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Informazione Regolamentata n. 1803-24-2019	Data/Ora Ricezione 17 Aprile 2019 15:40:05	MTA - Star
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Societa' : OPENJOBMETIS
Identificativo : 117114
Informazione
Regolamentata
Nome utilizzatore : OPENJOBN08 - ESPOSTI
Tipologia : REGEM; 3.1; 1.1
Data/Ora Ricezione : 17 Aprile 2019 15:40:05
Data/Ora Inizio : 17 Aprile 2019 15:40:06
Diffusione presunta
Oggetto : OJM_CS_ 17 april 2019 Ordinary
Shareholders Meeting _ENG

Testo del comunicato

Vedi allegato.

PRESS RELEASE

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

- **Having approved the financial statements at 31 December 2018 and examined the consolidated financial statements of the Group at 31 December 2018.**
- **Having approved the allocation of the year's profits. Having resolved to distribute a unit dividend of € 0.23 for each eligible share.**
- **Having approved the Remuneration Report, pursuant to Italian Legislative Decree No. 58/1998 article 123-ter.**
- **Having approved the “2019-2021 Performance Share Plan” for the free allocation of rights to receive the Company's ordinary shares.**
- **Having appointed the Director, pursuant to article 2386, comma one of the Italian Civil Code and article 15.16 of the Company's Articles of Association.**

Milan (Italy), 17 April 2019 – On this date, an ordinary meeting was held for the shareholders of Openjobmetis S.p.A. Employment Agency (Borsa Italiana: **OJM**), a leading Employment Agency, listed on the Stock Exchange - STAR segment – and operated by Borsa Italiana.

As regards the first item on the agenda, the Ordinary Shareholders' Meeting approved the financial statements and examined the Group's Consolidated financial statements at 31 December 2018.

The consolidated financial statements of the Openjobmetis Group at 31 December 2018 show revenues amounting to € 594.3 million with a 1.8% increase as compared to 2017, an EBITDA which stands at € 22.0 million and is consistent with 2017, and an EBIT amounting to € 18.9 million as compared to € 19.0 million in 2017, closing with Net profits for the year amounting to € 12.4 million - up compared to € 12.2 million in 2017.

The Net Financial Position negative for € 24.2 million shows an improvement of € 10.8 million as compared to the net financial position at 31 December 2017 negative for € 35.0 million.

The revenues of the parent company Openjobmetis S.p.A. stand at € 587.4 million with an increase of € 9.3 million as compared to € 578.1 million in 2017. The EBIT amounts to € 15.1 million as compared to € 14.7 million in 2017. The net profit for the year stood at € 12.8 million as compared to € 11.3

million in 2017.

The Shareholders' Meeting resolved to allocate the profits for 2018, amounting to € 12,782,204.19, in the following manner:

- € 639,110.21, to increase the Legal Reserve;
- € 9,083,946.78, to other reserves;
- € 3,059,147.20 towards distribution of a dividend to shareholders of € 0.23 for each eligible share (with the exclusion of treasury shares amounting to 411,360).

The shareholders' meeting also resolved that this € 0.23 dividend per share be payable, gross of tax withholdings, from 8 May 2019 onwards with ex-dividend date coupon No.1 set for 6 May 2019 and record date (eligibility date for dividend payment, pursuant to article 83-terdecies of Legislative Decree No. 58 of 24 February 1998 and article 2.6.6, paragraph 2 of Stock-Market Regulations organised and operated by Borsa Italiana S.p.A.) on 7 May 2019.

Furthermore, as regards the third item on the agenda, the Meeting resolved to vote in favour of the first section of the Remuneration Report, drawn up in compliance with article 123-ter, paragraph 6 of Italian Legislative Decree No. 58/1998 and article 84-quater of the Issuers' Regulation adopted by Consob with resolution No. 11971/1999.

As regards the fourth item on the Agenda, the Meeting then approved in compliance with article 114-bis of Consolidated Law on Finance (TUF) a free allocation scheme for the conditional right, which shall be non-transferable through inter-vivos acts, to receive, to the extent and subject to the terms and conditions envisaged therein, the Company's ordinary shares free of charge provided that, inter alia, certain performance goals are achieved and based on the extent to which such goals are reached. The aim of the Scheme is to allocate a maximum number of 290,966 Company shares for which the treasury shares held by the Company will be used; the Scheme is open to Company directors holding particular offices and/or executive directors, pursuant to the Corporate Governance Code, senior managers charged with strategic corporate responsibility, as defined by applicable law, and other key employees working for the Company. The Meeting has vested the Board of Directors - expressly authorising it to subdelegate - with the amplest powers, exercised as needed or seen fit, to handle all matters relating to the Scheme and to ensure that said Scheme is completely and fully implemented.

The information documentation for the Scheme, drawn up in compliance with article 84-bis of the Consob Issuers' Regulation and in accordance with Annex 3A of said Regulation, has been made available to the general public within the time limits and according to the procedures laid down by the laws and can be viewed on the Company's website at the following address www.openjobmetis.it.

Finally, and as regards the last item on the agenda, the Meeting appointed Mr Carlo Gentili as Company Director, confirming the choice of the Board Meeting on 14 March 2019, pursuant to and in accordance with article 2386, paragraph one of the Italian Civil Code and article 15.16 of the Company's Articles of Association. Mr Carlo Gentili will stay in office until the end of term of the current Board of Directors, i.e. up until the date on which the Shareholders' Meeting is convened to approve the financial statements for the year ending 31 December 2020.

The Shareholders' Meeting also established that Mr Carlo Gentili's remuneration as Company Director would be the same as that authorised by the Shareholders' Meeting and the Board of Directors' Meeting of 24 April 2018 for the other directors currently holding office.

It should be noted that Mr Carlo Gentili holds no shares in Openjobmetis S.p.A.

Mr Carlo Gentili's curriculum vitae has been published on the Company's website and is available for viewing at (www.openjobmetis.it).

The Company wishes to point out that:

- a) The voting summary statement, which contains the number of shares represented at the Shareholders' Meeting and the shares for which a vote was cast, the percentage of the share capital that these shares represent, and the number of votes in favour of and against a proposal as well as the number of abstentions, will be published on the Company's website as required by applicable legislation.
- b) The minutes of the Shareholders' Meeting will be made available to the general public within the time limits and according to the procedures laid down by the laws in force.

As Manager in charge of financial reporting, Alessandro Esposti declares, in accordance with paragraph 2 of article 154 bis of the Consolidated Law on Finance (TUF), that the accounting information set forth herein is reliably based on the contents of corporate documents and accounting books and records.

The Company's Financial Statements and the Group's Consolidated Financial Statements are available at the Company's headquarters in via Generale Gustavo Fara, 35 - 20124 Milan (Italy) at Borsa Italiana SpA and under the Investor-Relations section of the website www.openjobmetis.it as well as at the authorised storage mechanism eMarket STORAGE, available at the address www.emarketstorage.com.

Openjobmetis in a nutshell: Openjobmetis at a glance: Openjobmetis SpA is a private employment agency created in 2011 through the merger of Openjob SpA and Metis SpA, which have pooled together the know-how and unique expertise that has distinguished them for over 18 years. Since December 2015, Openjobmetis is the first and only private employment agency listed on the Italian Stock Exchange, in the STAR segment and is one of the leading Italian operators in its field, with revenues of approximately €594,3 million in the year ended 31 December 2018.

Openjobmetis SpA relies on a network of over 130 branches distributed throughout Italy, specialising in the following areas: Healthcare, Industrial, Banking&Finance, Mass Retailing, ICT, Hotel and Catering, Family Care, Agro-Industrial, Diversity Talent and Naval. The range of services is completed by the subsidiary Seltis Srl, which focuses on the recruitment and selection of middle/top-level executives and Corium Srl leading company in outplacement. In 2018 Openjobmetis SpA acquired 100% of Coverclip Srl, now Meritocracy Srl, the Italian digital platform for personal research, with the goal of embedding and developing Artificial Intelligence in the current job search and matching activities. In the same year acquired 70% of HC Human Connections Srl an educational company that carries out interventions dedicated to the development and coaching of Human Resources in organizations.

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Fine Comunicato n.1803-24

Numero di Pagine: 6