UNIVERSAL REGISTRATION DOCUMENT 2020

Including the annual financial report at 30 June 2020

This Universal Registration Document was filed on 2 November 2020 with AMF, the French financial markets regulator as competent authority under Regulation (EU) 2017/1129, without prior approval in accordance with Article 9 of the above Regulation. The Universal Registration Document may be used for the purposes of a public offer of securities or the admission of securities to trading on a regulated market if supplemented by a securities note and, where applicable, a summary and any amendments to the Universal Registration Document. The documentation has been approved by AMF, the French financial markets regulator, in accordance with Regulation (EU) 2017/1129.

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

CONTENTS

ATTESTATION OF THE PERSON RESPONSIBLE FOR THE UNIVERSAL REGISTRATION DOCUMENT

Having taken all reasonable measures in this regard, I hereby certify that the information in this Universal Registration Document is genuine to the best of my knowledge, and has no omissions that could alter its scope.

I hereby certify that to the best of my knowledge the financial statements were drawn up in accordance with the accounting standards applicable and provide a true and fair view of the assets, the financial position and results of the company and of all the companies within the consolidated Group, and that the management report on page 116 presents a faithful representation of the business developments, results and financial position of the company and of all the companies within the consolidated Group, and a description of the main risks and uncertainties faced by them.

Paris, 2 November 2020

Pascal Roché
Chief Executive Officer

The present document dated 1 December 2020 replaces the initial version dated 2 November 2020 after correction of the leverage ratio and its components pages 76, 108, 126 and 127.

The present document is an internal translation of the French language version of the Universal Registration Document (URD) which was filed with the Autorité des Marchés Financiers (French Financial Markets Authority or AMF) as the competent authority under EU Regulation 2017/1129, without prior approval in accordance with Article 9 of said Regulation. This URD may be used for the purpose of a public offer of securities or the admission of securities to trading on a regulated market if it is supplemented by a securities note and, where appropriate, a summary and any amendments to the Universal Registration Document. All of these documents are approved by the AMF in accordance with EU Regulation 2017/1129.

The URD has been prepared by the issuer and its signatories are liable for its content. However, the version of the URD issued in French as mentioned above is the only binding version. The English language version is provided solely for the convenience of English speaking readers. All possible care has been taken to ensure that the translation is an accurate presentation of the original. However, in all matters of interpretation, views or opinion expressed in the original language version of the document in French take precedence over the translation.

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

Craig McNally Pascal Roché

Craig McNally – Chairman of the Board of Directors

Today, Ramsay Santé is a leader in the provision of integrated care in Continental Europe. The Group cares for 7 million patients every year, through its 250 multi-disciplinary hospitals and clinics and 130 primary care centres.

With our partner, Crédit Agricole Assurances, our commitment is a long-term one, especially as we are convinced of the quality and resilience of the French and Scandinavian healthcare systems. Each year, we invest more than EUR 250 million to improve the quality of patient care and the organisation of personalised pathways.

This year was an exceptional one due to the Covid pandemic, which disrupted the daily activities of our facilities and the projects underway. I would like to commend our teams for their remarkable adaptability and incredible dedication during this difficult time.

Pascal Roché – Chief Executive Officer

This year was marked above all by the Covid pandemic and the exceptional manner in which our teams worked to care for patients suffering from the virus in all Group countries, but especially in France, Sweden and Italy. This teamwork, combined with the Group's strength, has allowed us to take care of more than 10,000 patients in intensive care, medicine and post-operative care and rehabilitation, not to mention visits to emergency. This has been made possible through full coordination with public and private hospitals, with a single shared objective: to do our job by finding a solution for every patient affected by the virus.

As a leading player in the private sector, we are very proud to have done more than just played our part with the public authorities in all the countries in which we operate.

Beyond this unprecedented health crisis, we are continuing to transform our Group to better prepare it for the future, with a health sector that is itself undergoing rapid change thanks to advances in medicine and technology, artificial intelligence, and new patient and public expectations. This year has also seen the increasing digitalisation of our business activities, the ongoing modernisation of our operating theatres and imaging equipment, the rise of coordinated care pathways and new projects such as the testing in France of the Scandinavian concept of *proximity care*, not to mention prevention, which we want to increasingly integrate into our activities to benefit our patients and our healthcare systems. The Ramsay Santé Foundation is innovating in this area by creating, in conjunction with the Brest Faculty of Medicine, the first "prevention" university diploma for caregivers.

❖

1.1 INFORMATION REGARDING THE ISSUER

1.1.1 ADMINISTRATIVE INFORMATION

A Company name

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

The name is a trademark registered with the French National Institute of Industrial Property (INPI) under the national number 15 4 209 389.

B Trade and Companies Register, APE, LEI.

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

Its business code (APE or NAF) is 6430Z. This code covers the mutual investment funds business and similar financial entities.

The Company is listed on Eurolist by Euronext Paris, ISIN code FR000044471 (Euroclear France SA code 4447).

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

C Date of incorporation and duration

The Company was incorporated on 29 November 1991 for a term of ninety-nine years from the date of registration, valid unless it is dissolved prematurely or the term is extended by law or following a decision by the general shareholders' meeting.

D Registered office, legal form and applicable law

The Company's registered office is located at 39 rue Mstislav Rostropovitch, 75017 Paris.

Ramsay Générale de Santé is a French limited company ("société anonyme") with a Board of Directors.

The applicable law is French law.

E Company contact details

The Company's offices are located at 39 rue Mstislav Rostropovitch 75017 Paris and the postal address of all its central departments is: 39 rue Mstislav Rostropovitch - CS60053 - 75850 Paris Cedex 17

The switchboard telephone number is

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

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

1.1.2 History and evolution of the company

A – Since Its Creation in 2018

- A new healthcare offer.

In 1987, Guy Dejouany, then head of Compagnie Générale des Eaux, decided to lead the Group into the health sector, creating Compagnie Générale de Santé to provide a range of care services to support hospitalisation, particularly public hospitalisation, with particular focus on quality of care. Under his leadership, the first groupings of facilities were formed and the Group began to expand into the fields of medicine, surgery and obstetrics.

Générale de Santé rapidly extended the scope of its healthcare activities to all areas of health, including psychiatry and post-acute care and rehabilitation. It also actively developed its offering in the socio-medical domain, as well as services dedicated to the hospital sector, such as the upkeep of facilities and their specific equipment, maintenance, and even catering.

In the early 1990s, the Group increased the number of acquisitions of healthcare centres that were reference establishments in their fields or could act in complementary fashion with facilities located in the areas already covered, in order to take better advantage of synergies among establishments and to locally expand its healthcare and services network.

However, the Group did not neglect organic growth, thanks to an active recruitment policy targeting recognised medical practitioners which enabled it to round off its range of healthcare services. Générale de Santé was gradually becoming a truly structured group, organised around centres of excellence and the leading player in private hospitalisation in France.

From 1991, the Group started to make acquisitions internationally, with the purchase of a first clinic in Italy. An important acquisition was that of the British company BMI Healthcare, subsequently General Healthcare Group, which at the time was the UK's second largest operator of private clinics in the UK. This internationalisation would take the Group to South America.

- Initial public offering.

In 1997, Générale de Santé left Générale des Eaux when it sold the hospital group to Cinven, a British investment fund operating in continental Europe. The British subsidiary, General Healthcare Group, was then sold to BC Partners while the Group prepared for its listing on the Paris stock exchange. On 20 June 2001, this initial public offering was successfully completed: fifty-one percent of the capital was acquired by the investing public, with the Cinven fund retaining 39.5%.

The new millennium was marked by the promotion of the Générale de Santé brand and group spirit among employees and medical staff. This was accompanied by an ambitious investment programme. At the same time, discussions were conducted on the evolution of the health professions and, in this context, a model for grouping healthcare facilities was designed and implemented: small local clinics were to be concentrated in a large private hospital offering a wide range of services on its premises. This is how the major facilities that are emblematic of contemporary private hospitals were established (such as the Hôpital Privé d'Antony and the Hôpital privé Jean Mermoz in Lyon), which continue to be beacons within their respective local areas today.

In June 2003, the Group experienced an important turning point in its corporate history with the arrival of Dr 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 businesses with the sale of its socio-medical activities, Générale de Santé once again embarked on a proactive external growth policy and in 2005 acquired the Chiche Group (four facilities in the Paris region) and then the Fleming Labs Group, made up of diagnostic and medical analysis centres in Italy. The following year, the Hexagone Group (10 hospitals and clinics, most of them in Ile de France) joined the Group, while the hospital services subsidiaries were sold to Elior.

There was a new turning point in March 2007 with the launch by Santé Développement Europe (bringing together Santé Holding owned by Dr Ligresti, the Italian group De Agostini and the Italian bank Mediobanca) of a simplified takeover bid. At the end of this operation, a sustainable reference shareholder base was set up with the management of the Group as a participant. The Group continued to pursue its strategy of development, refocusing on its healthcare offer in medicine, surgery, obstetrics, post-acute care and rehabilitation.

Ten years after its initial public offering and nearly a quarter of a century after its creation, the Group is constantly pursuing a strategy adapted to changes in the sector and major medical and societal challenges, in particular 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 post-acute care and rehabilitation clinics. Ramsay Health Care, which operated in France under the name Ramsay Santé, thus strengthened its position in France a few years later with its takeover of eight clinics from the Procliff Group with the support of the Crédit Agricole Group. On 1 October 2014, all the Générale de Santé shares 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 holding of the Group's new major shareholders represents 83.43% of the capital. Ramsay Health Care (UK) Limited and Predica jointly initiated a simplified takeover bid for all the Group's shares, at the end of which the participation of the two major shareholders was increased to 85.61% of Générale de Santé's capital.

On 1 July 2015, an important step was taken with the implementation of the announced merger between Générale de Santé and Ramsay Santé. It is as a single entity, which took the corporate name of Ramsay Générale de Santé, that the entities and facilities grouped under the same holding company now carry out their activities.

Constantly working to optimise its business locations, the Group pursued an acquisition programme in its major divisions: Hôpital Privé Métropole in Lille in late 2015/early 2016 (completed at the end of 2018 with the purchase of Croisé Laroche), Hôpital Privé de l'Est Lyonnais in July 2017. 2017-2018 also saw the Group take positions in medical transport with the Step groups in Lyon in July 2017 and Lambulance in the north of France in July 2018. This development was completed in the following months by new structures smaller in size but able to respond to a greater geographic area.

B - The integration of Capio and subsequent events (2018-2020)

- Capio: a successful takeover.

On 13 July 2018, the Company announced a takeover bid for all the shares of Capio AB, one of Europe's leading providers of healthcare services in Germany, Denmark, France, Norway and Sweden, where Capio's headquarters are located.

On 8 November 2018, Ramsay Générale de Santé announced that it had acquired 98.51% of the capital of Capio AB, positioning it as one of the pan-European leaders in private hospital and primary care. With a presence in six countries and a major player in the Scandinavian countries and France, this acquisition boosted the Group's strength and attractiveness, offering new growth prospects based on European leadership and a commitment to providing quality treatment and healthcare services. Thanks to its balanced portfolio of activities and geographical diversification, the Group has a presence in markets of significant size with important growth levers, and an innovative treatment model marked by top-level expertise in terms of specialisation of treatment and the deployment of modern medicine in the interest of patients and the community. It is also recognised for its in-depth knowledge and expertise in the digitalisation of healthcare.

- A European group.

Ramsay Générale de Santé now holds 100% of the capital of Capio AB and the latter has been delisted from the Stockholm stock exchange in accordance with the delisting procedure conducted under Swedish law.

Consolidating its strong positions in France and in the Nordics, the Group has become a major European provider of healthcare services, thanks to its large network of 350 facilities, hospitals, primary care centres, specialised clinics and imaging centres.

❖

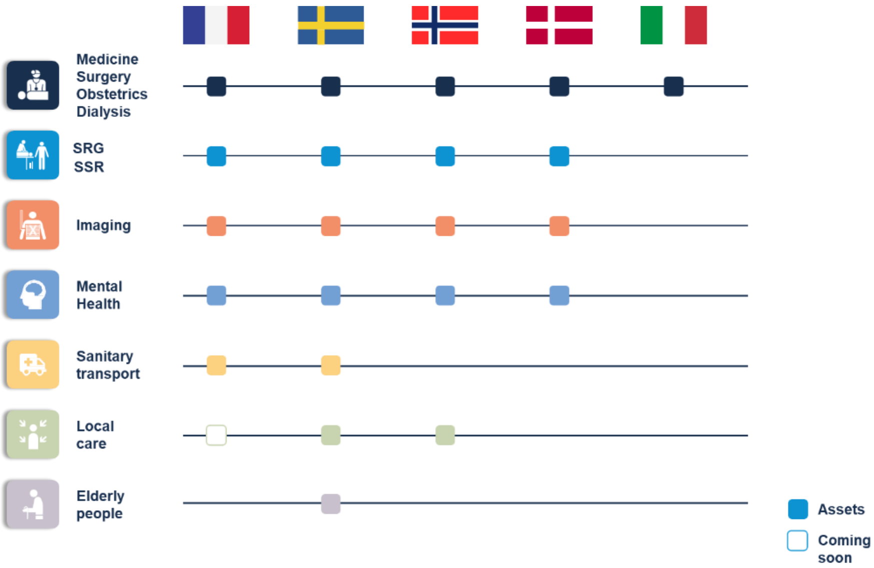
1.2 OVERVIEW OF ACTIVITIES

1.2.1 General presentation of activities

The Company and all its subsidiaries are the second largest private player in medical treatment and healthcare services in Europe. At the date of publication of this document, it operates 342 health facilities and employs nearly 34,000 employees (average full-time equivalent): 25,000 in France, 7,000 in Sweden, 800 in Norway and 400 in Denmark (it should be noted that, as of the same date, the Capio Germany establishments had been sold). Nearly 8,000 medical practitioners work at the facilities within the framework of a medical practice contract, with the 7,000 in metropolitan France representing the largest community of public and private medicine practitioners in France.

Ramsay Santé operates within the framework of the entire healthcare chain: primary medicine, medicine-surgery-obstetrics (MSO), oncology, medical imaging, post-acute care and rehabilitation, home care, mental healthcare and addictology. These activities generated 99.5% of consolidated revenue in 2020.

The overview of healthcare activities in the five countries of operation is as follows:



Ramsay Santé has developed a healthcare offer built around the quality and security of patient care, organisational efficiency and the human touch. It offers comprehensive care with personalised support, taking into account all the patient's expectations and forming part of a coordinated health programme. It thus participates in public health service missions and in the health network of the territories in which it operates.

In France, an organisation into regional divisions, coordinated care chains, a group policy for quality and risk management, the development of clinical research, differentiation through the services offered to patients, and the creation of a Ramsay Santé corporate foundation are the driving forces behind the organisation, which also includes innovation as a priority. Patients and the quality of their care are at the heart of the strategy.

The acquisition of the Capio AB Group in November 2018 consolidated Ramsay Santé's foundation and ambition for modern, high-quality and safe patient care. The combination of medical and business expertise within the new Group and the Group's new critical size are a platform for the exchange of best practices. Ramsay Générale de Santé now intends to build upon this and strengthen its position as a leader in quality integrated care.

During the 2020 financial year, the number of admissions to the Ramsay Santé Group's facilities amounted to just over 2,307,500. Of these, 1,906,100 were in surgery, medicine or obstetrics, 168,100 in mental health, and 233,300 in post-acute care and rehabilitation.

Over the same period, emergency services recorded 800,000 visits in the countries in which we operate. About 143,000 chemotherapy sessions and nearly 538,000 dialysis sessions were provided.

In total, seven million patients were cared for by the Group's professionals, with the latter carrying out twenty million consultations.

1.2.2 STRATEGY

For more than thirty years, Ramsay Santé has cultivated a medico-economic model that is fully in line with the French healthcare system. It manages resource constraints in connection with the national system's constraints and strives to admit all patients at its facilities, without exceptions, to treat all pathologies from minor afflictions to more complex issues.

In terms of strategy, the Group's plan is based on four key areas:

- Digitisation of the relationship between patients and practitioners: Ramsay Générale de Santé and Capio each had strong expertise in delivering effective digital solutions, so the combination of the Ramsay service portal and Capio's in-depth knowledge of digital applications has strengthened Ramsay Générale de Santé's innovation capabilities.

- Optimisation of the Group's services and structure: while European governments are seeking to reduce healthcare costs by putting more pressure on healthcare providers, the Group aims to generate synergies and economies of scale.

- The implementation of an innovative health offer for patients and practitioners, resulting in the strong recognition of the quality of the healthcare and health services provided.

- Recruitment and retention of talent, particularly among practitioners, through the development of advanced medical skills and career paths. The Group has a strong ability to attract new talent and to provide the latter with the tools to improve their professional skills.

Today, the Group is a single, coherent entity with many specific and attractive strengths, such as:

- European leadership and a willingness to provide quality treatment and healthcare services;

- a balanced portfolio of business activities thanks to geographical diversification and access to a broader patient base;

- penetration in attractive markets and a presence in markets of significant size with significant growth drivers; and

- an innovative treatment model marked by top-level expertise in terms of specialisation of treatment and the deployment of modern medicine in the interest of patients and the community, alongside in-depth expertise and knowledge of digitisation in healthcare.

The legislative and regulatory organisation supports French health policy (Hospital, Patients, Health, Territories Act of 2009, Modernisation of our Health System Act of 2016) and defines the sharing of roles between stakeholders in order to better care for patients. Ramsay Santé took on the full spirit of these laws, focusing on the quality of healthcare for patients and efficient organisation of hospital facilities. The Group is pursuing groupings of facilities in response to organisational changes, instituting major private hospitals, modernising its facilities and maintaining a level of investment of around 5.26% of revenue at 30 June 2020, thus reflecting the constant mobilisation of all stakeholders, caregivers, managers and shareholders.

The Group continues to upgrade its healthcare model, adapting its organisations to make them simpler and more responsive and to bring them closer to both patients and medical practitioners.

Launched in December 2015 in France, the Let's DO IT 2020 strategic plan embodies the Group's strategy and roadmap, supporting the adaptation of its subdivisions to tomorrow's challenges and to prepare for the future, with deployment to the new subdivisions planned. The strategy is based on the four pillars mentioned above. The implementation of these is based on the following fundamentals:

A. Management of Health Facilities as a Network, Creation of Divisions

Setting up regional divisions for MSO facilities and for some post-operative care and rehabilitation facilities has enabled the creation of healthcare management in networks as the best possible structural response to the demands of the sector. The divisions strengthen links with primary medicine by creating advanced consultation centres or medical homes upstream, and post-acute care facilities downstream, for comprehensive coordinated management of the patient's healthcare experience.

To this end, the new facilities acquired by the Group during the financial year were integrated into an existing division or grouped together within a new division. This was particularly the case for the Lyon and Toulouse facilities.

B. Comprehensive and coordinated patient care

Comprehensive care of patients, beyond the single act of care, makes it possible to coordinate their pathways and personalise their support.

A development of medical projects of divisions with practitioners accompanies this policy, integrating the network of facilities in their living area and making it possible, according to needs, to create care networks. In this regard, Ramsay Santé draws particularly on the experience it has gained from its cancerology divisions.

C. Medicalisation of the decision-making process

True commitment to 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 placing them in an organisation closer to the sector and its stakeholders, thus informing them of the medical orientations included in the medical projects of the divisions, including heavy investment or purchasing decisions. This is regarded as the major hub of Group strategy.

D. The pursuit of a quality policy

Ramsay Santé operates with a constant interest in improving the quality of its services and the Group makes significant annual investments in the modernisation of its facilities. It also deploys an ambitious quality approach and includes all its facilities in the process of certification by France's National Health Authority, service certification, or ISO 9001 2000 certification for certain high-risk processes such as sterilisation.

E. Constant promotion and creation of loyalty within the medical community

At the core of its facilities, Ramsay Santé institutes genuine dialogue between its managers and practitioners. At the national level, dialogue takes place on the Medical Orientation Council, specialist clubs, at the Ramsay Santé seminars attended by the "CME" (Facility Medical Board) Chairpersons, and in a large number of working groups and think tanks. At each facility, the CME addresses day-to-day business and medical projects. The Group is constantly working to further improve this dialogue, as it is aware of the energy and motivation required by medical practitioners to ensure the proper functioning of CMEs and the performance of cross-sectoral missions.

The Group encourages and assists this strategy by coordinating think tanks and working groups such as:

- The Medical Orientation Council: focusing on senior executives and medical management, the council is composed of three CME chairpersons (one for each geographical area) elected by their peers and a dozen practitioners co-opted in view of their expertise and renown in the healthcare sector. Three external members from the general public enrich the discussions. The aim of the council, which meets four times a year, is to discuss the Group's main medical focuses.
- Expert groups: created in connection with corporate medicalisation such as, for example, the Medication and Medical Devices Committee and the Medical Assessment Committee, these expert groups address specific needs such as major medical investment (medical robotics), emergency cases, maternity and transversal projects.

The Group particularly favours the principles of independent medical services. It is aware of the importance of the role of practitioners in quality patient care, it is familiar with the difficulties involved, and it strives to assist them in their task.

The area of training is also considered important, and a number of Group facilities admit medical and surgical intern groups for initial training and encourage continuous medical training for Group practitioners.

F. Promoting the coordination of stakeholders in each sector

The effectiveness of the Ramsay Santé model also entails a regional approach to healthcare needs and resources. Grouping of facilities, creation of reference divisions, design and deployment of medical projects, fluidity of exchanges between community medicine and hospitals: the Group has been committed to these paths for a long time, and is one of the French actors that is capable of mastering a regional health organisation.

The Group's desire for cooperation is also reflected in its involvement (establishment or participation) in the Health Cooperation Groups (Groupements de Coopération Sanitaire, GCS) currently in operation. These complement a locally coordinated healthcare offer or create a genuine multidisciplinary or specific offer.

1.2.3 STRENGTHS AND ASSETS OF THE COMPANY

The Company considers that its competitive edge consists of the following:

A. A leading position in buoyant and changing markets

With total revenue of EUR 3.74 billion at 30 June 2020, Ramsay Santé holds a leading position in the various markets in which it operates. The No. 1 private healthcare and health services group in France, it accounts for approximately 21% of the private hospital sector[1]. In the Nordic countries, the Group also enjoys a leading position in the private healthcare markets, being number one in Sweden and number two in Norway and Denmark.

[1] Base nationale ATIH, 2011-2017

In line with its ambition to promote innovation and diversification of its activities throughout the healthcare value chain, and after a first step with the launch of a health transport offer, the acquisition of the Capio Group has made it possible to diversify the geographical and business footprint of Ramsay Santé, with the aim of enriching the current healthcare offer in each of the territories in which the Group operates, by making the most of its varied and complementary medical and business expertise.[2]

The acquisition of Capio is part of a strategy of differentiation via quality, modernity and safety of care and patient care, responding to three major challenges of value creation:

- Creation of a pan-European player to strengthen and secure the foundation of Ramsay Santé, by diversifying the risks to which it is currently exposed
- Strengthening the competitiveness of Ramsay Santé through the provision of complementary care and services
- Providing an attractive professional environment for all Group practitioners and employees (including research and career paths).

B. A structuring operator in the health sector

The size of Ramsay Santé and the regional coverage provided by its network allow it to be represented in professional bodies and to maintain a dialogue with public authorities. These ongoing relations with the regulatory authorities make the Group a leading partner in the composition of the offers in the various healthcare sectors.

C. A solid competitive position

In France, the private hospital sector is heavily regulated in order to focus hospital capacity on the dual logic of cost control and quality healthcare. This creates a considerable barrier to the entry of other entities, giving an established entity a certain amount of competitive edge. On the other hand, the increased dynamism of public hospitals, particularly through regional hospital groups, represents both a new challenge and an opportunity for cooperation.

In the Nordic countries, health sector regulation is based on a dual logic: referrals of patients to a healthcare centre for ambulatory care, and the awarding of contracts within the framework of calls for tenders orchestrated by each individual county. The increase in health needs and the challenges of access to care faced by public structures suggest new room for manoeuvre for the private sector.

D. A global healthcare offer in regions with high population density

Ramsay Santé welcomes all patients to its facilities to treat all pathologies, from the mildest to the most complex. The Group operates at both a local and national level to provide as complete a range of healthcare and health services as possible, including post-acute care and rehabilitation as well as home care. This diversity enables the Group to offer patients all the health services required by patients, and to furnish the best possible response to national and regional healthcare targets.

Most of the Group's facilities are located in large urban areas where the population density is increasing.

E. A reference partner for independent private medicine

Anticipating and responding to new healthcare needs with an extended range of continuous coordinated healthcare services; this is the Group's ambition, based on the partnership it has created with practitioners, whether they are self-employed (mainly in France) or employees (Nordic countries and Germany). 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 now proved its relevance by permanently adapting to medical progress, the expectations of patients and joint responsibility for healthcare expenditure.

F. A strong identity and brand

The Ramsay Santé Group was built up around a strong brand, and has at all times associated the brand's visibility with the deployment of its visual identity at all facilities and a strong Internet presence. The slogan behind the brand, "Nous prenons soin de vous" (we take care of you), represents the daily commitment of the women and men at Ramsay Santé.

The Group supports its presence in the deployment of its visual identities within the facilities and via the Group website www.ramsaygds.fr, which brings together all the facilities' websites with a strong visual coherence and shared content emphasising service and practical information.

Beyond the drivers of this identity, it is truly an approach whose foundation is made up of patient commitments that ensure a specific and readable identity.

[2] To be noted that the selling of the German assets is in progress.

Following the acquisition of the Swedish group Capio AB, the Board of Directors of Ramsay Santé decided on the Group's new brand, which will now be "Ramsay Santé". In France, the Group will officially communicate under this new brand from October 2019, while the Group's 132 clinics and hospitals will integrate this brand into a three-year image enhancement plan.

In the other countries of the Group, Sweden, Norway and Denmark, the Group will continue to operate under the Capio brand, while emphasising its membership of the Group with the signature "Part of Ramsay Santé".

1.2.4. DESCRIPTION OF THE MAIN MARKETS

1.2.4.1 THE HEALTH MARKET IN FRANCE

A. Presentation of France's healthcare and socio-medical system

NB: the figures in these sections, and most particularly the statistics, are provided for general information purposes on the basis of data available at the date of publication of this document, and their origins and dates are generally stipulated. These data may therefore vary from one year to another with respect to the period considered.

The French healthcare system is one of the country's economic drivers. In 2018 (latest data available), health expenditure in France amounted to EUR 265.8 billion[3], or about 11.3% of gross domestic product (GDP). In international terms, this aggregate figure makes France one of the OECD's leading exponents.

Hospital care accounts for most healthcare expenditure, just over EUR 97 billion (in 2019). France is still one of the countries in which the largest percentage of healthcare expenditure is covered by public funds and the smallest is met by patients (around 8% on average).

It should be borne in mind in this regard that the French population is ageing more rapidly due to increased life expectancy. According to the French national institute of statistics and economic studies (INSEE), nearly 32% of the population is expected to be aged sixty or over in 2050.

B. The market for private facilities within the French hospital sector

According to the data provided by France's Research, Studies, Evaluation and Statistics Directorate (DREES)[4], the French hospital landscape as at 31 December 2018 consists of 3,042 hospital structures, including 1,360 public hospitals, 682 private non-profit facilities and 1,000 private hospitals or clinics. In each of these categories, the number of sites continues to decline. These healthcare facilities have a total capacity for full operation of around 395,000 full-time hospital beds and 77,000 part-time hospital places. Due to developments in inpatient and outpatient reception in recent years, the number of beds is in continuous decline (-4.2% during the period 2013–2018) while the number of places continues to grow (+7.4% during the same period).

The overall breakdown of these facilities (with their capacities) is as follows[5]:

- 45% of public facilities (61.5% of beds and 55.4 of places).
- 33% of private commercial facilities under contract (24.3% of beds and 26.1% of places).
- 22% of private non-profit facilities (14.2% of beds and 18.5% of places).

The French hospital system operates on the principle of offering patients a free choice between the Public Hospital Sector and the Private Hospital Sector.

Development of the capacities of the French hospital sector is strictly administered by the state, which determines the needs of the population and organises the distribution of public and private medical facilities.

C. Funding of the Private Hospital Sector

Healthcare expenditure in connection with private hospital facilities is mostly covered by social security and supplementary health insurance entities.

In a bid to regulate the price and volume of this expenditure, France's Social Security Funding Law establishes an annual national health insurance outlay target (known as the "ONDAM" target) on the basis of which the State stipulates a quantified objective national target with expenditure not to be exceeded in terms of community care and hospitalisation provided in private or public facilities, but also in medical and 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 measuring and evaluating the actual activity of the facilities in order to determine the resources allocated. T2A is an almost unique mode of financing for medical, surgical, obstetrical and dental activities in both public and private health facilities. Its extension to the fields of post-acute care and rehabilitation (PACR) and psychiatry is in progress.

[3] Les dépenses de la santé, Ed. 2019, DREES.
[4] Direction de la recherche, des études, de l'évaluation et des statistiques, Octobre 2018 n°1084 « Premiers résultats de la statistique annuelle des établissements de santé (SAE) 2017 ».
[5] Les établissements de santé, Ed. 2020, DREES.

The resources of healthcare facilities are calculated on the basis of a measure of the activity outputted, leading to an estimate of revenue. The price of each MSO activity is therefore set each year by the Minister of Health via the diagnosis related groups (DRG) payment mechanisms Thus, the measurement of a facility's activity is based on the systematic collection of a certain amount of administrative and medical information from patients hospitalised in acute care. This information is collected through the programme of medicalisation of the information system (PMSI). On the basis of this information, diagnosis related groups (DRG) are associated with one or more DRG payment mechanisms based on a rate fixed each year by the Minister of Health.

However, some activities are not included in the T2A system. The missions carried out by mainly public facilities are financed by the so-called Missions of General Interest and Support for Internal Contractualisation (MIGAC), such as those relating to prevention or screening, or those which must be permanent regardless of the actual level of activity: Emergency Medical Assistance Service, poison control centres, etc. In this context, it is fixed annual financing access, to which or allocation whereof varies considerably from one facility to another.

Following the introduction of the activity payment rate (T2A) service pricing scheme, developments in prices in the MSO sector are based on the type of care and produce global variations in the range of prices. In recent years, prices have increased less than inflation, corresponding to a reduction in prices at constant value. These developments have weakened a large number of private health facilities, which are nevertheless still major players in the sector.

D. Competitive position of Ramsay Santé

The Private Hospital Sector has been the subject of a strong consolidation movement in recent years, with Elsan being the main player besides Ramsay Santé in medicine, surgery and obstetrics. In post-acute care and rehabilitation and psychiatry, the main competition is Korian and Orpea, both national operators in the field of care for the elderly, alongside Inicea for psychiatry.

Competition among the enterprises involved and public hospitals is largely focused on local environments with populations in close geographic proximity and similar patterns of utilisation of healthcare structures.

Ramsay Santé considers it has a solid competitive position in the main environments in which it operates because, due to its size and reputation, it constitutes a major partner in terms of discussions with local authorities such as the regional public health authorities ("ARS"), and a natural contact for external growth operations.

1.2.4.2 The health market in Sweden

A. Presentation of Sweden's healthcare and socio-medical system

The Swedish health system is relatively advanced in terms of "modern" medicine (short length of stay, percentage constituted by outpatients, measurement of quality of care). Today, it faces real difficulties in terms of productivity, accessibility and coordination of the entire care process.

In 2017, health spending reached nearly EUR 50 billion, with annual growth of 4% over the period 2011-2017.

Health expenditure is mainly financed by taxes. The 21 counties are responsible for the financing and organisation of care, while at the lower local level, the 290 municipalities are responsible for the elderly and people with disabilities. Private health operators, including Capio, are thus largely financed by public resources, through calls for tenders for periods of 5 to 8 years for hospital care and authorisation to practice for primary care. The share of private insurance as a source of financing for health expenditure represents less than 1% of the market.

B. 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 counties' monopoly in the management of the organisation of care on state territory, the market gradually opened up in the 1990s, under the combined effect of the possibility now offered to facilities to outsource their operations and subsequently, from the 2000s, with the reform introducing free choice of community healthcare.

Nevertheless, the public sector market share remains dominant, with 63%[6] of the primary care market and 93% of the specialised care market. Given the persistent difficulties of accessibility and efficiency of care in public facilities, the trend towards opening up the sector to private operators is likely to continue.

[6] % of total Health expenditures

C. Competitive landscape

With a geographical footprint in 13 of Sweden's 21 counties and a presence throughout the care value chain, Capio is the leading private healthcare operator in Sweden. The market experienced a fundamental consolidation movement, driven mainly by the Capio and Aleris groups. The market is still relatively fragmented, particularly in primary care.

Capio enjoys a very strong brand recognition among its employees and patients. In total, nearly 1% of the Swedish population is referred to one of the 104 primary health centres operated by Capio. In addition, Capio's St Göran Hospital, the only Swedish hospital with an emergency department and operated by a private operator, has a strong national reputation, being voted the country's best hospital in the small hospital categories (345 beds, 2000 employees) every year since 2010. Capio is de facto an essential partner and reference for regulatory authorities.

D. Financing methods

In Sweden, pricing is set or regulated by national or regional regulatory authorities (counties). Thus, the tariffs are regulated by the public authorities for all the care provided by Capio in the context of its activities. Depending on the sector, a capitation system, a global staffing system, or a tendering system applies.

In Sweden in particular, Capio manages almost one hundred primary care centres whose activity is strongly linked to the number of patients registered with one of these centres. The main funding method is thus based on a capitation approach, with an amount being defined per patient registered, based on their profile and medical history. The amounts attached to patients registered with Capio centres are paid monthly by the local health authorities. A remaining charge, set by the authorities, is left to the patients and corresponds broadly to the price of their medicines. A fee-for-service payment can be made in very specific and limited cases. In addition, subsidies may also be granted if objectives previously negotiated with the regulatory authorities are achieved.

Specialised care centres (nearly fifty within the Capio perimeter in Sweden) are largely financed by a global allocation system. A budget allocated by the regulatory authorities according to the medical product proposed and the types of care provided is paid each month. Some counties additionally offer a fee-for-service payment method, depending on their specialities. As with primary care, specialised facilities are eligible for target-based bonuses.

The Capio Group's hospitals, and in particular St Göran's hospital in Stockholm, benefit from mixed financing, mainly composed of fee-for-service payments but also sums paid on the basis of quality and environmental indicators.

1.2.4.3 The health market in Norway and Denmark

The Norwegian and Danish health systems have many similarities with the Swedish system, both in terms of the modernity of care (outpatient care, length of stay, publication of quality indicators at national level) and in terms of the challenges relating to accessibility and efficiency of facility management. However, the private market share is higher, as private markets are mainly focused on patients with private insurance and those paying for themselves (equivalent remains at charge).

In 2017, health expenditure amounted to EUR 35 billion in Norway (+6% annual growth over 2011 – 2017) and EUR 28 billion in Denmark (+3% annual growth from 2011 – 2017). In Norway, 5 regional health territories are responsible for the organisation of specialist care and the municipalities are in charge of primary care. In Denmark, the entire healthcare system is fully managed at the regional level.

Overall, the private sector accounts for 25[7]% of the market share in Norway and 18% in Denmark.

In addition to the private funding market, private operators can also enter the public funding market through calls for tenders that result in short-term contracts (2 to 4 years).

Recent reform movements in Norway and Denmark suggest that the share of public volumes open to outsourcing should continue to grow, in particular with the aim of encouraging better management of health spending. At the same time, the share of private financing is also expected to continue to increase, due to waiting times within public structures and the growing propensity of employers to offer health insurance to their employees.

The private health market is dominated by Aleris, which is number 1 in Norway and Denmark, and Capio. In addition to this size positioning, Capio also stands out for the reputation that the Volvat and CFR brands enjoy on the private markets, due in particular to the subscription model for Norwegian patients. Developments with regard to Capio's importance in terms of in public financing is also a pillar of the growth strategy in these markets.

[7] % of total Health expenditures.

1.2.4.4. THE GROUP'S 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 having refocused the facility toward orthopaedics and its related disciplines (functional rehabilitation, neurosurgery, plastic surgery), the Group maintained an outpatient surgery and internal medicine activity that meets local needs for care provision. The unit is managed by a public/private company, Coq SpA, in consultation with the local health authorities. The Italian public structure Asl Vco14 holds 51% of the shares, while Ramsay Santé holds the other 49% and is in charge of organisation of healthcare, administration and maintenance of the entire unit. In 2019, the management contract was confirmed for a further nine years.

1.2.5 SEGMENTATION OF ACTIVITIES

The table below shows the distribution of the Group's consolidated revenue for the year ended 30 June 2020, by business sub-segments:

Per activity	Volumes (K EUR)	Percentage/ activities	Percentage/ turnover
M.S.O.	2180693	82.45	81.84
Imaging	66 226	2.50	2.49
Radiotherapy	24 980	0.94	0.94
Post acute care	198 941	7.52	7.47
Mental health	174 157	6.50	6.54
Sub total care activities	***2 644 997***	***100.00***	***99.27***
Healthcare transport services	12 360	s.o	0.46
Other activities	7 149	s.o	0.27
Total except Nordics	***2 664 506***	***100.00***	***100.00***
Capio Nordics	1 081 653		
Total group	**3 746 159**		

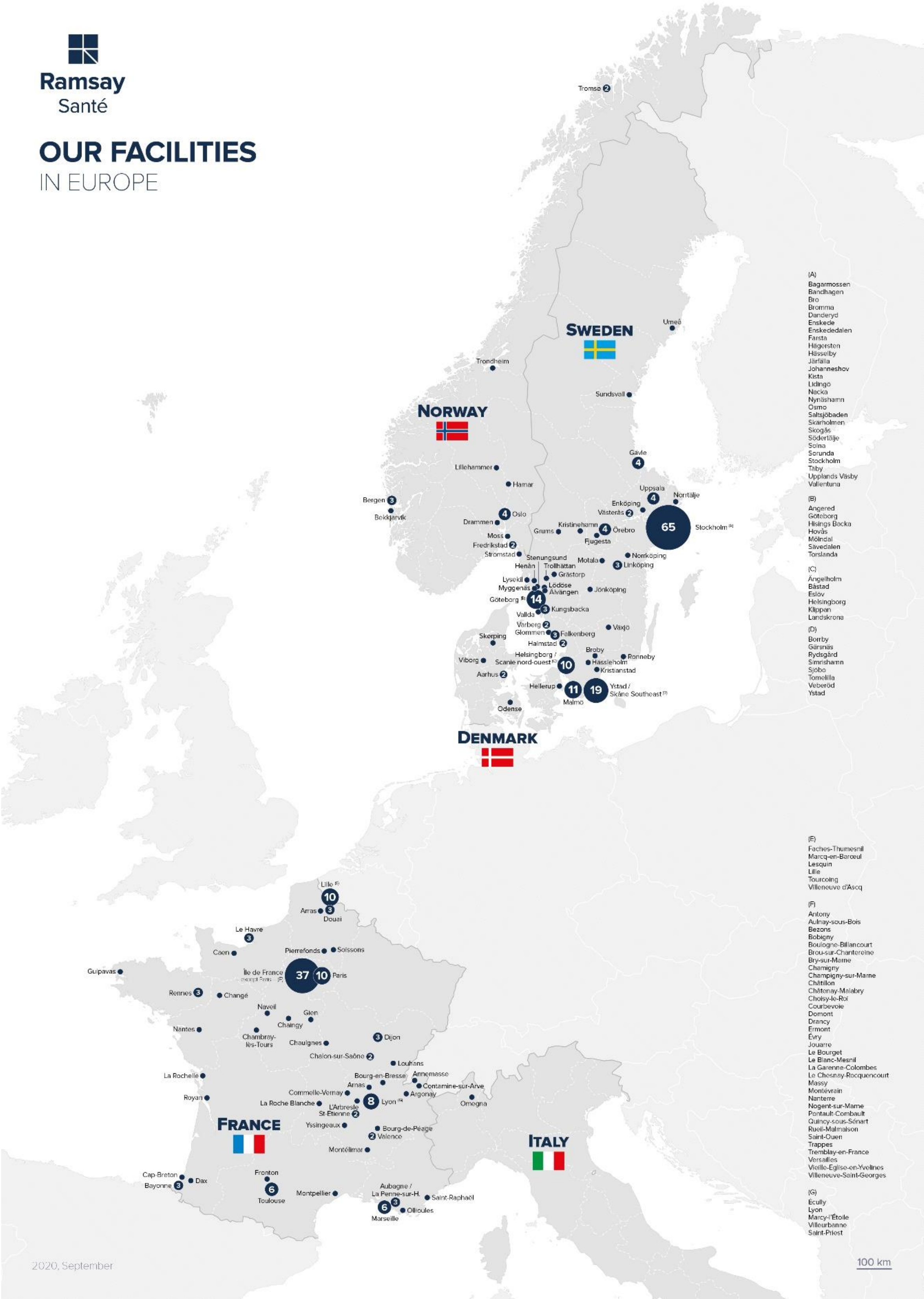
As of the publication of this document, these activities are carried out by the Group's facilities according to the following breakdown:

	France	Suède	Norvège	Danemark	Italie	Total
Hôpitaux privés et cliniques MCO	**69**	55	15	6	1	**146**
dont les établissements ayant également une activité SSR	10					**10**
dont les établissements ayant également une activité de soins primaires			9			**9**
Santé mentale	**36**	14	1			**51**
Centre de soins primaires	**3**	117	1			**121**
Soins de suite et de réadaptation	**16**					**16**
Centre de radiothérapie	**5**					**5**
CERS	**2**					**2**
Centre d'imagerie	**1**					**1**
Total	**132**	**186**	**17**	**6**	**1**	**342**

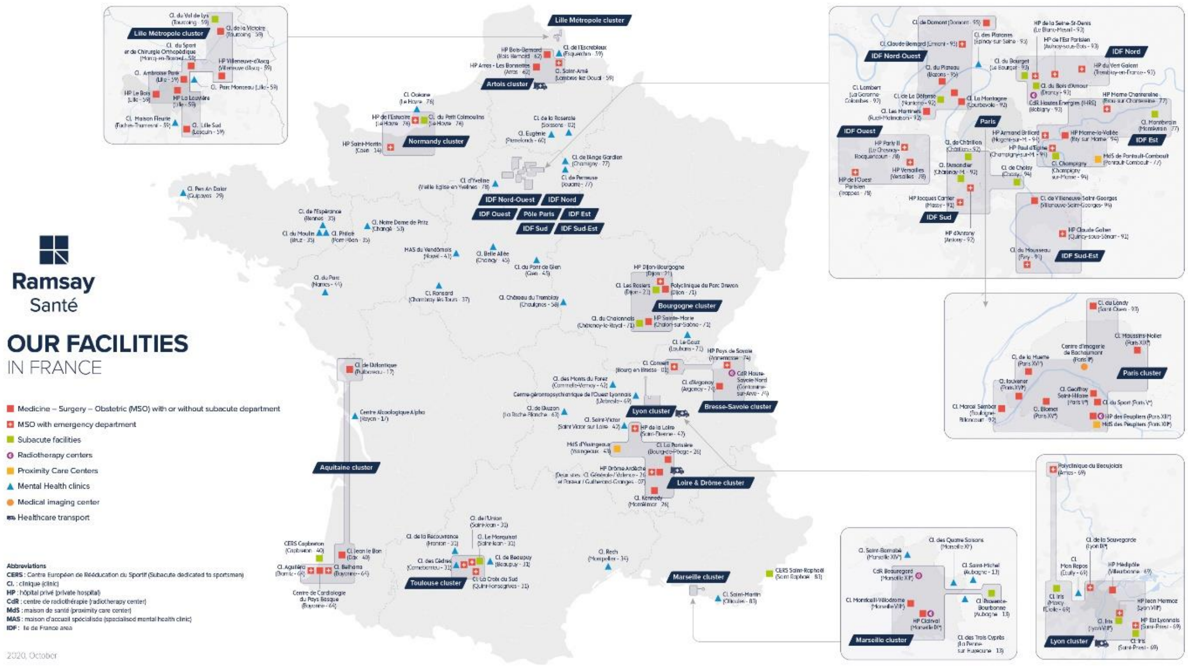
In France in particular, the facilities are based on a regional health approach and are organised in divisions, constituted either around a single facility or several facilities. The 132 hospitals, clinics and centres are located in the main populated areas of metropolitan France. Whether they treat patients in the disciplines of medicine, surgery, obstetrics, post-acute care and rehabilitation or mental health, the Group's 21 divisions cover Paris and Île-de-France, Hauts de France, Normandy, Brittany, Nouvelle-Aquitaine, Bourgogne Franche Comté, Auvergne-Rhône-Alpes, Occitanie, and Provence-Alpes-Côte d'Azur. Mental health facilities are not linked to divisions.

The chart hereafter shows the Ramsay Santé Group's European geographical locations at the date of publication of this document.

The chart hereafter shows the Ramsay Santé Group's European geographical locations at the date of publication of this document.



The chart hereafter shows more precisely the geographical locations of Ramsay Santé in France at the date of publication of this document.



1.2.6 RELATIONS WITH MEDICAL PRACTITIONERS

At the end of September 2020, the Group had nearly eight thousand practitioners working professionally within its facilities, including seven thousand in France, mainly on an independent basis (in certain specialities, such as post-acute care and rehabilitation, some practitioners may have the status of employees). For these French medical practitioners, their relationship with a facility is structured either by a practice agreement governed typically by the provisions summarised in the following paragraph or through a de facto agreement subject to professional needs (as defined by the Ordre des médecins).

A. The private practice contract

Pursuant to Article 83 of the Code of Ethics and Articles L. 4113-9 to L. 4113-11 of the French Public Health Code, the habitual practice of medicine at facilities is covered by a written contract that defines the respective obligations of the parties and specifies the tools (premises, medical equipment and materials, personnel) provided for practitioners by the facility to enable them to carry out their professional activities. Practitioners work in keeping with their independence and the provisions of the Code of Ethics and are not subject to a subordinate relationship with the facility. The Group encourages its facilities to draw up professional practice agreements on the basis of its specimen contract.

The facilities and most of their medical practitioner partners have signed permanent professional independent practice contracts which generally expire when the practitioner reaches the full retirement age, although yearly extensions are possible through a written agreement drawn up by the parties. Practitioners must notify the French Medical Association of these contracts, as this is the body that ensures the contractual provisions comply with the medical code of ethics.

B. Main reciprocal obligations of the facilities and the practitioners

The Group's facilities provide medical practitioners with a technical platform that includes operating theatres and inpatient care facilities, premises, and specific, sometimes high-tech equipment. They provide, on a permanent basis, the assistance of qualified personnel in accordance with the applicable standards, whether assigned to inpatient care or operating theatres.

In return, practitioners undertake to practice in whole or in part within the facility, with the complete professional independence implied by self-employed practice and under their sole responsibility. For this, they have to pay for their own insurance.

C. Remuneration of facilities and practitioners

Professional practice agreements between practitioners and facilities are not a direct source of profit for the facilities. The facilities receive DRG payments directly from health insurance organisations. Resulting from the reform of activity-based pricing, the payment is determined by annual orders of the Minister of Health based on the resources in terms of equipment and staff to care for inpatients. The costs incurred by the facilities as part of the doctor's practice, and which are not covered by the said flat rates, are re-invoiced to the practitioners in the form of a fee and in accordance with Article L. 4163-2 of the Public Health Code.

Flat-rate payments received by private facilities for inpatient care services do not cover the remuneration of independent practitioners who invoice in addition to, and under their name, the fees corresponding to the acts they have performed on behalf of patients during their inpatient care.

In accordance with Articles R.161-40 et seq. of the Social Security Code, this invoicing is carried out on a Group invoicing form (S3404 form) which summarises all the pricing services of the facilities and those of the practitioners. This form is kept, completed and sent by the administrative services of private healthcare facilities to the social agencies. The latter transfer the hospitalisation packages to the clinic's account and the practitioners' fees directly to the latter or to a "practitioner representative" account.

1.2.7. Cooperation with public hospital services

A. Cooperation with the Hospital Sector in France

Active participation in the structuring of the French inpatient care sector is based on permanent cooperation by all health players and on a contribution to public hospital services such as emergency treatment or training.

Depending on geographic necessities and opportunities, Ramsay Santé is involved in cooperation to provide users with the best possible care package. To this end, agreements have been signed by Group facilities with public hospitals, private collective-interest health facilities ("ESPICs") or independent practitioners, permitting the shared use of large items of equipment or treatment of specific pathologies.

Common structures combining hospitals and clinics have been created as public-private partnerships or Healthcare Cooperation Groups ("GCS"). These groups are regulated by the French public health code and enable common medical services to be provided at a public hospital and a private hospital on the basis of joint operation and cost-sharing, thereby streamlining the healthcare offer in a given region.

Specific extensions of this cooperation have enabled the Group's facilities to handle the Covid-19 health crisis, which began in March 2020, throughconstant coordination between the supervisory authorities (the regional public health authority), the public hospital partners (including the Paris public hospital system - APHP), and the facilities which have mobilised and adapted their inpatient capacity (see section 4.2.1 below).

B. Cooperation with the Hospital Sector in Italy

As described in paragraph 1.2.4.4 above, the Piedmont Region in Italy has entrusted Ramsay Générale de Santé with the management of the Omegna Public Hospital. The continuation of this contract as part of a confirmation of nine further years demonstrates the relevance of this management scheme.

1.2.8 European regulatory and economic environment

Ramsay Santé is now present in several environments with strong regulations. In addition, health expenditure varies significantly from one country to another. For example, current health expenditure in Germany has represented the highest value of the EU Member States in recent years, while France has the second highest value.

France thus measures its figures for the consumption of healthcare and medical goods (CSBM) by considering:

- hospital care,
- outpatient care (doctors, dentists, medical auxiliaries, analytical laboratories, hydrotherapy),
- health transport, medicines and other medical goods (optics, prostheses, small equipment and dressings),

but only expenses contributing to the treatment of a temporary disruption of a patient's health are taken into account. Expenditure on care for the disabled and elderly in institutions is excluded. According to available figures from 2018[8], CSBM represented nearly EUR 203.5 billion, up 1.5% from 1.75% in 2017, indicating a slight slowdown. France spends about 11% of its GDP on health, with social security covering more than 75% of this expenditure and complementary organisations 13.3%. The rest remains the responsibility of the patients[9]. Household participation in the financing of the CSBM continued to decline from 7.5% in 2017 to 7.0% in 2018.

In terms of level of expenditure, with a European average[10] of 10.5% of total GDP on health, France has a level close to Sweden and Germany but higher than this average of 10.5%. It should be noted that the ranking of countries is significantly different depending on whether current health expenditure per capita expressed in purchasing power parity (PPP) is used as the indicator for comparison. For this indicator, France is just above the EU average. Such differences in PPP are particularly noticeable in Norway, Sweden, Germany and Denmark, with respect to the countries in which the Group is active in healthcare activities.

1.2.9 Focus on the French legislative and regulatory environment

A. Hospital planning – the permits scheme

In a bid to provide a better distribution of healthcare in France, a hospital planning scheme was deployed and a health card introduced (geographic division of areas, inventory of equipment). Hospital planning was subsequently decentralised by the creation of regional hospitalisation authorities (ARH) with local groups of representatives of the State and health insurance bodies detailed to manage the hospital system by regulating the healthcare offer and coordinating the activities of public and private health facilities. In addition, multi-year contracts of objectives and resources (Contrats pluriannuels d'objectifs et de moyens, CPOM) were established to determine the strategic orientations of the facilities and their implementation, while taking into account the objectives of the health organisation scheme.

In addition, a planning tool was designed to provide a qualitative complement to the health map: the regional health organisation scheme (schéma régional d'organisation sanitaire, SROS). SROS is the only hospital planning tool in use since the retirement of the health map in 2003.

The SROS scheme, introduced by the director of the regional hospitalisation agency following consultations with the regional healthcare organisation committee (composed of representatives of local authorities, medical and non-medical healthcare professionals and public and private healthcare facilities), was established for five years on the basis of an assessment of the healthcare requirements of the population in the area considered, developments in the requirements and the suitability of the existing healthcare offer to them. It may be totally or partially revised at any time during the five-year period. It stipulates the quantified objectives of the healthcare offer in the area concerned, in terms of healthcare and major healthcare equipment, creation and elimination of healthcare activities and major healthcare equipment, transformations, groupings and cooperation by facilities necessary to meet these objectives.

The deployment of the measures envisaged by the SROS scheme and regulation of the healthcare offer in accordance with the needs defined in this document entail the mandatory attribution, currently by the regional public health authorities (ARS), of permits to practice, which are required for all the healthcare activities concerned. These permits are required not only for the deployment of a public or private health facility, but also for any developments to those facilities (extensions, conversions, groupings) and the installation of certain major items of equipment.

The Order of 4 September 2003 vastly simplified the permits scheme, replacing the old permits (which concerned a certain number of beds or places attributed to each healthcare activity, and had a term of between five and ten years, depending on the type of permit) with a permit for each type of activity, a more flexible system in terms of the conditions and objectives attached on issue, renewable on a tacit basis every five years. The permit scheme aims to detach the level of activity from the places actually available to patients, allowing facilities to operate in a more flexible manner and better manage the seasonal nature of their activity.

This permit to practice is granted and maintained when three series of conditions have been met:

- first and foremost, the project must (i) meet the population's health needs as identified by SROS scheme, (ii) be compatible with the goals set by the scheme and (iii) satisfy the conditions of implementation and a number of technical operating conditions. Since 1 January 2019, the project must take into account those elements of the HAS certification reports relevant at the date of the decision.
- permits also depend on (i) compliance with commitments concerning expenditure by health insurance bodies or volume of activity and (ii) a positive assessment of the compatibility of the results of healthcare or utilisation of major equipment with SROS targets; and

[8] Source DREES, les Dépenses de santé en 2018.

[9] Source DREES, les Dépenses de santé en 2018.

[10] Source DREES, les Dépenses de santé en 2018.

- permits may also depend on (i) specific conditions imposed in the interests of public health, (ii) the undertaking to implement cooperative measures to encourage shared use of means and a permanent health facility, or (iii) the commitment to draw up a concession agreement for provision of the public hospital service.

The permit also requires a multiyear contract stipulating targets and means (Decree of 4 October 2010) drawn up by each facility with the regional body, determining the strategic focuses of the holder of the permit on the basis of the regional health programme, cooperative action and targets in terms of quality and health safeguards.

The law on hospitals, patients, health and regions ("HPST") of 21 July 2009 reformed French hospitals with respect to four primary criteria: modernisation of health facilities, access to quality health facilities for all, prevention and public health and regional organisation of the health system. The objective was to improve the coordination of actions by health facilities to meet the needs of the population, distribute health facilities more equally, introduce prevention and public health policies and define the tasks and means of the "ARS" regional public health authorities. The regional public health authorities replaced the "ARH" bodies, and were intended to introduce a coordinated series of programmes and actions to meet the regional and intraregional objectives of national health policy, the principles of welfare and socio-medical projects, and the basic principles defined by the French social security code. To this end, a strategic integration tool, the regional health programme (RHP), was created to ensure consistency between all regional public health initiatives.

The RHP is a coordinated and structured set of planning and guidance materials for the provision of care in the region. Its purpose is to extend the scoping logic initiated by SROS to other fields. It illustrates the logic of decompartmentalising the supply of care at regional level. The RHP defines the multi-year objectives of the ARS and the measures to achieve them in accordance with the Social Security Financing Acts and the National Health Strategy. The RHP now provides the global and unique framework for care planning at the regional level. It consists of:

- the Strategic Regional Health Plan ("PSRS") defining the region's health priorities and associated targets over the next five years. This also contains a definition of health regions.
- organisational scheme (regional prevention scheme, regional healthcare organisation scheme, regional socio-medical organisation scheme).
- programmes or action plans setting out procedures for application of the schemes (regional risk management programme, "PRAPS" (Regional Programme for Access to Prevention and Healthcare), telemedicine programme, and local health programmes).

The law of January 2016 on the modernisation of the health system, based on three pillars: prevention, access to care and innovation. This law is in response to a number of pitfalls identified in the HPST law, such as the final component, which restores the notion of public hospital service by rebuilding it around a block of guarantees and obligations, such as the absence of fee overruns, the permanence of reception, and equal access to care. In addition, cooperation between public hospitals is strengthened by the deployment of regional hospital groups (GHTs), which enable geographically close hospitals to develop a common medical project and share missions and support functions. To date[11], 898 facilities with 1,200 to 25,000 healthcare professionals are grouped together throughout the country in 136 regional hospital groups.

In addition, the law provides for the Regional Health Programme (RHP) as a planning tool. The latter is now composed of 3 components:

- The Strategic Orientation Framework (SOF), which sets out general objectives and expected results over a 10-year period.
- The Regional Health Scheme (RHS), a single document for the implementation of the SOF, is drawn up for five years on the basis of changing needs. It establishes change forecasts and operational objectives for all healthcare providers and services, including in prevention, health promotion and socio-medical support. Within this context, it establishes quantitative and qualitative objectives to anticipate developments in healthcare provision in relation to healthcare activities and heavy equipment, transformations, grouping and partnerships between health facilities.
- The Regional Programme on access to prevention and care for the most disadvantaged people.
- An ordinance of 3 January 2018 on the simplification and modernisation of the authorisation systems for healthcare activities and heavy equipment recently made a number of amendments to the current authorisation system and, in particular, to the duration of authorisations (increasing from five to seven years), to the procedures for the compliance check, and to the consequences of sections of the certification report issued by the French National Health Authority when granting an authorisation.

The regulation of healthcare provision is still ongoing with the creation, via the Social Security Financing Act, of the Contract for Improving the Quality and Efficiency of Care (CAQES) for 2016.

[11] Source : Ministère des solidarités et de la santé, 11 septembre 2019.

This new contract merges five existing systems:

- The contract for the proper use of medications;
- The contract to improve the quality and organisation of care with respect to hospital prescriptions dispensed in the community (PHEV), medicines, and the list of reimbursable products and services (LPP);
- The contract to improve the quality and organisation of care relating to transport expenditure;
- The contract for relevance of care;
- The contract for the improvement of practices in healthcare facilities;

This second contract has one objective: “to enable, on the basis of a shared observation, the establishment of a single roadmap for improving practices in all areas where there is scope for significant progress”. The CAQES is concluded between the director of the regional public health authority, the director of the local health insurance organisation and the legal representative of each health facility within their geographical jurisdiction. Its purpose is to improve the quality, safety and relevance of care and prescriptions and to reduce health insurance costs. It pursues a comprehensive approach to achieve quality, efficiency and regulation of the healthcare offer.

It includes a mandatory component relating to the proper use of medicines, products and benefits (ex proper-use contract) concluded for an indefinite period and, if necessary, one or more additional components, for a fixed period of one to five years, covering:

- Improvement of the quality and organisation of care during medical transport;
- Improvement of practices in healthcare facilities (formerly CAPES);
- Promotion of the relevance of acts, benefits and prescription, as an extension of the regional multi-year action plan to improve the relevance of care (PAPRAPS).

B. The quality approach and risk management – the certification system

The main objective of regional public health authorities in operation since the beginning of 1997 is to ensure consistency and compliance with a policy for the evaluation and accreditation of healthcare facilities.

a) Assessment of health facilities

All health facilities must develop a policy for the assessment of their professional practices and the practices for organising healthcare. The goals sought are health security, quality of treatment and satisfactory regulation of available healthcare. In order to conduct this analysis of its activity, with due observance of medical secrecy and rights of patients, each facility must have health information systems to take account of pathologies and patient care procedures in order to create an overview of medical data to be processed by computers.

Each facility must compile and electronically process the data in its patients’ medical files. Practitioners at the facility must therefore provide a doctor responsible for medical information with the medical data required to enable the director of the facility to monitor and analyse activities. Directors of facilities must send the health ministry departments, health insurance bodies and regional public health authorities non-nominative statistics in connection with the activities and functioning of their facility, with suitable coding of the treatments provided for patients.

Transmission of this information assists in drawing up and reviewing the regional healthcare organisation scheme (“SROS”) and assessing the quality of healthcare, and also serves as a device to gage the activities carried on at each facility. This analysis tool draws comparisons between facilities and helps optimise the healthcare offer.

b) Certification of facilities by the National Health Authority (HAS)

Public and private health facilities undergo an external assessment process: certification. This procedure, conducted by the French National Health Authority, makes it possible to obtain an independent assessment of the quality of the facility using indicators, criteria and benchmarks relating to procedures, good clinical practices and the results of the facility’s various services and activities. It also considers the measures taken by the facility to ensure respect for the rights of patients and the results of assessment of patient satisfaction.

The V2014 certification procedure for French public and private establishments was suspended from March 2020 due to the Covid-19 health crisis. It will be replaced by the V2020 certification procedure, which the National Health Authority (HAS) plans to deploy in April 2021. As at 30 September 2020, the results of the Ramsay Santé Group (formerly Ramsay Générale de Santé and Capio) are above the national average[12]:

[12] La colonne « Nombre » du tableau ci-après exprime le nombre d’établissements pour lesquels le rapport de certification de la HAS est émis.

France

	Number	Percentage
Certification	1036	43
Certification with recommendation	1266	52
Certification under improvment	100	4
Stay of certification	22	1
No certification	8	0
Total	*2432*	*100*

Group

	Number	Percentage
Certification	72	65
Certification with recommendation	35	32
Certification under improvment	3	3
Stay of certification	0	0
No certification	0	0
Total	*110*	*100*

MSO and post acute

	Number	Percentage
Certification	50	62
Certification with recommendation	28	35
Certification under improvment	2	3
Stay of certification	0	0
No certification	0	0
Total	*80*	*100*

Mental Health and addiction

	Number	Percentage
Certification	22	73
Certification with recommendation	7	23
Certification under improvment	1	3
Stay of certification	0	0
No certification	0	0
Total	*30*	*100*

The health authorities are also implementing quality controls in a bid to improve patients' safety at facilities. The Group's quality policy, focused on regulatory obligations, is reflected in HAS certification and the publication of opposable Quality and Safety of Care Indicators (IQSS), which guarantee patients and professionals quality and safety of care.

C. Regulation of healthcare expenditure and hospital prices

In order to regulate healthcare expenditure, each year the Social Security Funding Law establishes a national health insurance outlay target (known as the "ONDAM" target) to fund national health spending covered by health insurance. On the basis of this target, the State establishes the following for health facilities:

- a common annual health insurance spending target for medicine, surgery, obstetrics and dentistry (OD–MSO), and the national funding allowance for general-interest tasks and assistance with contractualisation (MIGAC). Concerning medicine, surgery and obstetrics, each year the ministers in charge of health and health insurance establish the national rates for services as a basis for calculating contributions by insured parties and the fixed sums for certain activities (emergency treatment, dialysis, etc.);

- the national quantified target (French acronym: OQN) for psychiatry and post-acute care and rehabilitation, as the annual sum to cover health expenditure in the private hospital sector undertaken by social security (excluding the fees of independent practitioners, which are governed by another sum). Procedures for establishing prices for this sector are established by the State each year, determining the national average variation and average variation of prices for services in each region. On the basis of this national allocation, a regional budget is administered by the directors of the regional public health authorities, who determine annual variations in the prices charged by services at each health facility subject to the national quantified target in their sector.

The private sector has been subject to the T2A[13] pricing scheme since 1 March 2005. This includes three funding procedures directly related to activities:

- a number of activities are combined in diagnosis related groups (DRG), which form the basis of the classification of cases treated into a DRG payment. Each DRG payment may be adjusted (bills for daily surcharges) to take account of heterogeneous criteria or to make provision for remuneration for activities incorrectly addressed by classification (resuscitation, long stays or palliative care);
- activities not classified under a DRG payment are funded on a per-service basis or at a fixed rate. The following are funded on a per-service basis in accordance with a specific classification: consultations, external care and activities (price for the common classification of medical activities and existing technical rates (scanner, MRI, compression chamber, PET scan), home care (variable daily rate) and treatment of chronic kidney failure (per-service basis). Organ retrievals are funded with an annual sum. Finally, emergency cases have mixed funding (an annual sum and a per-visit price). Emergency scenarios that are not followed by hospitalisation are also taken into account;
- certain expensive drugs and medical devices (implants) are funded at a specific rate.

The health law adopted in July 2019 places the subject of financing at the heart of the matter with the long-term ambition of capping the share of financing by activity at 50%, in order to leave more room for quality and innovative financing models (Article 51, chronic disease management package, emergency coordination package, etc.) For Medicine – Surgery – Obstetrics and SRH, the tariffs for the 2019 campaign thus introduced for the first time a quality component that accounts for 0.3% and 0.2% of the tariffs respectively.

1.2.10 EXCEPTIONAL FACTORS

The operational management of healthcare facilities during the financial year ended 30 June 2020 was strongly marked by the management of the Covid-19 health crisis at a European level.

For detailed information, see Chapter 2, section 2.3.2.B paragraph 1 – Significant events during the year.

1.2.11 DEPENDENCY FACTORS

For a description of the dependency factors, see Part 3.

❖

[13] Which was not generalized actually.

PART 2 - ANNUALFINANCIAL INFORMATION

2.1 FINANCIAL INFORMATION

2.1.1 GROUP CONSOLIDATED FINANCIAL STATEMENTS

The tables below show extracts from the consolidated income statement, consolidated balance sheets and consolidated statements of cash flows of the Group in the periods ended 30 June 2019 and 30 June 2020 (12 months).

Table 1 - Group consolidated income statement

	from 1 July 2018 to 30 June 2019	from 1 July 2019 to 30 June 2020	Change
REVENUE	**3,401.1**	**3,746.2**	**+10.1%**
Of which revenue at constant scope of consolidation and exchange rates[(1)]	*3,374.7*	*3,166.0*	*-6.2%*
GROSS OPERATING SURPLUS	**330.8**	**546.8**	
Current operating profit	156.9	184.7	+17.7%
Operating profit	118.8	176.2	+48.3%
Cost of net financial debt	(66.9)	(130.2)	
Other financial income and expenses	(3.6)	(0.8)	
Income tax	(33.0)	(27.1)	
Amount attributable to associates	--	--	
CONSOLIDATED NET PROFIT	**15.3**	**18.1**	
Income and expenses recognised directly in equity			
- Actuarial gains and losses on obligations for retirement bonuses	(55.2)	(5.8)	
- Change in fair value of hedging instruments	(13.1)	(5.6)	
- Translation differences	8.0	2.9	
- Other	--	0.6	
- Tax effect of income and expenses	11.8	2.6	
Profit recognised directly in equity	**(48.5)**	**(5.3)**	
COMPREHENSIVE INCOME	**(33.2)**	**12.8**	
BREAKDOWN OF NET PROFIT (in millions of euros)	**from 1 July 2018 to 30 June 2019**	**from 1 July 2019 to 30 June 2020**	
- Net profit – Group share	8.2	13.4	+63.4%
- Non-controlling interests	7.1	4.7	
NET PROFIT	**15.3**	**18.1**	
BASIC EARNINGS PER SHARE (in euros)	0.10	0.12	--
DILUTED EARNINGS PER SHARE (in euros)	0.10	0.12	
BREAKDOWN OF COMPREHENSIVE INCOME (in millions of euros)	**from 1 July 2018 to 30 June 2019**	**from 1 July 2019 to 30 June 2020**	
- Comprehensive income – Group share	(40.3)	8.1	
- Non-controlling interests	7.1	4.7	
COMPREHENSIVE INCOME	**(33.2)**	**12.8**	

(1) Reported revenue is restated according to the specific rules set out in sections 2.2.1 and 2.2.2 for the purpose of calculating changes in revenue at constant scope of consolidation and exchange rates.

Table 2 – Group consolidated balance sheet

Assets	30-06-2019	30-06-2020
	(in millions of euros)	
Goodwill & Other intangible assets	1,938.3	1,981.0
Property, plant and equipment	1,107.1	894.9
Right of use	---	2,106.8
Investments in associates & Other non-current financial assets	87.7	89.2
Deferred tax assets	146.3	91.4
NON-CURRENT ASSETS	**3,279.4**	**5,163.3**
Inventories	98.9	108.5
Trade and other operating receivables	361.0	312.9
Other current assets	231.9	569.3
Current tax assets	11.8	12.3
Current financial assets	9.7	10.0
Cash and cash equivalents	368.5	538.2
Assets held for sale	--	--
CURRENT ASSETS	**1,081.8**	**1,551.2**
TOTAL ASSETS	**4,361.2**	**6,714.5**

Liabilities	30-06-2019	30-06-2020
	(in millions of euros)	
Share capital	82.7	82.7
Share premium & consolidated reserves	904.8	916.4
Net profit – Group share	8.2	13.4
Equity – Group share	**995.7**	**1,012.5**
Non-controlling interests	42.8	24.7
TOTAL EQUITY	**1,038.5**	**1,037.2**
Borrowings and financial debt	1,955.3	1,730.5
Non-current lease liability (IFRS16)	---	1,973.8
Provisions for retirement and other employee benefits	132.9	136.9
Non-current provisions	128.3	171.1
Other non-current liabilities	32.4	33.0
Deferred tax liabilities	112.6	29.7
NON-CURRENT LIABILITIES	**2,361.5**	**4,075.0**
Current provisions	36.5	43.6
Suppliers	266.2	342.2
Other current liabilities & current tax liabilities	589.1	1,002.2
Current financial debt	69.4	24.8
Current lease liability (IFRS16)		189.7
Bank overdrafts	---	---
Liabilities related to assets held for sale	---	---
CURRENT LIABILITIES	**961.2**	**1 602.3**
TOTAL LIABILITIES	**4,361.2**	**6,714.5**

Net financial debt	from 1 July 2018 to 30 June 2019	from 1 July 2019 to 30 June 2020
Non-current financial liabilities	1,955.3	1,730.5
Non-current lease liability		1 973.8
Current lease liability		189.7
Current financial liabilities	69.4	24.8
(Cash)	(368.5)	(538.2)
Other financial assets & liabilities	(14.5)	(8.1)
Net financial debt	**1,641.7**	**3,372.5**

Table 3 - Condensed consolidated statements of Group cash flows

	from 1 July 2018 to 30 June 2019	from 1 July 2019 to 30 June 2020
Gross operating surplus	330.8	546.8
Cash flow from operations before cost of net financial debt and tax	267.1	465.7
NET CASH FLOWS FROM OPERATING ACTIVITIES	213.6	729.6
NET CASH FLOWS FROM INVESTING ACTIVITIES	(915.4)	(186.2)
NET CASH FLOWS FROM FINANCING ACTIVITIES	763.2	(377.2)
CHANGE IN NET CASH POSITION	61.4	166.2
Opening cash balance	308.0	368.5
Closing cash balance	368.5	538.3

❖

2.2 REVIEW OF THE FINANCIAL POSITION AND RESULTS

2.2.1 REMARKS ON THE GROUP'S RESULTS AND FINANCIAL POSITION

The following remarks and analysis relating to the Group's financial position should be read in conjunction with this Universal Registration Document as a whole, and in particular with the Group's consolidated financial statements for the periods ended 30 June 2019 and 30 June 2020.

The alternative performance indicators are as follows:

Alternative performance indicators	Definition	Justification of use
Organic growth	This refers to growth measured at a constant scope of consolidation.	Used to evaluate the attractiveness of the model and to measure the development of operations related to the acquisition of new patients at a constant scope of consolidation.
External growth	This refers to growth that is not organic.	Measures the impact of acquisitions that have changed the Group's scope of consolidation.
Constant scope of consolidation	Incoming entities are restated 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 months in the month of the acquisition. Outgoing entities are restated as follows: - For entities removed from 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 in which the entity leaves the scope of consolidation. - For entities removed from the scope of consolidation in the previous year, the contribution of the outgoing entity must be deducted for the full previous period.	Enables a comparison of the financial statements from one period with those of another and allows for measurement of the company's economic and financial performance without the acquisition of other companies or the disposal of operations having an effect.
Current operating profit	Operating profit before other non-current income or expenses, consisting of restructuring costs (expenses and provisions), capital gains or losses from disposal, significant and non-recurring depreciation or amortisation of non-current assets (tangible or intangible), and other operating expenses and income, such as provisions relating to major litigation.	Measures the recurring profit of the Group excluding non-current items of significant value or items that do not reflect the operating performance of the Group.
Gross operating surplus	Current operating profit before depreciation and amortisation (expenses and provisions in the income statement are grouped according to their nature).	Reflects the pure performance and profitability of the Group's operations, independently of its system of amortisation and depreciation, of its financing and of non-recurring events.

Alternative performance indicators	Definition	Justification of use
Net financial debt	Net financial debt consists of gross financial debt, less financial assets. Gross financial debt consists of: - bank loans, including incurred interest; - loans relating to finance leases including incurred interest; - lease liabilities arising from the application of IFRS 16; - the fair value of 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 debt.	This credit or debit position of the Group relative to third parties outside the operating cycle is used for several financial ratios, including for calculating the leverage effect.
Gross financial indebtedness	Gross financial indebtedness consists of gross financial debts. Gross financial debts consist of: - bank loans, including incurred interest; - loans relating to finance leases including incurred interest; - lease liabilities arising from the application of IFRS 16; - the fair value of hedging instruments recognised in the balance sheet net of tax; - current financial debt in relation to current financial accounts with minority investors; - bank overdrafts.	Evaluates the sum of financing commitments made by the Group.
Net cash	Net cash consists of: - cash and cash equivalents; - bank overdrafts.	Enables the identification of financial resources that can be deployed at short notice by the Group.

A General overview

Ramsay Générale de Santé and all its subsidiaries are the second largest private player in medical treatment and healthcare services in Europe.

Ramsay Santé operates within the framework of the entire healthcare chain: primary medicine, medicine-surgery-obstetrics (MSO), oncology, medical imaging, post-acute care and rehabilitation, home care, mental healthcare and addictology (see section 1.2.5: Description of activities), representing 99.3% of consolidated revenue at 30 June 2020 (excluding Capio).

With almost 8,000 practitioners across a wide range of specialist fields operating at its facilities, Ramsay Santé caters for all fields of hospitalisation and has a network providing a comprehensive healthcare service on a local and national basis.

During the 2020 financial year, the number of admissions to the Ramsay Santé Group's facilities amounted to just over 2,307,500. Of these, 1,906,100 were in surgery, medicine or obstetrics, 168,100 in mental health, and 233,300 in post-acute care and rehabilitation.

Over the same period, emergency services recorded 800,000 visits in the countries in which we operate. About 143,000 chemotherapy sessions and nearly 538,000 dialysis sessions were provided.

In total, seven million patients were thus cared for by the Group's professionals, with the latter carrying out twenty million consultations.

The Group's consolidated revenue for the period ended 30 June 2020 was EUR 3,746.2 million, compared to EUR 3,401.1 million for the period 1 July 2018 to 30 June 2019. This increase in revenue is almost entirely explained by the consolidation of the Capio Group as from 7 November 2018. Capio has contributed EUR 557.8 million to Group consolidated revenue.

B Business revenue and operating results

(i) Revenue

In private healthcare facilities in **France**, healthcare professionals work on an independent basis. In the Medicine/Surgery/Obstetrics sector (MSO), doctors provide an intellectual service of a medical nature and invoice the fees, under their name or that of their professional practice, corresponding to the acts they performed as part of this intellectual service for the benefit of patients during their hospitalisation. For their part, in return for providing staff, technical platforms, medicines and medical devices, healthcare facilities invoice the health insurance company a fixed amount (fee) based on fee structures. In the context of per-service pricing (T2A), the DRG payment is the rate paid to the Diagnosis Related Group (DRG). The vast majority of DRG are grouped under a single rate, but in some cases, a DRG may have two or more rates (depending – for the same treatment and the same DRG – on different levels of equipment used, for example)[14].

Conventional fees are paid by the social security scheme and any overruns are covered by the supplementary insurance fund or, failing that, by the patients themselves.

In accordance with Articles R.161-40 et seq. of the Social Security Code, this invoicing is carried out on a Group invoicing form (S3404 form) which summarises all the pricing services (DRG payments) of the facilities and those of the doctors. This form is kept, filled out and sent to social organisations by the administrative services of private healthcare facilities.

Legally, the facilities do not intervene in their own name with regard to the invoicing of the fees of private health professionals, which are paid directly by the health insurance organisations into a "practitioner agent" account. This account, placed under the responsibility of a designated practitioner, is separate from the account of the facilities, to which the only DRG payments due to them in consideration for inpatient care services are paid.

In addition, the healthcare facilities charge the self-employed health professionals working there a fee to cover the costs of providing various services, including the invoicing of fees by the facilities' staff.

Group revenue in 2018-2019 and 2019-2020 also included sums for chemotherapy drugs rebilled to social security amounting to EUR 70.1 million at 30 June 2019 and EUR 82.4 million at 30 June 2020.

The services provided in **Sweden** are mainly financed by public expenditure, with most of the remainder paid by the patient consisting of medicines. Supplementary health insurance is still very rare. Healthcare facilities in Sweden are paid according to their profile: on a fee-for-service, global endowment or capitation basis.

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

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

The Capio Group's revenues in Scandinavia fall into two categories: fees, where the rate is set according to the treatment provided; flat fee, where an amount is set for each patient affiliated to a primary care centre, irrespective of the treatment requested and provided.

[14] Source : Ministère des solidarités et de la santé.

For healthcare activities, the table below shows the respective share of healthcare payments, related services and amounts paid by practitioners contributing to Ramsay Santé's revenue for the last two financial years ended 30 June 2019 and 30 June 2020:

Year ended	30 June 2019	30 June 2020
Activity	(as a % of revenue)	
Payment of healthcare (medicine and surgery)	88.9%	90.4%
Ancillary services (accommodation, television)	5.3%	4.6%
Sums paid by practitioners and others	5.8%	5.0%

The table below shows the breakdown of the Group's revenue for the last two financial years by country:

Revenue (in millions of euros)	from 1 July 2018 to 30 June 2019	%	from 1 July 2019 to 30 June 2020	%
France	2,658.3	78.2%	2,646.4	70.7%
Sweden	552.4	16.2%	851.6	22.7%
Norway	52.1	1.5%	76.8	2.0%
Denmark..	33.9	1.0%	45.2	1.2%
Germany..	80.1	2.4%	108.1	2.9%
Italy..	24.3	0.7%	18.1	0.5%
TOTAL	**3,401.1**	**100.0%**	**3,746.2**	**100.0%**

(ii) Costs and charges

The table below shows the breakdown of costs and expenses incurred by the Group for the last two financial years, as well as the percentage of Group revenue this represents:

Year ended	30 June 2019		30 June 2020	
	(in millions of euros)	% of revenue	(in millions of euros)	% of revenue
Staff costs and employee profit-sharing	(1,647.9)	(48.5)	(1,991.1)	(53.2)
Purchases used	(644.7)	(19.0)	(731.6)	(19.5)
Other operating expenses	(408.6)	(12.0)	(273.2)	(7.3)
Taxes and duties	(109.0)	(3.2)	(114.1)	(3.0)
Rents	(260.1)	(7.6)	(89.4)	(2.4)
TOTAL	**(3,070.3)**	**(90.3)**	**(3,199.4)**	**(85.4)**

The main operating costs are as follows:

○ staff costs, including wages and salaries, social security contributions and other staff outlays, including incentives and profit-sharing. These costs depend mainly on the number of employees and the level of salaries. At 31 December 2018 the tax credit for encouraging competitiveness and employment ("CICE" - created by Article 66 of the third Rectifying the Finance Act for 2012) was presented as a reduction in staff costs. This was transformed into a reduction in employers' contributions as of 1 January 2019 (Finance Act for 2018). The ratio of staff costs as a percentage of revenue has increased over the last two years (48.5% at 30 June 2019 and 53.2% at 30 June 2020).

○ purchases consumed include the costs of chemotherapy drugs, the sale of which (at purchase price) is recognised as revenue. The cost of purchases used as a percentage of revenue rose slightly to 19.0% at 30 June 2019, compared to 19.5% at 30 June 2020.

○ other operating expenses mainly consist of subcontracted cleaning and catering costs. Expressed as a percentage of revenue, these expenses decreased slightly over the period (12.0% at 30 June 2019 and 7.3% at 30 June 2020).

○ taxes and duties mainly consist of the "CFE" real estate contribution, local taxes and tax on wages. Pursuant to IAS 12, the Company Value-Added Contribution ("CVAE") that qualifies as a tax meets the definition of income tax. The impact on the financial statements at 30 June 2020 was a reclassification of EUR 28.4 million to "Income tax". "Taxes and duties" expressed as a percentage of revenue were 3.2% at 30 June 2019, compared to 3.0% at 30 June 2020.

o rents mainly include those paid in respect of low-value contracts or contracts of less than one year and all taxes relating to rental contracts. These expenses decreased as a percentage of revenue, from 7.6% at 30 June 2019 to 2.4% at 30 June 2020. This decrease is related to the implementation of IFRS16, whose impact represents EUR 206.5 million.

(iii) Gross operating surplus and current operating profit

The table below shows the breakdown of the Group's gross operating surplus and current operating profit for the last two financial years. Gross operating surplus corresponds to earnings before depreciation/amortisation. Pursuant to IAS 1, charges and provisions on the income statement are grouped according to their nature.

Year ended	30 June 2019		30 June 2020	
	(in millions of euros)	% of revenue	(in millions of euros)	% of revenue
Gross Operating Surplus	330.8	9.7	546.8	14.6
Depreciation/amortisation	(173.9)	(5.1)	(362.1)	(9.7)
Current operating profit	156.9	4.6	184.7	4.9

Given their significant portion of the Group's revenue, clinical care activities have been the main contributor to the Group's Gross Operating Surplus over the last two financial years.

(iv) Cost of net debt and other non-current income and expenses

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

Year ended	30 June 2019		30 June 2020	
	(in millions of euros)	% of revenue	(in millions of euros)	% of revenue
Interest expense paid	(66.9)	(1.97%)	(58.6)	(1.6%)
Financial interest related to IFRS16 lease debt			(71.6)	(1.91%)
Other non-current income and expenses	(38.1)	(1.1%)	(8.5)	(0.2%)
Of which:				
- restructuring	(44.9)	--	(8.3)	--
- gains/losses gains on property sales	--	--	--	--
- gains/losses on disposals of companies	6.8	--	(0.2)	--
Impairment losses	---	--	--	--

The cost of net financial debt includes the cost of gross financial debt less financial assets.

Other non-current income and expenses include restructuring costs (charges and provisions) amounting to EUR (8.3) million, and capital gains on the disposal of companies amounting to EUR 0.2 million.

(v) Operating results

The table below shows the net profit attributable to the Ramsay Santé Group over the last two financial years:

Year ended	30 June 2019		30 June 2020	
	(in millions of euros)	% of revenue	(in millions of euros)	% of revenue
Net profit – Group share	8.2	0.2%	13.4	0.3%

C Market trends and other factors affecting results

(i) General overview

Ramsay Santé conducts its business in a regulated environment in which the prospects of organic growth of its revenue, its margin and profits depend to a large extent on trends in healthcare prices set by the authorities. In France, the Group therefore strictly applies, in particular to all business activities covered by Article L.162-22-6 of the Social Security Code, the tariffs set by the Ministries of Health and Budget and published in the Official Journal each year for application in the current year.

In this context, Ramsay Santé relies first and foremost on the quality and range of its services and on the reputation of its medical teams and its equipment to attract new patients and increase the volume of the healthcare it provides. Ramsay Santé also enlarges its range of services by developing dynamic market segments such as post-operative care and rehabilitation. The Group also makes acquisitions it considers strategic in order to have a presence in all segments of healthcare and in the geographical areas where it has chosen to be a key player.

To this end, on 4 July 2017, the Group acquired the Hôpital Privé de l'Est Lyonnais, which completed its presence in the Lyon area. More recently, in July 2018, Ramsay Santé took control of Clinique La Parisière, which consolidated its presence in the Drôme Ardéche area.

In addition, on 8 November 2018, following the end of the acceptance period for its public takeover bid for Capio shares, Ramsay 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.

In addition to its external growth, Ramsay Santé has continuously pursued its internal efforts to improve its operating margins. This effort has focused on (i) boosting its healthcare services by investment in capacity (to deploy new administrative permits and/or changes to the capacities of its facilities in terms of permits, operating theatres or heavy-duty equipment) in order to achieve economies of scale; (ii) boosting its use of operating theatres and heavy-duty equipment; (iii) controlling the costs of non-healthcare services; and (iv) constantly reducing the duration of patients' stays in favour of outpatient facilities, with the same high levels of quality.

At 30 June 2019, the reported Gross Operating Surplus was EUR 330.8 million for the full 12-month period.

At 30 June 2020, the Gross Operating Surplus reported in accordance with IFRS16 was EUR 546.8 million for the full 12-month period.

(ii) Price indexing and changes to margins

Group profits depend mainly on the following three factors:

- greater volumes of healthcare services;
- higher rates charged for healthcare services; and
- reducing the costs incurred by the Group to provide its services.

The rates applied by Ramsay Santé are generally set by the public authorities, which determine in particular the portion of the cost of treatment covered by social security in France, on the basis of the budget constraints of health insurers and, to a lesser extent, the market conditions.

In France:

- At 1 March 2019, the overall funding for MSO facilities, including fees, funding for quality and lump-sum payments for certain chronic pathologies, increased by 0.5%.
- At 1 March 2020, this amount was increased by 0.6%, including the quality improvement financial incentives (IFAQ), the amount of which was doubled in 2020 to EUR 400 million.

In the Nordic countries, pricing is set or regulated by national or regional regulatory authorities (counties). Thus, the tariffs are regulated by the public authorities for all the care provided by the Group in the context of its activities. Depending on the sector, a capitation system (reassessed each year), a global staffing system, or a tendering system applies. For activities in the latter category, indexation clauses are provided for in the contracts, mirroring the salary increases for care staff.

Consequently, in general, the Group's margins and profits are affected by decisions taken by the authorities concerning health expenditure and their desire to control these costs. Faced with these constraints, the Group can only improve its results and operating margins by increasing the volume of its healthcare services and/or by constant efforts to reduce its operating costs.

(iii) Acquisitions and disposals

(a) Acquisitions

Ramsay Santé seeks to acquire hospital facilities and other assets when it considers these can contribute synergies to its healthcare network, or if they are of high quality and entail investment expenditure similar to the outlay of the Group.

On 30 December 2019, the Group finalised the acquisition of SCI Saint Victor Immobilier.

On 2 January 2020, the Group also acquired two entities (Volvat Øye Holding AS and Argus Syn AS) via Capio Nordics for EUR 8.5 million.

The cost of this acquisition (effect of shares + net financial debt) of these two operations amounted to EUR 23.7 million at 30 June 2020.

(b) Disposals

During the financial year ended 30 June 2020, the Group sold the business of the Rosemond clinic.

The table below shows the revenue and Gross Operating Surplus of the divested entities:

	Revenue (in millions of euros)		Gross Operating Surplus (in millions of euros)		
	Last complete year	**Year of disposal (at date of sale)**	**Last complete year**	**Year of disposal (at date of sale)**	**Income from disposals***
2019	--	26.4	---	4.9	92.1
2020	0.7	0.0	(0.8)	0.0	1.1

* Including effect on debt.

(iv) Indebtedness

At 30 June 2020, the Group's net financial debt amounted to EUR 3,372.5 million, including EUR 2,163.5 million in IFRS 16 liabilities, and EUR 330 million in repayable cash advances paid to the Group through mandatory plans. This debt amounted to EUR 1,641.7 million at 30 June 2019.

At 30 June 2020, the net cost of borrowing amounted to EUR 130.2 million (including EUR 71.6 million of financial interest related to IFRS16 lease liabilities) compared to EUR 66.9 million at 30 June 2019.

(v) Seasonal volatility

The Group's revenue and profit are slightly affected by seasonality in terms of the number of services provided during the year. The Group has noted in the past that patients do not generally seek non-urgent care during the holiday periods in August and December. The Group's revenue is therefore lower in these two months. Conversely, the volume of hospital services (and therefore Group revenue and net profit) is particularly high in September and January (when students go back to school).

(vi) Cost of personnel/payroll

Staff costs expressed as a percentage of revenue rose from 48.5% at 30 June 2019 to 53.2% at 30 June 2020.

At 30 June 2019, the CICE tax credit continued to be deducted from staff costs. Staff costs expressed as a percentage of revenue stood at 48.5% in 2019. Excluding the impact of the CICE tax credit, the ratio stood at 48.8% of revenue.

No competitiveness and employment tax credit (CICE) was recorded in the accounts at 30 June 2020. As of 1 January 2019, the tax credit for competitiveness and employment (CICE) was transformed into a reduction in employers' contributions (Finance Act for 2018). Staff costs expressed as a percentage of revenue stood at 53.2% at 30 June 2020.

D Main accounting items, methods and estimates

Refer to (see Part 2 – Sect. 2.3 – Para. 2.3.2 – B-2) **Notes to the Group's consolidated financial statements for the year ended 30 June 2020**

2.2.2 COMPARISON OF THE PERIODS ENDED 30 JUNE 2020 AND 30 JUNE 2019

(i) Revenue

The table below shows the Group's consolidated revenue for the periods ended 30 June 2019 and 30 June 2020.

(in millions of euros)	From 01/07/2018 to 30/06/2019	From 01/07/2019 to 30/06/2020	Change 2019/2020
Published revenue	3,401.1	3,746.2	10.1%
Of which revenue at constant scope of consolidation and exchange rates[(1)]	3,374.7	3,166.0	(6.2%)
Changes in the scope of consolidation	26.4	580.2	

(1) See section 2.2.1.

The Group’s consolidated revenue for the period ending 30 June 2020 was EUR 3,746.2 million, compared to EUR 3,401.1 million for the period 1 July 2018 to 30 June 2019.

On a like-for-like basis, the Group's revenue increased by 6.2% 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. Capio has contributed EUR 557.8 million to Group consolidated revenue.

	Revenue (in millions of euros)		Change 2019/2020	Contribution to total revenue	
	From 01/07/2018 to 30/06/2019	From 01/07/2019 to 30/06/2020		30 June 2019	30 June 2020
France	2,658.3	2,646.4	-0.4%	78.2%	70.7%
Sweden	552.4	851.6	+54.2%	16.2%	22.7%
Norway	52.1	76.82	+47.3%	1.5%	2.0%
Denmark...	33.9	45.2	+33.3%	1.0%	1.2%
Germany...	80.1	108.1	+34.9%	2.4%	2.9%
Italy...	24.3	18.1	-25.5%	0.7%	0.5%
TOTAL	**3,401.1**	**3,746.2**	+10.1%	**100.0%**	**100.0%**

(ii) Staff costs and employee profit-sharing

Staff costs and employee profit-sharing stood at EUR 1,991.1 million at 30 June 2020 (accounting for 53.2% of revenue), compared to EUR 1,647.9 million at 30 June 2019 (48.5% of revenue).

(iii) Purchases used

Purchases consumed were EUR 731.6 million at 30 June 2020 (accounting for 19.5% of revenue), compared to EUR 644.7 million at 30 June 2019 (19.0% of revenue).

(iv) Other operating expenses

Other operating expenses were EUR 273.2 million at 30 June 2020 (accounting for 7.3% of revenue), compared to EUR 408.6 million at 30 June 2019 (12.0% of revenue).

(v) Taxes and duties

Taxes and duties amounted to EUR 114.1 million at 30 June 2020 (accounting for 3.0% of revenue), compared to EUR 109.0 million at 30 June 2019 (3.2% of revenue), up by 4.7%.

(vi) Rents

Rents stood at EUR 89.4 million at 30 June 2020 (accounting for 2.4% of revenue), compared to EUR 260.1 million at 30 June 2019 (7.6% of revenue), down by 65.6%. At 30 June 2020, the application of IFRS 16 resulted in a decrease in rental income of EUR 206.5 million.

(vii) Gross operating surplus

Gross operating surplus was EUR 546.8 million at 30 June 2020, compared to EUR 330.8 million at 30 June 2019, up by 65.3%. The first-time adoption of IFRS 16 resulted in an improvement in gross operating surplus of EUR 203.5 million.

The reported gross operating surplus/revenue margin stood at 14.6% at 30 June 2020.

Gross operating surplus is broken down between the various areas of Group business as follows at 30 June 2019 and 30 June 2020 (excluding CAPIO):

	from 01/07/2018 to 30/06/2019 IAS17		from 01/07/2019 to 30/06/2020 IFRS16	
	GROSS OPERATING SURPLUS EXCLUDING CAPIO (in millions of euros)	GROSS OPERATING SURPLUS EXCLUDING CAPIO (in % of revenue)	Gross operating surplus (in millions of euros)	Gross operating surplus (in % of revenue)
Hospital services and healthcare	321.4	14.0%	621.0	16.6%
Head office	(55.8)	(2.4%)	(74.2)	(2.0%)
TOTAL	**265.6**	**11.6%**	**546.8**	**14.6%**

(viii) Current operating profit

Current operating profit was EUR 184.7 million at 30 June 2020, or 4.9% of revenue, compared to EUR 156.9 million at 30 June 2019.

Depreciation/amortisation stood at EUR 362.1 million at 30 June 2020 (including EUR 165.4 million related to the implementation of IFRS 16), or 9.7% of revenue. At 30 June 2019, depreciation/amortisation stood at EUR 173.9 million with a ratio of depreciation/amortisation to revenue of 5.1%

(ix) Other non-current income and expenses

(in millions of euros)	from 01/07/2018 to 30/06/2019	from 01/07/2019 to 30/06/2020
Restructuring expenses	(44.0)	(40.9)
Mermoz litigation	--	77.4
Changes in provisions	0.2	(45.3)
Impairment of property, plant and equipment...........	(0.8)	(0.0)
Other expenses/income..	(0.3)	0.5
Subtotal: Restructuring	**(44.9)**	**(8.3)**
Gains or losses on property sales...........................	--	--
Gains or losses on disposals	6.8	(0.2)
Impairment of goodwill..	--	--
TOTAL	**(38.1)**	**(8.5)**

At 30 June 2020, non-current income and expenses represented a net expense of EUR 8.5 million, primarily consisting of:

- The impact of restructuring costs, amounting to EUR (40.9) million.
- The impact of the Mermoz litigation amounting to EUR (77.4) million.
- The impact of changes in provisions amounting to EUR (45.3) million.
- The impact of capital losses on disposals for a net amount of EUR (0.2) million.

At 30 June 2019, non-current income and expenses represented a net expense of EUR (38.1) million, primarily consisting of:

- The impact of restructuring costs, amounting to EUR (44.0) million.
- The impact of changes in provisions and impairment, at EUR (0.6) million.
- The impact of capital gains/losses on disposals for a net amount of EUR 6.8 million.

(x) Cost of net financial debt

At 30 June 2020, the net cost of borrowing amounted to EUR 130.2 million (including EUR 71.6 million of financial interest related to IFRS16 lease liabilities) compared to EUR 66.9 million at 30 June 2019. The average interest rate on net financial debt was approximately 3.03%.

(xi) Income tax

Tax as at 30 June 2020 represented a net expense of EUR 27.1 million, compared to EUR 33.0 million at 30 June 2019.

It should be remembered that, pursuant to the provisions of IAS 12, the CVAE portion qualifying as tax is treated as income tax: the impact on the financial statements at 30 June 2020 was a reclassification of EUR 28.4 million from Taxes and duties to Income Tax.

(xii) Net profit – Group share

After deduction of non-controlling interests of EUR 4.7 million, net profit attributable to the Group was EUR 13.4 million at 30 June 2020, compared to EUR 8.2 million at 30 June 2019.

2.2.3 LIQUIDITY AND CAPITAL RESOURCES

A Cash

In 2020, the Group used cash mostly for:

- investment in tangible and intangible assets (EUR 168.7 million at 30 June 2020);
- financial investments (EUR 23.7 million at 30 June 2020);
- payment of dividends to non-controlling shareholders of consolidated companies (EUR 6.9 million at 30 June 2020);
- net interest on borrowings (EUR 130.2 million at 30 June 2020) including 71.6 million in financial interest related to IFRS 16 lease debt;
- repayment on borrowings (EUR 240.3 million at 30 June 2020) including EUR 178.7 million related to IFRS 16 lease liabilities.

The main sources of cash were as follows:

- net cash flow generated by business operations (EUR 729.6 million);
- tangible and intangible divestments (EUR 4.6 million).

At 30 June 2020 the Group had a positive cash position of EUR 538.3 million. At the same date, the working capital requirement related to operations was EUR (322.1) million. This is due to the fact that, in the hospital sector, customer receivables are recovered from social security bodies and private health insurance bodies. Social security repayments are received faster than the Group's payments to suppliers, therefore payables generally exceed customer receivables. Non-recoverable debts, moreover, only account for a negligible portion of income.

At 30 June 2020 the Group had invested EUR 197.1 million in fixed assets (industrial investment: purchase of property and equipment), of which EUR 168.7 million was disbursed and including EUR 28.4 million of industrial investments financed by leasing

At 30 June 2020, financial investments amounted to EUR 23.7 million.

The total amount (cash & financial lease) of industrial and financial investment was therefore EUR 220.8 million at 30 June 2020.

The table below shows the breakdown of expenditure for each type of investment:

Investment - cash/financial lease	**30 June 2019**		**30 June 2020**	
	(in millions of euros)	**% of revenue**	**(in millions of euros)**	**% of revenue**
Investment - maintenance/renewal	106.4	3.1%	101.3	2.7%
Investment - restructuring	20.6	0.6%	15.7	0.4%
Grouping/creation/conversion	35.0	1.0%	45.5	1.2%
TOTAL INDUSTRIAL INVESTMENTS excluding capacity	**162.0**	**4.8%**	**162.5**	**4.3%**
Investment - capacity/innovation	57.1	1.7%	34.6	0.9%
TOTAL NET INDUSTRIAL INVESTMENTS	**219.1**	**6.4%**	**197.1**	**5.2%**
TOTAL FINANCIAL INVESTMENTS	**824.3**		**23.7**	
TOTAL INVESTMENTS	**1 043.4**		**220.8**	

B **Financing**

The tables below show the Group's cash flows and net financial debt between 2019 and 2020:

(in millions of euros)	Actual June 2019 Aggregate	Actual June 2020 Aggregate
Gross Operating Surplus	330.8	546.8
Change in working capital requirement	(25.5)	303.8
Net interest paid	(58.9)	(58.6)
Financial interest related to IFRS 16 lease debt		(71.6)
Income tax paid	(28.0)	(39.9)
Non-recurring and others	(63.7)	(81.1)
Net industrial investment *(including new capacity)*	(178.0)	(168.7)
AVAILABLE CASH FLOW (excluding property sales) (1)	**(23.3)**	**430.7**
Property sales	21.3	4.6
Loan issue costs	(11.4)	0.0
Financial investment	(824.3)	(23.7)
Disposals of financial assets	65.2	1.1
Share capital increase	557.8	0.0
Dividends paid out or received	(6.4)	(6.4)
CASH FLOW (before financing operations)	**(221.1)**	**406.3**

(1) Net flow generated by business operations after payment of interest on borrowings, after net industrial investment (including capitalisations of financial leases) and excluding the effect of property sales.

(in millions of euros)	Actual June 2019 Aggregate	Actual June 2020 Aggregate
NET DEBT AT BEGINNING OF PERIOD	**927.1**	**1,641.7**
Cash flow (before financing operations)	221.1	(406.3)
Capitalised finance leases	41.1	--
Capitalised loan issue costs (old)	0.0	0.0
Capitalised loan issue costs (new)	(6.6)	5.4
Goods held for sale	0.0	0.0
Fair value of hedging instruments	11.2	0.5
Changes in the scope of consolidation and other	447.8	0.9
IFRS 16 lease debt		2,130.3
NET DEBT AT END OF PERIOD	**1,641.7**	**3,372.5**

The Group's net financial debt was EUR 3,372.5 million at 30 June 2020. At 30 June 2020, the average interest rate on net financial debt was approximately 3.03%.

The table below shows an analysis of the structure of the Group's net financial debt at 30 June 2019 and 30 June 2020

(in millions of euros)	Note	30-06-2019	30-06-2020		
		TOTAL	Non-current	Current	TOTAL
Senior debt		1,599.8	1,550.0	9.6	1,559.8
CAPEX debt		40.0	40.0	--	40.0
TRFA – Total senior debt		**1,639.8**	**1,590.0**	**9.6**	**1,599.8**
Subordinated bonds		--	--	--	--
Other loans		191.0	152.3	16.8	169.1
Loans under finance leases		214.2	--	--	--
- Of which: - finance leases on property		*115.1*	--	--	--
- finance leases on property assets		*99.1*	--	--	--
Non-current lease liability		--	1,973.8	--	1,973.8
Current lease liability		--	--	189.7	189.7
New debt issue costs		(22.1)	(11.9)	(4.8)	(16.7)
Financial liabilities related to assets held for sale		--	--	--	--
Long-term financial debt		**2,022.9**	**3,704.2**	**211.3**	**3,915.5**
Financial liabilities related to assets held for sale		--	--	--	--
Current account financial liabilities		1.8	--	3.2	3.2
Bank overdrafts		--	--	--	--
GROSS FINANCIAL DEBT (I)		**2,024.7**	**3,704.2**	**214.5**	**3,918.7**
Fair value of hedging instruments		16.4	16.9	--	16.9
Fair value of hedging instruments (II)		**16.4**	**16.9**	**--**	**16.9** (1)
Current account financial assets		(2.8)	--	(3.1)	(3.1)
Cash		(368.5)	--	(538.2)	(538.2)
Other financial assets		(27.8)	(14.6)	(6.9)	(21.5)
Ramsay Générale de Santé treasury shares (marketable securities)		(0.3)	(0.3)	--	(0.3)
FINANCIAL ASSETS (III)		**(399.4)**	**(14.9)**	**(548.2)**	**(563.1)**
NET FINANCIAL DEBT (I) + (II) + (III)	SCF	**1,641.7**	**3,706.2**	**(333.7)**	**3,372.5**
CLOSING BALANCE SHEET:					
Borrowings and financial debt (a)		1,955.3	--	--	1,730.5
Non-current lease liability (b)		--	--	--	1,973.8
Current financial debt (c)		69.4	--	--	24.8
Current lease liability (d)		--	--	--	189.7
Bank overdrafts (e)		--	--	--	--
Liabilities associated with non-current assets classified as held for sale		--	--	--	--
- Of which: financial liabilities related to non-current assets held for sale (f)		--	--	--	--
GROSS FINANCIAL DEBT A = (a) + (b) + (c) + (d) + (e) + (f)		**2,024.7**	**--**	**--**	**3,918.7**
Other non-current liabilities (g)		22.1	--	--	22.8
Deferred taxes (h)		(5.7)	--	--	(5.9)
Other net non-current liabilities (fair value of financial instruments) B = (g) + (h)		16.4	--	--	16.9
Other non-current assets (fair value of financial instruments) (i)		--	--	--	--
FINANCIAL INSTRUMENTS C = (B) – (i)		**16.4**	**--**	**--**	**16.9**
Current financial assets (j)		(9.7)	--	--	(10.0)
Non-current financial assets (k)		(20.9)	--	--	(14.6)
Cash (l)		(368.5)	--	--	(538.2)
Assets associated with non-current assets classified as held for sale (m)		--	--	--	--
Ramsay Générale de Santé treasury shares (marketable securities) (n)		(0.3)	--	--	(0.3)
FINANCIAL ASSETS D = (j) + (k) + (l) + (m) + (n)		**(399.4)**	**--**	**--**	**(563.1)**
NET FINANCIAL DEBT (A + C + D)	SCF	**1,641.7**	**--**	**--**	**3,372.5**

(1) Fair value of the hedging instruments (EUR +22.8 million less tax impact of EUR 5.9 million)

The change in the Group's financial debt between 30 June 2019 and 30 June 2020 is described in paragraph 6.9.1 “Explanatory data on changes in net debt” in Part 2 – Sect. 2.3 – Para. 2.3.2 – B “Notes to the Group's consolidated financial statements for the year ended 30 June 2020”.

Some Group companies concluded cash management agreements (see Part 6 – section 6.3.3 – B).

Financing contract (see Part 2 - Sect. 2.3 – Para. 2.3.1 – A).

Statement of debt authorisation

The detail of the amounts drawn down on the credit facilities is as follows:

Senior debt	Original lines of credit	Duration (Year)	Maturity	30 June 2020		
				Amount drawn down	Amount not drawn down	Early repayment
Term B1A facility	500.0	8	03/10/2022	400.0	0.0	100.00
Term B1B facility	160.0	8	03/10/2022	160.0	0.0	0.0
Term B2 facility	240.0	8	03/10/2022	240.0	0.0	0.0
Revolving Credit facility	100.0	8	03/10/2022	0.0	100.0	0.0
Acquisition / capex facility 1(1)	75.0	8	03/10/2022	40.0	35.0	0.0
Term B3A facility	265.6	6	22/10/2024	265.6	0.0	0.0
Term B3B facility	484.4	6	22/10/2024	484.4	0.0	0.0
TOTAL	**1,825.0**			**1,590.0**	**100.0**	**100.00**

(1) provided a certain level of financial leverage is not exceeded, the company may request that each of its creditors provide an additional line of capex credit.

C Company commitments

Schedule of financial debt

See paragraphs 6.8.4 “Borrowing in connection with financial leases” and 6.12.2 “Liquidity risk” of Part 2 – Section 2.3 – Para. 2.3.2 – B “**Notes to the Group's consolidated financial statements for the year ended 30 June 2020**”.

Off-balance sheet commitments

See para. 6.14 "Off-balance sheet commitments" of Part 2 – Sect. 2.3 – Para. 2.3.2 – B “**Notes to the Group's consolidated financial statements for the year ended 30 June 2020**”.

Financial instruments

See para. 6.12.1 "Off-balance sheet commitments" of Part 2 – Sect. 2.3 – Para. 2.3.2 – B “**Notes to the Group's consolidated financial statements for the year ended 30 June 2020**”.

❖

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 activity reports for the periods ended 30 June 2019 and 30 June 2020 are available on the Company website (http://www.ramsaygds.fr) and the AMF website (http://www.amf-france.org).

2.3.2 GROUP CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2020

CONTENTS PAGE

A Statement of comprehensive income, consolidated balance sheet, consolidated statement of changes in equity and consolidated statement of cash flows for the year ended 30 June 2020

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME			
(in millions of euros)	**Note**	**from 1 July 2018 to 30 June 2019**	**from 1 July 2019 to 30 June 2020**
REVENUE		**3,401.1**	**3,746.2**
Staff costs and employee profit-sharing	5.1.1	(1,647.9)	(1,991.1)
Purchases used		(644.7)	(731.6)
Other operating income and expenses	5.1.2	(408.6)	(273.2)
Taxes and duties		(109.0)	(114.1)
Rents	5.1.3	(260.1)	(89.4)
Gross operating surplus		**330.8**	**546.8**
Depreciation and amortisation		(173.9)	(362.1)
Current operating profit		**156.9**	**184.7**
Restructuring costs		(44.9)	(8.3)
Profit from the management of property and financial assets		6.8	(0.2)
Impairment losses on goodwill		--	--
Other non-current income and expenses	**5.1.4**	**(38.1)**	**(8.5)**
Operating profit		**118.8**	**176.2**
Cost of gross financial debt	5.2	(67.4)	(59.2)
Income from cash and cash equivalents	5.2	0.5	0.6
Financial interest related to lease liabilities (IFRS 16)	5.2	--	(71.6)
Cost of net financial debt	**5.2**	**(66.9)**	**(130.2)**
Other financial income		2.3	6.3
Other financial expenses		(5.9)	(7.1)
Other financial income and expenses	**5.3**	**(3.6)**	**(0.8)**
Income tax	5.4	(33.0)	(27.1)
Amount attributable to associates	6.5	--	--
CONSOLIDATED NET PROFIT		**15.3**	**18.1**
Income and expenses recognised directly in equity			
- Actuarial gains and losses on obligations for retirement bonuses		(55.2)	(5.8)
- Change in fair value of hedging instruments		(13.1)	(5.6)
- Translation differences		8.0	2.9
- Other		--	0.6
- Tax effect of income and expenses	5.4.6	11.8	2.6
Profit recognised directly in equity		**(48.5)**	**(5.3)**
COMPREHENSIVE INCOME		**(33.2)**	**12.8**

BREAKDOWN OF NET PROFIT (in millions of euros)	**from 1 July 2018 to 30 June 2019**	**from 1 July 2019 to 30 June 2020**
- Net profit – Group share	8.2	13.4
- Non-controlling interests	7.1	4.7
NET PROFIT	**15.3**	**18.1**
BASIC EARNINGS PER SHARE (in euros)	0.10	0.12
DILUTED EARNINGS PER SHARE (in euros)	0.10	0.12

BREAKDOWN OF COMPREHENSIVE INCOME (in millions of euros)	**from 1 July 2018 to 30 June 2019**	**from 1 July 2019 to 30 June 2020**
- Comprehensive income – Group share	(40.3)	8.1
- Non-controlling interests	7.1	4.7
COMPREHENSIVE INCOME	**(33.2)**	**12.8**

CONSOLIDATED BALANCE SHEET – ASSETS			
(in millions of euros)	Note	30-06-2019	30-06-2020
Goodwill	6.1	1,674.8	1,735.5
Other intangible assets	6.2	263.5	245.5
Property, plant and equipment	6.3	1,107.1	894.9
Right of use (IFRS16)	6.4	--	2,106.8
Investments in associates	6.5	0.3	0.3
Other non-current financial assets	6.6	87.4	88.9
Deferred tax assets	5.4.4	146.3	91.4
NON-CURRENT ASSETS		**3,279.4**	**5,163.3**
Inventories	6.11	98.9	108.5
Trade and other operating receivables	6.11	361.0	312.9
Other current assets	6.11	231.9	569.3
Tax assets	5.4.2	11.8	12.3
Current financial assets	6.9	9.7	10.0
Cash and cash equivalents	6.9	368.5	538.2
Assets held for sale	6.12	--	--
CURRENT ASSETS		**1,081.8**	**1,551.2**
TOTAL ASSETS		**4,361.2**	**6,714.5**

The “Note” column indicates the relevant note numbers and/or “IC", "BS", "E" and "SCF" where “IC" = consolidated income statement, "BS" = balance sheet, "E" = equity and "SCF" = statement of cash flows.

CONSOLIDATED BALANCE SHEET – LIABILITIES			
(in millions of euros)	**Note**	**30-06-2019**	**30-06-2020**
Share capital	6.7.1	82.7	82.7
Share premium		611.2	611.2
Consolidated reserves	6.7.2	293.6	305.2
Net profit – Group share	CR	8.2	13.4
Equity – Group share	CP	**995.7**	**1,012.5**
Non-controlling interests	CP	42.8	24.7
TOTAL EQUITY	CP	**1,038.5**	**1,037.2**
Borrowings and financial debt	6.9	1,955.3	1,730.5
Non-current lease liability (IFRS16)		--	1,973.8
Provisions for retirement and other employee benefits	6.10	132.9	136.9
Non-current provisions	6.10	128.3	171.1
Other non-current liabilities	6.6	32.4	33.0
Deferred tax liabilities	5.4.4	112.6	29.7
NON-CURRENT LIABILITIES		**2,361.5**	**4,075.0**
Current provisions	6.10	36.5	43.6
Suppliers	6.11	266.2	342.0
Other current liabilities	6.11	574.3	982.2
Tax liabilities	5.4.2	14.8	20.0
Current financial debt	6.9	69.4	24.8
Current lease liability (IFRS 16)		--	189.7
Bank overdrafts	6.9	--	--
Liabilities related to assets held for sale	6.12	--	--
CURRENT LIABILITIES		**961.2**	**1,602.3**
TOTAL LIABILITIES		**4,361.2**	**6,714.5**

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY									
(in millions of euros)	Note	CAPITAL	SHARE PREMIUM	RESERVES	PROFIT (LOSS) RECOGNISED DIRECTLY IN EQUITY	TOTAL COMPREHENSIVE INCOME FOR THE YEAR	EQUITY – GROUP SHARE	NON-CONTROLLING INTERESTS	EQUITY
Equity at 30 June 2018		**56.9**	**71.2**	**345.2**	**(10.4)**	**7.3**	**470.2**	**40.8**	**511.0**
Capital increase (including costs net of tax)	SCF	25.8	540.0	--	--	--	565.8	--	565.8
Treasury shares		--	--	--	--	--	--	--	--
Stock options and bonus shares		--	--	--	--	--	--	--	--
Profit for N-1 to be appropriated		--	--	7.3	--	(7.3)	--	--	--
Distribution of dividends	SCF	--	--	--	--	--	--	(6.8)	(6.8)
Changes in the scope of consolidation		--	--		--	--	--	1.7	1.7
Total comprehensive income for the year		--	--	--	(48.5)	8.2	(40.3)	7.1	(33.2)
Equity at 30 June 2019		**82.7**	**611.2**	**352.5**	**(58.9)**	**8.2**	**995.7**	**42.8**	**1,038.5**
Share capital increase (after deduction of issue costs net of tax)	SCF	--	--	--	--	--	--	--	--
Treasury shares		--	--	--	--	--	--	--	--
Stock options and bonus shares		--	--	--	--	--	--	--	--
Profit for N-1 to be appropriated		--	--	8.2	--	(8.2)	--	--	--
Distribution of dividends	SCF	--	--	--	--	--	--	(6.9)	(6.9)
Changes in the scope of consolidation		--	--	8.7	--	--	8.7	(15.9)	(7.2)
Total comprehensive income for the year		--	--	--	(5.3)	13.4	8.1	4.7	12.8
Equity at 30 June 2020		**82.7**	**611.2**	**369.4**	**(64.2)**	**13.4**	**1,012.5**	**24.7**	**1,037.2**

STATEMENT OF INCOME AND EXPENSES RECOGNISED DIRECTLY IN EQUITY					
(in millions of euros)	30-06-2018	Income and expenses from 1 July 2018 to 30 June 2019	30-06-2019	Income and expenses from 1 July 2019 to 30 June 2020	30-06-2020
Translation differences	**(0.3)**	8.0	**7.7**	2.9	**10.6**
Actuarial gains and losses on pension obligations	**(4.4)**	(43.9)	**(48.3)**	(4.6)	**(52.9)**
Fair value of hedging instruments	**(5.7)**	(12.6)	**(18.3)**	(4.2)	**(22.5)**
Other	**--**	**--**	**--**	**0.6**	**0.6**
Income and expenses recognised directly in equity	**(10.4)**	**(48.5)**	**(58.9)**	**(5.3)**	**(64.2)**

CONSOLIDATED STATEMENT OF CASH FLOWS			
(in millions of euros)	**Note**	**from 1 July 2018 to 30 June 2019**	**from 1 July 2019 to 30 June 2020**
Consolidated net profit	CR	15.3	18.1
Depreciation and amortisation	CR	173.9	362.1
Other non-current income and expenses	CR	38.1	8.5
Amount attributable to associates	CR	--	--
Other financial income and expenses	CR	3.6	0.8
Financial interest related to IFRS16 lease debt	CR	--	71.6
Cost of net financial debt excluding interest on lease debt	CR	66.9	58.6
Income tax	CR	33.0	27.1
Gross operating surplus	CR	**330.8**	**546.8**
Non-cash items relating to recognition and reversal of provisions (transactions of a non-cash nature)	6.9	(9.7)	(19.6)
Other non-current income and expenses paid	5.1.4	(44.0)	(40.9)
Change in other non-current assets and liabilities	6.6	(10.0)	(20.6)
Cash flow from operations before cost of net financial debt and tax		**267.1**	**465.7**
Income tax paid	5.4.2	(28.0)	(39.9)
Change in working capital requirement	6.11	(25.5)	303.8
NET CASH FLOWS FROM OPERATING ACTIVITIES: (A)		**213.6**	**729.6**
Investments in tangible and intangible assets		(178.0)	(168.7)
Disposals of tangible and intangible assets		21.3	4.6
Acquisition of entities	3.2	(824.3)	(23.7)
Disposal of entities	3.2	65.2	1.1
Dividends received from non-consolidated companies	5.3	0.4	0.5
NET CASH FLOWS FROM INVESTING ACTIVITIES: (B)		**(915.4)**	**(186.2)**
Capital increase and share premium (a)		557.8[(1)]	--
Dividends paid to non-controlling interests of consolidated companies: (b)	CP	(6.8)	(6.9)
Interest expense paid: (c)	5.2	(59.4)	(58.6)
Financial income received: (d)	5.2	0.5	--
Financial interest related to IFRS16 lease liabilities (e)	5.2 6.8.1	--	(71.6)
Loan issue costs: (f)		(11.4)	--
Cash flows before debt: (g) = (A+B+a+b+c+d+e+f)		**(221.1)**	**406.3**
Increase in financial debt: (h)	6.8.1	1,305.3	0.2
Repayment of financial debt: (i)	6.8.1	(1,022.8)	(61.6)
Decrease in lease liabilities (IFRS16): (j)		--	(178.7)
NET CASH FLOWS FROM FINANCING ACTIVITIES: (C) = a + b + c + d + e + f + h + i + j		**763.2**	**(377.2)**
CHANGE IN NET CASH POSITION: (A + B + C)		**61.4**	**166.2**
Impact of changes in foreign exchange rates		(0.9)	3.6
Opening cash balance	B	**308.0**	**368.5**
Closing cash balance	B	**368.5**	**538.3**
Opening net debt balance	6.9	**927.1**	**1,641.7**
Cash flow before changes in indebtedness: (g)		221.1	(406.3)
Capitalised finance leases	6.9	41.1	--
Capitalised loan issue costs	6.9.1	(6.6)	5.4
Goods held for sale	6.12	--	--
Fair value of hedging instruments	6.9	11.2	0.5
Changes in the scope of consolidation and other	3.2	447.8	0.9
Lease liabilities (IFRS 16)		--	2,130.3
Net debt at end of period	6.8	**1,641.7**	**3,372.5**

(1) Change in shareholders' equity 565.8 less non-cash interest of EUR 8 million

B Notes to the Group's consolidated financial statements for the year ended 30 June 2020

1 - FOREWORD: SIGNIFICANT EVENTS DURING THE YEAR

1.1 Health crisis linked to the COVID-19 pandemic

The financial year ended 30 June 2020 was marked by the health crisis linked to the global COVID-19 pandemic.

In France, private hospitals actively participated 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 regional public health authorities, private clinics and hospitals cancelled (at the height of the crisis and in particular during the national lockdown imposed from 16 March 2020) all non-urgent medical and surgical procedures that would not result in a loss of opportunity for patients, in order to free up capacity in hospitals and technical platforms to meet local health needs. Private staff and practitioners were mobilised and integrated into plans to prevent and combat the pandemic.

As the health situation evolved, and in particular during the lifting of lockdown measures, private hospitals were able to resume their activities under more normal conditions, but still with certain limitations, in accordance with government or regional directives and depending on local health conditions.

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

- Loss of earnings (loss of healthcare revenue and/or ancillary income) due to the cancellation of elective procedures and the drop in activity.
- Additional costs incurred to tackle the crisis, including the following:
  - Medical purchases (medicines and medical devices),
  - Payroll (care staff) and incidental expenses (travel expenses, reimbursement of expenses, staff protection costs, etc.),
  - Investments or equipment rentals.

a) Cash advances:

to provide short-term support to healthcare facilities and to avoid a cash shortfall, a system of repayable advances was set up in March 2020 as an exceptional and transitional measure. Upon request, private healthcare facilities can benefit from a refundable advance on amounts invoiced to the Compulsory Health Insurance Scheme.

This advance is based on average monthly amounts (excluding fees) invoiced in 2019.

In parallel, a transitional advance system was also set up in June 2020 to cover the share of funding relating to user participation (co-payments for medical treatment and hospitalisation) that is covered by supplementary health insurance contracts.

At 30 June 2020, advances received by the Group are recorded as liabilities on the balance sheet, for a total amount of EUR 330 million.

b) Financing guarantee:

- Mechanism:

Order n°2020-309 of 25 March 2020 / Order of 6 May 2020 / ATIH technical notice.

This guarantee is put in place for all activities carried out by all healthcare facilities that are normally financed in full or in part on the basis of activity output.

This guarantee covers revenue for the period March 2020 to December 2020. The principle is to guarantee a minimum revenue for healthcare facilities for this period (from the compulsory insurance scheme) that is at least equal to the income received in 2019 (pro rata temporis over 10 months to obtain a comparable period).

The scope of the guarantee concerns:

- **Medicine, Surgery, Obstetrics (MSO)**: health insurance revenues (excluding fees) for inpatient care services in accordance with Article R.162-33-1 (DRG payments, daily supplement, regional hospital groups, temporary authorisations for use, security and environment, etc.), remuneration of salaried doctors invoiced by the healthcare facility, the treatment of patients benefiting from State Medical Aid and Emergency Care,
- **Post-operative care and rehabilitation**: health insurance revenues for inpatient care services under Article R.162-31-1 and the remuneration of salaried practitioners invoiced by the facility (activity-based payments, or DMA, has its own guarantee mechanism), excluding the fees of private practitioners,
- **Mental health**: health insurance revenues for inpatient care services under Article R.162-31-1 and the remuneration of salaried practitioners invoiced by the facility, excluding the fees of private practitioners.

The level of guarantee is calculated on the basis of 2019 revenues (excluding the IFAQ quality subsidy) and takes into account the following:

- o the unfreezing of the prudential coefficient, which is passed on to healthcare facilities, at the end of 2019
- o specific situations (grouping of facilities, transfer of activities, etc. of certain facilities whose 2019 activity may have been impacted),
- o price impact:
  - MSO +0.2% excluding external consultations
  - Hospitalisation at Home (HAD) +1.1%
  - post-operative care and rehabilitation +0.1%
  - Mental health +0.5%

The guaranteed amount (monthly and annual basis) was communicated to the facilities by the regional public health authority (ARS) on which they depend in June 2020.

The final adjustment will be determined in March 2021 (upon receipt of exhaustive information on the activity carried out between March and December 2020).

- Impact on the financial statements at 30 June 2020:

At 30 June 2020, the amount of the financing guarantee recognised by the Group takes into account the business activity and the amount guaranteed for the period March-June 2020, as well as business forecasts for the period July to December 2020.

The financing guarantee for the financial year ended 30 June 2020 amounts to EUR 136.7 million and is recognised in the income statement under “Other operating income” and in the balance sheet under “Other current assets”.

c) Subsidies on extra COVID-19 costs:

In parallel with the financing guarantee scheme, the government has also planned to adjust the allocations usually paid to health facilities to compensate for the extra costs related to the COVID-19 health crisis that would not otherwise be covered.

At 30 June 2020, the scope of the scheme had not been clearly defined, both in terms of the amount of the extra costs that would be covered, and any compensation mechanisms that would be put in place. In this context, it is impossible for the Group to assess the impact and it has been decided that all sums received to finance extra costs (Contractualisation Assistance or Regional Intervention Fund) will be recorded as advances on the liabilities side of the balance sheet.

d) COVID premiums for health workers:

- Mechanism:

In the context of the health crisis, the President of the Republic announced on 27 March 2020 that a bonus would be paid to care workers. This award reflects the government's recognition of the commitment of the health, technical, logistics and administrative teams in managing this unprecedented epidemic. In a letter dated 28 May 2020, the Minister of Health confirmed the principle of a bonus for staff of private sector health facilities (regardless of their activity).

On 5 June 2020, the Office of the Minister of Health announced that the premium would be financed in July 2020 (advance payment of 70% of the calculated amounts) via the payment of exceptional contractual support (AC) credits by decree via the regional public health authorities. The balance will be paid in September 2020.

In recognition of the mobilisation, commitment and professionalism of all its teams, the Ramsay Santé Group decided to supplement these measures for all employees of its healthcare facilities, the volunteer caregivers who came to reinforce the teams of the Ile-de-France division, and the employees of the Economic Interest Groupings (EIG), by means of:

- o Payment of the government COVID premium of EUR 1,500 or EUR 500 under the same conditions as for public hospitals,
- o Payment of an Exceptional Purchasing Power Bonus (known as the “Macron” bonus) of EUR 150 for all employees (excluding UES and Capio headquarters, Transport Sanitaire and Baya),
- o Payment of an additional Exceptional Purchasing Power Bonus (known as the “Macron” bonus) of EUR 450 for employees assigned to the converted and dedicated COVID services for 35 facilities (MSO/post-operative care and rehabilitation/PSY),
- o Payment of an Exceptional Purchasing Power Bonus (known as the “Macron” bonus) of EUR 500 for the UES and Capio headquarters, Transport Sanitaire and Baya,
- o Payment of an exceptional lump-sum bonus (gross amount between EUR 150 and EUR 1,500, depending on the duration of the assignment) for the 240 regional employees who were assigned temporarily to the Paris facilities.

- Impact on the financial statements at 30 June 2020:

All exceptional premiums and exceptional purchasing power bonuses (Macron) were paid in the payroll of June 2020. As an exception and for technical reasons, an advance was made on the government bonus at 30 June for payment in the payroll of July 2020.

Accrued income equivalent to 100% of the government premium was recognised pending future repayments.

e) Impacts outside France:

Outside France, the Group's facilities actively participated in patient care and screening, in support of public facilities and in close cooperation with the authorities. However, business was strongly impacted by the effects of the health crisis. Indeed, non-emergency elective surgery had to be cancelled from mid-March 2020. In Sweden, the Group's major hospital in Stockholm, Sankt Göran, played a key role in managing the epidemic with more than 150 beds dedicated to COVID patients and an almost threefold increase in its critical care capacity.

While in Norway and Denmark, no accompanying measures were implemented, our facilities in Sweden and Germany benefited from subsidies covering additional operating costs and the provision of nursing staff and beds. Sankt Göran Hospital was allocated a specific compensation package in view of its involvement. In total, the amount of aid received by our facilities in Scandinavia and Germany amounted to EUR 28 million at the end of June 2020.

1.2 Scope

Following the acquisition of Capio on 7 November 2018, the valuation of the identifiable assets acquired and the liabilities recognised at their fair value in the financial statements at the acquisition date was finalised during the first half of the financial year. Goodwill relating to the Capio acquisition thus amounted to EUR 950 million at 31 December 2019 (see section 3.1.1.1.).

On 1 December 2019, the activities of the Jeanne d'Arc de Gien clinic (Centre-Val de Loire) were transferred to the Orléans Regional Hospital Centre (CHRO). The provision set aside at 30 June 2019 was used to take into account the events of the period and amounted EUR 0.2 million at 30 June 2020.

1.3 Mermoz litigation

The Court of First Instance in Lyon gave its judgement on 24 September 2019 by which the plaintiffs, namely Compagnie Générale de Santé, Sci de l'Europe, the Hôpital Privé Jean Mermoz and the Centre d'Imagerie Mermoz, all Group subsidiaries, are maintained in their main claims and are compensated for a total amount excluding interest of EUR 66.5 million plus EUR 10.9 million in late payment interest.

By this expected decision, the Group is thus recognised in its claims and the judgement is accompanied by provisional enforcement under a condition that the plaintiffs will implement it with their counsel. In the immediate aftermath of the judgement, several parties appealed against the decision. As it stands, the litigation remains open.

As a result, at 31 December 2019, the Group recognised accrued income in the amount of EUR 77.4 million, including interest on arrears, against a provision of the same amount to reflect the risk associated with the appeal. These amounts were unchanged at 30 June 2020.

At 30 June 2020, the Group had received payments amounting to EUR 23.2 million.

1.4 Restructuring

The Ramsay Santé Group is constantly seeking to adapt its organisational model to its economic and regulatory environment with the aim of strengthening its capacity to invest in the quality and range of services provided to patients.

With this efficiency objective in mind, on 13 October 2017 the Group announced a project to create a shared services platform for all of its facilities, which will run until 2021, gradually bringing together the accounting/finance and HR functions of the entire Group.

With the aim of harmonising the treatment of employees whose positions will be directly impacted by this project, the Group's management sought to propose a set of social measures that it would undertake to implement across all of the Group's facilities in France. To this end, it contacted the representative trade unions in order to negotiate the content of these measures.

On 18 December 2017, an agreement was signed on the conditions for social dialogue within the framework of the project, as well as an agreement on social measures for all employees impacted by the project.

Following the success of the pilots, the “0” information/consultation meetings with the other divisions took place between 18 June and 25 June 2018; the economic ratings of each company were submitted to the employee representative bodies on this occasion.

The phased transfer to the new platform continued according to the original schedule until the COVID crisis hit in March 2020:

- November 2018: Dijon division
- January 2019: HP Est Lyonnais, IDF Est and IDF Ouest divisions
- May 2019: Marseille and IDF Sud divisions
- October 2019: IDF Sud-Est and IDF Nord divisions,
- January 2020: Lille, Paris and Artois divisions
- The transfers planned for May 2020 have been postponed to the end of 2020

Notifications shall be sent from the month following the changeover.

A provision is reviewed on a monthly basis to take into account the following:

- The costs actually incurred as a result of transfers, departures or dismissals
- Changes to the status of each person concerned (for example, when an eliminated position actually leads to a transfer or early departure).

The calculation is based on actual payroll expenditure and uses the same assumptions as those used to calculate the provisions at the end of June 2018.

The provision for restructuring relating to the creation of a shared services platform that will gradually bring together the accounting/finance and HR functions of the entire Group amounted to EUR 10 million at 30 June 2020, compared to EUR 23.1 million at 30 June 2019.

2 - ACCOUNTING PRINCIPLES

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

Ramsay Santé is a public limited company ("Société Anonyme") incorporated under French law, with its registered office at 39 rue Mstislav Rostropovitch, Paris. Its corporate purpose consists of all business activities of a financial nature carried on directly or through third-party intermediaries, for itself or on behalf of others. It is the parent company of a group that carries on all its business activities in the healthcare and hospital services sector. The Group's main shareholders are Ramsay Health Care (UK) Limited and Predica.

The Group has prepared its consolidated financial statements under the International Financial Reporting Standards (IFRS) in force at 30 June 2020 as adopted by the European Union, which are available on the website

http://ec.europa.eu/internal_market/accounting/ias_fr.htm#adopted-commission.

The Group's consolidated financial statements are presented in millions of euros. The rounding of values may result in an insignificant discrepancy in certain total values.

The consolidated financial statements at the end of June 2020, including the notes to the financial statements, were prepared by Ramsay Santé's General Management and reviewed on 19 October 2020 by the Audit Committee, then reviewed and approved by the Board of Directors on 20 October 2020.

2.1.1 *New IFRS standards*

2.1.1.1 New standards, amendments and interpretations in force in the European Union that are applicable or may be applied early for reporting periods beginning on or after 1 January 2019.

In order to prepare its consolidated financial statements for the period ended 30 June 2020, the Ramsay Santé Group applied the same standards, interpretations and accounting methods as those used to prepare its financial statements for the period ended 30 June 2019, together with the new standards and interpretations for the Group, adopted by the European Union and applicable at 1 January 2019, as indicated in the table below:

Standard	Item	Date of initial application in the Group's consolidated financial statements	Treatment adopted	Impact
IFRS 16	**Leases**	**1 July 2019**	**Simplified retrospective approach**	**See note 2.1.1.2.**
Amendment to IAS 12	**Income tax – dividends**	**1 July 2019**	**Prospective approach**	**No impact on the financial statements**
Amendment to IAS 19	**Employee benefits - revaluation of net assets**	**1 July 2019**	**Prospective approach**	**No impact on the financial statements**
Amendment to IFRS9	**Financial instruments – prepayment option**	**1 July 2019**	**Retrospective approach with transitional provisions**	**No impact on the financial statements**

- IFRS16 – Leases the impact of this text on the Group's financial statements is described in note 2.1.1.2
- IFRIC23 Interpretation – Uncertainty over Income Tax Treatments, no impact on the financial statements.

IFRIC 23 was endorsed by the European Union on 23 October 2018 and is applicable for annual periods beginning on or after 1 January 2019. The interpretation relates to the determination of income tax–related items when there is uncertainty as to the income tax treatment of an entity with respect to the applicable tax provisions. This interpretation has no impact on the Group.

Listed below are the amendments to the standards and interpretations, as well as the newly published standards and interpretations that can be applied early as from 1 January 2020, and which specifically affect the Group's consolidated financial statements:

Standard	Item	Date of initial application in the Group's consolidated financial statements	Transition method	Impact on the financial statements
Amendments to IAS 1	**Presentation of financial statements**	**1 July 2020**	**Prospective approach**	**Under analysis**
Amendment to the conceptual framework	**Update of the conceptual framework**	**1 July 2020**	**N/A**	**Under analysis**
Amendment to IFRS 16	**Covid-19-Related Rent Concessions**	**1 July 2020**	**Retrospective approach**	**Under analysis**

Listed below are the amendments to the standards and interpretations as well as the new standards and interpretations published by the IASB that have not yet been adopted by the European Union, and which specifically affect the Group's consolidated financial statements:

Standard	Item	Summary	Effective date	Expected impact on the financial statements
Amendment to IAS 1	**Classification of liabilities as current or non-current**	The amendment clarifies the requirements for classifying liabilities as current or non-current.	**In the process of being adopted by the European Union**	**Under analysis**
Amendment to IAS 37	**Provisions, contingent liabilities and contingent assets**	The amendment defines the unavoidable costs to be taken into account when recognising provisions for onerous contracts.	**In the process of being adopted by the European Union**	**Under analysis**

2.1.1.2 Impacts of the implementation of IFRS 16

The IASB published IFRS 16 Leases in January 2016. This standard requires that companies that lease assets as part of their business activity recognise a financial asset or liability in accordance with the lease commitment. This standard is effective for periods beginning on or after 1 January 2019.

The Ramsay Santé Group applies the new IFRS 16 standard to leases for its financial year beginning 1 July 2019.

For the purposes of the transition, the analysis covered all leases rather than being limited to the contracts previously identified under IAS 17.

The Group has decided to adopt the simplified retrospective approach by recognising the cumulative effects of IFRS 16 at the date of initial 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 is adjusted to recognise a depreciable right of use.

Contracts excluded from restatement are as follows:

- Contracts with a low unit value,
- Contracts with a term of less than one year,
- Costs directly related to the conclusion of the lease contract.

The share of provisions for onerous contracts corresponding to leases taken into account in the application of IFRS 16 (i.e., excluding VAT, local taxes, property taxes and other taxes) were recorded as a reduction in the right of use. The reversal of these old provisions thus reclassified is treated as a reduction in the amortisation of the right of use.

This debt is measured on the basis of the net present value of future lease payments, including renewal options, in cases where the Group considers their exercise to be reasonably certain.

The rates used at 1 July 2019 are incremental borrowing rates calculated over the terms of each lease (weighted average lease term). These rates were calculated for each country using a risk-free yield curve and a yield spread (a single spread for all subsidiaries in the same country, corresponding to a portfolio of contracts with reasonably similar characteristics).

The below tables summarise the impact of the application of IFRS16 on the opening balance sheet of the consolidated financial statements at 1 July 2019.

CONSOLIDATED BALANCE SHEET – ASSETS (in millions of euros)	30-06-2019	Flows from first-time adoption of IFRS16		01-07-2019
		Operating leases	Finance leases (1)	
Goodwill	1,674.8	--	--	1,674.8
Other intangible assets	263.5	--	(3.4)	260.1
Property, plant and equipment	1,107.1	--	(221.6)	885.5
Right of use	--	1,991.2	225.0	2,216.2
Investments in associates	0.3	--	--	0.3
Other non-current financial assets	87.4	--	--	87.4
Deferred tax assets	146.3	--	--	146.3
NON-CURRENT ASSETS	**3,279.4**	**1,991.2**	**--**	**5,270.6**
Inventories	98.9	--	--	98.9
Trade and other operating receivables	361.0	--	--	361.0
Other current assets	231.9	--	--	231.9
Tax assets	11.8	--	--	11.8
Current financial assets	9.7	(0.9)	--	8.8
Cash and cash equivalents	368.5	--	--	368.5
Assets held for sale	--	--	--	--
CURRENT ASSETS	**1,081.8**	**(0.9)**		**1,080.9**
TOTAL ASSETS	**4,361.2**	**1,990.3**		**6,351.5**

CONSOLIDATED BALANCE SHEET – LIABILITIES (in millions of euros)	30-06-2019	Flows from first-time adoption of IFRS16		01-07-2019
		Operating leases	Finance leases (1)	
Share capital	82.7	--	--	82.7
Share premium	611.2	--	--	611.2
Consolidated reserves	293.6	--	--	293.6
Net profit – Group share	8.2	--	--	8.2
Equity – Group share	**995.7**	**--**	**--**	**995.7**
Non-controlling interests	42.8	--	--	42.8
TOTAL EQUITY	**1,038.5**	**--**	**--**	**1,038.5**
Borrowings and financial debt	1,955.3	--	(170.8)	1,784.5
Non-current lease liability	--	1,856.6	170.8	2,027.4
Provisions for retirement and other employee benefits	132.9	--	--	132.9
Non-current provisions	128.3	--	--	128.3
Other non-current liabilities	32.4	--	--	32.4
Deferred tax liabilities	112.6	--	--	112.6
NON-CURRENT LIABILITIES	**2,361.5**	**1,856.6**	**--**	**4,218.1**
Current provisions	36.5	--	--	36.5
Suppliers	266.2	--	--	266.2
Other current liabilities	574.3	--	--	574.3
Tax liabilities	14.8	--	--	14.8
Current financial debt	69.4	--	(43.4)	26.0
Current lease liability	--	133.7	43.4	177.1
Bank overdrafts	--	--	--	--
Liabilities related to assets held for sale	--	--	--	--
CURRENT LIABILITIES	**961.2**	**133.7**	**--**	**1,094.9**
TOTAL LIABILITIES	**4,361.2**	**1,990.3**	**--**	**6,351.5**

(1) The presentation of the first-time adoption of IFRS 16 on finance leases has changed compared to the interim financial report at 31 December 2019 with no impact on their accounting treatment.

At the date of transition, leases previously classified as leases under IAS 17 were included for both the right of use and the lease commitment at their carrying amount immediately before the date of first adoption. These contracts represent EUR 225 million in rights of use and EUR 214.2 million in lease liabilities.

At 1 July 2019, the rights of use of asset relate to the following asset categories:

(in millions of euros)	At 1 July 2019
Software	3.0
Land	23.0
Buildings Structural works	2,072.0
Technical operating facilities	93.0
Fixtures and fittings – furniture	25.0
TOTAL	**2,216.0**

In accordance with all debt contracts, liabilities relating to lease contracts that are recognised in accordance with IFRS 16 are not taken into account for the calculation of the covenants.

Reconciliation between off-balance sheet commitments at 30 June 2019 and IFRS16 lease commitments at 1 July 2019:

(in millions of euros)	
Operating lease commitments as lessee at 30 June 2019	**1,003.7**
Less the effect of discounting	(54.3)[(a)]
Less contracts not accounted for in application of IFRS 16 exemptions (low value contracts with a term of less than one year)	(18.1)
Plus differences in periods covered by extension and termination options which the lessee is reasonably certain to exercise	1,059.9
Discounted operating lease commitments under IFRS 16 at 1 July 2019	**1,991.2**
Finance leases	225
Discounted lease commitments under IFRS16 at 1 July 2019	**2,216.2**

(a) The sum of EUR 54.3 million is the net effect of the change in lease rates already discounted in the calculation of future lease income at 30 June 2019 and the effect of the first discounting of contracts in the calculation of future lease income at 30 June 2019.

In November 2019, the IFRS Interpretations Committee issued its final decision on determining the enforceable period of a lease.

This decision makes it clear that it is not possible to rely solely on the legal approach to determine the enforceable period of a contract, the duration of which cannot be definitively determined when the lease is signed. The Committee considers that a lease remains enforceable as long as the lessee, or the lessor, would suffer more than an insignificant loss or penalty if the contract were to be terminated. In determining the enforceable period of the lease, all economic aspects of the contract must be taken into account. At the date of preparation of the 2019 interim consolidated financial statements, the Group had adopted an approach consisting, for long-term contracts, of including renewal options where the Group considers their exercise to be reasonably certain, and for 3/6/9 contracts, of taking into account only the terms of the contract between the lessors and lessees. After analysis, this decision did not result in a significant change in the liabilities and the associated right of use.

In the income statement, the corresponding lease expense is replaced by interest and straight-line depreciation expense.

The impact of the change to the standard on the income statement at 30 June 2020 is as follows:

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FROM 1 JULY 2019 TO 30 JUNE 2020			
(in millions of euros)	**IAS17**	**Impact of IFRS16**	**IFRS16**
REVENUE	**3,746.2**	**--**	**3,746.2**
Staff costs and employee profit-sharing	(1,991.1)	--	(1,991.1)
Purchases used	(731.6)	--	(731.6)
Other operating income and expenses	(270.2)	(3.0)	(273.2)
Taxes and duties	(114.1)	--	(114.1)
Rents	(295.9)	206.5	(89.4)
Gross operating surplus	**343.2**	**203.5**	**546.8**
Depreciation and amortisation	(196.7)	(165.4)	(362.1)
Current operating profit	**146.5**	**38.1**	**184.7**
Restructuring costs	(8.3)	--	(8.3)
Profit from the management of property and financial assets	(0.2)	--	(0.2)
Impairment losses on goodwill	--	--	--
Other non-current income and expenses	**(8.5)**	**--**	**(8.5)**
Operating profit	**138.0**	**38.1**	**176.2**
Cost of gross financial debt	(63.1)	3.9	(59.2)
Income from cash and cash equivalents	0.6	--	0.6
Financial interest related to lease debt	--	(71.6)	(71.6)
Cost of net financial debt	**(62.5)**	**(67.7)**	**(130.2)**
Other financial income	6.3	--	6.3
Other financial expenses	(7.1)	--	(7.1)
Other financial income and expenses	**(0.8)**	**--**	**(0.8)**
Income tax	(34.8)	7.7	(27.1)
Amount attributable to associates	--	--	--
CONSOLIDATED NET PROFIT	**40.0**	**(21.9)**	**18.1**

The balance of the residual lease amount is explained as follows:

(in millions of euros)	**At 30 June 2020**
VAT on contracts	10.1
Property tax	8.7
Other taxes on contracts	1.1
Contracts of less than one year and/or for low-value assets	69.5
TOTAL	**89.4**

Contracts relating to low-value assets mainly include leases of IT and medical equipment.

2.1.2 *Changes in accounting methods*

At 30 June 2020, the Group had not made any changes to its accounting methods.

2.2 - Main accounting principles

2.2.1 - *Consolidation method*

The full consolidation method is applied to the financial statements of the companies over which Ramsay Santé exercises control, either directly or indirectly, i.e. has the power to govern the financial and operating policies of the entity so as to obtain benefits from its business operations. This control may arise from specific shareholder agreements. Companies that are included in the scope of consolidation are consolidated as from the date the controlling interest is acquired by Ramsay Santé.

The companies over which Ramsay Santé exercises significant influence are accounted for using the equity method. Significant influence is presumed to exist if more than 20% of the voting power is held. Under the equity method, the investment in the associate is initially recognised at cost and the carrying amount is increased or reduced in order to recognise the Group's ownership interest in the investee's results following the acquisition date.

2.2.2 - *Translation of financial statements of foreign companies*

The financial statements of foreign companies whose functional currency is different from the currency used for preparing the Group's consolidated financial statements are translated using the “closing price” method. The balance sheet items are translated at the exchange rate prevailing at the end of the reporting period and the income statement items are translated at the average exchange rate for the period. The translation differences are recognised under “translation differences” in consolidated reserves. The goodwill of foreign companies is considered to form part of the acquired assets and liabilities and, as a result, is translated at the prevailing exchange rate on the reporting date.

The exchange rates used for the conversion of currencies into euros are as follows:

At 30 June 2020	Closing rate	Average rate
Sweden	10.4701	10.6533
Denmark	7.4525	7.4664
Norway	10.803	10.3492

2.2.3 - *Accounting estimates and assessments*

In application of the accounting methods, the Group’s management makes critical judgements and certain estimates using specific assumptions that have an impact on the amounts recognised in assets and liabilities and the amounts recognised in the income statement for the period. The estimates are made on the basis of the information available on the date when the financial statements are prepared. These estimates may be revised if the circumstances on which they were based change or as a result of new information. Actual results may differ from these estimates.

The main accounting judgements and estimates made by the Group’s management in preparing the financial statements relate primarily to the measurement of goodwill and intangible and tangible assets, rights of use and lease liabilities, the measurement of the financing guarantee, the recognition of deferred tax assets, the measurement of provisions for retirement, and provisions for litigation.

2.3 - Goodwill

Goodwill is the difference between the acquisition cost of the equity instruments of a company included in the scope of consolidation and the Group's share in the fair value, at the acquisition date, of the assets, liabilities and contingent liabilities of the acquired company. The Group determines the fair value of the assets and liabilities at acquisition on first consolidation of an entity within a maximum period of 12 months.

The goodwill of companies accounted for using the equity method is included under “investments in associates”.

Where the ownership interest in the net value of the identifiable assets, liabilities and contingent liabilities of an acquired entity exceeds its cost, this positive difference is recognised immediately in the income statement.

At each reporting date and every time there is an indication of impairment, the company tests the goodwill for impairment using the methods described in section 2.6.

2.4 - Other intangible assets

Intangible assets other than goodwill mainly consist of the Capio and Volvat brands and the practice contracts and patient list in Sweden. They were measured at fair value at the time of 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. (4–15 years).

2.5 - Property, plant and equipment

Property, plant and equipment are recognised at acquisition cost, less accumulated depreciation and any impairment losses. The assets held by the Group under lease agreements are recognised in assets, with a balancing entry of the financial liability under liabilities.

Acquisition cost consists of:

- the purchase price after deducting any legally refundable taxes;
- any costs directly attributable to bringing the asset to the location and in the condition necessary for it to be put into use. In particular, these costs include VAT and other non-refundable taxes, transport, installation and assembly expenses, and architect’s fees;
- financial or pre-rental expenses (calculated using the effective interest method) in the asset production period, and publication and registration fees for lease agreements.

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

Depreciation is recognised on a straight-line basis over the useful life of each item as indicated below:

- Buildings .... 28–40 years
- Fittings and fixtures of buildings.. 10–15 years
- Plant and equipment.. 3–10 years
- Fixtures and fittings.. 8–10 years
- Transport equipment.. 4–5 years
- Office equipment.. 5 years
- Computer equipment .... 3–5 years
- Furnishings .... 5–10 years

Land is not depreciated.

Work related to safety standards is capitalised and depreciated.

Monitoring of the value of property, plant and equipment

When circumstances or events indicate that an item of property, plant or equipment may have lost value, the Group reviews this asset's recoverable amount in the cash-generating unit (CGU) to which it belongs.

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

Fair value less costs to sell is the amount obtainable from the sale of an asset or cash-generating unit in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal. Fair value is calculated on the basis of rental income received by investors taking into consideration recently performed transactions. The rate of return used varies according to the location and nature of the asset (properties in Paris, properties earmarked for refurbishment, properties under construction, etc.).

Value in use is the present value of the future cash flows expected to be derived from an asset or CGU.

An impairment loss is recognised when the recoverable amount of an intangible asset is less than its carrying amount. Impairment losses recognised on items of property, plant and equipment may be reversed subsequently if the recoverable amount rises above the carrying amount, within the limit of the impairment loss recognised initially. The reversal of the impairment loss is made pro rata on the basis of the carrying amount.

Furthermore, the recovery of an impairment loss should not give rise to a carrying amount of the asset above its original value net of any depreciation recognised in the absence of a loss of value. This new recoverable amount (after deducting residual value) becomes the new depreciable amount for the remainder of the useful life.

2.6 - Goodwill impairment test

Goodwill is tested for impairment and, where appropriate, a reduction in the carrying amount is recognised in order to reflect the recoverable amount, which is the higher of fair value less costs to sell and value in use.

The main methods for testing goodwill for impairment, set forth in IAS 36, are described below.

Frequency

Impairment tests are performed at least annually, in the last quarter prior to the end of the reporting period based on the debt assets at 30 April and, as necessary, where there is indication of impairment.

Cash-generating units and grouping of CGUs – Definition

According to the definition of section 6 of IAS 36, a cash-generating unit is the “smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets”.

Accordingly, for Ramsay Santé, the CGUs are generally identified at healthcare facility level (except in certain cases where two or more healthcare facilities are considered to be particularly linked to each other in relation to their cash flows). However, it is not possible to identify these CGUs at a more detailed level in a particular establishment in so far as the main services are not independent from each other in cash flow terms.

In France, for impairment test purposes, goodwill is tested by grouping CGUs that carry on their business activity in a particular administrative region of a regional public health authority. The role of these authorities is to:

- regulate the supply of healthcare and socio-medical services;
- ensure the quality and efficiency of the regional health system;
- define and implement a genuine regional health project.

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

- the significant connections in terms of economic dependence between our facilities and the regional public health authorities. In fact, all decisions in relation to the organisation of healthcare are taken at this level;
- the monitoring by the Group of goodwill at the level of the regional public health authorities for internal management purposes. Therefore, the rationale for the Group's acquisitions is at this level and, as a result, most grouping and restructuring processes are negotiated with the regional public health authorities.

Moreover, the Nordic countries in which the Group operates (Sweden, Denmark and Norway) are grouped together under a CGU. These three countries share their financial and administrative management, as well as their procurement, IT and legal services.

Recognition of impairment losses

Impairment losses are recognised under "Other non-current income and expenses" if the carrying amount of the asset is higher than its recoverable amount.

If assets are grouped together in a CGU, this impairment loss is allocated first to goodwill and then, where appropriate, to the other assets of the CGU in proportion to their carrying amount.

Impairment losses on goodwill cannot be reversed.

Value in use

This relates to the discounted value of the sum of the future cash flows before tax and financial items generated by the continued use of an asset or a CGU and the cash flows arising from the derecognition of the asset.

Sales growth forecasts and discount rates reflect the best estimates of management.

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

The asset is measured in its current state, without taking into account cash flows that may be generated by investments in performance or capacity.

Future cash flows are calculated on the basis of five-year plans representing the Group's best estimates. Terminal value is calculated using a perpetual growth rate of 1% for France and 2% for the Nordics.

Cash-generating units and groupings of CGUs

The Group has identified thirteen CGU groupings to test goodwill:

- Nouvelle Aquitaine, Bourgogne-Franche Comté, Brittany, Centre-Val de Loire, Hauts de France, Normandy, Provence Alpes Côte d'Azur, Ile de France, Auvergne-Rhône Alpes, Occitanie, Italy, Head Office (at 30 June 2020, future cash flows relating to costs of Head Office have been reallocated to other groupings on a pro rata basis in respect of their future cash flows) and Nordics. Beyond the budget period, the Group uses a perpetual growth rate.

The goodwill relating to the acquisition of Capio was allocated to the CGUs of Nouvelle Aquitaine, Bourgogne-Franche Comté, Ile de France, Auvergne-Rhône Alpes, Occitanie, Head Office and Nordics at 30 June 2020.

2.7 - Other non-current financial assets

"Other non-current financial assets" comprise non-consolidated equity investments and the portion of loans and receivables with a duration of more than twelve months (including deposits and guarantees paid). These assets are accounted for at fair value.

2.8 - Inventories

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

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

Changes in inventories are measured using the weighted average price method.

2.9 - Trade and other operating receivables

Trade receivables are initially recognised at fair value.

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

Purchases and sales of prostheses made on behalf of patients are recorded in separate accounts and are not recognised in the profit and loss account, except in the case of ocular prostheses.

Other receivables also include accrued fees from practitioners.

Management of practitioners' fees

In standard cases, practitioners' fees are managed by the clinic in question using an accounting system separate from that used to manage the clinic's accounting. Clinic bank accounts are totally separate from agent bank accounts.

In certain cases, in application of special terms and conditions resulting from express, direct agreements with agents, amounts relating to the management of the fees may be included in the clinic's accounts.

2.10 - Current financial assets

Current financial assets relate to the loans and receivables maturing in under twelve months in other non-current financial assets. They mainly consist of current financial accounts with companies that are not fully consolidated.

2.11 Cash and cash equivalents

"Cash and cash equivalents" include cash on hand and highly liquid monetary investments that present an insignificant risk of changes in value. Monetary investments are measured at market value at the reporting date, and changes in value are recognised in financial results.

2.12 – 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 records the share in equity of the consolidated companies attributable to the minority shareholders of these companies.

2.14 Treasury shares

Treasury shares held by the Group are recognised by deducting their acquisition cost from equity. Any gains or losses associated with the purchase, sale, issuance or cancellation of treasury shares are recognised directly in equity, without affecting profit.

2.15 - Current and non-current borrowings and financial liabilities

Financial liabilities are recognised net of related issue costs, which are recognised progressively in financial income until maturity using the effective interest method.

In the case of hedges of changes in the value of the liability as a result of interest rate risk, the associated hedging instruments are recognised in the balance sheet at fair value at the reporting date, and the effects of their remeasurement are recognised in the cost of net financial debt for the period.

Net financial debt consists of gross financial debt less net cash.

Gross financial debt consists of:

- bank loans, including incurred interest;
- operating and finance leases, including incurred interest;
- fair value hedging instruments recognised in the balance sheet net of tax;
- current receivables and financial debt in relation to current financial accounts with minority investors;
- treasury shares held by the Group (considered as marketable securities).

Net cash consists of:

- cash and cash equivalents;
- bank overdrafts.

Borrowings and financial liabilities maturing in less than twelve months are classified under "current financial debt."

2.16 - Pension obligations and other employee benefits

Ramsay Santé participates in employee benefit plans that provide retirement and other post-employment benefits to employees, retired former employees and eligible dependants. The majority of Ramsay Santé's commitments in this regard relate to defined contribution pension plans. The defined contribution plans may be funded by investments in various instruments, such as insurance contracts or equity securities and bonds. Contributions to defined contribution plans are recognised as an expense in the income statement for the year.

Provision for retirement benefits:

Commitments in respect of retirement benefits are provided for in the balance sheet. These commitments are calculated using the prospective actuarial method (the projected credit unit method) on the basis of measurements made at each reporting date. The actuarial assumptions include those relating to salary growth, inflation, life expectancy and staff revenue.

When these commitments are covered, in part or in full, by amounts paid by the Group companies to financial institutions, the amount of these investments is deducted, on the balance sheet, from the actuarial liability and from past service cost.

Past service cost relates to benefits granted where the company either adopts a new defined benefit plan or changes the level of benefits of an existing plan. When new rights to benefits are vested on the adoption of a new plan, the past service cost is recognised in the profit and loss account. Conversely, when the adoption of a new plan gives rise to the acquisition of rights after its implementation date, past service cost is expensed on a straight-line basis over the average remaining term until the related rights are fully vested.

The amount recognised in operating profit includes the cost of services rendered in the year and the amortisation of the past service cost. The interest expense and the expected return on the assets are recognised in other financial income and expenses.

All actuarial gains and losses for the year are recognised in equity in accordance with IAS 19.

2.17 - "Current and non-current" provisions

These provisions are liabilities for which the timing or amounts cannot be precisely determined. They are measured on the basis of the discounted amount, corresponding to the best estimate of the consumption of resources required to settle the obligation when it is extinguished.

"Current" provisions

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

They mainly consist of provisions for industrial tribunal risks and other risks related to operations.

"Non-current" provisions

Non-current provisions relate to provisions not directly linked to the operating cycle, or which will generally mature in more than one year. They include provisions for restructuring, provisions for onerous contracts and provisions for litigation.

Restructuring provisions mainly relate to grouping costs:

A grouping is considered to have been completed at the reporting date and its expected effects are reflected in the financial statements if the following three criteria are met:

- the Group's Board of Directors expressly authorised the grouping and issued a formal restructuring plan;
- the main details of the plan were made public;
- administrative approval for the grouping was obtained.

For mergers that meet the criteria listed above, the main effects on the financial statements, provided that they can be reasonably estimated, are as follows:

- a reduction in the carrying amount of the non-recoverable items, or of the items whose recoverable amount is lower than their carrying amount at the merger date;
- provisions for costs arising from cancellation of practitioners' contracts;
- provisions for costs relating to severance plans; and
- provisions for cancellation costs relating to significant contracts (leases, outsourcing, maintenance, etc.) continuing after the merger date, or the remaining fees to be paid where it is not possible to cancel the related contracts.

With regard to the temporary closure of facilities, provisions are not recognised for operating losses arising from facility restructuring operations relating to a partial or total temporary closure. They are recognised during the period in which the closure occurs.

Where the permanent closure of a facility is planned and the project is not subject to conditions precedent linked to a grouping plan, the closure is considered final when it has been expressly decided upon and announced by the Group's Board of Directors. The impact of this closure is recognised in the financial statements for the period in question. The main impact on the financial statements is the same as that described for groupings, provided that it can be reasonably estimated.

Certain contracts whose terms and conditions are significantly removed from the market are considered onerous or loss-making contracts. A provision is recorded for the difference between the current loss-making contract and the same contract at market conditions over the remaining term of the contract.

2.18 - Revenue

The revenue of Ramsay Santé's operations in France is generated primarily by the coverage of costs by the social security authorities and supplementary private insurance, on the basis of rates set each year by the public authorities, for healthcare and services provided by the Group and, to a lesser extent, by the payment by patients or by supplementary private insurance of services connected with healthcare such as accommodation in individual rooms and the rental of television sets. The balance of the Group's revenue is generated primarily by the fees paid by the practitioners in consideration for the general, administrative and rental services provided by the Group's facilities, such as billing medical procedures, and recovering their fees from the social security authorities, insurance companies and patients.

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

When a service provided has not yet been invoiced, it is added to operating income through the related "Invoices to be issued" account.

The services provided in Sweden are mainly financed by public expenditure, with most of the remainder paid by the patient consisting of medicines. The healthcare provided by Capio Norway is mainly financed by the private sector through insurance companies, companies or individual patients. In Denmark, medical care is financed almost entirely by private insurance companies, associations and patients with their own funds.

The Capio Group's revenues in Scandinavia fall into two categories: fees, where the rate is set according to the treatment provided; flat fee, where a fixed amount is set for each patient affiliated to a primary care centre (payment by capitation), irrespective of the treatment requested and provided.

Consolidated revenue relates to the aggregate services provided by the consolidated subsidiaries, detailed above. It includes, after the elimination of intra-Group transactions, the revenue of fully consolidated companies.

At 30 June 2020, income from healthcare activities invoiced to the social security authorities represented 90.4% of Group revenue, while hotel revenue covered by supplementary private insurance and patients represented 4.6% of Group revenue. The balance of the Group's revenue (roughly 5.0% at 30 June 2020) is mostly accounted for by the fees paid by practitioners in respect of the general or administrative services provided by the Group's facilities, such as billing of medical procedures, and recovery of fees from the social security authorities, insurance companies and patients.

2.19 - Gross Operating Surplus and other non-current income and expenses

The definition of the following terms in the income statement is explained as follows:

Gross Operating Surplus:

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

Other non-current income and expenses:

"Other non-current income and expenses" comprises:

- restructuring costs (expenses and provisions) (see note 2.17);
- gains or losses on disposal or a significant, unusual loss of value of non-current assets (tangible or intangible);
- other operating expenses and income such as a provision relating to major litigation.

2.20 - Income tax (current and deferred taxes)

The tax expense in the income statement corresponds to the current tax payable by each consolidated fiscal entity, adjusted for deferred taxes plus the value-added contribution (CVAE). This expense is recognised in the income statement unless it relates to items recognised directly in equity, in which case it is recognised in equity.

- The CVAE which, according to the Group's analysis of the legal texts, meets the definition of a form of income tax as set forth in IAS 12.2 ("Income taxes... based on taxable profits") in so far as value added constitutes the level of results that systematically serves as the basis for determining the amount due with regard to the CVAE under French tax legislation. In conducting its analysis, the Group took into consideration the decisions by the International Financial Reporting Interpretations Committee (IFRIC) on two occasions to dismiss the issue of the scope of application of IAS 12, "Income Taxes". The IFRIC stated on these occasions that, in order to fall within the scope of IAS 12, a tax must be calculated on the basis of a net amount of income and expenses and that this amount may differ from the accounting profit (loss).

Deferred taxes are calculated using the liability method on the differences between the carrying amount and the tax base of the assets and liabilities. The following items do not give rise to the recognition of a deferred tax asset:

- the recognition of goodwill;
- the initial recognition of a transaction that is not a grouping and does not affect the accounting profit or the tax base;

Deferred tax assets on reportable losses are only recognised if the Group considers it likely that they will be used in future.

Potential deferred tax assets relating to reportable losses existing as of the acquisition date which are likely to be used are included in the calculation of goodwill on first consolidation.

The carrying amount of deferred tax assets is reviewed at each reporting date and, where appropriate, is remeasured or reduced, in order to take into consideration the more or less favourable prospects for recording a taxable profit enabling the Group to use these deferred tax assets. In order to measure the probability of generating a taxable profit, the Group takes into consideration past results from prior years, forecasts of future results, non-recurring items that would not be renewable in future, and the fiscal strategy. Accordingly, the assessment of the Group's capacity to use the tax loss carryforwards largely relies on judgement. If the Group's actual future results are considerably different from those that were forecast, the Group will be obliged to revise the carrying amount of the deferred tax assets upwards or downwards, which could have a significant effect on the balance sheet and profit.

In accordance with IAS 12, the CVAE component that qualifies as an income tax led to the calculation of a net deferred tax expense.

The basis for calculating deferred taxes consists of the carrying amount of the depreciable assets (excluding residual value) that will be recovered by future taxable profits.

Land, the carrying amount of which, in accordance with interpretation SIC 21, is considered recovered through disposal, is excluded from the basis for calculating deferred taxes relating to the CVAE, since income through the disposal of assets is not subject to CVAE.

With regard to intangible assets with an indefinite useful life that are not amortised, the Group considered it appropriate, given the similarity, to apply the same method as for land.

The deferred tax assets and liabilities are calculated on the basis of the tax rates expected to prevail in the year in which the asset will be used or the liability settled and on the basis of the tax rates (and tax regulations) that were in force at the reporting date. These estimates are reviewed at each reporting date on the basis of the trend in applicable tax rates.

Deferred tax assets and liabilities are offset, particularly in the case of tax consolidation, when there is a legally enforceable right to offset the tax assets and liabilities and where the assets and liabilities relate to the same entity or to various entities that intend to either settle the tax assets and liabilities for their net amount or to use the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax assets and liabilities are expected to be settled or recovered.

2.21 - Derivative financial instruments (assets and liabilities)

In order to hedge its exposure to market interest rate risk, the Group uses derivative instruments, classified as cash flow hedging instruments (interest rate swaps paying a fixed rate).

Hedging instruments are recognised on the balance sheet at their market value. The portion of profit or loss on the hedging instrument that is considered to constitute an effective hedge is recognised in equity and the ineffective portion is recognised in financial income or expenses.

They are reported in "Other non-current financial assets and liabilities"

2.22 - Basic earnings per share

Basic earnings per share

Basic earnings per share are calculated by dividing the net profit attributable to the Group by the weighted average number of outstanding shares in the year after deducting the number of treasury shares (110,364,389 shares).

Diluted earnings per share

There is no established instrument providing deferred access to the capital of Ramsay Santé. As a result, there is no diluting effect on the net profit.

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 sale and not continued use. For this to be the case, the asset must be available for immediate sale and its sale must be highly likely. These assets or groups of assets and associated liabilities are classified under “assets classified as 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 carrying amount and estimated sale price less costs to sell.

The income and expenses in relation to an entity being discontinued are included in the consolidated financial statements until the date on which the parent company ceases to hold control over it. This presentation relates to assets that do not qualify as discontinued operations.

As at 30 June 2020, there are no assets held for sale.

2.24 - Share-based payments

No share-based payments were made for the Ramsay Santé Group.

2.25 - Investment subsidies

The Ramsay Santé Group receives public investment subsidies.

They are recognised as a deduction to the carrying amount of the asses they have financed and follow the same depreciation or amortisation plan.

2.26 - Competitiveness and Employment Tax Credit (CICE)

The CICE tax credit, which aims to encourage corporate competitiveness, was created in accordance with Article 66 of the Amending Finance Act for 2012. The Finance Act for 2018 provides that, as of 1 January 2019, the CICE will be transformed into a reduction in employers' contributions.

At 30 June 2019 the CICE tax credit was presented as a reduction in staff costs.

No competitiveness and employment tax credit (CICE) was recorded in the accounts at 30 June 2020.

3. - CHANGES IN THE SCOPE OF CONSOLIDATION

The main subsidiaries included in the scope of consolidation at 30 June 2020 are listed in Note 10.

3.1.- Main changes in the scope of consolidation

The number of consolidated entities included in the scope of consolidation is as follows:

Consolidation method	30-06-2019	Acquisitions Establishments	Change in method	Sales / Mergers / Liquidations	30-06-2020
Full consolidation	370	9	--	(4)	375
Equity method	2	--	--	--	2
TOTAL	**372**	**9**	**--**	**(4)**	**377**

3.1.1. - *Acquisitions / establishments*

The Group established and acquired the following entities during FY 2019-2020:

- SAS Imagerie Blomet (established on 20 June 2019);
- SCI Pen An Dalar (established on 30 August 2019);
- SCI Saint-Michel (established on 30 September 2019);
- SCI de Fontainieu (established on 30 September 2019);
- SCI La Rochelle (established on 25 October 2019);
- SCI du Plateau Val Notre Dame (established on 29 November 2019);
- SCI Saint-Victor Immobilier (acquired on 30 December 2019);
- Volvat Øye Holding AS (acquired on 2 January 2020);
- Argus Syn AS (acquired on 2 January 2020).

The impact of acquisitions on the consolidated balance sheet is as follows:

Net assets (in millions of euros)	Carrying amount
Intangible assets	--
Tangible assets	7.3
Other non-current financial assets	--
Deferred tax assets	--
Total non-current assets	7.3
Receivables, inventories and other current assets	(2.3)
Other current non-cash financial assets	--
Cash	--
Total current assets	(2.3)
Financial debt	--
Provisions and other non-current liabilities	--
Deferred tax liabilities	--
Total non-current liabilities	--
Current financial debt and derivatives	--
Other current liabilities	--
Total current liabilities	--
Goodwill	2.2

3.1.1.1. *Acquisition of Capio*

A detailed description of the acquisition of the Capio Group, which took place on 7 November 2018, was presented in the notes to the consolidated financial statements at 30 June 2019.

In accordance with IFRS 3, and prior to 7 November 2019, an adjustment to the value of the assets and liabilities recognised on acquisition led to an increase in goodwill of EUR 49 million. Goodwill amounted to EUR 950 million at 30 June 2020, compared to the provisional goodwill of EUR 901 million calculated at 30 June 2019.

The fair value measurement of the assets acquired and liabilities assumed was carried out by management with the support of an independent expert within the required time limits and was completed during the period. The final opening balance sheet of Capio is presented below:

Capio opening balance sheet (in millions of euros)	Carrying amount
Intangible assets	244.4
Tangible assets	201.3
Other non-current financial assets	16.9
Deferred tax assets	93.9
Total non-current assets	***556.4***
Receivables, inventories and other current assets	267.4
Other current non-cash financial assets	6.0
Cash	6.4
Total current assets	***279.8***
Financial debt	318.8
Provisions and other non-current liabilities	55.7
Deferred tax liabilities	57.5
Total non-current liabilities	***432.0***
Current financial debt and derivatives	149.1
Other current liabilities	473.0
Total current liabilities	***622.1***
Goodwill	950.0

The goodwill relating to the acquisition of Capio was allocated to the CGUs of Nouvelle Aquitaine, Bourgogne-Franche Comté, Ile de France, Auvergne-Rhône Alpes, Occitanie, Head Office and Nordics at 30 June 2020.

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

Cash flows (in millions of euros)			Impact of additions to scope	Impact of exclusions from scope
Price of acquisition of the entities	(A)		23.7	--
Of which disbursed	(B)		(23.7)	--
Debt contracted	(C) = (A) - (B)		--	--
Cash inflow	(D)		--	--
Treasury shares	(E)		--	--
Impact of additions to the scope of consolidation	**(F) = (D) + (E) + (B)**	SCF	**(23.7)**	**--**
Net financial debt of new additions, non-cash	(G)		0.1	--
Impact of additions to scope on financial debt	**(H) = (G) - (F)**		**23.8**	**--**
Cost of sale of the entities	(a)		--	1.1
Of which collected	(b)		--	1.1
Receivable recorded	(c) = (a) - (b)		--	--
Cash outflow	(d)		--	--
Impact of exclusions from the scope of consolidation	**(e) = + (b) - (d)**	**SCF**	**--**	**1.1**
Net financial debt of exclusions from scope, non-cash	(f)		--	--
Impact of exclusions from scope on financial debt	**(g) = (f) - (e)**		**--**	**(1.1)**
Effect of additions to / exclusions from scope of consolidation	**(G) + (f)**	SCF	**--**	**0.1**
Ramsay Générale de Santé treasury shares			--	--
Impact of exchange rate fluctuations			--	(3.8)
Trust term deposit account			--	5.3
Other			--	(0.7)
EFFECTS OF SCOPE OF CONSOLIDATION AND OTHER MOVEMENTS		**SCF**	**--**	**0.9**

4. - OPERATING SEGMENTS

At 30 June 2020, the Group's business activities were organised into 13 operating segments.

- Nouvelle Aquitaine, Bourgogne-Franche Comté, Brittany, Centre-Val de Loire, Hauts de France, Normandy, Provence Alpes Côte d'Azur, Ile 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 they require to develop, based on certain operating performance indicators (Gross operating surplus and ROE) and operating cash flows (WCR and capex).

The Ramsay Santé Group presents information relating to six geographical areas (France, Italy, Sweden, Norway, Denmark and Germany).

4.1 - Consolidated profit and loss accounts and operating balance sheets

4.1.1 - *Comparison June 2020 / June 2019 – comparable data*

In order to reflect the impact of the disposal of the entities to June 2020 (see Chapter 1, Foreword: Significant events during the year), the Group has prepared a comparison between June 2020 and June 2019, separating the non-core activities and the disposal or disposed of assets under "other activities".

Consolidated income statement – from 1 July 2019 to 30 June 2020										
(in millions of euros)	**Ile de France**	**Auvergne Rhône Alpes**	**Nord Pas de Calais Picardie**	**PACA**	**Bourgogne Franche Comté**	**Other regions (1)**	**Other activities (2)**	**Italy**	**Nordics**	**TOTAL**
Revenue from third parties	932.7	508.1	352.8	155.5	99.2	545.1	53.0	18.1	1,081.7	3,746.2
REVENUE	**932.7**	**508.1**	**352.8**	**155.5**	**99.2**	**545.1**	**53.0**	**18.1**	**1,081.7**	**3,746.2**
Operating expenses excluding depreciation and amortisation	(783.0)	(438.4)	(291.9)	(136.2)	(86.7)	(406.7)	(45.5)	(19.4)	(991.6)	(3,199.4)
Gross Operating Surplus	**149.7**	**69.7**	**60.9**	**19.3**	**12.5**	**138.4**	**7.5**	**(1.3)**	**90.1**	**546.8**
Depreciation and amortisation	(100.8)	(44.1)	(36.6)	(16.4)	(8.0)	(65.4)	(6.6)	(0.7)	(83.5)	(362.1)
Current operating profit	**48.9**	**25.6**	**24.3**	**2.9**	**4.5**	**73.0**	**0.9**	**(2.0)**	**6.6**	**184.7**
Restructuring costs	(1.0)	(0.2)	(0.5)	(0.9)	(0.3)	(3.8)	0.9	--	(2.4)	(8.2)
Profit from the management of property and financial assets	(1.4)	(0.1)	--	1.0	(0.2)	(0.1)	0.5	--	--	(0.3)
Impairment losses on goodwill	--	--	--	--	--	--	--	--	--	--
Other non-current income and expenses	**(2.4)**	**(0.3)**	**(0.5)**	**0.1**	**(0.5)**	**(3.9)**	**1.4**	**--**	**(2.4)**	**(8.5)**
Operating profit	**46.5**	**25.3**	**23.8**	**3.0**	**4.0**	**69.1**	**2.3**	**(2.0)**	**4.2**	**176.2**
Cost of gross financial debt (unallocated)	--	--	--	--	--	--	--	--	--	(59.2)
Income from cash and cash equivalents (unallocated)	--	--	--	--	--	--	--	--	--	0.6
Cost of net financial debt	--	--	--	--	--	--	--	--	--	**(58.6)**
Other financial income (unallocated)	--	--	--	--	--	--	--	--	--	6.3
Other financial expenses (unallocated)	--	--	--	--	--	--	--	--	--	(7.1)
Other financial income and expenses	--	--	--	--	--	--	--	--	--	**(0.8)**
Income tax (unallocated)	--	--	--	--	--	--	--	--	--	(27.1)
NET PROFIT	**--**	**--**	**--**	**--**	**--**	**--**	**--**	**--**	**--**	**18.1**
Of which: Net profit attributable to the Group	--	--	--	--	--	--	--	--	--	*13.4*
Of which non-controlling interests	--	--	--	--	--	--	--	--	--	*4.7*

(1) The item "Other regions" combines six segments (Aquitaine-Limousin Poitou Charente, Brittany, Centre-Val de Loire, Normandy, Languedoc– Roussillon – Midi Pyrénées and Head Office). At 30 June 2020, these regions represented 14.6% of the Group's revenue and 39.5% of its ROE.
(2) The item "Other activities" corresponds to non-core activities.

Consolidated balance sheet at 30 June 2020											
(in millions of euros)		**Ile de France**	**Auvergne Rhône Alpes**	**Nord Pas de Calais Picardie**	**PACA**	**Bourgogne Franche Comté**	**Other regions (1)**	**Other activities**	**Italy**	**Nordics**	**TOTAL**
Net operating assets	(1)	780.4	203.5	198.5	50.6	19.6	279.7	100.0	8.8	893.3	2,534.4
Deferred tax assets		11.6	8.5	7.8	2.8	1.7	77.2	3.1	--	(21.3)	91.4
Right of use		557.9	397.2	258.1	110.3	73.9	481.9	26.5	--	201.0	2,106.8
Unallocated assets	(2)	--	--	--	--	--	--	--	--	--	637.4
Segment liabilities	(3)	41.4	35.1	19.6	12.3	10.2	174.0	34.6	2.8	54.6	384.6
Deferred tax liabilities		30.1	6.1	8.4	2.5	1.7	7.5	0.2	--	(26.8)	29.7
Lease liabilities		548.0	383.6	261.7	112.3	71.4	551.0	26.9	--	208.6	2,163.5
Unallocated liabilities	(4)	--	--	--	--	--	--	--	--	--	1,755.3
Net industrial investments	(5)	(51.1)	(14.9)	(8.0)	(24.3)	(2.9)	(33.3)	(0.6)	(0.8)	(28.2)	(164.1)

(1) Net operating assets relate to the sum of goodwill, intangible assets, property, plant and equipment, business-related working capital requirements, and net current tax.
(2) Unallocated assets relate to the sum of the investments in associates, other non-current financial assets, cash and cash equivalents and current financial assets.
(3) Segment liabilities relate to the sum of the provisions for retirement, non-current provisions, other non-current liabilities and current provisions.
(4) Unallocated liabilities related to the sum of borrowings and financial debt, current financial debt and bank overdrafts.
(5) Net industrial investments relate to the cash outflows linked to acquisitions and disposals of property, plant and equipment and intangible assets (including finance leases).
(6) The item "Other regions" combines six segments (Aquitaine-Limousin Poitou Charente, Brittany, Centre-Val de Loire, Normandy, Languedoc– Roussillon – Midi Pyrénées and Head Office). At 30 June 2020, these regions represented 2.9% of the Group's net operating assets.
(7) The item "Other activities" corresponds to non-core activities.

Consolidated income statement – from 1 July 2018 to 30 June 2019										
(in millions of euros)	**Ile de France**	**Auvergne Rhône Alpes**	**Nord Pas de Calais Picardie**	**PACA**	**Bourgogne Franche Comté**	**Other regions (1)**	**Other activities (2)**	**Italy**	**Capio**	**TOTAL**
Revenue from third parties	942.3	384.8	376.9	159.3	107.6	305.0	0.0	24.3	1,100.9	3,401.1
REVENUE	**942.3**	**384.8**	**376.9**	**159.3**	**107.6**	**305.0**	**0.0**	**24.3**	**1,100.9**	**3,401.1**
Operating expenses excluding depreciation and amortisation	(845.2)	(351.8)	(339.9)	(150.9)	(101.9)	(223.3)	(0.7)	(20.9)	(1,035.7)	(3,070.3)
Gross Operating Surplus	**97.1**	**33.0**	**37.0**	**8.4**	**5.7**	**81.7**	**(0.7)**	**3.4**	**65.2**	**330.8**
Depreciation and amortisation	(58.9)	(17.5)	(19.3)	(11.4)	(5.7)	(18.5)	(0.1)	(0.7)	(41.8)	(173.9)
Current operating profit	**38.2**	**15.5**	**17.7**	**(3.0)**	**0.0**	**63.2**	**(0.8)**	**2.7**	**23.4**	**156.9**
Restructuring costs	(1.9)	(0.4)	(0.6)	(3.8)	(0.7)	(33.3)	(0.1)	0.0	(4.1)	(44.9)
Profit from the management of property and financial assets	(0.4)	1.8	2.0	(0.2)	0.1	(0.4)	3.9	--	--	6.8
Impairment losses on goodwill	--	--	--	--	--	--	--	--	--	--
Other non-current income and expenses	**(2.3)**	**1.4**	**1.4**	**(4.0)**	**(0.6)**	**(33.7)**	**3.8**	**0.0**	**(4.1)**	**(38.1)**
Operating profit	**35.9**	**16.9**	**19.1**	**(7.0)**	**(0.6)**	**29.5**	**3.0**	**2.7**	**19.3**	**118.8**
Cost of gross financial debt (unallocated)	--	--	--	--	--	--	--	--	--	(67.4)
Income from cash and cash equivalents (unallocated)	--	--	--	--	--	--	--	--	--	0.5
Cost of net financial debt	--	--	--	--	--	--	--	--	--	**(66.9)**
Other financial income (unallocated)	--	--	--	--	--	--	--	--	--	2.3
Other financial expenses (unallocated)	--	--	--	--	--	--	--	--	--	(5.9)
Other financial income and expenses	--	--	--	--	--	--	--	--	--	**(3.6)**
Income tax (unallocated)	--	--	--	--	--	--	--	--	--	(33.0)
NET PROFIT	**--**	**--**	**--**	**--**	**--**	**--**	**--**	**--**	**--**	**15.3**
Of which: Net profit attributable to the Group	--	--	--	--	--	--	--	--	--	*8.2*
Of which non-controlling interests	--	--	--	--	--	--	--	--	--	*7.1*

(1) The item “Other regions” combines six segments (Aquitaine-Limousin Poitou Charente, Brittany, Centre-Val de Loire, Normandy, Languedoc– Roussillon – Midi Pyrénées and Head Office). At 30 June 2019, these regions represented 9.0% of the Group's revenue and 40.3% of its ROE.
(2) The item “Other activities” corresponds to non-core activities.

Consolidated balance sheet at 30 June 2019											
(in millions of euros)		**Ile de France**	**Auvergne Rhône Alpes**	**Nord Pas de Calais Picardie**	**PACA**	**Bourgogne Franche Comté**	**Other regions (1)**	**Other activities**	**Italy**	**Capio**	**TOTAL**
Net operating assets	(1)	861.6	237.0	257.9	60.9	67.7	90.5	4.1	11.6	1,284.5	2,875.8
Deferred tax assets		9.4	5.9	7.7	3.0	3.1	34.6	0.3	--	82.3	146.3
Unallocated assets	(2)	--	--	--	--	--	--	--	--	--	76.5
Segment liabilities	(3)	47.3	23.9	23.5	15.5	10.9	69.0	4.6	1.6	133.7	330.0
Deferred tax liabilities		30.5	5.2	8.3	2.6	1.7	7.6	0.1	--	56.6	112.6
Unallocated liabilities	(4)	--	--	--	--	--	--	--	--	--	1,617.5
Net industrial investments	(5)	(62.6)	(13.9)	(21.5)	(25.8)	(2.6)	(32.7)	7.7	(0.8)	(45.6)	(197.8)

(1) Net operating assets relate to the sum of goodwill, intangible assets, property, plant and equipment, business-related working capital requirements, and net current tax.
(2) Unallocated assets relate to the sum of the investments in associates, other non-current financial assets, cash and cash equivalents and current financial assets.
(3) Segment liabilities relate to the sum of the provisions for retirement, non-current provisions, other non-current liabilities and current provisions.
(4) Unallocated liabilities related to the sum of borrowings and financial debt, current financial debt and bank overdrafts.
(5) Net industrial investments relate to the cash outflows linked to acquisitions and disposals of property, plant and equipment and intangible assets (including finance leases).
(6) The item “Other regions” combines six segments (Aquitaine-Limousin Poitou Charente, Brittany, Centre-Val de Loire, Normandy, Languedoc– Roussillon – Midi Pyrénées and Head Office). At 30 June 2019, these regions represented 2.9% of the Group's net operating assets.
(7) The item “Other activities” corresponds to non-core activities.

4.2 - Information on geographical areas

Revenue (in millions of euros)	from 1 July 2018 to 30 June 2019	%	from 1 July 2019 to 30 June 2020	%
France	2,658.3	78.2%	2,646.4	70.7%
Sweden	552.4	16.2%	851.6	22.7%
Norway	52.1	1.5%	76.8	2.0%
Denmark	33.9	1.0%	45.2	1.2%
Germany	80.1	2.4%	108.1	2.9%
Italy	24.3	0.7%	18.1	0.5%
TOTAL	**3,401.1**	**100.0%**	**3,746.2**	**100.0%**

Revenue by geographical area takes into account all the activities of the year including those disposed of during the year.

5. - NOTES ON THE MAIN ITEMS IN THE INCOME STATEMENT

5.1 - Operating profit

5.1.1 - *Staff costs*

(in millions of euros)		from 1 July 2018 to 30 June 2019	from 1 July 2019 to 30 June 2020
Wages and salaries		(1,195.0)	(1,495.5)
Social security contributions		(444.2)	(470.2)
Retirement bonuses		2.3	2.9
Incentives		(5.4)	(4.4)
Profit-sharing		(7.5)	(8.9)
Temporary		(7.9)	(12.9)
Other		(3.0)	(2.1)
CICE		12.8	--
TOTAL	CR	**(1,647.9)**	**(1,991.1)**

5.1.2 - *Other operating income and expenses*

(in millions of euros)		from 1 July 2018 to 30 June 2019	from 1 July 2019 to 30 June 2020
Other operating expenses		(443.8)	(519.0)
Other operating income		35.2	245.8
TOTAL	CR	**(408.6)**	**(273.2)**

Other operating expenses mainly comprise hotel subcontracting costs (catering, cleaning, etc.), maintenance and servicing costs, fees and insurance.

Other operating income mainly comprises operating subsidies, reclassification of expenses, cost transfers and reversals of provisions without cash impact in relation to maintenance, servicing, fees and insurance expenses. At 30 June 2020, other operating income included EUR 136.7 million related to the financing guarantee, as explained in note 1.1 “Health crisis linked to the COVID 19 pandemic - b) Financing guarantee”.

5.1.3 - *Rents*

(in millions of euros)		from 1 July 2018 to 30 June 2019	from 1 July 2019 to 30 June 2020
Property rentals (operating leases)		(230.1)	(58.7)
Equipment rentals (operating leases)		(30.0)	(30.7)
TOTAL	CR	**(260.1)**	**(89.4)**

The balance of the residual lease amount at 30 June 2020 is explained in Note 2.1.1.2 Impacts of the implementation of IFRS16.

5.1.4 - *Other non-current income and expenses*

(in millions of euros)	NOTE	from 1 July 2018 to 30 June 2019	from 1 July 2019 to 30 June 2020
Restructuring expenses		(44.0)	(40.9)
Mermoz litigation		--	77.4
Changes in provisions		0.2	(45.3)
of which the Mermoz litigation		--	*(77.4)*
Non-current impairment of tangible and intangible fixed assets		(0.8)	--
Other expenses/income		(0.3)	0.5
Total restructuring costs		**(44.9)**	**(8.3)**
Other gains or losses on property sales		--	--
Capital gain on disposal of shares in SCI Garibaldi - SCI Zander - SA Exp. Aix. Médicale		1.8	--
Capital gain on disposal of Val de Lys shares (change from ME to IG)		2.0	--
Capital gain on disposal of “Immeuble Dijonnais”		4.5	--
Capital gain on sale of Freschines building		0.5	--
Capital gain on the sale of Jeanne d'Arc (Gien)		--	0.5
Capital gain on sale of the Rosemond business		--	1.0
Removal of assets of Clinique Ange Gardien due to a fire		--	(0.5)
Capital gain on sale of the Annemasse site		--	0.2
Sale of fixed assets of HP Versailles		--	(0.8)
Other gains or losses on disposals of companies		(2.0)	--
Total profit from the management of property and financial assets		**6.8**	**(0.2)**
Impairment of goodwill		--	--
TOTAL	CR	**(38.1)**	**(8.5)**
Impact on the statement of cash flows (other non-current income and expenses paid)	SCF	**(44.0)**	**(40.9)**
Impact on the statement of cash flows (disposal of entities)	SCF	**65.2**(1)	**1.1**(1)

(1) see paragraph 3.2.

The detail of the restructuring costs is as follows:

(in millions of euros)	NOTE	from 1 July 2018 to 30 June 2019	from 1 July 2019 to 30 June 2020
Impact of groupings		(0.6)	--
Transfer of the business activities of Clinique Jeanne d'Arc		(15.2)	--
Acquisition costs		(18.5)	--
Restructuring and other costs		(10.6)	(8.3)
Total restructuring costs		**(44.9)**	**(8.3)**

5.2 - Cost of net financial debt

(in millions of euros)	NOTE	from 1 July 2018 to 30 June 2019	from 1 July 2019 to 30 June 2020
Income from interest generated by cash and cash equivalents		0.5	0.6
Gain or loss on disposal of cash equivalents		--	--
Result of interest rate and foreign exchange hedges on cash		--	--
Subtotal: Income from cash and cash equivalents		*0.5*	*0.6*
Interest on bank borrowings and other financial debt		(59.5)	(54.3)
Interest on property financed under finance leases		(2.8)	--
Interest on equipment financed under finance leases		(0.5)	--
Expenses on interest rate hedges		(4.6)	(4.9)
Subtotal: Cost of gross financial debt		*(67.4)*	*(59.2)*
Interest on equipment financed under finance leases		--	(3.8)
Interest on equipment financed under operating leases		--	(67.8)
Subtotal: Financial interest related to lease debt		*--*	*(71.6)*
TOTAL COST OF NET FINANCIAL DEBT	SCF/CR	**(66.9)**	**(130.2)**

At 30 June 2020, the average interest rate on net financial debt was approximately 3.03%.

At 30 June 2020, the Group no longer had a maintenance covenant.

5.3 - Other financial income and expenses

(in millions of euros)	NOTE	from 1 July 2018 to 30 June 2019	from 1 July 2019 to 30 June 2020
Dividends	SCF	0.4	0.5
Capitalised borrowing costs		--	--
Change in fair value of financial instruments		1.9	4.9
Other financial income		--	0.9
Subtotal: Other financial income		*2.3*	*6.3*
New debt issuance costs		(4.8)	(5.4)
Discounting costs		(0.9)	(1.4)
Other financial expenses		(0.2)	(0.3)
Subtotal: Other financial expenses		*(5.9)*	*(7.1)*
Total: Other financial income and expenses	CR	**(3.6)**	**(0.8)**

5.4 - Income tax

5.4.1 - *Detail of net tax expense*

- Tax regime for groups of companies

At 30 June 2020, Ramsay Générale de Santé SA was the lead company of a tax consolidation group consisting of 190 subsidiary members (including the parent company).

An agreement between the parent company and each subsidiary member formalises the methods for distributing additional tax benefits or expenses arising from the tax consolidation regime.

The entities of the Capio France Group joined the scope of tax consolidation as of 1 January 2020.

The main methods are the following:

The Member Company pays the Parent Company, as a contribution to the payment of the Group's corporation tax and any additional contributions to corporation tax, regardless of the actual amount of these taxes, a sum equal to that which would have been paid on its profit or long-term gain for the year had it filed separate tax returns, net of the allocation rights to which the Member Company would have been entitled in the absence of tax consolidation.

The tax benefits used by the Group, relating to losses, are recognised in the Parent Company's income statement.

- Detail of income tax expense

(in millions of euros)	Note	from 1 July 2018 to 30 June 2019	from 1 July 2019 to 30 June 2020
Tax expense payable in the period (standard rate) [(1)]		(12.0)	(5.8)
CVAE		(24.0)	(28.3)
Adjustment for current tax from prior periods		0.1	--
Tax credit		0.7	0.5
Use of tax loss carryforwards		--	--
Current taxes		**(35.2)**	**(33.6)**
Deferred taxes	5.4.4	2.2	6.1
Income tax	CR	**(33.0)**	**(27.1)**

[(1)] including cash flows relating to provisions

5.4.2 - *Current tax assets and liabilities*

(in millions of euros)	NOTE	30 June 2019	CHANGES related to operations	CHANGES other changes	30 June 2020
Current tax assets (I)	B	11.8	(2.8)	3.3	12.3
Current tax liabilities (II)	B	14.8	30.8	(25.6)	20.0
Change in current tax assets and liabilities (III) = (I) - (II)		**(3.0)**	**(33.6)**	**28.9**	**(7.7)**
Change in tax provision (IV)	6.9	--			--
Total current tax expense (V)		**(35.2)**			**(33.6)**
Income taxes paid during the year =	SCF	**(28.0)**			**(39.9)**

Tax assets relate to tax instalments paid and not offset against the tax payable. These assets mainly concern companies that are not consolidated for tax purposes.

Tax liabilities relate to income tax yet to be paid.

5.4.3 - *Effective tax rate*

- Detail of the tax expense excluding CVAE (amount of current and deferred taxes)

The detail of the difference between the income tax rate and the Group's effective tax rate is as follows:

% of net profit before tax	from 1 July 2018 to 30 June 2019		from 1 July 2019 to 30 June 2020	
	Value	*Rate*	Value	*Rate*
Standard French tax rate	8.4	*34.43%*	5.9	*34.43%*
Effect of tax rates other than the standard rate	(2.3)	*(9.49)%*	9.5	*55.25%*
Deferred tax asset not recognised in tax loss for the year	3.2	*13.16%*	3.3	*19.37%*
Permanent differences(2)	4.7	*19.46%*	(25.3)(2)	*(147.00)%*
Other	(5.0)	*(20.49)%(1)*	5.6	*32.81%*
Group tax and effective tax rate	**9.0**	***37.07%***	**(0.9)**	***(5.43)%***

(1) Including (17.16) for deferred tax on local depreciation following the exercise of the HPA3 lease option.
(2) The permanent differences are mainly made up of non-deductible internal provisions on equity investments for EUR 24 million

For the financial year, the tax amount excluding CVAE (including the deferred tax charge) is an income of EUR 0.9 million.

5.4.4 - *Detail of deferred tax assets and liabilities*

Detail of the deferred tax assets and liabilities for each category of temporary difference and tax loss.

(in millions of euros)	NET DEFERRED TAXES			
	from 1 July 2018 to 30 June 2019	Income tax	Other changes(1)	from 1 July 2019 to 30 June 2020
Provisions for retirement	22.7	2	4.2	28.9
Leases	(8.6)	6.3	3.6	1.3
Valuation differences	(29.0)	8.7	(2.5)	(22.8)
Difference between tax/accounting depreciation periods	(12.7)	0.7	(0.1)	(12.1)
Recognition of tax loss carryforwards for the year	8.3	(4.3)	--	4.0
Fair value of financial instruments	5.1	(1)	1.8	5.9
Others (1)	47.9	(6.3)	14.8	56.4
TOTAL	**33.7**	**6.1**	**21.6**	**61.7**

(in millions of euros)	Note	NET DEFERRED TAXES			
		from 1 July 2018 to 30 June 2019	Income tax	Other changes(1)	from 1 July 2019 to 30 June 2020
Deferred tax assets	B	146.3	1.3	(56.3)	91.4
Deferred tax liabilities	B	(112.6)	5.0	77.9	29.7
TOTAL		**33.7**	**6.3**	**21.6**	**61.7**
IMPACT ON INCOME STATEMENT	5.4.1	**6.3**			

(1) The change in income from other items mainly concerns provisions for onerous contracts for EUR 8 million.

5.4.5 - *Unrecognised deferred taxes*

- Tax loss carryforwards and available tax credits

	from 1 July 2018 to 30 June 2019		from 1 July 2019 to 30 June 2020	
	Base	Potential tax savings (a)	Base	Potential tax savings (b)
Tax losses that can be carried forward indefinitely.	**78.2**	**24.4**	**76.0**	**23.7**
Unrecognised deferred tax assets	52.6	16.1	54.0	19.7
Recognised deferred tax assets	**25.6**	**8.3**	**20.0**	**4.0**

(a) Tax rate applied: 33.51% and 25.83%
(b) Tax rate applied: 33.51% - 32.02% - 25.83% - 21.4%

5.4.6 - *Tax on income and expenses recognised directly in equity*

(in millions of euros)	from 1 July 2018 to 30 June 2019	from 1 July 2019 to 30 June 2020
Deferred taxes:		
- on actuarial gains and losses relating to obligations for retirement bonuses	11.3	1.2
- on changes in fair value of hedging instruments	0.5	1.4
Tax on income and expenses recognised directly in equity	**11.8**	**2.6**

5.5 - Basic earnings per share

	from 1 July 2018 to 30 June 2019	from 1 July 2019 to 30 June 2020
Net profit attributable to the Group (in millions of euros)	**8.2**	**13.4**
Weighted number of shares during the year (including treasury shares)	84,565,244	110,389,690
Number of treasury shares	25,301	25,301
Weighted number of shares during the year	84,539,943	110,364,389
Basic earnings per share (in euros)	**0.10**	**0.12**
Dilutive effect of option plan	--	--
Weighted number of shares during the year, taking the dilutive effect into account	84,539,943	110,364,389
Diluted earnings per share (in euros)	**0.10**	**0.12**

6. - NOTES ON THE MAIN BALANCE SHEET ITEMS

6.1 - Goodwill

(in millions of euros)	Note	30-06-2019	30-06-2020
GROSS AMOUNT			
Opening balance	B	**828.0**	**1,748.4**
Additions to the scope of consolidation	3.1.1	981.0	10.8
Exclusions from the scope of consolidation	3.1.2	(60.6)	(0.9)
Finalisation of Capio PPA			53.9
Changes in ownership interest		--	--
Assets held for sale		--	--
Translation differences		--	(1.5)
Other		--	(0.4)
Closing balance	B	**1,748.4**	**1,810.3**

Accumulated impairment losses

Goodwill gave rise to the following impairment losses with the following assumptions:

	30-06-2019	30-06-2020	
		France	"Nordics"
Pre-tax discount rate	7.89%	7.94%	7.16%
Perpetual growth rate	1.00%	1.00%	2.00%

Impairment tests carried out on the basis of the net assets as of April 2020 did not find any impairment of goodwill. There were no significant changes in the assets tested between 30 April 2020 and 30 June 2020. In 2020, tests carried out did not lead to any impairment of goodwill.

(in millions of euros)	Note	30-06-2019	30-06-2020
Opening balance	B	**(73.6)**	**(73.6)**
Impairment losses recognised during the period		--	--
Other movements		--	(1.2)
Closing balance	B	**(73.6)**	**(74.8)**
CARRYING AMOUNT			
At beginning of period	B	**754.4**	**1,674.8**
At end of period	B	**1,674.8**	**1,735.5**

The net goodwill allocated to the cash-generating units is presented as follows:

(in millions of euros)	Note	30-06-2019	30-06-2020
Nouvelle Aquitaine		--	103.5
Bourgogne- Franche Comté		11.0	49.2
Brittany		--	1.6
Centre Val de Loire		--	0
Haut de France		161.7	163.9
Normandy		--	4.5
PACA		--	0
IDF		475.0	532.2
Auvergne-Rhône Alpes...		105.4	153.6
Occitanie		--	62.8
Italy..		--	0
Head office		--	0.5
Capio		901.2	--
“Nordics”		--	663.6
Other regions		20.5	--
Total		**1,674.8**	**1,735.5**

Sensitivity of the recoverable amount of the cash-generating units to the assumptions used.

The sensitivities to the main changes in assumptions are as follows: A 0.5% increase in the discount rate would give rise to a EUR 290.4 million reduction in the recoverable amount, without requiring the recognition of impairment for any of the CGUs. A 0.5% decrease in the perpetual growth rate would give rise to a EUR 195.8 million reduction in the recoverable amount, without requiring the recognition of impairment for any of the CGUs. If these two factors are combined, the recoverable amount would be reduced by EUR 456.8, without requiring the recognition of impairment for any of the CGUs.

6.2 - Other intangible assets

(in millions of euros)	NOTE	Gross					Amortisation				Carrying amount	
		30 June 2019	Acquisition	Disposal	Other Movements	30 June 2020	30 June 2019	Provision/Reversal	Other Movements	30 June 2020	30 June 2019	30 June 2020
Software and other intangible assets...............................	B	403.0	14.4	(7.1)	(7.7)	402.6	(139.5)	(21.2)	3.6	(157.1)	263.5	245.5
Of which under finance leases:												
Software and other intangible assets...............................		3.4					--	--	--	--	3.4	

6.3 - Property, plant and equipment

(in millions of euros)	NOTE	Gross					Amortisation					Carrying amount	
		30 June 2019	Acquisition	Disposal/ Transfer	Other Movements[(1)]	30 June 2020	30 June 2019	Provisions	Disposal/ / Reversal/ Transfer	Other Movements[(1)]	30 June 2020	30 June 2019	30 June 2020
Land		139.3	6.6	(1.4)	(41.8)	102.8	(24.0)	(0.2)	0.2	18.5	(5.5)	115.3	97.3
Buildings..		1,346.0	46.7	(27.0)	(169.5)	1,196.2	(769.1)	(56.3)	28.0	70.3	(727.1)	576.9	469.1
Construction in progress		35.8	22.5	(0.5)	(8.6)	49.1	--	--	--	--	--	35.8	49.1
Technical facilities, equipment, tools		1,141.3	58.9	(25.1)	(249.9)	925.3	(864.9)	(61.5)	25.0	149.2	(752.2)	276.4	173.1
Other		412.3	24.5	(4.6)	45.4	477.7	(309.6)	(26.4)	2.7	(38.3)	(371.5)	102.7	106.2
TOTAL	B	**3,074.7**	**159.2**	**(58.5)**	**(424.4)**	**2,751.2**	**(1,967.6)**	**(144.3)**	**55.9**	**199.7**	**(1,856.3)**	**1,107.1**	**894.9**
Of which assets under finance leases:													
- Land and buildings....................................		154.7	--	--	(154.7)	--	(27.6)	--	--	27.6	--	127.1	--
- Equipment..		133.9	--	--	(133.9)	--	(65.6)	--	--	65.6	--	68.3	--
Assets held for sale	B	**0.0**					**0.0**					**3.8**	
Acquisitions of intangible assets (note 6.2) Incorporelles (note 6.2)													
Acquisitions of property, plant and equipment Corporelles													
Disposal price reclassified as a reduction in capex													
Capex reclassified as a reduction in divestment													
Impact of subsidies received													
Impact of capitalised financial expenses..													
Impact of the change in WCR on assets...													
Impact of capitalisation of finance leases													
Impact on the statement of cash flows [(2)]	SCF												

(1) “Other movements” mainly consist of flows relating to the restatement of finance leases (IFRS 16) as right-of-use assets

6.4 - Right of use

At 30 June 2020, the right-of-use assets relate to the following asset classes:

(in millions of euros)	At 30 June 2020		
	Gross	Amortisation	Carrying amount
Software	3.4	--	3.4
Land	22.7	--	22.7
Buildings Structural works	2,177.2	(219.4)	1,957.9
Technical operating facilities	163.7	(76.1)	87.6
Fixtures and fittings – furniture	39.9	(4.7)	35.2
TOTAL	**2,406.9**	**(300.2)**	**2,106.8**

6.5 - Investments in associates

There are no significant investments consolidated using the equity method at Group level.

Company (in millions of euros)	%	30-06-2019		30-06-2020	
		Amount	Share of income	Amount	Share of income
All companies	--	0.3	--	0.3	--
TOTAL		**0.3**	**--**	**0.3**	**--**

6.6 - Other non-current financial assets and liabilities

(in millions of euros)	NOTE	30-06-2019	CHANGES		30-06-2020
			related to operations	other changes	
Equity investments		1.1	--	7.4	8.5
Deposits paid and other loans		65.4	(4.1)	4.6	65.8
Non-current financial assets		20.9	(6.3)	--	14.6
Fair value of hedging instruments		--	--	--	--
Total Other non-current financial assets (I)		**87.4**	**(10.4)**	**12.0**	**88.9**
Deposits and guarantees received		4.0	(31.2)	31.1	3.9
Other non-current liabilities		3.8	--	(0.2)	3.6
Employee profit-sharing		2.4	0.2	0.1	2.7
Fair value of hedging instruments	6.8	22.2	--	0.6	22.8
Total Other non-current liabilities (II)		**32.4**	**(31.0)**	**31.6**	**33.0**
Assets held for sale III					
CHANGE IN OTHER NON-CURRENT ASSETS AND LIABILITIES (I - II + III)		**55.0**	**20.6**	**(19.7)**	**55.9**
IMPACT ON STATEMENT OF CASH FLOWS	SCF		**(20.6)**		

Deposits paid include term accounts held by the Trust and advances under recent property leases.

6.7 - Group and non-group equity

The Ramsay Santé Group seeks to manage its equity from a long-term perspective with the aim of ensuring its sustainability, to maintain an optimal financial structure in capital cost terms, and to provide shareholder return and security for the third parties with which it carries out transactions.

6.7.1 - *Share capital*

At 30 June 2020, the capital was set at 110,389,690 shares with a nominal value of EUR 0.75 (fully paid up).

Shares	30-06-2019	30-06-2020
Number of shares at beginning of period	**75,957,095**	**110,389,690**
Share capital increase	34,432,595	--
Number of shares at end of period	**110,389,690**	**110,389,690**

6.7.2 - *Reserves*

At 30 June 2020, the consolidated reserves consisted of the legal reserve, prior years' results, and translation differences.

6.7.3 - *Income and expenses recognised directly in equity*

(in millions of euros)	30-06-2019	30-06-2020
Actuarial gains and losses on pension obligations		
Reserves at beginning of period	(4.4)	(48.3)
Change in actuarial differences	(43.9)	(4.6)
Reserves at end of period	**(48.3)**	**(52.9)**
Fair value of hedging instruments		
Reserves at beginning of period	(5.7)	(18.3)
Change in fair value	(12.6)	(4.2)
Reserves at end of period	**(18.3)**	**(22.5)**
Translation differences		
Reserves at beginning of period	(0.3)	7.7
Change in fair value	8.0	2.9
Reserves at end of period	**7.7**	**10.6**
Other		
Reserves at beginning of period	--	--
Change in fair value	--	0.6
Reserves at end of period	**--**	**0.6**

Amounts are presented net of any deferred tax impact.

6.7.4 - *Dividends*

The detail of the dividends paid in 2019 and 2020 is as follows:

	30-06-2019	30-06-2020
DISTRIBUTED DIVIDENDS		
Amount (in millions of euros)	--	--
Per share (in euros)	--	--

6.7.5 - *Non-controlling interests*

Non-controlling interests relate mainly to the holding in SCI Clinique Jouvenet and the public hospital in Centro Ortopedico Di Quadrante Spa.

6.8 - Payment in shares

At 30 June 2020, there was no longer an option to subscribe to shares.

6.9 - Net financial debt

The detail of the net financial debt, expressed in millions of euros, is as follows:

(in millions of euros)	Note	30-06-2019	30-06-2020		
		TOTAL	Non-current	Current	TOTAL
Senior debt		1,599.8	1,550.0	9.6	1,559.8
CAPEX debt		40.0	40.0	--	40.0
TRFA – Total senior debt		**1,639.8**	**1,590.0**	**9.6**	**1,599.8**
Subordinated bonds		--	--	--	--
Other loans		191.0	152.3	16.8	169.1
Loans under finance leases		214.2	--	--	--
- Of which: - finance leases on property		*115.1*	--	--	--
- finance leases on property assets		*99.1*	--	--	--
Non-current lease liability		--	1,973.8	--	1,973.8
Current lease liability		--	--	189.7	189.7
New debt issue costs		(22.1)	(11.9)	(4.8)	(16.7)
Financial liabilities related to assets held for sale		--	--	--	--
Long-term financial debt		**2,022.9**	**3,704.2**	**211.3**	**3,915.5**
Financial liabilities related to assets held for sale		--	--	--	--
Current account financial liabilities		1.8	--	3.2	3.2
Bank overdrafts		--	--	--	--
GROSS FINANCIAL DEBT (I)		**2,024.7**	**3,704.2**	**214.5**	**3,918.7**
Fair value of hedging instruments		16.4	16.9	--	16.9
Fair value of hedging instruments (II)		**16.4**	**16.9**	**--**	**16.9** (1)
Current account financial assets		(2.8)	--	(3.1)	(3.1)
Cash		(368.5)	--	(538.2)	(538.2)
Other financial assets		(27.8)	(14.6)	(6.9)	(21.5)
Ramsay Générale de Santé treasury shares (marketable securities)		(0.3)	(0.3)	--	(0.3)
FINANCIAL ASSETS (III)		**(399.4)**	**(14.9)**	**(548.2)**	**(563.1)**
NET FINANCIAL DEBT (I) + (II) + (III)	SCF	**1,641.7**	**3,706.2**	**(333.7)**	**3,372.5**
CLOSING BALANCE SHEET:					
Borrowings and financial debt (a)		1,955.3	--	--	1,730.5
Non-current lease liability (b)		--	--	--	1,973.8
Current financial debt (c)		69.4	--	--	24.8
Current lease liability (d)		--	--	--	189.7
Bank overdrafts (e)		--	--	--	--
Liabilities associated with non-current assets classified as held for sale		--	--	--	--
- Of which: financial liabilities related to non-current assets held for sale (f)		--	--	--	--
GROSS FINANCIAL DEBT A = (a) + (b) + (c) + (d) + (e) + (f)		**2,024.7**	**--**	**--**	**3,918.7**
Other non-current liabilities (g)		22.1	--	--	22.8
Deferred taxes (h)		(5.7)	--	--	(5.9)
Other net non-current liabilities (fair value of financial instruments) B = (g) + (h)		16.4	--	--	16.9
Other non-current assets (fair value of financial instruments) (i)		--	--	--	--
FINANCIAL INSTRUMENTS C = (B) – (i)		**16.4**	**--**	**--**	**16.9**
Current financial assets (j)		(9.7)	--	--	(10.0)
Non-current financial assets (k)		(20.9)	--	--	(14.6)
Cash (l)		(368.5)	--	--	(538.2)
Assets associated with non-current assets classified as held for sale (m)		--	--	--	--
Ramsay Générale de Santé treasury shares (marketable securities) (n)		(0.3)	--	--	(0.3)
FINANCIAL ASSETS D = (j) + (k) + (l) + (m) + (n)		**(399.4)**	**--**	**--**	**(563.1)**
NET FINANCIAL DEBT (A + C + D)	SCF	**1,641.7**	**--**	**--**	**3,372.5**

(1) Fair value of the hedging instruments (EUR +22.8 million less tax impact of EUR 5.9 million)

6.9.1 - *Explanatory data on changes in net debt*

(in millions of euros)	NOTE	Debt situation at 30-06-2019	New loans	Debt repayments	Change in net scope	Other	Flows from first-time adoption of IFRS16	Debt situation at 30-06-2020
Term B1A		440.0	--	(40.0)	--	--	--	400.0
Term B1B		160.0	--	--	--	--	--	160.0
Term B2		240.0	--	--	--	--	--	240.0
Term B3A		265.6	--	--	--	--	--	265.6
Term B3B		484.4	--	--	--	--	--	484.4
Capex		40.0	--	--	--	--	--	40.0
Revolving		--	--	--	--	--	--	--
Interest accrued on senior debt		9.8	--	(0.2)	--	--	--	9.6
TRFA – Total senior debt		**1,639.8**	**0.0**	**(40.2)**	**0.0**	**0.0**	**0.0**	**1,599.6**
Bond issue		--	--	--	--	--	--	--
Other loans		191.0	0.2	(23.0)	0.1	0.8	--	169.1
Loans under property finance leases		115.1	--	--	--	--	(115.1)	0.0
Loans under equipment finance leases		99.1	--	--	--	--	(99.1)	0.0
Non-current lease liability		--	121.9	(40.1)	--	(135.4)	2,027.4	1,973.8
Current lease liability		--	17.7	(138.6)	--	133.5	177.1	189.7
Capitalisation of issue expenses of new debt		(22.1)	--	--	--	5.4	--	(16.7)
Financial liabilities related to assets held for sale		--	--	--	--	--	--	--
Subtotal: Financial debt		**2,022.9**	**139.8**	**(241.9)**	**0.1**	**4.3**	**1,990.3**	**3,915.5**
Financial liabilities related to assets held for sale		--	--	--	--	--	--	--
Current account liabilities		1.8	--	1.4	--	--	--	3.2
Bank overdrafts		--	--	--	--	--	--	--
TOTAL GROSS FINANCIAL DEBT		**2,024.7**	**139.8**	**(240.5)**	**0.1**	**4.3**	**1,990.3**	**3,918.7**
Fair value of hedging instruments	6.12.4	16.4	--	--	--	0.5	--	16.9
FINANCIAL INSTRUMENTS		**16.4**	**--**	**--**	**--**	**0.5**	**--**	**16.9**
Current account assets		(2.8)	--	0.2	--	(0.5)	--	(3.1)
Cash		(368.5)	--	--	--	(169.7)	--	(538.2)
Other financial assets		(27.8)	--	--	--	6.3	--	(21.5)
Ramsay Générale de Santé treasury shares (marketable securities)		(0.3)	--	--	--	--	--	(0.3)
FINANCIAL ASSETS		**(399.4)**	**0.0**	**0.2**	**0.0**	**(163.9)**	**0.0**	**(563.1)**
TOTAL NET FINANCIAL DEBT		**1,641.7**	**139.8**	**(240.3)**	**0.1**	**(159.1)**	**1,990.3**	**3,372.5**
Impact on the statement of cash flows	SCF							

6.9.2 - *Senior debt*

On 1 October 2014, Ramsay Générale de Santé as guarantor and Compagnie Générale de Santé as borrower entered into a "senior debt" credit agreement amounting to a total of EUR 1,075 million with BNP Paribas, Crédit Agricole CIB, Natixis, Barclays and Deutsche Bank as mandated arrangers and original lenders. This senior debt facility enabled Ramsay Santé to refinance a portion of its previously existing debt and to finance the extraordinary distribution of share premiums approved by the General Meeting of 18 November 2014. The purpose of this senior debt facility is to finance the general operating needs of Group companies as well as to fund acquisitions and meet investment expenses relating to growth and reorganisation. This finance agreement was amended and extended on 11 August 2017, adding two more years to the original six years, and is now repayable in full on 3 October 2022 (See paragraph 6.12.2).

In addition, at the time of the acquisition of Capio AB in November 2018, the syndicated loan was incremented by EUR 750 million by a TLB3 facility for six years, part of which was used to acquire Capio AB shares (B3A) and the other part to repay the financing of Capio AB (B3B).

This financing consists of seven lines of credit:

Senior debt	Original lines of credit	Duration (Year)	Maturity	30 June 2020		
				Amount drawn down	Amount not drawn down	Early repayment
Term B1A facility........................	500.0	8	03/10/2022	400.0	--	100.0
Term B1B facility........................	160.0	8	03/10/2022	160.0	--	--
Term B2 facility..........................	240.0	8	03/10/2022	240.0	--	--
Revolving Credit facility	100.0	8	03/10/2022	--	100.0	--
Acquisition / Capex facility 1[(1)]	75.0	8	03/10/2022	40.0	--	--
Term B3A facility........................	265.6	6	22/10/2024	265.6	--	--
Term B3B facility........................	484.4	6	22/10/2024	484.4	--	--
TOTAL	**1,825.0**			**1,590.0**	**100.0**	**100.0**

[(1)] Provided a certain level of financial leverage is not exceeded, the company may request that each of its creditors provide an additional line of capex credit.

Specific clauses in the senior debt agreement:

All of its tranches are issued at variable rates.

The terms and conditions of the financing place restrictions on the policy for acquiring and disposing of assets. Disposals of assets may give rise to early debt repayments. The agreement sets limits on the capacity for taking on new debt in the form of financial leases, mortgages, security trust or any other form of credit.

In addition, in the event of a drawdown at the end of the half-year exceeding 40% of the RCF, the contract requires compliance with a maximum leverage ratio of 5.00x (consolidated NFD / consolidated Ebitda[15]). This constraint is not applicable if the amount drawn down returns below 40% of the outstanding RCF amount.

The Ramsay Santé Group had no outstanding drawdowns on the RCF at 30 June 2020.

- Hedging clause relating to interest rate risk:

In connection with its refinancing transactions for the Group (senior debt facility) carried out on 1 October 2014, the company must, within six months of setting up this refinancing, arrange for the hedging of its exposure to interest rate risk in respect of at least two-thirds (and no more than 100%) of the amount of credit drawn down (excluding the additional non-binding capex line of credit) over a minimum period of three years.

At 30 June 2020, 75% of the initial syndicated debt remains hedged at one year with an average fixed rate of 0.28%. Then, following the extension of the duration of the initial debt and the new amounts drawn down at the time of the acquisition of Capio, new interest rate hedges were put in place (the average hedging rate is 71%):

- 75% of the initial debt is hedged until maturity with Interest Rate Swaps (IRS), with in 2020 50% floor and 50% cap, and from 2021, 100% in vanilla IRS.
- 66.67% of the new debt is hedged until maturity with Interest Rate Swaps (IRS), with 50% floor and 50% cap for two years, and then in 2021 for 3.5 years with vanilla IRS.

- Security clause:

The securities of Compagnie Générale de Santé, Immobilière de Santé, Alphamed, Parly 2, Hôpital Privé Ouest Parisien, Pass, Medipsy, HPM, HPM Nord, Capio AB and Capio Group Services AB were pledged in security of the syndicated debt.

6.9.3 - *Statement of debt authorisation*

The detail of the amounts drawn down on the credit facilities is as follows:

Nature of the debt (in millions of euros)	At 30 June 2020			
	Authorised debt	Line confirmed	Line used	Line unused
Senior debt[(1)]..	1,690.0	1,690.0	1,590.0	100.0
Other loans from credit institutions...	200.0	160.6	160.6	39.4
Loans under finance leases	400.0	199.9	199.9	200.1
Bank overdrafts...	100.0	67.5	0.0	67.5
TOTAL	**2,390.0**	**2,118.0**	**1,950.5**	**407.0**

(1) Subject to meeting certain financial performance targets, the company may have access to an additional line of credit for capex and acquisitions.

[15] NFD : Net financial debt such as that defined in section 2.15, excluding fair value of hedging instruments; EBITDA :Gross operating surplus, defined as the difference between profit from recurring operations and depreciation and amortisation charges (see section 2.19) and adjusted for the impact of the IRFS accounting standard.

6.10 - Provisions

During the period, changes in provisions on the liability side of the balance sheet were as follows:

(in millions of euros)	NOTE	30-06-2019	Provisions	Reversals With offsetting entry	Reversals without offsetting entry	Other Movements	30-06-2020
Provisions for retirement and other employee benefits							
Provisions for retirement bonuses	6.10.3	132.7	11.7	(16.2)	(0.5)	9.2	136.9
Provision for other employee benefits		0.2	--	--	--	(0.2)	--
Total	B	**132.9**	**11.7**	**(16.2)**	**(0.5)**	**9.0**	**136.9**
Non-current provisions							
Provisions for litigation		11.5	4.8	(3.1)	(1.0)	1.8	14.0
Provisions for restructuring	6.10.1	59.0	84.6	(36.9)	(2.4)	11.1	115.4
Other provisions for liabilities and charges	6.10.2	57.8	--	(3.1)	--	(13.0)	41.7
Total	B	**128.3**	**89.4**	**(43.1)**	**(3.4)**	**--**	**171.1**
Current provisions							
Provisions for litigation		--	0.3	(0.2)	--	1.0	1.1
Provisions for taxes		4.0	--	(0.2)	--	0.1	3.9
Other provisions for liabilities and charges	6.10.2	32.5	7.5	(8.4)	(9.5)	16.5	38.6
Total	B	**36.5**	**7.8**	**(8.8)**	**(9.5)**	**17.6**	**43.6**
CURRENT & NON-CURRENT PROVISIONS		**164.8**	**97.2**	**(51.9)**	**(12.9)**	**(17.5)**	**214.7**
TOTAL PROVISIONS		**297.7**	**108.9**	**(68.1)**	**(13.4)**	**26.5**	**351.6**

<u>Impact of provision flows on the income statement</u>

(in millions of euros)	NOTE	Net impact 30-06-2019	30-06-2020			Net impact 30-06-2020
			Provisions	Reversals With offsetting entry	Reversals Without offsetting entry	
Staff costs		3.5	(15.5)	18.4	1.6	4.5
Other operating expenses		5.7	(6.7)	12.0	8.7	14.0
Taxes & duties		--	--	0.2	--	0.2
Gross Operating Surplus		**9.2**	**(22.2)**	**30.6**	**10.3**	**18.7**
Other non-current income and expenses		0.2	(85.0)	37.5	3.1	(44.4)
Other financial income and expenses		(1.1)	(1.7)	--	--	(1.7)
TOTAL		**8.3**	**(108.9)**	**68.1**	**13.4**	**(27.4)**
Impact on the statement of cash flows	SCF	**(9.7)**				**(19.6)**

6.10.1 - *Provisions for restructuring*

As of 30 June 2020, the balance of provisions for restructuring amounted to EUR 115.4 million. This balance is mainly composed of the provision relating to the Hôpital Privé Jean Mermoz litigation for EUR 77.5 million (see paragraph 7.1.1), the provision for EUR 14.5 million relating to the transfer of the activity of the clinique Saint-Jean-du-Languedoc to the clinique Croix du Sud, and the implementation of the shared services platform that will bring together the accounting/finance and HR functions of the entire Group, amounting to EUR 10 million.

6.10.2- *Other provisions for liabilities and charges*

In connection with the Capio acquisition, the Group recognised provisions for onerous contracts, the balance of which was EUR 48.3 million at 30 June 2020.

6.10.3 - *Provisions for retirement bonuses*

The Group has defined benefit plans in France, Sweden and Norway.

6.10.3.1 - Actuarial forecasts

An actuarial assessment of the obligations was conducted at 30 June 2020 using the following assumptions:

(in millions of euros)	30-06-2019	30-06-2020
Age of retirement with voluntary termination at the employee's initiative	65 years	65 years
Changes to salaries	1.0% to 2.75%	1.0% to 2.9%
Discount rate at beginning of period........	1.60%	1.20% to 2.30%
Discount rate at end of period	1.20% to 2.30%	1.09% to 1.60%
Expected return on plan assets........	1.20% to 2.30%	1.09% to 1.60%

The assumptions used for the long-term return on assets and the discount rate used for the estimate were defined on the basis of recommendations by independent experts. With regard to the discount rate, the regulation specifies that the rate to be used for discounting post-employment benefit obligations (whether funded or not) must be determined with reference to a market rate at the reporting date in relation to investment-grade corporate bonds.

6.10.3.2 - Overview of the financial situation

The detail of the financial position in relation to the Group companies' retirement bonus obligations is as follows:

(in millions of euros)	30-06-2019	30-06-2020
Present value of financial obligations	240.7	257
Fair value of plan assets........	(107.8)	(120.1)
Surplus of funded plan assets	**132.9**	**136.9**
Actuarial differences	--	--
Unrecognised past service cost........	--	--
Net asset value	**132.9**	**136.9**

6.10.3.3 - Changes in the financial situation

The detail of the change in the financial position with regard to retirement bonus obligations is as follows:

(in millions of euros)	30-06-2019	30-06-2020
Actuarial debt at start of period ....(I)	**54.3**	**240.8**
Cost of services rendered during the period	5.9	11.7
Financial cost........	2.1	3.9
Benefits paid by the employer	(5.4)	(6.0)
Impact of exclusions from the scope of consolidation........	(1.5)	(0.5)
Impact of additions to the scope of consolidation	124.8	--
Past service cost........	--	--
Actuarial differences: (gain) / loss	60.4	8.5
Liabilities related to assets held for sale........	--	--
Translation differences	0.2	(1.4)
Actuarial debt at end of period........(III)	**240.8**	**257.0**

(in millions of euros)	30-06-2019	30-06-2020
Fair value of plan assets at 1 January........(II)	**3.3**	**107.8**
Expected return on plan assets........	1.2	2.1
Employer contributions	5.8	12.2
Employee contributions	--	--
Benefits paid	(4.0)	(1.9)
Impact of additions to the scope of consolidation	96.4	--
Actuarial gain (loss) on plan assets........	5.1	0.8
Translation differences	--	(0.9)
Fair value of the plan assets at end of period .... (IV)	**107.8**	**120.1**

(in millions of euros)	30-06-2019	30-06-2020
Financial position at 1 January........ (I) - (II)	**51.0**	**132.9**
Financial position at end of period........(III) – (IV)	**132.9**	**136.9**

(in millions of euros)	30-06-2019	30-06-2020
Cost of services rendered during the period	(5.9)	(11.7)
Financial cost	(2.1)	(3.9)
Expected return on plan assets	1.2	2.1
Amortisation of past service cost	--	--
Benefits paid by the contract	(4.0)	--
Benefits paid by the employer	(5.4)	(4.0)
Reversal of provisions	5.4	4.0
Expenses recognised in the income statement	**(10.8)**	**(13.5)**

6.10.3.4 - Reconciliation table

The reconciliation of the provision for retirement bonuses between 1 July 2019 and 30 June 2020 is broken down as follows:

(in millions of euros)	30-06-2019	30-06-2020
Provision for retirement benefits at 1 January	**51.0**	**132.9**
Charge for the period	10.8	13.5
Impact of additions to the scope of consolidation	28.4	--
Impact of exclusions from the scope of consolidation	(1.5)	(0.5)
Benefits paid directly by the employer	(5.4)	(12.2)
Contributions paid	(5.8)	(4.0)
Change in actuarial differences in equity	55.4	7.7
Translation differences	--	(0.5)
Provision for retirement at end of period	**132.9**	**136.9**

6.10.3.5 - Sensitivity of the retirement bonus obligations

The following table presents the impact of a change in the discount rate and an increase in salaries on retirement benefits:

(in millions of euros)	At 30 June 2020			
Sensitivity:	**Base**	**Discount (0.50)%**	**Discount +0.50%**	**Salaries +1.00%**
Retirement bonus obligation	136.9	7.2	(6.5)	14.7

6.10.3 - *Environmental liabilities*

The Company did not recognise any provisions in relation to environmental liabilities.

The impact of Decree No. 2005-829 of 20 July 2005 relating to the composition of electric and electronic equipment and disposal of waste from this equipment is not material.

For equipment placed on the market after 13 August 2005, the directive states that manufacturers must provide for the organisation and funding of the removal and treatment of waste.

For equipment placed on the market before 13 August 2005, the removal and treatment of waste is the responsibility of the users unless agreed otherwise with the manufacturers. It should be noted that the suppliers of Ramsay Santé take responsibility for this task when replacing old equipment with new equipment. This provision is specified in the purchase order agreements for heavy equipment (scanners, MRIs and particle accelerators).

6.11 - Working capital requirements related to operations

(in millions of euros)	NOTE	30-06-2019	CHANGES related to operations	CHANGES accounts payable & liab. on long-term assets	CHANGES other changes(1)	30-06-2020
Inventories(2)		98.9	14.8	--	(4.4)	109.3
Write-downs		--	(0.6)	--	(0.2)	(0.8)
Inventories, net		***98.9***	***14.2***	**--**	***(4.6)***	***108.5***
Trade and other operating receivables		372.3	(43.1)	--	3.1	332.3
Depreciation and amortisation		(11.3)	(1.2)	--	(6.9)	(19.4)
Net trade and other operating receivables	*6.12.5*	***361.0***	***(44.3)***	**--**	***(3.8)***	***312.9***
Other current assets		254.5	199.7	(2.1)	140.4	592.5
Depreciation and amortisation		(22.7)	4.6	--	(5.1)	(23.2)
Other current assets, net	*6.12.5*	***231.9***	***204.3***	***(2.1)***	***135.3***	***569.3***
- of which receivables on non-current assets		*7.1*	--	*(2.1)*	--	*5.0*
Total inventories and operating receivables (I)		**691.7**	**174.2**	**(2.1)**	**126.9**	**990.7**
Trade payables		266.2	46.5	**--**	29.4	342.0
Other current liabilities		574.3	431.5	(9.0)	(14.6)	982.2
- of which payables on non-current assets		25.4	--	*(9.0)*	--	*16.4*
Total payables to suppliers and other operating debt (II)		**840.4**	**478**	**(9.0)**	**14.8**	**1,324.2**
Assets held for sale **(III)**		--	--	--	--	--
WORKING CAPITAL REQUIREMENTS (I) – (II) + (III)		**(148.8)**	**(303.8)**	**6.9**	**112.1**	**(333.6)**
Impact on statement of cash flows (II) – (I)	SCF					

(1) The "Other changes" column consists mainly of changes in the scope of consolidation in the year.
(2) Inventories consist mainly of minor medical supplies and pharmaceutical products.

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

The detail of "Trade and other operating receivables" is as follows:

(in millions of euros)	30-06-2019	30-06-2020
Receivables from patients	19.8	24.7
Receivables: mandatory plan (health insurance funds)	105.7	89.1
Receivables: supplementary plan (mutuals and insurance)	47.3	44.2
Doubtful or disputed receivables	3.6	3.7
Invoices to be issued to customers	143.6	116.7
Current trade receivables	40.4	33.5
Trade receivables on the sale of goods or provision of services	10.4	19.1
Other	1.5	1.3
TOTAL	**372.3**	**332.3**

The detail of deferred customer and supplier payments is as follows:

Deferred payment (in days)	30-06-2019	30-06-2020
Customers	26.7	29.6
Suppliers	62.6	79.0

6.12 - Assets and liabilities associated with assets held for sale

(in millions of euros)	30 June 2019		30 June 2020	
	Assets	Liabilities	Assets	Liabilities
	--	--	--	--
TOTAL	**0.0**	**0.0**	**0.0**	**0.0**

6.13 - Financial instruments

6.13.1 *Interest rate risks*

As at 30 June 2020, the Group used interest rate hedges (vanilla swaps, floors or caps) in order to protect against potential rate increases.

The October 2014 debt agreement requires the Group to hedge no less than two-thirds of the lines of credit drawn down for a period of at least three years.

Given the level of medium-term interest rates, the Group decided to hedge 71% of the lines actually drawn down to date, a hedging rate that will decrease to 66.67% from the last quarter of 2022.

In accordance with IAS 32 and IFRS9, the fair value of these instruments in place at 30 June 2020 has been reported under non-current financial liabilities and offset against equity for the effective portion of the hedge and against income for the ineffective portion of the hedge, i.e. EUR 16.9 million net of deferred taxes (EUR 22.8 million less tax of EUR 5.9 million). The fixed rates of our swaps range from between 0.07% and 0.40% and the strike prices of our caps are between 0.25% and 0.50%.

The detail of total exposure to interest rate risk of the financial debt (excluding interest rate hedging instruments) is as follows:

- 13.5% of the financial debt is tied to fixed rates;
- 86.5% of the financial debt is tied to floating rates.

Specifically:

- 100% of senior debt is tied to a floating rate;
- 41% of loans from banks are under variable rates;
- 97% of payables under equipment finance leases are tied to fixed rates;
- 72% of payables under finance leases on property are tied to fixed rates;

Taking the interest rate hedging using swaps, the position with regard to interest rate risk is completely reversed, with:

- 72.9% of financial debt at a fixed rate; and
- 27.1% at a floating rate.

(in millions of euros)	30 June 2019		30 June 2020	
	Outstanding	Share	Outstanding	Share
Fixed rate	286.0	14.1%	262.5	13.5%
Floating rate	1,739.6	85.9%	1,688.0	86.5%
Total before hedging	**2,025.6**	**100%**	**1,950.5**	**100%**
Fixed rate	1,446.0	71%	1,422.5	72.9%
Floating rate	579.6	29%	528.0	27.1%
Total after hedging	**2,025.6**	**100%**	**1,950.5**	**100%**

Sensitivity analysis of the financial expenses to interest rate changes

Based on the indebtedness of the Company at 30 June 2020 and due to its fixed rate position (EUR 1,422 million out of a total of EUR 1,950.5 million), the Group is not sensitive to a decrease in rates (moreover, a significant drop in interest rates of 100bp seems unrealistic given the current market rates). Conversely, in the event of a 100 bp increase in interest rates, for example, the cost of debt would rise by only EUR 5.3 million.

6.13.2 *Liquidity risks*

At 30 June 2020, the non-discounted contractual flows on the outstanding financial liabilities by maturity were as follows:

At 30 June 2020 (in millions of euros)	2021	2022	2023	>2024	Total
Syndicated debt	9.6	840.0	--	750.0	**1,599.6**
Capitalisation of issue costs of new debt	(4.8)	(4.8)	(4.8)	(2.3)	**(16.7)**
Other loans	16.8	17.9	17.5	117.0	**169.2**
Leases on property	147.2	149.6	143.0	1,625.4	**2,065.2**
Leases on equipment	36.1	25.7	18.9	17.6	**98.3**
Bank overdrafts	--	--	--	--	**--**
Other financial liabilities (including current account liabilities)	3.2	--	--	--	**2.9**
TOTAL	**70.6**	**889.8**	**42.9**	**952.1**	**3,918.5**

At 30 June 2019 (in millions of euros)	2020	2021	2022	>2023	Total
Syndicated debt	9.8	--	880.0	750.0	**1,639.8**
Capitalisation of issue costs of new debt	(4.8)	(4.8)	(4.8)	(7.7)	**(22.1)**
Other loans	19.3	19.1	19.1	133.5	**191.0**
Finance leases on property	10.3	11.3	11.5	82.0	**115.1**
Finance leases on equipment	33.0	26.5	19.9	19.7	**99.1**
Bank overdrafts	--	--	--	--	**--**
Other financial liabilities (including current account liabilities)	1.8	--	--	--	**1.8**
TOTAL	**69.4**	**52.1**	**925.7**	**977.5**	**2,024.7**

6.13.3 *Exchange rate risks*

The business activities of the Ramsay Santé Group are carried out mainly by subsidiaries that operate in the Eurozone; however, following the acquisition of the Capio AB Group, part of these subsidiaries are now subject to exchange rate risk, i.e. Sweden and Norway (Denmark's currency is linked to the Euro).

The Group manages its intra-Group financing risk with its Scandinavian subsidiaries through net investment.

6.13.4 *Information on fair value*

When the aforementioned regulations require disclosures by financial instrument category, the entity must group the financial instruments into categories that are appropriate to the nature of the information disclosed and that take into account the characteristics of those financial instruments. An entity must provide sufficient information to permit reconciliation to the line items presented in the balance sheet.

The fair value of derivatives is determined using measurement techniques such as the valuation models used for options, or by using the discounted cash flow method. The level of the fair value hierarchy is indicated by category, with three different levels provided for in IFRS 13:

- Level 1: fair value measured using quoted prices in active markets at the closing date for listed financial instruments.
- Level 2: fair value measured using inputs other than quoted market prices that are directly or indirectly observable in the market. It is used for unlisted financial instruments for which listed instruments exist that are similar in nature and maturity, with reference to the market price of these instruments.
- Level 3: fair value determined using measurement techniques that are not based on observable market data. It is used for other unlisted instruments. Fair value is determined using valuation techniques such as revalued net assets, discounted cash flows or option pricing models.

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

(in millions of euros)	NOTE	At 30 June 2020				
		Level 1: Market price	Level 2: Models with observable data	Level 3: Models with unobservable data	TOTAL	Book Value TOTAL
Financial assets						
Shares	6.5	8.5	--	--	--	8.5
Deposits paid and other loans	6.5	65.9	--	--	--	65.9
Non-current financial assets	6.5	14.6				14.6
Total		**89.0**	**--**	**--**	**--**	**89.0**
Financial liabilities						
Borrowings and financial debt	6.8	1,730.5	--	--	--	1,730.5
Fair value of hedging instruments	6.8	---	16.9	--	--	16.9
Borrowings and financial debt related to assets held for sale	6.5	--	--	--	--	--
Deposits and guarantees received	6.5	3.9	--	--	--	3.9
Employee profit-sharing	6.5	2.7	--	--	--	2.7
Other non-current liabilities		***6.6***	--	--	--	***6.6***
Current financial debt	6.8	24.8	--	--	--	24.8
Total		**1,778.8**	**--**	**--**	**--**	**1,778.8**

(in millions of euros)	NOTE	At 30 June 2019				Book Value
		Level 1: Market price	Level 2: Models with observable data	Level 3: Models with unobservable data	TOTAL	TOTAL
Financial assets						
Shares	6.5	1.1	--	--	--	1.1
Deposits paid and other loans	6.5	65.4	--	--	--	65.4
Non-current financial assets	6.5	20.9				20.9
Total		**87.4**	**--**	**--**	**--**	**87.4**
Financial liabilities						
Borrowings and financial debt	6.8	1,955.3	--	--	--	1,955.3
Fair value of hedging instruments	6.8	--	16.4	--	--	16.4
Borrowings and financial debt related to assets held for sale	6.5	--	--	--	--	--
Deposits and guarantees received	6.5	4.0	--	--	--	4.0
Employee profit-sharing	6.5	2.4	--	--	--	2.4
Other non-current liabilities		***6.4***	--	--	--	***6.4***
Current financial debt	6.8	69.4	--	--	--	69.4
Total		**2,047.5**	**--**	**--**	**--**	**2,047.5**

6.13.5 *Credit risks*

The Group may have to face delays between the supply of certain products or the provision of certain services and the related payment by the health insurance funds.

In the past, situations of this nature often gave rise to the implementation of cash advance arrangements payable to the Group's facilities agreed upon with the health insurance funds.

Aging of doubtful assets

The detail of the aging of assets, showing the delays in payment for which provisions have not yet been recognised, is as follows:

(in millions of euros)	30 June 2020					
	Assets past due but not impaired at the reporting date					Written-off assets
	0-3 months	3-6 months	6-12 months	More than 12 months	Total	Total
Loans and receivables	55.4	--	2.7	22.3	80.4	0.4
Trade and other receivables	892.6	4.1	17.5	(32.0)	882.2(1)	42.2
TOTAL	**948.0**	**4.1**	**20.2**	**(9.7)**	**962.6**	**42.6**

(1) of which EUR 24.1 million relates to the Mermoz litigation.

(in millions of euros)	30 June 2019					
	Assets past due but not impaired at the reporting date					Written-off assets
	0-3 months	3-6 months	6-12 months	More than 12 months	Total	Total
Loans and receivables	48.6	0.0	0.3	37.4	86.3	0.9
Trade and other receivables	625.4	3.3	1.8	(37.6)	592.9(1)	33.6
TOTAL	**674.0**	**3.3**	**2.1**	**(0.2)**	**679.2**	**34.5**

(1) of which EUR 24.0 million relates to the Mermoz litigation.

Monitoring of doubtful receivables

(in millions of euros)	NOTE	30-06-2019	30-06-2020				30-06-2020
			Provisions	Reversals with offsetting entry	Reversals without offsetting entry	Other movements	
Provisions for write-downs of doubtful receivables (patients, health insurance funds)		**(17.0)**	(16.4)	5.0	14.7	(12.0)	**(25.7)**
TOTAL		**(17.0)**	**(16.4)**	**5.0**	**14.7**	**(12.0)**	**(25.7)**

(in millions of euros)	NOTE	Net effect 30-06-2019	30-06-2020				Net impact 30-06-2020
			Provisions/ Charges	Reversals with offsetting entry	Reversals without offsetting entry	Other movements	
Bad debts (patients and health insurance funds)		(5.7)					(7.0)
Provisions for write-downs of doubtful receivables (patients, health insurance funds)		(1.4)	(16.4)	5.0	14.7	--	3.3
IMPACT ON GROSS OPERATING SURPLUS		**(7.1)**	**(16.4)**	**(5.0)**	**14.7**		**(3.7)**

6.14 - Information on related parties

Related party transactions refer to:

- Remuneration and related benefits granted to members of the Board of Directors and other non-board executives;
- Transactions with companies over which Ramsay Santé has significant influence or joint control.

6.14.1 - *Remuneration and related benefits granted to members of the Board of Directors and other non-board executives*

The remuneration and related benefits granted to members of the Board of Directors and other non-board executives in the 2018/2019 and 2019/2020 were as follows:

(in thousands of euros)	From 1 July 2018 to 30 June 2019	From 1 July 2019 to 30 June 2020
Short-term benefits	1,324.0	1,228.0
Post-employment benefits	--	--
Other long-term benefits	--	--
Termination benefits	--	--
Payment in shares	--	--
TOTAL	**1,324.0**	**1,228.0**

In the event of dismissal, non-renewal, forced departure or requested resignation from his position as Chief Executive Officer, an overall flat-rate allowance of 24 months of the fixed remuneration and the variable remuneration received during the 24 months preceding departure is provided, subject to compliance with several criteria.

6.14.2 *Disclosures concerning companies accounted for using the equity method*

This information is included in Note 6.4.

6.14.3 - *Transactions with other companies related to the Group are as follows*:

No transactions were concluded between Ramsay Santé and other related companies.

6.15 - Off-balance sheet commitments

SURETIES AND GUARANTEES (in millions of euros)	30 June 2019		30 June 2020	
	Commitments		Commitments	
	Granted	Received	Granted	Received
Commitment from Icade to finance the real estate work	--	--	--	--
Commitment from Gecimed to build Hôpital Privé Pays de Savoie	--	--	--	--
Commitment from Icade to build the HPPE	--	--	--	--
Lease commitment for BEFA (Monticelli)...	--	--	--	--
Bank guarantees given and received..	194.3	--	211.3	--
Other rental guarantees	--	--	--	--
Other guarantees	68.1	--	68.1	--
TOTAL	**262.4**	**--**	**279.4**	**--**

ASSET AND LIABILITY GUARANTEES (in millions of euros)	30 June 2019		30 June 2020	
	Commitments		Commitments	
	Granted	Received	Granted	Received
The Group usually receives asset and liability guarantees relating to acquisitions of ownership interests in healthcare facilities	5.8	--	4.1	--
TOTAL	**5.8**	**--**	**4.1**	**--**

PLEDGES TO SELL AND PURCHASE SECURITIES AND OTHER ASSETS (in millions of euros)	30 June 2019		30 June 2020	
	Commitments		Commitments	
	Granted	Received	Granted	Received
Unilateral pledges on securities	--	--	--	--
Pledges on other assets (property)...	1.7	--	0.2	8.4
TOTAL	**1.7**	**--**	**0.2**	**8.4**

6.16 - Headcount

HEADCOUNT	30 June 2019	30 June 2020
Managers...	1,945	2,347
Employees	19,421	23,167
"Nordics"*...	14,423	8,619
TOTAL	**35,789**	**34,133**

* without breakdown between managers/employees

7 - LITIGATION

7.1 General comment

The Group or one of its subsidiaries is not currently party to any particularly significant litigation or dispute whose consequences are not covered by a provision recorded in the balance sheet at 30 June 2020.

The following paragraph sets out the situation to date concerning the litigation relating to the Hôpital Jean Mermoz in Lyon, which has already been presented in previous annual financial reports.

7.2 Litigation relating to the Hôpital Privé Jean Mermoz in Lyon

The judgement in the case concerning the construction of the Hôpital Privé Jean Mermoz in Lyon, suspended in 2002 following the bankruptcy filing by the general contractor and the subsequent identification of construction defects, was handed down on 24 September 2019 by the Court of First Instance in Lyons after nearly seventeen years of proceedings.

The Group's subsidiaries that were parties to this litigation, namely Compagnie Générale de Santé, SCI de l'Europe, the Hôpital Privé Jean Mermoz and the Centre d'Imagerie Mermoz, were successful in their main claims and were compensated for a total amount excluding interest of EUR 66.5 million.

At the initiative of a number of defendants in the case, an appeal was lodged against this decision before the Court of Appeal of Lyon. The outcome of this appeal cannot be determined at this stage.

The accounting impacts at 30 June 2020 were mentioned in Note 1.3.

8 - FEES PAID BY THE GROUP TO THE STATUTORY AUDITORS AND MEMBERS OF THEIR NETWORKS

(in thousands of euros, excluding tax)	ERNST & YOUNG	DELOITTE & ASSOCIES
	30 June 2020	30 June 2020
- Certification of the separate and consolidated financial statements and limited interim review	2,206	1,265
- Services other than the certification of the financial statements	243	19(*)
TOTAL	**2,449**	**1,284**

(*) Services other than the certification of the financial statements at 30 June 2020 correspond mainly to the verification of consolidated social, environmental and societal information.

9 - EVENTS AFTER THE REPORTING DATE

Disposal of businesses in Germany

On 16 September 2020, the Group announced the sale of all of its activities in Germany, subject to conditions; this transaction is expected to be completed in the fourth quarter of 2020.

The Ramsay Santé Group strategy is to strengthen its presence in territories where it has the capacity to become a leader in the health sector. The Group carefully assessed the situation in Germany, which led to the conclusion that it would be very challenging for this to happen. The Group therefore decided to sell its business activities in Germany.

Ramsay Santé recently accepted an offer from the Dutch group Bergman Clinics for 6 clinics specialised in vascular and ophthalmic surgery; two of them are regional general hospitals. The clinics employ a total of approximately 900 care professionals, including 150 practitioners, and have a capacity of 540 beds.

In addition, an agreement has been reached with a local operator to take over of the three remaining sites which, if completed, would lead to the Ramsay Santé Group exiting the German market completely.

Acquisitions

In July 2020, Ramsay Santé acquired the Clinique de la Recouvrance in Fronton, Haute-Garonne. The acquisition of this post-operative care and rehabilitation facility specialising in addictology strengthens Ramsay Santé's presence in Toulouse, where the Group already has a Mental Health clinic.

Ramsay Santé completed the acquisition from C2S of the polyclinique Parc Drevon (Dijon) on 30 September 2020, thus strengthening its Burgundy division. In return, the Ramsay Santé Group sold the clinique Saint Vincent in Besançon and the clinique Saint Pierre in Pontarlier to C2S, enabling it to create a regional health division.

10 - MAIN CONSOLIDATED ENTITIES

Main consolidated entities	30-06-2019		30-06-2020	
	% Ownership interest	% Control	% Ownership 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	100.00	100.00
Clinique Saint Pierre	100.00	100.00	100.00	100.00
Clinique Jean Le Bon	99.49	99.49	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	100.00	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	100.00	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 Medical	49.99	50.00	49.99	50.00
Clinique de Choisy	98.47	98.47	98.47	98.47
Clinique Philae	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 (ex 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
CERS Cap Breton	100.00	100.00	100.00	100.00
Former Clinique Jeanne d'Arc SA	99.99	99.99	99.99	99.99
Hôpital Privé Drôme Ardéche	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	50.86	51.03	50.89	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	99.75	99.75	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

Main consolidated entities				
	30-06-2019		30-06-2020	
	% Ownership interest	% Control	% Ownership 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
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	99.66	99.66	99.74	99.74
Clinique d'Argonay	98.72	98.72	98.72	98.72
Hôpital Privé Armand Brillard	99.99	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	97.14	97.79	98.25	98.90
Hôpital Privé de l’Est Parisien	100.00	100.00	100.00	100.00
Société d’Imagerie Médicale Douai	60.65	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	99.92	99.92	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	99.97	100.00	99.98	100.00
Hôpital Privé de l’Ouest Parisien	99.97	100.00	99.98	100.00
Hôpital Privé de Parly II	99.44	99.47	99.45	99.47
Hôpital Privé de la Seine Saint Denis	99.97	100.00	99.98	100.00
Clinique des Martinets	99.97	100.00	99.98	100.00
Hôpital Privé du Vert Galant	99.97	100.00	99.98	100.00
Hôpital Privé Paul d’Egine	99.97	100.00	99.98	100.00
Société Scanner du Vert Galant	55.08	55.10	55.09	55.10
Centre d’Imagerie Nucléaire de la Plaine de France	64.64	64.66	64.65	64.66
Clinique du Bois d’Amour	99.97	100.00	99.98	100.00
SASU HPMV	99.98	100.00	99.99	100.00
Centre d’Imagerie en Coupe du Blanc Mesnil	54.98	55.00	54.99	55.00
SAS IRM Champigny	50.98	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	50.98	51.00	50.99	51.00
Centre d’Imagerie Médicale de Drancy	54.98	55.00	54.99	55.00

ENTITY	Main consolidated entities 30-06-2019		30-06-2020	
	% Ownership interest	% Control	% Ownership interest	% Control
Full consolidation				
Scanner Marcel Sembat	50.00	50.00	50.00	50.00
Hôpital Privé de l'Est Lyonnais	100.00	100.00	100.00	100.00
Clinique La Parisière	99.52	99.98	99.70	99.98
SAS Imagerie Blomet	--	--	50.10	50.10
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 Rosemond	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	100.00	100.00
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	99.49	99.49	99.49	99.49
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
Hôpital Privé de Versailles – La Maye	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
Hôpital Privé Métropole Nord	97.99	98.32	98.12	98.45
Clinique Océane	100.00	100.00	100.00	100.00
Imagerie de la Résidence du Parc	95.12	95.12	95.12	95.12
Clinique du Bourget	99.99	100.00	99.99	100.00
Centre de Radiothérapie Savoie Nord	100.00	100.00	100.00	100.00
Institut de Radiothérapie de Hautes Energies (I.R.H.E)	99.99	100.00	99.99	100.00
Centre de Radiothérapie Beauregard SA	64.96	64.96	65.00	65.00
Iridis Marseille	99.99	99.99	100.00	100.00
SAS SIM des Peupliers	100.00	100.00	100.00	100.00
Centro Ortopedico Di Quadrante S.p.A.	49.00	49.00	49.00	49.00
Hôpital Privé de la Loire	97.88	97.88	97.88	97.88

ENTITY	Main consolidated entities (Holdings) 30-06-2019		30-06-2020	
	% Ownership interest	% Control	% Ownership 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 (EIG)	100.00	100.00	100.00	100.00
Ramsay Hospitalisation (EIG)	100.00	100.00	100.00	100.00
Performance Achats 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	99.97	99.66	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 (EIG)	96.38	97.22	96.38	97.22
Capio Clinics	100.00	100.00	100.00	100.00
Capio Rhônes Alpes	100.00	100.00	100.00	100.00
Rempart Investissement	100.00	100.00	100.00	100.00
Générale de Santé Italia S.r.l.	100.00	100.00	100.00	100.00
Générale de Santé Toscana S.r.l.	100.00	100.00	100.00	100.00

ENTITY	Main consolidated entities 30-06-2019		30-06-2020	
	% Ownership interest	% Control	% Ownership 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 Ätstörningscenter AB	100.00	100.00	--	--
Capio Specialistcenter AB	100.00	100.00	100.00	100.00
Capio Centrum för Titthålskirurgi AB	100.00	100.00	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 Psykiatri AB	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
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	70.00	70.00	70.00	70.00
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
Dr Hercules AB	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	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 Tandvård AB	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 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
Volvat Øye Holding AS	--	--	100.00	100.00
Argus Syn AS	--	--	100.00	100.00

ENTITY	Main consolidated entities 30-06-2019		30-06-2020	
	% Ownership interest	% Control	% Ownership interest	% Control
Full consolidation				
Capio Deutsche Klinik GmbH	100.00	100.00	100.00	100.00
Capio Deutsche Klinik Dannenberg GmbH	100.00	100.00	100.00	100.00
Capio MVZ Dannenberg GmbH	100.00	100.00	100.00	100.00
Capio Deutsche Klinik Otterndorf GmbH	100.00	100.00	100.00	100.00
Krankenhaus Land Hadeln Service GmbH	100.00	100.00	100.00	100.00
ATZ am KH Land Hadeln GmbH	100.00	100.00	100.00	100.00
MVZ Cuxhaven Rohdestrasse GmbH	100.00	100.00	100.00	100.00
Capio Deutsche Klinik Bad Bertrich GmbH	100.00	100.00	100.00	100.00
DV Venenliga Management GmbH	100.00	100.00	100.00	100.00
Capio MVZ Venenzentrum Bad Bertrich GmbH	90.00	90.00	90.00	90.00
Capio Deutsche Klinik Laufen GmbH	100.00	100.00	100.00	100.00
Capio Deutsche Klinik Hilden GmbH	100.00	100.00	100.00	100.00
MVZ Klinik im Park GmbH	100.00	100.00	100.00	100.00
GiB - Gesellschaft für Investitionen und den Betrieb von	94.00	94.00	94.00	94.00
Capio Deutsche Klinik Aschaffenburg GmbH	100.00	100.00	100.00	100.00
Capio MVZ Aschaffenburg GmbH	100.00	100.00	100.00	100.00
Capio Grünewaldklinik GmbH	100.00	100.00	100.00	100.00
KIP Orthopädiehandel GmbH	100.00	100.00	100.00	100.00
Capio MVZ Bad Brückenau Bahnhofstrasse GmbH	100.00	100.00	100.00	100.00
Capio Deutsche Klinik Büdingen GmbH	100.00	100.00	100.00	100.00
Mathilden-Hospital zu Büdingen Service GmbH	100.00	100.00	100.00	100.00
Capio Mathilden-Hospital zu Büdingen Wohnen GmbH	100.00	100.00	100.00	100.00
Capio MVZ am Mathilden-Hospital zu Büdingen GmbH	100.00	100.00	100.00	100.00
MVZ Universitätsallee GmbH	100.00	100.00	100.00	100.00
Augenzentrum Universitätsallee Bremen GmbH	100.00	100.00	100.00	100.00
Augenklinik Universitätsalle Bremen GmbH	100.00	100.00	100.00	100.00
MVZ Laufen 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

All property investment companies controlled by Ramsay Santé are fully consolidated.

2.3.3 THE COMPANY'S INDIVIDUAL FINANCIAL STATEMENTS

A The Company's individual financial statements

BALANCE SHEET – ASSETS	30/06/2020			30/06/2019
	Gross	Depreciation/Amortisation	Net	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, equipment, tools				
Other PPE				
Assets under construction				
Advances and deposits				
TOTAL Property, plant and equipment				
Investments				
Other investments	1,571,494,282		1,571,494,282	1,317,494,282
Receivables attached to investments				
Other long-term securities	1,128		1,128	1,128
Loans	102,484,999		102,484,999	413,745,225
Other financial assets				5,711,512
TOTAL Financial assets	**1,673,980,408**		**1,673,980,408**	**1,736,952,147**
Total Fixed Assets (II)	**1,673 981 804**		**1,673 981 804**	**1,736 953 543**
Raw materials, procurement				
Goods, production in process				
Services, production in process				
Intermediate and finished products				
Goods				
TOTAL Inventories				
Advance payments to suppliers	12,067		12,067	1,181
Trade receivables and related accounts	825,108	700	824,408	140
Other receivables	223,878,853	32,415	223,846,438	113,849,570
Share capital called and not paid				
TOTAL receivables	**224,716,028**	**33,115**	**224,682,913**	**113,850,891**
Marketable securities	328,611		328,611	16,898,948
of which treasury shares:				
Available funds	1,554,495		1,554,495	11,582,635
TOTAL Available funds	**1,883,106**		**1,883,106**	**28,481,583**
Prepaid expenses	80,039		80,039	188,377
Total Current Assets (III)	**226,679,173**	**33,115**	**226,646,058**	**142,520,851**
Deferred loan issue costs (IV)	7,619,317		7,619,317	9,524,146
Bond redemption premiums (V)				
Translation differences - assets (VI)				7,611,826
Grand Total (I to VI)	**1,908,280,294**	**33,115**	**1,908,247,179**	**1,896,610,366**

BALANCE SHEET – LIABILITIES		30/06/2020	30/06/2019
Share capital or individual capital	of which paid: 82,792,268	82,792,268	82,792,268
Issue, merger and acquisition premiums		600,910,916	600,910,916
Revaluation differences	equity method: 0		
Legal reserve		5,888,738	5,696,782
Statutory or contractual reserves			
Regulated reserves	of which reserves for rate fluctuation provisions 0	7,255	7,255
Other reserves	of which reserve for purchase of original works by artists: 0	12,257,624	12,257,624
TOTAL Reserves		**18,153,617**	**17,961,661**
Retained earnings		111,104,650	107,457,487
PROFIT (LOSS) FOR THE PERIOD		**6,329,480**	**3,839,119**
Investment subsidies			
Regulated provisions		5,318,253	2,063,964
	TOTAL EQUITY (I)	**824,609,184**	**815,025,414**
Income from shareholding investments			
Conditional advances			
	TOTAL OTHER EQUITY (II)		
Provisions for liabilities			483,333
Provisions for charges			160,947
	TOTAL PROVISIONS FOR LIABILITIES AND CHARGES (III)		**644,280**
Convertible bonds			
Other bonds			
Borrowing and debt with banks		995,930,015	995,814,820
Borrowings and financial debt	of which participating loans		
TOTAL Financial debt		**995,930,015**	**995,814,820**
Advances and deposits received on ongoing orders			
Suppliers and related accounts		2,355,050	6,380,290
Tax and social security liabilities		55,583,347	70,861,479
Amounts due on fixed assets and related accounts			
Other debt		29,177,444	549,557
TOTAL Operating liabilities		**87,115,841**	**77,791,325**
Deferred income			197,583
	TOTAL LIABILITIES (IV)	**1,083,045,855**	**1,073,803,728**
Translation differences - liabilities (V)		592,140	7,136,943
	GRAND TOTAL – LIABILITIES (I to V)	**1,908,247,179**	**1,896,610,366**

INCOME STATEMENT (on list)

INCOME STATEMENT			30/06/2020			30/06/2019
			France	Export	Total	
Sale of goods						
Goods production sold						
Services production sold			190,593	807,328	997,921	
Net revenue			**190,593**	**807,328**	**997,921**	
Production for inventories						
Capitalised production						
Operating subsidies						
Reversals of depreciation and provisions, cost transfers						25,309,792
Other income					149	4
Total operating income (I)					**998,070**	**25,309,797**
Purchase of goods (including customs duty)						
Changes to inventory (goods)						
Purchase of raw materials and other procurement (including customs duty)						
Changes to inventory (raw materials and procurement)						
Other external purchases and outlays					10,433,014	36,604,732
Taxes, duties and similar payments					209,535	224,006
Wages and salaries					1,342,008	1,442,004
Social security contributions					388,767	477,718
Operating allowances	On fixed assets	Depreciation/amortisation			1,904,829	1,904,829
		Allowances for provisions				
	On current assets: allowances for provisions					
	For liabilities and charges: allowances for provisions					
Other expenses					56,398	444,933
Total operating expenses (II)					**14,334,552**	**41,098,223**
OPERATING RESULT					**(13,336,481)**	**(15,788,426)**
Profit allocated or loss transferred (III)						
Loss incurred or profit transferred (IV)						
Financial income on shareholdings					70	18
Income from other securities and receivables on fixed assets					2,731,412	6,408,760
Other interest and similar income					10,054,101	1,279,932
Reversals of provisions and cost transfers					483,333	
Foreign currency gains					1,002,282	294,476
Net income from sale of marketable securities						
Total financial income (V)					**14,271,198**	**7,983,186**
Allowances on depreciation and provisions						483,333
Interest and similar outlays					39,022,231	28,654,170
Foreign currency losses					1,187,431	331,571
Net costs of sale of marketable securities						
Total financial expenses (VI)					**40,209,662**	**29,469,075**
FINANCIAL PROFIT (LOSS)					**(25,938,465)**	**(21,485,888)**
ORDINARY PROFIT BEFORE TAX (I-II+III-IV+V-VI)					**(39,274,946)**	**(37,274,314)**

INCOME STATEMENT (continued)

INCOME STATEMENT (continued)		30/06/2020	30/06/2019
Extraordinary income on management operations		45,450	
Extraordinary income on capital operations			32,006
Reversals of provisions and cost transfers		160,947	
Total extraordinary income (VII)		**206,397**	**32,006**
Extraordinary expenses on management operations		2,566	
Extraordinary expenses on capital transactions			
Extraordinary allowances on depreciation, amortisation and provisions		3,254,289	2,063,964
Total extraordinary expenses (VIII)		**3,256,855**	**2,063,964**
EXTRAORDINARY PROFIT (LOSS) (VII-VIII)		**(3,050,459)**	**(2,031,958)**
Employee profit-sharing (IX)			
Income tax (X)		(48,654,885)	(43,145,391)
TOTAL INCOME (I + III + V + VII)		**15,475,665**	**33,324,989**
TOTAL EXPENSES (II + IV + VI + VIII +IX + X)		**9,146,184**	**29,485,870**
PROFIT OR LOSS (total income - total expenses)		**6,329,480**	**3,839,119**

FIXED ASSETS - Reporting date 30 June 2020

SECTION A- FIXED ASSETS		Gross amount at beginning of period	Increases	
			Revaluation	Acquisitions and contributions
Start-up and development costs (I)				
Other items for intangible assets (II)		1,396		
Land				
Buildings	on own land			
	on third-party land			
	General installations, fixtures and fittings of buildings			
Technical installations, industrial equipment and tools				
Other PPE	General installations, miscellaneous fixtures and fittings			
	Transport equipment			
	Office equipment and computer furniture			
	Recoverable packaging and miscellaneous			
PPE under construction				
Advances and deposits				
TOTAL (III)				
Investments accounted for using equity method				
Other investments		1,317,494,282		254,000,000
Other long-term securities		1,128		
Loans and other financial assets		419,456,737		(316,971,738)
TOTAL (IV)		**1,736,952,147**		**(62,971,739)**
GRAND TOTAL (I + II + III + IV)		**1,736,953,543**		**(62,971,739)**

SECTION B- FIXED ASSETS		Decrease		Gross value at period end	Revaluation Original value
		Transfer	Disposal		
Start-up and development costs (I)					
Other items for intangible assets (II)				1,396	
Land					
Buildings	on own land				
	on third-party land				
	General installations, fixtures and fittings of buildings				
Technical installations, industrial equipment and tools					
Other PPE	General installations, fixtures and fittings				
	Transport equipment				
	Office equipment and computer furniture				
	Recoverable packaging and miscellaneous				
PPE under construction					
Advances and deposits					
TOTAL (III)					
Investments accounted for using equity method					
Other investments				1,571,494,282	
Other long-term securities				1,128	
Loans and other financial assets				102,484,999	
TOTAL (IV)				**1,673,980,408**	
GRAND TOTAL (I + II + III + IV)				**1,673,981,804**	

AMORTISATION - Reporting date 30 June 2020

SECTION A - SITUATION AND MOVEMENTS IN DEPRECIATION FOR THE FINANCIAL YEAR					
Amortisable assets		**At beginning of period**	**Increase**	**Decrease**	**At end of period**
Start-up and development costs (I)					
Other items for intangible assets (II)					
Land					
Buildings	on own land				
	on third-party land				
	General fixtures and fittings				
Technical installations, plant and machinery					
Other PPE	Fixtures and fittings				
	Transport equipment				
	Office and computer equipment, and furniture				
	Recoverable packaging and miscellaneous				
TOTAL PROPERTY, PLANT AND EQUIPMENT (III)					
GRAND TOTAL (I + II + III)					

SECTION B		**BREAKDOWN OF MOVEMENTS AFFECTING PROVISIONS FOR DEPRECIATIONS REQUIRED BY TAX LAW**						
Fixed assets		**Provisions**			**Reversals**			**At end of period**
		Duration differential	**Straight-line method**	**Exceptional tax amortisation**	**Duration differential**	**Straight-line method**	**Exceptional tax amortisation**	
Start-up costs								
Other								
Land								
Buildings	- on own land							
	- on third-party land							
	- Installations							
Other fixed assets	- Technical installations							
	- General installations							
	- Transport equipment							
	- Office equipment							
	- Packaging							
TANGIBLE								
Acquisitions of securities								
TOTAL								

Section C	**At beginning of period**	**Increase**	**Decrease**	**At end of period**
Deferred loan issue costs	9,524,146		1,904,829	7,619,317
Bond redemption premiums				

PROVISIONS - Reporting date 30 June 2020

Nature of provisions	At beginning of period	Provisions	Reversals	At end of period
Provisions for mining and oil deposits				
Provisions for investments				
Provisions for price increases				
Special depreciation allowances - of which exceptional increases of 30%	2,063,964	3,254,289		5,318,253
Provisions for foreign operations before 1.1.1992				
Provisions for foreign operations after 1.1.1992				
Provisions for start-up loans				
Other regulated provisions				
TOTAL I	**2,063,964**	**3,254,289**		**5,318,253**
Provisions for litigation				
Development costs				
Provisions for losses on futures markets				
Provisions for fines and penalties				
Provisions for foreign exchange losses	483,333		483,333	
Provisions for pensions				
Provisions for taxes				
Provisions for renewal of fixed assets				
Provisions for major maintenance				
Provisions for social security contributions and taxes on paid leave				
Other provisions for liabilities and charges	160,947		160,947	
TOTAL II	**644,280**		**644,280**	
Provisions for intangible assets				
Provisions for property, plant and equipment				
Provisions for equity-accounted securities				
Provisions for equity investments				
Provisions for other financial assets				
Provisions for inventories				
Provisions for trade receivables	700			700
Other provisions for depreciation	32,415			32,415
TOTAL III	**33,115**			**33,115**
GRAND TOTAL (I + II + III)	**2,741,359**	**3,254,289**	**644,280**	**5,351,368**
Of which operating charges and reversals				
Of which financial charges and reversals			483,333	
Of which extraordinary charges and reversals		**3,254,289**	160,947	
Impairment of equity-accounted securities				

MATURITY OF RECEIVABLES AND LIABILITIES - Reporting date 30 June 2020

SECTION A	Statement of Receivables	Gross amount	Up to one year	More than 12 months
Receivables attached to investments				
Loans		102,484,999	102,484,999	
Other financial assets				
TOTAL RECEIVABLES RELATED TO FIXED ASSETS		**102,484,999**	**102,484,999**	
Doubtful or disputed receivables		840	840	
Other receivables		824,268	824,268	
Receivables representing loaned securities				
Personnel and related accounts				
Social security and other social welfare bodies				
State and other authorities	Income tax	11,302,920	11,302,920	
	Value-added tax			
	Other taxes			
	State – miscellaneous			
Groups and associates		212,502,118	212,502,118	
Miscellaneous debtors		73,815	73,815	
TOTAL RECEIVABLES RELATED TO CURRENT ASSETS		**224,703,961**	**224,703,961**	
Prepaid expenses		80,039	80,039	
TOTAL RECEIVABLES		**327,268,998**	**327,268,998**	
Loans granted during the financial year				
Repayments obtained during the financial year				
Loans and advances granted to associates				

Section B	Statement of debts	Gross amount	Up to one year	One to five years	More than 5 years
Convertible bonds					
Other bonds					
Loans from credit institutions, less than 1 year at origin		180,015	180,015		
Loans from credit institutions, more than 1 year at origin		995,750,000	5,750,000	240,000,000	750,000,000
Borrowings and financial debt					
Trade payables and related accounts		2,355,050	2,355,050		
Personnel and related accounts		873,091	873,091		
Social security and other social welfare bodies		392,620	392,620		
State and other public authorities	Income tax	54,141,263	54,141,263		
	Value-added tax	11,344	11,344		
	Guaranteed bonds				
	Other taxes	165,029	165,029		
Amounts due on fixed assets and related accounts					
Groups and associates		28,794,419	28,794,419		
Other debt		383,025	383,025		
Debt representing loaned securities					
Deferred income					
TOTAL LIABILITIES		**1,083,045,855**	**93,045,855**	**240,000,000**	**750,000,000**
Loans taken out during the year			**Borrowings from private individuals**		
Loans repaid during the year					

TABLE OF SUBSIDIARIES AND INVESTMENTS (in millions of euros)

Period from 1 July 2019 to 30 June 2020

Subsidiaries and Investments	Capital (1) (2)	Reserves and retained earnings before appropriation (1) (2)	Share of equity held in %	Carrying amounts of securities held		Loans and advances granted but not yet repaid (1)	Guarantees and endorsements given by the Company	Revenue excluding tax during the last financial year (1) (2)	Result of previous period (1) (2)	Dividends received by the company during the year
				Gross	Net					
A – Detailed information (1) (2)										
Subsidiaries (+ 50% of the capital held by the company)										
Compagnie Générale de Santé	120,430,576	51,786,740	100	763,769,350	763,769,350	212,502,118	O	23,055,040	43,195,567	
CAPIO AB	6,876,000	426,598,500	100	807,724,885	807,724,885	102,485,000	O	2,096,276	285,856	
Investments (10% to 50% of equity)										
B – Full information on other subsidiaries and investments not included in A.										
French subsidiaries (combined)										O
Foreign subsidiaries (combined)										
Investments in French companies										
Investments in foreign companies										

(1) Capio AB's balance sheet data has been translated at the closing rate at 30 June 2020. The exchange rate used is provided in 2.e.
The income statement of Capio AB has been converted at the average exchange rate at 30 June 2020 (EUR 1 = SEK 10.4948)
(2) Capio AB data at the close of the last financial year, i.e. 30 June 2020.
Capio AB's financial year is 18 months, 01/01/2019 to 30/06/2020, as a consequence of the change in the accounting closing date.

1. **Rules, Accounting Methods and Significant Events**
2. **Notes on certain items on the Balance Sheet and Income Statement**
3. **Financial commitments and other information**
4. **Events after the reporting date**

1) Rules, Accounting Methods and Significant Events

The financial statements are drawn up in accordance with basic accounting principles:

- prudence,
- consistency of methods from one financial year to the next,
- independence of financial years,
- continuity of operations,

and conformity with the general rules for the preparation and presentation of financial statements.

The basic method employed to assess items recognised in accounts is the historical cost method. The provisions of the French Commercial Code were applied, as well as the General Chart of Accounts provided for in the French Accounting Standards Authority's Regulation 2014-03, updated by Regulation 2016-07 of 4 November 2016, and other subsequent regulations.

The following events occurred during the year:

Health crisis linked to the COVID-19 pandemic

The financial year ended 30 June 2020 is marked by the health crisis linked to the COVID-19 global pandemic.

Private hospitals actively participated 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 regional public health authorities, private clinics and hospitals cancelled (at the height of the crisis and in particular during the national lockdown imposed from 16 March 2020) all non-urgent medical and surgical procedures that would not result in a loss of opportunity for patients, in order to free up capacity in hospitals and technical platforms to meet local health needs.

As the health situation evolved, and in particular during the lifting of lockdown measures, private hospitals were able to resume their activities under more normal conditions, but still with certain limitations, in accordance with government or regional directives and depending on local health conditions.

On 5 June 2020, the Office of the Minister of Health announced that the premium would be financed in July 2020 (advance payment of 70% of the calculated amounts) via the payment of exceptional contractual support (AC) credits by decree via the regional public health authorities. The balance will be paid in September 2020.

Remuneration of directors (formerly directors' fees)

Article 185 of the Pacte Act amended Article L225-45 of the French Commercial Code (by removing the concept of directors’ fees).

Consideration of the context resulting from the COVID crisis led the Board of Directors, by a unanimous decision of 25 June 2020, to:

- Acknowledge the decision of the Board members designated by the two major shareholders to waive their this remuneration;
- Decide on the payment of remuneration of 50% of the theoretical amount to the other members.

Thus the provision for directors' remuneration for the financial year increased from EUR 442k to EUR 54k.

Acquisition by RGDS from Capio Groupe Service AB

At 1 July 2019, the following transactions had taken place:

The acquisition by RGDS from Capio Group Services AB (a subsidiary of Capio AB) of 4,472,997 shares of Capio Santé, a French public limited company with a capital of EUR 35,784,000, through which all the French subsidiaries of the Capio Group are held, with the exception of three shares held by directors in connection with share loans. This acquisition was carried out for an amount of EUR 254,000,000, and was settled by offsetting it against receivables (in particular a loan of EUR 177,421,591 in capital) due to the company from Capio AB.

The contribution of these same Shares to Compagnie Générale de Santé, so that all the subsidiaries included in the new Group's scope of consolidation are held by the same entity. This contribution was made for the same amount as the acquisition, i.e. EUR 254,000,000, remunerated by new shares issued by Compagnie Générale de Santé as part of its capital increase.

Hedging - Loan to Capio

Ramsay Santé has financed CAPIO's activities through an intercompany loan. This loan was taken out in SEK to meet CAPIO's needs. To hedge the foreign exchange risk in its accounts, Ramsay Santé contracted a 3-month EUR/SEK FX swap, extended until 06/05/2020 (6 forwards since 04/01/2019). Rollovers at maturity processed by Ramsay Santé are not contracted at the ECB reference rates (16:00 fixing). On 06/05/2020, Ramsay stopped rolling swaps to hedge the CAPIO loan and began documenting a hedging relationship between the loan and the CAPIO investment (Net Investment Hedge).

At the end of the hedging strategy, Ramsay Santé is expected to recognise the Spot effect of maturing derivatives in Translation differences until the maturity of the loan, to align the P&L impact of the hedged item with the hedging instrument.

Ramsay Santé has calculated the Spot effect of its maturing hedges based on the spot of the rollover transaction. According to French Accounting Standards Authority (ANC) standard 2015-05, the spot used to calculate the spot effect should be the daily closing spot. In France, this spot is traditionally the ECB's closing spot.

Ramsay Générale de Santé entered into hedging transactions to cover realized and unrealised gains and losses in the income statement for the year, on a symmetrical basis with respect to the method of recognising income and expenses on the hedged item.

The main accounting methods used are as follows:

(a) Fixed assets

Fixed assets:

Fixed assets are booked at acquisition cost.

Financial assets:

Equity investments are recorded at acquisition cost. If this sum is greater than value in use, a provision for depreciation is made.

(b) Marketable securities

As part of the bonus share plan for certain senior managers or corporate officers of the company and companies of the Ramsay Générale de Santé Group, the company purchased 773,668 Générale de Santé shares in 2009 for the total sum of EUR 9,999,973.73.

- on 2 April 2010, 354,663 GDS SA shares were allocated under the 2008 plan.
- on 2 June 2011, 393,704 GDS SA shares were allocated under the 2009 plan.

These two free share plans leave 25,301 Générale de Santé shares with a carrying amount of EUR 328,611.17.

These treasury shares are booked for accounting purposes as marketable securities.

At 30 June 2020 their inventory value was greater than the carrying amount.

(c) Receivables

Receivables are valued at their nominal value.

Provision is made for impairment on a case-by-case basis following an analysis as part of the regular process of recovery of receivables.

As at 30/06/2020, a miscellaneous receivable was fully impaired for a value of EUR 32,415 and a trade receivable was fully impaired for a value of EUR 700.

(d) Provisions for liabilities and charges:

At 30/06/2020, a number of provisions had been reversed:

- Tax reassessment of ex Ramsay Santé for a total amount of EUR 160,947,
- Provisions for foreign exchange losses relating to the valuation of the bonds for EUR 456,012 and the pledged Nordea account for a total of EUR 27,320

(e) Translation of currency transactions

Assets in foreign currencies are valued at the rate on the closing date or at the hedging rate, where applicable.

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

At 30 June 2020	Closing rate	Average rate
Sweden	0.0955	0.0939
Denmark	0.1342	0.1340

(f) Pension obligations:

Pension obligations are measured in accordance with Recommendation no. 2013-02 of 7 November 2013 of the French Accounting Standards Authority (ANC) and Regulation no. 2003-R01 of the French National Accounting Board (CNC).

The actuarial assumptions used are as follows:

	At end of period	At beginning of period
- Discount rate	1.09%	1.25%
- Rate of salary increase	1.00%	1.00%
- Rate of social security charges	50.40%	56.00%
The rate of social security charges has been redefined on the basis of the actual rate recorded over the last 12 months		
- Retirement age - management - non-management	 65 years 65 years	 65 years 65 years
- Conditions of departure:	Voluntary departure at the employee's initiative	
- Vested rights	Company's Collective Agreement	
- Staff turnover rate - 26 years or under - 27 to 29 years - 30 to 34 years - 35 to 39 years - 40 to 44 years - 45 to 49 years - 50 to 54 years - 55 to 59 years - 60 to 62 years - over 62 years	 28.06% 15.35% 9.44% 6.56% 5.80% 4.17% 2.99% 2.12% 1.21% 0.00%	 28.06% 15.35% 9.44% 6.56% 5.80% 4.17% 2.99% 2.12% 1.21% 0.00%
- Life table - Men - Women	 TH0002 TF0002	 TH0002 TF0002

The retirement benefit corresponds to the most favourable amount for the employee between contractual enforced retirement pay and the statutory severance pay.

The amount of retirement benefit indemnities not recognised in the individual financial statements at 30 June 2020 was EUR 279,252.

This sum is recognised in financial commitments. It is calculated using the actuarial method.

(g) Concept of ordinary profit and extraordinary profit:

The components of ordinary business, even when extraordinary in view of their frequency or amounts, are included in ordinary profit.

Only items unrelated to ordinary company business were recognised as extraordinary profit (loss).

2) Notes on certain items on the balance sheet and the income statement:

a) Fixed assets

Movements in gross values and depreciation during the year are summarised in the following tables:

* National Tax Office table no. 2054 (see fixed assets table - reporting date 30 June 2020 - Section A) page 96;
* National Tax Office table no. 2055 (see fixed assets table - reporting date 30 June 2020 - Section B) page 96.

b) Financial assets

During the year, Ramsay Générale Santé completed the following transactions:

Repayment of CAPIO AB loans to Ramsay Santé amounting to:

- DKK 136,483,355,56;
- EUR 177,421,591.48;
- SEK 379,000,000

Transfer of the Capio AB shares acquired by Ramsay Générale de Santé to Compagnie Générale de Santé (CGS) for a total amount of EUR 254,000,000, bringing the CGS shares to EUR 763,769,350.97

Assignment of the Capio AB debt to Générale de Santé for a total amount of SEK 1,159,000,000 (EUR 110,000,000).

		At 30/06/2020
-	Dynamis shares	46
-	CGS shares	763,769,351
-	Capio AB shares	807,724,885
	Total shares	***1,571,494,282***
-	Capio loans	102,484,998
-	Other financial assets	1,128
	TOTAL	**1,673,980,408**

c) Statement of provisions

Movements in provisions during the year are summarised in table no. 2056 (see table of provisions - reporting date 30 June 2020 - page 98).

d) Receivables and debts

Due dates of receivables and debts are summarised in National Tax Office table no. 2057 (see Maturity of receivables and debt - reporting date 30 June 2020 - page 99).

e) Related accounts

- *Accrued income*:

Accrued income amounts to EUR 2,639,510 and corresponds to financial income.

Accrued liabilities:

Accrued liabilities amount to EUR 8,955,684.81 and correspond to the following items:

- Premiums for EUR 848,000;
- Interest on loans for EUR 5,750,000;
- Non-Group suppliers for EUR 1,460,374;
- Social security contributions and taxes for EUR 513,697;
- Miscellaneous accrued liabilities for EUR 383,025.

f) Other receivables

The item “other receivables” amounts to EUR 223,846,438.

It essentially consists of the current account advance of EUR 210,194,373 paid to Compagnie Générale de Santé, and corporation tax receivables from the State of EUR amounting to 11,302,920.00.

g) Prepaid expenses and deferred income

Prepaid expenses amount to EUR 80,039 and concern expenses (Operating, Financial, Exceptional).

h) Marketable securities

- *Treasury shares*

This item covers the company's purchase of treasury shares as part of the free share allocation plans for some senior managers or corporate officers of the Company and companies in the Ramsay Générale de Santé Group.

These two free share plans for 2008 and 2009 leave 25,301 Générale de Santé shares with a carrying amount of EUR 328,611.17.

Their inventory value, determined on the basis of the average share price in June 2020, was EUR 447,827.70 at the end of the period. The inventory value, which is greater than the carrying amount, did not entail any provision for impairment at 30 June 2020.

According to CM-CIC SECURITIES, the company mandated by Ramsay Générale de Santé to buy its treasury shares, the 25,301 shares as valued at EUR 438,972.35.

- *Bonds related to the acquisition of Capio*

The bonds related to the Acquisition of Capio AB, purchased by Ramsay Générale de Santé, were reimbursed for the following amounts:

  - bonds concerning employees in France: EUR 1,957,100;
  - bonds concerning employees in Germany: EUR 338,500

Bonds concerning employees in Sweden and Norway amounting to SEK 133,745,000 were converted into CAPIO AB Loans.

i) Available funds

Available funds correspond to:

- *Available funds and cash for EUR 1,554,494.96*

j) Special depreciation allowances

The change in special depreciation allowances is as follows:

Nature of provisions	At beginning of period	Provisions	Reversals	At end of period
Capio acquisition costs	2,062,916.0	3,254,289.0	--	5,317,205.0
Capio squeeze-out costs	1,048.1	--	--	1,048.1
TOTAL (I)	**2,063,964.1**	**3,254,289.0**	**--**	**5,318,253.1**

The special depreciation allowances thus correspond to the amortisation of the acquisition costs of the Capio Group over a period of 5 years. These acquisition costs totalled EUR 16.3 million.

The provisions for Capio acquisition costs thus amounted to EUR 3,254,289 per year

k) Share capital

The company's share capital is composed of 110,389,690 shares with a nominal value of EUR 0.75 each, i.e. a total amount of EUR 82,792,276.50.

- *Statement of changes in equity*

Sections	30/06/2019	Increase	Decrease	Appropriation of profit N-1	30/06/2020
Share capital or individual capital	**82,792,267.50**	--	--	--	**82,792,267.50**
Issue, merger and acquisition premiums	**600,910,915.58**	--	--	--	**600,910,915.58**
Revaluation differences	**--**	--	--	--	**--**
Legal reserve	**5,696,782.13**	--	--	191,955.96	**5,888,738.09**
Statutory or contractual reserves	**--**	--	--	--	**--**
Regulated reserves	**7,254.55**	--	--	--	**7,254.55**
Other reserves	**12,257,624.00**	--	--	--	**12,257,624.00**
Retained earnings	**107,457,487.23**	--	--	3,647,163.17	**111,104,650.40**
Profit for the year	**3,839,119.13**	6,329,480.37	--	(3,839,119.13)	**6,329,480.37**
Investment subsidies	**--**	--	--		**--**
Regulated provisions	**2,063,964.10**	3,254,289.00	--		**5,318,253.10**
TOTAL EQUITY	**815,025,414.21**	**9,583,769.37**	**--**	**--**	**824,609,183.59**

l) Provisions for liabilities and charges:

Sections	Amount at 30/06/2019	Provision	Reversal	Amount at 30/06/2020
Impact of tax audits	**160,947.00**	--	(160,947.00)	**--**
Provision for exchange losses	**483,333.35**	--	(483,333.35)	**--**
TOTAL	**644,280.35**	**--**	(644,280.35)	**--**

The provision reversal for foreign exchange losses corresponds essentially to translation differences of assets (foreign exchange losses) in connection with the revaluation of the Capio bonds held by Ramsay Générale de Santé at the closing rate and the tax audit.

m) Borrowing and debt with banks

In the context of the "Senior Debt" credit agreement of 1 October 2014 with BNP Paribas, Crédit Agricole, CIB, Natixis, Barclays and Deutsche Bank for a total of EUR 1,075 million, Ramsay Générale de Santé drew down a EUR 240,000,000 line of credit.

On 11 August 2017, the Ramsay Générale de Santé Group signed the amendment and extension of its senior credit agreement.

The terms and conditions of the agreement were significantly improved by the elimination of maintenance covenants, an extension of the maturity of its senior debt by two years to 3 October 2022, and a decrease in the Term Loan B rate from Euribor + 3.5% to Euribor + 3.125%.

For the purposes of purchasing the CAPIO Group's shares, RGDS subscribed to two new credit lines for a total amount of EUR 750,000,000:

- On 31/10/2018, drawdown of a B3A facility for an amount of EUR 265,572,137
- On 02/01/2019, drawdown of a B3B facility for an amount of EUR 484,427,863.

n) Tax and social security liabilities

The item "Tax and social security liabilities" amounts to EUR 55,583,347.

It is mainly composed of corporate income tax liabilities on subsidiaries consolidated for tax purposes under Ramsay Générale de Santé.

o) Financial result

The financial result includes the impact of the following transactions:

Sections	Financial expenses	Financial income
Income from Group shares	--	70.00
Accrued interest on Group current accounts	--	2,307,744.57
Income from Group loans	--	2,731,411.71
Foreign exchange gains	--	1,002,281.50
Miscellaneous financial income - of which Termination of currency hedging	--	7,746,356.63
Provision reversal – exchange losses	--	483,333.35
Interest on debt	30,416,666.67	--
Bank charges	375.39	--
Net interest on swaps	436,632.27	--
- Interest on current account payable	31,727.26	--
Other financial expenses - including losses on foreign exchange hedging	8,136,759.55	--
Foreign exchange losses	1,187,431.17	--
TOTAL	**40,209,662.0**	**14,271,198.0**

p) Extraordinary profit (loss)

The extraordinary loss amounts to EUR 3,050,459.

It includes the impact of the following transactions:

	Extraordinary expenses	Extraordinary income
Provision for accelerated tax depreciation of Capio AB acquisition costs	3,254,289.00	--
Fines and penalties	2,566.27	
Reversal – Provisions for audit limitation - VAT		160,947.00
Sale of preferential subscription rights to treasury shares	--	45,449.51
TOTAL	**3,256,855.27**	**206,397.51**

q) Revenue

The revenue of EUR 997,921 corresponds to:

- the invoicing of management fees of EUR 807,328 to Capio AB;
- the invoicing of general management costs of EUR 190,593 to Capio Santé.

r) Tax position

The company's results are integrated into the framework of a Group tax system.

The EUR 48,654,885.00 booked as tax consolidation income was the difference between:

- corporation tax contributions paid by the tax-consolidated subsidiaries amounting to EUR 48,292,972.00;
- corporation tax reductions (patronage) of EUR 361,913,00.

s) The unrealised tax position is as follows:

- *Increases and reductions in deferred tax liabilities :*

Item	30/06/2020
Increases in deferred tax liabilities	--
Regulated provisions	5,318,253
Investment subsidies	--
Negative valuation difference of UCITS securities.	--
Translation differences - assets	--
Other prepaid expenses	--
Deferred taxation of long-term capital gains	--
Total increases in deferred tax liabilities	**5,318,253**
Total deferred tax liabilities	**1,702,905**
Decreases in deferred tax liabilities	
Amortisation of software	
Potential losses on long-term contracts	
Provisions for retirement and similar obligations	
Other provisioned liabilities and charges	
Accrued liabilities	
Positive valuation difference of UCITS securities.	
Translation differences - liabilities	592,140
Other income taxed in advance	
Tax loss carry-forwards	142,667,694
Total decreases in deferred tax liabilities	**143,259,834**
Total deferred tax assets	**45,871,799**
Net unrealised tax position	**44,168,894**

Tax rates	32.02%
Of which standard corporation tax rate	31.00%
Social tax contribution	3.30%

t) Translation differences:

The translation difference of EUR 592,140 corresponds to the foreign currency valuation of the Capio loan.

Ramsay decided to terminate the currency hedging transactions on Capio foreign currency loans.

u) Distribution of income tax

Distribution of tax	Pre-tax result	Tax	Net profit
Current profit	(39,274,945.87)	44,813,411.33	5,538,465.46
Short-term extraordinary profit (loss)	(3,050,458.76)	3,480,627.67	430,168.91
Long-term extraordinary profit (loss)	--	--	--
Employee profit-sharing	--		--
Tax credits		360,846.00	360,846.00
ACCOUNTING PROFIT (LOSS)	***(42,325,404.63)***	***48,654,885.00***	***6,329,480.37***

v) Other debt

Other debts of EUR 29,177,444 mainly correspond to the Centrale Ramsay current account for EUR 28,794,419.

Centrale Ramsay (formerly IENA) is the central treasury entity that manages the Group's cash pool.

3°) Financial commitments and other information

a) Financial commitments

The company does not operate any equipment leases or property leases.

The financial commitments granted and received by the company at 30 June 2020 are as follows:

- On 1 October 2014, Ramsay Générale de Santé as guarantor and Compagnie Générale de Santé as borrower entered into a “senior debt” credit agreement amounting to a total of EUR 1,075 million with BNP Paribas, Crédit Agricole CIB, Natixis, Barclays and Deutsche Bank as mandated arrangers and original lenders. This senior debt facility enabled Ramsay Générale de Santé to refinance a portion of its previously existing debt and to finance the extraordinary distribution of share premiums approved by the General Meeting of 18 November 2014. The purpose of this senior debt facility is to finance the general operating needs of Group companies as well as to fund acquisitions and meet investment expenses relating to growth and reorganisation. This finance agreement was amended and extended on 11 August 2017, adding two more years to the original six years, and is now repayable in full on 3 October 2022 (See paragraph 6.12.2).
- In addition, at the time of the acquisition of Capio AB at the end of October 2018, the syndicated loan was incremented by EUR 750 million by a TLB3 facility for six years, part of which was used to acquire Capio AB shares (B3A) and the other part to repay the financing of Capio AB (B3B).

<u>This financing consists of seven lines of credit:</u>

Senior debt	Original lines of credit	Duration (Year)	Maturity	30 June 2020		
				Amount drawn down	Amount not drawn down	Early repayment
Term B1A facility	500.0	8	03/10/2022	400.0	--	100.0
Term B1B facility	160.0	8	03/10/2022	160.0	--	--
Term B2 facility.........................	240.0	8	03/10/2022	240.0	--	--
Revolving Credit facility............	100.0	8	03/10/2022	--	100.0	--
Acquisition / capex facility 1(1)......	75.0	8	03/10/2022	40.0	--	--
Term B3A facility	265.6	6	22/10/2024	265.6	--	--
Term B3B facility	484.4	6	22/10/2024	484.4	--	--
TOTAL	**1,825.0**			**1,590.0**	**100.0**	**100.0**

(1) Provided a certain level of financial leverage is not exceeded, the company may request that each of its creditors provide an additional line of capex credit.

The amount used and unused represents EUR 1,690

<u>Specific clauses in the senior debt agreement:</u>

All of its tranches are issued at variable rates.

The terms and conditions of the financing place restrictions on the policy for acquiring and disposing of assets. Disposals of assets may give rise to early debt repayments. The agreement sets limits on the capacity for taking on new debt in the form of financial leases, mortgages, security trust or any other form of credit.

In addition, in the event of a drawdown at the end of the half-year exceeding 40% of the RCF, the contract requires compliance with a maximum leverage ratio of 5.00x (consolidated NFD / consolidated Ebitda[16]). This constraint is not applicable if the amount drawn down returns below 40% of the outstanding RCF amount.

The Ramsay Générale de Santé Group had no outstanding drawdowns on the RCF at 30 June 2020.

16 NFD :Net financial debt such as that defined in section 2.15, excluding fair value of hedging instruments; EBITDA:Gross operating surplus, defined as the difference between profit from recurring operations and depreciation and amortisation charges (see section 2.19) and adjusted for the impact of the IRFS accounting standard.

Hedging clause relating to interest rate risk

In connection with its refinancing transactions for the Group (senior debt facility) carried out on 1 October 2014, the company must, within six months of setting up this refinancing, arrange for the hedging of its exposure to interest rate risk in respect of at least two-thirds (and no more than 100%) of the amount of credit drawn down (excluding the additional non-binding capex line of credit) over a minimum period of three years.

At 30 June 2020, 75% of the initial syndicated debt remains hedged at one year with an average fixed rate of 0.28%. Then, following the extension of the duration of the initial debt and the new amounts drawn down at the time of the acquisition of Capio, new interest rate hedges were put in place (the average hedging rate is 71%):

- 75% of the initial debt is hedged until maturity with Interest Rate Swaps (IRS), with in 2020 50% floor and 50% cap, and from 2021, 100% in vanilla IRS.
- 66.67% of the new debt is hedged until maturity with Interest Rate Swaps (IRS), with 50% floor and 50% cap for two years, and then in 2021 for 3.5 years with vanilla IRS.

Security clause

The securities of Compagnie Générale de Santé, Immobilière de Santé, Alphamed, Parly 2, Hôpital Privé Ouest Parisien, Pass, Medipsy, HPM, HPM Nord, Capio AB and Capio Group Services AB were pledged in security of the syndicated debt.

Guarantee clause

Ramsay Générale de Santé, as the Guarantor on the 2014 Credit Agreement, issues the lenders with a joint and several guarantee of the obligations of the Debtors (i.e. all the Borrowers and Guarantors), and this would be called in the event of a default by one of them, on a first request by the lenders.

The obligations and commitments of the Guarantor in respect of the 2014 Credit Agreement, with respect to any Debtor that is not a subsidiary of the Guarantor (pursuant to Article L. 233-3 of the French Commercial Code), are limited at any time to the total amount outstanding of the sums borrowed directly or indirectly by said Debtor under the Credit Agreement and relent directly or indirectly to the Guarantor via intra-Group loans in force at the date on which the Guarantor must make a payment in respect of its Guarantee.

Pursuant to the 2014 Credit Agreement, all guarantors must account for at least 75% of consolidated gross operating surplus and 70% of the gross assets of the Ramsay Générale de Santé Group. Consequently, 44 of the Group's legal entities signed up to the 2014 Credit Agreement as additional guarantors.

b) Bank guarantees

As the main founder of the Ramsay Générale de Santé Corporate Foundation, in order to comply with the legal commitments arising from the Foundations' Articles of Association, Ramsay Générale de Santé requested a new bank guarantee from Caisse d'Epargne and Prévoyance Ile de France on 29 March 2018, which was counter-guaranteed by Ramsay Générale de Santé. Its outstanding balance at 30 June 2020 was EUR 4,950,000 with a maturity date of 30 June 2023.

c) Construction commitments (Delegating Contracting Authority)

At 30 June 2020, the Ramsay Générale de Santé Group no longer has any construction commitments.

d) Staff

The workforce consists of one senior manager.

e) Remuneration of directors

For the financial year 2019-2020, the remuneration paid to members of the administrative and supervisory bodies in consideration of their duties was EUR 1,227,928 in salaries and EUR 54,000 in attendance fees.

f) Identity of the controlling company

The company is part of a group whose consolidating company is the French public limited company (Société Anonyme) RAMSAY SANTE (Siren no. 383 699 048). Its registered office is 39 rue Mstislav Rostropovitch CS60053 75850 Paris Cedex 17 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 registered office is Level 18, 126 Philip Street Sydney NSW 2000 Australia

A copy of the consolidated financial statements can be obtained on the RAMSAY GENERALE DE SANTE website: http://ramsaygds.fr/.

g) Table of subsidiaries and investments

See page 100.

h) Commitments received

The company did not benefit from any commitments during the year.

i) Swap commitments

Swap commitments are as follows**:**

	Bank	Start	End	Market Valuation
SWAP	HSBC	6 March 2019	22 April 2021	(178,142.00)
SWAP	HSBC	6 March 2019	22 April 2021	(129,995.00°
SWAP	BNPP	22 April 2021	22 January 2021	(15,345,047.00)
TOTAL				**(15,653,184.00)**

4°) Events after the reporting date

NONE

B Draft management documents

The tables below set out the draft management documents as stipulated by Articles L. 232-3 and R. 232-4 of the French Commercial Code and posted by the Board at a meeting on 20 October 2020.

FINANCING PLAN (in thousands of euros)	
Item	**Year From 1 July 2019 to 30 June 2020**
I. Usage	
1. New investments	--
2. Working capital requirements	10,000
3. Repayment of loans	--
Total	**10,000**
II. Resources	
1. Cash flow from operations	10,000
2. Disposals	--
3. External resources - capital	--
Subsidies and participating loans	--
Long-term borrowings	--
Total	**10,000**
Surplus / insufficient resources	**--**

PROVISIONAL INCOME STATEMENT (in thousands of euros)		
Item	**Actual 1 July 2019 to 30 June 2020**	**Budgeted From 1 July 2020 to 30 June 2021**
Revenue from healthcare (excluding imaging)	--	--
Chemo and pharmacy	--	--
Revenue from imaging	--	--
Revenue from biology	--	--
Revenue from accommodation and catering	--	--
Revenue from fees and other	--	--
Operating revenue	--	--
Services production sold	998	800
TOTAL REVENUE	**998**	**800**
Medical purchases (excluding chemo and pharmacy)	--	--
Chemo and pharmacy	--	--
Other purchases and energy	1	1
External services	9,301	10,656
Other external services	--	480
Added value	***(8,304)***	***(10,337)***
Taxes and duties	210	161
Salaries, social security contributions	1,617	1,946
Other income	--	--
Other expenses	56	444
EBITDAR	**(10,187)**	**(12,888)**
Margin	**--**	**--**
Fees operating leases	--	--
Fees property leases	--	--
Equipment leases	54	50
Property leases	12	12
Property tax	--	--
Lease revenue contribution	--	--
EBITDA	**(10,253)**	**(12,950)**
Margin	**--**	**--**
Operating provisions	1,905	1,905
EBIT (operating profit)	**(12,158)**	**(14,855)**
Margin	**--**	**--**
Profit on non-recurring operations	(3,050)	(3,254)
EBIT after non-recurring operations	**(15,208)**	**(11,601)**
Financial result	(25,938)	(25,000)
Corporation tax	(48,655)	(48,000)
NET PROFIT	**7,509**	**11,399**

CASH FLOW FROM OPERATIONS (in thousands of euros)

Use of the subtractive method

	Sections	Accounts	From 1 July 2019 to 30 June 2020	From 1 July 2018 to 30 June 2019	Change
	Gross operating surplus		**(11,375)**	**(38,748)**	**-71%**
+	Transfers of operating expenses	791	--	25,310	-100%
+	Other operating income	75	--	--	--
-	Other operating expenses	65	56	445	-87%
+	Financial income	76, 786 and 796	14,271	7,963	+79%
	- Reversals of financial provisions	786	483	--	--
-	Financial expenses	66, 686 and 696	40,209	29,469	36%
	+ Amortisation and financial provisions	686		483	-100%
+	Extraordinary income	77 and 787	206	32	+544%
	- Income from disposal of assets	775	--	32	-100%
	- Investment subsidies recognised under income	777	--	--	--
	- Reversals of extraordinary provisions	787	161	--	--
-	Extraordinary expenses	67 and 687	3,258	2,064	+58%
	+ Carrying amount of assets sold	675	--	--	--
	+ Extraordinary amortisation and provisions	687	3,254	2,064	+58%
-	Employee profit-sharing	691	--	--	--
-	Income tax	698 and 699	(48,655)	(43,145)	+13%
	CASH FLOW FROM OPERATIONS		**10,844**	**8,259**	**+31%**

The method has been specified – for financial products, the subtotal provided for the income statement is used, specifically the sum of accounts 76, 786 and 796. Reversals of financial provisions (account 786) are carried over to the line below.
The method used is the same for financial expenditure and extraordinary income and expenses.

CASH FLOW STATEMENT NPC template (in EUR thousands)					
Use	**From 1 July 2019 to 30 June 2020**	**from 1 July 2018 to 30 June 2019**	**Resources**	**From 1 July 2019 to 30 June 2020**	**from 1 July 2017 to 30 June 2018**
Distributions paid out during the year	--	--	Cash flow from operations for the year	10,844	8,259
Acquisitions of fixed assets:			Disposals of fixed assets:		
- Intangible assets	--	--	- Intangible assets	--	--
- Property, plant and equipment	--	--	- Property, plant and equipment	--	--
- Financial assets	---	1,227,182	- Financial assets	62,971,738	--
Deferred charges over several years	--	11,429	Increase in equity		
Decrease in equity	--	--	- Capital or contributions	--	565,816
			- Other equity	--	--
Repayment of financial debt	--	--	Increase of financial debt	--	754,312
TOTAL USE	**--**	**1,238,611**	**TOTAL RESOURCES**	**62,982,582**	**1,328,387**
NET RESOURCES	**62,982,582**	**89,776**	**NET USE**	**--**	**--**

Change in overall net working capital	**Requirements** (B)	**Releases** (D)	**Balance From 1 July 2019 to 30 June 2020** (D-B)	**Balance From 1 July 2018 to 30 June 2019**
OPERATING CHANGES				
Changes in operating assets				
Inventories and work-in-progress	--	--	--	--
- Advance payments to suppliers	--	--	--	--
- Trade receivables, related accounts and other receivables	--	--	--	--
Changes in operating expenses	--	--	--	--
- Advances and payments from customers	--	--	--	--
- Trade payables, related accounts and other payables	--	4,025	4,025	(5,678)
TOTAL OPERATING	**--**	**4,025**		
A - NET OPERATING CHANGE			**4,025**	**(5,678)**
NON-OPERATING CHANGES				
Changes in other debtors	--	102,236	102,236	55,700
Changes in other creditors	13,350	--	(13,350)	11,789
TOTAL NON-OPERATING	**13,350**	**102,236**		
B - NET NON-OPERATING CHANGE			**88,886**	**67,489**
TOTAL [A+B] NET RELEASE OF WORKING CAPITAL			**92,911**	**61,811**
CHANGES IN CASH FLOWS				
Changes in cash and cash equivalents	26,598	--	(26,598)	28,037
Changes in bank overdrafts, credit balances. Bank	--	--	--	(38)
TOTAL CASH FLOW	**26,598**	--		
C - NET CHANGE IN CASH FLOW			**(26,598)**	**27,999**

STATEMENT OF REALISABLE ASSETS AND CALLABLE LIABILITIES (in EUR thousands)

REALISABLE AND AVAILABLE ASSETS	01/01/2020 30/06/2020	01/07/2019 31/12/2019	01/01/2019 30/06/2019
Uncalled share capital			
Receivables attached to investments			
Loans	102,485	90,037	413,745
Other financial assets	1,571,494	1,577,211	1,323,207
Advance payments to suppliers	--	401	1
Trade receivables and related accounts	824	1	1
Other receivables	223,846	181,901	113,880
Share capital called and not paid	--	--	--
SUBTOTAL	**1,898,649**	**1,849,551**	**1,850,834**
Marketable securities	329	16,662	16,899
Available funds	1,554	143	11,583
TOTAL	**1,900,532**	**1,866,356**	**1,879,316**

CALLABLE LIABILITIES	01/01/2020 30/06/2020	01/07/2019 31/12/2019	01/01/2019 30/06/2019
Convertible bonds	--	--	--
Other bonds	--	--	--
Borrowing and debt with banks	995,930	998,120	995,815
Borrowings and financial debt	--	--	--
Advances and deposits received on ongoing orders	--	--	--
Suppliers and related accounts	2,355	5,318	6,380
Tax and social security liabilities	55,583	74,819	70,861
Amounts due on fixed assets and related accounts	--	--	--
Other debt	29,177	1,200	550
TOTAL	**1,083,045**	**1,079,457**	**1,073,606**

C Table of financial results over the last five years

Amounts in euros					
Nature of indications	**30 June 2016**	**30 June 2017**	**30 June 2018**	**30 June 2019**	**30 June 2020**
I - Capital at end of period					
a) Share capital (in EUR)	56,967,821	56,967,821	56,967,821	82,792,268	82,792,268
b) Number of ordinary shares	75,957,095	75,957,095	75,957,095	110,389,690	110,389,690
c) 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	757,637	--	--	--	997,921
b) Income before taxes and calculated expenses	(14,420,939)	(15,522,223)	(18,688,401)	(34,854,145)	(37,810,567)
c) Income tax	(36,238,568)	(41,825,970)	(40,964,840)	(43,145,391)	(48,654,885)
d) Employee profit-sharing due for the year	--	--	--	--	--
Depreciation, amortisation and provisions	422,150	56,647	(238,950)	4,452,126	4,514,838
Profit after tax and calculated expenses	21,395,479	26,247,100	22,515,389	3,839,119	6,329,480
Distributed profit for the year	--	--	--	--	--
III - Earnings per share (in euros)					
a) Profit after tax but before calculated expenses	0.29	0.35	0.29	0.08	0.10
b) Profit after tax and calculated expenses	0.28	0.35	0.30	0.03	0.06
(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	1,020,000	1,224,000	1,122,000	1,442,004	1,342,008
c) Amount paid in social benefits for the year (social security, pensions, etc.) (EUR)	397,250	435,219	397,385	477,718	388,767

D Company management report

(i) Highlights from 1 July 2019 to 30 June 2020

Health crisis linked to the COVID-19 pandemic

The financial year ended 30 June 2020 is marked by the health crisis linked to the COVID-19 global pandemic.

Private hospitals actively participated 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 regional public health authorities, private clinics and hospitals cancelled (at the height of the crisis and in particular during the national lockdown imposed from 16 March 2020) all non-urgent medical and surgical procedures that would not result in a loss of opportunity for patients, in order to free up capacity in hospitals and technical platforms to meet local health needs.

Private staff and practitioners were mobilised and integrated into plans to prevent and combat the pandemic.

As the health situation evolved, and in particular during the lifting of lockdown measures, private hospitals were able to resume their activities under more normal conditions, but still with certain limitations, in accordance with government or regional directives and depending on local health conditions.

On 5 June 2020, the Office of the Minister of Health announced that the premium would be financed in July 2020 (advance payment of 70% of the calculated amounts) via the payment of exceptional contractual support (AC) credits by decree via the regional public health authorities.

The balance will be paid in September 2020.

Remuneration of directors (formerly directors' fees)

Article 185 of the Pacte Act amended Article L225-45 of the French Commercial Code by removing the concept of directors' fees.

Consideration of the context resulting from the COVID crisis led the Board of Directors, by a unanimous decision of 25 June 2020, to:

- Acknowledge the decision of the Board members designated by the two major shareholders to waive this remuneration
- Decide on the payment of remuneration of 50% of the theoretical amount to the other members.

Thus the provision for directors' remuneration for the financial year increased from EUR 442,000 to EUR 540,000.

Acquisition by RGDS from Capio Groupe Service AB

At 1 July 2019, the following transactions had taken place:

- The acquisition by RGDS from Capio Group Services AB (a subsidiary of Capio AB) of 4,472,997 shares of Capio Santé, a French public limited company with a capital of EUR 35,784,000, through which all the French subsidiaries of the Capio Group are held, with the exception of three shares held by directors in connection with share loans. This acquisition was carried out for an amount of EUR 254,000,000, and was settled by offsetting it against receivables (in particular a loan of EUR 177,421,591 in capital) due to the company from Capio AB.
- The contribution of these same Shares to Compagnie Générale de Santé, so that all the subsidiaries included in the new Group's scope of consolidation are held by the same entity. This contribution was made for the same amount as the acquisition, i.e. EUR 254,000,000, remunerated by new shares issued by Compagnie Générale de Santé as part of its capital increase.

Currency hedging - Loan to Capio

Ramsay Santé has financed CAPIO's activities through an inter-company loan. This loan was taken out in SEK to meet CAPIO's needs. To hedge the foreign exchange risk in its accounts, Ramsay Santé contracted a 3-month EUR/SEK FX swap, extended until 06/05/2020 (6 forwards since 04/01/2019). Rollovers at maturity processed by Ramsay Santé are not contracted at the ECB reference rates (16:00 fixing). On 06/05/2020, Ramsay stopped rolling swaps to hedge the CAPIO loan and began documenting a hedging relationship between the loan and the CAPIO investment (Net Investment Hedge).

At the end of the hedging strategy, Ramsay Santé is expected to recognise the Spot effect of maturing derivatives in Translation differences until the maturity of the loan, to align the P&L impact of the hedged item with the hedging instrument.

Ramsay Santé has calculated the Spot effect of its maturing hedges based on the spot of the rollover transaction. According to French Accounting Standards Authority (ANC) standard 2015-05, the spot used to calculate the spot effect should be the daily closing spot. In France, this spot is traditionally the ECB's closing spot.

Ramsay Santé entered into hedging transactions to cover realised and unrealised gains and losses in the income statement for the year, on a symmetrical basis with respect to the method of recognising income and expenses on the hedged item.

(ii) Activity

The Company's activities include all commercial and financial operations in connection with healthcare, especially general protection of public health, healthcare protection for individuals and families, welfare action taken in connection with illnesses and patients, the disabled, the elderly and persons in a situation of distress or social inadaptation, and social and medical action to combat illnesses and health impairments.

It is the parent company of a group that carries on all its activities in the healthcare and hospital services sector.

The future outlook is set out in the group management report in the Company's activity report.

There were no changes to the maximum payment time limit for suppliers (Article L. 441-6-1 paragraph 1 of the French Commercial Code) between 30 June 2019 and 30 June 2020. The time limit is still 45 days end of month.

	Article D. 441-I: 1 of the French Commercial Code: Unpaid invoices **received** at the reporting date, the term of which has expired						Article D. 441-I: 2 of the French Commercial Code: Unpaid **invoices issued** at the reporting date, the term of which has expired					
	0 days (indicative)	1 to 30 days	31 to 60 days	61 to 90 days	91 days and over	Total (1 day and over)	0 days (indicative)	1 to 30 days	31 to 60 days	61 to 90 days	91 days and over	Total (1 day and over)
(A) Late payment bracket												
Number of invoices concerned	12					10						
Total amount of invoices concerned (specify whether exclusive or inclusive of VAT)	226,676	--	657,821	946	8,646	667,413						
Percentage of total amount of purchases exclusive or inclusive of VAT for the financial year	2.17%	--	6.31%	0.01%	0.08%	6.40%						
Percentage of revenue for the financial year (specify whether exclusive or inclusive of VAT)												
(B) Invoices excluded from (A) relating to disputed or unrecognised payables and receivables												
Number of excluded invoices											1	
Total amount of invoices excluded (specify whether exclusive or inclusive of VAT)											840	
(C) Reference payment terms used (contractual or legal terms - Article L. 441-6 or Article L. 443-1 of the French Commercial Code)												
Payment terms used to calculate late payments	- Legal time limit of 30 days excluding contractual amendment (in any case less than 45 days).						- Legal time limit of 30 days					

(iii) Capital held

Since June 1997, Ramsay Santé SA has held 100% of the shares in Compagnie Générale de Santé, its only subsidiary.

The business of Compagnie Générale de Santé is the same as its parent.

Following the takeover bid launched on 8 November 2018, Ramsay Santé also holds 100% of the shares of Capio AB. The business activity of Capio AB is the same as its parent.

(iv) Results at 30 June 2020

Operating income fell from EUR -15,139 million at 30/06/2019 to EUR -13,336 million at 30/06/2020.

This improvement of 15.5% or EUR 2,452,000 is mainly due to a reduction in the economic interest grouping's contribution (EUR -3,318,000), in salaries and social security charges (EUR -189,000) and in directors' fees (EUR -387,000), offset by an increase in fees (EUR +1,466,000).

The financial result fell from EUR -21,486 million at 30 June 2019 to EUR -25,938 million at 30 June 2020.

This deterioration is due to the setting up in the previous financial year of new lines of credit generating additional interest charges of EUR 10.237 million (full year compared to 8 months for the B3A tranche and 6 months for the B3B in the previous year), the drop in loan income of EUR 3.678 million following the repayment of part of the foreign currency loans, offset by the termination of the swap rollovers which generated income of EUR 7.494 million and the increase in interest income on current account for EUR 1.337 million.

Consequently, the operating result fell from EUR -37,274 million at 30 June 2019 to EUR -39,275 million at 30 June 2020.

The extraordinary loss of EUR 3,050 million is due to the amortisation of the acquisition costs of the Capio AB shares.

The tax consolidation income recognised for EUR 48.655 million corresponds to corporation tax contributions paid by the consolidated subsidiaries amounting to EUR 49.352 million, corporation tax reductions (patronage tax credit) for EUR 362,000, offset by the Group corporation tax amounting to EUR -1.057 million.

Net profit at 30 June 2020 was EUR 6,329 million compared to EUR 3,839 million at 30 June 2019.

This represents an improvement of EUR 2,490 million.

2.3.4 VERIFICATION OF HISTORICAL ANNUAL FINANCIAL INFORMATION

A Statutory auditors' report on the financial statements

To the general meeting of shareholders of the company Ramsay Générale de Santé,

Opinion

In compliance with the assignment entrusted to us by your General Meetings, we have audited the financial statements of Ramsay Générale de Santé for the year ended 30 June 2020, as attached to this report. These financial statements were approved by the Board of Directors on 20 October 2020 on the basis of the information available at that date in the context of the ongoing COVID-19 crisis and difficulties in assessing its impact and future outlook.

We certify that the financial statements are, in due consideration of French accounting rules and principles, proper and sincere and provide a true and fair view of the results of operations during the past year, and of the financial position and the assets of the company at the end of said year.

The opinion expressed above is consistent with the content of our report to the Audit Committee.

Basis of opinion

Audit framework

We carried out our audit in accordance with the professional standards applicable in France. We consider that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Our responsibilities under these standards are set out in the section “Responsibilities of the statutory auditors with respect to the audit of the annual financial statements” of this report.

Independence

We carried out our audit in accordance with the rules of independence applicable to us, over the period from 1 July 2019 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) No. 537/2014 or by the French Code of Ethics for the profession of Statutory Auditors.

Basis of the assessment - Key points of the audit

In accordance with the requirements of Articles L.823-9 and R.823-7 of the French Commercial Code relating to the basis of our assessments, we wish to bring to your attention the key points of the audit relating to the risks of material misstatement which, in our professional judgement, were the most significant for the audit of the financial statements for the year, as well as our responses to these risks.

These assessments were made in the context of our audit of the annual financial statements taken as a whole, prepared under the conditions described above, and in forming the opinion expressed above. We do not express an opinion on individual items in these annual financial statements.

We determined that there were no key audit issues to communicate in our report.

Specific checks

In accordance with the professional standards applicable in France, we also carried out the specific checks required by law and regulations.

Information provided in the management report and in the other documents addressed to shareholders on the financial position and the financial statements.

We have no observations to make concerning the fair presentation and consistency with the financial statements of the information provided in the management report by the board of directors of 20 October 2020 and in the other documents addressed to shareholders on the financial position and the financial statements. With regard to previous events and the elements known after the reporting date relating to the effects of the COVID-19 crisis, management has informed us that these will be reported in a communication to the General Meeting called to approve the financial statements.

We attest to the fair presentation and consistency of the annual financial statements with the payment terms referred to in Article D.441-4 of the French Commercial Code.

Report on corporate governance

We certify that the information required by Articles L. 225-37-3 and L. 225-37-4 of the French Commercial Code has been included in the Board of Directors’ report on corporate governance.

With regard to the information provided pursuant to the provisions of Article L. 225-37-3 of the French Commercial Code concerning remuneration and benefits paid or allocated to corporate officers and commitments in their favour, we verified its consistency with the financial statements or with the data used to prepare the financial statements and, where applicable, with the information gathered by your company from companies that control your company or are controlled by it. On the basis of this work, we certify the accuracy and the fair presentation of this information.

With regard to 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.225-37-5 of the French Commercial Code, we have verified that this information is consistent with the documents from which it was obtained and which were provided to us. On the basis of this work, we have no observations to make on this information.

Other information

Pursuant to the law, we ensured that miscellaneous information concerning the identity of the holders of capital and voting rights was supplied to you in the management report.

Information resulting from other legal and regulatory obligations

Appointment of the statutory auditors

We were appointed 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.

At 30 June 2020, Deloitte & Associés was in its twentieth consecutive year of engagement and Ernst & Young Audit was in its fifth year.

Responsibilities of management and those charged with governance for the financial statements.

Management is responsible for preparing financial statements that give a true and fair view in accordance with the accounting rules and principles applicable in France, and for implementing the internal control procedures it deems necessary for the preparation of financial statements that are free of material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, to present in these accounts, as appropriate, the necessary information relating to the continuity of operations, and to apply the going concern accounting policy unless it is intended to liquidate the company or cease trading.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risk management systems, as well as, where applicable, any internal audit systems, relating to accounting and financial reporting procedures.

The financial statements have been approved by the Board of Directors.

Responsibilities of the statutory auditors with respect to the audit of the annual financial statements

Audit objective and approach

Our responsibility is to issue a report on the 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 it does not guarantee that an audit conducted in accordance with professional standards will systematically detect any material misstatement. Misstatements can arise from fraud or error and are considered material where it can reasonably be expected that, taken individually or cumulatively, they could influence the economic decisions that readers of the statements may take based thereon.

As specified in article L.823-10-1 of the French Commercial Code, our audit does not constitute a guarantee of the viability or quality of the management of your company.

In the context of an audit carried out in accordance with the professional standards applicable in France, the statutory auditors exercise their professional judgement throughout the audit. Moreover:

- they identify and assess the risks that the financial statements contain material misstatements, whether due to fraud or error, define and implement audit procedures to address those risks, and collect items they consider sufficient and appropriate to provide a basis for their opinion. The risk of not detecting a material misstatement due to fraud is higher than for a material misstatement resulting from an error, as the fraud may involve collusion, forgery, wilful omissions, misrepresentation or circumvention of internal controls;
- they review the internal controls relevant to the audit in order to define appropriate audit procedures in the circumstances, not to express an opinion on the effectiveness of the internal controls;
- they assess the appropriateness of the accounting methods used and the reasonableness of accounting estimates made by management, as well as the information concerning them provided in the financial statements;

- they assess the appropriateness of management's application of the going concern accounting policy and, depending on the evidence gathered, whether or not there are significant uncertainties related to events or circumstances that could call into question the company's ability to continue as a going concern. This assessment is based on the information gathered up to the date of its report; however, it should be noted that subsequent circumstances or events could jeopardise the continuity of operations. If they conclude that there is significant uncertainty, they draw the attention of readers of their report to the information provided in the annual financial statements about that uncertainty or, if the information is not provided or is irrelevant, they formulate a qualified certification or refusal to certify;
- they assess the overall presentation of the financial statements and assess whether the financial statements reflect the underlying transactions and events in such a way as to give a true and fair view.

Report to the Audit Committee

We submit a report to the Audit Committee that outlines the scope of the audit work and the programme implemented, as well as the conclusions arising from our work. We also bring to its attention, where appropriate, any significant weaknesses in the internal control procedures that we identified with regard to the preparation and processing of accounting and financial information.

Among the elements disclosed in the report to the Audit Committee are the risks of material misstatement that we consider to have been the most important for the audit of the financial statements for the financial year, and which therefore constitute the key points of the audit that it is our responsibility to describe in this report.

We also provide the Audit Committee with the statement referred to in Article 6 of Regulation (EU) No. 537-2014 confirming our independence, within the meaning of the rules applicable in France as laid down in particular by Articles L. 822-10 to L. 822-14 of the French Commercial Code and in the French Code of Ethics for the profession of Statutory Auditor. Where appropriate, we discuss the risks to our independence and the safeguards applied with the Audit Committee.

Paris-La Défense, 30 October 2020

Statutory Auditors

ERNST & YOUNG Audit		DELOITTE & ASSOCIES	
Pierre JOUANNE	May KASSIS-MORIN	Jean-Marie LE GUINER	Stéphane LEMANISSIER

B Statutory auditors' report on the consolidated financial statements

To the general meeting of shareholders of the company Ramsay Générale de Santé,

Opinion

In compliance with the assignment entrusted to us by your General Meetings, we have audited the financial statements of Ramsay Générale de Santé for the year ended 30 June 2020, as attached to this report. These financial statements were approved by the Board of Directors on 20 October 2020 on the basis of the information available at that date in the context of the ongoing COVID-19 crisis and difficulties in assessing its impact and future outlook.

We certify that the consolidated financial statements are, in due consideration of the IFRS standards adopted by the European Union, proper and sincere and provide a true and fair view of the results of operations during the past year, and of the financial position and the assets of the persons or entities included in the scope of consolidation.

The opinion expressed -above is consistent with the content of our report to the Audit Committee.

Basis of opinion

Audit framework

We carried out our audit in accordance with the professional standards applicable in France. We consider that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Our responsibilities under these standards are set out in the section "Responsibilities of the statutory auditors with respect to the audit of the consolidated financial statements" of this report.

Independence

We carried out our audit in accordance with the rules of independence applicable to us, over the period from 1 July 2019 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) No. 537/2014 or by the French Code of Ethics for the profession of Statutory Auditors.

Basis of the assessment – Key points of the audit

In accordance with the requirements of Articles L.823-9 and R.823-7 of the French Commercial Code relating to the basis of our assessments, we wish to bring to your attention the key points of the audit relating to the risks of material misstatement which, in our professional judgement, were the most significant for the audit of the consolidated financial statements for the year, as well as our responses to these risks.--

These assessments were made in the context of our audit of the consolidated financial statements taken as a whole, prepared under the conditions described above, and in forming the opinion expressed above.- We do not express an opinion on individual items in these consolidated financial statements.

First-time adoption of IFRS 16 – Leases

Identified risk	Our response

As of 1 July 2019, the Group adopted the IFRS 16 "Leases" standard using the simplified retrospective approach, which recognises the cumulative effects of IFRS 16 at the date of first-time adoption without restating comparative periods. Under this new standard, all leases within the scope of IFRS 16 are subject to a single accounting model for lessees, with the recognition of a right-of-use asset and a lease liability. Information relating to the first-time adoption of the standard is set out in Note 2.1.1.2 to the consolidated financial statements.
 	
At 1 July 2019, the Group recognised a right of use of leased assets of EUR 1,990 million and a liability for lease commitments after discounting of EUR 1,990 million. The assets leased by the Group consist mainly of hospital and clinic premises, care centres and offices.
 	
We considered that the first-time adoption of the IFRS 16 "Leases" standard was a key element of the audit given the materiality of the right of use and lease liability in the Group's financial statements and the degree of management judgement in determining the value of that right of use and lease liability, especially with regard to commitment duration and discount rate.
	Our audit approach consisted of assessing compliance of the transition methods adopted and the methodology applied by the Group with the applicable accounting standard.
	
	Our work consisted of:
	• familiarising ourselves with the process and approach taken by the Group in adopting this standard;
	• assessing the completeness of in-scope leases by reconciling the off–balance sheet operating lease commitments identified under the previous standard at 30 June 2019 with the lease liability recognised in accordance with IFRS 16 at 1 July 2019, and by performing an analysis of residual lease amounts for major subsidiaries;
	• performing detailed audits of a selection of leases consisting of:
	  ○ assessing, taking into consideration the specific nature of the contract, the restatement made,
	  ○ confirming the accuracy of the relevant information used to determine the asset and liability relating to the lease contracts with respect to the underlying contractual documents, including in particular operating leases,
	  ○ with regard to the lease term selected, assessing the relevance of the criteria taken into account by management to determine the term and verifying it against the contract,
	  ○ testing the mathematical accuracy of the determination of the lease and right-of-use liability at the date of first-time adoption;
	• assessing compliance of the Group's methodology to determine the discount rates used in the initial measurement of the lease liability with IFRS 16;
	• assessing whether the information provided in note 2.1.1.2 to the consolidated financial statements is presented appropriately.

Goodwill – Value in use taken into account for impairment testing

Identified risk	Our response
At 30 June 2020, the value of goodwill amounted to EUR 1,735.5 million, for a balance sheet total of EUR 6,714.5 million. This goodwill corresponds to the difference between the acquisition cost of the shares of the companies included in the scope of consolidation and your Group's share in the fair value, at the acquisition date, of the assets and 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 appropriate, an impairment loss is recognised in the carrying amount of goodwill, based on 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 tested unit 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 importance in the consolidated financial statements of your Group and because the determination of value in use, which is taken into account in the impairment tests, entails the use of estimates and assumptions that require a significant amount of management judgement, particularly with respect to estimates of future cash flows, revenue growth assumptions and the discount rate.	In the course of our work, we became familiar with the process for preparing and approving the estimates and assumptions made by your Group in the context of impairment tests. Our work mainly consisted of: • reviewing, through sampling, the future cash flows selected (including assumptions about revenue growth) in the light of budgetary data, historical results and the economic and financial context in which the Ramsay Générale de Santé Group operates; • assessing the discount rate used by management by comparing it to our own estimate of this rate, established with the help of our valuation specialists and based on market data at 30 June 2020; • verifying, through sampling, the mathematical accuracy of the impairment tests performed by the Company, in particular with regard to the calculation of recoverable amounts; • assessing whether the information given in Notes 2.6 and 6.1 to the consolidated financial statements, in particular with regard to the key assumptions and sensitivity analyses performed, is adequately presented.

Specific checks

In accordance with professional standards applicable in France, we also carried out the specific checks required by the legal and regulatory texts of the information relating to the Group, provided in the Group management report prepared by the Board of Directors at its meeting of 20 October 2020. With regard to previous events and the elements known after the reporting date relating to the effects of the COVID-19 crisis, management has informed us that these will be reported in a communication to the General Meeting called to approve the financial statements.

We have no matters to report as to the fair presentation and consistency with the consolidated financial statements.

We certify that the consolidated statement of non-financial-performance provided for in Article L. 225-102-1 of the French Commercial Code is included in the Group management report, with the understanding 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 in terms of its fair presentation or its consistency with the consolidated financial statements and must be the subject of a report by an independent third party.

Information resulting from other legal and regulatory obligations

Appointment of the statutory auditors

We were appointed 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.

At 30 June 2020, DELOITTE & ASSOCIATES was in its twentieth consecutive year of engagement and ERNST & YOUNG Audit was in its fifth year.

Responsibilities of management and those charged with governance of the consolidated financial statements

Management is responsible for preparing consolidated financial statements that give a true and fair view in accordance with the IFRS standards as adopted by the European Union, and for implementing the internal control procedures it deems necessary for the preparation of consolidated financial statements- that are free of material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, to present in these accounts, as appropriate, the necessary information relating to the continuity of operations, and to apply the going concern accounting policy unless it is intended to liquidate the company or cease trading.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risk management systems, as well as, where applicable, any internal audit systems, relating to accounting and financial reporting procedures.

The consolidated financial statements have been approved by the Board of Directors.

Responsibilities of the statutory auditors with respect to the audit of the consolidated financial statements

Audit objective and approach

Our responsibility is to issue a report on the consolidated financial statements. Our objective is to obtain reasonable assurance that the consolidated financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but it does not guarantee that an audit conducted in accordance with professional standards will systematically detect any material misstatement. Misstatements can arise from fraud or error and are considered material where it can reasonably be expected that, taken individually or cumulatively, they could influence the economic decisions that readers of the statements may take based thereon.-

As specified in article L.823-10-1 of the French Commercial Code, our audit does not constitute a guarantee of the viability or quality of the management of your company.

In the context of an audit carried out in accordance with the professional standards applicable in France, the statutory auditors exercise their professional judgement throughout the audit. Moreover:

- they identify and assess the risks that the consolidated financial statements contain material misstatements,- whether due to fraud or error, define and implement audit procedures to address those risks, and collect items they consider sufficient and appropriate to provide a basis for their opinion. The risk of not detecting a material misstatement due to fraud is higher than for a material misstatement resulting from an error, as the fraud may involve collusion, forgery, wilful omissions, misrepresentation or circumvention of internal controls;-

- they review the internal controls relevant to the audit in order to define appropriate audit procedures in the circumstances, not to express an opinion on the effectiveness of the internal controls;

- they assess the appropriateness of the accounting methods used and the reasonableness of accounting estimates made by management, as well as the information concerning them provided in the consolidated financial statements;

- they assess the appropriateness of management's application of the going concern accounting policy and, depending on the evidence gathered, whether or not there are significant uncertainties related to events or circumstances that could call into question the company's ability to continue as a going concern. This assessment is based on the information gathered up to the date of its report; however, it should be noted that subsequent circumstances or events could jeopardise the continuity of operations. If they conclude that there is significant uncertainty, they draw the attention of readers of their report to the information provided in the consolidated financial statements about that uncertainty or, if the information is not provided or is irrelevant, they formulate a qualified certification or refusal to certify;

- they assess the overall presentation of the consolidated financial statements and assess whether the consolidated financial statements reflect the underlying transactions and events in such a way as to give a true and fair view;-

- concerning the financial information of the persons or entities included in the scope of consolidation, they collect the information they deems sufficient and appropriate to express an opinion on the consolidated financial statements. They are responsible for directing, supervising and carrying out the audit of the consolidated financial statements and for the opinion expressed thereon.

Report to the Audit Committee

We submit a report to the Audit Committee that outlines the scope of the audit work and the programme implemented, as well as the conclusions arising from our work. We also bring to its attention, where appropriate, any significant weaknesses in the internal control procedures that we identified with regard to the preparation and processing of accounting and financial information.

Among the elements disclosed in the report to the Audit Committee are the risks of material misstatement that we consider to have been the most important for the audit of the consolidated financial statements for the financial year, and which therefore constitute the key points of the audit that it is our responsibility to describe in this report.

We also provide the Audit Committee with the statement referred to in Article 6 of Regulation (EU) No. 537-2014 confirming our independence, within the meaning of the rules applicable in France as laid down in particular by Articles L. 822-10 to L. 822-14 of the French Commercial Code and in the French Code of Ethics for the profession of Statutory Auditor. Where appropriate, we discuss the risks to our independence and the safeguards applied with the Audit Committee.

Paris-La Défense, 30 October 2020

Statutory Auditors

DELOITTE & ASSOCIES		ERNST & YOUNG Audit	
Jean-Marie Le Guiner	Stéphane Lemanissier	Pierre Jouanne	May Kassis-Morin

2.3.5 Date of most recent financial information

The Company's most recent financial information is that contained in this Universal Registration Document.

2.3.6 Dividend distribution policy

A Dividends paid over the past three years

The Company has not distributed any dividends during the last three financial years (information provided pursuant to Article 243bis of the French General Tax Code)

The Company does not envisage any dividend in relation to the financial year ended 30 June 2020.

B Dividend distribution policy

The Company's dividend distribution policy is defined by its management bodies depending on the distribution capacity, its cash position and the financial needs of the Company and its subsidiaries.

C Limitation period

In accordance with the French General Code on Public Property (CGPPP), dividends not claimed within five years from the date of payment are time-barred and vested in the State (Art. L1126-1 CGPPP).

2.3.7 Litigation

A Dispute management

In relation to litigation and disputes, the provisioning policy applied by the Group is set out in this chapter in Part 2 - Section 2.3.2 – B-2.17 of the notes to the consolidated financial statements.

B Significant disputes

The Group or one of its subsidiaries is not currently party to any particularly significant litigation or dispute whose consequences are not covered by a provision recorded in the balance sheet at 30 June 2020.

The judgement in the case concerning the construction of the Hôpital Privé Jean Mermoz in Lyon, suspended in 2002 following the bankruptcy filing by the general contractor and the subsequent identification of construction defects, was handed down on 24 September 2019 by the Court of First Instance in Lyons after nearly seventeen years of proceedings.

The Group's subsidiaries that were parties to this litigation, namely Compagnie Générale de Santé, SCI de l'Europe, the Hôpital Privé Jean Mermoz and the Centre d'Imagerie Mermoz, were successful in their main claims and were compensated for a total amount excluding interest of EUR 66.5 million.

At the initiative of a number of defendants in the case, an appeal was lodged against this decision before the Court of Appeal of Lyon. The duration and outcome of this appeal cannot be determined at this stage.

2.3.8 Significant change in the financial or commercial situation

See section 2.3.1 of this chapter.

❖

2.4 CASH FLOWS AND CAPITAL

2.4.1 Financing

A. General provisions of lending agreements in effect at the date of publication of this document

The Group's financing is part of a contract put in place at the time of the acquisition by Ramsay Health Care (UK) Limited and Predica of share capital on 1 October 2014. The Company drew up a credit agreement for an initial total amount of EUR 1,075 million for a period of 6 years with Barclays Bank Plc, BNP Paribas S.A., Crédit Agricole Corporate & Investment Bank, Deutsche Bank AG, London Branch, Natixis, London Branch and Natixis as initial lenders, and BNP Paribas SA as agent and collateral agent. The Company acted as Borrower and Guarantor with its subsidiaries Compagnie Générale de Santé and Alphamed as Borrowers and Guarantors, the subsidiary Immobilière de Santé as Guarantor, and Médipsy as Payment Undertaker.

The 2014 Credit Agreement refinanced the bank debt on the 2007 Credit Agreement, paid off overdrafts, refinanced Ramsay Santé's debt as part of the merger that took place on 1 July 2015 (in which the latter was absorbed by the Company), and provided funds for the general operational needs of Group companies, covered acquisitions and investment expenditure, and also allowed for the financing of extraordinary distributions.

This financing initially consisted of five lines of credit:

- A B1 tranche totalling EUR 660 million, which is in turn divided into a B1A tranche of EUR 500 million and a B1B tranche of EUR 160 million, the purpose of which is (a) to refinance existing Company debt, (b) to finance all kinds of distribution (in relation to the B1B tranche only) and (c) to pay transaction costs and furnish liquidity;
- A B2 tranche totalling EUR 240 million, the purpose of which is (a) to refinance the existing debt of Ramsay Santé following its absorption by the company, (b) to pay transaction costs and furnish liquidity;
- An “acquisition/capex” tranche in the total amount of EUR 75 million, the purpose of which is (a) to finance acquisitions/joint ventures authorised by the 2014 Credit Agreement, (b) to pay costs in connection with the acquisitions/joint ventures, (c) to refinance the existing debt of the companies purchased through the acquisitions/joint ventures authorised and (d) to finance ordinary and extraordinary investment outlays; it being specified that the amount of this tranche was limited to EUR 40 million, with the balance no longer available for drawdown since March 2020.
- A renewable “revolving credit” tranche totalling EUR 100 million, the purpose of which is to cover the Group's general needs and working capital requirements.

This financing was the subject of a request for modification and a two-year extension which was approved on 11 August 2017. The maturity of the loan was thus extended from 30 September 2020 to 3 October 2022; the margin on Term Loans B was reduced by 37.5 basis points on the basis of a Zero-floor Euribor index with an adapted “cov-lite” structure.

At the time of the acquisition of Capio AB, the above syndicated loan was incremented on 31 October 2018 by EUR 750 million by a TLB3 facility for six years (“Incremental Facility”), part of which was used to acquire Capio AB shares (B3A) and the other part to repay the financing of Capio AB (B3B). The B3 facility supports a margin of 3%.

The Credit Agreement contains, among others, the following habitual obligations for this type of facility, non-compliance with which may entail compulsory repayment of the sums furnished:

- External growth operations are limited to those that meet certain financial and documentation conditions within certain limits;
- Sales of assets are normally not permitted, with the exception of certain sales or operations with stated limitations such as sales or operations carried out in the normal course of business, some intra-Group sales or sales of assets for which the net proceeds do not exceed EUR 10 million per year;
- The bilateral and complementary debt that the Group can subscribe to is limited in terms of type of debt and within the certain limits;
- There is an early repayment obligation in effect where there is a change of control, a stock market listing of a member of the Group other than the Company, a sale of assets, receipt of insurance compensation or cash flows beyond a certain level;
- The 2014 Credit Agreement also contains the usual statements and guarantees in this kind of financial arrangement, and stipulations concerning default scenarios;
- The leverage ratio must be kept below a certain level, the ratio being tested in the case of special events.

The adoption of a “cov-lite” structure resulted in the elimination of the systematic test on a half-yearly basis of the leverage ratio consolidated NFD / consolidated Ebitda[17].

In this case, the 2014 Credit Agreement requires compliance with a maximum Leverage Ratio of 5.00:1, it being understood that this commitment only concerns lenders under the RCF. If this Leverage Ratio of 5.00:1 is not respected, the lenders under the RCF may require the early repayment of the RCF, unless the default is remedied (either by repayment of the RCF to return below the 40% threshold, or by injection of new liquidity by the shareholders).

In the event that (i) the Leverage Ratio default is not remedied; (ii) the lenders under the RCF decide to bring forward the maturity date of the RCF Facility; and (iii) RGdS is unable to pay the amounts due to the lenders under the RCF as a result of this accelerated maturity date, this would result in a payment default requiring the early repayment of all facilities under the 2014 Credit Agreement, including the Incremental Facility.

At the date of publication of this document, the RCF is not drawn down, therefore the Company is not required to perform a Leverage Ratio calculation test to verify the maximum of 5.00:1.

[17] NFD: Net financial debt such as that defined in section 2.15, excluding fair value of hedging instruments; EBITDA:Gross operating surplus, defined as the difference between profit from recurring operations and depreciation and amortisation charges (see section 2.19) and adjusted for the impact of the IRFS accounting standard.

Compliance with a certain level of Leverage Ratio is also a condition for the authorisation of certain transactions:

- in order to be able to proceed with an external growth transaction for an acquisition price in excess of EUR 30 million, the 2014 Credit Agreement requires compliance with a maximum pro forma acquisition Leverage Ratio of 4.50:1;
- in order to set up an Incremental Facility, the 2014 Credit Agreement requires compliance with a maximum Leverage Ratio of 4.50:1;
- in order to be able to carry out "debt buy-back" transactions (i.e. the acquisition by RGdS of its own debt under the 2014 Credit Agreement): the 2014 Credit Agreement requires compliance with a maximum Leverage Ratio of 5.00:1; and
- in order to be able to repay the debt of a Non-Consenting Lender or a Non-Funding Lender, the 2014 Credit Agreement requires a maximum 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 2014 Credit Agreement, as well as the amount of cash surplus that must be allocated on an annual basis to the mandatory early repayment of the 2014 Credit Agreement (as an exception to the principle of bullet repayment) and the amount of distributions to authorised shareholders.

- Distributions to shareholders are authorised (subject to the absence of default events) within the limits set out below:
- as long as the Leverage Ratio is greater than 3.50:1, the lower of (i) EUR 5 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 corresponds to the remaining excess cash available after mandatory early repayment of the 2014 Credit Agreement.

It should be noted that the Acquisition of Capio and the financing put in place in connection with the Acquisition of Capio have not called into question and do not call into question compliance with the commitments undertaken by the Company in its banking documentation. The 2014 Credit Agreement provides for the possibility of adding new lines to finance acquisitions, subject to compliance with the conditions stipulated therein.

The Acquisition of Capio and the implementation of the aforementioned Incremental Facility met the criteria for authorisation under the 2014 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 2014 Credit Agreement and, where applicable, to its investments.

At the date of publication of this document, Ramsay Santé has not identified any particular risk related to the failure to comply with its obligations under the Credit Agreement. For information purposes, at 30 June 2020, the leverage ratio was 4.02.

At 30 June 2020, tranches B1 (A and B), B2 and B3 (A and B) had been drawn down:

Senior debt	Original lines of credit	Duration (Year)	Maturity	30 June 2020		
				Amount drawn down	Amount not drawn down	Early repayment
Term B1A facility	500.0	8	03/10/2022	400.0	--	100.0
Term B1B facility	160.0	8	03/10/2022	160.0	--	--
Term B2 facility..........................	240.0	8	03/10/2022	240.0	--	--
Revolving Credit facility............	100.0	8	03/10/2022	--	100.0	--
Acquisition / capex facility 1[(1)]......	75.0	8	03/10/2022	40.0	--	--
Term B3A facility	265.6	6	22/10/2024	265.6	--	--
Term B3B facility	484.4	6	22/10/2024	484.4	--	--
TOTAL	**1,825.0**			**1,590.0**	**100.0**	**100.0**

[(1)] Provided a certain level of financial leverage is not exceeded, the company may request that each of its creditors provide an additional line of capex credit.

B. Specific provisions of lending agreements in effect

- Financial ratio clause:

The 2014 Credit Agreement amended in August 2017 no longer stipulates that the Leverage Ratio must remain below a certain limit during the term of the agreement, excluding special, non-continuous events that are exhaustively listed.

C. **Sureties**

Pursuant to the 2014 Credit Agreement, pledges on share accounts were granted (either simultaneously or successively, depending on the individual case) by the Company and some of its subsidiaries.

A table of these pledges is given in Chapter 6, paragraph 6.4.1. of this document.

2.4.2 CASH FLOWS AND CAPITAL RESOURCES

Detailed information on consolidated cash flows and financing flows and the cost of net financial debt are set out 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 chapter 2).

2.4.3 DEBT POSITION AT 30 JUNE 2020

Net financial debt at 30 June 2020 increased significantly to EUR 3,372.5 million compared to EUR 1,641.7 million at 30 June 2019. This debt includes, in particular, EUR 1,730.5 million in non-current borrowings and financial debt, EUR 24.8 million in current financial debt, offset by EUR 538.2 million in positive cash flow.

The application of IFRS 16 to operating leases resulted in an increase of EUR 2,163.5 million in net financial debt at 30 December 2020, of which EUR 1,973.8 million in non-current lease liabilities and EUR 189.7 million in current lease liabilities.

The Group has a “Senior Debt” credit agreement for a total initial amount of EUR 1,075 million, entered into on 1 October 2014. This senior debt facility (TLB 1 and TLB 2) enabled Ramsay Générale de Santé to refinance a portion of its previously existing debt and to finance the extraordinary distribution of share premiums approved by the General Meeting of 18 November 2014. The purpose of this senior debt facility is to finance the general operating needs of Group companies as well as to fund acquisitions and meet investment expenses relating to growth and reorganisation. This financing was amended and extended on 11 August 2017, adding two more years to the original six years, and is now repayable in full on 3 October 2022.

In addition, at the time of the acquisition of Capio AB in November 2018, the syndicated loan was incremented by EUR 750 million by a TLB3 facility for six years, part of which was used to acquire Capio AB shares (B3A) and the other part to repay the financing of Capio AB (B3B).

The syndicated loan balance at 30 June 2020 was EUR 1,590 million.

At 30 June 2020, 75% of the initial syndicated debt (TLB 1 and 2) remains hedged at one year with an average fixed rate of 0.28%. Then, following the extension of the duration of the initial debt and the new amounts drawn down at the time of the acquisition of Capio, new interest rate hedges were put in place. The weighted average hedging rate is therefore 71%.

❖

2.5 INFORMATION ON TRENDS, FORECASTS OR INCOME ESTIMATES

2.5.1 RECENT DEVELOPMENTS AND FUTURE PROSPECTS

In 2020, France will benefit from a slight price increase from 0.2 to 0.5%, depending on sector of activity (MSO, post-operative care and rehabilitation, mental health). In addition, an agreement protocol on the multi-annual nature of prices was signed in February 2020 by the hospital federations and the Minister, on changes in resources of healthcare companies over a 3-year period until 2022, which makes it possible, for the first time, to commit to positive price trends each year during this period.

In addition, recent developments and future prospects are largely marked by the COVID-19 epidemic, which had a significant impact on the Group's activity between March and June 2020, a period during which Ramsay Santé, in all European countries, played a major role in the care of COVID-19 patients and was a trusted partner for the health authorities. As a result, more than 7,000 patients in Continental Europe were treated in intensive care in France, Sweden and Italy. As such, Ramsay Santé played a role that went far beyond its natural market share. This effort has been recognised by the various governments and is a vector of confidence and development for the Group's future.

2.5.2 PROJECTED GROUP EARNINGS

The Group has not announced any earnings forecasts for the 2020-2021 financial year.

2.5.3 GROUP OBJECTIVES

In order to cope with the pressures on its economic model in a sector marked by unequal game rules between the public and private sectors and penalised by restrictive tariff campaigns, Ramsay Santé has resolutely committed itself to a strategy of adaptation and search for efficiency in the interest of its patients and doctors.

The integration of the Capio Group, which is almost complete, facilitates an exchange of best practices in areas as diverse as the digitisation of patient care pathways, purchasing, operational efficiency, and the optimisation of investments that contribute to this objective.

In France and in the Nordics, the Group's objective is to meet the needs of patients on an ongoing basis and to integrate this response into the territorial needs of the regional or regional public health authorities. To this end, the Group has established its organisation around specialist divisions that can provide healthcare services based on coordinated units. These divisions are adapted to developments in medical activities and can meet the expectations of patients in the region and boost the attractiveness of their facilities.

The Group also intends to increase its positions in the Nordic countries through better territorial coverage and active participation in calls for tenders for new management mandates.

The Group is also pursuing its medicalisation initiative aimed at strengthening the partnership with its doctors and developing a policy of monitoring and evaluating the medical offering in a context of change in a sector affected by overcapacity. As the leading private operator in France and in Sweden, the Group seeks to provide proposals for structuring an integrated healthcare offer, focused 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 major recurring investments. A new, agile and responsive organisation allows the Group to make the most of the potential offered by all of its locations and businesses.

❖

2.6 PROPERTY AND EQUIPMENT

2.6.1 MANAGEMENT OF PROPERTY ASSETS

A. Ramsay Générale de Santé real estate strategy

Ramsay Santé operates a large and strategic real estate portfolio in order to carry on its business, and has modern, well-maintained real estate assets that are up to date with regard to sectoral developments in terms of security, healthcare and medical requirements, in order to cater for the largest possible number of patients in 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 provider of hospital care services with an active policy of internal or external growth to boost its regional positions. In this context, Ramsay Générale de Santé has gradually outsources a portion of its real estate portfolio, the buildings housing existing or 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 concerning the properties.

Between 2006 and 2011, Ramsay Générale de Santé outsourced roughly forty properties to two investors: Gecimed (now Primonial Group) and Icade Santé (Icade Group).

By engaging in a policy of proactive management of their portfolio, Gecimed and Icade Santé have since sold some of the buildings of the Ramsay Générale de Santé Group buildings to real estate companies managed by BNP Paribas Reim.

In 2014, the Group subsequently sold the following:

- The premises of one post-operative care clinic in Harfleur (Seine Maritime) to a real estate company managed by SwissLife Reim.
- The premises of one outpatient clinic under construction in Marseilles (Bouches-du-Rhône) to a civil-law real estate brokerage company managed by Amundi.

At 30 June 2019, the portfolio leased in France was distributed as follows:

Partner	Primonial Reim	Icade Santé	BNP Reim	*Total*
Number of assets	19	31	10	*60*

These operations were carried out as a balanced relationship between Ramsay Générale de Santé and its partners in a bid to provide visibility and security for investors, chiefly through the signature of long-term triple net leases, enabling Générale de Santé to maintain sufficient flexibility in operational management of its assets and acting as Delegated Contracting Authority on behalf of investors to carry through work schedules.

Alongside its outsourcing operations, Ramsay Générale de Santé has arranged a number of financial leases to take advantage of favourable interest rates (building of the Hôpital Privé de Dijon Bourgogne which opened on 3 August 2017, the result of the regrouping of business at the Clinique Sainte-Marthe, Clinique de Fontaine and Clinique de Chenôve).

The Group intends to pursue the development and modernisation of its real estate portfolio, chiefly focused on extending its facilities in the medicine/surgery/obstetrics segment and creating post-acute care and rehabilitation facilities.

These projects are fully in keeping with the strategy pursued by Ramsay Générale de Santé to structure its network of facilities around territorial divisions to produce two types of establishments in the long term:

- major private hospitals providing healthcare and comprehensive diagnoses with excellence divisions, carrying out projects in the general interest;
- smaller specialist establishments.

B. Real estate management policy

Ramsay Santé has a policy in effect to streamline, modernise and improve its structures on a permanent basis to better meet the healthcare needs of local populations. Within this framework, the Group continues to carry out projects relating to:

- the creation of new sites (grouping of facilities or creation of new healthcare units over 2 - 5 years),
- major restructuring projects such as extensions (duration 1 - 3 years),
- smaller restructuring projects during the year (with a total average budget of between EUR 1 million and EUR 5 million).

In recent years the Group has carried out major non-recurring investment projects to replace, regroup and restructure its assets. These projects are in keeping with prospects of asset portfolio growth and profitability.

The Group also ensures the technical management of its properties (safety/fire, HVAC, utilities and electricity) and coordinates maintenance plans, optimising costs and monitoring the budgets in each case.

2.6.2 General description of the real estate assets occupied by healthcare facilities

A. Geographical location of Ramsay Générale de Santé facilities in France

Ramsay Générale de Santé's facilities are distributed over a large part of France, covering the major geographical areas (Ile-de-France, Auvergne Rhône-Alpes, Bourgogne Franche-Comté, Provence-Alpes-Côte d'Azur, Hautes de France and Normandy). These regions have high population densities, and in some of them population growth is higher than the national average.

B. General description of the real estate assets occupied by healthcare facilities in France

In France, the Group's real estate assets accounted for a total surface area of 1,459,353 m² at 30 June 2020.

The surface areas of facilities range from between 1,000 m² and 53,000 m², averaging out at 11,056 m² – their size depends on the hospitalisation needs in the sector.

The average size of medicine/surgery/obstetrics facilities is almost 16,498 m², 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 post-operative care and rehabilitation facilities is 5,823 m², exceeding 10,000 m² only occasionally.

The scope of consolidation of the entities constituting the Ramsay Santé Group before its merger with Générale de Santé was integrated on 1 July 2015, and its 30 medium-stay psychiatry and post-operative care facilities are chiefly located in rural or suburban areas, accounting for an average surface area of 4,156 m².

C. Predominance of rental properties in France

At 30 June 2020 most property assets were rented:

Owned:	303,107 m²	or 20.77%
Rented:	1,092,832 m²	or 74.88%
Leased:	63,414 m²	or 4.35%
Total:	*1,459,363 m²*	*100%*

The assets owned by Primonial Reim, Icade Santé and BNP Paribas Reim account for 57% of rented facilities.

D. The Group's property assets owned outright or under property leases

At 30 June 2020, the carrying amount of the Ramsay Générale de Santé Group's property assets stood at EUR 616 million, 66.0% of which was accounted for by fully-owned assets or property leases, and the rest by the carrying amount of construction carried out at sites where the Group is the tenant.

Net consolidated assets of the Ramsay Santé Group:

Nature of the right	Carrying amount (in thousands of euros)	Percentage
Owned / leased	408,363	66.34%
Leases	207,162	33.66%
Total:	*615,525*	*100.00%*

2.6.3 THE GROUP'S MAIN EQUIPMENT ASSETS

The facilities have movable equipment, including imaging equipment belonging to the category of heavy equipment, which is wholly owned by the Group or is subject to equipment or finance leases. In accordance with the applicable accounting regulations, all of this heavy medical equipment is accounted for in the Group's consolidated financial statements.

2.6.4 Main investments in the period ended 30 June 2020

The financial year 2020 was marked by the COVID-19 crisis (still ongoing at the date of publication of this document) and the fire at the Clinique de l'Ange Gardien in February, both of which delayed the implementation of the Group's investment plan. A number of sites, including Clairval and Vert Galant, were shut down for several months during the lockdown period.

In the case of Clairval, work on the hospital extension, with a view to merging Hôpital Privé Clairval and Résidence du Parc, has progressed and, despite the continuing epidemic, the new building should be finished by the end of October 2020.

Likewise, work on the extension of the Clinique de l'Ange Gardien, a mental health facility partially destroyed by fire, was able to resume at the end of the lockdown period, with the aim of combining its operations with those of the Clinique de Perreuse.

Major extension work is underway at Sankt Görans Hospital in Stockholm. Covering 29,000 m², the new extension will house numerous specialities at the iconic Capio Group hospital in Sweden. The work is financed by the County of Stockholm, owner of the promises, while Capio, as healthcare provider, is only responsible only for installing the equipment in the new premises.

In summary, over the last twelve months, Ramsay Santé has allocated EUR 193 million to industrial investment, broken down as follows:

- EUR 101 million on maintenance and renewal of medical and technical equipment, as well as for regulatory and safety compliance.
- EUR 41 million on projects to combine, create or convert facilities.
- EUR 35 million on capacity and innovation projects.
- EUR 16 million on modernisation projects and IT systems.

❖

The Ramsay Santé Group is exposed to a variety of risks which, even if understood 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 the information contained in this chapter describing each of the risk factors before purchasing or subscribing to Company shares. Based on the risk mapping, the most material risks are presented in terms of their potential criticality (in decreasing order) and the measures that have been implemented to address them.

The Group risk identification process involves key Group managers, including members of the Executive Committee, led by the Audit and Risk Management Department. The Company's Board of Directors oversees risk management with the support of two bodies: 1) the Risk Committee, which solicits the advice of various subject-matter experts (on risk, crisis, human resources and information systems management, for example) and reviews reports by risk type and risk maps by means of a dashboard with indicators that are reviewed twice a year; and 2) the Audit Committee, which reviews financial risks. The work of these two committees is organised in accordance with the provisions of the rules of procedure[18].

3.1 RISK FACTORS

As the Group operates in the public health sector, the entry point to this business sector essentially involves obtaining, maintaining and renewing authorisations, and especially regulated agreements. This results in an industry risk due to the significantly dominant share of these activities at Group level. This a key risk factor.

The business activities generate operational risks which, for a company, are by nature considered generic or non-specific, but which require specific risk approaches precisely because of the corporate purpose applicable to most of the constituent entities.

The health facility status of the entities controlled by the Company requires administrative permits to be obtained, maintained and updated. Their management is key to a comprehensive approach to risk. Therefore, industry risk is considered as likely to be high and to have an impact on the life of the institutions themselves. The risks are presented in a decreasing order of significance and in the same format for each of the categories presented.

The probability of occurrence and the impact for the Group are difficult to present objectively: the extensive number of facilities of all sizes coupled with their geographical distribution throughout Western Europe do not allow for individual or overall criticality measurements to be performed. The Group considers that the geographic fragmentation of the facilities, based on the economic and legal architecture applied by the Group consisting of a number of subsidiaries divided into operating entities and service or support entities, is in itself a significant means of mitigating these risks.

[18] In this respect, see chapter 6 of this document

3.1.1 INDUSTRY RISK

Most of the business activities of the Company and its subsidiaries are therefore subject to regulations that involve a legal component (health law) and an economic component (tariffs). This regulatory environment and the diversity of the Group's locations generate risks that the Group may be exposed to, although it strives to control them, and it may have to face damage to its image, reputation, costs or results.

Strict compliance with the above frameworks forms part of the comprehensive management of these risks.

A. Complex regulations applicable to healthcare activities that generate risks

The extensive regulation of healthcare activities provides a framework for the short- and long-term development, expansion and operation of a medical and healthcare facility. Applicable standards in terms of health and safety, hospital facilities, personnel, medical equipment and devices, the storing and communication of medical records, environmental protection and the disposal of waste from health care activities constitute a very extensive and particularly complex body of regulations.

The Group cannot guarantee that all of its facilities comply with these regulations and standards. Changes in the nature, interpretation or application of these regulations could adversely affect certain practices, requiring changes in facilities and equipment, personnel management or the services provided, or involving substantial expenditure, changes to investment programmes or increased operating expenses.

Specific constraints during major health crises in France (pandemics, epidemics, or extreme weather events or crises) are also likely to have an impact on operations and their financial parameters.

In order to guard against the potential consequences of regulatory changes, the Group, with the support of its central departments and with the assistance of specialised external consultants, monitors regulations to ensure that its activities comply with the laws and regulations in force, and to anticipate significant changes to the regulations that apply to its business activities.

B. The sensitivity of obtaining and maintaining operating permits

All clinics, hospitals and medical centres require permits that are issued by the regional public health authorities when creating, converting or grouping healthcare activities, and when installing heavy equipment (acquisition and replacement), changing the location of an existing facility or renewing authorisations.

These authorisations are generally obtained and renewed subject to compliance with the procedures for evaluating and controlling the quality of services required by the laws in force. An application to obtain or renew an authorisation could be refused. If the facility in question contests the refusal, the decision may be upheld. Any changes to the applicable rules or regulations or registration procedures may require investments or generate additional restrictions. The non-renewal, suspension or limitation of activities or withdrawal of operating permits would result in a decrease in the level of traffic, which could have an adverse effect.

In order to prevent this risk, the Group has implemented a set of measures to ensure rigorous monitoring of control and quality procedures, supervised in particular by the Quality, Risk and Healthcare Divisions department. Audits are carried out on a regular basis to ensure compliance with regulations and the proper application of the Group's quality procedures.

C. The specific risk linked to the pricing of medical procedures

Health policies in France, and especially the annual pricing policy, are subject to a general push to increase control, reduce health expenditure and control the public deficit. The financing of healthcare procedures by the national budget and the fees for medical procedures decreed in this regard have been steadily eroded over the last several years. Medical protocols or instructions are subject to pressure to reduce the number of medical procedures, which affects the volume of care the Group's facilities can offer. The CPAM (primary health insurance fund), on the other hand, may decide to reduce or even eliminate reimbursement levels for certain treatments or drugs, requiring patients to cover a larger portion of the cost of medical care. Changes in healthcare pricing policies, resulting in a reduction in government funding for patient care and treatment or the payment of public aid, may have an adverse effect on the Group's business. And, while the Group is committed to deploying measures to compensate for tariff reductions or cost increases, it cannot guarantee that it will always be able to compensate for further tariff reductions or price increases of essential items.

D. Disputes related to invoicing of medical procedures

Social Security, which covers the bulk of healthcare expenses, can contest invoices issued by health care facilities or claim reimbursement for services for various reasons. Such recourse by the Social Security system, which is concerned with recovering amounts that it considers to have been inappropriately paid, is likely to generate temporary difficulties, exposing the Group's affected facilities to legal expenses or difficulties in reimbursing the amounts claimed. Disputes with authorities in relation to calculations of amounts payable, audits of compliance with the applicable laws and regulations and internal compliance policies may also increase the complexities and costs of the Group's billing processes.

The Group has established a medical information organisation at central and local levels that reduces risk through various levers, such as the practice of coding medical procedures, the sharing of best practices through the school for medical information technicians (TIM), the monitoring of standardised protocols, and availing of the assistance of subject-matter experts when necessary. Facilities make regulatory interpretations in relation to tariffs that could be challenged by governments and possibly subject to adverse adjustments.

E. Aggressive sectoral competition and competitive environment

Competition from other hospitals or clinics, both public and private, and in general competition between groups of private hospitals can locally destabilise the Group's facilities or lead to oversupply resulting in a drop in volumes and negative arbitration by the health authorities.

Competition could limit the ability of facilities to attract patients or expand their operations. As the public authorities are limiting the growth of healthcare spending in France, defining and controlling the evolution of tariffs per service and reducing the capacity of supply of healthcare, the hospital sector as a whole must review its organisation. In a context of strong disparities in terms of the size and nature of care that reflects these social and economic trends, Ramsay Santé must face increased competition from the public hospital sector and must adapt its economic model to a changing environment in order to safeguard its competitiveness.

In order to face the competitiveness of the public sector and this competition, the Group makes the attractiveness of its facilities a priority, which requires, among other things, a sustained investment effort. It offers its patients quality care thanks to its practitioners and qualified nursing staff who work at its facilities. Continuous improvement in the quality and safety of healthcare is one of the Group's strategic objectives.

The Group also actively monitors industry developments in order to maintain a constantly updated view of market opportunities.

3.1.2 RISK RELATED TO THE GROUP'S GROWTH AND STRATEGY

In order to provide a coherent healthcare offer, the Group has performed the occasional or comprehensive positioning or repositioning of its business operations by taking measures to ensure external growth, the last of which was a significant measure (acquisition of the Capio Group). Constrained room for manoeuvre and the expansion into new "markets" – even though from a public health standpoint the term conveys an economic aspect that is too simplistic in view of the stakes involved – generate a specific risk both in terms of ambitions and implementation. Despite a rigorous examination of the operations to be carried out (such as acquisitions or restructuring processes), the prospects of internal or external growth may be limited due to a development that favours models other than those operated by Ramsay Santé. New constraints could also hamper deployment despite a wider geographical distribution of risks.

The Group's strategy depends in particular on its ability to identify suitable acquisition targets, to conduct relevant audits, to negotiate transactions under favourable terms and conditions, to complete these transactions and integrate the acquired facilities into the Group, and to build profitability assumptions. In addition to the risk of identifying attractive targets or completing the contemplated transactions under favourable terms and conditions, in particular financial, the Group may encounter competitive difficulties for targets that meet its criteria.

In addition, an external expansion operation may require the opinion or authorisation of the competition authorities due to the significance of the market share that such a transaction would represent, and in carrying out the procedure, a refusal by the authorities to give a favourable opinion on the transaction could have a negative impact on the Group's business, financial position and operating results. Acquired facilities do not always meet the Group's quality requirements, organisational standards or expected profitability ratios, and integration actions, along with the associated costs or expected savings may require more time or a review of protocols.

Faced with the challenge of measuring and taking action on these risks, the Group continuously monitors sector and regulatory developments, seeks up-to-date advice on the management of such risks and maintains extensive dialogue with stakeholders.

3.1.3 Integration risks

Following the recent acquisition of Capio, synergies and other benefits have been identified as opportunities; however, if these synergies and benefits do not materialise as expected and if the Group is unable to integrate the information systems and business processes, retain key practitioners and personnel, or respond to unexpected events, circumstances, litigation or legal liabilities, or due to legal or regulatory constraints, or due to adverse patient or supplier reaction following a major acquisition, the Company may not be able to fully achieve its objectives. As such, no assurance can be given that the synergies exist or will be achieved within the expected time frame, as the potential achievement and extent of the expected synergies depends on factors and assumptions, some of which are beyond the control of Ramsay Santé. The Group's ability to achieve the expected cost synergies could be compromised by the materialisation of one or more of the risks related to the Group's business described in this document. In addition, costs incurred to achieve synergies may be higher than anticipated or additional, unanticipated costs may arise, resulting in a reduction in shareholder value. Failure to achieve the expected synergies or to control the cost increases generated in this context could have a material adverse effect on Ramsay Santé's business, operating income, financial situation and prospects.

The Group has established strongly committed management teams with local or international support for cross-functional projects, and has strengthened the resources allocated to the entire integration process.

In addition, Ramsay Santé pays particular attention to the involvement and dissemination of the common values of the combined Group with respect to all Capio stakeholders (practitioners, facility managers, employees, patients, administrations, Capio suppliers). Ramsay Santé relies, in partnership with Capio's teams, on the value of Capio's management and employees to ensure the success the integration.

3.1.4 FINANCING AND MARKET RISKS

A. Risks related to the Group's debt and financial covenants

A detailed description of the Group's indebtedness and financing is provided in Section 2.4 of this document. This significant debt and the clauses that govern it may have the following major negative consequences for Group business:

- limiting its ability to invest in the development of its business.
- limiting its ability to sell off real estate assets.
- limiting its ability to borrow additional sums to meet working capital requirements, investment requirements, debt repayments or other contingencies.
- limiting its ability to invest its operating cash surpluses in its areas of business, because the Credit Agreement compels the Group to allocate a portion of operating cash surpluses to debt repayments.

In addition, the agreements governing the Group's financing contain customary clauses restricting its operational freedom (covenants), in particular with respect to security interests, the completion of acquisitions or investments, and restricting its ability to contract financial debt or grant loans and dispose of assets. They also contain clauses for early total or partial repayment (especially in the event of a change in control or the sale of assets), and early enforceability clauses if certain events occur.

Even if the credit facilities made available under the 2014 Credit Agreement, with the exception of the revolving credit facility, are term loans that are repayable at maturity and, as a result, the Group does not immediately have to meet its repayment or repayment obligations under its bank debt, the Group may not be able to meet its obligations under these agreements or face significant limitations on its operating leeway. If it were unable to repay or refinance the borrowed sums at their maturity, the Group could find itself in a strained liquidity situation. Consequently, the Group would be compelled to sell off certain assets, postpone investment, increase shareholders' equity or restructure its debt. It cannot guarantee that these operations, if they were possible, could actually be carried out in favourable conditions. In the long term, the Group could incur a major liquidity risk if it is unable to refinance its debt. The compulsory early repayment clauses, if they were enforced, would also entail a significant liquidity risk for the Group.

In order to control the risks associated with its debt, to prevent any tense situations and to take advantage of market improvements, the Group constantly manages its debt and the risks described and seeks the best up-to-date approach to the Group's financing arrangements, if necessary by renegotiating the terms and conditions. To do so, it relies on the careful, thorough monitoring of its Finance Department. In this context also, the Company has conducted a specific review of its liquidity risk, and considers that it is in a position to meet its future repayments. On the one hand, the signature on 11 August 2017 of a two-year extension of the 2014 Credit Agreement, with a new maturity date of October 2022, and on the other hand, the implementation of a new EUR 750 million credit facility for the acquisition of Capio AB with a maturity date of October 2024, has reduced the risks associated with the initial conditions.

In order to protect itself against this risk, the Group ensures the visibility and solidity of its cash flows, which enables it to benefit from the confidence of its banking partners.

B. Interest rate risks

Bank debt under the 2014 Credit Agreement, as updated in 2017, is variable-rate only. The Group is thus exposed to the risk related to changes in interest rates, and a rise or fall in these rates could result in additional interest charges for the Group, reducing the cash flow available for investments and limiting its ability to service its debt.

The Group has a policy for monitoring and managing interest rate risk. Changes in interest rates are monitored by the Finance Department. To ensure its protection, the Group sets up hedging instruments to convert variable-rate debt into fixed-rate debt. It uses standard derivative instruments (interest rate swaps, caps, floors).

As required by the 2014 Credit Agreement, interest rate risk was hedged at the end of January 2015 and at the beginning of 2019. The debt coverage ratio will decrease in 2020, but remains at high levels, starting at 71% and dropping to 66.67% from the end of 2022 to the end of 2024. The average fixed rate of the debt is around 0.25%, to which is added the syndicated line of credit. The average cost of debt over the past year was 3.27%; the average cost of debt, excluding the base effect, should remain close to these levels, as the Group is not very sensitive to changes in short-term interest rates. An interest rate cut, which is unlikely given the current already negative levels, would have no effect on the average cost of debt (the syndicated loan being *floor-linked* in the event of a negative 3-month Euribor). Conversely, in the event of a 100bp increase in interest rates, for example, the cost of debt would rise by only EUR 5.8 million. The compensation for this low exposure to changes in variable rates is the sensitivity in terms of valuation of the portfolio of interest rate hedging products. Thus a change in variable rates of 100 basis points would impact the valuation of interest rate derivatives EUR 35 million interest rate *swaps* (interest rate swaps) plus EUR 1.6 million for interest rate caps.

C. Exchange rate risks

The Ramsay General Healthcare Group's activities are mainly carried out by subsidiaries operating in the Eurozone, including France, Italy and Denmark (the Danish krone being linked to the Euro). The residual exchange rate risk therefore relates to the Group's subsidiaries operating in Sweden and Norway.

The Group manages its foreign exchange risk only for its intra-Group refinancing portion, with the use of Fx swaps. International financing in foreign currencies has been considerably reduced since the transfer of Capio shares.

3.1.5 OPERATIONAL RISK

Every company is exposed to operational risk by the mere fact of carrying on its business, and Ramsay Santé faces risks specific to the delivery of care.

A. Risks related to healthcare activities

Hospital and healthcare activities, which are by nature sensitive because they concern human life and take place within a specific professional and ethical framework, generate many risk assumptions that are specific to healthcare facilities. This results from the human and vital dimension of care, and the complex and scientific nature of medicine. A patient's stay at a facility, or the occurrence of an incident, accident or loss, take on a sensitive human dimension, both individually and socially, and characterise an upstream and downstream approach to this risk that is appropriate to this context. Medication errors, misdiagnosis or faulty patient management are all direct situations, with a nosocomial infection or pandemic constituting indirect situations.

In the event of a disaster at one or more facilities caused by fire, flooding, natural disaster or other accidental or catastrophic events, the resulting disruption to activities could lead to significant consequences or even the inability to operate one or more facilities, even if business continuity plans that take into account the main risks of the facilities have been produced. The Group may not have sufficient alternative accommodation capacity in a nearby location to serve the patients of the damaged or destroyed facility, or it may not be able to find alternative accommodation capacity and be forced to face the resulting temporary or permanent loss of business. Even if the financial loss is normally covered under insurance policies (see section 3.3 below), there would be a loss of confidence on the part of patients and practitioners and the impossibility of ensuring business continuity, recovering lost revenue and regaining market share in the territory affected by the disaster.

In order to protect itself against these risks, the Group has implemented procedures to ensure the traceability of actions taken and products used and, in addition to these internal procedures, complies in all cases with pre-existing procedures regarding best industry practices and procedures for using health products. It has hedged these risks by subscribing to various insurance policies and relies on its Insurance Department in structured internal liaison with the Quality, Risk and Healthcare Divisions department, which monitors claims within the Group, informs General Management and the Audit Committee and periodically organises multidisciplinary meetings with the insurance departments.

Similarly, the management of adverse events and crises systematically involves taking into account the conclusions of the investigations carried out and, in the case of serious adverse events, analysing their root causes. Finally, with regard to behavioural risks (for example, support for staff and patients in difficult situations, dealing with serious adverse events), the central services also have useful and necessary resources in this area, such as the Quality, Risk and Healthcare Divisions department in the event of a crisis or significant event.

B Medical liability risk

Doctors are at the front line of the provision of care in healthcare facilities. They are supported by medical and non-medical staff and rely on the organisation put in place by the facility. This cross-functional collaboration certainly puts practitioners at the forefront of the medical risk scene and, since almost all of the Group's practitioners work on a freelance basis and not as employees, they have professional liability insurance cover taken out in their own name. Although doctors, surgeons and anaesthetists are in principle solely responsible for their actions, healthcare facilities may be subject to liability claims, for example in connection with medical errors committed by practitioners. The civil liability of the Group's facilities, although separate from that of practitioners, may then be jointly engaged by the courts. In addition, the Group may be held liable for having collaborated with an uninsured practitioner, even if the Group has established a procedure for obtaining insurance certificates from practitioners who practice within its facilities.

Moreover, liability claims against practitioners working at our facilities may increase their insurance premiums and affect their reputation, activity and ability to attract patients, and even their practice.

The reputation and, consequently, the business and profitability of the Group's facilities may, notwithstanding the specific liability of the practitioners concerned, be adversely affected by the liability of the practitioners (whether or not such actions are well-founded). The Group's facilities may also suffer the effects of such difficulties on the continuation or consequences of contracts between them and practitioners. The Group adopts a strong identity strategy in relation to the Group's brands, and therefore the fact that the liability of a healthcare facility is engaged would be likely to reflect on the reputation of the Group as a whole. Errors or professional misconduct committed in the Group's facilities by medical or non-medical personnel may have a significant adverse impact on the Group's reputation, business, financial position or results. The risk may be heightened by the increasing recourse to legal proceedings for incidents related to the provision of care.

In order to prevent these risks from occurring, the Group ensures that the bodies within the facilities, such as the Facility Medical Board (FMB), are properly organised, that there is dialogue with practitioners and the medical community, and remains vigilant with regard to the quality of care and the updating of procedures as part of the quality approach and good practices disseminated to all its facilities. Staff training programmes are also provided in order to offer quality care. Finally, the Group is insured against the financial consequences of the civil liability of its facilities (see paragraph 3.4 below).

Moreover, in the event of the occurrence of a serious incident or adverse event, the Group has a professional crisis management unit dedicated to dealing with situations specific to healthcare facilities.

C The specific context of the Covid-19 crisis

Since the beginning of 2020, many countries, including those in which 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 government level and, in France in particular, with regional administration via the regional public health authorities. A health crisis (pandemic, epidemic) can result in major disruptions to the normal business of facilities, even if they are prepared for such an event, for example with contingency plans.

Similarly, the healthcare system's response may result in requisitions in cases of force majeure, and while it should be noted that the Group's facilities in France have benefited from a government funding guarantee, business may be strongly affected by the need to adapt organisations, working methods, patient care and the definition of new priorities. Beyond the immediate consequences, if the application of guidelines for healthcare facilities results in a review of elective interventions, this may have an impact on patients, staff and practitioners.

Ramsay Santé set up an ad hoc crisis unit at the start of the health crisis, composed of members of the Executive Committee, practitioners specialising in crisis and epidemic management, and managers, in conjunction with external stakeholders including authorities and institutions. This unit, which can be mobilised 24/7, has adapted its organisation throughout the course of the crisis. At the date of publication, it has limited activity, but it remains mobilised and on standby depending on developments in the health situation.

3.1.6 RISKS RELATED TO HEALTH PROFESSIONALS

The Group's activity requires qualified, available and committed professionals, whether they be practitioners, facility directors or healthcare personnel. The success of the facilities is highly dependent on the Group's ability to attract, recruit, retain and train all of the human resources involved, whether they operate within the framework of an employment law relationship for employees or within the framework of a contract of employment or a sole proprietorship for self-employed or independent workers.

A. Recruitment of practitioners

The success of the facilities depends on their ability to attract, recruit and retain qualified, experienced and highly skilled practitioners, who in turn are able to attract patients and maintain and strengthen the Group's reputation in certain specialities. Their relationship with the local medical profession, whether by reason of their speciality or their reputation, is just as decisive in the decision to refer new patients to the facilities. Thus, competition for highly qualified practitioners can be complex and difficult, and the recruitment of specialists in key specialities may require the negotiation of specific financial and other conditions and reduce the room for manoeuvre of the facilities concerned.

In order to guard against the risks associated with 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 treatment rooms. This is part of its ongoing dialogue with the medical community and its strategy includes the necessary actions to recruit talented practitioners.

The medical dimension of the business also leads the Group to place the practitioner at the heart of 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 then) and health management (Health Security Unit, see below), as an example. These elements constitute a well-known differentiation in the approach to the recruitment of practitioners and are intended to reduce the occurrence of the risks mentioned.

B. Risks related to the recruitment of healthcare workers

The recruitment of healthcare personnel in healthcare facilities has been and may still be decreasing or even in shortage of supply. Difficulties in recruiting healthcare staff in certain geographical areas and/or an increase in the staff turnover rate, particularly qualified healthcare staff, may have consequences for the organisation and proper operation of the facilities and for the quality of service provided. The private hospital sector in particular is experiencing significant competition for qualified personnel, especially in certain regions, and depending on the territories concerned, there is still some tension in the professions of nurses, midwives, physiotherapists and radiographers, and differences in the management of remuneration and social security contributions.

In order to protect itself against this risk, the Group has implemented procedures to recruit the personnel required for the business activities of its facilities, including by seeking abroad if necessary. The Group is committed to deploying a proactive human resources policy and to providing consistent and competitive remuneration and an attractive working environment for its employees. Career support programmes have been put in place to facilitate the conversion rate of internships into actual recruitment.

C. Risks related to labour relations

The Group employs people in six European countries under various statutes and agreements. In France, the country with the highest number of employees, the applicable labour law provisions may be specific to healthcare activities and make their human organisation more complex, in terms of protection, representation and also the way in which staff carry out their duties in medical facilities exposed to the use of regulated pharmaceutical products and special devices and to potentially onerous human interactions, both in physical (e.g. patient movement) and in psychological terms (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 claims presented by works councils or other employee representative bodies could lead both the employing facilities and the Group to face significant individual or collective labour disputes. Strike movements may thus be initiated locally and can sometimes benefit from media coverage. The Group cannot rule out a deterioration in labour relations that could lead to disruptions, work interruptions, labour disputes or other demands. Such labour 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.

Settlements of actual or potential labour disputes or an increase in the number of employees covered by collective bargaining agreements could increase the social charges related to employee recruitment, productivity and flexibility. An increase in social security contributions, or labour costs that are not offset by an increase in healthcare rates or business volumes or by any other measure, could have a significant negative impact on the Company's business, operating results and financial position.

Obligations to inform and consult employee representative bodies to manage, develop or restructure certain aspects of the business may have cost or schedule management implications, may limit the flexibility of salary or reorganisation policies, and may also limit the Group's ability to respond effectively to market developments. Important strategic decisions may not be welcomed by some employees or employee representatives, and this could lead to employment disputes that could also disrupt the Group's business.

In order to protect itself against social risks, the Group ensures 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, and actions to ensure health, safety and quality of life at work.

D. Recruitment of facility directors

The position of director of a healthcare facility is a key function for the management of medical teams and personnel as a whole, and the implementation of the Group's strategy within the facility and across the division. The Group's success depends in part on the skills, efforts and motivation of its directors, department heads and managers. The labour market for these directors may tighten for competition or concentration reasons, or because local conditions and staff departures would lead to a loss of expertise.

This is why the Group is committed to implementing a proactive human resources policy and having the appropriate resources in terms of skills and numbers, but it could find itself in a situation of either insufficient staffing levels or increased staff costs if its recruitment campaigns or resource management strategy are unsuccessful.

3.1.7 Other RISKS IDENTIFIED WITH REGARD TO THEIR SPECIFIC APPLICATION TO THE HEALTHCARE SECTOR

A. Cyber risk

Like many companies that extensively use information systems, computer links and dematerialisation, Ramsay Santé is susceptible to the risk of cyber-attack, which may affect its information systems and its tangible and intangible equipment, such as computers, servers (isolated or in networks, connected to the Internet or standalone) and its peripheral devices, 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 altered data, the use of external back-up services and the requirement to invest in new equipment.

To mitigate this risk, the Company has implemented a series of measures, the details of which are set out in the body of this document, which would undermine their effectiveness given the exponential capacity of perpetrators to adapt to their targets' defences.

The Company has already faced a "ransomware" type of attack, the consequences of which, at the date of publication of this document, have been managed without irreparable damage. This crisis was the subject of a global management process involving various internal and external stakeholders. It was brought to the attention of institutional investors and authorities in real time in relation to the Group's activities. It was also publicised in the media, as is common practice for these kind of events, and the Group issued a press release on the subject. In this respect, the guarantees under the Cyber insurance policy have been activated; however, despite the Group's ongoing vigilance and notwithstanding the actions taken since the attack, further attacks cannot be excluded.

B. Risks related to environmental protection, hygiene, health and safety regulations

As a result of their business activities, healthcare facilities produce and are responsible for the treatment and disposal of specific waste, in particular medical wastes. The storage and transportation of this waste is strictly regulated and the sites have signed agreements with specialised companies for the subcontracting, transport and elimination of waste; however, a failure by the subcontractor to comply with its contractual obligations, particularly with respect to applicable regulations, could expose the Group's facilities to a risk of liability or a sanction that could have a significant negative impact on their reputation, business, operating results and financial position. If the applicable laws and regulations became more stringent, additional compliance costs may be incurred.

Similarly, activities are exposed to health and safety risks and liability claims against facilities or practitioners using the equipment. This is the case in the event of a nosocomial infection, which may be the case in the event of an insufficient response to a pandemic. In the future, if any of these health, safety or medical risks were to materialise, the Group could be subject to lawsuit and/or fined, and its operating permits could be suspended or withdrawn for non-compliance with applicable regulations. This could have a significant adverse effect on the Group's reputation, our business operations, our financial situation, operational results and prospects. As a result of these risks, claims could be made and their consequences could exceed the limits of the insurance policies taken out by the Group.

The increasing complexity of the set of regulations relating to environmental protection and the deployment of energy transition measures could lead to regulations that require the Group to incur additional expenses or costly adaptations. The Group's facilities may be exposed to risks related to safety, in particular risks related to asbestos or nosocomial infections, which are likely to engage the Group's liability, which could have a negative impact on the reputation of the Group as a whole, its financial situation or its results.

In order to protect itself against these risks, each year the Group invests the funds needed to allow its structures to comply with the requirements that apply to them. At the same time, the Group relies on rigorously selected service providers to comply with regulations on environmental protection, hygiene, health and safety at its facilities. The Quality, Risk and Healthcare Divisions department ensures the ongoing control and monitoring of compliance with these regulations.

C. Risks related to personal and health data

The Group's departments and facilities process personal data (including patients' health data) that are now governed by a complex and demanding set of regulations. Facilities generate and manage sensitive personal information and apply security protocols on the use, transfer and circulation of medical information. The purpose of these laws and protocols is to secure flows and maintain adequate confidentiality, while ensuring compliance with the right of access to this information and the protection of patient privacy. Any failure to comply with the terms and conditions of processing operations, maintaining confidentiality and complying with regulatory procedures could result in the Group being held liable.

In the same way, inadequate data protection or unlawful use of or disclosure to unauthorised third parties of data, whether voluntary or involuntary, would produce the same consequences.

Ramsay Santé has appointed a Data Protection Officer in accordance with the provisions of the General Data Protection Regulations (GDPR). The DPO is based in the Group's central services and reports to the Internal Audit, Risk and Investments Department. Various actions have been carried out to ensure compliance with the new regulations, including the establishment of a register of processing operations, 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 operation that may be implemented, and various procedures, including a procedure relating to the manner in which the rights of data subjects may be exercised.

❖

3.2 RISK MANAGEMENT

This section includes the information referred to in Article L225-102-4 of the French Commercial Code concerning risk mapping, regular assessment of the situation of subsidiaries, subcontractor suppliers, risk management and prevention, and alert mechanisms.

As provided for in the texts, the following information is presented below:

- Risk mapping;
- Assessment procedures;
- Appropriate actions to mitigate risks or prevent serious harm;
- Alert mechanism;
- The system for monitoring measures implemented.

This constitutes the Ramsay Santé Group's Vigilance Plan, whose internal supporting framework, which is developed and distributed, is based on the following documents:

- The Ramsay Santé Charter of values and good practices, which encourages the sharing of values with the aim of ensuring the Group's sustainability and development related to the themes of personalised care, safety, team spirit, continuous progress and responsible management.
- The Ramsay Santé policy on gifts and invitations.
- The Ramsay Générale de Santé Code of Conduct on the prevention of corruption and influence peddling.
- The "Sapin II Law" internal alert system

3.2.1 Internal control objectives and framework

Ramsay Santé prioritises the management of the risks described in the previous section and deploys significant human and organisational resources in this area.

In addition, internal control is a process implemented by the Group's directors, management and employees to provide reasonable assurance of the achievement of the general objectives set out in the internationally recognised framework established by the COSO ("Committee of Sponsoring Organisations"), namely the:

- effectiveness and efficiency of operations
- reliability of financial information
- compliance with laws and regulations in force

It also serves to safeguard assets and to prevent and detect the risk of error and fraud, especially in financial and accounting areas, and, more generally, to control the risks associated with the Group's business operations.

The role of the Internal Audit Department is therefore to provide reasonable assurance that these objectives are achieved. An internal control system, however, only provides reasonable assurance, not an absolute guarantee of achievement of the Group's objectives, due to the inherent limitations of any process implemented by human beings, and the resource constraints that must be considered in any company.

3.2.2 Risk mapping

The Group maps the main risks as part of its risk management process. The process of creating and reviewing the risk map, which is steered by the Audit and Risk Management 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 implemented, and in particular the persons responsible within the Group for monitoring and associated controls.

The Audit and Risk Management Department regularly updates this mapping of the Group's risks. 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. By way of example, the internal procedures put in place to manage the risks identified by the Group are described in the section below.

3.2.3 Players and internal control organisational framework within the Group

The internal control organisation within the Group is primarily composed of:

- the Quality, Risk and Healthcare Divisions department, which contains a crisis management cell.
- the IT systems department, which has a person to supervise IT security.
- the Group Legal Department, which operates in the health, property, business, insurance and legislative and regulatory environment sectors;
- the Audit and Risk Management Department.
- the Financial Internal Control Department;
- the Data Protection Officer (DPO);
- the Risk Committee and the Audit Committee, which are responsible in particular for monitoring the effectiveness of internal control and risk management systems, each within the area of competence defined by the Board of Directors' rules of procedure.

The Group takes great care to ensure that internal procedures are in place to guarantee patient safety. All risks are compiled, analysed and processed in a coordinated fashion at each of the Group's facilities by a Vigilance and Risk Monitoring Committee (known as "COVIR"), which has the task of drawing up, analysing and steering continuous improvement plans on the basis of the data gathered from a reporting system flagging adverse events and tables to manage potential risks.

The Group is also is developing a risk management training policy to move forward from individual reactive risk management to proactive collective risk management as part of everyday practices at Group facilities. Training is offered at the healthcare facilities to improve the application of the methodology along with the tools for identifying and analysing potential risks.

In order to address specific risks that may be faced by the Group, the Company has also implemented specific procedures, including the following:

3.2.4 GENERAL OPERATION OF THE INTERNAL CONTROL AND PROCEDURES IMPLEMENTED

A. Environment, scope and general organisation of internal control

The Group's general internal control environment is characterised by a high level of risk dispersion. It is based on a centralised organisation with a policy of delegating responsibilities to the facilities and functional and divisional departments.

The Group's internal control organisation, in fact, must take into account the scope of consolidation 377 entities at 30 June 2020 (372 at 30 June 2019), and in this regard it is considered that the hospital care and services are distributed among most areas of hospitalisation activities (medicine, surgery, obstetrics, physical rehabilitation and follow-up care, mental health, radiotherapy, medical imaging etc.), which are carried out in situ at the facilities over a considerable part of mainland France.

The general operation of internal control at the Ramsay Santé Group is thus based on the following:

- Firstly, the Ramsay Santé Charter:

It sets out the ethical principles and standards of behaviour that all Group employees must respect when performing their actions and responsibilities. This charter is supplemented by a summary document that sets out all the existing Group-wide limitations in terms of commitments to third parties.

- Secondly, decentralised responsibility of internal control:

Local management (facilities) is very much aware of the responsibilities conferred upon it, and the importance of implementing proper internal control regulations to meet the objectives stipulated above.

- Thirdly, centralised control based on delegated responsibility:

The Group's organisation is based on a traditional pyramid structure with a head office containing the general management bodies, central functional services and a number of shared services (purchasing and IT systems), in addition to divisional management units, acting as liaisons with general management to implement Group procedures.

The organisation of the Finance division is based on the centralised functional departments relayed by operational financial teams (divisions and facilities). The centralised functional departments include Financing and Treasury, Management Control 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 respected with regard to the separation of duties. The procedures are as follows:

B. Procedure for processing accounting and financial information

A unified IT system, using the market's most widely used consolidation software application, provides the financial data required to manage and control the activity of operational units within reasonable time frames.

The accounting and financial rules and methods are regularly updated and communicated to each operational unit. They are also available on the Group's Intranet.

Interim and annual accounts are finalised in accordance with specific instructions issued after they have been validated by the auditors. Prior to period close, the Group's Finance Department identifies the areas that require specific attention and define the appropriate accounting treatment.

A financial planning and management control process including:

- a strategic plan, updated regularly;
- a budget procedure;
- monthly posting of accounts;
- monthly meetings to monitor performance;

is the main component of the process of monitoring the performance of the various facilities.

This means that each unit draws up a detailed monthly financial report in the form of a consolidation package required to prepare the Group's consolidated financial statements. The financial report is single-format, and is sent to the head office 15 days after the end of the month at the latest. Financial information is sent to a centralised unified database, which is used as required by internal management processes and also for external publications.

The operational units include in the consolidation packages financial statements that have been drafted in compliance with Group standards and analysis tables allowing the preparation of the consolidated financial statements and the notes to the statements. The consolidation packages are checked by a central team, which validates the accounting options used throughout the process, carries out the actual consolidation operations, and also validates items which on principle contain the most risk (i.e. intangible assets, tax, provisions and off-balance sheet commitments).

C. Procedure for acquisitions

Acquisitions are managed by the Development Department. Depending on the global or individual thresholds, they may be subject either to prior authorisation by the Board of Directors or to information and consultation with its Chairperson. Depending on the size of the transaction, the Company also uses financial, legal or accounting consultants to carry out the usual audits for this type of transaction, involving the Group's internal services (real estate department, tax and accounting department, legal departments and investment department), and to provide assistance with drafting contracts and, where applicable, asset and liability guarantees. In the case of major acquisitions, when the operation has been completed, a multidisciplinary steering team charged with managing and monitoring the addition of the new assets is set up.

D. Investment procedure and real estate projects

For the risks related to investments in facilities, the Group introduced an investment procedure, the purpose of which is to select investment projects on the basis of a number of criteria, including: a precise definition of the nature of the investment, the risk factors associated with a positive or a negative decision, the components and parameters of the business plan established, the estimated budget and the positioning of the operation with respect to the objective priorities presented by the establishment, especially with regard to regulations. Major projects are reviewed by General Management and the Operations, Administration and Finance and Investment departments.

The investment procedure is thus based on the following general principles:

- Integration of the process into a multi-annual framework in accordance with an annual investment budget
- Emergence of projects at lower levels, with upward selection in a two-phase process by the Group's investment division
- Procedural logic based on greater formalisation and standardisation of investment projects
- Centralising the decision to invest,
- Structured ex-post monitoring of investment projects.

The investment division monitors the implementation of this procedure, which is essential to steer the Group and a number of its commitments, especially with respect to banks. Application of the procedure is constantly assessed, and regular updates are performed.

E. Governance procedure for IT projects

The main IT projects are analysed before the investment decision is made to ensure that they meet the Group's strategic and operational objectives and that they fit into the IT master plan in order to facilitate their security management in an increasingly threatening environment (data theft, viruses, etc.).

In view of the entry into force of the General Data Protection Regulations, a Data Protection Officer (DPO) was appointed in March 2018. The DPO is responsible for managing the implementation of compliance actions with regard to the new regulations and ensures in particular that all processing activities comply with the applicable regulations.

F. Recruitment procedure for qualified personnel

In the case of risks in connection with shortages of qualified staff, the Group has implemented procedures to engage the staff required for its facilities, even abroad, as the case may be. This information complements the specific risk approach developed in paragraph 3.1.5 of this Part. It has also taken measures enabling the integration of interns and tutoring assistance as part of a mentoring scheme during internships and "open days" with the aim of increasing the rate of intern-to-employee conversion recruitment. Recruitment procedures may also be carried out at certain facilities as a response to certain situations (particularly sponsorship schemes).

G. Miscellaneous procedures

The procurement procedure has been in effect since July 2014. A guide on the general internal control organisation of the processes of patient administration, invoicing and receivables accounting, describing the main control mechanisms to be implemented, was added to the existing procedures in March 2017.

In relation to gifts and invitations, the Ramsay Santé Charter reminds everyone that no forms of corruption are permitted within the Group. In this context, a policy specifying the rules applicable to the acceptance or offer of gifts and invitations was prepared and published in March 2017. This policy is supported by an electronic reporting platform.

A professional whistleblowing system with a secure mailbox dedicated to receiving alerts was set up within the Group at the beginning of 2018.

The Group is involved in multiple projects aimed at increasing its level of protection against cyber risks within the framework of a Group reference system. In this context, it has deployed procedures and solutions to control the remote access of its users and third-party maintainers and to manage the enabling/disabling of permissions in some of its systems.

3.2.5 Management of internal control and continuous improvement

A. Quality, Risk and Healthcare Divisions department

The management of risk management systems within the Group is partly carried out by the Quality, Risks and Care Channels Department in cooperation with the functional departments concerned, particularly the Insurance Department, and is supported, if necessary, by the Communications Department and the Health Legal Department.

The department is operational 24 hours a day every day of the year, and its task is to compile all alerts in relation to serious adverse events arising at facilities in connection with the provision or organisation of healthcare. It handles these events, coordinates management and conducts analyses.

All facility directors are trained to make them aware of the risks in connection with their core business, and with the legal aspects and communication of these risks.

The Group implements an updated procedure for treatment of serious adverse events ("SAEs") as part of the national programme for patient safety deployed by the Ministry of Health. It has also implemented a procedure for the reporting of avoidable serious adverse events identified by the Ministry of Health and the ANSM which specifically give cause to take urgent preventative action.

B. Audit and Risk Management Department

The Audit and Risk Management Department assesses the effectiveness of Group processes in relation to risk management, internal control and corporate governance and to submit proposals to strengthen their effectiveness.

The head of the Audit department reports to the Chief Executive Officer and the Audit Committee on the progress made on the audit plan and the results of assignments carried out in accordance with the audit charter drawn up with formal definitions of the role, responsibilities and powers of Internal Audit in keeping with the professional standards in force.

The Group makes use of a self-assessment approach to internal control by macro-process. The self-assessment questionnaires are completed on a regular basis by facilities, which must indicate their level of compliance with the rules set out in the questionnaires, thereby introducing a process of gradual convergence of all internal control procedures currently implemented within the Group. Conversely, the questionnaires are amended based on the good internal control practices implemented at some of the facilities and that are identified during the operational phase of the questionnaire process.

Self-assessment campaigns have been deployed for more than a decade, according to the following schedule:

- a first self-assessment campaign was conducted in 2009/2010 focusing on internal controls for treasury management,
- a second campaign in 2011/2012 focused on human resource management,
- a third campaign in 2013/2014 focused on procurement and supply management.
- a fourth campaign in 2015/2016 focused on the administrative management of patients and the invoicing and collection of payments for services provided by the Group's facilities,
- a fifth campaign in 2017/2018 focused on governance and risk management within the Group's facilities.

In parallel with these campaigns, an internal control questionnaire covering around 250 key controls (including accounting and finance in particular) is completed by Group facilities every six months. Documentary checks of a sample of at least 70 questions are performed in around twenty facilities each year.

The recommendations submitted after the audits are followed up on a regular basis.

3.2.6 Health Security Unit

A crisis unit was established over ten years ago to focus on health security and providing support to facilities and staff in the event of an adverse event or crisis. Reporting to the Operations Department working in coordination with General Management, it is responsible for alert and crisis management.

Composed of practitioners with a 24/7 on-call service, this Health Security Unit (CSS) interacts continuously with a set of internal contacts which can be mobilised depending on the nature of the event (operations management, legal department, communications department) and investigates the cases with the various external stakeholders concerned: medical corps, regional public health authorities, health authorities, judicial police, insurers, media.

It has a structured reference framework and a single Crisis Guide for all facilities (in France, for the moment), and also prepares quarterly reports and an annual review. Training and feedback sessions are regularly organised, bringing together a range of internal stakeholders, including division and facility directors and quality assurance managers. The Health Security Unit is regularly consulted by the Risk Committee established by the Board of Directors.

3.2.7 Group risk management procedure

A. Organisation of the quality approach

Continuous improvement in the quality and safety of healthcare is one of the Group's strategic objectives and it continues to develop quality approaches within its facilities. Certification of facilities by the French National Health Authority (HAS), certification of services or ISO 9001 2000 certification of certain high-risk processes such as sterilisation are the major elements of these processes.

Reporting to the Operations Department, the Quality, Risk and Healthcare Divisions department coordinates the implementation of the global vision of risk prevention and control. To support the facilities in these approaches and strengthen the quality of care provided, it created an internal reference system, "Qualiscope" (see chapter 4), focusing on structural factors such as integrated quality and risk management and which, in each facility, is supported by a quality assurance manager/risk manager who is a member of the facility's management committee. Beyond the instruments deployed, there is an effective on-site auditing and oversight procedure that enables the maintenance of a constant level.

B. Training offered within Group facilities

Ramsay Santé operates an external and internal training policy at all the Group's divisions based on the humanist values of respect and consideration of the patient's expectations and needs and also on safety and quality requirements at the facilities. All basic quality and risk prevention training is carried out internally.

C. Certification of facilities by the French National Health Authority

Every four to six years, all public and private health facilities are assessed and certified by the French National Health Authority, which provides an independent appraisal of the quality of the facility. The HAS V2020 certification process will replace the V2014 certification in April 2021.

The certification process and the Group's results are presented in section 1.2.9 B of the first part of this document. The Company considers all the steps involved in the certification process as an integral part of its risk management approach.

3.3 RISK HEDGING

In addition to the risk management approach and methodology, the Ramsay Santé Group has taken out specific insurance policies for each of the risks identified. These policies are taken out by the Company, its subsidiaries, or by the groups they have established to cover all the risks to which the entities are exposed (central Group policies), or specific risks by activity or by geographical location (business-specific policies). The Group's central services have a department dedicated to investment and risk management.

The sections below present the main insurance policies and the guarantees in effect in France. Excluding the French sites, insurance policies taken out by Group subsidiaries, in accordance with the guarantees required by health operators and local factors, cover the same risks, and similar programmes are place to protect the liability internal players. These annual programmes are drawn up in conjunction with the subsidiaries in each country, covering medical malpractice, equipment and installations at the facilities, as well as operating losses.

3.3.1. CIVIL LIABILITY INSURANCE

In most cases, civil liability cover for French facilities is included in a programme developed as part of an insurance guarantee policy determined by General Management and coordinated with the brokers. Multi-annual insurance policies have been taken out and procedures have been implemented to closely manage claims, as well as a risk management process.

Changes in the scope of consolidation are periodically monitored in order to adapt the scope of cover to take into account certain specific requirements (current contracts or new activities). This approach is also in line with general developments in relation to medical risks and health professionals, and it is regularly updated based on both legal developments, in terms of determining damages and their compensation, and technical developments, in terms of practice methods and the increasing complexity of the organisation of care and patient management. The emergence of new risks and a significant increase in compensation payments have led the Group to regularly adapt the nature and extent of its cover.

Overall, civil liability risk cover meets legal obligations establishing the principles of liability and compensation for medical accidents and is based on the subscription of two policies with two insurers. In addition to their regulatory basis, these policies cover any claims against the insured facilities in terms of professional civil liability resulting from non-medical activities, as well as operating civil liability. The policies cover all Group companies, supplemented, as necessary, by policies that were taken out by some companies before they joined the Group's scope of consolidation, as well as specific policies for certain facilities.

As required by law, the cover applies to all new claims arising after signature of the contract, regardless of the date on which the incident causing damages occurred. Also, as required by law, the cover excludes claims where the event that caused the damage was known at the time the contract was signed, with these claims therefore relating to previous policies.

A. Professional medical civil liability

The insured facilities are covered in accordance with Article L. 1142-2 of the French Public Health Code and Article L. 251-1 of the French Insurance Code against the financial consequences of their possible civil liability for damages suffered by their patients and dependent parties as the result of prevention, diagnosis or healthcare activities.

They are also covered against the financial consequences of the civil liability of employees and agents at the facilities insured acting within the confines of the tasks assigned to them, even if they are acting independently in the exercise of professional medicine, arising from damages suffered by patients and dependent parties as the result of prevention, diagnosis or healthcare activities.

B. Professional non-medical civil liability

Cover on the contract is extended to the economic consequences of the civil liability of the insured facilities against bodily injuries, material and non-material damages as the result of negligence, omission, a factual or legal error or an inaccuracy in interpretation of the law or regulations, occurring during audits, consultancy, procurement of medical equipment and products, management of real estate and catering.

C. Operating civil liability

The facilities insured are covered against the economic consequences of their possible civil liability vis-à-vis third parties (including patients, dependent parties and visitors) in the exercise of their activities at a health facility, arising from:

- the actions of any person in the capacity of an agent or employee of the facility insured.

- properties, any kind of facilities, equipment, materials, products or goods that they own, use or keep for the exercise of their activities at a health facility.

3.3.2. Civil liability insurance

The wide variety and categories of property required for the business activities of the facilities and for the Group as a whole, including functional and support entities for example, are taken into account in a detailed policy that covers the damages that such property may suffer. Whether they are owned or leased properties, equipment used in the facilities, or central or local tools and fittings, these assets are covered by a policy that is identical to the civil liability insurance policy, which is underwritten by the Group's insurers on the advice of its brokers.

Thus, risks related to material damage to movable and immovable property and the associated operating losses are insured under multi-annual programmes, unless otherwise contracted with the owners of the buildings. The facilities themselves, however, are still covered under the Group programme taken out with Zurich, for damages to movable assets and associated operating losses. In particular, the programmes cover major risks of property damage, business interruption, rent, civil liability of building owners, as well as guarantees for claims by neighbours and third parties. The policies cover sudden and accidental material damage to the items insured, as the result of fire and similar hazards (explosions and lightning strikes), inclement weather, electrical accidents, damage by water, theft, broken glass and machinery breakdowns. The rental liability of the insured is also covered. Cover is also provided for operating losses as a result of the damages described above from a reduction in revenue and increased operating expenditure.

Real estate programmes are covered by nominal physical damage policies that are adapted to the architectural and construction challenges of these programmes, as well as to the financial and scheduling dimensions of major projects. When a building site is set up (construction, extension, renovation), the entity holding the land or property rights or operating it, in its capacity as project owner or delegated project owner, takes out policies that are adapted to the nature of the programme. Various guarantees contribute to cover the new risks involved: construction insurance, construction damage insurance, civil liability of the project owner, all-risks construction site, non-construction manufacturer.

3.3.3. Construction insurance

The Group's facilities require ongoing property management, and the investment policy includes a component covering extensions, transformations and upgrades. Therefore, the Group has taken out comprehensive compulsory insurance to cover all construction work, including building damage insurance, builder's insurance and project owner's civil liability insurance.

3.3.3. Insurance of other risks

The Group is likely to face other types of risks, which are systematically identified after an analysis and review of the cover required to be taken out with specialised companies. These are tailor-made policies for which the Group can use a dedicated broker.

By way of example, Civil Liability insurance for Directors and Corporate Officers, covers in particular the liability of natural persons or legal entities of the constituent entities exercising functions as corporate officers within one or more subsidiaries or representing these same corporate officers.

The fleet of vehicles used on behalf of the facilities is also insured through a specific programme and a periodic review of claims is carried out and adjustments made to the fleet.

The Group is also insured against "cyber" risks resulting from fraud or breaches that compromise the integrity of the information systems, covering in particular its civil liability in the event of a breach of privacy or data confidentiality, network security or extortion, or a breach of data, system security or availability.

Finally, as the Group is active in the field of biomedical research, a research sponsor liability insurance policy has been taken out in addition to the tools allocated to this particular sector.

3.3.4. CLAIMS MANAGEMENT

The insurance contracts, considered as dynamic agreements to support the Group's activities, are managed by the Insurance Department, which reports to the Group's legal department, with an organisational link to the Quality, Risk and Healthcare Divisions department (see §3.2 above). Similarly, in the event of a serious event or incident that may or may not trigger a claim, other departments may become involved and work together to jointly manage the case, much like the crisis unit.

The insurance department, a central platform for coordinating the handling of reported events and claims, ensures coordination with all the services of the facilities and the specific departments of the Group's Broker. Periodic multidisciplinary meetings are also organised with the services of the insurers. This coordinated and detailed approach with regard to the definition of risks and situations and the level of each claim is part of a global dynamic that takes into account the changes in medical risks due in particular to the implications of the cases before the commissions for arbitration and indemnification, or before the judicial courts.

The Insurance Department periodically produces claims reports to monitor changes in the number and nature of claims reported by the Group's entities and to identify sensitive files in terms of legal, financial or media issues. The documentation is systematically reviewed by General Management and is also submitted for review to the Risk Committee and the Company's Audit Committee, where required, even without the need for a formal meeting.

The Group's main insurers are AXA France, CNA, Allianz, Chubb and AIG.

The main brokers are AON, Gras-Savoye and Marsh.

❖

OPENING STATEMENT

This fourth chapter of the Universal Registration Document describes the social and societal commitments and actions taken by the Ramsay Santé Group, its practices in terms of social and environmental responsibility, and its adherence to the principles and recommendations concerning the human and ecological environment. It complies with the provisions of Articles L225-102-1 et seq. and R225-105 of the French Commercial Code and has been verified by the designated independent third party body, whose report appears at the end of this section.

The Group aims to manage its public health activities and missions in the context of social and environmental responsibility. To this end, it has made several commitments in terms of human resources, patient care, environmental management of its facilities and control of its environmental footprint (energy consumption and site design), which are discussed below.

At the date of publication, at the end of a period marked by the integration of the Capio Group facilities enabling the Group to expand its presence in Europe, and by the significant involvement of the facilities in the management of the Covid-19 health crisis, Ramsay Santé is committed to an overall improvement process for its non-financial performance declaration. A CSR Director has been appointed to enhance and harmonise the Group's social, environmental and societal reporting and to develop an action plan to limit its environmental impact within the framework of an internal policy to manage issues in this area.

METHODOLOGY

The entities which are consolidated in respect of the financial scope are the parent companies, subsidiaries in which the shareholding exceeds fifty per cent, and equity-accounted entities and constitute the scope of consolidation referred to in section 2.3 of this document. The data and information used to produce this Non-Financial Performance Declaration are separate to the financial data. The information is drawn from two specific sources: the social reporting scope is described in Appendix 1 and the environmental reporting scope is described in Appendix 2.

In addition, certain information is not included in this statement, for example in relation to the use of goods and services that the facilities produce or use, information relating to its societal commitments in favour of the circular economy, the fight against food insecurity, respect for animal welfare and responsible, fair and sustainable nutrition, because it is not significant with regard to the Group's activity.

4.1 BUSINESS MODEL

4.1.1 – A BUSINESS MODEL WITH SPECIFIC FOCUS ON HEALTH

Ramsay Santé's business model is at the heart of the vocation of its facilities to meet public health need by providing quality services that meet the challenges of contemporary societies, including in terms of access to healthcare, changes in demographics, medical geography and career aspirations. The Group achieves this by applying management methods that ensure healthy and reasonable profitability for the company in an environment of strong tariff constraints, and by applying rules that are necessarily binding on activities related to the health care of citizens. These rules are set out in chapter 1, section 1.2 of this document.

In this regulatory and societal context, Ramsay Santé is constantly adapting its requirements for quality and safety of care, which are its top priority in all the countries where it operates. These requirements are both deployed as a model and implemented on a daily basis, and they form the lifeblood of the culture of each of the Group's facilities.

For Ramsay Santé, being a reference in modern medicine, particularly in the fields of outpatient surgery and enhanced recovery after surgery, is not an end in itself. Its model integrates the value chain that characterises public health missions at all levels of patient care. To support these values, the Group invests almost EUR 200 million every year in new surgical technologies, imaging equipment and the construction and modernisation of its facilities. It also innovates to improve patient care, with new digital tools or by developing its organisations to improve the efficiency of patient care provided.

The diversity of the local facilities and the different medical disciplines of each enables Ramsay Santé to capitalise on good practices with a view to sharing and deploying them elsewhere.

4.1.2 – THE HUMAN BEING AT THE HEART OF THE MODEL

The Group works to define care pathways in disciplines with a high human and social focus. Cancer and obesity treatments are strong markers of such challenges.

The Group has always made the fight against cancer a priority, obtaining the endorsement of 12 cancer institutes (including 7 generalist institutes and 4 specialised in breast cancer and breast/prostate cancer). Centres of reference in their health field, they offer patients comprehensive and personalised care on a timely basis, thanks to the medical and paramedical expertise coordinated on a single site.

In relation to obesity, for example, in October 2019 Ramsay Santé launched the Espace Médical Nutrition Obésité in Dijon (EMNO, Côte d'Or, France), a facility specialising in the treatment of overweight, obesity and eating disorders. The EMNO offers patients access to the skills of a multidisciplinary team including doctors, nurses, dieticians, psychologists, and offers a comprehensive care programme without the requirement for long hospital stays.

The Group also supports its staff and the practitioners who work in its facilities throughout their professional careers and shares a sound set of values at the human and societal levels with these communities, which are all united by the goal of caring for others.

In summary:

Geographic coverage in five European countries; France, Sweden, Denmark, Norway and Italy:

→ in line with the needs of the population

→ in conjunction with the local health authorities in each area

Constant mobilisation of:

36,000 employees

8,600 practitioners

Every year:

7 million patients

20 million consultations

33,500 births

4.2 RISK ANALYSIS

Ramsay Santé aims to identify the most significant Group risks by focusing on the social, societal and environmental components that are likely to have consequences on its business activities, performance, management, relations with stakeholders and the environment more generally. The risk factors and their management are set out in chapter 3 of this document. The sections in this chapter describe the commitments and actions taken to respond to the CSR challenges associated with these risks.

The safety and quality of patient care and services are of major concern for all stakeholders in the Ramsay Santé Group. Discussions were organised with representatives of all the facilities' business lines: doctors, care workers (nurses, healthcare aides, porters) and managers, resulting in six commitments made by the Group.

4.2.1– Methodology

Ramsay Santé has assigned significant structured human and methodological resources to support the risk management process, from identification to treatment.

- Led by the Audit and Risk Management Department, the risk identification process is one of the Group's top priorities.
- It is periodically reviewed by the Risk Committee established by the Board of Directors and discussed by the Executive Committee.
- It benefits from the different viewpoints of the various stakeholders and advisors: risk, crisis, human resources, legal.
- Risk mapping is monitored by means of a dashboard containing indicators that are presented twice a year to the members of the Risk Committee, with periodic reports prepared by risk area.

4.2.2 – Global management

The risk approach, defined and ranked by criticality, falls under the Group's social and environmental responsibility. It is therefore part of the management and validation process and its deployment is coordinated by the Executive Committee. In terms of operational management, the risks are managed by various internal players according to the type of risk, such as the Health Security Unit, the Legal and Insurance department, the Quality department and the Healthcare Divisions department).

In societal and environmental terms, healthcare activities involve above all a human risk for both patients and staff. This is why the global approach of the business model integrates the daily management of such risks into the organisation and control of the Group's activities. The identification and prioritisation of risks is quite directly linked to the levels of compliance required and the analysis of their results. The inclusion of genuine corporate policies (in terms of personnel and career management or architectural issues, to name just two areas) and values (fight against corruption, ethics charter) in the business model reinforces the governance that ensured the responsible management of all risks.

A. Identified societal risks

The safety and quality of patient care and services are of major concern for all stakeholders in the Ramsay Santé Group. Discussions were organised with representatives of all the facilities' business lines: doctors, care workers (nurses, healthcare aides, porters) and managers, in order to effectively control any adverse events and risks related to patient care.

The summary of the work carried out is expressed by the Group's six commitments made, as set out in section 4.3.3 below.

B. Identified social risks

With regard to the Group's business activity, the main risks identified in terms of social matters are as follows:

1°) The risks inherent in the management of human resources dedicated to patient care in the context of developments that will address the principles of human resource management, organisation of work, methods for processing working time parameters and remuneration. The specific environmental impact of job vacancies in the sector will be outlined.

2°) The coherence of the social policy with regard to societal issues (such as recruitment, disability, training, staff profit-sharing) will be specified in order to explain the approach and treatment of risks in these areas.

3°) Health and safety at work are priorities that are also set out below, and staff contact with patients, who are both fragile and at risk, and the use of devices and substances constitute priorities for the Group in terms of the measures deployed to manage these particular risks.

C Identified environmental risks

The main environmental risks identified are similar to the usual risks of business activities in the services sector. The presence of patients in health care facilities, a sensitive or vulnerable population by definition, makes the approach to such risks more structured than in other service providers; however, the standards in force and the skills in place to implement them make it possible to consider that the Group does not generate a specific or different risk.

See section 4.13.2 below for more information on the management of environmental risks.

4.3 PUBLIC HEALTH AND CARE PROVISION

The sustainability and development of Ramsay Santé is rooted in the Group's credibility as a key player in the private hospital sector. To this end, management ensures that all internal stakeholders adhere to a set of values, which are published in a guide and widely distributed. These values focus on personalised care, safety, team spirit, continuous progress and responsible management.

The objective is to promote shared principles when defining and implementing company actions, and in the behaviour of its employees, which are in the interest of patients, of medical partners, of the community of stakeholders, and also of the community in general. The success of a Group like Ramsay Santé is only possible if it is considered by all as a responsible, honest and exemplary player in terms of human relations management.

4.3.1 Ramsay Santé, a public health player

In each of the countries where the Group operates, it works through its facilities, staff and practitioners to provide the level of care expected by the public in line with the specific health policies of each state.

This is a genuine commitment to society, and the Group's development in recent years has refocused on its core healthcare business.

In particular, the events of 2020 have highlighted the essential role of dialogue between healthcare facilities in countries where the Covid-19 epidemic has spread. The Ramsay Santé Group set up an ad-hoc unit at the start of the health crisis that could be mobilised 24 hours a day, bringing together the Group's central functions, healthcare facility representatives and practitioners. From the outset, a dialogue was also maintained with stakeholders and public authorities, with, in France for example, constant coordination between the supervisory authorities (regional public health authorities), public hospital partners (including the Paris public hospital network, APHP), and facilities that mobilised and adapted their hospital capacity.

An ongoing relationship with the institutional players and their leaders was established in order to jointly manage changes in requirements relating to hospitalisation capacity, care provision, and human and material resources. The mobilisation of the strengths and resources of Ramsay Santé's facilities also required internal coordination to build and lead a global health response that would make it possible to respond almost immediately to any tensions in the health system, from critical care to post-acute care. Thus, the provision of graduated care between facilities and throughout the country allowed patients to be shifted away from referral centres, allowing them to concentrate on their primary care obligations.

Identifying the different response levels at each site in order to structure the graduated, responsive provision of healthcare, while affirming at Group level the ethical principles and the constant concern for the unique situations of each patient entrusted to its care, was a constant challenge for the health crisis unit in this dramatic context, both in terms of efficiency and quality.

4.3.2 Key indicators of Ramsay Santé's health care offer

One of Ramsay Santé's core commitments is to offer a consistent quality of care to its patients at a local level, and to be a reference in modern medicine.

The key indicators of Ramsay Santé's leadership in the private hospital sector in France are as follows: leading player in dialysis, leading private player in oncology, 14 facilities ranked among the fifty best clinics in France (Le Point magazine's 2019 ranking). The Group also has the largest installed base of imaging equipment. Ramsay Santé is recognised as one of the references of modern medicine in outpatient surgery and enhanced recovery after surgery (ERAS).

In France, Ramsay Santé operates in four sectors of activity (medicine, surgery and obstetrics, post-operative care and rehabilitation, mental health and imaging), it participates in public health service missions and is part of the regional and local health network, including emergency services.

Sweden offers a wide range of surgical and psychiatric medical care services through general hospitals, specialist clinics and primary care centres. The primary indicator of these commitments, particularly at a local level, is the St Goran Hospital in Stockholm, the largest hospital in Sweden in terms of the number of patients (30,000 hospitalisations) with an emergency unit and offering thirty specialities. Voted Sweden's best hospital in the "Small hospital" category in 2019, it was awarded the status of a university health institution in 2020. At a national level, the healthcare offer is provided through local health centres with nearly 900,000 registered patients, or 10% of the population. Thirty specialist clinics providing a wide range of specialist care, mainly on an outpatient basis: ophthalmology, psychiatry, gynaecology, maternity, ENT, urology and digestive surgery.

With six clinics specialising in orthopaedics, Capio offers comprehensive care from surgery to rehabilitation with some of the shortest treatment times for hip and knee replacement surgery in Sweden. Geriatrics, palliative care for hospitalised patients, advanced home care, rehabilitation, and home visits by doctors complete a care offer that is equal to that of a large territory.

The Group has a presence in Norway under the Volvat brand. Its facilities are spread throughout the country – it operates through 10 community centres, 7 centres specialising in ophthalmology and eating disorders, and offers both outpatient and inpatient care.

The Capio establishments in Denmark position the Group as the second largest player in private hospitalisation, with a presence in four of the five health regions. An important indicator of patient care: 40% of mammograms in the Copenhagen area are performed by Capio facilities.

4.3.3 Patient care

The safety and quality of patient care and services are of major concern for all stakeholders in the Ramsay Santé Group. Discussions were organised with representatives of all the facilities' business lines: doctors, care workers (nurses, healthcare aides, porters) and managers, resulting in the following six commitments made by the Group. These elements are supplemented by a safety and quality approach – a key element of each facility (see section 4.3.5 below).

A Welcoming all patients without discrimination

All patients are welcome at Ramsay Santé facilities, without exception and in compliance with the rules of the French Republic (including secularism), regardless of whether they are covered by social security or universal healthcare, or whether they have supplementary health insurance or not.

B Innovate to improve the quality of care

Ramsay Santé continuously strives to innovate in all areas to improve the quality and safety of care, whether by adapting its organisations, encouraging innovative treatments or investing in new equipment. This desire to innovate is also reflected in the Group's active support for practitioners engaged in medical research.

C Organising personalised care for each patient

Each patient is managed by a multidisciplinary team, which makes decisions and coordinates its actions according to the pathology and medical condition of each patient.

D Guaranteeing the transparency of our results in terms of quality and safety of care

The Group undertakes to publish figures showing the level of quality and safety of care on each facility's website.

E Reducing treatment turnaround times

The emergency department is where treatment turnaround times are of the utmost importance. These turnaround times are communicated within the facilities, on their websites and on Ramsay Santé application, which is available free of charge on smartphones.

F Offering services to simplify the pre and post-hospitalisation process

Improving patient experience, particularly through the digitisation of the relationship between patients, their families, and doctors and facilities.

4.3.4 Patient safety

In order to ensure patients' safety throughout their stay at the Group's facilities, each facility implements and deploys all the regulatory tools required to measure the effectiveness of the safety policy (paragraphs A to E). The Group has also developed its own methods and tools dedicated to patient protection (paragraphs F to I). Finally, the crisis unit (paragraph J) is a key central body that manages adverse events if they occur at facilities. The implementation of dedicated tools and its organisational expertise in various healthcare-specific sectors allow the Group to cover the entire methodological spectrum when ensuring patient safety throughout their care pathway, by means of specific monitoring, prevention and control measures.

A Prevention and monitoring of hospital-acquired infections

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.

All of the Group facilities have a Technical Committee on Nosocomial Infections ("TCNI"), which reports to the Facility Medical Board ("FMB") and is supported by a Hospital Hygiene Team ("HHT"). All these TCNIs and HHTs are coordinated at the Group's head office by a specialised doctor in the Health Security Unit (HSU). In each facility, the TCNI is responsible for preparing an annual action programme for preventing nosocomial infections, coordinating the actions of the facility's medical staff and establishing an activity report on the actions taken to prevent such infections. The HHT is in charge of the practical organisation of the fight against nosocomial infections, in particular in relation to staff training, evaluation audits, and investigations of alerts and internal and external reporting, as necessary.

The Technical Committee on Nosocomial Infections and Hospital Hygiene Team activity reports at all French hospitals and clinics are analysed in detail and rated, and all of the scores are available to the general public on the website of the French National Health Authority (Haute Autorité de Santé, HAS); the demands for these scores rise over time.

The purpose of publishing these scores is to respond to the need for transparency in respect of users, and to develop indicators to evaluate the improvement of the prevention of risks of infection within the facilities. They are analysed for the HAS certification of healthcare facilities and also have a financial impact (through the funding of Quality and Safety of Care Indicators: QSCI). The results of these scores have been published at all Group facilities for several years.

Furthermore, the Health Security Unit (HSU) within the Operations Department coordinates a specific unit in charge of monitoring, alerting, reporting and investigating infectious risks at the Group's facilities (on call 24/7), in close cooperation with the regional public health authorities (autorités sanitaires, ARS) and the 17 national support centres for the prevention of associated infections (CEPIAS): Centre for the prevention of healthcare-associated Infections, as well as the public health surveillance agency: The Ramsay Santé Group ensures the implementation of PROPIAS (National Programme for the Prevention of Healthcare-Associated Infections [Programme national d'actions de Prévention des infections Associées aux Soins]) actions, in particular specific actions for the control of multi-resistant bacteria and the prevention of hand-transmitted infections for all our facilities, and specific surveillance of post-operative infections (ISO) are now in place in all the Group's medical-surgical facilities (MSFs).

In order to improve the responsiveness of management teams in sensitive situations, the Health Security Unit coordinates crisis communication training courses which are organised to train all new facility directors to help them manage crisis situations related to a serious infectious risk, and more generally any crisis situation including SAEs (Serious Adverse Events Associated with Care) which must now be systematically reported to the health authorities.

B HAEMOVIGILANCE

Haemovigilance, according the French Public Health Code, is the "systematic monitoring of the entire blood transfusion chain, from the donation of blood and its components to the subsequent follow-up of recipients".

The haemovigilance procedure is primarily based on the following:

- The French Agency for Medicines and Health Products (Agence Nationale de Sécurité des Médicaments, or ANSM) ensures the implementation of haemovigilance: it defines the national strategy, manages and coordinates the actions of all parties involved, monitors compliance with surveillance procedures and takes all necessary blood safety measures and/or refers matters to the relevant authorities;
- Haemovigilance officers are appointed by the heads of every healthcare facility, whether public or private, to supervise haemovigilance procedures, establish structured processes and report any unintended or adverse effects resulting from the administration of labile drug products. These officers are either doctors based at the facility or pharmacists. Stand-ins must also be appointed.
- When a healthcare facility has a blood bank, a head and manager of the bank are appointed and trained (specific training). Here too, the relevant individuals are doctors or pharmacists, for whom stand-ins are also appointed. The facility may also call on technicians for day-to-day operation of the blood bank (blood bank distribution).
- At regional level, regional haemovigilance coordinators supervise the regional blood surveillance procedure and report to the relevant authorities. These coordinators report to the Regional Health Authority.

In this regard, Ramsay Santé deploys a continuous improvement process for standards of blood transfusion safety and haemovigilance. A permanent monitoring and alert system is in place at the facilities, from the prescription of blood to the follow-up of transfused patients. Its purpose is to collate transfusion data and evaluate any ensuing adverse effects to prevent their recurrence, and to ensure the traceability of the products administered.

The Group's facilities report all serious incidents in the blood transfusion chain to the ANSM, i.e. incidents arising during a stage in the transfusion process, irrespective of whether a transfusion has already taken place. To this end, the Ramsay Santé Group, with its experience in this area, actively participates in the development of national analysis tools for such incidents and is involved in the data analysis, recommendation and regulation bodies of the ANSM. The Group also helps establish recommendations on good practices through the Higher Health Authority.

The facilities apply regulations on the traceability of blood products by maintaining blood transfusion incident reporting systems common to all their healthcare facilities, together with a manual of good transfusion practices and an information brochure for patients. To further improve the traceability and management of stocks of blood products in blood banks, the Medicine, Surgery and Obstetrics facilities have a software solution which automates the monitoring of transfusions from the initial transfusion request through to discharge of the patient.

A network of blood surveillance officers completes the organisation, ensuring ongoing training and promoting the sharing of experiences and knowledge. Through this network, the Group plans to harmonise practices and help to continuously improve patient care.

C PHARMACOVIGILANCE

The purpose of pharmacovigilance is to monitor medicinal products to prevent the risk of adverse reactions resulting from their use, whether this risk is potential or proven. It is an important safeguard that is performed throughout the life of a medicinal product.

Pharmacovigilance is coordinated at national level by the French Agency for Medicines and Health Products (ANSM), assisted by its network of 31 Regional Pharmacovigilance Centres (CRPV).

The mandatory section of the contract for the improvement of the quality and efficiency of care (CAQES) places particular emphasis on risk management and the decree of 6 April 2011 specifies that the facility's management, in consultation with the chairperson of the facility's medical commission or medical committee must put in place an organisation that is responsible for the analysis of adverse events, medication errors or deficiencies related to the provision of care.

In addition, any doctor, dental surgeon, midwife or pharmacist must immediately report any adverse reaction they suspect is due to a product set out in Article R5121-150, of which they are aware, to the regional pharmacovigilance centre. Other health professionals, patients and approved patient associations may report any adverse reaction suspected of being due to a drug or product on the same list.

In this regard, the clinical pharmacist ensures, for each facility, that any serious or unintended adverse effects likely to be attributed to the use of medicinal substances (or related products including blood-based products), any sterile medical devices (disposable or non-disposable), or to their improper use, are promptly reported to the regional pharmacovigilance centre to which the facility belongs, preferably by means of a report via the national portal of the Ministry of Health.

D BIOVIGILANCE

Biovigilance consists of monitoring incidents and the risks of incidents relating to the cells, tissues and organs of the human body used for therapeutic purposes, to human-derived products other than medicines, to medical devices incorporating human body elements and products and to ancillary therapeutic products together with the adverse effects resulting from their use.

The French Agency for the Safety of Health Products (AFSSAPS) implements the biovigilance system at a national level, assisted by a national biovigilance commission. Every healthcare facility is required to appoint a local biovigilance officer responsible for informing the competent authorities of any incidents or adverse effects, and conducting suitable examinations and investigations.

E MEDICAL DEVICE VIGILANCE

Medical device vigilance involves monitoring incidents or risks arising from the use of specific medical devices once they are on the market as defined by Article L5211-1 of the French Public Health Code.

This monitoring activity is organised in much the same way as haemovigilance and pharmacovigilance with, in particular, the mandatory appointment of local medical device vigilance officers in each healthcare facility (pharmacist and biomedical engineer) who are responsible for reporting any incidents, risks or malfunctions of devices to the AFSSAPS and device manufacturers.

Pursuant to the regulatory procedure, one medical device vigilance officer per healthcare facility is registered with the "AFSSAPS".

F "QUALISCOPE" REFERENCE SYSTEM

Qualiscope is a reference system designed to support each facility's teams with the management and implementation of quality assurance projects, medical projects, evaluation of the quality of healthcare organisation and planning of HAS certification (the mandatory external evaluation of the organisation of healthcare facilities which takes place every four years). In particular, the system ensures compliance with processes such as continuous professional development or France's HOP'EN project ("Hôpital numérique ouvert sur son environnement", digital hospital open to its environment). In this way, it promotes a real sharing of experience within the Group.

The Qualiscope reference system was developed on the basis of regulatory and enforceable criteria and on Ramsay Santé's values and strategic objectives. It offers a rigorous and homogeneous working framework for teams at Group facilities. Focused on priority issues such as the safety of care, medication management, patient records, pain prevention and evaluation of professional practices, this reference system makes it possible to ensure the sustainability and continuity of the continuous improvement of quality and patient safety through regular audits.

G GERIMED SOFTWARE

All adverse events are reported, recorded and analysed on a common platform known as "Gerimed". The aim is to implement a safety-first culture and to learn from any incidents. Thanks to an adapted training programme, individual health professionals can flag, analyse and handle as a team the sources of incidents to be able to overcome and learn from them to avoid any recurrence.

H SYSTEMIC ANALYSIS METHOD

The occurrence of (serious) adverse events is the subject of a root cause analysis implemented in a multi-disciplinary manner in order to ensure teamwork, encourage the sharing of experiences and prevent their future re-occurrence. Morbidity-mortality reviews, carried out on a regular basis in multi-disciplinary teams, supplement this process. In addition, experience and feedback is shared by addressing specific topics in inter-facility meetings that are held to enable the situations behind the emergence of any crises and incidents to be discussed and best practices to be shared.

I ANALYSIS OF PATIENT SATISFACTION AND LISTENING

A questionnaire given to each patient aims to measure their satisfaction. The responses are entered and analysed on a dedicated platform developed for this purpose. The information collected makes it possible to measure the quality of services and to set up any measures for improvement locally or on a wider scale. This approach, considered in terms of pathologies, interventions and rehabilitation phases makes it possible to ensure that practices and deadlines implemented for patients are efficient.

J CRISIS MANAGEMENT

A 24/7 monitoring system enables the Health Security Unit reporting to the Operations Department to fulfil its duty of collating all alerts relating to serious adverse events and *never events* (events that should never happen) arising in the healthcare facilities involving the provision or organisation of patient care. It handles these events, coordinates management and conducts analyses.

Ramsay Santé is developing a risk management training policy to move forward from individual reactive risk management to proactive collective risk management as part of everyday practices at Group establishments. Training is offered at the healthcare facilities to improve the application of the methodology along with the tools for identifying and analysing potential risks.

The previous chapter (Chapter 3, Risk factors and risk management) completes the integration of this Health Security Unit in the overall management of the Group's risks.

4.3.5 CERTIFICATION

A QUALITY AND SAFETY OF CARE

For Ramsay Santé, placing the safety and quality of patient care at the heart of its medical practices is one of the keys to organising care, and five commitments form the basis for achieving the desired levels of quality and safety of care:

- Patient safety remains the priority in all circumstances.
- The coordination of health professionals in personalised patient care is the standard for the organisation of healthcare.
- Continuous professional development of the teams is essential to ensure compliance with Good Practices and quality of care.
- Observance of good practices and patient satisfaction are indicators which are monitored on a continuous basis.
- Sharing experiences across the Group contributes to improving the quality and safety of patient care.

Quality and safety of care is a priority for the healthcare facilities, and the Group has been awarded top certification marks for a general hospital organisation by the French National Health Authority, with a rate of over 90% A + B certifications (all post-operative care and rehabilitation facilities are A certified). This procedure, which is independent of the facility and its supervisory bodies, focuses on the level of services and care provided to patients and the dynamic approach to improving the quality and safety of care. The facilities can thus ensure the consistency of their medical/healthcare projects with the requirements to secure certification by France's Higher Health Authority and the objectives of the French National Plan for Patient Safety.

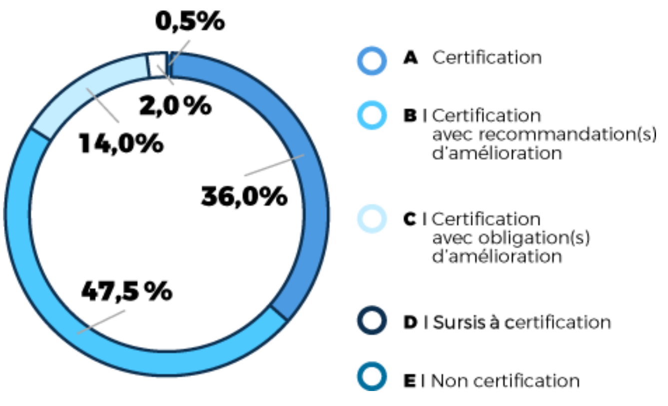
Ramsay Santé takes great care to ensure that internal procedures are in place to guarantee patient safety. The data collection, analysis and coordinated processing of all the monitored and non-monitored risks, the latter being the most numerous, are handled within each Group facility by a Vigilance and Risk Monitoring Committee (Comité des vigilances et des risques, or "COVIR") with responsibility for gathering, analysing and monitoring the ongoing improvement plans based on the data collated within the framework of a system of signalling adverse events and management tables of potential risks. Each facility has drawn up its own risk map and defines any associated action plans.

This commitment is reflected in the organisation of the facilities and central services: continuous quality improvement, risk prevention and the organisation of coordinated care pathways are of concern to all involved, just as the Group ensures the involvement of professionals in this process and has chosen to embrace innovative methods:

The Group can thus ensure the consistency of its strategic objectives with the requirements to secure certification by the French National Health Authority (HAS) and the objectives of the French national plan for patient safety (PNSP).

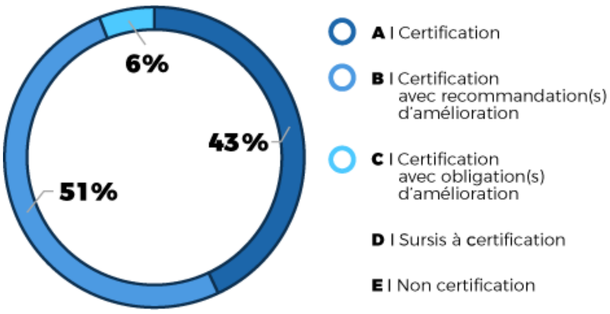
B QUALITY INDICATORS

As indicators, the certification results for the entire hospital sector in France are as follows:



Source: National Health Authority (HAS), 04/03/2018

And the certification results for Ramsay Santé facilities are as follows:



Figures at 04/03/2018

4.4 A SOCIETAL COMMITMENT: CORPORATE FOUNDATION

4.4.1 A COMMITTED CORPORATE FOUNDATION

The Ramsay Santé Corporate Foundation has been working for more than ten years alongside public and private partners to contribute to the development of therapeutic innovations, global patient care, and the sharing of knowledge and education. Having actively worked in the fields of cell therapy and regenerative medicine, with in particular a significant inclusive mobilisation in favour of the anonymous and free donation of stem cells derived from umbilical cord blood, the Foundation continues its commitment to important contemporary issues.

For the past four years, the Ramsay Santé Corporate Foundation has been expanding its focus on preventive healthcare and developing innovative programmes to sensitise, inform and raise collective awareness of prevention, with the aim of developing awareness and encouraging the adoption of health protective behaviours. In this context, the Foundation is now recognised as innovative and committed to a preventive health approach.

4.4.2 CONCRETE ACTIONS

Prevention measures are structured on three levels:

- Primary prevention: to prevent health problems by providing information on diet, physical activity, stress management and sleep behaviours
- Secondary prevention: diagnosis and therefore screening, both derived from Ministry initiatives and by developing the Group's own measures
- Tertiary prevention, which is aimed at people who have been ill, to better prevent and avoid potential relapses.

The Scientific Group of the Ramsay Santé Corporate Foundation ensures the relevance and medical coherence of the Foundation's prevention measures.

Two types of actions have been deployed:

- Those for which the Foundation is the initiator and operator because it has created and financed them, either alone or in partnership.
- Those for which the Foundation undertakes to support a project that has been submitted to it and that is fully in line with its aims and objectives.

In an example of the first kind of action, the “Prevent2Care Lab” and “Prevent2Care Tour” programmes include in their achievements the provision of tailored support to start-ups by Group teams. This programme has resulted in the recognition of Prevent2Care Lab as the first health prevention incubator. To date, 33 start-ups have been incubated as part of two promotions at two incubator sites: Paris and Marseille.

In addition, in partnership with the University of Western Brittany (UBO), the Foundation has initiated the creation of a 2-year university diploma for health prevention officers, responding to the need for formal training for health prevention workers. The first intake is scheduled for January 2021, with programmes adapted to meet modern education requirements: in-class learning, e-learning and videoconferencing.

As an example of the second type of action, the Ramsay Santé Foundation is taking action locally by supporting projects in the community, for example, through the association "Sport dans la ville” (Sport in the city) The objective is to initiate good health prevention practices (such as nutrition, sleep, STD prevention, etc.) by targeting as a priority populations that are least familiar with these topics. Since the launch, a total of four prevention meetings have been organised for young people from disadvantaged areas: around 100 young people registered for the meetings and 50 Group employees and practitioners were mobilised.

Finally, the Foundation continues its financial support for various causes by including Group facilities as often as possible with a coordinated local reach. Within this framework, EUR 50,000 was provided to Secours Populaire Français to support prevention programmes. In addition, a financial partnership and the participation of caregivers and practitioners have helped to promote health prevention among young people from disadvantaged areas.

4.5 ETHICAL COMMITMENTS

4.5.1 INTERNAL PROCEDURES GOVERNING FAIR COMMERCIAL PRACTICES

Personalised care, safety, a team spirit and continuous progress and responsible management form a body of values which unite employees around a common, entrepreneurial spirit. The daily affirmation of these values aims to enable recognition internally but also by external partners such as practitioners, the regulatory authorities and the general public.

In terms of combating fraud, the Group relies on the general principles of internal control. Their practical application is based on management procedures and a methodological guide on the separation of tasks within the management processes of the facilities and their departments (which concerns the entire internal chain from the heads of facilities and divisions to the heads of the financial, accounting, payroll, human resources and IT functions and, more generally, any employee with responsibility for a team or an operational or support process). It is also based on tools and systems such as the automated accounting transaction monitoring system. This system is a powerful tool to prevent any risk of fraud.

In this area, in accordance with the principles that came into force with the enactment of the Sapin 2 Law, the Group has implemented an internal alert system designed to collect reports by employees on conduct or situations that are contrary to the Company's code of conduct. The purpose of this widely circulated Code of Conduct is to prevent and detect acts of corruption or abuse of office. It illustrates the types of behaviour to be prohibited as they are likely to characterise misconduct. It also determines the penalties for the behaviour in question. This system is complemented by an appropriate policy on the acceptance and declaration of gifts and invitations in accordance with the general principles of the aforementioned Charter.

4.5.2 THE EXTERNAL FRAMEWORK OF THE RELATIONSHIP WITH SUPPLIERS.

Through the centralisation of its procurement, the Group has established a policy encouraging suppliers (equipment, medical devices, pharmaceuticals, etc.) to commit to continuous improvement of products and services in order to best meet the needs of patients and caregivers. As part of the agreements signed with suppliers, the parties make a mutual commitment to follow a set of common sustainable development values, and Ramsay Santé requires this to be implemented along the supply chain in order to also ensure the commitment of the suppliers of its suppliers.

The Group's numerous partners thus make a major commitment to sustainable development (membership of the United Nations Global Compact, Committee 21, Good Practice Charters).

4.5.3 THE FIGHT AGAINST TAX EVASION.

Similar to the application of accounting standards, in tax matters the Group applies the rigorous principles of constant compliance with the rules for determining its overall results and the results of each of its constituent entities, all within a responsible framework that complies with the requirements of the tax laws of each of the countries in which it operates. Overall, most of the Group's subsidiaries are bound by tax consolidation agreements for each country in which they are legally established. Declarations are drawn up in accordance with the tax procedures applicable in each of these countries. Cross-border flows are limited to the Group's internal financing requirements in strict compliance with the loan agreements. The actions are documented and reviewed with the assistance of external experts from regulated professions.

4.5.4 INTERNAL CHARTERS IN AN ACTIVE SUPPORT OF THESE COMMITMENTS.

The Group updates and distributes its corpus of internal charters, which are the written form of its shared values and commitments, particularly its ethical principles.

Established in 2017, the Ramsay Health Charter (Values and Good Practices) sets out the five pillars mentioned above: personalised care, safety, team spirit, continuous progress and responsible management.

A revised and updated version of the Code of Conduct on the prevention of corruption and influence peddling was issued in 2020.

A revised and updated Gift Policy was also issued in 2020.

4.5.5 STATEMENT OF COMPLIANCE WITH THE DUTY OF CARE.

Compliance by internal and external stakeholders with the set of measures and charters referred to in section 4.5 leads the Company to declare that the Group has a satisfactory corpus of values and commitments regarding the fight against corruption, and that it performs all due diligence with regard to human rights.

4.6 HEALTH DATA, PERSONAL DATA

4.6.1 THE MEDICAL INFORMATION AND DATA DEPARTMENT

Ramsay Santé has set up a central office dedicated to the processing of medical information: the Medical Information and Data Department (MIDD). Led by a doctor and connected to the Department of Medical Innovation and Patient Experience, which is itself managed by a doctor, this department fulfils three essential missions in patient care:

- The organisation of production lines: In particular, this mission includes the use of information in patient files for the coding and valuation of care provided in the Group's facilities;

- The management of medical and medico-economic data and their analysis;

- The structuring of medical data in the computerised patient file.

The MIDD has adopted a quality commitment charter composed of values that meet ethical requirements in terms of health data and economic purposes, in particular codification, which underpin the implementation of the business model in compliance with the rules governing the financing of healthcare institutions.

This charter entails continuous improvement in the quality of coding and the financial valuation of care with control of production times (from coding to transfer to guardians). It implements a regular training programme for all staff involved in the production process of the Medicalisation of Information Systems Programme (MISP).

The MIDD is also responsible for defining and producing activity steering and valuation indicators, as well as analytical and decision support tools based on medico-economic data which, on the basis of analysis and advice, provides genuine technical support for securing the financing of activities and the development of new care pathways.

With the definition of precise indicators, such as the monitoring of severity rates (rates on activities targeted in the National Valuation Programme) or average GHS (Homogeneous Stay Groups) (average financial valuation of treatments), the MIDD assists in defining medical information traceability standards and places its missions at the heart of technical and organisational innovation projects.

4.6.2 THE DATA PROTECTION DELEGATION.

Protecting the personal data of a Group operating in the healthcare sector is an essential and transverse component of its activities, whether it concerns patient data (sensitive data by definition), or that of employees or suppliers.

This commitment was reinforced with the adoption and implementation in May 2018 of the new European regulation on the subject, the GDPR.

A RESPONSIBLE GOVERNANCE

As soon as the Regulation of the European Parliament and of the Council on the Protection of Natural Persons with Regard to the Processing of Personal Data and on the Free Movement of Such Data was published, Ramsay Santé set up an ad-hoc steering committee on the conditions for implementing the General Data Protection Regulation (GDPR). In March 2018, a Data Protection Department was set up, reporting to a member of the Executive Committee and equipped with dedicated resources and staff. It is responsible not only for overseeing the general compliance of the Group's various companies, but also for defining and driving a data protection strategy that complies with the requirements of the General Data Protection Regulation throughout the Group's activities.

This central department, headed by the Group Data Protection Officer (DPO), is supported within each facility by a GDPR Correspondent, a local player designated to act as a relay for the DPO. In this way, the aim is to make the facilities actors responsible for their own compliance.

In total, nearly one hundred and thirty actors work on the protection of personal data.

B DATA CONFIDENTIALITY

The confidentiality of personal data results, in particular, from the implementation of procedures for analysing and monitoring projects, initiatives and achievements at Group level. In accordance with the provisions of the GDPR, these prior impact analyses result in the definition and application of technical security rules (encryption, supervision, partitioning), functional rules such as procedures and the creation of application profiles best suited to the processing carried out.

Data protection requires a good understanding of the issues at stake by employees entrusted with the task of processing patient and employee data, which is why awareness and training campaigns on these issues are regularly implemented as an essential link in compliance but also with the aim of working with enlightened citizens.

C GDPR IN INTERNAL RELATIONS

In all the relations it maintains with the players in its ecosystem, the Group is committed to promoting data protection principles and assuming its responsibilities as a data processor. In this way, personal information of both employees and patients aims to be transparent and systematic before any processing is carried out. In parallel, every effort is made to ensure that all persons concerned can exercise their rights simply and effectively. All requests received are studied and resolved within the deadlines set by the regulation.

As the responsibility of data processors and subcontractors has been shared since the GDPR was introduced, the Group intends to ensure that any existing or new contract with a supplier is brought into compliance with the regulation's requirements.

Finally, the Group is committed to working with the supervisory authority, which guarantees the respect of certain fundamental freedoms.

(Volumetric) indicators, at the date of this document:

- Nearly 130 people (patients, employees) have asserted a right of access or deletion in accordance with the regulation. ;
- Nearly 200 contracts have been or are still being negotiated to draw up data protection amendments with the suppliers concerned;
- At the level of all of the Group's constituent entities, some twenty personal data breaches of widely varying scope and seriousness have been reported, of which a dozen have been notified to the National Commission for Information Technology and Freedoms (CNIL).

Endorsing the ethics underlying the GDPR, which encourages companies to make responsible use of the personal data they process within the framework of good practices, Ramsay Santé is fully committed to giving patients and employees the assurance that it has weighed what is at stake and is positioning itself as a guarantor of responsible and socially useful management of their personal data.

4.7 HUMAN RESOURCE MANAGEMENT

The quality of care is based on the expertise of the personnel that make up the entire professional human chain at the service of patients. The risk of fluctuations in this quality must be controlled at all levels of this human chain, from recruitment to the performance of their employees' duties, to their support throughout their career. This is why the Group has implemented a proactive human resources policy, and why it also strives to have the right resources in terms of skills and numbers by promoting a working environment that is attractive for its employees and reassuring for patients.

Employees are thus encouraged to work together on a permanent basis to provide patients with a relevant, very high standard of medical care in all health authorities where the Group's hospitals and clinics are located. The Group's mission is therefore to provide life-long support for the needs of patients and their continued good health; the values remain focused on individual well-being, safety, a progress-oriented team mindset and responsible management.

NOTE:

The following sections provide illustrative tables and comments aggregating data from major Group facilities; however, the information provided is not exhaustive. The purpose of these tables is to provide information on some of these aggregates, which are generally consistent from one facility to another in relation to their business activities. The data source is Opera (payroll software), which consolidates the data processed in Cegi and concerns a FTE population of 17,724 employees. Not all facilities use these software packages (in terms of payroll, some use Sage, and others ADP). This lack of uniformity does not compromise the quality of data processed, it provides a broad, homogeneous overview. A software standardisation process is underway, which take several years and require significant resources. The year-on-year comparison should also take into account changes in the scope of consolidation resulting from the exclusion of facilities (disposals), for example.

4.7.1 OVERALL DESCRIPTION AND BREAKDOWN OF STAFF

At the date of publication, the information and indicators presented show a workforce of 17,724.48 employees, expressed in average full-time equivalents (FTE). This figure does not include practitioners with their own private practices. Furthermore, in areas like catering and cleaning, most of the healthcare facilities use sub-contractors whose staff are not included in the number of Group employees.

The table below shows the breakdown of employees expressed in average full-time equivalents by main category and sub-category, in application of the consolidation standards. Most of the headcount comprises healthcare personnel and staff contributing to patient care, particularly nurses and healthcare aides, across all specialist medical areas:

		2019/2020			
		ETP payés			ETP payés Total
Groupe de Filière	Classif Doc de réf	MCO	SANTÉ MENTALE	SOINS DE SUITE ET RÉADAPTATION	
Administrative	AGENTS ET EMPLOYES SERV ADM	1 173,22	114,87	89,32	**1 377,41**
	AUTRES PERSONNELS ADM	323,08	36,59	30,75	**390,42**
	DAF COMPTABLES, CHEFS COMPTABLES, AGENTS CPTABLES	89,54	10,81	10,43	**110,78**
	Non Classé	5,92			**5,92**
	SECRETAIRE MEDICALE	458,19	31,19	52,39	**541,78**
Administrative Total		**2 049,96**	**193,46**	**182,89**	**2 426,31**
Générale et Technique	AUTRES PERSONNELS GEN ET TECHN	127,69	20,00	20,75	**168,44**
	CUISINIERS/EMPLOYES DE CUISINE		34,99	31,99	**66,98**
	ESG	266,05	67,17	25,76	**358,98**
	TECHNICIEN	203,43	22,49	19,56	**245,48**
Générale et Technique Total		**597,16**	**144,66**	**98,05**	**839,88**
Non applicable ou non défini	AUTRES PERSONNELS SOIGNANTS		1,58		**1,58**
	Non Classé	0,08	0,00	0,00	**0,08**
Non applicable ou non défini Total		**0,08**	**1,58**	**0,00**	**1,66**
Soignante et concourant aux Soins	AIDE SOIGNANTE ET AUX PUER	2 935,59	300,13	476,62	**3 712,34**
	ASH	902,70	153,21	51,59	**1 107,50**
	AUTRES PERSONNELS SOIGNANTS	435,41	190,10	488,62	**1 114,13**
	BRANCARDIER	546,51		18,98	**565,49**
	IDE	6 135,71	665,10	391,86	**7 192,67**
	PHARMACIENS ET PREPRA PHARMA	367,66	27,84	34,92	**430,43**
	SAGE FEMMES	334,07			**334,07**
Soignante et concourant aux Soins Total		**11 657,65**	**1 336,38**	**1 462,60**	**14 456,63**
Total général		**14 304,85**	**1 676,09**	**1 743,54**	**17 724,48**

Abbreviations:
IDE = State-certified nurses
ASH = hospital services agent
Prépa Pharma = pharmacists
ESG = general service employees
ADM = clerical staff

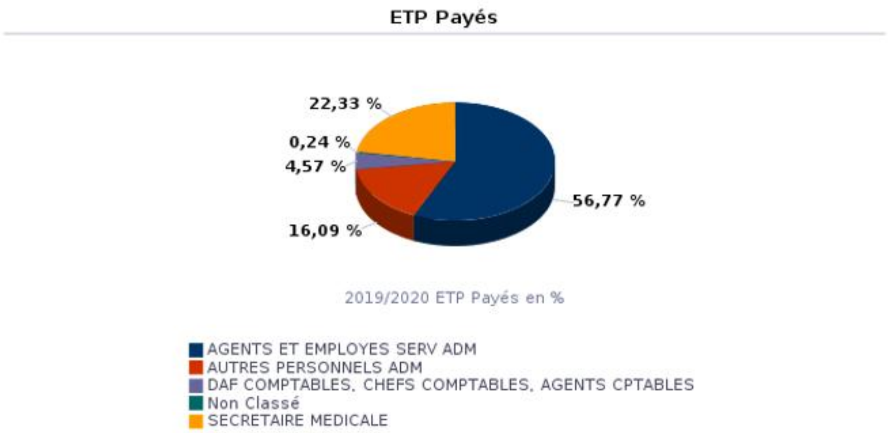
Medicine/Surgery/Obstetrics ("MSO") includes radiotherapy, dialysis and medical imaging. Qualifications and their distribution were the result of collective bargaining, as was post-operative care and rehabilitation.

4.7.2 HEADCOUNT AND QUALIFICATIONS

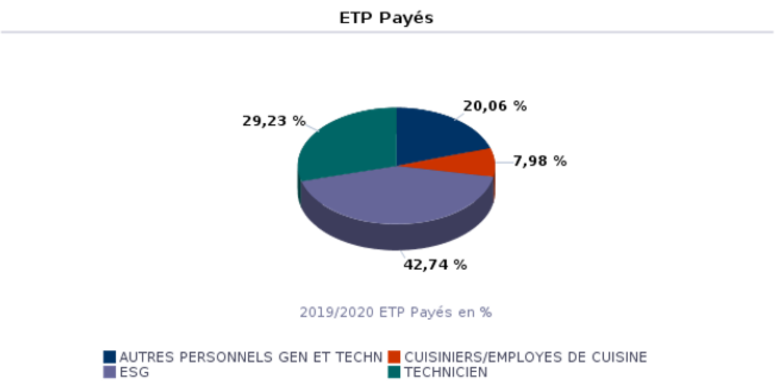
The table below shows the breakdown of employees recorded in Opera at 30 June 2020 (consolidated data) by function and, for each of the major professional categories, shows the category expressed as a ratio of total Group employees.

		2019/2020	
Groupe de Filière	Classif Doc de réf	ETP Payés	ETP Payés en %
Administrative	AGENTS ET EMPLOYES SERV ADM	1 377,41	7,77%
	AUTRES PERSONNELS ADM	390,42	2,20%
	DAF COMPTABLES, CHEFS COMPTABLES, AGENTS CPTABLES	110,78	0,62%
	Non Classé	5,92	0,03%
	SECRETAIRE MEDICALE	541,78	3,06%
Administrative Total		**2 426,31**	**13,69%**
Générale et Technique	AUTRES PERSONNELS GEN ET TECHN	168,44	0,95%
	CUISINIERS/EMPLOYES DE CUISINE	66,98	0,38%
	ESG	358,98	2,03%
	TECHNICIEN	245,48	1,38%
Générale et Technique Total		**839,88**	**4,74%**
Non applicable ou non défini	AUTRES PERSONNELS SOIGNANTS	1,58	0,01%
	Non Classé	0,08	0,00%
Non applicable ou non défini Total		**1,66**	**0,01%**
Soignante et concourant aux Soins	AIDE SOIGNANTE ET AUX PUER	3 712,34	20,94%
	ASH	1 107,50	6,25%
	AUTRES PERSONNELS SOIGNANTS	1 114,13	6,29%
	BRANCARDIER	565,49	3,19%
	IDE	7 192,67	40,58%
	PHARMACIENS ET PREPRA PHARMA	430,43	2,43%
	SAGE FEMMES	334,07	1,88%
Soignante et concourant aux Soins Total		**14 456,63**	**81,56%**
Total général		**17 724,48**	**100,00%**

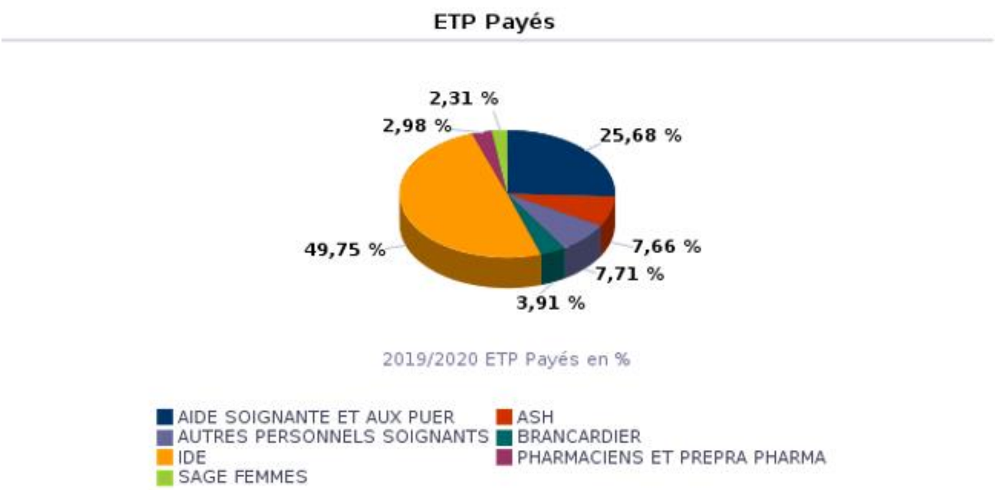
Administration



General and Technical



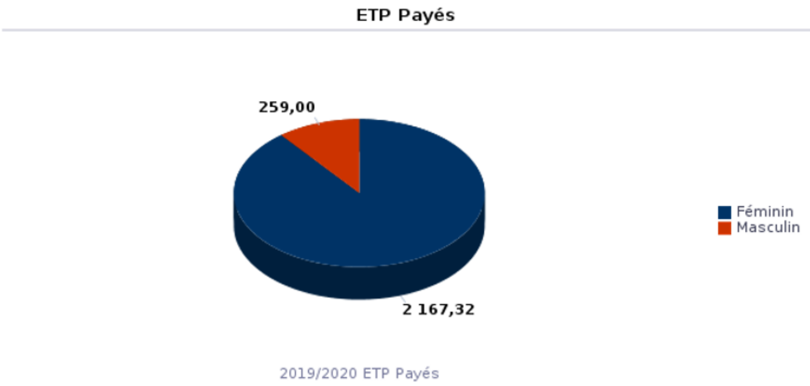
Healthcare and contributors to patient care



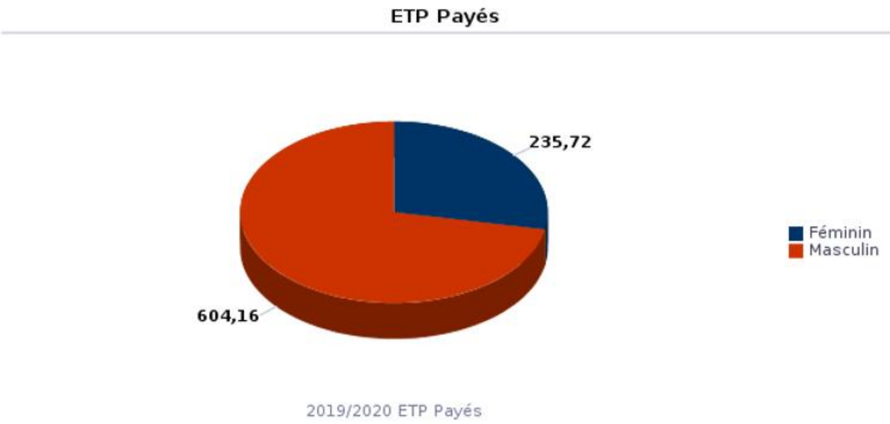
The breakdown of employees by gender, in full-time equivalents, is presented in the table below:

		2019/2020			ETP Payés
		ETP Payés			
Groupe de Filière	Sexe	MCO	SANTÉ MENTALE	SSR	
Administrative	Féminin	1 793,07	202,99	171,26	**2 167,32**
	Masculin	220,09	27,27	11,63	**259,00**
Administrative Total		**2 013,16**	**230,26**	**182,89**	**2 426,31**
Générale et Technique	Féminin	145,65	59,87	30,19	**235,72**
	Masculin	451,51	84,79	67,87	**604,16**
Générale et Technique Total		**597,16**	**144,66**	**98,05**	**839,88**
Non applicable ou non défini	Féminin	0,08	1,58	0,00	**1,66**
	Masculin	0,00	0,00	0,00	**0,00**
Non applicable ou non défini Total		**0,08**	**1,58**	**0,00**	**1,66**
Soignante et concourant aux Soins	Féminin	9 661,30	1 070,35	1 146,09	**11 877,74**
	Masculin	1 996,35	266,03	316,51	**2 578,90**
Soignante et concourant aux Soins Total		**11 657,65**	**1 336,38**	**1 462,60**	**14 456,63**
Total général		**14 268,06**	**1 712,88**	**1 743,54**	**17 724,48**

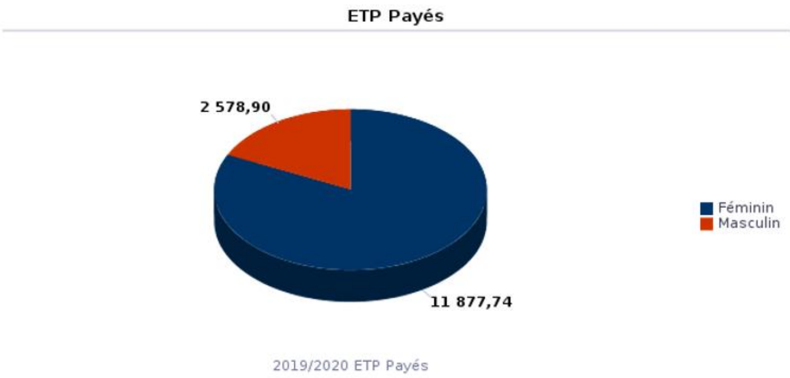
Administration



General and Technical



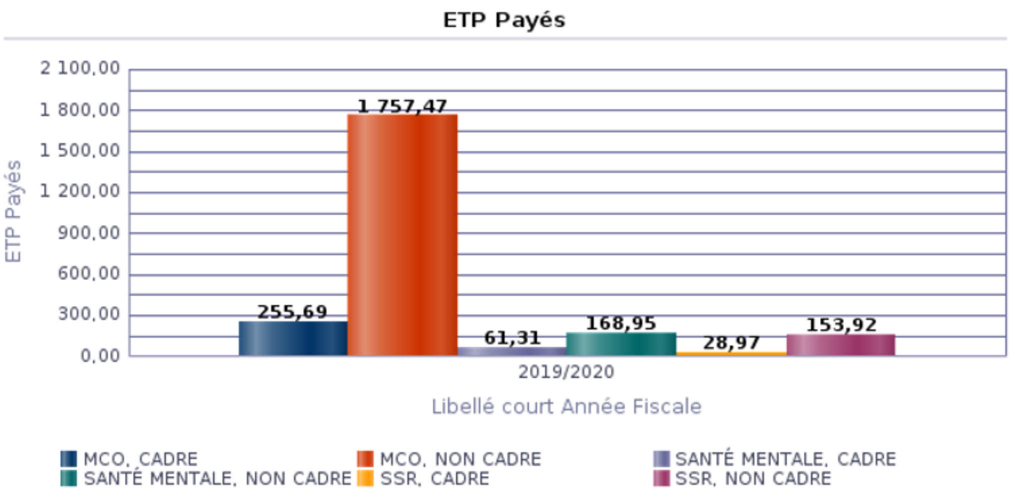
Healthcare and contributors to patient care



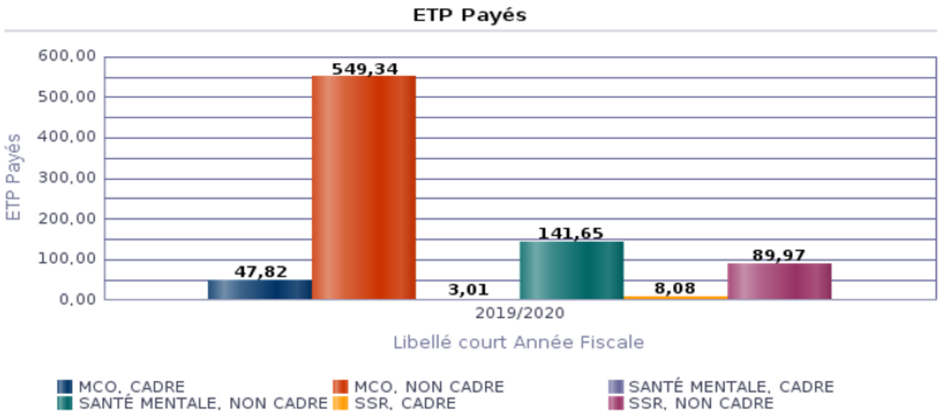
The table below shows, in average full-time equivalents, the breakdown between management and other staff, with these two categories sub-divided into medical and non-medical personnel.

		2019/2020			ETP Payés
		ETP Payés			
Groupe de Filière	Position	MCO	SANTÉ MENTALE	SSR	
Administrative	CADRE	255,69	61,31	28,97	**345,97**
	NON CADRE	1 757,47	168,95	153,92	**2 080,34**
Administrative Total		**2 013,16**	**230,26**	**182,89**	**2 426,31**
Générale et Technique	CADRE	47,82	3,01	8,08	**58,92**
	NON CADRE	549,34	141,65	89,97	**780,97**
Générale et Technique Total		**597,16**	**144,66**	**98,05**	**839,88**
Non applicable ou non défini	CADRE	0,00	0,00	0,00	**0,00**
	NON CADRE	0,08	1,58	0,00	**1,66**
Non applicable ou non défini Total		**0,08**	**1,58**	**0,00**	**1,66**
Soignante et concourant aux Soins	AGENT DE MATRISE			1,01	**1,01**
	CADRE	597,18	150,38	190,21	**937,77**
	NON CADRE	11 060,47	1 186,00	1 271,37	**13 517,84**
Soignante et concourant aux Soins Total		**11 657,65**	**1 336,38**	**1 462,60**	**14 456,63**
Total général		**14 268,06**	**1 712,88**	**1 743,54**	**17 724,48**

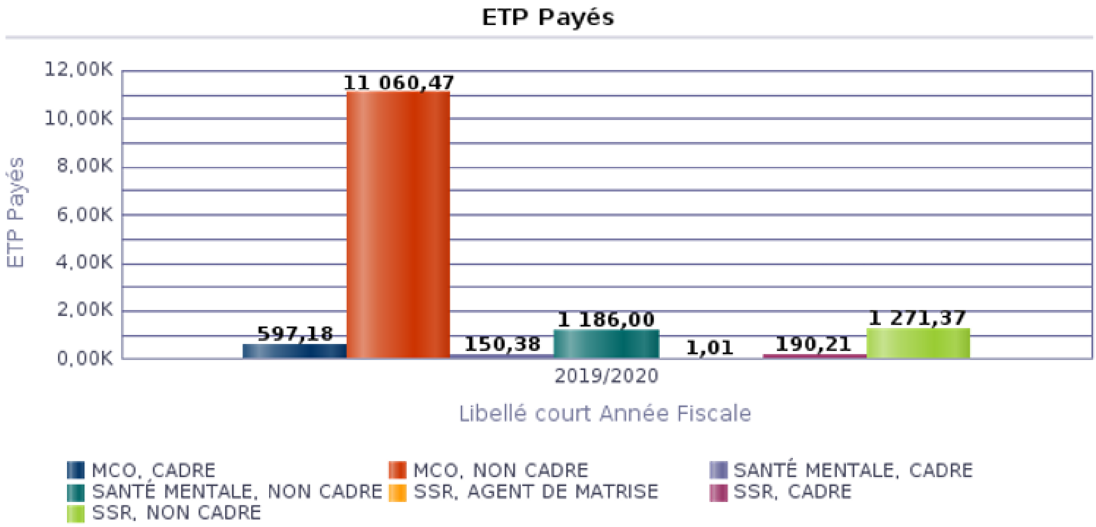
Administration



General and Technical



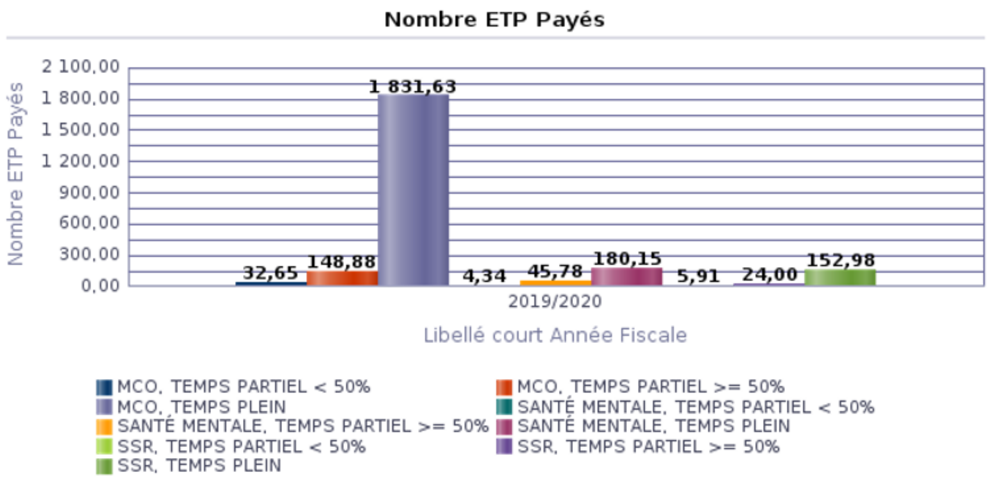
Healthcare and contributors to patient care



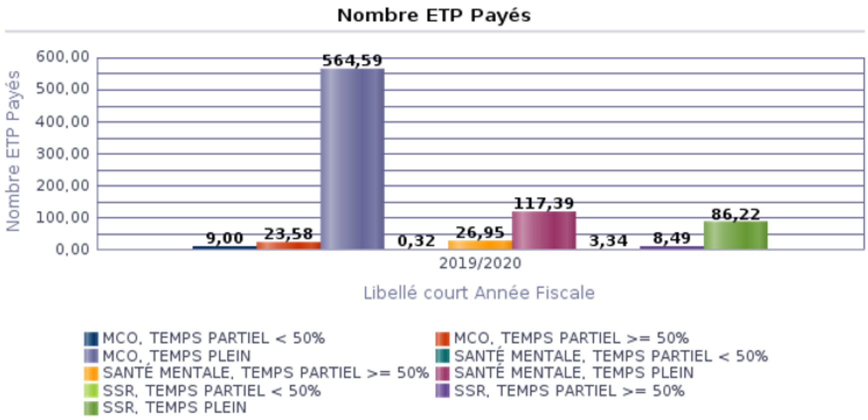
The table below shows the breakdown of employees (full-time equivalents) in terms of working hours (full or part-time), with these two categories sub-divided into medical and non-medical personnel.

		2019/2020			ETP Payés
		ETP Payés			
Groupe de Filière	Type de travail	MCO	SANTÉ MENTALE	SSR	
Administrative	TEMPS PARTIEL < 50%	32,65	4,34	5,91	**42,89**
	TEMPS PARTIEL >= 50%	148,88	45,78	24,00	**218,66**
	TEMPS PLEIN	1 831,63	180,15	152,98	**2 164,76**
Administrative Total		**2 013,16**	**230,26**	**182,89**	**2 426,31**
Générale et Technique	TEMPS PARTIEL < 50%	9,00	0,32	3,34	**12,65**
	TEMPS PARTIEL >= 50%	23,58	26,95	8,49	**59,02**
	TEMPS PLEIN	564,59	117,39	86,22	**768,21**
Générale et Technique Total		**597,16**	**144,66**	**98,05**	**839,88**
Non applicable ou non défini	TEMPS PARTIEL < 50%		0,22		**0,22**
	TEMPS PARTIEL >= 50%		0,22		**0,22**
	TEMPS PLEIN	0,08	1,14	0,00	**1,22**
Non applicable ou non défini Total		**0,08**	**1,58**	**0,00**	**1,66**
Soignante et concourant aux Soins	TEMPS PARTIEL < 50%	201,37	58,76	26,84	**286,97**
	TEMPS PARTIEL >= 50%	1 092,36	213,33	160,86	**1 466,55**
	TEMPS PLEIN	10 363,92	1 064,29	1 274,90	**12 703,11**
Soignante et concourant aux Soins Total		**11 657,65**	**1 336,38**	**1 462,60**	**14 456,63**
Total général		**14 268,06**	**1 712,88**	**1 743,54**	**17 724,48**

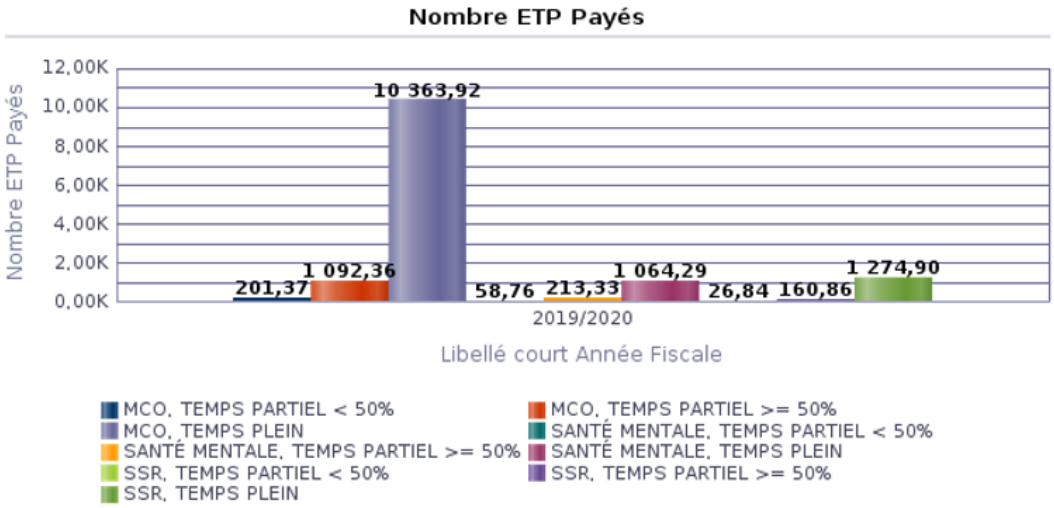
Administration



General and Technical



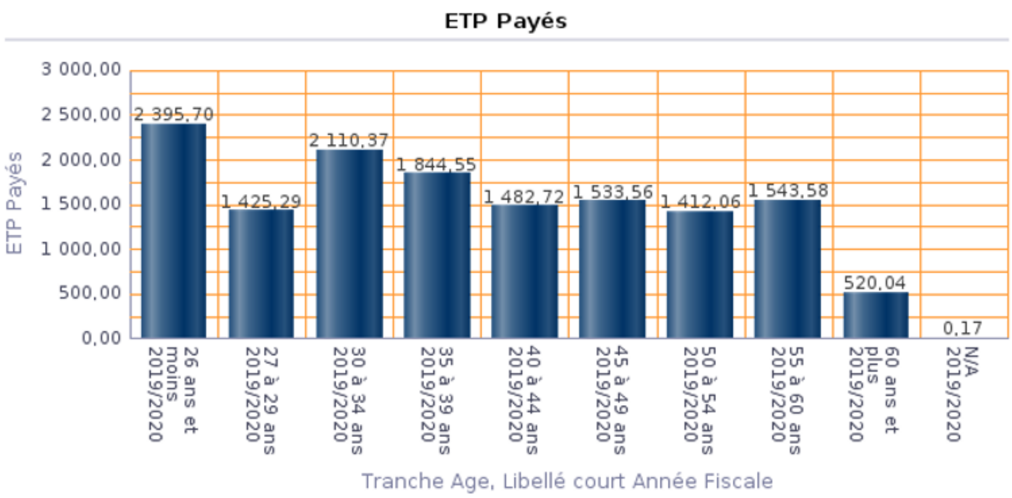
Healthcare and contributors to patient care



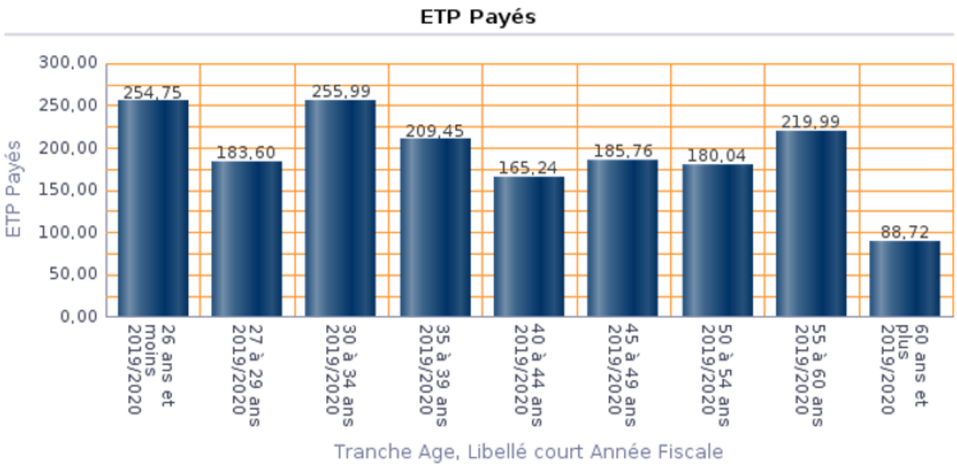
The table below shows the breakdown of employees (full-time equivalents) in terms of their age bracket, with these two categories sub-divided into medical and non-medical personnel.

	2019/2020			Paid FTEs
	Paid FTEs			
Age bracket	MSO	MENTAL HEALTH	Post-operative care and rehabilitation	
26 years or under	279.51	24.00	15.22	**318.73**
27–29 years	141.40	9.44	11.67	**162.52**
30–34 years	240.10	22.73	14.22	**277.05**
35–39 years	273.67	29.67	31.17	**334.52**
40–44 years	222.73	29.62	20.64	**272.99**
45–49 years	265.35	38.31	33.35	**337.00**
50–54 years	260.36	29.28	24.06	**313.70**
55–60 years	264.83	39.78	28.05	**332.66**
60 and over	65.21	7.43	4.52	**77.16**
Administrative Total	**2,013.16**	**230.26**	**182.89**	**2,426.31**
26 years or under	61.95	11.63	7.26	**80.84**
27–29 years	40.39	5.19	1.88	**47.46**
30–34 years	75.02	9.78	10.00	**94.80**
35–39 years	64.95	16.26	16.35	**97.56**
40–44 years	77.70	18.39	8.61	**104.70**
45–49 years	85.34	19.69	9.99	**115.02**
50–54 years	72.48	16.86	15.13	**104.46**
55–60 years	92.81	38.28	21.82	**152.91**
60 and over	26.46	8.59	7.01	**42.07**
N/A	0.06			**0.06**
General and Technical Total	**597.16**	**144.66**	**98.05**	**839.88**
26 years or under	0.08	0.00	0.00	**0.08**
27–29 years	0.00	0.41	0.00	**0.41**
30–34 years	0.00	0.00	0.00	**0.00**
35–39 years	0.00	0.00	0.00	**0.00**
40–44 years	0.00	0.22	0.00	**0.22**
45–49 years	0.00	0.51	0.00	**0.51**
50–54 years	0.00	0.44		**0.44**
55–60 years	0.00	0.00		**0.00**
60 and over	0.00	0.00	0.00	**0.00**
Not applicable or not defined Total	**0.08**	**1.58**	**0.00**	1.66
26 years or under	2,054.17	166.90	232.27	**2,453.34**
27–29 years	1,243.50	106.48	170.05	**1,520.02**
30–34 years	1,795.25	170.48	231.77	**2,197.50**
35–39 years	1,505.93	158.66	161.93	**1,826.52**
40–44 years	1,182.29	156.53	136.00	**1,474.81**
45–49 years	1,182.87	149.49	142.42	**1,474.78**
50–54 years	1,079.22	142.44	140.85	**1,362.51**
55–60 years	1,185.93	180.07	170.13	**1,536.13**
60 and over	428.37	105.34	77.19	**610.90**
N/A	0.12			**0.12**
Healthcare and contributors to patient care	**11,657.65**	**1,336.38**	**1,462.60**	**14,456.63**
Grand Total	**14,268.06**	**1,712.88**	**1,743.54**	**17,724.48**

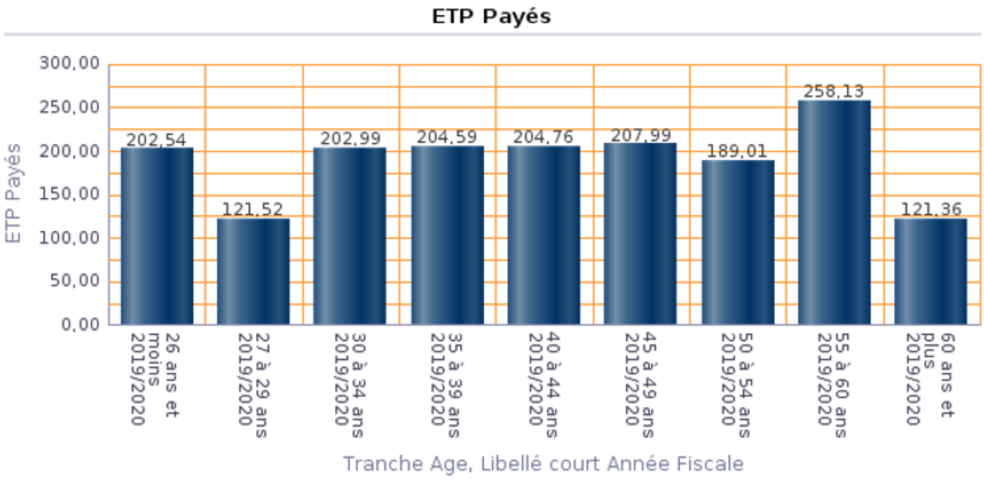
MSO



Post-operative care and rehabilitation



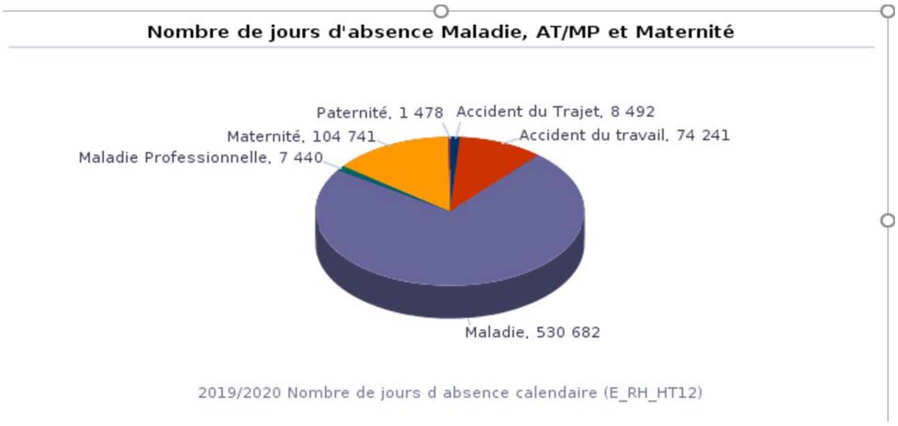
Mental health



4.7.3 ABSENTEEISM

The absenteeism figures in the monthly reporting dashboard concern only illness, work-related/commuting accidents and occupational diseases, together with maternity leave. They are consolidated in terms of the number of days of work stoppage, as reported to the Social Security organisation. The table below shows the overall data on absenteeism (illness, maternity leave, work-related/commuting accidents and occupational diseases) in number of days of absence from work.

	2019/2020	
Type de motif absence	**Nbre jours théoriques planifiés**	**Nombre de jours d absence calendaire**
Accident du Trajet	5 210 872,67	8 492
Accident du travail	5 210 872,67	74 241
Maladie	5 210 872,67	530 682
Maladie Professionnelle	5 210 872,67	7 440
Maternité	5 210 872,67	104 741
Paternité	5 210 872,67	1 478



4.7.4 OCCUPATIONAL SAFETY AND WORK-RELATED ACCIDENTS

Ramsay Santé mobilises all its operational parties, coordinated by the Human Resources Department in relation to occupational hazards. In 2014, an action plan for the prevention of work-related accidents and occupational diseases was launched for all facilities.

Using the primary health insurance fund's files as a data source, the number of occupational and commuting accidents resulting in work stoppage was 1,207 between 1 July 2019 and 3 June 2020, and the number of days of work stoppage related to occupational and commuting accidents for the financial year 2019/2020 was 43,994 days. It should be noted that the company Baya Hôtel & Spa, and the economic interest groups Ramsay Santé and Ramsay Hospitalisation, have been included in the scope of this analysis.

4.7.5 DATA ON THE NORDIC SUBSIDIARIES

A. MAJOR EMPLOYMENT CHALLENGES

Overall, the employment situation is considered stable; however, the Group faces tough competition for the recruitment of nurses in both primary care and geriatrics, particularly in Sweden. Similarly, the recruitment of doctors is under pressure in community care, mainly in rural Sweden.

Staff shortages are a national issue, but the Capio Group has a strong position as an attractive employer with an Net Promoter Score (NPS) of 27.

In addition, many healthcare workers in Sweden want to move out of healthcare into other sectors. The unions consider that these workers do not receive recognition and are underpaid.

In order to establish and secure the necessary skills for its facilities, Capio is committed to achieving local objectives covering a broad range of indicators, such as the quality of leadership, consistency of remuneration, time planning and working conditions. By transforming these objectives into projects, Capio intends to ensure the long-term presence of stable personnel, thus reducing turnover and the requirement for temporary replacement staff. These actions are accompanied by skills enhancement programmes, particularly for first-line managers, to ensure the deployment of these job stabilisation principles.

B. SEVERAL INDICATORS

The following table shows the distribution of jobs in Scandinavia between men and women, and between full and part-time work:

	Permanent empl.			Temporary empl.				Permanent empl.			Permanent empl.		
	Men	Women	Total	Men	Women	Total	*Sum*	Men	Women	Total	Men	Women	Total
December 2017	1 131	4 605	5 736	107	322	429	*6 165*	965	3 270	4 235	274	1 656	1 930
	20%	80%		25%	75%			23%	77%		14%	86%	
December 2018	1 180	4 648	5 828	89	292	381	*6 209*	1 035	3 435	4 470	234	1 505	1 739
	20%	80%		23%	77%			23%	77%		13%	87%	
Full year 2020	1 748	6 885	8 633	311	1 022	1 333	*9 966*	1 661	5 513	7 174	376	2 416	2 792
(est. On 2018 ratios)	20%	80%		23%	77%			23%	77%		13%	87%	

The following table shows:

- the departure rate of permanent employees in relation to the total number of permanent employees.
- the percentage of Capio employees (FTEs) who are absent from work compared to the total number of potential working days in a full year (260 days or 65 days per quarter).

Rate	2019	2020
Turnover (%)	10,20%	9,50%
Sick Leave (%)	4,60%	6,10%

This table includes data for Sweden and Norway, but not Denmark.

4.8 WORK AND EMPLOYMENT

4.8.1 RECRUITMENT

Ramsay Santé is a major employer in the countries in which it operates. Some of the professions working at the facilities, such as nurses, midwives, physiotherapists and radiographers, have experienced periodic staff shortages that the Group has been able to manage through the implementation of a proactive human resources policy. A number of tools have been implemented to increase facilities' access to qualified personnel and, in return, workers' access to the Group's various professions.

For example, thanks to the active partnership with the IFSI nursing schools, the facilities take on nursing interns and healthcare aides throughout their studies. The facilities' willingness and capacity to offer internships as part of the students' curriculum is an essential element in recruiting nursing staff and healthcare aides. The Group also recruits employees on fixed-term contracts during the year, recorded under the "Average FTE on the payroll" indicator, to cover unforeseen staff absences (illness, maternity leave etc.).

For management, an annual performance appraisal is in place that focuses on employees' career plan, objectives, and professional development and training needs. The aim is to acquire a perfect knowledge of employees' existing skills and to constantly compare these skills with the current and future business needs of the company, enabling effective proactive jobs and skills management.

The Group also prioritises the professional mobility of its staff by providing information on job vacancies via a dedicated Intranet platform. The platform is directly populated by the job offers and applications management tool. It offers career opportunities within the Group to employees seeking to expand their technical and managerial skills. To facilitate transfers between entities, a Mobility Charter managed by Human Resources and the internal HR network, sets out the conditions for internal transfers.

A. Recruitment of permanent staff

This table provides data on new permanent employees recorded in Opera.

Groupe de Filière	Motif embauche	Nombre de nouveaux contrats (basés sur la date de début de contrat) MCO	SANTÉ MENTALE	SSR	**Nombre de nouveaux contrats (basés sur la date de début de contrat)**
Administrative	CDI CREATION DE POSTE	23	3	3	**29**
Administrative	CDI POSTE VACANT	229	29	16	**274**
Administrative	PASSAGE CDD EN CDI	24	4		**28**
Administrative Total		**276**	**36**	**19**	**331**
Générale et Technique	CDI CREATION DE POSTE	8		1	**9**
Générale et Technique	CDI POSTE VACANT	50	16	14	**80**
Générale et Technique	PASSAGE CDD EN CDI	3		1	**4**
Générale et Technique Total		**61**	**16**	**16**	**93**
Non applicable ou non défini	CDI CREATION DE POSTE		1		**1**
Non applicable ou non défini Total			**1**		**1**
Soignante et concourant aux Soins	CDI CREATION DE POSTE	78	17	17	**112**
Soignante et concourant aux Soins	CDI POSTE VACANT	1 434	213	199	**1 846**
Soignante et concourant aux Soins	PASSAGE CDD EN CDI	80	13	11	**104**
Soignante et concourant aux Soins Total		**1 592**	**243**	**227**	**2 062**
Total général		**1 929**	**296**	**262**	**2 487**

B. Dismissals

The table provides data on dismissals in Opera by reason.

		MCO	SANTÉ MENTALE	SSR	**Nombre de départs**
Groupe de Filière	Motif fin de contrat	Nombre de départs	Nombre de départs	Nombre de départs	
Administrative	LICENCIEMENT AUTRE	11	5		**16**
	LICENCIEMENT ECONOMIQUE	47		3	**50**
	LICENCIEMENT FAUTE GRAVE	17	1	2	**20**
	LICENCIEMENT INAPTITUDE PHYSIQUE NON PRO	10	3	3	**16**
	LICENCIEMENT INAPTITUDE PHYSIQUE PROFESS	2			**2**
Administrative Total		**87**	**9**	**8**	**104**
Générale et Technique	LICENCIEMENT AUTRE	2	1	1	**4**
	LICENCIEMENT ECONOMIQUE	4			**4**
	LICENCIEMENT FAUTE GRAVE	4		1	**5**
	LICENCIEMENT INAPTITUDE PHYSIQUE NON PRO	3	1	1	**5**
	LICENCIEMENT INAPTITUDE PHYSIQUE PROFESS	2	2	1	**5**
Générale et Technique Total		**15**	**4**	**4**	**23**
Soignante et concourant aux Soins	LICENCIEMENT AUTRE	20	6	3	**29**
	LICENCIEMENT FAUTE GRAVE	92	14	14	**120**
	LICENCIEMENT INAPTITUDE PHYSIQUE NON PRO	71	13	6	**90**
	LICENCIEMENT INAPTITUDE PHYSIQUE PROFESS	36	5	6	**47**
Soignante et concourant aux Soins Total		**219**	**38**	**29**	**286**
Total général		**321**	**51**	**41**	**413**

4.8.2 COLLECTIVE AGREEMENTS AND STAFF REPRESENTATION

The main collective agreement applicable to Ramsay Santé's healthcare facilities in France is the French Private Hospital collective agreement of 18 April 2002 (Convention Collective Nationale de l'Hospitalisation Privée), extended by the decree of 29 October 2003.

For information and consultation purposes, based on the headcount thresholds provided for by legislation relating to staff representation, each facility has an Economic and Social Committee (ESC), a unique employee representation body made up of the employer and an elected employee delegation, where the number of members is set according to the size of the facility.

The remit of the ESC is defined according to the size of the company's workforce, and it includes in particular the escalation of individual or collective grievances to the employer, such as complaints relating to wages, or the application of the Labour Code. For facilities with more than fifty employees, the ESC expresses the employees' collective opinion to ensure their interests are taken into consideration in decisions relating to the management and economic and financial development of the company, the organisation of work, professional development and production techniques. Like its predecessor the Works Council, the ESC is also responsible for social and cultural activities.

Negotiations in respect of working hours and remuneration take place within each facility on an annual basis. Draft agreements are monitored and technically and legally validated by the Group.

A Group works council meets at least twice a year at the Group's head office; it is briefed on business activity, the Group's financial position and the companies comprising the Group. Once a year, it receives the consolidated financial statements and the related Statutory Auditors' report. It is kept informed of employment developments and major national human resource projects. The Group works council also receives annual data relating to the workforce, employment trends, professional training, remuneration and, more generally, any social information of a cross-functional nature. An amendment to the protocol dated 18 March 2020 led to the appointment of 21 members and 14 alternates to the Group committee with effect from 1 July 2020. The Group works council has 17 full members and 8 alternate members (one alternate is designated per trade union organisation and per college with at least one titular member).

The nature of employee relations within Ramsay Santé allows the overall social climate to be considered good.

4.8.3 ORGANISATION OF WORKING TIME

In accordance with the applicable legislation, the organisation of working time is mostly structured at the level of the medical teams in work cycles of up to twelve weeks with a working time of between eight and twelve hours.

The Group's business activity requires the 24/7 presence of the teams and the work cycles take into account the need to ensure permanent patient care. Activity is nonetheless reduced at weekends, based on patient admissions.

4.8.4 REMUNERATION AND CHANGES TO REMUNERATION

Remuneration is adapted to local budgetary constraints, taking into account price aspects, the management situation of the facilities and the labour market.

During the period ended 30 June 2020, the general trends of changes to remuneration were a salary increase of 0.5% overall for the year, affecting the professional categories subject to competition (nurses, healthcare aides, midwives). It should be pointed out that these remuneration elements are taken from a broader scope than that mentioned at the beginning of this chapter.

4.9 SOCIAL POLICY

4.9.1 THE SOCIAL POLICY OF RAMSAY SANTÉ

For the past decade, Ramsay Santé has been committed to supporting parenting. This approach has been reflected in the progressive implementation of a childcare programme in the Group's facilities. There are now 33 crèches, micro-crèches or partnerships with childcare networks, which welcome more than 300 children of employees.

This programme meets the needs of employees seeking a childcare solution adapted to the specific time constraints of their profession and lifestyles, and involves companies in the quest for a better work-life balance for employees.

The structures that welcome these children are selected for the quality of their care. Our partners work to continuously improve the quality of life in crèches and to reduce their impact on the environment. This involves the systematic deployment of the policy to secure the "Ecolo crèche" label for all the structures managed by Crèche Attitude by 2020 (excluding new openings or crèches that have been operating for less than two years).

Employees also have access to emergency childcare for their children near their home or place of work in the event of a disruption of their usual childcare arrangements (hospitalisation, training, absence of childminders, etc.). The "Solu'crèche" arrangement provided by Crèche Attitude[19] allows Group employees who are also parents to benefit from the national Crèche Attitude network.

In addition, Ramsay Santé has signed the Parenting Charter and is a member of the Corporate Parenting Observatory ("Observatoire de la Parentalité en Entreprise"), the aim of which is to provide staff with the means to achieve a better work/life balance. To this end, Ramsay Santé has already introduced a reduction in working hours for pregnant women from the second month of pregnancy.

The Group has implemented a system to cover healthcare costs for its staff, which each facility may join depending on its respective social policy.

4.9.2 LIFELONG TRAINING

For Ramsay Santé, lifelong professional training for staff is a key factor for the development of the skills of employees and a tool to facilitate the achievement of the Group's strategic objectives. This is also a key support measure for staff.

The scope of this indicator is the social scope with the exception of the following healthcare facilities:

- Centre d'imagerie Jacques Cartier
- Imagerie Nucléaire de la Plaine de France
- Autodialyse du Vert Galant
- SAS Les Peupliers Radiothérapie
- Former Capio facilities

This indicator includes data from the Economic and Social Unit (ESU) formed by the EIGs Ramsay Santé and Ramsay Santé Hospitalisation, ALPHA, La Parisière and HPM Nord, and the data is expressed for the calendar year ([1] January 2019 to 31 December 2019). During this period, 8,957 Ramsay Santé employees participated in training corresponding to roughly 287,530 training hours (including 140,549 completed hours) at a budget of EUR 11.048 million.

Training data (budget, employees trained, number of hours), including 140,549.45 hours related to files with a "completed" status, are expressed in calendar years from 1 January to 31 December 2019, which is why this period was selected (data from 1 July 2019 to 30 June 2020 would have been approximate).

To calculate the training hours, the number of hours of initial and continuing training paid for by facilities or external funding sources (OPCO, Transition Pro) as part of the skills development plan was used. The Group views training as a key element in career management and in adapting to rapidlychanging medical and paramedical techniques, thus enabling a high standard of patient care.

The skills development plan constitutes one of the Group's strategic objectives and is an integral part of the multi-year actions implemented.

During the financial year ended 30 June 2020, the Group continued to develop training courses on priority topics such as outpatient care, the development of a service culture, hygiene, good sterilisation practices, stress prevention and management, aggressive and violent behaviour prevention and management; the adjustment of the skills of IDEs joining specialised departments, accreditation and other quality assurance schemes, preparation for VAE (every year, Ramsay Santé implements a policy encouraging the development of Validation of Acquired Experience with encouraging results).

The Group continues to develop a common managerial culture by training middle management in management fundamentals. This major ambition comprises the implementation of certification-based vocational training for middle management, tailored to Ramsay Santé's needs in partnership with the ESCP Europe Business School of the Paris Chamber of Commerce. The 17-day training course covers all management fundamentals, and targets medical and non-medical middle managers.

This high-quality training policy focuses on the needs and expectations of patients, as well as on safety and quality assurance requirements.

Patient information and pain management training is offered to practitioners and paramedics.

Courses on quality audits, risk prevention and the evaluation of professional practices completes the training offer.

In-house training plays an important role: many experts regularly conduct training for Group employees. Ramsay Santé offers training to professionalise its in-house trainers.

---

[19] Crèche Attitude, created in 2003, is one of the first accredited childcare networks.

The Group offers its healthcare professionals a CPD plan consisting of actions provided by external CPD organisations and/or in-house CPD actions.

In the context of the IBODE decree, which defines acts falling within the exclusive competence of IBODEs, the Group offers:

- for IBODEs: a 49-hour complementary training module

- for operating theatre nurses: IBODE training courses or support for IBODE VAE

In addition, the Group places special emphasis on taking on interns and work-study trainees on vocational training and apprenticeship contracts, medical staff (nurses, healthcare aides, physiotherapists, pharmacists) and clerical staff (medical secretaries, HR).

4.9.3 SPECIFIC MANAGEMENT TRAINING

In 2013, Ramsay Générale de Santé deployed a Manager's Toolkit to provide the Group's managers with a reference standard for acquiring key managerial skills. Known as "Olympe", the scheme was organised into eleven seminars during which some 500 managers shared their experience of five key roles: Promoting the corporate vision/Steering performance/Managing change/Attracting and developing talent/Encouraging cross-functionality.

Olympe enabled all participants to share the Group's vision and strategy, while promoting cross-functionality, cooperation and team work.

To complete this approach, Ramsay Santé created the Olympe Digital platform in 2016. It provides all Group managers with permanent access to the Ramsay Santé Health Manager's Toolkit. Today some 2,000 people have access to the platform, including 38 new registrants in 2020. This tool consolidates a shared vision of management within the Group.

Ramsay Santé has developed new customised programmes to support the development of its managers' skills in the following topics: negotiation, communication, crisis management, management, finance, etc.

4.9.4 CAREER MANAGEMENT

A career management policy enables all employees to plan their professional development. The Jobs Exchange, career appraisal interviews, skills evaluations and a proactive training plan are tools to which all Group employees have access following contact with the respective human resources departments.

In terms of executive management, a number of tools have been created for the forward management of jobs and skills in order to promote mobility, career development and the mapping of career paths.

Career Committees have been established at the facilities and head office. These are forums for exchange and decision-making concerning the professional development of the Group's managers, based on an analysis of their level of competence and performance in light of the Group's values and their desire for professional development. They make it possible to identify high-potential managers, thus helping to anticipate the matching of resources with the Group's needs in key positions.

Lastly, Ramsay Santé encourages the Group's employees or external candidates to join an internal training programme as preparation for working as managers or assistant managers of health facilities. This programme enables the acquisition, within a period of six to eight months, of the knowledge and skills required to perform these functions. This allows the Group to fill any shortfalls between the existing and required skills of future facility managers and assistant managers.

4.9.5 ORGANISATION OF WORKPLACE DIALOGUE AND COLLECTIVE LABOUR AGREEMENTS

In 2014, Ramsay Santé signed a "Forward Planning of Jobs and Skills" agreement with social partners, including an inter-generational dimension. This agreement strengthens the human resources policy in terms of training and the mapping of career paths, and comprises measures adapted to the needs of employees irrespective of their age. Measures involving the transmission of knowledge and skills supplement this process through the implementation of inter-generational groups.

Ramsay Santé and employee representatives wished to make combating illiteracy a key objectives of this agreement. Initiatives to raise awareness among managers will be used to help them identify the employees concerned by this issue. Training to raise skills to the level required to exercise their professional functions will then be offered to employees seeking to benefit from this policy.

The agreement also comprises measures aimed at promoting the integration of employees aged 26 years and under, together with a "training" dimension enabling senior employees to upgrade their professional skills and anticipate their subsequent career moves. There is also a retirement training module that aims to support employees and prepare them for the transition into retirement.

The welfare initiatives are managed in each facility or hospital by their employee representatives, and account for 0.25% of the payroll on average.

4.10 HEALTH AND SAFETY AT WORK

4.10.1 OCCUPATIONAL MEDICINE

The Group has declared its compliance with all the requirements relating to employee medical inspections pursuant to the provisions of Article L. 4622-1 of the French Labour Code.

Professional illnesses are not currently consolidated at Group level, and are addressed by the facility concerned. Some of the ailments concerned are conditions linked to the handling and transportation of hospital patients, such as musculoskeletal disorders.

4.10.2 PSYCHOSOCIAL RISKS

Psychosocial risks are addressed on the basis of a legal and social framework formalised by to a series of agreements signed by employee representatives. These include the national interprofessional stress agreement of 2 July 2008 and the national interprofessional agreement on workplace harassment and violence of 26 March 2010. In liaison with the Human Resources Department, the Group's facilities have a comprehensive range of tools addressing the prevention of risks, the evaluation of any emerging risks and the appropriate measures to be taken with those involved.

Ramsay Santé offers a psychosocial support service that is available to all Group employees through a partnership with Réhalto – a pioneering company in Europe in the development of well-being at work and an expert in the prevention of psychosocial risks and stress, the management of individual and collective psychological trauma and support in returning to healthy, active lifestyles. Employees can request support whenever they encounter professional difficulties, family or personal issues, or dependency problems.

The psychosocial intervention services can be accessed free of charge for up to six hours of counselling per year and per family at a psychologist's practice located close to the employee's home, as well as a professional support service for Group managers.

Lastly, for exceptional situations a "Crisis Management and Post-Traumatic Intervention Services" department has been set up to plan the deployment of crisis cells across the facilities.

This aim of this department is to:

- Rapidly find professional support during crisis situations which destabilise employees and impact the facilities' operations.
- Anticipate cases of post-traumatic syndrome and the psychological and physical reactions of staff.
- Reduce the human consequences of such events.

Since 2014, the Group has deployed a psycho-social risk monitoring (PSR) system designed to detect risk situations as early as possible. Tertiary prevention is organised in an escalation plan, starting from the correction initiated at facility level to the use of specialised firms where necessary. At the same time, a help and support hotline is available to all employees, which can be accessed 24 hours a day.

With regard to primary and secondary prevention, the policy is based on the Single Occupational Risk Assessment Document (DUERP), a dynamic monitoring tool that includes a set of key indicators and recording of facts brought to the attention of management, either directly by staff or by the ESC. For planned changes that have a significant impact on one or more teams, a dedicated follow-up is scheduled and documented (specific risks, follow-up indicators) within the framework of the DUERP. It is updated over the duration of the project.

In 2019, for the first time, the Group issued a common survey to all facilities. This allows the Group to regularly measure employees' perceptions on various subjects, including issues related to quality of life at work. The results are used to develop an action plan for each facility to improve areas that are deemed to be critical. This survey is part of a gradual improvement process.

4.10.3 MEASURES TO PROTECT THE HEALTH AND SAFETY OF PERSONNEL

A. HEALTH AND SAFETY REGULATIONS

The Ramsay Santé Group ensures that its facilities have implemented internal procedures to monitor the measures in place to manage health and safety.

In accordance with the applicable regulations, the facilities draw up a single occupational risk assessment document which include, for each work situation, the identified risks (severity and frequency level) and the appropriate preventive measures. This document is prepared in collaboration with the ESC of each facility.

B. Regulations regarding products and equipment

Some medical departments of the Group's facilities use equipment that emit ionising radiation and therefore is subject to articles L. 1333-1 et seq. of the French Public Health Code, which have introduced measures governing its use in diagnostic radiology, radiotherapy and nuclear medicine. These regulations aim to limit exposure to ionising radiation as far as possible and make it mandatory to immediately report to the authorities any incidents or accidents liable to compromise the health of individuals exposed to ionising radiation.

4.11 OBSERVANCE OF THE PRINCIPLES OF LABOUR LAW

4.11.1 General provisions

The Group's constituent entities apply all the provisions of labour law applicable in France, which consolidate the main rules laid down by the International Labour Organisation in terms of the fight against discrimination, freedom of association, the right to collective bargaining and the elimination of discrimination.

At this stage, no discrimination of any kind has been recorded, therefore the Group has not deemed it necessary to implement a specific procedure. For example, announcements for positions within the Group do not include any specific requirements likely to suggest the existence of discrimination. The Group carries on its business activities in compliance with applicable legislation, which also includes regulations concerning forced or compulsory labour and child labour.

In addition to all of its own actions (including those relating to the certification of facilities), the Group's Quality and Risk Department deploys quality assurance procedures incorporating not only the relevant regulatory requirements, but also all issues for the optimised management of quality assurance and risks for the medical teams, the affirmation of its direction in terms of the quality of patient care and high professional standards for employees. This approach is an integral part of an ongoing overall quality assurance approach thanks to the definition of priorities corresponding to the real challenges of healthcare facilities. The involvement of staff in these approaches is based on a steering process for quality assurance initiatives with greater added value and a reinforced level of training.

With the support of all of its staff, Ramsay Santé aims to transition from the management of quality standards to management by quality.

4.11.2 Boosting the employment of people with disabilities

Ramsay Santé implements a proactive policy of hiring and integrating workers with disabilities, with the constant objective of maintaining and exceeding the consolidated rate of 6% reached in 2018. Ramsay Santé aims to renew its commitment in 2020 through a fifth agreement signed with the social partners. At the end of 2019, the Group had:

- 1039 directly employed employees with disabilities;
- an employment rate of 5.8% (a slight decrease due to the integration of new facilities);
- hired 63 people recognised as disabled, i.e. 3 more than the previous year, with 46 hired on permanent contracts;
- continued to develop its partnerships with 5 people on work-study contracts and 41 on internships for 69 months at the facilities;
- adapted 99 workstations, 5 more than the previous year.

4.11.3 Gender equality

Respect for gender equality is an integral part of the policies pursued by the Group's facilities, which includes professional equality, the fight against the specific vulnerability of women, protection of women against violence, and parity in terms of social and professional responsibilities. This issue is addressed by negotiations and action plans at each facility.

4.11.4 Employee incentive agreements and profit-sharing schemes

- Incentive agreements

Incentive agreements have been concluded at several of the Group's subsidiaries.

During the financial year ended 30 June 2020, EUR 4.39 million[20] was allocated to Group employees as part of incentive agreements.

- Profit-sharing schemes

Pursuant to the legislation in force, Group companies employing more than 50 staff and generating profits pay a profit-sharing reserve to their employees.

During the financial year ended 30 June 2020, EUR 8.9 million[21] was allocated to Group employees as part of profit-sharing schemes.

[20] Source: consolidated financial statements

[21] Idem

4.11.5 THE WORKPLACE VALUES OF RAMSAY SANTÉ

The values applied by the Group described at the beginning of this chapter comprise all the major principles enshrined in the Group's social responsibility policy. The Group's business activities are specifically oriented towards human welfare and well-being, an ambition that requires the concrete commitment of all stakeholders to an approach where ethics is the main focus. Respect for others and for their individual health and welfare is as integral to responsible workplace human resource management as it is to patient care, enabling all levels of the Group to move towards the effective governance of responsible and ethical commitments.

The Group regularly undertakes actions directed at enhancing its performance in relation to these major principles. For example, aside from its internal actions (including those involving facility certification, see section 1.2 of this document), the Group's Quality and Risks Department deploys quality assurance procedures incorporating not only the relevant regulatory requirements, but also all issues for the optimised management of quality assurance and risks for the medical teams, the affirmation of its direction in terms of the quality of patient care and high professional standards for employees. This approach is an integral part of an ongoing overall quality assurance approach thanks to the definition of priorities corresponding to the real challenges of healthcare facilities. The involvement of staff in these approaches is based on a steering process for quality assurance initiatives with greater added value and a reinforced level of training.

With the support of all of its staff, Ramsay Santé aims to transition from the management of quality standards to management by quality.

4.12 SUSTAINABLE DEVELOPMENT

With a total of 342 healthcare facilities (of all types), the Ramsay Santé Group manages a large property portfolio (see Chapter 2 of this document), ranging from nursing homes and primary care facilities to large hospitals. Such a diverse portfolio with complex architectural and environmental challenges requires a sound management approach that strikes a balance between the general ergonomics of buildings dedicated to patient care and proactive targets such as environmental protection and energy efficiency. This diversity is also reflected in the construction dates and architectural design of the facilities, which is in line with the practices and standards in force at the time.

However, Ramsay Santé's business activity is exclusively a service offering: the non-extractive, non-industrial nature of the activity, coupled with the fact that it does not involve any physical transformation or manufacturing processes, therefore excludes the consideration of certain environmental criteria requiring the qualification of raw or quantitative data: some facilities have significant water consumption, but they perform post-operative care and rehabilitation activities, including rehabilitation in swimming pools or pool therapy. Air treatment standards in healthcare facilities, particularly in treatment rooms and surgical wards, can significantly increase electricity consumption. The obligation to use these air treatment units can also generate risks of propagation (infectious risks) which are by definition increased when in contact with vulnerable populations, notwithstanding the respect of standards, procedures and the general management of such risks.

4.12.1 ARCHITECTURAL MEASURES

All of the Group's architectural projects, including renovation, extension and construction, incorporate the most current values of a comprehensive environmental approach.

Thus, the Group's new real estate projects include a High Environmental Quality (HEQ) component in a dynamic enriched by the experience of recent constructions (e.g. the certification of the Hôpital Privé Dijon). The projects are also gradually being appraised with the aim of integrating dimensions of maintenance, space quality and comfort. In addition to the design element, the architectural concept also incorporates cutting-edge medical solutions. The new hospitals are designed with a view to developing and integrating the most up-to-date patient care and care pathway methods: outpatient care and enhanced recovery are new challenges that call for original architectural designs. For existing buildings, the work of fitting out the treatment rooms and extensions not only concerns increasing capacity, but also adapting the operating, reception and accommodation arrangements.

This dynamic calls for particular attention when consulting companies in relation to:

- Choice of construction products (collection for 75% of materials in contact with indoor air, floors, walls, ceilings);
- Construction suite nuisances (commitment to the low-nuisance construction site charter);
- Energy management (provisions limiting artificial lighting consumption not taken into account in the RT calculation).

4.12.2 ADDRESSING CLIMATE CHANGE ISSUES

The main sources of direct greenhouse gas emissions are those of any facilities with exposed populations (patients, employees):

- Combustion of gas and, to a lesser extent, oil (heating).
- Exceptional refrigerant leaks (building air conditioning), use of medical gases

In addition, the operation of the facilities necessarily generates indirect emissions of greenhouse gases. The main indirect emissions are:

- Generation, transmission and distribution of electricity;
- Purchases of various products and services (including purchases of medicines, medical equipment, catering services, laundry services)
- Treatment of all waste generated by the facilities;
- Transport of patients and visitors.

However, the Group endeavours to reduce these indirect greenhouse gas emissions by implementing several measures developed in section 4.2.

4.12.3 PROTECTION OF BIODIVERSITY

As a socially responsible company, Ramsay Santé is concerned by the protection of biodiversity. This is why it gives priority to the construction of new facilities in urban or suburban areas which can be accessed by public transport, and dedicates a significant part of its projects to the development of a responsible natural environment. However, in view of its business activities, the Group has not put in place any indicators to measure the benefits of actions taken to protect biodiversity.

4.12.4 ECONOMIC, SOCIAL AND LOCAL IMPACT OF THE GROUP'S BUSINESS

Ramsay Santé's strategy is to group its services in divisions located at the heart of major population basins with significant territorial health challenges. The Group organises its activities by considering all the medical and regional needs in the healthcare sector. It adapts its activities and its care offer to the environmental and human dimension of its sites.

In addition to its role as an employer, the Company takes into account local needs such as attractiveness and training in the management of its activities. The details of these social commitments are set out in section 4.9 of this chapter.

For several years, the Group has been welcoming medical interns to its facilities to validate their course of study. Nearly half of all interns in training in metropolitan France are in private facilities.

4.13 CORPORATE ENVIRONMENTAL RESPONSIBILITY

As a company and major public health player, Ramsay Santé is particularly interested in environmental and sustainable development issues. The Group's commitments in these areas are reflected both in the day-to-day management of the healthcare facilities and their business and in strategic choices that have a specific impact on the environment, such as architectural choices and forms of energy consumption.

4.13.1 GROUP ENVIRONMENTAL POLICY

Ramsay Santé is attentive to the challenges of responsibly governed sustainable development; therefore, it provides the required levels of safety in its activities and manages the resources necessary in view of such constraints (temperature of facilities and technical platforms, water treatment and waste disposal systems).

For several years, the Group has engaged in an approach to CSR based on ISO 26001, the reference management system for social responsibility with a view to contributing to sustainable development based on the principles of transparency, accountability, compliance with laws and standards, and stakeholders.

Although the Group does not carry out any industrial activity, it generates non-industrial pollution and harmful substances and is therefore committed to engaging all of its stakeholders in the following responsible actions:

- Preservation of environmental media: water, air, land and human health, and control over the potential impacts of the operation of its facilities;
- Prevention of climate change and reduction of greenhouse gas emissions;
- Reduction of energy resources and the need to implement an energy management system;
- Preservation of water resources;
- Protection of natural environments and biodiversity.

In terms of environmental protection, with its waste management policy and the partnerships operated with its service providers, Ramsay Santé remains a major positive contributor to the challenges of reducing pollution or preserving resources and environments. The Group complies with environmental legislation and makes a proactive commitment to continuous CSR improvement. The Group's sustainable development governance is organised around various principles and bodies and a sustainable development committee has been set up within each facility, with the Group's Quality Department overseeing their implementation. The following courses of action are taken:

- Limitation of contaminated wastewater. Waste sorting, compliance with the Hospital No-Smoking Charter, etc.
- Raising staff awareness: the Group keeps its employees informed of levels of performance, actions and best environmental protection practices. Communication initiatives on environmental protection are also put in place and are the subject of permanent efforts by the Quality Assurance Department and subsequently local quality assurance units, which update and evaluate, on a daily basis, the operating methods and procedures linked to environmental management based on the requirements of the French National Authority for Health (HAS - Haute Autorité de Santé), the body responsible for certifying healthcare facilities within the framework of patient care. To this end, internal auditors implement a programme of regular in-field audits which, in addition to the objective of carrying out these audits, enables permanent in-field communication.
- Sharing with partners: development of medical, commercial and institutional networks, promoting the image of a centre of medical and technical excellence, implementation of appropriate communication with the creation of awareness-raising events (disability week).
- Rationalisation of staff travel and systematically seeking to reduce energy and raw materials consumption.
- Raising awareness about increasingly stringent environmental regulations.
- Encouraging the facilities to deploy their own environmental policies, depending on the activities, local conditions and user expectations.
- Appropriate water management: quality and volume, verification of physical and chemical quality, microbiological aspects of water quality and the use of environment-friendly water treatment processes.
- Definition of network maintenance plans: balancing diagnostics, hydraulics, health risk prevention.
- Management of air quality: microbiological and particle control of controlled-environment rooms, maintenance plan adapted to the different uses of internal air, establishment of an air health logbook.

The Group Purchasing Department, which is responsible for negotiating with the various suppliers, is committed to taking into account the environmental impact of the products and services offered to the facilities (choice of low-energy-consumption equipment that meet international standards like Energy Star, referencing of greener consumables, selection of low-CO_2 vehicles for the Group's car fleet) and to communicating on eco-responsible initiatives.

For healthcare facilities, structures that consume energy resources and emit greenhouse gases (in particular gas, electricity and refrigerant consumption), an "Energy Management" Steering Committee was established within the Group's Real Estate Division. Within a context of the proliferation of medical equipment, technological innovations and patient care requirements, it aims to establish systems and processes to improve energy efficiency, thereby leading to cost savings and a reduction in greenhouse gas emissions via the systematic implementation of energy management.

The Group uses various approaches, mainly consisting of defining a series of Energy Performance Indicators, pinpointing priority improvements, establishing a hierarchical action plan based on the resources required, evaluating the results and seeking continuous improvement in energy management.

Lastly, the Group has a "Facility Maintenance Contractual Policy" committee, overseen by the Group's Real Estate Division.

To this end, and in order to ensure the sustainability of its technical infrastructure, ensure the optimal energy yield of its facilities and encourage partners (facility maintenance providers) to contribute to sustainable development, the Group maintains an ongoing dialogue with stakeholders. This cross-functional training committee includes in particular stakeholders involved in Group purchasing, maintenance service managers and service users. The Committee defines a sustainability strategy for equipment, and on this basis draws up criteria for contractual arrangements, using the product and service specifications incorporating the required levels of performance.

4.13.2 MANAGEMENT OF THE GROUP IN ITS ENVIRONMENT

A. SAFETY OF FACILITIES

A healthcare facility is part of an ecosystem and interacts with the environment as a whole. Hospitals and clinics have the status of establishments open to the public (ERP) and because their activities present general risks related to receiving the public, accommodation, catering and specifics related to the techniques and products used, they are subject to environmental regulations and standards designed to prevent such risks. The main regulations are:

- the general regulations applicable to classified installations (Articles L511-1 et seq. of the French Environmental Code), fire safety and electrical safety;
- protection against health hazards associated with asbestos exposure (e.g. articles R1334-14 et seq. of the French Public Health Code), against risks associated with exposure to biological agents (Decree 94-352 of 4 May 1994), and ionising radiation (articles R1333-1 et seq. of the French Public Health Code);
- the use of domestic hot water and gas for medical purposes.

Like all ERP buildings, the safety of Group facilities is regularly inspected by municipal or departmental commissions on safety. The inspections ensure that the facilities adhere to the safety standards and rules applicable. The committees also take action following any transformations of the buildings or one-off events, such as major work involving the installation of heavy-duty equipment or temporary reorganisation of the premises.

B. WASTE MANAGEMENT

1) Hospital waste in general

The management of hospital waste by the Group's healthcare facilities is broadly in line with Article L. 541-1-1 of the French Environmental Code, as well as Articles R. 1335-1 et seq. of the French Public Health Code for waste from healthcare activities, and R. 1335-9 et seq. for the elimination of anatomical waste. Waste from healthcare activities (DAS) is divided into hazardous and potentially infectious waste from healthcare activities (DASRI) and waste treated as household waste (DAOM). Within the first category, a distinction is made between waste from chemical/toxic medical waste and waste from healthcare activities involving a risk of infection.

The legislative framework defines medical waste as waste from diagnostic, monitoring and preventive, curative or palliative treatment activities in the field of human medicine, as well as waste from medical research and training. It goes on to define the conditions for processing this waste. The waste producer (i.e. the healthcare facility) is directly responsible for disposal of this waste and is required to sign an agreement with a waste collection and disposal contractor. The French Ministries responsible for health and the environment establish the mandatory terms and conditions of these agreements, together with the documentation requirements for the traceability of waste collection and disposal operations.

2) Waste from healthcare activities involving a risk of infection

Concerning waste from healthcare activities involving a risk of infection and similar waste (DASRIA), the French Public Health Code provides for a specific procedure for separating this from other types of waste and the use of strictly regulated disinfection and incineration procedures. Furthermore, the transport of this waste for treatment outside hospital facilities is governed by the same requirements as those applicable to the transport of hazardous goods and materials. Hazardous medical waste tracking forms must be completed by the healthcare facility, the waste collection and disposal contractor and the operator of the waste processing facility.

The responsibility of the healthcare facilities extends to traceability of disposal, and the Group is committed to the relevant legislation in its contracts with the waste management and disposal contractors.

The Group has also set out to establish measures with the main service providers for the collection and management of hazardous waste (DASRI) to raise staff awareness on the effective sorting of such waste: providing training for staff and auditing practices within facilities.

Of the 127 Group facilities falling within the environmental scope and producing hazardous waste (DASRI) up to 30 June 2019, the following 38 facilities have been excluded from the scope of this indicator, as their data was not taken into account in the Group reporting:

- 28 mental health facilities (the latter produce small amounts of DASRI as a result of their activities).
- HP Sainte Marie Chalon, Clinique d'Argonay, Clinique La Parisière;
- Centre de radiothérapie Savoie Nord, Cers Saint Raphaël, Cers Capbreton;
- Clinique Saint Barnabé and Clinique Rosemond;
- Institut de Radiothérapie des Hautes Energies and the company Iridis Marseille.

For the period under review, at 30 June 2020, 4,965.4 tons of DASRI had been collected from the Group's facilities, excluding hazardous waste from facilities not covered by framework agreements (i.e. Clinique de la Muette, Maison Fleurie and Parc Monceau, Petit Colmoulin, HPEL, Iris Marcy, Lyon, St Priest and the Marseille division) and Capio facilities (Claude Bernard, Domont, Parisis, Beaujolais, Médipole, Croix du Sud, Les Cèdres, CGS Centre de cardiologie, Clinique Jean le Bon Clinique St Vincent and Clinique St Pierre).

3) Waste treated as household waste

It is not currently possible to establish the quantity of waste treated as household waste (DAOM) produced by the Group's healthcare facilities because it is collected by the local authorities and no weighing system is used.

4) Biowaste

In order to harmonise to a maximum extent the conditions for the collection of biowaste in the facilities and thus facilitate its management at Group level, the Group has referenced a provider that the facilities can call on to carry out these services. They may also, if they wish, take advantage of a support service (after conducting an audit, the provider can propose an organisation to implement the collection and provide staff awareness on the sorting of biowaste).

5) Fight against food waste

On the basis of feedback from the provider in charge of catering and patient satisfaction surveys, the Group is carrying out measures in some facilities to combat food waste.

It has also conducted a review of basic catering services to ensure that the quality and quantity of these meet the expectations of patients while preventing wastage.

Some outpatient facilities are testing an exit lounge. Whereas meal trays were previously offered to patients in their room, facilities are now providing patients with a lounge where snacks are offered: since patients are free to choose what they want and how much they want, there is less food waste.

Finally, the Group and its partner in charge of collective catering have developed a system to monitor "ghost trays", i.e. meal trays ordered but not consumed for various reasons (e.g. discharge of a patient). This monitoring makes it possible to analyse the causes of non-consumption and to put in place the necessary measures to reduce food waste.

C. WASTEWATER DISPOSAL

Regarding wastewater disposal, the facilities comply with all regulations in force, including, in France, Article L. 1331-10 of the Public Health Code regarding the discharge of non-domestic wastewater into the public wastewater collection system.

In addition to compliance with these provisions and depending on the zones of operation and their attachment to one regional authority or another, the healthcare facilities also comply with the provisions of agreements on approved effluents, which lay down the permissible levels of substance discharges. The data and the references vary, for example, depending on developments in the medical techniques used by the facilities, which have led to a very significant reduction or even the eradication of some types of discharge (e.g. disappearance of silver baths in the development of X-rays and the use of digital processes). In other areas such as nuclear medicine, the use of gamma cameras is accompanied by the in situ deployment of decay tanks for controlled waste disposal. In the architectural phase, block plans include a summary of permeable surfaces enabling ordinary rainwater to be distinguished from other water discharges.

It should be borne in mind that the industrial questionnaires implemented by the regional authorities (generally sanitation departments) relating to water usage and connections distinguish between process water, cooling water, sanitary water and washing water, and also list the discharge points by type of wastewater, the processing facilities and the measurements and analyses relating to the discharges. At central level, there is no management or statistical analysis of such information.

4.13.3 RESOURCE AND ENERGY MANAGEMENT

A. WATER SUPPLY AND MODERATION MEASURES

Ramsay Santé has implemented specific measures to help the healthcare facilities manage their supply and consumption of water. These measures are chiefly based on management by specially trained internal teams. Multi-technical contracts were then gradually rolled out across the facilities. Signed with specialised service providers, these contracts aim to increase the relevance of the actions carried out and allow for synthesis at a national level.

Water remains a necessary good for a large number of processes involved in the delivery of care (cleaning, cleanliness), and it is sometimes used for the provision of the care itself (rehabilitation centres and balneotherapy).

B. ENERGY MANAGEMENT AND MEASURES IMPLEMENTED TO IMPROVE ENERGY EFFICIENCY

The internal teams at healthcare facilities are involved in the management and use of energy required for the business activity. The principle of multi-technical contracts mentioned above is replicated in this area and enables daily, weekly and monthly checks to be established. The contracts propose a range of maintenance tasks established on a calendar basis.

The Group has established an energy management partnership. The chosen partner, Ubigreen, is a company specialising in the energy and environmental performance of buildings, aimed at optimising the real-time management of energy consumption to achieve short-term savings. Through this partnership, Ramsay Santé optimises its environmental and energy choices based on energy audits, alternative solutions, real-time management of consumption and the incorporation of a sustainability approach into processes.

Courses of action include the following:

- Tariff adjustments on energy supply contracts
- Optimisation of metering plans
- Capitalisation in the form of reproducible best practices
- Measuring improvements to energy efficiency
- Review of work leading to energy savings with a profitable return on investment

Another dimension of energy-saving at national level has been arranged with specialised companies operating as a network and contributing to the implementation of solutions adapted to the facilities, thereby ensuring greater control over their energy efficiency. Specifically, the initiatives underway also cover a number of major priorities, namely:

- Tariff adjustments on energy supply contracts
- Management of installations (human, technical and organisational resources),
- Adjustment of devices
- Regulation of installations
- Proper solutions for insulation, lagging and a reduction of losses.

C. RESOURCE CONSUMPTION DATA

Note:

The Group has a dashboard for each site with electricity, gas, district heating and water consumption data. The Group is able to produce the data contained these tables but, in the context of a Document for Economic and Financial Planning (DPEF), in the absence of comparison or streamlining indicators, a purely qualitative or volumetric overview is not very relevant. Furthermore, an inclusive approach for all entities per country is not yet available. However, the Group has already taken steps in this direction. As mentioned above, the facilities do not use any natural resources other than for energy – only those which are strictly necessary for their business activities.

A series of indicators on energy consumption is provided below. This information does not include an interpretation in terms of the effect on the environment or climate; for example, it only provides volumetric data.

Electricity:

In the reporting period under review, 185,186 MWh of electricity (190,732 in 2019) was consumed by the in-scope entities.

Gas:

More than a hundred facilities consume mains gas. In the reporting period under review, 158,055 MWh (135,305 in 2019) was consumed by the in-scope entities.

District heating:

About twenty facilities use district heating. In the reporting period under review, 30,829 MWh (22,407 in 2019) was consumed by the in-scope entities.

Water:

Most of the Group's healthcare facilities operate in urban areas and are thus connected to the networks established and managed, directly or indirectly, by municipalities or regional authorities.

❖

APPENDIX 1: SOCIAL REPORTING SCOPE

For the social reporting scope (sections 4.7 and 4.8), the data used are those of French facilities employing staff whose corporate data share a common software program (Opera). This scope excludes companies with a purely functional vocation (e.g. Pass, Districare, SI Care), holding companies (e.g. Ramsay Santé SA, Compagnie Santé, Immobilière de Santé, Dynamis and Alphamed, Médipsy, HPM Hôpital Privé Métropole) and companies with no employees (either due to the structure's lack of activity or due to the secondment of staff from other structures), and real estate companies (e.g. SCI and other real-estate-related entities).

The facilities included in the social reporting scope are as follows:

- CLINIQUE DU SPORT
- CLINIQUE DES PLATANES
- HOPITAL PRIVE CLAUDE GALIEN
- HÔPITAL PRIVE CLAIRVAL
- CLINIQUE DE PERREUSE
- IMAGERIE DE CLAIRVAL
- HOPITAL PRIVE JACQUES CARTIER
- IMAGERIE MEDICALE JACQUES CARTIER
- HOPITAL PRIVE DES PEUPLIERS
- CLINIQUE DE LA DEFENSE
- CLINIQUE MAUSSINS-NOLLET
- HOPITAL PRIVE SAINTE MARIE CHALON
- HOPITAL PRIVE D'ANTONY
- HOPITAL PRIVE DROME ARDECHE
- HOPITAL PRIVE DIJON BOURGOGNE
- CLINIQUE DU LANDY
- HOPITAL PRIVE DE BOIS BERNARD
- HOPITAL PRIVE JEAN MERMOZ
- HOSPIDOMI LE HAVRE
- IMAGERIE MEDICALE DE BOIS BERNARD
- HOPITAL PRIVE PAYS DE SAVOIE
- CLINIQUE KENNEDY
- HOPITAL PRIVE DE VILLENEUVE D'ASCQ
- CLINIQUE D'ARGONAY
- HOPITAL PRIVE ARMAND BRILLARD
- CLINIQUE JOUVENET
- HOPITAL PRIVE DE L'ESTUAIRE
- CLINIQUE BLOMET
- HOPITAL PRIVE SAINT MARTIN-CAEN
- CLINIQUE MONTICELLI-VELODROME
- CLINIQUE SAINT AME (DOUAI)
- HOPITAL PRIVE DE L'EST PARISIEN
- SIM DE DOUAI (S.I.M.D.)
- SOCIETE D'IMAGERIE SAINT MARTIN CAEN
- CLINIQUE BON SECOURS
- GDS INTER POLES
- CLINIQUE MARCEL SEMBAT
- CLINIQUE GEOFFROY SAINT HILAIRE
- HOPITAL PRIVE LA LOUVIERE
- HP DE L'EST LYONNAIS
- CLINIQUE SAINT-BARNABE
- CLINIQUE DE MONTEVRAIN
- CMCO D'EVRY
- CLINIQUE DE VILLENEUVE SAINT GEORGES
- CLINIQUE LAMBERT
- SAS CLINIQUE LA MONTAGNE
- CLINIQUE DE LA MUETTE
- CLINIQUE DU PLATEAU BEZONS
- SNC ANGE GARDIEN
- HP DE VERSAILLES
- CLINIQUE DE LA ROSERAIE
- CLINIQUE CONVERT
- CLINIQUE DE L'UNION
- LE MARQUISAT
- IMAGERIE DE LA RES. DU PARC
- CENTRE DE RADIOTHERAPIE DE SAVOIE NORD
- IR HAUTES ENERGIES (I.R.H.E)
- CENTRE DE RADIOTHERAPIE BEAUREGARD
- IRIDIS MARSEILLE
- SAS DES PEUPLIERS
- HOPITAL PRIVE DE LA LOIRE
- HOPITAL PRIVE DE MARNE CHANTEREINE
- HOPITAL PRIVE DE L'OUEST PARISIEN
- HOPITAL PRIVE DE PARLY II
- HOPITAL PRIVE DE LA SEINE SAINT DENIS
- CLINIQUE DES MARTINETS
- HOPITAL PRIVE DU VERT GALANT
- HOPITAL PRIVE PAUL d'EGINE - HPPE
- C.I. NUCLEAIRE DE LA PLAINE DE FRANCE
- AUTODIALYSE DU VERT GALANT
- CLINIQUE DU BOIS D'AMOUR
- HPMV
- CLINIQUE EUGENIE
- CLINIQUE DU MOULIN
- CLINIQUE AUZON
- CLINIQUE D'YVELINE
- CLINIQUE DE L'ESPERANCE
- CLINIQUE MON REPOS (Ecully)
- CLINIQUE DE CHANGE NOTRE DAME DE PRITZ
- MAS DU VENDOMOIS
- CLINIQUE BELLE ALLEE
- CLINIQUE PSYCHIATRIQUE DU PARC
- CLINIQUE DE L'ESCREBIEUX
- CLINIQUE ST MARTIN OLLIOULES
- CLINIQUE DES MONTS DU FOREZ
- CLINIQUE SAINT MICHEL
- CLINIQUE DES QUATRE SAISONS
- CLINIQUE PEN AN DALAR
- CLINIQUE DU CHÂTEAU DE TREMBLAY
- CLINIQUE RECH
- CLINIQUE LE GOUZ
- GIE INTER-FILIALES
- CLINIQUE DES TROIS CYPRES
- CLINIQUE DU PONT DE GIEN
- CLINIQUE RONSARD
- CLINIQUE DE SAINT VICTOR
- CLINIQUE PHILAE
- CLINIQUE OCEANE
- CLINIQUE LES ROSIERS
- CLINIQUE IRIS MARCY L'ETOILE
- CERS SAINT RAPHAEL
- CLINIQUE DE CHATILLON
- CLINIQUE DE PROVENCE-BOURBONNE
- CLINIQUE DE CHAMPIGNY
- CLINIQUE DE CHOISY
- CLINIQUE DE L'AMANDIER
- CLINIQUE DU CHALONNAIS
- CERS CAPBRETON
- CLINIQUE DU BOURGET

The following entities are not included in the social reporting scope:

- EIG Ramsay Santé Hospitalisation
- EIG Ramsay Santé
- SA L'ANGIO
- IRM Chenôve
- SAS SIM des Peupliers
- Centre d'Imagerie Médicale d'Aulnay
- IRM Bachaumont
- Scanner Bachaumont Paris Centre
- Alpha
- Centre d'Imagerie Médicale de Drancy
- Baya Hôtel et SPA
- Imhotep
- Scanner Marcel Sembat
- Clinique La Parisière
- IRM Marne Chantereine
- Centre d'Imagerie en Coupe du Blanc Mesnil
- HPM Nord
- Scanner du Vert Galant

Subsidiaries outside France are also excluded.

The environmental reporting scope (section 4.13.3 C) includes the legal entities included in the scope of consolidation at 30 June 2019, and which are engaged in the following activities: (i) medicine/surgery/obstetrics, (ii) post-operative care and rehabilitation, (iii) mental health, (iv) medical imaging, (v) radiotherapy centres, (vi) care homes and (vii) sports physiotherapy with water or energy consumption measured and recorded. Also included in this scope is Baya Hôtel et Spa (the Group's sole entity to operate a hotel close to a post-operative care and rehabilitation facility – the CERS in Capbreton).

The entities for which the necessary environmental reporting processes have not been established have been excluded from the environmental scope, namely IRM Bachaumont, Scanner Bachaumont Paris Centre, SIM de Drancy, Centre de Radiothérapie Beauregard, Autodialyse du Vert-Galant, TEP Jean Perrin and the company Immotep.

4.14 REPORT BY ONE OF THE AUDITORS, DESIGNATED AS AN INDEPENDENT THIRD-PARTY BODY, ON THE CONSOLIDATED NON-FINANCIAL PERFORMANCE DECLARATION

To the General Meeting of Shareholders,

In our capacity as statutory auditor of Générale de Santé, appointed as an independent third-party body and accredited by certification body COFRAC under the number 3-1048 (scope of accreditation available at www.cofrac.fr), we hereby present our report on the consolidated statement of non-financial-performance for the financial year ended 31 December 2019 (hereinafter the “Statement”), as presented in the Group management report in accordance with the legal and regulatory provisions of Articles L. 225-102-1, R. 225-105 and R. 225-105-1 of the French Commercial Code.

Responsibility of the company

The Board of Directors is responsible for preparing 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. The Statement was prepared by applying the company’s procedures (hereinafter the “Reference System”), the significant elements of which are presented in the Statement and available on request at the company's head office.

Independence and quality control

Our independence is defined by the provisions of Article L. 822-11-3 of the French Commercial Code and the Code of Ethics of the profession of Statutory Auditor. In addition, we have implemented a quality control system with documented policies and procedures to ensure compliance with the code of ethics, professional standards and applicable laws and regulations.

Responsibility of the Statutory Auditor appointed as an independent third party body

We are responsible, on the basis of our work, to issue a reasoned opinion expressing a conclusion of limited assurance on the following:

- compliance of the Statement with the provisions of Article R. 225-105 of the French Commercial Code;
- the fair presentation of the information provided in accordance with para. 3 of sections I and II of Article R. 225-105-of the French Commercial Code, namely the results of policies, including key performance indicators, and actions, relating to the main risks, hereinafter the “Information”.

However, it is not our responsibility to express an opinion on the company's compliance with other applicable legal and regulatory provisions, in particular with regard to due diligence, the fight against corruption and taxation, or on the compliance of products and services with applicable regulations.

Nature and scope of the work

Our work described below was performed in accordance with the provisions of Articles A. 225-1 et seq. of the French Commercial Code, which determines the procedures followed by independent third parties in carrying out their assignment, and with the professional standards of the French National Auditing Body (Compagnie Nationale des Commissaires aux Comptes) in relation to this task, as well as international standard ISAE 3000 (Assurance engagements other than audits or reviews of historical financial information).

We carried out audit work that allows us to assess the Statement’s compliance with the regulatory provisions and the fair presentation of the Information:

- We reviewed the business activities of all the companies included in the scope of consolidation and the presentation of the main risks related to these activities.
- We assessed the suitability of the Reference System in terms of its relevance, completeness, reliability, neutrality and comprehensibility, taking into account industry best practices, where appropriate.
- We verified that the Statement covers each category of information required under section III of Article L. 225-102-1--regarding social and environmental matters as well as respect for human rights and the fight against corruption and tax evasion.
- We verified that the Statement presents the information required under section II of Article R. 225-105 with regard to the main risks, and includes an explanation of the reasons for the absence of the information required by the second paragraph of section III of Article L. 225-102-1, where applicable.
- We verified that the Statement presents the business model and a description of the main risks related to the activity 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 its policies, actions and results, including key performance indicators.

- We reviewed the documentary sources and conducted interviews with the aim of:
  - assessing the process for selecting and validating the main risks as well as the consistency of the results, including the key performance indicators selected, with respect to the main risks and policies presented; and
  - corroborating the qualitative information (actions and results) we considered to be the most important[22].
- We verified that the Statement covers the scope of consolidation, i.e. all of 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 applied and assessed the information gathering process implemented with a view to ensuring the completeness and sincerity of the information.
- In relation to the key performance indicators and other quantitative results23 we considered most important, we implemented the following:
- analytical procedures to verify the correct consolidation of the data gathered and the consistency of their trends;
- detailed testing on a sample basis, consisting of verifying the correct application of definitions and procedures and reconciling the data with supporting documents.
- We assessed the overall consistency of the Statement in relation to our knowledge of the Group.

In our opinion, the work we conducted in applying our professional judgment provides a limited level of assurance; a higher level of assurance would require more extensive audit work.

Means and resources

Our work engaged the skills of five people in October 2020.

To assist us in carrying out our work, we drew on the expertise of our specialists in sustainable development and corporate social responsibility. We conducted around ten interviews with the people responsible for preparing the Statement.

Conclusion

Our work led to the following findings:

- The reporting period applied is not the same for all the environmental and social indicators presented, and the time lag with the financial year is sometimes significant.
- The scope of reporting is limited and varies according to the social and environmental indicators.
- The procedures for establishing, consolidating and checking the volume of quantitative social and environmental data reported are not sufficiently formalised or reliable.
- Some of the supporting documents requested were not provided in a timely manner to allow us to review them.

On the basis of our work, due to the significance of the findings described above, we cannot conclude that the consolidated non-financial performance statement complies with the applicable regulatory provisions and that the information, taken as a whole, is presented fairly in accordance with the Reference System.

Paris-La Défense, 30 October 2020
One of the Statutory Auditors,

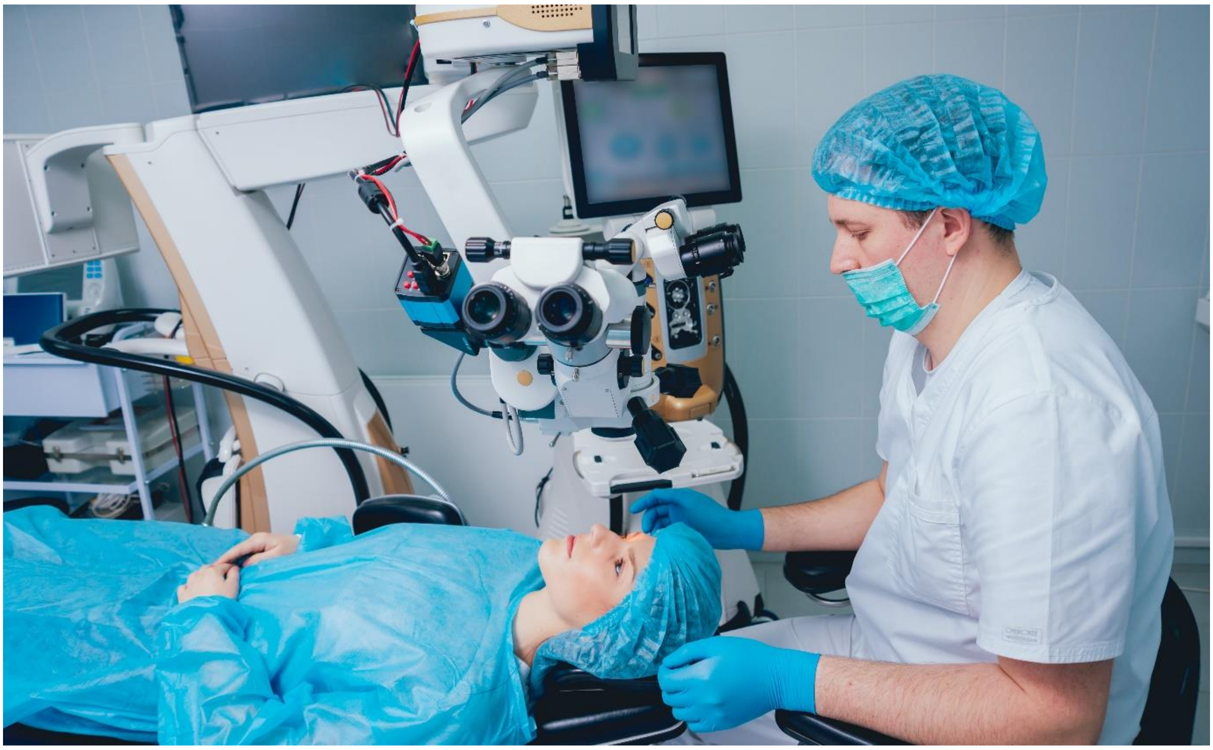
Deloitte & Associés

Stéphane Lemanissier
Partner, Audit

Julien Rivals
Partner, Sustainable Development

[22] Qualiscope reference system, internal procedures governing fair commercial practices, external procedures for relations with suppliers, environmental footprint of products and services offered to facilities.

[23] Average number of employees; New permanent contracts; Dismissals on permanent contracts; Number of days of work stoppage by category of absence; Number of occupational and commuting accidents resulting in work stoppage; Number of days work stoppage related to occupational and commuting accidents; Total training hours; Total training hours completed; Number of people involved in training; Electricity consumption; Gas consumption; District heating consumption; Tonnage of DASRI (infectious hospital waste incinerated).



5.1 DIRECTORSHIPS, MANAGEMENT, SUPERVISION AND GENERAL MANAGEMENT BODIES

Ramsay Générale de Santé is a French limited company ("Société Anonyme") with a Board of Directors. A summary of the main provisions of the Articles of Association and Rules of Procedure are provided in section 6.4.7 of this document.

5.1.1 Composition of the Board of Directors

At the date of publication, the Company's Board of Directors comprised ten members, as shown in the following table.

Name and surname or company name	*Date of appointment to current directorship*	*Date of expiry of the term*	*Number of company shares held*
Chairperson			
Craig McNally	General Meeting of 13 December 2016	Ordinary General Meeting of the Company called to approve the financial statements for the financial year ended 30 June 2020	-
Vice-Chairperson			
Jean-Jacques Duchamp	General Meeting of 13 December 2016	Ordinary General Meeting of the Company called to approve the financial statements for the financial year ended 30 June 2020	-
Independent members			
Anne-Marie Couderc	General Meeting of 13 December 2016	Ordinary General Meeting of the Company called to approve the financial statements for the financial year ended 30 June 2020	-
Valérie Hortefeux	General Meeting of 13 December 2016	Ordinary General Meeting of the Company called to approve the financial statements for the financial year ended 30 June 2020[1]	-
Director representing employees			

Name and surname or company name	*Date of appointment to current directorship*	*Date of expiry of the term*	*Number of company shares held*
Elvire Kodjo	Board of Directors' meeting of 25 September 2019	Ordinary General Meeting of the Company called to approve the financial statements for the financial year ended 30 June 2023	-
Other Board members			
Carmel Monaghan	General Meeting of 13 December 2016	Ordinary General Meeting of the Company called to approve the financial statements for the financial year ended 30 June 2020	-
Martyn Roberts	Board of Directors meeting of 22 April 2020(2)	Ordinary General Meeting of the Company called to approve the financial statements for the financial year ended 30 June 2020	-
Andrew Jones	Board of Directors' meeting of 20 October 2020(3)	Ordinary General Meeting of the Company called to approve the financial statements for the financial year ended 30 June 2020	-
Crédit Agricole Assurances Represented by: Magali Chessé	General Meeting of 14 December 2017	Ordinary General Meeting of the Company called to approve the financial statements for the financial year ended 30 June 2021	-
Ramsay Health Care (UK) Ltd. Represented by Peter Evans	General Meeting of 14 December 2017	Date of the Ordinary General Meeting of the Company called to approve the financial statements for the financial year ended 30 June 2021	57,993,112

(1) Ms Valérie Hortefeux's term of office will not be renewed by the General Meeting of 11 December 2020 in light of the proposed amendment to the Articles of Association allowing the appointment of a second director representing employees in accordance with the French Pacte Law (Law No. 2019-486 of 22 May 2019).

(2) Mr Martyn Roberts was co-opted by decision of the Board of Directors on 22 April 2020, and this appointment is subject to ratification by the General Meeting of 11 December 2020.

(3) Mr Andrew Jones was co-opted by decision of the Board of Directors on 20 October 2020, and this appointment is subject to ratification by the General Meeting on 11 December 2020.

The table below lists the directorships of Board members on the basis of the latest information or the information known at the date of filing of this document (in this table, (1) refers to the date of appointment as permanent representative):

Name	*Age*	*Date of initial appointment*	*Main position at the Company*	*Main position outside the Company*	*Other positions or directorships held during the last five years (other than at a subsidiary of the Company)*
Chairman					
Craig McNally	59	01/10/2014	Chairman of the Board of Directors Member of the Remuneration committee	CEO of Ramsay Australia Member of the Risk Magagement Committee of the Board	Director of Ramsay Health Care (UK) Limited Director of Ramsay Sime Darby Sdn Bhd
Vice-Chairman					
Jean-Jacques Duchamp	66	01/10/2014	Vice-Chairman of the Board of Directors Member of the Remuneration committee	Deputy CEO of Crédit Agricole Assurances	Director of Société Foncière Lyonnaise, Representative of Prédica, Member of the Board of Gécina, Member of the Board of Semmaris, of CLH Member of the Board of Comexposium Member of the Board of various Groupe Crédit Agricole CRP-AM entities, Pacifica, Spirica)

Independant Directors					
Anne-Marie Couderc	70	27/03/2014	Independant Member of the Board Chairwoman of the Remuneration committee Member of the Audit committee	Chairwoman of the Board of Air France KLM Chairwoman of the Board of Air France Chaiwoman of the Appointment and Governance committee of Air France KLM	Independant Member of the Board of Plastic Omnium CEO of Presstalis Independant Member of the Board of Transdev
Valérie Hortefeux	52	27/03/2014	Independant Member of the Board Member of the Audit committee Member of the Remuneration committee Member of the Risk committee	Member of the Board of Mediobanca	Member of the Board of Blue Solutions Member of the Board of Socfinasia
Director representative of the employees					
Elvire Kodjo	41	25/09/2019	Member of the Board	Head of Care Unit at Hôpital Privé Armand Brillard	
Directors					
Carmel Monaghan	49	27/04/2016	Member of the Board Chairwoman of the Risk committee	CEO of Ramsay Health Care (Australie)	Director of the Ramsay Hopital Research Foundation Ltd
Martyn Roberts	52	01/10/2014	Member of the Board Member of the Audit committee	CFO of Ramsay Health Care Limited	CFO of Coca Cola Amatil Ltd Chairman of the Australian Beer Company Ltd.
Crédit Agricole Assurances		23/02/2015	Member of the Board Chairman of the Audit committee Member of the Risk committee		
Magali Chessé (1)	46	18/01/2016	Permanent representative of Crédit Agricole Assurances as Board Member	Head of Shares Investments strategies of Crédit Agricole Assurances	Member of the Supervisory Board of Indigo and Elis, Member of the Board of Arcapark and of Cassini Permanent representative of Predica as Board Member of Frey and of Semmaris Member of the Board of 2i Aeroporti SpA Censor of Siparex Associés and Tivana France Holding Group TDF Permanent representative of Predica as Supervisory Board Member of SCA Effi Invest II

Ramsay Health Care (UK) Limited		23/06/2015	Member of the Board Member of the Audit committee		
Peter Evans (1)	71	24/05/2016	Permanent representative of Ramsay Health Care (UK) Limited as Board Member and Member of the Audit committee	Deputy Chairman of Ramsay Health Care Limited. Chairman of the Mamangeent and Risk committee, Member of the Audit committee Director of the Paul Ramsay Fundation	
Andrew Jones	46	20/10/2020	Member of the Board	CEO of Ramsay Health Care UK	Non executive Member of the Board of the Chelsea and Westminster NHS Foundation Trust

5.1.2 Profiles of Board members and permanent representatives of legal entities

Craig McNally

After holding various positions within the Group and leading its global strategy, Craig McNally was appointed Chief Executive Officer of Ramsay Health Care Group in July 2017. Throughout his career, he led the Group through a period of strong growth, increasing the capacity of its existing portfolio, and creating new facilities and acquisitions (including Affinity Health Care, Capio UK, Ramsay Sime Derby, Ramsay Santé and Générale de Santé, now Ramsay Santé). He has direct responsibility for Ramsay's operations in Europe and Asia.

His business address is 126 Phillip Street, Sydney NSW 2000, Australia.

Jean-Jacques Duchamp

Jean-Jacques Duchamp has been Deputy Managing Director of Crédit Agricole Assurance since 2011.

He graduated as an agronomist from France's National School of Forestry and Water Resources, working at the World Bank and subsequently the Ministry of Agriculture before taking up a post in Crédit Agricole's general inspection department in 1985.

In 1991, he became Director of Financial Management at CNCA (now Crédit Agricole SA), and was appointed Financial Director of Predica in 2011. He has served as the Director of the Finance, Internal Audit and Business Division of Predica and a member of the Executive Committee since 2004.

His business address is 16-18 boulevard de Vaugirard, 75015 Paris.

Elvire Kodjo

Elvire Kodjo, born in 1979, graduated in 2002 from the Institut de Formation en Soins Infirmiers Théodore Simon (Neuilly sur Marne). She is currently in charge of a care unit at the Hôpital Privé Armand Brillard in Nogent sur Marne where she manages a team in the dialysis and chemotherapy departments. She has also been a staff 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 as amended by Law n°2015-994 of 17 August 2015 on to social dialogue and employment.

Her business address is Hôpital Privé Armand Brillard, 3-6 avenue Watteau, 94130 Nogent-sur-Marne.

Anne-Marie Couderc

A graduate in private law, Anne-Marie Couderc passed the bar exam and began her career in 1972 as an attorney at the Paris Bar. She was Legal Manager of Hachette's industrial sector from 1979 to 1982, and then held various management positions within the Lagardère Group from 1982 to 1995.

Concurrently, Anne-Marie Couderc has pursued a political career, having been a municipal elected official in Paris in 1983, before serving as a Paris councillor until 2001, then as Deputy Mayor of Paris from 1989 to 2001. Elected to parliament in 1993, she served in government in 1995 as Secretary of State to the Prime Minister, Employment Secretary, and subsequently as Deputy Minister for Employment at the Ministry of Employment and Welfare in Alain Juppé’s second government until 1997.

In 1997, she was appointed Managing Director and of Hachette Filipacchi Associés and then, from 2006 to 2010, Secretary General of Lagardère Active (press and audiovisual activities). From 2011 to 2017, she was Chairperson of the Presstalis Group (press distribution business). She was appointed to the Board of Directors of Générale de Santé (now Ramsay Générale de Santé) in March 2014.

Anne-Marie Couderc is Chairperson of the Air France-KLM Group and of the Board of Directors of Air France, and Chairperson of the Appointments and Governance Committee of Air France KLM.

Her business address is 2 rue Robert Esnault-Pelterie 75007 Paris.

Magali Chessé

Magali Chessé has been the Share Investment Strategy Officer at Crédit Agricole Assurances since 2010. She started her career at Private Equity in 1999 (risk capital / capital development), then became Director of Investment at Crédit Agricole Private Equity, before joining Predica, where she was in charge of managing and monitoring equity, private equity and infrastructure asset classes. Magali Chessé is a director of Foncière Frey, the 2i Aeroporti airport platform and a member of the Supervisory Board of Indigo and Elis. She represents the Crédit Agricole Group on various boards and bodies. She holds degrees in economics and business administration (University of Strasbourg, University of Paris Dauphine) and is a member of the French Society of Financial Analysts. She also holds a Certificate of Corporate Directors (IFA/Sciences-Po).

Her business address is 16-18 boulevard de Vaugirard, 75015 Paris.

Valérie Hortefeux

Valérie Hortefeux began her career in 1994 in the communication sector, in a number of marketing and communication positions with Radio Monte Carlo. She worked on the Sofirad strategy (holding company for the French State's holdings in external broadcasting companies) directly with its Chairperson before joining Banque Privée 1818 as a private banker and then in the Origination Department until 2015. She was appointed as an independent director to the Company’s Board of Directors in March 2014. She also sits on the Audit Committee, the Appointments and Remuneration Committee and the Risk Committee.

Member of the Board of Directors and Chairperson of the Appointments and Remuneration Committee of Blue Solutions (Bolloré Group) since 2013, Valérie Hortefeux was appointed Director of Mediobanca on 27 October 2017 and is a member of the Risk Committee, the Remuneration Committee and the Shareholders' Agreement Committee of the Bank of Milan.

Carmel Monaghan

On 1 October 2020, Carmel Monaghan was appointed Chief Executive Officer (CEO) of the Australian branch of Ramsay Health Care (Ramsay). In Australia, Ramsay is a healthcare provider that operates over 70 hospitals and 50 local pharmacies, employing over 30,000 people.

During the past twenty years, Ms Monaghan has held various hospital, management and international positions at Ramsay. Prior to her appointment as CEO for Australia, Ms Monaghan served as Group Head of HR for Ramsay’s international operations, which allowed her to gain experience and insight into the healthcare business and strategy both in Australia and internationally. She also served as Group Marketing and Public Relations Manager, directing the marketing, branding and communications strategy during a period that saw several mergers and acquisitions in Australia and overseas, as the number of sites grew from 12 to over 500 and Ramsay became one of the world's leading private medical care providers.

During her time at Ramsay, Ms Monaghan focused on achieving results by always putting the client at the centre of her business strategy and developing strong relationships with practitioners. She is respected as a leader, she knows how to build an experienced and loyal team, and her collaborative style and people-focused approach is perfectly in line with our concept of “The Ramsay Way”. Having worked for many years with company founder Paul Ramsay, she firmly believes in the importance of the “People Caring for People” corporate culture.

Before joining Ramsay, Ms Monaghan was Manager of Public Relations and Media at the Queensland branch of the Australian Medical Association (AMAQ) for four years, between 1994 and 1998.

She holds a Bachelor's degree in Commerce (Communication) and a Master’s degree in Business Administration. She has served as a member of the Board of Directors of the Gallipoli Medical Research Foundation and the publicly traded company Ramsay Santé.

Her business address is 126 Phillip Street, Sydney NSW 2000, Australia.

Peter Evans

Peter Evans was appointed Deputy Chairman of Ramsay Health Care on 27 May 2014 after having served as Non-Executive Director from his appointment to the Board of Directors in 1990. He began his career at Ramsay Health Care in 1969 as a chartered accountant after working for twenty years with KPMG's predecessors. He specialises in the financial management of hospitals and has over 45 years of extensive experience in the health care field. Peter Evan is a member of the Audit Committee and Chairperson of the Risk Management Committee of Ramsay Health Care.

He is also a trustee of the Paul Ramsay Foundation. He has been actively involved with several other charity organisations over many years.

Her business address is 126 Phillip Street, Sydney NSW 2000, Australia.

Martyn Roberts

Martyn Roberts joined Ramsay Health Care in April 2020 as Group Chief Financial Officer. Prior to that, he was Group Chief Financial Officer of Coca-Cola Amatil Ltd. for five years.

Prior to Amatil, Martyn Roberts spent seven years with the Woolworths Ltd Group in various management positions including Chief Financial Officer of mass-merchandising, Chief Executive Officer of Woolworths Petrol and Director of Strategy and Development. Prior to that, Martyn Roberts held various financial positions in the fashion and luxury goods industry in Sydney, London, Hong Kong and Paris, including nine years with Luis Vuitton.

A graduate in Mathematical and Statistical Sciences from York University, Martyn Roberts began his career with Coopers and Lybrand in the UK, during which time he joined the Institute of Chartered Accountants in England and Wales.

Martyn Roberts is currently Co-Vice Chair of the "Group of 100" in Australia.

Her business address is 126 Phillip Street, Sydney NSW 2000, Australia.

Andrew Jones

Andrew Jones has been Chief Executive Officer of Ramsay Health Care UK since 1 January 2018.

As a member of Ramsay Health Care's global management team which defines the strategic objectives of the eleven countries in which Ramsay Health Care operates, Andrew Jones is particularly interested in patient safety, quality of care and the comparative analysis of clinical outcomes at an international level.

Prior to his appointment at Ramsay Health Care UK, Andrew Jones was Chief Operating Officer at Nuffield Health.

Andrew Jones studied medicine at Leeds University and holds an MBA from Cambridge University. He completed his surgical training in Leeds and began his career as a GP in Lincolnshire.

He has been a non-executive member of the Board of the Chelsea and Westminster NHS Foundation Trust since 2014.

His professional address is 25 Old Broad Street, London EC2N 1HQ, United Kingdom.

5.1.3 Meetings of the Board of Directors

The Board of Directors establishes an annual schedule of its meetings based on governance deadlines and financial period closing dates. This schedule is reviewed regularly in light of operational or strategic developments. The Board of Directors met ten times between 1 July 2019 and 30 June 2020, with an average attendance rate of over 90%.

The three Committees established by the Board of Directors review any issues that fall within their statutory and regulatory remit in connection with the duties assigned to them by the Rules of Procedure. The Audit Committee met six times with an attendance rate of 92%. The Appointments and Remuneration Committee concentrated its work into one meeting with the participation of three of its four members, having previously carried out its work among the members outside the meeting. Finally, the Risk Committee met three times with the satisfactory participation of its members and invited advisors.

5.1.4 General Management

The Company is a limited liability company with a Board of Directors, with separate functions of Chairperson of the Board of Directors and Chief Executive Officer.

At the reporting date, general management is carried out by a single Chief Executive Officer, Mr Pascale Roché.

Mr. Roché was appointed on 30 June 2011 and his appointment was renewed in 2014, 2016 and 2019. His current three-year term will expire at the end of the General Meeting called in 2022 to approve the financial statements for the year ending 30 June 2022.

Name and surname or company name	*Date of appointment*	*Date of expiry of the term*	*Number of company shares held*
Chief Executive Officer			
Pascal Roché	Board of Directors' meeting of 10 December 2019	Ordinary General Meeting of the Company called to approve the financial statements for the year ending 30 June 2022	-

The positions held by the Chief Executive Officer are as follows:

Name	*Age*	*Date of initial appointment*	*Main position at the Company*	*Main position outside the Company*	*Other positions or directorships over the last five years (other than at a subsidiary of the Company)*
Pascal Roché	57	30 June 2011	Chief Executive Officer	Chairman of Compagnie Générale de Santé SAS (France) Chairman of Capio AB (Sweden)	Chairman of the Board of Directors of Aviva

5.1.5 Profile of the Chief Executive Officer

Born in 1962, Pascal Roché is a French HEC graduate, with a degree in private law (Paris II Assas) and a higher qualification in Economics and Strategy of organisations (Paris Dauphine), and is also an IAF actuary. He started his career as a strategy consultant before entering the insurance division of the UAP Group in 1991 (later AXA France), where he assumed responsibility for several operating divisions before being appointed as Deputy CEO of Axa France Services in 2000, then as Director of Central Functions at Axa France. In 2002, he was appointed Chief Executive Officer of the Barclays Banking Group for France before serving as Chief Executive Officer for Barclays Spain in 2010. He joined Générale de Santé in June 2011 as CEO.

His business address is at the Company's registered office, 39 rue Mstislav Rostropovitch 75017 Paris (France).

5.1.6 Declarations concerning members of the Board of Directors and General Management

To the Company's knowledge, and based on the statements made by the members of the Board of Directors and Executive Management, there are no family ties between the members of the Board of Directors and General Management.

To the best of the Company's knowledge, over the last five years: (i) no corporate officers have been convicted for fraud, (ii) no corporate officers have been associated with a bankruptcy or been the subject of sequestrations or liquidations, (iii) no corporate officers have been incriminated and/or affected by official public sanctions by statutory or regulatory authorities (including professional bodies) and (iv) no corporate officers have been prevented by the courts from acting as a member of an administrative, managerial or surveillance body of an issuer, or from taking part in the management or organisation of the business of an issuer.

5.1.7 Conflicts of Interest

To the best of the Company's knowledge, there are (i) no conflicts of interests concerning directorship bodies or general management at Ramsay Générale de Santé; (ii) no arrangements or agreements drawn up by the Company with its main shareholders other than those described in the special report by the Statutory Auditors (section 6.3 of this activity report), nor are there agreements with customers or suppliers involving the selection of a member of the Board of Directors or of General Management, (iii) no restrictions accepted by members of the Board of Directors or of General Management concerning the sale of any interests they may hold in the equity of the Company.

5.2 PRACTICES OF ADMINISTRATIVE AND MANAGEMENT BODIES

These developments describe the practices 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 updated version dated January 2020 (the "AFEP-MEDEF Code"), which is available on the Medef website at the following address: www.medef.com.

The Company's head office holds a copy of the AFEP-MEDEF code, made permanently available to members of the governance bodies, which were also issued with a copy of the Articles of Association and rules of procedure of the Company upon appointment and is communicated when this activity report is amended.

In accordance with the *"comply or explain"* rule set forth in Article L225-37-4 of the French Commercial Code and Article 27.1 of the APEF-MEDEF Code, the following table details the recommendations of the APEF-MEDEF Code that the Company decided not to apply along with the reasons why:

Recommendations of the AFEP-MEDEF Code (the "Code")	Ramsay Générale de Santé practices and justifications
Proportion of independent directors on the Board of Directors (Article 9.3 of the Code) *" In controlled companies, independent directors should account at least for a third" Directors representing employee shareholders and directors representing employees are not included in the calculation of these percentages. "*	At the date of publication of this document, the Board of Directors of Ramsay Générale de Santé comprises two independent directors out of nine members, excluding the director representing employees. The Company is a controlled company as defined in Article L. 233-3 of the French Commercial Code, with two major shareholders together holding 92.16% of the total share capital. The composition of the Board of Directors therefore reflects the shareholder structure. This is why there are only two independent directors, namely Anne-Marie Couderc and Valérie Hortefeux (the independent directors account for 22% of the Board). Following the amendment to the articles of association proposed to the General Meeting of 11 December 2020, a second director representing employees will be appointed. The number of independent directors will be reduced from two to one. The Board of Directors of Ramsay Générale de Santé will have one independent director out of eight members, as the two directors representing employees are not counted. With one independent director and two directors representing employees, the proportion of directors appointed on the proposal of the major shareholders will remain the same, thus maintaining the diversity of the Board of Directors.
Proportion of independent members on the committees (articles 16.1, 17.1 and 18.1 of the Code) " *The proportion of independent directors on the audit committee should be at least equal to two-thirds and the committee should not include any executive corporate officers.* " "*The committee responsible for appointments [...] should not include any executive corporate officers, and should have a majority of independent directors*". *" The committee responsible for remunerations [...] should not include any executive corporate officers, and should have a majority of independent directors. It is recommended that the Chairperson of the Committee be independent and that an employee director be a member of the Committee. "*	As of the date of publication of this document, the Audit Committee has two independent members among its five members, the Appointments and Remuneration Committee has two independent members among its four members and the Risk Committee has one independent member among its three members. The Company considers that, although the Committees do not have the recommended proportions of independent directors, the composition of said Committees does not affect their ability to effectively perform the tasks assigned to them by law and by the Rules of Procedure of the Board of Directors. It is important to note in this regard that, in accordance with the recommendations of the Code, the duties of the Chairperson of the Appointments and Remuneration committee are carried out by an independent director. The Board of Directors will shortly begin considering changes in the composition of the Audit Committee and the Appointments and Remuneration Committee in order to take into account the non-renewal of Ms Valérie Hortefeux's term of office as an independent director and the appointment of a second director representing employees at the end of the shareholders' meeting of 11 December 2020.
Ongoing information (Article 26.1 of the Code) " *All of the corporate officers' compensation components, whether potential or vested, are publicly disclosed*	All the remuneration components of the Company's corporate officers are described in detail in the related Universal Registration Document and are published on the Company's website. In addition, in accordance with the provisions of article L.225-37-2 of the French Commercial Code, the principles and criteria for determining, distributing and allocating

Recommendations of the AFEP-MEDEF Code (the "Code")	Ramsay Générale de Santé practices and justifications
immediately after the meeting of the Board approving the relevant decisions."	the fixed, variable and exceptional components of the total remuneration and benefits of any kind attributable to the corporate officers are subject to the approval of the Annual General Meeting. In accordance with the provisions of article L.225-100 of the French Commercial Code, the remuneration components paid or allocated to the corporate officers for the past financial year are subject to a binding vote by the shareholders at the annual General Meeting and the payment of variable or exceptional remuneration for the financial year in question is subject to the approval of the same General Meeting. Lastly, the Company complies with the requirement to publish the remuneration policy submitted to the General Meeting of shareholders on its website on the business day following the day of the vote, and it must remain available to the public free of charge at least for the period during which it applies, in accordance with articles L.225-37-2 and R.225-29-1 of the French Commercial Code. In view of the implementation of all of these disclosure measures, the Company does not consider it necessary to disclose all of the compensation of its corporate officers immediately after the Board meeting at which they were approved, which is generally held close to the date of publication of this document.
Minimum number of Company shares held by a director (article 20 of the Code) *" unless otherwise provided by law, directors must be shareholders in their own right and, pursuant to the provisions of the Articles of Association or the Rules of Procedure, own a minimum number of shares that is significant in relation to the remuneration they receive. If they do not hold these shares when they take up their duties, they can use their remuneration to acquire them. The directors communicate this information to the company, which includes it in its corporate governance report"*	The Company's Articles of Association and Rules of Procedure do not set a minimum number of Company shares to be held personally by the directors. The Board of Directors considers that this recommendation has not been adapted to Ramsay Générale de Santé in view of its shareholder structure and the resulting composition of the Board.
Obligation of corporate officers to hold shares (Article 23 of the Code) *" The Board of Directors sets a minimum quantity of shares that corporate officers must hold in registered form until the end of their term of office. This decision shall be reviewed at least at each renewal of their term of office. "*	The Company's corporate officers do not currently hold any Ramsay Générale de Santé shares. Since there are no stock options, performance shares or, in general, any multi-annual remuneration payable to the corporate officers, and given the low liquidity of the Company's shares, the decision was taken to not implement this recommendation.
Combination of severance payment and non-competition indemnity granted to corporate officers (Article 24.6 of the Code) *" The non-competition indemnity must not exceed the maximum sum of two years' remuneration (fixed + annual variable). Where a severance payment is also made, the aggregate of the two payments may not exceed this limit. The non-competition indemnity must be paid in instalments during its term. "*	In the event of revocation, non-renewal, forced departure or requested resignation from his position as Chief Executive Officer, Mr Pascal Roché is likely to receive, subject to performance conditions, a severance payment 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-competition indemnity corresponding to three months of fixed remuneration based on the fixed remuneration received during the 12 months prior to his departure in consideration of a non-competition obligation of 12 months from the termination of his duties. As the non-competition indemnity of the Chief Executive Officer is cumulative with his severance payment, the cumulative amount of these two indemnities could theoretically slightly exceed two years of fixed and variable annual remuneration in the event that the maximum performance criteria for payment of the severance indemnity is achieved. However, given the very modest amount of the non-competition indemnity (three months of fixed remuneration) and the strategic interest of this non-competition obligation for the Company, the Board of Directors did not consider it necessary to provide that the cumulative amount of the severance payment and the non-competition indemnity could not exceed two years of fixed and variable annual remuneration.

5.2.2 ORGANISATION OF THE GOVERNANCE OF THE RAMSAY GÉNÉRALE DE SANTÉ GROUP

Ramsay Générale de Santé is a limited company governed by a Board of Directors whose composition and rules of operation are subject to the provisions of Article 14 of the Articles of Association and are detailed in paragraph 5.2.3 of this chapter.

The rules governing the function and powers of the Board and the committees it has set up have been set out in the Rules of Procedure, the latest version of which was adopted by the Board of Directors on 22 February 2018.

The functions of Chairperson of the Board of Directors and Chief Executive Officer of the Company are separated.

The Chief Executive Office has the broadest powers to act on behalf of the Company, within the confines of the business purpose that the law expressly reserves for the shareholders' meetings and the Board of Directors. Pursuant to Article 15.5 of the Articles of Association, the Rules of Procedure provide for limits on the CEO's powers which, in view of the subject matter or the related amount, are subject to prior approval by the Board of Directors.

5.2.3 Composition and operation of the Board of Directors and the advisory committees

5.2.3.1 Composition of the Board of Directors

Pursuant to Article 14 of the Articles of Association, the Board of Directors is composed of at least six and no more than ten members, subject to the derogations provided by law, in particular in the event of a merger. The Board must also include at least one independent director and one director representing employees. Board members may be individuals or legal entities that are appointed and renewed by the ordinary General Meeting, which may also remove them at any time. Individuals aged over of seventy-five years may not be appointed to the Board of Directors should their appointment have the effect of increasing the number of Board members who have reached this age to more than 50%. When this threshold has been exceeded, the oldest Board member is automatically considered to have resigned.

Members of the Board of Directors have knowledge of the health industry and exercise financial competence within their functions. The profiles of each of the directors are provided in paragraph 5.1.2 of this document.

The term of office of Board members is four years. The terms are staggered over time.

At the date of publication, the Company's Board of Directors comprised ten members. The current members are as follows:

- Chairman: Craig McNally;
- Vice-Chairman: Jean-Jacques Duchamp;
- Independent directors: Anne-Marie Couderc and Valérie Hortefeux;
- Director representing employees: Elvire Kodjo;
- Other Directors: Carmel Monaghan, Martyn Roberts, Andrew Jones, and the companies Ramsay Health Care (UK) Limited represented by Peter Evans and Crédit Agricole Assurances represented by Magali Chessé.

The members of the Board of Directors are presented in paragraph 5.1.1 above.

Following the amendment to the articles of association proposed to the General Meeting of 11 December 2020, a second director representing employees will be appointed in accordance with the provisions of the French Pacte Law (Law No. 2019-486 of 22 May 2019). Valérie Hortefeux's term of office as independent director will not be renewed. The number of independent directors will be reduced from two to one.

A. Employee representation

The Company's Articles of Association were amended by the General Meeting of 13 December 2016 to allow the appointment of a director representing employees under 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 referred to in Articles L.2122-1 and L.2122-4 of the French Labour Code in the Company and its direct and indirect subsidiaries with a registered office in France, appointed Lynda Ait Mesghat on 8 February 2017 as Director representing employees, the Board of Directors having taken note of this appointment on 25 April 2017. As Lynda Ait Mesghat is no longer an employee of the Hôpital Privé du Vert Galant, her term of office as Director has ended and the aforementioned trade union organisation, by letter dated 17 September 2019, appointed Elvire Kodjo, an employee of the Hôpital Privé Armand Brillard, as Director representing employees, which was noted by the Board of Directors at its meeting of 25 September 2019.

The director representing employees shall have the same status, powers and responsibilities as the other directors. His 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 company will propose an amendment to the articles of association to the General Meeting of 11 December 2020 which will allow the appointment of a second director representing employees in accordance with the provisions of the French Pacte Law (Law No. 2019-486 of 22 May 2019).

B. Representation of major shareholders

The Company is a controlled company as defined in Article L. 233-3 of the French Commercial Code, with two major shareholders, Ramsay Health Care (UK) Limited and Predica, holding a respective total of 52.53% and 39.62% of the share capital.

Ramsay Health Care (UK) Limited and Predica are bound by a shareholders' agreement entered into on 30 September 2014, as 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.

In accordance with the shareholders' agreement mentioned above, five members were appointed on nomination by Ramsay Health Care (UK) Limited and two members were appointed on nomination by Predica.

C. 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 L225-18-1 of the French Commercial Code resulting from Law no. 2011-103 of 27 January 2011 relating to the balanced representation of women and men on the Boards of Directors and Supervisory Boards and to professional equality providing that the proportion of directors of each gender may not be less than 40% at the end of the first ordinary General Meeting following 1 January 2017.

The Board of Directors has four women out of nine members (44%) among its members, excluding the directors representing employees. The appointment of a woman as director representing employees allows the Company to achieve a female employment rate of 50%.

It should be noted that the three committees set up by the Board of Directors are chaired by women.

D. Independence of directors

The Board of Directors performs an annual assessment of the independence of each of its members, as necessary. In accordance with article 9.2 of the AFEP-MEDEF Code, members of the Board of Directors are considered independent if they have no relationship with the Company or its management that could compromise their freedom of judgement. 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 regard:

- they are not employees or corporate officers of the Company, or employees or directors of the parent company or a consolidated company, and have not been over the last five years,
- they are not corporate officers of a company in which the Company directly or indirectly holds a directorship or in which an employee appointed as such or a corporate officer of the Company (either currently or who has acted in this capacity for less than five years) holds a directorship,
- they are not a significant customer, supplier, investment banker or commercial banker of the Company or its Group, or for which the Company or its Group represents a significant portion of the business;
- they do not have any close family ties to a corporate officer;
- they have not acted as auditors of the company in the last five years,
- they have not been directors of the company for more than twelve years.

As indicated above, the Board of Directors has two independent members out of nine members (excluding the director representing employees), namely, Ms Anne-Marie Couderc and Ms Valérie Hortefeux, representing 22% of the total number of directors. This proportion is slightly lower than one-third of the members of the Board of Directors recommended by the Afep-Medef Code for controlled companies pursuant to Article L. 233-3 of the French Commercial Code. This situation, however, is a result of the Company's shareholder structure consisting of two major shareholders holding a combined total of 92.16% of the share capital, it being specified that the amendment to the Articles of Association approved by the General Meeting of 13 December 2016 – after which (i) the number of directors comprising the Board of Directors was reduced from eleven to ten members, and (ii) a director representing employees was appointed – allowed a reduction the proportion of directors appointed on the proposal of the majority shareholders, and at the same time enhancing diversity within the Board of Directors. As a reminder, before the entry into force of this amendment, the Board of Directors used to have two independent members out of eleven, and the other nine members were only appointed on the proposal of the reference shareholders. The appointment of a second director representing employees will be made in accordance with the new provisions of Act No. 2019-486 of 22 May 2019, known as the "Pacte Act", and will further strengthen the diversity of the Board of Directors' composition.

Moreover, if the proportions of independent members of the Board of Directors and its advisory bodies do not attain the exact proportion recommended in each case by the Afep-Medef Code, the Board and the advisory bodies are still bound to adhere to the stringent rules of procedure, which were renewed following the arrival of the new major shareholders.

The Board of Directors is also committed to strict compliance with the provisions concerning information and expression of non-controlling shareholders and, in its view, the inclusion on the Board of two independent directors and one director representing employees allows the full (and deliberative) expression of the principles of good governance.

Following the amendment to the articles of association proposed to the General Meeting of 11 December 2020, a second director representing employees will be appointed. The number of independent directors will be reduced from two to one. With one independent director and two directors representing employees, the proportion of directors appointed on the proposal of the major shareholders will remain the same, thus maintaining the diversity of the Board of Directors.

5.2.3.2 Operation of the Board of Directors

A. Conditions for preparation and organisation of the work of the Board of Directors

In compliance with the principles of the Articles of Association and the Rules of Procedure, meetings of the Board of Directors entail a notice convening its members and the Statutory Auditors where applicable, which sets out the agenda for the meeting. It is generally sent by electronic means to members of the Board of Directors within the time frames stipulated in the Rules of Procedure, and is accompanied by documentation related to the items on the agenda.

The Company has also adopted enhanced governance standards since the change of control that took place on 1 October 2014: Specifically:

- The length of time between meetings of the Audit Committee and meetings of the Board of Directors called to consider the recommendations of the Audit Committee was increased as far as practicable, as was the frequency of meetings of the committees created in order to broaden the scope of their work and establish a work progress calendar.

- The number of directors was increased from seven to ten, including two independent directors and one director representing employees, thereby boosting collegiality and plurality of points of view concerning the Company, how it conducts its business and the decisions it must take. It is hereby specified that the Company and its Board of Directors have implemented appropriate technical and linguistic means to ensure effective communication.

- Staggered terms of office for the phased renewal of Board members have been established. Thus, the term of office of seven members of the Board will expire at the end of the General Meeting convened at the end of 2020 to approve the financial statements for the financial year ending 30 June 2020, and the term of office of the three other members of the Board, including the Director representing the employees, will expire at the end of the General Meeting convened at the end of 2021 to approve the financial statements for the financial year ending 30 June 2021.

- A periodic evaluation of the operation of the Board of Directors, which is carried out under the responsibility of the Appointments and Remuneration Committee.

The work of the Board and the committees, their frequency and the procedures for making decisions or recommendations are based on the Articles of Association, Rules of Procedure and general rules and practices in this area. The Board of Directors monitors compliance with the separation of the functions and competences of the Board of Directors and of the Chief Executive Officer pursuant to the law and the Articles of Association. The Statutory Auditors are called to meetings of the Board of Directors and to meetings of the Audit Committee as required by legal and regulatory provisions or issues on the agenda.

The Board of Directors and the Committees satisfy the current basic principles of corporate governance.

The number of Board and committee meetings is specified in paragraph 5.1.3 above. The members of the Board and the Committees may engage in verbal or written communication to foster dialogue between them and promote the circulation of information in line with the Group's current needs. Likewise, prior to the official meetings, the Board and Committee members have access on request to all the documentation they require to carry out their tasks. All the directors may, on their own initiative, seek information from the functional units of the Company and obtain any information necessary to fully familiarise themselves with the company. Depending on the nature of the issues, the Board may appoint one or more of its members to assist General Management in performing an operation reviewed and/or authorised by the Board. Employees responsible for functional or operational internal services or departments may be invited to assist with the work of the committees.

The Company's Articles of Association place restrictions on the powers of the Chief Executive Officer, and the rules of operation contain overall and unit ceilings for each type of undertaking. These provisions allow for the regular detailed review of the commitments proposed on behalf of the Company. The full text of the Articles of Association is available on the Company's website.

B. Assessment of the operation of the Board of Directors

In accordance with the recommendation of article 10 of the AFEP-MEDEF Code and the provisions of the Rules of Procedure, a formal evaluation of the operation of the Board of Directors was carried out during the summer of 2019 on the basis of an internal questionnaire, under the responsibility of the Appointments and Remuneration Committee and its Chairperson, an independent Director.

The Appointments and Remuneration Committee met on 22 October 2019 to perform a detailed review of the summary of responses to this questionnaire and the accompanying comments, and a comprehensive report was provided to the Board of Directors at its meeting on 24 October 2019.

The Board of Directors will perform a new evaluation in the first half of 2021.

5.2.3.3 Consultative committees

In accordance with the statutory provisions and recommendations in this regard, the Board of Directors has established committees to study issues in their specific area of competence, allowing the Board to make decisions on the basis of a review of the documented issues and recommendations, as appropriate.

The Board is assisted in its tasks by three consultative committees: the Audit Committee, the Appointments and Remuneration Committee and the Risk Committee Their respective roles are advisory.

A. The Audit Committee

The purpose of the Committee is to review the accounting methods and principles adopted in the preparation of the individual and consolidated accounts to ensure their relevance and continuity, that there are sufficient grounds for any changes proposed and that they are adhered to. At the time of preparation of the financial statements, the Committee reviews the accounts and issues an opinion on the draft interim, annual and, where appropriate, quarterly individual and consolidated financial statements before they are presented to the Board. It reviews the draft management reports and all other documents prior to their publication, containing accounting or financial information for which publication is required by current legislation, as well as any accounts drawn up for the purposes of specific significant transactions (transfers of assets, mergers, market transactions, payment of interim dividends, etc.). It examines the scope of consolidation and material off-balance-sheet commitments and risks.

With respect to control, internal audit and statutory auditors, the Audit Committee must verify that internal procedures have been defined to collect and check information to ensure that such information is reliable and made available quickly; each year, the committee reviews the statutory auditors' audit plan, the conclusions of their reviews, their recommendations and follow-up; each year it reviews internal control's monitoring plan with the head(s) of this area, the conclusions of their reviews, their recommendations and any follow-up actions taken; it supervises the procedure for selection or renewal of the statutory auditors, ensuring that the auditors are of the best quality and not the least expensive; it issues a reasoned opinion on the fees requested for carrying out legal reviews and on the choice of auditors, and submits its recommendations to the Board.

The Audit Committee is also informed by General Management of the Company's financial position and the methods and techniques used to define financial policy; it is regularly informed of the Company's overall financial strategy and reviews any financing or accounting issues submitted to it by the Chairperson, the Board, General Management or the statutory auditors.

The terms of office of members of the Audit Committee match the terms of their Board directorships.

At the date of publication of this document, the Audit Committee is composed of five members, all of whom are financially literate and two of whom are independent:

- Chairperson: Crédit Agricole Assurances, represented by Ms Magali Chessé
- Members: Anne-Marie Couderc (independent director), Valérie Hortefeux (independent director), Martyn Roberts and Ramsay Health Care (UK) Limited represented by Peter Evans.

B. The Appointments and Remuneration Committee

The Board consults the Appointments and Remuneration Committee for the purpose of selecting the Company's corporate officers. It is responsible for making recommendations for proposals for appointments and, where appropriate, co-option of Board members, to be submitted to the General Meeting, for proposals for appointment by the Board of the Chief Executive Officer and for proposals for appointment by the Board of the Deputy Chief Executive Officer.

The Committee's choice of candidates to carry out functions as Board members is guided by the interests of the Company and all its shareholders. It may take account of issues such as representation of any vested interests, whether or not to renew directorships, the integrity, competence, experience and independence of each candidate, and the suitable number of independent Board members.

It also issues recommendations for the appointment of members of the Committees created by the Board, in due consideration of their respective tasks. It issues proposals to the Board concerning the choice of candidates, explaining its reasons.

The Committee ensures that the Company cannot appoint as executives or engage Company auditors or any signatories of a firm that have carried out functions as the statutory auditor of the Company for a period of five years following cessation of their functions as auditors of the Company.

With regard to remuneration, the Appointments and Remuneration Committee has the following main responsibilities:

- to review and submit proposals concerning the remuneration of corporate officers and in particular make recommendations regarding the remuneration amounts and performance criteria relating to the annual variable remuneration and severance pay of the Chief Executive Officer;
- to propose to the Board a global remuneration amount to be allocated to the members of the Board (formerly directors' fees) which will be proposed to the General Meeting of the Company, and to give an opinion on the distribution of the global remuneration amount allocated by the General Meeting among the members of the Board, as well as on the exceptional remuneration allocated by the Board to its members for missions or mandates entrusted to them;
- to issue its opinion to the Board concerning the general policy of allocation of share subscription or purchase options and concerning the option plan or plans for employees and/or executives of the Company and of companies it controls, as defined in Article L. 233-3 of the French Commercial Code.

The Committee is also competent to review and hold consultations concerning the composition of the Company's management structure. It is therefore consulted by the Board for the purposes of selecting the Company's corporate officers.

The terms of office of members of the Appointments and Remuneration Committee match the terms of their Board directorships.

At the date of publication of this document, the Committee has two independent members and is chaired by one of them in accordance with the recommendations of the Afep-Medef Code:

- Chairperson: Anne-Marie Couderc (independent director);
- Members: Valérie Hortefeux (independent director), Jean-Jacques Duchamp, Craig McNally, Christopher Rex.

C. The Risk Committee

The purpose of this Committee is to advise the Board of Directors on the overall risk strategy and risk appetite of any kind, both current and future, and to assist the Board as it checks the implementation of this strategy. It is responsible for reviewing the risk control procedures and is consulted on the setting of the overall risk limits, as appropriate. The Committee is thus authorised to issue any substantiated opinion on the Group's risk management policy and the overall risk provisioning, as well as on specific provisions and monitoring of off-balance-sheet commitments.

It assesses and monitors the effectiveness of the means and measures implemented and may issue any appropriate report on these matters by questioning the company's departments concerned and by carrying out any audit or external consultation, as necessary.

The Committee issues its recommendations to the Board of Directors in keeping with internal procedures in this regard; it performs regular reviews of the risk management framework, ensuring in particular that it is in effect.

The Risk Committee intervenes in particular in the areas of risk mapping, the adequacy of risk mitigation measures, preparation for the possible occurrence of pandemics, risk management, and also the behaviour and values adopted by the Group.

At the date of publication of this document, the Committee is chaired by a member of the Board with relevant experience in risk management and is composed as follows:

- Chairperson: Carmel Monaghan;
- Members: Valérie Hortefeux (independent director) and Crédit Agricole Assurances represented by Magali Chessé.

5.2.4 OTHER INFORMATION RELATING TO THE GOVERNANCE OF THE COMPANY

A. Information on service contracts binding members of the board to the company or any of its subsidiaries

Information concerning agreements binding members of the Board to the Company or any of its subsidiaries is set out in the auditor's report as described in section 6.3.5 of this document.

No agreements have been drawn up between members of the Board of Directors and the Company or its subsidiaries that provide for the granting of benefits, and none of the agreements referred to in the aforementioned auditors' report, are entered into with, or for the benefit of any of the Group's executives in a personal capacity.

B. Procedures for participation by shareholders in general meetings

Pursuant to the provisions of several paragraphs of Article 13 of the Articles of Association, "*Each share issues the entitlement to one vote at general meetings of shareholders. However, double voting rights are granted to all fully paid-up registered shares under the conditions and within the time limits set by law. Each share issues entitlements to profits and corporate assets in proportion to the capital it represents.*"

The procedures for attendance of shareholders at the general meetings of Ramsay Générale de Santé are covered in Articles 19 and 20 of the Articles of Association, the main provisions of which are set out below:

All shareholders are entitled to attend general meetings, either in person or by proxy, subject to the following conditions:

- For holders of registered shares: the shares must be listed in the name of the shareholder (or the proxy registered on behalf of the shareholder pursuant to the legal and regulatory provisions in force) by the second business day preceding the General Meeting at midnight (Paris time) in the registered share account held by the Company or its representative.
- For holders of bearer shares: the shares must be listed in the name of the shareholder (or the proxy registered on behalf of the shareholder pursuant to the legal and regulatory provisions in force) by the second business day preceding the General Meeting at midnight (Paris time) in the bearer share account held by the agent authorised to keep their accounts, and registration must be proven by a share certificate issued by the agent;
- also, where appropriate, pursuant to the legal and regulatory provisions in force, shareholders must provide the Company with all means of identification required.

Shareholders may either attend the General Meeting in person or arrange a proxy representation through their spouse, their partner with whom they have entered into a civil solidarity pact, another shareholder of the Company or any other individual or legal entity of their choice, as provided by the law and regulations, or they may send a proxy to the Company without identifying a representative, as provided by the law and regulations, or they may write to the Company to request a remote voting form, by e-mail if necessary, as provided by the regulations in force.

This written request must be delivered to or received at the registered address at least six days before the date of the General Meeting.

It is hereby stipulated that, if a proxy arrangement is addressed to the Company with no indication of the identity of the representative, the General Meeting will issue a 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. For the purposes of voting, shareholders must choose representatives that agree to vote in the manner indicated by the shareholders.

Pursuant to the law and regulations, shareholders may send their proxy form for any General Meeting by electronic means. Shareholders may also send their remote voting form for any General Meeting by electronic means. Any hard copy remote voting forms or proxy arrangements that arrive at the Company less than three days before the date of the General Meeting will not be considered. Electronic remote voting forms or proxy arrangements may be received by the Company or its representative up to the day before the General Meeting by 3:00 p.m. Paris time at the latest.

When an electronic request is submitted for an attendance card, proxy or remote voting, the electronic signature must meet the conditions of reliability as stipulated in the first sentence of paragraph two of Article 1316-4 of the French Civil Code, with an identification procedure to guarantee a link between the signature and the form, which may take the form of an identifier and a password.

Shareholders may also, if the Board so decides when convening the General Meeting, attend the General Meeting by videoconference or by means of telecommunication, including Internet, in accordance with the legal and regulatory provisions in force at the time of their use. Shareholders taking part in the General Meeting via one of the aforementioned means will be considered present for the purposes of calculating the quorum and majority.

In accordance with applicable regulations, the Company may use electronic communications instead of postal means to satisfy the formalities laid down in the regulations.

Two members of the works committee appointed by the committee, one belonging to the category of technicians and supervisors, and the other belonging to the category of general employees or, where applicable, the persons stipulated in Articles L. 2323-64 and L. 2323-65 of the French Labour Code, may also attend general meetings. Following their request to do so, they must be allowed to speak during any deliberations requiring a unanimous vote by shareholders.

One or more shareholders representing at least the percentage of share capital stipulated in law are entitled to request the addition of items and/or draft resolutions to the agenda of general meetings, in accordance with applicable legal and regulatory conditions. The works committee is entitled to request the addition of draft resolutions to the agenda of general meetings, in accordance with applicable legal and regulatory conditions.

At ordinary and extraordinary general meetings, the quorum is calculated on the basis of all shares comprising the share capital, and at special general meetings, on the basis of all shares held by the category concerned, after the deduction of shares not entitled to voting rights pursuant to legal provisions.

In the case of remote voting, only forms received by the Company within the deadlines stipulated in the preceding article will be taken into account for the purposes of calculating the quorum.

Voting rights carried by shares are proportional to the share capital they represent. Each share issues an entitlement to one vote.

General meetings may be validly held using videoconferencing facilities or by electronic telecommunication or teletransmission. For the purpose of calculating the quorum and majority, shareholders who are taking part in the General Meeting using videoconferencing facilities or by means of telecommunication that enable them to be identified and whose nature and conditions of application are determined by the regulations in force are deemed to be present.

Representatives that have met the obligations stipulated in paragraphs three and four of Article L. 228-1 of the French Commercial Code may transmit the votes or authorisations of an owner of shares that is not registered in France, as defined in Article 102 of the French Civil Code, provided they respond to the request by the Company or its representative for them to previously furnish, in the conditions laid down in law, the list of non-resident owners of the shares to which these voting rights are attached.

Votes or authorisations issued by representatives that have not declared themselves as such by virtue of paragraph four of Article L. 228-1 of the French Commercial Code or paragraph two of Article L. 228-3-2 of the French Commercial Code, or that have not disclosed the identity of the owners of the shares by virtue of Articles L. 228-2 or L. 228-3 of the French Commercial Code, cannot be accepted.

The current version of the Company's Articles of Association is held at the Paris Trade and Companies Register. The Articles of Association may be consulted on the Company website (http://ramsaygds.fr/), under the section "Assemblées Générales" [General Meetings].

5.3 REMUNERATION AND BENEFITS OF CORPORATE OFFICERS

The Company refers to the version of the Corporate Governance Code for listed companies AFEP-MEDEF (the "AFEP-MEDEF Code") updated in January 2020 to determine the remuneration policy for its corporate officers. Pursuant to the recommendations of the code, the remuneration of corporate officers is established by the Board of Directors following review of the recommendations of the Appointments and Remuneration Committee.

In accordance with the provisions of Article L.225-100 of the French Commercial Code, the components of the remuneration paid or allocated to corporate officers in respect of the financial year ended 30 June 2020 will be subject to a vote by shareholders at the annual General Meeting to be held on 11 December 2020.

The principles and criteria for determining, distributing and allocating the components of remuneration of corporate officers for the financial year ending 30 June 2021 set out below will also be submitted to the vote of the General Meeting of 11 December 2020 pursuant to the provisions of article L.225-37-2 of the French Commercial Code.

5.3.1 REMUNERATION AND BENEFITS OF CORPORATE OFFICERS

The principles and criteria for determining, distributing and allocating the components of remuneration of corporate officers for the financial year ended 30 June 2020 were established by the Board of Directors after examining the recommendations of the Appointments and Remuneration Committee and approved by the General Meeting of 10 December 2019 pursuant to the provisions of article L.225-37-2 of the French Commercial Code.

The components of the remuneration paid or allocated for the financial year ended 30 June 2020 to the Chairperson of the Board of Directors and the Chief Executive Officer set out below are in accordance with the remuneration policy approved by the General Meeting of 10 December 2019.

A. Remuneration of the Chairperson of the Board

It should be noted that the functions of Chairperson of the Board of Directors and Chief Executive Officer of the Company are separated.

Craig McNally was appointed Chairperson of the Board of Directors on 22 June 2017 for the remainder of his term of office as director, which will expire at the end of the Company's General Meeting called 30 11 December 2020 to approve the accounts for the financial year ending 30 June 2020.

The Chairperson of the Board of Directors does not receive any specific remuneration for his mandate and does not receive any benefits in kind.

For the financial year ended 30 June 2020, Craig McNally received only the amount of remuneration allocated to Board members in accordance with the allocation rules set out in section 5.3.2 below. However, Mr McNally waived this remuneration in the context of the Covid-19 health crisis, as noted by the Board of Directors at its meeting on 25 June 2020.

B. Remuneration of the Chief Executive Officer

Remuneration of the Chief Executive Officer consists of a fixed remuneration, an annual variable remuneration and certain benefits. The Chief Executive Officer also receives severance pay in the event of forced redundancy and non-competition indemnity.

The Chief Executive Officer was not granted any stock options or performance shares of the Company or its subsidiaries during the financial year ended 30 June 2020, or during previous financial years. Given the Company's capital structure, which results in the low liquidity of its shares, the Board of Directors did not wish, at this stage, to set up a medium or long-term remuneration plan in the form of stock option plans or free share schemes.

Fixed remuneration

At its meeting on 10 December 2019, the Board of Directors, having renewed the Chief Executive Officer's term of office for a period of three years, maintained the amounts and principles of the Chief Executive Officer's remuneration, including the fixed annual remuneration of EUR 610,000.

Variable remuneration

In accordance with the remuneration policy for corporate officers approved by the General Meeting of 10 December 2019, the variable portion of the Chief Executive Officer's remuneration may represent up to 120% of fixed remuneration for the reference financial year, subject to the achievement of quantitative and qualitative target 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 variable remuneration can represent up to 50% of annual fixed remuneration and up to 60% if the qualitative objectives are exceeded by more than 10%;

- the quantitative portion of variable remuneration can represent up to 50% of annual fixed remuneration if the target quantitative criteria have been met and up to 60% if the quantitative objectives are exceeded by more than 10%.

At its meeting on 10 December 2019, the Board of Directors adopted these bases and gave the Appointments and Remuneration Committee the task of presenting a new definition of the qualitative and quantitative criteria for the purposes of a new weighting for the financial year ended 30 June 2020. The Appointments and Remuneration Committee proposed the following:

- **Qualitative criteria**

- Continued promotion and deployment of the Group culture (representing 10% of variable remuneration);

- Development of a new five-year strategic plan (representing 10% of variable compensation);

- A third organisational criterion that cannot be disclosed for reasons of confidentiality (representing 30% of variable compensation and 40% if the objectives are exceeded).

- **Quantitative criteria**

- Gross operating surplus budgeted for the financial year (representing 25% of the variable remuneration if the objectives are achieved and 30% if the objectives are exceeded);

- Compliance with the Group's financial commitments (representing 10% of the variable remuneration if the objectives are achieved and 15% if the objectives are exceeded);

- And a financial criterion that cannot be disclosed for reasons of confidentiality (representing 15% of the variable remuneration if the objective is achieved);

At its meeting on 25 June 2020, the Board of Directors took note of the waiver by Mr Pascal Roché, Chief Executive Officer, of the variable remuneration or bonus allocated for the financial year ended 30 June 2020 in consideration of the Covid-19 health crisis.

Extraordinary remuneration

No exceptional remuneration was granted to the Chief Executive Officer during the financial year ended 30 June 2020.

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 2020.

The Chief Executive Officer also benefits from (i) the collective health and retirement benefits plan under the conditions applicable to the Company's salaried executives, (ii) a senior executive unemployment insurance policy under the Corporate Officers' Social Guarantee ("GSC") and (iii) professional civil liability insurance in his capacity as Chief Executive Officer.

Severance pay

Pascal Roché benefits from 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 indemnity corresponds to twenty-four months' remuneration based on the average fixed and variable monthly remuneration received during the twenty-four months prior to departure.

Pursuant to article L. 225-37-2 of the French Commercial Code, payment of this indemnity is subject to compliance with the remuneration policy approved by the General Meeting.

The Board of Directors decided that payment of severance pay is subject to compliance, duly noted by the Board of Directors at the time of or after the termination of office, with conditions related to the performance of the Chief Executive Officer, as assessed in relation to the Company's performance.

The severance payment is subject to at least three of the following five performance criteria:

(i) financial ratios established by the loan agreements of the Ramsay Générale de Santé Group;
(ii) organic growth of the Ramsay Générale de Santé Group equal to or more than organic growth in the private hospital sector;
(iii) gross operating surplus established in the budget based on the budget for the year preceding the date of termination;
(iv) revenue established in the budget based on the budget for the year preceding the date of termination;
(v) non-overrun of the Capex established in the budget.

Non-competition indemnity

Mr Pascal Roché is subject to a non-competition obligation for a period of twelve months from the date of cessation of his functions. In exchange, Mr Pascal Roché receives a non-competition indemnity equal to three months of fixed remuneration paid over the last twelve months of employment. This non-competition indemnity is cumulative with the severance payment likely to be received by the Chief Executive Officer.

C. Summary tables (Afep-Medef Code – AMF position-recommendation no. 2009-16)

Table summarising the remuneration, options and shares granted to each corporate officer

As the Company forms part of a Group, the information refers to all sums payable, by all companies within the chain of control, in connection with the functions exercised at the Company.

In euros, before social security contributions and taxes

	Period ended 30 June 2019	Period ended 30 June 2020
Pascal Roché - Chief Executive Officer		
Remuneration payable for the year (*detailed in Table 2*)	1,327,920	611,920
Valuation of multi-annual variable remuneration awarded during the year	None	None
Valuation of options granted during the year	None	None
Valuation of performance shares granted during the year	None	None
TOTAL	**1,327,920**	**611,920**
Craig McNally – Chairman of the Board of Directors		
Remuneration payable for the year (*detailed in Table 2*)	55,000 (1)	None
Valuation of multi-annual variable remuneration awarded during the year	None	None
Valuation of options granted during the year	None	None
Valuation of performance shares granted during the year	None	None
TOTAL	**55,000**	**None**

(1) Remuneration in respect of his term as director.

Table summarising the remuneration of each corporate officer

In euros, before social security contributions and taxes

	Period ended 30 June 2019		Period ended 30 June 2020	
Pascal Roché – Chief Executive Officer	Amounts allocated	Amounts paid	Amounts allocated	Amounts paid
Fixed remuneration	560,000	560,000	610,000	610,000
Variable remuneration (1)	616,000	616,000	None (2)	616,000
Extraordinary remuneration	150,000	None	None	150,000
Remuneration allocated to directors	None	None	None	None
Benefits in kind (company car)	1,920	1,920	1,920	1,920
TOTAL	**1,327,920**	**1,177,920**	**611,920**	**611,920**
Craig McNally – Chairman of the Board of Directors	Amounts due	Amounts paid	Amounts Due	Amounts paid
Fixed remuneration	None	None	None	None
Variable remuneration	None	None	None	None
Extraordinary remuneration	None	None	None	None
Remuneration allocated to directors	55,000	None	None (2)	None (2)
Benefits in kind	None	None	None	None
TOTAL	**55,000**	**None**	**None**	**None**

(1) Variable remuneration awarded for a previous financial year ended 30 June is theoretically paid during the second half of the current calendar year after the related resolution has been voted at the General Meeting called to approve the company's financial statements in accordance with the provisions of Article L. 225-100 of the French Commercial Code.

(2) After waiver by the person concerned.

Share subscription or purchase options granted during the year to each corporate officer by the issuer and by any company of the Group

No subscription or purchase options with respect to the shares of one of the Group's companies were granted to a corporate officer of Ramsay Générale de Santé during the period ended 30 June 2020 or during previous financial years.

Share subscription or purchase options exercised during the year by each executive director

No corporate officer has exercised any stock options during the financial year ended 30 June 2020 or during previous financial years.

Performance shares granted during the year to each corporate officer by the issuer and by any Group company

No performance shares have been granted to the corporate officers of Ramsay Générale de Santé during the financial year ended 30 June 2020, or during previous financial years.

Performance shares are free shares granted to corporate officers in accordance with Articles L. 225-197-1 et seq. of the French Commercial Code, subject to additional conditions set out in the "AFEP-MEDEF" Code.

Performance shares that became available during the financial year for each corporate officer

No performance shares became available to corporate officers during the financial year ended 30 June 2020, or during previous financial years.

History of share subscriptions or purchase options granted

The Company has not granted any stock options since 2006.

History of performance shares granted

The Company has not granted performance shares.

Multi-year variable remuneration of each executive corporate officer

Corporate officers do not receive multi-year variable remuneration. The Chief Executive Officer receives only an annual variable remuneration.

Other information

The table below summarises the terms and conditions relating to corporate officers.

Corporate Officers	Employment contract		Additional retirement scheme (1)		Indemnities or benefits payable or that may be payable in the event of cessation of or changes to functions (2)		Indemnities in relation to a non-competition clause (3)	
	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 2022		X		X	X		X	
Craig McNally Chairman of the Board of Directors since 22 June 2017 Term start date: 22 June 2017 Term end date: 11 December 2020		X		X		X		X

(1) Neither the Company nor its subsidiaries make provision for or recognise any sums for payment of pensions, retirement benefits or other benefits for members of the Board of Directors.
(2) Pascal Roché's severance payment is presented in paragraph 5.3.1 B. above.
(3) Pascal Roché's non-competition indemnity is presented in paragraph 5.3.1 B. above.

D. Components of the remuneration paid or allocated to the corporate officers for the financial year ended 30 June 2020 submitted to the vote of the General Meeting of 11 December 2020

The tables below present the fixed, variable and exceptional items making up the total compensation and benefits of any kind paid or allocated to the executive officers for the financial year ended 30 June 2020 and submitted to the vote of the General Meeting of 11 December 2020 pursuant to article L225-100 of the French Commercial Code.

These remuneration components comply with the principles and criteria for determining, distributing and allocating the fixed, variable and exceptional components of the total compensation and benefits of all kinds attributable to corporate officers approved by the General Meeting of 10 December 2019 pursuant to the provisions of Article L225-37-2 of the French Commercial Code.

1) Components of the remuneration due or attributed to Mr Pascal Roché, Chief Executive Officer, for the financial year ended 30 June 2020.

Components of remuneration	Amounts	Comments
Fixed remuneration	EUR 560,000	At the time of Mr Pascal Roché's reappointment as Chief Executive Officer by decision of the Board of Directors on 10 December 2019, it was decided to maintain all the terms and conditions of his remuneration at the same level, i.e., EUR 610,000 per year in fixed remuneration.
Annual variable remuneration	None	At its meeting on 10 October 2020, the Board of Directors, on the recommendation of the Appointments and Remuneration Committee, maintained the following qualitative and quantitative criteria for the financial year ended 30 June 2020: • **Qualitative criteria** - Continued promotion and deployment of the Group culture; - Development of a new five-year strategic plan; - And a criterion that cannot be disclosed for reasons of confidentiality. • **Quantitative criteria** - Gross operating surplus budgeted for the financial year; - Compliance with the Group's financial commitments; - And a criterion that cannot be disclosed for reasons of confidentiality. Mr Pascal Roché has declared that he will waive the allocation of his variable annual remuneration for the financial year ended 30 June 2020 in view of the current Covid-19 health crisis, which the Board of Directors took note of at its meeting on 25 June 2020.
Deferred variable remuneration	None	
Multi-annual variable compensation	None	
Extraordinary remuneration	None	
Share options, performance shares or any other kind of long-term remuneration	None	
Remuneration allocated to directors (formerly directors' fees)	None	
Valuation of benefits of all kinds	EUR 1,920	Valuation of use of the company car, a benefit that is renewed each year on the decision of the Board of Directors, on the recommendation of the Appointments and Remuneration Committee.
Components of remuneration	Amounts	Comments

Components of remuneration	Amounts	Comments
Severance pay	No payment	Pascal Roché benefits from 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 indemnity corresponds to twenty-four months' remuneration based on the average fixed and variable monthly remuneration received during the twenty-four months prior to departure. Pursuant to article L. 225-37-2 of the French Commercial Code, payment of this severance pay is subject to compliance with the remuneration policy approved by the General Meeting. The Board of Directors decided that payment of severance pay is subject to compliance, duly noted by the Board of Directors at the time of or after the termination of office, with conditions related to the performance of the Chief Executive Officer, as assessed in relation to the Company's performance. The severance payment is subject to at least three of the following five performance criteria: (i) financial ratios established by the loan agreements of the Ramsay Générale de Santé Group; (ii) organic growth of the Ramsay Générale de Santé Group equal to or more than organic growth in the private hospital sector; (iii) gross operating surplus established in the budget based on the budget for the year preceding the date of termination; (iv) revenue established in the budget based on the budget for the year preceding the date of termination; (v) non-overrun of the Capex established in the budget.
Non-competition indemnity	No payment	Mr Pascal Roché is subject to a non-competition obligation for a period of twelve months from the date of cessation of his functions. In exchange, Mr Pascal Roché receives a non-competition indemnity equal to three months of fixed remuneration paid over the last twelve months of employment.
Supplementary Pension Plan	None	

2) Components of the remuneration due or attributed to Mr Craig McNally, Chairman of the Board of Directors, for the financial year ended 30 June 2020.

Components of remuneration	Amounts	Comments
Fixed remuneration	None	Mr Craig McNally does not receive any specific remuneration in relation to his duties as Chairman of the Board of Directors.
Annual variable remuneration	None	
Deferred variable remuneration	None	
Multi-annual variable compensation	None	
Extraordinary remuneration	None	
Share options, performance shares or any other kind of long-term remuneration	None	
Remuneration paid to directors and members of one or more committees established by the Board	None	Craig McNally is eligible to receive the amount of remuneration allocated to members of the Board of Directors in accordance with the distribution rules set by the Board of Directors after consulting the Appointments and Remuneration Committee. Mr. McNally has waived this remuneration in the context of the Covid-19 health crisis, which was noted by the Board of Directors at its meeting on 25 June 2020.
Valuation of benefits of all kinds	None	
Severance pay	None	
Non-competition indemnity	None	
Supplementary Pension Plan	None	

E. Remuneration policy for corporate officers submitted to the vote of the General Meeting

Pursuant to the provisions of Article L.225-37-2 of the French Commercial Code, the Board of Directors sets out the principles and criteria for determining, distributing and allocating the fixed, variable and exceptional items making up the total compensation and benefits of any kind attributable to corporate officers.

The Ordinary General Meeting to be held on 11 December 2020 will be asked to approve the remuneration policy for corporate officers for the financial year ending 30 June 2021. As the functions of the chairmanship of the Board of Directors and General Management have been separated, two resolutions will be presented respectively for the Chairman of the Board of Directors and for the General Management.

1) Remuneration policy for the Chairperson of the Board of Directors subject to approval by the General Meeting of 11 December 2020

The Board of Directors has decided not to allocate specific remuneration to the Chairman of the Board of Directors. The latter only receives remuneration in respect of his directorship (formerly directors' fees) and in accordance with the distribution rules set by the Board, as set out in section 5.3.2 of this document. It is specified that the chairmanship of the Board of Directors as such does not entitle the holder to additional remuneration, unlike the chairmanship of the various committees.

The Chairman of the Board of Directors does not receive any benefits in kind.

2) Remuneration policy for the Chief Executive Officer subject to approval by the General Meeting of 11 December 2020

Remuneration for corporate officers is determined by the Board of Directors after reviewing the recommendations of the Appointments and Remuneration Committee. General Management is carried out by a single Chief Executive Officer The principles and criteria of his remuneration are detailed in section 5.3.1 B above.

Fixed remuneration

The fixed remuneration of the Chief Executive Officer is determined by the Board of Directors after considering the recommendations of the Appointments and Remuneration Committee. In accordance with the recommendations of the Afep-Medef Code, the amount of the fixed remuneration is only reviewed at relatively long intervals. As such, the amount set in October 2015 was revised in February 2019 to take into account the change in the size of the Group following the acquisition of Capio AB and the resulting increased responsibilities. The Chief Executive Officer was reappointed on 10 December 2019 and the remuneration components were not modified.

Annual variable remuneration

The Chief Executive Officer's annual variable remuneration can represent up to 120% of fixed remuneration for the reference year.

In accordance with the recommendations the Afep-Medef Code, annual variable remuneration is subject to the achievement of qualitative and quantitative target 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 variable remuneration can represent up to 50% of annual fixed remuneration and up to 60% if the target objectives are exceeded;
- the quantitative portion of variable remuneration can represent up to 50% of annual fixed remuneration if the target quantitative criteria have been met and up to 60% if the quantitative objectives are exceeded by more than 10%.

In accordance with the provisions of Article L.225-100 of the French Commercial Code, the payment of the annual variable remuneration for a given financial year is subject to approval by the Ordinary General Meeting of the elements of remuneration paid or allocated to the Chief Executive Officer for that financial year.

At its meeting on 20 October 2020, the Board of Directors decided on three quantitative criteria for the financial year ending 30 June 2021: achievement of the budgeted gross operating surplus, creation of synergies, and a third criterion relating to confidential industrial objectives. It also agreed on four qualitative criteria: management of the current health crisis at Group level, implementation of a new five-year strategic plan, risk management (including cyber security risks), and a fourth relating to confidential strategic objectives.

Long-term remuneration

The Chief Executive Officer does not currently receive any medium or long term remuneration, in particular in the form of allocation of performance shares. However, the Board of Directors may decide to put in place a medium- or long-term incentive plan for the benefit of the Chief Executive Officer and certain Group employees in the form of a free share allocation plan or a performance share allocation plan in consideration of the recipients' contribution to the Group's development. This allocation of free shares would take place in accordance with the terms of the delegation of authority granted by the General Meeting, and in compliance with the legal provisions and principles set out in the Afep-Medef Code with respect to any performance shares that may be granted to the Chief Executive Officer.

Benefits

The Chief Executive Officer receives a company vehicle as a benefit in kind in accordance with the Company's practice.

The Chief Executive Officer can also benefit from (i) the collective health and retirement benefits plan under the conditions applicable to the Company's salaried executives, (ii) a senior executive unemployment insurance policy under the Corporate Officers' Social Guarantee ("GSC") and (iii) professional civil liability insurance in his capacity as Chief Executive Officer.

Extraordinary remuneration

In accordance with the recommendations of the Afep-Medef Code, the Board of Directors may grant an extraordinary remuneration to the Chief Executive Officer if special circumstances justify it and are made explicit by the Board. This extraordinary remuneration is part of a remuneration policy that is in line with the Company's corporate interest.

In accordance with the provisions of Article L.225-100 of the French Commercial Code, the payment of exceptional remuneration for a given financial year is subject to approval by the Ordinary General Meeting of the elements of the remuneration paid or allocated to the Chief Executive Officer for that financial year.

Severance pay in the event of cessation of functions

The Board of Directors may choose to grant a severance payment to the Chief Executive Officer. In accordance with the provisions of article L.225-37-2 of the French Commercial Code and the recommendations of the Afep-Medef Code:

- payment of this severance pay is subject to compliance with the remuneration policy approved by the General Meeting;
- payment is subject to the fulfilment of demanding performance conditions;
- severance pay only applies to cases of forced redundancy;
- the amount of the severance pay may not exceed two years' remuneration (fixed and annual variable).

By way of illustration, Pascal Roché benefits from 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 indemnity corresponds to twenty-four months' remuneration based on the average fixed and variable monthly remuneration received during the twenty-four months prior to departure.

The Board of Directors decided that payment of severance pay is subject to compliance, duly noted by the Board of Directors at the time of or after the termination of office, with conditions related to the performance of the Chief Executive Officer, as assessed in relation to the Company's performance.

The severance payment is therefore subject to at least three of the following five performance criteria:
(i) financial ratios established by the loan agreements of the Ramsay Générale de Santé Group;
(ii) organic growth of the Ramsay Générale de Santé Group equal to or more than organic growth in the private hospital sector;
(iii) gross operating surplus established in the budget based on the budget for the year preceding the date of termination;
(iv) revenue established in the budget based on the budget for the year preceding the date of termination;
(v) non-overrun of the Capex established in the budget.

This severance pay was maintained without any change at the time of the renewal of the mandate of Mr Pascal Roché as Chief Executive Officer by the Board of Directors on 10 December 2019 and approved by the General Meeting on 10 December 2019 in accordance with the provisions of article L.225-42-1 paragraph 4 of the French Commercial Code in effect at the time.

Non-competition indemnity

The Board of Directors may grant a non-competition indemnity to the Chief Executive Officer in return for a non-competition obligation following the termination of his functions within the Company.

By way of illustration, Mr Pascal Roché is subject to a non-competition obligation for a period of twelve months from the date of cessation of functions. In exchange, Mr Pascal Roché receives a non-competition indemnity equal to three months of fixed remuneration paid over the last twelve months of employment.

This non-competition indemnity was maintained by the Board of Directors at its meeting on 10 December 2019, at the time of renewal of the Chief Executive Officer's term of office on 10 December 2019.

F. Equity ratio between the level of remuneration of corporate officers and the median and average remuneration of the Company's employees

In accordance with article L.225-37-3 of the French Commercial Code as amended by law n°2019-486 of 22 May 2019, (the "Pacte" law), the table below presents the level of remuneration of the Chief Executive Officer compared to 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 in order to allow comparison. It should be noted that Craig McNally does not receive any specific remuneration in relation to his duties as Chairman of the Board of Directors and the information required by Article L.225-37-3 of the French Commercial Code is therefore not applicable to him. *(This presentation may be subject to change based on any subsequent clarifications and official positions circulated to companies*)

Pascal Roché **Chief Executive Officer**	Financial year 2015 - 2016	Financial year 2016 - 2017	Financial year 2017 - 2018	Financial year 2018 - 2019	Financial year 2019 - 2020
Ratio to average employee remuneration	39	39	38.5	47	37
Ratio to median employee remuneration	42	42	41	50	40

5.3.2 REMUNERATION OF DIRECTORS

A. Remuneration policy for directors subject to approval by the General Meeting of 11 December 2020

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) at EUR 475,000 with effect from the financial year commencing 1 January 2015. This amount has remained unchanged since then.

For its part, the Board of Directors, on the recommendation of the Nominations and Remuneration Committee, established the rules for setting and allocating remuneration for the work of its members, which have also remained unchanged since 2015.

The directors only receive this remuneration distributed among them, within the limits of the overall allocation made at the annual general shareholders' meeting, for each twelve-month period corresponding to the calendar year and pro rata temporis for the duration of their term of office during that period.

The individual allocations of this remuneration are made as follows:

- A fixed annual share for each director: EUR 35,000;
- A fixed annual share for each committee member: EUR 10,000 (for one or more committee memberships);
- A fixed annual share for each committee chairperson: EUR 10,000 (for one or more terms of office as committee chairperson).

The Board takes the decision to pay the remuneration for the calendar year elapsed during the first session of the following calendar year.

This information is reported annually in the Company's Universal Registration Document.

B. Remuneration received by members of the Board of Directors for the financial year ended 30 June 2020

The table below details the remuneration received by members of the Board or their permanent representatives, with the exception of the Chairman of the Board (Craig McNally), whose remuneration is detailed above.

Amounts indicated are gross amounts (before withholding at source, charges and taxes).

The members of the Board of Directors who were in office in the last year of payment (i.e. 2020) are mentioned.

	Paid in 2019 for Year 2018	Paid in 2020 for year 2019
Anne-Marie Couderc		
Independant Member of the Board, Chairwoman of the Remuneration committee, Member of the Audit committee		
Compensation as Member of the Board	55.000	27.500
Other remuneration	none	none
Crédit Agricole Assurance		
Member of the Board, Chairman of the Audit committee, Member of the Risk committee		
Represented by Magali Chessé		
Compensation as Member of the Board	35.000	none
Other remuneration	none	none
Jean-Jacques Duchamp		
Member of the Board, Member of the Remuneration committee		
Compensation as Member of the Board	55.000	none
Other remuneration	none	none

Valérie Hortefeux		
Independant Member of the Board, Member of the Remuneration committee, of the Audit committee and of the Risk Committee		
Compensation as Member of the Board	45.000	22.500
Other remuneration	none	none
Carmel Monaghan		
Member of the Board, Chairwoman of the Risk committee		
Compensation as Member of the Board	none	none
Other remuneration	none	none
Ramsay Health Care UK Limited		
Member of the Board		
Represented by Peter Evans		
Compensation as Member of the Board	none	none
Other remuneration	none	none
Olivier Chrétien		
Member of the Board		
Compensation as Member of the Board	none	none
Other remuneration	none	none
Elvire Kodjo		
Member of the Board representative of the employees		
Compensation as Member of the Board	none	3.500
Other remuneration	none	none
Bruce Soden		
Member of the Board		
Compensation as Member of the Board	none	none
Other remuneration	none	none

Clarification concerning the amounts paid in 2020 for the year 2019: At its meeting on 25 June 2020 to approve payment of remuneration for directors in office during the calendar year 2019, the Board of Directors took note of the waiver by the directors appointed in accordance with the shareholders' agreement between the shareholders acting in concert (Ramsay Health Care (UK) Ltd and Predica) of the remuneration that may be allocated to them, and decided, after noting the waiver by the independent directors and the director representing employees of fifty per cent of the remuneration that may be allocated to them, to pay the amounts indicated in the table above.

It should be noted that Bruce Soden and Olivier Chrétien resigned from their positions as directors of the Company on 24 February and 25 June 2020, respectively, and Valérie Hortefeux's term of office will not be renewed at the shareholders' meeting of 11 December 2020.

5.4 REPORT OF THE CHAIRMAN OF THE BOARD ON CORPORATE GOVERNANCE

In accordance with the provisions of Articles L.225-37 et seq. of the French Commercial Code, the Board of Directors presents its report on corporate governance, approved at its meeting of 20 October 2020. This document contains all the information 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' report on corporate governance. The following cross-reference table identifies the information required in this document, which is incorporated by reference into this report.

Information required pursuant to Articles L.225-37 et seq. of the French Commercial Code	Document Section(s)	Document Page(s)
Governance (L. 225-37-4 of the French Commercial Code)		
List of all offices and functions held in any company by each corporate officer during the financial year	5.1.1	189-193
Agreements entered into, directly or through an intermediary, between, on the one hand, one of the corporate officers or one of the shareholders holding more than 10% of the voting rights of a company and, on the other, another company of which the former directly or indirectly holds more than half of the capital, with the exception of agreements relating to current transactions and concluded under normal conditions	6.3.1	229-230
A table summarising the delegations currently in force that have been granted by the General Meeting of shareholders in the area of share capital increases and showing the use made of these delegations during the financial year	6.4.4	239-240
The choice between one of the two methods general management of the Company	5.1.4	*195-196*
The composition, conditions of preparation and organisation of the work of the Board	5.2.3.2	201-202
The diversity policy applied to members of the Board of Directors	5.2.3.1	199-201
Any limitations that the Board of Directors may place on the powers of the Chief Executive Officer	5.2.2	199
The provisions of the Corporate Governance Code that have been set aside, the reasons why, and the place where this code can be consulted	5.2.1	197-199
The specific terms and conditions of shareholder participation at general meetings	5.2.4 B	204-205
A description of the procedure relating to regulated agreements and regulated and voluntary commitments established and implemented by the Company	N/A	N/A
Remuneration of executives (L.225-37-2 and L.225-37-3 of the French Commercial Code)		
Presentation of the remuneration policy for corporate officers to be submitted to the General Meeting of in the context of the ex-ante vote	5.3.1 E	212-214
The remuneration of corporate officers paid during the financial year ended or allocated on the basis thereof.	5.3.1 A, B, C and D	206-209
The relative proportion of fixed and variable remuneration	5.3.1 A and B 5.3.2 B	
The use of the possibility to reclaim the remuneration amounts paid	N/A	N/A
Commitments made to corporate officers in respect of the appointment, termination or change in their duties	5.3.1 – B 5.3.1 – D	206 -207 210-212
Remuneration paid or allocated by a consolidated company	N/A	N/A
Ratios between the remuneration of the company's executives and the average remuneration of employees	5.3.1 – F	214
Annual change in remuneration, performance of the company, average employee remuneration and the ratios mentioned above over the last five years, presented in a manner that permits comparison	5.3.1 – F	214
An explanation of how the total remuneration complies with the adopted remuneration policy, including how it contributes to the long-term performance of the company and how the performance criteria have been applied	5.3.1 A, B, C and D	206-209
The manner in which the vote at the last Ordinary General Meeting in accordance with Article L. 225-100 II has been taken into account	5.3.1	206

Information required pursuant to Articles L.225-37 et seq. of the French Commercial Code	Document	
Any deviation from the remuneration policy and any waiver applied in accordance with the second paragraph of Article L. 225-37-2, including an explanation of the nature of the exceptional circumstances and an indication of the specific elements waived	N/A	N/A
The implementation of legal provisions concerning the suspension of payment of directors' remuneration, where applicable	N/A	N/A
Information required pursuant to Articles L.225-37 et seq. of the French Commercial Code	**Document**	
	Section(s)	**Page(s)**
Elements likely to have an impact in the event of a public offer (L. 225-37-5 of the French Commercial Code)		
Structure of company capital	6.2.1 6.4.1	223-224 234-235
Statutory restrictions on exercise of voting rights and transfer of shares or the clauses of agreements brought to the knowledge of the company	6.2.4 B	225-228
Direct or indirect shareholdings in the Company's capital	6.2.1	223-224
The list of parties holding any shares with special control rights and description of same	N/A	N/A
Control mechanisms established in a potential employee shareholding system, when control rights are not exercised by employees	N/A	N/A
Shareholder agreements of which the company is aware and which may entail restrictions on the transfer of shares and exercise of voting rights	6.2.4 B	225-228
Rules applicable to the appointment and replacement of members of the Board of Directors and to the amendment of the Company's Articles of Association	6.4.7 B	242-245
The powers of the Board of Directors, in particular with regard to the issue or redemption of shares, are as follows	6.4.7 B	242-245
Agreements entered into by the Company that are amended or terminated in the event of a change of control of the Company	N/A	N/A
Agreements establishing remuneration for members of the Board of Directors or employees if they resign or are dismissed without good and sufficient cause, or if their employment is terminated due to a takeover or exchange offer	N/A	N/A

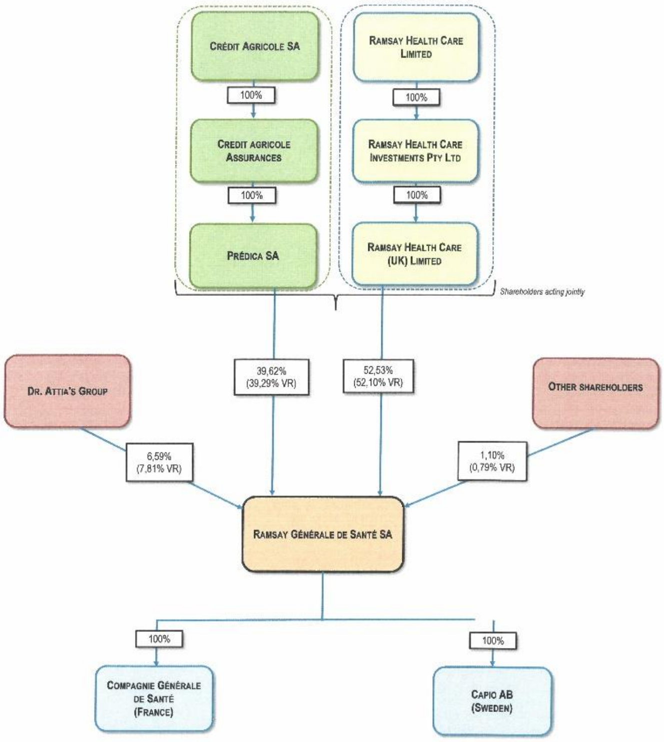
6.1 ORGANISATION

6.1.1 ORGANISATION CHART OF SHAREHOLDERS CONTROLLING THE COMPANY

Ramsay Générale de Santé S.A. (the "Company") is the parent company (holding company) of the Ramsay Santé Group, its shares are listed on Eurolist by Euronext Paris (Midcac index) and are eligible for the Deferred Settlement Service (SRD).

The simplified organisation chart of Ramsay Générale de Santé SA's share capital holding is presented below.

The percentages shown in this organisational chart are calculated on the basis of capital consisting of 110,389,690 shares, representing 185,557,242 theoretical voting rights as at 30 September 2020, as detailed in section 6.2.1 below, as well as historical data.

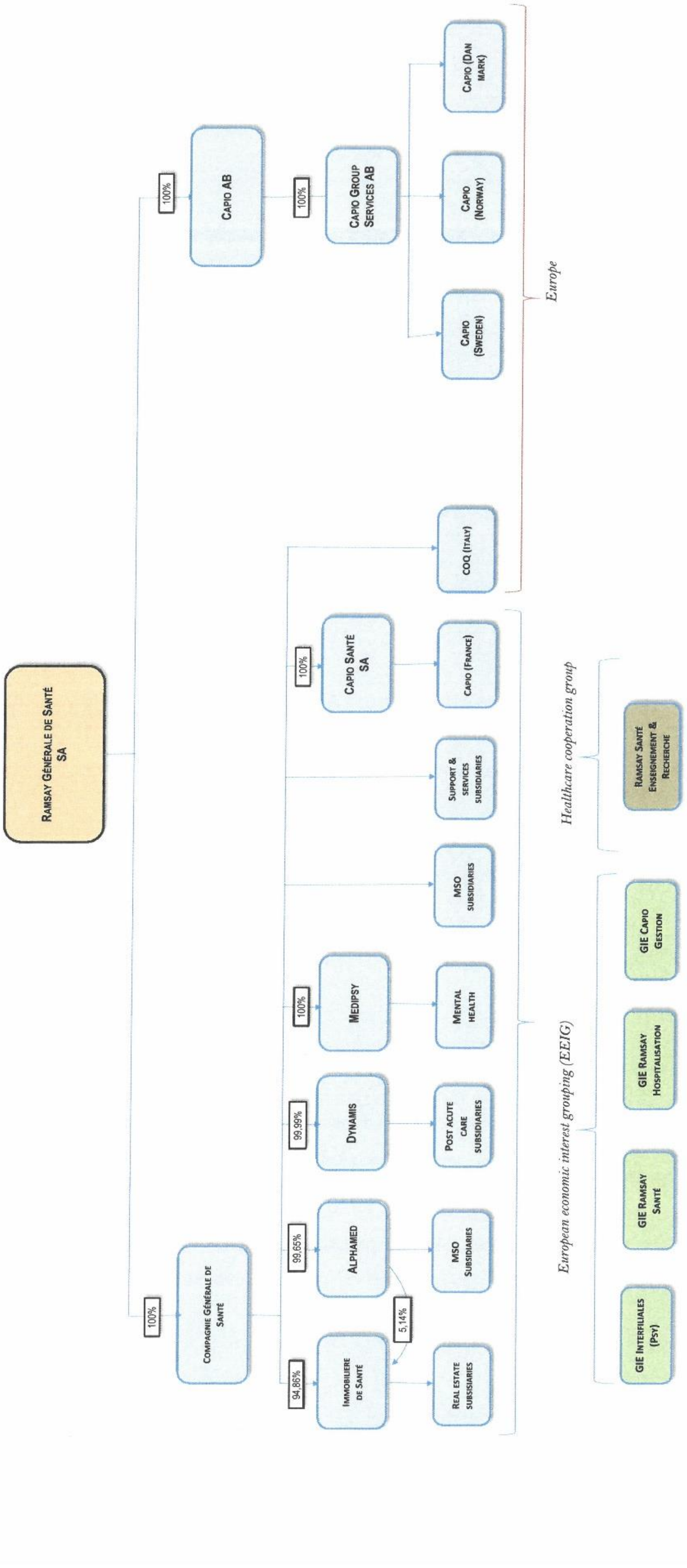


6.1.2 SIMPLIFIED GROUP ORGANISATION CHART

The organisational chart below shows a simplified structure of the shareholdings of the main companies making up the Ramsay Santé Group at the date of publication of this document.

The purpose and activity of the parent company is the direct ownership of two subsidiaries, which hold the operating and functional assets of the entire Group. To ensure management cohesion, Pascal Roché, Chief Executive Officer of Ramsay Générale de Santé SA (see part 5 above) is also Chairman of Compagnie Générale de Santé SAS (Paris) and Chairman and CEO of Capio AB (Stockholm). Pascal Roché also manages the economic interest groups dedicated to the Group's central services (see §6.1.3 B below), the Healthcare Cooperation Group (GCS), dedicated to research and teaching. He chairs the Ramsay Générale de Santé corporate foundation and the company Dynamis SA.

The direct or indirect subsidiaries of Compagnie Générale de Santé (France and Italy) and Capio AB (Nordics) have management bodies that correspond to their legal form and to the Group's geographic organisation. Thus, the managers of the healthcare institutions operated by the operating subsidiaries are the natural persons responsible at a local level (operations managers, division managers, facility managers), by country and by branch of activity. The functional subsidiaries are managed by members of the Executive Committee according to their respective purposes.


Ramsay Générale de Santé SA
100%
Capio AB
100%
Capio Group Services AB
Capio (Sweden)
Capio (Norway)
Capio (Danmark)
Europe
100%
Compagnie Générale de Santé
94,86%
Immobiliere de Santé
5,14%
99,65%
Alphamed
99,99%
Dynamis
100%
Medipsy
Real estate subsidiaries
MSO subsidiaries
Post acute care subsidiaries
Mental health
MSO subsidiaries
Support & services subsidiaries
100%
Capio Santé SA
Capio (France)
COQ (Italy)
European economic interest grouping (EEIG)
GIE Interfiliales (Psy)
GIE Ramsay Santé
GIE Ramsay Hospitalisation
GIE Capio Gestion
Healthcare cooperation group
Ramsay Santé Enseignement & Recherche

6.1.3 Organisation of the Group

A. Principles and organisation

Ramsay Générale de Santé SA is a pure holding company; 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 and imaging centres, as well as commercial or civil property or management companies, it being specified that common tools are deployed by the economic interest groups to provide functional support for the entire Group.

The operating subsidiaries are grouped under holding companies by country and/or by business, as shown in the organisation chart in Section 6.1.1 above. Ramsay Santé has 377 consolidated entities that are both historical and based on a network of business activities and areas in which the Group operates. The Group also includes property, financial and organisational companies, as well as companies that have historically been intermediates companies for the Group. The Group aims to simplify the ownership percentages of subsidiaries where possible.

Each of the Group's facilities operates under its own responsibility and is subject to the regulations applicable to its head office and the healthcare offer in the country in which it operates, 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 territorialisation of the supply of care as desired by the competent health authorities and in general by the supervisory bodies within the framework of national health policies.

B. Common and shared services

The operating entities are supported by shared management, advisory and support services entities which are generally constituted as economic interest groupings; these entities may also carry on their business in a commercial form. In return for the services provided, 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 the use of the various services by each member.

C. Group financing and cash flows

The Group's financing is discussed in section 2.4 of this document, the main focus of which is the Credit Agreement and its various financing lines, as well as internal resources from shareholders and the Company's accumulated profits.

The Group's financial links operate as follows:

- a capital system governed by common company and tax law (including dividend flows);
- a financial system operating through current accounts: the cash management agreements described above also define the nature of the parent / subsidiary current accounts, and allocate calculations of debtor and creditor interest rates in relation to the funds borrowed. Certain current accounts are "structural" and concern subsidiary acquisitions and the financing of restructuring investment packages, "contingency" current accounts concern the cash management by subsidiaries, cash-pooling and adjustments to the working capital requirement, and current accounts used by the main holding companies are employed for sums over EUR 50 million.

The Company has deployed a centralised cash management system to handle its cash flows. For this system to work, each Group company opens a bank account with banks specified by the Group. The accounts of subsidiaries are managed centrally by Centrale Ramsay Santé and Compagnie Générale de Santé, which act as pivot companies for the banks. There are two types of service contracts with banks:

- The first type is a cash-pooling contract, which consists of daily consolidation of the account of each company concerned in relation to the account of the pivot company.
- The second type is an interest scale merger contract, whereby the account of each company is only merged as interest on the account of the pivot company, and the accounts are posted quarterly.

6.2 MAIN SHAREHOLDERS

6.2.1 SHAREHOLDING OF THE COMPANY

At the date of publication of this activity report, Ramsay Générale de Santé's equity stood at EUR 82,792,267.50, composed of 110,389,690 shares with a par value of EUR 0.75 each, fully paid up.

At 30 September 2020, the share capital and voting rights of Ramsay Générale de Santé SA were distributed as follows:

	Number of shares	% of capital	Theoretical voting rights (1)	% of theoretical voting rights
Ramsay Health Care (UK) Limited (*)	57 993 112	52,53	96 662 256	52,09
Predica (*)	43 740 279	39,62	72 905 797	39,29
Sous total concert Ramsay Health (UK) Limited / Predica	101 733 391	92,16	169 568 053	91,38
Dr Attia's Group (2)	7 275 296	6,59	14 487 352	7,81
Treasury shares (3)	25 301	0,02	25 301	0,01
Other shareholders	1 355 702	1,23	1 476 536	0,80
TOTAL	110 389 690	**100**	185 557 242	**100**

(*) Shareholders acting in concert.
(1) This table takes account of shares with double voting rights acquired pursuant to the Articles of Association.
(2) Number of shares and voting rights held indirectly by Mr André Attia through Carolam Santé, SCA Attia Villard Fribourg, BA Partners, Rainbow Santé and Société L'Arche, acting jointly.
(3) This table takes into account treasury shares at 30 June 2020.

The table below sets out developments in the Company shareholding structure between 1 October 2018 and 1 October 2020 (shareholdings and voting rights):

	1st October 2018			1st October 2019			1st October 2020		
Shareholders	**Nuber of shares**	**% capital**	**% voting rights**	**Nuber of shares**	**% capital**	**% voting rights**	**Nuber of shares**	**% capital**	**% voting rights**
Ramsay Health Care (UK) Limited (1)	38.669.144	50,91	51,17	57.993.112	52,53	52,09	57.993.112	52,53	52,09
Predica (1)	29.165.518	38,4	38,59	43.740.279	39,62	39,29	43.740.279	39,62	39,29
Sub total (joint) (1)	**67.834.662**	**89,31**	89,77	**101.733.391**	**92,16**	91,38	**101.733.391**	**92,16**	91,38
Carolam Santé (2)	6.030.346	7,94	7,98	6.030.346	5,46	6,5	6.030.346	5,46	6,50
SCA Attia Villard Fribourg (2)	813.389	1,07	1,08	813.389	0,74	0,88	813.389	0,74	0,88
BA Partners Santé SA (2)	351.459	0,46	0,46	414.699	0,38	0,41	414.699	0,38	0,41
Rainbow Santé (2)	16.812	0,02	0,02	16.812	0,02	0,02	16.812	0,02	0,02
L'Arche (2)	50	0,00	0,00	50	0,00	0,00	50	0,00	0,00
Sub total (Dr. Attia's Group) (2)	**7.212.056**	**9,5**	9,54	**7.275.296**	**6,59**	7,81	**7.275.296**	**6,59**	7,81
Treasury shares	25.301	0,03	0,02	25.301	0,02	0,02	25.301	0,02	0,01
Other listed shareholders	135.625	0,18	0,18	161.551	0,15	0,14	127.171	0,12	0,13
Other bearer shareholders	749.451	0,99	0,5	1.194.151	1,08	0,64	1.228.531	1,11	0,68

(*) Theoretical voting rights pursuant to the stipulations of Article L.223-11 of the AMF's General Regulations.
(1) Shareholders acting in concert “major shareholders”.
(2) Shareholders acting in concert “Dr Andre Attia's Group”.

The Company's share capital did not change during the financial year ended 30 June 2020, or since that date.

6.2.2 STATEMENT IN RELATION TO CROSSING OF THRESHOLDS AND VOTING RIGHTS

Previous threshold crossings were reported to the AMF by Ramsay Health Care (UK) Limited and Predica, as follows:

- Notice published by the AMF on 6 October 2017 under number 217C2364 (declaration of threshold crossing).
- Notice published by the AMF on 18 October 2017 under number 217C2441 (declaration of threshold crossing).
- Notice published by the AMF on 20 February 2019 under number D&I 219C0301 (exemption from the obligation to file a proposal for a public takeover bid).
- Notice published by the AMF on 16 April 2019 under number 219C0661 (information following an exemption from the obligation to file a proposal for a public takeover bid).

No new threshold crossing declarations have been sent to the AMF since 16 April 2019.

6.2.3 DECLARATION IN RELATION TO THE VOTING RIGHTS OF MAIN SHAREHOLDERS

A double voting right is granted to any fully paid-up registered share for which proof is provided in accordance with the law that it has been registered in the name of the same shareholder for a period of at least two years; the double voting right automatically ceases under the conditions provided for by the French Commercial Code.

Developments in relation to the double voting rights carried by shares issued by the Company between 1 October 2018 and 1 October 2020 are as follows:

	1st October 2018	1st October 2019	1st October 2020
Number of shares	75 957 095	110 389 690	110 389 690
Thoretical voting rights	151 136 268	185 566 319	185 557 242
Shares to be deprived of voting right			
Treasury shares	25 301	25 301	25 301
Treasury bearer shares	0	0	0
Others	1 770 154	3 879 097	0
Current voting rights	**149 340 813**	**181 661 921**	**185 531 941**

Each month the Company posts the voting rights table for the last day of the preceding month on its website.

6.2.4 CONTROL OF THE COMPANY

A. Controlling shareholders

Since 1 October 2014, Ramsay Générale de Santé SA has been controlled by Ramsay Health Care (UK) Limited and Predica, acting in concert. Together, the two major shareholders hold 101,733,391 shares and 169,568,053 voting rights in the Company, representing 92.16% of the share capital and 91.38% of the voting rights of the Company at the date of publication of this document.

B. Shareholders' agreement between Ramsay Health Care Limited and Predica

On 30 September 2014, Ramsay Health Care (UK) Limited and Predica drew up a shareholders' agreement for the purposes of organising their relationship as shareholders of Ramsay Générale de Santé (formerly named Générale de Santé when the shareholders' agreement was entered into). The provisions of the shareholders' agreement relating to the Company's Board of Directors were amended on 12 December 2016. The main provisions of this shareholders' agreement, as amended on 12 December 2016, were notified to the public by the AMF in two notices published respectively on 8 October 2014 under number 214C2099 and 21 December 2016 under number 216C2885, under the following terms:

" Concert action:

Ramsay Health Care (UK) Limited and Predica declare they are acting in concert vis-à-vis 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 a simple majority from among the Board members 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 nominee proposed by Ramsay Health Care (UK) Limited to serve as Chairman of the Board;*
- *a Vice-Chairperson of the Board of Directors is appointed (or removed) by the Board by a simple majority of its members. The Vice-Chairperson is appointed from among the Predica representatives appointed to the Board of Directors, on a proposal from Predica;*
- *in the event of a tied vote, the Chairperson of the Board of Directors has a casting vote, but the Vice-Chairperson does not have a casting vote; and*
- *the CEO is appointed by a majority of board members following a proposal by Ramsay Healthcare (UK) Limited after consultation with Predica.*

b) Representation on board committees:

- *the shareholders' agreement stipulates that the board will have an audit committee and an appointments and remuneration committee.*
- *the audit committee will be composed of four members appointed for a term of four years – two representatives of Ramsay Healthcare (UK) Limited, one representative of Predica and one independent director pursuant to the French AFEP-MEDEF Code;*
- *the appointments and remuneration committee will be composed of four members appointed for a term of four years – two representatives of Ramsay Healthcare (UK) Limited, one representative of Predica and one independent director pursuant to the French AFEP-MEDEF Code;*
- *the chairmen of the two committees will be appointed following proposals by Predica.*

c) Board decisions taken on a qualified majority:

A number of major board decisions may only be taken by a qualified majority of two thirds of directors present or represented:

- *Approval of the business plan of the Générale de Santé Group (i.e. Générale de Santé or any company it controls directly or indirectly), of the annual budget (including an investment plan identifying the Group's investment projects) and amendments thereto;*
- *Any shares issued by Générale de Santé;*
- *Any decisions for submitting a resolution to the extraordinary General Meeting of shareholders of Générale de Santé;*
- *Any shares issued by any Group company (other than Générale de Santé);*
- *Any approval of stock option plans, allocations of free shares, and any similar plans concerning the Group;*
- *Any instructions issued by Générale de Santé to Group executives concerning their attendance of the general meetings of any Group company, when decisions by the General Meeting concern any major decisions;*
- *Unless specifically approved in the budget, any external growth projects or sales concerning all or part of the Group and not provided for in the investment plan, the unit value of which exceeds EUR 20,000,000 (enterprise value in the case of mergers or acquisitions);*
- *Unless specifically approved in the budget, any investment (other than those stipulated in the preceding paragraph) concerning any Group company and not provided for in the investment plan, the cumulative value of which exceeds EUR 15,000,000 in the course of one financial year;*
- *Unless specifically approved in the budget, any increase in Group debt that is in excess of EUR 20,000,000, or that brings the Group's consolidated debt ratio to more than four times its consolidated EBITDA for the last complete financial year;*
- *Unless specifically approved in the budget, any partnerships between a Group company and third party the annual cost of which exceeds EUR 20,000,000;*
- *Unless specifically approved in the budget and unless this is part of the normal course of business, any issuance of sureties, pledges or mortgages by any Group company;*
- *Any mergers, demergers or liquidations, unless they are intragroup operations;*
- *Any appointment of auditors for any Group company;*
- *Any decisions concerning prior approval of agreements pursuant to Article L. 225-38 of the French Commercial Code, with the stipulation that any board member concerned and/or any board members proposed by a party to such an agreement may not take part in the vote and will not be taken into account for the purposes of calculating quorum and calculating majorities;*
- *Approval of any measures taken before or during any public offer concerning the shares of Générale de Santé that could jeopardise the offer; and*
- *Any declarations or undertakings to carry out one of the operations stipulated above or issuances of options or any other agreement that could compel any Group company to carry out one of the operations stipulated above.*

d) *Decisions by the CEO requiring prior authorisation by the board:*

The CEO may only take the following decisions if previously authorised to do so by the board, unless the decisions have already been approved in the budget[24]:

- *Approval of amendment of the business plan and budget (including any investment plans and their financing plans);*
- *Transfer or issuance of any sureties (including any pledges) concerning any Group assets, not specifically approved in the budget or on an investment program already approved by the board, the unit value of which exceeds EUR 5,000,000;*
- *Any investment or acquisition of assets by any Group company not specifically approved in the budget or on an investment program already approved by the board, the unit value of which exceeds EUR 10,000,000;*
- *Issuance of any loans by any Group company to a non-Group borrower the unit value of which exceeds EUR 5,000,000;*
- *Appointments, resignations or removals and any major amendments to the terms and conditions of employment contracts or agreements with an employee or a corporate officer at any Group company whose gross annual remuneration (excluding benefits in kind) exceeds EUR 250,000;*
- *Any agreements by any Group company (other than those stipulated in point 3 above) the cost of which exceeds EUR 5,000,000;*
- *Any strategic agreements by any Group company in relation to the creation of a joint venture, a consortium or a partnership with any third parties (excluding commercial agreements), not specifically approved in the budget or on an investment program already approved by the board, in excess of EUR 5,000,000;*
- *Any credit or financing agreements by any Group company that are in excess of EUR 5,000,000, or that bring the Group's consolidated debt ratio to more than four times its consolidated EBITDA for the last complete financial year;*
- *Any transactional agreement concerning any litigation for claims in excess of EUR 1,000,000 and initiation or administration of any judicial, administrative or arbitration proceedings by any Group company, as either claimant or defendant;*
- *Acquisition of any shares (through mergers, contributions of Group assets to another company or any similar operations), excluding any acquisitions in connection with cash operations carried out as part of the normal course of business, not specifically approved in the budget or on an investment program already approved by the board, in excess of EUR 10,000,000.*
- *Any agreements by any Group company not stipulated above with any third parties, not specifically approved in the budget or on an investment program already approved by the board, the annual cost of which exceeds EUR 1,000,000 (excluding agreements drawn up as part of the normal course of business and under normal conditions);*
- *Any declarations or undertakings to carry out one of the operations stipulated above or issuances of options or any other agreement that could compel any Group company to carry out one of the operations stipulated above.*

Share transfers:

a) Commitment to respect investment ceiling:

- *The shareholders' agreement stipulates that the stake held by Predica in Générale de Santé may not at any time exceed 99% of the number of shares held by Ramsay Healthcare (UK) Limited and conversely, that the stake held by Ramsay Healthcare (UK) Limited may not account for less than 101% of the number of shares held by Predica.*
- *Moreover, neither Ramsay Healthcare (UK) Limited nor Predica may carry out purchases of Générale de Santé shares the effect of which would be to breach any of the thresholds leading to a mandatory public offering.*

b) Commitment to retain shares:

Ramsay Healthcare (UK) Limited and Predica have undertaken not to assign or in any other way transfer their shares in Générale de Santé for a period of five years[25].

---

[24] If they concern paragraph (c) above, the decisions below are taken on a two-thirds majority; other decisions are taken on a simple majority.

[25] There are a number of exceptions to this undertaking, particularly in the case of free transfers defined as: (i) disposals by the parties for the benefit of their respective affiliates, (ii) transfers of shares for the benefit of an identified minority shareholder, (iii) transfers of shares for the purpose of boosting the market liquidity of Ramsay Générale de Santé shares, (iv) purchase/sale transactions that do not affect the total number of shares held by each of the parties and (v) share transfers agreed between the parties.

c) *Right of first refusal*:

After the period stipulated for the undertaking to keep shares as explained above, the parties have mutually granted the right of first refusal if one of them wishes to sell all or some of its shares to a third party[26].

d) *Proportional joint sale rights*:

If one of the parties has not exercised its right of first refusal, this party will be entitled, if the assignor sells its shares to a third party, to sell a number of shares to the assignee representing the same stake held by the assignor in the capital of Générale de Santé.[2]

e) Market liquidity of Générale de Santé shares:

The parties undertake to do all they can to ensure that the market for Générale de Santé shares has a minimum float, with a target of between 15% and 20% of the capital on the basis of 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 procedures to increase the float if it accounts for less than 20% of the capital of Générale de Santé at this date.

f) Review clause:

The parties agree, within three months of the end of the mandatory period for holding shares, and within three months of each of the periods of two years for renewals of the shareholders' agreement, to meet to consider the possible sale of all or part of their stake in Générale de Santé.

Duration and term of the shareholders' agreement:

The shareholders' agreement is drawn up for a period of six years, and will subsequently be renewed by tacit agreement for periods of two years, in the absence of any objections on notice of six months. "

6.2.5 INFORMATION CONCERNING PROCEDURES FOR EXERCISE OF CONTROL OF THE COMPANY

Ramsay Générale de Santé is controlled by Ramsay Health Care (UK) Limited and Predica acting in concert. The two shareholders jointly hold 92.16% of its share capital, representing 91.38% of its voting rights at the date of publication of this document. Ramsay Health Care (UK) Limited and Predica are party to the shareholders' agreement described in paragraph 6.2.4 above. The Company does not believe that there is any risk of abuse of this control, in particular due to 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.

6.2.6 INFORMATION CONCERNING THE COMPANY'S CONTROLLING SHAREHOLDERS

In addition to the information provided in paragraph 6.2.1 above and the summary organisation chart in section 6.1, the following information concerns the shareholders bound by the shareholders' agreement described in paragraph 6.2.4 above:

Ramsay Health Care (UK) Limited

Ramsay Health Care (UK) Limited is a company registered in England and Wales and governed by the Companies Act 1985. As one of the leading companies in hospitalisation and private hospital services in the United Kingdom, it has the benefit of a network of 34 facilities that provide a wide range of specialised healthcare services for the benefit of patients under different schemes. Ramsay Health Care (UK) Limited also operates medical imaging and diagnosis units, and has neurological care facilities at three neurological rehabilitation units. Ramsay Health Care (UK) Limited employs over 5,000 people in the United Kingdom.

100% of its capital is held by Ramsay Health Care Investments PTY Limited (Australia).

[26] It should be noted that this does not concern disposals by a party of a number of shares representing, together with the disposals made over the preceding twelve months, less than 2% of Ramsay Générale de Santé capital or voting rights.

The main financial figures are as follows (at 30 June in the years concerned):

	2018	2019	2020
Net asset (M EUR)	461.2	686.6	581.4
Net asset per share (EUR)	1.49	2.21	1.87
Net income (M EUR)	-68.4	22.3	(13.0)
Net income per share (EUR)	(0.22)	0.07	(0.04)

Its Chief Executive Officer is Dr Andrew Jones.

Predica – Prévoyance Dialogue du Crédit Agricole

Predica, a wholly-owned subsidiary of the Crédit Agricole Assurances Group (in turn a wholly owned subsidiary of Crédit Agricole S.A.), is France's second largest life insurance company. Its leadership is based on the strength of the bank insurance model and the potential of its partner networks, chiefly regional savings banks and LCL. It operates a range of insurance to meet the needs of its customers and their relations throughout their lives. Predica has been successfully adapting to its environment for thirty years, and the company is now working to serve Crédit Agricole Group customers by developing insurance solutions that meet major challenges such as retirement and long-term care.

The key figures of the Crédit Agricole Assurances Group are as follows:

	2017	2018	2019
Outstanding account (B EUR)	279	285,2	304,2
Turnover (B EUR)	30,4	33,5	37
Net income (M EUR)	1431	1469	1518

Its Chief Executive Officer is Philippe Dumont.

6.2.7 Agreements that could bring about a change in control

To the knowledge of the Company, there are no agreements that could bring about a change in control at the Company.

It should be pointed out that the shareholders' agreement described in paragraph 6.2.4 above stipulates that Ramsay Health care (UK) Limited and Predica may not assign or transfer in any way their shares in Ramsay Générale de Santé over a period of five years (except in the case of free transfers defined as: (i) sales by the parties for the benefit of their respective affiliates, (ii) sales of shares for the benefit of an identified non-controlling shareholder, (iii) transfers of shares for the purpose of boosting the market liquidity of Ramsay Générale de Santé shares, (iv) purchase/sale operations that do not affect 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: Regulated agreements.

This section describes the transactions reported in the Company's financial statements that fall within the scope of the provisions of Articles L225-38 et seq. of the French Commercial Code. These transactions were covered by the regulatory time frames in an updated memorandum sent to the auditors under the conditions stipulated in Article R. 225-30 of the same code.

During the financial year ended 30 June 2020, no new agreements were submitted to the Board of Directors for authorisation.

During the financial year from 1 July 2019 to 30 June 2020, the following regulated agreements authorised during previous financial years, governing the Financing of the Ramsay Santé Group, were continued:

A. Mandate Letter

At its meeting on 1 October 2014, the Board of Directors, in accordance with the provisions of Article L. 225-38 of the French Commercial Code, authorised the conclusion of a debt agreement effective 1 October 2014, with various commitments. The financing is for a total amount of EUR 1.075 million, consisting of two tranches, an acquisition/capex credit and a revolving credit facility.

The Board authorised, under the same conditions, the conclusion by the Company of the Mandate Letter which forms part of the Financing Documents, in particular in view of the existing links between the Company and the other entities party to the Mandate Letter.

B. Credit Agreement

At its meeting on 1 October 2014, the Board of Directors, in accordance with the provisions of Article L. 225-38 of the French Commercial Code, 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 of any document to be entered into in order to implement the provisions of the Credit Agreement, and the removal of the conditions precedent relating to its use.

C. Subordination Agreement

In accordance with the provisions of Article L. 225-38 of the French Commercial Code, the Board of Directors' meeting of 1 October 2014 authorised the conclusion of the Subordination Agreement by means of which Ramsay Générale de Santé SA, as debtor, benefits from the liquidity it needs to repay its debt, with certain Group companies (Compagnie Générale de Santé, Alphamed and Immobilière de Santé as initial debtors), agreed third parties and the companies controlled by the Company within the meaning of Article L. 233-3 of the French Commercial Code as intragroup creditors.

D. 2017 Amendment

In the context of debt management, on 22 June 2017, the Board of Directors authorised the conclusion of an amendment to the above Credit Agreement, as well as the confirmation by the Company (in its capacity as agent and on behalf of its direct and indirect subsidiaries having the status of Debtors under the Credit Agreement) of the continuation of the joint and several sureties and various security interests previously granted under the Credit Agreement by the Company's direct and indirect subsidiaries. The amendment was signed on 11 August 2017.

E. Approval of the acquisition of Capio

In order to finance the acquisition of Capio, the Company:

- issued EUR 550 million in subordinated bonds, subscribed on 31 October 2018 by Ramsay Health Care (UK) and Predica under the terms of two subscription agreements (respectively, the "Ramsay Subscription Agreement" and the "Predica Subscription Agreement"); and
- benefited from a term loan of 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.

1 - <u>Ramsay Subscription Agreement</u>

The Board of Directors, at its meetings in July and October 2019, authorised the conclusion of the Ramsay Subscription Agreement, as amended and restated, in accordance with which Ramsay Health Care (UK) subscribed to the subordinated bonds issued by the Company, in the amount of EUR 313,527,459, in order to (i) pay or refinance the purchase price of the Capio securities tendered in the offer, (ii) pay or refinance the costs relating to the offer and (iii) refinance certain debts of the Capio Group with respect to third parties and pay any bank withdrawal fees, redemption premiums and other costs that may be due as a result of such refinancing.

2 - <u>Predica Subscription Agreement</u>

The Board of Directors, on the same dates, authorised the conclusion of the Predica Subscription Agreement, as amended and restated, in accordance with which Predica subscribed to the subordinated bonds issued by the Company, in the amount of EUR 236,472,541, in order to (i) pay or refinance the purchase price of the Capio securities tendered in the offer, (ii) pay or refinance the costs relating to the offer and (iii) refinance certain debts of the Capio Group with respect to third parties and pay any bank withdrawal fees, redemption premiums and other costs that may be due as a result of such refinancing.

3 - <u>Accession Deed</u>

At its meeting on 21 December 2018, the Board of Directors authorised the conclusion by the Company, Capio and Capio Group Services of the Accession Deed (under the*Incremental Facility* and in accordance with the terms of the Credit Agreement).

6.3.2 COMMITMENTS CONCERNING REMUNERATION AND RELATED BENEFITS FOR CORPORATE OFFICERS

Information concerning the remuneration of Craig McNally and Pascal Roché is provided in section 5.3.1 of this document.

A. Craig McNally (Chairman of the Board of Directors)

Craig McNally does not receive any remuneration for his mandate as Chairman of the Board of Directors other than the remuneration allocated to the members of the Board of Directors (formerly directors' fees) as set out in section 5.3.

B. Pascal Roché (Chief Executive Officer)

As Chief Executive Officer, Pascal Roché:

- receives an annual gross sum of fixed remuneration.

- may receive gross variable annual remuneration or bonuses that may represent up to 120% of his fixed annual remuneration subject to the achievement of quantitative and qualitative criteria, the payment of this variable remuneration is subject to the approval of the Ordinary General Meeting in accordance with the provisions of Article L.225-100 of the French Commercial Code;

- may receive exceptional remuneration, the payment of which is subject to the approval of the Ordinary General Meeting in accordance with the provisions of Article L.225-100 of the French Commercial Code;

- is entitled to healthcare expenses (mutual association) and a provident scheme in the conditions currently applicable to corporate officers of the Company.

- is entitled to unemployment insurance under the Corporate Officers' Social Guarantee ("GSC"), with twelve (12) months' cover representing compensation equal to fifty-five per cent (55%) of his net professional taxable salary.

Furthermore, Mr Pascal Roché is entitled to an aggregate indemnity in full discharge in the event of dismissal, non-renewal, forced departure or request for resignation from office as Chief Executive Officer:

- in relation to a change of the strategy he has implemented and promoted up to that point; or

- that occurs within twelve (12) months of acquisition of control (as defined by Article L. 233-3 of the French Commercial Code) of the Company, either by a party acting alone or several parties acting together.

The principles of these commitments were approved by the General Meeting in accordance with the applicable legal provisions on the remuneration of corporate officers and continued unchanged during the financial year ended 30 June 2020.

The components of the Chief Executive Officer's remuneration are detailed in section 5.3.1 of this document.

6.3.3 LIST OF CURRENT AGREEMENTS CONCLUDED UNDER NORMAL CONDITIONS (Article L225-39 of the French Commercial Code).

A. Tax consolidation agreement

The companies of the Ramsay Générale de Santé Group are bound by a tax consolidation agreement dated 1 January 2003 between the Ramsay Générale de Santé SA and its consolidated subsidiaries the purpose of which is to formalise the methods for allocating the additional tax savings or charges resulting from the tax consolidation system, which are applied as from the date on which the subsidiary joins the Group. This agreement continued unchanged during the financial year 2019-2020.

The agreement stipulates the way in which tax expenditure and savings arising from consolidation are to be shared out between the parent and the subsidiary, in due consideration of the following guidelines:

Tax consolidation in the reports of the consolidated Group must reflect the same accounting and financial position that each subsidiary would have with no tax consolidation.

The parent has tax savings as a result of consolidation of the results of companies within the scope of consolidation.

B. Cash management agreement

The Company has deployed a centralised cash management system, as described in paragraph 6.1.3 C of this chapter.

The agreement continued during the period ended 30 June 2020 and, on this basis, the Company is creditor of EUR 2,307,744.57 in current account interest on Compagnie Générale de Santé SAS. The Company did not owe interest during the same period.

6.3.4 OTHER AGREEMENTS

At 30 June 2020 and up until the date of publication of this document, the Company had no other agreements or commitments relating to its major shareholders.

6.3.5 Special report by the statutory auditors on the regulated agreements for the period ended 30 June 2020

As the statutory auditors of your company, we wish to present our report on regulated agreements.

It is our responsibility to inform you, on the basis of the information supplied to us, of the characteristics, main terms and the reasons justifying the Company's interest in agreements that were made known to us or that we identified in the course of our assignment, with no obligation to express an opinion on their utility or validity, or to conduct a search for other agreements. Pursuant to the provisions of Article R. 225-31 of the French Commercial Code, it is your responsibility to assess the benefit of entering into these agreements for the purposes of their approval.

We are also responsible, where applicable, for informing you concerning the information stipulated in Article R. 225-31 of the French Commercial Code concerning the implementation in the course of the past year of any agreements approved by the General Meeting.

We have carried out the procedures we considered necessary with regard to the professional criteria of the French National Auditing Body in relation to this engagement. These procedures consisted of verifying that the information provided to us is consistent with the source documents from which it was extracted.

Agreements subject to approval by the General Meeting

We wish to inform you that we have not been notified of any agreements authorised in the course of the past financial year to be submitted for approval by 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, were carried out in the course of the year.

- The various successive agreements governing the Financing of the Ramsay Santé Group, which were authorised in previous years under regulated agreements, have been continued on the following contractual basis:

1. **Mandate Letter**

   Nature and purpose

   Formal agreement for the mandate letter.

   Stipulations

   At its meeting on 1 October 2014, the Board of Directors, in accordance with the provisions of Article L.225-38 of the French Commercial Code, authorised the conclusion of a debt agreement effective 1 October 2014, with various commitments. The financing is for a total amount of EUR 1.075 million, consisting of two tranches, an acquisition/capex credit and a revolving credit facility.

   The Board authorised, under the same conditions, the conclusion by the Company of the Mandate Letter which forms part of the Financing Documents, in particular in view of the existing links between the Company and the other entities party to the Mandate Letter.

2. **Credit Agreement**

   Nature and purpose

   Credit Agreement concluded by your company and a number of subsidiaries controlled by the company as stipulated in Article L.233-3 of the French Commercial Code.

   Stipulations

   At its meeting on 1 October 2014, the Board of Directors, in accordance with the provisions of Article L. 225-38 of the French Commercial Code, 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 of any document to be entered into in order to implement the provisions of the Credit Agreement, and the removal of the conditions precedent relating to its use.

3. **Subordination Agreement**

   Nature and purpose

   Conclusion of the subordination agreement by your company and certain subsidiaries controlled by it within the meaning of Article L. 233-3 of the French Commercial Code.

Stipulations

At its meeting on 1 October 2014, the Board of Directors, in accordance with the provisions of Article L. 225-38 of the French Commercial Code, authorised the conclusion of the Subordination Agreement by means of which your company, as debtor, benefits from the liquidity it needs to repay its debt, with certain Group companies (Compagnie Générale de Santé, Alphamed and Immobilière de Santé as initial debtors), agreed third parties and the companies controlled by the Company within the meaning of Article L. 233-3 of the French Commercial Code as intragroup creditors.

4. **Amendment 2017 to the Credit Agreement.**

Nature and purpose

Amendment to the Credit Agreement.

Stipulations

In the context of debt management, on 22 June 2017, the Board of Directors authorised the conclusion of an amendment to the above Credit Agreement, as well as the confirmation by the Company (in its capacity as agent and on behalf of its direct and indirect subsidiaries having the status of Debtors under the Credit Agreement) of the continuation of the joint and several sureties and various security interests previously granted under the Credit Agreement by the Company's direct and indirect subsidiaries. The amendment was signed on 11 August 2017.

➢ The allocation of remuneration and benefits granted to executives and subject to the procedure for regulated agreements was maintained in favour of Mr Pascal Roché, Chief Executive Officer, under the following conditions:

With Pascal Roché, Chief Executive Officer of your company

Remuneration and other benefits in kind

Nature and purpose

Fixed remuneration, variable remuneration and related benefits

Stipulations

As Chief Executive Officer, Mr Pascal Roché:

- receives an annual gross sum of fixed remuneration;
- may receive annual gross variable remuneration or a bonus, payable within four months of the end of each financial year which, if targets are met, can be up to 100% of the fixed remuneration, and up to 120% if they are surpassed;
- is entitled to healthcare expenses (mutual association) and a provident scheme in the conditions currently applicable to corporate officers of the Company.
- is entitled to unemployment insurance under the Corporate Officers' Social Guarantee ("GSC"), with twelve (12) months' cover representing compensation equal to fifty-five per cent (55%) of his net professional taxable salary;

Furthermore, pursuant to the stipulations of Articles L.225-38 and L.225-42-1 of the French Commercial Code, Mr Pascal Roché is entitled to an aggregate indemnity in full discharge in the event of dismissal, non-renewal or request for resignation from office as Chief Executive Officer:

- in relation to a change of the strategy he has implemented and promoted up to that point; or
- that occurs within twelve (12) months of acquisition of control (as defined by Article L. 233-3 of the French Commercial Code) of the Company, either by a party acting alone or several parties acting together.

No amendments had been made to the principles of these commitments since the decision was taken, and thus they continued with no changes during the financial year 2019-2020.

The Statutory Auditors

Paris La Défense, 30 October 2020

DELOITTE & ASSOCIES		ERNST & YOUNG Audit	
Jean-Marie Le Guiner	Stéphane Lemanissier	Pierre Jouanne	May Kassis-Morin

6.4 ADDITIONAL INFORMATION CONCERNING SHARE CAPITAL

6.4.1 INFORMATION ABOUT THE SHARE CAPITAL

A. Share capital

At the date of publication of this document, the Company's share capital amounts to EUR 82,792,267.50, composed of 110,389,690 shares with a par value of EUR 0.75 each, fully paid-up.

B. Shares not recognised in the Company's equity

There are no shares that do not form part of the Company's equity.

C. Treasury shares

The Company did not purchase any treasury shares in the year ended 30 June 2020.

At 30 June 2020, the Company held 25,301 treasury shares directly, accounting for 0.02% of the share capital. In accordance with the regulations in force, treasury shares do not have voting rights.

D. Other shares granting access to the capital

At the date of publication of this document, there were no financial instruments granting access or potentially granting access to share capital, and no dilutions are therefore forthcoming.

E. Pledges granted on shares of the Company and its subsidiaries

There are no pledges on the shares of the Company's controlling shareholders Ramsay Health Care (UK) Limited and Predica.

Pursuant to the clauses and commitments contained in the 2014 Credit Agreement, as amended on 11 August 2017 (described in section 2.4 of this document), securities held by the Company or its subsidiaries Compagnie Générale de Santé and Alphamed were pledged in favour of the Group's lending institutions.

The table below shows pledges on the shares of direct or indirect subsidiaries of the Company at the date of this document:

Company names	Guarantor	Beneficiary (Securities agent and Lenders)	Number of pledge securities
Compagnie Générale de Santé	Ramsay Générale de Santé SA	BNP Paribas SA Barclays Bank PLC Crédit Agricole Corporate & Investment Bank Deutsche Bank AG, London Branch Natixis Natixis, London Branch	9.288.809 shares
Capio AB	Ramsay Générale de Santé SA	BNP Paribas SA en qualité d'agent des sûretés (Barclays Bank PLC, BNP Paribas SA, Crédit Agricole Corporate & Investment Bank, Deutsche Bank AG, London Branch Natixis et Natixis, London Branch en qualité de prêteurs)	141.159.661 shares
Capio Group Services	Capio AB	BNP Paribas SA en qualité d'agent des sûretés (Barclays Bank PLC, BNP Paribas SA, Crédit Agricole Corporate & Investment Bank, Deutsche Bank AG, London Branch Natixis et Natixis, London Branch en qualité de prêteurs)	101.898.196 shares
Immobilière de Santé	Compagnie Générale de Santé	BNP Paribas SA Barclays Bank PLC Crédit Agricole Corporate & Investment Bank	9.042.071 shares

		Deutsche Bank AG, London Branch Natixis Natixis, London Branch	
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

Pledge securities	**Guarantor**	**Beneficiary (Securities agent and Lenders)**	**Number of pledge securities**
Alphamed	Compagnie Générale de Santé	BNP Paribas SA Barclays Bank PLC Crédit Agricole Corporate & Investment Bank Deutsche Bank AG, London Branch Natixis Natixis, London Branch	9.801.069 shares
Performance Achats au Service de la Santé	Compagnie Générale de Santé	BNP Paribas SA Barclays Bank PLC Crédit Agricole Corporate & Investment Bank Deutsche Bank AG, London Branch Natixis Natixis, London Branch	2.500 shares
Hôpital Privé Parly II	Alphamed	BNP Paribas SA Barclays Bank PLC Crédit Agricole Corporate & Investment Bank Deutsche Bank AG, London Branch Natixis Natixis, London Branch	189.142 shares
Hôpital Privé de l'Ouest Parisien	Alphamed	BNP Paribas SA Barclays Bank PLC Crédit Agricole Corporate & Investment Bank Deutsche Bank AG, London Branch Natixis Natixis, London Branch	81.069 shares
Médipsy	Compagnie Générale de Santé	BNP Paribas SA Barclays Bank PLC Crédit Agricole Corporate & Investment Bank Deutsche Bank AG, London Branch Natixis Natixis, London Branch	2.500.000 shares
HPM Hôpital Privé Métropole	Compagnie Générale de Santé	BNP Paribas S.A. Barclays Bank PLC Crédit Agricole Corporate & Investment Bank Deutsche Bank AG, London Branch Natixis	7.953.601 shares

HPM Nord	HPM Hôpital Privé Métropole	BNP Paribas S.A. Barclays Bank PLC Crédit Agricole Corporate & Investment Bank Deutsche Bank AG, London Branch Natixis	2.411.244 shares

These pledges will end on the later of the following two dates:

- the date on which all of the Secured Obligations under the Credit Agreement will have been repaid in full, it being specified that all of the credit lines mature on 3 October 2022, and
- the date on which none of the Beneficiaries will have an existing obligation towards the Grantor or a Borrower, or Guarantor of which the Grantor is Guarantor under the Financing Documents.

The release of the pledges shall be given in writing by the Security Agent, representing the Beneficiaries, at the request of the Settlor. The Security Agent shall notify the holder of the securities account and the holder of the associated bank account pledged of the release of the pledges.

F. Pledges granted on shares of the Company and its subsidiaries

At the date of this document there were no conditional or unconditional agreements or options on the capital of any members of the Group.

G. Conditional or unconditional agreements or options on the capital of any members of the Group

The distribution of Company capital over the last three years is addressed in detail in paragraph 6.2.1 of this document.

6.4.2 DESCRIPTION OF THE SHARE BUYBACK PROGRAMME TO BE SUBMITTED TO A VOTE AT THE GENERAL MEETING ON 11 DECEMBER 2020

The objectives of the share buyback program to be submitted to a vote at the General Meeting on 11 December 2020 are as follows:

- their cancellation by way of a reduction in the Company's capital;
- their allocation following exercise of the rights attached to securities giving access to capital via reimbursement, conversion, exchange, presentation of a warrant or any other means;
- the implementation (i) of share option plans under the conditions of Articles L. 225-177 and following of the French Commercial Code or any similar plans, (ii) free share plans pursuant to the provisions of Articles L. 225-197-1 and following of the French Commercial Code, (iii) employee shareholder operations reserved for members of a company savings scheme carried out under the conditions of Articles L. 3332-1 and following of the French Employment Code, through the sale of shares previously purchased by the Company pursuant to this resolution, or making provision for free allocation of these shares in respect of a contribution in Company shares and/or in lieu of the discount and/or (iv) allocation of shares for the benefit of employees and/or corporate officers of the Company and/or related companies, pursuant to the legal and regulatory conditions applicable;
- the allocation of shares (for exchange, payment or otherwise) in the context of external growth, merger, demerger or contribution; and/or
- the market-making of the Company's shares by an investment services provider under a liquidity agreement in accordance with the code of ethics recognised by the Autorité des marchés financiers (AMF).

This programme is also intended to allow the implementation of any market practices that are permitted by the AMF after the Shareholders' Meeting of 11 December 2020, and more generally, the completion of any transactions that comply with the regulations in force. In this case, the Company shall officially notify its shareholders.

A. Maximum portion of capital to be purchased and maximum amount of funds allocated to the operation

The maximum purchase price is established as thirty euros (EUR 30) per Company share at a par value of seventy-five euro cents (EUR 0.75) each, excluding acquisition costs (or the equivalent of this amount in any other currency or monetary unit established with respect to several currencies).

The maximum purchase price is fixed at thirty euros (EUR 30) excluding acquisition costs per share of the Company (or the equivalent 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 cents (EUR 0.75) each, and notes that the maximum number of shares of the Company to be acquired cannot at any time exceed 10% of the total number of shares comprising the capital of the Company. This percentage applies to an amount of the capital of the Company which will, if necessary, be adjusted to take account of transactions affecting the capital subsequent to this Shareholder's Meeting, i.e. indicatively based on the share capital as at 30 September 2020, eleven million, thirty-eight thousand, nine hundred and sixty-nine (11,038,969) Company shares, representing a maximum theoretical value of three hundred and thirty-one million, one hundred and sixty-nine thousand and seventy euros (EUR 331,169,070), it being specified that when the shares are repurchased to increase the liquidity of the Company's shares under the general regulations of the AMF, the number of shares taken into account for calculating the 10% limit provided for above corresponds to the number of shares purchased, after deducting the number of shares sold during the term of the authorisation.

B. Procedures for buybacks

Company shares may be purchased at any time, except during periods of public offerings involving the Company's share capital, on one or more occasions, by any and all means, on either a regulated or non-regulated market, via a market-maker or over the counter, including the acquisition of blocks of shares or the utilisation of option strategies, potentially by any third parties acting on behalf of the Company in the conditions stipulated in the final paragraph of Article L. 225-206 of the French Commercial Code.

Company shares purchased in this fashion may be exchanged, sold or transferred by any and all means, on either a regulated or non-regulated market, via a market-maker or over the counter, including the sale of blocks of shares, in compliance with applicable regulations.

Dividends paid on shares in the Company held as treasury stock will be allocated to retained earnings.

All powers necessary are conferred upon the Board of Directors, with the option to sub-delegate under the conditions set by law and regulations, in the event of a change in the par value of the share, an increase in capital by incorporation of reserves, free allocation of shares, division or regrouping of securities, distribution of reserves or any other assets, depreciation of capital, or any other transactions involving equity, to adjust the maximum purchase price referred to above so as to reflect the impact of these transactions on the share value.

The Board of Directors is also empowered (and has the right of delegation of authority as permitted by laws and regulations) to implement this authorisation, and in particular to submit any stock exchange orders, to conclude any agreements, to perform any formalities or submit any declarations with any organisation and, more generally, to take any necessary or expedient action to implement decisions taken within the scope of this authorisation.

C. Duration and schedule of the buyback program

Pursuant to Article L225-209 of the French Commercial Code and the resolution that will be submitted for approval at the General Meeting, the share buyback programme may be carried out over a period of eighteen (18) months after the General Meeting on 11 December 2020.

6.4.3 SUMMARISED DECLARATION OF TREASURY SHARE OPERATIONS CARRIED OUT BY THE COMPANY ON THE BUYBACK PROGRAM

Declaration by the Company on 30 September 2020

Percentage of direct and indirect treasury shares	0.023%
Number of shares cancelled over the last 24 months	-
Number of shares held in portfolio	25,301
Carrying amount of the portfolio	EUR 328,611.17
Portfolio market value (1)	EUR 427,586.90

(1) Ramsay Générale de Santé share price at close of business on 30 September 2020: EUR 16.90.

Under the share buyback programs authorised by the General Meetings, no transactions have been carried out by the Company on its own shares over the last three financial years

	Cumulative gross flows		Open positions at 1 October 2020			
	Purchases	Sales/transfers	Positions open for purchase		Positions open for sale	
			Purchase options bought	Future purchases	Purchase options sold	Future sales
Number of shares	—	—	—	—	—	—
Average maximum maturity	—	—	—	—	—	—
Average transaction price (euros)	—	—	—	—	—	—
Average exercise price	—	—	—	—	—	—
Amount (euros)	—	—	—	—	—	—

6.4.4 SUMMARY TABLE OF DELEGATIONS OF AUTHORITY AND AUTHORISATIONS GRANTED TO THE BOARD OF DIRECTORS FOR THE PURPOSES OF ISSUING SHARES AND OTHER COMPANY SECURITIES, VALID AT THE REPORTING DATE

The table below shows the delegations of authority and authorisations issued to the Board of Directors for share capital increases, valid at the date of this document.

These delegations and authorisations were approved by the General Meeting of 13 December 2018. With the exception of the authorisation referred to in the twenty-fifth resolution granted for a period of eighteen months, the authorisation referred to in the twenty-seventh resolution granted for a period of thirty-eight months and the authorisation referred to in the twenty-eighth resolution granted for a period of twenty-four months, the delegations and authorisations were granted for a period of 26 months and are therefore valid until 12 February 2021.

Type of authorisation	Source (1)	Maximum nominal amount or percentage of share capital	Duration of the delegation as of 13 December 2018
Delegation of authority granted to the Board of Directors to make decisions regarding the issuance of shares and/or securities conferring or potentially conferring access to capital and/or issuance of securities conferring entitlement to debt securities, with preferential shareholder subscription rights maintained *(Articles L.225-129 et seq. and L.228-91 et seq. French Commercial Code)*	15th	a. **EUR 40,000,000**(2) b. **EUR 610,900,000**(3) (debt securities)	26 months
Delegation of authority granted to the Board of Directors to make decisions regarding the issuance of shares and/or securities conferring or potentially conferring access to capital and/or issuance of securities conferring entitlement to debt securities, with preferential shareholder subscription rights maintained withdrawn, for public offerings *(Articles L.225-129 et seq., L.225-135 et seq. and L.228-91 et seq. French Commercial Code)*	16th	a. **EUR 20,000,000**(2) (4) b. **EUR 610,900,000**(3) (debt securities)	26 months
Delegation of authority granted to the Board of Directors to make decisions regarding the issuance of shares and/or securities conferring or potentially conferring access to capital and/or issuance of securities conferring entitlement to debt securities, with preferential shareholder subscription rights maintained withdrawn, for public offerings relating to Article L.411-2 II of the French Monetary and Financial Code *(Articles L.225-129 et seq., L.225-135 et seq. and L.228-91 et seq. French Commercial Code – Art. L.411-2 II French Monetary and Financial Code)*	17th	a. **EUR 11,000,000**(2) (4) b. **EUR 122,180,000**(3) (debt securities)	26 months
Delegation of authority granted to the Board of Directors to increase the number of shares and/or securities giving or likely to give access to the capital to be issued in the event of a capital increase, with or without shareholders' preferential subscription rights. *(Art. L.225-129-2 and L.225-135-1 French Commercial Code)*	18th	**15% of the initial issue** (2) (3) (4) for issues performed under the 15th to 17th resolutions	26 months
Authorisation granted to the Board of Directors, in the event of an issue with cancellation of preferential subscription rights of shares and/or securities giving or likely to give access to the share capital, to set the issue price in accordance with the terms and conditions set by the General Meeting, within the limit of 10% of the share capital per 12-month period. *(Art. L.225-136 French Commercial Code)*	19th	**10% of Company capital** over a period of 12 months to the day of the issuing decision	26 months
Delegation of authority granted to the Board of Directors to make decisions on the issue of shares and/or securities conferring or potentially conferring access to capital as remuneration for contributions in kind relating to shares and/or securities conferring or potentially conferring access to capital *(Art. L.225-129 et seq., L.225-147 and L.228-91 et seq.; French Commercial Code)*	20th	a. **10% of Company capital** on the day of issue decision (2) (4) b. **EUR 61,090,000**(3) (debt securities)	26 months
Delegation of authority granted to the Board of Directors to decide to increase the share capital by incorporating reserves, profits, premiums or any other amount that may be capitalised. *(Art. L.225-129-2 and L.225-130 French Commercial Code)*	21st	**EUR 30,000,000**(2)	26 months
Delegation of authority granted to the Board of Directors to decide to issue shares and/or securities giving or able to give access to capital, with cancellation of the shareholders' preferential subscription right for doctors and other health care professionals pursuing their medical and/or paramedical activities in the facilities held by the Company and/or its subsidiaries. *(Art. L.225-129 et seq. and L.225-138 French Commercial Code)*	22nd	**EUR 1,600,000**(2) (4)	18 months
Delegation of authority granted to the Board of Directors to decide to issue shares and/or securities conferring or potentially conferring access to the capital, with preferential shareholder subscription rights withdrawn, reserved for members of savings schemes. *(Articles L.225-129 et seq., L.225-138-1 and L.228-91 et seq. French Commercial Code, L.3332-18 et seq. French Labour Code)*	23rd	**EUR 1,600,000**(5)	26 months
Delegation of authority granted to the Board of Directors to decide to issue shares and/or securities giving or likely to give access to the share capital, with cancellation of	24th	**EUR 1,600,000**(5)(6)	18 months

shareholders' preferential subscription rights and reserved for a category of beneficiaries. *(Art. L.225-129 et seq. and L.225-138 French Commercial Code)*			

Type of authorisation	**Source** (1)	**Maximum nominal amount or percentage of share capital**	**Duration of the delegation as of 13 December 2018**
Authorisation granted to the Board of Directors to grant existing or future free shares to eligible employees and/or corporate officers of the Company and/or its affiliates. *(Art. L. 225-197-1 et seq. of the French Commercial Code)*	25th	**3% of Company capital** at the date of the decision taken by the Board to allocate the shares (**0.3% of Company capital** in the case of shares allocated to corporate officers)(2) (4)	38 months
Authorisation granted to the Board of Directors to reduce the Company's share capital by cancelling treasury shares. *(Art. L. 225-209 et seq. of the French Commercial Code)*	26th	**10% of Company capital over a** period of 24 months	24 months

(1) Number of the resolution at the General Meeting on 13 December 2018.
(2) The nominal sum of the share capital increase carried out pursuant to the authorisation concerned is applied to the ceiling of EUR 40,000,000 established in the fifteenth resolution.
(3) The nominal sum of the debt securities issued pursuant to the authorisation concerned is applied to the ceiling of EUR 610,900,000 established in the fifteenth resolution.
(4) The nominal sum of the share capital increase carried out pursuant to the authorisation concerned is applied to the ceiling of EUR 20,000,000 established in the sixteenth resolution.
(5) This ceiling is separate and distinct from the ceilings established in the fifteenth and sixteenth resolutions.
(6) The nominal sum of the share capital increase carried out pursuant to the authorisation concerned is applied to the ceiling of EUR 1,600,000 established in the twenty-third resolution.

6.4.5 SUMMARY TABLE OF THE DELEGATIONS OF AUTHORITY AND AUTHORISATIONS PROPOSED TO THE COMBINED GENERAL MEETING ON 11 DECEMBER 2020 TO BE GRANTED TO THE BOARD OF DIRECTORS FOR THE PURPOSE OF ISSUING SHARES AND OTHER SECURITIES OF THE COMPANY, REPLACING THOSE REFERRED TO IN PARAGRAPH 6.4.4 ABOVE

The table below shows the delegations of authority and authorisations issued to the Board of Directors for share capital increases, as proposed to the General Meeting of 11 December 2020.

Type of authorisation	**Source** (1)	**Maximum nominal amount or percentage of share capital**	**Duration of the delegation as of 11 December 2020**
Delegation of authority granted to the Board of Directors to make decisions regarding the issuance of shares and/or securities conferring or potentially conferring access to capital and/or issuance of securities conferring entitlement to debt securities, with preferential shareholder subscription rights maintained *(Art. L.225-129 et seq. and Art. L.228-91 et seq. of the French Commercial Code)*	22nd	a. **EUR 40,000,000**(2) b. **EUR 888,000,000**(3) (debt securities)	26 months
Delegation of authority granted to the Board of Directors to make decisions regarding the issuance of shares and/or securities conferring or potentially conferring access to capital and/or issuance of securities conferring entitlement to debt securities, with preferential shareholder subscription rights maintained withdrawn, for public offerings other than those referred to in Article L.411-2 1° of the French Monetary and Financial Code *(Articles L.225-129 et seq., L.225-135 et seq. and L.228-91 et seq. French Commercial Code)*	23rd	a. **EUR 20,000,000**(2) (4) b. **EUR 888,000,000**(3) (debt securities)	26 months
Delegation of authority granted to the Board of Directors to issue shares and/or securities conferring or potentially conferring access to Company capital and/or issuance of securities conferring entitlement to debt securities, with preferential shareholder subscription rights withdrawn, for offerings stipulated in Article L. 411-2 1° of the French Monetary and Financial Code. *(Articles L.225-129 et seq., L.225-135 et seq. and L.228-91 et seq. French Commercial Code – Art. L.411-2 II French Monetary and Financial Code)*	24th	a. **EUR 11,000,000**(2) (4) b. **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 securities giving or likely to give access to the capital to be issued in the event of a capital increase, with or without shareholders' preferential subscription rights. *(Art. L.225-129-2 and L.225-135-1 French Commercial Code)*	25th	**15% of the initial issue** (2) (3) (4) for issues performed under the 15th to 17th resolutions	26 months
Authorisation granted to the Board of Directors, in the event of an issue with cancellation of preferential subscription rights of shares and/or securities giving or likely to give access to the share capital, to set the issue price in accordance with the terms and conditions set by the General Meeting, within the limit of 10% of the share capital per 12-month period. *(Art. L.225-136 French Commercial Code)*	26th	**10% of Company capital** over a period of 12 months to the day of the issuing decision	26 months

Type of authorisation	Source (1)	Maximum nominal amount or percentage of share capital	Duration of the delegation as of 11 December 2020
Delegation of authority granted to the Board of Directors to make decisions on the issue of shares and/or securities conferring or potentially conferring access to capital as remuneration for contributions in kind relating to shares and/or securities conferring or potentially conferring access to capital *(Art. L.225-129 et seq., L.225-147 and L.228-91 et seq.; French Commercial Code)*	27th	a. **10% of Company capital** on the day of issue decision (2) (4) b. **EUR 88,000,000**(3) (debt securities)	26 months
Delegation of authority granted to the Board of Directors to decide to increase the share capital by incorporating reserves, profits, premiums or any other amount that may be capitalised. *(Art. L.225-129-2 and L.225-130 French Commercial Code)*	28th	**EUR 43,600,000**(2)	26 months
Delegation of authority granted to the Board of Directors to decide to issue shares and/or securities giving or able to give access to capital, with cancellation of the shareholders' preferential subscription right for doctors and other health care professionals pursuing their medical and/or paramedical activities in the facilities held by the Company and/or its subsidiaries. *(Art. L.225-129 et seq. and L.225-138 French Commercial Code)*	29th	**EUR 2,330,000**(2) (4)	18 months
Delegation of authority granted to the Board of Directors to decide to issue shares and/or securities conferring or potentially conferring access to the capital, with preferential shareholder subscription rights withdrawn, reserved for members of savings schemes. *(Articles L.225-129 et seq., L.225-138-1 and L.228-91 et seq. French Commercial Code, L.3332-18 et seq. French Labour Code)*	30th	**EUR 2,330,000**(5)	26 months
Delegation of authority granted to the Board of Directors to decide to issue shares and/or securities giving or likely to give access to the share capital, with cancellation of shareholders' preferential subscription rights and reserved for a category of beneficiaries. *(Art. L.225-129 et seq. and L.225-138 French Commercial Code)*	31st	**EUR 2,330,000**(5)(6)	18 months
Authorisation granted to the Board of Directors to grant existing or future free shares to eligible employees and/or corporate officers of the Company and/or its affiliates. *(Art. L. 225-197-1 et seq. of the French Commercial Code)*	32nd	**3% of Company capital** at the date of the decision taken by the Board to allocate the shares (**0.3% of Company capital** in the case of shares allocated to corporate officers)(2) (4)	38 months
Authorisation granted to the Board of Directors to reduce the Company's share capital by cancelling treasury shares. *(Art. L. 225-209 et seq. of the French Commercial Code)*	33rd	**10% of Company capital over a** period of 24 months	24 months

(1) Number of the resolution at the General Meeting of 11 December 2020.
(2) The nominal sum of the share capital increase carried out pursuant to the authorisation concerned is applied to the ceiling of EUR 40,000,000 established in the twenty-second resolution.
(3) The nominal sum of the debt securities issued pursuant to the authorisation concerned is applied to the ceiling of EUR 888,000,000 established in the twenty-second resolution.
(4) The nominal sum of the share capital increase carried out pursuant to the authorisation concerned is applied to the ceiling of EUR 20,000,000 established in the twenty-third resolution.
(5) This ceiling is separate and distinct from the ceilings established in the twenty-second and twenty-third resolutions.

(6) The nominal sum of the share capital increase carried out pursuant to the authorisation concerned is applied to the ceiling of EUR 2,330,000 established in the thirtieth resolution.

6.4.6 ITEMS THAT COULD EXERT AN INFLUENCE IN THE EVENT OF A PUBLIC OFFERING

The information stipulated in Article L.225-37-5 of the French Commercial Code concerns items that could exert an influence in the event of a public offering, which must be set out in the report by the Chairperson of the Board of Directors.

The information required is set out in the following chapters of the Universal Registration Document:

Structure of company capital	6.2 “Main shareholders” 6.4 “Additional information concerning the share capital and provisions of the Articles of Association”
Statutory restrictions on exercise of voting rights and transfer of shares or the clauses of agreements brought to the knowledge of the company pursuant to Article L. 233-11	6.2 “Main shareholders” 6.4 “Additional information concerning the share capital and provisions of the Articles of Association”
Direct or indirect stakes in the company’s share capital of which the company is aware pursuant to Articles L. 233-7 and L. 233-12	6.2 “Main shareholders”
The list of parties holding any shares with special control rights and description of same	N/A
Control mechanisms established in a potential employee shareholding system, when control rights are not exercised by employees	N/A
Shareholder agreements of which the company is aware and which may entail restrictions on the transfer of shares and exercise of voting rights	6.2 “Main shareholders”
Rules applicable to appointments and replacements of members of the Board of Directors or the Supervisory Board, and to amendments of the Company's articles of association	5.2 “Practices of administrative and management bodies”
The powers of the Board of Directors or the Supervisory Board, with specific reference to share issues or buybacks	6.4 “Additional information concerning the share capital and provisions of the Articles of Association”
Agreements drawn up by the Company that are amended or curtailed in the event of a change in control at the Company, unless disclosure, notwithstanding legal disclosure obligations, would seriously impair its interests	2.4 “Cash flows and capital resources”
Agreements establishing compensation for members of the Board of Directors or the Supervisory Board or employees if they resign or are dismissed without good and sufficient cause, or if their employment is terminated due to a public offering	5.3 “Remuneration and benefits of corporate officers”

6.4.7 STATUTORY PROVISIONS

A. Corporate purpose (Article 2 of the Company’s articles of association)

Article 2 of the Company’s articles of association stipulates that the business purposes of the Company in France and any other countries are as follows:

- any commercial and financial operations in connection with healthcare, especially general protection of public health, healthcare protection for individuals and families, welfare action taken in connection with illnesses and patients, the disabled, the elderly and persons in a situation of distress or social inadaptation, and social and medical action to combat illnesses and health hazards;

- any commercial and financial operations in connection with any facilities, services, work, bodies or institutions public or private, making a contribution to any of the activities specified, particularly those providing medical care, such as nursing homes and retirement homes, hospitals and clinics, facilities specialising in medical and surgical activities, post-operative care and rehabilitation, and psychiatry and mental health facilities;

- the creation, acquisition, rent, lease, installation and operation of any facilities or businesses in connection with any of the activities specified;

- the rental, acquisition, operation and/or sale of any processes, patents, trademarks or licenses concerning these activities.

- direct or indirect interests of any kind in any public or private operations, enterprises or legal entities in connection with these activities;

- any operations making a direct or indirect contribution to fulfilling one of the business purposes set out above or that could enhance these purposes.

- the acquisition, holding, management and sale by any means of any interests in any companies or groups;

In a more general sense, this also includes any industrial, commercial or financial operations or operations with real estate or movables directly or indirectly connected to one of the business purposes set out above or any similar or related purposes.

B. Stipulations of the Articles of Association and Rules of Procedure concerning director bodies and management

a) Board of Directors (Article 14 of the Articles of Association)

The Company is run by a Board of Directors composed of at least six (6) members to a maximum of ten (10) members, notwithstanding any derogations laid down in law, especially in the event of mergers. At least one member shall be an independent director. At least one member shall be a director representing employees

Board members may be individuals or legal entities that are appointed and renewed by the ordinary General Meeting, and may be removed by the ordinary General Meeting at any time (notwithstanding any derogations laid down in law, especially in the event of mergers and demergers).

Board members are appointed for terms of four years, expiring after the ordinary General Meeting of shareholders ruling on the financial statements for the previous year, held in the year in which the term expires, notwithstanding stipulations concerning the age limit. They may be re-elected under the same conditions.

Individuals aged over of seventy-five years may not be appointed to the Board of Directors should their appointment have the effect of increasing the number of Board members who have reached this age to more than 50%. When this threshold has been exceeded, the oldest Board member is automatically considered to have resigned.

All legal entities appointed to the Board must designate on their appointment permanent representatives that are subject to the same conditions and obligations and undertake the same civil and criminal responsibilities as if they were members of the Board in their own name, without prejudice to the joint liability of the legal entities they represent.

In the event of a vacancy due to the death or resignation of one or more members of the Board, not reducing the number of Board members to less than six, the Board may make provisional appointments between two general meetings.

If the number of Board members becomes less than six but is not less than the legal minimum, the Board must make provisional appointments in order to bring its number to at least six members, within three months of the date on which the vacancy arises.

Appointments made by the Board pursuant to the two preceding paragraphs are subject to ratification at the next ordinary General Meeting. If they are not ratified by the ordinary General Meeting, the deliberations carried out and the action taken by the Board previously are no less valid.

If the number of Board members is reduced to less than the legal minimum, the Board members remaining must convene the ordinary General Meeting immediately in order to make up the numbers of the Board.

Directors appointed in substitution of others remain in their posts only for the period remaining of the term of their predecessors.

The Board of Directors also includes a director representing employees chosen by the union having received the most votes during the first round of elections mentioned in articles L. 2122-1 and L. 2122-4 of the Labour Code for the company and its direct or indirect subsidiaries with headquarters within the borders of France.

In accordance with the provisions of Article 14.1, the term of office of the director representing employees is four years and shall expire at the end of the ordinary General Meeting of shareholders called to approve the financial statements for the past financial year and held in the year in which the term of office of that director expires. The director representing employees may be reappointed.

The term of office may be terminated early under the conditions established by law and by this article 14.2, specifically in the event of the termination of his or her employment contract. If the conditions of article L. 225-27-1 of the French Commercial Code are no longer met, the director representing employees' term of office will end following the meeting during which the Board of Directors confirms the company's departure from the scope of applicability of the obligation.

In the case of a vacancy of the post of director representing employees for any reason, the post shall be filled according to the conditions established by article L. 225-34 of the French Commercial Code. The Board of Directors may still meet and deliberate validly until the director representing employees is replaced.

In addition to the provisions of article L. 225-29 para. 2 of the French Commercial Code, explicit mention is made of the fact that the absence of a director representing employees designated by the union selected according to this article 14.2 shall not affect the validity of the Board of Director's decisions.

Subject to the provisions of this article or the law, the director representing employees shall have the same status, the same powers and the same responsibilities as the other members of the Board.

The Board elects a Chairperson and a Vice-Chairperson from among its number, and establishes their remuneration and the duration of their functions, which may not exceed the duration of their terms as Board members. They may be re-elected, without prejudice to curtailment of terms established by the provisions of the French Commercial Code and, where applicable, application of the age limit.

The Chairperson and the Vice-Chairperson may not be more than seventy-five years old. When they reach this age during their term, the Chairperson or the Vice-Chairperson are automatically considered to have resigned after the first Board meeting subsequent to the date on which they reached the age limit.

The Chairperson organises and directs the work of the Board, and reports to the General Meeting in accordance with the law. The Chairperson ensures that the Company's bodies work properly, and specifically ensures that directors are able to carry out their functions.

The Chairperson reports to the General Meeting on the conditions for preparation and organisation of the work of the Board, the internal control procedures established by the Company, and any restrictions that the Board has placed on the powers of the Chief Executive Officer.

The Vice-Chairperson replaces the Chairperson in the event the latter is absent, temporarily prevented from carrying out functions, or in the event of the Chairperson's death or if the Chairperson's term of office is not renewed. In the event the Chairperson is temporarily prevented from carrying out functions, substitution is valid for the limited duration of the situation of prevention, and continues until the new Chairperson has been elected.

The Board meets as often as the interests of the Company require, and in any case at least four times a year. It is convened to meet by the Chairperson or, if the Chairperson is prevented from doing so, by the Vice-Chairperson.

At least one third of Board members in their functions or the Chief Executive Officer, when the Chief Executive Officer is not the Chairperson of the Board, may at any time issue a motivated written request to the Chairperson or, if the Chairperson is unavailable, to the Vice-Chairperson, to convene a meeting of the Board, fifteen days after the request has been received at the latest. If the request has not been acted upon, its author or authors, as the case may be, may convene the meeting themselves, indicating the agenda.

Meetings are called by all and any means, and may also be convened verbally. Members of the Board must be informed at least three calendar days before the date of the Board meeting, except for duly motivated emergency reasons.

Board meetings are held at any location stipulated in the notice convening the meeting. Board meetings may be held by video conference or by telecommunications conveying at least the voices of those attending and meeting the technical requirements to permit continuous simultaneous retransmission of the deliberations in such a way as to guarantee effective participation in the meetings, in accordance with the legal and regulatory provisions applicable.

A record is kept of attendance, and this is signed by Board members attending the meeting and lists the names of members considered to be in attendance by video conference or by telecommunications.

The Board is quorate for its deliberations only if at least half its members are present or represented.

Board members may issue written mandates to other members to represent them at Board meetings, and each member present or represented may only make use of a single mandate. The mandate must be signed by the issuer.

The Board appoints a secretary, who need not be a member of the Board.

Board meetings are led by the Chairperson or, failing this, by the Vice-Chairperson, or failing this by any other member of the Board designated by colleagues.

Decisions are taken on a majority of votes by members present, considered to be present or represented. In the event of a tie, the Chairperson shall have the casting vote. The Vice-Chairperson or, where applicable, the Chief Executive Officer if he is a member of the Board of Directors, never has a casting vote in the event of a tie.

In derogation of the preceding paragraph, by a two-thirds majority of members in attendance, considered to be present or represented, the Board adopts the following operations concerning the Company and/or the companies it controls pursuant to Article L. 233-3 of the French Commercial Code:

(i) Approval of the Group's business plan (for the purposes of this document, the "Group" means the Company and any company it controls directly or indirectly), the annual budget (this must include an investment plan identifying the Group's investment projects) (hereinafter the "Budget") and any amendments thereto.

(ii) Any issues of Shares by the Company, pursuant to authorisations and delegations of authority granted by shareholders at general meetings;

For the purposes of these articles of association, "Share(s)" means any shares, bonds or other financial securities issued or to be issued by the Company or any Group company or any other type of rights that confer or may confer access, directly or indirectly, immediately or in the future, that must be – or need not be – exercised, notified, or subject to any other formalities, via conversion, exchange, reimbursement, presentation or exercise of a warrant or an option or by any other means to the allocation of shares or financial securities representing or conferring access to a portion of share capital, profits, the liquidation surplus or to voting rights at the Company or a Group company, including with no restrictions any preferential subscription rights to any increases in the share capital of the Company or of a Group company or the issuance of any financial securities issued or allocated following transformations, mergers, demergers, contributions of assets or similar operations concerning the Company or any company in the Group.

(iii) Any decisions for submitting a resolution to the extraordinary General Meeting of shareholders of the Company;

(iv) Any Shares issued by any Group company (other than the Company);

(y) Any approval of stock option plans, allocations of free shares, and any similar plans concerning the Group;

(vi) Any instructions by the Company to corporate officers of the Group concerning their participation in general meetings of shareholders of any Group company, when the decision concerned is stipulated in this Article 14.3;

(vii) Unless specifically approved in the Budget, any external growth projects or sales concerning all or part of the Group and not contemplated in the investment plan, the unit value of which exceeds EUR 20,000,000 (enterprise value in the case of mergers or acquisitions);

(viii) Unless specifically approved in the Budget, any investment other than those stipulated in (vii) above concerning any Group company and not contemplated in the investment plan, the cumulative value of which exceeds EUR 15,000,000 in the course of one financial year;

(ix) Unless specifically approved in the Budget, any increase in Group debt that is in excess of EUR 20,000,000, or that brings the Group's consolidated debt ratio to more than four (4) times its consolidated EBITDA for the last complete financial year;

(x) Unless specifically approved in the budget, any partnerships between a Group company and third party the annual cost of which exceeds EUR 20,000,000;

(xi) Unless specifically approved in the budget and unless this is part of the normal course of business, any issuance of sureties, pledges or mortgages by any Group company;

(xii) Any mergers, demergers or liquidations, unless they are intragroup operations;

(xiii) Any appointment of auditors for any Group company;

(xiv) Any decisions concerning prior approval of agreements pursuant to Article L. 225-38 of the French Commercial Code, with the stipulation that any board member concerned and/or any board members proposed by a party to such an agreement may not take part in the vote and will not be taken into account for the purposes of calculating quorum and calculating majorities;

(xv) Approval of any measures taken before or during any public offer concerning the shares of the Company that could jeopardize the offer.

(xvi) Any declarations or undertakings to carry out one of the operations stipulated above or issuances of options or any other agreement that could compel any Group company to carry out one of the operations stipulated above.

After each meeting, the minutes are drawn up and signed by the Chairperson of the meeting and at least one other Board member. In addition to the items required by the applicable regulations, the minutes contain an indication of the consequences of any technical incidents concerning videoconferencing or telecommunications on the deliberations of the Board.

The Board determines the focus of Company business, and ensures it is put into practice. Subject to the powers explicitly reserved by law for general meetings of shareholders and within the confines of the business purpose, the Board addresses any issues concerning the proper operation of the Company.

It authorises operations within the scope of its competences and the agreements stipulated in Article 17 below.

At any time during the year, the Board performs any controls and verifications it deems appropriate, and may obtain documents to assist it in its task.

The Board may consult with the Chief Executive Officer and/or the Deputy Chief Executive Officer or Officers, who may be asked to attend Board meetings if they are not Board members.

The Board may decide to create one or more special committees to examine issues that the Board or its Chairperson submit to secure an opinion. It establishes Rules of Procedure which, in accordance with legal and regulatory provisions and these articles of association, stipulate procedures for the exercise of the attributions and functions of the Board, the Chairperson and the Chief Executive Officer, establish rules for the operation of Board committees and specify their respective functions and powers.

Members of the Board and any persons asked to attend meetings of this body are bound to the strictest confidentiality with regard to the deliberations of the Board, and also with regard to information that is confidential or presented as such by the person chairing the meeting.

b) Rules of Procedure governing the Board of Directors

On 20 November 2017 the Board of Directors an amended version of its rules of procedure with a view to establishing, for the Board itself and the three committees created by it, procedures for their operation and their tasks in addition to legal and statutory provisions and the provisions of the Company's articles of association. The Board of Directors adopted a revised version of the Rules of Procedure on 17 February 2016, particularly in order to account for the recently established procedures for the operation and duties of the Risk Committee.

The Rules of Procedure impose certain obligations on Board members to ensure that they are aware of the provisions applicable to them, in order to prevent any conflicts of interests and to ensure that they dedicate the necessary time and attention to their functions and that they act with loyalty.

The regulations also lay down the rules for the operation of the Board as stipulated in the articles of association.

They set out the principles governing procedures for decision-making by the Board and the majority rules applicable, depending on the nature of the decisions.

They also set out the tasks of general management in this context.

B. Non-voting observers (Article 16 of the Articles of Association)

Following a proposal by the Chairperson, the Board may appoint one or more non-voting observers, who may or may not be shareholders, to oversee application of the articles of association and, where necessary, present observations at general meetings of shareholders.

The term of their functions may be between two and six years. Non-voting observers may be re-elected indefinitely. They may be removed at any time following a decision by the Board.

Non-voting observers may receive remuneration, which is established by the Board.

Non-voting observers have access to the same information as members of the Board. Agreements drawn up by them with the Company are subject to the same rules as those applicable to agreements drawn up by members of the Board.

Non-voting observers are convened to Board meetings and take part in deliberations in an advisory capacity, and their absence may not impair the validity of deliberations.

At the date of this document the Company had not appointed any non-voting observers.

C. General Management (Article 15 of the Articles of Association)

a. Choice of designation of General Management
The Board of Directors has chosen to separate the role of Chairperson from that of Chief Executive Officer pursuant to these stipulations.

Pursuant to legal stipulations, responsibility for the Company's General Management is undertaken by the Chairperson of the Board who, in this case, is known as the Chairperson and Chief Executive Officer, or by another individual appointed by the Board and known as the Chief Executive Officer.

The Board makes its choice between the two procedures for exercise of general management on a majority of directors present or represented. The Board's choice is made known to shareholders and third parties under the conditions laid down in current regulations.

When the Company's General Management is undertaken by the Chairperson of the Board, the provisions of the articles of association and of the law concerning the Chief Executive Officer are applicable to the Chairperson of the Board.

The Board establishes the remuneration and the term of the functions of the Chief Executive Officer, and the term may not exceed the term of the Chief Executive Officer as a member of the Board. The Chief Executive Officer may be re-elected, without prejudice to instances of curtailment of terms established by the provisions of the French Commercial Code and, where applicable, application of the age limit.

The Chief Executive Officer may not be more than seventy-five years old. If he or she reaches this age during a term of office, the Chief Executive Officer is automatically considered to have resigned at the end of the first Board meeting following the date on which this age limit was reached.

b. Powers of the Chief Executive Officer and relations of the Chief Executive Officer with the Board

The Chief Executive Officer is invested with the broadest powers to act on behalf of the Company in all circumstances. The Chief Executive Officer exercises powers within the confines of the business purpose, subject to any powers that the law and/or these articles of association explicitly reserve for general meetings and/or the Board.

The Chief Executive Officer represents the Company in its relations with third parties. The Company is also bound by action taken by the Chief Executive Officer that is unrelated to the business purpose, unless it can prove that the third party was aware that the action concerned surpassed this purpose, or could not have failed to be aware of this in the circumstances, on the understanding that mere publication of the articles of association is insufficient proof in this regard.

At least once a quarter, and in any case whenever requested to do so by the Board, the Chief Executive Officer submits a report on Company progress to the Board.

The Chief Executive Officer reports on implementation of the annual budget to the Chairperson and Vice-Chairperson of the Board on a monthly basis.

The Chief Executive Officer must provide the Board with any other information and any other documents the latter deems appropriate for the purposes of carrying out its control tasks.

The Chief Executive Officer must observe the strictest confidentiality with regard to information of a confidential nature.

Restrictions of the powers of the Chief Executive Officer, if any, will be determined in the Rules of Procedure of the Board.

c. Deputy Chief Executive Officer

Following a proposal by the Chief Executive Officer, the Board may appoint one or more individuals to assist the Chief Executive Officer, known as Deputy Chief Executive Officers. There may be no more than five Deputy Chief Executive Officers.

The functions of the Deputy Chief Executive Officer may be conferred upon an individual, who need not be a member of the Board and has not reached the age of seventy-five at the date of the decision to appoint the Deputy Chief Executive Officer or renew the term of the Deputy Chief Executive Officer. When the Deputy Chief Executive Officer becomes older than seventy-five, he is automatically considered to have resigned.

The term of a Deputy Chief Executive Officer who is a member of the Board may not exceed the term of his directorship.

Deputy Chief Executive Officers may be removed by the Board at any time, following a proposal by the Chief Executive Officer.

If the Chief Executive Officer departs or is no longer able to carry out his functions, unless a decision is taken to the contrary by the Board, the Deputy Chief Executive Officers retain their functions and attributions until a new Chief Executive Officer has been appointed.

Following an agreement with the Chief Executive Officer, the Board determines the scope and duration of the powers conferred upon Deputy Chief Executive Officers. Deputy Chief Executive Officers have the same powers as the Chief Executive Officer vis-à-vis third parties.

As of the date of publication of this document, the Board of Directors has not appointed a Deputy Chief Executive Officer.

d. Management Committee

The Company has a Management Committee. The number of members on the Management Committee and its composition are established by the Chief Executive Officer. The Management Committee is a consultative body. In this capacity it assists the Chief Executive Officer as the latter deems appropriate in connection with strategic decisions concerning the Company.

D. Rights, privileges and restrictions attached to shares

a. Rights and obligations attached to shares (Article 13 of the Articles of Association)

Each share confers the right to one vote at general meetings of shareholders.

However, double voting rights are granted to all fully paid-up registered shares under the conditions and within the time limits set by law.

Each share issues entitlements to profits and corporate assets in proportion to the capital it represents.

Shareholders are only liable for losses in proportion to their contributions. Rights and obligations attached to shares remain with the shares as they change hands. Ownership of shares automatically entail adherence to the articles of association and the decisions taken at general meetings.

The heirs, creditors, dependent parties or other representatives of shareholders cannot require the Company's assets and securities to be sealed, nor can they demand they be shared or tendered. They may not involve themselves in their administration under any circumstances. For the purposes of exercising their rights, they must abide by corporate inventories and the decisions taken at general meetings.

Each time it is necessary to possess several shares to exercise any rights, or in the event of exchange, regrouping or allocation of shares, or as the result of a share capital increase or reduction, a merger or any other operation, the owners of isolated shares or a smaller number of shares than required may only exercise such rights provided *they personally make arrangements for the regrouping and, where applicable, the purchase or sale of the shares necessary.*

b. Payment of dividends (Article 27 of the Company's articles of association)

Procedures for payment of dividends are determined by the General Meeting or, failing this, by the Board.

In any case, payments of dividends in cash must be made within a maximum period of nine months after the end of the financial year, unless this is extended by a judicial order.

When a balance sheet drawn up during or at the end of the financial year and certified by one or more auditors shows, since the previous reporting date, along with the depreciation/amortisation allowance and any provisions necessary and less any losses from previous years, where applicable, sums to be allocated to reserves pursuant to the law or the articles of association, and in due consideration of profits carried forward, that the Company has made a profit, interim dividends may be distributed before the financial statements for the year have been approved. The sum of the interim dividend may not exceed the amount of profit thus defined.

In respect of all or part of the dividend distributed or interim dividends, the General Meeting is empowered to give each shareholder a choice between payment of the dividend or interim dividend in cash or in shares. Within the limits stipulated in law, it may also distribute Company assets by way of a dividend.

Payment of the dividend on shares in respect of which a person that has received an identification request by the Company in the conditions set out in Articles L. 228-2 to L. 228-3-1 or that has supplied incomplete or erroneous information will be deferred until the person has been properly identified.

c. Allocation of profits (Article 26 of the Company's articles of association)

The income statement summarising income and expenses during the financial year shows the profit or loss during that year, after deduction for depreciation/amortisation and provisions. At least five per cent is deducted from profit for the year, less any losses from previous years, to be allocated to the legal reserve. This deduction ceases to be mandatory when the legal reserve stands at one tenth of share capital.

Distributable earnings are composed of the profit for the year, less any losses from previous years and any sums to be allocated to reserves pursuant to the law or the articles of association, and plus any profits carried forward.

A deduction is made from this profit of any sum that the General Meeting may decide to carry forward to the following year or to allocate for the creation of any extraordinary funds, provident schemes or any other special or non-special funds.

The balance is distributed among all shareholders pro rata against their capital rights.

Losses in the year are carried forward to be applied to profits in subsequent years until they have been settled in full.

d. Right to the liquidation surplus

The liquidation surplus is distributed among shareholders in the same proportions as their shareholdings.

e. Changes to rights attached to shares

Any amendments to capital or to rights attached to the shares of which it is composed are subject to the provisions laid down in law. The articles of association do not make provision for any derogation rules.

E. General meetings (Articles 19 and 20 of the Company's articles of association)

The procedures for attendance of the Company's general meetings by shareholders are covered in Articles 19 and 20 of the articles of association, the main provisions of which are set out below.

a. Call to general meetings

General meetings are convened and deliberate in the conditions laid down in law. General meetings are held at the registered address or at any other location stipulated in the notice convening the meeting.

b. Attendance at general meetings

All shareholders are entitled to attend General Meetings, either in person or by proxy, subject to the following conditions:

- *For holders of registered shares: the shares must be listed in the name of the shareholder (or the proxy registered on behalf of the shareholder pursuant to the legal and regulatory provisions in force) by the second business day preceding the General Meeting at midnight (Paris time) in the registered share account held by the Company or its representative.*

- *For holders of bearer shares: the shares must be listed in the name of the shareholder (or the proxy registered on behalf of the shareholder pursuant to the legal and regulatory stipulations in force) by the second business day preceding the General Meeting at 00:00 (Paris time) in the bearer share account held by the agent authorised to keep their accounts, and registration must be proven by a shareholding attestation issued by the agent.*

Also, where appropriate, pursuant to the legal and regulatory provisions in force, shareholders must provide the Company with all means of identification required.

Shareholders may either attend the General Meeting in person or arrange a proxy representation through their spouse, their partner with whom they have entered into a civil solidarity pact, another shareholder of the Company or any other individual or legal entity of their choice, as provided by the law and regulations, or they may send a proxy to the Company without identifying a representative, as provided by the law and regulations, or they may write to the Company to request a remote voting form, by e-mail if necessary, as provided by the regulations in force. This written request must be delivered to or received at the registered address at least six days before the date of the General Meeting.

It is hereby stipulated that, if a proxy arrangement is addressed to the Company with no indication of the identity of the representative, the General Meeting will issue a 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. For the purposes of voting, shareholders must choose representatives that agree to vote in the manner indicated by the shareholders.

Pursuant to the law and regulations, shareholders may send their proxy form for any General Meeting by electronic means. Shareholders may also send their remote voting form for any General Meeting by electronic means. Any hard copy remote voting forms or proxy arrangements that arrive at the Company less than three days before the date of the General Meeting will not be considered. Electronic remote voting forms or proxy arrangements may be received by the Company or its representative up to the day before the General Meeting by 3:00 p.m. Paris time at the latest.

When an electronic request is submitted for an attendance card, proxy or remote voting, the electronic signature must meet the conditions of reliability as stipulated in the first sentence of paragraph two of Article 1316-4 of the French Civil Code, with an identification procedure to guarantee a link between the signature and the form, which may take the form of an identifier and a password.

Shareholders may also, if the Board so decides when convening the General Meeting, attend the General Meeting by videoconference or by means of telecommunication, including Internet, in accordance with the legal and regulatory provisions in force at the time of their use. Shareholders taking part in the General Meeting via one of the aforementioned means will be considered present for the purposes of calculating the quorum and majority.

In accordance with applicable regulations, the Company may use electronic communications instead of postal means to satisfy the formalities laid down in the regulations.

Two members of the works committee appointed by that committee, one belonging to the category of technicians and supervisors, and the other belonging to the category of general employees or, where applicable, the persons stipulated in Articles L. 2323-64 and L. 2323-65 of the French Labour Code, may also attend general meetings. Following their request to do so, they must be allowed to speak during any deliberations requiring a unanimous vote by shareholders.

One or more shareholders representing at least the percentage of share capital stipulated in law are entitled to request the addition of items and/or draft resolutions to the agenda of general meetings, in accordance with applicable legal and regulatory conditions. The works committee is entitled to request the addition of draft resolutions to the agenda of general meetings, in accordance with applicable legal and regulatory conditions.

c. Quorum and voting rights

At ordinary and extraordinary general meetings, the quorum is calculated on the basis of all shares comprising the share capital, and at special general meetings, on the basis of all shares held by the category concerned, after the deduction of shares not entitled to voting rights pursuant to legal provisions.

In the case of remote voting, only forms received by the Company within the deadlines stipulated in the preceding article will be taken into account for the purposes of calculating the quorum.

Voting rights carried by shares are proportional to the share capital they represent. Each share issues an entitlement to one vote.

General meetings may be validly held using videoconferencing facilities or by electronic telecommunication or teletransmission. Shareholders taking part in the General Meeting that use videoconferencing facilities or telecommunication means enabling their identities to be verified, the nature and conditions of application of which are determined by current regulations, are considered present for the purposes of calculating the quorum and majority.

Representatives that have met the obligations stipulated in paragraphs three and four of Article L. 228-1 of the French Commercial Code may transmit the votes or authorisations of an owner of shares that is not registered in France, as defined in Article 102 of the French Civil Code, provided they respond to the request by the Company or its representative for them to previously furnish, in the conditions laid down in law, the list of non-resident owners of the shares to which these voting rights are attached.

Votes or authorisations issued by representatives that have not declared themselves as such by virtue of paragraph four of Article L. 228-1 of the French Commercial Code or paragraph two of Article L. 228-3-2 of the French Commercial Code, or that have not disclosed the identity of the owners of the shares by virtue of Articles L. 228-2 or L. 228-3 of the French Commercial Code, cannot be accepted.

F. Identification of bearers of shares (Article 10.2 of the Company's Articles of Association)

For the purposes of identifying those holding bearer shares, the Company is entitled to request at any time, against remuneration at its expense, "at the central financial instruments depository", as the case may be, the name or corporate name, nationality, year of birth or date of incorporation and address of those holding shares conferring voting rights immediately or in the future at its general meetings of shareholders, the quantity of shares held by each of them and, where applicable, any restrictions that may be applicable to the shares in accordance with Articles L. 228-2 to L. 228-3-2 of the French Commercial Code.

If no reply is forthcoming within the legal and regulatory time frames or if inaccurate or incomplete information is furnished, the Company will be entitled to issue a direct request for this information to the persons stated on the list submitted by the body in charge of compensation, for whom the Company considers they may be acting and be registered as intermediaries holding shares on behalf of other parties. These persons are then bound, when they are effectively acting as intermediaries, to disclose the identity of the owners of the shares to the financial intermediary acting as an authorised account-holder, which is responsible for informing the Company.

In the case of registered shares conferring access to capital immediately or in the future, the intermediary registered in the conditions laid down in Article L. 228-1 of the French Commercial Code is bound, within the legal time frames, to disclose the identity of the owners of these shares at the request of the Company, which may be issued at any time.

Following operations arising 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 issue a request to any legal entity holding its shares with a stake in excess of one fortieth of the share capital and/or voting rights to disclose the identify of the persons directly or indirectly holding more than one third of the share capital of said legal entity or voting rights that are exercised at its General Meeting.

Failure by shareholders or intermediaries to meet their obligation to furnish the aforementioned information may, in the conditions laid down in law, entail suspension or deprivation of voting rights and entitlement to payment of the dividend attached to the shares.

Shareholders must, where applicable, make their own arrangements to obtain a whole number of financial securities or other rights distributed thus.

G. Sales, transmissions and breaches of statutory thresholds (Article 11 of the Company's Articles of Association)

Shares may be freely traded. Shares are transmitted by transfers from one account to another on the signed instructions of the assignor or the assignor's accredited representative.

In addition to the thresholds stipulated in the legal and regulatory provisions applicable, any individual or legal entity that, acting either alone or on a joint basis, directly or indirectly holds a number of shares accounting for more than one per cent of the Company's share capital or voting rights must notify the Company of the total number of shares and voting rights held by registered letter with recorded delivery sent to the registered address to the attention of the Chairperson of the Board, within five calendar days of breaching this shareholding threshold, certifying that the shares held are not held on behalf or under the control of another individual or legal entity.

This obligation of notification will also apply, under the same conditions, to any individual or legal entity that, acting either alone or on a joint basis, already holds a number of shares accounting for more than three per cent of the Company's share capital or voting rights, each time the party holds, acting either alone or on a joint basis, an additional number of shares accounting for one per cent of the Company's share capital or voting rights, until such time as the party holds, acting either alone or on a joint basis, a total number of shares accounting for more than two thirds of the Company's share capital or voting rights.

The same obligation of notification will apply, with the same time frame and procedures, each time the portion of share capital or voting rights falls below one of the thresholds stipulated above.

At the request, recorded in the minutes of the General Meeting of shareholders, of one or more shareholders accounting for at least three per cent of the Company's share capital or voting rights, failure to adhere to the obligation to declare breaches of these thresholds will be sanctioned, in the case of shares exceeding the portion that ought to have been declared, by deprivation of voting rights at any meeting of shareholders held up to expiry of a period of two years after the date of regularisation of notification.

H Indivisibility of shares – Usufruct (Article 12 of the Company's articles of association)

Shares are indivisible with regard to the Company.

Co-owners of indivisible shares are represented at general meetings by one of their number or by a common agent of their choice. If they cannot agree to the choice of an agent, the agent is appointed on an order by the President of the Commercial Court issuing a provisional ruling at the behest of the first co-owner to take action.

The voting right attached to the share belongs to the usufructuary at ordinary general meetings and to the bare owner at extraordinary general meetings. However, the holders of stripped-ownership shares may reach an agreement among themselves concerning any other form of distribution for the purposes of exercising voting rights at general meetings. In this case, they must make their agreement known to the Company by registered letter with recorded delivery sent to the registered address, and the Company must accept this agreement for any General Meeting held after expiry of one month following dispatch of the registered letter, and in this case the postmark accredits the date of dispatch.

Even when deprived of the right to vote, the bare owner is entitled to attend all general meetings.

I. Amendment of share capital (Article 9 of the Company's articles of association)

Share capital may be increased, reduced or redeemed by all procedures and in all manners permitted in law.

C. AMENDMENTS TO THE ARTICLES OF ASSOCIATION DURING THE YEAR

The Company did not make any changes to its Articles of Association during the financial year ended 30 June 2020.

D. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Combined General Meeting of 11 December 2020 will be asked to approve two amendments to the Articles of Association arising from the provisions of the French Pacte Law (Law No. 2019-486 of 22 May 2019 on the growth and transformation of companies).

It will thus be proposed to the General Meeting to amend Article 14 "Board of Directors" of the Articles of Association in order to provide for the appointment of a second director representing employees insofar as the Board of Directors comprises more than 8 members. This second director representing employees will be appointed by the second trade union organisation receiving the most votes in the first round of the elections in accordance with 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, within 6 months of the General Meeting.

It will also be proposed to the General Meeting to amend the Articles of Association to adopt a mission statement. The mission statement contains the principles that the Company intends to adopt and for which it intends to allocate resources to ensure compliance with these principles. Section 2 "Purpose" will be amended to include the Company's mission statement: improving health on a daily basis through constant innovation.

6.5 INFORMATION FROM THIRD PARTIES, DECLARATIONS BY EXPERTS AND DECLARATIONS OF INTERESTS

At the date of this document, the Company has no information from third parties, and has not received or been informed of any declarations by experts or declarations of interests.

6.6 INFORMATION ON SHAREHOLDINGS

Information concerning companies in which the Company holds a portion of the equity likely to have a major impact on appraisals of its assets, its financial position or its results is addressed in Section 6.1, while developments are addressed in Section 2.3 of this document.

❖

CHAPTER 7 - 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").

The statement by the person responsible for the information contained in this document appears at the beginning of the first chapter.

7.2 - STATUTORY AUDITORS

7.2.1 APPOINTED STATUTORY AUDITORS

DELOITTE & ASSOCIÉS

Tour Majunga, 6, place de la Pyramide
92908 Paris-la-Défense Cedex (France)
Member of the French Institute of Statutory Auditors, Versailles

The firm Deloitte & Associés was appointed by the General Meeting of shareholders on 1 June 2001 and subsequently renewed on 27 June 2007, 11 June 2013 and 13 December 2018. Its current term expires after the next ordinary General Meeting ruling on the financial statements for the year ended 30 June 2024.

ERNST & YOUNG AUDIT

Tour First, 1-2, place des Saisons
Paris La Défense 1 – 92400 Courbevoie (France)
Member of the French Institute of Statutory Auditors, Paris

The firm Ernst & Young Audit was appointed by the General Meeting of 16 December 2015. Its term expires after the next General Meeting ruling on the financial statements for the period ending 30 June 2021.

7.2.2 Alternate Statutory Auditors

B.E.A.S.

7-9, villa Houssay – 92200 Neuilly sur Seine (France)
Alternate Auditor for Deloitte & Associés
Member of the French Institute of Statutory Auditors, Versailles

The firm BEAS was appointed by the General Meeting of shareholders on 1 June 2001 and subsequently renewed on 27 June 2007, 11 June 2013 and 13 December 2018. Its term expires after the next ordinary General Meeting ruling on the financial statements for the year ended 30 June 2014.

AUDITEX

1-2, place des Saisons – Paris La Défense 1 – 92400 Courbevoie (France)
Alternate Auditor for Ernst & Young Audit
Member of the French Institute of Statutory Auditors, Paris

The firm Auditex was appointed by the General Meeting of 16 December 2015. Its term expires after the next General Meeting ruling on the financial statements for the period ending 30 June 2021.

7.2.3 TERMS OF OFFICE AND SIGNATORIES

No audit mandate is due to end this year.

The signatories are as follows:

FOR DELOITTE & ASSOCIATES

- Mr Jean-Marie Le Guiner and Mr Stéphane Lemanissier (for the statutory auditors).

FOR ERNST & YOUNG AUDIT

- Mr Pierre Jouanne and Ms May Kassis-Morin,

7.3 RESEARCH AND DEVELOPMENT TRADEMARKS, PATENTS AND LICENCES

7.3.1 RESEARCH AND DEVELOPMENT

Ramsay Générale de Santé SA's own business purpose is to serve as the holding and management company of its wholly-owned direct subsidiaries, Compagnie Générale de Santé SAS and Capio AB (see organisational chart in section 6.1 of this document) in which it holds 100% of the share capital. It does not conduct any other business.

As explained in detail in Chapter 6, given its pure function as a holding company, the Company is part of the "Investment funds and similar financial entities" categories of the French National Institute of Statistics and Economics (INSEE) with the APE code (main business operation) 6430Z according to the INSEE system. Most of the direct or indirect subsidiaries of both Compagnie Générale de Santé and Capio AB operate private hospitals, healthcare centres or ancillary businesses.

In this business context, the Company does not engage in research and development activities as defined by INSEE. Various Group facilities are authorised to carry on a range of research or development operations. The Group thus fosters the establishment of knowledge-sharing and exchange organisations (such as speciality clubs) which boost knowledge and encourage good practices. Similarly, the deployment of regional medical projects included in the strategy contributes to knowledge sharing. The Company has also created the Ramsay Santé corporate foundation, whose objective is to deploy initiatives, particularly in relation to sponsorship, supporting actions in the field of therapeutic innovation and health prevention. The Group subsidiaries are members of the Foundation.

The Company has also worked with its subsidiaries to create the first Healthcare Cooperation Group (GCS), which is dedicated to research and teaching. This Research & Teaching GCS enables the centralisation of activities in the field of research & teaching, and allows the allocated resources to be pooled in order to better meet the needs of research teams. The last three years have shown solid growth in clinical research, with several articles written in the leading scientific press to publicise the hospital brand and make the Group more attractive to researchers and academic and industrial promoters.

7.3.2 INTELLECTUAL PROPERTY

A – The Group exists and operates on the basis of a strong, protected identity. As a result, both the Company and its subsidiaries have an active policy of protecting intellectual property, and trademarks are first and foremost subject to appropriate filing and renewal procedures.

The Company owns the intellectual property rights to the trademark "Ramsay Santé", "Ramsay Générale de Santé" and "Générale de Santé", which are registered with the French Intellectual Property Office (INPI) in the form of trademarks and logos.

Following the acquisition of the Swedish group Capio at the end of 2018, whose brand is also protected in the countries in which it operates, the Group decided to deploy its global patient care offer in all the Group's facilities in Europe under the "Ramsay Santé" brand. In France, the Group will officially communicate under this new brand from October 2019, while the Group's clinics and hospitals will integrate this brand into a three-year image enhancement plan. In the other Group countries, Sweden, Norway and Denmark, the Group will continue to operate under the Capio brand, while emphasising its membership of the Group with the signature "*Part of Ramsay Santé*".

The Company is also the owner of the rights to the "Nous prenons soin de vous" [We take care of you] trademark, just as certain entities within the Group have registered trademarks or names based on local strategies related to one or more activities or locations, such as "Cancer Institutes", for example.

Registration and renewal of the rights are for a period of ten years from the date of registration or renewal, and this period may be renewed indefinitely.

The Company owns or holds rights in connection with items and data on its website, including text, designs, graphics, photographs, audio material and other video footage.

B – The Company is the owner, proprietor or holder of the intellectual property rights relating to its institutional or economic documentation, its press releases, its internal press, its brochures, catalogues, computer or educational supports, the texts and images it publishes.

In the contracts it signs with its partners and suppliers, the Company ensures that the territories of the various industrial or intellectual property rights, image rights, personality rights and, in general, data rights are scrupulously delimited. 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 have any patents.

The Company, its subsidiaries and service groups have subscribed, for their respective business needs, particularly for IT or communication purposes, to various software operating licences or use rights, or integration and deployment contracts for the material, immaterial or documentary resources required to perform their activities.

7.4 MAJOR CONTRACTS

At the date of publication of this document, the Group considers itself bound by agreements that are consistent with its business requirements and reasonable standards in the various matters concerned and entered into in the ordinary course of business.

As they are financing contracts relating in particular to senior debt, detailed information on them is provided in this document, mainly in sections 2.4 Financing, cash flows and capital resources and 3.1 Risk factors (in particular in the paragraph Risks relating to obtaining financing).

7.5 DOCUMENTS AVAILABLE TO THE GENERAL PUBLIC

Pursuant to Articles 9.6 and 19 of Regulation (EU) 2017/1129 of 14 June 2017, readers are referred to previous activity reports or Universal Registration Documents, including:

The annual financial statements, management report by the Board, the consolidated accounts and the report by the auditors on the consolidated financial statements for the year ended 30 June 2019, included in the Universal Registration Document registered with AMF, the French financial markets regulator, on 31 October 2019 under No. D.19-0923.

The annual financial statements, management report by the Board, the consolidated accounts and the report by the auditors on the consolidated financial statements for the year ended 30 June 2018, included in the activity report registered with AMF, the French financial markets regulator, on 31 October 2018 under No. D.18-0907.

- The update of this activity report registered with AMF, the French financial markets regulator, on 21 March 2019 under No. D.18-0907-A01.

The annual financial statements, management report by the Board, the consolidated accounts and the report by the auditors on the consolidated financial statements for the year ended 30 June 2017, included in the activity report registered with AMF, the French financial markets regulator, on 27 October 2017 under No. D.17-1013.

Copies of this Universal Registration Document are available free of charge from Ramsay Santé, 39 rue Mstislav Rostropovitch, 75017 Paris, and on the Ramsay Santé website (http://www.ramsaygds.fr) and the AMF website (http://www.amf-france.org)

The Company's press releases and corporate information are also available on its website at the following address: http://www.ramsaygds.fr.

The Company's Articles of Association and reports on general meetings, reports by the auditors and any 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.

Investor Relations

Arnaud Jeudy

Telephone: From France: 01 87 86 23 00 - From abroad: +33 187 862 300

Office: 39 rue Mstislav Rostropovitch 75017 Paris – France (head office).

Postal address: 39 rue Mstislav Rostropovitch CS 60053 750850 Paris Cedex 17.

7.6 CROSS-REFERENCE TABLE

Information required by the annual financial report	Activity report	
	Part / Section / Paragraph	Page(s)
Company's financial statements	2 / 2.3 / 2.3.3	92-110
Group's consolidated financial statements	2 / 2.3 / 2.3.2	39-91
Company management report:		
- Analysis of developments in business, the Company's results and financial position	2 / 2.3 / 2.3.3	116-117
- List of valid delegations of authority granted to the Board by the General Meeting of Shareholders	6 / 6.4 / 6.4.4	237-239
- List of items that could exert an influence in the event of a public offering	6 / 6.4 / 6.4.5	238-239
- Report by one of the statutory auditors, appointed as an independent third-party body, on consolidated social, environmental and corporate information appearing in the management report	4 / 4.14	187-188
- Services other than the Certification of the Accounts provided during the financial year by the statutory auditors	2 / 2.3 / 2.3.2	85
Group management report:		
- Description of the main risks	3	132-145
- Indications concerning financial instruments	2 / 2.3 / 2.3.2	80-81
- Review of financial position and results	2 / 2.2	26-38
Attestation by the person responsible for the annual financial report	7 / 7.1	250
Auditors' report on the company's financial statements	2 / 2.3 / 2.3.4	118-120
Auditors' report on the Group's consolidated financial statements	2 / 2.3 / 2.3.4	121-124
Fees paid to the auditors	2 / 2.3 / 2.3.2	85
Report of the Chairman of the Board on Corporate Governance	5 / 5.4	216-217

7.7 ABBREVIATIONS

ANSM	the French Agency for Medicines and Health Products
ARM	Medical Regulation Assistant
ARS	Regional Public Health Authority
ASH	Hospital Services Agent
CDD	Fixed term contract
CDI	Permanent contract
CE	Works council
CHSCT	Health, Safety and Working Conditions Committee
CICE	Competitiveness and Employment Tax Credit
CLIN	Nosocomial Infection Control Committee
COMEDIMS	Committee for Medicinal Products and Sterile Medical Devices
COVIR	Vigilance and Risk Monitoring Committee
CPAM	Primary health insurance fund
CSS	Health Security Unit
CVAE	Company value-added contribution
DMP	Shared Medical Record
DPAS	Professional Care Assistant Diploma
DSSI	Director of Nursing
EOH	Operational Hygiene Team
ESG	General Service Employees
ETP	Full Time Equivalent
FCPE	Corporate mutual investment fund
GHM	Diagnosis Related Groups (DRG)
GHS	Homogeneous Inpatient Groups
GHT	Territorial Hospital Groups
HAS	French National Health Authority
HPST	Hospital, Patients, Health and Territories Act
IADE	State-qualified Anaesthetist Nurse
IBODE	Operating Theatre Nurse
IDE	State-qualified Nurse
IFRS	International Financial Reporting Standards
IFSI	Nursing Training Institutes
MSO	Medicine Surgery Obstetrics
ONDAM	National Health Insurance Expenditure Target
OQN	National Quantified Target
PRAPS	Regional Programme for Access to Prevention and Care
PSRS	Regional Strategic Health Plan
CSR	Corporate social responsibility (CSR)
RUS	Care Unit Manager
SSIA	Home Nursing Care Service
Post-operative care and rehabilitation	Post-operative care and rehabilitation
T2A	Per-service pricing
VAT	Value-added tax
CGU	Cash Generating Unit
Carrying amount	Net carrying amount

Universal Registration Document 2020
Including the annual financial statements at 30 June 2020

CORRELATION TABLE (ANNEX 1 OF REGULATION (EC) NO 809/2004)