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CONNECT

Informazione Regolamentata n. 1803-62-2021	Data/Ora Ricezione 23 Giugno 2021 14:37:06	MTA - Star
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Societa' : OPENJOBMETIS
Identificativo : 149073
Informazione
Regolamentata
Nome utilizzatore : OPENJOBN08 - ESPOSTI
Tipologia : REGEM
Data/Ora Ricezione : 23 Giugno 2021 14:37:06
Data/Ora Inizio : 23 Giugno 2021 14:37:07
Diffusione presunta
Oggetto : PR_OJM_ Approved the planned
merger_ENG

Testo del comunicato

Vedi allegato.

PRESS RELEASE

OPENJOBMETIS S.P.A.'s BOD APPROVED THE PLANNED MERGER BY INCORPORATION OF QUANTA S.P.A., EMPLOYMENT AGENCY ALREADY WHOLLY-OWNED

Milan, 23 June 2021 – The Board of Directors of Openjobmetis S.p.A. (Borsa Italiana: **OJM**), one of the leading Employment Agencies, listed on the Equity Market - STAR segment - managed by Borsa Italiana, today approved the planned merger by incorporation in Openjobmetis S.p.A. (merged company) of the wholly-owned company Quanta S.p.A. (merging company), acquired on 26 May 2021, it also an employment agency operating in the contract work market and in related services such as personnel recruitment, selection and outplacement. In 2020, Quanta S.p.A. reported revenues of roughly EUR 114 million, employing around 150 staff.

The objectives of the aforementioned Merger are to integrate and consolidate, in a single legal entity, the business activities carried out by the participating companies. In said context, potential and synergies will be generated, with particular regard to the positioning and commercial offering to customers. In addition to the above, the Merger will enable the companies involved to rationalise processes, make improvements in terms of operating flexibility, obtain administrative and corporate synergies and optimise the functioning of the entire company organisation.

The aforementioned Merger will be completed by employing the simplified procedure *pursuant* to art. 2505 of the Italian Civil Code; therefore, it was not necessary to draft the Directors' report set forth in art. 2501-*quinquies* of the Italian Civil Code, nor the experts' report required by art. 2501-*sexies* of the Italian Civil Code. In addition, given a wholly-owned company, the information document was not prepared.

Based on the prior opinion of the Control, Risk and Sustainability Committee, based on the Related Party Transactions Committee, the Merger was considered an exempt transaction pursuant to art. 10 of the Relation Party Transactions Policy and Procedure adopted by the Company (with reference, in particular, to art. 14 of Consob Regulation 17221/2010), given no "significant interests" of other related parties of the Company were identified.

Pursuant to art. 2504-*bis*, paragraph 2, of the Italian Civil Code, the effects of the Merger will be effective from a date after the last of the registrations of the deed of Merger at the Register of Companies where the participating companies have their registered offices, and more specifically from 12 am on 1 January 2022, a date that will be indicated in said deed.

The Merger makes no provision for any treatment reserved to special categories of shareholders or holders of securities other than shares, nor any special advantage for the Directors of the participating companies.

Openjobmetis S.p.A. overview: Openjobmetis SpA is an Employment Agency established in 2011 as a result of the merger of Openjob SpA and Metis SpA, thus combining the singular expertise and experience that has distinguished them since the start. Listed since December 2015, Openjobmetis SpA is the first and only Employment Agency in the STAR segment of the Italian main market (Mercato Telematico Azionario - "MTA") operated by Borsa Italiana, and is positioned today among the leading Italian operators in its field, with consolidated revenue of approximately EUR 517.0 million in the year ended 31 December 2020. The Openjobmetis Group operates in the contract work market through a network of over 140 branches and through Specialised Divisions active within a broad spectrum of sectors such as: Healthcare, Industrial, Banking and Finance, Large-Scale Retail Trade, I&CT, Horeca, Agro-Industrial and Diversity Talent. The Group also includes the wholly-owned subsidiaries (i) Openjob Consulting Srl, specialised in managing funded training activities; (ii) Seltis Hub Srl, the new highly specialised vertical skills hub focused on recruitment and selection which operates through the brands Seltis, Meritocracy, UNA Forza Vendite and Jobmetoo; (iii) Family Care Srl, an Employment Agency dedicated to family care. Lastly (iv) HC Srl – a 92.9% owned company spawned by the merger of Corium Srl and HC Srl – which specialises in training, coaching and outplacement, (v) Lyve Srl, 50.66% owned, a company that provides training in financial and insurance services and (vi) Quanta SpA, wholly-owned, a leading Employment Agency in Italy, focussing on general contract work and specialising in the aerospace, ICT, naval and energy sectors.

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Fine Comunicato n.1803-62

Numero di Pagine: 4