

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OF AMERICA, CANADA, JAPAN OR AUSTRALIA OR ANY OTHER JURISDICTION IN WHICH IT WOULD BE UNLAWFUL TO DO SO



Clariane has launched a proposed offering of €333 million of undated deeply subordinated hybrid notes to refinance its ODIRNANE

Paris, 22 June 2026 — Clariane (CLARI.PA – ISIN FR0010386334) (the “**Issuer**”) announces today that it has launched an offering (the “**Offering**”) of €333 million in aggregate principal amount of undated non-call 3 years deeply subordinated fixed rate resettable notes (the “**Notes**”). The completion of the Offering is subject to market conditions.

Clariane intends to use the gross proceeds of the Offering, if completed, together with cash on hand, to repay in full its outstanding €332.5 million aggregate principal amount of undated unsubordinated unsecured bonds convertible into new shares and/or exchangeable for existing shares (the “**ODIRNANE Bonds**”) and to pay fees and expenses in relation to the refinancing. Proceeds from the Offering not immediately used will remain on the balance sheet of the Issuer until used for the repayment of the ODIRNANE Bonds.

The Notes are expected to be recorded as equity in full under IFRS for the purpose of Clariane’s consolidated financial statements. Application will be made for the Notes to be listed on the Official List of Euronext Dublin and admitted to trading on the Global Exchange Market of Euronext Dublin.

Important Notice

This press release constitutes a public disclosure of inside information under Regulation (EU) 596/2014 (16 April 2014) and Implementing Regulation (EU) No 2016/1055 (10 June 2016).

The Notes will be offered only to non-U.S. persons outside the United States in offshore transactions pursuant to Regulation S under the U.S. Securities Act of 1933, as amended (the “**Securities Act**”), subject to prevailing market and other conditions. There is no assurance that the Offering will be completed or, if completed, as to the terms on which it is completed. The Notes have not been registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or unless pursuant to an applicable exemption from the registration requirements of the Securities Act and any other applicable securities laws. This press release does not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall it constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful.

The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“**EEA**”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”); (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (as amended, the “**Prospectus Regulation**”).

The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor (as defined above) in the United Kingdom. The expression “retail investor” in relation to the United Kingdom means a person who is neither (i) a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the

European Union (Withdrawal) Act 2018; nor (ii) a qualified investor as defined in paragraph 15 of Schedule 1 to the Public Offers and Trading Regulations 2024.

This announcement does not constitute and shall not, in any circumstances, constitute a public offering or an invitation to the public in connection with any offer within the meaning of the Prospectus Regulation or otherwise. The offer and sale of the Notes will be made pursuant to an exemption under the Prospectus Regulation from the requirement to produce a prospectus for offers of securities.

In the United Kingdom, this announcement is directed only at (i) persons having professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “**Order**”), or (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Order, or (iii) persons to whom it would otherwise be lawful to distribute them, all such persons together being referred to as “**Relevant Persons.**” The Notes are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such Notes will be engaged in only with, Relevant Persons.

MiFID II professionals/ECPs-only/ No PRIIPs KID – Manufacturer target market (MIFID II product governance) is eligible counterparties and professional clients only (all distribution channels). No PRIIPs key information document (KID) has been prepared as not available to retail investors in EEA.

UK MIFIR professionals/ECPs-only/ No UK CCI Regulations product summary – Manufacturer target market (UK MIFIR product governance) is eligible counterparties and professional clients only (all distribution channels). No product summary required by the Consumer Composite Investments (Designated Activities) Regulations 2024 (as amended) (the “**CCI Regulations**”) has been prepared as not available to retail investors in the United Kingdom.

Neither the content of Clariane’s website nor any website accessible by hyperlinks on Clariane’s website is incorporated in, or forms part of, this announcement. The distribution of this announcement into certain jurisdictions may be restricted by law. Persons into whose possession this announcement comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

Forward-Looking Statements

This press release may include forward-looking statements. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms “believes”, “estimates”, “anticipates”, “expects”, “intends”, “may”, “will” or “should” or, in each case, their negative, or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts and include statements regarding Clariane’s or its affiliates’ intentions, beliefs or current expectations concerning, among other things, Clariane’s or its affiliates’ results of operations, financial condition, liquidity, prospects, growth, strategies and the industries in which they operate. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Readers are cautioned that forward-looking statements are not guarantees of future performance and that Clariane’s or its affiliates’ actual results of operations, financial condition and liquidity, and the development of the industries in which they operate may differ materially from those made in or suggested by the forward-looking statements contained in this press release. In addition, even if Clariane’s or its affiliates’ results of operations, financial condition and liquidity, and the development of the industries in which they operate are consistent with the forward-looking statements contained in this press release, those results or developments may not be indicative of results or developments in subsequent periods.

The forward-looking statements and information contained in this announcement are made as of the date hereof and Clariane undertakes no obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.

About Clariane

Clariane is the leading European community of 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 70,000 professionals provide services to 840,000 patients and residents in three main areas of activity: care homes (Korian, Seniors Residencias, etc.), healthcare facilities and services (Inicea, Ita, Grupo 5, etc.), and alternative living solutions (Ages & Vie).

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

Clariane has been listed on Euronext Paris, Section B since November 2006. The Group joined the SBF 120 index and the CAC® SBT 1.5° index on September 23, 2024.

Euronext ticker: CLARI – ISIN: FR0010386334

Investor contacts

Stéphane Bisseuil

Head of Investor Relations

+33 (0) 6 58 60 68 69

stephane.bisseuil@clariane.com

Benoit Lesieur

Deputy Head of Investor Relations ESG

+33 (0) 6 64 80 15 90

benoit.lesieur@clariane.com

Press contacts

Florian Bachelet

Head of Press Relations

+33 (0) 6 79 86 78 23

florian.bachelet@clariane.com

Mélie Boissonnet

Media Relations Officer

+33 (0) 7 63 34 61 60

melie.boissonnet@clariane.com