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ORPEA ACHIEVES A DECISIVE STEP IN THE IMPLEMENTATION OF ITS FINANCIAL RESTRUCTURING:

THE SPECIALISED COMMERCIAL COURT OF NANTERRE APPROVES THE ACCELERATED SAFEGUARD PLAN PROPOSED BY THE COMPANY

Following on from recent announcements concerning the progress of its financial restructuring, ORPEA SA (the "Company") today announces that it has reached a major milestone with the approval of its Accelerated Safeguard Plan ("*Plan de Sauvegarde Accélérée*") by the Nanterre Specialised Commercial Court, by way of a cross-class cram down¹.

Laurent Guillot, Chief Executive Officer, said:

"A key milestone has now been completed, and I'm pleased about that. We needed to move quickly, to give the most vulnerable people back the place they deserve in our society. Last autumn, ORPEA was a Group on the verge of bankruptcy, with almost 10 billion euros of debt. Our objective was to save the Group, maintain employment and guarantee the quality of care and support for the 267,000 patients and residents we welcome into our establishments every year. Today an essential decision has just been taken to save the company. ORPEA's future is therefore assured, and we can look to the future as we continue to roll out our Refoundation Plan, an ambitious plan to serve the Group's primary mission: caring for the most vulnerable. The Court's approval of our Accelerated Safeguard Plan will enable new shareholders to acquire a stake in a Group that will already have a completely different face. With their support, we will be able to further accelerate the transformation already underway. Getting through these difficulties would never have been possible throughout 2022 and 2023 without the professionalism and commitment of our 76,000 employees: on a daily basis, they have never stopped caring for our residents and patients. I would like to sincerely thank them for this."

¹ As indicated in the Press Release of 13 July 2023, the Company had requested the Court to do so by an application dated 11 July 2023.

The Accelerated Safeguard Plan, as it has been approved, is the only solution capable of providing the financial capacity essential to the continuation and consolidation of the actions undertaken by the Group as part of its Refoundation. In addition to the additional financing put in place on 26 May by the Group's main banking partners, a number of operations will be carried out, including capital increases aimed at settling existing debt and raising new equity, the amendment of the terms and conditions of the June 2022 financing to extend the maturities and reduce the interest rate, the adjustment - by obtaining various waivers - of the legal documentation of numerous financing agreements at subsidiary level, and the extension of part of the Company's tax and social liabilities.

Implementation of the conversion into equity of all ORPEA SA's unsecured debt, followed by cash contributions of up to €1.55 billion, will begin as soon as the final condition precedent has been fulfilled. This consists of the purging of the appeals lodged against the exemption from the obligation to launch a takeover bid for ORPEA shares granted on 26 May by the Autorité des Marchés Financiers. The relevant decision will be taken by the Paris Court of Appeal in the last quarter of 2023.

The Company points out that these capital increases will result in massive dilution for existing shareholders if they do not take part. Given that the Accelerated Safeguard Plan has been approved by means of a cross-class cram down, after these equity transactions, and in the absence of any reinvestment, existing shareholders would hold around 0.04% of the capital, with the theoretical value of the share in this context being 0.02 euro.

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Reminder of the terms of the various capital transactions

The draft Accelerated Safeguard Plan proposed by the Company was not approved by all classes of affected parties by the required majority². In this context, and considering that the legal conditions had been met, by decision dated 24 July 2023, the Specialised Commercial Court of Nanterre approved the Accelerated Safeguard Plan by way of a cross-class cram down.

Under these conditions, the main characteristics of the capital increases planned under the financial restructuring plan will be as follows (for more details on the terms and conditions of these capital increases, investors are invited to refer to the appendix to the Company's press release dated 26 May 2023).

² As indicated in the Press Release dated 28 June 2023, among the ten classes of affected parties, six have approved the accelerated safeguard plan at the required majority level (more than 2/3), three others, including the shareholders' class, voted the draft accelerated safeguard plan with more than 50% positive vote, and the Convertible bond ("OCEANE") class of affected party voted 49% in favor of the plan.

1. The Equitisation Capital Increase

- Capital increase with shareholders' preferential subscription rights, guaranteed by the Unsecured Creditors subscribing, where applicable, by offsetting their claims
- Issue price: €0.0601 per new share³
- Number of issued shares : 64,629,157,149
- Amount (share premium included) : € 3,884,212,345³
- Percentage of ownership of existing shareholders who do not contribute: around 0.1%

2. Groupement Capital Increase

- Capital increase with cancellation of preferential subscription rights reserved for named investors, for the benefit of Caisse des Dépôts et Consignations, Mutuelle Assurance Instituteurs de France (MAIF), CNP Assurances and MACSF Epargne Retraite (or its affiliates) (the « **Groupement** »), with, a priority right for the shareholders⁴
- Issue price : €0.0178 per new share
- Number of issued shares : 65,173,064,696
- Amount (share premium included) : €1,160,080,552
- Percentage of ownership of existing shareholders who do not contribute : 0.05%

3. Rights Issue

- Rights issue, to which the members of the Groupement have undertaken to subscribe by exercising their preferential subscription rights, for an amount of approximately 196 million euros, the balance, i.e. approximately 194 million euros, being backstopped by a group of five institutions holding a significant share of the Company's unsecured debt (the "SteerCo")
- Issue price: €0.0133 per new share
- Number of issued shares : 29,324,787,415
- Amount (share premium included) : €390,019,673
- Percentage of ownership of existing shareholders who do not contribute : 0.04%

³ This amount remains subject to technical adjustments.

⁴ This priority right will only benefit shareholders existing prior to the launch of the Equitisation Capital Increase and will therefore not benefit unsecured creditors who may become shareholders of the Company following the Equitisation Capital Increase.

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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Disclaimer - forward-looking information

This press release contains forward-looking statements that involve risks and uncertainties, including those included or incorporated by reference, regarding the Group's future growth and profitability that could cause actual results to differ materially from those indicated in the forward-looking statements. These risks and uncertainties relate to factors that the Company cannot control or accurately estimate, such as future market conditions. The forward-looking statements in this press release constitute expectations of future events and should be treated as such. Actual events or results may differ from those described in this document due to a number of risks or uncertainties described in the Company's 2022 Universal Registration Document, which is available on the Company's website and on the AMF website (www.amf-france.org).