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Public Purchase Offer on Treasury
Shares_ENG

Testo del comunicato

Vedi allegato.

PRESS RELEASE

TREASURY SHARE BUYBACK PROGRAMME LAUNCHED ON 19 APRIL 2022 CLOSED

LAUNCH OF A PARTIAL VOLUNTARY PUBLIC PURCHASE OFFER BELOW THRESHOLD ON TREASURY SHARES

UP TO 325,065 SHARES SUBJECT TO THE OFFER AT THE PRICE OF EUR 8.80 PER SHARE

Milan, 11 November 2022 – Openjobmetis S.p.A. (Italian Stock Exchange: **OJM**) (“**OJM**” or the “**Company**”), one of the main employment agencies, listed on the Euronext Milan - STAR segment - managed by Borsa Italiana, announces that the Board of Directors met today to close the treasury share purchase programme launched on 19 April 2022 on the basis of the authorisation of the shareholders’ meeting approved on the same date, and approved the launch of a new treasury share purchase programme, also based on the same shareholders’ meeting authorisation, to be carried out through a partial voluntary public purchase offer below threshold (the “**Offer**”) for up to 325,065 ordinary shares admitted to trading on the Euronext STAR Milan (the “**Shares**”), at the price of EUR 8.80 per share and for a maximum equivalent value of EUR 2,860,572.00.

Considering the maximum equivalent value of the Offer, which is below the threshold of EUR 8,000,000, as specified pursuant to Art. 100, paragraph 1, letter c) of the TUF and Art. 34-ter, paragraph 1, of the Issuer Regulation, the Offer is not subject to the discipline on public purchase offers and to the obligation of publication of an offer document authorised by CONSOB.

CHARACTERISTICS OF THE OFFER

Offering Party: Openjobmetis S.p.A. Agenzia per il Lavoro.

Issuer: the Offer is launched by OJM on its own treasury shares.

Categories and quantity of financial instruments subject to the Offer: the Offer concerns up to 325,065 ordinary shares of the Company, with a unit nominal value of EUR 1, equal to 2.37% of the entire share capital.

As of today’s date, the Company already holds 360,535 treasury shares, while its subsidiaries do not hold any of its shares.

If the number of ordinary shares for which the Offer is accepted exceeds the 325,065 subject to the Offer, a “pro-rata” allocation will be applied, by virtue of which OJM will purchase the same proportion of Shares from all shareholders accepting the Offer for which they have accepted the Offer.

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 all declared their intention not to accept the Offer.

The Offer is open, in Italy, without distinction and under equal conditions, to all holders of OJM shares. The shares for which the Offer is accepted must be free of real, mandatory and personal constraints of any type or nature whatsoever and freely transferrable to OJM.

Unit consideration offered and total equivalent value of the Offer: OJM will recognise consideration of EUR 8.80 (the “**Consideration**”) to the Offer participants with reference to each ordinary share acquired as a result of the Offer. The maximum equivalent value of the Offer is EUR 2,860,572.00. The Consideration incorporates a premium of 9.94% with respect to the official Stock Exchange price of 11 November 2022, the last Trading Day before the launch of the Offer.

The Consideration will be paid in full in cash and 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 instead be borne by the Offer participants.

Reasons for the Offer: 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, 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: (i) 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 (ii) 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 and (iii) acting on its shares from a medium and long-term investment point of view or in any case seizing market opportunities.

The Offer is not aimed at delisting the Issuer’s ordinary shares from the Euronext STAR Milan.

Duration of the Offer, payment date and any extension: the Offer Acceptance Period will have a duration of 15 Trading Days and will begin at 8:30 a.m. on 14 November 2022 will end at 5:30 p.m. on 2 December 2022, unless the Offer is extended.

The Offering Party reserves the right to extend the acceptance period, as well as modify the terms of the Offer, if applicable informing the market at least two days prior to the conclusion of the acceptance period.

The consideration will be paid on 9 December 2022, without prejudice to any extensions.

Equita SIM S.p.A. will act as Intermediary Responsible for Acceptance Collection Coordination.

Openjobmetis S.p.A. is also assisted by Alantra Capital Markets SV S.A.U.– Italian Branch as Financial Advisor.

Conditions: the Offer is not subject to conditions; in particular, the Offer is not subject to receiving a minimum quantity of acceptances.

Offer promotion market: the Offer is promoted exclusively in Italy and is intended, under equal conditions, for all shareholders of the Issuer. The Offer is not promoted or disseminated in the United States of America, Canada, Japan or Australia, or in any other country in which such Offer 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.

Website for the publication of notices and documents relating to the Offer: the terms and conditions of the Offer are set forth in the Offer Document, which will be made available to the public with the Acceptance Form, within the offer acceptance period, on the Company's website at www.openjobmetis.it, section *Investor Relations/Public Purchase Offers*, which should be referred to for all clarifications and detailed information regarding the Offer. The notices, press releases and documents relating to the Offer, will likewise be published on the website of the Issuer/Offering Party.

This press release may be consulted on the website of the Company www.openjobmetis.it (*Investor Relations/Press Releases Section*) and on www.emarketstorage.com.

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 720.8 million in the year ended 31 December 2021. 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 specialised 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 new highly specialized vertical competence centre focused on recruitment and selection that operates through the brands Seltis, Meritocracy and Jobmetoo, (iii) Family Care Srl, APL dedicated to family assistance. Finally (iv) HC Srl, a result of the merger of Corium Srl and HC Srl, 92.9% owned, which deals with training, coaching and outplacement and (v) Lyve Srl, a 50.66% subsidiary, a training company specialized in the field of financial and insurance services.

Investor Relations - Alessandro Esposti

Investor.relator@openjob.it

Tel. +39 0331-211501

**Press Office – Finance
CDR Communication**

Angelo Brunello

angelo.brunello@cdr-communication.it

Tel. +39 329-2117752

Openjobmetis

comunicazione@openjob.it

Tel. +39 0331 211501

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