

Care building
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Free translation. The Dutch version will prevail.

**Proxy
Annual General Meeting**

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 (RPR Antwerp)
(the "Company")

PROXY

TO REPRESENT A SHAREHOLDER

**AT THE ANNUAL GENERAL MEETING ON 18 MAY 2016
at the Belfius Bank Auditorium, Grottesteenweg 454, 2600 Berchem**

The undersigned:

----- [name],

residing in -----

----- [address]

[OR]

----- [name],

----- [legal form],

with registered office in -----

----- [place],

registered in the register of legal persons with number -----

[enterprise number], validly represented by

----- [name and function]

and ----- [name and function]

Holder of ----- [number] shares of the public limited-liability company Care Property Invest, public regulated real estate company under Belgian law, with office in 2900 Schoten, Horstebaan 3, registered in the register of legal persons in Antwerp with no. 0456.378.070 ("CP INVEST" or the "Company").

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Hereby grants a special proxy to:

_____ [name],
residing in _____
[address]

[OR]

_____ [name],
_____ [legal form],
with registered office in _____
_____ [place], registered in the
register of legal persons with number _____ [enterprise number],
validly represented by
_____ [name and function]
and _____ [name and function]

To represent him/her at the annual general meeting of Care Property Invest of 18 May 2016 at 11.00 AM, at the Befius Bank Auditorium, Grotesteenweg 454, 2600 Berchem.

This annual general meeting has the following agenda:

1. Acknowledgement of the annual report of the Board of Directors regarding the statutory and consolidated financial statements of the Company for the financial year 2015, closed on 31 December 2015.
Proposal for resolution: Since this concerns a pure acknowledgement, no resolution needs to be made by the general meeting. Consequently no proposed resolution is included in this convocation concerning this agenda item.
2. Acknowledgement of the report of the company auditor regarding the statutory and consolidated financial statements of the Company for the financial year 2015, closed on 31 December 2015.
Proposal for resolution: Since this concerns a pure acknowledgement, no resolution needs to be made by the general meeting. Consequently no proposed resolution is included in this convocation concerning this agenda item.
3. Approval of the statutory financial statements closed on 31 December 2015 and the appropriation of the result.
Proposal for resolution: *"The general meeting approves the statutory financial statements of the financial year 2015 closed on 31 December 2015, including the appropriation of the result."*
4. Discharge to the directors of the Company for the performance of their mandate.
Proposal of resolution: *"The general meeting grants discharge to all the directors (Alfons Blondeel, Hubert De Peuter, Lode De Vrieze, BNP Paribas Fortis NV with Rudy Degrande as permanent representative, Brigitte Grouwels, Isabelle Lemaitre, Myriam Lint, Willy Pintens, Carol Riské, Mark Suykens, Dirk Van den Broeck, Kristien Van der Hasselt, Paul Van Gorp, Peter Van Heukelom, Lode Verstraeten and Piet Vervinckt) for the performance of their mandate during the course of the financial year closed on 31 December 2015."*

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5. Approval of the remuneration report, which forms a specific part of the report on corporate governance.
Proposal of resolution: *"The general meeting approves the remuneration report, which forms a specific part of the report on corporate governance."*
6. Discharge to the auditor of the Company for the performance of his mandate.
Proposal of resolution: *"The general meeting grants discharge to the auditor ("PricewaterhouseCoopers Bedrijfsrevisoren bcvba" represented by Mr Damien Walgrave, Woluwedal 18 at 1932 Sint-Stevens-Woluwe) for the performance of his mandate during the course of the financial year closed on 31 December 2015."*
7. Statutory appointments: Reappointment of the company auditor and determination of the remuneration
Proposal of resolution: *"Subject to approval by the FSMA, the general meeting reappoints the civil cooperative company with limited liability (bcvba) PwC Bedrijfsrevisoren bcvba, with registered office at 1932 Sint-Stevens-Woluwe, Woluwedal 18, as company auditor for a period of three years. This company designated Mr Damien Walgrave, auditor, as the representative authorised to represent it and charged with exercising the mandate in the name and on behalf of the "bcvba". The mandate expires after the general meeting of shareholders convened to adopt the financial statements as at 31 December 2018. The fee for the statutory assignment is € 25,000 per annum and for the consolidated financial statements € 5,000 per annum (plus VAT)."*
8. Varia – Announcements

For the abovementioned items on the agenda the undersigned hereby gives the proxy holder the following instructions to vote as follows at the Company's general meeting (please tick the box of your choice):

ITEM ON THE AGENDA	ACCEPT	REJECT	ABSTAIN
1. Acknowledgement of the annual report of the Board of Directors regarding the statutory and consolidated financial statements of the Company for the financial year 2015, closed on 31 December 2015.	-	-	-
2. Acknowledgement of the report of the company auditor regarding the statutory and consolidated financial statements of the Company for the financial year 2015, closed on 31 December 2015.	-	-	-
3. Approval of the statutory financial statements closed on 31 December 2015 and the appropriation of the result.			
4. Discharge to the directors of the Company for the performance of their mandate.			
5. Approval of the remuneration report, which forms a specific part of the report on corporate governance			
6. Discharge to the auditor of the Company for the performance of his mandate.			
7. Statutory appointments: Reappointment of the company auditor and determination of the remuneration			
8. Varia – Announcements	-	-	-

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The undersigned hereby confirms that he/she has been informed of the way in which the agent will vote in the absence of instructions on his/her part.

More particularly the proxy holder can participate in any other general meeting with the same agenda in case this general meeting could not make resolutions in a legally valid manner or would not be held at the abovementioned date, without prejudice to the conditions referred to in article 536, §2 of the Companies Code which must be met by the shareholder in order to be allowed to the general meeting, as described in the invitation to the general meeting.

To that end the proxy holder can pass and sign all deeds, documents, minutes, attendance lists, registers, confirmations, notifications and any other document, vote or abstain during the vote on all proposals to modify, delete or add an item on the agenda, elect domicile, subrogate and in general do everything which is useful or necessary to perform this proxy, insofar as necessary with a promise of ratification.

The undersigned hereby undertakes to indemnify the proxy holder for any damage he/she might incur as a result of any action undertaken when performing this proxy, on the condition, however, that he/she respected the limits of his/her powers. Furthermore, the undersigned undertakes not to claim the nullity of any resolution approved by the proxy holder and not to claim any compensation from him/her, on the condition, however, that the latter respected the limits of his/her powers.

The proxy holder benefits from the same rights as the thus represented shareholder, and more particularly the right to take the floor, to ask questions during the general meeting and to exercise the right to vote.

The shareholder can only indicate one person as a proxy holder for a certain general meeting. By way of derogation the shareholder (i) can appoint separate agents for each type of shares he holds and for each of his securities accounts, if he has shares of CP INVEST in more than one securities account and (ii) any other person qualified as a shareholder who, however, acts on behalf of other natural or legal persons by virtue of his/her profession can grant a proxy to each of those other natural or legal persons or to a third party appointed by them.

In order to be represented by an agent the written proxy must be completed and signed in compliance with the proxy form established by the Board of Directors, a model copy of which will be available at the Company's office (Horstebaan 3, 2900 Schoten) or can be downloaded from the Company's website (www.carepropertyinvest.be). This proxy must be provided to the Company as described below.

Notification of the proxy to the Company must be made in writing (Horstebaan 3, 2900 Schoten or fax +32 3 222 94 95). This notification may also be made electronically at the address: aandeelhouders@carepropertyinvest.be.

The Company must have received the proxy at the latest on Thursday **12 May 2016**.

To calculate the rules regarding quorum and majority account will only be taken of proxies submitted by shareholders meeting the conditions referred to in article 536, §2 of the Companies Code which must be met to be allowed to the meeting (as described in the invitation).

Without prejudice to the possibility to derogate from the instructions in certain circumstances pursuant to article 549, second paragraph of the Companies Code, the agent will vote according to the instructions of the shareholder who appointed him. The proxy holder must keep a register of voting instructions for at least 1 year

and confirm at the request of the shareholder that he abided by the voting instructions.

In case of a potential conflict of interests between the shareholder and the proxy holder he appointed, as stipulated in article 547 *bis*, §4 of the Companies Code, the proxy holder must make public the exact facts which are of importance to the shareholder to assess whether there is a risk that the proxy holder serves any other interest than the shareholder's interest. Moreover, the proxy holder can only vote on behalf of the shareholder on the condition that he has specific voting instructions for every item on the agenda.

As indicated in the invitation to the Annual General Meeting (and under the conditions mentioned therein) shareholders who alone or jointly hold 3% of the Company's share capital can place items on the agenda of the Annual General Meeting and submit proposals for a resolution (relating to topics to be dealt with included or to be included in the agenda) until Tuesday 26 April 2016 the latest (article 533 *ter* of the Companies Code). The topics to be dealt with and the accompanying proposals for a resolution which are added to the agenda, if any, will be made public in compliance with the conditions of the Companies Code (as indicated in the invitation). In such case the Company will simultaneously make a form available to its shareholders on its website, which can be used to vote by proxy, completed with the additional topics to be dealt with and the accompanying proposals for a resolution placed on the agenda, if any, and/or merely with the formulated proposals for a resolution, if any. The proxies made known to the Company prior to the publication of a completed agenda, will remain valid for the topics to be dealt with included in the agenda for which they are valid, on the understanding that the proxy holder, for the topics to be dealt with included in the agenda for which new proposals for a resolution have been submitted, can derogate from instructions of the principal during the meeting, if respecting these instructions could prejudice the principal's interests. The proxy holder must inform the principal thereof

As regards new topics to be dealt with which would be included in the agenda, if any, the principal must make a choice:

☐ The proxy holder is authorised to vote on new topics to be dealt with which have been included in the agenda.*

[OR]

☐ The proxy holder must abstain from voting on the new topics to be dealt with which have been included in the agenda.*

[* *Tick the box corresponding to your choice.*]

_____ [date]
[please have the signature preceded by the words "good for proxy"]