

REGULATION FOR INCREASED VOTING RIGHTS

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I. Definitions

Communication(s): communications made by Intermediaries to issuers in accordance with Article 44 (Vote Increase) of the Joint Regulation;

Special List: the list established by Openjobmetis S.p.A. in accordance with Article 127-*quinquies* of the Italian Consolidated Law on Finance and with Article 143-*quater* of the Issuers' Regulation;

Intermediary/ies: persons eligible to hold accounts on which financial instruments and related transfers can be recorded, as defined in Article 2, letter m) of the Joint Regulation;

Joint Regulation: Joint Bank of Italy/Consob Provision of 13 August 2018 containing the “*Rules governing central counterparties, central securities depositories and central depository services*”;

Record date: business day at the end of which the holders of the accounts on which the financial instruments are registered are identified;

Issuers' Regulation: the regulation implementing Italian Legislative Decree No. 58 of 24 February 1998, concerning the discipline of issuers adopted by Consob under resolution No. 11971 of 14 May 1999 as subsequently amended;

TUF: (Italian Consolidated Law on Finance), Italian Legislative Decree no. 58 of 24 February 1998 as subsequently amended.

2. Foreword

On 3 December 2015, the Board of Directors of Openjobmetis S.p.A. (hereafter the “**Company**” or “**Openjobmetis**”), by virtue of the power delegated to it by the extraordinary shareholders' meeting of 12 October 2010 (i) adopted this regulation for the purpose of governing the procedures for recording, keeping and revising the Special List in compliance with the applicable laws and regulations, with the articles of association and with market practices, in order to assure the timely exchange of information between shareholders, the Company and Intermediaries; and (ii) appointed the person in charge of managing the Special List.

Amendments and additions to the present regulation shall be approved by the Board of Directors and made public by publication on the Company's website. Any amendments required for legal and/or regulatory compliance may be approved by the Chairman of the Board of Directors and by the Chief Executive Officer, separately from each other, who shall report about them to the other members in the course of the next meeting of the Board.

For all matters concerning the introduction of increased voting rights that are not contemplated herein, reference is made to the Italian Consolidated Law on Finance, to the Issuers' Regulation, to the Joint Regulation and to the bylaws of Openjobmetis.

3. Special List

The Company has established a Special List in accordance with Article 127-*quinquies* paragraph 2 of the Italian Consolidated Law on Finance and in compliance with the provisions of Article 143-*quater* of the Issuers' Regulation.

The Special List constitutes a complementary documentation with respect to the Register of Shareholders with the consequent applicability of the rules and of the disclosure requirements prescribed for the Register of Shareholders.

4. Person in charge of managing the Special List

The person in charge of managing the Special List, appointed by the Board of Directors, shall, on the Company's behalf, manage, organise and administer the Special List in accordance with the present regulation.

5. Increased voting rights

Each share that has been owned uninterruptedly by the same person for twenty-four months from the date of its registration in the Special List established by the Company shall be attributed two votes, without prejudice to the provisions of Article 9 below of this regulation.

6. Entitlement to request registration

A shareholder who has a voting right by virtue of a real entitling right (full ownership with voting right or bare ownership with voting right) is entitled to request the registration in the Special List.

Registration is carried out and maintained even if the shares are pledged or granted as beneficial interests, if the owner contractually retains entitlement to exercise the voting right.

7. Procedure for requesting registration

Entitled persons intending to be registered in the Special List in order to obtain increased voting rights in accordance with Article 127-*quinquies* of the Italian Consolidated Law on Finance and with Article 7 of the articles of association shall deliver to the Company, through the Intermediary, a specific request and the Communication attesting share ownership in accordance with Article 44, paragraph 2 of the Joint Regulation.

The increased voting rights may also be requested only for a portion of the shares held by the owner.

The registration request shall be signed by the holder of the voting right inherent to the shares that are the subject of the request or by his/her attorney or agent.

To obtain registration in the Special List, therefore, the entitled person shall:

- indicate to the Intermediary with whom (s)he keeps the securities account in which the Openjobmetis shares are registered the number of shares (s)he intends to inscribe in the Special List;
- ask the same Intermediary to deliver to Openjobmetis – via Certified Electronic Mail, to the address votomaggiurato_computershare@pec.it with copy for information to the e-mail address investor.relator@openjob.it, the Communication that, in accordance with Article 44, paragraph 2, of the Joint Regulation attests the ownership of the shares for which registration in the Special List is requested, together with the registration request containing the entitled person's commitment promptly to notify the Company and the Intermediary of any loss, for any reason, of ownership of the share or of entitlement to exercise the voting right.

In the case of a legal person or other entity, including those lacking legal personality, the entitled person shall also declare that it is not, or, as the case may be, that it is subject to (direct or indirect) control in accordance with laws and regulations for listed issuers, with the indication of the identifying data of the controlling party and with the commitment promptly to notify the Company of any change in control.

A facsimile of the registration request containing the aforesaid statement is available at the Company's Website (<http://investitori.openjobmetis.it/it/corporate-governance/procedura-ottenimento-voto-maggiurato>).

8. Registration in the Special List

The Company verifies the requirements for registration and registers the requesting parties in the Special List [without delay - that is, as a rule, by the end of the accounting day following receipt of the relevant communication - and, in any case,] no later than the fifth open trading day from the end of each calendar month or, if it comes first, by the Record Date.

The Company shall notify the Intermediary, without delay and otherwise no later than the accounting day in which it updates the Special List, that it completed or did not complete the registration, indicating the reason for any refusal.

Entitled persons entered in the List shall be required to notify, and agree that the Intermediary shall notify, the Company of any circumstance or event that means the conditions for the increase in voting rights cease to exist or that affects the ownership of the shares and/or the relative right to vote, by the end of the month in which such circumstance occurs and in any case within the open trading day preceding the Record Date.

9. Accrual and attribution of the increased voting rights

The increased voting rights shall be acquired from the fifth open trading day of the calendar month after the one when the conditions required by the Company's articles of association for the purposes of the increase are met, i.e.: (i) the same person has been entitled to the voting right by virtue of a real entitling right for a continuous period of twenty-four months from registration in the Special List, and (ii) fulfilment of the requirement per (i) above is attested by a Communication issued by the Intermediary. For this purpose, the entitled person shall request the Intermediary with whom (s)he holds the securities account in which the Openjobmetis shares are registered, to deliver to Openjobmetis – via Certified Electronic Mail, to the address votomaggiurato_computershare@pec.it with copy for information to the e-mail address investor.relator@openjob.it, the Communication that, in accordance with Article 44, paragraph 3, of the Joint Regulation attests the ownership of the shares, referred to the initial date of the continuous period.

It is understood that, on expiry of the continuous period of 24 months from registration in the Special List without the Company having received a notice of waiver pursuant to Article 10 below and in the absence of any further impediments referred to in Article 11 below, for all actions for

which registration has been requested, the increased voting rights shall take effect on the fifth open trading day of the calendar month following that in which the end of that period expired. The Company shall notify the Intermediary, without delay and otherwise no later than the accounting day in which it updates the Special List, that it obtained or did not obtain the increased voting rights, indicating the reason for any refusal.

10. Removal from the Special List due to waiver of the increased voting rights

An entitled person who intends to waive all or part of the increased voting rights shall request its Intermediary to transmit to the Company, via Certified Electronic Mail, to the address votomaggiurato_computershare@pec.it with copy for information to the e-mail address investor.relator@openjob.it, the Communication of total or partial waiver, in accordance with Article 44, paragraph 6 of the Joint Regulation, which determines the removal from the Special List of the shares for which the entitled person intends to waive.

11. Other reasons for removal from the Special List

In addition to the cases of total or partial waiver of the increased voting rights, the Company shall proceed with removal from the Special List:

- a) in case of transfer of the share for any consideration or free of charge, it being understood that "transfer" also means pledging, beneficial interest or other liens on the share when it entails the loss of the voting right by the shareholder;
- b) in case of transfer, for any consideration or free of charge, of direct or indirect controlling interests in companies or entities that own shares with increased voting rights above the threshold prescribed by Article 120, paragraph 2 of the Italian Consolidated Law on Finance.

The notion of control is the one provided by Article 2359, paragraph 1 no. 1 of the Italian Civil Code.

In the case per letter a) above, the Intermediary, as soon as (s)he collects the order that determines the loss of ownership of the real entitling right and/or of the related voting right, shall transmit the Communication to the Company without delay in accordance with Article 44, paragraph 6, of the Joint Regulation, via Certified Electronic Mail, to the address

votomaggiurato_computershare@pec.it with copy for information to the e-mail address investor.relator@openjob.it, specifying, when possible, the references of the registration Communication.

In the case per letter b) above, the shareholder shall communicate without delay to the Company the occurrence of the event that determines the deletion from the Special List and the Company shall notify the Intermediary, without delay and otherwise no later than the accounting day on which it updates the Special List, the removal from the Special List or the loss of the increased voting rights in accordance with Article 23-bis, paragraph 10 of the Joint Regulation.

Unless otherwise indicated, the Company, in the presence of subsequent registrations in terms of time, shall delete from the Special List the shares registered with a more recent date.

If the Company becomes aware of events that determine the loss, by the registered person, of the entitlement to maintain registration of all or part of the shares, the Company shall report to the Intermediary the removal, without delay and otherwise no later than the accounting day in which it updates the Special List.