

Ordinary Shareholders' Meeting of Openjobmetis S.p.A. – Agenzia per il Lavoro

*Explanatory report on the items (1), (2), (3), (4), (5)
on the agenda of the Ordinary Shareholders' Meeting
pursuant to Article 125-ter of Italian Legislative Decree No 58/1998*

29 April 2024 (single call) at 9:30 a.m.

Dear Shareholders,

on the proposal of the Board of Directors (“**Board of Directors**”) and following the notice of call published, also as an extract in the daily “Il Giornale”, and according to the law and the Articles of Association, on 20 March 2024, the Shareholders' Meeting (“**Meeting**”) of Openjobmetis S.p.A. – Agenzia per il Lavoro (“**Openjobmetis**” or the “**Company**”) was called for 29 April 2024 at 9:30 a.m. at the offices of the Company, in 20161 Milan (MI), Via Assietta no. 19, to resolve, in ordinary call, on the following

AGENDA

Openjobmetis S.p.A. 2023 Financial Statements:

1. Proposal to approve the financial statements as at 31 December 2023, together with the relevant reports and presentation of the consolidated financial statements as at 31 December 2023; related and ensuing resolutions.
2. Allocation of the profit for the year; related and ensuing resolutions.
3. Proposal to issue a dividend; related and ensuing resolutions.

Report on the Policy regarding remuneration and fees paid:

4. Binding decision on the first section, pursuant to Article 123-ter, paragraph 3-bis, of Italian Legislative Decree 58/1998.
5. Non-binding resolution on the second section, pursuant to Article 123-ter, paragraph 6 of Italian Legislative Decree 58/1998.

Appointment of the Board of Directors:

6. Determination of the number of members of the Board of Directors.
7. Determination of the term of office of the Board of Directors.
8. Appointment of the Directors.
9. Appointment of the Chair.
10. Determination of the annual compensation for the members.

Appointment of the Board of Statutory Auditors for the years 2024-2026:

11. Appointment of standing members and alternate members.
12. Appointment of the Chair of the Board of Statutory Auditors.
13. Determination of the annual compensation for the members.

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The information regarding – also pursuant to Article 106 of Italian Decree Law No 18 of 17 March 2020, the provisions of which were most recently amended with Law Decree No. 215 of 30 December 2023, converted, with amendments, by Law No. 18 of 23 February 2024 – terms and methods relating to:

- the attendance and the exercise of the voting right at the Meeting, including via proxy, permitted exclusively by means of the Designated Representative pursuant to Article 135-*undecies* of Italian Legislative Decree No 58 of 24 February 1998;
- the record date and the Meeting's organisational aspects;
- the availability of the resolution proposals, explanatory reports on each item on the agenda and the documents to be submitted to the Meeting;
- the presentation of proposals for resolutions on/additions to the agenda;
- the exercising of the right to ask questions before the Meeting;
- the amount of the share capital and the number of shares that comprise it,

can be found in the full notice of call, the text of which - together with the documents regarding the Meeting - is published according to the terms and with the methods set out in the applicable provisions and on the company website www.openjobmetis.it, in the Corporate Governance/Shareholders' Meeting section, which should be referred to as necessary.

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RESOLUTION PROPOSALS ON ITEMS ON THE AGENDA OF THE ORDINARY MEETING

Openjobmetis S.p.A. 2023 Financial Statements:

1. **Proposal to approve the financial statements as at 31 December 2023, together with the relevant reports and presentation of the consolidated financial statements as at 31 December 2023; related and ensuing resolutions.**
2. **Allocation of the profit for the year; related and ensuing resolutions.**
3. **Proposal to issue a dividend; related and ensuing resolutions.**

On 13 March 2024, the Board of Directors of Openjobmetis S.p.A. approved the draft financial statements as at 31 December 2023, accompanied by the Directors' Report on Operations. The Shareholders' Meeting is therefore called to resolve on the approval of the financial statements.

The meeting will also include the presentation of the consolidated financial statements of the Openjobmetis Group for the year 2023, which were already approved by the aforementioned Board of Directors' Meeting of 13 March 2024.

The documents under article 154-*ter* of Italian Legislative Decree No. 58/1998 will be made available to the public according to the legal terms and methods.

This section of the report illustrates the proposal that the Board of Directors intends to submit for approval to the Shareholders' Meeting, taking into account that the financial statements as at 31 December 2023 show a net profit of EUR 13,609,456.01 (thirteen million six hundred nine thousand four hundred fifty-six/01) and that the consolidated financial statements as at 31 December 2023 show a net profit of EUR 12.567.000 (twelve million five hundred and sixty-seven thousand).

Note that with its resolution of 12 November 2021, the Company's Board of Directors resolved to adopt, starting with the approval of the financial statements for the year 2021, a dividend policy which provides for the proposal to distribute between 25% and 50% of the consolidated net profit for the three-year period 2021-2023.

In view of the foregoing, the Board of Directors proposes the following.

Resolution proposal

The Ordinary Shareholders' Meeting of Openjobmetis S.p.A. – Agenzia per il Lavoro,

- having examined the annual financial statements of the Company for the year ended 31 December 2023;
- having regard to the Directors' Report on Operations;
- having regard to the certification as set out in Article 154-*bis*, paragraph 5 of Italian Legislative Decree No. 58/1998, provided by the Manager charged with preparing the Company's financial

- reports and the managing bodies;
- acknowledging the Reports of the Board of Statutory Auditors and the Auditing Firm KPMG S.p.A.;
 - acknowledging the dividend policy adopted by the Board of Directors in its resolution dated 12 November 2021;

RESOLVES

- to approve the financial statements as at 31 December 2023 of Openjobmetis S.p.A. – Agenzia per il Lavoro together with the Directors' Report on Operations;
- to allocate the profit for 2023 of EUR 13,609,456.01 (thirteen million six hundred nine thousand four hundred fifty-six/01), as follows - attributing:
 - EUR 7,466,809.01 (seven million four hundred and sixty-six thousand eight hundred and nine/01), to other reserves;
 - to the Shareholders, a dividend of EUR 0.50 for each entitled share (excluding treasury shares) up to a maximum of Euro 6,142,647.00 (six million one hundred and forty-two thousand six hundred and forty-seven/00);
- to arrange payment, gross of legal withholding tax, of a unitary dividend from 08 May 2024, with coupon no. 6 to be detached on 06 May 2024 and dividend *record date* (i.e. date of entitlement to payment of the dividend, in accordance with Article 83-*terdecies* of the Italian Consolidated Law on Finance (TUF) and Article 2.6.6., paragraph two, of the Regulation for Markets organised and managed by Borsa Italiana S.p.A.) on 07 May 2024,

granting the Board of Directors and, on its behalf, the Chief Executive Officer or the Chairman of the Board of Directors, with the right to sub-delegate, any power to execute the resolutions above.

Report on the Policy regarding remuneration and fees paid:

4. **Binding resolution on the first section, pursuant to Article 123-ter, paragraph 3-bis, of Italian Legislative Decree 58/1998.**
5. **Non-binding resolution on the second section, pursuant to Article 123-ter, paragraph 6 of Italian Legislative Decree 58/1998.**

With reference to the seventh, eighth and ninth items on the ordinary part of the agenda, you are called:

- pursuant to Article 123-ter, paragraph 3-ter of Italian Legislative Decree No 58/1998, to give your binding vote on the first section of the Report on the Policy regarding Remuneration and Fees paid – relating in particular to the Company’s policy on the remuneration of members of the management bodies and key management personnel with regard to financial year 2023 and the procedures used for its adoption and implementation;
- pursuant to Article 123-ter, paragraph 6, of Italian Legislative Decree No 58/1998, to give your non-binding vote in favour of or against the second section of the Report on the Policy regarding remuneration and fees paid, relating in particular to the items that make up the remuneration of members of the management bodies and key management personnel, highlighting their consistency with the Company’s remuneration policy for financial year 2023, in addition to the amounts paid in 2023 for any reason and in any form by the Company and its subsidiaries or related companies.

The Report on the Policy regarding remuneration and fees paid – prepared in compliance with the provisions of Article 123-ter of Italian Legislative Decree No 58/1998, and Annex 3A, schedules 7-bis and 7-ter, of the Issuer Regulation adopted by Consob with Resolution No 11971/1999 as later amended and integrated – is made available to the public according to the law at the registered office, i.e. within 21 days from the date of the Meeting, at Borsa Italiana S.p.A. and on the website www.openjobmetis.it, “Corporate Governance/Shareholders’ Meeting” section.

This report sets out the proposals that the Board of Directors intends to submit to the approval of the Shareholders’ Meeting with regard to the two sections of the aforesaid Report on the Policy regarding remuneration and fees paid.

Resolution proposal

The Ordinary Shareholders' Meeting of Openjobmetis S.p.A. – Agenzia per il Lavoro,

- having examined the Report on the Policy regarding Remuneration and Fees paid prepared by the Board of Directors pursuant to Article 123-ter of Italian Legislative Decree No 58/1998 and Article 84-*quater* of the Issuer Regulation adopted by Consob with Resolution No 11971/1999;
- considering that, pursuant to Article 123-ter, paragraph 3-ter, of Italian Legislative Decree No 58/1998, the Meeting is called to express a binding vote on the first section of the Report on the Policy regarding Remuneration and Fees paid;
- considering that, pursuant to Article 123-ter, paragraph 6, of Italian Legislative Decree No 58/1998, the Meeting is called to express a non-binding vote in favour of or against the second

section of the Report on the Policy regarding Remuneration and Fees paid,

RESOLVES

- to approve the first section of the Report on the Policy regarding Remuneration and Fees paid pursuant to Art. 123-ter, paragraph 3, of Italian Legislative Decree No 58/1998, as illustrated above;
- to express a favourable vote on the second section of the Report on the Policy regarding remuneration and fees paid, drawn up pursuant to Article 123-ter, paragraph 4 of Italian Legislative Decree No 58/1998, as illustrated above.

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Milan, 20 March 2024

The Chairman
of the Board of Directors
Marco Vittorelli