

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 604 OF
THE BELGIAN COMPANY CODE**

**CONCERNING THE EXCEPTIONAL CIRCUMSTANCES IN WHICH THE AUTHORISED CAPITAL MAY BE USED
(INCLUDING FOR THE ISSUE OF SHARES, CONVERTIBLE BONDS AND WARRANTS) AND THE OBJECTIVES
PURSUED**

Introduction

This special report has been drawn up by the Board of Directors of the Company (the "**Board of Directors**") in compliance with Article 604 of the Belgian Company Code (the "**Belgian Company Code**"). This report concerns the proposal to renew and expand the authorisation of the Board of Directors to increase the share capital of the company within the framework of the authorised capital (including through the issue of shares, convertible bonds and warrants) (the "**Authorisation**"). This proposal 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**").

The Board of Directors will present seven alternative proposals to the extraordinary general meeting for approval:

- (i) in sequence, the renewal and expansion of the authorisation to increase the share capital by a maximum of 100% of the amount of the share capital on the date of the EGM
- (ii) if the EGM does not approve the first proposal, the renewal and expansion of the authorisation to increase the share capital by a maximum of (a) 100% of the amount of the share capital on the date of the EGM if provision is made for the possibility for the shareholders of the Company to exercise statutory preferential rights or irrevocable allocation rights and (b) 50% of the amount of the share capital on the date of the EGM for all other forms of capital increase, with the proviso that in no case may the total amount of the capital increases in relation to the authorised capital under this authorisation exceed 100% of the amount of the share capital on the date of the EGM;

- (iii) if the EGM does not approve either the first or the second proposal, the renewal and expansion of the authorisation to increase the share capital by a maximum of (a) 50% of the amount of the share capital on the date of the EGM if provision is made for the possibility for the shareholders of the Company to exercise statutory preferential rights or irrevocable allocation rights and (b) 50% of the amount of the share capital on the date of the EGM for all other forms of capital increase, with the proviso that in no case may the total amount of the capital increases in relation to the authorised capital under this authorisation exceed 100% of the amount of the share capital on the date of the EGM;
- (iv) if the EGM does not approve either the first, second or third proposal, the renewal and expansion of the authorisation to increase the share capital by a maximum of (a) 100% of the amount of the share capital on the date of the EGM if provision is made for the possibility for the shareholders of the Company to exercise statutory preferential rights or irrevocable allocation rights and (b) 20% of the amount of the share capital on the date of the EGM for all other forms of capital increase, with the proviso that in no case may the total amount of the capital increases in relation to the authorised capital under this authorisation exceed 100% of the amount of the share capital on the date of the EGM;
- (v) if the EGM does not approve either the first, second, third or fourth proposal, the renewal and expansion of the authorisation to increase the share capital by a maximum of (a) 50% of the amount of the share capital on the date of the EGM if provision is made for the possibility for the shareholders of the Company to exercise statutory preferential rights or irrevocable allocation rights and (b) 20% of the amount of the share capital on the date of the EGM for all other forms of capital increase, with the proviso that in no case may the total amount of the capital increases in relation to the authorised capital under this authorisation exceed 70% of the amount of the share capital on the date of the EGM;
- (vi) if the extraordinary general meeting does not approve either the first, second, third, fourth or fifth proposal, the renewal and expansion of the authorisation to increase the share capital by a maximum of (a) 100% of the amount of the share capital on the date of the EGM if provision is made for the possibility for the shareholders of the Company to exercise statutory preferential rights or irrevocable allocation rights and (b) 10% of the amount of the share capital on the date of the EGM for all other forms of capital increase, with the proviso that in no case may the total amount of the capital increases in relation to the authorised capital under this authorisation exceed 100% of the amount of the share capital on the date of the EGM;
- (vii) if the EGM does not approve either the first, second, third, fourth, fifth or sixth proposal, the renewal and expansion of the authorisation to increase the share capital by a maximum of (a) 50% of the amount of the share capital on the date of the EGM if provision is made for the possibility for the shareholders of the Company to exercise statutory preferential rights or irrevocable allocation rights and (b) 10% of the amount of the share capital on the date of the EGM for all other forms of capital increase, with the proviso that in no case may the total amount of the capital increases in relation to the authorised capital under this authorisation exceed 60% of the amount of the share capital on the date of the EGM.

In this special report, in accordance with Article 604 of the Belgian Company Code, further details will be provided of the circumstances in which the Board of Directors may make use of this authorisation to increase the capital and some of objectives that the Board of Directors may pursue in doing so.

Proposal to renew and expand the authorisation of the Board of Directors in relation to the permitted capital and to issue securities including shares, convertible bonds and warrants.

1. General

On 19 March 2014, the EGM of the Company authorised the Board of Directors to increase the share capital within the framework of the authorised capital for a period of five years, to a maximum amount of €60,744,395 (excluding share premiums).

The Board of Directors has the intention to propose to EGM I and, if the required quorum is not reached, to EGM II, a renewal of its authorisation to increase the fully paid up share capital of the company, within the framework of the authorised capital, by a maximum amount of €114,961,266.36 (excluding share premiums).

2. Description of the proposal to renew and expand the authorisation of the Board of Directors, within the framework of the authorised capital and to issue securities including shares, convertible bonds and warrants.

The Board of Directors proposes to the shareholders of CP Invest to renew and expand the Authorisation of the Board of Directors to increase the share capital, on dates and on conditions at its discretion, in one or more tranches, up to €114,961,266.36 (excluding share premiums). This authorisation will be granted for a term of five years from the date of the announcement in the Appendices to the Belgian Official Gazette of the decision of the EGM to renew and expand the Authorisation.

2.1. Authorisation for immediate capital increase

The authorisation of the Board of Directors will apply for capital increases in both cash and in kind and in the form of a mixed contribution. The aforementioned authorisation shall also relate to a capital increase through conversion of reserves. Further to this, other asset elements could also be converted into capital, including share premiums and retained earnings as well as all private assets under the statutory IFRS financial statements of the Company (prepared under the regulations applicable to the Company) that are amenable to conversion into capital, and with or without the creation of new securities. The Board of Directors will be able to issue new shares with the same rights as the existing shares for that purpose.

2.2. Authorisation for deferred capital increase

Under the conditions and within the limits provided in Article 7 of the Company's Articles of Association, the Board of Directors may also issue warrants (whether or not attached to another security) and convertible bonds or bonds redeemable in shares. These securities could give rise to the creation of new shares with the same rights as the existing shares. The Board of Directors shall always comply with the rules prescribed by the Belgian Company Code, the applicable regulations and the Articles of Association of the Company in that regard.

On the occasion of the increase in the issued capital realised within the limits of the authorised capital, the Board of Directors will be authorised to charge a share premium. If the Board of Directors decides to do so, these share premiums, less any deduction of an amount no more than that equalling the costs of the capital increase within the meaning of the applicable IFRS rules, must be credited to a blocked reserve account that will constitute the surety for third parties on the same basis as the capital. This share premium can be reduced or eliminated only by a resolution of the general meeting, taken in cases such as an amendment of the Articles of Association, apart from in the case of a capital conversion as provided for above. These blocked share premiums will therefore be treated as fiscal paid-up capital and can consequently be paid out tax-free to a certain degree. Any balance (i.e. amounting to no more than an amount equal to the costs of the capital increase, within the meaning of the applicable IFRS rules) of the share premiums will then remain available and consequently, may not be treated as fiscally paid-up capital.

3. Specific circumstances and objectives for the use of the authorised capital (including through the issue of shares, convertible bonds and warrants)

The authorised capital technique allows the Board of Directors of the Company a degree of flexibility, ease, confidentiality, efficiency, cost-limitation and/or speed of implementation. In the light of these characteristics, it is opportune for optimal management of the Company to grant the Board of Directors authorisation for capital increases within the framework of the authorised capital. For example, in certain circumstances, the elaborate and time-consuming procedure of convening an EGM for a capital increase or for an issue of convertible bonds or warrants can restrict swift and efficient responses to capital market fluctuations or certain attractive possibilities that may arise for the Company, including with a view to reducing the Company's debt ratio (limited by law¹ to 65%) by increasing the shareholders' equity.

The exceptional circumstances in which, and the objectives for which the Board of Directors may deploy the authorised capital are fundamentally based in the context of the protection and development of the Company's corporate interests.

The circumstances and objectives described below should not be regarded as exhaustive and, like the conditions regulating the use of the authorised capital, can be interpreted as broadly as possible.

¹ Article 13 of the RREC Royal Decree.

The Board of Directors intends to make use of the aforementioned authorisation within the framework of the authorised capital in cases including that in which the Board of Directors takes the view that, in the interests of the Company, decision-making via a general meeting would not be desirable or opportune.

For example, the Board of Directors could make use of the authorised capital if one or more of the following circumstances arise:

- if fast and/or flexible responses to market opportunities appear to be called for, including (but not limited to) responses with a view to (full or partial) financing of partnerships or acquisitions of companies and/or important assets, attracting any new partners or shareholders to the capital structure of the Company or broadening the international dimension of the shareholder structure, always respecting the explicit and mandatory statutory restrictions that may apply at any time;
- if a need or opportunity for financing arises, in which the relevant market conditions or characteristics of the envisaged financing call for swift and/or flexible action by the Company;
- if the Board of Directors wishes to realise a capital increase in relation to a stock dividend, regardless of whether (part or all of) the dividend will be paid out directly in shares in that regard, or will be paid out in cash, followed by the option of a full or partial subscription to new shares, with or without an additional cash investment;
- if the prior convention of a general meeting would lead to a premature announcement of the action in question, which could be detrimental to the Company;
- the costs associated with convening a general meeting are not in proportion to the amount of the proposed (direct or deferred) capital increase;
- if, due to the urgency of the situation, the implementation of a capital increase or the issue of convertible bonds or warrants in the near future is called for in the interests of the Company.

Every decision of the Board of Directors to increase the capital or to issue convertible bonds or warrants is subject to the statutory limitations set out in Articles 603 to 606 of the Belgian Company Code and the regulations that may apply to the Company (at the relevant time).

4. Special rules concerning capital increases in cash, in kind or through a mixed contribution, in general and in relation to stock dividends in particular

Without prejudice to the application of Articles 592 to 598 and 606 of the Belgian Company Code, within the framework of the authorised capital, the Board of Directors may only restrict or cancel the preferential rights, even if this is done in favour of one or more specific persons other than employees of the Company or its subsidiaries, provided that the existing shareholders are granted an irrevocable allocation right² upon the allocation of new shares (to the extent required by law).

This irrevocable allocation right must at least meet the conditions stated in Article 8.1 of these Articles of Association of the Company and Article 26, §1 of the RREC Act. Without prejudice to the application of

² In compliance with Article 26 of the RREC Act.

Articles 595 to 599 of the Belgian Company Code, the aforementioned restrictions in connection with the cancellation or restriction of the preferential right are not applicable in the case of a cash contribution with restriction or cancellation of the preferential right, which is made to supplement a contribution in kind for the purpose of distributing an optional dividend, provided this is made payable to all shareholders.

Upon the issue of securities for non-monetary contributions, compliance with the conditions set out in Article 8.2 of the Articles of Association and Article 26, §2 of the RREC Act is required (including the ability to deduct an amount equal to the portion of the undistributed gross dividend). However, the special rules set out under Article 8.2 of the Articles of Association regarding the non-monetary capital increase shall not apply to the transfer of the right to dividend for the purposes of the payment of an optional dividend, provided this is made payable to all shareholders.

It is important to note that the Board of Directors may not use its authorisation relating to the authorised capital for:

- a capital increase realised primarily through a contribution in kind reserved solely for a person holding securities with which more than 10% of the voting rights of the Company are associated³ (Article 606(1°) of the Belgian Company Code);
- the issue of shares without reporting a nominal value below the par value of the old shares of the same sort (Article 606(2°) of the Belgian Company Code); or
- the issue of warrants intended primarily for one or more particular persons, other than the members of the staff of the Company or of one or more of its subsidiaries (Article 606(3°) of the Belgian Company Code).

From the date on which the Company receives notice from the Financial Services and Markets Authority (FSMA) that it has been informed of a public takeover bid for the Company's securities until the end of the bid, the Board of Directors may not use its Authorisation to (i) increase the capital through a contribution in kind or in cash, with restriction or withdrawal of the preferential rights of the shareholders or (ii) to issue securities granting voting rights (or securities affording rights to subscribe to or acquire such securities) that represent the capital or otherwise, if they are not preferentially offered to shareholders in proportion to the capital represented by their shares (Article 607(1) of the Belgian Company Code). Although the general meeting can explicitly authorise the Board of Directors to do so under certain statutory conditions concerning a notice of a public takeover bid that is received within three years, the Board of Directors does not request such a specific authorisation, as a result of which it will in any event not be able to use the authorised capital in relation to a takeover bid in the specific circumstances described in Article 607 of the Belgian Company Code.⁴

³ The securities held by (i) a third party acting in its own name or for the account of the aforementioned shareholder; (ii) a natural person or legal entity affiliated to the aforementioned shareholder (this includes all natural persons and legal entities forming part of the same horizontal or vertical group); (iii) a third party acting in its own name but for the expense of a natural person or legal entity affiliated to the aforementioned shareholder; and (iv) persons acting by agreement will be added to the securities held by that person.

⁴ However, the obligations that have been validly undertaken for the receipt of the above notices can be implemented further (Article 607(2)(1°) of the Belgian Company Code).

If the general meeting of the Company approves the **first proposal** of the Board of Directors, the Board of Directors proposes to include the proposed conditions for the use of the authorised capital (and consequently, the circumstances in which the authorised capital may be used) in Article 7 of the Articles of Association of the Company and to amend Article 7 as follows:

In paragraph 1, to replace *"sixty million, seven hundred and forty-four thousand, three hundred and ninety-five euros (€60,744,395)"* by an amount of one hundred and fourteen million, nine hundred and sixty-one thousand, two hundred and sixty-six euros and thirty-six euro-cents (€114,961,266.36).

In paragraph 2, to replace the word *"minutes"* with *"decision"*, to replace the date of the EGM by the date of EGM I or, if applicable, EGM II and to add the words *"in the Appendices of the Belgian Government Gazette"*.

To insert the words *"or a mixed contribution"* in paragraph 3, after *"This/these capital increase(s) may be implemented through contributions in cash, in kind"*, to delete the words *"or with different"* after *"the Board of Directors may issue new shares with the same"*, to delete the words *"(i.e. concerning voting rights, dividend rights (whether or not the transferability of any preference dividends) and/or rights to the liquidation balance and any preference regarding the repayment of capital)"* in the same sentence and to delete the words *"and in that context amend the Articles of Association to reflect any such different rights"* after the words *"as the existing shares"*.

In paragraph 4, to add the words *"if applicable, after deduction of an amount equal to the costs of the capital increase, within the meaning of the applicable IFRS rules"* after *"where relevant, the share premiums"*.

In paragraph 7, to add the words *"the applicable regulations for the RRECs and"* before *"Article 8.1 of these Articles of Association"*. In paragraph 8, to add the words *"the applicable regulations for the RRECs and"* before *"Article 8.2 of these Articles of Association"*.

If the general meeting of the Company does not approve the first proposal of the Board of Directors, but does approve the **second alternative**, the Board of Directors proposes to include the proposed conditions for the use of the authorised capital (and consequently, the circumstances in which the authorised capital may be used) in Article 7 of the Articles of Association of the Company and to amend Article 7 as follows:

In paragraph 1, to replace *"sixty million, seven hundred and forty-four thousand, three hundred and ninety-five euros (€60,744,395)"* by

- "(i) one hundred and fourteen million, nine hundred and sixty-one thousand, two hundred and sixty-six euros and thirty-six euro-cents (€114,961,266.36), if provision is made for the possibility for the shareholders of the Company to exercise statutory preferential rights or irrevocable allocation rights*
- (ii) fifty-seven million, four hundred and eight thousand, six hundred and thirty-three euros and eighteen euro-cents (€57,480,633.18), for all other forms of capital increase,*

with the proviso that in no case may the total amount of the capital increases decided in relation to the authorised capital under this authorisation exceed one hundred and fourteen million, nine hundred and sixty-one thousand, two hundred and sixty-six euros and thirty-six euro-cents (€114,961,266.36)".

In paragraph 2, to replace the word *"minutes"* with *"decision"*, to replace the date of the EGM by the date of EGM I or, if applicable, EGM II and to add the words *"in the Appendices of the Belgian Government Gazette"*.

To insert the words *"or a mixed contribution"* in paragraph 3, after *"This/these capital increase(s) may be implemented through contributions in cash, in kind"*, to delete the words *"or with different"* after *"the Board of Directors may issue new shares with the same"*, to delete the words *"(i.e. concerning voting rights, dividend rights (whether or not the transferability of any preference dividends) and/or rights to the*

liquidation balance and any preference regarding the repayment of capital)" in the same sentence and to delete the words "and in that context amend the Articles of Association to reflect any such different rights" after the words "as the existing shares".

In paragraph 4, to add the words "*if applicable, after deduction of an amount equal to the costs of the capital increase, within the meaning of the applicable IFRS rules*" after "*where relevant, the share premiums*".

In paragraph 7, to add the words "*the applicable regulations for the RRECs and*" before "*Article 8.1 of these Articles of Association*". In paragraph 8, to add the words "*the applicable regulations for the RRECs and*" before "*Article 8.2 of these Articles of Association*".

If the general meeting of the Company does not approve the first or the second proposal of the Board of Directors, but does approve the **third alternative**, the Board of Directors proposes to include the proposed conditions for the use of the authorised capital (and consequently, the circumstances in which the authorised capital may be used) in Article 7 of the Articles of Association of the Company and to amend Article 7 as follows:

In paragraph 1, to replace "*sixty million, seven hundred and forty-four thousand, three hundred and ninety-five euros (€60,744,395)*" by

- "(i) fifty-seven million, four hundred and eighty thousand, six hundred and thirty-three euros and eighteen euro-cents (€57,480,633.18), if provision is made for the possibility for the shareholders of the Company to exercise statutory preferential rights or irrevocable allocation rights*
- (ii) fifty-seven million, four hundred and eight thousand, six hundred and thirty-three euros and eighteen euro-cents (€57,480,633.18), for all other forms of capital increase,*

with the proviso that in no case may the total amount of the capital increases decided in relation to the authorised capital under this authorisation exceed one hundred and fourteen million, nine hundred and sixty-one thousand, two hundred and sixty-six euros and thirty-six euro-cents (€114,961,266.36)".

In paragraph 2, to replace the word "*minutes*" with "*decision*", to replace the date of the EGM by the date of EGM I or, if applicable, EGM II and to add the words "*in the Appendices of the Belgian Government Gazette*". To insert the words "*or a mixed contribution*" in paragraph 3, after "*This/these capital increase(s) may be implemented through contributions in cash, in kind*", to delete the words "or with different" after "*the Board of Directors may issue new shares with the same*", to delete the words "*(i.e. concerning voting rights, dividend rights (whether or not the transferability of any preference dividends) and/or rights to the liquidation balance and any preference regarding the repayment of capital)*" in the same sentence and to delete the words "*and in that context amend the Articles of Association to reflect any such different rights*" after the words "*as the existing shares*".

In paragraph 4, to add the words "*if applicable, after deduction of an amount equal to the costs of the capital increase, within the meaning of the applicable IFRS rules*" after "*where relevant, the share premiums*".

In paragraph 7, to add the words "*the applicable regulations for the RRECs and*" before "*Article 8.1 of these Articles of Association*". In paragraph 8, to add the words "*the applicable regulations for the RRECs and*" before "*Article 8.2 of these Articles of Association*".

If the general meeting of the Company does not approve the first, second or third proposal of the Board of Directors, but does approve the **fourth alternative**, the Board of Directors proposes to include the proposed conditions for the use of the authorised capital (and consequently, the circumstances in which the

authorised capital may be used) in Article 7 of the Articles of Association of the Company and to amend Article 7 as follows:

In paragraph 1, to replace "*sixty million, seven hundred and forty-four thousand, three hundred and ninety-five euros (€60,744,395)*" by

"(i) *one hundred and fourteen million, nine hundred and sixty-one thousand, two hundred and sixty-six euros and thirty-six euro-cents (€114,961,266.36), if provision is made for the possibility for the shareholders of the Company to exercise statutory preferential rights or irrevocable allocation rights*
(ii) *twenty-two million, nine hundred and ninety-two thousand, two hundred and fifty-three euros and twenty-seven euro-cents (€22,992,253.27) for all other forms of capital increase,*
with the proviso that in no case may the total amount of the capital increases decided in relation to the authorised capital under this authorisation exceed one hundred and fourteen million, nine hundred and sixty-one thousand, two hundred and sixty-six euros and thirty-six euro-cents (€114,961,266.36)."

In paragraph 2, to replace the word "*minutes*" with "*decision*", to replace the date of the EGM by the date of EGM I or, if applicable, EGM II and to add the words "*in the Appendices of the Belgian Government Gazette*". To insert the words "*or a mixed contribution*" in paragraph 3, after "*This/these capital increase(s) may be implemented through contributions in cash, in kind*", to delete the words "*or with different*" after "*the Board of Directors may issue new shares with the same*", to delete the words "*(i.e. concerning voting rights, dividend rights (whether or not the transferability of any preference dividends) and/or rights to the liquidation balance and any preference regarding the repayment of capital)*" in the same sentence and to delete the words "*and in that context amend the Articles of Association to reflect any such different rights*" after the words "*as the existing shares*".

In paragraph 4, to add the words "*if applicable, after deduction of an amount equal to the costs of the capital increase, within the meaning of the applicable IFRS rules*" after "*where relevant, the share premiums*".

In paragraph 7, to add the words "*the applicable regulations for the RRECs and*" before "*Article 8.1 of these Articles of Association*". In paragraph 8, to add the words "*the applicable regulations for the RRECs and*" before "*Article 8.2 of these Articles of Association*".

If the general meeting of the Company does not approve the first, second, third or fourth proposal of the Board of Directors, but does approve the **fifth alternative**, the Board of Directors proposes to include the proposed conditions for the use of the authorised capital (and consequently, the circumstances in which the authorised capital may be used) in Article 7 of the Articles of Association of the Company and to amend Article 7 as follows:

In paragraph 1, to replace "*sixty million, seven hundred and forty-four thousand, three hundred and ninety-five euros (€60,744,395)*" by

"(i) *fifty-seven million, four hundred and eighty thousand, six hundred and thirty-three euros and eighteen euro-cents (€57,480,633.18), if provision is made for the possibility for the shareholders of the Company to exercise statutory preferential rights or irrevocable allocation rights*
(ii) *twenty-two million, nine hundred and ninety-two thousand, two hundred and fifty-three euros and twenty-seven euro-cents (€22,992,253.27) for all other forms of capital increase,*
with the proviso that in no case may the total amount of the capital increases decided in relation to the authorised capital under this authorisation exceed eighty million, four hundred and seventy-two thousand, eight hundred and eighty-six euros and forty-five euro-cents (€80,472,886.45)."

In paragraph 2, to replace the word "*minutes*" with "*decision*", to replace the date of the EGM by the date of EGM I or, if applicable, EGM II and to add the words "*in the Appendices of the Belgian Government Gazette*". To insert the words "*or a mixed contribution*" in paragraph 3, after "*This/these capital increase(s) may be implemented through contributions in cash, in kind*", to delete the words "or with different" after "*the Board of Directors may issue new shares with the same*", to delete the words "*(i.e. concerning voting rights, dividend rights (whether or not the transferability of any preference dividends) and/or rights to the liquidation balance and any preference regarding the repayment of capital)*" in the same sentence and to delete the words "*and in that context amend the Articles of Association to reflect any such different rights*" after the words "*as the existing shares*".

In paragraph 4, to add the words "*if applicable, after deduction of an amount equal to the costs of the capital increase, within the meaning of the applicable IFRS rules*" after "*where relevant, the share premiums*".

In paragraph 7, to add the words "*the applicable regulations for the RRECs and*" before "*Article 8.1 of these Articles of Association*". In paragraph 8, to add the words "*the applicable regulations for the RRECs and*" before "*Article 8.2 of these Articles of Association*".

If the general meeting of the Company does not approve the first, second, third, fourth or fifth proposal of the Board of Directors, but does approve the **sixth alternative**, the Board of Directors proposes to include the proposed conditions for the use of the authorised capital (and consequently, the circumstances in which the authorised capital may be used) in Article 7 of the Articles of Association of the Company and to amend Article 7 as follows:

In paragraph 1, to replace "*sixty million, seven hundred and forty-four thousand, three hundred and ninety-five euros (€60,744,395)*" by

- "(i) *one hundred and fourteen million, nine hundred and sixty-one thousand, two hundred and sixty-six euros and thirty-six euro-cents (€114,961,266.36), if provision is made for the possibility for the shareholders of the Company to exercise statutory preferential rights or irrevocable allocation rights*
 - (ii) *eleven million, four hundred and ninety-six thousand, one hundred and twenty-six euros and sixty-four euro-cents (€11,496,126.64) for all other forms of capital increase,*
- with the proviso that in no case may the total amount of the capital increases decided in relation to the authorised capital under this authorisation exceed one hundred and fourteen million, nine hundred and sixty-one thousand, two hundred and sixty-six euros and thirty-six euro-cents (€114,961,266.36)".*

In paragraph 2, to replace the word "*minutes*" with "*decision*", to replace the date of the EGM by the date of EGM I or, if applicable, EGM II and to add the words "*in the Appendices of the Belgian Government Gazette*". To insert the words "*or a mixed contribution*" in paragraph 3, after "*This/these capital increase(s) may be implemented through contributions in cash, in kind*", to delete the words "or with different" after "*the Board of Directors may issue new shares with the same*", to delete the words "*(i.e. concerning voting rights, dividend rights (whether or not the transferability of any preference dividends) and/or rights to the liquidation balance and any preference regarding the repayment of capital)*" in the same sentence and to delete the words "*and in that context amend the Articles of Association to reflect any such different rights*" after the words "*as the existing shares*".

In paragraph 4, to add the words "*if applicable, after deduction of an amount equal to the costs of the capital increase, within the meaning of the applicable IFRS rules*" after "*where relevant, the share premiums*".

In paragraph 7, to add the words *"the applicable regulations for the RRECs and"* before *"Article 8.1 of these Articles of Association"*. In paragraph 8, to add the words *"the applicable regulations for the RRECs and"* before *"Article 8.2 of these Articles of Association"*.

If the general meeting of the Company does not approve the first, second, third, fourth, fifth or sixth proposal of the Board of Directors, but does approve the **seventh alternative**, the Board of Directors proposes to include the proposed conditions for the use of the authorised capital (and consequently, the circumstances in which the authorised capital may be used) in Article 7 of the Articles of Association of the Company and to amend Article 7 as follows:

In paragraph 1, to replace *"sixty million, seven hundred and forty-four thousand, three hundred and ninety-five euros (€60,744,395)"* by

"(i) fifty-seven million, four hundred and eighty thousand, six hundred and thirty-three euros and eighteen euro-cents (€57,480,633.18), if provision is made for the possibility for the shareholders of the Company to exercise statutory preferential rights or irrevocable allocation rights

(ii) eleven million, four hundred and ninety-six thousand, one hundred and twenty-six euros and sixty-four euro-cents (€11,496,126.64) for all other forms of capital increase,

with the proviso that in no case may the total amount of the capital increases decided in relation to the authorised capital under this authorisation exceed sixty-eight million, nine hundred and seventy-six thousand, seven hundred and fifty-nine euros and eighty-two euro-cents (€68,976,759.82)".

In paragraph 2, to replace the word *"minutes"* with *"decision"*, to replace the date of the EGM by the date of EGM I or, if applicable, EGM II and to add the words *"in the Appendices of the Belgian Government Gazette"*.

To insert the words *"or a mixed contribution"* in paragraph 3, after *"This/these capital increase(s) may be implemented through contributions in cash, in kind"*, to delete the words *"or with different"* after *"the Board of Directors may issue new shares with the same"*, to delete the words *"(i.e. concerning voting rights, dividend rights (whether or not the transferability of any preference dividends) and/or rights to the liquidation balance and any preference regarding the repayment of capital)"* in the same sentence and to delete the words *"and in that context amend the Articles of Association to reflect any such different rights"* after the words *"as the existing shares"*.

In paragraph 4, to add the words *"if applicable, after deduction of an amount equal to the costs of the capital increase, within the meaning of the applicable IFRS rules"* after *"where relevant, the share premiums"*.

In paragraph 7, to add the words *"the applicable regulations for the RRECs and"* before *"Article 8.1 of these Articles of Association"*. In paragraph 8, to add the words *"the applicable regulations for the RRECs and"* before *"Article 8.2 of these Articles of Association"*.

Drawn up on 14 February 2018,

For the Board of Directors of Care Property Invest,

Peter VAN HEUKELOM,
CEO / Managing Director

Willy PINTENS
Managing Director