

GEKINA

French limited company (société anonyme) with capital of €574,673,940
Registered office: 14-16 rue des Capucines, 75002 Paris, France.
Paris trade and companies register: 592 014 476

BOARD OF DIRECTORS' SUPPLEMENTARY REPORT CONCERNING GECINA'S CAPITAL INCREASE DECIDED ON JULY 21, 2022

Dear Sir or Madam,

In accordance with Articles L.225-129-5 and R.225-116 of the French Commercial Code (Code de commerce), we can inform you that the Board of Directors has used the delegation of authority granted by the 31st resolution from the combined general shareholders' meeting of Gecina (hereafter the "Company") on April 21, 2022 to increase the share capital by issuing shares or transferable securities giving access to the capital reserved for members of savings plans, with their preferential subscription rights waived. This operation was carried out in connection with the decisions taken to encourage employees to invest in the Company's shares.

a) Reminder of the main terms of the delegation of authority granted to the Board of Directors by the 31st resolution from the combined general meeting on April 21, 2022

We would like to remind you that the combined general meeting on April 21, 2022, ruling under the quorum and majority conditions required for extraordinary general meetings, delegated, in its 31st resolution, to the Board of Directors for 26 months, with an option to subdelegate under the legal conditions in force, its authority to decide to increase the Company's share capital, on one or more occasions, for up to a maximum nominal amount of €2 million, by issuing shares or transferable securities giving access to the capital reserved for members of one or more employee savings plans.

b) Board of Directors' decision from July 21, 2022

Under the delegation of authority granted by the 31st resolution from the general meeting on April 21, 2022, the Company's Board of Directors, on July 21, 2022, decided:

- to approve the principle for a capital increase with preferential subscription rights waived, reserved for members of the Company's group savings plan, using the delegation granted to it by the Company's combined general shareholders' meeting (ordinary and extraordinary) on April 21, 2022 in its thirty-first resolution, up to a maximum nominal amount of €2 million,
- that the subscription price for the shares that may be issued will be, in accordance with Article L. 3332-18 of the French Employment Code (Code du travail), at least equal

to 90% of the average opening listed prices preceding the date of the decision to set the opening of the subscription period,

- to subdelegate to the Chief Executive Officer the powers required to perform any operations and formalities with a view to carrying out this capital increase.

c) Chief Executive Officer's decision from September 5, 2022

The Chief Executive Officer, Mr Beñat Ortega, under the delegation of authority granted to him based on the Board of Directors' decision from July 21, 2022, decided:

- to carry out an increase in the Company's capital reserved for members of the Company's group savings plan, with preferential subscription rights waived, for a maximum nominal amount of €2 million and subject to the legal limits in force concerning the payments that may be made by the employees concerned and by the Company;
- that said shares will be issued at a price equal to 90% of the average opening prices for Gecina's share from the 20 stock market sessions prior to the date of this decision, i.e. €85.00 per share; taking into account the par value of €7.50 per share, the issue premium will be €77.50 per share;
- that the new shares will be entitled to dividends from January 1, 2022;
- that subscriptions will be carried out directly in shares by the beneficiaries, who are members of an employee savings plan, and the shares subscribed for will be unavailable for a five-year period;
- that the subscription period will be open from September 7, 2022 (inclusive) to September 21, 2022 (inclusive);
- that the shares subscribed for will need to be paid up on subscription in cash;

and issued a reminder that:

- in accordance with French law, the capital increase will only be carried out for the amount of the shares effectively subscribed for, without requiring any minimum level;
- the setting of the number of new shares that will be issued to fulfil the subscription requests and the issuing of the corresponding new shares will be recorded in a subsequent decision when the subscription period closes.

The Chief Executive Officer will report to the Board of Directors on the use made of this delegation under the conditions set by the latter.

d) Conditions for the reserved capital increase

In accordance with Section 4 of the group savings plan regulations, the total amount of voluntary payments (including profit-sharing) made during a given year cannot exceed one quarter of an employee's annual compensation or professional income subject to income tax for the previous year.

e) **Impact of the reserved capital increase on shareholder positions**

Impact of the issue on the stake in consolidated shareholders' equity

For information, the impact of the issue of shares on the stake in equity per share (based on consolidated shareholders' equity at June 30, 2022) is as follows:

	Stake in consolidated shareholders' equity (€)
Before issue of shares with the capital increase	€171.88
After issue of 50,342 shares with the capital increase reserved for employees	€172.06

Impact of the issue on the stake in statutory shareholders' equity

For information, the impact of the issue of shares on the stake in equity per share (based on statutory shareholders' equity at June 30, 2022) is as follows:

	Stake in statutory shareholders' equity (€)
Before issue of shares with the capital increase	€67.49
After issue of 50,342 shares with the capital increase	€67.50

Impact of the issue on shareholders' interests

For information, the impact of the issue of shares on the capital interest of a shareholder owning 1% of the Company's capital prior to the reserved capital increase and not subscribing for this capital increase (based on the number of shares comprising the capital at June 30, 2022, i.e. 76,572,850 shares) is as follows:

	Shareholder's interest (%)
Before issue of shares with the capital increase	1%
After issue of 50,342 shares with the capital increase	0.999%

f) Theoretical impact of the reserved capital increase on the current market value of the Company's share

	Market value (€ / share)
Before issue of shares with the capital increase (share price at Oct 11, 2022)	€79.000
After issue of 50,342 shares with the capital increase	€79.004
Impact	(€0.004)

g) For reference: Change in share capital and net position

€'000	Share capital	Issue, merger and conversion premiums	Revaluation gain/loss	Reserves	Retained earnings	Net position excl. earnings for year and subsidies	Income	Subsidies	Shareholders' equity	Dividend payments
Dec 31, 2019	573,077	3,290,115	371,855	819,079	146,209	5,200,335	619,596	918	5,820,849	
Capital increases (employees)	873	6,094		(251)		6,716			6,716	
Account transfers			(17,612)	17,612						
Other changes								(552)	(552)	
2019 income appropriation					230,114	230,114	(619,596)		(389,482)	389,482
2020 income							233,371		233,371	
Dec 31, 2020	573,950	3,296,209	354,242	836,441	376,323	5,437,165	233,371	366	5,670,901	
Capital increases (employees)	347	4,536		35		4,918			4,918	
Account transfers			(235,129)	235,129						
Other changes					1,877 ⁽¹⁾	1,877		(75)	1,802	
2020 income appropriation					(157,068)	(157,068)	(233,371)		(390,439)	390,439
2021 income							164,706		164,706	
Dec 31, 2021	574,297	3,300,745	119,113	1,071,605	221,132	5,286,892	164,706	291	5,451,888	

(1) Taking into account the impact of the change of accounting method

This report, and the supplementary report prepared by the Company's statutory auditors, will be available to shareholders at the Company's registered office and will be brought to their attention at the next general meeting.

Paris, February 15, 2023

The Board of Directors