



Puteaux, 14th February 2025 (6 pm CET)

Public disclosure of related-party agreements in accordance with Article L. 22-10-13 of the French Commercial Code

Today, *emeis* S.A. (formerly ORPEA S.A. - the "**Company**") entered into an agreement with Laurent Guillot, Chief Executive Officer and a director of the Company, setting out the Company's commitment to Laurent Guillot in the context of a litigation brought by Guy Bleyer in his capacity as representative of bondholder in groups of the companies created under certain partnership agreements entered into between companies of the *emeis* Group (formerly ORPEA Group) (the "**Group**") and Gérard Landauer et al. during the period 2016-2021, against the Company and Laurent Guillot. In the context of this litigation, Guy Bleyer claims that the Company and Laurent Guillot should be jointly and severally ordered to pay damages and costs of proceedings. Notwithstanding the fact that his demands have been dismissed by the Nanterre Judicial Court, Guy Bleyer has appealed the decision before the Versailles Court of Appel (the "**Dispute**").

In accordance with Article L. 225-38 of the French Commercial Code, the Company's Board of Directors has authorised the conclusion of this agreement at its meeting held on 21 January 2025. Laurent Guillot did not take part in the Board's discussions or vote.

Main information relating to the related-party agreement:

Person concerned: Laurent Guillot, Chief Executive Officer and director of the Company.

Conditions, nature and purpose: adoption by the Company of an undertaking to voluntarily honour any final or provisional order issued against the Company and Laurent Guillot to pay the damages and costs of proceedings related to the Dispute, whose execution would be demanded from Laurent Guillot. This payment would be made voluntarily by the Company without seeking any reimbursement from Laurent Guillot.

Financial terms: the purpose of the agreement is to hold Laurent Guillot harmless against any financial loss incurred as a result of a final or provisional order to pay damages or costs of proceedings, issued directly against Laurent Guillot. As a result, the Company would voluntarily settle the full amount claimed. The maximum amount of this commitment corresponds to the amount claimed against the Company and Laurent Guillot jointly and severally, i.e., €117,811,000 (€117,613,000 in damages and €198,000 in costs of proceedings)¹.

Purpose: The Company's Board of Directors considered that such an agreement was in the Company's best interests,

¹ The Group's consolidated net profit for the year ended 31 December 2023 was €1,361 million.

given the importance of the role played by Laurent Guillot in financially restructuring the Company and transforming the Group of which it is the parent company since his appointment as Chief Executive Officer on 1 July 2022, and the fact that he is implicated in the Dispute solely by virtue of his position as Chief Executive Officer of the Company.

About emeis

With nearly 78,000 experts and professionals in healthcare, care, and supporting the most vulnerable among us, *emeis* operates in around twenty countries with five core activities: psychiatric clinics, medical care and rehabilitation clinics, nursing homes, home care services, and assisted-living facilities.

Every year, *emeis* welcomes around 283,000 residents, patients, and other beneficiaries. *emeis* is committed and taking action to rise to a major challenge facing our society, i.e, the increase in the number of people placed in a vulnerable position as a result of accidents, old age, or cases of mental illness.

emeis is 50.2% owned by Caisse des Dépôts, CNP Assurances, MAIF, and MACSF Epargne Retraite. It is listed on the Euronext Paris stock exchange (ISIN: FR001400NLM4) and is a member of the SBF 120 and CAC Mid 60 indices.

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