

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 Legislative Decree no. 58/1998***

17 April 2019 (single call) at 2:30 p.m.

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”, according to the law and the Articles of Association, on 18 March 2019, the Shareholders' Meeting (“**Meeting**”) of Openjobmetis S.p.A. – Agenzia per il Lavoro (“**Openjobmetis**” or the “**Company**”) was called on 17 April 2019 at 2:30 p.m., on single call at Hotel Melià, in Milan, via Masaccio, no. 19, to resolve, in ordinary session, 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 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 exercising of the right to ask questions before the Meeting;
- the amount of the share capital and the number of shares that comprise it,

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, in the ‘Corporate Governance/Shareholders' Meeting’ section, which should be referred to as necessary.

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RESOLUTION PROPOSALS ON ITEMS 1, 2, 3, 4 and 5
ON THE AGENDA OF THE MEETING

I. 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.

On 14 March 2019, the Board of Directors of Openjobmetis approved the draft financial statements at 31 December 2018, accompanied by the Directors' Report on Operations. The Shareholders' Meeting is therefore called to resolve on the approval of the financial statements.

The meeting will also include the presentation of the consolidated financial statements of the Openjobmetis Group for the year 2018, which were already approved by the aforementioned Board of Directors' Meeting of 14 March 2019.

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.

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 2018 show a net profit of EUR 12,782,204.19 (twelve million seven hundred and eighty-two thousand two hundred and four/19).

In view of the foregoing, the Board of Directors proposes the following.

* * *

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 2018;
- 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 2018 of Openjobmetis S.p.A. Agenzia per il Lavoro together with the Directors' Report on Operations;
- to grant the Board of Directors and, on its behalf, the Chief Executive Officer or Chairman, with the right of further delegation to other parties, any power to execute the resolutions above.

* * *

2. Allocation of the profit for the year and distribution of the dividend. Related and ensuing resolutions.

With reference to the proposal to allocate the yearly profit, during its meeting on 19 February 2019, the Company's Board of Directors resolved to adopt, starting with the approval of the financial statements for the year 2018, a dividend policy which provides for the proposal to distribute an average of 25% of the consolidated net profit for the three-year period 2018-2020. This decision was disclosed to the market by a press release dated 19 February 2019.

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Resolution proposal

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

- acknowledging the dividend policy adopted by the Board of Directors in its resolution dated 19 February 2019;

RESOLVES

- to allocate the profits for the year 2018, totalling EUR 12,782,204.19 (twelve million seven hundred and eighty-two thousand two hundred and four/19), as follows:
 - EUR 639,110.21 to increase the Legal Reserve;
 - EUR 9,083,946.78 to other reserves;
 - EUR 3,059,147.20 to be distributed to the Shareholders, as a dividend of EUR 0.23 for each eligible share;
- to arrange payment, gross of legal withholding tax, of a dividend of EUR 0.23 per share starting from 8 May 2019, with ex-dividend date no. 1 set on 6 May 2019 and record date (i.e. date of entitlement to payment of the dividend, in accordance with article 83-terdecies of the Italian Consolidated Law on Finance and article 2.6.6, paragraph 2 of the Regulation on Markets organised and managed by Borsa Italiana S.p.A.) on 7 May 2019;
- to grant the Board of Directors and, on its behalf, the Chief Executive Officer or Chairman, with the right of further delegation to other parties, any power to execute the resolutions above.

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3. 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 2019 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 2019, 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.

* * *

4. Proposal to approve a plan for the free granting of rights to receive ordinary Company shares entitled “Performance Shares Plan 2019-2021”.

With reference to the fourth point on the agenda, we hereby submit to your attention, in accordance with article 114-bis, paragraph 1, of Italian Legislative Decree no. 58/ 1998, a plan for the free allocation of rights to receive ordinary shares of Openjobmetis entitled *Performance Shares Plan 2019-2021* (the “Plan”), subject to the achievement of specific performance targets, reserved for directors vested with particular offices and/or executives in accordance with the Corporate Governance Code, as well as managers with strategic responsibilities and other key employees, in strategic or operational matters, holding an open-ended contract with the Company.

The framework of the Plan was defined by the Board of Directors, acting on a proposal from the Remuneration Committee.

The characteristics and purposes of the said Plan are illustrated in the information document drafted by the Company pursuant to article 84-bis of the Regulation adopted by Consob through Resolution no. 11971 of 14 May 1999 (the “Issuers’ Regulation”), made available to the public at the registered office, on the Company website, www.openjobmetis.it, as well as according to the procedures and time frames laid down in the legislation in force and set forth in full in the annex to this Report, which should be referred to as necessary.

The Plan is structured into three annual assignment tranches (2019, 2020 and 2021).

The performance targets for each tranche are identified by the Board of Directors, following consultation, for matters within its purview, of the Remuneration Committee, and will be measured with reference to the relevant three-year vesting period for each tranche and, therefore, (i) with reference to the years 2019, 2020 and 2021 for the first tranche, (ii) with reference to the years 2020, 2021 and 2022 for the second tranche and (iii) with reference to the years 2021, 2022 and 2023 for the third tranche.

For each of the three tranches, the Board of Directors shall identify the individual Beneficiaries by determining, for each, the base number of shares, i.e. the number of shares to which the Beneficiary will be entitled in the event of achievement of 100% of the performance targets according to the terms and conditions laid down in the Plan.

In particular, the rights to receive shares will accrue in relation to the achievement of specific consolidated adjusted and cumulative EBITDA and Total Shareholder Return values. Each of these indicators has a relative weight of 50% of the total of the base number of shares, in such a way that, by way of example, the achievement of 100% of the performance target identified with reference to the consolidated adjusted and cumulative EBITDA will entail the assignment of 50% of the base number of shares and the achievement of 100% of the performance target identified with reference to the Total Shareholder Return will entail the assignment of the remaining 50% of the base number of shares.

The vesting of the right to receive shares and, therefore, the assignment of shares to the extent envisaged in the Plan, are subject to the Beneficiary’s being under contract with the Company on the date of assignment, as well as the achievement of the minimum performance target identified by the Board of Directors with reference to at least one of the two envisaged performance indicators. The Plan provides for the effects of termination of the employment contract between the Beneficiary and the Company before the assignment date with clauses which, according to best practices, distinguish between so-called bad leaver hypotheses and so-called good leaver hypotheses, with the former entailing the loss of any right to receive shares, and the latter the keeping of such a right re-proportioned based on the time during which the contract was in effect during the vesting period.

The objectives of the Plan are as follows:

- (i) to create value for the Company, by aligning the objectives of key figures from the strategic or operational perspective of the Company, with pursuing the goal of creating value for the Company's shareholders over the medium to long term;
- (ii) to attract, keep and motivate managers in possession of outstanding professional skills and who hold key positions within the Group;
- (iii) to reward the loyalty of Beneficiaries by increasing the Company's ability to keep the key resources already within the Group and the Company's competitiveness on the employment market to attract the best available talents.

The maximum number of Company shares, which may be assigned under the Plan, is 290,966. The Company intends to use the treasury shares already held in the portfolio for the Plan.

Resolution proposal

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

- acknowledging the proposal from the Board of Directors, forming the basis of the explanatory report drafted by it;
- having examined the information document drafted by the Board of Directors in accordance with article 84-bis of the Issuers' Regulation;

RESOLVES

- to approve, pursuant to and in accordance with article 114-bis of the Consolidated Law on Finance, agreeing with the reasons for so doing, the adoption of a plan for the free assignment of rights to receive ordinary Company shares, called the Performance Shares Plan 2019-2021, reserved for directors vested with particular offices and/or executives in accordance with the Corporate Governance Code, as well as managers with strategic responsibilities and other key employees, in strategic or operational matters, holding an open-ended contract with the Company, through the allocation of a maximum of 290,966 Company shares, according to the terms, conditions and implementation procedures described in the information document appended to the explanatory report of the Board of Directors;
- to confer on the Board of Directors, with the express right of further delegation to other parties, the broadest powers necessary or appropriate for establishing and fully implementing the Performance Shares Plan 2019-2021, including, but not limited to, the power to:
 - (i) identify the beneficiaries of the Performance Shares Plan 2019-2021 and the performance targets and determine the base number of Shares to assign to each in the event of full achievement of the performance targets, on the basis of which the Board of Directors will calculate, at the end of the vesting period, the number of actual shares – lower than or greater to the base number of Shares – to be assigned to each of the Beneficiaries according to the level of achievement, or exceeding, of the said performance targets, according to the terms and conditions envisaged in the said plan and, in any event, respecting the maximum number of shares to be used for the plan, as determined by the Meeting;

(ii) exercise all the powers and functions assigned to the Board of Directors by the Performance Shares Plan 2019-2021 and take the appropriate decisions, with the Board of Directors, at its discretion and within the limits permitted by the applicable legislation, able to use the treasury shares held by the Company for the Performance Shares Plan 2019-2021;

(iii) draft and approve the regulations of the Plan and make the amendments and/or supplements deemed necessary and/or appropriate in the event of extraordinary operations and/or legislative or regulatory amendments which affect the Company and/or Group, in order to ensure the essential and economic content of the Performance Shares Plan 2019-2021 remain unchanged, within the limits permitted by the legislation applicable at any given time; and

(iv) provide information to the market, draft and/or finalise any document necessary or appropriate in relation to the Performance Shares Plan 2019-2021, in accordance with the applicable legislative and regulatory provisions, as well as, in general, the implementation of these resolutions.

Openjobmetis S.p.A.

INFORMATION DOCUMENT RELATED TO THE PERFORMANCE SHARES 2019-2021 PLAN
RESERVED FOR OPENJOBMETIS MANAGEMENT AND EMPLOYEES

(drafted pursuant to Article 84-ter of Consob Regulation no. 11971 of 14 May 1999, as subsequently amended and supplemented)

14 March 2019

INTRODUCTION

This information document (the “**Information Document**”) drafted pursuant to Article 84-bis and Chart 7 of Attachment 3A of CONSOB Regulation no. 11971 of 14 May 1999, as subsequently amended and supplemented (the “**Issuers’ Regulations**”), concerns the proposal to adopt the medium to long term incentive plan for directors with certain specific roles and/or executives pursuant to the Code of Conduct as well as executives with strategic responsibilities and other key employees, from a strategic or operational standpoint, with full time subordinate work contracts with Openjobmetis S.p.A. (the “**Company**” or “**Openjobmetis**”). The Incentive Plan grants a free right to receive Company shares for free on condition of meeting certain specific performance goals and a number of additional conditions foreseen by the same plan (henceforth the “**Performance Shares 2019-2021 Plan**” or the “**Plan**”).

The aforementioned Plan adoption proposal, approved by the Board of Directors of Openjobmetis on 14 March 2019, will be submitted to the approval of the Shareholder’s Meeting convened on 17 April 2019 pursuant to art. 114-bis of Italian Legislative Decree no. 58 of 24 February 1998 as subsequently amended and supplemented (the “**TUF**”) seeing as it is also intended for directors and managers with strategic responsibilities.

Seeing as on the date of this Information Document, the Plan adoption proposal has not yet been approved by the Company's Shareholders' Meeting:

- (i) this Information Document is drafted exclusively on the basis of the content of the Plan adoption proposal approved by the Company's Board of Directors on 14 March 2019;
- (ii) all reference to the Plan contained in this Information Document must be understood to refer to the Plan adoption proposal.

The information foreseen by Chart no. 7 of Attachment 3A of the Issuers’ Regulations that are not contained in this Information Document will be provided, if available, during the Plan’s implementation phase, pursuant to art. 84-bis, paragraph 5, lett. a) of the Issuers’ Regulations.

DEFINITIONS

For the purpose of this Information Document the terms listed below have the meaning specified below for each of them:

Directors refers to the members of the Board of Directors qualified as executives pursuant to the Code of Conduct and/or the directors assigned with specific positions.

Shares refers to ordinary Openjobmetis shares.

Beneficiaries refers to the Directors, Managers with strategic responsibilities and other key Employees, from a strategic or operational standpoint, that will be identified by name, even on different dates or with reference to one or more Tranches, by the Board of Directors at its own unquestionable discretion, having heard the opinion of the Remuneration Committee, among the subjects assigned with relevant functions from a strategic or operational point of view within the Company or in any case that provide a significant contribution in the pursuit of the Company's and the Group's objectives.

Code of Conduct refers to the Code of Conduct of listed companies approved by the Corporate Governance Committee of Borsa Italiana S.p.A. in March 2006 as subsequently amended and supplemented.

Remuneration Committee refers to the remuneration committee instituted within the Board of Directors pursuant to the Code of Conduct.

Board of Directors refers to Openjobmetis' Board of Directors in office at any one time.

Date of Share Allocation with reference to each Tranche and to each Beneficiary, it refers to the date of allocation of the Shares pursuant to this Regulation, which falls between the Verification Date and the thirtieth Business Day after the Verification Date.

Data of Right Allocation with reference to each Tranche and each Beneficiary, it indicates the date of the Board of Directors' resolution which identifies the Beneficiary, the allocation of the Right to Receive the Shares to the same Beneficiary and the calculation of the Base Number of Shares that may be allocated based on the terms and conditions of this Regulation.

Verification Date refers to the date on which the Board of Directors verifies when the Share Allocation conditions pursuant to this Regulation have been met subsequent to the approval by the Company's Shareholder's Meeting of the financial statements for the business year ending on 31 December of the last Vesting Period in operation and in any case within the fifteenth Business Day after the approval of said financial statements.

Employees	refers to Company employees with a subordinate full time work contract registered in the appropriate Company register.
Executives with strategic responsibilities	refers to executives with strategic responsibilities within the Company as defined pursuant to applicable regulations.
Right to Receive Shares	refers to the conditional, free and non-transferable right by deed <i>inter vivos</i> , to receive Shares at no cost to the extent and under the terms and conditions foreseen by the Regulation, if certain specific Performance Objectives are reached.
Rectified Consolidated EBITDA	refers to the value of the profit/loss for the year gross of income tax, net financial expenses, discounts, provisions and devaluations excluding any non-recurring profits (costs), as detailed in the Company's consolidated financial statements, minus the contribution which, in terms of the profit and loss account, could be provided by companies purchased during the year, if not included in the budget; it is also specified that, if the consolidated financial statements taken into consideration in order to calculate the Performance Objectives do not include a rectified EBITDA, for the purpose of this Regulation reference shall be made to the value of the consolidated EBITDA.
Adjusted Cumulative Consolidated EBITDA	indicates, for each Tranche, the sum of the Adjusted Consolidated EBITDA values for three business years included in the relevant Vesting Period, meaning (i) the business years ending on 31 December 2019, 2020 and 2021 for the first Tranche; ii) the business years ending on 31 December 2020, 2021 and 2022 for the second Tranche and (iii) the business years ending on 31 December 2021, 2022 and 2023 for the third Tranche.
Business Day	refers to each calendar day excluding Saturdays and Sundays and any other days when banks are not, as a rule, open in Milan for usual business.
Group	refers to the Company and its subsidiaries pursuant to article 2359 of the Italian Civil Code.
Lock-Up Commitment	the irrevocable commitment towards the Company not to directly or indirectly engage in sale transactions, provisions and/or in any transactions which aim to or as a result of which, whether directly or indirectly, the Shares awarded as part of the Plan may be assigned or transferred to third parties for whatever reason and in whatever form.
Base Number of Shares	indicates, for each Beneficiary, the number of Shares that the same will be entitled to on achieving 100% of the Performance Objectives under the terms and conditions foreseen by the Regulation.
Performance Objectives	refers to the performance objectives, measured with reference to each Vesting Period, the achievement of which the Allocation of the Shares to each Beneficiary depends, as identified by the Board of Directors, having heard the opinion, for that falling under its remit, of the

Remuneration Committee and calculated with reference to the following indicators:

- Adjusted Cumulative Consolidated EBITDA, and
- relative Total Shareholder Return calculated compared to the TSRs of the Companies included in the Panel.

Vesting Period

refers to the period, starting on 1 January of the business year which assigns the Right to Receive Shares at 31 December of the third year after the allocation of the Right to Receive Shares (meaning 1 January 2019 - 31 December 2021 for the first Tranche, 1 January 2020 - 31 December 2022 for the Second Tranche and 1 January 2021 - 31 December 2023 for the third Tranche), with reference to which the achievement of the Performance Objectives of each Tranche shall be verified.

Plan:

has the meaning indicated in the Introduction.

Relationship

refers to, on a case per case basis, the subordinate full time employment relationship of the Employee or Executives with Strategic Responsibilities or the relationship resulting from the appointment as Director that exists between the Beneficiary and the Company.

Company

refers to Openjobmetis S.p.A.

Panel Company

refers to the companies relative to which the Performance Objectives will be verified based on the TSR, meaning (i) for the first Tranche, companies included in the FTSE Italia STAR index on 1 January 2019, (ii) for the second Tranche, companies included in the FTSE Italia STAR index on 1 January 2020 and (iii) for the third Tranche, companies included in the FTSE Italia STAR index on 1 January 2021. It is understood that (A) the companies that are excluded from the FTSE Italia STAR index after 1 January of the first business year of the Vesting Period whose shares continue to be listed shall continue to be taken into consideration for the calculation of the Performance Objectives based on the TSR for that Vesting Period, (B) the companies included in the FTSE Italia STAR index at 1 January of the first business year of the Vesting Period whose shares cease to be listed during the Vesting Period shall no longer be taken into consideration in the calculation of the Performance Objectives based on the TSR for said Vesting Period and (C) the companies that may be included in the FTSE Italia STAR index after 1 January of the first business year of the Vesting Period shall not be considered in the calculation of the Performance Objectives based on the TSR for that Vesting Period.

Third Purchaser

a third party subject other than (a) natural persons or legal entities that on the date of final approval of this Regulation by the Board of Directors directly or indirectly control the Company pursuant to article 2359 of the Italian Civil Code, or (b) the natural persons or legal entities which on the date of final approval of the Regulation by the Board of Directors, are directly or indirectly controlled pursuant to article 2359 of the Italian Civil Code., by one of the subjects listed under the

preceding letter (a).

Tranche

refers to the three annual allocation cycles in which the Plan is divided that the Board of Directors may pass resolutions on, respectively, in 2019, 2020 and 2021, each of which has its own Vesting Period.

Total Shareholder Return or TSR

refers to the yield of a share for an investor as calculated for a certain specific period, calculated taking into consideration both the market price variations of the share for said period and the dividends distributed in the same period considered as reinvested in Company shares. For the purpose of calculating the TSR for the purposes of this Regulation, the Return Index (RI) of the Datastream platform will be used, and other comparable platforms if unavailable.

Company TSR or TSR OJM

refers to the Total Shareholder Return of the Company's Shares in a specific Vesting Period, in the instances where in order to calculate the Share price variations one shall take as the first term of reference the Share's average price during the 30 days of open trading on the Stock Market prior to 1 January of the first business year of the relevant Vesting Period and as second term of reference the Share's average price in the 30 days of open trading on the Stock Market prior to 31 December of the last business year of the relevant Vesting Period.

TUF

refers to Italian Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented.

1. PLAN BENEFICIARY SUBJECTS

The Plan is intended for Directors, Managers with strategic responsibilities and other key Employees, from a strategic or operational standpoint, that will be identified by name, even on different dates or with reference to one or more Tranches, by the Board of Directors at its own unquestionable discretion, having heard the opinion of the Remuneration Committee, among the subjects assigned with relevant functions from a strategic or operational point of view within the Company or in any case that provide a significant contribution in the pursuit of the Company's and the Group's objectives.

The Plan is to be considered - pursuant to art. 114-bis, paragraph 3 of TUF and art. 84-bis, paragraph 2, lett. s) of the Issuers' Regulations - a "plan of particular relevance" seeing as the Beneficiaries that are identified by the Board of Directors may be directors and executives with strategic responsibilities within the Company.

1.1 Nominal indication of the beneficiaries who are members of the Board of Directors or of the Financial Instrument Issuer Management Board, the companies controlling the issuer and the companies that are directly or indirectly controlled by the latter.

On the date of this Information Document it is not possible to identify by name the Beneficiaries who might be members of the Board of Directors who will be assigned the Right to Receive Shares, seeing as at the moment the nominal identification of the Beneficiaries shall be made pursuant to the Plan after the approval of the Plan itself by the Company's Shareholder's Meeting as better specified in Paragraph 1.2 below.

The nominal identification of the Beneficiaries that are members of the Board of Directors and the other information foreseen by paragraph 1 of Chart 7 of Attachment 3A of the Issuers' Regulations shall be provided according to the procedures and terms indicated by art. 84-bis, paragraph 5, lett. a) of the Issuers' Regulations.

1.2 Categories of the financial issuer's employees or collaborators and of the controlling and controlled companies of said issuer.

The Plan is restricted to directors holding certain specific positions and/or executives pursuant to the Code of Conduct as well as executives with strategic responsibilities and other key employees, from a strategic or operational standpoint, with subordinate full time work contracts with the Company.

The identification of the Beneficiaries for each Tranche will be made by the Board of Directors, at their unquestionable discretion, following a proposal by the Managing Director and a prior opinion from the Remuneration Committee, for Beneficiaries other than the Managing Director and as proposed by the Remuneration Committee where the Beneficiary of the Plan is the Managing Director and - in the instances regulated by art. 2389, third paragraph, of the Italian Civil code - after having heard the opinion of the Board of Statutory Auditors.

1.3 Nominal identification of subjects benefiting from the plan included in the groups indicated under point 1.3, letters a), b) and c), of Attachment 3A of Chart 7 of the Issuers' Regulations

a) Issuer's General Directors

Not applicable in so far as at the time of this Information Document the Company had not appointed any General Directors.

b) Other directors with strategic responsibilities of the financial instrument issuer that is not classed as a "minor entity", pursuant to article 3, paragraph 1, lett. f) of Regulation no. 17221 of 12 March 2010, if over the course of the year they have received total fees (obtained by summing cash fees and fees based on financial instruments) greater compared to the highest total fees among those assigned to the members of the Board of Directors, or the Management Board, and the general directors of the financial instruments

issuer

Not applicable seeing as the Company does qualify as a “minor entity” company pursuant to article 3, paragraph 1, lett. f) of Regulation no. 17221 of 12 March 2010.

c) Natural Persons controlling the share issuer, whether employees or that work as collaborators for the share issuer

Not applicable seeing as no natural persons have control over Openjobmetis that are Plan beneficiaries.

1.4 Description and numerical indication of the beneficiaries, divided by the categories indicated under point 1.4, letters a), b) and c) of Attachment 3A of Chart 7 of the Issuers’ Regulations.

a) Description and number of executives with strategic responsibilities other than those indicated under letter b) of paragraph 1.3

Not applicable seeing as the Company does qualify as a “minor entity” company pursuant to article 3, paragraph 1, lett. f) of Regulation no. 17221 of 12 March 2010.

b) For “minor entity” companies, pursuant to article 3, paragraph 1, lett. f) of Regulation no. 17221 of 12 March 2010, the aggregate indication for all executives with strategic responsibilities of the financial instrument issuer

On the date of this Information Document it is not possible to identify any of the Plan's Beneficiaries, seeing as the nominal identification of the Beneficiaries shall be made pursuant to the Plan after the approval of the Plan itself by the Company's Shareholder's Meeting as better specified in Paragraph 1.2 above.

The aggregate indication of the Beneficiaries that are Executives with strategic responsibilities and the other information foreseen by paragraph 1 of Chart 7 of Attachment 3A of the Issuers’ Regulations shall be provided according to the procedures and terms indicated by art. 84-bis, paragraph 5, lett. a) of the Issuers’ Regulations.

c) Description of any other employee or collaborator categories for whom specific plan characteristics have been foreseen (for example executives, managers, white collar workers, etc.)

There are no Employee categories for which specific Plan characteristics have been foreseen.

2. REASONS BEHIND THE ADOPTION OF THE PLAN

2.1 Objectives that the plan allocation are intended to meet.

The objectives of the Plan are as follows:

- (i) create value for the Company, by aligning the objectives of key figures from a strategic or operational standpoint for the Company, to the pursuit of the objective of creating value for the Company's Shareholder's in a medium-to-long term context;
- (ii) attract, retain and motivate managers that display high professional standards and occupy key positions within the Group;
- (iii) enhance the loyalty of Beneficiaries by increasing the Company's capacity to retain the key resources already found within the Group and the Company's competitive edge on the labour market to attract the best available talents.

2.2 Key variables, even in the form of performance indicators considered for the purpose of assigning the plans based on financial instruments.

The accrual of the Right to Receive Shares and, therefore, the Allocation of Shares to the extent established in accordance with the Plan, are subordinate to the fulfilment of the following conditions:

- (i) that on the Date of Share Allocation there is Relationship between the Beneficiary and the Company; and
- (ii) that the Minimum Performance Objective has been achieved with reference to at least one of the following performance indicators, each carrying a relative weight of 50%:
 - Rectified Consolidated and Cumulated EBITDA, and
 - the Company's relative Total Shareholder Return calculated compared to the TSRs of the Companies included in the Panel.

2.3 Elements on which the calculation of the entity of the fee based on financial instruments is based, or the criteria for its calculation.

For each of the three Tranches, the Board of Directors will identify by name the Beneficiaries assigning to each Beneficiary the Right to Receive the Shares and calculating, for each of them, the Base Number of Shares, meaning the number of Shares that each Beneficiary is entitled to if 100% of the Performance Objectives are reached according to the terms and conditions foreseen by the Plan.

The identification of the Beneficiaries for each Tranche and the calculation of the Base Number of Shares that may be assigned to each Beneficiary will be made by the Board of Directors, at their unquestionable discretion, as proposed by the Managing Director and with a prior opinion from the Remuneration Committee, for Beneficiaries other than the Managing Director and as proposed by the Remuneration Committee where the Beneficiary of the Plan is the Managing Director and - in the instances regulated by art. 2389, third paragraph of the Italian Civil code - having heard the opinion of the Board of Statutory Auditors, having regard for the Company's interests, taking into account, among other things, the importance of the resource in relation to Company results, the strategic relevance of the position held within the Company, the resource's potential and every other element that may be useful or relevant with regard to the objectives of creating value for the Company and the Group as reflected in the definition of the Performance Objectives.

2.4 Reasons for any decision to assign compensation plans based on financial instruments not issued by the issuer of financial instruments, such as financial instruments issued by subsidiaries or controlling companies or third party companies in terms of Group membership; if said instruments are not traded on regulated markets, information on the criteria used to establish the value to be assigned to them.

The Plan does not foresee the allocation of compensation based on financial instruments other than those issued by the Company.

2.5 Considerations regarding significant implications of a tax and accounting nature that have had a bearing on the definition of the plans.

No particular implications of a tax and/or accounting nature have had a bearing on the definition of the plans.

2.6 Possibility of gaining support for the plan from the Special Fund for the promotion of employee interest in companies, pursuant to article 4, paragraph 112, of Law no. 350 of 24 December 2003.

The Plan does not receive any support from the Special Fund for the promotion of employee interest in companies, pursuant to article 4, paragraph 112, of Law no. 350 of 24 December 2003.

3. PROCEDURE FOR APPROVAL AND TIMEFRAME FOR THE ALLOCATION OF THE SHARES

3.1 Scope of the powers and functions delegated by the Shareholder's Meeting to the Board of Directors in order to implement the plan.

The Plan was approved by the Board of Directors on 14 March 2019, based on the findings of the preparatory work carried out by the Remuneration Committee. On the same date the Board of Directors resolved to submit the Plan to the approval of the Company's Shareholder's Meeting pursuant to and for the effects of art. 114-bis of TUF.

At the Company's Shareholder's Meeting it will also be proposed that the Board of Directors be granted the broadest required and advisable power to arrange and ensure complete and integral implementation of the Plan included herein, by way of non-limiting example, the power to (i) identify the Beneficiaries and the Performance Objectives, (ii) calculate the Base Number of Shares to be allocated to each Beneficiary, based on which the Board of Directors will calculate the number of actual Shares to be allocated to each Beneficiary based on the level of achievement, or possible exceeding, of the same performance objectives, under the terms and conditions foreseen by the same plan and, in any case, within the maximum number of shares to be allocated to the plan as established by the Shareholder's Meeting, (iii) exercise all powers and functions assigned to the Board of Directors by the Plan and make all necessary decisions, (iv) make Treasury Shares owned by the Company available for the Plan; (v) draft and approve the Plan regulation and introduce the amendments and/or integrations that may be considered necessary and/or advisable in the event of extraordinary transactions that concern the Company and/or the Group; and (iv) take steps to inform the market, draft and/or finalise every document required or advisable for the Plan, pursuant to applicable legislative and regulatory dispositions, as well as, generally speaking, the adoption of the resolutions passed by the Shareholder's Meeting with regard to the Plan.

The descriptive report by the Board of Directors containing the resolution proposal is made available in accordance with the terms and conditions set by law.

3.2 Indication of the subjects appointed to manage the plan and their role and competence.

The body responsible for the management of the Plan is the Board of Directors which, in exercising the powers granted to it by the ordinary Shareholder's Meeting with regard to the Plan, may delegate its powers, assignments and responsibilities in relation to the execution, management and administration of the Plan to one or more of its members.

The Remuneration Committee shall provide consultation and proposal advice with regard to the implementation of the Plan, according to the recommendations of the Code of Conduct.

3.3 Existing procedures, if any, for the revision of the plans in relation to possible variations in the basic objectives.

If, during the Vesting Period, a Takeover Bid or a Change of Control takes place, the Board of Directors will have the right, having heard the opinion of the Remuneration Committee and at its own unquestionable discretion, to award the Shares for that Vesting Period in advance and to establish the number bearing in mind the Group's most recent results.

As a result any other events that are likely to have a bearing on the Company, the Group, on the Performance Objectives or the Plan (including, by way of mere non-limiting example, extraordinary transactions concerning the Company, legislative changes, significant variations in the macro-economic or international monetary policy conditions) the Board of Directors, independently and without the need for further approval by the Company's Shareholder's Meeting, having heard the opinion of the Remuneration Committee, may make any amendments and supplements to the Plan and its implementation documents, the Regulation and/or the Right to Receive Shares and/or the Base Number of Shares that may be deemed necessary and/or advisable, in order to keep the essential

and economic content of the Plan unchanged, with regard to the objectives and purposes that the same pursues.

3.4 Description of the procedures by which the availability and allocation of the financial instruments on which the plans are based can be calculated (for example: free allocation of shares, capital increases with the exclusion of the option right, purchase and sale of treasury shares).

On the date of this Information Document the Company owns no. 411,360 treasury shares. Bearing in mind that the maximum number of Shares required for the Plan amounts to no. 290,966, the Company intends to use the treasury shares in its portfolio to service the Plan.

3.5 Role performed by each director in establishing the characteristics of the aforementioned plans; any instance of conflicts of interest for the director's involved.

The characteristics of the Plan to be submitted to the approval of the Company's Shareholder's Meeting, pursuant to and for the effects of art. 114-bis of TUF, have been established in collegial form by the Board of Directors, with the proactive and advisory support provided by the Remuneration Committee and complying with the conclusions reached by the same Committee, as recommended by the Code of Conduct and in line with the Company's best practices on the matter.

Among the categories of Plan Beneficiaries there are also Directors assigned specific positions.

Any Board resolution assigning the Right to Receive Shares to Beneficiaries who hold Directorships shall be adopted in compliance with applicable regulatory provisions.

3.6 For the purpose of the requirements of art. 84-bis, paragraph 1, the date of the decision reached by the competent organism to submit the approval of the plans to the Shareholder's Meeting and of any proposal made for remuneration.

The Remuneration Committee has outlined the Plan's architecture through preparatory work that took place starting in the month of September 2018. On 12 February 2019 the Committee set out the guidelines for the Plan and on 19 February 2019 referred to the Board of Directors the outcome of the activities undertaken. Finally, the Committee passed a resolution on the final proposal to be submitted to the Board of Directors relative to the Plan on 14 March 2019.

On the same date, the Board of Directors, as proposed by the Remuneration Committee, passed a resolution to approve the Plan adoption proposal and to submit the same to the approval of the Shareholder's Meeting.

3.7 For the purpose of the requirements of art. 84-bis, paragraph 5, lett. a), the date of the decision reached by the competent organism regarding the allocation of the instrument and the proposal submitted to the aforementioned organism that may have been formulated by the Remuneration Committee.

The Plan and the instruments provided for its implementation will be submitted for approval at the Shareholder's Meeting of 17 April 2019. After the Shareholder's Meeting, if the Plan and the related accessory resolutions are approved, the Board of Directors will meet to pass the relevant resolutions for the implementation of the Plan itself.

According to the terms of the Plan, the Board of Directors may identify the Beneficiaries for each Tranche, once the Plan has been approved by the Shareholder's Meeting, even in more than a single Right Allocation Date, providing it is within the following periods, respectively;

- (a) on the date of approval of the Company's financial statements at 31 December 2018 and up to 30 June 2019 for the first Tranche;

- (b) on the date of approval of the Company's financial statements at 31 December 2019 and up to 30 June 2020 for the second Tranche;
- (c) on the date of approval of the Company's financial statements at 31 December 2020 and up to 30 June 2021 for the third Tranche;

The resolutions that are passed by the Board of Directors for the implementation of the Plan, must be made public pursuant to art. 84-bis, paragraph 5, lett. a) of the Issuers' Regulations.

3.8 The market price, recorded on the aforementioned dates, for the financial instruments on which the plans are based, if traded on regulated markets.

The official price of the Shares on the Mercato Telematico Azionario (Screen based stock exchange) on the dates detailed in the preceding Paragraph 3.6 was as follows:

12 February 2019	€	7.20
19 February 2019	€	7.21
14 March 2019	€	7.15

3.9 For plans based on financial instruments traded on regulated markets, in what terms and according to what procedures does the issuer take into account, when identifying the time frame for allocation of the instruments involved in the implementation of the plans, the possible temporal coincidence between: (i) said allocation and possible resolutions taken on this point by the remuneration's committee, and (ii) the distribution of any relevant information pursuant to art. 114, paragraph 1, TUF, for example, in the event that said information is: a. not yet public and likely to positively influence market prices, or b. already published and likely to negatively influence market prices.

The Shares shall only be allocated at the end of the Vesting Period and provided the maturity conditions outlined under paragraph 2.2 have been met. Consequently, any distribution of privileged information at the time of allocating the Rights would not explain appreciable effects on the Plan caused by the conduct of the Beneficiaries who, at that time, cannot carry out any share trading operations on Shares, seeing as their delivery is deferred to a later time compared to that of allocation of the same Rights.

The procedure for Right allocation and Share deliver will take place, in any case, with full compliance with the information obligations which the Company is required to satisfy, in order to ensure the transparency and fairness of the information provided to the market, and compliance with the procedures adopted by the Company.

4. CHARACTERISTICS OF THE INSTRUMENTS ALLOCATED

4.1 Description of the structural formats on which the compensation plans based on financial instruments are based.

The purpose of the Plan is the free allocation of the conditional, free and non-transferable right by deed *inter vivos* to the Beneficiaries, according to the terms and conditions foreseen by the same Plan; free ordinary Company shares dependant on the achievement of specific Performance Objectives and in relation to the degree said Performance Objectives are met.

4.2 Indication of the period of actual effectiveness of the plan also with reference to any different cycles foreseen.

The Plan is divided into three Tranches of annual allocations (2019, 2020, 2021), each with its own three-year Vesting Period.

The Performance Objectives for each Tranche are identified by the Board of Directors, having heard the opinion of the Remuneration Committee regarding the aspect under its remit, and shall be measured with reference to the relative Vesting Period and, therefore (i) with reference to the years 2019, 2020 and 2021 for the first Tranche, (ii) with reference to the years 2020, 2021 and 2022 for the second Tranche and (iii) with reference to the years 2021, 2022 and 2023 for the third Tranche.

Following approval by the Company's Shareholder's Meeting of the financial statements for the year closing at 31 December of the last year of the Vesting Period and in any case within the fifteenth Business Day following the approval of said financial statements, the Board of Directors shall assess whether the conditions detailed under the preceding Paragraph 2.2 have been met and will then proceed to calculate, based on the Base Number of Shares, the actual number of Shares that shall go to each Beneficiary in relation to the level of achievement of the Performance Objectives.

The Company shall proceed to Allocate the actual number of Shares owed to each Beneficiary within 30 Business Days of the Verification Date.

4.3 Plan end date.

The Board of Directors may identify the Beneficiaries of the third and last Tranche by 30 June 2021.

The Allocation of the Shares for the last Tranche must take place within 30 Business Days of the relative Verification Date which may not be more than fifteen Business Days after the date of approval by the Company's Shareholder's Meeting of the financial statements for the year ending on 31 December 2023.

4.4 Maximum number of financial instruments, even in the form of options, allocated each tax year for subjects nominally identified or categories indicated.

The maximum number of Shares that may be assigned pursuant to the execution of the Plan amount to 290,966.

4.5 Plan execution procedures and clauses, specifying whether the actual allocation of the instruments is dependent on the meeting of certain conditions or the successful achievement of specific results even in terms of performance; description of said conditions and results.

As indicated in Paragraph 2.2, the vesting of the Right to Receive Shares and, therefore, the Allocation of the Shares to the extent established based on this Regulation, are subordinated to the continuation of the Employment Relationship of the Beneficiary with the Company at the Date of Allocation as well as the achievement of the Minimum Objective with reference to at least one of the two performance indicators foreseen by the Plan, meaning the Company's Adjusted Cumulative Consolidated EBITDA and the Total Shareholder Return calculated compared to the TSRs of the Companies included in the Panel.

Each indicator carries a weight equal to 50% of the total Base Number of Shares, so that, by way of example, on achieving 100% of the Performance Objective identified with reference to the Adjusted Cumulative Consolidated EBITDA shall entail the allocation of 50% of the Base Number of Shares and the achievement of 100% of the Performance Objective identified with reference to the Total Shareholder Return shall entail the allocation of the remaining 50% of the Base Number of Shares.

A. Adjusted Cumulative Consolidated EBITDA

The Performance Objective based on the Adjusted Cumulative Consolidated EBITDA (i) with reference to the first Tranche, amounts to the sum of the Cumulative Consolidated EBITDA indicated in the annual consolidated

budgets for the years 2019, 2020 and 2021 (it being understood that, in the event of approval of multi-year plans, the annual budget that needs to be considered for each year will be the one in the multi-year plan in which the year in question is the first), while (ii) with reference to Tranches subsequent to the first, the Board of Directors may establish the Performance Objective based on the Adjusted Cumulative Consolidated EBITDA for the annual budgets according to the same criteria applied to the first Tranche or with reference to the Adjusted Cumulative Consolidated EBITDA values indicated in the multi-year industrial plans for the relevant Vesting Period (the values in points (i) and (ii) being known as the “**Adjusted EBITDA Target Objective**”).

With reference to the Performance Objective based on the Adjusted Cumulative Consolidated EBITDA, each Beneficiary will be allocated a percentage of the First Share Quota in accordance with the following table:

% of achievement of the Adjusted EBITDA Target Objective (OP)	Shares allocated as a % in relation to the First Share Quota (PQA)
OP < 90%	0%
90% ≤ OP ≤ 100%	50% ≤ PQA ≤ 100%
100% < OP ≤ 110%	100% < PQA ≤ 120%
OP > 110%	120%
The intermediate values are calculated by linear interpolation.	

- If the Adjusted Cumulative Consolidated EBITDA for the relevant Vesting Period is under 90% of the Adjusted Cumulative EBITDA Target Objective, the Beneficiary shall not have any right to any percentage of the First Quota of Shares.
- If the Adjusted Cumulative Consolidated EBITDA for the relevant Vesting Period is equivalent to 90% of the Adjusted EBITDA Target Objective (“**Cumulative EBITDA Minimum Objective**”), the Beneficiary shall have the right to 50% of the First Quota of Shares.
- If the Adjusted Cumulative Consolidated EBITDA for the relevant Vesting Period is included between 90% and 100% of the Adjusted EBITDA Target Objective, the Beneficiary shall have the right to a percentage of the First Quota of Shares included between 50% and 100% calculated by linear interpolation.
- If the Adjusted Cumulative Consolidated EBITDA for the relevant Vesting Period is included between 100% and 110% of the Adjusted EBITDA Target Objective, the Beneficiary shall have the right to a percentage of the First Quota of Shares included between 100% and 120% calculated by linear interpolation.
- For values of the Adjusted Cumulative Consolidated EBITDA for the relevant Vesting Period for which the latter exceeds 110% of the Adjusted EBITDA Target Objective (“**Cumulative EBITDA Maximum Objective**”), the Beneficiary shall be entitled to a percentage of the First Quota of Shares equal to and no greater than 120%.

B. Total Shareholder Return

The Performance Objective based on the TSR is understood as having been met when the Company's TSR is positioned on the median of the TSRs of Companies included in the Panel (“**TSR Target Objective**”), where by median of the TSRs we consider the central value of the distribution of TSRs of the Panel Companies, or the value that separates the 50% of higher TSRs from the 50% of lower TSRs.

With reference to the Performance Objective based on the TSR, each Beneficiary will be allocated a percentage of

the First Share Quota in accordance with the following table:

Positioning of the Company's TSR (TSR OJM) compared to the TSRs of the Companies included in the Panel.	Shares allocated as a % in relation to the Second Share Quota (SQA)
TSR OJM < Median	0%
Median ≤ TSR OJM ≤ Third quartile	50% ≤ SQA ≤ 100%
Third Quartile < TSR OJM ≤ Ninth decile	100% < SQA ≤ 120%
TSR OJM > Ninth Decile	120%
The intermediate values are calculated by linear interpolation.	

- If the Company's TSR is lower than the median of TSRs for Panel Companies, the Beneficiary shall have no right to any percentage of the Second Quota of Shares.
- If the Company's TSR is equal to the median of TSRs for Panel Companies (the “**Comparative Minimum TSR Objective**”), the Beneficiary shall have the right to 50% percent of the Second Quota of Shares.
- If the Company's TSR is lower than the median and the third quartile of TSRs for Panel Companies, the Beneficiary shall have a right to a percentage of the Second Quota of Shares ranging between 50% and 100% calculated using the linear interpolation method, where the third quartile of the TSRs is the value of the TSR distribution of Panel Companies that separates the 25% with higher TSRs to the 75% with lower TSRs.
- If the Company's TSR ranges between the third quartile and the ninth decile of the TSRs of the Panel Companies, the Beneficiary shall have a right to a percentage of the Second Quota of Shares ranging between 100% and 120% calculated using the linear interpolation method, where the ninth decile of the TSRs is the value of the TSR distribution of Panel Companies that separates the 10% with higher TSRs to the 90% with lower TSRs.
- If the Company's TSR is higher than the ninth decile of the TSRs of the Panel Companies, the Beneficiary will be entitled to a percentage of the Second Quota of Shares equal to and never exceeding 120%.

The Performance Objective based on the Adjusted Consolidated Cumulative EBITDA and the Performance Objective based on the TSR are independent Performance Objectives. If the Minimum Objective is not exceeded based on one of the two indicators the Shares based on meeting of the Performance Objective based on the other indicator may in any case be assigned.

4.6 Indication of any availability constraints on the instruments to be allocated or on the instruments resulting from the exercise of options, with particular reference to the terms within which it is allowed or forbidden the subsequent transfer to the same company or to third parties.

Each Beneficiary that is a Director shall be subject to a Lock-Up Commitment on 50% of the Shares assigned to the same pursuant to the Plan with the following duration: (i) from the Date of Allocation up to the date of termination of their assignment with reference to 25% of the Shares assigned to the same and (ii) from the Date of Allocation to the last day of the fifteenth month subsequent to the Date of Allocation with reference to a further 25% of the Shares assigned to the same.

Each Beneficiary that is an Executives with strategic responsibilities shall be subject to a Lock-Up Commitment on 50% of the Shares assigned to the same pursuant to the Plan with the following duration: (i) from the Date of Allocation up to the last day of the sixth month subsequent to the Assignment Date and (ii) from the Date of Allocation to the last day of the twelfth month subsequent to the Date of Allocation with reference to a further 25% of the Shares assigned to the same.

4.7 Description of any termination conditions with reference to the allocation plans if any of the Beneficiaries engage in hedging operations that enable to neutralise any bans on sales of allocated financial instruments, even in the form of options, or financial instruments resulting from the exercise of said options.

Not applicable.

4.8 Description of the effects resulting from the termination of the employment relationship.

In the event of a termination of the employment Relationship between the Beneficiary and the Company prior to the Share Allocation Date owing to (i) voluntary resignation by the Beneficiary not supported by just cause or by one of the reasons detailed in the subsequent paragraph (even in the event that by the Share Allocation Date the termination of the Relationship has not yet become effective but the Company has received a formal communication to this end from the Beneficiary); (ii) revocation for just cause or lapsing of the mandate as Director; (iii) resignation from the position of Director pursuant to art. 2385, paragraph 1, of the Italian Civil Code or (iv) dismissal for just cause or justified reason, the Beneficiary shall be definitely excluded from any rights granted by the Plan, including the Right to Receive Shares, without the right of the Beneficiary receiving any indemnity and/or reimbursement of any kind (so called bad leaver conditions).

If the Relationship between the Beneficiary and the Company is terminated before the Share Allocation Date owing to (i) mutually agreed contract termination; (ii) voluntary resignation of the Beneficiary in order to access their pension plan or for other just causes; (iii) retirement; (iv) revocation without just cause of the position of Director; (v) natural lapsing of a Director's term; (vi) dismissal without just cause or justified reason; (vii) ensuing permanent physical or mental disability or handicap of the Beneficiary that prevents the continuation of the Relationship or (viii) death of the Beneficiary; the Beneficiary (or his/her heirs or assignees once the heirs have filed their inheritance claim and fulfilled all current tax dispositions, as far as they apply), without prejudice to compliance with the obligations, procedures and terms of this Regulation, will have the right to maintain the Right to Receive Shares with reference to a Base Number of Shares that will be recalculated and adjusted based on the time during which the Relationship remained effective during the Vesting Period (so called good leaver conditions).

It is understood that (a) the natural lapsing of the position of Director followed by immediate renewal without interruption shall not be considered a termination of the Relationship between the Beneficiary and the Company and (b) the Right to Receive Shares shall in any case remain pending from the moment when any letter indicating disciplinary proceedings is sent up until the moment the disciplinary proceedings are completed.

The Board of Directors, having heard the opinion of the Remuneration Committee, may reach decisions that are more favourable to the Beneficiaries.

4.9 Indication of other possible reasons for cancellation of the plans.

If the Company's shares are de-listed during the Vesting Period, the Plan will cease to be effective and the Board will have the right, at its own unquestionable discretion, having heard the opinion of the Remuneration Committee, to pass all required resolutions.

4.10 Reasons related to any possible "redemption" provision, by the company, on the financial

instruments that are the object of the plan, enacted pursuant to articles 2357 and following of the Italian Civil Code; beneficiaries of the redemption indicating whether the same is only intended for certain categories of employees; effects of the termination of the working relationship on said redemption.

If the achievement of the Performance Objectives has been influenced by wilful or negligent conduct on behalf of the Beneficiary or by behaviour engaged in by the same in violation of the applicable regulations (whether corporate, legal, regulatory or issuing from any other source) or the Performance Objectives have been achieved based on data that prove subsequently to be manifestly incorrect, the Company, without prejudice to its right to be reimbursed of any further damage, will have the right, within the legal prescription terms, to obtain from the Beneficiary the payment of a sum equal to the value of the Shares assigned to the same as calculated on the Allocation Date.

4.11 Any loans or other facilitations that may be granted for the purchase of the shares pursuant to art. 2358 of the Italian Civil Code.

Not applicable.

4.12 Indications of valuations on the expected cost for the company at the date of relative allocation, as calculated based on the terms and conditions already established, in terms of overall amount and in relation to each of the plan's instruments.

The information relative to the overall cost of the Plan will be provided according to the procedures foreseen by art. 84-bis, paragraph 5, lett. a) of the Issuers' Regulations.

4.13 Indication of any diluting effects on the share capital brought about by the compensation plans.

The Plan will have no diluting effects on the Company's share capital.

4.14 Any limitations foreseen for the exercise of voting rights and the allocation of the property rights.

Not applicable to the Plan.

4.15 If the shares are not traded on regulated markets, ever useful information which may allow a complete assessment of the value that may be assigned to them.

Not applicable to the Plan.

4.16 - 4.23

Do not apply.

TABLE

Seeing as at the time of this Information Document the Rights to Receive Shares have not been assigned pursuant to the Plan, the Table no.1 foreseen under paragraph 4.24 of Chart 7 of Attachment 3A to the Issuers' Regulations, will be supplied in accordance with the procedures detailed in art. 84-bis, paragraph 5, lett. a) of the Issuers' Regulations.

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.

With reference to the fifth item on the agenda, on 04 February 2019, Dr Fabrizio Viola resigned from his post as non-executive and independent Director of Openjobmetis due to professional commitments, which made it impossible for him to continue in the role. The Company provided adequate information about the circumstances in a press release dated 05 February 2019.

Following this resignation, on 14 March 2019, the Board of Directors, with the consent of the Board of Statutory Auditors, appointed through co-opting, pursuant to article 2386 of the Italian Civil Code and article 15.6 of the Articles of Association, Dr Carlo Gentili, who will remain in office until the next Shareholders' Meeting on 17 April 2019.

The next Meeting, convened on single call on 17 April 2019, is therefore called to appoint a member of the Board of Directors. The Director thus appointed will remain in office until the natural end of the term of office of the current Board, i.e. until the Meeting called to resolve on the approval of the financial statements for the year ending 31 December 2020.

In consideration of the foregoing, the Board of Directors wishes to propose that the Shareholders' Meeting convened on 17 April 2019 confirm Dr Carlo Gentili as a member of the Company's Board of Directors.

The term of office of the Director appointed by the Meeting will expire at the same time as the Board of Directors currently in office, i.e. at the Meeting convened to approve the financial statements at 2020, and his remuneration will be that set by the Meeting on 24 April 2018, as divided subsequently by the Board of Directors in a resolution on 24 April 2018, published in the 2018 Remuneration Report, which may be consulted on the Company website at [<https://investitori.openjobmetis.it/it/corporate-governance/documenti-societari>].

To this end, a document has been appended to this report containing exhaustive information on the personal and professional characteristics of Dr Carlo Gentili, along with a declaration whereby he accepts the candidacy and declares, under his own responsibility, that there are no grounds for ineligibility or incompatibility, and that he satisfies that requirements laid down in the legislation and Articles of Association for the office, with reference also to the general criteria identified by the Board of Directors for determining the maximum number of offices that may be held by its members.

It should be noted that:

- in accordance with article 15.1 of the Articles of Association, *“the Company is governed by a Board of Directors composed of no fewer than 7 (seven) and no more than 13 (thirteen) members. The Meeting shall set the number of members within the aforementioned limits”*. On 24 April 2018, the Shareholders' Meeting set the number of members of the Board of Directors as 9 (nine);
- in accordance with article 15.15 of the Articles of Association, *“in cases where only one slate is submitted or cases where no slate is submitted, the Meeting shall decide by the majorities stipulated by law, in accordance with the binding legal and regulatory provisions in force concerning directors in possession of the independence requirements and regarding gender balance, without following the procedure indicated above. The procedure of voting for a slate will only apply in the case of renewal of the entire Board of Directors”*; The Meeting will therefore be called to resolve on the appointment of the member of the Board of Directors without application of the slate voting procedure, according to the majorities stipulated by law;

- for the purposes of appointing the new Director, the provision set forth in point 15.16 of the Articles of Association will not apply, since the resigning Director had been drawn from a slate that did not contain the names of unelected candidates.

Resolution proposal

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

- acknowledging the end, on today's date, of the term of office of the Director Dr Carlo Gentili, appointed through co-opting in accordance with article 2386 of the Italian Civil Code and article 15.16 of the Articles of Association, in the meeting on 14 March 2019 as a replacement for Dr Fabrizio Viola;
- having regard to the resolution of the Shareholders' Meeting dated 24 April 2018, which set as 9 (nine) the number of members of the Board of Directors of the Company and as three financial years the duration of their term of office, i.e. until the Meeting called to resolve on the approval of the financial statements for the financial year ending 31 December 2020;
- having examined and discussed the explanatory report and the proposal of the Board of Director;
- having read the *curriculum vitae* of Dr Carlo Gentili, as well as the declarations attesting to: (i) his availability to accept the office; (ii) the absence of any reasons for ineligibility and incompatibility, (iii) as well as satisfaction of the requirements stipulated for the office by the legislation in force and the applicable provisions;

RESOLVES

- to appoint as Director of the Company, pursuant to and in accordance with article 2386, paragraph 1, of the Italian Civil Code and article 15.16 of the Articles of Association, Dr Carlo Gentili, born in Florence on 11 August 1962, tax code GNTCRL62M11D612T, who will remain in office until the end of the term of office of the current Board of Directors, i.e. until the date of the Meeting called to approve the financial statements at 31 December 2020;
- to set the remuneration of Dr Carlo Gentili, as Director of the Company, as equal to that resolved upon for the other directors currently in office by the Meeting and the Board of Directors on 24 April 2018.

**Dichiarazione di accettazione e sussistenza dei requisiti per la nomina a Consigliere di
Amministrazione di Openjobmetis S.p.A. – Agenzia per il Lavoro, ai sensi dell'art. 2386, cod. civ.**

Il/La sottoscritto/a CARLO GENTILI
nato/a a FIRENZE il 11.08.1962
documento d'identità n. AV7524804 RILASCIATO DA COMUNE DI FIESOLE
residente in FIESOLE - VIA DEL PALAGETTO 11
Codice Fiscale GNTCRLG2M11D612T, partita IVA _____

DICHIARA DI ACCETTARE

la nomina per cooptazione, ex artt. 2386 cod. civ. e 15.16 dello Statuto sociale, alla carica di membro del Consiglio di Amministrazione di Openjobmetis S.p.A. – Agenzia per il Lavoro (“Openjobmetis” o la “Società”) e, a tal fine, sotto la propria responsabilità,

DICHIARA E ATTESTA

di essere a conoscenza dei requisiti previsti dalle vigenti disposizioni di legge e regolamentari applicabili alla Società e dallo statuto di Openjobmetis in relazione alla carica di Amministratore della Società e, sotto la propria responsabilità

DICHIARA

1. di essere in possesso dei requisiti di onorabilità previsti dall'articolo 148, quarto comma, del D. Lgs. 24 febbraio 1998, n. 58 (“TUF”), come modificato, e richiamati dall'articolo 147-*quinquies* del TUF;
2. di non trovarsi in alcuna delle situazioni di ineleggibilità, decadenza e incompatibilità previste dalle disposizioni normative e statutarie applicabili con riferimento alla carica di Consigliere di Amministrazione di Openjobmetis;
3. di possedere i requisiti normativamente e statutariamente prescritti per la carica;
4. di non trovarsi nelle condizioni di cui all'art. 2390 cod. civ. (ossia di non essere socio illimitatamente responsabile, amministratore o direttore generale in società concorrente di Openjobmetis e di non esercitare, per conto proprio o di terzi, attività in concorrenza con quelle esercitate da Openjobmetis);
5. l'insussistenza di situazioni, anche potenziali, di conflitto di interesse, ai sensi della normativa vigente, con la Società;
6. di essere in possesso di non essere in possesso
dei requisiti di indipendenza previsti dall'articolo 148, terzo comma, del TUF, come richiamati dall'articolo 147-*ter*, quarto comma, del TUF;

7. di essere in possesso di non essere in possesso

dei requisiti di indipendenza contemplati dal Codice di Autodisciplina delle società quotate, cui la Società aderisce;

8. di ricoprire ai sensi dell'art. 1.C.3 del Codice di Autodisciplina, i seguenti incarichi in organi di amministrazione e di controllo di altre "società di rilevanti dimensioni" – in conformità e nei limiti stabiliti dalla normativa, anche regolamentare, vigente (in particolare, ai sensi degli artt. 148-*bis* del TUF e 144-*terdecies* del Regolamento Consob adottato con delibera n. 11971 /1999, di cui ha ricevuto copia) e dagli "Orientamenti sul limite al numero massimo degli incaricati" adottati dal Consiglio di Amministrazione di Openjobmetis S.p.A. nella riunione del 14 settembre 2015:

Entità	tipologia ¹ (a/b/c)	Carica rivestita	esecutiva (si/no)
1) NEXTAM PARTNERS SOCIETA' DI GESTIONE DEL RISPARMIO S.P.A. IN FORMA ABBREVIATA NEXTAM PARTNERS S.G.R. S.P.A.	<u> b </u>	<u>CONSIGLIERE DI AMM.NE</u>	<u>SI'</u>
2) NEXTAM PARTNERS S.P.A.	<u> b </u>	<u>CONSIGLIERE DI AMM.NE</u>	<u>SI'</u>
3) NEXTAM PARTNERS SIM S.P.A.	<u> b </u>	<u>CONSIGLIERE DI AMM.NE</u>	<u>SI'</u>
4) GABELLI VALUE FOR ITALY S.P.A.	<u> b </u>	<u>CONSIGLIERE DI AMM.NE</u>	<u>NO</u>
5) NEXTAM PARTNERS LTD	<u> b </u>	<u>CONSIGLIERE DI AMM.NE</u>	<u>NO</u>
6) FENERA & PARTNERS SOCIETA' DI GESTIONE DEL RISPARMIO S.P.A. O BREVIEMENTE FENERA & PARTNERS SGR S.P.A.	<u> b </u>	<u>CONSIGLIERE DI AMM.NE INDIPENDENTE</u>	<u> / </u>

9. di poter dedicare ai propri compiti, quale membro del Consiglio di Amministrazione della Società, il tempo necessario per un efficace e diligente svolgimento degli stessi, anche tenendo conto dell'impegno connesso alle proprie attività lavorative e professionali;

10. di essere in possesso di non essere in possesso

di _____ azioni di Openjobmetis ovvero di partecipazioni in società controllate da Openjobmetis;

¹ Ai fini del presente documento si intendono per "società di rilevanti dimensioni":

- le società con azioni quotate in mercati regolamentati, anche esteri;
- le società, italiane o estere, con azioni non quotate in mercati regolamentati e che operano nei settori assicurativo, bancario, dell'intermediazione mobiliare, del risparmio gestito o finanziario. A tale ultimo riguardo rilevano esclusivamente le società finanziarie soggette a vigilanza prudenziale della Banca d'Italia e iscritte nell'Albo Unico degli intermediari finanziari di cui all'articolo 106 del d.lgs. 1° settembre 1993, n. 385 ove trattasi di società estere si fa luogo a valutazione di equivalenza sostanziale;
- le altre società, italiane o estere, con azioni non quotate in mercati regolamentati e che, pur operando in settori diversi da quelli indicati alla precedente lettera b), abbiano un attivo patrimoniale ovvero ricavi superiori a un miliardo di euro in base all'ultimo bilancio approvato.

11. di essere informato che dati forniti con ed unitamente alla sottoscrizione della presente saranno trattati nel rispetto della normativa vigente e a tal fine, di aver ricevuto l'informativa policy privacy, di cui anche al sito internet www.openjobmetis.it, in particolare, alla sezione dedicata alle "persone che svolgono funzioni di amministrazione, di direzione o di controllo".


Il/La sottoscritto/a allega documento di identità, curriculum vitae contenente un'esauriente informativa in merito alle proprie caratteristiche personali e professionali ed elenco degli incarichi di amministrazione e controllo, rivestiti in altre società alla data della presente dichiarazione.

Si impegna inoltre a produrre, su richiesta della Società la documentazione idonea a confermare la veridicità di quanto sopra dichiarato e a comunicare tempestivamente alla Società, e per essa al Consiglio di Amministrazione, ogni successivo atto o fatto che modifichi le informazioni rese con la presente dichiarazione.

(Luogo, data)

6/3/2019

(Firma)



PROFESSIONAL EXPERIENCE

<i>From 2001 to date</i>	NEXTAM PARTNERS SPA <i>Chief Executive Officer and Founding Partner</i>	Milan
	NEXTAM PARTNERS SGR <i>Chief Executive Officer and Founding Partner</i>	Milan
	NEXTAM PARTNERS SIM, <i>Chief Executive Officer and Founding Partner</i>	Milan
	NEXTAM PARTNERS Ltd, <i>Non Executive Director</i>	London
<i>From 1991 to 2001</i>	EUROMOBILIARE <i>Fund manager, responsible of Equity Funds and Funds Management</i>	Milan
<i>From 1990 to 1991</i>	MILANO FINANZA, Reaserch team <i>Financial Analyst at MILANO FINANZA</i>	Milan

OTHER ROLES IN CORPORATIONS

	VALUE FOR ITALY SPAC (listed on the Milan Stock Exchange) <i>Board Member, Promoter</i>	Milan
	FENERA SGR <i>Board Member</i>	Turin
	LA SCALA GROUP SPA <i>Board Member</i>	Florence

OTHER ROLES IN ENDOWMENTS, CULTURAL ASSOCIATIONS AND CHARITIES

	Fondazione VISENTINI <i>Board Member</i>	Rome
	Fondazione PROMO PA <i>Board Member</i>	Florence
	Associazione CERTE NOTE <i>Founder</i>	Milan
	Associazione AMICI DELLA MUSICA <i>Founding Partner</i>	Florence
	HEARTHQUAKE Limited Charity <i>Trustee</i>	London
	Associazione ALUMNI UNIVERSITA' CESARE ALFIERI <i>Board Member</i>	Firenze

EDUCATION

<i>From 1982 to 1987</i>	UNIVERSITY OF FLORENCE - FACULTY CESARE ALFIERI <i>Public Law of Economy (Prof. Alberto Predieri)</i> <i>Degree in Political Science and Economics, cum laude</i>
<i>1987</i>	HARVARD UNIVERSITY <i>Corporate Finance and Capital Markets</i>
<i>2018</i>	COLUMBIA BUSINESS SCHOOL <i>Exec. EDU Global Banking and Fintech</i>



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Milan, 14 March 2019

The Chairman of the Board of Directors
Marco Vittorelli