

Puteaux, France, 18 January 2023 (8:00 AM CET)

**AVAILABILITY OF THE THIRD AMENDMENT TO THE 2022
UNIVERSAL REGISTRATION DOCUMENT AND ESTIMATES TO
DATE FOR THE 2023 FINANCIAL YEAR**

**EBITDAR 2023 ESTIMATED AT AROUND €690 MILLION¹,
-2.8% BELOW THE FORECAST OF €710 MILLION
PUBLISHED ON 6 NOVEMBER 2023**

ORPEA (the "**Company**") reminds that a Third Amendment (the "**Amendment**" or the "**Third Amendment**") ([link](#)) to the 2022 Universal Registration Document (the "**Universal Registration Document**" or "**URD**") was filed on 17 January 2024 under reference number D.23-0461-A03 with the *Autorité des marchés financiers*. The Third Amendment is part of the prospectus approved on 17 January 2024 by the *Autorité des marchés financiers* under reference number 24-006 for the purposes of the rights issue in the amount of 390 million euros announced today by the Company.

The Company points out that the Third Amendment includes, in Chapter 4, the Company's estimated financial data for the year ended 31 December 2023. This information was reviewed by the Company's Board of Directors on 16 January 2024, and has not been audited by the Company's statutory auditors. The final consolidated financial statements may therefore differ from these estimated financial data.

Based in particular on an average Group occupancy rate estimated at 83.1% (compared with a forecast of 83.5% set out in the First Amendment to the Universal Registration Document dated 10 November 2023 (the "**First Amendment**")), on personnel costs, excluding headquarters costs, estimated at 62.2% of sales (compared with a forecast of 61.2% set out in the First Amendment, the Group having experienced a lower occupancy rate than initially forecasted and salary increases in certain countries towards the end of the 2023 financial year), and on headquarters costs estimated at 6.8% of sales (compared with a forecast of 7.1% set out in the First Amendment), the Company estimates that:

¹ Unaudited figures

- revenue in 2023 is expected to come in at around 5.2 billion euros, in line with the forecast set out in the First Amendment ;
- EBITDAR 2023 is expected to be around 690 million euros, -2.8% below the 710 million euros forecast set out in the First Amendment;
- Pre-IFRS 16 2023 EBITDA is expected to be around 210 million euros, compared with the forecast set out in the First Amendment of around 230 million euros.
- the Group's cash position at 31 December 2023 is estimated at around 639 million euros, very close to the level set out in the First Amendment (637 million euros), despite the fact that the payment of salaries in France was executed earlier, i.e end of December vs beginning of January, with an impact of 60 million euros.

The Company also anticipates that, as of the date of this Third Amendment, the following items are likely to have a material impact on the consolidated income statement for the year ended 31 December 2023:

- an accounting entry in respect of the financial restructuring operations carried out in 2023, and more specifically the conversion into equity of ORPEA S.A.'s Unsecured Debt: in accordance with the provisions of IFRS 9 (IFRIC 19 interpretation), the Group will recognize a positive impact (non-cash) on Group net income of around 2.7 billion euros, corresponding mainly to the difference between :
 - o on the one hand, the book value of ORPEA S.A.'s Unsecured Debt repaid and/or equitized (i.e. nearly 3.9 billion euros) on the settlement-delivery date of the Equitisation Capital Increase on 4 December 2023; and
 - o on the other hand, the value received as consideration in cash (72 million euros) and in the form of new shares issued as part of the Equitisation Capital Increase (this consideration representing a fair value of around 964 million euros based on a closing share price of 0.0152 euro on 4 December 2023, the settlement-delivery date of the Equitisation Capital Increase),

net of miscellaneous expenses related to the financial restructuring incurred during 2023 and/or provisioned at 31 December 2023 (approximately 120 million euros);

- a negative impact on net income (non-cash) due to additional impairments on assets (non-cash) carried on the balance sheet at 31 December 2023, amounting to around 0.4 billion euros, mainly as a result of revised real estate yields (up 0.5% on average), weighted average costs of capital in certain countries, and business plans at facility level as part of the impairment tests carried out under IAS 36.

With regard to the 2024-2025-2026 financial years, the Company confirms all the outlooks presented in paragraph 5.5.2 of the First Amendment, and in particular the objectives, by 2026, of an EBITDAR margin of 19%, net debt (excluding IFRS adjustments and IFRS 16) reduced to close to 3.6 billion euros, and the ratio of net debt to pre-IFRS 16 EBITDA (financial leverage) at 5.5x.

All these items are based on data, assumptions and estimates considered reasonable by the Group as of today.

The consolidated financial statements prepared in accordance with IFRS rules for the year ended 31 December 2023, which will be the subject of a statutory audit report by the Company's Statutory Auditors, are expected to be released during May 2024 at the latest.

The table below summarizes the estimated financial data for the year ended December 31, 2023 presented above, compared with the forecasts for the year ended December 31, 2023 presented in paragraph 5.5.1 of the First Amendment:

	2023 (estimated financial data as set out in the Third Amendment)	2023 (forecast for the year ending 31 December 2023 as set out in the First Amendment)	Gap estimated data vs forecast
Revenue	c. €5.2 billion	c. €5.2 billion	unchanged
EBITDAR	c. €690 million	c. €710 million	-2.8%
EBITDA pre-IFRS 16	c. €210 million	c. €230 million	-8.7%
Cash position	€639 million	€637 million	+0.3%

General information

The 2022 Universal Registration Document and its amendments are available on the website of the *Autorité des marchés financiers* (www.amf-france.org) and on the Company's website at www.orpea-group.com/en, under Publications / Universal registration document. They can also be sent by e-mail upon request to the following address: financegroupe@orpea.net and are available free of charge on written request from ORPEA, Service Relations Investisseurs, 12 rue Jean Jaurès - 92800 Puteaux.

DISCLAIMER

This document contains forward-looking statements that involve risks and uncertainties, including those included or incorporated by reference, concerning the Group's future growth and profitability, which 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 estimate precisely, such as future market conditions. The forward-looking statements contained in this document constitute expectations of future events and should be regarded as such. Actual events or results may differ from those described in this document due to a number of risks or uncertainties described in Chapter 2 of the 2022 Universal Registration Document dated 7 June 2023, as amended in Chapter 2 of the first, second and third amendments to the Company's 2022 Universal Registration Document dated 10 November 2023, 5 December 2023 and 17 January 2024, available on the Company's website and that 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 20 countries and covers three core businesses: care for the elderly (nursing homes, assisted living facilities, homecare and services), medical 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>

Since December 2023, the ORPEA Group has been 50.2% owned by Caisse des Dépôts, CNP Assurances, MAIF and MACSF Epargne Retraite.

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

Investor Relations

ORPEA

Benoit Lesieur

Investor Relations Director

b.lesieur@orpea.net

Toll-free number for shareholders :

0 805 480 480

Investor Relations

NewCap

Dusan Oresansky

01 44 71 94 94

ORPEA@newcap.eu

Press Relations

ORPEA

Isabelle Herrier-Naufle

Press Relations Director

07 70 29 53 74

i.herrier-naufle@orpea.net

Image7

Charlotte Le Barbier // Laurence Heilbronn

06 78 37 27 60 - 06 89 87 61 37

clebarbier@image7.fr

lheilbronn@image7.fr