

Informazione Regolamentata n. 1803-8-2023	Data/Ora Ricezione 21 Marzo 2023 09:37:24	Euronext Star Milan
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Societa' : OPENJOBMETIS  
Identificativo : 173797  
Informazione  
Regolamentata  
Nome utilizzatore : OPENJOBN07 - ESPOSTI  
Tipologia : REGEM; 3.1  
Data/Ora Ricezione : 21 Marzo 2023 09:37:24  
Data/Ora Inizio : 21 Marzo 2023 09:37:26  
Diffusione presunta  
Oggetto : OJM\_Call of the Shareholders' Meeting

<i>Testo del comunicato</i>
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Vedi allegato.

**Openjobmetis S.p.A. Agenzia per il Lavoro**

Milan Office, Via Assietta, 19

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 and Extraordinary Shareholders' Meeting**

The Shareholders' Meeting is convened, in ordinary and extraordinary session, in a single call, for **21 April 2023** at **09.00 a.m.**, at Company's Office, 20161 Milan, Via Assietta No. 19, to discuss and resolve upon the following

**agenda****Extraordinary session**

1. Elimination of the nominal amount of ordinary shares; consequent amendment of Article 5 of the Articles of Association. Related and ensuing resolutions.
2. Cancellation of treasury shares without reduction of share capital; consequent amendments to Article 5 of the Articles of Association. Related and ensuing resolutions.
3. Proposal to amend Article 7 of the Articles of Association regarding increased voting rights. Related and ensuing resolutions.

**Ordinary session**

Openjobmetis S.p.A. 2022 Financial Statements:

4. Proposal to approve the financial statements as at 31 December 2022, together with the relevant reports and presentation of the consolidated financial statements as at 31 December 2022; related and ensuing resolutions.
5. Allocation of the profit for the year; related and ensuing resolutions.
6. Proposal to issue a dividend; related and ensuing resolutions.

Report on the Policy regarding remuneration and fees paid:

7. Binding resolution on the first section, pursuant to Article 123-ter, paragraph 3-bis, of Italian Legislative Decree 58/1998, except for Section (1.m) on the Policy relating to the compensation provided for in the event of termination of office or termination of employment.
8. Binding resolution pursuant to Article 123-ter, paragraph 3-bis, of Italian Legislative Decree 58/1998 on the Policy relating to the compensation provided for in the event of termination of office or termination of employment, as set out in the first section, Section (1.m).
9. Non-binding resolution on the second section, pursuant to Article 123-ter, paragraph 6 of Italian Legislative Decree 58/1998.
10. Assignment of the external auditing engagement for the nine-year period 2024-2032; related and

ensuing resolutions.

11. Authorisation to buy back and dispose of treasury shares subject to revocation of the authorisation granted by the Shareholders' Meeting of 19 April 2022; related and ensuing resolutions.
12. Proposal to increase the remuneration of the Board of Directors. Related and ensuing resolutions.

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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 19,254,507. Any changes that may occur before 12 April 2023 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 15 March 2023, the Company holds a total of 685,559 treasury shares, equal to 4.9997% 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 12 April 2023, 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 18 April 2023). 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, paragraph 4, of Law Decree No. 18 of 17 March 2020, converted, with amendments, by Law No. 27 of 24 April 2020 and amended with Article 3, paragraph 6, of Legislative Decree No. 183 of 31 December 2020, converted, with amendments, by Law No. 21 of 26 February 2021 (so-called "Decreto Cura Italia") and subsequently amended with Article 3, paragraph 10-*undecies*, of Law Decree No. 198 of 29 December 2022, converted, with amendments, by Law No. 14 of 24 February 2023, **participation in the Shareholders' Meeting by those who have the right to vote is allowed only through the designated representative**, appointed by the Company pursuant to Article 135-*undecies* of the TUF.

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](http://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 [www.openjobmetis.it](http://www.openjobmetis.it) (Corporate Governance/Shareholders' Meeting section) by the end of the second trading day preceding the meeting (i.e. 19 April 2023) 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 20 April 2023) specified in the specific proxy form made available on the aforementioned Company's website [www.openjobmetis.it](http://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 +39 02 46776834 - 14 or by e-mail at [ufficiomi@computershare.it](mailto: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 12 April 2023). The questions and relevant certifications may be sent by certified email to the address: [assemblea@pec.openjob.it](mailto: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](http://www.openjobmetis.it) (Corporate Governance/Shareholders' Meeting section), in any case, at the latest at least three trading days preceding

the Meeting (and therefore by 18 April 2023). 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](http://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 31 March 2023) 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](mailto: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. 06 April 2023) by publication on the website [www.openjobmetis.it](http://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](http://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 12 April 2023, 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](mailto: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](http://www.openjobmetis.it) (Corporate Governance/Shareholders' Meeting section) by 14 April 2023. 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.

### 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 managed by Teleborsa S.r.l. which can be found at the address [www.emarketstorage.com](http://www.emarketstorage.com).

The annual financial report, the report on corporate governance and ownership structures, the 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 managed by Teleborsa S.r.l. which can be found at the address [www.emarketstorage.com](http://www.emarketstorage.com), using any other procedures provided for by applicable laws and regulations.

Milan, 21 March 2023

for the Board of Directors  
The Chairman  
(Marco Vittorelli)

Fine Comunicato n.1803-8

Numero di Pagine: 7