



# SPAFID

## CONNECT

Informazione Regolamentata n. 1803-11-2018	Data/Ora Ricezione 15 Marzo 2018 09:59:42	MTA - Star
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Societa' : OPENJOBMETIS

Identificativo : 100258

Informazione  
Regolamentata

Nome utilizzatore : OPENJOB07 - ESPOSTI

Tipologia : REGEM; 3.1

Data/Ora Ricezione : 15 Marzo 2018 09:59:42

Data/Ora Inizio : 15 Marzo 2018 09:59:43

Diffusione presunta

Oggetto : OJM\_Call of the Shareholders'  
Meeting\_ENG

*Testo del comunicato*

Vedi allegato.

**Openjobmetis S.p.A. Employment Agency**  
Milan Office, Via Generale Gustavo Fara, 35  
Fully paid-in Share Capital EUR 13,712,000.00=  
Milan Companies Register, Tax Code and VAT No. 13343690155

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### **Notice of Ordinary Shareholders' Meeting**

Those entitled to attend and to exercise their voting right in the Shareholders' Meeting of Openjobmetis S.p.A. – Employment Agency are called to the ordinary Shareholders' Meeting to be held at NH Touring Hotel, Via Ugo Tarchetti 2, Milan, on **24 April 2018** at **9:30 a.m.** in a single call to deliberate on the following

#### **agenda**

1. Proposal to approve the financial statements as at 31 December 2017 accompanied by the relevant reports and presentation of the consolidated financial statements as at 31 December 2017.
2. Report on Remuneration, section one, pursuant to Article 123-ter of Italian Legislative Decree No. 58/1998.
3. Appointment of the Company's Board of Directors, after the number of members has been determined; Appointment of the Chairman; determination of the term of office and fees; related and consequent resolutions.
4. Appointment of the Board of Statutory Auditors for the years 2018-2020; determination of fees.
5. Authorisation to purchase and dispose of treasury shares pursuant to the combined provisions of Articles 2357 and 2357-ter of the Italian Civil Code and of Article 132 of Italian Legislative Decree No. 58 of 24 February 1998.

\* \* \*

The subscribed and paid in share capital is equal to EUR 13,712,000.00, divided into 13,712,000 ordinary shares, with a unit nominal value of EUR 1.00, each entitling to 1 vote in the Shareholders' Meeting. However each share entitles to two votes when the conditions stated in Article 7.4 of the Articles of Association are met. As at today's date the total number of voting rights that may be exercised in the Shareholders' Meeting is equal to 18,029,593. Any changes that may occur before 13 April 2018 shall be disclosed to the market pursuant to Article 85-bis(4-bis) of the Regulations adopted by Consob with Resolution No. 11971 of 14 May 1999, as subsequently amended.

As at today's date the Company does not own treasury shares.

#### **Participation in the Shareholders' Meeting**

The Shareholders' Meeting may be attended by those who hold voting rights on 13 April 2018, that is, on the accounting day falling on the seventh trading day before the date set for the Shareholders' Meeting (known as record data) in compliance with the provisions of Article 83-sexies of Italian Legislative Decree No. 58 of 24 February 1998 ("TUF", "*Testo Unico della Finanza*" - "Consolidated Law on Finance") and for whom the Company has received the appropriate communication from the authorised intermediary specifying the corporate right that can be exercised. Those who only become holders of shares after said date shall not be entitled to attend and to vote in the Shareholders' Meeting.

No provision has been made for votes to be cast by correspondence or using electronic means. Pursuant to Article 12.3 of the Articles of Association, the Company does not take advantage of the right provided by law to designate a representative to whom shareholders may grant a proxy with voting instructions on all or some of the proposals included in the agenda of the Shareholders' Meeting.

Anyone entitled to attend the Shareholders' Meeting may arrange to be represented by issuing a written proxy pursuant to applicable provisions of the law and for that purpose may use the proxy form that can be found on the website [www.openjobmetis.it](http://www.openjobmetis.it) (Corporate Governance/Shareholders' Meeting section).

The proxy may be notified to the Company by registered letter sent to the Company's head office or by email sent to the certified email address: [assemblea@pec.openjob.it](mailto:assemblea@pec.openjob.it). When credentials for gaining access to the meeting are being checked, prior notification shall not exonerate the representative from the obligation to certify that the notified copy is true to the original and the delegating party's identity.

#### Right to ask questions

Those entitled to the voting right, evidenced by appropriate certification, specifying the corporate right that may be exercised, issued by the intermediaries who keep the accounts where the holder's shares are recorded, may ask questions on items on the agenda even before the Shareholders' Meeting, and in any case by the end of the third day prior to the date set for the Shareholders' Meeting (i.e. by 21 April 2018). The questions and relevant certifications may be sent by certified email to the address: [assemblea@pec.openjob.it](mailto:assemblea@pec.openjob.it).

Replies shall be given to questions received before the Shareholders' Meeting, after their pertinence and the entitlement of the applicant have been checked, using the means requested by the applicant (registered letter or email or during the Shareholders' Meeting), or if no specification is provided in the request, using the procedures chosen by the Company and, in any case, at the latest during the Shareholders' Meeting. Replies in paper form that may have been distributed to those entitled to vote at the beginning of the Shareholders' Meeting are considered to have been provided during the Shareholders' Meeting. The Company is also entitled to provide a single reply to questions of a similar content, or not to provide any reply when the information requested is already available in a FAQ format in a special section of Company's website which the Company reserves the right to set out on the website [www.openjobmetis.it](http://www.openjobmetis.it) (Corporate Governance/ Shareholders' Meeting section).

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

Pursuant to Article 126-bis of Italian Legislative Decree No. 58/1998, Shareholders who, individually or jointly, represent at least one fortieth of the share capital, evidenced by appropriate certification, specifying the corporate right that may be exercised, issued by the intermediaries who keep the accounts where the holders' shares are recorded, within 10 days of the publication of this notice (and therefore by 25 March 2018) may (i) request additions to the list of items to be discussed, specifying in their request the additional items proposed, or (ii) submit proposals for resolutions on items already included in the agenda. The request and relevant certification must be submitted in writing to the attention of the Chairman at the registered office or sent by email to the certified email address: [assemblea@pec.openjob.it](mailto:assemblea@pec.openjob.it).

By the same deadline and following the same procedures, the Shareholders requesting additions to the agenda must send the Board of Directors, as the case may be, a report stating the reasons for the proposals for resolutions on new matters of which they propose discussion, or the reasons for the additional proposals for resolutions on matters already on the agenda.

Additions to the agenda are not permitted with regard to matters on which, pursuant to law, the Shareholders' Meeting deliberates upon proposal of the Directors or on the basis of a project or a report drawn up by them, other than those set forth in Article 125-ter(1) of Italian Legislative Decree No. 58/1998.

Notice of any requests received, concerning additions to the agenda or the submission of additional proposals for resolutions on matters already on the agenda, shall be provided at least fifteen days prior to the date of the Shareholders' Meeting by publication on the website [www.openjobmetis.it](http://www.openjobmetis.it) (Corporate Governance/Shareholders' Meeting section) and using any other procedures provided for by laws and regulations. By the aforesaid date, the explanatory reports drawn up by the requesting shareholders, together with any assessments made by the Company's administrative body, and the additional proposals for resolutions on matters already on the agenda, shall also be made available to the public at the head office, on the website [www.openjobmetis.it](http://www.openjobmetis.it) (Corporate Governance/Shareholders' Meeting section) and using any other procedures provided for by laws and regulations.

### Appointment of corporate bodies

The Board of Directors and the Board of Statutory Auditors are appointed in accordance with Articles 15 and 23 of the Articles of Association, to which reference is made. Members of the Board of Directors and the Board of Statutory Auditors are appointed by the Shareholders' Meeting on the basis of lists submitted by shareholders. The lists submitted by shareholders must be filed at the head office, even by means of certified email to the address [assemblea@pec.openjob.it](mailto:assemblea@pec.openjob.it) by the twenty-fifth day prior to the date of the shareholders' meeting called to deliberate on the appointment (i.e. by 30 March 2018). The lists are made available to the public, by the Company, at the head office, on the website and using the other procedures established by applicable legislation and regulations, at least twenty-one days prior to the date set for the shareholders' meeting (i.e. by 03 April 2018). Lists may only be submitted by shareholders who, alone or together with others, hold a total number of shares with voting right representing at least 4.5% of the share capital, as provided for by Consob Resolution

No. 20273 of 24 January 2018. The certification issued by an authorised intermediary proving ownership of the number of shares required to submit the list may be produced at the time the list is filled or even at a later date, provided it is before 3 April 2018, to the certified email address [assemblea@pec.openjob.it](mailto:assemblea@pec.openjob.it).

Shareholders who intend to submit lists for the appointment of members of the Board of Directors and/or for the appointment of members of the Board of Statutory Auditors are advised to bear in mind the recommendations contained in Consob Communication DEM/9017893 of 26 February 2009.

#### Appointment of the Board of Directors

Directors are appointed by the ordinary Shareholders' Meeting on the basis of lists submitted by shareholders, in which the candidates, meeting the requirements, must be listed with a progressive number. In order to be admissible, each list must include and expressly indicate at least two independent directors pursuant to Articles 147-ter(4) of the TUF. If appropriate, each list may also expressly indicate the directors meeting the independence requirements established by the codes of conduct drawn up by management companies of regulated markets or by trade associations. If mandatory criteria required by laws and regulations on the matter of gender balance are applicable, lists that have a number of candidates equal to or greater than three must include candidates belonging to both genders, in order to ensure that the Board of Directors includes a number of directors belonging to the underrepresented gender at least equal to the minimum number required from time to time by the mandatory provisions of laws and regulations in force at that time for the underrepresented gender. Declarations by which each candidate accepts his or her candidature and declares, under his/her own responsibility, that there are no reasons to exclude his/her eligibility, that there are no incompatibility issues, and that he/she complies with all the requirements prescribed by laws and regulations in force and by the Articles of Association for the respective offices, must be filed along with each list.

Together with the declarations, a curriculum vitae shall be filed for each candidate concerning his/her personal and professional characteristics and stating whether he/she qualifies as independent. Lists that are submitted without observing the provisions of these Articles of Association and of laws and/or regulations in force at the time shall be considered as not submitted. Each shareholder may submit or contribute to submitting one list only and each candidate may appear on one list only, in order to be eligible. Anyone entitled to vote can vote for one list only.

#### Appointment of the Board of Statutory Auditors

The Shareholders' Meeting elects the Board of Statutory Auditors made up of three standing auditors, determining their fees, and two alternate auditors. The standing auditors and alternate auditors are appointed by the ordinary Shareholders' Meeting, in compliance with the mandatory provisions of laws and regulations in force on gender balance, on the basis of lists submitted by shareholders, in which the candidates must be listed with a progressive number. Statutory auditors must meet the requirements of integrity, independence and professionalism established by applicable laws and regulations. Without prejudice to the situations of ineligibility provided for by law, those holding a

number of administration and control offices equal to or exceeding the limits established by applicable laws and regulations cannot be appointed as auditors, and if elected, shall fall from office. The submission, publication and filing of the lists and of the supporting documentation are subject to the provisions of laws and regulations in force. The lists are divided into two sections: one for candidates for the position of standing auditor and the other for candidates for the position of alternate auditor. The first of the candidates in each section must be recorded in the register of auditors and must have carried out auditing activity for a period of no less than three years. No shareholder may submit or contribute to submitting or vote for, directly or by proxy, more than one list and each candidate may appear on one list only, in order to be eligible. Subscriptions and votes cast in breach of the prohibition set forth in this paragraph shall not be assigned to any list. Lists that are submitted without observing the provisions of these Articles of Association and of laws and/or regulations in force at the time shall be considered as not submitted.

#### Documentation

At the same time as this notice of call is published, the following documentation shall be made available to the public at the Company's registered office (weekdays from Monday to Friday from 9 a.m. to 1 p.m. and from 2 p.m. to 6 p.m.), on the website [www.openjobmetis.it](http://www.openjobmetis.it) (Corporate Governance/Shareholders' Meeting section) and using the procedures provided for by applicable laws and regulations: (i) the form that those entitled to attend the Shareholders' Meeting may use for proxy voting; (ii) the Board of Directors' explanatory reports on the items on the agenda pursuant to Article 125-ter of Italian Legislative Decree No. 58/1998; (iii) information on the amount of the share capital and on the voting rights.

The Board of Directors' explanatory reports referred to in point (ii) on the items on the agenda of the Ordinary Shareholders' Meeting pursuant to article 125-ter of Italian Legislative Decree no. 58/1998, are also made available to the public at the authorised storage mechanism eMarket STORAGE which can be found at the address [www.emarketstorage.com](http://www.emarketstorage.com).

The annual financial report, the report on corporate governance and ownership structure and the report on remuneration shall be made available within the time limits established by law on the website [www.openjobmetis.it](http://www.openjobmetis.it) (Corporate Governance/Shareholders' Meeting section), at the head office and at the authorised storage mechanism eMarket STORAGE which can be found at the address [www.emarketstorage.com](http://www.emarketstorage.com) and using any other procedures provided for by applicable laws and regulations.

Milan, 15 March 2018

for the Board of Directors  
The Chairman  
(Marco Vittorelli)

Fine Comunicato n.1803-11

Numero di Pagine: 7