the purposes referred to in point 2) above, establishing the method of disposal, and the criteria for determining the price per share in accordance with the provisions of point 4), letter (a) above,

all or part of the treasury shares bought back under this authorisation, implementing all the activities required, necessary, appropriate, instrumental, connected and/or useful for the success of such transactions and of the authorisations provided for herein, carrying out the necessary accounting arrangements to the extent and in the manner prescribed by law,

informing the market thereto and complying with any applicable provisions issued by the competent Authorities in force at the time;

- 7) to grant to the Board of Directors, unless sub-delegated, the broadest powers necessary to carry out the transactions to sell or other acts to dispose of and/or use, to be carried out in accordance with point 4) above, letters (b) and (c), all or part of the treasury shares bought back under this authorisation, establishing the criteria for determining the price per share in accordance with provisions of same point 4), letters (b) and (c), and the methods for disposal in accordance with the provisions of point 2) above, as well as implementing all the activities required, necessary, appropriate, instrumental, connected and/or useful for the success of such transactions and of the authorisations provided for herein, including through proxies, informing the market thereto and complying with any applicable provisions issued by the competent Authorities in force at the time;
- 8) to grant to the Managing Director and to the Chairman of the Board of Directors, separately and with the power to sub-delegate, any power, without exclusion or exception, to give effect to the preceding resolutions, putting in place everything required, appropriate, instrumental, connected and/or useful for the success of the same and of the authorisations provided for therein.

Milan, 16 March 2022

for the Board of Directors
The Chairman
Marco Vittorelli