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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

The shareholders of Icade (the “Company”) are hereby informed that a Combined General Meeting will be held on April 22, 2022 at 9:30 a.m. at the Origine building, 43 boulevard des Bouvets, 92000 Nanterre, France, to consider the agenda items and vote on the proposed resolutions set out below.

IMPORTANT INFORMATION REGARDING COVID-19

Guidance for attending and participating in the Combined General Meeting may be subject to change depending on legal, regulatory and/or public health requirements.

Shareholders should regularly consult the section dedicated to the Combined General Meeting on the Company’s website: <https://www.icafe.fr/en/finance/shareholders/general-shareholders-meeting>.

Given the current health situation, the Company urges its shareholders to be cautious and recommends that they vote remotely or by appointing the chairman of the General Meeting as their proxy (in accordance with the procedures set out at the end of this notice) rather than by attending in person.

Shareholders wishing to attend the General Meeting in person are reminded that their attendance may be contingent on complying with the health measures in force on the day of the Meeting.

Agenda**Ordinary resolutions:**

1. Approval of the separate financial statements for the year ended December 31, 2021 – Approval of non-tax-deductible expenses and charges
2. Approval of the consolidated financial statements for the year ended December 31, 2021
3. Appropriation of profits for the financial year and determination of the dividend amount
4. Statutory Auditors’ special report on regulated related party agreements – Acknowledgement that there have been no new agreements
5. Reappointment of Ms Sophie Quatrehomme as director
6. Reappointment of Ms Marianne Louradour as director
7. Reappointment of Mr Guillaume Poitrial as director
8. Ratification of the temporary appointment of Mr Alexandre Thorel as director
9. Approval of the remuneration policy for the members of the Board of Directors
10. Approval of the remuneration policy for the Chairman of the Board of Directors

11. Approval of the remuneration policy for the Chief Executive Officer and/or any other corporate officer
12. Approval of the information referred to in section I of Article L. 22-10-9 of the French Commercial Code
13. Approval of the fixed, variable and exceptional components of total remuneration and the 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
14. Approval of the fixed, variable and exceptional components of total remuneration and the benefits of any kind paid during the past financial year or granted for the same period to Mr Olivier Wigniolle, Chief Executive Officer
15. 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
16. Say on Climate and Biodiversity

Extraordinary resolutions:

17. Authorisation to be given to the Board of Directors to cancel the treasury shares repurchased by the Company under Article L. 22-10-62 of the French Commercial Code
18. 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 of equity instruments or securities entitling their holders to shares in the Company
19. Powers to complete formalities

Proposed resolutions**ORDINARY RESOLUTIONS:****Resolution 1 – Approval of the separate financial statements for the year ended December 31, 2021 – 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, 2021, approves, as presented, the separate financial statements for the same year, showing a profit of €238,996,310.35.

In particular, the General Meeting approves the expenses and charges referred to in paragraph 4 of Article 39 of the French General Tax Code, which represented a total of €34,837.39, as well as the related tax.

Resolution 2 – Approval of the consolidated financial statements for the year ended December 31, 2021

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, 2021, approves, as presented, these financial statements showing a profit attributable to the Group of €400.1 million.

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, 2021, amounting to €238,996,310.35, as follows:

Profit for the financial year	€238,996,310.35
Less any amounts transferred to the “legal reserve” account	€258,946.33
Plus “Retained earnings”	€2,171,503.69
i.e. a distributable profit of	€240,908,867.71
Dividend distributed to the shareholders:	€240,908,867.71
- Including mandatory dividend distribution (Article 208 C II of the French General Tax Code)	€240,908,867.71
- 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 €2,593,539,248.45 to €2,514,263,027.16:	€79,276,221.29
- Including the premium distribution from the “Merger premium” sub-account treated for tax purposes as a return of capital to shareholders	€69,316,684.36
- 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)	€9,959,536.93

TOTAL DISTRIBUTION	€320,185,089.00
From which an interim dividend was paid on March 2, 2022	€160,092,544.50
- Incl. mandatory dividend distribution (SIIC)	€160,092,544.50
- Including return of capital	€0
Resulting in a final dividend to be paid of	€160,092,544.50
- Incl. mandatory dividend distribution (SIIC)	€90,775,860.14
- Including return of capital	€69,316,684.36
Balance 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 €2,171,503.69 to €0.

Following the premium distribution:

- the “Share premiums, merger premiums and contribution premiums” account will decrease from €2,593,539,248.45 to €2,514,263,027.16;
- the “Merger premium” sub-account will decrease from €833,926,731.89 to €754,650,510.60.

The General Meeting notes that the gross dividend of €4.20 per share (including the interim dividend) breaks down as follows for tax purposes:

- €3.29 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; and
- €0.91 taken from the “Merger premium” sub-account treated for tax purposes as a return of capital.

In accordance with the decision made by the Board of Directors on February 18, 2022, a gross interim dividend of €2.10 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 2, 2022, with the shares having gone ex-dividend on February 28, 2022, and the remaining balance will be paid in the form of a gross final dividend of €2.10 per share on July 6, 2022, with the shares going ex-dividend on July 4, 2022. Its tax treatment is as follows:

- €1.19 taken from tax-exempt profit pursuant to the SIIC tax regime. This amount is not eligible for the 40% tax deduction; and
- €0.91 taken 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. As a result, 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 held by the Company 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 per share	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	Amount of dividends distributed*	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*
2020	€4.01	i.e. €0.80689 per share	i.e. €3.20311 per share	€298,888,321.41	€60,142,501.21	€238,745,820.20
2019	€4.01	i.e. €0 per share	i.e. €4.01 per share	€298,888,321.41	€0	€298,888,321.41
2018	€4.60	i.e. €0.71 per share	i.e. €3.89 per share	€342,864,408.60	€52,920,376.11	€289,944,032.49

* Including the amount of dividends not paid for treasury shares

Resolution 4 – Statutory Auditors’ special report on regulated related party agreements – Acknowledgement that there have been no new agreements

The General Meeting, having read the Statutory Auditors’ special report, notes that, as mentioned in that report, there have been no new agreements of the kind referred to in Articles L. 225-38 et seq. of the French Commercial Code.

Resolution 5 – Reappointment of Ms Sophie Quatrehomme as director

The General Meeting resolves to reappoint Ms Sophie Quatrehomme as director for a term of four years expiring at the end of the General Meeting to be held in 2026 to approve the financial statements for the previous year.

Resolution 6 – Reappointment of Ms Marianne Louradour as director

The General Meeting resolves to reappoint Ms Marianne Louradour as director for a term of four years expiring at the end of the General Meeting to be held in 2026 to approve the financial statements for the previous year.

Resolution 7 – Reappointment of Mr Guillaume Poitrinal as director

The General Meeting resolves to reappoint Mr Guillaume Poitrinal as director for a term of four years expiring at the end of the General Meeting to be held in 2026 to approve the financial statements for the previous year.

Resolution 8 – Ratification of the temporary appointment of Mr Alexandre Thorel as director

The General Meeting ratifies the temporary appointment decided by the Board of Directors at its meeting held on March 11, 2022 of Mr Alexandre Thorel as director to replace Mr Olivier Fabas after he resigned.

As a result, Mr Alexandre Thorel 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 9 – 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 2021 universal registration document.

Resolution 10 – 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 2021 universal registration document.

Resolution 11 – 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 2021 universal registration document.

Resolution 12 – 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 mentioned in the corporate governance report contained in chapter 5 of the 2021 universal registration document.

Resolution 13 – Approval of the fixed, variable and exceptional components of total remuneration and the 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 the 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 2021 universal registration document and as summarised below:

Mr Frédéric Thomas, Chairman of the Board of Directors

Elements of remuneration paid or granted for 2021, in accordance with the principles and criteria approved by the General Meeting held on April 23, 2021	Amounts or accounting valuation submitted for approval
Annual fixed remuneration	€240,000
Valuation of benefits of any kind	€0

Resolution 14 – Approval of the fixed, variable and exceptional components of total remuneration and the benefits of any kind paid during the past financial year or granted for the same period to Mr Olivier Wigniolle, 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 the benefits of any kind paid during the past financial year or granted for the same period to Mr Olivier Wigniolle, Chief Executive Officer, as presented in the corporate governance report contained in chapter 5 of the 2021 universal registration document and as summarised below:

Mr Olivier Wigniolle, Chief Executive Officer

Elements of remuneration paid in 2021 or granted for the same period, in accordance with the principles and criteria approved by the General Meeting held on April 23, 2021	Amounts or accounting valuation submitted for approval
Annual fixed remuneration	€400,000
Annual variable remuneration for 2020 paid in 2021	€32,875
Annual variable remuneration for 2021 (payment subject to approval at the General Meeting to be held on April 22, 2022)	€38,625
Bonus shares subject to performance conditions	€100,000
Benefits in kind	€41,105
	No amounts submitted for approval
Severance payment	

Resolution 15 – 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, authorises the Board of Directors, for a period of 18 months, in accordance with Articles L. 22-10-62 et seq. and L. 225-210 et seq. of the French Commercial Code, 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.

This authorisation cancels and replaces the previous authorisation given by the General Meeting held on April 23, 2021 to the Board of Directors under Ordinary Resolution 17.

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.

Shares may be purchased by any means, including block trades, and at such times as the Board of Directors deems appropriate.

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.

The Company reserves the right to use options or other derivatives pursuant to applicable regulations.

The maximum purchase price is set at €110 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).

The maximum amount of the transaction is set at €500 million.

The General Meeting grants full powers to the Board of Directors to carry out these transactions, set out their terms and conditions, enter into any agreements and complete any formalities.

Resolution 16 – Say on Climate and 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 goals with respect to climate transition and biodiversity preservation as set out in the Climate & Biodiversity reports issued by the Board of Directors and the CSR chapter of the universal registration document.

EXTRAORDINARY RESOLUTIONS:

Resolution 17 – 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, with power to subdelegate, to cancel, at its sole discretion, in one or more transactions subject to a maximum limit of 10% of share capital calculated on the day of the decision to cancel less any shares cancelled during the preceding 24 months, shares that the Company holds or may hold in connection with 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 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 18 – 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 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 the date of 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, 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 20 of the General Meeting held on April 23, 2021.
- 4) Delegates full powers to the Board of Directors 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.

Resolution 19 – 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 attend General Meetings.

Pursuant to Article R. 22-10-28 of the French Commercial Code, shareholders shall only be allowed to attend the General Meeting if they can demonstrate that their shares have been registered either in their own name or in the name of the intermediary registered on their behalf, **at midnight (Paris time) on the second business day preceding the Meeting, in this case by April 20, 2022**, 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 20, 2022 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 20, 2022 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 a 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, or appointing a proxy without naming the proxy holder.

In accordance with Article R. 22-10-28, 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 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 paper 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, or voting on the **secure Votaccess website**.

Votaccess will be available from April 6, 2022 at 9 a.m. (Paris time) to April 21, 2022 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.

Only bearer shareholders whose financial intermediary is connected to the Votaccess system and provides them with this service may access it.

Intermediaries that are not connected to the Votaccess platform and, if they are, subject access thereto to specific terms of use, will inform shareholders how to proceed.

A. Shareholders wishing to attend the General Meeting in person

Shareholders wishing to attend the General Meeting in person must obtain an admission card.

Holders of registered shares entered in the share register at least one month prior to the date of the notice of meeting will receive the management information circular together with a single voting form by postal mail, unless they have requested to be convened by electronic means.

In any event, the single postal or proxy voting form will be available on the Company’s website (<http://www.icade.fr/>) on or before the twenty-first day preceding the Meeting.

They may obtain their admission card either by returning the duly completed and signed single form using the prepaid reply envelope enclosed with the notice of meeting received by post, or by logging on to the website www.sharinbox.societegenerale.com with their usual login 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 should either log on with their usual login details to the Internet portal of their financial intermediary to access the Votaccess website, then follow the instructions on the screen to print out their admission card, or send a request for a single form to their intermediary. As from the date of the notice of meeting, bearer shareholders may request this form in writing from Société Générale Securities Services, 32 rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 3, France. All requests received at least six days before the date of the Meeting will be granted.

In the latter case, if they have not received their admission card by April 20, 2022 (D-2), they must ask their financial intermediary to provide them with a share ownership certificate, which will enable them to prove their status as shareholders on D-2 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 D-2 will be accepted on the day of the Meeting.

All requests for admission cards received by April 19, 2022 (D-3) 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.

Bearer and registered shareholders must be able to prove their identity to attend the General Meeting.

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 able to attend the General Meeting in person

Shareholders who do not attend the General Meeting in person may participate remotely by i) appointing a proxy, ii) voting by post, or iii) voting online.

1. Appointing or revoking a proxy

Shareholders who have chosen to be represented by a proxy of their choice may notify this appointment:

- by post, using the voting form sent, either directly for registered shareholders, using the prepaid reply envelope enclosed with the notice of meeting, or by the bearer shareholders' financial intermediary and received by Société Générale, Service des assemblées générales, CS 30812, 44308 Nantes Cedex 3, France no later than April 19, 2022 (D-3);
- for registered shareholders, by electronic means by logging on to www.sharinbox.societegenerale.com and, for bearer shareholders, to the Internet portal of their financial intermediary to access the Votaccess website, no later than April 21, 2022 (D-1) at 3 p.m.

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.

Shareholders can revoke their proxy with it being specified that the revocation must be done in writing and in the same manner as that used for their appointment as set out above. To appoint a new proxy after revocation, a shareholder must ask Société Générale (if they hold registered shares) or their authorised intermediary (if they hold bearer shares) to send them a new proxy voting form bearing the words “Change of Proxy” and send it to Société Générale – Service Assemblées, 32 rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 03, France, at least three calendar days before the date of the General Meeting, i.e. April 19, 2022.

The appointment and revocation of a proxy may also be made by electronic means, as follows:

- **for holders of shares registered either directly with Icade (pure registered form) or through an intermediary (administered registered form):** by logging on to www.sharinbox.societegenerale.com with their usual login details indicated on the portfolio statement and by clicking on the “Reply” button in the “General Meetings” section of the home page, and then by clicking on the “Appoint or Revoke Proxy” button on the Votaccess website. Shareholders can retrieve lost usernames and/or passwords by following the instructions on the screen;
- **for bearer shareholders:** either by logging on to 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. 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.

It should be noted 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.

Based on the foregoing, proxies will not be accepted on the day of the General Meeting.

2. Voting remotely using a single form

Shareholders who do not attend this General Meeting in person and who wish to vote by post or to be represented by appointing the chairman of the General Meeting as their proxy may:

- **for registered shareholders:** return the single postal or proxy voting form, which will be sent to them with the notice of meeting using the prepaid reply envelope attached to the notice of meeting, unless they have requested to be convened by electronic means,
- **for bearer shareholders:** request this form from the financial intermediary in writing. This request must be received at least six days before the date of the General Meeting.

The single postal or proxy voting form must be returned to the financial intermediary who will send it to Société Générale together with a share ownership certificate proving their status as shareholders on D-2.

Shareholders shall return their forms in such a way that Société Générale can receive them within a deadline of three calendar days before the Meeting, i.e. no later than April 19, 2022, unless otherwise provided for in the Articles of Association.

It should be noted that no form received by the Company after this date will be taken into account.

3. Voting online

Registered shareholders should log on to www.sharinbox.societegenerale.com using their Sharinbox access code. The password to log on to the website was sent to them by post when they created an account with Société Générale Securities Services. It can be resent by clicking on “Get your login details” on the website’s home page.

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 “Voting” in the “Your Voting Rights” section.

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.

Voting online will be available from April 6, 2022 at 9 a.m. (Paris time) to April 21, 2022 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. March 28, 2022.**

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 on 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 Company’s 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. until April 15, 2022.** These written questions must be sent to the Chairman of the Board of Directors by registered letter with acknowledgement of receipt to the Company’s registered office 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/>).

The preliminary 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/>) no later than 21 days before the General Meeting.

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