

Free translation. The Dutch version prevails in case of discrepancies.

## Invitation Extraordinary General Meeting

24 April 2025

### 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, section Antwerp)  
(the 'Company')

Invitation to the Extraordinary General Meeting of Shareholders of Wednesday 28 May 2025, 10 a.m. (EGM I)

(and, in the event that the required quorum would not be reached at EGM I, a second extraordinary general meeting to be held on Wednesday 26 June 2025 at 10 a.m.)

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The shareholders, directors and statutory auditor of Care Property Invest NV (the 'Company' or 'CP Invest') are invited to participate to the extraordinary general meeting of the Company ('EGM' or 'Meeting') that shall be held at the registered office of the Company at Horstebaan 3, 2900 Schoten on 28 May 2025 at 10 a.m. (and in case of insufficient quorum, a second extraordinary general meeting will be held with the same agenda on 26 June 2025 at 10 a.m. at the place and in the manner to be indicated in the invitation), for the purpose of deliberating on the agenda and proposed resolutions as set out below:

The AGENDA is as follows:

1. Acknowledgement of the special report of the board of directors prepared in accordance with article 7:199 of the Belgian Code of Companies and Associations with regard to the renewal of the authorization regarding the authorized capital, setting out the special circumstances in which the authorized capital may be used and the objectives pursued in this regard.  
Since this is a mere acknowledgement, this agenda item does not require a resolution by the general meeting.
2. Proposal to renew and replace the existing authorization regarding the authorised capital, subject to prior approval by the FSMA, with a new authorization for the board of directors to increase the capital in one or more transactions under the conditions set out in the special report of the board of directors mentioned under agenda item 1, and to amend Article 7 of the Articles of Association ('Authorized Capital') accordingly in line with the resolution taken.

Proposal to authorize the board of directors to increase the capital, on the dates and according to the modalities determined by the board of directors, in one or more transactions up to a maximum amount of:

- 1) 50% of the amount of the capital on the date of the extraordinary general meeting of 28 May [or, in the case of a carens meeting, 26 June] 2025, rounded down if necessary to the nearest euro

cent, for capital increases through cash contributions where shareholders of the Company are granted the statutory preferential subscription right or the irreducible allocation right,

- 2) 20% of the amount of the capital on the date of the extraordinary general meeting of 28 May [or, in the case of a carens meeting, 26 June] 2025, rounded down if necessary to the nearest euro cent, for capital increases in the context of the distribution of an optional dividend, and
- 3) 10% of the amount of the capital on the date of the extraordinary general meeting of 28 May [or, in the case of a carens meeting, 26 June] 2025, rounded down if necessary to the nearest euro cent, for a. capital increases through contributions in kind, b. capital increases through cash contributions without the possibility of exercising the preferential subscription right or the irreducible allocation right by the Company's shareholders, or c. any other form of capital increase,

provided that the capital within the context of the authorized capital can never be increased by an amount higher than the capital on the date of the extraordinary general meeting that approved the authorization (in other words, the total sum of capital increases under the proposed authorizations cannot exceed the amount of the capital as of the date of the extraordinary general meeting that approved the authorization).

These proposed authorizations will be granted for a period of five years from the publication of the resolution of the extraordinary general meeting approving the proposed authorizations in the annexes of the Belgian Official Gazette. From that date, the existing authorizations granted by the extraordinary general meeting of 26 April 2023 will expire and be replaced by the proposed authorizations. For the avoidance of doubt, if the proposed authorizations are not approved, the existing authorizations will remain in force.

Proposed resolution:

*'The extraordinary general meeting resolves to approve the renewal of the authorization of the board of directors regarding the authorized capital as proposed by the board of directors in its special report in accordance with Article 7:199 of the BCCA and to amend Article 7 of the Articles of Association ('Authorized Capital') accordingly.'*

3. Proposal to renew and replace the authorization for the board of directors regarding the acquisition, disposal, and pledge of own shares, subject to prior approval by the FSMA, for a renewable period of five (5) years from the publication in the annexes of the Belgian Official Gazette of the decision by the extraordinary general meeting, with a maximum of 10% of the total number of issued shares and at a unit price that shall not be lower than ninety percent (90%) of the average share price over the last thirty (30) days of trading on the regulated market of Euronext Brussels, nor higher than one hundred and ten percent (110%) of the average share price over the last thirty (30) days of trading, or a maximum increase or decrease of ten percent (10%) compared to the aforementioned average price, and to amend Article 14 of the Articles of Association ('Acquisition of own shares') accordingly.

Proposed resolution:

*'The extraordinary general meeting resolves to approve the renewal of the authorization to the board of directors regarding the acquisition, disposal, and pledge of own shares and to amend Article 14 of the Articles of Association ('Acquisition of own shares') accordingly in line with the decision taken.'*

If this proposal for authorization to the board of directors and the related amendment to the Articles of Association are not approved by the general meeting, the existing authorization as approved on 15 June 2020 will remain valid.

#### 4. Special power of attorney

Proposed resolution :

*'The extraordinary general meeting resolves to grant power of attorney to:*

- a) *Two directors of the Company, acting jointly, with power of substitution, to perform all acts necessary or useful for the execution of the decisions taken by this extraordinary general meeting on behalf of the Company;*
- b) *The instrumenting notary, with all powers to deposit and publish the deed, as well as to coordinate the Articles of Association in accordance with the decisions taken;*
- c) *Mr. Willem Van Gaver, Mr. Jan Van Beers and Ms. Nathalie Byl, each acting individually and with the power of substitution, to perform all necessary actions for the publication of the decision of the general meeting in the annexes of the Belgian Official Gazette and the modification of the Company's registration in the Crossroads Bank for Enterprises, and to represent the Company in this regard before the Crossroads Bank for Enterprises, a recognized business counter, and the registry of the Business Court, and to this end, to do all that is necessary and sign all required forms and documents.'*

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The following documents will be made digitally available to shareholders:

- The special report of the board of directors drawn up in accordance with Article 7:199 of the BCCA regarding the specific circumstances in which the authorized capital may be used and the objectives pursued.
- A draft of the coordinated Articles of Association based on the proposed amendments by the board of directors, highlighting the amendments proposed to the general meeting.

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Information to shareholders: Please note that all dates and indicated times included below are final deadlines and that these will not be postponed because of a weekend, an official holiday or any other reason.

Admission formalities, registration and exercise of voting rights: The Company cooperates with Lumi Connect to assist shareholders in registering to (i) participate in the general meeting, or (ii) give a proxy to another person to vote at the general meeting. We recommend that all shareholders take advantage of this efficient platform.

If a shareholder decides to use the Lumi Connect Platform and registers for the EGM, the procedure below should not be followed, and Lumi Connect will determine share ownership on the Date of Registration. Shareholders who wish to do so may complete their registration for the EGM through the Lumi Platform by using the following link: <https://www.lumiconnect.com>.

(Only for shareholders who do not use the Lumi Connect Platform to register their participation in the EGM): In order to attend or be represented at the EGM, shareholders must comply with the provisions of articles 34 and 35 of the Company's Articles of Association. To be admitted to the EGM, (i) the shareholders must prove that they are actual owners of the shares concerned on the Date of Registration, (ii) the shareholders or proxy holders (see below) must prove their identity at the latest immediately prior to the start of the EGM,

and (iii) the representatives of legal entities must hand over documents proving their identity and their power of representation.

Only persons who are a shareholder of the Company on the Date of Registration (as defined below) can participate in the EGM and exercise voting rights therein, based on the registration in the accounts of the shareholder's registered shares on the Date of Registration, either by their registration in the register of the Company's registered shares or by their registration in the accounts of an certified account holder or a clearing institution, regardless of the number of shares held by the shareholder on the date of the EGM. 14 May 2025 (12 p.m. Belgian time) shall serve as the record date (the 'Date of Registration').

Holders of dematerialized shares who wish to participate in the EGM must submit a certificate issued by their certified account holder(s) or clearing institution holding the account(s) on which their dematerialized shares are registered. This certificate must show the number of dematerialized shares registered in the shareholder's name in their account(s) on the Date of Registration with which the shareholder has indicated its intention to participate in the EGM.

Confirmation of participation in the EGM and deposit of the aforementioned certificate by the owners of dematerialized shares must be sent by e-mail to [shareholders@carepropertyinvest.be](mailto:shareholders@carepropertyinvest.be) no later than 22 May 2025.

The owners of registered shares who wish to participate in the EGM must notify the Company of their intention to participate in the EGM by 22 May 2025 at the latest and in accordance with the details specified in this invitation.

Proxy: In the light of articles 7:142 and 7:143 of the BCCA, each shareholder will also have the right to be represented at the EGM by a proxy holder and this in compliance with the possible rules on conflicts of interest prescribed by the BCCA or, as the case may be, other special laws or regulations, insofar as they are applicable.

In order for a shareholder to be represented by a proxy holder, a written power of attorney must be completed and signed in accordance with the form of power of attorney established by the board of directors. The shareholder may complete the proxy via the Lumi Connect Platform or download it from the Company's website ([www.carepropertyinvest.be](http://www.carepropertyinvest.be)). The proxy must be registered no later than 22 May 2025 via the Lumi Connect Platform or arrived at the Company via email ([shareholders@carepropertyinvest.be](mailto:shareholders@carepropertyinvest.be)).

In addition, shareholders who wish to be represented will have to comply with the admission formalities listed above. For shareholders who choose to use the Lumi Connect Platform, this allows them to complete and submit proxies electronically. In this case, no original must be delivered before the start of the EGM.

Shareholders are requested to follow the instructions stated on the proxy form in order to be validly represented at the EGM.

In the event that a quorum is not reached at the EGM of 28 May 2025, the proxy given for this meeting will also apply to the second EGM with the same agenda that will be convened, if necessary, on 26 June 2025.

**Approval of the amendments to the Articles of Association:** It is specified that in order to approve an amendment to the Articles of Association, the proposal on the agenda of this EGM relating to the amendment of the Articles of Association requires, in accordance with article 7:153 of the BCCA, the presence or representation of shareholders representing at least half of the share capital (except in the case of a second EGM which will be held if the first EGM does not reach the required attendance quorum and which will be able to deliberate validly regardless of the part of the capital present or represented). In order

to be approved, proposal 2 and 3 of the agenda require a majority of three-quarters of the votes validly cast at the extraordinary general meeting (in which an abstention or invalid vote will not be counted in either the numerator or the denominator). Any proposal to amend the Articles of Association is subject to the prior approval of the Financial Services and Markets Authority (FSMA).

In case the required attendance quorum would not be reached at the EGM of 28 May 2025 at 10 a.m. a second EGM will be convened on 26 June 2025 at 10 a.m. with mutatis mutandis the same agenda.

**Amendment of the agenda:** Shareholders who alone or jointly hold 3% of the Company's share capital have the right to place items on the agenda of the EGM and to submit proposals for a resolution (relating to topics to be dealt with included or to be included in the agenda).

Requests in this respect must reach the Company at the latest on 6 May 2025 by e-mail ([shareholders@carepropertyinvest.be](mailto:shareholders@carepropertyinvest.be)).

More detailed information about the rights pursuant to article 7:130 of the BCCA will be made available to shareholders on the Company's website ([www.carepropertyinvest.be/en/investments/shareholders-rights/](http://www.carepropertyinvest.be/en/investments/shareholders-rights/)). If the Company receives any requests to complete the agenda and/or proposals for a resolution, it will (i) add these proposals for a resolution on the website as soon as possible after they were received, and (ii) publish a modified agenda and modified proxy forms on its website, at the latest on 13 May 2025.

**Right to ask questions:** Shareholders can exercise their right to ask questions in writing or during the EGM. Written questions to directors must arrive by e-mail ([shareholders@carepropertyinvest.be](mailto:shareholders@carepropertyinvest.be)) at the latest on 22 May 2025. More detailed information about the rights pursuant to Article 7:139 of the BCCA will be made available on the Company's website ([www.carepropertyinvest.be/en/investments/shareholders-rights/](http://www.carepropertyinvest.be/en/investments/shareholders-rights/)).

**Availability of documents:** Each shareholder may, upon presentation of his certificate (in case of dematerialized shares), as soon as the invitation convening the EGM is published, obtain a digital copy of the following documents by e-mail free of charge:

- the documents which will be presented to the EGM;
- the agenda of the EGM, which also contains a proposal for a resolution or a comment from the board of directors; and
- the form that may be used for voting by proxy.

These documents as well as the information which must be made available pursuant to article 7:129 § 3 of the BCCA can also be consulted on the Company's website ([www.carepropertyinvest.be](http://www.carepropertyinvest.be)) and can be consulted through the Lumi Platform.

**Data protection:** The Company is responsible for processing the personal data of shareholders and proxy holders that it receives in respect of the EGM, in accordance with applicable law. Processing of personal data will only take place if it is necessary in accordance with the Articles of Association or (corporate) laws applicable to the Company. In that context, processing will take place, inter alia, for the purpose of exercising the admission and voting formalities in respect of the EGM and in accordance with applicable law and the Company's Privacy Policy. Certain personal data may be transferred to Lumi Technologies BV in the context of the services they will perform in connection with the organization of the EGM. Personal data will be kept and deleted in accordance with the Company's Privacy Policy.

Shareholders and proxy holders can find the Company's Privacy Policy on the Company's website ([www.carepropertyinvest.be](http://www.carepropertyinvest.be)).



Practical information: Shareholders who wish to obtain more information about the modalities for participating in the EGM can contact the Company (T +32 3 222 94 94, E [aandeelhouders@carepropertyinvest.be](mailto:aandeelhouders@carepropertyinvest.be)). In order for the EGM to start punctually, shareholders are kindly requested to be present at least 15 minutes before the start time.

The board of directors