



LIFE GOES ON WITH US



March 2013



2012 Full-Year results

Dr Jean-Claude Marian M.D. – Chairman

Yves Le Masne – Chief Executive Officer

Jean-Claude Brdenk – Deputy Chief Executive Officer

Steve Grobet – Investor Relations Officer

1. Regulatory environment



2. Last development



3. ORPEA network



4. 2012 Full-Year results



5. Strategy and outlook





Overview

ORPEA: European leader in global dependency care



LIFE GOES ON WITH US

*European leader in global
Dependency care*



**431 facilities
40,374 beds**

- ✧ Nursing homes
- ✧ Post-acute and rehabilitation facilities
- ✧ Psychiatric care facilities

**Quality oriented
strategy**

- ✧ 20-year track record
- ✧ Quality of care
- ✧ Quality of accommodation

European expansion

- ✧ 5 countries
- ✧ 27% of the network abroad

**25,000
employees**

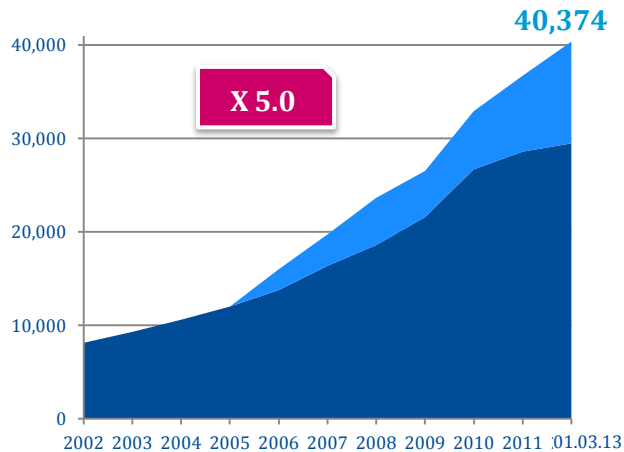
- ✧ 7,000 created jobs in 5 years
- ✧ 85% on permanent contracts
- ✧ 210,000 hours of training in 2012

**€2.4bn in owned
buildings**

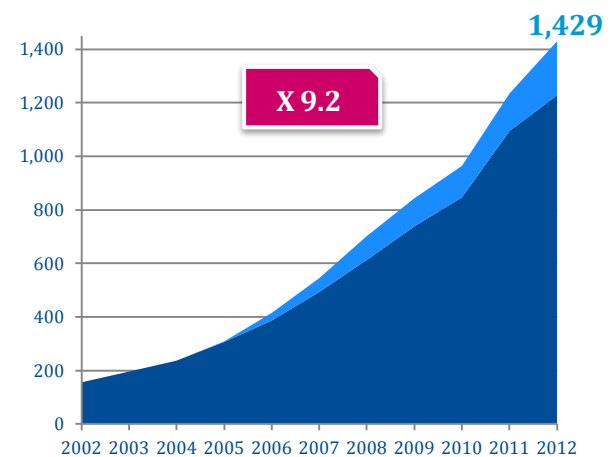
- ✧ 824,000 sqm
- ✧ Recent buildings in prime locations

2002 – 2012: 10 years of growth and value creation

Number of beds

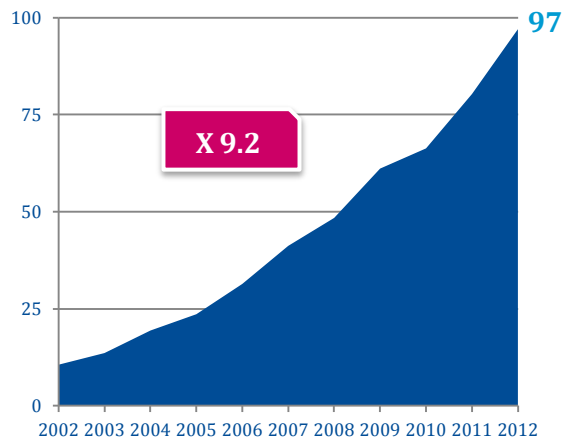


Revenue (€m)

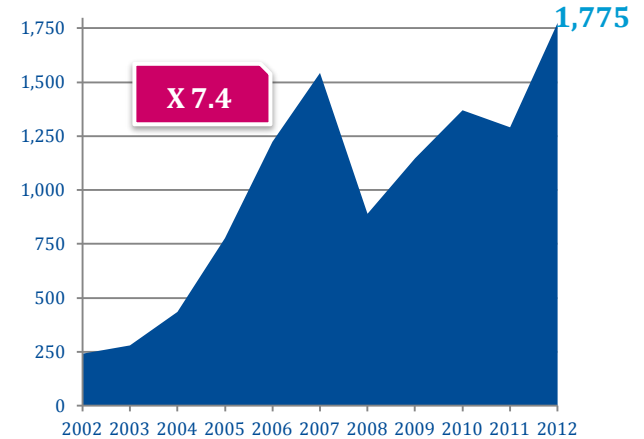


■ France ■ International

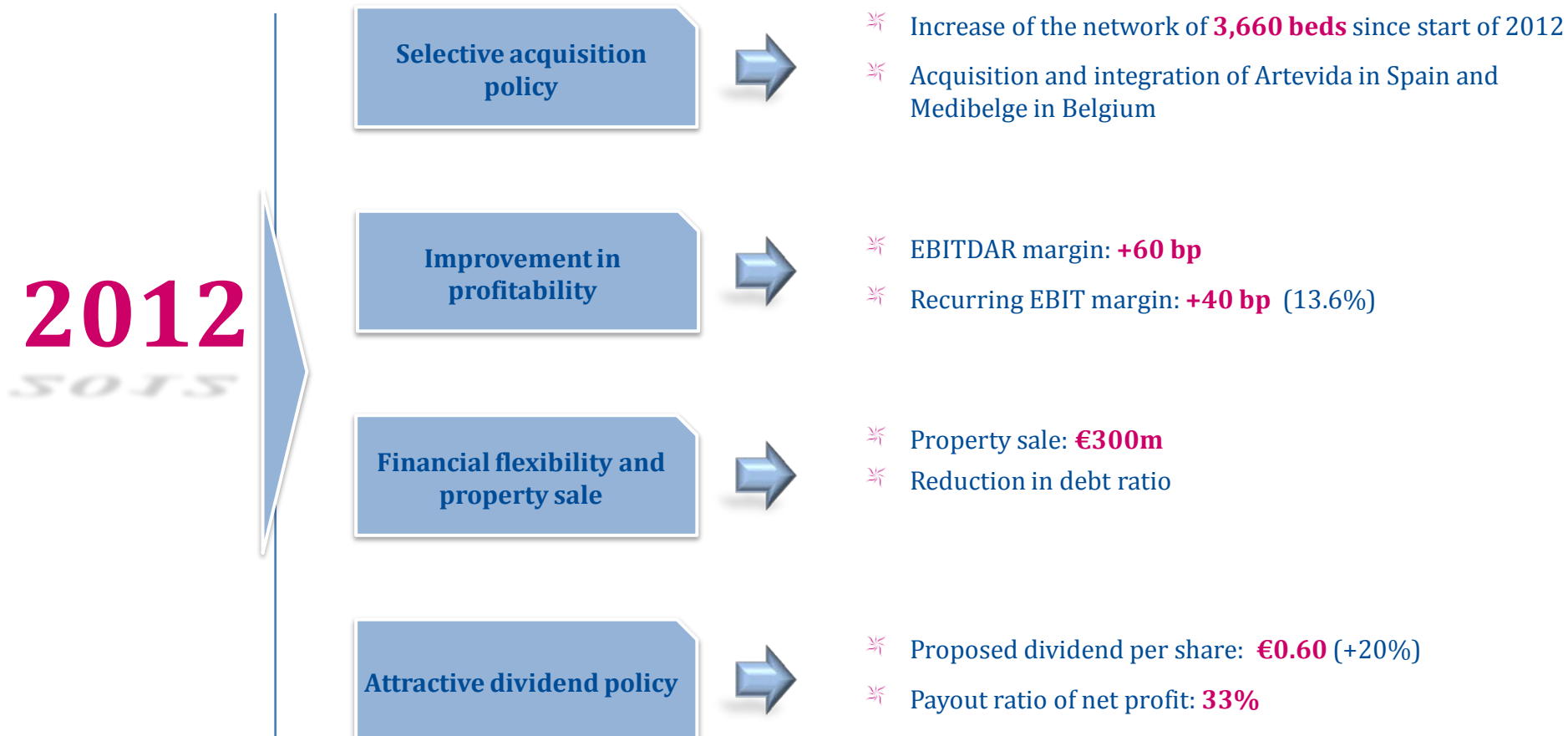
Net profit(€m)



Market Cap. (€m)



Execution of the group's stated strategy

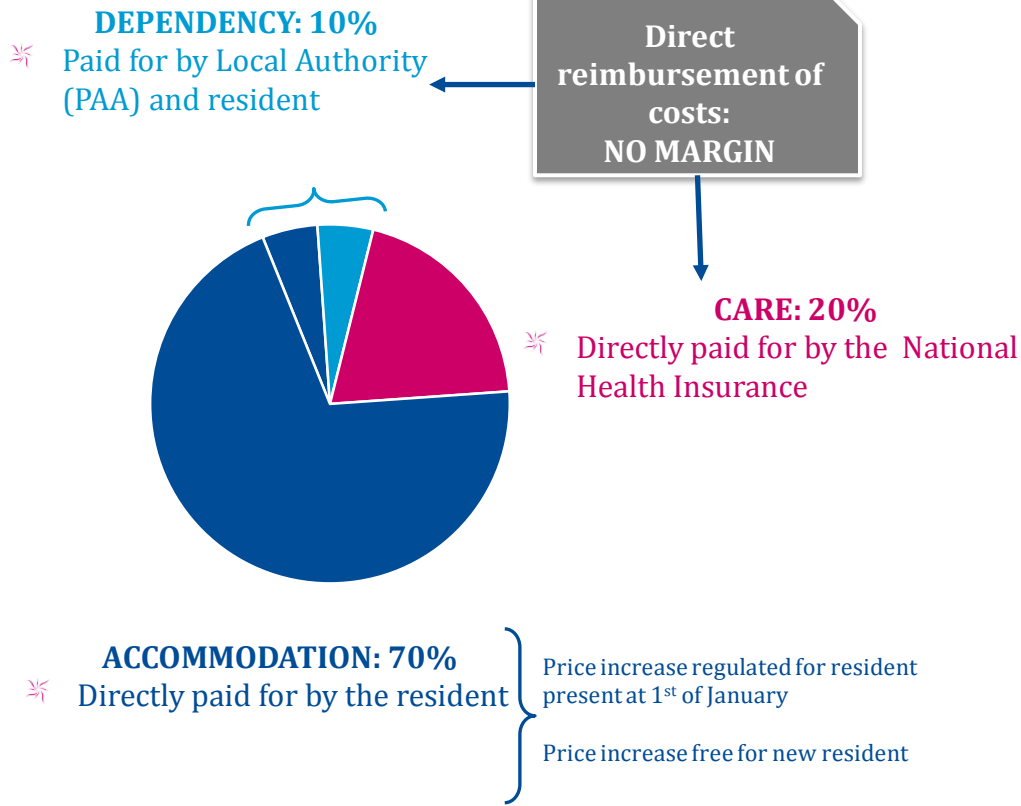


Regulatory environment

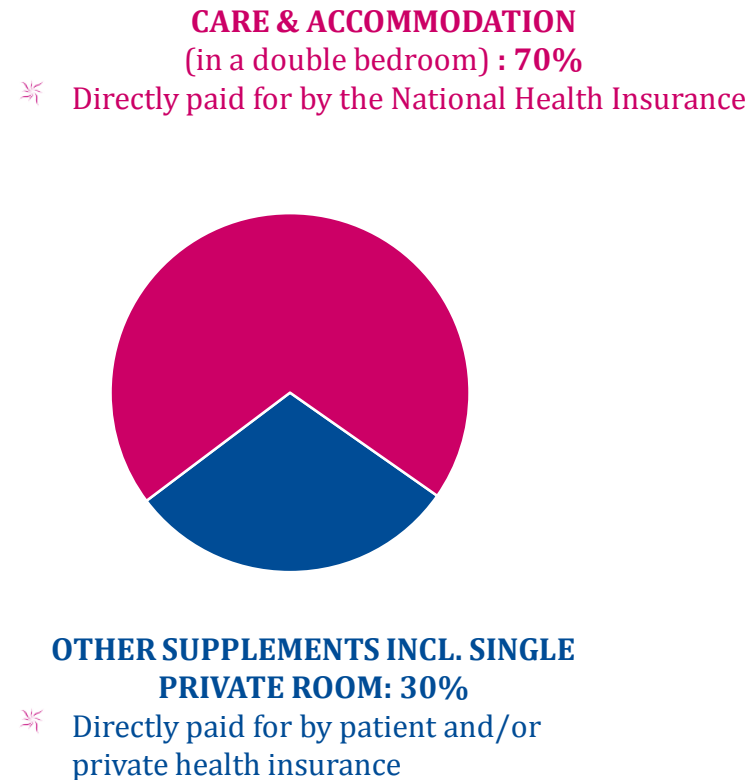


Daily rate in France

Nursing Homes



Post-acute and Psychiatric facilities



ORPEA positioning in the French healthcare system

ORPEA positioning

	Acute care facilities	Post-acute, Rehab. & Psy facilities	Nursing homes
Paid by National Health Insurance	Care + Accomodation ¹	Care + Accomodation ¹	Care only
Daily cost / patient	€500 - €800	~ €150	~ €20
% of total daily price	86% to 91%	67%	20%
Paid by Private patient	Single private room	Single private room	Accommodation & Food
Daily cost / patient	~ €70	~ €70	~ €75
% of total daily price	14% to 9%	33%	70%

¹ in semi private room

✧ **DGOS* study** (Nov. 2011): 10% of medical and surgical beds not filled appropriately (**25,000 patients**)

- **Additional cost to the health insurance system: €2bn p.a.**
- Solution: develop more beds in post-acute and rehabilitation care facilities or in long-term care facilities

✧ **Enhance cooperation** between general practitioners, hospitals, nursing homes and post-acute care facilities

* DGOS: Department of the Ministry of Health dedicated to studies about care in France

Challenges posed by population ageing in France

Increase in the population of the very elderly

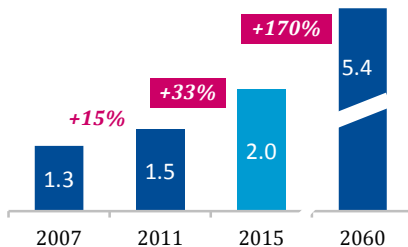


Higher investment requirements



Increased spending linked to the loss of autonomy

Trend in nbr of people aged over 85 (million)



Source: INSEE, Population forecasts by 2060

	Nbr of beds	Cost (excl. land)
Beds to be created (next 5 to 10 years)	20,000 to 30,000	€1.6 to €2.4bn
Beds to be "refurbished" (CNSA)	116,000	€11.7bn

✧ Spending on loss of autonomy: €34bn (including €24bn by public authorities)

✧ Additional spending: €8.5bn to €10.3bn out to 2040



OPPORTUNITIES FOR THE ECONOMY

- ✧ Creation of 350,000 jobs in the care for the elderly sector
- ✧ Boost to the construction sector: 1 nursing home = €10m in construction sales
- ✧ Emergence of the gerontological technology sector

LEGITIMATE OPPORTUNITIES FOR THE PRIVATE SECTOR

- ✧ Capacity to invest and create jobs
- ✧ Expertise in providing training for these jobs
- ✧ Know-how in construction and restructuring
- ✧ Still limited in size: 20% of nursing home beds in France

French bill on adapting society to the ageing phenomenon

Imperatives of the Reform

- ✧ State's and local communities' limited financial resources (investment and operating budget)
- ✧ Financing based on national solidarity and individual responsibility (F. Hollande)
- ✧ Focus on an integrated approach to the loss of autonomy and ageing

3 goals: Prevention Adaptation Support

- ✧ **Prevention:** identify and deal more effectively with vulnerabilities earlier before people lose their autonomy
- ✧ **Adaptation:** society must adapt to an older population—housing, transport, urban planning, etc.
- ✧ **Support** to be provided when people lose their autonomy: development of in-home services, introduction of departmental autonomy centres

Action by ORPEA
Prevention: Age Well days, help for carers, promotion of physical activity,

Facilities proactive in building local gerontological networks

Projects for the nursing home sector

- ✧ 80% of beds are in the public and non-profit sector, and thus controlled by the public authorities
- ✧ Objective: increase the solvency of the middle classes
- ✧ Assumption: concentrate the various different forms of assistance and maximise their impact



Real determination to put together integrated solutions for ageing subject to budget constraints



Last development

Win-win partnership

- ✧ **Objective: facilitate continuity of care** between home, post-acute & rehabilitation facilities and nursing homes
- ✧ Construction of an **innovative integrated range of solutions** covering every stage of dependence

Combination of expertise

- ✧ **Sharing of skills and training** by teams
- ✧ Sharing of best practices: introduction of **common Quality processes**

Successful operational implementation

- ✧ Introduction of **DOMIDOM units** in ORPEA's **post-acute & rehabilitation care** facilities
- ✧ **DOMIDOM services** to be offered in **nursing homes**
- ✧ **Creation of new DOMIDOM branches** in ORPEA facilities (Paris, Lyon, Royan, etc.)



Productive partnership and cross fertilisation of capacities and services

An innovative telemedicine project

✧ **Origin:** call for projects launched by the Paris region health authority

✧ **Idea:** improve emergency treatment arrangements in nursing homes

- Medical presence in nursing homes via a virtual medical practice
- Use specialised medical resources of post-acute & rehabilitation and psychiatric facilities to provide a remote medical opinion

✧ **Objectives:** deliver better care and medical treatment

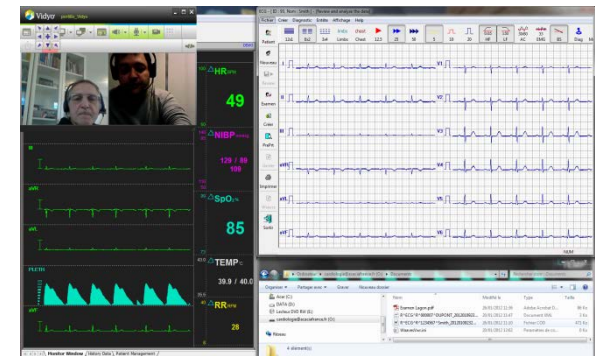
- Avoid use of emergency services and reduce hospital admissions
- Reduce movements by residents in nursing homes
- Help to make spending by French health insurance more efficient

✧ **A few examples**

- Electrocardiogram analysed by cardiologists in post-acute & rehabilitation care facilities
- Psychiatrist consultation

✧ **Roll-out**

- Trials at a nursing home and group clinic from May 2013 onwards
- Open up the telemedicine concept to other non-Group facilities



An innovative solution to improve the well-being of residents and boost the efficiency of public spending

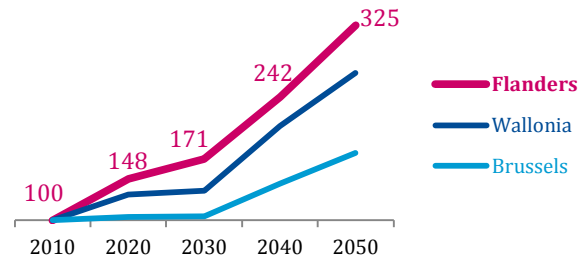


Flanders: European region with strong needs

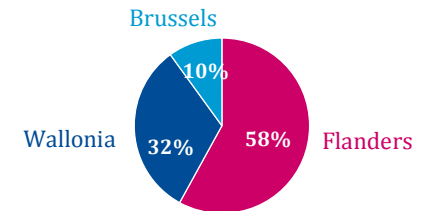
Strongest increase of people aged over 85:

Up 71% between 2010 and 2030

Growth of people aged over 85 (Index 100 in 2011)



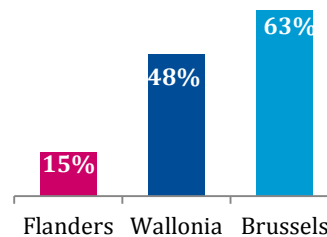
Breakdown of people aged over 85



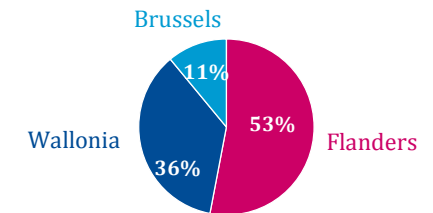
Source: STATBEL, Population by age at 01.01.2011

Insufficient offer
Low representativity of
the commercial sector

Market share of the Private Commercial Sector



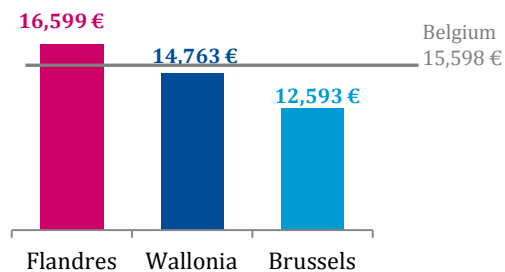
Geographical breakdown of beds: 135,000 beds



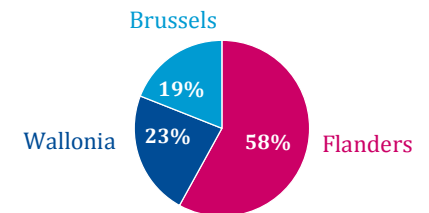
Source: INAMI, list of nursing homes at 04.01.2013

Dynamic region
High purchasing power

Average annual per capita income



Geographical breakdown of Belgium GDP



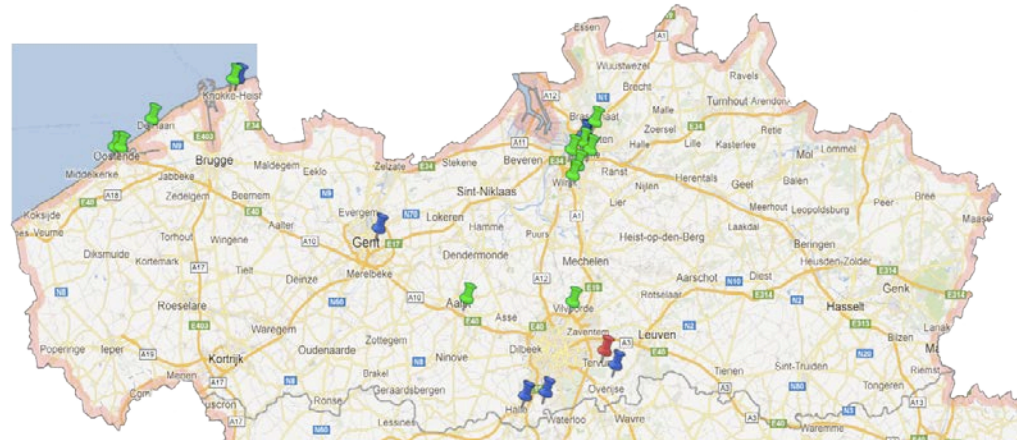
Source: STATBEL, 2012 income and Eurostat

ORPEA Belgium focuses its development in Flanders

Strategic acquisition of 900 beds

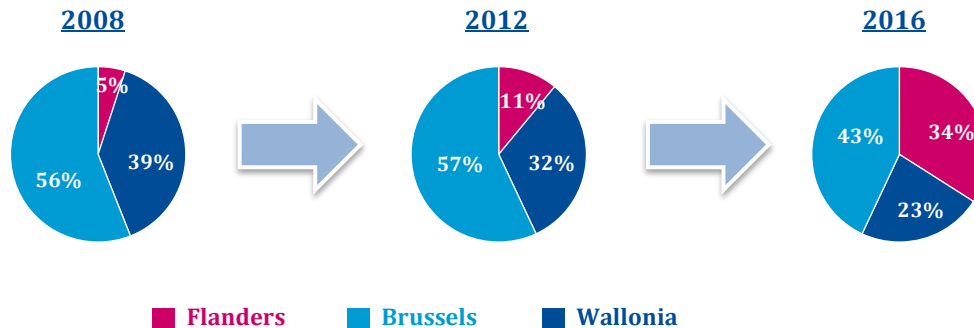
- ✧ 300 beds operational located in Antwerp (3 facilities)
- ✧ 600 beds to be built in Antwerp: opening in 2015 and 2016

A pipeline of 1,500 beds under construction or refurbishment



- Facility in operation
- Facility under construction
- Project

A growing market share of Flanders in ORPEA Belgium network



Example of projects in Flanders



Ostend – 135 beds



Knokke Le Zoute – 110 beds



De Haan – 80 beds



Edegem – 110 beds

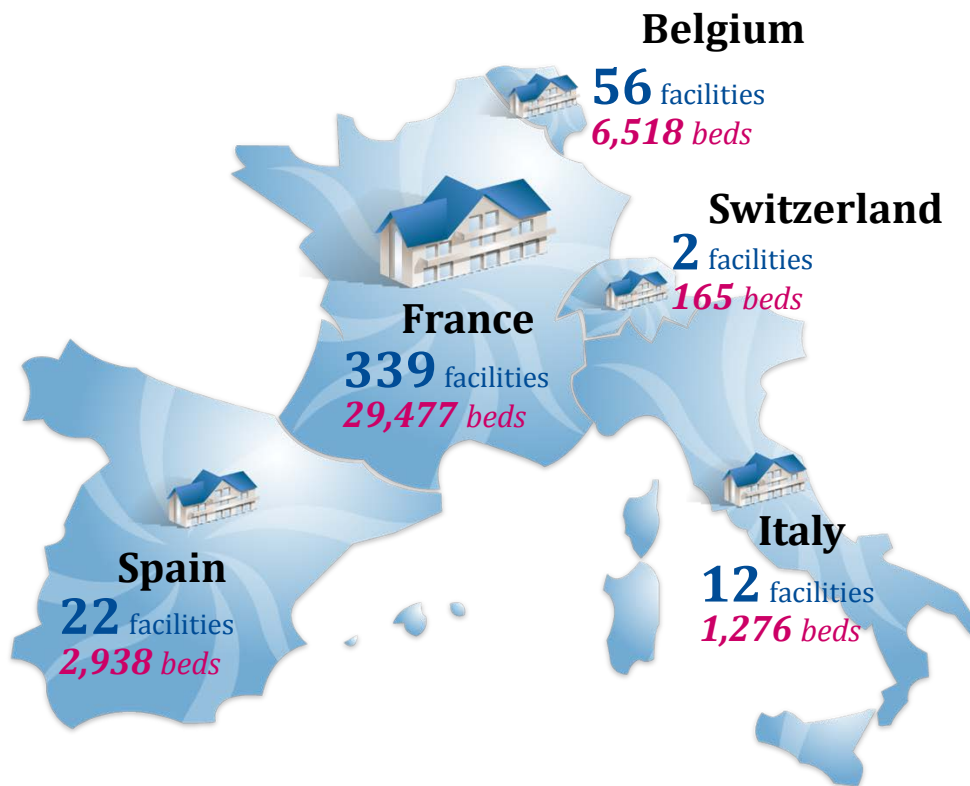


Shoten – 125 beds



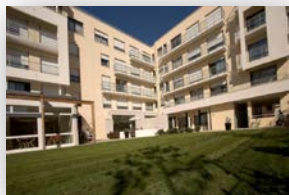
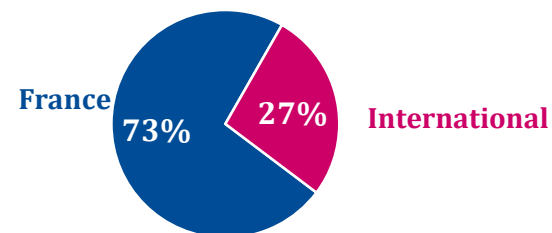
ORPEA network

European leader : 40,374 beds at over 431 facilities



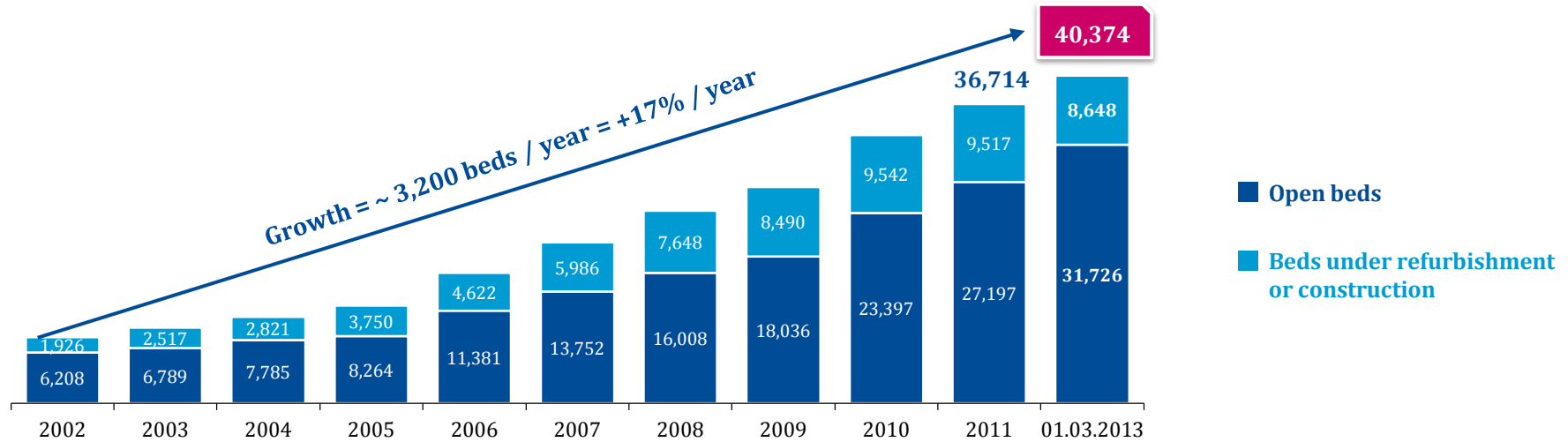
Europe	Nbr of beds
Open beds	31,726
Beds under refurbishment	3,246
Beds under construction	5,402
Total	40,374

Geographical breakdown of the network

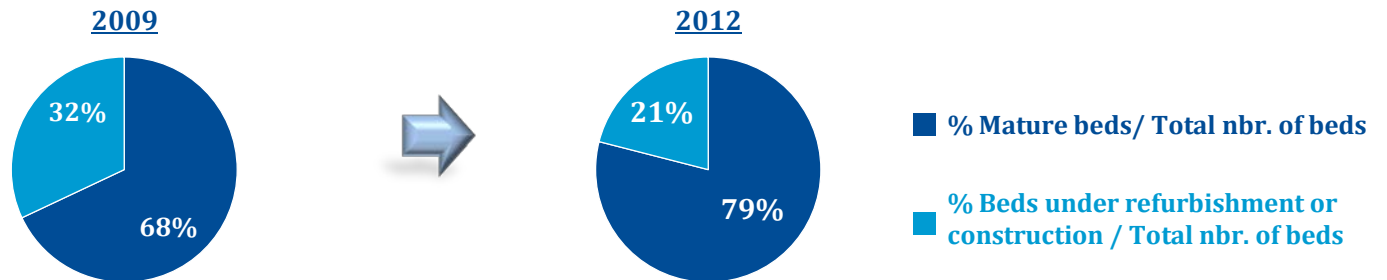


A secured pipeline of 8,648 beds

Network development over 10 years



Ramp-up in mature facilities



France: 339 facilities for 29,477 beds

Openings of 2012: 20 facilities (1,900 beds)

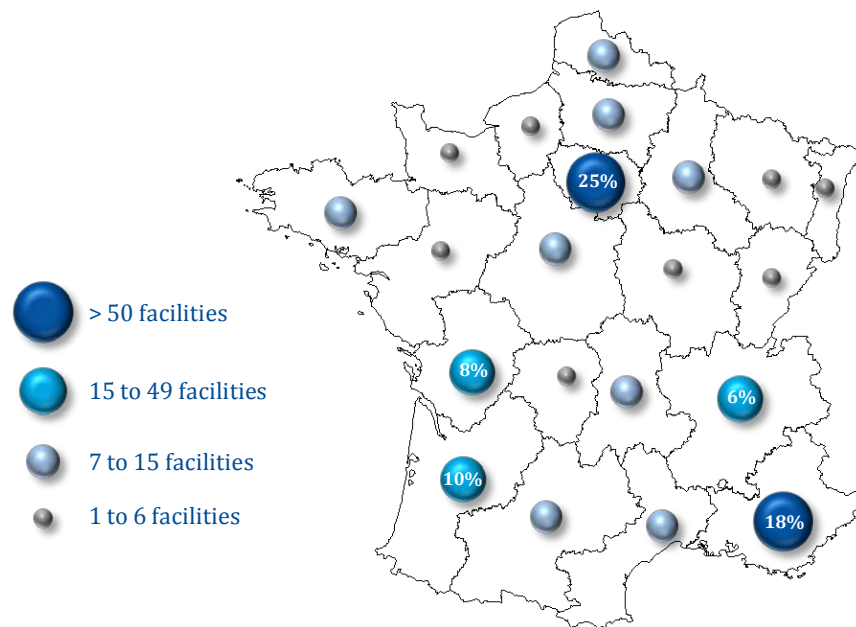
- ✧ Strategic locations: 50% in Ile-de-France and Provence Alpes Cote d'Azur
- ✧ Refurbishment and creation of new facilities

Development since start 2012: 887 new beds

- ✧ Licence for 1 facility of 84 beds
- ✧ Value added acquisitions





France	Nbr of beds
Open beds	24,154
Beds under refurbishment	2,334
Beds under construction	2,889
Total	29,477

Location of facilities (% du total)



29,477 beds in France, including 18% under construction or refurbishment

International: 92 facilities for 10,897 beds

	Activity during 2012	Beds in operation	Beds under development	Total	Prospects
SPAIN 	Acquisition and integration of Artevida (1,156 beds and places)	2,938 beds	n/a	2,938 beds 22 facilities	* Acquisition opportunities on attractive terms in major cities
BELGIUM 	Acquisition of 100% of Medibelge Opening of 1 120-bed facility (Brussels) Selective acquisitions	3,598 beds	2,920 beds	6,518 beds 56 facilities	* New licences * Selective acquisitions
ITALY 	Opening of 180-bed facility (Trofarello) Acquisition of 200 beds	871 beds	405 beds	1,276 beds 12 facilities	* New licences * Selective acquisitions
SWITZERLAND 	End of work on the post-acute & rehabilitation care facility	165 beds	n/a	165 beds 2 facilities	* Ramp-up in the rehabilitation care facility



10,897 beds outside France, including 25% under construction or refurbishment

2012 Full-Year results

2012: increase in profitability

2012 INITIAL TARGET

2012 ACHIEVEMENTS

1 Revenues: €1,425m



€1,429m
+15.8%

2 Strong organic growth



+8.2%

3 Higher profitability



Recurring EBIT margin: 13.6%
+ 40 bp

4 Property sales on attractive terms



€300m
(Selling price)

Steep rise in 2012 revenue: +15.8%

In €m	2012	2011	%
France	1,227.3	1,094.5	+12.1%
	86%	89%	
International	201.8	139.6	+44.5%
	14%	11%	
Belgium	105.6	67.5	
Spain	48.7	30.5	
Italy	32.2	26.8	
Switzerland	15.4	14.8	
Total	1,429.1	1,234.1	+15.8%

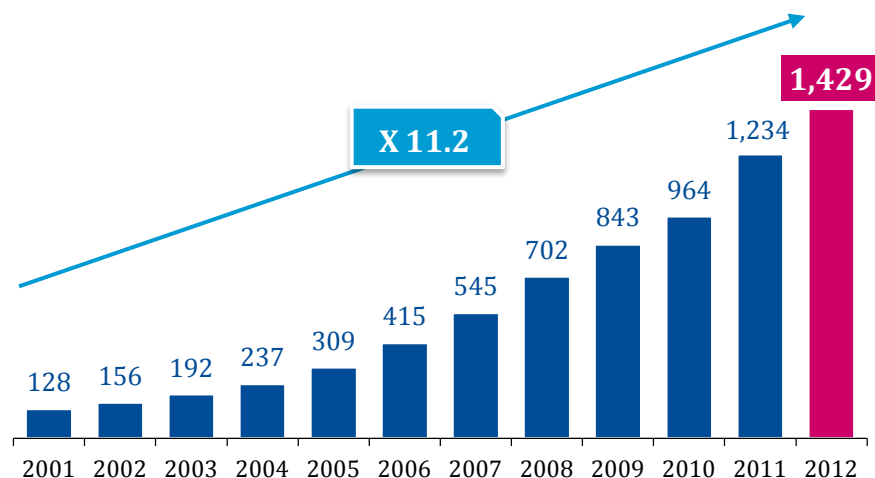
Strong organic growth in 2012

+8.2% (Approx. €100m)

Strong increase abroad: +44.5%

(Medibelge, Artevida)

✧ Historical revenue growth:



CAGR on 2001 – 2012:

+24.5%

Strong increase in all profitability indicators

<i>In €m</i>	2012	2011	%
Revenues	1,429.1	1,234.1	+15.8%
EBITDAR (Recurring EBITDA before rents)	368.5	311.4	+18.4%
Recurring EBITDA	256.3	218.2	+17.5%
Recurring EBIT (Rec. Operating Profit)	193.7	163.2	+18.7%
EBIT (Operating profit)	222.2	190.0	+16.9%
Net financial income/(expense)	-72.8	-65.0	(+12.0%)
Profit before tax	149.4	125.0	+19.5%
Net profit (Group share)	97.0	80.3	+20.8%

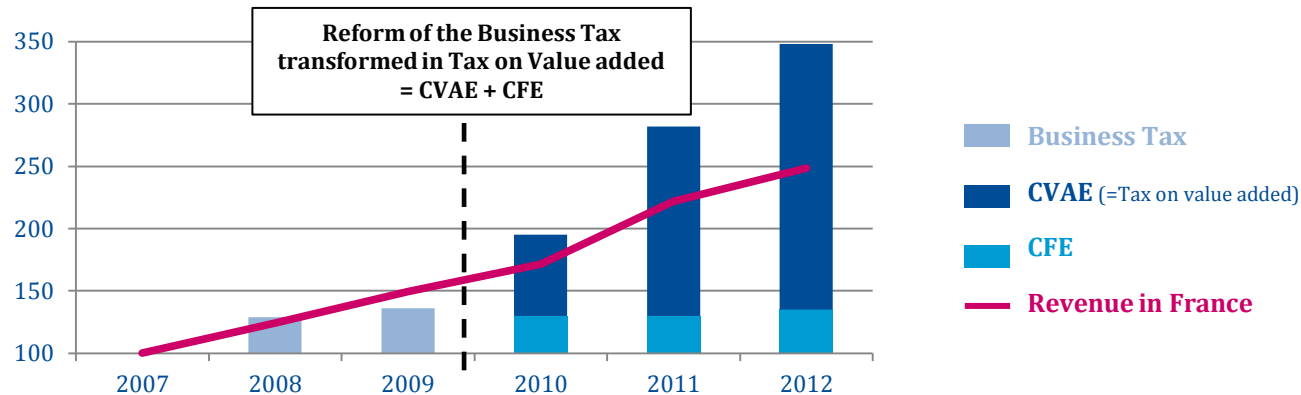


Net profit up 21% to €97m

Impact of new tax laws in France



Tax on value added (CVAE and CFE): + €4.4m (€23m in 2012 compared with €6.7m in 2007)



New tax on dividend: + €0.8m

Amended Finance Law of 16 August 2012



Non deductibility of financial cost: + €2.5m

Finance Law of December 2012



Increase in the Corporate tax rate (34.43% to 36.10%) : + €1.9m

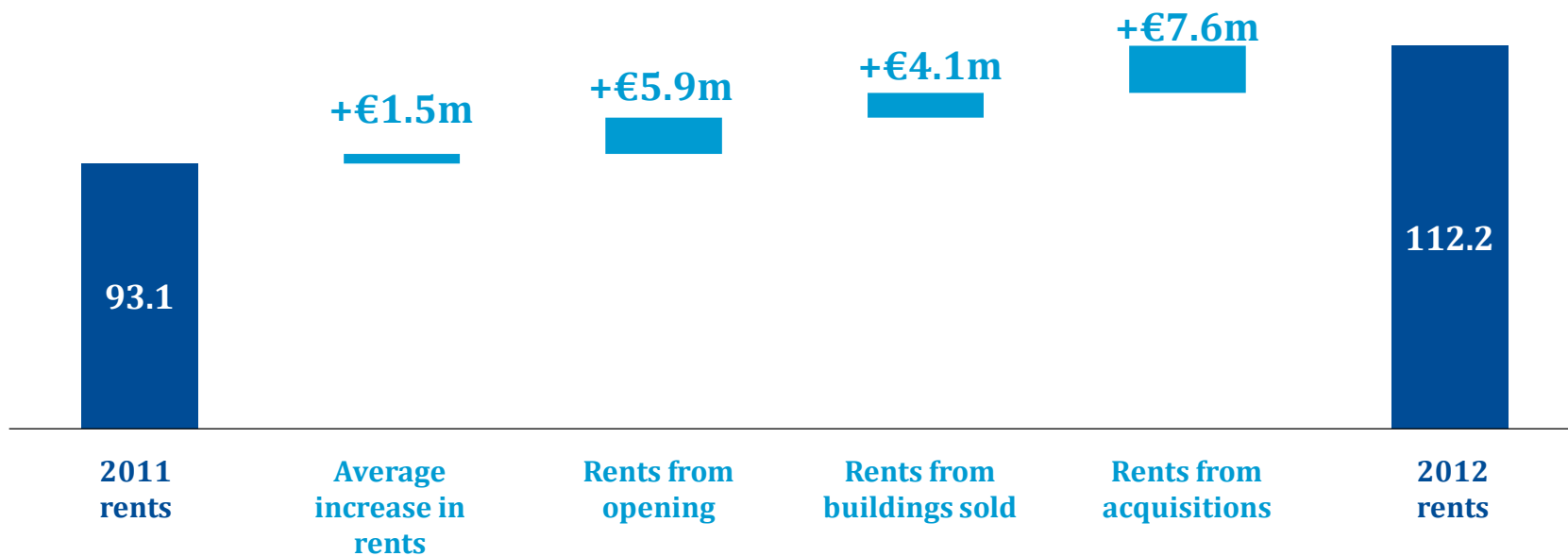
Rise in operating profitability

<i>In €m</i>	2012	2011	%
Revenues	1,429.1	1234.1	+15.8%
Staff costs	-715.8	-625.0	+14.5%
Expenses	-277.2	-240.8	+15.1%
Taxes and duties	-67.5	-58.4	+15.5%
Other income and expenses	-0.1	1.4	N.S.
EBITDAR (Recurring EBITDA before rents)	368.5	311.4	+18.4%
% of revenues	25.8%	25.2%	
Rents	-112.2	-93.1	+20.5%
Recurring EBITDA	256.3	218.2	+17.5%
% of revenues	17.9%	17.7%	
Depreciation & Amortisation	-62.7	-55.1	+13.8%
Recurring EBIT (Rec. Oper. Profit)	193.7	163.2	+18.7%
% of revenues	13.6%	13.2%	
Non-recurring items	28.5	26.8	N.S.
EBIT (Operating profit)	222.2	190.0	+16.9%

Currently being audited

Trend in rents

✧ Rents in €m



Average annualised increase in rents: +1.6%

Currently being audited

Geographical breakdown of profitability

In €m	2012			2011		
	Rev.	Recurring EBITDA	% of Rev.	Rev.	Recurring EBITDA	% of Rev
France	1227.3	230.6	18.8%	1094.5	200.5	18.3%
Belgium	105.6	13.1	12.4%	67.5	10.2	15.1%
Spain	48.7	6.1	12.6%	30.5	1.8	6.0%
Italy	32.2	2.3	7.2%	26.8	1.9	7.2%
Switzerland	15.4	4.2	27.2%	14.8	3.8	25.7%
International	201.8	25.8	12.8%	139.6	17.8	12.7%
Grand TOTAL	1429.1	256.3	17.9%	1234.1	218.2	17.7%

Recurring EBIDTA: Recurring operating profit before depreciation and amortisation

Currently being audited

Solid financial structure

<i>In €m</i>		31-Dec-12	31-Dec-11
ASSETS	Non-current assets	4,151	3,757
	Goodwill	380	323
	Intangible assets	1,278	1,129
	Property, plant & equipment and property under development	2,404	2,217
	Other non-current assets	89	88
	Current assets	619	604
	<i>Of which cash, cash equivalents and marketable securities</i>	362	309
	Assets held for sale	121	121
	TOTAL ASSETS	4,891	4,482
LIABILITIES	Sh. equity, Group share and permanent deferred taxes	1,577	1,477
	Shareholders' equity Group share	1,209	1,152
	Deferred taxes on intangible assets (quasi equity)	369	325
	Non-controlling interests	1	3
	Non-current liabilities	2,038	1,817
	Other deferred tax liabilities	321	314
	Provision for liabilities and charges	57	42
	Long-term financial debt	1,660	1,462
	Current liabilities	1,153	1,064
	<i>Of which short-term debt (bridge loans)</i>	504	466
	Debt linked to assets held for sale	121	121
	TOTAL LIABILITIES	4,891	4,482

Currently being audited

Optimisation of the Group's finances


2012: arrangement of private placements

✧ **Objectives:** diversify sources of financing and extend the maturity of debt on attractive terms

✧ **Schuldschein** (€35m) with a 5-year maturity (due 2017)

✧ **Examples of Euro private placements** in several tranches:

- Maturities: 5-year (€85m), 6-year (€20m) and 6.5-year (€128m)
- Coupons: 4.10% over 5 years, 4.20% over 6 years and 4.60% over 6.5 years



		2011	2012
1	Diversification	% of non-bank debt = 11%	↗ 29%
2	Extension of debt maturity	Average maturity = 4.1 years	↗ 5.0 years
3	Greater flexibility	Restated financial leverage = 2.2	↘ 1.7

Flexible financial structure

Metrics	31-Dec-2012	30-June-2012	31-Dec-2011
Net debt*	1,802	1,756	1,619
Restated financial leverage ¹	1.7	2.1	2.2
Restated gearing ²	1.2	1.3	1.2

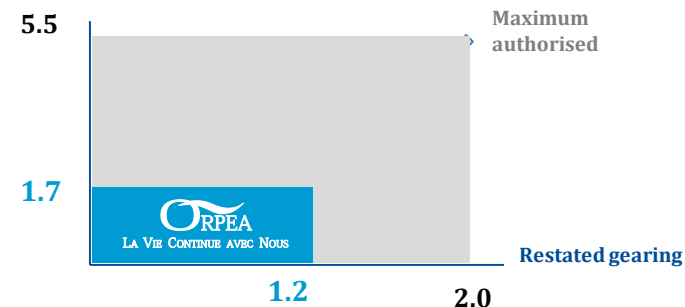
*Excluding €121m in debt linked to assets held for sale

¹ $\frac{\text{Net debt} - \text{Real estate debt}}{\text{EBITDA} - (6\% \text{ of Real estate debt})}$

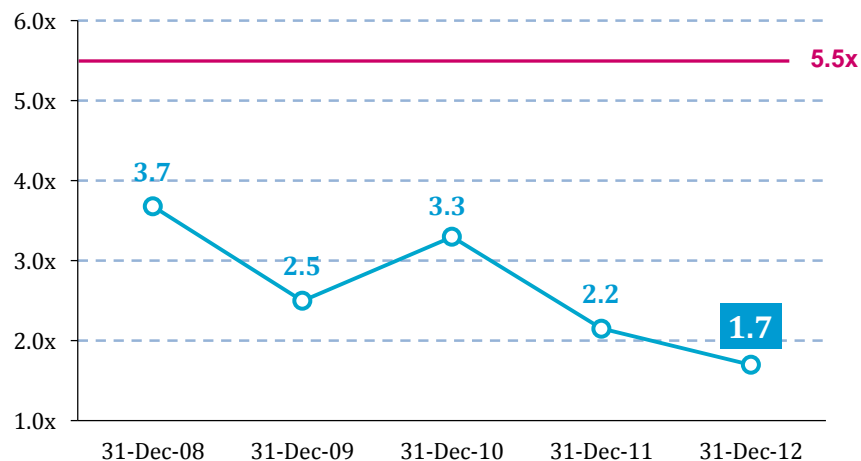
² $\frac{\text{Net debt}}{\text{Shareholders' equity} + \text{quasi equity}}$

✧ Banking covenants met comfortably

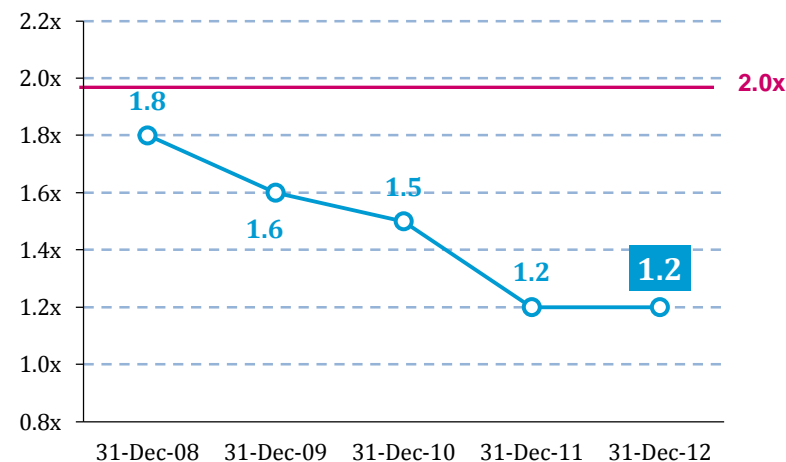
Restated financial leverage



✧ Change in restated financial leverage



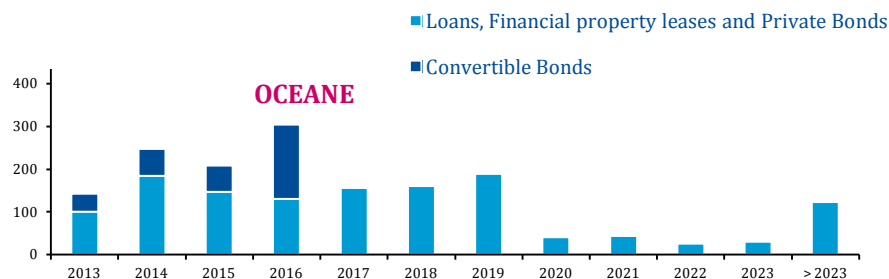
✧ Change in restated gearing



Currently being audited

Solid financial structure

✧ Debt maturity profile (excl. bridge loans)

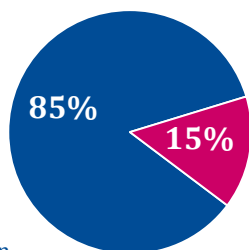


✧ Bridge loans = financing for property under construction

- €122m over 4 years
- Converted into:
 - Property lease if ORPEA remains owner
 - Cash if the asset is sold to investors

Breakdown of the debt net

Real estate debt
€1,532m



Operating debt
€270m

✧ Financial property leases & long-term loans for operating real estate (€1,197m)

✧ Bridge loans for assets under construction (€335m), secured by:

- Financial property lease if ORPEA remains owner
- Sale to investors

Debt hedging

PROPORTION OF THE DEBT HEDGED AT FIXED RATE

- ✧ **Approx. 90% in 2013**
- ✧ **Approx. 95% from 2014 to 2017**

Operations: securing future growth



ASSETS

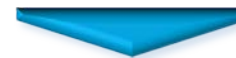
- ✧ **Network of 40,374 beds**
 - 31,726 open beds in operation
 - 3,246 open beds under refurbishment
 - 5,402 beds under construction



Value of intangible assets (licences):
€1,278m

LIABILITIES

- ✧ Financed by medium-term 5- to 7-year loans
- ✧ No significant installments ahead: amortising loans
- ✧ Hedged by derivatives: fixed-rate swaps



Net operating debt:
€270m



Network of high-potential beds, partially valued as assets

The licences awarded are not valued on the balance sheet

Increase in real estate portfolio value* to €2.4b

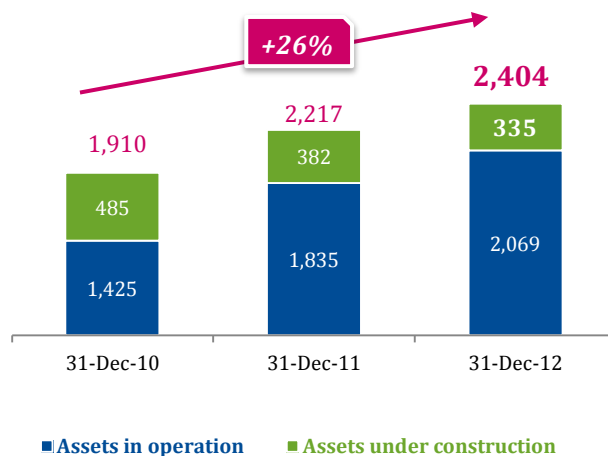
	31-Dec-11	31-Dec-11	Change
Number of buildings	248	230	+18 build.
Of which fully owned	142	141	n.s.
Built surface area (in sqm)	824,000	756,000	9%
Total value (€m)	2,404	2,217	8%
Of which assets in operation	2,069	1,835	13%
Of which assets under construction	335	382	-12%

* Excluding €121m in assets held for sale

FEATURES

- ✧ Average age < 10 years
- ✧ Strategic locations
- ✧ Value per sqm: €2,510

✧ Trend in the value of the real estate portfolio* (€m)



Cash flow statement

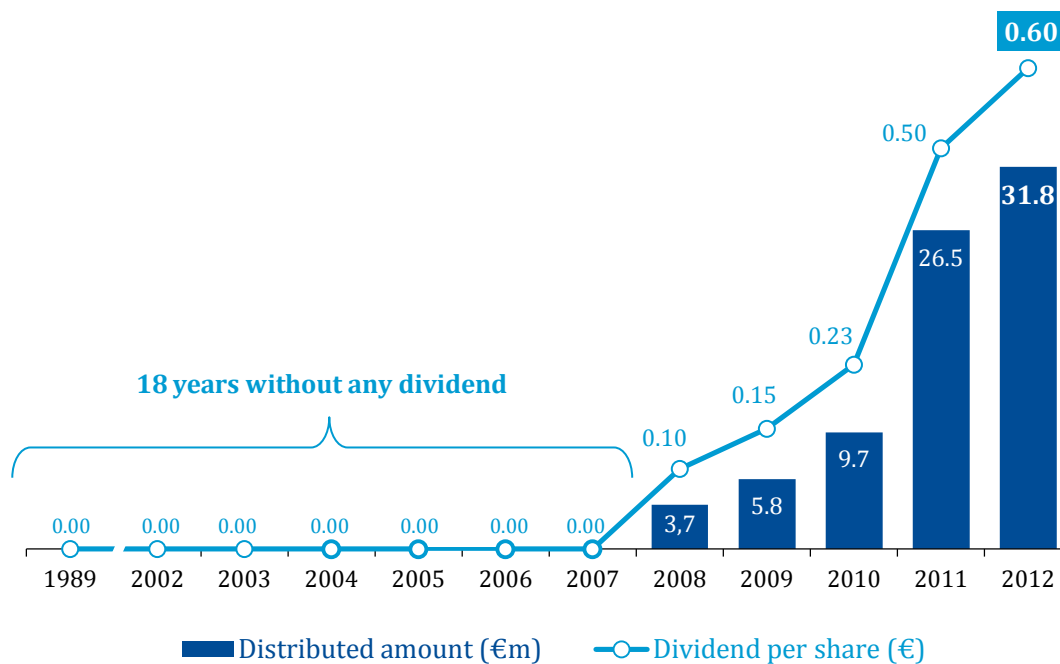
<i>En M€</i>	2012	2011	H2 2012	H1 2012
Recurring EBITDA	256	218	134	122
Net cash flow from operating activities	208	202	130	78
Net cash flow from internal investing act.¹	26	-102	54	-28
Investment in construction	-274	-226	-87	-187
Property sales	300	124	141	159
Total internal cash flow²	234	101	184	50
Net cash flow from external investing activ.	-296	-248	-144	-152
Net cash flow from financing activities	-153	-166	-87	-66
Acquisitions of operating assets (intangible assets)	-143	-82	-57	-86
Net cash flow from financing activities	115	180	102	13
Change in cash during half-year period	53	33	142	-89

¹ Net cash flow from internal investing activities: investments in construction required for maintenance and to harness the growth pipeline, net of disposals and excluding acquisitions

² Internal cash flow = Net cash flow from operating activities + Net cash flow from internal investing activities

Increase in the dividend per share

✧ Proposed dividend to the 2012 AGM: €0.60 / share



Increase in the dividend
per share
+ 20%

Share yield*
2%

**Based on the closing price of the share at 22 March 2013*

Payout ratio of the net
profit
33%



Strategy and outlook

Yves Le Masne – Chief Executive Officer
Dr Jean-Claude Marian M.D. – Chairman

Openings of 2012: 2,150 beds and 1,300 jobs created



Sainte Maxime (83), Nursing Home – 80 beds



Osny (95), Post-acute facility – 60 beds



Boussy St. Antoine (91), Nursing Home – 80 beds



Villepinte (93), Psy. facility. – 100 beds



Toulon (83), Psy. facility. – 160 beds



St. Maur des Fossés (94), Nursing Home – 80 beds



Clamart (92), Nursing Home – 63 beds



Boulogne (92), Nursing Home – 110 beds



Berlaimont (59), Nursing Home – 75 beds



Draguignan (83), Post-acute facility – 50 beds



Roquebrune (06), Nursing Home – 110 beds



Saintry (91), Nursing Home – 80 beds

Openings of 2013: 2,000 beds and 1,200 jobs created



Guérande (44), Nursing Home – 80 beds



Le Cannet (06), Nursing Home–120 beds



Cateau Cambresis (59), Nursing Home– 94 beds



Espira d'Agly (66), Nursing Home – 70 beds



Batsur Mer (44), Nursing Home – 48 beds



Meyzieu (69), Post-acute facility – 104 beds



La Garenne Colombes (92), Nursing Home – 103 beds



Chamalières (63), Post-acute facility – 90 beds



Parmain (95), Nursing Home – 70 beds



Lyon Champvert (69), Psy. facility. – 179 beds



Saint Sulpice de Royan (17), Nursing Home – 84 beds



Nyon (Suisse), Post-acute facility – 90 beds

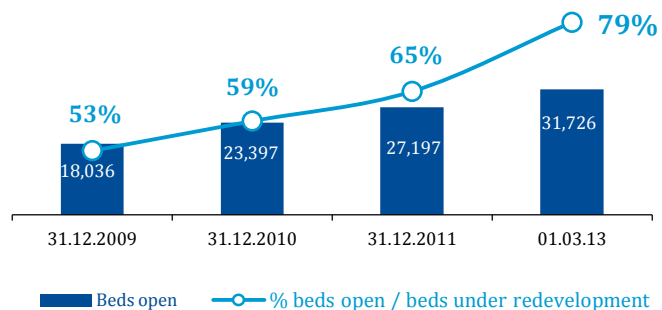
2013: continued growth and cash flow strategy

STRATEGY

✧ Value added development



✧ Ramp-up in the number of mature facilities



✧ Pipeline comes on stream: 8,648 beds



✧ Property sales at attractive conditions

OUTLOOK

✧ Strong increase in revenue and solid organic growth

2013 target: €1,600m (+12%)

✧ Increase in profitability

✧ Debt under control

✧ Attractive dividend policy

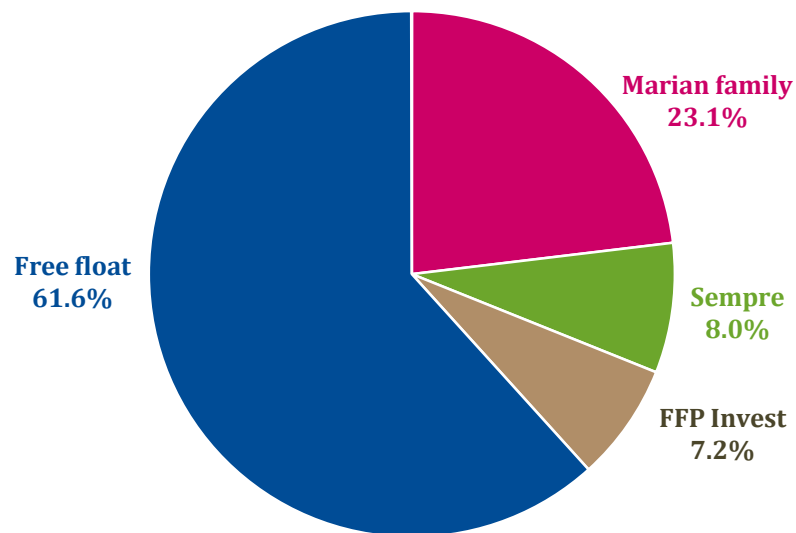




Appendices

Shareholding structure and Governance

✧ Shareholding structure (% of capital)



✧ Board of Directors

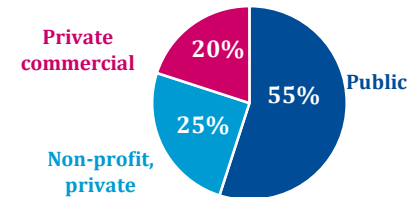
- **Dr Jean-Claude Marian** – Chairman
- **Yves Le Masne** – CEO
- **Brigitte Michel**
- **Alexandre Malbasa**
- **Jean Patrick Fortlacroix**
- **FFP Invest** (Thierry Mabillet de Poncheville)
- **NEO-GEMA** (Philippe Austruy)

French nursing home sector

Low market share
of the private
sector

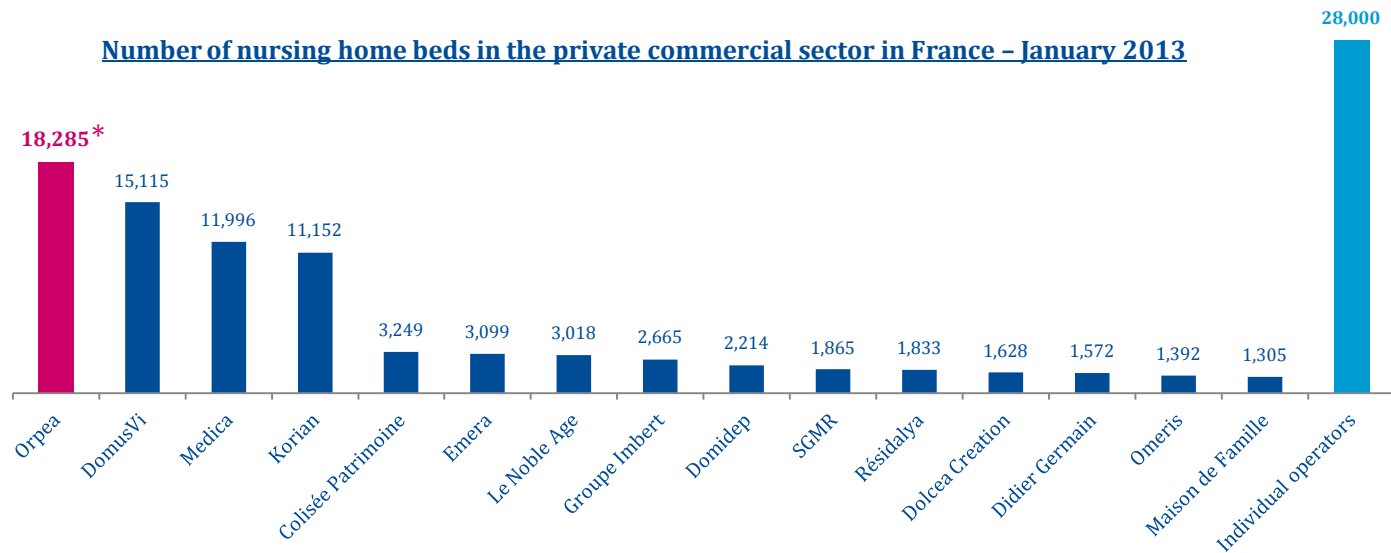
- ✧ Public and non-profit operators: reduction in investment capacity
- ✧ **Private sector:** investment capacity and job creation
- ✧ Reminder: in the UK, the market share of the private sector is 70%

Breakdown of beds by type of operator



Fragmented
private
commercial sector

Number of nursing home beds in the private commercial sector in France – January 2013



Source: Mensuel des Maisons de retraite, January 2013

* As at 01.03.13 ORPEA had a total of 40,374 beds (29,477 beds in France and 10,897 beds abroad), including post-acute, rehab. and psychiatric beds

Strong solvency position of people aged 85+

Comparison of nursing home cost vs. wealth

Average cost of
nursing home
for a resident

€46,200

Assumptions:

- * Average cost: €2,200 per month
- * Average length of stay: 21 months

Average wealth of
people aged 85+

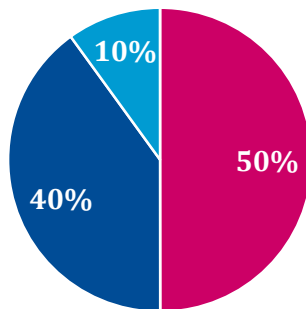
€135,000

Source: IGAS 2010 report: €110,000 to €160,000

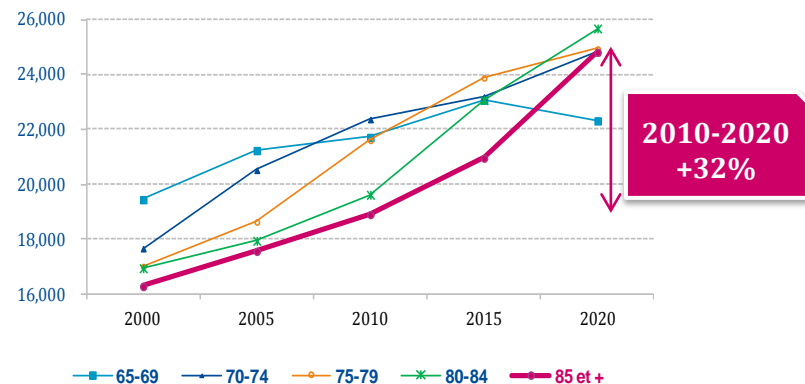
Income of elderly

Average pension (excluding other income):
€1,300 per month with wide disparities

- < €1,250
- €1,250 - €2,250
- > €2,250



Trends in income of the elderly by age bracket



Source: Report by Jean De Kervasdoué, Professor of Health Services Economics and Management, CNAM

Stock market information

✧ Market data (last 12 months):

- **Average daily volume:** 78,140 shares (= €2.3m)
- **Price:** €32.40
- **High (12-month):** €34.00
- **Low (12-month):** €24.20
- **Turnover:** 38% in 12 months
- **Market cap.:** €1,717m
- **Number of shares:** 52,998,062



Data as at March 21, 2013

✧ Indices:

- **Compartment A of Euronext Paris, NYSE Euronext**
- **Member of CAC Mid 60 and SBF 120**
- **Member of SRD**



✧ Contacts:

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