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Invitation to attend / notice of meeting

ICADE

A French public limited company (société anonyme, SA) with a share capital of €116,203,258.54

Registered office: 27, rue Camille Desmoulins

92130 Issy-les-Moulineaux, France

Registered in the Nanterre Trade and Companies Register (RCS) under No. 582 074 944

NOTICE OF COMBINED GENERAL MEETING**TO BE HELD ON APRIL 19, 2024**

The shareholders of Icade (the “**Company**”) are hereby informed that a Combined General Meeting will be held on April 19, 2024 at 9:30 a.m. at the Company’s registered office located at Immeuble Open, 27 rue Camille Desmoulins, 92130 Issy-les-Moulineaux, France, to consider the agenda items and vote on the proposed resolutions set out below.

Agenda**Ordinary resolutions:**

1. Approval of the separate financial statements for the year ended December 31, 2023 – Approval of non tax deductible expenses and charges
2. Approval of the consolidated financial statements for the year ended December 31, 2023
3. Appropriation of profits for the financial year and determination of the dividend amount
4. Statutory Auditors’ special report on regulated related party agreements and approval of the new agreements mentioned therein
5. Reappointment of PricewaterhouseCoopers Audit as principal statutory auditor
6. Appointment of Mazars as statutory auditor responsible for the assurance of sustainability reporting
7. Ratification of the temporary appointment of Ms Dorothée Clouzot as director
8. Ratification of the temporary appointment of Mr Olivier Lecomte as director
9. Ratification of the temporary appointment of Ms Nathalie Delbreuve as director
10. Reappointment of Ms Nathalie Delbreuve as director
11. Reappointment of Ms Laurence Giraudon as director
12. Reappointment of Ms Florence Péronneau as director
13. Reappointment of Mr Frédéric Thomas as director
14. Appointment of Mr Bruno Derville as director to replace Mr Georges Ralli
15. Approval of the remuneration policy for the members of the Board of Directors
16. Approval of the remuneration policy for the Chairman of the Board of Directors
17. Approval of the remuneration policy for the Chief Executive Officer and/or any other corporate officer
18. Approval of the information referred to in section I of Article L. 22-10-9 of the French Commercial Code

19. Approval of the fixed, variable and exceptional components of total remuneration and benefits of any kind paid during the past financial year or granted for the same period to Mr Frédéric Thomas, Chairman of the Board of Directors
20. Approval of the fixed, variable and exceptional components of total remuneration and benefits of any kind paid during the past financial year or granted for the same period to Mr Nicolas Joly, Chief Executive Officer from April 21, 2023
21. Authorisation to be given to the Board of Directors to have the Company repurchase its own shares under Article L. 22-10-62 of the French Commercial Code
22. Say on Climate
23. Say on Biodiversity

Extraordinary resolutions:

24. Authorisation to be given to the Board of Directors to cancel the shares repurchased by the Company under Article L. 22-10-62 of the French Commercial Code
25. Delegation to be given to the Board of Directors to increase the share capital by issuing ordinary shares and/or securities entitling their holders to shares in the Company, subject to a maximum limit of 10% of share capital, in consideration for contributions in kind of equity instruments or securities entitling their holders to shares in the Company
26. Authorisation to be given to the Board of Directors to grant, free of charge, existing and/or newly issued shares to employees and/or certain corporate officers

Ordinary resolution:

27. Powers to complete formalities

Proposed resolutions**ORDINARY RESOLUTIONS****Resolution 1 – Approval of the separate financial statements for the year ended December 31, 2023 – Approval of non-tax deductible expenses and charges**

The General Meeting, having read the reports of the Board of Directors and the Statutory Auditors for the financial year ended December 31, 2023, approves, as presented, the separate financial statements for the same year, showing a profit of €477,925,579.85.

In particular, the General Meeting approves the expenses and charges referred to in section 4 of Article 39 of the French General Tax Code, which represented a total of €31,815.52, as well as the related tax.

Resolution 2 – Approval of the consolidated financial statements for the year ended December 31, 2023

The General Meeting, having read the reports of the Board of Directors and the Statutory Auditors on the consolidated financial statements for the year ended December 31, 2023, approves, as presented, these financial statements showing a loss attributable to the Group of -€1,250,310,714.48.

Resolution 3 – Appropriation of profits for the financial year and determination of the dividend amount

The General Meeting, having read the Board of Directors' report, resolves to appropriate the profit for the financial year ended December 31, 2023, amounting to €477,925,579.85, as follows:

Profit for the financial year	€477,925,579.85
Less any amounts transferred to the "legal reserve" account	€0
Plus "Retained earnings"	€1,994,780.07
i.e. a distributable profit of	€479,920,359.92
Dividend distributed to the shareholders:	€368,975,197.80
- Including mandatory dividend distribution (Article 208 C II of the French General Tax Code)	€368,975,197.80
- Including additional dividend distribution from the tax-exempt activity	€0
- Including dividend distribution from taxable activities	€0
TOTAL DISTRIBUTION	€368,975,197.80
From which an interim dividend was paid on March 6, 2024	€184,487,598.90
- Incl. mandatory dividend distribution (SIIC)	€184,487,598.90
Resulting in a final dividend to be paid of	€184,487,598.90
- Incl. mandatory dividend distribution (SIIC)	€184,487,598.90
Remaining distributable profit transferred to the "Retained earnings" account	€110,945,162.12

Following this appropriation of profits, the Company's equity will remain greater than the amount of share capital plus non-distributable reserves.

Following the dividend distribution, the "Retained earnings" account will increase from €1,994,780.07 to €110,945,162.12.

The General Meeting notes that the total dividend amount (including the interim dividend which has been paid) represents a gross €4.84 per share fully deducted from profit exempt from corporate tax pursuant to the SIIC tax regime, which is not eligible for the 40% tax deduction.

A gross interim dividend of €2.42 per share (fully deducted from tax-exempt profit pursuant to the SIIC tax regime, which is not eligible for the 40% tax deduction) was paid on March 6, 2024, with the shares having gone ex-dividend on March 4, 2024, in accordance with the decision made by the Board of Directors on February 16, 2024. The remaining balance will be paid in the form of a gross final dividend of €2.42 per share on July 4, 2024, with the shares going ex-dividend on July 2, 2024, and will be fully deducted from tax-exempt profit pursuant to the SIIC tax regime, which is not eligible for the 40% tax deduction.

In accordance with applicable law, any shares held by the Company on the ex-dividend date shall not be entitled to distributions.

The General Meeting resolves to grant full powers to the Board of Directors, with power to subdelegate to the Chief Executive Officer, to determine, based on the number of shares entitled to dividends on the ex-dividend date, any adjustments to be made to the total distributed amounts and, consequently, to the amount of remaining distributable profit to be transferred to the “Retained earnings” account.

In addition, pursuant to Article 243 bis of the French General Tax Code, we remind you that the dividends and profit distributions for the previous three financial years were as follows:

Financial year	Dividend		Including the amount eligible for the 40% tax deduction provided for in Article 158-3-2° of the French General Tax Code (if expressly elected)	Including the amount not eligible for the 40% tax deduction provided for in Article 158-3-2° of the French General Tax Code	Including the premium distribution treated for tax purposes as a return of capital
2022	Amount per share	€4.33	€0	€2.67	€1.66
	Total distribution*	€330,095,579.85	€0	€203,227,014.66	€126,868,565.19
2021	Amount per share	€4.20	€0	€3.29	€0.91
	Total distribution*	€320,185,089.00	€0	€250,868,404.64	€69,316,684.36
2020	Amount per share	€4.01	€0.80689	€3.20311	€0
	Total distribution*	€298,888,321.41	€60,142,501.21	€238,745,820.20	€0

* Including the amount of dividends not paid for shares owned by the Company

Resolution 4 – Statutory Auditors’ special report on regulated related party agreements and approval of the new agreements mentioned therein

The General Meeting, having read the Statutory Auditors’ special report on agreements as referred to in Articles L. 225-38 et seq. of the French Commercial Code, approves the new agreements mentioned therein.

Resolution 5 – Reappointment of PricewaterhouseCoopers Audit as principal statutory auditor

On a proposal from the Board of Directors, the General Meeting reappoints PricewaterhouseCoopers Audit, whose term will expire at the end of this General Meeting, as principal statutory auditor for a term of six financial years, i.e. until the end of the Annual Ordinary General Meeting to be held in 2030 to approve the financial statements for the year ending December 31, 2029.

PricewaterhouseCoopers Audit has accepted this reappointment.

Resolution 6 – Appointment of Mazars as statutory auditor responsible for the assurance of sustainability reporting

On a proposal from the Board of Directors, the General Meeting appoints Mazars as statutory auditor responsible for the assurance of sustainability reporting, for the remainder of its term as the Company's principal statutory auditor responsible for the audit of financial statements, i.e. for a financial year expiring at the end of the Annual General Meeting to be held in 2025 to approve the financial statements for the year ending December 31, 2024.

Mazars has accepted this appointment and declared that there are no conflicts or legal impediments that would disqualify it from being appointed.

Resolution 7 – Ratification of the temporary appointment of Ms Dorothée Clouzot as director

The General Meeting ratifies the temporary appointment decided by the Board of Directors at its meeting held on October 20, 2023 of Ms Dorothée Clouzot as director to replace Mr Alexandre Thorel after he resigned.

As a result, Ms Dorothée Clouzot will take over for the remainder of his predecessor's term of office, i.e. until the end of the General Meeting to be held in 2025 to approve the financial statements for the previous year.

Resolution 8 – Ratification of the temporary appointment of Mr Olivier Lecomte as director

The General Meeting ratifies the temporary appointment decided by the Board of Directors at its meeting held on October 20, 2023 of Mr Olivier Lecomte as director to replace Mr Guillaume Poitrinal after he resigned.

As a result, Mr Olivier Lecomte will take over for the remainder of his predecessor's term of office, i.e. until the end of the General Meeting to be held in 2026 to approve the financial statements for the previous year.

Resolution 9 – Ratification of the temporary appointment of Ms Nathalie Delbreuve as director

The General Meeting ratifies the temporary appointment decided by the Board of Directors at its meeting held on October 20, 2023, effective December 6, 2023, of Ms Nathalie Delbreuve as director to replace Ms Marie-Christine Lambert after she resigned.

As a result, Ms Nathalie Delbreuve will take over for the remainder of her predecessor's term of office, i.e. until the end of this General Meeting.

Resolution 10 – Reappointment of Ms Nathalie Delbreuve as director

The General Meeting resolves to reappoint Ms Nathalie Delbreuve as director for a term of four years expiring at the end of the General Meeting to be held in 2028 to approve the financial statements for the previous year.

Resolution 11 – Reappointment of Ms Laurence Giraudon as director

The General Meeting resolves to reappoint Ms Laurence Giraudon as director for a term of four years expiring at the end of the General Meeting to be held in 2028 to approve the financial statements for the previous year.

Resolution 12 – Reappointment of Ms Florence Péronnau as director

The General Meeting resolves to reappoint Ms Florence Péronnau as director for a term of four years expiring at the end of the General Meeting to be held in 2028 to approve the financial statements for the previous year.

Resolution 13 – Reappointment of Mr Frédéric Thomas as director

The General Meeting resolves to reappoint Mr Frédéric Thomas as director for a term of four years expiring at the end of the General Meeting to be held in 2028 to approve the financial statements for the previous year.

Resolution 14 – Appointment of Mr Bruno Derville as director to replace Mr Georges Ralli

The General Meeting resolves to appoint Mr Bruno Derville to replace Mr Georges Ralli as director for a term of four years expiring at the end of the General Meeting to be held in 2028 to approve the financial statements for the previous year.

Resolution 15 – Approval of the remuneration policy for the members of the Board of Directors

The General Meeting, in accordance with Article L. 22-10-8 of the French Commercial Code, approves the remuneration policy for the members of the Board of Directors as presented in the corporate governance report contained in chapter 5 of the 2023 universal registration document.

Resolution 16 – Approval of the remuneration policy for the Chairman of the Board of Directors

The General Meeting, in accordance with Article L. 22-10-8 of the French Commercial Code, approves the remuneration policy for the Chairman of the Board of Directors as presented in the corporate governance report contained in chapter 5 of the 2023 universal registration document.

Resolution 17 – Approval of the remuneration policy for the Chief Executive Officer and/or any other corporate officer

The General Meeting, in accordance with Article L. 22-10-8 of the French Commercial Code, approves the remuneration policy for the Chief Executive Officer and/or any other corporate officer as presented in the corporate governance report contained in chapter 5 of the 2023 universal registration document.

Resolution 18 – Approval of the information referred to in section I of Article L. 22-10-9 of the French Commercial Code

The General Meeting, in accordance with Article L. 22-10-34 I of the French Commercial Code, approves the information referred to in section I of Article L. 22-10-9 of the French Commercial Code and mentioned in the corporate governance report contained in chapter 5 of the 2023 universal registration document.

Resolution 19 – Approval of the fixed, variable and exceptional components of total remuneration and benefits of any kind paid during the past financial year or granted for the same period to Mr Frédéric Thomas, Chairman of the Board of Directors

The General Meeting, in accordance with Article L. 22-10-34 II of the French Commercial Code, approves the fixed, variable and exceptional components of total remuneration and benefits of any kind paid during the past financial year or granted for the same period to Mr Frédéric Thomas, Chairman of the Board of Directors, as presented in the corporate governance report contained in chapter 5 of the 2023 universal registration document.

Resolution 20 – Approval of the fixed, variable and exceptional components of total remuneration and benefits of any kind paid during the past financial year or granted for the same period to Mr Nicolas Joly, Chief Executive Officer from April 21, 2023

The General Meeting, in accordance with Article L. 22-10-34 II of the French Commercial Code, approves the fixed, variable and exceptional components of total remuneration and benefits of any kind paid during the past financial year or granted for the same period to Mr Nicolas Joly, Chief Executive Officer from April 21, 2023, as presented in the corporate governance report contained in chapter 5 of the 2023 universal registration document.

Resolution 21 – Authorisation to be given to the Board of Directors to have the Company repurchase its own shares under Article L. 22-10-62 of the French Commercial Code

The General Meeting, having read the Board of Directors' report and pursuant to Articles L. 22-10-62 et seq and L. 225-210 et seq of the French Commercial Code:

- 1) Authorises the Board of Directors to have the Company repurchase its own shares, in one or more transactions and at such times as the Board deems appropriate, subject to a maximum number of shares that cannot exceed 5% of the number of shares making up the share capital as of the date of this General Meeting, adjusted where appropriate to take into account any capital increases or reductions that may occur during the period of the share repurchase programme;
- 2) Sets the validity period of this authorisation at 18 months from this General Meeting;
- 3) Resolves that acquisitions can be made in order to:
 - stimulate the secondary market or ensure the liquidity of Icade shares by entering into a liquidity contract that complies with existing regulations with an investment service provider. It should be noted that within this context, the number of shares used for the purpose of calculating the above-mentioned limit is the number of shares purchased, less the number of shares resold,
 - retain the shares so purchased for subsequent use in exchange or as payment for potential mergers, demergers, contributions or acquisitions,
 - ensure that a sufficient number of shares is available to meet the obligations arising from stock option plans and/or bonus share plans (or similar plans) for employees and/or corporate officers of the Group including related economic interest groups (GIE) and companies, as well as any share allocations as part of company or group savings plans (or similar plans), or as part of an employee profit-sharing plan, and/or any other forms of allocating shares to employees and/or corporate officers of the Group including related economic interest groups (GIE) and companies,
 - ensure that a sufficient number of shares is available to meet the obligations arising from securities entitling their holders to shares in the Company, pursuant to applicable regulations,

- potentially cancel the shares so purchased, in accordance with the authorisation given or to be given by the Extraordinary General Meeting;
- 4) Resolves that shares may be purchased by any means, including block trades, and at such times as the Board of Directors deems appropriate. For this purpose, the Company reserves the right to use options or other derivatives pursuant to applicable regulations;
- 5) Resolves that, unless prior approval has been obtained from the General Meeting, the Board of Directors may not use this authorisation during a “pre-offer” period or a public offer initiated by a third party for the Company’s shares until the end of the offer period;
- 6) Sets the maximum purchase price at €70 per share. In the event of corporate actions involving share capital, especially share splits, reverse share splits or bonus shares granted to shareholders, the above-mentioned amount will be adjusted in the same proportion (multiplication factor equal to the number of shares making up share capital before the transaction divided by the number of shares after the transaction);
- 7) Sets the maximum total amount of such transactions at €270 million;
- 8) Grants full powers to the Board of Directors, with power to subdelegate, to carry out these transactions, set out their terms and conditions, enter into any agreements and complete any formalities;
- 9) Acknowledges that this authorisation cancels and replaces the previous authorisation given by the General Meeting held on April 21, 2023 to the Board of Directors under Ordinary Resolution 15, effective today.

Resolution 22 – Say on Climate

The General Meeting, in accordance with the quorum and majority requirements applicable to Ordinary General Meetings, issues a favourable opinion on the Company’s progress with respect to climate transition as set out in the CSR chapter of the 2023 universal registration document and the Climate Overview issued in March 2024.

Resolution 23 – Say on Biodiversity

The General Meeting, in accordance with the quorum and majority requirements applicable to Ordinary General Meetings, issues a favourable opinion on the Company’s progress with respect to biodiversity preservation as set out in the CSR chapter of the 2023 universal registration document and the Biodiversity Overview issued in March 2024.

EXTRAORDINARY RESOLUTIONS

Resolution 24 – Authorisation to be given to the Board of Directors to cancel the shares repurchased by the Company under Article L. 22-10-62 of the French Commercial Code

The General Meeting, having read the reports of the Board of Directors and the Statutory Auditors:

- 1) Authorises the Board of Directors to cancel, at its sole discretion, in one or more transactions subject to a maximum limit of 10% of share capital calculated as of the date of the decision to cancel less any shares cancelled during the preceding 24 months, shares that the Company holds or may hold as a result of the repurchases made pursuant to Article L. 22-10-62 of the French Commercial Code, and to reduce the share capital by the corresponding amount in accordance with applicable legal and regulatory requirements;
- 2) Sets the validity period of this authorisation at 18 months from this General Meeting;
- 3) Grants full powers to the Board of Directors, with power to subdelegate, to take such measures as are necessary to cancel the shares, accordingly reduce the share capital, accordingly amend the Company's Articles of Association and comply with all the required formalities.

Resolution 25 – Delegation to be given to the Board of Directors to increase the share capital by issuing ordinary shares and/or securities entitling their holders to shares in the Company, subject to a maximum limit of 10% of share capital, in consideration for contributions in kind of equity instruments or securities entitling their holders to shares in the Company

The General Meeting, having read the reports of the Board of Directors and the Statutory Auditors, and pursuant to Articles L. 225-147, L. 22-10-53 and L. 228-92 of the French Commercial Code:

- 1) Authorises the Board of Directors to issue, based on the report of the contributions auditor (*commissaire aux apports*), ordinary shares or securities entitling their holders to ordinary shares in the Company in consideration for contributions in kind to the Company made up of equity instruments or securities entitling their holders to shares in the Company, where the provisions of Article L. 22-10-54 of the French Commercial Code do not apply;
- 2) Sets the validity period of this delegation at 26 months from this General Meeting;
- 3) Resolves that the total nominal amount of ordinary shares that may be issued in accordance with this delegation cannot be more than 10% of the share capital determined as of the day of this General Meeting, not taking into account the nominal amount of capital increase that may be necessary to protect the rights of holders of securities or other rights entitling them to shares in the Company, pursuant to the law and, where relevant, any contractual stipulations providing for other protective measures. This amount shall be deducted from the total nominal amount of ordinary shares that may be issued under Resolution 19 of the General Meeting held on April 21, 2023;
- 4) Delegates full powers to the Board of Directors, with power to subdelegate, to approve the valuation of the contributions, decide the resulting capital increase, note that it has been carried out, charge against the contribution premium any fees or duties arising from the capital increase, where appropriate, deduct from the contribution premium any amounts necessary to increase the legal reserve to one-tenth of the new capital amount after each increase, accordingly amend the Articles of Association, and do anything that may be required in this regard;
- 5) Resolves that, unless prior approval has been obtained from the General Meeting, the Board of Directors may not use this delegation during a "pre-offer" period or a public offer initiated by a third party for the Company's shares until the end of the offer period;
- 6) Acknowledges that this delegation cancels, where applicable, the unused portion of any prior delegation having the same purpose, effective today.

Resolution 26 – Authorisation to be given to the Board of Directors to grant, free of charge, existing and/or newly issued shares to employees and/or certain corporate officers

The General Meeting, having read the Board of Directors' report and the Statutory Auditors' special report, and pursuant to Articles L. 225-197-1, L. 225-197-2, L. 22-10-59 and L. 22-10-60 of the French Commercial Code:

- 1) Authorises the Board of Directors to grant, in one or more transactions, ordinary shares in the Company, existing or to be issued, to:
 - employees of the Company or companies or economic interest groups ("GIE") which are directly or indirectly related to the Company under Article L. 225-197-2 of the French Commercial Code, and/or
 - corporate officers who meet the requirements set out in Article L. 225-197-1 of the French Commercial Code;
- 2) Sets the validity period of this authorisation at 38 months from this General Meeting;
- 3) Resolves that the total number of bonus shares granted under this authorisation for each calendar year cannot exceed 0.5% of share capital as of the date on which the decision to grant the shares is made. This maximum amount will be supplemented, where relevant, by the nominal amount of the capital increase that may be necessary to protect the rights of the beneficiaries of bonus share grants in the event of transactions involving the Company's share capital during the vesting period;
- 4) Resolves that the total number of bonus shares which may be granted to corporate officers of the Company for each calendar year cannot represent more than 2% of the total maximum amount referred to above and vesting conditions applying to corporate officers shall include one or more performance conditions to be defined by the Board of Directors;
- 5) Resolves that the shares shall vest at the end of a vesting period whose length, which cannot be less than three years, shall be defined by the Board of Directors. As an exception, the shares shall vest prior to the end of the vesting period if the beneficiary falls within the second or third categories of disability specified in Article L. 341 4 of the French Social Security Code;
- 6) Authorises the Board of Directors to decide whether to establish a mandatory holding period starting when the vesting period ends;
- 7) Grants full powers to the Board of Directors to:
 - set out the conditions and, if applicable, the vesting criteria and performance conditions for each grant;
 - determine the identity of the beneficiaries as well as the number of shares granted to each of them;
 - ensure existing reserves are sufficient and, for each grant, transfer to a blocked reserve account the amounts necessary to pay for the new shares to be granted;
 - decide, in due course, to increase the capital through capitalisation of reserves, share premiums or profits in connection with the newly issued bonus shares;
 - carry out the necessary share acquisitions as part of the share repurchase programme and allocate such shares to the bonus share plan;
 - determine the impact of transactions entered into during the vesting period and which affect the share capital or might affect the value of granted shares, on the rights of the beneficiaries and, if necessary, accordingly change or adjust the number of granted shares in order to preserve the rights of the beneficiaries;
 - take all appropriate steps to ensure beneficiaries comply with any mandatory holding requirements;
 - and, more generally, carry out any action required for the use of this authorisation, in accordance with applicable law.

- 8) Acknowledges that this authorisation entails that existing shareholders waive their pre-emptive rights to new shares issued through capitalisation of reserves, profits and share premiums;
- 9) Acknowledges that this authorisation cancels, where applicable, the unused portion of any prior authorisation having the same purpose, effective today.

ORDINARY RESOLUTIONS

Resolution 27 – Powers to complete formalities

The General Meeting grants the bearer of the original minutes of this Meeting, or of an extract or copy thereof, full powers to complete all filing and disclosure formalities required by law.

PARTICIPATING IN THE GENERAL MEETING

I. GENERAL PROCEDURES AND PREREQUISITES

All shareholders, regardless of the number of shares they own, are entitled to participate in the General Meeting.

Pursuant to Article R. 22-10-28 of the French Commercial Code, shareholders shall only be allowed to participate in the General Meeting if they can demonstrate that their shares are registered either in their own name or in the name of the intermediary registered on their behalf, on the second business day preceding the date of the Meeting, in this case on **April 17, 2024 at midnight (Paris time)**, either:

- in the registered share accounts kept by the Company, or
- in the bearer share accounts kept by the authorised intermediary.

Shareholders who have already voted remotely, submitted a proxy, or requested their admission card or a share ownership certificate (under the terms set forth below) may at any time sell all or part of their shares.

However, if the transfer is made before April 17, 2024 at midnight (Paris time), the Company shall invalidate or amend accordingly, as appropriate, the postal or electronic vote, proxy, admission card or share ownership certificate. To this end, the intermediary shall notify the Company or its representative of the transfer of ownership and provide them with the necessary information. No transfer of ownership carried out after April 17, 2024 at midnight (Paris time), regardless of the method used, shall be notified by the intermediary or taken into consideration by the Company, notwithstanding any agreement to the contrary.

II. HOW TO PARTICIPATE IN THE GENERAL MEETING

Shareholders may participate in the General Meeting by:

- attending in person,
- voting by post or online,
- appointing the chairman of the General Meeting as their proxy, or
- appointing the person of their choice as proxy pursuant to Articles L. 225-106 and L. 22-10-39 of the French Commercial Code.

In accordance with Article R. 22-10-28 of the French Commercial Code, shareholders who have already voted remotely, sent a proxy or requested their admission card or a share ownership certificate (under the terms set out in paragraph II of said Article R. 22-10-28), may no longer choose to participate in the General Meeting in a different manner. However, shareholders having voted remotely (online or by using the single voting form) will no longer be able to vote directly at the General Meeting or be represented by proxy but will be able to attend.

In order to facilitate their participation in the General Meeting, the Company gives its shareholders the possibility of requesting an admission card, appointing or revoking a proxy, and voting on the **secure “Votaccess” website**. Only bearer shareholders whose financial intermediary is connected to the Votaccess system and provides them with this service for this General Meeting may access it. Intermediaries that are not connected to Votaccess or, if they are, subject access thereto to specific terms of use, will inform shareholders how to proceed.

Votaccess will be available from April 1, 2024 at 9 a.m. (Paris time) to April 18, 2024 at 3 p.m. (Paris time). To avoid overloading the Votaccess platform, shareholders are strongly advised not to wait until the day before the General Meeting to vote.

A. Shareholders wishing to attend the General Meeting in person

Shareholders wishing to attend the General Meeting in person must hold personal identification and an admission card.

Registered shareholders entered in the share register at least one month prior to the date of the invitation to attend the General Meeting and who have not requested to be invited by electronic means will receive the management information circular together with a single postal or proxy voting form by postal mail. This single postal or proxy voting form will also be available on the Company’s website (<http://www.icade.fr/en/>) no later than the twenty-first day preceding the General Meeting, i.e. on or before March 29, 2024.

Registered shareholders can obtain their admission card:

- by post: by returning the duly completed and signed single form using the prepaid reply envelope enclosed with the invitation to attend the General Meeting received by post; or
- electronically: by logging on to the website www.sharinbox.societegenerale.com with their usual username and password, to access the voting site.

The admission card will be sent to shareholders by post, unless they wish to print it out directly by logging on to the voting site.

Bearer shareholders can obtain their admission card:

- by post: by sending a request for an admission card to their financial intermediary, who can then ask Société Générale Securities Services in writing to send the shareholder the said admission card, from the date of the invitation to attend the General Meeting until the sixth day preceding the date of the General Meeting, i.e. on or before April 13, 2024; or
- electronically: by logging on with their usual login details to the internet portal of their financial intermediary to access the Votaccess website and following the instructions on screen to print the admission card.

If they have not received their admission card by April 17, 2024, bearer shareholders must ask their financial intermediary to provide them with a share ownership certificate, which will enable them to prove their status as shareholders as of the second business day preceding the General Meeting, i.e. as of April 17, 2024 at midnight (Paris time), in order to be admitted to the General Meeting.

It should be noted that share ownership certificates grant shareholders exceptional access to a General Meeting and aim to respond to unique circumstances where shareholders fail to receive their admission card despite having duly requested it. Hence, only share ownership certificates issued on the second business day preceding the General Meeting will be accepted on the day of the Meeting.

All requests for admission cards received on or before April 16, 2024 will be granted. To facilitate their reception, it would nevertheless be advisable for shareholders wishing to attend the General Meeting to make their request as soon as possible in order to receive the admission card in due time.

Shareholders must be present before the time set for the start of the General Meeting. In order to ensure the proper conduct of the General Meeting and voting, **an attendance sheet must be signed no later than 9:45 a.m. (Paris time) on the day of the General Meeting. After that time, accessing the room and eventually voting will no longer be possible.**

B. Shareholders not attending the General Meeting in person

Shareholders who do not attend the General Meeting in person may participate remotely by (1) appointing a proxy, (2) voting by post using a single form, or (3) voting online via Votaccess.

1. Appointing and revoking a proxy

Registered shareholders who have chosen to be represented by a proxy of their choice may notify this appointment or revoke it:

- by post: by returning the duly completed and signed single form using the prepaid reply envelope enclosed with the invitation to attend the General Meeting (if the shareholder has not requested to be invited by electronic means) or by regular mail to Société Générale – Service Assemblées, 32 rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 03, France, no later than April 16, 2024; or
- electronically: by logging on to the website www.sharinbox.societegenerale.com with their usual username and password, to access the voting site, no later than April 18, 2024 at 3 p.m.

To appoint a new proxy after revocation, shareholders must ask Société Générale to send them a new proxy voting form which they must return to Société Générale – Service Assemblées, 32 rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 03, France, after adding the words “Change of Proxy”, no later than three calendar days before the date of the General Meeting, i.e. on or before April 16, 2024..

Bearer shareholders who have chosen to be represented by a proxy of their choice may notify this appointment or revoke it:

- by post: by requesting the single postal or proxy voting form from their financial intermediary, then returning it duly completed and signed to their financial intermediary, who will send it together with a share ownership certificate directly to Société Générale Securities Services no later than April 16, 2024; or
- electronically: either by logging on to the internet portal of their financial intermediary to access the Votaccess website if the intermediary is connected to it, or by sending an email to their financial intermediary no later than April 18, 2024 at 3 p.m.

This email must contain the following information: the name of the Company, the first and last name, address and bank details of the shareholder, as well as the first and last name and, if possible, the address of the proxy holder. Shareholders must ask their authorised intermediary to send written confirmation to Société Générale – Service Assemblées, 32 rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 03, France.

To appoint a new proxy after revocation, shareholders must ask their authorised intermediary to send them a new proxy voting form which they must return to Société Générale – Service Assemblées, 32 rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 03, France, after adding the words “Change of Proxy”, no later than three calendar days before the date of the General Meeting, i.e. on or before April 16, 2024.

It should be noted that written and signed proxies must indicate the last name, first name and address of the shareholder as well as those of their proxy, and that if a shareholder does not specify a particular proxy holder, the chairman of the General Meeting will vote according to the recommendations of the Board of Directors.

2. Postal voting using a single form

Registered shareholders who wish to vote by post should return the duly completed and signed single form to Société Générale – Service Assemblées, 32 rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 03, France, using the prepaid reply envelope enclosed with the invitation to attend the General Meeting (if the shareholder has not requested to be invited by electronic means) or by regular mail.

Bearer shareholders who wish to vote by post should request the single form from their financial intermediary, then return it duly completed and signed to their financial intermediary, who will send it together with a share ownership certificate directly to Société Générale Securities Services.

In order to be considered, duly completed and signed single postal or proxy voting forms must be received by the Service des Assemblées of Société Générale Securities Services no later than the third calendar day preceding the date of the General Meeting, i.e. on or before April 16, 2024. No form received after this date will be taken into account.

3. Voting online via Votaccess

Registered shareholders should log on to www.sharinbox.societegenerale.com using the Sharinbox access code needed to activate their Sharinbox By SG Markets account. On the Sharinbox homepage, shareholders will find all the information they need to complete this process. Shareholders who have already activated their account and have set their email address as username do not need their access code and should instead use their email address to log in.

The password was sent to them by post when their registered account with Société Générale was opened. If this is not the case, shareholders should activate their account to obtain the new authentication details. If shareholders lose or forget their password, they should follow the procedure described on their authentication page online.

Shareholders should then follow the instructions in their online account by clicking on the “Reply” button in the “General Meetings” section of the home page, then on “Participate” to access the voting site.

Bearer shareholders should log on with their usual login details to the internet portal of their financial intermediary to access the Votaccess website and follow the instructions on the screen.

Shareholders can retrieve lost usernames and/or passwords by following the instructions on the screen..

Online voting will be available from April 1, 2024 at 9 a.m. (Paris time) to April 18, 2024 at 3 p.m. (Paris time). To avoid any overloading, shareholders are advised not to wait until the last day to log on.

III. REQUESTS FOR INCLUSION OF ITEMS OR PROPOSED RESOLUTIONS ON THE AGENDA

Requests for inclusion of proposed resolutions or items on the agenda made by shareholders must be sent to the Chairman of the Board of Directors at the Company's registered office by registered letter with acknowledgement of receipt or by email to the following address: ag@icade.fr, and be received **no later than 25 days before the date of the General Meeting, i.e. on or before March 25, 2024.**

Requests for inclusion of items on the agenda must be substantiated.

Requests for inclusion of proposed resolutions must be accompanied by a copy of the proposed resolutions and, where relevant, brief explanatory notes to the resolutions, as well as the information provided for in paragraph 5 of Article R. 225-83 of the French Commercial Code if the proposed resolutions involve presenting a candidate to the Board of Directors.

These requests for inclusion of proposed resolutions or items on the agenda must also be accompanied by a share registration certificate proving, at the date of the request, the ownership or representation of the required percentage of share capital as provided for in Article R. 225-71 of the French Commercial Code. A new certificate proving the registration of the securities in the same accounts as of the second business day preceding the General Meeting at midnight (Paris time) must be sent to the Company.

IV. WRITTEN QUESTIONS

As provided for in Article R. 225-84 of the French Commercial Code, written questions may be submitted by shareholders to the Chairman of the Board of Directors as from the date the documents relating to the General Meeting are made available to shareholders and **until the fourth business day preceding the date of the General Meeting, i.e. on or before April 15, 2024.** These written questions must be sent to the Chairman of the Board of Directors at the Company's registered office by registered letter with acknowledgement of receipt or by email to the following address: ag@icade.fr. Questions must be accompanied by a share registration certificate.

V. SHAREHOLDERS' RIGHT TO INFORMATION

The proposed resolutions presented by the shareholders as well as the list of items that are added at their request to the agenda shall promptly be published on the Company's website (<http://www.icade.fr/en/>).

The relevant documents for the General Meeting referred to in Article R. 22-10-23 of the French Commercial Code will be published on the Company's website (<http://www.icade.fr/en/>) no later than 21 days before the General Meeting, i.e. on or before March 29, 2024.

In accordance with Articles L. 225-115 and R. 225-83 of the French Commercial Code, it is specified that the full text of the documents to be presented at the General Meeting shall be made available at the Company's registered office.

The Board of Directors