

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

The Ordinary Shareholders' Meeting of Openjobmetis S.p.A. – Employment Agency is called to be held at Melià Hotel, Via Masaccio, 19, Milan, on **17 April 2019** at **2:30 p.m.** in a single call to discuss and deliberate on the following

agenda

1. Proposal to approve the financial statements at 31 December 2018 together with the relevant reports and presentation of the consolidated financial statements at 31 December 2018.
2. Allocation of the profit for the year and distribution of the available reserves. Related and ensuing resolutions.
3. Remuneration report, first section, pursuant to article 123-ter of Italian Legislative Decree no. 58/1998.
4. Proposal to approve a plan for the free granting of rights to receive ordinary Company shares entitled "Performance Shares Plan 2019-2021".
5. Appointment of a Board of Directors pursuant to article 2386, paragraph 1, of the Italian Civil Code, and article 15.16 of the articles of association. Related and ensuing resolutions .

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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 17,719,593. Any changes that may occur before 08 April 2019 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 directly holds 411,360 treasury shares, equating to 3.00% of the share capital.

Participation in the Shareholders' Meeting

The Shareholders' Meeting may be attended by those who hold voting rights on 08 April 2019, 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 (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. 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, pursuant to Article 127-ter of Italian Legislative Decree No. 58/1998, 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 14 April 2019). The questions and relevant certifications may be sent by certified email to the address: 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 (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 28 March 2019) 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.

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 (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 (Corporate Governance/Shareholders' Meeting section) and using any other procedures provided for by laws and regulations.

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 (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 report on the items on the agenda pursuant to Articles 114-bis and 125-ter of Italian Legislative Decree No. 58/1998; (iii) the information document related to the proposal to approve a Performance Shares Plan; (iv) information on the amount of the share capital and on the voting rights.

The Board of Directors' explanatory report referred to in point (ii) 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, and the information document related to the proposal to approve a Performance Shares Plan are also made available to the public at the authorised storage mechanism eMarket STORAGE which can be found at the address 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 (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 and using any other procedures provided for by applicable laws and regulations.

Milan, 18 March 2019

for the Board of Directors
The Chairman
(Marco Vittorelli)

Fine Comunicato n.1803-13

Numero di Pagine: 6