

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, 27 February 2024

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 22 February 2024, Groupe Crit, on the one side, and Omniafin and M.T.I. Investimenti, on the other side, entered into a sale and purchase agreement (the “**SPA**”) aimed at governing the acquisition by Groupe Crit S.A. of all the Openjobmetis S.p.A. (“**OJM**” or the “**Company**”) shares held by Omniafin and M.T.I. Investimenti.

Groupe Crit, on 8 February 2024, also entered into a sale and purchase agreement for the acquisition of the entire corporate capital of Plavisgas S.r.l., which holds a stake equal to 34.14% in OJM share capital.

The completion of the abovementioned acquisitions is subject only to the obtainment of the authorization required in accordance to the relevant golden power regulation, or to the expiry of the terms provided under such regulation (the “**Condition Precedent**”).

Following the completion of the purchase of OJM shares held by Omniafin, M.T.I. Investimenti and Plavisgas S.r.l., Groupe Crit will hold a total stake of 57.74% of the share capital of OJM and will launch a mandatory tender offer targeting all of the outstanding OJM ordinary shares – and 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. – at a price per share equal to EUR 16.5 (the “**MTO**”).

The SPA 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 28.14% 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 7.84% of voting rights, held by M.T.I. Investimenti.

Following the 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 SPA (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. Investimenti 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 completion of the acquisition of the entire corporate capital of Plavisgas S.r.l. and of all OJM shares held by Omniafin and M.T.I. Investimenti, 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 to procure at least until the Company's shareholders' meeting called to approve the financial statements as of 31st 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 and will be granted with powers which are in compliance with the Groupe Crit's delegation policies as for similar offices; (ii) 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).

For the sake of completeness, it should also be noted that Groupe Crit has undertaken to deliver to M.T.I. Investimenti and Omniafin, as at the closing date, a letter of release and hold harmless in favour of Marco Vittorelli, Rosario Rasizza, Biagio La Porta, Corrado Vittorelli, and Alessandro Potestà in relation to the position of OJM director held by them until the date of the shareholders' meeting call to approve the financial statements as of 31st December 2023.

4.2 Relevant Undertakings relating to the MTO

In the context of the MTO (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 or sell their shares to Groupe Crit before or outside of the MTO and (b) Groupe Crit will evaluate the possibility to acquire OJM's shares before or outside of the MTO from other OJM's shareholders or to enter into undertaking to adhere agreements with them.

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 MTO (including the offer documents pursuant to Article 102, paragraphs 1 and 3, of the Consolidated Financial Act), with specific commitments in this regard.

Groupe Crit have also undertaken not to increase voluntarily the price of the MTO.

4.3 Relevant Undertaking relating to OJM shareholders' meeting

The Parties undertook, within the limits provided for the applicable law and pursuant to article 1381 of the Italian Civil Code, to procure that the Board of Directors of the Company will resolve to postpone, in accordance with the provisions of article 10 of the Company by-laws, the Company shareholders' meeting called to approve the financial accounts as of 31st December 2023 and to renew the Board of Directors, currently scheduled for 29th April 2024, and will resolve that such Company shareholders' meeting will be held by 28th June 2024 in first call.

Should the postponement of the Company shareholders' meeting not be resolved by the Board of Directors and the closing not occur by 4th April 2024, in accordance with the above, Omniafin and M.T.I. Investimenti committed to (i) file the slate of candidates identified by them and previously shared with Groupe Crit for the purpose of the renewal of the Board of Directors of the Company; (ii) file the slate of candidates identified by them and previously agreed with Groupe Crit for the purpose of the renewal of the Board of Statutory Auditors of the Company; and (iii) this being the case, to procure that the members of Board of Directors appointed by the Company shareholders' meeting called to approve the financial accounts as of 31st December 2023 will resign from their offices following the completion of the MTO.

4.4 Relevant Undertaking relating to restrictions on trading on Company's shares

The Parties agreed that until the launch of the MTO, (i) Omniafin and M.T.I. Investimenti will abstain from trading on Groupe Crit's shares and Company's share or related financial instruments (either directly or through "persons acting in concert" according to the Consolidated Financial Act); and (ii) Groupe Crit will be intitled to purchase Company's shares at a price not higher than the offer price in any case in compliance with the MAR.

5. **Duration of the Relevant Undertakings**

The Relevant Undertakings entered into within the context of the SPA:

- (i) referred to in paragraph 4.1 above, except for the provision referred to in the last paragraph thereof, are intended to be into force until the date of approval of the Company's financial statements as of 31st December 2026;

- (ii) referred to in paragraph 4.2 above are intended to be into force until the conclusion of the MTO, as well as of any consequent application of the procedures set forth in Articles 108, co. 1 and 2, and 111 of the Consolidated Financial Act;
- (iii) referred to in paragraph 4.3 above are intended to be into force until the date of the shareholders' meeting called to approve the financial statements as of 31st December 2023; and
- (iv) referred to in paragraph 4.4 above are intended to be into force until the date of commencement of the MTO.

It is understood that the SPA, included the Relevant Undertakings, will cease to have any effect in the event that the Condition Precedent is not fulfilled within 180 days from the date of the signing of the SPA.

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 are published, within the terms provided by law, on OJM's website.