

## Information on the share capital and voting rights

The issued and paid-in share capital of the Company is € 13,712,000.00, divided into 13,712,000 ordinary shares with a par value of € 1.00 each. The Company currently do not hold treasury shares.

Each share entitles its owner to exercise one voting right in the shareholders' meetings of the Company. According to Article 7 of the By-laws shareholders holding shares on an ongoing basis for a period of not less than 24 months are entitled to cast up to two votes for each voting share held. The fulfillment of the 24-month holding has to be disclosed in a statement from the intermediary in which the shares are stored.

The right to cast two votes per share shall become effective starting on the 5th market day following the end of each calendar year subsequent to the one in which the conditions set out in the By-laws were met. Ordinary shares with increased voting rights are also considered for the quorums for constitution and deliberation of the ordinary and extraordinary shareholders' meeting. As for the 24-month holding of the shares, the relevant period may well have started prior to the trading on the stock exchange.

The Company holds and updates a list of the shareholders holding ordinary shares with increased voting rights (the "**Special List**"), at its registered office. In order to be entitled to increased voting rights, the shareholder which holds the relevant requisites shall file a request for being inserted in the Special List, indicating the number of shares (may be only a part of the shares entitled), with a certification or communication describing the shareholding. If the shareholder is not a physical person, then the certification / communication shall specify whether the entity is under direct or indirect control and, if that is the case, information on the controlling entity. The Company updates the Special List within the 5th market day for each calendar month, and in any case, within the record date, set out for any shareholders' meeting.

In addition to the cases of total or partial waiver of the increased voting rights, the Company shall proceed with removal from the Special List:

- a) in case of transfer of the share for consideration or free of charge, it being understood that "transfer" also means pledging, beneficial interest or other liens on the share when it entails the loss of the voting right by the shareholder;
- b) in case of transfer, for consideration or free of charge, of direct or indirect controlling interests in companies or entities that own shares with increased voting rights above the threshold prescribed by Article 120, Paragraph 2 of the Italian Consolidated Law on Finance.

On 5 February 2016 the increase of voting rights relating to 3.084.782 Openjobmetis ordinary shares became effective; then voting rights changed again, following the free allocation of ordinary bonus shares to employees of group companies – in accordance with the provisions of paragraph 5.2.3.4 of the Prospectus regarding the Public Offering for Sale and Subscription of Openjobmetis S.p.A. The following chart shows the total amount of the current shares and the

total amount of the voting rights which may be cast in the shareholders' meetings of the Company starting from 20 February 2017:

<b>SHARE CAPITAL STRUCTURE</b>		
	No. shares	No. voting rights
Total amount, of which:	13.712.000	16.795.513
ordinary shares	10.628.487	10.628.487
ordinary shares with increased voting rights <sup>1</sup>	3.083.513	6.167.026

<sup>1</sup> According to article 127-*quinquies*, Paragraph 5, of the Italian Consolidated Law on Finance, ordinary shares with increased voting rights do not constitute a special class of Shares.