

+33 (0)1 78 40 80 00

59, Avenue Pierre Mendès
France 75013 Paris
France

To the attention of the Chairman of the Board of
Directors
ORPEA
Administrative Headquarters
12 rue Jean Jaurès - CS 10032
92 813 Puteaux Cedex
France

Paris July 1, 2022

REGISTERED LETTER WITH ACKNOWLEDGEMENT OF RECEIPT

Subject: Request for the inclusion of an item on the agenda of the ORPEA Combined General Meeting of July 28, 2022

Mr. Chairman,

We, the undersigned Mirova, holders of two million sixty three thousand nine hundred and fifty six (2,063,956) ORPEA shares held in bearer form with Caceis Bank and the Caisse des Dépôts et Consignations in the funds :

- Mirova Europe Sustainable Equity (LX008090651 - MIREUSUSEQFD)
- Mirova Equity Europe Climate Opportunity LX000274951 - MIREURCAEQFD ?
- Mirova Euro Sustainable Equity (LX004512651 - MIREIROSUSEQFD)
- Impact ES Actions Europe (05000388370 IMPACT ES ACTIONS EUROPE)
- Insertion Emploi Dynamique (05000058000 INSERTION EMPLOIS DYNAMIQUE)
- Mirova Europe Sustainable Economy Fund (LX000624551 - MIREUPSUSECOFD)
- Mirova Global Sustainable Equity Fund (LX004512551 MIRGLSUSEQFD)

hereby request the inclusion of an item in the agenda of the next Combined General Meeting of July 28, 2022, as follows

In accordance with the option offered by Article L.225-105 of the French Commercial Code, we request that the following item be included in the agenda of the Combined General Meeting of July 28, 2022 of Orpea:

"The Chief Executive Officer, whose appointment as a member of the Board of Directors is submitted to the vote of the shareholders at this General Meeting, is requested to present to the shareholders:

- The priorities identified for the executive management and the Board in the coming months ;**

- **The first steps taken to begin the group's transition to sustainably restored practices;**
- **Its vision of governance in the context of a company intrinsically linked to societal issues and the actions that remain to be taken to implement a governance partnership;**
- **The time horizon that investors can expect to obtain specific commitments in the context of a detailed strategic and CSR plan."**

ARGUMENTARY

The recent crisis that Orpea is going through highlights the need for the group to transform itself in depth in order to fulfil its mission: to accompany the very old in the best conditions.

Although the investigations have shown that a system of malpractices was not at work within the company, dysfunctions have been recognized, particularly in terms of the integration and management of the quality of services, human resources management, traceability of public allocations and purchasing practices and, more generally, the quality of the financial and non-financial information communicated by Orpea.

These bad practices seem to be largely the result of lax management and fraudulent practices inherited from the former management. However, we remain convinced that there is significant room for improvement beyond a change of management. The sector as a whole is indeed facing difficulties that companies, including Orpea, must prepare themselves to overcome in order to ensure a quality service to residents, in conditions that respect the employees.

Since the beginning of the controversy, a number of decisions responding to our expectations have been implemented:

- A renewal of the management and legal action against anyone involved in the fraudulent practices ;
- A strong renewal of the Board of Directors;
- The use of independent firms to carry out in-depth investigations into all the questioned practices and the transparent publication of the conclusions of these reports;
- The inclusion in the compensation of the new CEO of operational performance criteria covering, in particular, the establishment of a timetable for the transformation into a company with a mission;
- The integration in the compensation of the new CEO of performance criteria related to CSR and focused on social issues, with considerable weightings.

The new management team will still have to face many challenges and carry out a long transition. We have many expectations for the coming months and, if commitments are made quickly, for



the coming years. This is why it is proposed to the shareholders that, in accordance with the legal provisions in force, an item be included on the agenda of this General Meeting allowing the Chief Executive Officer to express himself individually on his priorities for the Orpea Group, developing in particular his personal contribution on social issues and his approach to the organisation of sustainable governance.

