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Press release

10 June 2024

## The General Meeting of 10 June 2024 approves all the resolutions supported by the Board of Directors, including the reserved capital increase of around 92.1 million euros for the benefit of HLD Europe, Flat Footed and Leima Valeurs

Paris, 10 June 2024 - Clariane, Europe's leading community for care in times of vulnerability (the "**Company**") announces that the General Meeting of Shareholders has approved all the resolutions supported by the Board of Directors including the reserved capital increase of approximately 92.1 million euros for the benefit of HLD Europe, Flat Footed and Leima Valeurs.

The Annual General Meeting of shareholders was held on 10 June 2024, chaired by Jean-Pierre Duprieu, Chairman of the Board of Directors, and attended by Sophie Boissard, Group Chief Executive Officer, Philippe Garin, Group Chief Financial Officer, Amandine Daviet, Group Corporate Secretary, the members of the Board of Directors and the Statutory Auditors.

- **Approval of the reserved capital increase**

On 17 May 2024, as part of the third stage of the plan to strengthen its financial structure by €1.5 billion in order to meet the increased constraints encountered in refinancing its forthcoming debt maturities (the "**Strengthening Plan**") announced on 14 November 2023, the Company announced capital increases totaling up to approximately €328 million, consisting of:

- a capital increase of approximately 92.1 million euros reserved to HLD<sup>1</sup>, Flat Footed<sup>2</sup>

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<sup>1</sup> HLD will subscribe to the Reserved Capital Increase via Ker Holding, a limited liability company incorporated under Luxembourg law, whose registered office is located at 9b boulevard Prince Henri L1724 Luxembourg (Grand Duchy of Luxembourg) registered in Luxembourg under number B286532.

<sup>2</sup> Flat Footed will subscribe to the Reserved Capital Increase via the funds (i) Flat Footed Series LLC - Fund 4, a limited liability company incorporated under the laws of the United States, whose registered office is at Flat Footed Series LLC, Attn: CSC, 251 Little Falls Dr, Wilmington, DE 19808, United States, registered in the State of Delaware under number #6688169, (ii) FF Hybrid LP, a limited partnership under US law whose registered office is at FF Hybrid LP, Attn: CSC, 251 Little Falls Dr, Wilmington, DE 19808, United States, registered in the State of Delaware under number #6101493, and (iii) GP Recovery Fund LLC, a limited liability company incorporated under the laws of the United States, whose registered office is at GP Recovery Fund LLC, Attn: Cogency Global Inc, 850 New Burton Rd, Suite 201, Dover, Kent County, DE 19904, United States, registered in the State of Delaware under number #3776227.

and Leima<sup>3</sup>, the completion of which was subject to the approval of the 19<sup>th</sup> and 20<sup>th</sup> resolutions submitted to the Combined General Meeting of shareholders held today (the "**Combined General Meeting of 10 June 2024**"), and

- a subsequent capital increase, with shareholders' preferential subscription rights, for a maximum amount of approximately €236 million, to be carried out on the basis of the 2<sup>nd</sup> resolution adopted by the Combined General Meeting of shareholders on 26 March 2024.

At the Combined General Meeting of 10 June 2024, more than 98% of the shareholders present or represented approved the principle of a reserved capital increase without shareholder preferential subscription rights for the benefit of HLD, Flat Footed and Leima for a total cumulative amount, including share premium, of 92,099,997.60 euros, by issuing 35,423,076 new shares at price of 2.60 euros per new share (the "**Reserved Capital Increase**").

Following approval of the resolutions required to complete the Reserved Capital Increase, the Company's Board of Directors, meeting today, has decided to implement the delegation of authority granted by the Combined General Meeting of 10 June 2024 and to launch the Reserved Capital Increase, the settlement and delivery of which should take place on 12 June 2024. The net proceeds of the Reserved Capital Increase will be used for the make early repayment of the bridge loan, the outstanding principal of which is 175 million euros. The balance of the bridge loan will therefore be reduced to 85 million euros.

Following the Reserved Capital Increase, the Company's share capital would amount to €1,423,923.05, divided into 142,392,305 ordinary shares with a par value of €0.01 each.

- **Governance**

Predica's directorship was renewed at the Combined General Meeting of 10 June 2024.

The Combined General Meeting of 10 June 2024 also approved the appointment of:

- two independent directors, Sylvia Metayer and Patricia Damerval,
- two directors nominated by HLD Europe, Mr Jean-Bernard Lafonta and HLD Europe,
- a director nominated by Leima Valeurs, Mr Ondřej Novák.

The mandates of Mr Jean-Bernard Lafonta, HLD Europe and Mr Ondřej Novák will be effective from the date of completion of the Reserved Capital Increase.

The terms of office of Holding Malakoff Humanis and Mrs Catherine Soubie, who did not wish to be reappointed, expired at the close of the Combined General Meeting of 10 June 2024.

- **Attendance at the Combined General Meeting of 10 June 2024 and record of decisions**

At this General Meeting, 56,255,010 shares with voting rights and an identical number of exercisable voting rights were represented out of a total of 106,969,229 shares with voting rights, i.e. 52,73% of shares with voting rights. Predica did not take part in the vote on the 16<sup>th</sup> resolution (regulated agreements) and Flat Footed and Leima Valeurs did not take part in the vote on the 19<sup>th</sup> and 20<sup>th</sup> resolutions (reserved capital increase).

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<sup>3</sup> Leima Valeurs will subscribe to the Reserved Capital Increase via Leima Valeurs a.s., a company incorporated under the laws of the Czech Republic, whose registered office is at Opletalova 1284/37, ZIP Code, 110 00 Prague 1, Czech Republic, registered in Prague under number B 28659/MSPH.

The Combined General Meeting of 10 June 2024 adopted all the resolutions supported by the Board of Directors, i.e. a total of 23 resolutions out of the 24 submitted for approval. It should be noted that the 21<sup>st</sup> resolution (capital increase in favour of members of a company or group savings plan) had not been approved by the Board of Directors as the General Meeting of 26 March 2024 had already approved such a resolution (3<sup>rd</sup> resolution), which is still valid for a period of approximately 23 months.

Full voting results will be available on the Company's website ([www.clariane.com](http://www.clariane.com)).

A replay of the General Meeting will be available on the Investors section of the Company's website ([www.clariane.com](http://www.clariane.com)).

#### **Upcoming events:**

**5 August 2024 - Sales and results for the half-year 2024**

**23 October 2024 - Sales for the 3<sup>rd</sup> quarter 2024**

#### **Warning**

This press release does not constitute, and shall not be deemed to constitute, an offer to the public or an offer to buy or the solicitation of public interest in an offer to the public, nor shall there be any sale of securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful absent registration or approval under the securities laws of such state or jurisdiction. The distribution of this document may be subject to specific restrictions in certain countries. Persons in possession of this document are required to inform themselves of and to observe any such local restrictions. The shares of Clariane and any rights to subscribe for shares of the Company) have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), and may not be offered or sold in the United States absent registration or an applicable exemption from registration under the U.S. Securities Act, or in a transaction not subject to such requirements.

An admission prospectus relating to the reserved capital increase will be submitted to Clariane S.E. for approval by the Autorité des marchés financiers prior to the General Meeting of shareholders on 10 June 2024.

A prospectus relating to the capital increase with preferential subscription rights will be submitted by Clariane S.E. to the Autorité des marchés financiers for approval prior to the effective launch of this capital increase.

This document contains forward-looking statements that involve risks and uncertainties, including those included or incorporated by reference, concerning the Group's future growth and profitability that could cause actual results to differ materially from those indicated in the forward-looking statements. These risks and uncertainties relate to factors that the Company cannot control or estimate precisely, such as future market conditions. The forward-looking statements contained in this document constitute expectations of future events and should be regarded as such. Actual events or results may differ from those described in this document due to a number of risks and uncertainties described in Chapter 2 of the 2023 Universal Registration Document filed with the Autorité des Marchés Financiers (AMF) on 30 April 2024 under registration number D.24-0380, as amended in Section 3 of the Amendment to the 2023 Universal Registration Document filed with the AMF on 31 May 2024 under registration number D. 24-0380-A01, available on the Company's website ([www.clariane.com](http://www.clariane.com)) and that of the AMF ([www.amf-france.org](http://www.amf-france.org)). All forward-looking statements included in this document speak only as of the date of this press release. Clariane S.E. undertakes no obligation and assumes no responsibility to update the information contained herein beyond what is required by applicable regulations.

You are cautioned not to place undue reliance on any forward-looking statements. Neither the Company, nor any of its directors, officers, employees, agents, affiliates or advisers accepts any responsibility whatsoever for the reasonableness of assumptions made or opinions stated or the likelihood of the achievement of projections, prospects or returns. Any responsibility or liability for any such information is expressly disclaimed. Nothing in this document is, or should be relied upon as, a promise or representation of the future. In addition, no statement in this communication is intended to be nor may be construed as a profit forecast. Past performance of the group cannot be relied on as a guide to future performance.



# clariane

## About Clariane

Clariane is the leading European community for care in times of vulnerability. It has operations in six countries: Belgium, France, Germany, Italy, the Netherlands, and Spain.

Relying on their diverse expertise, each year the Group's 60,000 professionals provide services to over 800,000 patients and residents in three main areas of activity: long-term care nursing home (Korian, Seniors Residencias, Berkley, etc.), specialized care facilities and services (Inicea, Ita, Grupo 5, Lebenswert, etc.), and alternative living solutions (Petits-fils, Ages et Vie, etc.).

In June 2023, Clariane became a purpose-driven company and added to its bylaws a new corporate purpose, common to all its activities: "To take care of each person's humanity in times of vulnerability".

**Clariane has been listed on Euronext Paris since November 2006, In compartment B**

**Euronext ticker: CLARI - ISIN: FR0010386334**

## Investor contacts

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