

Key information pursuant to Article 130 of the Issuers' Regulation concerning the relevant undertakings pursuant to Article 122 of the Consolidated Financial Act between Omniafin S.p.A., M.T.I. Investimenti S.r.l. and Groupe Crit S.A. in the context of the agreements governing the acquisition by Groupe Crit S.A. of a majority stake in the share capital of Openjobmetis S.p.A.

Paris–Milan, 22 December 2023

Pursuant to Article 122 of Italian Legislative Decree no. 58 of 24 February 1998 (the “**Consolidated Financial Act**”) and Article 130 of the regulation adopted by CONSOB with resolution no. 11971 of 14 May 1999 (the “**Issuers' Regulation**”), Omniafin S.p.A. (“**Omniafin**”), M.T.I. Investimenti S.r.l. (“**M.T.I. Investimenti**”) and Groupe Crit S.A. (“**Group Crit**” and, jointly with Omniafin and M.T.I. Investimenti, the “**Parties**”) hereby disclose the following.

Background

On 21 December 2023, Groupe Crit, on the one side, and Omniafin and M.T.I. Investimenti, on the other side, entered into a binding memorandum of understanding (the “**MoU**”) aimed at governing the acquisition by Groupe Crit S.A. of a majority stake in the share capital of Openjobmetis S.p.A (“**OJM**” or the “**Company**”).

Under the MoU, subject to the fulfilment of certain conditions, it is envisaged the following: *(i)* the purchase by Groupe Crit of the entire shareholdings held by Omniafin and M.T.I. Investimenti in OJM; *(ii)* the purchase by Groupe Crit of the whole corporate capital of Plavisgas S.r.l., holding a significant shareholding in the Company, and *(iii)* the subsequent launch, directly or through a wholly owned company, and in any case acting in concert with Omniafin and M.T.I. Investimenti, aimed at delisting the shares of OJM from the Euronext Milan regulated market, Euronext STAR Milan segment, organized and managed by Borsa Italiana S.p.A. (the “**Potential Transaction**”).

The MoU contains certain undertakings concerning OJM that could be relevant pursuant to Article 122 of the Consolidated Financial Act (the “**Relevant Undertakings**”), in relation to which the Parties have decided to comply with all the disclosure formalities required by the above–mentioned provision of law and the relevant regulatory provisions, including the drafting of the key information hereunder pursuant to Article 130 of the Issuers' Regulation (the “**Key Information**”).

1. Companies whose financial instruments are bound by the Relevant Undertakings

OJM, with registered office in Milano, via Assietta, 19, share capital of Euro 13,712,000, registered with the Companies' Register kept by the Milano Monza Brianza Lodi Chamber of Commerce under no. 13343690155, issuer of shares admitted to trading on the regulated market Euronext Milan, Euronext STAR Milan segment, organised and managed by Borsa Italiana S.p.A.

2. Number of voting rights bound by the Relevant Undertakings and related percentage with respect to the total number of voting rights representing the share capital

The Relevant Undertakings relate to:

- no. 2,466,789 ordinary shares of OJM corresponding to no. 4,895,405 voting rights, representing 18.45% of the share capital of OJM and 27.98% of voting rights, held by Omniafin; and
- no. 688,397 ordinary shares of OJM corresponding to no. 1,364,294 voting rights, representing 5.15% of the share capital of OJM and 7.80% of voting rights, held by M.T.I. Investimenti.

In the event of completion of the acquisition by Groupe Crit of the stakes held by Omniafin and M.T.I. Investimenti, Groupe Crit will become the owner of the aforementioned stakes.

3. Persons bound by the Relevant Undertakings and relevant number and percentage of the share capital of financial instruments of the company bound by the Relevant Undertakings held by them

The MoU (and, with it, the Relevant Undertakings) was entered into by and between:

- (i) Groupe Crit, a company duly incorporated under French law, with registered office in Paris (France), 6, rue Toulouse Lautrec, share capital of Euro 4,050,000, registered with the commercial register of Paris under no. 622,045,383 R.C.S. Paris, issuer of shares admitted to trading on the French market Euronext Paris, on the one side; and
- (ii) Omniafin S.p.A., with registered office in Milan, Via Pozzone Giuseppe, 5, share capital of Euro 2,080,000.00, registered with the Companies' Register kept by the Chamber of Commerce of Milano Monza Brianza Lodi under no. 03223710157; and
- (iii) M.T.I. Investimenti S.r.l., with registered office in Milan, Viale Premuda, 46, share capital of Euro 31,000.00, registered with the Companies' Register kept by the Chamber of Commerce of Milano Monza Brianza Lodi under no. 92031510123, on the other side.

Pursuant to Article 130, paragraph 1, letter (c), of the Issuers' Regulation, it should be noted that:

- (a) as at the date of the Key Information, only Omniafin and M.T.I. Investimenti hold OJM financial instruments (*i.e.* the shares indicated under § 2) and all ordinary shares of OJM held by Omniafin and M.T.I. are bound by the Relevant Undertakings; and
- (b) none of the Parties exercises, by virtue of the Relevant Undertakings, control over the Company, in accordance with Article 93 of the TUF. It should be noted that, as a result of the Potential Transaction, Group Crit will control OJM.

4. Type and content of Relevant Undertakings

The Relevant Undertakings falls within the scope of Article 122, paragraph 1, and paragraph 5, letter (*d-bis*), of the Consolidated Financial Act and are summarised below.

4.1 Relevant Undertakings relating to the governance of OJM

The Parties agreed that at least until the Company's shareholders' meeting called to approve the financial statements as of 31 December 2026: (i) Marco Vittorelli, Biagio La Porta, Rosario Rasizza and Alessandro Esposti will continue to hold their respective offices of Chairman, Deputy Chairman, CEO and Chief Financial Officer of OJM; in connection with such offices, the above mentioned managers will be entitled to a remuneration package consisting of a base salary not less than the current compensation and a performance based bonus scheme which will replace the current bonus scheme and the incentive stock grant plan and shall be set in line with Company's past practice, the Groupe Crit's past practice and in any event be in line with general market practice (for avoidance of doubt, Groupe Crit does not operate any stock incentive plans).

4.2 Relevant Undertakings relating to the Potential Transaction

In the context of the closing (a) Omniafin and M.T.I. Investimenti will procure that their related parties holding Company shares enter into undertaking to adhere agreements with Groupe Crit and (b) Groupe Crit will evaluate the possibility to acquire OJM's shares from – or to enter into undertaking to adhere agreements with – other OJM's shareholders.

In addition, Groupe Crit, on the one side, and Omniafin and M.T.I. Investimenti, on the other side, being persons acting in concert with Groupe Crit, have undertaken to cooperate – together with their respective advisors – in the drafting of the documents relating to the mandatory tender offer (including the offer documents pursuant to Article 102, paragraphs 1 and 3, of the Italian Legislative Decree no. 58/1998), with specific commitments in this regard.

5. Duration of the Relevant Undertakings

The MoU and therefore the Relevant Undertakings will terminate on the earlier of:

- (i)* the entry into by the Parties of the sale and purchase agreement relating to the shareholdings in OJM held respectively by Omniafin and M.T.I. Investimenti and of any other related documentation;
- (ii)* the date of termination of this MoU by mutual agreement; and
- (iii)* the day after the expiry of the exclusivity period, eventually extended, granted from Omniafin and M.T.I. Investimenti to Groupe Crit.

6. Other information on Relevant Undertakings

Pursuant to Article 130, paragraph 2, letters *(b)–(e)*, of the Issuers' Regulation, it should be noted that the Relevant Undertakings do not provide for:

- (i)* the setting up of any body for the implementation of the Relevant Undertakings themselves;
- (ii)* no clause of renewal (whether automatic or otherwise) of any of the Relevant Undertakings or right of withdrawal from them;
- (iii)* contractual penalties;
- (iv)* the obligation to deposit the financial instruments subject to the Relevant Undertakings with any person other than the relevant holder, i.e. Omniafin and M.T.I. Investimenti which, until the completion of the sale of their holdings will continue to hold them in compliance with the dematerialization regime to which these instruments are subject.

7. Deposit of Relevant Undertakings and publication of the Key Information

The Relevant Undertakings are filed within the terms provided by law with the Companies' Register kept by the Milano Monza Brianza Lodi Chamber of Commerce, which is territorially competent with regard to OJM registered office, and the Key Information is published, within the terms provided by law, on OJM's website.