

Puteaux, France, 26 May 2023 (11:30 pm CEST)

CONVENING OF THE SHAREHOLDERS AND CREDITORS OF ORPEA S.A. AS AFFECTED PARTIES TO VOTE ON THE ACCELERATED SAFEGUARD PLAN ON 16 JUNE 2023

AVAILABILITY OF THE DRAFT ACCELERATED SAFEGUARD PLAN

GRANTING OF THE WAIVER BY THE AMF

Convening of all classes of affected parties by the judicial administrators to vote on the accelerated safeguard plan and availability of the draft accelerated safeguard plan and the documents for the vote in the classes of affected parties

By judgment dated 24 March 2023, the Specialized Commercial Court of Nanterre ruled in favor of ORPEA S.A.'s request and opened accelerated safeguard proceedings in its favor. The proceedings were extended by a judgment of the Specialized Commercial Court of Nanterre on 22 May 2023 for a further two months, until 24 July 2023. As a reminder, the proceedings only affects the financial, social and tax creditors directly concerned by its restructuring plan, to the exclusion of any other creditor or partner, in particular lessors or suppliers.

In this context and following the various announcements made by the Company, Maître Héléne Bourbouloux and Maître Thibault Martinat, in their capacity as judicial administrators of ORPEA S.A. appointed under the terms of the judgment opening the accelerated safeguard proceedings referred to above, have today convened all relevant classes of affected parties, shareholders and creditors, to vote on the draft accelerated safeguard plan which will be submitted to the classes of affected parties.

The vote for each of the classes of affected parties will take place on 16 June 2023 in accordance with the procedures set out in the internal rules governing the classes of affected parties and the convening notices.

To this end, the convening notices, which are subject to legal publication, have been published in the *Bulletin des Annonces Légales* (BALO) today and can be accessed, together with the internal rules governing the classes of shares affected and voting procedures and all the documents that must be made available to shareholders under the applicable legal and regulatory conditions, on the Company's website under the heading "Restructuring": ([link](#)).

The classes of affected parties, including the class of shareholders, will vote on a single resolution: the approval of the accelerated safeguard plan of ORPEA S.A.



Availability of the draft safeguard plan of ORPEA S.A.

The draft accelerated safeguard plan, prepared by ORPEA S.A. with the assistance of the judicial administrators, on the basis of which all classes of affected parties will vote on 16 June 2023, in person or by correspondence, as the case may be, is now available on the Company's website (www.orpea-group.com) in the "Restructuring" section ([link](#)).

At the end of the vote, the results will be published on ORPEA S.A.'s website.

The technical terms and conditions of the equity transactions provided for in the draft accelerated safeguard plan to be submitted to the Nanterre Commercial Court for review, and the transactions to be carried out subsequently, are described in further detail in the Appendix, which is also available in the "Restructuring" section ([link](#)).

Granting of the waiver by the AMF

On 25 May 2023, and published today, the *Autorité des Marchés Financiers* granted the groupement comprising Caisse de Dépôts et Consignations, MACSF, CNP Assurances and MAIF a waiver from the mandatory filing of a tender offer pursuant to Articles 234-8, 234-9 2° and 234-10 of the General Regulations of the *Autorité des Marchés Financiers*. (www.amf-france.org).



About ORPEA

ORPEA is a leading global player, expert in providing care for all types of frailty. The Group operates in 21 countries and covers three core businesses: care for the elderly (nursing homes, assisted living facilities, homecare and services), post-acute and rehabilitation care and mental health care (specialized clinics). It has more than 76,000 employees and welcomes more than 267,000 patients and residents each year.

<https://www.orpea-group.com/en>

ORPEA is listed on Euronext Paris (ISIN: FR0000184798) and is a member of the SBF 120, MSCI Small Cap Europe and CAC Mid 60 indices.

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Appendix

[Terms and conditions of the equity transactions implemented as part of the financial restructuring of ORPEA S.A.](#)