

GECINA

French limited company (société anonyme) with capital of €575,540,182.50

Registered office: 14-16, rue des Capucines – 75002 Paris - France

Paris trade and companies register: 592 014 476

(the “**Company**”)

Meeting notice Combined General Meeting on April 17, 2025

Gecina’s shareholders are invited to a Combined General Meeting (the “**General Meeting**”) on Thursday April 17, 2025 from 3pm (CET) at Hôtel Kimpton St Honoré Paris, 20 rue Daunou, 75002 Paris, France.

The General Meeting will also be streamed live and in full on the Company’s website (www.gecina.fr), in accordance with legal and regulatory requirements. Its recording will be available on the Company’s website, under the conditions set by Article R.22-10-29-1, 3 of the French Commercial Code.

AGENDA

Ordinary resolutions

1. Approval of the corporate financial statements for 2024;
2. Approval of the consolidated financial statements for 2024;
3. Income appropriation for 2024 and dividend payment;
4. Option for 2025 interim dividends to be paid in shares – delegation of authority to the Board of Directors;
5. Statutory Auditors’ special report on the regulated agreements and commitments governed by Articles L.225-38 *et seq.* of the French Commercial Code;
6. Approval of the information mentioned in Article L.22-10-9, I of the French Commercial Code relating to compensation for corporate officers for 2024;
7. Approval of the fixed, variable and exceptional components of the overall compensation package and the benefits in kind awarded during or for 2024 to Mr Jérôme Brunel, Chairman of the Board of Directors;
8. Approval of the fixed, variable and exceptional components of the overall compensation package and the benefits in kind awarded during or for 2024 to Mr Beñat Ortega, Chief Executive Officer;
9. Setting of the total annual amount of compensation for the members of the Board of Directors in connection with their office;
- Approval of the components of the compensation policy for the members of the Board of Directors for 2025;
10. Approval of the components of the compensation policy for the Chairman of the Board of Directors for 2025;
11. Approval of the components of the compensation policy for the Chief Executive Officer for 2025;
12. Ratification of Ms Ouma Sananikone’s appointment as a Director;

13. Reappointment of Ms Laurence Danon Arnaud as a Director;
14. Reappointment of Ivanhoé Cambridge Inc. as a Director;
15. Appointment of Mr Philippe Brassac as a Director;
16. Appointment of KPMG as a Statutory Auditor in charge of the mission to certify sustainability-related disclosures;
17. Authorization for the Board of Directors to trade in the Company's shares;

Extraordinary resolutions

18. Amendment of Article 14 of the bylaws, relating to the Board of Directors' deliberations;
19. Amendment of the first paragraph of Article 15 of the bylaws, relating to the powers of the Board of Directors;
20. Amendment of Article 22 of the bylaws, relating to the statutory auditors;
21. Delegation of authority for the Board of Directors to decide to increase the Company's share capital by issuing - with preferential subscription rights maintained - shares and/or transferable securities giving immediate or future access to the capital and/or entitling holders to awards of debt securities;
22. Delegation of authority for the Board of Directors to decide to increase the Company's share capital by issuing - with preferential subscription rights waived - shares and/or transferable securities giving immediate or future access to the capital and/or entitling holders to awards of debt securities, particularly in connection with a public offering;
23. Delegation of authority for the Board of Directors to decide to increase the Company's share capital by issuing - with preferential subscription rights waived - shares and/or transferable securities giving immediate or future access to the Company's capital and/or entitling holders to awards of debt securities, in the event of a public exchange offer initiated by the Company;
24. Authorization for the Board of Directors to increase the number of securities to be issued in the event of a capital increase with preferential subscription rights maintained or waived;
25. Possibility to issue shares or transferable securities giving immediate or future access to shares to be issued by the Company in exchange for contributions in kind, excluding public exchange offers;
26. Delegation of authority for the Board of Directors to decide to increase the share capital through the incorporation of premiums, reserves, profits or other elements;
27. Delegation of authority for the Board of Directors to decide to increase the Company's share capital by issuing shares or transferable securities giving immediate or future access to the capital, reserved for members of savings plans, with their preferential subscription rights waived;
28. Authorization for the Board of Directors to award new or existing bonus shares to Group employees and executive officers or certain categories of them;

29. Authorization for the Board of Directors to reduce the share capital by canceling treasury stock.

Ordinary resolutions

30. Powers for formalities.

The agenda and the full texts of the proposed resolutions were published in the French official gazette (Bulletin des annonces légales obligatoires) no.26 on February 28, 2025 and are available on the Company's website: www.gecina.fr, under Investors / General Meetings.

I. FORMALITIES FOR PARTICIPATION IN THE GENERAL MEETING

All shareholders, irrespective of the number of shares held, are entitled to attend this General Meeting in person or be represented by any individual or legal entity of their choice, or vote by post or online.

In accordance with Article R.22-10-28 of the French Commercial Code, the right to take part in the General Meeting is subject to securities being registered in a securities account in the name of the shareholder or their intermediary by the second working day before the Meeting, i.e. midnight (CET) on April 15, 2025:

- **For registered shareholders:** in the registered securities accounts held by the company Uptevia, or,
- **For bearer shareholders:** in the securities accounts held by their authorized intermediary which manages them. The authorized intermediaries will issue a shareholding certificate in the shareholder's name, appended to the dedicated voting form.

Shareholders may sell all or part of their shares at any time:

- If sales take place before midnight (CET) on April 15, 2025, the postal votes and proxy forms, accompanied by shareholding certificates if applicable, will be rendered null and void or modified accordingly, as required.
- If sales or any other transactions take place after midnight (CET) on April 15, 2025, regardless of the means used, they will not be taken into consideration by the Company.

1. Participation or voting using the internet – Votaccess platform

To encourage participation in this General Meeting, shareholders have the option to submit their voting instructions, appoint or dismiss a representative, and/or request an admission card online before the General Meeting with the Votaccess platform, under the conditions set out below:

- **For direct registered shareholders:** they will be able to access the voting site via their Shareholder Space at <https://www.gecina.uptevia.com>. Direct registered shareholders will need to sign in to their Shareholder Space with their usual access codes. Once they have signed in to their Shareholder Space, they will need to follow the instructions on screen to access the Votaccess site and be

able to submit their voting instructions, appoint or dismiss a representative, and request an admission card.

- **For administered registered shareholders:** they will be able to access the voting site via the VoteAG site at <https://www.voteag.com>. Administered registered shareholders will need to sign in to VoteAG with the temporary codes provided on the dedicated voting form or the electronic invitation to attend the General Meeting. Once on the site's homepage, they will need to follow the instructions on screen to access the Votaccess site and be able to submit their voting instructions, appoint or dismiss a representative, and request an admission card.
- **For bearer shareholders:** they will need to contact their custodian to determine whether or not it is connected to the Votaccess site and, if applicable, if this access is subject to any specific conditions for use. If the bearer shareholder's custodian is connected to the Votaccess site, the shareholder will need to identify themselves on their custodian's online portal with their usual access codes. The shareholder will then need to click on the icon shown on the line corresponding to their Gecina shares and follow the instructions on screen to access the Votaccess site and vote or appoint / dismiss a representative, or request an admission card.

The Votaccess site will be open from 10am on March 31, 2025 to 3pm (CET) on April 16, 2025, the day before the General Meeting.

It is recommended that shareholders with their access codes should not wait until the final few days to indicate how they would like to take part in the General Meeting in order to avoid potential bottlenecks on the website.

2. Attending the General Meeting in person

Shareholders who would like to attend the General Meeting in person must request an admission card under the following conditions:

- **For registered shareholders:** shareholders must ensure that their admission card request reaches Uptevia, Assemblées générales, 90-110 esplanade du Général de Gaulle, 92931 Paris La Défense Cedex, France or submit their request online on the secure Votaccess platform by April 14, 2025.

Registered shareholders that have not received their admission card will nevertheless be able to attend the General Meeting by going to the dedicated counter and showing proof of their identity.

- **For bearer shareholders:** any bearer shareholder may ask the authorized intermediary that manages their securities account to send them an admission card. This admission card is sufficient to attend the General Meeting in person; if bearer shareholders have not received their admission card in time or have misplaced it, they will be able to receive a shareholding certificate directly from this authorized intermediary, confirming the securities held as at April 15, 2025, and then present themselves at the General Meeting with this certificate.

Shareholders are advised that for this General Meeting, the latest time for signing the attendance register will be the start of the discussions. If they arrive after the attendance register has been closed, shareholders will not be able to vote during the Meeting.

3. Voting by post

Shareholders who would like to vote by post will need to take the following actions:

- **For registered shareholders:** send a postal voting form (which the company Uptevia will send out directly to all registered shareholders).
- **For bearer shareholders:** bearer shareholders will need to request a postal voting form from the authorized intermediary that manages their securities account. This voting form will need to be sent to the authorized financial intermediary managing their securities account. The intermediary will then forward this voting form to the company Uptevia accompanied by a shareholding certificate. The voting form will also be available on Gecina's website (www.gecina.fr), in the General Meeting section.

In both cases, postal votes will only be taken into account if the duly completed and signed forms reach the company Uptevia at the abovementioned address, at least three days before the General Meeting, i.e. by Monday April 14, 2025 at the latest.

4. Voting by proxy

Shareholders who would like to be represented will need to take the following actions:

- **For registered shareholders:** return the proxy voting form sent out to them with their invitation to attend to the company Uptevia under the conditions set out below.
- **For bearer shareholders:** request a proxy voting form from the authorized intermediary that manages their securities account. This proxy voting form will also be available on the Company's website (www.gecina.fr), in the General Meeting section.

In accordance with Article R. 22-10-24 of the French commercial code, notice of the appointment and dismissal of a representative may be given electronically, under the following conditions:

Shareholders will send an email to ct-mandataires-assemblees@uptevia.com attaching a scanned copy of their signed proxy voting form, indicating their surname, first name, address and personal identifier, or their shareholding certificate for bearer shareholders, as well as the surname and first name of their representatives who are being appointed or dismissed. Scanned copies of proxy voting forms that have not been signed will not be taken into account.

Only notices for the appointment or dismissal of representatives may be sent to the abovementioned email address.

To be taken into account, requests submitted on the Votaccess voting site to appoint or dismiss representatives will need to be received at least one day before the General Meeting, i.e. by 3pm (CET) on Wednesday April 16, 2025.

Paper proxy forms, duly completed and signed, must reach the company Uptevia at the address indicated above by April 14, 2025 at the latest.

To dismiss their representatives, shareholders will need to follow the same process as for their appointment, in writing or electronically, as relevant.

This dismissal will need to have been received by the company Uptevia by 3pm (CET) on April 16, 2025 if submitted on the Votaccess website, or by April 14, 2025 if submitted by email or post.

When shareholders have already voted by post, sent in proxy forms or applied for admission cards or shareholding certificates, they will no longer be able to choose another method for participating in the General Meeting.

In accordance with the provisions set out above, no appointments or dismissals of representatives will be accepted on the day of the General Meeting.

Proxies appointed for the General Meeting will be authorized to attend successive General Meetings convened with the same agenda.

II. WRITTEN QUESTIONS FROM SHAREHOLDERS

Any shareholder may submit questions in writing to the Board of Directors until four working days before the General Meeting, i.e. April 11, 2025 inclusive.

These questions must be sent recorded delivery to Gecina, 16 rue des Capucines, 75084 Paris Cedex 02, France, marked for the attention of the Chairman of the Board of Directors, or emailed to actionnaire@gecina.fr, and accompanied, for registered shareholders, by an account registration certificate, and for bearer shareholders, by a certificate confirming registration in the bearer securities accounts held by an intermediary referred to in Article L.211-3 of the French Monetary and Financial Code (Code monétaire et financier).

In accordance with the regulations, a joint response may be provided for these questions when they concern the same content.

Answers to written questions may be published directly on the Company's website: www.gecina.fr, under Investors / General Meetings.

In accordance with Article L.225-108 of the French Commercial Code, answers to written questions will be considered to have been given when they have been published on the Company's website in a dedicated questions and answers section.

III. SHAREHOLDER RIGHTS TO INFORMATION

In accordance with legal and regulatory requirements, all the documents relating to this General Meeting will be made available to shareholders at the Company's registered office, within the legal and regulatory timeframes.

The Board of Directors' report, including a presentation of the reasons for the proposed resolutions and the summary table presenting the use of the latest financial authorizations are published on the Company's website at www.gecina.fr, under Investors / General Meetings.

In addition, the information and documents provided for under Article R. 22-10-23 of the French commercial code will be published on the Company's website at www.gecina.fr, under Investors / General Meetings, at least 21 days before the General Meeting, i.e. Thursday March 27, 2025.

The Board of Directors