



SPAFID CONNECT

Informazione Regolamentata n. 1803-7-2020	Data/Ora Ricezione 20 Marzo 2020 09:46:53	MTA - Star
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Societa' : OPENJOBMETIS
Identificativo : 129123
Informazione
Regolamentata
Nome utilizzatore : OPENJOB07 - ESPOSTI
Tipologia : REGEM; 3.1
Data/Ora Ricezione : 20 Marzo 2020 09:46:53
Data/Ora Inizio : 20 Marzo 2020 09:46:54
Diffusione presunta
Oggetto : OJM_Call of the Shareholders'
Meeting_ENG

Testo del comunicato

Vedi allegato.

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

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Notice of Ordinary Shareholders' Meeting

The Ordinary Shareholders' Meeting of Openjobmetis S.p.A. – Employment Agency is called to be held at the Company offices in 20145 Milan, Via Bernardino Telesio n. 18, on **21 April 2020** at **09.30 a.m.** in a single call, to discuss and deliberate on the following

agenda

1. Proposal to approve the financial statements at 31 December 2019 together with the relevant reports and presentation of the consolidated financial statements at 31 December 2019.
2. Allocation of the profit for the year. Related and ensuing resolutions
3. Proposal to issue a dividend. Related and ensuing resolutions.
4. Explanatory report on the Report on Remuneration and the Amounts Paid, first section, pursuant to Article 123-ter of Italian Legislative Decree No. 58/1998.
5. Explanatory report on the Report on Remuneration and the Amounts Paid, second section, pursuant to Article 123-ter of Italian Legislative Decree No. 58/1998.
6. Authorisation to purchase and dispose of treasury shares. 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 2020 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 502,806 treasury shares, equating to 3.669% of the share capital.

Participation in the Shareholders' Meeting and conferring proxy to the Designated Representative

The Shareholders' Meeting may be attended by those who hold voting rights on 08 April 2020, 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 at the Shareholders' Meeting.

According to Article 106 of Decree-Law No. 18 of 17 March 2020 (so called "Cura Italia" Decree-Law), the Shareholders' Meeting will be held, exclusively, by means of telecommunication and **the participation of those who hold voting rights is permitted exclusively by means of the designated representative.**

Consequently, the Company has appointed Computershare S.p.A. – with registered office in 20145 Milan, via Mascheroni no. 19 – to represent the Shareholders pursuant to Art. 135-undecies TUF and to the abovementioned Decree-Law ("Designated Representative"). Shareholders who intend to participate in the Shareholders' Meeting must confer a proxy – with voting instructions – to the Designated Representative, on all or some of the proposals on the agenda, using the specific proxy form prepared by said Designated Representative in agreement with the Company, available on the website www.openjobmetis.it (Corporate Governance/Shareholders' Meeting section).

The proxy form, with voting instructions, must be sent, following the relevant instructions available on the proxy form itself, as available on the website of the Company, before the second open trading day before the date set for the Shareholders' Meeting (i.e. 17 April 2020) and, within the same term, the proxy can be revoked. The proxy, conferred in said manner, has effect only for the proposals in connection with which voting instructions have been given.

Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.

The Designated Representative can be appointed or indicated as substitutes pursuant to Art. 135-novies TUF, even by way of derogation from Art. 135-undecies of the said Legislative Decree.

The Designated Representative can be contacted for information and clarification by telephone (+39 02-46776813) or by email (operations@computershare.it).

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 fifth trading day before the date set for the Shareholders' Meeting (i.e. by 14 April 2020). 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 30 March 2020) 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 proxy form that Shareholders must use in order to attend and vote at the Meeting by means of the Designated Representative ;(ii) the Board of Directors' explanatory report on the items on the agenda pursuant to Article 125-ter of Italian Legislative Decree No. 58/1998; (iii) information on the amount of the share capital and on the voting rights.

The Board of Directors' explanatory report referred to in point (ii) on the items on the agenda of the Ordinary Shareholders' Meeting pursuant to Article 125-ter of Italian Legislative Decree no. 58/1998 is 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 the policy regarding remuneration and fees paid 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, 20 March 2020

for the Board of Directors
The Chairman
(Marco Vittorelli)

Fine Comunicato n.1803-7

Numero di Pagine: 6