



## **Initial public offering of the MEDICA group: setting of the offering price for the French public offering and the international offering at €13 per share**

**Paris, February 8, 2010.** In order to take into account the recent deterioration in market conditions, the MEDICA group, a leading player in the French long-term and short-term dependency care market, announces it has set the offering price for its French public offering and international offering at €13 per share (the “**Offering Price**”), which is below the initial indicative price range previously communicated<sup>1</sup>.

The proceeds of the contemplated capital increases for the MEDICA group remain unchanged at €275 million, enabling the MEDICA group to implement its controlled growth strategy and significantly increase its financial capacity.

Predica, a subsidiary of Crédit Agricole Assurances, reaffirms its commitment to the MEDICA group and confirms its wish to invest a minimum amount of €40 million, at the Offering Price.

In view of the revised Offering Price, TBU-3 International S.A.<sup>2</sup> will not proceed with the announced sale of existing shares to Predica for an amount of €15 million in the context of the offering.

Consequently, Predica’s participation in the initial public offering will be structured through a reserved capital increase (*i.e.* approximately €20 million based on the revised Offering Price) and participation in the global offering.

The French public offering and the international offering will close on February 8, 2010 at 5 p.m. (Paris time). Trading in the MEDICA group’s shares on Euronext Paris (Compartment B) is expected to begin on February 10, 2010 (in the form of “*promesses d’actions*” until February 12, 2010 inclusive). The settlement and delivery of the shares is expected to occur on February 12, 2010.

### **Structure of the Offering**

The initial public offering of the MEDICA group will consist of:

- An offering of new shares through a global offering (the “**Global Offering**”) for an amount of approximately €255 million.

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<sup>1</sup> The previously communicated initial Offering Price range was between €16.0 and €19.5 per share

<sup>2</sup> A company owned by funds advised by BC Partners

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- A reserved capital increase to Predica of approximately €20 million at the Offering Price.
- A reserved capital increase to independent directors of the MEDICA group in France for an amount of €73,125 (the « **Reserved Offering to Independent Directors** »).
- An offering of newly issued shares by way of a capital increase, at the Offering Price, reserved for employees of the MEDICA group in France for a maximum amount of approximately €400,000 (the « **Employee Offering** »).

### **Terms of the Offering**

The Global Offering will consist of approximately €255 million, *i.e.* a number of 19,591,346 new shares representing approximately 40.9% of the share capital and voting rights of the MEDICA group after the initial public offering.

The orders which have been transmitted before the publication of this press release remain operative.

TBU-3 International S.A. and ICG Entities have granted an over-allotment option to the underwriters, which may be exercised from February 10, 2010 to March 11, 2010, for up to 15% of the Global Offering.

Should the over-allotment option be exercised in full, the Global Offering would be increased to a total amount of approximately €293 million, *i.e.* a number of 22,530,044 existing shares, representing approximately 47.0% of the share capital and voting rights of the MEDICA group.

Following the Global Offering and the conversion of the preference shares and the convertible bonds, which will occur on the settlement and delivery of the Global Offering, TBU-3 International S.A. would hold 24,489,172 shares of the MEDICA group, *i.e.* approximately 51.1% of the share capital and voting rights of the MEDICA group after the reserved capital increase to Predica, a subsidiary of Crédit Agricole Assurances, after the Reserved Offering to Independent Directors and after the Employee Offering and before the exercise of the over-allotment option. After the exercise of the over-allotment option, TBU-3 International S.A. would hold approximately 45.1% of the share capital and voting rights of the MEDICA group.

### **Banking Syndicate**

BNP PARIBAS, Credit Suisse and RBS are acting as Global Coordinators, Joint Lead Managers and Joint Bookrunners.

CALYON and HSBC are acting as Co-Lead Managers. ODDO ET CIE is acting as Co-Manager.

### **Public Information**

Copies of the prospectus that received visa number 10-015 from the AMF on January 25, 2010, consisting of the *Document de Base* registered on December 9, 2009 under number I.09-092 and a *note d'opération* (which includes a summary of the prospectus), are available free of charge at the MEDICA group, 39 rue du Gouverneur Général Félix Eboué, 92130 Issy-les-Moulineaux, and on the websites of the MEDICA group ([www.medica-france.fr](http://www.medica-france.fr)) and of the AMF ([www.amf-france.org](http://www.amf-france.org)). Potential investors are urged to consider the

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risk factors set forth in section 5 “Risk Factors” of the MEDICA group’s *Document de Base* and in section 2 “Risk Factors Relating to the Offering” of the *note d’opération*.

### **About MEDICA group**

The MEDICA group operates mainly in two business sectors: the “long-term care” sector (EHPAD, Etablissements d’Hébergement pour Personnes Agées Dépendantes) with 111 facilities at December 31, 2009 in France and in Italy and the post-acute and psychiatric sector, mainly at rehabilitation and recuperative care facilities and psychiatric facilities with 37 facilities at December 31, 2009. The MEDICA group has over 6,400 employees and confirmed its revenue forecast at December 31, 2009, which should amount to approximately €480 million.

Website: [www.medica-france.fr](http://www.medica-france.fr)

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