
BALO

FRENCH OFFICIAL JOURNAL OF MANDATORY LEGAL NOTICES



DIRECTION DE L'INFORMATION LÉGALE ET ADMINISTRATIVE

26, rue Desaix, 75727 PARIS CEDEX 15

www.dila.premier-ministre.gouv.fr

www.journal-officiel.gouv.fr

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: 1, avenue du Général de Gaulle
92800 Puteaux, France
Registered in the Nanterre Trade and Companies Register (RCS) under No. 582 074 944

**NOTICE OF COMBINED GENERAL MEETING
TO BE HELD ON MAY 13, 2025**

The shareholders of Icade (the "**Company**") are hereby informed that a Combined General Meeting will be held on:

Tuesday, May 13, 2025 at 9:30 a.m.
Immeuble Cœur Défense
Tour B, Espace Comet, 24^{ème} étage
100 Esplanade du Général de Gaulle, 92832 Paris La Défense Cedex, France

to consider the agenda items and vote on the proposed resolutions set out below.

It should be noted that no reception will be held after the General Meeting.

Agenda**Ordinary resolutions:**

1. Approval of the separate financial statements for the year ended December 31, 2024 – Approval of non-tax deductible expenses and charges
2. Approval of the consolidated financial statements for the year ended December 31, 2024
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 agreement mentioned therein
5. Reappointment of Forvis Mazars as principal statutory auditor
6. Reappointment of Forvis Mazars as statutory auditor responsible for the assurance of sustainability reporting
7. Appointment of PricewaterhouseCoopers Audit as statutory auditor responsible for the assurance of sustainability reporting
8. Ratification of the temporary appointment of Ms Audrey Girard as director
9. Ratification of the temporary appointment of Ms Florence Habib-Deloncle as director
10. Reappointment of Ms Dorothée Clouzot as director
11. Reappointment of Mr Olivier Mareuse as director
12. Reappointment of Mr Bernard Spitz as director
13. Approval of the remuneration policy for the members of the Board of Directors
14. Approval of the remuneration policy for the Chairman of the Board of Directors
15. Approval of the remuneration policy for the Chief Executive Officer and/or any other corporate officer

16. Approval of the information referred to in section I of Article L. 22-10-9 of the French Commercial Code
17. 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
18. 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
19. 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
20. Say on Climate
21. Say on Biodiversity
22. Ratification of the change of registered office from 27 rue Camille Desmoulins, 92130 Issy-les-Moulineaux, France to 1, avenue du Général de Gaulle, 92800 Puteaux, France, effective December 27, 2024

Extraordinary resolutions:

23. 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
24. Delegation of authority to be given to the Board of Directors to increase the share capital by capitalisation of reserves, profits and/or share premiums
25. Delegation of authority to be given to the Board of Directors to issue ordinary shares with pre-emptive rights for existing shareholders
26. Authorisation to be given to the Board of Directors to increase the amount of new shares being issued
27. Delegation of authority 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, without pre-emptive rights, to members of a company savings plan pursuant to Articles L. 3332-18 et seq. of the French Labour Code
28. Amendment to Article 10 of the Articles of Association on the use of telecommunication means during meetings of the Board of Directors and on written resolutions of the Board of Directors
29. Bringing Article 15 of the Articles of Association into line with current regulations

Ordinary resolution:

30. Powers to complete formalities

Proposed resolutions**ORDINARY RESOLUTIONS****Resolution 1 – Approval of the separate financial statements for the year ended December 31, 2024 – 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, 2024, approves, as presented, the separate financial statements for the same year, showing a loss of €(24,541,896.41).

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 totalled €37,997.55, as well as the related tax.

Resolution 2 – Approval of the consolidated financial statements for the year ended December 31, 2024

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, 2024, approves, as presented, these financial statements showing a loss attributable to the Group of €(275,941,552.24).

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 loss for the financial year ended December 31, 2024, amounting to €(24,541,896.41), and to pay the dividend as follows:

Loss for the financial year	€(24,541,896.41)
Less any amounts transferred to the "legal reserve" account	€0
Plus "Retained earnings"	€113,252,097.30
i.e. a distributable profit of	€88,710,200.89
Distributable profit paid to shareholders:	€88,710,200.89
- Including mandatory dividend distribution (Article 208 C II of the French General Tax Code)	€88,710,200.89
- Including additional dividend distribution from the tax-exempt activity	€0
- Including dividend distribution from taxable activities	€0
Premium distribution paid to shareholders from the "Share premiums, merger premiums and contribution premiums" account, which will decrease from €2,387,394,461.97 to €2,147,533,773.91:	€239,860,688.06
- Including the premium distribution from the "Merger premium" sub-account treated for tax purposes as a return of capital to shareholders	€239,860,688.06
- Including the premium distribution from the "Merger premium" sub-account treated for tax purposes as distributions from reserves related to the tax-exempt activity (SIIC)	€0
TOTAL DISTRIBUTION	€328,570,888.95
From which an interim dividend was paid on March 6, 2025	€164,666,617.20
Resulting in a final dividend to be paid of	€163,904,271.75
Remaining distributable profit transferred to the "Retained earnings" account	€0

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 decrease from €113,252,097.30 to €0.

Following the premium distribution:

- the "Share premiums, merger premiums and contribution premiums" account will decrease from €2,387,394,461.97 to €2,147,533,773.91;
- the "Merger premium" sub-account will decrease from €627,781,945.41 to €387,921,257.35.

The General Meeting notes that the gross dividend of €4.31 per share (including the interim dividend which has been paid) breaks down as follows for tax purposes:

- €1.16 taken from the Company's profits exempt from corporate tax pursuant to the SIIC tax regime. This amount is not eligible for the 40% tax deduction;
- €3.15 taken from the "Merger premium" sub-account treated for tax purposes as a return of capital.

A gross interim dividend of €2.16 per share was paid on March 6, 2025, with the shares having gone ex-dividend on March 4, 2025, in accordance with the decision made by the Board of Directors on February 18, 2025. The remaining balance will be paid in the form of a gross final dividend of €2.15 per share on July 3, 2025, with the shares going ex-dividend on July 1, 2025, and will be fully deducted from the "Merger premium" sub-account treated for tax purposes as a return of capital to shareholders.

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
2023	Amount per share	€4.84	€0	€4.84	€0
	Total distribution*	€368,975,197.80	€0	€368,975,197.80	€0
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

* 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 agreement 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 agreement mentioned therein.

Resolution 5 – Reappointment of Forvis Mazars as principal statutory auditor

On a proposal from the Board of Directors, the General Meeting reappoints Forvis Mazars, 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 2031 to approve the financial statements for the year ending December 31, 2030.

Forvis Mazars has accepted this reappointment.

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

On a proposal from the Board of Directors, the General Meeting reappoints Forvis Mazars, whose term will expire at the end of this General Meeting, as statutory auditor responsible for the assurance of sustainability reporting for a term of six financial years, i.e. until the end of the Annual Ordinary General Meeting to be held in 2031 to approve the financial statements for the year ending December 31, 2030.

Forvis Mazars has accepted this reappointment.

Resolution 7 – Appointment of PricewaterhouseCoopers Audit as statutory auditor responsible for the assurance of sustainability reporting

On a proposal from the Board of Directors, the General Meeting appoints PricewaterhouseCoopers Audit as statutory auditor responsible for the assurance of sustainability reporting for a term of six financial years, i.e. until the end of the Annual Ordinary General Meeting to be held in 2031 to approve the financial statements for the year ending December 31, 2030.

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

Resolution 8 – Ratification of the temporary appointment of Ms Audrey Girard as director

The General Meeting ratifies the temporary appointment decided by the Board of Directors at its meeting held on February 18, 2025 of Ms Audrey Girard as director to replace Mr Antoine Saintoyant after he resigned.

As a result, Ms Audrey Girard will take over for the remainder of her predecessor’s term of office, i.e. until the end of the General Meeting to be held in 2027 to approve the financial statements for the previous year.

Resolution 9 – Ratification of the temporary appointment of Ms Florence Habib-Deloncle as director

The General Meeting ratifies the temporary appointment decided by the Board of Directors at its meeting held on February 18, 2025 of Ms Florence Habib-Deloncle as director to replace Mr Emmanuel Chabas after he resigned.

As a result, Ms Florence Habib-Deloncle will take over for the remainder of her predecessor's term of office, i.e. until the end of the General Meeting to be held in 2027 to approve the financial statements for the previous year.

Resolution 10 – Reappointment of Ms Dorothée Clouzot as director

The General Meeting resolves to reappoint Ms Dorothée Clouzot as director for a term of four years expiring at the end of the General Meeting to be held in 2029 to approve the financial statements for the previous year.

Resolution 11 – Reappointment of Mr Olivier Mareuse as director

The General Meeting resolves to reappoint Mr Olivier Mareuse as director for a term of four years expiring at the end of the General Meeting to be held in 2029 to approve the financial statements for the previous year.

Resolution 12 – Reappointment of Mr Bernard Spitz as director

The General Meeting resolves to reappoint Mr Bernard Spitz as director for a term of four years expiring at the end of the General Meeting to be held in 2029 to approve the financial statements for the previous year.

Resolution 13 – 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 2024 universal registration document (pages 291 and 292).

Resolution 14 – 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 2024 universal registration document (pages 292 and 293).

Resolution 15 – 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 2024 universal registration document (pages 294 to 299).

Resolution 16 – 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 2024 universal registration document (pages 300 to 309).

Resolution 17 – 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 2024 universal registration document (page 301).

Resolution 18 – 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

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, as presented in the corporate governance report contained in chapter 5 of the 2024 universal registration document (pages 301 to 303).

Resolution 19 – 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 the date of 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 purchased for subsequent use as payment or in exchange 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 free 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 €50 per share. In the event of corporate actions involving share capital, especially share splits, reverse share splits or free 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 €200 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 19, 2024 to the Board of Directors under Ordinary Resolution 21, effective today.

Resolution 20 – 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 sustainability report contained in the 2024 universal registration document and the Climate Overview issued in March 2025.

Resolution 21 – 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 sustainability report contained in the 2024 universal registration document and the Biodiversity Overview issued in March 2025.

Resolution 22 – Ratification of the change of registered office from 27 rue Camille Desmoulins, 92130 Issy-les-Moulineaux, France to 1, avenue du Général de Gaulle, 92800 Puteaux, France, effective December 27, 2024

The General Meeting, in accordance with the quorum and majority requirements applicable to Ordinary General Meetings, ratifies the decision taken by the Board of Directors at its meeting held on December 12, 2024 to transfer the registered office from 27, rue Camille Desmoulins, 92130 Issy-les-Moulineaux, France to 1, avenue du Général de Gaulle, 92800 Puteaux, France, effective from December 27, 2024, and the resulting amendment of Article 3 of the Articles of Association.

EXTRAORDINARY RESOLUTIONS

Resolution 23 – 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 the date of this General Meeting;
- 3) Grants full powers to the Board of Directors, with power to subdelegate under the conditions established by regulations, 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 24 – Delegation of authority to be given to the Board of Directors to increase the share capital by capitalisation of reserves, profits and/or share premiums

The General Meeting, in accordance with the quorum and majority requirements applicable to Ordinary General Meetings, having read the report of the Board of Directors and pursuant to Articles L. 225-129-2, L. 225-130, L. 22-10-49 and L. 22-10-50 of the French Commercial Code:

- 1) Delegates to the Board of Directors the authority to increase the share capital, in one or more transactions at such times and in such ways as the Board deems appropriate, through the capitalisation of reserves, profits, share premiums and/or any other amounts that may be capitalised, by issuing and granting free shares or increasing the nominal value of the existing ordinary shares, or any combination of these two methods.
- 2) Resolves that, in the event the Board of Directors uses this delegation, in accordance with Articles L. 225-130 and L. 22-10-50 of the French Commercial Code, should a capital increase be carried out through the grant of free shares, fractional rights shall not be negotiable or transferable and that the corresponding equity instruments shall be sold. The proceeds of the sale shall be allocated to the holders of the rights within the period provided for by the regulations.
- 3) Sets the validity period of this delegation at 26 months from the date of this General Meeting.
- 4) Resolves that the nominal amount of any capital increases carried out in accordance with this resolution cannot be more than €15 million. 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 holders of securities or other rights entitling them to shares in the Company, in accordance with the law and any contractual stipulations providing for other protective measures.

This maximum amount is independent of any other maximum amounts that may be provided for by other resolutions of this General Meeting and by any other delegations in force.

- 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) Grants the Board of Directors full powers to implement this resolution and, broadly speaking, to take such measures and carry out such formalities as are necessary for the successful completion of each capital increase, record such increases and amend the Articles of Association accordingly.
- 7) Acknowledges that this delegation cancels, where applicable, the unused portion of any prior delegation having the same purpose, effective today.

Resolution 25 – Delegation of authority to be given to the Board of Directors to issue ordinary shares with pre-emptive rights for existing shareholders

The General Meeting, having read the Board of Directors' report and in accordance with the provisions of the French Commercial Code, in particular Articles L. 225-129-2, L. 22-10-49 and L. 225-132 et seq.:

- 1) Delegates to the Board of Directors the authority to issue ordinary shares, in one or more transactions, to the extent and at such time as the Board deems appropriate, in the French and/or international markets, in euros, foreign currencies or any other unit of account based on a basket of currencies.
- 2) Sets the validity period of this delegation at 26 months from the date of this General Meeting.
- 3) Resolves that the total nominal amount of capital increases that may be carried out in accordance with this delegation cannot be more than €50 million.

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 holders of securities or other rights entitling them to shares in the Company, in accordance with the law and any contractual stipulations providing for other protective measures.

The total nominal amount of ordinary shares that may be issued in accordance with Resolution 27 of this Meeting and Resolution 25 of the General Meeting held on April 19, 2024 shall be deducted from the above-mentioned total maximum amount.

- 4) If the Board of Directors uses this delegation of authority to issue shares as provided for in 1) above, the General Meeting:
 - a/ resolves that any issue(s) of ordinary shares will be offered pre-emptively to existing shareholders without their subscriptions being subject to scaling back,
 - b/ resolves that if subscriptions not subject to scaling back and, where applicable, subscriptions subject to scaling back, represent less than the full amount of an issue as referred to in 1), the Board of Directors may use any of the following powers:
 - limit the amount of the issue to the amount of subscriptions within the limits provided for by regulations,
 - allot all or part of the unsubscribed shares at its discretion,
 - offer all or part of the unsubscribed shares to the public.
- 5) Resolves that the amount payable to the Company for each of the shares issued as part of this delegation of authority shall be at least equal to the nominal value of the shares as of their issue date.

- 6) Resolves that the Board of Directors will have, within the limits set out above, the powers required to determine the issue price and terms of the issue(s) and, where relevant, record the capital increases resulting therefrom, accordingly amend the Articles of Association, charge, in its sole discretion, the costs of the capital increases against the premiums arising thereon, and deduct from these premiums the sums necessary to increase the legal reserve to one tenth of share capital after each increase, and more generally, do anything that may be required in this regard.
- 7) 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.
- 8) 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 increase the amount of new shares being issued

The General Meeting, having read the report of the Board of Directors, authorises the Board of Directors to increase the amount of ordinary shares to be issued as part of any of the issues that may be decided under Resolution 25 of this General Meeting, as provided for in Articles L. 225-135-1 and R. 225-118 of the French Commercial Code and within the limits set by the General Meeting.

Resolution 27 – Delegation of authority 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, without pre-emptive rights, to members of a company savings plan pursuant to Articles L. 3332-18 et seq. of the French Labour Code

The General Meeting, having read the Board of Directors' report and the Statutory Auditors' special report, in accordance with Articles L. 225-129-6, L. 225-138-1 and L. 228-92 of the French Commercial Code and Articles L. 3332-18 et seq. of the French Labour Code:

- 1) Delegates its authority to the Board of Directors to increase the share capital in one or more transactions, as the Board deems appropriate and at its sole discretion, by issuing ordinary shares or securities entitling their holders to shares in the Company to members of one or more company or group savings plans set up by the Company and/or French or foreign related companies as provided for in Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labour Code.
- 2) Cancels these persons' pre-emptive rights for shares and securities which may be issued under this delegation.
- 3) Sets the validity period of this delegation at 26 months from the date of this General Meeting.
- 4) Limits the maximum nominal amount of the capital increase(s) that may be carried out under this delegation to 1% of the diluted capital as of the date of this General Meeting. This amount shall be deducted from the total nominal amount of ordinary shares that may be issued in accordance with Resolution 25 of this General Meeting. This amount will be supplemented, where relevant, by the nominal amount of the capital increase that may be necessary to protect the rights of holders of securities or other rights entitling them to shares in the Company, in accordance with the law and any contractual stipulations providing for other protective measures.

- 5) Resolves that the price of the shares to be issued, pursuant to 1) of this delegation, cannot be greater than, or more than 30% (or 40% when the mandatory holding period provided for by the plan pursuant to Articles L. 3332-25 and L. 3332-26 of the French Labour Code is greater than or equal to ten years) less than, the average quoted price of the share on the 20 trading days preceding the decision setting the starting date of the subscription period.
- 6) Resolves that, as provided for in Article L. 3332-21 of the French Labour Code, the Board of Directors may decide to grant the beneficiaries defined in the first paragraph above, free of charge, shares, existing or to be issued, or other securities, existing or to be issued, entitling their holders to shares in the Company, by reason (i) of the employer matched contributions that may be paid under the rules applicable to company or group savings plans and/or, where applicable, (ii) of a discount on the share price. The Board of Directors may decide, if new shares are issued as a result of a discount on the share price and/or employer matched contributions, to capitalise the reserves, profits or share premiums needed for the payment of such shares.
- 7) Acknowledges that this delegation cancels, where applicable, the unused portion of any prior delegation having the same purpose.

The Board of Directors may or may not implement this delegation, take any measures and complete any necessary formalities.

Resolution 28 – Amendment to Article 10 of the Articles of Association on the use of telecommunication means during meetings of the Board of Directors and on written resolutions of the Board of Directors

The General Meeting, having read the report of the Board of Directors, resolves to amend the “Resolutions” section of Article 10 of the Articles of Association as follows:

- to delete the now obsolete reference to “telex or telegram” in the third paragraph of the “Resolutions” section in Article 10 of the Articles of Association;
- to amend the penultimate paragraph of the “Resolutions” section of Article 10 of the Articles of Association to take account of the provisions of Article L. 22-10-3-1 of the French Commercial Code, created by Law No. 2024-537 of June 13, 2024, on the use of telecommunication means during meetings of the Board of Directors to read as follows:

“For the purposes of calculating a quorum and majority, directors participating in a meeting of the Board of Directors by a means of telecommunication that enables them to be identified and ensures effective participation are deemed to be present. The Rules of Procedure may stipulate that certain decisions may not be taken at a meeting held under these conditions.”

- to amend the last paragraph of the “Resolutions” section of Article 10 of the Articles of Association to take account of the provisions of Article L. 225-37 of the French Commercial Code, as amended by Law No. 2024-537 of June 13, 2024, relating to written resolutions of the Board of Directors, by replacing it with the following four paragraphs:

“On the initiative of the Chairman, the Board of Directors may also take decisions by written resolutions of its members. In this case, directors are called upon, at the request of the Chairman of the Board, to vote by any written means, including electronically, on the resolution(s) addressed to them within two working days of the request being sent.

Directors have one working day from the date of this notification to object to the use of written resolutions. In the event of an objection, the Chairman shall promptly inform the other directors and convene a meeting of the Board of Directors. If directors fail to respond in writing to the Chairman of the Board within the prescribed period and in accordance with the procedures set out in the request, they will be considered absent and treated as not having voted on the resolution.

The resolution can only be adopted if at least half of the directors have taken part in the written resolution process, and by a majority of the directors using this process. The Chairman of the Board is considered the presiding officer and therefore has the casting vote in the event of a tie.

The Rules of Procedure set out the other rules governing written resolutions not covered by applicable legal and regulatory requirements or by these Articles of Association."

Resolution 29 – Bringing Article 15 of the Articles of Association into line with current regulations

The General Meeting, having read the report of the Board of Directors, resolves:

- to delete the reference to Article R. 225-85 of the French Commercial Code in the first paragraph of Article 15 II of the Articles of Association in view of its recodification in Article R. 22-10-28 of the French Commercial Code, and consequently to amend it as follows:

"II. General Meetings shall include all shareholders whose shares are fully paid up (meaning that any amounts owing have been paid) and, in accordance with applicable regulations, whose right to participate in General Meetings has been justified by the registration of their shares either in the name of the shareholder or, if the shareholder is not domiciled in France, in the name of the intermediary registered on their behalf, on the second working day preceding the Meeting at midnight (Paris time)."

- to delete the reference to Article L. 225-123 of the French Commercial Code in Article 15 III of the Articles of Association and consequently to amend it as follows:

"III. Each member of the Ordinary or Extraordinary Meeting holds the same number of voting rights as the number of shares they own or represent. Pursuant to the law, the Combined General Meeting held on April 29, 2015 decided not to grant double voting rights for those shares for which it had been justified that they had been registered in the name of the same shareholder for at least two years."

- to bring Article 15 V of the Articles of Association into line with the provisions of Article L. 2312-77 of the French Labour Code, and consequently to amend it as follows:

"V- Two members of the Social and Economic Committee (if any), both appointed by this committee, one belonging to the "technical managers and supervisors" category and the other to the "employees and labourers" category or, as the case may be, the persons referred to in Articles L. 2312-74 and L. 2312-75 of the French Labour Code, may attend the General Meetings."

ORDINARY RESOLUTIONS

Resolution 30 – 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 **May 9, 2025 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 May 9, 2025 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 May 9, 2025 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.

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** platform. 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.

The secure **Votaccess platform will be available from April 25, 2025 at 9 a.m. (Paris time) to May 12, 2025 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.

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
- by electronic means: by logging on to the website <https://sharinbox.societegenerale.com>, with their usual username and password (as indicated on the single voting form or in the email that will be sent if this notification preference has been selected) or their login email (if they have already activated their Sharinbox account on SG Markets). The password was sent to them by post when they created an account with Société Générale Securities Services. Once logged in, they can follow the instructions on the screen to access the Votaccess platform and apply for an admission card.

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 May 7, 2025; or
- electronically: by logging on with their usual login details to the internet portal of their financial intermediary to access the Votaccess platform and following the instructions on screen to print the admission card.

If they have not received their admission card by May 9, 2025, 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 May 9, 2025 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 May 10, 2025 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 appointing a proxy or voting by post or online as set out below.

1. Postal voting and by proxy using a single form

Registered shareholders who wish to vote by post or be represented by the chairman of the General Meeting or by the person of their choice must return the duly completed and signed single form to Société Générale using the prepaid reply envelope enclosed with the notice of meeting (if they have not requested to receive the notice electronically).

Bearer shareholders who wish to vote by post or be represented by the chairman of the General Meeting or by the person of their choice 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 May 10, 2025. No form received after this date will be taken into account.

2. Voting online via Votaccess

Registered shareholders will log on to the website <https://sharinbox.societegenerale.com> with their usual username and password (as indicated on the single voting form or in the email that will be sent if this notification preference has been selected) or their login email (if they have already activated their Sharinbox account on SG Markets). The password was sent to them by post when they created an account with Société Générale Securities Services. Once logged in, they can follow the instructions on the screen to access the Votaccess platform where they can vote and appoint or revoke a proxy.

Bearer shareholders should log on with their usual login details to the internet portal of their financial intermediary to access the Votaccess platform and follow the instructions on the screen to vote, or appoint or revoke a proxy.

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

If their financial intermediary is not connected to the Votaccess platform, online voting will not be available. Notice of the appointment or revocation of a proxy may, however, be made by electronic means pursuant to Article R. 22-10-24 of the French Commercial Code, as set out below:

- the shareholder should send an email to assemblees.generales@sgss.socgen.com. This email must contain the following information: name of the Company involved, date of the Meeting, 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 financial intermediary to send written confirmation to Assemblées Générales de Société Générale Securities Services, Service Assemblées Générales, CS 30812, 44308 Nantes Cedex 3, France.

Only notifications of appointment or revocation of proxy may be sent to the email address specified above; any request or notification regarding another matter will not be considered.

For proxy appointments with a designated representative submitted electronically to be validly taken into account, they must be received no later than May 12, 2025 by 3:00 p.m.

A proxy may be revoked using the same procedure as for their appointment.

Online voting will be available from April 25, 2025 at 9 a.m. (Paris time) to May 12, 2025 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 April 18, 2025.**

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, i.e. as of May 9, 2025, 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 May 6, 2025.** 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 April 22, 2025.

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.

From the date of the notice of meeting and up to and including the fifth day before the Meeting, shareholders may ask the Company to send them the documents and information referred to in Articles R. 225-81 and R. 225-83 of the French Commercial Code, preferably by email to the following address: ag@icade.fr. Bearer shareholders must provide proof of this status by submitting a share registration certificate.

VI. GENERAL MEETING LIVE STREAM

The General Meeting will be streamed live on the Company's website (<http://www.icade.fr/>), pursuant to Article L. 22-10-38-1 of the French Commercial Code. Streaming details will be provided in the notice of meeting and the page dedicated to the General Meeting on the Company's website (<http://www.icade.fr/en>).

The Board of Directors