

# BALO

## FRENCH OFFICIAL JOURNAL OF MANDATORY LEGAL NOTICES



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](http://www.dila.premier-ministre.gouv.fr)

[www.journal-officiel.gouv.fr](http://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: 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  
TO BE HELD ON APRIL 21, 2023**

The shareholders of Icade (the “**Company**”) are hereby informed that a Combined General Meeting will be held on April 21, 2023 at 9:30 a.m. at the Company’s registered office located at Immeuble Open, 27 rue Camille Desmoulins, 92130 Issy-les-Moulineaux, France, to consider the agenda items and vote on the proposed resolutions set out below.

**Agenda****Ordinary resolutions:**

1. Approval of the separate financial statements for the year ended December 31, 2022 – Approval of non tax deductible expenses and charges
2. Approval of the consolidated financial statements for the year ended December 31, 2022
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 agreements mentioned therein
5. Reappointment of Caisse des Dépôts et Consignations as director
6. Reappointment of Mr Emmanuel Chabas as director
7. Reappointment of Mr Gonzague de Pirey as director
8. Reappointment of Mr Antoine Saintoyant 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 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 benefits of any kind paid or granted to Mr Olivier Wigniolle in his capacity as Chief Executive Officer from January 1, 2022 to December 31, 2022 and from January 1, 2023 to April 21, 2023 (inclusive)
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 shares repurchased by the Company under Article L. 22-10-62 of the French Commercial Code
18. 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
19. Delegation of authority to be given to the Board of Directors to issue ordinary shares with pre-emptive rights for existing shareholders
20. Authorisation to be given to the Board of Directors to increase the number of new shares being issued
21. 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
22. Powers to complete formalities

**Proposed resolutions****ORDINARY RESOLUTIONS****Resolution 1 – Approval of the separate financial statements for the year ended December 31, 2022 – 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, 2022, approves, as presented, the separate financial statements for the same year, showing a profit of €200,870,377.86.

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 represented a total of €34,409.09, as well as the related tax.

**Resolution 2 – Approval of the consolidated financial statements for the year ended December 31, 2022**

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, 2022, approves, as presented, these financial statements showing a profit attributable to the Group of €54,085,000.

**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, 2022, amounting to €200,870,377.86, as follows:

Profit for the financial year	€200,870,377.86
Less any amounts transferred to the "legal reserve" account	€0
Plus "Retained earnings"	€2,356,636.80
i.e. a distributable profit of	€203,227,014.66
<b>Dividend distributed to the shareholders:</b>	<b>€203,227,014.66</b>
- Including mandatory dividend distribution (Article 208 C II of the French General Tax Code)	€203,227,014.66
- Including additional dividend distribution from the tax-exempt activity	€0
- Including dividend distribution from taxable activities	€0
<b>Premium distribution paid to shareholders from the "Share premiums, merger premiums and contribution premiums" account, which will decrease from €2,514,263,027.16 to €2,387,394,461.97:</b>	<b>€126,868,565.19</b>
- Including the premium distribution from the "Merger premium" sub-account treated for tax purposes as a return of capital to shareholders	€126,868,565.19
- 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

<b>TOTAL DISTRIBUTION</b>	<b>€330,095,579.85</b>
<b>From which an interim dividend was paid on March 2, 2023</b>	<b>€164,666,617.20</b>
- Incl. mandatory dividend distribution (SIIC)	€164,666,617.20
- Including return of capital	€0
<b>Resulting in a final dividend to be paid of</b>	<b>€165,428,962.65</b>
- Incl. mandatory dividend distribution (SIIC)	€38,560,397.46
- Including return of capital	€126,868,565.19
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 €2,356,636.80 to €0.

Following the premium distribution:

- the "Share premiums, merger premiums and contribution premiums" account will decrease from €2,514,263,027.16 to €2,387,394,461.97;
- the "Merger premium" sub-account will decrease from €754,650,510.60 to €627,781,945.41.

The General Meeting notes that the gross dividend of €4.33 per share (including the interim dividend) breaks down as follows for tax purposes:

- €2.67 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
- €1.66 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 17, 2023, a gross interim dividend of €2.16 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, 2023, with the shares having gone ex-dividend on February 28, 2023, and the remaining balance will be paid in the form of a gross final dividend of €2.17 per share on July 6, 2023, with the shares going ex-dividend on July 4, 2023. Its tax treatment is as follows:

- €0.51 deducted from tax-exempt profit pursuant to the SIIC tax regime. This amount is not eligible for the 40% tax deduction; and
- €1.66 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. 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		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
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
2020	Amount per share	€4.01	€0.80689	€3.20311	€0
	Total distribution*	€298,888,321.41	€60,142,501.21	€238,745,820.20	€0
2019	Amount per share	€4.01	€0	€4.01	€0
	Total distribution*	€298,888,321.41	€0	€298,888,321.41	€0

\* Including the amount of dividends not paid for treasury shares

#### **Resolution 4 – Statutory Auditors’ special report on regulated related party agreements and approval of the new agreements 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 agreements mentioned therein.

#### **Resolution 5 – Reappointment of Caisse des Dépôts et Consignations as director**

The General Meeting resolves to reappoint Caisse des Dépôts et Consignations as director for a term of four years expiring at the end of the General Meeting to be held in 2027 to approve the financial statements for the previous year.

#### **Resolution 6 – Reappointment of Mr Emmanuel Chabas as director**

The General Meeting resolves to reappoint Mr Emmanuel Chabas as director for a term of four years expiring at the end of the General Meeting to be held in 2027 to approve the financial statements for the previous year.

#### **Resolution 7 – Reappointment of Mr Gonzague de Pirey as director**

The General Meeting resolves to reappoint Mr Gonzague de Pirey as director for a term of four years expiring at the end of the General Meeting to be held in 2027 to approve the financial statements for the previous year.

#### **Resolution 8 – Reappointment of Mr Antoine Saintoyant as director**

The General Meeting resolves to reappoint Mr Antoine Saintoyant as director for a term of four years expiring at the end of the General Meeting to be held in 2027 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 2022 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 2022 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 2022 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 and mentioned in the corporate governance report contained in chapter 5 of the 2022 universal registration document.

**Resolution 13 – 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 2022 universal registration document.

**Resolution 14 – Approval of the fixed, variable and exceptional components of total remuneration and benefits of any kind paid or granted to Mr Olivier Wigniolle in his capacity as Chief Executive Officer from January 1, 2022 to December 31, 2022 and from January 1, 2023 to April 21, 2023 (inclusive)**

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 or granted to Mr Olivier Wigniolle in his capacity as Chief Executive Officer from January 1, 2022 to December 31, 2022 and from January 1, 2023 to April 21, 2023 (inclusive), as presented in the corporate governance report contained in chapter 5 of the 2022 universal registration document.

**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 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 22, 2022 to the Board of Directors under Ordinary Resolution 15.

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 and progress with respect to climate transition and biodiversity preservation as set out in the CSR chapter of the 2022 universal registration document and the Biodiversity Report issued by the Board of Directors.

### **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 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 bonus 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 bonus 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 19 – 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 €38 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 21 of this Meeting and Resolution 18 of the General Meeting held on April 22, 2022 shall be deducted from the above-mentioned 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 20 – Authorisation to be given to the Board of Directors to increase the number 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 number of ordinary shares to be issued as part of any of the issues that may be decided under Resolution 19, 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 21 – 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 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 19 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 22 – 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 **April 19, 2023 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 April 19, 2023 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 19, 2023 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. However, shareholders having voted remotely (online or by using the single 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, and voting on the **secure Votaccess website**. 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.

**Votaccess will be available from April 3, 2023 at 9 a.m. (Paris time) to April 20, 2023 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 notice of 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. This single postal or proxy voting form will also be available on the Company's website (<http://www.icade.fr/en/>) no later than the twenty-first day preceding the General Meeting, i.e. on or before March 31, 2023.

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 notice of meeting received by post; or
- electronically: by logging on to the website [www.sharinbox.societegenerale.com](http://www.sharinbox.societegenerale.com) with their usual username 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** 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 notice of meeting until the sixth day preceding the date of the General Meeting, i.e. on or before April 15, 2023; or
- electronically: by logging on with their usual login details to the internet portal of their financial intermediary to access the Votaccess website and following the instructions on screen to print the admission card.

If they have not received their admission card by April 19, 2023, 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 April 19, 2023 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 April 18, 2023 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 (1) appointing a proxy, (2) voting by post using a single form, or (3) voting online via Votaccess.

### **1. Appointing and revoking a proxy**

**Registered shareholders** who have chosen to be represented by a proxy of their choice may notify this appointment or revoke it:

- by post: by returning the duly completed and signed single form using the prepaid reply envelope enclosed with the notice of meeting (if the shareholder has not requested to be invited by electronic means) or by regular mail to Société Générale – Service Assemblées, 32 rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 03, France, no later than April 18, 2023; or
- electronically: by logging on to [www.sharinbox.societegenerale.com](http://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 homepage, and then by clicking on the “Appoint or Revoke Proxy” button and then on the “Appoint or Revoke Proxy” button on the Votaccess voting site, no later than April 20, 2023 at 3 p.m.

To appoint a new proxy after revocation, shareholders must ask Société Générale to send them a new proxy voting form which they must return to Société Générale – Service Assemblées, 32 rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 03, France, after adding the words “Change of Proxy”, no later than three calendar days before the date of the General Meeting, i.e. on or before April 18, 2023.

**Bearer shareholders** who have chosen to be represented by a proxy of their choice may notify this appointment or revoke it:

- by post: by requesting the single postal or proxy voting form from their financial intermediary, then returning 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 no later than April 18, 2023; or
- electronically: either by logging on to the 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 no later than April 20, 2023 at 3 p.m.

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.

To appoint a new proxy after revocation, shareholders must ask their authorised intermediary to send them a new proxy voting form which they must return to Société Générale – Service Assemblées, 32 rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 03, France, after adding the words “Change of Proxy”, no later than three calendar days before the date of the General Meeting, i.e. on or before April 18, 2023.

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, and 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.

## 2. Postal voting using a single form

**Registered shareholders** who wish to vote by post should return the duly completed and signed single form to Société Générale – Service Assemblées, 32 rue du Champ de Tir, CS 30812, 44308 Nantes Cedex 03, France, using the prepaid reply envelope enclosed with the notice of meeting (if the shareholder has not requested to be invited by electronic means) or by regular mail.

**Bearer shareholders** who wish to vote by post 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 April 18, 2023. No form received after this date will be taken into account.

## 3. Voting online via Votaccess

**Registered shareholders** should log on to [www.sharinbox.societegenerale.com](http://www.sharinbox.societegenerale.com) using the Sharinbox access code needed to activate their Sharinbox By SG Markets account. On the Sharinbox homepage, shareholders will find all the information they need to complete this process. Shareholders who have already activated their account and have set their email address as username do not need their access code and should instead use their email address to log in.

The password was sent to them by post when their registered account with Société Générale was opened or has been sent by post in the last few days. If this is not the case, shareholders should activate their account to obtain the new authentication details. If shareholders lose or forget their password, they should follow the procedure described on their authentication page online.

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 “Participate” to access the voting site.

**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.

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

**Online voting will be available from April 3, 2023 at 9 a.m. (Paris time) to April 20, 2023 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](mailto:ag@icade.fr), and be received **no later than 25 days before the date of the General Meeting, i.e. on or before March 27, 2023.**

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 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 April 17, 2023**. 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](mailto: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 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/en/>) no later than 21 days before the General Meeting, i.e. on or before March 31, 2023.

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