



PRESS RELEASE

Paris, April 19, 2024, 6 p.m.

## OUTCOME OF THE COMBINED GENERAL MEETING OF APRIL 19, 2024

### 1. OUTCOME OF THE COMBINED GENERAL MEETING HELD ON APRIL 19, 2024 AND RESULTS OF VOTING OF THE RESOLUTIONS

Icade's Combined General Meeting (the "**General Meeting**") was held this Friday, April 19, 2024 at the registered office of the Company, Immeuble Open, 27 rue Camille Desmoulins, 92130 Issy-les-Moulineaux, France.

Notices of meeting and invitations to attend were published and invitations to attend were sent in accordance with applicable regulations. All the documents relating to this General Meeting are available in the finance section of the Group's website under the "General Meeting" tab.

The General Meeting was chaired by Mr Frédéric Thomas, Chairman of the Board of Directors.

Caisse des Dépôts et Consignations, represented by Mr Alexandre Thorel, and Crédit Agricole Assurances, represented by Mr Emmanuel Chabas, were appointed as scrutineers from among the shareholders with the largest number of voting rights.

Mr Jérôme Lucchini was appointed as the General Meeting's Secretary.

The quorum was established as follows:

- 63,860,800 voting shares, i.e. a quorum of 84.34 % for the ordinary resolutions,
- 63,862,659 voting shares, i.e. a quorum of 84.35 % for the extraordinary resolutions.

All the resolutions proposed at the General Meeting were approved by a large majority.

Detailed voting results for each resolution are shown in the appendix to this press release.

In particular, the General Meeting:

- approved the separate and consolidated financial statements for the financial year ended December 31, 2023;
- approved the distribution of a gross cash dividend of €4.84 per share for the financial year 2023. It is recalled that a gross interim dividend of €2.42 per share was paid on March 6, 2024, with the shares having gone ex-dividend on March 4, 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;
- approved the new regulated related party agreements mentioned in the Statutory Auditors' special report;
- ratified the temporary appointment of Mrs Dorothee Clouzot, Mr Olivier Lecomte et Mrs Nathalie Delbreuve as directors;
- reappointed Mrs Nathalie Delbreuve, Mrs Laurence Giraudon, Mrs Florence Péronnau and Mr Frédéric Thomas as directors;
- appointed Mr Bruno Derville as new director;
- approved the remuneration policies for directors, the Chairman of the Board of Directors and the Chief Executive Officer;
- approved the elements of remuneration for the Chairman of the Board of Directors and the Chief Executive Officer for the 2023 financial year;
- issued a favourable opinion on the Company's progress with respect to climate transition and biodiversity preservation;
- renewed the financial authorisations and delegations to be given to the Board of Directors.

The presentation of the General Meeting is available in the finance section of the Group's website under the "General Meeting" tab.

## 2. CHANGES IN GOVERNANCE FOLLOWING THE BOARD OF DIRECTORS MEETING HELD ON APRIL 19, 2024

After this General Meeting, the Board of Directors of the Company met on April 19, 2024 and notably:

- appointed Mr Frédéric Thomas as Chairman of the Board of Directors, for the remainder of his term of office as director, i.e. until the general meeting to be held in 2028 to approve the financial statements for the previous year, it being specified that Mr Frédéric Thomas was already holding these functions since April 24, 2019;
- appointed Mrs Florence Péronnau as Vice-Chairwoman also serving as lead independent director, for the remainder of her term of office as director, i.e. until the general meeting to be held in 2028 to approve the financial statements for the previous year, it being specified that Mrs Florence Péronnau was already holding these functions since April 24, 2020;
- modified the composition and chairmanship of the various specialized committees of the Board of Directors, as detailed in the appendix.

The Board of Directors is still composed of 15 directors, including 5 independent directors and 6 women. Details of the composition of the Board of Directors and committees are given in the appendix.

## 3. SAY ON CLIMATE AND BIODIVERSITY

The “Say on Climate” and “Say on Biodiversity” resolutions were approved by respectively 99.30 % and 98.65 % of the shareholders at today’s General Meeting. They are detailed in more detail in the press release published today entitled Say on Climate and Say on Biodiversity.

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### ABOUT ICADE

*Icade is a full-service real estate company with expertise in both commercial property investment (portfolio worth €6.8bn on a full consolidation basis as of 12/31/2023) and property development (2023 economic revenue of €1.3bn) that operates throughout France. Icade has forged long-term partnerships to respond to emerging trends in the industry. It has made climate issues and the preservation of biodiversity central to its business model to reinvent real estate and contribute to more sustainable cities. It is listed as a “SIIC” on Euronext Paris and its leading shareholder is the Caisse des Dépôts group.*

The text of this press release is available on the Icade website: [www.icafe.fr/en](http://www.icafe.fr/en)

### CONTACTS

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**APPENDIX**  
**VOTING RESULTS FOR EACH RESOLUTION**

CAPITAL SHARES: 76 234 545

Resolution	Type	Vote time	Valid for majority				Votes not valid for majority (Abstain+Invalid+Not voted)	Presents & Represented		Titles expressed		Excluded voting rights	State of adoption	
			For	%	Against	%		Shares	Votes	For+Against	% Capital			
1	Approval of the separate financial statements for the year ended December 31, 2023 – Approval of non-tax deductible expenses and charges	Ordinary	19/04/2024 11:00:54	63 737 554	99,93%	46 806	0,07%	76 440	63 860 800	63 860 800	63 784 360	83,67%	0	Carried
2	Approval of the consolidated financial statements for the year ended December 31, 2023	Ordinary	19/04/2024 11:01:20	63 738 982	99,93%	45 713	0,07%	76 105	63 860 800	63 860 800	63 784 695	83,67%	0	Carried
3	Appropriation of profits for the financial year and determination of the dividend amount	Ordinary	19/04/2024 11:01:49	63 785 584	99,91%	56 812	0,09%	18 404	63 860 800	63 860 800	63 842 396	83,74%	0	Carried
4	Statutory Auditors' special report on regulated related party agreements and approval of the new agreements mentioned therein	Ordinary	19/04/2024 11:02:12	61 830 533	96,88%	1 989 102	3,12%	41 164	63 860 800	63 860 799	63 819 635	83,71%	1	Carried
5	Reappointment of PricewaterhouseCoopers Audit as principal statutory auditor	Ordinary	19/04/2024 11:02:37	62 773 904	98,35%	1 051 110	1,65%	35 786	63 860 800	63 860 800	63 825 014	83,72%	0	Carried
6	Appointment of Mazars as statutory auditor responsible for the assurance of sustainability reporting	Ordinary	19/04/2024 11:03:01	62 685 706	98,22%	1 134 832	1,78%	40 262	63 860 800	63 860 800	63 820 538	83,72%	0	Carried
7	Ratification of the temporary appointment of Ms Dorothée Clouzot as director	Ordinary	19/04/2024 11:03:23	52 716 519	82,60%	11 105 585	17,40%	38 696	63 860 800	63 860 800	63 822 104	83,72%	0	Carried
8	Ratification of the temporary appointment of Mr Olivier Lecomte as director	Ordinary	19/04/2024 11:03:47	63 732 136	99,87%	81 776	0,13%	46 888	63 860 800	63 860 800	63 813 912	83,71%	0	Carried
9	Ratification of the temporary appointment of Ms Nathalie Delbreuve as director	Ordinary	19/04/2024 11:04:13	62 044 713	97,23%	1 769 439	2,77%	46 648	63 860 800	63 860 800	63 814 152	83,71%	0	Carried
10	Reappointment of Ms Nathalie Delbreuve as director	Ordinary	19/04/2024 11:04:37	57 091 731	89,47%	6 722 485	10,53%	46 584	63 860 800	63 860 800	63 814 216	83,71%	0	Carried
11	Reappointment of Ms Laurence Giraudon as director	Ordinary	19/04/2024 11:05:00	52 883 251	82,87%	10 928 959	17,13%	48 590	63 860 800	63 860 800	63 812 210	83,71%	0	Carried
12	Reappointment of Ms Florence Péronnau as director	Ordinary	19/04/2024 11:05:23	58 679 331	91,95%	5 134 876	8,05%	46 593	63 860 800	63 860 800	63 814 207	83,71%	0	Carried
13	Reappointment of Mr Frédéric Thomas as director	Ordinary	19/04/2024 11:05:46	50 234 917	78,93%	13 412 898	21,07%	212 985	63 860 800	63 860 800	63 647 815	83,49%	0	Carried
14	Appointment of Mr Bruno Derville as director to replace Mr Georges Ralli	Ordinary	19/04/2024 11:06:10	59 877 695	93,83%	3 935 697	6,17%	47 408	63 860 800	63 860 800	63 813 392	83,71%	0	Carried

15	Approval of the remuneration policy for the members of the Board of Directors	Ordinary	19/04/2024 11:06:33	63 728 921	99,87%	80 639	0,13%	51 240	63 860 800	63 860 800	63 809 560	83,70%	0	Carried
16	Approval of the remuneration policy for the Chairman of the Board of Directors	Ordinary	19/04/2024 11:06:57	63 723 551	99,87%	83 564	0,13%	53 685	63 860 800	63 860 800	63 807 115	83,70%	0	Carried
17	Approval of the remuneration policy for the Chief Executive Officer and/or any other corporate officer	Ordinary	19/04/2024 11:07:21	54 720 373	86,53%	8 518 338	13,47%	622 089	63 860 800	63 860 800	63 238 711	82,95%	0	Carried
18	Approval of the information referred to in section I of Article L. 22-10-9 of the French Commercial Code	Ordinary	19/04/2024 11:07:44	59 688 973	93,78%	3 956 415	6,22%	215 412	63 860 800	63 860 800	63 645 388	83,49%	0	Carried
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	Ordinary	19/04/2024 11:08:08	63 716 507	99,83%	107 462	0,17%	36 831	63 860 800	63 860 800	63 823 969	83,72%	0	Carried
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	Ordinary	19/04/2024 11:08:31	59 078 945	93,16%	4 335 536	6,84%	446 319	63 860 800	63 860 800	63 414 481	83,18%	0	Carried
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	Ordinary	19/04/2024 11:08:53	63 012 383	98,75%	795 456	1,25%	52 961	63 860 800	63 860 800	63 807 839	83,70%	0	Carried
22	Say on Climate	Ordinary	19/04/2024 11:09:16	63 362 770	99,30%	444 058	0,70%	53 972	63 860 800	63 860 800	63 806 828	83,70%	0	Carried
23	Say on Biodiversity	Ordinary	19/04/2024 11:09:38	62 288 094	98,65%	850 083	1,35%	722 623	63 860 800	63 860 800	63 138 177	82,82%	0	Carried
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	Extraordinary	19/04/2024 11:10:02	63 593 107	99,61%	251 125	0,39%	18 427	63 862 659	63 862 659	63 844 232	83,75%	0	Carried
25	Delegation to be given to the Board of Directors to increase the 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	Extraordinary	19/04/2024 11:10:24	62 549 586	97,98%	1 291 690	2,02%	21 383	63 862 659	63 862 659	63 841 276	83,74%	0	Carried
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	Extraordinary	19/04/2024 11:10:47	49 172 607	77,53%	14 248 062	22,47%	441 990	63 862 659	63 862 659	63 420 669	83,19%	0	Carried
27	Powers to complete formalities	Ordinary	19/04/2024 11:11:11	63 808 835	99,99%	8 736	0,01%	43 229	63 860 800	63 860 800	63 817 571	83,71%	0	Carried

**APPENDIX**  
**COMPOSITION OF THE BOARD OF DIRECTORS AND ITS COMMITTEES**

**BOARD OF DIRECTORS**

- Frédéric Thomas, Chairman of the Board of Directors
- La Caisse des dépôts, represented by Alexandre Thorel
- Emmanuel Chabas
- Dorothee Clouzot
- Nathalie Delbreuve, independent director
- Bruno Derville, independent director
- Laurence Giraudon
- Olivier Lecomte, independent director
- Marianne Louradour
- Olivier Mareuse
- Florence Péronnau, independent director
- Gonzague de Pirey, independent director
- Sophie Quatrehomme
- Antoine Saintoyant
- Bernard Spitz
- Alexandre Thorel

**AUDIT AND RISK COMMITTEE**

- Olivier Lecomte, committee chairman, independent director
- Nathalie Delbreuve, independent director
- Olivier Mareuse

**APPOINTMENTS AND REMUNERATION COMMITTEE**

- Florence Péronnau, committee chairwoman, independent director
- Emmanuel Chabas
- Olivier Lecomte, independent director
- Antoine Saintoyant

**STRATEGY AND INVESTMENT COMMITTEE**

- Bruno Derville, committee chairman, independent director
- Emmanuel Chabas
- Florence Péronnau, independent director
- Bernard Spitz
- Frédéric Thomas
- Alexandre Thorel, permanent representative of the Caisse des Dépôts

**INNOVATION AND CSR COMMITTEE**

- Sophie Quatrehomme, committee chairwoman
- Florence Péronnau, independent director
- Gonzague de Pirey, independent director