



2009 FULL-YEAR RESULTS

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March 2010



SUMMARY

- 1. FY 2009 key events
- 2. Implementation of the growth strategy: practical example of the creation and renovation of a facility
- 3. 2009 annual results
- 4. Strategy and outlook
 - Appendices

A EUROPEAN PLAYER IN LONG-TERM, POST-ACUTE AND PSYCHIATRIC CARE



Our business: long-and medium-term physical and psychiatric care

- Long-term care / Secure Alzheimer unit
- Polyvalent and specialist post-acute care facilities
- Psychiatric clinics

A European network of 28,073 beds on 300 sites

- 18% abroad (Italy, Spain, Belgium and Switzerland)
- 19,194 beds open and operational
- 8,879 beds under construction or being renovated

Over 15,500 staff

- A proactive Human Resources policy
- Over 10,000 training courses given each year



Property assets worth €1.64 billion

- 176 new or recent buildings
- Leading locations







A solid history of development and profitable growth

- N° of beds 2004 2009: **+160%**
- Revenue 2004 2009: +256%
- Recurring EBIT 2004 2009: +250%



REGULATORY CHANGES



Change	Implementation	Objectives	ORPEA's assets
Creation of ARS (Regional Health Agencies)	Appointment of directors in Q4 2009 Organisation underway	<u>A single</u> authority for health and medico-social care A single representative	An established network with the various local Regulatory Authorities
Requests for proposals	Launch in October 2010	Increase in transparency and equity between players Readable 3-year timeframe	A history of sound care The ability to mobilise financing Loyal and experienced teams
Inclusion of medicine in care coverage packages	Experimentation in 2010		Experimentation in chemist management in clinics
Post-Acute Care bill	Ongoing	Overhaul of PAC and Physical Therapy activities on a shared basis, with variations by speciality	An opportunity to make known or to increase our specialisation and to develop the network (extensions, etc.)

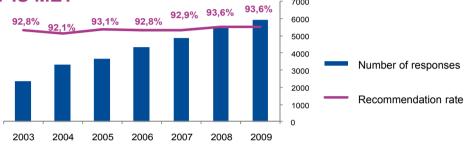


Easily-adaptable changes for structured groups

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ACKNOWLEDGEMENT OF ORPEA'S KNOWHOW AND QUALITY

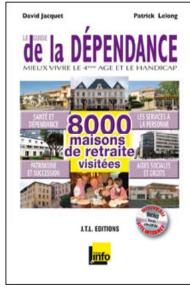
A satisfaction rate that remains high amongst residents, families and prescribing medical specialists, independently of the Group's buoyant development: ORPEA's COMMITMENT TO QUALITY IS MET



- Guide de la Dépendance Mieux Vivre France Info (Guide to long-term care): ORPEA's facilities are amongst the best rated in most French departments. Examples:
 - ✓ Calvados (14): ORPEA Beaulieu home: n°1 (9.5/10)
 - ✓ Alpes Maritimes (06): 3 homes in the TOP 8 (9.5 or 9/10)
 - ✓ Seine et Marne (77): Résidence Des Noues: n°1 (10/10)
 - ✓ Paris (75): 2 homes in the TOP 7 (9/10)
 - ✓ Vaucluse (84): L'Oustau de Leo de Laq home: n°1 (9.5/10)

Regional awareness increased by numerous articles

The result of more than 20 years of experience of our Quality policy





SUSTAINABLE DEVELOPMENT AT THE HEART OF OUR CONSTRUCTION POLICY

- Expertise developed over many years by internal project management and project contracting teams
 - Energy saving and HQE approach initiated for a number of years
 - ✓ Integration of the sustainable development aspect very upstream from the actual construction
- Implementation of the Sustainable Development approach for new constructions in order to obtain BBC[®] (low energy consumption building) certification
 - ✓ Energy savings: thermal insulation, water management, etc.
 - ✓ Green construction: use of natural materials from near the site (terra cotta, wood, etc.)
 - Integration of sources of renewable energy
- ► A practical approach in many recent constructions:
 - ✓ Clinic in Bénodet: 132 m² of solar panels
 - ✓ Facility in Marseille; ground-coupled heat exchanger and solar panels for domestic hot water
 - ✓ Home in Soubise: integration of the majority of the 14 HQE targets
- Continual reduction in costs: estimated overrun of 30% 5 years ago cut to around 10% in 2009











STRENGTHENING OF OUR FINANCIAL FLEXIBILITY



► €217m OBSAAR bond issue in July at very attractive conditions

- ✓ Aims: optimise debt (€140m) and increase our development means (€77m)
- ✓ Attractive price: 3-month Euribor +1.37%
- Potential increase in shareholders' equity in 6 years' time with a limited dilutive effect (3.2% of capital)

► €62.4m capital increase in October

- ✓ Aim: strengthen shareholders' equity and seize external growth opportunities
- Market opportunity at a very low discount

New financing commitments from our banking partners

- ✓ Medium- and long-term loans
- ✓ Leasing
- Real-estate divestments within the framework of an arbitrage policy (proprietor of 50% of our assets): €120m
 - ✓ Via the Scellier bill at particularly attractive conditions
 - ✓ To family offices seeking the visibility and security provided by ORPEA's property assets

Diverse financing means in order to meet two objectives: improve debt ratios and pursue development

2009 OPENINGS



Opening of 10 facilities representing 983 beds

- ✓ 8 long-term care facilities: Caen II (14), La Valette du Var (83), Châteauneuf de Grasse (06), Carbon Blanc (33), Toulouse Crampel (31), Brasles (02), Brussels, Cagnes-sur-Mer (06)
- ✓ 2 post-acute care clinics: Rueil Malmaison (92), Grasse (06)



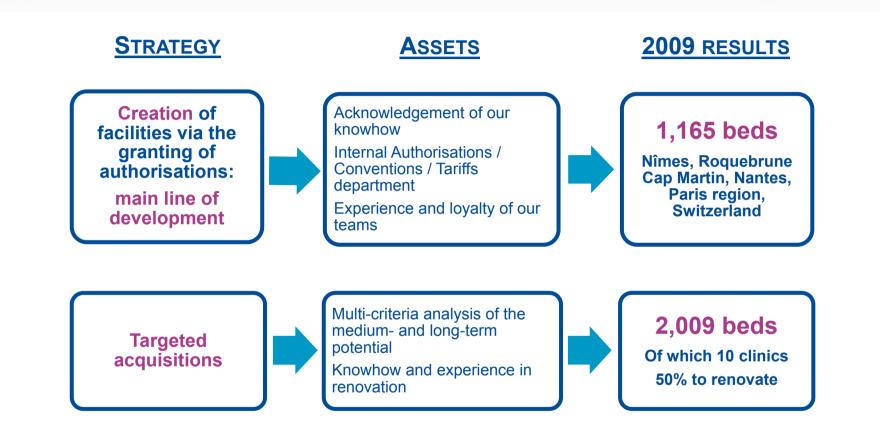
Recruitment of close to 1,000 staff within the framework of these openings

- Long-term regional jobs that cannot be outsourced
- ✓ Diverse profiles: director, nurses, auxiliary nurses, etc.



NEW VALUE-CREATING DEVELOPMENTS OF 3,174 BEDS (MARCH 2009 TO MARCH 2010)

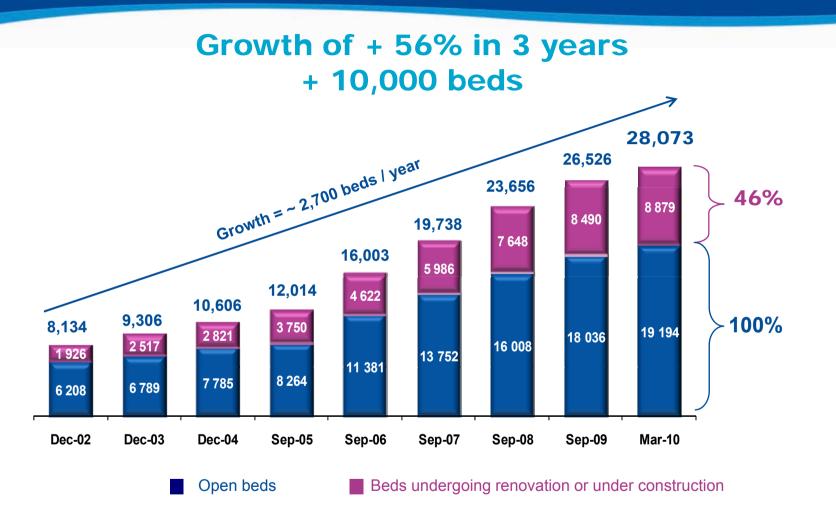




3,174 beds
34 facilities + further authorisations
64% to build or renovate

UNINTERRUPTED GROWTH MOMENTUM FOR 10 YEARS



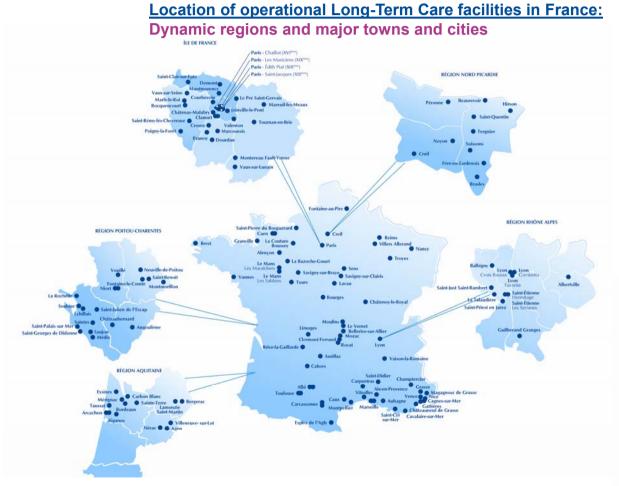


Growth reservoir: 8,879 beds undergoing renovation or construction Total of 28,073 beds representing €1.225 billion secured revenue in 2012

FRANCE: STRATEGIC LOCATIONS



- Network of 252 facilities, 22,892 beds
 - ✓ 18,351 operational beds (2,854 of them undergoing renovation)
 - ✓ 4,541 beds under construction



Location of Long-Term Care facilities and clinics in Paris area: Predominance of the Western district



INTERNATIONAL DEVELOPMENT: SUCCESS OF THE FRENCH MODEL REPLICATION



- A network of 5,181 beds (48 facilities) 50% of which under construction or renovation
- Strategy: optimisation of profitability and development by creation

Spain: 1,776 beds

100% of the network is operational





Belgium: 2,090 beds

50% of the network is operational: 442 beds undergoing renovation + 418 beds under construction







Italy: 1,150 beds

54% of the network is operational: 66 beds undergoing renovation + 468 beds under construction

Acquisition of a 150-beds facility







Switzerland: 165 beds 45% of the network is operational

Authorisation for a Post-Acute and Physical Re-education clinic of 90 beds







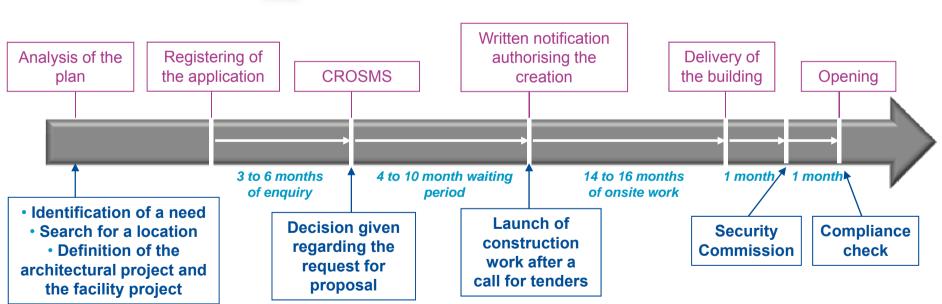




CREATION OF A LONG-TERM CARE FACILITY VIA AUTHORISATION PRIOR TO REQUEST FOR PROPOSALS



- A long process that takes between 24 and 36 months, depending on each case and region
- The opportunity to create facilities that perfectly meet:
 - ✓ the standards set by ORPEA
 - the demands of the Regulatory Authorities
 - ✓ the needs and expectations of the elderly and their families



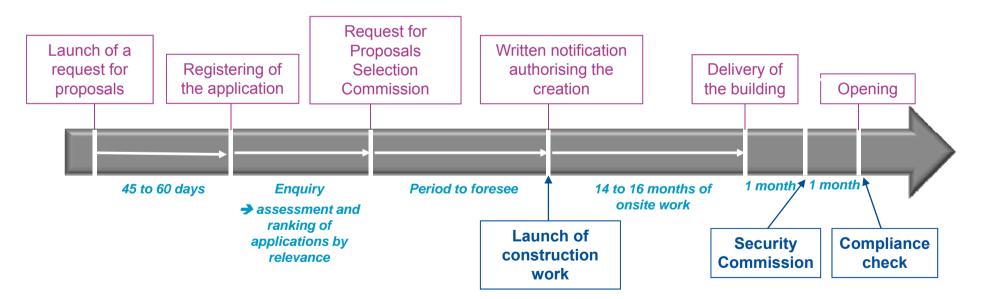
Guaranteed value creation

CREATION OF A LONG-TERM CARE FACILITY VIA AUTHORISATION AFTER REQUESTS FOR PROPOSALS



Imminent regulatory change: request for proposals procedure instigated by the HPST bill

- ✓ October 2010: launch of requests for proposals
- Similar processes enabling ORPEA to continue benefitting from its experience
 - Requirements, intake capacity and location clearly defined in the request for proposal's list of specifications
 - ✓ Similar timeframes
 - ✓ CROSMS replaced by a Request for Proposals Selection Commission, which makes the final decision



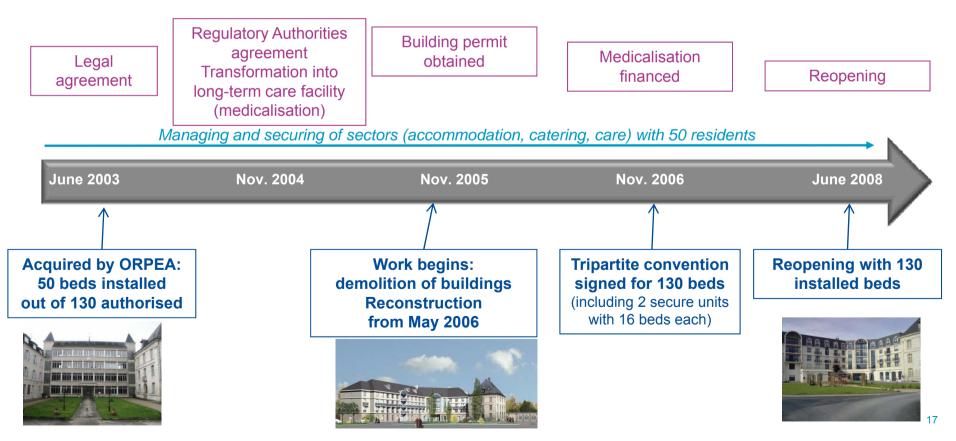
TAKEOVER AND RENOVATION OF THE BOURGES LONG-TERM CARE FACILITY (18)



Acquisition of 130 beds of a congregation

Reasons behind this acquisition:

- Strategic location in the centre of Bourges
- ✓ 80 authorised beds not yet installed
- ✓ High value-creation potential following medicalisation and major renovation work



« *MA MAISON* » BEFORE RENOVATION











« *LE CLOS DES BÉNÉDICTINS »* PROJECT





« *LE CLOS DES BÉNÉDICTINS »* HOME AFTER RENOVATION







	BEFORE renovation	AFTER renovation
Intake capacity	50 beds installed out of 130 authorised	130 beds installed and authorised
Per diem price	€20	€74
Single bedrooms	> 50%	100%
Average bedroom size	7 to 12 m ² (22 m ² if double)	21 m²
Bathroom and toilet	Shared	Individual
Animation	-	Daily programme organised by a qualified coordinator + Specific areas (activities room, Snoezelen, balneotherapy, physiotherapy)
Catering	-	Specific team Meals cooked onsite and served in a bright room looking onto a terrace and park



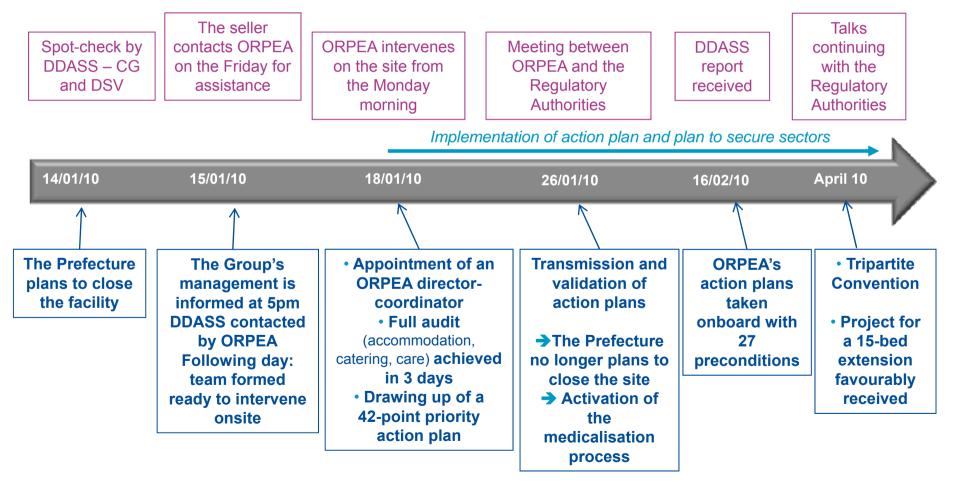
Improvement in residents' quality of life Optimisation of per diem prices and substantial value creation

TAKEOVER OF A LONG-TERM CARE FACILITY IN THE PARIS REGION (1/3)



The context of the takeover:

► Takeover originally slated for 30/04/2010 (via a compromise dated October 2009)



MEETING OF REGULATORY AUTHORITIES' PRECONDITIONS (2/3)



Extracts of the main preconditions	At 16/02/10	At 1/03/10	At 16/03/10	At 30/03/10
Set up medical and care files + bring together office- based health specialists to ensure their support for this approach	15/02/10			
Establish simple and efficient transmission terms, ensure that documents are updated in function of recommendations	15/02/10			
Review every medicine circuit and set up an organisation that complies with prevailing recommendations			09/03/10	
Review the terms under which medicine is handed out by the town's dispensary			03/03/10	
Regularise the assignments of staff vis-à-vis their qualifications				30/03/10
Apply verification and maintenance protocols for emergency equipment	27/01/10			
Train and supervise medical personnel in medical care best practices			16/03/10	
Stop all prescription transcripts	29/01/10			

A HIGH-POTENTIAL PROJECT (3/3)



ORPEA's experience, knowhow and reactivity have enabled the situation to be unblocked and the future of this facility to be constructed

- The Prefecture is no longer considering closing the facility
- Reorganisation of how the site is run
- Facility open and medicalisation project (tripartite convention currently being negotiated and recruitment of medical staff)
- Presentation to the Regulatory Authorities of a 15-bed extension



3 to 4-year objective:

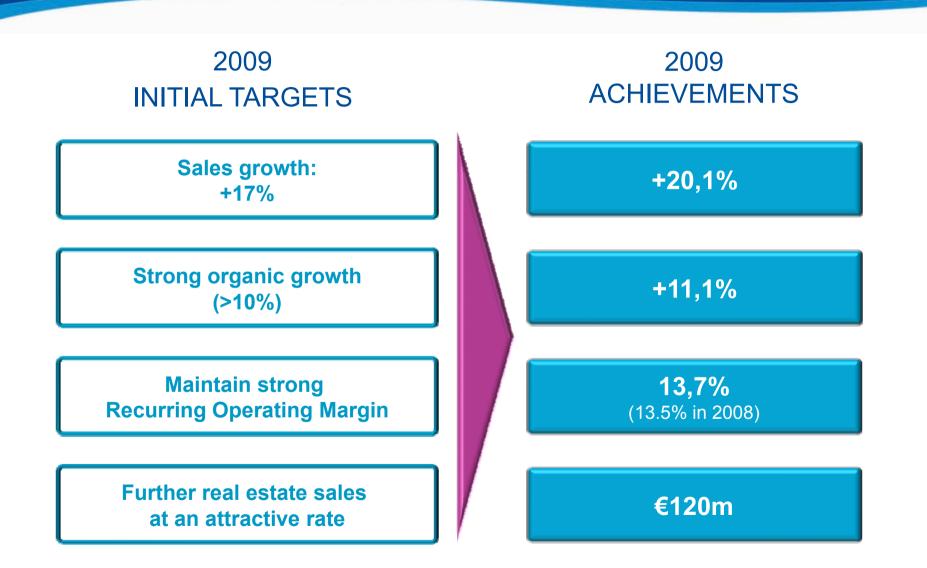
An 80-bed facility in the heart of the Paris region, medicalised and entirely renovated, in line with the Group's quality standards and ratios





ACHIEVEMENTS ABOVE TARGETS



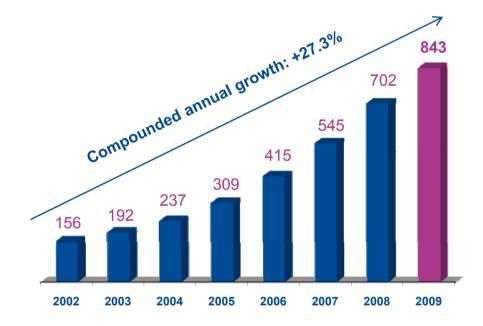


2009: NEW FY OF STRONG AND SUSTAINABLE GROWTH



≥2009 sales: €843,3m (+20.1%)

2009 organic growth: +11.1%



In €m	2009	2008	▲ %
France	739.2 88%	613.1 <i>87%</i>	+20.6%
International	104.1	89.2	+16.7%
	12%	13%	
Belgium	47.8	38.6	
Spain	28.7	27.2	
Italy	17.9	15.4	
Switzerland	9.7	8.1	
Total	843.3	702.3	+20.1%

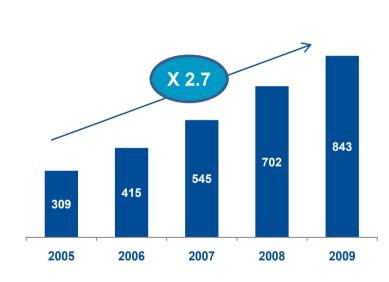
Solid momentum with strong organic growth and secured external growth

A PROFITABLE AND DYNAMIC DEVELOPMENT



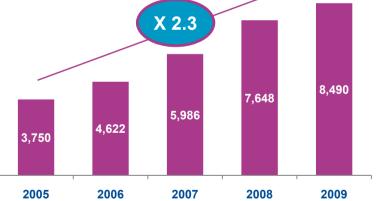
Average annual growth of sales over 5 years: +29%

Average annual growth of beds under construction and renovation over 5 years: +23%



Sales in €m





Ambitious and dynamic development policy Increasing profitability from 13.3% to 13.8% in 3 years

FULL-YEAR RESULTS – KEY FIGURES



ln €m	2009	2008	▲ %
Sales	843.3	702.3	+20.1%
EBITDAR (EBITDA before rents)	205.4	168.1	+22.2%
Recurring EBITDA	151.1	123.6	+22.2%
Recurring EBIT (Rec. Ope. Profit)	115.5	94.9	+21.7%
EBIT (Operating profit)	133.8	106.9	+25.1%
Financial result	-44.9	-42.7	(+5.1%)
Net profit	61.0	48.4	+26.1%



Strong growth in all performance criteria Increase of the Recurring Operating Margin

OPERATING PROFIT



ln €m	2009	2008	▲ %
Sales	843.3	702.3	+20.1%
Staff costs	-423.7	-354.1	+19.7%
Expenses	-167.1	-140.9	+18.6%
Taxes and duties	-42.8	-36.4	+17.5%
Other costs and products	-4.4	-2.9	N.S.
EBITDAR (EBITDA before rents)	205.4	168.1	+22.2%
	24.4%	23.9%	
Rents	-54.2	-44.5	+21.9%
Recurring EBITDA	151.1	123.6	+22.3%
Amortizations & depreciations	-35.7	-28.6	+24.5%
Recurring EBIT (Rec. Oper. Profit)	115.5	94.9	+21.7%
	13.7%	13.5%	
Non recurring items	18.3	12.0	N.S.
EBIT (Operating profit)	133.8	106.9	+25.1%

INCREASE IN INTERNATIONAL MARGINS



		2009			2008	
ln €m	Sales	Recur. EBIDTA	% of sales	Sales	Recur. EBIDTA	% of sales
France	739.2	139.7	18.9 %	613.1	116.8	19.0%
Spain	28.7	0.8		27.2	-0.1	
"GrupoCARE" only		+1.2			+0.4	
Italy	17.9	1.7		15.4	0.5	
Belgium	47.8	7.6		38.6	5.3]
Switzerland	9.7	1.4		8.1	1.1]
International	104.1	11.5	11.0%	89.2	6.8	7.6%

Recurring Ebitda: Recurring operating profit before amortization and depreciation

- France : maintaining solid profitability despite despite of facilities being opened or renovated and setting up of rents for sold facilities
- Spain : «Grupo CARE» EBITDA increased from -€0.5m to +€1.2m in 2 years
- Italy : 2 facilities on 5 in restructuration
- Belgium : strong growth in Ebitda

STRENGTHENED FINANCIAL STRUCTURE



	In €m	31-Dec-09	31-Dec-08
	Fixed assets	2,651	2,299
	Goodwill	202	179
	Intangible assets	770	610
TS	Tangible assets & inventories	1,642	1,479
SET	Others non current assets	37	31
AS	Current assets	361	224
	Of which available & marketable securities	135	53
	Assets held with a view to being sold	73	49
	TOTAL ASSETS	3,084	2,572
	Shareholders' equity and infinite diferred tax	845	698
	Shareholders' equity	635	541
	Diferred tax (Quasi shareholders equity)	210	157
S	Fixed liabilities	1,594	1,281
Ë	Other differed tax liabilities	244	216
	Provisions for risks and charges	34	25
LIABILITIE	Long-term financial debt	1,316	1,034
	Current liabilities	572	551
	Of which short-term debt (bridge loans)	115	153
	Debt linked to assets held with a view to being sold	73	42
	TOTAL LIABILITIES	3,084	2,572

MPROVEMENT OF DEBT RATIOS



Net financial debt as at 31.12.09 : €1,295m* (81% of which in financing property)

Debt ratios

Restated financial leverage1:Net financial debt – Property debt
Ebitda – (6% Property debt)= 3.07 / covenant 5.50

Restated gearing: <u>Net financial debt</u> = 1.62 / covenant 2.20 Shareholders equity + quasi equity

Change in Restated financial leverage



¹ Ebitda is reduced by 6% of the total property debt, with this debt including the property loans, corresponding to future Ebitda not taken into account in this ratio

* Excluding the effect of the €73m of assets in the process of being divested.

OPERATIONS



Mar /		
	Assets	Liabilities
	 Network of 28,073 beds ✓ 19,194 in operation 	Financed by medium-term 5 to 7-year loans
	 3,362 in operation to be renovated 5,517 under construction 	Hedged by derivatives: swaps
	Carrying value: €770m +26% in 1 year	Net operating debt: €259m
		I





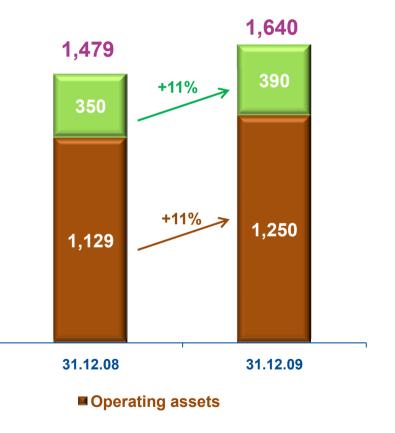
Network of high-potential beds, partially valued as assets (authorisations obtained by the Group not incorporated in the Balance sheet)

SOLID REAL-ESTATE ASSETS



- Strategic locations: town centres (including in Marseille, Lyon, Paris...)
- Average age of buildings < 10 years old</p>
- 176 buildings owned by the Group itself,
 61 of them partially owned
 - + 16 buildings in 1 year
- Constructed surface area: 650,000 m² out of over 1 million m² of land
 - + 150,000 m² of constructed surface area in 1 year
- Total value of the Group's real-estate assets: €1,640m
 +11% in 1 year

Change in the total value of the Group's real-estate assets (€m)



Assets under development

REAL-ESTATE ACTIVITY AND DEBT



Assets	Liabilities
Operating property: 650,000 m ² out of more of a million m ² of lands Secure and saleable assets, not especially	 Financed by leases and long-term loans (12 years)
 vulnerable to fluctuations in the property market Building land + building under construction (€390m) 	Property development credit lines Exit via finance leases, sale to property investment companies or "LMP, LMNP, SCELLIER", sale to institutional investors
 1,200 beds due to open in 2010 + 8,000 beds under construction or renovation ► Asset value*: €1,642m 	Net property debt*: €1,036m
will allow the Group to maintai	ational and under development, n solid profitability and increase by 50% over the coming 3 years

PROPERTY FINANCING STRATEGY



Assumptions adopted: cost of financing of a €10m property over 25 years

- ✓ 15-year property leasing with a residual value of 15% spread over 2 years
- ✓ "Reit" rent with rent indexing of 3% (average Construction Cost Index over the last 10 years: 3.5%)



✓ 70% of ORPEA leases

The property leasing financing strategy has never been so advantageous

AMBITIOUS INVESTMENTS FOR A SECURED GROWTH



ln €m	2009	2008	▲ %
Recurring EBITDA	151.1	123.6	+22%
Net cash flow from operating activities	119.1	100.1	+19%
Net investment cash flow	-241.0	-375.1	-36%
Maintenance	-21.0		
Construction	-146.0		
Property sales	120.0		
Acquisitions	-194.0		
Net financing cash flow	203.5	273.6	-26 %
Capital increase	62.0		
Bank financing	141.5		
Change in cash position	81.6	-1.4	n.s.

Investments dedicated to a strong sustainable growth of EBITDA: Change on 5 years (2009 / 2004): +252%



STRATEGY AND OUTLOOK

Charleville Mézières (08), Long-term care facility project



2010 OPENINGS



Opening of around 10 facilities

- Long-term care facilities: Soubise (17), Chartres (28), Marseille (13), Nice (06), Neuilly-sur-Seine (92), Charleville Mézières (08), Saint Vrain (91)
- ✓ Post-acute care clinics: Asnière (92)



ONGOING DEVELOPMENT PROJECTS



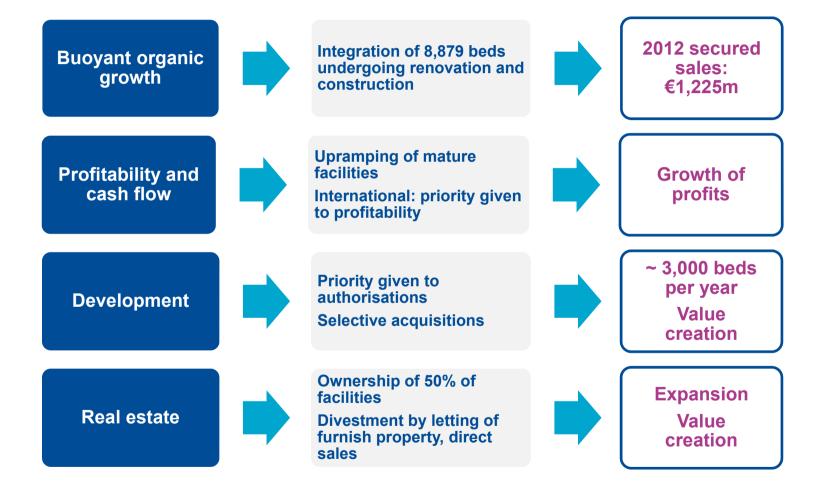
More than 20 development projects: construction, renovation, extension

- Long-term care facilities: Marseille Saint Luc (13), Nantes (44), La Garenne Colombes (92), Roquebrune Cap Martin (06)
- ✓ Post-acute care clinics: Paris Mechain (75), Asnières (92), Osny (95), Meaux (77)



PURSUANCE OF A PROFITABLE GROWTH STRATEGY





EMBEDDED GROWTH OF +45% OVER THE COMING 3 YEARS



► A unique visibility ensuring a strong increase in revenue



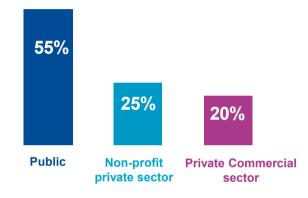




A STILL FRAGMENTED SECTOR IN FRANCE



Low representativity of the private commercial sector: On a total of 530,000 beds



► A Private Commercial sector still fragmented

✓ 5 major groups (> 4,000 beds)

2001-2005 changes:

- ✓ Public sector: -1.5%
- ✓ Non-profit private sector: +3.5%
- Private Commercial sector: +7.0%

As a reminder:

- ✓ UK: 70% for Private Commercial Sector
- ✓ Spain: 50% for Private Commercial Sector

Group	Number of beds in France	Number of beds abroad	Total
DOMUS VI / DOLCEA	15,555	1,989	17,544
ORPEA	12,010	3,946	15,956
KORIAN	10,106	5,943	16,049
MEDICA	7,636	1,428	9,064

Source:"Mensuel des Maisons de Retraite," (Monthly Professional Newspaper) January 2010*

- ✓ 15 mid-sized groups (between 500 and 4,000 beds)
- ✓ 800 individual owners (including 700 managing between 5 and 40 beds)

GROWING DEMAND BUT AN OFFER THAT REMAINS STILL INSUFFICIENT



Promising long-term trends for the dependency sector :

- ✓ Increase in the number of people aged over 85: +66% between 2008 and 2015 (from 1.2m to 2m)
- ✓ Shorter and shorter stays in surgery (development of post-acute care)
- ✓ A sharp rise in people affected by mental deficiency (i.e. Alzheimer's)

Solvent demand:

- ✓ Potential increase in revenue of +45% between 2005 and 2020 for over 85s
- ✓ Increase in the average assets of elderly people
- Little sensitivity to price changes associated with Quality

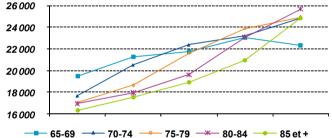
An offer that is insufficient given requirements:

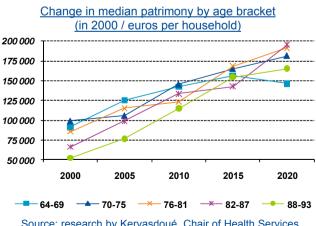
- Lack of qualified and continuously trained staff
- Insufficient number of beds: shortfall estimated lack still at 30 / 40,000 EHPAD* beds



(in 2000 / euros per consumer unit)

Change in global annual income by age bracket



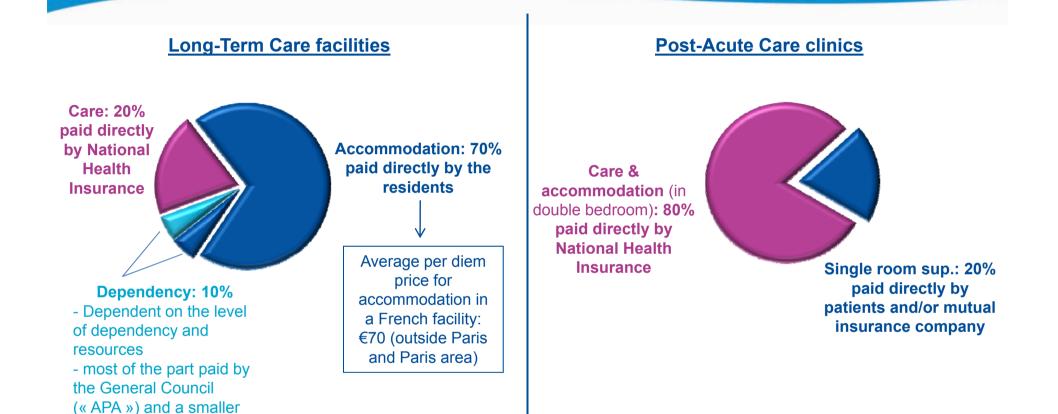


Source: research by Kervasdoué, Chair of Health Services Management and Economy at the CNAM

PER DIEM PRICE FIXING

part paid by the resident





ORPEA AND THE STOCK EXCHANGE



ORP

LISTED

NYSE EURONEXT



Indices:

- ✓ Compartment A of Euronext Paris by NYSE Euronext
- Member of SBF 120
- Member of SRD

Financial calendar*:

- ✓ Q1 2010 sales: 05.05.2010 (before market opening)
- H1 2010 sales: 21.07.2010 (before market opening)

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*Subject to modifications

