

Informazione Regolamentata n. 1803-114-2024	Data/Ora Inizio Diffusione 8 Luglio 2024 15:57:30	Euronext Star Milan
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Societa' : OPENJOBMETIS

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Utenza - Referente : OPENJOBN09 - ESPOSTI

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Data/Ora Ricezione : 8 Luglio 2024 15:57:30

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Oggetto : Press Release_Settlement of the Joint
Procedure

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

THE OFFEROR HAS CARRIED OUT THE JOINT PROCEDURE FOR THE EXERCISE OF THE RIGHT TO PURCHASE UNDER ARTICLE 111 OF THE TUF AND THE FULFILLMENT OF THE PURCHASE OBLIGATION UNDER ARTICLE 108, PARAGRAPH 1, OF THE TUF

DELISTING OF THE SHARES OF OPENJOBMETIS S.P.A. – AGENZIA PER IL LAVORO

Milan, July 8, 2024 – Pursuant to Article 36 of the regulation adopted by CONSOB by resolution no. 11971 of May 14, 1999, as subsequently amended (the “**Issuers’ Regulation**”), CRIT S.A.S. (“**CRIT**”) and Plavisgas S.r.l. (the “**Offeror**”), with reference to the mandatory totalitarian public tender offer, promoted by CRIT 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 the following.

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**”).

Following the announcement of July 1, 2024, with reference to: (i) the final results of the Offer, and (ii) the subsequent execution of the joint procedure for the exercise of the Right to Purchase and the simultaneous fulfillment of the Purchase Obligation pursuant to Article 108, Paragraph 1, of the TUF (the “**Joint Procedure**”) concerning the remaining no. 147,183 OJM ordinary shares still on the market, representing 1.10% of the Issuer’s share capital (the “**Residual Shares**”), the Offeror hereby announces that it has notified the Issuer today, pursuant to and in accordance with Article 111, Paragraph 3, of the TUF, the deposit of the amount of Euro 2,428,519.50, corresponding to the overall countervalue of the Joint Procedure, on the bank account opened with Mediobanca – Banca di Credito Finanziario S.p.A. (the “**Overall Countervalue**”). Please note that this amount is dedicated to the payment of the consideration due to the shareholders holding the Residual Shares.

On today’s date, the transfer of ownership of the Residual Shares to the Offeror will also become effective, pursuant to Article 111, Paragraph 3, of the TUF, with the resulting recording in the shareholders’ register by the Issuer.

As previously announced on July 1, 2024, shareholders holding the Residual Shares will be able to obtain payment of the consideration of the Joint Procedure directly from their respective Depository Intermediaries. The obligation to pay the consideration of the Joint Procedure will be deemed fulfilled when the relevant

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amounts are transferred to the Depository Intermediaries from which the Residual Shares subject to the Joint Procedure have come.

It remains the sole responsibility of the Shareholders to bear the risk that the Appointed Intermediaries and the Depository Intermediaries fail to transfer the sums to the entitled parties 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 of 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.

Finally, please note that Borsa Italiana S.p.A., by decision no. 9003 of July 2, 2024, ordered the suspension from trading on Euronext Milan of the Issuer's shares for the sessions of July 4, 2024 and July 5, 2024 and the delisting from today's date.

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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