

PRESS RELEASE

ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF OPENJOBMETIS S.P.A.

Extraordinary session

- The indication of the nominal amount of ordinary shares was eliminated, with the consequent amendment of Article 5 of the Articles of Association.
- The cancellation of 342,800 treasury shares already held in the portfolio by the Company (2.5% of the share capital) and, up to a maximum of 1,336,920 treasury shares, any additional shares acquired by virtue of the Shareholders' Meeting authorisation, without reducing the share capital, was approved, with the consequent amendment of Article 5 of the Articles of Association.
- Article 7 of the Articles of Association was amended with regard to the procedure for obtaining the increase in voting rights.

Ordinary session

- The financial statements as at 31 December 2022 were approved and the Group's consolidated financial statements as at 31 December 2022 were reviewed.
- The allocation of profit for the year was approved, as was the distribution of a unitary dividend of EUR 0.50 per each entitled share.
- The First Section of the Report on the remuneration policy and fees paid pursuant to Article 123-ter of Italian Legislative Decree No. 58/1998, also in the part—the subject of an independent resolution—relating to the compensation provided for in the event of cessation of office or termination of employment (Paragraph 1.m), was approved.
- The Second Section of the Report on the remuneration policy and fees paid, pursuant to Article 123-ter of Italian Legislative Decree No. 58/1998, was approved.
- The assignment of the audit engagement for the nine-year period 2024-2032 to the independent auditors Ernst & Young S.p.A. was approved.
- The Board of Directors was authorised to buy back and dispose of treasury shares after the revocation of previous authorisation granted by the Shareholders' Meeting of 19 April 2022.

- **The increase in the total annual gross remuneration granted to the Board of Directors was approved.**

Milan, 21 April 2023 – Today, the Shareholders' Meeting of Openjobmetis S.p.A. met, in ordinary and extraordinary session. Openjobmetis S.p.A. (Borsa Italiana [Italian Stock Exchange]: **OJM**) is a leading Employment Agency, listed on the STAR segment of the Euronext Milan market operated by Borsa Italiana.

Extraordinary session

The Extraordinary Shareholders' Meeting approved, with reference to the first item on the agenda, pursuant to Articles 2328 and 2346 of the Italian Civil Code, the elimination of the nominal amount of the ordinary shares (already equal to EUR 1.00 each), with the consequent amendment of the part of Article 5 of the Articles of Association in which the nominal amount is indicated.

* * * *

Taking into account the approval of the proposal referred to in the first item on the agenda, the Extraordinary Shareholders' Meeting ordered the cancellation of 342,800 treasury shares with no nominal amount already in the portfolio and equal to 2.5% of the share capital.

The Shareholders' Meeting also ordered the cancellation of all or part of the Openjobmetis ordinary shares that may be purchased under the authorisations granted by the Shareholders' Meeting (see eleventh item on the agenda of the ordinary session), up to a maximum of 1,336,920 Openjobmetis ordinary shares, delegating for this purpose to the Board of Directors, with the power to sub-delegate to the Chair of the Board of Directors and the Managing Director, jointly or severally, to (i) determine the actual number of treasury shares to be cancelled from time to time in accordance with the purposes set forth in the Board of Directors' explanatory report; and (ii) proceed with the relevant cancellation, which may be divided into several tranches or carried out in a single transaction, in any case no later than 18 months from today's date.

For the purposes of the aforementioned resolutions, the Shareholders' Meeting simultaneously approved the amendment of Article 5 of the Articles of Association, reporting, in the first paragraph, the new number of shares into which the Company's share capital is divided, as well as introducing a second and final paragraph governing the possible subsequent cancellation, in whole or in part (up to a maximum of 1,336,920 ordinary shares), of the treasury shares additionally purchased by the Company based on the authorisations of the Shareholders' Meetings.

* * * *

With reference to the third item on the agenda of the extraordinary session, the Shareholders' Meeting resolved to amend Article 7 of the Articles of Association with regard to the procedure for obtaining an increase in voting rights.

In particular, with reference to Article 7.4, the approved amendment clarifies that the sending of the communication already set forth in letter (b) of the aforementioned provision is not a necessary condition for the acquisition of the increase in voting rights to take effect, but solely a way in which the Company ascertains the attainment of the benefit of the increase in voting rights, which, in any case, occurs automatically as a result of the elapsing of the relevant period provided for in the Articles of Association from the registration of the shares in the special list. The additional amendment to said Article expressly specifies that, for the purpose of participation in the shareholders' meeting, the increase in voting rights that has already accrued by virtue of the elapsing of the aforementioned continuous period of twenty-four months shall take effect on the record date provided for by the regulations in force in relation to the right to attend and vote at the shareholders' meeting, even if it is prior to the fifth open market day of the calendar month following the one in which the aforementioned continuous period of twenty-four months elapsed. By contrast, as regards Article 7.6 of the Articles of Association, the amendment clarifies that the Company will update the special list by the fifth open market day from the end of each calendar month or by the record date stipulated in the current regulations in relation to the right to attend and vote at the shareholders' meeting, whichever is earlier.

* * * *

Ordinary session

The Ordinary Shareholders' Meeting approved the Company's financial statements and reviewed the Group's consolidated financial statements as at 31 December 2022.

The consolidated financial statements of the Openjobmetis Group as at 31 December 2022 show revenue of EUR 768.4 million compared to EUR 720.8 million in 2021, EBITDA of EUR 29.4 million compared to EUR 23.5 million in 2021 (2022 adjusted EBITDA stands at EUR 30.2 million) and EBIT of EUR 21.2 million compared to EUR 15.2 million in 2021 (2022 adjusted EBIT stands at EUR 22.7 million). It closed with a Net profit of EUR 14.3 million compared to EUR 10.7 million in 2021.

Net financial indebtedness as at 31 December 2022 totalled EUR 26.2 million compared to EUR 44.5 million as at 31 December 2021.

The revenue of the parent company Openjobmetis S.p.A. in 2022 stood at EUR 727.1 million compared to EUR 624.9 million in 2021, while EBIT was EUR 11.7 million compared to EUR 13.0 million in 2021. Net profit was EUR 11.7 million compared to EUR 10.5 million in 2021.

The Shareholders' Meeting resolved to allocate the 2022 profit for the year, amounting to EUR 11,706 thousand, as follows:

- Allocation of a EUR 0.50 dividend to the shareholders per each entitled share (excluding treasury shares) up to a maximum of EUR 6,513 thousand;
- Allocation to the other reserves: EUR 5,193 thousand.

The Ordinary Shareholders Meeting also resolved that the aforementioned dividend of EUR 0.50 per share be paid, gross of withholding taxes mandated by the law, from 10 May 2023, with coupon no. 5 to be detached on 8 May 2023 and the dividend record date (i.e. the date when entitlement to the payment of the dividend is established pursuant to Article 83-*terdecies* of the Consolidated Law on Finance (TUF), and Article 2.6.6, paragraph 2, of the Regulation of the Markets organised and managed by Borsa Italiana S.p.A.) on 9 May 2023.

* * * *

The Ordinary Shareholders' Meeting approved, as provided for in points 7 and 8 of the agenda, the First Section of the Report on the remuneration policy and fees paid prepared pursuant to Article 123-*ter*, paragraph 3, of Italian Legislative Decree no. 58/1998, including with reference to Paragraph (l.m) relating to compensation provided for in the event of cessation of office or termination of employment.

The Shareholders' Meeting also expressed a favourable vote, as set out in item 9 of the agenda of the ordinary session, on the Second Section of the Report on the remuneration policy and fees paid drawn up pursuant to Article 123-*ter*, paragraph 4, of Italian Legislative Decree No. 58/1998.

* * * *

With reference to the tenth item on the agenda of the ordinary session, the Shareholders' Meeting appointed the external auditors Ernst & Young S.p.A., for the nine-year period 2024-2032, without prejudice to the causes of early termination, to perform activities under the conditions set forth in the offer proposed by the aforementioned external auditors, also having regard to the Recommendation of the Internal Control and Audit Committee.

* * * *

The Ordinary Shareholders' Meeting, as provided for in the eleventh item of the agenda, resolved to revoke, for the remaining period, as from the date of this resolution, the resolution to authorise the purchase and sale of treasury shares adopted by the Ordinary Shareholders' Meeting on 19 April 2022. In addition, it resolved to authorise the Board of Directors to purchase and sell treasury shares in order to: (i) provide it with a flexible option to grant to its shareholders, through the buyback of treasury shares from them, forms of remuneration in addition to the distribution of dividends, (ii) equip itself with a portfolio of treasury shares that it may dispose of at any time, in whole or in part, in one or more tranches, and without time limits, provided that it is consistent with the Company's strategic guidelines, in the context of capital transactions, including the reduction of the same through the cancellation of treasury shares; (iii) fulfil obligations deriving from share incentive plans, distribution programmes, whether in return for payment or free of charge, of options on shares or shares to directors, employees and collaborators of the same issuer

or to directors, employees and collaborators of companies controlled by said entity, as well as programmes for the free assignment of shares to shareholders; (iv) work on treasury shares with a view to medium- and long-term equity investment, also for the purpose of establishing long-term equity investments, or to seize market opportunities also through the buyback and resale of shares by operating both on the market and in over-the-counter markets or outside the market or through accelerated book building (ABB) procedures or in blocks, at any time, in whole or in part, in one or more tranches, and without time limits, provided under market conditions; (v) initiate programmes for the buyback of treasury shares for the purposes set forth in Article 5 of Regulation (EU) No. 596/2014 (*Market Abuse Regulation* or MAR) and/or for the purposes set forth in market practices permitted under Article 13 MAR.

The Board of Directors was authorised to buy back (fully paid-up) ordinary shares of the Company, on one or more occasions, also on a revolving basis, in an amount freely set by the Board of Directors up to a maximum number of ordinary shares of the Company such as not to exceed 20% of the share capital, at the time, of Openjobmetis S.p.A., having regard to the treasury shares held either directly or through its subsidiaries, if any.

The Board of Directors was also authorised to dispose of treasury shares in the portfolio, even before the buybacks referred to above have been completed.

At today's date, without prejudice to the resolutions of the shareholders' meeting referred to in points 1) and 2) of the extraordinary session, the Company holds 342,759 treasury shares, equal to approximately 2.5638% of the new number of shares into which the share capital of Openjobmetis S.p.A. is divided (or 13,369,200 ordinary shares with no nominal amount).

The Board of Directors was authorised to buy back treasury shares for the maximum duration permitted by Article 2357, paragraph 2 of the Italian Civil Code and therefore for a period of 18 months from today's date.

The share purchase price shall be identified each time, considering the procedures chosen for carrying out the transaction, share price performance and the best interest of the Company, and in compliance with any applicable Italian and EU legal and regulatory provisions in this regard or with the permitted market practices in use at the time where the conditions are met and the decision is made to use them.

The price per share must not be lower or higher by more than 20% with respect to the official stock market price of the shares recorded by Borsa Italiana S.p.A. in the session of the day prior to each individual transaction or in the session of the day prior to the date of announcement of the transaction, depending on the technical procedures identified by the Board of Directors.

Transactions to dispose of the treasury shares in the portfolio, if executed in cash, must be carried out at a price per share to be determined on the basis of the criteria laid down in the applicable regulations and/or the market practices accepted from time to time or, in any case, at a price that may not be more than 5% lower than the official stock market price recorded by Borsa Italiana S.p.A. in the stock exchange session of the day preceding each transaction.

If the disposal transactions are carried out in the context of extraordinary operations, including exchanges, contributions and trades, or to service capital transactions or other extraordinary corporate and/or financial transactions or financing transactions, they must be executed according to the price limits and the terms and conditions that shall be freely determined by the Board of Directors, taking the economic terms of the transaction into account. With regard to shares to serve share-based incentive schemes, the shares must be disposed of in accordance with the terms and procedures stated in the regulations of said schemes.

It should be noted that, in the case of application of the whitewash provision set out in Article 44-*bis*, paragraph 2, of the Issuers' Regulation, the treasury shares bought back by the Company, in execution of this authorisation resolution, shall not be excluded from the share capital (and therefore must be included in the calculation) if, due to the buyback of treasury shares, one shareholder exceeds the relevant thresholds pursuant to Article 106 of the Consolidated Law on Finance (TUF).

* * * *

Lastly, with reference to the twelfth item on the agenda of the ordinary session, the Shareholders' Meeting resolved, with effect from 8 April 2022 and for the residual duration of the mandate, to increase the total annual gross remuneration granted to the Board of Directors.

* * * *

The Company informs that:

- a) The summary report of the votes, with the number of shares represented at the Shareholders' Meeting and the shares for which the vote was expressed, the percentage of the share capital represented by these shares, the number of votes in favour and against the resolutions and the number of abstentions, will be made available on the Company's website within the terms set by current laws and regulations.
- b) The minutes of the Shareholders' Meeting will be made available to the public in the ways and within the terms set by current laws and regulations.

Alessandro Esposti, in his capacity as Manager in charge of preparing financial reports, pursuant to Article 154 bis, paragraph 2, of the Consolidated Law on Finance (TUF), hereby states that the financial information contained in this press release corresponds to the accounting documentation, books and records.

* * * *

The Company's Annual Financial Statements and the Group's Consolidated Financial Statements are available at the registered office in via Assietta, 19 - 20161 Milan, in Borsa Italiana S.p.A. and in the Investor Relations section of the website www.openjobmetis.it, as well as at the authorised

storage mechanism eMarket STORAGE, available at www.emarketstorage.com.

* * * *

Openjobmetis - an overview: Openjobmetis is the Employment Agency established in 2011 as a result of the merger of Openjob SpA and Metis SpA, combining the unique skills and experiences for which they have always been known. Listed since December 2015, Openjobmetis SpA is the first and only Employment Agency in the STAR segment of Euronext Milan (EXM) operated by Borsa Italiana, and is positioned among the leading Italian operators in its field, with revenue of approximately EUR 768,4 million in the year ended 31 December 2022. Openjobmetis SpA, which provides temporary work employment, operates through a network of 150 branches and Specialized Divisions in a wide range of labour market sectors, including: Healthcare, Banking and Finance, Large-Scale Retail Trade, Big Clients, I&CT, Agro-Industrial and, as well as Techne specialized in aerospace, naval and energy thanks to the acquisition of Quanta S.p.A., a company merged into Openjobmetis with effect from 1 January 2022. Among the services offered, there are also research and selection solutions for direct entry into a company of qualified junior profiles through the Permanent Placement team and the division UNA Forza Vendite which deals with commercial figures and sales agents. Openjobmetis also has the following subsidiaries: (i) Openjob Consulting Srl, active in the management of the financed training activities; (ii) Seltis Hub Srl, the highly specialized vertical competence center focused on recruitment and selection that also operates through the digital platforms Meritocracy and Jobmetoo, (iii) Family Care Srl, APL dedicated to family assistance. Finally (iv) HC Srl, 100% owned and a result of the merger of Corium Srl and HC Srl, which deals with training, coaching and outplacement and (v) Lyve Srl, a 50.66% subsidiary, a training company specialized in the field of financial and insurance services.

Investor Relations - Alessandro Esposti

Investor.relator@openjob.it

Tel. +39 0331-211501

Press Office – Finance

Jaba

Elena Simoncini

elena.simoncini@jabaitalia.com

Tel. +39 392 5139493

Openjobmetis

Tel. 0331 211501 comunicazione@openjob.it