

OHI Group S.A.

OHI Group S.A. Announces Consent Solicitation Relating to its

U.S.\$400,000,000 13.000% Senior Secured Amortizing Notes due 2029

Regulation S Notes: CUSIP L7S61M AB5, ISIN USL7S61MAB59

Rule 144A Notes: CUSIP 67712M AB5, ISIN US67712MAB54

(the “Notes”)

Luxembourg, Luxembourg — July 16, 2025 — OHI Group S.A. (the “Issuer”) announced today that it launched a solicitation (the “Solicitation”) for consents (the “Consents”) from holders of the Notes (the “Holders”) to approve certain amendments and waivers to the indenture dated July 22, 2024 relating to the Notes (as amended or supplemented from time to time, the “Indenture”) to (a) provide for a mandatory redemption of \$20.0 million aggregate principal amount of Notes at a price of 105%, of the aggregate principal amount of such Notes, plus accrued and unpaid interest and Additional Amounts, if any, to be paid within five (5) Business Days of the Effective Time and (b) permit the Issuer to retain and utilize the remaining \$20.0 million of Unutilized Fleet Expansion Proceeds for general corporate purposes without the need to provide any additional security, (ii) waive any Defaults or Events of Default under the Indenture arising as a result of the current Fleet Expansion Mandatory Redemption provisions of the Indenture, and (iii) make any ancillary amendments to the Indenture required to effect the foregoing amendments and waivers (collectively, the “Proposed Amendments and Proposed Waivers”).

Adoption of the Proposed Amendments and Proposed Waivers under the Indenture requires the Consents of the Holders of a majority of the aggregate principal amount of the Notes then outstanding (such consents, the “Required Consents”). A Consent may be validly revoked by a Holder at any time prior to, but not on or after, the Effective Time (as defined below) and will automatically terminate and not be effective if the Required Consents are not obtained on or prior to the Expiration Time (as defined below). Assuming the Issuer receives the Required Consents, each present and future Holder will be bound by the Proposed Amendments and Proposed Waivers to the Indenture once they become operative, whether or not such Holder delivered a Consent.

The Issuer expects that, promptly after receipt of the Required Consents on or prior to the Expiration Time, it will give notice to BNY Mellon Corporate Trustee Services Limited as trustee under the Indenture (the “Trustee”) that the Required Consents have been received (such time, the “Effective Time”), and the Issuer and the Trustee will execute a supplemental indenture to the Indenture, at a convenient time as soon as practicable thereafter. Holders should note that the Effective Time may fall prior to the Expiration Time, and, if so, Holders may not be given prior notice of such Effective Time.

The Solicitation will expire at 5:00 p.m., New York time, on July 22, 2025 (such date and time, as the Issuer may extend from time to time in its sole discretion, the “Expiration Time”).

The Solicitation is being made solely on the terms and subject to the conditions set forth in the Issuer’s consent solicitation statement in respect of the Notes, dated as of July 16, 2025 (the “Consent Solicitation Statement”). The Issuer may, in its sole discretion, terminate, extend or amend the Solicitation at any time as described in the Consent Solicitation Statement.

Copies of the Consent Solicitation Statement may be obtained from Kroll Issuer Services Limited, the information and tabulation agent in connection with the Solicitation (the “Information and Tabulation Agent”), at ohigroup@is.kroll.com (Attn: Arlind Bytyqi) or +44 20 7704 0880. Holders of the Notes are urged to review the Consent Solicitation Statement for the detailed terms of the Solicitation and the procedures for consenting to the Proposed Amendments and Proposed Waivers.

Holders may also contact Morgan Stanley & Co. LLC, the solicitation agent, in connection with the Solicitation (the “Solicitation Agent”) at lmny@morganstanley.com (Attn: Global Debt Advisory Group) or +1 212-761-1057 or +1 800-624-1808.

This announcement is for information purposes only and does not constitute an offer to purchase Notes, a solicitation of an offer to sell Notes or a solicitation of consents of Holders and shall not be deemed to be an offer to purchase, a solicitation of an offer to sell or a solicitation of consents with respect to any securities of the Issuer or its affiliates. None of the Issuer, the Trustee, the Information and Tabulation Agent, the Solicitation Agent or any other person makes any recommendation as to whether or not Holders should deliver Consents. Each Holder must make its own decision as to whether or not to deliver Consents.

Forward Looking Statements

This release may contain forward-looking statements that involve substantial risks and uncertainties. All statements other than statements of historical facts included in this release including, without limitation, statements regarding OHI Group S.A.'s future financial position, risks and uncertainties related to its business, strategy, capital expenditures, projected costs and OHI Group S.A.'s plans and objectives for future operations, may be deemed to be forward-looking statements. Words such as "believe," "expect," "anticipate," "may," "assume," "plan," "intend," "will," "should," "estimate," "risk," and similar expressions or the negatives of these expressions are intended to identify forward-looking statements. By their nature, forward-looking statements involve known and unknown risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance. You should not place undue reliance on these forward-looking statements. OHI Group S.A. does not assume any obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise.

Cautionary Statement

Under no circumstances shall the Consent Solicitation Statement constitute an offer to sell or issue or the solicitation of an offer to buy or subscribe for the Notes in any jurisdiction. The Solicitation shall not be considered an "offer of securities to the public," or give rise to or require a prospectus in a European Economic Area member state or in the United Kingdom pursuant to Regulation (EU) 2017/1129 (as amended).

The Solicitation is not being made to, and no consents are being solicited from, holders or beneficial owners of the Notes in any jurisdiction in which it is unlawful to make such consent solicitation or grant such consents. However, the Issuer may, in its sole discretion and in compliance with any applicable laws, take such actions as it may deem necessary to solicit consents in any jurisdiction and may extend the consent solicitation to, and solicit consents from, persons in such jurisdiction.

The communication of the Consent Solicitation Statement and any other documents or materials relating to the Consents (as defined in the Consent Solicitation Statement) is not being made, and such documents and/or materials have not been approved, by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000 (the "FSMA"). Accordingly, the Consent Solicitation Statement is not being distributed to, and must not be passed on to, the general public in the United Kingdom. Rather, the communication of the Consent Solicitation Statement as a financial promotion is being made to, and is directed only at: (a) those persons in the United Kingdom falling within the definition of Investment Professionals (contained in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order")) or within Article 43 of the Order, or other persons to whom it may lawfully be communicated in accordance with the Order; or (b) persons outside the United Kingdom. The Consent Solicitation Statement is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which the Consent Solicitation Statement relates is available only to relevant persons and will be engaged in only with relevant persons.

The making of the consent solicitation may be restricted by laws and regulations in some jurisdictions. Persons into whose possession the Consent Solicitation Statement comes must inform themselves about and observe these restrictions.

This release and the information contained herein are for information purposes only and do not constitute a prospectus or an offer to sell, or a solicitation of an offer to buy or subscribe for, any securities in the United States of America or in any other jurisdiction.

For further information, please contact:

The Information and Tabulation Agent:

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The Solicitation Agent

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