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Introduction

The Combined General Meeting was held on April 17, 2025, from 3pm (CET), at Hôtel Kimpton St Honoré, 20 rue Daunou, Paris 75002, France, chaired by Mr Jérôme Brunel, Chairman of the Board of Directors.

Ivanhoé Cambridge Inc. and Predica were appointed as scrutineers and Mr Glenn

Domingues, Secretary of Gecina's Board of Directors, was appointed as the General Meeting secretary.

The final quorum was 78.61%.











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Agenda

The General Meeting was held on a combined basis with the following agenda:

Ordinary resolutions

1	Approval of the corporate infancial 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.

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Extraordinary resolutions

- Amendment of Article 14 of the bylaws, relating to the Board of Directors' deliberations.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- 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.
- Authorization for the Board of Directors to award new or existing bonus shares to Group employees and executive officers or certain categories of them.
- Authorization for the Board of Directors to reduce the share capital by canceling treasury stock.

Ordinary resolutions

30 Powers for formalities.

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Presentations

for the General Meeting

During the session, the following presentations were given to the shareholders:

Address by the Chairman of the Board of Directors

Mr Jérôme Brunel, Chairman of the Board of Directors, introduced the presentations sequence with an overview of the Company's performance and its resilience in a still uncertain environment. He reminded participants about the quality of the Company's portfolio, the centrality of its locations, and its rigorous financial discipline, solid fundamentals to cope with the extensive macroeconomic uncertainties still faced.

He highlighted that since 2021, the Company has recorded continued growth in its recurrent net income, including a +6.7% increase in 2024, with recurrent net income up to 6.42 euros per share. This robust development enabled the Company to propose a dividend of 5.45 euros, up 15 cents.

Mr Jérôme Brunel also addressed the Company's stock market performance, which continues to reflect a macroeconomic outlook shaped by the interest rate environment and global geopolitical uncertainties. The Company's stock market trajectory closely mirrors that of the EPRA Office index, confirming that this dynamic is primarily sector-driven.

He then paid tribute to the work accomplished by the Board of Directors, from which he is stepping down as Chairman following the General Meeting. Benefiting from complementary profiles, the Board has helped enhance and support the decision-making proposals, while consolidating the Company's strategic vision.

Strategic and operational vision

Mr Beñat Ortega, Chief Executive Officer, presented the Company's strategic and operational vision, notably looking at the key elements from the 2024 full-year results, reflecting sustained growth, exceeding forecasts.

He also discussed the Company's portfolio strategy, focused on value creation through the active management of its real estate portfolio. The Company notably delivered value-creating development projects, such as the Mondo and Icône office assets, and in early 2025 it launched three major new projects. Moreover, the rotation strategy rolled out enabled the Company to reduce its debt (-20% over two years), invest in more profitable and greener projects, and benefit from headroom for potential opportunistic acquisitions.

He then discussed the Company's commitment to sustainability, highlighting the further reduction in

energy achieved for the buildings that it manages directly, with a -4.2% decrease in 2024. Carbon emissions decreased by 12.3%, consolidating the trend seen since 2018. The Company is implementing innovative solutions to optimize the energy efficiency of its buildings.

Financial performances in 2024

Mr. Nicolas Dutreuil, CEO in charge of Finance, presented solid results, driven by a third consecutive year of growth. The recurring net profit increased to €6.42 per share (+21% vs 2021), with an EBITDA of €565.7 million and a stable NAV at €142.8 per share.

He also highlighted the resilience of core assets, a contained debt cost (1.2%), a post-disposal LTV of 32.7%, and a debt that is now 100% green. The financial rating (A-/A3) was confirmed, illustrating the robustness of the economic model.

Statutory auditors' reports

The Company's statutory auditors presented their report to the General Meeting, covering their work concerning:

- the control of the annual and consolidated financial statements;
- the proposed payment of an interim dividend for 2024;
- the regulated agreements;
- the financial delegations;
- the capital increase reserved for employees;
- the awards of performance shares;
- the capital reduction;

The statutory auditors did not make any observations in their reports and issued a certification, without any reservations, of the Company's annual and consolidated financial statements.

Say on pay

Ms Dominique Dudan, Chairwoman of the Governance, Appointments and Compensation Committee, presented the items of compensation for the corporate officers for 2024, as well as the elements from the compensation policy for corporate officers for 2025, as presented in section 4.2 of the Company's 2024 Universal Registration Document and in the general meeting brochure.

Presentation of the resolutions

Mr Glenn Domingues, General Meeting Secretary, presented a summary of the resolutions submitted to be voted on by the shareholders.

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Answers to

shareholders' questions

The Company received written questions from two shareholders.

To summarize, these written questions concerned:

- Accounting treatment of a longstanding dispute
- Operational risk mapping
- Regulatory risks
- Impact of 2023 disposals on 2024 recurrent net income
- Requests for clarifications concerning gross and net rental income for the YouFirst Campus portfolio
- Residential strategy and disposal of the Campus portfolio
- Balance sheet strategy (equity and liability management)
- Energy reduction objectives

To allow sufficient time for discussions during the General Meeting, with the shareholders attending in person or connected remotely, and as the written questions received and the responses provided by the Board of Directors were relatively long, it was indicated that all of the questions and the Board of Directors' responses were made available ahead of the General Meeting on the Company's website, in the "General Meetings – Written Questions" section, which shareholders were invited to consult.

Some shareholders then submitted questions during the session or using the chat feature offered with the General Meeting webcast. To summarize, these exchanges primarily concerned:

 The prospects for reletting Tower TI following the departure of its tenant in 2027, the letting challenges on the La Défense market, and, more generally, the Company's commercial strategy

Participants were reminded that this asset comprises two buildings for around 80,000 sq.m. An audit was carried out, confirming the quality of this property and its well-designed features. The work, following the tenant's departure, is expected to be a simple renovation to improve the building's services. The facades and technical facilities, particularly the energy systems, are of excellent quality. This asset will represent a challenge for the Company in terms of reletting. However, the La Défense market recorded strong growth during

the first quarter of 2025, and the Company has the capacity to relet this building. At this stage, a sale is not being considered.

Regarding the Company's commercial strategy, participants were reminded that from an investment perspective, the objective is to acquire or renovate assets on which value can be created. This is a diligent strategy to redeploy the capital on operations to reposition our office assets, with a focus on both work and services.

- Dispute underway in Spain with the company Abanca and provisions

It was noted that as part of these proceedings, the company Abanca, in February 2025, requested the enforcement of a 2020 ruling issued by the Spanish Court of Appeal, requiring Gecina to settle this penalty. The payment made by Gecina does not in any way affect its chances in the ongoing legal proceedings in Spain or France. The full amount demanded had already been provisioned in the Company's accounts since 2020. As a result, the payment has no impact on the Group's earnings for 2024 or its shareholders' equity. The Group's remaining provisions mainly concern

The Group's remaining provisions mainly concern disputes relating to property management.

- Outsourcing of the Securities Department

It was explained that the outsourcing of the Securities Department allows registered shareholders to benefit from expanded services, while retaining all the benefits and services that they previously had access to. A team has been set up to assist shareholders with this change, and a dedicated phone number has been provided to help those looking for support with this transition.

- Chief Executive Officer's compensation and performance share awards

Participants were reminded that the Board of Directors and the Governance, Appointments and Compensation Committee have reviewed the various compensation mechanisms for real estate CEOs on the market. This analysis helped define the current remuneration structure for the Chief Executive Officer, which is based on the Company's performance and aligned with shareholders' interests.

Concerning the allocation of performance shares to the Chief Executive Officer, it was noted that these awards are subject to several demanding and rigorous criteria, as detailed in the Company's Universal Registration Document, which is made available to shareholders. The number of performance shares awarded is determined following the calculation carried out by an

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independent actuary appointed by the Company and reviewed by an advisory firm appointed by the Governance, Appointments and Compensation Committee

Mapping of health and safety risks during work and human capital risks

It was noted that health and safety risks during work are an inherent part of any such operations, and the Group remains highly vigilant on this matter. The Company ensures that all contractors involved strictly adhere to the safety standards in force.

With regard to human capital, it was explained that the employee departures referred to in the question were the result of personal projects, discussions between employees and the Company, or internal organizational choices.

- Change in the share price and dividend yield It was acknowledged that, despite an attractive dividend, the financial markets have not truly recognized the growth in the Company's recurrent net income. Gecina's teams are very actively engaged in financial communications,

meeting with investors and promoting the Company across various media. More widely, work is also carried out on listed real estate with EPRA.

- Student residences, low yield of traditional residential and its financial occupancy rate

Participants were reminded that a disposal process has been organized making it possible to capture value on the student portfolio, which has reached maturity.

In terms of the residential portfolio's yield, it was noted that this is linked to the risk profile of this activity. The Company's teams are making every effort to create value on this portfolio, notably by adding services in the buildings.

Regarding the residential segment's financial occupancy rate, it was noted that the Company aims to return to a historical occupancy rate of around 96% to 97% once the work to transform certain apartments has been completed.

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Presentation of the resolutions

The General Meeting included 30 resolutions, which were all approved.

Ordinary resolutions:

2024 accounts, 2024 dividend and option for interim dividends, for 2025, to be paid in shares (Resolutions 1 to 4)

The Company's annual and consolidated financial statements for 2024 were approved, in addition to the payment of a dividend per share of 5.45 euros for 2024. An interim dividend of 2.70 euros per share was paid out previously on March 5, 2025. The balance on the dividend, representing 2.75 euros per share, will be paid on July 4, 2025.

In addition, if the Board of Directors decides to pay out interim dividends for 2025, the General Meeting authorized the Board of Directors, for each of these interim dividends, to offer an option for payments to be made either in cash or in new Company shares.

Regulated agreements (Resolution 5)

The General Meeting acknowledged the statutory auditors' special report on regulated agreements covered by Articles L. 225-38 *et seq.* of the French Commercial Code.

Compensation (Resolutions 6 to 11)

The General Meeting approved the information indicated in Article L.22-10-9, I of the French Commercial Code relating to compensation awarded during or for 2024 to the corporate officers, and approved the compensation policy for the corporate officers for 2025.

Ratification of Ms Ouma Sananikone's appointment as a Director (Resolution 12)

The General Meeting ratified Ms Ouma Sananikone's appointment as a Director for her predecessor's remaining term of office, i.e. through to the end of the General Meeting convened to approve the annual financial statements for 2027.

Reappointment of two Directors (Resolutions 13 and 14)

The terms of office of Ms Laurence Danon Arnaud and the company Ivanhoé Cambridge Inc. as Directors were renewed for a four-year period. They will expire at the end of the General Meeting convened to approve the financial statements for the year ending December 31, 2028.

Appointment of a Director (Resolution 15)

The General Meeting appointed Mr Philippe Brassac as a Director for a four-year period, through to the end of the General Meeting convened to approve the financial statements for the year ending December 31, 2028.

Sustainability auditor (Resolution 16)

The General Meeting appointed KPMG as a statutory auditor in charge of the mission to certify the sustainability disclosures, in the context of the Corporate Sustainability Reporting Directive (CSRD), for the remaining duration of its appointment as a statutory auditor, i.e. through to the end of the General Meeting convened to approve the financial statements for the year ending December 31, 2027.

Share buyback (Resolution 17)

The General Meeting renewed the authorization granted to the Board of Directors to purchase the Company's shares directly or through intermediaries, for up to 10% of the shares comprising the share capital.

Extraordinary resolutions:

Amendments to the bylaws (Resolutions 18 to 20)

The General Meeting amended various articles of the Company's bylaws in order to bring them into line with the French Attractiveness Act (Loi Attractivité) and to introduce the option of written consultations for members of the Board of Directors. The approved amendments also allow for the removal of the requirement to appoint a deputy statutory auditor.

Delegations of authority to issue shares or transferable securities giving immediate or future access to the Company's capital and/or awards of debt securities (Resolutions 21 to 26)

The General Meeting renewed various delegations and authorizations relating to financial operations granted to the Board of Directors. Each financial authorization is given exclusively for a limited period and is subject to strictly defined limits, indicated in each of the resolutions.

Capital increase reserved for company savings plan members with their preferential subscription rights waived (Resolution 27)

The General Meeting renewed the delegation of authority granted to the Board of Directors to decide to increase the Company's share capital with preferential subscription rights waived, for up to a maximum nominal amount of 0.5% of the share capital on the day of the Board of Directors' allocation decision, reserved for employees who are members of the employee savings plan, while noting that this amount is allocated against the

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overall maximum limit of 280 million euros. This delegation is given for a period of 26 months.

Authorization for the Board of Directors to award bonus shares to Group employees and executive officers or certain categories of them (Resolution 28)

The General Meeting authorized the Board of Directors to decide to increase the share capital with preferential subscription rights waived for Group employees and executive officers capped at 0.5% and 0.2% respectively of the share capital on the day of the Board of Directors' decision to award them, while noting that this amount will be allocated against the overall maximum limit of 280 million euros.

The definitive acquisition of the performance shares awarded by the Board of Directors is

subject to compliance with a presence condition and the achievement of performance conditions. This authorization is given for a period of 38 months.

Authorization for the Board of Directors to reduce the share capital by canceling treasury stock (Resolution 29)

The General Meeting authorized the Board of Directors to cancel, for up to 10% of the shares comprising the Company's capital, all or part of the shares held as treasury stock and to reduce the share capital accordingly.

This authorization is given for a period of 26 months.

Powers for formalities (Resolution 30)

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Voting results

					Voix			Voix	-	
	Résolution	Туре	Pour	%	Contre	%	Abstention	Présents & Représentés	Etat Adoption	
1	Approbation des comptes sociaux de l'exercice 2024	AGO	58 143 807	99,98%	11 092	0,02%	26 463	58 181 362	Adoptée	
2	Approbation des comptes consolidés de l'exercice 2024	AGO	58 139 756	99,97%	14 648	0,03%	26 958	58 181 362	Adoptée	
3	Affectation du résultat 2024, distribution du dividende	AGO	57 986 429	99,67%	191 097	0,33%	3 836	58 181 362	Adoptée	
4	Option pour le paiement d'acomptes sur dividende en actions relatifs à l'exercice 2025	AGO	58 023 398	99,73%	156 524	0,27%	1440	58 181 362	Adoptée	
5	Rapport spécial des Commissaires aux comptes sur les conventions et engagements réglementés	AGO	58 117 235	>99,99%	2043	<0,01%	62 084	58 181 362	Adoptée	
6	Approbation de la rémunération globale 2024 des mandataires sociaux de la société	AGO	56 161 342	96,63%	1 958 923	3,37%	61 097	58 181 362	Adoptée	
7	Approbation des éléments de rémunération et des avantages versés ou attribués au titre de l'exercice 2024 à M. Jérôme Brunel, Président du Conseil d'administration	AGO	58 066 250	99,84%	94 455	0,16%	20 657	58 181 362	Adoptée	
8	Approbation de la rémunération, versée au cours, ou attribuée au titre de 2024 à M. Beñat Ortega, Directeur général	AGO	55 146 803	94,86%	2 991 051	5,14%	43 508	58 181 362	Adoptée	
9	Approbation des éléments de la politique de rémunération des membres du Conseil d'administration au titre de 2025	AGO	57 722 539	99,23%	446 714	0,77%	12109	58 181 362	Adoptée	
10	Approbation de la politique de rémunération 2025 du Président du Conseil d'administration	AGO	58 065 949	99,84%	92 679	0,16%	22 734	58 181 362	Adoptée	
11	Approbation de la politique de rémunération 2025 du Directeur général	AGO	54 046 321	93,08%	4 018 277	6,92%	116764	58 181 362	Adoptée	
12	Ratification de la nomination en qualité d'administratrice de Mme Ouma Sananikone	AGO	51 376 127	88,44%	6 718 208	11,56%	87 027	58 181 362	Adoptée	
13	Renouvellement du mandat de Mme Laurence Danon Arnaud en qualité d'administratrice	AGO	55 961 589	96,35%	2 121 396	3,65%	98 377	58 181 362	Adoptée	
14	Renouvellement du mandat d'administrateur de la société Ivanhoé Cambridge Inc., représentée par M. Stéphane Villemain	AGO	57 740 493	99,40%	348 560	0,60%	92 309	58 181 362	Adoptée	
15	Nomination de M. Philippe Brassac en qualité d'administrateur	AGO	55 602 609	95,60%	2 558 613	4,40%	20 140	58 181 362	Adoptée	
16	Nomination d'un auditeur de durabilité - Société KPMG	AGO	58 091 381	99,89%	66 080	0,11%	23 901	58 181 362	Adoptée	
17	Autorisation à donner au Conseil d'administration à l'effet d'opérer sur les actions de la société	AGO	57 923 214	99,62%	219 698	0,38%	38 450	58 181 362	Adoptée	
18	Modification de l'article 14 des statuts, relatif aux délibérations du Conseil d'administration	AGE	58 103 346	>99,99%	5 284	<0,01%	71 722	58 180 352	Adoptée	
19	Modification du 1er alinéa de l'article 15 des statuts, relatif aux pouvoirs du Conseil d'administration	AGE	58 101 078	99,98%	12 359	0,02%	66 915	58 180 352	Adoptée	
20	Modification de l'article 22 des statuts, relatif aux Commissaires aux Comptes	AGE	58 111 222	99,99%	6 243	0,01%	62 887	58 180 352	Adoptée	
21	Délégation de compétence à donner au Conseil d'administration pour décider l'augmentation du capital social de la société avec maintien du droit préférentiel de souscription	AGE	54 872 529	94,32%	3 303 989	5,68%	3 834	58 180 352	Adoptée	
22	Délégation de compétence à donner au Conseil d'administration pour décider l'augmentation du capital social de la société, avec suppression du droit préférentiel de souscription, notamment dans le cadre d'une offre au public	AGE	55 414 429	95,26%	2 756 218	4,74%	9 705	58 180 352	Adoptée	
23	Délégation de compétence à donner au Conseil d'administration pour décider l'augmentation du capital social de la société, avec suppression du droit préférentiel de souscription, en cas d'offre d'échange initiée par la société	AGE	57 159 716	98,26%	1 014 181	1,74%	6 455	58 180 352	Adoptée	
24	Autorisation à donner au Conseil d'administration pour augmenter le nombre de titres à émettre en cas d'augmentation de capital avec maintien ou suppression du droit préférentiel de souscription	AGE	53 367 238	91,93%	4 684 926	8,07%	128 188	58 180 352	Adoptée	
25	Possibilité d'émettre des actions en rémunération d'apports en nature, hors cas d'offre publique d'échange	AGE	57 196 597	98,32%	979 160	1,68%	4 595	58 180 352	Adoptée	
26	Délégation de compétence à donner au Conseil d'administration pour décider l'augmentation du capital social de la société par incorporation de primes, réserves, bénéfices ou autres sommes	AGO	57 842 767	99,53%	274 682	0,47%	62 903	58 180 352	Adoptée	
27	Délégation de compétence à donner au Conseil d'administration pour décider l'augmentation du capital social de la société, réservée aux adhérents de plan d'épargne	AGE	55 707 142	95,76%	2 469 272	4,24%	3 938	58 180 352	Adoptée	
28	Autorisation à donner au Conseil d'administration à l'effet de procéder à des attributions gratuites d'actions au profit des membres du personnel salarié et des dirigeants mandataires sociaux du Groupe ou de certaines catégories d'entre eux	AGE	56 795 50 4	97,66%	1 362 266	2,34%	22 582	58 180 352	Adoptée	
29	Autorisation à donner au Conseil d'administration à l'effet de réduire le capital social par annulation des actions autodétenues	AGE	58 023 838	99,73%	154 211	0,27%	2303	58 180 352	Adoptée	
30	Pouvoirs pour les formalités	AGO	58 177 794	>99,99%	1 170	<0,01%	2 398	58 181 362	Adoptée	

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Composition of the Board of Directors

Following the General Meeting, the Board of Directors appointed Mr Philippe Brassac as Chairman of the Board of Directors, and reviewed the composition of the Committees.

The Board of Directors now has the following members:









Philippe Brassac Chairman of the Board of Directors



Beñat Ortega Chief Executive Officer Director



Independent Director



Independent Director



Arnaud Independent Director



Dominique Dudan Independent Director



Gabrielle Gauthey Independent Director



Permanent representative of Predica Director



Carole Le Gall Independent Director



Director



Jacques Stern Independent Director



Permanent representative of Ivanhoé Cambridge Inc.

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Composition of the Committees

Strategic and Investment Committee (SIC):





- Stéphane Villemain (Ivanhoé Cambridge Inc.), SIC Chairman
- Jérôme Brunel*
- Nathalie Charles*
- Matthieu Lance (Predica)
- Jacques Stern*

Audit and Risk Committee (ARC):







- Jacques Stern*, ARC Chairman
- Jérôme Brunel*
- Laurence Danon Arnaud*
- Gabrielle Gauthey*
- Matthieu Lance (Predica)
- Ouma Sananikone

Governance, Appointments and Compensation Committee (GACC):







- Dominique Dudan*, GACC Chairwoman
- Jérôme Brunel*
- Laurence Danon Arnaud*
- Gabrielle Gauthey*
- Ouma Sananikone

*Independent directors

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Compliance and Ethics Committee (CEC):







- Nathalie Charles*, CEC Chairwoman
- Dominique Dudan*
- Carole Le Gall*

Corporate Social Responsibility Committee (CSRC):







- Gabrielle Gauthey*, CSRC Chairwoman
- Carole Le Gall*
- Stéphane Villemain (Ivanhoé Cambridge Inc.)

*Independent directors

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