

## **GECINA**

French limited company (société anonyme) with a share capital of €571,991,190  
Registered office: 14-16, rue des Capucines - 75002 Paris - France  
Paris trade and companies register: 592 014 476  
(the “**Company**”)

### **Invitation to attend the Ordinary General Meeting on April 17, 2019**

Gecina’s shareholders are invited to attend an Ordinary General Meeting on Wednesday April 17, 2019 from 3 pm at Pavillon Cambon, 46 rue Cambon, 75001 Paris, France (the “General Meeting”) to deliberate on the following agenda:

#### **Agenda**

1. Approval of the corporate financial statements for 2018;
2. Approval of the consolidated financial statements for 2018;
3. Transfer to a reserve account;
4. Appropriation of income for 2018 and dividend payment;
5. Option for 2019 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 fixed, variable and exceptional components of the overall compensation package and the benefits of any kind awarded for the year ended December 31, 2018 to Mr Bernard Michel, Chairman of the Board of Directors until April 18, 2018;
8. Approval of the fixed, variable and exceptional components of the overall compensation package and the benefits of any kind awarded for the year ended December 31, 2018 to Mr Bernard Carayon, Chairman of the Board of Directors since April 18, 2018;
9. Approval of the fixed, variable and exceptional components of the overall compensation package and the benefits of any kind awarded for the year ended December 31, 2018 to Ms. Méka Brunel, Chief Executive Officer;
10. Approval of the principles and criteria for determining, distributing and allocating the fixed, variable and exceptional components of the overall compensation package and the benefits of any kind that may be awarded to the Chairman of the Board of Directors for 2019;
11. Approval of the principles and criteria for determining, distributing and allocating the fixed, variable and exceptional components of the overall compensation package and the benefits of any kind that may be awarded to the Chief Executive Officer for 2019;
12. Reappointment of Ms. Dominique Dudan as a Director;
13. Reappointment of the company PREDICA as a Director;
14. Authorization for the Board of Directors to trade in the Company’s shares;
15. Powers for formalities.

The agenda and the full texts for the proposed resolutions were published in the French official gazette (Bulletin des Annonces Légales Obligatoires, BALO) no. 25 on February 27, 2019 and are available on the Company's website at: <http://www.gecina.fr>.

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## 1) **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. 225-85 of the French commercial code, the right to take part in General Meetings is subject to securities being registered in the name of the shareholder or their intermediary by the second working day before the Meeting, i.e. midnight (Paris time) on April 15, 2019, in the registered securities accounts held by the Company.

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

- If sales take place before midnight (Paris time) on April 15, 2019, the postal votes, proxy forms, admission cards, possibly accompanied by certificates of participation, 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 15, 2019, regardless of the means used, they will not be taken into consideration by the Company.

### ➤ **Attending the General Meeting in person**

Any shareholder wishing to attend the General Meeting may request an admission card from Gecina's Securities and Stock Market Department by writing to the following address: 16 rue des Capucines, 75084 Paris Cedex 02, France.

### ➤ **Postal voting or voting by proxy**

The Company will send out postal voting and proxy forms directly to all shareholders.

- **Voting by post**

Postal votes will only be taken into account if the duly completed and signed forms reach Gecina's registered office, located at the abovementioned address, at least three days before the General Meeting, i.e. by Saturday April 13, 2019 at the latest.

- **Voting by proxy**

In accordance with Article R.225-79 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](mailto:titres&bourse@gecina.fr) attaching a scanned copy of their signed proxy voting form, indicating their surname, first name, address and personal identifier, as well as the surnames and first names 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 3 pm (Paris time) on Tuesday April 16, 2019.

Paper proxy forms, duly completed and signed, must reach Gecina's registered office at the address indicated above by April 16, 2019 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 3 pm (Paris time) on Tuesday April 16, 2019.

When shareholders have already voted by post, sent in proxy forms or applied for admission cards or certificates of participation, 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.

## **2) Participation in the General Meeting using the internet – VOTACCESS platform**

To encourage participation in this General Meeting, shareholders also have the option to submit their voting instructions, appoint or dismiss a representative, and/or request an admission card 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.

The VOTACCESS site will be open from April 2, 2019 to 3 pm (Paris time) on April 16, 2019, 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.

## **3) Possibility to submit written questions**

Any shareholder may submit questions in writing to the Board of Directors until four working days before the General Meeting, i.e. April 11, 2019 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](mailto:titres&bourse@gecina.fr), and accompanied by an account registration certificate.

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: <http://www.gecina.fr>.

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.

#### **4) 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 at the Company's registered office, within the legal and regulatory timeframes.

The Board of Directors' report, including a 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 at <http://www.gecina.fr>.

In addition, the information and documents provided for under Article R.225-73-1 of the French commercial code will be published on the Company's website at <http://www.gecina.fr> at least 21 days before the General Meeting, i.e. Wednesday March 27, 2019.

*The Board of Directors*