

GECINA

French limited Company (société anonyme) with capital of €575,031,457.50

Registered office: 14-16, rue des Capucines - 75002 Paris - France

Paris trade and companies register: 592 014 476

(the "**Company**")

Meeting notice

Combined General Meeting on April 25, 2024

Gecina's shareholders are invited to take part in a Combined General Meeting (the "**General Meeting**") on Thursday April 25, 2024, from 3pm (CET) at Hotel Kimpton Saint-Honoré Paris, 20 rue Daunou, 75002 Paris, France.

The General Meeting will also be streamed live on the Company's website: www.gecina.fr.

Agenda of the meeting

Ordinary part

1. Approval of the corporate financial statements for 2023.
2. Approval of the consolidated financial statements for 2023.
3. Income appropriation for 2023 and dividend payment.
4. Option for 2024 interim dividends to be paid in shares – delegation of authority to the Board of Directors.
5. Statutory Auditors' special report on the regulated agreements and commitments governed by articles L.225-38 *et seq.* of the French Commercial Code.
6. Approval of the information mentioned in article L.22-10-9, I of the French Commercial Code relating to compensation for corporate officers for 2023.
7. Approval of the fixed, variable and exceptional components of the overall compensation package and the benefits in kind awarded during or for 2023 to Mr. Jérôme Brunel, Chairman of the Board of Directors.
8. Approval of the fixed, variable and exceptional components of the overall compensation package and the benefits in kind awarded during or for 2023 to Mr. Beñat Ortega, Chief Executive Officer.
9. Approval of the components of the compensation policy for the members of the Board of Directors for 2024.
10. Approval of the components of the compensation policy for the Chairman of the Board of Directors for 2024.
11. Approval of the components of the compensation policy for the Chief Executive Officer for 2024.
12. Ratification of the appointment as an Observer of Nathalie Charles.
13. Reappointment of Jérôme Brunel as a Director.

14. Appointment of Audrey Camus as a Director.
15. Appointment of Nathalie Charles as a Director.
16. Advisory opinion on the Company's aim of reducing the greenhouse gas emissions of its buildings in operation.
17. Authorization for the Board of Directors to trade in the Company's shares.

Extraordinary part

18. Delegation of authority to be given to the Board of Directors to decide to increase the Company's share capital by issuing—with pre-emptive subscription rights maintained—shares and/or marketable securities giving access to the capital, immediately or in the future and/or granting entitlement to debt securities.
19. Delegation of authority to be given to the Board of Directors to decide to increase the Company's share capital by issuing – with pre-emptive subscription rights waived – shares and/or marketable securities giving access to the capital, immediately or in the future and/or granting entitlement to debt securities, including as part of a public offer.
20. Delegation of authority for the Board of Directors to decide to increase the Company's share capital by issuing – with pre-emptive subscription rights waived – shares and/or marketable securities giving access to the Company's capital, immediately or in the future, and/or granting entitlement to debt securities, in the event of a public exchange offer initiated by the Company.
21. Authorization for the Board of Directors to increase the number of shares to issue in the event of a capital increase with pre-emptive subscription rights maintained or waived.
22. Option to issue shares or marketable securities giving access, immediately or in the future, to shares to be issued by the Company as compensation for contributions in kind, except in the case of a public exchange offer.
23. Delegation of authority for the Board of Directors to decide on an increase of the share capital by capitalization of premiums, reserves, profits or other amounts.
24. Delegation of authority for the Board of Directors to decide on an increase of the Company's share capital through the issue of shares and/or marketable securities giving access, immediately or in the future, to the capital, reserved for members of savings plans, with pre-emptive subscription rights waived in their favor.
25. Authorization for the Board of Directors to award existing or newly issued bonus shares to all employees and executive corporate officers of the Group or to certain categories of them.
26. Authorization for the Board of Directors to reduce the share capital by canceling treasury shares.

Ordinary part

27. Powers for formalities.

The agenda and the full texts of the proposed resolutions were published in the French official gazette (Bulletin des annonces légales obligatoires) no. 29 on March 6, 2024 and are available on the Company's website : www.gecina.fr, under Investors / General Meetings.

I. FORMALITIES FOR PARTICIPATION IN THE GENERAL MEETING

All shareholders, irrespective of the number of shares held, are entitled to attend this General Meeting in person or be represented by any individual or legal entity of their choice, or vote by post or online.

In accordance with article R. 22-10-28 of the French Commercial Code, the right to take part in the General Meeting is subject to securities being registered in a securities account in the name of the shareholder or their intermediary by the second working day before the Meeting, i.e. midnight (CET) on April 23, 2024:

- o **For registered shareholders:** in the registered securities accounts held by the Company; or,
- o **For bearer shareholders:** in the securities accounts held by their authorized intermediary which manages them. The authorized intermediaries will issue a shareholding certificate in the shareholder's name, appended to the dedicated voting form.

Shareholders may sell all or part of their shares at any time:

- o If sales take place before midnight (CET) on April 23, 2024, the postal votes or votes cast online, proxy forms, admission cards, possibly accompanied by shareholding certificates, will be rendered null and void or modified accordingly, as required;
- o If sales or any other transactions take place after midnight (CET) on April 23, 2024, regardless of the means used, they will not be taken into consideration by the Company.

1. Voting online - Votaccess platform

To encourage participation in this General Meeting, shareholders have the option to submit their voting instructions, appoint or dismiss a representative, and/or request an admission card online before the General Meeting with the Votaccess platform, under the conditions set out below:

- To access the General Meeting's dedicated site, holders of shares on a registered basis who would like to vote, appoint or dismiss a representative, and/or request an admission card prior to the General Meeting will need to sign in to the Espace Actionnaires site at <https://www.investor.uptevia.com> using the internet login details indicated on their voting form, or received by e-mail. Once they are on the site's homepage, they will need to click on "First-time log in" then follow the instructions to generate a password. Once they have signed in, they will need to select the "Online Voting" module and they will be redirected to the secure Votaccess platform.
- Bearer shareholders will need to contact their custodian to determine whether or not it is connected to the Votaccess site and, if applicable, if this access is subject to any specific conditions for use.
If the bearer shareholder's custodian is connected to the Votaccess site, the shareholder will need to identify themselves on their custodian's online portal with their usual access codes. The shareholder will then need to click on the icon shown on the line corresponding to their Gecina shares and follow the instructions on screen to access the Votaccess site and vote or appoint / dismiss a representative, or request an admission card.

The Votaccess site will be open from 10 am (CET) on April 10, 2024 to 3 pm (CET) on April 24, 2024, the day before the General Meeting.

It is recommended that shareholders with their access codes should not wait until the final few days to indicate how they would like to take part in the General Meeting in order to avoid potential bottlenecks on the website.

2. Attending the General Meeting in person

Shareholders who would like to attend the General Meeting in person must request an admission card under the following conditions:

- **For registered shareholders:**

Any registered shareholder may request an admission card from Gecina's Securities and Stock Market Department: 16, rue des Capucines, 75084 Paris Cedex 02, France or by e-mail at titres&bourse@gecina.fr.

Registered shareholders that have not received their admission card will nevertheless be able to attend the General Meeting by going to the dedicated counter and showing proof of their identity.

- **For bearer shareholders:**

Bearer shareholders may ask the authorized intermediary that manages their securities account for an admission card to be sent to them by Gecina based on the shareholding certificate submitted to it. This admission card is sufficient to attend the General Meeting in person; if bearer shareholders have not received their admission card in time or have misplaced it, they will be able to receive a shareholding certificate directly from said authorized intermediary and then present themselves at the General Meeting with this certificate.

Shareholders are advised that, for this General Meeting, the latest time for signing the attendance register will be the start of the discussions. If they arrive after the attendance register has been closed, shareholders will not be able to vote during the Meeting.

3. Voting by post

Shareholders who would like to vote by post will need to take the following actions:

- **For registered shareholders:**

Send a postal voting form (which the Company will send out directly to all registered shareholders).

- **For bearer shareholders:**

Bearer shareholders will need to request a postal voting form from the authorized intermediary that manages their securities account. This voting form will need to be sent accompanied by a shareholding certificate issued by the financial intermediary. The voting form will also be available on Gecina's website (www.gecina.fr), in the General Meeting section.

In both cases, postal votes will only be taken into account if the duly completed and signed forms reach Gecina's registered office, located at the abovementioned address, at least three days before the General Meeting, i.e. by Monday April 22, 2024 at the latest.

4. Voting by proxy

Shareholders who would like to be represented will need to take the following actions:

- **For registered shareholders:**

Return the proxy voting form sent out to them with their invitation to attend to the Company under the conditions set out below.

- **For bearer shareholders:**

Request a proxy voting form from the authorized intermediary that manages their securities account. This proxy voting form will also be available on the Company's website (www.gecina.fr), in the General Meeting section.

In accordance with article R. 22-10-24 of the French Commercial Code, notice of the appointment and dismissal of a representative may be given electronically, under the following conditions:

Shareholders will send an e-mail to titres&bourse@gecina.fr attaching a scanned copy of their signed proxy voting form, indicating their surname, first name, address and personal identifier, or their shareholding certificate for bearer shareholders, as well as the surname and first name of their representatives who are being appointed or dismissed. Scanned copies of proxy voting forms that have not been signed will not be taken into account.

Only notices for the appointment or dismissal of representatives may be sent to the abovementioned e-mail address.

To be taken into account, requests submitted electronically to appoint or dismiss representatives will need to be received at least one day before the General Meeting, i.e. by 3 pm (CET) on Wednesday April 24, 2024.

Paper proxy forms, duly completed and signed, must reach Gecina's registered office at the address indicated above by April 22, 2024 at the latest.

To dismiss their representatives, shareholders will need to follow the same process as for their appointment, in writing or electronically, as relevant.

This dismissal will need to have been received by Gecina by 3 pm (CET) on April 24, 2024 if submitted on the Votaccess website, or by April 22, 2024 if submitted by e-mail or post.

When shareholders have already voted by post, sent in proxy forms or applied for admission cards or shareholding certificates, they will no longer be able to choose another method for participating in the General Meeting.

Proxies appointed for the General Meeting will be authorized to attend successive General Meetings convened with the same agenda.

II. WRITTEN QUESTIONS FROM SHAREHOLDERS

Prior to the General Meeting, any shareholder may submit questions in writing to the Board of Directors until four working days before the General Meeting, i.e. April 19, 2024 inclusive.

These questions must be sent recorded delivery to Gecina, 16 rue des Capucines, 75084 Paris Cedex 02, France, marked for the attention of the Chairman of the Board of Directors, or emailed to titres&bourse@gecina.fr, and accompanied, for registered shareholders, by an account registration certificate, and for bearer shareholders, by a certificate confirming registration in the bearer securities accounts held by an intermediary referred to in article L. 211-3 of the French Monetary and Financial Code (Code monétaire et financier).

In accordance with the regulations, a common response may be provided for these questions when they concern the same content.

Answers to written questions may be published directly on the Company's website: www.gecina.fr, under Investors/General Meetings.

In accordance with article L. 225-108 of the French Commercial Code, answers to written questions will be considered to have been given when they have been published on the Company's website in a dedicated questions and answers section.

III. SHAREHOLDER RIGHTS TO INFORMATION

In accordance with legal and regulatory requirements, all the documents relating to this General Meeting will be made available to shareholders at the Company's registered office, within the legal and regulatory timeframes.

The Board of Directors' report, including a presentation of the reasons for the proposed resolutions and the summary table presenting the use of the latest financial authorizations are published on the Company's website at www.gecina.fr, under Investors/General Meetings.

In addition, the information and documents provided for under article R. 22-10-23 of the French Commercial Code will be published on the Company's website at www.gecina.fr, under Investors/General Meetings, at least 21 days before the General Meeting, i.e. Thursday April 4, 2024.

The Board of Directors.