

**INTERNAL RULES (REGLEMENT INTERIEUR) OF THE VOTE OF THE CLASSES OF AFFECTED PARTIES
DATED 26 MAY 2023, AS AMENDED ON 15 JUNE 2023**

ORPEA S.A.'S ACCELERATED SAFEGUARD PROCEEDINGS

The vote of the classes of affected parties set up in the context of ORPEA S.A.'s accelerated safeguard proceedings is subject to these internal rules as set out below.

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By judgment dated 24 March 2023, the *Tribunal de commerce spécialisé de Nanterre* opened accelerated safeguard proceedings to the benefit of ORPEA, a French limited liability company (*société anonyme*) with a share capital of 80,867,313.75 euros, having its registered office at 12, rue Jean Jaurès, 92813 Puteaux Cedex, and registered with the Nanterre Trade and Companies Register (*Registre de Commerce et des Sociétés de Nanterre*) under number 401 251 566 (the "**Company**").

This judgment appointed:

- SELARL FHB, represented by *Maître* Hélène Bourbouloux, having its registered office at 176, avenue Charles de Gaulle, 92200 Neuilly-sur-Seine, and SELARL AJRS, represented by *Maître* Thibaut Martinat, having its registered office at 3, avenue de Madrid, 92200 Neuilly-sur-Seine acting as judicial administrators with a mission of supervision (the "**Judicial Administrators**"),
- SCP BTSG², represented by *Maître* Marc SENECHAL, having its registered office at 15, rue de l'Hôtel de Ville, 92200 Neuilly-sur-Seine, and SELARL C. BASSE, represented by *Maître* Christophe BASSE, having its registered office at 171, avenue Charles de Gaulle, 92200 Neuilly-sur-Seine, acting as creditors' representatives (the "**Creditors' Representatives**"),
- Mrs Françoise LARGET, acting as supervisory judge (the "**Supervisory Judge**") and Mr Jean-Didier DUJARDIN, acting as substitute supervisory judge.

Pursuant with the provisions of Articles L. 626-30 et seq., R. 626-52 et seq., L. 628-1 et seq. and R. 628-1 et seq. of the French *Code de commerce*, the Judicial Administrators have:

- informed the parties affected by the draft accelerated safeguard plan of the Company of their status of members of a class of affected parties and requested the communication of the applicable subordination agreements
 - on 5 April 2023, by notice published in the *Bulletin des Annonces Légales Obligatoires* ("**BALO**"),
- notified the conditions of the allocation in classes, the method retained for computing the votes as well as the criteria used for the composition of the classes of affected parties, and the list of such classes (the "**Notifications of Classes**")
 - on 21 April 2023, depending on the situation, by notice inserted in the BALO (class No. 4, 7, 8 and 9) or letters sent by e-mail to privileged tax and social creditors (class No. 5 and 6) and to the agent of the syndicated loan agreement of 13 June 2022 (class No. 1, 2 and 3),
- convened each class of affected parties following the applicable conditions (Art. R. 626-60, R. 626-61 and R. 626-62, as the case may be) to vote on the draft accelerated safeguard plan of the Company (the "**Convening to the Vote**")

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- on 26 May 2023, depending on the situation, by notice inserted in the BALO (class No. 4, 7, 8 and 9) or letters sent by e-mail to privileged tax and social creditors (class No. 5 and 6¹) and to the agent of the syndicated loan agreement of 13 June 2022 (class No. 1, 2 and 3), it being understood that notice of postponement of these convening was addressed on 14 June 2023 under the same conditions.

Note that by order of 12 June 2023, the Supervisory Judge authorised, in accordance with article L. 626-30-2 paragraph 4 of the French *Code de commerce*, an extension of the period between the transmission of the draft accelerated safeguard plan and the vote of the classes of affected parties in order to take account of the postponement of the Voting Date (as defined hereinafter) to 28 June 2023, considering the fact that the decision of the Versailles Court of Appeal on the challenges to the composition of the classes of affected parties should be handed down on 22 June 2023.

In accordance with the Convening to the Vote, each class of affected parties is invited to vote on the draft accelerated safeguard plan of the Company published on 26 May 2023 by the Company on its website at the following link: <https://www.orpea-group.com/en/shareholders-investors/financial-restructuring/> (the “**Draft Accelerated Safeguard Plan**”):

- regarding the classes of affected creditors No. 1 to No. 7: by electronic means only, from 9 June 2023 at 12 PM (Paris time) and until 27 June 2023, 12 PM (Paris time) (“**Electronic Voting Period**”) in accordance with the conditions set forth in Article 4.2.1 hereinafter, the different votes being counted on 28 June 2023;
- regarding the class of affected creditors No. 8:
 - by **electronic means** during the Electronic Voting Period, or
 - in **person at a meeting organized on 28 June 2023**, in accordance with the conditions set forth in Article 4.2.2 hereinafter;
- regarding the shareholders’ class (No. 9):
 - by **mail**, or
 - by **electronic means** from 7 June 2023 at 12 PM (Paris time) and until 27 June 2023 at 3 PM (Paris time), or
 - in **person at a meeting organized on 28 June 2023**, in accordance with the conditions set forth in the Convening to the Vote of the shareholders’ class, to which Article 4.2.3 hereinafter refers.

The date of the vote of all the classes of affected parties will be on 28 June 2023 (the “**Date of the Vote**”).

ARTICLE I – COMPOSITION OF THE CLASSES

Pursuant to provisions of Article R. 626-58 et seq. of the French *Code de commerce*, the members of the classes were informed of the conditions of the allocation in classes, the method retained for computing the votes as well as the criteria used for the composition of the classes of affected parties, and the list of such classes by the Judicial Administrators.

The Judicial Administrators have composed the classes of affected parties as follows:

¹ It is specified that the vote of class n°6 was substituted by an agreement deemed as a vote, so that such class was not convened again for the purpose of postponing the Voting Date to 28 June 2023.

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Classes of affected parties		Members of the class	Criteria used for the composition
1	Class of creditors secured by the new money privilege (<i>privilège de conciliation</i>)	Lenders in respect of A1, A2/A3, A4 and B Tranches of the syndicated loan agreement entered into on 13 June 2022	New money privilege (<i>privilège de conciliation</i>), first-ranking pledge on the shares of ORESC 25 and CEECSH and first-ranking Dailly assignment (<i>cession Dailly</i>) of intra-group loans financed by loan drawings
2	Class of secured creditors 1	Lenders in respect of C1 Tranche of the syndicated loan agreement entered into on 13 June 2022	First-ranking pledge on the shares of ORESC 25 and CEECSH and first-ranking Dailly assignment (<i>cession Dailly</i>) of intra-group loans financed by loan drawings
3	Class of secured creditors 2	Lenders in respect of C2 Tranche of the syndicated loan agreement entered into on 13 June 2022	Second-ranking pledge on the shares of ORESC 25 and CEECSH and second-ranking Dailly assignment (<i>cession Dailly</i>) of intra-group loans financed by loan drawings Intercreditors agreement dated 28 November 2022, stipulating the subordination of the C2 Tranche to the C1 Tranche
4	Class of secured creditors 3	Euro PP bondholders identified under code ISIN FR0011365634	Bonds secured by a mortgage whose amount is capped
5	Class of secured tax and social creditors	<p>Direction Générale des Entreprises, for all claims dated prior to the date of the opening judgment, including (i) any claim related to tax adjustments resulting from audit procedures and (ii) the claim for wage tax</p> <p>URSSAF for all claims dated prior to the date of the opening judgment, including (i) the employer's share of social security contributions and (ii) sums due in respect of in-house training and the apprenticeship tax</p> <p>Complementary pension organizations (Agircc - Arrco, in the person of B2V Gestion), for the employer's share of contributions made prior to the date of the opening judgment</p> <p>Supplementary insurance institutions and pension funds (MMA, AG2R, in the person of Verlingue), for the employer's share of</p>	Privileged tax and social creditors

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Classes of affected parties		Members of the class	Criteria used for the composition
		contributions dated prior to the opening judgment	
6	Class of public creditors	<i>Caisse nationale de solidarité pour l'autonomie</i> for its restitution claim dated prior to the opening judgment	Restitution claim of public funds
7	Class of unsecured creditors 1	<i>Schuldscheindarlehen</i> and <i>Namensschuldverschreibung</i> holders, unsecured bank creditors, unsecured straight bondholders, unsecured Euro PP bondholders	Unsecured financial debt
8	Class of unsecured creditors 2	Convertible bondholders (OCEANE)	Unsecured financial debt in respect of transferable securities giving access to equity
9	Shareholders' class	Shareholders	Shareholders

By orders dated 15 May 2023, the Supervisory Judge ruled out the statements of claims filed by some affected parties regarding the conditions of their allocation in classes notified on 21 April 2023, which therefore remain unchanged.

Several appeals have yet been lodged against two of these orders to challenge the composition of classes No. 1 to No. 3, No. 7 and No. 8. Hearings related to these recourses were held on 8 June 2023 and the Versailles Court of Appeal reserved its decision until 22 June 2023.

In accordance with Article R. 626-58-1 of the French *Code de commerce*, the Judicial Administrators shall update, if necessary, the conditions of the allocation in classes and the method retained for computing the votes. In case such update would intervene, the Judicial Administrators shall inform the affected parties by any means.

Considering that the Electronic Voting Period has already started, it is specified that if the *Cour d'appel de Versailles* were to render a decision setting aside or overturning one of the Supervisory Judge's orders and leading the Judicial Administrators to have to update the conditions of the allocation in classes and the method retained for computing the votes:

- the Judicial Administrators shall make the required update and, provided that the decision of the Versailles Court of Appeal does not affect the content of the Draft Accelerated Safeguard Plan, shall reallocate the votes already recorded during the Electronic Voting Period within the classes thus updated, under the supervision of a court-appointed bailiff; and
- in the case of members of a class of affected parties whose rights are to be updated following the decision of the Versailles Court of Appeal, as the case may be, and solely for those who have not acceded to the lock-up agreement dated 14 February 2023 and have not previously undertaken to vote in favour of the Draft Accelerated Safeguard Plan established by the Company with the assistance of the Judicial Administrators, they will be authorised, if they so wish, to cast a new vote under the terms and conditions applicable to the relevant class of affected parties, their initial vote being cancelled accordingly, it being understood that if

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members of the relevant class of affected parties do not cast a new vote, their initial vote will remain in effect as it has not been cancelled.

ARTICLE II – CONVENING OF THE CLASSES OF AFFECTED PARTIES – ACCESS TO THE DOCUMENTATION

2.1 Convening notice of the classes of affected parties

In accordance with the provisions of Articles L. 626-30-2 and R. 626-60 et seq. of the French *Code de commerce*, the members of the classes of affected parties are convened **to vote on the Draft Accelerated Safeguard Plan (and its schedules) drawn up by the Company with the assistance of the Judicial Administrators.**

Pursuant to Articles R. 626-60 et seq. of the French *Code de commerce*, the Judicial Administrators have sole authority to decide on the conditions for convening the classes, except for bondholders and equity holders, for whom the conditions for convening the classes are respectively governed by Articles R. 626-61 and R. 626-62 of the French *Code de commerce*.

In accordance with Articles R. 626-60 et seq. of the French *Code de commerce*, the Notices to Vote were thus initially sent (before postponement) to the members of the classes of affected parties on 26 May 2023 (i.e. more than 21 days before the Voting Date) and were reiterated on 14 June 2023 in order to postpone the Voting Date to 28 June 2023 according to the following method:

- for classes No. 1, No. 2, No. 3, by e-mail to the agent of the syndicated loan agreement dated 13 June 2022,
- for classes No. 5 and No. 6: by e-mail,
- for classes No. 4, No. 7, No. 8: by publishing the convening notices in a newspaper authorized to receive legal announcements in the sector of the debtor's registered office and in the BALO, and communicating them by e-mail to the agents and the mass' representatives of the loans concerned, and
- for class No. 9: by publishing the convening notices in a newspaper authorized to receive legal announcements in the sector of the debtor's registered office and in the BALO.

2.2 Access to the documentation

The following documents are available on the Company's website (<https://www.orpea-group.com/en/shareholders-investors/financial-restructuring/>) and / or with Kroll (e-mail: orpea@is.kroll.com), acting as "Centralizing Agent":

- these internal regulations;
- the ballot paper to be completed for the vote (one ballot paper for creditors and another for shareholders),
- the certificate of capacity to be completed by some creditors for voting purposes, as described in Article III below.

In accordance with Article L. 626-30-2 of the French *Code de commerce*, the Draft Accelerated Safeguard Plan is available to affected parties on the Company's website at least twenty days before the end of the Electronic Voting Period and the Voting Date.

Pursuant to Article R. 626-59 of the French *Code de commerce*, the Judicial Administrators have requested the respective comments of the Creditors' Representatives and employee council's

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representatives on the Draft Accelerated Safeguard Plan, which were made available on the Company's website prior to the start of the Electronic Voting Period.

ARTICLE III – ADMISSION TO THE AFFECTED PARTIES CLASSES'S VOTE – VOTING RIGHTS – MAJORITY CONDITIONS

Each holder of affected claims has the right, for each of his affected claims and whatever the amount, to participate in the vote of each class of affected creditors to which each of his claims belongs, in accordance with the breakdown shown in the Notification of Classes of 21 April 2023, updated where necessary.

Each shareholder is entitled to vote in the shareholders' class.

3.1 Voting rights

3.1.1 Regarding the affected creditors' classes (No. 1 to No. 8)

The number of voting rights allocated to each member of these classes is determined within each class in proportion to the amount of its affected claim, in principal and interest (including accrued interest up to the contractual maturity date), in relation to the total amount of the relevant affected claims of the members of the class.

In this respect, the amount of affected claims of the members of each class is determined by the Judicial Administrators in accordance with Article L. 626-30, V, of the French *Code de commerce*, on the basis of a list certified by the Company's statutory auditors, it being specified that:

- in accordance with Article L. 626-30, V, of the French *Code de commerce*, the amount of affected claims secured by a trust (*fiducie*) granted by the Company is not taken into account in calculating the total amount of affected claims by the members of each class; and
- in accordance with Article R. 626-58, III, of the French *Code de commerce*, in the event of an interest-rate indexation clause, the amount of interest remaining to fall due on the date of the opening judgment of the accelerated safeguard proceedings has been calculated at the rate applicable on the date of this judgment.

No affected claim is secured by a trust (*fiducie*). In addition, as all affected claims are in euros, they have not been converted into euros at the conversion rate applicable on the date of the opening judgment of the Company's accelerated safeguard proceedings.

3.1.2 Regarding the shareholders' class (No. 9)

Shareholders' voting rights are determined according to the same rules as those applicable to extraordinary general meetings of the Company's shareholders.

3.2 Record Date

3.2.1 Regarding the affected creditors' classes (No. 1 to No. 8)

In accordance with Articles L. 626-30-1 and R. 626-57 of the French *Code de Commerce*, any transfer of all or part of the affected claims held by the members of each class must be brought to the attention

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of the Judicial Administrators by registered letter with return receipt requested to orpea@fhbx.eu copy orpea@is.kroll.com.

The assignee of the said claims will be entitled to cast a vote within the class concerned, provided that:

- the aforementioned transfer notification is received before 26 June 2023 at 12 AM Paris time (the "**Record Date**"), the date of the notice of receipt or confirmation of receipt by e-mail being taken as proof;
- where applicable, the transfer in question has been subject to the other formalities required under the applicable law to be effective against third parties and the Company.

The Judicial Administrators inform the members of the classes of affected parties that any transfer notified after the Record Date will not be taken into account, and that only the creditor at the origin of the transfer shall be able to validly vote.

It is specified that:

- Regarding bondholders: their participation to the vote is subject to the record of their securities in an account opened in the name of the bondholder concerned with any financial intermediary authorized to maintain accounts directly or indirectly with Euroclear Bank / Euroclear France / Clearstream Luxembourg, as the case may be, on the Record Date, i.e. 26 June 2023 at 12 AM (Paris time).
- Regarding holders of bank claims and *Schuldscheindarlehen* and *Namensschuldverschreibung* holders: their participation to the vote is subject to their record in the registers produced by the Company or the relevant agents on their behalf on the Record Date, i.e. 26 June 2023 at 12 AM (Paris time).

The Judicial Administrators hereby inform the members of the affected classes of creditors that any creditor whose claim is settled loses the status of member of the class or classes of affected parties to which he or she belongs.

3.2.2 Regarding the shareholders' class (No. 9)

The conditions governing the inclusion of shares held by shareholders in the shareholders' class vote on the Draft Accelerated Safeguard Plan are set out in the updated Convening to the Vote of the shareholders' class, published on 14 June 2023 in a notice published in the BALO.

ARTICLE IV – VOTING PROCEDURES

4.1 Judicial Administrators' authority

4.1.1 Regarding the affected creditors' classes

In accordance with the provisions of Article R. 626-60 of the French *Code de commerce*, the Judicial Administrators have sole authority to decide on the method for voting by the classes of affected creditors, and may in particular decide that voting will take place remotely, electronically or in person, it being specified that their decision may not be challenged.

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Unless otherwise decided by the Judicial Administrators, the vote will be cast in writing, by completing and signing the ballot paper given to each affected creditor member of a class of affected parties. Any ballot paper crossed out, overwritten, incomplete, illegible, abstaining from voting or containing any comment or reservation whatsoever, will be considered null and void. Voting is not secret. The content of each vote and the results of the vote may be made public by the Company or the Judicial Administrators.

4.1.2 Regarding the shareholders' class

In accordance with the provisions of Article L. 626-30-2 of the French *Code de commerce*, the shareholders' meeting decides in accordance with the provisions applicable to extraordinary shareholders' meetings.

4.2 Voting procedures on the Draft Accelerated Safeguard Plan

4.2.1 Regarding the affected creditors' classes No. 1 to No. 7

Votes shall be cast by electronic means only.

For each of their affected claims, the members of the affected classes of creditors concerned will be invited to vote on the Draft Accelerated Safeguard Plan from **9 June 2023 at 12:00 PM** (Paris time) **until 27 June 2023 at 12:00 PM** (Paris time) (Electronic Voting Period), in accordance with the procedures described below:

- Voting procedures for classes No. 1, No. 2, No. 3 and for the holders of bank claims, SSD or NSV of class No. 7

To cast a vote on the Draft Accelerated Safeguard Plan, each creditor concerned shall:

- complete and sign one voting form per affected claim and send it by e-mail with acknowledgement of receipt to the Kroll Centralizing Agent (orpea@is.kroll.com), which will reconcile the votes received with the registers of account holders / lenders of record delivered by the respective agents and/or the Company, as the case may be, on the Record Date.
- attach the following supporting documents:
 - a valid identity document for the natural person;
 - a certificate of capacity (available on the Company's website or from the Kroll Centralizing Agent);
 - for corporate members:
 - a copy of the Articles of Association, an extract from the Trade and Companies Register, or the equivalent of one of these documents under the law applicable to this legal entity, demonstrating the capacity of the signatory to sign the ballot paper or to grant a power of attorney in favor of the signatory of the ballot paper; and
 - if the attending natural person is not the legal representative, a valid delegation of authority or special power of attorney signed by one of the legal representatives, enabling such a vote to be carried out on behalf of the principal. Failing this, the delegation of powers will not be valid and the ballot paper will not be counted in the counting of votes.

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The Centralizing Agent, Kroll, will assess the compliance of these documents and any means justifying the representation of each member of each class. The Judicial Administrators reserve themselves the right to refuse participation in the vote to any person who has not provided the aforementioned supporting documents or who has not satisfactorily established his or her status to participate in the vote.

➤ Voting procedures for classes No. 5 and No. 6

To cast a vote on the Draft Accelerated Safeguard Plan, each creditor concerned must complete and sign a ballot paper for each affected claim and send it by e-mail with acknowledgement of receipt to the Judicial Administrators (orpea@fhbx.eu).

➤ Voting procedures of bondholders and EuroPP holders for classes No. 4 and No. 7

For any bond / EuroPP claims held through a financial intermediary such as a trustee, custodian or other agent, the affected creditor must instruct this financial intermediary to exercise the voting rights attached to its claims, on its behalf, in accordance with the procedures established by this intermediary.

The financial intermediaries concerned will forward the voting instructions received to the Kroll Centralizing Agent, which will aggregate the votes received and express them via its own special ballot, which will be given to the Judicial Administrators as part of the vote, accompanied by (i) a certificate of capacity certifying that it is authorized to vote on behalf of the bondholders / EuroPP holders and (ii) a certificate by which it will certify that it has reconciled the electronic voting instructions received and the corresponding amounts in light of the confirmations of holdings issued on the Record Date by Euroclear Bank, Clearstream Luxembourg, Euroclear France and/or any custodian having a direct account with Euroclear France.

4.2.2 Regarding the affected creditors' class No. 8

For each of their affected claims, members of class No. 8 will be invited to cast their vote on the Draft Accelerated Safeguard Plan:

- either **electronically**, from **9 June 2023 at 12:00 PM** (Paris time) **until 27 June 2023 at 12:00 PM** (Paris time) (Electronic Voting Period),
- or, if they so wish, at an **in-person meeting** to be held, **in French**, on **28 June 2023 at 9:30 AM** (Paris time) at **Les Docks de Paris, Dock Pullman** (87 Av. des Magasins Généraux, 93300 Aubervilliers).

- Electronic voting procedures: For any convertible bondholders (OCEANE) claims held through a financial intermediary such as a trustee, custodian or other agent, the affected creditor must instruct this financial intermediary to exercise the voting rights attached to its claims, on its behalf, in accordance with the procedures established by this intermediary.

The financial intermediaries concerned will forward the voting instructions received to the Kroll Centralizing Agent, which will aggregate the votes received and express them via its own special ballot, which will be given to the Judicial Administrators as part of the

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vote, accompanied by (i) a certificate of capacity certifying that it is authorized to vote on behalf of the relevant bondholders and (ii) a certificate by which it will certify that it has reconciled the electronic voting instructions received and the corresponding amounts in the light of the confirmations of holdings issued on the Record Date by Euroclear Bank, Clearstream Luxembourg, Euroclear France and/or any custodian having a direct account with Euroclear France.

Where necessary, it is specified that only members of class No. 8 who have not already voted electronically will be able to attend the class No. 8 meeting in person.

➤ In-person voting procedures:

Members of class No. 8 authorized to take part in the vote may, if they wish, cast their vote on the Draft Accelerated Safeguard Plan during the in-person meeting to be held on 28 June 2023 at 9:30 AM (Paris time).

In view of the specific nature of the instrument held by members of class No. 8, those wishing to attend class No. 8 vote in person must inform the Centralizing Agent by transmitting the electronic instructions for voting in person via the financial intermediary concerned.

In order to be included on the lists of class No. 8 members attending in person to the vote, the electronic instructions for in-person voting must be received by the Centralizing Agent before 3 calendar days prior to the Voting Date, i.e. no later than Sunday 25 June 2023 at 11:59 PM (Paris time).

On the Voting Day, access to the meeting room will be subject to the presentation, by each member of class No. 8 not registered on the above-mentioned lists, of:

- a valid certificate of account registration, issued by the shareholder's account keeper, showing that the convertible bonds (OCEANE) are registered in the shareholder's name on the Record Date, i.e. 26 June 2023 at 00:00 AM (Paris time).
- a valid form of personal identification of the natural person;
- a certificate of capacity (available on the Company's website or via the Centralizing Agent Kroll);
- for corporate members:
 - a copy of the Articles of Association, an extract from the Trade and Companies Register, or the equivalent of one of these documents under the law applicable to this legal entity, demonstrating the capacity of the signatory to sign the ballot paper or to grant a power of attorney in favor of the signatory of the ballot paper; and
 - if the attending natural person is not the legal representative, a valid delegation of authority or special power of attorney signed by one of the legal representatives, enabling such a vote to be carried out on behalf of the principal. Failing this, the delegation of powers will not be valid and the ballot paper will not be counted in the counting of the votes.

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The Centralizing Agent, Kroll, will assess the compliance of these documents and any means justifying the representation of each member of each class. The Judicial Administrators reserve themselves the right to refuse participation in the vote to any person who has not provided the aforementioned supporting documents or who has not satisfactorily established his or her status to participate in the vote.

4.2.3 Regarding the shareholders' class (No. 9)

Shareholders will be able to vote by mail, electronically or at a meeting to be held in person, in French, on 28 June 2023, in accordance with the procedures detailed in the shareholders' class updated Convening to the Vote published on 14 June 2023 by publication of a notice in the BALO.

4.3 Agreement equivalent to a vote

It is specified that, within a class, in accordance with Article L. 626-30-2 paragraph 7 of the French *Code de commerce*, the vote on the adoption of the Draft Accelerated Safeguard Plan may be replaced by an agreement which, after consultation with its members, has received the approval of two-thirds of the votes held by them.

ARTICLE V – MAJORITY CONDITIONS

In accordance with Article L. 626-30-2 of the French *Code de commerce*, **each class of affected parties shall reach a decision by a majority of two-thirds of the votes held by the members having cast a vote, and therefore without any quorum requirement.**

The vote cast in a class of affected parties by each affected party is indivisible and must relate to (i) the full amount of each claim in the case of the affected creditors concerned, and (ii) all voting rights in the case of the shareholders.

When calculating the two-thirds majority, neither abstentions nor blank or invalid votes are taken into account. Thus, the voting rights of members of a class who have not taken part in the class vote for any reason whatsoever will not be taken into account when calculating the two-thirds majority.

ARTICLE VI – MINUTES OF THE VOTE ON THE DRAFT ACCELERATED SAFEGUARD PLAN

The votes to be received from the Centralizing Agent Kroll and/or directly, as the case may be, will be counted on 28 June 2023, under the supervision of a court-appointed bailiff who will draw up a report.

Minutes of the class voting results will be drawn up and signed by the Judicial Administrators. These results will be published on the Company's website.

The adoption of the Draft Accelerated Safeguard Plan by the classes of affected parties, if followed by its adoption by the *Tribunal de commerce spécialisé de Nanterre*, will entail the application and enforceability of the Draft Accelerated Safeguard Plan, both against the members of the classes of affected parties who approved it and against the other members of the classes of affected parties who did not approve it.

ARTICLE VII – CONFIDENTIALITY

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All exchanges within the classes of affected parties and documents given to the classes of affected parties are strictly confidential, with the exception of documents published on the Company's website.

ARTICLE VIII – MEANS OF COMMUNICATION

Any communication to the Judicial Administrators by electronic means should be sent by e-mail to the following address: orpea@fhb.eu.

Any communication to the Centralizing Agent Kroll by electronic means should be sent by e-mail to the following address: orpea@is.kroll.com.

All documents related to the voting of affected classes published on the Company's website will be available on the following link: <https://www.orpea-group.com/en/shareholders-investors/financial-restructuring/>.

In accordance with Article R. 626-55 of the French *Code de commerce*, the use of these electronic means of communication constitutes consent to electronic transmission.

Neuilly-sur-Seine, on 15 June 2023

Hélène BOURBOULOUX
Judicial Administrator

Thibaut MARTINAT
Judicial Administrator