

GECINA

French limited company (société anonyme) with capital of €574,296,375
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 21, 2022

Gecina’s shareholders are invited to a Combined General Meeting (the “**General Meeting**”) on Thursday April 21, 2022 from 3pm.

Important information

The conditions for the General Meeting presented hereafter take into consideration the legal and regulatory provisions in force. These conditions may be subject to change depending on the legal or health requirements following the publication of this meeting notice. Shareholders are invited to regularly consult the dedicated section for the 2022 General Meeting on the Company’s website (www.gecina.fr), which could be updated to provide further information on the definitive arrangements for participation in the General Meeting.

The Company has taken all measures to facilitate voting online or by post so that shareholders can also vote without attending the General Meeting in person, using the distance voting options (by post or by proxy), or online with the secure voting platform VOTACCESS.

The General Meeting will also be streamed live on the Company’s website: www.gecina.fr.

AGENDA

Ordinary resolutions

1. Approval of the corporate financial statements for 2021;
2. Approval of the consolidated financial statements for 2021;
3. Transfer to a reserve account;
4. Appropriation of income for 2021 and dividend payment;
5. Option for 2022 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. Approval of the information mentioned in Article L.22-10-9, I. of the French commercial code relating to compensation for corporate officers for 2021;

8. Approval of the fixed, variable and exceptional components of the overall compensation package and the benefits in kind awarded during or for 2021 to Mr Jérôme Brunel, Chairman of the Board of Directors;
9. Approval of the fixed, variable and exceptional components of the overall compensation package and the benefits in kind awarded during or for 2021 to Ms Méka Brunel, Chief Executive Officer;
10. Approval of the components of the compensation policy for the members of the Board of Directors for 2022;
11. Approval of the components of the compensation policy for the Chairman of the Board of Directors for 2022;
12. Approval of the components of the compensation policy for Ms Méka Brunel, Chief Executive Officer until April 21, 2022;
13. Approval of the components of the compensation policy for Mr Beñat Ortega, Chief Executive Officer from April 21, 2022;
14. Ratification of Mr Jacques Stern's appointment as an Observer;
15. Reappointment of Ms Gabrielle Gauthey as a Director;
16. Appointment of Ms Carole Le Gall as a Director;
17. Appointment of Mr Jacques Stern as a Director;
18. Reappointment of PricewaterhouseCoopers Audit SAS as a Principal Statutory Auditor;
19. Appointment of KPMG as a Principal Statutory Auditor to replace Mazars SA;
20. Appointment of Mr Emmanuel Benoist as a Substitute Statutory Auditor to replace Mr Jean-Christophe Georghiou;
21. Appointment of KPMG AUDIT FS I as a Substitute Statutory Auditor to replace Mr Gilles Rainaut;
22. Authorization for the Board of Directors to trade in the Company's shares;

Extraordinary resolutions

23. 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;
24. 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, through public offerings other than those covered by Article L.411-2 1 of the French monetary and financial code;
25. 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 an exchange offer initiated by the Company;

26. 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, through public offerings covered by Article L.411-2 1 of the French monetary and financial code;
27. Delegation of authority 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;
28. 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;
29. Determination of the issue price for shares or transferable securities giving access to the capital, representing up to 10% of the capital per year, in connection with a capital increase, with preferential subscription rights waived;
30. 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;
31. 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;
32. Authorization for the Board of Directors to award new or existing bonus shares to Group employees and executive officers or certain categories of them;
33. Delegation for the Board of Directors to reduce the share capital by canceling treasury stock;
34. 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.27 on March 4, 2022 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.

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 19, 2022:

- **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, appended to the dedicated voting form.

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

- If sales take place before midnight (Paris time) on April 19, 2022, 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 19, 2022, regardless of the means used, they will not be taken into consideration by the Company.

1. Attending the General Meeting in person

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

- **For registered shareholders:** Any registered shareholder may request an admission card from Gecina's Securities and Stock Market Department: 16 rue des Capucines, 75084 Paris Cedex 02, France or by email at titres&bourse@gecina.fr. 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:** Bearer shareholders may ask the authorized intermediary that manages their securities account for an admission card to be sent to them by Gecina based on the shareholding certificate submitted to it. 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 said authorized intermediary 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.

2. 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 56593, 93249 Stains Cedex, France, at least three days before the General Meeting date, i.e. by Monday April 18, 2022 at the latest.

3. 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 20, 2022.

Paper proxy forms, duly completed and signed, must reach Gecina's registered office at the address indicated above by April 20, 2022 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 20, 2022.

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.

4. Voting online

To encourage participation in this 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, appoint or dismiss a representative, and/or request an admission card 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 6, 2022 to 3pm (Paris time) on April 20, 2022, 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.

II. WRITTEN QUESTIONS FROM SHAREHOLDERS

Prior to the General Meeting, any shareholder may submit questions in writing to the Board of Directors until four working days before the General Meeting, i.e. April 14, 2022 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 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 accordance with the regulations, a common 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. 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.

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 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 31, 2022.

The Board of Directors