



The Combined General Meeting of Shareholders of 26 March 2024 votes in favour of all the proposed resolutions, in particular those concerning the capital increase of 300 million euros.

The Combined General Meeting of Clariane shareholders was held on 26 March 2024, chaired by Jean-Pierre Duprieu, Chairman of the Board of Directors, and attended by Sophie Boissard, Group Chief Executive Officer, Philippe Garin, Group Chief Financial Officer, Amandine Daviet, Group Corporate Secretary, members of the Board of Directors and the Statutory Auditors.

The Combined General Meeting approved by a large majority all the resolutions put to the vote of the shareholders.

- Capital increase

The adoption by Clariane's shareholders of the resolutions relating to the planned €300 million capital increase is a further step towards its completion, scheduled for late June 2024 or September 2024. The completion of this new step is part of the plan announced on 14 November 2023 to strengthen the Group's financial structure and reduce its debt and financial leverage.

The capital increase remains subject to the lifting of the following conditions precedent:

- Authorisation from the relevant competition authorities for Predica's possible acquisition of control over Clariane in the event that the exercise of the guarantee granted by Predica as part of the capital increase leads Predica to acquire control of Clariane;
- An amendment to the terms and conditions of the OCEANE bonds maturing in 2027 (0.875% – FR0013489739) in order to exclude early redemption provisions in the event that Predica acquires control over Clariane through the Capital Increase;
- Submission by the independent appraiser appointed by the Company's Board of Directors of a fairness opinion confirming the fairness of the terms and conditions of the Capital Increase and the related agreements, including underwriting commitments;
- Approval of the prospectus for the Capital Increase by the AMF.

It should be noted that the Capital Increase will provide for shareholders' preferential subscription rights to be maintained so that shareholders can subscribe to it in order to maintain their stake while taking advantage of 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.

Lastly, the Company points out that the Capital Increase is an essential condition of its financial structure strengthening plan and that if it is not carried out, the Company would be obliged to place itself under appropriate protection in order to renegotiate its debt with its creditors.

- Governance

Shareholders also approved the ratification of the co-option of Matthieu Lance as a director. Matthieu Lance's diversified and recognized experience in the financial sector will enhance the skills of the Board of Directors, in particular by providing expertise in the fields of investments, asset management, real-estate management and mergers & acquisitions. The Board will also benefit from Matthieu Lance's experience on the boards of other listed companies.

- Record of decisions

Full voting results will be available on the www.clariane.com website.

A replay of the General Meeting will be available in the Investors section of the www.clariane.com website.

About Clariane

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

Relying on their diverse expertise, each year the Group's 70,000 professionals provide services to over 900,000 patients and residents in three main areas of activity: long-term care nursing home (Korian, Seniors Residencias, etc.), healthcare facilities and services (Inicea, Ita, Grupo 5, Lebenswert, etc.), and alternative living solutions (Petits-fils, Les essentiels, Ages&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 Section A since November 2006

Euronext ticker: CLARI - ISIN: FR0010386334

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