

Gallarate (Va), 4 november 2015

**RULES OF PROCEDURE OF THE GENERAL MEETINGS OF SHAREHOLDERS  
OF  
OPENJOBMETIS S.P.A. AGENZIA PER IL LAVORO**

## SECTION I PRELIMINARY PROVISIONS

### **Article 1**

#### **Scope**

1. These Rules govern the conduct of the Annual and Extraordinary General Meetings of the shareholders of “Openjobmetis S.p.A. Agenzia per il Lavoro”.
2. These Rules are available to shareholders and to those who are entitled to speak at, participate in or attend the General Meeting at the registered office of the Company and in the locations where the meetings are held.

## SECTION II ORGANISATION AND QUORUM

### **Article 2**

#### ***Speaking, participation and attendance at the General Meeting***

1. Persons entitled to vote in accordance with the articles of association and current laws and regulations may speak at the General Meeting.
2. In addition, the following persons may participate in the General Meeting, according to the procedures determined by the Chairman: the managers or employees of the Companies and the managers, employees, directors and statutory auditors of the companies of the Group, representatives of the audit company appointed to audit the accounts and other persons whose participation is deemed useful by the Chairman of the Meeting in relation to the items to be discussed or to the conduct of the Meeting.
3. The Meeting may be attended, with the consent or upon invitation of the Chairman of the Meeting and according to the procedures set by him/her, by experts, financial analysts, advisors, journalists accredited for the single Meeting who, for this purpose, shall deliver the invitation request to the

registered office, at least two days before the meeting.

4. The Chairman, before illustrating the items in the agenda, shall notify the Meeting that the persons indicated in Paragraphs 2 and 3 of this article are participating and attending.

### **Article 3**

#### ***Verification of the entitlement to speak at, participate in or attend the Meeting***

1. The process of personally identifying attendees and verifying their entitlement to speak at the Meeting shall begin in the location where the meeting is to be held, at least one hour prior to the time set for the start of the Meeting, unless otherwise specified in the convening notice.

2. Those entitled to speak at the Meeting in accordance with Article 2, Paragraph 1 above, of the Rules, shall show a personal identification document to the supporting staff at the entrance of the spaces where the Meeting is held. The supporting staff shall issue a document to be retained throughout the Meeting.

3. Those entitled to participate in or attend the Meeting, respectively in accordance with Paragraph 2 and 3 of Article 2 of the Rules, shall show their credentials to the supporting staff, at the entrance of the spaces where the Meeting is held, for the appropriate checks.

4. To facilitate the verification of their entitlement to speak at the Meeting, holders of voting rights may deliver in advance to the Company the documentation proving entitlement, in the ways and within the time limits specified in the convening notice.

5. To facilitate the verification of their powers of representation, those who may speak at the Meeting as legal or voluntary representatives of holders of voting rights may deliver in advance to the Company the documentation proving such rights, at least two days before the date set for the Meeting.

6. Those entitled to speak who, after being admitted into the Meeting, should, for any reason, leave the spaces where the Meeting is held, shall so notify the supporting staff.

7. Without prejudice to the provisions of Article 4, paragraph 2, third sentence, of the Rules, no recording instruments of any kind, still cameras, television cameras, recorders and/or similar devices may be introduced into the spaces where the Meeting is held, without specific authorisation from the Chairman of the Meeting.

#### **Article 4**

##### ***Chairman of the Shareholders' Meeting and Secretary***

1. The General Meeting of the Shareholders shall be chaired by the Chairman of the Board of Directors or, in his/her absence, by the person designated in accordance with the Articles of Association of the Company.

2. The Chairman of the Meeting shall be assisted by a Secretary, who need not be a shareholder, appointed by the Meeting at the proposal of the Chairman. However, the Chairman may waive the assistance of the Secretary if a notary has been appointed to prepare the minutes. The Secretary and the notary may be assisted by persons in their trust and make use of audio-video recording equipment as an aid in the preparation of the Meeting.

3. The Chairman may be assisted by the persons authorised to participate in the Meeting, who may also be tasked with illustrating the agenda items and/or replying to the questions asked in relation to specific topics.

4. For security, the Chairman may rely on duly appointed personnel, wearing specific badges.

5. The Chairman may also appoint scrutineers, who need not be shareholders, and establish a

Chairman's Office, whose members may be chosen from outside the Company.

### **Article 5**

#### **Meeting Quorums**

1. The Chairman, with the aid of the supporting staff present, shall ascertain the number of holders of voting rights present, with the indication of the share of the capital which they represent, and shall inform the Meeting thereof. Upon ascertaining that the Meeting is quorate, the Chairman shall call the Meeting to order.
2. If the required quorum is not reached, after a suitable time interval, the Chairman shall notify those present and adjourn the Meeting to a subsequent convening date.
3. The Chairman, on his/her own or upon indication from the supporting staff, shall resolve any objections pertaining to entitlement to speak at, participate in or attend the Meeting.

## SECTION III DISCUSSION

### **Article 6**

#### **Agenda**

1. After ascertaining that the Meeting is quorate and calling the Meeting to order, the Chairman shall read the agenda items.
2. The Chairman may grant a time interval of no more than 15 minutes for the shareholders who requested to add items to be discussed in the Meeting, in accordance with the law and with the

Articles of Association, to illustrate the corresponding proposed resolutions and specify the reasons for them.

3. In opening the floor for the discussion of the agenda items, the Chairman, if there are no objections from the Shareholders, may follow a different order from the one contained in the convening notice, or call for the joint discussion of two or more items.

### **Article 7**

#### ***Speaking and Replying***

1. The Chairman shall govern the discussion, giving the floor to the Directors, the Statutory Auditors and to those who have requested it in accordance with this article, assuring the propriety of the debate and preventing any disruption to the Meeting.

2. Those entitled to speak at the Meeting in accordance with Article 2, Paragraph 1 of the Rules may request the floor on the items in the agenda, to make their observations, to ask for information and, when allowed, to propose votes.

3. The Secretary of the Meeting and the Managers of the Company, as well as the Directors, Statutory Auditors and the Managers of the companies of the Group, may take the floor, if it is deemed useful by the Chairman in relation to the matter to be discussed.

4. Requests to speak may be made from the time the agenda items are read until the Chairman declares the discussion of the agenda item to be closed. To assure that the Meeting is conducted in an orderly manner, the Chairman may, at the beginning or during the discussion of individual topics, set a time limit for the presentation of requests to speak.

5. Those who intend to take the floor shall request it from the Chairman or - at the Chairman's indication - from the Secretary, submitting a written request with the indication of the topic to which

the request is referred.

**6.** The Chairman may authorise the submission of requests to speak by hand-raising.

**7.** The Chairman shall define the order to be followed by those requesting to speak.

**8.** The Chairman or, at his/her invitation, the Secretary of the Meeting, the Directors, the Statutory Auditors and the other persons authorised by the Chairman to speak, including the persons per Article 4, Paragraph 3 of the Rules, shall reply to the speakers at the end of each speech or after all speeches on an individual agenda items have been completed, or else at the end of the joint discussion of one or more topics or of all topics, if it is deemed appropriate by the Chairman.

**9.** The Chairman, taking into account the subject and the importance of the individual agenda items, the number of persons requesting the floor, and any questions asked by the shareholders before the Meeting that have not already been answered by the Company, shall determine the time interval – no longer than fifteen minutes – allotted to each speaker. Those who have spoken in the debate shall be entitled to reply to the answers provided by the Company. The Chairman shall set the time interval – no longer than three minutes – available for the reply. Before the expiration of the time interval granted for the speech and the reply, the Chairman shall invite the speaker to conclude within the allotted time.

**10.** Those who have already spoken in the debate may ask to take the floor a second time for five minutes, also to declare their voting intentions.

**11.** When the speeches, the answers and any replies have been completed, the Chairman shall declare closed the discussion of the individual agenda item or of any agenda items that were discussed jointly.

## SECTION IV

### VOTING

#### **Article 8**

#### ***Preliminary Operations***

1. The Chairman may arrange for the vote on each individual agenda item to take place after the closing of the discussion on that item, or at the end of the discussion on all or some of the agenda items.
2. Before starting voting operations, the Chairman shall readmit into the Meeting the holders of voting rights who had been asked to absent themselves during the discussion in accordance with Article 11, Paragraph 3, of the Rules.

#### **Article 9**

#### ***Voting***

1. The Chairman shall decide the order whereby the proposed resolutions on individual agenda items are put to a vote, as a rule assigning priority to those, if any, that were formulated by the Board of Directors.
2. The Chairman of the Meeting shall determine the procedures for expressing, recognising and counting votes and may set a time interval within which the vote is to be expressed.
3. Votes expressed in any way other than as indicated by the Chairman shall be null and void.
4. Shareholders who vote against a resolution or abstain shall provide their name to the supporting staff.



5. After voting ends, the votes shall be counted and, upon completion of the counting operations, the Chairman, who may be assisted by the Secretary or the notary, shall announce the results of the vote to the Meeting.

## SECTION V ADJOURNMENT OF THE MEETING AND POWERS OF THE CHAIRMAN

### **Article 10** **Adjournment of the Meeting**

1. In the course of the Meeting, the Chairman, if (s)he deems it advisable and subject to the opposition of the majority of the capital represented at the Meeting, may adjourn the Meeting for no more than four hours, specifying the reasons for his/her decision.

2. Without prejudice to the provisions of Article 2374 of the Italian Civil Code, the Meeting, with the favourable resolution of the majority of the represented capital, adopted at the proposal of the Chairman or holders of voting rights representing at least 10% of the share capital, may decide to adjourn the Meeting, setting the place, the date and the time for its resumption within an adequate time interval in view of the reasons for the adjournment, which in any case may be no longer than thirty days.

### **Article 11** **Powers of the Chairman**

1. The Chairman shall ensure that order is maintained in the Meeting, to guarantee that the proceedings are carried out properly and to prevent abuses.

2. For these purposes, the Chairman may take the floor in the following cases:

- if a speaker is not entitled to speak or continues speaking after the expiration of his/her allotted time;
- after a warning, if a speech is manifestly not germane to the topic of the discussion;
- if the speaker says inappropriate or injurious words;
- in case of obstructionist attitude, or of incitement to violence or to rioting.

3. If one or more of the participants prevent others from participating in the debate, or by their behaviour cause a situation that would not allow the proper conduct of the Meeting, the Chairman shall warn them to cease and desist. If this warning goes unheeded, the Chairman may order the individuals, who had previously been warned, to be removed from the meeting hall for the duration of the debate.

## SECTION VI CLOSING THE PROCEEDINGS

### **Article 12** **Closing the General Meeting**

I. Upon completion of the discussion of the agenda items and the related votes, the Chairman of the Meeting shall declare the Meeting closed.

## SECTION VII FINAL PROVISIONS

### **Article 13** **Final Provisions**

1. In addition to the provisions of these Rules, the Chairman may adopt any and all provision deemed appropriate to assure the proper conduct of the Meeting and the exercise of the participants' rights.

2. For all matters not provided by these Rules, the provisions of the Italian Civil Code, of special laws on the matter and of the Articles of Association shall apply.