

Offer Document

Partial voluntary public purchase offer concerning the ordinary shares of Openjobmetis S.p.A.
Agenzia per il Lavoro



ISSUER AND OFFERING PARTY

Openjobmetis S.p.A. Agenzia per il Lavoro
Registered office: Via Bernardino Telesio, 18 - 20145 Milan
Share Capital: € 13,712,000.00, fully paid up
Milan-MB-Lodi Register of Companies 13343690155

FINANCIAL INSTRUMENTS SUBJECT TO THE OFFER

Up to 325,065 Openjobmetis S.p.A. Agenzia per il Lavoro ordinary shares, equal to 2.37% of the entire share capital

CONSIDERATION PER SHARE OFFERED

Euro 8.80 per Openjobmetis S.p.A. Agenzia per il Lavoro ordinary share for which the Offer is accepted

DURATION OF THE OFFER PERIOD

From 8:30 a.m. on 14 November 2022 to 5:30 p.m. on 2 December 2022 (inclusive), unless extended

CONSIDERATION PAYMENT DATE

9 December 2022

FINANCIAL ADVISOR

Alantra Capital Markets SV S.A.U. – Italian Branch

INTERMEDIARY RESPONSIBLE FOR ACCEPTANCE COLLECTION COORDINATION

Equita SIM S.p.A



This offer document has not been screened or approved by Consob or Borsa Italiana S.p.A.

Contents

A.	DEFINITIONS.....	5
B.	INTRODUCTION.....	8
C.	WARNING.....	12
C.1	CONDITIONS OF OFFER EFFECTIVENESS	12
C.2	EXTENSION OF TERMS.....	12
C.3	PURCHASE OF TREASURY SHARES	12
C.4	ALLOCATION OF SHARES	13
C.5	GUARANTEES	14
C.6	EXISTENCE OF FREE FLOAT AND ABSENCE OF INTENTION TO DELIST THE FINANCIAL INSTRUMENTS SUBJECT TO THE OFFER. INAPPLICABILITY OF ARTS. 106, 108 AND 111 OF THE TUF (Consolidated Law on Finance).....	14
C.7	INFORMATION RELATING TO POTENTIAL CONFLICTS OF INTEREST OF THE PARTIES INVOLVED IN THE OFFER.....	15
C.8	ALTERNATIVES FOR OFFER RECIPIENTS	15
C.9	ISSUER NOTICE.....	16
D.	TRANSACTION PARTICIPANTS	17
D.1	OFFERING PARTY AND ISSUER OF THE FINANCIAL INSTRUMENTS SUBJECT TO THE OFFER	17
D.2	INTERMEDIARIES	18
E.	CLASSES AND QUANTITIES OF FINANCIAL INSTRUMENTS SUBJECT TO THE OFFER.....	20
E.1	CLASS AND QUANTITY OF FINANCIAL INSTRUMENTS SUBJECT TO THE OFFER ...	20
E.2	NOTIFICATIONS OR AUTHORISATION REQUESTS REQUIRED BY APPLICABLE REGULATIONS	20
E.3	FINANCIAL INSTRUMENTS OF THE ISSUER OR WITH SUCH FINANCIAL INSTRUMENTS HELD BY THE OFFERING PARTY, DIRECTLY OR THROUGH TRUST COMPANIES OR THIRD PARTIES, AS THE UNDERLYING ASSET	20
E.3.1	<i>Number and categories of financial instruments of the Issuer held by the Offering Party, with a specification of the title of ownership and the ownership of voting rights</i>	20
E.3.2	<i>Indication of any repurchase, securities lending, usufruct or pledge agreements on the financial instruments of the Issuer or other contracts of any other nature with such financial instruments as the underlying asset</i>	20
F.	UNIT CONSIDERATION FOR THE FINANCIAL INSTRUMENTS AND ITS JUSTIFICATION	21
F.1	INDICATION OF THE CONSIDERATION AND THE CRITERIA USED FOR CALCULATION	21
F.2	INDICATION OF THE TOTAL EQUIVALENT VALUE OF THE OFFER.....	22

F.3	COMPARISON OF THE CONSIDERATION WITH SPECIFIC INDICATORS	22
F.4	MONTHLY WEIGHTED ARITHMETIC MEAN OF OFFICIAL PRICES OF THE ISSUER'S SHARES IN EACH OF THE 12 MONTHS PRECEDING THE OFFER.....	23
F.5	INDICATION, WHEN KNOWN, OF THE VALUES ATTRIBUTED TO THE ISSUER'S FINANCIAL INSTRUMENTS IN FINANCIAL TRANSACTIONS CARRIED OUT IN THE LAST FINANCIAL YEAR AND THE CURRENT FINANCIAL YEAR.....	23
F.6	INDICATION OF THE VALUES AT WHICH THE OFFERING PARTY MADE PURCHASES AND SALES OF THE FINANCIAL INSTRUMENTS SUBJECT TO THE OFFER IN THE LAST 12 MONTHS.....	24
G.	PROCEDURES AND TERMS FOR ACCEPTANCE OF THE OFFER, DATES AND PROCEDURE FOR PAYMENT OF THE CONSIDERATION AND RETURN OF THE SECURITIES SUBJECT TO THE OFFER	25
G.1	PROCEDURES AND TERMS ESTABLISHED FOR ACCEPTANCE OF THE OFFER AND FOR DEPOSITING THE FINANCIAL INSTRUMENTS	25
	<i>G.1.1 Offer Acceptance Period</i>	25
	<i>G.1.2 Acceptance and Share deposit procedure</i>	25
G.2	INDICATION REGARDING OWNERSHIP AND THE EXERCISE OF ADMINISTRATIVE AND PROPERTY RIGHTS RELATING TO THE FINANCIAL INSTRUMENTS SUBJECT TO THE OFFER, WHILE THE OFFER IS PENDING	26
G.3	COMMUNICATIONS RELATING TO OFFER TRENDS AND RESULTS.....	27
G.4	MARKET IN WHICH THE OFFER IS PROMOTED	27
G.5	CONSIDERATION PAYMENT DATE.....	28
G.6	CONSIDERATION PAYMENT METHOD	28
G.7	LAW GOVERNING CONTRACTS ENTERED INTO BETWEEN THE OFFERING PARTY AND HOLDERS OF THE ISSUER'S FINANCIAL INSTRUMENTS, AS WELL AS COMPETENT JURISDICTION.....	28
G.8	PROCEDURES AND TERMS FOR RETURNING THE FINANCIAL INSTRUMENTS IN THE CASE OF AN ALLOCATION.....	29
H.	FUNDING METHODS, PERFORMANCE GUARANTEES AND FUTURE PROGRAMMES OF THE OFFERING PARTY.....	30
H.1	FUNDING METHODS AND PERFORMANCE GUARANTEES	30
H.2	REASONS FOR THE OFFER AND FUTURE PROGRAMMES OF THE OFFERING PARTY	30
I.	ANY AGREEMENTS AND TRANSACTIONS BETWEEN THE OFFERING PARTY AND SIGNIFICANT SHAREHOLDERS OR MEMBERS OF THE MANAGEMENT OR CONTROL BODY OF THE ISSUER	31
I.1	INDICATION AND DESCRIPTION OF THE FINANCIAL AND/OR COMMERCIAL TRANSACTIONS APPROVED AND/OR CARRIED OUT IN THE 12 MONTHS PRIOR TO THE DATE OF THE OFFER DOCUMENT BETWEEN THE OFFERING PARTY AND ITS SIGNIFICANT SHAREHOLDERS OR MEMBERS OF THE MANAGEMENT AND CONTROL BODIES OF THE ISSUER WHICH MAY HAVE OR HAVE HAD SIGNIFICANT	

	EFFECTS ON ITS ACTIVITIES	31
I.2	INDICATION OF AGREEMENTS CONCERNING THE EXERCISE OF VOTING RIGHTS, OR THE TRANSFER OF SHARES AND/OR OTHER FINANCIAL INSTRUMENTS.....	31
J.	FEEES TO THE INTERMEDIARIES.....	32
J.1	INDICATION OF COMPENSATION RECOGNISED TO EACH CATEGORY OF INTERMEDIARY	32
K.	CASES OF ALLOCATION	33
K.1	METHODS OF ALLOCATION OF THE FINANCIAL INSTRUMENTS AS A RESULT OF THE OFFER.....	33
L.	DOCUMENTS THAT THE OFFERING PARTY MUST MAKE AVAILABLE TO THE PUBLIC, ALSO BY MEANS OF REFERENCE, AND PLACES WHERE SUCH DOCUMENTS ARE AVAILABLE FOR CONSULTATION.....	34
M.	STATEMENT OF RESPONSIBILITY	35

A. DEFINITIONS

A list of the main definitions and terms used in this Offer Document is provided below. These definitions and terms, when starting with a capital letter and when not specified otherwise, have the meaning laid out below, it being understood that the terms and expressions defined in the masculine will also include any expressions in the feminine and that the terms and expressions defined in the singular will also include the plural.

Participant	The holder of Shares entitled to participate in the Offer and that has validly contributed the Shares held in order to accept the Offer in the course of the Acceptance Period.
Acceptance	The contribution in response to the Offer of all or part of the Shares held by each Participant, according to the terms and conditions set forth in this Offer Document.
Other Countries	The United States of America, Canada, Japan and Australia, as well as any other country in which the promotion of the Offer is not permitted without authorisation from the competent authorities.
Shareholders' Meeting	The Shareholders' Meeting of OJM.
Shares or OJM Shares	The OJM ordinary shares with a nominal value of EUR 1 each, listed on the Euronext STAR Milan market.
Borsa Italiana or Italian Stock Exchange	Borsa Italiana S.p.A., with registered office in Milan, Piazza degli Affari no. 6
Italian Civil Code	Italian Royal Decree no. 262 of 16 March 1942, as amended and supplemented.
Allocation Ratio	The percentage equal to the ratio between the number of Shares subject to the Offer and the number of Shares for which the Offer is accepted, to be applied in the case of an Allocation.
Board of Directors	The Board of Directors of OJM in office at the time of the publication of the Offer Document.
CONSOB	The Italian National Commission for Listed Companies and the Stock Exchange, with registered office in Rome, via G.B. Martini no. 3.
Consideration	The unit consideration of EUR 8.80 for each Share for which the Offer is accepted.

Offer Document Date	The date of publication of the Offer Document by OJM, i.e., 11 November 2022.
Payment Date	9 December 2022, without prejudice to any extensions or amendments to the Offer that may be made in compliance with provisions of law or regulations in force.
Reference Date	11 November 2022, or the last Trading Day before the Offer is launched.
Offer Document	This document, the text of which is made available to potential Participants on the website of OJM in the Investor Relations section.
Maximum Outlay	The maximum total equivalent value of the Offer, equal to EUR 2,860,572.00 in the case in which the Acceptances enable the Offering Party to acquire the maximum number of Shares subject to the Offer.
Euronext STAR Milan	STAR segment of the Euronext Milan market organised and managed by Borsa Italiana.
Euronext Securities	Monte Titoli S.p.A., with registered office in Milan, Piazza degli Affari no. 6.
Trading Day	Each day on which the markets managed by Borsa Italiana are open for trading according to the trading calendar published every year by Borsa Italiana.
Custodian Intermediaries	The authorised intermediaries participating in the Monte Titoli centralised securities clearing system (such as banks, brokerage firms, investment firms or stockbrokers) where Participants may deliver the Acceptance Form and deposit their Shares to accept the Offer.
Intermediary Responsible for Collection	The party responsible for coordinating the collection of Offer Acceptances, i.e., Equita SIM S.p.A.
Offer <i>or</i> Transaction	The partial public purchase offer, promoted on a voluntary basis by OJM, on up to 325,065 Treasury shares, equal to 2.37% of the entire share capital, as described in this Offer Document.

OJM or Issuer or Offering Party	Openjobmetis S.p.A. Agenzia per il Lavoro, with registered office at Via Bernardino Telesio, 18 - 20145 Milan enrolled in the Milan-MB-Lodi Register of Companies, Tax Code/VAT No./Reg. No. 13343690155.
Acceptance Period	The time period in which it will be possible to accept the Offer, which will last from 8:30 a.m. on 14 November 2022 to 5:30 p.m. on 2 December 2022 (inclusive), unless extended.
Issuer Regulation	The regulation implementing the Consolidated Law on Finance, concerning the regulation of issuers, adopted by CONSOB with resolution no. 11971 of 14 May 1999, as amended and supplemented and in force at the Offer Document Date.
Allocation of Shares or Allocation	The mechanism set forth in Section C.4 of this Offer Document, which will be applied by the Offering Party in the case of Acceptances for a number of Shares exceeding the maximum quantity of Shares subject to this Offer.
Acceptance Form	The application form that may be used to accept the Offer, the text of which is made available to potential Participants on the website of OJM www.openjobmetis.it in the Investor Relations section.
Articles of Association	The articles of association of OJM in force at the Offer Document Date.
Consolidated Law on Finance or TUF	Italian Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented.

B. INTRODUCTION

The following “Introduction” provides a brief description of the structure of the Transaction subject to this Offer Document.

For a full assessment of the terms and conditions of the Offer and to take a knowledgeable decision with respect to Acceptance of the Offer, you are advised to carefully and thoughtfully read the next section entitled “Warnings” and, in any event, the Offer Document in its entirety.

Characteristics of the Offer and relative Consideration

The Transaction described in this Offer Document constitutes a partial voluntary public purchase offer promoted by OJM on its Treasury shares, in compliance with Arts. 2357 et seq. of the Italian Civil Code and Art. 132 of the TUF.

The Offer is not subject to the rules on public purchase offers set forth in Article 102 of the TUF and Article 37 of the Issuer Regulation, as the Maximum Outlay, in the case of full Acceptance of the Offer (i.e., if the Acceptances allow the Offering Party to acquire the maximum number of Shares subject to the Offer), is lower than EUR 8,000,000.00 as set forth pursuant to Arts. 100, paragraph 1, letter c) of the TUF and 34-ter, paragraph 1, of the Issuer Regulation. As a result, the Company is not required to publish an offer document pursuant to the TUF, the Issuer Regulation and the relative Annex 2, and the disclosure set forth in this Offer Document is provided by the Company on a voluntary basis and is not subject to the review and approval of Consob.

Indeed, the Offer exclusively concerns the acquisition of up to 325,065 Shares, corresponding to 2.37% of the entire share capital, for a unit consideration per Share for which the Offer is accepted equal to EUR 8.80, to be paid in cash and therefore, in the case of total Acceptance of the Offer, a Maximum Outlay of EUR 2,860,572.00.

At the Offer Document Date, OJM holds 360,535 Treasury shares. In the case of full acceptance of the Offer, OJM will hold a total of 685,600 Treasury shares, corresponding to 5% of the Issuer’s entire share capital.

The Offer is not subject to conditions or the receipt of a minimum quantity of Acceptances. Therefore, OJM will acquire all Shares for which the Offer is accepted until reaching the maximum number of Shares subject to the Offer, without prejudice to cases of Allocation, which will take place when Acceptances of the Offer exceeded the maximum 325,065 Shares subject to the Offer. The Allocation will take place according to the “pro-rata” method, and therefore OJM will acquire the same proportion of Shares from all Participants as those who have accepted the Offer.

All the shareholders of Omniafin S.p.A. (which holds 17.81% of the share capital of OJM and 25.37% of the voting share capital) and of MTI Investimenti S.r.l. (which holds 5.02% of the share capital of OJM and 7.09% of the voting share capital) have declared their intention not to accept the Offer.

The transfer of ownership of the Shares subject to the Offer will take place upon payment of the Consideration at the Payment Date, i.e. 9 December 2022, without prejudice to any extensions or amendments to the Offer that may be made in compliance with provisions of law or regulations in force. The Offering Party has the resources required to proceed with the promotion of the Offer and therefore intends to cover the Maximum Outlay equal to EUR 2,860,572.00 by making recourse to

own funds, i.e. the cash and cash equivalents of the Offering Party.

The Offer is not intended to, nor may it, result in the delisting of the ordinary shares of the Issuer from the Euronext STAR Milan.

The Shares acquired pursuant to the Offer will not be cancelled.

For additional information in relation to the “Categories and quantities of financial instruments subject to the Offer”, the “Unit consideration for the financial instruments and its justification” and the “Cases of Allocation”, please refer to Sections E., F. and K. of this Offer Document.

Grounds of the Offer

On 19 April 2022, the Ordinary Shareholders' Meeting of OJM approved, inter alia, the authorisation of the Board of Directors to proceed with the acquisition, on one or more occasions, also on a revolving basis, pursuant to Art. 2357, par. 3 of the Italian Civil Code, of ordinary shares of the Company with a unit nominal value of EUR 1, in compliance with applicable provisions of law and regulations and according to any method whatsoever permitted by the legal system, with the sole exclusion of the method pursuant to Art. 144-bis, letter c) of the Issuer Regulation, and therefore also by means of a public purchase offer, after revocation of the authorisation to purchase, for the remaining period, and dispose of treasury shares approved by the previous Shareholders' Meeting on 30 April 2021.

The above-mentioned Shareholders' Meeting also approved (i) the duration of 18 months for which the purchase authorisation was granted, (ii) the acquisition of Treasury shares up to the limit of 5% of the share capital *pro tempore* of OJM, having regard to the Treasury shares held from time to time in the portfolio by the Company and its subsidiaries, (iii) the consideration of the Shares to be acquired, or a price that will not be higher than the higher price of either the price of the last independent transaction and the price of the highest current independent purchase offer in the trading venue where the acquisition is made or compliant with regulations in force over time and, in any event, a price that may not be 10% higher or lower than the official share price during the Stock Exchange trading day prior to each individual transaction.

On 19 April 2022, the Board of Directors approved initiating the programme for the purchase and disposal of treasury shares according to the methods pursuant to Article 144-bis, paragraph 1, letter b) of the Issuer Regulation and therefore with purchases made in the market, according to the methods established by Borsa Italiana, which do not allow for direct matching between purchase trading offers with specific sale trading offers. On 11 November 2022, the Board of Directors ordered the closure of the above-mentioned purchase programme and approved a new purchase programme to be implemented by promoting the Offer, according to the terms and conditions set forth in this Offer Document and provisions of law and regulations in force.

OJM will acquire the Treasury shares subject to the Offer with respect for equal shareholder treatment, according to the terms approved by the Shareholders' Meeting and respected by the Offer approved by the Board of Directors, as well as within the limits of the available reserves as set forth in the Company's financial statements and thus in compliance with the provisions of Arts. 2357 et seq. of the Italian Civil Code.

Reasons for the Offer and future programmes

By promoting the Offer, the Issuer intends to favour the achievement of the quantitative purchase objective already announced during the launch of the treasury share purchase programme approved on 19 April 2022, which was closed on 11 November 2022 to overcome the difficulties identified in effectively and promptly executing the programme due to the reduced share trading volumes in the market and the resulting reduced quantities that may be traded by the appointed intermediary. The purposes pursued by the Offer are:

- offering shareholders, with equal treatment, an additional instrument for the monetisation of their investment at a price which incorporates a premium with respect to the average of the previous months; and
- providing the Company with a portfolio of treasury shares which it may use, consistent with its strategies, within the context of possible transactions, such as extraordinary transactions, loans or other transactions in relation to which the availability of treasury shares will be necessary or appropriate, or to meet obligations deriving from share-based incentive schemes
- acting on its shares from a medium and long-term investment point of view or in any case seizing market opportunities.

The acquisition of Treasury shares is therefore not aimed in any manner whatsoever at delisting the OJM Shares from the Euronext STAR Milan.

Calendar of the main events relating to the Offer

The calendar of the main events relating to the Offer is set forth below, without prejudice to any extensions or amendments of the Offer that may take place in compliance with provisions of law or regulations in force, moreover specifying that the press releases, notices and documents relating to the Offer will be published without delay on the website of OJM, www.openjobmetis.it, in the Investor Relations section.

Date	Event
11 November 2022	The Board of Directors: <ul style="list-style-type: none">(i) approves the additional periodic financial information as at 30 September 2022; and(ii) in execution of shareholders' resolution of 19 April 2022: (a) orders the closure of the treasury share purchase programme approved on 19 April 2022 and (b) approves the launch of a new programme to be executed by means of the Offer and, to this end, approves the Offer Document.
11 November 2022	Publication of the press release setting forth the resolutions passed by the Board of Directors with respect to the approval of the Offer with an

	indication of its main terms.
By the start of the Offer acceptance period	Publication on the Company's website of the Offer Document, the Acceptance Form and all correlated documentation, including the press release relating to the publication of the Offer Document.
14 November 2022	Start of the Offer acceptance period.
18 November 2022	Press release regarding the acceptance trend at the end of the first week of the Offer.
25 November 2022	Press release regarding the acceptance trend at the end of the second week of the Offer.
2 December 2022	End of the acceptance period.
2 December 2022	Press release concerning: (i) the provisional results of the Offer and (ii) any allocation with an indication of the Allocation Ratio applied.
By 6 December 2022	Press release concerning: (i) the final results of the Offer and (ii) any application of the final allocation with an indication of the Allocation Ratio applied.
Within one trading day of the previous press release	If necessary, return of the shares for which the Offer was accepted exceeding the maximum number of shares subject to the Offer.
9 December 2022	Payment date.

C. WARNING

C.1 CONDITIONS OF OFFER EFFECTIVENESS

The Offer is not subject to any conditions or the receipt of a minimum quantity of Acceptances.

C.2 EXTENSION OF TERMS

The Offering Party reserves the right to extend the Acceptance Period, and therefore to extend the final deadline for Acceptance of the Offer, in compliance with provisions of law or regulations in force.

C.3 PURCHASE OF TREASURY SHARES

The Shares that OJM offers to acquire by means of this Offer are Ordinary shares of OJM, and therefore such acquisitions are subject to legislative and regulatory provisions on the acquisition of treasury shares.

In particular, pursuant to Article 2357 of the Italian Civil Code, *“the company may only purchase treasury shares within the limits of the distributable profits and available reserves reported in the last duly approved financial statements. Only fully paid-up shares can be purchased. The acquisition must be authorised by the shareholders’ meeting, which establishes its procedures, indicating the maximum number of shares to be acquired, the duration, not to exceed eighteen months, for which the authorisation is granted, the minimum consideration and the maximum consideration. (...) Shares purchased in violation of the previous sections must be transferred according to methods to be determined by the shareholders’ meeting, within one year of their purchase. Otherwise, it must proceed without delay with their cancellation and the corresponding share capital reduction (...)”*.

On the basis of the foregoing, the acquisition of the Shares subject to this Offer was authorised by the shareholders' meeting of OJM on 19 April 2022. Specifically, the above-mentioned shareholders' meeting approved the methods, maximum number of Shares to be acquired (equal to 5% of the share capital pro tempore of the Company, having regard to the treasury shares held from time to time both directly and also counting any held by subsidiaries) and the purchase price range (or a price that will not be higher than the higher price of either the price of the last independent transaction and the price of the highest current independent purchase offer in the trading venue where the acquisition is made or compliant with regulations in force over time and, in any event, a price that may not be 10% higher or lower than the official share price during the Stock Exchange trading day prior to each individual transaction).

In compliance with the resolutions of the Shareholders' Meeting, on 11 November 2022 the Board of Directors approved the Offer, according to the terms set forth in this Offer Document and therefore: (i) the maximum number of Shares subject to this Offer equal to 325,065 Shares, (ii) the unit Consideration per Share equal to EUR 8.80 (therefore within the price range identified by the Shareholders' Meeting), (iii) the duration of the Acceptance Period of 15 Trading Days, unless extended and (iv) in the case of full Acceptance of the Offer, the Maximum Outlay of EUR 2,860,572.00 (below the available reserves set forth in the most recently duly approved financial statements).

C.4 ALLOCATION OF SHARES

Allocation Mechanism and Allocation Ratio

As this is a partial voluntary offer, in the case of Acceptances of the Offer for quantities of Shares exceeding the up to 325,065 Shares subject to the Offer, the Shares for which the Offer is accepted shall be allocated according to the “pro-rata” method, by means of which the Issuer will acquire the same proportion of shares from all Participants for which they have accepted the Offer.

The Allocation percentage will be established on the basis of the Allocation Ratio, or the ratio between the number of Shares subject to the Offer and the number of Shares for which the Offer is accepted.

The Issuer will withdraw without distinction from each Participant a number of Shares equal to the product between the number of Shares delivered by them and the Allocation Ratio, rounded down to the nearest whole number of Shares.

By the evening of the last day of the Acceptance Period, OJM will check the provisional results of the Offer and calculate any applicable provisional Allocation Ratio.

The excess Shares following the Allocation will be once again made available to the Participants through the Custodian Intermediaries within the first Trading Day subsequent to the notice whereby the final results of the Offer will be disclosed. Recourse to the Allocation mechanism will not allow the Participants to revoke their Acceptance.

If at the end of the Acceptance Period the Offer has been accepted for fewer Shares than the Shares subject to the Offer, OJM will purchase all Shares for which the Offer was accepted with no need to apply the Allocation procedure.

Premium percentage offered to Participants as a result of the Allocation

As a result of the Allocation, Participants will be paid the Consideration only on the Shares actually withdrawn. Therefore, the premium implicitly recognised to Participants will be equal to the Allocation Ratio multiplied by the premium offered.

If the Offer were accepted for all Shares currently outstanding, net of the Treasury shares held by OJM at the Offer Document Date, equal to 360,535, the Allocation Ratio would be equal to 2.434%. As a result, in this case, the premium recognised to the Participants with respect to the official market price on 11 November 2022 would be reduced to 1.937%.

The table below shows, merely as an example, a numerical simulation of the Allocation procedure and any implied premium on the official Stock Exchange listing price on the date of 11 November 2022 (or the last Trading Day prior to the promotion of the Offer) recognised to the Participants.

	Case 1	Case 2	Case 3
Shares subject to	325,065	325,065	325,065

the Offer			
Shares for which the offer is accepted *	100,000	600,000	13,351,465
Shares withdrawn	100,000	325,065	325,065
Allocation procedure	NO	YES	YES
Allocation Ratio	N/A	54.178%	2.435%
Implied premium recognised **	9.94%	5.39%	0.24%
Excess shares	NO	274,935	13,026,400

* Numerical example for illustrative purposes only

** The Implied premium is calculated as follows: (Consideration - Price at the Reference Date): Price at the Reference Date x Allocation Ratio

C.5 GUARANTEES

The Offering Party has sufficient financial resources available in order to fully meet its payment obligations connected to the Offer up to the limit of the Maximum Outlay which, assuming total Acceptance and taking into consideration the maximum number of shares subject to the Offer, amounts to EUR 2,860,572.00, by making recourse to own funds, or the cash and cash equivalents of the Offering Party.

C.6 EXISTENCE OF FREE FLOAT AND ABSENCE OF INTENTION TO DELIST THE FINANCIAL INSTRUMENTS SUBJECT TO THE OFFER. INAPPLICABILITY OF ARTS. 106, 108 AND 111 OF THE TUF (Consolidated Law on Finance)

The Offer consists of a partial voluntary public purchase offer promoted by the Company on 325,065 treasury shares corresponding to 2.37% of the share capital of the Company and is not intended to, nor may it, result in the delisting of the ordinary shares of the Issuer from the Euronext STAR Milan.

In the case of the full acceptance of the Offer and taking into account the shares already in the Issuer's portfolio at the date of this Offer Document, OJM will hold a total of 685,600 ordinary treasury shares, corresponding to 5% of the Issuer's share capital.

Considering the nature of the Offer, which is a partial voluntary public purchase offer on treasury shares of the Offering Party, and taking into account the maximum quantity of treasury shares that the Company may hold when the Offer is complete, as well as the significant stakes held in the share capital of OJM, the requirements are not met for the following, which are therefore inapplicable: (i) the incremental public purchase offer obligation set forth in Art. 106, paragraph 3, letter b) of the TUF, (ii) the purchase right pursuant to Article 111 of the TUF and (iii) the purchase obligation pursuant to Article 108, paragraphs 1 and 2 of the TUF (as the Offer in question cannot in any event result in the Offering Party holding a total stake exceeding 90% of the Issuer's ordinary share capital).

C.7 INFORMATION RELATING TO POTENTIAL CONFLICTS OF INTEREST OF THE PARTIES INVOLVED IN THE OFFER

Alantra Capital Markets SV S.A.U. - Italian Branch and Equita SIM S.p.A. act as financial advisor and Intermediary Responsible for Collection, respectively, in connection with the Offer and will receive fees in relation to the services provided. Equita SIM S.p.A. is also acting as specialised operator for the Issuer's shares on the Euronext STAR Milan market and the intermediary responsible for the execution of the treasury share purchase programme. In addition, at the Offer Document Date, Alantra Capital Markets SV S.A.U. - Italian Branch and Equita SIM S.p.A. in the course of the normal exercise of their activities: (i) may have provided or could provide in the future services in favour of the Offering Party, its shareholders and/or their parent companies, subsidiaries or associates; (ii) at any moment could hold short or long positions and, if permitted by applicable regulations, negotiate or otherwise carry out transactions, on their own behalf or on behalf of customers, in capital or debt instruments loans or other financial instruments (including derivatives) of the Offering Party, its shareholders or their parent companies, subsidiaries or associates.

C.8 ALTERNATIVES FOR OFFER RECIPIENTS

The Offer is intended for holders of OJM Shares and concerns up to 325,065 Shares, equal to 2.37% of the Issuer's entire share capital.

The possible scenarios for the current OJM shareholders in the case of Acceptance or non-Acceptance of the Offer are illustrated below.

Acceptance of the Offer

In the case of Acceptance of the Offer, the OJM shareholders will receive consideration of EUR 8.80 for each Share for which the Offer is accepted, without prejudice to any Allocation, which will take place if the Offer receives Acceptances to an extent exceeding the number of Shares subject to the Offer.

By accepting the Offer, the OJM shareholder (i) will no longer be a shareholder of the Issuer, if it accepts the Offer with respect to all of its Shares and there is no Allocation, or (ii) will continue to be a

shareholder of the Issuer, if accepting the Offer only in part or if there is an Allocation.

The OJM shareholders may accept the Offer with their respective Shares during the Acceptance Period.

The Shares for which the Offer is accepted shall remain restricted in connection with the Offer and, therefore, from the acceptance date until the Payment Date, those who have accepted the Offer may exercise the property and administrative rights relating to the Shares for which the Offer has been accepted, but may not entirely or partially transfer, or in any case carry out other disposals, regarding such Shares.

Non-Acceptance of the Offer

The Offer consists of a partial voluntary public purchase offer not intended to result in the delisting of the Shares from the Euronext STAR Milan.

If the Offer is not accepted, the holders of OJM Shares will remain shareholders of the Issuer and the relative Shares will continue to be traded on the Euronext STAR Milan.

C.9 ISSUER NOTICE

Since the Offer is promoted by OJM and therefore the Offering Party and the Issuer are the same, OJM has voluntarily drafted this Offer Document. Therefore, the publication of a notice by the Issuer with the content pursuant to Art. 103, paragraph 3 of the TUF and Art. 39 of the Issuer Regulation containing all data that may be necessary to understand the offer and for the Issuer to evaluate the Offer is not required.

D. TRANSACTION PARTICIPANTS

D.1 OFFERING PARTY AND ISSUER OF THE FINANCIAL INSTRUMENTS SUBJECT TO THE OFFER

The name of the Offering Party, which is also the Issuer, is Openjobmetis S.p.A. Agenzia per il Lavoro, an Italian joint-stock company with registered office at Via Bernardino Telesio, 18 - 20145 Milan (MI) enrolled in the Milan-MB-Lodi Register of Companies with registration number, tax code and VAT No. 13343690155.

OJM's share capital is represented by ordinary shares with the right to vote, admitted to listing on Euronext Milan - STAR segment - managed by Borsa Italiana S.p.A.

The fully subscribed and paid-up share capital of the Issuer is equal to EUR 13,712,000.00, divided into 13,712,000 ordinary shares, with a unit nominal value of EUR 1 each. There are no other classes of shares. Each Share gives the right to one vote, without prejudice to the possibility to obtain the increased voting right pursuant to relevant provisions of the articles of association in force.

The significant equity investments in the share capital of the Issuer, direct and indirect, are set forth below on the basis of the information received by the Company.

Reference shareholder	No. of Shares	% Shareholding structure	No. of voting rights	% of voting rights
Omniafin S.p.A.	2,442,616	17.81%	4,885,232	25.37%
Praude Asset Management LTD	1,576,765	11.50%	3,070,679	15.95%
Quaestio Italian Growth Fund	924,080	6.74%	1,848,160	9.59%
M.T.I. Investimenti S.r.l.	688,397	5.02%	1,364,294	7.09%
Anima SGR S.p.A.	889,208	6.49%	889,208	4.62%
Market	6,830,399	49.81%	6,836,399	35.51%
Treasury shares	360,535	2.63%	360,535	1.87%
Total shares issued	13,712,000	100.00%	19,254,507	100.00%

All the shareholders of Omniafin S.p.A. and of MTI Investimenti S.r.l. have declared their intention not to accept the Offer.

On the date of this Offer Document, there is an agreement between shareholders, known to the Issuer and communicated to Consob as per Art. 122 of the TUF. In particular, on 13 July 2020 Omniafin S.p.A. and MTI Investimenti S.r.l. terminated early, starting on the same date, the shareholders' agreement

that they had entered into on 12 November 2015 and entered into a new shareholders' agreement (as amended on 22 March 2021) effective for 3 years, from 14 July 2020 to 13 July 2023 which, at the natural expiry date, will be automatically renewed for an additional 3 years, unless cancelled by one of the parties at least 6 months before the natural expiry date. Each Party has assigned all of its shares and voting rights to the 2020 Shareholders' Agreement. With the signing of the above-mentioned agreement, the parties intended to regulate some specific aspects concerning their equity investment in the Company, with particular reference to the appointment of the corporate bodies. None of the parties exercises, by virtue of the above-mentioned agreement, control over the Company in accordance with Article 93 of the TUF.

Further information with regard to the shareholders' agreement is available on the website www.openjobmetis.it.

All information on the profit and loss, financial position and cash flows of the Company and the OJM Group is contained in the Annual Financial Report as at 31 December 2021, available on the Issuer's website (www.openjobmetis.it, "*Investor Relations/Financial Report*" section) as well as on the authorised storage mechanism eMarket STORAGE (www.emarketstorage.com), *which should be referred to for the details*. Please recall that at the meeting held on 11 November 2022, the Company's Board of Directors, *inter alia*, approved the additional periodic information as at 30 September 2022, which is also available with the same methods specified above and which likewise should be referred to for the details.

Please recall that the company responsible for auditing the separate and consolidated financial statements of the Issuer is KPMG S.p.A., appointed by the Ordinary Shareholders' Meeting of 12 October 2015; the engagement will come to an end with the approval of the financial statements as at 31 December 2023.

D.2 INTERMEDIARIES

The intermediary engaged to coordinate the collection of Offer Acceptances, authorised to carry out its activities in Italy, through the signing and delivery of the Acceptance Form, is Equita SIM S.p.A., or the Intermediary Responsible for Collection.

The Intermediary Responsible for Collection operates through all Custodian Intermediaries participating in the Euronext Securities centralised securities clearing system.

Acceptance of the Offer must take place by (i) delivering the dedicated Acceptance Form, duly filled out in each part and signed, and (ii) simultaneously depositing the Shares at the Intermediary Responsible for Collection or the Custodian Intermediaries.

The Acceptance Forms may also be sent to the Intermediary Responsible for Collection through each Custodian Intermediary.

Therefore, the Acceptances will be received by the Intermediary Responsible for Collection (i) directly, by collecting the Acceptance Forms of the Participant shareholders, and (ii) indirectly, through the Custodian Intermediaries, which will collect the Acceptance Forms of the Participant shareholders.

The Intermediary Responsible for Collection and/or the Custodian Intermediaries will collect the Acceptance Forms, keep the Shares for which the Offer is accepted in deposit, check the regularity of the Shares and the compliance of the Acceptance Forms and make payment of the Consideration according to the procedures set forth below.

At the Payment Date, the Shares for which the Offer is accepted and for which no Allocation has been carried out will be transferred to a securities account in the name of the Offering Party.

The Offering Party will notify the market, at least weekly, of data relating to the collection of Acceptances. In addition, the Offer Document as well as the remaining documents made available to the public in this regard are made available to the public at the registered office of the Issuer and the Intermediary Responsible for Collection.

E. CLASSES AND QUANTITIES OF FINANCIAL INSTRUMENTS SUBJECT TO THE OFFER

E.1 CLASS AND QUANTITY OF FINANCIAL INSTRUMENTS SUBJECT TO THE OFFER

This Offer concerns the acquisition of OJM Shares intended, without distinction and under equal conditions, for all holders of Shares at the date on which the Acceptance Forms are signed.

The Offer concerns the acquisition of up to 325,065 Shares, traded on the Euronext STAR Milan, representative of 2.37% of the entire share capital of OJM. The Offer does not concern financial instruments other than Shares.

The Shares for which the Offer is accepted must be freely transferrable to the Offering Party and free of real, mandatory and personal constraints of any type or nature whatsoever.

E.2 NOTIFICATIONS OR AUTHORISATION REQUESTS REQUIRED BY APPLICABLE REGULATIONS

The Offer is not subject to obtaining any authorisation from the competent authorities.

E.3 FINANCIAL INSTRUMENTS OF THE ISSUER OR WITH SUCH FINANCIAL INSTRUMENTS HELD BY THE OFFERING PARTY, DIRECTLY OR THROUGH TRUST COMPANIES OR THIRD PARTIES, AS THE UNDERLYING ASSET

E.3.1 Number and categories of financial instruments of the Issuer held by the Offering Party, with a specification of the title of ownership and the ownership of voting rights

At the Offer Document Date, OJM holds 360,535 Treasury shares, equal to 2.63% of the entire share capital.

The Offering Party does not hold additional financial instruments that provide the right to vote in the shareholders' meetings of the Issuer.

With reference to the above-mentioned Shares held by OJM, as treasury shares, the voting right is suspended.

E.3.2 Indication of any repurchase, securities lending, usufruct or pledge agreements on the financial instruments of the Issuer or other contracts of any other nature with such financial instruments as the underlying asset

At the Offer Document Date, OJM has not entered into any repurchase, securities lending, usufruct or pledge contracts concerning the Shares, and has not made other commitments of any other nature with the Shares as the underlying asset (by way of example but not limited to option agreements, futures, swaps and forward contracts on such financial instruments), directly or through trust companies or third parties, or through subsidiaries.

F. UNIT CONSIDERATION FOR THE FINANCIAL INSTRUMENTS AND ITS JUSTIFICATION

F.1 INDICATION OF THE CONSIDERATION AND THE CRITERIA USED FOR CALCULATION

The Consideration offered, which will be paid in full in cash at the Payment Date, is set at EUR 8.80 for each Share for which the Offer is accepted and is effectively withdrawn on the outcome of the same.

At present, no distribution of reserves or extraordinary dividends is planned between the Offer Document Date and the Payment Date.

The Consideration is net of stamp duties, when due, and remuneration, fees and expenses which will remain under the exclusive responsibility of the Offering Party. The substitute tax on capital gains, when due, shall be borne by the Offer Participants.

In the case of full Acceptance of the Offer, the Maximum Outlay will be equal to EUR 2,860,572.00.

The Consideration was determined, within the range established by the shareholders' meeting of OJM on 19 April 2022, following independent assessments by the Board of Directors, taking into consideration the analysis of the OJM stock market prices in the months prior to the announcement of the Offer.

Specifically, the Consideration, equal to EUR 8.80 for each Share for which the Offer is accepted and effectively withdrawn on the outcome of the Offer, incorporates a premium of 9.94% with respect to the official Stock Exchange price of 11 November 2022 - the last Trading Day prior to the launch of the Offer - (the “**Reference Date**”) equal to EUR 0.80, as well as a premium with respect to the weighted average of the official prices recorded in the respective reference periods prior to the announcement date, as laid out in the table below.

REFERENCE PERIOD	WEIGHTED AVERAGE OFFICIAL PRICES	IMPLIED PREMIUM IN THE CONSIDERATION
Price at the Reference Date	8.0043	9.94%
Weighted average price - 1 month prior to the Reference Date	7.5867	15.99%
Weighted average price - 3 months prior to the Reference Date	7.6568	14.93%
Weighted average price - 6 months prior to the Reference Date	8.3389	5.53%

If the Allocation is applied, if the number of Shares for which the Offer is accepted is higher than the Shares subject to the Offer, the Consideration will be paid to the Participants only on the Shares effectively withdrawn.

Therefore, the premium implicitly recognised to Participants would be equal to the Allocation Ratio multiplied by the premium offered.

If the Offer were accepted for all Shares currently outstanding, net of the Treasury shares held by OJM at the Offer Document Date, equal to 360,535, the Allocation Ratio would be equal to 2.434%. As a result, in this case, the premium recognised to the Participants with respect to the official market price on 11 November 2022 would be reduced to 0.24%.

F.2 INDICATION OF THE TOTAL EQUIVALENT VALUE OF THE OFFER

The Offer is proposed on up to 325,065 Shares, equal to 2.37% of the total 13,712,000 Shares outstanding.

The total Equivalent Value of the Offer, in the case of full Acceptance of the Offer, amounts to EUR 2,860,572.00.

F.3 COMPARISON OF THE CONSIDERATION WITH SPECIFIC INDICATORS

The table below shows a comparison of the Consideration with several consolidated indicators of the Issuer, total and per Share, referring respectively to the financial statements as at 31 December 2021 and the financial statements as at 31 December 2020.

Please note that in the calculation of the data per Share, changes in the share capital and the number and value of the Shares were taken into consideration and, when appropriate, the adjustment formula adopted is also specified.

Indicators	31 December 2021	31 December 2020
Consolidated Shareholders' Equity (in thousands of EUR)	134,722	122,086
EBITDA (in thousands of EUR)	23,543	14,870
Group profit (loss) for the year (in thousands of EUR)	10,713	23,642
Shareholders' Equity per Share outstanding* (EUR)	10.05	9.37
Group profit (loss) for the year per Share outstanding* (EUR)	0.80	1.81

P/E (EUR)	16.06	3.90
P/B (EUR)	1.28	0.75

* The number of shares is calculated net of treasury shares held by OJM at the Offer Document Date

F.4 MONTHLY WEIGHTED ARITHMETIC MEAN OF OFFICIAL PRICES OF THE ISSUER'S SHARES IN EACH OF THE 12 MONTHS PRECEDING THE OFFER

The following table shows the monthly weighted arithmetic mean of official prices recorded by the Shares in each of the 12 months preceding the Offer launch date.

REFERENCE PERIOD	WEIGHTED AVERAGE PRICE	VALUES EXCHANGED (EUR)
November 2021	11.8528	3,862,460.60
December 2021	12.1510	2,036,779.58
January 2022	12.2893	2,024,125.80
February 2022	11.3075	1,680,856.04
March 2022	10.4768	2,124,266.04
April 2022	11.0465	745,796.56
May 2022	9.2624	1,405,195.94
June 2022	9.1349	490,444.17
July 2022	8.8726	697,197.95
August 2022	8.2872	1,209,421.52
September 2022	7.6044	735,315.64
October 2022	7.4665	536,778.24

F.5 INDICATION, WHEN KNOWN, OF THE VALUES ATTRIBUTED TO THE ISSUER'S FINANCIAL INSTRUMENTS IN FINANCIAL TRANSACTIONS CARRIED OUT IN THE LAST FINANCIAL YEAR AND THE CURRENT FINANCIAL YEAR

On 26 May 2021, OJM finalised the acquisition of the entire share capital of Quanta S.p.A. and indirectly of the entire share capital of the subsidiary Quanta Risorse Umane S.p.A., for consideration consisting in part of cash, in the amount of EUR 20 million, and in part of OJM ordinary shares. Specifically, a total of 528,193 OJM ordinary shares were assigned in exchange to the seller, corresponding to 3.85% of the Company's share capital, which were valued at the reference share price at the date of 26 May 2021, equal to EUR 9.12, for a total equivalent value of EUR 4,817,120.16.

In the current year, no financial transactions were carried out (such as mergers and spin-offs, public offers) which entailed a valuation of the OJM Shares by the Issuer nor were there any transfers of significant packages of OJM Shares.

F.6 INDICATION OF THE VALUES AT WHICH THE OFFERING PARTY MADE PURCHASES AND SALES OF THE FINANCIAL INSTRUMENTS SUBJECT TO THE OFFER IN THE LAST 12 MONTHS

The Issuer carried out (i) in the course of 2022, purchases of 97,860 Treasury shares at an average price of EUR 10.004, while there were no sales of Treasury shares; and (ii) in the course of 2021, purchases of 155,357 Treasury shares at an average price of EUR 11.075 while, without prejudice to what is set forth in Paragraph F.5 above, no sale transactions were carried out on Treasury shares.

At the Offer Document Date, the Issuer holds 360,535 Treasury shares.

G. PROCEDURES AND TERMS FOR ACCEPTANCE OF THE OFFER, DATES AND PROCEDURE FOR PAYMENT OF THE CONSIDERATION AND RETURN OF THE SECURITIES SUBJECT TO THE OFFER

G.1 PROCEDURES AND TERMS ESTABLISHED FOR ACCEPTANCE OF THE OFFER AND FOR DEPOSITING THE FINANCIAL INSTRUMENTS

G.1.1 Offer Acceptance Period

The Offer Acceptance Period will begin at 8:30 a.m. on 14 November 2022 will end at 5:30 p.m. on 2 December 2022 (inclusive), unless the Offer is extended, which OJM shall announce pursuant to provisions of law and regulations in force.

Therefore, unless there are extensions, 2 December 2022 is the closing date of the Acceptance Period.

Acceptance of the Offer may take place on any Trading Day included in the Acceptance Period between 8:30 a.m. and 5:30 p.m.

The Offering Party reserves the right to extend and/or modify the terms of the Offer, announcing this by publishing dedicated press releases, which will be made available to the public on the website of OJM, www.openjobmetis.com, Investor Relations section.

G.1.2 Acceptance and Share deposit procedure

Acceptance of the Offer must take place by (i) delivering the dedicated Acceptance Form, duly filled out in each part and signed, and (ii) simultaneously depositing the Shares for which the Offer is accepted in a restricted account at the Intermediary Responsible for Collection or the Custodian Intermediaries.

In consideration of the securities dematerialisation procedure, for the purposes of this paragraph, the Share deposit shall be considered carried out even if the Shareholder provides suitable instructions on transferring such Shares to the Offering Party to the Custodian Intermediaries at which the Shares it holds are deposited. Therefore, in consideration of the above-mentioned security dematerialisation procedure, the signing of the Acceptance Form shall also be valid as an irrevocable instruction granted by the individual Participant to the relative Custodian Intermediary at which the Shares are deposited in the securities account, to transfer such Shares to restricted accounts at the above-mentioned Intermediary Responsible for Collection.

The OJM shareholders that have Shares available and intend to accept the Offer may deliver the Acceptance Form and deposit the Shares indicated therein at the Custodian Intermediaries on the condition that the delivery and deposit are executed in due time to allow for the Custodian Intermediaries to deposit the Shares at the Intermediary Responsible for Collection by no later than the last day of the Acceptance Period.

The Custodian Intermediaries, as agents, must counter-sign the Acceptance Forms. The risk that the Custodian Intermediaries may not deliver the relative Acceptance Forms by the last valid day of the Acceptance Period and not deposit the relative Shares at the Intermediary Responsible for Collection by no later than the last day of the Acceptance Period shall be borne exclusively by the Offer Participants.

When the Offer is accepted and the Shares are deposited by signing the Acceptance Form, a mandate shall be granted to the Intermediary Responsible for Collection and, if applicable, to the Custodian Intermediary, to carry out all formalities necessary in preparation for the transfer of the Shares to OJM, which shall bear the relative cost.

Furthermore, in order for the Offer to be accepted, the relative Shares must be free of real, mandatory and personal constraints of any type or nature whatsoever as well as freely transferrable to OJM. Furthermore, the Offer may be accepted for Shares generated by purchases carried out in the market only after the transactions have been settled within the clearing system.

If Acceptances of minors or people entrusted to guardians or trustees are signed, in accordance with applicable legal provisions, by the party who exercises paternal authority, protection or administration but are not accompanied by the authorisation of the judge supervising the guardianship, they shall be accepted with reservations and not counted for the purpose of determining the percentage of Offer Acceptance, and they shall be paid for in any case only when the authorisation is obtained.

The Offer may be accepted only for Shares which at the moment of Acceptance are duly registered and available in a securities account in the name of the Offer Participant open at a Custodian Intermediary.

In the case of an irregular Acceptance not remedied within the term of the Acceptance Period, the Shares for which the Offer was accepted on the basis of such irregular Acceptance shall be returned to the respective owners within 1 Trading Day of the end of the Acceptance Period, with no additional expenses for Participants.

Please note that the Acceptance of the Offer by OJM shareholders is irrevocable, without prejudice to the case in which during the Acceptance Period a public purchase offer on the Shares pursuant to Article 106 of the TUF is promoted.

G.2 INDICATION REGARDING OWNERSHIP AND THE EXERCISE OF ADMINISTRATIVE AND PROPERTY RIGHTS RELATING TO THE FINANCIAL INSTRUMENTS SUBJECT TO THE OFFER, WHILE THE OFFER IS PENDING

For the entire period during which the Shares are restricted in connection with the Offer and, therefore, until the Payment Date, the Offer Participants may exercise all property (such as the option right) and corporate (such as the voting right) rights relating to the Shares for which the Offer is accepted. During the same period of time, Participants may not transfer, all or in part, and in any event dispose of the Shares for which the Offer has been accepted.

At the Payment Date, the Intermediary Responsible for Collection will transfer all Shares for which the Offer was accepted into a securities account in the name of OJM. Therefore, as of the Payment Date, the Offer Participants may no longer exercise property and corporate rights relating to the Shares for which the Offer is accepted.

G.3 COMMUNICATIONS RELATING TO OFFER TRENDS AND RESULTS

OJM shall disclose Acceptance trends via press releases on a weekly basis and therefore by Friday of each week.

The provisional results of the Offer, with an indication of any provisional Allocation Ratio applied, will be published by OJM via the publication of a dedicated press release on the closing day of the Acceptance Period.

By 6 December 2022 and without prejudice to any extension of the Offer, OJM shall disclose the final results of the Offer via the publication of a dedicated press release with an indication of the final results of the Offer after the Acceptance Period and any Allocation Ratio applied.

OJM also reserves the right to extend the Acceptance Period, and therefore to extend the final deadline for Acceptance of the Offer, disclosing this in a dedicated communication in compliance with provisions of law or regulations in force.

The press releases mentioned above will be made available to the public on the website of OJM, www.openjobmetis.com, Investor Relations section.

G.4 MARKET IN WHICH THE OFFER IS PROMOTED

The Offer is promoted exclusively in Italy, as the Shares are listed on the Euronext STAR Milan, and is intended, under equal conditions, for all Shareholders.

The Offer has not been and will not be promoted or disseminated in the United States of America, Canada, Japan or Australia, or in any other country in which it is not permitted without authorisation from the competent authorities (jointly, the "**Other Countries**"), either using instruments of domestic or international communication or commerce of the Other Countries (including, for example, the postal network, fax, telex, email, telephone and internet), or through any structure of any of the financial intermediaries of the Other Countries, or in any other manner whatsoever.

A copy of this Offer Document, or portions of it, as well as a copy of any subsequent document that OJM will make available to the public in relation to the Offer, are not and shall not be sent, or transmitted in any other manner whatsoever, or in any case directly or indirectly distributed, in the Other Countries.

Anyone who receives the above-mentioned documents must not distribute them, send them or dispatch them (either by post or any other means or instrument of communication or commerce) in the Other Countries.

The Offer Document is not and may not be interpreted as an offer of financial instruments intended for parties residing in the Other Countries. No instrument may be offered or bought or sold in the Other Countries without specific authorisation in compliance with the applicable local legal provisions of such Other Countries or an exception to such provisions.

Acceptance of the Offer by parties residing in countries other than Italy may be subject to specific obligations or restrictions set forth by provisions of law or regulations. Those intending to accept the Offer bear exclusive liability for complying with such regulations and, therefore, before accepting the

Offer, they must check with their advisors with respect to the existence and applicability of such regulations.

Any Acceptances resulting from solicitation activities carried out in violation of the limitations set forth above shall not be accepted.

G.5 CONSIDERATION PAYMENT DATE

The Consideration payment shall take place on 9 December 2022, i.e., the Payment Date, without prejudice to any extensions and/or amendments to the Offer that may be made in compliance with provisions of law or regulations in force.

No interest shall be paid on the Consideration between the Offer Acceptance Date and the Payment Date.

At the Payment Date, the Intermediary Responsible for Collection will transfer all Shares for which the Offer was accepted into a securities account in the name of the Offering Party. The payment of the Consideration is subject to the performance of the formalities required to transfer the Shares to the securities account of OJM, which will take place when the payment is made.

As of the Payment Date, the Offer Participants may no longer exercise property and administrative rights relating to the Shares for which the Offer is accepted.

For the entire period in which the Shares are restricted in connection with the Offer and, therefore, until the Payment Date, the Participants may exercise the property and corporate rights relating to the Shares which will remain the property of the Participants. During the same period of time, Participants may not transfer, all or in part, or in any event dispose of the Shares for which the Offer has been accepted.

G.6 CONSIDERATION PAYMENT METHOD

The Consideration for the Shares for which the Offer is accepted will be paid in cash and effectively withdrawn on the outcome of the Offer.

The Offer Consideration will be paid by the Offering Party, through the Intermediary Responsible for Collection, to the Custodian Intermediaries, which shall transfer the funds to the accounts of the respective Participant customers (or their agents) in compliance with the instructions provided by the participants themselves (or by their agents) on the Acceptance Form.

The obligation of OJM to pay the Consideration due for the Shares for which the Offer is accepted and effectively withdrawn on the outcome of the Offer will be deemed met when the relative funds are credited to the Custodian Intermediaries. Therefore, the Offer Participants shall bear exclusively liability for the risk that the Custodian Intermediaries may not transfer such funds or delay their transfer in favour of the Offer Participants entitled to them.

G.7 LAW GOVERNING CONTRACTS ENTERED INTO BETWEEN THE OFFERING PARTY AND HOLDERS

OF THE ISSUER'S FINANCIAL INSTRUMENTS, AS WELL AS COMPETENT JURISDICTION

At the date of this Offer Document, the Offering Party has not entered into contracts with holders of the Shares in relation to Acceptance of the Offer.

The Acceptance of this Offer is governed by Italian law. The Court of Milan has exclusive jurisdiction over any dispute concerning Offer Acceptance deeds.

G.8 PROCEDURES AND TERMS FOR RETURNING THE FINANCIAL INSTRUMENTS IN THE CASE OF AN ALLOCATION

When the amount of the Shares for which the Offer is accepted exceeds the total number of Shares subject to the Offer, the Shares will be involved in an Allocation on the basis of the provisions of Section K. of this Offer Document.

The Shares for which the Offer is accepted that will not be acquired following the application of the Allocation will be returned to the respective holders, without such holders being charged for any expenses or costs, within the first Trading Day subsequent to the notice whereby the final results of the Offer will be disclosed.

H. FUNDING METHODS, PERFORMANCE GUARANTEES AND FUTURE PROGRAMMES OF THE OFFERING PARTY

H.1 FUNDING METHODS AND PERFORMANCE GUARANTEES

OJM has the necessary and sufficient financial resources available in order to fully meet its payment obligations connected to the Offer up to the limit of the Maximum Outlay equal to EUR 2,860,572, in cash and at the Payment Date.

As at 30 September 2022 OJM has a negative net financial position of EUR 12,745 thousand (net cash) consisting of available liquidity for EUR 17,399 and financial payables for EUR 30,144.

On 11 November 2022 the Offering Party paid into the current account in the name of Equita SIM S.p.A. an amount equal to the Maximum Outlay.

H.2 REASONS FOR THE OFFER AND FUTURE PROGRAMMES OF THE OFFERING PARTY

For information in this regard, please refer to "*Reasons for the Offer and future programmes*" in Section B. of this Offer Document.

I. ANY AGREEMENTS AND TRANSACTIONS BETWEEN THE OFFERING PARTY AND SIGNIFICANT SHAREHOLDERS OR MEMBERS OF THE MANAGEMENT OR CONTROL BODY OF THE ISSUER

I.1 INDICATION AND DESCRIPTION OF THE FINANCIAL AND/OR COMMERCIAL TRANSACTIONS APPROVED AND/OR CARRIED OUT IN THE 12 MONTHS PRIOR TO THE DATE OF THE OFFER DOCUMENT BETWEEN THE OFFERING PARTY AND ITS SIGNIFICANT SHAREHOLDERS OR MEMBERS OF THE MANAGEMENT AND CONTROL BODIES OF THE ISSUER WHICH MAY HAVE OR HAVE HAD SIGNIFICANT EFFECTS ON ITS ACTIVITIES

In the last 12 months, no financial and/or commercial transactions were carried out between OJM, directly or via trust companies or third parties, and its shareholders or members of the Board of Directors or the board of statutory auditors which may have or have had significant effects on the activities of OJM.

I.2 INDICATION OF AGREEMENTS CONCERNING THE EXERCISE OF VOTING RIGHTS, OR THE TRANSFER OF SHARES AND/OR OTHER FINANCIAL INSTRUMENTS

At the date of the Offer Document, there are no agreements between the Offering Party and the shareholders of the Issuer concerning the exercise of voting rights, or the transfer of Shares of the Issuer.

J. FEES TO THE INTERMEDIARIES

J.1 INDICATION OF COMPENSATION RECOGNISED TO EACH CATEGORY OF INTERMEDIARY

By way of consideration for the functions performed in connection with the Offer, OJM will recognise and pay out the following remuneration, by way of a fee inclusive of any and all remuneration for brokerage activities:

- to the Intermediary Responsible for the Collection of Acceptances, maximum remuneration of EUR 50,000.00, plus VAT if due, for the organisation and coordination of Offer acceptance collection activities;
- to each of the Custodian Intermediaries, a fee equal to 0.10% of the equivalent value of the Shares acquired through them and a fixed fee of EUR 5.00 for each Acceptance Form submitted.

No cost will be charged to the Offer Participants.

K. CASES OF ALLOCATION

K.1 METHODS OF ALLOCATION OF THE FINANCIAL INSTRUMENTS AS A RESULT OF THE OFFER

The Offer consists of a partial voluntary public purchase offer and is not intended to, nor may it, result in the delisting of the ordinary shares of the Issuer from the Euronext STAR Milan.

In the case of Acceptances of the Offer for quantities of Shares exceeding the up to 325,065 Shares subject to the Offer, an allocation will take place according to the “pro-rata” method, by means of which the Issuer will acquire the same proportion of Shares from all Participants for which they have accepted the Offer. The Allocation percentage will be established on the basis of the Allocation Ratio, or the ratio between the number of Shares subject to the Offer and the number of Shares for which the Offer is accepted.

The Issuer will withdraw without distinction from each Participant a number of Shares equal to the product between the number of Shares for which the Offer is accepted and the Allocation Ratio, rounded down to the nearest whole number of Shares.

By the evening of the last Trading Day of the Acceptance Period, i.e., 2 December 2022, OJM will check the provisional results of the Offer and calculate any provisional Allocation Ratio applicable in the event of an Allocation. The excess Shares following any Allocation procedure will be once again made available to the Participants through the Intermediary Responsible for Collection and the respective Custodian Intermediaries within the first Trading Day subsequent to the notice whereby the final results of the Offer will be disclosed.

Please also note that in the case of the application of the Allocation mechanism, in any event revocation of the Acceptance will not be permitted.

If at the end of the Acceptance Period the Offer has been accepted for fewer Shares than the maximum number of Shares subject to the Offer, OJM will purchase all Shares for which the Offer was accepted with no need to apply the Allocation mechanism outlined in this section.

L. DOCUMENTS THAT THE OFFERING PARTY MUST MAKE AVAILABLE TO THE PUBLIC, ALSO BY MEANS OF REFERENCE, AND PLACES WHERE SUCH DOCUMENTS ARE AVAILABLE FOR CONSULTATION

The Offer Document, Acceptance Form, press releases concerning the Offer and the consolidated financial statements as at 31 December 2021 and the additional period information as at 30 September 2022 are available to the parties concerned at:

- i. the registered office of OJM located at Via Bernardino Telesio, 18 20145 Milan and on the relative website www.openjobmetis.it, Investor Relations section, as well as
- ii. the registered office of the Intermediary Responsible for Collection at Via Turati no. 9, Milan.

M. STATEMENT OF RESPONSIBILITY

The Offering Party is responsible for the comprehensiveness and truthfulness of the data and information set forth in this Offer Document.

The Offering Party states that, insofar as it is aware, the data set forth in this Offer Document are true and there are no omissions that may alter them.

Openjobmetis S.p.A. Agenzia per il Lavoro
