



DISCLOSURE OF A RELATED PARTY AGREEMENT PURSUANT TO ARTICLES L. 22-10-13 AND R. 22-10-17 OF THE FRENCH COMMERCIAL CODE

Pursuant to Articles L. 22-10-13 and R. 22-10-17 of the French Commercial Code, the following information is provided on a related party agreement recently entered into by the Company:

Nature and purpose of the agreement:

On June 1st, 2022, Icade (the “**Company**”) entered into a headquarters expenses and trademarks license agreement with Caisse des Dépôts et consignations (the “**Caisse des dépôts**” or “**CDC**”), which holds 39.2% of the Company's shares and voting rights and is also a member of Icade's board of directors.

The purpose of this agreement is to allow the Company, for itself and for some of its subsidiaries, to benefit from a certain number of actions qualified as headquarters activities (training, IT tools support, etc.) as well as the right to use Caisse des Dépôts' trademarks and names for institutional and/or commercial purposes.

The agreement is concluded for a period of 5 years, and is renewable by tacit agreement each year for 1 year, except in the case of early termination.

Prior approval by Icade's Board of Directors:

As Caisse des Dépôts is a director and holds more than 10% of the Company's voting rights, the Board of Directors of Icade, at its meeting of April 22, 2022, authorized, after review, the signing of this headquarters expenses and trademarks license agreement, in accordance with the provisions of Article L. 225-38 of the French Commercial Code. Caisse des Dépôts and the directors from Caisse des Dépôts, as persons interested in the signing of this agreement, did not take part to the deliberations or vote on its prior approval.

Financial conditions and reasons justifying the interest of this agreement for the Company:

On April 22, 2022, the Company's board of directors noted the interest for the Company to enter into this agreement, in particular with regard to (i) the pricing conditions, which are considered to be balanced for Icade for this type of services, and (ii) the interest for the Company to benefit from the rights to use the CDC trademarks and the headquarters activities.

In consideration for the activities and rights granted by Caisse des Dépôts to the Company, the Company will pay a royalty calculated as follows:

Paris, June 1, 2022

- With respect to the trademarks licence royalties: 0.2% of the consolidated revenues, with a maximum royalty amount of 200,000 euros out of taxes ;
- With respect to the headquarters expenses royalties: 0,03% of the revenues, with the following maximum royalty amounts:
 - ✓ 25,000 euros out of taxes if the turnover is below 100,000,000 euros;
 - ✓ 100,000 euros out of taxes if the turnover is between 100,000,000 euros et 1,000,000,000 euros;
 - ✓ 250,000 euros out of taxes if the turnover is above 1,000,000,000 euros.

i.e. a maximum total royalty of 450,000 euros out of taxes.

It is further indicated that in accordance with Article R. 22-10-17 of the French Commercial Code, this price is not material in relation to Icade's latest annual profit of 238,996,310.35 euros at December 31, 2021, and its consolidated net profit on a Group share basis of 400.1 million euros at December 31, 2021.

This agreement will be submitted to the next general shareholders' meeting of the Company.