



# 2020

## **NOTICE OF MEETING BROCHURE**

### **COMBINED ANNUAL GENERAL MEETING (Ordinary and Extraordinary)**

Tuesday 23 June 2020 at 9.30 am CEST

EXCEPTIONALLY, THE ANNUAL GENERAL MEETING  
WILL BE HELD IN CLOSED SESSION

At the registered office of the Company,  
12, rue Jean-Jaurès - 92813 Puteaux Cedex, France



## CONTENTS

---

<b>NOTICE OF MEETING</b>	<b>1</b>
Agenda	1
Requirements for participating in the Annual General Meeting	3

---

<b>REPORT OF THE BOARD OF DIRECTORS ON THE DRAFT RESOLUTIONS</b>	<b>6</b>
Resolutions within the authority of the Ordinary Annual General Meeting	8
Resolutions within the authority of the Extraordinary Annual General Meeting	18
Appendix 1	20
Presentation of candidates for the position of director of the Company	20
Appendix 2	22
Report of the Board of Directors on the remuneration policy of the Company's corporate officers for 2020	22
Appendix 3	30
Statutory Auditors' report on the share capital transactions provided for in the resolutions submitted to the Combined Annual General Meeting of 23 June 2020	30

---

<b>SUPPLEMENTARY REPORT OF THE BOARD OF DIRECTORS (ARTICLES L. 225-129-5, R. 225-116 AND R. 225-117 OF THE FRENCH COMMERCIAL CODE)</b>	<b>33</b>
Appendix 1	37
Supplementary report of the Statutory Auditors on the issue of bonds convertible into and/or exchangeable for new or existing shares (OCEANE) with the waiving of pre-emption rights	37

---

<b>TEXT OF THE DRAFT RESOLUTIONS</b>	<b>39</b>
Resolutions within the authority of the Ordinary Annual General Meeting	39
Resolutions within the authority of the Extraordinary Annual General Meeting	43
Appendix - Draft of ORPEA's new Articles of Association	53

---

<b>BUSINESS OVERVIEW</b>	<b>59</b>
2019 key figures	59
Outlook	62
Events subsequent to 1 January 2020	63

---

<b>REQUESTS FOR DOCUMENTS AND INFORMATION</b>	<b>65</b>
---	-----------



This Notice of Meeting Brochure, together with the documents  
and information relating to this Annual General Meeting,  
are available on the ORPEA website at

[www.orpea-corp.com](http://www.orpea-corp.com)  
("Shareholders" section)



# NOTICE OF MEETING

## AGENDA

**Disclaimer:** In the current health context and following the measures taken by the authorities on confining individuals and the closure of establishments that are open to the public, the Annual General Meeting will be held at the Company's registered office without the physical presence of its shareholders or other persons entitled to attend, in accordance with the provisions of Order No. 2020-321 of 25 March 2020 adapting the rules for meetings and deliberations of the meetings and governing bodies of legal entities and entities without legal personality under private law due to the Covid-19 pandemic.

The shareholders of the Company are hereby notified that a Combined Annual General Meeting (Ordinary and Extraordinary) will take place

**on Tuesday 23 June 2020 at 9.30 am, exceptionally held in closed session and without the presence of shareholders, at the registered office of the Company, 12, rue Jean-Jaurès – 92813 Puteaux Cedex, France,**

to deliberate on the following agenda:

### Resolutions within the authority of the Ordinary Annual General Meeting

1. Approval of the parent-company financial statements for the financial year ended 31 December 2019
2. Approval of the consolidated financial statements for the financial year ended 31 December 2019
3. Appropriation of net profit
4. Approval of agreements and commitments mentioned in the Statutory Auditors' special report in accordance with Article L. 225-38 of the French Commercial Code
5. Renewal of Laure Baume's term of office as director
6. Renewal of Moritz Krautkrämer's term of office as director
7. Appointment of Corine de Bilbao as director
8. Appointment of Pascale Richetta as director
9. Approval of the remuneration policy of the members of the Board of Directors for the financial year ended 31 December 2019, as referred to in Article L. 225-37-3-I of the French Commercial Code, pursuant to Article L. 225-100-II of the French Commercial Code
10. Approval of the fixed, bonus and exceptional components of total remuneration and benefits in kind paid or granted with respect to the financial year ended 31 December 2019 to Philippe Charrier, Chairman of the Board of Directors
11. Approval of the fixed, bonus and exceptional components of total remuneration and benefits in kind paid or granted with respect to the financial year ended 31 December 2019 to Yves Le Masne, Chief Executive Officer
12. Approval of the fixed, bonus and exceptional components of total remuneration and benefits in kind paid or granted with respect to the financial year ended 31 December 2019 to Jean-Claude Brdenk, Chief Operating Officer
13. Setting of the amount of remuneration to be allocated to the members of the Board of Directors
14. Approval of the remuneration policy of members of the Board of Directors for the 2020 financial year
15. Approval of the remuneration policy of Philippe Charrier, Chairman of the Board of Directors for the 2020 financial year
16. Approval of the remuneration policy of Yves Le Masne, Chief Executive Officer for the 2020 financial year
17. Approval of the remuneration policy of Jean-Claude Brdenk, Chief Operating Officer for the 2020 financial year
18. Renewal of the appointment of Saint-Honoré BK&A as Principal Statutory Auditors
19. Authorisation to be granted to the Board of Directors for the purpose of dealing in the Company's shares

## Resolutions within the authority of the Extraordinary Annual General Meeting

20. Authorisation to be granted to the Board of Directors to reduce the share capital by cancelling the Company's own shares held in treasury
21. Delegation of authority to the Board of Directors for the purpose of increasing the Company's share capital by issuing ordinary shares and/or negotiable securities conferring rights to the Company's share capital and/or negotiable securities carrying rights to the allotment of debt securities with pre-emption rights for shareholders
22. Delegation of authority to the Board of Directors for the purpose of issuing, by way of public offerings other than those referred to in Article L. 411-2 of the French Monetary and Financial Code, ordinary shares and/or negotiable securities conferring rights to the Company's share capital and/or negotiable securities carrying rights to the allotment of debt securities with the waiving of pre-emption rights for shareholders
23. Delegation of authority to the Board of Directors for the purpose of issuing ordinary shares of the Company and/or negotiable securities conferring rights to the share capital and/or negotiable securities carrying rights to the allotment of debt securities with the waiving of pre-emption rights for shareholders, in the context of public offerings referred to in Article L. 411-2-1 of the French Monetary and Financial Code
24. Delegation of authority to the Board of Directors to increase the number of shares to be issued in the event of a capital increase with or without shareholders' pre-emption rights
25. Authorisation to be granted to the Board of Directors in the event of an issue, with the waiving of pre-emption rights, of shares or negotiable securities giving access to the Company's share capital, in order to set the issue price, within the limit of 10% of the Company's share capital, in accordance with the terms and conditions set by the Annual General Meeting.
26. Delegation of authority to the Board of Directors to carry out a capital increase within the limit of 10% in order to remunerate contributions in kind granted to the Company and consisting of equity securities or other negotiable securities giving access to the share capital, without shareholders' pre-emption rights
27. Delegation of authority to the Board of Directors to decide on an increase in the Company's share capital by incorporation of reserves, profits or premiums, or similar
28. Authorisation to be granted to the Board of Directors to allot bonus shares of the Company to employees and/or corporate officers of the Company and its subsidiaries, without shareholders' pre-emption rights
29. Delegation of authority to the Board of Directors for the purpose of carrying out capital increases in favour of members of a company savings plan with the waiving of pre-emption rights
30. Amendment to Article 2 of the Articles of Association relating to the corporate objects
31. Amendment to Article 4 of the Articles of Association relating to the transfer of the registered office
32. Insertion of an Article 11 of the Articles of Association relating to the crossing of statutory thresholds
33. Redrafting of the Company's Articles of Association
34. Delegation to be given to the Board of Directors for the purpose of making the necessary amendments to the Articles of Association to bring them into compliance with legal and regulatory provisions
35. Powers to carry out formalities

# REQUIREMENTS FOR PARTICIPATING IN THE ANNUAL GENERAL MEETING

**Disclaimer:** the Company's Board of Directors has decided to make use of the provisions of Order No. 2020-321 of 25 March 2020, adapting the rules for meetings and deliberations of Annual General Meetings and governing bodies due to the Covid-19 pandemic. The Company's Annual General Meeting will therefore be held on 23 June 2020 at 9.30 am, in the absence of shareholders and other persons usually entitled to attend.

No admission card will be issued and shareholders must cast their vote or give their proxy in advance of the Annual General Meeting.

Written questions may be submitted to the Company in advance of the Annual General Meeting. However, it will not be possible to ask questions during the session.

The Annual General Meeting will be livestreamed on the Company's website: <http://www.orpea-corp.com>.

The terms and conditions of participation and voting at the Annual General Meeting may change in accordance with legal requirements in connection with Covid-19. You are therefore invited to regularly consult the section concerning the 2020 Annual General Meeting on the Company's website at <http://www.orpea-corp.com> (under Shareholders/Shareholder meeting), which will be updated on the decisions taken.

## Conditions to be satisfied for participating in the Annual General Meeting

All shareholders, regardless of the number of shares they own, have the right to participate in the Annual General Meeting. Shareholders may attend in person but may also vote by post or be represented by giving a proxy to the Chairman of the Annual General Meeting, to their spouse or civil partner, to another shareholder, or to any other person (individual or legal entity) of their choice under the conditions provided for in Article L. 225-106 of the French Commercial Code or without indicating a proxy.

However, only those shareholders who have provided proof of their status in accordance with Article R. 225-85 of the French Commercial Code may participate in the Annual General Meeting:

- **For holders of registered shares**, their shares must be registered in their name in the registered share accounts kept by Société Générale Securities Services on the second business day prior to the Annual General Meeting at 12.00 am, **i.e. by 12.00 am (Paris time) on 19 June 2020**.
- **For holders of bearer shares**, their shares must be entered in the accounts kept by the authorised financial intermediary that manages their securities account on the second business day prior to the Annual General Meeting at 12.00 am, **i.e. by 12.00 am (Paris time) on 19 June 2020**. Such entries are evidenced by a certificate of participation issued by the financial intermediary.

## Terms for participating in the Annual General Meeting

### ATTENDANCE IN PERSON AT THE ANNUAL GENERAL MEETING

Pursuant to Article 4 of Order no. 2020-321, the Board of Directors of the Company resolved that the Annual General Meeting of 23 June 2020 would exceptionally be held in closed session, without the shareholders and other persons entitled to attend being physically present.

Consequently, no admission card will be issued for the Annual General Meeting of 23 June 2020.

Shareholders will only be able to exercise their voting rights remotely, prior to the Annual General Meeting.

### GRANT OF PROXY OR POSTAL VOTING

If a shareholder is unable to attend the Annual General Meeting in person, and taking into account the aforementioned circumstances and considerations, the shareholder may choose from one of the following three methods, which are the only options now available:

- vote by post on each individual resolution;
- grant a proxy to the Chairman of the Annual General Meeting; or
- give proxy to their spouse or to any other person who will vote prior to the Annual General Meeting.

It is specified that, for any proxy given by a shareholder without indication of a proxy holder, the Chairman of the Annual General Meeting will cast a vote in favour of the adoption of the draft resolutions presented or approved by the Board of Directors and a vote against the adoption of all other draft resolutions.

**Holders of registered shares** must return their single postal or proxy voting form, duly completed and signed, to Société Générale Securities Services, using the prepaid envelope enclosed with the Notice of Meeting.

**Holders of bearer shares** must return their single postal or proxy voting form, duly completed and signed, to the authorised financial intermediary managing their securities account. The intermediary will provide evidence of their shareholder status and will return the form to Société Générale Securities Services.

To be admissible, forms must reach Société Générale Securities Services no later than **20 June 2020**.

Holders of bearer shares may obtain the single postal or proxy voting form from the authorised intermediary that manages their securities account, it being stipulated that requests for voting forms must reach Société Générale Securities Services through the authorised intermediary no later than six days before the date of the Annual General Meeting, i.e. **17 June 2020**.

Pursuant to Article 7 of Decree no. 2020-418 of 10 April 2020 and by way of derogation from Article R. 225-85-III of the French Commercial Code, it is specified that shareholders who have already distance voted, sent a proxy or a certificate of participation may choose another means of participation in the Annual General Meeting provided that their instruction to this effect reaches Société Générale Securities Services within a period of time compatible with the provisions of the first paragraph of Article R. 225-77 and Article R. 225-80 of the French Commercial Code (as amended by Decree no. 2020-418 of 10 April 2020 mentioned above).

## Notice of grant or revocation of proxy

It should be noted that written and signed proxy forms should indicate the last name, first name and address of the shareholder as well as those of their proxy. A proxy is revoked in the same manner as it is granted.

Pursuant to the provisions of Article R. 225-79 of the French Commercial Code and Article 6 of Decree No. 2020-418 of 10 April 2020, notification of the grant or revocation of proxy may also be provided electronically, as follows:

- **for holders of registered shares:** they must send an email bearing an electronic signature, obtained from a third-party certificate issuing authority in accordance with applicable laws and regulations, to the following email address: [assemblees.generales@sgss.socgen.com](mailto:assemblees.generales@sgss.socgen.com); this email must specify the last name, first name, address and Société Générale identifier in the case of direct registered shareholders (as indicated at the top left of their account statement), or their financial intermediary identifier in the case of intermediary registered shareholders, as well as the last name, first name and address of the appointed or revoked proxy;

A shareholder who has already distance voted or sent a proxy or certificate of participation may sell all or part of their shares.

In view of the postal delays resulting from the Covid-19 health crisis, we recommend that you return your voting form as soon as possible and that you send your voting instructions or your proxies electronically, where possible.

- **for holders of bearer shares:** they must send an email bearing an electronic signature, obtained from a third-party certificate issuing authority in accordance with applicable laws and regulations, to the following email address: [assemblees.generales@sgss.socgen.com](mailto:assemblees.generales@sgss.socgen.com); this email must specify their last name, first name and address and that of the appointed or revoked proxy. They must then ask the financial intermediary managing their securities account to send a written confirmation (by post or fax) to Société Générale Securities Services (Société Générale – Département Titres et Bourse – Service des Assemblées – SGSS/SBO/CIS/ISS/GMS – 32, rue du Champ-de-Tir, CS 30812, 44308 Nantes Cedex 03, France).

Only notices of grant or revocation of a proxy may be sent to the above-mentioned email address. No other request or notice on any other subject matter will be accepted and/or processed.

Grants or revocations of proxy notified by electronic means shall only be admissible if the relevant email and/or written confirmation by the financial intermediary is duly received by Société Générale Securities Services as indicated above no later than **20 June 2020**.

## Written questions

All shareholders may ask written questions to which the Board of Directors will reply during the course of the Annual General Meeting. Such written questions must be sent to ORPEA's registered office (ORPEA SA, for the attention of the Chairman of the Board of Directors – "Written questions for the Annual General Meeting" – 12, rue Jean-Jaurès – CS 10032 – 92813 Puteaux Cedex) by registered letter with proof of receipt or by email to the following address: [financegroupe@orpea.net](mailto:financegroupe@orpea.net), no later than the fourth business day prior to the date of the Annual General Meeting, namely **17 June 2020**. Such written questions must be provided together with a certificate of registration, either in the registered share accounts held by the Company, or in the bearer share accounts held by an authorised financial intermediary.

Due to postal delays resulting from the current situation, we recommend sending written questions electronically in order to facilitate their processing.

Pursuant to applicable laws and regulations, a collective response may be given to questions whose content or subject matter is the same. A response to a written question shall be deemed to have been given if it appears on ORPEA's website ([www.orpea-corp.com/Shareholders/Shareholder meeting](http://www.orpea-corp.com/Shareholders/Shareholder%20meeting)).

## Information and documents available to shareholders

Pursuant to the law, documents to be made available to shareholders in connection with this Annual General Meeting shall be available within the legal timeframes at the head office of the Company and on its website at the following address: [www.orpea-corp.com/Shareholders/Shareholder meeting](http://www.orpea-corp.com/Shareholders/Shareholder%20meeting).

Furthermore, all of the documents and information required under Article R. 225-73-1 of the French Commercial Code may be consulted on ORPEA's website at the same address, at the latest by the 21<sup>st</sup> day prior to the Annual General Meeting, namely **2 June 2020**.

The text of points raised or draft resolutions presented, if applicable, by shareholders shall be published at the same address.

No voting by videoconference or other means of telecommunication is scheduled for this Annual General Meeting and, accordingly, no site as referred to in Article R. 225-89 of the French Commercial Code shall be established.

# Complete the voting form

Send back the form:

- using the prepaid envelope enclosed with this Notice of Meeting Brochure if your shares are in registered form;
- to the financial intermediary that manages your securities account if your shares are in bearer form.

You can **choose between 3 options by checking the corresponding box:**

- 1 I am voting by post.
- 2 I am granting a proxy to the Chairman of the Annual General Meeting.
- 3 I am granting a proxy to another person.

**Important : Avant d'exercer votre choix, veuillez prendre connaissance des instructions situées au verso - Important : Before selecting please refer to instructions on reverse side**  
**Quelle que soit l'option choisie, noircir comme ceci ■ la ou les cases correspondantes, dater et signer au bas du formulaire - Whichever option is used, shade box(es) like this ■, date and sign at the bottom of the form**

☐ **JE DÉSIRE ASSISTER À CETTE ASSEMBLÉE** et demande une carte d'admission : dater et signer au bas du formulaire // **I WISH TO ATTEND THE SHAREHOLDER'S MEETING** and request an admission card: date and sign at the bottom of the form

**ORPEA**  
 12 rue Jean Jaurès  
 92813 PUTEAUX Cedex  
 Société Anonyme au capital de 80 769 796,25 €  
 401 251 566 R.C.S. NANTERRE

**ASSEMBLEE GENERALE MIXTE**  
**du 23 JUIN 2020 à 09 H 30**  
 AU SIEGE SOCIAL  
 12 RUE JEAN JAURES:  
 92813 PUTEAUX CEDEX  
 Tenue hors la présence physique des actionnaires

**CADRE RÉSERVÉ À LA SOCIÉTÉ - FOR COMPANY'S USE ONLY**

Identifiant - Account  
 Nominatif Registered  
 Porteur Bearer  
 Nombre d'actions Number of shares  
 Vote simple Single vote  
 Vote double Double vote  
 Nombre de voix - Number of voting rights

**1** ☐ **JE VOTE PAR CORRESPONDANCE / I VOTE BY POST**  
 Cf. au verso (2) - See reverse (2)  
 Je vote **OUI** à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration, ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci ■ l'une des cases "Non" ou "Abstention". // I vote **YES** all the draft resolutions approved by the Board of Directors, **EXCEPT** those indicated by a shaded box, like this ■, for which I vote No or I abstain.

**2** ☐ **JE DONNE POUVOIR AU PRÉSIDENT DE L'ASSEMBLÉE GÉNÉRALE**  
 Cf. au verso (3)  
**I HEREBY GIVE MY PROXY TO THE CHAIRMAN OF THE GENERAL MEETING**  
 See reverse (3)

**3** ☐ **JE DONNE POUVOIR À :** Cf. au verso (4)  
**I HEREBY APPOINT:** See reverse (4)  
 M. Mme ou Mlle, Raison Sociale / Mr, Mrs or Miss, Corporate Name  
 Adresse

**4** **ATTENTION :** Pour les titres au porteur, les présentes instructions doivent être transmises à votre banque.  
**CAUTION:** As for bearer shares, the present instructions will be valid only if they are directly returned to your bank.

Nom, prénom, adresse de l'actionnaire (les modifications de ces informations doivent être adressées à l'établissement concerné et ne peuvent être effectuées à l'aide de ce formulaire). Cf au verso (1)  
 Surname, first name, address of the shareholder (Change regarding this information have to be notified to relevant institution, no changes can be made using this proxy form). See reverse (1)

**Enter here:** your last name, first name and address, or check that they are stated correctly.

**Whichever option you choose, do not forget to sign and date the form.**

**5** ☐ **Je vote NON** à tous les projets de résolutions présentés ou agréés par le Conseil d'Administration, ou le Directoire ou la Gérance, à l'EXCEPTION de ceux que je signale en noircissant comme ceci ■ l'une des cases "Non" ou "Abstention". // I vote **NO** to all the draft resolutions approved by the Board of Directors, **EXCEPT** those indicated by a shaded box, like this ■, for which I vote No or I abstain.

**6** **Date & Signature**

**7** **À la banque / to the bank**

20/05/2020

- Si le formulaire est renvoyé daté et signé mais qu'aucun choix n'est coché (carte d'admission / vote par correspondance / pouvoir au président / pouvoir à mandataire), cela vaut automatiquement pouvoir au Président de l'assemblée générale -  
 - If the form is returned dated and signed but no choice is checked (admission card / postal vote / power of attorney to the President / power of attorney to a representative), this automatically applies as a proxy to the Chairman of the General Meeting.

**4** If you are voting by post, **tick this box and vote on the draft resolutions approved by the Board of Directors:**

- vote **FOR** a resolution by leaving the corresponding box empty;
- vote **AGAINST** a resolution or **ABSTAIN** by shading in the corresponding box.

**6** If you are voting by post, you can **cast your vote on draft resolutions not approved by the Board of Directors** that may be presented by a shareholder within the statutory timeframe before the Annual General Meeting.

**7** To grant a proxy to another person to represent you in the Annual General Meeting: **tick this box and enter** the person's details.

**5** If you are voting by post, you can **cast your vote on any amendments or new draft resolutions presented during the Annual General Meeting.**



# REPORT OF THE BOARD OF DIRECTORS ON THE DRAFT RESOLUTIONS

The purpose of this report is to comment on the important issues covered in the draft resolutions submitted by your Company's Board of Directors to the Annual General Meeting.

This report does not purport to be exhaustive and is not a substitute for, but is supplemental to, a full reading of the entire text of the draft resolutions.

The full text of the draft resolutions is set forth in an appendix hereto.

Firstly, the Board of Directors informs you that:

- in accordance with the provisions of Article L. 225-184 of the French Commercial Code, no transaction was carried out in the financial year ended 31 December 2019 under Articles L. 225-177 to L. 225-185 of the French Commercial Code, i.e. provisions relating to the granting of options to subscribe or purchase shares in the Company;
- in accordance with the provisions of Article L. 225-197-4 of the French Commercial Code, in particular acting on the delegation of authority granted by the Combined Annual General Meeting of 28 June 2018, it has adopted the following bonus share allotment plans, under Articles L. 225-197-1 *et seq.* of the French Commercial Code.

**Information on bonus share allotments<sup>(1)</sup>**

	Plan No. 3	Plan No. 4	Plan No. 5	Plan No. 6	Plan No. 7	Plan No. 8	Plan No. 9
Date of the Annual General Meeting	23 June 2016	23 June 2016	23 June 2016	28 June 2018	28 June 2018	28 June 2018	28 June 2018
Date of Board of Directors' meeting	4 May 2017	13 Dec. 2017	13 Dec. 2017	28 June 2018	28 June 2018	28 June 2018	27 June 2019
Decisions of the Chief Executive Officer	N/A	N/A	N/A	N/A	1 Feb. 2019	1 Feb. 2019	N/A
Maximum total number of bonus shares that may be allotted	29,514	13,000	13,000	44,701	66,105	1,025	45,279
Vesting date of the shares	4 May 2019	13 Dec. 2020	13 Dec. 2021	28 June 2021	2 May 2022	2 May 2022	27 June 2022
End date of holding period	4 May 2021	13 Dec. 2021	13 Dec. 2021	28 June 2021	2 May 2022	2 May 2022	N/A
Performance conditions	Total shareholder return (increase in share price + dividend) <sup>(2)</sup>	Revenue and EBITDA <sup>(3)</sup>	Revenue, EBITDA and organic growth <sup>(4)</sup>	Total shareholder return (increase in share price + dividend) <sup>(5)</sup>	Change in revenue and NOP <sup>(6)</sup>	Total shareholder return (increase in share price + dividend) <sup>(7)</sup>	Total shareholder return (increase in share price + dividend) <sup>(7)</sup>
Number of shares vested at 31 December 2019	29,514	N/A	N/A	N/A	N/A	N/A	N/A
Cumulative number of shares cancelled or lapsed	0	N/A	N/A	N/A	N/A	N/A	N/A
Bonus shares allotted but not vested at 31 December 2019	N/A	13,000	13,000	44,701	66,105	1,025	45,279

(1) Information relating to Plan No. 1 can be found in the 2017 Registration Document (page 249); information relating to Plan No. 2 can be found in the 2018 Registration Document (page 271).

(2) In the event that the total shareholder return (TSR) from ORPEA shares (including dividends) is 10 points or more higher than the average changes in the MSCI Europe ex. UK and CAC 40 indexes, including dividends paid, in 2017 and 2018, all ORPEA bonus shares that may be received will be vested.

In the event that the total shareholder return (TSR) from ORPEA shares (including dividends) is equal to or lower than the average changes in the MSCI Europe ex. UK and CAC 40 indexes, including dividend payments, in 2017 and 2018, no bonus shares will vest.

In the event that the total shareholder return (TSR) from ORPEA shares (including dividends) is between 0 and 10 points higher than the average changes in the MSCI Europe ex. UK and CAC 40 indexes, including dividend payments, in 2017 and 2018, ORPEA bonus shares will vest proportionally, for each grantee, on a straight-line basis between those 2 boundaries. Where a full number of ORPEA shares is not produced by this calculation, the number will be rounded down.

The reference period used to assess the fulfilment of this condition is the average of ORPEA's share price performance over the period from 1 January 2019 to 30 April 2019, plus the dividend paid in respect of the 2018 financial year, compared with the same average over the period from 1 January 2017 to 30 April 2017, plus the dividend paid in respect of the 2016 financial year.

(3) Revenue and EBITDA forecast in the 2018 and 2019 budgets as presented in meetings of ORPEA's Board of Directors.

(4) Revenue and EBITDA forecast in the 2018 and 2019 budgets as presented in meetings of ORPEA's Board of Directors, average organic growth in 2018 and 2019, average EBITDA in 2018 and 2019.

(5) In the event that the total shareholder return (TSR) from ORPEA shares (including dividends) is 10 points or more higher than the average changes in the MSCI Europe ex. UK and CAC 40 indexes, including dividend payments, in 2018, 2019 and 2020, all ORPEA bonus shares that may be received will be vested.

In the event that the total shareholder return (TSR) from ORPEA shares (including dividends) is equal to or lower than the average changes in the MSCI Europe ex. UK and CAC 40 indexes, including dividend payments, in 2018, 2019 and 2020, no bonus shares will vest.

In the event that the total shareholder return (TSR) from ORPEA shares (including dividends) is between 0 and 10 points higher than the average changes in the MSCI Europe ex. UK and CAC 40 indexes, including dividend payments, in 2018, 2019 and 2020, ORPEA bonus shares will vest proportionally, for each grantee, on a straight-line basis between those 2 boundaries. Where a full number of ORPEA shares is not produced by this calculation, the number will be rounded down.

The reference period used to assess when this condition is met is the average of ORPEA's share price performance over the period from 1 January 2021 to 30 April 2021, plus the dividend in respect of the 2020 financial year, compared with the same average over the period from 1 January 2018 to 30 April 2018, plus the dividend paid in respect of the 2017 financial year.

(6) Annual growth in revenue and NOP over the period from 1 October 2018 to 30 September 2021 of the scope for which the grantee is responsible (two-thirds of the shares) and of the scope of which the grantee is part (one-third of the shares).

(7) In the event that the total shareholder return (TSR) from ORPEA shares (including dividends) is 10 points or more higher than the average changes in the MSCI Europe ex. UK and CAC 40 indexes, including dividend payments, in 2019, 2020 and 2021, all ORPEA bonus shares that may be received will be vested.

In the event that the total shareholder return (TSR) from ORPEA shares (including dividends) is equal to or lower than the average changes in the MSCI Europe ex. UK and CAC 40 indexes, including dividend payments, in 2019, 2020 and 2021, no bonus shares will vest.

In the event that the total shareholder return (TSR) from ORPEA shares (including dividends) is between 0 and 10 points higher than the average changes in the MSCI Europe ex. UK and CAC 40 indexes, including dividend payments, in 2019, 2020 and 2021, ORPEA bonus shares will vest proportionally, for each grantee, on a straight-line basis between those 2 boundaries. Where a full number of ORPEA shares is not produced by this calculation, the number will be rounded down.

The reference period used to assess when this condition is met is the average of ORPEA's share price performance over the period from 1 January 2022 to 30 April 2022, plus the dividend in respect of financial years 2019, 2020 and 2021, compared with the same average over the period from 1 January 2019 to 30 April 2019, plus the dividend paid in respect of the 2018 financial year.

## RESOLUTIONS WITHIN THE AUTHORITY OF THE ORDINARY ANNUAL GENERAL MEETING

### Approval of the parent company and consolidated financial statements (1<sup>st</sup> and 2<sup>nd</sup> resolutions) and appropriation of income (3<sup>rd</sup> resolution)

Pursuant to applicable laws and regulations, you have been called to this Annual General Meeting within 6 months of our financial year-end to examine, and receive for your approval, the Company's parent company and consolidated financial statements.

Having regard to the reports of the Board of Directors and of the Statutory Auditors, you are asked to approve:

- the parent company financial statements which reveal a net profit of €60,788,607.28, compared to €37,371,035.38 in 2018 (**1<sup>st</sup> resolution**);

- the consolidated financial statements, which reveal a net profit of €233,990,390, compared to €220,391,040 in 2018 (**2<sup>nd</sup> resolution**).

Details of these financial statements are set forth in the Board of Directors' management report appearing in the 2019 Universal Registration Document.

The Board of Directors proposes, in the **3<sup>rd</sup> resolution**, to allocate the profit for the financial year to "Other Reserves".

### Approval of regulated agreements and commitments (4<sup>th</sup> resolution)

The purpose of the **4<sup>th</sup> resolution** is to approve the agreements and commitments referred to in the special report of the Statutory Auditors.

It should be noted that, as provided by law, only new agreements that have not previously been submitted to the approval of your Annual General Meeting, are submitted to a vote at the Annual General Meeting. No new agreements or commitments were approved during the financial year ended 31 December 2019.

The Statutory Auditors' special report refers to agreements and commitments made in previous periods and that remained in effect during the financial year ending 31 December 2019, but merely by way of shareholder information (they are not submitted for a new vote at the Annual General Meeting); compensation in the event of termination of the mandates of Yves Le Masne and Jean-Claude Brdenk are no longer considered as regulated agreements or commitments since the entry into force of the PACTE law.

## Board of Directors (5<sup>th</sup> to 8<sup>th</sup> resolutions)

### 1. BOARD OF DIRECTORS' DIVERSITY POLICY

ORPEA's goal is for the composition of its Board of Directors to mirror its profile as a global leader in long-term care, generating around half its revenue outside France as a result of its sustained growth momentum, its real-estate portfolio worth over €6 billion, its major emphasis on the quality of the services it provides (both care- and accommodation-related) and its employees' working conditions.

All Company directors must have a shared skills and expertise base, namely the ability to comprehend ORPEA's business lines and demonstrate an interest in this sector; the ability to listen, contribute to discussions, put forward and express their opinions; availability to attend meetings of the Board of Directors and its Committees and contribute to preparatory work; and proficiency in English.

Furthermore, in addition to an international outlook, the Board of Directors ensures that its members have profiles with (i) functional experience in finance, development and/or management/human resources, medical and (ii) sectoral experience in the hospitality, real estate and health sectors.

In addition, experience in governance, CSR and digitalisation/marketing/communication is also sought after in potential Board members.

Lastly, the Board of Directors wishes at least 1 director to be a senior executive or have had C-suite experience so that they are able to act as a "sparring partner" for the Chief Executive Officer.

As of 23 April 2020, as more fully described below, all of these competencies are reflected in the Board of Directors:

	Results achieved during the 2019* financial year
Internationalisation	30%
Professional experience outside France	80%
Experience in finance	60%
Experience in business development	40%
Experience in management	20%
Experience in medicine	20%
Experience in hospitality	30%
Experience in real estate	20%
Experience in healthcare	60%
Experience in governance	20%
Experience in CSR	20%
Experience in digitisation/marketing/communication	30%

\* The director representing employees is not included in the calculations shown below.

As well as reaping the benefits of having a varied range of complementary experience, the Board of Directors seeks to ensure that its composition is diverse from an age and gender perspective. The average age of the directors is 55.1, and none of the directors are aged over 70. In addition, 40% of the members of the Board of Directors are women (45.45% including the director representing employees).

Looking ahead, it would be preferable, when new directors are appointed or existing directors reappointed, for the mix of skills listed above to be maintained, as these are considered to be essential at this stage in the Group's development, while

increasing the Board's international outlook and appointing a director with experience in the operational management of a major high-growth international business.

Finally, the Board of Directors ensures that executive officers continue to enhance the policy of non-discrimination and diversity, both generally and in the 10% of roles with the greatest level of responsibility.

This gender balance is evident across all the management bodies, with women accounting for 25% of our Executive Committee members and holding 65% of management positions.

## 2. COMPOSITION OF THE BOARD OF DIRECTORS

At 23 April 2020, as at 31 December 2019, the Board of Directors was composed of 11 directors, including 1 director representing employees, whose names, qualifications and term of office are shown in the table below.

First name and last name/ Company	Office	Expiry of term of office
Philippe Charrier	Director and Chairman of the Board of Directors	AGM 2023 voting on the financial statements for the financial year ending 31 December 2022
Yves Le Masne	Director and CEO	AGM 2023 voting on the financial statements for the financial year ending 31 December 2022
Laure Baume	Director	AGM 2020 voting on the financial statements for the financial year ending 31 December 2019
Xavier Coirbay	Director	AGM 2021 voting on the financial statements for the financial year ending 31 December 2020
Bernadette Danet-Chevallier	Director	AGM 2021 voting on the financial statements for the financial year ending 31 December 2020
FFP Invest (represented by Thierry de Poncheville)	Director	AGM 2023 voting on the financial statements for the financial year ending 31 December 2022
Jean-Patrick Fortlacroix	Director	AGM 2022 voting on the financial statements for the financial year ending 31 December 2021
Moritz Krautkrämer	Director	AGM 2020 voting on the financial statements for the financial year ending 31 December 2019
Brigitte Lantz	Director	AGM 2020 voting on the financial statements for the financial year ending 31 December 2019
Joy Verlé	Director	AGM 2023 voting on the financial statements for the financial year ending 31 December 2022
Sophie Kalaidjian	Director representing employees	AGM 2021 voting on the financial statements for the financial year ending 31 December 2020

## 3. PROPOSED APPOINTMENTS

### Renewal of Laure Baume's and Moritz Krautkrämer's terms of office as directors

It is proposed, by the **5<sup>th</sup> and 6<sup>th</sup> resolutions**, that you renew Laure Baume's and Moritz Krautkrämer's terms of office as directors for a 4-year term, i.e. until the end of the Annual General Meeting that will vote upon the financial statements for the year ended 31 December 2023.

Aside from their diligence, each director possesses key skills that are useful for the Board: Laure Baume has communication, CSR, digital and marketing experience in sectors including airports, food processing, hospitality, spirits and tourism; Moritz Krautkrämer has skills and expertise in business development and finance in sectors including business services, healthcare, hospitality, and media and telecommunications.

It is noted that the Board of Directors considered that Laure Baume and Moritz Krautkrämer are independent in the light of the criteria governing independence as set out in Article 8 of the AFEP-MEDEF Code.

### Appointment of Pascale Richetta and Corine de Bilbao as directors

It is also proposed, by the **7<sup>th</sup> and 8<sup>th</sup> resolutions**, that you appoint Pascale Richetta and Corine de Bilbao as directors for a 4-year term, i.e. until the end of the Annual General Meeting that will vote upon the financial statements for the year ended 31 December 2023.

Aside from their international outlook, each of these candidates possesses key skills that are useful for the Board: Pascale Richetta has experience in executive management, finance, management, marketing, medical services and sales in sectors including healthcare and pharmaceuticals; Corine de Bilbao has experience in business development, digital solutions, executive management, finance, management, marketing, sales and transformation in sectors including business services, energy and healthcare. Corine de Bilbao also has experience in the operational management of a major high-growth international business.

It is noted that the Board of Directors considered that Pascale Richetta and Corine de Bilbao are independent in the light of the criteria governing independence as set out in Article 8 of the AFEP-MEDEF Code.

The appointment of these candidates as directors will serve to strengthen the skills set referred to in the diversity policy applicable to members of the Board of Directors and considered essential at this stage of the Group's growth, while applying the objectives set out in this policy, namely increasing the Board's international outlook and appointing a director with experience in the operational management of a major high-growth international business.

### Candidate information

In the context of these proposals for renewal and appointment and in accordance with Article R. 225-83-5° of the French Commercial Code, you will find the information relating to these candidates in Appendix 1 of this Notice of Meeting Brochure.

### Expiry of directors' terms of office if resolutions 5 to 8 are approved by the Meeting

For information, if the Meeting adopts **resolutions 5 to 8**, the terms of office of the Company's 12 directors, including the employee representative director, shall expire as follows:

Term of office expiring at the close of the Annual General Meeting to be held to approve the financial statements for the financial year ending 31 December 2020	Term of office expiring at the close of the Annual General Meeting to be held to approve the financial statements for the financial year ending 31 December 2021	Term of office expiring at the close of the Annual General Meeting to be held to approve the financial statements for the financial year ending 31 December 2022	Term of office expiring at the close of the Annual General Meeting to be held to approve the financial statements for the financial year ending 31 December 2023
Xavier Coirbay	Jean-Patrick Fortlacroix	Philippe Charrier	Laure Baume
Bernadette Danet-Chevallier		Yves Le Masne	Corine de Bilbao
Sophie Kalaidjian (representing employees)		FFP Invest (represented by Thierry de Poncheville)	Moritz Krautkrämer
		Joy Verlé	Pascale Richetta

## Remuneration and benefits for executive corporate officers with respect to 2019 (“say on pay” ex post – 9<sup>th</sup> to 12<sup>th</sup> resolutions)

### 1. SHAREHOLDERS’ VOTE ON THE REMUNERATION AND BENEFITS IN KIND OF THE MEMBERS OF THE BOARD OF DIRECTORS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019 (9<sup>TH</sup> RESOLUTION)

Pursuant to the provisions of Article L. 225-100-II of the French Commercial Code, by voting on the **9<sup>th</sup> resolution**, you are asked to approve the information mentioned in Article L. 225-37-3-I of the French Commercial Code relating to the remuneration of the members of the Board of Directors for the financial year

ended 31 December 2019 as set forth in sections 5.3.1 and 5.3.2 of the 2019 Universal Registration Document, it being specified that the aforementioned information concerning the Chairman of the Board of Directors and the Chief Executive Officer is the subject of the 10<sup>th</sup> and 11<sup>th</sup> resolutions respectively.

The amount of remuneration received by each of the directors for the 2019 financial year is set out in the table below:

Name (position)	Allocated amount <sup>(3)</sup> (in euros)
Philippe Charrier (director and Chairman of the Board of Directors)	40,000.00
Yves Le Masne (director and Chief Executive Officer)	40,000.00
Laure Baume (director)	38,000.00
Xavier Coirbay (director)	49,000.00
Bernadette Danet-Chevallier (director)	49,000.00
FFP Invest, represented by Thierry de Poncheville (director)	67,000.00
Jean-Patrick Fortlacroix (director)	58,000.00
Christian Hensley <sup>(1)</sup> (director)	12,205.48
Brigitte Lantz (director)	40,000.00
Joy Verlé (director)	55,000.00
Moritz Krautkrämer <sup>(2)</sup> (director)	30,794.52
Sophie Kalaidjian (director representing employees)	13,500.00
<b>TOTAL</b>	<b>492,500.00</b>

(1) Director until 26 March 2019.

(2) Director since 26 March 2019.

(3) The remuneration of directors for the 2019 financial year was paid in 2020.

Corporate officers with no executive responsibilities did not receive any remuneration or benefits of any kind other than the remuneration awarded for their term of office as a director.

### 2. SHAREHOLDERS’ VOTE ON THE REMUNERATION PAID OR ALLOCATED TO THE CHAIRMAN OF THE BOARD OF DIRECTORS FOR THE 2019 FINANCIAL YEAR (“SAY ON PAY” EX-POST) (10<sup>TH</sup> RESOLUTION)

Pursuant to the provisions of Article L. 225-100 of the French Commercial Code, it is proposed, in the **10<sup>th</sup> resolution**, that you approve the fixed, bonus and exceptional components that make up the total remuneration and benefits of any kind paid or granted in respect of the financial year ended 31 December 2019 to Philippe Charrier, Chairman of the Board of Directors (there are no bonus payments and exceptional remuneration components).

The remuneration received by Philippe Charrier, Chairman of the Board of Directors, in respect of the 2019 financial year is consistent with the policy for his remuneration approved at the Annual General Meeting on 27 June 2019.

## Philippe Charrier, Chairman of the Board of Directors

Components of remuneration	Amounts or accounting value	Comments
Annual fixed remuneration	€260,000	On 25 April 2019, based on a proposal submitted by the Appointments and Remuneration Committee and to reflect his experience and the duties entrusted to him, the Board of Directors decided to maintain Philippe Charrier's gross fixed remuneration in respect of the 2019 financial year as Chairman of the Board of Directors at €260,000 (for the second consecutive year).
Annual bonus payment	N/A	Philippe Charrier did not receive any annual bonus payment.
Exceptional remuneration	N/A	Philippe Charrier did not receive any exceptional remuneration.
Remuneration in respect of the office of director	€40,000	Philippe Charrier received €40,000 in respect of his duties as a director for the 2019 financial year.
Long-term remuneration	N/A	Philippe Charrier did not receive any long-term remuneration.
Sign-on or severance payments	N/A	No commitment of this kind has been made.
Benefits of any kind	N/A	Philippe Charrier did not receive any benefits in kind.

## 3. SHAREHOLDERS' VOTE ON THE REMUNERATION PAID OR ALLOCATED TO THE CHIEF EXECUTIVE OFFICER AND THE CHIEF OPERATING OFFICER FOR THE 2019 FINANCIAL YEAR ("SAY ON PAY" EX-POST - 11<sup>TH</sup> AND 12<sup>TH</sup> RESOLUTIONS)

Pursuant to the provisions of Article L. 225-100 of the French Commercial Code, by voting on the **11<sup>th</sup> and 12<sup>th</sup> resolutions**, you are asked to approve the fixed, bonus and exceptional components that make up the total remuneration and benefits of any kind paid or granted in respect of the financial year ended 31 December 2019 to Yves Le Masne, Chief Executive Officer, and to Jean-Claude Brdenk, Chief Operating Officer (there are no exceptional remuneration components)

Pursuant to Article L. 225-100 of the French Commercial Code, the bonus payment components for Yves Le Masne and Jean-Claude Brdenk are subject to your approval of the remuneration components for the person concerned.

The remuneration components received by Yves Le Masne, Chief Executive Officer, and Jean-Claude Brdenk, Chief Operating Officer, in respect of the 2019 financial year are in line with their remuneration policies approved at the Annual General Meeting on 27 June 2019.

## Yves Le Masne, Chief Executive Officer

Components of remuneration	Amounts or accounting value	Comments
Annual fixed remuneration	€760,000	On 25 April 2019, on the basis of the Appointments and Remuneration Committee's proposal, the Board of Directors decided to renew the gross annual fixed remuneration of Yves Le Masne, Chief Executive Officer, at €760,000, for 2019 (the second consecutive year).
Annual bonus payment <sup>(1)</sup>	€714,400	On 25 April 2019, on the basis of the proposal of the Appointments and Remuneration Committee, the Board of Directors set the objectives governing the Chief Executive Officer's 2019 bonus payment. <ul style="list-style-type: none"> <li>■ Quantifiable objectives (70%): revenue growth; organic revenue growth; EBITDA growth; organic EBITDA growth; improvement in the EBITDA margin; increase in free cash flow per share; increase in adjusted consolidated net profit; change in restated financial leverage; change in gearing.</li> <li>■ Qualitative objectives (30%): financing plan for growth; succession planning; management chart<sup>(2)</sup>; non-financial reporting<sup>(2)</sup>.</li> </ul> On the basis of the achievement rate of these criteria, the Board of Directors on 23 April 2020 set the gross bonus payment for Yves Le Masne at €714,400.
Exceptional remuneration	N/A	Yves le Masne did not receive any exceptional remuneration.
Remuneration in respect of the office of director	€40,000	Yves Le Masne received €40,000 in attendance fees in respect of his role as a director in 2019.

Components of remuneration	Amounts or accounting value	Comments
Long-term remuneration	Allotment of 24,580 bonus shares (0.04% of the Company's share capital) IFRS value on the day of allotment: €760,013.60 <sup>(3)</sup>	<p>Requirement of continued presence at the Group</p> <p>Performance condition: total shareholder return (TSR) from ORPEA shares (including dividends) compared with the average change in the MSCI Europe ex. UK index (which includes more than 300 companies in Europe excluding the UK) and CAC 40 index, including dividend payments, in 2019, 2020 and 2021:</p> <ul style="list-style-type: none"> <li>■ maximum LTIP if the change in price of ORPEA shares (TSR) exceeds the average change in both indices over the reference periods by at least 10 points;</li> <li>■ minimum LTIP (i.e. 0) if the change in price of ORPEA shares (TSR) is the same as or less than the average change in both indices over the reference periods;</li> <li>■ minimum LTIP (i.e. zero) if the change in price of ORPEA shares (TSR) is between 0 and 10 points above the average of the changes observed for the 2 indices over the reference periods.</li> </ul> <p>Reference periods: average of ORPEA's share price performance over the period from 1 January 2022 to 30 April 2022, plus the dividend in respect of financial years 2019, 2020 and 2021, compared with the same average over the period from 1 January 2019 to 30 April 2019, plus the dividend paid in respect of the 2018 financial year. These reference periods will also be used to calculate the average performance of the MSCI Europe ex. UK index and the CAC 40 index, including dividends paid (TSR), during the 3 financial years 2019, 2020 and 2021.</p> <p>Vesting period: 3 years No lock-up period Obligation to hold 25% of the vested shares until the end of his term of office</p>
Sign-on or severance payments	No payment	<p>During the meeting of the Board of Directors of 25 April 2019, the Board updated the payment arrangements applicable to the Chief Executive Officer should his appointment be terminated, in accordance with the AFEP-MEDEF Code.</p> <p>These arrangements were determined and decided at the Board of Directors' meetings on 25 March 2013 and 25 April 2013 and were confirmed at the Board of Directors' meeting on 28 March 2017.</p> <p>In recognition of the Chief Executive Officer's major contribution to the Group's development over several years, and given his prior repudiation of his employment contract, these arrangements give him the right to a severance payment corresponding to 24 months' gross fixed remuneration and bonus payment (multiple of a monthly average of the remuneration due and paid in respect of the previous 2 financial years) excluding any exceptional and/or long-term remuneration, should his duties as an executive officer come to an end.</p> <p>This severance payment would be paid in the following circumstances:</p> <ul style="list-style-type: none"> <li>■ in the event of removal from office by the Board of Directors, irrespective of how their duties are terminated, including by dismissal, a request for them to resign or their non-reappointment (specifically excluding dismissal for gross misconduct); or</li> <li>■ in the event of a change in control or in the Company's strategy, instigated by the Board of Directors or the relevant corporate officer.</li> </ul> <p>A change in control is defined as any changes in the Company's ownership status arising from any merger, restructuring, disposal, takeover bid or exchange offer, subsequent to which a shareholder, be it a legal entity or natural person, acting alone or in concert, directly or indirectly, comes into possession of a proportion of the Company's share capital or voting rights that gives it effective control thereof.</p> <p>In addition, this benefit would be paid by the Board of Directors provided that the average bonus payment in respect of the previous 2 financial years prior to that in which the relevant corporate officer departs was equal to or over 75% of the target bonus payment (excluding any exceptional remuneration), with this amount being reduced proportionally should the average bonus payment received in the previous 2 financial years have stood at between 50% and 74% of the target bonus payment excluding any exceptional remuneration and with no benefit being paid below a level of 50%.</p> <p>If Yves Le Masne is entitled to claim a full basic pension within 6 months of the termination of his duties, this compensation would not be payable.</p>
Benefits of any kind	€68,101.22	<p>Unemployment insurance, paid for by the Company, the premiums for which amounted to €64,554.74 in respect of the 2019 financial year.</p> <p>A company car, representing a benefit in kind worth €3,546.48 in respect of the 2019 financial year.</p> <p>Application of collective benefit and healthcare plans in force within the Company under the same conditions as those applicable to the category of employees in which he has been classified.</p>

(1) The payment of this component of remuneration is subject to the approval of the Annual General Meeting to be held on 23 June 2020.

(2) ESG criteria.

(3) IFRS cost at 27 June 2019: €789,018.

## Report of the Board of Directors on the draft resolutions

Resolutions within the authority of the Ordinary Annual General Meeting

### Jean-Claude Brdenk, Chief Operating Officer

Components of remuneration	Amounts or accounting value	Comments
Annual fixed remuneration	€640,000	On 25 April 2019, on the basis of the Appointments and Remuneration Committee's proposal, the Board of Directors decided to renew the gross annual fixed remuneration of Jean-Claude Brdenk, Chief Operating Officer, at €640,000, for 2019 (the third consecutive year).
Annual bonus payment <sup>(1)</sup>	€526,592	<p>On 25 April 2019, on the basis of the proposal of the Appointments and Remuneration Committee, the Board of Directors set the objectives governing the Chief Operating Officer's 2019 bonus payment.</p> <ul style="list-style-type: none"> <li>■ Quantifiable objectives (70%): revenue growth; organic revenue growth; EBITDAR growth; EBITDAR organic growth; change in the facility management team turnover<sup>(2)</sup>; change in turnover among all employees<sup>(2)</sup>; internal promotions to the position of manager<sup>(2)</sup>.</li> <li>■ Qualitative goals (30%): HR policy/CSR<sup>(2)</sup>; quality measurement/USP<sup>(2)</sup>; non-financial reporting<sup>(2)</sup>; innovation<sup>(2)</sup>.</li> </ul> <p>On the basis of the achievement rate of these criteria, the Board of Directors on 23 April 2020 set the gross bonus payment for Jean-Claude Brdenk at €526,592.</p>
Exceptional remuneration	N/A	Jean-Claude Brdenk did not receive any exceptional remuneration.
Remuneration in respect of the office of director	N/A	As Jean-Claude Brdenk is not a director, he does not receive any remuneration in this respect.
Long-term remuneration	Allotment of 20,699 bonus shares (i.e. 0.03% of the Company's share capital) IFRS value on the day of allotment: €640,013.08 <sup>(3)</sup>	<p>Requirement of continued presence at the Group</p> <p>Performance condition: total shareholder return (TSR) from ORPEA shares (including dividends) compared with the average change in the MSCI Europe ex. UK index (which includes more than 300 companies in Europe excluding the UK) and CAC 40 index, including dividend payments, during the 3 financial years 2019, 2020 and 2021:</p> <ul style="list-style-type: none"> <li>■ maximum LTIP if the change in price of ORPEA shares (TSR) exceeds the average change in both indices over the reference periods by at least 10 points;</li> <li>■ minimum LTIP (i.e. 0) if the change in price of ORPEA shares (TSR) is the same as or less than the average change in both indices over the reference periods;</li> <li>■ minimum LTIP (i.e. zero) if the change in price of ORPEA shares (TSR) is between 0 and 10 points above the average of the changes observed for the 2 indices over the reference periods.</li> </ul> <p>Reference periods: average of ORPEA's share price performance over the period from 1 January 2022 to 30 April 2022, plus the dividend in respect of financial years 2019, 2020 and 2021, compared with the same average over the period from 1 January 2019 to 30 April 2019, plus the dividend paid in respect of the 2018 financial year. These reference periods will also be used to calculate the average performance of the MSCI Europe ex. UK index and the CAC 40 index, including dividends paid (TSR), during the three financial years 2019, 2020 and 2021.</p> <p>Vesting period: 3 years</p> <p>No lock-up period</p> <p>Obligation to hold 25% of the vested shares until the end of his term of office</p>

Components of remuneration	Amounts or accounting value	Comments
Sign-on or severance payments	No payment	<p>At the Board of Directors' meeting held on 25 April 2019, the Board of Directors updated the compensation package provided for in the event of termination of the Chief Operating Officer's term of office, in accordance with the AFEP-MEDEF Code.</p> <p>These arrangements were determined and decided at the Board of Directors' meetings on 25 March 2013 and 25 April 2013 and were confirmed at the Board of Directors' meeting on 28 March 2017.</p> <p>In recognition of the Chief Operating Officer's major contribution to the Group's development over several years, and given his prior repudiation of his employment contract, these arrangements give him the right to a severance payment corresponding to 24 months' gross fixed remuneration and bonus payment (multiple of a monthly average of the remuneration due and paid in respect of the previous two financial years) excluding any exceptional and/or long-term remuneration, in the event of termination of his duties as an executive officer.</p> <p>This severance payment would be paid in the following circumstances:</p> <ul style="list-style-type: none"> <li>■ in the event of removal from office by the Board of Directors, irrespective of how their duties are terminated, including by dismissal, a request for them to resign or their non-reappointment (specifically excluding dismissal for gross misconduct); or</li> <li>■ in the event of a change in control or in the Company's strategy, instigated by the Board of Directors or the relevant corporate officer.</li> </ul> <p>A change in control is defined as any changes in the Company's ownership status arising from any merger, restructuring, disposal, takeover bid or exchange offer, subsequent to which a shareholder, be it a legal entity or natural person, acting alone or in concert, directly or indirectly, comes into possession of a proportion of the Company's share capital or voting rights that gives it effective control thereof.</p> <p>Furthermore, the Board of Directors will grant this compensation provided that the average bonus payment for the 2 financial years prior to the corporate officer's departure date was equal to or greater than 75% of the non-exceptional target bonus payment (excluding exceptional bonus payments); this amount will be reduced pro-rata if the average bonus payment for the 2 prior financial years was between 50% and 74% of the non-exceptional target bonus payment, with no compensation being paid below 50%.</p> <p>If Jean-Claude Brdenk is entitled to claim a full basic pension within 6 months of the termination of his duties, this compensation would not be payable.</p>
Benefits of any kind	€69,005.42	<p>Unemployment insurance premiums paid by the Company with respect to 2019 were €64,554.74. A company car, representing a benefit in kind worth €4,450.68 for the 2019 financial year.</p> <p>Application of collective benefit and healthcare plans in force within the Company under the same conditions as those applicable to the category of employees in which he has been classified.</p>

(1) The payment of this component of remuneration is subject to the approval of the Annual General Meeting to be held on 23 June 2020.

(2) ESG criteria.

(3) IFRS cost at 27 June 2019: €664,437.90.

## Remuneration policy for corporate officers with respect to 2020 ("say on pay" ex-ante – 13<sup>th</sup> to 17<sup>th</sup> resolutions)

### 1. SETTING OF THE AMOUNT OF REMUNERATION TO BE ALLOCATED TO THE MEMBERS OF THE BOARD OF DIRECTORS AND REMUNERATION POLICY OF THE MEMBERS OF THE BOARD OF DIRECTORS FOR 2020 (13<sup>TH</sup> AND 14<sup>TH</sup> RESOLUTIONS)

It is recalled that the Combined Annual General Meeting of 28 June 2018 set the remuneration package to be allocated to the directors at an annual amount of €550,000 and that, in accordance with the recommendations of the AFEP-MEDEF Code which provide that the amount of remuneration includes a bonus portion based on attendance, the remuneration is currently allocated as follows:

- for their attendance at meetings of the Board of Directors (in the case of directors who are not employees), they receive a flat-rate award not exceeding €40,000, consisting of a fixed sum of €15,000 and a variable portion of €25,000, from which €2,500 is subtracted per meeting missed, starting from the second meeting missed;
- for attendance at meetings of the Board Committees (Audit Committee and Appointments and Remuneration Committee), they receive a fixed sum of €3,000 per meeting, or double this amount for the Committee chairmen;
- the director representing employees receives a sum of €1,500 per meeting.

Pursuant to these rules, a gross total amount of €492,500.00 was paid to directors for their attendance at meetings of the Board of Directors and its Committees in 2019.

By voting on the **13<sup>th</sup> resolution** you are asked to increase the annual remuneration package to be allocated to the directors to an amount of €650,000 (instead of €550,000 currently) in order to take into consideration the appointments of an eleventh director (appointed by the Annual General Meeting) and a second director representing employees.

Pursuant to the provisions of Article L. 225-37-2-II of the French Commercial Code, the Annual General Meeting approves the remuneration policy each year for the members of the Board of Directors, in respect of their roles.

By voting on the **14<sup>th</sup> resolution**, you are also asked to approve the remuneration policy of the members of the Board of Directors for the 2020 financial year, as presented in the report of the Board of Directors prepared pursuant to Article L. 225-37-2-II of the French Commercial Code set out in Appendix 2 to this Notice of Meeting Brochure, it being specified that the aforementioned information concerning the Chairman of the Board of Directors and the Chief Executive Officer are the subject of the 15<sup>th</sup> and 16<sup>th</sup> resolutions, respectively.

## 2. REMUNERATION POLICY OF THE CHAIRMAN OF THE BOARD OF DIRECTORS FOR 2020 (15<sup>TH</sup> RESOLUTION)

Pursuant to the provisions of Article L. 225-37-2-II of the French Commercial Code, the Annual General Meeting approves the remuneration policy each year for the Chairman of the Board of Directors, in respect of his role.

By voting on the **15<sup>th</sup> resolution**, you are therefore asked to approve the remuneration policy of the Chairman of the Board of Directors for the 2020 financial year, as presented in the Board of Directors' report, prepared pursuant to Article L. 225-37 of the French Commercial Code set out in Appendix 2 to this Notice of Meeting Brochure.

## 3. REMUNERATION POLICY OF THE CHIEF EXECUTIVE OFFICER AND THE CHIEF OPERATING OFFICER FOR 2020 (16<sup>TH</sup> AND 17<sup>TH</sup> RESOLUTIONS)

Pursuant to the provisions of Article L. 225-37-2-II of the French Commercial Code, each year the Annual General Meeting approves the executive remuneration policy, in respect of their roles.

By voting on the **16<sup>th</sup> and 17<sup>th</sup> resolutions**, you are therefore asked to approve the remuneration policy of the Chief Executive Officer (**16<sup>th</sup> resolution**) and of the Chief Operating Officer (**17<sup>th</sup> resolution**) for the 2020 financial year, as presented in the Board of Directors' report, prepared pursuant to Article L. 225-37 of the French Commercial Code set out in Appendix 2 to this Notice of Meeting Brochure.

## Renewal of the appointment of Saint-Honoré BK&A as Principal Statutory Auditors (18<sup>th</sup> resolution)

As the term of office of Saint-Honoré BK&A, as Principal Statutory Auditors, expires at the end of this Annual General Meeting, by voting on the **18<sup>th</sup> resolution**, you are asked to renew the term of office of Saint-Honoré BK&A as Principal Statutory Auditors for a period of 6 financial years ending at the close of the Annual General Meeting called to approve the financial statements for the financial year ending 31 December 2025.

It is noted that Deloitte & Associés' term as joint Principal Statutory Auditors is due to expire at the end of the Annual General Meeting called to approve the financial statements for the financial year ending 31 December 2021.

## Authorisation for the Company to purchase its own shares (19<sup>th</sup> resolution)

The Combined Annual General Meeting of 27 June 2019 authorised the Board of Directors to carry out transactions in the Company's shares. Use of the programme during the 2019 financial year is described in section 2.4.4 of the 2019 Universal Registration Document as available on the ORPEA website.

By voting on the **19<sup>th</sup> resolution** you are asked to renew the annual authorisation granted to the Board of Directors to buy back the Company's shares in accordance with Articles L. 225-209 *et seq.* of the French Commercial Code, particularly with a view to:

- allotting or selling shares to employees as a profit-sharing bonus or implementing any employee savings plan in accordance with the law, and in particular Articles L. 3332-1 *et seq.* of the French Labour Code; and/or
- bonus share allotment in accordance with Articles L. 225-197-1 *et seq.* of the French Commercial Code; and/or
- allotting shares as part of stock option plans and/or bonus share plans (or similar plans) for the direct or indirect benefit of employees and/or corporate officers of the Group and/or any other method of allotting shares to the direct or indirect benefit of the employees and/or corporate officers of the Group; and/or
- allotting shares upon the exercise of rights attached to securities giving access to the Company's share capital by way of redemption, conversion, exchange, presentation of a warrant or in any other way; and/or
- retaining the Company's shares and subsequently remitting them as payment or exchange in the context of any external growth, merger, demerger or contribution transactions, up to a limit of 5% of the share capital; and/or
- cancelling all or part of the shares thus purchased, subject to the adoption of the 20<sup>th</sup> resolution below; and/or
- purchasing any shares following a reverse split of the Company's shares, in order to facilitate the amalgamation and management of fractional shares; and/or

- ensuring a secondary market in, or the liquidity of, the Company's shares through an investment services provider acting under a liquidity agreement that meets market practices as recognised by the *Autorité des marchés financiers* on 2 July 2018; and/or
- allowing the Company to deal in the Company's shares for any other purpose that is authorised or may come to be authorised by laws or regulations in force. In that event, the Company would inform its shareholders through a press release.

This authorisation is valid for a period of 18 months and shall replace, for the unused portion, the equivalent authorisation granted by the Annual General Meeting of 27 June 2019.

This will allow the Company to implement a share buyback programme with the following features:

- maximum percentage of share capital that may be bought back: 10% of the total number of shares forming the share capital of the Company;
- maximum purchase price: €200;
- maximum overall amount of the programme: based on the share capital at 31 December 2019, not counting shares already held, the amount would be €1,292,316,740;
- redemption terms: the shares may be purchased, sold or transferred at any time within the limits authorised by the statutory and regulatory provisions in force, on 1 or more occasions, by any means, on any markets including regulated markets, a multilateral trading system or over-the-counter, including by the purchase or disposal of blocks (without limitation on the proportion of the buyback programme that may be carried out in that way), by public offers, or by the use of options or derivatives or other forward financial instruments following the issue of securities giving access to the Company's share capital by way of conversion, exchange, redemption, exercise of a warrant or in any other way, either directly or indirectly through an investment services provider.

The shares purchased and retained by the Company shall be stripped of their voting rights and will not confer any entitlement to dividend payments.

## RESOLUTIONS WITHIN THE AUTHORITY OF THE EXTRAORDINARY ANNUAL GENERAL MEETING

### Financial delegations (20<sup>th</sup> to 29<sup>th</sup> resolutions)

Under the terms of the **20<sup>th</sup> to 29<sup>th</sup> resolutions** you are asked to renew the delegations granted to the Board of Directors by the Combined Annual General Meetings of 28 June 2018 and 27 June 2019, which allow it, where applicable, in accordance with the regulations in force, to carry out different types of issues.

Given the organisational and scheduling constraints related to holding an Annual General Meeting, it is essential that the Board of Directors have financial authorisations that enable it to quickly and flexibly raise the financial resources needed for the Company's and the Group's development by calling on the markets, if necessary.

Accordingly, the table below details the financial delegations that your Board of Directors asks you to grant it.

Type of authorisations/Maximum overall nominal amount/Other information	Period of validity
<b>20<sup>th</sup> resolution</b> – Reduction in the share capital through the cancellation of treasury shares: ■ maximum amount: 10% of the share capital.	18 months
<b>21<sup>st</sup> resolution</b> – Issue of ordinary shares and/or negotiable securities conferring rights to the Company's share capital and/or negotiable securities carrying rights to the allotment of debt securities with shareholders' pre-emption rights: ■ maximum nominal amount of capital increases: €40,000,000; ■ maximum nominal amount of debt securities: €750,000,000.	26 months
<b>22<sup>nd</sup> resolution</b> – Issue, by means of public offerings other than those referred to in Article L. 411-2 of the French Monetary and Financial Code, of ordinary shares and/or securities giving access to the Company's share capital and/or securities giving entitlement to the allotment of debt securities, with the waiving of shareholders' pre-emption rights: ■ maximum nominal amount of capital increases: €8,076,979; ■ maximum nominal amount of debt securities: €750,000,000.	26 months
<b>23<sup>rd</sup> resolution</b> – Issue, by means of public offerings referred to in Article L. 411-2-1 of the French Monetary and Financial Code, of the Company's ordinary shares and/or negotiable securities giving access to the share capital and/or negotiable securities giving entitlement to the allotment of debt securities, with the waiving of shareholders' pre-emption rights: ■ maximum nominal amount of capital increases: 20% of the share capital; ■ maximum nominal amount of debt securities: €750,000,000.	26 months
<b>24<sup>th</sup> resolution</b> – Increase in the number of shares to be issued in the event of a capital increase with or without shareholders' pre-emption rights: ■ up to a cap of 15% of the initial issue; ■ amount deducted from each of the issues made pursuant to the 21 <sup>st</sup> and 22 <sup>nd</sup> resolutions.	26 months
<b>25<sup>th</sup> resolution</b> – Setting the issue price for shares or securities giving access to the Company's share capital, within the limit of 10% of the Company's share capital, in the event of an issue with the waiving of pre-emption rights.	26 months
<b>26<sup>th</sup> resolution</b> – Capital increase in order to remunerate contributions in kind granted to the Company and consisting of equity securities or other negotiable securities giving access to the share capital, without shareholders' pre-emption rights: ■ up to a cap of 10% of the share capital.	26 months
<b>27<sup>th</sup> resolution</b> – Capital increase through the capitalisation of premiums, reserves, earnings or other: ■ maximum nominal amount of capital increases: €30,000,000.	26 months
<b>28<sup>th</sup> resolution</b> – Bonus allotment of existing or new shares to corporate officers and/or employees with the waiving of shareholders' pre-emption rights: ■ up to a cap of 1% of the share capital, with a sub-cap of 0.2% of the share capital for executive officers; ■ requirement of continued presence for all grantees; ■ performance conditions assessed over a period of 3 years for executive officers; ■ 3-year vesting period.	26 months
<b>29<sup>th</sup> resolution</b> – Capital increases for members of a company savings plan with the waiving of shareholders' pre-emption rights: ■ maximum nominal amount: €400,000.	26 months
Overall cap on capital increases to be effected pursuant to the 21 <sup>st</sup> to 24 <sup>th</sup> , 26 <sup>th</sup> and 28 <sup>th</sup> resolutions: ■ maximum nominal amount of capital increases: €40,000,000/€8,076,979; ■ maximum nominal amount of debt securities: €750,000,000.	

The issue price of the shares issued on the basis of the 22<sup>nd</sup> and 23<sup>rd</sup> resolutions will be set in accordance with the legislative and regulatory conditions in force at the time of the issue, which currently provide for a price at least equal to the weighted average of the Company's share price over the last three trading sessions prior to the start of the public offering within the meaning of Regulation (EU) 2017/1129 of 14 June 2017, possibly reduced by a maximum discount of 10%.

Pursuant to the provisions of Article L. 225-136 of the French Commercial Code, in the 25<sup>th</sup> resolution you are nonetheless asked to authorise the Board of Directors, within the limit of 10% of the share capital per 12-month period, to set the issue price according to the following terms and conditions: the issue price may not be lower, at the Board of Directors' discretion, than (a) the average share price on the Euronext Paris regulated market, weighted by volumes during the last trading session

prior to setting the issue price, less a maximum discount of 10% if applicable, or (b) the average share price on the Euronext Paris regulated market, weighted by volume, over a maximum period of six months preceding the day on which the issue price is set, possibly less a maximum discount of 10%.

The purpose of using the option described above would be to enable your Company, given the volatility of the markets, to take advantage of any opportunities to issue securities when market conditions do not allow an issue to be carried out under the price conditions set by the 22<sup>nd</sup> and 23<sup>rd</sup> resolutions.

## Changes to the Articles of Association (30<sup>th</sup> to 34<sup>th</sup> resolutions)

### CHANGES TO THE ARTICLES OF ASSOCIATION REGARDING THE CORPORATE OBJECT (30<sup>TH</sup> RESOLUTION)

Under the terms of the **30<sup>th</sup> resolution** you are asked to amend Article 2 of the Company's Articles of Association in order to clarify the Company's corporate object by explaining the section

on the holding of shareholdings, by including the granting of sureties, endorsements and guarantees and by expanding the section on real-estate ownership.

### CHANGES TO THE ARTICLES OF ASSOCIATION REGARDING THE TRANSFER OF THE REGISTERED OFFICE (31<sup>ST</sup> RESOLUTION)

Under the terms of the **31<sup>st</sup> resolution** you are asked to amend section 2 of Article 4 of the Company's Articles of Association in order to expressly allow the Board of Directors to amend the

Company's Articles of Association in the event of a transfer of registered office decided by the Board and subject to ratification by the next Ordinary Annual General Meeting.

### INSERTION OF AN ARTICLE 11 IN THE ARTICLES OF ASSOCIATION RELATING TO THE CROSSING OF STATUTORY THRESHOLDS (32<sup>ND</sup> RESOLUTION)

Under the terms of the **32<sup>nd</sup> resolution** you are asked to add an article to the Company's Articles of Association relating to the duty to inform the Company if the statutory thresholds are crossed. This addition will enable increased transparency within the Company and a more detailed knowledge of its shareholder base.

This disclosure obligation will apply to each crossing of a threshold equal to or greater than 0.50% of the share capital or voting rights and must be made within 4 trading days. It is specified that shares and similar voting rights within the meaning of Article L. 233-9 of the French Commercial Code (in particular shares and voting rights owned by companies controlled by the person and shares and voting rights to which certain financial instruments or contracts relate) will be taken into account for the calculation of the shareholding thresholds.

### GLOBAL REVIEW OF THE ARTICLES OF ASSOCIATION (33<sup>RD</sup> RESOLUTION)

Under the terms of the **33<sup>rd</sup> resolution** you are asked to adopt the Company's new Articles of Association, which have been reviewed in order to reflect legislative and regulatory changes, and in particular the new provisions resulting from law No. 2019-486 of 22 May 2019 relating to business growth and transformation, known as the PACTE law.

In particular, the following articles are amended:

- deletion of the article relating to the formation of share capital: Article 6 (Formation of share capital) of the Articles of Association, included when the Company was established in order to detail the various capital contributions made during the Company's incorporation, which subsequently no longer appears useful today and makes the text of the Articles of Association more cumbersome;

- amendment of the article relating to the directors representing employees to bring it into compliance with the provisions of Article L. 225-27-1-II of the French Commercial Code, which provides for the appointment of a second director representing employees when the number of directors making up the Board of Directors is more than 8 (and no longer 12);
- bringing the article relating to the Board of Directors into compliance with the PACTE law, which removed the reference to the term "directors' fees" when referring to directors' remuneration.

The Articles of Association take into account the amendments proposed thereto under the 30<sup>th</sup>, 31<sup>st</sup> and 32<sup>nd</sup> resolutions and will therefore be adapted in the event of rejection of any of these resolutions.

### BRINGING THE COMPANY'S ARTICLES OF ASSOCIATION INTO COMPLIANCE WITH NEW LAWS AND REGULATIONS (34<sup>TH</sup> RESOLUTION)

Under the terms of the **34<sup>th</sup> resolution**, in accordance with the provisions of Article L. 225-36 paragraph 2 of the French Commercial Code, you are asked to grant the Board of Directors a delegation of authority to amend the Company's Articles of Association to

bring them into compliance with the new legislative and regulatory provisions, subject to ratification of these amendments by the next Extraordinary Annual General Meeting.

## Powers to carry out formalities (35<sup>th</sup> resolution)

Under this last resolution, you are asked to grant the powers needed to carry out any formalities required subsequent to this Annual General Meeting.

## APPENDIX 1

### Presentation of candidates for the position of director of the Company

#### INFORMATION ON LAURE BAUME'S CANDIDACY

Date of birth: 10 September 1975

Number of shares held: 200 shares

Laure Baume, a graduate of the HEC Paris business school, has been Chief Consumer Officer of the Moët-Hennessy group since May 2018. She is also a member of the Executive Committee of the Moët-Hennessy group. Previously, she was Executive Director and Customer Director of the ADP Group from December 2014 until May 2018 and served on its Executive Committee. As part of these duties, she served on the Management Board of the Société de Distribution Aéroportuaire, Relay@adp and EPIGO joint ventures and on the Board of Directors of Média Aéroports de Paris.

Before that, Laure Baume was Club Méditerranée's Marketing Director for France and Director for Switzerland from 2006 onwards. She was subsequently appointed to the General Management Committee of Club Med as General Manager of the New Markets – Europe-Africa and Strategic Marketing business unit.

Laure Baume's career began with US group Kraft Foods (since renamed Mondelez), where she held a series of positions including Product Manager, Category Head and Brand Manager in Paris and New York.

##### Terms of office in progress

##### Offices held in Group companies

- Director of ORPEA

##### Offices and positions held in non-Group companies

None

Laure Baume complies with the relevant regulations concerning the number of offices that may be held concurrently.

##### Offices that expired in the past 5 years

- Director: Média Aéroports de Paris, Epigo, SDA, Relay Aéroports de Paris

#### INFORMATION ON MORITZ KRAUTKRÄMER'S CANDIDACY

Date of birth: 26 February 1981

Number of shares held: 1 share

Moritz Krautkrämer joined Canada Pension Plan Investment Board (CPPIB) in 2010 as Senior Principal in the Relationship Investments group, making strategic minority investments in listed and soon-to-be listed companies. He has overseen investments in the healthcare, business services and insurance sectors. His career began as an M&A and corporate financing advisor in the Communication, Media and Technology Investment Banking Group at Scotiabank in Toronto.

He is a graduate of the University of British Columbia where he was a Fellow of the UBC Portfolio Management Foundation.

##### Terms of office in progress

##### Offices held in Group companies

- Director of ORPEA

##### Offices and positions held in non-Group companies

None

Moritz Krautkrämer complies with the relevant regulations concerning the number of offices that may be held concurrently.

##### Offices that expired in the past 5 years

None

#### INFORMATION ON PASCALE RICHETTA'S CANDIDACY

Born on 12 March 1959

Number of shares held: None

Pascale Richetta, Doctor of Medicine, was Executive Vice President of UCB's Bone Patient Value Unit, dedicated to bone diseases, including osteoporosis, from February 2016 to April 2020 and is a member of UCB's Executive Committee.

Previously, from January 2013 to January 2016, she held the position of Vice President Western Europe and Canada at AbbVie, as well as several other management positions at Abbott, GSK, Ipsen and Servier, working on the launch of flagship drugs of these companies in several international markets.

Pascale Richetta has more than 20 years of commercial and management experience in the pharmaceutical and biotechnology industry, having worked on innovative pharmaceutical products, including complex biological products.

##### Terms of office in progress

##### Offices held in Group companies

None

##### Offices and positions held in non-Group companies

None

Pascale Richetta complies with the relevant regulations concerning the number of offices that may be held concurrently.

##### Offices that expired in the past 5 years

- Director: CAPIO

## INFORMATION ON CORINE DE BILBAO'S CANDIDACY

Born on 16 October 1966

Number of shares held: None

A graduate of the Institut d'études politiques (IEP) in Bordeaux and holder of an MBA in sourcing and supply chain, Corine de Bilbao has been CEO of the international division of Segula Technologies since April 2019.

Corine de Bilbao began her career with the General Electric Group in 1989 in the Medical Imaging Division. She spent 28 years in the General Electric Group, where she held numerous positions of responsibility, mainly in industrial and commercial functions (including Vice President of Sales of the Subsea Oil & Gas division, in charge of the global development of the division's activities, in particular in Africa and Latin America) and, more recently, from 2016 to 2019, the functions of Chairwoman of General Electric France.

Corine de Bilbao also spent 2 years at Areva T&D as Vice President Sales in the Products Division.

Corine de Bilbao has nearly 30 years of industrial experience, including more than 20 years in the energy, oil and gas, power generation and distribution sector. With this background, she has acquired a global vision of the industry and its challenges in very diverse market contexts.

### Terms of office in progress

#### Offices held in Group companies

None

#### Offices and positions held in non-Group companies

- Chief Executive Officer: Segula Technologies International
- Member of the Supervisory Board: Vallourec

Corine de Bilbao complies with the relevant regulations concerning the number of offices that may be held concurrently.

### Offices that expired in the past 5 years

- President: General Electric (GE) International France
- President: General Electric (GE) Industrial France
- Director: Geast (GE/Alstom nuclear JV)
- Member of the Supervisory Board: Segula Technologies
- Vice-President: AmCham (American Chamber of Commerce in France)

## APPENDIX 2

### Report of the Board of Directors on the remuneration policy of the Company's corporate officers for 2020

In this report prepared in accordance with Article L. 225-37-2 of the French Commercial Code, the Board of Directors presents the remuneration policy for corporate officers in respect of the 2020 financial year.

Shareholders at the Annual General Meeting scheduled for 23 June 2020 are requested to approve said policy based on this report. To this end, 4 resolutions are being submitted for shareholders' approval in respect of the members of the Board of Directors, the Chairman of the Board of Directors, the Chief Executive Officer and the Chief Operating Officer.

The Board of Directors is guided by the recommendations of the AFEP-MEDEF Code when determining the remuneration and benefits awarded to corporate officers.

In accordance with these recommendations and based on a proposal submitted by the Appointments and Remuneration Committee, the Board of Directors ensures that the remuneration policy for corporate officers complies with the principles of comprehensiveness, balance, comparability, consistency, transparency and proportionality, and also reflects market practices.

#### SUMMARY OF THE REMUNERATION POLICY FOR CORPORATE OFFICERS IN RESPECT OF THE 2020 FINANCIAL YEAR

The remuneration awarded to members of the Board of Directors reflects directors' record of attendance at meetings of the Board of Directors and the Board Committees and thus includes a variable attendance-based component, which outweighs the fixed component. The amount of this remuneration is tailored to the level of responsibility of each director and the time required to perform their duties.

The Chairman of the Board of Directors receives only fixed remuneration. However, the remuneration packages of the Chief Executive Officer and Chief Operating Officer consist of a fixed salary, bonus payment and a long-term incentive plan linked to the Company's share capital (in the form of bonus shares).

The remuneration system for the Chief Executive Officer and the Chief Operating Officer can be described as follows:

It is balanced.	It strikes a balance: <ul style="list-style-type: none"> <li>■ between the short and long term, which guarantees that interests are aligned with those of shareholders;</li> <li>■ between economic and financial performances and the implementation of Quality and CSR policies.</li> </ul>
It is capped.	Each component has its own cap: <ul style="list-style-type: none"> <li>■ the fixed component is reviewed over relatively long intervals of time;</li> <li>■ the short-term bonus component is capped according to the fixed component and each indicator of this component corresponds to a capped bonus;</li> <li>■ the long-term bonus component is capped in value (IFRS 2) at the time of its award.</li> </ul>
It is principally subject to stringent performance conditions.	Future performances are assessed through a comparison with past performances and are therefore based on reality.
It complies with the corporate interest.	Its amount is measured taking into account the size and complexity of the Group. Performance criteria selected by the Board of Directors ensure that it is in the interest of Executive Management to take both short- and long-term targets into account.
It contributes to the Company's longevity and is in line with its strategy.	The Group's core business is to welcome people with loss of independent living skills (physical or mental) in its facilities (nursing homes, assisted-living facilities, post-acute and rehabilitation hospitals, psychiatric hospitals) or at home. These activities can only thrive in a sustainable manner if their geographic exposure is diversified and if the Group ensures that they are respectful of the stakeholders with whom they are carried out. The remuneration system reflects these requirements.

## REMUNERATION POLICY FOR MEMBERS OF THE BOARD OF DIRECTORS IN RESPECT OF THE 2020 FINANCIAL YEAR

### Remuneration principles

On 17 March 2020, on the basis of the proposal of the Appointments and Remuneration Committee and taking into consideration the appointments of an eleventh director (appointed by the Annual General Meeting) and a second director representing employees, the Board of Directors decided to ask the Annual General Meeting to increase the annual remuneration package to be allocated to directors to an amount of €650,000 (instead of €550,000 currently).

During the same meeting of the Board of Directors, based on a proposal submitted by the Appointments and Remuneration Committee, the Board decided to renew the terms and conditions for the allocation of the total annual remuneration to directors, namely:

- for their attendance at meetings of the Board of Directors (in the case of directors who are not employees), they receive a flat-rate award not exceeding €40,000, consisting of a fixed sum of €15,000 and a variable portion of €25,000, from which €2,500 is subtracted per meeting missed, starting from the second meeting missed;
- for attendance at meetings of the Board Committees (Audit Committee and Appointments and Remuneration Committee), they receive a fixed sum of €3,000 per meeting, or double this amount for the Committee chairmen;
- directors representing employees receive an amount of €1,500 per meeting.

On 4 May 2020, the Board of Directors, based on a proposal submitted by the Chairman of the Board of Directors and the Appointments and Remuneration Committee, decided, on an

exceptional basis, to reduce by 25% the remuneration to be paid to each director for their participation in meetings of the Board of Directors and, where applicable, meetings of the Board Committees held during Q2 2020; this reduction shall, however, not be applied to the remuneration of the director whose term of office will expire following the Annual General Meeting of 23 June 2020 and the renewal of which has not been proposed. The amount corresponding to this reduction will be paid to the ORPEA Foundation.

### Draft resolution submitted for shareholders' approval

#### Fourteenth resolution

##### Approval of the remuneration policy of members of the Board of Directors for the 2020 financial year

The Annual General Meeting, deliberating in accordance with the quorum and majority voting requirements for ordinary general meetings, having reviewed the corporate governance report prepared in accordance with the provisions of Article L. 225-37 of the French Commercial Code which sets out the remuneration policy for corporate officers, approves, pursuant to Article L. 225-37-2 II of the French Commercial Code, the remuneration policy for the 2020 financial year for members of the Board of Directors, as presented in section 5.3.3 of the 2019 Universal Registration Document, it being noted that the remuneration policies for the Chairman of the Board of Directors and the Chief Executive Officer are the subject of the fifteenth and the sixteenth resolutions, respectively.

## REMUNERATION POLICY FOR PHILIPPE CHARRIER, CHAIRMAN OF THE BOARD OF DIRECTORS, FOR THE 2020 FINANCIAL YEAR

### Fixed remuneration

On 17 March 2020, the Board of Directors, based on a proposal submitted by the Appointments and Remuneration Committee and to reflect his experience and the nature of the duties entrusted to him (as presented in section 5.1.2 above), decided to maintain the gross fixed remuneration in respect of the financial year ending 31 December 2020 of Philippe Charrier, Chairman of the Board of Directors, at €260,000 (for the third consecutive year).

On 4 May 2020, the Board of Directors, based on a proposal submitted by the Chairman of the Board of Directors and the Appointments and Remuneration Committee, decided, on an exceptional basis, to reduce by 25% the gross fixed remuneration to be paid to the Chairman of the Board of Directors in respect of Q2 2020. The amount corresponding to this reduction will be paid to the ORPEA Foundation.

### Remuneration in respect of the office of director

Philippe Charrier receives remuneration in respect of his duties as a director, which is calculated as set out above.

### Annual bonus payment and other remuneration

Philippe Charrier does not receive an annual bonus payment. He does not receive any other remuneration or benefit in kind.

### Draft resolution submitted for shareholders' approval

#### Fifteenth resolution

#### Approval of the remuneration policy of Philippe Charrier, Chairman of the Board of Directors for the 2020 financial year

The Annual General Meeting, deliberating in accordance with the quorum and majority voting requirements for ordinary general meetings, having reviewed the corporate governance report prepared in accordance with the provisions of Article L. 225-37 of the French Commercial Code which sets out the remuneration policy for corporate officers, approves, pursuant to Article L. 225-37-2 II of the French Commercial Code, the remuneration policy for the 2020 financial year for Philippe Charrier, Chairman of the Board of Directors, as presented in section 5.3.3 of the 2019 Universal Registration Document.

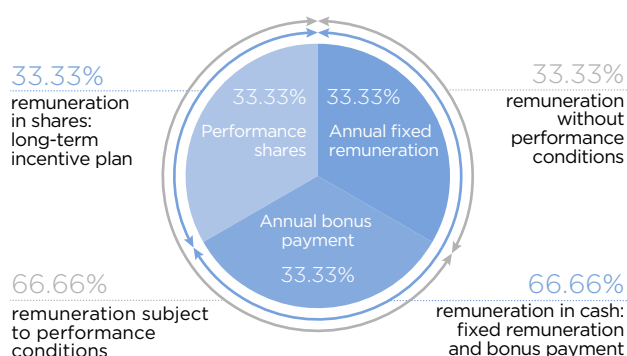
## REMUNERATION POLICY FOR YVES LE MASNE, CHIEF EXECUTIVE OFFICER, AND JEAN-CLAUDE BRDENK, CHIEF OPERATING OFFICER, FOR THE 2020 FINANCIAL YEAR

### Key principles

On 4 May 2020, the Board of Directors, based on a proposal submitted by the Appointments and Remuneration Committee, decided to maintain (for the fourth consecutive year) the structure of Yves Le Masne's and Jean-Claude Brdenk's remuneration, respectively as Chief Executive Officer and Chief Operating Officer, as follows for the financial year ending 31 December 2020:

- a fixed remuneration component accounting for one-third;
- an annual bonus payment component accounting for one-third; and
- a long-term incentive plan linked to the Company's share capital accounting for the final third.

### Graphical illustration of the balance between the various components of Yves Le Masne's and Jean-Claude Brdenk's annual remuneration



Based on this proposal, the remuneration package for the financial year ending 31 December 2020 awarded to Yves Le Masne, Chief Executive Officer, and Jean-Claude Brdenk, Chief Operating Officer, is comprised of the following components:

- Yves Le Masne, Chief Executive Officer:
  - fixed remuneration: net fixed remuneration of €760,000 (i.e. €29,306.08 per month) after tax (unchanged for the third consecutive year),
  - annual bonus payment: a target bonus equal to 100% of annual fixed remuneration, with a maximum of 150% of the annual fixed remuneration in the event of outperformance,
  - a long-term incentive plan covering a period of three years in the form of a bonus share allotment subject to performance conditions or a similar plan, capped at an upper limit of 100% of the fixed remuneration, based on IFRS measurements, as calculated by an independent firm;
- Jean-Claude Brdenk, Chief Operating Officer:
  - fixed remuneration: €640,000 (unchanged for the fourth consecutive year),
  - annual bonus payment: a target bonus equal to 100% of annual fixed remuneration, with a maximum of 150% of the annual fixed remuneration in the event of outperformance,
  - a long-term incentive plan covering a period of three years in the form of a bonus share allotment subject to performance conditions or similar plan, capped at an upper limit of 100% of fixed remuneration, based on IFRS measurements, as calculated by an independent firm.

On an exceptional basis, based on a proposal submitted by executive officers and the Appointments and Remuneration Committee, the gross fixed remuneration to be paid to the Chief Executive Officer and the Chief Operating Officer in respect of Q2 2020 will be reduced by 25%. The amount corresponding to this reduction will be paid to the ORPEA Foundation.

In addition, Yves Le Masne, Chief Executive Officer, and Jean-Claude Brdenk, Chief Operating Officer, will receive the following benefits in kind:

- a company car;

- application of Group personal protection and healthcare cost reimbursement plans in force at the Company on the same basis as those applicable to the employee grade in which they have been classified.

Lastly, Yves Le Masne, Chief Executive Officer, receives remuneration in respect of his duties as a director, which is calculated as set out above.

The annual bonus payments and any exceptional remuneration awarded in respect of the financial year ended 31 December 2020 to the Chief Executive Officer and to the Chief Operating Officer can be paid only after approval of the relevant components by the Annual General Meeting due to be held in 2021, as provided for under Articles L. 225-37-2 and L. 225-100 of the French Commercial Code.

## Criteria

### *Annual bonus payment*

The annual bonus payment is comprised of the following components:

- a component linked to the attainment of quantifiable objectives, representing a target proportion of 70% (unchanged for the third consecutive year) of the total annual bonus payment; and
- a component linked to the attainment of qualitative objectives, representing a target proportion of 30% (unchanged for the third consecutive year) of the total annual bonus payment.

The targets corresponding to the annual bonus payable to Yves Le Masne, Chief Executive Officer, and Jean-Claude Brdenk, Chief Operating Officer, in respect of the financial year ending 31 December 2020 have, for the second consecutive year, been set so as to differentiate between the CEO's responsibilities (more financial than operational) and the COO's responsibilities (more operational than financial). It is noted that the quantifiable objectives were restated for the second consecutive year, that the target quantifiable and outperformance objectives have been determined in full, but have not been made public for confidentiality reasons, and that the Board of Directors reserves the right, in view of the exceptional circumstances, to assess their level of attainment while taking into account the impact of the Covid-19 pandemic.

*Objectives for Yves Le Masne, Chief Executive Officer*

	Target bonus		Bonus for outperformance	
	Target (as a %)	Target (in euros)	Outperformance (as a %)	Outperformance (in euros)
QUANTIFIABLE OBJECTIVES (70% OF TOTAL BONUS PAYMENTS)				
Revenue growth	7.78%	59,128	8.00%	60,800
Organic growth in revenue	7.78%	59,128	8.00%	60,800
Growth in EBITDA	7.78%	59,128	8.00%	60,800
Organic growth in EBITDA	7.78%	59,128	10.00%	76,000
Improvement in the EBITDA margin	7.78%	59,128	8.00%	60,800
Increase in free cash flow per share	7.78%	59,128		
Increase in adjusted consolidated net profit	7.78%	59,128	8.00%	60,800
Change in restated financial leverage	7.78%	59,128		
Gearing	7.76%	58,976		
<b>Total quantifiable objectives</b>	<b>70.00%</b>	<b>532,000</b>	<b>50.00%</b>	<b>380,000</b>
QUALITATIVE OBJECTIVES (30% OF TOTAL BONUS PAYMENTS)				
Management chart <sup>(1)</sup>	15.00%	114,000		
Budget process	15.00%	114,000		
<b>Total qualitative objectives</b>	<b>30.00%</b>	<b>228,000</b>		
<b>TOTAL BONUS PAYMENT</b>	<b>100.00%</b>	<b>760,000</b>	<b>50.00%</b>	<b>380,000</b>
				<b>TOTAL</b>
				<b>1,140,000</b>

(1) ESG criterion.

### Objectives for Jean-Claude Brdenk, Chief Operating Officer

	Target bonus		Bonus for outperformance	
	Target (as a %)	Target (in euros)	Outperformance (as a %)	Outperformance (in euros)
QUANTIFIABLE OBJECTIVES (70% OF TOTAL BONUS PAYMENTS)				
Revenue growth	10.00%	64,000	10.00%	64,000
Organic growth in revenue	10.00%	64,000	10.00%	64,000
Growth in EBITDAR	10.00%	64,000	10.00%	64,000
Organic growth in EBITDAR	10.00%	64,000	20.00%	128,000
Change in facility manager turnover <sup>(1)</sup>	10.00%	64,000		
Change in turnover among all employees <sup>(1)</sup>	10.00%	64,000		
Internal promotion to a managerial role <sup>(1)</sup>	10.00%	64,000		
<b>Total quantifiable objectives</b>	<b>70.00%</b>	<b>448,000</b>	<b>50.00%</b>	<b>320,000</b>
QUALITATIVE OBJECTIVES (30% OF TOTAL BONUS PAYMENTS)				
Non-financial reporting, including crisis and post-crisis <sup>(1)</sup>	15.00%	96,000		
Quality in the context of the Covid-19 pandemic <sup>(1)</sup>	15.00%	96,000		
<b>Total qualitative objectives</b>	<b>30.00%</b>	<b>192,000</b>		
<b>TOTAL BONUS PAYMENT</b>	<b>100.00%</b>	<b>640,000</b>	<b>50.00%</b>	<b>320,000</b>
				<b>TOTAL</b>
				<b>960,000</b>

(1) ESG criteria.

### Bonus share allotment plan

On 4 May 2020, the Board of Directors, based on a proposal submitted by the Appointments and Remuneration Committee, decided to grant to Yves Le Masne and Jean-Claude Brdenk a long-term incentive plan covering a period of three years in the form of a bonus share allotment subject to performance conditions, capped at an upper limit of 100% of fixed remuneration, based on IFRS measurements, as calculated by an independent firm.

The Board of Directors decided to modify the performance conditions following a review carried out by Mercer of market practices in terms of long-term remuneration, following an analysis of three different sample groups<sup>(1)</sup>:

- the weighting of stock market performance conditions was reduced to 50% (from 100% previously);
- an internal performance condition (earnings per share) and a CSR performance condition (employee satisfaction surveys) were introduced, accounting for 40% and 10% of the definitive allocation, respectively;
- tiers were added to boost the relative assessment of the achievement of stock market and internal performance conditions, as detailed below.

The features of this plan are as follows:

- amount equal to fixed salary based on the IFRS measurement of shares as calculated by an independent firm, with a reference date of the Board of Directors' meeting of 4 May 2020;

- requirement of continued presence at the Group;
- performance conditions:
  - first performance condition (stock market – 50% of the definitive allocation): the performance of ORPEA's share price with dividends included (TSR, total shareholder return) compared with the average performance of the MSCI Europe ex. UK index (made up of over 300 companies in Europe outside the UK) and the CAC 40 index, including dividends paid, during the 2020, 2021 and 2022 financial years:
    - 25% of shares allocated in respect of the first condition will vest if ORPEA's total shareholder return (increase in share price + dividends) is equal to the average increase in both indices over the reference periods,
    - 60% of shares allocated in respect of the first condition will vest if ORPEA's total shareholder return (increase in share price + dividends) exceeds the average increase in both indices over the reference periods by 5 percentage points:
  - prorata acquisition of between 25% and 60% of shares allocated if ORPEA's total shareholder return (increase in share price + dividends) falls between the average performance observed for both indices over the reference periods and 5 percentage points above the average performance observed for both indices over the reference periods,

(1) • The first sample group included SBF 120-listed companies, with market capitalisations of between €275 million and €200 billion at 31 December 2019.  
 • The second, cross-sector, group included 23 companies of a comparable size (market capitalisation of between €3 billion and €14 billion) and demonstrating strong momentum (3-year share price performance in excess of 20%).  
 • The third sample group was sector-based and international.

- 100% of shares allocated in respect of the first condition will vest if ORPEA's total shareholder return (increase in share price + dividends) exceeds the average increase in both indices over the reference periods by at least 10 percentage points:
- prorata acquisition of between 60% and 100% of shares allocated if ORPEA's total shareholder return (increase in share price + dividends) falls between 5 percentage points above the average performance observed for both indices over the reference periods and 10 percentage points above the average performance observed for both indices over the reference periods,
- reference periods: average of ORPEA's share price performance over the period from 1 January 2023 to 30 April 2023, plus the dividend paid in respect of the 2020, 2021 and 2022 financial years, compared with the same average over the period from 1 January 2020 to 30 April 2020, plus the dividend paid in respect of the 2019 financial year. These reference periods will also be used to calculate the average performance of the MSCI Europe ex. UK index and the CAC 40 index, including dividends paid (TSR indices), during the 2020, 2021 and 2022 financial years,
- second performance condition (internal – 40% of the definitive allocation): earnings per share:
  - 25% of shares allocated in respect of the second condition will vest if earnings per share increase by 25% between 31 December 2019 and 31 December 2022,
  - 60% of shares allocated in respect of the second condition will vest if earnings per share increase by 26% between 31 December 2019 and 31 December 2022:
- prorata acquisition of between 25% and 60% of shares allocated if earnings-per-share growth between 31 December 2019 and 31 December 2022 is between 25% and 26%,
- 100% of shares allocated in respect of the second condition will vest if earnings per share increase by 27% between 31 December 2019 and 31 December 2022:
- prorata acquisition of between 60% and 100% of shares allocated if earnings-per-share growth between 31 December 2019 and 31 December 2022 is between 26% and 27%,
- third performance condition (ESG – 10% of the definitive allocation): employee satisfaction surveys:
  - an independent company will carry out a minimum of two employee satisfaction surveys before 30 April 2023, covering at least 90% of the Group's employees at a constant scope of consolidation and leading to an improvement in the rates of satisfaction,
  - at a constant scope of consolidation: Group facilities at 30 June 2020;
- shares vest in accordance with the performance conditions after a 3-year vesting period;
- 25% of the vested shares must be held until the allottee's term of office comes to an end.

The periods during which the shares may not be sold are stated in the regulations of the relevant plan. The plan also includes a commitment not to engage in hedging risks arising from performance shares until the end of the holding period for the shares, as stipulated by the Board of Directors.

## COMMITMENTS TO YVES LE MASNE, CHIEF EXECUTIVE OFFICER, AND JEAN-CLAUDE BRDENK, CHIEF OPERATING OFFICER

### Severance payment

At the meetings of the Board of Directors on 25 March 2013 and 25 April 2013, the Board of Directors decided on severance payment arrangements for Yves Le Masne, the Chief Executive Officer, and Jean-Claude Brdenk, the Chief Operating Officer, should their appointments be terminated. These arrangements, which were approved by the Annual General Meeting of 20 June 2013, were confirmed at the meeting of the Board of Directors on 28 March 2017 during which Yves Le Masne's and Jean-Claude Brdenk's terms of office as Chief Executive Officer and Chief Operating Officer were extended.

On 25 April 2019, the Board of Directors approved the continuation of these arrangements, in line with the Company's corporate interest and with market practices, and adjusted the base used to calculate the severance payment to exclude any exceptional and/or long-term remuneration, in keeping with the provisions of the AFEF-MEDEF Code. This adjusted commitment was approved by shareholders during the Annual General Meeting of 27 June 2019.

In recognition of the major contribution made by the Chief Executive Officer and the Chief Operating Officer to the Group's development over several years, and given their past repudiation of their employment contracts, these arrangements give them the right to receive a severance payment corresponding to 24 months' gross fixed remuneration and annual bonus (multiple of a monthly average of the remuneration due and paid in respect of the previous 2 financial years), excluding any exceptional and/or long-term remuneration, should their duties as executive officers come to an end.

This severance payment would be paid in the following circumstances:

- in the event of removal from office by the Board of Directors, irrespective of how their duties are terminated, including by dismissal, a request for them to resign or their non-reappointment (specifically excluding dismissal for gross misconduct); or
- in the event of a change in control or in the Company's strategy, instigated by the Board of Directors or the relevant corporate officer.

A change in control is defined as any changes in the Company's ownership status arising from any merger, restructuring, disposal, takeover bid or exchange offer, subsequent to which a shareholder, be it a legal entity or natural person, acting alone or in concert, directly or indirectly, comes into possession of a proportion of the Company's share capital or voting rights that gives it effective control thereof.

Furthermore, the Board of Directors will grant this compensation provided that the average bonus payment for the two financial years prior to the corporate officer's departure date was equal to or greater than 75% of the non-exceptional target bonus payment (excluding exceptional bonus payments); this amount will be reduced pro-rata if the average bonus payment for the two prior financial years was between 50% and 74% of the non-exceptional target bonus payment, with no compensation being paid below 50%.

If Yves Le Masne and Jean-Claude Brdenk are entitled to claim a full basic pension within 6 months of the termination of their duties, this payment may not be made.

### Unemployment insurance

Yves Le Masne and Jean-Claude Brdenk are covered by an unemployment insurance policy, with the corresponding premiums paid by the Company and its subsidiaries.

### Draft resolutions submitted for shareholders' approval

#### *Sixteenth resolution*

##### **Approval of the remuneration policy of Yves Le Masne, Chief Executive Officer for the 2020 financial year**

The Annual General Meeting, deliberating in accordance with the quorum and majority voting requirements for ordinary general meetings, having reviewed the corporate governance

report prepared in accordance with the provisions of Article L. 225-37 of the French Commercial Code which sets out the remuneration policy for corporate officers, approves, pursuant to Article L. 225-37-2 II of the French Commercial Code, the remuneration policy for the 2020 financial year for Yves Le Masne, Chief Executive Officer, as presented in section 5.3.3 of the 2019 Universal Registration Document.

#### *Seventeenth resolution*

##### **Approval of the remuneration policy of Jean-Claude Brdenk, Chief Operating Officer for the 2020 financial year**

The Annual General Meeting, deliberating in accordance with the quorum and majority voting requirements for ordinary general meetings, having reviewed the corporate governance report prepared in accordance with the provisions of Article L. 225-37 of the French Commercial Code which sets out the remuneration policy for corporate officers, approves, pursuant to Article L. 225-37-2 II of the French Commercial Code, the remuneration policy for the 2020 financial year for Jean-Claude Brdenk, Chief Operating Officer, as presented in section 5.3.3 of the 2019 Universal Registration Document.

## APPENDIX 3

### Statutory Auditors' report on the share capital transactions provided for in the resolutions submitted to the Combined Annual General Meeting of 23 June 2020

To the Annual General Meeting of ORPEA,

In our capacity as Statutory Auditors of your company (the "Company") and in compliance with the French Commercial Code (*Code de commerce*), we hereby present our reports on the share capital transactions on which you are called upon to vote.

#### 1. REPORT ON THE REDUCTION IN SHARE CAPITAL (20<sup>TH</sup> RESOLUTION)

In performance of the assignment provided for by Article L. 225-209 of the French Commercial Code in the event of a reduction of share capital through the cancellation of purchased shares, we have prepared this report to inform you of our assessment of the reasons for and conditions of the proposed transaction.

Your Board of Directors is asking you to delegate to it, with the power to sub-delegate, for a period of 18 months from the date of this Annual General Meeting, all powers to cancel, within a limit of 10% of its share capital at the date of this Annual General Meeting, per 24-month period, the shares purchased under an authority for the Company to purchase its own shares within the provisions of the aforementioned article.

We performed the procedures we deemed necessary in accordance with the professional standards for Statutory Auditors applicable in France for this type of engagement. This work involved examining the lawful nature of the causes and conditions of the capital reduction under consideration, which is not liable to violate the principle of shareholder equality.

We have no observations as to the causes and conditions of the capital reduction under consideration.

#### 2. REPORT ON THE ISSUE OF SHARES AND/OR VARIOUS NEGOTIABLE SECURITIES WITH AND/OR WITHOUT PRE-EMPTION RIGHTS (21<sup>ST</sup>, 22<sup>ND</sup>, 23<sup>RD</sup>, 24<sup>TH</sup>, 25<sup>TH</sup> AND 26<sup>TH</sup> RESOLUTIONS)

In compliance with the mission entrusted to us by Articles L. 228-92 and L. 225-135 *et seq.* of the French Commercial Code, we hereby report to you on the proposals to delegate to the Board of Directors the authority to carry out various issues of shares and/or securities, operations on which you are called upon to vote.

Your Board of Directors proposes, on the basis of its report, that you:

- delegate to the Board of Directors, with the option of sub-delegation, for a period of 26 months from the date of this Annual General Meeting, the authority to decide the following transactions and to set the final terms and conditions of these issues, and proposes, where applicable, to waive your pre-emption rights:
  - issuance with pre-emption rights (21<sup>st</sup> resolution), on 1 or more occasions, of (i) ordinary shares of the Company or (ii) negotiable securities governed by Articles L. 228-91 *et seq.* of the French Commercial Code which are equity securities of the Company giving access to other equity securities of the Company and/or giving entitlement to the allocation of debt instruments of the Company or (iii) negotiable securities representing a debt right, whether or not governed by Articles L. 228-91 *et seq.* of the French Commercial Code, giving or likely to give access to equity securities to be issued by the Company (these negotiable securities may also give access to existing equity securities and/or debt securities of the Company),
  - issuance, with the waiving of pre-emption rights, by public offerings other than those referred to in Article L. 411-2 of the French Monetary and Financial Code (22<sup>nd</sup> resolution), on 1 or more occasions, of (i) ordinary shares of the Company or (ii) negotiable securities governed by Articles L. 228-91 *et seq.* of the French Commercial Code which are equity securities of the Company giving access to other equity securities of the Company and/or giving entitlement to the allocation of debt instruments of the Company or (iii) negotiable securities representing a debt right, whether or not governed by Articles L. 228-91 *et seq.* of the French Commercial Code, giving or likely to give access to equity securities to be issued by the Company (these negotiable securities may also give access to existing equity securities and/or debt securities of the Company), it being specified that these securities may be issued in particular to remunerate securities that would be contributed to the Company, in the context of a takeover bid including an exchange component initiated by the Company, carried out in France or abroad in accordance with local rules, on securities meeting the conditions set out in Article L. 225-148 of the French Commercial Code,
  - issuance, with the waiving of pre-emption rights, by public offerings referred to in Article L. 411-2-1 of the French Monetary and Financial Code, and within the limit of 20% of the share capital per year (23<sup>rd</sup> resolution), on 1 or more occasions, of (i) ordinary shares of the Company or (ii) negotiable securities governed by Articles L. 228-91 *et seq.* of the French Commercial Code which are equity securities of the Company giving access to other equity securities of the Company and/or giving entitlement to the allocation of debt instruments of the Company or (iii) negotiable securities representing a debt right, whether or not governed by Articles L. 228-91 *et seq.* of the French Commercial Code, giving or likely to give access to equity securities to be issued by the Company (these negotiable securities may also give access to existing equity securities and/or debt securities of the Company);
- authorise the Board of Directors, through the 25<sup>th</sup> resolution and as part of the implementation of the delegations referred to in the 22<sup>nd</sup> and 23<sup>rd</sup> resolutions, to set the issue price within the legal limit of 10% of the share capital per year;

- delegate to the Board of Directors, with the option to sub-delegate, for a period of 26 months from the date of this Annual General Meeting, the powers necessary to issue (i) shares and/or (ii) negotiable securities that are equity securities of the Company giving access by any means, immediately and/or in the future, to other equity securities of the Company, and/or giving the right to the allocation of debt instruments, and/or (iii) negotiable securities that are debt securities giving access to equity securities of the Company to be issued or existing, with a view to remunerating contributions in kind granted to the Company and consisting of equity securities or negotiable securities giving access to the capital (26<sup>th</sup> resolution), within the limit of 10% of the Company's share capital, as existing on the date of use by the Board of Directors of this delegation.

The total nominal amount of the capital increases that may be carried out, immediately or in the future, according to the 21<sup>st</sup> resolution, may not exceed €40 million in respect of the 21<sup>st</sup>, 22<sup>nd</sup>, 23<sup>rd</sup>, 24<sup>th</sup>, 26<sup>th</sup> and 28<sup>th</sup> resolutions, it being specified that the nominal amount of the capital increases that may be carried out, immediately or in the future, may not exceed:

- €40 million with respect to the 21<sup>st</sup> resolution;
- €8,076,979 with respect to the 22<sup>nd</sup> resolution, this amount also constitutes the overall ceiling under the 22<sup>nd</sup>, 23<sup>rd</sup>, 24<sup>th</sup> and 26<sup>th</sup> resolutions;
- 20% of the share capital over the same annual period under the 23<sup>rd</sup> resolution.

Under the 21<sup>st</sup>, 22<sup>nd</sup>, 23<sup>rd</sup> and 24<sup>th</sup> resolutions, the aggregate nominal amount of debt instruments that may be issued may not exceed €750 million.

If you adopt the 24<sup>th</sup> resolution, these ceilings take into account the additional number of shares to be created in connection with the implementation of the delegations referred to in the 21<sup>st</sup>, 22<sup>nd</sup> and 23<sup>rd</sup> resolutions under the conditions provided for in Article L. 225-235-1 of the French Commercial Code.

It is the responsibility of your Board of Directors to prepare a report in accordance with Articles R. 225-113 *et seq.* of the French Commercial Code. Our responsibility is to express an opinion on the fairness of the financial information taken from the financial statements, on the proposed waiving of pre-emption rights and on certain other information concerning the operations described in this report.

We performed the procedures we deemed necessary in accordance with the professional standards for Statutory Auditors applicable in France for this type of engagement. These procedures consisted in verifying the content of the Board of Directors' report relating to these transactions and the methods used to determine the issue price of the equity securities to be issued.

Subject to a subsequent review of the terms and conditions of any issues that may be decided, we have no recommendations on the methods for determining the issue price of the equity securities to be issued given in the Board of Directors' report under the 22<sup>nd</sup>, 23<sup>rd</sup> and 25<sup>th</sup> resolutions relating to issuances that are subject to the provisions of Article L. 225-136 of the French Commercial Code.

In addition, as this report does not specify the methods for determining the price of equity securities to be issued in connection with the implementation of the 21<sup>st</sup> and 26<sup>th</sup> resolutions and the 22<sup>nd</sup> resolution, in the event of offers referred to in Article L. 411-2-1 of the French Monetary and Financial Code which are excluded from the scope of application of Article L. 225-136 of the French Commercial Code, we are unable to give our opinion on the choice of elements for calculating this issue price.

As the final conditions under which the issues would be carried out have not yet been set, we do not express an opinion on these issues and, consequently, on the proposal made to you to waive your pre-emption rights in the 22<sup>nd</sup> and 23<sup>rd</sup> resolutions.

Pursuant to Article R. 225-116 of the French Commercial Code we will prepare an additional report, if necessary, at the time of the use of these delegations by your Board of Directors, in the event of the issue of negotiable securities that are equity securities giving access to other equity securities or giving the right to the allocation of debt instruments, in the event of the issue of negotiable securities giving access to equity securities to be issued and in the event of the issue of ordinary shares with the waiving of pre-emption rights.

### 3. REPORT ON THE BONUS ALLOTMENT OF EXISTING OR NEW SHARES (28<sup>TH</sup> RESOLUTION)

In compliance with the assignment entrusted to us by Article L. 225-197-1 of the French Commercial Code, we hereby report to you on the proposed bonus allotment of existing or new shares to employees of the Company and/or companies or groupings directly or indirectly related to it under the conditions provided for in Article L. 225-197-2 of the French Commercial Code and, on the other hand, the Company's corporate officers, or some of them, and/or the companies or groupings that are directly or indirectly linked to it under the conditions set forth in Article L. 225-197-1-II of the French Commercial Code, a transaction on which you are called upon to vote.

The total number of bonus shares allotted under this authorisation may not represent more than 1% of the share capital on the date of the Board of Directors' decision, it being specified that the number of bonus shares allotted to the Company's executive officers may not represent more than 0.2% of the share capital on the date of the Board of Directors' decision. In addition, the nominal amount of capital increases resulting from the allotment of shares granted under this authorisation will be deducted from the overall ceiling provided for in the 21<sup>st</sup> resolution of this Annual General Meeting.

Your Board of Directors proposes that you authorise it, for a period of 26 months from the date of this Annual General Meeting, to allot, on 1 or more occasions, existing or new bonus shares.

It is the responsibility of the Board of Directors to draw up a report on this operation which it wishes to be able to carry out. It is our responsibility to inform you, where appropriate, of our observations on the information thus provided to you on the proposed transaction.

We performed the procedures we deemed necessary in accordance with the professional standards for Statutory Auditors applicable in France for this type of engagement. These procedures consisted in verifying that the methods envisaged and given in the Board of Directors' report comply with the provisions of the law.

We have no observations on the information given in the Board of Directors' report on the proposed bonus share allotment.

#### 4. REPORT ON THE ISSUE OF SHARES OR NEGOTIABLE SECURITIES GIVING ACCESS TO THE SHARE CAPITAL, RESERVED FOR MEMBERS OF A COMPANY SAVINGS PLAN (29<sup>TH</sup> RESOLUTION)

Pursuant to the terms of our mission as provided for in Article L. 225-135 of the French Commercial Code, we hereby report to you on the proposed delegation to the Board of Directors, with the option to sub-delegate, of authority to decide, on 1 or more occasions, to issue shares or securities giving access to the Company's capital, with the waiving of pre-emption rights, reserved for members of a company savings plan (or any other savings plan reserved for members to whom Article L. 3332-18 of the French Labour Code would allow a capital increase to be reserved under equivalent conditions) that will be implemented within the Group formed by the Company and the French or foreign companies included in the scope of consolidation of the Company's accounts pursuant to Article L. 3344-1 of the French Labour Code, and which also meet any other conditions that may be imposed by the Board of Directors, a transaction on which you are called upon to vote.

The nominal amount of the capital increases that may be carried out, immediately or in the future, pursuant to this delegation, may not exceed €400,000.

This issue is submitted for your approval under the provisions of Articles L. 225-129-6 of the French Commercial Code and L. 3332-18 *et seq.* of the French Labour Code.

Your Board of Directors proposes, on the basis of its report, that you delegate to it, for a period of 26 months from the date of this Annual General Meeting, the authority to decide on 1 or more issues and to waive your pre-emption rights to the shares and securities to be issued. Where applicable, it is the Board of Directors' responsibility to set the final terms and conditions of the issue for this operation.

It is the responsibility of your Board of Directors to prepare a report in accordance with Articles R. 225-113 *et seq.* of the French Commercial Code. Our responsibility is to express an opinion on the fairness of the financial information taken from the financial statements, on the proposed waiving of pre-emption rights and on certain other information concerning the issue provided in this report.

We performed the procedures we deemed necessary in accordance with the professional standards for Statutory Auditors applicable in France for this type of engagement. These procedures consisted in verifying the contents of the Board of Directors' report relating to this operation and the methods used to determine the issue price of the equity securities to be issued.

Subject to a subsequent review of the terms and conditions of each issue that may be decided, we have no matters to report on the methods used for determining the issue price of the equity securities to be issued given in the Board of Directors' report.

As the final conditions under which the issue(s) would be carried out have not yet been set, we do not express an opinion on these issues and, consequently, on the proposed waiving of pre-emption rights.

Pursuant to Article R. 225-116 of the French Commercial Code we will prepare an additional report, if necessary, at the time of the use of this delegation by your Board of Directors, in the event of issuance of shares, in the event of issuance of negotiable securities that are equity securities giving access to other equity securities and in the event of issues of securities giving access to equity securities to be issued.

The Statutory Auditors

Paris and Paris La Défense, 28 April 2020

**Saint-Honoré BK&A**

Emmanuel Klinger

**Deloitte & Associés**

Jean-Marie Le Guiner



# SUPPLEMENTARY REPORT OF THE BOARD OF DIRECTORS (ARTICLES L. 225-129-5, R. 225-116 AND R. 225-117 OF THE FRENCH COMMERCIAL CODE)

Dear Shareholders,

The Board of Directors has resolved to implement the delegation of authority granted by the 18<sup>th</sup> resolution of the Combined Annual General Meeting of 28 June 2018, in order to issue bonds convertible and/or exchangeable for new or existing shares of the Company, without pre-emption rights or a priority subscription period.

Pursuant to the provisions of Articles L. 225-129-5, R. 225-116 and R. 225-117 of the French Commercial Code, we have prepared an additional report in order to report to you on the terms and conditions of the implementation of this transaction.

## 1. TERMS AND CONDITIONS OF THE TRANSACTION

### 1.1 Combined Annual General Meeting of 28 June 2018

The Combined Annual General Meeting of Shareholders of the Company of 28 June 2018, by virtue of its 18<sup>th</sup> resolution, delegated the authority to the Board of Directors, with the option to sub-delegate under the conditions set by the legal and regulatory provisions, pursuant to Articles L. 225-129, L. 225-129-2, L. 225-135, L. 225-136, L. 228-91, L. 228-92 *et seq.* of the French Commercial Code and for a period of 26 months from the date of this Meeting, to resolve, on 1 or more occasions, in the proportions and at the times it sees fit, both in France and abroad, in euros, foreign currencies, or any other monetary unit established by reference to several currencies, to issue on the French market, foreign markets or the international market, by private placement as referred to in Article L. 411-2-II of the French Monetary and Financial Code, with the waiving of pre-emption rights for ordinary shares of the Company, negotiable securities representing a debt right, whether or not governed by Articles L. 228-91 *et seq.* of the French Commercial Code, that give or may give access to equity securities to be issued by the Company (such securities may also give access to existing equity securities of the Company).

The nominal amount of the Company's capital increases, which may be carried out immediately or in the future pursuant to the aforementioned delegation, may not exceed 10% of the share capital during the same annual period, nor may it exceed the ceilings set by the 16<sup>th</sup> resolution of the Combined Annual General Meeting of 28 June 2018, to which shall be added, as applicable, the nominal amount of additional shares to be issued to preserve the rights of holders of negotiable securities giving access to the share capital in accordance with legal and regulatory provisions and contractual stipulations, it being specified that this amount will be deducted from the overall ceilings set by the 16<sup>th</sup> and 17<sup>th</sup> resolutions of the Combined Annual General Meeting of 28 June 2018.

The nominal amount of the debt securities that may be issued pursuant to the aforementioned delegation may not exceed €500,000,000 and will be deducted from the overall limit applicable to debt instruments set by the 16<sup>th</sup> and 17<sup>th</sup> resolutions of the Combined Annual General Meeting of 28 June 2018.

### 1.2 Board of Directors' meeting of 26 March 2019

On 26 March 2019, the Board of Directors noted that none of the aforementioned delegations granted by the Combined Annual General Meeting of 28 June 2018 had been used as of 26 March 2019 and that, as a result, the nominal amount available to date in terms of equity securities was €8,073,290, and in terms of debt instruments €500,000,000.

In addition, the Board of Directors, using the delegation of authority granted by the 18<sup>th</sup> resolution of the Combined Annual General Meeting of 28 June 2018, unanimously resolved, in accordance with the provisions of Article L. 225-129-4 of the French Commercial Code, to sub-delegate its authority to the Chief Executive Officer for the purpose of deciding (i) whether to issue, on one or more occasions, without pre-emption rights or priority subscription period and exclusively by way of an offering as referred to in Article L. 411-2-II of the French Monetary and Financial Code, bonds convertible into and/or exchangeable for new or existing shares (OCEANE) (the "**Bonds**"), with a maximum nominal amount of €500,000,000 and (ii) to increase the share capital following the possible conversion of the Bonds into new ordinary shares of the Company, up to a maximum nominal amount of €8,073,290, to which should be added, if necessary, the nominal amount of additional shares to be issued to preserve the rights of holders of securities giving access to the capital in accordance with legal and regulatory provisions and contractual stipulations.

In addition, the Board of Directors decided to grant the Chief Executive Officer all necessary powers to decide to carry out, where applicable, on 1 or more occasions, said issue, in accordance with the conditions and limits set by the 18<sup>th</sup> resolution of the Combined Annual General Meeting of 28 June 2018 and the decision of the Board of Directors, until 31 December 2019.

### 1.3 Decision of the Chief Executive Officer of 14 May 2019

By a decision dated 14 May 2019, the Chief Executive Officer of the Company, having taken note of the results of the procedure for the construction of the order book with the investors referred to in Article L. 411-2-II of the French Monetary and Financial Code, and making use of the sub-delegation granted by the Board of Directors on 26 March 2019 and in accordance with the 18<sup>th</sup> resolution of the Combined Annual General Meeting of 28 June 2018, decided to carry out the issue of the Bonds by determining the characteristics, terms and final financial conditions of the Bonds as follows:

#### Characteristics of the offering

<b>Reason and use of the issue proceeds</b>	The net proceeds from the issue of the Bonds will be allocated to the Group's general financing needs, and mainly to ORPEA's development in all of its geographical regions through facility creation and a targeted acquisition strategy. This issue will enable the Group to continue diversifying its sources of financing, extend the average maturity of its debt and optimise its costs.
<b>Issue amount and gross proceeds</b>	€499,999,958.50.
<b>Number of Bonds</b>	3,412,969 Bonds.
<b>Unit par value of Bonds</b>	€146.50, resulting in a conversion premium of 47.5% over the Company's reference share price of €99.3238, corresponding to the volume-weighted average of the Company's share price recorded on the Euronext Paris regulated market (" <b>Euronext Paris</b> ") from the opening of the trading session on 14 May 2019 until the date on which the final terms and conditions of the Bonds are set.
<b>Pre-emption rights - Priority time frame</b>	The shareholders of the Company have waived their pre-emption rights. There is no priority period.
<b>Private placement</b>	In France and outside France, on 14 May 2019, by private placement with the persons referred to in Article L. 411-2-II of the French Monetary and Financial Code, in accordance with the order book construction procedure, with the exception of the United States of America, Canada, Japan and Australia (the " <b>private placement</b> ").
<b>Public offering</b>	There was no public offering.
<b>Issue price of the Bonds</b>	At par value, i.e. €146.50 per Bond.
<b>Date of issue, coupon entitlement date and settlement date of the Bonds</b>	Scheduled for 17 May 2019 (" <b>Issue Date</b> ").
<b>Issue rating</b>	The issue is the subject of a rating request. The debt of the Company is not rated.
<b>Bond listing</b>	Scheduled no later than 16 June 2019 under ISIN code FR0013418795 on Euronext Access™.
<b>Remuneration</b>	Euroclear France, Euroclear Bank S.A./N.V. and Clearstream Banking, S.A.
<b>Placement and guarantee</b>	Placement of the Bonds and settlement-delivery guarantee by BNP Paribas, Crédit Agricole Corporate and Investment Bank, Natixis and Société Générale (or their affiliates) in accordance with the terms of the Guarantee Agreement to be signed on 14 May 2019 (the " <b>Guarantee Agreement</b> ").
<b>Forbearance and retention commitments</b>	From the signature of the Guarantee Agreement until the end of a period of 90 calendar days following the date of settlement-delivery of the Bonds, for the Company, subject to certain customary exceptions.

## Characteristics of the Bonds

<b>Classification of the Bonds</b>	Unsecured, direct, unconditional, unsubordinated and unsecured commitments.
<b>Keeping the Bonds' classification</b>	Only in case of securities granted by the Company or its Material Subsidiaries (as defined in the term sheet annexed to these minutes) in favour of the holders of other bonds issued or guaranteed by the Company or its Material Subsidiaries or credit agreements in the form of a <i>Schuldschein</i> .
<b>Nominal Interest Rate</b>	Annual nominal rate of 0.375%, payable annually in arrears on 17 May of each year (each one, an " <b>Interest Payment Date</b> "). It is specified that if the Interest Payment Date is not a business day, the coupon will be paid on the first following business day.
<b>Term of the loan</b>	8 years.
<b>Normal Bond redemption</b>	In full on 17 May 2027 (or the next business day if that date is not a business day) by redemption at par value.
<b>Early redemption of the Bonds at the option of the Company</b>	<ul style="list-style-type: none"> <li>■ At any time, for all or part of the Bonds, without limitation as to price or quantity, by buyback on or outside of the stock exchange or by repurchase or exchange offers.</li> <li>■ At any time from 9 June 2025 until the maturity of the Bonds, for all outstanding Bonds subject to notice of at least 30 calendar days (but not exceeding 60 calendar days), by redemption at par value plus interest accrued from the most recent interest payment date preceding the Early Redemption Date to (but excluding) the Early Redemption Date, if the arithmetic average, calculated over 20 consecutive trading days out of the 40 consecutive trading days preceding the publication of the early redemption notice, of (i) the proceeds of the volume-weighted average trading prices of the Company's shares on Euronext Paris on each date and (ii) the share allotment ratio in effect on each such date, exceeds 130% of the nominal value of the Bonds.</li> <li>■ At any time, for all Bonds outstanding subject to at least 30 calendar days' notice (but not exceeding 60 calendar days), by redemption at par value plus interest accrued from the most recent interest payment date prior to the Early Redemption Date to (but excluding) the Early Redemption Date, if the number of Bonds remaining outstanding is less than 15% of the number of Bonds originally issued.</li> </ul>
<b>Early redemption of the Bonds</b>	Possible, at par value plus accrued interest, in particular in the event of a default by the Company.
<b>Early redemption at the option of the bond holders in the event of a change of control</b>	Possible, at par value plus accrued interest, in the event of a change of control of the Company.
<b>Share allotment right (conversion/exchange of the Bonds for shares)</b>	<p>At any time from the Issue Date up to and including the 7th business day preceding the normal or early redemption date, bondholders may request the allotment of shares of the Company on the basis of 1 share for 1 Bond, subject to subsequent adjustments.</p> <p>The Company may, at its discretion, deliver new shares to be issued or existing shares, or a combination of both.</p>
<b>Dividend rights and listing of the shares issued or delivered upon conversion and/or exchange of the Bonds</b>	<p>The new shares issued upon conversion of the Bonds will carry current dividend rights. They will be the subject of periodic requests for admission to trading on Euronext Paris.</p> <p>The existing shares will carry their current dividend rights. They will be immediately tradable on the stock exchange.</p>
<b>Applicable law</b>	French law.

It should be noted that the issue price of €146.50 per Bond was set at the end of the order book construction procedure with the investors referred to in Article L. 411-2-II of the French Monetary and Financial Code, and that this price represented a premium of 47.5% over the volume-weighted average price of the Company's shares recorded on Euronext Paris from the opening of the trading session on 14 May 2019 until the date on which the final terms and conditions of the Bonds are set.

## Supplementary report of the Board of Directors

Description of the impact of the issue and of the conversion into new shares or exchange into existing shares of all of the Bonds on the situation of the holders of equity securities and negotiable securities giving access to share capital

## 2. DESCRIPTION OF THE IMPACT OF THE ISSUE AND OF THE CONVERSION INTO NEW SHARES OR EXCHANGE INTO EXISTING SHARES OF ALL OF THE BONDS ON THE SITUATION OF THE HOLDERS OF EQUITY SECURITIES AND SECURITIES GIVING ACCESS TO SHARE CAPITAL

As an indication, the impact of the issuance and conversion into new shares or exchange into existing shares of all of the Bonds on the share of the equity of the Company and consolidated equity attributable to ORPEA's shareholders per share is as follows:

*Calculations made on the basis of the equity of the Company and consolidated equity attributable to ORPEA's shareholders as of 31 December 2019 – as shown in the Company's parent company and consolidated financial statements at 31 December 2019 – and the number of shares comprising the Company's share capital at that date (i.e. 64,615,837 shares), after deduction of treasury shares and with an issue price of €146.50 per Bond.*

	Shareholder's equity per share (of the Company)		Shareholder's equity per share (of the Group)	
	On a non-diluted basis	On a diluted basis	On a non-diluted basis	On a diluted basis
Prior to the Bond issue	€12.61	€12.57	€46.68	€46.51
After issue and conversion or exchange into shares of 3,412,969 Bonds	€11.97	€11.94	€44.31	€44.19

For information purposes, the impact of the issuance and conversion into new shares of all of the Bonds on the interest of a shareholder who holds 1% of the Company's share capital prior to the issuance, and who has not subscribed to the Bonds, is as follows:

*Calculations based on the number of shares making up the share capital at 31 December 2019.*

	Shareholder interest	
	On a non-diluted basis	On a diluted basis
Prior to the Bond issue	1.00%	0.997%
After issue and conversion or exchange into shares of 3,412,969 Bonds	0.949%	0.947%

## 3. IMPACT OF THE ISSUANCE AND CONVERSION INTO NEW SHARES OF ALL OF THE BONDS ON THE MARKET VALUE OF THE COMPANY'S SHARES

The theoretical impact on the Company's share price, i.e., approximately €5.32 (average closing price for the 20 trading days preceding 14 May 2019), of the issuance and conversion into new shares of all of the Bonds would be as follows:

	Stock market value of ORPEA shares	
	On a non-diluted basis	On a diluted basis
Prior to the Bond issue	€106.04	€105.74
After issue and conversion or exchange into shares of 3,412,969 Bonds	€100.66	€100.39

The Statutory Auditors have verified the compliance of the transaction with the delegation granted by the Combined Annual General Meeting of 28 June 2018, which they certify in their additional report prepared pursuant to and in accordance with the terms and conditions of Articles R. 225-116 and R. 225-117 of the French Commercial Code.

Pursuant to the legal and regulatory provisions in force, this supplementary report, together with that of the Statutory Auditors, is made available to shareholders at the Company's registered office and will be brought directly to the attention of shareholders at the next Annual General Meeting.

## APPENDIX 1

### Supplementary report of the Statutory Auditors on the issue of bonds convertible into and/or exchangeable for new or existing shares (OCEANE) with the waiving of pre-emption rights

#### Decision of the Chief Executive Officer of 14 May 2019 by sub-delegation of the Board of Directors of 26 March 2019

To the shareholders of ORPEA,

In our capacity as Statutory Auditors of your Company, and in accordance with the provisions of Article R. 225-116 of the French Commercial Code (*Code de commerce*), we hereby present you with an additional report to our report of 15 May 2018 on the issue, with the waiving of pre-emption rights, by private placement as referred to in Article L. 411-2-II of the French Monetary and Financial Code and within the limit of 10% of the share capital per year, of (i) ordinary shares of the Company or (ii) negotiable securities governed by Articles L. 228-91 *et seq.* of the French Commercial Code which are equity securities of the Company giving access to other equity securities of the Company and/or giving entitlement to the allocation of debt instruments of the Company, or (iii) negotiable securities representing a debt right, whether or not governed by Articles L. 228-91 *et seq.* of the French Commercial Code, giving or likely to give access to equity securities to be issued by the Company (these negotiable securities may also give access to existing equity securities and/or debt securities of the Company), authorised by your Combined Annual General Meeting of 28 June 2018 in its 18<sup>th</sup> resolution.

This Annual General Meeting delegated to your Board of Directors, with the option of sub-delegation, the authority to resolve on such a transaction within a period of 26 months:

- for a maximum amount of capital increases of €8,073,290, it being specified that this amount will be deducted from the overall cap set in the 16<sup>th</sup> resolution adopted by the Combined Annual General Meeting of 28 June 2018;
- for a maximum amount of debt instruments issuances of €500,000,000, it being specified that this amount will be deducted from the overall cap set in the 16<sup>th</sup> resolution adopted by the Annual General Meeting of 28 June 2018.

Under this delegation, your Board of Directors, at its meeting of 26 March 2019, resolved, in accordance with the provisions of Article L. 225-129-4 of the French Commercial Code, to sub-delegate its authority to the Chief Executive Officer for the purpose of deciding (i) whether to issue, on 1 or more occasions, without pre-emption rights or a priority subscription period and exclusively by way of an offering as referred to in Article L. 411-2-II of the French Monetary and Financial Code, bonds convertible into and/or exchangeable for new or existing shares (OCEANE) (the "Bonds"), with a maximum nominal amount of €500,000,000 and (ii) to increase the share capital following the possible conversion of the Bonds into new ordinary shares of the Company, up to a maximum nominal amount of €8,073,290.

Under this sub-delegation, the Chief Executive Officer decided on 14 May 2019, in light of the outcome of the order book construction procedure with qualified investors in France and outside France (with the exception of the United States, Canada, Australia and Japan), to issue 3,412,969 Bonds, with a par value of €146.50, representing a premium of 47.5% over the volume-weighted average price of the Company's shares on Euronext Paris from the opening of the trading session on 14 May 2019 until the final terms and conditions of the Bonds are determined, for a total nominal amount of €499,999,958.50. The settlement/delivery of the Bonds took place on 17 May 2019.

Each Bond may be converted and/or exchanged into one (1) new or existing share with a par value of €1.25. The maximum nominal amount of capital increases that may result from conversion or exchange is €4,266,211.25. The Bonds bear an annual interest rate of 0.375% and will mature on 17 May 2027, except in the event of early redemption or early repayment.

It is the responsibility of the Board of Directors to prepare an additional report in accordance with Articles R. 225-115 *et seq.* of the French Commercial Code. Our responsibility is to express an opinion on the fairness of the financial information taken from the financial statements, on the proposed waiving of pre-emption rights and on certain other information concerning the issue provided in this report.

We performed the procedures we deemed necessary in accordance with the professional standards for Statutory Auditors applicable in France for this type of engagement. These procedures consisted especially in verifying:

- the fair presentation of the quantitative data from the parent company and consolidated financial statements for the financial year ended 31 December 2019, as approved by the Board of Directors. We have audited these statements in accordance with the professional standards applicable in France;
- compliance of the terms of the transaction under the delegation provided by the Annual General Meeting;
- the information given in the Board of Directors' supplementary report on the choice of elements for calculating the issue price of the equity securities to be issued and its final amount.

We have no comments with respect to:

- the fair presentation of the quantitative data from these statements and the information in the Board of Directors' supplementary report, it being specified that the parent company and consolidated financial statements have not yet been approved by the Annual General Meeting;
- compliance of the terms of the transaction under the delegation provided by your Combined Annual General Meeting of 28 June 2018 and the information provided to shareholders.

We have the following comment concerning the Board of Directors' supplementary report: this report specifies that the issue price of the Bonds, and thus of the equity securities to be issued was set by your Chief Executive Officer at the end of the bookbuilding process with qualified investors in France and outside of France (with the exception of the United States, Canada, Australia and Japan), without however mentioning the calculation elements that were used to determine the final amount of this issue price.

As a result, we cannot give our opinion on the choice of the calculation elements for the issue price of the equity securities to be issued and its final amount, the presentation of the impact of the issue on the situation of the holders of equity securities and negotiable securities conferring rights to the share capital, assessed in relation to equity and the market value of the share, and therefore on the waiving of pre-emption rights on which you previously voted.

Pursuant to French law, we hereby inform you that your Company has not complied with the provisions of Article R. 225-116 of the French Commercial Code, which provides that the Board of Directors will make available to shareholders a supplementary report describing the final conditions of the transaction at the latest within 15 days following the meeting of the Board of Directors. As a result, this report could not be made available to shareholders within this period.

The Statutory Auditors

Paris and Paris La Défense, 28 April 2020

**Saint-Honoré BK&A**

Emmanuel Klinger

**Deloitte & Associés**

Jean-Marie Le Guiner

# TEXT OF THE DRAFT RESOLUTIONS

## RESOLUTIONS WITHIN THE AUTHORITY OF THE ORDINARY ANNUAL GENERAL MEETING

### First resolution

#### Approval of the parent-company financial statements for the financial year ended 31 December 2019

The Annual General Meeting, deliberating with the quorum and majority required for Ordinary Annual General Meetings, apprised of the report of the Board of Directors regarding the draft resolutions, the management report of the Board of Directors and the report of the Statutory Auditors, approves, in the form presented, the parent company financial statements for the financial year ended 31 December 2019, comprising the balance sheet, income statement and appendices, along with the operations reflected in those financial statements and summarised in those reports, showing a net profit of €60,788,607.28.

Under Article 223 *quater* of the French General Tax Code, the Annual General Meeting approves the non-tax-deductible expenses and charges under Article 39(4) of the French General Tax Code, which amounted to €599,792 for the financial year ended 31 December 2019, and the corresponding estimated tax charge of €206,508.39.

### Second resolution

#### Approval of the consolidated financial statements for the financial year ended 31 December 2019

The Annual General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Annual General Meetings, apprised of the report of the Board of Directors regarding the draft resolutions, the management report of the Board of Directors and the report of the Statutory Auditors, approves, in the form presented, the consolidated financial statements for the financial year ended 31 December 2019, comprising the balance

sheet, consolidated income statement and appendices, along with the operations reflected in those financial statements or summarised in those reports.

The Annual General Meeting approves the consolidated net profit attributable to owners of the parent on 31 December 2019, which amounted to €233,990,390.

### Third resolution

#### Appropriation of net profit

The Annual General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary General Meetings, apprised of the report of the Board of Directors regarding the draft resolutions, the management report of the Board of Directors and the report of the Statutory Auditors, resolves to appropriate the profit for the financial year ended 31 December 2019, amounting to €60,788,607.28, to the Other reserves account.

Pursuant to article 243 *bis* of the French General Tax Code, the Annual General Meeting notes that dividends and distributed income eligible for the 40% tax allowance referred to in Article 158(3)(2) of the French General Tax Code with respect to the last 3 financial years have been as follows:

Financial year (year of distribution)	Dividend paid per share	Distributed income per share	
		Eligible for the 40% tax allowance referred to in Article 158(3)(2) of the French General Tax Code	Not eligible for the 40% tax allowance referred to in Article 158(3)(2) of the French General Tax Code
2016 (2017)	€1.00	€1.00	-
2017 (2018)	€1.10	€1.10	-
2018 (2019)	€1.20	€1.20	-

## Text of the draft resolutions

Resolutions within the authority of the Ordinary Annual General Meeting

### Fourth resolution

#### Approval of agreements and commitments mentioned in the Statutory Auditors' special report in accordance with Article L. 225-38 of the French Commercial Code

The Annual General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary General Meetings, apprised of the special report of the Statutory Auditors on the agreements and commitments subject to the provisions of Articles L. 225-38 *et seq.* of the French Commercial Code, approves the entirety of that report, which does not mention

any new agreement or any new commitment approved by the Board of Directors during the 2019 financial year, and takes note of the information relating to the agreements entered into and the commitments made during the previous financial years, the effects of which continued during the 2019 financial year.

### Fifth resolution

#### Renewal of Laure Baume's term of office as director

The Annual General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Annual General Meetings, apprised of the report of the Board of Directors regarding the draft resolutions and noting that Laure Baume's term of office as

director is due to expire at the end of this Annual General Meeting, resolves to renew her term of office for 4 years, i.e. until the end of the Annual General Meeting convened to vote on the financial statements for the financial year ending 31 December 2023.

### Sixth resolution

#### Renewal of Moritz Krautkrämer's term of office as director

The Annual General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Annual General Meetings, apprised of the report of the Board of Directors regarding the draft resolutions and noting that Moritz Krautkrämer's term of

office as director is due to expire at the end of this Annual General Meeting, resolves to renew his term of office for 4 years, i.e. until the end of the Annual General Meeting convened to vote on the financial statements for the financial year ending 31 December 2023.

### Seventh resolution

#### Appointment of Corine de Bilbao as director

The Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Annual General Meetings, apprised of the report of the Board of Directors regarding the draft resolutions, resolves to appoint Corine de Bilbao as director

of the Company for a term of office of 4 years, i.e. until the end of the Annual General Meeting convened to vote on the financial statements for the financial year ending 31 December 2023.

### Eighth resolution

#### Appointment of Pascale Richetta as director

The Annual General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Annual General Meetings, apprised of the report of the Board of Directors regarding the draft resolutions, resolves to appoint Pascale Richetta as

director of the Company for a term of office of 4 years, i.e. until the end of the Annual General Meeting convened to vote on the financial statements for the period ending 31 December 2023.

### Ninth resolution

#### Approval of the remuneration policy of the members of the Board of Directors for the financial year ended 31 December 2019, as referred to in Article L. 225-37-3-I of the French Commercial Code, pursuant to Article L. 225-100-II of the French Commercial Code

The Annual General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Annual General Meetings, apprised of the corporate governance report referred to in Article L. 225-37 of the French Commercial Code, approves, under Article L. 225-100-II of the French Commercial Code, the information relating to the remuneration of the members of the Board of Directors for the financial year ended 31 December 2019

mentioned in Article L. 225-37-3-I of the French Commercial Code, as it appears in section 5.3.1 of the 2019 Universal Registration Document, it being specified that the aforementioned information concerning the Chairman of the Board of Directors and the Chief Executive Officer is the subject of the tenth and eleventh resolutions respectively.

### Tenth resolution

#### Approval of the fixed, bonus and exceptional components of total remuneration and benefits in kind paid or granted with respect to the financial year ended 31 December 2019 to Philippe Charrier, Chairman of the Board of Directors

The Annual General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Annual General Meetings, apprised of the report on corporate governance prepared in accordance with the provisions of Article L. 225-37 of the French Commercial Code, approves, under Article L. 225-100-III of the French Commercial Code, the fixed, bonus and exceptional

components making up the overall remuneration and benefits of any kind paid or awarded in respect of the financial year ended 31 December 2019 to Philippe Charrier, Chairman of the Board of Directors, as shown in section 5.3.1 of the 2019 Universal Registration Document.

**Eleventh resolution****Approval of the fixed, bonus and exceptional components of total remuneration and benefits in kind paid or granted with respect to the financial year ended 31 December 2019 to Yves Le Masne, Chief Executive Officer**

The Annual General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Annual General Meetings, apprised of the report on corporate governance prepared in accordance with the provisions of Article L. 225-37 of the French Commercial Code, approves, under Article L. 225-100-III

of the French Commercial Code the fixed, bonus and exceptional components making up the overall remuneration and benefits of any kind paid or awarded in respect of the financial year ended 31 December 2019 to Yves Le Masne, Chief Executive Officer, as shown in section 5.3.1 of the 2019 Universal Registration Document.

**Twelfth resolution****Approval of the fixed, bonus and exceptional components of total remuneration and benefits in kind paid or granted with respect to the financial year ended 31 December 2019 to Jean-Claude Brdenk, Chief Operating Officer**

The Annual General Meeting, deliberating in accordance with the quorum and majority requirements for Ordinary Annual General Meetings, apprised of the report on corporate governance prepared in accordance with the provisions of Article L. 225-37 of the French Commercial Code, approves, under Article L. 225-100-III of the French Commercial Code, the fixed, bonus and exceptional

components making up the overall remuneration and benefits of any kind paid or awarded in respect of the financial year ended 31 December 2019 to Jean-Claude Brdenk, Chief Operating Officer, as shown in section 5.3.1 of the 2019 Universal Registration Document.

**Thirteenth resolution****Setting of the amount of remuneration to be allocated to the members of the Board of Directors**

The Annual General Meeting, deliberating in accordance with the quorum and majority voting requirements for Ordinary Annual General Meetings, apprised of the report of the Board of Directors, resolves to modify the amount of the remuneration to be paid to the members of the Board of Directors decided by the Combined

Annual General Meeting on 28 June 2018 and to set, as of this Annual General Meeting, the annual amount of the remuneration to be paid to the members of the Board of Directors at €650,000. This decision is applicable for subsequent financial years, until further decision by the Ordinary Annual General Meeting.

**Fourteenth resolution****Approval of the remuneration policy of members of the Board of Directors for the 2020 financial year**

The Annual General Meeting, deliberating with the quorum and majority required for Ordinary Annual General Meetings, after reading the corporate governance report prepared pursuant to the provisions of Article L. 225-37 of the French Commercial Code which sets out the remuneration policy for corporate officers, approves, pursuant to Article L. 225-37-2 II of the French

Commercial Code, the remuneration policy of the members of the Board of Directors for the 2020 financial year, as set out in section 5.3.3 of the 2019 Universal Registration Document, it being specified that the remuneration policies for the Chairman of the Board of Directors and the Chief Executive Officer are the subject of the fifteenth and sixteenth resolutions respectively.

**Fifteenth resolution****Approval of the remuneration policy of Philippe Charrier, Chairman of the Board of Directors for the 2020 financial year**

The Annual General Meeting, deliberating with the quorum and majority required for Ordinary Annual General Meetings, apprised of the report on corporate governance prepared in accordance with the provisions of Article L. 225-37 of the French Commercial Code which sets out the remuneration policy of the corporate

officers, approves, under Article L. 225-37-2-II of the French Commercial Code, the remuneration policy of Philippe Charrier, Chairman of the Board of Directors for the 2020 financial year, as shown in section 5.3.3 of the 2019 Universal Registration Document.

**Sixteenth resolution****Approval of the remuneration policy of Yves Le Masne, Chief Executive Officer for the 2020 financial year**

The Annual General Meeting, deliberating with the quorum and majority required for Ordinary Annual General Meetings, apprised of the corporate governance report prepared in accordance with the provisions of Article L. 225-37 of the French Commercial Code which sets out the remuneration policy for corporate officers,

approves, under Article L. 225-37-2-II of the French Commercial Code, the remuneration policy of Yves Le Masne, Chief Executive Officer for the 2020 financial year, as it appears in section 5.3.3 of the 2019 Universal Registration Document.

## Text of the draft resolutions

Resolutions within the authority of the Ordinary Annual General Meeting

### Seventeenth resolution

#### Approval of the remuneration policy of Jean-Claude Brdenk, Chief Operating Officer for the 2020 financial year

The Annual General Meeting, deliberating with the quorum and majority required for Ordinary Annual General Meetings, apprised of the report on corporate governance prepared in accordance with the provisions of Article L. 225-37 of the French Commercial Code which sets out the remuneration policy of the corporate

officers, approves, under Article L. 225-37-2-II of the French Commercial Code, the remuneration policy of Jean-Claude Brdenk, Chief Operating Officer for the 2020 financial year, as shown in section 5.3.3 of the 2019 Universal Registration Document.

### Eighteenth resolution

#### Renewal of the appointment of Saint-Honoré BK&A as Principal Statutory Auditors

The Annual General Meeting, deliberating with the quorum and majority required for Ordinary Annual General Meetings, noting that the term of Saint-Honoré BK&A as Principal Statutory Auditors is due to expire at the end of this Annual General Meeting, resolves to renew the term of Saint-Honoré BK&A as

Principal Statutory Auditors, with its registered office at 140, rue du Faubourg-Saint-Honoré - 75008 Paris, France for a period of six financial years, i.e. until the end of the Annual General Meeting convened to vote on the financial statements for the period ending 31 December 2025.

### Nineteenth resolution

#### Authorisation to be granted to the Board of Directors for the purpose of dealing in the Company's shares

The Annual General Meeting, deliberating with the quorum and majority required for Ordinary Annual General Meetings, having been apprised of the report of the Board of Directors on the draft resolutions:

1. authorises the Board of Directors, with the power of sub-delegation on terms set out by the law, in accordance with Articles L. 225-209 *et seq.* of the French Commercial Code, with the directly applicable provisions of regulation (EU) No. 596/2014 of 16 April 2014 and Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 and the market practices accepted by the *Autorité des marchés financiers*, to purchase or arrange for the purchase of the Company's shares, in particular with a view to:
  - a) allotting or selling shares to employees as a profit-sharing bonus or implementing any employee savings plan in accordance with the law, and in particular Articles L. 3332-1 *et seq.* of the French Labour Code, and/or
  - b) bonus share allotment in accordance with Articles L. 225-197-1 *et seq.* of the French Commercial Code, and/or
  - c) allotting shares as part of stock option plans and/or bonus share plans (or similar plans) for the direct or indirect benefit of employees and/or corporate officers of the Group and/or any other method of allotting shares directly or indirectly to the employees and/or corporate officers of the Group, and/or
  - d) allotting shares upon the exercise of rights attached to negotiable securities conferring rights to the share capital by way of redemption, conversion, exchange, presentation of a warrant or in any other way, and/or
  - e) retaining the Company's shares and subsequently remitting them as payment or exchange in the context of any external growth, merger, demerger or contribution transactions, up to a limit of 5% of the share capital, and/or
  - f) cancelling all or part of the securities thus purchased, subject to the adoption of the twentieth resolution below, and/or
  - g) purchasing any shares following a reverse split of the Company's shares, in order to facilitate the amalgamation and management of fractional shares, and/or

- h) ensuring a secondary market in, or the liquidity of, the Company's shares via an investment service provider acting under a liquidity agreement that complies with the market practice authorised by the *Autorité des marchés financiers* on 2 July 2018, and/or

- i) allowing the Company to deal in the Company's shares for any other purpose that is authorised or may come to be authorised by laws or regulations in force. In that event, the Company would inform its shareholders through a press release.

The Company's share purchases may involve a number of shares provided that:

- a) the number of shares that the Company purchases for the duration of the share buyback programme does not exceed 10% of the shares making up the Company's share capital on the day the resolution is used (i.e. for information purposes, at 31 December 2019, 64,615,837 shares), and
- b) the number of shares that the Company owns at any time under no circumstances will exceed 10% of the shares comprising its share capital on the date in question.

The shares may be purchased, sold or transferred at any time within the limits authorised by the statutory and regulatory provisions in force, on 1 or more occasions, by any means, on any markets including regulated markets, a multilateral trading system or over-the-counter, including by the purchase or disposal of blocks (without limitation on the proportion of the buyback programme that may be carried out in that way), through a takeover bid, or by the use of options or derivatives or other forward financial instruments by the allotment of shares following the issue of negotiable securities conferring rights to the share capital by way of conversion, exchange, redemption, exercise of a warrant or in any other way, either directly or indirectly through an investment services provider.

The maximum purchase price for shares under this authorisation shall be €200 per share, or the equivalent of that amount on the same date in any other currency or monetary unit established with reference to several currencies.

The Annual General Meeting delegates to the Board of Directors the authority to adjust the aforementioned maximum purchase price if the shares' par value is altered, if the share capital is increased through a capitalisation of reserves, if bonus shares are allotted, if a share split or reverse split takes place, if a distribution of reserves or any other assets takes place, if the capital is redeemed, or if any other transaction involving the Company's equity takes place.

The overall amount allotted to the aforementioned share buyback programme shall not exceed, on the basis of the share capital recorded at 31 December 2019, €1,292,316,740;

2. confers all powers on the Board of Directors, with the power of sub-delegation on terms set out by statutory and regulatory provisions, to make decisions pursuant to this authorisation and to implement it, in order to specify and determine, if necessary, the terms and conditions of such

implementation, to carry out the buyback programme, and in particular to place any stock market orders, conclude any agreement, allocate or reallocate the shares purchased to the objectives pursued in accordance with the applicable statutory and regulatory conditions, to determine the conditions and arrangements under which the rights of holders of securities or options will be preserved, if necessary, in accordance with statutory, regulatory or contractual provisions, to make any declarations to the *Autorité des marchés financiers* and to any other competent authority, to complete any other formalities, and, in general, to do whatever is necessary;

3. resolves that this authorisation is granted for a period of 18 months from today's date; and
4. notes that this authorisation renders any previous delegation with the same purpose ineffective in respect of its unused portion from today's date.

## RESOLUTIONS WITHIN THE AUTHORITY OF THE EXTRAORDINARY ANNUAL GENERAL MEETING

### Twentieth resolution

**Authorisation to be granted to the Board of Directors to reduce the share capital by cancelling the Company's own shares held in treasury**

The Annual General Meeting, deliberating with the quorum and majority required for Extraordinary Annual General Meetings, having considered the report of the Board of Directors on the draft resolutions and the special report of the Statutory Auditors, in accordance with the provisions of Articles L. 225-209 *et seq.* of the French Commercial Code:

1. authorises the Board of Directors to reduce the share capital, on 1 or more occasions, in such proportions and at such times as it may decide, by cancelling some or all of the Company's shares that it holds as a result of implementing the share buyback programmes authorised by the Annual General Meeting, up to a limit of 10% of the Company's share capital at the date of this Annual General Meeting, within each 24-month period, and to make a corresponding reduction in the share capital, it being stipulated that the 10% limit shall apply to the amount of the Company's share capital after adjustment, as the case may be, to take into account transactions affecting the share capital subsequent to this Annual General Meeting;

2. resolves that the Board of Directors will have all powers, with the power of sub-delegation on terms set out by statutory and regulatory provisions, to implement this resolution, and particularly to:

- a) determine the final amount of the capital reduction,
- b) determine the arrangements of the capital reduction and carry it out,
- c) charge the difference between the carrying amount of the cancelled shares and their par value to any available reserve and premium accounts,
- d) officially record the capital reduction and amend the Articles of Association accordingly, and
- e) carry out all formalities, take all steps and in general do whatever is necessary to make the capital reduction effective;

3. resolves that this authorisation is granted for a period of 18 months from the date of this Annual General Meeting; and
4. notes that this authorisation renders any previous delegation with the same purpose ineffective in respect of its unused portion from today's date.

### Twenty-first resolution

**Delegation of authority to the Board of Directors for the purpose of increasing the Company's share capital by issuing ordinary shares and/or negotiable securities conferring rights to the Company's share capital and/or negotiable securities carrying rights to the allotment of debt securities with pre-emption rights for shareholders**

The Annual General Meeting, deliberating with the quorum and majority required for Extraordinary Annual General Meetings, having considered the report of the Board of Directors on the draft resolutions and the special report of the Statutory Auditors:

1. delegates to the Board of Directors, with the power of sub-delegation on terms set out by statutory and regulatory provisions, under the provisions of Articles L. 225-129 to L. 225-129-6, L. 225-132, L. 225-133, L. 225-134 and L. 228-91 *et seq.* of the French Commercial Code, its authority for the purpose of deciding, on 1 or more occasions, in such proportions and at such times as it may decide, in France and abroad, in euros, in foreign currencies or in any other monetary unit established with reference to several currencies, the issue,

with pre-emption rights for shareholders, (i) of the Company's ordinary shares or (ii) of negotiable securities governed by Articles L. 228-91 *et seq.* of the French Commercial Code, which are equity securities of the Company conferring rights to other equity securities of the Company and/or conferring rights to the allotment of debt securities of the Company, or (iii) of negotiable securities representative of a right of debt governed or not by Articles L. 228-91 *et seq.* of the French Commercial Code, conferring rights to or potentially conferring rights to equity securities to be issued by the Company (these negotiable securities may also confer rights to existing equity securities and/or debt securities of the Company, where applicable);

2. resolves that the maximum nominal amount of capital increases of the Company that may be made, immediately and/or in the future, under this delegation, shall not exceed a total amount of €40,000,000, it being specified that the maximum nominal amount of capital increases that may be made under this delegation and those granted under the twenty-second, twenty-third, twenty-fourth, twenty-sixth and twenty-eighth resolutions of this Annual General Meeting may not exceed the amount referred to in this section;
3. resolves that to this amount will be added, if applicable, the nominal amount of additional shares to be issued to preserve the rights of the holders of negotiable securities conferring rights to the share capital in accordance with the legal and regulatory provisions, as well as with the applicable contractual provisions;
4. resolves further that the nominal amount of negotiable securities representative of a right of debt that may be issued, under this delegation, shall not exceed a total amount of €750,000,000, or the equivalent of this amount in the event of issue in foreign currency or in unit of account set by reference to several currencies, it being specified that the overall maximum nominal amount representative of a right of debt that may be issued under this delegation and those granted under the twenty-second, twenty-third, twenty-fourth and twenty-sixth resolutions of this Annual General Meeting shall not exceed the amount referred to in this section;
5. resolves that this delegation is valid for a period of 26 months as from the date of this Annual General Meeting; and
6. resolves that the subscription of shares or negotiable securities conferring rights to the share capital may be carried out either in cash or by offsetting with claims on the Company;
7. resolves that the shareholders may exercise, under the conditions provided for by law, their full pre-emption rights; moreover, the Board of Directors will have the power to grant shareholders the right to subscribe on a reducible basis for a number of shares or negotiable securities greater than that which they could subscribe for on a non-reducible basis, in proportion to the subscription rights available to them and, in any event, within the limit of their request; if the rights on a non-reducible basis and, where applicable, on a reducible basis, have not absorbed the whole of an issue of shares or securities as defined above, the Board of Directors may use, in the order it deems appropriate, all or part of the following:
  - a) limit the capital increase to the amount of subscriptions under the conditions provided for in Article L. 225-134-I-1° of the French Commercial Code,
  - b) allocate freely all or part of the securities not subscribed on a non-reducible basis and, where applicable, on a reducible basis,
  - c) make a public offering of all or part of the unsubscribed securities;
8. resolves that in the event of the issue of share subscription warrants of the Company, this may take place either by cash subscription under the conditions provided above, or by bonus allotment to owners of existing shares;
9. notes that, where applicable, this delegation automatically entails, for the benefit of holders of negotiable securities likely to be issued and conferring rights to the share capital, waiver by shareholders of their pre-emption rights to the new shares to which these securities would grant entitlement;
10. resolves that the Board of Directors will have all powers, with the power of sub-delegation on terms set out by statutory and regulatory provisions, to implement this delegation, in particular for the purpose of:
  - a) determining the dates, prices and other terms of the issues as well as the form and characteristics of the negotiable securities to be issued,
  - b) setting the amounts and the dividend entitlement date, with or without retroactive effect, of the securities to be issued,
  - c) determining the method of paying up of shares or other negotiable securities issued and, where applicable, the conditions for their redemption or exchange,
  - d) suspending, where applicable, the exercise of the share allotment rights attached to the negotiable securities to be issued for a period which may not exceed three months,
  - e) making any adjustments, in accordance with legislative and regulatory provisions and, where applicable, contractual provisions, in order to take into account the impact of transactions on the Company's share capital, in particular in the event of a change in the share price, of a capital increase by way of a capitalisation of reserves, of an allotment of bonus shares, of a share split or reverse split, of a distribution of reserves or any other asset, of a redemption of capital, or of any other transaction relating to the Company's equity,
  - f) setting the terms and conditions under which will be preserved, where applicable, the rights of holders of negotiable securities conferring rights to share capital, stock subscription or purchase options or allotment of bonus rights of the Company, in accordance with legal and regulatory provisions as well as contractual provisions,
  - g) proceeding, where appropriate, with any allocation to the issue premium(s) and in particular that of the costs entailed by the completion of the issues and generally taking all the necessary measures and entering into all agreements to achieve the correct end of the planned issues, having all the formalities required for admission to trading on a regulated market for the rights, shares or negotiable securities issued, and noting the capital increase(s) resulting from any issue carried out by the use of this delegation,
  - h) deciding, in the event of the issue of negotiable securities representing debt securities conferring rights to the Company's share capital and under the conditions set out by law, whether or not they are subordinated, and setting their interest rate and currency, their duration, if applicable, indefinite, the fixed or variable redemption price with or without premium, the amortisation methods according to market conditions and the conditions under which these securities will give right to Company shares and their other methods of issue (including giving them guarantees or securities) and amortisation,
  - i) carrying out, either by itself or through an agent, all acts and formalities for the purpose of making the issues of securities final, which may be carried out under the delegation subject to this resolution,
  - j) amending the Articles of Association accordingly and, generally, doing whatever is necessary;
11. notes that the Board of Directors must report annually to the Annual General Meeting, in accordance with legal and regulatory provisions, on the use made of the delegation of authority granted under the terms of this resolution; and
12. notes that this authorisation renders any previous delegation with the same purpose ineffective in respect of its unused portion from today's date.

## Twenty-second resolution

**Delegation of authority to the Board of Directors for the purpose of issuing, by way of public offerings other than those referred to in Article L. 411-2 of the French Monetary and Financial Code, ordinary shares and/or negotiable securities conferring rights to the Company's share capital and/or negotiable securities carrying rights to the allotment of debt securities with the waiving of pre-emption rights for shareholders**

The Annual General Meeting, deliberating with the quorum and majority required for Extraordinary Annual General Meetings, having considered the report of the Board of Directors on the draft resolutions and the special report of the Statutory Auditors:

1. delegates to the Board of Directors, with the power of sub-delegation on terms set out by statutory and regulatory provisions, under the provisions of Articles L. 225-129 to L. 225-129-6, L. 225-135, L. 225-136, L. 228-91 and L. 228-92 of the French Commercial Code, its authority for the purpose of deciding, on 1 or more occasions, in such proportions and at such times as it may decide, in France and abroad, in euros, in foreign currencies or in any other monetary unit established with reference to several currencies, the issue, by way of public offerings other than those provided for in Article L. 411-2 of the French Monetary and Financial Code, (i) of the Company's ordinary shares or (ii) of negotiable securities governed by Articles L. 228-91 *et seq.* of the French Commercial Code, which are equity securities of the Company conferring rights to other equity securities of the Company and/or conferring rights to the allotment of debt securities of the Company, or (iii) of negotiable securities representative of a right of debt governed or not by Articles L. 228-91 *et seq.* of the French Commercial Code, conferring rights to or potentially conferring rights to equity securities to be issued by the Company (these securities may also confer rights to existing equity securities and/or debt securities of the Company, where applicable); these negotiable securities may in particular be issued for the purpose of remunerating securities that would be contributed to the Company, within the framework of a takeover bid comprising an exchange component initiated by the Company carried out in France or abroad according to the local rules on securities meeting the conditions set out in Article L. 225-148 of the French Commercial Code;
2. resolves that the maximum nominal amount of capital increases that may be carried out, immediately and/or in the future, under this delegation, shall not exceed an amount of €8,076,979, an amount to which will be added, where applicable, the nominal amount of the additional shares to be issued to preserve the rights of holders of negotiable securities conferring rights to the share capital in accordance with the legal and regulatory provisions as well as contractual provisions; the maximum nominal amount of capital increases that may be carried out under this delegation will be deducted from the overall cap on capital increase of the twenty-first resolution;
3. resolves further that the nominal amount of negotiable securities representative of a right of debt that may be issued under this delegation may not exceed an amount of €750,000,000, or the equivalent of this amount in the event of issue in foreign currency or in unit of account set by reference to several currencies; the nominal amount representative of a right of debt that may be issued under this delegation will be deducted from the overall cap applicable to negotiable securities representative of debt securities set by the twenty-first resolution;
4. resolves that the maximum nominal amount of the capital increases that may be carried out, immediately and/or in the future, under this delegation and those granted under the twenty-third, twenty-fourth and twenty-sixth resolutions shall not exceed the amount provided for in section 2 of this resolution;
5. resolves that the nominal amount of the negotiable securities representative of a right of debt that may be issued under this delegation and those granted under the twenty-third, twenty-fourth and twenty-sixth resolutions shall not exceed the amount provided for in section 3 of this resolution;
6. resolves to waive the shareholders' pre-emption rights to the negotiable securities to be issued, it being understood that the Board of Directors may offer shareholders the option of priority subscription over all or part of the issue, during the period and according to the conditions that it will set in accordance with the provisions of Article L. 225-135 of the French Commercial Code;
7. resolves that this delegation is valid for a period of 26 months as from the date of this Annual General Meeting; and
8. resolves that the subscription of shares or negotiable securities conferring rights to the share capital may be carried out either in cash or by offsetting with claims on the Company;
9. notes, where applicable, that this delegation automatically entails, for the benefit of holders of negotiable securities conferring rights to the Company's share capital, waiver by shareholders of their pre-emption rights to the new shares to which these negotiable securities grant entitlement;
10. resolves, in accordance with Article L. 225-136 of the French Commercial Code, that:
  - a) the share issue price will be at least equal to the minimum price provided for by the legal and regulatory provisions in force at the time of the issue, i.e. to date, the weighted average of the prices of the last three trading sessions of the ORPEA share on the regulated market of Euronext Paris preceding the start of the public offering within the meaning of Regulation (EU) No. 2017/1129 of 14 June 2017, possibly reduced by a maximum discount of 10%, and
  - b) the issue price of the negotiable securities conferring rights by any means, immediately or in the future, to the share capital will be such as the amount received immediately by the Company, increased, where applicable, by that likely to be received subsequently by the Company, which is to say, for each share or other equity security of the Company issued as a result of the issue of these securities, at least equal to that which it would receive by applying the minimum subscription price defined in the preceding paragraph, after correction, if necessary, of this amount, to take into account the difference in dividend entitlement date;
11. resolves that the Board of Directors will have all powers, with the power of sub-delegation on terms set out by statutory and regulatory provisions, to implement this delegation and in particular for the purpose of:
  - a) determining, within the limits set by law, the dates, prices and other terms of the issues as well as the form and characteristics of the negotiable securities to be issued,
  - b) setting the amounts to be issued and the dividend entitlement date, with or without retroactive effect, of the securities to be issued,
  - c) determining the method of paying up of shares or other negotiable securities issued and, where applicable, the conditions for their redemption or exchange,
  - d) suspending, where applicable, the exercise of the share allotment rights attached to the negotiable securities to be issued for a period which may not exceed three months;

- e) making any adjustments, in accordance with legislative and regulatory provisions and, where applicable, contractual provisions, in order to take into account the impact of transactions on the Company's share capital, in particular in the event of a change in the share price, of a capital increase by way of a capitalisation of reserves, of an allotment of bonus shares, of a share split or reverse split, of a distribution of reserves or any other asset, of a redemption of capital, or of any other transaction relating to the Company's equity,
  - f) setting the terms and conditions under which will be preserved, where applicable, the rights of holders of the negotiable securities conferring rights to share capital of the Company, in accordance with legal and regulatory provisions as well as contractual provisions,
  - g) proceeding, where appropriate, with any allocation to the issue premium(s) and in particular that of the costs entailed by the completion of the issues and generally taking all the necessary measures and entering into all agreements to achieve the correct end of the planned issues, having all the formalities required for admission to trading on a regulated market for the rights, shares or negotiable securities issued, and noting the capital increase(s) resulting from any issue carried out by the use of this delegation and correspondingly amending the Articles of Association,
  - h) deciding, in the event of the issue of negotiable securities representing debt securities conferring rights to the Company's share capital and under the conditions set out by law, whether or not they are subordinated, and setting their interest rate and currency, their duration, if applicable, indefinite, the fixed or variable redemption price with or without premium, the amortisation methods according to market conditions and the conditions under which these negotiable securities will give right to Company shares and their other methods of issue (including giving them guarantees or securities) and amortisation,
  - i) carrying out, either by itself or through an agent, all acts and formalities for the purpose of making the capital increases final, which may be carried out under the authority subject to this resolution,
  - j) amending the Articles of Association accordingly and, generally, doing whatever is necessary;
12. notes that the Board of Directors must report annually to the Annual General Meeting, in accordance with legal and regulatory provisions, on the use made of the delegation of authority granted under the terms of this resolution; and
  13. notes that this authorisation renders any previous delegation with the same purpose ineffective in respect of its unused portion from today's date.

#### Twenty-third resolution

**Delegation of authority to the Board of Directors for the purpose of issuing ordinary shares of the Company and/or negotiable securities conferring rights to the share capital and/or negotiable securities carrying rights to the allotment of debt securities with the waiving of pre-emption rights for shareholders, in the context of public offerings referred to in Article L. 411-2-1 of the French Monetary and Financial Code**

The Annual General Meeting, deliberating with the quorum and majority required for Extraordinary Annual General Meetings, having considered the report of the Board of Directors on the draft resolutions and the special report of the Statutory Auditors:

1. delegates to the Board of Directors, with the power of sub-delegation on terms set out by statutory and regulatory provisions, in accordance with Articles L. 225-129, L. 225-129-2, L. 225-135, L. 225-136, L. 228-91, L. 228-92 *et seq.* of the French Commercial Code, its authority for the purpose of deciding, on 1 or more occasions, in such proportions and at such times as it may decide, in France and abroad, in euros, in foreign currencies or in any other monetary unit established with reference to several currencies, the issue, on the French market, foreign markets or the international market, in the context of public offerings referred to in Article L. 411-2-1 of the French Monetary and Financial Code (i) of the Company's ordinary shares or (ii) of securities governed by Articles L. 228-91 *et seq.* of the French Commercial Code, which are equity securities of the Company conferring rights to other equity securities of the Company and/or conferring rights to the allotment of debt securities of the Company, or (iii) of securities representative of a right of debt governed or not by Articles L. 228-91 *et seq.* of the French Commercial Code, conferring rights to or potentially conferring rights to equity securities to be issued by the Company (these securities may also confer rights to existing equity securities and/or debt securities of the Company, where applicable);
2. resolves that the nominal amount of the capital increases of the Company that may be carried out immediately or in the future, under this delegation, shall not exceed 20% of the share capital during the same annual period nor be greater than the amount of the cap set by the twenty-first resolution of this Annual General Meeting, to which will be added, where applicable, the nominal amount of additional shares to be issued to preserve the rights of holders of securities conferring rights to capital in accordance with the legal and regulatory provisions as well as contractual provisions, and will be counted against the overall caps set by the twenty-first and twenty-second resolutions of this Annual General Meeting;
3. resolves further that the nominal amount of negotiable securities representative of a right of debt that may be issued under this delegation may not exceed an amount of €750,000,000, or the equivalent of this amount in the event of issue in foreign currency or in unit of account set by reference to several currencies; the nominal amount representative of a right of debt that may be issued under this delegation will be deducted from the overall cap applicable to negotiable securities representative of debt securities set by the twenty-first and twenty-second resolutions of this Annual General Meeting;
4. resolves that this delegation is valid for a period of 26 months as from the date of this Annual General Meeting; and
5. resolves that the subscription of shares or negotiable securities conferring rights to the share capital may be carried out either in cash or by offsetting with claims on the Company;
6. notes, where applicable, that this delegation automatically entails the waiver by shareholders of their pre-emption rights to subscribe to new shares to which the negotiable securities that may be issued under this delegation give right;
7. resolves, in accordance with Article L. 225-136 of the French Commercial Code and subject to this resolution, that:
  - a) the share issue price will be at least equal to the minimum price provided for by the legal and regulatory provisions in force at the time of the issue, i.e. to date, the weighted average of the prices of the last three trading sessions of the ORPEA share on the regulated market of Euronext Paris preceding the start of the public offering within the meaning of Regulation (EU) No. 2017/1129 of 14 June 2017, possibly reduced by a maximum discount of 10%,

- b) the issue price of the negotiable securities conferring rights by any means, immediately or in the future, to the Company's share capital will be such as the amount received immediately by the Company, increased, where applicable, by the amount likely to be received subsequently by it, which is to say, for each share or other equity security of the Company issued as a result of the issue of these negotiable securities, at least equal to that which it would receive by applying the minimum subscription price defined in the preceding paragraph, after correction, if necessary, of this amount, to take into account the difference in dividend entitlement date;
- 8. resolves that the Board of Directors will have all powers, with the power of sub-delegation on terms set out by statutory and regulatory provisions, to implement this delegation and in particular for the purpose of:
  - a) determining, within the limits set by law, the dates, prices and other terms of the issues as well as the form and characteristics of the negotiable securities to be issued,
  - b) setting the amounts to be issued and the dividend entitlement date, with or without retroactive effect, of the securities to be issued,
  - c) determining the method of paying up of shares or other negotiable securities issued and, where applicable, the conditions for their redemption or exchange,
  - d) suspending, where applicable, the exercise of the allotment rights attached to the negotiable securities to be issued for a period which may not exceed three months,
  - e) making any adjustments, in accordance with legislative and regulatory provisions and, where applicable, contractual provisions, in order to take into account the impact of transactions on the Company's share capital, in particular in the event of a change in the share price, of a capital increase by way of a capitalisation of reserves, of an allotment of bonus shares, of a share split or reverse split, of a distribution of reserves or any other asset, of a redemption of capital, or of any other transaction relating to the Company's equity,
  - f) setting the terms and conditions under which will be preserved, where applicable, the rights of holders of the negotiable securities conferring rights to share capital of the Company, in accordance with legal and regulatory provisions as well as contractual provisions,
  - 9) proceeding, where appropriate, with any allocation to the issue premium(s) and in particular that of the costs entailed by the completion of the issues and generally taking all the necessary measures and entering into all agreements to achieve the correct end of the planned issues, having all the formalities required for admission to trading on a regulated market for the rights, shares or negotiable securities issued, and noting the capital increase(s) resulting from any issue carried out by the use of this delegation and correspondingly amending the Articles of Association,
  - h) deciding, in the event of the issue of negotiable securities representing debt securities conferring rights to the Company's share capital and under the conditions set out by law, whether or not they are subordinated, and setting their interest rate and currency, their duration, if applicable, indefinite, the fixed or variable redemption price with or without premium, the amortisation methods according to market conditions and the conditions under which these securities will give right to Company shares and their other methods of issue (including giving them guarantees or securities) and amortisation,
  - i) carrying out, either by itself or through an agent, all acts and formalities for the purpose of making the capital increases final, which may be carried out under the authority subject to this resolution,
  - j) amending the Articles of Association accordingly and, generally, doing whatever is necessary;
  - 9. notes that the Board of Directors must report annually to the Annual General Meeting, in accordance with legal and regulatory provisions, on the use made of the delegation of authority granted under the terms of this resolution; and
  - 10. notes that this authorisation renders any previous delegation with the same purpose ineffective in respect of its unused portion from today's date.

#### Twenty-fourth resolution

##### Delegation of authority to the Board of Directors to increase the number of shares to be issued in the event of a capital increase with or without shareholders' pre-emption rights

The Annual General Meeting, deliberating with the quorum and majority required for Extraordinary Annual General Meetings, having considered the report of the Board of Directors on the draft resolutions and the special report of the Statutory Auditors:

1. delegates to the Board of Directors, with the power of sub-delegation on terms set out by statutory and regulatory provisions, in accordance with Article L. 225-135-1 of the French Commercial Code, its authority for the purpose of increasing the number of shares to be issued in the event of an issue with or without pre-emption rights decided in accordance with the twenty-first, twenty-second, twenty-third and twenty-fifth resolutions of this Annual General Meeting, under the conditions and deadlines set out in Article L. 225-135-1 above, within the limit of 15% of the initial issue and at the same price as that used for the initial issue;
2. resolves that the nominal amount of the increases decided under this delegation will be counted against the overall caps set by the twenty-first and twenty-second resolutions of this Annual General Meeting;
3. notes, where applicable, that this delegation automatically entails the waiver by shareholders of their pre-emption rights to subscribe to new shares to which the negotiable securities that may be issued under this delegation give right;
4. resolves that this authorisation is valid for a period of 26 months from the date of this Annual General Meeting; and
5. notes that this authorisation renders any previous delegation with the same purpose ineffective in respect of its unused portion from today's date.

## Text of the draft resolutions

### Resolutions within the authority of the Extraordinary Annual General Meeting

#### Twenty-fifth resolution

**Authorisation to be granted to the Board of Directors in the event of an issue, with the waiving of pre-emption rights, of shares or negotiable securities giving access to the Company's share capital, in order to set the issue price, within the limit of 10% of the Company's share capital, in accordance with the terms and conditions set by the Annual General Meeting**

The Annual General Meeting, deliberating with the quorum and majority required for Extraordinary Annual General Meetings, having considered the report of the Board of Directors on the draft resolutions and the special report of the Statutory Auditors:

1. authorises the Board of Directors, with the power of sub-delegation on terms set out by the legal and regulatory provisions, subject to (i) the adoption of the twenty-second and twenty-third resolutions submitted to this Annual General Meeting and (ii) the compliance with the cap(s) provided for in the resolution under which the issue is decided, for each of the issues decided on the basis of these twenty-second and twenty-third resolutions, and by way of derogation from the conditions for setting the issue price that they provide for, to set the issue price according to the terms set out below, within the limit of 10% of the share capital of the Company per year (this percentage of 10% applying to capital adjusted for the result of any share capital transactions carried out after this Annual General Meeting):
  - a) the issue price of the ordinary shares will at least be equal, according to the choice of the Board of Directors, (i) to the weighted average share price of the Company on the Euronext Paris regulated market on the day preceding the date the issue price is set, possibly reduced by a maximum discount of 10% or, (ii) to the weighted average of the Company's share price on the Euronext Paris regulated market over a maximum period of 6 months preceding the date the issue price is set, possibly reduced by a maximum discount of 10%;
  - b) the issue price of the negotiable securities conferring rights to share capital other than ordinary shares will be such as the amount received immediately by the Company, increased, where applicable, by the amount likely to be received subsequently by the Company, which is to say, for each ordinary share issued as a result of the issue of these negotiable securities, at least equal to the amount referred to in the above section, after correction, if necessary, of this amount to take into account the difference in dividend entitlement date;
2. resolves that this authorisation is valid for a period of 26 months from the date of this Annual General Meeting; and
3. notes that this authorisation renders any previous delegation with the same purpose ineffective in respect of its unused portion from today's date.

#### Twenty-sixth resolution

**Delegation of authority to the Board of Directors to carry out a capital increase within the limit of 10% in order to remunerate contributions in kind granted to the Company and consisting of equity securities or other negotiable securities giving access to the share capital, without shareholders' pre-emption rights**

The Annual General Meeting, deliberating with the quorum and majority required for Extraordinary Annual General Meetings, having considered the report of the Board of Directors on the draft resolutions and the special report of the Statutory Auditors, in accordance with the provisions of Articles L. 225-129 *et seq.* and L. 225-147 of the French Commercial Code:

1. delegates to the Board of Directors, with the power of sub-delegation on terms set out by statutory and regulatory provisions, the powers necessary for the purpose of proceeding, on the report of the licensed independent appraisers (*Commissaires aux apports*) mentioned in the first and second paragraphs of Article L. 225-147 of the French Commercial Code, on 1 or more occasions, in such proportions and at such times as it may decide, both in France and abroad, in euros, in foreign currencies or in any other monetary unit established with reference to several currencies, within the limit of 10% of the Company's capital (as existing on the date that the Board of Directors uses this delegation), i.e. for information purposes, at 31 December 2019, 6,461,583 shares, to the issue of (i) shares and/or (ii) negotiable securities that are equity securities of the Company conferring rights by all means, immediately and/or in the future, to other equity securities of the Company, and/or conferring rights to the allotment of debt securities, and/or (iii) negotiable securities which are debt securities conferring rights to equity securities of the Company, to be issued or existing, in consideration for contributions in kind made to the Company in the form of equity or other negotiable securities conferring rights to the share capital, when Article L. 225-148 of the French Commercial Code is not applicable;
2. resolves that, in addition to the legal cap of 10% of the Company's share capital, the issues that may be carried out under this delegation will be deducted from the caps set by sections 2 and 4 of the twenty-first resolution and sections 2 and 3 of the twenty-second resolution of this Annual General Meeting. To this cap will be added, where applicable, the nominal amount of the shares or other negotiable securities to be issued to preserve, in accordance with the applicable legal and regulatory provisions and any contractual provisions providing for other cases of adjustments, the rights of the holders of securities or holders of other rights conferring rights to the Company's share capital;
3. resolves that this delegation is valid for a period of 26 months as from the date of this Annual General Meeting;
4. notes, as may be necessary, that this delegation entails waiver by the shareholders of their pre-emption rights to subscribe for the shares and other equity securities and negotiable securities thus issued and to the shares and other equity securities of the Company to which the negotiable securities that would be issued on the basis of this delegation may give right;
5. confers all powers to the Board of Directors, with the power of sub-delegation on terms set out by statutory and regulatory provisions, for the purpose of implementing this delegation and in particular:
  - a) to vote on the report of the licensed independent appraiser(s) (*Commissaires aux apports*),
  - b) to set the terms and conditions and transaction terms, within the limits set by the applicable legal and regulatory provisions and this resolution,
  - c) to set the exchange parity as well as, if applicable, the amount of the cash balance to be paid,
  - d) to note the number of securities brought to the exchange,
  - e) to determine the dates, conditions of issue, in particular the price and the dividend entitlement date (even retroactive), of the shares or other new equity securities and, where appropriate, of the negotiable securities conferring immediate or future rights to a share in the Company's share capital, and in particular to assess the contributions as well as the granting, where applicable, of specific benefits and to reduce the valuation of the contributions or the remuneration of the specific benefits, if the contributors agree,

- f) to record on the liabilities side of the balance sheet in a “share premium” account, to which the rights of all shareholders will relate, the difference between the issue price of the new shares and their nominal value,
- g) on its own initiative, charge the costs of any issue to the amount of the “share premium” and deduct from said premium the sums necessary to bring the legal reserve to one-tenth of the new share capital after each increase,
- h) generally make all the necessary arrangements, enter into all agreements (in particular for the purpose of ensuring the successful completion of the issue), request all authorisations, carry out all formalities and take the necessary steps to achieve the successful completion of the planned issues or postpone them, and in particular

to note the capital increase(s) resulting from any issue carried out by the use of this delegation, correspondingly amend the Company’s Articles of Association, request the admission to the Euronext Paris regulated market of all financial securities issued under this delegation and ensure the financial service of the securities concerned and the exercise of the rights attached thereto;

- 6. notes that the Board of Directors must report annually to the Annual General Meeting, in accordance with legal and regulatory provisions, on the use made of the delegation of authority granted under the terms of this resolution; and
- 7. notes that this authorisation renders any previous delegation with the same purpose ineffective in respect of its unused portion from today’s date.

### Twenty-seventh resolution

#### Delegation of authority to the Board of Directors to decide to increase the capital of the Company by incorporating reserves, profits or premiums, or similar

The Annual General Meeting, deliberating with the quorum and majority required for Extraordinary Annual General Meetings, having been apprised of the report of the Board of Directors on the draft resolutions:

- 1. delegates to the Board of Directors, with the power of sub-delegation on terms set out by statutory and regulatory provisions, in accordance with Articles L. 225-129, L. 225-129-2 and L. 225-130 of the French Commercial Code, its authority for the purpose of deciding on the Company’s capital increase, on one or more occasions, in such proportions and at such times as it may decide, by capitalising all or part of the reserves, benefits, premiums or similar, the capitalisation of which would be approved, to be carried out by the issue of new bonus shares or by raising the nominal value of the Company’s shares or by the joint use of these two processes;
- 2. resolves that the maximum nominal amount of capital increases that may be carried out, immediately and/or in the future, under this delegation, shall not exceed an amount of €30,000,000, an amount to which will be added, where applicable, the nominal amount of the additional shares to be issued to preserve the rights of holders of negotiable securities conferring rights to the share capital in accordance with the legal and regulatory provisions as well as contractual provisions; the maximum nominal amount of capital increases that may be carried out under this delegation and independently of any other delegation approved by this Annual General Meeting and will not be deducted from any other overall cap on capital increase set by this Annual General Meeting;
- 3. resolves that this delegation is valid for a period of 26 months as from the date of this Annual General Meeting; and
- 4. resolves that fractional rights will not be negotiable or transferable and that the corresponding shares will be sold; the sums from the sale will be allocated to the rights of holders in accordance with the applicable laws and regulations;

- 5. resolves that the Board of Directors, with the power of sub-delegation on terms set out by statutory and regulatory provisions, will have all powers to implement this delegation, in particular for the purpose of:

- a) determining the terms and conditions of the transactions authorised above and in particular determining for this purpose the amount of the sums to be capitalised, as well as the item(s) of equity from which they will be deducted,
- b) setting the amounts to be issued and setting the dividend entitlement date, with or without retroactive effect, of the negotiable securities to be issued,
- c) making any adjustments in order to take into account the impact of transactions on the Company’s share capital; setting the terms and conditions under which will be preserved, where applicable, the rights of holders of negotiable securities conferring rights to share capital of the Company, in accordance with legal and regulatory provisions as well as contractual provisions,
- d) carrying out, either by itself or through an agent, all acts and formalities for the purpose of making the capital increases final, which may be carried out under the delegation subject to this resolution,
- e) amending the Articles of Association accordingly and, generally, doing whatever is necessary;

- 6. notes that the Board of Directors must report annually to the Annual General Meeting, in accordance with legal and regulatory provisions, on the use made of the delegation of authority granted under the terms of this resolution; and
- 7. notes that this authorisation renders any previous delegation with the same purpose ineffective in respect of its unused portion from today’s date.

#### Twenty-eighth resolution

#### Authorisation to be granted to the Board of Directors to allot bonus shares of the Company to employees and/or corporate officers of the Company and its subsidiaries, without shareholders' pre-emption rights

The Annual General Meeting, deliberating with the quorum and majority required for Extraordinary Annual General Meetings, having been apprised of the report of the Board of Directors on the draft resolutions and the special report of the Statutory Auditors, and deliberating in accordance with the provisions of Articles L. 225-197-1 *et seq.* of the French Commercial Code:

1. authorises the Board of Directors to proceed, on one or more occasions, to bonus allotments of the Company's existing shares or shares to be issued;
2. resolves that the allotment grantees may be, on the one hand, the employees of the Company and/or of the companies or groups which are directly or indirectly linked to it under the conditions provided for in Article L. 225-197-2 of the French Commercial Code and, on the other hand, the corporate officers of the Company or some of them and/or companies or groups which are directly or indirectly linked to it under the conditions provided for in Article L. 225-197-1-II of the French Commercial Code;
3. resolves that the Board of Directors will determine the identity of the allotment grantees as well as the conditions and, where applicable, the criteria for allotment of the shares, in particular the performance conditions, it being specified that the vesting of the shares will be subject to presence in the Group for all grantees, and to performance conditions assessed over a period of 3 years for executive directors;
4. notes that if allotments are granted to the corporate officers referred to in Article L. 225-197-1-II paragraphs 1 and 2 of the French Commercial Code, they can only be granted in accordance with Article L. 225-197-6 of the same Code;
5. resolves that the total number of bonus shares allotted under this authorisation may not represent more than 1% of the share capital on the date of the decision of the Board of Directors and that the nominal amount of the capital increases resulting from the allotment of shares granted under this authorisation will be counted against the overall cap provided for in the twenty-first resolution;
6. resolves that the total number of bonus shares allotted under this authorisation to the executive directors of the Company may not represent more than 0.2% of the share capital on the date of the decision of the Board of Directors;
7. resolves that the shares to grantees will vest, for all or part of the shares allotted at the end of a vesting period, the duration of which will be set by the Board of Directors, it being understood that this duration may not be less than three years;
8. resolves that the duration of the grantees' obligation to retain shares will, if necessary, be set by the Board of Directors;
9. notes that no shares may be allotted to employees and corporate officers with more than 10% of the share capital and that the allotment of bonus shares cannot result in an employee or a corporate officer holding more than 10% of the share capital;
10. notes that the Board of Directors must set, for executive directors, the quantity of shares that they will be required to keep in registered form until the termination of their functions;
11. notes that this decision automatically entails, for the benefit of the grantees of the allotted shares, waiver by the shareholders on the one hand of their pre-emption rights and, on the other hand, of the part of the reserves, benefits or issue premiums that would be incorporated into the share capital in the event of the issue of new shares;
12. resolves that the shares will vest before the end of the vesting period in the event of a grantee's disability corresponding to classification in the second or third of the categories provided for in Article L. 341-4 of the French Social Security Code;
13. delegates all powers to the Board of Directors, with the power of sub-delegation on terms set out by statutory and regulatory provisions, to implement this authorisation, in particular for the purpose of:
  - a) determining the allotment dates and terms and conditions,
  - b) determining the identity of the grantees, or of the category or categories of grantees, of the allotment of shares among the members of the staff and the executive directors of the Company or of the aforementioned companies or groups and the number of shares allotted to each of them,
  - c) setting the conditions and, where applicable, the criteria for allotting shares, in particular the vesting period and, where applicable, the required retention period for each grantee, under the conditions provided above,
  - d) setting the performance criteria to which the vesting of shares to executive directors is subject,
  - e) adjusting, where applicable, the number of shares allotted in the event of share capital transactions,
  - f) providing for the possibility of temporarily suspending the allotment rights,
  - g) on its sole decision and if it deems it appropriate, charging the costs, rights and fees resulting from the issues to the amount of the issue premiums and deducting from this amount the sums necessary to bring the legal reserve to one tenth of the share capital after each issue,
  - h) more generally, entering into all agreements, drawing up all documents, recording the capital increases resulting from vesting, correlatively modifying the Articles of Association, carrying out all formalities and all declarations with all organisations;
14. resolves that this authorisation is given for a period of 26 months as from the date of this Annual General Meeting;
15. notes that the Board of Directors must report annually to the Annual General Meeting, in accordance with legal and regulatory provisions, on the use made of the delegation of authority granted under the terms of this resolution; and
16. notes that this authorisation renders any previous delegation with the same purpose ineffective in respect of its unused portion from today's date.

## Twenty-ninth resolution

**Delegation of authority to the Board of Directors for the purpose of carrying out capital increases in favour of members of a company savings plan without pre-emption rights**

The Annual General Meeting, deliberating with the quorum and majority required for Extraordinary Annual General Meetings, having been apprised of the report of the Board of Directors on the draft resolutions and the special report of the Statutory Auditors, deliberating in accordance with the provisions of Articles L. 225-129 *et seq.*, L. 225-138 *et seq.* and L. 3332-1 *et seq.* of the French Labour Code:

1. delegates to the Board of Directors, with the power of sub-delegation on terms set out by statutory and regulatory provisions, its authority for the purpose of increasing the Company's share capital, on one or more occasions, in such proportions and at such times as it may decide, by a maximum nominal amount of €400,000 per issue, of shares or negotiable securities conferring rights to the share capital of the Company reserved for members of a company savings plan (or other savings plan reserved for members to whom Article L. 3332-18 of the French Labour Code would allow to reserve a capital increase under equivalent conditions), which would be set up within the Group formed by the Company and the companies, French or foreign, falling within the scope of consolidation of the Company's accounts in application of Article L. 3344-1 of the French Labour Code, and which meet, in addition, any conditions set by the Board of Directors; the maximum nominal amount of the capital increases that may be carried out under this delegation is independent of any other delegation authorised by this Annual General Meeting and will not be counted against any other overall capital increase cap;
2. resolves to waive, in favour of the aforementioned grantees, the shareholders' pre-emption rights to shares or negotiable securities conferring rights to the capital of the Company issued pursuant to this delegation;
3. notes, as may be necessary, that this delegation entails waiver by the shareholders of their pre-emption rights to the shares and other equity securities of the Company to which the negotiable securities that would be issued on the basis of this delegation may give right;
4. recalls that the subscription price for new shares at each issue will be set in accordance with the provisions of Article L. 3332-19 of the French Labour Code;
5. resolves that the Board of Directors may proceed, within the limits set by Article L. 3332-21 of the French Labour Code, to the allotment of bonus shares or negotiable securities conferring rights to the Company's share capital under the contribution and/or in replacement of the discount;
6. resolves that, within the limits set out above, the Board of Directors will have all powers, with the power of sub-delegation on terms set out by statutory and regulatory provisions, to implement this delegation, in particular for the purpose of:
  - a) deciding, within the limits set out above, the characteristics, amounts and terms of any issue or allotment of bonus shares and other equity securities and negotiable securities thus issued,
  - b) determining that the issues or allotments may take place directly for the benefit of the grantees or through collective bodies,
  - c) proceeding with the capital increases resulting from this delegation, within the cap limit determined above,
  - d) setting the subscription price for shares issued for cash in accordance with legal provisions,
  - e) planning, as may be necessary, the establishment of a company savings plan or the modification of existing plans,
  - f) drawing up the list of companies of which the employees will be grantees of the issue or bonus share allotment carried out under this delegation, setting the period for paying up the shares, as well as, where applicable, the seniority of employees required to participate in the transaction, all within legal limits,
  - g) making any adjustments in order to take into account the impact of transactions on the Company's share capital, in particular in the event of a change in the share price, of a capital increase by way of a capitalisation of reserves, of a bonus share allotment, of a share split or reverse split, of a distribution of reserves or any other asset, of a redemption of capital, or of any other transaction relating to equity,
  - h) on its sole decision and if it deems it appropriate, charging the costs, rights and fees resulting from the issues to the amount of the issue premiums and deducting from this amount the sums necessary to bring the legal reserve to one tenth of the share capital after each issue,
  - i) carrying out, either by itself or through an agent, all acts and formalities for the purpose of making the capital increases final, which may be carried out under the delegation subject to this resolution;
  - j) amending the Articles of Association accordingly and, more generally, doing whatever is necessary;
7. resolves that this delegation is given for a period of 26 months as from the date of this Meeting;
8. notes that the Board of Directors must report annually to the Annual General Meeting, in accordance with legal and regulatory provisions, on the use made of the delegation of authority granted under the terms of this resolution; and
9. notes that this authorisation renders any previous delegation with the same purpose ineffective in respect of its unused portion from today's date.

## Text of the draft resolutions

Resolutions within the authority of the Extraordinary Annual General Meeting

### Thirtieth resolution

#### Amendment to Article 2 of the Articles of Association relating to the corporate objects

The Annual General Meeting, deliberating with the quorum and majority required for Extraordinary Annual General Meetings, having been apprised of the report of the Board of Directors on the draft resolutions, resolves to amend Article 2 of the Company's Articles of Association as follows:

##### Article 2 – Objects

The Company's corporate objects are:

- creating, developing, acquiring, managing and operating, directly or indirectly, all types of care facilities, post-acute and rehabilitation hospitals, all types of residential facilities for the elderly, all types of residential facilities for people with disabilities of any age, and all assisted-living and leisure residential facilities;
- providing technical, commercial, administrative and financial assistance to all companies whose business activity is directly or indirectly related to the activities listed above;

- purchasing, subscribing, holding, managing, selling or contributing shares or other negotiable securities in any existing or future company as well as managing all financial holdings;
- granting any security or guarantees for the benefit of any company of its Group or in the normal course of business of all companies of its Group;
- on an ancillary basis, purchasing, developing, exchanging and selling any property owned by the Company, after its division and/or works carried out on it, where applicable,

and more generally, conducting any and all commercial, industrial, financial, real estate and non-real estate property transactions that are directly or indirectly related to or likely to facilitate the development of the foregoing activities, or of similar or related ones.

### Thirty-first resolution

#### Amendment to Article 4 of the Articles of Association relating to the transfer of the registered office

The Annual General Meeting, deliberating with the quorum and majority required for Extraordinary Annual General Meetings, having been apprised of the report of the Board of Directors on the draft resolutions, resolves to amend Article 4 of the Company's Articles of Association as follows:

##### Article 4 – Registered office

The registered office is located at 12, rue Jean-Jaurès, 92813 Puteaux Cedex, France.

The Board of Directors may decide to transfer the registered office to any location in France, subject to ratification of the decision by shareholders at the subsequent Ordinary Annual General Meeting. During a transfer decided by the Board of Directors, the latter is authorised to amend the Articles of Association accordingly, subject to ratification of these amendments by the next Extraordinary Annual General Meeting.

### Thirty-second resolution

#### Insertion of an Article 11 of the Articles of Association relating to the crossing of statutory thresholds

The Annual General Meeting, deliberating with the quorum and majority required for Extraordinary Annual General Meetings, having been apprised of the report of the Board of Directors on the draft resolutions, resolves to insert a new Article 11 within the Articles of Association, now drafted as follows:

##### Article 11 – Ownership of share capital

As long as the Company's shares are admitted to trading on a regulated market, in addition to the declarations of crossing of thresholds expressly provided for by the laws and regulations in force, any natural or legal person who comes to own directly or indirectly, alone or in concert, a fraction of the capital or voting rights (calculated in accordance with the provisions of Articles L. 233-7 and L. 233-9 of the French Commercial Code and the provisions of the general regulations of the Autorité des Marchés Financiers) equal to or greater than 0.50% of the capital or voting rights, or any multiple of this percentage, including beyond the thresholds provided for by legal and regulatory provisions, must notify the Company of the total number (i) of the shares and voting rights which it owns, directly or indirectly, alone or in concert, (ii) of the securities giving future access to the capital of the Company that it owns, directly or indirectly, alone or in concert and the voting rights which are potentially attached thereto, and (iii) of the

shares already issued that this person can acquire under an agreement or a financial instrument mentioned in Article L. 211-1 of the French Monetary and Financial Code. This notice must be sent by registered letter with proof of receipt within 4 trading days from the crossing of the threshold in question.

The obligation to inform the Company also applies, within the same time limits and under the same conditions, when the shareholder's participation in the share capital, or in voting rights, falls below one of the aforementioned thresholds.

Where the obligation to declare a crossing of the aforementioned thresholds is not met, and upon the request, recorded in the minutes of the Annual General Meeting, of 1 or more shareholders representing at least 0.50% of the share capital or voting rights, shares exceeding the fraction that should have been declared are deprived of the right to vote until the expiry of a period of two years following the date on which the requisite notification is finally made.

The Company reserves the right to bring to the attention of the public and the shareholders either the information which has been notified to it, or the non-compliance with the aforementioned obligation by the person concerned.

**Thirty-third resolution****Redrafting of the Company's Articles of Association**

The Annual General Meeting, deliberating with the quorum and majority required for Extraordinary Annual General Meetings, having been apprised of the report of the Board of Directors on the draft resolutions, resolves:

- to amend the Company's Articles of Association in order to harmonise and/or update certain statutory provisions;
- to adopt article by article, then as a whole, the text of the Company's Articles of Association thus amended, a copy of which is appended hereto.

These Articles of Association take into account the statutory modifications proposed under the thirtieth, thirty-first and thirty-second resolutions and will therefore be adapted in the event of the rejection of one or the other of these resolutions.

**Thirty-fourth resolution****Delegation to be given to the Board of Directors to make the necessary amendments to the Articles of Association to bring them into compliance with the legislative and regulatory provisions**

The Annual General Meeting, deliberating with the quorum and majority required for Extraordinary Annual General Meetings, having considered the report of the Board of Directors on the draft resolutions in accordance with the provisions of Article L. 225-36 of the French Commercial Code:

- authorises the Board of Directors to make the necessary amendments to the Company's Articles of Association to bring them into compliance with legislative and regulatory provisions, subject to ratification of these amendments by the next Extraordinary Annual General Meeting; and
- resolves that this delegation is valid for a period of 18 months as from the date of this Annual General Meeting.

**Thirty-fifth resolution****Powers to carry out formalities**

The Annual General Meeting confers all powers on a person bearing a copy or excerpt of this document setting out its deliberations for the purpose of fulfilling all statutory formalities.

## APPENDIX - DRAFT OF ORPEA'S NEW ARTICLES OF ASSOCIATION

**Article 1 – Form**

The company, the subject matter hereof (hereinafter the "Company") was incorporated in the form of a *société à responsabilité limitée* (limited liability company) under the terms of a private agreement dated 22 May 1995, registered with the Paris registration office (13<sup>th</sup> *arrondissement, gare*), 22 June 1995 – *Bordereau* 113 – *case* 3 – *extract* 358.

It was changed to a *société anonyme* (public limited company) following a decision of the Extraordinary Annual General Meeting of 3 February 1996.

The Company is governed by the laws and regulations in force, as well as by these Articles of Association.

**Article 2 – Objects**

The Company's corporate objects are:

- creating, developing, acquiring, managing and operating, directly or indirectly, all types of care facilities, post-acute and rehabilitation hospitals, all types of residential facilities for the elderly, all types of residential facilities for people with disabilities of any age, and all assisted-living and leisure residential facilities;
- providing technical, commercial, administrative and financial assistance to all companies whose business activity is directly or indirectly related to the activities listed above;
- purchasing, subscribing, holding, managing, selling or contributing shares or other negotiable securities in any existing or future company as well as managing all financial holdings;

- granting any security or guarantees for the benefit of any company of its Group or in the normal course of business of all companies of its Group;
- on an ancillary basis, purchasing, developing, exchanging and selling any property owned by the Company, after its division and/or works carried out on it, where applicable;

and more generally, conducting any and all commercial, industrial, financial, real estate and non-real estate property transactions that are directly or indirectly related to or likely to facilitate the development of the foregoing activities, or of similar or related ones.

**Article 3 – Name**

The Company's corporate name is:

"ORPEA"

In all deeds and documents issued by the Company and intended for third parties, the corporate name must always be preceded or followed by the words "*société anonyme*" or the initials "S.A.", by the identification number in the Trade and Companies Register and the statement of the amount of share capital.

**Article 4 – Registered office**

The registered office is located at 12, rue Jean-Jaurès, 92813 Puteaux Cedex, France.

The Board of Directors may decide to transfer the registered office to any location in France, subject to ratification of the decision by shareholders at the subsequent Ordinary Annual General Meeting. During a transfer decided by the Board of Directors, the latter is authorised to amend the Articles of Association accordingly, subject to ratification of these amendments by the next Extraordinary Annual General Meeting.

### Article 5 – Duration

The term of the Company is set at ninety-nine years (99) from the day of its registration in the Trade and Companies Register, except for early dissolution or extension.

### Article 6 – Share capital

The share capital amounts to eighty million seven hundred and sixty-nine thousand seven hundred and ninety-six euros and twenty-5 euro cents (€80,769,796.25).

It is made up of sixty-four million six hundred and fifteen thousand eight hundred and thirty-seven (64,615,837) shares, each with a nominal value of €1.25, all of which belong to the same class and are fully paid-up.

However, all fully-paid shares that have been registered in the same shareholder's name for at least two years, in accordance with and subject to the restrictions laid down in Article L. 225-123 of the French Commercial Code shall carry double voting rights.

In the event of a capital increase by way of capitalisation of reserves, profits or share premiums, double voting rights are conferred from the moment of issue on the new bonus shares allotted to shareholders in respect of existing shares already entitled to double voting rights.

### Article 7 – Changes in share capital

The share capital can be increased, reduced or amortised under the conditions provided by law and these Articles of Association.

### Article 8 – Paying up of shares

Shares representing contributions in kind must be fully paid up when they are created.

Shares issued for cash must be paid up in accordance with the laws and regulations in force as well as decisions of Annual General Meetings.

### Article 9 – Form of shares

The fully-paid up shares take the registered or bearer form, according to the shareholder's choice, under the conditions provided for by the regulations in force.

As long as the Company's shares are admitted to trading on a regulated market, the Company is entitled to request the identification of the holders of securities conferring immediately or in the future the right to vote in its Annual General Meetings, as well as the number of securities held, under the conditions provided for by the laws and regulations in force.

### Article 10 – Transfer of shares

Shares, registered or bearer, are freely negotiable, unless otherwise provided by laws or regulations. Any transfer or transmission of shares in either registered or bearer form shall take place by means of a transfer from one account to another.

### Article 11 – Ownership of share capital

As long as the Company's shares are admitted to trading on a regulated market, in addition to the declarations of crossing of thresholds expressly provided for by the laws and regulations in force, any natural or legal person who comes to own directly or indirectly, alone or in concert, a fraction of the capital or voting rights (calculated in accordance with the provisions of Articles L. 233-7 and L. 233-9 of the French Commercial Code and the provisions of the general regulations of the *Autorité des Marchés Financiers*) equal to or greater than 0.50% of the capital or voting rights, or any multiple of this percentage, including beyond the thresholds provided for by legal and regulatory provisions, must notify the Company of the total number (i) of the shares and voting rights which it owns, directly or indirectly, alone or in concert, (ii) of the securities giving future access to the capital of the Company that it owns, directly or indirectly, alone or in concert and the voting rights which are potentially attached thereto, and (iii) of

the shares already issued that this person can acquire under an agreement or a financial instrument mentioned in Article L. 211-1 of the French Monetary and Financial Code. This notice must be sent by registered letter with proof of receipt within 4 trading days from the crossing of the threshold in question.

The obligation to inform the Company also applies, within the same time limits and under the same conditions, when the shareholder's participation in the share capital, or in voting rights, falls below one of the aforementioned thresholds.

Where the obligation to declare a crossing of the aforementioned thresholds is not met, and upon the request, recorded in the minutes of the Annual General Meeting, of 1 or more shareholders representing at least 0.50% of the share capital or voting rights, shares exceeding the fraction that should have been declared are deprived of the right to vote until the expiry of a period of two years following the date on which the requisite notification is finally made.

The Company reserves the right to bring to the attention of the public and the shareholders either the information which has been notified to it, or the non-compliance with the aforementioned obligation by the person concerned.

### Article 12 – Form of executive management

Either the Chairman of the Board of Directors or another individual appointed by the Board of Directors and holding the position of Chief Executive Officer will be responsible for the executive management of the Company.

The Board of Directors may select 1 of 2 executive management structures, in accordance with the following conditions:

- the choice will be made by the Board of Directors by a two-thirds majority vote of the members present;
- the chosen option must remain in force for a minimum period of two years.

Shareholders and third parties will be informed of the choice made by the Board under the regulatory conditions.

When the Chairman of the Board of Directors is entrusted with responsibility for the Company's executive management, the provisions below relating to the Chief Executive Officer also apply to the Chairman.

### Article 13 – Board of Directors

1. The Company is governed by a Board of Directors made up of at least three and no more than 18 members, subject to the special cases provided for by law.

During the life of the Company, the directors shall be appointed or reappointed by the Ordinary Annual General Meeting. However, in the event of a merger or demerger, appointments may be made by the Extraordinary Annual General Meeting called to approve the transaction.

2. They are appointed for a 4-year term of office and may be reappointed.

The duties of a director shall come to an end at the close of the Ordinary Annual General Meeting approving the financial statements for the previous financial year, held in the year during which said director's term of office expires.

Directors are always eligible for re-appointment. They may be dismissed at any time by the Ordinary Annual General Meeting.

A person aged over 70 may not be appointed as a director if their appointment would result in more than one-third of the Board of Directors members being over 70. When this upper limit has been exceeded, the oldest director shall automatically be deemed to have resigned at the close of the Ordinary Annual General Meeting to be called to approve the financial statements for the financial year in which the level was breached.

3. The directors may be individuals or legal entities. Upon their appointment, legal entities must designate a permanent representative who is then subject to the same conditions and requirements and who carries the same responsibilities as if they were appointed a director in their own right, without prejudice to the joint and several liability of the legal entity that they represent.

The permanent representative's term of office shall coincide with that of the legal entity that they represent.

If the legal entity terminates the appointment of its permanent representative, it is obliged to inform the Company of this termination immediately by registered letter, as well as of the identity of its new permanent representative. The same shall apply in the event of the death, resignation, or prolonged unavailability of the permanent representative.

4. Should 1 or more seats on the Board become vacant through the death or resignation of directors, the Board of Directors may make provisional appointments between two Annual General Meetings.

It must do so to restore its numbers within three months of the date on which the vacancy arose, when the number of directors has fallen below the minimum level specified in the Articles of Association, without dropping below the statutory minimum.

The appointments made by the Board shall be subject to ratification at the subsequent Ordinary Annual General Meeting. Even without ratification, the decisions made and the prior actions performed by the Board remain valid.

Where the number of directors has fallen below the statutory minimum, the remaining directors must immediately convene the Ordinary Annual General Meeting with a view to making the requisite number of appointments to the Board.

A co-opted director's term of office ends when the term of the director replaced expires.

5. Individual directors may not belong concurrently to more than five Boards of Directors or Supervisory Boards of companies registered as *sociétés anonymes* with their registered office in France, subject to exceptions provided for by law.

An employee of the Company may not be appointed director unless their employment contract is for an actual job. They do not lose the benefit of this employment contract.

The number of directors bound to the Company by an employment contract may not exceed one-third of the total number of directors.

6. The Annual General Meeting may award a fixed annual sum to directors and the amount of these fees is left unchanged until a further decision is made. How this sum is divided up between directors shall be determined by the Board of Directors.

Directors may not receive any permanent or non-permanent forms of remuneration other than those provided for by law.

#### Article 14 – Directors representing employees

In addition to directors, whose number and method of appointment are provided for in Article 13 of these Articles of Association, the Board of Directors includes directors representing employees in accordance with the provisions of Article L. 225-27-1 of the French Commercial Code and subject to the statutory provisions in force and these Articles of Association.

The number of directors representing employees shall be equal to two when the number of directors referred to in Articles L. 225-17 and L. 225-18 of the French Commercial Code exceeds eight, provided that this criterion is met on the date of its designation, and to one if it is equal to or less than eight.

The director or directors representing employees are appointed by the Social and Economic Committee. Pursuant to Article L. 225-27-1-II paragraph 2 of the French Commercial Code, when two directors are appointed, the Social and Economic Committee appoints a woman and a man.

If during a financial year the number of directors mentioned in Articles L. 225-17 and L. 225-18 of the French Commercial Code becomes less than or equal to 8, the terms of the two directors representing employees will continue until their expiry. The term expiring first will not be renewed if the number of directors remains less than or equal to eight on the date of renewal.

The term of office for directors representing employees is three years. Their term of office begins when the term of office of the outgoing directors representing employees expires. Their duties end at the close of the Annual General Meeting called to approve the financial statements for the previous financial year, which is held in the year during which their term of office expires. As an exception to the rule, the first directors representing employees take up their office during the first Board of Directors' meeting following their appointment.

The term of office for directors representing employees ends automatically in the event of termination of their employment contract, dismissal in accordance with Article L. 225-32 of the French Commercial Code or in the event of an incompatibility as provided for in Article L. 225-30 of the French Commercial Code.

Subject to the provisions of this article or the current regulation, directors representing employees shall have the same status, the same powers and the same responsibilities as the other directors.

The directors representing employees are not obliged to hold a minimum number of the Company's shares during their term of office.

In the event of a vacancy arising by death, resignation, dismissal, termination of employment agreement or for any other reason among the directors representing employees, the vacancy is filled in accordance with the provisions of Article L. 225-34 of the French Commercial Code. The Board of Directors is able to meet and transact business validly until the director (or, if applicable, the directors) representing employees is replaced.

The provisions of this article shall cease to apply where, at the end of a financial year, the Company no longer meets the prior requirements for the appointment of directors representing employees, it is noted that the term of office for any director representing employees appointed in accordance with this article will expire at the end of its term.

#### Article 15 – Qualifying shares

Except for employee directors who are shareholders and directors representing employees, every director must hold at least one of the Company's shares.

If a director does not own the requisite number of shares at the date of their appointment or if, during their term of office, no longer holds them, this director is automatically deemed to have resigned unless the situation is rectified within 6 months.

#### Article 16 – Meetings of the Board

1. The Board of Directors meet as often as required in the interests of the Company when convened by its Chairman.

When it has not met for more than two months, one-third at least of the members of the Board of Directors may ask the Chairman to convene a meeting to consider a specific agenda.

The Chief Executive Officer may also ask the Chairman to convene a meeting of the Board of Directors to consider a specific agenda. The Chairman is bound by these requests.

Meetings are held at the Company's registered office or at any other location indicated in the Notice of Meeting.

The notice may be communicated by any and all means. It states precisely the matters that will be considered. Notice may even be given orally and the meeting may take place immediately if all the directors consent.

2. The quorum requirement for the Board to transact business validly is met when at least half the Board members are present.

A director may represent another director if granted special powers to do so.

Decisions shall be made by a majority vote of those members present or represented, except for the choice of the form of executive management. In the event of a tie, the Chairman has the casting vote.

The Board of Directors may permit its members to participate in meetings by means of videoconferencing or telecommunications technology where they can be identified and their effective participation in the meeting is guaranteed, subject to the requirements of the regulations in force. These technologies must transmit at least the voice of the participants and meet the relevant technical requirements for the continuous and simultaneous transmission of the meeting's proceedings.

Pursuant to the statutory and regulatory requirements, the Board's Internal Rules of Procedure may state that directors participating in Board meetings by videoconferencing technology shall be deemed present for the purpose of calculating the quorum and majority requirements.

Decisions relating to the specific powers of the Board of Directors provided for in Article L. 225-24 of the French Commercial Code, in the last paragraph of Article L. 225-35 of the French Commercial Code, in the second paragraph of article L. 225-36 of the French Commercial Code and in paragraph I of Article L. 225-103 of the French Commercial Code, as well as decisions to transfer the registered office to the same department, may be taken by written consultation of the directors of the Company.

3. Executive managers may attend Board meetings at the Chairman's request.
4. Directors, and any person called to attend meetings of the Board of Directors, shall be obliged to treat information of a confidential nature presented as such by the Chairman of the Board of Directors in the strictest confidence.
5. Minutes shall be drawn up, and copies or excerpts of the proceedings are issued and certified as accurate in accordance with the law.

### **Article 17 – Powers of the Board**

The Board of Directors shall set the Company's strategic priorities and oversee their implementation. Subject to the powers expressly granted by law to Annual General Meetings and where they do not exceed the scope of the corporate objects, the Board shall consider any matters affecting the smooth running of the Company and settle any issues concerning it.

The Company shall remain bound even by those actions of the Board of Directors that fall outside of the Company's corporate objects, unless the Company can prove that the third party knew that such action fell outside of the scope of its corporate object, or could not have failed to know in the circumstances. Publication of the Articles of Association shall not itself constitute sufficient proof thereof.

The Board of Directors shall conduct the controls and checks that it deems appropriate. Each director shall receive all the requisite information to carry out their duties and may ask to receive any and all documents that they deem useful.

The Board of Directors sets its operating procedures through the Internal Rules of Procedure in accordance with the law and the Articles of Association. It can decide to create committees to study the questions which it or its Chairman submits for examination. The composition and powers of each of these committees, which carry out their activity under its responsibility, are determined by the Board of Directors through the Internal Rules of Procedure.

The Board of Directors also sets the decisions and/or actions subject to its prior authorisation through the Internal Rules of Procedure.

### **Article 18 – Chairman of the Board of Directors**

1. The Board of Directors shall elect a Chairman from among its members, who must be a natural person, and shall set their remuneration.

The Chairman is appointed for a period of time that may not exceed the duration of their appointment as a director. They may be reappointed.

The Chairman of the Board of Directors may not be more than 80 years of age. When a Chairman reaches this age limit they are deemed to have resigned.

They may be removed from office at any time by the Board of Directors. Any provision to the contrary shall be deemed nugatory.

In the event of the temporary unavailability or the death of the Chairman, the Board of Directors may delegate the duties of Chairman to a director.

In the event of temporary unavailability, these duties shall be delegated for a limited period of time. The delegation of duties may be extended for a further period. Where the Chairman has died, the delegation shall be valid until a new Chairman has been elected.

2. The Chairman of the Board of Directors represents the Board of Directors. The Chairman organises and leads the Board's work and reports to the shareholders at the Annual General Meeting. He is responsible for the smooth running of the Company's governing bodies and, in particular, for ensuring that directors are able to perform their duties.

### **Article 19 – Honorary Chairman**

The Board of Directors may appoint 1 or more Honorary Chairmen. This honorific title is awarded to an individual who previously served as Chairman of the Board of Directors of the Company. The Honorary Chairman may be invited to attend meetings of the Board of Directors, solely in a consultative capacity. They must adhere to the Board's Internal Rules of Procedure.

### **Article 20 – Executive management**

1. The Company's executive management shall be the responsibility of an individual appointed by the Board of Directors and bearing the title of Chief Executive Officer. The Chief Executive Officer may be reappointed.

The Board of Directors, acting on a proposal by the Chief Executive Officer, may appoint 1 or more individuals to assist the Chief Executive Officer, with the title of Chief Operating Officer. The number of Chief Operating Officers may not exceed five.

The term of office of a Chief Operating Officer may not exceed that of the Chief Executive Officer. A Chief Operating Officer may be reappointed. A Chief Operating Officer may be 65 years of age at most.

The Chief Executive Officer and the Chief Operating Officer are appointed for a 4-year term.

The Chief Executive Officer may be removed from office at any time by the Board of Directors. The same shall apply to the Chief Operating Officers on the recommendation of the Chief Executive Officer. Compensation may have to be paid in the event of an unfair dismissal unless the Chief Executive Officer also acts as Chairman of the Board of Directors.

The Chief Executive Officer may not be more than 75 years of age. When a Chief Executive Officer reaches this age limit they are deemed to have resigned.

Should the Chief Executive Officer cease to exercise or become prevented from exercising their duties, the Chief Operating Officers will maintain their positions and powers until a new Chief Executive Officer is appointed, unless decided otherwise by the Board.

The Board of Directors determines the remuneration of the Chief Executive Officer and the Chief Operating Officers and, where applicable, the limits of their powers internally other than those already provided for in these Articles of Association.

2. The Chief Executive Officer holds the broadest powers to act on the Company's behalf in all circumstances. The Chief Executive Officer exercises their powers within the limits of the corporate object and subject to those that the law expressly allocates to the Annual General Meeting and to the Board of Directors.

The Chief Executive Officer represents the Company in its relations with third parties. The Company remains bound even by those actions of the Chief Executive Officer that fall outside of the Company's corporate object, unless the Company can prove that the third party knew that such action fell outside of the scope of its corporate object, or could not have failed to know in the circumstances. Publication of the Articles of Association shall not itself constitute sufficient proof thereof.

The decisions by the Board of Directors restricting the powers of the Chief Executive Officer shall not be binding on third parties.

3. In conjunction with the Chief Executive Officer, the Board of Directors shall determine the scope and duration of the powers granted to the Chief Operating Officers. Chief Operating Officers shall have the same powers vis-à-vis third parties as the Chief Executive Officer.
4. The Chief Executive Officer or the Chief Operating Officers may, within the restrictions laid down in the legislation in force, delegate the powers they deem appropriate, for one or more stated purposes, to any agents or representatives, who may even be from outside the Company, either individually or as a committee or commission. These powers may be permanent or temporary, and may or may not include the option to make replacements. The powers granted shall retain their full force even if the duties of the person who delegated them come to an end.

#### Article 21 – Statutory Auditors

Control of the Company is exercised by one or more Statutory Auditors registered on the official list under the conditions set by the regulations in force.

The Statutory Auditors are appointed for 6 financial years by the Ordinary Annual General Meeting; their duties expire after the meeting of the Ordinary Annual General Meeting, which approves the financial statements of the sixth financial year.

They must be invited to all Annual General Meetings, as well as to the meeting of the Board of Directors which approves the financial statements for the previous financial year.

#### Article 22 – Powers of Annual General Meetings

1. Collective decisions of the shareholders are made at Annual General Meetings, which are classified as either Ordinary or Extraordinary.

An Ordinary Annual General Meeting makes any decisions not involving amendments to the Articles of Association. An Extraordinary Annual General Meeting has sole authority to amend the Articles of Association.

Shareholders who take part in Annual General Meetings by videoconference or by telecommunication means allowing their identification are deemed to be present or represented for the calculation of the quorum and the majority, in accordance with the legal and regulatory provisions in force.

2. The Annual General Meeting is held at least once a year, within six months of the end of the financial year, to approve the parent company financial statements for that financial year and the consolidated financial statements. The Ordinary Annual General Meeting only transacts business validly at the first time of calling if the shareholders present, represented, or having cast their votes remotely account for at least one-fifth of the shares with voting rights. For an adjourned meeting, no quorum shall apply.

Pursuant to the provisions of Article L. 225-98 of the French Commercial Code, resolutions are passed if they are supported by a majority of the votes cast by shareholders present, represented, or having cast their votes remotely.

3. The Extraordinary Annual General Meeting may amend the Articles of Association in all their provisions, provided that the shareholders' commitments are not increased, subject to transactions resulting from a reverse split regularly carried out.

The Extraordinary Annual General Meeting only transacts business validly if shareholders present, represented, or having voted remotely account for at least one-quarter of the shares with voting rights at the first time of calling or one-fifth of the shares with voting rights at an adjourned meeting.

If the quorum for the adjourned meeting is not met, the meeting may be adjourned to a subsequent date within two months of the original date of the adjourned meeting, and the same quorum requirement of one-fifth of shares with voting rights shall apply.

Pursuant to the provisions of Article L. 225-96 of the French Commercial Code, resolutions shall be passed if they are supported by a two-thirds majority of the votes cast by shareholders present, represented, or having cast their votes remotely.

#### Article 23 – Convening Annual General Meetings

Annual General Meetings are called in accordance with the provisions of law.

The person calling the meeting is responsible for setting the agenda to be considered and drafting the resolutions to be put to the Annual General Meeting.

However, the Board of Directors must add to the agenda any matters and draft resolutions proposed by the shareholders in accordance with the provisions of the law.

Meetings are held at the Company's registered office or at any other location indicated in the Notice of Meeting.

If so decided by the Board of Directors when the Annual General Meeting is called, shareholders may attend Annual General Meetings by videoconference and vote by any means of telecommunication and remote transmission including the internet, in accordance with the applicable provisions of the regulations in force at the time. Where applicable, this decision will be published in the preliminary notice and the Notice of Meeting.

#### Article 24 – Composition of Annual General Meetings

All shareholders shall have the right to attend Ordinary and Extraordinary Annual General Meetings and to participate in the proceedings, in person or by proxy, in accordance with Article L. 225-106 of the French Commercial Code.

The right of shareholders to take part in Ordinary or Extraordinary Annual General Meetings is subject to shares being registered in an account in the shareholder's name, or registered on their behalf in the name of the intermediary if they are resident outside France, within the statutory timeframe, either:

- in the shareholders' register kept by the Company; or
- in a bearer shares account with an authorised intermediary that is required to issue a certificate in accordance with the provisions of the law.

Shareholders may appoint any person or legal entity of their choice as proxy in accordance with the applicable regulations. They may also vote remotely in accordance with the provisions of the laws and regulations by sending a proxy form or postal voting form for any Annual General Meeting either in paper form or, if permitted by the Board of Directors as stated in the preliminary notice and the Notice of Meeting, in electronic form.

Should the Board of Directors decide to permit such arrangements, when an electronic admission request, proxy, or remote voting form is issued, the electronic signature shall be predicated on use of a reliable identification process guaranteeing its link with the electronic form to which it relates. This may involve the use of a user ID and password, or any other mechanism provided for or authorised by the regulations in force.

Each share carries one vote, with the exception of shares with double voting rights pursuant to and subject to the restrictions laid down in Article L. 225-123 of the French Commercial Code and as stipulated in Article 6 above. Unless otherwise agreed and notified to the Company by registered letter with proof of receipt, the right to vote belongs to the beneficial owner at Ordinary Annual General Meetings, and to the bare owner at Extraordinary Annual General Meetings. However, the bare owner and the beneficiary owner always have the right to attend Annual General Meetings.

In the absence of the Chairman of the Board of Directors, Annual General Meetings are chaired by a director duly chosen for such purpose by the Board of Directors. Failing that, the Annual General Meeting itself elects a Chairman.

The minutes of Annual General Meetings are prepared and copies certified as accurate and issued in accordance with the current regulations.

#### **Article 25 – Proceedings of Annual General Meetings**

1. An attendance register is kept at each Annual General Meeting. This attendance register, which is duly initialised by the shareholders present and their proxies, is certified as accurate by the Officers of the Annual General Meeting.
2. The duties of scrutineer are performed by the two shareholders present and accepting such duties holding, either in their own right or as representatives, the largest number of votes.  
The Officers of the Annual General Meeting designate a secretary who may or may not be a shareholder.
3. The proceedings of the Annual General Meetings are recorded in minutes on a special register (including in electronic form), numbered and initialised in accordance with the regulations. The minutes shall be signed by the Officers of the Annual General Meeting.

#### **Article 26 – Right to receive relevant information**

In advance of each Annual General Meeting, every shareholder has the right of access to documents enabling them to arrive at an informed opinion and to pass judgement on the management and operation of the Company.

The nature of these documents and the conditions for them to be sent or made available to shareholders are laid down in the current regulations.

#### **Article 27 – Financial statements**

The financial year begins on 1 January and ends on 31 December of each year.

The Board of Directors keeps regular accounts of company operations and draws up financial statements in accordance with commercial laws and practices. An Annual General Meeting, to be held to approve the financial statements of the previous financial year and the consolidated financial statements, must be convened each year within 6 months of the end of the financial year, or, in the event of an extension, within the period set by court decision.

#### **Article 28 – Profits and losses**

After deduction of any prior year losses, at least one-twentieth of the year's net profit is transferred to the statutory reserve, until such time as it has reached a sum equal to one-tenth of the Company's share capital, and again at any time should it fall back below that minimum requirement for any reason.

The balance, plus any retained earnings from prior years, constitutes the profit available for distribution.

The shareholders at the Annual General Meeting shall have sole discretion over the allocation of this profit. Accordingly, the shareholders may resolve to allocate all or part of it to retained earnings, to one or more general or special reserve accounts, or to the shareholders as a dividend. The Annual General Meeting of Shareholders may also resolve to distribute sums from other reserves to which they are entitled, either to pay or supplement the dividend or as an exceptional distribution; in this case, their resolution shall expressly indicate which reserve accounts are to be used.

However, no distribution may be made if it would cause the Company's net equity to fall below the amount of its share capital plus any non-distributable reserves.

The Annual General Meeting shall have the option to offer shareholders the choice between payment of all or part of the interim dividend or dividend in cash and/or in the Company's shares, while complying with statutory and regulatory requirements.

Any losses, after approval of the financial statements by the Annual General Meeting, are recorded on a special balance sheet account and deducted from net profits in the future financial years until extinguished.

#### **Article 29 – Extension – Dissolution – Liquidation**

At least one year before the expiry date of the Company's term, the Board of Directors must convene the Extraordinary Annual General Meeting in order to decide whether the Company should be extended or not.

In the absence of extension or in the event of early dissolution, for any reason whatsoever, the liquidation of the Company is carried out by one or more liquidators appointed by the Annual General Meeting under the quorum and majority conditions provided for Ordinary Annual General Meetings or, failing this, by court decision.

The role, mission and powers of the liquidators are determined by the decision appointing them. For the rest, the liquidation is carried out in accordance with the provisions of the law.

The net proceeds of the liquidation, after extinguishing of the liabilities and reimbursement to the shareholders of the unamortised nominal amount of their shares, is distributed among the shareholders in proportion to the number of shares they hold, taking into account, where applicable, the rights of the shares of different categories.

#### **Article 30 – Disputes – Election of domicile**

Any dispute which may arise during the Company's term or liquidation, either between the shareholders, the directors and the Company, or between the shareholders themselves in relation to social affairs, will be judged in accordance with the law and submitted to the jurisdiction of the courts with competence over the registered office and all summonses and notices will be made lawfully to this elected domicile, without having regard to the actual domicile; in the absence of an election of domicile, summonses and notices will be validly made at the Public Prosecutor Office (*Parquet de Monsieur le Procureur de la République*) at the Court of First Instance (*Tribunal de Grande Instance*) with competence over the registered office.

# BUSINESS OVERVIEW

In 2019, ORPEA continued to pursue its expansion strategy internationally. It acquired groups in Germany and the Netherlands, established new facilities and made selective acquisitions of independent facilities, as well as taking full ownership of joint ventures with SIS in Brazil and Portugal.

The Group focused again on setting up new facilities in locations with strong purchasing power.

ORPEA has also continued its strategy of financial optimisation with new financing at attractive terms allowing it to extend the maturity of its debt. The Group notably issued an OCEANE of €500 million over 8 years.

Finally, ORPEA once again strengthened its real-estate portfolio to reach 49% ownership of its buildings by the end of 2019, which is its medium- to long-term objective.

## 2019 KEY FIGURES

### ORPEA network

At year-end 2019, the network consisted of 103,032 beds across 1,004 facilities in 19 countries. The number of beds outside France (69,009) now accounts for 67% of the total network, up 52% over five years.

Its growth pipeline consists of 20,932 beds under construction – 86% outside France – with many facilities in high-potential locations such as Berlin, Zurich, Prague, Lisbon, Warsaw, and Rio de Janeiro.

	Number of facilities	Total number of beds	Of which beds in operation	Of which beds under construction
<b>France Benelux</b>	<b>500</b>	<b>44,068</b>	<b>39,316</b>	<b>4,752</b>
France	352	34,023	31,127	2,896*
Belgium	64	7,419	6,970	449
Netherlands	82	2,261	1,219	1,042
Luxembourg	2	365	0	365
<b>Central Europe</b>	<b>249</b>	<b>26,491</b>	<b>21,606</b>	<b>4,885</b>
Germany	185	19,583	16,654	2,929
Switzerland	37	3,679	2,952	727
Italy	27	3,229	2,000	1,229
<b>Eastern Europe</b>	<b>135</b>	<b>14,419</b>	<b>10,772</b>	<b>3,647</b>
Austria	85	7,815	7,074	741
Czech Republic	19	2,725	2,044	681
Poland	23	2,886	1,103	1,783
Russia	1	200	0	200
Slovenia	7	793	551	242
<b>Iberian Peninsula/Latin America</b>	<b>119</b>	<b>17,914</b>	<b>10,266</b>	<b>7,648</b>
Spain	64	11,077	8,842	2,235
Portugal	29	3,108	728	2,380
Brazil	19	2,752	471	2,281
Uruguay	3	326	100	226
Colombia	2	321	0	321
Mexico	2	330	125	205
<b>Rest of the World (China)</b>	<b>1</b>	<b>140</b>	<b>140</b>	<b>0</b>
<b>TOTAL</b>	<b>1,004</b>	<b>103,032</b>	<b>82,100</b>	<b>20,932</b>

\* Including 895 beds in redevelopment, corresponding to beds that will be closed for redevelopment.

## ORPEA Group's 2019 consolidated revenue

In 2019, ORPEA reported revenue of €3,740.2 million, greater than its initial guidance of €3,700 million. That represents an increase of +9.4%, or €320.5 million in additional revenue compared with 2018. Seventeen years on from its IPO, this increase recorded in a single year is almost double the size of the Group when it was floated in 2002.

This business expansion again resulted from the combination of:

- solid organic growth of +4.7%. Mature facilities have consistently high occupancy rates due to the structural needs of the sector and the location, attractiveness, and good reputation of ORPEA facilities. Like every financial year, organic growth was also fuelled by the ramp-up in the facilities opened in 2018 and by the opening in 2019 of more than 2,000 beds (resulting from construction or redevelopment);
- sustained acquisition-led growth, particularly internationally.

(in millions of euros)	2019	2018	Change 2019/2018 (as a %)	2017
France Benelux	2,218.4	2,040.3	+8.7%	1,942.7
Central Europe	961.6	875.1	+9.9%	782.5
Eastern Europe	358.7	335.0	+7.1%	268.8
Iberian Peninsula/Latin America	198.3	167.4	+18.5%	142.8
Rest of the World	3.1	2.0	NM	1.5
<b>TOTAL</b>	<b>3,740.2</b>	<b>3,419.8</b>	<b>+9.4%</b>	<b>3,138.2</b>

*France Benelux: France, Belgium and the Netherlands.*

*Central Europe: Germany, Italy and Switzerland.*

*Eastern Europe: Austria, Poland, Czech Republic and Slovenia.*

*Iberian Peninsula + Latin America: Spain, Portugal, Brazil and Uruguay.*

*Rest of the world: China.*

**The France Benelux region** includes operations in France, Belgium and the Netherlands. The ORPEA Group's revenue in the region continued to grow, rising by 8.7% to €2,218.4 million over the course of the financial year, accounting for 60% of the Group's total activity.

This increase was driven by a healthy pace of organic growth powered largely by:

- the opening of new beds through a combination of new builds in France and Belgium, redevelopments and transfers, plus extensions of facilities including outpatient units within post-acute and rehabilitation hospitals;
- the ramp-up in facilities opened over the past 18 months;
- the high occupancy rates at mature facilities achieved as a result of the recognised standard of care, accommodation and services provided in ORPEA's facilities.

**The Central Europe region** encompasses operations in Germany, Switzerland and Italy. Revenue in the region posted an impressive increase of +9.9% to €961.6 million, contributing 26% of the Group's total revenue.

This increase is driven by a good level of organic growth, as well as by the contribution of selective acquisitions, notably in Switzerland and Italy.

**The Eastern Europe region** is made up of operations in Austria, the Czech Republic, Poland and Slovenia. Revenue in the region posted growth of +7.1% to €358.7 million, generating 9.6% of the Group's total revenue.

**The Iberian Peninsula and Latin America region** comprises operations in Spain, Portugal, Brazil and Uruguay. Revenue in the region grew by +18.5% to €198.3 million, generating 5% of the Group's total revenue thanks to a good level of growth.

Operations in China make up **the Rest of the World region**, with the €3.1 million in revenue deriving from the facility in Nanjing.

## Selected financial information from the consolidated income statement

(IFRS) (in millions of euros)	31/12/2019	% of revenue	31/12/2018	% of revenue	Change 2019/2018 (as a %)
Revenue	3,740.2	100.0%	3,419.8	100.0%	+9.4%
EBITDAR*	982.8	26.3%	911.8	26.7%	+7.8%
EBITDA**	949.5	25.4%	603.7	17.7%	+57.3%
Recurring operating profit	503.8	13.5%	427.7	12.5%	+17.8%
Operating profit	540.8	14.5%	445.6	13.0%	+21.4%
Net interest expense	(215.0)	N/A	(136.2)	N/A	N/A
Profit before tax	325.9	8.7%	309.4	9.0%	N/A
<b>NET PROFIT ATTRIBUTABLE TO ORPEA'S SHAREHOLDERS</b>	<b>234.0</b>	<b>6.3%</b>	<b>220.4</b>	<b>6.4%</b>	<b>N/A</b>

\* EBITDAR = Recurring EBITDA before rental expenses, including provisions related to external charges and staff costs.

\*\* EBITDA = Recurring operating profit before depreciation and amortisation, including provisions relating to external charges and staff costs.

**EBITDAR** (EBITDA before rental expenses, but including provisions for external charges and staff costs) rose +7.8% to €982.8 million, or 26.3% of revenue, down slightly compared with 2018.

**EBITDA** (recurring operating profit before depreciation and amortisation, which includes provisions for external charges and staff costs) rose +57.3% to €949.5 million. This represented 25.4% of revenue due to the elimination of leasing expenses restated in accordance with IFRS 16 – Leases.

After €445.7 million in depreciation, amortisation and charges to provisions owing to additions to the real-estate portfolio, **recurring operating profit** came to €503.8 million (up +17.8%).

**Operating profit** advanced to €540.8 million from €445.6 million in the previous financial year.

**Net interest expense** was €(215.0) million from €(136.2) million in 2018.

After €98.6 million in income tax expense (up +3.5%), **net profit attributable to ORPEA's shareholders** rose +6.2% to €234.0 million.

## Selected financial information from the consolidated cash flow statement

(in millions of euros)	2019	2018	2017
Gross cash flow from operations	+874	+455	+432
Net cash generated by/(used in) operating activities	+807	+415	+398
Net cash generated by/(used in) investing activities	(978)	(960)	(1,068)
Net cash generated by/(used in) financing activities	+243	+699	+744
Change in cash and cash equivalents	+71	+154	+74

Net cash generated by/(used in) investing activities came to €(978) million. Of this total, 72% was devoted to real estate investments, including continuing construction projects and acquisitions of properties operated by the Group.

The net cash generated by/(used in) financing activities was positive at €243 million. This cash includes the proceeds of €500 million from the bond issue carried out in H1 2019.

## Selected financial information from the consolidated balance sheet

(in millions of euros)	31/12/2019	31/12/2018	31/12/2017
Equity attributable to ORPEA's shareholders	3,014	2,969	2,715
Current financial liabilities*	915	892	469
Non-current financial liabilities	5,859	5,104	4,621
Cash and cash equivalents	(839)	(768)	(614)
<b>Net debt</b>	<b>5,935</b>	<b>5,228</b>	<b>4,476</b>
Goodwill	1,299	1,137	1,013
Intangible assets**	2,469	2,257	2,082
Property, plant and equipment***	6,017	5,713	5,042
<b>TOTAL ASSETS</b>	<b>14,539</b>	<b>11,145</b>	<b>9,695</b>

\* Including liabilities related to assets held for sale.

\*\* Excluding €31 million of intangible assets held for sale in 2017.

\*\*\* Excluding €33 million in property, plant and equipment held for sale in 2017, €206 million in 2018 and €340 million in 2019.

At 31 December 2019, goodwill totalled €1,299.0 million (after deducting the €58.1 million in goodwill held for sale at 31 December 2019), compared with €1,137.2 million at 31 December 2018. Intangible assets (chiefly consisting of operating licences) came to €2,469.1 million, up from €2,256.7 million at 31 December 2018 (less intangible assets held for sale amounting to €3.8 million at 31 December 2019). Impairment testing of goodwill, intangible assets and real estate assets did not reveal the need to recognise any losses.

The portfolio had a total value of €6,016.7 million (less the €338.0 million in real estate assets under disposal), including €595.1 million in land and assets under construction or redevelopment. In keeping with its strategic goal, ORPEA increased the size of its real estate portfolio by €303.4 million in the 2019 financial year, reflecting an increase of 5.3%.

At 31 December 2019, the Group's equity attributable to owners of the parent stood at €3,014.0 million, up from €2,969.3 million at 31 December 2018.

At 31 December 2019, the Group had €838.7 million in cash and cash equivalents, compared with €768.0 million at 31 December 2018. This increase reflected the proceeds during the year from the issue of *Schuldschein* notes, private bond placements and conventional bilateral loans.

Net debt stood at €5,535 million<sup>(1)</sup>, compared with €5,022 million<sup>(1)</sup> at 31 December 2018. This increase is the result of the sustained pace of real estate investment and operational activities over the 2019 financial year. Net debt at the end of 2019 comprised:

- gross current financial liabilities: €515.0 million<sup>(2)</sup>;
- gross non-current financial liabilities: €5,858.5 million;
- cash: €(838.7) million.

Gross current financial liabilities stood at €515.0 million at 31 December 2019<sup>(1)</sup>. These consist of bridging loans to finance properties recently acquired or under redevelopment or construction, lease financing and other borrowings and loans due in less than one year.

The Group retains significant financial flexibility allowing it to continue with its real estate and operational investments. Its debt ratios remain a comfortable distance below the maximum levels permitted by its covenants. At 31 December 2019, they were as follows:

- financial leverage restated for real estate assets = 1.2 (5.5 authorised);
- restated gearing = 1.7 (2.0 authorised).

During 2019, the Group continued to optimise its capital structure, by putting in place additional hedges and various different borrowing arrangements.

## OUTLOOK

Q1 2020 revenue rose +7.8% to €980.9 million. Half of this increase came from a healthy pace of organic growth at 3.9% and the other half from the contribution made by recently acquired companies, including those in Ireland, as well as in Portugal and Latin America.

The Covid-19 pandemic began to impact activity over the last ten days of Q1, as well as in Q2, with in particular:

- the full closure of the 15 Austrian clinics, decided in agreement with the pension funds so that they could allocate their funds in priority to facilities dedicated to Covid. Their reopening is scheduled for May;

- the reduction in activity of German rehabilitation clinics, linked to the immediate cessation of surgery, despite the limited impact of Covid-19 in this country. The gradual rise in occupancy rates has started over the past ten days;
- the limited decline in stays in post-acute and rehabilitation hospitals in France, followed by an increased demand for Covid-19 patients needing rehabilitation after being in an intensive care unit;
- the slowdown in nursing home activities in France, Italy and Spain, which is currently stabilising;
- the delay in openings from March.

(1) Excluding debt related to asset disposals.

(2) Excluding €400.0 million in liabilities associated with assets held for sale at 31 December 2019 and €206.5 million at 31 December 2018.

Since 17 March 2020, the date of publication of the 2019 results, the Covid-19 pandemic has accelerated considerably, impacting the Group's activity in certain regions. This is why ORPEA has decided to temporarily suspend its 2020 financial targets. The recovery's current volatility, while most countries are relaxing

lockdown restrictions, and the implementation of possible compensatory measures in almost all countries, do not currently allow for the 2020 outlook to be precisely defined. However, the Group remains confident in the medium and long term.

## EVENTS SUBSEQUENT TO 1 JANUARY 2020

### Acquisition of TLC in Ireland

ORPEA has moved into Ireland, in County Dublin, with the acquisition of the TLC Group, a major player in nursing homes in Ireland.

The long-term care sector in Ireland boasts healthy growth prospects:

- the Republic of Ireland is a member of the euro zone and has one of the strongest economic growths in the zone (GDP up +6.7% in 2018);
- the number of people over 80 is expected to grow by +3% per year until 2046;
- the private nursing homes sector is very fragmented, with the top ten representing only 25% of the market;
- 7,500 beds will need to be built by 2026 to meet demand.

Founded in 2004, TLC is one of the main players in nursing homes in Ireland, recognised for its quality offer by the Health Authorities (HIQA). TLC is the owner of a network of five facilities with 674 beds. The facilities are recent, all located in County Dublin. TLC owns 100% of its real estate and benefits from an experienced management team.

ORPEA acquired 100% of the share capital of TLC which has been consolidated since 1 January 2020. TLC generated revenue of €40 million in 2019, with profitability in line with that of ORPEA.

### The Group mobilised against Covid-19

In the context of the Covid-19 pandemic, the Group has taken all possible measures to protect its residents, patients and employees.

From January 2020, ORPEA set up crisis units both at Group level and locally in order to anticipate the measures to be implemented as best as possible. Business continuity plans (BCPs) were therefore able to be implemented quickly and barrier measures were reinforced at all sites. The Group has capitalised on its expertise to prepare for and anticipate the spread of Covid-19. Barrier measures, protocols, training and management of equipment

inventories were deployed upstream in Group facilities and access to facilities in most countries was quickly limited to staff only.

Given the uncertainty about how long the epidemic will last, it is, however, too early to assess the possible impact on the Group's future financial results.

In any event, ORPEA is not expecting any impairment of its assets or the revaluation of its liabilities.

Design and production: **côtécorp.**  
Tel.: +33 (0)1 55 32 29 74

Photo credits: © ORPEA

# REQUESTS FOR DOCUMENTS AND INFORMATION

Form to be detached and returned, in the case of holders of registered shares (using the prepaid envelope enclosed with the Notice of Meeting), and holders of bearer shares, to the following address:

## **SOCIÉTÉ GÉNÉRALE SECURITIES SERVICES**

### **Département Titres et Bourse**

Service des Assemblées – SGSS/SBO/CIS/ISS/GMS  
32, rue du Champ-de-Tir, CS 30812  
44308 Nantes Cedex 03, France



These documents and this information are also available on the ORPEA website.

[www.orpea-corp.com](http://www.orpea-corp.com)  
("Shareholders" section)



**COMBINED ANNUAL GENERAL MEETING**  
**Tuesday 23 June 2020**

I, the undersigned: ☐ Mrs ☐ Ms ☐ Mr ☐ Company: \_\_\_\_\_

Last name (or company name): \_\_\_\_\_ First name: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Owner of: \_\_\_\_\_ registered ORPEA shares (registered securities account no. \_\_\_\_\_)

And/or: \_\_\_\_\_ bearer shares, held in an account with \_\_\_\_\_

(attach a certificate of entry in the bearer securities account held by your financial intermediary)

Wish to receive at the address above (or the email address above) the documents and information referred to in Article R. 225-83 of the French Commercial Code in relation to the Combined Annual General Meeting to be held on 23 June 2020.

I wish to receive these documents and information by email. My email address is:

\_\_\_\_\_ @ \_\_\_\_\_

Place: \_\_\_\_\_

Date: \_\_\_\_\_ 2020,

Signature required:

**N.B.** Shareholders owning registered shares may, if they have not already done so, make a single request to the Company to send the documents and information referred to in Article R. 225-83 of the French Commercial Code, for each subsequent Annual General Meeting.





**CONTACT**

12, rue Jean Jaurès – CS 10032  
92 813 Puteaux Cedex

Email: [financegroupe@orpea.net](mailto:financegroupe@orpea.net)

[www.orpea-corp.com](http://www.orpea-corp.com)