

Free translation. The Dutch version will prevail.

CARE PROPERTY INVEST

Public limited liability company (société anonyme/naamloze vennootschap),
Public Regulated Real Estate Company (Société Immobilière Réglementée (SIR) /
Gereguleerde Vastgoedvennootschap (GVV)) under Belgian Law
Registered Office: 3 Horstebaan, 2900 Schoten
Companies Registration No. 0456.378.070 (LPR Antwerp)

(“CP Invest” or the “Company”)

SPECIAL REPORT OF THE BOARD OF DIRECTORS IN COMPLIANCE WITH ARTICLE 560 OF THE BELGIAN COMPANY CODE

CONCERNING THE AMENDMENT OF THE RIGHTS RELATING TO SHARES

The Appendices form an integral part of this report

This report was drawn up by the Board of Directors of the Company (the “**Board of Directors**”), in compliance with Article 560 of the Belgian Company Code, in relation to the proposal of the Board of Directors to withdraw the special rights attached to certain classes of shares in order to give all shareholders the same rights. In compliance with Article 560 of the Belgian Company Code, the proposed changes to the respective rights associated with different types of shares is announced by the Board in a report, with detailed justification.

This proposal, which will change the Articles of Association of the Company, will be presented to the extraordinary general meeting of the Company to be held on or around 27 April 2018 (“**EGM I**”) and if the required quorum is not reached at EGM I, to the extraordinary general meeting of the Company to be held on or around 16 May 2018 (“**EGM II**”). In compliance with Article 560 of the Belgian Company Code, this change will be adopted only if at least half of the authorised capital for each type of share is represented at the meeting and on condition that the motion wins three quarters of the votes for each type of share.

1. Description of the action

The Company's authorised capital currently amounts to €114,961,266.36. The capital is represented by 19,322,845 shares without par value, of which 19,172,845 are ordinary shares and 150,000 are special shares.

The current holders of the special shares are as follows:

| | |
|-----------------------|-----------------------|
| Belfius | 80,000 special shares |
| BNP Paribas Fortis | 30,000 special shares |
| KBC Bank | 30,000 special shares |
| Bank Degroof Petercam | 10,000 special shares |

The Company's special shares have the same rights as ordinary shares of the Company, as well as the rights provided for in Articles 6, 9, 12, 13, 16, 17, 18, 19, 20, 32, 36, 37 and 39 of the Company's Articles of Association.

The proposal of the Board of Directors to withdraw the special rights associated with certain classes of shares should be considered in relation to the full equivalence of all shares, which means that the special rights relating to the appointment and operation of the Board of Directors, as well as the government restrictions on the special shares will be amended.

2. Rights associated with the different classes of shares

Changes to the rights and benefits assigned to the shares through withdrawal of the special character and the accompanying rights of the existing 150,000 special shares and the classes of shares

The changes of rights and benefits discussed in this and the following paragraphs will apply, without distinction, to all special shares of the Company. All shares of the Company will have the same rights and benefits.

i. Division of special and ordinary shares

The existing division of special and ordinary shares of the Company laid down in Article 6 of the Articles of Association will be withdrawn and replaced by a new provision in the Articles of Association. A draft of the new coordinated Articles of Association of the Company will be attached in the Appendix.

ii. Nature of the shares

The existing regulation concerning the nature of the special shares of the Company laid down in Article 9 of the Articles of Association will be withdrawn and replaced by a new provision in the Articles of Association. A draft of the new coordinated Articles of Association of the Company will be attached as an Appendix.

iii. Transfer of the special shares

The existing regulation concerning the transfer of the shares of the Company laid down in Articles 12 and 13 of the Articles of Association will be scrapped, so that free transfer of all shares of the Company, which will all afford the same rights, will be permitted. A draft of the new coordinated Articles of Association of the Company will be attached as an Appendix.

iv. Right to nominate a number of directors and special benefits

The existing regulation concerning the nomination of directors of the Company and the CEO, as laid down in Articles 16 to 19 of the Articles of Association will be replaced by a new provision in the Articles of Association. A draft of the new coordinated Articles of Association of the Company will be attached as an Appendix.

v. Decisions of the Board of Directors

The existing regulation laid down in Article 20 of the Articles of Association whereby quorum requirements are imposed will be replaced by a new provision in the Articles of Association. A draft of the new coordinated Articles of Association of the Company will be attached as an Appendix.

vi. Convention of general meeting

The existing regulation concerning the convention of the general meeting of the Company, as laid down in Article 32 of the Articles of Association will be replaced by a new provision in the Articles of Association. A draft of the new coordinated Articles of Association of the Company will be attached as an Appendix.

vii. General Meeting

The existing regulation laid down in Articles 36 and 37 of the Articles of Association, concerning the office of the general meeting and the limitation of the possibility to convene meetings, will be replaced by a new provision in the Articles of Association. The existing regulation laid down in Article 39 of the Articles of Association, concerning majority requirements if the rights or obligations of a certain class of shareholders are affected, will be scrapped. A draft of the new coordinated Articles of Association of the Company will be attached as an Appendix.

3. Justification

The Board of Directors regards the withdrawal of the special rights attached to certain classes of shares as necessary for the following reasons:

- The existing system gives rise to a disproportionate relationship between the percentage of special shares in the total shareholdership and the representation in the Board of Directors, which means that certain institutional investors are no longer interested in investing in the capital of the Company.
- The existing system does not permit shareholders that hold a higher percentage of shares than the special shareholders to hold a position within the Board of Directors.
- The existing situation prevents the Board of Directors from reflecting the shareholdership of the Company (since the majority of the non-independent directors are appointed on the nomination of the holders of special shares). A Board of Directors that did reflect this, supplemented by a number of independent directors who add value to the policy of the Company on the basis of their expertise, could contribute towards an increase in value creation for the shareholders.

The Board of Directors therefore takes the view that the change in the respective rights associated with the existing shares in accordance with Article 560 of the Belgian Company Code and the associated amendment of the Articles of Association is in the interests of the Company and the existing shareholders of the Company. The Board of Directors therefore invites the general meeting of shareholders of the Company to adopt the motion to withdraw the existing categories of shares and the associated changes to the Articles of Association of the Company.

Drawn up in Schoten on 14 February 2018.

For the Board of Directors of Care Property Invest,

Peter VAN HEUKELOM,
CEO / Managing Director

Willy PINTENS
Managing Director

Appendix: Draft new coordinated version of the Articles of Association.