

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***

20 April 2017 (single call) at 9:00 am

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 21 March 2017, the shareholders' meeting (“**Meeting**”) of Openjobmetis S.p.A. – Agenzia per il lavoro (“**Openjobmetis**” or the “**Company**”) was called on 20 April 2017 at 9:00 am, in one call at Hotel NH Milano Touring, in Milan, via Ugo Tarchetti, no. 2, to resolve, in the ordinary call, 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 article 114-bis of Italian Legislative Decree no. 58/1998.

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The information regarding the terms and methods for:

- the attendance and the exercise of the voting right at the Meeting, also via proxy, including any indication regarding 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 exercise of the right to ask questions before the Meeting;
- the amount of the share capital and the number of shares that make it up,

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, “Corporate Governance/Shareholders' Meeting” section to which reference is made.

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RESOLUTION PROPOSALS ON THE ITEMS ON THE AGENDA OF THE SHAREHOLDERS' MEETING

I. 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.

After the approval of the draft financial statements of Openjobmetis at 31 December 2016, together with the Directors' Report on Operations, by the Board of Directors on 16 March 2017, the Shareholders' Meeting shall resolve on the approval of the financial statements.

The consolidated financial statements of the Openjobmetis Group for the year 2016 will also be presented at time, which have already been approved by the mentioned Board of Directors' Meeting of 16 March 2017.

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 (within 21 days from the date of the Meeting).

This section of the report illustrates the proposal that the Board of Directors intends to submit for approval to the Meeting, considering that the financial statements for year ending 31 December 2016 show a net profit equal to EUR 8,914,000.00 (eight million nine hundred fourteen thousand/00).

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Resolution proposal

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

- having examined the financial statements of the Company for the year ended 31 December 2016;
- having regard to the 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 in charge of preparing the accounting documents and the delegated administrative bodies;
- acknowledging the Reports of the Board of Statutory Auditors and the Independent Auditors;

RESOLVES

- to approve the financial statements at 31 December 2016 of Openjobmetis S.p.A. – Agenzia per il lavoro together with the Directors' Report on Operations;
- to allocate the profit for the year of EUR 8,914,000 as follows:
 - EUR 446,000 to increase the Legal Reserve;
 - EUR 8,468,000 to other reserves.
- to assign the Board of Directors and, for it, the Chairman and the Vice Chairman, severally, with the right of further delegation to other parties, any power to execute the resolutions above.

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2. Remuneration report, first section, pursuant to article 123-ter of Italian Legislative Decree no. 58/1998.

With reference to the second point on the agenda, you are hereby called, pursuant to article 123-ter, paragraph 6 of Italian Legislative Decree no. 58/1998, to express your non binding vote regarding the policy adopted by the Company for the year 2017 for the remuneration of the members of the administrative bodies and key management personnel and the procedures used for its adoption and implementation.

The remuneration report – drawn up in compliance with the provisions under Attachment 3A, items 7-bis and 7-ter, of the Issuer Regulation adopted by Consob with resolution no. 11971/1999 as later amended and integrated – will be made available to the public according to the law at the registered office, 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 section of the report illustrates the proposal that the Board of Directors intends to submit for approval to the Meeting with regard to this remuneration report.

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Resolution proposal

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

- having examined the remuneration report drawn up 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 and, in particular, the first section of the mentioned report, which illustrates the policy for the remuneration of the members of the Board of Directors and the Key Management Personnel adopted, for the year 2017, by the Company, as well as the procedures used for the adoption and implementation of the same policy;
- 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 on the first section of the remuneration report;

RESOLVES

- to express a favourable vote on the first section of the remuneration report drawn up 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, as illustrated above.

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3. Proposals to amend the *Phantom Stock Option Plan approved On 12 October 2015*, pursuant to article 114-bis of Italian Legislative Decree no. 58/1998.

In relation to the third item on the agenda you have been convened to discuss and resolve on three proposals to amend the incentive plan based on phantom stock options reserved for key Directors and Employees of Openjobmetis S.p.A. (the “**Company**”), approved by the Shareholders’ Meeting of 12 October 2015 (the “**Plan**”).

The amendment proposals were approved by the Company’s Board of Directors on 16 March 2017, on the proposal of the Remuneration Committee, and are submitted for your approval pursuant to art. 114-bis of Italian Legislative Decree no. 58 of 24 February 1998, as subsequently amended (the “**Italian TUF (Consolidated Law on Finance)**”).

The Plan regulations currently in place were approved by the Board of Directors on 12 October 2015 (the “**Regulations**”).

The Plan envisages the assignment, free of charge, to key Directors and Employees of the Company, who will at appropriate times be identified by the Company’s Board of Directors, of stock options (the “**Options**”) that attribute the right to receive, subordinate to the conditions indicated in the Regulations, for each Option, cash equivalent to any positive difference between (i) the arithmetic average of the official price of Openjobmetis Shares (the “**Shares**”) on each MTA listing day in the period between the day before the exercise date through the same day of the previous month (both included), supplemented by any dividends paid by the Company in the period between the Option Assignment Date and the related date of exercise by the beneficiary (the “**Final Value**”) and (ii) the arithmetic average of the official Share price on each MTA listing day in the period between the day before the Option Assignment Date and the same day of the previous month (both included) (the “**Assignment Value**”).

The Plan is divided into three tranches for the years 2016, 2017, and 2018. Options may be exercised by the Plan’s Beneficiaries beginning three years after the launch date, as established by the Board of Directors for each Tranche (the “**Vesting Period**”), subject to the conditions indicated in the Regulations, including the achievement of set business performance objectives.

In accordance with the current Plan’s formulation, among other factors, Options assigned for each Tranche accrue, provided that, at the date coinciding with the last day of the relative Vesting Period calculated from the launch date of each tranche, established at the sole discretion of the Board of Directors, the Company’s free cash flow is equal to or greater than the amount that will be determined by the Board of Directors, after consulting the Remuneration Committee, as at the Option Assignment Date.

The proposed amendments to the Plan submitted for the approval of the Shareholders’ Meeting are as follows:

- (i) amendment of the calculation method for the Option Assignment Value (the “**Amendment to Assignment Value**”);
- (ii) amendment and integration of the measurement indices for performance objectives (the “**Indices**”) whose achievement results in the Options reaching maturity, adding consolidated net profit, adjusted as necessary, as an alternative or concurrent index to the consolidated

free cash flow (the “**Amendment to the Indices**”);

- (iii) amendment of the reference date for calculating the Indices for purposes of verifying that the conditions for exercising the Options have been fulfilled, which are linked to achieving set performance objectives (the “**Amendment to the Reference Date**”, together with the Amendment to the Indices and the Amendment to Assignment Value, hereinafter, the “**Amendments**”).

In relation to point (ii):

- consolidated free cash flow is the difference between (a) net liquidity generated or absorbed by operating activities on a consolidated basis and (b) net liquidity generated or absorbed by investing activities on a consolidated basis (the “**Consolidated Free Cash Flow**”), and
- consolidated net profit, adjusted as necessary, is the consolidated net profit excluding any non-recurring elements and net of the relative tax effect (the “**Adjusted Consolidated Net Profit**”); note that, in the event the financial statements relevant to the calculation of performance objectives do not include an adjusted consolidated net profit figure, the consolidated net profit figure will be used.

The Amendments proposal was approved by the Company’s Board of Directors on 16 March 2017, based on the Remuneration Committee’s proposal.

The Amendment to Assignment Value changes the calculation method for the Assignment Value. This Amendment became necessary when, as part of assessing the possible assignment of Options for the first Plan Tranche, which should have occurred no later than 31 December 2016, it was discovered that the calculation method for the Assignment Value currently envisaged by the Plan would have resulted in the assignment of Options to Beneficiaries at an assignment value less than the price for the total sales offering and subscription as part of admission for listing on the Mercato Telematico Azionario organised and managed by Borsa Italiana S.p.A. of the Shares closed on 30 November 2015 (the “**Placement Price**”). Hence, assigning Options within the terms of the Regulations, specifically, no later than the end of 2016, would have implied the possible recognition of a Bonus to Plan Beneficiaries, including the case in which the Final Value at the end of the Vesting Period was equal to or less than the Placement Price, an assumption that entails no creation of value for anyone investing in the Company during the sales offer for listing. Equally, if at the end of the Vesting Period, the Final Value were greater than the Placement Price, the Plan Beneficiaries would have obtained an advantage, for an Assignment Value less than the Placement Price, of a greater bonus, in absolute value, with respect to a shareholder’s investment in the Company’s share capital at listing. Similar circumstances may occur as part of incentive plans with mechanisms similar to those of the Plan and the misalignment between management and shareholders in reference to the value of the respective equity instruments as the Company’s value increases cannot be eliminated due to the various moments and various conditions at which individual shareholders make their investments in the Company’s share capital. However, to avoid analogous issues in reference to later Tranches, the Board decided that it was appropriate to submit to the Shareholders’ Meeting an amendment to the Plan that, by changing the definition of Assignment Value, would ensure that bonuses were recognised to Plan Beneficiaries only on the condition that at least the shareholders that invested in the Company at listing had also benefitted from the Company’s increase in value. For this reason, the Board of Directors, based on the Remuneration Committee’s proposal and after consulting the Board of Statutory Auditors, recommends that the Plan’s new Assignment Value is equal to, at the Assignment Date, the greater of: (i)

EUR 6.60 (six point sixty), equivalent to the price for the total sales offering and subscription as part of admission for listing on the Mercato Telematico Azionario organised and managed by Borsa Italiana S.p.A. of the Shares closed on 30 November 2015 and (ii) the fair value of each Share on the Assignment Date, determined according to the instructions of art. 9, para. 4, of Italian Decree of the President of the Republic no. 917 of 22 December 1986, that is, the arithmetic average of the official Share price on each MTA listing day in the period between the day before the Option Assignment Date and the same day of the previous month (both included) (the “**New Assignment Value**”). Note that, for the reasons illustrated above, the Board of Directors has not assigned Options for the first of the Plan’s envisaged three Tranches.

The Amendment to the Indices entails adding Adjusted Consolidated Net Profit as one of the indices that the Board of Directors may decide to use, together with or as an alternative to Consolidated Free Cash Flow, to identify the performance objectives whose achievement results in the Options reaching maturity. This Amendment would allow the Board of Directors to have at its disposal a broader range of possibilities for evaluating business performance compared to the use of a single index that may not be meaningful for contingent reasons or reasons related to the specific period. If the Amendment to the Indices is approved, the Board of Directors, in executing the Plan, may evaluate either the index or the set of Indices that more correctly reflect the trend in business performance, considering specific circumstances, including the business plan for the period.

In the current Plan formulation, the Consolidated Free Cash Flow and/or the Adjusted Consolidated Net Profit, to be considered in evaluating if the conditions for Option exercise have been met and linked to the achievement of set levels of one and/or the other index, are calculated on the last day of the Vesting Period, which could be any calendar day and, therefore, does not correspond to the closing date of an accounting period. The Amendment to the Reference Date would provide that the Consolidated Free Cash Flow and/or the Adjusted Consolidated Net Profit to be considered are from the latest annual consolidated financial statements or the latest half-year consolidated financial statements, if more recent than the annual statements, approved prior to the Vesting Date and certified by the external audit company. Thus, the Amendment to the Reference Date would allow verification that the Option exercise conditions have been met, linked to achieving certain levels of the Indices, using the Company’s annual or half-year consolidated financial statements instead of *ad hoc* balance sheets.

The Amendments are the only changes proposed to the Plan. If the Amendments are approved, all other terms and conditions of the Plan will remain unchanged from the Plan approved by the Shareholders’ Meeting of 12 October 2015.

For more information on the Plan, refer to the Disclosure drafted in accordance with art. 84-bis, para. 1 of CONSOB Regulations no. 11971 of 14 May 1999, as subsequently amended and according to Schedule 7 of Annex 3A of said Regulations. This Disclosure has been made available to the public, under the terms and methods prescribed by law and regulations, at the Company’s registered office and at Borsa Italiana S.p.A., as well as the Company’s web site <http://www.openjobmetis.it/>.

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Resolution proposal

The Shareholders’ Meeting of Openjobmetis S.p.A. Agenzia per il lavoro:

– having reviewed the Explanatory Report from the Board of Directors, drafted pursuant to arts. 114-bis and 125-ter of Italian Legislative Decree no. 58/1998, as subsequently amended;

- having analysed the Disclosure, drafted in accordance with art. 84-bis and in compliance with Schedule 7 of Annex 3A of CONSOB Regulations no. 11971/1999, as subsequently amended;
- having acknowledged the proposal of the Remuneration Committee

RESOLVES

1. to approve, pursuant to art. 114-bis of Italian Legislative Decree no. 58/1998, as subsequently amended, the Amendment to the Assignment Value of Options in accordance with the *Phantom Stock Option* Plan approved on 12 October 2015 (the “Plan”), under the terms and conditions described in the Disclosure prepared by the Company within the terms and methods defined by law. More precisely, to amend the definition of the Assignment Value of the Options in relation to the Plan such that the value is equal to, on the Option Assignment Date for each Plan Beneficiary, the greater of: (i) EUR 6.60 (six point sixty), equivalent to the price for the total sales offering and subscription as part of admission for listing on the Mercato Telematico Azionario organised and managed by Borsa Italiana S.p.A. of the Shares closed on 30 November 2015 and (ii) the fair value of each Share on the Assignment Date, determined according to the instructions of art. 9, para. 4, of Italian Decree of the President of the Republic no. 917 of 22 December 1986, that is, the arithmetic average of the official Share price on each MTA listing day in the period between the day before the Option Assignment Date and the same day of the previous month (both included);
2. to approve, pursuant to art. 114-bis of Italian Legislative Decree no. 58/1998, as subsequently amended, the addition of Adjusted Consolidated Net Profit as a possible alternative or concurrent index to the Consolidated Free Cash Flow for measuring performance objectives, the achievement of which results in Assigned Options of the Plan accruing, under the terms and conditions described in the Disclosure prepared by the Company within the terms and methods defined by law. As a result, the Board of Directors, in implementing the Plan and under the terms and conditions that will be specified in the relative Regulations, may set performance objectives in reference to Consolidated Free Cash Flow and/or Adjusted Consolidated Net Profit; should the financial statements relevant for calculating the performance objectives not have an Adjusted Consolidated Net Profit, the Consolidated Net Profit shall be used as the reference value;
3. to approve, pursuant to art. 114-bis of Italian Legislative Decree no. 58/1998, as subsequently amended, the amendment to the reference date for the calculation of Consolidated Free Cash Flow and/or Adjusted Consolidated Net Profit under the terms and conditions described in the Disclosure prepared by the Company within the terms and methods defined by law. More precisely, to allow that the Board of Directors, in implementing the Plan, use the Consolidated Free Cash Flow and/or Adjusted Consolidated Net Profit, for purposes of verifying the conditions for the Options accrual, taken from the latest annual consolidated financial statements or the latest half-year consolidated financial statements (if more recent than the annual statements), approved prior to the end of the relevant Vesting Period, and certified by the external audit company;
4. to grant the Board of Directors, with the express power of sub-delegation, all the broadest powers that are necessary and/or appropriate to complete and execute the resolutions in points 1), 2), and 3) above and to complete and execute the *Phantom Stock Option* Plan approved on 12 October 2015, as amended in accordance with the resolutions in points 1), 2), and 3) above.

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Milan, 21 March 2017

The Chairman of the Board of Directors
Marco Vittorelli