PRESS RELEASE

Paris, 25 September 2019

Final annual results at the end of June 2019
Confirmation of the figures published at the end of August 2019

Good results and solid perspectives

- Annual reported turnover up 51.7% to EUR 3,401.1 million. On a like-for-like basis, good growth (+2.1%) with an additional business day;
- Increase in reported EBITDA of 29.4% to EUR 330.8 million and improvement in EBITDA margin on a like-for-like basis.
- Group net profit of EUR 8.2 million (compared with a profit of EUR 7.3 million at end June 2018);
- Strong appreciation of the value of the real estate portfolio (former RGDS perimeter only) by 9.2% to EUR 781 million.
- Accelerating strategic transformation: from the leader of private hospitalisation in France to leading provider of integrated care in continental Europe;
- The integration of the Capio Group is ahead of schedule, which will open up very good medium and long-term prospects.

Pascal Roché, Group CEO, declares :

« Ramsay Générale de Santé is now positioned as a European leader in the provision of integrated health care services (primary health care centres, specialised and general hospitals...), operating in six countries, taking care of 7 million patients who have put their trust in us in 2019 in order to provide them with personalised, quality care that is coordinated across our various areas of activity. The vigorous growth of the published indicators reflects the ongoing integration of Capio over more than 7 months, ahead of our initial schedule – a development that holds major potential for the future. The group has continued to invest heavily in all the countries in which it operates, and the improvement of the financial indicators on a like-for-like basis is finally resulting in the diversity and complementarity of our various segments in France (MCO, after care and rehabilitation, mental health and medical imaging), and the continuous evolution of the group towards care quality and the quest for efficiency.»

The Board of Directors, meeting on 25 September 2019, approved the consolidated financial statements for the year ended June 2019. The audit procedures have been completed and the audit report is being issued.

The financial statements and reports will be made available to the public upon publication of the Company's activity report at the end of October 2019.

In EUR million	From 1 July 2018 to 30 June 2019	From 1 July 2017 to 30 June 2018	Change
Turnover	3,401.1	2,241.5	+51.7%
Gross Operating Profit (EBITDA)	330.8	255.6	+29.4%
Current operating profit	156.9	125.7	+24.7%
As a % of turnover	4.6%	5.6%	-1.0 point
Operating profit	118.8	65.8	+80.5%
Net income - Group share	8.2	7.3	+12.3%
Net earnings per share (in €)	0.10	0.10	--

In EUR million	From 1 July 2018 to 30 june 2019	From 1 July 2017 to 30 June 2018	Change
Île-de-France	942.3	931.6	+1.1%
Auvergne-Rhône-Alpes	384.8	362.9	+6.0%
Nord - Pas de Calais - Picardie	376.9	358.7	+5.1%
Provence Alpes Côte d'Azur	159.3	163.6	-2.6%
Bourgogne Franche Comté	107.6	103.5	+4.0%
Other regions	329.3	316.7	+4.0%
Other activities	0.0	4.5	-100.0%
Capio	1,100.9	0.0	--
Published turnover	**3,401.1**	**2,241.5**	+51.7%
Of which: - At constant scope	2,284.5	2,237.0	+2.1%
- Changes in scope of consolidation	1,116.6	4.5	

Significant events during the year:

Acquisition of Capio

On 8 November 2018, following the end of the acceptance period for its public takeover bid for Capio shares, Ramsay Générale de Santé announced that on 7 November 2018, it had acquired 98.51% of the capital of Capio, one of Europe's leading providers of healthcare and health services, enabling the Group to position itself as a pan-European leader in private hospitalisation and primary care, present in six countries with a prominent role in Scandinavia (in particular Sweden) and France.

The public takeover bid by Ramsay Générale de Santé concerned all of Capio's shares at a price of SEK 58 per share. The price of the Capio acquisition thus amounted to EUR 779.7 million (fair value of the 139,050,816 Capio shares at SEK 58 per share converted at the SEK/EUR hedging rate of 10.3437).

Ramsay Générale de Santé initiated a mandatory squeeze-out procedure for shares that it did not hold at the end of the offer and convertible bonds issued by Capio to its employees on 30 April 2016, pursuant to the Swedish Companies Act (Sw. Aktiebolagslagen (2005:551)). As part of this mandatory squeeze-out procedure, Capio initiated the procedure for delisting the Capio shares from Nasdaq Stockholm on 28 November 2018.

Ramsay Générale de Santé was awarded, on 29 May 2019, advance title to all remaining shares in Capio and currently controls 100% of Capio's shares. The final price for the shares to be transferred in the context of the buy-out proceedings is yet to be determined within the scope of such proceedings.

Financing of the acquisition of Capio

Ramsay Générale de Santé secured financing for the acquisition of Capio (i) through the issuing of subordinated bonds underwritten by its two majority shareholders, Ramsay Health Care (UK) and Crédit Agricole Dialogue ("Predica"), amounting to EUR 550 million, and (ii) by setting up a loan of up to EUR 750 million, of which the initial lenders are Crédit Agricole Corporate & Investment Bank and Société Générale, which takes the form of an additional line of credit ("Incremental Facility") set up under the 2014 Credit Agreement, as amended.

The amount of these funds is intended to cover the acquisition price of 100% of the shares to be acquired as part of the offer and the subsequent mandatory squeeze-out, and the refinancing of Capio's debt, which amounted to EUR 465.4 million as at 31 December 2018, as well as the associated operating costs.

The Group's rating agencies, taking into account the impact of the Capio acquisition and its strategic logic, confirmed their rating of the Group at the end of November 2018 (Standard & Poor's: BB-; Moody's: Ba3).

Share capital increase

On 22 March 2019, Ramsay Générale de Santé S.A. announced the launch of a capital increase with preferential subscription rights of approximately EUR 625 million as part of the refinancing of the Capio acquisition, as follows:

- Offer basis: 1 new share for 2 current shares
- Unit subscription price: EUR 16.46 per new share
- Negotiation period for preferential subscription rights: from 25 March 2019 to 3 April 2019 inclusive
- Subscription period: from 27 March 2019 to 5 April 2019 inclusive

The capital increase resulted in the issuing of 34,432,595 new shares at a unit price of EUR 16.46, representing a gross amount raised (including issue premium) of EUR 566,760,513.70.

At the end of the subscription period, which finished on 5 April 2019, 34,356,485 new shares had been subscribed as of right and 76,110 new shares made redeemable.

In accordance with their subscription commitments, the two majority shareholders of Ramsay Générale de Santé, Ramsay Health Care (UK) and Prévoyance Dialogue du Crédit Agricole ("Predica"), subscribed to the capital increase in full by offsetting receivables against the company's certain, liquid and due receivables they held in respect of the subordinated bonds used to finance the acquisition of Capio, for EUR 318.1 million and EUR 239.9 million respectively. Their stake increased to 52.53% and 39.62% of the capital respectively after the capital increase.

The share capital of Ramsay Générale de Santé is currently composed of 110,389,690 shares with a nominal value of EUR 0.75 each, amounting to a total of EUR 82,792,267.50.

Operations and turnover:

During the financial year ended June 2019, the Ramsay General Health Group reported consolidated turnover of EUR 3,401.1 million, compared with EUR 2,241.5 million from 1 July 2017 to 30 June 2018, up 51.7%.

On a like-for-like basis, the Group's turnover increased by 2.1% with an additional business day.

Changes in the scope of consolidation are almost entirely explained by the consolidation of the Capio Group as from 7 November 2018, which contributed EUR 1,100.9 million to the Group's consolidated turnover.

In addition to this major acquisition, the consolidation strategy for the divisions' medical projects in the territorial clusters in France led to the buyout of Clinique La Parisière in July 2018 (Drôme-Ardèche Division).

At the end of June 2019, the total activity of the French entities of Ramsay Générale de Santé, excluding Capio, effectively increased by 1.9% in terms of the volume of admissions (excluding emergencies). The breakdown by business segment is as follows:

- +1.4% in Medicine-Surgery-Obstetrics
- +4.9% in sub-acute care and rehabilitation
- +0.7% in mental health

With regard to the public service tasks managed by the group, the number of emergencies increased, up 1.9% over the past year with close to 621,000 cases registered by the emergency services at our facilities.

Results:

EBITDA for the year ended 30 June 2019 was EUR 330.8 million, up 29.4% on a reported basis. Using the same scope and accounting methods, EBITDA was up 3.2% over the same period. EBITDA margin as a percentage of turnover was 9.7%, down on the same period last year (11.4%) on a reported basis, but up on a like-for-like basis to 11.6%.

Reported current operating profit for the period 1 July 2018 to 30 June 2019 reached EUR 156.9 million (or 4.6% of turnover), up 24.7% from compared to the previous year.

The amount of other non-current income and expenses represents a net expense of EUR 38.1 million for the period ended 30 June 2019, consisting of EUR 21.3 million of costs related to the acquisition and integration of the Capio Group. From 1 July 2017 to 30 June 2018, the amount of other non-current income and expenses represented a net expense of EUR 59.9 million.

At 30 June 2019, the net cost of borrowing amounted to EUR 66.9 million, compared with EUR 39.1 million the previous year. This consists primarily of interest on senior debt and includes the cost of the subordinated bonds subscribed by the shareholders of Ramsay Générale de Santé as part of the acquisition of the Capio Group.

In total, Group net profit as at 30 June 2019 amounted to EUR 8.2 million, compared with EUR 7.3 million for the period from 1 July 2017 to 30 June 2018.

Debt:

Net financial debt at 30 June 2019 increased significantly to EUR 1,641.7 million compared to EUR 927.1 million at 30 June 2018. This debt includes, in particular, EUR 1,955.3 million in non-current borrowings and financial debt, EUR 69.4 million in current financial debt, offset by EUR 368.5 million in positive cash flow.

This change in the Group's net financial debt naturally reflects the impact of the takeover of the Capio Group, including its own debt.

Implementation of IFRS 16:

The Ramsay Générale de Santé Group will apply the new IFRS 16 standard on leases for its fiscal year beginning 1 July 2019. In preparation for this first application, the Group established a dedicated work team to identify and analyse lease contracts. It was also in charge of selecting and configuring the IT solution for data processing and contract monitoring.

The Group has decided to adopt the simplified retrospective approach by recognising the cumulative effects of IFRS 16 at the date of first application, without restating comparative periods.

The assets leased by the Group consist mainly of hospital and clinic premises, care centres and offices. For these assets, the balance sheet will be adjusted to recognise a depreciable right of use and related rental debt. This debt will be measured on the basis of the net present value of future leases, including renewal options, in cases where the Group considers their exercise to be reasonably certain. The Group anticipates that this debt will amount to between EUR 1.8 billion and EUR 2.3 billion.

In the income statement, the corresponding lease expense will be replaced by interest and straight-line depreciation expense. The Group's EBITDA level will be significantly adjusted and the impact on consolidated net income should result in an additional net charge of between EUR 15 million and EUR 19 million.

These estimates have not been audited and may differ from the actual impacts recorded in the financial statements for the 12 months ending 30 June 2020, due to possible changes in the portfolio of leased assets during the coming financial year or changes in the assumptions used to date.

About Ramsay Générale de Santé

After the successfull acquisition of Capio AB Group in 2018, Ramsay Générale de Santé is becoming one of the leaders of the hospitalisation and primary care in Europe with 36 000 employees and 8 600 practitioners serving 7 millions patients in our 343 facilities in six countries : France, sweden, Norway, Denmark, Germany, Italy.
Ramsay Générale de Santé offers almost all medical and surgical care in three jobs : general hospitals (medicine – surgery – obstetric), follow-up care and rehabilitation clinics, mental health. In all its territories, the group develops missions of public service and contributes to the territorial sanitory disposal, as in Sweden with more than 100 proximity care units.
The quality and security of care is the group's priority in all its countries. That's why our group is today a reference in terms of modern medicine, especially in outpatient care and rapid recovery.
Each year, the group invests more than 200M€ in innovation whether it is in new surgical or imaging technologies, in building or modernising its facilities… The group also innovates with new digital tools to the benefit of its patients or in improving its organisations for a more efficient care.
Internet site : www.ramsaygds.fr
Facebook: https://www.facebook.com/RamsayGDS
Twitter: https://twitter.com/RamsayGDS
LinkedIn: https://www.linkedin.com/company/ramsaygds
YouTube: https://www.youtube.com/c/RamsayGDSante

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Glossary

Constant scope of consolidation

- The restatement of the scope of consolidation for incoming entities is as follows:
    - Entities entering the scope of consolidation in the current year must have the contribution from the acquired entity deducted from the performance indicators in the current year;
    - Entities entering the scope of consolidation in the previous year must have the contribution from the acquired entity deducted from the performance indicators of the previous month in the month of the acquisition.
- The restatement of the scope of consolidation for outgoing entities is as follows:
    - For entities leaving the scope of consolidation in the current year, the contribution of the outgoing entity must be deducted in the previous year from the performance indicators as of the month that the entity leaves the scope of consolidation.
    - For entities leaving the scope of consolidation in the previous year, the contribution of the outgoing entity must be deducted for the full previous period.

Current operating profit is the operating profit before other non-current income or expenses, consisting of restructuring costs (expenses and provisions), capital gains or losses from disposal, or significant and non-recurring depreciation or amortisation of non-current assets, whether tangible or intangible; also, other operating expenses and income such as provisions relating to major litigation.

EBITDA is the current operating profit before depreciation and amortisation (charges and provisions in the profit and loss account are grouped according to their nature).

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

- Gross financial debts consist of:
    - bank loans, including incurred interest;
    - loans relating to finance leases including incurred interest;
    - fair value hedging instruments recognised in the balance sheet net of tax;
    - current financial debt in relation to current financial accounts with minority investors;
    - bank overdrafts.
- Financial assets consist of:
    - the fair value of hedging instruments recognised in the balance sheet net of tax;
    - current financial receivables in relation to current financial accounts with minority investors
    - cash and cash equivalents, including treasury shares held by the Group (considered as marketable securities);
    - financial assets directly linked to the loans taken out and recognised in gross financial debts

Selected financial information

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME		
(in million euros)	**from 1 July 2017 to 30 June 2018**	**from 1 July 2018 to 30 June 2019**
TURNOVER	**2,241.5**	**3,401.1**
Personnel expenses and profit sharing	(971.5)	(1,647.9)
Purchased consumables	(450.0)	(644.7)
Other operating income and expenses	(280.7)	(408.6)
Taxes and duties	(93.8)	(109.0)
Rents	(189.9)	(260.1)
EBITDA	**255.6**	**330.8**
Depreciation	(129.9)	(173.9)
Current operating profit	**125.7**	**156.9**
Restructuring costs	(58.0)	(44.9)
Result of the management of real estate and financial assets	(1.9)	6.8
Impairment of goodwill	--	--
Other non-current income and expenses	**(59.9)**	**(38.1)**
Operating profit	**65.8**	**118.8**
Gross interest expenses	(39.8)	(67.4)
Income from cash and cash equivalents	0.7	0.5
Net interest expenses	**(39.1)**	**(66.9)**
Other financial income	1.2	2.3
Other financial expenses	(4.4)	(5.9)
Other financial income and expenses	**(3.2)**	**(3.6)**
Corporate income tax	(8.5)	(33.0)
Amount attributable to associates	0.1	--
NET PROFIT FOR THE PERIOD	**15.1**	**15.3**
Revenues and expenses recognized directly as equity		
- Retirement commitments	(0.1)	(55.2)
- Change in fair value of hedging financial instruments	--	(13.1)
- Translation differential	--	8.0
- Income tax on other comprehensive income	1.0	11.8
Results recognized directly as equity	**0.9**	**(48.5)**
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	**16.0**	**(33.2)**
PROFIT ATTRIBUTABLE TO (in millions euros)	**from 1 July 2017 to 30 June 2018**	**from 1 July 2018 to 30 June 2019**
- Group's share of net earnings	7.3	8.2
- Non-controlling interests	7.8	7.1
NET PROFIT FOR THE PERIOD	**15.1**	**15.3**
NET EARNINGS PER SHARE (in euros)	0.10	0.10
NET DILUTED EARNINGS PER SHARE (in euros)	0.10	0.10
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO (in million euros)	**from 1 July 2017 to 30 June 2018**	**from 1 July 2018 to 30 June 2019**
- Group's comprehensive income for the period	8.2	(40.3)
- Non-controlling interests	7.8	7.1
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	**16.0**	**(33.2)**

CONSOLIDATED BALANCE SHEET – ASSETS		
(in million euros)	**06-30-2018**	**06-30-2019**
Goodwill	754.4	1,674.8
Other intangible fixed assets	23.8	263.5
Tangible fixed assets	869.2	1,107.1
Investments in associates	0.6	0.3
Other long-term investments	69.1	87.4
Deferred tax assets	45.2	146.3
NON CURRENT ASSETS	**1,762.3**	**3,279.4**
Inventories	67.8	98.9
Trade and other receivables	157.6	361.0
Other current assets	190.6	231.9
Tax assets	9.8	11.8
Current financial assets	0.3	9.7
Cash and cash equivalents	308.0	368.5
Assets held for sale	5.6	--
CURRENT ASSETS	**739.7**	**1,081.8**
TOTAL ASSETS	**2,502.0**	**4,361.2**

CONSOLIDATED BALANCE SHEET – LIABILITIES AND EQUITY		
(in million euros)	**06-30-2018**	**06-30-2019**
Share capital	56.9	82.7
Additional paid-in capital	71.2	611.2
Consolidated reserves	334.8	293.6
Group’s share of net profit	7.3	8.2
Group’s share of equity	**470.2**	**995.7**
Non-controlling interests	40.8	42.8
TOTAL SHAREHOLDERS’ EQUITY	**511.0**	**1,038.5**
Borrowings and financial debts	1,195.6	1,955.3
Provisions for retirement and other employee benefits	51.0	132.9
Non-current provisions	63.5	128.3
Other long term liabilities	12.2	32.4
Deferred tax liabilities	50.9	112.6
NON CURRENT LIABILITIES	**1,373.2**	**2,361.5**
Current provisions	17.8	36.5
Accounts payable	191.9	266.2
Other current liabilities	329.5	574.3
Tax liabilities	13.3	14.8
Short-term borrowings	63.7	69.4
Bank overdraft	---	---
Liabilities related to assets held for sale	1.6	---
CURRENT LIABILITIES	**617.8**	**961.2**
TOTAL EQUITY AND LIABILITIES	**2,502.0**	**4,361.2**

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY								
(in million euros)	**SHARE CAPITAL**	**ADDITIONAL PAID IN CAPITAL**	**RESER-VES**	**RESULTS RECOGNISED DIRECTLY AS EQUITY**	**TOTAL COMPREHENSIVE INCOME FOR THE PERIOD**	**GROUP'S SHARE OF EQUITY**	**NON CONTROL-LING INTERESTS**	**SHARE-HOLDERS' EQUITY**
Shareholders' equity at June 30, 2017	**56.9**	**71.2**	**288.2**	**(11.3)**	**57.0**	**462.0**	**40.0**	**502.0**
Capital increase (including net fees)	--	--	--	--	--	--	--	--
Treasury shares	--	--	--	--	--	--	--	--
Stocks options and free share	--	--	--	--	--	--	--	--
Prior year appropriation of earnings	--	--	57.0	--	(57.0)	--	--	--
Distribution of dividends	--	--	--	--	--	--	(7.0)	(7.0)
Change in consolidation scope	--	--		--	--	--	--	--
Total comprehensive income for the period	--	--	--	0.9	7.3	8.2	7.8	16.0
Shareholders' equity at June 30, 2018	**56.9**	**71.2**	**345.2**	**(10.4)**	**7.3**	**470.2**	**40.8**	**511.0**
Capital increase (including net fees)	25.8	540.0	--	--	--	565.8	--	565.8
Treasury shares	--	--	--	--	--	--	--	--
Stocks options and free share	--	--	--	--	--	--	--	--
Prior year appropriation of earnings	--	--	7.3	--	(7.3)	--	--	--
Distribution of dividends	--	--	--	--	--	--	(6.8)	(6.8)
Change in consolidation scope	--	--		--	--	--	1.7	1.7
Total comprehensive income for the period	--	--	--	(48.5)	8.2	(40.3)	7.1	(33.2)
Shareholders' equity at June 30, 2019	**82.7**	**611.2**	**352.5**	**(58.9)**	**8.2**	**995.7**	**42.8**	**1,038.5**

STATEMENT OF INCOME AND EXPENSES RECOGNIZED DIRECTLY IN EQUITY					
(in million euros)	**06-30-2017**	**Income and expenses July 1, 2017 to June 30, 2018**	**06-30-2018**	**Income and expenses July 1, 2018 to June 30, 2019**	**06-30-2019**
Translation differential	**(0.3)**	--	**(0.3)**	8.0	**7.7**
Retirement commitments	**(4.9)**	0.5	**(4.4)**	(43.9)	**(48.3)**
Fair value of hedging financial instruments	**(6.1)**	0.4	**(5.7)**	(12.6)	**(18.3)**
Results recognized directly as equity (Group's share)	**(11.3)**	**0.9**	**(10.4)**	**(48.5)**	**(58.9)**

CONSOLIDATED STATEMENT OF CASH FLOWS		
(in million euros)	**from 1 July 2017 to 30 June 2018**	**from 1 July 2018 to 30 June 2019**
Total net consolidated profit	15.1	15.3
Depreciation	129.9	173.9
Other non-current income and expenses	59.9	38.1
Amount attributable to associates	(0.1)	--
Other financial income and expenses	3.2	3.6
Cost of net financial debt	39.1	66.9
Income tax	8.5	33.0
Gross operating surplus	**255.6**	**330.8**
Non-cash items relating to recognition and reversal of provisions (transactions of a non-cash nature)	(2.9)	(9.7)
Other non-current income and expenses paid	(18.0)	(44.0)
Change in other non-current assets and liabilities	(13.5)	(10.0)
Cash flow from operations before cost of net financial debt and tax	**221.2**	**267.1**
Income tax paid	(26.4)	(28.0)
Change in working capital requirement	19.1	(25.5)
NET CASH FLOWS FROM OPERATING ACTIVITIES: (A)	**213.9**	**213.6**
Investments in tangible and intangible assets	(62.6)	(178.0)
Disposals of tangible and intangible assets	7.2	21.3
Acquisition of entities	(21.1)	(824.3)
Disposal of entities	0.5	65.2
Dividends received from non-consolidated companies	0.6	0.4
NET CASH FLOWS FROM INVESTING ACTIVITIES: (B)	**(75.4)**	**(915.4)**
Capital and share premium increases: (a)	---	557.8[(1)]
Dividends paid to minority interests of consolidated companies: (b)	(7.0)	(6.8)
Net interest expense paid: (c)	(39.8)	(59.4)
Financial income received: (d)	0.7	0.5
Debt issue costs: (e)	(4.9)	(11.4)
Cash flow before change in borrowings: (f) = (A+B+a+b+c+d+e)	**87.5**	**(221.1)**
Increase in borrowings: (g)	122.2	1,305.3
Repayment of borrowings: (h)	(82.5)	(1,022.8)
NET CASH USED FOR FINANCING ACTIVITIES: (C) = a + b + c + d + e + g + h	**(11.3)**	**763.2**
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS: (A + B + C)	**127.2**	**61.4**
Currency differences in cash and cash equivalents	--	(0.9)
Cash and cash equivalents at beginning of period	180.8	308.0
Cash and cash equivalents at end of period	308.0	368.5
Net indebtedness at beginning of period	**964.0**	**927.1**
Cash flow before change in borrowings: (e)	(87.5)	221.1
Capitalization of financial leases	68.7	41.1
Loan issue charges fixed assets	(1.4)	(6.6)
Assets held for sale	--	--
Fair value of financial hedging instruments	(0.9)	11.2
Change in scope of consolidation and other	(15.8)	447.8
Net indebtedness at end of period	**927.1**	**1,641.7**

[(1)] *Change in equity 565.8 less non cash interest of 8.0M€*