

GECINA

French limited company (société anonyme) with capital of €573,949,530
Registered office: 14-16, rue des Capucines - 75002 Paris - France
Paris trade and companies register: 592 014 476
(the "**Company**")

Meeting notice Ordinary General Meeting on April 22, 2021

Gecina's shareholders are invited to take part in an Ordinary General Meeting (the "**General Meeting**") on Thursday April 22, 2021 from 3pm (CET).

Important information

In the context of the Covid-19 epidemic, in accordance with the terms of (i) Order no.2020-321 of March 25, 2020 adapting the rules for general meetings and executive bodies to meet and deliberate for private-law entities with no legal personality and legal persons due to the Covid-19 epidemic, as amended, and (ii) Decree no.2020-418 of April 10, 2020 amended by Decree no.2020-1614 of December 18, 2020, both extended by Decree no.2021-255 of March 9, 2021, this General Meeting will be held as a closed session, without shareholders attending in person, at the Company's registered office, 14-16 rue des Capucines, 75002 Paris, France.

You are invited to regularly consult the dedicated General Meeting section on the Company's website www.gecina.fr, which may be updated to provide further information concerning the definitive conditions for taking part in this General Meeting.

AGENDA

1. Approval of the corporate financial statements for 2020;
2. Approval of the consolidated financial statements for 2020;
3. Transfer to a reserve account;
4. Appropriation of income for 2020 and dividend payment;
5. Option for 2021 interim dividends to be paid in shares – delegation of authority to the Board of Directors;
6. Statutory auditors' special report on the regulated agreements and commitments governed by articles L.225-38 *et seq.* of the French Commercial Code;
7. Setting the amount of the overall annual compensation package to be allocated to the Directors;
8. Approval of the information mentioned in Article L.22-10-9, I. of the French commercial code relating to compensation for corporate officers for 2020;
9. Approval of the fixed, variable and exceptional components of the overall compensation package and the benefits in kind awarded during or for 2020 to Mr. Bernard Carayon, Chairman of the Board of Directors until April 23, 2020;

10. Approval of the fixed, variable and exceptional components of the overall compensation package and the benefits in kind awarded during or for 2020 to Mr. Jérôme Brunel, Chairman of the Board of Directors from April 23, 2020;
11. Approval of the fixed, variable and exceptional components of the overall compensation package and the benefits in kind awarded during or for 2020 to the Chief Executive Officer;
12. Approval of elements from the compensation policy for the members of the Board of Directors for 2021;
13. Approval of elements from the compensation policy for the Chairman of the Board of Directors for 2021;
14. Approval of elements from the compensation policy for the Chief Executive Officer for 2021;
15. Ratification of Ms. Carole Le Gall's appointment as an Observer;
16. Reappointment of Ms. Laurence Danon Arnaud as a Director;
17. Reappointment of Ivanhoé Cambridge Inc. as a Director;
18. Authorization for the Board of Directors to trade in the Company's shares;
19. 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.28 of March 5, 2021 and are available on the Company's website: www.gecina.fr, under Investors / General Meetings.

Important information

In the changing context of the **Coronavirus (COVID-19)** epidemic, and notably considering:

- the restrictions on people's movement and gatherings rolled out by the public authorities in response to the current health crisis,
- Order no.2020-321 of March 25, 2020 adapting the rules for general meetings and executive bodies to meet and deliberate for private-law entities with no legal personality and legal persons due to the Covid-19 epidemic, as amended, and
- Decree no.2020-418 of April 10, 2020, amended by Decree no.2020-1614 of December 18, 2020, both extended by Decree no.2021-255 of March 9, 2021

The conditions for the organization of the General Meeting to be held on April 22, 2021 have been adapted in response to the health and/or legal requirements.

The General Meeting will be held without shareholders or other authorized parties attending in person.

Shareholders will be able to follow a live stream of the full General Meeting on the Company's website: www.gecina.fr.

A live broadcast of this General Meeting will also be available on the following numbers, with the password "Gecina":

- France: +33 (0)1 70 37 71 66
- UK: +44 (0) 33 0551 0200
- USA: +1 212 999 6659

A recording of the General Meeting will be made available within the regulatory timeframes applicable.

To enable dialogue with shareholders during the General Meeting, a dedicated platform for shareholders will be opened on which they will have the possibility to submit questions using the "*ask your question*" button which will be available on the video player from the start of the General Meeting, on the Company's website: www.gecina.fr.

Questions asked by shareholders during the session will be treated and consolidated by themes, when possible. Depending on the time allocated for discussions, the Company will answer as many of the questions selected as possible, representing the topics addressed by the shareholders.

Moreover, we invite you to exercise your rights as shareholders by voting online or by post or appointing the General Meeting Chairman to represent you.

We would like to remind you that you can vote using the secure Votaccess platform until 3pm (Paris time) on April 21, 2021.

You also have the possibility to submit written questions. In accordance with Article 8 of Decree no.2020-1614 of December 18, 2020, as extended by Decree no.2021-255 of March 9, 2021, written questions are taken into consideration if they are received before the end of the second working day preceding the General Meeting date, i.e. April 20, 2021 inclusive, in a letter sent recorded delivery to Gecina, Chairman of the Board of Directors, 16 rue des Capucines, 75084 Paris Cedex 02, France, or by email to titres&bourse@gecina.fr, accompanied by an account registration certificate. In the current health context, we encourage you to preferably communicate by email.

Furthermore, during the General Meeting, it will not be possible to amend the text of the proposed resolutions or to propose new resolutions.

Shareholders are invited to regularly consult the dedicated General Meeting section on www.gecina.fr.

1) Participation in the General Meeting

All shareholders, irrespective of the number of shares held, are entitled to take part in this General Meeting or be represented by any individual or legal entity of their choice, or to vote by post or online. However, taking into account the restrictions for holding the General Meeting in view of the current health context, Gecina recommends that shareholders should choose to appoint the General Meeting Chairman to represent them. For any proxy form submitted by shareholders without indicating a representative, the General Meeting Chairman will vote in favor of adopting the proposed resolutions submitted or approved by the Board of Directors and vote against all other proposed resolutions.

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 (Paris time) on April 20, 2021:

- **For registered shareholders:** in the registered securities accounts held by the Company, 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.

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

- If sales take place before midnight (Paris time) on April 20, 2021, 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 (Paris time) on April 20, 2021, regardless of the means used, they will not be taken into consideration by the Company.
- **Impossibility for shareholders to attend the General Meeting in person**

In accordance with Order no.2020-321 of March 25, 2020 (amended), extended by Decree no.2021-255 of March 9, 2021, the General Meeting will be held as a closed session, without shareholders attending in person. As a result, no requests from shareholders for admission cards or shareholding certificates will be satisfied.

It will only be possible to vote online or by post or by appointing a proxy.

- **Postal voting or voting by proxy**

- **Voting by post**

For registered shareholders: The Company will send out postal voting forms directly to all registered shareholders.

Any shareholders who have not received their login details enabling them to vote online are invited to contact Gecina's Securities & Exchange Services team, who are available to help them (toll-free number in France: 0800 800 976; email: titres&bourse@gecina.fr).

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 accompanied by a shareholding certificate issued by the financial intermediary. The voting form will also be available on Gecina's website: www.gecina.fr, under Investors / General Meetings.

In both cases, postal votes will only be taken into account if the duly completed and signed forms reach the following address: Gecina, Assemblée Générale, Autorisation 46493, 93249 Stains Cedex, France, at least three days before the General Meeting date, i.e. by Monday April 19, 2021 at the latest.

- **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 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, under Investors / General Meetings.

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 titres&bourse@gecina.fr 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 electronically to appoint or dismiss representatives will need to be received at least one day before the General Meeting, i.e. by 3pm (Paris time) on Wednesday April 21, 2021.

Paper proxy forms, duly completed and signed, must reach Gecina's registered office at the address indicated above by April 21, 2021 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. The form will need to include the statement "*Changement de mandataire*" (Change of representative) and reach the Company by 3pm (Paris time) on Wednesday April 21, 2021.

If shareholders have already voted by post or online or sent in proxy forms, they will no longer be able to choose another method for participating in the General Meeting.

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

2) Participation in the General Meeting using the internet – Votaccess platform

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

To access the General Meeting's dedicated site, holders of shares on a direct registered or intermediary registered basis who would like to vote or appoint / dismiss a representative prior to the General Meeting will need to sign in to the OLIS-Actionnaire site at <https://www.nomi.olisnet.com> using the internet login details indicated on their voting form. Once they are on the site's homepage, they will need to click on "First-time log in" then follow the instructions to generate a password. Once they have signed in, they will need to select the "Online Voting" module and they will be redirected to the secure Votaccess platform.

Bearer shareholders 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.

The Votaccess site will be open from 10am on April 7, 2021 to 3pm (Paris time) on April 21, 2021, 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.

3) Possibility to submit written questions

Prior to the General Meeting, any shareholder has the possibility to submit written questions to the Board of Directors following the publication of this notice. Notwithstanding Article R.225-84 of the French Commercial Code, and in accordance with Article 8 of Decree no.2020-1614 of December 18, 2020, as extended by Decree no.2021-255 of March 9, 2021, written questions are taken into consideration if they are received before the end of the second working day preceding the date of the General Meeting, i.e. April 20, 2021.

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 titres&bourse@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 the current health context, we encourage you to preferably communicate by email.

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

The answers to written questions will 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.

4) Documents made available to shareholders

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

In accordance with the terms of Order no.2020-321 of March 25, 2020 (amended), extended by Decree no.2021-255 of March 9, 2021, information or documents will be able to be provided under valid conditions by email when shareholders indicate the email address to be used in their requests.

We therefore encourage you to provide us with your email address when you submit any requests.

The Board of Directors' report containing the 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: www.gecina.fr, under Investors / General Meetings.

In addition, the information and documents provided for in Article R.22-10-23 of the French Commercial Code will be published on the Company's website www.gecina.fr, under Investors / General Meetings, no later than the 21st day preceding the General Meeting, i.e. Thursday April 1, 2021.

The Board of Directors