



# SPAFID CONNECT

Informazione Regolamentata n. 1803-10-2017	Data/Ora Ricezione 21 Marzo 2017 08:48:47	MTA - Star
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Societa' : OPENJOBMETIS  
Identificativo : 86572  
Informazione  
Regolamentata  
Nome utilizzatore : OPENJOB07 - ESPOSTI  
Tipologia : IRED 02  
Data/Ora Ricezione : 21 Marzo 2017 08:48:47  
Data/Ora Inizio : 21 Marzo 2017 09:03:48  
Diffusione presunta  
Oggetto : OJM\_Call of the Shareholders'  
Meeting\_ENG

*Testo del comunicato*

Vedi allegato.

**Openjobmetis S.p.A. Agenzia per il lavoro**

Registered Office in Milan, Via Generale Gustavo Fara, 35

Share Capital - EUR 13,712,000.00, fully paid-up

Milan Register of Companies, Tax Code and VAT reg. no. 13343690155

\* \* \*

**Call of the Shareholders' Meeting**

Those entitled to vote and exercise the voting right in the Shareholders' Meeting of Openjobmetis S.p.A. – Agenzia per il lavoro are called to the Shareholders' Ordinary Meeting in Milan, via Ugo Tarchetti no. 2, at NH Touring Hotel on **20 April 2017** at **9:00** am in one call to resolve on the following

**agenda**

1. Proposal to approve the financial statements at 31 December 2016 together with the relevant reports and presentation of the consolidated financial statements at 31 December 2016.
2. Remuneration report, first section, pursuant to article 123-ter of Italian Legislative Decree no. 58/1998.
3. Proposals to amend the *Phantom Stock Option* Plan approved On 12 October 2015, pursuant to art. 114-bis of Italian Legislative Decree no. 58/1998.

\* \* \*

The share capital subscribed and paid in is equal to EUR 13,712,000.00, subdivided into 13,712,000 ordinary shares of the unit nominal value of EUR 1.00, each of which gives right to 1 vote in the Meeting. However, each share gives right to two votes if the conditions under article 7.4 of the articles of association are met. As of today the total number of voting rights that can be exercised in the Meeting is equal to 16,795,513. Any changes occurring within 07 April 2017 shall be notified to the market pursuant to article 85-bis, paragraph 4-bis, of the Regulation adopted by Consob with resolution no. 11971 of 14 May 1999, as amended.

The Company currently does not hold treasury shares.

**Participation in the Shareholders' Meeting**

Entitled to attend the Meeting are those who hold the voting right at the end of 07 April 2017, which is the accounting day of the seventh open market day before the date scheduled for the Meeting (so-called record date) in compliance with the provisions of article 83-sexies of Italian Legislative Decree no. 58 of 24 February 1998 (“TUF”) and for whom the Company has received the relevant communication made by the authorised intermediary with indication of the exercisable right. Those holding the shares only after this date will not be entitled to take part and vote in the Meeting.

No procedures are envisaged for voting via mail or electronically. Pursuant to article 12.3 of the articles of association, the Company does not exercise the legal right to designate a representative

that can be delegated by the shareholders with voting instructions on all or some of the proposed items on the agenda of the Meeting.

Those entitled to attend the Shareholders' Meeting may appoint a proxy to represent them, in accordance with the provisions of law and the regulations, by means of written authorisation, using the specific form made available on the website [www.openjobmetis.it](http://www.openjobmetis.it) (Corporate Governance/Shareholders' Meeting section).

The proxy may be notified to the Company via registered letter at the Company's registered office or via certified email to: [assemblea@pec.openjob.it](mailto:assemblea@pec.openjob.it). Any prior notification does not exempt the proxy holder, regarding the accreditation for access to shareholders' meetings, from the obligation of certifying that the proxy sent is a true copy of the original and the identity of the proxy issuer.

#### Right to ask questions

Those entitled to vote, as proven by a specific certification stating the exercisable right and issued by the intermediaries that hold the accounts where the shares of the entitled subject are registered, may ask questions on the items on the agenda also before the Meeting and in any case by the end of the third day before the date scheduled for the Meeting (i.e. by 17 April 2017). The questions and the relevant certifications may be forwarded via certified email to: [assemblea@pec.openjob.it](mailto:assemblea@pec.openjob.it).

The questions received before the Meeting will be answered, after verifying their relevance and the legitimation of the requesting party, with the medium that may be requested by the latter (registered letter, email or at the Meeting), or, in case no preference is mentioned in the request concerned, with the method chosen by the Company and, in any case, during the Meeting at the latest. The answers given on paper that may be provided to all those entitled to vote at the start of the same Meeting are considered as provided at the Meeting. The Company retains the right to give one single answer to questions of a similar content, or not to give any answer in case the information requested is already available as part of a "Q&A" in a specific section of the Company website, which the same Company reserves the right to predispose on the website [www.openjobmetis.it](http://www.openjobmetis.it) (Corporate Governance/Shareholders' Meeting section).

#### Additions to the agenda and presentation of new resolution proposals

Pursuant to article 126-bis of Italian Legislative Decree no. 58/1998, the Shareholders who, also jointly, represent at least one fortieth of the share capital, as proven by a specific certification stating the exercisable right, issued by the intermediaries that hold the accounts where the shares of the entitled subjects are registered, within 10 days from the publication of this notice (and thus by 31 March 2017) may (i) request additions to the list of items to be covered, specifying any additional matters proposed by them in the request, or (ii) submit resolution proposals on items that are already on the agenda. The request and the relevant certification must be forwarded in writing to the registered office, to the attention of the Chairman or via certified email to: [assemblea@pec.openjob.it](mailto:assemblea@pec.openjob.it).

By the same terms and according to the same methods, the Shareholders requesting additions to the agenda must forward the Board of Directors, as the case may be, a report specifying the reason for the proposals of resolution on the new items the discussion of which is proposed by them, or

the reason regarding additional resolution proposals submitted on items that are already on the agenda.

Additions to the agenda are not permitted for the matters the Meeting resolves on, according to the law, on the proposal of the Directors or based on a project or a report predisposed by them, other than those under article 125-ter, paragraph 1, of Italian Legislative Decree no. 58/1998.

Any requests received with regard to additions to the agenda or the presentation of additional proposals of resolution on items that are already on the agenda, will be notified at least fifteen days before the date of the Meeting through publication on the website [www.openjobmetis.it](http://www.openjobmetis.it) (Corporate Governance/Shareholders' Meeting section) and according to any additional legal and regulatory method. Made available to the public, by the mentioned date, at the registered office, on the website [www.openjobmetis.it](http://www.openjobmetis.it) (Corporate Governance/Shareholders' Meeting section) and according to any other legal and regulatory method, will be the explanatory reports predisposed by the requesting parties, together with any assessments made by the Company's administrative body and the additional proposals of resolution on items that are already on the agenda.

#### Documentation

At the time of publishing this notice of call, the following documents are made available to the public at the registered office of the Company (on weekdays from Monday to Friday from 9 am to 1 pm and from 2 pm to 6 pm), on the website [www.openjobmetis.it](http://www.openjobmetis.it) (Corporate Governance/Shareholders' Meeting section) and with the methods set out in the applicable legal and regulatory provisions: (i) the form that the subjects entitled to attend the Meeting have the right to use for voting by proxy; (ii) the explanatory report of the Board of Directors on points 1, 2 and 3 of the agenda, pursuant to articles 114-bis and 125-ter of Italian Legislative Decree no. 58/1998; (iii) the Information Document on proposals to amend the *Phantom Stock Option Plan* approved On 12 October 2015; (iv) information on the share capital and voting rights.

The explanatory report of the Board of Directors on points 1, 2 and 3 of the agenda pursuant to articles 114-bis and 125-ter of Italian Legislative Decree no. 58/1998 and the Information Document on proposals to amend the *Phantom Stock Option Plan* approved On 12 October 2015, are, also, available at the authorised storage mechanism eMarket STORAGE ([www.emarketstorage.com](http://www.emarketstorage.com)).

The yearly financial report, the report on corporate governance and on the ownership structure and the remuneration report will be made available according to the law on the website [www.openjobmetis.it](http://www.openjobmetis.it) (Corporate Governance/Shareholders' Meeting section), at the registered office, at the authorised storage mechanism eMarket STORAGE ([www.emarketstorage.com](http://www.emarketstorage.com)) and with any methods as may be set out in the applicable legal and regulatory provisions.

Milan, 21 March 2017

For the Board of Directors  
The Chairman  
(Marco Vittorelli)

Fine Comunicato n.1803-10

Numero di Pagine: 5