

# BALO

## FRENCH OFFICIAL JOURNAL OF MANDATORY LEGAL NOTICES



**PREMIER  
MINISTRE**

*Liberté  
Égalité  
Fraternité*

Direction de l'information  
légale et administrative

DIRECTION DE L'INFORMATION LÉGALE ET ADMINISTRATIVE

26, rue Desaix, 75727 PARIS CEDEX 15

[www.dila.premier-ministre.gouv.fr](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

**INVITATION TO ATTEND  
THE COMBINED GENERAL MEETING TO BE HELD ON APRIL 19, 2024**

The shareholders of Icade (the “**Company**”) are hereby invited to attend the Combined General Meeting to be held on April 19, 2024 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 vote on the agenda items set out below.

**Agenda**

**Ordinary resolutions:**

1. Approval of the separate financial statements for the year ended December 31, 2023 – Approval of non tax deductible expenses and charges
2. Approval of the consolidated financial statements for the year ended December 31, 2023
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 PricewaterhouseCoopers Audit as principal statutory auditor
6. Appointment of Mazars as statutory auditor responsible for the assurance of sustainability reporting
7. Ratification of the temporary appointment of Ms Dorothée Clouzot as director
8. Ratification of the temporary appointment of Mr Olivier Lecomte as director
9. Ratification of the temporary appointment of Ms Nathalie Delbreuve as director
10. Reappointment of Ms Nathalie Delbreuve as director
11. Reappointment of Ms Laurence Giraudon as director
12. Reappointment of Ms Florence Péronnau as director
13. Reappointment of Mr Frédéric Thomas as director
14. Appointment of Mr Bruno Derville as director to replace Mr Georges Ralli
15. Approval of the remuneration policy for the members of the Board of Directors
16. Approval of the remuneration policy for the Chairman of the Board of Directors
17. Approval of the remuneration policy for the Chief Executive Officer and/or any other corporate officer
18. Approval of the information referred to in section I of Article L. 22-10-9 of the French Commercial Code
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
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

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
22. Say on Climate
23. Say on Biodiversity

**Extraordinary resolutions:**

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
25. 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 in kind of equity instruments or securities entitling their holders to shares in the Company
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

**Ordinary resolution:**

27. Powers to complete formalities

\*\*\*\*\*

**PARTICIPATING IN THE GENERAL MEETING****I. GENERAL PROCEDURES AND PREREQUISITES**

All shareholders, regardless of the number of shares they own, are entitled to participate in the General Meeting.

Pursuant to Article R. 22-10-28 of the French Commercial Code, shareholders shall only be allowed to participate in the General Meeting if they can demonstrate that their shares are registered either in their own name or in the name of the intermediary registered on their behalf, on the second business day preceding the date of the Meeting, in this case on **April 17, 2024 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 17, 2024 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 17, 2024 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 is available from April 1, 2024 at 9 a.m. (Paris time) to April 18, 2024 at 3 p.m. (Paris time).** To avoid overloading the Votaccess platform, shareholders are strongly advised not to wait until the day before the General Meeting to vote.

#### **A. Shareholders wishing to attend the General Meeting in person**

Shareholders wishing to attend the General Meeting in person must hold personal identification and an admission card.

**Registered shareholders** entered in the share register at least one month prior to the date of the invitation to attend the General Meeting and who have not requested to be invited by electronic means will receive the management information circular together with a single postal or proxy voting form by postal mail. This single postal or proxy voting form is also available on the Company's website (<http://www.icade.fr/en/>) since the twenty-first day preceding the General Meeting, i.e. since March 29, 2024.

Registered shareholders can obtain their admission card:

- by post: by returning the duly completed and signed single form using the prepaid reply envelope enclosed with the invitation to attend the General Meeting received by post; or
- 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 invitation to attend the General Meeting until the sixth day preceding the date of the General Meeting, i.e. on or before April 13, 2024; 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 17, 2024, 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 17, 2024 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 16, 2024 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 invitation to attend the General 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 16, 2024; 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, no later than April 18, 2024 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 16, 2024.

**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 16, 2024; 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 18, 2024 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 16, 2024.

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 invitation to attend the General 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 16, 2024. 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. 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 is available from April 1, 2024 at 9 a.m. (Paris time) to April 18, 2024 at 3 p.m. (Paris time).** To avoid any overloading, shareholders are advised not to wait until the last day to log on.

### III. WRITTEN QUESTIONS

Written questions may be submitted by shareholders to the Chairman of the Board of Directors **until the fourth business day preceding the date of the General Meeting, i.e. on or before April 15, 2024.** 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.

### IV. SHAREHOLDERS' RIGHT TO INFORMATION

The relevant documents for the General Meeting referred to in Article R. 22-10-23 of the French Commercial Code are published on the Company's website (<http://www.icade.fr/en/>) since the twenty-first day before the General Meeting, i.e. since March 29, 2024.

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