
BALO

FRENCH OFFICIAL JOURNAL OF MANDATORY LEGAL NOTICES



**PREMIER
MINISTRE**

*Liberté
Égalité
Fraternité*

Direction de l'information
légale et administrative

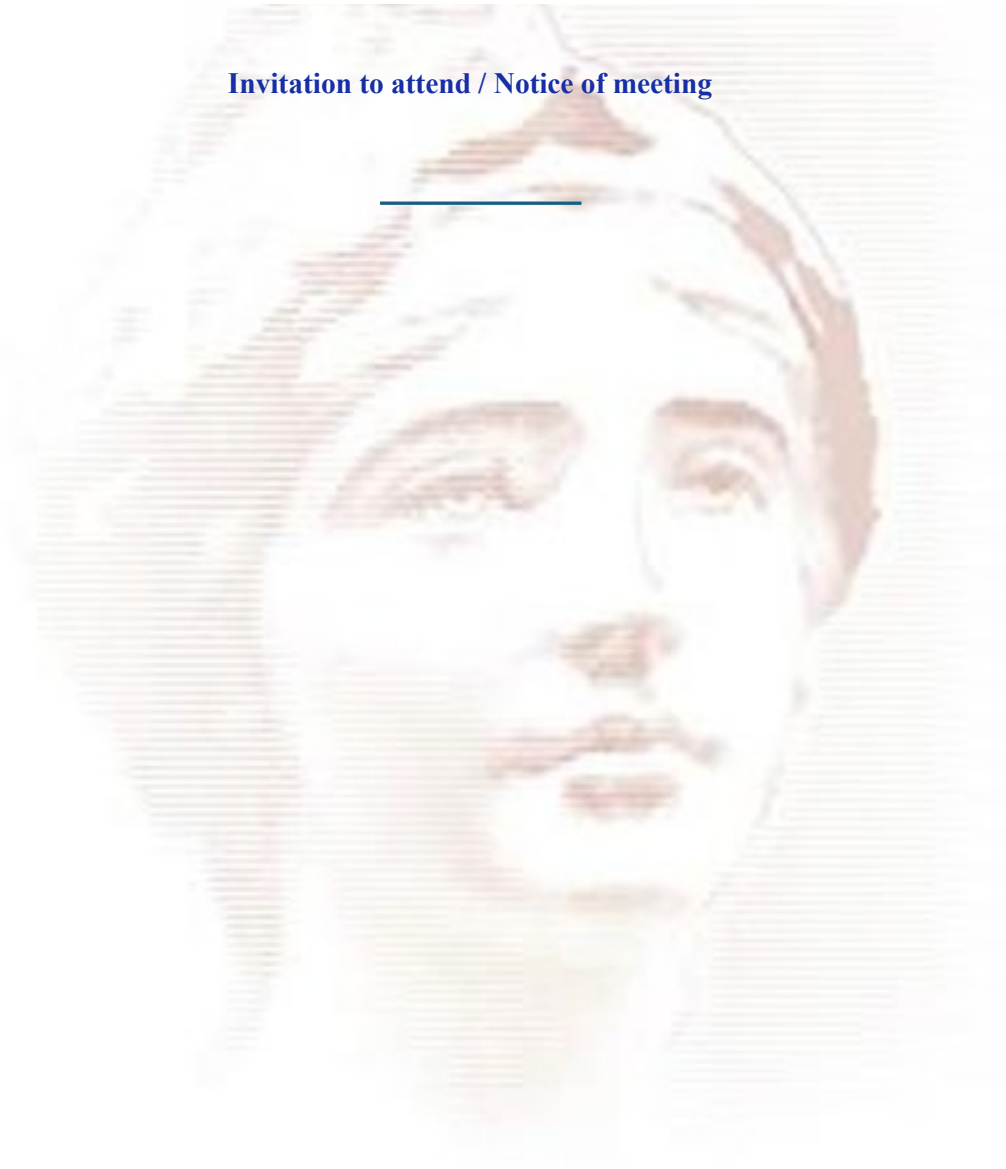
DIRECTION DE L'INFORMATION LÉGALE ET ADMINISTRATIVE

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

INVITATION TO ATTEND**THE COMBINED GENERAL MEETING TO BE HELD ON MAY 13, 2025**

The shareholders of Icade (the "**Company**") are hereby invited to attend the Combined General Meeting to 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 vote on the agenda items 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 Dorothee 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

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 is 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 invitation to attend (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 is 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. WRITTEN QUESTIONS

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.

IV. SHAREHOLDERS' RIGHT TO INFORMATION

The relevant documents for the General Meeting referred to in Article R. 22-10-23 of the French Commercial Code are published on the Company's website (<http://www.icade.fr/en/>) since the twenty-first day before the General Meeting, i.e. since 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.

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.

V. 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 invitation to attend and the page dedicated to the General Meeting on the Company's website (<http://www.icade.fr/en/>).

The Board of Directors