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Press release

12 June 2024

Clariane announces the completion of the reserved capital increase of around €92.1 million

Paris, 12 June 2024 - Clariane, Europe's leading community for care in times of vulnerability (the "**Company**") announces that the reserved capital increase of approximately 92.1 million euros for the benefit of HLD¹, Flat Footed² and Leima³ (the "**Reserved Capital Increase**") was completed today.

The gross amount of the Reserved Capital Increase, including the issue premium, is €92,099,997.60, corresponding to the issue of 35,423,076 new shares with a par value of €0.01, issued at a unit subscription price of €2.60. The Reserved Capital Increase was subscribed for approximately 74.1 million euros by the HLD Europe investment group, for approximately 15 million euros by the Flat Footed fund and for approximately 3 million euros by the Leima Valeurs fund. Following the Reserved Capital Increase, HLD Europe holds 20.02 % of the Company's share capital, Flat Footed holds 10.53 % of the Company's share capital and Leima Valeurs holds 5.18 % of the Company's share capital.

The net proceeds of this Reserved Capital Increase will be used to early repay the real estate bridge loan, the outstanding principal of which is 175 million euros. The balance of the bridging loan will therefore be reduced to 85 million euros.

Following completion of the Reserved Capital Increase, the Company's share capital stands at €1,423,923.05, comprising 142,392,305 ordinary shares.

The corporate offices as directors of Mr Jean-Bernard Lafonta, HLD Europe and Mr Ondřej Novák, whose appointments were approved by the Combined General Meeting of 10 June 2024, take effect from today.

¹ HLD subscribed to the Reserved Capital Increase via Ker Holding, a limited liability company (société à responsabilité limitée) under Luxembourg law, whose registered office is at 9b boulevard Prince Henri L1724 Luxembourg (Grand Duchy of Luxembourg), registered with the Luxembourg Trade and Companies Register under number B286532.

² Flat Footed subscribed to the Reserved Capital Increase via the funds (i) Flat Footed Series LLC - Fund 4, a limited liability company incorporated under the laws of the United States, having its registered office at Flat Footed Series LLC, Attn: CSC, 251 Little Falls Dr, Wilmington, DE 19808, United States, registered in the State of Delaware under number #6688169, (ii) FF Hybrid LP, a limited partnership incorporated under the laws of the United States, having its registered office at FF Hybrid LP, Attn: CSC, 251 Little Falls Dr, Wilmington, DE 19808, United States, registered in the State of Delaware under number #6101493, and (iii) GP Recovery Fund LLC, a limited liability company incorporated under the laws of the United States, having its registered office 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.

³ Leima Valeurs subscribed to the Reserved Capital Increase via Leima Valeurs a.s., a company incorporated under Czech law, whose registered office is located at Opletalova 1284/37, ZIP Code, 110 00 Prague 1, Czech Republic, registered in Prague under number B 28659/MSPH.

It should be noted that Flat Footed LLC, a US investment manager, acting through its managed funds FF Hybrid LP, GP Recovery Fund LLC and Flat Footed Series LLC - Fund 4, obtained from the French Ministry of the Economy, prior to the completion of the Reserved Capital Increase, an exemption from the request for authorisation provided for in the third paragraph of Article R. 151-5 of the French Monetary and Financial Code. Flat Footed LLC had applied for this exemption because it would hold 10.53% of Clariane's share capital and voting rights (on a non-diluted basis) following completion of the Reserved Capital Increase, thereby exceeding the ownership threshold corresponding to one-tenth of Clariane's voting rights.

It should also be noted that Predica has acquired Investissements PSP's entire stake in the Company, as announced by Predica in a press release dated 5 June 2024, and will hold, on the settlement and delivery day that should take place on 13 June 2024, 21.1% of the Company's capital and voting rights.

HLD also indicated that it entered into an agreement on 11 June 2024 to acquire all of the 8,048,260 shares held by Holding Malakoff Humanis (i.e. 5.7% of the capital based on the current capital), excluding the preferential subscription rights linked to the capital increase with preferential subscription rights. The settlement and delivery of this acquisition should take place prior to the settlement and delivery of the capital increase with preferential subscription rights.

Upcoming events:

5 August 2024 - Sales and results for the 1^{er} half-year 2024

23 October 2024 - Sales for the 3^{ème} quarter 2024

Warning

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

An admission prospectus relating to the Reserved Capital Increase has been approved by the Autorité des marchés financiers on 31 May 2024, under number 24-191 (the "**AMF**").

A prospectus relating to the capital increase with preferential subscription rights will be submitted by Clariane S.E. to the AMF for approval before the effective launch of this capital increase.

This document contains forward-looking statements that involve risks and uncertainties, including those included or incorporated by reference, concerning the Group's future growth and profitability that could cause actual results to differ materially from those indicated in the forward-looking statements. These risks and uncertainties relate to factors that the Company cannot control or estimate precisely, such as future market conditions. The forward-looking statements contained in this document constitute expectations of future events and should be regarded as such. Actual events or results may differ from those described in this document due to a number of risks and uncertainties described in Chapter 2 of the 2023 Universal Registration Document filed with the AMF on 30 April 2024 under registration number D.24-0380, as amended (i) in section 3 of the amendment filed with the AMF on 31 May 2024 under number D. 24-0380-A01 (the "**First Amendment**") and (ii) in



section 2 of the amendment filed with the AMF on 12 June 2024 under number D. 24-0380-A02 (the "**Second Amendment**") available on the Company's website (www.clariane.com) and that of the AMF (www.amf-france.org). All forward-looking statements included in this document speak only as of the date of this press release. Clariane S.E. undertakes no obligation and assumes no responsibility to update the information contained herein beyond what is required by applicable regulations.

Readers are cautioned not to place undue reliance on these forward-looking statements. Neither Clariane nor any of its directors, officers, employees, agents, affiliates or advisors accepts any responsibility for the reasonableness of any assumptions or opinions expressed or for the likelihood of any projections, prospects or performance being achieved. Any liability for such information is expressly excluded. Nothing in this document is, or should be construed as, a promise or representation regarding the future. Furthermore, nothing contained in this document is intended to be or should be construed as a forecast of results. Clariane's past performance should not be taken as a guide to future performance.



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About Clariane

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

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

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

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

Euronext ticker: CLARI - ISIN: FR0010386334

Investor contacts

Stéphane Bisseuil

Investor Relations Director
+33 (0) 6 58 60 68 69
stephane.bisseuil@clariane.com

Press contacts

Matthieu Desplats

Press Relations Director
06 58 09 01 61
matthieu.desplats@clariane.com

Julie Mary

Head of press relations
06 59 72 50 69
julie.mary@clariane.com

Florian Bachelet

Head of press relations
06 79 86 78 23
florian.bachelet@clariane.com