



2013 Full-Year results





- 1. Introduction
- 2. Acquisition of stake by CPPIB
- 3. Development in China
- 4. ORPEA Network
- **5. 2013 FY results**
- 6. Acquisition of Senevita
- 7. Conclusion













Overview

Dr. Jean-Claude MARIAN M.D. - Chairman



A European leader in global dependency care





Business: global dependency care



A European network of 460 facilities



Supporting regional economies



- * Post-acute and rehabilitation facilities
- * Psychiatric care facilities
- * 45,296 beds
- 30% of the beds abroad
- Fipeline of 8,339 beds under construction or refurbishment (52% abroad)
- * 1,300 jobs created each year
- * Support improvements to local amenities
- * Partnerships with schools and local charities







Fresh impetus to expansion in 2013





KEY DEVELOPMENTS IN

- **Opening of 1,800 beds** in 2013
- * Increase of the network of 2,629 beds (Excl. Senevita)
- * Several authorizations granted (Ex. Paris 15th) and some extensions



ANOTHER YEAR OF PROFITABLE GROWTH

- ★ Solid sales growth: 12.5%
- Improved profitability: **EBITDAR margin up 100bp**



INCREASED FLEXIBILITY

- ★ Bond and ORNANE issues.
- [™] Success of €100m capital increase
- **€69m reduction in net financial debt** compared with 31.12.12



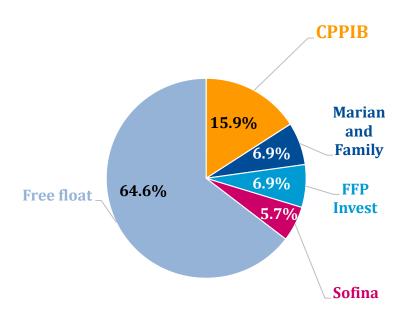
ACQUISITION OF A STAKE BY CPPIB

- * Strategic long-term shareholder, Partner of ORPEA
- * A new phase of development
- * Improved visibility and growth capacity

A shareholding structure secured for long term development



Shareholders % of share capital



A diversifed board with complementary skills

Board members:

- Dr Jean-Claude Marian Chairman
- Yves Le Masne CEO
- Brigitte Michel
- Alexandre Malbasa
- Jean Patrick Fortlacroix
- FFP Invest (Thierry Mabille de Poncheville)
- Sofina (Sophie Malarme Lecloux)
- CPPIB (Alain Carrier)
- Board members bring specific expertise and new contacts for the development of the Group

ORPEA, winner of "Prix du financement de l'économie"





Aim: Rewarding mid-sized companies which have carried out major financial transactions

- **4 selection criteria:** innovation, technical excellence, quality of communication about the transaction and value creation
- 4 categories: equity transaction, debt finance, LBO and Merger & Acquisition
- 🔻 3 nominees in the Equity Transaction category : Criteo, Numéricable and ORPEA



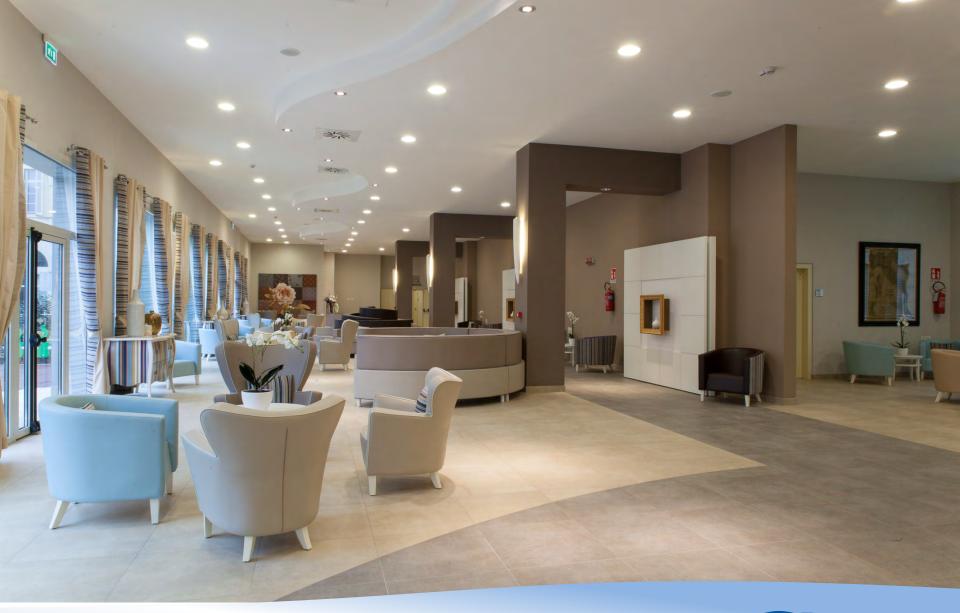


Prize awarded by Bernard Cazeneuve, Minister for the Budget at the Ministry of Economy and Finance





ORPEA won for simultaneous acquisition of a stake by CPPIB and capital increase via private placement



Acquisition of stake by CPPIB

Christian HENSLEY - CPPIB

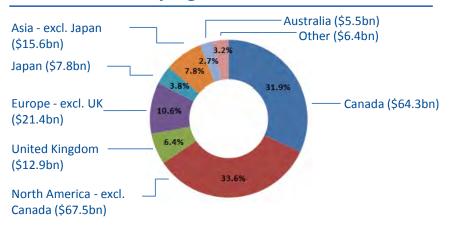


Who is CPPIB (Canada Pension Plan Investment Board)?

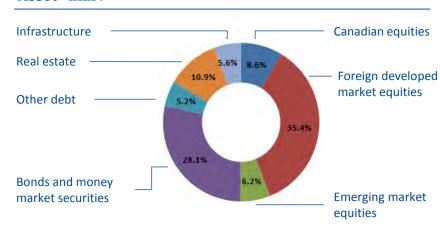


- CPPIB manages net assets of C\$201.5 billion* on behalf of the Canada Pension Plan, one of the 10 largest retirement funds in the world
- CPPIB is a global long-term investor with certainty of assets and deep investment expertise. Its offices are located in Toronto, London, Hong Kong, New York and São Paulo
- * CPPIB is a **provider of strategic, long-term capital** to leading public companies
- Helps to create greater value in a company through an ongoing, long-term partnership
- * Expertise in the global real estate market with C\$23.0 billion* of its total portfolio invested in real estate assets
- Shares a **common vision with ORPEA** on strategy and value creation

Asset* breakdown by region:



Asset* mix:



^{*} Source: CPPIB, as of December 31st, 2013

Investment Thesis



- 1. Experienced and committed management team
- 2. Strong track record of operational and financial performance
- 3. Demand growth driven by favourable demographics
- 4. Insufficient supply of long-term care facilities
- 5. High barriers to entry
- 6. Multiple avenues of growth



Engagement and Long-term Value Creation



- * Support company for long-term value creation through market cycles
- * Help fund future growth as appropriate
- * Actively participate at the board level
- **Contribute real estate expertise**
- * Support geographic expansion (CPPIB global reach)



Development in ChinaDr. Jean-Claude MARIAN - Chairman



Implementing the strategy of growth in China



Strong fundamentals

- **Explosion in the number of very elderly people**: 35 million increase in number of people over 80 between 2000 and 2025 (to around 45 million)
- **Rising wealth**: 6.2 million people with annual income >\$300,000
- Strong political will to develop structure and encourage the entry of foreign private care providers with the necessary expertise

Implementation of strategy

- Several new projects under consideration in Shanghai, Beijing and other cities with high purchasing power
- * Recruitment and structuring of local teams
- * Translation and adaptation of quality procedures, care plans and training programmes

1st plan for a nursing home

A **180-bed nursing home** in the City of Nanjing (population of 8 million, 10% over 65), under a partnership with the City authorities and Gulou hospital (10,000 beds)



A secure growth strategy

Plan for a nursing home in Nanjing



- **Development of a 180-bed nursing home** in Nanjing
- Nanjing: the former imperial capital of China with a current population of 8.2 million (160,000 aged over 80 and 800,000 forecast by 2050)
- Located in a recently built, tree-lined residential district on the site of the new Gulou hospital project (10,000 beds)
- **Preliminary agreement** signed with the hospital and the public development company of the City of Nanjing







Partnership agreement with China Development Orient



December 3rd, 2013, signature of a strategic partnership agreement between ORPEA and China Development Orient, a subsidiary of China Development Bank Capital (CDBC)



** CDBC: one of the major investment entities of the Chinese Government, financing projects in newly developed urban areas and in major cities within China



** CDBC will help ORPEA in its projects by proposing properties and contributing to the financing of the projects

™ ORPEA will bring its knowledge and expertise by operating the facilities and training the employees





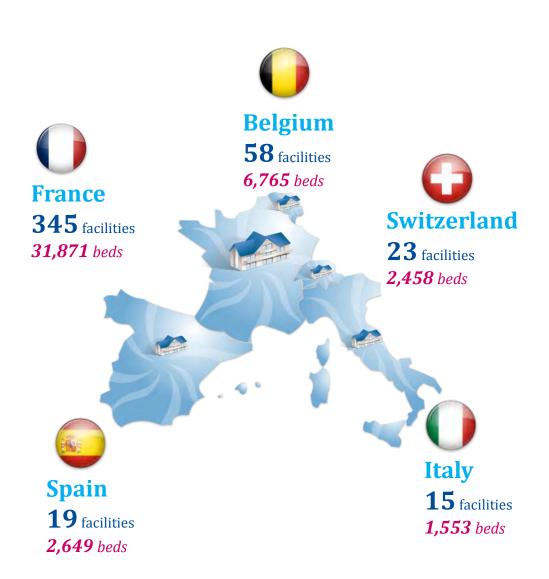
ORPEA network

Jean-Claude BRDENK – Deputy CEO Steve GROBET – Investor Relations Officer



A European network of 45,296 beds on 460 facilities



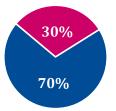


Strong increase of the network: + 4,922 beds in 12 months

- **Targeted development: 2,629 beds**
- Senevita: 2,293 beds

Increase of the international share





France 31,871 beds

A European growth reservoir of 8,339 beds



Historical development of the network Annual growth = ~ 3,400 beds = +17%





Ramp-up in mature facilities



A pipeline well balanced between France and International



Strong development in all countries



	Open beds	Beds under refurbish.	Beds under construction	Pipeline (% beds in dvlp)	Update
FRANCE	27,892	1,582	2,397	13%	+ 2,394 beds in 12 months Authorizations and extensions Targeted acquisitions
BELGIUM	4,008	694	2,063	41%	+ 247 beds in 12 months Targeted acquisitions
SPAIN	2,649	0	0	0%	- 289 beds in 12 months Closing of 3 low profitability facilities
ITALY	1,061	60	432	32%	+ 277 beds in 12 months Targeted acquisitions
SWITZERLAND	1,347	0	1,111	45%	+ 2,293 beds Acquisition of Senevita

European retirement home sector and ORPEA's growth strategy



PublicPrivate non-profitPrivate commercial	FRANCE 20% 53%	BELGIUM 33% 30% 37%	SPAIN 20% 40%	18% 47% 35%
Number of existing beds	593,000	137,000	350,000	340,000
ORPEA market share	3.1%	4.8%	1%	<1%
Sources of growth	Independents in the private sector (appx. 30,000 beds) Charity sector Calls for projects	Independents in the private sectorAuthorisations	Private sector groups in financial difficulties	Authorisations Charity sector
ORPEA strategy	Selective according to locations	Authorisations Acquisition of establishments to restructure Focus on Flanders High quality projects	Acquisition of small groups on attractive terms Presence only in major cities	High quality proje Focus on Psychiati and Post-acute

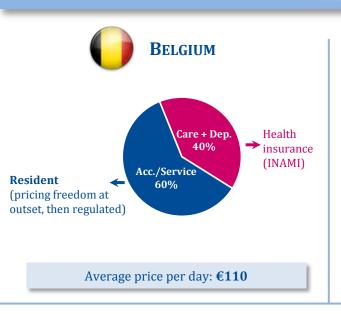


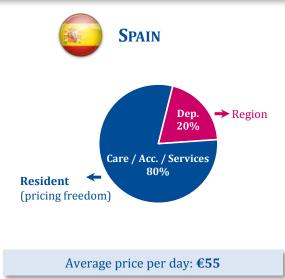
A selective strategy adapted to each country

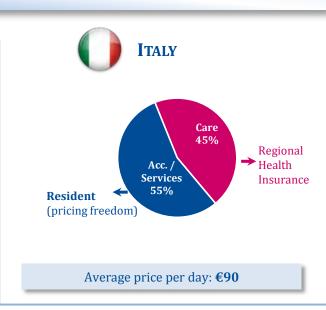
hiatry

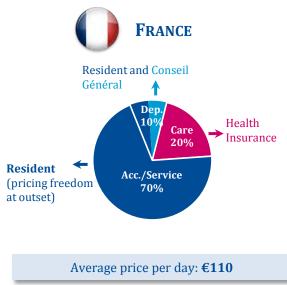
Determination of daily prices

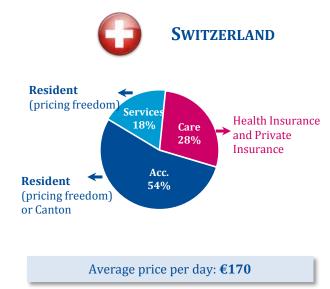














2013 Full-Year results

Yves LE MASNE - CEO



2013: achievement of all targets



2013 INITIAL TARGET

2013 ACHIEVEMENTS

1 Revenue: €1,600m



€1,608m +12.5%

2 Solid organic growth



+7.1%

3 Higher profitability



EBITDAR margin: 26.9% + 100 bp

4 Debt under control



Net financial debt*: €1,742m
- €69m

^{*} Excluding debt associated with assets held for sale

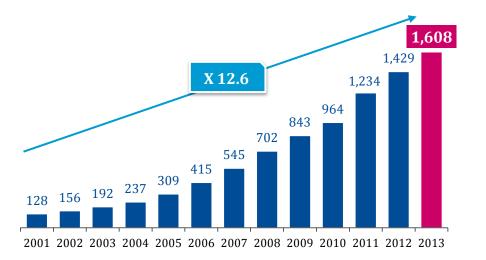
Solid growth in FY2013 revenues: +12.5%



In €m	2013	2012	%
France	1342.3	1227.4	+9.4%
	83%	86%	
International	265.7	201.9	+31.6%
	17%	14%	
Belgium	158.1	105.6	
Spain	49.6	48.7	
Italy	38.5	32.2	
Switzerland	19.5	15.4	
Total	1607.9	1429.3	+12.5%

Strong organic growth in 2013 +7.1% (= €100m)

Historical revenue growth:



CAGR on 2001 - 2013: +23.5%

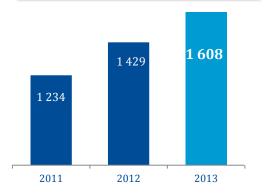
2011 - 2013: strong momentum in profitability growth





2013/2011: +30%

CAGR: +14%



Recurring EBIT (€m)

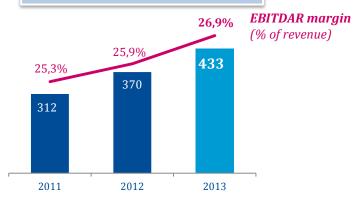
2013/2011: +39%

CAGR: +18%



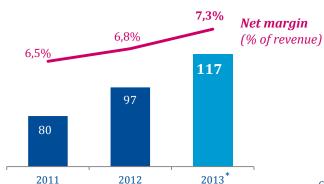


CAGR: +18%



Net profit(€m and % of revenue) 2013/2011: +46%

CAGR: +21%



Currently being audited

Strong increase in all profitability indicators



In €m	2013	2012	%
Revenue	1,607.9	1,429.3	+12.5%
EBITDAR (Recurring EBITDA before rent)	433.2	370.1	+17.1%
Recurring EBITDA	298.0	257.9	+15.6%
Recurring EBIT	227.3	194.4	+16.9%
EBIT (Operating profit)	267.5	221.3	+20.9%
Net financial cost *	-90.1	-72.8	(+23.8%)
Profit before tax *	177.3	148.5	+19.4%
Net profit (group share) *	116.9	97.0	+20.5%
EPS (in €)	2.15	1.83	+17.5%

Attributable net profit after marking to market the right to the grant of shares embedded in the ORNANE: €113.9m

^{*} Excluding changes in the fair value of the right to the grant of shares embedded in the ORNANE

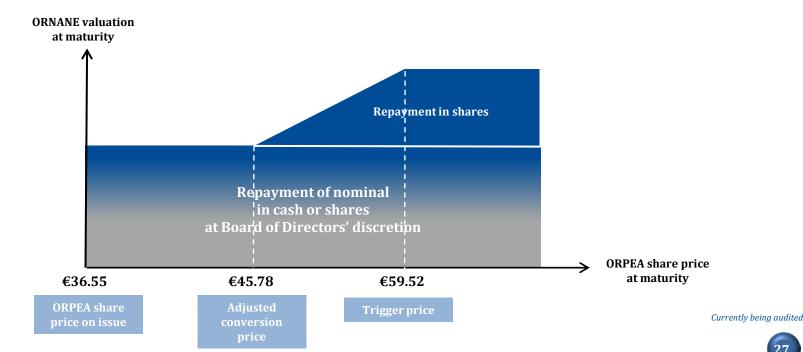
IFRS rules for ORNANE conversion



- Issue of ORNANE for €198m on 9 July 2013: premium of 27%, annual interest rate of 1.75% and maturity January 2020
- IFRS rules for treatment of convertible bonds:
 - OCEANE: exact number of shares to be created in case of conversion is known => impact on shareholders' equity
 - ORNEANE: number of shares to be created not known at time of issue (because subject to decision by Board of Directors) => impact on income statement
 - This impact is the inverse of the trend in the share price (non-cash charge if the share price rises, non-cash income if the share price falls).

On maturity: neutral effect on shareholders' equity:

- in the event of non-exercise, cancellation of previous income and charges
- in the event of exercise, neutralisation by shareholders' equity
- The share price rose in the 2nd half, following the issue, resulting in a mark-to-market of €4.9m
- Consolidated net income attributable to equity holders of the parent taking account of the fair value of the conversion option: €113.9m



Strong growth in operating profitability



In €m	2013	2012	%
Revenues	1607.9	1429.3	+12.5%
Staff costs	-798.5	-716.2	+11.5%
Expenses	-296.0	-275.7	+7.4%
Taxes and duties	-77.7	-67.3	+15.5%
Other income and expenses	-2.6	-0.1	N.S.
EBITDAR (Recurring EBITDA before rents)	433.2	370.1	+17.1%
% of revenues	26.9%	25.9%	
Rents	-135.2	-112.2	+20.5%
Recurring EBITDA	298.0	257.9	+15.6%
% of revenues	18.5%	18.0%	
Depreciation & Amortization	-70.7	-63.5	+11.5%
Recurring EBIT (Recurring Operating	227.3	194.4	+16.9%
% of revenues	14.1%	13.6%	
Non-recurring items	40.2	26.9	NA
EBIT (Operating Profit)	267.5	221.3	+20.9%

Change in rents



¾ Rents in **€**m





Average 2013 increase in rents on a lfl basis: +1.3% (+€1.5m)

Geographical breakdown of profitability



	2013			2012		
In €m	Revenue	Recurring EBITDA	% Rev.	Revenue	Recurring EBITDA	% Rev.
France	1,342.3	265.7	19.8%	1,227.4	231.4	18.8%
Belgium	158.1	17.7	11.2%	105.6	13.1	12.4%
Spain	49.6	8.1	16.3%	48.7	6.1	12.6%
Italy	38.5	3.0	7.7%	32.2	2.3	7.2%
Switzerland	19.5	3.6	18.3%	15.4	4.9	32.0%
International	265.7	32.3	12.2%	201.8	26.5	13.1%
Grand TOTAL	1,607.9	298.0	18.5%	1,429.3	257.9	18.0%

Recurring EBITDA: Recurring Operating Profit before net depreciation and amortization

Solid financial structure



	In €m	31-Dec-13	31-Dec-12
	Non-current assets	4,501	4,229
	Goodwill	400	380
	Intangible assets	1,438	1,306
LS	Property, plant & equipment and property under development	2,561	2,452
ASSETS	Other non-current assets	103	91
AS	Current assets	741	606
	Of which cash, cash equivalent and marketable securities	468	362
	Assets held for sale	210	121
	TOTAL ASSETS	5,452	4,955
	Sh. Equity, Group share and permanent deferred taxes	1,824	1,586
	Shareholders' equity Group share	1,412	1,214
	Deferred taxes on intangible assets (quasi equity)	412	372
	Non-controlling interests	1	1
LIABILITIES	Non-current liabilities	2,378	2,047
LII	Other differed tax liabilities	344	321
\BI	Provision for liabilities and charges	68	57
717	Long-term financial debt	1,965	1,670
	Current liabilities	1,039	1,200
	Of which short-term debt (bridge loans)	245	504
	Debt linked to assets held for sale	210	121
	TOTAL LIABILITIES	5,452	4,955

Continued optimisation of the financial structure



2013: issue of bonds and ORNANE

- * Aim: to diversify sources of finance and increase maturity of debt on attractive terms
- **Euro Private Placement** in France and Belgium for €128m (maturities of 5.5 and 7.5 years)
- **ORNANE** issue for €198m (maturity of 6.5 years)

WITHIN 2 YEARS, A SIGNIFICANT IMPROVEMENT IN FINANCIAL FLEXIBILITY

		2011	2013	Chang e
1	Diversification % of non-bank debt	11%	45%	7
2	Increase in maturity Average maturity of net debt	4.3 years	5.8 years	7
3	Increased flexibility Restated leverage	2.2	1.4	7
4	Lower cost of borrowing Average cost	4.5%	4.3%	7
5	Increased cash	€309m	€468m	7

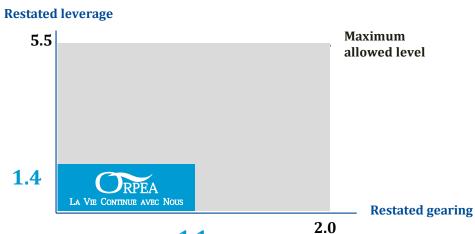
Financial flexibility



Indicators	31 Dec. 2013	30 June 2013	31 Dec. 2012
Net financial debt* (€m)	1,742	1,864	1,811
Restated leverage ¹	1.4	1.7	1.7
Restated gearing ²	1.1	1.3	1.2

After 2016 OCEANE conversion Exercise price with adjusted parity = €39.95	Net financial debt*	1,542

Considerable flexibility relative to banking covenants before OCEANE conversion



Currently being audited

^{*} Excluding debt associated with assets held for sale

Net Financial Debt - Real Estate Debt EBITDA - (6% Real Estate Debt)

Net Financial Debt
Equity + Near Equity

Solid financial structure

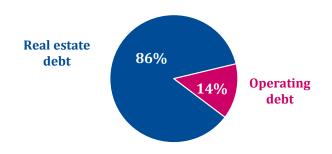




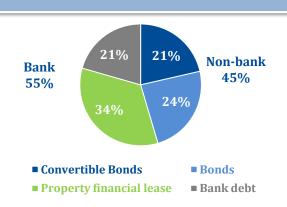
- Loans, CBI, Bridge Loans and Bonds
- Converible bonds



Breakdown of net debt*



Diversification of net debt*



Cost of borrowing

(after hedging)

* Around 95% of debt hedged at fixed rates for 2013 to 2018



^{*} Excluding €210m in debt associated with assets held for sale at 31/12/13

Proprietary real estate portfolio of €2.6bn



- * Continuation of real estate strategy mixing ownership and rental
 - Sale of €230m of assets on favourable rent and indexing terms
 - Acquisition of buildings in strategic locations
- * Stability of valuations of historic real estate portfolio

SUMMARY OF PROPRIETARY PORTFOLIO

	31-Dec-13	31-Dec-12
Total number of buildings	268	248
Of which buildings wholly-owned	140	142
Built surface area (in sqm)	874,000	825,000
Total value* (€m)	2,561	2,452

^{*} Excluding the impact of €210 million in assets held for sale at 31.12.13











Currently being audited



A valuable asset portfolio Liquid assets increasing the Group's financial security Securing long-term profitability

Cash flow statement



In €m	2013	2012
Recurring EBITDA	298	258
Net cash flow from operating activities	247	208
Net cash flow from internal investment ¹	51	26
Investment in construction	-179	-274
Property sale	230	300
Total internal cash flow ²	298	234
Net cash flow from external investment	-286	-306
Acquisition of property	-188	-164
Acquistion of operating assets (intangible assets)	-98	-142
Net cash flow from financing activities	94	125
Change in cash during period	106	53

Investment in construction -35%

Internal cash flow +27%

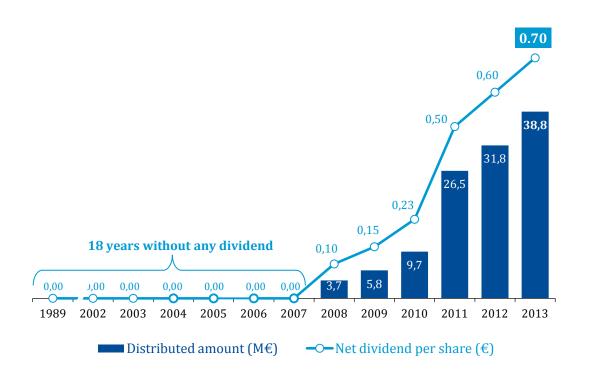
 $^{^{1}}$ Net cash flow from internal investment: investment in construction required for maintenance and to harness the pipeline, net of property sale and excluding acquisition

² Internal cash flow = net cash flow from operating activities + net cash flow from internal investments

Dividend



Froposed dividend to the 2013 AGM: €0.70 / share



Increase in the dividend per share + 17%

Share yield*: **1.5%**

* Based on the closing price of the share at 25 March 2014

Payout ratio of the net profit: 33%



Openings and projects of development

Yves Le MASNE – CEO



New openings 2014: 2,100 beds and 1,300 jobs created





Biganos (33), Nursing Home - 88 beds



Paris Mozart (75), Nursing Home - 92 beds



Paris (75), Nursing Home - 125 beds



Eaubonne (95), Nursing Home - 84 beds



Leudeville (91), Nursing Home-88 beds



Turin Richelmy (Italy) - 180 beds



Vétraz-Monthoux (74), Post-acute clinic - 90 beds



 $Parmain \ (95), Nursing \ Home - 81 \ beds$



La Garenne (92), Nursing Home-113 beds



Joinville (94), Nursing Home - 89 beds



Ollioules (83), Nursing Home - 75 beds



Rouen (76), Post-acute clinic - 80 beds

Example of other added-value projects









Cannes (06), Nursing Home - 95 beds

Les lilas (93), Nursing Home - 103 beds

Saint Raphaël (83), Post-acute clinic - 84 beds



Ostdende (Belgium), Nursing home – 84 beds



De Haan (Belgium), Nursing home - 80 beds



Knokke Le Zoute (Belgium), Nursing home - 125 beds



Acquisition of Senevita Hannes WITTWER – CEO Senevita



Leading player in the Swiss retirement home market

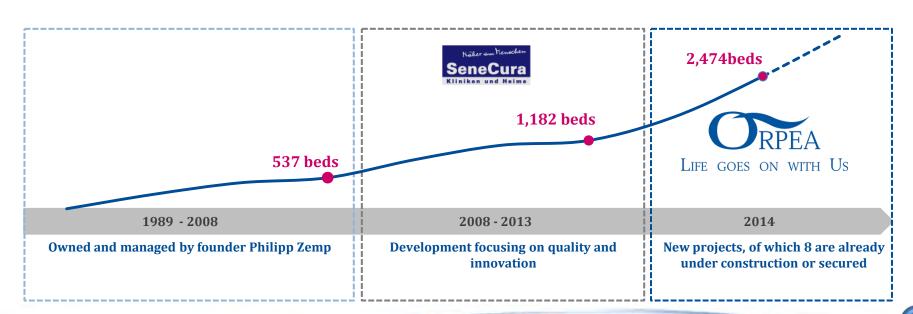


Concept

- **Comprehensive care for older adults**: a mix of nursing homes and assisted-living facilities on each site
- High quality recent buildings
- Development strategy: greenfield projects and acquisition
- 🔻 « Life » guarantee

Chiffres clés

- 33 facilities comprising 2,474 beds, of which 1,427 currently in operation
- * 876 employees
- 7 2013 revenue: CHF83 million
- → Secured growth ensuring a doubling in revenue to CHF160 million by 2016 (only with the secured projects as of today)



A network with exceptional growth pipeline



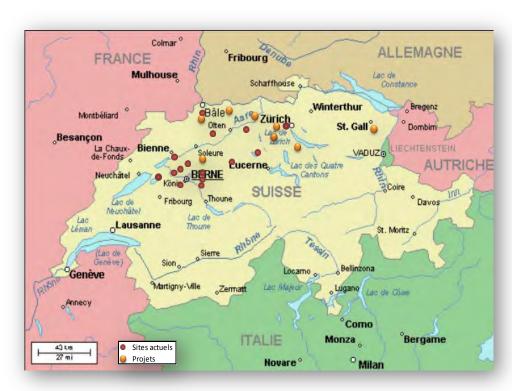
Network of 23 facilities / 2,474 beds

- **Facilities currently in operation**: 15 (1,427 beds)
- Facilities under construction: 8 (1,047 beds)
 Opening in 2014 2016

Located in German-speaking Switzerland in 9 cantons









A leader player in dependency care in Switzerland

A high-quality network



- * Acknowledged expertise as regards quality of service, care and hotel operations
- **Quality and training efforts** at the heart of the strategy: quality procedures, assessments and continuous improvement initiatives, dynamic training policy
- **Unique expertise in the Swiss market regarding building design** and fittings, ensuring the comfort of residents and a highly efficient organisation
- → Facilities ideally suited to dependency care

















The Swiss retirement home sector



Rapid growth in the number of elderly people

- Number of people aged 65 and over set to rise 64% in the next 25 years
- Number of people aged 80 or over set to double by 2040
- In 2020, 147,000 people will have to use a care facility, up 18% relative to 2010

Regulatory environment: high entry barriers

- Complex system for obtaining the administrative authorisation required to open a facility
- Financing methods regulated under legislation introduced in 2011
- * Varying regulations between cantons

A fragmented sector

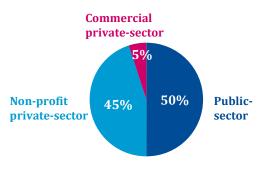
- Sector consisting of around 1,600 facilities, of which a very small proportion are managed by commercial private-sector operators (93,500 beds in 2012)
- Public-sector institutions withdrawing, preferring to outsource the activity due to a lack of resources and skills

Number of people aged 80 or over (thousands)



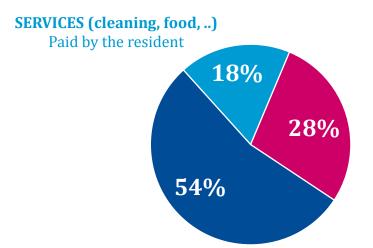
Source: Swiss federal statistics office

Breakdown of beds by type of operator



Breakdown of the average daily price





CARECovered by public- and private-sector insurance

ACCOMMODATION (rent)
Paid by the resident and/or partly through local
public-sector aid





Average total daily rates at Senevita: CHF 210

A strongly value-enhancing growth strategy



Major strengths driving growth

- *An excellent reputation with both the supervisory authorities and families, based on the expertise of staff
- * A powerful network enabling the group to work with the Swiss authorities and real-estate operators to seize development opportunities



Development focused on setting up new facilities

- * Responding to local tenders
- * Proposing new facilities to the supervisory authorities
- Strict criteria for new facilities: location, concept suited to demand, growing demand arising from local demographic trends



Real-estate strategy

- * Asset-light model: real estate owned by Swiss institutional investors
- Long-term leases (20-30 years) with a gradual build-up of rent during the opening phase





Development strategy based on value creation





senevita Betreutes Wohnen und Pflege



Conclusion

Dr. Jean-Claude MARIAN – Chairman

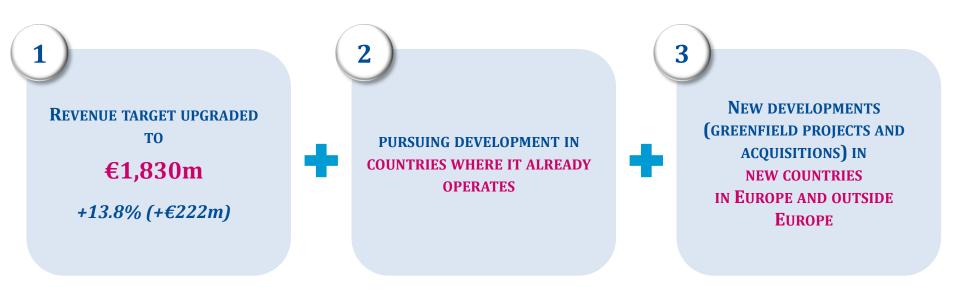


A new development phase for ORPEA









New phase of profitable growth and added value







Stock market information



Market data (last 12 months)

Average daily volume: **77,000 shares (= €3m)**

* Price: **€45.80**

[¥] High (12-month): **€46.68**

[™] Low (12-month): **€31.21**

Turnover: 35% in 12 months

Market cap.: **€2,541m**

Number of shares: **55,476,991**



Data as of 21 March 2014

Indices

- * Compartment A of Euronext Paris, NYSE Euronext
- * CAC Mid 60, SBF 120, MSCI Small Cap Europe
- Member of SRD

Contacts

- * ORPEA Yves Le Masne, CEO
- ORPEA Steve Grobet, Investor Relations Officer Tel.: +33 (0)1 47 75 74 66, s.grobet@orpea.net