UNIVERSAL REGISTRATION DOCUMENT 2022

INCLUDING THE ANNUAL FINANCIAL REPORT

Ramsay Santé

CONTENTS

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INCLUDING THE ANNUAL FINANCIAL REPORT

Ramsay Santé is the European leader in the global care offer. The Group currently has **36,000 employees** and works with nearly **9,300** independent **practitioners**.
Present in **five countries**, France, Sweden, Norway, Denmark and Italy, the Group treats more than **10 million patients** per year in its **443 facilities.**

This Universal Registration Document was filed on 28 October 2022 with the French Financial Markets Authority (Autorité des Marchés Financiers) as the competent authority under Regulation (EU) 2017/1129, without prior approval in accordance with Article 9 of said regulation. The Universal Registration Document may be used for the purposes of a public offering of financial securities or the admission of financial securities to trading on a regulated market if it is supplemented by a security note and, where applicable, a summary and any amendments made to the Universal Registration Document. The resulting package is approved by the AMF in accordance with Regulation (EU) 2017/1129.

This is a translation into English of the universal registration document of the Company issued in French and it is available on our website www.ramsaysante.fr

Copies of the Universal Registration Document are available free of charge from Ramsay Générale de Santé SA, 39, rue Mstislav Rostropovitch – 75017 Paris, France, as well as on the websites of Ramsay Santé **(http://www.ramsaysante.fr) and the AMF (http://www.amf-france.org)**

MESSAGES FROM THE CHAIRMAN OF THE BOARD AND THE CHIEF EXECUTIVE OFFICER

CRAIG MC NALLY

Chairman of the Board of Directors

Ramsay Santé has become a leader in the integrated care offer in continental Europe. With our partner, Crédit Agricole Assurances, we continued our long-term commitment to the company, supported by the quality and resilience of the French and Scandinavian healthcare systems. Over the past year, the Group's staff and practitioners have shown extraordinary dedication in unforeseen circumstances and the Board of Directors would like to thank employees and doctors for their commitment to patients, and society as a whole during the Covid-19 pandemic.

This year, Ramsay Santé adopted a solid CSR approach including the commitment to achieve carbon neutrality by 2040, using the Science-Based Targets (SBT) approach. Our commitment to becoming a sustainable and resilient company is an integral part of our transformation strategy, which clearly defines the path to becoming a leading healthcare partner.

The Board of Directors is pleased to offer its full support to Ramsay Santé's purpose, "Improve health through constant innovation", and to the success of our ambitious strategy, which puts our patients at the heart of every decision.

PASCAL ROCHÉ

Chief Executive Officer

In recent months, thanks to all the teams that have been involved since the start of the pandemic, Ramsay Santé has acquired a leading position alongside public players in the care of Covid patients in vaccinating, welcoming and treating.

We also continued our development through our consolidation in Europe and the implementation of our “Yes We Care 2025” strategic plan, project after project.

In terms of development, decisive acquisitions in Norway consolidate our leadership in this country, while the merger of Capio with GHP in Sweden and Denmark reinforces our expertise. In terms of innovation, the rollout of new medical centres in France modelled on our operations in Sweden, structures our ambition in terms of health prevention and is accompanied by increasing digitalisation with Ramsay Services in France and the Welcome portal in Sweden.

Ramsay Santé is more focused than ever on the future and our ambition is to become a healthcare companion for the 10 million patients we treated this year, through our 443 multidisciplinary hospitals and clinics and in our 130 primary care centres.

One of our main objectives is therefore to bring together all the expertise and skills necessary to build tomorrow’s health today. Our Group is thus committed to its employees with the signature last June of a historic agreement on quality of life and working conditions signed by all social partners in France and with the implementation of HR attractiveness plans in Sweden and Norway to attract and retain talent.

We are also committed to an ambitious social and environmental responsibility approach, which is based on the initiatives of the facilities, in order to limit our impact on the planet and be part of a carbon neutral trajectory by 2040. I also want to go further and commit Ramsay Santé to a mission company's approach by strengthening dialogue with all our stakeholders to give substance to our purpose: “Improve health through constant innovation”.

1

GENERAL PRESENTATION OF THE GROUP

1.1 Information about the issuer

1.1.1 Administrative information

Company name

The Company's corporate name is "Ramsay Générale de Santé".

This name is a trademark registered with the INPI under the national number 15 4 209 389.

Trade and Companies Register, APE, LEI

The Company is registered in the Paris Trade and Companies Register under number B 383 699 048.

Its APE code (Code of the principal activity carried out) is 6430Z. It corresponds to the activity of investment funds and similar financial entities.

The Company is listed on the Eurolist of Euronext Paris, ISIN code FR0000044471 (Euroclear France SA code 4447).

The Company's unique identification number or LEI (Legal Entity Identification) is 969500I1EJGUAT223F44. This is the unique identification number for entities trading on the financial markets.

Date of incorporation and term

The Company was incorporated on 29 November 1991 for a period of ninety-nine years from the date of its registration, except in the event of early dissolution or extension as provided for by law or decided by the General Shareholders' Meeting.

Registered office, legal form and applicable legislation

The Company's registered office is located at 39 rue Mstislav Rostropovitch 75017 Paris, France. Ramsay Générale de Santé is a limited liability Company with a Board of Directors (société anonyme à Conseil d'Administration).

The applicable law is French law.

Company contact details

The Company's offices are located at 39 rue Mstislav Rostropovitch 75017 Paris with the postal address of all its central services at: 39 rue Mstislav Rostropovitch - CS60053 - 75850 Paris Cedex 17, France.

The switchboard telephone number is:

- from France: 01 87 86 23 00
- from abroad: +33 187 86 23 00

The Company's website can be accessed at the following address: http://www.ramsaysante.fr, it being specified that the information on this website does not form part of this document.

1.1.2 History and development of the Company

From its creation to 2018

A new care offer

While head of Compagnie Générale des Eaux, in 1987 Guy Dejouany decided to take the Group that he led into the health sector and to create Compagnie Générale de Santé, with a plan to create a care offer complementing that of hospitals, and public hospitals in particular, with a focus on redesigned quality of care. Under this initiative, the first clinic groupings were quickly carried out and the Group began its development in the medicine, surgery and obstetrics sectors.

Compagnie Générale de Santé extends the scope of its care offer to all areas of health, including psychiatry, as well as Medical Care and Rehabilitation. It is developing just as actively in the medico-social field as in services dedicated to the hospital sector, such as the upkeep of facilities and their specific equipment, maintenance or catering.

At the beginning of the nineties, the Group increased the number of acquisitions of facilities that are centres of reference in their fields or that complement its facilities in areas already covered in order to better exploit the synergies between facilities and expand its network of care and services locally.

However, the Group is not forgetting organic growth thanks to an active policy of recruiting recognised practitioners, enabling it to round out its care offer. Générale de Santé is gradually becoming a genuine structured Group organised around centres of excellence and the leading player in private hospitalisation in France.

From 1991, acquisitions also extended internationally, with the purchase of a first clinic in Italy. The Group also acquired the British company BMI Healthcare, which later became General Healthcare Group, at the time the second largest operator of private clinics in the United Kingdom. This internationalisation will take the Group as far as South America.

IPO

In 1997, Générale de Santé left Générale des Eaux when the latter sold the hospital group to Cinven, a British investment fund present in continental Europe. The British subsidiary General Healthcare Group was then sold to BC Partners, while the Group prepared its listing on the Paris Stock Exchange. On 20 June 2001, this IPO was successfully completed: fifty-one percent of the share capital was placed with the public, with the Cinven fund retaining 39.5%.

The new millennium was also marked by the promotion of the Générale de Santé brand and group spirit among employees and practitioners. This was accompanied by an ambitious investment programme. At the same time, a reflection was carried out on the evolution of the health professions and, in this context, a model for grouping healthcare facilities together was designed and then implemented: small local clinics were concentrated within a large private hospital offering a wide range of services in its region. The major facilities emblematic of contemporary private hospitals started life in this way, such as the Antony Private Hospital and the Jean Mermoz Private Hospital in Lyon, and are continuing to demonstrate excellence in their healthcare regions today.

In June 2003, the Group experienced an important turning point in the history of the Group's share capital, with the arrival of Doctor Antonino Ligresti, a doctor and investor who, in partnership with the Italian bank Efibanca, took over the majority of the shares held by Cinven. After refocusing on the core healthcare business lines with the disposal of medico-social activities, Générale de Santé once again committed to a proactive policy of external growth and in 2005 acquired the Chiche Group (four facilities in the Paris region), and subsequently the Fleming Labs group, diagnostic and medical analysis centres in Italy. The following year, the Hexagone group (i.e. 10 hospitals and clinics, most of which in the Paris region) joined the Group, while the hospital services subsidiaries were sold to Elior.

A new turning point came in March 2007, with the launch by Santé Développement Europe (bringing together the concert parties Santé Holding of Doctor Ligresti, the Italian group De Agostini and the Italian bank Mediobanca) of a simplified takeover bid. At the end of this transaction, a long-term major shareholder structure was set up and participated in the governance of the Group, which continued its strategy of development and refocusing of its care offer on medicine, surgery, obstetrics, Medical Care and Rehabilitation.

Ten years after its IPO, and nearly a quarter of a century after its creation, the Group is steadily pursuing a strategy adapted to changes in the sector and major medical and societal challenges, notably with the establishment of regional health divisions as part of a strategic plan.

A strengthened position

In 2013, the Company entered into an agreement with the Australian group Ramsay Health Care to sell its mental health activities and some of its Medical Care and Rehabilitation Facilities. Ramsay Health Care, which operates in France under the name Ramsay Santé, thus strengthened its position in France a few years after its takeover of eight clinics from the Procliff group with the support of the Crédit Agricole group. On 1 October 2014, all shares in Générale de Santé held by Santé SA and Santé Développement Europe SAS were acquired by Ramsay Health Care (UK) Limited and Prévoyance Dialogue du Crédit Agricole (Predica), shareholders of Ramsay Santé. The shareholding of the Group's new major shareholders represented 83.43% of the share capital. Ramsay Health Care (UK) Limited and Predica jointly initiated a simplified takeover bid for all of the Group's shares, following which the stake of the two major shareholders was increased to 85.61% of Générale de Santé's share capital.

On 1 July 2015, an important milestone was reached with the implementation of the announced merger between Générale de Santé and Ramsay Santé. It is within this unique entity, now called Ramsay Générale de Santé, that the entities and facilities grouped under the same parent holding company now carry out their activities.

Constantly working to optimise its locations, the Group is continuing an acquisition programme for its major divisions: the Métropole Private Hospital in Lille at the end of 2015 and early 2016 (completed at the end of 2018 with the purchase of the Croisé Laroche facility), and Est Lyonnais Private Hospital in July 2017. The years 2017-2018 also saw the Group take positions in medical transport with the Step group in Lyon in July 2017, and Lambulance group in the Nord in July 2018, a development supplemented in the following months by the acquisition of new structures that are smaller in size but which meet a geographical network need.

Since 2018 and the integration of Capio

Capio: a successful takeover bid

On 13 July 2018, the Company announced a takeover bid for all the shares of Capio AB, one of the European leaders in the provision of health and care services located in Sweden, where it was headquartered, in Germany, Denmark, France and Norway.

As of 8 November 2018, Ramsay Générale de Santé announced that it would hold 98.51% of the capital of Capio AB, which enables it to position itself as one of the pan-European leaders in private hospitalisation and primary care. Present in six countries, with a prominent role in the Scandinavian countries and France, the Group now enjoys many specific and attractive strengths and offers new growth prospects around European leadership and a desire to provide high quality health and care services. Thanks to a balanced portfolio of activities and geographical diversification, the Group is present in large markets with significant growth drivers, an innovative treatment model marked by high-level expertise in terms of care specialisation and the use of modern medicine in the interest of patients and the community. It is also recognised for its expertise and in-depth knowledge in the digitalisation of healthcare.

A European Group

Ramsay Générale de Santé now holds 100% of the share capital of Capio AB and the latter was removed from the Stockholm Stock Exchange following the withdrawal procedure conducted under Swedish law.

Consolidating strong positions in France and the Scandinavian countries, the Group is now a major European provider of care services, thanks to a large network of nearly 443 facilities, hospitals, primary care centres and specialised clinics, and imaging centres.

A common brand

Since the end of 2019, the Group has communicated under its new brand “Ramsay Santé”, in line with the Group’s strengthened strategy. A shorter name, it also facilitates identification among the general public and healthcare professionals. The rollout and branding of the Group’s clinics and hospitals in France are planned over three years.

In Sweden, Norway and Denmark, the Group will continue to operate under the Capio identity, while highlighting the fact that it belongs to a single brand through a “Part of Ramsay Santé” tagline.

A coherent regional development strategy

In the autumn of 2020, the Group decided to sell its six facilities located in Germany. This decision was part of a strategy to strengthen our presence in regions where we have the ability to become a leader in the health sector.

This strategy is particularly illustrated by the completion of several acquisitions:

- in France in 2020, with the Clinique de la Recouvrance (Haute-Garonne), a Medical Care and Rehabilitation facility specialising in addiction, which strengthened the Group’s presence in Toulouse, as well as the Polyclinique du Parc Drevon (Côte-d’Or), for the Bourgogne division, which now has five facilities;
- in Norway in 2021, under the “Volvat, part of Ramsay Santé” brand, which demonstrated its Dynamism with three acquisitions that have enabled the Group to become the leading private healthcare player in the country: Nimi (in Storo) and Barcode (in Bjørvika), and an online health service “Helsetelefonen”.

Testing of new business models

In accordance with its strategy, Ramsay Santé is trialling virtuous organisational and financing methods for the French healthcare system, drawing inspiration from the Scandinavian care centre model based on a flat-rate payment system.

In this context, since September 2021, we have opened six medical centres, located in Pierrelatte, Bourg-de-Péage, Oyonnax, Argenteuil, Ris-Orangis and Paris (Les Peupliers). These initiatives were implemented under Article 51 of the French law on Social Security Financing, which opens the way for exceptional trials. One of the objectives of the Ramsay Santé medical centres is to reduce economic barriers to accessing care for patients, by prioritising care under sector 1 tariffs, and to promote high quality care in areas that lack specific types of medical care.

Through this trial, Ramsay Santé hopes to improve in the short term geographical and economic access to non-hospital care professionals in under-resourced regions and validate the sustainability of a new economic model.

Acquisition of GHP Specialty Care AB in Sweden and Denmark (2022)

On 7 March 2022, Ramsay Santé, through its wholly-owned subsidiary Capio, announced an offer for 100% of the shares of GHP Specialty Care AB (GHP), based in Gothenburg, Sweden. On 11 May 2022, Ramsay Santé announced that it had obtained 98.1% of GHP’s outstanding shares. The company was delisted on 20 May 2022.

The GHP group operates 25 clinics, including three new ones, and one hospital in Copenhagen, Denmark. GHP’s range of services includes spine and orthopaedics, gastrointestinal surgery, dermatology, arrhythmias and specialised dental care. GHP operates mainly in the three large populated regions of Sweden: Stockholm, Gothenburg and Scania, located in the south of Sweden. The Danish hospital is focused on orthopaedics and is located south of Copenhagen. GHP’s geographical coverage is highly complementary to Ramsay Santé’s activities in Sweden and Denmark (Capio), with good growth prospects in combination with Capio. The company comes from the same founder as Capio and shares fundamental values in terms of medical quality, patient satisfaction and good relations with public authorities, insurance companies and other partners.

GHP derives a substantial share of its revenues from private insurance, and will leverage Capio's existing operations with the same private insurance players in Sweden, Denmark and Norway, thanks to its innovative platforms for the data processing processes. GHP also operates partnerships with players in the occupational health segment, which offer additional growth opportunities.

Historically, GHP has demonstrated strong growth in all clinics, primarily on an organic basis. In recent years, GHP has launched three new clinics to drive growth in the three major regions of Sweden.

The process of integrating GHP into Capio's operational structure began in June 2022 and is ongoing. The 25 clinics will be integrated into the Capio Orthopaedics and Specialised Care business segments in Sweden and the Danish operation is integrated into the Capio Denmark hospital network. Through the acquisition of GHP, Ramsay Santé considerably strengthens its presence in the "Nordic" countries and aims to seize growth opportunities in public contracts and private insurance care.

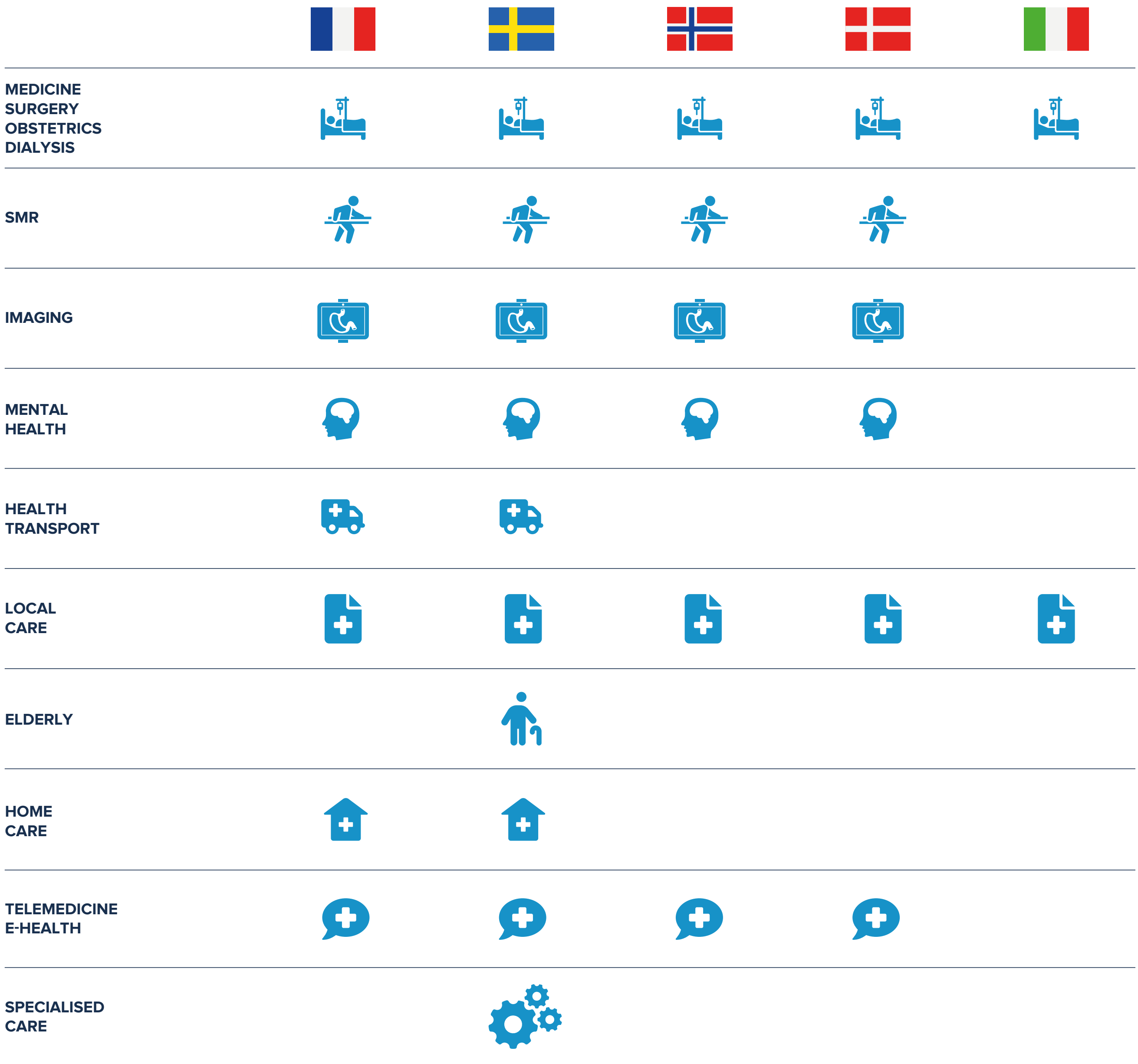
1.2 Business overview

1.2.1 General business overview

The Company and all of its subsidiaries comprise the second largest private player in healthcare and services in Europe. As of the date of this document, it operates through 443 healthcare facilities and has a workforce of 36,000, including 25,700 in France, 8,700 in Sweden, 700 in Norway, 600 in Denmark and 200 in Italy. In addition, more than 9,300 practitioners work in the heart of the facilities, including 7,000 in mainland France, which represents the largest independent and private practice medical community in France.

Ramsay Santé acts throughout the entire healthcare chain: primary medicine, Medicine-Surgery-Obstetrics (MSO), oncology, medical imaging, Medical Care and Rehabilitation, home hospitalisation, mental health care and addiction treatment. In all its regions, the Group contributes to public service missions and regional health planning, such as in Sweden where it has more than 100 local care units.

The overview of care activities in the five countries in which it operates is as follows:



Ramsay Santé is developing a care offering combining quality and safety of the care offer, organisational efficiency and a human touch, and offers a comprehensive care offer with personalised support, taking into account all the patient's expectations, and making it part of a coordinated health pathway. It thus participates in the public health service missions and the health network of the regions in which it operates.

The acquisition of the Capio AB group in November 2018 consolidated the foundation and ambition of Ramsay Santé in terms of modernity, quality and safety of the care offer. The combination of medical expertise and professions present within the new Group, as well as the new critical size of the Group, have created fertile ground for sharing best practices, and on which Ramsay Santé is now building and strengthening its position as a leader in quality integrated care.

The quality and safety of care are the Group's priority. As such, the Group is today a benchmark in modern medicine, particularly in terms of outpatient care and enhanced recovery.

Each year, the Group invests more than EUR 200 million in innovation, whether in new technologies, cutting-edge surgical or imaging equipment, or in the construction or modernisation of its facilities. The Group is also innovating in terms of its organisation and digitalisation in order to deliver care more effectively for the benefit of patients.

During the 2022 financial year, more than 10 million patient visits were made, including nearly 6.5 million excluding hospitals and one million more than in the previous financial year.

1.2.2 Strategy

1.2.2.1 Background

For more than thirty years, Ramsay Santé has cultivated a medico-economic model that is fully in line with the care systems of the regions in which it operates. It manages the resource constraints of the latter and strives to welcome all patients, without exception, to its facilities to treat all pathologies, from the simplest to the most complex.

Thanks to an ambitious development strategy, Ramsay Santé, formerly the leader in private hospitalisation in France, has now become one of the leaders in comprehensive care offer in Europe. The Group is a single coherent entity with many specific and attractive strengths, such as:

- European presence and leadership;
- the provision of high quality health and care services;
- a balanced portfolio of activities thanks to geographic diversification and access to a broader patient base;
- penetration of attractive markets and a presence in large markets with significant growth drivers; and
- an innovative treatment model marked by high-level expertise in terms of specialisation of care and the practice of modern medicine in the interest of patients and the community, as well as in-depth expertise and knowledge in digitalisation of healthcare.

However, the health sector is undergoing major changes and is faced with new technological and societal challenges:

- an aging population and an increase in chronic diseases, resulting in increased financial pressure on national healthcare systems;
- a change in the behaviour of patients adopting an increasingly consumerist attitude;
- changes in medical care to keep pace with the acceleration of technological innovations and the importance of data;
- an increase in care provided other than in hospitals;
- the emergence of new competitors: industrial players diversifying their activities, new 100% digital entrants, etc.;
- a growing shortage of health workers.

1.2.2.2 Yes We Care 2025 corporate project

Ramsay Santé is currently a leading hospital care group. Because it reconciles the medical excellence of the public sector with the flexibility of the private sector and welcomes all patients without discrimination, it is a trusted partner. We now want the use of Ramsay Santé's services to become a reflex, and to support everyone during their entire health pathway.

This is the objective set at the end of the strategic reflection carried out with the Group's 2,000 managers to determine the plan to 2025. This global project, adapted to local challenges, is called "YES WE CARE!". It involves becoming the reference point of entry into the health system, whatever the expressed need, thanks to the quality of care provided, the medical follow-up and the physical and digital services. This ambitious strategy is summed up by our purpose "Improve health through constant innovation", which was officially incorporated into the bylaws at the General Meeting of 11 December 2020.

A strategy based on four pillars

EXCELLENT CARE IN HOSPITALS: CREATING CARE PATHWAYS AIMED AT MEDICAL EXCELLENCE TO SUPPORT OUR PATIENTS ON A DAILY BASIS

- Strengthen the offer and expertise of our flagship facilities in their regions in specialties that are particularly important for the population (e.g. oncology).
- Diversify the care offering to support our patients at each stage of their health pathway.
- Develop our medical imaging business.

"DIGITAL-PHYSICAL" PRIMARY CARE: BECOME THE REFERENCE IN PRIMARY CARE BY USING PHYSICAL AND/OR DIGITAL CONSULTATION SOLUTIONS

- Significantly develop our primary care activity by linking the regions with networks of medical centres with multiple specialties.
- Promote the digital accessibility of our medical centres.

PREVENTION SERVICES: DEVELOP PREVENTION SERVICES TO MEET SOCIETAL EXPECTATIONS AND PUBLIC HEALTH ISSUES

- Upstream of curative care, create a preventive services health offer.
- Develop innovative financing models for these prevention programmes in partnership with public health authorities and insurers.

AN INNOVATIVE CARE OFFER: INNOVATE TO DEVELOP CARE OFFERS THAT MEET THE NEW NEEDS OF CERTAIN PATIENTS

- Accelerate the transition to mental health hospital day care.
- Create a range of care other than in our hospitals/clinics thanks to innovative and diversified protocols.
- Develop a segmented medical offer according to the needs of the population: mental health of adolescents and young adults, treatment for healthcare professionals, addiction treatment, etc.

Seven transformation enablers

To allow the implementation of these new strategic areas, Ramsay Santé has identified seven transformation enablers. Some provide a new dimension to existing projects. Others are being created to support new projects resulting from our strategic thinking and in particular the "digital-physical" nature of our activities.

These projects on which Ramsay Santé is building its transformation require high levels of investment made possible by the size of our Group and its long-term shareholding. The implementation of these seven transformation enablers benefits from our membership of the Ramsay Health Care group, the fifth largest global player in the health sector.

1. Patient experience and branding: create a patient experience, new services, and brand reputation and visibility that sets us apart from the competition.
2. The attractiveness of our employer brand: improve existing processes by working in particular on the quality of life at work in order to attract and retain our talents.
3. Medical quality at the heart of our service offering: aim for excellence in the quality of our medical care offer through the rollout of best clinical practices and digitalisation.
4. The doctors of tomorrow: attract and retain the best talent to enable the growth of our business, including in primary care.
5. The challenges of operating and using our data: provide ourselves with the means to collect and analyse the health data of our patients in compliance with the regulatory framework.
6. The challenges of operating and using our data: fostering a Group mindset and culture of innovation to provide breakthrough services for patients.
7. Corporate Social Responsibility (CSR) as a differentiating asset: develop our positive impact on our stakeholders (employees – patients – practitioners – communities, etc.) or limit our negative impact (environment).

Breakdown by country

In all countries where the Group operates, we aim to integrate the following into the DNA of our activities:

- health prevention, in line with our purpose and new societal expectations. Developin"g preventive health solutions makes it possible to focus on the health of our patients, both well before and well after treatment, throughout their life;
- the digitalisation of the patient relationship, which allows continuous daily support.

In addition to these common areas, the global strategy is adapted to local challenges and rolled out for each country. The main strategic projects by country are presented below.

FRANCE

- Primary Care: become a leading player in primary care, and trial innovative and virtuous methods of organisation and financing for the healthcare system based on the Scandinavian model.
- Medical Imaging: significantly develop our medical imaging business supported by our facilities or future primary care centres.
- Mental Health: improve access to care through the development of day hospitalisation, digitalisation and innovation, while strengthening our specialised offer for young people, healthcare professionals, addicts and outpatients.
- MSO/SMR:
  - remain a pioneer in the integration of innovative care offers within our facilities: day hospitalisation in medicine, hyper preparation – Rapid Recovery After Surgery (Récuperation Rapide Après Chirurgie – "RRAC");
  - develop the excellence of our care networks (oncology, chronic renal failure, obesity, etc.);
  - improve the customisation of the care offer in relation to patients' needs;
  - modernise our facilities and our technical platforms as part of our Divisional Medical Projects.

SWEDEN

- Develop integrated health pathways:
  - develop digital access to our healthcare pathways, to increase our availability for patients, improve the quality of care and the patient experience in order to improve patient loyalty;
  - build digital-physical care pathways to connect patients in primary care and prevention centres with specialist physicians;
  - extend the geographical presence and expand the medical offer in primary and specialised care.
- Diversify reimbursement models:
  - to support the transformation of the health system towards more outpatient care, digitalisation and prevention;
  - by increasing the use of private health insurance and the share of expenses to be borne by patients.

NORWAY

- Strong ambition to create primary care centres based on a system of innovative partnerships with doctors.
- Develop our MSO activity to become the largest private hospital player in Norway.
- Strengthen mental health activity.

DENMARK

- Development of the medical imaging activity.
- Develop activity financed by private insurance via innovative partnership systems with insurance companies.

1.2.3 The Group's fundamentals

The Group's strategy is also based on the following fundamentals:

Networked healthcare facility management, based on divisions

The creation of regional divisions bringing together MSO facilities, and in some cases SMR facilities, has made it possible to set up networked care offer management, which is the best structural response to the sector's demands. The divisions make it possible to strengthen links with high-level medical professionals by creating advanced consultation or medical centres, both upstream and downstream, with follow-up care, which helps to promote comprehensive and coordinated patient pathways.

Comprehensive and coordinated care offer

A comprehensive care offer, beyond the simple provision of treatment, makes it possible to coordinate their pathways and personalise their support.

The development of divisional medical projects with practitioners supports this policy, creating a network of facilities in their catchment area and making it possible, according to needs, to create care networks. In this area, Ramsay Santé relies in particular on the experience developed with the oncology divisions.

Medicalisation of the decision-making process

A genuine commitment, the medicalisation of the company's decision-making processes has not only made it possible to strengthen links with its medical and scientific community but also to optimise and guide these processes by making them part of an organisation closer to the regions and its stakeholders, and to provide the medical orientations included in the divisions' medical projects including the major investment or purchase decisions. This approach is considered a major focus of the Group's strategy.

Continuation of the quality policy

Ramsay Santé is constantly striving to improve the quality of its services and the Group makes significant investments every year to modernise its facilities. The Group is constantly working to improve medical quality and patient satisfaction. Countries follow a standardised quality process for all facilities, measuring and reporting on certain Quality Performance Indicators ("QPI"), i.e. clinical outcomes measured by medical professionals (Clinician Reported Outcome Measurements – "CROM"), Patient Reported Outcome Measurements ("PROM") and Patient Reported Experience Measurements ("PREM"). To ensure high-quality results in these three areas, the quality policy aims to standardise programmes and treatment processes according to a protocol based on clinical data and a defined process (Clinical and Processes Input – "CPI").

In France, the Group is also rolling out an ambitious quality approach and enrolling all its facilities in the process of certification by the French National Authority for Health (Haute Autorité de Santé – "HAS"), service certification or ISO 9001 2000 certification for certain risky processes such as sterilisation.

In the "Nordic" countries (Sweden, Norway and Denmark), medical quality results and process measures are shared with regional governments and national quality registries. An annual quality report is also published, highlighting the medical quality work and processes as well as the key results of operations.

Constant promotion and retention of the medical community

Within its facilities, Ramsay Santé establishes a genuine dialogue between managers and physicians. At national level, this dialogue takes place within the Medical Orientation Council, specialty clubs, through Ramsay Santé Days to which the Chairpersons of “CMEs” (Facility Medical Board) are invited, and within multiple working and focus groups. In each facility, the CME is involved in daily life and medical projects. The Group is constantly working to further improve this dialogue, aware of the energy and motivation that the proper functioning of CMEs and the performance of cross-functional missions require from practitioners.

The Group is particularly committed to the principles of private practice medicine. It is aware of the importance of the role of practitioners in the quality of the care offer, it understands the difficulties of their mission, and intends to be by their side over the long term.

In addition, training is a priority field, with the reception within certain Group facilities of medical and surgical interns for their initial training, as well as the promotion of continuing medical training for the Group’s practitioners.

Promoting the coordination of stakeholders in the regions

The efficiency of the Ramsay Santé model also requires a regional approach to healthcare needs and resources. Grouping of facilities, the creation of reference centres, design and deployment of divisional medical projects, fluidity of exchanges between non-hospital medical professionals and hospitals: the Group has been committed to these approaches for a long time, and is one of the players capable of managing a health organisation at the regional level.

1.2.4 The Company’s strengths and assets

The Company considers that its main competitive strengths are as follows:

A leading position in key markets undergoing change

With global revenue of EUR 4.301 billion at the end of June 2022, Ramsay Santé is a leader in its various markets. As France’s leading private healthcare and services group, it represents a market share of around 21% of private hospitalisation services in France. In the "Nordic" countries, the Group also enjoys a leading position in the private healthcare markets, being number one in Sweden and Norway and number two in Denmark.

In line with its ambition to promote innovation and the diversification of its activities throughout the care value chain, the acquisition of the Capio group has made it possible to diversify the geographical and business footprint of Ramsay Santé, with the ambition to enrich the care offer in each of the regions where the Group operates by making the most of the various medical expertise and complementary professional skills.

The acquisition of Capio was part of a logic of differentiation through the quality, modernity and safety of treatment and care offer for patients, and served three major value creation challenges:

- create a pan-European player to solidify and secure the base of Ramsay Santé, by diversifying the risks to which it is exposed;
- strengthen Ramsay Santé’s competitiveness by setting up a range of complementary treatment and services;
- offer an attractive professional environment for all of the Group’s doctors and employees (including recruitment and career paths).

A structuring operator in the health sector

The size of Ramsay Santé, its leading position in its various markets and the regional coverage of its network enable it to be represented in professional bodies and to maintain dialogue with the authorities. These regular relationships with the supervisory bodies position the Group as a partner of choice in the composition of the care offer in the healthcare regions.

A solid competitive position

In France, the Private Hospital Sector is highly regulated, in particular to manage French hospital capacity in a dual approach of cost control and quality of care. This constitutes a strong barrier to entry and gives a competitive advantage to established players. Nevertheless, the increased Dynamism of public hospitals, particularly through regional hospital groups, is at the same time a new challenge and an opportunity for cooperation.

In the "Nordic" countries, the regulation of the health sector is based on a dual logic: the referral of patients to a health centre for non-hospital medical treatment, and the awarding of contracts as part of calls for tenders orchestrated by counties. The increase in health needs and the challenges of access to care faced by public structures offer new room for manoeuvre for the private sector.

A comprehensive care offer in densely populated regions

Ramsay Santé welcomes all patients in its facilities to treat all pathologies, from the simplest to the most complex. The Group is present, both locally and nationally, to offer the most comprehensive health care and services possible, including primary care, medical and rehabilitation care and home hospitalisation. This diversity makes it possible to offer the Group’s patients all the healthcare services they need and to best meet national and regional healthcare objectives.

The Group’s facilities are mainly located in large urban areas with growing population density.

A benchmark partner in medicine

Anticipate and meet new health needs through an expanded, coordinated and sustainable care offer; this ambition of the Group is based on the partnership it has forged with practitioners, whether in private practice (mainly in France) or employees ("Nordic" countries). The Group’s commitment is to provide the medical community with the best human, technical and organisational environment.

In France, the private mode of practice is the most developed and has proven its relevance by constantly adapting to medical progress, patient expectations and the collective and solidarity-based coverage of healthcare expenses.

A strong identity and brand

Ramsay Santé’s communications support the Group’s strategy and reinforce each driver of its transformation. They are intended not only for patients and their families, but more broadly for the entire populations of the countries where the Group operates.

It constantly seeks to identify actions that highlight its purpose “Improve health through constant innovation” and is developing in three main areas: developing the reputation of its brands (Ramsay Santé, Capio, Volvat) through, in particular, that of its facilities, establish or defend the Group’s reputation, and strengthen the attractiveness of the Company and loyalty of employees.

A CSR strategy

The Ramsay Santé group has been built around an ambition of permanent innovation, with the sole objective of continuous improvement in the treatment and care offered to patients.

These actions are part of a responsible corporate approach and take into account all the stakeholders who contribute to the Group’s activity: employees, practitioners, patients, planet and society.

From 2020, Ramsay Santé decided to make Corporate Social Responsibility (CSR) a common issue shared by the entire Group, and to federate initiatives regularly launched at the facility level. The goal: to build a real CSR strategy so that it becomes a lever for transformation, “Strengthen our social and environmental responsibility to reduce our impact on the planet”, in the same way as the six other pillars of the “Yes We Care! 2025” plan.

1.2.5 Description of the main markets

1.2.5.1 The healthcare market in France

Presentation of the French health and medico-social system

Note: the figures contained in these developments and in particular the statistical data are provided for the purpose of general information and according to the sources available at the date of this document, the origin and date of which are mostly indicated. Such data are therefore likely to vary from one year to another depending on the period taken into account.

The French health system is at the heart of the country's economic life. In 2018 (latest year available), current international healthcare expenditure (dépense courante de santé au sens international – "DCSi") in France represented EUR 284.5 billion [1] or 12.4% of gross domestic product ("GDP"). This aggregate, used for international comparisons, places France in the top group of OECD member countries. Healthcare is, along with pensions, the largest item of social protection expenditure in France. France remains one of the countries where health expenses covered by public funds are highest and the amount remaining to be paid by households is lowest (6.5% in 2020 [2]). Hospital care is the largest component of healthcare spending, representing a total of EUR 100.5 billion in 2020, of which EUR 78.7 billion for the public sector and EUR 21.8 billion for the private sector [3].

The Covid crisis, which has put our health care system under extreme stress since March 2020, has generated a historic deficit for health insurance. The 2021 financial year ended with a deficit of EUR 24.4 billion, for both the general insurance scheme and solidarity old-age fund combined; to be compared with the historic deficit of EUR 38.7 billion in 2020, the highest ever recorded in the history of social security [4]. This improvement is the result of the rebound in activity recorded last year with growth estimated by INSEE of +7.0% of GDP by volume. The balance is better than expected, with the French law on Social Security Financing for 2022 forecasting a deficit of EUR 33.5 billion, i.e. a revision of +EUR 9.0 billion. This improvement compared to the latest financial projections is linked to higher-than-expected economic growth resulting in an increase in the base of payroll taxes from the private sector of +8.9% compared to +7.2% as forecast. Revenues based on the earned income of employees and the self-employed were more than EUR 7.6 billion higher, and tax revenues up by EUR 1.5 billion.

Lastly, it should be noted that the aging of the French population resulting from the increase in life expectancy is rising. According to INSEE, nearly 21% of the population is expected be aged 70 or over in 2050, compared with 14.5% in 2020.

Place of private facilities in the French hospital sector

According to DREES [5] data, the French hospital landscape at 31 December 2020 consisted of 2,989 hospitals, including 1,347 public hospitals, 670 private non-profit facilities and 972 private hospitals or clinics. In each of these categories, the number of sites continues to decrease. These healthcare facilities have a total inpatient capacity of around 387,000 full-time hospital beds and 80,000 part-time hospital beds. The decrease in the number of beds able to accommodate patients was a little more marked between the end of 2019 and the end of 2020 (-1.2%) than during the period 2013-2019 (-0.9% per year on average). This phenomenon is probably related to the context of the Covid-19 epidemic and its consequences on hospitalisation capacities and human resources in hospitals. The capacity for partial hospitalisation increased to reach a total of 80,000 places at 31 December 2020, compared with 49,000 at the end of 2003. Dynamic from the end of 2003 to the end of 2013 (+3.2% per year on average), the number of places increased more slowly from the end of 2013 to the end of 2019 (+10,900 in six years, i.e. +2.5% per year on average). With the health crisis, a new slowdown occurred: between the end of 2019 and the end of 2020, the number of places increased by only 1.7%, mainly driven by private clinics.

These facilities break down as follows (with their capacities):

- 45% public facilities (61.5% of beds and 54.0% of places);
- 33% private commercial facilities under contract (24.1% of beds and 27.6% of places);
- 22% private non-profit facilities (14.4% of beds and 18.4% of places).

The French hospital system is characterised by the principle of free choice of patients between the Public Hospital Sector and the Private Hospital Sector.

The change in capacities of the French hospital sector is closely regulated by the French State, which determines the needs of the population and organises the distribution of public and private medical facilities.

Private hospital sector financing

Health expenses related to private hospitalisation are mainly covered by social security and supplementary health insurance companies.

In order to regulate this expenditure in terms of price and volume, the French law on Social Security Financing sets an annual national health insurance expenditure target (objectif national de dépenses d'assurance maladie – "ONDAM") on

1) *vie-publique.fr*
2) *vie-publique.fr*
3) *vie-publique.fr*
4) *solidarites-sante.gouv.fr*
5) *Overview of healthcare facilities, Ed 2022, DREES.*

the basis of which the State sets an expenditure target not to be exceeded for non-hospital and hospitalisation care provided in private or public facilities, but also in medico-social centres. The ONDAM is an indicator, and not a ceiling with a limiting value, it is a provisional estimate of health expenditure and does not constitute a maximum amount.

The activity payment rate (T2A) is a method of financing healthcare facilities that is based on a measurement and assessment of the actual activity of the facilities to determine the resources allocated. T2A is almost the sole method of financing used for the medical, surgical, obstetrics and odontology activities of public and private healthcare facilities.

The resources of healthcare facilities are calculated based on a measurement of the activity produced, leading to an estimate of revenue. Thus, the price of each activity in MSO is set each year by the Minister for Health via the GHS/GHM mechanism. Thus, the activity of a facility is measured based on the systematic collection of a certain amount of administrative and medical information from patients hospitalised in acute care, which is collected through the health information system ("HIS"). On the basis of this information, homogeneous patient groups (groupement homogène de malades – "GHM") are determined, associated with one (or more) homogeneous stay groups (groupement homogène de séjour – "GHS"), to which a rate is applied as set annually by the Minister for Health.

However, certain activities are not included in the T2A scheme. The missions carried out by essentially public facilities are financed by budgets for the so-called general interest missions and internal contracting assistance (missions d'intérêt general et d'aide à la contractualisation interne – "MIGAC") such as those relating to prevention or screening, or those requiring a permanent presence whatever the actual level of demand: ambulance, poison control centres, etc. In this context, annual financing is at a flat-rate, for which access or allocation varies considerably from one facility to another.

Medical Care and Rehabilitation (MCR), mental health and long-term care units (unité de soins de longue durée – "USLD") have historically been funded through an annual funding allocation (dotation annuelle de financement – "DAF") for public facilities and private non-profit facilities, or on a price-per-day basis for private for-profit facilities (or private non-profit facilities that have opted for this pricing method).

Since the transition to activity-based pricing (T2A), price changes for the MSO sector are targeted by type of care as part of an overall change in the total price. In recent years, prices have increased at a lower rate than inflation, which corresponds to a decrease in prices at constant value. Such changes weaken a large number of private healthcare facilities, which nevertheless remain important players in healthcare.

Ramsay Santé's competitive position

The private hospital sector has undergone an intense consolidation trend in recent years. Elsan is the main player outside Ramsay Santé in the fields of medicine, surgery and obstetrics. Korian and Orpea are both national operators in the field of care for the elderly within the Medical Care and Rehabilitation and mental health sectors.

Competition between players, including with public hospitals, is focused on catchment areas, made up of geographically close populations with similar behaviours in terms of the use of healthcare structures.

Ramsay Santé believes that it is in a solid competitive position in the main areas in which it operates insofar as, due to its size and reputation, it is a go-to partner for discussions with local authorities such as the Regional Health Agencies (agences régionales de santé – "ARS"), and a natural contact for external growth transactions.

1.2.5.2 The healthcare market in Sweden

Presentation of the Swedish health and medico-social system

The Swedish healthcare system is relatively advanced in terms of so-called modern medicine (acute care, share of outpatient care, measurement of the quality of care, use of digital). The main difficulties relate to productivity, accessibility and the coordination of the care pathway as a whole.

Sweden allocates between 9 and 10% of GDP to health expenditure (11% if we include care for the elderly, dental care, etc.), placing the country in 3rd position among OECD countries behind Germany and France. This expenditure reached SEK 485 billion in 2021, an average increase of 4.4% per year over the last ten years. 84% of this expenditure is covered by public spending, about 1% by private insurance and 14% is contracted out to private for-profit and non-profit providers.

Health expenditure is therefore mainly financed by taxes. The 21 counties are responsible for financing and organising care, while at the lower local level, the 290 municipalities are responsible for the elderly and people with disabilities. The private healthcare operators, including Capio, are thus largely financed by public resources, as part of a call for tenders for periods of five to eight years for hospitalisation services and authorisations to practice for primary care.

The role of private operators in Sweden

While the role of private operators in Sweden has historically been very low, due in particular to the monopoly held by the regions in managing the organisation of care in their areas, the market has gradually opened up, under the combined effect, in the 1990s, of the possibility now offered to facilities to outsource their operations and, from the 2000s, the reform introducing free choice and free provision of non-hospital health care.

Nevertheless, the public sector market share remains preponderant, with 60% [1] of the primary care market and 93% of the specialised care market. Given the persistent difficulties in accessing and improving the efficiency of care in public facilities, the trend towards opening up the sector to private operators is likely to continue.

Competitive landscape

With a geographical footprint in 14 of the 21 Swedish counties and a presence across the entire healthcare value chain, Capio is the leading private healthcare operator in Sweden. The market underwent a consolidation trend, driven mainly by the Capio and Aleris groups. The market is still relatively fragmented, particularly in primary care.

Capio enjoys strong brand recognition among its employees and patients. In total, nearly 10% of the Swedish population is referred to one of the 124 primary healthcare centres operated by Capio. In addition, Capio St Göran hospital, the only Swedish hospital to have an emergency department and be operated by a private player, enjoys a reputation at the national level, being elected best hospital nationwide each year since 2010 in the small and medium-sized hospital category (345 beds, 2,200 employees). Capio is de facto an essential partner and reference for the supervisory authorities.

Financing arrangements

In Sweden, pricing is set or regulated by national or regional supervisory authorities (counties). Thus, the prices are regulated by the public authorities for all care provided by Capio as part of its activity. Depending on the activity, a capitation system, a global allocation system or a call for tenders system applies.

In Sweden in particular, Capio manages over 100 primary care centres, whose activity is closely linked to the number of patients registered with these same centres. The main funding method is therefore based on a capitation approach, an amount is defined per patient registered, according to their profile and medical history. The amounts paid per patient registered with Capio centres are paid monthly by the local health authorities. A remainder to be paid, set by the authorities, is borne by the patients, and mainly consists of the price of drugs. Fee-for-service payments can be made in very specific and limited cases. In addition, subsidies may also be granted in the event of the achievement of objectives previously negotiated with the supervisory authorities.

The specialised healthcare centres (more than 70 within the scope of Capio in Sweden) are mainly financed by a global allocation system, in which a budget allocated by the supervisory authorities according to the medical offer proposed and the types of care provided is paid monthly. Some counties also offer fee-for-service payment, depending on the specialty. For primary care, specialised facilities are eligible for bonuses based on targets.

The Capio group hospitals and in particular the St Göran Hospital in Stockholm, benefit from mixed financing, consisting mainly of fee-for-service payments but also set budgets paid on the basis of quality and environmental indicators.

1.2.5.3 The healthcare market in Norway and Denmark

The Norwegian and Danish healthcare systems have many similarities with the Swedish system, both in terms of the modernity of care (outpatient, length of stay, publication at national level of quality indicators) and the challenges of accessibility and efficient management of structures. However, the private sector has a larger share of the market, insofar as the private markets are mainly concentrated on patients benefiting from private insurance and those paying themselves (equivalent to remaining amount to be paid).

In 2021, healthcare expenditure represented EUR 43 billion in Norway (+5.2% annual growth over the period 2017-2021) and EUR 35 billion in Denmark (+5.3% annual growth over the period 2017-2021). In Norway, four regional health authorities are responsible for the organisation of specialised care and the municipalities are responsible for primary care. In Denmark, the complete healthcare system is managed entirely at regional level.

Overall, the private sector represents a 15% [2] market share in Norway and Denmark.

In addition to the private financing market, private operators can also engage in the public financing market through calls for tenders resulting in short-term contracts (two to four years).

The recent reform movements in Norway and Denmark suggest that the share of public volumes open to outsourcing will continue to grow, in particular to encourage better management of healthcare expenditure. At the same time, the share of private financing should also continue to grow, due to waiting times in public structures and the increasing propensity of employers to offer health insurance to their employees.

The private healthcare market is dominated by Aleris, number 1 in Denmark and number 2 in Norway, and Capio (number 2 and number 1 respectively). In addition to this positioning, Capio also stands out for the reputation of the Volvat brand in Norway, due in particular to the subscription model for Norwegian patients. The development of Capio's weight in public financing is also a pillar of the growth strategy in these markets.

1) *% of total health expenses.*

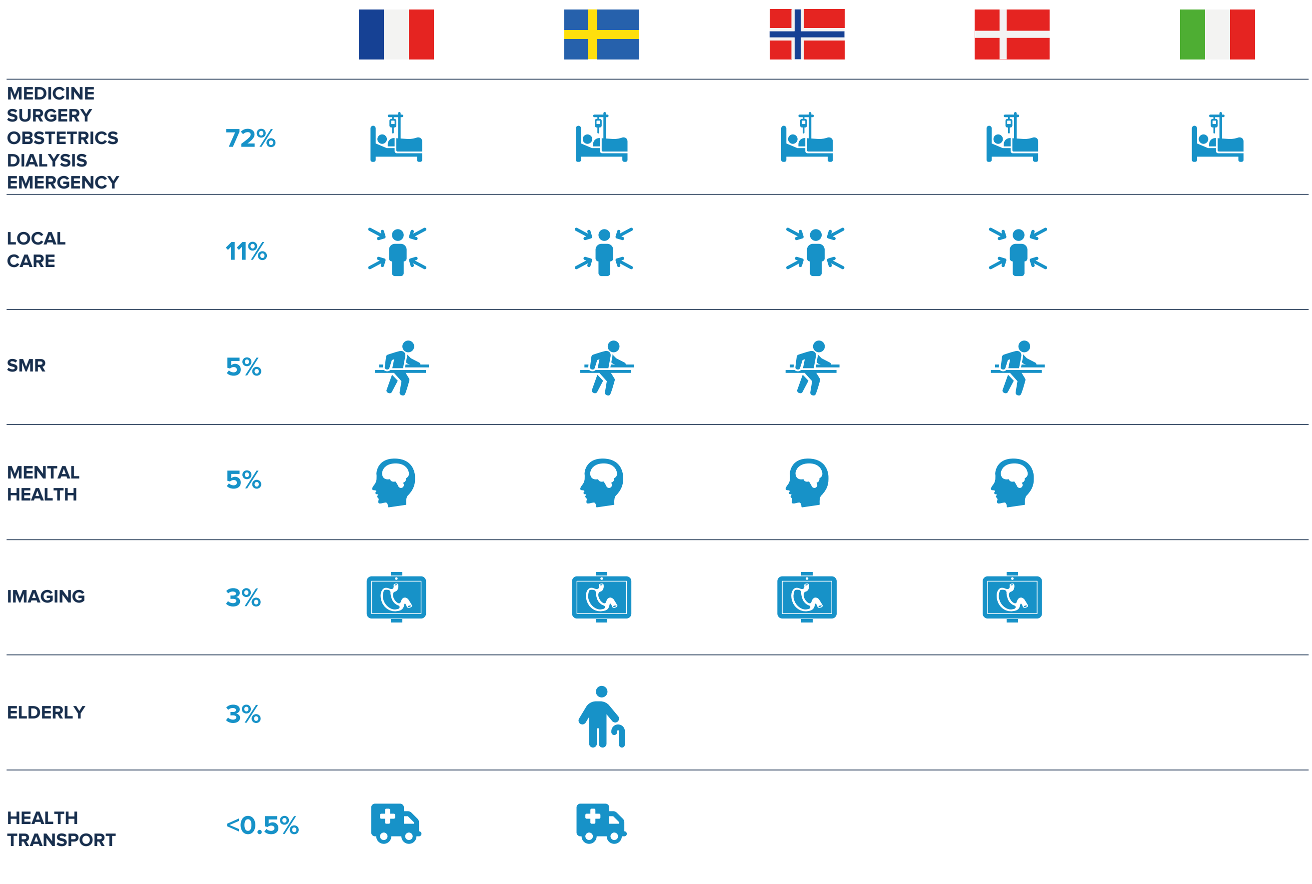
2) *% of total health expenses.*

1.2.5.4 Group position in Italy: a public/private partnership

The management of the Omegna Public Hospital in Italy (Piedmont region) has been entrusted to Ramsay Santé since 2002. After refocusing the facility's activity by specialising in orthopaedics and related disciplines (functional rehabilitation, neurosurgery, plastic surgery), the Group has retained its outpatient surgery and in-house medicine activities to meet local care needs. In consultation with the local health authorities, this centre is managed by a mixed public/private company Coq SpA, which is 51% owned by the Italian public structure Asl Vco14 and 49% owned by Ramsay Santé, which is responsible for the organisation of care, administration and maintenance of the whole. In 2019, the management contract was confirmed for a new nine-year term.

1.2.6 Business segmentation

The diagram below shows the breakdown of the Group's consolidated revenue for the financial year ended 30 June 2022 by business sub-segment.



The maps below show the European geographical locations of the Ramsay Santé group as of the date of this document.

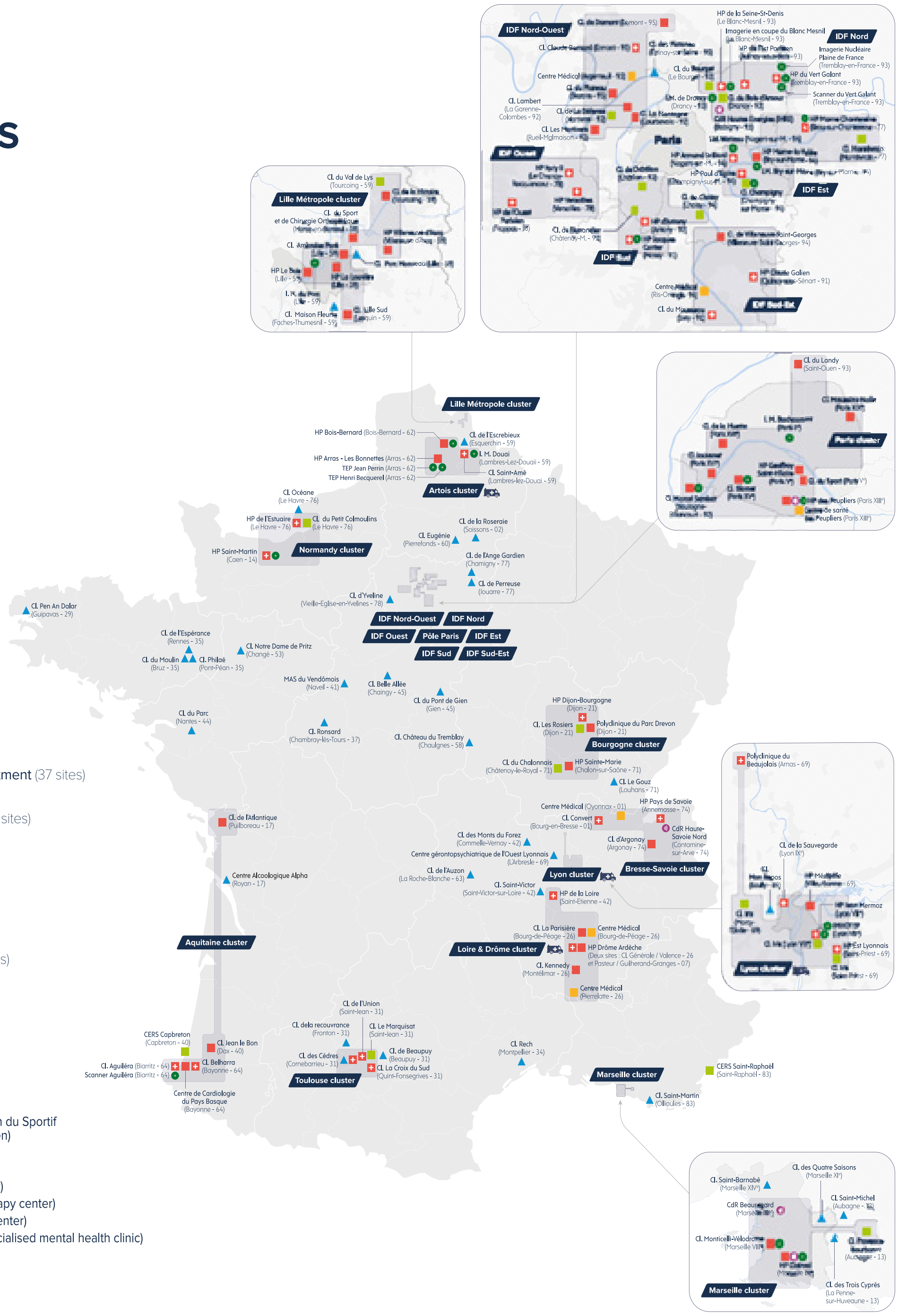
1


Ramsay
Santé
OUR FACILITIES
IN SWEDEN, DENMARK
& NORWAY
2
Tromsø
Umeå
4
SWEDEN
Trondheim
2
Sundsvall
NORWAY
Gävle
3
Lillehammer
Hamar
Uppsala
3
Bergen 3
Enköping
Bekkjarvik
7 Oslo
Kristinehamn
Västerås 2
100
Stockholm
Drammen
Vålberg
Grums 2
4 Örebro
Moss
Fjugesta
Fredrikstad 2
Norrköping
Strömstad 2
Sandnes
Motala 2
Mjölby
4 Linköping
Västra Götaland
– except Göteborg –
9
Göteborg
19
Jönköping
Vallda
3 Kungsbacka
Varberg 2
Växjö
North Jutland
11
Glommen
Falkenberg
Halmstad 4
Broby
Ronneby
Helsingborg /
Skåne Northwest
10
2 Hässleholm
Central Jutland
8
Kristianstad
Capital
Region
10
DENMARK
13
13
Ystad /
Skåne Southeast
Malmö /
Lund
Southern Denmark
9
6
Zealand
2022, July
100 km

The map below shows the geographical locations of Ramsay Santé in France as of the date of this document in greater detail. In France, more specifically, the facilities follow a regional healthcare approach and are organised into divisions, constituted as the case may be, around a single facility or several facilities. Hospitals, clinics and centres are located in the main catchment areas of the mainland area. Whether they care for patients in the fields of medicine, surgery, obstetrics, medical care and rehabilitation, or mental health, the Group's 18 divisions cover Paris and the Île-de-France, Hauts-de-France, Normandy, Nouvelle-Aquitaine, Bourgogne-Franche-Comté, Auvergne-Rhône-Alpes, Occitanie, and Provence-Alpes-Côte d'Azur. Mental health facilities are not attached to divisions.

Ramsay Santé

OUR FACILITIES IN FRANCE



- Medicine – Surgery – Obstetric with or without subacute department (37 sites)
- Medicine – Surgery – Obstetric with emergency department (31 sites)
- Subacute facilities (19 sites)
- Radiotherapy center (5 sites)
- Primary Care Center (6 sites)
- Mental Health clinic (37 sites)
- Medical imaging center (25 sites)
- Healthcare transport (4 sites)

Abbreviations

CERS : Centre Européen de Rééducation du Sportif (Subacute dedicated to sportsmen)
Cl. : clinique (clinic)
HP : hôpital privé (private hospital)
I. M. : imagerie médicale (imaging center)
CdR : centre de radiothérapie (radiotherapy center)
MdS : maison de santé (proximity care center)
MAS : maison d'accueil spécialisée (specialised mental health clinic)
IDF : Ile de France area

2022, July

1.2.7 Relations with practitioners

At the end of June 2022, the Group had more than 9,000 doctors practicing professionally within its structures, including more than 7,000 in France, mainly on a private practice basis (in certain specialties, such as Medical Care and Rehabilitation, some doctors may have an employee status). For these French practitioners, the contractual link with a facility is established either through the signing of a private practice agreement governed in particular by the provisions summarised in the following paragraph or through a de facto, unwritten, agreement subject to professional uses (as defined by the Order of Physicians).

Private practice contract

In accordance with Article 83 of the French Code of Ethics and in application of Articles L.4113-9 to L.4113-11 of the French Public Health Code, the usual practice of medicine within facilities is subject to a written contract that defines the respective obligations of the parties and specifies in particular the resources (premises, medical equipment and resources, personnel) made available to physicians by the facility to enable them to practice their art. Doctors practice in accordance with their professional independence and the provisions of the French Code of Ethics. Given the private practice nature of their exercise, they are not subject to a relationship of subordination with the facility. The Group encourages the facilities in its network to enter into exercise agreements based on a standard model that it has established.

The majority of facilities and their partner doctors have signed open-ended contracts. Facilities benefit from a contract model guaranteeing a certain homogeneity in the relations between facilities and practitioners. The standard agreements may be adapted according to the nature of the practitioner's practice. In this respect, there is an agreement for individual practitioners, as well as an agreement adapted for practice in a company (company Exercising as a Private Practice – "SEL", or Professional Civil company – "SCP"). These agreements generally end automatically when the practitioner reaches full retirement age, unless extended from year to year by written agreement between the parties. These agreements must be communicated by the practitioner to the Council of the Order of Physicians, which is responsible for verifying the compliance of the contractual provisions with the Medical Code of Ethics.

Main reciprocal obligations of facilities and doctors

The Group's facilities provide practitioners with a technical platform including operating theatres and hospitalisation facilities, premises, specific equipment and sometimes high-tech equipment. They provide permanent assistance from qualified personnel in accordance with regulatory standards, whether assigned to hospitalisation services or operating theatres.

In return, the practitioners undertake to practice, in whole or in part, their profession within the facility, with the full professional independence that private practice implies and under their sole responsibility, for which they have insurance cover at their own expense.

Remuneration of facilities and doctors

The practice contract between the practitioner and the facility is not a direct source of profit for the facilities. Pursuant to Article R.162-33-1 of the French Social Security Code, the facilities receive flat-rate payments for hospitalisation directly from health insurance organisations (so-called "GHS"), determined by annual decrees of the Minister for Health, in proportion to the resources in terms of equipment and people mobilised to receive patients in the facilities. This is still known as "responsibility tariffs".

The flat-rate payments received by private facilities as remuneration for hospitalisation services do not cover the remuneration of private practitioners who additionally invoice, in their name, the fees corresponding to the procedures they have performed on behalf of patients during their hospitalisation (Article R.162-33-2 of the French Social Security Code).

Pursuant to Articles R.161-40 et seq. of the French Social Security Code, this billing is carried out on a grouped billing slip (S3404 bill) that summarises all of the facility's pricing services and those of doctors. This form is kept, completed and sent by the administrative services of private healthcare facilities to the social agencies, which send the hospital flat-rate payments to the clinic's account and the practitioners' fees directly to the latter or to a "practitioner representative" account.

Costs incurred by facilities to facilitate the practice of doctors, and which are not covered by said responsibility tariffs, are re-invoiced to practitioners in the form of fees. The absence of re-invoicing could be considered an abnormal act of management, or a benefit in kind prohibited by Articles L.1453-3 and L.1453-5 of the French Public Health Code. Regarding the amount of fees, the Court of Cassation regularly reiterates that it must be appropriate, in its nature and cost, to the service provided by the facility to the practitioner. It can be proportional to the actual cost incurred by the healthcare facility, or a flat rate, as a percentage or fixed amount. Lastly, even a high flat-rate fee is lawful if it is in line with the services rendered.

1.2.8 Cooperation with the Public Hospital Service

Cooperation with the Hospital Sector in France

Active participation in the structuring of French hospitalisation is based on the permanent collaboration of all players in the field of health as well as on a contribution to public hospital services such as emergency services or training.

Ramsay Santé participates, in accordance with local opportunities and needs, in cooperative actions to optimise the care offer provided to users. With this in mind, agreements have been signed by the Group's facilities with public hospitals, private healthcare facilities of collective interest (établissements de santé privé d'intérêt collectif – "ESPIC"), or private practice doctors allowing in particular the joint use of major items of equipment or care for specific pathologies.

As part of public-private partnerships, joint structures bringing together hospitals and clinics have been created in the form of Healthcare Cooperation Groups (groupements de coopération sanitaire – "GCS"). These groupings, regulated by the French Public Health Code, may in particular make it possible to develop a joint medical service for a public hospital and a private hospital on the basis of joint operation and cost-sharing, thereby streamlining care in one region.

Specific extensions to this cooperation have accompanied the management of the Covid-19 health crisis since March 2020 by the Group's facilities with constant coordination between the supervisory authorities (Regional Health Agencies) and public hospital partners (including AP-HP), and facilities that have mobilised and adapted their hospital capacities.

Cooperation with the Hospital Sector in Italy

As described in paragraph 1.2.5.4 above, the Region of Piedmont in Italy has entrusted Ramsay Générale de Santé with the management of the Omegna Public Hospital. The continuation of this contract in the context of the confirmation of a further nine years demonstrates the relevance of this management plan.

1.2.9 Focus on the French legislative and regulatory environment

Hospital planning – the authorisation system

In 1970, in order to ensure a better distribution of the care offer in France, a hospital planning system was put in place and a health map was introduced (geographical division of the territory, inventory of equipment). This hospital planning continued with the first hospital reform, in 1991, determining the "region" as the critical area in terms of management and organisation of the health system and by creating the Health Organisation Schemes, a second health planning tool, setting qualitative objectives making it possible to proceed with geographical distribution of healthcare facilities and activities to ensure optimal satisfaction of the population's needs. The 1996 order confirms the desire for decentralisation initiated previously, with the creation of the Regional Hospitalisation Agencies (agences régionales de l'hospitalisation – "ARH"), which brought together representatives of the State and health insurance organisations at the local level and which were entrusted with managing the hospital system by regulating the supply of care in this region and coordinating the activity of public and private healthcare facilities. Multi-year agreements on targets and resources (contrats pluriannuels d'objectifs et de moyens – "CPOM") were also introduced to determine the strategic guidelines of the facilities and their implementation while taking into account the objectives of the health organisation plan.

In addition, there is a planning tool intended to constitute a qualitative supplement to the health map, the regional health organisation scheme (schéma régional d'organisation sanitaire – "SROS"). The SROS has become the sole hospital planning tool since the removal of the health map in 2003.

The SROS is approved by the Chief Officer of the Regional Hospitalisation Agency after consulting the regional health organisation committee (notably bringing together representatives of local authorities, medical and non-medical professionals and public and private healthcare facilities) and is established for five years on the basis of an assessment of the health needs of the population of the health region in question, their estimated development and the adequacy of the existing care offer for these needs. It may be revised in whole or in part at any time during this period. It specifies, on the one hand, the quantified objectives of the care offer in the health region in question, by care activities and major equipment, and, on the other hand, the creation and discontinuation of care activities and major equipment, the transformation, consolidation and cooperation of facilities necessary to achieve these objectives.

The implementation of the measures provided for by the SROS and the regulation of the care offer in relation to the needs defined in this document requires the mandatory allocation, currently granted by the ARS, of prior authorisations to exercise that are required for all care activities concerned. These authorisations are required not only for the implementation and establishment of a public or private healthcare facility but also for its upgrades (extensions, conversions, groupings) and the installation of certain major equipment.

An order of 4 September 2003 significantly simplified the regime for these authorisations by replacing the former authorisations (which concerned a number of beds or places allocated per care activity and whose duration differed from five to 10 years, according to their nature) with authorisations by type of activity governed more flexibly by the conditions and objectives set at the time of their grant and for a period of five years tacitly renewable. The authorisation system aims to decouple the level of activity from the places physically made available to patients, and thus to allow the facilities to gain flexibility and better manage the seasonality of their activity.

This authorisation to operate is granted and maintained when it meets three sets of conditions:

- the project must first of all (i) meet the health needs of the population as identified by the SROS, (ii) be compatible with the objectives set by the latter and (iii) meet the conditions of implementation and certain technical operating conditions. Since 1 January 2019, the project must take into account the elements of the HAS certification reports that are relevant at the date of the decision;
- the authorisation is also linked to (i) compliance with commitments relating to health insurance expenses or the volume of activity and (ii) the positive result of an assessment aimed at verifying the compatibility of the results. of the care activity or the use of major equipment with the objectives of the SROS; and
- lastly, the authorisation may be subject to (i) specific conditions imposed in the interest of public health, (ii) the commitment to implement cooperative measures to promote the shared use of resources and continuity of care, or (iii) the commitment to enter into a concession contract for the performance of public hospital services.

This authorisation is supplemented by multi-year agreements on targets and resources (Decree of 4 October 2010) signed by each facility with the regional agency and which determines in particular the strategic orientations of the authorisation holder on the basis of the Regional Health Project (RHP), cooperative actions and objectives in terms of quality and safety of care.

The law on hospitals, patients, health and regions ("HPST") of 21 July 2009 reformed hospitals in France around four fundamental axes: the modernisation of healthcare facilities, access to quality care for all, prevention and public health and regional organisation of the healthcare system. The objective was to ensure better coordination of the actions of healthcare facilities to meet the needs of the population, to distribute the supply of care more evenly across the region, to develop prevention and public health policies, and lastly, to define the missions and resources of the ARS. Replacing the ARH, the ARS are designed to implement a coordinated set of programmes and actions contributing to the achievement at the regional and sub-regional level of the objectives of the national health policy and the principles of social and medico-social action, fundamental principles defined by the French Social Security Code. A strategic and integrative tool has been introduced, the Regional Health Programme (RHP), to meet this purpose by ensuring the consistency of all regional public action in the field of health.

The RHP is a coordinated and structured set of planning and guidance materials for the care offer in the region. It aims to extend the framework approach initiated by the SROS to other fields. It illustrates the logic of decompartmentalisation of the care offer at the regional level. The RHP defines the multi-year objectives of the ARS as well as the measures to achieve them in accordance with the social security financing laws and the national health strategy. The RHP is now the global and single framework for care planning at the regional level and consists of:

- the regional strategic health plan (plan stratégique regional de santé – "PSRS"), which defines the region's health priorities and associated objectives for the next five years. It also contains the definition of healthcare territories;
- organisational plans (regional prevention plan, regional care organisation plan, regional medico-social organisation plan);
- programmes or action plans setting out the methods for applying the plans (regional risk management programme, regional programme for access to prevention and care (programme régional d'accès à la prévention et aux soins – "PRAPS"), telemedicine programme, local health programmes).

The law on the modernisation of the health system of January 2016, based on three areas: prevention, access to care and innovation, corrected some of the pitfalls arising from the HPST law, such as the last component which restores the notion of public hospital service in redesigning it around a block of guarantees and obligations such as no fees being exceeded, permanent reception and equal access to care. In addition, cooperation between public hospitals is strengthened by the deployment of regional hospital groups (groupements hospitaliers de territoires – "GHTs"), which enable geographically close hospitals to develop a common medical project and to share missions and support functions. To date,[(1)] 898 facilities with 1,200 to 25,000 healthcare professionals are grouped into 136 GHTs throughout the country.

In addition, the law establishes the RHP as a planning tool. The latter now comprises three components:

- the strategic orientation framework (cadre d'orientation stratégique – "COS") determining general objectives and expected results over 10 years;
- the regional health plan (schéma régional de santé – "SRS"), a single SOC implementation document, established for five years on the basis of changes in needs. For the entire range of health care and services, including prevention, health promotion and medico-social support, it determines forecasts and operational objectives. In this context, it sets quantitative and qualitative objectives aimed at forecasting the evolution of the care offer by care and EML activities, transformations, groupings and cooperation between healthcare facilities;

1) *Source: Ministry of Solidarity and Health, 11 September 2019.*

- the regional programme on access to prevention and care for the most disadvantaged people;
- an order of 3 January 2018 on the simplification and modernisation of the authorisation systems for healthcare and major equipment activities made a number of changes to the current authorisation system and, in particular, to the duration of authorisations, which has been increased from five to seven years, the terms of the compliance visit, and the effect of the elements of the certification report issued by the French National Authority for Health when an authorisation is granted.

The regulation of the care offer is still ongoing, with the creation by the French law on Social Security Financing of 2016 of the Contract for Improving the Quality and Efficiency of Care (contrat pour l'amélioration de la qualité et de l'efficience des soins – "CAQES").

This new agreement merged five existing schemes:

- the proper drug use agreement;
- the contract for improving the quality and organisation of care relating to Hospital Services Provided in the Community (HSPC) for drugs and the List of Products and Services (LPS);
- the contract for improving the quality and organisation of care relating to transport expenses;
- the care relevance contract;
- the contract for the improvement of practices in healthcare facilities.

It therefore pursues the objective of "making it possible, on the basis of a shared observation, to establish a single roadmap for the improvement of practices in all areas where there is significant room for progress". The CAQES is signed between the Chief Officer of the ARS, the Chief Officer of the local health insurance body and the legal representative of each healthcare facility within their geographical area of responsibility. It aims to improve the quality, safety and relevance of care and provisions and to reduce health insurance expenses. It pursues a global approach to quality, efficiency and regulation of the care offer.

It included a mandatory section on the proper use of drugs, products and services (formerly CBU) concluded for an indefinite period and, where applicable, one or more additional sections, for a fixed period of one to five years, covering:

- improving the quality and organisation of transport care;
- improving practices in healthcare facilities (formerly CAPES);
- promoting the relevance of procedures, services and provisions (in line with the PAPRAPS)

However, this system was modified by Article 64 of the French law on Social Security Financing of 2020, in order to make the system both easier to understand for players in the field and more effective. The instruction of 24 January 2020 clarified the outlines of the new CAQES around two levers: incentive lever and monitoring lever.

The provisions applicable to the CAQES have been amended by:

- the Decree of 24 September 2021;
- Decree no. 2021-1231 of 25 September 2021;
- the Decree of 23 February 2022.

The CAQES is now an agreement between the ARS, the local health insurance body and targeted healthcare facilities, based on national and regional criteria.

The implementation of the new CAQES was postponed to 1 July 2022, in view of the health crisis. The new agreements are now concluded for a maximum period of five years, and may include one or more incentive components relating to: the proper use of drugs, products and services; improving the organisation of care, particularly with regard to transport; promoting the relevance of procedures, provisions and services.

The targeted facility is required to enter into a CAQES.

The law of 24 July 2019 on the organisation and transformation of the healthcare system is based on three main areas:

- preparing future caregivers for the needs of the healthcare system of the future;
- creating in all regions, a care collective for patients, with the certification of local hospitals and the establishment of Territorial Professional Health Communities (Communautés Professionnelles Territoriales de Santé – "CPTS");
- making digital technology an asset for sharing health information and developing practices.

This same reform modernises the system for authorising healthcare activities and major equipment (équipements matériels lourds – "EML"). The government is authorised to adopt the following measures by order: modify the authorisation scheme for care activities, EML, alternatives to hospitalisation and home hospitalisation, adapt authorisation systems for activities carried out as part of coordinated exercises, and simplify the procedures and conditions for issuing authorisations for care activities.

Pursuant to the law of 24 July 2019, the purpose of the order of 12 May 2021 is to strengthen the quality of care requirements, promote the development of alternatives to hospitalisation and simplify the procedures for issuing authorisations.

With regard to the scope of care activities, the order provides for several changes: it creates a definition of the activity of mental health care; and transforms the HAD modality into a care activity. The order also provides that the technical operating conditions are no longer only applicable to healthcare facilities but also to care and EML activities, with the aim of extending "the enforceability of technical operating conditions to authorisations for major equipment, in order to reinforce the principle of a qualitative framework for authorisations".

The order also specifies arrangements for the renewal procedures, where the renewal file is removed in favour of a simple request that will include information relating to the personnel and the planned changes to the authorisation. The order removes the link between authorisations and CPOM.

Finally, the said order extends the validity of all authorisations in force on the date of its publication, until a decision is made on a new authorisation request filed subsequent to the revising of the Regional Health Schemes and no later than 1 November 2023 (in accordance with the Order of 30 March 2022 on the general measures necessary to manage the end of the health crisis).

Quality and risk management approach, certification system

Since the beginning of 1997, the ARS have had the primary objective of ensuring the consistency of and compliance with a policy of assessment and certification for healthcare facilities.

Assessment of facilities

All healthcare facilities are required to develop a policy for evaluating their professional practices and their methods of organising care. The objective is health and safety, the quality of the care offer and satisfactory regulation of the care offer. To carry out such an analysis of its activity, each facility must implement, in accordance with medical confidentiality and patient rights, so-called medical information systems that take into account pathologies and methods of patient admission in order to prepare a summary of medical data and process them by computer.

In addition, each facility must summarise and process by computer the data contained in the medical records of its patients. To this end, the hospital's practitioners must provide a doctor in the facility responsible for medical information with the medical data necessary for the monitoring and analysis of the activity by the manager of his or her facility. The manager of the facility must send to the departments of the ministries of health, health insurance organisations and ARS, non-identifiable statistics relating to the activity and operating resources of his/her facility using appropriate coding of patient care.

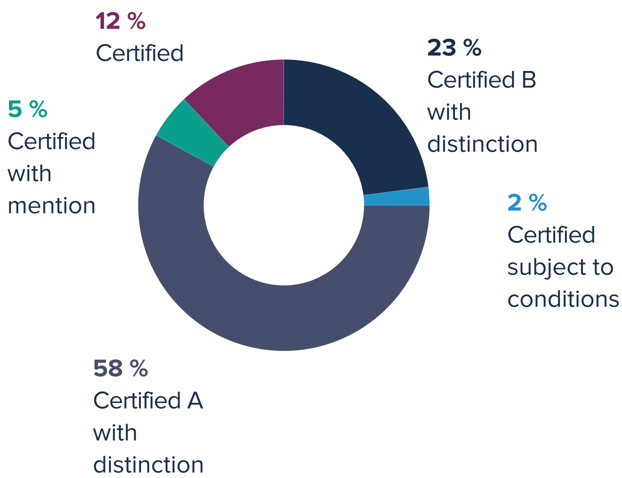
The transmission of this information contributes to the development and revision of regional health plans as well as to the assessment of the quality of care and serves as a tool for measuring the activity carried out by each facility. This analysis tool makes it possible to make comparisons between facilities and to optimise the care offer.

Certification of facilities by the French National Authority for Health ("HAS")

Healthcare facilities, whether public or private, are subject to an external assessment procedure: certification. This procedure, conducted by the French National Authority for Health, makes it possible to obtain an independent assessment of the quality of the facility using indicators, criteria and guidelines relating to procedures and best clinical practices and the results of the various services and activities of the facility. It also takes into account the measures taken by the facility to ensure respect for the rights of patients as well as the results of the assessment of patient satisfaction.

The V2014 certification procedure was suspended from March 2020 in the context of the Covid-19 health crisis. It has been replaced by the certification procedure for healthcare facilities for the quality of care, which the HAS began to roll out in April 2021. As of 30 June 2022, 20 Ramsay Santé group facilities had applied for and received their results for the new quality of care certification. To date, 63% of our facilities are certified A (version V2014) or with distinction (version V2021), i.e. the highest levels of certification issued by the HAS.

CERTIFICATION RESULTS FOR RAMSAY SANTÉ FACILITIES (FIGURES AS OF 30 JUNE 2022)



Regulation of care expenditure and hospital pricing

In order to regulate health expenditure, the French law on Social Security Financing sets an annual national health insurance expenditure target (ONDAM) intended to finance national health expenditure covered by health insurance. From 2006 to 2016, the ONDAM was divided into two separate hospital sub-targets for healthcare facilities according to their type of expenditure: those falling under T2A. and other expenditure related to healthcare facilities. Since 2017, these two sub-targets have been merged into a single sub-target "ONDAM healthcare facilities", in order to improve the clarity and monitoring of hospital expenditure. This new single sub-target is composed of several budgets:

- the ODMCO (national target for expenditure on medicine, surgery, obstetrics and odontology), which covers all health insurance expenses corresponding to the MSO tariff bracket, that of home hospitalisation, annual flat-rate payments and expenditure on drugs and medical devices additionally added to the list;
- allocations to finance general interest missions and internal contracting assistance (MIGAC), the main purpose of which is to finance activities that cannot be translated into individual healthcare services with an applicable price, such as research or teaching for example;
- the ODSSR (national target for medical care and rehabilitation expenditure), which covers all expenses of these facilities, in particular the annual funding allocation (DAF), price-per-day and modulated allocation by activity (dotation modulée à l'activité – "DMA");
- the ODAM (health insurance expenditure target), which aggregates the expenditure of MSO and mental health facilities under annual funding allocation as well as those of long-term care units (USLD);
- the OQN (national quantified target), which includes the expenditure of private mental health facilities financed on a price-per-day basis;
- the Fund for the Modernisation of Public and Private Healthcare Facilities (Fonds de modernisation des établissements de santé publics et privés – "FMESPP"), which in 2021 became the Modernisation Fund for Investment in Health (Fonds de modernisation pour l'investissement en santé – "FMIS"), which contributes to the financing of hospital investment.

Since the French law on Social Security Financing of 2004, the financing methods for healthcare facilities are determined by the disciplines exercised and their legal status. For medicine, surgery, obstetrics and odontology (MSO) activities, the financing model is mainly based on activity-based pricing (T2A). This was introduced in 2004 in public and private non-profit facilities previously funded by global endowment (so-called "former CEO facilities") and in 2005 in private facilities (for-profit or otherwise) previously remunerated on a price-per-day basis and technical flat-rates (known as "facilities previously under national quantified targets" or "former OQN"). The T2A remunerates the care activity produced in these disciplines regardless of the type of stay (full, partial or home hospitalisation) and the status of the facility. Medical Care and Rehabilitation (MCR), mental health and long-term care units (USLD) have historically been funded through an annual funding allocation (DAF) for public facilities and private non-profit facilities, or on a price-per-day basis for private for-profit facilities (or private non-profit facilities that have opted for this pricing method).

The financing methods for healthcare facilities have undergone several changes in recent years and continue to evolve, in particular as part of the health system transformation strategy (stratégie de transformation du système de santé – "STSS"), launched by the government in February 2018. In this context, a specific project was carried out on the reform of the financing of the health system. In 2020, these measures were reviewed and supplemented, in particular as part of the "Ségur de la santé" in July 2020, with the aim of moving towards the target of 50% of the resources of facilities established using non-activity-based pricing. In 2022, the significant elements of the pricing campaign also include a salary revaluation linked to the Ségur de la santé, with an increase of 1.8% in resources, but only an increase of 0.01% in prices and relating to MSO. (1)

The adaptations of financing methods in the field of MSO are essentially aimed at reducing the proportion of financing allocated to the activity of the facilities and to better meet the needs of patients. In addition, since 1 October 2019, a "chronic pathologies" flat-rate payment was introduced concerning the management by healthcare facilities (MSO) of patients with chronic kidney disease (CKD) in stages 4 and 5. The objective is to promote, through flat-rate financing, the establishment of a multi-professional patient monitoring team (by ensuring the financing of paramedical or socio-educational staff) and to develop care throughout the year along a patient pathway. The aim is to promote prevention and limit the complications related to this pathology. Since 1 January 2022, the new funding model for emergency structures and SMURs entered definitively into force. It includes three compartments: a population allocation, an allocation linked to the quality of care and a portion linked to the activity. In addition, a change in the financing methods has been introduced into common law to include remote monitoring, which will probably be developed in many care pathways, with a multitude of possible applications.

Article 78 of the French law on Social Security Financing (LFSS) of 2016 introduced a new funding model for medical and rehabilitation care activities (SMR). The initial objective of the reform undertaken is to correct the negative effects of the historical financing model of these activities, which are distinct according to the OQN and DAF sectors. This dichotomy has historically resulted in strong inequalities in the distribution of budgetary resources, both between regions and between facilities. The target model, common to the public and private sectors, is based on a modulated allocation by activity (DMA), composed of a "base" part and an "activity" part and based on a description of the SMR activity. The implementation of this new financing model began on 1 March 2017 with a transitional period, during which the financing of SMR facilities combined old and new financing methods. Nevertheless, this

1) *fhpmco.fr/5-mn-pour-comprendre-la-campagne-tarifaire-2022-n°16-juin-2022*

target model proved to be complex to implement and likely to hinder the transformation of organisations and the development of specialised care in response to the needs of the population. As part of the LFSS for 2020, this funding model has been overhauled. It is now composed of mixed methods comprising an activity-based part, valued on the basis of national prices, a quality component and a flat-rate part including a population-based allocation, and aimed at supporting the transformations of the market for the provision of SMR care, in particular to promote the development of outpatient care. The entry into force of these funding arrangements was postponed to 1 January 2023.

A reform of the funding of mental health activities is also underway. As in the scope of the SMR, the initial objective of the reform undertaken is to correct the negative effects of the historical funding methods for these activities, which are distinct depending on the OQN and DAF sectors and which lead to significant inequalities in the allocation of mental health resources, both between sectors and between regions. Thus, the overhaul of mental health funding brought by Article 34 of the LFSS for 2020 brings together the sectors under DAF and OQN in a common funding model. The new funding model introduces a population allocation, taking into account in particular the population, the available medical resources and deprivation in the region. In addition to the population allocation, other additional allocations will be put in place to take into account the hospital and non-hospital activity of the facilities and their specific missions. This new funding model came into effect on 1 January 2022. All mental health facilities are funded mainly on the basis of an allocation calculated according to the active files and a population allocation. However, the weight of each of the compartments in the funding of facilities remains different between sector under DAF and under OQN. The model is not yet fully stabilised and adjustments are expected.

Lastly, quality financing has greatly increased in recent years and is set to increase further. To better take into account the quality of care provided by healthcare facilities, Article 51 of the LFSS for 2015 has added to T2A a dimension relating to the quality and safety of care. In 2016, a flat-rate financial incentive for quality improvement (incitation financière à l'amélioration de la qualité – "IFAQ") was set up. This approach, initiated on an experimental basis in 2014, was rolled out in 2016 to all facilities in the MSO field, as well as to home hospitalisation, and extended in 2017 to SMR facilities. This model makes it possible to make the quality of the care offer one of the criteria for allocating budgetary resources to healthcare facilities. The IFAQ system has recently taken on a new scale. Although it was subject to a budget of EUR 50 million in 2018, this was gradually increased to EUR 200 million in 2019, EUR 400 million in 2020 and EUR 450 million in 2021, to reach EUR 700 million in 2022, with a target of more than EUR 1 billion in the coming years. For the first time in 2022, the field of mental health is included in the scope of IFAQ. Through this major change in dimension, quality financing has become a pricing compartment in its own right for healthcare facilities, with a significant budget.

1.2.10 Exceptional events

The operational management of healthcare facilities during the financial year ended 30 June 2022 was still strongly impacted by the management of the Covid-19 health crisis at the Group's European level.

For detailed information, see chapter 2, section 2.3.2.2 paragraph 1 – Significant events of the financial year.

2

ANNUAL FINANCIAL INFORMATION

2.1 Financial information

2.1.1 Group consolidated financial statements

The tables below present extracts from the Group's audited income statements, balance sheets and consolidated statements of cash flows for the financial years ended 30 June 2021 and 30 June 2022.

TABLE 1 – CONSOLIDATED INCOME STATEMENT OF THE GROUP

	From 1 July 2021 to 30 June 2022	From 1 July 2020 to 30 June 2021	Change
REVENUE	**4,301.0**	**4,022.6**	**+6.9%**
Of which revenue on a like-for-like basis*	4,215.1	3,977.4	+6.0%
EBITDA	**658.4**	**643.8**	
Current operating profit	281.1	272.0	+3.3%
Operating profit	291.3	250.6	+16.2%
Net borrowing cost	(123.5)	(123.2)	
Other finance income and expenses	(17.4)	(24.1)	
Income tax	(57.3)	(29.5)	
Share of profit of joint venture	(0.1)	-	
NET PROFIT OF THE CONSOLIDATED GROUP	**127.8**	**73.8**	
Income and expenses recognised directly in equity			
■ Exchange differences	(25.7)	4.1	
■ Actuarial gains and losses on obligations for retirement bonuses	53.9	(25.1)	
■ Change in fair value of hedging instruments	7.8	10.3	
■ Others	-	-	
■ Tax effects of income and expenses	(14.3)	3.5	
Profit recognised directly in equity	**21.7**	**(7.2)**	
COMPREHENSIVE INCOME	**149.5**	**66.6**	

BREAKDOWN OF NET PROFIT (in millions of euros)	From 1 July 2021 to 30 June 2022	From 1 July 2020 to 30 June 2021	Change
■ Net profit attributable to owners of the parent	118.4	65.0	
■ Non-controlling interests	9.4	8.8	
NET PROFIT	**127.8**	**73.8**	
NET EARNINGS PER SHARE **(in euros)**	1.07	0.59	-
DILUTED NET EARNINGS PER SHARE **(in euros)**	1.07	0.59	
■ Comprehensive income attributable to owners of the parent	140.1	57.8	
■ Non-controlling interests	9.4	8.8	
COMPREHENSIVE INCOME	**149.5**	**66.6**	

** The revenue presented is restated in accordance with the specific rules presented in sections 2.2.1 and 2.2.2 in order to calculate the change in revenue on a like-for-like basis.*

TABLE 2 – GROUP CONSOLIDATED BALANCE SHEET

ASSETS (in millions of euros)	30/06/2022	30/06/2021
Goodwill & Other intangible assets	2,309.8	2,003.8
Property, plant and equipment	950.2	918.0
Right of use	2,058.2	2,079.8
Investments in associates & other non-current financial assets	119.6	85.9
Deferred tax assets	94.7	125.4
NON-CURRENT ASSETS	**5,532.5**	**5,212.9**
Inventories	111.2	111.4
Trade and other operating receivables	422.0	323.4
Other current assets	574.0	406.4
Current tax asset	4.7	7.6
Current financial assets	11.0	11.6
Cash and cash equivalents	132.5	608.4
Assets held for sale	-	-
CURRENT ASSETS	**1,255.4**	**1,468.8**
TOTAL ASSETS	**6,787.9**	**6,681.7**

LIABILITIES (in millions of euros)	30/06/2022	30/06/2021
Share capital	82.7	82.7
Share premium & consolidated reserves	1,011.3	922.6
Net profit attributable to owners of the parent	118.4	65.0
Equity attributable to owners of the parent	**1,212.4**	**1,070.3**
Non-controlling interests	26.3	28.4
TOTAL EQUITY	**1,238.7**	**1,098.7**
Borrowings	1,763.6	1,673.6
Debt on commitments to purchase non-controlling interests	48.9	-
Non-current lease liability (IFRS 16)	1,922.3	1,940.2
Provisions for retirement and other employee benefits	115.7	157.6
Non-current provisions	164.7	176.9
Other non-current liabilities	8.9	32.6
Deferred tax liabilities	39.7	51.2
NON-CURRENT LIABILITIES	**4,063.8**	**4,032.1**
Current provisions	48.4	51.7
Suppliers	410.8	343.8
Other current liabilities & current tax liabilities	794.8	918.4
Current financial debt	35.4	38.1
Current lease liability (IFRS 16)	196.0	198.9
Bank overdrafts	-	-
Liabilities related to assets held for sale	-	-
CURRENT LIABILITIES	1,485.4	1,550.9
TOTAL LIABILITIES	**6,787.9**	**6,714.5**

Net financial debt	From 1 July 2021 to 30 June 2022	From 1 July 2020 to 30 June 2021
Non-current financial liabilities	1,763.6	1,673.6
Non-current lease liability	1,922.3	1,940.2
Current lease liability	196.0	198.9
Current financial liabilities	35.4	38.1
(Cash)	(132.5)	(608.4)
Other financial assets and liabilities	(74.9)	(11.9)
Net financial debt	**3,709.9**	**3,230.5**

TABLE 3 – GROUP CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	From 1 July 2021 to 30 June 2022	From 1 July 2020 to 30 June 2021
EBITDA	658.4	643.8
Cash flow from operations before net borrowing cost and tax	642.1	624.6
NET CASH FLOW FROM OPERATING ACTIVITIES	262.5	652.3
NET CASH FLOW FROM INVESTING ACTIVITIES	(471.1)	(181.4)
NET CASH FLOW FROM FINANCING ACTIVITIES	(264.2)	(390.6)
CHANGE IN NET CASH POSITION	(472.8)	80.3
Opening cash balance	608.4	538.3
Closing cash balance	132.5	608.4

2.2 Review of financial position and results

2.2.1 Comments on the Group's results and financial position

The following comments and analysis on the Group's financial position should be read in light of this Universal Registration Document as a whole, and in particular with the Group's consolidated financial statements for the financial years ended 30 June 2021 and 30 June 2022.

The alternative performance indicators are as follows:

Alternative performance indicators	Definition	Rationale for use
Organic growth	This is the growth measured on a like-for-like basis.	Used to assess the attractiveness of the model and to measure the development of activity linked to the acquisition of new patients on a like-for-like basis and excluding the impact of exchange rate fluctuations.
External growth	This is growth that is not organic growth.	Measures the impact of acquisitions that have led to a change in the scope of the company.
Like-for-like basis	The restatement of incoming entities consists of: ▪ for entries in the current year's scope, deducting the contribution of the acquisition of the current year's aggregates; ▪ for entries in the scope of the previous year, deducting, in the current year, the contribution of the acquisition of the aggregates of the months prior to the month of acquisition. The restatement of outgoing entities consists of: ▪ for exits in the current year, deducting, in the previous year, the contribution of the exiting entity from the aggregates from the month of exit; ▪ for exits in the previous year, deducting the contribution of the exiting entity for the entire previous year.	Used to compare financial statements from one financial year to another and to measure the economic and financial performance of the company without acquisition or disposal of activities.
Constant exchange rate	This is a development after translation of the current period's foreign currency figure at the exchange rate of the comparative period	
Current operating profit	Operating profit before other non-current income and expenses consisting of restructuring costs (charges and provisions); gains or losses on disposals; significant and unusual impairment of property, plant and equipment or intangible assets; and other non-current income and expenses.	Measures the Group's recurring profit excluding significant non-recurring items or items that do not reflect the Group's operating performance.

Alternative performance indicators	Definition	Rationale for use
EBITDA	Current operating profit before depreciation and amortisation (charges and provisions in the income statement are grouped according to their nature).	Reflects the pure performance and profitability of the Group's business activity, independent of its depreciation system, financing and non-recurring events.
Net financial debt	Net financial debt consists of gross financial debt less financial assets. Gross financial debt consists of: ■ borrowings from credit institutions, including interest incurred; ■ lease liabilities falling within the scope of IFRS 16; ■ the fair value of hedging instruments recorded in the balance sheet net of tax; ■ current financial debt relating to financial current accounts with minority investors; ■ bank overdrafts. Financial assets consists of: ■ the fair value of hedging instruments recorded in the balance sheet net of tax; ■ current financial receivables relating to financial current accounts with minority investors; ■ cash and cash equivalents, including treasury shares held by the Group (considered as marketable securities); ■ financial assets directly related to the loans contracted and recognised in gross financial debt.	This credit or debit position of the Group vis-à-vis third parties outside the operating cycle is used for several financial ratios, including the calculation of the leverage effect.
Gross financial debt	Gross financial debt consists of: ■ borrowings from credit institutions, including accrued interest; ■ lease liabilities falling within the scope of IFRS 16; ■ the fair value of hedging instruments recorded in the balance sheet net of tax; ■ current financial debt relating to financial current accounts with minority investors; ■ bank overdrafts.	Evaluates the sum of the financing commitments made by the Group.
Net cash position	The net cash position consists of: ■ cash and cash equivalents; ■ bank overdrafts.	Used to identify financial resources that can be quickly mobilised by the Group.

2.2.1.1 Revenue and operating results

2.2.1.1.1 Revenue

See sections 2.18 and 4 of the notes to the financial statements.

The Group's consolidated revenue for the financial year ended June 2022 amounts to EUR 4,301.0 million, compared with EUR 4,022.6 million from 1 July 2020 to 30 June 2021

The following table shows the respective share of healthcare, related services and fees paid by practitioners in the revenue of Ramsay Santé for the last two financial years ended 30 June 2021 and 2022:

Financial year ended	30 June 2022		30 June 2021	
Business activity	**(in millions of euros)**	**(% of revenue)**	**(in millions of euros)**	**(% of revenue)**
Healthcare	3,920.8	91.2%	3,645.3	90.6%
Related services	175.0	4.1%	171.2	4.3%
Fees paid by practitioners and others	205.2	4.8%	206.1	5.1%
TOTAL	**4,301.0**	**100%**	**4,022.6**	**100%**

The following table presents the Group's consolidated revenue on a like-for-like basis for the financial years ended 30 June 2021 and 30 June 2022.

(in millions of euros)	From 01/07/2021 to 30/06/2022	From 01/07/2020 to 30/06/2021	Change 2021/2022
Reported revenue	4,301.0	4,022.6	6.9%
Revenue on a like-for-like basis	4,215.1	3,977.4	6.0%
Changes in the scope of consolidation	85.9	45.2	

On a like-for-like basis, Group revenue increased by 6.0% with one less working day.

The changes in the scope of consolidation are mainly due to acquisitions and other miscellaneous disposals during the year.

2.2.1.1.2 Costs and Fees

The table below shows the breakdown of the costs and fees incurred by the Group for the last two financial years, as well as the share they represent (in percentage) in relation to the Group's revenue:

	30 June 2022		30 June 2021	
Financial year ended	**(in millions of euros)**	**(% of revenue)**	**(in millions of euros)**	**(% of revenue)**
Employee benefits and profit-sharing expense	(2,244.1)	(52.2)	(2,115.7)	(52.6)
Purchases used	(890.7)	(20.7)	(818.6)	(20.4)
Other operating income and expenses	(293.6)	(6.8)	(226.8)	(5.6)
Taxes and duties	(129.6)	(3.0)	(131.8)	(3.3)
Rents	(84.6)	(2.0)	(85.9)	(2.1)
TOTAL	**(3,642.6)**	**(84.7)**	**(3,378.8)**	**(84.0)**

The main operating costs include:

- employee benefits mainly include wages and salaries, social security contributions and other employee benefits such as incentives and profit-sharing. These costs depend mainly on the number of employees and the level of salaries;
- purchases used include the costs of medical purchases, chemotherapy molecules, blood and prostheses as well as other external purchases;
- other operating income and expenses as described in section 5.1.2 of the notes to the financial statements;
- taxes and duties mainly include payroll taxes and other tax charges as well as the business property tax (Cotisation Foncière des Entreprises – “CFE”). In accordance with the provisions of IAS 12, the corporate value-added levy (Cotisation sur la Valeur Ajoutée des Entreprises – “CVAE”) recognised in France meets the definition of an income tax. Thus, the impact on the financial statements as at 30 June 2022was a reclassification of EUR (16.5) million under the heading “Income tax”;
- rents mainly include those paid under contracts with a low unit value or those entered into for a term of less than one year and all taxes related to lease contracts.

2.2.1.1.3 EBITDA and current operating profit

The table below shows the breakdown of the Group’s gross operating profit (“EBITDA”) and current operating profit for the last two years. EBITDA corresponds to current operating profit before depreciation/amortisation. In accordance with IAS 1, charges and provisions in the income statement are grouped according to their nature.

	30 June 2022		30 June 2021	
Financial year ended	(in millions of euros)	(% of revenue)	(in millions of euros)	(% of revenue)
EBITDA	658.4	15.3	643.8	16.0
Depreciation/amortisation	(377.3)	(8.8)	(371.8)	(9.2)
Current operating profit	281.1	6.5	272.0	6.8

EBITDA at 30 June 2022 was EUR 658.4 million, up 2.3% compared to EUR 643.8 million at 30 June 2021.

The reported EBITDA margin was 15.3% at 30 June 2022.

Current operating profit amounted to EUR 281.1 million at 30 June 2022, representing 6.5% of revenue, compared to EUR 272.0 million at 30 June 2021.

Depreciation and amortisation amounted to EUR 377.3 million at 30 June 2022, i.e. 8.8% of revenue. At 30 June 2021, depreciation and amortisation amounted to EUR 371.8 million with a depreciation/revenue ratio of 9.2%.

2.2.1.1.4 Cost of net debt and other non-current income and expenses

The table below shows the breakdown of the Group’s cost of net debt and other non-current income and expenses for the last two financial years:

	30 June 2022		30 June 2021	
Financial year ended	(in millions of euros)	(% of revenue)	(in millions of euros)	(% of revenue)
Interest	(51.2)	(1.2)	(52.1)	(1.3)
Interest related to IFRS 16 lease debt	(72.3)	(1.7)	(71.1)	(1.8)
Other non-current income and expenses	10.2	0.2	(21.4)	(0.5)
Of which:				
■ Restructuring costs	7.3	-	(10.6)	-
■ Profit from the management of property and financial assets	2.9	-	(10.8)	-

At 30 June 2022, the net borrowing cost amounted to EUR (123.5) million (including EUR 72.3 million in interest related to the IFRS 16 lease debt), versus EUR (123.2) million at 30 June 2021.

The average interest rate on gross financial debt was approximately 2.83% for the year.

2.2.1.1.5 Operating results

The following table shows Ramsay Santé's net profit attributable to owners of the parent for the last two financial years:

	30 June 2022		30 June 2021	
Financial year ended	(in millions of euros)	(% of revenue)	(in millions of euros)	(% of revenue)
Net profit attributable to owners of the parent	118.4	2.8%	65.0	1.6%

2.2.1.2 Factors influencing the results

The Group's results mainly depend on the following three factors:

- an increase in the volumes of care provided;
- changes in the rates charged for the care provided; and
- the reduction of costs incurred by the Group in providing this care.

2.2.1.2.1 External and internal growth

The Group makes strategic acquisitions and disposals:

- to strengthen its presence in geographical areas where it has chosen to be a key player and expand its geographical footprint;
- to increase its service offering in order to be present in all segments of the care offer.

See sections 1.2, 3.1 and 3.2 of the notes to the financial statements.

In addition to its external growth, Ramsay Santé has continuously pursued its internal efforts to improve its operating margins. These efforts have focused on increasing the volume of care provided, in particular through capacity investments (aimed at implementing new administrative authorisations and/or changes in the facility's capacity, whether in terms of accommodation, operating theatres or major equipment) and improving the utilisation rates of these operating theatres and major equipment.

Ramsay Santé also relies on the quality and scope of its offer as well as the reputation of its medical teams and its equipment to attract new patients and increase the volume of care provided.

2.2.1.2.2 Seasonality

The Group's revenue and result are subject to a slight seasonality in the volume of treatments performed during the year. Historically, the Group has observed that patients generally do not undertake non-emergency care during the holidays, in August and December. The Group's revenue is therefore lower during these two months. Conversely, the volume of consumption of hospital services (and therefore the Group's revenue and profit) is particularly high in September and January (re-entry periods).

2.2.1.2.3 Price indexation

Ramsay Santé operates in a regulated environment.

2.2.1.2.4 Costs incurred by the Group

Faced with regulatory constraints, the Group is determined to control its costs through constant optimisation efforts (non-healthcare services).

2.2.1.3 Accounting principles, methods and estimates

Please refer to section 2 of the notes to the financial statements.

2.2.2 Liquidity and capital resources

2.2.2.1 Cash and cash equivalents

During the year 2022, the Group used its cash mainly for:

- investment in property, plant and equipment and intangible assets (EUR 193.6 million at 30 June 2022);
- financial investments (EUR 297.4 million at 30 June 2022);
- the payment of dividends paid to non-controlling interests of consolidated companies (EUR 12.2 million at 30 June 2022);
- net interest (EUR 125.9 million at 30 June 2022);
- the repayment of financial debt and lease liabilities (EUR 225.0 million at 30 June 2022).

The main sources of cash are:

- net cash flow from operating activities (EUR 262.5 million);
- disposals of subsidiaries (EUR 1.0 million).

At 30 June 2022, the Group had a positive cash position of EUR 132.5 million. At the same date, the amount of the working capital requirement related to the business activity was negative at EUR (65.1) million. This phenomenon results from the fact that in the hospital sector, the collection of trade receivables is partly carried out with the social security funds, which intervene more rapidly than the Group's payments of its trade payables.

At 30 June 2022, the Group had invested EUR 231.0 million in capital expenditure related to fixed assets (industrial investments: acquisition of buildings and equipment), of which EUR 193.6 million disbursed and EUR 37.4 million of industrial investments financed by leasing.

At 30 June 2022, financial investment amounted to EUR 297.4 million.

The total amount (cash and leasing) of industrial and financial investments therefore amounted to EUR 528.4 million at 30 June 2022.

The following table shows the breakdown of expenses by type of investment:

	30 June 2022		30 June 2021	
Financial year ended	**(in millions of euros)**	**(% of revenue)**	**(in millions of euros)**	**(% of revenue)**
Maintenance/renewal investments	134.3	3.1%	114.5	2.8%
Restructuring investments	24.1	0.6%	24.8	0.6%
Combinations/creations/reconversions	16.7	0.4%	40.2	1.0%
TOTAL INDUSTRIAL INVESTMENTS EXCLUDING CAPACITY	**175.1**	**4.1%**	**179.5**	**4.5%**
Capacity/innovation investments	55.9	1.3%	43.1	1.0%
TOTAL NET INDUSTRIAL INVESTMENTS	**231.0**	**5.4%**	**222.6**	**5.5%**
TOTAL FINANCIAL INVESTMENTS	297.4		73.6	
TOTAL INVESTMENTS	**528.4**		**296.2**	

2.2.2.2 Financing

The tables below show the Group's cash flows and net financial debt from 2021 to 2022:

(in millions of euros)	Actual June 2022 Cumulative	Actual June 2021 Cumulative
EBITDA	658.4	643.8
Change in working capital requirement	(337.9)	48.9
Net interest paid	(53.6)	(52.1)
Interest related to IFRS 16 lease debt	(72.3)	(71.1)
Income tax paid	(41.7)	(21.2)
Non-current and other	(16.3)	(19.2)
Investment in property, plant and equipment and intangible assets	(193.6)	(176.4)
FREE CASH FLOW*	**(57.0)**	**352.7**
Disposals of property, plant and equipment and intangible assets	18.2	2.5
Loan issue costs	(1.1)	(9.2)
Financial investment	(297.4)	(73.6)
Disposals of financial assets	1.0	65.5
Dividends paid out or received	(11.5)	(4.4)
CASH FLOW (before financing operations)	**(347.8)**	**333.5**

** Net cash flow from operating activities after interest paid and after investment in property, plant and equipment and intangible assets*

(in millions of euros)	Actual June 2022 Cumulative	Actual June 2021 Cumulative
NET DEBT AT OPENING	**3,230.5**	**3,372.5**
Cash flow (before financing operations)	347.8	(333.5)
Capitalised loan issue costs	0.8	7.0
Fair value of hedging instruments	(22.4)	(2.4)
Changes in the scope of consolidation and other	(28.8)	(8.5)
IFRS 16 lease liabilities	182.0	195.4
NET DEBT AT CLOSING	**3,709.9**	**3,230.5**

The analysis of the Group's net financial debt structure at 30 June 2021 and 30 June 2022 is presented in section 6.9 of the notes to the financial statements.

2.2.2.3 Company commitments

Schedule of financial debt

Please refer to section 6.12.2 "Liquidity risk" of the notes to the financial statements.

Off-balance sheet commitments

See section 6.14 "Off-balance sheet commitments" in the notes to the financial statements.

2.3 Financial information concerning the assets, financial position and results of the issuer (and Statutory Auditors' report)

2.3.1 Historical financial information

The Universal Registration Document for the financial year ended 30 June 2022 is available on the Company's websites (http://www.ramsaysante.fr) and the French Financial Markets Authority (Autorité des Marchés Financiers - "AMF") website (http://www.amf-france.org).

2

2.3.2 Group consolidated financial statements for the financial year ended 30 June 2022

SUMMARY CONSOLIDATED FINANCIAL STATEMENTS

2.3.2.1 Statement of comprehensive income, consolidated balance sheet, statement of changes in equity, consolidated statement of cash flows and financing flows for the year ended 30 June 2022

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

(in millions of euros)	Note	From 1 July 2021 to 30 June 2022	From 1 July 2020 to 30 June 2021
REVENUE		**4,301.0**	**4,022.6**
Personnel costs	5.1.1	(2,244.1)	(2,115.7)
Purchases used		(890.7)	(818.6)
Other operating income and expenses	5.1.2	(293.6)	(226.8)
Taxes and duties		(129.6)	(131.8)
Rents	5.1.3	(84.6)	(85.9)
EBITDA		**658.4**	**643.8**
Depreciation and amortisation		(377.3)	(371.8)
Current operating profit		**281.1**	**272.0**
Restructuring costs		7.3	(10.6)
Profit from the management of property and financial assets		2.9	(10.8)
Other non-recurring income and expenses	**5.1.4**	**10.2**	**(21.4)**
Operating profit		**291.3**	**250.6**
Gross borrowing cost	5.2	(51.8)	(52.9)
Income from cash and cash equivalents	5.2	0.6	0.8
Financial interest related to IFRS16 lease debt	5.2	(72.3)	(71.1)
Net borrowing cost	**5.2**	**(123.5)**	**(123.2)**
Other finance income		23.1	0.6
Other finance expenses		(5.7)	(24.7)
Other finance income and expenses	**5.3**	**17.4**	**(24.1)**
Income tax	5.4	(57.3)	(29.5)
Share of profit of joint venture		(0.1)	-
NET PROFIT OF THE CONSOLIDATED GROUP		**127.8**	**73.8**
Income and expenses recognised directly in equity			
■ Exchange differences		(25.7)	4.1
■ Actuarial gains and losses on obligations for retirement bonuses	6.10.3	53.9	(25.1)
■ Change in fair value of hedging instruments		7.8	10.3
■ Others		-	-
■ Tax effects of income and expenses	5.4.6	(14.3)	3.5
Profit recognised directly in equity		21.7	(7.2)
COMPREHENSIVE INCOME		**149.5**	**66.6**
BREAKDOWN OF NET PROFIT ***(in millions of euros)***			
■ Net profit attributable to owners of the parent		118.4	65.0
■ Non-controlling interests		9.4	8.8
NET PROFIT		**127.8**	**73.8**
Net earnings per share *(in euros)*		1.07	0.59
Diluted net earnings per share *(in euros)*		1.07	0.59
BREAKDOWN OF COMPREHENSIVE INCOME ***(in millions of euros)***			
■ Comprehensive income attributable to owners of the parent		140.1	57.8
■ Non-controlling interests		9.4	8.8
COMPREHENSIVE INCOME		**149.5**	**66.6**

CONSOLIDATED BALANCE SHEET – ASSETS

(in millions of euros)	Note	30/06/2022	30/06/2021
Goodwill	6.1	2,065.1	1,762.6
Other intangible assets	6.2	244.7	241.2
Property, plant and equipment	6.3	950.2	918.0
Right of use (IFRS 16)	6.4	2,058.2	2,079.8
Investments in equity-accounted companies	6.5	0.2	0.3
Other non-current financial assets	6.6	119.4	85.6
Deferred tax assets	5.4.4	94.7	125.4
NON-CURRENT ASSETS		**5,532.5**	**5,212.9**
Inventories	6.11	111.2	111.4
Trade receivables	6.11	422.0	323.4
Other current assets	6.11	574.0	406.4
Tax assets	5.4.3	4.7	7.6
Current financial assets	6.9	11.0	11.6
Cash and cash equivalents	6.9	132.5	608.4
CURRENT ASSETS		**1,255.4**	**1,468.8**
TOTAL ASSETS		**6,787.9**	**6,681.7**

CONSOLIDATED BALANCE SHEET – LIABILITIES

(in millions of euros)	Note	30/06/2022	30/06/2021
Share capital	6.7.1	82.7	82.7
Share premium		611.2	611.2
Consolidated reserves	6.7.2	400.1	311.4
Net profit attributable to owners of the parent	CR	118.4	65.0
Equity attributable to owners of the parent	E	1,212.4	1,070.3
Non-controlling interests	E	26.3	28.4
TOTAL EQUITY	**E**	**1,238.7**	**1,098.7**
Borrowings	6.9	1,763.6	1,673.6
Debt on commitments to purchase non-controlling interests		48.9	-
Non-current lease liability (IFRS 16)	6.9	1,922.3	1,940.2
Provisions for retirement and other employee benefits	6.10	115.7	157.6
Non-current provisions	6.10	164.7	176.9
Other non-current liabilities	6.6	8.9	32.6
Deferred tax liabilities	5.4.4	39.7	51.2
NON-CURRENT LIABILITIES		**4,063.8**	**4,032.1**
Current provisions	6.10	48.4	51.7
Suppliers	6.11	410.8	343.8
Other current liabilities	6.11	775.6	901.8
Tax liabilities	5.4.3	19.2	16.6
Current financial debt	6.9	35.4	38.1
Debt on commitments to purchase non-controlling interests		-	-
Current lease liability (IFRS 16)	6.9	196.0	198.9
CURRENT LIABILITIES		**1,485.4**	**1,550.9**
TOTAL LIABILITIES		**6,787.9**	**6,681.7**

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

(in millions of euros)	Note	Capital	Premium	Reserves	Profit recognised directly in equity	Comprehensive income for the year	Equity attributable to owners of the parent	Non-controlling interests	Equity
Equity at 30 June 2020		**82.7**	**611.2**	**369.4**	**(64.2)**	**13.4**	**1,012.5**	**24.7**	**1,037.2**
Capital increase (after deduction of issue costs net of tax)	SCF	-	-	-	-	-	-	-	-
Treasury shares		-	-	-	-	-	-	-	-
Stock options and bonus shares		-	-	-	-	-	-	-	-
Result N-1 to be allocated		-	-	13.4	-	(13.4)	-	-	-
Dividend distribution	SCF	-	-	-	-	-	-	(5.0)	(5.0)
Changes in the scope of consolidation		-	-	-	-	-	-	(0.1)	(0.1)
Comprehensive income for the year		-	-	-	(7.2)	65.0	57.8	8.8	66.6
Equity at 30 June 2021		**82.7**	**611.2**	**382.8**	**(71.4)**	**65.0**	**1,070.3**	**28.4**	**1,098.7**
Capital increase (after deduction of issue costs net of tax)	SCF	-	-	-	-	-	-	-	-
Treasury shares		-	-	-	-	-	-	-	-
Stock options and bonus shares		-	-	-	-	-	--	-	-
Result N-1 to be allocated		-	-	65.0	-	(65.0)	-	-	-
Dividend distribution	SCF	-	-	-	-	-	-	(12.2)	(12.2)
Change in scope of consolidation and other [(1)]		-	-	-	2.0	-	2.0	0.7	2.7
Comprehensive income for the year		-	-	-	21.7	118.4	140.1	9.4	149.5
Equity at 30 June 2022		**82.7**	**611.2**	**447.8**	**(47.7)**	**118.4**	**1,212.4**	**26.3**	**1,238.7**

(1) This item includes the reclassification of the carrying amounts of the configuration and customisation costs of previously capitalised SaaS software. This reclassification results from the confirmation by the IASB of the IFRIC decision on the recognition of these costs (see note 2.1.1.1).

CONSOLIDATED STATEMENT OF CASH FLOWS AND FINANCING FLOWS

(in millions of euros)	Notes	From 1 July 2021 to 30 June 2022	From 1 July 2020 to 30 June 2021
Net profit of the consolidated group	CSOCI	127.8	73.8
Depreciation and amortisation	CSOCI	377.3	371.8
Other non-current income and expenses	CSOCI	(10.2)	21.4
Share of profit of joint venture	CSOCI	0.1	-
Other finance income and expenses	CSOCI	(17.4)	24.1
Financial interest related to IFRS 16 lease debt	CSOCI	72.3	71.1
Net borrowing cost excluding financial interest related to lease debt	CSOCI	51.2	52.1
Income tax	CSOCI	57.3	29.5
EBITDA	**CSOCI**	**658.4**	**643.8**
Non-cash items relating to recognition and reversal of provisions (transactions of a non-cash nature)	6.9	3.4	7.9
Other non-current income and expenses paid	5.1.4	(10.6)	(36.4)
Change in other non-current assets and liabilities	6.6	(9.1)	9.3
Cash flow from operations before cost of net financial debt and tax		**642.1**	**624.6**
Income tax paid	5.4.3	(41.7)	(21.2)
Change in working capital requirement	6.11	(337.9)	48.9
NET CASH FLOW FROM OPERATING ACTIVITIES: (A)		**262.5**	**652.3**
Investment in property, plant and equipment and intangible assets		(193.6)	(176.4)
Disposals of property, plant and equipment and intangible assets		18.2	2.5
Acquisition of subsidiaries	3.2	(297.4)	(73.6)
Disposals of subsidiaries	3.2	1.0	65.5
Dividends received from non-consolidated companies	5.3	0.7	0.6
NET CASH FLOW FROM INVESTING ACTIVITIES: (B)		**(471.1)**	**(181.4)**
Capital increase and Share premium (a)		-	-
Dividends paid to minority shareholders of consolidated companies: (b)	E	(12.2)	(5.0)
Interest paid: (c)	5.2	(51.8)	(52.9)
Finance income received and other financial expenses paid: (d)	5.2	(1.8)	0.8
Financial interest related to IFRS 16 lease debt	5.2 - 6.9.1	(72.3)	(71.1)
Loan issue costs: (f)		(1.1)	(9.2)
Flow before debt: (g) = (A+B+a+b+c+d+e+f)		**(347.8)**	**333.5**
Increase in financial debt: (h)	6.9.1	200.0	1,560.3
Repayment of financial debt: (i)	6.9.1	(112.4)	(1,622.5)
Decrease in lease debt (IFRS 16): (j)	6.9.1	(212.6)	(191.0)
NET CASH FLOWS FROM FINANCING OPERATIONS: (C) = a + b + c + d + e + f + h + i + j		**(264.2)**	**(390.6)**
CHANGE IN NET CASH POSITION: (A + B + C)		(472.8)	80.3
Impact of changes in foreign exchange rates		(3.1)	(10.2)
Opening cash balance	**BS**	**608.4**	**538.3**
Closing cash balance	**BS**	**132.5**	**608.4**

The “Note” column indicates the appropriate note numbers and / or “CSOCI”, “BS”, “E”, “SCF” with, “CSOCI” = consolidated statement of comprehensive income, “BS” = balance sheet, “E” = Equity and “SCF” = statement of cash flows.

Note 1 Preamble: significant events during the year

1.1 Health crisis linked to the Covid-19 pandemic

Financial year ended 30 June 2022 was heavily impacted by the continuing health crisis related to the global Covid-19 pandemic in all countries where the Group operates.

In France, private hospitals continued to actively participate in the national plan to combat the Covid-19 epidemic in conjunction with and in support of public hospitals. In compliance with ministerial directives, relayed by the ARS, private clinics and hospitals have adapted all or part of their non-emergency medical and surgical activities that do not result in a loss of opportunity for patients in order to free up capacity in hospital accommodation as well as in technical facilities to meet local health needs. The staff and private doctors remained mobilised and integrated into the plans to prevent and fight the epidemic.

Depending on the evolution of the health situation during the different waves, the activity of private hospitals was carried out under more or less normal conditions but always under constraints in compliance with governmental or regional directives and according to local health conditions.

The financial impacts are diverse and vary according to the specific situation of each facility.

They mainly concern:

- loss of income (loss of healthcare revenue and/or ancillary revenue) due to deprogramming and reduced activity;
- additional costs incurred to deal with the crisis, including:
  - medical purchases (drugs and medical devices),
  - payroll (caregivers) and incidental costs (travel expenses, expense accounts, staff protection costs, etc.),
  - investments or equipment rentals.

In return, aid was granted by the French State to enable public and private healthcare facilities to cope with these shortfalls or additional costs. As such, the financial statements as at 30 June 2022 also include the effects of these government measures:

a) Financing guarantee

2020 FINANCING GUARANTEE – ORDER OF 6 MAY 2020/ ATIH TECHNICAL NOTICE

This guarantee is put in place for all activities carried out by all healthcare facilities, activities normally financed in whole or in part on the basis of business production.

The guarantee covers revenue for the period from March 2020 to December 2020. The principle is to guarantee healthcare facilities, for this period, a minimum revenue (from the social insurance scheme) at least equal to the revenue achieved for the 2019 activity (prorated over 10 months to have a comparable period).

<u>The scope of the guarantee concerns:</u>

- **Medicine-Surgery-Obstetrics (MSO)**: health insurance revenue (excluding fees) on hospitalisation services in accordance with Article R.162-33-1 (GHS, daily supplements, regional hospital groups, ATU, SE, etc.), remuneration of salaried doctors invoiced by the facility and admission of patients receiving State medical aid and emergency care;
- **Medical Care and Rehabilitation (MCR)**: health insurance revenue from hospitalisation care services under Article R. 162-31-1 and the remuneration of salaried doctors invoiced by the facility (the activity-based allocation has its own guarantee mechanism) excluding fees for independent physicians;
- **Mental Health (PSY)**: health insurance revenue from hospitalisation care services under Article R. 162-31-1 and the remuneration of salaried doctors invoiced by the facility, excluding fees for independent physicians.

The level of guarantee is calculated on the basis of 2019 revenues (excluding quality funding from QI subsidies) and takes into account:

- the unfreezing of the prudential coefficient, which is passed on to healthcare facilities, at the end of 2019;
- special situations (business combinations, business transfers, etc.) of certain facilities whose 2019 activity may have been impacted;
- price effects:
  - Medicine-Surgery-Obstetrics (MSO): +0.2% excluding external consultation procedures,
  - home hospitalisation (HH): +1.1%,
  - Medical Care and Rehabilitation (MCR): +0.1%,
  - Mental Health (PSY): +0.5%.

The guaranteed amount (annual basis 12 months and monthly basis) was communicated to the facilities by their ARS in June 2020. An initial unwinding of the 2020 financing guarantee took place at the end of May 2021, resulting in a corresponding adjustment of cash flows on the part of the national health insurance funds ("CPAM").

The final adjustment took place as planned in March 2022.

Impact on the financial statements at 30 June 2022:

At 30 June 2022, the amount of the financing guarantee retained by the facility takes into account the amount of the 2020 financing guarantee (March to December 2020 period) as communicated by the ARS in March 2022 less the income already recognised at 30 June 2021 (amount of the 2020 financing guarantee (March to December 2020 period) as communicated by the ARS in May 2021 and an estimate of the definitive adjustment made at 30 June 2021).

The impact on the 2021/22 financial year of the financing guarantee relating to the period 1 March 2020 to 31 December 2020 is recognised in the income statement under "Other income – Financing guarantee subsidy" for an amount of EUR 8.7 million.

FINANCING GUARANTEE 2021 – ORDER OF 13 APRIL 2021 MODIFIED BY THE ORDER OF 17 AUGUST 2021

Healthcare facilities continue to benefit from the financing guarantee mechanism put in place in March 2020 during the first half of 2021 (with separation of the systems at 31/12/2020).

The business activities concerned are:

- Medicine-Surgery-Obstetrics (including home hospitalisation);
- Mental Health (PSY);
- Medical Care and Rehabilitation (MCR including the activity-based allocation).

Guaranteed revenue corresponds to 6/12th of the revenue invoiced in 2020, including the 2020 financing guarantee where applicable when activated, plus:

- 2/12th is indexed at 0.2% corresponding to the basic indexation of the 2020 ONDAM;
- 10/12th is indexed at a rate corresponding to the tariff increase applied from 1 March 2021 for the activity concerned.

Impact on the financial statements at 30 June 2022:

On 30 June 2022, the amount of the financing guarantee retained by the facility takes into account the activity carried out as estimated on the basis of invoicing data at the end of April 2022 and the amount guaranteed for the period January-December 2021 as communicated by the ARS, less the income already recorded on 30 June 2021 (amount of the 2021 financing guarantee, period January to June 2021).

The financing guarantee for the period 1 January to 31 December 2021 is recognised in the income statement under "Other income - Financing guarantee subsidy" for an amount of EUR 58.1 million.

2021 mechanism:

Order of 10 May 2022:

Healthcare facilities continue to benefit from the financing guarantee mechanism put in place in March 2020 during the first half of 2022 (with separation of the systems at 31/12/2021).

The business activities concerned are:

- Medicine-Surgery-Obstetrics (including home hospitalisation);
- Medical Care and Rehabilitation (MCR including the activity-based allocation).

Mental health facilities were removed from the scheme as a result of the tariff reform affecting them.

The level of the guarantee corresponds to 6/12th of the 2021 revenue, including the 2021 financing guarantee when activated, plus :

- for 2/6th of a rate corresponding to the evolution of the tariffs for stays and consultations for 2021 ;
- for 4/6th of a rate corresponding to the evolution of the tariffs for stays and consultations for 2022.

Impact on the financial statements at 30 June 2022:

At 30 June 2022, the amount of the financing guarantee retained by the facility takes into account the activity carried out as estimated on the basis of invoicing data at the end of June 2022 and the guaranteed amount estimated for the period January-June 2022.

The financing guarantee for the period 1 January to 30 June 2022 is recognised in the income statement under "Other income - Subsidy - Financing guarantee" and in the balance sheet under "Other income – Financing guarantee subsidy" for an amount of EUR 32.3 million.

b) Other subsidies for additional costs relating to Covid-19

In addition to the financing guarantee system, the government has also adapted the financing of healthcare facilities to compensate for additional costs related to the Covid-19 crisis that would not otherwise be covered:

- additional costs related to the first wave of the epidemic (January to June 2020);
- financing "Covid-19 phase 2 additional costs": lump-sum allocations to compensate for the costs and loss of revenue in connection with the continuation of the Covid-19 epidemic;
- unwinding of “Covid-19 offset” financing following the ATIH survey carried out in February 2021;
- Covid-19 investment subsidy for capacity extension;
- Covid-19 wave 3 and subsequent incremental cost financing.

Impact on the financial statements at 30 June 2022:

As at 30 June 2022, the amount of financing was EUR 89.8 million.

c) Impact of social measures related to the Ségur de la Santé

Following the commitment made by the government at the beginning of the pandemic to upgrade the status of professionals and managers in healthcare facilities and EHPADs, negotiations led to the signing of the Ségur de la Santé agreements on 13 July 2020, resulting in particular in an increase in the salaries of caregivers in health and medico-social facilities in the public and private sectors.

The initial “Ségur 1” salary increase of EUR 206 gross per month (or EUR 160 net per month) in the private for-profit sector was introduced in two stages, as for the public sector. The first payment, corresponding to half of the total increase (EUR 80 net monthly), was made in November 2020 with retroactive effect to 1 September 2020. The second step came in December 2020 with the payment of an additional EUR 80 per month. New salary increases for several categories of employees, known as "Ségur 2", came into effect from 1 October 2021 pursuant to an additional agreement signed with the trade union organisations.

These salary increases were compensated by a specific tariff adjustment for the MSO activity on 1 March 2021 and then on 1 March 2022 as well as by subsidies, until the end of February 2021. The financing of Medical Care and Rehabilitation (MCR) activities has been received in the form of an allocation since 2020 and over the entire period. This was also the case for mental health facilities until the funding of the Ségur measures was integrated into the population allocation from 1 January 2022.

At 30 June 2022, the subsidies recognised in respect of the financing of the Ségur de la Santé amount to EUR 24.6 million (EUR 34.3 million at 30 June 2021) and are classified in the income statement under the heading "Other purchases and operating income". The Ségur costs of MSO facilities are mainly financed by a dedicated increase in their tariffs since 1 March 2021, accounted for as revenue. As the population allocation for the Mental Health field has also been recognised as revenue since its introduction on 1 January 2022, this amount therefore includes the Ségur financing for the Mental Health field since that date. This income offsets the real costs of the wage increase for all eligible populations.

d) Impacts outside France

The Group’s facilities in Scandinavia have actively participated in the care of Covid-19 patients as well as in the screening and vaccination of the population, in support of public institutions and in close collaboration with the supervisory authorities. Nevertheless, activity was logically impacted by the effects of the health crisis during the period, in particular for full hospitalisation in Sweden but also in Denmark and Norway where the authorities suspended admissions at the height of the spread of the virus from December 2021 to February 2022. Despite these periods of disruption, the overall level of activity and results were strong as activity was sustained during the periods of recovery.

In Sweden, the Sankt Göran hospital and the geriatric hospitals operated by the Group in Stockholm played a key role in the management of the epidemic with more than 100 beds dedicated to Covid-19 patients. Sankt Göran, in conjunction with Stockholm's geriatric hospitals, treated almost 20% of all patients hospitalised with Covid-19 in the Stockholm area throughout the pandemic. The Group made a significant contribution to the screening and vaccination effort in Sweden and to screening in Norway.

While in Norway and Denmark no accompanying measures were implemented, our facilities in Sweden received subsidies to cover the additional operating costs. In total, the amount of aid received by our facilities in Sweden was EUR 32.2 million in the period, compared to EUR 61.5 million in the previous period.

1.2 Scope

Ramsay Santé finalised the acquisition of 10 entities in Scandinavia during the year. These acquisitions are complementary to the current business activity and extend the scope of the Group's services as well as its geographical presence. In total, these acquisitions represented a net investment of EUR 288.6 million.

In particular, Ramsay Santé completed the acquisition of GHP Specialty Care AB (“GHP”) in May 2022 for an enterprise value of EUR 238 million. In the year ending December 2021, GHP's revenue amounted to EUR 137 million. GHP employs 765 FTEs. The contribution of this acquisition to Ramsay Santé's financial statements as at 30 June 2022 is EUR 29 million in revenue and EUR 1.9 million in EBITDA.

1.3 Group refinancing

See note 6.9.2.

Note 2 Accounting principles

2.1 Statement of compliance and basis of preparation of the financial statements

Ramsay Santé is a public limited company incorporated under French law with its head office in Paris, 39, rue Mstislav Rostropovitch. It is the parent company of a Group that operates entirely in the Hospital Care and Services sector. The Group's main shareholders are Ramsay Health Care and Predica.

The Group prepares its consolidated financial statements in accordance with IFRS (International Financial Reporting Standards) in force at 30 June 2022 as adopted by the European Union and available on the website: https://finance.ec.europa.eu/capital-markets-union-and-financial-markets/company-reporting-and-auditing/company-reporting/financial-reporting_en

They are presented in millions of euros. In some cases, rounding may result in an insignificant difference in the totals.

The consolidated financial statements at the end of June 2022, including the notes to the financial statements, were prepared by Ramsay Santé's Executive Management and reviewed on 27 September 2022 by the Audit Committee, then examined and approved by the Board of Directors on 13 October 2022.

2.1.1 Changes in accounting standards

2.1.1.1 1 NEW STANDARDS, AMENDMENTS AND INTERPRETATIONS IN FORCE WITHIN THE EUROPEAN UNION THAT ARE MANDATORY OR MAY BE APPLIED EARLY FOR FINANCIAL YEARS BEGINNING ON OR AFTER 1 JULY 2021

In preparing its consolidated financial statements for the year ended 30 June 2022, the Ramsay Santé group has applied the same accounting standards, interpretations and policies as in its financial statements for the year ended 30 June 2021, as well as the new standards, amendments and interpretations adopted by the European Union, applicable as of 1 July 2021 as defined in the table below:

Standard	Description	Definition	Date of first application in the Group's consolidated financial statements	Impacts
Amendments to IFRS 4	Extension of the temporary exemption from the application of IFRS 9	Relates to a deferral of application of IFRS 9 for insurance transactions as of 01/01/2023.	1 July 2021	No material impact on the financial statements
Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16	Interest rate benchmark reform (Phase 2)	Effects on the financial statements when a company replaces the old benchmark interest rate with another benchmark rate as a result of the reform.	1 July 2021	No material impact on the financial statements
Amendments to IFRS 16	Covid-19 rent relief beyond 30 June 2021	Allows lessees to avoid analysing whether rent relief obtained in the context of the Covid-19 health crisis, such as rent reductions and deductibles, constitutes a contract modification within the meaning of IFRS 16 "Leases".	1 July 2021	No material impact on the financial statements
Amendment to IAS 19	IFRS IC decision of April 2021	Relates to the allocation of benefits to periods of service rendered by beneficiaries of post-employment benefit plans.	1 July 2021	No material impact on the financial statements

Standard	Description	Definition	Date of first application in the Group's consolidated financial statements	Impacts
Amendment to IAS 38	IFRS IC decision of March 2021	In April 2021, the IASB confirmed the position taken by the IFRIC in March 2021 following its December 2020 provisional decision on the accounting for the costs of configuration and customisation of software provided by a vendor under a Software as a Service (SaaS) contract. The IFRIC agenda decision states that in most cases, in application of IAS 38, these costs should be recognised as an expense and not as an intangible asset because the entity does not control the software and the customisation/configuration activities do not generate a customer-controlled resource separate from the software. In application of this decision, the costs of configuration and customisation of SaaS software, which had previously been capitalised, have been restated as at 1 July 2021 against equity for an amount of EUR (5.7) million net of tax. Configuration and customisation costs incurred during the year in relation to these contracts are recognised in other operating expenses for an amount of EUR (3.7) million net of tax.	1 July 2021	No material impact on the financial statements

2.1.1.2 2 TEXTS ADOPTED BY THE EUROPEAN UNION WITH MANDATORY APPLICATION FROM 1 JANUARY 2022

Standard, amendments and interpretations	Description	Date of application
Amendments to IAS 16	Property, plant and equipment: income prior to intended use.	1 January 2022
Amendments to IFRS 3	Reference to the conceptual framework: business combinations.	1 January 2022
Amendments to IAS 37	Provisions, contingent liabilities and contingent assets: onerous contracts - contract performance costs.	1 January 2022
Improvements to IFRS 2018-2020 cycle	Standards concerned: ■ IAS 41, Taxes in Fair Value Measurements; ■ IFRS 1, subsidiary becoming a first-time adopter; ■ IFRS 9, derecognition of a financial liability: fees and commissions to be included in the 10% test; ■ IFRS 16, lease incentives.	1 January 2022
IFRS 17	Insurance contracts, with amendments.	1 January 2023

2.1.1.3 TEXTS NOT YET ADOPTED BY THE EUROPEAN UNION

Standard, amendments and interpretations	Description	Date of application (1)
Amendments to IAS 1	Presentation of the financial statements: Classification of liabilities as current or non-current.	1 January 2023
Amendments to IAS 1	Information to be provided on accounting principles and methods.	1 January 2023
Amendments to IAS 8	Insurance contracts.	1 January 2023
Amendment to IFRS 17	Insurance contracts: first-time adoption of IFRS 17 and IFRS 9 - Comparative information.	1 January 2023
Amendments to IFRS 10 and IAS 28	Sale or contribution of assets between an investor and an associated entity or joint venture.	Deferred
Amendment to IAS 12	Deferred taxes on assets and liabilities arising from the same transaction.	1 January 2023

(1) Subject to adoption by the European Union

Ramsay Santé does not anticipate any significant impact on the consolidated financial statements of the application of these texts.

2.1.2 Changes in accounting policies

In the financial statements presented at 30 June 2022, the Group has made two changes in accounting methods relating to IAS 19 and IAS 38 (see note 2.1.1.1).

In accordance with IAS 8, the Group has considered the application of the IFRIC Interpretations Committee's decisions on IAS 19 relating to the calculation of provisions for retirement and other post-employment benefits, as well as on the costs of configuring and customising software used under a SaaS contract, as changes in accounting policy, applicable retrospectively. Given their non-material nature, these adjustments are not reflected in the 2021 comparative period.

2.2 Significant accounting policies

2.2.1 Consolidation method

The full consolidation method is applied to the financial statements of companies in which Ramsay Santé directly or indirectly exercises control, i.e. the power to govern the financial and operating policies of the Company so as to obtain benefits from its activities, "such control may result from specific agreements between shareholders". The companies included in the scope of consolidation are consolidated from the date of takeover by Ramsay Santé.

Companies over which Ramsay Santé exercises significant influence are accounted for using the equity method, significant influence being presumed when more than 20% of the voting rights are held. Under the equity method, an investment in an associate is initially recognised at cost and the carrying amount is increased or decreased to recognise the Group's share of the results of the investee after the date of acquisition.

2.2.2 Translation of financial statements of foreign companies

The assets and liabilities of foreign subsidiaries whose functional currency is different from the Group's reporting currency are translated at the closing exchange rate. Their income statement items are translated at the average rate for the period. The resulting exchange differences are recorded under "exchange differences" in the consolidated reserves.

Goodwill relating to foreign companies is considered as part of the assets and liabilities acquired and, as such, is translated at the exchange rate prevailing at the closing date.

The exchange rates used to convert currencies into euros are as follows:

At 30 June 2022	Closing price	Average price
Sweden	10.7184	10.3213
Denmark	7.4366	7.4384
Norway	10.3234	10.0693

2.2.3 Accounting estimates and judgments

The preparation of consolidated financial statements in conformity with International Accounting Standards requires the Group's management to make critical judgements and estimates and to make certain assumptions that affect the reported amounts of assets and liabilities and the reported amounts of income and expenses during the reporting period. Estimates are based on information available at the time of their preparation. Estimates may be revised if the circumstances on which they were based change or if new information becomes available. Actual results may differ from these estimates.

The main accounting judgements and estimates made by management in the preparation of the financial statements include the valuation of goodwill, intangible assets, property, plant and equipment, rights of use and lease liabilities, the valuation of the financing guarantee, the recognition of deferred taxes, the valuation of retirement provisions and provisions for litigation.

2.3 Goodwill

Goodwill represents the difference between the acquisition cost of the shares of a company included in the scope of consolidation and the Group's share of the fair value, at the acquisition date, of the assets, liabilities and contingent liabilities relating to the acquired company. When an entity is first consolidated, the fair value of assets and liabilities at the acquisition date is determined within a maximum period of 12 months.

Goodwill relating to equity-accounted companies is included under “Investments in associates”.

At each closing date and whenever there is an indication of impairment, the Group performs impairment tests on goodwill using the method described in section 2.6.

2.4 Other intangible assets

Intangible assets, other than goodwill, consist primarily of the Capio and Volvat brands and practice contracts and patient lists in Sweden. They were measured at fair value on acquisition of the Capio group. With the exception of brands, which are not amortised, other intangible assets are amortised on a straight-line basis over their useful life. (4 to 15 years).

Fees paid for the use of software as a SaaS (Software as a Service) are generally expensed as incurred. To be recognised as a fixed asset, expenditure on SaaS contracts must convey a right of control to the user, in addition to access to the software for a specified period of time and in accordance with the IFRIC interpretation.

2.5 Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and any accumulated impairment losses. Assets held by the Group under lease agreements are recognised as assets with a corresponding financial liability.

The acquisition cost includes:

- the purchase price after deduction of legally recoverable taxes;
- all direct costs attributable to disposing of the asset at its place of operation and for making it suitable for use. These include VAT and other non-recoverable taxes, transport, installation and assembly costs, and architect fees;
- interim financing costs or pre-rentals (calculated at the effective interest rate) during the period of production of the asset and publication costs and registration fees for leases.

When items of property, plant and equipment have different useful lives, they are recognised as separate items of property, plant and equipment.

Depreciation is calculated on a straight-line basis over the estimated useful life of each asset according to the following plan:

- buildings: 28 to 40 years;
- fixtures and fittings for buildings: 10 to 15 years;
- industrial equipment and tools: 3 to 10 years;
- general installations, miscellaneous fixtures: 8 to 10 years;
- transport equipment: 4 to 5 years;
- office equipment: 5 years;
- IT equipment: 3 to 5 years;
- furniture: 5 to 10 years.

Land is not depreciated.

Work related to safety standards is capitalised and depreciated.

Monitoring the value of property, plant and equipment

When circumstances or events indicate that an item of property, plant and equipment may be impaired, the Group reviews the recoverable amount of that item of property, plant and equipment within the CGU (Cash Generating Unit) to which it belongs.

The recoverable amount is the higher of the fair value less costs to sell and the value in use.

The fair value less costs to sell is the amount that can be obtained from the sale of an asset or a cash-generating unit in an arm's length transaction between knowledgeable and willing parties, minus exit costs. The fair value is calculated on the basis of rent flows received by investors, taking into account recent transactions. The rate of return used varies according to the location and type of asset (Parisian buildings, buildings intended for redevelopment, buildings in progress, etc.).

Value in use is the present value of future cash flows likely to be generated by an asset or a CGU.

An impairment loss is recognised when the recoverable amount of an item of property, plant and equipment is lower than its net carrying amount. Impairment losses recorded on property, plant and equipment may be reversed at a later date, if the recoverable amount exceeds the net carrying amount, up to the limit of the impairment loss initially recognised. The reversal of the impairment loss is allocated pro rata to their net carrying amount.

In addition, the reversal of the impairment loss must not result in the carrying amount of the asset being higher than its original value net of the depreciation that would have been applied in the absence of the impairment. This new recoverable amount (after deduction of any residual value) becomes the new depreciable base for the remaining useful life.

2.6 Goodwill impairment test

Goodwill is tested for impairment, leading to the recognition of a write-down of the net carrying amount to the recoverable amount, which is the higher of fair value less costs to sell and value in use.

The main methods used to implement goodwill impairment tests required by IAS 36 are described below.

Frequency

Impairment tests are carried out at least once a year, during the last quarter preceding the annual closing on the basis of the net assets as at 30 April and whenever there is an indication of impairment.

Cash-Generating Units and groups of CGUs – “definition”

According to the definition in IAS 36 § 6, Cash Generating Units (CGUs) are "the smallest identifiable group of assets whose continuing use generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets".

Therefore, for the Ramsay Santé group, CGUs are generally determined at the level of the healthcare facility (except in specific cases where two or more healthcare facilities are considered to be particularly linked in their cash flows). On the other hand, it is not possible to determine these CGUs at a finer level within the same facility insofar as the main services are not independent of each other in terms of cash flows.

In France, for the purposes of impairment tests, goodwill is tested by grouping the “CGUs” that carry out their activity in the same administrative region under the responsibility of a Regional Health Agency (ARS). These agencies are responsible for:

- regulating the health and medico-social offer;
- ensuring the quality and efficiency of the regional health system;
- defining and implementing a real regional health project.

Consequently, the grouping of “CGUs” at the regional level is justified by:

- the important economic dependencies of our facilities on the ARS. Indeed, all decisions regarding the organisation of care are taken at this level;
- the monitoring of goodwill at RHA level by the Group for internal management purposes. Indeed, our acquisitions are justified at this level and moreover give rise, in most cases, to consolidations and restructurings negotiated with the ARS.

In addition, the Scandinavian countries in which the Group operates (Sweden, Denmark and Norway) are grouped together in a CGU. The three countries pool their administrative and financial management, as well as their procurement, IT and legal services.

Recognition of impairment

An impairment loss is recognised under "Other non-current income and expenses" if the net carrying amount of the asset is greater than its recoverable amount.

In the event of grouping of assets in the form of a CGU, this impairment is allocated first to goodwill and then, where applicable, to the other assets of the CGU in proportion to their carrying amount.

Any impairment of goodwill is irreversible.

Value in use

This value is the present value of the sum of the future cash flows before tax and financial items from the continuing use of an asset or CGU and the cash flows arising on disposal of the asset.

The sales growth assumptions and discount rate reflect management's best estimates.

The discount rate used reflects market players' current assessments of the time value of money and the risks specific to the asset or group of assets.

The asset is valued in its current state, without taking into account the cash flows likely to be generated by performance and capacity investments.

Within the business models, future cash flows used for impairment tests are calculated based on a four-year business plan, then these flows are projected over an additional two-year horizon. The terminal value takes into account a perpetual growth rate of 1.25% for France and 2% for the Nordics, and future cash flows are calculated on the basis of 5-year plans.

Cash-generating units and groups of CGUs

The Group selected thirteen groups of CGUs to test for goodwill: Nouvelle-Aquitaine, Bourgogne-Franche-Comté, Bretagne, Centre-Val de Loire, Hauts-de-France, Normandie, Provence-Alpes-Côte d'Azur, Île-de-France, Auvergne-Rhône-Alpes, Occitanie, Italy, Head office (as at 30 June 2022 and in the same way as for the previous financial year, the future cash flows of the Head office costs are reallocated under the other groupings in proportion to their future cash flows) and Nordics.

2.7 Other non-current financial assets

“Other non-current financial assets” include non-consolidated equity investments and the portion of loans and receivables due in more than one year (including deposits and guarantees paid). These assets are recognised at their fair value.

2.8 Inventories

Inventories consist mainly of pharmaceuticals and medical supplies excluding other implantable medical devices, pharmaceuticals and blood products acquired on behalf of patients, which are presented under "other receivables".

Inventories are valued at the lower of cost and net realisable value.

Inventory movements are valued using the weighted average price method (WAPM).

2.9 Trade and other operating receivables

Trade receivables are measured at fair value.

In accordance with IFRS 9, receivables are impaired using the approach based on actual observed loss rates adjusted for macroeconomic expectations.

Purchases and sales of prostheses made on behalf of patients are recorded in third party financial statements and do not pass through the income statement with the exception of ocular prostheses.

Other receivables also include fees receivable from physicians.

Physician Fee Management

In the standard case, the management of the practitioner's fees is carried out by the clinic by means of a separate accounting system, the clinic's bank account being completely independent of the representative bank account.

In some cases, in application of special conditions resulting from express and direct agreements of the representatives, amounts relating to the management of fees may be integrated into the clinic's accounts.

2.10 Current financial assets

They correspond to the portion of loans and receivables included in other non-current financial assets that are due within one year. They mainly consist of financial current accounts with non-consolidated companies.

2.11 Cash and cash equivalents

The line "cash and cash equivalents" includes cash and cash equivalents as well as immediately available monetary investments that present a negligible risk of change in value. Money market investments are valued at market value at the closing date, with changes in value recorded in the financial profit (loss).

The net cash position consists of:

- cash and cash equivalents;
- bank overdrafts.

2.12 Share capital

The cost of capital transactions directly attributable to the issue of new shares or options is recognised in equity as a deduction from the proceeds of the issue, net of tax.

2.13 Non-controlling interests

This item includes the share in the equity of consolidated companies attributable to minority shareholders of these companies.

2.14 Treasury shares

Treasury shares held by the Group are recognised as a deduction from equity at their acquisition cost. Any gains or losses on the purchase, sale, issue or cancellation of treasury shares are recognised directly in equity without affecting profit (loss).

A share buyback programme led by an investment services provider within the framework of a liquidity agreement was concluded during the financial year in accordance with the French Code of Ethics recognised by the French Financial Markets Authority (Autorité des Marchés Financiers "AMF"). Treasury bearer shares acquired under this contract are recognised in other long-term investments at their acquisition cost.

2.15 Current and non-current” borrowings and financial debt

Financial debts are recognised net of related issue costs which are recognised progressively in financial profit (loss) until maturity using the effective interest rate method.

Where the change in the value of the debt is hedged for interest rate risk, the associated hedging instruments are recorded in the balance sheet at their fair value at the closing date, with the effects of their revaluation recorded in the net borrowing cost for the period.

Net financial debt consists of gross financial debt less financial assets.

Gross financial debt consists of:

- borrowings from credit institutions, including interest incurred;
- lease debt falling within the scope of IFRS 16;
- the fair value of hedging instruments recorded in the balance sheet net of tax;
- current financial debt relating to financial current accounts with minority investors;
- bank overdrafts.

Financial assets consists of:

- the fair value of hedging instruments recorded in the balance sheet net of tax;
- current financial receivables relating to financial current accounts with minority investors;
- cash and cash equivalents, including treasury shares held by the Group (considered as marketable securities);
- financial assets directly related to the loans contracted and recognised in gross financial debt.

The portion of borrowings and financial debt due in less than one year is classified as "current financial debt".

2.16 Pension obligations and other employee benefits

Ramsay Santé participates in employee benefit plans that provide retirement and post-employment benefits to employees, retired employees and eligible dependants. For Ramsay Santé, the majority of commitments are defined-contribution pension plans. Defined benefit plans may be financed by investments in various instruments, such as insurance contracts or equity securities and bonds. Contributions to defined-contribution pension plans are expensed in the income statement.

Provision for retirement benefits

Obligations for retirement bonuses are provided for in the balance sheet. They are determined using the prospective actuarial method (projected unit credit method) on the basis of valuations made at each closing date. Actuarial assumptions include assumptions about salary increases, inflation, life expectancy and workforce turnover.

When this commitment is covered, in part or in full, by funds paid by Group companies to financial institutions, the amount of these dedicated investments is deducted in the balance sheet from the actuarial commitment as well as the past service cost.

The past service cost corresponds to the benefits granted either when the Company adopts a new defined benefit plan, or when it modifies the level of benefits of an existing plan. Where the new benefits are vested on adoption of the new plan, the past service cost is recognised in profit (loss).

The expense recognised in operating profit comprises current service cost and amortisation of past service cost. The discounting costs and the expected return on assets are recognised in other finance income and expenses.

Actuarial gains and losses for post-employment defined benefit plans are recognised in equity.

2.17 Current and non-current" provisions

Provisions are liabilities whose timing or amounts cannot be precisely determined. They are valued on the basis of their discounted amount, corresponding to the best estimate of the consumption of resources required to settle the obligation.

"Current" provisions

Current provisions correspond to provisions directly related to the operating cycle.

They are mainly made up of provisions for labour law risks and other risks related to operations.

"Non-current" provisions

Non-current provisions correspond to provisions not directly linked to the operating cycle, or whose maturity is generally more than one year. They include provisions for restructuring, provisions for onerous contracts and provisions for litigation.

Provisions for restructuring include the cost of business combination operations.

A business combination is considered to be completed at the closing date, and its expected effects are reflected in the annual financial statements, if the following three criteria are met:

- the Group's Board of Directors has expressly authorised the business combination and agreed on a formalised restructuring plan;
- the main features of the plan have been announced;
- the administrative authorisation for the business combination has been obtained.

In the case of transactions meeting the criteria set out above, the main effects reflected in the financial statements, where they can be reasonably estimated, are as follows:

- impairment of the net carrying amount (NCA) of items that are not recoverable, or whose recoverable amount is less than their NCA at the time of the transaction;
- provisioning for the costs of terminating doctors' contracts ;
- provisioning for costs related to employee benefit plans; and
- provisioning for the costs of breaking significant contracts (leases, subcontracting, maintenance, etc.) extending beyond the date of completion of the transaction, or for fees remaining to be paid if it is impossible to break the contracts concerned.

Operating losses related to restructuring operations resulting in the temporary (partial or total) closure of the latter are not subject to the recognition of a provision. They are recorded during the period in which the closure occurs.

In the event of the planned definitive closure of a facility, and when this project is not subject to conditions precedent linked to a plan to merge facilities, the principle of this closure is considered definitive at the closing date when it has been expressly decided by the Group's Board of Directors and announced. The effects of this closure are then reflected in the financial statements for the period in question. The main effects reflected in the financial statements are identical to those described for business combination transactions, provided that they can be reasonably estimated.

Some contracts whose terms are significantly out of line with the market are considered onerous or loss-making contracts. A provision is made for the difference between the current onerous contract and the same contract at market conditions over the remaining term of the contract.

2.18 Revenue

Ramsay Santé's revenue in **France** is mainly generated by the reimbursement by the French social security system and by supplementary private insurance companies, on the basis of tariffs set each year by the public authorities, of the care and services provided by the Group and, to a lesser extent, by the payment by patients or by supplementary private insurance companies of services related to care, such as, in particular, single room accommodation. The balance of the Group's revenue comes mainly from fees paid by practitioners for general, administrative and rental services provided by the Group's facilities, such as billing of procedures, collection of their fees from the Social Security, insurance companies and patients.

Revenue is mainly composed of services. It is recognised in the income statement when the service is rendered.

The services provided in **Sweden** are mainly financed by public expenditure, with the bulk of the patient's out-of-pocket expenses being for drugs. Supplementary health insurance is still very rare. Healthcare facilities in Sweden are remunerated according to their profile: fee-for-service or a global allocation system or a capitation approach.

Healthcare provided by Capio **Norway** is mainly financed by the private sector, through insurance companies, businesses or individual patients.

In **Denmark**, medical care is financed almost entirely by private insurance companies, associations and patients financing their own care.

The Capio group's income in Scandinavia thus falls into two categories: fees, where the price is set according to the treatment provided; and flat-rate payments, where a fixed amount is determined for each patient affiliated with a primary care centre (capitation payment), regardless of the treatments requested and provided.

Consolidated revenue represents the cumulative amount of services provided above by consolidated subsidiaries after elimination of intragroup transactions.

As at 30 June 2022, income from care activities billed to the French social security system represented 91.1% of the Group’s revenue, while proceeds from hotel servic.s, paid for by complementary private insurance companies and patients, represented 4.4% of the Group’s revenue. The balance of the Group's revenue (approximately 4.5% as at 30 June 2022) comes mainly from fees paid by practitioners for general or administrative services provided by the Group's facilities, such as the billing of procedures and the collection of their fees from the Social Security system, insurance companies and patients.

2.19 EBITDA and other non-current income and expenses

EBITDA corresponds to current operating profit before depreciation and amortisation (charges and provisions in the income statement are grouped according to their nature).

The “Other non-current income and expenses” item includes:

- restructuring costs (charges and provisions) (see section 2.17);
- gains or losses on disposal or significant and unusual impairment of non-current assets, both property, plant and equipment and intangible assets; and
- other operating income and expenses such as a provision for major litigation.

2.20 Income tax (current and deferred taxes)

The tax expense for the year includes current tax expense and deferred tax expense. It includes the amount recognised in France for the Value Added Tax (CVAE) insofar as the Group considers that the latter meets the definition of an income tax as given by IAS 12 - Income Taxes.

Deferred tax is calculated and recognised using the balance sheet method on all temporary differences between the carrying amount of assets and liabilities in the consolidated balance sheet and their tax value. The following items do not give rise to the recognition of deferred tax: (i) the recognition of goodwill; (ii) the initial recognition of an asset or liability of a transaction that is not a business combination and that affects neither accounting nor taxable profit. Deferred tax assets on tax loss carryforwards are recognised according to their probability of use in the future.

Deferred taxes are valued on the basis of the tax rates adopted at the closing date.

The carrying amount of deferred tax assets is reviewed at the end of each financial year and, if necessary, revalued to take account of the prospects of realising a taxable profit available to use these deferred tax assets. If the Group's future tax results were to differ materially from those anticipated, the Group would be required to increase or decrease the carrying amount of deferred tax assets, which could have a material effect on the balance sheet and profit (loss).

Deferred tax assets and liabilities are offset, particularly in the case of tax consolidations, when there is a legally enforceable right to offset tax assets and liabilities and the assets and liabilities relate to the same entity or to different entities that intend either to settle current tax assets and liabilities on a net basis or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

2.21 Derivative financial instruments “assets and liabilities”

To hedge its exposure to market “interest rate” risk, the Group uses derivative instruments, qualified as cash flow hedges (interest rate swaps paying fixed rates).

The hedging instrument is recognised in the balance sheet at its market value. The portion of the gain or loss on the hedging instrument that is determined to be an effective hedge is recognised in equity, while the ineffective portion of the hedge is recognised in the financial profit (loss).

They are presented under “Other financial assets and non-current liabilities”.

2.22 Net earnings per share

Net earnings per share

Net earnings per share are calculated by dividing the net profit attributable to owners of the parent by the weighted average number of shares outstanding during the year, after deducting the number of treasury shares, i.e. 110,369,389 shares (see note 5.5).

Diluted net earnings per share

No instrument giving deferred access to the capital of Ramsay Santé is in place. Consequently, there is no dilutive effect on profit (loss).

2.23 Assets held for sale

A fixed asset or a group of assets and liabilities is held for sale when its carrying amount will be recovered mainly through a sale and not through continuing use. For this to be the case, the asset must be available for immediate sale and its sale must be highly probable. These assets or groups of related assets and liabilities are classified as “assets held for sale” and “liabilities related to assets held for sale” in the balance sheet. These assets or groups of assets are recognised at the lower of their carrying amount or estimated sale price, net of disposal costs.

The income and expenses of an entity in the process of being sold are included in the consolidated financial statements until the date on which the parent company ceases to have control. This presentation concerns assets that do not meet the definition of a discontinued operation.

As of 30 June 2022, there are no assets held for sale.

2.24 Share-based payments

No share-based payments are implemented for the Ramsay Santé group.

2.25 Investment subsidies

The Ramsay Santé group receives public investment subsidies.

They are recognised as a deduction from the carrying amount of the assets they were used to finance and follow the same depreciation schedule.

2

Note 3 Changes in the scope of consolidation

A list of the main subsidiaries included in the scope of consolidation at 30 June 2022 can be found in note 10.

3.1 Main changes in the scope of consolidation

The number of entities consolidated in the scope of consolidation has changed as follows:

Consolidation method	30/06/2021	Acquisitions Creations	Change of method	Disposals / Mergers / Liquidations	30/06/2022
Global	349	72	-	(13)	408
Equity method	2	-	-	(1)	1
TOTAL	**351**	**72**	**-**	**(14)**	**409**

3.1.1 Acquisitions

During the 2021-2022 financial year, the Group acquired / created the following entities:

ACQUISITION

- Capio Stockholms Ögonklinik Holding AB (Acquisition 31 August 2021);
- Capio Stockholms Ögonklinik AB (Acquisition 31 August 2021);
- Capio Valhallas Ögonklinik AB (Acquisition 31 August 2021);
- Capio Ögonspecialisterna i Stockholm AB (Acquisition 31 August 2021);
- Capio Ögonspecialisterna i Stockholm KB (Acquisition 31 August 2021);
- Spiren Fertilitetsklinikk AS (Acquisition 1 November 2021);
- WeCare Holding ApS (Acquisition 1 November 2021);
- Alles Lægehus A/S (Acquisition 1 November 2021);
- Vikteam A/S (Acquisition 1 November 2021);
- Riddarfjärden AB (Acquisition 26 January 2022);
- Riddarfjärden KB (Acquisition 26 January 2022);
- GHP Specialty Care AB (publ) (Acquisition 1 May 2022);
- GHP Swe AB (Acquisition 1 May 2022);
- GHP Förvaltning AB (Acquisition 1 May 2022);
- Stockholm Spine Nya Holding AB (Acquisition 1 May 2022);
- Bariatric Center Swe holding AB (Acquisition 1 May 2022);
- GHP Hud Holding AB (Acquisition 1 May 2022);
- GHP Urologi Holding AB (Acquisition 1 May 2022);
- GHP Idrottscentrum AB (Acquisition 1 May 2022);
- GHP Arytmi Center Stockholm AB (Acquisition 1 May 2022);
- GHP Ortho Center Göteborg AB (Acquisition 1 May 2022);
- GHP Neuro Center Göteborg AB (Acquisition 1 May 2022);
- GHP Gastro Center Göteborg AB (Acquisition 1 May 2022);
- GHP Medicinskt Centrum Göteborg AB (Acquisition 1 May 2022);
- GHP Spine Center Göteborg AB (Acquisition 1 May 2022);
- GHP International AB (Acquisition 1 May 2022);
- Bariatric and Diabetes Center Ajman AB (Acquisition 1 May 2022);
- GHP Gastro Center Skåne AB (Acquisition 1 May 2022);
- GHP Orthocenter Skåne AB (Acquisition 1 May 2022);
- GHP Hud Malmö AB (Acquisition 1 May 2022);
- GHP Specialisttandläkarna Tandteknik AB (Acquisition 1 May 2022);
- GHP Specialisttandläkarna Nacka KB (Acquisition 1 May 2022);
- GHP Specialisttandläkarna AB (Acquisition 1 May 2022);
- GHP Specialisttandläkarna Norrköping AB (Acquisition 1 May 2022);
- GHP Vård och hälsa AB (Acquisition 1 May 2022);
- GHP Stockholm Spine Center AB (Acquisition 1 May 2022);
- GHP OrthoCenter Stockholm AB (Acquisition 1 May 2022);
- GHP Ortocenter Storängsbotten AB (Acquisition 1 May 2022);
- GHP Totalvård KB (Acquisition 1 May 2022);
- GHP Urologcentrum AB (Acquisition 1 May 2022);
- GHP Hudcentrum Hagastaden AB (Acquisition 1 May 2022);
- GHP Hudcentrum Hagastaden FM AB (Acquisition 1 May 2022);
- GHP Hudkliniken vid Sophiahemmet AB (Acquisition 1 May 2022);
- GHP Hudkliniken Estetik vid Sophiahemmet AB (Acquisition 1 May 2022);
- Privata Hudkliniken vid Sophiahemmet 2 AB (Acquisition 1 May 2022);

- GHP Hudmottagningen vid Sophiahemmet HB (Acquisition 1 May 2022);
- GHP Kirurgkliniken Stockholm AB (Acquisition 1 May 2022);
- GHP Stockholm Gastro Center AB (Acquisition 1 May 2022);
- GHP Specialisttandläkarna Stockholm AB (Acquisition 1 May 2022);
- GHP Urokirurgiskt Centrum Stockholm AB (Acquisition 1 May 2022);
- GHP Medicinskt Centrum AB (Acquisition 1 May 2022);
- GHP Spine Center Rehab Göteborg AB (Acquisition 1 May 2022);
- GHP Specialer ApS (Acquisition 1 May 2022);
- GHP Danmark ApS (Acquisition 1 May 2022);
- GHP Gildhöj Privathospital ApS (Acquisition 1 May 2022);
- Capio Invest och Förvaltning AB (Acquisition 1 May 2022);
- GHP Middle East LLC (Acquisition 1 May 2022);
- PR Vård Hemsjukvård AB (Acquisition 16 May 2022);
- PR Vård Mottagning AB (Acquisition 16 May 2022);
- Sports Medicine Umeå AB (Acquisition 16 March 2022);
- Forusakutten AS (Acquisition 20 May 2022);
- Alva Barnklinik AB (Acquisition 31 May 2022).

CREATIONS

- Scanner IRM Villeneuve Saint-Georges (created on 17 October 2020);
- SCI du 5 rue Jean Moulin (created on 29 June 2021);
- Ramsay Services (created on 26 July 2021);
- IRM - CCBB Clinique Marcel Sembat (created on 30 October 2018);
- IRM Martinet (created on 22 December 2021);
- Centre d'Imagerie Médicale du Bourget (created on 6 January 2022);
- SAS Imagerie en coupe Jouvenet Cortambert (created on 14 January 2022);
- Centre d'Imagerie du Plateau Bezons (created on 24 January 2022);
- SAS Imagerie Médicale du Landy (created on 21 January 2022);
- Centre d'Imagerie Médicale Lambert (created on 13 January 2022).

The impact of acquisitions within the scope of IFRS 3 revised on the consolidated balance sheet is as follows:

Balance sheet *(in millions of euros)* at 30/06/2022	**Carrying amount**
Intangible assets	23.9
Property, plant and equipment	11.9
Other non-current financial assets	30.8
Deferred tax assets	4.1
Total non-current assets	**70.7**
Receivables, inventories and other current assets	14.1
Other current non-cash financial assets	-
Cash	30.3
Total current assets	**44.4**
Financial debt	71.4
Provisions and other non-current liabilities	15.3
Deferred tax liabilities	5.0
Total non-current liabilities	**91.7**
Current financial debt and derivatives	0.8
Other current liabilities	35.9
Total current liabilities	**36.7**
Goodwill	**320.7**

As these acquisitions were made less than a year ago and as the valuation work is still in progress, the goodwill recognised remains provisional at 30 June 2022.

Revenue and profit before tax from acquisitions for the year are as follows:

(in millions of euros)	Revenue	Profit before tax
Acquisitions in the Nordics scope	70.0	5.1

3.1.2 Disposals / Mergers - Liquidations

During the 2020-2022 financial year, the Group sold, merged and liquidated the following entities:

DISPOSAL

- Hemstyrkan i Stockholm AB.

MERGERS

- EURL Step Office;
- SARL JMB Financière (absorbed on 1 July 2021 by STEP);
- Ambulances d'Assistance (merged with Rhône Assistance on 1 July 2021) ;
- Ambulance Saint-Michel, Ambulances Beaujolaises, Ambulance Omega, Val de Saône Ambulances, Ambulance Girod, Rhône Assistance (merged into Etablissement Bancillon on 1 July 2021);
- Nimi AS (merged with Volvat Medisinske Senter AS on 31 January 2022);
- Capio Centrum för Titthålskirurgi AB (merged with Capio Specialistcenter AB from 30 April 2022).

LIQUIDATIONS

- Gie Hospidomi Le Havre (liquidation on 30 November 2021);
- Chile (ME).

3.2 Impact of changes in the scope of consolidation on the consolidated statement of cash flows

Cash flow *(in millions of euros)*		Impact of acquisitions	Impact of deconsolidation
Purchase price of subsidiaries (A)		327.7	-
Of which disbursed (B)		(327.7)	-
Debt contracted (C) = (A) + (B)		-	-
Cash inflow (D)		30.3	-
Treasury shares (E)		-	-
Impact of consolidation (F) = (D) + (E) + (B)	**SCF**	**(297.4)**	**-**
Net financial debt of new additions, non-cash (G)		(43.2)	-
Impact of consolidation on financial debt (H) = (G) + (F)		**(340.6)**	**-**
Sale price of subsidiaries (a)		-	1.0
Of which cashed (b)		-	1.0
Receivables recorded (c) = (a) - (b)		-	
Cash outflow (d)		-	
Impact of deconsolidation (e) = (b) + (d)	**SCF**	**-**	**1.0**
Net financial debt of exiting entities, non-cash (f)		-	-
Impact of deconsolidation on financial debt (g) = (e) + (f)		**-**	**1.0**
Impact of consolidation/deconsolidation - (G) - (f)	**SCF**	**-**	**43.2**
Reclassification of ALS as a reduction to net debt		-	(43.2)
Impact of exchange rate fluctuations		-	(26.2)
Miscellaneous		-	(2.6)
IMPACT OF CONSOLIDATION/DECONSOLIDATION AND MISCELLANEOUS	**SCF**	**-**	**(28.8)**

Note 4 Segment and geographical information

At 30 June 2022, the Group's business activity was structured around 13 operating segments:

- Nouvelle-Aquitaine, Bourgogne-Franche-Comté, Bretagne, Centre-Val de Loire, Hauts-de-France, Normandie, Provence-Alpes-Côte d'Azur, Île-de-France, Auvergne-Rhône-Alpes, Occitanie, Italy, Nordics and Head office.

The Board of Directors assesses the performance of these operating segments and allocates the resources necessary for their development based on certain operating performance indicators (EBITDA, ROCE) and operating cash flows (WCR, Capex).

The Ramsay Santé group presents information on six geographical areas (France, Italy, Sweden, Norway, Denmark and Germany).

4.1 Consolidated income statements and balance sheet by operating segment

4.1.1 Segment results

CONSOLIDATED INCOME STATEMENT AT 30 JUNE 2022

(in millions of euros)	Île-de-France	Auvergne-Rhône-Alpes	Hauts-de-France	Occitanie	PACA	Bourgogne-Franche-Comté	Other Regions n(1)	Italy	Nordics	TOTAL
REVENUE	**1,058.1**	**579.6**	**393.4**	**271.6**	**169.0**	**133.6**	**374.2**	**24.1**	**1,297.4**	**4,301.0**
Operating expenses excluding depreciation and amortisation	(872.5)	(515.2)	(329.3)	(244.6)	(137.4)	(111.3)	(247.5)	(21.5)	(1,163.4)	(3,642.7)
EBITDA	**185.6**	**64.4**	**64.1**	**27.0**	**31.6**	**22.3**	**126.7**	**2.6**	**134.0**	**658.3**
Depreciation and amortisation	(103.5)	(46.6)	(40.8)	(21.0)	(20.9)	(9.5)	(45.1)	(0.8)	(89.0)	(377.2)
Current operating profit	**82.1**	**17.8**	**23.3**	**6.0**	**10.7**	**12.8**	**81.6**	**1.8**	**45.0**	**281.1**
Other non-current income and expenses (2)	(1.7)	8.0	4.4	(0.1)	(0.2)	0.3	(2.5)	-	2.0	10.2
Operating profit	**80.4**	**25.8**	**27.7**	**5.9**	**10.5**	**13.1**	**79.1**	**1.8**	**47.0**	**291.3**
Net borrowing cost	-	-	-	-	-	-	-	-	-	**(123.5)**
Other finance income and expenses	-	-	-	-	-	-	-	-	-	**17.4**
Income tax (unallocated)	-	-	-	-	-	-	-	-	-	(57.3)
Results from equity affiliates	-	-	-	-	-	-	-	-	-	(0.1)
NET PROFIT	-	-	-	-	-	-	-	-	-	**127.8**
Of which Net profit attributable to owners of the parent	-	-	-	-	-	-	-	-	-	*118.4*
Of which Non-controlling interests	-	-	-	-	-	-	-	-	-	*9.4*

(1) "Other regions" includes five sectors (Nouvelle-Aquitaine, Bretagne, Centre-Val de Loire, Normandie and Head office).

CONSOLIDATED INCOME STATEMENT AT 30 JUNE 2021

(in millions of euros)	Île-de-France	Auvergne-Rhône-Alpes	Hauts-de-France	Occitanie	PACA	Bourgogne-Franche-Comté	Other Regions [1]	Italy	Nordics	TOTAL
REVENUE	**1,000.8**	**546.3**	**380.6**	**262.5**	**161.3**	**134.3**	**356.7**	**24.7**	**1,155.4**	**4,022.6**
Operating expenses excluding depreciation and amortisation	(831.4)	(463.3)	(314.2)	(234.5)	(129.1)	(110.1)	(242.4)	(23.0)	(1,030.8)	(3,378.8)
EBITDA	**169.4**	**83.0**	**66.4**	**28.0**	**32.2**	**24.2**	**114.3**	**1.7**	**124.6**	**643.8**
Depreciation and amortisation	(101.6)	(46.1)	(38.5)	(19.9)	(20.2)	(10.5)	(46.1)	(0.8)	(88.1)	(371.8)
current operating profit	**67.8**	**36.9**	**27.9**	**8.1**	**12.0**	**13.7**	**68.2**	**0.9**	**36.5**	**272.0**
Other non-recurring income and expenses	(11.8)	(2.9)	0.1	1.0	1.0	(39.6)	38.2	-	(7.4)	(21.4)
Operating profit	**56.0**	**34.0**	**28.0**	**9.1**	**13.0**	**(25.9)**	**106.4**	**0.9**	**29.1**	**250.6**
Net borrowing cost	-	-	-	-	-	-	-	-	-	**(123.2)**
Other finance income and expenses	-	-	-	-	-	-	-	-	-	**(24.1)**
Income tax (unallocated)	-	-	-	-	-	-	-	-	-	(29.5)
NET PROFIT	-	-	-	-	-	-	-	-	-	**73.8**
Of which Net profit attributable to owners of the parent	-	-	-	-	-	-	-	-	-	*65.0*
Of which Non-controlling interests	-	-	-	-	-	-	-	-	-	*8.8*

(1) "Other regions" includes five sectors (Nouvelle-Aquitaine, Bretagne, Centre-Val de Loire, Normandie and Head office).

(2) In the context of the disposals, the sale prices were in some cases recorded in the holding companies and consequently the accounting impact is found in the "other regions" segment, which includes the Head office, whereas the net situation of the entities sold impacted another segment, which is the case for the disposal of Saint-Vincent/Saint-Pierre (Bourgogne-Franche-Comté segment).

4.1.2 Segment balance sheets

CONSOLIDATED BALANCE SHEET AT 30 JUNE 2022

(in millions of euros)	Île-de-France	Auvergne-Rhône-Alpes	Hauts-de-France	Occitanie	PACA	Bourgogne-Franche-Comté	Other Regions (5)	Italy	Nordics	TOTAL
Non-current sector assets (1)	1,525.5	604.8	505.8	283.2	169.0	164.2	506.1	5.8	1,553.4	5,317.8
Current sector assets (2)	241.1	145.3	113.9	59.4	68.5	38.9	246.2	12.9	181.1	1,107.3
Non-sector assets	-	-	-	-	-	-	-	-	-	362.8
TOTAL ASSETS	-	-	-	-	-	-	-	-	-	**6,787.9**
Non-current sector liabilities (3)	569.6	370.6	248.8	242.6	100.9	69.4	374.8	0.5	221.3	2,198.4
Current sector liabilities (4)	346.9	195.3	155.2	83.3	65.9	42.2	215.7	9.2	310.1	1,423.9
Non-sector liabilities	-	-	-	-	-	-	-	-	-	3,165.6
TOTAL LIABILITIES	-	-	-	-	-	-	-	-	-	**6,787.9**

(1) Non-current sector assets are the sum of goodwill, intangible assets, property, plant and equipment and rights of use.

(2) Current sector assets are the sum of inventories, trade receivables and other current assets.

(3) Non-current sector liabilities are the sum of non-current lease liabilities, provisions for retirement and other employee benefits and non-current provisions.

(4) Current sector liabilities are the sum of current provisions, trade payables, other current liabilities and current lease liabilities.

(5) "Other regions" includes five sectors (Nouvelle-Aquitaine, Bretagne, Centre-Val de Loire, Normandie and Head office).

CONSOLIDATED BALANCE SHEET AT 30 JUNE 2021

(in millions of euros)	Île-de-France	Auvergne-Rhône-Alpes	Hauts de France	Occitanie	PACA	Bourgogne-Franche-Comté	Other Regions (5)	Italy	Nordics	TOTAL
Non-current sector assets (1)	1,503.1	623.4	513.1	300.9	178.8	169.6	518.2	5.8	1,188.7	5,001.6
Current sector assets (2)	160.1	111.4	68.5	36.5	40.8	24.6	240.4	10.3	148.5	841.1
Non-sector assets	-	-	-	-	-	-	-	-	-	839.0
TOTAL ASSETS	-	-	-	-	-	-	-	-	-	**6,681.7**
Non-current sector liabilities (3)	550.2	408.4	255.3	252.8	107.9	74.5	391.4	1.4	232.8	2,274.7
Current sector liabilities (4)	374.5	249.7	143.0	97.7	80.4	42.8	223.9	7.0	276.8	1,495.8
Non-sector liabilities	-	-	-	-	-	-	-	-	-	2,911.2
TOTAL LIABILITIES	-	-	-	-	-	-	-	-	-	**6,681.7**

(1) Non-current sector assets are the sum of goodwill, intangible assets, property, plant and equipment and rights of use.

(2) Current sector assets are the sum of inventories, trade receivables and other current assets.

(3) Non-current sector liabilities are the sum of non-current lease liabilities, provisions for retirement and other employee benefits and non-current provisions.

(4) Current sector liabilities are the sum of current provisions, trade payables, other current liabilities and current lease liabilities.

(5) "Other regions" includes five sectors (Nouvelle-Aquitaine, Bretagne, Centre-Val de Loire, Normandie and Head office).

4.2 Information on geographical areas

Revenue *(in millions of euros)*	from 1 July 2021 to 30 June 2022	%	from 1 July 2020 to 30 June 2021	%
France	2,979.4	69.3%	2,842.5	70.7%
Sweden	1,080.6	25.1%	964.3	24.0%
Norway	127.0	3.0%	98.4	2.4%
Denmark	89.8	2.1%	56.9	1.4%
Germany	0.0	0.0%	35.8	0.9%
Italy	24.1	0.6%	24.7	0.6%
TOTAL	**4,301.0**	**100%**	**4,022.6**	**100%**

Revenue, by geographical area, includes all activities for the year, including those sold during the year.

Note 5 Notes to the main income statement items

5.1 Operating profit

5.1.1 Employee benefits

(in millions of euros)		from 1 July 2021 to 30 June 2022	from 1 July 2020 to 30 June 2021
Wages and salaries		(1,633.0)	(1,560.0)
Social security contributions		(547.9)	(513.6)
Retirement bonuses		(4.5)	3.4
Incentives		(7.5)	(7.6)
Profit-sharing		(11.9)	(13.5)
Interim		(24.9)	(14.9)
Others		(14.4)	(9.5)
TOTAL	**CSOCI**	**(2,244.1)**	**(2,115.7)**

5.1.2 Other operating income and expenses

(in millions of euros)		from 1 July 2021 to 30 June 2022	from 1 July 2020 to 30 June 2021
Other operating expenses		(632.1)	(579.8)
Other operating income		338.5	353.0
TOTAL	**CSOCI**	**(293.6)**	**(226.8)**

At 30 June 2022, other operating expenses are mainly composed of hotel subcontracting costs (catering, linen, cleaning, etc.), maintenance expenses, general services, upkeep, fees and insurance.

In application of the position taken by the IFRIC in March 2021, the costs of configuration and customisation of SaaS software incurred during the year are recognised in the line "Other operating expenses" for an amount of EUR 3.7 million net of tax.

At 30 June 2022, other operating income includes EUR 99.1 million related to the financing guarantee, EUR 111.7 million related to the financing of additional Covid costs, including EUR 21.9 million for the "Nordic" countries and EUR 24.6 million related to the financing of the Ségur de la Santé as explained in note 1.1 "Health crisis linked to the Covid-19 pandemic".

5.1.3 Rents

(in millions of euros)		from 1 July 2021 to 30 June 2022	from 1 July 2020 to 30 June 2021
Property rentals (operating leases)		(51.8)	(50.6)
Equipment rentals (operating leases)		(32.8)	(35.3)
TOTAL	**CSOCI**	**(84.6)**	**(85.9)**

The balance of the amount remaining in rents at 30 June 2022 is explained as follows:

(in millions of euros)		from 1 July 2021 to 30 June 2022	from 1 July 2020 to 30 June 2021
VAT on contracts		(19.5)	(19.3)
Real estate and other taxes on contracts		(30.6)	(29.2)
Contracts of less than one year		(6.3)	(4.5)
Contracts with a low unit value		(28.2)	(32.9)
TOTAL	**CSOCI**	**(84.6)**	**(85.9)**

5.1.4 OTHER NON-current income and expenses

(in millions of euros)	Note	from 1 July 2021 to 30 June 2022	from 1 July 2020 to 30 June 2021
Restructuring expenses		(8.6)	(14.0)
Changes in provisions		12.6	7.3
of which disposal Germany		*17.0*	-
Other expenses / income		3.3	(3.9)
Total net non-current costs		**7.3**	**(10.6)**
Remeasurement of former IDS shares in Chatenay Leclerc to fair value (22.2%)		-	3.5
Disposal Germany		-	0.8
Disposal Saint Vincent - Immobilière Saint Vincent		-	2.4
Disposal Tonkin		8.3	-
Disposal Other fixed assets		(1.2)	-
Scrapping of property, plant and equipment related to an abandoned project		-	(2,6)
Acquisition costs		(3.8)	(0.7)
Other gains or losses on disposals		0.4	(0.8)
Impairment of assets (facilities)		(0.8)	(13.4)
Total Profit from the management of property and financial assets		**2.9**	**(10.8)**
TOTAL	**CSOCI**	**10.2**	**(21.4)**
Impact Statement of cash flows (other non-current income & expenses paid)	SCF	(10.6)	(36.4)
Impact Statement of cash flows (disposals of subsidiaries)	SCF	1.0 (1)	65.5 (1)

(1) See section 3.2.

The amount of other non-current income and expenses for the period from 1 July 2021 to 30 June 2022 represents net income of EUR 10.2 million, consisting mainly of the reversal of the provision following the disposal of Germany (+ EUR 17.0 million).

The net non-current costs are analysed as follows:

	Note	from 1 July 2021 to 30 June 2022	from 1 July 2020 to 30 June 2021
Impact of groupings		(6.7)	(1.2)
Ange gardien fire insurance reimbursement		2.0	-
Project fees		(0.1)	(3.5)
Litigation gain on rents		5.3	-
Purchase price adjustment		(1.8)	-
HPJM provision: Radiologist fees		(3.0)	-
Miscellaneous provisions		(1.2)	(5.6)
Reversals of provisions Germany		17.0	-
Other costs		(4.2)	(0.3)
TOTAL NET NON-CURRENT COSTS		**7.3**	**(10.6)**

5.2 Net borrowing cost

(in millions of euros)	Note	from 1 July 2021 to 30 June 2022	from 1 July 2020 to 30 June 2021
Income from interest generated by cash and cash equivalents		0.6	0.8
Sub-total income from cash and cash equivalents			**0.8**
Interest on bank borrowings and other financial debt		(42.3)	(50.2)
Expenses on interest rate hedges		(9.5)	(2.7)
Sub-total gross borrowing cost		**(51.8)**	**(52.9)**
Interest on property financed under finance leases		(3.0)	(3.5)
Interest on equipment financed under operating leases		(69.3)	(67.6)
Sub-total financial interest related to lease debt		**(72.3)**	**(71.1)**
TOTAL NET BORROWING COST	**SCF / CSOCI**	**(123.5)**	**(123.2)**

The average interest rate on gross financial debt is approximately 2.83% at 30 June 2022.

As at 30 June 2022, the Group no longer has a maintenance covenant.

5.3 Other finance income and expenses

(in millions of euros)	Note	from 1 July 2021 to 30 June 2022	from 1 July 2020 to 30 June 2021
Dividends	SCF	0.6	0.6
Capitalised borrowing costs		-	-
Change in fair value of financial instruments recognised under OCI (2)		22.5	-
Other finance income		-	-
Sub-total other finance income		**23.1**	**0.6**
Write-off Issuance costs of old debt (1)		-	(11.4)
Discounting costs		(1.2)	(1.3)
Change in fair value of financial instruments recognised under OCI		-	(7.1)
Other finance expenses		(4.5)	(4.9)
Sub-total other finance expenses		**(5.7)**	**(24.7)**
TOTAL OTHER FINANCE INCOME & EXPENSES	**CSOCI**	**17.4**	**(24.1)**

(1) Following the refinancing of the senior debt concluded on 22/04/2021 (see section 6.9.2 "Senior debt"), the capitalised costs relating to the pre-existing senior debt were written off at their value on 22/04/21, i.e. EUR (11.4) million.

(2) This amount includes the change in fair value from 01/07/2021 to 30/06/2022 of financial instruments for EUR 30.3 million and the reversal in the income statement for EUR (7.8) million of the value of hedging instruments that have become ineffective and were historically included in equity.

5.4 Income tax

5.4.1 Tax expense for the year

BREAKDOWN OF INCOME TAX

(in millions of euros)	Note	from 1 July 2021 to 30 June 2022	from 1 July 2020 to 30 June 2021
Tax expense payable in the period (standard rate)		(33.0)	(21.9)
CVAE		(16.5)	(17.1)
Adjustment for current tax from prior periods		(2.3)	-
Tax credits and other		0.3	0.5
Use of tax loss carryforwards		-	(4.0)
Current taxes		**(51.5)**	**(42.5)**
Deferred taxes	5.4.4	(5.7)	13.0
Income tax	**CSOCI**	**(57.3)**	**(29.5)**

As of 30 June 2022, Ramsay Générale de Santé SA is the head of a tax consolidation group under French law comprising 190 members (including the parent company). The member company shall pay to the parent company, as a contribution to the payment of the Group's corporation tax as well as any additional contribution to corporation tax, regardless of the effective amount of said taxes, a sum equal to that which would have been charged to its income or long-term capital gain for the financial year if it had been taxed separately, less the imputation duties that the Member Company would have benefited from in the absence of consolidation.

5.4.2 Reconciliation between the theoretical and effective tax rate

The theoretical tax for the financial years ended 30 June 2021 and 30 June 2022 restated in accordance with IFRS is calculated on the basis of the consolidated profit before tax to which the tax rate in force in France is applied. For the financial year ended 30 June 2022, it corresponds to a theoretical net tax expense of EUR (55.5) million, which is close to the net tax expense actually recognised of EUR (57.3) million.

	from 1 July 2021 to 30 June 2022		from 1 July 2020 to 30 June 2021	
	In value	In rate	In value	In rate
Standard tax rate	(55.5)	30.0%	(33.1)	32.02%
Impact of tax rates different from the standard rate	8.6	(4.6)%	(5.6)	5.4%
Deferred tax assets on non-capitalised tax loss carryforwards	(7.8)	4.2%	9.0	(8.7)%
Unrecorded deferred tax asset on tax loss for the year	5.8	(3.2)%	-	-
Tax credits	2.3	(1.2)%	3.3	(3.2)%
CVAE	(12.1)	6.5%	(11.2)	10.8%
Non-taxable items	7.0	(3.8)%	3.6	(3.5)%
Permanent differences	(0.6)	(0.4)%	(1.6)	1.5%
Others	(4.9)	2.7%	6.1	(5.9)%
Tax and effective tax rate of the Group	**(57.3)**	**30.9%**	**(29.5)**	**28.5%**

The amount of tax not based on income corresponding to the CVAE amounts to EUR (12.1) million.

5.4.3 Current tax assets and liabilities

(in millions of euros)	Note	30 June 2021	Changes related to business activity	Other changes	30 June 2022
Current tax asset (I)	BS	7.6	(4.5)	1.6	4.7
Current tax liability (II)	BS	16.6	5.5	(2.9)	19.2
Change in current tax assets and liabilities (III) = (I) - (II)		**(9.0)**	**(10.0)**	**4.5**	**14.5**
Income tax paid during the year =	**SCF**	**(21.2)**			**(41.7)**

Tax assets are advance tax payments that have not been offset against tax payable.

Tax liabilities correspond to income tax still to be paid.

5.4.4 Deferred tax assets and liabilities

Analysis of deferred tax assets and liabilities for each category of temporary differences and tax losses.

NET DEFERRED TAXES

(in millions of euros)	30 June 2021	Res. tax	Other changes	30 June 2022
Provisions for retirement	33.2	1.0	(0.6)	33.6
Rental	6.7	2.0	(0.1)	8.6
Valuation differences	(20.9)	(0.9)	-	(21.8)
Difference between tax / accounting depreciation periods	(11.9)	0.7	(0.1)	(11.3)
Activation of deficits for the year	-		-	-
Fair value of financial instruments	5.1	(5.8)	(2.0)	(2.7)
Miscellaneous provisions (recognised as part of PPA)	23.1	27.8	(15.5)	35.4
Others	38.9	(29.3)	(5.7)	3.9
TOTAL	**74.2**	**(7.2)**	**(11.9)**	**55.1**

(in millions of euros)	Note	30 June 2021	30 June 2022
Deferred tax assets	BS	125.4	94.8
Deferred tax liabilities	BS	51.2	39.7
TOTAL		**74.2**	**55.1**

5.4.5 Deferred taxes not capitalised

The amount of unrecognised deferred tax assets amounted to EUR 31.4 million at 30 June 2022. It mainly relates to tax loss carryforwards in France, Sweden and Norway. The Group has utilised EUR 5.8 million of previously unrecognised deferred tax assets for the year ended 30 June 2022.

5.4.6 Taxes on income and expenses recognised directly in equity

(in millions of euros)	from 1 July 2021 to 30 June 2022	from 1 July 2020 to 30 June 2021
DEFERRED TAXES:		
■ on the change in actuarial differences relating to retirement bonus obligations	(12.3)	6.2
■ on the change in fair value of hedging instruments	(2.0)	(2.7)
Tax on income and expenses recognised directly in equity	**(14.3)**	**3.5**

5.5 Net earnings per share

	from 1 July 2021 to 30 June 2022	from 1 July 2020 to 30 June 2021
Net profit attributable to owners of the parent *(in millions of euros)*	**118.4**	**65.0**
Weighted number of shares during the year (including treasury shares)	110,389,690	110,389,690
Number of treasury shares	20,301 (1)	25,301
Weighted number of shares during the year	110,369,389	110,364,389
Undiluted net profit per share *(in euros)*	**1.07**	**0.59**
Dilutive effect of subscription plan	-	-
Weighted number of shares during the financial year taking into account the dilutive effect	110,369,389	110,364,389
Diluted net earnings per share *(in euros)*	**1.07**	**0.59**

(1) This amount includes the number of treasury shares (25,301 shares), net of those deposited in accordance with the liquidity agreement (5,000 shares).

Note 6 Notes to the main balance sheet items

6.1 Goodwill

(in millions of euros)	Note	30/06/2022	30/06/2021
GROSS VALUE			
Balance at the beginning of the financial year	**BS**	**1,838.5**	**1,810.3**
New consolidation	3.1.1	321.2	66.8
Deconsolidation	3.1.2	(2.7)	(38.8)
Finalisation Capio PPA		-	-
Change in shareholding rates		-	-
Assets held for sale		-	-
Exchange differences		(16.1)	0.1
Others		-	-
Balance at the end of the financial year	**BS**	**2,140.9**	**1,838.5**

Accumulated impairment losses

Goodwill was tested for impairment using the following assumptions:

	30/06/2022		30/06/2021	
	France	Nordics	France	Nordics
Discount rate before tax	9.31%	7.69%	7.91%	6.64%
Perpetual growth rate	1.25%	2.50%	1.00%	2.00%

The tests performed on the basis of the net assets of April 2022, concluded that no impairment of goodwill had occurred. No significant change in the assets tested was observed between 30 April 2022 and 30 June 2022.

(in millions of euros)	Note	30/06/2022	30/06/2021
Balance at the beginning of the financial year	**BS**	**(75.9)**	**(74.8)**
Impairment losses recognised during the year		-	-
Other movements		-	(1.1)
Balance at the end of the financial year	**BS**	**(75.9)**	**(75.9)**
CARRYING AMOUNT			
At the beginning of the financial year	**BS**	**1,762.6**	**1,735.5**
At the end of the financial year	**BS**	**2,065.1**	**1,762.6**

Net goodwill allocated to groups of CGUs is as follows:

(in millions of euros)	Note	30/06/2022	30/06/2021
Nouvelle-Aquitaine		103.5	103.5
Bourgogne-Franche-Comté		52.7	52.5
Bretagne		1.6	1.6
Centre-Val de Loire		-	-
Hauts-de-France		163.9	163.9
Normandie		4.5	4.5
PACA		-	-
IDF		470.7	532.2
Auvergne-Rhône-Alpes		150.7	153.4
Occitanie		67.1	66.9
Italy		0.3	0.3
Head office		0.5	0.3
Nordics		1,049.6	683.5
TOTAL		**2,065.1**	**1,762.6**

Sensitivity of the recoverable amount of CGUs to assumptions

The sensitivities to the main changes in assumptions are as follows: an increase in the discount rate of 0.5% would lead to a decrease in the recoverable amount of EUR 221.9 million without requiring any impairment of CGUs. The consequence of a decrease in the perpetual growth rate of 0.5% would lead to a decrease in the recoverable amount of EUR 139.6 million without requiring any impairment of CGUs. If the two factors were combined, the recoverable amount would decrease by EUR 342.7 million without requiring any CGU impairment.

6.2 Other intangible assets

		Gross					Depreciation and amortisation					NCA	
(in millions of euros)	Note	30 June 2021	Acq. (1)	Sales / transfers	Other Mvts. (2)	30 June 2022	30 June 2021	Allocations	Sales / Reversals Transfers	Other Mvts. (3)	30 June 2022	30 June 2021	30 June 2022
Software and other intangible assets	BS	421.7	50.1	(15.4)	(26.9)	429.5	(180.6)	(29.4)	10.0	15.2	(184.8)	241.2	244.7
TOTAL		**421.7**	**50.1**	**(15.4)**	**(26.9)**	**429.5**	**(180.6)**	**(29.4)**	**10.0**	**15.2**	**(184.8)**	**241.2**	**244.7**

(1) Of which acquisition and increase.

(2) Of which exchange difference.

(3) Of which acquisition and exchange difference.

6.3 Property, plant and equipment

		Gross					Depreciation and amortisation					NCA	
(in millions of euros)	Note	30 June 2021	Acq. (1)	Sales / transfers	Other Mvts. (2)	30 June 2022	30 June 2021	Allocations (3)	Sales / Reversals Transfers	Acq. Mvts. (4)	30 June 2022	30 June 2021	30 June 2022
Land		100.8	0.6	(9.6)	-	91.7	(1.5)	(0.1)	0.0	(0.1)	(1.7)	99.3	90.0
Buildings		1,171.4	37.4	(47.9)	8.5	1,169.3	(695.6)	(53.1)	28.9	7.2	(712.6)	475.7	456.7
Construction in progress		35.8	20.7	(2.3)	(8.9)	45.2	(0.5)	0.0	0.0	0.0	(0.5)	35.3	44.7
- Technical facilities, equipment, tools		942.6	116.1	(28.2)	(12.7)	1,017.8	(751.2)	(64.4)	27.4	(5.5)	(793.7)	191.3	224.1
Others		519.6	55.5	(13.5)	(4.0)	557.5	(403.3)	(30.6)	11.3	(0.4)	(422.9)	116.3	134.6
TOTAL	**BS**	**2,770.1**	**230.2**	**(101.5)**	**(17.2)**	**2,881.6**	**(1,852.2)**	**(148.2)**	**67.7**	**1.2**	**(1,931.5)**	**918.0**	**950.1**

(1) Of which acquisition and increase.

(2) Of which exchange difference.

(3) Of which impairment test.

(4) Of which acquisition and exchange difference.

6.4 Right of use

At 30 June 2022, the rights of use of the assets relate to the following asset classes:

	At 30 June 2022			At 30 June 2021		
(in millions of euros)	Gross	Depreciation and amortisation	NCA	Gross	Depreciation and amortisation	NCA
Software	3.4	-	3.4	3.4	-	3.4
Land	22.7	-	22.7	22.7	-	22.7
Building Construction	2,400.4	(515.3)	1,885.1	2,294.4	(375.5)	1,918.9
Technical operating facilities	196.4	(103.1)	93.2	172.9	(87.2)	85.7
Fixtures and fittings - furniture	74.3	(20.5)	53.8	60.4	(11.3)	49.1
TOTAL	**2,697.1**	**(638.9)**	**2,058.2**	**2,553.8**	**(474.0)**	**2,079.8**

6.5 Investments in associates

There are no significant equity-accounted investments at Group level.

		30/06/2022		30/06/2021	
Companies *(in millions of euros)*	%	Amount	Share of income	Amount	Share of income
All companies	-	0.3	(0.1)	0.3	-
TOTAL		**0.3**	**(0.1)**	**0.3**	**-**

6.6 Other financial assets and non-current liabilities

			CHANGES		
(in millions of euros)	Note	30/06/2021	related to business activity	other changes	30/06/2022
Equity investments		8.7	7.3	0.4	16.3
Deposits and other loans		62.4	1.8	(28.1)	36.1
Non-current financial assets		14.5	0.0	52.5	67.0
Fair value of hedging instruments		0.0	0.0	0.0	0.0
Total Other non-current financial assets (I)		**85.6**	**9.1**	**24.8**	**119.4**
Deposits and guarantees received		3.9	0.1	1.7	5.6
Other non-current liabilities		6.3	0.0	53.6	59.9
Employee profit-sharing		2.8	0.0	0.1	2.9
Fair value of hedging instruments	6.9	19.6	0.0	(30.3)	(10.7)
Total Other non-current liabilities (II)		**32.6**	**0.1**	**25.2**	**57.8**
CHANGE IN OTHER NON-CURRENT ASSETS AND LIABILITIES (I - II)		**53.0**	**9.1**	**(0.4)**	**61.6**
IMPACT STATEMENT OF CASH FLOWS	**SCF**		**(9.1)**		

Deposits paid include term accounts held by the Trust and tenant advances set up in connection with property leases.

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6.7 Group and non-Group equity

The Ramsay Santé group is committed to managing its equity in a long-term perspective with a view to ensuring its sustainability and, beyond that, to maintaining an optimal financial structure in terms of capital costs, profitability for its shareholders and security for all third parties with whom it has a relationship.

6.7.1 Share capital

On 30 June 2022, the capital is set at 110,389,690 shares with a nominal value of EUR 0.75 (fully paid up).

Equities	30/06/2022	30/06/2021
Number of shares at the beginning of the financial year	**110,389,690**	**110,389,690**
Capital increase	-	-
Number of shares at the end of the period	**110,389,690**	**110,389,690**
Theoretical voting rights	**219,513,496**	**219,522,659**
SHARES WITHOUT VOTING RIGHTS:		
Registered treasury shares	20,301	25,301
Bearer treasury shares (1)	11,718	-
Others	-	-
Exercisable voting rights	**219,481,477**	**219,497,358**

(1) This amount includes the number of treasury shares in the balance of the liquidity agreement.

Transactions related to treasury shares were carried out during the year under the liquidity agreement concluded on 22 February 2022 with an external investment services provider.

6.7.2 Reserves

At 30 June 2022, consolidated reserves consist of the legal reserve, earnings from prior years and exchange differences.

6.7.3 Income and expenses recognised directly in equity

(in millions of euros)	30/06/2022	30/06/2021
ACTUARIAL GAINS AND LOSSES ON OBLIGATIONS FOR RETIREMENT BONUSES		
Opening reserves	(71.9)	(52.9)
Change in actuarial gains and losses	41.7	(19.0)
Reserves at closing	**(30.2)**	**(71.9)**
FAIR VALUE OF HEDGING INSTRUMENTS		
Opening reserves	(14.8)	(22.5)
Change in fair value	5.8	7.7
Reserves at closing	**(9.0)**	**(14.8)**
EXCHANGE DIFFERENCES		
Opening reserves	14.7	10.6
Change in fair value	(25.8)	4.1
Reserves at closing	**(11.1)**	**14.7**
OTHERS		
Opening reserves	0.6	0.6
Change in fair value	-	-
Reserves at closing	**0.6**	**0.6**

The amounts are presented net of any impact of deferred taxes.

6.7.4 Dividends

No dividends were distributed to shareholders during the financial years ended in 2022 and 2021.

6.7.5 Controlling interests

Non-controlling interests mainly include the participation of the SCI de la Clinique Jouvenet and the public hospital in Centro Ortopedico Di Quadrante Spa.

6.8 Share-based payments

At the end of June 2022, there were no more stock options.

6.9 Net financial debt

Net financial debt, denominated in millions of euros, breaks down as follows:

		30/06/2021	30/06/2022		
(in millions of euros)	Note	TOTAL	Non-current	Current	TOTAL
Senior debt		1,457.2	1,450.0	7.3	1,457.3
Revolving Credit Facility		-	-	-	-
Capex debt		-	-	-	-
TRFA - Total senior debt		**1,457.2**	**1,450.0**	**7.3**	**1,457.3**
Euro PP bond issue		-	100.0	1.9	101.9
Security Trust		186.4	150.4	18.0	168.4
Other borrowings		75.0	70.2	6.7	76.9
Non-current lease liability		1,940.2	1,922.3	-	1,922.3
Current lease liability		198.9	-	196.0	196.0
Debt issuance costs		(9.7)	(7.0)	(1.9)	(8.9)
Long-term financial debt		**3,848.0**	**3,685.9**	**228.0**	**3,913.9**
Financial liabilities related to assets held for sale		-	-	-	-
Financial current accounts liabilities		2.8	-	3.4	3.4
Bank overdrafts		-	-	-	-
GROSS FINANCIAL DEBT (I)		**3,850.8**	**3,685.9**	**231.4**	**3,917.3**
Fair value of hedging instruments		14.5	(7.9)	-	(7.9)
Fair value of hedging instruments (II)		**14.5**	**(7.9)**	**-**	**(7.9)** [1]
Financial current accounts assets		(4.7)	-	(4.1)	(4.1)
Cash		(608.4)	-	(132.5)	(132.5)
Other financial assets		(21.4)	(55.7)	(6.9)	(62.6)
Ramsay Générale de Santé treasury shares (marketable securities)		(0.3)	(0.3)	-	(0.3)
FINANCIAL ASSETS (III)		**(634.8)**	**(56.0)**	**(143.5)**	**(199.5)**
NET FINANCIAL DEBT (I) + (II) + (III)	**SCF**	**3,230.5**	**3,622.0**	**87.9**	**3,709.9**

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		30/06/2021	30/06/2022		
(in millions of euros)	Note	TOTAL	Non-current	Current	TOTAL
CLOSING BALANCE SHEET:					
Borrowings and financial debt (a)		1,673.6	-	-	1,763.6
Non-current lease liability (b)		1,940.2	-	-	1,922.3
Current financial debt (c)		38.1	-	-	35.4
Current lease liability (d)		198.9	-	-	196.0
Bank overdrafts (e)		-	-	-	-
Liabilities related to non-current assets held for sale		-	-	-	-
■ of which: financial liabilities related to non-current assets held for sale (f)		-	-	-	-
GROSS FINANCIAL DEBTS A = (a) + (b) + (c) + (d) + (e) + (f)		**3,850.8**	**-**	**-**	**3,917.3**
Other non-current liabilities (g)		19.6	-	-	-
Deferred taxes (h)		(5.1)	-	-	-
Other net non-current liabilities (fair value of financial instruments) B = (g) + (h)		14.5	-	-	-
Other non-current assets (fair value of financial instruments) (i)		-	-	-	(10.7)
Deferred taxes (j)		-	-	-	2.8
FINANCIAL INSTRUMENTS C = (B) + (i) + (j)		**14.5**	**-**	**-**	**(7.9)**
Current financial assets (k)		(11.6)	-	-	(11.0)
Non-current financial assets (l)		(14.5)	-	-	(55.7)
Cash (m)		(608.4)	-	-	(132.5)
Assets related to non-current assets held for sale (n)		-	-	-	-
Ramsay Générale de Santé treasury shares (marketable securities) (o)		(0.3)	-	-	(0.3)
FINANCIAL ASSETS D = (J) + (K) + (L) + (M) + (N) + (O)		**(634.8)**	**-**	**-**	**(199.5)**
NET FINANCIAL DEBT (A + C + D)	**SCF**	**3,230.5**	**-**	**-**	**3,709.9**

(1) Fair value of hedging instruments (EUR (10.7) million plus tax + EUR 2.8 million).

6.9.1 Explanatory data on changes in net debt

(in millions of euros)	Note	Debt situation at 30/06/2021	New borrowings	Reimbursements debts	Change in net scope	Others	Debt situation at 30/06/2022
Term B1		700.0	-	-	-	-	700.0
Term B2		750.0	-	-	-	-	750.0
Accrued interest on new senior debt		7.2	-	0.1	-	-	7.3
Revolving Credit Facility		-	100.0	(100.0)	-	-	-
Capex debt		-	-	-	-	-	-
TRFA - Total senior debt		**1,457.2**	**100.0**	**(99.9)**	**-**	**-**	**1,457.3**
Euro PP bond issue		-	100.0	1.9	-	-	101.9
Security Trust		186.4	-	(18.0)	-	-	168.4
Other borrowings		75.0	-	2.4	15.6	(16.1)	76.9
Non-current lease liability		1,940.2	168.4	(58.0)	27.6	(155.9)	1,922.3
Current lease liability		198.9	13.6	(154.6)	-	1,38.1	196.0
Capitalisation of debt issuance costs		(9.7)	-	-	-	0.8	(8.9)
Sub-total financial debt		**3,848.0**	**382.0**	**(326.2)**	**43.2**	**(33.1)**	**3,913.9**
Current account liabilities		2.8	-	0.6	-	-	3.4
TOTAL GROSS FINANCIAL DEBT		**3,850.8**	**382.0**	**(325.6)**	**43.2**	**(33.1)**	**3,917.3**
Fair value of hedging instruments	6.12.4	14.5	-	-	-	(22.4)	(7.9)
FINANCIAL INSTRUMENTS		**14.5**	**-**	**-**	**-**	**(22.4)**	**(7.9)**
Current accounts assets		(4.7)	-	0.6	-	-	(4.1)
Cash		(608.4)	-	-	(30.3)	506.2	(132.5)
Other financial assets		(21.4)	-	-	-	(41.2)	(62.6)
Ramsay Générale de Santé treasury shares (marketable securities)		(0.3)	-	-	-	-	(0.3)
FINANCIAL ASSETS		**(634.8)**	**-**	**0.6**	**(30.3)**	**465.0**	**(199.5)**
TOTAL NET FINANCIAL DEBT		**3,230.5**	**382.0**	**(325.0)**	**12.9**	**409.5**	**3,709.9**
Impact Statement of cash flows	SCF	Financial debt	200.0	(112.4)			
Impact Statement of cash flows	SCF	Lease debt (IFRS 16)	182.0	(212.6)			

6.9.2 Senior debt

Ramsay Générale de Santé as guarantor and as borrower entered into a EUR 1,650.0 million senior debt credit agreement with BNP Paribas, Crédit Agricole CIB and Mediobanca as arrangers and initial lenders on 22 April 2021. This senior debt enabled the full refinancing of the Ramsay Santé group's previously existing senior debt and is intended to finance the general operating needs of the Group's companies as well as acquisitions and capital expenditure for growth and reorganisation. This financing is composed of four credit lines:

Senior debt	Original Loan Lines	Duration (in years)	Term	30 June 2022 Amount used	Unused amount	Early repayment
Term B1 facility	700.0	5	22/04/2026	700.0	-	-
Term B2 facility	750.0	6	22/04/2027	750.0	-	-
Revolving Credit facility	100.0	5	22/03/2026	-	100.0	-
Acquisition/Capex facility 1 (1)	100.0	5	22/04/2026	-	100.0	-
TOTAL	**1,650.0**			**1,450.0**	**200.0**	**-**

(1) Subject to being under a certain level of leverage, the Company could ask each of its creditors to agree to the provision of an additional Capex line.

SPECIAL CLAUSES IN THE SENIOR DEBT CONTRACT

All of its tranches are issued at variable rates.

The financing imposes restrictions as part of the asset disposal and acquisition policy. The disposal of assets may result in early debt repayments. The contract imposes a limit on the amount of new debt that can be raised as an alternative to the 2021 loans, regardless of its form: leasing, mortgage, trust and any other form of credit. The secured non-senior alternative debt limit is twice the rolling 12-month EBITDA with a ratchet effect in the event of a decline in EBITDA in a subsequent year.

In addition, in the event of a drawdown at the end of the half-year beyond 40% of the RCF line, the contract requires compliance with a maximum leverage ratio of 6.00x (consolidated senior secured net financial debt/consolidated EBITDA (1)) this constraint disappearing in the event of a return to less than 40% of the outstanding RCF.

The Ramsay Santé group has no outstanding drawdowns on the RCF and Capex lines at 30 June 2022.

INTEREST RATE RISK HEDGING CLAUSE

As part of the Group's refinancing operations (senior debt) on 22 April 2021, the Company must, within six months of the short-term Euribor moving into positive territory for more than 20 working days, hedge its exposure to interest rate risk to the extent of at least two-thirds (but not more than 100%) of the amount of the lines drawn down (excluding the additional non-committal Capex line) for a minimum period of three years.

At 30 June 2022, 80% of the syndicated debt is hedged with an average fixed rate of 0.28% but the hedge rate falls at the end of 2022 to 34.5% at a fixed rate of 0.405% with two additional years of hedging.

The hedging instruments used are vanilla interest rate swaps without floors.

The Group is considering the best hedging solution to increase its coverage rate to 60% for the next three years.

SECURITY CLAUSE

As part of the syndicated debt, at 30 June 2022 the shares of Compagnie Générale de Santé, Immobilière de Santé, Alphamed, Pass, Medipsy, Dynamis, HPM, Capio AB and Capio Santé SA were pledged.

EURO PP BOND ISSUE

In December 2021, the Ramsay Santé group issued a new fixed-rate debt instrument in a private placement bond format for EUR 100 million maturing in 2028 and 2029.

This instrument made it possible to diversify the Ramsay Santé group's lender base and extend the maturity of its debt, while retaining the main contractual characteristics of its indebtedness, as this instrument fully incorporates the clauses of the TLB senior debt contract with a sharing of the security package, fully aligned financial covenants, as well as the same CSR indicators for the calculation of a possible bonus/malus at each calendar year-end.

1) NFD: Net financial debt as defined in section 2.15 under IAS 17, excluding the fair value of hedging instruments and excluding alternative (non-senior secured) debt. EBITDA : defined as the difference between current operating profit and depreciation (see section 2.19).

6.10 Provisions

During the period, the provisions in the liabilities have evolved as follows:

(in millions of euros)	Note	30/06/2021	Allocations	Reversals with counterparty	Reversals without counterparty	Other Mvts [1]	30/06/2022
PROV. FOR RETIREMENT AND OTHER EMPLOYEE BENEFITS							
Prov. for retirement bonuses	6.10.3	157.6	10.2	(6.5)	-	(45.7)	115.6
Prov. for other employee benefits		-	-	-	-	-	-
Total	**BS**	**157.6**	**10.2**	**(6.5)**	**-**	**(45.7)**	**115.6**
NON-CURRENT PROVISIONS							
Provisions for litigation		21.6	11.2	(3.7)	(3.1)	(0.0)	26.0
Provisions for restructuring	6.10.1	126.4	3.5	(9.9)	(16.0)	3.7	107.7
Other prov. for liabilities and charges	6.10.2	28.9	4.4	(2.2)	(0.1)	(0.0)	31.0
Total	**BS**	**176.9**	**19.1**	**(15.8)**	**(19.2)**	**3.7**	**164.7**
CURRENT PROVISIONS							
Provisions for litigation		2.7	1.4	(0.6)	(0.5)	0.1	3.1
Provisions for taxes	6.10.2	9.6	1.0	(0.0)	(0.2)	(0.6)	9.8
Other prov. for liabilities and charges	6.10.2	39.4	2.6	(4.6)	(3.1)	1.3	35.6
Total	**BS**	**51.7**	**5.0**	**(5.2)**	**(3.8)**	**0.8**	**48.5**
CURRENT & NON-CURRENT PROVISIONS		**228.6**	**24.1**	**(21.0)**	**(23.0)**	**4.5**	**213.2**
TOTAL PROVISIONS		**386.2**	**34.3**	**(27.5)**	**(23.0)**	**(41.2)**	**328.8**

(1) Exchange rate and actuarial impacts as well as the transfer of the opening provision to non-current assets on San Gora, Norway and Ortho due to significant changes in discount rates.

IMPACTS OF PROVISION FLOWS ON THE INCOME STATEMENT

			30/06/2022			
(in millions of euros)	Note	Net impact 30/06/2021	Allocations	Reversals with counterparty	Reversals without counterparty	Net impact 30/06/2022
Employee benefits		(1.3)	(21.8)	9.0	2.4	(10.4)
Other operating expenses		12.2	(6.3)	8.2	4.2	6.1
Taxes & duties		(1.2)	(1.0)	0.0	0.2	(0.8)
EBITDA		**9.7**	**(29.1)**	**17.2**	**6.8**	**(5.1)**
Other non-current income & expenses		(10.6)	(3.7)	10.2	16.2	22.7
Other finance income and expenses		(1.6)	(1.5)	-	-	(1.5)
TOTAL		**(2.5)**	**(34.3)**	**27.4**	**23.0**	**16.1**
Impact Statement of Cash Flows	SCF	7.9				3.4

6.10.1 Provisions for restructuring

At 30 June 2022, the balance of restructuring provisions amounted to EUR 107.7 million. It mainly consists of the provision relating to the Mermoz litigation in the amount of EUR 77.4 million (see section 7.2), the provision of EUR 13 million relating to the transfer of the Saint-Jean-du-Languedoc clinic's activity to the Croix du Sud clinic, the provision of EUR 1.5 million relating to the implementation of the shared services platform that will group together the accounting/ finance and HR functions of the entire Group.

6.10.2 Other provisions for liabilities and charges

The Group recognised provisions for onerous contracts in connection with the Capio acquisition of EUR 26.7 million and a provision for bonuses (Long Term Incentives or LTI) of EUR 4.2 million at 30 June 2022.

The balance of provisions for taxes mainly includes a provision for VAT litigation of EUR 8.9 million in the "Nordic" countries.

6.10.3 Provisions for retirement bonuses

6.10.3.1 ACTUARIAL ASSUMPTIONS

An actuarial valuation of the liabilities was carried out as at 30 June 2022 using the following assumptions:

(in millions of euros)	30/06/2022	30/06/2021
Retirement age with voluntary departure at the initiative of the employee	65 years	65 years
Salary trends	1.75% to 3.00%	1.0% to 2.90%
Discount rate at opening	0.89% to 2.00%	1.09% to 1.60%
Discount rate at closing	3.05% to 3.35%	0.89% to 2.00%
Expected return on plan assets	3.05% to 3.35%	0.89% to 2.00%

The assumptions of the expected long-term return on assets and the discount rate used for the estimate were defined on the basis of recommendations from independent experts. With regard to the discount rate, the standard specifies that the rate to be used to discount post-employment benefit obligations (whether funded or unfunded) should be determined by reference to a market rate at the closing date based on Tier 1 corporate bonds.

6.10.3.2 SUMMARY OF THE FINANCIAL POSITION

The financial position relating to retirement bonus obligations for Group companies breaks down as follows:

(in millions of euros)	30/06/2022	30/06/2021
Present value of financial obligations	254.6	299.5
Fair value of plan assets	(150.6)	(141.9)
Surplus of funded plan assets	**103.8**	**157.6**
Net balance sheet value	**103.9**	**157.6**

6.10.3.3 CHANGES IN THE FINANCIAL POSITION

The change in the financial position of retirement bonus obligations breaks down as follows:

(in millions of euros)	30/06/2022	30/06/2021
Actuarial debt at the beginning of the period (I)	**299.5**	**257.0**
Cost of services rendered during the year	14.4	11.6
Financial cost	3.7	3.2
Benefits paid by the employer	(7.4)	(8.8)
Impact of deconsolidation	-	(1.9)
Impact of consolidation	-	0.8
Actuarial difference: (gain) / loss	(46.0)	32.0
Exchange differences	(9.7)	5.6
Actuarial debt at the end of the period (III)	**254.4**	**299.5**

(in millions of euros)	30/06/2022	30/06/2021
Fair value of plan assets at 1 January (II)	**141.9**	**120.1**
Expected return on plan assets	2.2	1.6
Employer contributions	10.8	10.9
Benefits paid	(2.4)	(2.3)
Actuarial difference on plan assets gain / (loss)	6.9	7.1
Exchange differences	(8.8)	4.5
Fair value of plan assets at end of period (IV)	**150.6**	**141.9**

(in millions of euros)	30/06/2022	30/06/2021
Financial position at 1 January (I) - (II)	**157.6**	**136.9**
Financial position at end of period (III) - (IV)	**103.9**	**157.6**

(in millions of euros)	30/06/2022	30/06/2021
Cost of services rendered during the year	(14.4)	(11.6)
Financial cost	(3.7)	(3.2)
Expected return on plan assets	2.2	1.6
Impact of deconsolidation	-	(1.9)
Benefits paid by the employer	(7.4)	(8.8)
Reversal of provisions	7.4	10.7
Expenses recognised in the income statement	**(15.9)**	**(13.2)**

6.10.3.4 RECONCILIATION TABLE

Reconciliation of the provision for retirement bonuses between 1 July 2021 and 30 June 2022 breaks down as follows:

For the "debts" part:

(in millions of euros)	30/06/2022	30/06/2021
Provision for retirement at 1 January	**157.6**	**136.9**
Expense for the year	10.2	13.2
Impact of consolidation	-	0.8
Impact of deconsolidation	-	(1.9)
Benefits paid directly by the employer	-	(10.9)
Contributions paid	(6.5)	(6.5)
Opening transfer of assets and liabilities – Nordics	(21.9)	-
Change in actuarial gains and losses in equity (1)	(22.7)	25.1
Exchange differences	(1.1)	0.9
Provision for retirement at end of period	**115.6**	**157.6**

(1) The change in actuarial gains and losses in equity of EUR 22.7 million in 2021 is mainly due to the discount rate.

For the "assets" part:

As a result of significant changes in discount rates, an asset was recognised in all three plans (San Goran, Norway, Ortho)

(in millions of euros)	30/06/2022
Expense for the year	(6.0)
Benefits paid directly by the employer	7.4
Opening transfer of assets and liabilities – Nordics	(21.9)
Change in actuarial gains and losses in equity (1)	30.9
Exchange differences	1.4
Provisions for retirement at the end of the period	**11.7**

6.10.3.5 SENSITIVITY OF RETIREMENT BONUS OBLIGATIONS

The table below shows the impact of a change in the discount rate and an increase in wages on retirement bonuses:

		At 30 June 2022		
Sensitivity *(in millions of euros)*	**Base**	Discounting (0.50)%	Discounting +0.50%	Wages +1.00%
IFC commitment		104.1	108.6	129.0

6.10.4 Environmental liabilities

The Company has not recognised any provisions for environmental liabilities.

The impact of Order no. 2005-829 of 20 July 2005 on the composition of electrical and electronic equipment and the elimination of waste from this equipment is not significant.

In fact, for equipment placed on the market after 13 August 2005, the directive specifies that producers must organise and finance the collection and treatment of waste.

For equipment put on the market before 13 August 2005, the removal and treatment of waste is the responsibility of the users unless they have agreed otherwise with the producers. It is noted that Ramsay Santé's suppliers take charge of this operation when replacing old equipment with new. This provision is specified in the contract for ordering heavy equipment (scanner, MRI, particle accelerators).

6.11 Working capital requirements related to operations

(in millions of euros)	Note	30/06/2021	Changes: Related to business activity	Changes: Receivables & debts on property, plant and equipment	Changes: Other changes [(1)]	30/06/2022
Inventories		114.4	4.9	-	0.9	120.2
Impairment		(3.0)	(6.0)	-	-	(9.0)
Inventories, net		111.4	1.1	0.0	0.9	111.2
Trade receivables		347.8	74.3	-	22.3	444.5
Impairment		(24.4)	2.1	-	(0.1)	(22.5)
Net trade and other operating receivables		323.4	76.4	0.0	22.2	422.0
Other current assets		441.9	179.8	(1.1)	(7.0)	614.2
Impairment		(35.5)	(4.0)	-		(39.5)
Other current assets, net		406.4	175.8	(1.1)	(7.0)	574.2
Total inventories and receivables (I)		**841.2**	**251.1**	**(1.1)**	**16.2**	**1,107.3**
Trade payables		343.8	59.2	-	8.3	410.9
Other current liabilities		901.8	(146)	1.6	17.7	775.1
Total trade and other payables (II)		**1,245.6**	**(86.7)**	**1.6**	**26.1**	**1,186.0**
WORKING CAPITAL REQUIREMENTS (I) – (II) + (III)		**(404.5)**	**337.8**	**(2.7)**	**(9.9)**	**(79.1)**
Impact on the Statement of cash flows (II) – (I)	**SCF**					

(1) The “other changes” column mainly consists of changes in the scope of consolidation during the year and currency effects.

Operating receivables and payables have a cycle of less than 12 months.

The “trade and other operating receivables” item breaks down as follows:

(in millions of euros)	30/06/2022	30/06/2021
Patient customers	32.7	26.1
Mandatory plan (health insurance funds)	147.7	109.0
Supplementary plan (mutuals and insurance)	51.0	37.6
Doubtful or disputed customers	2.2	1.9
Invoices to be issued to customers	162.1	123.9
Current trade receivables	29.0	32.8
Trade receivables on the sale of goods or provision of services	17.0	13.3
Others	2.8	3.2
TOTAL	**444.5**	**347.8**

The payment period for Customers and Suppliers breaks down as follows:

Payment deadline *(in days)*	30/06/2022	30/06/2021
Customers	30.2	27.7
Suppliers	79.1	77.3

6.12 Financial instruments

6.12.1 Interest rate risk

At 30 June 2022, the Group uses interest rate hedging instruments (vanilla swaps) to protect itself against any possible rise in interest rates.

The April 2021 debt contract obliges the Group to hedge at least 2/3 of the lines actually drawn for a period of at least 3 years, but only if short-term rates turn positive again. The Group, in view of the level of medium-term interest rates, has decided to maintain its interest rate hedges covering the previous debt contract (2017 extension) as the characteristics of the underlying remain the same and we are in a relationship of hedging the cash flow of our debt. The debt at 30 June 2022 is 80% covered for one quarter and 34.5% for up to two years and one quarter.

Thus, in accordance with IFRS 9, the market value (as at 30 June 2022) of these hedging instruments (which was previously recorded in equity, in particular because the instruments were mostly effective with a floor on swaps and/or caps), has been recorded as straight-line amortisation in the income statement insofar as these instruments have become ineffective with the last remaining instruments (longer vanilla hedges with deferred start).

The market value at 30 June 2022 of our hedging instruments became positive at +EUR 10.7 million less the impact of deferred tax for EUR 2.8 million, i.e. a net value of +EUR 7.9 million. Changes in the value of our interest rate hedges are recorded directly in the income statement.

Exposure to interest rate risk on financial debt (excluding interest rate hedging instruments) breaks down as follows:

- 18% of financial debt is backed by fixed rates;
- 82% of financial debt is backed by variable rates.

More specifically:

- 100% of senior debt is at variable rates;
- 100% of loans under finance leases on movable assets are at fixed rates;
- 100% of our EuroPP bond is fixed rate;
- 79% of loans under finance leases on property assets are at fixed rates;
- 33% of other borrowings from credit institutions are at fixed rates.

After hedging our interest rate risk by swaps, the situation of our exposure to interest rate risk is completely reversed with:

- 76% of financial debts are at fixed rates and
- 24% at variable rates.

	30 June 2022		30 June 2021	
(in millions of euros)	Outstanding	QP	Outstanding	QP
Fixed rate	347	18%	269	14%
Variable rate	1,640	82%	1,653	86%
Total before hedging	**1,987**	**100%**	**1,922**	**100%**
Fixed rate	1,507	76%	1,429	74%
Variable rate	480	24%	493	26%
Total after hedging	**1,987**	**100%**	**1,922**	**100%**

ANALYSIS OF THE SENSITIVITY OF FINANCE EXPENSES TO CHANGES IN INTEREST RATES

On the basis of the Company's debt at 30 June 2022 and despite its fixed rate position (EUR 1,507 million out of a total of EUR 1,987 million), the Group is nonetheless sensitive to an increase in interest rates (as the interest rate hedge on the senior debt decreases rapidly from the end of calendar year 2022 and beyond with an overall fixed rate ratio of 43%), a 100bps increase in short rates would impact financial costs by more than EUR 10 million per year.

6.12.2 Liquidity risks

At 30 June 2022, the undiscounted contractual flows on outstanding financial liabilities by maturity date are as follows:

At 30 June 2022 *(in millions of euros)*	2023	2024	2025	> 2026	Total
Syndicated debt	7.3	-	-	1,450.0	1,457.3
Capitalisation of new debt issue costs	(1.9)	(1.9)	(1.9)	(3.2)	(8.9)
Euro PP bond issue	1.9	-	-	100.0	101.9
Security Trust	18.0	18.0	18.0	114.4	168.4
Other borrowings	6.7	7.5	7.1	55.6	76.9
Leasehold loans on real estate	163.2	161.0	153.8	1,537.5	2,015.5
Leasehold loans on movable assets	32.8	27.3	20.2	22.5	102.8
Other financial liabilities (including current account liabilities)	3.4	-	-	-	3.4
TOTAL	**231.4**	**211.9**	**197.2**	**3,276.8**	**3,917.3**

At 30 June 2021 *(in millions of euros)*	2022	2023	2024	> 2025	Total
Syndicated debt	7.2	-	-	1,450.0	1,457.2
Capitalisation of new debt issue costs	(1.8)	(1.8)	(1.8)	(4.3)	(9.7)
Other borrowings	29.9	27.9	27.3	176.3	261.4
Leasehold loans on real estate	162.6	157.5	149.8	1,568.5	2,038.4
Leasehold loans on movable assets	36.3	25.9	17.6	20.9	100.7
Bank overdrafts	-	-	-	-	-
Other financial liabilities (including current account liabilities)	2.8	-	-	-	-
TOTAL	**237.0**	**209.5**	**192.9**	**3,211.4**	**3,850.8**

6.12.3 Currency risk

Ramsay Santé group's activities are carried out mainly by subsidiaries operating in the euro zone, however following the acquisition of the Capio AB group, one part is now subject to currency risk, Sweden and Norway (Denmark has its currency linked to the euro).

The Group manages its intra-group currency financing risk with its Scandinavian subsidiaries on a net investment basis.

6.12.4 Fair value information

When the aforementioned standards require that information be presented by category of financial instrument, the entity must group the financial instruments into categories appropriate to the nature of the information provided and taking into account the characteristics of these instruments. An entity must provide sufficient information to allow reconciliation with the items presented in the balance sheet.

The fair value hierarchy level is indicated by category, three different levels being provided for by IFRS 13:

- Tier 1: fair value measured on the basis of quoted prices by reference to the market price on the closing date for listed financial instruments.
- Tier 2: fair value measured on the basis of data observable directly or indirectly on the market but which are not quoted prices. It is used for unlisted financial instruments for which there are listed instruments similar in nature and maturity and by reference to the market price of those instruments.
- Tier 3: fair value determined using valuation techniques not based on observable market data. It is used for other unlisted instruments. The fair value is determined using valuation techniques such as the net asset value, discounted cash flows or the valuation models used for options.

The tables below detail the fair value and carrying amount of each category of assets and liabilities.

(in millions of euros)	Note	Tier 1: Market Price	Tier 2: Models with observable data	Tier 3: Models with unobservable data	Balance sheet value TOTAL
FINANCIAL ASSETS					
Securities	6.6	-	-	16.3	16.3
Deposits and other loans	6.6	24.2	11.9	-	36.1
Non-current financial assets	6.6	67.0			67.0
Total		**91.2**	**11.9**	**16.3**	**119.4**
FINANCIAL LIABILITIES					
Borrowings and financial debt	6.9	1,763.6	-	-	1,763.6
Fair value of hedging instruments	6.9	-	7.9	-	7.9
Deposits and guarantees received	6.6	5.6	-	-	5.6
Current financial debt	6.9	35.4	-	-	35.4
Total		**1,804.6**	**7.9**	**-**	**1,812.5**

6.12.5 Credit risks

The Group may have to deal with late payments on certain receivables or debtors who do not honor their debts when due.

Trade receivables are recognised at amortised cost. They are impaired on the basis of expected credit losses over their lifetime. The amount of impairment is assessed on an individual basis taking into account the counterparty's risk profile, historical default probabilities and the amount of estimated losses for receivables for which a credit event has been identified.

AGEING BALANCE OF ASSETS

The ageing balance of assets in arrears is as follows:

	30 June 2022						
	Assets at balance sheet date but not impaired						100% impaired assets
(in millions of euros)	Not past due	0-3 months	3 months	6-12 months	Beyond 1 year	Total	Total
Trade and other receivables	113.4	363.0	23.3	211.4	284.8	995.9	62.0
TOTAL	**113.4**	**363.0**	**23.3**	**211.4**	**284.8**	**995.9**	**62.0**

MONITORING OF DOUBTFUL RECEIVABLES

(in millions of euros)	Note	30/06/2021	30/06/2022				
			Allocations	Reversals with counterparty	Reversals without counterparty	Other Movements	30/06/2022
Provisions for impairment of doubtful receivables		(59.9)	(24.1)	9.1	13.0	(0.1)	(62.0)
TOTAL		**(59.9)**	**(24.1)**	**9.1**	**13.0**	**(0.1)**	**(62.0)**

(in millions of euros)	Note	Net impact 30/06/2021	30/06/2022				
			Allowances / expenses	Reversals with counterparty	Reversals without counterparty	Other Movements	Net impact 30/06/2022
Doubtful receivables (patients and health insurance funds)		(6.7)					(13.1)
Provisions for impairment of doubtful receivables		(12.5)	(24.1)	9.1	13.0		(2.0)
EBITDA IMPACT		**(19.2)**	**(24.1)**	**9.1**	**13.0**		**(15.1)**

6.13 Information on related parties

Transactions with related parties concern:

- remuneration and similar benefits granted to members of the Board of Directors and other non-Board members;
- transactions with companies over which Ramsay Santé exercises significant influence or has joint control.

6.13.1 Remuneration and similar benefits granted to members of the Board of Directors and other non-Board members

The table below shows the total remuneration and similar benefits granted to the members of the Board of Directors and other non-Board members for the financial years 2021-2022 and 2020-2021.

(in thousands of euros)	From 1 July 2021 to 30 June 2022	From 1 July 2020 to 30 June 2021
Short-term benefits received	2,087.0	612.0
Termination benefits	-	-
Share-based payments	-	-
TOTAL	**2,087.0**	**612.0**

6.13.2 Information on companies consolidated using the equity method

This information is provided in note 6.5.

6.13.3 Transactions with other companies related to the Group

No transactions have been entered into by Ramsay Santé with other related companies.

6.14 Off-balance sheet commitments

GUARANTEES AND DEPOSITS	30 June 2022		30 June 2021	
	Commitments		Commitments	
(in millions of euros)	Given	Received	Given	Received
Bank guarantees received and bank guarantees given	274.2	0.3	295.0	0.3
Real estate mortgages	43.4	-	49.4	-
Pledged securities	2,370.5	-	2,478.0	-
Other guarantees	4.5	-	6.6	-
TOTAL	**2,692.5**	**0.3**	**2,829.0**	**0.3**

ASSET AND LIABILITY GUARANTEES	30 June 2022		30 June 2021	
	Commitments		Commitments	
(in millions of euros)	Given	Received	Given	Received
Asset and liability guarantees given or received in connection with disposals/acquisitions of healthcare facilities	3.0	-	3.0	-
TOTAL	**3.0**	**-**	**3.0**	**-**

PROMISE TO SELL AND PURCHASE SECURITIES AND OTHER ASSETS	30 June 2022		30 June 2021	
	Commitments		Commitments	
(in millions of euros)	Given	Received	Given	Received
Unilateral promises on securities	-	-	-	-
Promises on other assets (real estate)	-	-	16.2	2.5
TOTAL	**-**	**-**	**16.2**	**2.5**

6.15 Workforce

WORKFORCE	30 June 2022	30 June 2021
Managers	2,394	2,381
Employees	22,599	22,766
Nordics *	8,238	7,476
TOTAL	**33,231**	**32,623**

** Without distinction between managers and employees.*

Note 7 Litigation

7.1 General remark

Neither the Group nor any of its subsidiaries is currently involved in any particularly significant litigation or dispute, the consequences of which would not be covered by a provision recorded in the closing balance sheet as at 30 June 2022.

The paragraph below sets out the situation of the Mermoz litigation in Lyon, which has been the subject of regular presentation in previous annual financial reports.

7.2 Mermoz litigation

The Tribunal de Grande Instance de Lyon rendered its judgement on 24 September 2019 in which the plaintiffs, namely Compagnie Générale de Santé, SCI de l'Europe, Hôpital Privé Jean Mermoz and Centre d'Imagerie Mermoz, all subsidiaries of the Group, were granted their principal claims and were compensated for a total amount, excluding interest, of EUR 66.5 million, plus interest for late payment of EUR 10.9 million.

With this expected decision, the Group's claims have been recognised and the judgement is provisionally enforced under a condition that the plaintiffs will implement with their counsel. In the immediate aftermath of the judgement, several of the parties involved appealed the decision. In fact, as it stands, the dispute remains open.

During the financial year, the Group did not receive any payments.

As a result, as at 30 June 2022, the Group has recognised an accrued income of EUR 47.6 million and a provision of EUR 77.4 million, including interest on arrears, to reflect the risk relating to the appeal.

Note 8 Fees paid to the Statutory Auditors and network members

	ERNST & YOUNG	DELOITTE & ASSOCIÉS
(***in thousands of euros*** - excluding tax)	30 June 2022	30 June 2022
Certification of individual and consolidated financial statements and half-yearly limited review	2,271.0	1,598.2
Services other than certification of financial statements	6.0 *	74.7 *
TOTAL	**2,277.0**	**1,672.9**

** Services other than the certification of the financial statements at 30 June 2022 mainly correspond to the verification of consolidated social, environmental and societal information.*

Note 9 Post-closing events

9.1 Extension of the financing guarantee for 2022 - Order of 24 August 2022

The French government issued an order on 24 August 2022 amending the order of 10 May 2022 on the guarantee of funding for healthcare facilities to deal with the Covid-19 epidemic for the year 2022. The order of 24 August 2022 extends the guaranteed funding period for 2022 to 31 December 2022: the articles of the original order of 10 May 2022 are amended to cover a period of 12 months ending on 31 December 2022, otherwise retaining the same mechanism.

9.2 Reloading of the financing vehicle by EUR 150 million

Ramsay Santé has concluded an additional EUR 150 million loan agreement within its Security Trust (created in 2018) becoming one of the largest Security Trusts (EUR 318 million in cumulative outstandings) in the French market and the first one indexed to ESG criteria.

Immobilière de Santé, the main holding company for the securities and/or real estate assets of the Ramsay Santé group, a leader in private hospitalisation and local care in Europe, has entered into an additional loan agreement (Tranche 3) for a principal amount of EUR 150 million. Arranged by Natixis (advised by CMS Francis Lefebvre Avocats), the transaction was supported by a pool of lenders composed of various entities of Groupe BPCE, La Banque Postale and Bpifrance.

This long-term financing, which is intended to finance the general needs of Immobilière de Santé and the Ramsay Santé group, is backed by a *security trust covering the shares of real estate subsidiaries holding the buildings of six private hospitals or clinics, for which Natixis is the trustee.

This reloading of the real estate financing vehicle is fully in line with the sustainable development strategy of the Ramsay Santé group on three levels:

- to diversify and extend the average maturity of its debt at an attractive financing rate in a financial market environment that is currently particularly constrained;
- to continue the Group's strategy of developing our real estate assets, while having a better balance sheet correlation between the Ramsay Santé group's assets and liabilities;
- to continue the efforts of the Group's CSR strategy, which includes an ambitious environmental responsibility component.

Note 10 List of main consolidated entities

LIST OF MAIN CONSOLIDATED ENTITIES

	30/06/2022		30/06/2021	
	% interest	% control	% interest	% control
Full consolidation				
Clinique du Sport	100.00	100.00	100.00	100.00
Clinique des Platanes	100.00	100.00	100.00	100.00
Clinique des Cèdres	100.00	100.00	100.00	100.00
Société de la Clinique du Mail	100.00	100.00	100.00	100.00
Clinique de l'Atlantique	100.00	100.00	100.00	100.00
Clinique Saint Vincent	-	-	100.00	100.00
Clinique Saint Pierre	-	-	100.00	100.00
Clinique Jean Le Bon	99.50	99.50	99.50	99.50
Clinique Claude Bernard	100.00	100.00	100.00	100.00
Clinique du Parisis	100.00	100.00	100.00	100.00
Capio La Croix du Sud	100.00	100.00	100.00	100.00
MHP - Médipôle Hôpital Privé	99.97	100.00	99.97	100.00
SNC Capio Medipôle Lyon Villeurbanne	99.97	100.00	99.97	100.00
Polyclinique du Beaujolais	100.00	100.00	100.00	100.00
Clinique de Beaupuy	100.00	100.00	100.00	100.00
Clinique de Domont	100.00	100.00	100.00	100.00
Clinique Aguiléra	100.00	100.00	100.00	100.00
SAS Scanner Aguiléra	51.00	51.00	51.00	51.00
Clinique Belharra	99.22	99.22	99.22	99.22
GCS Centre de Cardiologie du Pays Basque	74.61	75.00	74.61	75.00
Clinique de la Sauvegarde	99.25	100.00	99.25	100.00
Hôpital Privé Claude Galien	100.00	100.00	100.00	100.00
Hôpital Privé Clairval	100.00	100.00	100.00	100.00
Imagerie de Clairval	95.20	95.20	95.20	95.20
Hôpital Privé Jacques Cartier	99.76	99.82	99.76	99.82
Imagerie Médicale Jacques Cartier	64.95	64.95	64.95	64.95
L'Angio – Service Intercliniques d'Imagerie Médicale	49.99	50.00	49.99	50.00
Clinique de Choisy	98.47	98.48	98.47	98.47
Clinique Philaé	100.00	100.00	100.00	100.00
Hôpital Privé des Peupliers	100.00	100.00	100.00	100.00
Clinique de l'Amandier	99.99	100.00	99.99	100.00
Clinique de la Résidence du Parc	100.00	100.00	100.00	100.00
Clinique de la Défense	100.00	100.00	100.00	100.00
Clinique Maussins-Nollet	100.00	100.00	100.00	100.00
Clinique du Chalonnais (formerly Val de Seille)	100.00	100.00	100.00	100.00
Hôpital Privé Sainte Marie Chalon	98.92	98.92	98.92	98.92
Hôpital Privé Antony	100.00	100.00	100.00	100.00

	30/06/2022		30/06/2021	
	% interest	% control	% interest	% control
CERS Cap Breton	100.00	100.00	100.00	100.00
Ancienne Clinique Jeanne d'Arc SA	99.99	99.99	99.99	99.99
Hôpital Privé Drôme Ardèche	100.00	100.00	100.00	100.00
Hôpital Privé Dijon Bourgogne (formerly SIMA)	99.99	99.99	99.99	99.99
IRM du Parc	50.94	51.03	50.94	51.03
Clinique Eugénie	100.00	100.00	100.00	100.00
Clinique de la Roseraie	100.00	100.00	100.00	100.00
Clinique de l'Ange Gardien	100.00	100.00	100.00	100.00
Clinique de Perreuse	100.00	100.00	99.75	99.75
Clinique du Moulin	100.00	100.00	100.00	100.00
Clinique de l'Auzon	99.00	99.00	99.00	99.00
Clinique d'Yvelines	100.00	100.00	100.00	100.00
Clinique de l'Espérance	100.00	100.00	100.00	100.00
Clinique Mon Repos	100.00	100.00	100.00	100.00
Clinique de Change Notre Dame de Pritz	100.00	100.00	100.00	100.00
Mas du Vendomois	100.00	100.00	100.00	100.00
Clinique Belle Allée	100.00	100.00	100.00	100.00
Clinique Psychiatrique du Parc	100.00	100.00	100.00	100.00
Clinique de l'Escrébieux	95.04	95.04	95.04	95.04

LIST OF MAIN CONSOLIDATED ENTITIES

	30/06/2022		30/06/2021	
	% interest	% control	% interest	% control
Full consolidation				
Clinique Saint-Martin (Ollioules)	100.00	100.00	100.00	100.00
Clinique des Monts du Forez	100.00	100.00	100.00	100.00
Clinique Saint Michel	100.00	100.00	100.00	100.00
Clinique des Quatre Saisons	100.00	100.00	100.00	100.00
Clinique Pen An Dalar	100.00	100.00	100.00	100.00
Clinique du Château du Tremblay	100.00	100.00	100.00	100.00
Clinique Rech	100.00	100.00	100.00	100.00
Clinique Le Gouz	100.00	100.00	100.00	100.00
Clinique des Trois Cyprès	100.00	100.00	100.00	100.00
Clinique du Pont de Gien	100.00	100.00	100.00	100.00
Clinique Ronsard	100.00	100.00	100.00	100.00
Clinique de Saint-Victor	100.00	100.00	100.00	100.00
Alpha	100.00	100.00	100.00	100.00

	30/06/2022		30/06/2021	
	% interest	% control	% interest	% control
La Recouvrance	100.00	100.00	100.00	100.00
Centre d'Imagerie Mermoz	49.99	50.00	49.99	50.00
Clinique du Landy	100.00	100.00	100.00	100.00
Hôpital Privé de Bois Bernard	99.54	99.54	99.54	99.54
Hôpital Privé Jean Mermoz	99.98	99.98	99.98	99.98
Imhotep	50.09	50.10	50.09	50.10
Société d'Imagerie Watteau	51.00	51.00	51.00	51.00
Société d'Imagerie Médicale de Bois Bernard	99.99	99.99	99.99	99.99
Hôpital Privé Pays de Savoie	99.58	99.58	99.58	99.58
Clinique Kennedy	97.34	97.34	97.34	97.34
Hôpital Privé de Villeneuve d'Ascq	99.83	99.83	99.83	99.83
Clinique d'Argonay	98.72	98.72	98.72	98.72
Hôpital Privé Armand Brillard	100.00	100.00	100.00	100.00
Clinique Jouvenet	99.92	99.92	99.92	99.92
Hôpital Privé de l'Estuaire	99.84	99.84	99.84	99.84
SRR Petit Colmoulins	99.84	99.84	99.84	99.84
Hôpital Privé Saint-Martin – Caen	100.00	100.00	100.00	100.00
Clinique Monticelli-Vélodrome	99.99	99.99	99.99	99.99
SIM des Peupliers	51.00	51.00	51.00	51.00
Clinique Saint Ame	98.25	98.90	98.25	98.90
Hôpital Privé de l'Est Parisien	100.00	100.00	100.00	100.00
Société d'Imagerie Médicale Douai	60.76	60.94	60.76	60.94
Société d'Imagerie Médicale Saint-Martin Caen	100.00	100.00	100.00	100.00
Clinique Bon Secours	100.00	100.00	100.00	100.00
Centre d'Imagerie Médicale d'Aulnay (CIMA)	55.00	55.00	55.00	55.00
Clinique Blomet	100.00	100.00	100.00	100.00
Clinique Marcel Sembat	100.00	100.00	100.00	100.00
Clinique Geoffroy Saint Hilaire	100.00	100.00	100.00	100.00
Hôpital Privé de la Louvière	99.96	99.96	99.94	99.94
IRM Bachaumont	50.95	50.95	50.95	50.95
SAS Scanner Bachaumont Paris Centre	51.00	51.00	51.00	51.00
TEP Jean Perrin	50.09	50.10	50.09	50.10
TEP Henri Becquerel	50.09	50.10	50.09	50.10
Hôpital Privé de Marne Chantereine	99.98	100.00	99.98	100.00
Hôpital Privé de l'Ouest Parisien	99.98	100.00	99.98	100.00
Hôpital Privé de Parly II	99.45	99.47	99.45	99.47
Hôpital Privé de la Seine Saint Denis	99.98	100.00	99.98	100.00
Clinique des Martinets	99.98	100.00	99.98	100.00
Hôpital Privé du Vert Galant	99.98	100.00	99.98	100.00
Hôpital Privé Paul d'Egine	99.98	100.00	99.98	100.00

	30/06/2022		30/06/2021	
	% interest	% control	% interest	% control
Société Scanner du Vert Galant	55.09	55.10	55.09	55.10
Centre d'Imagerie Nucléaire de la Plaine de France	64.65	64.66	64.65	64.66
Clinique du Bois d'Amour	99.98	100.00	99.98	100.00
SASU HPMV	99.99	100.00	99.99	100.00
Centre d'Imagerie en Coupe du Blanc Mesnil	54.99	55.00	54.99	55.00
SAS IRM Champigny	50.99	51.00	50.99	51.00
Scanner Champigny	51.04	51.05	51.04	51.05
IRM Bry	50.99	51.00	50.99	51.00
IRM Marne Chantereine	50.99	51.00	50.99	51.00
Centre d'Imagerie Médicale de Drancy	54.99	55.00	54.99	55.00
Scanner Marcel Sembat	50.00	50.00	50.00	50.00

LIST OF MAIN CONSOLIDATED ENTITIES

	30/06/2022		30/06/2021	
	% interest	% control	% interest	% control
Full consolidation				
Hôpital Privé de l'Est Lyonnais	100.00	100.00	100.00	100.00
Clinique La Parisière	99.80	99.98	99.70	99.98
IRM-CCBB Clinique Marcel Sembat	55.00	55.00	-	-
SAS Imagerie Blomet	50.10	50.10	50.10	50.10
Polyclinique du Parc Drevon	100.00	100.00	100.00	100.00
SAS IRM Martinets	54.99	55.00	-	-
SAS imagerie en coupe Jouvenet Cortambert	50.96	51.00	-	-
Centre d'imagerie médicale du Bourget	55.00	55.00	-	-
Centre d'imagerie médicale Lambert	51.00	51.00	-	-
SAS Imagerie médicale du Landy	50.00	50.00	-	-
Centre d'imagerie du Plateau Bezons	49.63	51.00	-	-
Clinique Les Rosiers	100.00	100.00	100.00	100.00
Clinique Iris Marcy l'Etoile	100.00	100.00	100.00	100.00
Clinique Saint-Barnabé	100.00	100.00	100.00	100.00
CERS Saint Raphaël	100.00	100.00	100.00	100.00
Clinique de Châtillon (formerly Fauvettes)	95.45	95.45	95.45	95.45
Baya Hôtel et SPA	100.00	100.00	100.00	100.00
Clinique de Provence-Bourbonne	100.00	100.00	100.00	100.00
Clinique de Champigny	100.00	100.00	100.00	100.00
Clinique de Montevrain	100.00	100.00	100.00	100.00
Step	100.00	100.00	100.00	100.00
Rhône Assistance	100.00	100.00	100.00	100.00
SAS Lambulance	-	-	100.00	100.00

	30/06/2022		30/06/2021	
	% interest	% control	% interest	% control
Ambulances Davin	100.00	100.00	100.00	100.00
Centre Médico-Chirurgical et Obstétrical d'Evry (Mousseau)	100.00	100.00	100.00	100.00
Clinique de Villeneuve Saint Georges	99.58	99.58	99.58	99.58
Clinique Lambert	100.00	100.00	100.00	100.00
SAS Clinique La Montagne	100.00	100.00	100.00	100.00
Clinique de la Muette	100.00	100.00	100.00	100.00
Clinique du Plateau	97.32	97.32	97.32	97.32
Hôpital Privé de Versailles - Franciscaines SAS	100.00	100.00	100.00	100.00
Clinique Convert	99.98	99.98	99.98	99.98
Clinique de l'Union	100.00	100.00	100.00	100.00
Le Marquisat	100.00	100.00	100.00	100.00
Scanner IRM Villeneuve Saint Georges	50.79	51.00		
Hôpital Privé Métropole Nord	98.14	98.47	98.12	98.45
Clinique Océane	100.00	100.00	100.00	100.00
Centre d'Imagerie Monticelli Vélodrome	95.12	95.12	95.12	95.12
Clinique du Bourget	100.00	100.00	100.00	100.00
Centre de Radiothérapie Savoie Nord	100.00	100.00	100.00	100.00
Institut de Radiothérapie de Hautes Énergies (IRHE)	99.99	100.00	99.99	100.00
Centre de Radiothérapie Beauregard SA	65.00	65.00	65.00	65.00
Iridis Marseille	100.00	100.00	100.00	100.00
SAS SIM des Peupliers	100.00	100.00	100.00	100.00
Centro Ortopedico Di Quadrante SpA	49.00	49.00	49.00	49.00
Hôpital Privé de la Loire	97.88	97.88	97.88	97.88

LIST OF MAIN CONSOLIDATED ENTITIES (HOLDINGS)

	30/06/2022		30/06/2021	
	% interest	% control	% interest	% control
Full consolidation				
Ramsay Générale de Santé	100.00	100.00	100.00	100.00
Compagnie Générale de Santé	100.00	100.00	100.00	100.00
Ramsay Santé (GIE)	100.00	100.00	100.00	100.00
Ramsay Hospitalisation (GIE)	100.00	100.00	100.00	100.00
Performance Achat au Service de la Santé	100.00	100.00	100.00	100.00
Médipsy SA	100.00	100.00	100.00	100.00
Dynamis	100.00	100.00	100.00	100.00
Alphamed	99.98	99.67	99.98	99.67
Hôpital Privé Métropole	99.69	99.69	99.69	99.69
Capio Santé	100.00	100.00	100.00	100.00
Capio Gestion (GIE)	90.82	91.67	96.16	97.06
Capio Cliniques	100.00	100.00	100.00	100.00
Capio Rhône-Alpes	99.99	99.99	100.00	100.00
Rempart Investissement	100.00	100.00	100.00	100.00
Générale de Santé Italia Srl	100.00	100.00	100.00	100.00
Générale de Santé Toscana Srl	100.00	100.00	100.00	100.00

LIST OF MAIN CONSOLIDATED ENTITIES

	30/06/2022		30/06/2021	
	% interest	% control	% interest	% control
Full consolidation				
Capio AB	100.00	100.00	100.00	100.00
Capio Group Services AB	100.00	100.00	100.00	100.00
Capio Lundby Sjukhus AB	100.00	100.00	100.00	100.00
Capio Närsjukvård AB	100.00	100.00	100.00	100.00
Hälsoval Bergaliden AB	100.00	100.00	100.00	100.00
Göingekliniken AB	100.00	100.00	100.00	100.00
Hantverksdoktorn AB	100.00	100.00	100.00	100.00
Capio Vårdcentraler AB	100.00	100.00	100.00	100.00
Capio Specialistkliniker AB	100.00	100.00	100.00	100.00
Capio Medocular AB	100.00	100.00	100.00	100.00
Capio Specialistcenter AB	100.00	100.00	100.00	100.00
Capio Centrum för Titthålskirurgi AB	-	-	100.00	100.00
Capio Movement AB	100.00	100.00	100.00	100.00
Capio Sverige AB	100.00	100.00	100.00	100.00
Capio Support AB	100.00	100.00	100.00	100.00
Capio fastighet Vesslan 34 i Örebro AB	100.00	100.00	100.00	100.00

	30/06/2022		30/06/2021	
	% interest	% control	% interest	% control
Capio Go AB	100.00	100.00	100.00	100.00
Capio Connect AB	100.00	100.00	100.00	100.00
Capio Lager 5 AB	100.00	100.00	100.00	100.00
Capio Lager 6 AB	100.00	100.00	100.00	100.00
Capio Sjukvård AB	100.00	100.00	100.00	100.00
Capio Primärvård AB	100.00	100.00	100.00	100.00
Capio Vårdcentral Gävle AB	95.20	95.20	95.20	95.20
Capio Ortopediska Huset AB	100.00	100.00	100.00	100.00
Capio Hjärnhälsan AB	100.00	100.00	100.00	100.00
Capio Närvård AB	100.00	100.00	100.00	100.00
Capio Läkargruppen AB	91.00	91.00	91.00	91.00
Capio Artro Clinic AB	100.00	100.00	100.00	100.00
Capio St Görans Sjukhus AB	99.97	99.97	99.97	99.97
Capio St Görans Radiologi AB	100.00	100.00	100.00	100.00
Capio Geriatrik AB	100.00	100.00	100.00	100.00
Capio Geriatrik Nacka AB	100.00	100.00	100.00	100.00
Capio Familjeläkarna Falkenberg AB	100.00	100.00	100.00	100.00
Scanloc Healthcare AB	100.00	100.00	100.00	100.00
Ultraljudsbarnmorskorna i Stockholm AB	100.00	100.00	100.00	100.00
Pansyn Sweden AB	100.00	100.00	100.00	100.00
Globen Ögonklinik AB	100.00	100.00	100.00	100.00
Capio Läkarhus AB	100.00	100.00	100.00	100.00
Capio Legevisitten AB	100.00	100.00	100.00	100.00
Capio Läkarbilar AB	100.00	100.00	100.00	100.00
Capio Hälso och Sjukvård AB	100.00	100.00	100.00	100.00
Capio Vårdval AB	100.00	100.00	100.00	100.00
Hemstyrkan i Stockholm AB	-	-	100.00	100.00
Capio Curera AB	100.00	100.00	100.00	100.00
Capio Nova Företagshälsa AB	100.00	100.00	100.00	100.00
Capio Nova AB	100.00	100.00	100.00	100.00
Capio Nova Sjöstaden AB	100.00	100.00	100.00	100.00
Capio Nova Hälsoval AB	100.00	100.00	100.00	100.00
Capio Vårdcentral Kista AB	100.00	100.00	100.00	100.00
Capio IM Röntgendiagnostik AB	100.00	100.00	100.00	100.00
Capio Norrlandskliniken AB	100.00	100.00	100.00	100.00
Capio Hälsocentral Norrlandskliniken AB	100.00	100.00	100.00	100.00
Capio Norrlandskliniken Radiologi AB	100.00	100.00	100.00	100.00
Capio Norrlandskliniken Företagshälsa AB	100.00	100.00	100.00	100.00
Capio Skindoc AB	100.00	100.00	80.00	80.00
Capio Vårdcentral Johannelund AB	100.00	100.00	100.00	100.00

	30/06/2022		30/06/2021	
	% interest	% control	% interest	% control
Capio Stockholms Ögonklinik Holding AB	100.00	100.00	-	-
Capio Stockholms Ögonklinik AB	100.00	100.00	-	-
Capio Valhallas Ögonklinik AB	100.00	100.00		
Capio Ögonspecialisterna i Stockholm AB	100.00	100.00	-	-
Capio Ögonspecialisterna i Stockholm KB	100.00	100.00	-	-
Riddarfjärden AB	100.00	100.00	-	-
Riddarfjärden KB	100.00	100.00	-	-
Sports Medicine Umeå AB	60.00	60.00	-	-

LIST OF MAIN CONSOLIDATED ENTITIES

	30/06/2022		30/06/2021	
	% interest	% control	% interest	% control
Full consolidation				
GHP Specialty Care AB (publ)	98.10	98.10	-	-
GHP Swe AB	100.00	100.00	-	-
GHP Förvaltning AB	100.00	100.00	-	-
Stockholm Spine Nya Holding AB	100.00	100.00	-	-
Bariatric Center Swe holding AB	100.00	100.00	-	-
GHP Hud Holding AB	100.00	100.00	-	-
GHP Urologi Holding AB	90.10	90.10	-	-
GHP Idrottscentrum AB	65.00	65.00	-	-
GHP Arytmi Center Stockholm AB	93.55	93.55	-	-
GHP Ortho Center Göteborg AB	100.00	100.00	-	-
GHP Neuro Center Göteborg AB	75.00	75.00	-	-
GHP Gastro Center Göteborg AB	100.00	100.00	-	-
GHP Medicinskt Centrum Göteborg AB	100.00	100.00	-	-
GHP Spine Center Göteborg AB	96.70	96.70	-	-
GHP International AB	100.00	100.00	-	-
Bariatric and Diabetes Center Ajman AB	100.00	100.00	-	-
GHP Gastro Center Skåne AB	95.00	95.00	-	-
GHP Orthocenter Skåne AB	95.00	95.00	-	-
GHP Hud Malmö AB	100.00	100.00	-	-
GHP Specialisttandläkarna Tandteknik AB	100.00	100.00	-	-
GHP Specialisttandläkarna Nacka KB	100.00	100.00	-	-
GHP Specialisttandläkarna AB	97.00	97.00	-	-
GHP Specialisttandläkarna Norrköping AB	100.00	100.00	-	-
GHP Vård och hälsa AB	100.00	100.00	-	-
GHP Stockholm Spine Center AB	97.50	97.50	-	-
GHP OrthoCenter Stockholm AB	94.00	94.00	-	-

	30/06/2022		30/06/2021	
	% interest	% control	% interest	% control
GHP Ortocenter Storängsbotten AB	91.00	91.00	-	-
GHP Totalvård KB	100.00	100.00	-	-
GHP Urologcentrum AB	100.00	100.00	-	-
GHP Hudcentrum Hagastaden AB	100.00	100.00	-	-
GHP Hudcentrum Hagastaden FM AB	100.00	100.00	-	-
GHP Hudkliniken vid Sophiahemmet AB	100.00	100.00	-	-
GHP Hudkliniken Estetik vid Sophiahemmet AB	100.00	100.00	-	-
Privata Hudkliniken vid Sophiahemmet 2 AB	100.00	100.00	-	-
GHP Hudmottagningen vid Sophiahemmet HB	100.00	100.00	-	-
GHP Kirurgkliniken Stockholm AB	95.78	95.78	-	-
GHP Stockholm Gastro Center AB	94.00	94.00	-	-
GHP Specialisttandläkarna Stockholm AB	100.00	100.00	-	-
GHP Urokirurgiskt Centrum Stockholm AB	100.00	100.00	-	-
GHP Medicinskt Centrum AB	91.00	91.00	-	-
GHP Spine Center Rehab Göteborg AB	96.00	96.00	-	-
Capio Invest och Förvaltning AB	100.00	100.00	-	-
PR Vård Hemsjukvård AB	100.00	100.00	-	-
PR Vård Mottagning AB	100.00	100.00	-	-
Alva Barnklinik AB	100.00	100.00	-	-
Capio Norge Holding AS	100.00	100.00	100.00	100.00
Volvat Medisinske Senter AS	100.00	100.00	100.00	100.00
Capio Anoreksi Senter AS	100.00	100.00	100.00	100.00
Volvat Medisinske Senter Nord og Midt-Norge AS	100.00	100.00	100.00	100.00
Volvat Bedrift AS	100.00	100.00	100.00	100.00
Orbita Øyelegesenter AS	51.00	51.00	51.00	51.00
Capio Go Norge AS	100.00	100.00	100.00	100.00
Volvat Utvikling AS	100.00	100.00	100.00	100.00

LIST OF MAIN CONSOLIDATED ENTITIES

	30/06/2022		30/06/2021	
	% interest	% control	% interest	% control
Full consolidation				
Volvat Oye Holding AS	100.00	100.00	100.00	100.00
Argus Syn AS	100.00	100.00	100.00	100.00
Klinikk Barcode AS	100.00	100.00	100.00	100.00
Helsetelefonen	100.00	100.00	100.00	100.00
NIMI AS	-	-	100.00	100.00
Spiren Fertilitetsklinikk AS	70.00	70.00	-	-
Forusakutten AS	100.00	100.00	-	-
Capio Deutsche Klinik GmbH	100.00	100.00	100.00	100.00
Capio UK Ltd	100.00	100.00	100.00	100.00
Capio Holding Danmark A / S	100.00	100.00	100.00	100.00
CFR Hospitaler A / S	100.00	100.00	100.00	100.00
Capio Specialistklinikker A / S	100.00	100.00	100.00	100.00
WeCare Holding ApS	51.00	51.00	-	-
Alles Laegehus A / S	51.00	51.00	-	-
Vikteam A / S	51.00	51.00	-	-
GHP Specialer ApS	100.00	100.00	-	-
GHP Danmark ApS	100.00	100.00	-	-
GHP Gildhöj Privathospital ApS	85.00	85.00	-	-
GHP Middle East LLC	100.00	100.00	-	-

All Sociétés Civiles Immobilières controlled by the Ramsay Santé group are fully consolidate.

2.3.3 Company financial statements

2.3.3.1 Company financial statements

BALANCE SHEET – ASSETS	30/06/2022 Gross	30/06/2022 Amortis.	30/06/2022 Net	30/06/2021 Net
Uncalled share capital (I)				
Start-up costs				
Development costs				
Concessions, patents and similar rights	1,396		1,396	1,396
Goodwill				
Other intangible assets				
Advances on intangible assets				
TOTAL INTANGIBLE ASSETS	**1,396**		**1,396**	**1,396**
Land				
Buildings				
Technical facilities, tooling equipment				
Other property, plant and equipment				
Assets in progress				
Advance payments				
TOTAL PROPERTY, PLANT AND EQUIPMENT				
Investments				
Other investments	1,570,770,188	17,577	1,570,752,611	1,570,770,188
Receivables from investments				
Other long-term investments	1,128		1,128	1,128
Loans	1,059,574,873		1,059,574,873	775,664,808
Other financial assets	327,089		327,089	
TOTAL FINANCIAL ASSETS	**2,630,673,277**	**17,577**	**2,630,655,700**	**2,346,436,123**
TOTAL FIXED ASSETS (II)	**2,630,674,673**	**17,577**	**2,630,657,096**	**2,346,437,519**
Raw materials, supplies				
Goods, production in process				
Services, production in process				
Intermediate and finished products				
Goods				
TOTAL INVENTORY				
Advances and deposits paid on orders	15,728		15,728	14,468
Trade receivables and related accounts	648,674	700	647,974	344,150
Other receivables	1,893,806	32,415	1,861,391	12,027,141
Share capital called, not paid				
TOTAL RECEIVABLES	**2,558,208**	**33,115**	**2,525,093**	**12,385,758**
Marketable securities	218,111		218,111	328,611
of which treasury shares:				
Cash and cash equivalents	1,802,811		1,802,811	1,295,770
TOTAL CASH	**2,020,922**		**2,020,922**	**1,624,381**
Prepaid expenses	382,404		382,404	235,090
TOTAL CURRENT ASSETS (III)	**4,961,534**	**33,115**	**4,928,419**	**14,245,230**
Deferred loan issue costs (IV)	6,031,144		6,031,144	6,524,639
Bond redemption premiums (V)				
Exchange differences assets (VI)	13,232,180		13,232,180	
GRAND TOTAL (I TO VI)	**2,654,899,532**	**50,692**	**2,654,848,840**	**2,367,207,388**

BALANCE SHEET – LIABILITIES		30/06/2022	30/06/2021
Share or individual capital	of which paid: 82,792,268	82,792,268	82,792,268
Issue, merger and contribution premiums		600,910,916	600,910,916
Valuation differences	of which equity-method difference: 0		
Legal reserve		6,205,212	6,205,212
Statutory or contractual reserves			
Regulated reserves	of which reserve for price fluctuation provisions: 0	7,255	7,255
Other reserves	of which reserve for the purchase of original works by artists: 0	12,257,624	12,257,624
TOTAL RESERVES		**18,470,091**	**18,470,091**
Retained earnings		113,374,561	117,117,657
PROFIT (LOSS) FOR THE PERIOD		(20,873,004)	(3,743,095)
Investment subsidies			
Regulated provisions		11,297,741	8,188,271
TOTAL EQUITY (I)		**805,972,572**	**823,736,106**
Proceeds from issues of equity securities			
Conditional advances			
TOTAL OTHER EQUITY (II)			
Provisions for liabilities		13,232,180	
Provisions for charges		200,362	
TOTAL PROVISIONS FOR LIABILITIES AND CHARGES (III)		**13,432,542**	
Convertible bonds			
Other bonds		100,000,000	
Loan and debts with credit institutions		1,458,780,975	1,458,780,975
Other borrowings and financial debts of which participating loans		1,904,375	
TOTAL FINANCIAL DEBT		**1,560,233,138**	**1,458,780,975**
Advances and deposits received on orders in progress			
Trade payables and related accounts		2,168,806	1,788,110
Tax and social security liabilities		14,510,837	26,870,812
Debts on fixed assets and related accounts			
Other debts		258,530,944	53,426,104
TOTAL OPERATING LIABILITIES		**275,210,587**	**82,085,026**
Deferred income			
TOTAL LIABILITIES (IV)		**1,835,443,725**	**1,540,866,001**
Exchange differences – liabilities (V)			2,605,281
GRAND TOTAL – LIABILITIES (I TO V)		**2,654,848,840**	**2,367,207,388**

INCOME STATEMENT (LIST)

INCOME STATEMENT		30/06/2022 France	30/06/2022 Export	30/06/2022 Total	30/06/2021
Sale of goods					
Goods production sold				860,979	602,304
Services production sold		860,979			
NET REVENUE					
Inventoried products					
Capitalised production					
Operating subsidies					
Write-back of depreciation and provisions, transfer of expenses				1,129,301	8,131,244
Other income				6	6
TOTAL OPERATING INCOME (I)				**1,990,286**	**8,733,554**
Purchases of goods (including customs duties)					
Change in inventory (goods)					
Purchases of raw materials and other supplies (including customs duties)					
Change in inventory (raw materials and supplies)					
Other purchases and external expenses				14,435,390	21,572,433
Taxes and duties and similar payments				595,702	63,827
Wages and salaries				1,378,618	494,018
Social security contributions				574,687	300,524
	On fixed assets			1,622,796	9,167,302
Operating allowances	On current assets: allocations to provisions				
	For liabilities and charges: allocations to provisions			200,362	
Other charges				584,029	132,067
TOTAL OPERATING EXPENSES (II)				**19,391,584**	**31,730,171**
OPERATING PROFIT				**(17,401,298)**	**(22,996,617)**
Profit allocated or loss transferred (III)					
Loss incurred or profit transferred (IV)					
Finance income from investments					
Income from other securities and receivables on fixed assets				23,709,038	6,604,625
Other interest and similar income				242,520	3,288,905
Reversals of provisions and expense transfers					
Positive exchange rate differences				75	2,350
Net income on sales of marketable securities					
TOTAL FINANCE INCOME (V)				**23,951,632**	**9,895,880**
Financial depreciation and provisions				13,249,757	
Interest and similar charges				46,353,225	33,674,529
Negative exchange rate differences				1,259	116,766
Net expenses on sales of marketable securities					
TOTAL FINANCE EXPENSES (VI)				**59,604,241**	**33,791,295**
FINANCIAL PROFIT (LOSS)				**(35,652,609)**	**(23,895,415)**
CURRENT PROFIT BEFORE TAX (I-II + III-IV + V-VI)				**(53,053,906)**	**(46,892,032)**
Extraordinary income on management operations					61,313
Extraordinary income on capital operations				323,630	
Reversals of provisions and expense transfers					239,452
TOTAL EXTRAORDINARY INCOME (VII)				**323,630**	**300,765**

INCOME STATEMENT	30/06/2022 France	30/06/2022 Export	30/06/2022 Total	30/06/2021
Extraordinary charges on management operations			8,996	
Extraordinary charges on capital operations			307,041	
Extraordinary allowances on depreciation, amortisation and provisions			3,109,470	3,109,470
TOTAL EXTRAORDINARY EXPENSES (VIII)			**3,425,507**	**3,109,470**
EXTRAORDINARY PROFIT (LOSS) (VII – VIII)			**(3,101,877)**	**(2,808,705)**
Employee profit-sharing (IX)				
Income tax (X)			(35,282,780)	(45,957,641)
TOTAL INCOME (I + III + V + VII)			**26,265,548**	**18,930,199**
TOTAL EXPENSES (II + IV + VI + VIII + IX + X)			**47,138,551**	**22,673,295**
PROFIT OR LOSS (TOTAL INCOME – TOTAL EXPENSES)			**(20,873,004)**	**(3,743,095)**

FIXED ASSETS – REPORTING DATE 30 JUNE 2022

SECTION A – FIXED ASSETS		Gross value at the beginning of the financial year	Increases Revaluation	Increases Acquisitions and contributions
Start-up and development costs (I)				
Other intangible assets (II)		1,396		
Land				
	on own land			
	on third-party land			
Buildings	General installations, fittings and fixtures of buildings			
Technical facilities, equipment and tools				
	General installations, fixtures and fittings			
	Transport equipment			
	Office and IT equipment and furniture			
Other property, plant and equipment	Recoverable packaging and miscellaneous			
Property, plant and equipment in progress				
Advance payments				
TOTAL (III)				
Investments valued using the equity method				
Other investments		1,570,770,188		
Other long-term investments		1,128		
Loans and other financial assets		775,664,808		284,237,154
TOTAL (IV)		**2,346,436,123**		**284,237,154**
GRAND TOTAL (I + II + III + IV)		**2,346,437,519**		**284,237,154**

SECTION B – FIXED ASSETS		SECTION B – FIXED ASSETS Transfer	Disposal	Gross value at the end of the financial year	Revaluation Original value
Start-up and development costs (I)					
Other intangible assets (II)				1,396	
Land					
Buildings	on own land				
	on third-party land				
	General installations, fittings and fixtures of buildings				
Technical facilities, equipment and tools					
Other property, plant and equipment	General installations, fixtures and fittings				
	Transport equipment				
	Office and IT equipment and furniture				
	Recoverable packaging and miscellaneous				
Property, plant and equipment in progress					
Advance payments					
TOTAL (III)					
Investments valued using the equity method					
Other investments				1,570,770,188	
Other long-term investments				1,128	
Loans and other financial assets				1,059,901,962	
TOTAL (IV)				**2,630,673,277**	
GRAND TOTAL (I + II + III + IV)				**2,630,674,673**	

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DEPRECIATION AND AMORTISATION - REPORTING DATE 30 JUNE 2022

SECTION A – STATUS AND CHANGES IN DEPRECIATION FOR THE FINANCIAL YEAR

Depreciable fixed assets		Beginning of financial year	Increase	Decreases in financial year
Start-up and development costs (I)				
Other intangible assets (II)				
Land				
	on own land			
	on third-party land			
Buildings	General installations, fittings			
Technical facilities, equipment and tools				
	General installations, miscellaneous fittings			
	Transport equipment			
Other property, plant and equipment	Office and IT equipment and furniture			
	Recoverable packaging and miscellaneous			
TOTAL PROPERTY, PLANT AND EQUIPMENT (III)				
GRAND TOTAL (I + II + III)				

BREAKDOWN OF MOVEMENTS AFFECTING THE PROVISION FOR ACCELERATED DEPRECIATION

SECTION B		Allocations			Reversals			
Fixed assets		Difference in duration	Declining balance method	Exceptional tax depreciation	Difference in duration	Declining balance method	Exceptional tax depreciation	End of financial year
Start-up costs								
Others								
Land								
	On own land							
	On third-party land							
Buildings	Instal.							
	Technical facilities							
	General installations							
	Transport equipment							
	Office equipment							
Other fixed assets	Packaging							
Property, plant and equipment								
Acquisitions of securities								
TOTAL								

SECTION C	Beginning of financial year	Increase	Decreases	End of financial year
Loan issuance costs to be deferred	6,524,639	1,129,301	1,622,796	6,031,144
Bond redemption premiums				

PROVISIONS – REPORTING DATE 30 JUNE 2022

NATURE OF PROVISIONS	Beginning of financial year	Allocations	Reversals	End of financial year
Provisions for mining and oil deposits				
Investment provisions				
Provisions for price increases				
Excessive depreciation	8,188,271	3,109,470		11,297,741
■ of which an exceptional increase of 30%				
Provisions for setting up operations abroad before 01/01/1992				
Provisions for setting up operations abroad after 01/01/1992				
Provisions for installation loans				
Other regulated provisions				
TOTAL I	**8,188,271**	**3,109,470**		**11,297,741**
Provisions for litigation				
Development costs				
Provisions for losses on futures markets				
Provisions for fines and penalties				
Provisions for foreign exchange losses		13,232,180		13,232,180
Provisions for pensions				
Provisions for taxes				
Provisions for the renewal of fixed assets				
Provisions for major maintenance				
Provisions for social security contributions and tax on paid leave				
Other provisions for liabilities and charges		200,362		200,362
TOTAL II		**13,432,542**		**13,432,542**
Provisions for Intangible assets				
Provisions for Property, plant and equipment				
Provisions for equity-accounted investments				
Provisions for equity investments		17,577		17,577
Provisions for other financial assets				
Provisions for inventories				
Provisions on trade receivables	700			700
Other provisions for impairment	32,415			32,415
TOTAL III	**33,115**	**17,577**		**50,692**
GRAND TOTAL (I + II + III)	**8,221,386**	**16,559,589**		**24,780,975**
Of which operating allowances and reversals		200,362		
Of which financial allowances and reversals		13,249,757		
Of which extraordinary allowances and reversals		3,109,470		
Impairment of equity-accounted investments				

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STATEMENT OF MATURITIES OF RECEIVABLES AND PAYABLES – REPORTING DATE 30 JUNE 2022

SECTION A STATEMENT OF RECEIVABLES		Gross amount	Up to one year	At more than one year
Receivables from investments				
Loans		1,059,574,873	399,574,873	660,000,000
Other financial assets		327,089	327,089	
TOTAL RECEIVABLES RELATED TO FIXED ASSETS		**1,059,901,962**	**399,901,962**	**660,000,000**
Doubtful or disputed customers		840	840	
Other receivables		647,834	344,010	
Receivables representing loaned securities				
Personnel and related accounts		1,620	1,620	
Social security and other social agencies				
State and other local authorities	Income tax	1,049,022	1,049,022	
	Value added tax			
	Other tax			
	State – miscellaneous			
Groups and associates		42,520	42,520	
Miscellaneous debtors		800,644	800,644	
TOTAL RECEIVABLES RELATED TO CURRENT ASSETS		**2,542,480**	**2,542,480**	
Prepaid expenses		382,404	382,404	
TOTAL RECEIVABLES		**1,062,826,846**	**402,826,846**	**660,000,000**
Loans granted during the year		1,059,574,873	399,574,873	
Repayments obtained during the year		327,089	327,089	
Loans and advances granted to partners		284,237,154		

SECTION B STATEMENT OF DEBTS		Gross amount	Up to one year	At more than one year and less than five years	More than five years
Convertible bonds					
Other bonds		100,000,000			
Loans from credit institutions less than 1 year at inception		1,217,930	1,917,930	40,000,000	60,000,000
Loans from credit institutions more than 1 year at inception		1,457,110,833	7,110,833	700,000,000	750,000,000
Other borrowings and financial debts		1,904,375	1,904,375		
Trade payables and related accounts		2,168,806	2,168,806		
Personnel and related accounts		829,620	829,620		
Social security and other social agencies		653,229	653,229		
State and other local authorities	Income tax	12,905,966	12,905,966	25,516,482	
	Value added tax			2,362	
	Guaranteed bonds				
	Other tax	122,022	122,022	118,998	
Debts on fixed assets and related accounts					
Groups and associates		258,053,971	258,053,971		
Other debts		476,973	476,973		
Debt representing borrowed securities					
Deferred income					
TOTAL LIABILITIES		**1,835,443,725**	**285,443,725**	**740,000,000**	**810,000,000**
Loans taken out during the year		200,000	**Borrowings from private individuals**		
Loans repaid during the year		100,000			

SUBSIDIARIES AND EQUITY INVESTMENTS (IN MILLIONS OF EUROS)

FINANCIAL YEAR FROM 1 JULY 2021TO 30 JUNE 2022

Subsidiaries and equity investments	Capital (1)(2)	Reserve and retained earnings before appropriation (1)(2)	Share of capital held (in%)	Carrying amounts of securities held		Loans and advances granted not yet repaid (1)	Guarantees and endorsements given by the Company	Revenue excluding taxes for the last financial year (1)(2)	Profit for the last financial year (1)(2)	Dividends received by the Company during the year
				Gross	Net					
A – Detailed information (1)(2)										
Subsidiaries (+50% of the share capital held by the Company)										
Compagnie Générale de Santé	148,620,944	248,170,173	100	763,769,351	763,769,351	682,224,950	0	25,747,483	(304,796,645)	
Capio AB	6,717,421	333,798,235	100	807,000,791	807,000,791	377,349,923	0	1,297,412,729	(27,547,768)	
Equity investments (10 to 50% of the share capital)										
B – Global information on other subsidiaries and equity investments not included in A.										
French subsidiaries (together)										
Foreign subsidiaries (together)										
Investments in French companies										
Investments in foreign companies										

(1) Capio AB's balance sheet data has been converted at the closing rate of 30 June 2022. The exchange rate used is available in 2.e. Capio AB's income statement data has been translated at the average exchange rate on 30 June 2022 (EUR 1 = S EK 10.3213).

(2) Capio AB data as of the group's last financial year ended 30 June 2022.

2.3.3.1.1 Accounting rules, methods and significant events

The annual financial statements are prepared in accordance with the following fundamental accounting principles:

- prudence;
- consistency of methods from one financial year to another;
- independence of financial years;
- going concern;

and in accordance with the general rules for the preparation and presentation of annual financial statements.

The basic method used to value the items recorded in the accounts is the historical cost method. The provisions of the French Commercial Code were applied, as well as the General Accounting Plan as it results from the application of ANC Regulation No. 2014-03 updated by ANC Regulation No. 2016-07 of 4 November 2016 and other subsequent regulations.

The following events occurred during the financial year:

HEALTH CRISIS LINKED TO THE COVID-19 PANDEMIC

The financial year ending 30 June 2022 was marked by the continuing health crisis related to the global Covid-19 pandemic.

Ramsay Générale de Santé is a holding company and the value of equity investments was not impacted. However, the clinics suffered events during the year as described below.

Private hospitals continued to actively participate in the national plan to combat the Covid-19 epidemic, supporting and working alongside public hospitals. In compliance with ministerial directives, relayed by the ARS, private clinics and hospitals adapted all or part of their non-emergency medical and surgical activities that do not result in a loss of opportunity for patients, in order to free up hospital bed capacities (accommodation as well as in technical facilities) to meet local health needs. The staff and private doctors remained mobilised and integrated into the plans to prevent and fight the epidemic.

In accordance with the evolution of the health situation during the different waves, the activity of private hospitals was carried out under more or less normal conditions, in compliance with governmental or regional directives and as required by the local health situation.

IMPACTS OUTSIDE FRANCE

The Group's facilities in Scandinavia have actively participated in the care of Covid patients as well as in the screening and vaccination of the population, in support of public institutions and in close collaboration with the supervisory authorities. Nevertheless, activity was logically impacted by the effects of the health crisis during the period, in particular for full hospitalisation in Sweden but also in Denmark and Norway where the authorities suspended admissions at the height of the spread of the virus from December 2021 to February 2022. Despite these periods of disruption, the overall level of activity and results were strong as activity was sustained during the periods of recovery.

In Sweden, the Sankt Göran hospital and the geriatric hospitals operated by the Group in Stockholm played a key role in the management of the epidemic with more than 100 beds dedicated to Covid patients. Sankt Göran, in conjunction with Stockholm's geriatric hospitals, treated almost 20% of all patients hospitalised for Covid in the Stockholm area throughout the pandemic. The Group has made a significant contribution to the screening and vaccination effort in Sweden and to screening in Norway.

While in Norway and Denmark no accompanying measures were implemented, our facilities in Sweden received subsidies to cover the additional operating costs. In total, the amount of aid received by our facilities in Sweden was EUR 32.2 million in the period, compared to EUR 61.5 million in the previous period.

EURO PP BOND ISSUE

In December 2021, Ramsay Générale de Santé SA issued a new fixed-rate debt instrument in a private placement bond format for EUR 100 million maturing in 2028 and 2029.

This instrument enabled Ramsay Générale de Santé SA to diversify its lender base and extend the maturity of its debt, while retaining the main contractual characteristics of its indebtedness, as this instrument fully incorporates the clauses of the TLB senior debt contract with a sharing of the security package, fully aligned financial covenants, as well as the same CSR indicators for the calculation of a possible bonus/malus at each calendar year-end.

The main accounting methods used are as follows:

(A) FIXED ASSETS

Fixed assets

Fixed assets are recorded at their acquisition cost.

Financial assets

Equity investments are valued at acquisition cost. Acquisition costs are included in the cost of the securities and are amortised over five years.

An impairment test is performed at each closing date. A value in use is determined in order to compare it with the value of the securities. Value in use is the present value of the sum of future cash flows before tax and financial items of the entities held by Ramsay Générale de Santé, less net financial debt. If the value in use is lower than the value of the equity investments, an impairment loss is recognised in the financial result.

The sales growth assumptions and discount rate reflect management's best estimates.

The pre-tax discount rate (9.31% for France and 7.69% for Nordics) used reflects current market assessments of the time value of money and the risks specific to the asset or asset group.

Within the business models, future cash flows used for impairment tests are calculated based on a four-year business plan, then these flows are projected over an additional two-year horizon. The terminal value assumes a perpetual growth rate of 1.25%.

For the Nordics entities, future cash flows are calculated based on 5-year plans. The terminal value assumes a perpetual growth rate of 2%.

Financial assets denominated in foreign currencies are valued at the exchange rate prevailing at the closing date or at the hedging rate that may be assigned to them. Only unrealised foreign exchange losses are provided for in the income statement.

(B) MARKETABLE SECURITIES

Treasury shares

This item records the purchase by the Company of its own shares in the context of allocation of bonus shares to certain key managers or corporate officers of the Company and companies in the Ramsay Générale de Santé group.

At the end of the two allocation plans for 2008 and 2009, there remain 25,301 SA Générale de Santé shares with a carrying amount of EUR 328,611.17.

Within the framework of a liquidity agreement with CIC Market Solutions, on 1 March 2022, 5,000 shares were deposited. This deposit leads to a decrease in the carrying amount of EUR 110,500.

After this transfer, there are 20,301 treasury shares with a carrying amount of EUR 218,111.17.

Their inventory value, determined according to the average price in June 2022, amounted to EUR 456,772.50 at the end of the financial year. This inventory value, which is higher than the carrying amount, does not lead to the recognition of a provision at 30 June 2022.

(C) RECEIVABLES

Receivables are valued at their nominal value.

They are subject to a provision for depreciation determined on a case-by-case basis after analysis as part of the regular debt recovery process in place.

At 30 June 2022, one sundry receivable was 100% impaired with a value of EUR 32,415 and one trade receivable was 100% impaired with a value of EUR 700.

Trade receivables mainly correspond to intragroup receivables.

(D) TRANSLATION OF FOREIGN CURRENCY TRANSACTIONS

Assets denominated in foreign currencies are valued at the exchange rate on the closing date or at the hedging rate that may be assigned to them.

Only unrealised foreign exchange losses are provided for in the income statement.

At 30 June 2022	Closing price	Average price
Sweden	10.7184	10.3213
Denmark	7.4366	7.4384

(E) PENSION COMMITMENTS

Pension commitments are valued in accordance with ANC recommendation no. 2013-02 of 7 November 2013 and CNC Regulation No. 2003-R01.

The actuarial assumptions used at 30 June 2022 are as follows:

	At closing	At opening
Discount rate	3.05%	0.89%
Rate of wage increase	1.75%	1.00%
Expense rate	50.40%	50.40%
The expense rate has been redefined on the basis of the actual experience over the last 12 months		
Retirement age:		
■ managers	65 years	65 years
■ non-managers	65 years	65 years
Departure conditions:	Voluntary departure at the initiative of the employee	
Rights acquired	Collective agreement of the company	
Staff turnover rate:		
■ 26 years and under	28.06%	28.06%
■ 27 to 29 years	15.35%	15.35%
■ 30 to 34 years	9.44%	9.44%
■ 35 to 39 years	6.56%	6.56%
■ 40 to 44 years	5.80%	5.80%
■ 45 to 49 years	4.17%	4.17%
■ 50 to 54 years	2.99%	2.99%
■ 55 to 59 years	2.12%	2.12%
■ 60 to 62 years	1.21%	1.21%
■ over 62 years old	0.00%	0.00%
Mortality table:		
■ Men	TH0002	TH0002
■ Women	TF0002	TF0002

The retirement benefit corresponds to the amount that is more favourable for the employee between the conventional retirement benefit and the legal redundancy indemnity.

The amount of retirement benefits not recognised in the parent company financial statements amounted to EUR 314,556 at 30 June 2022.

This amount is included in financial commitments. This is calculated using the actuarial method.

(F) NOTION OF OPERATING INCOME AND EXTRAORDINARY PROFIT

Items relating to ordinary activities, even those that are extraordinary in terms of their frequency or amount, are included in operating profit.

Only items that do not relate to the company's ordinary activities have been recognised in extraordinary profit (loss).

(G) TRANSACTIONS WITH RELATED PARTIES

Transactions with related parties are either carried out under normal market conditions or are excluded from the list of related party transactions (transactions are carried out by the Company with wholly owned subsidiaries or between wholly owned sister companies of the same parent company) or are not material enough to be disclosed in the notes.

2.3.3.1.2 Notes to certain balance sheet and income statement items

A) FIXED ASSETS

Movements during the financial year relating to gross assets and depreciation are summarised in the tables:

- DGI no. 2054 (see table of fixed assets – reporting date 30 June 2022 – Section A) page 107;
- DGI no. 2055 (see table of fixed assets – reporting date 30 June 2022 – Section B) page 108.

B) FINANCIAL ASSETS

Equity investments are recorded at acquisition cost.

An impairment test is performed at each closing date. A value in use is determined in order to compare it with the value of the securities. Value in use is the present value of the sum of future cash flows before tax and financial items of the entities held by Ramsay Générale de Santé, less net financial debt. If the value in use is lower than the value of the equity investments, an impairment loss is recognised in the financial profit (loss).

Financial assets also include intragroup loans. Several intragroup loans were made during the year and can be broken down as follows:

- Ramsay Générale de Santé and CAPIO AB signed for SEK 286,000 thousand, i.e. EUR 28,557 thousand;
- Ramsay Générale de Santé and CAPIO AB signed for SEK 235,000 thousand, i.e. EUR 22,870 thousand;
- Ramsay Générale de Santé and CAPIO AB signed for SEK 392,000 thousand, i.e. EUR 37,924 thousand;
- Ramsay Générale de Santé and CAPIO AB signed for SEK 988,713 thousand, i.e. EUR 95,000 thousand;
- Ramsay Générale de Santé and CAPIO AB signed for SEK 520,125 thousand, or EUR 50,000 thousand;
- Ramsay Générale de Santé and CAPIO AB signed for SEK 467,378 thousand, i.e. EUR 44,867 thousand;
- Ramsay Générale de Santé and CAPIO AB signed for SEK 12,000 thousand, i.e. EUR 1,145 thousand.

The exchange rate of the counter-values presented in euros above is the closing rate as presented in the paragraph above relating to the conversion of foreign currency transactions.

Annual interest, payable quarterly, is 2.7%.

The loans will be repaid within 3 days following a notice from Ramsay Générale de Santé.

The CGS Loan has a fixed interest rate of 2.83%, payable in arrears, corresponding to the average TLB rate underwritten by RGdS, plus a margin of 0.20%. This loan has a renewable term of one year, with a current maturity of 22/04/2023.

All Capio loans have an interest rate between 2.70% and 3.20%.

	At 30/06/2022	At 30/06/2021
Dynamis securities	46	46
CGS securities	763,769,351	763,769,351
Capio AB securities	807,000,791	807,000,791
TOTAL SECURITIES	**1,570,770,188**	**1,570,770,188**
Capio loans	376,534,099	111,873,031
CGS loans	660,000,000	660,000,000
Accrued interest on intragroup loans	23,040,774	3,791,777
TOTAL LOANS	**1,059,574,873**	**775,664,808**
Other financial assets	1,128	1,128
TOTAL	**2,630,346,189**	**2,346,436,124**

Loans, other financial assets:

At 30 June 2022, Ramsay Générale de Santé held 11,718 of its own shares under a liquidity agreement managed by CIC MARKET SOLUTIONS, for a total value of EUR 0327,088.56 at the end of the year. The inventory value (calculated at the average stock market price of the last month) being EUR 263,655, an impairment has been recorded in the amount of EUR 17,577, based on the securities account in the amount of EUR 281,591.

These treasury shares are recorded in account 277100 for the securities account for a value of EUR 281,591 and EUR 45,498 in account 277102 for the cash account. Movements during the year were subject to capital gains and losses according to the FIFO method, generating a net capital gain of EUR 16,589.

As at 30 June 2022, there were no share buyback transactions during the past financial year.

C) STATEMENT OF PROVISIONS

The movements in provisions for the financial year are summarised in table 2056 (see provisions table – reporting date 30 June 2022– page 110).

D) RECEIVABLES AND PAYABLES

The maturities of receivables and payables are summarised in the DGI table no. 2057 (see Statements of receivables and payables – reporting date 30 June 2022– page 111).

E) RELATED ACCOUNTS

- Accrued income:
- They represent a total of EUR 23,190,373 and correspond to:
  - finance income for EUR 23,040,774;
  - credit notes receivable for EUR 74,664;
  - other income receivable for EUR 32,415 which was subject to impairment;
  - accrued interest on CA receivable for EUR 42,520.
- Accrued expenses:
- Accrued expenses represent a total of EUR 9,146,310 and correspond to the following items:
  - interest on loans for EUR 7,110,883;
  - EUR 1,560,477 in social security and tax contributions;
  - EUR 475,000 in miscellaneous accrued expenses.

F) OTHER RECEIVABLES

The “other receivables” item amounts to EUR 1,861,391.

It mainly consists of

- State tax receivables in the amount of EUR 1,049,022;
- trade accounts receivable and credit notes receivable for EUR 743,345;
- interest on current accounts of Compagnie Générale de Santé in the amount of EUR 42,520.

G) ACCRUALS AND DEFERRED INCOME

Prepaid expenses amounted to EUR 382,403.75 and relate to operating expenses.

H) MARKETABLE SECURITIES

Treasury shares

This item records the purchase by the Company of its own shares in the context of allocation of bonus shares to certain key managers or corporate officers of the Company and companies in the Ramsay Générale de Santé group.

At the end of the two allocation plans for 2008 and 2009, there remain 25,301 SA Générale de Santé shares with a carrying amount of EUR 328,611.17.

Within the framework of a liquidity agreement with CIC Market Solutions, on 1 March 2022, 5,000 shares were deposited. This deposit leads to a decrease in the carrying amount of EUR 110,500.

After this transfer, there are 20,301 treasury shares with a carrying amount of EUR 218,111.17.

Their inventory value, determined according to the average price in June 2022, amounted to EUR 456,772.50 at the end of the financial year. This inventory value, which is higher than the carrying amount, does not lead to the recognition of a provision at 30 June 2022.

I) REGULATED PROVISIONS

The change in regulated provisions is as follows:

Nature of provisions	Beginning of the financial year	Allocations	Reversals	End of financial year
Excessive depreciation	8,188,271.10	3,109,470.00		11,297,741.10
TOTAL (I)	**8,188,271.10**	**3,109,470.00**		**11,297,741.10**

Accelerated depreciation corresponds to the acquisition costs of the Capio group over a period of five years prorata temporis. These acquisition costs amount to a total of EUR 15.5 million.

The amount of allocations to Capio group acquisition costs thus amounts to EUR 3,109,470 per year.

J) PROVISIONS FOR LIABILITIES AND CHARGES

In consideration of his involvement in the development of the Group, the Board of Directors of 20 October 2021, on the recommendation of the Appointments and Remuneration Committee, decided to set up a long-term incentive plan for the Chief Executive Officer in the form of multi-year variable remuneration conditional on the achievement of several economic and qualitative performance criteria assessed over five financial years until 2026, in accordance with the recommendations of the Afep-Medef Code.

Nature of provisions	Beginning of the financial year	Allocations	Reversals	End of the financial year
LTI provisions	-	200,362.00	-	200,362.00
TOTAL (I)	**-**	**200,362.00**	**-**	**200,362.00**

K) LOAN ISSUANCE COSTS

As presented in the financing section, Ramsay Générale de Santé issued Euro PP debt during the year. Loan issuance costs relating to this debt amounted to EUR 1,129,301. These issuance costs have been capitalised and amortised over 7 and 8 years depending on the tranche.

The flows of capitalised loan issuance costs are shown in the table below:

Nature	Capitalised loan issuance costs at 30/06/2021	Capitalisation of the issuance costs of the new bank loan	Depreciation/amortisation of bank loan issuance costs	Capitalised loan issuance costs at 30/06/2022
Loan issuance costs	**6,524,639**	**1,129,301**	**(1,622,796)**	**6,031,144**

L) SHARE CAPITAL

The Company's capital consists of 110,389,690 shares with a nominal value of EUR 0.75 amounting to EUR 82,792,267.50.

Statement of changes in equity

Items	30/06/2021	Increase	Decrease	Dividend distribution	Appropriation of profit N-1	30/06/2022
Share or individual capital	82,792,267.50	-	-			82,792,267.50
Share premium, merger premium, contribution premium, etc.	600,910,915.58	-	-			600,910,915.58
Valuation differences	-	-	-			-
Legal reserve	6,205,212.11	-	-			6,205,212.11
Statutory or contractual reserves	-	-	-		-	-
Regulated reserves	7,254.55	-	-		-	7,254.55
Other reserves	12,257,624.00	-	-		-	12,257,624.00
Retained earnings	117,117,656.75	-	-		(3,743,095.44)	113,374,561.31
Profit for the period	(3,743,095.44)	-	20,873,004.00		3,743,095.44	(20,873,004.00)
Investment subsidies	-	-	-			-
Regulated provisions	8,188,271.10	3,109,470.00				11,297,741.10
TOTAL EQUITY	**823,736,106.15**	**3,109,470.00**	**20,873,004.00**	**-**	**-**	**805,972,572.48**

M) LOANS AND DEBTS WITH CREDIT INSTITUTIONS

The Group has a senior debt facility with an initial aggregate amount of EUR 1,650.0 million, entered into on 22 April 2021. This senior debt (TLB 1, TLB 2, RCF and Capex) enabled the total refinancing of the previously existing senior debt of the Ramsay Générale de Santé group and is intended to enable the financing of the general operating needs of the Group's companies as well as the financing of acquisitions and capital expenditure for growth and reorganisation.

The outstanding amount of the syndicated loan drawn down at 30 June 2022 is EUR 1,450.0 million.

The 2021 financing made it possible to simplify the lines and commitments for the Company, it is composed of four credit lines:

- a B1 tranche for a total amount of EUR 700 million with a 5-year maturity;
- a B2 tranche for a total amount of EUR 750 million with a 6-year maturity;
- an "acquisition/capex" tranche for a total amount of EUR 100 million, drawable before 22 October 2024, with a 5-year maturity;
- a revolving credit tranche for a total amount of EUR 100 million to finance the Group's general needs and working capital requirements, with a 5-year maturity.

In December 2021, the Ramsay Santé group issued a new fixed-rate debt instrument in a private placement bond format for EUR 100 million maturing in 2028 and 2029.

This instrument made it possible to diversify the Ramsay Santé group's lender base and extend the maturity of its debt, while retaining the main contractual characteristics of its indebtedness, as this instrument fully incorporates the clauses of the TLB senior debt contract with a sharing of the security package, fully aligned financial covenants, as well as the same CSR indicators for the calculation of a possible bonus/malus at each calendar year-end.

At 30 June 2022, 80% of the syndicated debt is hedged with an average fixed rate of 0.28% but the hedge rate falls at the end of 2022 to 34.5% at a fixed rate of 0.405% with two additional years of hedging.

The average interest rate on gross financial debt is approximately 2.83% at 30 June 2022.

As at 30 June 2022, the Group no longer has a maintenance covenant.

Euro PP bond issue

In December 2021, Ramsay Générale de Santé SA issued a new fixed-rate debt instrument in a private placement bond format for EUR 100 million maturing in 2028 and 2029.

This instrument enabled Ramsay Générale de Santé SA to diversify its lender base and extend the maturity of its debt, while retaining the main contractual characteristics of its indebtedness, as this instrument fully incorporates the clauses of the TLB senior debt contract with a sharing of the security package, fully aligned financial covenants, as well as the same CSR indicators for the calculation of a possible bonus/malus at each calendar year-end.

N) TAX AND SOCIAL SECURITY LIABILITIES

The "tax and social security liabilities" item amounted to EUR 14,510,837.13.

It consists mainly of corporate tax liabilities on subsidiaries integrated for tax purposes under Ramsay Générale de Santé.

O) FINANCIAL PROFIT (LOSS)

The financial profit (loss) includes the impact of the following transactions:

Items	Finance expenses	Finance income
Interest on current financial statements receivable Group	-	42,519.93
Income from loans Group	-	23,709,037.68
Foreign exchange gains	-	74.55
Allocation to financial provision	13,249,757.00	-
Interest on debt	35,408,055.23	-
Interest on revolving loan	345,833.33	-
Bank charges	19.83	-
Interest on other debts	1,904,375.00	-
Net interest on swaps	5,376,733.83	-
Current account interest payable	723,207.67	-
Foreign exchange loss	1,258.79	-
Miscellaneous finance income/expenses	2,595,000.00	200,000.00
TOTAL	**59,604,240.68**	**23,951,632.16**

P) EXTRAORDINARY PROFIT (LOSS)

The extraordinary loss amounts to EUR (3,101,877).

It includes the impact of the following transactions:

	Extraordinary charges	Extraordinary income
Penalties and fines	8,996.00	-
NCA financial assets	307,041.04	-
Excessive depreciation allowance	3,109,470.00	-
Proceeds from disposal of financial assets	-	323,629.60
TOTAL	**3,425,507.04**	**323,629.60**

Q) REVENUE

Revenue of EUR 860,979 corresponds to:

- EUR 656,017 in management fees to Capio AB;
- EUR 204,962 to Capio Santé for the cost of providing the Executive Management.

R) TAX POSITION

The Company's results are integrated within the framework of a Group tax regime of which it is the head.

The tax consolidation income of EUR 34,994,088 corresponds mainly to corporate income tax contributions paid by the tax consolidated subsidiaries in the amount of EUR 34,994,088.

S) THE DEFERRED TAX POSITION IS AS FOLLOWS

Tax consolidation methods

The purpose of the agreement is to regulate the allocation of the tax expense within the Ramsay Générale de Santé consolidated group formed pursuant to Article 223 A of the French General Tax Code, by charging to the Consolidated Subsidiaries the amounts of tax that they would have had to pay if they had not been members of the consolidated Ramsay group.

The principle of neutrality has been applied, under the terms of which, as far as possible, the Consolidated Subsidiaries must recognise in their financial statements, throughout the period in which they are part of the Ramsay Générale de Santé consolidated group, a corporate tax expense or income similar to that which they would have recognised had they not been a member of the said group.

The Consolidated Subsidiaries will pay to the Parent Company, as a contribution to the payment of the Consolidated Taxes, and this regardless of the actual amount of said Consolidated Taxes, a sum equal to the Consolidated Taxes that would have been due if they had been taxable separately, after deduction of all the deduction rights that they would have benefited from if they had not been members of the Ramsay Générale de Santé consolidated group.

At the end of a deficit year, the consolidated subsidiaries will not have any claim on the Parent Company because of this situation, even if the Parent Company has built up a claim on the Treasury by opting to carry back the overall deficit.

In accordance with the provisions of Article 223 O of the French General Tax Code, the Parent Company is substituted for the Consolidated Subsidiary for the purpose of offsetting the amount of the corporation tax, and where applicable and insofar as such offsetting is possible, the amount of the Social Security Contribution, for which it is liable in respect of each financial year:

- Tax Credits attached to income received by a Group company and which did not qualify for the Parent Company regime referred to in Articles 145 and 216 of the French General Tax Code; and
- any other Tax Credits from which the Consolidated Subsidiary would have been entitled to benefit in the absence of tax consolidation.

Any net tax savings resulting from the application of the group regime for a given year will be immediately acquired by the Parent Company at the end of that year.

This tax saving will be determined by reference to the deficit recorded by the Subsidiary, on the basis of Table 2058-A bis of the annual tax return.

In the same way, the Parent Company alone will bear the possible additional cost of the tax charge due by reason of the overall result of the consolidated Ramsay Générale de Santé group resulting from the application of the group regime.

The deferred tax position is as follows:

INCREASE AND DECREASE IN FUTURE TAX LIABILITY

Description	30/06/2022
Basis for increase in future tax liability	
Regulated provisions	11,297,741
Investment grant	-
Negative valuation difference of UCITS securities	-
Exchange differences Assets	13,232,180
Other expenses deducted in advance	-
Long-term capital gains tax deferred	-
Total basis for increase in future tax liability	**24,529,921**
Total future tax liability	**6,336,079**
Basis for relief of future tax liability	
Software depreciation	-
Potential losses on long-term contracts	-
Provisions for pensions and similar obligations	-
Other liabilities and charges provisioned	-
Accrued expenses	-
Positive valuation difference on UCITS shares	-
Exchange differences Liabilities	-
Other income taxed in advance	-
Tax loss carryforwards	238,228,122
Total future tax liability relief bases	**238,228,122**
Total future tax assets	**61,534,324**
Net deferred tax position	**55,198,245**

- tax rate: 25.83%;
- of which standard corporate tax rate: 25.00%;
- social contribution on tax: 3.30%.

T) EXCHANGE DIFFERENCES

The foreign exchange loss of EUR 13,232,180 corresponds to the difference between the closing value and the historical value of Capio loans in foreign currencies.

U) BREAKDOWN OF INCOME TAX

Breakdown of tax	Profit before tax	Tax	Net profit
Current profit	(53,053,906.23)	33,054,191.18	(19,999,715.05)
Short-term extraordinary profit (loss)	(3,101,877.44)	1,939,896.82	(1,161,980.62)
Long-term extraordinary profit (loss)	-	-	-
Employee profit-sharing	-		-
Tax credits		288,692.00	288,692.00
ACCOUNTING PROFIT (LOSS)	**(56,155,783.67)**	**35,282,780.00**	**(20,873,003.67)**

V) OTHER LIABILITIES

Other liabilities of EUR 258,530,943.92 correspond mainly to the Ramsay central treasury current account of EUR 252,779,396.

La Centrale Ramsay (formerly IENA) is the central treasury entity that manages the Group's cash pool.

2.3.3.1.3 Financial commitments and other information

A) FINANCIAL COMMITMENTS

The Company does not hold any equipment or property leases.

The financial commitments granted and received by the Company at 30 June 2022 are as follows:

Senior debt

Ramsay Générale de Santé as guarantor and as borrower entered into a EUR 1,650.0 million senior debt credit agreement with BNP Paribas, Crédit Agricole CIB and Mediobanca as arrangers and initial lenders on 22 April 2021. This senior debt enabled the full refinancing of the Ramsay Santé group’s previously existing senior debt and is intended to finance the general operating needs of the Group’s companies as well as acquisitions and capital expenditure for growth and reorganisation. This financing is composed of four credit lines:

				30 June 2022		
SENIOR DEBT	Original Loan Lines	Duration (in years)	Term	Amount used	Unused amount	Early repayment
Term B1 facility	700.0	5	22/04/2026	700.0	-	-
Term B2 facility	750.0	6	22/04/2027	750.0	-	-
Revolving Credit Facility	100.0	5	22/03/2026	-	100.0	-
Acquisition/Capex Facility 1*	100.0	5	22/04/2026	-	100.0	-
TOTAL	**1,650.0**			**1,450.0**	**200.0**	**-**

** (1) Subject to being below a certain level of financial leverage, the Company may request the approval of each of its creditors to make available an additional line of Capex.*

Special clause in the senior debt contract

All of these tranches are issued at variable rates.

The financing imposes restrictions on asset disposal and acquisition policy. The disposal of assets may result in early debt repayments. The contract imposes a limit on the amount of new debt that can be raised as an alternative to the 2021 loans, regardless of its form: leasing, mortgage, trust and any other form of credit. The secured non-senior alternative debt limit is twice the rolling 12-month EBITDA with a ratchet effect in the event of a decline in EBITDA in a subsequent year.

In addition, in the event of a drawdown at the end of the half-year beyond 40% of the RCF line, the contract requires compliance with a maximum leverage ratio of 6.00x (consolidated senior secured net financial debt/consolidated EBITDA [(1)]), this constraint disappearing in the event of a return to less than 40% of the outstanding RCF.

The Ramsay Générale de Santé group has no outstanding drawdowns on the RCF line at 30 June 2022

Interest rate risk hedging clause

As part of the Group’s refinancing operations (senior debt) on 22 April 2021, the Company must, within six months of the short-term Euribor moving into positive territory for more than 20 working days, hedge its exposure to interest rate risk to the extent of at least two-thirds (but not more than 100%) of the amount of the lines drawn down (excluding the additional non-committal Capex line) for a minimum period of three years.

1) NFD: Net financial debt established in accordance with IAS 17, excluding the fair value of hedging instruments and excluding alternative (non-senior secured) debt. EBITDA: EBITDA defined as the difference between current operating profit and depreciation.

At 30 June 2022, 80% of the syndicated debt is covered at one year and one quarter with an average fixed rate of 0.28%. An additional two years are then hedged at 34.5% at a fixed rate of 0.405%.

The hedging instruments used are vanilla interest rate swaps without floors.

The Group is considering the best hedging solution to increase its coverage rate to 60% for the next three years.

Security clause

As part of the syndicated debt, at 30 June 2022, the shares of Compagnie Générale de Santé, Immobilière de Santé, Alphamed, Parly 2, Hôpital Privé Ouest Parisien, Pass, Médipsy, HPM, HPM Nord, Capio AB and Capio Group Services AB were pledged.

In December 2021, the Ramsay Santé group issued a new fixed-rate debt instrument in a private placement bond format for EUR 100 million maturing in 2028 and 2029.

This instrument made it possible to diversify the Ramsay Santé group's lender base and extend the maturity of its debt, while retaining the main contractual characteristics of its indebtedness, as this instrument fully incorporates the clauses of the TLB senior debt contract with a sharing of the security package, fully aligned financial covenants, as well as the same CSR indicators for the calculation of a possible bonus/malus at each calendar year-end.

Euro PP Bond Issue

In December 2021, the Ramsay Santé group issued a new fixed-rate debt instrument in a private placement bond format for EUR 100 million maturing in 2028 and 2029.

This instrument made it possible to diversify the Ramsay Santé group's lender base and extend the maturity of its debt, while retaining the main contractual characteristics of its indebtedness, as this instrument fully incorporates the clauses of the TLB senior debt contract with a sharing of the security package, fully aligned financial covenants, as well as the same CSR indicators for the calculation of a possible bonus/malus at each calendar year-end.

Financial instruments – Interest rate risks

At 30 June 2022, the Group uses interest rate hedging instruments (vanilla swaps) to protect itself against any possible rise in interest rates.

The April 2021 debt contract obliges the Group to hedge at least 2/3 of the lines actually drawn for a period of at least 3 years, but only if short-term rates turn positive again. The Group, in view of the level of medium-term interest rates, has decided to maintain its interest rate hedges covering the previous debt contract (2017 extension) as the characteristics of the underlying remain the same and we are in a relationship of hedging the cash flow of our debt. The debt at 30 June 2022 is 80% hedged for one quarter and 34.5% hedged for up to two years and one quarter.

Thus, in accordance with IFRS 9, the market value (as at 30 June 2022) of these hedging instruments, which was previously recognised in equity, in particular because the instruments were mainly effective with a floor on swaps and or caps, have become ineffective with the last remaining instruments (longer vanilla hedges with a deferred start date), will be recognised as straight-line amortisation in the income statement.

The market value at 30 June 2022 of our hedging instruments is +EUR 10.7 million less the impact of deferred tax for EUR 5.1 million, giving a net value of EUR 14.5 million. Changes in the value of our interest rate hedges are recorded directly in the income statement.

Exposure to interest rate risk on financial debt (excluding interest rate hedging instruments) breaks down as follows:

- 18% of financial debt is backed by fixed rates;
- 82% of financial debt is backed by variable rates.

More specifically:

- 100% of senior debt is at variable rates;
- 100% of loans under finance leases on movable assets are at fixed rates;
- 100% of our EuroPP bond is fixed rate;
- 79% of loans under finance leases on property assets are at fixed rates;
- 33% of other borrowings from credit institutions are at fixed rates.

After hedging our interest rate risk by swaps, the situation of our exposure to interest rate risk is completely reversed with:

- 76% of financial debts are at fixed rates and;
- 24% at variable rates

	30 June 2022		30 June 2021	
(in millions of euros)	In	QP	Outstanding	QP
Fixed rate	347.0	18%	269	14%
Variable rate	1,640	82%	1,653	86%
TOTAL BEFORE HEDGING	**1,987**	**100%**	**1,922**	**100%**
Variable rate	480	24%	493	26%
Fixed rate	1,507	76%	1,429	74%
TOTAL AFTER HEDGING	**1,987**	**100%**	**1,922**	**100%**

Analysis of the sensitivity of finance expenses to changes in interest rates

On the basis of the Company's debt at 30 June 2022 and despite its fixed rate position (EUR 1,507 million out of a total of EUR 1,987 million), the Group is nonetheless sensitive to an increase in interest rates (as the interest rate hedge on the senior debt decreases rapidly from the end of calendar year 2022 and beyond with an overall fixed rate ratio of 43%), a 100bps increase in short rates would impact financial costs by more than EUR 10 million per year.

Guarantee clause

Ramsay Générale de Santé as Guarantor under the 2014 Credit Agreement grants to the lenders a joint and several guarantee of the obligations of the Debtors (i.e. all the Borrowers and the Guarantors), such guarantee shall come into play in the event of default by one of them, at the first request of the lenders.

The obligations or commitments of the Guarantor under the 2014 Credit Agreement, with respect to any Debtor that is not a subsidiary of the Guarantor (within the meaning of Article L.233-3 of the French Commercial Code), are limited at any time to the total amount outstanding of the amounts borrowed directly or indirectly by the said Debtor under the Credit Agreement and re-lent directly or indirectly to the Guarantor by way of intragroup loans in force on the date on which the Guarantor is required to make a payment under the Guarantee.

Under the 2014 Credit Agreements, all Guarantors must represent at least 75% of the consolidated EBITDA and 70% of the gross assets of the Ramsay Générale de Santé group. As a result, 44 legal entities of the Group have joined the 2014 Credit Agreement as additional guarantors.

B) BANK GUARANTEES

As Principal Founder of the Ramsay Générale de Santé Corporate Foundation and in order to comply with the legal commitments arising from the bylaws of the Foundations, Ramsay Générale de Santé requested, on 29 March 2018, a new bank guarantee from the Caisse d'Epargne et de Prévoyance Île-de-France, which was counter-guaranteed by Ramsay Générale de Santé. Its outstanding amount at 30 June 2020 is EUR 4,950,000 and its maturity date is 30 June 2023.

C) PERSONNEL

There is one manager.

D) EXECUTIVE REMUNERATION

For the financial year 2021-2022, the remuneration allocated to the members of the administrative and supervisory bodies, by virtue of their office, amounts to EUR 1,281,008 in respect of salaries for the financial year 2021-2022 and EUR 584,026 in respect of directors' remuneration (of which EUR 299,084 is paid in respect of the year 2021 and EUR 284,942 is paid in respect of the year 2020).

In consideration of his involvement in the development of the Group, the Board of Directors' meeting of 20 October 2021, on the recommendation of the Appointments and Remuneration Committee, decided to set up a long-term incentive plan for the Chief Executive Officer in the form of multi-year variable remuneration conditional on the achievement of several economic and qualitative performance criteria assessed over five financial years until 2026, in accordance with the recommendations of the Afep-Medef Code.

The General Meeting on 8 December 2022 will approve the remuneration elements paid during the financial year ending 30 June 2022 and the remuneration policy for the Chief Executive Officer of which the LTIP is part. At 30 June 2022, the accounting value of this commitment was EUR 123,800.

E) IDENTITY OF THE CONSOLIDATING COMPANY

The Company is part of a group whose consolidating company is the Limited Liability Company RAMSAY SANTE (Siren no. 383 699 048), a French entity. Its head office is 39, rue Mstislav Rostropovitch, CS60053 75850 Paris Cedex 17, France and its capital amounts to EUR 82,792,267.50.

RAMSAY GENERALE DE SANTE is itself consolidated within a group whose consolidating company is RAMSAY HEALTH CARE LIMITED. Its head office is at Level 18, 126 Philip Street, Sydney NSW 2000, Australia.

A copy of the consolidated financial statements can be obtained on the Company's website: Ramsay Générale de Santé: http://ramsaysante.fr/

F) TABLE OF SUBSIDIARIES AND EQUITY INVESTMENTS

See page 112.

G) COMMITMENTS RECEIVED

The Company did not benefit from any commitments during the financial year.

H) SWAP COMMITMENTS

The Company uses derivative financial instruments to hedge against the interest rate risk arising from its variable rate financing policy.

The swap commitments are as follows:

Bank	Start date	End date	Nominal (in millions of euros)	MtM clean (in euros)
SOGEN	22 April 2021	3 October 2022	180.0	(176,577)
BNPP	22 April 2021	22 October 2024	500.0	(11,298,731)
TOTAL			**680.0**	**(11,122,154)**

2.3.3.1.4 Events after the closing date

Ramsay Générale de Santé granted Capio Service AB a loan of SEK 175,000,000, which was charged to the bank on 14 July 2022.

2.3.3.2 Forward-looking management documents

The tables below present the forward-looking management documents as provided for by Articles L.232-3 and R.232-4 of the French Commercial Code and approved by the Board of Directors at its meeting of 13 October 2022.

FINANCING PLAN (IN THOUSANDS OF EUROS)

Description	Year 1 July 2022 to 30 June 2023
I. Use	
1. New investments	-
2. Working capital requirements	10,000
3. Loan repayments	-
TOTAL	**10,000**
II. Resources	
1. Cash flow from operations	10,000
2. Divestments	-
3. External resources – Capital	-
Subsidies and participating loans	-
Long-term borrowings	-
TOTAL	**10,000**
SURPLUS/SUFFICIENCY OF RESOURCES	**-**

PROVISIONAL INCOME STATEMENT (IN THOUSANDS OF EUROS)

Description	Actual 1 July 2021 to 30 June 2022	Budget 1 July 2021 to 30 June 2022
Revenue from healthcare (excluding imaging)	-	-
Chemo Pharmacy	-	-
Revenue from imaging	-	-
Revenue from biology	-	-
Revenue from accommodation and catering	-	-
Revenue from fees and Other	-	-
Operating revenue	**-**	**-**
Services Production Sold	861	950
TOTAL REVENUE	**861**	**950**
Medical Purchases (excluding chemo and pharmacy)	-	-
Chemo and pharmacy	-	-
Other Purchases and Energy	1	2
External services	12,485	13,500
Other external services	1,950	1,850
Added value	**(13,575)**	**(14,402)**
Taxes and duties	596	600
Wages, social security contributions & profit-sharing	1,954	2,000
Other income	-	-
Other charges	123	150
EBITDAR	**(16,248)**	**(17,152)**
Margin	**-**	**-**
Fees Equipment leases	-	-
Fees Property leases	-	-
Equipment leases	309	37
Property leases	14	16
Property tax	-	-
Lease revenue contribution	-	-
EBITDA	**(16,571)**	**(17,205)**
Margin	**-**	**-**
Operating depreciation allowances	1,622	1,622
EBIT (operating profit)	**(18,193)**	**(18,827)**
Margin	**-**	**-**
Profit on non-recurring operations	(2,109)	(2,109)
EBIT after non-recurring operations	**(20,302)**	**(20,936)**
Financial profit (loss)	(35,653)	(36,000)
Corporation tax	(35,283)	(36,000)
NET PROFIT	**(20,672)**	**(20,936)**

CASH FLOW FROM OPERATIONS (IN THOUSANDS OF EUROS)

Use of the subtractive method.

Items	Financial statements	1 July 2021 to 30 June 2022	1 July 2020 to 30 June 2021	Change
EBITDA		**(16,123)**	**(21,828)**	**-26%**
+ Transfers of operating expenses	791	1,129	8,131	-86%
+ Other operating income	75	-	-	-
- Other operating expenses	65	(584)	132	-542%
+ Finance income	76, 786 and 796	23,952	9,896	+142%
- Reversals of financial provisions	786	-	-	
- Finance expenses	66, 686 and 696	(46,354)	33,791	-237%
+ Amortisation and financial provisions	686	-		
+ Extraordinary income	77 and 787	-	301	-100%
- Income from disposal of assets	775	-	-	-
- Investment subsidies recognised under income	777	-	-	-
- Reversals of extraordinary provisions	787	-	-	-
- Extraordinary charges	67 and 687	(9)	3,109	-100%
+ Carrying amount of assets sold	675	-	-	-
+ Extraordinary amortisation and provisions	687	-	3,109	-100%
- Employee profit-sharing	691	-	-	-
- Income tax	698 and 699	35,283	(45,958)	-177%
CASH FLOW FROM OPERATIONS		**(2,707)**	**8,535**	**-132%**

The method has been specified: for example, for finance income, the amount appearing as a subtotal on the income statement, i.e. the sum of accounts 76, 786 and 796, should be noted. Reversals of financial provisions (account 786) are carried over to the line below.

The method used is the same for finance expenses and extraordinary income and expenses.

STATEMENT OF CASH FLOWS NPC TEMPLATE (IN THOUSANDS OF EUROS)

Use	1 July 2021 to 30 June 2022	1 July 2020 to 30 June 2021	Resources	1 July 2021 to 30 June 2022	1 July 2020 to 30 June 2021
Distributions paid out during the year	-	-	Cash flow from operations for the year	(2,707)	8,535
			Disposals of fixed assets:		
Acquisitions of fixed assets:			■ Intangible assets		
■ Intangible assets	-	-	■ Property, plant and	-	-
■ Property, plant and equipment	-	-	equipment	-	-
■ Financial assets	284,220	672,456	■ Financial assets	-	-
Deferred charges over several years	1,129	1,094	Increase in equity		
Decrease in equity	-	-	■ Capital or contributions	-	-
			■ Other equity	-	-
Repayment of financial debt	100,000	990,000	Increase of financial debt	200,000	1,450,000
TOTAL USE	**385,349**	**1,663,550**	**TOTAL RESOURCES**	**197,293**	**1,458,535**
NET RESOURCES	**-**	**-**	**NET USE**	**188,056**	**205,015**

Change in overall net working capital	Requirements (R)	Clearances (C)	Balance from 1 July 2021 to 30 June 2022 (C-R)	Balance from 1 July 2020 to 30 June 2021
OPERATING CHANGES				
Changes in operating assets				
■ Inventories and work-in-progress	-	-	-	-
■ Advances and deposits paid on orders	2	-	(2)	-
■ Trade receivables, related accounts and other receivables	304	-	(304)	4,145
Changes in operating expenses				
■ Advances and deposits received on orders in progress	-	-	-	-
■ Trade payables, related accounts and other payables	-	381	381	(29,279)
TOTAL OPERATING	**306**	**381**		
A – NET OPERATING CHANGE			**75**	**(25,134)**
NON-OPERATING CHANGES				
Changes in other debtors	3,214	-	(3,214)	205,794
Change in other creditors	-	191,592	191,952	24,096
TOTAL NON-OPERATING	**3,214**	**191,592**		
B – NET NON-OPERATING CHANGE			**188,378**	**229,890**
TOTAL [A + B] NET WORKING CAPITAL			**188,453**	**204,756**
CHANGES IN CASH FLOWS				
Changes in cash and cash equivalents	397	-	(397)	259
Changes in bank overdrafts, credit balances, Bank	-	-	-	-
TOTAL CASH FLOW	**397**	**-**		
C – NET CHANGE IN CASH FLOW			**(397)**	**259**

STATEMENT OF REALISABLE ASSETS AND CALLABLE LIABILITIES (IN THOUSANDS OF EUROS)

REALISABLE AND AVAILABLE ASSETS	01/01/2022 30/06/2022	01/07/2021 31/12/2021	01/01/2021 30/06/2021
Uncalled share capital			
Receivables from investments			
Loans	1,059,575	834,470	775,665
Other financial assets	1,571,081	1,571,081	1,570,770
Advances and deposits paid on ongoing orders	16	14	-
Trade receivables and related accounts	648	237	344
Other receivables	1,030	10,282	12,027
Share capital called and not paid	-	-	-
SUB-TOTAL	**2,632,350**	**2,416,084**	**2,358,806**
Marketable securities	218	329	329
Cash and cash equivalents	1,803	533	1,624
TOTAL	**2,634,371**	**2,416,946**	**2,360,759**

CALLABLE LIABILITIES	01/01/2022 30/06/2022	01/07/2021 31/12/2021	01/01/2021 30/06/2021
Convertible bonds	-	-	-
Other bonds	101,904	-	-
Loan and debts with credit institutions	1,458,329	1,557,946	1,458,781
Other borrowings and financial debts	-	19,044	-
Advances and deposits received on orders in progress	-	-	-
Trade payables and related accounts	2,169	1,525	1,788
Tax and social security liabilities	14,511	37,515	26,871
Debts on fixed assets and related accounts	-	-	-
Other debts	258,531	742	53,426
TOTAL	**1,835,444**	**1,616,772**	**1,540,866**

2.3.3.3 Table of financial results over the last five years

AMOUNTS IN EUROS

Nature of indications	30 June 2018	30 June 2019	30 June 2020	30 June 2021	30 June 2022
I – CAPITAL AT END OF PERIOD					
a) Share capital **(in euros)**	56,967,821	82,792,268	82,792,268	82,792,268	82,792,268
b) Number of ordinary shares	75,957,095	110,389,690	110,389,690	110,389,690	110,389,690
c) Number of existing shares with priority dividends (without voting rights)	-	-	-	-	-
d) Maximum number of shares to be created:					
d-1) by conversion of bonds	-	-	-	-	-
d-2) by exercise of subscription rights	-	-	-	-	-
II – PROFIT FOR THE PERIOD					
a) Revenue excluding tax	-	-	997,921	602,304	860,979
b) Profit before tax and calculated expenses	(18,688,401)	(34,854,145)	(37,810,567)	(37,663,416)	(37,973,399)
c) Income tax	(40,964,840)	(43,145,391)	(48,654,885)	(45,957,641)	(35,282,780)
d) Employee profit-sharing due for the year	-	-	-	-	-
Depreciation, amortisation and provisions	(238,950)	4,452,126	4,514,838	12,037,320	18,182,385
Profit after tax and calculated expenses	22,515,389	3,839,119	6,329,480	(3,743,095)	(20,873,004)
Distributed profit for the year	-	-	-	-	-
III – EARNINGS PER SHARE (in euros)					
a) Profit after tax but before calculated expenses	0.29	0.08	0.10	0.08	(0.02)
b) Profit after tax and calculated expenses	0.30	0.03	0.06	(0.03)	(0.19)
c) Net ordinary dividend per share	-	-	-	-	-
IV – PERSONNEL					
a) Average number of employees	1	1	1	1	1
b) Payroll amount for the financial year	1,122,000	1,442,004	1,342,008	494,018	1,378,618
c) Amount paid in social benefits for the year (social security, retirement benefits, etc.) **(in euros)**	397,385	477,718	388,767	300,524	574,687

2.3.3.4 Company's activity report

2.3.3.4.1 Highlights from 1 July 2021 to 30 June 2022

Ramsay Générale de Santé is the parent company of the Ramsay Santé group. The following events occurred during the financial year:

HEALTH CRISIS LINKED TO THE COVID-19 PANDEMIC

The financial year ending 30 June 2022 was marked by the continuing health crisis related to the global Covid-19 pandemic in all countries where the Group operates. The Ramsay Santé group continued to play a key role in Europe in treating Covid patients and vaccinating our citizens, as well as ensuring the return of access to other care that had been disrupted during the waves of Covid. More than 10,000 Covid patients were treated in France during the 2021-2022 financial year, including 4,500 in critical care. In Sweden, Sankt Göran Hospital and the Group-operated geriatric hospitals in Stockholm played a key role in managing the epidemic with over 100 beds dedicated to Covid patients. Sankt Göran, in conjunction with Stockholm's geriatric hospitals, treated almost 20% of all patients hospitalised for Covid in the Stockholm area throughout the pandemic. The Group made a significant contribution to the screening and vaccination effort in Sweden and to screening in Norway.

The financial results remain solid, with growth of 6.9% and a slightly lower EBITDA margin (15.3% in 2022 vs 16.0% in 2021). These results were achieved through sustained organic growth and also through acquisitions in Sweden, Norway and Denmark. This demonstrates the relevance of our strategy aimed at consolidating our position as a global European healthcare operator, orchestrating coordinated care pathways, a guarantee of quality and accessibility for all.

In France

Private hospitals continued to actively participate in the national plan to combat the Covid-19 epidemic in support of and in conjunction with public hospitals. In compliance with ministerial directives, relayed by the ARS, private clinics and hospitals have adapted all or part of their non-emergency medical and surgical activities that do not lead to a loss of opportunity for patients in order to free up accommodation capacity (hospitalisation and technical facilities) to meet local health needs. The staff and private doctors remained mobilised and integrated into the plans to prevent and fight the epidemic. Depending on the evolution of the health situation during the different waves, the activity of private hospitals was carried out under more or less normal conditions, in compliance with government or regional directives and according to local health conditions.

During the year, the Group benefited in France from the continuation of measures put in place by the public authorities to support public and private healthcare facilities during the Covid-19 pandemic. These measures consist mainly of the following:

- The continuation of a system of guaranteed financing ensuring that healthcare facilities have a minimum revenue (from the health insurance scheme) at least equal to the revenue generated by their activity in 2019 (and indexed to reflect changes in tariffs since then). The financing guarantee covered the entire financial year for the Medicine-Surgery-Obstetrics (MSO) and Medical Care and Rehabilitation (MCR) activities. It was only in place for the first half of the year (July-December 2021) as far as Mental Health activities are concerned, given the reform of the financing of Mental Health (PSY) activities on an endowment model in force since 1 January 2022. The amount of financing guarantee recognised by the Group for the financial year ending 30 June 2022 amounts to EUR 99 million (previous year: EUR 103 million);
- In addition to the financing guarantee system, the government has also adapted the levels of allocations usually paid to healthcare facilities to compensate for additional costs related to the Covid crisis that would not otherwise be covered. Thus, as at 30 June 2022, these subsidies are recognised in the income statement under “Other operating income” for EUR 89.8 million (EUR 72.3 million for the previous year). Given the time lag between the moment when costs are incurred by the facilities and the notification by the Regional Health Authorities of the related subsidies, a significant portion of the subsidies recognised in the period correspond to funding for additional costs incurred in the previous year, a situation similar to that of the same period last year. Of the total amount of funding thus recognised over the period, EUR 27.5 million (previous year: EUR 14.5 million) corresponds to sums received for the financing of additional costs arising in the previous year.

Outside France

The Group's facilities in Scandinavia were actively involved in the care of Covid patients and the screening and vaccination of the population, in support of public institutions and in close collaboration with the supervisory authorities. Nevertheless, activity was logically impacted by the effects of the health crisis during the period, in particular for full hospitalisation in Sweden but also in Denmark and Norway where the authorities suspended admissions at the height of the spread of the virus from December 2021 to February 2022. Despite these periods of disruption, the overall level of activity and results were strong as activity was sustained during the periods of recovery.

While in Norway and Denmark no accompanying measures were implemented, our facilities in Sweden received subsidies to cover the additional operating costs. In total, the amount of aid received by our facilities in Sweden was EUR 32.2 million in the period, compared to EUR 61.5 million in the previous period.

DIRECTORS' REMUNERATION

Directors' remuneration allocated for the year 2021 amounts to EUR 358 thousand (of which EUR 299,084 is paid for the year 2021).

The General Meeting of 8 December 2022 will approve the remuneration policy for directors for the financial year 2022-2023.

TAX AUDIT

The Company's tax audit for periods up to 30 June 2020 was completed during the year. It resulted in a non-material corporate income tax adjustment.

FINANCING

Ramsay Générale de Santé as guarantor and as borrower entered into a EUR 1,650.0 million senior debt credit agreement with BNP Paribas, Crédit Agricole CIB and Mediobanca as arrangers and initial lenders on 22 April 2021. This senior debt enabled the full refinancing of the Ramsay Santé group's previously existing senior debt and is intended to finance the general operating needs of the Group's companies as well as acquisitions and capital expenditure for growth and reorganisation. This financing is composed of four credit lines:

				30 June 2022		
SENIOR DEBT	**Original Loan Lines**	**Duration (in years)**	**Term**	**Amount used**	**Unused amount**	**Early repayment**
Term B1 facility	700.0	5	22/04/2026	700.0	-	-
Term B2 facility	750.0	6	22/04/2027	750.0	-	-
Revolving Credit facility	100.0	5	22/03/2026	0.0	100.0	-
Acquisition/Capex facility 1*	100.0	5	22/04/2026	0.0	100.0	-
TOTAL	**1,650.0**			**1,450.0**	**200.0**	**-**

** Subject to being below a certain level of financial leverage, the Company may request the approval of each of its creditors to make available an additional line of Capex.*

SPECIAL CLAUSES IN THE SENIOR DEBT CONTRACT

All of these tranches are issued at variable rates.

The financing imposes restrictions as part of the asset disposal and acquisition policy. The disposal of assets may result in early debt repayments. The contract imposes a limit on the amount of new debt that can be raised as an alternative to the 2021 loans, regardless of its form: leasing, mortgage, trust and any other form of credit. The secured non-senior alternative debt limit is twice the rolling 12-month EBITDA with a ratchet effect in the event of a decline in EBITDA in a subsequent year.

In addition, in the event of a drawdown at the end of the half-year beyond 40% of the RCF line, the contract requires compliance with a maximum leverage ratio of 6.00x (consolidated senior secured net financial debt/consolidated EBITDA), this constraint disappearing in the event of a return to less than 40% of the outstanding RCF.

(1) NFD: Net financial debt as defined in paragraph 2.15 under IAS 17, excluding the fair value of hedging instruments and excluding alternative (non-senior secured) debt.

EBITDA: EBITDA defined as the difference between current operating profit and depreciation (see paragraph 2.19).

The Ramsay Santé group has no outstanding drawdowns on the RCF and Capex lines at 30 June 2022.

INTEREST RATE RISK HEDGING CLAUSE

As part of the Group's refinancing operations (senior debt) on 22 April 2021, the Company must, within six months of the short-term Euribor moving into positive territory for more than 20 working days, hedge its exposure to interest rate risk to the extent of at least two-thirds (but not more than 100%) of the amount of the lines drawn down (excluding the additional non-committal Capex line) for a minimum period of three years.

At 30 June 2022, 80% of the syndicated debt is hedged with an average fixed rate of 0.28% but the hedge rate falls at the end of 2022 to 34.5% at a fixed rate of 0.405% with two additional years of hedging.

The hedging instruments used are vanilla interest income swaps without floors.

The Group is considering the best hedging solution to increase its coverage rate to 60% for the next three years.

SECURITY CLAUSE

As part of the syndicated debt, at 30 June 2022 the shares of Compagnie Générale de Santé, Immobilière de Santé, Alphamed, Pass, Médipsy, Dynamis, HPM, Capio AB and Capio Santé SA were pledged.

EURO PP BOND ISSUE

In December 2021, the Ramsay Santé group issued a new fixed-rate debt instrument in a private placement bond format for EUR 100 million maturing in 2028 and 2029.

This instrument made it possible to diversify the Ramsay Santé group's lender base and extend the maturity of its debt, while retaining the main contractual characteristics of its indebtedness, as this instrument fully incorporates the clauses of the TLB senior debt contract with a sharing of the security package, fully aligned financial covenants, as well as the same CSR indicators for the calculation of a possible bonus/malus at each calendar year-end.

2.3.3.4.2 Business activity

The Company's activities include all commercial and financial operations relating to health and, in particular, the general protection of public health, the health protection of individuals and the family, social action in favour of the sick and suffering, the disabled, the elderly and people in distress or socially maladjusted situations, as well as social and medical action in favour of the fight against diseases and health problems.

It is the parent company of a Group that operates entirely in the hospital care and services sector.

Future prospects are discussed in the consolidated group's management report included in the Company's Registration Document.

With regard to supplier payment terms (Article L441-6-1 paragraph 1 of the French Commercial Code), the maximum term did not change between 30 June 2021 and 30 June 2022 and remains at 45 days end of month.

	Article D.441-I: 1° of the French Commercial Code: Invoices received but not paid at the end of the financial year when the term is due						**Article D.441-I: 2° of the French Commercial Code: Invoices issued but not paid at the end of the financial year when the term is due**					
	0 days (indicative)	**1 to 30 days**	**31 to 60 days**	**61 to 90 days**	**91 days and more**	**Total (1 day and more)**	**0 days (indicative)**	**1 to 30 days**	**31 to 60 days**	**61 to 90 days**	**91 days and more**	**Total (1 day and more)**
(A) LATE PAYMENT BAND												
Number of invoices concerned	12					28						2
Total amount of invoices concerned (specify including or excluding VAT)	267,326	(244,511)	46,047	209,513	118,022	129,071	156,161	434,848	-	-	56,825	491,673
Percentage of the total amount of purchases excluding or including VAT for the year	1.54%	(1.41%)	0.27%	1.21%	0.68%	0.75%						
Percentage of revenue for the financial year (specify excluding or including VAT)							18.14%	50.51%	-	-	6.60%	57.11%
(B) INVOICES EXCLUDED FROM (A) RELATING TO DISPUTED OR UNRECORDED DEBTS AND RECEIVABLES												
Number of invoices excluded										1		
Total amount of invoices excluded (specify excluding or including VAT)											840	
(C) REFERENCE PAYMENT TERMS USED (CONTRACTUAL OR LEGAL TERM – ARTICLE L.441-6 OR ARTICLE L.443-1 OF THE FRENCH COMMERCIAL CODE)												
Payment terms used to calculate late payments	Legal deadline of 30 days excluding contractual changes (remains less than 45 days)						Legal deadline of 30 days					

2.3.3.4.3 Equity held

Ramsay Générale de Santé holds 100% of the shares of Compagnie Générale de Santé and 100% of the shares of Capio AB, its only two subsidiaries.

The activity of Compagnie Générale de Santé and Capio AB is identical to that of their parent company.

2.3.3.4.4 Results at 30 June 2022

Operating income went from EUR (22.997) million at 30 June 2021 to EUR (17.401) million at 30 June 2022.

This improvement of +24.33% or +EUR 5,596 thousand is mainly due to a decrease in the EIG contribution (-EUR 905 thousand), the non-renewal of management fees (-EUR 2,800 thousand), offset by bank commissions relating to loan negotiations (-EUR 1,472 thousand).

The financial loss fell from EUR (23.895) million at 30 June 2021 to EUR (35.653) million at 30 June 2022.

It deteriorated due to the setting up, during the previous financial year, of new credit lines generating additional interest charges of EUR 12,679 thousand, and a provision for foreign exchange losses on loans of EUR 13,250 thousand following the increase in part of the loans in foreign currency, to be offset by the increase in interest income on current financial statements of EUR 17,105 thousand.

The current profit before tax thus fell from EUR (46.892) million at 30 June 2021 to EUR (53.054) million at 30 June 2022.

The extraordinary loss of EUR (3.102) million is the consequence of the amortisation of the acquisition costs of the Capio AB shares.

The tax consolidation income recognised for EUR 35.283 million corresponds to corporate income tax contributions paid by consolidated subsidiaries for EUR 57.363 million, corporate income tax reductions (sponsorship tax credit) for EUR 292 thousand, less Group corporate income tax for EUR (22.369) million.

Net profit at 30 June 2022 amounted to EUR (20.873) million compared to EUR (3.743) million at 30 June 2021.

It shows a deterioration of EUR (17.130) million.

2.3.4 Verification of historical annual financial information

2.3.4.1 Statutory Auditors' report on the annual financial statements – Financial year ended 30 June 2022

ERNST & YOUNG Audit

Tour First

TSA 14444 – 92037 Paris-La Défense Cedex

SAS with variable capital Nanterre Trade and Companies Register 344 366 315

Statutory Auditors registered with the Compagnie Régionale de Versailles et du Centre

Deloitte & Associés

6, place de la Pyramide – 92908 Paris-La Défense Cedex

SAS with capital of EUR 2,188,160 Nanterre Trade and Companies Register 572 028 041

Statutory Auditors registered with the Compagnie Régionale de Versailles et du Centre

Ramsay Générale de Santé

Limited company

39, rue Mstislav Rostropovitch – 75017 Paris, France

Statutory Auditors' report on the annual financial statements

Financial year ended 30 June 2022

To the General Meeting of Ramsay Générale de Santé,

OPINION

In compliance with the assignment entrusted to us by your General Meetings, we have audited the accompanying annual financial statements of Ramsay Générale de Santé for the year ended 30 June 2022.

In our opinion, the annual financial statements give a true and fair view of the results of operations for the year and of the financial position and the assets and liabilities of the Company, in accordance with French accounting principles.

The opinion expressed above is consistent with the content of our report to the Audit Committee.

BASIS OF OPINION

AUDIT FRAMEWORK

We conducted our audit in accordance with professional standards applicable in France. We believe that the evidence we have gathered is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under these standards are set out in the section "Responsibilities of the Statutory Auditors for the audit of the annual financial statements" of this report.

INDEPENDENCE

We conducted our audit in accordance with the rules of independence, as set out in the French Commercial Code and in the French Code of Ethics for Statutory Auditors for the period from 1 July 2021 to the date of issue of our report, and in particular we did not provide any services prohibited by Article 5(1) of Regulation (EU) 537/2014.

JUSTIFICATION OF ASSESSMENTS – KEY POINTS OF THE AUDIT

Pursuant to the provisions of Articles L.823-9 and R.823-7 of the French Commercial Code relating to the justification of our assessments, we bring to your attention the key audit matters relating to the risks of material misstatement, which, in our professional judgement, were the most important for the audit of the annual financial statements for the year, as well as the responses we have provided to these risks.

These assessments were made in the context of the audit of the annual financial statements taken as a whole and the formation of our opinion expressed above. We do not express an opinion on any individual item in these annual financial statements.

EQUITY INVESTMENTS – VALUE IN USE TAKEN INTO ACCOUNT FOR IMPAIRMENT TESTS

Identified risk	Our response
At 30 June 2022, your Company held equity investments with a net value of EUR 1,570.8 million in companies holding shares in the Group's operating entities. As detailed in note 2.a to the annual financial statements, impairment testing of equity investments is based on the determination of a value in use, which is the present value of the sum of estimated discounted future cash flows less net financial debt. Accordingly, we considered the valuation of these investments to be a key issue in our audit because of their value in your Company's annual financial statements and because the determination of value in use, which is taken into account in the impairment tests, requires the use of estimates and assumptions that involve a significant amount of management judgement, particularly with regard to estimates of future cash flows, revenue growth assumptions and the discount rate.	As part of our work, we have reviewed the process for developing and approving the estimates and assumptions made by your Company in connection with impairment testing. Our work included: ■ analysing the data and assumptions on which the value-in-use of goodwill is based, by examining (i) the consistency of future cash flow estimates with key operating scenarios, (ii) the assessment of the existence of external information that might contradict them, (iii) the assumptions used for the estimation of normative cash flows beyond the third year, and (iv) the retrospective analysis of cash flow estimates; ■ assessing the discount rate used by management by comparing it to our own estimate of this rate, established with the assistance of our valuation specialists and based on market data as at 30 June 2022; ■ verifying, on a test basis, the arithmetical accuracy of the impairment tests performed by your Company in calculating the values in use of the Group's operating companies; ■ assessing whether the information given in note 2.a to the annual financial statements complies with the accounting standards.

SPECIFIC AUDITS

In accordance with professional standards applicable in France, we have also performed the specific verifications required by law and regulations.

INFORMATION GIVEN IN THE MANAGEMENT REPORT AND OTHER DOCUMENTS ON THE FINANCIAL POSITION AND THE ANNUAL FINANCIAL STATEMENTS SENT TO THE SHAREHOLDERS

We have no matters to report as to the fair presentation and the consistency with the annual financial statements of the information given in the management report of the Board of Directors and in the other documents on the financial position and the annual financial statements sent to the shareholders.

We certify that the information relating to payment periods mentioned in Article D.441-6 of the French Commercial Code is accurate and consistent with the annual financial statements.

CORPORATE GOVERNANCE REPORT

We certify that the Board of Directors' report on corporate governance contains the information required by Articles L.225-37-4, L.22-10-10 and L.22-10-9 of the French Commercial Code.

Concerning the information provided in accordance with the provisions of Article L.22-10-9 of the French Commercial Code relating to remuneration and benefits paid or granted to corporate officers as well as commitments made in their favour, we have verified its consistency with the financial statements or with the data used to prepare these financial statements and, where applicable, with the information obtained by your Company from companies controlled by it that are included in the scope of consolidation. On the basis of this work, we certify the accuracy and fairness of this information.

Concerning the information relating to the elements that your Company considered likely to have an impact in the event of a takeover bid or exchange offer, provided in accordance with the provisions of Article L.22-10-11 of the French Commercial Code, we have verified its compliance with the documents from which it was extracted and which were provided to us. Based on this work, we have no matters to report on this information.

OTHER INFORMATION

In accordance with the law, we have ensured that the various information relating to the acquisition of shareholdings and control and the identity of the holders of the capital or voting rights has been communicated to you in the management report.

OTHER VERIFICATIONS OR INFORMATION PROVIDED FOR BY THE LEGAL AND REGULATORY TEXTS

FORMAT OF THE ANNUAL FINANCIAL STATEMENTS FOR INCLUSION IN THE ANNUAL FINANCIAL REPORT

In accordance with the professional standard on the due diligence of Statutory Auditors in relation to the annual and consolidated financial statements presented in accordance with the single European electronic reporting format, we have also verified compliance with this format, as defined by European Delegated Regulation 2019/815 of 17 December 2018, in the presentation of the annual financial statements intended for inclusion in the annual financial report referred to in I of Article L.451-1-2 of the French Monetary and Financial Code, which have been drawn up under the responsibility of the CEO.

On the basis of our work, we conclude that the presentation of the annual financial statements intended to be included in the annual financial report complies, in all material respects, with the single European electronic reporting format.

It is not our responsibility to verify that the annual financial statements that will be effectively included by your company in the annual financial report filed with the AMF correspond to those on which we have performed our work.

APPOINTMENT OF STATUTORY AUDITORS

We were appointed as Statutory Auditors of Ramsay Générale de Santé by the General Meeting of 1 June 2001 for Deloitte & Associés and 16 December 2015 for Ernst & Young Audit.

On 30 June 2022, Deloitte & Associés was in the twenty-second year of its uninterrupted assignment and ERNST & YOUNG Audit in the seventh year.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE IN RELATION TO THE ANNUAL FINANCIAL STATEMENTS

Management is responsible for the preparation of annual financial statements that give a true and fair view in accordance with French accounting rules and principles and for such internal control as management determines is necessary to enable the preparation of annual financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the annual financial statements, it is the responsibility of management to make an assessment of the Company's ability to continue as a going concern, to disclose in those financial statements, where appropriate, the necessary information relating to the going concern basis of accounting and to apply the going concern basis of accounting unless the Company is to be wound up or cease trading.

The Audit Committee is responsible for monitoring the financial reporting process and for monitoring the effectiveness of the internal control and risk management systems and, where appropriate, the internal audit, in relation to the procedures for the preparation and processing of accounting and financial information.

The annual financial statements were approved by the Board of Directors.

RESPONSIBILITIES OF THE STATUTORY AUDITORS FOR THE AUDIT OF THE ANNUAL FINANCIAL STATEMENTS

AUDIT OBJECTIVE AND APPROACH

It is our responsibility to prepare a report on the annual financial statements. Our objective is to obtain reasonable assurance that the financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but does not guarantee that an audit performed in accordance with professional standards will systematically detect all material misstatements. Misstatements may arise from fraud or error and are considered material when they could reasonably be expected, individually or in the aggregate, to influence the economic decisions that users of the financial statements make in reliance on them.

As specified by Article L.823-10-1 of the French Commercial Code, our mission of certifying the financial statements does not consist in guaranteeing the viability or the quality of the management of your Company.

In the context of an audit conducted in accordance with professional standards applicable in France, the Statutory Auditors exercise professional judgement throughout the audit. In addition:

- they identify and assess the risks of material misstatement of the annual financial statements, whether due to fraud or error, and design and perform audit procedures to address those risks, and obtain audit evidence that they believe is sufficient and appropriate to provide a basis for their opinion. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting a material misstatement due to error, as fraud may involve collusion, falsification, deliberate omissions, misrepresentation or circumvention of internal control;
- they obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of internal control;
- they assess the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by management, as well as the related disclosures in the annual financial statements;
- they assess the appropriateness of management's application of the going concern accounting policy and, based on the information gathered, whether there is any material uncertainty related to events or circumstances that may affect the Company's ability to continue as a going concern. This assessment is based on information gathered up to the date of their report, bearing in mind that subsequent events or circumstances could call into question the going concern principle. If they conclude that there is a material uncertainty, they draw the attention of the readers of their report to the information provided in the annual financial statements concerning this uncertainty or, if this information is not provided or is not relevant, they issue a qualified opinion or a refusal to certify;
- they assess the overall presentation of the annual financial statements and whether the annual financial statements reflect the underlying transactions and events in a manner that gives a true and fair view.

REPORT TO THE AUDIT COMMITTEE

We submit a report to the Audit Committee which presents the scope of the audit work and the work programme implemented, as well as the conclusions arising from our work. We also bring to its attention, where appropriate, material weaknesses in internal control that we have identified in relation to the procedures for the preparation and processing of accounting and financial information.

The matters communicated in the report to the Audit Committee include the risks of material misstatement that we considered to be the most significant for the audit of the annual financial statements for the year and which therefore constitute the key points of the audit, which it is our responsibility to describe in this report.

We also provide the Audit Committee with the declaration provided for in Article 6 of Regulation (EU) No. 537/2014 confirming our independence, within the meaning of the rules applicable in France as set out, in particular, in Articles L.822-10 to L.822-14 of the French Commercial Code and in the French Code of Ethics for Statutory Auditors. Where appropriate, we discuss risks to our independence and the safeguard measures applied with the Audit Committee.

Paris-La Défense, 26 October 2022
Statutory Auditors

ERNST & YOUNG AUDIT	**DELOITTE & ASSOCIÉS**
Henri-Pierre NAVAS	Jean-Marie LE GUINER

2.3.4.2 Statutory Auditors' report on the consolidated financial statements – Financial year ended 30 June 2022

ERNST & YOUNG Audit

Tour First

TSA 14444 – 92037 Paris-La Défense Cedex

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Statutory Auditors registered with the Compagnie Régionale de Versailles et du Centre

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Ramsay Générale de Santé

Limited company

39, rue Mstislav Rostropovitch 75017 Paris, France

Statutory Auditors' report on the consolidated financial statements

Financial year ended 30 June 2022
To the General Meeting of Ramsay Générale de Santé,

OPINION

In compliance with the assignment entrusted to us by your General Meetings, we have audited the accompanying consolidated financial statements of Ramsay Générale de Santé for the year ended 30 June 2022.

In our opinion, the consolidated financial statements give a true and fair view of the results of operations for the year and of the financial position and assets and liabilities of the group of persons and entities included in the consolidation, in accordance with International Financial Reporting Standards as adopted by the European Union.

The opinion expressed above is consistent with the content of our report to the Audit Committee.

BASIS OF OPINION

AUDIT FRAMEWORK

We conducted our audit in accordance with professional standards applicable in France. We believe that the evidence we have gathered is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under these standards are set out in the section "Responsibilities of the Statutory Auditors for the audit of the consolidated financial statements" of this report.

INDEPENDENCE

We conducted our audit in accordance with the rules of independence, as set out in the French Commercial Code and in the French Code of Ethics for Statutory Auditors for the period from 1 July 2021 to the date of issue of our report, and in particular we did not provide any services prohibited by Article 5(1) of Regulation (EU) 537/2014.

JUSTIFICATION OF ASSESSMENTS – KEY POINTS OF THE AUDIT

Pursuant to the provisions of Articles L.823-9 and R.823-7 of the French Commercial Code relating to the justification of our assessments, we bring to your attention the key audit matters relating to the risks of material misstatement, which, in our professional judgement, were the most important for the audit of the consolidated financial statements for the year, as well as the responses we have provided to these risks.

These assessments were made in the context of the audit of the consolidated financial statements taken as a whole and the formation of our opinion expressed above. We do not express an opinion on any individual item in these consolidated financial statements.

GOODWILL – VALUES IN USE CONSIDERED FOR IMPAIRMENT TESTING

Identified risk	Our response
At 30 June 2022, the value of goodwill amounted to EUR 2,065.1 million for a balance sheet total of EUR 6,787.9 million. This goodwill corresponds to the differences between the acquisition cost of the shares of companies included in the scope of consolidation and your Group's share of the fair value, at the date of acquisition, of the assets, liabilities and contingent liabilities relating to these companies, as detailed in note 6.1 to the consolidated financial statements. Goodwill is tested for impairment in accordance with the methods and assumptions described in notes 2.6 and 6.1 to the consolidated financial statements. Where necessary, an impairment of the net carrying amount of goodwill is recognised based on the impairment tests of the groups of cash generating units (CGUs) to which the goodwill is allocated. An impairment of goodwill is recognised when the recoverable amount of the unit tested is less than its carrying amount, the recoverable amount being the higher of fair value less costs to sell and value in use. We considered the value of goodwill to be a key audit issue because of its significance to your Group's consolidated financial statements and because the determination of value in use, which is taken into account in impairment testing, requires the use of estimates and assumptions that require significant management judgement, including estimates of future cash flows, revenue growth assumptions and the discount rate.	As part of our work, we have reviewed the process for developing and approving the estimates and assumptions made by your Group in connection with impairment testing. Our work included: ■ analysing the data and assumptions on which the value-in-use of goodwill is based, by examining (i) the consistency of future cash flow estimates with key operating scenarios, (ii) the assessment of the existence of external information that might contradict them, (iii) the assumptions used for the estimation of normative cash flows beyond the third year, and (iv) the retrospective analysis of cash flow estimates; ■ assessing the discount rate used by management by comparing it to our own estimate of this rate, established with the assistance of our valuation specialists and based on market data as at 30 June 2022; ■ verifying, on a test basis, the arithmetical accuracy of the impairment tests performed by the Company in relation to the calculation of recoverable amounts; ■ assessing whether the information given in notes 2.6 and 6.1 to the consolidated financial statements is adequately presented.

SPECIFIC AUDITS

In accordance with professional standards applicable in France, we have also performed the specific verifications required by law of the information given in the Board of Directors' Group management report.

We have no matters to report as to its fair presentation and consistency with the consolidated financial statements.

We certify that the consolidated statement of non-financial performance required by Article L.225-102-1 of the French Commercial Code is included in the Group management report, it being specified that, in accordance with the provisions of Article L.823-10 of this Code, the information contained in this statement has not been verified by us as to its fair presentation or consistency with the consolidated financial statements and must be the subject of a report by an independent third party.

OTHER VERIFICATIONS OR INFORMATION PROVIDED FOR BY THE LEGAL AND REGULATORY TEXTS

FORMAT OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR INCLUSION IN THE ANNUAL FINANCIAL REPORT

In accordance with the professional standard on the due diligence of Statutory Auditors in relation to the annual and consolidated financial statements presented in accordance with the single European electronic reporting format, we have also verified compliance with this format, as defined by European Delegated Regulation 2019/815 of 17 December 2018, in the presentation of the consolidated financial statements intended for inclusion in the annual financial report referred to in I of Article L.451-1-2 of the French Monetary and Financial Code, which have been drawn up under the responsibility of the Chairman and CEO. In the case of consolidated financial statements, our work includes verifying that the mark-up of these financial statements complies with the format defined by the above-mentioned regulation.

On the basis of our work, we conclude that the presentation of the consolidated financial statements intended to be included in the annual financial report complies, in all material respects, with the single European electronic reporting format.

It is not our responsibility to verify that the consolidated financial statements that will be effectively included by your Company in the annual financial report filed with the AMF correspond to those on which we have performed our work.

APPOINTMENT OF STATUTORY AUDITORS

We were appointed as Statutory Auditors of Ramsay Générale de Santé by your General Meeting of 1 June 2001 for DELOITTE & ASSOCIÉS and of 16 December 2015 for ERNST & YOUNG Audit.

On 30 June 2022, DELOITTE & ASSOCIÉS was in the twenty-second year of its uninterrupted assignment and ERNST & YOUNG Audit in the seventh year.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE IN RELATION TO THE CONSOLIDATED FINANCIAL STATEMENTS

Management is responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with International Financial Reporting Standards as adopted by the European Union and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, it is the responsibility of management to make an assessment of the Company's ability to continue as a going concern, to disclose in those financial statements, where appropriate, the necessary information relating to the going concern basis of accounting and to apply the going concern basis of accounting unless the Company is to be wound up or cease trading.

The Audit Committee is responsible for monitoring the financial reporting process and for monitoring the effectiveness of the internal control and risk management systems and, where appropriate, the internal audit, in relation to the procedures for the preparation and processing of accounting and financial information.

The consolidated financial statements were approved by the Board of Directors.

RESPONSIBILITIES OF THE STATUTORY AUDITORS FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

AUDIT OBJECTIVE AND APPROACH

It is our responsibility to prepare a report on the consolidated financial statements. Our objective is to obtain reasonable assurance that the consolidated financial statements taken as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but does not guarantee that an audit performed in accordance with professional standards will systematically detect all material misstatements. Misstatements may arise from fraud or error and are considered material when they could reasonably be expected, individually or in the aggregate, to influence the economic decisions that users of the financial statements make in reliance on them.

As specified by Article L.823-101 of the French Commercial Code, our mission of certifying the financial statements does not consist in guaranteeing the viability or the quality of the management of your Company.

In the context of an audit conducted in accordance with professional standards applicable in France, the Statutory Auditors exercise professional judgement throughout the audit. In addition:

- they identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, and design and perform audit procedures to address those risks, and obtain audit evidence that they believe is sufficient and appropriate to provide a basis for their opinion. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting a material misstatement due to error, as fraud may involve collusion, falsification, deliberate omissions, misrepresentation or circumvention of internal control;
- they obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of internal control;
- they assess the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by management, as well as the related disclosures in the consolidated financial statements;
- they assess the appropriateness of management's application of the going concern accounting policy and, based on the information gathered, whether there is any material uncertainty related to events or circumstances that may affect the Company's ability to continue as a going concern. This assessment is based on information gathered up to the date of their report, bearing in mind that subsequent events or circumstances could call into question the going concern principle. If they conclude that there is a material uncertainty, they draw the attention of the readers of their report to the information provided in the consolidated financial statements concerning this uncertainty or, if this information is not provided or is not relevant, they issue a qualified opinion or a refusal to certify;
- they assess the overall presentation of the consolidated financial statements and whether the consolidated financial statements reflect the underlying transactions and events in a manner that gives a true and fair view;
- concerning the financial information of the persons or entities included in the scope of consolidation, they collect the elements that they consider sufficient and appropriate to express an opinion on the consolidated financial statements. They are responsible for the management, supervision and performance of the audit of the consolidated financial statements as well as the opinion expressed thereon.

REPORT TO THE AUDIT COMMITTEE

We submit a report to the Audit Committee which presents the scope of the audit work and the work programme implemented, as well as the conclusions arising from our work. We also bring to its attention, where appropriate, material weaknesses in internal control that we have identified in relation to the procedures for the preparation and processing of accounting and financial information.

The matters communicated in the report to the Audit Committee include the risks of material misstatement that we considered to be the most significant for the audit of the consolidated financial statements for the year and which therefore constitute the key points of the audit, which it is our responsibility to describe in this report.

We also provide the Audit Committee with the declaration provided for in Article 6 of Regulation (EU) 537/2014 confirming our independence, within the meaning of the rules applicable in France as set out, in particular, in Articles L.822-10 to L.822-14 of the French Commercial Code and in the French Code of Ethics for Statutory Auditors. Where appropriate, we discuss risks to our independence and the safeguard measures applied with the Audit Committee.

Paris-La Défense, 26 October 2022
The Statutory Auditors

DELOITTE & ASSOCIÉS	ERNST & YOUNG AUDIT
Jean-Marie LE GUINER	Henri-Pierre NAVAS

2.3.5 Date of latest financial information

The Company's latest financial information is that of this Universal Registration Document.

2.3.6 Dividend distribution policy

2.3.6.1 Dividends paid over the last three financial years

The Company has not distributed any dividends in the last three financial years (Information provided pursuant to Article 243bis of the French General Tax Code).

The Company does not intend to pay a dividend for the year ending 30 June 2022.

2.3.6.2 Dividend distribution policy

The Company's dividend policy is defined by its corporate bodies based on the distribution capacity, cash position and financial needs of the Company and its subsidiaries.

2.3.6.3 Limitation period

Pursuant to the provisions of the General Code of Public Property, dividends not claimed within five years of their payment date are prescribed and acquired by the State (Art. L.1126-1, CGPPP).

2.3.7 Litigation

2.3.7.1 Dispute management

With regard to disputes and litigation, the Group's provisioning policy is specified in section 2.17 of the notes to the consolidated financial statements in this chapter.

2.3.7.2 Significant disputes

See note 7 of the notes to the consolidated financial statements in this chapter.

2.3.8 Significant changes in the financial or commercial position

See section 2.3 of this chapter.

2.4 Cash flows and capital

2.4.1 Financing

2.4.1.1 General terms of the Credit Agreement in force as of the date of this document

The Group's financing is part of an initial agreement put in place in the context of Ramsay Health Care (UK) Limited and Predica becoming shareholders on 1 October 2014. The Company entered into a credit agreement for an initial total amount of EUR 1,075 million for a period of six years with a pool of banks and debt funds.

This syndicated loan was renewed on 22 April 2021 with the participation of three arranging banks BNP Paribas SA, Crédit Agricole Corporate & Investment Bank, and Mediobanca, with BNP Paribas SA remaining as agent and collateral agent. The credit agreement was simplified with a single borrower, RGDS SA. The structure of the guarantors has hardly changed, with its subsidiaries: Compagnie Générale de Santé, Alphamed Immobilière de Santé, Medipsy having joined as original guarantors.

The 2014 Credit Agreement allowed for the refinancing of existing bank debt under the 2007 Credit Agreement, the repayment of overdrafts, the refinancing of Ramsay Santé's debt in the context of the merger on 1 July 2015 between Ramsay Santé as the absorbed Company and RGDS SA as the absorbing company. The April 2021 facility is still intended to provide financing for the general operating needs of the Group's companies as well as for acquisitions, capital expenditure and exceptional distributions.

The 2021 financing made it possible to simplify the lines and commitments for the Company, it is composed of four credit lines:

- a B1 tranche for a total amount of EUR 700 million with a 5-year maturity;
- a B2 tranche for a total amount of EUR 750 million with a 6-year maturity;
- an "acquisition/capex" tranche for a total amount of EUR 100 million, drawable before 22 October 2024, with a 5-year maturity;
- a revolving credit tranche for a total amount of EUR 100 million to finance the Group's general needs and working capital requirements, with a 5-year maturity.

The Credit Agreement includes, among others, the following obligations, customary in this type of financing, the non-compliance of which is likely to result in the early repayment of the sums made available:

- external growth transactions are limited to transactions that meet certain financial and documentary conditions within certain limits;
- asset disposals are in principle prohibited, with the exception of certain restrictively listed disposals or transactions, such as disposals or transactions made in the normal course of business, certain intragroup disposals or disposals of assets where the net proceeds do not exceed an amount of EUR 50 million per year (or 15% annual EBITDA);
- the additional debt that the Group can take on is limited in terms of the type of debt and within the limit of a new ceiling equivalent to two times the Group's published 12-month rolling EBITDA (with no subsequent reduction in this ceiling);
- there is a mandatory early repayment obligation in whole or in part in the event of a change of control, an IPO of a member of the Group other than the Company, asset disposals, payment of insurance indemnities and cash flows exceeding a certain level;
- the 2021 Credit Agreement includes the usual declarations and guarantees in this type of financing as well as stipulations relating to possible events of default.

The adoption of a "cov-lite" structure resulted in the elimination of the systematic half-yearly test of the Senior Secured debt/Consolidated 12-month EBITDA ratio IAS 17 [1].

The leverage ratio is only testable in the event that the RCF line is drawn in excess of 40% at the time of publication of the financial statements, in which case the 2021 Credit Agreement requires compliance with a maximum Leverage Ratio of 6.00:1, it being understood that this commitment concerns only the lenders under the RCF line. If this Leverage Ratio of 6.00:1 is not met, the lenders under the RCF line may declare the RCF line callable unless the default is remedied (either by repayment of the RCF line and a return to below 40% of the RCF line outstanding or by an injection of new cash by the shareholders).

1) *Senior Secured debt corresponds to the 2021 syndicated debt and any new debt pari passu with the 2021 debt and secured by its adherence to the same security package, excluding the fair value of hedging instruments and restated for the impacts of IFRS 16, and EBITDA for Gross Operating Profit defined as the difference between Current Operating Profit and depreciation and amortisation (see chapter 2.19) and restated for the impacts of IFRS 16.*

In the event that (i) the failure to comply with the Leverage Ratio is not remedied, (ii) the lenders under the RCF Facility would thereby decide to accelerate the maturity of the RCF Facility, and (iii) RGdS would not be able to pay the amounts owed to the lenders under the RCF facility as a result of such acceleration, an event of default would result constituting an event of default under all facilities under the 2021 Credit Agreement.

As at the date of this document, the RCF line is not drawn and therefore the Company is not required to perform a Leverage Ratio test for the purpose of verifying the authorised limit of 6.00:1.

Compliance with a certain level of Leverage Ratio is also a condition for the authorisation of certain operations:

- in order to proceed with an external growth transaction, the 2021 Credit Agreement requires a maximum pro forma Leverage Ratio of 5.00:1 for all types of debt combined, and 4.50:1 for the leverage ratio excluding non-senior secured debt;
- in order to be able to put in place an additional credit line (Incremental Facility), the 2021 Credit Agreement requires a pro forma Leverage Ratio of the maximum line of 5.50:1;
- in order to be able to carry out “debt buy-back” transactions (i.e. the acquisition by RGdS of its own debt under the 2021 Credit Agreement): the 2021 Credit Agreement requires a maximum Leverage Ratio of 5.50:1; and
- in order to be able to repay the claim of a Non-Consenting Lender or a Non-Funding Lender through the Retained Excess Cash-Flow, the 2021 Credit Agreement requires a maximum Senior Secured Leverage Ratio of 4.00:1.

Finally, the Leverage Ratio determines the level of margins applicable to the credit lines made available to the Ramsay Santé group under the 2021 Credit Agreement, as well as the amount of surplus cash that must be allocated annually to the mandatory early repayment of the 2021 Credit Agreement (as an exception to the principle of bullet repayment) and the amount of authorised distributions to shareholders.

- with regard to distributions to shareholders, these are authorised (subject to the absence of an event of default) within the limits (calculated by including the dividend payment) below:
  - as long as the Leverage Ratio is above 3.50:1, the lower of (i) EUR 10 million and (ii) 33% of the Retained Excess Cash-Flow,
  - when the Leverage Ratio is less than or equal to 3.50:1 but greater than 3.00:1, 50% of the Retained Excess Cash-Flow;
- without limit when the Leverage Ratio is less than or equal to 3.00:1;
  - where: Retained Excess Cash-Flow is the residual free cash flow created in the year after mandatory prepayment of the 2021 Credit Agreement.

The Company has not distributed any dividends in recent years, given the priority allocation of the Group's cash flows to its debt reduction under the terms of the 2021 Credit Agreement and, where appropriate, to its investments.

As of the date of this document, Ramsay Santé has not identified any particular risk related to non-compliance with its obligations under the Credit Agreement. For information, as at 30 June 2022, the leverage ratio is 3.94x adjusted for the EBITDA of incoming and outgoing companies (leverage ratio impacted by the acquisition of the GHP group in May 2022).

As at 30 June 2022, only tranches B1 and B2 have been drawn down:

				30 June 2022		
SENIOR DEBT	**Original Loan Lines**	**Duration (in years)**	**Term**	**Amount used**	**Unused amount**	**Early repayment**
Term B1 facility	700.0	5	22/04/2026	700.0	0.0	0.0
Term B2 facility	750.0	6	22/04/2027	750.0	0.0	0.0
Revolving Credit facility	100.0	5	22/03/2026	0.0	100.0	0.0
Acquisition/Capex facility 1*	100.0	5	22/04/2026	0.0	100.0	0.0
TOTAL	**1,650.0**			**1,450.0**	**200.0**	**0.0**

** Subject to being below a certain level of financial leverage, the Company may request the approval of each of its creditors to make available an additional line of Capex.*

2.4.1.2 Specific clauses of the Credit Agreement in force

Alternative debt instruments clause

It replaces the basket clause of the 2014/2017 Credit Agreement, which set limits for the types of additional debt instruments authorised.

The 2021 credit agreement now authorises any type of alternative debt for the secured senior credit agreement, with the only limit being the cumulative amount of alternative debt, which must not exceed twice the Group's consolidated EBITDA over a rolling 12-month period (in the event of a decrease in EBITDA in a subsequent financial year, this decrease is not taken into account for the calculation of the authorisation, it has a ratchet effect on this maximum authorised amount).

Financial ratio clause

The 2014 Credit Agreement amended in August 2017 no longer provides for the Leverage Ratio to be maintained below a certain threshold for the duration of the agreement except in the case of special, limited and non-continuous events.

The credit agreement thus provides for two main levels of leverage ratio:

- the springing covenant on the RCF drawdown above 40% at 6.00:1 (instead of 5.00:1 in the previous credit agreement) and the net financial debt excluding unsecured non-senior debt at the consolidated EBITDA for the last twelve months (instead of all net financial debt including the so-called alternative unsecured debt in the previous credit agreement);
- the leverage ratio covenant for acquisitions, which is analysed (pro-forma for acquisitions) in the new 2021 Credit Agreement in two stages so that any acquisitions can be authorised without a waiver request (there is an obligation to inform the lenders in advance, ten days before the final acquisition, in the event of an acquisition of more than EUR 150 million):
  - the leverage ratio on senior and secured debt alone must be less than 4.00:1, and
  - the overall leverage ratio, including alternative debt, must be less than 5.50:1 (instead of 4.50:1 in the previous credit agreement).

Incentive clause (bonus/malus) on CSR indicators

An annual bonus/malus system has been implemented on 4 CSR indicators considered the most relevant for the Group, with 1 "green" indicator on the energy consumption of our buildings in our French clinics in CO2 equivalent, and 3 "health" indicators (a new internal health prevention plan for our staff in France, a progress indicator on the satisfaction of our patients in our healthcare facilities in France and Sweden, and finally, an indicator on the business plan for the opening of our local care centres in France and the development of teleconsultation in Sweden).

2.4.1.3 Securities

In the context of the 2021 Credit Agreement, pledges of financial securities accounts were granted simultaneously or successively, as the case may be, by the Company and certain of its subsidiaries.

A complete table of these pledges is provided in chapter 6 of this document, section 6.4.1.5

2.4.1.4 Euro Private Placement

As part of the Group's policy of diversifying its sources of financing, extending the average maturity of its debt, and its voluntary policy of commitment to sustainable development, a private bond was issued by RGdS for EUR 100 million in December 2021 with two tranches, one of EUR 40 million with a 7-year maturity and the other of EUR 60 million with an 8-year maturity.

This bond issue shares with the lenders of the 2021 syndicated loan the same security package of that loan and is therefore included in the covenant calculations as senior secured debt, and is subject to the same CSR indicators.

2.4.2 Cash and capital

Detailed information on consolidated cash flow and financing flows as well as the net borrowing cost is provided in the tables and information in chapter 5.2 of the notes to the consolidated financial statements (see section 2.3, §2.3.2 of this chapter 2).

2.4.3 Debt position at 30 June 2022

Net financial debt (including lease debt but excluding operating lease debt) at 30 June 2022 was EUR 1,781.1 million compared to EUR 1,302.3 million at 30 June 2021.

The application of IFRS 16 on leases contributes EUR 2,118.3 million to the net financial debt at 30 June 2022.

Total net financial debt, which includes this IFRS 16 lease liability, thus increased to EUR 3,709.9 million.

Net debt excluding leases includes, in particular, EUR 1,763.6 million of non-current borrowings and financial debt, EUR 35.4 million of current financial debt, offset by EUR 132.5 million of positive cash flow.

The non-current lease liability amounts to EUR 1,922.3 million and the current lease liability amounts to EUR 196.0 million.

The Group has a Senior Debt facility with an initial aggregate amount of EUR 1,650.0 million, entered into on 22 October 2021. This senior debt (TLB 1, TLB 2, RCF and Capex) enabled the total refinancing of the previously existing senior debt of the Ramsay Générale de Santé group and is intended to enable the financing of the general operating needs of the Group's companies as well as the financing of acquisitions and capital expenditure for growth and reorganisation.

The outstanding amount of the syndicated loan drawn down at 30 June 2022 is EUR 1,450.0 million.

At 30 June 2022, 80% of the syndicated debt (TLB1 and 2) is hedged with an average fixed rate of 0.27% but only until the end of October, beyond which and up to a maturity of 2 years and one quarter the interest rate risk hedging is 34.5% at a fixed rate of 0.405%.

2.5 Information on profit trends, forecasts or estimates

2.5.1 Recent developments and outlook

In France, the 2022 tariff campaign, as in 2021, is in line with the commitments of the multi-year tariff protocol signed in February 2020 by the hospital federations and the Minister on the evolution of the resources of healthcare companies for three years, until 2022, making it possible to have a positive tariff evolution commitment during each year of this period. However, the 2022 tariffs for the MSO and MCR activities are stable overall, with no increase compared to 2021. This development is largely the result of the methodology for integrating the financing of the Ségur health measures, which makes it considerably more complex to read.

In addition, recent developments and future prospects are largely marked by the Covid-19 epidemic, which had a major impact on the Group's activity during the financial year, a period during which Ramsay Santé, in all European countries, played a major role in the management of Covid-19 patients and was a trusted partner for the authorities. More than 10,000 Covid patients were treated in France during the current financial year, including 4,500 in intensive care. In Sweden, throughout the pandemic, we handled almost 20% of all Covid hospital care in the Stockholm area. Through Covid-19 testing and vaccination efforts, the Group also contributed to helping governments control the pandemic. In this respect, Ramsay Santé has played a role that goes far beyond its market share; this has been recognised as such by the various governments and is a vector of confidence and development for the future of the Group.

In the short term, the financial support linked to Covid-19 from the supervisory authorities continues, particularly in France with the maintenance of a financing guarantee until 31 December 2022. The adequacy of future tariff changes with the inflation of operating costs is a significant issue beyond measures specifically targeting the impact of the pandemic.

2.5.2 Group profit forecasts

The Group has not announced any profit forecasts for the 2022-2023 financial year.

2.5.3 Group objectives

To cope with the pressures on its economic model in a sector marked by an unequal playing field between the public and private sectors and penalised by five years of restrictive pricing campaigns (price cuts every year between 2014 and 2018), Ramsay Santé has made a determined commitment to a strategy of adaptation and efficiency aimed at serving patients and doctors.

The complementarities and synergies with the Capio group, as well as the following acquisitions in the "Nordic" countries, allow for an exchange of best practices in areas as diverse as primary care, quality of medical care offer, digitalisation of the patient pathway, purchasing, operational efficiency and investment optimisation.

In France, as in Scandinavia, the Group's objective is to constantly respond to the needs of patients and to integrate this response into the territorial needs of ARS or local health authorities. To this end, it deploys its organisation around specialised divisions, capable of integrating the care offer around coordinated channels. Adapted to the development of medical activity, these divisions are able to meet the expectations of the region's patients and strengthen the attractiveness of its facilities.

The Group also intends to increase its position in the "Nordic" countries through better territorial coverage and active participation in tenders for new management mandates.

The Group is also pursuing its medicalisation process aimed at strengthening the partnership with its doctors and developing a policy of steering and evaluating the medical offer. As the leading national private operator in France, Sweden and Norway, it aims to be a force for proposals in the structuring of an integrated care offer, based on the quality of care and patient safety.

Ramsay Santé is constantly adapting to medical needs and remains strong in its research and innovation capacity fuelled by significant and recurring investments. A new, agile and responsive organisation enables it to make the most of the potential offered by all its locations and businesses.

2.6 Property and equipment

2.6.1 Management of property assets

2.6.1.1 Ramsay Santé real estate strategy

Ramsay Santé operates a large and strategic real estate portfolio for the exercise of its activity and has modern, well-maintained real estate assets that are up to date with developments in the sector in terms of technical platforms, security and, in general, medical needs, enabling it to receive and treat a large number of patients under the best possible conditions.

The Group regularly redeploys its real estate policy in the context of its long-term strategy based on refocusing on its core business as a hospital care provider with an active internal or external growth policy enabling it to strengthen its regional positions. It is in this context that Ramsay Santé has outsourced, in several stages, part of its real estate assets, both existing and new facilities (regrouping or creation) with the following objectives:

- optimisation of management of leased facilities through the harmonisation of the leases drawn up;
- arrangement of partnerships with a limited number of qualified investors to assist the Group in streamlining its management of property and financing restructuring or development projects on these assets.

As of 30 June 2022, the portfolio leased in France from the Group's three main real estate companies breaks down as follows:

Partner	Primonial Reim	Icade Santé	BNPP Reim	Total
Number of assets	21	30	10	61

At the same time, Ramsay Santé has financed certain real estate transactions through leasing in order to benefit from favourable interest rate conditions.

The Group will continue to develop and modernise its real estate portfolio, focusing mainly on the extension of facilities in the MSO segment (particularly in the context of mergers), and the creation of facilities in medical care and rehabilitation, as well as in mental health.

Such projects are perfectly in line with the strategy pursued by Ramsay Santé based on the structuring of its network of facilities around territorial divisions with the aim of eventually having two types of facilities:

- private reference hospitals offering a comprehensive range of care and diagnostic services with centres of excellence and carrying out missions of general interest;
- smaller, specialised facilities.

2.6.1.2 Real estate management policy

Ramsay Santé implements a policy of rationalisation, modernisation and permanent improvement of its structures to better meet the healthcare needs of local populations and, in this context, is pursuing projects concerning:

- the creation of new sites (creation of relocated day hospitals, relocation of ageing facilities, etc.);
- major restructuring such as extensions to install additional capacity, whether or not linked to new health authorisations;
- small restructurings or modernisations often carried out during the year.

In recent years, the Group has carried out major non-recurring investment programmes to replace, consolidate and restructure its assets. These programmes are designed to ensure the growth and profitability of the asset portfolio.

In parallel with these operations, the Group ensures the technical management of the various components of its real estate assets (safety/fire, air conditioning, fluids and electricity) and coordinates the implementation of maintenance plans by ensuring cost optimisation and the associated budget monitoring.

2

2.6.2 General description of the real estate assets occupied by the healthcare facilities

2.6.2.1 Geographical locations of Ramsay Santé facilities in France and the "Nordic" countries

Ramsay Santé's facilities are spread over a large part of the national territory, covering the major geographical areas (Île-de-France, Auvergne Rhône-Alpes, Bourgogne Franche-Comté, Provence-Alpes-Côte d'Azur, Hauts de France, Normandie). These regions have a high population density and some of them are experiencing population growth above the national average.

Ramsay Santé has 303 facilities in Sweden, Norway and Denmark, mainly located in the most dynamic areas and also growing faster than the national average.

2.6.2.2 General description of real estate assets occupied by healthcare facilities in France and the "Nordic" countries

In France, the Group's real estate assets accounted for a total surface area of 1,390,118m^2 at 30 June 2022.

The surface areas of facilities range from between 1,000m^2 and 53,000m^2, averaging out at 11,000m^2 – their size depends on the hospitalisation needs in the sector.

The average size of MSO facilities is nearly 16,000m^2 with considerable differences between specialist clinics or clinics in central Paris and polyvalent private hospitals with major technical hubs, chiefly outside Paris.

The average size of medical care and rehabilitation facilities is 6,500m^2, exceeding 10,000m^2 only occasionally.

The average size of mental health facilities is around 4,300m^2.

In the "Nordic" countries, the real estate portfolio represents a total surface area of 343,361 m^2 at 30 June 2022. The surface areas of facilities range from between 150 m^2 and 57,000 m^2, the size responding to the sectoral hospitalisation needs.

2.6.2.3 Predominance of rental properties in France and the "Nordic" countries

At the end of June 2022, the real estate portfolio in France consisted mainly of rental sites:

Owned	291,336m^2	i.e. 20.96%
Rental	1,021,218m^2	i.e. 73.46%
Leased	77,564m^2	i.e. 5.58%
TOTAL	**1,390,118M^2**	**100%**

The assets held by Primonial Reim, Icade Santé and BNPP Reim account for 59% of the surface area operated and 80% of the surface area rented.

At the end of June 2022, the real estate portfolio in the "Nordic" countries also consisted mainly of rental sites:

Owned	4,670 m^2	i.e. 1.36%
Rental	331,887 m^2	i.e. 96.66%
Leased	6,804 m^2	i.e. 1.98%
TOTAL	**343,361 M^2**	**100%**

2.6.2.4 Group property assets by type of holding

At the end of June 2022, the Ramsay Santé group had a real estate portfolio with a net carrying amount of EUR 2,499 million, of which 17% corresponded to real estate sites owned outright, 6% to sites held under real estate leases, and the balance consisting of the net carrying amount of constructions carried out on sites where the Group is a simple tenant.

CONSOLIDATED NET CARRYING VALUE OF THE RAMSAY SANTÉ GROUP:

Nature of the right	NBV (in thousands of euros)	Percentage
Full ownership	416,853	17%
Rights of use attached to property leases	154,359	6%
Buildings on sites where the Group is a simple tenant	174,566	7%
Subtotal Net property assets owned or with a purchase option attached	**745,778**	**30%**
Rights of use attached to operating leases	1,753,364	70%
TOTAL PROPERTY ASSETS	**2,499,142**	**100.00%**

2.6.3 The Group's main equipment assets

The facilities have movable equipment, including radiotherapy and imaging equipment in the category of major equipment, which is either fully owned by the Group or leased or financed. In accordance with applicable accounting standards, all of this heavy hospital equipment is fully recognised in the Group's consolidated financial statements.

2.6.4 Main investments in the period ended 30 June 2022

The 2022 financial year is still marked by the Covid-19 crisis (still ongoing at the date of this document). Inflation and staff shortages are leading to significant increases in construction costs, difficulties in some regions in identifying qualified companies to carry out the planned work and delays in the supply of certain technical components.

Work to extend the Clinique de l'Ange Gardien, a mental health facility that was partially damaged in early 2020, is continuing with the final objective of merging it with the Clinique de Perreuse in early 2023.

Restructuring work at the Hôpital Privé du Vert Galant in the Seine-Saint-Denis department is progressing despite the difficult health context, with a first phase delivered in the first half of 2021 (outpatient department and conversion of the obstetrical unit), a second in July 2022 (extension of the dialysis department) and a third underway for delivery in March 2023 (operating unit and sterilisation).

The Group continues to implement a major programme of new cross-sectional imaging licences (MRI, CT and PET scanners) with seven commissionings during the year. This pace will continue over the next four years.

Lastly, the Group continues to increase its efforts to modernise and secure its information systems. A new version of the Ramsay Services portal that will enable the deployment of new services and functionalities for users has been online since December 2021.

In summary, over the last twelve months, Ramsay Santé has spent EUR 231 million on its industrial investments, which can be broken down as follows:

- EUR 134 million for maintenance, renewal of medical equipment and technical materials, as well as for regulatory and safety compliance;
- EUR 17 million for business combination, creation or conversion projects;
- EUR 56 million for capacity and innovation projects;
- EUR 24 million for information systems modernisation projects.

3

RISK FACTORS AND RISK MANAGEMENT

The Ramsay Santé group is exposed to various risks which, even if they are addressed in a structured manner, may have an adverse effect on the Group, its reputation, its business, its financial position or its results. Investors are invited to carefully review all of the information contained in this chapter, which sets out the risk factors related to the Group's business, before deciding to acquire or subscribe for Company shares. Based on the risk mapping, those risks that are most material risks in terms of their potential criticality (decreasing) and the treatment measures that have been implemented are presented.

The Group's risk identification process, overseen by the Risk Department, involves all of the Group's key managers, including the members of the Executive Committee. The Company's Board of Directors controls this with the support of (i) the Risk Committee, which involves various officers (risks, crises, human resources, IT systems, for example) and examines the quarterly reports including the indicators used to monitor changes in the main risk categories and (ii) the Audit Committee, which examines more specifically financial risks. All the work of these two Committees is organised in accordance with the provisions of the internal regulations [1].

3.1 Risk factors

Acting in the field of public health, the Group operates in an area of activity whose entry point mainly involves obtaining, maintaining and renewing authorisations or agreements that are subject to particularly stringent regulations. This results in risks classified as sectoral, arising from the significant predominance of these activities at Group level. These risks are dealt with first.

The risks are then presented in a limited number of categories that follow each other logically for ease of reading, starting with the most significant in each of the categories presented.

The probability of occurrence and the impact for the Group are difficult to present with objective pertinence: the very large number of facilities, the geographical distribution across Western Europe, the varying sizes from one facility to another and the various activities carried out within them make any overall assessment difficult to interpret.

The Group considers that the strong geographical dispersion backed by an economic-legal architecture chosen by the Group and which is reflected in the large number of subsidiaries themselves divided between operational entities and services or support entities, presents in itself a strong lever moderating these risks.

3.1.1 Sector risks

Most of the activities of the Company and its subsidiaries therefore fall within the scope of regulations comprising a legal component (health law) and an economic component (pricing elements). This regulatory environment and the diversity of the Group's locations generate risks with which the Group, although it strives to control them, may be confronted and have to deal with negative effects on its image, reputation, expenses or results.

Strict compliance with the aforementioned frameworks is part of the management of these risks.

1) *In this respect, see chapter 6 of this document.*

3.1.1.1 Specific risk related to the pricing of medical procedures

The health policies in France, and in particular the annual pricing policy, are part of a general objective of controlling health expenditure and controlling public deficits. The financing of care by the country's budget and hospital stay rates decreed in this context have been eroded for several years. Medical protocols or instructions are subject to pressure in order to initiate processes to streamline the number of medical procedures affecting in particular the volume of care offered by the Group's facilities. Social Security may decide to reduce reimbursement levels or even eliminate them for certain treatments or drugs, resulting in patients paying a larger portion of the costs of medical care. Lastly, changes in healthcare pricing policies, which may lead to a reduction in public funding for the care and treatment of patients or the payment of public subsidies, may have an unfavourable effect on the Group's activity: many reforms have been implemented in a transitional phase (mental health) or are currently being developed by the public authorities in areas such as medical care and rehabilitation, the effects of which are not currently known. In addition, although it is committed to rolling out measures to compensate for price reductions or increases that are insufficient in view of the rise in costs, it cannot guarantee that it will always be able to compensate for the gap between price changes decided by public authorities and increases in purchasing costs, particularly in the current context of significant and growing inflation (energy costs, etc.).

3.1.1.2 Complex regulations applicable to healthcare activities generating risks

The extensive regulation of care activities governs the creation, extension and operation of a medical and care facility on a day-to-day basis and throughout its existence. Applicable standards in terms of health and safety, hospital facilities, personnel, medical equipment and devices, preservation and communication of medical records, environmental protection and disposal of waste from care activities, constitute a very large and particularly complex regulatory body.

The Group cannot guarantee the exhaustive compliance of all of its facilities with these regulations and standards. Changes in the nature, interpretation or application of these regulations could call into question certain practices and lead to changes in facilities, materials and equipment, the management of its personnel or the services offered, or to substantial expenses being incurred and investment programmes modified or operating expenses rising.

Specific constraints during major health crises in France (pandemic, epidemic, climatic episodes or crises, major floods) are also liable to affect operations and its financial parameters.

In order to protect itself against the potential consequences of regulatory changes, the Group, with the support of its central services and the help of specialised external consultants, monitors regulations enabling it to ensure the respect and compliance of its activities with the laws and regulations in force and to anticipate significant changes in the regulations applicable to it.

3.1.1.3 The sensitive nature of obtaining and maintaining operating authorisations

The operation of a clinic, hospital or medical centre requires that it has authorisations issued by the ARS at the time of the creation of any healthcare facility, the creation, conversion or grouping of care activities, also when installing major equipment (acquisition and change), changes to the location of an existing facility or renewal of authorisations.

These authorisations are generally obtained and renewed subject to compliance with the assessment and quality control procedures for the services provided for by the laws in force. Any request to obtain or renew an authorisation may be refused. If the refusal is contested, a facility may fail to challenge the decision. A change in the applicable rules or regulations or in the filing formalities may require investments or generate additional restrictions.

Compliance with the technical operating conditions and implementation conditions are subject to continuous control by the supervisory authorities, and in particular the ARS, which may at any time implement a procedure to suspend authorisations, in the event of non-compliance, which may go as far as the withdrawal of the authorisation concerned.

The non-renewal, suspension, limitation of activities or withdrawal of operating authorisations would lead to a drop in the level of footfall which could have an unfavourable effect.

In order to prevent this risk, the Group has put in place a set of measures to ensure rigorous monitoring of control and quality procedures supervised in particular by the Quality, Risks and Care Networks Department in France. Audits are carried out regularly to ensure compliance with regulatory provisions and the proper application of the Group's quality procedures.

3.1.1.4 The sensitive nature of obtaining and renewing contracts in Sweden

The majority of revenue in Sweden comes from limited-term agreements signed with regional authorities following calls for tenders. Despite the care taken by management in Sweden in responding to calls for tenders and the Group's excellent reputation for quality of care, it is still possible that a contract will not be renewed or call for tenders will not be won if competitors present an offer considered as more attractive by the public authorities.

The contract portfolio is constantly monitored by the management of each business unit in Sweden and contract renewals are anticipated. The renewal of the contract portfolio is the subject of an ad hoc indicator in the quarterly report prepared by the Risk Department.

3.1.1.5 Calling into question the invoicing of procedures

Social Security, which covers most of the cost of health care, can dispute the invoices issued by healthcare facilities or occasionally claim the reimbursement of benefits for various reasons. Such recourse by the Social Security, which is anxious to recover sums that it considers to be unduly paid, is liable to generate temporary difficulties, expose the Group's facilities concerned to defence and recourse expenses or expose them to difficulties to reimburse the amounts requested. The facilities make regulatory interpretations on pricing that could be challenged by the public authorities and may have to undergo unfavourable adjustments. Disputes with authorities over the calculation of amounts to be paid, audits relating to compliance with applicable laws and regulations, as well as internal compliance policies, may increase the cost and complexity of the Group's invoicing processes.

The Group has set up a local and central medical information organisation to reduce risk through various levers such as the practice of relevant coding of procedures, a relay of best practices by the school of medical information technicians (technicien/cienne de l'information médicale – "TIM") and the monitoring of standardised protocols, and finally by the use of medical experts if necessary.

3.1.1.6 A competitive sector and dynamic competitive environment

Competition from other hospitals or clinics, both public and private, and competition in general between groups of private hospitals, may destabilise the Group's facilities locally or lead to oversupply and a resulting drop in volumes, or even negative trade-offs by health authorities.

Competition could limit the ability of facilities to attract patients or expand their businesses. In a context of strong disparities in size and care, Ramsay Santé is faced with increased competition from the public hospital sector, which has benefited from multiple measures to increase the salaries of caregivers, and must adapt its business model to a changing environment, disrupted by the epidemic crisis, in order to safeguard its competitiveness.

In order to address the competitiveness of the public sector and this competition, the Group makes the attractiveness of its facilities a priority action, which involves, among other things, sustained investment effort. It offers its patients high quality care thanks to its practitioners and qualified care staff within its facilities. The continuous improvement in the quality and safety of care is a strategic area for the Group's development.

The Group also conducts dynamic sector monitoring in order to maintain an active view of market opportunities at all times.

3.1.2 Risks related to the Group's own growth and strategy

To present a coherent care offer, the Group has set up isolated or joint positioning or repositioning operations for its activities, through external growth operations (including in 2022: GHP Specialty Care in Sweden). The limited room for manoeuvre, and the arrival in new "markets", even if in terms of public health the expression conveys an economic aspect that would be an oversimplification in view of all the challenges, generate a specific risk both in terms of ambitions and achievement. Despite the rigorous review of the operations to be carried out, such as acquisitions or restructurings, the prospects for internal or external growth could be limited due to a change in favour of models that differ from those developed by Ramsay Santé. New constraints could also have effects that slow down the rollout, notwithstanding a wider geographical distribution of risks.

3.1.2.1 Risks related to external growth transactions

The Group's strategy depends in particular on its ability to identify good acquisition targets, conduct relevant audits, negotiate transactions on favourable terms and conditions, carry out transactions and integrate the acquired facilities into the Group, and, in particular, construct profitability assumptions. In addition to the risk of identifying attractive targets or of carrying out planned transactions on favourable terms and conditions, in particular financial terms, the Group may encounter competitive difficulties for targets that correspond to its criteria.

In addition, an external growth transaction may require an opinion or authorisation from the competition authorities due to the market share that this transaction would represent. The way the procedure unfolds, such as a refusal by the authorities to give a favourable opinion on the transaction, could have a negative effect on the Group's activity, its financial position and its operating results. The acquired facilities are not always in line with the Group's quality requirements or organisational standards, or with the expected profitability ratios, and, similarly, the integration actions and associated costs or expected savings may require more time or for protocols to be reviewed.

Faced with the challenge of measuring and acting on these risks, the Group continuously monitors sector and regulatory plans, seeks advice adapted to the contemporary management of such risks and maintains a rigorous dialogue with stakeholders.

Each strategic plan is subject to a structured development process aimed at taking into account major changes in the business sector in general and geographic markets in particular.

3.1.2.2 Risks related to real estate or IT systems projects

The rollout of the Group's strategy is in some cases based on the implementation of real estate or IT system projects.

The restructuring of existing real estate assets to allow the implementation of new activities or improve the efficiency of existing activities can prove complex and costly in a context of high inflation in construction costs, in particular as a result of the health crisis. Similarly, the search for real estate opportunities (for example to create mental health day hospitals in city centres) can be difficult, whether for lease or acquisition, and may delay the implementation of structuring health authorisations, making it possible to strengthen the Group's care offer, or lead to significant costs liable to weaken the expected results.

The Group also has to deal with new "digital" competitors, which are increasingly active in the healthcare sector. It must also ensure that it provides its patients and partners with digital solutions that can facilitate the care pathway while guaranteeing safety. This involves the implementation of digital projects and IT system modernisation projects, for which interoperability is essential. These projects, which are often complex, require specialised and scarce resources, constant attention to data protection and information system security, and costly investments. By their very nature, these projects carry implementation risks (costs and duration), with failure always being possible, with potentially significant impacts on the rollout of the Group's strategy.

Ramsay Santé has a Real Estate Department with competent and experienced project managers. This department uses a proven project management methodology and each major project calls on a project management team (architect and technical design office) to minimise design and execution risks.

Similarly, Ramsay Santé's IT Systems Department implements a project portfolio management methodology based on the Group's strategic and operational priorities to enable better allocation of resources. The management of major projects is highly structured, with dedicated resources for the contracting authority (to ensure that the solutions meet the needs identified by the business lines) and project management. The governance of these projects is ensured by a Steering Committee which includes members of the Group's Executive Committee (ensuring the strategic alignment of projects).

3.1.2.3 Integration risks

With each acquisition, synergies and other benefits are expected, but if these synergies and benefits do not materialise as planned and if the Group fails to complete the integration of operational processes and IT systems, and retain practitioners or key personnel or respond to the occurrence of events, circumstances, litigation or legal obligations, unforeseen or due to legal or regulatory constraints or a negative reaction from patients or suppliers following a major acquisition, the Company may not fully achieve its objectives. Thus, no guarantee can be given that synergies exist or will be achieved within the timeframe provided for, as the potential achievement and extent of expected synergies depend on factors and assumptions, some of which are beyond Ramsay Santé's control. The Group's ability to achieve the expected cost synergies could be compromised by the occurrence of one or more of the risks related to the Group's activity described in this document. In addition, the costs incurred to achieve the synergies could be higher than expected or additional unforeseen costs could arise, resulting in a reduction in shareholder value. The inability to achieve the expected synergies or control the cost increases generated in this context could have a material adverse effect on Ramsay Santé's activities, operating income, financial position and outlook.

The Group sets up ad hoc organisations adapted to the challenges of the acquisitions made.

In addition, Ramsay Santé pays particular attention to the dissemination of the Group's common values to all stakeholders (practitioners, facility managers, employees, patients, administrations, suppliers).

3.1.3 Funding and market risks

3.1.3.1 Risks related to the Group's debt and financing covenants

A detailed description of the Group's debt and financing is provided in section 2.4 of this document. This significant debt and the clauses that govern it can have significant negative consequences on the Group's activities, such as:

- limiting its ability to make investments designed to develop its activities;
- limiting its ability to sell real estate assets;
- limiting its ability to borrow additional amounts intended to meet working capital, investment, debt repayment or other requirements;
- limiting its ability to invest its operating cash surpluses in its activities, given that the Credit Agreement requires the Group to allocate a portion of its operating cash surpluses to the repayment of debt.

In addition, the agreements governing the Group's financing contain customary clauses restricting its operational freedom (covenants), in particular with regard to guarantees, the completion of acquisitions or investments, and restricting its ability to contract financial debts or grant loans and carry out asset disposals. They also contain full or partial early repayment clauses (notably in the event of a change of control, or asset disposals) and early repayment clauses in the event of the occurrence of certain events.

Although the loans made available under the Credit Agreement other than the revolving line are term loans repayable in fine and therefore the Group does not have to immediately face repayment or amortisation obligations for its bank debt, the Group may not be able to meet its obligations under these agreements or face significant limitations on its operating room for manoeuvre. If it were unable to repay or refinance the amounts borrowed at maturity, the Group could find itself in a tight liquidity situation. The Group would then have to sell some of its assets, delay planned investments, increase its equity or restructure its debt. It is impossible to guarantee that these transactions, even if technically possible, could be carried out on favourable terms. In the long term, the Group could experience a significant liquidity risk if the Group were unable to refinance itself. The early repayment clauses, if implemented, would also pose a significant liquidity risk to the Group.

In order to control the risks related to its debt, prevent the emergence of tight positions and take advantage of market improvements, the Group constantly manages its debt and the risks described and seeks the best approach at the time for the terms of the Group's financing, where applicable through the renegotiation of terms and conditions. To this end, it relies on the close and rigorous monitoring of its Finance Department. Moreover, in this context, the Company has carried out a specific review of its liquidity risk and considers that it is in a position to meet its future maturities.

In order to guard against this risk, the Group ensures the visibility and solidity of its cash flows, which enables it to benefit from the trust of its banking partners.

3.1.3.2 Interest rate risks

Part of the bank indebtedness, linked to the Credit Agreement, is at variable rates. The Group is thus exposed to the risk related to changes in interest rates, and an increase or decrease in these rates could result in an additional interest expense for the Group, reducing the cash flow available for investments and limiting its ability to service its debt.

The debt coverage rate is 80% until the end of October 2022 and then increases to 34% until the end of October 2024.

The Group is therefore sensitive to an increase in interest rates (as the interest rate cover on the senior debt rapidly decreases from the end of calendar year 2022 and beyond with an overall fixed rate ratio of 43%), a 100 bps increase in short term interest rates would impact financial costs by more than EUR 10 million per year.

The Group has an interest rate risk monitoring and management policy. Changes in interest rates are monitored by the Finance Department. To ensure its protection, the Group sets up hedging instruments that aim to convert variable-rate debt into fixed-rate debt. It uses standard derivative instruments (interest rate swaps, caps, floors).

3.1.3.3 Foreign exchange risks

The activities of the Ramsay Générale de Santé group are mainly carried out by subsidiaries that operate in the Euro Zone, including France, Italy and Denmark (the Danish krone being linked to the euro), the residual foreign exchange risk therefore relates to Group subsidiaries operating in Sweden and Norway.

The foreign exchange risk arising from intragroup financing with Capio AB and its subsidiaries is managed by foreign exchange swaps, or directly by spot purchases of Scandinavian currencies if the financial underlying can be considered to be in the accounting category of a net hedge of long-term investments.

3.1.4 Operational risks

All companies experience operational risks per se solely because of the exercise of their activity, and Ramsay Santé faces risks specific to the healthcare production activity.

3.1.4.1 The specific context of the Covid-19 crisis

Since the beginning of 2020, the various countries, including those where Ramsay Santé operates, have been exposed to the Covid-19 health crisis. The response of European health systems to this situation is managed at the highest level of States and, in France in particular, with a regional implementation via the ARS. A health crisis (pandemic, epidemic) can result in major disruptions in the usual activity of facilities even if they are prepared for such an eventuality within the framework, for example, of emergency contingency plans.

Similarly, the response of the healthcare system may result in requisitions in the event of force majeure and, although it should be noted that the Group's facilities in France benefit from a State funding guarantee, the activity may be strongly affected by the need to change organisations, working methods, the care offer and the definition of new priorities. In addition to the immediate consequences, if the application of directives to which healthcare facilities submit themselves leads to a review of the scheduled procedures, it may result in consequences for patients, staff and doctors.

The epidemic is reflected in a significant number of postponed procedures that will have to be provided in the coming months or years. However, this prospect could be offset by the difficulties related to the current shortage of care staff, particularly in France. Such staff have been particularly in demand since the start of the crisis, which has led to the implementation of significant salary increases as part of the government plan entitled "Ségur de la santé", which could, nevertheless, be considered insufficient in view of the efforts made. This situation is being studied closely by the Group's management.

Ramsay Santé set up an ad hoc crisis unit during the first wave of the health crisis, made up of members of the Executive Committee, doctors specialising in crisis and epidemic management, as well as executives in liaison with external stakeholders including authorities, facilities and suppliers. This unit can be mobilised 24 hours a day, seven days a week, and has adapted its organisation throughout the critical periods of the epidemic. It is currently on standby, but remains available depending on changes in the health situation.

3.1.4.2 Risks related to high inflation in Western European countries

The countries in which the Group operates are currently experiencing very high inflation related to the destabilisation of international supply chains due to the Covid-19 epidemic and the war in Ukraine, which has a strong impact on energy costs in particular (gas and electricity). This inflation affects medical purchases, subcontracting services and energy, given that the Group operates facilities in France covering a total surface area of around 1.4 million m^2. Given that the prices are decided by the public authorities (France and Sweden), despite the measures implemented to limit price increases, the Group may not be able to offset all additional costs by cost-saving measures.

The Group has a Purchasing Department that steers negotiations with the main suppliers and is constantly looking for alternatives to try to reduce the impact of inflation on costs. Similarly, the Group has entered into forward purchase agreements for its energy in France. Thus, gas needs are covered for the next three years. With regard to electricity, needs are covered for 2023 and a supply agreement has been signed for 2024 and 2025 pending more favourable market conditions to begin the effective coverage of needs.

3.1.4.3 Risks related to healthcare activities

The hospital and care business, which is by nature sensitive because it affects human life and operates within a particular regulatory and ethical framework, generates many risks specific to healthcare facilities. This is the result of the human and vital dimension of care, and the complex and scientific nature of medicine. The occurrence of an incident, accident or disaster takes on a sensitive dimension, on a human, individual and social level and requires an upstream and downstream approach to this risk appropriate to this dimension. Medication error, incorrect diagnosis or faulty management of a patient are all direct situations, with a nosocomial infection or a pandemic adding indirect situations.

The activities are therefore exposed to liability claims against the facilities or against the practitioners using the facilities. This is the case in terms of nosocomial infection or failure in care, and is potentially the case in the event of an insufficient organisational response to a pandemic. If one of these risks were to materialise, the Group could be exposed and/or fined, its operating licences could be suspended or withdrawn for non-compliance with applicable regulations. This could have a material adverse effect on the Group's reputation, business, financial position, operating results and outlook. As a result of these risks, claims may be incurred and their consequences may exceed the limits of the insurance policies taken out by the Group (see section 3.3 below).

In the event of a disaster in one or more facilities caused by a fire, flood, natural disaster or other accidental or catastrophic events, the resulting disruption of activities could have significant consequences, or even an interruption of the ability to operate one or more facilities, even if business continuity plans taking into account the main risks of the facilities have been drawn up. The Group may not have sufficient alternative reception capacities in a nearby location to serve the patients of the damaged or destroyed facility, or may not be able to find alternative capacities to house them and be forced to face a temporary or permanent loss of business as a result. Although the financial loss would normally be covered under the insurance policies (see section 3.3 below), it would be necessary to deal with a loss of confidence of patients and practitioners and to recognise the impossibility of ensuring continuity of activities, and to recover lost revenue and regain market share in the territory affected by the incident.

In order to protect itself against these risks, the Group makes sustained investments each year to comply with the regulations and recommendations that are applicable to its facilities.

The Group has also put in place procedures for hygiene, traceability of acts performed and products used and, in addition to these internal procedures, complies in any event with pre-existing procedures concerning the rules of the profession and the methods for using health products. It has covered these risks by taking out various insurance policies and relies on its Insurance Department, which monitors claims within the Group, informs Executive Management and the Audit Committee and organises regular multidisciplinary meetings with the insurance company departments.

Similarly, the management of adverse events and crises systematically takes into account the conclusions of the investigations carried out and, for serious adverse events, leads to analysis of their root causes. The Group's facilities have a business continuity plan adapted to the major risks they are likely to face, which is regularly updated.

3.1.4.4 The risk of medical accountability

Doctors are at the forefront of healthcare delivery in facilities. For this, they are supported by caregivers and non-caregivers and rely on the organisation put in place by the facility. Almost all of the Group's practitioners practice in private practice and not as employees, they have professional liability insurance coverage in their own name. While doctors, surgeons and anaesthetists are in principle solely responsible for their actions, facilities may be subject to liability actions in connection, for example, with medical errors committed by practitioners. The civil liability of the Group's facilities, although distinct from that of practitioners, may then, in certain cases, be determined by the courts to exist jointly. The Group may also be held liable for having collaborated with an uninsured doctor, even if the Group has put in place a procedure to obtain insurance certificates from practitioners working in its facilities and which is subject to regular monitoring.

In addition, liability claims against practitioners in a facility may increase their insurance premiums and affect their reputation, business and ability to attract patients, or even their practice.

The reputation and consequently the activity and profitability of the facilities, and even the Group, may suffer from the liability of said practitioners being called into question (whether such actions are justified or not). The risk may be increased by the increasing tendency to take judicial action as a result of incidents related to the delivery of care.

In order to prevent the occurrence of such risks, the Group ensures the proper organisation of bodies within facilities, such as the CME, dialogue with practitioners and the medical community, remains vigilant as regards the quality of care and the updating of procedures as part of the quality approach and best practices distributed to all its facilities. Staff training programmes are also carried out to provide quality care offer. Lastly, the Group is insured against the financial consequences of the civil liability of its facilities (see section 3.3 below) and has set up a database to verify that practitioners working in its facilities have professional liability coverage, it being understood that there is always a risk that this database may not be fully up to date despite the procedure in force.

Furthermore, in the event of an incident or serious adverse event, the Group can activate its internal professional crisis management unit dedicated to handling situations specific to the healthcare facilities.

3.1.5 Risks for healthcare professionals

The Group's business requires qualified, available and committed professionals, whether they are practitioners, facility managers or caregivers. The success of the facilities is heavily dependent on the Group's ability to attract, recruit, retain and train all the human resources present, whether they act in the context of an employment law relationship, for employees, or under a contract to practice or a sole proprietorship for private practice or self-employed persons.

3.1.5.1 Risks related to the recruitment of healthcare staff

The recruitment of healthcare staff in healthcare facilities has experienced and is currently experiencing a shortage, which could result in the closure of services in some cases. Difficulties in recruiting healthcare staff in certain geographical areas, an increase in the turnover rate of staff, in particular qualified healthcare staff, and/or regulatory changes may have consequences on the organisation and proper functioning of facilities as well as on service quality. The private hospital sector is experiencing very strong competition to recruit healthcare staff (nurses in particular, but not exclusively), particularly in certain regions, made worse by the ongoing epidemic (including the obligation for healthcare staff to be vaccinated, even though they are mostly vaccinated) and its consequences in terms of disaffection with jobs with multiple constraints, and by the salary increase measures implemented within public hospitals, which have increased the pay gap with the private sector.

In order to manage this risk, the Group has put in place procedures to recruit the staff necessary for its facilities' activities, including abroad if necessary. The Group is committed to deploying a proactive human resources policy, upgrading the remuneration awarded to make salaries more competitive and striving to make the working environment more attractive to employees. This is a major issue for the Group and therefore takes its full attention. Inflationary pressure on healthcare staff remuneration is likely to weigh on the Group's margins in the coming years, even if the Group implements measures to improve productivity in order to cope with it. As a key element of its human resources management policy, the Group has just signed an ambitious Quality of Life and Working Conditions Agreement (qualité de vie et conditions de travail – "QVCT") with all its partners in France. A Prevention, Health and Safety Department has been created to support the identification, assessment and reduction of risks. The Group also intends to set up and develop bodies to develop quality of life at work, for example with the creation of a QVCT Committee for each facility. It offers an ambitious training programme for managers to support them in improving the quality of life at work for their teams. In addition, the stability of schedules and compliance with the advance notice period will now be encouraged in the organisation of the facilities. In terms of workload, activity regulation commissions will be set up (anticipation and coordination of all players in the care pathway, consultation and multidisciplinary analyses of activity).

3.1.5.2 Recruitment of practitioners

The success of the facilities depends on their ability to attract, recruit and retain qualified, experienced doctors with solid skills, who are themselves able to attract patients and maintain and strengthen the Group's reputation in certain specialties. Their relationships with non-hospital medical professionals, whether based on their specialty or their reputation, are just as decisive in reaching new patients to be admitted to the facilities. Thus, the competition for highly qualified practitioners can be complex and difficult, the recruitment of specialists in key specialties may require the negotiation of particular financial conditions and reduce the room for manoeuvre of the facilities concerned.

In order to guard against the risks related to the recruitment of qualified practitioners, the Group implements an active recruitment and replacement policy, including abroad. The Group also seeks to offer an attractive working environment with modern technical facilities. It is part of an ongoing dialogue with its medical community and incorporates into its strategy the actions necessary to recruit talented practitioners.

The medical dimension of the business also leads the Group to include doctors in the major decision-making processes concerning purchases (medicalisation of purchases, one of the key elements of the Group's previous strategic plan but maintained as a permanent vector since), investments in medical equipment, health management (health and safety unit, see below), etc. These elements constitute a notable differentiation in the approach to the recruitment of practitioners and are intended to reduce the occurrence of the risks mentioned.

3.1.5.3 Risks related to labour relations

The Group's employees hold various statuses and agreements across six European countries. In France, the country with the highest number of employees, the applicable employment law rules may be specific to care activities and complicate their human organisation, in terms of protection, representation, but also the terms of the performance of their duties by staff in medical facilities exposed to the use of regulated pharmaceutical products, special devices and potentially restrictive human interactions both physically (movement of patients, for example) and psychologically (morbidity and mortality). Recourse by employees to collective measures to defend their interests or their situation on the basis of applicable regulations or on the basis of demands presented by works councils or other employee representative bodies could result in employer facilities like the Group being faced with significant collective or individual social disputes. Strike movements can thus occur locally and may sometimes be given media coverage. The Group cannot exclude a deterioration in labour relations that could lead to disruptions, work stoppages, labour disputes or other claims. The occurrence of such social disputes could affect the quality of service, disrupt the Group's activities and increase labour costs, which could have an adverse effect on the Group's operating results and financial position.

Transactions on current or potential social disputes or an increase in the number of employees covered by collective agreements could increase social charges related to employment, and decrease productivity and flexibility. An increase in social security charges and labour costs that are not offset by an increase in healthcare prices or business volumes or by any other measure, could have a significant negative impact on the business, operating results and the financial position of the Company.

Obligations to inform and consult employee representative bodies to manage, develop or restructure certain aspects of activities may have cost implications or impact the management of the schedule of operations, or may also limit the flexibility of salary policies or reorganisation policies, as well as the Group's ability to respond effectively to market changes. Major strategic decisions may be poorly perceived by certain employees or employee representatives, which could lead to labour disputes which may themselves disrupt the Group's activities.

In order to protect itself against social risks, the Group strives to ensure good relations with its employees. It implements an active human resources policy based on high-quality social dialogue, the development of professional skills and qualifications, as well as actions aimed at ensuring health, safety and quality of life at work (see section 3.1.5.1 above).

3.1.5.4 Recruitment of facility managers

The position of manager of a healthcare facility is a key function, decisive for the management of medical teams and overall staff, the implementation of the Group's strategy within the facility (and the division to which it belongs). The Group's success depends in part on the skills, efforts and motivation of its managers and departmental managers. The job market for these managers may be tight for reasons of competition or concentration, or regional conditions. Significant departures would result in a loss of know-how.

The Group endeavours to implement a proactive human resources policy, to have resources that are sufficient and adapted in terms of skills, but it may occasionally find itself in a situation of either a shortage of staff or an increase in personnel costs in the event of failure in its recruitment campaigns or unforeseen events in its forward-looking career management.

3.1.6 Other risks identified in view of their particularities in the field of health

3.1.6.1 Cyber risk

Just like many companies that make intensive use of IT systems, IT links and digitalisation, Ramsay Santé could be the subject of a cyberattack that could affect its IT systems and its tangible or intangible components such as computers, servers, whether isolated or in networks, connected or not to the Internet, and its peripheral equipment, as well as its data, with various consequences, directly or indirectly affecting the Company or its subsidiaries. In a context of significant growth in malicious attacks of this type, the Company is thus exposed to risks related to hacking and data loss, the temporary blocking of its processing capacities, the need to restore blocked or corrupted data, use additional external services or invest in new equipment.

The Company has already faced a ransomware attack whose consequences, as of the date of this document, have been managed without irreparable damage having been observed. This crisis was addressed globally, including various internal and external stakeholders. It was brought to the attention of institutional investors and the authorities in relation to the Group's activity in real time. It was also covered in the media as such events are now and the Group issued a communication on the subject. In this context, the system of insurance guarantees under the cyber policy has been activated and although the Group remains vigilant, it cannot be ruled out that other attacks may be launched, notwithstanding the structuring and multiple actions implemented since the attack.

To address this risk, the Company is making sustained investments in the security of its IT systems and has deployed a set of measures, the detailed description of which in the body of this document would undermine its effectiveness faced with the exponential ability of attackers to adapt to the defences of their targets. These measures are part of a multi-year action plan that is monitored quarterly using quantified indicators. The main measures are the subject of projects with dedicated steering bodies, resources and means.

3.1.6.2 Risks related to personal and health data

The Group's departments and facilities now process personal data (including patient health data) within a complex and demanding regulatory framework. Facilities generate and manage sensitive personal information and health data. They apply security protocols on the use, transfer and circulation of information, particularly medical information, which aims to maintain adequate confidentiality, while ensuring the compliance of rights of access to this information and the protection of privacy of patients and employees. Any failure to implement processing procedures and comply with regulatory procedures could result in the Group being held liable.

Likewise, any illegal use or disclosure, whether deliberate or otherwise, to unauthorised third parties would have the same consequences.

Ramsay Santé has a Head of IT Systems Security and Data Protection within its central departments and reporting to the Risk Department, in accordance with the provisions of the General Data Protection Regulation (GDPR). Various actions were carried out to comply with the new regulations, including the development of a processing register, the updating of contractual clauses, the creation of a platform to ensure compliance with the principles of confidentiality of personal data for any new processing that may be carried out, as well as various procedures, including those relating to the procedures for exercising the rights of data subjects.

In December 2020, the Sankt Göran Hospital in Stockholm was fined approximately EUR 3 million by the Swedish Data Protection Authority, as well as six other public and private facilities, including the Karolinska Hospital. It appealed against the decision to the Administrative Court, together with the four public hospitals concerned, and the penalty was reduced to approximately EUR 1 million. The penalty was overturned by the Court of Appeal. The Data Protection Authority has decided to take the case to the Swedish Supreme Court.

3.1.6.3 Risks related to environmental protection, health, safety and security regulations

As a result of their activities, healthcare facilities produce and are responsible for the treatment and disposal of specific waste, particularly medical waste. The storage and transport of this waste is strictly regulated and although the facilities have signed subcontracting, transport and waste disposal agreements with specialised companies, the subcontractor's non-compliance with its contractual obligations, in particular with regard to applicable regulations, could expose the Group's facilities to a liability risk or to a sanction having a significant negative effect on their reputation, activities, operating results and financial position. Should applicable laws and regulations become more stringent in these areas, additional compliance costs could be incurred.

The increasing complexity of the body of regulations relating to environmental protection and the deployment of energy transition measures could lead to regulations forcing the Group to incur additional expenses or to face costly adaptations. However, the current inflation in energy costs (electricity, gas, etc.) reinforces the need for a controlled energy transition and makes it possible to envisage relevant adaptations in terms of energy savings despite the investment they can represent.

The Group's facilities may also be exposed to health-related risks, in particular risks related to asbestos, which could expose the Group to charges of liability, which could have a negative impact on the reputation of the Group as a whole, its financial position or results.

In order to protect itself against these risks, the Group invests the sums necessary each year to enable its structures to comply with the requirements applicable to them. At the same time, the Group relies on rigorously selected service providers to comply with regulations relating to environmental protection, health, safety and security.

3.2 Risk management

This section includes the information referred to in Article L.225-102-4 of the French Commercial Code.

As stipulated in the texts, the following information is presented in the discussions below:

- risk mapping;
- assessment procedures;
- appropriate actions to mitigate risks or prevent serious harm;
- whistleblowing mechanism;
- system for monitoring the measures implemented.

It is this set that makes up the Ramsay Santé group Vigilance Plan, for which internal materials are prepared and distributed based on the following documents:

- the Ramsay Santé Charter of values and best practices encouraging the sharing of values with an objective of sustainability and development of the Group around the axes of attention to individuals, safety, team spirit and the mindset of progress and responsible management;
- the Ramsay Santé policy on gifts and invitations;
- the anti-corruption policy and the code of conduct for the prevention of acts of corruption and influence peddling;
- the Sapin 2 law internal whistleblowing system.

3.2.1 Internal control objectives and guidelines

Ramsay Santé has made managing the risks described in the previous section a priority and is deploying significant human and organisational resources in this area.

In addition, internal control is a process implemented by the Group's leadership, management and staff, intended to provide reasonable assurance as to the achievement of the general objectives defined in the internationally recognised framework established by the COSO ("Committee of Sponsoring Organisations"), namely:

- effectiveness and efficiency of operations;
- reliability of financial information; and
- compliance with applicable laws and regulations.

It also serves the purposes of safeguarding assets, preventing or even detecting the risks of error and fraud, particularly in the accounting and financial fields and, more generally, the management of risks related to the Group's activity.

The internal audit is thus intended to provide reasonable assurance as to the achievement of these objectives. However, while an internal control system provides reasonable assurance, there is no absolute guarantee that the Group's objectives will be achieved, either through the limitations inherent in any process implemented by human beings, or through the constraints of resources that every company must take into account.

3.2.2 Risk mapping

As part of its risk management process, the Group draws up a mapping of the main risks. The process of preparing and reviewing the risk mapping, which is managed by the Risk Department, makes it possible to identify the main risks to which the Group is exposed and to assess, for each of them, their potential impact as well as the action plan and procedures put in place, and in particular the persons responsible within the Group for monitoring and associated controls.

The Risk Department regularly updates this Group risk mapping. This risk mapping enables the Group to define and monitor the various procedures and specific action plans implemented to reduce or control the risks identified. The internal procedures put in place to manage the risks identified by the Group are described in the section below.

3.2.3 Internal control stakeholders and organisational framework within the Group

The organisation of internal control within the Group is mainly based on:

- the Quality, Risks and Care Networks Department, which includes a unit dedicated to crisis management;
- the IT Systems Department, which has a team responsible for overseeing information systems security;
- the Legal Department, which operates in the healthcare, real estate, business, insurance, legislative and regulatory sectors;
- the Risk Department, which manages the internal audit;
- the Financial Internal Control Department;
- the IT Systems Security and Data Protection Department;
- the Risk Committee and the Audit Committee, which must in particular ensure the monitoring of the effectiveness of the internal control and risk management systems, each of these operating in the area of expertise defined by the internal regulations of the Board of Directors.

The Group scrupulously ensures that internal procedures are put in place to ensure patient safety and compliance with applicable regulations. The collection, analysis and coordinated treatment of all risks are carried out in each Group facility by a Vigilance and Risk Committee (Comité des vigilances et des risques – “COVIR”) whose mission is to collect, analyse and manage continuous improvement plans based on data collected as part of an adverse event reporting system and potential risk management tables.

The Group is also developing a risk management training policy making it possible to move from reactive and individual risk management to active and collective risk prevention, integrated into the daily practices of the Group’s facilities. Training is offered to facilities to enhance knowledge of the methodology and tools for identifying and analysing potential risks.

In order to deal with certain specific risks that the Group may face, dedicated procedures have been put in place for the main risks.

3.2.4 General operation of internal control and procedures in place

3.2.4.1 Environment, scope and general organisation of internal control

The Group's general internal control environment is characterised by a high degree of risk dispersion. It is based on a centralised organisation with a policy of delegation of responsibilities to the facilities and the functional and divisional departments.

The Group's internal control organisation must take into account a scope of consolidation of 409 entities at 30 June 2022 (351 at 30 June 2021), with activities considered for the present purpose to be distributed across most of the professions in the field of hospitalisation (medicine, surgery, obstetrics, medical care and rehabilitation, mental health, radiotherapy, medical imaging, etc.) and primary care.

Consequently, the general operation of internal control within the Ramsay Santé group is based on:

- Firstly, the Ramsay Santé Charter:

  This sets out the ethics principles and behavioural standards that all Group employees must comply with in their actions and responsibilities. In addition to this charter, a summary document sets out all of the Group's limitations in terms of commitments to third parties.

- Secondly, decentralised responsibility for internal control:

  Local management (facilities and business units) is highly aware of the responsibilities entrusted to it, as well as the importance of implementing appropriate internal control rules to achieve the above objectives.

- Thirdly, central management based on intermediate relays:

  The Group's organisation is based on a traditional pyramid structure comprising a head office bringing together the Executive Management bodies, all the central functional departments and certain shared services (accounting, payroll, purchasing and information systems).

  The organisation of the finance function is based on centralised functional departments supported by local finance teams and shared service centres for accounting, human resource administration and payroll. The centralised functional departments include financing and treasury, management control, taxation and consolidation.

The Group's main procedures can be consulted on the Group's intranet, as well as the guide setting out the main rules to be followed in terms of segregation of duties.

3.2.4.2 Procedure for processing accounting and financial information

A unified IT system, using the most widely represented consolidation software package on the market, provides the financial data required to manage and control the activity of the operating units within a reasonable period of time.

The accounting and financial rules and methods are regularly updated and communicated to each operating entity. They are also available on the Group's intranet site.

The half-yearly and annual closing of the financial statements is subject to specific instructions sent after validation by the auditors. Prior to closing, the Group's Finance Department identifies issues requiring special attention and defines the appropriate accounting treatment.

The financial planning and management control process including:

- a regularly updated strategic plan;
- a budgetary procedure;
- monthly statements;
- performance monitoring meetings;

makes it possible to monitor the performance of the various facilities and business units.

In this context, each unit prepares detailed monthly financial reports in the form of a consolidation package required for the preparation of the Group's consolidated financial statements. The financial reporting is characterised by a single format that is sent to the head office no later than 15 days after the end of the month. Financial information is integrated into a centralised and unified database, used both for internal management purposes and for external publications.

The consolidation packages prepared by the operating units present restated financial statements in accordance with Group standards and analysis tables allowing preparation of the consolidated financial statements and the notes to the financial statements. These consolidation packages are prepared by shared service centres and controlled by a central team that validates the accounting options selected throughout the year and carries out the actual consolidation operations, as well as the validation of the items that a priori present the most risks (for information purposes: intangible assets, taxes, provisions, off-balance sheet commitments).

3.2.4.3 Acquisitions procedure

Acquisitions are managed by the Operations Department. Depending on global or individual thresholds, they may be subject either to prior authorisation by the Board of Directors or to a requirement to inform and consult the Chairman of the Board of Directors. Depending on the size of the transaction, the Company also obtains financial, legal or accounting advice in order to perform the usual audits for this type of transaction, in which the Group's internal departments are involved as required (Real Estate Department, Tax and Accounting Affairs Department, Legal Department and Investment Department), and assist in the drafting of contracts and, where applicable, asset and liability guarantees. Finally, for major acquisitions, once the transaction is completed, a multidisciplinary management team is put in place to manage and monitor the integration of new assets.

3.2.4.4 Investment procedure and real estate projects

For risks related to investments in facilities, the Group has implemented an investment procedure whose purpose is to enable the selection of investment projects according to a certain number of criteria, including: precise definition of the nature of the investment, the risk factors associated with a positive decision as well as a negative decision, the components and parameters of the business plan presented, the estimated budget and finally the positioning of the operation with regard to the strategic and operational priorities of the unit concerned. Major projects are reviewed by Executive Management, the Operations, Finance and Investment Departments.

The investment procedure is based on the following general principles:

- the integration of the process into a multi-year framework broken down annually into an investment budget;
- the emergence of basic projects and a two-stage selection by the Group's Investment Department;
- a procedural logic based on increased formalisation and standardisation of investment files;
- centralisation of the investment decision;
- structured a posteriori monitoring of investment projects.

The Investment Department monitors the implementation of this procedure, which is essential to the management of the Group and some of its commitments, particularly to banks. Its application is continuously assessed and the procedure is regularly updated.

3.2.4.5 Governance procedure for IT system projects

The main IT system projects are analysed prior to any investment decision to ensure that they meet the Group's strategic and operational objectives and that they fit into an IT system master plan (under review) to facilitate the management of their security in an increasingly threatening environment (data theft, viruses, etc.).

In view of the entry into force of the General Data Protection Regulation, a Chief Data Protection Officer was appointed in March 2018. He/she oversees the implementation of actions to ensure compliance with the new regulations and ensures, in particular, that the proposed new processing operations comply with the regulations. A structured process for analysing new projects has been put in place.

3.2.4.6 Procedure for recruiting qualified personnel

For risks related to the shortage of qualified healthcare staff, the Group has put in place procedures to recruit the personnel necessary for the activities of its facilities, including abroad if necessary. It has also rolled out initiatives to integrate interns and provide mentoring during internships as well as "open day" activities aimed at increasing the rate of conversion of internships into actual recruitments. Lastly, targeted recruitment actions can also be undertaken locally in certain facilities in order to respond to specific situations.

3.2.4.7 Miscellaneous procedures

The purchasing procedure has been in effect since July 2014; a guide relating to the general organisation of the internal control of patient administrative management, billing and receivables accounting processes, describing the main control systems to be implemented, supplemented existing procedures in March 2017.

The Ramsay Santé Charter reminds everyone that corruption is not tolerated in the Group. The implementation of this principle is based on a regularly updated anti-corruption policy and a policy specifying the rules applicable to the acceptance or offering of gifts and invitations. The implementation of the latter is based on an electronic declaration platform. An awareness-raising campaign on corruption was carried out in France during the first quarter of 2022. The code of conduct has been completely overhauled.

A professional whistleblowing system with a secure dedicated alert mailbox has been operational within the Group since early 2018 (undergoing revision).

Lastly, the Group is involved in multiple projects aimed at increasing its level of security in the face of cyber risks within the framework of a Group reference guide comprising 24 controls. In this context, it has implemented procedures and solutions to control the remote access of its users and third-party maintenance providers, manage the creation or withdrawal of rights in some of its systems, keep operating and anti-virus software versions up to date, and safeguard its backups.

3.2.5 Management and monitoring of internal control

3.2.5.1 The Quality, Risks and Care Networks Department

The risk management systems within the facilities are managed in part by the Quality, Risks and Care Networks Department, in cooperation with the relevant functional departments, in particular the Insurance Department, and supported where necessary by the Communications Department and the Health Legal Department.

Thanks to monitoring effective 24 hours a day, every day of the year, this department is tasked with collecting all alerts relating to serious adverse events that have occurred in facilities during the provision or organisation of care. It handles these events, coordinates their management and analyses them.

Training is provided to all facility managers to raise their awareness of the risks related to their core business, as well as the legal and communication aspects of these risks.

The Group is committed to the implementation of an updated procedure for handling serious adverse events (SAEs), which is part of the National Patient Safety Programme set up by the French Ministry of Health. Similarly, it has set up a procedure for reporting serious preventable adverse events identified by the French Ministry of Health and the ANSM, which in particular give rise to priority prevention actions.

3.2.5.2 Audit Department

The role of internal audit reporting to the Risk Department is to assess the effectiveness of the Group's risk management, internal control and corporate governance processes and make proposals to improve their effectiveness.

The Chief Audit Officer reports on the progress of the audit plan and the results of the missions carried out to the Chief Executive Officer and to the Audit Committee, in accordance with the audit charter that has been drawn up and which formally defines the role, responsibilities and powers of the internal audit in accordance with the professional standards in force.

The Group applies a process-based self-assessment approach to internal control. The self-assessment questionnaires are sent every six months to the facilities, which must indicate their level of compliance with the rules described in the questionnaires, leading to a process of gradual convergence of all the internal control procedures currently followed within of the Group. These questionnaires are in turn amended according to the best internal control practices implemented in certain facilities, identified during the processing phase of the questionnaires sent.

Answers to a significant sample of questions are subject to documentary checks in units selected according to the reported results.

The recommendations made following the audits carried out are regularly monitored.

The audit plan also includes thematic missions to monitor the effectiveness of the internal control systems put in place to manage certain major risks.

3.2.6 Health and safety unit

A crisis unit, dedicated in particular to health safety and support for facilities and staff in the event of adverse events or crises, was set up more than 10 years ago. Reporting to the Operations Department and in conjunction with Executive Management, it is responsible for the whistleblowing process and crisis management.

Composed of doctors on call 24 hours a day, seven days a week, this health and safety unit acts in constant interaction with a set of internal players that it can mobilise depending on the nature of the events encountered (operational departments, Legal Departments, communication) and handles cases with the various internal and external stakeholders concerned: medical profession, ARS, health authorities, judicial police, media.

It has a structured framework and a single crisis guide for all facilities (in France at this stage). It also prepares quarterly and annual reports. Training actions and feedback sessions are regularly organised and bring together a range of internal players including division and facility managers, and quality assurance managers. The health and safety unit is one of the bodies regularly consulted by the Risk Committee set up by the Board of Directors.

3.2.7 Quality initiatives within the Group's facilities

3.2.7.1 Organisation of the quality approach

The continuous improvement of the quality and safety of care is a strategic focus of the Group and it continues to develop quality initiatives within its facilities. Certification of facilities by the French National Authority for Health (Haute Autorité de Santé – "HAS"), certification of services or ISO 9001 2000 certification of certain risky processes such as sterilisation are the major vectors of these approaches.

The Quality, Risks and Care Networks Department, which reports to the Operations Department, coordinates the overall vision of risk prevention and control. To support facilities in these initiatives and strengthen the quality of care, it has created an internal framework called "Qualiscope" (see chapter 4), which is based on structuring axes such as integrated quality and risk management, and which is supported in each facility by a position of Risk and Quality Manager, who is a member of the facility's Management Committee. In addition to the tools deployed, an audit and on-site support approach makes it possible to maintain a constant and high level of quality.

3.2.7.2 Training offered to Group facilities

Ramsay Santé is developing an external and internal training policy in all of the Group's divisions based on the humanist values of respecting and listening to the expectations and needs of the patient and on the safety and quality requirements in the facilities. Basic training on quality and risk prevention is all provided in-house.

3.2.7.3 Certification of the Group's facilities by the French National Authority for Health

All healthcare facilities in France, public or private, are subject to an assessment carried out by the French National Authority for Health and leading to Certification, which gives an independent assessment of the quality of the facility every four years. The HAS certification process for the quality of care in healthcare facilities replaces V2014 since April 2021.

The presentation of the certification process as well as the Group's results are described in section 1.2.9 B of the first part of this document. The Company considers all of the procedures involved in the certification process to be an integral part of its risk management.

3.3 Risk hedging

In addition to the risk approach and management methodology, the Ramsay Santé group holds insurance policies adapted to cover each of the risks identified. These policies are taken out by the Company, its subsidiaries or the groups they have set up to cover all risks to which the entities are exposed (central Group policies) or specific risks identified by activity or geographical location (business line and local policies). The Group's central services have a department dedicated to investment and claims management.

The following discussion presents the main insurance policies and guarantees in force in France.

3.3.1 Civil liability insurance

The Group's French entities, whether operational or not, are mainly covered by a Group policy covering the civil liability of all the companies, underwritten through a broker.

Changes in scope are monitored periodically in order to adapt the scope of cover, taking into account certain specificities (current contracts or new activities). This approach is also part of the overall assessment of medical risks and those of healthcare professionals, taking into account changes in case law concerning damages, their compensation and changes in the methods of providing patient admission and the care offer. The Insurance Department regularly reassesses the adequacy of the nature and amount of the guarantees in light of the risks.

Overall, the coverage of civil liability risks meets the legal obligations setting out the principles of liability and compensation for medical accidents and results from the subscription of two lines of coverage.

These policies cover any liability of the insured facilities in terms of professional civil liability resulting from medical and non-medical activities, as well as operating civil liability and employer liability. The various guarantees cover all of the constituent entities, with the exception of the maintenance, for certain entities, of policies taken out prior to their entry into the Group's scope or specific policies attached to the activity of certain facilities (including health centres).

With regard to the terms of application over time of these guarantees, in accordance with the law, all new claims arising subsequent to the signing of the policy are provided for, regardless of the date of the event giving rise to the damages. However, as stipulated by law, claims for which the damaging event was known at the time of underwriting are excluded from the policy cover and therefore fall under previous policies.

3.3.1.1 Medical and non-medical professional civil liability

French facilities are covered in accordance with the provisions of Articles L.1142-2 of the French Public Health Code and L.251-1 of the French Insurance Code against the financial consequences of civil liability that they may incur as a result of damage suffered by patients and their dependants and resulting from bodily injury occurring as part of a prevention, diagnostic or care activity.

The financial consequences of civil liability that may be incurred by employees and agents of insured facilities acting within the limits of the mission assigned to them are also covered, even if they have independence in the performance of their medical profession, due to the damage suffered by patients and their dependents and resulting from bodily injury occurring as part of a prevention, diagnostic or care activity.

The policy guarantees are extended to bodily injury, material damage or immaterial damage caused by a fault, omission, error in deed or in law, or an inaccuracy in the interpretation of the law or regulations committed when performing audit, consulting, purchasing services for medical equipment and products, real estate portfolio management, patient property management, hotel services, etc.

3.3.1.2 Operating liability

The insured facilities are guaranteed against the financial consequences of the civil liability they may incur with regard to third parties (including patients, dependents and visitors) in the course of their daily business independently of their preventive, diagnostic or care activities, and resulting from:

- the acts of any person in their capacity as an agent or employee of the insured facility;
- buildings, facilities of any kind, equipment, materials, products or goods that they own, use or care for in the performance of their activity as a healthcare facility.

3.3.1.3 Employer liability

The insurance policy also covers the financial consequences of the civil liability incurred by the facilities in their capacity as employer, due to an inexcusable fault recognised by the courts at the end of a procedure initiated by an employee.

3.3.2 Property damage insurance

The movable and immovable property required for the activities of the facilities and the Group, whether owned, rented or leased, is covered by appropriate policies.

Risks related to property damage and associated operating losses are insured by the Group under multi-year programmes, unless otherwise contracted with the building owners. In the event that the owner insures the premises itself on behalf of the operating entity, the sites concerned remain covered under the Group programme for damage to movable property and associated operating losses.

In particular, the programmes cover major risks of sudden and accidental material damage, particularly as a result of fires and related risks (explosions and lightning), inclement weather, electrical accidents, water damage, theft, glass breakage and machine breakage. Operating losses resulting from the damage described above and stemming from the reduction in revenue and the increase in operating expenses, rental liability, loss of rent and building owners' civil liability are also covered, as are recourse guarantees for neighbours and third parties.

3.3.3 Construction insurance

The Group's facilities are subject to constant management of their real estate environment and the investment policy includes extension, transformation and upgrading programmes. As part of the real estate work, the Group has taken out a comprehensive insurance programme including property damage insurance, builder-non-developer insurance, project owner civil liability guarantees and construction site risk coverage.

3.3.4 Coverage of other risks

The Group may face other types of risks whose identification systematically leads, after analysis and examination of the necessary guarantees, to placement with specialised companies through a dedicated broker.

A "corporate officers' civil liability" policy specifically covers the liability of natural or legal persons of the constituent entities exercising functions as de jure or de facto corporate officers within one or more subsidiaries or representing these same corporate officers. This policy covers all Group executives in France and Europe.

The vehicle fleet used on behalf of the facilities is also insured through a specific programme and is subject to a periodic review of claims and fleet adjustment.

The Group (France) is also insured for "cyber" risks resulting from fraud or breaches of IT integrity, covering in particular its civil liability in the event of infringement of privacy or confidentiality of data, in the event of a breach of network security, extortion or a breach of data, security or system availability.

Lastly, as the Group operates in the field of biomedical research, a research sponsor's civil liability insurance in accordance with the provisions of Article L.1121-10 of the French Public Health Code has been taken out in the form of a feeder policy.

3.3.5 Claims management

Insurance policies are taken out and managed by the Insurance Department attached to the Group's Legal Department.

The latter ensures coordination between the Group's facilities, brokers and insurers, as well as lawyers and medical consultants. Periodic meetings are organised with brokers and insurers to analyse claims from a statistical, legal and financial perspective and jointly define defence strategies. This detailed approach incorporates changes in the area of medical risk resulting from extra-judicial proceedings brought before the Medical Accident Conciliation and Compensation Commissions (Commissions de conciliation et d'indemnisation des accidents médicaux – "CCIs"), and before the courts.

The Insurance Department produces regular claims reports to monitor changes in the number and nature of claims reported by the Group's entities, and to identify sensitive cases in terms of legal, financial or media issues. The documentation is systematically sent to the Risk and Audit Department for review by the Risk Committee and periodically reported to Directors.

The Group's main insurers for France, as of the filing date of this document, are AXA, CNA, AGCS, MMA, Chubb, AIG, Tokyo Marine, SMA and Sham. The main brokers are AON, Towers Watson and Marsh.

With the exception of the liability of corporate officers, the "Nordics" facilities are covered by policies separate from the French insurance programmes, underwritten through a broker.

Medical malpractice is covered in Sweden depending on the type of care offer provided to patients: for those in public care, disputes are covered by state insurance, for those in private care, specific insurance has been taken out. In Norway, one insurer covers both public and private sector care. Lastly, for Denmark, a local policy has been taken out.

General liability and product liability are covered by a master policy with local policies in Norway and Denmark.

Property damage risks are also covered by a master policy with local policies in Sweden, Norway and Denmark.

The main insurers are Zurich and Trygg Hansa and the joint broker is AON.

4

STATEMENT OF NON-FINANCIAL PERFORMANCE

4.1 Ramsay Santé and CSR

4.1.1 Our business model and purpose serving health for all

In December 2020, Ramsay Santé incorporated a purpose into the Company’s bylaws that informs all of its actions: Improve health through constant innovation.

The fundamentals of this purpose are expressed in the Group’s development plan, “Yes We Care! 2025”, launched in 2020.

From 2020, Ramsay Santé decided to make Corporate Social Responsibility (CSR) a common issue shared by the entire Group, and to federate initiatives regularly launched at the facility level. The goal: to build a real CSR strategy so that it becomes a lever for transformation, in the same way as the six other pillars of the Company's “Yes We Care! 2025” strategic plan.

KEY FIGURES 2022

10 million
patients visits

9,300
practitioners

36,000
employees

443
facilities

Improve health through constant innovation

THE MAJOR CHALLENGES OF THE HEALTH SECTOR

Societal

- Aging population and increase in chronic diseases, increasing financial pressure on healthcare systems
- Severe shortage of healthcare professionals
- Increasingly consumerist and informed attitude of patients

Technological

- Changes in the medical care offer in line with technological innovations and the use of data
- Increase in the provision of non-hospital care
- Complexification of access to care and health pathways

Competitive

Emergence of new players: manufacturers diversifying their activities in the health sector, new 100% digital entrants

THE PILLARS OF AN AMBITIOUS STRATEGY: YES WE CARE! 2025

01 Excellent in-hospital care

02 Primary “digital-physical” care

03 Prevention services

04 An innovative care offer

Become the partner of every citizen all along their health pathway

A BUSINESS MODEL THAT COMBINES PROXIMITY AND EXCELLENCE IN CARE

Ramsay Services

The Ramsay Services app offers health prevention advice, a tool to analyse symptoms, appointment scheduling and online pre-admission.

Post-hospitalisation

Integrated into the care pathway, medical care and rehabilitation facilities promote restoring patient autonomy.

Teleconsultations

The Group's practitioners benefit from teleconsultation tools. In Sweden, 60,000 digital consultations were conducted each month in 2021.

Hospitalisation

This is our core business and we are constantly innovating to strengthen the quality of care and ensure that we retain patients and prescribers.

Primary care centres

160 centres are open in the countries where we operate. They offer both prevention and individually-designed are pathways.

Mental health

One in four Europeans suffers from mental pathologies. Ramsay Santé proposes a care offer ranging from screening and treatment to cognitive and social rehabilitation.

Medical imaging

We offer state-of-the-art equipment.
As the leading private player in France, we will trengthen our position with 90 new pieces of equipment.

VALUE CREATED FOR THE BENEFIT OF ALL

Patients

- We welcome all patients without distinction and treat all pathologies:
- In the countries where we operate*, 1 in 8 citizens is treated in our facilities
- Net Promoter Score of 0.7 – Group

Employees

- We have drawn up the only agreement on quality of life at work in the health sector signed unanimously by the social partners
- 850 managers trained in the "Local Manager" programme
- Creation of the Ramsay Santé Academy

Practitioners

- Ramsay Santé's assets acclaimed by practitioners: quality of care teams, Group ethics standards, team spirit, rollout of Covid-19 vaccinations
- EUR 231 million invested in the development and modernisation of our equipment

Planet

- Commitment to carbon neutrality – a target of -30% GHG emissions by 2030 (2020 baseline)
- 2% reduction in GHGs (scopes 1 and 2)**

Company

- An economic model focused on the Group's long-term valuation, rather than short-term profitability of facilities
- 1,034 pieces of scientific research published by practitioners of the Ramsay Santé group
- +2.2 million people reached by projects supported by the Ramsay Santé Foundation

* France, Denmark, Sweden, Norway
** For details, please see chapter 4.5

Ramsay Santé

4.1.1.1 A CSR strategy co-developed with the facilities: THQSE self-assessments

The Ramsay Santé group mobilised all its facilities in France for a CSR self-assessment. This is a unique approach in the health sector. The aim was to prepare an inventory of the facilities' progress on all the Corporate Social Responsibility themes. The THQSE® Very High Health, Social and Environmental Quality label reference system was chosen for its relevance. It is based on ISO 26000, whose challenges related to sustainable development are adapted to health activities. The project was organised in three stages:

- the mobilisation of facilities through the launch conference;
- completion of the online self-test;
- personalised feedback by videoconference.

Following the report submitted to each facility, an individual score was given as well as an action plan.

To improveskills on the topics addressed in the report, the CSR contacts of the facilities have access to e-learning training.

The creation of a collective momentum will make it possible to promote the exchange of best practices and move towards a common goal. These self-assessments also served as the basis for Ramsay Santé's statement of non-financial performance.

The situation analysis using this diagnostic was carried out around the 15 themes of the THQSE® (Very High Health, Social and Environmental Quality) label.

At the end of this assessment process, the Ramsay Santé facilities obtained an overall score of 56/100.

4.1.1.2 Ramsay Santé's contribution to the UN Sustainable Development Goals (SDGs)

Launched in January 1999, the Global Compact is a call to companies around the world to establish a common social and environmental framework. Ramsay Health Care, the main shareholder of Ramsay Santé, participates in this programme, which is based on 17 principles covering human rights, labour, the environment and the end of corrupt practices.

Ramsay Santé's CSR strategy is in line with these UN Sustainable Development Goals.

With its 10million patients treated each year in its facilities, the Ramsay Santé group today contributes to 12 objectives out of the 17 defined in the Global Compact.

3 GOOD HEALTH AND WELL-BEING	Ramsay Santé contributes to making healthcare accessible to all.	9 INDUSTRY, INNOVATION AND INFRASTRUCTURE	The Group continuously invests in new technologies and infrastructures to provide its patients with quality care.
4 QUALITY EDUCATION	The Group enables its employees to continue to benefit from training throughout their career.	10 REDUCED INEQUALITIES	Because it welcomes all patients without distinction, the Ramsay Santé group contributes to reducing inequalities in access to care.
5 GENDER EQUALITY	Ramsay Santé ensures equal pay for men and women within the Group	11 SUSTAINABLE CITIES AND COMMUNITIES	In the regions, the Ramsay Santé Foundation works to promote health prevention and supports associations carrying out prevention actions at the local level.
6 CLEAN WATER AND SANITATION	As part of its environmental approach, the Group implements actions aimed at limiting the water consumption of its facilities.	12 RESPONSIBLE CONSUMPTION AND PRODUCTION	Ramsay Santé monitors the environmental impact of its service providers. A supplier charter links the Group's commitments to the activities of stakeholders.
7 AFFORDABLE AND CLEAN ENERGY	Ramsay Santé implements and monitors actions to reduce its energy consumption.	13 CLIMATE ACTION	Ramsay Santé takes measures and launches actions to control the impact of its activities and buildings on the environment.
8 DECENT WORK AND ECONOMIC GROWTH	Ramsay Santé is committed to developing its activities in compliance with Human Rights and international labour standards.	17 PARTNERSHIPS FOR THE GOALS	Ramsay Santé partners with various public bodies and expert associations to carry out its CSR commitments.

4.1.1.3 Main CSR risks

In early 2021, a mapping of the risks specifically related to the implementation of the new strategic plan was carried out. It will be updated at the end of 2022. The mapping is presented to the Group's Executive Committee and the Board of Directors.

The non-financial issues identified were supplemented, for comparison purposes, by societal issues specific to the Group. For example, climate change is a growing concern for citizens in the countries in which the Group operates.

The risk factors including a CSR dimension are listed in the table below and associated with the commitments of Ramsay Santé's CSR approach:

Stakeholders	Risks including a CSR dimension	CSR commitments
Employees	Recruitment of healthcare staff (§ 3.1.5 A) Recruitment of facility managers (§ 3.1.5 D)	#1 Support the professional development of employees #2 Take care of the mental and physical health of employees #3 Create a diversity policy #4 Attract and retain employees
Patients	Healthcare activities (§ 3.1.4 B)	#5 Welcome all patients without distinction #6 Innovate to improve the quality of care #7 Organise personalised care for each patient #8 Ensure transparency of our healthcare safety results #9 Reduce admission times #10 Offer services to simplify pre/during/post hospitalisation
Practitioners	Recruitment of practitioners (§ 3.1.5 B)	#11 Enable our practitioners to continue to receive training throughout their career at Ramsay Santé #12 Provide ever more modern technical platforms for practitioners and patients #13 Digitise the work tools made available by the Group
Environment	Regulations relating to environmental protection, health and safety (§ 3.1.6 C)	#14 Improve the environmental impact of our buildings #15 Improve the environmental impact of our medical activities #16 Limit the use of natural resources through anti-waste #17 Integrate our suppliers into this approach to reducing environmental impact
Company	Complementary approaches	#18 Contribute to the evolution of the health system towards prevention through innovation and new pathways #19 Develop medical research #20 Develop prevention for all in our care pathways

4.1.1.4 CSR governance and organisation

A department dedicated to CSR joined the Communications and Brand Department in September 2020. Its role is to define the CSR strategy in line with the initiatives launched in the field by the various business lines to meet the CSR challenges identified within the Group. The Executive Committee then validates and carries out the strategy. Included in the Group's "Yes We Care! 2025" plan, strategic monitoring takes place on a quarterly basis. The CSR Department steers the implementation of the CSR approach by involving all of the Group's business lines.

A CSR Steering Committee lists existing best practices in the field, launches new initiatives and facilitates their application by the various stakeholders of Ramsay Santé. The Committee is made up of representatives from the Group's various departments: HR, Communications and Brand, Risk Management, Legal, Medical Community, Real Estate, Purchasing/Pharmacy, Operations/Quality department.

A network of CSR contacts. The countries where Ramsay Santé has the strongest presence have CSR contacts. Thus, France has one contact per site. Sweden and Denmark each have a CSR manager.

The mission of the CSR contacts

- Implementing the Group's CSR policy;
- Steering, in conjunction with the members of the CSR Committee;
- Ensuring that the specific action plan is applied to each hospital or clinic;
- Identifying and transmit best practices to the Group CSR Department;
- Implementing CSR awareness actions;
- Carrying out the facility's annual CSR review.

4.1.1.5 Our roadmap: the 20 CSR commitments and key indicators

In 2020, Ramsay Santé decided to make Corporate Social Responsibility (CSR) an issue shared by the entire Group, and to federate initiatives regularly launched at the level of the facilities. The objective was to build a CSR strategy taking into account the interests of its stakeholders (employees, practitioners, patients, planet, society), by giving a common direction to the initiatives in the field.

20 commitments have been defined along with key indicators that will make it possible to monitor progress. Objectives for each indicator are being defined in collaboration with the various business lines concerned. These will complete this roadmap at the end of 2022.

	Commitments	Key indicators
Our commitments Employees	• Support the professional development of our employees • Take care of the mental and physical health of our employees • Create a diversity policy • Attract and retain teams	% of employees trained in the "local manager" programme % of employees with access to the health prevention programme % of women in top management % of team commitment
Our commitments Patients	• Welcome all patients without distinction • Innovate to improve the quality of care • Organise personalised care for each patient • Ensure transparency of our healthcare safety results • Reduce admission times • Offer services to simplify pre/during /post hospitalisation process	Results of the Net Promoter Score % of outpatient surgery % of use of the digital portal by patients
Our commitments Practitioners	• Enable practitioners to receive training at Ramsay Santé • Provide modern technical platforms • Digitise work tools	Number of medical interns trained Amount invested to renew medical equipment % increase in new accounts (digital tools)
Our commitments Planet	• Improve the environmental impact of our buildings • Improve the environmental impact of our medical activities • Reduce the consumption of natural resources • Integrate our suppliers into an environmental approach to reduce their impact	Energy consumption (kWh/m^2) CO_2 emissions scope 1 & 2 % recycled waste % of suppliers using EcoVadis
Our commitments Society	• Contribute to a preventive health system through innovation • Develop medical research • Develop prevention in health for all	Number of people reached by the Foundation's actions Number of research projects as promoter % of publications A+, A, B Number of primary care consultations

4.1.1.6 Ethics and compliance

An Ethics and Compliance Committee was created in February 2022. Its duties include:

- making proposals to supplement and improve the Group's ethics policy, and manage and develop the compliance programme;
- contributing to the definition and updating of ethical principles and rules of conduct that must guide employee behaviour on a daily basis;
- following up on recommendations and measures taken to remedy any shortcomings observed;
- studying and adjudicating any issues brought to the Committee's review, including potential conflicts of interest and any ethical issues;
- defining and proposing priority areas of work as part of the deployment and development of the compliance programme;
- ensuring, in the event of any triggering of the internal whistleblowing system, a collegial decision-making on the follow-up to be given.

Five permanent members sit on the Ethics Committee: the Chief Executive Officer, the Group General Counsel, the Compliance Officer, the Chief Audit and Risk Officer, and the Group Chief Transformation Officer.

They may request the participation of any person whose presence is necessary to answer the Committee's questions.

The Committee meets at least once a quarter, in particular to monitor internal alerts. In addition, a meeting of the same Committee is held each year to review the implementation of the compliance programme and the annual report prepared by the Compliance Officer.

The fight against corruption is a major issue for the Group. The Group does not tolerate any corruption and considers business ethics to be a key element in its positioning and sustainability as a responsible player in the health sector.

It is part of the regulatory framework defined by the Sapin 2 law. The system is based on a corruption risk mapping that was updated in June 2021.

It is also governed by the following policies and procedures:

- the Ramsay Santé Charter of values and best practices, primarily encouraging the sharing of values with an objective of sustainability and development of the Group around the axes of attention to individuals, safety, team spirit, mindset of progress and responsible management;
- the Ramsay Santé policy on gifts and invitations;
- the Ramsay Santé anti-corruption policy and the Code of Conduct for the prevention of corruption and influence peddling included in the facilities' internal regulations;
- the Sapin 2 law internal whistleblowing system.

The **anti-corruption system** has been in place since 2017. It has several components in accordance with the requirements of the Sapin 2 law:

- a commitment by Management with a preface by Pascal Roché to the Code of Conduct, the creation of the Ethics and Compliance Committee, and the appointment of a Compliance Officer;
- a corruption risk mapping;
- risk management with complementary dimensions: prevention; detection; and remediation.

Lastly, the Group's "zero tolerance" principle is subject to regular accounting controls carried out by the internal Audit Department and a third-party assessment process using a cloud platform with access to an internationally recognised database.

Monitoring of the implementation of the system is based on the rollout of dedicated training for Group employees.

The first campaign was held in early 2022 and will be repeated every two years.

FRANCE-2022 campaign completion rate: 96% (excluding sick leave)

Focus on corruption risk management

- **Prevention:**
  - Creation of a dedicated space on the intranet;
  - Update of the Code of Conduct in July 2022. It will be made available to all employees in early 2023;
  - Training of more than 1,500 employees;
  - Following the mapping of corruption risks, implementation of "IndueD" "Know Your Supplier" (KYS) assessment software for 500 of the Group's largest suppliers.
- **Detection:**
  - The whistleblowing system: "Dispositif Actif", dedicated to the Group's employees for acts of corruption with regard to the Sapin II law or contrary to the Code of Conduct;
  - The future internal "Signalement.net" platform accessible to all internal, external and temporary employees;
  - Internal or external accounting control procedures.
- **Remediation:**
  - A disciplinary sanctions system, provided for in the Code of Conduct.

Duty of care. A whistleblowing mechanism is being created with the signalement.net platform. This new system will meet the requirements of the Sapin 2 law, as well as those of the law on the duty of care. Thanks to this tool, all internal, external or temporary employees will be able to raise an alert on the following issues:

- a crime or misdemeanour, a serious and manifest violation of an international commitment;
- a threat or serious harm to the general interest;
- acts contrary to the Code of Conduct: corruption and influence peddling;
- risks of serious violations of human rights, fundamental freedoms, health and safety of people and the environment;
- a breach of personal data protection.

In addition, the mapping of supplier risks will be finalised at the end of 2022. The CSR risks related to subcontractors and suppliers will be assessed using the EcoVadis tool from 2022-2023.

General Data Protection Regulation

The confidentiality and protection of data, and in particular health data, are at the heart of Ramsay Santé's mission. These are key elements of the relationship of trust that the Group wishes to maintain with its patients, partners and employees.

Data confidentiality is managed as part of a global vision of care offer, which requires sufficient sharing of medical data to ensure quality of care. Ramsay Santé also takes care to protect its employees' data.

A Chief Data Protection Officer was appointed in March 2018. Since 2021, he has also managed the security of the IT systems, ensuring that the strong interdependencies between information system security and data protection are properly taken into account.

The Chief Data Protection Officer also supervises compliance actions with regard to data protection regulations. In particular, he ensures that existing or new processes comply with the key principles of the regulations. He also assists facilities in their efforts to comply with and maintain compliance.

A document collection has been made available to facilities to help them in this process. Regular audits maintain this momentum.

Ramsay Santé has also set up a generalised internal process for analysing new projects using a tool that makes it possible to identify and validate projects. These are reviewed by several bodies in order to monitor compliance with the Group's strategic objectives, the information systems security policy, and the personal data protection regulations.

Lastly, all technical and regulatory events and developments are monitored.

Fight against tax evasion

Ramsay Santé complies with the tax law requirements of each country in which it operates. The majority of the Group's subsidiaries are bound by tax consolidation agreements by legal country. The declarations are prepared in accordance with the tax procedures applicable in each of these countries. Cross-border flows are limited to the Group's internal financing needs in strict compliance with loan agreements. The whole is documented and reviewed with the assistance of external experts from the regulated professions.

4.2 A Group committed to its employees

4.2.1 Human profile and social model of Ramsay Santé

As of 30 June 2022, the Ramsay Santé group is present in five countries and employs 35,621 [1] employees.

Ramsay Santé assumes its responsibilities as an employer for all the Group's employees, and deploys a comprehensive HR policy, focused in particular on the challenges of skills development, attractiveness and quality of life at work.

9,300 practitioners also exercise under an exercise contract within the Group's 443facilities. The terms of relations with practitioners are described in the section 1.2.7 Relations with practitioners.

4

GEOGRAPHICAL BREAKDOWN OF THE WORKFORCE AT 30 JUNE

Countries [1]	2022	2021
France	25,736	26,215
Sweden	8,662	8,547
Denmark	566	477
Norway	657	311

BREAKDOWN OF WORKFORCE BY PROFESSIONAL CATEGORY AT 30 JUNE

Status	2022 [1]	2021[2]
Managers	2,756	2,657
Non-managers	32,865	33,103

BREAKDOWN OF TOTAL WORKFORCE BY GENDER AT 30 JUNE

Gender	2022 [1]	2021[2]
Women	28,757	28,874
Men	6,864	6,886

PERCENTAGE OF WOMEN BY HIERARCHICAL CATEGORY AT 30 JUNE (%)

Category	2022 [1]	2021[2]
Chief Executive Officer	0%	0%
Senior managers	16%	16%
Facility managers	49%	44%
Managers	68%	68%
Other employees	82%	82%
Total workforce	**81%**	**81%**

(1) Scope France, Sweden, Norway, Denmark.

(2) Scope France, Sweden, Norway, Denmark, Italy.

4.2.2 Commitment #1: Support the professional development of our employees

As a health sector group, Ramsay Santé acts first and foremost for the benefit of patients. However, a quality reception for patients, the effectiveness of the care provided to them, as well as their safety require the presence and the action of ever more competent, committed and motivated staff. In addition, healthcare is a field in constant transformation: patient expectations are changing, and, with them, practices and methods. Ensuring the professional development of its teams is therefore at the heart of the Ramsay Santé group's responsibility.

4.2.2.1 Ramsay Santé's actions to promote the professional development of its teams

A programme entirely intended for local managers, caregivers or non-caregivers: the "Proximity Management Pathway"

This programme was launched in 2010 as a result of a collaboration between Ramsay Santé experts and ESCP Business School.

Its objective is to provide the managers of the various facilities with methods and operational tools to mobilise their teams on a daily basis.

Training takes place over 17 days, spread over a seven-month period. This certification system is based on an interactive, pragmatic and participative approach, which includes:

- examples of effective practices that can be adapted to various situations;
- scenarios and case studies;
- simulation work to be carried out individually or in groups;
- operational educational materials;
- facilitation techniques that promote group work and exchanges between local managers.

The exchange of best practices and the development of skills encourage teamwork.

The last cohort was certified in May 2021. To date, more than 1,000 local managers have benefited from this training course.

For the benefit of patients, training for all employees

In addition to the training plan for managers, the Group wants to improve the skills of all its employees.

Thus, **the Ramsay Santé Academy**, currently being prepared, will offer a training programme and a digital platform for all Group managers and their employees.

Since 2021, Sweden has already launched **Capio Academy with a plural objective**: to create value for patients, to become a learning Company, to contribute to the Group's attractiveness and to make it easier to be a manager. This programme addresses three possible professional development channels:

1. workplace development: expanding responsibilities; work in project mode; becoming familiar with new tools and methods; mentoring another team member, etc.;
2. development by others: the network; learning from the successes of others; mentoring; coaching, etc.;
3. traditional training: clinical training; classroom or e-learning training; seminars, etc.

4.2.2.2 Results

TRAINING (CALENDAR YEAR) – FRANCE

	2021	2020	2019
Number of training hours (1)	247,636	119,531	292,150
Percentage of employees who received training out of the total number of employees	44.7	29.8% (2)	NC
Percentage of the training budget in relation to the payroll	1.46%	1.25% (3)	NC

(1) This figure does not include work-study contracts (apprenticeship and professional training contracts).

(2) First calculated in 2020.

(3) Change in the calculation method between 2019 and 2020.

In 2020, we were in the first year of Covid-19 with health restrictions, which led to mass cancellations of training sessions. It was decided to carry forward the unused 2020 budget to 2021.

In 2021, the facilities benefited from a larger budget to be devoted to training and from a less restrictive health situation, which made it possible to carry out a greater number of training sessions.

4.2.3 Commitment #2: Take care of the mental and physical health of our employees

The symmetry of attentions is the action principle that prevails within Ramsay Santé, for the benefit of patients. A company that takes care of its employees will see them become increasingly involved and make every effort to serve patients.

This is why the Group created a Prevention, Health and Safety Department in June 2022, led by 10 experts to design a general policy on Quality of Life and Health at Work. And to ensure concrete implementation, each facility will eventually have a Quality of Life at Work Committee.

4.2.3.1 Measures to ensure employee quality and health at work

A Quality of Life and Working Conditions Agreement (QVCT)

In addition to compliance with the French Labour Code (Article L.4622-1), on 30 June 2022, our Group signed a first Quality of Life and Working Conditions Agreement (QVCT) with all social partners. Ramsay Santé is the first public and private health group to sign a QVCT agreement with all its partners.

The agreement is mainly based on the following points:

- creation of a Group “Prevention, Health and Safety” department, responsible for supporting the identification, assessment and reduction of risks;
- setting up discussion areas with the aim of improving work organisation. A collaborative approach that aims to involve employees in the analysis of their work situation and the search for solutions;
- implementation of a process and hotline for the prevention of moral or sexual harassment, as well as a training and awareness module;
- respect of work cycles: the stability of schedules and compliance with the advance notice period will now be encouraged in the organisation of the facilities;
- parenting support, work-life balance;
- reinforcement of return-to-work processes for employees in difficulty.

To detect signs of suffering at work, training for local managers: the “Vigie” programme

Because caregivers may have difficulty expressing their fatigue and suffering at work, in 2020, Ramsay Santé launched VIGIE training courses. Within the Group’s facilities, they help local managers identify signs of suffering felt by medical and paramedical staff. The programme trains them to make all employees aware of the physical and psychological risks associated with the performance of their duties. It also makes it possible to mobilise and strengthen the collective around these issues to consolidate the cohesion of the teams. In 2021, 99 managers took part in VIGIE training.

Co-constructed with mental health professionals who work in the Group's facilities, the sessions are led by a partner organisation of the Group, Formavenir Performances. In addition to detecting and preventing signs of suffering and burnout, other topics are addressed: management of post-traumatic stress; solutions to deal with traumatic situations in emergency and intensive care services; managing bereavement among caregivers; control of their emotions during difficult situations; team cohesion; communication, particularly with families.

An exchange platform for all of the Group's caregivers: the "Avec vous" (With you) website

The Covid-19 health crisis has had consequences on the mental health of caregivers. To enable employees to talk and allow them to express suffering, Ramsay Santé created the www.avecvous.ramsaysante.fr website. Designed by the Mental Health Department of Ramsay Santé and professionals from the Group's clinics, this platform connects caregivers with mental health specialists.

Focus on the "Avec vous" website

The site is structured around three main areas: information, identification of risky situations, and support with possible care by a team of clinicians. The type of care offer is adapted to the needs of the caregiver: for some, the platform provides occasional support. For others, it can serve as a starting point for the development of a long-term therapeutic course. Confidentiality is the key word of this care. No information provided by visitors to the site is kept.

Actions to facilitate the daily lives of parent employees

- For 15 years, Ramsay Santé has opened **nurseries** or "micro-crèches", and forged partnerships with networks of day-care centres so that its employees can benefit from childcare adapted to their daily professional lives. With a view to continuous improvement, in 2022, the Group opened approximately 20% more places in daycare;
- Hospitalisation, training, unexpected withdrawal of the person responsible for looking after children, etc., employees' lives are also made up of uncertainties. This is why our Group's teams benefit from **an emergency care solution**, close to their homes. This is the "Solu'crèche" scheme;
- At the same time, in order to balance personal and professional life, Ramsay Santé offers pregnant employees **a reduction in their working hours** from the second month of pregnancy.

Measures to assess, prevent and limit psychosocial risks

The consideration of psychosocial risks is based on a legal and social framework, formalised by agreements signed with social partners. These include the National Interprofessional Agreement on Stress of 2 July 2008 and the National Interprofessional Agreement on Harassment and Violence in the Workplace of 26 March 2010.

Ramsay Santé offers **a psychosocial support service** accessible to all Group employees through a partnership with Pros-Consulte, a specialist in mental health, and with Réhalto. The latter, a pioneer in Europe, specialises in the prevention of psychosocial risks and stress. Employees can apply for this scheme when they encounter professional, family or personal difficulties. Psychosocial intervention services are available free of charge, up to a limit of six hours of consultation, per year and per family. The support takes place in a psychology office near the employee's home. Lastly, for exceptional situations, a "Crisis Management & Post-traumatic Intervention Services" section provides for the establishment of crisis units in the facilities.

Preventing harassment in the workplace

In partnership with the "Qualisocial" firm, in 2022, Ramsay Santé launched a series of training courses to prevent harassment at work. This programme began in July with an awareness-raising programme for the Executive Committee. Managers and employees will then be trained. At the same time, an existing whistleblowing system will be supplemented in 2023 by a hotline with a toll-free number. The entire system is developed with strict respect for anonymity.

Occupational medicine

In terms of occupational health, the Group complies with all obligations relating to the medical surveillance of employees, in accordance with Article L.4622-1 of the French Labour Code. Occupational illnesses are treated by each facility concerned. The main illnesses identified are those related to the handling and movement of hospitalised patients, such as musculoskeletal disorders.

Regulatory compliance in terms of employee health and safety protection

Health and safety. The Ramsay Santé group ensures that internal procedures are put in place in its facilities to check hygiene measures and that the safety measures adopted are complied with. In accordance with regulations, the facilities draw up a single occupational risk assessment document (DUERP), in which the risks identified as well as the appropriate prevention measures are listed for each work situation. This document is prepared in collaboration with the facility's Economic and Social Committee (Comité Social et économique – "CSE").

Products and equipment. Some of the Group's medical services use equipment that emits ionising radiation. They are, therefore, subject to Articles L.1333-1 et seq. of the French Public Health Code, which govern this use in terms of diagnostic radiology, radiotherapy and nuclear medicine. This regulation aims to limit the exposure of people to ionising radiation as much as possible. At the same time, it introduces an obligation to immediately report to the authorities any incident or accident likely to harm the health of people.

4.2.3.2 Results

HEALTH AND SAFETY (FINANCIAL YEAR, FROM 1 JULY TO 30 JUNE)

	2022	2021	2020
Number of workplace accidents with lost time			
■ France	856	501	1,207
■ Italy	NA (2)	33 (1)	26

(1) In Italy, workplace accidents with lost time include the "Covid" reason.

(2) Italy is excluded from reporting for financial year 2022.

In 2022, the scope was extended to cover all facilities in France. Mental Health facilities are not yet included as they do not use the services of the service provider in charge of managing workplace accidents for Ramsay Santé France.

However, it should be noted that the number of accidents decreased in 2021, due to the reduced presence of employees as a result of the Covid epidemic.

4.2.4 Commitment #3: Create a diversity policy

To effectively and attentively welcome and support its users, a company must reflect the image of the society around it. This finding is even more crucial in the health sector where reception and care, for the good of the patient, must be considered as a meeting between the latter and the hospital team. This is what motivates the Ramsay Santé group's commitment to diversity and inclusion.

First and foremost, each Group entity acts in compliance with the principles of French labour law. This contributes to consolidating the rules issued by the International Labour Organization, particularly in terms of combating discrimination.

In addition to respecting employment law, the Group implements actions to promote diversity and inclusion within Ramsay Santé and its facilities.

4.2.4.1 Measures to promote diversity

Vigilance on non-discrimination in hiring

Age, gender or cultural background have never been criteria for recruiting an employee. This is a cultural fact at Ramsay Santé. However, with the aim of continuous improvement, at the Group's initiative, since 2021, training for the Human Resources Departments (HRDs) of facilities has shed a particular light on non-discrimination in hiring.

A historic action that is still being rethought to integrate workers with disabilities

Regular updating of the governance of the reception and integration of staff with disabilities: 13 years ago, Ramsay Santé launched its first programme to promote the employment of disabled workers, with 3.7% of employees with disabilities from its launch. In 2015, in France, the Group exceeded the 6% mark, a growth rate three times greater than the national average. To continue in this direction, Ramsay Santé, in agreement with its social partners, created, a **"Mission Handicap"** in 2008. This provides the HR teams of the various facilities with tangible solutions that promote the employment of people with disabilities. In each facility, a disability officer has been appointed to be as close as possible to the needs of employees in the field. Each year, a quantitative assessment of the actions carried out is shared with the various partners to the agreement, distributed to the facilities and then communicated to the Management Committee, the CSE, as well as to all Group employees.

Measures to open up care professions to workers with disabilities. Our Group has established a **partnership with the Institute for Training in Nursing (IFSI)**, located in Castelnau-le-Lez. IFSI is the only school in France that trains people with disabilities in care professions. Each year, nearly 30 interns from IFSI are welcomed by the Group's facilities. Since the start of this partnership, Ramsay Santé has also signed more than 50 apprenticeship contracts with the school and recruited more than 20 professionals who have benefited from these training courses.

At the same time, Ramsay Santé created a **programme with the French Red Cross**, to train disabled jobseekers to work as caregivers in the Paris region. To date, 20 people have benefited from this programme. Today, all have a job. In addition, since 2019, Ramsay Santé has worked with the UGECAM* Group to create a programme called "Orient Santé". It is intended to extend the Group's capacity to accommodate workers with disabilities and support their training in health professions.

Similarly, when the Ramsay shared services centre was created in the Paris region, **the Group partnered with Unirh-Thransition**. The goal: to make it as easy as possible for workers with disabilities to apply for positions offered by the Group.

4.2.4.2 Results

PERCENTAGE OF DISABLED WORKERS (FTE) IN CALENDAR YEAR – FRANCE

	2021	2020	2019
Percentage of workers with disabilities	5.4%	5.1%	5.8%

The percentage of workers with disabilities has increased between 5% and 6% since 2010.

4.2.5 Commitment #4: Attract and retain employees

In order to regularly take the pulse of the workplace environment, Ramsay Santé undertakes a survey process.

In 2019, in an effort to give its employees a voice, the Ramsay Santé group launched a first anonymised engagement survey on quality of life and working conditions among 31,800 employees. This practice, already common at Ramsay Health Care in Australia, makes it possible to collect opinions, information and areas for improvement in order to be as close as possible to the needs and expectations of the teams.

In a constant effort to improve, Ramsay Santé in France launched a second survey between 25 October and 15 November 2021. Its aim? To continue to design relevant tools to improve quality of life at work.

For the three scopes: Medicine-Surgery-Obstetrics (MSO), Medical Care and Rehabilitation (MCR), and Mental Health; of the 23,949 people invited, 11,638 took part in the survey.

The principles of this internal survey are as follows:

A questionnaire was drawn up with all the entities of the Ramsay Health Care group. The international survey was adapted with a few local questions, chosen by the different countries according to their specific challenges. Each question falls within a specific scope : strategic vision, training, development opportunity, etc. The scores obtained make it possible to observe the commitment rate of each scope, weighted according to the Korn Ferry model.

The facility management teams then have access to these confidential results. They can thus implement priority action plans to improve the daily working lives of their employees. Another action plan is defined at Group level, materialised by the signature of a Group Quality of Life at Work and Working Conditions Agreement.

The main lessons to be learned from this survey are as follows:

Assets	Areas of improvement
■ **Understanding of each person's role in the organisation** More than 85% of participants understand the expected results of their work; 66% see how they contribute to the strategy; and 64% of participants believe they have the information they need to do their job well. 59% also feel that they are making good use of their skills and capabilities. 66% find their work stimulating and interesting. ■ **Work and collaboration within the team** 77% of participants find that there is good cooperation and teamwork within their team. ■ **Direct manager support** 71% of people surveyed said they trusted their direct manager. 63% of them also feel that it supports them in their training and professional development. 76% of participants also believe that their direct manager is available and accessible in case of need. ■ **Patient safety** 59% of participants consider that patient safety is taken seriously in their facility.	■ **Management confidence and strategic vision** 24% of participants find that the Ramsay Santé group is open and transparent in its communication. And only 33% trust their management team. 30% of people who responded to the survey are convinced that their facility does not adopt the right strategies and does not have the right objectives to succeed. ■ **Compensation** A large majority (73%) of participants consider that they are not paid fairly for the work provided. One clarification: there are significant differences between job families and geographical areas. ■ **Cooperation between services** Only 29% of participants believe that there is good cooperation between services. At the same time, only 32% of people surveyed said that their team received the necessary support from other teams at the facility and from Ramsay Santé. ■ **Training and development opportunities** 2 out of 3 participants consider that their facility does not offer them the training necessary to be effective in their work. 38% of them believe that they have real opportunities to learn and train within the Group.

4.2.5.1 Results

EMPLOYEE ENGAGEMENT – RESULTS OF THE ANNUAL SURVEY (CALENDAR YEAR)

	2021	2019
Rate of employee engagement		
France	41%	40%
Sweden	71%	NA [(1)]
Norway	68%	NA [(1)]
Denmark	64%	NA

(1) No survey results before 2021 for "Nordic" countries.

In 2020, there was no survey due to the Covid-19 health situation and the organisational upheavals caused.

This survey will be repeated each year.

ABSENTEEISM (FINANCIAL YEAR, FROM 1 JULY TO 30 JUNE)

	2022	2021	2020
Absenteeism rate [(1)]			
France	13.9%	15.1%	15.7%
Sweden	6.5%	6.3%	NA [(1)]
Norway	5.3%	6.4%	NA [(1)]
Reasons for absenteeism (in number of days) – France			
■ Workplace accidents	89,867	69,262	68,366
■ Occupational illness	11,943	9,661	4,927
■ Illness	668,613	456,780	486,449

(1) For France, the absenteeism rate only concerns illness, workplace accidents and occupational illnesses. For Sweden and Norway, the rate concerns all diseases according to the legal definition in the country.

There has been an increase in sick leave, due to the outbreak of Covid-19.

4.2.6 Other elements of social policy

Collective agreements and employee representation

For the Ramsey Santé's French facilities, the main collective agreement is the National Collective Agreement for Private Hospitalisation of 18 April 2002, extended by the decree of 29 October 2003.

Depending on the workforce thresholds provided for by the legislation on employee representation, the institutions have an Economic and Social Committee (CSE), which speaks on behalf of all employees. For each of the key issues – management and economic and financial development of the facility, work organisation, professional training, and production techniques – the CSE ensures that employee interests are taken into account in decisions. This unique employee representation body is composed of the employer and an elected employee delegation comprising a number of members set according to the company's workforce.

The Committee's powers are also defined in terms of the number of employees. They include the presentation to the employer of individual or collective complaints by employees, complaints relating to wages or the application of the French Labour Code for facilities with more than 50 employees. The CSE also has responsibilities related to social and cultural activities. Negotiations on the organisation of working hours and compensation take place in each facility as part of annual negotiations. The draft agreements are subject to technical and legal monitoring and validation by the Group.

Summary of the operation of the Group Works Council

The Group Works Council meets at least twice a year at the head office of Ramsay Santé. It receives information on the economic activity and financial position of the Group and its member facilities. The consolidated financial statements and the corresponding Statutory Auditors' report are also sent to the Committee on an annual basis. Group Management also provides information on job changes and major national projects in terms of human resources, headcount, professional training, compensation, and more broadly any information of a social nature with a cross-functional nature. Today, the Group Works Council comprises 21 permanent members and 14 alternates.

Incentives and profit-sharing

Incentive agreements have been entered into in several of the Company's subsidiaries. During the financial year ended 30 June 2022, EUR 7.48million (1) were allocated to Group employees under profit-sharing agreements. In accordance with the legislation in force, Group companies with more than 50 employees and which generate profits pay a profit-sharing reserve to their employees. During the financial year ended 30 June 2022, EUR 11.91 million (1) were allocated to Group employees under profit-sharing agreements.

1) *Source: Consolidated financial statements.*

4.3 A Group committed to its patients

Today, patients play a full role in their care process: they want to be informed, understand, give their opinion, participate in decision-making, and access tools that facilitate their daily lives. In addition, from one patient to another, expectations and situations are different. Depending on the context, care must also be taken to include the family in care planning.

In short, there is no such thing as a typical patient. The Ramsay Santé group is committed to taking these new uses and behaviours into account. Empowerment has therefore become one of the pillars of the strategy Yes We Care! 2025.

4.3.1 Commitment #5: Welcome all patients without distinction

Whether they benefit from Social Security or the CMU/PUMA, for the French system, complementary health insurance or not, whether they suffer from a serious or milder pathology, within the Ramsay Santé facilities, each patient is welcomed and cared for, without discrimination in compliance with the care authorisations granted. Welcoming each patient also means knowing how to take their individual situation into account. It is a question of considering their emotional state, their past experiences and their concerns. In addition to our commitment, the reception of all patients is our responsibility as a major player in the health sector.

4.3.1.1 Measures taken to welcome all patients/promote universal patient care

Primary care centres

Within the Group, Denmark, Sweden and Norway have been pioneers in this area. The first primary care centres were set up there by Bure Health Care, which became Capio in 2000.

In line with the “Yes We Care! 2025” strategic plan, the Group opened its first French primary care centres. The aim: to provide simple access to general medicine, a necessary gateway to the patient journey, particularly in disadvantaged areas and medical deserts.

In December 2021, Ramsay Santé opened a centre in Bourg de Péage and in January 2022 in Pierrelatte. Since then, two other centres have been opened in Argenteuil and Ris Orangis. At the same time, the Group has formed a partnership with “Les Jardins d’Arcadie”, a structure specialising in the reception of seniors. Ramsay Santé will create eight primary care centres between 2022 and 2023 within the “Jardins d’Arcadie” residences. In addition, the Group has set itself the target of opening ten additional centres in France near the Ramsay Santé facilities and eight others after 2023.

A staff with many language skills

To facilitate communication with local residents and represent their diversity, particularly in the Paris region, the Group surrounds itself with employees who speak one or more foreign languages. Some caregivers are also proficient in sign language. For example, at the maternity of the Seine-Saint-Denis private hospital in the Paris region, nurses and midwives communicate in sign language with future parents suffering from deafness, throughout their care.

Examples of languages spoken by State-certified nurses at Ramsay Santé in France:

English, German, Arabic, Spanish, Italian, Kabyle, Portuguese, Russian, Malagasy, Creole, Greek, Dutch, Tamil (South India), Lebanese, Czech, Turkish, Romanian, Guinean, Norwegian, Swedish, Comorian, Polish, Lingala (Congo), Tshilubah (Congo), Wolof (Senegal and Mauritania), Diakhanke (Senegal), Ewondo (Cameroon), Peul (West Africa), Bambala (Mali) Mandingo (West Africa), Cambodian, Cameroonian, Malian, Vietnamese, Hungarian, Persian, Laossien, etc.

Support for the public sector to meet specific health challenges: an emblematic example with the Covid crisis

At the heart of the health crisis due to Covid-19, alongside public hospitals, the private Ramsay Santé group has been particularly active in this daily fight.

Increased reception capacity. In 2021 in France, Ramsay Santé facilities treated 29% of Covid patients out of the 10% received by private hospitalisation.

Strong involvement in the vaccination campaign. Doctors, caregivers and administrative staff also fully participated in the collective effort to promote vaccination, with more than **160,000 doses injected** since the start of the vaccination campaign. **Eight Ramsay Santé facilities** also opened vaccination centres to enable as many people as possible to receive the vaccine.

A renewed commitment. As of 22 June 2022, no less than 14,412 people were hospitalised in France, including 845 in intensive care. At the same time, 18.9% of the French population had not been vaccinated. The Group is therefore committed to continuing its public service action in the face of the cyclical upsurge in hospitalisations due to the omicron variant.

Focus on Ramsay Santé's commitment in Sweden during the Covid-19 pandemic

In line with the actions carried out by the entire Group, the Swedish facilities have shown their full commitment in the fight against Covid-19 and continue to do so: deployment of medical personnel and equipment in public hospitals, treatment of patients in facilities and participation in vaccination and screening campaigns.

Since the start of the pandemic, Ramsay Santé in Sweden has treated 15-20% of all hospitalised patients infected with Covid-19 in Stockholm. In addition, vaccinations were carried out at the Group's premises in Sweden and in temporary centres in the Stockholm and Halland regions. In June 2022, the Swedish entity had provided 894,097 doses of vaccination.

4.3.2 Commitment #6: Innovate to improve quality of care

To better manage patients, the health sector regularly updates methods and equipment. As the leading private healthcare group in France and a leading player in the "Nordic" countries, Ramsay Santé has anchored innovation at the heart of its purpose and its “Yes We Care! 2025” strategy. The Group has set up a team, the Ramsay Santé Innovation & Partnership Hub, dedicated to various complementary topics: consolidation of a culture of innovation; the creation of new activities and new partnerships; and digital transformation and future technologies. In addition to this centre of expertise focused on digital, Ramsay Santé has a department dedicated to medical innovation and the patient experience. Innovation is also encouraged within each of the Group's facilities.

Ramsay Santé is strongly convinced that innovation must be born from observation of the field and the expectations and ideas of patients. Hence the constant evaluation of the processes implemented in the facilities and the patient surveys.

4.3.2.1 Innovative measures and actions to improve the quality of care

Aware that medical results depend to a large extent on the personalisation of care, Ramsay Santé has put in place resources and tools adapted to the patient's experience.

New patient-controlled care tools

A programme that enables patients to “generate their own data”. This programme stems from the desire to strengthen secondary prevention in our patients with chronic diseases. In addition, for Ramsay Santé, putting patients in a position to share with their practitioners the expertise they develop over time on their state of health is a key commitment in a care pathway. This involvement guarantees long-term compliance with recommendations and treatments. On prescription from their practitioner, patients access a monitoring portal where they can record, on their own behalf and confidentially, relevant indicators to monitor the evolution of their pathology: for example, blood pressure and physical activity indicators for hypertensive monitoring. In a word, the patients position themselves more as an operator in their pathology. Through this portal, the data entered by the patient is collected and transmitted to the practitioner. Before their consultation, the patients can generate a report for their doctor, who will have an overview of the evolution of the disease. A bridge is created between the practices of “quantified self” that exist in certain categories of patients and the medical sphere: the patient is recognised in his/her role as a contributor to the analysis of his/her state of health, with the data collected being presented in a standard and regular format, which can be quickly analysed by the practitioner for the consultation. Currently, this programme is being tested in several countries for the monitoring of high blood pressure and chronic pain. Work is underway to extend this initial coverage to other use cases.

“On-demand” care thanks to digital pathways

In Sweden, the Group’s facilities launched **the Flow platform** which allows patients to consult a care team by video or chat. After this first virtual appointment, the patient is, if necessary, directed to an in-person appointment with a member of the healthcare staff or, online, to a specialist with whom, thanks to the chat, he/she is put in touch directly. This digital solution is popular with patients: in May 2022, 70,504 digital consultations took place, with a satisfaction rate of 93.9%.

Also in Sweden, the **Capio Home** structure provides patients with digital services that allow them to monitor their health. Thanks to this system, patients can also analyse their symptoms and receive help and advice from nurses. These tools are specifically intended for people suffering from high blood pressure, type 1 diabetes, chronic lung disease or heart failure. **Capio Go** is a fully digital clinic, which uses the Flow platform. Open seven days a week, every day of the year, it provides access to nurses, doctors, physiotherapists, dieticians and midwives, even when primary care centres or specialised clinics are closed.

Encouraging field innovation

Ramsay Santé facilities innovate on a daily basis. To encourage and disseminate best practices to all its facilities, the Group decided to launch the “Innovation Awards”, the first edition of which was held in early 2022 with over 110 projects submitted to the awards. After an awards ceremony, the best initiatives were the subject of thematic webinars that can be consulted in replay. Added to this is the organisation of Pitching days where start-ups and internal players in the Group come to present their innovative projects.

Use of AI for medical reports

There are numerous possible uses of artificial intelligence in the medical sector. One of the most common concerns, for example, image processing.

Since 2021, Ramsay Santé has been particularly interested in automatic language processing. Some Group facilities are trialling a dedicated programme, which aims to eliminate the step of entering medical reports by analysing and transcribing natural language. The aim: to save time for the healthcare teams and to provide comprehensive reports. Different systems have been tested in Sweden, Norway and Denmark, making it possible to evaluate different approaches. An trial in France will soon complete this overview.

Outpatient care

Outpatient care is a means of care that allows patients to return to their usual environment the same day of their surgery. The benefits are numerous: reduction in postoperative complications, faster recovery and return to active life.

The use of outpatient surgery is facilitated by less invasive surgical techniques and lighter anaesthesia. The need to generalise this mode of care is now unanimous among professionals and public health authorities. In France, the Ministry of Health has set targets: 70% of operations must be carried out on an outpatient basis in 2022. Ramsay Santé contributes to this, with 70.1% of outpatient surgery in France and 83.5% in Scandinavian countries.

Trialling new ways of organising care

Since July 2019, the reform of the organisation and financing of our health system has proposed, through Article 51 (LFSS 2018), test systems relating to payment for the episode of care (EDS). This makes it possible to trial new healthcare organisations, based on best practices and better city-hospital coordination.

This trial, which lasts three to six months, makes it possible to test a global fixed-ratepayment for the services of all the players involved in care – hospital and non-hospital health professionals, healthcare facilities.

Episodes of care. Ramsay Santé is trialling several episodes of care, including colectomy for cancer, hip and knee prostheses. Of the 46 facilities that are conducting trials of the system in France, nine are part of the Ramsay Santé group.

The objectives of this trial are to:

- develop and strengthen innovative organisations;
- promote coordination between stakeholders;
- take into account the patient experience;
- improve the quality and efficiency of care.

The facilities’ trials are carried out over five years and normally take place in three phases:

1. a learning phase lasting 18 months, with no economic impact. The facilities take ownership of the specifications and implement organisational projects, new patient data collection tools, and coordination with urban stakeholders and functional care facilities;
2. the retrospective funding phase, the first and second year. The financing model is implemented without, however, modifying the usual activity-based invoicing rules;
3. the prospective funding phase that was initially planned could not be conducted due to the health context and the limited time of the trial.

Two oncology trials. With twelve cancer institutes in France, Ramsay Santé, the leading private player in oncology, has made the fight against cancer a priority. A three-year physical activity programme was launched in September 2021 at the Pôle Lille Cancer Institute. In addition, the Jean Mermoz Cancer Institute in Lyon has set up a digital follow-up during chemotherapy inter-treatment intervals for patients with digestive cancer. See box below.

FOCUS ON THE TWO ONCOLOGY TRIALS

The adapted physical activity programme at the Pôle Lille Cancer Institute

With an estimated 25,000 new cancer cases per year and 12,000 deaths each year, the Hauts-de-France region is heavily affected by digestive cancers and breast cancers, the two deadliest in the region.

To promote physical activity among patients, Ramsay Santé, in partnership with the start-up Kiplin, has launched an adapted physical activity programme (combining face-to-face, remote and connected health games focused on physical activity) in the post-cancer journey.

The mobile app is available on smartphones. Patients, accompanied by a coordinating nurse, are invited to participate in the APA (Adapted Physical Activities) programme for twelve weeks. The first patients were integrated into the programme in September 2021. Ramsay Santé's target is 500 patients over three years.

Metis Connect: digitalised monitoring during chemotherapy inter-treatment intervals for patients with digestive cancer at the Jean Mermoz Cancer Institute (Lyon)

The trial, called "Metis Connect", is carried out in conjunction with the nurse coordinating the care pathway. This digital alert, prevention and coordination tool makes it possible to:

- initiate, as soon as a chemotherapy treatment is decided, a connected support between the actions carried out at the Jean Mermoz Cancer Institute and those carried out on the patient;
- implement continuous home monitoring of the adverse effects of chemotherapy (pain, fatigue, early detection of signs of undernutrition and sarcopenia) by involving the patient, his/her relatives and non-hospital professionals. This monitoring should make it possible to adapt treatments and supportive care at an early stage during chemotherapy;
- design a "post-cancer" programme for a new life project, in collaboration with the patient and their loved ones.

All new patients treated at the Jean-Mermoz private hospital for digestive cancer and starting chemotherapy can benefit from this system.

Two other facilities, located in the Auvergne-Rhône-Alpes region, will test this programme: the private hospital Drôme-Ardèche (Guilherand-Granges) and the private hospital Pays-de-Savoie (Annemasse).

4.3.2.2 Results

OUTPATIENT CARE RATE (FINANCIAL YEAR, FROM 1 JULY TO 30 JUNE) – GROUP [(1)]

	2022	2021	2020
Outpatient care rate	71.8%	71.8%	68.2%

[(1)] *Excluding Italy from the consolidation.*

The share of outpatient surgery continues to grow, a trend that has been reinforced in the context of the health crisis.

4.3.3 Commitment #7: Organise personalised care for each patient

Personalised care is one of the pillars of the “Yes We Care! 2025” strategic plan.

It reflects Ramsay Santé’s desire to move from care adapted to the average patient to targeted care for each patient.

4.3.3.1 Ongoing and future action to promote personalised care

Gradual implementation of digital tools

In addition to the physical reception still maintained in the facilities, the Group provides access to an online admission system on the Ramsay Services digital platform. The advantage? Procedures made easier for patients and on-demand services according to their own needs. In addition, the Group is working on tools to assess the person’s physiological situation in advance in order to provide the most appropriate care and, if necessary, better prepare them for the procedure. Studies show that by benefiting from these programmes, the risk of complications is reduced.

Thanks to the acquisition of a stake in the capital of two companies, a remote monitoring tool in cardiology and oncology is also made available to patients. The tool allows patients to enter information about their health and facilitate the transmission of data between them and the healthcare team. Early detection of a possible recurrence is facilitated.

Oncology care pathway coordinators

In Ramsay Santé’s cancer institutes, the most vulnerable patients can benefit from personalised support throughout the journey. A patient may be considered vulnerable for various reasons: the aggressiveness of his/her illness, the complexity of treatments or personal context (family isolation, social difficulties, professional or financial problems, etc.).

The person suffering from cancer, as well as their relatives, is then supported by a nurse coordinating the care pathway, including after the end of treatment. In 2021, 2,060 new patients benefited from the listening and support of a care pathway coordinator.

At any stage, healthcare professionals – surgeons, oncologists, radiotherapists and nurses – can refer patients to a care pathway coordinator.

Throughout the patient’s journey, the coordinating nurse:

- assesses the patient’s needs and detects their vulnerabilities;
- identifies the various professionals who take turns working with the patient and the resource persons;
- provides the patient with the necessary information, in particular to understand their disease, treatments and side effects;
- directs the patient to appropriate care;
- organises, if necessary, the return home by informing the stakeholders in the city – treating doctors, private nurses, etc. – the support system put in place for the patient;
- conducts an end-of-treatment interview and coordinates the reintegration of the patient into the “post-cancer” phase;
- supports the patient in the follow-up of the Personalised Post-Cancer Programme (Programme Personnalisé de l’Après Cancer – “PPAC”).

In 2021, at the end of their care, **76.8% of patients** monitored by a care coordinator felt that this support had enabled them to better experience the treatments.

The “Big body #metamorphosis” project at the Sauvegarde clinic in Lyon

Obesity is a progressive chronic disease that presents heterogeneous clinical forms, ranging from simple obesity to massive and complex obesity. In terms of public health, the impact of this disease is obvious.

In France, nearly half of adults are overweight. **8 million suffer from obesity**, i.e. a prevalence of 17%, including 500,000 in a severe form. This pathology is also one of the main risk factors in many chronic diseases (cardiovascular diseases, type 2 diabetes, cancers).

In its recommendations, the French National Authority for Health (Haute Autorité de Santé – “HAS”) stresses the importance of providing long-term support to patients suffering from obesity, thanks to a comprehensive and personalised vision based on dietary advice and regular physical activity, the management of psychological difficulties, and also the treatment of any complications. In the event of failure of the medical care, surgical treatment accompanied by a long-term follow-up may be proposed to the patient.

Whatever the stage of the disease, the social context or the environment, the experts in Nutrition and Obesity of the Ramsay Santé group act to meet the needs of patients and their families as much as possible.

At the Lyon Sauvegarde Clinic (Auvergne-Rhône-Alpes), the Specialised Obesity Centre (Centre Spécialisé de l’Obsésité – “CSO”) has partnered with professional photographer Bertrand Perret for a photographic project entitled “The big body #metamorphosis”. Supported by the APICIL Group, the operation’s financial partner, this initiative aims to help change society’s view of the bodies of obese patients.

Patient satisfaction analysis

The Net Promoter Score (NPS). To measure the patient's recommendation index, at the end of their experience within the Group, they are given a satisfaction questionnaire.

Thanks to this survey, Ramsay Santé can assess the quality of services, treatment of various pathologies, interventions and rehabilitation phases. The information collected makes it possible to implement improvement actions locally or on a more global scale.

E-satis, a French system for measuring the patient experience, managed by the French National Authority for Health (HAS). In 2021, every two weeks or at least every month, each Ramsay Santé MSO (Medicine-Surgery-Obstetrics) facility submits the results of its survey on the E-Satis platform, the questionnaire of which has been validated by the HAS. The E-Satis survey, conducted in each Ramsay Santé hospital and clinic, is measured once a year by HAS over a period from 1 October of year N to 30 September of year N+1. For comparison purposes, the criteria for this analysis are common to all healthcare facilities in France.

The results are consolidated in December of year N+1. The latest results available are for the 2021 campaign (01/10/2020 to 30/09/2021).

4.3.3.2 Results

NET PROMOTER SCORE (FINANCIAL YEAR, FROM 1 JULY TO 30 JUNE)

	2022	2021	2020
Net Promoter Score			
■ France (1)	0.70	0.70	0.55
■ Sweden (2)	0.70	0.71	0.77
■ Denmark (3)	0.65	NA	NA

(1) NPS is measured continuously

(2) The NPS is measured twice a year for all Ramsay Santé business segments in Sweden (except digital healthcare). The 2022 figure is an average of the November 2021 and April 2022 results.

(3) In Denmark, the NPS was measured from 01/01/22 to 30/06/22. Implementation of the NPS in January 2022.

In France, the NPS (Net Promoter Score) remained high between 2021 and 2022.

The outpatient Medicine-Surgery-Obstetrics (MSO) sector obtained an NPS of 0.76, testifying to a high level of recommendation expressed by our patients.

Norway uses another patient satisfaction assessment system and has a score of 0.9.

E-SATIS (FROM 1 OCTOBER 2020 TO 30 SEPTEMBER 2021) – FRANCE

	2021	2020	2019
E-Satis MSO 48 hours (1)			
■ Ramsay Santé overall satisfaction rate	72.89%	73.65%	73.65%
■ National overall satisfaction rate	73.30%	73.60%	73.40%
E-Satis CA (2)			
■ Ramsay Santé overall satisfaction rate	75.63%	75.31%	74.44%
■ National overall satisfaction rate	77.40%	77.40%	76.40%

(1) Survey applicable to hospitalised patients in Medicine-Surgery-Obstetrics (MSO).

(2) Survey applicable to hospitalised MSO patients (outpatient).

Comments E-Satis MSO 48H 2022

The overall satisfaction rate decreased slightly between 2020 and 2021, particularly in terms of satisfaction with the reception. The return rate remains at a significant level of 36%.

Comments on E-Satis CA 2022

The overall satisfaction rate increased significantly between 2020 and 2021 with a return rate of 30%. The Ramsay Santé's satisfaction rate remains below the national trend.

4.3.4 Commitment #8: Ensure transparency of our healthcare safety results

For the Ramsay Santé group, patient trust is essential. This does not impose itself, it is won, notably through access to information. This is the very meaning of health democracy.

The Group wants to increasingly standardise the care and safety indicators communicated. Two objectives: continuous improvement and, ultimately, give the patient the choice of his/her practitioner.

4.3.4.1 Measures implemented

Certification of our facilities by the French National Authority for Health (HAS)

Every four years, both public and private healthcare facilities are subject to an external assessment, carried out by professionals appointed by the French National Authority for Health. The objective is to independently assess the quality and safety of care delivered in hospitals and clinics in France.

The assessment is based on a certification framework common to all facilities. It enables patients to be informed of the quality of care provided and to benefit from state-of-the-art care. For employees, the level of certification reflects their commitment to patients, a profession carried out with a view to continuous improvement, and safety of care.

In 2021, an assessment of Ramsay Santé facilities on the basis of two HAS certifications: V2014 and V2021

In March 2020, due to the Covid-19 health crisis, the HAS suspended version V2014 certification. It is replaced by the "Certification of healthcare facilities for quality of care" procedure, also known as V2021. The HAS began to roll it out in April 2021. This certification is based on a new framework built around four main issues: patient commitment, culture and relevance of the results, the development of teamwork to improve practices, and adaptation to changes in the healthcare system.

Today, two certification methods coexist for all facilities:

- V2014 certification with five levels:

  A: certified,

  B: certified with recommendation(s) for improvement,

  C: certified with obligation(s) for improvement,

  D: stay of proceedings, which means that the facility is not certified until proof of resolution of the discrepancies has been provided,

  E: non-certified;
- V2021 certification and its four levels:
  - high quality of care: Certified with distinction,
  - quality of care confirmed: Certified,
  - quality of care to be confirmed: Certified under certain conditions,
  - insufficient quality of care: Non-certified.

Patient safety

In order to ensure the safety of patients throughout their journey within the Group's facilities, they deploy all regulatory measures. The Group has also developed its own methods and tools dedicated to patient protection.

Regulatory measurement tools, from the HAS

- **Infectiovigilance**

The fight against healthcare-associated infections (HAI) is one of the major public health challenges and is a constant focus of the Ramsay Santé group. The Group's facilities have a Nosocomial Infections Control Committee (Comité de Lutte contre les Infections Nosocomiales – "CLIN") attached to the Facility Medical Board (Commission médicale d'établissement – "CME") and which is supported by an Operational Hygiene Team (Équipe Opérationnelle d'Hygiène – "EOH"). These CLINs and EOHs are coordinated at the Group's head office by a specialised doctor within the Health and Safety Unit (Cellule de Sécurité Sanitaire – "CSS"). In each facility, the CLIN is responsible for preparing an annual action programme to combat healthcare-associated infections (HAI), coordinating the prevention actions of the facility's professionals and preparing an annual activity report on the fight against these infections. The EOH is responsible for the practical organisation of the fight against healthcare-associated infections (HAI): in particular the training of staff, assessment audits, investigations in alert situations and internal and external reporting if necessary.

In addition, the Health and Safety Unit (CSS) within the Operations Department coordinates a specific division for monitoring, alerting, reporting and investigating infectious risks within the Group's facilities in close collaboration with the ARS, the 17 Centres for the Prevention of Heathcare-Associated Infections (Centres de prévention des Infections Associées aux Soins – "CEPIAS"), as well as the health monitoring agency, Santé Publique France. To improve the responsiveness of management teams in sensitive situations, the CSS coordinates crisis communication training for all new facility managers to help them manage crisis situations related to a serious infection risk and more generally to any crisis situation.

The years 2020 and 2021 were marked by the management of the Covid pandemic, which mobilised all teams in the facilities and at the head office. A central coordination unit and a Medical Expert Committee were quickly set up to reorganise the activities of the facilities. At the time, Ramsay Santé had two objectives: to provide the best possible care for patients suffering from Covid and to manage emergencies as effectively as possible during the crisis. In close collaboration with public hospitals, the Group played a major role during the peak of the pandemic, particularly in the Île-de-France region where Covid patients were particularly numerous.

Haemovigilance

Each hospital, public or private, that transfuses blood, and each blood transfusion facility appoints a haemovigilance correspondent. This correspondent is either a doctor from the facility or a pharmacist. In particular, he/she ensures the development of safe procedures and the reporting of unexpected or undesirable effects attributable to the administration of a labile blood product.

In this context, the Ramsay Santé group has set up a permanent monitoring and alert system in its facilities, from the prescription of blood to the monitoring of transfused patients. This involves collecting transfusion data and assessing any adverse effects. The objective is to prevent their occurrence and ensure the traceability of administered products. The Group's facilities report all serious incidents in the transfusion chain to the French National Agency for the Safety of Drugs and Health Products (ANSM).

The Ramsay Santé group actively participates in the development of national analysis tools for such incidents. It is involved in data analysis and recommendations or regulatory bodies to the ANSM. In addition, the Group regularly participates in the preparation of recommendations through the HAS. Management of the traceability and inventories of blood products in medical, surgical and obstetrics facilities is ensured by monitoring software. A network of haemovigilance correspondents completes the organisation and provides ongoing training to promote the sharing of experience and knowledge. Through the coordination of this network, the Group intends to harmonise practices.

Pharmacovigilance

Pharmacovigilance is managed at the national level by the ANSM, assisted by its network of 31 regional pharmacovigilance centres (centres régionaux de pharmacovigilance – "CRPV").

Each physician, dental surgeon, midwife or pharmacist immediately reports any adverse reaction suspected of being due to a product defined in Article R.5121-150, of which he/she is aware, to the regional pharmacovigilance centre. Other healthcare professionals, patients and approved patient associations may report any adverse effects suspected of being due to a drug or product included in the same list. In this context, the managing pharmacist ensures, for each facility, that any serious or unexpected adverse reactions are communicated as soon as possible to the regional pharmacovigilance centre's correspondent.

Biovigilance

Biovigilance consists of monitoring the risks associated with the use for therapeutic purposes of elements and products from the human body, such as organs, tissues, cells and breastmilk. It is based on the reporting and declaration of serious incidents and unexpected adverse effects related, or likely to be related, to the products or associated activities: sampling, collection, preparation, transport, distribution, assignment, delivery, import, export, transplant, administration.

The Biomedicine Agency is the competent authority for biovigilance.

Materiovigilance

The purpose of materiovigilance is the monitoring, evaluation, prevention and management of incidents or risks of incidents resulting from the use of medical devices. "Medical devices" means instruments, devices, equipment, materials, products – with the exception of products of human origin – accessories and software intended by the manufacturer to be used in humans for medical, diagnostic or therapeutic purposes.

Potential informants – manufacturers or their authorised representatives, users of a device, including healthcare professionals, distributors – must immediately report any incident or risk of incident having resulted or likely to result in the death or serious deterioration of the state of health of a patient, user or third party.

Patients can also report an incident or risk of an incident involving a medical device.

Future applications of new HAS standards

In 2022, the HAS published a new assessment tool for the medico-social field.

Within the Ramsay Santé group, only one facility is concerned. In collaboration with this structure, the Group's Quality Department has already designed the roadmap for 2023.

In addition, for the sake of continuous progress, Ramsay Santé's mental health division has created a working group to strengthen the prevention of possible mistreatment: reminder of the definition; risk mapping; implementation of whistleblowing systems.

In addition, Ramsay Santé group has set up tools and procedures:

- **Qualiscope reference framework**

Qualiscope is a reference framework created to support teams in the management and implementation of quality projects, medical projects, the assessment of quality in the organisation of care and during the preparation for the HAS certification.

The Qualiscope framework is built on the basis of regulatory and enforceable criteria. This tool is also based on strategic issues for the Ramsay Santé group. It offers a rigorous and homogeneous working framework for the teams of the Group's various facilities.

- **"GERIMED" software**

All adverse events that have occurred are reported, listed and analysed on a common platform called Gerimed. The objective is both to advance the safety culture within the Group, and to learn from the various incidents. Thanks to an adapted training programme, each professional can report, analyse and deal with the sources of incidents.

- **The systemic analysis method**

Adverse events are subject to a root cause analysis (analyse des causes racines – "ACRES") carried out in a multi-professional manner in order to secure teamwork, promote experience sharing and prevent their possible recurrence. Morbidity and mortality reviews (revues de morbi-mortalité – "RMM") are carried out by multidisciplinary teams on a regular basis and supplement the system. In addition, experience sharing and feedback (retours d'expérience – "Retex") are organised. Inter-facility meetings focus on the conditions under which crises and incidents occurred and on the transmission of best practices.

- **Crisis management**

Thanks to effective monitoring, 24 hours a day, every day of the year, the Health and Safety Unit, which reports to the Operations Department, is tasked with collecting all alerts related to adverse events occurring in facilities during the delivery or organisation of care. Ramsay Santé is developing a risk management training policy to move from reactive and individual management to active and collective prevention. Training is offered to facilities to better master the methodology and tools for identifying and analysing potential risks.

4.3.4.2 Results

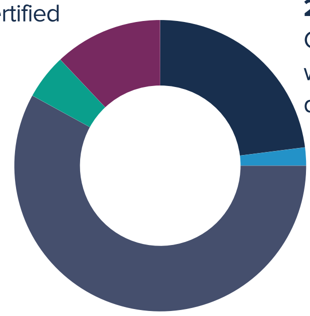
CERTIFICATION OF RAMSAY SANTÉ FACILITIES BY THE HAS AS OF 30 JUNE - FRANCE

(Excluding nursing homes, medico-social centres and radiotherapy centres not covered by HAS certification)

	2022	2021	2020
A – Certification (v2014)	58%	65%	65%
B – Certification with recommendation(s) for improvement (v2014)	23%	35%	33%
C – Certification with improvement obligation(s) (v2014)			2%
Certified (v2021)	12%	NA	NA
Certified with distinction (v2021)	5%	NA	NA
Certified subject to conditions (v2021)	2%	NA	NA

98% OF CLINICS CERTIFIED A OR B (V2014) OR IN HIGH QUALITY OF CARE AND QUALITY OF CARE CONFIRMED (V2021)

CERTIFICATION RESULTS OF RAMSAY SANTÉ FACILITIES (FIGURES AS OF 30 JUNE 2022)



HOSPITAL ACCREDITATIONS AT 30 JUNE – SWEDEN, DENMARK, NORWAY

	2022	2021	2020
Sweden (1)	100%	100%	100%
Denmark (1)	100%	100%	100%
Norway (1)	100%	100%	100%

(1) In Sweden and Norway, there is no national accreditation system for hospitals/healthcare facilities. However, several care quality indicators are monitored and compared to the reference public services. An accreditation system exists for free healthcare for different specialties and regions. Sweden and Norway have never lost their accreditation. Denmark: Capio Denmark is certified by IKAS, the Danish Institute for Quality and Accreditation. The accreditation was renewed in 2022.

4.3.5 Commitment #9: Reduce admission times

For Ramsay Santé, emergency room waiting times are an important indicator of the organisation of the service and the quality of care. With 45 emergency services, including 31 located in French facilities, Ramsay Santé performs a public service mission.

The issue of emergencies has become a crucial social issue. For example, in France, between July 2021 and July 2022, the number of emergency room visits increased by 12% [1].

In this context, Ramsay Santé has been investing for several years to increase its reception capacities and is working with practitioners and healthcare teams to reorganise services. The aim is to reduce waiting times in emergency services. One clarification: this objective was disrupted by the shortage of personnel which may have led some structures to temporarily close emergency services during the summer.

4.3.5.1 Measures implemented to manage waiting times

Real-time display of emergency waiting times

In France, since 2013, Ramsay Santé has been the only hospital operator to provide real-time information [2], via a digital display within the facilities, on the latter's websites and on the mobile application, on the average time spent in its emergency services.

For the patient, this display has a double advantage: it puts them in the position of a user and no longer just a patient. At the same time, the wait is more bearable when the deadline is communicated.

1) *Figures provided by "Société Française de Médecine d'Urgence" (SFMU).*

2) *Actual time is calculated over the last hour or the last four hours, depending on the indicator in question.*

Primary care centres

In the Group's facilities where primary care centres have been opened, waiting times have been reduced. These centres make it possible to welcome patients who would have naturally gone to the emergency room and therefore reduce the flow of emergency services.

4.3.6 Commitment #10: Offer services to simplify pre/during/post hospitalisation

Thanks to the implementation of services that facilitate their daily lives, throughout their journey, the patient is becoming more and more involved in his/her care.

4.3.6.1 Actions launched to simplify the patient journey

The Ramsay Services platform

Ramsay Services is a digital services platform deployed for the Group's Medicine-Surgery-Obstetrics and Mental Health facilities.

This portal aims to simplify the administrative procedures for patients during hospitalisation, allowing them to perform their pre-admission, to choose the services they want to benefit from during their stay and to sign all documents electronically. The platform offers a wide range of services to facilitate the health journey before, during and after hospitalisation. With just a few clicks, everyone can analyse their symptoms, access health information validated by experts, make an appointment with a healthcare professional, or have their medicines delivered to their homes. It also offers a geolocation tool to identify the closest Ramsay Santé emergency services. An indication of the waiting time in real time is then given. The portal also supports future mothers: possibility to make appointments with self-employed midwives and quick access to all the services of the "My Nea" maternity support programme – free conferences and workshops on maternity, relaxation therapy, prenatal singing, etc.

An app dedicated to the quality and safety of care pathways

The Group offers a solution to support patients before and after their care within Ramsay Santé. Available since 2015 within the Group and currently intended for oncology patients or those treated as part of the episodes of care provided for by Article 51 – **LFSS**, the system will be extended to other targets.

Available on a computer, tablet or smartphone, this digital solution, developed by the Group in association with an external company and the support of the ARS ASA, makes it possible to monitor the level of recovery assessed by the patient him/herself, and to secure the care pathway by maintaining a personalised relationship with the patient at home.

Currently, this application mainly makes it possible to send questionnaires to patients treated as part of the Article 51 trial. Their responses then enable professionals to develop an optimal and personalised follow-up. This connected monitoring aims to assess the patient's functional joint results and quality of life for up to 12 months after hospitalisation.

To date, the system is being tested in nine Ramsay Santé facilities and will be rolled out in all Group structures.

Developments are underway so that the solution can be adapted to any type of care to contribute to the evolution of practices.

Digitalisation of the care offer at Ramsay Santé in Sweden

Since its launch in 2017, Capio has continued its digitalisation with the implementation of nearly half a million digital services and a tremendous development potential. Digitalisation is part of the Group's overall strategy and medical programme, paving the way for better and faster care offers. An approach that will ensure optimal health care for patients over the long term.

4.3.6.2 Results

RATE OF USE OF THE RAMSAY SERVICES PORTAL (FINANCIAL YEAR, FROM 1 JULY TO 30 JUNE) - FRANCE

	2022	2021	2020
Rate of use of the Ramsay Services portal	34%	36%	24%

4.4 A Group committed to its practitioners

So that practitioners can take care of their patients in the best possible conditions, Ramsay Santé uses two main levers: the development of their skills and, thanks to innovation, a facilitation of their professional daily lives.

4.4.1 Commitment #11: Enable our practitioners to continue to receive training throughout their career at Ramsay Santé

Due to technical progress, advances in research and the transformation of care methods, healthcare is a constantly evolving sector. For the benefit of patients, the health sector requires practitioners to regularly update and deepen their knowledge, practices and actions.

Doctors and surgeons working in the Group's facilities therefore have access to quality training and information sources, made available by Ramsay Santé:

- update on the use of certain equipment and gestures (arthroscopy simulator, risk management training, etc.);
- large-scale e-learning courses, created by healthcare professionals for healthcare professionals. Based on simulation and immersive cinema from real clinical cases, these sessions aim to improve the safety of care, through the development of communication skills, teamwork and leadership;
- development of continuing education (développement professionnel continu – "DPC") and postgraduate education (enseignement post-universitaire – "EPU");
- access to best practices in terms of clinical research, bibliographic and biostatistical data search engines – Pubmed, Zotero, and critical reading of articles.

In addition, following the regulatory obligation for practitioners to have Competent Radiation Protection Body to support them in their radiation protection approach, Ramsay Santé offers training at negotiated rates under certain conditions.

In addition, to promote their scientific influence, the Research and Education Department (Direction Recherche et Enseignement – "DRE") proposes to facilitate the involvement of practitioners in research programmes:

- they are invited to participate in clinical trials and studies;
- they receive support for scientific publications;
- they are supported in the promotion of their scientific projects;
- they receive support for the technical and regulatory aspects of their projects;
- they can obtain research grants;
- they are encouraged to participate in certifying training courses on best practices in clinical research;
- they have a platform dedicated to research and education. This tool enables them to respond online to the Group's internal calls for projects, to request financing or to contact the Ethics Committee as part of their studies.

At the same time, this incentive for training is reflected in the welcoming, each year, of interns in internships in the Group's hospitals and clinics.

4.4.1.1 Results

INTERNS WELCOMED WITHIN THE RAMSAY SANTÉ GROUP (CALENDAR YEAR) - FRANCE

	2021	2020
Number of interns received per internship	175	153

The ARS granted additional internship authorisations to Ramsay Santé, which made it possible to welcome more interns in 2021.

4.4.2 Commitment #12: Provide ever more modern technical platforms for practitioners and patients

In terms of screening, diagnosis or treatment, in order to progress, patient admission requires innovations and state-of-the-art medical equipment.

To guarantee the appropriate renewal of equipment, the Group, based on its strategic plan, defines a five-year priority investment programme. Each year, the Ramsay Santé group invests around EUR 100 million in the purchase or renewal of the latest generation of medical equipment (60% of current maintenance investments are devoted to medical equipment).

The budgets are allocated after an assessment of the needs of each facility. Investment requests are reviewed by the Group's Investment Department. The most significant requests are analysed in detail before any decision is made by Executive Management:

- strategic outreach;
- operational interest;
- profitability;
- risks and alternatives.

Some equipment, such as those related to medical imaging, requires more regular renewal; they are therefore changed every seven years. At-risk equipment (anaesthesia ventilators, CEC pumps, etc.) is monitored centrally via a multi-year renewal plan.

4.4.2.1 Actions and measures

Strengthening the role of health orchestrator through medical imaging

In September 2018, the French government announced its Ma Santé 2022 strategy. The purpose of this programme is to meet the growing need for global health solutions: access to care, the necessary adaptation of training and care professions to the realities on the ground and the upgrading of the caregiver profession.

To meet these various challenges, the Group becomes more than a player in hospital care, it acts as a real health orchestrator, ensuring prevention, diagnosis, treatment, recovery and monitoring, etc.

Significant investments between 1 July 2021 and 30 June 2022

- Opening of three Ramsay Santé medical care centres with the aim of optimising care offer, particularly in areas classified as "medical deserts", as part of an innovative flat-rate payment system provided for in the framework of Article 51 of the 2018 law on Social Security Financing (LFSS 2018);
- Two acquisitions of surgical robots at the Armand-Brillard hospital and the Claude-Galien hospital;
- A renewal of digital PET-CT at the Antony hospital (renewal);
- Three 3T MRIs: two renewals at the Clinique du Sport (Paris) and at the Vert-Galant hospital, as well as a new facility at the Villeneuve d'Ascq hospital;
- Three new MRI facilities (Blomet clinic in Paris and Jacques-Cartier hospital in Massy) and CT scanners (Armand-Brillard hospital);
- A hybrid room creation at the Jean-Mermoz hospital;
- Two purchases of high-end scanners at the Claude-Galien hospital and the Clairval hospital, to enable high-quality examinations combining low radiation doses and high precision.

In France, the Group's imaging offering is in line with successive national plans

The 4th Cancer Plan 2021-2031 aims to reduce admission times and harmonise imaging care offers to reduce regional inequalities. In this context, access to MRIs ("Nuclear Magnetic Resonance Imaging") and PET ("Positron Emission Tomography") is facilitated to reduce waiting times to a maximum of 20 days.

Since 2004, organised and generalised breast cancer screening: to increase the chances of recovery, women, aged 50 to 74, are encouraged to have a mammogram every two years. This is fully covered by Social Security.

The 2014-2019 Neurodegenerative Diseases Plan, known as the "Alzheimer Plan" provides for the strengthening and coordination of imaging research to detect and treat neurodegenerative diseases.

4.4.2.2 Results

MEDICAL EQUIPMENT (FINANCIAL YEAR, FROM 1 JULY TO 30 JUNE)

	2022	2021
Number of heavy equipment items renewed and new acquisitions		
■ France	24	21
■ Denmark, Norway, Sweden	3	2
Amount of investments (in millions of euros)		
■ France	81.7	67.9
■ Denmark, Norway, Sweden	20	15.9

For the 2022 financial year, Ramsay Santé invested to renew and acquire new equipment in order to maintain modern technical platforms: 7 MRIs, 9 scanners, 1 PET scan, 3 radiology tables, 3 robots, 2 radiotherapy accelerators.

An increase in equipment is mainly due to new acquisitions in France compared to 2021.

4.4.3 Commitment #13: Digitise the work tools made available by the Group

A study by the AA Research Institute [1] showed that a practitioner spends an average of 20% of his/her time on administrative and non-medical tasks, i.e. an average of 10 hours per week. Faced with this observation, Ramsay Santé has decided to offer practitioners in its facilities solutions that enable them to refocus on their core business. More than 700 general practitioners and specialists were interviewed by the Group to find out and understand their expectations. From this survey was born a dedicated service pack, co-developed with practitioners. Within this pack, doctors have access to digital work tools.

4.4.3.1 Measures to digitise work tools

A digital universal medical communication solution: an emblematic example with Lifen

Since 2019, a digital tool has been rolled out to the Ramsay Santé group's community of practitioners in partnership with the start-up Lifen.

Thanks to this solution, the exchange of documents and medical data is facilitated between healthcare professionals. This tool is compatible with all the business software commonly used by practitioners within the Ramsay Santé group. It allows coordination between non-hospital practitioners and hospital staff.

Thanks to this solution, which offers many additional functionalities, the Group's physicians can:

- manage the sending of consultation or transaction reports in a simple and secure manner;
- outsource the mailing of these documents to patients or other correspondents who do not yet have a secure e-mail address;
- have a national directory of practitioners, updated daily;
- send and receive MSSanté messages;
- integrate hospitalisation or operation reports, and liaison letters, directly into the patient file of the Mediboard hospital information system;
- benefit from Lifen support and data hosting dedicated to Ramsay Santé.

First launched in certain facilities of Medicine-Surgery-Obstetrics (MSO), Medical Care and Rehabilitation (MCR), in radiotherapy centres and clinics specialising in mental health, today, this solution has been rolled out in more than 90% of our eligible facilities.

1) *https://www.mutuelle-du-medecin..fr/presse/11-les-medecins-generalistes-inquiets-face-a-la-derive-des-taches-administratives.html*

New solutions developed to facilitate the daily life of practitioners and their patients

A partnership with Médaviz. Since January 2020, Ramsay Santé has chosen the Médaviz solution to facilitate secure teleconsultation between practitioners and patients. Médaviz has several easy-to-use features:

- inviting patients to teleconsultations;
- access to the videoconferencing tool;
- the ability to place prescriptions remotely;
- an integrated and secure credit card payment module;
- the possibility of issuing treatment sheets.

A partnership with Doctolib. European leader in e-health, Doctolib is a player in online appointment booking and assistance with the organisation of medical time. The Group has chosen this solution to facilitate the daily lives of practitioners. The rates have been negotiated and thus allow Ramsay Santé doctors to benefit from a more advantageous subscription.

4.4.3.2 Results

USE OF THE LIFEN TOOL (FINANCIAL YEAR, FROM 1 JULY TO 30 JUNE)

	2022	2021	2020
Number of users of the Lifen tool	3,443	2,764	1,800
Percentage of paperless medical reports sent	85%	86%	81%

The roll-out is continuing as expected in the Ramsay Santé facilities.

4.5 A Group committed to the planet

The sixth assessment report (AR6) of the Intergovernmental Panel on Climate Change (IPCC) reconfirmed that human activities have a direct impact on the phenomenon of global warming.

Global warming has undeniable consequences for the health sector: increase in the transmission of diseases, deterioration of the health situation and changes in comorbid factors within the population. These are all factors that urge healthcare players, and Ramsay Santé in particular, to rethink their methods of intervention, reduce their greenhouse gas emissions and contribute to the transition to a circular economy.

Reducing its impact on climate change

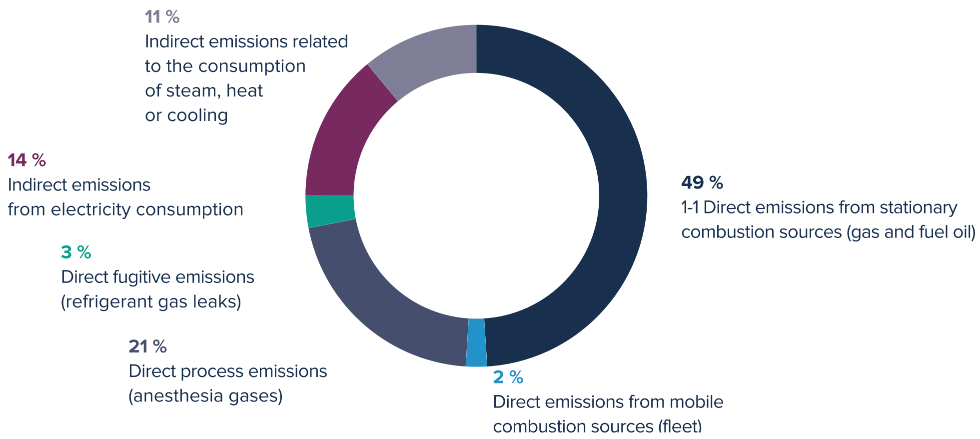
Guided by the global "Net zero" programme, initiated by Ramsay Health Care, launched in 2022, the Group is committed to improving its carbon footprint, with an objective of carbon neutrality by 2040. Identification of risks and corresponding priority actions underpin this programme, which is overseen by the Ramsay Health Care Board and the Global Executive. Four strategic pillars guide the "Net Zero" plan:

- reduce: maximise energy efficiency; greener operating theatres; reduce single use and waste;
- change: optimise energies; switch to renewable and cleaner energy sources;
- engage: promote understanding of the three scopes of emissions; involve suppliers in the process;
- grow: integrate Environmentally Sustainable Design (ESD), or eco-design, in the development strategy; transform the company towards a more sustainable model.

Preventing the effects of climate change: a risk assessment to define objectives and priorities

The Ramsay group carried out a vulnerability assessment in 2020-2021 as part of a global approach undertaken by Ramsay Health Care, with the aim of improving its resilience to climate change. This involves studying changes in the Group's exposure to physical risks at more than 300 sites in Asia, Australia, the United Kingdom, France, Denmark, Sweden and Norway. The Group has chosen the SSP5-8.5 climate scenario, in which global temperatures increase by more than four degrees. A dashboard allows Ramsay to continue to explore a series of different climate scenarios, in order to understand the risks and their consequences over time. To do this, it relies on a database on climate-related events: flooding, heat waves, droughts, wind speeds, storms, bad weather and forest fires. Its baseline is the period from 1986-2005 and its projection period from 2020-2050.

RAMSAY SANTÉ GHG PROFILE – CARBON ASSESSMENT FRANCE 2021 (PERIOD APRIL 2020-MARCH 2021; DEU 2021)



The results present scope 1 and 2 GHG emissions:

- scope 1: direct emissions from fixed or mobile facilities, located within the company's organisational scope, which includes data on the vehicle fleet, direct energy consumption of buildings, refrigerant leaks and discharges related to the use of anaesthesia gases;
- scope 2: indirect emissions related to the production of electricity, heat and cold consumed. This includes data on electricity consumption and the urban network of buildings.

The emission criteria used to calculate greenhouse gas emissions are those of the French Environmental Transition Agency (Agence de la transition écologique – "ADEME") and those provided by the International Energy Agency (IEA).

Focus on mobility

To limit the impact of mobility on global warming, Ramsay Santé measures the GHGs emitted by:

- suppliers, during their travel and in the transport of goods. This is one of the evaluation criteria of the EcoVadis standard, to which each Ramsay Santé supplier must comply;
- Group employees, during their business trips. For the 2022 financial year, emissions amounted to 155.9 tCO2eq. With the collaboration of its ticket booking partner, Ramsay Santé calculated its emissions related to employee business travel using this ordering tool.

BREAKDOWN OF SCOPE 1 AND 2 GHG EMISSIONS (TEQCO2 – (%))

FRANCE (01/04 to 30/03)	2021-2022	2020-2021
Scope 1	43,704 (73%)	45,435 (74%)
Scope 2	16,241 (27%)	15,591 (26%)
TOTAL	**59,945**	**61,026**

SWEDEN AND NORWAY (financial year)	2022
Scope 1	462 (20%)
Scope 2	1,847 (80%)
TOTAL	**2,903**

BREAKDOWN OF GHG EMISSIONS BY ITEM ($T_{EQ}CO2$ – (%))

FRANCE (01/04 to 30/03)	2021-2022	2020-2021
Scope 1		
Direct emissions from stationary combustion sources	51%	49%
Direct emissions from mobile sources with combustion engine	2%	2%
Direct process emissions	18%	21%
Direct fugitive emissions	2%	3%
Scope 2		
Indirect emissions from the consumption of steam, heating or cooling	12%	11%
Indirect emissions related to electricity consumption	15%	14%

SWEDEN AND NORWAY (financial year)	2021-2022
Scope 1	
Direct emissions from mobile sources with combustion engine	19%
Direct process emissions	1%
Scope 2	
Indirect emissions related to the consumption of steam, heating or cooling	60%
Indirect emissions related to electricity consumption	20%

European taxonomy

Under European Regulation 2020/852, the Ramsay Santé group is required to publish key indicators (KPIs) relating to revenue, capital expenditure ("CapEx") and operating expenses ("OpEx") eligible according to the terms set out in the regulation and its delegated acts. This regulation aims to define environmentally sustainable activities. This is a major piece of legislation to facilitate and develop sustainable investments and thus the implementation of the Green Deal for Europe.

The regulation applies to the entire scope of financial consolidation for the period from 1 July 2021 to the end of June 2022.

Eligibility is based on a substantial contribution to the six objectives set out in the regulation, which will be taken into account progressively in the coming years. Only the first two objectives are concerned for this year's publication.

- Climate change mitigation;
- Adaptation to climate change;
- Sustainable use and protection of aquatic and marine resources;
- Transition to a circular economy;
- Pollution prevention and control;
- Protection and restoration of biodiversity and ecosystems.

The alignment is based on the criteria for determining whether an economic activity is considered environmentally sustainable:

- Contribute substantially to one of the six environmental objectives;
- Do not cause significant harm to the other five objectives;
- Respect social and labour rights.

Methodology for calculating key performance indicators

Following the provisions of Delegated Regulations (EU) 2021/2139 of 4 June 2021, 2021/2178 of 6 July 2021, and based on analysis of the Statistical Classification of Economic Activities in the European Community, the Ramsay Santé group has identified the eligible activities with contribution shares as follows.

Revenue

On the basis of European Regulation 2020/852 and its delegated acts, the health sector is not considered to contribute substantially to the first two climate change objectives. The core business of the Ramsay Santé group is not eligible under the Taxonomy regulation. All revenue for the financial year from 1 July 2021 to the end of June 2022 is exempt.

OpEx operating expenses

According to the legal texts of the Taxonomy, real estate renovation and maintenance activities are eligible. They are limited to capital expenditure for the Ramsay Santé group, as it does not have any identified operating expenditure on these activities.

CapEx capital expenditure

The proportion of activities identified as eligible (activities 7.1; 7.2; 7.3) is calculated in accordance with Annex I-part 1.1.1 of the adopted Delegated Regulation (EU) 2021/2178.

Eligible activity – GROUP (FINANCIAL YEAR – 01/07/21 TO 30/06/22)	Eligible portion (%)	Numerator (in millions of euros)	Denominator (in millions of euros)
7.1 Construction of new buildings	4%	14.7	388.9
7.2 Building renovation	8%	30	388.9
7.3 Installation, maintenance and repair of equipment promoting energy efficiency	11%	41.9	388.9
TOTAL	**22%**	**86.6**	**388.9**

4.5.1 Commitment #14: Improve the environmental impact of our buildings

To improve the environmental impact of its buildings, Ramsay Santé focuses its actions on reducing energy consumption and reducing its greenhouse gases (GHG).

The Ramsay Santé group is aiming for a 30% reduction in its GHG emissions by 2030 compared to 2020. For its energy consumption, the Group has set itself the target of -35% over the same period. In this respect, the Group's objective is consistent with the results set by the "Tertiary Ecoenergy" regulation.

Ramsay Santé's carbon profile in France shows that 78% of GHG emissions are linked to buildings; 51% correspond to the consumption of fuel oil and gas.

4.5.1.1 Current and future measures to reduce the environmental impact of buildings

A current project, a systematic audit of the buildings of each facility

The approach adopted by the Ramsay Santé group is to identify GHG-intensive items, with the challenge of restructuring and extending existing buildings, rather than constructing new ones. This project will be carried out in collaboration with the lessors of the Group's facilities.

The approach starts with a three-year audit programme, which will be carried out from 2022 to establish an action plan. Renovation work will be carried out as and when audits are carried out.

4.5.1.2 Results

ENERGY CONSUMPTION OF BUILDINGS

FRANCE (01/04 to 30/03)	2022	2021	2020
Electricity (MWh)	234,749	215,939	230,012
Gas (MWh)	168,940	169,651	153,280
Fuel oil (L)	628,438	453,341	346,503
District heating network (MWh)	36,158	35,170	25,724

Variations in the quantity of fuel oil are explained by the fact that refilling of fuel oil tanks is not directly correlated to consumption.

Facilities may refill tanks in some years and not others, despite having used fuel oil.

SWEDEN AND NORWAY (financial year)	2022
Electricity (MWh)	28,072
District heating network (MWh)	14,262

4.5.2 Commitment #15: Improve the environmental impact of our medical activities

Globally, the health sector accounts for 5% to 8% of greenhouse gas (GHG) production. 0.1% of these GHGs are due to anaesthesia gases. By way of comparison, one year of international production of anaesthesia gases is equivalent to the emissions of one million cars.

In operating theatres, three anaesthesia agents are mainly used: isoflurane, sevoflurane and desflurane. The latter has a global warming potential 5 to 18 times higher than other halogenated anaesthesia. Thus, the use of a bottle of desflurane (240 mL) emits 886 kgeqCO2 compared to 44 kgeqCO2 for one bottle of sevoflurane (250 mL).

4.5.2.1 Current and future actions to improve the impact of the Group's activities on the environment

Raising awareness of the eco-design of care to reduce GHGs

Ramsay Santé is committed to reducing its carbon footprint related in particular to the use of anaesthesia gases in the operating theatre and in particular desflurane.

To help reduce its carbon footprint, the Group has launched an awareness and information campaign for the medical community of anaesthesiologists. For example, a video and a dedicated communication medium on the use of anaesthesia gases was produced and made available to the 760 anaesthesiologists practicing within the Group.

Launch of studies to assess the carbon footprint of surgical procedures

To go even further, Ramsay Santé has initiated three studies to estimate the carbon footprint of three of the most common therapeutic protocols: ankle, knee and shoulder operations.

This research targets:

- the effects of the use of the three anaesthesia gases;
- electricity consumption due to surgery; and
- indirect emissions related to the surgical procedure: patient transport; length of hospital stay; waste products; transport of implants, etc.

4.5.2.2 Results

BREAKDOWN OF ANAESTHESIA GASES - GROUP*

FRANCE (01/04 to 30/03)	2022 (1)	2021	2020
Sevoflurane (L)	**8,316.9**	**8,138.5**	**7,614.0**
Sevoflurane (TeqCO2)	**1,463.8**	**1,432.4**	**1,340.1**
Desflurane (L)	**2,463.4**	**3,039.1**	**2,471.8**
Desflurane (TeqCO2)	**9,093.9**	**11,219.4**	**9,124.9**
TOTAL (TEQ CO2)	**10,577.7**	**12,682.4**	**10,465**

(1) For France, consolidation of the consumption of the Domont and Drevon clinics

** Excluding Italy from the consolidation.*

In France, efforts are continuing within the Group to reduce emissions related to the use of anaesthesia gases. The change of gases is done gradually with the expertise of the Group's practitioners, while guaranteeing the safety and quality of care for patients.

NORDICS: SWEDEN, DENMARK AND NORWAY (Financial year)		2021
Sevoflurane (L)	**112**	174
Sevoflurane (Teq CO2)	**19.7**	30.6
Desflurane (L)	**0**	0
Desflurane (Teq CO2)	**0**	0
TOTAL (TEQ CO2)	**19.7**	**30.6**

For the "Nordics" countries, the challenge is the right quantity of gas for each operation.

4.5.3 Commitment #16: Limit the use of natural resources through anti-waste

To reduce the use of natural resources, Ramsay Santé will start by identifying and mapping their consumption within the Group.

This commitment takes shape in an anti-waste approach based on reducing water consumption and packaging. Ramsay Santé has also set a target of 50% by 2025 for recycling of its waste.

Waste management and recovery

The health sector is affected by several regulatory obligations relating to the management of hazardous and non-hazardous waste. An acceleration and strengthening of regulations has been underway since 2015 and will continue at least until 2025. In healthcare facilities, the main waste produced is as follows:

- non-infectious clinical waste treated as household waste, which is either stored or incinerated;
- infectious clinical waste, which is treated either by incineration or by treatment (then storage or incineration);
- packaging, cardboard and paper, which are recycled;
- bio-waste, which is transformed into compost or methanised.

In 2020-2021, the Group carried out an inventory of its waste production and waste treatment. This approach highlighted best practices already established within the facilities.

Our roadmap defined during 2022 set out an approach to optimise waste management:

- diagnosis of waste flows, internal organisation and recovery channels;
- training of teams by specialised partners;
- support for sorting instructions for employees and patients;
- implementation of management at the facility and Group level.

In addition to optimisation, Ramsay Santé wants to set up new waste recovery channels, in collaboration with key players in the sector.

4.5.3.1 Results

WASTE GENERATION – FRANCE (01/04 TO 30/03)

	2022	2021
Non-infectious clinical waste treated as household waste	21,497 (72%)	22,670 (71%)
Infectious clinical waste	5,422 (18%)	5,026 (16%)
Packaging, cardboard and paper	2,916 (1) (10%)	3,690 (12%)
Biowaste	- (2)	399 (1%)
TOTAL	**29,836 (100%)**	**31,785 (100%)**

(1) Consolidation only applied to cardboard recovery data

(2) Biowaste is not consolidated this year

Due to a change in the data collection tool, some flows could not be consolidated. An action plan has been initiated to remedy this shortcoming.

4.5.4 Commitment #17: Integrate our suppliers into this approach to reducing environmental impact

A new responsible purchasing charter will be distributed in the autumn of 2022 to suppliers managed by the Ramsay Santé purchasing group. They undertake to comply with applicable laws and regulations on environmental protection and to implement all actions necessary to reduce the impact on the environment.

The Group's suppliers are required to measure their environmental impact. Hence the widespread adoption of a CSR rating body recognised worldwide for its reliability: the EcoVadis platform.

The 6 EcoVadis principles to assess CSR management

- Evidence-based analysis
- Taking into account the business sector, location and size of the company
- Diversification of sources
- Technology-backed assessment
- Traceability of assessment documents
- Excellence through continuous improvement

At the same time, CSR criteria will now be included in the referencing and specifications for the choice of service providers and suppliers.

4.6 A Group committed to society

4.6.1 Commitment #18: Contribute to the evolution of the health system towards prevention through innovation and new pathways – The Ramsay Santé Foundation

According to figures from the Organisation for Economic Co-operation and Development (OECD), in France, 40,000 to 60,000 deaths per year could be avoided with better prevention. Aware that prevention is a fundamental lever for living better longer, the Ramsay Santé Foundation, created in 2008, around the anonymous and free donation of umbilical cord blood, has decided, since 2016, to direct its actions towards prevention, the real challenge inpublic health.

Because simple information is not enough in this area, the Foundation is testing and implementing new solutions to raise awareness of the need for different lifestyles. To this end, it strives to mobilise all stakeholders in the regions: associations, start-ups, public institutions, the general public and healthcare professionals. This is an objective that is fully in line with the Group's "Yes We Care! 2025" strategy.

4.6.1.1 The actions of the Ramsay Santé Foundation to contribute to this public health issue

Health Prevention Meetings

Since 2018, the Ramsay Santé Foundation has organised these meetings to improve day-to-day health prevention. At each of these annual meetings, doctors, scientists, academics, representatives of associations, all experts in the subject covered, meet for a webinar. The goal: to take stock of the situation, discuss and present innovative field initiatives. At the end of each meeting, a white paper makes it possible to share the reflections more widely within the public debate and with political decision-makers.

For the 2022 edition, the theme was young people and screens. Two major issues were addressed:

- can appropriate use of screens be beneficial and in what settings?
- could massive use lead to behavioral addiction and consequences on mental and physical health?

In addition, examples of best practices in prevention, implemented by institutions, public authorities, non-profit organisations and start-ups were mentioned.

Support for innovative start-ups and associations

Through this support, the Ramsay Santé Foundation contributes to the emergence of innovative digital or organisational solutions to train and raise awareness about prevention.

To carry out this mission, in 2018, the Foundation created **the Prevent2Care Lab**, a start-up incubation programme. Since its creation by the Foundation, 47 young innovative companies have benefited from nine-month tailor-made support by experts or doctors from the Ramsay Santé group and the Pfizer Innovation France endowment fund, co-financier of the incubator. In 2020-2021, the programme was opened up to associations with the desire to create synergies between the two models. Six associations joined the programme in 2021. And seven new associations joined the Prevent2Care Lab between 2021 and 2022.

As part of this system, and to respond to the major health challenges related to nutrition (obesity, cancer, cardiovascular diseases, etc.), the Prevent2Care Lab and the Elior group created a new incubation programme in 2020-2021: **Nutrition Lab**. Five start-ups were supported over six months to refine and develop their projects. For the 2nd edition, the duration of support was extended to nine months for the five winning startups.

In parallel with the Prevent2Care Lab, since 2019, the Ramsay Santé Foundation, with INCO and the Pfizer Innovation France endowment fund, has launched the **Prevent2Care Tour**. The objective is to identify and reward, through financial support of EUR 10,000, each of the innovative associations in the field of health prevention. And this, in Lille, Lyon, Toulouse, Marseille, Bordeaux and Paris. In 2022, after receiving around a hundred applications, the Prevent2Care Tour began its health prevention tour with a stopover city, Marseille. Two associations were rewarded. In the 2021-2022 financial year, seven associations will have received financial support from the Prevent2Care Tour.

2nd cohort of the “Health Prevention Officer” University Diploma (DU)

In January 2021, a “Health Prevention Officer” University Diploma (DU) was created at the Faculty of Medicine and Sciences of Brest. It is offered to any healthcare professional wishing to develop and/or consolidate their preventive clinical practices. This diploma course, created at the instigation of the Ramsay Santé Foundation, is offered by the Faculty of Medicine and Sciences of the University of Western Brittany.

This DU is intended for healthcare professionals in hospitals, nursing homes, EHPADs, facilities for people with disabilities, etc., and also for healthcare professionals in institutional settings (CPAM, CNAM, ARS, occupational health service. school medicine, etc.). The 2nd cohort, which started classes in January 2021, has 12 students compared to 20 the previous year. This smaller number is explained by the fact that caregivers, fatigued by two years of Covid and in demand at their facilities, encountered difficulties in making time to follow this DU.

Creation of a “My health prevention questions” information website

Created in November 2021, the site has a dedicated URL and is accessible from the sites of the Foundation and Ramsay Santé facilities. The choice of themes is based on listening to the social networks and the most discussed online prevention topics. Until the end of June 2022, eight themes are dealt with in the form of questions and answers, validated by the experts of the Foundation’s Scientific Committee: nutrition, stress, sleep, tobacco, addiction to screens, sexually transmitted diseases and infections, sedentary lifestyle. Each year, a theme is added (end of 2021 screen addiction, in 2022, sex addiction).

Between January and June 2022, a sponsorship campaign on Facebook and Google made it possible to give visibility to the site. On Facebook, there were 1,401,886 impressions and 15,813 unique clicks. Via Google, these are 654,351 unique impressions and 47,978 clicks.

Creation in February 2021 and launch of the 1st project in June 2022 of a think do tank: “GénérationsPrevention”

Founded in partnership with the Social Marketing institute and the “Les entreprises pour la Cité”, a network of companies committed to social innovation, “Génération Prévention” is a Think & Do Tank. Its mission is to promote the emergence and implementation, throughout France, of new health prevention solutions. Its first action resulted in the creation of an accelerator of health prevention initiatives in the regions. The aim is to identify and support associations and local authorities to help them develop their actions in favour of prevention. For a maximum of one year, around ten structures are supported through skills-building workshops on subjects such as social marketing; fundraising, evaluation, spin-off, access to experts from Ramsay Santé and the two partners.

Financial and non-financial support for associations that work for solidarity-based prevention

In support of the **“Agir pour le cœur des femmes”** (Acting for the heart of women) endowment fund, the Ramsay Santé Foundation is mobilising to carry out cardiovascular risk prevention actions for women. The Foundation financially supports the **“Bus du cœur”** operation, enabling women in precarious health and social situations to be informed and have access to screening, near their place of residence. In these buses, healthcare professionals, some of whom work in Ramsay Santé facilities, screen for cardio-gynecological diseases and give advice on stress management, diet, sleep and physical activity. Thanks to these operations, between 170 and 250 women (depending on the city) can also benefit from coordinated monitoring, in partnership with local stakeholders. In 2021, 1,065 women consulted in five cities and, between March and June 2022, around 1,500 in nine cities.

In addition, since 2018, the Foundation has supported the **“Sport dans la Ville”** association for professional integration through sport, with the aim of encouraging young people in priority neighbourhoods to think about health prevention and adopt the codes. Every summer, **one in four children does not go on holiday**. In 2020, the health crisis accentuated the difficulties encountered by children and young people in priority neighbourhoods.

To **enable the 7,000 young people, supported by the association, to go on holiday**, on 11 June 2021, Sport dans la Ville launched the complete renovation of the holiday and training centre, Domaine de Chabotte, located in Drôme Provençale. As a supporter and partner of the Lyon association for nearly three years, the Ramsay Santé Foundation has proposed to **co-create and finance four health prevention workshops**. These fun learning moments will allow young people, on holiday in Chabotte, **to discover what a healthy diet is, the benefits of physical activity or how to manage their emotions**. The workshops are co-constructed with young people, as part of a social marketing approach. Employees of the Kennedy clinic or the Drôme-Ardèche private hospital, two facilities of the Ramsay Santé group, may also work there. The holiday centre opened in early July 2022. In addition, since 2020, the Foundation has been associated with the **“Vivons en forme”** programme to fight against social inequalities in health. In particular, the Foundation supports the **“Tous motivés, Lave tes mains, Protège tes copains”** (All Motivated, Wash your hands, Protect your friends) action rolled out at the start of the 2020 school year, in the midst of the Covid-19 pandemic. With this operation, the aim is to install a ritual for children aged 6 to 11 and to make hand washing attractive at school and at home. Designed using the social marketing method, this action is co-constructed with all stakeholders: parents, teachers, psychologists, youth workers, school nurses. In 2022, 7,904 children benefited from this action in 128 cities.

Composition of the Foundation

Board of Directors

- Pascal Roché, Chairman of the Board of Directors of the Ramsay Santé Corporate Foundation, Chief Executive Officer of Ramsay Santé.

Ramsay Santé members

- Lilias Boumelit, Deputy manager of the Private Hospital of Est parisien.
- Corinne Cottin, Group head of pharmacy.
- Dr François Demesmay, Chief medical innovation and patient experience officer.
- Philippe Torcelly, HR Operations and Continuous Improvement manager, France.

Qualified personalities

- Serge Guérin, sociologist, professor at INSEEC.
- Patricia Gurviez, marketing and consumer behaviour researcher at AgroParis Tech-INRA.
- Nicolas Hazard, Chairman of INCO.

Scientific College

- Dr Stéphane Locret, medical advisor of the Ramsay Santé Corporate Foundation, Director of Research and Education at Ramsay Santé.
- Dr Pierre André Becherel, dermatologist, Antony private hospital.
- Dr Magali Briane, addictologist, Clinique Mon Repos, Ramsay Santé.
- Dr François Jounieaux, pulmonologist, Pôle Lille Métropole, Ramsay Santé.
- Dr Stéphanie Gathion, Director of the Operational Performance Department, Information and Medical Data Department
- Dr Pamela Nesslany, nutritionist, Arras-les-Bonnettes private hospital, Ramsay Santé.
- Pierrick Gomez, Associate Professor of Marketing – NEOMA Business School.
- Corinne Grenier, professor and researcher – Kedge Business School.
- Thibault Deschamps, Sport Health expert, Chairman of the “Vivons en Forme” programme.
- Yann Massart, Psychiatric Nurse, Sarthe Mental Health Facility

Permanent team of the Foundation

- Brigitte Cachon, Chief Communication, Brand & CSR officer Ramsay Santé corporate Foundation Executive Officer.
- Sylvie Arzelier, General Secretary.
- Laetitia Glad, project manager.

4.6.1.2 Results

BENEFICIARIES OF RAMSAY SANTÉ FOUNDATION PREVENTION INITIATIVES (FINANCIAL YEAR, FROM 1 JULY TO 30 JUNE)

	2022
Number of people whose awareness was raised by prevention initiatives	18,327
Number of people whose awareness was raised by prevention initiatives relayed through digital communication tools	2,242,176

4.6.2 Commitment #19: Develop medical research

Medical research and the transmission of knowledge are inseparable from the practice of medicine and the keystone of progress in health.

As a result, in 2012, the Ramsay Santé group created an independent, non-profit structure financed by public bodies: the Research and Education Department. Ramsay thus becomes the leading private healthcare group in France in terms of scientific and medical research. The mission of this structure? To advance medicine, make Ramsay Santé practitioners benchmarks in research and innovation and create bridges with all players in medical research. In other words, the Research and Education Department supports and develops partnerships with hospitals and public bodies, industry players and learned societies.

4.6.2.1 A flagship measure to promote medical research, the organisation of clinical studies

The mission of the Ramsay Santé Research and Education Department is to facilitate, improve and develop research and teaching activities for the benefit of patients. The structure promotes areas of excellence and supports the scientific work in which the Group's practitioners participate.

The Ramsay Santé Research and Education Department uses public funding (MERRI funding – Teaching, Research, Benchmark and Innovation Missions), allocated to the Groupement de Coopération Sanitaire (GCS), founded in 2014.

Twice a year, calls for projects are launched for medical research projects and fellow grants. These are examined by a Scientific Steering Committee (Comité d'orientation scientifique – "COS"), made up of recognised researchers in our structures. An Ethics Committee composed of the members of the COS is also authorised to issue IRB (Institutional Review Board) opinions on retrospective data research programmes (research that does not involve humans – non RIPH).

The annual funding received is largely invested in the development of the Group's research (2/3). A portion is also paid to researchers in the form of compensation for their investment in research (1/3). In addition to financing, the support provided by this Department enables physicians to focus on their research and on their professional actions in favour of patients:

- provision of a methodologist who drafts the protocol;
- preparation of the technical documentary file to obtain validation;
- dedicated team for project implementation, statistical analysis and reporting;
- writing and translation of the article.

Clinical research projects concern, in particular, cardiology, oncology, orthopaedics, gastroenterology, and urology-nephrology. Today, more than 1,500 independent physicians conduct their research within the Ramsay Santé group and have participated in a scientific publication over the last four years.

4.6.2.2 Results

SUPPORT FOR THE GROUP'S MEDICAL RESEARCH PROJECTS (CALENDAR YEAR) - FRANCE

	2021	2020	2019
Number of research projects accepted during the year	46	54	-
Share of category A+, A and B publications	41%	38%	41%

In 2022, the Ramsay Santé group forged emblematic partnerships with Inserm teams from Saint-Antoine hospital and Robert-Debré hospital in Paris; and with the University of Nanterre.

4.6.3 Commitment #20: Develop prevention for all in our care pathways

4.6.3.1 Prevention, a strategic issue

For Ramsay Santé, the issue of prevention is at the heart of the "Yes We Care! 2025" strategic plan and its cross-functional commitment: "be present at every stage of the health journey". This is a pivotal issue for several reasons:

- for citizens, preventive medicine makes it possible to live in good health longer, in particular thanks to more personalisation: for example, prevention takes into account history and genetic heritage. This hyper-personalisation of preventive medicine requires increased attention to data security;
- for local authorities, it guarantees a significant reduction in healthcare expenditure, particularly for chronic pathologies;
- for Group employees, it is an additional satisfaction to know that they can prevent illness for healthy people.

At Ramsay Santé, this prevention approach is based in particular on the opening of general medicine or primary care centres. Some 130 centres have been acquired since the 90's, mostly in Sweden and Denmark. In addition, since 2021, Ramsay Santé has also been rolling out primary care centres in France, with a target of opening around 100 by 2026.

4.6.3.2 Results

RECEPTION IN PRIMARY CARE CENTRES (FINANCIAL YEAR, FROM 1 JULY TO 30 JUNE) – GROUP

	2022	2021
Number of consultations in primary care centre	617,816	559,455

In France, Ramsay Santé opened its first primary care centres along the lines of the Swedish model, based on the principle of capitation

The centres are located in Bourg de Péage, Pierrelatte, Ris Orangis and Argenteuil (see section 4.3.1.1).

Methodological note

Scope of consolidation

The scope of consolidation for the non-financial data falls within the financial consolidation scope.

The following exclusions were applied to the non-financial reporting for the 2022 financial year:

- companies excluded from the financial scope are not taken into account (see chapter 2, section 2.3, paragraph 3.1.2);;
- the data of a company that left the Group during the financial year is not included;
- the data of a company that joined the Group during the financial year is included;
- data for Italy will not be reported in 2022 (1 facility - 210 employees reported in financial year 2021).). Actions will be put in place for their integration in the coming years;
- medical transport is excluded from all indicators (0.3% of Group revenue). The collective agreements and the type of consumption are different from the main activity, which would complicate the harmonisation of the non-financial indicators;
- this is also the case for the sole funeral director (POMPES FUNEBRES JOUBERT).

The scope of the indicators including the “Nordic” countries (Sweden, Norway and Denmark) covers all the facilities in operation.

The geographical scope may vary depending on the availability of data and the alignment of definitions in the local country context.

In 2022, non-financial data tends to cover the financial period (1 July 2021-30 June 2022). However, depending on the type of indicator, their reporting period may vary. The time period, scope and unit are detailed in chapter 4 alongside the results for each indicator.

Information and data relating to the circular economy and the fight against food waste, the fight against food insecurity, respect for animal welfare and responsible, fair and sustainable food were not detailed because they are not considered significant in view of the CSR risks identified.

Data collection

A reporting protocol and a reference document have been formalised to ensure the consistency of the data collected. The non-financial reference document contains all the indicators required for the statement of non-financial performance. It specifies the definitions of each indicator, the unit, the reporting period and the consolidated scope. This document is shared with all contributors to the consolidation exercise. The latter is updated for the following year according to the areas for improvement identified during the financial year.

The data is consolidated at group level. Contributors from the various business lines report the expected elements within their scope. For the consolidation of the indicators for Sweden, Norway and Denmark, a key contact is responsible for consolidation at the level of these “Nordic” countries before reporting the data to the Group.

Methodological notes

Committed to its employees

The social profile indicators are calculated on the basis of headcount (see definition in the table below) and not on full-time equivalents (FTE)..

Indicators	Methodological notes
Headcount	Number of contracts open on the last day of the month (full-time, part-time, interns and work-study and temporary)
Breakdown of headcount by professional category	The categories retained are managers and non-managers
Breakdown of headcount by gender	The genders used are “Men” and “Women”
Breakdown of women by hierarchical category	Indicator calculated based on the headcount
Total number of training hours	Number of training hours covered by the OPCA (approved vocational training fund)
Percentage of employees trained	Number of employees who received training during the reporting period compared to the total headcount
Percentage of training budget to total payroll	The payroll is that declared to the OPCA
Number of workplace accidents with lost time	Number of work stoppages declared to the health insurance fund
Absenteeism rate	The number of departures of permanent employees in relation to the average number of permanent employees
Reasons for absenteeism by type of reason for absence	Number of days of absence, broken down by type of reason: Health insurance nomenclature Workplace accidents, illnesses and occupational illnesses
Permanent hires	Number of permanent contracts that started during the reporting period, including fixed-term contracts that were converted to permanent contracts
Turnover	Number of departures of permanent employees in relation to the average number of permanent employees Reason for departure: resignation, dismissal, contractual termination, retirement, death, transfer to other facilities Permanent corresponds to open-ended contracts
For the above indicators, the Baya Hôtel and the Drevon, La Recouvrance, Claude Bernard and Domont facilities are excluded for reasons of use of payroll tools.	
Percentage of disabled workers	The number of concerned employees provided by URSSAF in relation to the number of beneficiaries of the obligation to employ disabled employees (employees meeting URSSAF’s “disabled employees” categories)
Employee engagement rate	Results of an annual employee survey, using an external platform and a unique model for the Ramsay Santé group. The medical transport entities started the survey in 2021. Baya Hôtel is included in this indicator The imaging centres are currently excluded

Committed to its patients

Indicator	Methodological notes
Outpatient care rate	Number of outpatient consultations in relation to total inpatient stays and outpatient consultations .
Net Promoter Score	Patient referral index, with a common questionnaire for France, Sweden and Denmark Norway has its own satisfaction survey system.
E-Satis	French system for measuring the patient experience, managed by the French National Authority for Health (HAS). Once a year from 01/10/N to 30/09/N+1. The results are consolidated in December N+1.
HAS certification of facilities	French system for assessing facilities based on a new HAS certification framework, V2021 Coexistence of the two rating levels pending the total renewal of certification
Hospital accreditation	The authorisation system in “Nordic” countries is based on accreditation when facilities open. It is based on a quality indicator monitoring system rather than on a renewal audit system
Rate of use of the Ramsay Services portal	The number of patients who used online admission in relation to the total number of admissions

4

Committed to its practitioners

Indicator	Methodological notes
Number of interns received in training	Number of interns registered for six-month internships. The number of open internships is regulated by the ARS. Each year two sessions are opened: in May and November
Number of heavy equipment items renewed and new acquisitions	List of main heavy equipment: MRI, CT scan, robot, PET scan, radiology table, radiotherapy accelerator, hybrid room, HOLEP laser, THULEP, gamma camera
Number of users of the LIFEN tool	This indicator records the number of accounts accessing the LIFEN tool
Rate of paperless sending of medical reports	Number of medical reports (delivery reports, admission reports, laboratory testing reports, hospitalisation reports, multidisciplinary consultation meeting reports, consultation reports, medical imaging reports, operating reports, certificates, invoices, prescriptions, etc.) Compared to all reports containing patient information (recognised by LIFEN AI)

Committed to the planet

For all indicators in this area, the reporting period runs from 01/04/2021 to 31/03/2022 for France, and corresponds to the financial year (01/07/2021 to 30/06/2022) for Sweden and Norway.

For France, the indicators below include Baya Hôtel.

Indicator	Methodological notes
Breakdown of Scope 1 & 2 GHG emissions	France: The source of the emission factors is the ADEME carbon database Sweden and Norway: The sources of the emission factors are the LCA calculation tool databases (simapro and WSP)
Direct emissions from stationary combustion sources	Gas, energy and fuel oil consumption
Direct emissions from mobile sources with combustion engine	Fuel consumption of employees' company vehicles
Direct process emissions	Consumption of anaesthesia gases Exclusion of the Medical Care and Rehabilitation facilities and Mental Health facilities as their activity does not use anaesthesia gases
Direct fugitive emissions	Consumption of refrigerants
Indirect emissions related to electricity consumption	Electricity consumption
Electricity consumption	France: consumption reported by energy service provider meters Sweden and Norway: most premises are rented. Consumption is obtained from the owners
Gas consumption	France: consumption reported by energy service provider meters
Fuel oil consumption	France: consumption based on invoices of top-ups, which are not annual
District heating consumption	France: consumption based on invoices Sweden and Norway: most premises are rented. Consumption is obtained from the owners
Anaesthesia gases	Exclusion of the Medical Care and Rehabilitation facilities and Mental Health facilities as their activity does not use anaesthesia gases
Waste: Infectious clinical waste (DASRI), Non-infectious clinical waste treated as household waste (DAOM), Recycled	Exclusion of Baya Hôtel and administrative facilities

Committed to society

Indicator	Methodological notes
Number of people made aware of prevention actions	The number of people reached by the prevention messages carried by the Ramsay Santé Foundation
Number of people made aware by digital communication tools relaying prevention actions	The number of people reached by prevention messages on social networks: Number of impressions, unique clicks, users on Google, views (average duration 02:10 minutes)
Number of research projects	Number of research projects accepted by the project committee during the year (campaigns in March and September)
Share of category A+, A and B publications	All publications related to the Ramsay Santé group. The categories are taken from the SIGAPS report
Number of consultations in primary care centres	Total consultations in the four centres recently opened in France and digital consultations in the "Nordic" countries

Report of one of the Statutory Auditors, designated as an independent third party, on the verification of the consolidated statement of non-financial performance

Financial year ended 30 June 2022

To the General Shareholders' Meeting,

In our capacity as Statutory Auditors of your Company Ramsay Santé (hereafter "entity"), designated as an independent third party ("third party"), accredited by the COFRAC under number 3-1886 rev. 0 (Accreditation Cofrac Inspection, scope available on www.cofrac.fr), we have performed work designed to provide a reasoned opinion expressing a moderate assurance conclusion on the historical information (observed or extrapolated) of the consolidated statement of non-financial performance, prepared in accordance with the entity's procedures (hereinafter the "Standards"), for the year ended 30 June 2022 (hereinafter respectively the "Information" and the "Statement"), presented in the Group management report in application of the legal and regulatory provisions of Articles L.225 102-1, R.225-105 and R.225-105-1 of the French Commercial Code.

CONCLUSION

Based on the procedures we performed, as described in the "Nature and scope of work" section, and on the information we obtained, nothing has come to our attention that causes us to believe that the Statement is not in compliance with the applicable regulatory requirements and that the Information, taken as a whole, is presented fairly in accordance with the Standards.

COMMENTS

Without calling into question the conclusion expressed above and in accordance with the provisions of Article A.225-3 of the French Commercial Code, we make the following comments:

- The reporting scope is not homogeneous for all social and environmental indicators, due to the exclusions of certain entities, which are specified in the Statement.
- As indicated in the Statement, the indicators relating to energy consumption and greenhouse gas emissions generated (Scopes 1 and 2) are presented over a reporting period from 1 April 2021 to 31 March 2022.
- Some reporting processes and tools require more controls and traceability, particularly with regard to refrigerants and quantities of waste produced (infectious clinical waste).

PREPARATION OF THE STATEMENT

The lack of a generally accepted and commonly used framework or established practice on which to base the assessment and measurement of information allows for the use of different, but acceptable, measurement techniques that may affect comparability between entities and over time.

Therefore, the Information should be read and understood with reference to the Standards, the material elements of which are set out in the Statement and available on request from the entity's head office.

LIMITATIONS INHERENT IN THE PREPARATION OF INFORMATION RELATED TO THE STATEMENT

The Information may be subject to uncertainty inherent in the state of scientific or economic knowledge and in the quality of the external data used. Some information is sensitive to the methodological choices, assumptions or estimates made in its preparation and presented in the Statement.

RESPONSIBILITY OF THE ENTITY

It is the responsibility of the Board of Directors:

- to select or establish appropriate criteria for the preparation of the Information;
- to prepare a Statement in accordance with legal and regulatory requirements, including a presentation of the business model, a description of the main non-financial risks, a presentation of the policies applied with regard to these risks and the results of these policies, including key performance indicators and, in addition, the information required by Article 8 of Regulation (EU) 2020/852 (green taxonomy);
- and to implement such internal control as it determines is necessary to produce Information that is free from material misstatement, whether due to fraud or error.

The Statement has been prepared by applying the entity's Standards as mentioned above.

RESPONSIBILITY OF THE APPOINTED INDEPENDENT THIRD PARTY STATUTORY AUDITOR

It is our responsibility, on the basis of our work, to formulate a reasoned opinion expressing a conclusion of moderate assurance on:

- the compliance of the Statement with the provisions of Article R.225-105 of the French Commercial Code;
- the fairness of the information provided pursuant to 3° of I and II of Article R.225-105 of the French Commercial Code, i.e. the results of policies, including key performance indicators, and actions, relating to the main risks, hereinafter the "Information".

As it is our responsibility to form an independent conclusion on the information as prepared by management, we are not permitted to be involved in the preparation of this information as this could compromise our independence.

It is not our responsibility to comment on:

- the entity's compliance with other applicable legal and regulatory provisions, in particular with regard to the information required by Article 8 of Regulation (EU) 2020/852 (green taxonomy), the due diligence plan and the fight against corruption and tax evasion;
- the fairness of the information provided for in Article 8 of Regulation (EU) 2020/852 (green taxonomy);
- the compliance of products and services with applicable regulations.

REGULATORY PROVISIONS AND APPLICABLE PROFESSIONAL DOCTRINE

We conducted our work described below in accordance with our audit programme under the provisions of Articles A.225-1 et seq. of the French Commercial Code, the professional doctrine of the French National Institute of Statutory Auditors (Compagnie Nationale des Commissaires aux Comptes) relating to this subject, and the International Standard on Assurance Engagements other than Audits or Reviews of Historical Financial Information (ISAE 3000 – Revised).

INDEPENDENCE AND QUALITY CONTROL

Our independence is defined by the provisions of Article L.822-11-3 of the French Commercial Code and the French Code of Ethics. In addition, we have implemented a quality control system that includes documented policies and procedures to ensure compliance with applicable laws and regulations, ethical rules and the professional doctrine of the French National Institute of Statutory Auditors (Compagnie Nationale des Commissaires aux Comptes) relating to this activity.

MEANS AND RESOURCES

Our work mobilised the skills of six people and took place between July and October 2022 over a total intervention period of approximately seven weeks.

We called on our specialists in sustainable development and social responsibility to assist us in our work. We conducted around ten interviews with the people responsible for preparing the Statement.

Our work involved the use of information and communication technologies that allowed the work and interviews to be carried out remotely without hindering their execution.

NATURE AND SCOPE OF WORK

We planned and performed our work taking into account the risks of material misstatement of the Information.

In our opinion, the procedures we have carried out in the exercise of our professional judgement enable us to provide a moderate level of assurance:

- We reviewed the activities of all the companies included in the scope of consolidation and the main risks.
- We assessed the appropriateness of the Standards in terms of its relevance, completeness, reliability, neutrality and understandability, taking into account, where appropriate, good industry practice.
- We verified that the Statement covers each category of information provided for in Article L.225-102-1 on social and environmental matters, respect for human rights and the fight against corruption and tax evasion.
- We verified that the Statement presents the information required by II of Article R.225-105 when it is relevant to the main risks and includes, where appropriate, an explanation of the reasons for the absence of the information required by the second paragraph of III of Article L.225-102-1.
- We verified that the Statement presents the business model and a description of the principal risks of the business of all entities included in the scope of consolidation, including, where relevant and proportionate, the risks created by its business relationships, products or services, as well as policies, actions and results, including key performance indicators relating to the principal risks.
- We consulted documentary sources and conducted interviews to:
  - assess the process for selecting and validating key risks and the consistency of the results, including the selected key performance indicators, with the key risks and policies presented; and
  - corroborate the qualitative information (actions and results) that we considered most important. (1)
- We verified that the Statement covers the consolidated scope, i.e. all the companies included in the scope of consolidation in accordance with Article L.233-16 with the limits specified in the Statement.
- We reviewed the internal control and risk management procedures implemented by the entity and assessed the collection process aimed at ensuring the completeness and fairness of the Information.
- For the key performance indicators and other quantitative outcomes that we considered to be the most important (2) we implemented:
  - analytical procedures consisting of checking the correct consolidation of the data collected as well as the consistency of their evolution;
  - detailed tests on the basis of sampling or other means of selection, consisting of verifying the correct application of definitions and procedures and reconciling the data with the supporting documents.
- We assessed the overall consistency of the Statement in relation to our knowledge of all the entities included in the scope of consolidation.

The procedures performed under a moderate level of assurance are less extensive than those required for a reasonable level of assurance performed in accordance with the professional doctrine of the National Institute of Statutory Auditors (Compagnie nationale des commissaires aux comptes); a higher level of assurance would have required more extensive audit work.

Paris-La Défense, 26 October 2022

One of the Statutory Auditors,

Deloitte & Associés

Jean-Marie LE GUINER Partner, Audit	Julien RIVALS Partner, Sustainable Development

1) *Qualitative information: CSR governance and organisation; Measures to assess, prevent and limit psychosocial risks; Prevention of harassment in the workplace; Collective agreements and employee representation.*

2) *Quantitative information: Total workforce; Breakdown of male/female employees by hierarchical category; Employee engagement rate; Absenteeism rate; NPS (Net Promoter Score); % of Ramsay Santé facilities certified by the HAS; Lifen – Number of users of the tool; Electricity consumption; Gas consumption; Fuel oil consumption; District heating consumption; Fuel consumption; Diesel consumption; Consumption of anaesthesia gases; Greenhouse gas emissions on Scopes 1 and 2; Tonnage of infectious clinical waste.*

5

CORPORATE GOVERNANCE

5.1 Administrative, management, supervisory and Executive Management bodies

Ramsay Générale de Santé is a limited liability Company with a Board of Directors (société anonyme à Conseil d'administration). A summary of the main provisions of the bylaws and internal regulations is provided in section 6.4.7 of this document.

5.1.1 Composition of the Board of Directors

As of the date of this document, the Company's Board of Directors comprises 10 members, as presented in the following tables.

First and last names or company name	Date of appointment or renewal of the current directorship	Expiry date of directorship/term of office	Number of shares held in the Company
Chairman of the Board of Directors Craig McNally	General Meeting of 11 December 2020	Ordinary General Meeting of the Company called to approve the financial statements for the financial year ending 30 June 2024	-
Vice-Chairman and Director Matthieu Lance	Board of Directors' meeting of 21 April 2022 (1)	Ordinary General Meeting of the Company called to approve the financial statements for the financial year ending 30 June 2024	-
Independent member			
Anne-Marie Couderc	General Meeting of 11 December 2020	Ordinary General Meeting of the Company called to approve the financial statements for the financial year ending 30 June 2024	-
Directors representing employees			
Elvire Kodjo	Board of Directors' meeting of 25 September 2019	Ordinary General Shareholders' Meeting called to approve the financial statements for the financial year ending 30 June 2023	-
Olivier Poher	Board of Directors' meeting of 2 June 2021	Ordinary General Meeting of the Company called to approve the financial statements for the financial year ending 30 June 2025	15
Other members			
Martyn Roberts	General Meeting of 11 December 2020	Ordinary General Meeting of the Company called to approve the financial statements for the financial year ending 30 June 2024	
Andrew Jones	General Meeting of 11 December 2020	Ordinary General Meeting of the Company called to approve the financial statements for the financial year ending 30 June 2024	
Karen Penrose	Board of Directors' meeting of 23 February 2021	Ordinary General Meeting of the Company called to approve the financial statements for the financial year ending 30 June 2024	

First and last names or company name	Date of appointment or renewal of the current directorship	Expiry date of directorship/term of office	Number of shares held in the Company
Crédit Agricole Assurances Represented by: Magali Chessé	General Meeting of 9 December 2021	Ordinary General Meeting of the Company called to approve the financial statements for the financial year ending 30 June 2025	43,953,926(3)
Ramsay Health Care (UK) Ltd. Represented by: Colleen Harris(2)	General Meeting of 9 December 2021	Ordinary General Meeting of the Company called to approve the financial statements for the financial year ending 30 June 2025	58,276,376

(1) Mr Matthieu Lance was co-opted as a Director and appointed Vice-Chairman by decision of the Board of Directors on 21 April 2022, replacing Mr Jean-Jacques Duchamp, for the remaining term of office of his predecessor, i.e. until the close of the General Meeting called to approve the financial statements for the year ending 30 June 2024.

(2) The Board of Directors' Meeting of 20 October 2021, took note of the appointment of Ms Colleen Harris to replace Mr Peter Evans as permanent representative of Ramsay Health Care (UK) Ltd.

(3) Stake held through its subsidiary Predica.

5.1.2 Biographies of the members of the Board of Directors and permanent representatives of legal entities

Australian

Age: **61 years**

Date of first appointment: **01/10/2014**

Expiry date of directorship/term of office: **30/06/2024**

Business address: **126 Phillip Street, Sydney NSW 2000, Australia.**

Number of shares held: **0**

Craig McNally

Chief Executive Officer of the Ramsay Health Care group

After holding various positions within the Group and having led the overall strategy, Craig McNally was appointed Group Chief Executive Officer of Ramsay Health Care in July 2017. Throughout his career, he steered the Group's development and increased its size by strengthening the capacity of the existing portfolio, the creation of new facilities and major acquisitions including Elysium Healthcare, Affinity Health Care, Capio UK, Ramsay Sime Darby, Ramsay Santé and Générale de Santé, which subsequently became Ramsay Santé. He has direct responsibility for Ramsay's operations in Europe and Asia.

Main positions held in the Company:

- Chairman of the Board of Directors
- Member of the Appointments and Remuneration Committee

Main position held outside the Company:

- Chief Executive Officer of Ramsay Health Care Limited

Other positions or offices in the last five years *(other than those exercised in a subsidiary of the Company)*

- Director of Ramsay Health Care (UK) Limited

French

Age: **53 years**

Date of first appointment: **21/04/2022**

Expiry date of directorship/term of office: **30/06/2024**

Business address: **16-18 boulevard de Vaugirard, 75015 Paris.**

Number of shares held: **0**

Matthieu Lance

Deputy Chief Investment Officer – Head of Real Assets & Equity Stakes at Crédit Agricole Assurances

Matthieu Lance began his career at CCF in 1994 in financial engineering, on structured finance. In 1998, he joined Banque Lazard, where he advised large industrial clients and investment funds in Mergers & Acquisitions. In 2007, he joined BNP Paribas as Managing Director Corporate Finance, successively in charge of the Chemicals, Aerospace, Defence and Automotive sectors (2007-2012) and then within the Mergers & Acquisitions France team (2012-2016). In 2016, Matthieu Lance joined Crédit Agricole CIB as Deputy Global Head of Mergers & Acquisitions, for which he has been Co-Global Head since the end of 2019. Matthieu Lance is a graduate of the École Centrale de Paris.

Main positions held in the Company:

- Member of the Board of Directors
- Vice-Chairman of the Board of Directors
- Member of the Appointments and Remuneration Committee[1]

Main position held outside the Company:

- Deputy Chief Investment Officer – Head of Real Assets & Equity Stakes at Crédit Agricole Assurances

Other positions or offices in the last five years *(other than those exercised in a subsidiary of the Company)*

- Member of the Supervisory Board of Altarea
- Permanent representative of Predica on the Board of Directors of Aéroports de Paris and Gecina
- Permanent representative of Crédit Agricole Assurances on the Board of Directors of Semmaris
- Member of the Board of Directors of Cassini

(1) On 21 April 2022, the Board of Directors took note of the appointment of Mr Matthieu Lance as a member of the Appointments and Remuneration Committee, replacing Mr Jean-Jacques Duchamp.

French

Age: **43 years**

Date of first appointment:
25/09/2019

Expiry date of directorship/term of office:
30/06/2023

Business address:
Hôpital Privé Armand Brillard, 3-6 avenue Watteau, 94130 Nogent-sur-Marne.

Number of shares held: **0**

Elvire Kodjo

Care Unit Manager at the Armand Brillard Private Hospita

A registered state nurse graduated in 2002 from the Théodore Simon Nursing training institute (Neuilly sur Marne), Elvire Kodjo, born in 1979, currently works as a Care Unit Manager at the Armand Brillard Private Hospital in Nogent-sur-Marne, France, where she manages a team in the dialysis and chemotherapy departments. She has also been an employee representative since 2004.

Elvire Kodjo was appointed to the Board of Directors of Ramsay Générale de Santé SA on 25 September 2019 as a Director representing employees pursuant to Article L.225-27-1 of the French Commercial Code.

Main position held in the Company:

- Member of the Board of Directors representing employees

Main position held outside the Company:

- Care Unit Manager Armand Brillard Private Hospital

Other positions or offices in the last five years *(other than those exercised in a subsidiary of the Company)*

- None

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French

Age: **57 years**

Date of first appointment:
02/06/2021

Expiry date of directorship/term of office:
30/06/2025

Business address:
CMCO ÉVRY/Clinique du Mousseau, 2 avenue du Mousseau, 91035 Évry CEDEX.

Number of shares held: **15**

Olivier Poher

Anaesthetist nurse at CMCO ÉVRY

Anaesthetist nurse at CMCO ÉVRY since 1995, following 16 years in the public hospital service at AP-HP, Olivier Poher was appointed to the Board of Directors of Ramsay Générale de Santé SA on 2 June 2021 as Director representing employees pursuant to Article L.225-27-1 of the French Commercial Code and following the amendment of Article 14 “Board of Directors” of Ramsay Générale de Santé’s bylaws by the Annual General Shareholders’ Meeting of 11 December 2020.

Main position held in the Company:

- Member of the Board of Directors representing employees

Main position held outside the Company:

- Anaesthetist nurse at CMCO Évry

Other positions or offices in the last five years *(other than those exercised in a subsidiary of the Company)*

- None

French

Age: **72 years**

Date of first appointment: **27/03/2014**

Expiry date of directorship/term of office: **30/06/2024**

Business address: **2 rue Robert Esnault-Pelterie, 75007 Paris.**

Number of shares held: **0**

Anne-Marie Couderc

Chairwoman of the Board of Directors of Air France – KLM

Anne-Marie Couderc, a graduate in private law and holder of a certificate of aptitude for the legal profession, began her career in 1972 as a lawyer at the Paris Bar. She was then Head of Legal for Hachette's industrial sector from 1979 to 1982, and subsequently held various management positions within the Lagardère group from 1982 to 1995.

At the same time, Anne-Marie Couderc has had a political career: elected a municipal councillor in Paris in 1983, she was successively, until 2001, Councillor of Paris, then Deputy Mayor of Paris from 1989 to 2001. Elected as a Member of Parliament in 1993, she joined the Government in 1995, where she was appointed Secretary of State to the Prime Minister, in charge of Employment, then Minister Delegate to the Minister of Labour and Social Affairs, in charge of Employment until 1997.

At the end of 1997, she was appointed Chief Executive Officer of Hachette Filippachi Associés and, from 2006 to 2010, General Secretary of Lagardère Active (press and audiovisual activities). From 2011 to 2017, she was Chairwoman of the Presstalis Group (press distribution business). Since 30 June 2017, she has been a corporate Director.

She has been Chairwoman of the Board of Directors of Air France – KLM since 15 May 2018.

Main positions held in the Company:

- Independent member of the Board of Directors
- Chairwoman of the Appointments and Remuneration Committee
- Member of the Audit Committee
- Member of the Risk Committee

Main positions held outside the Company:

- Chairwoman of the Board of Directors of Air France KLM
- Chairwoman of the Board of Directors of Air France
- Chairwoman of the Air France KLM Nomination and Governance Committee

Other positions or offices in the last five years *(other than those exercised in a subsidiary of the Company)*

- Independent member of the Board of Directors of Plastic Omnium
- Chairwoman of the Board of Directors of Presstalis *(until 2017)*
- Independent member of the Board of Directors of Transdev
- Member of the Supervisory Board of AYMING *(until 2021)*
- Director of the Veolia Foundation
- Member of the ESEC

French

Age: **48 years**

Date of first appointment: **18/01/2016** [(1)]

Expiry date of directorship/term of office: **30/06/2025**

Business address: **16-18 boulevard de Vaugirard, 75015 Paris.**

Number of shares held: **0**

Magali Chessé

Head of Equity Investment Strategies at Crédit Agricole Assurances

Magali Chessé has been Head of Equity Investment Strategies at Crédit Agricole Assurances since 2010. Having begun her career in 1999 in Private Equity (venture capital/development capital) and then Chief Investment Officer at Crédit Agricole Private Equity, she joined Predica, where she was in charge of managing and monitoring the Equity, Private Equity and Infrastructure asset classes. She is a graduate in economics and management (Universities of Strasbourg and Paris Dauphine) and member of the French Society of Financial Analysts. She also holds a Corporate Director Certificate (IFA/Sciences-Po).

Main position held in the Company:

- Permanent representative of Crédit Agricole Assurances on the Board of Directors, the Risk Committee and the Audit Committee

Main position held outside the Company:

- Head of Equity Investment Strategies at Crédit Agricole Assurances

Other positions or offices in the last five years *(other than those exercised in a subsidiary of the Company)*

- Member of the Supervisory Board of Indigo Group, Infra Foch Topco and Elis
- Member of the Board of Directors of Arcapark, Cassini, Edison Renewables, Tunels de Barcelona I Cadi and 2i Aeroporti SpA
- Non-voting Director of Movhera
- Permanent representative of Predica on the Boards of Directors of Frey and Semmaris
- Permanent representative of Predica, non-voting Director of Siparex Associés and Tivana France Holding Group TDF
- Permanent representative of Predica on the Supervisory Board of Effi Invest II

(1) Date of appointment as permanent representative

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Australian

Age: **62 years**

Date of first appointment:
23/02/2021

Expiry date of directorship/term of office:
30/06/2024

Business address:
126 Phillip Street, Sydney NSW 2000, Australia.

Number of shares held: **0**

Karen Penrose

Non-executive Director of Ramsay Health Care

Karen Penrose has a long career as an executive and Chief Financial Officer, primarily in Financial Services. She has an in-depth knowledge of the financial management of operations in a rapidly changing regulatory environment, thanks to her 20 years of banking experience at Commonwealth Bank and HSBC and eight years as Chief Financial Officer of a listed company.

Karen Penrose has been a Director of Ramsay Health Care since 2014 and is a member of the company's Audit Committee. Karen Penrose is also a Director of Vicinity Centres, Bank of Queensland and Estia Health. Karen Penrose is a member of Chief Executive Women and sits on the Board of Directors of Marshall Investments Pty Limited and Rugby Australia Limited.

Karen Penrose was appointed to the Board of Directors of Ramsay Générale de Santé SA on 23 February 2021 by co-option, to replace Ms Carmel Monaghan, for the remainder of her predecessor's term of office, i.e. until the close of the General Meeting called to approve the financial statements for the financial year ending 30 June 2024.

Main positions held in the Company:

- Member of the Board of Directors
- Member of the Audit Committee

Main positions held outside the Company:

- Non-executive Director of Ramsay Health Care
- Director of Estia Health Limited
- Director of Bank of Queensland Limited
- Director of Marshall Investments Pty Limited
- Director of Rugby Australia Limited
- Director of NH & SK Pty Ltd ATF (2009 Trust, 1510 Trust, 1203 Trust, 2608 Trust)
- Director of Cochlear Limited *(since 1 July 2022)*

Other positions or offices in the last five years *(other than those exercised in a subsidiary of the Company)*

- Director of Spark Infrastructure Group *(until 27 May 2020)*
- Director of AWE Limited *(until 30 April 2018)*
- Director of Future Generation Global Investment company Limited *(until 31 October 2018)*
- Director of St Andrew Services Australia Pty Ltd *(until 28 October 2021)*
- Director of St Andrew's Life Insurance Pty Ltd *(until 28 October 2021)*
- Director of Vicinity Centres Limited *(until 15 September 2022)*

Australian

Age: **54 years**

Date of first appointment: **20/10/2021** (1)

Expiry date of directorship/term of office: **30/06/2025**

Business address: **126 Phillip Street, Sydney NSW 2000, Australia.**

Number of shares held: **0**

Colleen Harris

Head of Talent Management Strategy at Ramsay Health Care

Colleen Harris joined Ramsay Health Care in January 2018 as Group Chief People Officer.

In her role, Colleen Harris is responsible for the Group's talent management strategy, including the mapping of targets for areas where key expertise will be required in the future, talent development and succession plans for the most senior Group executives.

She holds a BSc in Education from the University of Melbourne, is a member of the AICD and of the Australian Human Resources Institute.

Colleen Harris has been a member of Chief Executive Women (CEW) for over 10 years and is currently a member of the CEW Board of Directors.

In 2020, Colleen Harris was appointed Director of Ramsay Sime Darby Health Care, Ramsay Health Care's joint venture with Sime Darby.

Main position held in the Company:

- Permanent representative of Ramsay Health Care (UK) Limited on the Board of Directors and on the Appointments and Remuneration Committee(2)

Main position held outside the Company:

- Group Chief People Officer of Ramsay Health Care

Other positions or offices in the last five years *(other than those exercised in a subsidiary of the Company)*

- Non-executive member of the Board of Directors of Ramsay Sime Darby
- Non-executive member of the Board of Directors of Chief Executive Women *(until November 2021)*

(1) Date of appointment as permanent representative

(2) On 23 February 2022, the Board of Directors duly noted the appointment of Ramsay Health Care (UK) Limited, represented by Ms Colleen Harris, as a member of the Appointments and Remuneration Committee.

Australian

Age: **53 years**

Date of first appointment:
22/04/2020

Expiry date of directorship/term of office:
30/06/2024

Business address:
126 Phillip Street, Sydney NSW 2000, Australia.

Number of shares held: **0**

Martyn Roberts

Group CFO of Ramsay Health Care Limited

Martyn Roberts joined Ramsay Health Care in April 2020 as Group Chief Financial Officer. Prior to that, he held the position of Group Chief Financial Officer of Coca-Cola Amatil Ltd for five years.

Before joining Amatil, Martyn Roberts worked for the Woolworths Ltd group for seven years in various managerial positions, including Chief Financial Officer of Large Stores, Chief Executive Officer of Woolworths Petrol and Head of Strategy and Development. Previously, Martyn Roberts held financial positions in the fashion and luxury goods sector in Sydney, London, Hong Kong and Paris, including nine years at Louis Vuitton.

A graduate in Mathematical and Statistical Sciences from the University of York, Martyn Roberts began his career at Coopers and Lybrand in the United Kingdom, during which time he joined the Institute of Chartered Accountants in England and Wales.

Martyn Roberts is currently Co-Vice-Chairman of the "Group of 100" in Australia.

Main positions held in the Company:

- Member of the Board of Directors
- Member of the Audit Committee

Main position held outside the Company:

- Group CFO of Ramsay Health Care Limited

Other positions or offices in the last five years *(other than those exercised in a subsidiary of the Company)*

- Group Chief Financial Officer Coca Cola Amatil Ltd
- Chairman of Australian Beer company Ltd.
- Chairman of Ramsay Sime Darby Health Care Sdn. Bhd

English

Age: **48 years**

Date of first appointment:
20/10/2020

Expiry date of directorship/term of office:
30/06/2024

Business address:
25 Old Broad Street, London EC2N 1HQ, United Kingdom.

Number of shares held: **0**

Andrew Jones

Global Chief Growth Officer at Ramsay Health Care

Andrew Jones has been Global Chief Growth Officer at Ramsay Health Care since November 2021. From 2018 to 2021, Andrew Jones was Chairman and Chief Executive Officer of Ramsay Health Care UK.

As part of the Ramsay Health Care management team, which sets the overall strategy in the 11 countries in which Ramsay Health Care operates, Andrew Jones has a particular focus on patient safety and quality of service and the comparative assessment of clinical outcomes.

Prior to joining Ramsay Health Care UK, Andrew Jones was COO at Nuffield Health.

Andrew Jones studied medicine at the University of Leeds and holds an MBA from the University of Cambridge. Andrew Jones completed his surgical training in Leeds and began his career as a general practitioner in Lincolnshire.

He was a non-executive member of the Board of Directors of the Chelsea and Westminster NHS Foundation Trust from 2014 to 2020.

Main positions held in the Company:

- Member of the Board of Directors
- Chairman of the Risk Committee

Main position held outside the Company:

- Global Chief Growth Officer at Ramsay Health Care

Other positions or offices in the last five years *(other than those exercised in a subsidiary of the Company)*

- Non-executive member of the Board of Directors of the Chelsea and Westminster NHS Foundation Trust *(until August 2020)*
- Chairman and Chief Executive Officer of Ramsay Health Care UK *(until November 2021)*

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5.1.3 Meetings of the Board of Directors

Each year, the Board of Directors sets a schedule of its meetings according to the governance and financial statements closing deadlines. This schedule is regularly revised to accommodate the latest operational or strategic events. Between 1 July 2021 and 30 June 2022, the Board of Directors met 10 times, with an average attendance rate of 93%.

The three Committees set up by the Board of Directors examine matters falling within their statutory and regulatory powers within the framework of the missions assigned to them by the internal regulations. The Audit Committee met seven times, with a member attendance rate of over 96%. The Appointments and Remuneration Committee met twice, with a member attendance rate of 83%. Lastly, the Risk Committee met four times with a member attendance rate of 100%.

5.1.4 Executive Management

The Company is a public limited company (société anonyme) with a Board of Directors, with a separation of the functions of Chairman of the Board of Directors and Chief Executive Officer.

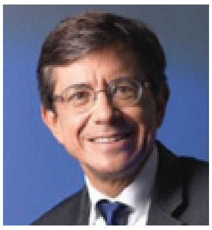
As of the date of this document, Executive Management is exercised by a single Chief Executive Officer, Mr Pascal Roché.

Mr Roché was appointed on 30 June 2011, and his term of office was renewed in 2014, 2016 and 2019. His current three-year term of office will expire at the end of the General Meeting held in 2022 to approve the financial statements for the financial year ended 30 June 2022.

The Board of Directors will vote on the renewal of the Chief Executive Officer's term of office at the end of the General Meeting of 8 December 2022, the Appointments and Remuneration Committee having, at its meeting of 10 October 2022, decided to recommend that the Board renew his term of office until 30 June 2026.

First and last names or company name	Date of renewal of the current term of office as Chief Executive Officer	Expiry date of directorship/term of office	Number of shares held in the Company
Chief Executive Officer Pascal Roché	Board of Directors' meeting of 10 December 2019	Ordinary General Meeting of the Company to approve the financial statements for the financial year ended 30 June 2022	-

5.1.5 Biography of the Chief Executive Officer



French

Age: **59 years**

Date of first appointment: **30/06/2011**

Expiry date of directorship/ term of office: **30/06/2022**

Business address: **39 rue Mstislav Rostropovitch, 75017 Paris.**

Number of shares held: **0**

Pascal Roché

Chief Executive Officer of Ramsay Générale de Santé

Pascal Roché is a graduate of HEC, holds a Master's degree in Private Law (Paris II Assas) and a DEA in economics and organisational strategy (Paris Dauphine) and is an IAF actuary. He began his career in strategy consulting before joining the insurance sector, in the UAP group (now AXA France), in 1991, where he was responsible for several operational departments before being appointed Deputy Chief Executive Officer of AXA France Services in 2000, followed by Head of Central Functions of AXA France. In 2002, he was appointed Chairman and Chief Executive Officer of the Barclays banking group for France and then Chairman and Chief Executive Officer of Barclays Spain in 2010. He joined Ramsay Générale de Santé on 30 June 2011 as Chief Executive Officer.

Main position held in the Company:

- Chief Executive Officer

Main positions held outside the Company:

- Chairman of Compagnie Générale de Santé
- Chairman of the Board of Directors of Capio AB (Sweden)
- Chairman and Chief Executive Officer and Director of Dynamis
- Director of GIE Ramsay Hospitalisation and GIE Ramsay Santé
- Chairman and Director of the Ramsay Santé Corporate Foundation
- Director of GCS Ramsay Santé Enseignement & Recherche
- Permanent representative of Dynamis on the Board of Directors of the Clinique de Villeneuve-Saint-Georges
- Permanent representative of Dynamis as Chairman of CERS Capbreton
- Permanent representative of Compagnie Générale de Santé on the Board of Directors of Iridis Nord, Centrale Ramsay Santé and Hôpital Privé Métropole
- Permanent representative of Compagnie Générale de Santé on the Supervisory Board of Lille Sud
- Chairman of Ramsay Services *(from 26/07/2021)*
- Chairman of Immobilière de Santé *(since 02/09/2021)*
- Permanent representative of Immobilière de Santé, Manager of SCI Massy, Société Civile Immobilière de Chassignol, SCI de la Clinique Jouvenet, SCI Beautiful Avenue, Océance, Société Civile Immobilière La Couture, Barbusse Immobilier, SCI Valmy, SCI HPM Flandres, SCI HPM Boiseries, Société Civile Immobilière de Saint Pol and SCI Les Alouettes *(since 02/09/2021)*
- Permanent representative of Immobilière de Santé as Chairman of Immobilière Salicacées *(since 02/09/2021)*

Other positions or offices in the last five years *(other than those exercised in a subsidiary of the Company)*

- Chairman of the Board of Directors of Aviva *(until 30/09/2021)*

5.1.6 Declarations concerning members of the Board of Directors and Executive Management

To the best of the Company's knowledge and based on the statements of the members of the Board of Directors and Executive Management, there are no family ties between the members of the Board of Directors and Executive Management.

To the best of the Company's knowledge, over the last five years: (i) no executive officer has been convicted of fraud, (ii) no executive officer has been associated with a bankruptcy, a company placed under receivership or liquidation, (iii) no incrimination and/or official public sanction has been imposed on an executive officer by statutory or regulatory authorities (including designated professional bodies) and (iv) no executive officer has been prevented by a court from acting as a member of an administrative, management or supervisory body of an issuer or from intervening in the management or conduct of the affairs of an issuer.

5.1.7 Conflicts of interest

The internal regulations of the Board of Directors include provisions intended to identify and prevent conflicts of interest under the terms of which:

"All members of the Board are required to inform the Board of any situation of conflict of interest, even a potential one, and must abstain from voting on any deliberations of the Board for which they would be in such a situation of conflict of interest."

To the best of the Company's knowledge, there are no (i) potential conflicts of interest with regard to the administrative and Executive Management bodies of Ramsay Générale de Santé; nor (ii) any arrangements or agreements entered into by the Company with the main shareholders other than those described in the Statutory Auditors' special report appearing in section 6.3 of this document, or with customers or suppliers, pursuant to which a member of the Board of Directors or Executive Management has been selected.

5.2 Operation of the administrative and management bodies

These reports describe the operating methods of the Company's administrative and management bodies.

5.2.1 Corporate Governance Code

The Company refers to the recommendations of the Corporate Governance Code for listed companies published by Afep and Medef in its version updated in January 2020 (the "Afep-Medef Code"), which can be consulted on the Medef website: www.medef.com.

The Company has provided the members of the governance bodies with a copy of the Afep-Medef Code, given to them with the Company's bylaws and internal regulations at the time of their appointment and communicated to them whenever these reference documents are amended.

In the context of the "apply or explain" rule provided for in Article L.22-10-10 of the French Commercial Code and referred to in Article 27.1 of the Afep-Medef Code, the table below sets out the recommendations of the Afep-Medef Code whose application has been rejected by the Company and the reasons why:

Recommendations of the Afep-Medef Code (hereinafter the "Code")	Practices of Ramsay Générale de Santé and justifications
Proportion of independent Directors on the Board of Directors (Article 9.3 of the Code) *"The proportion of independent Directors must be half of the members of the Board in companies with dispersed capital and without controlling shareholders. In controlled companies, the proportion of independent Directors must be at least one-third. Directors representing employee shareholders and Directors representing employees are not included in the calculation of these percentages."*	As of the date of this document, the Board of Directors of Ramsay Générale de Santé has one independent Director out of eight members, excluding Directors representing employees. The Company is a controlled company within the meaning of Article L.233-3 of the French Commercial Code. Its shareholding consists of two major shareholders who together hold 92.61% of its share capital. The composition of the Board of Directors therefore reflects its shareholding structure. For this reason it has only one independent member, Ms Anne-Marie Couderc (i.e. 12.5% independent Directors, identical to the previous financial year). Following the amendment to the bylaws approved at the General Meeting of 11 December 2020, a second Director representing employees was appointed and the number of independent Directors was reduced from two to one, in accordance with the provisions of the agreement mentioned in section 6.2.5.3. With one independent Director and two Directors representing employees, the proportion of Directors appointed on the proposal of the major shareholders remains identical to that of the previous financial year, making it possible to maintain the diversity of the Board of Directors.

Recommendations of the Afep-Medef Code (hereinafter the "Code")	Practices of Ramsay Générale de Santé and justifications
Meeting of the Board of Directors held without the presence of the executive officers (Article 11.3 of the Code) *"It is recommended that one meeting be held each year without the presence of the executive corporate officers."*	The Chief Executive Officer is not an ex-officio member of the Board of Directors of Ramsay Générale de Santé, but is invited to attend Board meetings. The Board does not formally hold meetings without the presence of the Chief Executive Officer. However, the part of the meeting of the Board of Directors relating to the determination of the remuneration and performance of the Chief Executive Officer is held without his presence.
Proportion of independent members on the Committees (Articles 16.1, 17.1 and 18.1 of the Code) The Audit Committee: *"(…) The proportion of independent Directors on the Audit Committee must be at least two-thirds and the Committee should not include any executive corporate officers."* The Committee in charge of appointments: *"It must not include any executive corporate officers and should be composed of a majority of independent Directors."* The Committee in charge of remuneration: *"It must not include any executive corporate officers and should be composed of a majority of independent Directors. It is recommended that the Chairman of the Committee be independent and that an employee Director be a member."*	As of the date of this document, the Audit Committee has one independent member among its four members, the Appointments and Remuneration Committee has one independent member among its four members and the Risk Committee also has one independent member among its three members. The Company believes that, although the Committees do not have the recommended proportions of independent Directors, their composition does not affect the powers of said Committees to effectively fulfil the missions assigned to them by law and the internal regulations of the Board of Directors. In this respect, the Appointments and Remuneration Committee is chaired by an independent Director, in accordance with the recommendations of the Code. Lastly, it is specified that the opinions and recommendations of the Committees, including those of the Appointments and Remuneration Committee, are only adopted if they have received the favourable vote of all members present or represented, including that of the Chairman.
Proportion of salaried Directors on the Remuneration Committee (Article 18.1 of the Code) *"(…) It is recommended that the Chairman of the Committee be independent and that an employee Director be a member."*	As of the date of this document, the Appointments and Remuneration Committee has no members representing employees. All discussions within the Appointments and Remuneration Committee are reported to the Board of Directors. The Directors, including the Directors representing employees, are therefore informed and have the opportunity to discuss subjects addressed by the Appointments and Remuneration Committee.

Recommendations of the Afep-Medef Code (hereinafter the "Code")	Practices of Ramsay Générale de Santé and justifications
Minimum number of Company shares held by a Director (Article 20 of the Code) *"Unless otherwise provided by law, the Director must be a shareholder in a personal capacity and, in accordance with the provisions of the bylaws or the internal regulations, hold a minimum number of shares, which is significant in relation to the remuneration allocated to him/her. If he/she does not hold these shares when taking office, he/she shall use the remuneration allocated to him/her to acquire such shares. The Director communicates this information to the company, which includes it in its corporate governance report"*	The Company's bylaws and the internal regulations of the Board of Directors do not set the minimum number of Company shares that Directors must personally hold. The Board of Directors considers that this recommendation is not appropriate for Ramsay Générale de Santé given the structure of its shareholder base and the resulting composition of the Board.
Obligation to hold shares for executive corporate officers (Article 23 of the Code) *"The Board of Directors sets a minimum number of shares that executive corporate officers must hold in registered form until the end of their term of office. This decision is reviewed at least each time their term of office is renewed."*	To date, the Company's executive corporate officers do not hold any Ramsay Générale de Santé shares. In the absence of any grant of options or performance share plans to the Group's executive corporate officers and given the low liquidity of the Company's shares, the Board of Directors decided not to implement this recommendation.

Recommendations of the Afep-Medef Code (hereinafter the "Code")	Practices of Ramsay Générale de Santé and justifications
Combined severance pay and non-compete indemnity granted to executive corporate officers (Article 24.6 of the Code) *"The non-compete indemnity should not exceed a ceiling of two years' remuneration (annual fixed + variable). When severance pay is also awarded, the aggregate of the two payments should not exceed this ceiling. The non-compete indemnity should be paid in instalments during its term."*	In the event of dismissal, non-renewal, forced departure or requested resignation from his office as Chief Executive Officer, Mr Pascal Roché may receive, subject to performance conditions, severance pay corresponding to 24 months of the fixed and variable monthly remuneration received during the 24 months preceding his departure. He also benefits from a non-compete indemnity corresponding to three months of fixed remuneration, based on the fixed remuneration received during the 12 months preceding his departure, in exchange for a non-compete obligation of 12 months from the termination of his duties. As the Chief Executive Officer's non-compete indemnity is cumulative with his severance pay, the cumulative amount of these two indemnities could theoretically slightly exceed two years of annual fixed and variable remuneration in the event of maximum achievement of the performance criteria conditioning the severance pay. However, given the very modest amount of the non-compete indemnity (three months of fixed remuneration) and the strategic interest of this non-compete obligation for the Company, enabling it to protect the interests of the Group and related information during the non-compete period, the Board of Directors did not consider it necessary to stipulate that the cumulative amount of the severance pay and the non-compete indemnity should not exceed two years of annual fixed and variable remuneration.
Permanent information (Article 26.1 of the Code) *"All potential or vested components of remuneration for executive corporate officers are made public immediately after the Board meeting that approved them."*	Each year, all components of remuneration of the Company's executive corporate officers are described in detail in the Universal Registration Document posted on the Company's website. In addition, in accordance with the provisions of Article L.22-10-8 of the French Commercial Code, the principles and criteria for determining, distributing and awarding the fixed, variable and extraordinary components of the total remuneration and benefits of any kind, attributable to the Company's corporate officers, are subject to the approval of the Annual General Meeting. In accordance with the provisions of Article L.22-10-34 of the French Commercial Code, the components of the remuneration paid or awarded to the executive corporate officers in respect of the past financial year are subject to a binding vote by the shareholders at the Annual General Meeting and the payment of variable or extraordinary components of remuneration relating to the financial year in question is subject to the approval of this same General Meeting. Lastly, the Company complies with the obligation to publish the remuneration policy submitted to the General Shareholders' Meeting on its website on the business day following the voting date and it remains freely available to the public during the period to which it applies, as a minimum, in accordance with the provisions of Articles L.22-10-8 and R.22-10-14 of the French Commercial Code. In view of the implementation of all these publicity measures, the Company does not consider it necessary to make public all the components of remuneration of the executive corporate officers immediately after the meeting of the Board that approved them, which is generally held on a date close to the publication of this Document.

5.2.2 Organisation of the governance of Ramsay Générale de Santé

Ramsay Générale de Santé is a public limited company administered by a Board of Directors whose composition and operating rules are set out in Article 14 of the bylaws and detailed in section 5.2.3 of this chapter.

The rules governing the functioning and powers of the Board and the Committees it has set up were set out in internal regulations, the latest version of which was adopted by the Board of Directors on 2 June 2021.

The functions of Chairman of the Board of Directors and Executive Management of the Company are separate.

Since the Combined General Meeting of 30 June 2011, Ramsay Générale de Santé has changed its form of governance from a public limited company with a Supervisory Board and Management Board to a public limited company with a Board of Directors. The Company has opted for this method of governance in order to create a single custodian body for the Company's corporate interest and value creation. It enables the implementation of unity of action, an essential condition for control, responsiveness and anticipation in the management of the Company.

Furthermore, at its meeting of 30 June 2011, the Board of Directors of Ramsay Générale de Santé decided to separate the functions of Chairman of the Board of Directors and Chief Executive Officer. This decision is due to the Company's desire to preserve the separation of guidance, decision-making and control functions, on the one hand, and executive functions, on the other hand, to better define the responsibilities of each, in line with best corporate governance practices, while simplifying the structure and internal functioning of the Company's bodies.

The Chief Executive Officer has the broadest powers to act in all circumstances in the name of the Company, within the limits of the corporate purpose and subject to the powers expressly granted by law to General Shareholders' Meetings and the Board of Directors. In accordance with Article 15.5 of the bylaws, the internal regulations provide for limitations on his powers for certain decisions which, due to their purpose or amount, are subject to the prior approval of the Board of Directors.

5.2.3 Composition and operation of the Board of Directors and Advisory Committees

5.2.3.1 Composition of the Board of Directors

In accordance with the provisions of Article 14 of the bylaws, the Board of Directors is composed of at least six and no more than ten members, subject to the exemptions provided for by law, in particular in the event of a merger. The Board must also include at least one independent Director and two Directors representing employees. Its members may be natural persons or legal entities who are appointed, reappointed and may be dismissed at any time by the Ordinary General Meeting. No natural person who has reached the age of seventy-five may be appointed member of the Board of Directors if his/her appointment results in more than half of the members of the Board of Directors being this age or older. When this threshold is exceeded, the oldest member of the Board of Directors is deemed to have resigned.

The members of the Board of Directors are personalities with knowledge of the health sector and who make use of financial skills, in particular, in the context of their duties. The biography of each of the Directors is provided in section 5.1.2 of this document.

The term of office of Board members is four years. The duration of the terms of office are staggered.

As of the date of this document, the Company's Board of Directors has 10 members; their presentation is described in paragraph 5.1.1 above.

5.2.3.1.1 Employee representation

The Company's bylaws were amended by the General Meeting of 13 December 2016 to allow the appointment of a Director representing employees pursuant to the provisions of Article L.225-27-1 of the French Commercial Code as amended by law no. 2015-994 of 17 August 2015 on social dialogue and employment.

The trade union organisation that obtained the most votes in the first round of the elections, as referred to in Articles L.2122-1 and L.2122-4 of the French Labour Code, held in the Company and its direct or indirect subsidiaries whose registered office is in France, appointed Ms Lynda Ait Mesghat as Director representing employees on 8 February 2017. The Board of Directors noted this appointment on 25 April 2017. As Ms Lynda Ait Mesghat has terminated her salaried duties at the Vert Galant Private Hospital, her term of office as Director has ended and the aforementioned trade union organisation has, by letter dated 17 September 2019, appointed Ms Elvire Kodjo, an employee of the Armand Brillard Private Hospital, as Director representing employees, This appointment was noted by the Board of Directors at its meeting of 25 September 2019. The term of office is four years and will expire at the end of the General Meeting called to approve the financial statements for the financial year ending 30 June 2023.

The General Meeting of 11 December 2020 decided to amend the bylaws further to allow the appointment of a second Director representing employees, as provided for in the Pacte law (law no. 2019-486 of 22 May 2019). The second Director representing employees is appointed by the trade union organisation that obtained the second most votes in the first round of the elections referred to in Articles L.2122-1 and L.2122-4 of the French Labour Code held in the Company and its direct or indirect subsidiaries whose registered office is in France. By letter dated 29 April 2021, this organisation informed the Board of Directors of the appointment of Mr Olivier Poher as Director representing employees. The Board of Directors took note of this appointment on 2 June 2021. The term of office is four years and will expire at the end of the General Meeting called to approve the financial statements for the financial year ending 30 June 2025.

The Director representing employees has the same status, powers and responsibilities as the other Directors.

5.2.3.1.2 Representation of the major shareholders

The Company is a controlled company within the meaning of Article L.233-3 of the French Commercial Code, its shareholding comprises two major shareholders, Ramsay Health Care (UK) Limited and Predica, respectively holding 52.79% and 39.82% of its share capital.

Ramsay Health Care (UK) Limited and Predica are bound by a shareholders' agreement signed on 30 September 2014 and amended on 12 December 2016. The main provisions of this shareholders' agreement were the subject of two notices published by the AMF on 8 October 2014 under number D&I 214C2099 and 21 December 2016 under number D&I 216C2885 and are described in paragraph 6.2.4 of this document.

Pursuant to the provisions of the aforementioned shareholders' agreement, five members were appointed on the proposal of Ramsay Health Care (UK) Limited and two on the proposal of Predica.

5.2.3.1.3 Balanced representation of men and women on the Board of Directors

The composition of the Board of Directors complies with the principle of balanced representation of men and women in accordance with the provisions of Article L.225-18-1 of the French Commercial Code resulting from law no. 2011-103 of 27 January 2011 on the balanced representation of women and men on the Boards of Directors and Supervisory Boards and professional equality, providing that the proportion of Directors of each gender may not be less than 40% at the close of the first Ordinary General Meeting following 1 January 2017.

The Board of Directors has four women out of eight members, a percentage of women of 50% (excluding employee representatives).

It should be noted that two of the three Committees set up by the Board of Directors, namely the Audit Committee and the Appointments and Remuneration Committee, are chaired by a woman.

5.2.3.1.4 Directors' independence

Each year, where necessary, the Board of Directors carries out an assessment of the independence of each of its members. In accordance with Article 9.2 of the Afep-Medef Code, members of the Board of Directors who do not have any relationship with the Company or its management that could compromise the exercise of their freedom of judgment are considered independent. The criteria used by the Board of Directors to assess the independence of its members are in line with the recommendations of the Afep-Medef Code in this area:

- not be an employee or executive corporate officer of the Company, nor an employee, or Director of its parent company or of a company consolidated by the latter and not have held such a position within the previous five years;
- not be an executive corporate officer of a company in which the Company directly or indirectly holds a Directorship or in which an employee appointed as such or an executive corporate officer of the Company (current or within the past five years) holds a directorship;
- not be a significant customer, supplier, investment banker or corporate banker of the Company or its Group, or for which the Company or its Group represents a significant portion of the business;
- not have any close family ties with a corporate officer;
- not have been a Statutory Auditor of the company during the previous five years;
- not have been a Director of the company for more than 12 years.

As indicated above, the Board of Directors has one independent member out of eight members (excluding employee representatives), namely Ms Anne-Marie Couderc, i.e. 12.5% independent Directors. This proportion is lower than that of one-third of the members of the Board of Directors recommended by the Afep-Medef Code for controlled companies within the meaning of Article L.233-3 of the French Commercial Code. However, this situation is explained by the company's shareholding structure, which includes two major shareholders who together hold 92.61% of the share capital, it being specified that the amendment to the bylaws approved by the General Meeting of 13 December 2016, at the end of which (i) the number of Directors making up the Board of Directors was reduced from 11 to 10 members and (ii) one Director representing employees was appointed, as well as the amendment to the bylaws approved by the General Meeting of 11 December 2020, at the end of which a second Director representing employees was appointed, made it possible to reduce the proportion of Directors appointed on the proposal of the major shareholders and thus strengthen the diversity of the Board of Directors. As a reminder, before the entry into force of this amendment, the Board of Directors had two independent members out of 11 members, the other nine members being appointed exclusively on the proposal of the major shareholders.

In addition, if the proportions of independent members on the Board of Directors and Advisory Committees does not exactly reach the proportion recommended in each case by the Afep-Medef Code, the Board and the Advisory Committees remain bound by demanding internal regulations renewed upon entry of new major shareholders.

The Board of Directors also ensures strict compliance with the provisions relating to the information and expression of shareholders, particularly those who are minority shareholders, and the presence on the Board of Directors of one independent Director and two Directors representing employees allows, in its opinion, the full expression (in particular deliberative) of the principles of good governance.

5.2.3.2 Operation of the Board of Directors

5.2.3.2.1 Conditions for the preparation and organisation of the work of the Board of Directors

In accordance with the principles of the bylaws and the internal regulations, meetings of the Board of Directors give rise to the preparation of a notice of meeting for the members and, where applicable, the Statutory Auditors, including details of the agenda. It is generally sent electronically to the members of the Board of Directors within the deadlines set out in the internal regulations. It is accompanied by documentation relating to the items on the agenda.

The Company has also adopted more stringent standards in terms of governance since the change of control on 1 October 2014. Thus:

- the time between meetings of the Audit Committee and those of the Board of Directors called to examine the recommendations of the said Committee has been extended as far as possible and the frequency of meetings of the Committees set up has been increased in order to extend the scope of their work and set a programme for this to be carried out;
- the number of Directors has been increased from seven to ten, including one independent Director and two Directors representing employees, improving collegiality and increasing the plurality of views on the Company, the conduct of its business and the decisions it makes. It is specified here that the Company and its Board of Directors have put in place appropriate means, both technical and linguistic, to ensure that discussions flow smoothly;
- term expiries allowing for staggered renewal of Board members have been put in place. Thus, the terms of office of six Board members were renewed by the General Meeting of 11 December 2020 for a period of four years. The terms of office of two other Board members were renewed by the General Meeting of 9 December 2021 for a period of four years. The terms of office of the two Directors representing employees will expire at the close of the General Meetings called to approve the financial statements for the financial years ending 30 June 2023 and 30 June 2025, respectively;
- a periodic assessment of the functioning of the Board of Directors, which is carried out under the responsibility of the Appointments and Remuneration Committee.

The work of the Board and its Committees, their frequency of meeting and the procedures for making decisions or recommendations refer to the bylaws, the internal regulations and, in general, rules and practices in this area. The Board of Directors ensures compliance with the separation of duties and powers granted by law and the bylaws respectively to the Board of Directors and the Chief Executive Officer. The Statutory Auditors are invited to the meetings of the Board of Directors as well as to the meetings of the Audit Committee when the legislative and regulatory provisions or the issues on the agenda so require.

The Board of Directors and the Committees comply with the current fundamental principles of corporate governance.

The number of Board and Committee meetings is specified in section 5.1.3 above. The members of the Board and of the Committees may, during verbal or written exchanges, foster dialogue between them and promote the circulation of information according to the needs of the Group's current events. Likewise, prior to formal meetings, members of the Board and Committees have access to any documentation required to fulfil their duties. All Directors may, on their own initiative, question the Company's functional departments and be provided with any information necessary for their in-depth knowledge of the Company. Depending on the nature of the matters, the Board may appoint one or more of its members to assist Executive Management in the conduct of an operation examined and/or authorised by the Board. The persons responsible for functional or operational internal departments may be invited to participate in the work of the Committees.

The Company's bylaws limit the powers of the Chief Executive Officer, and the operating rules contain global and unitary ceilings for each type of commitment. These provisions allow for a regular and rigorous review of the commitments proposed on behalf of the Company.

5.2.3.2.2 Assessment of the functioning of the Board of Directors

In addition to the Board of Directors' annual discussion on its functioning and in accordance with the recommendation of Article 10 of the Afep-Medef Code and the provisions of the internal regulations, a formal assessment of the functioning of the Board of Directors was conducted in June 2021 on the basis of an internal questionnaire under the responsibility of the Appointments and Remuneration Committee and its Chairman, who is an independent Director.

The Appointments and Remuneration Committee, which met on 23 June 2021, and then the Board of Directors at its meeting of 24 June 2021, examined in detail the summary of the responses and comments provided to this questionnaire.

The evaluation focused on the following themes:

- clear understanding by each Director of the Board's missions and the role of Director;
- the composition of the Board, the complementarity of profiles and skills, individual and collective information and training needs;
- the appropriateness of the agendas of the Board meetings, the balance between strategic and operational issues, and the role of the Board in risk control and management;
- conditions for preparing Board meetings, access to and dissemination of information;
- the application of the principle of collegiality, the organisation of discussions, the decision-making process, their monitoring over time, the notion of confidentiality;
- procedures for identifying and managing conflicts of interest.

The results of the analysis, carried out with the assistance of the Board Secretary, showed that:

- relations between Directors and the working procedures of the Board and its Committees are mostly satisfactory, and constant attention is paid to the continuous training of the members of the Board of Directors.

The Board of Directors will carry out a new assessment in the first half of 2023.

MAIN ACTIVITIES OF THE BOARD OF DIRECTORS DURING THE FINANCIAL YEAR:

The work and agendas of the Board of Directors were drawn up to cover all subjects falling within the remit of the Board. The Board of Directors is systematically informed of the work of the various Committees by their Chairman and bases its decisions on their recommendations. During the financial year, the work of the Board of Directors mainly focused on the following topics, it being specified that most Board meetings begin with a report by the Chief Executive Officer on current events, developments and monitoring of the Group's main performance indicators:

- regular review of business operations, quarterly activity reports, annual and half-yearly parent company and consolidated financial statements;
- regular review of the Group's financial position and financing strategy;
- review of the risk mapping and its changes; monitoring of risks and prevention systems based on the work of the Audit Committee;
- review of the minutes of Committee meetings;
- review of the monitoring of acquisitions, disposals and major current projects;
- review of the composition of the Board of Directors and other governance matters;
- preparation of the Annual General Meeting and the Universal Registration Document;
- annual review of current related-party agreements.

5.2.3.3 Advisory Committees

In accordance with the provisions of the bylaws and recommendations in this area, the Board of Directors has set up Committees tasked with studying issues that fall within their specific remit and enabling the Board to take decisions on the basis of a prior and documented review of the questions and recommendations, where applicable.

The Board of Directors is assisted in its duties by three Advisory Committees: the Audit Committee, the Appointments and Remuneration Committee and the Risk Committee. Their respective roles are advisory.

5.2.3.3.1 The Audit Committee

The role of this Committee, in the field of accounting, is to examine the accounting methods and principles adopted for the preparation of the parent company and consolidated financial statements, to ensure their relevance, consistency or the appropriateness of any proposed changes, and compliance with them. As regards the approval of the financial statements, it conducts a prior review of the financial statements and gives an opinion on the draft parent company and consolidated half-yearly and annual financial statements, and, where applicable, quarterly information, prior to their presentation to the Board. It examines the draft management reports and all other documents containing accounting or financial information, the publication of which is required by the regulations in force, before their publication, as well as any financial statements prepared for the needs of specific significant operations (contributions, mergers, market transactions, payment of interim dividends, etc.). It examines the scope of the consolidated companies and the significant risks and off-balance sheet commitments.

In terms of control, internal audit and statutory audit, the Audit Committee must verify that internal procedures are defined for the collection and control of information guaranteeing rapid reporting and reliability; each year, it reviews with the Statutory Auditors their intervention plan, the conclusions of their interventions, their recommendations and the follow-up given thereto; it reviews each year with the person(s) responsible for internal control, their intervention plan, the conclusions of their interventions, their recommendations and the follow-up given thereto, it supervises the procedure for selecting or renewing the Statutory Auditors, ensuring selection of the “best bid” and not the “lowest bid”; it formulates a reasoned opinion on the amount of fees requested for the performance of the statutory audit assignments and on the choice of Statutory Auditors and presents its recommendation to the Board.

The Audit Committee is also informed by Executive Management of the Company’s financial position and the methods and techniques used to define the financial policy; it is regularly informed of the Company’s financial strategy guidelines and examines any financial or accounting issues submitted to it by the Chairman, the Board, Executive Management or the Statutory Auditors.

The term of office of the members of the Audit Committee coincides with their term of office as members of the Board of Directors.

As of the date of this document, the Audit Committee has four members, all of whom have financial skills, including one independent member:

- Chairman Crédit Agricole Assurances represented by Ms Magali Chessé;
- members: Ms Anne-Marie Couderc (independent Director), Ms Karen Penrose and Mr Martyn Roberts.

MAIN ACTIVITIES OF THE AUDIT COMMITTEE DURING THE FINANCIAL YEAR

In particular, the Audit Committee examined the internal control questionnaires, the provisional, quarterly, half-yearly, annual parent company and consolidated financial statements, the Statutory Auditors’ reports on the annual and consolidated financial statements, and the progress on the internal audit plan, the review of the Statutory Auditors’ assignments and fees and the approval of non-audit assignments, as well as services other than the certification of the financial statements.

5.2.3.3.2 The Appointments and Remuneration Committee

The Appointments and Remuneration Committee is consulted by the Board as part of the selection of the Company’s corporate officers. In this context, its role is to make recommendations concerning proposals for the appointment to the General Meeting, or the co-option, where applicable, of Board members, proposals for the appointment by the Board of the Chief Executive Officer and proposals for the appointment by the Board of the Deputy Chief Executive Officer, if applicable.

The Committee’s choice of candidates for Board membership is guided by the interests of the Company and all its shareholders. It may take into account elements such as the representation of particular interests, the opportunity to renew appointments, the integrity, skills, experience and independence of each candidate, and the desirable number of independent members.

It also recommends the appointment of the members of the Committees set up by the Board, taking into consideration the respective missions of these Committees. It submits reasoned proposals to the Board on the choice of candidates.

The Committee ensures compliance with the prohibition on the Company appointing as executives or hiring the Statutory Auditors of the Company or any signatory members of a company that has served as Statutory Auditors of the Company during the five years following the termination of their duties as Statutory Auditors of the Company.

With regard to remuneration, the Appointments and Remuneration Committee is tasked with:

- studying and making proposals regarding the remuneration of corporate officers and, in particular, making recommendations regarding the amounts of remuneration and the performance criteria relating to the annual variable remuneration and severance pay of the Chief Executive Officer;
- proposing to the Board an overall amount for the remuneration allocated to the members of the Board (formerly Directors' fees), which will be proposed to the Company's General Meeting and giving an opinion on the distribution of the overall amount allocated by the General Meeting among the members the Board as well as the extraordinary remuneration allocated by the Board to its members for assignments or mandates entrusted to them;
- giving the Board an opinion on the general policy for the allocation of share subscription or purchase options and on any option plan(s) established for the benefit of employees and/or executives of the Company and companies that it controls within the meaning of Article L.233-3 of the French Commercial Code.

The Committee is also a competent review and consultation body for the composition of the Company's management bodies. Thus, it is consulted by the Board in the context of the selection of the Company's corporate officers.

The term of office of the members of the Appointments and Remuneration Committee also coincides with their term of office as members of the Board of Directors.

As of the date of this document, the Committee has four members and is chaired by an independent member in accordance with the recommendations of the Afep-Medef Code:

- Chairwoman: Ms Anne-Marie Couderc (independent Director);
- members: Messrs Craig McNally and Matthieu Lance and Ramsay Health Care (UK) Limited, represented by Ms Colleen Harris.

MAIN ACTIVITIES OF THE APPOINTMENTS AND REMUNERATION COMMITTEE DURING THE FINANCIAL YEAR

At its meeting of 22 February 2022, the Appointments and Remuneration Committee launched work to prepare a succession plan for executive corporate officers, in accordance with Article 17.2.2 of the Afep-Medef Code.

The Appointments and Remuneration Committee will conduct an annual review of the succession plan for executive corporate officers. To carry out its mission, the Appointments and Remuneration Committee keeps the Board of Directors informed of the progress of its work.

5.2.3.3.3 The Risk Committee

The role of this Committee is to advise the Board of Directors on the overall strategy and appetite for all types of risks, both current and future, and to assist it when the Board monitors the implementation of this strategy. In particular, it is responsible for reviewing risk control procedures and is consulted, where appropriate, on the setting of overall risk limits. The Committee is thus authorised to issue any justified opinion on the Group's risk management policy and the Group's overall provisioning, as well as on the specific provisions for monitoring off-balance sheet commitments.

It assesses and monitors the effectiveness of the means and measures implemented and may issue any appropriate report on these points by questioning the company's departments concerned and, if necessary, carrying out any audit or any external consultation.

The Committee issues its recommendations to the Board of Directors in accordance with the internal procedures in this area. It regularly reviews the risk management framework and notably ensures that it is in force.

The Risk Committee is involved in the areas of risk mapping, the adequacy of risk coverage measures, preparation for the possible occurrence of pandemics, risk management, as well as the behaviours and values displayed by the Group.

As of the date of this document, the Committee is composed of three members and is chaired by a member of the Board with the required experience in risk management. It is composed as follows:

- Chairman: Mr Andrew Jones;
- members: Ms Anne-Marie Couderc (independent Director) and Crédit Agricole Assurances, represented by Ms Magali Chessé.

MAIN ACTIVITIES OF THE RISK COMMITTEE DURING THE FINANCIAL YEAR

The Risk Committee presented quarterly reports on risks, progress reports on IT security (including cybersecurity) and a description of the certification process (HAS) in France.

5.2.4 Other information relating to the Company's governance

5.2.4.1 Information on service contracts binding the members of the Board of Directors to the Company or any of its subsidiaries

Information concerning the agreements binding the members of the Board of Directors to the Company or any of its subsidiaries is presented in the Statutory Auditors' report in section 6.3.5 of this document.

There is no agreement between the members of the Board of Directors and the Company or its subsidiaries providing for the granting of benefits; none of the agreements referred to in the aforementioned Statutory Auditors' report are signed with, or for the benefit of, any of the Group's executives in a personal capacity.

5.2.4.2 Conditions relating to shareholder participation in the General Meeting

In accordance with the provisions of Article 13 of the bylaws in its various paragraphs, "each share entitles its holder to one vote at General Shareholders' Meetings. Nevertheless, a double voting right is attributed to any registered shares that are fully paid up in accordance with the conditions and periods set by law. Each share entitles its holder to a share in the profits and corporate assets proportional to the percentage of capital it represents".

The terms and conditions relating to shareholder participation in the General Meeting of Ramsay Générale de Santé are set out in Articles 19 and 20 of the bylaws, the main provisions of which are set out in section 6.4.7.6.2 of this document.

5.3 Remuneration and benefits of corporate officers

The Company refers to the Afep-Medef Corporate Governance Code for listed companies, in its version updated in January 2020 (the "Afep-Medef Code") when determining the remuneration policy for its executive corporate officers. In accordance with the recommendations of this Code, the remuneration awarded to corporate officers is set by the Board of Directors after reviewing the recommendations of the Appointments and Remuneration Committee.

In accordance with the provisions of Article L.22-10-34 of the French Commercial Code, the components of remuneration paid during the financial year ended 30 June 2022 or awarded to corporate officers in respect of the same financial year will be subject to a shareholder vote at the Annual General Meeting to be held on 8 December 2022.

The compensation policy for corporate officers for the financial year ending 30 June 2023 set out below will also be submitted to the vote of the General Meeting of 8 December 2022 in accordance with the provisions of Article L.22-10-8 of the French Commercial Code.

5.3.1 Remuneration and benefits of executive corporate officers

The remuneration policy for executive corporate officers for the financial year ended 30 June 2022 was approved by the Board of Directors after reviewing the recommendations of the Appointments and Remuneration Committee and approved by the General Meeting of 9 December 2021 pursuant to the provisions of Article L.22-10-8 of the French Commercial Code.

The components of remuneration paid or awarded to the Chairman of the Board of Directors and the Chief Executive Officer in respect of the financial year ended 30 June 2022, as set out below, are in accordance with the remuneration policy approved by the General Meeting of 9 December 2021.

5.3.1.1 Remuneration of the Chairman of the Board of Directors

It should be noted that the functions of Chairman of the Board of Directors and Executive Management of the Company are separate.

Mr Craig McNally was appointed Chairman of the Board of Directors on 22 June 2017 for the remainder of his term of office as Director, which expired at the close of the General Meeting of 11 December 2020, having approved the financial statements for the financial year ended 30 June 2020. The term of office of Mr Craig McNally was renewed by the General Meeting of 11 December 2020 for a period of four years. This term of office will expire at the end of the General Meeting called to approve the financial statements for the financial year ended 30 June 2024.

The Chairman of the Board of Directors does not receive any specific remuneration in respect of his office and does not receive any benefits in kind.

For the financial year ended 30 June 2022, Mr Craig McNally received only the amount of remuneration allocated to the members of the Board in accordance with the allocation rules set out in section 5.3.2 below.

5.3.1.2 Remuneration of the Chief Executive Officer

The Chief Executive Officer's remuneration is composed of fixed remuneration, annual variable remuneration, multi-year variable remuneration and certain benefits. The Chief Executive Officer also benefits from severance pay in the event of forced departure and a non-compete indemnity.

The Chief Executive Officer did not benefit from any stock options or performance share awards from the Company or its subsidiaries during the financial year ended 30 June 2022, or during previous financial years. Given the Company's capital structure, which results in low liquidity for its shares, the Board of Directors did not wish, at this stage, to set up a medium- or long-term compensation plan in the form of share subscription or purchase option plans or the allocation of bonus shares.

Fixed remuneration

The Board of Directors, which met on 10 December 2019, having renewed the term of office of the Chief Executive Officer for a term of three years, maintained the amounts and principles of remuneration for the Chief Executive Officer, including the fixed annual remuneration of EUR 610,000.

Annual variable remuneration

In accordance with the remuneration policy for executive corporate officers approved by the General Meeting of 9 December 2021, the variable portion of the Chief Executive Officer's remuneration may represent up to 120% of the fixed remuneration for the reference financial year, depending on the achievement of target quantitative and qualitative criteria defined and assessed by the Board of Directors on the recommendation of the Appointments and Remuneration Committee, according to the following weighting:

- the qualitative portion of the variable remuneration may represent up to 50% of the annual fixed remuneration, and up to 60% if the qualitative targets are exceeded;
- the quantitative portion of the variable remuneration may represent up to 50% of the annual fixed compensation if the target quantitative criteria are achieved and up to 60% if the target quantitative objectives are exceeded by more than 10%.

For the financial year ended 30 June 2022, the Board of Directors' meeting of 20 October 2021 adopted these bases and entrusted the Appointments and Remuneration Committee with the task of presenting a new definition of the qualitative and quantitative criteria in the context of a new weighting. The Appointments and Remuneration Committee therefore proposed:

- qualitative criteria:
  - risk management, including cybersecurity (representing 12.5% of the variable remuneration if the target is achieved and 15% in the event of outperformance),
  - a second organisational criterion that cannot be detailed here for reasons of confidentiality (representing 12.5% of the variable remuneration if the target is achieved and 15% in the event of outperformance),
  - Group ESG policy: sustainable development, patients and employees (representing 12.5% of variable remuneration if the target is achieved and 15% in the event of outperformance),
  - a fourth economic criterion that cannot be detailed here for reasons of confidentiality (representing 12.5% of the variable remuneration if the target is achieved and 15% in the event of outperformance);
- quantitative criteria:
  - budget for the financial year – EBITDA (representing 30% of the variable remuneration if the target is achieved and 35% in the event of outperformance),
  - Strategic Plan Year 1 (representing 10% of the variable remuneration if the target is achieved and 15% in the event of outperformance),
  - cash flow – leverage ratio (representing 10% of the variable remuneration if the target is achieved).

The Board of Directors' meeting of 13 October 2022, after reviewing the recommendations of the Appointments and Remuneration Committee, noted the levels of achievement of the aforementioned criteria and decided to award variable remuneration of EUR 686,250 to the Chief Executive Officer in respect of the financial year ended 30 June 2022, corresponding to 112.5% of his annual fixed remuneration. In accordance with the provisions of Article L.22-10-34 of the French Commercial Code, payment of this variable remuneration is subject to the approval of the General Meeting of 8 December 2022.

Multi-year variable remuneration

The Board of Directors' meeting of 20 October 2021, in consideration of the involvement of the Chief Executive Officer in the development of the Group and on the recommendation of the Appointments and Remuneration Committee, decided to set up a long-term incentive plan for the Chief Executive Officer in the form of multi-year variable remuneration conditional on the achievement of several economic and qualitative performance criteria assessed over five financial years until 2026, in accordance with the recommendations of the Afep-Medef Code, according to the following weighting:

- quantitative objectives: representing up to 70% of the bonus
- qualitative objectives: representing up to 30% of the bonus

The maximum amount of the bonus would be the gross annual reference salary of the Chief Executive Officer as determined on the basis of the average amount of the gross fixed compensation of the Chief Executive Officer between 1 July 2021 and 30 June 2026.

Extraordinary remuneration

No extraordinary remuneration was granted to the Chief Executive Officer during the financial year ended 30 June 2022.

Benefits

The Chief Executive Officer has a company car as a benefit in kind, the use of which is valued at EUR 1,920 for the financial year ended 30 June 2022.

For the financial year ended 30 June 2022, the Chief Executive Officer also benefited from (i) collective health insurance and welfare schemes under the conditions applicable to salaried executives of the Company (ii) executive unemployment insurance taken out with the Garantie Sociale du Chef d'Entreprise et du Dirigeant (GSC) and (iii) professional liability insurance as Chief Executive Officer.

Severance pay

Mr Pascal Roché receives is eligible to receive severance pay in the event of dismissal, non-renewal, forced departure or requested resignation from his position as Chief Executive Officer, the principles of which have not been modified since the first appointment of the Chief Executive Officer on 30 June 2011.

The maximum amount of this payment corresponds to 24 months of remuneration based on the average monthly fixed and variable remuneration received during the 24 months preceding the departure.

In accordance with the provisions of Article L.22-10-8 of the French Commercial Code, the payment of this remuneration is subject to its compliance with the remuneration policy approved by the General Meeting.

The Board of Directors has decided that the payment of severance pay is subject to compliance, duly recorded by the Board of Directors at the time of or following the termination of the duties, with conditions linked to the performance of the Chief Executive Officer and assessed in relation to those of the Company.

Severance pay is subject to compliance with at least three of the following five performance criteria:

1. financial ratios set by the loan agreements of the Ramsay Générale de Santé group;
2. organic growth of the Ramsay Générale de Santé group equal to or higher than that of the private hospital sector;
3. EBITDA level set in the budget on the basis of the budget for the year preceding the effective termination date;
4. level of revenue set in the budget on the basis of the budget for the year preceding the date of termination of office;
5. Capex level set in the budget not exceeded.

Non-compete indemnity

Mr Pascal Roché is subject to a non-compete obligation for a period of 12 months from the date of termination of his duties. In return, Mr Pascal Roché benefits from a non-compete indemnity equal to three months of the fixed compensation paid during the last 12 months of activity. This non-compete indemnity is cumulative with any severance pay that may be received by the Chief Executive Officer.

5.3.1.3 AMF summary tables (Afep-Medef Code – AMF position-recommendation n°. 2021-02)

AMF Table 1 Summarising the remuneration, options and shares granted to each executive corporate officer

As the Company belongs to a group, the information relates to the amounts owed by all companies in the chain of control, in connection with the office held within the Company.

(in euros, before social security contributions and taxes)	Financial year ended 30 June 2022	Financial year ended 30 June 2021
Pascal Roché – Chief Executive Officer		
Compensation due in respect of the financial year (shown in Table 2) (1)	1,298,170	1,282,290
Valuation of multi-year variable remuneration awarded during the financial year	123,800 (2)	None
Valuation of options awarded during the financial year	None	None
Valuation of performance shares awarded during the financial year	None	None
Valuation of other long-term remuneration plans	None	None
TOTAL	**1,421,970**	**1,282,920**
Craig McNally – Chairman of the Board of Directors		
Compensation due in respect of the financial year (shown in Table 2)	45,000(3)	45,000
Valuation of multi-year variable remuneration awarded during the financial year	None	None
Valuation of options awarded during the financial year	None	None
Valuation of performance shares awarded during the financial year	None	None
Valuation of other long-term remuneration plans	None	None
TOTAL	**45,000**	**45,000**

(1) This line includes the fixed and variable remuneration due in respect of the financial year, unlike the presentation in the 2021 Universal Registration Document, in which the fixed remuneration and variable remuneration were given on two separate lines.

(2) This amount corresponds to an accounting valuation of the long-term incentive plan for the past financial year.

As a reminder, at its meeting of 20 October 2021, on the recommendation of the Appointments and Remuneration Committee, the Board of Directors decided to set up a long-term incentive plan for the Chief Executive Officer in the form of multi-year variable remuneration conditional on the achievement of several economic and qualitative performance criteria assessed over five financial years until 2026, according to the following weighting:

- *quantitative objectives: representing up to 70% of the bonus*
- *qualitative objectives: representing up to 30% of the bonus*

The maximum amount of the bonus would be the gross annual reference salary of the Chief Executive Officer as determined on the basis of the average amount of the gross fixed compensation of the Chief Executive Officer between 1 July 2021 and 30 June 2026.

No remuneration is therefore due or was paid in respect of this financial year.

(3) Remuneration in respect of his directorship.

Within the remuneration for the financial year ended 30 June 2022, after the Board of Directors noted that the criteria for the variable portion had been met, the fixed portion represented approximately 47.10% and the variable portion represented approximately 52.90% of Mr Pascal Roché's total remuneration.

AMF Table 2 Summarising the remuneration of each executive corporate officer

(in euros, before social security contributions and taxes)	Financial year ended 30 June 2022		Financial year ended 30 June 2021	
	Amounts awarded	**Amounts paid**	**Amounts awarded**	**Amounts paid**
Pascal Roché – Chief Executive Officer				
Fixed remuneration	610,000	610,000	610,000	610,000
Variable remuneration (1)	686,250	671,000	671,000	None (2)
Multi-year variable remuneration (3)	None	None	None	None
Extraordinary remuneration	None	None	None	None
Remuneration allocated to the Directors	None	None	None	None
Benefits in kind (n car)	1,920	1,920	1,920	1,920
TOTAL	**1,298,170**	**1,282,920**	**1,282,920**	**611,920**
Craig McNally – Chairman of the Board of Directors				
Fixed remuneration	None	None	None	None
Variable remuneration	None	None	None	None
Multi-year variable remuneration	None	None	None	None
Extraordinary remuneration	None	None	None	None
Remuneration allocated to the Directors	45,000	45,000	45,000	45,000
Benefits in kind	None	None	None	None
TOTAL	**45,000**	**45,000**	**45,000**	**45,000**

(1) The variable remuneration awarded for a financial year ended on 30 June is theoretically paid during the second half of the current calendar year after approval of the related resolution during the General Meeting approving the financial statements, in accordance with the provisions of Article L.22-10-34 of the French Commercial Code.

(2) After waiver by the interested party.

(3) As a reminder, at its meeting of 20 October 2021, on the recommendation of the Appointments and Remuneration Committee, the Board of Directors decided to set up a long-term incentive plan for the Chief Executive Officer in the form of multi-year variable remuneration conditional on the achievement of several economic and qualitative performance criteria assessed over five financial years until 2026. No remuneration is therefore due or was paid in respect of this financial year.

AMF Table 4 Share subscription or purchase options granted during the financial year to each executive corporate officer by the issuer and by any Group company

No options to subscribe for or purchase shares in any of the Group's companies were granted to the executive corporate officers of Ramsay Générale de Santé during the financial year ended 30 June 2022, nor during previous financial years.

AMF Table 5 Share subscription or purchase options exercised during the financial year by each executive corporate officer

No executive corporate officer exercised any share subscription or purchase options during the financial year ended 30 June 2022, nor during previous financial years.

AMF Table 6 Bonus shares allocated to each corporate officer

No bonus shares were allocated to the executive corporate officers of Ramsay Générale de Santé during the financial year ended 30 June 2022, nor during previous financial years.

You are reminded that performance shares are bonus shares granted to corporate officers under Articles L.225-197-1 et seq. of the French Commercial Code and which are subject to additional requirements provided for by the Afep-Medef Code.

AMF Table 7 Bonus shares that became available to each executive corporate officer during the financial year

No performance shares became available to executive corporate officers during the financial year ended 30 June 2022 (or in previous financial years).

AMF Table 8 History of share subscription or purchase option allocations

The Company has not granted any share subscription or purchase options since 2006.

AMF Table 9 Share subscription or purchase options granted to the top ten employees who are not corporate officers and options exercised by them

No share subscription or purchase options were granted or exercised by Company employees during the financial year ended 30 June 2022 (or in previous financial years).

AMF Table 10 History of bonus share allocations

The Company did not allocate bonus performance shares.

AMF Table 11 On commitments related to the termination of office of executive corporate officers

The table below summarises the conditions relating to executive corporate officers.

	Employment contract		Supplementary pension plan (1)		Compensation or benefits due or likely to be due as a result of termination or change of functions (2)		Remuneration relating to a non-compete clause (3)	
Executive corporate officers	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**
Pascal Roché Chief Executive Officer Term start date: 30 June 2011, renewed on 17 June 2014, 13 December 2016 and 10 December 2019 Term end date: End of 2022		✘		✘	✘		✘	
Craig McNally Chairman of the Board of Directors since 22 June 2017 Start of term of office: 22 June 2017, renewed on 11 December 2020 Term end date: End of 2024		✘		✘		✘		✘

(1) Neither the Company nor its subsidiaries set aside provisions for or recognise amounts for the payment of pensions, retirement or other benefits to members of the Board of Directors.

(2) The severance pay for Mr Pascal Roché is presented in section 5.3.1.2. above.

(3) Mr Pascal Roché's non-compete indemnity is presented in section 5.3.1.2. above.

5.3.1.4 Components of remuneration paid during the financial year ended 30 June 2022 or awarded in respect of the same financial year to executive corporate officers subject to a vote by the General Meeting of 8 December 2022

The tables below show the fixed, variable and extraordinary components of the total remuneration and benefits of any kind paid during the financial year ended 30 June 2022 or granted in respect of the same financial year to the executive corporate officers subject to a vote by the General Meeting of 8 December 2022 pursuant to Article L.22-10-34 of the French Commercial Code.

These components of remuneration are in accordance with the remuneration policy for executive corporate officers approved by the General Meeting of 9 December 2021 pursuant to the provisions of Article L.22-10-8 of the French Commercial Code.

Mr Pascal Roché is subject to a non-compete obligation for a period of 12 months from the date of termination of his duties. In return, Mr Pascal Roché benefits from a non-compete indemnity equal to three months of the fixed compensation paid during the last 12 months of activity.

5.3.1.4.1 Components of remuneration paid during the financial year ended 30 June 2022 or awarded in respect of the same financial year to Mr Pascal Roché, Chief Executive Officer

Components of remuneration submitted to the vote	Amounts awarded in respect of the financial year ended or carrying amount	Comments
Fixed remuneration	EUR 610,000	When Mr Pascal Roché was reappointed as Chief Executive Officer by decision of the Board of Directors on 10 December 2019, it was decided to maintain unchanged all the terms and conditions of his remuneration, namely EUR 610,000 per year in fixed remuneration.
Annual variable remuneration	EUR 686,250	The Board of Directors' meeting of 20 October 2021, on the recommendation of the Appointments and Remuneration Committee, adopted the following qualitative and quantitative criteria: ■ qualitative criteria: ▪ risk management, including cybersecurity, ▪ a second organisational criterion that cannot be detailed here for reasons of confidentiality, ▪ Group ESG policy (sustainable development, patients and employees), ▪ a fourth economic criterion that cannot be detailed here for reasons of confidentiality; ■ quantitative criteria ▪ budget for the financial year (EBITDA), ▪ Strategic Plan Year 1, ▪ cash flow – leverage ratio.
Deferred variable remuneration	None	
Multi-year variable remuneration	EUR 123,800	This amount corresponds to an accounting valuation of the long-term incentive plan for the past financial year. As a reminder, at its meeting of 20 October 2021, on the recommendation of the Appointments and Remuneration Committee, the Board of Directors decided to set up a long-term incentive plan for the Chief Executive Officer in the form of multi-year variable remuneration conditional on: the achievement of several economic and qualitative performance criteria assessed over five financial years until 2026, according to the following weighting: ■ quantitative objectives: representing up to 70% of the bonus; ■ qualitative objectives: representing up to 30% of the bonus and linked in full to the results of the Commitment Survey ■ The maximum amount of the bonus would be the gross annual reference salary of the Chief Executive Officer as determined on the basis of the average amount of the gross fixed compensation of the Chief Executive Officer between 1 July 2021 and 30 June 2026. No remuneration is therefore due or was paid in respect of this financial year.

Components of remuneration submitted to the vote	Amounts awarded in respect of the financial year ended or carrying amount	Comments
Extraordinary remuneration	None	
Stock options, performance shares or any other component of long-term remuneration	None	
Remuneration allocated to the Directors (formerly Directors' fees)	None	
Valuation of benefits of any kind	EUR 1,920	This is the valuation of the use of the company car, the benefit of which is renewed each year by decision of the Board of Directors, on the recommendation of the Appointments and Remuneration Committee.
Severance pay	No payment	Mr Pascal Roché is entitled to receive severance pay in the event of dismissal, non-renewal, forced departure or requested resignation from his position as Chief Executive Officer. The maximum amount of this payment corresponds to 24 months of remuneration based on the average monthly fixed and variable remuneration received during the 24 months preceding the departure. In accordance with the provisions of Article L.22-10-8 of the French Commercial Code, the payment of this severance pay is subject to its compliance with the remuneration policy approved by the General Meeting. The Board of Directors has decided that the payment of severance pay is subject to compliance, duly recorded by the Board of Directors at the time of or following the termination of the duties, with conditions linked to the performance of the Chief Executive Officer and assessed in relation to those of the Company. Severance pay is subject to compliance with at least three of the following five performance criteria: 1 financial ratios set by the Ramsay Générale de Santé group loan agreements; 2 organic growth of the Ramsay Générale de Santé group equal to or higher than that of the private hospital sector; 3 EBITDA level set in the budget on the basis of the budget for the year preceding the effective termination date; 4 level of revenue set in the budget on the basis of the budget for the year preceding the date of termination of office; 5 Capex level set in the budget not exceeded.
Non-compete indemnity	No payment	Mr Pascal Roché is subject to a non-compete obligation for a period of 12 months from the date of termination of his duties. In return, Mr Pascal Roché benefits from a non-compete indemnity equal to three months of the fixed compensation paid during the last 12 months of activity.
Supplementary pension plan	None	

5.3.1.4.2 Components of remuneration paid during the financial year ended 30 June 2022 or awarded in respect of the same financial year to Mr Craig McNally, Chairman of the Board of Directors

Components of remuneration	Amount	Comments
Fixed remuneration	None	Mr Craig McNally does not receive any specific remuneration in respect of his office as Chairman of the Board of Directors.
Annual variable remuneration	None	
Deferred variable remuneration	None	
Multi-year variable remuneration	None	
Extraordinary remuneration	None	
Stock options, performance shares or any other component of long-term remuneration	None	
Remuneration allocated to the Directors and members of one or more Committees set up by the Board	EUR 45,000	Mr Craig McNally is eligible for the amount of remuneration allocated to the members of the Board of Directors in accordance with the allocation rules set by the Board of Directors after consulting the Appointments and Remuneration Committee.
Valuation of benefits of any kind	None	
Severance pay	None	
Non-compete indemnity	None	
Supplementary pension plan	None	

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5.3.1.5 Remuneration policy for executive corporate officers submitted to the vote of the General Meeting

5.3.1.5.1 Principles and process for determining the remuneration policy

Pursuant to the provisions of Article L.22-10-8 of the French Commercial Code, the Board of Directors sets out the principles and criteria for determining, distributing and awarding the fixed, variable and extraordinary components of the total remuneration and benefits of any kind attributable to executive corporate officers.

The Ordinary General Meeting to be held on 8 December 2022 will be asked to approve the remuneration policy for executive corporate officers for the financial year ending 30 June 2023. As the functions of Chairman of the Board of Directors and Executive Management of the Company are separate, two resolutions will be presented respectively for the Chairman of the Board of Directors and for the Executive Management.

To determine the remuneration policy, the Board of Directors takes into account the principles of comprehensiveness, balance, comparability, consistency, intelligibility and restraint recommended by the Afep-Medef Code.

The Company may not determine, allocate or pay any compensation of any kind whatsoever without compliance with the approved remuneration policy or, failing this, with prior remuneration or practices. The Company may not make any commitments with respect to components of remuneration, indemnities or benefits that may be due following the assumption, termination or change of duties of corporate officers, or subsequent to the exercise of said duties.

Each financial year, the Appointments and Remuneration Committee reviews the various components of the remuneration of corporate officers. The work of the Appointments and Remuneration Committee is submitted to the Board of Directors, which establishes the remuneration policy submitted to the vote of the next General Meeting. In the event of a revision or deviation from the remuneration policy, an identical process would be followed.

5.3.1.5.2 Remuneration policy for the Chairman of the Board of Directors submitted for approval to the General Meeting of 8 December 2022

The Board of Directors has decided not to grant any specific remuneration to the Chairman of the Board of Directors. The latter only receives remuneration for his directorship (formerly Directors' fees) and according to the allocation rules set by the Board as set out in section 5.3.2 of the document. It is specified that the role of Chairman of the Board of Directors as such does not entitle him to receive additional remuneration, unlike the chair of the various Committees.

The Chairman of the Board of Directors does not receive any benefits in kind.

5.3.1.5.3 Remuneration policy for the Chief Executive Officer submitted for approval to the General Meeting of 8 December 2022

The remuneration of executive corporate officers is determined by the Board of Directors after reviewing the recommendations of the Appointments and Remuneration Committee. Executive Management is exercised by a single Chief Executive Officer. The principles and criteria for his remuneration are detailed in section 5.3.1.2 above.

FIXED REMUNERATION

The fixed remuneration of the Chief Executive Officer is set by the Board of Directors after reviewing the recommendations of the Appointments and Remuneration Committee. In accordance with the recommendations of the Afep-Medef Code, the amount of fixed remuneration is only reviewed at relatively long intervals. In this respect, the amount set in October 2015 had been revised in February 2019, in order to take into account the change in the Group's size following the acquisition of Capio AB and the resulting increased responsibilities. The Chief Executive Officer was reappointed on 10 December 2019 and the components of remuneration remained unchanged.

ANNUAL VARIABLE REMUNERATION

The annual variable remuneration of the Chief Executive Officer may represent up to 120% of the fixed remuneration for the financial year in question.

In accordance with the recommendations of the Afep-Medef Code, the annual variable remuneration is subject to the achievement of target quantitative and qualitative criteria defined and assessed by the Board of Directors on the recommendation of the Appointments and Remuneration Committee, according to the following weighting:

- the qualitative portion of the variable remuneration may represent up to 50% of the annual fixed remuneration and up to 60% if the targets are exceeded;
- the quantitative portion of the variable remuneration may represent up to 50% of the annual fixed compensation if the target quantitative criteria are achieved and up to 60% if the target quantitative objectives are exceeded.

In accordance with the provisions of Article L.22-10-34 of the French Commercial Code, the payment of annual variable remuneration in respect of a given financial year is subject to the approval by the Ordinary General Meeting of the components of remuneration paid to the Chief Executive Officer during the financial year ended or awarded in respect of the same financial year.

For the financial year ending 30 June 2023, the Board of Directors, at its meeting on 13 October 2022, set four quantitative criteria: Budget for the 2022-2023 financial year (revenue/EBITDA), the achievement of Year 2 of the strategic plan, the integration of GHP and the management of cash and the leverage ratio (including management of debt in a context of rising interest rates). It also set four qualitative criteria: risk management (in particular cyber security and shared service centre risks), the implementation of the Group ESG policy (including the implementation of the Quality of Life and Working Conditions agreement – QLWC, the "Company with a mission" action plan and the Group's carbon neutrality objectives), the focus on patients and employees, as well as another criterion relating to confidential strategic objectives.

LONG-TERM REMUNERATION

In consideration of his involvement in the development of the Group, the Board of Directors of 20 October 2021, on the recommendation of the Appointments and Remuneration Committee, decided to set up a long-term incentive plan for the Chief Executive Officer in the form of multi-year variable remuneration conditional on the achievement of several economic and qualitative performance criteria assessed over five financial years until 2026, in accordance with the recommendations of the Afep-Medef Code.

The Chief Executive Officer does not benefit from performance shares. However, in the future, the Board of Directors may decide to set up medium- or long-term incentive plans in the form of bonus share plans subject to performance conditions. These bonus share allocations would be made in accordance with the terms of the delegation of authority granted by the General Meeting and in accordance with the legal provisions and principles laid down by the Afep-Medef Code.

BENEFITS

The Chief Executive Officer has the use of a company car as a benefit in kind in accordance with the Company's practice.

The Chief Executive Officer may also benefit from (i) collective health insurance and welfare schemes under the conditions applicable to salaried executives of the Company (ii) executive unemployment insurance taken out with the Garantie Sociale du Chef d'Entreprise et du Dirigeant (GSC) and (iii) professional liability insurance as Chief Executive Officer.

EXTRAORDINARY REMUNERATION

In accordance with the recommendations of the Afep-Medef Code, the Board of Directors may grant extraordinary remuneration to the Chief Executive Officer if specific circumstances justify it and are explained by the Board. This extraordinary remuneration is part of a compensation policy in line with the Company's corporate interests.

In accordance with the provisions of Article L.22-10-34 of the French Commercial Code, the payment of extraordinary remuneration in respect of a given financial year is subject to the approval by the Ordinary General Meeting of the components of remuneration paid or awarded to the Chief Executive Officer in respect of said financial year.

SEVERANCE PAY IN THE EVENT OF TERMINATION OF OFFICE

The Board of Directors may decide to grant severance pay to the Chief Executive Officer. In accordance with the provisions of Article L.22-10-8 of the French Commercial Code and the recommendations of the Afep-Medef Code:

- this severance pay is subject to its compliance with the remuneration policy approved by the General Meeting;
- the payment is subject to the achievement of demanding performance conditions;
- severance pay is only due in the event of forced departure;
- its amount must not exceed two years' remuneration (annual fixed and variable remuneration).

For example, Mr Pascal Roché is entitled to receive severance pay in the event of dismissal, non-renewal, forced departure or requested resignation from his position as Chief Executive Officer.

Pursuant to Article 25.5.1 of the Afep-Medef Code, the payment of severance pay to an executive corporate officer must be excluded if he leaves the company at his own initiative to take up new duties, or changes duties within a group, or if they he has the option to exercise his pension rights.

The maximum amount of this payment corresponds to 24 months of remuneration based on the average monthly fixed and variable remuneration received during the 24 months preceding the departure.

The Board of Directors has decided that the payment of severance pay is subject to compliance, duly recorded by the Board of Directors at the time of or following the termination of the duties, with conditions linked to the performance of the Chief Executive Officer and assessed in relation to those of the Company.

The severance pay is thus subject to compliance with at least three of the following five performance criteria over at least two financial years:

1. financial ratios set by the Ramsay Générale de Santé group loan agreements;
2. organic growth of the Ramsay Générale de Santé group equal to or higher than that of the private hospital sector;
3. EBITDA level set in the budget on the basis of the budget for the year preceding the effective termination date;
4. level of revenue set in the budget on the basis of the budget for the year preceding the date of termination of office;
5. Capex level set in the budget not exceeded.

This severance pay was maintained unchanged upon the renewal of the term of office as Chief Executive Officer of Mr Pascal Roché by the Board of Directors on 10 December 2019.

NON-COMPETE INDEMNITY

The Board of Directors may grant the Chief Executive Officer a non-compete indemnity in exchange for a non-compete obligation after the termination of his duties within the Company.

By way of illustration, Mr Pascal Roché is subject to a non-compete obligation for a period of 12 months from the date of termination of his duties. In return, Mr Pascal Roché benefits from a non-compete indemnity equal to three months of the fixed compensation paid during the last 12 months of activity.

Pursuant to Article 24.4 of the Afep-Medef Code, the payment of the non-compete indemnity is excluded when the executive officer asserts his pension rights. In any event, no remuneration may be paid beyond the age of 65.

This non-compete indemnity was maintained by the Board of Directors at its meeting of 10 December 2019 when the term of office of Chief Executive Officer was renewed.

5.3.1.6 Equity ratios between the level of remuneration of executive corporate officers and the median and average remuneration of the Company's employees

In accordance with Article L.22-10-9 of the French Commercial Code as amended by law no. 2019-486 of 22 May 2019, known as the "Pacte" law, the table below shows the level of the Chief Executive Officer's remuneration compared with the average and median remuneration on a full-time equivalent basis of the Company's employees other than corporate officers and the change in this ratio over at least the five most recent financial years, presented together and in a form that allows comparison. You are reminded that Mr Craig McNally does not receive any specific compensation in respect of his office as Chairman of the Board of Directors and that the information required by Article L.22-10-9 of the French Commercial Code does not therefore apply to the latter.

Pascal Roché Chief Executive Officer	FY 2017-2018	FY 2018-2019	FY 2019-2020	FY 2020-2021	FY 2021-2022
Change in the total remuneration of Pascal Roché, Chief Executive Officer	0%	+18%	-54%(2)	+110%	**+1%**
Change in the average compensation of employees (HQ 2022 (1))	N/A	-14%	-10%	-4%	**-4%**
Ratio with average compensation of employees (HQ 2022)	13	18	9	20	20
Change in the ratio compared with the previous financial year (HQ 2022)	N/A	+38%	-49%	+119%	**-2%**
Ratio with median compensation of employees (HQ 2022)	15	23	13	28	28
Change in the ratio compared with the previous financial year (HQ 2022)	N/A	+49%	-45%	+123%	**-1%**
Revenue growth	+0.3%	+51.7%	+10.1%	+7.4%	**+6.9%**

(1) The scope used to calculate the ratio includes employees of GIE Ramsay Santé and GIE Ramsay Hospitalisation, representing approximately 1,074 people. Given the significant changes in the scope of the Ramsay Santé group over the last few years, the Group does not have the tools to calculate this ratio for all Group companies.

(2) As a reminder, Mr Pascal Roché waived his variable remuneration for the 2019-2020 financial year.

5.3.2 Remuneration of non-executive corporate officers

5.3.2.1 Remuneration policy for Directors submitted for approval to the General Meeting of 8 December 2022

The Ordinary General Meeting of 9 June 2015 set the total amount of remuneration allocated to the members of the Board of Directors (formerly Directors' fees) as of the financial year beginning on 1 January 2015 at EUR 475,000. This amount has remained unchanged since then.

On the recommendation of the Appointments and Remuneration Committee, the Board of Directors established the rules for setting and allocating remuneration for its members, which have also remained unchanged since 2015.

Directors receive only this remuneration, which is distributed among themselves, within the limits of the overall allocation made at the Annual General Meeting, for each 12-month period corresponding to the calendar year and prorata temporis to the duration of their term of office during the said period.

The individual allocations of this remuneration are as follows:

- a fixed annual portion for each Director: EUR 35,000;
- a fixed annual portion for each Committee member: EUR 10,000 (for one or more terms of office as Committee member);
- a fixed annual portion for each Committee Chairman: EUR 10,000 (for one or more terms of office as Committee Chairman).

The Board makes the decision to pay remuneration for the past calendar year during one of the meetings of the following calendar year.

This information is reported annually in the Company's Universal Registration Document.

5.3.2.2 Remuneration received by the members of the Board of Directors for the financial year ended 30 June 2022

The table below details the remuneration received by the members of the Board or their permanent representative, with the exception of the Chairman of the Board (Mr Craig McNally), whose remuneration is detailed above.

The amounts are gross amounts (before withholding tax, taxes and charges).

This includes the members of the Board of Directors who were in office during the last payment year, i.e. 2022.

AMF Table 3 on remuneration awarded for directorships and other remuneration received by non-executive corporate officers

	Amounts paid in 2022 for 2021	Amounts paid in 2021 for 2020
Anne-Marie Couderc Independent Director, Chairwoman of the Appointments and Remuneration Committee, member of the Audit Committee, member of the Risk Committee		
Remuneration from Board and Committees	55,000	55,000
Other remuneration	None	None
Crédit Agricole Assurance *(represented by Magali Chessé)* *Director, Chairwoman of the Audit Committee, Member of the Risk Committee*		
Remuneration from Board and Committees	55,000	55,000
Other remuneration	None	None
Jean-Jacques Duchamp (1) *Director, member of the Appointments and Remuneration Committee*		
Remuneration from Board and Committees	None	None
Other remuneration	None	None
Carmel Monaghan (2) *Director, Chairwoman of the Risk Committee*		
Remuneration from Board and Committees	11,250	45,000
Other remuneration	None	None
Karen Penrose (3) *Director, member of the Audit Committee*		
Remuneration from Board and Committees	37,500	N/A
Other remuneration	None	N/A
Ramsay Health Care UK Limited *(represented by Colleen Harris)* (4) *Director, member of the Appointments and Remuneration Committee*		
Remuneration from Board and Committees	8,750	45,000
Other remuneration	None	None
Andrew Jones *Director, Chairman of the Risk Committee*		
Remuneration from Board and Committees	45,000	9,583
Other remuneration	None	None
Elvire Kodjo *Director representing employees*		
Remuneration from Board	35,000	35,000
Other remuneration	None	None
Martyn Roberts *Director, member of the Audit Committee*		
Remuneration from Board and Committees	45,000	33,750
Other remuneration	None	None
Olivier Poher (5) *Director representing employees*		
Remuneration from Board	20,417	N/A
Other remuneration	None	N/A

(1) Terms of office expired on 21 April 2022. Mr Jean-Jacques Duchamp waived his remuneration for Board and Committee meetings.

(2) Directorships expired on 23 February 2021.

(3) Directorships that began on 23 February 2021.

(4) On 20 October 2021, the Board of Directors took note of the appointment of Ms Colleen Harris to replace Mr Peter Evans as permanent representative of Ramsay Health Care (UK) Ltd. Mr Peter Evans waived his remuneration as a Board member for 2021.

(5) Appointment started on 2 June 2021.

6

GENERAL INFORMATION ON THE GROUP

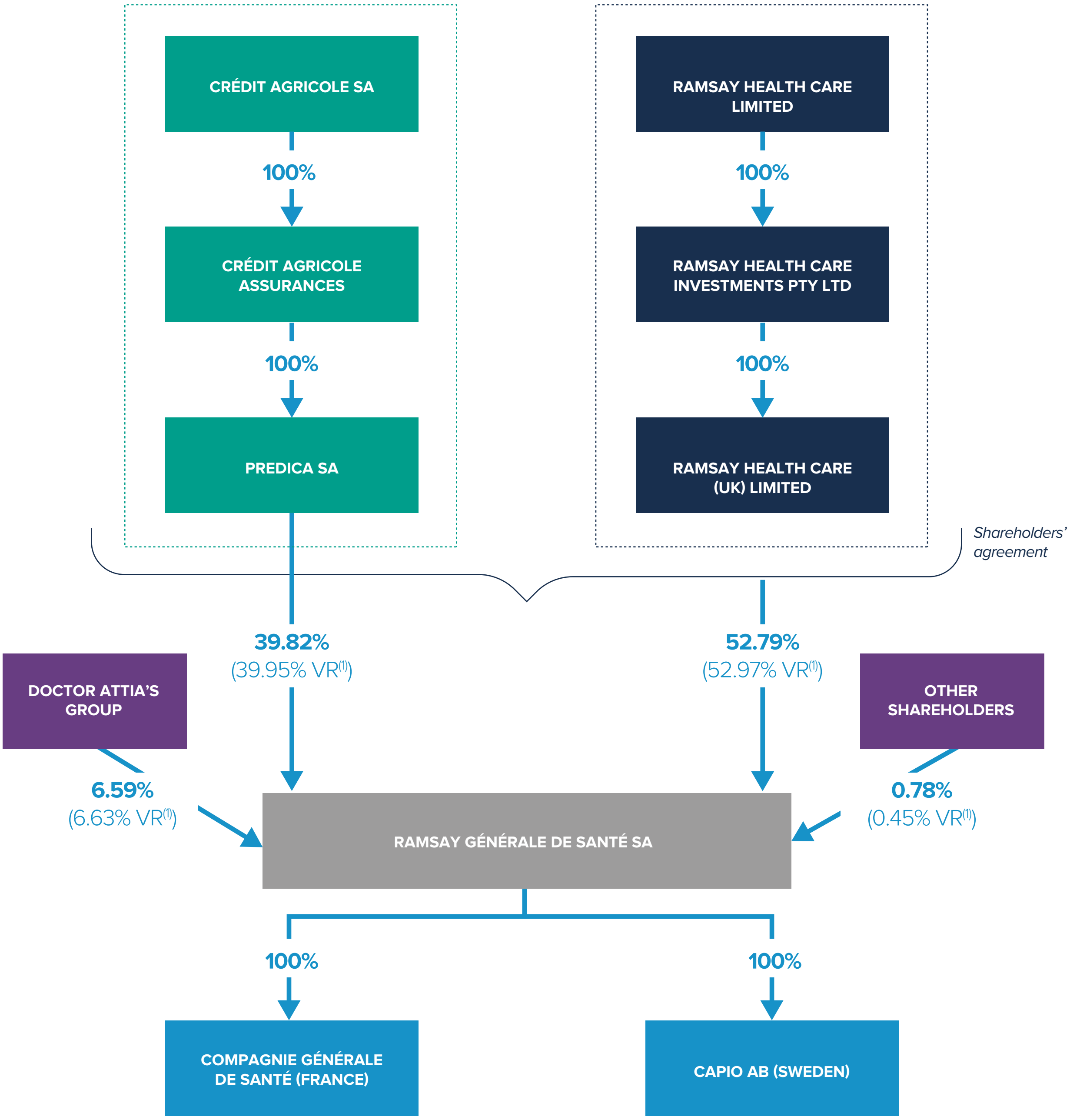
6.1 Organisation and chart

6.1.1 Organisation chart of the shareholders controlling the Company

Ramsay Générale de Santé SA (the "Company") is the parent company (holding) of the Ramsay Santé group. Its shares are listed on Euronext Paris (compartment A) and are eligible for the deferred settlement service (SRD).

The simplified organisation chart showing the holders of the Ramsay Générale de Santé SA share capital is presented below.

The percentages presented in this organisation chart are calculated on the basis of a share capital of 110,389,690 shares, representing 219,513,227 theoretical voting rights at 30 September 2022, details of which are provided in section 6.2.1 below, together with historical data.



(1) VR: Voting rights

6.1.2 Simplified Group organisation chart

The organisation chart below provides a simplified overview of the ownership structure of the main companies making up the Ramsay Santé group as of the date of this document.

The parent company's purpose and activity is the direct ownership of two subsidiaries whose purpose is to hold the subsidiary operational and functional assets of the entire Group. To ensure managerial cohesion, Mr Pascal Roché, Chief Executive Officer of Ramsay Générale de Santé SA (see section 5 above) is also Chairman of Compagnie Générale de Santé SAS (Paris) and Chairman and Chief Executive Officer of Capio AB (Stockholm). Mr Pascal Roché also manages the economic interest groups dedicated to the Group's central services (see section 6.1.3.2 below), the Education and Research GCS. He chairs the Ramsay Santé Corporate Foundation and Dynamis SA.

The direct or indirect subsidiaries of Compagnie Générale de Santé (France and Italy) and Capio AB (Scandinavian countries) have management bodies in line with their legal form and the geographical structure of the Group's organisation. Thus, the managers of the healthcare facilities operated by the operating subsidiaries are the natural persons responsible for the regions (Chief Operations Officers, Chief Divisional Officers, facility managers) by country and business line. Functional subsidiaries are managed by members of the Executive Committee according to their respective purposes.

6.1.3 Group organisation

6.1.3.1 Principles and organisation

Ramsay Générale de Santé SA is a pure holding company, and its two subsidiaries, Compagnie Générale de Santé and Capio AB, each wholly owned, respectively hold the share capital of the operating entities, i.e. hospitals and private clinics, health centres, imaging centres, as well as commercial or civil management or real estate companies, it being specified that common tools are used for the functional support of the whole by economic interest groups.

The operating subsidiaries are grouped into holding companies by country and/or by business line, as shown in the organisation chart in section 6.1.2 above. Ramsay Santé has no less than four hundred and nine consolidated entities with a historical and network-based rationale for activities and regions. The Group also includes real estate, financial and organisational companies, as well as historical intermediary companies of the Group. The Group endeavours to simplify the holding levels of subsidiaries as far as possible.

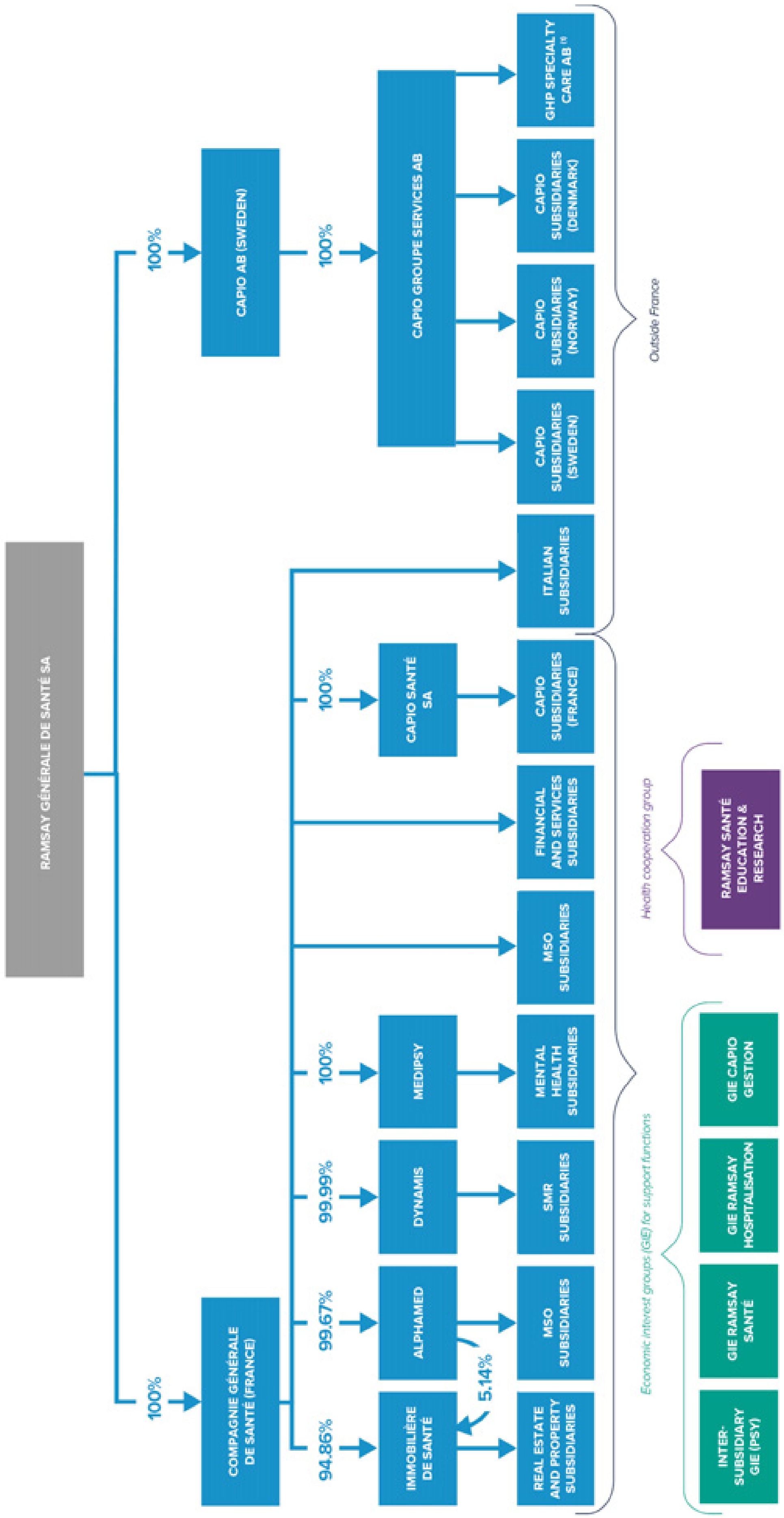
Each Group facility operates under its own responsibility. It is subject to the regulations applicable due to its head office and its health territory by country, the strength of the whole being based on shared internal standards in terms of organisation, values, quality of care and reporting. This organisation corresponds to the efficient regionalisation of the care offer as desired by the competent health authorities and generally by the supervisory institutions within the framework of national health policies.

6.1.3.2 Common and shared services

The operational entities are supported by shared management, consulting and assistance service entities. Generally constituting economic interest groups, these entities may also carry out their activity commercially. In return for the services rendered, the subsidiaries pay annual contributions covering the operating expenses of the EIGs on an internal regulatory basis, with allocation keys defined by type of cost and according to each member's recourse to the various services.

6.1.3.3 Group financing and cash flows

The Group's financing is discussed in section 2.4 of this document, with the main focus being the Credit Agreement and its various financing lines, as well as internal resources from shareholders and the Company's accumulated profits.



(1) Consolidation in the scope of the Capio Sweden and Denmark subsidiaries FY 2023

The operating patterns of financial ties within the Group are:

- relating to the share capital and governed by common company law and tax law (including dividend flows);
- of a financial nature through current accounts: the cash management agreements described above also define the nature of parent/subsidiary current accounts and assign debit and credit interest rate calculations on borrowed funds. In this respect, a distinction can be made between the so-called "structural" current accounts related to the acquisitions of subsidiaries and financing of restructuring investments, and the so-called "cyclical" current accounts which are related to the cash management of the subsidiaries, cash-pooling and adjustments to working capital requirements, with current accounts between the main holding companies amounting to more than EUR 50 million.

The Company has implemented a centralised cash management system under which the Group's cash flows are managed. For the operation of this system, each Group company opens a bank account on the books of credit institutions retained by the Group. The subsidiaries' accounts are managed centrally by Centrale Ramsay Santé and Compagnie Générale de Santé, which deal with credit institutions as central companies. There are two types of service provision agreements entered into with credit institutions:

- the first are cash pooling agreements that involve the daily consolidation of the accounts of each company concerned, at the level of the account of the central company;
- the second are interest rate pooling agreements, which require that the account of each company concerned is only pooled in terms of interest with the account of the central company, the account closure being carried out quarterly.

6.2 Main shareholders

6.2.1 Shareholding structure of the Company

As of the date of this document, the share capital of Ramsay Générale de Santé stood at EUR 82,792,267.50, comprising 110,389,690 fully paid-up shares with a par value of EUR 0.75 each.

As of 30 September 2022, the share capital and voting rights of Ramsay Générale de Santé SA were distributed as follows:

	Number of shares	% of share capital	Number of theoretical voting rights (1)	% of theoretical voting rights
Ramsay Health Care (UK) Limited (2)	58,276,376	52.79	116,269,488	52.97
Predica (2)	43,953,926	39.82	87,694,205	39.95
Sub-total for the Ramsay Health (UK) Limited/Predica concert	**102,230,302**	**92.61**	**203,963,693**	**92.92**
Group of Mr André Attia (3)	7,275,296	6.59	14,550,592	6.63
Treasury shares (4)	20,301	0.02	20,301	0.01
Other shareholders	863,791	0.78	978,641	0.45
TOTAL	**110,389,690**	**100**	**219,513,227**	**100**

(1) This table takes into account shares with double voting rights acquired in accordance with the bylaws.

(2) Shareholders acting in concert.

(3) Number of shares and voting rights held indirectly by Mr André Attia through the intermediary of the companies Carolam Santé, SCA Attia Villard Fribourg, BA Partners, Rainbow Santé and Société L'Arche, acting in concert.

(4) This table takes into account treasury shares as of 30 September 2022.

The table below shows the change in the Company's shareholding structure between 1 October 2020 and 1 October 2022 (shareholding and voting rights):

	1 October 2022			1 October 2021			1 October 2020		
Shareholders	Number of shares	% share capital	% voting rights (1)	Number of shares	% share capital	% voting rights (1)	Number of shares	% share capital	% voting rights (1)
Ramsay Health Care (UK) Limited (2)	58,276,376	52.79	52.97	57,993,112	52.53	52.84	57,993,112	52.53	52.09
Predica (2)	43,953,926	39.82	39.95	43,740,279	39.62	39.85	43,740,279	39.62	39.29
Concert sub-total (2)	**102,230,302**	**92.61**	**92.92**	**101,733,391**	**92.16**	**92.69**	**101,733,391**	**92.16**	**91.38**
Carolam Santé (3)	6,030,346	5.46	5.49	6,030,346	5.46	6.50	6,030,346	5.46	6.50
SCA Attia Villard Fribourg (3)	813,389	0.74	0.74	813,389	0.74	0.75	813,389	0.74	0.88
BA Partners Santé SA (3)	414,699	0.38	0.38	414,699	0.38	0.38	414,699	0.38	0.41
Rainbow Santé (3)	16,812	0.02	0.02	16,812	0.02	0.02	16,812	0.02	0.02
L'Arche (3)	50	0.00	0.00	50	0.00	0.00	50	0.00	0.00
Concert sub-total (3)	**7,275,296**	**6.59**	**6.63**	**7,275,296**	**6.59**	**7.65**	**7,275,296**	**6.59**	**7.81**
Treasury shares	20,301	0.02	0.01	25,301	0.02	0.01	25,301	0.02	0.01
Other registered shareholders	114,884	0.10	0.10	119,268	0.11	0.11	127,171	0.12	0.13
Other bearer shareholders	748,907	0.68	0.34	1,236,434	1.12	0.56	1,228,531	1.11	0.68

(1) Theoretical voting rights in accordance with the provisions of Article L.223-11 of the AMF General Regulation.

(2) Shareholders acting in concert as "major shareholders".

(3) Shareholders acting in concert "Groupe du Docteur André Attia".

The Company's share capital did not change during the financial year ended 30 June 2022, or since.

6.2.2 Statement on the crossing of thresholds and voting rights

Ramsay Health Care (UK) Limited and Predica made the following declarations to the French Financial Markets Authority (Autorité des marchés financiers – "AMF") on previous threshold crossings:

- notice published by the AMF on 6 October 2017 under number 217C2364 (threshold crossing declaration);
- notice published by the AMF on 18 October 2017 under number 217C2441 (threshold crossing declaration);
- notice published by the AMF on 20 February 2019 under number D&I 219C0301 (exemption from the obligation to file a proposed public offer);
- notice published by the AMF on 16 April 2019 under number 219C0661 (information following an exemption from the obligation to file a proposed public offer).

No new threshold crossing declarations have been sent to the AMF since 16 April 2019.

6.2.3 Transactions carried out on their shares by corporate officers and related persons

The transactions declared by corporate officers and related persons to the AMF during the financial year ended 30 June 2022 were as follows:

Name of the declarant	**Ramsay Health Care (UK) Limited**	**Predica**
Nature of the transaction	Acquisition	Acquisition
Transaction date	09/12/2021	13/12/2021
Description of the transaction	Acquisition of 283,264 shares	Acquisition of 213,647 shares
Total amount of the transaction	EUR 6,798,336	EUR 5,127,528

6.2.4 Statement on the voting rights of the main shareholders

A double voting right is allocated to any fully paid-up registered shares for which evidence is provided, in accordance with the law, of registration in an account in the name of the same shareholder for a period of at least two years; the double voting right ceases automatically under the conditions provided for by the French Commercial Code.

Changes in voting rights attached to shares issued by the Company between 1 October 2020 and 1 October 2022 are as follows:

	1 October 2022	1 October 2021	1 October 2020
Capital shares	110,389,690	110,389,690	110,389,690
Theoretical voting rights	219,513,227	219,514,957	185,557,242
Shares without voting rights			
Registered treasury shares	20,301*	25,301	25,301
Bearer treasury shares	12,494*	0	0
Other	0	0	0
Exercisable voting rights	**219,480,432**	**219,489,656**	**185,531,941**

** The Company entered into a liquidity agreement on 1 March 2022, a description of which is presented in section 6.4.3 of this document.*

The Company publishes the voting rights table on its website on the last day of the previous month.

6.2.5 Control of the Company

6.2.5.1 Controlling shareholders

Since 1 October 2014, Ramsay Générale de Santé SA is controlled by Ramsay Health Care (UK) Limited and Predica, acting in concert. Together, these two major shareholders hold 102,230,302 shares and 203,963,693 voting rights of the Company, i.e. 92.61% of the share capital and 92.92% of the voting rights as of the date of this document.

The Company believes that there is no risk of this control being exercised in an abusive manner, in particular through the application of governance principles, including the composition of the Company's governance bodies, which are set out in sections 5.1 and 5.2. of this document.

6.2.5.2 Information on controlling shareholders of the Company

The following information concerns the shareholders bound by the shareholders' agreement described in section 6.2.5.3 below, in addition to the information in section 6.2.1 above and the summary organisation chart in section 6.1.1.

Ramsay Health Care (UK) Limited

Ramsay Health Care (UK) Limited is a company incorporated in England and Wales governed by the 1985 Companies Act. It is one of the leaders in hospitalisation and private hospital services in the United Kingdom, and operates a network of 34 facilities providing a wide range of specialised care for patients involving different types of care. Ramsay Health Care (UK) Limited also operates imaging and diagnostic centres, and delivers neurological care in three neuro-rehabilitation units. Ramsay Health Care (UK) Limited employs approximately 5,000 people in the United Kingdom.

Its share capital is wholly owned by Ramsay Health Care Investments PTY Limited (Australia).

The key figures for Ramsay Health Care (UK) Limited are as follows (as of 30 June of the reference years):

	2022	2021	2020
Total net assets **(in millions of euros)**	696.9	621.0	581.4
Net assets per share **(in euros)**	2.24	2.00	1.87
Net profit **(in millions of euros)**	(12.61)	34.07	(13.0)
Net earnings per share **(in euros)**	(0.04)	0.11	(0.04)

Its Chairman and Chief Executive Officer is Mr Nick Costa.

Predica – Prévoyance Dialogue du Crédit Agricole

Predica, a wholly-owned subsidiary of the Crédit Agricole Assurances group (itself a wholly-owned subsidiary of Crédit Agricole SA), is the second-largest French life insurer. This leadership is based on the strength of the bancassurance model and the power of its partner networks, in particular the regional banks and LCL. It is supported by an adapted insurance offer that meets the protection needs of its customers and their loved ones at every moment of their lives. For 30 years, Predica has successfully adapted to its environment and the company is now actively serving the Crédit Agricole group's customers, developing insurance solutions to meet major challenges, such as retirement and long-term care.

The key figures of the Crédit Agricole Assurances group are as follows:

	2021	2020	2019
Assets **(in billions of euros)**	323	308.3	304.2
Revenue **(in billions of euros)**	36.5	29.4	37.0
Net profit **(in millions of euros)**	1,531	1,230	1,518
Net earnings per share **(in euros)**	0.14	0.11	(0.04)

Its Chief Executive Officer is Mr Philippe Dumont.

6.2.5.3 Shareholders' agreement between Ramsay Health Care (UK) Limited and Predica

On 30 September 2014, Ramsay Health Care (UK) Limited and Predica entered into a shareholders' agreement to organise their relations as shareholders of Ramsay Générale de Santé (formerly Générale de Santé at the time the shareholders' agreement was signed). The provisions of the shareholders' agreement relating to the Company's Board of Directors were amended by an addendum dated 12 December 2016. The main provisions of this shareholders' agreement, as amended by the addendum dated 12 December 2016, were made public by the AMF by two notices published respectively on 8 October 2014 under number 214C2099 and 21 December 2016 under number 216C2885, in the following terms:

"Concert action:

Ramsay Health Care (UK) Limited and Predica declare that they act in concert with regard to the company Générale de Santé.

Governance:

a) Representation on the Board of Directors:

- *the Board of Directors is composed of ten (10) members, including five (5) proposed by Ramsay Health Care (UK) Limited, at least two (2) proposed by Predica, at least one (1) independent member and at least one (1) member representing employees;*
- *the Chairman of the Board of Directors is appointed by the Board of Directors by simple majority from among the members of the Board proposed by Ramsay Health Care (UK) Limited, on the recommendation of Ramsay Health Care (UK) Limited and after consultation with Predica;*
- *Predica no longer has the right of prior approval of the candidate proposed by Ramsay Health Care (UK) Limited for the position of Chairman of the Board;*
- *a Vice-Chairman of the Board of Directors is appointed (or dismissed) by the Board by simple majority of its members. The Vice-Chairman is appointed from among the representatives of Predica appointed to the Board of Directors, on the proposal of Predica;*
- *in the event of a tie, the Chairman of the Board of Directors will have the casting vote, but the Vice-Chairman will not; and*
- *the Chief Executive Officer is appointed by a majority of the members of the Board of Directors on the proposal of Ramsay Healthcare (UK) Limited and after consultation with Predica.*

b) Representation on Board Committees:

- *the shareholders' agreement stipulates that the Board of Directors will have an Audit Committee and an Appointments and Remuneration Committee;*
- *the Audit Committee will be composed of four members appointed for a period of four years, including two representatives of Ramsay Healthcare (UK) Limited, one representative of Predica and one independent member within the meaning of the Afep-Medef Code;*
- *the Appointments and Remuneration Committee will be composed of four members appointed for a term of four years, including two representatives of Ramsay Healthcare (UK) Limited, one representative of Predica and one independent member within the meaning of the Afep-Medef Code;*
- *the Chairpersons of the two Committees will be appointed on the proposal of Predica.*

c) Decisions of the Board of Directors taken by qualified majority:

A certain number of important decisions of the Board of Directors may only be taken by a qualified majority of two-thirds of the members present or represented:

- *approval of the business plan of the Générale de Santé group (i.e. the company Générale de Santé or any entity directly or indirectly controlled by it), of the annual budget (including an investment plan to identify the Group's investment projects) and their modifications;*
- *any issue of securities by Générale de Santé;*
- *any decision to submit a resolution to the Extraordinary General Shareholders' Meeting of Générale de Santé;*
- *any issue of securities by any Group company (other than Générale de Santé);*
- *any approval of stock option plans, allocation of bonus shares, or any other similar plan concerning the Group;*
- *any instructions from Générale de Santé to the Group's executives regarding their participation in the General Shareholders' Meetings of any Group entity, when the meeting decision relates to any of the important decisions thus set out;*
- *unless specifically approved in the budget, any external growth or disposal project concerning all or part of the Group not provided for in the investment plan, and for which the unit amount would exceed EUR 20,000,000 (in enterprise value in the event of merger or acquisition);*
- *unless specifically approved in the budget, any investment (other than those referred to in the previous paragraph) concerning any Group entity not provided for in the investment plan whose cumulative amount would exceed EUR 15,000,000 during the same fiscal year;*
- *unless specifically approved in the budget, any increase in the Group's debt exceeding EUR 20,000,000 or that would result in the Group's consolidated debt ratio exceeding four times its consolidated EBITDA for the last fiscal year ended;*
- *unless specifically approved in the budget, any partnership between a Group entity and a third party with an annual cost in excess of EUR 20,000,000;*
- *unless specifically approved in the budget and other than in the normal course of business, any granting by any Group entity of guarantees, pledges or mortgages;*
- *any merger, spin-off or liquidation, unless these transactions are intragroup;*
- *any appointment of Statutory Auditors of any Group entity;*
- *any decision relating to the prior approval of agreements governed by Article L.225-38 of the French Commercial Code, it being specified that any member of the Board of Directors who may have an interest therein and/or any member of the Board of Directors proposed by a party to such an agreement would not be authorised to take part in the vote and would not be taken into account in the calculations of the quorum and majority;*
- *approval of any measures taken before or during the period of any public offer targeting Générale de Santé securities, the implementation of which would be liable to cause the said offer to fail; and*
- *any declaration or commitment to carry out any of the transactions referred to above or the granting of options or any other agreements that could force any Group subsidiary to carry out any of the transactions referred to above.*

d) Decisions of the Chief Executive Officer requiring the prior authorisation of the Board of Directors:

The Chief Executive Officer may only take the following decisions after prior authorisation by the Board of Directors, unless these decisions have already been approved in the budget: [1]

- *approval or modification of the business plan and budget (including any investment budget and the related financing plan);*
- *the transfer or granting of any security (including any pledge) on any of the Group's assets, not specifically approved within the framework of the budget or an investment programme previously approved by the Board of Directors, the unit value of which is greater than EUR 5,000,000;*
- *any investment or acquisition of assets by any Group entity, not specifically approved as part of the budget or an investment programme previously approved by the Board of Directors, for a unit amount exceeding EUR 10,000,000;*
- *the granting of any loan by any Group entity to a borrower that is not part of the Group for a unit amount exceeding EUR 5,000,000;*

1) When they fall under paragraph (c) above, the decisions below are taken by a two-thirds majority; other decisions are taken by simple majority.

- *the appointment, resignation or dismissal and any significant change in the terms and conditions of an employment contract (or in the agreements with an employee or a corporate officer) any Group entity whose gross annual remuneration (excluding benefits in kind) would be greater than EUR 250,000;*
- *the conclusion of any agreement by any Group entity (other than those referred to in point 3 above) for which the annual cost would be greater than EUR 5,000,000;*
- *the conclusion of any strategic agreement by any Group entity relating to the creation of a joint venture, consortium or partnership with any third party (with the exception of commercial contracts), not specifically approved in the context of the budget or an investment programme previously approved by the Board of Directors and representing an investment greater than EUR 5,000,000;*
- *the conclusion of any loan or financing agreement by any Group entity exceeding EUR 5,000,000 or that would result in the Group's consolidated debt ratio exceeding four times its consolidated EBITDA for the last fiscal year ended;*
- *any settlement agreement relating to any dispute involving a claim in excess of EUR 1,000,000 and the initiation or conduct of any legal, administrative or arbitration proceedings, whether any Group entity is a plaintiff or defendant;*
- *the acquisition of any securities (including by way of merger, contribution of the Group's assets to another company or any similar transaction), with the exception of all acquisitions in connection with cash transactions carried out in the ordinary course of business, not specifically approved as part of the budget or an investment programme previously approved by the Board of Directors, exceeding EUR 10,000,000;*
- *the conclusion by any Group entity of any agreements not mentioned above with any third parties, not specifically approved as part of the budget or an investment programme previously approved by the Board of Directors, for which the annual cost would be greater than EUR 1,000,000 (except for agreements in the normal course of business and under arm's length terms);*
- *any declaration or commitment to carry out any of the transactions referred to above or the granting of options or any other agreements that could force any Group subsidiary to carry out any of the transactions referred to above.*

Share transfers:

a) Commitment to limit shareholdings:

- *the shareholders' agreement prohibits Predica's stake in Générale de Santé from exceeding, at any time, 99% of the number of shares held by Ramsay Healthcare (UK) Limited and, conversely, the stake of Ramsay Healthcare (UK) Limited must represent less than 101% of the number of shares held by Predica;*
- *Ramsay Healthcare (UK) Limited and Predica also refrain from making any purchase of Générale de Santé shares that would result in them crossing, in concert, any thresholds triggering a mandatory public offer.*

b) Undertaking to retain shares:

Ramsay Healthcare (UK) Limited and Predica have undertaken not to sell or transfer in any way whatsoever their shares in Générale de Santé for a period of five years (1).

c) Right of first refusal:

At the end of the period for which the parties undertake to retain shares as referred to above, the parties have granted each other a right of first refusal in the event that one of them wishes to sell all or part of its shares to a third party. (2)

d) Proportional joint sale rights

In the event that one of the parties has not exercised its right of first refusal, it will have, in the event of the sale by the seller of its shares to a third party, the right to sell a number of shares to the transferee representing the same percentage as the seller's stake in Générale de Santé's share capital.

e) Liquidity of the Générale de Santé share market:

The parties undertake to make their best efforts to ensure that the Générale de Santé share market has a minimum free float with the objective of a free float of between 15% and 20% of the share capital based on the total number of Générale de Santé shares outstanding at 31 December 2015. To this end, the parties agree to meet and negotiate in good faith the means to increase the free float if it were to represent less than 20% of Générale de Santé's share capital at that date.

f) Rendez-vous clause:

The parties agree, within three months following the end of the undertaking to retain shares, and within three months following each of the two-year periods of renewal of the shareholders' agreement, to meet to study the possible sale of all or part of their stakes in Générale de Santé's share capital.

Duration and term of the shareholders' agreement:

The shareholders' agreement is entered into for a period of six years and will then be tacitly renewed for two-year periods, unless terminated with six months' notice."

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1) *This commitment includes several exceptions, in particular in the case of unrestricted transfers defined as: (i) sales by the parties to their respective affiliates, (ii) sales of shares made to an identified minority shareholder, (iii) transfers of shares carried out with the aim of increasing the liquidity of t Ramsay Générale de Santé share market, (iv) buy-sell transactions that would not have the effect of modifying the total number of securities held by each of the parties, and (v) share transfers agreed between the parties.*

2) *It is specified that sales made by a party, including sales made during the previous twelve months, relating to a number of shares representing less than 2% of the share capital and voting rights of Ramsay Générale de Santé are not concerned.*

6.2.6 Agreements liable to result in a change of control

To the best of the Company's knowledge, no agreements are liable to result in a change of control of the Company.

You are reminded that the shareholders' agreement referred to in section 6.2.5.3 above provides that Ramsay Health Care (UK) Limited and Predica may not sell or transfer their Ramsay Générale de Santé shares in any way whatsoever for a period of five years (subject to exceptions, particularly in the case of unrestricted transfers, defined as: (i) sales by the parties to their respective affiliates, (ii) sales of shares made to an identified minority shareholder, (iii) transfers of shares carried out with the aim of increasing the liquidity of the Ramsay Générale de Santé share market, (iv) buy-sell transactions that would not have the effect of modifying the total number of shares held by each of the parties and (v) share transfers agreed between the parties).

6.3 Related-party transactions

6.3.1 Related parties: related-party agreements

This section describes the transactions in the Company's financial statements that are subject to the provisions of Articles L.225-38 et seq. of the French Commercial Code. These transactions were the subject, within the regulatory deadlines, of updated information, which was sent to the Statutory Auditors in accordance with the conditions set out in Article R.225-30 of the same Code.

During the financial year ended 30 June 2022, no new agreements were submitted to the Board of Directors for approval. The following related-party agreements authorised in previous financial years, governing the Financing of the Ramsay Santé group, continued during the financial year 1 July 2021 to 30 June 2022.

6.3.1.1 Credit Agreement

In accordance with Article L.225-38 of the French Commercial Code, the Board of Directors' meeting of 15 April 2021 authorised the conclusion by the Company and certain of its controlled subsidiaries within the meaning of Article L.233-3 of the French Commercial Code, of the Credit Agreement and any document to be signed for the purpose of implementing the provisions of the Credit Agreement, the lifting of the related conditions precedent and its use.

6.3.1.2 Subordination Agreement

In accordance with Article L.225-38 of the French Commercial Code, the Board of Directors' meeting of 15 April 2021 authorised the conclusion of the Subordination Agreement by which Ramsay Générale de Santé SA, as debtor, with certain companies in the Group (Compagnie Générale de Santé, Alphamed and Immobilière de Santé, original debtors), agreed third parties and controlled entities within the meaning of Article L.233-3 of the French Commercial Code in their capacity as intragroup creditors, benefit from liquidity useful for the repayment of debt.

6.3.2 List of current agreements entered into under arm's length terms (Article L.225-39 of the French Commercial Code)

6.3.2.1 Tax consolidation agreement

As of 30 June 2022, Ramsay Générale de Santé SA is the head of a tax consolidation group under French law comprising 190 members (including the parent company). The tax consolidation agreement between the Group's parent company and its subsidiaries is based on the principle of tax neutrality: each member company pays the parent company, as a contribution to the payment of the Group's corporate income tax and any additional contribution to corporate income tax, irrespective of the actual amount of said taxes, an amount equal to that which would have been due in respect of its income or long-term capital gains for the financial year if it had been taxable separately, after deduction of any tax deduction rights that the member Company would have benefited from in the absence of consolidation. The tax consolidation option notified by the parent company expires on 30 June 2023. This agreement will be automatically extended in the event of renewal of the option for the Group scheme at the end of the financial year ended 30 June 2023.

6.3.2.2 Cash management agreement

The Company has implemented a centralised cash management system described in section 6.1.3.3 of this chapter.

The agreement continued during the financial year ended 30 June 2022 and, as such, the Company received interest on the current account interest receivable from Compagnie Générale de Santé SAS. The Company did not pay interest during the same financial year.

6.3.2.3 Intragroup loans

Ramsay Générale de Santé SA finances its two directly owned subsidiaries Compagnie Générale de Santé SA and Capio AB via documented intragroup loans, in order to then enable them to refinance their own subsidiaries in turn via the centralised cash management system described in section 6.1.3.3 of this chapter.

Thus, Ramsay Générale de Santé SA finances Capio AB through a series of intragroup loans in SEK, which are renewed quarterly and whose interest can be capitalised; the total amount outstanding at 30 June 2022 was SEK 4,035 million (approximately EUR 376 million) at an average syndicated loan interest rate of 2.80% plus a 0.20% margin, i.e. 3.00%.

For Compagnie Générale de Santé SA, since 22 April 2021, Ramsay Générale de Santé SA has replaced the external lenders (who previously also financed Compagnie Générale de Santé directly through the credit agreement) via an intragroup loan in the amount of EUR 660 million, with a renewable one-year maturity and capitalisable at the syndicated loan interest rate of 2.50% plus a margin of 0.325%, i.e. 2.8250%.

Any additional cash requirements of Compagnie Générale de Santé SA may be financed by an increase in this intragroup loan or, for insignificant and/or cyclical amounts, through the existing internal current account between Ramsay Générale de Santé SA and Compagnie Générale de Santé SA, while the additional needs of Capio AB are covered solely by a new drawdown of the intragroup loan.

6.3.3 Other agreements

As of 30 June 2022 and until the date of this document, there were no agreements or commitments binding the Company to its major shareholders.

6.3.4 Statutory Auditors' special report on related-party agreements for the financial year ended 30 June 2022

To the General Meeting of Ramsay Générale de Santé,

In our capacity as Statutory Auditors of your company, we present our report on related-party agreements.

It is our responsibility to inform you, on the basis of the information provided to us, of the characteristics, the main terms and conditions as well as the reasons justifying the interest for the company of the agreements of which we have been informed or that we discovered during our assignment, without being required to comment on their usefulness and merits or to seek the existence of other agreements. It is your responsibility, in accordance with the terms of Article R.225-31 of the French Commercial Code, to assess the benefits of entering into these agreements with a view to their approval.

In addition, it is our responsibility, where applicable, to provide you with the information provided for in Article R.225-31 of the French Commercial Code relating to the performance, during the past financial year, of the agreements already approved by the General Meeting.

We performed the procedures that we deemed necessary in accordance with the professional standards of the French National Association of Statutory Auditors (Compagnie nationale des commissaires aux comptes) relating to this assignment. These procedures consisted in verifying that the information provided to us was consistent with the source documents from which it was taken.

AGREEMENTS SUBMITTED FOR APPROVAL TO THE GENERAL MEETING

We hereby inform you that we have not been informed of any agreement authorised and entered into during the past financial year to be submitted for the approval of the General Meeting pursuant to the provisions of Article L.225-38 of the French Commercial Code.

AGREEMENTS ALREADY APPROVED BY THE GENERAL MEETING

Pursuant to Article R.225-30 of the French Commercial Code, we have been informed that the following agreements, already approved by the General Meeting in previous years, continued during the financial year ended.

WITH CERTAIN SUBSIDIARIES OF YOUR COMPANY

1) Credit agreement

Nature and purpose

At its meeting of 15 April 2021, the Board of Directors authorised the conclusion, by the Company and some of its subsidiaries, of a credit agreement and any document to be concluded for the purpose of implementing the terms of the credit agreement, the lifting of the related conditions precedent and its use.

2) Subordination agreement

Nature and purpose

On 15 April 2021, the Board of Directors authorised the conclusion of a subordination agreement by which your company, as debtor, with certain Group companies (Compagnie Générale de Santé, Alphamed and Immobilière de Santé, initial debtors), agreed third parties and controlled entities within the meaning of Article L.233-3 of the French Commercial Code, as intragroup creditors, benefit from the liquidity needed to repay their debt.

Paris-La Défense, 26 October 2022

Statutory Auditors

DELOITTE & ASSOCIÉS	ERNST & YOUNG Audit
Jean-Marie Le Guiner	Henri-Pierre Navas

6.4 Additional information on the share capital

6.4.1 Information on the share capital

6.4.1.1 Share capital

At the date of this document, the Company's share capital amounted to EUR 82,792,267.50, divided into 110,389,690 fully paid-up shares with a par value of EUR 0.75 each.

6.4.1.2 Non-equity securities

There are no securities that do not represent the capital.

6.4.1.3 Treasury shares

The Company did not purchase any treasury shares during the financial year ended 30 June 2022; the authorisation granted under the fifteenth resolution of the General Meeting of 9 December 2021 was used exclusively in the context of the liquidity agreement.

At 30 September 2022, the Company held 20,301 treasury shares in registered form , i.e. 0.02% of the share capital. In accordance with the regulatory provisions in force, treasury shares are deprived of voting rights.

6.4.1.4 Other securities giving access to the share capital

As of the date of this document, there are no financial instruments giving or that could give access to the share capital, therefore no dilution is liable to occur.

6.4.1.5 Pledges on the securities of the Company and its subsidiaries

The equity securities held by the controlling shareholders of the Company, Ramsay Health Care (UK) Limited and Predica, are not pledged.

Pursuant to the clauses and commitments contained in the Credit Agreement (described in section 6.3.1.1 of this document), pledges of securities held by the Company or its subsidiaries Compagnie Générale de Santé and Alphamed, have been granted to the Group's lending institutions.

The table below summarises the pledges relating to the securities of the Company's direct or indirect subsidiaries as existing as of the date of this document:

Name of the company whose securities are pledged	Grantor	Beneficiaries	Number of securities pledged
Compagnie Générale de Santé	Ramsay Générale de Santé SA	BNP Paribas SA acting as collateral agent (BNP Paribas SA, Mediobanca – Banca di Credito Finanziario S.p.A. and Crédit Agricole Corporate & Investment Bank as beneficiaries)	9,288,809 shares
Capio AB	Ramsay Générale de Santé SA	BNP Paribas SA acting as collateral agent (BNP Paribas SA, Mediobanca – Banca di Credito Finanziario S.p.A. and Crédit Agricole Corporate & Investment Bank as beneficiaries)	141,159,661 shares
Immobilière de Santé	Compagnie Générale de Santé	BNP Paribas SA acting as collateral agent (BNP Paribas SA, Mediobanca – Banca di Credito Finanziario S.p.A. and Crédit Agricole Corporate & Investment Bank as beneficiaries)	9,042,071 shares
Immobilière de Santé	Alphamed	BNP Paribas SA Barclays Bank PLC Crédit Agricole Corporate & Investment Bank, Deutsche Bank AG, London Branch Natixis Natixis, London Branch	489,965 shares

Name of the company whose securities are pledged	Grantor	Beneficiaries	Number of securities pledged
Alphamed	Compagnie Générale de Santé	BNP Paribas SA acting as collateral agent (BNP Paribas SA, Mediobanca – Banca di Credito Finanziario S.p.A. and Crédit Agricole Corporate & Investment Bank as beneficiaries)	9,801,069 shares
Dynamis	Compagnie Générale de Santé	BNP Paribas SA acting as collateral agent (BNP Paribas SA, Mediobanca – Banca di Credito Finanziario S.p.A. and Crédit Agricole Corporate & Investment Bank as beneficiaries)	149,992 shares
Performance Achats au Service de la Santé	Compagnie Générale de Santé	BNP Paribas SA acting as collateral agent (BNP Paribas SA, Mediobanca – Banca di Credito Finanziario S.p.A. and Crédit Agricole Corporate & Investment Bank as beneficiaries)	2,500 shares
Capio Santé	Compagnie Générale de Santé	BNP Paribas SA acting as collateral agent (BNP Paribas SA, Mediobanca – Banca di Credito Finanziario S.p.A. and Crédit Agricole Corporate & Investment Bank as beneficiaries)	4,472,997 shares
Médipsy	Compagnie Générale de Santé	BNP Paribas SA acting as collateral agent (BNP Paribas SA, Mediobanca – Banca di Credito Finanziario S.p.A. and Crédit Agricole Corporate & Investment Bank as beneficiaries)	2,500,000 shares
HPM Hôpital Privé Métropole	Compagnie Générale de Santé	BNP Paribas SA acting as collateral agent (BNP Paribas SA, Mediobanca – Banca di Credito Finanziario S.p.A. and Crédit Agricole Corporate & Investment Bank as beneficiaries)	7,953,601 shares

These pledges will expire on the later of the following two dates:

- the date on which all the obligations guaranteed under the Credit Agreement have been repaid in full; or
- the date on which none of the beneficiaries will have any existing obligations to the grantor or to a borrower or guarantor of which the grantor is a guarantor in respect of the financing documents.

The release of pledges will be given in writing by the collateral agent, representing the beneficiaries, at the request of the grantor. The collateral agent must notify the holder of the securities account and the holder of the pledged associated bank account of the release of the pledges.

In addition, in accordance with the clauses and commitments contained in the Bond documentation (described in section 2.4 of this document), second-ranking pledges of securities held by the Company or its subsidiaries Compagnie Générale de Santé and Alphamed have been granted to the holders of bonds issued under the Bond documentation.

The table below summarises the second-ranking pledges relating to the securities of the Company's direct or indirect subsidiaries, as constituted at the date of this document under the Bond documentation:

Name of the company whose securities are pledged	Grantor	Beneficiaries	Number of securities pledged
Générale de Santé	Ramsay Générale de Santé SA	BNP Paribas SA acting as collateral agent and creditor of the parallel debt (DIIS Group and the Masse (as defined in the Bond documentation) as beneficiaries)	9,288,809 shares
Capio AB	Ramsay Générale de Santé SA	BNP Paribas SA acting as collateral agent and creditor of the parallel debt (DIIS Group and the Masse (as defined in the Bond documentation) as beneficiaries)	141,159,661 shares
Immobilière de Santé	Compagnie Générale de Santé	BNP Paribas SA acting as collateral agent and creditor of the parallel debt (DIIS Group and the Masse (as defined in the Bond documentation) as beneficiaries)	9,042,071 shares
Immobilière de Santé	Alphamed	BNP Paribas SA acting as collateral agent and creditor of the parallel debt (DIIS Group and the Masse (as defined in the Bond documentation) as beneficiaries)	489,965 shares
Alphamed	Compagnie Générale de Santé	BNP Paribas SA acting as collateral agent and creditor of the parallel debt (DIIS Group and the Masse (as defined in the Bond documentation) as beneficiaries)	9,801,069 shares
Dynamis	Compagnie Générale de Santé	BNP Paribas SA acting as collateral agent and creditor of the parallel debt (DIIS Group and the Masse (as defined in the Bond documentation) as beneficiaries)	149,992 shares
Performance Achats au Service de la Santé	Compagnie Générale de Santé	BNP Paribas SA acting as collateral agent and creditor of the parallel debt (DIIS Group and the Masse (as defined in the Bond documentation) as beneficiaries)	2,500 shares
Capio Santé	Compagnie Générale de Santé	BNP Paribas SA acting as collateral agent and creditor of the parallel debt (DIIS Group and the Masse (as defined in the Bond documentation) as beneficiaries)	4,472,997 shares
Médipsy	Compagnie Générale de Santé	BNP Paribas SA acting as collateral agent and creditor of the parallel debt (DIIS Group and the Masse (as defined in the Bond documentation) as beneficiaries)	2,500,000 shares
HPM Hôpital Privé Métropole	Compagnie Générale de Santé	BNP Paribas SA acting as collateral agent and creditor of the parallel debt (DIIS Group and the Masse (as defined in the Bond documentation) as beneficiaries)	7,953,601 shares

These pledges will expire on the later of the following two dates:

- the date on which all the obligations covered by the bonds issued under the Bond documentation have been redeemed in full; and
- the date on which the beneficiaries no longer have any existing obligations towards the grantor or the issuer or guarantor for which the grantor is a guarantor for the securities of the financing documents.

The release of pledges will be given in writing by the collateral agent, representing the beneficiaries, at the request of the grantor. The collateral agent must notify the holder of the securities account and the holder of the pledged associated bank account of the release of the pledges.

As of the date of this document, there are no options or conditional or unconditional agreements on the share capital of any member of the Group.

6.4.2 Description of the share buyback programme submitted to the vote of the General Meeting of 8 December 2022

The objectives of the share buyback programme that will be submitted to the General Meeting of 8 December 2022, are as follows:

- their cancellation by reducing the Company's share capital;
- their delivery following the exercise of rights attached to marketable securities giving access to the share capital by redemption, conversion, exchange, presentation of a warrant or in any other manner;
- the implementation of (i) stock option plans in accordance with the provisions of Articles L.225-177 et seq. of the French Commercial Code or any similar plan, (ii) bonus share allocation plans pursuant to the provisions of Articles L.225-197-1 et seq. of the French Commercial Code, (iii) employee shareholding transactions reserved for members of a company savings plan, carried out in accordance with the terms of Articles L.3332-1 et seq. of the French Labour Code, by the sale of shares previously acquired by the Company under this resolution, or providing for the bonus allocation of these shares as a contribution in shares of the Company and/or as a substitute for a discount, and/or (iv) share allocations to employees and/or executive corporate officers of the Company and/or companies related to it, in accordance with applicable legal and regulatory provisions;
- the delivery of shares (by way of exchange, payment or otherwise) in the context of acquisitions, mergers, spin-offs or contributions; and/or
- to ensure the liquidity of the Company's shares through the activity of an investment services provider under a liquidity agreement in accordance with an ethics charter recognised by the French Financial Markets Authority (AMF).

This programme is also intended to enable the implementation of any market practice that may be accepted by the French Financial Markets Authority subsequent to the General Meeting of 8 December 2022, and more generally, the completion of any transaction in accordance with the regulations in force. In such a case, the Company will inform its shareholders by means of a press release.

6.4.2.1 Maximum share of capital to be acquired and maximum amount of funds intended for the transaction

The maximum purchase price is set at forty euros (EUR 40) per Company share excluding acquisition costs (or the equivalent value of this amount on the same date in any other currency or monetary unit established by reference to several currencies), with a par value of seventy-five euro cents (EUR 0.75) each, and notes that the maximum number of Company shares that may be acquired may not at any time exceed 10% of the total number of shares comprising the Company's share capital, at any time whatsoever, this percentage being applied to an amount of the Company's share capital that will, if necessary, be adjusted to take into account transactions affecting the share capital subsequent to this General Meeting, i.e., for information purposes, based on the share capital as of 30 September 2022, eleven million thirty-eight thousand nine hundred and sixty-nine (11,038,969) shares of the Company, representing a theoretical maximum amount of four hundred and forty-one million five hundred and fifty-eight thousand seven hundred and sixty euros (EUR 441,558,760), it being specified that when the shares are repurchased to promote the liquidity of the Company's shares under the conditions defined by the AMF General Regulation, the number of the shares taken into account for the calculation of the 10% limit provided for above corresponds to the number of shares purchased, less the number of shares sold during the term of the authorisation.

6.4.2.2 Terms of buybacks

Company shares may be acquired at any time, excluding periods in which there is a public offer on the Company's shares, on one or more occasions and by any means, on any market, off-market, over-the-counter, including through the acquisition of blocks, or through the use of option mechanisms, where applicable by any third party acting on behalf of the Company under the conditions provided for by the provisions of the final paragraph of Article L.225-206 of the French Commercial Code.

The Company shares thus acquired may be exchanged, sold or transferred by any means on any market, off-market, over-the-counter, including through the disposal of blocks, in accordance with applicable regulations.

Dividends attributable to treasury shares will be allocated to retained earnings.

The Board of Directors will have, with the option of subdelegation under the conditions set by law and regulations, full powers in the event of a change in the par value of the share, to carry out a capital increase by incorporation of reserves, or the allocation of bonus shares, the division or consolidation of securities, the distribution of reserves or any other assets, the amortisation of capital, or any other transaction affecting shareholders' equity, to adjust the aforementioned maximum purchase price in order to take into account the impact of these transactions on the value of the share.

The Board of Directors will also have, with the option of subdelegation under the conditions set by law and regulations, full powers to implement this authorisation, and in particular to place all stock market orders and enter into all agreements, carry out all formalities and declarations to all bodies and, more generally, do whatever is necessary or useful for the execution of the decisions taken under this authorisation.

6.4.2.3 Duration and schedule of the share buyback programme

In accordance with Article L.22-10-62 of the French Commercial Code and the resolution that will be submitted to the approval of the General Meeting, the share buyback programme may be implemented over a period of eighteen (18) months following the General Meeting of 8 December 2022.

6.4.3 Summary statement of transactions carried out by the Company on its own shares under the previous programme

COMPANY STATEMENT AS OF 30 SEPTEMBER 2022

Percentage of share capital held directly and indirectly	0.0297%
Number of shares cancelled during the last 24 months	0
Number of securities held in the portfolio	32,795 (of which 20,301 in pure registered form and 12,494 in bearer form)
Carrying amount of portfolio	EUR 600,507.88
Market value of the portfolio*	EUR 669,018.00

** Ramsay Générale de Santé share price at the closing date of 30 September 2022: EUR 20.40.*

On 23 February 2022, the Board of Directors authorised the signing of a liquidity agreement for the Company's shares with Crédit Industriel et Commercial SA (CIC) in accordance with the terms of the delegation of powers granted by the fifteenth resolution of the General Meeting of 9 December 2021.

The General Meeting of 9 December 2021 authorised the Board of Directors, with the option of subdelegation under the conditions set by law and regulations, in accordance with the provisions of Articles L.22-10-62 et seq. of the French Commercial Code, to buy, or have bought, shares of the Company with a view in particular to ensuring the liquidity of the Company's shares by an investment services provider under a liquidity agreement in accordance with an ethics charter recognised by the French Financial Markets Authority (AMF).

In this same resolution, the General Meeting of 9 December 2021 set the maximum purchase price at thirty euros (EUR 30) excluding acquisition costs per Company share, it being specified that the maximum number of Company shares to be acquired may not at any time exceed 10% of the total number of shares comprising the Company's share capital, at any time.

The conclusion of a liquidity agreement makes it possible to promote the liquidity of the Company's shares given the low free float as well as the regularity of their prices and to avoid price discrepancies not justified by market trends.

The liquidity agreement was entered into from 1 March 2022 and for a period of one year renewable by tacit agreement.

In accordance with the provisions of Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse ("MAR") and its delegated regulations and AMF Decision no. 2021-01 of 22 June 2021, the signing of the liquidity agreement constitutes a market practice accepted by the AMF and meets the characteristics laid down by the AMF, as well as being compliant with the standard model established by the French Financial Markets Association (Association Française des Marchés Financiers – "AMAFI").

For the implementation of this contract, the following resources were allocated to the liquidity account:

- EUR 200,000;
- 5,000 shares.

The execution of the liquidity agreement may be suspended under the conditions set out in Article 5 of AMF Decision no. 2021-01 of 22 June 2021. It may also be suspended at the Company's request for the period it specifies.

In addition, the agreement may be terminated by Ramsay Générale de Santé at any time without notice, or by CIC with one month's notice. CIC may terminate the agreement when the Liquidity Provider agreement between it and Euronext Paris is terminated.

The table below summarises the transactions carried out by the Company in its own shares as from the conclusion of the liquidity agreement (1 March 2022) to 1 October 2022 and indicates the number of treasury shares held by the Company:

	Cumulative gross movements		Open positions on 1 October 2022			
			Open purchase positions		Open sale positions	
	Purchases	Sales/	Call options purchased	Forward purchases	Call options sold	Forward sales
Number of shares	30,200	22,706	-	-	-	-
Average maximum maturity	-	-	-	-	-	-
Average transaction price **(in euros)**	22.6698	22.7183	-	-	-	-
Average strike price	-	-	-	-	-	-
Amount **(in euros)**	684,627.85	515,841.80	-	-	-	-

6.4.4 Summary table of delegations of authority and authorisations granted to the Board of Directors for the purpose of issuing equity securities and other marketable securities of the Company, valid as of the date of this document

The delegations of authority and authorisations granted to the Board of Directors for capital increases, valid as of the date of this document, are shown in the table below.

These delegations and authorisations were approved by the General Meeting held on 11 December 2020. With the exception of those referred to in the twenty-ninth and thirty-first resolutions granted for a period of eighteen months (renewed by the General Meeting of 9 December 2021 referred to in the sixteenth and seventeenth resolutions), the resolution referred to in the thirty-second resolution granted for a period of thirty-eight months, and that referred to in the thirty-third resolution granted for a period of twenty-four months, the delegations and authorisations were granted for a period of twenty-six months and are therefore valid until 10 February 2023.

Nature of the authorisation	Source (1)	Maximum nominal amount or percentage of the share capital	Term of the delegation from 11 December 2020	Use during the financial year	Amount used
Delegation of authority granted to the Board of Directors to decide on the issue of shares and/or marketable securities granting or that may grant access to the capital and/or marketable securities granting a right to the allocation of debt securities, with maintenance of shareholders' preferential subscription rights *(Articles L.225-129 et seq. and L.228-91 et seq. of the French Commercial Code)*	22nd	■ **EUR 40,000,000** (2) ■ **EUR 888,000,000** (3) (debt securities)	26 months	None	None
Delegation of authority granted to the Board of Directors to decide on the issue of shares and/or marketable securities granting or that may grant access to the capital and/or marketable securities granting a right to the allocation of debt securities, with cancellation of shareholders' preferential subscription rights – as part of public offers other than those referred to in Article L.411-2 of the French Monetary and Finance Code *(Articles L.225-129 et seq. and L.22-10-49 et seq. and L.228-91 et seq. of the French Commercial Code)*	23rd	**EUR 20,000,000** (2)(4) **EUR 888,000,000** (3) (debt securities)	26 months	None	None

Nature of the authorisation	Source (1)	Maximum nominal amount or percentage of the share capital	Term of the delegation from 11 December 2020	Use during the financial year	Amount used
Delegation of authority granted to the Board of Directors to decide on the issue of shares and/or marketable securities granting or that may grant access to the capital and/or marketable securities granting a right to the allocation of debt securities, with cancellation of shareholders' preferential subscription rights – as part of offers referred to in Article L.411-2 of the French Monetary and Finance Code *(Articles L.225-129 et seq. and L.22-10-49 et seq. and L.228-91 et seq. of the French Commercial Code – Article L.411-2 1° of the French Monetary and Finance Code)*	24th	■ **EUR 11,000,000** (2)(4) ■ **EUR 178,000,000** (3) (debt securities)	26 months	None	None
Delegation of authority granted to the Board of Directors to increase the number of shares and/or marketable securities granting or that may grant access to the capital to be issued in the event of a capital increase, with or without shareholders' preferential subscription rights *(Articles L.225-129-2 and L.225-135-1 of the French Commercial Code)*	25th	■ **15% of the initial issue** (2)(3)(4) for issues made in application of the 22nd to 24th resolutions	26 months	None	None
Authorisation granted to the Board of Directors, in the event of an issue with cancellation of preferential subscription rights to shares and/or marketable securities granting or that may grant access to the capital, in order to set the issue price according to the terms and conditions set by the General Meeting within the limit of 10% of the share capital per period of 12 months *(Article L.225-136 of the French Commercial Code)*	26th	■ **10% of the Company**'s capital per period of 12 months on the day the issue decision is made	26 months	None	None

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Nature of the authorisation	Source [1]	Maximum nominal amount or percentage of the share capital	Term of the delegation from 11 December 2020	Use during the financial year	Amount used
Delegation of authority granted to the Board of Directors to decide on the issue of shares and/or marketable securities granting or that may grant access to the capital to remunerate contributions in kind relating to shares and/or marketable securities granting or that may grant access to the capital *(Articles L.225-129 et seq., L.225-147 and L.228-91 et seq. and L.22-10-53 of the French Commercial Code)*	27th	■ **10% of the Company**'s capital on the day the issue decision is made [2][4] ■ **EUR 88,800,000** [3] (debt securities)	26 months	None	None
Delegation of authority granted to the Board of Directors to decide on a capital increase through the incorporation of reserves, profits, premiums or any other sums for which capitalisation is allowed *(Articles L.225-129-2 and L.225-130 and L.22-10-50 of the French Commercial Code)*	28th	■ **EUR 43,600,000** [2]	26 months	None	None
Delegation of authority granted to the Board of Directors to decide on the issue of shares and/or marketable securities granting or that may grant access to the capital, with cancellation of shareholders' preferential subscription rights for the benefit of doctors and other practitioners carrying out their medical and/or paramedical activities within facilities owned by the Company and/or its subsidiaries *(Articles L.225-129 et seq. and L 225-138 of the French Commercial Code)*	29th	■ **EUR 2,330,000** [2][4]	18 months – renewed by the General Meeting of 9 December 2021 (16th resolution)	None	None
Delegation of authority granted to the Board of Directors to decide on the issue of shares and/or marketable securities granting or that may grant access to the capital, with cancellation of shareholders' preferential subscription rights and reserved for members of savings plans *(Articles L.225-129 et seq., L.225-138-1 and L.228-91 et seq. of the French Commercial Code, and L.3332-18 et seq. of the French Labour Code)*	30th	■ **EUR 2,330,000** [5]	26 months	None	None
Delegation of authority granted to the Board of Directors to decide on the issue of shares and/or marketable securities granting or that may grant access to the capital, with cancellation of shareholders' preferential subscription rights and reserved for a category of beneficiaries *(Articles L.225-129 et seq. and L.225-138 of the French Commercial Code)*	31st	■ **EUR 2,330,000** [5][6]	18 months – renewed by the General Meeting of 9 December 2021 (17th resolution)	None	None

Nature of the authorisation	Source (1)	Maximum nominal amount or percentage of the share capital	Term of the delegation from 11 December 2020	Use during the financial year	Amount used
Authorisation granted to the Board of Directors to proceed with allocations of bonus shares, which may be existing or to be issued, in favour of salaried employees and/or eligible corporate officers of the Company and/or related companies *(Articles L.225-197-1 et seq. of the French Commercial Code)*	32nd	■ **3% of the Company's capital** on the date of the decision by the Board of Directors to allocate such shares ■ **(0.3% of the Company's capital** for shares allocated to executive corporate officers) (2)(4)	38 months	None	None
Authorisation granted to the Board of Directors to reduce the Company's capital by cancellation of treasury shares *(Articles L.22-10-62 et seq. and L.225-213 of the French Commercial Code)*	33rd	■ **10% of the Company's capital** per 24-month period	24 months	None	None

(1) Number of the resolution of the General Meeting of 11 December 2020.

(2) The nominal amount of the capital increase carried out under the authorisation in question is charged against the ceiling of EUR 40,000,000 set in the twenty-second resolution.

(3) The nominal amount of the debt securities issued under the authorisation in question is charged against the ceiling of EUR 888,000,000 set in the twenty-second resolution.

(4) The nominal amount of the capital increase carried out under the authorisation in question is charged against the ceiling of EUR 20,000,000 set in the twenty-third resolution.

(5) This ceiling is independent and distinct from the ceilings set in the twenty-second and twenty-third resolutions.

(6) The nominal amount of the capital increase carried out under the authorisation in question is charged against the ceiling of EUR 2,330,000 set in the thirtieth resolution.

6.4.5 Summary table of delegations of authority and authorisations submitted to the vote of the Combined General Meeting to be held on 8 December 2022 to be granted to the Board of Directors for the purpose of issuing equity securities and other marketable securities of the Company to replace those referred to in paragraph 6.4.4 above

Nature of the authorisation	Source [1]	Maximum nominal amount or percentage of the share capital	Duration of the delegation from 8 December 2022
Delegation of authority granted to the Board of Directors to decide on the issue of shares and/or marketable securities granting or that may grant access to the capital and/or marketable securities granting a right to the allocation of debt securities, with maintenance of shareholders' preferential subscription rights *(Articles L.225-129 et seq. and L.228-91 et seq. of the French Commercial Code)*	14th	■ **EUR 40,000,000** [2] ■ **EUR 888,000,000** [3] (debt securities)	26 months
Delegation of authority granted to the Board of Directors to decide on the issue of shares and/or marketable securities granting or that may grant access to the capital and/or marketable securities granting a right to the allocation of debt securities, with cancellation of shareholders' preferential subscription rights – as part of public offers other than those referred to in Article L.411-2 of the French Monetary and Finance Code *(Articles L.225-129 et seq. and L.22-10-49 et seq. and L.228-91 et seq. of the French Commercial Code)*	15th	■ **EUR 20,000,000** [2][4] ■ **EUR 888,000,000** [3] (debt securities)	26 months
Delegation of authority granted to the Board of Directors to decide on the issue of shares and/or marketable securities granting or that may grant access to the capital and/or marketable securities granting a right to the allocation of debt securities, with cancellation of shareholders' preferential subscription rights – as part of offers referred to in Article L.411-2 of the French Monetary and Finance Code *(Articles L.225-129 et seq. and L.22-10-49 et seq. and L.228-91 et seq. of the French Commercial Code – Article L.411-2 1° of the French Monetary and Finance Code)*	16th	■ **EUR 11,000,000** [2][4] ■ **EUR 178,000,000** [3] (debt securities)	26 months
Delegation of authority granted to the Board of Directors to increase the number of shares and/or marketable securities granting or that may grant access to the capital to be issued in the event of a capital increase, with or without shareholders' preferential subscription rights *(Articles L.225-129-2 and L.225-135-1 of the French Commercial Code)*	17th	**15% of the initial issue** [2][3][4] for issues made in application of the 22nd to 24th resolutions	26 months
Authorisation granted to the Board of Directors, in the event of an issue with cancellation of preferential subscription rights to shares and/or marketable securities granting or that may grant access to the capital, in order to set the issue price according to the terms and conditions set by the General Meeting within the limit of 10% of the share capital per period of 12 months *(Article L.225-136 of the French Commercial Code)*	18th	**10% of the Company's capital** per period of 12 months on the day the issue decision is made	26 months
Delegation of authority granted to the Board of Directors to decide on the issue of shares and/or marketable securities granting or that may grant access to the capital to remunerate contributions in kind relating to shares and/or marketable securities granting or that may grant access to the capital *(Articles L.225-129 et seq., L.225-147 and L.228-91 et seq. and L.22-10-53 of the French Commercial Code)*	19th	■ **10% of the Company's capital** on the day the issue decision is made [2][4] ■ **EUR 88,800,000** [3] (debt securities)	26 months

Nature of the authorisation	Source [1]	Maximum nominal amount or percentage of the share capital	Duration of the delegation from 8 December 2022
Delegation of authority granted to the Board of Directors to decide on a capital increase through the incorporation of reserves, profits, premiums or any other sums for which capitalisation is allowed *(Articles L.225-129-2 and L.225-130 and L.22-10-50 of the French Commercial Code)*	20th	**EUR 43,600,000** [2]	26 months
Delegation of authority granted to the Board of Directors to decide on the issue of shares and/or marketable securities granting or that may grant access to the capital, with cancellation of shareholders' preferential subscription rights for the benefit of doctors and other practitioners carrying out their medical and/or paramedical activities within facilities owned by the Company and/or its subsidiaries *(Articles L.225-129 et seq. and L.225-138 of the French Commercial Code)*	21th	**EUR 2,330,000** [2][4]	18 months
Delegation of authority granted to the Board of Directors to decide on the issue of shares and/or marketable securities granting or that may grant access to the capital, with cancellation of shareholders' preferential subscription rights and reserved for members of savings plans *(Articles L.225-129 et seq., L.225-138-1 and L.228-91 et seq. of the French Commercial Code, and L.3332-18 et seq. of the French Labour Code)*	22th	**EUR 2,330,000** [5]	26 months
Delegation of authority granted to the Board of Directors to decide on the issue of shares and/or marketable securities granting or that may grant access to the capital, with cancellation of shareholders' preferential subscription rights and reserved for a category of beneficiaries *(Articles L.225-129 et seq. and L.225-138 of the French Commercial Code)*	23th	**EUR 2,330,000** [5][6]	18 months
Authorisation granted to the Board of Directors to proceed with allocations of bonus shares, which may be existing or to be issued, in favour of salaried employees and/or eligible corporate officers of the Company and/or related companies *(Articles L.225-197-1 et seq. of the French Commercial Code)*	24th	■ **3% of the Company's capital** on the date of the decision by the Board of Directors to allocate such shares ■ **(0.3% of the Company's capital** for shares allocated to executive corporate officers) [2][4]	38 months
Authorisation granted to the Board of Directors to reduce the Company's capital by cancellation of treasury shares *(Articles L.22-10-62 et seq. and L.225-213 of the French Commercial Code)*	25th	**10% of the Company's capital** per 24-month period	24 months

(1) Number of the resolution of the General Meeting of 8 December 2022.

(2) The nominal amount of the capital increase carried out under the authorisation in question is charged against the ceiling of EUR 40,000,000 set in the fourteenth resolution.

(3) The nominal amount of the debt securities issued under the authorisation in question is charged against the ceiling of EUR 888,000,000 set in the fourteenth resolution.

(4) The nominal amount of the capital increase carried out under the authorisation in question is charged against the ceiling of EUR 20,000,000 set in the fifteenth resolution.

(5) This ceiling is independent and distinct from the ceilings set in the fourteenth and fifteenth resolutions.

(6) The nominal amount of the capital increase carried out under the authorisation in question is charged against the ceiling of EUR 2,330,000 set in the twenty second resolution.

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6.4.6 Elements liable to have an influence in the event of a public offer

In accordance with Article L.22-10-11 of the French Commercial Code, we hereby provide you with the following information on the elements liable to have an impact in the event of a public offer:

- the capital structure is described in sections 6.2 and 6.4 of this document;
- statutory restrictions on the exercise of voting rights and share transfers or the clauses of agreements brought to the Company's attention pursuant to Article L.233-11 of the French Commercial Code are described in sections 6.2. and 6.4 of this document;
- the direct or indirect shareholdings of which the Company is aware pursuant to Articles L.233-7 and L.233-12 of the French Commercial Code are described in section 6.2 of this document;
- with the exception of shares with double voting rights, there are no securities with particular control rights;
- there are no control mechanisms provided for in any employee shareholding system, when control rights are not exercised by the latter;
- agreements between shareholders of which the Company is aware and which may result in restrictions on the transfer of shares and the exercise of voting rights are described in section 6.2 of this document;
- the rules applicable to the appointment and replacement of members of the Board of Directors or the Management Board as well as to the amendment of the Company's bylaws are described in section 5.2 of this document;
- the powers of the Board of Directors or the Management Board, in particular the issue or buyback of shares, are described in section 6.4 of this document;
- The Credit Agreement described in section 2.4.1 of this document contains an early repayment clause in the event of a change of control of the Company;
- to the best of the Company's knowledge, there are no agreements providing for remuneration for members of the Board of Directors or the Management Board or employees if they resign or are dismissed without genuine and serious grounds or if their employment expires due to a public offer.

6.4.7 Provisions of the bylaws

6.4.7.1 Corporate purpose (Article 2 of the Company's bylaws)

Article 2 of the Company's bylaws provides that the Company's purpose in France and in all other countries is:

- all commercial and financial operations relating to health and, in particular, the general protection of public health, the health protection of individuals and families, social action in favour of those suffering from illness or ill-health, people with disabilities, the elderly and people in distress or suffering from social inadequacy, as well as social and medical action in favour of the fight against diseases and deterioration of health;
- all commercial and financial operations relating to the management of any facilities, services, works, bodies or institutions, public or private, contributing to one or other of the specified activities and, in particular, those providing medical care, such as nursing and old people's homes, hospitals and clinics, facilities specialising in medical and surgical activities, medical care and rehabilitation, as well as psychiatric and mental health facilities;
- the creation, acquisition, rental, lease, installation or operation of any facilities or businesses related to any one of the activities specified;
- the leasing, acquisition, operation or/and sale of any procedures, patents, trademarks or licences relating to these activities;
- direct or indirect participation, of any nature whatsoever, in any transactions, companies or legal entities governed by private or public law that may be related to these activities;
- any transactions whatsoever contributing directly or indirectly to the achievement of one of the purposes referred to above or liable to promote their extension;
- the acquisition, holding, management and disposal of investments by any means in any company or group; and

generally, any industrial, commercial, financial, civil, movable or real estate transactions that may be directly or indirectly related to one of the purposes referred to above or to any similar or related purposes.

These operations are part of the Company's purpose, which is to improve everyday health by constantly innovating.

6.4.7.2 Statutory provisions and internal regulations relating to administrative and management bodies

6.4.7.2.1 Board of Directors (Article 14 of the bylaws)

14.1. The Company is administered by a Board of Directors composed of at least six (6) and no more than ten (10) members, subject to the exemptions provided for by law, in particular in the event of a merger. At least one member will be an independent Director. At least one member will be a Director representing employees.

The members of the Board of Directors may be natural persons or legal entities who are appointed, reappointed and may be dismissed at any time by the Ordinary General Meeting (subject to the exemptions provided for by law, in particular in the event of a merger or spin-off).

The members of the Board of Directors are appointed for a term of four years, ending at the close of the Ordinary General Shareholders' Meeting called to approve the financial statements for the financial year ended and held during the year in which the term of office expires, subject to the provisions relating to the limitations on age. They may be reappointed with the same reservations.

No natural person who has reached the age of seventy-five may be appointed member of the Board of Directors if his/her appointment results in more than half of the members of the Board of Directors being this age or older. When this threshold is exceeded, the oldest member of the Board of Directors is deemed to have resigned.

Any legal entity appointed to the Board of Directors must appoint, at the time of its appointment, a permanent representative who is subject to the same conditions and obligations and incurs the same civil and criminal liability as if they were a member of the Board of Directors in their own right, without prejudice to the joint and several liability of the legal entity they represent.

In the event of vacancy due to the death or resignation of one or more members of the Board of Directors, without, however, the number of remaining members of the Board of Directors being less than six, the Board of Directors may make provisional appointments between two General Meetings.

If the number of members of the Board of Directors falls below six, without, however, being less than the legal minimum, the Board of Directors must make provisional appointments, so that it is composed of at least six members, within three months from the date the vacancy arose.

Appointments made by the Board of Directors, in accordance with the previous two paragraphs, are subject to ratification by the next Ordinary General Meeting. In the absence of ratification by the Ordinary General Meeting, the decisions taken and the actions carried out previously by the Board of Directors nevertheless remain valid.

If the number of members of the Board of Directors falls below the legal minimum, the remaining members of the Board of Directors must immediately convene the Ordinary General Meeting in order to bring the number of members of the Board of Directors to the required level.

A Director appointed to replace another Director remains in office only for the time of his/her predecessor's remaining term of office.

14.2. The Board of Directors also includes a Director representing employees appointed by the trade union organisation that obtained the most votes in the first round of the elections mentioned in Articles L.2122-1 and L.2122-4 of the Company's Labour Code in the Company and its direct or indirect subsidiaries whose registered office is located in France.

The Board of Directors includes a second Director representing employees appointed by the trade union organisation that obtained the second most votes in the first round of the elections mentioned in Articles L.2122-1 and L.2122-4 of the French Labour Code in the Company and its direct or indirect subsidiaries whose registered office is located in France.

In accordance with the provisions of Article 14.1, the term of office of the Directors representing employees is four years and ends at the close of the Ordinary General Shareholders' Meeting called to approve the financial statements for the financial year ended and held in the year during which the term of office of said Director expires. The term of office of the Directors representing employees is renewable.

The term of office of the Directors representing employees ends early under the conditions provided for by law and this Article 14.2, and notably in the event of termination of their employment contract. If the conditions of application of Article L.225-27-1 of the French Commercial Code are no longer met, the term of office of the Director representing employees ends at the close of the meeting during which the Board of Directors records the Company's exit from the scope of application of the obligation.

In the event of a vacancy for any reason whatsoever of the seat of a Director representing employees, the vacant seat shall be filled under the conditions set by Article L.225-34 of the French Commercial Code. The Board of Directors may meet and validly deliberate pending the date of replacement of the Director representing employees.

In addition to the provisions of Article L.225-29 paragraph 2 of the French Commercial Code, it is specified, as necessary, that the failure to appoint a Director representing employees by the trade union organisations designated in this Article 14.2, does not affect the validity of the decisions of the Board of Directors. Subject to the provisions of this Article or the law, the Directors representing employees have the same status, the same powers and the same responsibilities as the other Directors.

14.3. The Board of Directors elects a Chairman and a Vice-Chairman from among its natural person members; their remuneration and terms of office shall not exceed their terms of office as members of the Board of Directors. They may be re-elected, subject to the termination of their terms of office provided for by the provisions of the French Commercial Code and, where applicable, the application of limitations on age.

The Chairman and the Vice-Chairman may not be more than seventy-five years old. When the Chairman or Vice-Chairman reaches the aforementioned age limit during their term of office, they are automatically deemed to have resigned at the close of the first Board of Directors' meeting following the date on which they reached the age limit.

The Chairman organises and directs the work of the Board of Directors, on which he/she reports to the General Meeting in accordance with the law. He/she oversees the smooth running of the Company's bodies and ensures in particular that the Directors are able to fulfil their duties.

The Chairman reports to the General Meeting on the conditions for preparing and organising the work of the Board of Directors, the internal control procedures implemented by the Company and the restrictions that the Board of Directors has imposed, where applicable, on the powers of the Chief Executive Officer.

The Vice-Chairman is called upon to replace the Chairman in the event of his/her absence, temporary incapacity, resignation, death or non-renewal of his/her term of office. In the event of temporary incapacity, this replacement is valid for the limited duration of the incapacity; in other cases, it is valid until the election of the new Chairman.

14.4. The Board of Directors meets as often as the interests of the Company require, and in any case at least four times a year. It is convened by its Chairman or, if unable to attend, by its Vice-Chairman.

At least one-third of the members of the Board of Directors in office or the Chief Executive Officer, when he/she is not serving as Chairman of the Board of Directors, may, at any time, submit a reasoned written request to the Chairman or, in the event that he/she is unable to fulfil his/her duties, to the Vice-Chairman, to convene the Board of Directors no later than fifteen days after receipt of this request. If the request remains unanswered, its author(s), as the case may be, may convene the meeting themselves, indicating the agenda.

Notices of meetings are made by any means and even verbally. The members of the Board of Directors must be informed at least three calendar days prior to the date of the Board meeting, except in the event of a duly justified emergency.

Meetings of the Board of Directors are held at any location specified in the notice of meeting. Meetings of the Board of Directors may be held by videoconference or telecommunication means transmitting as a minimum the voices of the participants and satisfying the technical characteristics allowing the continuous and simultaneous retransmission of the discussions, in order to guarantee effective participation in the meetings, in accordance with the applicable legal and regulatory provisions.

An attendance register is kept, which is signed by the members of the Board of Directors who take part in the meeting and which mentions the names of the members deemed present due to their participation in the meeting by means of videoconference or telecommunication.

The Board of Directors may only validly deliberate if at least half of its members are present or deemed present.

A member of the Board of Directors may give a written proxy to another member to represent him or her at a meeting of the Board. Each member present or deemed present may hold only one proxy. The proxy must be signed by the proxy-giver.

The Board of Directors appoints a Secretary, who may be appointed from outside its members.

Board meetings are chaired by the Chairman or, failing this, by the Vice-Chairman or by any other member of the Board of Directors appointed by his or her colleagues.

Decisions are taken by a majority vote of the members present, deemed present or represented. The Chairman has the casting vote in the event of a tie. The vote of the Vice-Chairman or, as the case may be, the Chief Executive Officer if he/she is a member of the Board of Directors, is never a casting vote.

By way of derogation from the preceding paragraph, the Board shall adopt, by a two-thirds majority of the members present, deemed present or represented, the following transactions concerning the Company and/or the companies it controls within the meaning of Article L.233-3 of the French Commercial Code:

(i) Approval of the Group's business plan (for the purposes hereof, the "Group" refers to the Company and any entity directly or indirectly controlled by it), the annual budget (the budget must include an investment plan allowing the Group's investment projects to be identified) (hereinafter the "Budget") and their modifications;

(ii) Any issue of Securities by the Company, in accordance with authorisations and delegations of powers granted by shareholders at the General Meeting;

For the purposes of these bylaws, "Security(ies)" means any shares, bonds or other financial securities issued or to be issued by the Company or any entity of the Group or any other type of right, in each case giving access or that may give access, directly or indirectly, immediately or in the future, whether or not to be exercised, notified or subject to any other formality, by conversion, exchange, redemption, presentation or exercise of a warrant or an option or by any other means of allocating shares or financial securities representing or giving access to a fraction of the share capital, profits, liquidation surplus or voting rights of the Company or a Group entity, including but not limited to, any preferential subscription right to any capital increase of the Company or of a Group entity or the issue of any financial security issued or allocated following a transformation, merger, spin-off, contribution or similar transaction relating to the Company or any Group entity, excluding (for the avoidance of doubt) ordinary bonds issued pursuant to Articles L.228-38 et seq. of the French Commercial Code;

(iii) Any decision to submit a resolution to the Extraordinary General Shareholders' Meeting of the Company;

(iv) Any issue of Securities by any Group company (other than the Company);

(v) Any approval of stock option plans, allocation of bonus shares, or any other similar plan concerning the Group;

(vi) Any instructions from the Company to the Group's executives in relation to their participation in the General Shareholders' Meetings of any Group entity, when the decision in question is referred to in this Article 14.4;

(vii) Unless specifically approved in the Budget, any external growth or disposal plan concerning all or part of the Group not provided for in the investment plan, and for which the unit amount would exceed EUR 20,000,000 (in enterprise value in the event of merger or acquisition);

(viii) Unless specifically approved in the Budget, any investment, other than those referred to in (vii) above, concerning any Group entity not provided for in the investment plan, the cumulative amount of which would exceed EUR 15,000,000 during the same financial year;

(ix) Unless specifically approved in the Budget, any increase in the Group's debt exceeding EUR 20,000,000 or that would result in the Group's consolidated debt ratio exceeding four (4) times its consolidated EBITDA for the last financial year ended;

(x) Unless specifically approved in the Budget, any partnership between a Group entity and a third party with an annual cost of more than EUR 20,000,000;

(xi) Unless specifically approved in the Budget and other than in the normal course of business, any granting by any Group entity of guarantees, pledges or mortgages;

(xii) Any merger, spin-off or liquidation, unless these transactions are intragroup;

(xiii) Any appointment of Statutory Auditors to any Group entity;

(xiv) Any decision relating to the prior approval of agreements governed by Article L.225-38 of the French Commercial Code, it being specified that any member of the Board of Directors who may have an interest therein and/or any member of the Board of Directors proposed by a party to such an agreement would not be authorised to take part in the vote and would not be taken into account in the calculations of the quorum and majority;

(xv) Approval of any measures taken before or during the period of any public offer targeting the Company's securities, the implementation of which would be liable to cause the said offer to fail; and

(xvi) Any declaration or commitment to carry out any of the transactions referred to above or the granting of options or any other agreements that could force any Group subsidiary to carry out any of the transactions referred to above.

After each meeting, minutes are prepared and signed by the Chairman of the meeting and at least one other member of the Board of Directors. These minutes contain, in addition to the information required by the applicable regulations, the consequences, on the deliberations of the Board of Directors, of any technical incident relating to videoconferencing or telecommunications.

14.5. The Board of Directors determines the Company's business strategies and ensures their implementation. Subject to the powers expressly reserved by law for General Shareholders' Meetings and within the limits of the corporate purpose, the Board of Directors considers all matters relating to the smooth running of the Company.

It authorises the transactions falling within its remit as well as the agreements referred to in Article 17 below.

At any time of the year, the Board of Directors carries out any controls and verifications it deems appropriate and may request any documents it deems useful for the performance of its duties.

The Board of Directors may hear the Chief Executive Officer(s) and/or the Deputy General Managers, who may be required to attend Board of Directors' meetings if they are not members thereof.

The Board of Directors may decide to create one or more Committees responsible for examining issues that it or its Chairman submits for their review. It establishes internal regulations that specify, in accordance with the laws and regulations and with these bylaws, the procedures for exercising the powers and duties of the Board of Directors, the Chairman and the Chief Executive Officer, sets the operating rules for the Board of Directors' Committees and specifies their respective powers and duties.

The members of the Board of Directors, as well as any person called to attend the meetings of this body, are bound to the strictest confidentiality with regard to the deliberations of the Board of Directors as well as with regard to the information of a confidential nature or presented as such by the Chairman of the meeting.

6.4.7.2.2 Internal regulations of the Board of Directors

On 20 February 2017, the Board of Directors of the Company adopted a supplemented version of its internal regulations intended to specify, both for itself and for the three Committees it has set up, the terms of their operation and mission in addition to the legal, regulatory and statutory provisions of the Company. The Board of Directors adopted a revised version of the internal regulations on 2 June 2021 in order to reflect the amendments to the bylaws adopted by the Annual General Meeting of 11 December 2020 and that of 28 May 2021.

The internal regulations thus impose on the members of the Board of Directors certain obligations aimed at ensuring that they are aware of the provisions applicable to them, avoiding situations of conflicts of interest, and ensuring that they devote the necessary time and attention to their duties and that they act loyally.

This regulation also specifies the rules of operation of the Board as set out in the bylaws or the law.

It sets out the principles governing the Board of Directors' decision-making process and specifies the applicable majority rules depending on the nature of the decisions.

In this context, it also specifies the duties of Executive Management.

6.4.7.3 Non-voting Directors (Article 16 of the bylaws)

On the proposal of the Chairman, the Board of Directors may appoint one or more non-voting Directors chosen from among the shareholders or outside them, responsible for overseeing the application of the bylaws and presenting, if necessary, observations to the General Shareholders' Meeting.

Their term of office may be two to six years. Non-voting Directors may be re-elected indefinitely. They may be dismissed at any time by decision of the Board of Directors.

Non-voting Directors may receive remuneration set by the Board of Directors.

Non-voting Directors have access to the same information as the members of the Board of Directors. The agreements they enter into with the Company are subject to the same rules as those applicable to agreements entered into with members of the Board of Directors.

Non-voting Directors are invited to the meetings of the Board of Directors and take part in the deliberations in an advisory capacity, but their absence may not adversely affect the value of the deliberations.

As of the date of this document, the Company has not appointed a non-voting Director.

6.4.7.4 Executive Management (Article 15 of the bylaws)

6.4.7.4.1 Decision of designation of Executive Management

The Board of Directors has opted for the separation of the functions of Chairman and Chief Executive Officer in accordance with the aforementioned provisions.

In accordance with legal provisions, the Company's Executive Management is carried out under its responsibility either by the Chairman of the Board of Directors, who, in this case, has the title of Chairman and Chief Executive Officer, or by another natural person appointed by the Board of Directors and with the title of Chief Executive Officer.

The Board of Directors chooses between the two methods of Executive Management by a majority of the Directors present or represented. The Board of Directors' decision is made known to shareholders and third parties under the conditions provided for by the regulations in force.

When the Company's Executive Management is assumed by the Chairman of the Board of Directors, the provisions of the bylaws and the law relating to the Chief Executive Officer are applicable to him/her.

The Board of Directors sets the remuneration and term of office of the Chief Executive Officer, which may not exceed, where applicable, the term of office as a member of the Board of Directors. They may be re-elected, subject to the termination of their terms of office provided for by the provisions of the French Commercial Code and, where applicable, the application of limitations on age.

The Chief Executive Officer may not be more than seventy-five years old. When he/she reaches the age of seventy-five during his/her term of office, the Chief Executive Officer is automatically deemed to have resigned at the enclosed of the first Board of Directors' meeting following the date on which he/she reached the age limit.

6.4.7.4.2 Powers of the Chief Executive Officer and relationship of the Chief Executive Officer with the Board of Directors

The Chief Executive Officer is vested with the broadest powers to act on behalf of the Company in all circumstances. He/she exercises his/her powers within the limits of the corporate purpose and subject to those that the law and/or these bylaws expressly grant to General Meetings and/or the Board of Directors.

He/she represents the Company in its relations with third parties. The Company is bound even by the acts of the Chief Executive Officer that do not fall within the scope of the corporate purpose, unless it proves that the third party knew that the act in question exceeded this purpose, or that it could not be unaware of this due to the circumstances, it being understood that the mere publication of the bylaws is not sufficient to constitute this proof.

At least once every quarter and, in any event, whenever requested by the Board of Directors, the Chief Executive Officer presents a report on the Company's operations to the Board of Directors.

The Chief Executive Officer reports monthly to the Chairman and Vice-Chairman of the Board of Directors on the implementation of the annual budget.

He/she must provide the Board of Directors with all other information and documents that it deems useful for the performance of its control duties.

The Chief Executive Officer is bound by the strictest confidentiality with regard to information of a confidential nature.

The limitations of the powers of the Chief Executive Officer will be determined, where applicable, in the internal regulations of the Board of Directors.

6.4.7.4.3 Deputy Executive Management

On the proposal of the Chief Executive Officer, the Board of Directors may appoint one or more natural persons to assist him/her and bearing the title of Deputy Chief Executive Officer. The number of Deputy Chief Executive Officers may not exceed five.

The position of Deputy Chief Executive Officer may be conferred on a natural person, whether or not a member of the Board of Directors, who has not reached the age of seventy-five at the date of the decision appointing or renewing his/her duties. If he/she exceeds this age, he/she is automatically deemed to have resigned.

The term of office of a Deputy Chief Executive Officer, who is a member of the Board of Directors, may not exceed his/her term of office as Director.

Deputy Chief Executive Officers may be dismissed at any time by the Board of Directors, on the proposal of the Chief Executive Officer.

If the Chief Executive Officer ceases or is no longer able to perform his/her duties, the Deputy Chief Executive Officers shall retain their duties and powers, unless the Board of Directors decides otherwise, until a new Chief Executive Officer is appointed.

In agreement with the Chief Executive Officer, the Board of Directors determines the scope and duration of the powers granted to the Deputy Chief Executive Officers. The Deputy Chief Executive Officers have the same powers with regard to third parties as the Chief Executive Officer.

As of the date of this document, the Board of Directors has not appointed a Deputy Chief Executive Officer.

6.4.7.4.4 Management Committee

The Company has a Management Committee. The number of members of the Management Committee and its composition are set by the Chief Executive Officer. The Management Committee is an advisory body. As such, it assists the Chief Executive Officer as the latter deems appropriate with regard to strategic decisions concerning the Company.

6

6.4.7.5 Rights, privileges and restrictions attached to shares

6.4.7.5.1 Rights and obligations attached to shares (Article 13 of the bylaws)

Each share entitles its holder to one vote at General Shareholders' Meetings.

Nevertheless, a double voting right is attributed to any registered shares that are fully paid up in accordance with the conditions and periods set by law.

Each share entitles its holder to a share in the profits and corporate assets proportional to the percentage of capital it represents.

Shareholders are only liable for losses up to the amount of their contributions. The rights and obligations attached to shares follow ownership of the security. Ownership of a share automatically implies acceptance of the bylaws and the decisions of General Meetings.

The heirs, creditors, dependants or other representatives of a shareholder may not require the affixing of seals to the assets and securities of the Company, nor request that they be shared or sold. They may not in any case interfere in the acts of its administration. For the exercise of their rights, they must rely on the company inventories and the decisions of the General Meetings.

Whenever it is necessary to own several shares in order to exercise any right, or in the event of an exchange, consolidation or allocation of shares, or as a result of a capital increase or reduction, a merger or any other transaction, holders of single shares or shares in a smaller number than that required may only exercise this right on the condition that they make their own arrangements for a grouping and, where applicable, the purchase or sale of the necessary shares.

6.4.7.5.2 Payment of dividends (Article 27 of the bylaws)

The dividend payment terms are determined by the General Meeting or, failing that, by the Board of Directors.

In any event, the payment of dividends in cash must take place within a maximum period of nine months after the end of the financial year, unless extended by court authorisation.

When a balance sheet prepared during or at the end of the financial year and certified by one or more Statutory Auditors shows that the Company, since the end of the previous financial year, after making the necessary amortisation and provisions, and deducting any prior losses as well as sums to be carried in reserve in application of the law or bylaws and given the profit carried forward, has made a profit, interim dividends may be distributed before the approval of the financial statements for the financial year. The amount of interim dividends may not exceed the amount of profit thus defined.

The General Meeting has the option of granting each shareholder, for all or part of the dividend distributed or interim dividends, an option between payment of the dividend or interim dividends in cash or in shares. It may also, within the limits set by law, distribute the Company's assets as dividends.

The payment of the dividend corresponding to the shares for which a person who has received a request for identification by the Company under the conditions set out in Articles L.228-2 to L.228-3-1 has not provided the information required within the legal deadlines or has transmitted incomplete or erroneous information will be deferred until the identification is regularised.

6.4.7.5.3 Appropriation of earnings (Article 26 of the bylaws)

The income statement, which summarises the income and expenses for the financial year, shows as a difference the profit or loss for the financial year after deduction of depreciation, amortisation and provisions. At least 5% is deducted, where applicable, from the profit for the financial year, less any previous losses, to allocate to the legal reserve fund. This deduction ceases to be mandatory when the legal reserve reaches one-tenth of the share capital.

The distributable profit consists of the profit for the financial year, less prior losses as well as the sums to be carried in reserve in application of the law or the bylaws and increased by the profit carried forward.

Any amount that the General Meeting decides to allocate to retained earnings for the following financial year or to allocate to the creation of any extraordinary reserve, provident or other fund, with or without a special allocation, is first deducted from this profit.

The balance is distributed among all shareholders in proportion to their rights in the share capital.

Any loss for the financial year is recognised in retained earnings in order to be charged against the profits of subsequent years until it is fully reconciled.

6.4.7.5.4 Rights to liquidation surplus

The liquidation surplus is shared among the shareholders in the same proportions as their shareholding.

6.4.7.5.5 Modification of the rights attached to the shares

Any change in the share capital or the rights attached to the shares comprising it is subject to legal requirements, as the bylaws do not provide for exceptional rules.

6.4.7.6 General Meetings (Articles 19 and 20 of the bylaws)

The terms and conditions relating to shareholder participation in the Company's General Meeting are set out in Articles 19 and 20 of the Company's bylaws, the main provisions of which are set out below.

6.4.7.6.1 Notice of meetings

General Meetings are convened and deliberate under the conditions set by law. General Meetings are held at the registered office or at any other place indicated in the notice of meeting.

6.4.7.6.2 Attendance at General Meetings

All shareholders have the right to participate, in person or by proxy, in General Meetings, subject to:

- *for holders of registered shares: the registration of their shares in the name of the shareholder (or the intermediary registered on their behalf in accordance with the legal and regulatory provisions in force) on the second working day preceding the General Meeting at midnight (Paris time) in the registered share accounts held by the company or its agent;*
- *for holders of bearer shares: the registration of the shares of the shareholder (or the intermediary registered on their behalf in accordance with the legal and regulatory provisions in force) on the second working day preceding the General Meeting at midnight (Paris time) in the bearer share accounts kept by the authorised intermediary holding their accounts, this registration being evidenced by a certificate of participation issued by the latter.*

And, where applicable, provision to the Company, in accordance with the legal and regulatory provisions in force, of all information enabling their identification.

A shareholder, failing to attend the Meeting in person, may give a proxy to his or her spouse, the partner with whom a civil solidarity pact has been signed, another shareholder of the Company or any other natural or legal person of their choice under the conditions provided for by law and regulations, or send a proxy authorisation to the Company without indicating the name of the proxy holder in accordance with the conditions provided for by law and regulations, or ask the Company in writing to send, where applicable by electronic means, under the conditions defined by the regulatory provisions in force, a postal or remote voting form. This written request must be filed or received at the registered office no later than six days before the date of the General Meeting.

It is indicated that in the event of a proxy sent to the Company and given without indication of the name of the proxyholder, the General Meeting will vote in favour of the adoption of the draft resolutions presented or approved by the Board of Directors and a vote against the adoption of all other draft resolutions. To cast any other vote, the shareholder must choose a proxy who agrees to vote in the manner indicated by him/her.

In accordance with the law and regulations, any shareholder may send a proxy form for any General Meeting by electronic means of communication. Any shareholder may also send their remote voting form for any General Meeting by electronic means of communication. Any remote voting or paper proxy forms received by the Company less than three days before the date of the General Meeting are not taken into account. Electronic forms for remote voting or proxies may be received by the Company or its agent until the day before the General Meeting no later than 3 p.m., Paris time.

When a request for an admission card, proxy card or remote voting card is used in electronic form, the electronic signature must meet the conditions of reliability as referred to in the first sentence of the second paragraph of Article 1316-4 of the French Civil Code, implementing an identification process guaranteeing the link between the signature and the form, and which may in particular consist of a username and password.

Any shareholder may also, if the Board of Directors so decides when convening the General Meeting, participate in the General Meeting by videoconference or other means of telecommunication, including the Internet, under the conditions provided for by law and regulations in force at the time of its use. Any shareholder participating in the Meeting by one of the aforementioned means will be deemed present for the calculation of the quorum and majority.

The Company may, in accordance with the applicable regulations, use electronic communication instead of postal means to comply with the formalities provided for by the regulations.

Two members of the Works Council appointed by the latter and one of whom belongs to the category of technical managers and supervisors, the other to the category of employees and workers, or, where applicable, the persons mentioned in Articles L.2323-64 and L.2323-65 of the French Labour Code, may also attend General Meetings. They must, at their request, be heard during all deliberations requiring unanimity of the shareholders.

One or more shareholders representing at least the percentage of the share capital set by law may request the inclusion of items and/or draft resolutions on the agenda of General Meetings in accordance with legal and regulatory requirements. The Works Council has the right to request the inclusion of draft resolutions on the agenda of General Meetings in accordance with legal and regulatory requirements.

6.4.7.6.3 Quorum and voting rights

At Ordinary and Extraordinary General Meetings, the quorum is calculated based on all shares comprising the share capital and, at Special Meetings, based on all shares of the class concerned, and always after deduction of shares deprived of voting rights in accordance with legal provisions.

In the event of a remote vote, only forms received by the Company within the time limit provided for in the previous article are taken into account for the calculation of the quorum.

The voting rights attached to shares are proportional to the share capital they represent. Each share entitles its holder to one vote.

General Meetings may validly be held by videoconferencing or by electronic means of telecommunication or remote transmission. Shareholders who participate in the Meeting by videoconference or other means of telecommunication enabling them to be identified and whose nature and conditions of application are determined by the regulations in force are deemed to be present for the calculation of the quorum and majority.

An intermediary that has satisfied the obligations provided for in the third and fourth paragraphs of Article L.228-1 of the French Commercial Code may, subject to responding to the request of the Company or its agent to communicate in advance, in accordance with legal conditions, the list of non-resident owners of the shares to which these voting rights are attached, transmit for a meeting the vote or proxy of a shareholder who is not domiciled in France, within the meaning Article 102 of the French Civil Code.

The vote or proxy issued by an intermediary that has either not declared itself as such under the fourth paragraph of Article L.228-1 of the French Commercial Code or the second paragraph of Article L.228-3-2 of the French Commercial Code, or has not disclosed the identity of the owners of the securities pursuant to Articles L.228-2 or L.228-3 of the French Commercial Code, cannot be taken into account.

6.4.7.7 Identification of holders of securities (Article 10.2 of the bylaws)

With a view to identifying the holders of bearer securities, the Company is entitled, at any time, in return for remuneration, to request from "the central securities depository", as appropriate, the name or denomination, nationality, year of birth or the year of incorporation and the address of the holders of securities conferring, immediately or in the future, the right to vote in its own General Shareholders' Meetings as well as the quantity of securities held by each of them and, where applicable, any restrictions on the securities, in accordance with Articles L.228-2 to L.228-3-2 of the French Commercial Code.

In the absence of a response within the legal and regulatory deadlines or in the event of the provision of inaccurate or incomplete information, the Company will have the option to directly request this information from the persons appearing on the list provided by the body responsible for compensation, which the Company believes may be acting and registered as intermediaries holding securities on behalf of others. These persons are then required, when they effectively act as intermediaries, to disclose the identity of the owners of these securities to the authorised financial intermediary holding the account, which is responsible for informing the Company.

In the case of registered securities giving immediate or future access to the share capital, the intermediary registered under the conditions provided for in Article L.228-1 of the French Commercial Code is required, within the regulatory deadlines, to disclose the identity of the owners of these shares at the Company's simple request, which may be presented at any time.

Following the transactions resulting from Articles L.228-1 to L.228-3 of the French Commercial Code, and without prejudice to the provisions of Articles L.233-7, L.233-12 and L.233-13 of the French Commercial Code, the Company may also ask any legal entity that owns its shares and holds interests exceeding one-fortieth of the share capital and/or voting rights to disclose the identity of the persons directly or indirectly holding more than one-third of the share capital of this legal entity or of the voting rights exercised at its General Meetings.

Non-compliance by holders of securities or intermediaries with their obligation to disclose the information referred to above may, under the conditions provided for by law, result in the suspension or even the withdrawal of the attached voting rights and the right to payment of the dividend attached to the shares.

Shareholders must, where applicable, be personally responsible for obtaining a whole number of securities or other rights thus distributed.

6.4.7.8 Sale, transfer and crossing of statutory thresholds (Article 11 of the bylaws)

The shares are freely tradable. Shares are transferred by transfer from one account to another on the signed instructions of the transferor or their qualified representative.

In addition to the thresholds provided for by the applicable legal and regulatory provisions, any natural or legal entity person who, acting alone or in concert, comes to hold, directly or indirectly, a number of shares representing more than one percent of the share capital or voting rights of the Company, must inform the Company of the total number of shares and voting rights held, by registered letter with acknowledgment of receipt sent to the registered office for the attention of the Chairman of the Board of Directors, within five calendar days of crossing said shareholding threshold, certifying that the shares thus owned are not held for the account or under the control of another natural or legal entity person.

This information obligation will also apply, under the same conditions, to any natural or legal entity person who, acting alone or in concert, already holds a number of shares representing more than three percent of the share capital or voting rights of the Company, each time it comes to hold, acting alone or in concert, an additional number of shares representing one percent of the share capital or voting rights of the Company, for as long as it does not hold, acting alone or in concert, a total number of shares representing more than two-thirds of the Company's share capital or voting rights.

The same information obligation will apply, within the same period and in accordance with the same terms and conditions, each time the fraction of the share capital or voting rights held falls below one of the thresholds indicated above.

At the request, recorded in the minutes of the General Shareholders' Meeting, of one or more shareholders holding at least three percent of the share capital or voting rights of the Company, failure to comply with the aforementioned threshold disclosure requirements for shares exceeding the fraction that should have been declared may be penalised by the loss of voting rights for any General Meeting to be held until the expiry of a period of two years following the date on which the holdings are properly notified.

6.4.7.9 Indivisibility of shares – Usufruct (Article 12 of the bylaws)

The shares are indivisible with regard to the Company.

Joint owners of undivided shares are represented at General Meetings by a single owner or by a common proxy of their choice. In the absence of agreement between them on the choice of proxy, a proxy is appointed by order of the President of the Commercial Court ruling in summary proceedings at the request of the most diligent co-owner.

The voting rights attached to shares belongs to the beneficial owner at Ordinary General Meetings and to the bare owner at Extraordinary General Meetings. However, holders of shares whose ownership is divided may agree among themselves on any other distribution for the exercise of voting rights at General Meetings. In this case, they must inform the Company of their agreement by registered letter addressed to the registered office, the Company being required to comply with this agreement for any meeting held subsequent to the expiry of a period of one month following the sending of the registered letter, the postmark being proof of the date of posting.

Even when deprived of the right to vote, the bare owner has the right to participate in all General Meetings.

6.4.7.10 Changes to the share capital (Article 9 of the bylaws)

The share capital may be increased, reduced or amortised by any means and in any manner authorised by law.

6.4.7.10.1 Amendments to the bylaws during the financial year

The Company did not make any amendments to the bylaws during the financial year ended 30 June 2022.

6.4.7.10.2 Proposed amendments to the bylaws

The Combined General Meeting of 8 December 2022 will be asked to approve two amendments to the bylaws in order to adopt the Company's status as a Company with a mission.

This status will enable the Company to integrate the social and environmental concerns present within the Group into its activities. This step is part of the approach initiated on 11 December 2020 with the adoption by the General Meeting of the Company's purpose: "Improve health through constant innovation".

In order to obtain the status of Company with a mission, the Company's bylaws must be amended to include:

- the social and environmental objectives that the Company has set itself the task of pursuing in the course of its activity; and
- the procedures for monitoring the performance of the missions by a mission committee.

The General Meeting will therefore be asked to amend Article 2 "Purpose" to include the following social and environmental objectives:

- Promote access to healthcare for all;
- Develop medical innovation to offer the best possible care;
- Make dialogue with our health stakeholders systematic;
- Protect the planet to improve health.

The General Meeting will also be asked to add an Article 19 to the bylaws concerning the creation of the Mission Committee as follows:

“A Mission Committee shall be established within the meaning of Article L.210-10 of the French Commercial Code, which shall be distinct from the corporate bodies referred to in these bylaws and whose operating procedures are set out in the internal regulations of the Mission Committee. The Mission Committee is solely responsible for monitoring the performance of the mission as set out in Article 2 “Purpose” of these bylaws. It has no decision-making or representation powers vis-à-vis third parties. It presents an annual report attached to the management report to the Ordinary General Meeting.”

The Company’s current bylaws are filed with the Clerk of the Paris Trade and Companies Register. They may be consulted on the Company’s website (http://ramsaysante.fr/) in the “General Meeting” section.


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ADDITIONAL INFORMATION

7.1 Person responsible for the Universal Registration Document

PERSON RESPONSIBLE FOR THE INFORMATION CONTAINED IN THE DOCUMENT

Pascal Roché, Chief Executive Officer of Ramsay Générale de Santé SA (the "Company").

STATEMENT BY THE PERSON RESPONSIBLE FOR THE UNIVERSAL REGISTRATION DOCUMENT

I hereby certify that the information contained in this Universal Registration Document is, to the best of my knowledge, consistent with the facts and does not contain any omission likely to alter its scope. I hereby certify that, to the best of my knowledge, the financial statements have been prepared in accordance with the applicable accounting standards and give a true and fair view of the assets, financial position and results of the Company and of all the companies included in the consolidation, and that the management report included in this Universal Registration Document presents a true and fair view of the evolution of the business, results and financial position of the Company and of all the companies included in the consolidation and describes the main risks and uncertainties they face.

Paris, 28 October 2022

Pascal Roché

Chief Executive Officer

7.2 Statutory Auditors

7.2.1 Principal Statutory Auditors

DELOITTE & ASSOCIÉS

Tour Majunga, 6, place de la Pyramide

92908 Paris-La Défense Cedex

Member of the Regional company of Statutory Auditors of Versailles.

Deloitte & Associés was appointed by the General Meeting of 1 June 2001 and renewed successively on 27 June 2007, 11 June 2013 and 13 December 2018. Its current term of office will expire at the close of the Ordinary General Meeting called to approve the financial statements for the financial year ending 30 June 2024.

ERNST & YOUNG AUDIT

Tour First, 1-2, place des Saisons

Paris-La Défense 1 – 92400 Courbevoie

Member of the Regional company of Statutory Auditors of Paris.

Ernst & Young Audit was appointed by the General Meeting of 16 December 2015 and renewed on 9 December 2021. Its current term of office will expire at the close of the Ordinary General Meeting called to approve the financial statements for the financial year ending 30 June 2027.

7.2.2 Alternate Statutory Auditor

BEAS

7-9, Villa Houssay – 92200 Neuilly sur Seine

Alternate to Deloitte & Associés

Member of the Regional company of Statutory Auditors of Versailles.

BEAS was appointed by the General Meeting of 1 June 2001 and renewed successively on 27 June 2007, 11 June 2013 and 13 December 2018. Its term of office will expire at the close of the Ordinary General Meeting called to approve the financial statements for the financial year ending 30 June 2024.

The term of office of **AUDITEX**, Alternate Statutory Auditor, expired at the close of the General Meeting of 9 December 2021 called to approve the financial statements for the financial year ended 30 June 2021, in a context where the Sapin 2 law of 9 December 2016 removed the obligation to appoint an Alternate Statutory Auditor when the Principal Statutory Auditor is a multi-person legal entity.

As the Company's Principal Statutory Auditors, Deloitte & Associés and Ernst & Young Audit, are multi-person legal entities, the Company has decided, in accordance with the second paragraph of Article L.823-1 I of the French Commercial Code and Article 18 of the Bylaws, not to renew the term of office as Alternate Statutory Auditor of Auditex.

7.2.3 Terms of office and signatories

No Statutory Auditors' terms of office expire this year.

The signatories are:

For Deloitte & Associés

- Mr Jean-Marie Le Guiner.

For Ernst & Young Audit

- Mr Henri-Pierre Navas.

7.3 Research and development – brands, trademarks and licences

7.3.1 Research and development

Ramsay Générale de Santé SA's own activity is the holding and management of its direct subsidiaries Compagnie Générale de Santé SAS and Capio AB (see the organisation chart in section 6.1 of this document), in which it holds 100% of the share capital. It has no other activity.

As described in detail in chapter 6, with this pure holding activity, the Company is listed with INSEE under the heading "investment funds and similar financial entities", with the APE code (main activity exercised) 6430Z in INSEE nomenclature. Most of the direct or indirect subsidiaries of both Compagnie Générale de Santé and Capio AB operate private hospitals, healthcare centres or operations related to this activity.

In this context of activity, the Company does not itself participate in research and development activities as defined by INSEE. However, various Group facilities are authorised to undertake research or development activities. Thus, the Group promotes the creation of knowledge-sharing and exchange organisations (such as specialty clubs) that contribute to the improvement of knowledge and the dissemination of best practices. Similarly, the implementation of medical projects in the regions included in the strategy contributes to the sharing of knowledge. The Company has also created the Ramsay Générale de Santé Corporate Foundation, whose objective is to roll out initiatives, in particular sponsorship, supporting actions in the field of therapeutic innovation and health prevention. The Group's subsidiaries are members of the Foundation.

The Company also created, with its subsidiaries, the first Health Cooperation Group (groupement de coopération sanitaire – "GCS") dedicated to research and education. This Research & Education GCS made it possible to centralise activity in the field of research and education and to pool the resources allocated in order to better meet the needs of the research teams. Recent years have shown strong growth in clinical research activity and several papers have been published in leading scientific journals, helping to promote the hospital brand and increase the Group's attractiveness for academic and industrial researchers and developers.

7.3.2 Intellectual property

The Group exists and operates based on a strong and protected identity. As a result, both the Company and its subsidiaries have an active policy of protecting intellectual property elements, and most notably trademarks, which are subject to appropriate filing and renewal procedures.

The Company holds the intellectual property rights to the "Ramsay Santé", "Ramsay Générale de Santé", "Ramsay", "Ramsay Services", "Ramsay Groupe" and "Ramsay group" trademarks registered with the French National Institute for Industrial Property in the form of trademarks and/or logos.

Following the acquisition at the end of 2018 of the Swedish Group Capio, whose brand is also protected in the countries where it operates, the Group decided to support the rollout of comprehensive care offer throughout the Group's facilities in Europe under the "Ramsay Santé" brand. In France, the Group has been communicating under this new brand since 8 October 2019 with, for the Group's clinics and hospitals in France, the launch of a three-year visual identity upgrade plan. In the other countries of the Group, Sweden, Norway and Denmark, the Group continues to operate under the Capio brand, while highlighting its membership of the Group with the tagline "Part of Ramsay Santé".

The Company also owns the rights to the “We take care of you” brand, and certain entities that make up the Group have registered trademarks or names in accordance with local strategies related to one or more activities or locations, such as the “Oncology institutes”.

The registration and renewal of these rights are effective for an indefinitely renewable period of 10 years from the date of filing or renewal.

The Company is the owner, licencee or holder of the rights relating to the elements and data that make up its website and in particular the texts, drawings, graphics, photographs and soundtracks and other videograms.

The Company is the owner, licencee or holder of the intellectual design rights relating to its institutional or economic documentation, its press releases, internal press, brochures, catalogues, IT or educational materials, and the texts and images it publishes.

The Company ensures, in the context of the contracts it signs with its partners and suppliers, the scrupulous delineation of the regions of the various industrial or intellectual property rights, image rights, personality rights and, generally, data law. Similarly, the Company ensures that the rights of third parties are respected in all these matters.

7.3.3 Patents and licences

The Company and its direct or indirect subsidiaries do not use patents.

The Company, its subsidiaries and service groups have taken out, for the needs of their respective activities, in particular in the IT field or for their communication needs, various operating licenses for software or user rights, integration agreements and the use of the tangible, intangible and documentary resources required for all their activities.

7.4 Major contracts

As of the date of this document, the Group believes that it is bound by contracts in line with the needs of its activities and with reasonable standards in the various areas concerned and entered into in the normal course of business.

Financing contracts relating in particular to senior debt are described in detail in this document, mainly in sections 2.4 Financing, cash and capital and 3.1 Risk factors (in particular in the paragraph Risks related to obtaining financing).

7.5 Documents accessible to the public

In accordance with Articles 9.6 and 19 of Regulation (EU) No. 2017/1129 of 14 June 2017, the reader is referred to the previous Registration Documents or Universal Registration Documents, including:

- the annual financial report, the management report of the Board of Directors, the consolidated financial statements, the Statutory Auditors' report on the consolidated financial statements for the financial year ended 30 June 2021 and included in the Universal Registration Document filed with the French Financial Markets Authority (Autorité des Marchés Financiers – "AMF") on 29 October 2021 under number D.21-0892;
- the annual financial report, the management report of the Board of Directors, the consolidated financial statements, the Statutory Auditors' report on the consolidated financial statements for the financial year ended 30 June 2020 and included in the Universal Registration Document filed with the French Financial Markets Authority on 2 November 2020 under number D.20-0912;

Copies of this Universal Registration Document are available free of charge from Ramsay Générale Santé, 39, rue Mstislav Rostropovitch 75017 Paris, France and on the Ramsay Santé website (http://www.ramsaysante.fr) and the French Financial Markets Authority (http://www.amf-france.org)

The Company's financial and regulatory press releases and institutional information are also available on its website.

The Company's bylaws as well as the minutes of the General Meetings, the Statutory Auditors' reports and all other corporate documents may be consulted at the Company's registered office: Ramsay Générale de Santé SA, Group Legal Department, 39, rue Mstislav Rostropovitch, 75017 Paris, France.

Investor/analyst relations

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7.6 Abbreviations

ANSM	French National Agency for the Safety of Drugs and Health Products	**GHM**	Homogeneous patient groups
ARM	Medical Regulation Assistant	**GHS**	Homogeneous stay groups
ARS	Regional Health Agency	**GHT**	Regional hospital groups
ASH	Hospital Services Agent	**HAS**	French National Authority for Health
CDD	Fixed-term contract	**HPST**	Law on hospitals, patients, health and regions
CDI	Permanent contract	**IADE**	State-certified nurse anaesthetist
CGU	Cash-generating unit	**IBODE**	Operating room nurse
CHSCT	Health, Safety and Working Conditions Committee	**IFRS**	International Financial Reporting Standards
CICE	Tax credit for competitiveness and employment	**IFSI**	Nursing training institutes
CLIN	Nosocomial Infections Control Committee	**MSO**	Medicine-Surgery-Obstetrics
COMEDIMS	Drugs and Sterile Medical Devices Committee	**ONDAM**	Annual national health insurance expenditure target
COVIR	Vigilance and Risk Committee	**OQN**	National quantified target
CPAM	Primary health insurance fund	**PRAPS**	Regional Programme for Access to Prevention and Care
CSR	Corporate Social Responsibility	**PSRS**	Regional strategic health programme
CSS	Health Safety Unit	**RUS**	Care Unit Manager
CVAE	Corporate value-added levy	**SCN**	State-certified nurse
DMP	Shared medical file	**SSIA**	Home nursing service
DPAS	Professional caregiver diploma	**SMR**	Medical and Rehabilitation Care
DSSI	Head of the nursing department	**T2A**	Activity payment rate
EOH	Operational hygiene team	**VAT**	Value added tax
ESG	General service employees	**VNC**	Net carrying amount
FCPE	Company mutual fund	**WC**	Works Council
FTE	Full-time equivalent		

7.7 Cross-reference tables

7.7.1 Cross-reference table for the 2022 Universal Registration Document including the annual financial report as of 30 June 2022 (Annex 1 of Regulation (EU) No. 2019/980)

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	1.3	NAME, ADDRESS, QUALIFICATIONS AND POTENTIAL INTERESTS OF PERSONS WORKING AS EXPERTS	Not applicable
	1.4	CERTIFICATION RELATING TO INFORMATION FROM A THIRD PARTY	Not applicable
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		18.1.3 ACCOUNTING STANDARDS	2.3.2
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		18.1.5 FINANCIAL INFORMATION UNDER FRENCH ACCOUNTING STANDARDS	2.3.2
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	18.2	INTERIM AND OTHER FINANCIAL INFORMATION	Not applicable
		18.2.1 QUARTERLY OR HALF-YEARLY FINANCIAL INFORMATION	Not applicable
	18.3	AUDITING OF HISTORICAL ANNUAL FINANCIAL INFORMATION	2.3.4.1 and 2.3.4.2
		18.3.1 INDEPENDENT AUDIT OF HISTORICAL ANNUAL FINANCIAL INFORMATION	2.3.4.1 and 2.3.4.2
		18.3.2 OTHER AUDITED INFORMATION	Not applicable
		18.3.3 SOURCES AND REASONS FOR WHICH INFORMATION HAS NOT BEEN AUDITED	Not applicable
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		18.5.2 AMOUNT OF DIVIDEND PER SHARE	Not applicable
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		19.1.3 NUMBER, BOOK VALUE AND FACE VALUE OF SHARES HELD BY THE ISSUER OR ITS SUBSIDIARIES	6.4.1.3
		19.1.4 INFORMATION RELATING TO CONVERTIBLE SECURITIES, EXCHANGEABLE SECURITIES OR SECURITIES WITH WARRANTS	6.4.4, 6.4.5
		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 CAPITAL	6.4.4
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	19.2	MEMORANDUM AND BYLAWS	6.4.7
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20	**MATERIAL CONTRACTS**		
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21	**DOCUMENTS AVAILABLE**		
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7.7.2 Cross-reference table for the annual financial report

In order to facilitate the reading of this document, the cross-reference table below makes it possible to identify, in this Universal Registration Document, the information that constitutes the annual financial report which must be published by listed companies in accordance with Articles L.451-1-2 of the French Monetary and Financial Code and 222-3 of the AMF General Regulation.

Information required by the annual financial report	Registration Document Part/Section/Paragraph
Company financial statements	2/2.3/2.3.3
Group consolidated financial statements	2/2.3/2.3.2
Company management report	2/2.3/2.3.3.4
Group management report	2/2.3/2.3.2.3
Statement by the persons responsible for the annual financial report	7/7.1
Statutory Auditors' report on the Company's annual financial statements	2/2.3/2.3.4.1
Statutory Auditors' report on the Group's consolidated financial statements	2/2.3/2.3.4.2

7.7.3 Cross-reference table for the management report

Information required by the management report			Universal Registration Document Part/Section/Paragraph
1	**Activity report (Articles L.225-100-1, L.232-1, L.233-6, L.233-13 and R.225-102 of the French Commercial Code)**		
	1.1	Situation of the Company during the past financial year and objective and comprehensive analysis of changes in the business, results and financial position of the Company and the Group, in particular its debt position, with regard to the volume and complexity of the business	2.2/2.3
	1.2	Key financial and non-financial performance indicators	2.2/2.2.1
	1.3	Main risks and uncertainties	2.3.2
	1.4	Information on its objectives and policy regarding the hedging of each main category of planned transactions for which hedge accounting is used, as well as its exposure to price, credit, liquidity and cash risks. These indications include the use by the Company of financial instruments	2.3.2 Note 6.12
	1.5	Significant events subsequent to the end of the financial year	2.3.2
	1.6	Amounts of dividends paid in respect of the last three financial years	2.3.6.1
	1.7	Foreseeable changes in the Company's position and future outlook	2.5
	1.8	Research and development activities	7.3.1
	1.9	Existing branches	
	1.10	Identity of the main shareholders and holders of voting rights at General Meetings, and changes made during the financial year	6.2
	1.11	Significant equity investments in companies headquartered in France	2.3/6.1
	1.12	Table of financial results over the last five financial years	2.3.2
	1.13	Information on supplier and customer payment terms	2.3.2
2	**Information on share buybacks (Article L.225-211 paragraph 2 of the French Commercial Code)**		**6.4.2/6.4.3**
3	**Statement of non-financial performance (Articles L.225-102-1 and L.22-10-36 of the French Commercial Code)**		**4**
4	**Vigilance plan (Article L.225-102-4 of the French Commercial Code)**		**3.2**
5	**Main characteristics of internal control and risk management procedures relating to the preparation and processing of accounting and financial information (Article L.22-10-35 of the French Commercial Code)**		**3.2.4/3.2.5**

7.7.4 Cross-reference table for the corporate governance report

In accordance with the provisions of Articles L.225-37 et seq. of the French Commercial Code, the Board of Directors presents its corporate governance report, approved at its meeting of 13 October 2022. This document contains all the elements relating to corporate governance provided for in Articles L.225-37 et seq. of the French Commercial Code that must be included in the Board of Directors' corporate governance report. The following cross-reference table enables the information required in this document to be identified, this information being incorporated by reference in this report.

	Document	
Information required in application of Articles L.225-37 et seq. of the French Commercial Code	**Section(s)**	**Page(s)**
Governance (Articles L.22-10-10 and L.225-37-4 of the French Commercial Code)		
List of all terms of office and functions exercised in any company by each corporate officer during the financial year	5.1.2	228-237
Agreements entered into, directly or through an intermediary, between, on the one hand, one of the corporate officers or one of the shareholders holding a fraction of the voting rights of more than 10% of a company and, on the other hand, another company in which the first company directly or indirectly owns more than half of the share capital, with the exception of agreements relating to current transactions and concluded under arm's length conditions	6.3.1	276
A summary table of the current delegations granted by the General Shareholders' Meeting in the area of capital increases and showing the use made of these delegations during the financial year	6.4.4	284-287
The choice between one of the two methods of exercising the Company's Executive Management	5.1.4 5.2.2	236 242
The composition, as well as the conditions for preparing and organising the work of the Board	5.2.3.1 5.2.3.2	242-244 245
The diversity policy applied to members of the Board of Directors	5.2.3.1	242-244
Any limitations that the Board of Directors places on the powers of the Chief Executive Officer	5.2.2 6.4.7.4	242 294
The provisions of the Corporate Governance Code that have been waived and the reasons for this, and the place where this Code can be consulted	5.2.1	239-241
Specific terms and conditions for shareholder participation in the General Meeting	5.2.4.2 6.4.7.6	248 296-297
Description of the procedure relating to regulated and unrestricted agreements put in place by the Company and its implementation	N/A	N/A
Remuneration of executives (Articles L.22-10-8 and L.22-10-9 of the French Commercial Code)		
Presentation of the remuneration policy for corporate officers to be submitted to the General Meeting for an ex ante vote	5.3.1.5	257-259
Remuneration paid to corporate officers during the financial year ended or awarded in respect thereof	5.3.1.1 to 5.3.1.4	249-257
The relative proportions of fixed and variable remuneration	5.3.1.1 and 5.3.1.2 5.3.2.2	249-251 261-262
Use of the option to request restitution of remuneration paid	N/A	N/A
Undertakings in favour of corporate officers on the assumption, termination or change of their functions	5.3.1.2 5.3.1.4	249-251 254-257
Remuneration paid or allocated by a consolidated company	N/A	N/A

Information required in application of Articles L.225-37 et seq. of the French Commercial Code	Document	
	Section(s)	Page(s)
Ratios between the remuneration of company executives and the average remuneration of employees	5.3.1.6	260
The annual change in remuneration, the Company's performance, the average remuneration of employees and the aforementioned ratios over the last five years in a way that allows comparison	5.3.1.6	260
An explanation of the manner in which total compensation complies with the adopted remuneration policy, including how it contributes to the long-term performance of the Company and the way in which the performance criteria were applied	5.3.1.1 à 5.3.1.4	249-257
The way in which the vote at the last Ordinary General Meeting provided for in Article L.22-10-34 II was taken into account	5.3.1	249
Any deviation from the remuneration policy and any derogations applied in accordance with the second paragraph of Article L.22-10-8, including an explanation of the nature of the exceptional circumstances and an indication of the specific elements for which an exception was made	N/A	N/A
Implementation of legal provisions concerning the suspension of payment of Directors' remuneration, where applicable	N/A	N/A
Elements liable to have an impact in the event of a public offer (Article L.22-10-11 of the French Commercial Code)		
Structure of the Company's share capital	6.2.1 6.4.1	269-270 279-281
Statutory restrictions on the exercise of voting rights and share transfers or the clauses of agreements brought to the Company's attention	6.2.5.3	273-275
Direct or indirect investments in the Company's share capital	6.2.1	269-270
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Agreements between shareholders of which the Company is aware and which may result in restrictions on the transfer of shares and the exercise of voting rights	6.2.5.3	273-275
Rules applicable to the appointment and replacement of members of the Board of Directors as well as to the amendment of the Company's bylaws	6.4.7.2	291-294
The powers of the Board of Directors, in particular with regard to the issue or buyback of shares	6.4.7.2	291-294
Agreements entered into by the Company that are amended or terminated in the event of a change of control of the Company	6.4.6	290
Agreements providing for remuneration for members of the Board of Directors or employees, if they resign or are dismissed without genuine and serious grounds or if their employment expires due to a public takeover bid or exchange offer	N/A	N/A

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