clariane

European company with a Board of Directors
with share capital of €1,069,692.29
Registered office: 21-25, rue Balzac, 75008 Paris
447 800 475 R.C.S. Paris

AMENDMENT TO THE 2023 UNIVERSAL REGISTRATION DOCUMENT

AUTORITÉ DES MARCHÉS FINANCIERS

AMF

This amendment to the Universal Registration Document was filed on 31 May 2024 with the the French securities regulator (*Autorité des marchés financiers*) (the "**AMF**") in its capacity as competent authority under Regulation (EU) No. 2017/1129, without prior approval pursuant to Article 9 of said Regulation.

The universal registration document may be used for the purposes of an offer of securities to the public or the admission of securities to trading on a regulated market if it is supplemented by a securities note and, where applicable, a summary and any amendments to the universal registration document. The whole is approved by the AMF in accordance with Regulation (EU) n°2017/1129.

This amendment should be read in conjunction with Clariane's universal registration document, filed with the AMF on 30 April 2024 under number D.24-0380.

A cross reference table is provided in this amendment to enable the information incorporated by reference and that updated or modified to be found.

Copies of this amendment may be consulted free of charge at the Company's offices at 21-25, rue Balzac, 75008 Paris, France, as well as on the Company's website (www.clariane.com) and on the AMF website (www.amf-france.org).

GENRAL COMMENTS

The purpose of this amendment (the "**Amendment**") is to update Clariane S.E.'s 2023 universal registration document filed with the AMF on 30 April 2024 under number D.24-0380 (the "**2023 Universal Registration Document**").

In this Amendment, the terms "**Clariane**" and "**Company**" refer to Clariane. The terms "**Clariane group**" and "**Group"** refer to Clariane and its subsidiaries.

Forward-looking information

This Amendment contains statements about the Group's objectives, prospects and development plans, as well as forward-looking statements. These statements are sometimes identified by the use of the future or conditional tense or forward-looking words such as "consider", "envisage", "think", "aim", "expect", "intend", "should", "aim", "estimate", "believe", "wish", "may" or, where applicable, the negative of these terms, or any other similar variant or expression. This information is not historical data and should not be interpreted as a guarantee that the facts and data stated will occur. These forward-looking statements are based on data, assumptions and estimates considered reasonable by the Company. They may change or be modified as a result of uncertainties relating in particular to the economic, financial, competitive and regulatory environment. In addition, the materialisation of certain risks described in Chapter 2 *"Risk Factors"* of the 2023 Universal Registration Document, as modified by this Amendment, could have a material adverse effect on the Group's business, financial condition and results and its ability to achieve its objectives.

This forward-looking information contains data relating to the Group's intentions, estimates and objectives concerning, in particular, the Group's market, strategy, growth, results, financial situation and cash position. The forward-looking information referred to in the Amendment may only be assessed as at the date of its publication. Except as required by applicable law or regulation, the Company does not undertake any obligation to publish updates of the forward-looking information contained in the Amendment to reflect any change in its objectives or in the events, conditions or circumstances on which the forward-looking information contained in the Amendment is based. In addition, these forward-looking statements may be affected by the occurrence of some or all of the risk factors described in Chapter 2 *"Risk Factors"* of the 2023 Universal Registration Document as modified by this Amendment.

Information on the market and the competition

The Amendment contains information relating to the business segments in which the Group operates and its competitive position. Certain information contained in the Amendment is publicly available information that the Company considers to be reliable but which has not been verified by an independent expert. The Group considers that this information may help the reader to appreciate the major trends and issues affecting its market. Nevertheless, given the very rapid changes affecting the Group's sector of activity, it is possible that this information may prove to be inaccurate or no longer up to date. The Company cannot guarantee that a third party using different methods to gather, analyse or calculate data on the Group's business segments would obtain the same results. Unless otherwise indicated, the information contained in the Amendment relating to the Group's market shares and the size of its relevant markets are the Group's estimates and are provided for information purposes only. As a result, the Group's business may develop differently from that described in the Amendment. The Company does not undertake to publish any updates of this information, except in accordance with any legislative or regulatory obligation applicable to it.

Risk factors

Investors are advised to read carefully the risk factors described in Chapter 2 *"Risk Factors"* of the 2023 Universal Registration Document as amended by this Amendment before making any investment decision. The occurrence of some or all of these risks could have a material adverse effect on the Company's business, financial condition, results of operations or prospects. In addition, other risks not yet identified or not considered significant by the Company at the date of this Amendment could also have a material adverse effect.

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1. SIGNIFICANT EVENTS SINCE THE PUBLICATION OF THE 2023 UNIVERSAL REGISTRATION DOCUMENT

1.1 Renewal of *Revolving Credit Facility*

On 3 May 2024, Clariane announced that it had renewed the drawdown on its RCF (*Revolving Credit Facility*) for a period of 6 months (expiring on 3 November 2024) for an amount of €492.5 million, in accordance with the terms of the contract signed in 2019 and extended on 25 July 2023.

In addition to the usual conditions, the Group points out that the drawdown and renewal of its RCF line are subject to a minimum liquidity level of 300 million euros on the day of the drawdown or renewal, which includes the RCF drawn down.

As indicated in its press release of 14 November 2023, Clariane points out that following the publication on 24 October 2023 of the press release relating to sales for the 3ème quarter of 2023, the sharp fall in the share price, linked to the revision of its leverage target at 31 December 2023 from 3.5x to 3.8x, caused concern among certain financial partners, jeopardizing the finalisation of the two real estate partnership projects currently under negotiation and scheduled to be completed by the end of 2023. In this context, the Group drew down, on 3 November 2023, its RCF lines for an amount of 500 million euros for six months.

As indicated in the 2023 Universal Registration Document (section 2.4.1.2 - "*Management of liquidity risk, covenant breach risk and cross-default risk*" of Chapter 2 "*Risk factors*"), the Group's liquidity is ensured by:

(i) the financing structure currently in place, including in particular the syndicated loan for which the early renegotiation of an "amend & extend" was finalised in July 2023 (the term tranche of 500 million euros was due to mature in May 2024), and the drawdown by the Group on 3 November 2023 of its RCF line for an amount of 500 million euros for a period of six months, in a context of deteriorated market conditions and access to financing;

(ii) the €1.5 billion plan to strengthen the Company's financial structure announced on 14 November 2023, which includes capital increases (see section 1.2.1 "*Capital increases of approximately €328 million (including a reserved capital increase and a capital increase with preferential subscription rights*)" of this Amendment) and the implementation of a €1 billion asset disposal plan (see section 1.2.2 "*Asset disposal programme*" of this Amendment).

As indicated in the press release of 28 February 2024, the Group's pre-IFRS16 gross financial debt amounted to €4,532 million at 31 December 2023, of which €545 million matured during 2024 (excluding the drawn RCF, which is available for renewal until May 2026). The Group's net financial debt rose from €3,775 million at 31 December 2022 to €3,854 million at 31 December 2023 (€3,780 million after taking into account the €74 million receivable from Ages & Vie).

This change in net debt takes into account :

(i) gross borrowings of €4,532 million at 31 December 2023, compared with €4,508 million at 31 December 2022;

(ii) a cash position of 678 million euros at 31 December 2023, compared with 734 million euros at 31 December 2022.

Liquidity risk and the risk of cross-default are described in the 2023 Universal Registration Document (Chapter 6 - note 9.2).

1.2 Update on the plan to strengthen the Company's financial structure

Following the publication on 24 October 2023 of the press release on sales for the 3rd quarter of 2023, the sharp fall in the share price, linked to the revision of its leverage target at 31 December 2023 from 3.5x to 3.8x, caused concern among certain financial partners, jeopardizing the finalisation of the two real estate partnership projects currently under negotiation and scheduled to be completed by the end of 2023.

In this context, the Group drew down, on 3 November 2023, its RCF lines for an amount of 500 million euros for six months.

In this context, on 14 November 2023, in order to meet the increased constraints encountered in refinancing its forthcoming debt maturities, the Company announced a €1.5 billion plan to strengthen its financial structure, divided into four parts (the "**Strengthening Plan**").

In December 2023, the Company completed the first two parts of this plan, namely:

- Completion with Crédit Agricole Assurances, *via* its subsidiary Prévoyance Dialogue du Crédit Agricole ("**Predica**"), of the "Gingko" real estate partnership for €140 million on 15 December 2023 (press release dated 15 December 2023), followed by the completion of the "Juniper" real estate partnership for €90 million on 28 December 2023 (press release dated 28 December 2023) (Crédit Agricole Assurances was repaid these €90 million when Clariane sold its UK business in April 2024) (press release dated 28 February 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). The Group wishes to point out that this loan would become repayable in advance if the proposed capital increase were to be abandoned, unless the Group were to implement an alternative project enabling it to raise equity or quasi-equity financing or financing of a similar nature for at least the same amount. This loan matures on 31 January 2025 and the outstanding capital is €175 million.

As part of the third part of the Strengthening Plan, the Company announced, on 17 May 2024, capital increases totalling up to approximately €328 million, consisting of :

- a capital increase of approximately 92.1 million euros reserved for HLD Europe[1] , Flat Footed[2] and Leima Valeurs[3] , the completion of which is subject to the approval of the necessary resolutions by the Combined General Meeting of shareholders convened for 10 June 2024, and

- a subsequent capital increase with shareholders' preferential subscription rights for a maximum amount of approximately €236 million, which would be carried out on the basis of the second resolution adopted by the Combined General Meeting of shareholders on 26 March 2024 (see section 1.2.1 "*Capital increases of approximately €328 million (including a reserved capital increase and a capital increase with shareholders' preferential subscription rights*)" of this Amendment).

As part of the fourth part of the Strengthening Plan, consisting of an asset disposal programme aimed in particular at refocusing its activities geographically, for an amount of around €1 billion in sale gross proceeds, the Group began this asset disposal programme in the first quarter of 2024 and has secured around 40% of it to date (see section 1.2.2 "*Asset disposal programme*" of this Amendment).

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[1] HLD Europe will subscribe to the reserved capital increase *via* Ker Holding, a limited liability company (*société à responsabilité limitée*) registered under Luxembourg law, whose registered office is at 9b boulevard Prince Henri L1724 Luxembourg (Grand Duchy of Luxembourg).

[2] Flat Footed will subscribe to the reserved capital increase *via* the following funds: (i) Flat Footed Series LLC - Fund 4, a limited liability company incorporated in 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 in the amount of 28,846.15 euros, (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, in the amount of 20,458.26 euros, 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, in the amount of 8,387.89 euros.

[3] Leima Valeurs will subscribe to the reserved capital increase *via* Leima Valeurs a.s., a Czech company with its registered office at Opletalova 1284/37, ZIP Code, 110 00 Prague 1, Czech Republic, registered in Prague under number B 28659/MSPH.

1.2.1 Capital increases of around €328 million (including a reserved capital increase and a capital increase with shareholders' preferential subscription rights)

On 17 May 2024, Clariane announced the proposed structure of the capital increase under the Strengthening Plan. These operations constitute the third part of the Strengthening Plan.

At the Combined General Meeting of 26 March 2024, 98% of shareholders voted in favour of a capital increase with preferential subscription rights for a maximum nominal amount of €300 million, which Crédit Agricole Assurances, *via* its subsidiary Predica, the Company's largest shareholder with 24.6% of the capital, has undertaken to underwrite, if necessary, up to a maximum amount of €200 million.

As part of the preparations for this transaction, the Company has received various expressions of interest from both existing shareholders and third-party investors wishing to support the Group's debt reduction strategy and make a long-term commitment, alongside Crédit Agricole Assurances, to work with the Group's management, to support its strategy "At your side", offering to acquire a significant stake in the company or strengthen their capital position and underwrite the capital increase with preferential subscription rights approved by the General Meeting of shareholders on 26 March 2024.

After examining these expressions of interest during the Board of Directors meeting on 15 May 2024, Clariane agreed to structure the capital increase in two stages, in order to allow the entry of a new long-term investor by ensuring a significant shareholding and to ensure the execution of the total amount of the capital increase and maintaining the preferential subscription rights.

The Company is therefore proposing to the General Meeting of 10 June 2024 (the "**2024 General Meeting"**) the approval of a reserved capital increase for a total amount of approximately 92.1 million euros, to the benefit of the investment group HLD Europe for €74.1 million, acquiring a 20.0% stake in Clariane. HLD Europe has also undertaken, under the usual conditions, to subscribe to the capital increase with preferential subscription rights.

HLD Europe is a recognised private equity group, backed by leading French entrepreneurs, which supports European companies with high growth potential, particularly in the healthcare and essential services sectors. Through this transaction, HLD Europe would become one of the Group's main shareholders.

The Company is also proposing to the 2024 General Meeting that this reserved capital increase should be subscribed, under the usual conditions, by the investment funds Flat Footed for c. € 15 million and Leima Valeurs for c. € 3 million, these investors presently own 8.6% and 5.0% respectively of the company's capital, they have also undertaken to subscribe to the capital increase with preferential subscription rights.

The reserved capital increase would be carried out at a price of 2.60 euros per new share (representing a discount of 4.34% to Clariane's volume-weighted average share price (VWAP[4]), over the period running from 26 April 2024, the date of publication of sales for the 1er quarter 2024, until 14 May 2024, and including all trading platforms in Europe, i.e. 2.7179 euros) and would be launched on 10 June 2024, subject to approval by the Autorité des marchés financiers (the "**AMF"**) of the prospectus relating to the reserved capital increase, and a favourable vote at the 2024 General Meeting by a two-thirds majority of the votes of the shareholders present or represented. Following this transaction, HLD Europe, Flat Footed and Leima Valeurs would respectively hold approximately 20.0%, 10.5% and 4.6% of Clariane's share capital.

The reserved capital increase would result in the issue of 35,423,076 new shares corresponding to 33% of the share capital at that date. On the basis of the Company's current (non-diluted) share capital, a shareholder owning 1% of the share capital before the operation would be diluted to 0.75% of the share capital after completion of the reserved capital increase.

Crédit Agricole Assurances (which holds 24.64% of the voting rights) and Holding Malakoff Humanis (which holds 7.52% of the voting rights) have already announced that they will vote in favour of the resolutions required to complete the Reserved Capital Increase. A two-thirds majority of the votes cast by shareholders present or represented is required to approve the resolutions relating to the reserved capital increase, and Flat

[4] Source: Bloomberg

Footed and Leima are not entitled to vote on these resolutions (19ème and 20ème resolutions).

The reserved capital increase would be followed by a capital increase with preferential subscriptions rights open to all shareholders, as authorised by the Combined General Meeting of Shareholders of 26 March 2024, for an amount of approximately €236 million. This capital increase would be carried out at a discount of between 40% and 50% to the theoretical ex-rights price based on the closing price of the Company's shares on the trading day preceding approval of the AMF of the prospectus relating to the capital increase with preferential subscription rights, in line with market practice for comparable transactions.

The total amount of the planned capital increases would amount to a maximum of approximately €328 million.

Regarding the capital increase with shareholders' preferential subscription rights, the Company has received commitments from Crédit Agricole Assurances, HLD Europe, Flat Footed and Leima Valeurs covering the full amount envisaged to date. These commitments break down as follows:

- Crédit Agricole Assurances, *via* its subsidiary Predica, up to a maximum holding of 29.90% of Clariane's capital and voting rights following the capital increases[5] ,
- HLD Europe up to a maximum of 83.2 million euros and up to a maximum holding of 29.90% of Clariane's capital and voting rights at the end of the capital increases,
- Flat Footed up to a maximum of approximately €65 million,
- Leima Valeurs up to a maximum of approximately €27 million.

The fulfilment of these undertakings, which have been the subject of firm agreements between the Company and each of the parties concerned, remains subject to:

- a favourable vote on the resolutions submitted to the 2024 General Meeting concerning the capital increase with cancellation of preferential subscription rights to the benefit of HLD Europe, Flat Footed and Leima Valeurs (i.e. resolutions 19 and 20);
- with regard to the subscription commitments made by HLD Europe and Leima Valeurs respectively, the condition that the resolutions relating to the appointment of the two directors proposed by HLD Europe (i.e. resolutions 13 and 14) and the resolution relating to the appointment of a director proposed by Leima Valeurs (i.e. resolution 15) are passed, it being specified that this condition precedent may be lifted at the sole discretion of the investor concerned;
- AMF approval of the prospectuses for these transactions; and
- the preparation of a fairness opinion by Finexsi. The Company's Board of Directors has voluntarily appointed Finexsi, acting as an independent expert, to draw up a fairness opinion on the reserved capital increase, which will be made available to shareholders prior to the 2024 General Meeting. A fairness opinion will also be delivered for the capital increase with preferential subscription rights, and will be available in the prospectus relating to this operation.

It should be noted that the subscription commitments made by each investor are interdependent.

As part of the undertakings given by Flat Footed to subscribe to capital increases, it will apply for prior authorisation under Article L. 151-3 of the French Monetary and Financial Code due to the crossing of the threshold of 10% of the Company's voting rights.

It should be noted that this second capital increase provides for the maintenance of their preferential subscription rights and that they may therefore subscribe to this capital increase in order to maintain their

[5] The final amount of Crédit Agricole Assurances' commitment, *via* its subsidiary Predica, will be calculated on the basis of the final terms of the capital increase with shareholders' preferential subscription rights, within the limit of the maximum commitment granted by Crédit Agricole Assurances under the plan announced by Clariane on 14 November 2023.

shareholding by benefiting from the discount. Otherwise, shareholders who do not wish to exercise their preferential subscription rights will be subject to significant dilution, which may be offset in whole or in part by the sale of their preferential subscription rights.

In addition, and in accordance with the undertakings it gave when it became a purpose driven company (*Société à Mission*) in 2023 and the resolutions adopted by the Combined General Meeting 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 refinancing and development plan.

On 17 May 2024, Crédit Agricole Assurances, *via* its subsidiary Predica, aiming to maintain a stake in Clariane after the two capital increases at least equivalent to that which it currently holds (24.6%), signed an agreement with Holding Malakoff Humanis to acquire in the context of the capital increase with preferential subscription rights, part or all of the subscription rights depending on the final terms of the capital of the capital increase, with the intention to exercise the rights acquired..

Clariane specifies that, in accordance with the separate agreements signed with HLD, Flat Footed and Leima Valeurs, the transactions described in the press release of 17 May 2024, namely a capital increase of approximately €92.1 million reserved for HLD, Flat Footed LLC and Leima Valeur followed by a capital increase with shareholders' preferential subscription rights for a maximum amount of approximately €236 million, with the individual subscription commitments from these three investors and Credit Agricole Assurances, form an indissociable whole

If the reserved capital increase is not approved by the 2024 General Meeting, neither of these two capital increases will be carried out.

In this case, Clariane would not be in a position to carry out a capital increase of 300 million euros in June or July 2024 as provided for in its Strengthening Plan. Clariane would therefore have to examine ways of carrying out this capital increase in September 2024 on the basis of the resolution passed by the General Meeting of Shareholders on 26 March 2024. This would involve identifying investors or banks capable of guaranteeing the portion not guaranteed by Crédit Agricole Assurances, and satisfying the conditions precedent to Crédit Agricole Assurances' guarantee commitment of €200 million, as set out in the press release of 14 November 2023, These conditions are (i) obtaining authorisations from the relevant competition authorities for the possible takeover of Clariane by Crédit Agricole Assurances, (ii) obtaining an amendment to the terms and conditions of the contract for the issue of Oceanes maturing in 2027 (0.875% - FR 0013489739) in order to exclude early redemption in the event that Crédit Agricole Assurances crosses the 40% threshold in terms of voting rights, (iii) the independent expert Finexsi delivers a fairness opinion and (iv) the Autorité des Marchés Financiers approval of the prospectus relating to the capital increase.

There is no guarantee that Clariane will succeed in carrying out such a capital increase of €300 million within the required timeframe. Failing to do so, Clariane would have to place itself under a protection regime adapted to renegotiate its debt with its creditors.

Subject to approval by the 2024 General Meeting of the resolutions relating to the reserved capital increase, the Board of Directors has decided to propose to the said General Meeting the appointment of three directors, one of whom will replace Holding Malakoff Humanis as a director whose mandate is expiring.

Two of these candidates, whose appointments would take effect after completion of the reserved capital increase, have been put forward by HLD Europe. HLD Europe has given an undertaking to the Company to cause the resignation of one of them if its shareholding falls below 20% of the Company's capital under certain conditions, and of the other if its shareholding falls and remains below 10% of the Company's capital for a period of 24 months. From 30 March 2025, HLD Europe may also propose the appointment of a third director if it holds 25% or more of the Company's share capital.

A third candidate has been put forward by Leima Valeurs, which has given an undertaking to the Company to cause the resignation of this director if, within 24 months of his appointment, his shareholding has not reached at least 10% of the Company's capital. Leima Valeurs has also undertaken to cause the resignation of this director if his shareholding falls below the threshold of 10% of the Company's capital.

The composition of Clariane's Board of Directors would remain balanced and in line with the Afep-Medef code.

It would be made up of 16 members, including 8 independent members, 2 representatives for each of Crédit Agricole Assurances and HLD Europe, one representative for Leima Valeurs, the Chief Executive Officer who is also a director, and 2 members representing the employees, under the chairmanship of Mr Jean-Pierre Duprieu, an independent member.

The composition of the Committees would also be modified, with in particular the presence of a member proposed by HLD Europe on the Audit Committee, the Compensation and Appointments Committee, the Investment Committee and the Ethics, Quality and CSR Committee.

Crédit Agricole Assurances, *via* its subsidiary Predica, HLD Europe, Flat Footed and Leima Valeurs have individually undertaken not to acquire Clariane shares on completion of the transactions, if such acquisitions would lead them to exceed, with regard to their respective shareholdings and those of the other entities in their group, the thresholds of 30% of the share capital or voting rights in Clariane, for a period of 12 months for Crédit Agricole Assurances and 36 months for HLD Europe, Flat Footed and Leima Valeurs respectively.

HLD Europe, Flat Footed and Leima Valeurs have also undertaken, with effect from the date of signature of the investment agreements on 17 May 2024, to hold the shares subscribed for a period of 18 months following completion of the capital increase with preferential subscription rights.

Crédit Agricole Assurances, HLD Europe, Flat Footed and Leima Valeurs are not acting in concert and have each indicated that they do not intend to act in concert.

Due to the calendar of the transactions described above, the Company has also postponed the publication date of its first-half results to 5 August 2024.

1.2.2 Asset disposal programme

(a) Disposals since the start of the 2024 financial year

Since the beginning of the 2024 financial year, the Group has sold:

- Its 50% stake in a real estate portfolio in the Netherlands to its partner Aedifica for a total contractual sale value of around €25 million;

- All its activities and assets (opco & propco) in the United Kingdom, to Elevation Healthcare Property, a UK investment fund specialising in the retirement and healthcare property sector, managed by Elevation Advisors LLP, for a gross sale value of £207 million (around €243 million). The assets sold were part of the "Juniper" real estate partnership signed with Predica (press release dated 28 December 2023). Details of this transaction, and in particular the use of the proceeds from the sale, are described in the press release relating to this sale, published on 28 February 2024. It should be noted that the net proceeds from the sale of this business were used to repay approximately €100 million of the Group's outstanding debt, but will not have a significant impact on leverage.

(b) Disposal of the Hospitalisation à Domicile and Home Nursing Services (HAD/SSIAD) business in France

On 6 May 2024, Clariane announced that it had received a a put option agreement from the Fondation Santé Service and has granted an exclusivity undertaking with a view to selling all its Hospitalisation à Domicile and Services de Soins Infirmiers à Domicile (HAD/SSIAD) activities in France. This agreement follows a bidding process involving several players in the sector.

Recognized as a public utility since 2013, the Fondation Santé Service is the leading French player in home hospitalization (HAD) and takes care of and coordinates within its HAD, SSIAD and PSAD activities more than 2,000 patients of all ages affected of all ages suffering from acute or chronic pathologies, mainly in oncology, palliative care, complex wounds, rehabilitation, perinatal care and geriatrics.

In addition to its care services, the Fondation Santé Service has developed a research and innovation activity focused on home care services and HAD.

The businesses sold by the Clariane Group would represent 8 HAD homes, two of which are located in the Ile-de-France region, and 3 SSIAD agencies. They employ 309 people (fulltime equivalent) and generated sales of €46.5 million in 2023.

All of these facilities rely on high-level operational processes that meet the requirements expected in the performance of their missions and the expectations of patients. As such, they meet the highest quality standards set by the French National Authority for Health (Haute Autorité de Santé) and the ISO 9001 quality standards deployed by Clariane. The transaction is subject to finalisation of the legal documentation and the transfer of administrative authorisations by the relevant health authorities.

The process of informing and consulting the employee representative bodies concerned has been initiated.

All the net proceeds from this sale will be used to repay the Group's debt.

The planned sale of these activities was approved by the employee representative bodies on 14 May 2024.

With this planned disposal of the Hospitalisation à Domicile and Services de Soins Infirmiers à Domicile (HAD/SSIAD) businesses, and taking into account the disposals completed since the start of the 2024 financial year, the Group would complete around 40% of the total disposal programme aimed at refocusing on four main countries.

1.3 Medium-term plan 2023-2026

On 21 May 2024, the Company presented its strategic plan and outlook for the period 2023-2026.

In response to the public health challenges posed by an ageing population and an increase in chronic illnesses, Clariane has developed a range of diversified and complementary forms of support and care in its various regions, organised around the following three segments:

- "Long-Term Care";
- "Specialty Care";
- "Community Care".

As part of its "At your side" corporate project, Clariane is promoting the development of personalised care solutions, grounded in local ecosystems and in the needs of vulnerable people and their carers.

Clariane is developing a common skills base to all its activities, including the use of rigorous medical expertise, consistent quality standards, a policy of skills development and promotion through training leading to qualifications, and the gradual digitalisation of key processes.

In line with its decision to become a purpose-driven company with high levels of accountability, the company's governance includes its stakeholders building trust and regularly measures its non-financial performance.

Following the tightening of credit conditions, Clariane initiated a Strengthening Plan on 14 November 2023 (see section 1.2 "*Update on the plan to strengthen the Company's financial structure*" of this Amendment).

Confirming its objectives for 2024, and building on the progress of the Strengthening Plan, the Group has announced its main outlook for the period from 1er January 2023 to 31 December 2026 (see section 5.2 "*Outlook for 2023 - 2026*" of this Amendment):

- average annual organic growth (CAGR) in sales around +5%, driven in particular by a gradual and steady increase in occupancy rates and activity levels in Specialized Care, especially in outpatient care, and by the ongoing catch-up of tariffs, particularly in Germany;

- A improvement of 100 to 150 basis point improvement in its pre-IFRS 16 EBITDA margin at 31 December 2026 compared with 12.2% at 31 December 2023, driven mainly by revenue growth, notably through occupancy rates and the development of outpatient services, as well as by targeted improvement measures relating to its central cost structure, rental expenses and energy costs and finally an improvement in performance in Germany;

- opco leverage target of less than 3.0x at 31 December 2025 and an LTV of 55% for real estate debt at the same date, reflecting the Strengthening Plan but also investment discipline with limited levels of investment: around €100 million a year for building maintenance and around €200 million in total for development investment including real estate, and an expected conversion rate of EBITDA into free operating *cash flow* of around 40% from 2024. In this context, the level of net financial debt[6] in 2026, pre-IFRS 16, should be reduced to around €2.7 to €3 billion, with real estate debt expected to be around €1.4 billion, giving an LTV of around 55% (assuming a capitalisation rate of 6.7%) and non-real-estate debt of around €1.3 to €1.6 billion.

At the same time, the Group has set itself the following ESG targets to be achieved by 31 December 2026:

- more than 7,000 employees enrolled in a qualifying path through the Clariane University;

- NPS maintained above 40 ;

- Lost-time injury frequency rate down to 29;

- implementing SBTi's commitments on the carbon trajectory.

[6] Net of the Ages & Vie receivable, as described in paragraph 9.2 of the 2023 financial statements, for €74m

2. PRESENTATION OF THE CLARIANE GROUP'S ACTIVITIES

2.1 Significant events in 2023

Section 1.2.2 "*Significant events in 2023*" of Chapter 1 "*Clariane, the leading European services group for vulnerable people*" of the 2023 Universal Registration Document (page 11) is supplemented by the following fact:

"July 2023

Clariane renegotiates an early "*amend & extend*" of its syndicated loan (the €500 million term tranche was due to expire in May 2024), resulting in the introduction of new covenants for the Group and a new debt reduction trajectory to be respected in this context".

2.2 European presence

A footnote (1) is added to section 1.5 "*European presence*" and inserted as follows in Chapter 1 "*Clariane, the leading European services group for vulnerable people* " of the 2023 Universal Registration Document. Footnote (1) becomes footnote (2):

"A European company (societas europaea), Clariane has gradually(1) become one of Europe's leading providers of care for elderly people. Benefiting from recognised expertise in the healthcare and support sector, these three complementary segments – Long-term Care, Specialty Care, and Community Care – are deployed in seven major(2) countries in Europe. The network today represents over 1,300 facilities. Clariane's multi-local presence is an asset in terms of mobilising expertise and sharing best practices, and its wide geographical footprint also increases Clariane's appeal as a benchmark employer in the industry."

(1) Especially since 2016 and the significant development of the business in Germany and the SMR business in France."

2.3 Financing and real estate strategy

A section 1.8.2 "*Financing and real estate strategy*" is inserted as follows in Chapter 1 *" Clariane, the leading European services group for vulnerable people* " of the 2023 Universal Registration Document:

Financial strategy

With operations in 7 countries, the Group generated revenues of €5,047.5 million in 2023. Its revenues are distributed between the different geographical regions as follows:

- France: €2,243 million;
- Germany: €1,166 million;
- Belgium: €617 million;
- Netherlands: €131 million;
- Italy: €609 million;
- Spain and United Kingdom: €281 million.

The Group's financial strategy is based on three main pillars:

- boosting organic revenue growth, by returning to normal occupancy levels in our care homes and benefiting from the investments made in recent years, in particular the launch of new offerings;
- improve margins despite cost inflation, particularly in terms of salaries. In this respect, the Group

expects margins to grow thanks to the expected increase in occupancy rates and the development of outpatient and homecare services;

- slow down the pace of investment from 2023, after a cycle marked by major investment aimed at improving, developing and diversifying the network and its activities. In this respect, the Company has set itself the target of maintaining its level of maintenance investment at a normal level (around €100 million). However, investment in development and growth will be lower than in 2023, with a view to reducing debt and financial leverage to less than 3x at the end of 2025[7] and bringing the LTV ratio down to 55%.

Real estate strategy

Since 2016, the Company has created a dedicated real estate department to optimise (i) construction operations to renew the portfolio of facilities, (ii) extensions to increase the capacity of facilities and (iii) transformation operations to improve the quality and experience of patients or residents.

At 31 December 2023, the Group owned 26% of the real estate assets it operates, with a value of around €3.0 billion[8] .

As part of its financial and real estate strategy, the Company has set up real estate partnerships with investors, which represent a major source of equity financing for the Group:

- A partnership signed in 2020 with EDF Invest and BNP Paribas Cardif covering a real estate portfolio worth more than €1 billion, which enabled the Group to raise €336 million in equity;
- partnership concluded in 2021 with BAE Systems Pension Funds on a portfolio worth almost €320 million, which enabled the Group to raise €98 million in equity;
- partnership signed with Amundi Immobilier, Covéa, Crédit Agricole Assurances and Malakoff Humanis in June 2023 on a portfolio of almost €500 million, which enabled the Group to raise almost €120 million in equity;
- partnerships entered into with Predica in December 2023 as part of the Strengthening Plan.

As part of this partnership policy, the Group has grouped together most of its real estate assets in dedicated real estate companies.

[7] As announced in the Company's press release of 14 November 2023.
[8] Based on independent property valuations by CUSHMAN & WAKEFIELD at 31 December 2023.

3. RISK FACTORS

Investors are advised to consider all of the information set out in this Amendment, including the risk factors described below and in Chapter 2 *"Risk Factors"* of the 2023 Universal Registration Document, before deciding to subscribe for or acquire shares in the Company.

Clariane has reviewed the risk factors presented in the 2023 Universal Registration Document in the context of the capital increases announced on 17 May 2024.

It should be noted that the risk factors "Infectious disease" (p. 39 of the 2023 Universal Registration Document), "Interest rate risk and liquidity risk" (p. 45 of the 2023 Universal Registration Document) and "Cost and inflation management" (p. 47 of the 2023 Universal Registration Document) are not labelled "ESG" in accordance with the risk summary table (p. 36 of the 2023 Universal Registration Document).

The Group considers that, subject to the modifications and additions indicated below, the risk factors presented in the 2023 Universal Registration Document remain up to date.

The table summarising the presentation of risk factors by category with the criticality of each risk factor indicated according to a three-level scale, low, medium and high, and appearing on page 36 of the Universal Registration Document 2023 is updated as follows:

Risk category	Risk factors	Criticality of the risk factor	ESG
Operational Risks	Treatment and care		✪
	Recruiting and employee retention		✪
	Reputational damage		✪
	Infectious disease		
	Information systems, cyber security and personal data protection		✪
	People safety		✪
Strategic Risks	Real estate development and construction		✪
	Risk related to the implementation of the asset disposal plan		
Legal, ethical and regulatory risks	Regulations		
	Global warming and environmental damage		✪
	Business ethics		✪
Economic and financial risks	Interest rate and liquidity risk		
	Cost and inflation management		

Faible Moyen Élevé

3.1 Treatment and care

Section 2.1.1.1 "*Description of the risk*" of section 2.1.1 "*Treatment and care*" of Chapter 2 *"Risk factors"* of the 2023 Universal Registration Document (page 41) is updated and completed as follows:

2.1.1.1 Description of the risk

In 2023, the Group provided care for 900,000 residents and patients in its 1,300 facilities or in their homes.

Given the frailty, cognitive profile or age of patients, there are risks inherent to the care business.

These risks may be associated with situations including:
- delivery of treatments and medication;
- care procedures;
- risk of abuse;
- risks of falls; and
- seasonal epidemics outbreaks (influenza, respiratory infections) liable to affect elderly people with chronic diseases.

If these risks were to materialise, they would mainly affect residents, patients and their families. These latter could then seek to hold the Group liable and sue it for compensation. The damage suffered by the Group could therefore be financial or administrative. The media could also relay information relating to these incidents, which would damage the Group's image and reputation.

3.2 Real estate development and construction

Sections 2.2.1.1 "*Description of risk*" and 2.2.1.2 "*Risk management framework*" of section 2.2.1 "*Real estate development and construction*" of Chapter 2 *"Risk factors"* of the 2023 Universal Registration Document (page 41) has been updated and completed as follows:

2.2.1.1 Description of the risk

The Group owns 26% of the real estate portfolio it operates and leases 74% of it. The owned portion represents a value of €2,752 million pro forma of disposals already completed in 2024. 74% of the owned real estate portfolio is held through real estate partnerships with investors (see section 2.3 of Chapter 6 of the 2023 Universal Registration Document for details of these partnerships).

Real estate is sensitive to the overall economic climate. The entire real estate production chain may be subject to a number of contingencies, including supply problems, shortage of materials, the fluctuating cost of energy and its impact on construction prices, corporate bankruptcies and project financing costs. Buildings under construction may require repairs to be made, their delivery deadlines may be extended and their budgets may increase, with these effects often acting cumulatively.

Construction sites can also be impacted by force majeure events (bad weather, strikes, wars, etc.) in proportions that are difficult to anticipate.

In order to ensure that it can meet changing needs and avoid the obsolescence of certain buildings, the Group has drawn up a transformation and modernisation plan for its real estate portfolio. In recent years, the Group has carried out a programme to transform and renovate its real estate portfolio (leased and owned), covering 33% of the home home network, 53% of the healthcare network and 70% of the shared housing network.

In addition, the Group owns a number of facilities, either through buyouts of properties that it operates or through the construction of new facilities. In this case, the Group is subject to technical or financial uncertainties, such as:
- securing administrative authorisations such as building permits;
- technical control of projects (in particular the need to take into account the latest regulations on buildings' energy performance and environmental footprint);

- changes in construction costs and financing costs;
- compliance with the construction schedule.

These risks may delay the start of operations or lead to additional costs, which could impact the Group's business and results.

2.2.1.2 Risk management framework

To guard against these risks, the Group has set up a dedicated in-house project management team responsible for:
- coordinating architects, project managers and developers;
- obtaining building permit; and
- monitoring constructionwork.

The Group has also set up a Technical and Environment Department, which liaises with each country's real estate department to ensure compliance with the various environmental regulations and standards and with the low-carbon roadmap.

In addition, the Group protects itself by selecting service providers taking account of their financial strength, and by contracting with insurance companies and banks that issue completion guarantees.

In addition, the Group has decided to focus on developing new capacity via existing real estate partnerships, in particular with Predica and Banque des Territoires. In total, the capacity currently under development represents 3,523 new beds by 2028.

Further information on the Group's ESG strategy and low-carbon roadmap can be found in Chapter 3 of this Universal Registration Document.

3.3 Risk related to the implementation of the asset disposal plan

Section 2.2.2 "*Business development and external growth*" of Chapter 2 *"Risk factors"* of the 2023 Universal Registration Document (page 42) is deleted and replaced by a section entitled "*Risk related to the implementation of the asset disposal plan*" as follows:

"2.2.2 Risk relating to the implementation of the asset disposal plan

2.2.2.1 Description of the risk

On 14 November 2023, the Group announced a major plan to strengthen its financial structure, an essential part of which is a plan to sell off assets worth around €1 billion.

The risks for the Group are:
- not to carry out the announced plan;
- to carry it out under conditions that will not enable the associated financial objectives to be achieved; and/or
- to carry it out in conditions that would damage its image.

These asset disposals must be carried out under conditions that enable the objectives of reducing debt and financial leverage to be achieved, while ensuring the best possible conditions for the takeover and continuity of service quality.

At the date of this Amendment, approximately 40% of this asset disposal plan has been secured in line with the targets set.

2.2.2.2 Risk management framework

While certain assets have been targeted as part of this plan, the local development teams constantly monitor opportunities and business trends in each country.

At Group level, Clariane has a dedicated department whose duties include analysing partners and strategic opportunities, selecting them, carrying out audits and conducting negotiations.

This department implements rigorous multi-criteria analysis procedures based on external audits and the opinions of recognised experts.

The proposed transactions then follow the same procedure as all Clariane investment or divestment transactions.

Any proposed investment or divestment exceeding €1 million, including partnerships and acquisitions of equity interests, whether or not it results in control being acquired, is subject to the approval of Clariane's Commitments and Investment Committee.

Projects with an enterprise value in excess of €15 million, in a new country or outside the scope of the Group's pre-existing business lines (determined at the local level) must be approved by the Board of Directors on the recommendation of the Board's Investment Committee.

3.4 Regulations

Section 2.3.1.1 "*Description of risk*" of section 2.3.1 "*Regulation*" of Chapter 2 *"Risk factors"* of the 2023 Universal Registration Document (pages 45 and 46) is updated and completed as follows:

"Description of the risk

The Group's healthcare and nursing activities are subject to laws and regulations in all countries in which it operates (for more details, see section 8.3 "Highly regulated activities"). The constant and increasing evolution of laws and regulations is likely to create legal instability and make it difficult to detect and anticipate direct or indirect impacts on the Group's business. Non-compliance with any of these rules or regulations could expose the Group to financial or criminal penalties, as well as media exposure that could tarnish its image and reputation.

Similarly, in most countries the opening and operation of a healthcare or nursing facility requires formal authorisations. Authorisations are generally issued or renewed subject to compliance of the service with assessment and quality control procedures conducted by the supervisory authorities in accordance with the applicable laws in each country. The withdrawal or non-renewal of an operating licence could have adverse reputational, operational and financial impacts.

At the same time, the pricing of the Group's establishments is regulated. They include:

(1) a portion paid by residents or patients; and

(2) a part relating to care and support, directly or indirectly financed by the public purse.

Both in France and in Europe, the Group may not sufficiently anticipate public or private reforms that could have an impact on the pricing of the Group's establishments and thus on its strategy, development and financial situation".

3.5 Currency risk

Following the sale of all its activities and assets (opco & propco) in the United Kingdom in April 2024, and the fact that all foreign transactions are now carried out in euro zone countries, the Group is no longer exposed to currency risk.

Paragraphs (i) "*Currency risk*" in section 2.4.1.1 "*Description of the risk*" and (ii) "*foreign exchange risk management*" in section 2.4.1.2 "*Risk management system*" of Chapter 2 *"Risk factors"* of the 2023 Universal Registration Document (pages 46 and 47) are no longer relevant and are therefore deleted.

3.6 Liquidity risk and risk of breach of covenants

The paragraphs "*Liquidity risk*" in section 2.4.1.1 "*Description of risk*", "*Risks of breach of the Group's financial covenants*" and "*Management of liquidity risk, covenant breach risk and cross-default risk*" in section 2.4.1.2 "*Risk management system*" of Chapter 2 *"Risk Factors"* of the 2023 Universal Registration Document (pages 45 and 46) should be read in the light of the updates and announcements, particularly concerning the progress of the Strengthening Plan, published by the Company in its press releases dated 3 May 2024 (Renewal of the *Revolving Credit Facility*), 6 May 2024 (Disposal of the HAH business), 17 May 2024 (Clariane initiates capital increase transactions to strengthen its financial structure) as described in Section 1 of this Amendment.

These paragraphs are updated and completed as follows:

"Liquidity risk

At the date of this Amendment, the Company does not have sufficient consolidated net working capital to meet its debt repayments for the next twelve months, prior to the completion of (i) the reserved capital increase and (ii) the capital increase with preferential subscription rights.

Given the amount of cash and cash equivalents of €447 million at the end of March, and after taking into account the repayment dates of approximately €70 million that have already occurred in April and May 2024, the Company estimates that approximately €320 million will be required to cover its liquidity needs for the next 12 months from the end of May 2024:

- 12-month maturities relating in particular to real estate debts and *Schuldschein*, the cumulative amount of which represents around €203 million (excluding the factoring programme),

- early repayment or repayment at term of the real estate bridge loan put in place on 27 December 2023, maturing on 31 January 2025 and with a principal outstanding of €175 million,

- lastly, compliance with the minimum liquidity condition of €300 million on the day of each renewal of the drawdown on its RCF (Revolving Credit Facility) of €492.5 million, the next of which could take place on its maturity date of 3 November 2024 for a maximum period of 6 months.

At 31 March 2024, the Group had cash and cash equivalents of €447 million. Given the anticipated level of cash consumption, and in particular the debt repayments already made in April and May 2024 representing approximately €70 million (excluding the mandatory early repayments made when cash was received following the disposal of the UK business), and in the absence of new financing, the Company considers that its current working capital would not allow it to renew the drawdown of its RCF (Revolving Credit Facility) on 3 November 2024 for an amount of €492.5 million, in view of the minimum liquidity condition of €300 million on the day of renewal. The level of liquidity at that date would probably be below this minimum level, depending on Clariane's operating cash flow and access to the credit market. On this basis, and taking into account the liquidity needs identified above, the amount of the Group's consolidated net working capital shortfall over a 12-month horizon could reach approximately €320 million at the end of May 2025, taking into account approximately €203 million in debt maturities (in addition to the €175 million bridging loan and the €70 million in repayments made in April and May 2024), in the event that (i) the reserved capital increase and (ii) the capital increase with preferential subscription rights are not completed.

To meet its liquidity needs, and in addition to the financing structure currently in place, including in particular the syndicated loan for which the early renegotiation of an amend & extend was finalised in July 2023 (the term tranche of €500 million was due to expire in May 2024), and the drawdown by the Group on 3 November 2023 of its RCF (Revolving Credit Facility) for an amount of €500 million for a period of six months, in a context of deteriorated market conditions and access to financing, the Group announced on 14 November 2023 the implementation of the Strengthening Plan of €1,5 billion, which includes a €200 million real estate bridge loan (maturing on 31 January 2025 and with outstanding capital of €175 million), a €300 million rights issue and a €1 billion asset disposal plan.

On 17 May 2024, the company announced capital increases totalling up to €328 million, consisting of a reserved capital increase to the benefit of HLD, Flat Footed and Leima, and a capital increase with preferential subscription rights, subject to individual subscription undertakings by these three investors and Predica.

The total amount of the reserved capital increase, including issue premium, is approximately €92.1 million and the total amount of the capital increase with preferential subscription rights, including issue premium, would be a maximum of approximately €236 million.

Following completion of the reserved capital increase, cash requirements over the next twelve months would be reduced to around €230 million, leaving a shortfall in the Group's consolidated net working capital of around €230 million over the next 12 months.

Following completion of the reserved capital increase and the capital increase with preferential subscription rights, the Company would have sufficient working capital to meet its obligations for the next twelve months from the date of this Amendment.

The gross proceeds of these two capital increases would be allocated as follows:

- the net proceeds of €90 million from the reserved capital increase (after payment of expenses) would be allocated to the early repayment of the real estate bridge loan, the outstanding principal of which is €175 million. The balance of the bridge loan will consequently be reduced to 85 million euros;

- the maximum gross proceeds of around €236 million from the capital increase with preferential subscription rights would be allocated as follows: €85 million to early repayment of the remaining balance of the bridge loan, and around €151 million to strengthening the Company's liquidity to enable it to meet its debt maturities in 2024, including €88 million of *Schuldschein* maturing in December 2024, and monthly real estate debt repayments totalling €115 million. The amount of maturities not covered by the amount of the capital increases (around €50 million) can be covered by the company's cash position, which stood at €447 million at March 31, 2024.

In the event that the reserved capital increase is not approved by the Combined General Meeting on 10 June 2024, neither of these two capital increases will be carried out. Clariane would therefore have to examine ways of carrying out the €300 million capital increase provided for in its Strengthening Plan in September 2024 on the basis of the resolution passed by the General Meeting of Shareholders on 26 March 2024. This would involve identifying investors or banks capable of guaranteeing the portion not guaranteed by Predica, and satisfying the conditions precedent to Predica's guarantee commitment of €200 million specified in the press release of 14 November 2023, still outstanding, namely (i) obtaining authorisations from the relevant competition authorities for the possible takeover of Clariane by Crédit Agricole Assurances, (ii) obtaining an amendment to the terms and conditions of the contract for the issue of Oceanes maturing in 2027 (0.875% - FR 0013489739) in order to exclude early redemption in the event that Crédit Agricole Assurances crosses the 40% threshold in terms of voting rights, (iii) the independent expert Finexsi delivers a fairness opinion and (iv) the AMF approval of the prospectus relating to the capital increase.

There is no guarantee that Clariane will succeed in carrying out a capital increase within the required timeframe.

Failing to do so, Clariane would have to place itself under a protection regime adapted to renegotiate its debt with its creditors.

"Risk of breach of the Group's financial covenants

The Group’s €1,055 million syndicated loan (comprising a €555 million term tranche and a €500 million RCF) as well as the €200 million immovable property debt contract, set up with Caisse Régionale de Crédit Agricole Mutuel de Paris et d’Ile de France, LCL and Crédit Agricole Corporate and Investment Bank in December 2023, are subject to a financial covenant based on the contractual leverage ratio. These two contracts are also subject to a loan-to-value (LTV) covenant calculated at the level of the Group and set at 65%.

The Group's syndicated loan amended in July 2023 provides for the gradual lowering of the leverage ratio covenant as follows: 4.5x in June 2024, 4.25x in December 2024, 4.0x in June 2025 and 3.75x in December 2025. On the basis of the most restrictive* covenant calculation formula for its bonds (i.e., according to the terms of the issuance contracts carried out before 2021), the Group has a margin in relation to the 4.5x threshold. This represents around €50 million of EBITDA, or around €250 million of net debt pre-IFRS 16, all other parameters of the calculation remaining unchanged.

*(Pre-IFRS 16 consolidated net debt – real estate debt) / (Pre-IFRS 16 EBITDA - 6.5% * real estate debt)

In addition, the renewal by the Group on 3 November 2024 of the drawdown on its RCF line for an amount of €492.5 million provides for a minimum liquidity condition of €300 million on the day of renewal.

Euro PP, Schuldschein and Namensschuldverschreibung bonds are also subject to covenants. The contracts all include covenants based on a secured debt ratio and a leverage ratio. The €40 million Euro PP issued in July 2023 is also subject to a LTV covenant. Details of the Group's covenants are provided in note 9.2 to the consolidated financial statements.

The Company has set itself a leverage ratio target of significantly less than 3x at 31 December 2025 and a real estate *Loan To Value* target of 55%.

"Management of liquidity risk, covenant breach risk and cross-default risk

The Group's liquidity is ensured by:

(i) the financing structure currently in place, including in particular the syndicated loan for which the renegotiation of an "amend & extend" was finalised in July 2023 (the term tranche of €500 million was due to expire in May 2024), and the drawdown by the Group on 3 November 2023 of its RCF (Revolving Credit Facility) for an amount of €500 million for a period of six months, in a context of deteriorated market conditions and access to financing. On 3 May 2024, the RCF (Revolving Credit Facility) was renewed for a period of 6 months (expiring on 3 November 2024) for an amount of €492.5 million;

(ii) the €1.5 billion plan to strengthen the Group's financial structure, announced on 14 November 2023, the implementation of which is already underway and will continue along with capital increases and further disposals under the Group's asset disposal programme.

This plan to strengthen the financial structure includes the following components:

- Completion with Crédit Agricole Assurances, *via* its subsidiary Predica, of the "Gingko" real estate partnership for €140 million on 15 December 2023, then completion of the "Juniper" real estate partnership for €90 million on 28 December 2023 (Crédit Agricole Assurances having been repaid these €90 million when Clariane effectively sells its UK business in April 2024);

- A €200 million real-estate-backed bridge term loan maturing on 31 January 2025, arranged on 27 December 2023. This loan will have to be repaid early if the planned capital increase is abandoned, unless the Group were to adopt an alternative plan to raise equity, quasi-equity or similar funding for a minimum equivalent amount;

- Implementation from 2024 of the first stages of a disposal programme for operating and real estate assets, as well as capital partnerships, for a total estimated amount of around €1 billion. On 5 February 2024, the Group sold its shares in a joint venture involving six real estate assets in the Netherlands. On 28 February 2024, the Group announced that it had signed an agreement to dispose of all of its UK activities and assets, which took place at the beginning of April 2024. On 6 May 2024, the Group announced that it had received a put option agreement from the *Fondation Santé Service* and has granted an exclusivity undertaking with a view to selling all its *Hospitalisation à Domicile* and *Services de Soins Infirmiers à Domicile* (HAD/SSIAD) activities in France, which received a favourable opinion from the employee representative bodies on 14 May 2024. With this planned disposal of the Hospitalisation à Domicile and Services de Soins Infirmiers à Domicile (HAD/SSIAD) businesses, and taking into account the disposals completed since the start of the 2024 financial year, the Group would complete around 40% of the total disposal programme aimed at refocusing on four main countries;

- Completion of the capital increases announced on 17 May 2024, for a total maximum amount of €328 million, consisting of a reserved capital increase to the benefit of HLD Europe , Flat Footed and Leima Valeurs , and a capital increase with preferential subscription rights, subject to individual subscription undertakings by these three investors and Predica.

The total amount of the reserved capital increase, including issue premium, is €92.1 million and the total amount of the capital increase with preferential subscription rights, including issue premium, would be a maximum of approximately €236 million.

Following completion of the reserved capital increase and the capital increase with preferential subscription rights, the Company would have sufficient working capital to meet its obligations for the next twelve months from the date of this Amendment.

The gross proceeds of these two capital increases would be allocated as follows:

- the net proceeds of €90 million from the reserved capital increase (after payment of expenses) would be allocated to the early repayment of the real estate bridge loan, the outstanding principal of which is €175 million. The balance of the bridge loan will consequently be reduced to 85 million euros;

- the maximum gross proceeds of around €236 million from the capital increase with preferential subscription rights would be allocated as follows: €85 million to early repayment of the remaining balance of the bridge loan, and around €151 million to strengthening the Company's liquidity to enable it to meet its debt maturities in 2024, including €88 million of *Schuldschein* maturing in December 2024, and monthly real estate debt repayments totalling €115 million. The amount of maturities not covered by the amount of the capital increases (around €50 million) can be covered by the company's cash position, which stood at €447 million at March 31, 2024.

In addition and to optimise the use of its international cash resources, Clariane put in place a cash pooling arrangement to centralise cash management. The raising of new bank or market financing is managed by the Group's central services. The Group's subsidiaries may obtain financing from outside the Group, mainly to fund real estate projects.

The Group also has a detailed and regular financial reporting system that enables it to monitor the Group's performance and to estimate at regular intervals the level of leverage for future years.

The Group's debt at 31 December 2023 is described in Note 9 to the Consolidated Financial Statements.

The management of liquidity risk is described in note 9 to the consolidated financial statements.

4. CORPORATE GOVERNANCE

4.1 Regulated agreements governed by Article L. 225-37-4 2° of the Commercial Code

Section 4.1.6.3 "*Agreements within the scope of article L. 225-37-4 2° of the French Commercial Code entered into during the 2023 financial year and up to the date of the Amendment*" of Chapter 4 "*Corporate governance*" of the 2023 Universal Registration Document is supplemented by the information set out below.

On 17 May 2024, the Company entered into a related-party agreement with Crédit Agricole Assurances, *via* its subsidiary Predica, the largest shareholder in the Company, holding approximately 24.6% of the capital and voting rights (the "**Agreement**"). Predica is also a member of the Company's Board of Directors as a legal entity and has a second director who is a natural person appointed by the General Meeting on its proposal.

The Agreement is an implementation agreement of the initial protocol entered into on 13 November 2023 (the "**Initial Protocol**"), as amended by an amendment dated 28 February 2024 (the "**Amendment**" and, together with the Initial Protocol, the "**Protocol**"). The Initial Protocol and the Amendment were the subject of two information notices published on 13 November 2023 and 28 February 2024 respectively, which are available on the Company's website.

It should be noted that the Protocol was entered into in the context of the overall plan to strengthen the Company's financial structure, described in a press release issued by the Company on 14 November 2023.

As part of the implementation of this global plan, At the Combined General Meeting of 26 March 2024, 98% of shareholders voted in favour of a capital increase with preferential subscription rights for a maximum nominal amount of €300 million.

The Company has received expressions of interest from existing shareholders and from third-party investors wishing to support the Group's debt reduction and development strategy. The three investors selected have made their investment conditional on securing a minimum investment in the form of a reserved capital increase.

On 15 May 2024, the Company's Board of Directors agreed to structure the capital increase in two stages by:

- the implementation of a reserved capital increase of €92.1 million, to the benefit of (i) the HLD Europe group for €74.1 million, (ii) the Flat Footed fund for approximately €15 million, and (iii) the Leima Valeurs fund for approximately €3 million, which will be submitted to the vote of the next General Meeting of shareholders on 10 June 2024 and to the approval by the AMF of the prospectus relating to this capital increase;

- the implementation of a capital increase with preferential subscription rights open to all shareholders, as authorised by the General Meeting of Shareholders on 26 March 2024, for an amount of approximately €236 million. This capital increase would be carried out at a discount of between 40% and 50% to the theoretical ex-rights price based on the closing price of the Company's shares on the trading day preceding the AMF's approval of the prospectus relating to this capital increase, in line with market practice for comparable transactions. HLD Europe, Leima Valeurs and Flat Footed have signed subscription commitments for a total amount of approximately €175.2 million.

The main terms and conditions of the two capital increases (the "**Project**") were described in a press release issued by the Company on 17 May 2024.

The Agreement forms part of the implementation of the Protocol within the framework of the Project and provides in particular for:

1. A undertaking by Predica to:

    - vote, at the 2024 General Meeting, in favor of the resolutions relating to (i) the reserved capital increase, and (ii) the appointment of two directors presented by HLD Europe and one director presented by Leima Valeurs;

- vote, at the meeting of the Company's Board of Directors which will determine the terms of the capital increase with preferential subscription rights, in favor of this capital increase;

- subscribe to the capital increase with shareholders' preferential subscription rights, (i) on an irreducible basis to the extent of its shareholding, and (ii) on a reducible basis and/or as a guarantee for the balance, up to a maximum aggregate amount of 200 million euros, without its shareholding exceeding 29.9% of the Company's share capital and voting rights at the close of the capital increase (the "**Maximum Holding**"), The Maximum Holding includes - with respect to both Predica and other Crédit Agricole Group entities - (a) Clariane shares already held, (b) Clariane shares that may be acquired from other shareholders, and (c) any Clariane shares to be subscribed in the context of the capital increase with preferential subscription rights via the exercise of preferential subscription rights (y) attached to the Clariane shares referred to in (a) and (b), or (z) acquired from Holding Malakoff Humanis or other shareholders;

- not to acquire shares in the Company at the end of the Project, if such acquisitions would lead Predica to exceed, with regard to its shareholding and those of other Crédit Agricole Group entities, the thresholds of 30% of the share capital or voting rights in Clariane, and this for a period of twelve (12) months.

2. The Company's undertaking to use its best efforts to assist Predica in acquiring, from shareholders wishing to sell them, preferential subscription rights and/or Clariane shares enabling Predica to maintain its shareholding at the level of its shareholding prior to the reserved capital increase (i.e. 24.6%).

3. The waiver by the Company and Predica, solely for the purposes of the Project, of the conditions precedent not yet fulfilled relating to a possible takeover as provided for in the Protocol (authorizations under merger control, regulatory authorization required under the Foreign Subsidies Regulation, amendment of the terms of the contract for the issue of the OCEANE bonds maturing in 2027), provided that Predica's shareholding does not exceed the Maximum Holding following the planned capital increases.

4. Following the capital increases, the composition of the Company's Board of Directors will comply with the principles set out in the AFEPMEDEF Code, and will include:

   - at Predica's request, three directors proposed by Predica if it holds 25% or more of the Company's capital (represented on the four committees of the Board of Directors);

   - two directors proposed by Predica to the Board of Directors if it holds 20% or more of the Company's capital (represented on the following three Board committees: Audit Committee, Compensation and Appointments Committee and Investment Committee); and

   - one director nominated by Predica if its shareholding is between 10% and 20% of the Company's capital (represented, at Predica's discretion, on two of the following three Board committees: Audit Committee, Compensation and Appointments Committee and Investment Committee).

5. Should Predica wish to sell more than 0.5% of the Company's capital, the Company undertakes to use its best efforts to facilitate such sale.

6. Predica has confirmed to Clariane, where necessary, that it is not acting in concert with any shareholder or third party.

7. If the Project is not completed, Clariane and Predica will remain bound by their obligations under the Protocol.

The Board of Directors of the Company authorized the conclusion of this agreement at its meeting on 7 December 2023 in accordance with Article L. 225-38 of the French Commercial Code. Mrs. Florence Barjou representing Predica and Mr. Matthieu Lance, appointed upon proposal of Predica members of the Board of Directors, have not participated in the discussions and the vote.

The Agreement will be submitted to the approval of the 2024 General Meeting.

4.2 governance

The paragraph entitled "*Focus: changes in the membership of the Board of Directors proposed to the 2024 General Meeting*" on page 218 of the 2023 Universal Registration Document is amended and replaced by the paragraph below:

FOCUS: CHANGES TO THE MEMBERSHIP OF THE BOARD OF DIRECTORS PROPOSED AT THE 2024 GENERAL MEETING

Proposed renewal of Directors

The terms of office of three directors expire at the close of the General Meeting of Shareholders called to approve the financial statements for the year ending 31 December 2023:

- Predica ;
- Holding Malakoff Humanis; and
- Mrs Catherine Soubie.

Holding Malakoff Humanis did not wish to be reappointed.

Similarly, Catherine Soubie did not wish to have her term of office renewed, as she would cease to be an Independent Director during her next term of office, when she reaches the 12-year mark in March 2026,

In this context, the Board of Directors has decided, acting on the recommendation of the Compensation and Appointments Committee, to propose to the 2024 General Meeting that Predica's term of office as director be renewed for a three-year term expiring at the close of the General Meeting called to approve the financial statements for the year ending 31 December 2026.

Proposed appointment of new directors

The Board of Directors also decided, acting on the recommendation of the Compensation and Appointments Committee, to propose to the 2024 Annual General Meeting the appointment of the following independent directors of:

- Sylvia Métayer ;
- Patricia Damerval,

for a three-year term expiring at the close of the General Meeting called to approve the financial statements for the year ending 31 December 2026.

The Board of Directors also decided, acting on the recommendation of the Compensation and Appointments Committee, to propose to the 2024 Annual General Meeting the appointment of three new directors, subject to the adoption of the 19th and 20th resolutions on the reserved capital increase submitted to the said General Meeting. The appointment of these new directors would take effect after the completion of this reserved capital increase.

Two of these candidates, whose appointments would take effect after completion of the reserved capital increase, have been put forward by HLD Europe. HLD Europe has given an undertaking to the Company to cause the resignation of one of them if its shareholding falls below 20% of the Company's capital under certain conditions, and of the other if its shareholding falls and remains below 10% of the Company's capital for a period of 24 months. From 30 March 2025, HLD Europe may also propose the appointment of a third director if it holds 25% or more of the Company's share capital.

A third candidate has been put forward by Leima Valeurs, which has given an undertaking to the Company to cause the resignation of this director if, within 24 months of his appointment, his shareholding has not reached at least 10% of the Company's capital. Leima Valeurs has also undertaken to cause the resignation of this director if his shareholding falls below the threshold of 10% of the Company's capital.

It is therefore proposed to appoint as directors, for a three-year term expiring at the end of the General Meeting of shareholders called to approve the financial statements for the year ending 31 December 2026, subject to the adoption of the 19e and 20e resolutions submitted to the 2024 General Meeting and as from the date of completion of the reserved capital increase :

- Mr Jean-Bernard Lafonta;

- HLD Europe, a legal entity, whose permanent representative would be Julie Le Goff;

candidates presented by HLD Europe, and;

- Mr Ondřej Novák, candidate presented by Leima Valeurs.

Independence of directors proposed for appointment

The Board of Directors, acting on the recommendation of the Compensation and Appointments Committee, has reviewed the independence of the directors proposed for appointment at the 2024 General Meeting.

In view of the past and present professional activities of Ms Damerval and Ms Métayer and the absence of any link between them and the Group, the Board of Directors, acting on the recommendation of the Compensation and Appointments Committee, considered that these candidates would be considered independent directors if their appointment were approved at the 2024 General Meeting.

Insofar as the candidacies of Mr Jean-Bernard Lafonta, HLD Europe represented by Ms Julie Le Goff and Mr Ondřej Novák were put forward by shareholders or future shareholders who are likely to hold a significant stake in the Company's capital, the Board of Directors, acting on the recommendation of the Compensation and Appointments Committee, considered that these candidates should not be considered as independent directors if their appointment is approved at the 2024 General Meeting.

At the close of the 2024 General Meeting, and subject to the approval by this General Meeting of the renewal of Predica's term of office and the appointment of the new directors as proposed by the Board of Directors, the Board of Directors would then be composed of 43% female and 57% independent. The composition of the Board of Directors and its Committees will continue to comply with the principles of the Afep-Medef Code. The Board would have 16 members, including 8 independent members, 2 representatives for each of Predica and HLD Europe, one representative for Leima Valeurs, the Chief Executive Officer, who would also be a director, and 2 members representing employees, under the chairmanship of Mr Jean-Pierre Duprieu, an independent member.

Biographies of directors proposed for appointment

The following are biographies of the directors proposed for appointment at the 2024 Annual General Meeting.

Patricia Damerval

A graduate of ESSEC business school, Mrs Patricia Damerval began her career in 1987 in Citroën as a financial controller.

In 1990, she joined Société Générale, where she held various accounting and financial positions, notably Head of the Accounting Department, before being promoted to Deputy Head of Financial Management in 1997.

In 2000, Mrs Patricia Damerval joined Pierre & Vacances Center Parcs group, where she initially held the position of Chief Financial Officer before being promoted, in 2005, to Deputy Chief Executive Officer in charge of strategic planning, finance, M&A and business development, a position she held until 2022. Since 2023, Mrs Patricia Damerval has worked as a freelance strategic and financial consultant.

Mrs Patricia Damerval is currently:

- Chairwoman of DaP Conseils ;

- Member of the Supervisory Board of Galimmo;

- Member of the Board of Directors of SNEF;

- Member of the Supervisory Board of Pastel Asset Management.

Sylvia Metayer

A graduate of the École des Hautes Études Commerciales (HEC), Mrs Sylvia Metayer began her career in an auditing firm before joining the Danone group as Vice-President in charge of finance and controlling for the "pasta and ready meals" division.

From 1997 to 1999, Mrs Sylvia Metayer was Chief Financial Officer of Mattel France, before joining Vivendi Universal Publishing from 1999 to 2001 as World Chief Financial Officer of the "education, games and literature" division.

In 2001, Mrs Sylvia Metayer joined the school publisher Houghton-Mifflin in the United States as group Vice-President Finance and Operations and then as Chief Executive Officer of the "tests and assesments" division.

Mrs Sylvia Metayer joined Sodexo in 2006. She successively held the positions of Vice-President in charge of controlling for the group, Head of International Large Accounts and World Chief Executive Officer of corporate services before being appointed group Chief Growth Officer until her retirement in 2022. Mrs Sylvia Metayer is currently:

- member of the Board of Directors of Page group;

- member of the Supervisory Board of Keolis and Chairwoman of its Audit and Ethics Committee;

- member of the Board of Directors of Aéroports de Paris and Chairwoman of its Compensation, Appointments and Governance Committee;

- member of the Board of Directors of Animalcare Group and Chairwoman of its Audit and Risk Committee;

- Member of the Governance Board of the French Tech Corporate Community mission to the *Direction générale des entreprises* and the Ministry of Finance;

- member of the International Strategic Advisory Board at the Ecole des Hautes Etudes Commerciales (HEC).

Sylvia Metayer is a member of the Institut Français des Administrateurs (IFA) - she is French, English and Canadian.

Jean-Bernard Lafonta

After graduating from the Ecole Polytechnique and from the Corps des Mines, Mr. Jean-Bernard Lafonta began his career in various ministerial offices in France.

In 1993, he joined the investment bank Lazard. After 3 years as an M&A advisor to large French companies, he became Head of Strategy at the BNP group, then Head of Capital Markets and finally President of "Banque

Directe" in 2000.

Mr. Jean-Bernard Lafonta joined Wendel in 2001 as CEO, then Chairman of the Executive Board of the group in 2005. He successfully led a transformative investment policy turning Wendel into a leading investment group.

In 2010, Mr. Jean-Bernard Lafonta founded HLD group. With the support of European investors, HLD has made 30 investments, 22 of which are currently in the portfolio, with an investment value of around €4 billion of permanent capital. In 15 years, HLD has become a major operator in the investment field..

Currently, Mr. Jean-Bernard Lafonta is:

- Member/Chairman/Manager of the different HLD Group's governance bodies (HLD Associés Europe/HLD Associés/HLD/IDLH),
- Member and Chairman of the Administration Committee of Laboratoires Fill-Med,
- Member and Chairman of the Supervisory Board of Jimmy Fairly,
- Member and Chairman of the Supervisory Board of Arésia,
- Member of the Board of Directors of Safety Systems Group,
- Member of the Supervisory Board of Exosens,
- Member of the Supervisory Committee of Tessi,
- Member of the Supervisory Committee of Kiloutou,
- Member of the Supervisory Committee of Sodel..

HLD Europe represented by Julie Le Goff

After graduating from Université Panthéon-Assas (Paris II), Julie Le Goff began her career in a financial audit firm before joining the investment teams at BPI France, and particularly in the fund dedicated to operators in the French rail industry (alongside Alstom Transport, SNCF, RATP and Bombardier Transport).

Mrs Julie Le Goff then joined HLD group investment teams in October 2016 as an investment analyst.

Since 2022, she is Investment Director within HLD group, covering the "Retail Consumer Leisure" and "Healthcare" verticals sector, notably through investments in firmed as Fillmed, an operator in the aesthetic medicine sector and Sodel, an operator in medical disinfection sector.

Mrs Julie Le Goff is currently:.

- Member of the Board of Directors of Laboratoires Fill-Med,
- Member of the Supervisory Board of Sodel.

Ondřej Novák

Graduated from the Charles University in Prague, Mr. Ondřej Novák began his career in 2003 as a lawyer in Komerční banka, an affiliate of the Société Générale's group in the Czech Republic.

In 2004, Mr. Ondřej Novák founded Pharmservice, a company specialized in the organisation of clinical research and pharmaceutical consulting in the Czech Republic and Slovakia.

Between 2007 and 2010, Mr. Ondřej Novák managed Novatin, a generic pharmaceutical company specialized in import and sale of medical devices, which he co-founded.

In 2010, Mr. Ondřej Novák joined the Law office Panýr as healthcare legal expert specialized, in particular, in the areas of the pharmaceutical industry and in public health insurance and relations between insurance companies and healthcare providers.

Between 2011 and 2018 Mr. Ondřej Novák was also a member of the Working Group of the Diabetes Association of the Czech Republic as a legal expert.

In 2023, Mr. Ondřej Novák has co-founded Bioinvestimed, an investment company focused on biomedical and pharmaceutical projects.

Mr. Ondřej Novák is also:

- Vice-Chairman of the Board of Trustees and Chief Executive Officer of the Holecek Family Foundation ;

- Member of the Supervisory Board of CasInvent Pharma ;

- Member of the Board of Directors of Bioinvestimed ;

- Member of the Board of Directors of Leima Valeurs.

4.3 Compensation policy for corporate officers (*Say-on-Pay ex ante*)

Section 4.2.1 "*Compensation policy for corporate officers (Say-on-Pay ex ante)*" of Chapter 4 "*Corporate governance*" of the Universal 2023 Registration Document is supplemented by the information set out below.

With regard to the Chief Executive Officer's ex ante compensation policy, and in particular her variable compensation, the section entitled "*Variable annual compensation*" in Chapter 4 "Corporate Governance" of the Universal 2023 Registration Document (pages 242-243) is supplemented by the information set out below.

"At the end of the year, the level of achievement of each criterion will be assessed individually. For financial criteria, the minimum allocation is 0% and the maximum allocation for each criterion is capped at 150%. For non-financial criteria, the minimum allocation is 0% and the maximum allocation is also 150% for each criterion. For qualitative criteria, the minimum allocation is also 0% and the maximum allocation 150%. As a result, the final overall allocation will be between 0% and a maximum of 150% if all the indicators outperform. As each criterion may be allocated up to 150%, there may be partial or total compensation between the criteria in the event of outperformance by one criterion and underperformance by another."

5. ANALYSIS OF ACTIVITIES AND PERFORMANCE

Chapter 5 "*Analysis of activities and performance*" of the 2023 Universal Registration Document is supplemented by the information in the preamble below.

Clariane uses the following indicators to manage and measure its financial performance:

- Revenue organic growth: growth in revenue from constant activities, i.e. excluding the scope of consolidation acquired, sold or returned.

- EBITDAR pre-IFRS 16 (excluding impact of IFRS 16)

- EBITDA pre-IFRS 16 (excluding impact of IFRS 16)

- Operating free cash flow: cash flow generated by operations after taking into account capex for compulsory building maintenance, interest paid and tax paid. This indicator, chosen by the Group, measures the cash flow generated over the period after all flows that are considered mandatory for the company's operations and before investments or arbitrable payments intended to generate a return on investment.

5.1 Simplified consolidated income statement

Section 5.3.1.1 "*Simplified consolidated income statements*" of Chapter 5 "*Analysis of activities and performance*" of the 2023 Universal Registration Document is supplemented by the information below.

For performance monitoring purposes, the Group tracks its pre-IFRS 16 financial indicators, and EBITDAR is Clariane's benchmark indicator for assessing its operating performance independently of its real estate policy. It comprises operating income before rental expenses not eligible for IFRS 16 "Leases", depreciation, amortisation and provisions and other operating income and expenses. EBITDA corresponds to EBITDAR as defined above, less rental expenses capitalised as a result of the application of IFRS 16, and reflects the Group's property performance strategy.

	FY 2023 Pre-IFRS 16	Adjustments IFRS 16	FY2023 IFRS 16	FY 2022 Pre-IFRS 16	Adjustments IFRS 16	FY2022 IFRS 16	Variation 2023/2022
Revenues and other income	5 047,5	-	5 047,5	4 534,1	-	4 534,1	11,4 %
EBITDAR	1 126,8	- 31,1	1 095,7	1 090,7	- 18,4	1 072,3	3,3 %
as a % of revenue	*22,3 %*	-	*21,7 %*	*24,1 %*	-	*23,6 %*	*- 180 bps*
External rents	- 513,2	438,8	- 74,4	- 483,5	414,5	- 69,0	6,1 %
EBITDA	613,6	407,6	1 021,2	607,1	396,1	1 003,2	1,1 %
as a % of revenue	*12,2 %*	-	*20,2 %*	*13,4 %*	-	*22,1 %*	*- 120 bps*
Operating income	141,6	21,6	163,2	239,5	33,0	272,5	- 40,9 %
Financial result	- 156,2	- 83,1	- 239,3	- 144,2	- 70,4	- 214,6	8,3 %
PROFIT BEFORE TAX	- 14,6	- 61,6	- 76,2	95,4	- 37,4	57,9	- 115,3 %
NET INCOME, GROUP SHARE	- 63,3	- 42,0	- 105,2	52,0	- 30,0	22,1	- 221,6 %

The Group's pre-IFRS 16 operating profit was €141.6 million, down significantly from €239.5 million in 2022. Most of this decline is due to changes in non-current expenses, which were particularly high in 2023 due to the impairment of certain assets, notably in the UK and Italy, and to major restructuring costs in Germany and Belgium.

Pre-IFRS 16 net financial expense will amount to €156.2 million in 2023, compared with €144.2 million in 2022, as the rise in interest rates will be partially offset by the hedges put in place by the Group using derivative instruments.

Pre-IFRS 16 net profit attributable to equity holders of the parent is a loss of 63.3 million euros, compared with a profit of 52 million euros in 2022.

Restated for asset impairments related to disposals in the United Kingdom and the Netherlands and for miscellaneous impairments (Italy and Spain) totalling -€51 million (-€60 million) net of tax (+€9 million), net profit from continuing operations, pre-IFRS 16 and excluding asset impairments, will be €2 million in 2023, compared with €67 million in 2022.

Section 5.3.1 "*Consolidated results*" of Chapter 5 "*Analysis of activities and performance*" of the 2023 Universal Registration Document is supplemented by the information below.

In thousands of euros	**31.12.2023**	**31.12.2022**
Less than a year	1 450 357	1 339 064
Short-term borrowings	**1 450 357**	**1 339 064**
1 to 5 years	3 854 582	3 143 313
More than 5 years	3 249 993	3 788 168
Long-term borrowings	**7 104 575**	**6 931 481**
TOTAL	**8 554 932**	**8 270 545**

For information, in 2023, the discounting of rental debt represents €790 million and the breakdown of undiscounted debt maturities at 31.12.2023 is as follows:

Analysis of undiscounted financial debt maturities at 31 December 2023

In thousands of euros	**Total**	**- 1 year**	**1 to 5 years**	**+ 5 years**
Borrowings* (in thousands of euros)	**9 344 844**	1 525 856	4 128 917	3 690 071

**includes rental debt*

5.3.1.3 Simplified cash flow statement

M€	**FY 2023** *including IFRS 16*	**Impact of IFRS 16**	**FY 2023** *Pre-IFRS 16*	**FY2022** *Pre-IFRS 16*
EBITDA pre-IFRS 16	**1,021**	**408**	**614**	**607**
Non-cash & other	**(106)**	**41**	**(148)**	**(25)**
Change in working capital requirements	**(82)**	**1**	**(83)**	**33**
Operating capital expenditure	**(95)**	**-**	**(95)**	**(98)**
Net cash flow from operating activities	**738**	**450**	**288**	**517**
Income tax paid	**(35)**	**0**	**(36)**	**(36)**

Financial expenses paid	**(141)**	**(79)**	**(61)**	**(111)**
Operating free cash flow	**562**	**371**	**191**	**371**
Development capital expenditure	**(154)**	**-**	**(154)**	**(181)**
Financial investments (acquisitions)	**(161)**	**-**	**(161)**	**(190)**
Net free cash flow	**247**	**371**	**(124)**	**(1)**
Dividends paid	**(24)**	**-**	**(24)**	**(26)**
Property investments/divestments	**(218)**	**-**	**(218)**	**(460)**
Property partnerships	**306**	**-**	**306**	**45**
Other net debt items	**(651)**	**(650)**	**(1)**	**(51)**
Change in net debt	**(340)**	**(279)**	**(61)**	**(492)**

Net cash flow from operating activities (pre-IFRS16) was €288 million in 2023 compared with €517 million in 2022, affected in particular by changes in working capital requirements. Operating free cash flow was €191 million, compared with €371 million in 2022, reflecting the decline in net cash flow from operating activities, despite lower interest expense. Development capex and financial investments were €154 million and €161 million respectively, both lower than in 2022. Similarly, property investments were down significantly in 2023, with €218 million invested compared with €460 million in 2022. On the other hand, property partnerships generated €306 million for the Group before IFRS. In 2023, the change in the Group's net debt was €61 million.

Operating free cash flow corresponds to 'Net cash flow from operating activities' in the Group's cash flow statement, after interest paid and maintenance capex, mainly adjusted for the impact of applying IFRS 16.

5.2 Financial statements at 31 December 2023

Section 6.1 "*Consolidated financial statements at 31 December 2023*" Note 5 of Chapter 6 "*Financial statements at 31 December 2023*" of the 2023 Universal Registration Document is supplemented by the information set out below at the beginning of the Note.

In thousands euros	France	Germany	Italy	Belgium	Netherlands	Spain	UK	Total
Non-current asset* 31 december 2022	**5 795 736**	**2 494 586**	**1 523 964**	**1 649 176**	**413 874**	**340 502**	**300 068**	**12 517 905**
Variation*	114 303	(58 392)	13 581	(9 556)	(9 096)	217 384	(300 068)	(31 844)
Non-current asset* 31 december 2023	**5 910 039**	**2 436 193**	**1 537 545**	**1 639 621**	**404 778**	**557 886**	**-**	**12 486 062**
Out of which:								
Goodwills	*1 574 015*	*721 672*	*430 671*	*193 520*	*75 441*	*292 206*	*-*	*3 287 524*
Licences	*1 413 039*	*-*	*432 202*	*218 478*	*8 731*	*56 108*	*-*	*2 128 556*
Other intangible assets	*164 640*	*15 287*	*12 733*	*7 715*	*55*	*14 011*	*-*	*214 442*
Tangible assets	*1 599 471*	*558 162*	*465 356*	*332 787*	*39 694*	*148 916*	*-*	*3 144 386*
Right of Use	*1 100 788*	*1 141 073*	*195 837*	*887 122*	*280 857*	*46 645*	*-*	*3 652 322*
Other non-current assets	*58 086*	*-*	*745*	*-*	*-*	*-*	*-*	*58 831*

* Restated for long-term investments and deferred tax assets

Information on goodwill impairment tests and authorisations by country is provided in Notes 5.1 and 5.2.

Section 6.1 "*Consolidated financial statements at 31 December 2023*" Note 5.5 of Chapter 6 "*Financial statements at 31 December 2023*" of the 2023 Universal Registration Document is supplemented by the information set out below.

Analysis of rental obligation maturities at 31 December 2023

In thousands of euros	Total	- 1 year	1 to 5 years	+ 5 years
Rental obligations	**4 022 885**	412 885	1 344 556	2 265 444

The discounting of rental debt represents €790 million and the breakdown of undiscounted debt maturities at 31.12.2023 is as follows:

Analysis of undiscounted rental obligation maturities at 31 December 2023

In thousands of euros	Total	- 1 year	1 to 5 years	+ 5 years
Rental obligations	**4 812 797**	488 384	1 618 891	2 705 522

Section 6.1 "*Consolidated financial statements at 31 December 2023*" Note 8 of Chapter 6 "*Financial statements at 31 December 2023*" of the 2023 Universal Registration Document is supplemented by the information below.

	31.12.2023	31.12.2022 restated*
Net income attributable to owners of the Group (in thousands of euros)	-105 245	22 060
Net income attributable to owners of the Group of continued activities (in thousands of euros)	-92 440	35 741
Weighted average number of shares oustanding (in thousands)	106 385	104 821
EARNINGS PER SHARE (in euros)	**-0,99**	**0,21**
EARNINGS PER SHARE OF CONTINUED ACTIVITIES (in euros)	**-0,87**	**0,34**
Net income attributable to owners of the Group (in thousands of euros)	-105 245	22 060
Impact of remuneration of equity items	0	-6 215
Weighted average number of shares outstanding (in thousands)	106 385	104 821
Average number of shares in relation to stock options and free share adjustments	0	1 152
Average number of shares in relation to hybrid and OCEANE bond adjustments	0	14 483
Average number of shares used to calculate diluted earnings per share	106 385	120 457
DILUTED EARNINGS PER SHARE (in euros)**	**-0,99**	**0,132**
DILUTED EARNINGS PER SHARE OF CONTINUED ACTIVITIES (in euros)	**-0,87**	**0,245**

** restated from impact of the IFRS 5 (cf note 1.3)*

***In application of IAS 33 "Earnings per share" and given the negative attributable net income at December 31, 2023, potential performance shares to be distributed are not taken into account in calculating the weighted average number of shares outstanding (anti-dilutive effect).*

Section 6.1 "*Consolidated financial statements at 31 December 2023*" Note 9.2 of Chapter 6 "*Financial statements at 31 December 2023*" of the 2023 Universal Registration Document is supplemented by the information set out below.

" On the basis of the most restrictive* covenant calculation formula for its bonds (i.e., according to the terms of the issuance contracts carried out before 2021), the Group has a margin in relation to the 4.5x threshold. This represents around €50 million of EBITDA, or around €250 million of net debt pre-IFRS 16, all other parameters of the calculation remaining unchanged.
*(Pre-IFRS 16 consolidated net debt – real estate debt) / (Pre-IFRS 16 EBITDA - 6.5% * real estate debt)".

5.3 First quarter 2024 revenue

Clariane's revenue in the first quarter of 2024 amounted to €1,308 million, up 7.4% on a reported basis and at constant scope and exchange rates.

Across the Group as a whole, the occupancy rate in the Long-Term Care segment rose 1.9 points to 89.6% in the first quarter of 2024.

At 31 March 2024, the network consisted of 1,235 facilities as opposed to 1,195 a year earlier, representing almost 92,000 beds versus around 91,000 at 31 March 2023.

Reported revenue growth was supported by:

- Growth in business volumes, which had a net positive impact of €47 million (higher occupancy rate in mature facilities, additional capacity coming onstream);
- Price increases, which had a positive impact of €43 million, particularly in France;
- A neutral effect from changes in scope.

<u>**Key performance indicators for the first quarter of 2024 by segments**</u>

In millions of euros	First quarter 2023	First quarter 2024	Reported growth	Organic growth
Revenue*	1,218	**1,308**	+7.4%	**+7.4%**
Long-Term Care*	759	**802**	+5.7%	**+7.1%**
Specialized Care*	322	**337**	+4.8%	**+5.1%**
Community Care	138	**169**	+22.3%	**+14.4%**

* All of the Group's UK operations were deconsolidated on 9 April 2024 following their disposal. The Group's first-quarter 2024 performance in this region therefore includes UK figures for the whole of the period.

Long-Terme Care

The Long-Term Care segment, which accounted for 61.3% of the Group's business activity in the first quarter of 2024, generated revenue of €802 million, up from €759 million in the year-earlier period, representing reported growth of 5.7% and organic growth of 7.1%.

That growth came from price increases aimed at offsetting high-cost inflation in 2023, particularly in Germany, and from a further rise in the occupancy rate, which averaged 89.6% in the first quarter as opposed to 87.7% in the same period of 2023, reflecting a return to normal operating conditions post-Covid and a ramp-up in newly introduced capacity. In March 2024, the occupancy rate in this segment was 90.2%

Specialized Care

The Specialized Care segment generated €337 million of revenue in the first quarter of 2024, 25.8% of the Group total, equating to growth of 4.8% as reported and +5.1% in organic terms.

In particular, this performance was driven by:

- The medical and rehabilitation care sub-segment: new technical platforms came into service and new areas of specialist care were developed, particularly in oncology and neurology;
- The mental health sub-segment: the integration of Grupo 5 in Spain in 2023 has significantly strengthened the Group's business in this sector.

Revenue from outpatient activities (consultations and partial hospitalisation) rose by more than 7.1% (around 7.3% on an organic basis).

Community Care

Revenue in the Community Care segment, whose brands include Petits-fils and Ages & Vie in France, amounted to €169 million in the first quarter of 2024 (12.9% of the Group total), representing growth of 22.3% as reported or 14.4% on an organic basis

Performance by geographical zone

France

In millions of euros	First quarter 2023	First quarter 2024	Reported growth	Organic growth
Revenue	535	**579**	+8.2%	+7.0%

In the first quarter, revenue growth in France was strong (7.0% in organic terms) in all business segments.

- Organic revenue growth in the Long-Term Care segment was 6.4%. That increase reflects the impact of revised pricing and higher volumes, with the average occupancy rate continuing to rise gradually to 87.8% during the first quarter as opposed to 87.1% in the first quarter of 2023 based on the network of operational facilities. The occupancy rate was 87.8% in March 2024, up from 86.9% in March 2023.

- The Specialized Care segment achieved organic revenue growth of 6.1% in the first quarter of 2024. Each sub-segment – homecare, mental health and medical and rehabilitation care – achieved significant growth during the period. Outpatient and partial hospitalisation activities made a good contribution in all facilities.

- Finally, the Community Care segment achieved strong growth in the first quarter (revenue up 25.5% on an organic basis), driven by robust demand for services such as those offered by Ages & Vie and Petits-fils.

Germany

In millions of euros	First quarter 2023	First quarter 2024	Reported growth	Organic growth
Revenue	283	**304**	+7.6%	+7.9%

Revenue in Germany rose sharply in the first quarter of 2024, driven mainly by price increases negotiated in 2023 with local authorities. Operating conditions continued to be affected by the very high inflation of the last two years, and price increases negotiated in 2023 did not fully make up for that inflation. However, the time lag between the impact of inflation and price increases should be gradually eliminated in 2024 and 2025 by new pricing measures currently being negotiated.

Looking at individual business segments:

- The Long-Term Care segment posted organic growth of 7.2%, supported by price rises and an occupancy rate that rose from 86.9% in the first quarter of 2023 to 88.8% in the first quarter of 2024. The occupancy rate was 89.2% in March 2024, up from 86.4% in March 2023,

- Revenue in the Community Care segment grew by 9.2% on an organic basis.

Benelux

In millions of euros	First quarter 2023	First quarter 2024	Reported growth	Organic growth
Revenue	181	**191**	+5.7%	+8.1%

Growth remained strong in the Benelux region, with revenue rising by 8.1% on an organic basis in the first three months of the year.

- In Belgium, revenue totalled €154 million, up 5.7% on an organic basis.
    - The Long-Term Care segment posted organic growth of 4.9%, supported by an occupancy rate that rose from 89.5% in the first quarter of 2023 to 91.6% in the first quarter of 2024, and by regular price rises. In March 2024, the occupancy rate was 91.7%, as opposed to 89.7% in March 2023.
    - The Community Care segment – which accounts for just over 7% of the Group's revenue in Benelux – achieved rapid organic growth of 16.7%.

In the Netherlands, revenue was €37 million in the first quarter of 2024, up 19.6% on an organic basis.

The Group's three Dutch business segments achieved firm growth throughout the period.

- Long-Term Care revenue rose by 20.5%, supported by an improvement in the occupancy rate to 74.4% on average over the period as a whole versus 73.2% in the first quarter of 2023. This reflects the rapid ramp-up of recently completed greenfield facilities in favourable market conditions
- Revenue in the Specialized Care segment, which accounted for just over 2% of the total in the Netherlands, was stable during the period (up 0.4%).
- The Community Care segment – which accounts for around 15% of the Group's revenue in the Netherlands – achieved organic revenue growth of 18.1%.

Italy

In millions of euros	First quarter 2023	First quarter 2024	Reported growth	Organic growth
Revenue	153	**158**	+3.5%	+4.3%

Revenue in the Italian market rose by 4.3% on an organic basis.

- Long-Term Care revenue grew by 7.9% on an organic basis, supported by a high occupancy rate of 95.6% on average during the period as a whole versus 92.2% in the first quarter of 2023. The occupancy rate was 96.1% in March 2024 as opposed to 92.9% in March 2023.
- Revenue in the Specialized Care segment, which accounted for around 46% of the total in Italy, was stable during the period (up 0.4%).
- The Community Care segment – which made up around 7% of the Group's revenue in Italy – achieved organic revenue growth of 7.9%

*Spain and United Kingdom**

In millions of euros	First quarter 2023	First quarter 2024	Reported growth	Organic growth
Revenue*	67	**76**	+13.2%	+13.6%

* The disposal of all of the Group's UK operations was completed on 9 April 2024. Accordingly, the Group's performance figures include UK revenue for the whole of the first quarter of 2024.

The region, as a whole, posted solid revenue growth of 13.6% on an organic basis, supported by price rises and the ramp-up of business levels in the UK.

In Spain, revenue totalled €59 million in the first quarter of 2024, up 11.0% on an organic basis.

- Revenue in the Long-Term Care segment – which accounts for around 19% of revenue in Spain – rose by 9.1% on an organic basis. This was supported by an average occupancy rate of 88.5% over the first quarter as a whole versus 83.8% in the first quarter of 2023, and by a slight increase in prices. The occupancy rate was 89.7% in March 2024 as opposed to 83.2% in March 2023.
- Specialized Care revenue grew 8.5% on an organic basis and 7.9% as reported; the acquisition of Grupo 5 no longer had a significant impact on the scope of consolidation since it was integrated in the first quarter of 2023.
- The Community Care segment – which only accounts for around 4% of the Group's revenue in Spain – remained highly volatile, with revenue growth of 111.3%.

In the United Kingdom, revenue totalled €17 million, up 23.7% on an organic basis. This performance was driven by price rises, since the average occupancy rate was stable at 84.9% over the first quarter as a whole (85.8% in March 2024, 84.3% in March 2023). The deal to sell the UK business closed on 9 April 2024, and so it will be fully deconsolidated from that date.

5.4 Financial forecasts for the year 2024

The forecasts for the year ending 31 December 2024 presented below are based on data, assumptions and estimates considered reasonable by the Group at the date of the Amendment. These data and assumptions may change or be modified as a result of uncertainties relating in particular to the economic, financial, accounting, competitive, regulatory and tax environment or as a result of other factors of which the Group was not aware at the date of the Amendment. In addition, the materialisation of certain risks described in Chapter 2 *"Risk Factors"* of the 2023 Universal Registration Document and as updated in the Amendment could have an impact on the Group's business, financial situation, results or prospects and therefore call into question these forecasts. Furthermore, the achievement of the forecasts assumes the success of the Group's strategy. The Group therefore gives no undertaking or guarantee that the forecasts in this section will be achieved.

The forecasts for the year ended 31 December 2024 presented below have been prepared in accordance with the accounting policies applied in the Company's consolidated financial statements for the year ended 31 December 2024.

The forecasts for the financial year ending 31 December 2024 presented below, and the underlying assumptions underlying them, have been prepared in accordance with the provisions of Delegated Regulation (EU) no. 2019/980 supplementing Regulation (EU) 2017/1129 and the ESMA recommendations relating to forecasts.

(a) Assumptions

The forecasts for the year ending 31 December 2024 presented below have been prepared on the basis of the following assumptions:

- implementation of the Strengthening Plan and access to the financing market;
- an occupancy rate in nursing homes that continues to rise gradually towards pre-Covid levels, depending on the country, as detailed below,
- the absence of any significant change in the regulatory and tax environment existing at the date of this Amendment in any of the Group's countries,
- the introduction of a programme to control overheads at country and Group level,
- a valuation of assets at 31 December 2024 of €2,752 million *pro forma* of the disposal of assets in the United Kingdom and an LTV level of 55% even if the capitalisation rate were to rise from 5.9% at the end of 2023 to 6.6% at the end of 2026.

(b) Outlook

In 2024, the Group will continue to focus on the balanced development of its performance and on maintaining a high level of quality in all its activities, in line with the At Your Side corporate project.

In this respect, Clariane expects organic revenue growth to continue at a level above 5%, supported by a steady increase in business volumes and the continuation of price adjustments.

Given the expected absence of a contribution from real estate development activities in 2024, EBITDA excluding IFRS 16 on a pro forma basis taking account of expected disposals should remain stable in value terms.

With regard to non-financial indicators, and restated for the effects of the scope of consolidation linked to the disposal plan, the Group has set itself the target of maintaining the Net Promoter Score (NPS) for residents/patients and families of 40 or above, maintaining the number of employees on qualifying training paths at more than 7,000, in line with Clariane's mission commitments, reducing the lost-time accident frequency rate by at least a further 8% and implementing an energy decarbonisation pathway consistent with the Paris Agreements, validated by the Science Based Targets initiative (SBTi).

In line with the Strengthening Plan, the Group has made improving cash flow generation and controlling debt levels its chief priorities. In terms of investment, the Group will keep maintenance spending at a normative level, expected to be around €100 million. Growth capital expenditure is expected to average around €200 million in 2024 and 2025, i.e., at a much lower level than in 2023.

In addition, the Group is aiming to reduce its financial leverage to below 3.0x and its LTV to 55% by the end of 2025. The speed with which the Group reduces its debt and financial leverage in 2024 will be closely related to the pace at which the refinancing plan is implemented, through the €1 billion disposal programme and the completion of the planned capital increase.

5.5 Outlook for 2023-2026

The targets for the period from 1er January 2023 to 31 December 2026 are as follows:

- An average annual organic growth target (CAGR) in sales of around +5%, supported in particular by a gradual and steady increase in occupancy rates and business volumes, particularly in the outpatient sector, and by the tariff catch-up currently underway, particularly in Germany. The growth target reflects the projected contributions of the various geographies:
  - France: CAGR 2023-2026 > 5%, based in particular on an occupancy rate in nursing homes that gradually rises to 93% in 2028,
  - Germany: CAGR 2023-2026 c. 7%, *pro forma* for the 10% of sites that the Group wishes to cease operating,

- Belgium & Netherlands: CAGR 2023-2026 > 8%, based in particular on the growth of the network in the Netherlands, with the number of facilities in operation rising from 52 to 90, and an occupancy rate in nursing homes in Belgium that gradually rises to 97% by 2028,

- Italy: CAGR 2023-2026 2 % to 3%, based in particular on an occupancy rate in nursing homes that gradually rises to 98% by 2027,

- Spain: CAGR 2023-2026 > 15%, 75% of which will be generated by service contracts.

Across the different geographies, and based on the contributions reflected above, the business segments are expected to grow as follows:

- Long-Term Care : 3% to 5% annual organic growth,

- Specialty Care: 4% to 6% annual organic growth,

- Community Care: > 10% annual organic growth.

- A target of a 100 to 150 basis point improvement in the EBITDA margin, pre-IFRS 16, at 31 December 2026 compared with 12.2% at 31 December 2023, driven mainly by growth in revenue, notably through the occupancy rate and the development of outpatient services, as well as by targeted improvement measures relating to the central cost structure, rental expenses and energy costs, and finally an improvement in performance in Germany;

- A opco leverage target of less than 3.0x at 31 December 2025 and an LTV of 55% for real estate debt at the same date, reflecting the Strengthening Plan but also investment discipline with limited levels of investment: around €100 million a year for building maintenance and around €200 million in total for development investment including property, and a conversion rate from EBITDA to operating free cash flow expected to be around 40% from 2024. In this context, the level of net financial debt[9] in 2026, pre-IFRS 16, should be reduced to around €2.7 to €3 billion with property debt expected to be around €1.4 billion, giving an LTV of around 55% (assuming a capitalisation rate of 6.7%) and non-real estate debt of around €1.3 to €1.6 billion.

5.6 Legal proceedings and arbitration

There are no governmental, legal or arbitration proceedings, including any proceedings of which the Company is aware, which are pending or which it is threatened with, that are likely to have or have had in the past 12 months any significant effects on the financial position or profitability of the Company and/or the Group.

[9] Net of the Ages & Vie receivable, as described in paragraph 9.2 of the 2023 financial statements, for €74m

6. INFORMATION ON THE COMPANY, CAPITAL AND SHAREHOLDERS

6.1 Delegations and financial authorisations proposed to the General Meeting of 10 June 2024

Section 7.2.3.2 "*Delegations and financial authorisations proposed to the 2024 General Meeting*" of the 2023 Universal Registration Document is replaced by the following section.

It is essential for the Board of Directors to have all the necessary flexibility in the choice of possible issues and the possibilities offered by the financial markets. This gives the Company a degree of flexibility to carry out operations according to its needs and the context. The 2024 General Meeting will therefore be asked to approve the following financial delegations.

Type of authorisation/delegation	Resolution number	Maximum amount of the authorisation	Duration
Authorisation to trade in the Company's shares	18e	213,938,440 euros	18 months
Delegation of authority to carry out a capital increase through the issue of ordinary shares in the Company, without pre-emptive subscription rights in favour of named persons	19 e	354,230.76 euros	9 months
Delegation of authority to issue ordinary shares in the Company and/or securities giving immediate or future entitlement to shares in the Company, without pre-emptive subscription rights for existing shareholders in favour of members of a company or group savings scheme (1)	21e	10% of share capital	26 months
Authorisation to reduce the share capital by cancelling treasury shares (currently or as part of the share buyback programme)	22 e	10% of the share capital per 24-month period	26 months
Authorisation to allocate existing shares and/or shares to be issued in the Company free of charge to employees and/or officers of the Company and its subsidiaries	23e	2% of the share capital (and 0.2% of the share capital for the Company's executive directors)	38 months

(1) At *its meeting on 15 May 2024, the Board of Directors decided not to approve this 21e resolution submitted to the 2024 General Meeting.*

6.2 Changes in share ownership

Changes in the breakdown of the Company's share capital between 31 December 2023 and the date of this Amendment are shown in the table below. This table shows the shareholders who, to the best of the Company's knowledge, hold more than 5% of the Company's share capital or voting rights.

The Company is not controlled within the meaning of Article L233-3 of the French Commercial Code.

To the best of the Company's knowledge, there are no:

- shareholders' agreement or pact relating to the shares comprising the Company's share capital;
- natural person or legal entity acting in concert.

	Date of this Amendment			31.12.2023		
Shareholders	**Number of shares**	**of capital**	**of voting rights (1)**	**Number of shares**	**of capital**	**of voting rights (1)**
Predica	26 358 073	24,64 %	24,64 %	26 358 073	24,67 %	24,67 %
Flat Footed LLC (3)	9 226 414	8,63 %	8,63 %	N/A	N/A	N/A
Holding company Malakoff Humanis	8 048 260	7,52 %	7,52 %	8 048 260	7,53 %	7,53 %
PSP investments(2)	N/A	N/A	N/A	6 839 996	6,40 %	6,40 %
Leima Values	5 365 000	5,02 %	5,02 %	N/A	N/A	N/A
Clariane (4)	268 745	0,25 %	0,25 %	301 049	0,28 %	0,28 %
Floating (5)	57 702 737	53,94 %	53,94 %	65 281 158	61,11 %	61,10 %
TOTAL	**106 969 229**	**100 %**	**100 %**	**106 828 536**	**100 %**	**100 %**

(1) % of voting rights = gross voting rights, including those attached to treasury shares. Treasury shares are stripped of voting rights that may be exercised at General Meetings. Number of voting rights exercisable at 14 May 2024: 106,695,684.

(2) Investissements PSP refers to the Office d'Investissement des Régimes de Pensions du Secteur Public, canadian entity. PSP declared to the AMF on May 27, 2024 (AMF 224C0744) that it had fallen below the threshold of 5% of the Company's voting rights and capital.

(3) Flat Footed LLC also holds, on behalf of funds managed by it, (i) 344,258 perpetual bonds redeemable in cash and/or new and/or existing shares ("odirnane") which may be exercised at any time until 8 September 2026 and which may give entitlement to 364,569 shares in the Company at a conversion rate of 1,059 and (ii) 90,467 bonds convertible into or exchangeable for new or existing shares ("océanes"), which may be exercised at any time until 6 March 2027 and which may give entitlement to 105,665 CLARIANE SE shares at a conversion rate of 1.168.

Shareholders	Date of this Amendment			31.12.2023		
	Number of shares	% of capital	% of voting rights (1)	Number of shares	% of capital	% of voting rights (1)

(4) Treasury shares held under the liquidity contract (248,195 shares at 27 May 2024) and the share buyback programme (20,550 shares at 27 May 2024).
(5) Free float is defined differently from other shareholders holding 5% or more of the capital and voting rights.

6.3 Dividend distribution policy

Paragraph 7.3.6 "*Dividend distribution policy*" of Chapter 7 "*Information on the Company, share capital and shareholding structure*" of the 2023 Universal Registration Document is supplemented as follows.

The payment of dividends or any other distribution depends on the general environment and on the Group's financial situation, notably its net profit and investment policy.

For several years and until 2019, the Company paid a dividend of €0.60 per share, with an option for payment in new share.

Faced with the scale of the health crisis, and in solidarity with all of the Group's stakeholders, the Board of Directors, at its meeting of 29 April 2020, decided to submit a motion to the 2020 General Meeting that all distributable income be allocated to the "Retained earnings" account. There was therefore no distribution of dividends in respect of the 2019 financial year.

On 24 February 2021, the Board of Directors proposed to the 2021 General Meeting to distribute a dividend of €0.30 per share, with an option for payment in new shares.

On 25 April 2022, the Board of Directors proposed to the 2022 General Meeting to distribute a dividend of €0.35 per share, with an option for payment in new shares.

On 21 February 2023, the Board of Directors proposed to the 2023 General Meeting to distribute a dividend of €0.25 per share, with an option for payment in new shares.

On 25 July 2023, Clariane announced that it had secured an extension to its syndicated term loan facility for €505 million. The documentation for this renewed syndicated loan stipulates that no dividends may be paid as long as financial leverage exceeds 3.5x and set a limit of 40% of net income in all cases. Accordingly, no dividend will be paid in 2024 in respect of the 2023 financial year, as the leverage ratio was 3.8x at 31 December 2023. The Company's objective is to achieve a leverage ratio of significantly less than 3x by the end of 2025. No dividend policy has been adopted for the 2024 financial year, apart from the constraints imposed by the syndicated loan.

The table in section 5.4.1 of the 2023 Universal Registration Document summarises dividend payouts over the last three financial years.

7. CORRECTIONS TO THE UNIVERSAL REGISTRATION DOCUMENT

The Universal Registration Document is amended as follows:

- Section 7.4.1 "*Listing market and indices*" (page 396): Clariane is listed on the Euronext Paris stock exchange (**Compartment B**) and is eligible for the deferred settlement system (SRD). (instead of Clariane is listed on the Euronext Paris stock exchange (Compartment A) and is eligible for the deferred settlement system (SRD)).

The share profile in the same section is therefore amended as follows:

Clariane action data sheet

ISIN code	FR0010386334
Stock markets	Ongoing trading on Euronext Paris - Compartment **B** Ticker CLARI.PA (Euronext), CLARI. PA (Reuters), CLARI. FP (Bloomberg)
Presence in the main indices	CAC Health Care, CAC Heath Care & Equipment & Services, CAC Mid & Small and MSCI Global Small Cap
Share eligibility	SRD (deferred settlement service) and PEA (share savings plan)
Nominal value	0.01 euro
Number of shares outstanding at 31 December 2023	106 828 536
Share price at 31 December 2023	2.40 euros
Market capitalisation at 31 December 2023	257 million euros

8. PERSON RESPONSIBLE

8.1 Responsible for the Amendment to the Registration Document Universal

Person responsible for the Amendment to the Universal Registration Document: Sophie Boissard, Managing Director.

8.2 Certificate from the person responsible for the Amendment

"I certify that the information contained in this Amendment to the 2023 Universal Registration Document is, to the best of my knowledge, in accordance with the facts and contains no omission likely to affect its import.

Done in Paris, on 31 May 2024

Sophie Boissard

Chief Executive Officer

9. TABLES OF CONCORDANCE

The table of concordance below identifies, in the Universal Registration Document as well as in this Amendment, the information required by Annexes 1 and 2 of the Delegated Regulation (EU) 2019/980 of 14 March 2019 in accordance with the URD scheme.

Delegated Regulation (EU) 2019/980 - Annexes 1 and 2		Universal Registration Document		Amendment to the Universal Registration Document	
N°	Heading	Chapter(s)	Page(s)	Chapter(s)	Page(s)
1	**Persons responsible, third-party information, experts' reports and competent authority approval**	8.1	402	8	47
1.1	Persons responsible for information	8.1.1	402	8.1	47
1.2	Statement by the person responsible	8.1.2	402	8.2	47
1.3	Experts' statement or report	N/A			
1.4	Third-party information	N/A			
1.5	Statement without prior approval of the competent authority	N/A			
2	**Statutory auditors**	8.2	402		
2.1	Information about the Company's Statutory Auditors	8.2.1	402		
2.2	Information about auditors that have resigned or not been reappointed	8.2.2	402		
3	**Risk factors**	2	35	3	16-24
4	**Information about the Company**	7.1	378		
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4.2	Place of registration of the Company and its registration number	7.1.1	378		
4.3	Date of incorporation and length of life of the Company	7.1.1	378		
4.4	Domicile and legal form of the Company and legislation under which it operates	7.1.1	378		
5	**Business overview**	1	7	2	14-15
5.1	Principal activities	1	7	2, 5.3	14-15, 37-41
5.1.1	Description of the nature of the Company's operations and its principal activities	1	7	2, 5.3	14-15, 37-41
5.1.2	*New products and/or services*	1	7		
5.2	Principal markets	1	7	2.2, 5.3	14, 37-41
5.3	Important events in the development of the Company's business	1	7	1, 2.1	6-14
5.4	The Company's business strategy and objectives	N/A		1.3, 2.3, 5.5	12-13, 14-15, 42-43
5.5	The extent to which the Company is dependent on patents or licences, industrial, commercial or financial contracts, or new manufacturing processes	N/A			
5.6	Competitive position	1	7		
5.7	Investments	1	7		
5.7.1	Description of the Company's material investments	1 , 5.7 , 6.1 , Note 2	7, 277, 282, 290,		
5.7.2	Description of any material investments in progress or for which firm commitments have already been made	N/A			
5.7.3	Significant joint ventures and undertakings	6.1, Note 2, Note 6, Note 13	282, 290, 316, 330		
5.7.4	*E*Environmental issues that may affect the Company's use of property, plant and equipment	3.6	136		
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6.2	List of the Company's significant subsidiaries	6.1, Note 14.4	282, 334		
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7.1.2	The Company's likely future development and activities in the field of research and development	5.3.3.8	275	5.4, 5.5	41-43

7.2	Operating results	5.2, 5.3, 6.1, Note 3	267, 268, 282, 299	5.1, 5.2	33-37
7.2.1	Factors materially affecting income from operations	5.1, 5.2, 6.1, Note 2	266, 267, 290	5.1, 5.2 ,5.3	33-41
7.2.2	Narrative discussion of material changes in revenue	5.2	267	5.3	37-40
8	**Capital resources**			5.1	33-35
8.1	Information on capital resources	5.3.2, 6.1, 6.3, Note 7	271, 282, 354, 316		
8.2	Sources and amounts and a narrative description of the Company's cash flows	5.3.2, 6.1, Note 5	271, 310	5.1	33-35
8.3	Information on the borrowing requirements and funding structure of the Company	1, 5.3.2, 6.1, Note 1, Note 2, Note 14	7, 271, 282, 287, 290,330	1.1, 1.2.1	6, 11
8.4	Information regarding any restrictions on the use of capital resources that have affected, or could affect, the Company's operations	6.1, Note 1, Note 2, Note 13, Note 14	282, 287, 290,330		
8.5	Anticipated sources of funds needed to fulfil the Company's commitments	5.3.2, 6.1, Note 1, Note 2, Note 13, Note 14	271, 282, 287, 290,330	1.1, 1.2.1	6, 11
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10.2	Known trends or uncertainties that are reasonably likely to have a material effect on the Company's prospects for at least the current financial year	5.7, 5.8	277, 278	5.1, 5.2, 5.3, 5.4	33-42
11	**Profit forecasts or estimates**			1.3, 5.4	12-13, 41-42
11.1	PPublished profit forecasts or estimates	N/A		1.3, 5.4	12-13, 41-42
11.2	Principal assumptions	N/A		5.4	41-42
11.3	Statement of comparability with historical financial information and consistency with accounting policies	N/A			
12	Administrative, management and supervisory bodies and General Management			4	24-32
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12.2	Conflicts of interest within the administrative, management and supervisory bodies and General Management	4.1.6	232	4.1	25-27
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18.1.4	Change of accounting framework	N/A			
18.1.5	Information included in the audited financial information	N/A			
18.1.6	Consolidated financial statements	6.1	282		
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19.1	Share capital				
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19.1.2	Number and characteristics of shares not representing capital	7.2.3.3	387		
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19.1.4	The amount of any convertible or exchangeable securities or securities with warrants	7.2.4	388		
19.1.5	Information about and terms of any acquisition rights and/ or obligations over authorised but unissued capital or an undertaking to increase the capita	7.2.3	385		
19.1.6	Information about any capital of any member of the Group which is under option or agreed conditionally or unconditionally to be put under option	N/A			
19.1.7	History of the share capital for the period covered by the historical financial information	7.2.2	383		
19.2	Memorandum and articles of association				
19.2.1	Corporate purpose	7.1.2.2	378		
19.2.2	Rights, preferences and restrictions attaching to each class of existing shares	7.1.2.3	378		
19.2.3	Provisions that would delay, defer or prevent a change in control of the Company	7.2.5	391		
20.	**Material contracts**	4.1.6.3		233	
21.	**Documents available**	7.4.3.2	398		