

**INFORMATION CONCERNING THE FINANCIAL CONDITIONS SURROUNDING THE DEPARTURE OF
MR YVES LE MASNE
REMUNERATION OF MR PHILIPPE CHARRIER**

Puteaux, on 30 January 2022 [9:55 pm CET]

At its meeting on 30 January 2022, the Board of Directors determined the financial conditions for the termination of Mr Yves Le Masne's duties as Chief Executive Officer of ORPEA, effective 30 January 2022.

Fixed annual remuneration

Mr Yves Le Masne will receive, *pro rata temporis* for the period starting on 1 January 2022 and ending on 30 January 2022, his fixed annual remuneration (which is €760,000).

Annual bonus payment

- **For 2021**

Mr Yves Le Masne's annual bonus payment for the 2021 financial year will be determined, on the recommendation of the Appointments and Remuneration Committee, by the Board of Directors which will finalise the 2021 annual accounts, in accordance with the quantifiable and qualitative criteria set by the Board of Directors on 22 April 2021¹, based on the Company's performance in 2021.

Mr Yves Le Masne's short term total 2021 bonus payment is capped at 100% of his fixed annual remuneration in case the target is reached, with a maximum of 150% of this remuneration in case of outperformance.

Payment of this bonus will be subject to the prior approval of the General Meeting convened in 2022 to approve the accounts for the financial year ending 31 December 2021 (the "**2022 General Meeting**").

- **For 2022**

Given the date of Mr Yves Le Masne's departure, it has been decided that he wouldn't be entitled to any short term bonus payment for 2022.

Severance payment

An arrangement was granted to Mr Yves Le Masne so that he would be entitled to a payment corresponding to 24 months of gross fixed annual remuneration and bonus payments (multiple of the average monthly remuneration due and paid in the past two financial years), excluding any exceptional and/or long-term remuneration, in the event of termination of his duties as an executive director² and provided that the average bonus payment in respect of the previous two financial years prior to that in which the Chief Executive Officer departs was equal to or over 75% of the target bonus payment excluding any exceptional remuneration, with this amount being reduced proportionally should the average bonus payment received in the

¹ See description page 215 of 2020 Universal Registration Document.

² See description page 217 of 2020 Universal Registration Document.

previous two financial years have stood at between 50% and 75% of the target bonus payment excluding any exceptional remuneration and no benefit being paid below a level of 50%.

This arrangement, approved annually by the Shareholders General Meeting since 2011, was last approved as part of Mr Yves Le Masne's remuneration policy for the 2021 financial year at the General Meeting on 24 June 2021.

The Board of Directors decided to postpone its decision in respect of the severance payment until the results of the independent assessment initiated by the Board of Directors in accordance with the press release published on 26 January 2022.

Performance shares – Benefits of any kind

Mr Yves Le Masne has received 53,254 performance shares not yet vested on the date of termination of his duties under the 2019, 2020 and 2021 free shares plans.

The Board of Directors decided to postpone any decision likely to be taken in compliance with the remuneration policy concerning a possible waiver of the presence condition in respect of said performance shares until the results of the above-mentioned independent assessment.

Mr Yves Le Masne's benefits in kind (unemployment insurance, company car and application of group personal protection and healthcare cost reimbursement plans) will cease on 30 January 2022, date of termination of his duties.

Remuneration of the Chairman and Chief Executive Officer

Mr Philippe Charrier, Chairman of the Board, has been appointed Chief Executive Officer as of today.

The Board of Directors will determine, on the recommendation of the Appointments and Remuneration Committee, the 2022 remuneration policy applicable to the Chairman and Chief Executive Officer, consistent with the principles set out in the remuneration policy for the Chief Executive Officer which was applicable to Mr Yves Le Masne.

In accordance with the provisions of Articles L. 225-53 and L. 225-37-2 of the French Commercial Code and the recommendations of the AFEP-MEDEF Corporate Governance Code, these elements of remuneration will be published after the decision of the Board of Directors and will be subject to the approval of the 2022 General Meeting.

About ORPEA (www.orpea-corp.com)

Founded in 1989, ORPEA is one of the major world leaders in comprehensive long-term care, with a network of 1,156 facilities comprising 116,514 beds (26,359 of which are under construction) across 23 countries, which are divided into five geographical regions:

- France Benelux: 586 facilities/49,207 beds (5,672 of which are under construction)
- Central Europe: 268 facilities/28,419 beds (5,828 of which are under construction)
- Eastern Europe: 142 facilities/15,255 beds (4,101 of which are under construction)
- Iberian Peninsula/Latin America: 158 facilities/23,108 beds (10,373 of which are under construction)
- Rest of the world: 2 facilities/525 beds (385 of which are under construction)

ORPEA is listed on Euronext Paris (ISIN code: FR0000184798) and is a member of the SBF 120, STOXX 600 Europe, MSCI Small Cap Europe and CAC Mid 60 indices.

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