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Testo del comunicato

Vedi allegato

Press Release published by Openjobmetis S.p.A. on behalf of Plavisgas S.r.l.

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Press release pursuant to Article 38, paragraph 2, of the Regulation adopted by CONSOB with resolution no. 11971 of May 14, 1999, as subsequently amended and supplemented (“Issuers’ Regulation”), concerning the mandatory totalitarian public tender offer on ordinary shares of Openjobmetis S.p.A. – Agenzia per il Lavoro

PUBLICATION OF THE OFFER DOCUMENT

Milan, June 3, 2024 – CRIT S.A.S. (“**CRIT**”) and Plavisgas S.r.l. (the “**Offeror**”) announce, pursuant to Article 38, paragraph 2, of the Issuers’ Regulation, to have published on today’s date, the offer document (the “**Offer Document**”) – approved by the Italian National Commission for Listed Companies and the Stock Exchange (“**CONSOB**”), by resolution dated May 30, 2024 no. 23130 – concerning the mandatory totalitarian public tender offer promoted by CRIT through the Offeror (the “**Offer**”) pursuant to Article 102 and Article 106, paragraph 1, of Italian Legislative Decree no. 58 of February 24, 1998, as subsequently amended and supplemented (the “**TUF**”), having as its object the entirety of the shares of Openjobmetis S.p.A. – Agenzia per il Lavoro (“**OJM**” or the “**Issuer**”).

The Offer Document has been made available to the public for consultation at (i) the address where the shareholders’ meeting of May 21, 2024 resolved to transfer the registered office of the Offeror, that is in Milan, Via San Michele del Carso no. 32; (ii) the Issuer’s registered office in Milan, Via Assietta no. 19; (iii) the offices of Equita SIM S.p.A., as the intermediary in charge of coordinating the collection of acceptances in Milan, Via Filippo Turati no. 9; (iv) the Issuer’s website www.openjobmetis.it, Investor Relations section; and (v) the website of Groupe CRIT, the Offeror’s parent company www.groupe-crit.com.

The notice of the Board of Directors of the Issuer pursuant to Article 103, paragraph 3, of the TUF and Article 39 of the Issuers’ Regulation – also including the opinion of the independent directors of OJM prepared pursuant to Article 39-*bis* of the Issuers’ Regulation – will be disclosed to the market by the trading day prior to the first day of the Acceptance Period (that is June 7, 2024) and simultaneously transmitted to CONSOB in accordance with the procedures provided for by applicable regulations.

For the benefit of some readers, a courtesy English translation of the Offer Document will be published, it being understood that the Italian version of the Offer Document is the only official and binding document and will prevail over the English version in any case.

Below are some key elements of the Offer. In order to be able to arrive at a well-founded judgment on the Offer, OJM shareholders are invited to read the Offer Document, to which reference is made.

FINANCIAL INSTRUMENTS SUBJECT TO THE OFFER AND PLANS OF THE OFFEROR

The Offer is promoted in Italy and relates a maximum of no. 3,539,246 ordinary shares of the Issuer (“**Shares Subject to the Offer**”). The following are excluded: (i) no. 8,767,183 ordinary shares representing already held

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jointly by CRIT and by the Offeror as of the date of this press release (“**Majority Stake**”); and (ii) n. 1,062,771 treasury shares of the Issuer. The Offer is aimed at fulfilling the obligations pursuant to Articles 102 and 106, Paragraph 1, of the TUF and to achieve the revocation of the ordinary shares of the Issuer from the listing on Euronext Milan (“**Delisting**”), having the Offeror declared its intention not to restore a sufficient free float to ensure the regular trading of the Issuer’s shares.

ACCEPTANCE PERIOD, CONSIDERATION AND PAYMENT DATE

The period for accepting the Offer (the “**Acceptance Period**”) agreed with Borsa Italiana S.p.A. pursuant to Article 40, paragraph 2, of the Issuers’ Regulation, will commence at 8:30 a.m. (Italian time) on June 10, 2024 and will end at 5:30 p.m. (Italian time) on June 28, 2024 (extremes included), unless the Acceptance Period is extended in accordance with applicable regulations. Therefore, June 28, 2024 (unless the Acceptance Period is extended) will represent the last day to accept the Offer, subject to any Reopening of the Terms (as defined below).

On the fifth stock exchange trading day following the closing date of the Acceptance Period, that is, on July 5, 2024 (the “**Payment Date**”), the Offeror shall pay to each shareholder who accepted the Offer during the Acceptance Period a consideration equal to Euro 16.50 (sixteen point fifty) for each share tendered to the Offer (the “**Consideration**”).

POSSIBLE REOPENING OF THE TERMS

If the conditions are met, pursuant to Article 40-*bis* of the Issuers’ Regulation, the Acceptance Period will be reopened for five consecutive trading days starting from the trading day following the Payment Date and, therefore, unless the Acceptance Period is extended, for the sessions of July 8, 9, 10, 11 and 12, 2024, from 8:30 a.m. (Italian time) to 5:30 p.m. (Italian time) (the “**Reopening of the Terms**”). In such a case, July 12, 2024 will, therefore, represent the last day to subscribe to the Offer.

In the event of a Reopening of the Terms, payment of the Consideration for the shares tendered to the Offer during the Reopening of the Terms period will take place on the fifth trading day following the closing date of the Reopening of the Terms period, that is, on July 19, 2024 (unless the Acceptance Period is extended).

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This Communication does not constitute nor is it intended to constitute an offer, invitation or solicitation to buy or otherwise acquire, subscribe for, sell or otherwise dispose of financial instruments, and no sale, issuance or transfer of financial instruments of Openjobmetis S.p.A. will be made in any country in violation of the regulations applicable therein. The Offer will be made by means of the publication of the relevant offer document subject to CONSOB approval. The offer document will contain the full description of the terms and conditions of the Offer, including the terms and conditions for the acceptance.

The publication or distribution of this Communication in countries other than Italy may be subject to restrictions under applicable law, and therefore any person subject to the laws of any Country other than Italy is required to independently take information about any restrictions under applicable laws and regulations and ensure that he or she complies with them. Any failure to comply with such restrictions could constitute a violation of the applicable law of the relevant Country. To the fullest extent permitted by the applicable regulations, the persons involved in the Offer shall be deemed to be exempt from any liability or detrimental consequences that may arise from the violation of the aforementioned restrictions by the aforementioned relevant persons. This Communication has been prepared in accordance with Italian law and the information disclosed herein may be different from that which would have been disclosed had the Communication been prepared in accordance with the laws of countries other than Italy.

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No copy of this Communication nor any other documents relating to the Offer will be, nor may be, sent by mail or otherwise transmitted or distributed in any or from any Country where the provisions of local law may give rise to civil, criminal or regulatory risks whenever information concerning the Offer is transmitted or made available to shareholders of Openjobmetis S.p.A. in such Country or other Countries where such conduct would constitute a violation of the laws of such Country and any person receiving such documents (including as custodians, fiduciaries or trustees) is required not to mail or otherwise transmit or distribute the same to or from any such Country.

