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Testo del comunicato

Vedi allegato.

PRESS RELEASE

ORDINARY SHAREHOLDERS' MEETING OF OPENJOBMETIS S.P.A.

- **Approval of the financial statements as at 31 December 2017 and analysis of the Group's consolidated financial statements as at 31 December 2017.**
- **Approval of the Remuneration Report pursuant to Art. 123-ter of Italian Legislative Decree 58/1998.**
- **Appointment of the new Board of Directors and Board of Statutory Auditors for financial years 2018-2020.**
- **Authorisation for the Board of Directors to purchase and sell treasury shares pursuant to the combined provisions of Articles 2357 and 2357-ter of the Italian Civil Code, as well as Art. 132 of Italian Legislative Decree 58 of 24 February 1998.**

Milan, 24 April 2018 - The Ordinary Shareholders' Meeting of Openjobmetis S.p.A. Agenzia per il lavoro (Borsa Italiana: **OJM**), which ranks among the key players in the sector and top Employment Agency listed in the Stock Market - STAR segment - operated by Borsa Italiana, was held today.

The Ordinary Shareholders' Meeting approved, as envisaged by the first point on the agenda, the Financial Statements for the year, and examined the Group's consolidated financial statements as at 31 December 2017.

The consolidated financial statements of the Openjobmetis Group as at 31 December 2017 highlight the following: Revenues of €583.9 million with growth of 26.7% compared to 2016, EBITDA of €22.0 million, up by 29.8% over 2016, EBIT of €19.0 million, up by 23.1% compared to 2016, and a profit for the year of €12.2 million, up by 32.2% compared to 2016.

The Net financial position, at negative €35.0 million, shows an improvement of €5.8 million, compared to negative €40.8 million as at 31 December 2016.

Parent company Openjobmetis S.p.A. closed with a net profit of approximately €11.3 million, compared to €8.9 million in 2016. Revenues of Openjobmetis S.p.A. stood at €578.1 million, up €122.1 million compared to the prior year, which amounted to €456.0 million. Operating profit (EBIT) amounted to €14.7 million, compared to €11.9 million in 2016.

The Shareholders' Meeting approved allocation of the net profit as follows:

1. €563,927.42 to the Legal Reserve;
2. €10,714,625.75 to other reserves.

Moreover, the Meeting resolved to approve the first section of the Remuneration Report, as envisaged by the second point on the agenda, pursuant to Art. 123-ter, paragraph 6, of Italian Legislative Decree 58/1998.

The Shareholders' Meeting also resolved - as envisaged by the third point on the agenda, after setting the number of members of the new Board of Directors that would remain in office until approval of the financial statements relative to the year 2020 at 9 - the appointment of eight members from List no. 1 submitted by shareholders Omniafin S.p.A. and MTI Investimenti S.A., representing 22.604% of the share capital, and the appointment of one director from List no. 2 submitted by a Shareholders group with 10.407% of the share capital.

The new Board of Directors is therefore composed of the following:

LIST no. 1

- Marco Vittorelli (Chairman)
- Alberica Brivio Sforza (independent director pursuant to the Consolidated Law on Finance and to the Corporate Governance Code)
- Fabrizio Viola (independent director pursuant to the Consolidated Law on Finance and to the Corporate Governance Code)
- Alberto Rosati (independent director pursuant to the Consolidated Law on Finance and to the Corporate Governance Code)
- Corrado Vittorelli
- Rosario Rasizza
- Biagio La Porta
- Daniela Toscani

LIST no. 2

- Giovanni Fantasia (independent director pursuant to the Consolidated Law on Finance and to the Corporate Governance Code)

As at the appointment date, Corrado Vittorelli directly holds 13,000 ordinary shares, equal to 0.095% of the Company's share capital.

The curricula of the Directors - or a summary thereof - are published on the website www.openjobmetis.it, in the section Corporate Governance/Company bodies.

The Shareholders' Meeting then resolved - as envisaged by the fourth point on the agenda - renewal of the Board of Statutory Auditors, which will remain in office for the years 2018-2020, appointing two standing auditors and one alternate auditor from List no. 1, submitted by shareholders Omniafin S.p.A. and MTI Investimenti S.A., representing 22.604% of the share capital, as well as a standing auditor and an alternate auditor from List no. 2 - submitted by a group of Investors representing a total of 10.407% of the share capital.

The new Board of Statutory Auditors is therefore composed of the following:

LIST no. 1

- Roberto Tribuno (standing auditor)
- Manuela Paola Pagliarello (standing auditor)
- Marco Sironi (alternate auditor)

LIST no. 2

- Chiara Segala (standing auditor – Chairman)
- Alvisè Deganello (alternate auditor)

The curricula of the members of the Board of Statutory Auditors - or a summary thereof - are published on the website www.openjobmetis.it, in the section Corporate Governance/Company bodies.

Finally, the Shareholders' Meeting – as envisaged by the fifth point on the agenda – unanimously approved the Board of Directors to purchase and dispose of treasury shares.

The authorisation will enable the use of the treasury shares as a consideration in extraordinary transactions, in the interest of the issuer, with other subjects, including exchange, contribution, trade transactions or transactions carried out on the share capital or other corporate and/or financial transactions of an extraordinary nature or funding operations or to fulfil obligations arising from share-based incentive plans, distribution programmes, whether for consideration or not, share option plans or shares for Directors, employees and collaborators of the issuer or for Directors, employees and collaborators of companies under its control, as well as plans for the allocation of bonus shares to the Shareholders. The request is for authorising the Board of Directors to purchase ordinary shares (fully

released) of the Company, one or more times, to the extent to be freely determined by the Board of Directors up to a maximum number of shares so as not to exceed 5% of the share capital pro-tempore of Openjobmetis S.p.A, with regard to the treasury shares owned directly by the Company and those potentially owned by its subsidiaries, if any.

In all events, the purchases shall be carried out – in compliance with the provisions of article 2357, paragraph 1 of the Italian Civil Code – within the limits of the distributed dividends and of the provisions available, as per the Company's most recent Financial Statements, properly approved.

Authorisation for the purchase of treasury shares is requested 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 when the Shareholders' Meeting issues the related resolution. The Board may proceed with the authorized operations one or more times and at any time. The afore-mentioned time limit of 18 months does not apply to operations for the disposition and/or utilisation of the treasury shares that may have been purchased in compliance with the authorisation granted by the shareholders' meeting.

The purchase price of the shares will be determined each time based on the methods chosen for carrying out the transaction and pursuant to any applicable law and regulatory provision, both national and EU, or to the market practices which are to be adopted, but in all events, must not be either lower or higher than 10% of the official price recorded by Borsa Italiana S.p.A. at the session of the day prior to each transaction.

The sale or disposition of treasury shares in the portfolio, if executed in the form of money, must be carried out at a price per share to be determined based on the criteria accepted by the current market practices at that time and in all cases at a price that cannot be lower than 5% of the reference price recorded by Borsa Italiana S.p.A. at the session of the day prior to each transaction.

If the sale or disposition transactions are carried out within the scope of extraordinary transactions, including exchange, contribution, trade transactions or transactions carried out on the share capital or other corporate and/or financial transactions of an extraordinary nature or funding operations, they must be carried out according to the price limits and the terms and conditions to be freely determined by the Board of Directors, in consideration also of the financial terms and conditions of the transactions.

As regards the shares related to share incentive plans, the disposition of the shares must occur according to the methods and the terms set forth in the regulations of the plans themselves.

The purchase of treasury shares may be carried out according to any of the methods set forth in the combined provisions of articles 132 of Italian Legislative Decree no. 58 and 144-bis of 24 February 1998, letters a), b), d) and d)-ter of the Issuers Regulations, adopted by Consob with resolution no. 11971 of 14 May 1999, as amended, taking into consideration the specific exemption set out in paragraph 3 of the same article 132 of Legislative Decree no. 58 of 24 February 1998, and in all cases, according to any other method permitted by the applicable laws and regulations, both national and EU, and in compliance with any other applicable laws, including legislative and regulatory provisions, national and EU, also regarding market abuses, with the sole exception of the purchasing methods set forth in article 144-bis, letter c) of the Issuers' Regulations.

The purchase of treasury shares cannot be carried out prior to share capital reduction through the cancellation of the purchased treasury shares.

The Company states that:

- a) The summary report of the votes, indicating the number of shares represented at the Shareholders' Meeting and the shares for which voting was carried out, the percentage of share capital represented by these shares, as well as the number of votes in favour of and against the resolutions and the number of abstentions, shall be made available on the Company's website within the deadline envisaged by current legislation.
- b) The minutes of the Shareholders' Meeting shall be made available to the public according to the terms and methods envisaged by the current legislation.

Pursuant to paragraph 2 of Art. 154 *bis* of the Consolidated Law on Finance (TUF), Alessandro Esposti, in his capacity as Manager in charge of preparing the company's financial reports, hereby states that the financial information contained in this press release corresponds to the accounting figures, books and documents.

The separate financial statements of the Company and the consolidated financial statements of the Group are available at the headquarters located at Via Generale Gustavo Fara, 35 - 20124 Milan, at Borsa Italiana SpA and in the Investor Relations section of the website www.openjobmetis.it, as well as through the authorised storage device eMarket STORAGE, available at www.emarketstorage.com.

Openjobmetis - an overview: Openjobmetis SpA is an Employment Agency established in 2011 as a result of the merger of Openjob SpA and Metis SpA, with their know-how and unique expertise that has distinguished them for over 17 years. Listed since December 2015, Openjobmetis S.p.A. is the first and only Employment Agency on the STAR segment of the screen-based stock exchange (MTA) operated by Borsa Italiana, and is positioned among the leading Italian operators in its field, with revenues of approximately €584 million in the year ended 31 December 2017. Openjobmetis SpA relies on a network of over 130 branches distributed throughout Italy and it operates through a series of specialised areas: Healthcare, Industrial, Banking and Finance, Large-Scale Retail Trade, I&CT, Horeca, Family Care, Agro-Industrial, Diversity Talent and Naval. The range of services is completed by the subsidiary Seltis Srl, specialised in the recruitment and selection of middle/top level employees.

In December 2015, CRIBIS D&B awarded the CRIBIS D&B Rating 1 to Openjobmetis, recognising the company at the highest level of economic and financial reliability and in 2017, it further upgraded the rating, awarding it the title of CRIBIS Prime Company, which bears witness to the high level of creditworthiness and economic and financial solidity.

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