



SPAFID CONNECT

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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 2019 and examined the consolidated financial statements of the Group at 31 December 2019.**
- **Having approved the allocation of the year's profits. Having resolved to distribute a unit dividend of € 0.21 for each eligible share.**
- **Having approved 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**
- **Having approved 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**
- **Authorisation for the Board of Directors to purchase and sell treasury shares**

Milan, 21 April 2020 – 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 2019.

The consolidated financial statements of the Openjobmetis Group at 31 December 2019 show revenues amounting to €565.3 million compared to €594.3 million on 2018, an EBITDA which stands at €23.5 million compared to €22.0 million on 2018 (the 2019 adjusted EBITDA stands at €20.1 million before IFRS 16), an EBIT amounting to €15.6 million compared to €18.9 million on 2018 (the 2019 adjusted EBIT stands at €16.2 million before IFRS 16) closing with Net profits amounting to €10.4 million compared to €12.4 million on 2018.

The net financial indebtedness at 31 December 2019 stands at €30.1 million (€18.1 million before IFRS 16, compared to €24.2 million at 31 December 2018).

The revenues of the parent company Openjobmetis S.p.A. stand at €556.7 million compared to €587.4 million on 2018. The EBIT amounts to €11.3 million compared to €15.1 million on 2018. The Net

profit stands at €10.4 million, compared to €12.8 million on 2018.

The Shareholders' Meeting resolved to allocate the profits for 2019, amounting to Euro 10,385,785.91, as follows:

- Euro 519,289.30, to increase the Legal Reserve;
- Euro 7,092,565.87, to other reserves;
- Euro 2,773,930.74 to be distributed to the Shareholders, as a dividend of EUR 0.21 for each eligible share.

The shareholders' meeting also resolved that this € 0.21 dividend per share be payable, gross of tax withholdings, from 13 May 2020 onwards with ex-dividend date coupon No.2 set for 11 May 2020 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 12 May 2020.

As regards the fourth item on the agenda, the Meeting resolved to vote in favour of the first section of the Explanatory Report on the Remuneration Policy and the Amounts Paid drawn up pursuant to Article 123-*ter* of Italian Legislative Decree No. 58/1998 and Article 84-*quater* of the Issuers' Regulation adopted by Consob with resolution No. 11971/1999.

Furthermore, as regards the fifth item on the agenda, the Meeting resolved to vote in favour of the second section of the Explanatory Report on the Remuneration Policy and the Amounts Paid drawn up pursuant to Article 123-*ter* of Italian Legislative Decree No. 58/1998 and Article 84-*quater* of the Issuers' Regulation adopted by Consob with resolution No. 11971/1999.

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

The authorisation has been requested in order to: (i) have a portfolio of treasury shares available for disposal at any time, in whole or in part, in one or more transactions, and without time limits, provided that it is consistent with the Company's strategy, in the field of capital operations, including the reduction thereof by way of the cancellation of treasury shares, or other extraordinary transactions, including, by way of example only acquisitions, mergers and the like, or financing operations or other operations in respect of which the allocation, exchange, transfer or any other method for the disposal of treasury shares is necessary or appropriate; (ii) fulfil the obligations arising from share incentive plans, programmes for the distribution, against payment or free of charge, of options on shares or shares to directors, employees and collaborators of the issuer or to directors, employees and collaborators of its subsidiaries, as well as from programmes for the free allocation of shares to

shareholders; (iii) carry out transactions on treasury shares with a view to medium to long-term investment, including to form long-term holdings, in other words, to seize market opportunities, including through the purchase and resale of shares, operating both on the market and (in relation to disposal or use) in the over-the-counter markets or even outside the market, or through accelerated bookbuilding (ABB) procedures or blocks, at any time, in whole or in part, in one or more transactions, and without time limits, provided they are concluded at market conditions; (iv) launch programmes for the purchase of treasury shares for the purposes set out in Article 5 of (EU) Regulation No. 596/2014 (Market Abuse Regulation or MAR) - i.e., the reduction of share capital, the fulfilment of obligations arising from debt instruments convertible into shares or from share option programmes or other allocations of shares to employees or members of the Company's administration and control bodies or those of its related companies, or any further purpose that may be covered by this standard in its current *pro-tempore* version - and/or for the purposes covered by market practices allowed under Article 13 MAR, in accordance with the terms and procedures that are resolved upon by the Board of Directors.

The Board of Directors has been authorised to purchase (fully paid-up) ordinary shares of the Company, on one or more occasions, in an amount freely determined by the Board of Directors up to a maximum number of shares such as not to exceed 5% of the *pro-tempore* share capital of Openjobmetis S.p.A., having regard to the treasury shares owned either directly or possibly through its subsidiaries, if existing.

In the event of disposal of treasury shares in the portfolio, additional purchase transactions may be carried out until expiry of the shareholders' meeting authorisation, without prejudice to the quantitative limits established by law, and the conditions established by the Shareholders' Meeting.

The authorisation to purchase treasury shares is requested for the maximum duration permitted by Article 2357(2) of the Italian Civil Code and therefore for a period of 18 months from the date on which the Shareholders' Meeting passes the relevant resolution. The Board may carry out the authorised transactions at any time, including on a revolving basis and for fractions of the maximum authorised quantity. The aforesaid 18-month time limit shall not apply to any transaction to dispose of and/or use treasury shares that may have been purchased in accordance with the Shareholders' Meeting authorisation.

The share purchase price shall be identified on a time by time basis, considering the procedures chosen for carrying out the transaction, share price trends and the best interest of the Company, and in compliance with any applicable Italian and EU laws and regulations (including the requirements of the Commission Delegated Regulation (EU) 2016/1052) or with the permitted market practices *pro tempore* in force where the conditions are met and the decision is made to use them, but, in any case (i) shall not be more than 10% lower or higher than the official stock market price of the shares recorded by Borsa Italiana S.p.A. in the stock exchange session of the day preceding each transaction and (ii) shall comply with the provisions of Article 3(2) of the Commission Delegated Regulation (EU) 2016/1052, i.e. on the date of this report, not higher than the higher of the price of the last independent transaction and the price of the current highest independent purchase offer on the market where the purchase is made or in compliance with the rules in force at the time.

Transactions to dispose of the treasury shares in the portfolio, if executed in cash, must be carried out at a price per share to be determined on the basis of the criteria laid down in the applicable rules and/or the market practices accepted from time to time or, in any case, at a price that may not be more than 5% lower than the official stock market price recorded by Borsa Italiana S.p.A. in the stock exchange session of the day preceding each transaction.

If the disposal transactions are carried out in the context of extraordinary operations, including

exchanges, contributions and trades, or to service capital transactions or other extraordinary corporate and/or financial transactions or financing transactions, they must be executed according to the price limits and the terms and conditions that shall be freely determined by the Board of Directors, taking the economic terms of the transaction into account.

With regard to shares to serve share incentive plans, the shares must be disposed of in accordance with the terms and procedures stated in the regulations of said schemes.

The purchase of treasury shares may be effected using any of the methods permitted by applicable legislation, excluding the right to make purchases of treasury shares through the purchase and sale of derivative instruments traded on regulated markets that require the physical delivery of the underlying shares.

The purchase of treasury shares shall not be used to reduce share capital by cancelling treasury shares purchased.

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, Mr. 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 - an overview: Openjobmetis is the Employment Agency established in 2011 as a result of the merger of Openjob S.p.A. and Metis S.p.A., combining the unique skills and experiences for which they have always been known. Listed since December 2015, Openjobmetis SpA is the first and only Employment Agency in the STAR segment of the screen-based stock exchange (MTA) operated by Borsa Italiana, and is positioned among the leading Italian operators in its field, with revenue of approximately EUR 565.3 million in the year ended 31 December 2019. Openjobmetis SpA, which provides temporary work employment, operates through Specialised Divisions in a wide range of labour market sectors, including: Healthcare, Industrial, Banking and Finance, Large-Scale Retail Trade, I&CT, Horeca, Agro-Industrial, Diversity Talent and Naval. It also has the following subsidiaries: Openjob Consulting Srl, management of funded training activities, Seltis Srl, recruitment and selection of middle/top management, Meritocracy Srl, digital head hunting, HC Srl, a result of the merger of Corium Srl and HC Srl, 78.6% owned, which deals with training, coaching and outplacement, Family Care Srl, APL dedicated to family assistance and, finally, Jobdisabili Srl, specialised, through the online platform Jobmetoo, in the recruitment and selection of personnel with disabilities. The Openjobmetis Group operates across the country through a network of over 130 branches.

Investor Relator - Alessandro Esposti

Investor.relator@openjob.it

Tel. 0331 211501

Ufficio stampa - *finance*

CDR Communication

Angelo Brunello angelo.brunello@cdr-communication.it

Tel. +39 329 2117752

Claudia Gabriella Messina claudia.messina@cdr-communication.it

Tel. +39 339 4920223

Openjobmetis

Tel. 0331 211501 comunicazione@openjob.it

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