

May 7, 2021

**GECINA**

*Société Anonyme* (public limited company) with share capital of €573,949,530

Registered office: 14–16, Rue des Capucines – 75002 PARIS, FRANCE

592 014 476 RCS PARIS

(“**Gecina**” or the “**Company**”)

**NOTICE OF SECOND MEETING OF THE HOLDERS OF THE FOLLOWING NOTES**

Issue of €500,000,000 1% *per annum* notes due January 30, 2029, issued by the Company on  
September 30, 2016

ISIN Code: FR0013205069 – Common Code: 149760482  
(the “**Notes**”)

The general meeting of the Noteholders held on May 6, 2021 at 5:00 PM (Paris time), in closed session (*huis clos*) at the Company’s registered office at 14-16 rue des Capucines, 75002 Paris, France, without the physical presence of the Noteholders, was not able to deliberate on the resolutions set forth in paragraph 4 below (the “**Resolutions**”), as no quorum has been reached.

Consequently, and in accordance with the legal provisions, Noteholders are informed that they are once more convened by the Board of Directors of the Company to a general meeting, on second convocation (the “**General Meeting**”), to be held on May 25, 2021 at 10:45 AM (Paris time), in closed session (*huis clos*) at the Company’s registered office at 14-16 rue des Capucines, 75002 Paris, France, without the physical presence of the Noteholders, in order to deliberate on the agenda set forth in paragraph 2 below and to vote on the Resolutions.

**Introduction**

As the leading office real estate company in Europe, with the largest private residential portfolio in Paris, and as the largest French integrated player in student housing, Gecina's main focus is sustainable performance at the heart of urban life and a more inclusive, energy-efficient and fluid city. At the end of December 2020, Gecina’s portfolio was worth €19.7 billion, almost exclusively located in the Paris Region.

Gecina has a clear strategy based on a non-duplicable asset base, in which its Corporate Social Responsibility (“**CSR**”) policy plays an integral role. To support the overall CSR strategy of Gecina and all its consolidated subsidiaries (the “**Group**”) and the continuous improvement of the asset portfolio and its environmental performance, it is proposed to continue integrating this CSR dimension into Gecina’s financial structure by undertaking the greening of its entire bond portfolio. Gecina therefore proposes to the Noteholders that all of its bond issues be requalified as “green bonds” (as detailed below).

This operation has absolutely no impact on all the other characteristics of the Notes (financial conditions, interest rates, maturity, etc.) or on Gecina’s credit rating (A- at S&P Global Ratings Europe Limited and A3 at Moody's France S.A.S.).

## NOTICE

In light of the ongoing developments relating to the Coronavirus (COVID-19) and in accordance with the provisions of Decree no. 2021-255 of March 9, 2021 extending the period of application of Order no. 2020-321 of March 25, 2020 and Decree no. 2020-418 of April 10, 2020, adapting the rules of meetings and deliberations meetings and governing bodies of legal entities due to the COVID-19 epidemic, and in light of the administrative measures limiting collective gatherings for health reasons, the General Meeting will be held in closed session (*huis clos*) at Gecina's registered office at 14-16, rue des Capucines, 75002 Paris, France, without the physical presence of the Noteholders.

Under these conditions, Noteholders are invited to participate in the General Meeting by proxy to the Chairman of the General Meeting or by correspondence.

To ensure that Noteholders are kept fully informed, the General Meeting will be broadcast by conference call, the access number of which will be communicated to any Noteholder who submits such a request to the Centralizing Agent and subject to the transmission by such Noteholder to the Centralizing Agent via his account holder of a book entry statement evidencing the registration of such Noteholder on the books kept by the Account Holder as of the Record Date (as defined in the "General" section below).

### **1. Reminder of the background**

Gecina's CSR policy is global at the Group level and has been a fundamental part of its DNA for many years. Gecina is also one of the best-performing companies in its sector in the major non-financial rankings: GRESB, Sustainalytics, MSCI, ISS-ESG, CDP and ESG CAC 40.

Gecina has just reaffirmed its environmental ambitions by advancing its objective of achieving carbon neutrality from 2050 to 2030. It aims to improve the CSR characteristics of its entire portfolio in order to move towards this overall objective at the Group level.

In line with its CSR commitments, Gecina has sought to align the financing of its real estate projects with its CSR objectives. This transformation is already in progress in terms of bank financial resources with 49% of credit lines (as of April 2021) that are responsible lines. For this reason, Gecina has decided to accelerate this alignment and commit to the implementation of a **100% green bond program**: Gecina's objective is to issue only green bonds in the future, and to requalify all of its existing bond debt as green bonds, by allocating, as from the date of adoption of the Resolutions by the General Meeting, an amount equivalent to the proceeds of the Notes to the financing or the refinancing of a portfolio of eligible green assets, as they meet the environmental criteria described in the Gecina's Green Bond Framework (the "**Allocation of an Amount Equivalent to the Proceeds**").

It is reminded that the approval of the Allocation of an Amount Equivalent to the Proceeds will only result in the amendment of the final terms of the Notes dated September 28, 2016 (the "**Final Terms**"), for the purpose of inserting a new paragraph entitled « *Use of Proceeds* », as of the date of approval of the Resolutions by the General Meeting (the "**Amended and Restated Final Terms**"), without modifying the terms and conditions of the Notes (the "**Terms and Conditions**") set out in the base prospectus dated February 29, 2016 (the "**Base Prospectus**").

## **2. Agenda of the General Meeting**

The Board of Directors has decided that the same agenda submitted to the general meeting of the Noteholders convened on first convocation would be submitted to the General Meeting of the Noteholders convened on second convocation, meaning:

- Approval of the Allocation of an Amount Equivalent to the Proceeds ;
- Deposit at the Company's registered office of the attendance sheet, the powers of the Noteholders voting by proxy, and the minutes of the General Meeting;
- Powers for the completion of formalities.

## **3. Timetable of the General Meeting**

Please note the following key dates relating to the General Meetings:

<b>Events</b>	<b>Dates</b>
Second convocation of the General Meeting	May 7, 2021
Deadline for receipt by the Centralizing Agent of the participation forms in connection with the General Meeting convened on second convocation	May 20, 2021 at 11:59 PM (Paris time)
Date and time required for book entry statement evidencing the right of each Noteholder to participate in the General Meeting on second convocation	On the second business day in Paris preceding the date of the General Meeting convened on second convocation at 00:00 (Paris time)
General Meeting convened on second convocation	May 25, 2021 at 10:45 AM (Paris time)
Announcement and publication of the final results of the General Meeting convened on second convocation (if any)	As soon as possible after the holding of the General Meeting on second convocation.

#### **4. Resolutions proposed to the Noteholders**

##### **FIRST RESOLUTION - APPROVAL OF THE ALLOCATION OF AN AMOUNT EQUIVALENT TO THE PROCEEDS**

The General Meeting of Noteholders, deliberating in accordance with Article L. 228-65, I of the French *Code de commerce* and voting under the quorum and majority conditions required for the General Meeting,

having been informed of the following:

- the report of the Board of Directors of the Company in the French language;
- the English translation of the report of the Board of Directors, provided for information purposes only;
- the draft Resolutions;
- the draft of the Amended and Restated Final Terms;
- Gecina’s Green Bond Framework, available on the Company’s website ([accessible here](#));
- the Second Party Opinion provided by ISS Corporate Solutions on Gecina’s Green Bond Framework, available on the Company’s website ([accessible here](#));
- the Independent Auditor’s Report on the Green Bonds provided by EY related to the Allocation of an Amount Equivalent to the Proceeds , available on the Company’s website ([accessible here](#)); and
- of the project presentation for investors, available on the Company’s website ([accessible here](#)),

1. agrees that an amount equivalent to the proceeds of the issuance of the Notes shall, from the date of approval of the Resolutions by the General Meeting, be allocated by the Company to the financing or the refinancing of a portfolio of green assets meeting the environmental criteria described in more detail in the Gecina’s Green Bond Framework (as amended and supplemented) available on the Company’s website ([accessible here](#)) (the “**Allocation of an Amount Equivalent to the Proceeds**”) and unconditionally approves the Allocation of an Amount Equivalent to the Proceeds in all its terms;

2. acknowledges that the approval of the Allocation of an Amount Equivalent to the Proceeds will not result in any amendment to the Terms and Conditions governing the Notes; and

3. agrees to the consequential amendment, with effect from the date of adoption of the Resolutions by the General Meeting, of the Final Terms, for the purpose of inserting a new paragraph entitled “*Use of Proceeds*” in paragraph 8 of Part B of the Final Terms, as follows:

#### **8 USE OF PROCEEDS**

As from the date of these Amended and Restated Final Terms, an amount equivalent to the proceeds from the issue of the Notes will be allocated by the Issuer to the financing or the refinancing of a portfolio of eligible green assets, as described in the Issuer’s Green Bond Framework (as amended and supplemented).

The Issuer’s Green Bond Framework received a second party opinion from ISS Corporate Solutions.

The Issuer’s Green Bond Framework and the second party opinion are available on the Issuer’s website (<https://www.gecina.fr/en/investors/financing/debts>).

## **SECOND RESOLUTION - DEPOSIT AT THE COMPANY'S REGISTERED OFFICE OF THE ATTENDANCE SHEET, THE POWERS OF THE NOTEHOLDERS VOTING BY PROXY, AND THE MINUTES OF THE GENERAL MEETING OF NOTEHOLDERS**

The General Meeting decides, in accordance with Article R. 228-74 1 of the French *Code de commerce*, that the attendance sheet, the powers of the Noteholders voting by proxy, and the minutes of this General Meeting shall be filed at the Company's registered office in order to enable any Noteholder involved to exercise the right of communication granted to them by law.

## **THIRD RESOLUTION – POWERS FOR THE COMPLETION OF FORMALITIES**

In light of the foregoing, the General Meeting grants full powers to the holders of an original, copy, or extract of the minutes of this General Meeting in order to carry out all publication formalities, including the publication of the decisions of this General Meeting, of filings, and such other things as may be appropriate to carry out and may prove to be necessary for the purposes of Allocation of an Amount Equivalent to the Proceeds.



This notice was prepared by the Company on May 7, 2021 and is published in accordance with the Terms and Conditions.

### ***Documents made available***

In accordance with Articles L. 228-69 and R. 228-76 of the French *Code de commerce* and the Terms and Conditions, each Noteholder has the right during the 10-day period (at least) preceding the holding of the General Meeting on second convocation, to review or copy, whether themselves or by proxy, the text of the proposed Resolutions and any report or document that will be presented to the General Meeting:

- at the registered office of the Company (14-16 Rue des Capucines, 75002 Paris, France);
- on the company's website (<https://www.gecina.fr/en>);
- and from the centralizing agent (the “**Centralizing Agent**”), i.e.:

Société Générale Securities Services  
32 rue du Champ de Tir – CS 30812  
44308 Nantes Cedex 3, France  
via Elisabeth Bulteau, +33 2 51 85 65 93  
[agobligataire.fr@socgen.com](mailto:agobligataire.fr@socgen.com)

by completing the information request form attached to this notice of second meeting (the “**Information Request Form**”).

The following documents will be made available to the Noteholders no later than ten (10) days prior to the General Meeting on second convocation:

- this notice of second meeting;
- the report of the Board of Directors of the Company in the French language;
- the English translation of the report of the Board of Directors, provided for information purposes only;
- the draft Resolutions;
- the draft of the Amended and Restated Final Terms;
- Gecina's Green Bond Framework, available on the Company's website ([accessible here](#));

- the Second Party Opinion provided by ISS Corporate Solutions on Gecina's Green Bond Framework available on the Company's website ([accessible here](#));
- the Independent Auditor's Report on the Green Bonds provided by EY related to the Allocation of an Amount Equivalent to the Proceeds available on the Company's website ([accessible here](#)); and
- the project presentation for investors, available on the Company's website ([accessible here](#)),

If a Noteholder has a question relating to the sending of the Participation Form (as defined in the section "Voting Procedures" below) and of related documents, he/she may contact, by telephone, in particular, the Centralizing Agent (whose contact details are provided above).

### ***General***

Noteholders should pay particular attention to the quorum requirements for the General Meeting convened on second convocation, as described below.

**Due to the current COVID-19 pandemic, the General Meeting will, by way of exception, be held in closed session (*huis clos*) and not in person. In view of these conditions, Noteholders are strongly advised to take the steps described below as soon as possible in order to vote by proxy or by correspondence.**

The applicable provisions concerning the procedures for the convening and holding of the General Meeting are set forth in the Terms and Conditions of the Notes.

In accordance with Article R. 228-71 of the French *Code de commerce* and with the Terms and Conditions of the Notes, any Noteholder will be able to substantiate their right to participate in the General Meeting by registering the Notes in an account opened in their name with any financial intermediary authorized to maintain accounts, directly or indirectly, with Euroclear France, which includes Euroclear Bank SA/NV and the custodian bank of Clearstream Banking SA (an "**Account Holder**"), on the second (2<sup>nd</sup>) business day prior to the date of the General Meeting before midnight (Paris time) (the "**Record Date**").

### ***Quorum and majority***

Pursuant to the Terms and Conditions, the General Meeting may only validly deliberate on first convocation if the Noteholders participating in the General Meeting, by proxy or by correspondence, hold at least one fifth (1/5) of the Notes entitled to vote. No quorum is required on second convocation.

The General Meeting decides by a simple majority of the votes of the Noteholders participating in the General Meeting by proxy or correspondence.

Each Noteholder or their Proxy (as defined in the section "Voting Procedures" below) has one vote per Note held or represented.

The valid Participation Form (as defined below) already communicated, as the case may be, by a Noteholder in respect of the general meeting convened on first convocation is still valid for both the second General Meeting convened on the same agenda, subject to compliance with the provisions of the paragraph below entitled "Voting Procedures".

### ***Voting Procedures***

**In light of the ongoing developments relating to the current COVID-19 pandemic and in accordance with the provisions of Decree no. 2021-255 of March 9, 2021 extending the period of**

application of Order no. 2020-321 of March 25, 2020 and Decree no. 2020-418 of April 10, 2020, adapting the rules of meetings and deliberations meetings and governing bodies of legal entities due to the COVID-19 epidemic, and in light of the administrative measures limiting collective gatherings for health reasons, the General Meeting will be held in closed session (*huis clos*) without the physical presence of the Noteholders. To ensure that Noteholders are kept fully informed, the General Meeting will be broadcast by conference call, the access number of which will be communicated to any Noteholder who submits such a request to the Centralizing Agent and subject to the transmission by such Noteholder to the Centralizing Agent via his account holder of a certificate of account registration evidencing the registration of such Noteholder in the books kept by the Account Holder as of the Record Date (as defined in the “General” section above).

Each Noteholder, regardless of the number of Notes that she/he hold, has the right to participate in the broadcast of the General Meeting by conference call and to vote by proxy or by correspondence.

She/he may exercise this right by completing the participation form attached to this notice of second meeting (the “**Participation Form**”) and returning it via her/he Account Holder to the Centralizing Agent under the conditions set forth below.

If a Noteholder wishes to attend the broadcast of the General Meeting by conference call, they must expressly request this from the Centralizing Agent in order to obtain an access number.

In addition, if a Noteholder wishes to participate in the General Meeting, it will be possible to:

1. Vote by correspondence, by completing paragraph 2(a) of the Participation Form;
2. Mandate the Chairman of the General Meeting (as defined in paragraph “Chairman of the General Meeting” below) to represent them at the General Meeting by completing paragraph 2(b) of the Participation Form.

If a Noteholder holds its Notes through a financial intermediary such as a trustee, custodian, or other nominee, the holder must instruct such financial intermediary to exercise the voting rights attached to its Notes on its behalf, in accordance with the procedures set forth by such intermediary.

The Participation Forms will be taken into account for calculation of the votes only if such forms (i) are duly completed and signed, (ii) are accompanied by an account registration statement form substantially in accordance with the model form attached to the notice of second meeting or in the form usually used by the Account Holder, duly completed and signed by the Account Holder involved, and (iii) are returned by the Noteholder via their Account Holder and are **received by the Centralizing Agent no later than May 20, 2021 at 11:59 PM (Paris time) on second convocation.**

In accordance with Article R. 228-71 of the French *Code de commerce*, a Noteholder who has already cast a vote by correspondence or sent a proxy may nevertheless dispose of all or part of its Notes. However, it is specified that if the disposal occurs before the second (2nd) business day preceding the General Meeting at 00:00 (midnight), Paris time, the Company will invalidate or modify accordingly the participation form of this Noteholder. The Account Holder involved must provide to the Centralizing Agent all of the necessary information relating to such disposal.

The Information Request Form and the Participation Form are attached to this notice of second meeting and are available upon request at the Centralizing Agent:

Société Générale Securities Services  
32 rue du Champ de Tir – CS 30812  
44308 Nantes Cedex 3, France  
via Elisabeth Bulteau, +33 2 51 85 65 93

agobligataire.fr@socgen.com,

and can also be downloaded from the Company's website ([www.gecina.fr](http://www.gecina.fr)).

The Company has the power to waive or adjourn the General Meeting.

### ***Chairman of the General Meeting***

The Chairman of the General Meeting (the “**Chairman**”) shall be the Representative of the *Masse*, as designated in the Terms and Conditions.

### ***Costs***

In accordance with the Terms and Conditions, the Company shall bear all of the costs for the convening and holding of the General Meeting and, more generally, all administrative costs related to the General Meeting. No expenses shall be withheld from the interest due on the Notes.

The Board of Directors



**GECINA**

*Société anonyme* (public limited company) with a share capital of 573 949 530 euros

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

592 014 476 RCS PARIS

(the "Company")

**PARTICIPATION FORM**

**GENERAL MEETING ON MAY 25, 2021 10:45 AM (PARIS TIME) CONVENED ON SECOND  
CONVOCATION**

**AT 14-16 RUE DES CAPUCINES 75002 PARIS, FRANCE**

**ISSUE OF €500,000,000 1% PER ANNUM NOTES DUE JANUARY 30, 2029 ISSUED BY THE  
COMPANY ON SEPTEMBER 30, 2016**

**(ISIN: FR0013205069 – COMMON CODE: 149760482)**

**(the "Notes")**

For instructions on how to participate in this General Meeting, please carefully read the back of this form. Please note that in order for this form to be taken into account for the General Meeting, paragraphs 1, 2 and 3 of this form must be duly and fully completed. Unless the context otherwise requires, capitalized terms used in this form shall have the meaning ascribed to them in the notice of second meeting issued by the Company in view of this General Meeting.

1/ NOTEHOLDER INFORMATION																			
First name and Family name or Legal name																			
Address or Registered office																			
Number of Notes held Bearer Notes																			
2/ PARTICIPATION AT THE GENERAL MEETING (Tick one box)																			
<p>a. <input type="checkbox"/> <b>I VOTE BY CORRESPONDENCE</b></p> <p>Having taken formal note of the three (3) Resolutions proposed for the vote of the noteholders at the General Meeting and pursuant to article L. 228-61 of the French <i>Code de commerce</i>, I hereby cast my vote on the resolutions as follows:</p> <table border="1"> <thead> <tr> <th></th> <th>For</th> <th>Against</th> <th>Abstain (Equivalent to « Against »)</th> </tr> </thead> <tbody> <tr> <td>Resolution n°1</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Resolution n°2</td> <td></td> <td></td> <td></td> </tr> <tr> <td>Resolution n°3</td> <td></td> <td></td> <td></td> </tr> </tbody> </table>					For	Against	Abstain (Equivalent to « Against »)	Resolution n°1				Resolution n°2				Resolution n°3			
	For	Against	Abstain (Equivalent to « Against »)																
Resolution n°1																			
Resolution n°2																			
Resolution n°3																			
<p>b. <input type="checkbox"/> <b>I APPOINT AS PROXY</b>, without possibility of substitution or sub delegation, the representative of the <i>masse</i>, as Chairman of the General Meeting:</p> <ul style="list-style-type: none"> <li>- to represent me at the General Meeting or at any adjournment thereof; and</li> <li>- to review all documents and receive all information, to sign the attendance sheets and any other documents, to take part in all proceedings, to cast all votes on the issues on the General Meeting's agenda or abstain himself/herself, and to do any and all other acts necessary.</li> </ul>																			
3/ SIGNATURE (Complete and sign)																			
Warning: this form must be received by the Centralizing Agent at the latest on May 20, 2021 at 11:59 pm (Paris time)																			
First name and Family name of the signatory		Date																	
Quality		Signature																	

## HOW TO PARTICIPATE IN THIS GENERAL MEETING CONVENED ON SECOND CONVOCATION

In light of the ongoing developments in relation to current Covid-19 pandemic and in accordance with the provisions of Decree No. 2021-255 of March 9, 2021 extending the period of application of Order No. 2020-321 of March 25, 2020 and Decree No. 2020-418 of April 10, 2020 adapting the rules for meetings and deliberations of the general meetings and governing bodies of legal entities due to the Covid-19 epidemic, and given the administrative measures limiting collective gatherings for health reasons, the General Meeting will be held in closed session (*à huis clos*), without the physical presence of the holders of the Notes.

Regardless of the number of Notes you hold, you have the right to attend the conference call broadcast of the General Meeting and to cast your vote by proxy or by correspondence.

If you wish to attend the conference call broadcast of the General Meeting, you must specifically request an access number from the Centralizing Agent.

To participate, your Notes must have been entered in your name on a securities account maintained by an account holder on the second business day in Paris preceding the General Meeting at 00:00 (Paris Time) at the latest.

### **RETURN OF THIS FORM**

Please return this Participation Form fully completed to your account holder, who shall send it with a valid book entry statement to the Centralizing Agent:

**Société Générale**  
32, rue du champ de tir - CS 30812  
44308 NANTES Cedex 03  
France  
Contact: Elisabeth Bulteau  
Phone: +33 2 51 85 65 93  
[agobligataire.fr@socgen.com](mailto:agobligataire.fr@socgen.com)

**In order to be taken into account for the General Meeting, this form fully completed must be received by the Centralizing Agent at least three (3) calendar days before the General Meeting, i.e. on May 20, 2021 at 11:59 pm (Paris time) at the latest.**

### **OPTIONS FOR ATTENDING THE GENERAL MEETING**

#### **1/ Vote by correspondence**

You must complete paragraph 2(a) by ticking (i) the box "*I vote by correspondence*" of the form and (ii) one of the three boxes "FOR", "AGAINST" or "ABSTAIN" for each resolution. In accordance with article L228-61 of the French *Code de commerce*, forms not indicating any vote or expressing an abstention shall be considered as negative votes.

#### **2/ Appoint as proxy the Chairman of the General Meeting**

You must complete paragraph 2(b) by ticking the box "*I appoint as proxy*" of the form to appoint the Chairman of the General Meeting, as your proxy (i.e. the representative of the *masse*, designated in the terms and conditions of the Notes).

### **IMPORTANT NOTICE**

In accordance with the provisions of Article L. 228-61 of the French *Code de commerce*:

- any ballot that does not have a voting direction or indicating abstention with regards to a resolution will be counted as a vote against this resolution;
- any ballot with two contradictory votes for a resolution will be counted as a vote against this resolution.

A Noteholder cannot both vote by correspondence and appoint a proxy. However, if both paragraphs 2(a) and 2(b) are completed in this form, only the proxy will be taken into account.

The holders of redeemed Notes that were not repaid on account of the failure of the debtor company or a dispute relating to the conditions of repayment may participate in the General Meeting.

A company which holds at least 10% of the Company's capital shall not vote with the Notes it holds at the General Meeting.

**GECINA**

*Société anonyme* (public limited company) with a share capital of 573 949 530 euros  
 Registered office: 14-16, rue des Capucines 75002 Paris, France  
 592 014 476 RCS PARIS  
 (the "Company")

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**BOOK ENTRY STATEMENT**  
**GENERAL MEETING ON MAY 25, 2021 10:45 AM (PARIS TIME) CONVENED ON SECOND**  
**CONVOCATION**  
**AT 14-16 RUE DES CAPUCINES 75002 PARIS, FRANCE**  
**ISSUE OF €500,000,000 1% PER ANNUM NOTES DUE JANUARY 30, 2029 ISSUED BY THE**  
**COMPANY ON SEPTEMBER 30, 2016**  
**(ISIN: FR0013205069 – COMMON CODE: 149760482)**  
**(the "Notes")**

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**This form shall be filed in by your account holder and shall be returned to:**

**Société Générale**  
 32, rue du champ de tir - CS 30812  
 44308 NANTES Cedex 03  
 France  
 Contact: Elisabeth Bulteau  
 Phone: +33 2 51 85 65 93  
[agobligataire.fr@socgen.com](mailto:agobligataire.fr@socgen.com)

WE, THE UNDERSIGNED,

Account holder: \_\_\_\_\_

Represented by: \_\_\_\_\_

ACTING AS ACCOUNT HOLDER,

HEREBY CERTIFY THAT

First name and Family name *or* Legal name: \_\_\_\_\_

Address *or* Registered office: \_\_\_\_\_

Is the holder of: \_\_\_\_\_ Notes

WE HEREBY CERTIFY THAT, unless otherwise indicated by us to the Centralizing Agent of the General Meeting referred to herein, in case of sale of all or part of the above-mentioned Notes before 00:00 (Paris time) on the second business day preceding the date of such meeting, the above-mentioned holder of Notes is entitled to participate at such General Meeting.

Unless the context otherwise requires, capitalised terms used in this form shall have the meaning ascribed to them in the notice of second meeting issued by the Company in view of this General Meeting.

Signed at \_\_\_\_\_ on \_\_\_\_\_

**Signature & Stamp of the Account holder**

**GECINA**

*Société anonyme* (public limited company) with a share capital of 573 949 530 euros  
 Registered office: 14-16, rue des Capucines 75002 Paris, France  
 592 014 476 RCS PARIS  
 (the "Company")

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**INFORMATION REQUEST FORM**  
**GENERAL MEETING ON MAY 25, 2021 10:45 AM (PARIS TIME) CONVENED ON SECOND**  
**CONVOCATION**  
**AT 14-16 RUE DES CAPUCINES 75002 PARIS, FRANCE**  
**ISSUE OF €500,000,000 1% PER ANNUM NOTES DUE JANUARY 30, 2029 ISSUED BY THE**  
**COMPANY ON SEPTEMBER 30, 2016**  
**(ISIN: FR0013205069 – COMMON CODE: 149760482)**  
**(the "Notes")**

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**Form to be sent to:**

**Société Générale**  
 32, rue du champ de tir - CS 30812  
 44308 NANTES Cedex 03  
 France  
 Contact: Elisabeth Bulteau  
 Phone: +33 2 51 85 65 93  
[agobligataire.fr@socgen.com](mailto:agobligataire.fr@socgen.com)

**IMPORTANT NOTICE:** A book entry statement will need to be attached to the present form for the information request to be valid.

NOTEHOLDER INFORMATION	
<b>First name and Family name</b> <i>or Legal name</i>	
<b>Address</b> <i>or registered office</i>	
<b>E-mail</b>	

☐ Kindly request to receive, free of charges, the documents stated in the paragraph entitled "*Documents available*" of the notice of second meeting issued by the Company in view of the General Meeting

Delivery mode (*by default, the document will be delivered electronically*):

☐ By e-mail                      ☐ By mail at the address above

This information request shall be taken into account only to the extent that it is made between the date of the notice of second meeting and up to and including the fifth day before the General Meeting.

By a single request, the holders of the Notes may obtain from the Company the sending of the above documents and information at each subsequent general meeting.

Signed at \_\_\_\_\_ on \_\_\_\_\_

**Signature of the Noteholder**

**GECINA**

*Société Anonyme* (public limited company) with capital of €573,949,530

Head office: 14–16, Rue des Capucines – 75002 PARIS, France

592 014 476 RCS PARIS

(“Gecina” or the “Company”)

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**DRAFT RESOLUTIONS**

**ISSUE OF €500,000,000 1% PER ANNUM NOTES DUE ON JANUARY 30, 2029, ISSUED BY  
THE COMPANY ON SEPTEMBER 30, 2016  
(ISIN Code FR0013205069)**

**convened on second convocation on May, 25 2021 at 10:45 AM and held in closed session (*huis clos*) at the registered office of Gecina, 14-16, rue des Capucines, 75002 Paris, France, without the physical presence of the Noteholders**

**FIRST RESOLUTION - APPROVAL OF THE ALLOCATION OF AN AMOUNT  
EQUIVALENT TO THE PROCEEDS**

The General Meeting of Noteholders, deliberating in accordance with Article L. 228-65, I of the French *Code de commerce* and voting under the quorum and majority conditions required for the General Meeting,

having been informed of the following:

- the report of the Board of Directors of the Company in the French language;
  - the English translation of the report of the Board of Directors, provided for information purposes only;
  - the draft Resolutions;
  - the draft of the Amended and Restated Final Terms;
  - Gecina’s Green Bond Framework, available on the Company's website ([accessible here](#));
  - the Second Party Opinion provided by ISS Corporate Solutions on Gecina’s Green Bond Framework, available on the Company’s website ([accessible here](#));
  - the Independent Auditor’s Report on the Green Bonds provided by EY related to the Allocation of an Amount Equivalent to the Proceeds, available on the Company’s website ([accessible here](#)); and
  - of the project presentation for investors, available on the Company’s website ([accessible here](#)),
1. agrees that an amount equivalent to the proceeds of the issuance of the Notes shall, from the date of approval of the Resolutions by the General Meeting, be allocated by the Company to the financing or the refinancing of a portfolio of green assets meeting the environmental criteria described in more detail in the Gecina’s Green Bond Framework (as amended and supplemented) available on the Company’s website ([accessible here](#)) (the “**Allocation of an Amount Equivalent to the Proceeds**”) and unconditionally approves the Allocation of an Amount Equivalent to the Proceeds in all its terms;
  2. acknowledges that the approval of the Allocation of an Amount Equivalent to the Proceeds will not result in any amendment to the Terms and Conditions governing the Notes; and

3. agrees to the consequential amendment, with effect from the date of adoption of the Resolutions by the General Meeting, of the Final Terms, for the purpose of inserting a new paragraph entitled “*Use of Proceeds*” in paragraph 8 of Part B of the Final Terms, as follows:

## **8 USE OF PROCEEDS**

As from the date of these Amended and Restated Final Terms, an amount equivalent to the proceeds from the issue of the Notes will be allocated by the Issuer to the financing or the refinancing of a portfolio of eligible green assets, as described in the Issuer’s Green Bond Framework (as amended and supplemented).

The Issuer’s Green Bond Framework received a second party opinion from ISS Corporate Solutions.

The Issuer’s Green Bond Framework and the second party opinion are available on the Issuer’s website (<https://www.gecina.fr/en/investors/financing/debts>).

## **SECOND RESOLUTION - DEPOSIT AT THE COMPANY’S REGISTERED OFFICE OF THE ATTENDANCE SHEET, THE POWERS OF THE NOTEHOLDERS VOTING BY PROXY, AND THE MINUTES OF THE GENERAL MEETING OF NOTEHOLDERS**

The General Meeting decides, in accordance with Article R. 228-74 1 of the French *Code de commerce*, that the attendance sheet, the powers of the Noteholders voting by proxy, and the minutes of this General Meeting shall be filed at the Company’s registered office in order to enable any Noteholder involved to exercise the right of communication granted to them by law.

## **THIRD RESOLUTION – POWERS FOR THE COMPLETION OF FORMALITIES**

In light of the foregoing, the General Meeting grants full powers to the holders of an original, copy, or extract of the minutes of this General Meeting in order to carry out all publication formalities, including the publication of the decisions of this General Meeting, of filings, and such other things as may be appropriate to carry out and may prove to be necessary for the purposes of Allocation of an Amount Equivalent to the Proceeds.

**AMENDED AND RESTATED FINAL TERMS DATED [25] MAY 2021**

**(THE FINAL TERMS)**

**THESE AMENDED AND RESTATED FINAL TERMS AMEND AND RESTATE THE FINAL TERMS DATED 28 SEPTEMBER 2016 (THE ORIGINAL FINAL TERMS) RELATING TO THE NOTES (AS DEFINED BELOW) FOR THE PURPOSE SOLELY OF INSERTING A NEW PARAGRAPH ENTITLED “*USE OF PROCEED*” IN PARAGRAPH 8 OF PART B BELOW.**

**Final Terms dated 28 September 2016**



**GECINA**

Issue of €500,000,000 1.00 per cent. Notes due 30 January 2029

under

the 4,000,000,000 Euro Medium Term Note Programme

Series No.: 11

Tranche No.: 1

Issue Price: 99.105 per cent.

**CM-CIC MARKET SOLUTIONS**

**GOLDMAN SACHS INTERNATIONAL**

**HSBC**

**J.P. MORGAN**

**MEDIOBANCA**

**SOCIÉTÉ GÉNÉRALE**

**as JOINT LEAD MANAGERS**

## PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the “**Conditions**”) set forth in the base prospectus dated 29 February 2016 which received visa no. 16-064 from the *Autorité des marchés financiers* (“**AMF**”) in France on 29 February 2016 and the first supplement to the Base Prospectus dated 10 June 2016 which received visa no. 16-239 from the AMF on 10 June 2016 and the second supplement dated 21 September 2016 which received visa no 16-442 from the AMF on 21 September 2016 which together constitute a base prospectus for the purposes of the Prospectus Directive (the “**Base Prospectus**”). The expression “**Prospectus Directive**” means Directive 2003/71/EC (as amended, including by Directive 2010/73/EU), and includes any relevant implementing measure in the Relevant Member State. This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus (including any supplement hereto) is available for viewing on the websites of (a) the AMF ([www.amf-france.org](http://www.amf-france.org)) and (b) the Issuer ([www.gecina.fr](http://www.gecina.fr)) and during normal business hours at the registered office of Gecina and at the specified office of the Fiscal Agent or the Paying Agent where copies may be obtained.

<b>1</b>	<b>Issuer:</b>	Gecina
<b>2</b>	(i) <b>Series Number:</b>	11
	(ii) <b>Tranche Number:</b>	1
	(iii) <b>Date on which the Notes will be assimilated (<i>assimilables</i>) and form a single Series:</b>	Not Applicable
<b>3</b>	<b>Specified Currency or Currencies:</b>	Euro (€)
<b>4</b>	<b>Aggregate Nominal Amount of Notes:</b>	
	(i) <b>Series:</b>	€500,000,000
	(ii) <b>Tranche:</b>	€500,000,000
<b>5</b>	<b>Issue Price:</b>	99.105 per cent. of the Aggregate Nominal Amount
<b>6</b>	<b>Specified Denomination(s):</b>	€100,000
<b>7</b>	(i) <b>Issue Date:</b>	30 September 2016
	(ii) <b>Interest Commencement Date:</b>	Issue Date
<b>8</b>	<b>Maturity Date:</b>	30 January 2029
<b>9</b>	<b>Interest Basis:</b>	1.00 per cent Fixed Rate ( <i>further particulars specified below in item 15</i> )
<b>10</b>	<b>Redemption/Payment Basis:</b>	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount
<b>11</b>	<b>Change of Interest or Redemption/Payment Basis:</b>	Not Applicable



<b>12</b>	<b>Put/Call Options:</b>	Make-Whole Redemption by the Issuer Residual Call Option by the Issuer Restructuring Put Option Clean-up Call Option by the Issuer (further particulars specified below in items 20, 21, 22 and 23)
<b>13</b>	(i) <b>Status of the Notes:</b>	Senior Notes
	(ii) <b>Dates of the corporate authorisations for issuance of the Notes:</b>	Resolution of the Board of Directors ( <i>Conseil d'administration</i> ) of the Issuer dated 24 February 2016 and decision of Mr Philippe Depoux, <i>Directeur Général</i> of the Issuer dated 26 September 2016
<b>14</b>	<b>Method of distribution:</b>	Syndicated

#### PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

<b>15</b>	<b>Fixed Rate Note Provisions</b>	Applicable
	(i) Rate of Interest:	1.00 per cent. <i>per annum</i> payable on each Interest Payment Date
	(ii) Interest Payment Dates:	30 January in each year commencing on 30 January 2017 (included) (not adjusted)
		There will be a short first coupon in respect of the first interest period from, and including, the Interest Commencement Date to, but excluding, the first Interest Payment Date falling on 30 January 2017
	(iii) Fixed Coupon Amount:	€1,000 per Specified Denomination, subject to the provisions of subparagraph "Broken Amount" below
	(iv) Broken Amount:	€ 333.33 per Specified Denomination payable on the first Interest Payment Date falling on 30 January 2017
	(v) Day Count Fraction:	Actual/Actual-ICMA
	(vi) Determination Dates:	30 January in each year
<b>16</b>	<b>Floating Rate Note Provisions</b>	Not Applicable
<b>17</b>	<b>Zero Coupon Note Provisions</b>	Not Applicable

#### PROVISIONS RELATING TO REDEMPTION

<b>18</b>	<b>Call Option</b>	Not Applicable
<b>19</b>	<b>Put Option</b>	Not Applicable
<b>20</b>	<b>Make-Whole Redemption by the Issuer</b>	Applicable
	(i) Notice period:	As per Condition 6(d)
	(ii) Redemption Rate:	As per Condition 6(d)
	(iii) Reference Security:	€15,000,000,000 0.00 per cent. German Federal Government Bond due August 2026 (ISIN: DE0001102408)

	(iv) Reference Dealers:	As per Condition 6(d)
	(v) Similar Security:	Determined by the Calculation Agent as per Condition 6(d)
	(vi) Redemption Margin:	0.20 per cent. <i>per annum</i>
<b>21</b>	<b>Residual Call Option by the Issuer</b>	Applicable
	(i) Initial Residual Call Option Date:	30 October 2028
	(ii) Notice period:	As per Condition 6(e)
<b>22</b>	<b>Restructuring Put Option</b>	Applicable
<b>23</b>	<b>Clean-up Call Option by the Issuer</b>	Applicable
<b>24</b>	<b>Final Redemption Amount of each Note</b>	€100,000 per Note
<b>25</b>	<b>Early Redemption Amount</b>	
	(i) Early Redemption Amount(s) of each Note payable on redemption for taxation reasons (Condition 6(i)) or on event of default (Condition 9):	Applicable
	(ii) Redemption for taxation reasons permitted on days other than Interest payment Dates (Condition 6(i)):	Yes
	(iii) Unmatured Coupons to become void upon early redemption (Materialised Notes only (Condition 7(f)):	Not Applicable

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

<b>26</b>	<b>Form of Notes:</b>	Dematerialised Notes
	(i) Form of Dematerialised Notes:	Bearer dematerialised form ( <i>au porteur</i> )
	(ii) Registration Agent:	Not Applicable
	(iii) Temporary Global Certificate:	Not Applicable
<b>27</b>	<b>Financial Centre(s) for the purpose of Condition 7(h):</b>	TARGET 2
<b>28</b>	<b>Talons for future Coupons or Receipts to be attached to Definitive Materialised Notes (and dates on which such Talons mature):</b>	Not Applicable
<b>29</b>	<b>Details relating to Instalment Notes:</b>	Not Applicable
<b>30</b>	<b>Redenomination, renominalisation and reconventioning provisions:</b>	Not Applicable
<b>31</b>	<b>Consolidation provisions:</b>	Not Applicable

- |    |  |  |
|----|--|--|
| 32 | <b>Purchase in accordance with Article L. 213-1 A and D. 213-1 A of the French <i>Code monétaire et financier</i>:</b> | Applicable   |
| 33 | <b>Possibility to request identification information of the Noteholders as provided by Condition 1(a)(i):</b>          | Applicable   |
| 34 | <b><i>Masse</i>:</b>   | <p>Contractual <i>Masse</i> shall apply</p> <p>Name and address of the Representative:</p> <p>MASSQUOTE S.A.S.U.<br/>RCS 529 065 880 Nanterre<br/>7 bis, rue de Neuilly<br/>F-92110 Clichy<br/>France</p> <p>Mailing address :<br/>33, rue Anna Jacquin<br/>92100 Boulogne Billancourt<br/>France<br/>Represented by its Chairman</p> <p>Name and address of the alternate Representative:</p> <p>Gilbert Labachotte<br/>8, boulevard Jourdan<br/>75014 Paris<br/>France</p> <p>The Representative will receive a remuneration of €500 (VAT excluded) per year.</p> <p>The Representative will exercise its duty until its dissolution, resignation or termination of its duty by a general assembly of Noteholders or until it becomes unable to act. Its appointment shall automatically cease on the Maturity Date, or total redemption prior to the Maturity Date.</p> |

## **PURPOSE OF FINAL TERMS**

These Final Terms comprise the final terms required for issue and admission to trading on Euronext Paris of the Notes described herein pursuant to the Euro 4,000,000,000 Euro Medium Term Note Programme of Gecina.

## **RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By: .....  
Duly authorised

## PART B – OTHER INFORMATION

### 1 LISTING / ADMISSION TO TRADING

- |       |   |   |
|-------|---|---|
| (i)   | Listing:  | Euronext Paris  |
| (ii)  | Admission to trading:                                       | Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext Paris with effect from the Issue Date. |
| (iii) | Estimate of total expenses related to admission to trading: | €8,100  |

### 2 RATINGS

- |          |   |
|----------|---|
| Ratings: | The Notes to be issued are expected to be rated:<br><br>S&P: BBB+<br><br>Moody's: Baa1<br><br>Each of S&P and Moody's is established in the European Union, is registered under Regulation (EC) No 1060/2009, as amended (the " <b>CRA Regulation</b> ") and is included in the list of registered credit rating agencies published by the European Securities and Markets Authority on its website ( <a href="http://www.esma.europa.eu/supervision/credit-rating-agencies/risk">www.esma.europa.eu/supervision/credit-rating-agencies/risk</a> ) in accordance with CRA Regulation. |
|----------|---|

### 3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save for any fees payable to the Joint Lead Managers in connection with the Issue of the Notes, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Joint Lead Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

### 4 FIXED RATE NOTES ONLY – YIELD

- |                      |  |
|----------------------|--|
| Indication of yield: | 1.078 per cent.<br><br>The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield. |
|----------------------|--|

### 5 FLOATING RATE NOTES ONLY- HISTORIC INTEREST RATES

Not Applicable

### 6 OPERATIONAL INFORMATION

- |               |              |
|---------------|--------------|
| ISIN Code:    | FR0013205069 |
| Common Code:  | 149760482    |
| Depositories: |              |

- |      |  |     |
|------|--|-----|
| (i)  | Euroclear France to act as Central Depositary              | Yes |
| (ii) | Common Depositary for Euroclear and Clearstream Luxembourg | Yes |

Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s):	Not Applicable
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Delivery:	Delivery against payment
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Name and address of initial Paying Agent:	Société Générale Securities Services 32, avenue du Champ de Tir CS 30812 44308 Nantes CEDEX 3 France
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Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
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The aggregate principal amount of Notes issued has been translated into Euro at the rate of [currency] [●] per Euro 1. 00, producing a sum of:	Not Applicable
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## 7 DISTRIBUTION

Method of distribution:	Syndicated
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(i) If syndicated, names of Joint Lead Managers:	Crédit Industriel et Commercial S.A. Goldman Sachs International HSBC Bank plc J.P. Morgan Securities plc Mediobanca - Banca di Credito Finanziario S.p.A. Société Générale
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(ii) Date of Subscription Agreement:	28 September 2016
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(iii) Stabilising Manager:	Société Générale
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If non-syndicated, name of Dealer:	Not Applicable
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U.S. Selling Restrictions:	The Issuer is Category 2 for the purposes of Regulation S under the U.S. Securities Act of 1933, as amended.
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TEFRA not applicable

## 8 USE OF PROCEEDS

As from the date of these Amended and Restated Final Terms, an amount equivalent to the proceeds from the issue of the Notes will be allocated by the Issuer to the financing or the refinancing of a portfolio of eligible green assets, as described in the Issuer's Green Bond Framework (as amended and supplemented).

The Issuer's Green Bond Framework received a second party opinion from ISS Corporate Solutions.

The Issuer's Green Bond Framework and the second party opinion are available on the Issuer's website (<https://www.gecina.fr/en/investors/financing/debts>).