

Informazione Regolamentata n. 1803-106-2024	Data/Ora Inizio Diffusione 26 Giugno 2024 21:02:08	Euronext Star Milan
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Societa' : OPENJOBMETIS

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Data/Ora Ricezione : 26 Giugno 2024 21:02:08

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Oggetto : OJM\_PR THRESHOLD 95% ENG

*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

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### REACHED THE 95% THRESHOLD OF THE SHARE CAPITAL FOR THE “SQUEEZE-OUT” AND THE DELISTING

**JUNE 28, 2024 WILL BE THE CLOSING DAY OF THE OFFER**

**Milan, June 26, 2024** – CRIT S.A.S. (“**CRIT**”) and Plavisgas S.r.l. (the “**Offeror**”), with reference to the mandatory totalitarian public tender offer, promoted by CRIT S.A.S. through the Offeror (the “**Offer**”), pursuant to and for the purposes of Articles 102 and 106, Paragraph 1, of Legislative Decree no. 58 of February 24, 1998, as subsequently amended and supplemented (the “**TUF**”), concerning all the shares of Openjobmetis S.p.A. – Agenzia per il Lavoro (“**OJM**” or the “**Issuer**”), other than those already held by CRIT, directly and – through the Offeror – indirectly, and the Treasury Shares held by the Issuer, announce that, during the Acceptance Period that began last June 10, 2024 and up to today, a total of no. 968,326 Shares, representing approximately 27.36% of the Shares Subject to the Offer, were tendered to the Offer.

Terms used with a capital letter in this press release, unless otherwise defined, have the meaning given to them in the offer document relating to the Offer, approved by CONSOB by resolution no. 23130 of May 30, 2024 and published on June 3, 2024 (the “**Offer Document**”).

Therefore, as of today’s date, the share of capital that would be owned by CRIT and Plavisgas, considering (i) no. 968,326 Shares tendered to the Offer during the Acceptance Period (equal to 7.24% of the Issuer’s share capital); (ii) no. 1,062,771 Treasury Shares (equal to 7.95% of the Issuer’s share capital); (iii) no. 2,111,036 Shares purchased by the Offeror outside the Offer from the publication of the Offer Document until today (included) (equal to 15.79% of the Issuer’s share capital); and (iv) no. 8,767,183 Shares already owned by CRIT and Plavisgas (equal to 65.58% of the Issuer’s share capital), would amount to 96.56% of the Issuer’s share capital.

Consequently, in accordance with the provisions of Section A, Paragraphs A.9 and A.13.2, and Section G, Paragraph G.3, of the Offer Document, the legal requirements for the Offeror to exercise the Right to Purchase (which the Offeror declared in the Offer Document it will use) and to fulfil the Purchase Obligation under Article 108, paragraph 1, of the TUF, in relation to the remaining shares not yet tendered to the Offer (the “**Residual Shares**”), through a joint procedure (the “**Joint Procedure**”), the terms and procedures of which will be agreed with CONSOB and Borsa Italiana, pursuant to the Issuers’ Regulation, will occur.

For the purposes of the Joint Procedure, the Offeror will exercise the Right to Purchase and fulfill the Purchase Obligation under Article 108, paragraph 1, of the TUF by recognizing – pursuant to Article 108, paragraph 3, of the TUF – a consideration for each Residual Share equal to the Consideration of the Offer and thus Euro 16.50 (the “**Joint Procedure Consideration**”).

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Please note that following the fulfillment of the Joint Procedure, Borsa Italiana, pursuant to Article 2.5.1, paragraph 6, of the Stock Exchange Regulations, will order the suspension of the Shares from listing and trading and/or the Delisting, taking into account the timeframe for the exercise of the Right to Purchase.

The Offer Acceptance Period will end at 5:30 p.m. (Italian time) on June 28, 2024, which is the closing day for holders of Shares to tender their Shares to the Offer.

Please refer to the Offer Document for a complete description of the Offer.

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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 is carried out by means of the publication of the offer document approved by CONSOB. The offer document contains 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 are to be held harmless from any liability or detrimental consequence that may arise from the breach of the above restrictions by such 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.*

*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.*

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