

INFORMATION ON THE COMPENSATION AND THE FINANCIAL CONDITIONS OF THE DEPARTURE OF MR. PHILIPPE CHARRIER

Puteaux, 4 July 2022 (8:00 am)

In the context of the departure of Mr. Philippe Charrier from ORPEA, effective July 28, 2022 following the annual general meeting, the Board of Directors of ORPEA acknowledged, on July 1, 2022, the elements of compensation to which he is entitled in respect of the exercise of his functions during the financial year 2022 as Chairman of the Board of Directors, from January 1 to January 30, 2022 and then as of July 1, 2022, and as Chairman and Chief Executive Officer, from January 30 to June 30, 2022.

In his capacity as Chairman of the Board of Directors, Philippe Charrier receives a fixed annual remuneration of €260,000 *pro rata temporis*, i.e. an amount of €41,269.84 for 2022.

The compensation of Mr. Philippe Charrier, as Chief Executive Officer from January 30 to June 30, 2022, was composed only of a fixed annual remuneration of €760,000, given that he was appointed with the mission of ensuring, under the control of the Board of Directors, that best practices are applied throughout the company and of clarifying the allegations made, based in particular on the evaluation missions entrusted by the Board of Directors to the firms Grant Thornton and Alvarez & Marsal. It represents, *pro rata temporis*, an amount of 319,682.52 euros.

He also receives his compensation as a director.

Mr. Philippe Charrier does not receive, in his capacity as Chairman of the Board of Directors and Chief Executive Officer, any annual or long-term variable compensation (in particular no stock options or performance shares).

He does not receive any other compensation or benefits in kind.

In particular, Mr. Philippe Charrier will not receive any severance pay or non-compete indemnity in the context of the termination of his functions within ORPEA.

Pursuant to the compensation policy applicable to the Chairman of the Board of Directors and Chief Executive Officer submitted to the General Meeting of July 28, 2022, which provides for the possibility of granting Mr. Philippe Charrier an exceptional compensation in view of very specific circumstances justifying such compensation under certain cumulative conditions, the Board of Directors has decided, on the recommendations of its the Appointments and Remuneration Committee and subject to approval of such compensation policy, to grant Mr. Philippe Charrier an exceptional compensation.

The Board of Directors wishes to reward the exceptional mobilization of Mr. Philippe Charrier, who has enabled the Group, to face major financing challenges, to announce the conclusion and approval of a conciliation protocol with its core banking pool, thus organizing the first stage in the restructuring of the Group's financing strategy and enabling it to obtain new financing sources.

Alongside the in-depth audits conducted since February 2022, the identification and implementation of the first corrective measures and the organization throughout France of the *Etats Généraux du Grand*

Age, Mr. Philippe Charrier successfully led the recruitment process for the new Chief Executive Officer in an unprecedented and particularly uncertain context. With the appointment of Mr. Laurent Guillot, who has taken office on July 1, 2022, the Group will be able to embark on a new stage and launch its in-depth transformation process.

To ensure alignment with the interest of shareholders, this exceptional compensation would take the form of an allocation of existing ORPEA shares¹ representing, based on the closing price of the ORPEA share on June 30, 2022, 100% of the annual fixed compensation of Mr. Philippe Charrier as Chairman and Chief Executive Officer, *pro rata temporis*, which corresponds to 13,755 shares.

Pursuant to Article L. 22-10-34 of the French Commercial Code, the payment of this exceptional compensation is conditional upon the approval by the Shareholders' Meeting of July 28, 2022 of the compensation awarded in respect of and/or paid during fiscal year 2022 to Philippe Charrier.

About ORPEA (www.orpea-corp.com)

Founded in 1989, ORPEA is one of the world leaders in Dependency care (nursing homes, assisted living, post-acute and rehabilitation hospitals, mental health hospitals, home care services)

ORPEA is listed on Euronext Paris (ISIN code: FR0000184798) and is a member of the SBF 120, STOXX 600 Europe, MSCI Small Cap Europe and CAC Mid 60 indices.

Investor Relations Director ORPEA

Benoit Lesieur
Investor Relations Director
b.lesieur@orpea.net

Investor Relations NewCap

Dusan Oresansky
Tel.: +33 (0)1 44 71 94 94
orpea@newcap.eu

Media Relations Image 7

Charlotte Le Barbier
Tel.: +33 (0)6 78 37 27 60
clebarbier@image7.fr

Laurence Heilbronn
Tel.: 06 89 87 61 37
lheilbronn@image7.fr

¹ Treasury shares held by ORPEA.