



Puteaux, 27th February 2025 (6 pm CET)

Public disclosure of related-party agreements in accordance with Article L. 22-10-13 of the French Commercial Code

Today, *emeis* S.A. (formerly ORPEA S.A. - the "**Company**") entered into an addendum to the agreement concluded on 14 February 2025 with Laurent Guillot, Chief Executive Officer and a director of the Company, and publicly disclosed on the same day. The purpose of this addendum is to extend the Company's voluntary commitment in the context of a new litigation brought by Guy Bleyer in his capacity as representative of bondholder in groups of the companies created under certain partnership agreements entered into between companies of the *emeis* Group (formerly ORPEA Group) (the "**Group**") and Gérard Landauer et al. during the period 2016-2021, against Laurent Guillot and certain companies of the *emeis* group (SARL Niort 94, SAS RSS Seniors+ and 11 RSS¹ – together, the "**Defendants**"). In the context of this litigation, Guy Bleyer claims that the Defendants and Laurent Guillot should be jointly and severally ordered to pay damages and costs of proceedings (the "**Dispute**").

In accordance with Article L. 225-38 of the French Commercial Code, the Company's Board of Directors has authorized the conclusion of this addendum at its meeting held on 17 February 2026. Laurent Guillot did not take part in the Board's discussions or vote.

Main information relating to the related-party agreement:

Person concerned: Laurent Guillot, Chief Executive Officer and director of the Company.

Conditions, nature and purpose: adoption by the Company of an undertaking to voluntarily honor any final or provisional order issued against the Defendants and Laurent Guillot to pay the damages and costs of proceedings related to the Dispute, whose execution would be demanded from Laurent Guillot. This payment would be made voluntarily by the Company without seeking any reimbursement from Laurent Guillot. The Company shall be subrogated to the rights of Laurent Guillot in the event of any subsequent reduction or alteration of order.

Financial terms: the purpose of the addendum is to hold Laurent Guillot harmless against any financial loss incurred as a result of a final or provisional order to pay damages or costs of proceedings, issued directly against Laurent Guillot. As a result, the Company would voluntarily settle the full amount claimed. The maximum amount of this commitment

¹ SAS RSS 020 ST QUENTIN ; SAS RSS 076 ROUEN ; SAS RSS 150 AURILLAC ; SAS RSS 180 BOURGES ; SAS RSS 270 VERNON ; SAS RSS 510 REIMS ; SAS RSS 830 COGOLIN ; SAS RSS 640 PAU ; SAS RSS 730 LA RAVOIRE ; SAS RSS 831 LA SEYNE ; SAS RSS 771 ST FARGEAU.

corresponds to the amount claimed against the Defendants and Laurent Guillot jointly and severally, i.e., €2,310,000 (€2,200,000 in damages and €110,000 in costs of proceedings)².

Purpose: The Company's Board of Directors considered that such an addendum was in the Company's best interests, given the importance of the role played by Laurent Guillot in financially restructuring the Company and transforming the Group of which it is the parent company since his appointment as Chief Executive Officer on 1 July 2022, and the fact that he is implicated in the Dispute solely by virtue of his position as (i) executive director of the *emeis* Group or (ii) holder of corporate offices to which he was appointed solely by virtue of his role as Chief Executive Officer of the Company, head of the *emeis* group.

About emeis

With nearly 83,500 experts and professionals in healthcare, nursing, and support for the most vulnerable, *emeis* is present in some 20 countries and covers five areas of expertise: psychiatric clinics, medical and rehabilitation clinics, nursing homes, home care and services, and assisted living facilities.

Every year, *emeis* welcomes nearly 280,000 residents, patients, and beneficiaries. *emeis* is committed to addressing one of the major challenges facing our societies: the increase in the number of people made vulnerable by life events, old age, or mental illness.

In June 2025, *emeis* became a mission-driven company, enshrining four commitments in its articles of association: working to change perceptions of the most vulnerable and their loved ones to achieve true inclusion; contributing to the fair recognition and attractiveness of our professions; making care for the most vulnerable a major contribution to local social ties and territorial cohesion; and innovate to contribute to care that respects the planet and living beings.

emeis, 50.3% owned by Caisse des Dépôts, CNP Assurances, MAIF, and MACSF Epargne Retraite, is listed on Euronext Paris (ISIN: FR001400NLM4) and is a member of the SBF 120, CAC Mid 60, and CAC All-Tradable indices.

Website: www.emeis.com

Press Contacts

Isabelle HERRIER NAUFLE
Medias & e-reputation Director
+33 7 70 29 53 74
isabelle.herrier@emeis.com

IMAGE 7

Charlotte LE BARBIER // Laurence HEILBRONN
+33 6 78 37 27 60 // +33 6 89 87 61 37
clebarbier@image7.fr //
lheilbronn@image7.fr

Investor Relations

Samuel HENRY DIESBACH
Investor Relations Director
samuel.henry-diesbach@emeis.com

Toll-free number for shareholders (from France Only)
0 805 480 480

NEWCAP
Dusan ORESANSKY
+33 1 44 71 94 94
emeis@newcap.eu

² The Group's consolidated net profit for the year ended 31 December 2023 was €1,361 million.

