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Press release

This press release does not constitute an offer to sell securities in the United States or in any other jurisdiction. The Bonds (and the underlying shares) may not be offered or sold in the United States absent registration or an exemption from registration under the U.S. Securities Act, as amended. ORPEA does not intend to register any portion of the planned offering in the United States or to conduct a public offering of securities in the United States.

**Offering by ORPEA of bonds convertible into and/or exchangeable for new or existing ordinary shares (OCEANE), due January 1st, 2016
Full exercise of the over-allotment option increasing the issue to an amount of approximately € 180 million**

Puteaux, December 13th, 2010

The Joint Lead Managers and Joint Bookrunners of the bonds convertible into and/or exchangeable for new or existing ordinary shares (OCEANE) offering launched by ORPEA (the "Company") have informed the Company (Euronext Paris: ORP) that they are exercising today in full the over-allotment option that they had been granted.

As a result, the total issue size has been increased to € 179,999,956.05 corresponding to 4,069,635 Bonds.

Furthermore, BNP Paribas, in its capacity as stabilization agent in the context of the offering, has informed the Company that it has not carried out stabilization transactions in relation with the offer during the stabilization period which started on December 7th, 2010 following the press release of the Company announcing the final terms of the Bonds, and ends today.

The expected date of issue and settlement and delivery for the Bonds is December 15th, 2010.

The offer is managed by BNP Paribas, Crédit Agricole CIB and Société Générale Corporate & Investment Banking as Joint Lead Managers and Joint Bookrunners.

This press release does not constitute an offer to subscribe for the Bonds. There shall be no public offer of the Bonds in any country other than France.

Distribution of the French prospectus

A French prospectus (the "**Prospectus**") comprised of the Company's Registration Document (*Document de référence*) filed with the French Market Authority (*Autorité des marchés financiers* or the "**AMF**") on July, 13th 2010 under number D.10-0625 (the "**Registration Document**"), the update of the Registration Document filed with the AMF on December 6th, 2010 under number D.10-0625-A01, a *note d'opération* and the summary of the Prospectus (included in the *note d'opération*) received visa n° 10-429 from the AMF on December 7th, 2010. Copies of such Prospectus are available free of charge at the registered offices of the Company, 1-3 rue Bellini 92806 Puteaux cedex – France, as well as on the web site of the Company (www.orpea.com) and the AMF (www.amf-france.org). Investors are reminded of the risk factors mentioned in chapter IX (pages 109 to 128) of the Registration Document, pages 55 to 59 of the update of the Registration Document and paragraph 2 (pages 15 to 18) of the *note d'opération*.

About ORPEA SA (www.orpea.com) : Listed on Euronext Paris since April 2002 and a member of the Deferred Settlement Service, ORPEA SA is a leading player in the Long-Term Care and Post-Acute Care sectors. At 1st January 2011, the Group will have a unique network of healthcare facilities with 32,939 beds (27,123 of which are operational) across 356 sites, including:

- 26,702 beds in France: 22,058 operational (including 3,052 being renovated) + 4,644 under construction, spread across 298 sites,
- 6,237 beds elsewhere in Europe (Spain, Belgium Italy and Switzerland): 5,065 operational (including 674 being renovated) + 1,172 under construction, spread across 58 sites.

Listed on Euronext Paris Compartment A of NYSE Euronext

Member of the **SBF 120 index** and **SRD**

ISIN: **FR0000184798** - Reuters: **ORP.PA** - Bloomberg: **ORP FP**

Investor Relations:

NewCap.

Emmanuel Huynh / Steve Grobet

Tél. : 01 44 71 94 94

orpea@newcap.fr

ORPEA

Yves Le Masne

Deputy CEO

Tél: +33 (0)1 47 75 78 07

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The offer and sale of the Bonds in France were first carried out in a private placement to persons falling within article L.411-2-II of the French *Code monétaire et financier*. The offer has been made to the public in France following the granting of the "visa" by the AMF on the Prospectus from 8 to 10 December.

With respect to the member States of the European Economic Area, other than France, which have implemented the Directive EC/2003/71 called the "**Prospectus Directive**" (each, a "**relevant member State**"), no action has been undertaken or will be undertaken to make an offer to the public of the Bonds requiring a publication of a prospectus in any relevant member State. As a result, the Bonds may only be offered in relevant member States:

- (I) to legal entities which are authorised or regulated to operate in the financial markets or, if not so authorised or regulated, whose corporate purpose is solely to place securities;
- (II) to any legal entity which has two or more of the following criteria: (1) an average of at least 250 employees during the last financial year; (2) a total balance sheet of more than € 43 million; and (3) an annual net turnover of more than € 50 million, as per its last annual or consolidated accounts;
- (III) in any other circumstances, not requiring the issuer to publish a prospectus as provided under article 3(2) of the prospectus directive.

Concerning the United States of America, the securities referred to in this press release have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("**US Securities Act**"), and may not be offered or sold in the United States absent registration or an exemption from registration under the US Securities Act. ORPEA does not intend to register any portion of the planned offering in the United States or to conduct a public offering of securities in the United States. The Bonds are only being offered and sold outside of the United States in offshore transactions in accordance with Regulation S under the US Securities Act ("**Regulation S**"). Terms used in the present paragraph have the meanings given to them in Regulation S.

Concerning the United Kingdom, this document is not a prospectus which has been approved by the Financial Services Authority or any other United Kingdom regulatory authority for the purposes of Section 85 of the Financial Services and Markets Act 2000, as amended ("**FSMA**") in connection with the issue or sale of the Bonds and/or the new or existing shares to be issued upon conversion or exchange of the Bonds (the "**Securities**"). This document is only directed at persons who (i) are located outside the United Kingdom, or (ii) have professional experience in matters relating to investments and fall within Article 19(5) ("investment professionals") of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005, (the ("**Order**") or (iii) are persons falling within Article 49(2)(a) to (d) ("high net worth companies, unincorporated associations, etc.") of the Order (these persons mentioned in paragraphs (i), (ii) and (iii) together being referred to as "**Relevant Persons**"). The Securities are directed only at Relevant Persons and no invitation, offer or agreements to subscribe, purchase or otherwise acquire Securities may be proposed or made other than with Relevant Persons, and no investment or investment activity to which this document relates is available to or will be engaged in with persons other than Relevant Persons. Any person other than a Relevant Person may not act or rely on this document or any provision thereof. Persons distributing this document must satisfy themselves that it is lawful to do so. Past performance of the Company's securities should not be relied on as an indication of future performance. In the United Kingdom, offers of the Securities are only being made to persons who are "qualified investors" within the meaning of Section 86 of FSMA.

Concerning Italy, no prospectus relating to the Bonds has been registered in Italy, with the *Commissione Nazionale per le Società e la Borsa* ("**CONSOB**") in accordance with the Legislative Decree No. 58 of February 24, 1998, as modified (the "**Financial Services Act**"), and the CONSOB Regulation No. 11971 of May 14, 1999, as modified (the "**Issuers' Regulation**"). Accordingly, the Bonds have not been and will not be offered, transferred or delivered, directly or indirectly, in an offer to the public ("*offerta al pubblico*") in Italy and no copies of the French Prospectus or any other document relating to the Bonds may be or will be distributed in Italy, unless an exemption applies.

Therefore, the Bonds may not be offered, transferred or delivered in Italy unless copies of the French Prospectus and any other document relating to the Bonds are distributed or made available exclusively:

- (a) to qualified investors (*investitori qualificati*), as defined in Article 34-ter, paragraph 1, letter b) of the Issuers' Regulation, pursuant to Article 100 of the Financial Services Act ; or
- (b) in any other circumstances where an exemption from the rules governing offers to the public applies, pursuant to and in accordance with Article 100 of the Financial Services Act and Issuers' Regulation.

Moreover, any offering, transfer, or delivery of the Bonds in Italy or the distribution in Italy of copies of the French Prospectus or any other document relating to the Bonds as provided in paragraphs (a) and (b) above must also be realized in accordance with all applicable Italian laws and regulations concerning the securities market, tax matters, exchange controls and any other applicable legal and regulatory provision, and must, in particular, be realized:

- (i) via investment firms, banks or financial intermediaries authorized to carry out such activities in Italy in accordance with the Financial Services Act, the Legislative Decree No. 385 of September 1, 1993, as amended (the "**Banking Law**"), and the CONSOB Regulation No. 16190 of October 29, 2007, as amended; and
- (ii) in conformity with any other applicable law and any other term or restriction that may be, from time to time, imposed by the CONSOB, the Bank of Italy and/or any other Italian authority.

Any person purchasing Bonds in the offering assumes the entire responsibility for ensuring that any offer or resale of the Bonds so purchased occurs in accordance with all applicable Italian laws and regulations. No person resident or located in Italy other than the original addressees of the French Prospectus should rely on it or its content.

Article 100-bis of the Financial Services Act affects the transferability of the Bonds in Italy to the extent that any placement of the Bonds is made solely with qualified investors and such Bonds are then systematically resold to non qualified investors on the secondary market at any time in the 12 months following such placement. Where this occurs, if no prospectus in compliance with the Prospectus Directive has been published, purchasers of Bonds who are acting outside of the ordinary course of their business or profession may in certain circumstances be entitled to declare such purchase void and to claim damages from any authorized person at whose premises the Bonds were purchased, unless an exemption provided for under the Financial Services Act applies.