

# 2022 ANNUAL GENERAL MEETING

## MAJOR CHANGES IN THE ORPEA BOARD OF DIRECTORS

### SUMMARY OF VOTING RESULTS

### FINANCIAL CALENDAR

Puteaux, 28 July 2022 (7:30 pm CEST)

#### Changes in the Board of Directors and its Committees

Today's ORPEA Combined Annual General Meeting approved major changes in the ORPEA Board of Directors, appointing Guillaume Pepy<sup>1</sup>, Isabelle Calvez, John Glen and David Hale as independent directors, as well as Chief Executive Officer Laurent Guillot as a non-independent director.

In light of the expiring terms of office announced on 3 July 2022 and of these appointments, the ORPEA Board of Directors now comprises 14 directors and includes:

- 11 independent directors (i.e. 92%, excluding directors representing employees), the Chief Executive Officer and 2 directors representing employees;
- 6 women (i.e. 50%, excluding directors representing employees);
- 4 nationalities (American, British, French and Irish).

The new Board of Directors also confirmed the appointment of Guillaume Pepy as Chairman of the Board of Directors.

The Appendix contains a table providing personal and professional information on the members of the new Board of Directors.

During its first meeting, held at the end of the Combined Annual General Meeting, the new Board of Directors decided to change the duties assigned to its Committees. This reaffirmed its commitment to

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<sup>1</sup> The Board of Directors considers, on the recommendation of the Appointments and Remuneration Committee, that Guillaume Pepy fulfils all the independence criteria of the AFEP-MEDEF Code and that, even beyond these criteria, his relationship with CPPIB, which had ended by the date of his appointment, is in no way likely to affect his independence. Guillaume Pepy's candidacy was selected in the context of the selection process for candidate directors, conducted by the Appointments and Remuneration Committee with the assistance of a leading headhunter. It was in no way proposed by CPPIB, which no longer has any links whatsoever with Guillaume Pepy. He was providing advice under a consultancy contract which ended on 5 July 2022 but was not linked to CPPIB by an employment contract or by a corporate mandate. Guillaume Pepy did not receive any remuneration linked, directly or indirectly, to ORPEA's performance and, more generally, he no longer receives his fixed remuneration as a consultant from CPPIB since his contract has ended. Finally, it is specified that neither he nor CPPIB have any business relationship with ORPEA.

transformation, with the goal of better fulfilling its care mission, as well as accompanying fragile people and rise up to the associated challenges.

The composition of these Committees, which is set out below, was established in accordance with the recommendations of the AFEP-MEDEF Code, relating in particular to the proportion of independent members and the independence of their Chairmen.

The Audit Committee, renamed Audit and Risk Committee, has had its responsibility expanded and more clearly defined, in particular regarding risk-related duties.

As of 28 July 2022, it comprises six members: Olivier Lecomte (Chairman), Corine de Bilbao, Isabelle Calvez, David Hale, John Glen and Peugeot Invest Assets (represented by Bertrand Finet).

The Appointments and Remuneration Committee will take on more duties relating to overseeing talent pools to ensure a succession plan for the Executive Committee and other key roles, as well as to developing the HR policy.

As of 28 July 2022, it comprises five members: Peugeot Invest Assets (represented by Bertrand Finet, Chairman), Corine de Bilbao, Pascale Richetta, Joy Verlé and Laurent Serris (director representing the employees).

Finally, the CSR and Innovation Committee has become the Ethics, Quality and CSR Committee. This reinforces the Board of Directors' work by ensuring that Ethics, Quality and CSR are at the heart of its mission and activity of the Group.

As of 28 July 2022, it comprises four members: Corine de Bilbao (Chair), Pascale Richetta, David Hale and Sophie Kalaidjian (director representing employees).

The Committees' duties are set out in the Internal Rules of the Board of Directors, as amended on 28 July 2022, which are available on ORPEA's website at the following address <https://www.orpea-corp.com/en/2011-12-21-17-32-45/governance>

Two new independent directors will join the new Board of Directors when they are released from their current obligations. The composition of the Committees will be adjusted accordingly.

### Summary of voting results for other resolutions

During this Meeting, the required majority of Company shareholders approved the resolutions relating to:

- the approval of the 2021 financial statements, the appropriation of net profit and the approval of a related-party agreement;
- the appointment of Mazars S.A. and the re-appointment of Deloitte & Associés as Standing Statutory Auditors, and the non-renewal of BEAS's term of office as Alternate Statutory Auditor;
- the remuneration components for 2021 (excluding those pertaining to Yves Le Masne), the remuneration policies for corporate officers for 2022 and Philippe Charrier's remuneration components for 2022;
- the renewal of the Board of Directors' financial authorisations and delegations;

- specific changes to the Articles of Association and other changes to the Articles of Association to ensure regulatory compliance;
- powers for formalities.

In line with the Board of Directors' recommendation, the resolution relating to Yves Le Masne's remuneration components for 2021 was rejected. He will therefore receive no annual bonus payment for the 2021 financial year.

It is furthermore specified that Yves Le Masne will not receive any compensation related to the termination of his duties, as the 2022 remuneration policy for him has been approved, and that he has lost the benefit of the shares granted to him in 2020 and 2021 due to the end of his term of office on 30 January 2022.

During this Meeting, and in particular after Mirova requested the inclusion of an item to this effect on the agenda of the Combined Annual General Meeting, Laurent Guillot gave his overview of the situation and outlined the key priorities that have been identified to begin improving and transforming the Group.

The replay of this Annual General Meeting and the answers to written questions sent in by shareholders are available on ORPEA's website at the following address: <https://www.orpea-corp.com/en/2011-12-21-17-09-36/shareholder-meeting/19-shareholders-en/372-%20general-shareholder-meeting-at-july-28-2022>.

Voting results will be published on the website on 29 July 2022.

### Financial calendar

Press releases relating to ORPEA's half-year results for 2022 and to revenue for Q3 2022 will be published, respectively, on 28 September 2022 and on 8 November 2022 after market close.

Appendix

	Personal information				Experience	Position on the Board				Involvement in Committees (C=Chair /M=Member)
	Age <sup>2</sup>	Gender	Nationality	Number of shares <sup>3</sup>	Number of offices held in listed companies	Independence	First date of appointment	Term of office	Length of service on the Board	
<b>Guillaume Pepy</b>	64	M	French	-	1	Yes	28/07/2022	AGM 2026	-	-
<b>Laurent Guillot</b>	53	M	French	1	1	No	28/07/2022	AGM 2026	-	-
<b>Laure Baume</b>	46	F	French	928	1	Yes	14/12/2016	AGM 2024	6	-
<b>Corine de Bilbao</b>	55	F	French	40	2	Yes	23/06/2020	AGM 2024	2	Ethics, Quality and CSR Committee (C) Audit and Risk Committee (M) Appointments and Remuneration Committee (M)
<b>Isabelle Calvez</b>	57	F	French	-	1	Yes	28/07/2022	AGM 2026	-	Audit and Risk Committee (M)
<b>Bernadette Danet-Chevallier</b>	63	F	French	246	1	Yes	16/09/2014	AGM 2025	8	-
<b>Peugeot Invest Assets, represented by Bertrand Finet</b>	56	M	French	3,261,353	3	Yes	15/02/2012	AGM 2023	10	Appointments and Remuneration Committee (C) Audit and Risk Committee (M)
<b>John Glen<sup>4</sup></b>	62	M	British and Irish	-	1	Yes	28/07/2022	AGM 2026	-	Audit and Risk Committee (M)
<b>David Hale</b>	54	M	Franco-American	-	1	Yes	28/07/2022	AGM 2026	-	Audit Committee (M) Ethics, Quality and CSR Committee (M)
<b>Olivier Lecomte</b>	56	M	French	230	2	Yes	16/11/2020	AGM 2025	2	Audit and Risk Committee (C)
<b>Pascale Richetta</b>	63	F	French	10	1	Yes	23/06/2020	AGM 2024	2	Appointments and Remuneration Committee (M) Ethics, Quality and CSR Committee (M)
<b>Joy Verlé<sup>4</sup></b>	43	F	Franco-British	1	2	Yes	27/04/2017	AGM 2023	5	Appointments and Remuneration Committee (M)
<b>Sophie Kalaidjian</b> (director representing the employees)	44	F	French	20	1	No	15/01/2015	AGM 2024	7	Ethics, Quality and CSR Committee (M)
<b>Laurent Serris</b> (director representing the employees)	52	M	French	-	1	No	15/12/2020	AGM 2023	2	Appointments and Remuneration Committee (M)

<sup>2</sup>At the time of publication of the 2022 Notice of Meeting Brochure.

<sup>3</sup>At the time of publication of the 2021 Universal Registration Document.

<sup>4</sup>Candidates proposed by CPPIB.

## 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 71,000 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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