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Informazione
Regolamentata

Nome utilizzatore : OPENJOB08 - ESPOSTI

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Diffusione

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Testo del comunicato

Vedi allegato.

PRESS RELEASE

Press release pursuant to article 36 of the Regulation adopted by Consob with resolution no. 11971 of 14 May 1999 as subsequently amended and supplemented (the “Rules for Issuers”).

PROVISIONAL RESULTS OF THE VOLUNTARY PARTIAL PUBLIC TENDER OFFER LAUNCHED BY OPENJOBMETIS S.P.A. AGENZIA PER IL LAVORO ON MAXIMUM NUMBER OF 1,500,000 SHARES OPENJOBMETIS S.P.A. AGENZIA PER IL LAVORO

Acceptancies equal to 741,147 Shares

Milan, 8 September 2023 – With reference to the voluntary partial public tender offer launched by Openjobmetis S.p.A Agenzia per il Lavoro (“**Offeror**” or the “**Issuer**” or the “**OJM**”) pursuant to Articles 102 and following of Legislative Decree no. 58 of February 24, 1998, as amended and supplemented (“**TUF**”), for a maximum number of 1,500,000 shares with no nominal value of OJM (the “**Shares**”), referred to in the press release issued on June 29, 2023 by OJM in its capacity as offeror (the “**Tender Offer**”), notice is hereby given that today the acceptance period of the Tender Offer (the “**Acceptance Period**”) has come to an end.

Capitalised terms in this press release, not otherwise defined, have the meaning attributed to them in the offer document approved by Consob with resolution no. 22791 of July 26, 2023, and published by OJM on August 4, 2023 (the “**Offer Document**”).

On the basis of the provisional results of the Tender Offer, communicated by Equita SIM S.p.A, as Intermediary in Charge of Coordinating the Collection, no. 741,147 Shares were tendered to the Tender Offer during the Acceptance Period, equal to approximately 49.41% of the Shares Subject to the Offer and to approximately 5.54% of the Issuer’s share capital.

Based on the provisional results of the Tender Offer, since the number of Shares tendered to the Offer is less than 1,500,000 Shares Subject to the Offer, OJM will purchase all the Shares tendered in the Offer without the need to apply the Allocation Mechanism.

Please note that the effectiveness of the Offer is subject to (A) 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 known to the Offeror and/or the market 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 as set forth in the consolidated interim financial report as at 30 June 2023 which the Company’s Board of Directors approved on 4 August 2023 or of (ii) acts, facts, circumstances, events or situations not already determined at the date of publication of the Offer Document and such so 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 set forth in the consolidated interim financial report as at 30 June 2023 which the Company’s Board of Directors approved on 4 August 2023. It is understood that this condition also includes, inter alia, all circumstances listed in points (i) and (ii) above which may take place following, or in relation to, the conflict between Russia and Ukraine, political/military tensions between China and the US and/or any resurgence of the COVID-19 pandemic (which, although these are known phenomena in the public domain, may entail consequences that cannot currently be predicted for the conditions of the assets and/or the economic, equity and/or financial conditions of OJM and/or

the OJM Group and/or the Offer) (the “**MAC Condition**”), and/or (B) the non-adoption and/or publication, by the first stock market Trading Day following the end of the Acceptance 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 so 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 (the “**Burdens Condition**” and jointly with the MAC Condition, 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, of the conditions of the Offer.

The Offeror shall give notice of the fulfilment or non-fulfilment of the Offer Conditions and of any decision to waive them, by 7:29 a.m. on the second stock market Trading Day following the end of the Acceptance Period, by means of a communication, pursuant to article 36 of the Issuer Regulation, as well as in the Notice of Final Results.

In the event of non-fulfilment of any of the Conditions of the Offer and failure by the Offering Party to exercise the right to waive them, with the resulting ineffectiveness of the Offer, the Shares for which the Offer was accepted will be returned to their respective holders, without any expenses or fees charged to them, by the first stock market Trading Day following the first announcement whereby the Offer is declared null and void.

Please note that the purchase price, equal to Euro 9.00 for a unit consideration per tendered Share for which the Offer is accepted, will be paid to the tendering shareholders on September 15, 2023, against the simultaneous transfer of full ownership to the Offeror of the Shares.

On the basis of the provisional results of the Offer, and taking into account the treasury shares already in the portfolio of the Issuer as at today, OJM will hold a total of 1,083,906 treasury shares, equal to 8.11% of the entire share capital.

By 7:29 a.m. on 14 September 2023 (Trading Day prior to the Payment Date) the final results of the Offer will be announced.

During the Acceptance Period, the Offeror did not make any purchases, either directly or indirectly, of OJM's Shares outside of the Tender Offer.

For further information, please refer to the Offer Document and the Acceptance Form, available on the Company's website at www.openjobmetis.it in the Investor Relations/Public purchase offers.

Disclaimer. *The Tender Offer is being made exclusively on the Italian stock exchange, the only market on which OJM's shares are listed, and is addressed, indiscriminately and under the same conditions, to all the shareholders of the Issuer with the exception of the Issuer itself.*

The Offer is promoted exclusively in Italy, as the Shares are listed on the Euronext STAR Milan, and is intended, under equal conditions, for all Shareholders.

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 it is not permitted without authorisation from the competent authorities (jointly, the "Other Countries"), either using instruments of domestic or international communication or commerce of the Other Countries (including, for example, the postal network, fax, telex, email, telephone and internet), or through any structure of any of the financial intermediaries of the Other Countries, or in any other manner whatsoever.

Copies of this press release, the Tender Offer Document, or portions of it, as well as a copy of any subsequent document that OJM will make available to the public in relation to the Offer, are not and shall not be sent, or transmitted in any other manner whatsoever, or in any case directly or indirectly distributed, in the Other Countries.

Anyone who receives the above-mentioned documents must not distribute, send or dispatch them (either by post or any other means or instrument of communication or commerce) in the Other Countries.

The Offer Document is not and may not be interpreted as an offer of financial instruments intended for parties residing in the Other Countries. No instrument may be offered or bought or sold in the Other Countries without specific authorisation in compliance with the applicable local legal provisions of such Other Countries or an exception to such provisions.

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.

Any Acceptances resulting from solicitation activities carried out in violation of the limitations set forth above shall not be accepted.

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.

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