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## Testo del comunicato

Vedi allegato



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#### PRESS RELEASE

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FINAL RESULTS OF THE MANDATORY TOTALITARIAN PUBLIC TENDER OFFER CONCERNING THE ORDINARY SHARES OF OPENJOBMETIS S.P.A.

REACHED THE 98.90% OF THE SHARE CAPITAL OF OPENJOBMETIS S.P.A. FOLLOWING THE OFFER

Modalities and terms for the fulfilment the Purchase Obligation under Article 108, paragraph 1, of the TUF and exercising the Right to Purchase under Article 111 of the TUF

SUSPENSION OF THE TRADING OF OPENJOBMETIS S.P.A. SHARES FROM JULY 4, 2024

DELISTING OF OPENJOBMETIS S.P.A. SHARES EFFECTIVE AS OF JULY 8, 2024

\* \* \*

Milan, July 1, 2024 – Pursuant to Article 41, paragraph 6, of the regulation approved by CONSOB resolution no. 11971 of May 14, 1999, as subsequently amended and supplemented (the "Issuers' Regulation"), CRIT S.A.S. ("CRIT") and Plavisgas S.r.l. (the "Offeror"), following up on their announcement on June 28, 2024 (the "Notice on the Provisional Results of the Offer"), announce the final results at the end of the acceptance period (the "Acceptance Period") related 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, ended.

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").

It should be noted that the Acceptance Period ended on June 28, 2024 at 5:30 p.m. (Italian time) and that, based on the final results of the Offer communicated by Equita SIM S.p.A., in its capacity as Intermediary in Charge of Coordinating the Collection of Acceptances, at the end of such period, no. 1,281,027 Shares, equal to 9.58% of the Issuer's share capital as of the date of this press release and 36.19% of the Shares Subject to the Offer, were tendered to the Offer.

The amount of Shares tendered to the Offer during the Acceptance Period is therefore confirmed from what was announced by the Offeror in the Notice on the Provisional Results of the Offer.

It should also be noted that, in the period between the Date of the Offer Document and today's date: (i) the Offeror purchased – outside the Offer – no. 2,111,036 Shares, equal to 15.79% of the Issuer's share capital; (ii)



the Persons Acting in Concert with the Offeror did not, either directly or indirectly, purchase Shares outside the Offer.

Therefore, taking into account (i) no. 1,281,027 Shares tendered to the Offer during the Acceptance Period (equal to 9.58% of the Issuer's share capital); (ii) no. 2,111,036 Shares purchased by the Offeror outside the Offer from the publication of the Offer Document until June 26, 2024 (included) (equal to 15.79% of the Issuer's share capital); (iii) no. 8,767,183 Shares already owned by CRIT and Plavisgas (equal to 65.58% of the Issuer's share capital) as of the Date of the Offer Document; and (iv) no. 1,062,771 Treasury Shares (equal to 7.95% of the Issuer's share capital), as a result of the Offer CRIT – directly and, through the Offeror, indirectly – will hold a total of no. 13,222,017 Shares, amounting to 98.90% of the Issuer's share capital.

### Payment Date of the Consideration of the Offer

The consideration of the Offer due to the holders of the Shares tendered to the Offer, amounting to Euro 16.50 per Share (the "Consideration"), will be paid to the holders of the Shares tendered to the Offer on July 5, 2024 (the "Payment Date"), against the simultaneous transfer of the right of ownership of such Shares to the Offeror. Based on the above final results of the Offer, the total consideration to be paid by the Offeror on the Payment Date to the holders of the Shares tendered to the Offer is Euro 21,136,945.50.

Payment of the Consideration will be made in cash. The Consideration will be made available by the Offeror to the Intermediary in Charge of Coordinating the Collection of Acceptances and transferred by them to the Appointed Intermediaries who will transfer the funds to the Depository Intermediaries for crediting to the accounts of their respective clients, in accordance with the instructions provided by the adherents to the Offer on the Acceptance Form.

The Offeror's obligation to pay the Consideration under the Offer shall be deemed fulfilled when the relevant amounts have been transferred to the Appointed Intermediaries. The risk that the Appointed Intermediaries and the Depository Intermediaries fail to transfer such sums to the claimants or delay their transfer remains solely with the adherents to the Offer.

# Fulfilment of the Purchase Obligation under Article 108, paragraph 1, of the TUF and exercise of the Right to Purchase under Article 111 of the TUF

In light of the final results of the Offer, in view of the fact that CRIT and the Offeror, at the end of the Acceptance Period, have achieved a stake higher than 95% of the Issuer's share capital, the Offeror hereby announces, also 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, that the legal requirements to exercise the Right to Purchase – of which the Offeror declared in the Offer Document its intention to avail itself – 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 and, therefore, of no. 147,183 ordinary shares of OJM, equal to 1.10% of the Issuer's share capital (the "Residual Shares").

The Offeror will exercise the Right to Purchase (under Article 111 of the TUF) and at the same time will fulfill the Purchase Obligation, pursuant to Article 108, paragraph 1, of the TUF, vis-à-vis those Shareholders who



have requested it, thus giving rise to a joint procedure (the "Joint Procedure"), the terms and procedures of which have been agreed upon with CONSOB and Borsa Italiana, pursuant to the Issuers' Regulation, concerning all the Residual Shares.

For the purposes of the Joint Procedure, the Offeror will exercise the Right to Purchase and fulfil 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").

Taking into account the number of Residual Shares, the total countervalue of the Joint Procedure is Euro 2,428,519.50 (the "Overall Countervalue").

In order to give effect to the Joint Procedure, on July 8, 2024, the Offeror shall confirm to the Issuer that an amount equal to the Overall Countervalue has been deposited in the account dedicated for this purpose in the name of the Offeror and opened with Mediobanca – Banca di Credito Finanziario S.p.A. (the "Escrow Account"), pledged for the payment of the Consideration of the Joint Procedure, as well as the availability of such sums in the Escrow Account for the payment of the Consideration of the Joint Procedure.

The Joint Procedure, therefore, will become effective on July 8, 2024, the day on which the transfer of ownership of the Residual Shares to the Offeror will take effect with the consequent entry in the shareholders' register by the Issuer pursuant to Article 111, paragraph 3, of the TUF.

It should be noted that the Right to Purchase is exercised with respect to all of the Residual Shares and therefore – regardless of the request for payment of the Consideration of the abovementioned Joint Procedure – the transfer of title of the Residual Shares to the Offeror shall be effective as of the date of communication to the Issuer of the deposit in the Escrow Account of the sums for the payment of the Overall Countervalue, with consequent entry in the shareholders' register by the Issuer pursuant to Article 111, paragraph 3, of the TUF.

Holders of the Residual Shares are entitled to obtain payment of the consideration for the Joint Procedure directly from their respective Depository Intermediaries. The obligation to pay the consideration of the Joint Procedure shall be deemed fulfilled when the relevant amounts are transferred to the Depository Intermediaries from which the Residual Shares subject to the Joint Procedure originate.

It remains the sole responsibility of Shareholders to bear the risk that Depository Intermediaries fail to transfer amounts to claimants or delay their transfer.

It should be recalled that – once the five-year statute of limitations provided for in Article 2949 of the Civil Code has expired and subject to the provisions of Articles 2941 et seq. of the Civil Code – the right of the holders of the Residual Shares to obtain payment of the consideration for the Joint Procedure will be extinguished by prescription and the Offeror, subject to the provisions of Articles 2941 et seq. of the Civil Code, will be entitled to obtain the return of the portion of the Overall Countervalue not collected from the claimants.

### Delisting of the OJM Shares



Please note that, pursuant to Article 2.5.1, paragraph 6, of the Rules of Markets Organized and Managed by Borsa Italiana, Borsa Italiana will arrange for the Issuer's shares to be suspended from listing on Euronext Milan in the sessions of July 4 and 5, 2024, and revoked from listing as of the session of July 8, 2024.

### Manner of making the Offer Document available

The Offer Document, to which reference shall be made for a full description of the Offer, is still 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, *i.e.*, 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; and (v) Groupe CRIT's website www.groupe-crit.com, parent company of the Offeror.

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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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