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ORPEA ANNOUNCES THE RESULTS OF ITS SHARE CAPITAL INCREASE WITH SHAREHOLDERS' PREFERENTIAL SUBSCRIPTION RIGHTS FOR AN AMOUNT OF APPROXIMATELY EUR 3.9 BILLION BACKSTOPPED BY THE UNSECURED CREDITORS OF THE COMPANY SUBSCRIBING BY WAY OF SET-OFF AGAINST THEIR UNSECURED CLAIMS

ORPEA S.A (the « **Company** »), announces today the results of its share capital increase with shareholders' preferential subscription rights for a gross amount, including issue premium, of EUR 3,884,212,344.65, through the issue of 64,629,157,149 new shares (the "**New Shares**") at a subscription price of EUR 0.0601 per New Share (of which EUR 0.01 of nominal value and EUR 0.0501 of issue premium), backstopped by the unsecured creditors (the "**Equitization Capital Increase**").

As a reminder, the Equitization Capital Increase is carried out in the context of the accelerated safeguard plan adopted by the Nanterre Specialised Commercial Court on July 24th, 2023 (the "**Accelerated Safeguard Plan**") and aims at equitizing (by conversion and/or redemption) the entire unsecured indebtedness of the Company, amounting to approximately EUR 3.9 billion. Any amount in cash raised as a result of the exercise by the holders of preferential subscription rights will be entirely allocated to the repayment of the unsecured indebtedness at par and pro rata, the remainder being entirely subscribed for by the unsecured creditors by way of set-off against their unsecured claims.

It is also recalled that the current stock price of the ORPEA share (i.e. 0.2254 euro at close on 29 November 2023) remains significantly decorrelated from the subscription price of the New Shares issued in the context of the Equitization Capital Increase (i.e. 0.0601 euro per share) and the theoretical value of the share post-Capital Increases to be carried out under the Accelerated Safeguarding Plan, which is below 0.02 euro per share. It is thus highly probable that the price of the share post-Capital Increases will be close to the issue prices of the Capital Increases (0.0178 euro per share, for the subscription of the 65,173,064,696 new shares to be issued in the context of the Groupement Capital Increase ; 0.0133 euro per share, for the subscription of the 29,324,787,415 new shares to be issued in the context of the Rights Issue), thus implying a massive decline in the share price and significant losses for shareholders who have purchased shares of the Company at a higher price.

RESULTS OF THE EQUITIZATION CAPITAL INCREASE

Following the subscription period which ended on November 27th, 2023, total demand amounted to 1,199,337,462 New Shares, representing a subscription rate of 1.86%. The 64,629,157,149 New Shares issued as part of the Equitization Capital Increase have been subscribed as follows:

- 1,199,337,462 New Shares have been subscribed in cash on an irreducible basis (“à titre irréductible”) by the shareholders or purchasers of preferential subscription rights, i.e. EUR 72.1 million, which have been allocated to the reimbursement of the unsecured indebtedness at par, and pro rata;
- 63,429,819,687 New Shares have been subscribed by the unsecured creditors pursuant to their backstop commitment, for EUR 3.8 billion, by way of set-off against their claims.

Following the Equitization Capital Increase, the unsecured creditors will hold 98.05% of the Company’s share capital.

It is further specified that among the 1,199,337,462 New Shares subscribed in cash by the shareholders or purchasers of preferential subscription rights, 4,321,674 New Shares have been subscribed by shareholders being registered in pure nominative form on November 15th, 2023.

As a reminder, as mentioned in the Prospectus related to the Equitization Capital Increase, and in accordance with the terms of the Accelerated Safeguard Plan, the priority right provided for in the context of the Groupement Capital Increase (as defined below), which should be launched on December 6th, 2023, will only benefit shareholders of record as at the end of the accounting day of November 15th, 2023, (the “**Existing Shareholders**”), and on the basis of the number of shares they held on that date, adding thereto, if applicable, and provided that their shares were held in pure registered form at the latest from November 15th, 2023 and have been kept in this form at least until the settlement-delivery of the Groupement Capital Increase scheduled for December 19th, 2023, the shares that they have subscribed as part of the Equitization Capital Increase.

Consequently, in accordance with the terms of the Accelerated Safeguard Plan, the total number of shares on the basis of which the priority right provided for in the context of the Groupement Capital Increase may be exercised amounts to 69,015,525, i.e. the number of shares comprised in the share capital before the settlement-delivery of the Equitization Capital Increase (64,693,851 shares), to which is added the number of shares subscribed in the Equitization Capital Increase by the Existing Shareholders whose shares were held in pure registered form at 15 November 2023 (i.e. 4,321,674 New Shares).

On this basis, assuming that all Existing Shareholders exercise their priority right in the Groupement Capital Increase, up to the total number of shares to which this right is attached, i.e. 69,015,525 shares, the breakdown of the Company’s capital after completion of the Groupement Capital Increase would be as follows:

- Groupement: 50.13%
- Unsecured Creditors: 48.84%
- Free float: 1.03%

For the avoidance of doubt, it is reminded that unsecured creditors whose unsecured debts have been converted into shares as part of the Equitization Capital Increase will not benefit from this priority right in respect of the shares subscribed in the Equitization Capital Increase. In addition, this priority right will not benefit (i) the shares of the Company which have been subscribed by Existing Shareholders in the Equitization Capital Increase, beyond their share of the share capital they held on 15 November 2023 (for instance, in the event of purchase and exercise of preferential subscription rights) and (ii) the New Shares which were subscribed as part of the Equitization Capital Increase, by Existing Shareholders who would also have the status of unsecured creditor, as a result of the conversion of their unsecured debts in the context of the Equitization Capital Increase.

SETTLEMENT/DELIVERY

Settlement, delivery and start of trading of the New Shares on the regulated market of Euronext Paris (“**Euronext Paris**”) are expected to take place on December 4th, 2023. The New Shares will immediately entitle their holders to all distributions, will be immediately fungible with existing ordinary shares of the Company and will be traded on the same trading line under the same ISIN code FR0000184798.

As a result of the Equitization Capital Increase, the Company’s share capital will be comprised of 64,693,851,000 ordinary shares and will amount to EUR 646,938,510.

REMINDER ON THE ACCELERATED SAFEGUARD PLAN

It is reminded that the Accelerated Safeguard Plan provides for the implementation of three capital increases, namely (i) the **Equitization Capital Increase** as detailed in the press release dated November 13th, 2023 and this press release, (ii) a capital increase without preferential subscription rights reserved to Caisse des Dépôts et Consignations, Mutuelle Assurance Instituteurs de France (MAIF), CNP Assurances and MACSF Epargne Retraite (or companies affiliated with them), with a priority right granted to shareholders of the Company as of record on November 15th, 2023 (the “**Existing Shareholders**”), allowing them to subscribe by preference to the shares so issued, in an amount (including the issue premium) of EUR 1,160,080,551.59, by way of issuance of 65,173,064,696 new shares at an issue price of EUR 0.0178 per new share (the “**Groupement Capital Increase**”) and (iii) a capital increase with shareholders' preferential subscription right in an amount (including the issue premium) of EUR 390,019,672.62, by issuing 29,324,787,415 new shares at an issue price of EUR 0.0133 per new share, to which the members of the Groupement have committed to subscribe in the amount of approximately EUR 196 million, the balance, i.e. EUR 194 million, being backstopped by five institutions holding a significant portion of the Company's unsecured debt (the “**Rights Issue**” and together with the Equitization Capital Increase and the Groupement Capital Increase, the “**Capital Increases**”, all three Capital Increases forming an indivisible whole).

AVAILABILITY OF THE PROSPECTUS

The prospectus (the « **Prospectus** ») approved by the AMF under number 23-465 on November 10th, 2023 and comprised of (i) ORPEA S.A. 2022 universal registration document filed with the AMF on June 7th, 2023 under number D. 23-0461 (the “**Universal Registration Document**” or “**URD**”), (ii) an amendment to the URD filed with the AMF on November 10th, 2023 under number D.23-0461-A01 (the “**Amendment to the URD**”), (iii) the securities note dated November 10th, 2023 (the “**Securities Note**”) and (iv) the summary of the Prospectus (included in the Securities Note) is available on the websites of the AMF (www.amf-france.org) and the Company (www.orpea-group.com). Copies of the Prospectus are available free of charge at the Company’s registered office (12, rue Jean Jaurès, 92813 Puteaux).

RISK FACTORS

Investors’ attention is drawn to the risk factors relating to the Company included in chapter 2 « Internal Control and Risk Factors » of the URD as updated in chapter 2 of the Amendment to the URD and the risk factors relating to the transaction and the New Shares mentioned in chapter 2 “Risk Factors” of the Securities Note, in particular risk factor 2.1 related to the massive dilution implied by the Capital Increases and the need for Existing Shareholders to invest significant amounts if they want to maintain their stakes unchanged.

About ORPEA

ORPEA is a leading global player, expert in providing care for all types of frailty. The Group operates in 20 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/>

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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