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Informazione
Regolamentata
Nome utilizzatore : OPENJOBN07 - ESPOSTI
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Data/Ora Inizio : 19 Marzo 2021 09:13:02
Diffusione presunta
Oggetto : OJM_Call of the Shareholders' Meeting

<i>Testo del comunicato</i>

Vedi allegato.

OPENJOBMETIS SPA – Agenzia per il Lavoro
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 call Ordinary Shareholders' Meeting

The Shareholders' Meeting is convened, in ordinary session, in a single call, for **30 April 2021** at **10.30 a.m.**, at Una Hotels Expo Fiera Milano in 20016 Pero, Milan, Via Giovanni Keplero no. 12, to discuss and resolve upon the following

agenda

1. 2020 Annual Financial Statements:
 - 1.1. proposal to approve the annual financial statements as at 31 December 2020 together with the relevant reports and presentation of the consolidated financial statements as at 31 December 2020;
 - 1.2. allocation of the profit for the year;
 - 1.3. proposal to issue a dividend.
2. Explanatory Report on the Policy regarding Remuneration and Fees Paid:
 - 2.1. binding resolution on the first section, pursuant to Article 123-ter, paragraph 3-bis, of Italian Legislative Decree No. 58/1998;
 - 2.2. non-binding resolution on the second section, pursuant to Article 123-ter, paragraph 6, of Italian Legislative Decree No. 58/1998.
3. Appointment of the Board of Directors:
 - 3.1. determination of the number of members of the Board of Directors;
 - 3.2. determination of the term of office of the Board of Directors;
 - 3.3. appointment of the Directors;
 - 3.4. appointment of the Chair;
 - 3.5. determination of the annual compensation for members.
4. Appointment of the Board of Statutory Auditors for the years 2021-2023:
 - 4.1. appointment of acting statutory auditors, alternate statutory auditors;
 - 4.2. appointment of the Chair of the Board of Statutory Auditors;
 - 4.3. determination of the annual compensation for members.
5. Authorisation to buy back and dispose of treasury shares, subject to revocation of the authorisation granted by the Shareholders' Meeting of 21 April 2020. Related and ensuing resolutions.

* * *

The subscribed and paid up 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 gives entitlement 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 18,619,593. Any changes that may occur before 21 April 2021 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.

To date, the Company holds a total of 685,600 treasury shares, equal to 5.000% of the share capital.

Participation in the Shareholders' Meeting and appointment of the Designated Representative by proxy

The Shareholders' Meeting may be attended by those who hold voting rights on 21 April 2021, that is, on the accounting day falling on the seventh trading day before the date set for the Shareholders' Meeting (known as record date) in compliance with the provisions of Article 83-sexies of Italian Legislative Decree No. 58 of 24 February 1998 ("TUF", Consolidated Law on Finance) and for whom the Company has received the appropriate communication from the authorised intermediary specifying the corporate right that can be exercised. Those who only become holders of shares after said date shall not be entitled to attend and to vote in the Shareholders' Meeting. The intermediary's communication must reach the Company by the end of the third trading day preceding the date set for the Shareholders' Meeting (that is, by 27 April 2021). However, the right to attend and vote remains valid if the communication is received by the Company after the aforementioned deadline, provided it is before the start of the meeting.

Pursuant to Article 106 of Law Decree No. 18 of 17 March 2020 – converted, with amendments, by Law No. 27 of 24 April 2020 – the provisions of which were extended with Article 3, paragraph 6, of Legislative Decree 183/2020, converted with amendments by Law No. 21 of 26 February 2021, **participation in the Shareholders' Meeting by those who have the right to vote is allowed only through the designated representative.**

Consequently, the Company has appointed Computershare S.p.A. – with registered office in Milan, via Mascheroni no. 19 – to represent the shareholders pursuant to Article 135-undecies of the TUF and the aforementioned Law Decree 18/2020 (the "Designated Representative"). Shareholders wishing to attend the Shareholders' Meeting must therefore confer to the Designated Representative the proxy – with the voting instructions – on all or some of the proposed resolutions on the items on the agenda, using the specific proxy form prepared by the Designated Representative himself, designated in agreement with the Company, available on the Company's website at www.openjobmetis.it (Corporate Governance/Shareholders' Meeting section).

The proxy form with the voting instructions must be sent by following the instructions on the form as available on the Company's website by the end of the second trading day preceding the meeting (i.e. 28 April 2021) and, by the same term, the proxy may be revoked.

The proxy, thus conferred, is effective only for the proposals in relation to which voting instructions have been given.

It should be noted that the shares for which the proxy, even partial, has been conferred are calculated for the purposes of the due constitution of the Shareholders' Meeting. In relation to the proposals for which no voting instructions have been given, the shares are not counted for the purposes of calculating the majority and the share capital required for the approval of the resolutions.

It is also specified that the Designated Representative may also be granted proxies or sub-proxies pursuant to Article 135-novies of the TUF, by way of derogation from Article 135-undecies, paragraph 4 of the TUF, in the manner and within the time limit (by 12.00 on 29 April 2021) specified in the specific proxy form made available on the company's website www.openjobmetis.it (Corporate Governance / Shareholders' Meeting section of Shareholders).

In the same way, interested parties may revoke, within the same term, the proxy/sub-proxy and the voting instructions conferred.

The Designated Representative will be available for questions or information on the number 02-46776819 or by e-mail at ufficiomi@computershare.it.

The Directors and Statutory Auditors as well as other subjects entitled by law, other than those who have the right to vote, may also attend the Shareholders' Meeting by means of telecommunications that guarantee their identification. The instructions for participation in the Shareholders' Meeting by means of telecommunication will be made known to the Directors and Statutory Auditors, as well as to others entitled to attend other than those who have the right to vote.

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 holders' shares are recorded, may ask questions, pursuant to Article 127-ter of the TUF on items on the agenda even before the Shareholders' Meeting, and in any case by the end of the seventh open trading day prior to the date set for the Shareholders' Meeting (i.e. by 21 April 2021). The questions and relevant certifications may be sent by certified email to the address: assemblea@pec.openjob.it. Questions received before the Shareholders' Meeting will be answered, after verifying their relevance and the legitimacy of the applicant, by publication on the company's website www.openjobmetis.it (Corporate Governance/Shareholders' Meeting section), in any case, at the latest at least three days before the meeting (and therefore by 28 April 2021). 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 the TUF, 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 29 March 2021) 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 Chair 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 the TUF.

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 (i.e. 15 April 2021) 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 board of directors, and the additional proposals for resolutions on matters already on the agenda, shall also be made available to the public at the registered office, on the website www.openjobmetis.it (Corporate Governance/Shareholders' Meeting section) and using any other procedures provided for by laws and regulations.

Right to formulate individual resolution proposals

Due to the fact that participation in the Shareholders' Meeting is provided exclusively through the Designated Representative pursuant to Article 135-undecies of the TUF, those entitled to vote may, pursuant to Article 126-bis, paragraph 1, third sentence, of the TUF, by 15 April 2021, individually submit alternative resolution proposals on the items on the agenda, having them submitted in writing to the registered office for the attention of the Chair or by sending to the certified e-mail address: assemblea@pec.openjob.it. The proposals must contain the text of the resolution and be accompanied by information relating to the identity of the submitting party and the percentage of

the share capital held at the date of submission, as well as the references from the communication sent by the intermediary to the Company.

These proposals will be published on the website www.openjobmetis.it (Corporate Governance/Shareholders' Meeting section) by 17 April 2021. The deadline for submitting such proposals allows those who are interested in making individual proposals to consider what is published by the Company in relation to the items on the agenda and, at the same time, the Designated Representative to finalise the forms for the granting of proxies pursuant to Article 135-undecies and Article 135-novies of the TUF, so that those entitled to vote can, for the purpose of issuing the voting instructions, assess, simultaneously and in good time, all the requests and proposals presented.

Appointment of corporate bodies

The Board of Directors and the Board of Statutory Auditors are appointed in accordance with Articles 15 and 23 of the Articles of Association, to which reference is made. Members of the Board of Directors and the Board of Statutory Auditors are appointed by the Shareholders' Meeting on the basis of lists submitted by shareholders. The lists submitted by shareholders must be filed at the registered office of the Company even by means of certified email to the address assemblea@pec.openjob.it by the twenty-fifth day prior to the date of the shareholders' meeting called to resolve on the appointment (since the deadline falls on a public holiday, this is extended to the next working day, i.e. 6 April 2021). The lists are made available to the public, by the Company, at the registered office, on the website and using the other procedures established by applicable legislation and regulations, at least twenty-one days prior to the date set for the shareholders' meeting (i.e. by 9 April 2021). With specific reference to the appointment of the Board of Statutory Auditors, in the event that only one list has been filed, or only lists presented by shareholders who are related to each other, lists can be presented – with the same methods indicated above – up to 9 April 2021 and, in this case, the threshold for the presentation of the lists is reduced to 1.25%.

Lists may only be submitted by shareholders who, alone or together with others, hold a total number of shares with voting rights representing at least 2.5% of the share capital, as provided for by Articles 15.7 and 23.2 of the Articles of Association. The certification issued by an authorised intermediary proving ownership of the number of shares required to submit the list may be produced at the time the list is filed or even at a later date, provided it is before 9 April 2021, to the certified email address assemblea@pec.openjob.it.

Shareholders who intend to submit lists for the appointment of members of the Board of Directors and/or for the appointment of members of the Board of Statutory Auditors are advised to bear in mind the recommendations contained in Consob Communication DEM/9017893 of 26 February 2009.

Appointment of the Board of Directors

Directors are appointed by the ordinary Shareholders' Meeting on the basis of lists submitted by

shareholders, in which the candidates, meeting the requirements prescribed by current regulations, must be listed with a progressive number.

Pursuant to Article 15.5 of the Articles of Association, each list, failing which it becomes inadmissible, must include a number of directors who meet the independence requirements established by law, in any case not less than the minimum required by the laws and regulations in force, indicating them separately and placing one of them at the top of the list. Taking into consideration the election mechanism established by Article 15.12 of the Articles of Association, the presentation of "minority lists" is permitted – possibly even composed of only one candidate director, without prejudice to the independence requirements pursuant to Article 147-ter, paragraph 4, of the TUF.

It should be noted that the Company – listed on the Italian main market (Mercato Telematico Azionario - "MTA"), STAR segment, of Borsa Italiana – is subject to the application of the provision pursuant to Article IA.2.10.6 of the instructions accompanying the Regulation for Markets Organised and Managed by Borsa Italiana S.p.A.

If appropriate, each list may also expressly indicate the directors meeting the independence requirements established by the codes of conduct drawn up by management companies of regulated markets or by trade associations.

In view of the criteria required by laws and regulations related to gender balance, the lists that have a number of candidates equal to or greater than three must include candidates belonging to both genders, in order to ensure that the Board of Directors includes a number of directors belonging to the less represented gender at least equal to the minimum number required by the laws and/or regulations in force, i.e. the two fifths pursuant to Article 147-ter, paragraph 1-ter, of the TUF.

Declarations by which each candidate accepts his or her candidature and declares, under his/her own responsibility, that there are no reasons to exclude his/her eligibility, that there are no incompatibility issues, and that he/she complies with all the requirements prescribed by laws and regulations in force and by the Articles of Association for the respective offices, must be filed along with each list.

Together with the declarations, a curriculum vitae will be filed for each candidate concerning his/her personal and professional characteristics and indicating whether a candidate qualifies as an independent.

Lists that are submitted without observing the provisions of the Articles of Association and of laws and/or regulations in force at the time are considered as not submitted. Each Shareholder can submit or concur in the submission of one list only and each candidate may be listed in one list only, under penalty of ineligibility. Any party entitled to vote can vote on one list only.

As better specified in the Directors' Report on the item on the agenda and in compliance with the provisions of the new Corporate Governance Code – to which the Company adheres – it is recalled that the Board of Directors:

- (i) set forth guidelines on board composition, published on 1 March 2021 on the Company's website www.openjobmetis.it (Corporate Governance/Shareholders' Meeting section). Anyone who presents a list that contains a number of candidates greater than half of the members to be elected, is required, in the documentation submitted for filing the list, to

provide adequate information with regard to:

- (a) the compliance of the list with the guideline already expressed by the Board of Directors, as indicated above;
- (b) the resolution proposals required for the process of appointing the board of directors (e.g. determination of the number of members, term of office, indication of the candidate for the office of chair, remuneration);
- (ii) adopted, on 19 February 2021, a guideline regarding the quantitative and qualitative criteria used to assess the relevance of relationships – indicated in letters (c) and (d) of Recommendation 7 of the new Corporate Governance Code – which may compromise the independence of a director;
- (iii) has adopted a policy regarding the maximum number of offices that the members of the Board of Directors can hold in the board of directors and control bodies of other companies, most recently amended on 4 February 2021.

The Company describes what is indicated in the previous points (ii) and (iii) in the report on corporate governance which will be published in the manner and within the terms of the law; in any case – also for further information – reference is made to the Directors' Report on the item on the agenda of the Shareholders' Meeting where the aforementioned documentation will be made available in full.

Appointment of the Board of Statutory Auditors

The Shareholders' Meeting elects the Board of Statutory Auditors, made up of three acting statutory auditors, determining their compensations, and two alternate statutory auditors. The acting statutory auditors and alternate statutory auditors are appointed by the ordinary Shareholders' Meeting, in compliance with the mandatory provisions of laws and regulations in force on gender balance, on the basis of lists submitted by shareholders, in which the candidates must be listed with a progressive number. The statutory auditors must have the requirements of integrity, independence and experience established by laws and regulations in force. Without prejudice to the situations of ineligibility provided by law, those holding administration and control offices - to an extent equal to or exceeding the limits established by the laws and regulations in force - cannot be appointed as statutory auditors, and if elected, they fall from the office. The lists are divided into two sections: one for candidates for the position of Acting Statutory Auditor and the other for candidates for the position of Alternate Statutory Auditor. The first of the candidates in each section must be recorded in the register of statutory auditors and must have carried out the statutory audit on accounts for a period of not less than three years. Each list must be submitted together with declarations by which each candidate accepts his or her candidature and declares, under his/her own responsibility, that there are no reasons to exclude his/her eligibility, that there are no incompatibility issues, and that he/she complies with all the requirements prescribed by laws and regulations in force and by the Articles of Association for the respective offices, as well as for each candidate a curriculum vitae and a list of the positions held in other companies.

No shareholder may submit or contribute to submitting or vote for, directly or by proxy, more than one list and each candidate may appear on one list only, in order to be eligible. Subscriptions and votes cast in violation of the prohibition set forth in this paragraph will not be assigned to any list.

Lists that are submitted without observing the provisions of the Articles of Association and of laws and/or regulations in force at the time are considered as not submitted.

For further information, please refer to the Directors' Report on the item on the agenda of the Shareholders' Meeting.

Documentation

Simultaneously with the publication of this notice of call, the following are made available to the public at the Company's registered office (on weekdays from Monday to Friday from 9:00 am to 1:00 pm and from 2:00 pm to 6:00 pm), on the Company's website (<https://investitori.openjobmetis.it/it/corporate-governance/assieme-degli-azionisti>) and in the manner provided for by the applicable laws and regulations: (i) the proxy forms that the subjects entitled to participate in Shareholders' Meeting are obliged to use for participation and voting through the Designated Representative; (ii) the explanatory reports of the Board of Directors on the items on the agenda pursuant to Article 125-ter of the TUF; (iii) information relating to the amount of the share capital and voting rights.

The Board of Directors' explanatory reports referred to in point (ii) prepared pursuant to Article 125-ter of the TUF, are also made available to the public at the authorised storage platform eMarket STORAGE which can be found at the address www.emarketstorage.com.

The annual financial report, the report on corporate governance and ownership structures, the explanatory report on the policy regarding remuneration and fees paid shall be made available within the time limits established by law on the Company's website (<https://investitori.openjobmetis.it/it/corporate-governance/assemblea-degli-azionisti>), at the registered office and on the authorised storage platform eMarket STORAGE which can be found at the address www.emarketstorage.com, using any other procedures provided for by applicable laws and regulations.

Milan, 19 March 2021

for the Board of Directors
The Chairman
(Marco Vittorelli)

Fine Comunicato n.1803-10

Numero di Pagine: 10