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# clariane

Press release

July 3<sup>rd</sup>, 2024

**Clariane announces the success of its share capital increase with preferential subscription rights of approximately €237 million as part of its plan to strengthen its financial structure**

\* \* \*

**Paris, July 3<sup>rd</sup>, 2024** – Clariane (CLARIA.PA – ISIN FR0010386334) (the “**Company**”), announces today the success of its capital increase with shareholders’ preferential subscription rights for an amount of approximately €237 million (the “**Rights Issue**”), subsequent to the €92.1 million reserved capital increase completed on 12 June 2024 (the “**Reserved Capital Increase**”) and together with the Rights Issue, the “**Capital Increases**”).

Mrs. Sophie Boissard, Chief Executive Officer declared:

*“We are pleased to announce today the success of Clariane's capital increase with preferential subscription rights. In an uncertain market environment, this operation benefited from the support of many of our shareholders, in particular Crédit Agricole Assurances, HLD, Flat Footed and Leima Valeurs. On this occasion, I would like to thank them all for their support.*”

*This achievement marks a new important step in our program to strengthen our financial structure, launched on November 14. We remain focused on the last part of this refinancing plan, namely the finalization of our program for the sale of operational and real estate assets as well as capital partnerships.”*

## **Results of the Rights Issue**

The final gross proceeds of the Rights Issue (including issue premium) amount to €237,083,186.16 and results in the issuance of 213,588,456 new shares (the “**New Shares**”) at a subscription price of €1.11 per share.

Following the subscription period which ended on 28 June 2024, total demand amounted to approximately €397 million, representing a subscription rate of 167.5%:

- 202,555,365 New Shares were subscribed on an irreducible basis (*à titre irréductible*), representing approximately 94.8% of the shares to be issued.

- Reducible demand (*à titre réductible*) accounted for 155,109,132 New Shares and was consequently partially allocated by a number of 11,033,091 New Shares according to a coefficient of 0.090410327 calculated according to the number of rights submitted in support of irreducible subscriptions without resulting in an allocation of fractions of New Share and without the allocation being greater than the number of New Shares requested on a reducible basis.

The settlement, delivery and start of trading of the New Shares on the regulated market of Euronext Paris will take place on 5 July 2024. The new shares will be, as from their issuance



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date, fully fungible with existing shares of the Company and will be traded on the same trading line under the same ISIN code (FR0010386334).

BNP Paribas, Crédit Agricole Corporate and Investment Bank, Natixis and Société Générale acted as joint global coordinators and joint bookrunners (the "**Joint Global Coordinators and Joint Bookrunners**") in respect of the Rights Issue.

Crédit Agricole Corporate and Investment Bank, Rothschild & Co and Nomura acted as financial advisors to the Company, Darrois Villey Maillot Brochier and Davis Polk & Wardwell LLP as legal advisors to the Company and A&O Shearman as legal advisor to the Joint Global Coordinators and the Joint Global Bookrunners.

### Impact of the Rights Issue on the company's shareholding

According to their subscription commitments (detailed in the securities note related to the Rights Issue<sup>1</sup>) and following the allocation process of the orders on a reducible basis as part of the Rights Issue, to the knowledge of the Company Crédit Agricole Assurances, through its subsidiary Predica, HLD, Flat Footed and Leima Valeurs have each subscribed:

- Crédit Agricole Assurances: 62,639,751 New Shares (i.e. approximately 29.3% of the Rights Issue's gross proceeds).
- HLD: 51,992,418 New Shares (i.e. approximately 24.3% of the Rights Issue's gross proceeds).
- Flat Footed: 24,805,624 New Shares (i.e. approximately 11.6% of the Rights Issue's gross proceeds).
- Leima Valeurs: 12,032,370 New Shares (i.e. approximately 5.6% of the Rights Issue's gross proceeds).

In addition, investors other than Predica, HLD, Flat Footed and Leima Valeurs have subscribed 62,118,293 New Shares corresponding to a total €68,951,305.23 subscription amount, representing approximately 29.1% of the Rights Issue's gross proceeds.

After completion of the Rights Issue, Clariane's share capital will be comprised of 355,980,761 shares with a nominal value of 0.01 each, representing a share capital of €3,559,807.61 and which shareholding structure will be split to the knowledge of the Company as follows:

Shareholders	Number of shares		% of share capital		Number of voting rights		% of voting rights <sup>(a)</sup>	
	Non diluted basis	Diluted basis <sup>(b)</sup>	Non diluted basis	Diluted basis <sup>(b)</sup>	Non diluted basis	Diluted basis <sup>(b)</sup>	Non diluted basis	Diluted basis <sup>(b)</sup>
Predica	92,645,141	92,645,141	26.0%	24.8%	92,645,141	92,645,141	26.0%	24.8%
Ker Holding (HLD)	89,781,310	89,781,310	25.2%	24.1%	89,781,310	89,781,310	25.2%	24.1%
Flat Footed <sup>(c)</sup>	40,251,268	40,721,502	11.3%	10.9%	40,251,268	40,721,502	11.3%	10.9%
Leima Valeurs	19,401,787	19,401,787	5.5%	5.2%	19,401,787	19,401,787	5.5%	5.2%
Treasury shares <sup>(d)</sup>	279,094	279,094	0.1%	0.1%	279,094	279,094	0.1%	0.1%
Float <sup>(e)</sup>	113,622,161	130,347,213	31.9%	34.9%	113,622,161	130,347,213	31.9%	34.9%
<b>Total</b>	<b>355,980,761</b>	<b>373,176,047</b>	<b>100.0%</b>	<b>100.0%</b>	<b>355,980,761</b>	<b>373,176,047</b>	<b>100.0%</b>	<b>100.0%</b>

<sup>(a)</sup> % of voting rights = gross voting rights, including those attached to treasury shares. Treasury shares are deprived of voting rights exercisable at a general meeting. Number of voting rights exercisable as of 5 July 2024: 355,701,667

<sup>(b)</sup> Flat Footed holds (i) 344,258 ODIRNANE, which exercise can take place at any time until 8 September 2026 and which can give right to 364,569 CLARIANE SE shares according to a conversion rate of 1.059 and (ii) 90,467 OCEANE, which exercise can take place at any time until 6 March 2027 and can give right to 105,665 CLARIANE SE shares based on a conversion rate of 1.168. It is specified that no opposition was filed within the time limit set by the Ministry of the Economy as part of the notification for the purposes of exemption from authorization provided for in article R. 151-5 third paragraph of the monetary and financial code in respect of foreign investments, thus allowing Flat Footed to cross the threshold of 10% of the Company's voting rights.

<sup>(c)</sup> Treasury shares held as part of the liquidity contract (258,544 shares as of 11 June 2024) and the share buyback program (20,550 shares as of 11 June 2024).

<sup>(d)</sup> The free float is defined by difference with other shareholders holding 5% or more of the capital and voting rights.

<sup>(e)</sup> In the event of definitive acquisition of all 2,398,781 shares allocated free of charge, of the issue of 7,950,981 shares upon exercise of the right to the allocation/exchange of shares in respect of the 7,508,009 ODIRNANE in circulation and of the issue of 6,845,524 shares in the event of conversion of the 5,860,894 OCEANES in circulation.

<sup>1</sup> The subscription commitments from Crédit Agricole Assurances, through its subsidiary Predica, Ker Holding (HLD), Flat Footed and Leima Valeurs covered the total amount of the Rights Issue and are described in the press release dated 13 June 2024 related to the launch of the Rights Issue



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In addition, and in accordance with the commitments provided when it became a purpose driven company (*Société à Mission*) in 2023 and the resolutions adopted by the Combined General Meeting of Shareholders of 26 March 2024, the Company plans to launch, depending on market conditions, in the coming months, a capital increase reserved for its employees, which will enable them to be fully involved in the Group's plan to strengthen its financial structure and its "At your side" corporate project.

### **Lock-up / standstill commitments**

The Company has agreed to a lock-up period starting on the date of the approval by the Autorité des marchés financiers (the "**AMF**") of the Prospectus relating to the Rights Issue and expiring 180 calendar days following the settlement-delivery date of the New Shares, subject to certain customary exceptions.

Crédit Agricole Assurances through its subsidiary Predica, HLD, Flat Footed and Leima Valeurs have each undertaken not to increase their respective stake in the Company's share capital (held directly or indirectly, alone or in concert) beyond 29.99% of the Company's share capital (and 29.99% of voting rights for Crédit Agricole Assurances through its subsidiary Predica)(subject to certain customary exceptions), for a period of 12 months in the case of Crédit Agricole Assurances / Predica and 36 months in the case of HLD, Flat Footed and Leima Valeurs.

HLD, Flat Footed and Leima Valeurs have also undertaken to hold the shares subscribed under the Reserved Capital Increase for a period of 18 months following the settlement/delivery of the New Shares, subject to certain customary exceptions.

Each of Crédit Agricole Assurances via its subsidiary Predica, HLD, Flat Footed, and Leima Valeur has agreed to a lock-up on the New Shares, starting on the date of approval by the Autorité des marchés financiers ("AMF") of the prospectus relating to the Rights Issue and ending 90 calendar days after the settlement and delivery of the New Shares, subject to certain customary exceptions.

Finally, Credit Agricole Assurances through its subsidiary Predica, HLD, Flat Footed and Leima Valeurs have each indicated to the Company that they were not acting in concert and that they did not intend to act in concert.

### **Reminder on Clariane's Plan to strengthen its financial structure announced on 14 November 2023**

The Rights Issue is carried out in the context of Clariane's plan to strengthen its financial structure, announced by the Company on 14 November 2023.

This plan, for a total amount of €1.5 billion, is designed to secure and accelerate Clariane's debt reduction path and enable the Group to benefit from a financial structure adapted to a more challenging economic environment triggered by inflation, interest rates rise and more complex access to debt and real-estate markets, and finally to provide some flexibility in the execution of its strategy.

The Capital Increases are coming as **the third step** of such plan.

The Company completed **the first two steps** of its plan from December 2023:

- The completion of the "Gingko" real-estate partnership for €140 million on 15 December 2023, followed by the completion of the "Juniper" real-estate partnership for €90 million on 28 December 2023 with Credit Agricole Assurances through its sub-



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subsidiary Predica (Crédit Agricole Assurances through its subsidiary Predica was reimbursed for these €90 million following the effective sale of its UK assets by Clariane in April 2024)

- The arrangement and drawdown of a €200 million term loan with Caisse Régionale de Crédit Agricole Mutuel de Paris et d'Ile de France (CADIF), LCL and Crédit Agricole Corporate and Investment Bank (CACIB).

At the same time, the Group has also embarked on **the fourth and last step of its plan with** a program of disposals of operating and real-estate of assets, as well as capital partnerships, aimed in particular at a geographical refocusing of its activities with of approximately €1 billion expected gross proceeds. With the disposals of the United Kingdom and Netherlands completed during the first quarter of 2024, and the planned sale of its "*Hospitalisation à Domicile*" (HAD) business in France announced on 6 May 2024, which received a favourable opinion from employee representative bodies on 14 May 2024, the Group has committed, to date, around 40% the planned disposal program.

The Rights Issue is subsequent to the Reserved Capital Increase of €92.1 million which settlement/delivery occurred on 12 June 2024. The Reserved Capital Increase was subscribed by investment group HLD for c. €74.1 million, investment funds Flat Footed for c. €15 million and Leima Valeurs for c. €3 million.

These capital increases were mainly aimed at reducing the Company's debt and strengthening its financial structure, as well as supporting its "At your side" corporate project and its commitments as a purpose-driven company.

The net proceeds from the Reserved Capital Increase, of approximately €90 million, will be allocated to the early repayment of the real estate bridge loan set up on 27 December 2023, which matures on 31 January 2025, so that the balance of the bridge loan will consequently be reduced to 85 million euros.

The Rights Issue's net proceeds, estimated at approximately €234 million, will be allocated as follows: up to an amount of €85 million to the early repayment of the remaining balance of the real estate bridge loan and up to an amount of €149 million to strengthen the Company's liquidity in order to enable it to meet its debt maturities over a period of 12 months from the end of May 2024, including €88 million of *Schuldschein* maturing in December 2024 and real estate debt amortization scheduled each month for a total of €115 million. The amount of debt not covered by the proceeds of the Capital Increases (approximately €54 million) may be covered by the Company's liquidities, amounting to €447 million as of 31 March 2024.

Following the Rights Issue's completion, the Company has sufficient working capital to meet its obligations over the next 12 months from 12 June 2024. After repayment of the above-mentioned debt maturities using the proceeds of the Capital Increases and the Group's cash, the Company will be able to satisfy to the minimum liquidity condition of €300 million in order to renew its RCF facility if necessary.

### **Availability of the prospectus**

The Prospectus in the French language, which was approved by the AMF under number 24-214 on 12 June 2024 and which was comprised of (i) Clariane 2023 universal registration document filed with the AMF on 30 April 2024 under number D. 24-0380 (the "**Universal Registration Document**"), (ii) a first amendment to the URD filed with the AMF on 31 May 2024 under number D.24-0380-A01 (the "**First Amendment**"), (iii) a second amendment to the Universal Registration Document filed with the AMF on 12 June 2024 under number D.24-0380-A02 (the "**Second Amendment**" and with the First Amendment, the "**Amend-**



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**ments**”), (iv) the securities note dated 12 June 2024 (the “**Securities Note**”) and (v) the summary of the Prospectus (included in the Securities Note) is available on the websites of the AMF ([www.amf-france.org](http://www.amf-france.org)) and the Company ([www.clariane.com](http://www.clariane.com)). Copies of the Prospectus are available free of charge at the Company’s registered office (21-25 rue Balzac, 75008 Paris, France). Copies of the Prospectus are not and will not be made available in the United States of America.

### **Risk factors**

Investors’ attention is drawn to the risk factors relating to the Company included in chapter 2 « Risk Factors » of the Universal Registration Document as updated by the Amendments, in Chapter 2 of the Second Amendment, and the risk factors relating to the transaction and the New Shares mentioned in Chapter 2 “Risk Factors” of the Securities Note.



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## 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 900,000 patients and residents in three main areas of activity: long-term care nursing home (Korian, Seniors Residencias, 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.PA - ISIN: FR0010386334

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