

**Third Supplement dated 25 February 2026
to the Base Prospectus dated 24 June 2025**



GECINA

(A *société anonyme* established under the laws of the Republic of France)

**Euro 8,000,000,000
Euro Medium Term Note Programme**

This third supplement (the **Third Supplement**) is supplemental to, and should be read in conjunction with, the base prospectus dated 24 June 2025, which was granted the approval no. 25-235 on 24 June 2025 by the *Autorité des Marchés Financiers* (the **AMF**) as supplemented by its first supplement dated 23 July 2025, which was granted the approval no. 25-309 on 23 July 2025 by the AMF (the **First Supplement**) and its second supplement dated 29 October 2025, which was granted the approval no. 25-411 on 29 October 2025 by the AMF (the **Second Supplement**) (together, the **Base Prospectus**) prepared by Gecina (the **Issuer** or **Gecina**) with respect to its Euro 8,000,000,000 Euro Medium Term Note Programme (the **Programme**).

The Base Prospectus as supplemented constitutes a base prospectus in accordance with Article 8 of Regulation (EU) 2017/1129, as amended or superseded (the **Prospectus Regulation**).

Application has been made for approval of this Third Supplement to the AMF in its capacity as competent authority pursuant to the Prospectus Regulation.

Unless the context otherwise requires, terms defined in the Base Prospectus shall have the same meanings when used in this Third Supplement.

To the extent that there is any inconsistency between (a) any statement in this Third Supplement and (b) any other statement in, or incorporated by reference in, the Base Prospectus, the statement in (a) above will prevail.

This Third Supplement has been prepared pursuant to Article 23.1 of the Prospectus Regulation, for the purposes of giving information which amends or is additional to the information already contained in the Base Prospectus.

This Third Supplement has been prepared for the purposes of:

- incorporating by reference the 2025 Universal Registration Document; and
- updating paragraphs (2), (3), (4), (9)(ii) and (12) of the “General Information” section of the Base Prospectus.

Copies of this Third Supplement, the First Supplement, the Second Supplement and the Base Prospectus and any documents incorporated by reference therein will be available on the websites of (a) the AMF (www.amf-france.org) and (b) the Issuer (www.gecina.fr).

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RISK FACTORS

The section entitled “**Risk Factors**” on pages 15 to 24 of the Base Prospectus is amended as follows:

- The paragraph entitled “**RISK FACTORS RELATING TO THE ISSUER**” on page 15 of the Base Prospectus is deleted in its entirety and replaced with the following:

“RISK FACTORS RELATING TO THE ISSUER

The risk factors relating to the Issuer and its activity are set out in particular in pages 87 to 96 of the 2025 Universal Registration Document, which are incorporated by reference to this Base Prospectus, as set out in the section “Documents Incorporated by Reference” of this Base Prospectus.”

DOCUMENTS INCORPORATED BY REFERENCE

The section entitled “**Documents Incorporated by Reference**” on pages 26 to 30 of the Base Prospectus is amended as follows:

- The list of the documents which include information incorporated by reference contained on page 26 of the Base Prospectus is updated by the deletion of former paragraphs (a) and (c) (as amended by the First Supplement) and the addition of the following paragraph (a), the numbering of former paragraphs (a) to (d) (as amended by the First Supplement) being amended accordingly:

“(a) the sections referred to in the table below of the French language *Document d'enregistrement universel* of the Issuer for the financial year 2025, which was filed with the AMF on 16 February 2026 under the registration number no. D.26-0027 (the “**2025 Universal Registration Document**”) ([gecina_-_document_d_enregistrement_universel_2025.pdf](#));”

- The fourth paragraph on page 26 and the first paragraph on page 27 of the Base Prospectus are deleted and replaced by the following:

“For information purposes only, free translations in the English language of the 2024 Universal Registration Document and the 2025 Universal Registration Document, which are not incorporated by reference in this Base Prospectus, are available on the Issuer’s website (www.gecina.fr). The only binding versions are the French language versions.

Any statement contained in the 2024 Universal Registration Document and the 2025 Universal Registration Document shall be deemed to be modified or superseded for the purpose of this Base Prospectus to the extent that a statement contained herein modifies or supersedes such earlier statement (whether expressly, by implication or otherwise). Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Base Prospectus. Statements contained in any Supplement (or contained in any document incorporated by reference therein) published in accordance with section headed “Supplement to the Base Prospectus” of this Base Prospectus shall, to the extent applicable (whether expressly, by implication or otherwise), be deemed to modify or supersede statements contained in this Base Prospectus or in a document which is incorporated by reference in this Base Prospectus.”

- The cross-reference table set out on pages 27 to 30 of the Base Prospectus is deleted in its entirety and replaced with the following:

| Annex VII of the Commission Delegated Regulation (EU) 2019/980 of 14 March 2019 (as amended) – Registration document for wholesale non-equity securities | | |
|---|--|--|
| | Information incorporated by reference | Page no. in the relevant document |
| 3. | RISK FACTORS | |
| 3.1 | <p>A description of the material risks that are specific to the issuer and that may affect the issuer’s ability to fulfil its obligations under the securities, in a limited number of categories, in a section headed ‘Risk Factors’.</p> <p>In each category the most material risks, in the assessment of the issuer, offeror or person asking for admission to trading on a regulated market, taking into account the negative impact on the issuer and the probability of their occurrence, shall be set out first. The risk factors shall be corroborated by the content of the registration document.</p> | p. 87 to 96 in 2025 Universal Registration Document |
| 4. | INFORMATION ABOUT THE ISSUER | |
| 4.1 | <u>History and development of the Issuer</u> | |
| 4.1.1 | The legal and commercial name of the Issuer | p. 338 in 2025 Universal Registration Document |
| 4.1.2 | The place of registration of the Issuer, its registration number and legal entity identifier (“LEI”). | p. 338 in 2025 Universal Registration Document |
| 4.1.3 | The date of incorporation and length of life of the Issuer, except where the period is indefinite. | p. 338 in 2025 Universal Registration Document |
| 4.1.4 | The domicile and legal form of the Issuer, the legislation under which the Issuer operates, its country of incorporation, the address, telephone number of its registered office (or principal place of business if different from its registered office) and website of the Issuer, if any, with a disclaimer that the information on the website does not form part of the prospectus unless that information is incorporated by reference into the prospectus. | p. 338 in 2025 Universal Registration Document |
| 4.1.5 | Any recent events particular to the Issuer and which are to a material extent relevant to the evaluation of the Issuer’s solvency. | p. 63 to 71, 227 and 261 in 2025 Universal Registration Document |
| 5. | BUSINESS OVERVIEW | |
| 5.1 | <u>Principal activities</u> | |
| 5.1.1 | A brief description of the issuer’s principal activities stating the main categories of products sold and/or services performed. | p. 2 to 34 in 2025 Universal Registration Document |
| 6. | ORGANISATIONAL STRUCTURE | |
| 6.1 | If the issuer is part of a group, a brief description of the group and the issuer’s position within the group. This may be in the form of, or accompanied by, a diagram of the organisational structure if this helps to clarify the structure. | p. 228 to 231 in 2025 Universal Registration Document |
| 9. | ADMINISTRATIVE, MANAGEMENT, AND SUPERVISORY BODIES | |
| 9.1 | Names, business addresses and functions within the issuer of the following persons and an indication of the principal activities performed by them outside of that issuer where these are significant with respect to that issuer: (a) members of the administrative, management or supervisory bodies; | p. 169 to 184 and 316 to 318 in 2025 Universal Registration Document |
| 9.2 | Administrative, management, and supervisory bodies conflicts of interests. Potential conflicts of interests between any duties to the issuer, of the persons referred to in item 9.1, and their private interests and or other duties must be clearly stated. In the event that there are no such conflicts, a statement to that effect must be made. | p. 168 to 169 in 2025 Universal Registration Document |

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| 10. | MAJOR SHAREHOLDERS | |
| 10.1 | To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control and describe the measures in place to ensure that such control is not abused. | p. 300 in 2025 Universal Registration Document |
| 10.2 | A description of any arrangements, known to the issuer, the operation of which may at a subsequent date result in a change in control of the issuer. | p. 305 in 2025 Universal Registration Document |
| 11. | FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES | |
| 11.1 | <u>Historical financial information</u> | |
| 11.1.1 | Historical financial information covering the latest two financial years (at least 24 months) or such shorter period as the issuer has been in operation and the audit report in respect of each year. | |
| | <i>Consolidated financial statements 2024:</i> | |
| | | p. 201 to 237 in 2024 Universal Registration Document audit report: p. 332 to 334 |
| | <i>Non-consolidated financial statements 2024:</i> | |
| | | p. 239 to 258 in 2024 Universal Registration Document audit report: p. 335 to 337 |
| | <i>Consolidated financial statements 2025:</i> | |
| | | p. 221 to 253 in 2025 Universal Registration Document audit report: p. 331 to 333 |
| | <i>Non-consolidated financial statements 2025:</i> | |
| | | p. 255 to 279 in 2025 Universal Registration Document audit report: p. 334 to 336 |
| 11.1.3 | Accounting standards The financial information must be prepared according to International Financial Reporting Standards as endorsed in the Union based on Regulation (EC) No 1606/2002. | |
| | <i>Consolidated financial statements 2024:</i> | |
| | | p. 207-208 in 2024 Universal Registration Document |
| | <i>Non-consolidated financial statements 2024:</i> | |
| | | p. 245 in 2024 Universal Registration Document |
| | <i>Consolidated financial statements 2025:</i> | |
| | | p. 227-228 in 2025 Universal Registration Document |
| | <i>Non-consolidated financial statements 2025:</i> | |
| | | p. 261 in 2025 Universal Registration Document |
| 11.1.4 | Where the audited financial information is prepared according to national accounting standards, the financial information must include at least the following: | |
| | <i>Non-consolidated financial statements 2024:</i> | |
| | (a) the balance sheet; | p. 241 and 242 in 2024 Universal Registration Document |
| | (b) the income statement; | p. 243 in 2024 Universal Registration Document |
| | (c) the accounting policies and explanatory notes. | p. 244 to 258 in 2024 Universal Registration Document |
| | <i>Non-consolidated financial statements 2025:</i> | |
| | (a) the balance sheet; | p. 257 and 258 in 2025 Universal Registration Document |

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| | (b) the income statement; (c) the accounting policies and explanatory notes. | p. 259 in 2025 Universal Registration Document p. 260 to 279 in 2025 Universal Registration Document |
| 11.1.5 | Consolidated financial statements If the issuer prepares both stand-alone and consolidated financial statements, include at least the consolidated financial statements in the registration document. | p. 201 to 237 in 2024 Universal Registration Document p. 221 to 253 in 2025 Universal Registration Document |
| 11.1.6 | Age of financial information The balance sheet date of the last year of audited financial information may not be older than 18 months from the date of the registration document. | p. 221 and 222 in 2025 Universal Registration Document |
| 11.2 | <u>Auditing of historical annual financial information</u> | |
| 11.2.1 | The historical financial information must be independently audited. The audit report shall be prepared in accordance with the Directive 2006/43/EC and Regulation (EU) No 537/2014. | p. 332 to 337 in 2024 Universal Registration Document p. 331 to 336 in 2025 Universal Registration Document |
| 11.2.1a | Where audit reports on the historical financial information have been refused by the statutory auditors or where they contain qualifications, modifications of opinion, disclaimers or an emphasis of matter, the reason must be given, and such qualifications, modifications, disclaimers or emphasis of matter must be reproduced in full. | p. 334 in 2025 Universal Registration Document |
| 11.2.2 | Indication of other information in the registration document which has been audited by the auditors. | p. 338 in 2024 Universal Registration Document p. 337 in 2025 Universal Registration Document |
| 11.3 | <u>Legal and arbitration proceedings</u> | |
| 11.3.1 | Information on any governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Issuer is aware), during a period covering at least the previous 12 months which may have, or have had in the recent past significant effects on the Issuer and/or group's financial position or profitability, or provide an appropriate negative statement. | p. 249 in 2025 Universal Registration Document |

RECENT DEVELOPMENTS

The press releases and other information under the section entitled “Recent Developments” on page 94 to 103 of the Base Prospectus are deleted in their entirety and replaced by the following:

Gecina – Pipeline preleasing | Press Release – February 12, 2026

gecina

Gecina welcomes JLL on “Signature” ahead of delivery



- **Gecina and JLL have signed a firm 9-year lease on Signature (Rocher-Vienne) for 6,600 sq.m** of premium workspace at prime rents. This building bought in July 2025 is currently one of the four flagship development projects. The transaction is finalized one year ahead of the asset’s delivery.
- **Through this purposeful choice, JLL offers its Paris teams a high-performance workplace** that fosters collaboration and operational efficiency and aims at showcasing the company’s expertise. The site benefits from extensive amenities (including standout rooftop spaces) and a comprehensive suite of services such as multiple dining options, a business center, and fitness facilities. Located in the CBD, next to Gare Saint-Lazare, it combines strong transport connections (second transportation hub of the Paris region) with a vibrant mixed-use environment.
- **This early pre-letting to a leading real estate specialist further testifies to the exceptional quality of the asset** and validates both the strength of its fundamentals and the repositioning strategy implemented by Gecina: delivering differentiated offices with large, flexible, high-quality floor plates and exceptional environmental performance in sought-after locations in the CBD.
- **Following this agreement, close to 30% of the asset is now pre-let**, with further negotiations underway and promising leasing dynamics.

"I am delighted to give our company this new momentum. By moving to the Signature building in the heart of Paris, we are doing more than just relocating; we are bringing our vision to life. This space embodies everything we stand for: a deep commitment to the well-being of our people, a living showcase of our expertise, and the standard of what we expect from sustainable, service-oriented real estate for years to come." **Marie-Laure Leclercq de Sousa, CEO JLL France and Cluster Lead Belgium, Luxembourg and Southern Europe.**

"We are extremely proud to have been selected by JLL for their new journey in Paris. This deal is a testament of our ability to deliver distinctive, high-performance workplaces that meet the expectations of leading occupiers seeking both a strategic address and an environment aligned with their ambitions. Coming from such a leading real-estate company, this choice is a strong third-party endorsement of Signature's positioning and appeal." **Beñat Ortega, CEO Gecina**

Financial agenda

- 04.22.2026 General Meeting
- 04.22.2026 Business at March 31, 2026, after market close
- 07.22.2026 2026 first-half earnings, after market close
- 10.14.2026 Business at September 30, 2026, after market close

About Gecina

Gecina is a leading operator that fully integrates all real estate expertise, owning, managing, and developing a unique prime portfolio valued at €17.6bn as at December 31, 2025. Strategically located in the most central areas of Paris and the Paris Region, Gecina's portfolio includes 1.2 million sq.m of office space and nearly 5,300 residential units. By combining long-term value creation with operational excellence, Gecina offers high-quality, sustainable living and working environments tailored to the evolving needs of urban users.

As a committed operator, Gecina enhances its assets with high-value services and dynamic property and asset management, fostering vibrant communities. Through its YouFirst brand, Gecina places user experience at the heart of its strategy. In line with its social responsibility commitments, the Fondation Gecina supports initiatives across four core pillars: disability inclusion, environmental protection, cultural heritage, and housing access.

Gecina is a French real estate investment trust (SIIC) listed on Euronext Paris, and is part of the SBF 120, CAC Next 20 and CAC Large 60 indices. Gecina is also recognized as one of the top-performing companies in its industry by leading sustainability rankings (GRESB, Sustainalytics, MSCI, ISS-ESG, and CDP) and is committed to radically reducing its carbon emissions by 2030.

www.gecina.fr

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GENERAL INFORMATION

The section “**General Information**” on pages 104 to 107 of the Base Prospectus is amended as follows:

- the paragraph (2) on page 104 of the Base Prospectus is deleted in its entirety and replaced by the following:

“(2) *Corporate Authorisation*

Any issuance of Notes under the Programme, to the extent that such Notes constitute *obligations* under French law, requires the prior authorisation of the Board of Directors (*Conseil d’administration*) of the Issuer, which may delegate its powers to any person of its choice pursuant to Article L. 228-40 of the French *Code de commerce*. The applicable authorisation and delegation will be mentioned in the relevant Final Terms. Any issue of Notes, to the extent that such Notes do not constitute obligations, will fall within the general powers of the *Directeur Général* of the Issuer.

On 10 February 2026, the Board of Directors (*Conseil d’administration*) of the Issuer authorised, for a period of one year, the issuance of Notes for (i) a maximum aggregate amount of Euro 1,200,000,000 and (ii) an additional maximum aggregate amount of Euro 500,000,000 for Notes having an initial maturity less than or equal to twenty-four months.”;

- the paragraph (3) on page 104 of the Base Prospectus (as amended by the First Supplement and the Second Supplement) is deleted in its entirety and replaced by the following:

“(3) *No Significant Change in the Financial Position or Financial Performance of the Issuer*

There has been no significant change in the financial position or financial performance of the Issuer or of the Group since 31 December 2025.”;

- the paragraph (4) on page 104 of the Base Prospectus is deleted in its entirety and replaced by the following:

“(4) *Material adverse change in the prospects of the Issuer*

There has been no material adverse change in the prospects of the Issuer or the Group since 31 December 2025.”;

- the declaration set out in paragraph (6) entitled “*Legal and Arbitration Proceedings*” on page 104 of the Base Prospectus is reiterated as at the date of this Third Supplement;
- the paragraph (9)(ii) on page 105 of the Base Prospectus (as amended by the First Supplement) is deleted in its entirety and replaced by the following:

“(ii) a copy of the Documents Incorporated by Reference, which comprise the 2024 Universal Registration Document and the 2025 Universal Registration Document, together with any supplement to the Documents Incorporated by Reference;”

- the paragraph (12) on page 105 and 106 of the Base Prospectus (as amended by the First Supplement) is deleted in its entirety and replaced by the following:

“(12) *Statutory Auditors*

KPMG S.A., 2 avenue Gambetta Tour Eqho, CS 60055 92066 Paris-La-Défense Cedex France and PricewaterhouseCoopers Audit, 63 rue de Villiers, 92208 Neuilly-sur-Seine Cedex, France have audited and rendered an unqualified audit report on the consolidated financial statements of the Issuer for the financial years ended 31 December 2024 and 2025.

PricewaterhouseCoopers Audit and KPMG S.A. belong to the *Compagnie Régionale des Commissaires aux Comptes de Versailles.*”; and

- the declaration set out in paragraph (16) entitled “*Conflicts of interests*” on page 106 of the Base Prospectus is reiterated as at the date of this Third Supplement.

PERSON RESPONSIBLE FOR THE THIRD SUPPLEMENT

Person assuming responsibility for this Third Supplement

Mr. Nicolas Dutreuil, *Directeur Général Adjoint en charge des Finances*

Declaration by person responsible for this Third Supplement

I hereby certify that the information contained in this Third Supplement is, to the best of my knowledge, in accordance with the facts and contains no omission likely to affect its import.

Paris, 25 February 2026

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Duly represented by:

Mr. Nicolas Dutreuil, *Directeur Général Adjoint en charge des Finances*



AUTORITÉ
DES MARCHÉS FINANCIERS

This Third Supplement has been approved on 25 February 2026 by the AMF, in its capacity as competent authority under Regulation (EU) 2017/1129, as amended.

The AMF has approved this Third Supplement after having verified that the information it contains is complete, coherent and comprehensible within the meaning of Regulation (EU) 2017/1129, as amended. The approval does not imply verification of the accuracy of this information by the AMF.

This approval is not a favourable opinion on the Issuer and on the quality of the Notes described in this Third Supplement. Investors should make their own assessment of the opportunity to invest in such Notes.

This Third Supplement has received the following approval number: 26-036.