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AGREEMENT IN PRINCIPLE WITH THE MAIN BANKING PARTNERS OF ORPEA S.A. RELATING TO AN ADDITIONAL FINANCING AND THE ADJUSTMENT OF THE FINANCING DOCUMENTATION OF JUNE 2022

Further to the press release of 6 March 2023 of ORPEA S.A., the Company continued its discussions with its main banking partners, which has enabled to set the terms of the agreement in principle, detailed below.

This agreement in principle is a major step in the implementation of the group's financial restructuring in view of the opening of an accelerated safeguard procedure in the course of March.

It will allow, subject to obtaining the agreement of the credit committees of the institutions concerned and the finalization of the contractual documentation, to satisfy one of the conditions precedent of the lock-up agreement relating to the financial restructuring of the Company concluded on 14 February 2023 with, on the one hand, the group of long-term investors led by the Caisse des Dépôts et Consignations, including CNP Assurances, MAIF and MACSF, and on the other hand, five institutions holding unsecured debt of ORPEA S.A.

This agreement in principle is exclusively part of the restructuring plan proposed by the Company, intended for the group of investors led by the Caisse des Dépôts et Consignations to become the controlling shareholder of the Company.

1. Additional financing via a secured syndicated loan of 600 million euros

Pursuant to the agreement in principle, an additional financing via a secured syndicated loan in the amount of 600 million euros will be made available by lenders including the main banking partners with whom the Company had implemented the June 2022 financing.

This additional secured financing will be made available to Niort 94 and Niort 95, which will hold part of the group's real estate assets.

The implementation of this additional financing should notably enable the group to cover its liquidity needs until the completion of the capital increases.

This additional financing will include the provision of the following credit facilities:

- (i) A revolving credit facility, in the amount of 400 million euros, maturing on 30 June 2026;
- (ii) Two credit facilities, for a total amount of 200 million euros, maturing on the earliest of the following dates: 31 December 2023 or 5 business days following the completion of all the capital increases.

These credit facilities will bear interest at a rate equal to EURIBOR, plus a margin of 2.00%.

The drawing of these credits will be subject to usual conditions precedent for this type of financing and will also be conditional on the completion of certain stages of the financial restructuring of the Company (including approvals of competent authorities).

The other characteristics of this additional financing will be communicated to the market once the contractual documentation will have been finalised.

2. Adjustment of the documentation of the existing financing

The main changes will be as follows:

- Margin reduced to 2.00% per year;
- Final maturity date extended to 31 December 2027;
- Contractual instalments as follows:
 - 31 December 2023: 200 million euros instalment
 - 31 October 2024: 200 million euros instalment
 - 31 October 2025: 200 million euros instalment (increased by the amount of the net proceeds of any asset sale, up to 100 million euros)
 - 31 October 2026: 200 million euros instalment
- Commitment to dispose of real estate assets for €1.25 billion (gross value, excluding duties) by 31 December 2025;
- 75% of the net proceeds from asset disposals, allocated to mandatory prepayment, net of contractual instalments, subject to maintaining a minimum liquidity of 300 million euros.

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About ORPEA

ORPEA is a leading global player, expert in the care of all types of frailty. The Group operates in 22 countries and covers three core businesses: care for the elderly (nursing homes, assisted living, home care), post-acute and rehabilitation care and mental health care (specialized clinics). It has more than 72,000 employees and welcomes more than 255,000 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, STOXX 600 Europe, MSCI Small Cap Europe and CAC Mid 60 indices.

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Warning - Forward-looking information

This press release contains forward-looking information that involve risks and uncertainties, concerning the Group's expected growth and profitability in the future which may significantly impact the expected performance indicated in the forward-looking statements. These risks and uncertainties are linked to factors out of the control of the Company and not precisely estimated, such as future market conditions. Any forward-looking statements made in this press release are statements about the Company's expectations about a future situation and should be evaluated as such. Further events or actual results may differ from those described in this press release due to a number of risks and uncertainties that are described in the 2021 Company's Universal Registration Document available on the Company's website and on the Autorité des Marchés Financiers website (www.amf-france.org), and in the Half-Year 2022 financial report which is available on the Company's website.

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