

## PRESS RELEASE

Press release pursuant to articles 36 and 38, second paragraph, of the regulation adopted by Consob with resolution no. 11971 of 14 May 1999 as subsequently amended and supplemented (the “Rules for Issuers”).

### **PUBLISHED THE TENDER OFFER DOCUMENT RELATED TO VOLUNTARY PARTIAL PUBLIC TENDER OFFER LAUNCHED BY OPENJOBMETIS S.P.A. AGENZIA PER IL LAVORO ON MAXIMUM NUMBER OF 1,500,000 SHARES OPENJOBMETIS S.P.A. AGENZIA PER IL LAVORO**

- **Purchase price per share: Euro 9.00.**
- **Acceptance period: from 8:30 a.m. on August 7, 2023 to 5:30 p.m. on September 8, 2023, inclusive, unless extended**
- **Payment date of the purchase price: September 15, 2023, unless the acceptance period is extended**

*Milan, August 4 2023* – With reference to the voluntary partial public tender offer launched by Openjobmetis S.p.A Agenzia per il Lavoro (“Offeror” or the “Issuer” or the “OJM”) pursuant to Articles 102 and following of Legislative Decree no. 58 of February 24, 1998, as amended and supplemented (“TUF”), for a maximum number of 1,500,000 shares with no nominal value of OJM (the “Shares”), referred to in the press release issued on June 29, 2023 by OJM in its capacity as offeror (the “Tender Offer”), notice is hereby given that the Tender Offer Document, containing a detailed description of the terms and conditions of the Tender Offer as well as – among other things – the procedures for accepting the Tender Offer, which publication was authorized by Consob on 26 July 2023, is published today and made available to the public, together with the acceptance form, for consultation (i) at the registered office of OJM at Via Assietta 19, 20161 Milan; (ii) at the registered office of Equita SIM S.p.A, (in its capacity as intermediary appointed to coordinate the collection of acceptances) at Via Filippo Turati 9, 20121 Milan; (iii) on the website of OJM ([www.openjobmetis.it](http://www.openjobmetis.it) in the dedicated area “Investor Relations/Public purchase offers”).

Please also be aware that, in view of the fact that the Tender Offer is promoted by OJM, the company issuing the securities subject to the Offer, and that therefore there is coincidence between the Offeror and the Issuer, the Tender Offer Document does not include a statement of the Issuer pursuant to Article 103, paragraph 3, of the TUF and Article 39 of the Rules for Issuers.

The main elements of the Tender Offer, as more extensively described in the Tender Offer Document, are set out below.

**Shares subject to the Tender Offer.** The Shares subject to the Tender Offer are a maximum number of 1,500,000 OJM Shares, with no nominal value and fully paid up, listed on Euronext STAR Milan Market organised and managed by Borsa Italiana, equal to 11.22% of the share capital of the Issuer. The Offer is addressed without distinction to all holders of OJM Shares and does not concern the no. 342,759 treasury shares currently held by the Issuer corresponding to 2.56% of the share capital, which are therefore excluded from the Offer.

**Purchase price.** The purchase price, equal to Euro 9.00 for a unit consideration per Share for which the Offer is accepted, will be paid to the tendering shareholders on September 15, 2023, without prejudice to any extensions of the acceptance period that may be made in compliance with provisions of law or regulations in force, against the simultaneous transfer of full ownership of the tendered shares.

Should all the no. 1,500,000 be tendered in the Tender Offer, the overall disbursement will be equal to Euro 13,500,000.

**Conditions for the effectiveness of the Tender Offer.** The effectiveness of the Offer is subject to (A) the non-occurrence, by the first stock market trading day following the end of the acceptance period, of (i) extraordinary events or situations at national and/or international level involving serious changes in the political, financial, economic, currency or market conditions not known to the Offeror and/or the market at the date of publication of the Offer Document and which have substantially prejudicial effects on the Offer, on the conditions of the assets and/or on the equity, economic and/or financial conditions of OJM and/or on the companies forming part of the OJM Group as set forth in the consolidated interim financial report as at 30 June 2023 which the Company's Board of Directors approves on 4 August 2023 or of (ii) acts, facts, circumstances, events or situations not already determined at the date of publication of the Offer Document and such so as to determine a prejudice that significantly affects the Offer, on the conditions of the assets and/or on the equity, economic or financial conditions of OJM and/or the OJM Group, as set forth in the consolidated interim financial report as at 30 June 2023 which the Company's Board of Directors approves on 4 August 2023. It is understood that this condition also includes, inter alia, all circumstances listed in points (i) and (ii) above which may take place following, or in relation to, the conflict between Russia and Ukraine, political/military tensions between China and the US and/or any resurgence of the COVID-19 pandemic (which, although these are known phenomena in the public domain, may entail consequences that cannot currently be predicted for the conditions of the assets and/or the economic, equity and/or financial conditions of OJM and/or the OJM Group and/or the Offer) (the "MAC Condition"), and/or (B) the non-adoption and/or publication, by the first stock market trading day following the end of the acceptance period, by the competent institutions, bodies or authorities, of legislative, administrative (including public tender offer obligations pursuant to articles 106 et seq. of the TUF) or judicial acts or measures such so as to preclude, limit or make more onerous, in whole or in part, even on a transitional basis, the possibility of OJM and/or of the OJM Group to finalise the Offer (the "Burdens Condition" and jointly with the MAC Condition, the "Conditions of the Offer"). The Offeror may waive, or modify the terms, at any time and at its sole discretion, in whole or in part, of the conditions of the Offer.

The Offer is not conditional on the receipt of a minimum quantity of acceptances.

The Offeror shall give notice of the fulfilment or non-fulfilment of the Offer conditions and of any decision to waive them, by 7:29 a.m. on the second stock market trading day following the end of the acceptance period, by means of a communication, pursuant to article 36 of the Issuer Regulation, as well as in the notice relating to the final results of the Offer.

In the event of non-fulfilment of any of the conditions of the Offer and failure by the Offeror to exercise the right to waive them, with the resulting ineffectiveness of the Offer, the Shares for which the Offer was accepted will be returned to their respective holders, without any expenses or fees charged to them, by the first stock market trading day following the first announcement whereby the Offer is declared null and void.

**Acceptance period.** The offer acceptance period agreed upon with Borsa Italiana pursuant to article 40 of the Issuer Regulation will begin at 8:30 a.m. on 7 August 2023 will end at 5:30 p.m. on 8 September 2023 (inclusive), unless the Offer is extended, which OJM shall announce pursuant to provisions of law and regulations in force.

Therefore, unless there are extensions of the acceptance period, 8 September 2023 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 Offeror 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.it](http://www.openjobmetis.it) Investor Relations/Public purchase offers section.

**Allocation.** As this is a partial voluntary offer, in the case of acceptances of the Offer for quantities of Shares exceeding the up to 1,500,000 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 percentage (calculated by applying the allocation Ratio) of Shares from all participants for which they have accepted the Offer. Should an allocation be applied, 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 has been accepted and the allocation ratio, rounded down to the nearest whole number of Shares.

If the Shares for which the Offer is accepted by a single shareholder are identified by different identification codes, in order to protect the positions accrued in relation to the possibility of exercising the increased voting right, in the case of an allocation, the Offeror will withdraw Shares from each participant according to the following order of priority: (i) firstly, the Shares identified by ISIN code IT0003683528 (i.e. other than the Shares for which registration in the special list kept by OJM is required in order to obtain the increased voting right and Shares registered in the special list kept by OJM and pending the accrual of the increased voting right) (ii) secondly, the Shares identified by code XXITV0000313 (i.e. for which registration in the special list kept by OJM is required in order to achieve the increased voting right); (iii) thirdly, the Shares identified by code XXITV0000321 (i.e. registered in the special list kept by OJM and pending accrual of the increased voting right); (iv) fourthly, the Shares identified by ISIN code IT0005155269 (i.e. the Shares with Increased Voting Right).

By 11:59 p.m. on the last trading day of the acceptance period, i.e. 8 September 2023, unless extended, the Offeror will check the provisional results of the Offer and calculate any allocation ratio applicable in the event of an allocation.

By 7:29 a.m. on 14 September 2023, unless the acceptance period is extended, the final results of the Offer will be announced and the allocation ratio will be confirmed.

The excess Shares following any allocation procedure will be once again made available to the participants through the Intermediary In Charge of Collection and the respective Custodian Intermediaries within the first trading day subsequent to the notice of final results.

In any event, it continues to be the case that on the assumption of the return of Shares in the event of allocation, the participant will have the right to have Shares returned that have the same rights and/or powers (such as, for example, the pending request for registration in the special list held by OJM in order to obtain the increased vote, the pending accrual of the increased vote, as well as the increased vote) that they would have had in the event of non-acceptance of the Offer.

Please also note that the application of 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 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.

**Disclaimer.** *The Tender Offer is being made exclusively on the Italian stock exchange, the only market on which OJM's shares are listed, and is addressed, indiscriminately and under the same conditions, to all the shareholders of the Issuer with the exception of the Issuer itself.*

*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.*

*Copies of this press release, the Tender 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, send 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.*

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**Openjobmetis - an overview:** Openjobmetis is the Employment Agency established in 2011 as a result of the merger of Openjob SpA and Metis SpA, combining the unique skills and experiences for which they have always been known. Listed since December 2015, Openjobmetis SpA is the first and only Employment Agency in the STAR segment of Euronext Milan (EXM) operated by Borsa Italiana, and is positioned among the leading Italian operators in its field, with revenue of approximately EUR 768,4 million in the year ended 31 December 2022. Openjobmetis SpA, which provides temporary work employment, operates through a network of 150 branches and Specialized Divisions in a wide range of labour market sectors, including: Healthcare, Banking and Finance, Large-Scale Retail Trade, Big Clients, I&CT, Agro-Industrial and, as well as Techne specialized in aerospace, naval and energy thanks to the acquisition of Quanta S.p.A., a company merged into Openjobmetis with effect from 1 January 2022. Among the services offered, there are also research and selection solutions for direct entry into a company of qualified junior profiles through the Permanent Placement team and the division UNA Forza Vendite which deals with commercial figures and sales agents

Openjobmetis also has the following subsidiaries: (i) Openjob Consulting Srl, active in the management of the financed training activities; (ii) Seltis Hub Srl, the highly specialized vertical competence center focused on recruitment and selection that also operates through the digital platforms Meritocracy and Jobmetoo, (iii) Family Care Srl, APL dedicated to family assistance. Finally (iv) Lyve Srl, a 52.06% subsidiary, a training company.

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