

<p>Informazione Regolamentata n. 1803-35-2023</p>	<p>Data/Ora Inizio Diffusione 29 Giugno 2023 20:19:16</p>	<p>Euronext Star Milan</p>
-----------------------------------------------------------	-----------------------------------------------------------------------	----------------------------

Societa' : OPENJOBMETIS

Identificativo : 178813

Informazione  
Regolamentata

Nome utilizzatore : OPENJOB08 - ESPOSTI

Tipologia : 2.4; 3.1

Data/Ora Ricezione : 29 Giugno 2023 20:19:10

Data/Ora Inizio : 29 Giugno 2023 20:19:16

Diffusione

Oggetto : OJM\_Communication 102 OPA partial  
voluntary public tender offer\_ENG

*Testo del comunicato*

Vedi allegato.

## PRESS RELEASE

COMMUNICATION PURSUANT TO ARTICLE 102 OF LEGISLATIVE DECREE NO. 58 OF 24 FEBRUARY 1998, AS SUBSEQUENTLY AMENDED (“TUF” - CONSOLIDATED LAW ON FINANCE), ARTICLE 37 OF THE REGULATION ADOPTED BY CONSOB WITH RESOLUTION NO. 11971 OF 14 MAY 1999 AS SUBSEQUENTLY AMENDED AND SUPPLEMENTED (THE “ISSUERS' REGULATION”) AND ARTICLE 17 OF EU REGULATION NO. 596 OF 16 APRIL 2014 (“MAR”).

### **PARTIAL VOLUNTARY PUBLIC TENDER OFFER PROMOTED BY OPENJOBMETIS S.P.A. AGENZIA PER IL LAVORO (EMPLOYMENT AGENCY) CONCERNING THE SHARES OF OPENJOBMETIS S.P.A. AGENZIA PER IL LAVORO (EMPLOYMENT AGENCY)**

**Milan, 29 June 2023.** Pursuant to and for the purposes of Article 102, paragraph 1, of the Consolidated Law on Finance and Article 37 of the Issuers' Regulation, Openjobmetis S.p.A. Employment Agency (the "**Offeror**" or the "**Issuer**" or "**OJM**" or the "**Company**") announces its decision, resolved today by the Board of Directors, to promote a partial voluntary public tender offer pursuant to articles 102 et seq. of the Consolidated Law on Finance on a maximum no. 1,500,000 shares of OJM, with no nominal value and fully paid-up (the "**Shares**"), listed on the Euronext STAR Milan Market organised and managed by Borsa Italiana S.p.A. ("**Borsa Italiana**"), equal to 11.22% of the share capital of the Issuer (the "**Offer**").

The Offer is addressed without distinction to all holders of OJM Shares and does not concern the no. 342,759 treasury shares currently held by the Issuer corresponding to 2.56% of the share capital, which are therefore excluded from the Offer.

The effectiveness of the Offer is subject to the conditions indicated below. The Offer is not conditional on the receipt of a minimum quantity of acceptances.

In the case of Acceptances of the Offer for a quantity of shares exceeding the maximum number of shares involved in the Offer itself, the shares tendered to the Offer will be allocated according to the proportional method; therefore, OJM will acquire from all shareholders participating in the Offer the same percentage (equal to the Allocation Ratio) of shares contributed by the latter to the Offer.

Pursuant to Article 102, paragraph 3, of the Consolidated Law on Finance, the Offeror will, within twenty days of this press release, send to Consob the offer document (the "**Offer Document**") intended for publication, to which reference is made for more details on the Offer.

The essential elements of the Offer and the purposes pursued with it are reported below.

## OFFEROR - ISSUER AND CONTROLLING PARTIES

Since the Offer is promoted by OJM, the company issuing the securities subject to the Offer, the Offeror coincides with the Issuer.

OJM is a joint-stock company under Italian law, with registered office in Milan, Via Assietta 19 - 20161 Milan (MI), with tax code, VAT number and registration number with the Register of Companies of Milan Monza Brianza Lodi: 13343690155, active, also through its subsidiaries, in the contract work, recruitment and selection, outplacement and personnel training.

The duration of the Company is set until 31 December 2060 and may be extended one or more times in accordance with the law.

At the date of this press release, the share capital of the Issuer, fully subscribed and paid up, amounts to Euro 13,712,000.00, divided into 13,369,200 ordinary shares with no nominal value.

Article 7 of the Articles of Association in force of OJM provides for the increased voting rights pursuant to Article 127 *quinquies* of the Consolidated Law on Finance.

The breakdown of the Company's share capital and voting rights as at the date of this press release is provided below.

	<i>Euro</i>	<i>No. of shares</i>	<i>Number of voting rights for the purpose of calculating the shareholding on the voting share capital*</i>	<i>Number of voting rights for the calculation of the significant share for the Mandatory Public Tender Offer case**</i>
<b>Total</b>	13,712,000	13,369,200	18,568,948	18,873,915
Of which: <b>Shares without increased voting rights</b> (ISIN code IT0003683528, code XXITV0000313 code XXITV0000321)	No nominal value	7,826,693	7,483,934	7,788,901
Of which: <b>Shares with increased voting rights</b> (ISIN code IT0005155269)	No nominal value	5,542,507	11,085,014	11,085,014

\*The number of voting rights is calculated excluding from the total No. 18,911,707 voting rights related to the total number of shares taking into account the increased vote, the all No. 342,756 Treasury shares held by OJM, whose voting rights are suspended. Please note that Article 7 of the Articles of Association in force of OJM provides for the increased voting rights pursuant to Article 127 *quinquies* of the Consolidated Law on Finance. At the date of this press release, the total number of voting rights that can be exercised, as reported in the last communication issued by the Company pursuant to Article 85-bis, paragraph 4-bis, of the Issuers' Regulation, is equal to 18,911,707.

\*\*The number of voting rights for the calculation of the significant share for the Mandatory Public Tender Offer case is calculated excluding from the total No. 18,911,707 voting rights related to the total number of shares taking into account the increased vote, the 37,792 treasury shares that are not allocated to the Company's share allocation plans to employees and directors of OJM currently in place, while the remaining No. 304,967 Treasury shares has been included pursuant to the Article 44-bis, paragraph 4b of the Issuers' Regulation.

OJM ordinary shares are admitted to trading on Euronext STAR Milan organised and managed by Borsa Italiana.

To date, the Issuer has not issued other categories of shares, nor bonds convertible into Shares.

The significant equity investments in the share capital of the Issuer, direct and indirect, are set forth below on the basis of the information included in the Shareholders' register, integrated by the communication received pursuant to Articles 120 of the Consolidated Law on Finance and others available.

Information below mentioned could differ from the number of shares actually owned by subjects stated in the table after the notification itself.

Reference shareholder	no. Shares	% share capital	No. of voting rights	% of voting rights <sup>(1)</sup>
Omniafin S.p.A.	2,466,789	18.45%	4,909,405	25.96%
Praude Asset Management LTD	1,576,464	11.79%	3,070,378	16.24%
Quaestio Italian Growth Fund	924,080	6.91%	1,848,160	9.77%
M.T.I. Investimenti S.r.l.	688,397	5.15%	1,364,294	7.21%
Anima SGR S.p.A.	1,504,175	11.25%	1,504,175	7.95%

(1) It should be noted that the Company's Articles of Association provide for an increase in voting rights pursuant to Article 127-quinquies of the Consolidated Law on Finance. At the date of this press release, the total number of voting rights that can be exercised, as reported in the last communication issued by the Company pursuant to Article 85-bis, paragraph 4-bis, of the Issuers' Regulation, is equal to 18,911,707.

There are no parties acting in concert with the Offeror in relation to the Offer.

It should be noted that, at the date of this press release, there is an agreement in place between shareholders, known to the Issuer and communicated to Consob as per Article 122 of the Consolidated Law on Finance. In particular, on 13 July 2020, Omniafin S.p.A. ("**Omniafin**") and MTI Investimenti S.r.l. ("**MTI**") terminated early, starting on the same date, the shareholders' agreement that they had entered into on 12 November 2015 and signed a new shareholders' agreement (as subsequently amended on 22 March 2021 - the "**Shareholders' Agreement**") effective for 3 years, from 14 July 2020 to 13 July 2023 which, at the natural expiry date, will be automatically renewed for an additional 3 years, unless cancelled by one of the parties at least 6 months before the natural expiry date. Each Party has assigned all of its shares and voting rights to the Shareholders' Agreement. With the signing of the above-mentioned agreement, the parties intended to regulate some specific aspects concerning their equity investment in the Company, with particular reference to the appointment of the corporate bodies.

None of the parties exercises, by virtue of the above-mentioned agreement, control over the Company in accordance with Article 93 of the Consolidated Law on Finance.

The essential information relating to the Agreement is published, pursuant to Article 130 of the Issuers' Regulation, on the website of OJM, [www.openjobmetis.it](http://www.openjobmetis.it), *Corporate Governance*, Shareholders' Agreements section.

As far as OJM is aware, there are no other relevant shareholders' agreements pursuant to Article 122 of the Consolidated Law on Finance concerning the shares of OJM.

## CATEGORIES AND QUANTITY OF THE SECURITIES SUBJECT TO THE OFFER

The Offer is addressed, without distinction and on equal terms, to all shareholders of the Issuer and concerns the purchase of up to no. 1,500,000 Shares admitted to trading on Euronext STAR Milan, representing 11.22% of the Issuer's share capital. The Offer does not concern financial instruments other than Shares.

The Shares for which the Offer is accepted must be freely transferable to the Offering Party and free of real, mandatory and personal constraints or encumbrances of any type or nature whatsoever.

At the date of publication of this press release, OJM holds 342,759 treasury shares representing 2.56% of the share capital, which are not subject to the Offer.

In the event of full acceptance of the Offer and taking into account the shares already in the portfolio of the Issuer as of today, OJM will hold 1,842,759 treasury shares, corresponding to 13.78% of the share capital of the Issuer, and therefore a number of shares less than one fifth of the share capital.

Each participant may also tender to the Offer any shares held with increased voting rights. It should be noted that acceptance of the Offer alone does not entail, in itself, the elimination of the increased vote or the prerequisites for accrual of the increased vote. Therefore, in the assumption of the return of Shares in the event of Allocation, the Participant will have the right to have Shares returned that have the same rights and/or powers (such as, for example, the pending request for registration in the special list held by OJM in order to obtain the increased vote, the pending accrual of the increased vote, as well as the increased vote) that they would have had in the event of non-acceptance of the Offer.

The shareholders Omniafin and MTI - which hold, respectively, 18.45% and 5.15% of the share capital of OJM, as well as 25.96% and 7.21% of the voting rights, have declared their intention not to accept the Offer.

## UNITARY CONSIDERATION OFFERED AND TOTAL VALUE OF THE OJM OFFER

The Offeror will pay to each participant in the Offer consideration, which will be paid in full in cash, of Euro 9.00 for each Share tendered to the Offer and is effectively withdrawn on the outcome of the same (the **Consideration**”).

The Consideration is net of stamp duty, registration tax and tax on Italian financial transactions, where due, and of the fees, commissions and expenses that will be borne by the Offeror. On the contrary, any income tax, withholding tax or substitute tax, where due, on the capital gain realised, will be borne by the participants in the Offer.

In the case of full Acceptance of the Offer, the Maximum Outlay will be equal to Euro 13,500,000.

The Consideration incorporates a premium of 0.59% with respect to the official price of the OJM ordinary shares recorded on 29 June 2023 (the “Reference Date”, i.e. the last stock market trading day prior to the date of announcement to the market of the transaction through the publication of this Press Release - the “**Announcement Date**”), as well as a premium/(discount) of (0.89)%, (6.92%), (3.38%), 2.05% with respect to the weighted average of the official prices of the Issuer's shares respectively in the 1-month, 3-month, 6-month and 12-month periods prior to 29 June 2023, as better illustrated in the table below.

REFERENCE PERIOD	WEIGHTED AVERAGE OFFICIAL PRICES (€)	IMPLIED PREMIUM IN THE CONSIDERATION (%)
Price at Reference Date	8.95	0.59%
Weighted average price - 1 month prior to Announcement Date	9.08	(0.89%)
Weighted average price - 3 months prior to the Announcement Date	9.67	(6.92%)
Weighted average price - 6 months prior to Announcement Date	9.32	(3.38%)

Weighted average price - 12 months prior to Announcement Date	8.82	2.05%
---------------------------------------------------------------	------	-------

**Source: Based on Borsa Italiana data**

The total value for 1,500,000 Shares subject to the Offer amount to Euro 13,500,000.

The payment of the Consideration in favour of the parties that will accept the Offer, against the simultaneous transfer of ownership of the Shares tendered in favour of the Offeror, will take place on the fifth stock market trading day following the closing date of the acceptance period agreed with Borsa Italiana, without prejudice to any extensions or amendments to the Offer that may occur in compliance with current legal or regulatory provisions.

In evaluating the terms and conditions of the Offer, the Company has taken into account the circumstance that, based on the available information, current market trends, and expectations regarding the results of the current six-month period, it is reasonable to expect a recovery of the performance in the second half of the year respect to the first half of the year and, overall, a performance for the whole of 2023 substantially in line with the previous year.

It is expected that the Offer will begin, subject to the approval of the Offer Document pursuant to Article 102 of Consolidated Law on Finance, subsequential to the publication of the Interim Financial report as at 30 June 2023 scheduled for 4 August 2023.

## REASONS FOR THE OFFER

By promoting the Offer, the Issuer intends to:

- offer the Shareholders, on an equal basis, an additional tool for monetising their investment at a price that incorporates a premium with respect to the price prior to the launch of the Offer, as well as at the average of the previous months; in addition, for Shareholders who do not intend to contribute their Shares, the purchase of Treasury Shares by the Company following acceptance of the Offer would result in an increase in the *earnings per share* and the *dividend per share*, in consideration of the proportional allocation of the right to the profits due to the Treasury Shares to the other Shares, pursuant to Article 2357-ter, second paragraph, of the Italian Civil Code; and
- provide the Company with a portfolio of treasury shares that it can dispose of in the context of its renewed intention to explore possible growth solutions consistent with its mission.

Without prejudice to the above, the Board of Directors reserves the right, in line with the evolution of its strategic objectives, to evaluate the possibility of cancelling all or part of the Treasury Shares that may be purchased with the Offer, in execution of the mandate granted by the Extraordinary Shareholders' Meeting on 21 April 2023.

The Offer is not intended to, nor may it, result in the *delisting* of the ordinary shares of the Issuer from the Euronext STAR Milan.

## INTENTION TO DELIST THE FINANCIAL INSTRUMENTS SUBJECT TO THE OFFER.

### ***PURCHASE OBLIGATION PURSUANT TO ARTICLE 108, PARAGRAPH 2 OF THE CONSOLIDATED LAW ON FINANCE***

The Offer consists of a partial voluntary public tender offer promoted pursuant to articles 102 et seq. of the Consolidated Law on Finance by the Company and is not aimed at, nor may it lead to, the Offeror exceeding the

threshold of 90% of the capital of the Issuer or the delisting of the Shares from Euronext STAR Milan (*delisting*). In the event of full acceptance of the Offer and taking account of the shares already in the Issuer's portfolio at the date of this Offer Document, OJM will actually end up holding a total of 1,842,759 ordinary treasury shares, corresponding to 13.78% of the Issuer's share capital.

Therefore, in consideration of the nature of the Offer, the prerequisites for the purchase obligation pursuant to Article 108, paragraph 2, of the Consolidated Law on Finance are not met.

***RIGHT TO PURCHASE REFERRED TO IN ARTICLE 111 OF THE CONSOLIDATED LAW ON FINANCE AND PURCHASE OBLIGATION PURSUANT TO ARTICLE 108, PARAGRAPH 1 OF THE CONSOLIDATED LAW ON FINANCE***

The Offer consists of a partial voluntary public tender offer promoted in accordance with articles 102 et seq. of the TUF and is not intended to, nor may it result in the delisting of the ordinary shares of the Issuer from the Euronext STAR Milan(*delisting*).

Therefore, in consideration of the nature of the Offer, there are no prerequisites for the right to purchase pursuant to Article 111 of the TUF, nor for the obligation to purchase pursuant to Article 108, paragraph 1, of the TUF.

**NON-APPLICABILITY OF THE TOTAL PUBLIC TENDER OFFER PURSUANT TO ARTICLE 106, PARAGRAPHS 1 AND 3, LETTER B), OF THE TUF AND ARTICLE 46 OF THE Issuers' Regulation**

As at the Offer Document Date, the shareholders Omniafin S.p.A. and MTI Investimenti S.r.l. own the following equity investments in OJM:

Shareholder	no. Shares	% share capital	No. of voting rights	% of voting rights
<b>Omniafin S.p.A.</b>	2,466,789	18.45%	4,909,405	25.96%
<b>MTI Investimenti S.r.l.</b>	688,397	5.15%	1,364,294	7.21%
<b>Total</b>	3,155,186	23.60%	6,273,699	33.17%

As a result of the Offer, both Omniafin individually, together with persons who should act in concert with Omniafin, and Omniafin and MTI jointly as parties acting in concert pursuant to the combined provisions of Article 109, paragraph 1, and Article 101-bis, paragraph 4-bis of the Consolidated Law on Finance (as parties to the Shareholders' Agreement) and together with persons who should act in concert with Omniafin, may be subject to the obligation to promote, respectively, a full public tender offer pursuant to Article 106, paragraph 1, of the Consolidated Law on Finance as a result of exceeding the threshold of 30% of voting rights, or a public tender offer from consolidation pursuant to Article 106, paragraph 3, lett. B) of the TUF (Consolidated Law on Finance) and Article 46 of the Issuers' Regulation.

In this regard, Omniafin and MTI have communicated their commitment, retroactively and if necessary, to waive the increase in voting rights with respect to a number of Shares such as not to give rise to the obligation nor, as regards Omniafin (and any parties acting in concert), to promote a full public tender offer pursuant to Article 106, paragraph 1, of the Consolidated Law on Finance, nor, with reference to both (and any parties acting in concert), to promote a public tender offer from consolidation pursuant to Article 106, paragraph 3, lett. b) and 109 of the

Consolidated Law on Finance and Article 46 of the Issuers' Regulation. The waiver of the increased voting right to avoid the occurrence of the obligation will be carried out by Omniafin and by MTI in proportion to the Shares held by each.

## METHOD OF FINANCING THE OFFER

The Offeror, with a view to optimising and increasing the efficiency of the financial structure, intends to cover the financial coverage of the Maximum Disbursement of the Offer, equal to a maximum of Euro 13,500,000, through the resources deriving from the medium/long-term loan for a total of Euro 35 million, divided into an *amortising* credit line of up to Euro 30 million and a *revolving* credit line of up to Euro 5 million stipulated on 28 June 2023, between the Offeror and Banco BPM S.p.A. The credit lines can be used for upgrading existing financial debt, for acquisitions, for the purchase of own shares (so-called "buy back") including through voluntary partial tender offerings, and for supporting temporary treasury needs.

The Offeror declares, pursuant to Article 37-*bis* of the Issuers' Regulation, that it has placed itself in a position to be able to fully meet any commitment to pay the Consideration and, in this regard, announces that Banco BPM S.p.A. has undertaken to issue, within the terms and under the conditions set forth in the documentation governing the loan, the guarantee of the exact fulfilment of the payment obligations connected to the Offer, envisaged pursuant to and for the purposes of Article 37-*bis*, paragraph 3, of the Issuers' Regulation.

## CONDITIONS OF OFFER EFFECTIVENESS

The effectiveness of the Offer is subject (A) to the non-occurrence, by the first stock market trading day following the end of the acceptance period, of (i) extraordinary events or situations at national and/or international level involving serious changes in the political, financial, economic, currency or market conditions not already determined at the date of publication of the Offer Document and which have substantially prejudicial effects on the Offer, on the conditions of the assets and/or on the equity, economic and/or financial conditions of OJM and/or on the companies forming part of the OJM Group, or, of (ii) acts, facts, circumstances, events or situations not already determined at the date of publication of the Offer Document and such as to determine a prejudice that significantly affects the Offer, on the conditions of the assets and/or on the equity, economic or financial conditions of OJM and/or the OJM Group, as resulting from the most recent accounting document approved by the Issuer, and/or (B) the non-adoption and/or publication, by the first stock market trading day following the end of the subscription period, by the competent institutions, bodies or authorities, of legislative, administrative (including public tender offer obligations pursuant to Articles 106 et seq. of the TUF) or judicial acts or measures such as to preclude, limit or make more onerous, in whole or in part, even on a transitional basis, the possibility of OJM and/or of the OJM Group to finalise the Offer ((A) and (B), jointly, the "**Conditions of the Offer**").

The Offeror may waive, or modify the terms, at any time and at its sole discretion, in whole or in part, the Conditions of the Offer.

The Offer is not conditional on the receipt of a minimum quantity of acceptances.

The Offeror shall give notice of the fulfilment or non-fulfilment of the Offer Conditions and of any decision to waive them, by 7:59 am of the second stock market trading day following the end of the acceptance period, by means of a communication, pursuant to Article 36 of the Issuers' Regulation, as well as in the press release relating to the final results of the Offer.

In the event of non-fulfilment of any of the Conditions of Effectiveness of the Offer and failure by the Offeror to exercise the right to waive them, with consequent ineffectiveness of the Offer itself, the Shares tendered to the Offer will be returned to those available to their respective holders, without any expenses or fees charged to them, by the first stock market trading day following the first announcement with which the Offer is declared ineffective.



## DURATION OF THE OFFER

The period of acceptance of the Offer will be agreed with Borsa Italiana between a minimum of 15 and a maximum of 40 trading days pursuant to Article 40, paragraph 2, lett. b) of the Issuers' Regulation, unless extended by the Offeror in accordance with the laws and regulations in force.

## NOTIFICATIONS OR AUTHORISATION REQUESTS REQUIRED BY APPLICABLE REGULATIONS

The Offer is not subject to obtaining any authorisation from the competent authorities. The Shareholders' Meeting, which met in ordinary session, on 21 April 2023 resolved, subject to revocation of the authorisation granted by the Shareholders' Meeting of 19 April 2022 for the missing period, (i) to authorise the purchase, for a period not exceeding 18 months from the date of the Shareholders' Meeting resolution, of treasury shares, also on one or more occasions and at any time, also on a *revolving* basis, up to a maximum number of shares such as not to exceed 20% of the *pro tempore* share capital of OJM, having regard to the treasury shares held from time to time both directly and to those possibly owned by its subsidiaries, if any; and (ii) to establish that the purchases are made at a price that will be identified from time to time with regard to the method chosen for the execution of the transaction and in compliance with any legal and regulatory requirements in force on the matter, both national and EU or the *pro tempore* permitted market practices in force where the conditions are met and the decision is taken to make use of them, it being understood that the purchase price per share may not deviate, either upwards or downwards by more than 20% with respect to the official price recorded by the share in the stock market session preceding each individual transaction or in the stock market session prior to the date of announcement of the transaction, depending on the technical procedures identified by the Board of Directors (the shareholders' meeting resolution is available at [www.openjobmetis.it](http://www.openjobmetis.it), *Corporate Governance area, Shareholders' Meeting Section*).

## APPLICABILITY OF THE EXEMPTIONS REFERRED TO IN ARTICLE 101-BIS, PARAGRAPH 3, OF THE CONSOLIDATED LAW ON FINANCE

In accordance with the provisions of Article 101-bis, paragraph 3, letter d) of the Consolidated Law on Finance, the provisions of Articles 102, paragraphs 2 and 5 (*Obligations of bidders and disqualification powers*) do not apply with regard to the Offer. 103, paragraph 3-bis (*Execution of the offer*), 104-bis (*Neutralisation rule*) and 104-ter (*Reciprocity clause*) of the Consolidated Law on Finance and any other provision of the TUF that places responsibility on the Offeror or the Issuer to fulfil specific disclosure obligations to employees or their representatives.

## WEBSITE FOR THE PUBLICATION OF PRESS RELEASES AND DOCUMENTS RELATING TO THE OFFER

The press releases, notices and documents relating to the Offer will be published on the *website* of the Issuer, at the address [www.openjobmetis.it](http://www.openjobmetis.it), in the *Investor Relations/Public Tender Offers* section.

The press releases and documents relating to the Offer will also be available for consultation at the registered office of OJM in Via Assietta 19, 20161, Milan.

## MARKET IN WHICH THE OFFER IS PROMOTED

The Offer is promoted exclusively on the Italian market, as the Shares are listed on the Euronext STAR Milan, and is intended, without distinction and under equal conditions, for all Shareholders who hold shares of the Issuer.

The Offer has not been and will not be promoted or disseminated in the United States of America, Canada, Japan or Australia, or in any other country in which its dissemination is not permitted without authorisation from the competent authorities (jointly, the "**Other Countries**"), either using communication or international trade tools (including, by way of example, the postal network, *fax*, *telex*, e-mail, telephone and *internet*) of the Other Countries, or through any structure of any of the financial intermediaries of the Other Countries, or in any other manner whatsoever.

Acceptance of the Offer by parties residing in countries other than Italy may be subject to specific obligations or restrictions set forth by provisions of law or regulations. Those intending to accept the Offer bear exclusive liability for complying with such regulations and, therefore, before accepting the Offer, they must check with their advisors with respect to the existence and applicability of such regulations.

## CONSULTANTS OF THE TRANSACTION

OJM is assisted by the law firm Gianni & Origoni as legal advisor and by Equita SIM S.p.A as financial advisor.

In addition, Equita SIM S.p.A. will act as intermediary responsible for Offer acceptance collection coordination.

\*\*\*\*

**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) Lyve Srl, a 52.06% subsidiary, a training company.

### Investor Relations - Alessandro Esposti

[Investor.relator@openjob.it](mailto:Investor.relator@openjob.it)

Tel. +39 0331-211501

### Press Office – Finance

#### Jaba

Elena Simoncini

[elena.simoncini@jabaitalia.com](mailto:elena.simoncini@jabaitalia.com)

Tel. +39 392 5139493

### Openjobmetis

Tel. 0331 211501 [comunicazione@openjob.it](mailto:comunicazione@openjob.it)

Fine Comunicato n.1803-35

Numero di Pagine: 11