

*Free translation. The Dutch version will prevail.*

## Notice convening Extraordinary General Meeting

REGULATED INFORMATION  
before start of trading  
28 March 2018 – 8 a.m.

### 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)  
(the "Company")

### Notice convening the Extraordinary General Meeting of Shareholders of Friday, 27 April 2018 at 10 a.m., ("EGM I") (and, if the required quorum is not met at this first EGM, a second EGM on Wednesday, 16 May 2018 at 10 a.m. ("EGM II"))

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The shareholders, directors and auditors of Care Property Invest NV (the "Company" or "CP Invest") are hereby invited to attend the extraordinary general meeting of the Company (the "EGM") to be held on **Friday 27 April 2018 at 10 a.m.** at the head office of the Company, in order to consider the following agenda and resolutions.

The purpose of this EGM is to amend the Articles of Association of the Company in order to (i) make the Articles of Association consistent with the Act of 22 October 2017, amending the Act of 12 May 2014 concerning the regulated real estate companies, (ii) to broaden the objectives to include investments in real estate intended or deployed for residential care or health care, (iii) to renew the authorisation of the Board of Directors in relation to the permitted capital and to expand the buy-back of shares (iv) to scrap the special shares, (v) to make a number of editorial changes to the Articles of Association and (vi) to present a number of clauses in the management agreements and credit agreements to the general meeting for approval.

#### TITLE A AMENDMENT OF THE ARTICLES OF ASSOCIATION

1. Report of the Board of Directors drawn up in accordance with Article 559 of the Belgian Company Code ("Belgian Company Code") in relation to the proposed change of the objectives, to which a statement of assets and liabilities of the Company approved as of 28 February 2018 is attached.
2. Auditors' report concerning the statement of assets and liabilities as of 28 February 2018, drawn up in accordance with Article 559 of the Belgian Company Code.
3. Motion to amend Article 3 of the Articles of Association by replacing it with the following text:  
*"The Company's sole objective is,*

- (a) making real estate available to users directly or via a company in which it has a shareholding, in compliance with the provisions of the RREC Act and decrees and regulations issued for the implementation of the RREC Act;
- (b) property ownership within the limits of the RREC Act, as referred to in Article 2(5°)(vi) to 2(5°)(xi) of the RREC Act;
- (c) concluding or joining one or more of the following long-term contracts with a public client, directly or via a company in which it has a shareholding in compliance with the provisions of the RREC Act and the decrees and regulations issued for its implementation, possibly in collaboration with third parties:
- (i) Design, Build, Finance (DBF) contracts, except where these can be qualified solely as a promotional order for works, within the meaning of Article 115(4°) of the Royal Decree of 15 July 2011 on the award of public procurement contracts in the classical sectors;
  - (ii) Design, Build, (Finance) and Maintain (DB(F)M) contracts;
  - (iii) Design, Build, Finance, (Maintain) and Operate (DBF(M)O) contracts;
- and/or
- (iv) contracts for concessions for public work relating to buildings and/or other infrastructure of an immovable nature and services relating to this, on the basis of which:
- (i) it guarantees the provision, maintenance and/or operation for a public entity and/or citizens as end-users, in order to meet a social need and/or to facilitate the provision of a public service; and
  - (ii) for which it is able to bear the associated financing, availability, demand and/or operating risks, partially or in full, in addition to any construction risk, without necessarily holding rights in rem in that regard.
- (d) developing, providing for the development, establishing, providing for the establishment, managing, providing for the management, operating, providing for the operation of or making available one or more of the following in the long term, directly or via a company in which it has a shareholding in compliance with the provisions of the RREC Act and the decisions and regulations imposed for its implementation, possibly in collaboration with third parties:
- (i) utilities and storage locations for transportation, distribution or storage of electricity, gas, fossil or non-fossil fuels and energy in general and the related goods;
  - (ii) utilities for transportation, distribution, storage or treatment of water and the related goods;
  - (iii) installations for the generation, storage and transportation of energy, green or otherwise, and the related goods; or
  - (iv) waste and incineration installations and related goods.

*The activity, as described in the preceding paragraphs, must relate to the financing and realisation of (i) with regard to the Flemish Region, only projects primarily concerning (a) the realisation of service flats as referred to in Article 88, §5, of the Residential Care Decree of 13 March 2009 (as amended from time to time) or (b) real estate for facilities in relation to the Residential Care Decree of 13 March 2009, or (c) real estate for persons with disabilities, (ii) with regard to the European Economic Area, with the exception of the Flemish Region, projects equivalent to the projects referred to in (i), or (iii) real estate located in a Member State of the European Economic Area and used or intended solely or primarily for residential units adapted for residential care or health care, or (iv) other projects which are approved from time to time under the applicable legislation on exemption from inheritance tax, without withdrawal of recognition under that legislation (hereinafter jointly referred to as "Projects").*

*In the context of the provision of real estate, the Company may, in accordance with regulations applicable to RRECs and within the aforementioned limits, perform all activities related to the establishment, construction (without prejudice to the prohibition to act as a property developer, within the meaning of the RREC Act, except in the case of occasional transactions), refurbishment, renovation, furnishing and fitting, development, acquisition, disposition, lease, sublease, exchange, contribution, transfer, parcelling, placement under a system of co-ownership or joint ownership of real estate as described above, the provision or acquisition of right of superficies, usufruct, leasehold or other real or personal rights to real estate as described above, the management and operation of real estate. The Company may, in accordance with regulations applicable to regulated real estate companies and within the aforementioned limits:*

- . act as the lessee of real estate, with or without a purchase option;*
- . act as the lessor of real estate, as the main activity or as an additional activity, with or without a purchase option (with the proviso that the leasing of real estate with a purchase option may only be the main activity, as defined in and subject to compliance with the conditions of Article 17(3) of the RREC Royal Decree);*
- . develop activities within the framework of public-private partnerships, whether or not incorporated in an institutional regulated real estate company;*
- . initially hold a share of less than 25% in the capital of a company which performs the activities referred to in sub-paragraph (c) of this Article, in as far as the said participating interest is converted into a participating interest through a share transfer, in accordance with the provisions of the RREC Act and the decisions and regulations for its implementation, within two years of the end of the construction phase of the public-private partnership (PPP) or after every longer term required in that regard by the public entity with which the contract is concluded;*
- . in a secondary or temporary capacity, invest in securities which are not property securities within the meaning of the regulations applicable to RRECS. These investments will be carried out in accordance with the risk management policy adopted by the Company and will be diversified so that they ensure adequate risk diversification. The Company may also own unallocated cash and cash equivalents. The cash and cash equivalents may be held in any currency in the form of deposits on demand, or term deposits or any monetary instrument, which are readily available for mobilisation;*
- . provide mortgages or other securities, or issue guarantees in the context of the activities of the company or its group, within the limits of the regulations applicable to RRECS;*
- . grant loans within the limits of the legislation applicable to RRECS, and*
- . carry out transactions concerning authorised hedging instruments (as defined in the regulations applicable to regulated real estate companies), where these operations are part of a policy adopted by the Company to cover financial risks, with the exception of speculative transactions.*

*The Company shall, in compliance with the regulations applicable to regulated real estate companies, within the above limits, carry out all immovable, movable, financial, commercial and industrial actions which are directly or indirectly related to its objectives or of a basic nature to pursue their realization or to facilitate this, both domestically and abroad.*

*In compliance with the regulations applicable to regulated real estate companies, and within the above limits, the Company may acquire, by means of contribution in cash or in kind, merger, de-merger or other corporate law restructuring, subscription, participation, financial intervention or otherwise, a share in any existing or future companies or businesses in Belgium or abroad, whose objectives are identical, similar or related to its own, or of a nature as to pursue or promote the objectives of the Company.*

***The Board of Directors invites you to adopt this motion.***

4. Motion to add the words “as amended from time to time” in Article 1 of the Articles of Association at the end of the sixth paragraph and to replace the word “subsidiaries” in Article 2 of the Articles of Association with the word “affiliated companies”, in accordance with the RREC Act.

***The Board of Directors invites you to adopt this motion.***

5. Report of the Board of Directors drawn up in accordance with Article 604 of the Belgian Company Code, in relation to the proposed new authorisation concerning the authorised capital and the special circumstances in which the Board of Directors may make use of the authorised capital and the purposes for which such use is intended.

6. Motion to withdraw the existing authorisation concerning the authorised capital and the granting of a new authorisation to the Board of Directors to increase the capital of the company in one or more tranches, during a five (5)-year period from the date of the announcement of the decision in the Appendices to the Belgian Official Gazette, in accordance with the authorisation and subject to the conditions set out in more detail in the aforementioned report, establishing the new text of Article 7 of the Articles of Association as follows.

**Depending on the option adopted by the EGM, the new text of Article 7 of the Articles of Association will be approved as follows:**

“The Board of Directors is authorised, on dates and at conditions at its discretion, in one or more tranches,

(i) to increase the share capital by a maximum 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);

(ii) ***if the EGM does not approve the first proposal*** - to increase the share capital by a maximum of (a) 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 and (b) fifty-seven million, four hundred and eighty 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);

(iii) ***if the EGM does not approve the first or second proposal*** - to increase the share capital by a maximum of (a) 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 and (b) fifty-seven million, four hundred and eighty 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);

(iv) ***if the EGM does not approve the first, second or third proposal*** - to increase the share capital by a maximum of (a) 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 and (b) 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);

(v) ***if the EGM does not approve the first, second, third or fourth proposal*** - to increase the share capital by a maximum of (a) 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 and (b) 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);

(vi) **if the EGM does not approve the first, second, third, fourth or fifth proposal** - to increase the share capital by a maximum of (a) 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 and (b) eleven million, four hundred and ninety-six thousand, once 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);

(vii) **if the EGM does not approve the first, second, third, fourth, fifth or sixth proposal** - to increase the share capital by a maximum of (a) 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 and (b) eleven million, four hundred and ninety-six thousand, once 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);

This authorisation is valid for a period of five years from the announcement of the decision of the EGM of 27 April 2018 or, where appropriate, of 16 May 2018 in the Appendices to the Belgian Official Gazette.

It is renewable.

This/these capital increase(s) may be carried out by contributions in cash, by contributions in kind or as a mixed contribution, or by the conversion of reserves, including retained earnings and share premiums as well as all private assets under the statutory IFRS financial statements of the Company (prepared under the regulations applicable to regulated real estate companies) that are amenable to conversion into capital, and with or without the creation of new securities, in accordance with the rules prescribed by the Belgian Company Code, the regulations applicable to regulated real estate companies and to these Articles of Association. The Board of Directors may issue new shares with the same rights as the existing shares for that purpose.

In such cases, the 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, in the event of a capital increase decided by the Board of Directors, must be placed by the Board of Directors in a blocked reserve account that shall constitute the surety for third parties on the same basis as the capital and which in no case may be reduced or eliminated other than by a decision of the General Meeting deciding as with regard to an amendment of the Articles of Association, except for the conversion into capital as provided above.

Under the conditions and within the limits provided in this Article, the Board of Directors may also warrant (whether or not attached to another security) and issue convertible bonds or bonds redeemable in shares, which may give rise to the creation of the same securities as referred to in the fourth paragraph, and always in compliance with the rules prescribed by the Belgian Company Code, the regulations applicable to regulated real estate companies and these Articles of Association.

Without prejudice to the application of Articles 592 to 598 and 606 of the Belgian Company Code, the Board of Directors may only restrict or cancel the preferential right, 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 right upon the allocation of new shares (to the extent required by law).

This irrevocable allocation right must at least comply with the modalities shown in the applicable regulations on regulated real estate companies and Article 8.1 of these Articles of Association. Without prejudice to the application of Articles 595 to 599 of the Belgian Companies 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 against non-monetary contributions, the conditions set out in the applicable regulations on regulated real estate companies and Article 8.2 of the Articles of Association must be complied with (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 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.

***The Board of Directors invites you to approve the authorisation, with separate votes for each of the sub-agenda items (i) to (vii), where voting on a sub-agenda item under this item 6 will take place if the preceding sub-agenda item is not adopted, and to approve the amendment of the Articles of Association, stipulating that the amounts shown in the final text of Article 7 of the Articles of Association shall be that of this agenda item 6, as a result of the votes cast in relation to the preceding sub-agenda items (i) to (vii).***

7. Motion to introduce an additional prohibition for the company, as provided in the RREC Act, by deleting the word "and" at the end of Article 4(2°)(2) of the Articles of Association, by adding the word "and" at the end of Article 4(3°)(2) of the Articles of Association and adding a paragraph 4° in Article 4 of the Articles of Association, reading as follows:

"4° conclude contractual agreements or provide for provisions of the Articles of Association relating to affiliated companies that could adversely affect the voting power that accrues to them in compliance with the applicable law in relation to a participating interest of 25% plus one share."

***The Board of Directors invites you to adopt this motion.***

8. Report of the Board of Directors drawn up in accordance with Article 560 of the Belgian Civil Code, concerning the proposed 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.

9. Motion to change 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, with the adjustment of Articles 6, 9, 12, 13, 16, 17, 18, 19, 20, 32, 36, 37 and 39 of the Articles of Association, as published on the website of the Company ([www.carepropertyinvest.be](http://www.carepropertyinvest.be)), using Track Changes:

***The Board of Directors invites you to adopt this motion.***

10. Motion to amend the provisions of the Articles of Association concerning the external representation authorisation through replacement of the text of Article 26 of the Articles of Association with the following text: "The Company is legally represented in all its actions, including representation at law, either by two directors acting jointly or by two members of the Management Committee acting jointly", deleting the text of Article 28(2) of the Articles of Association.

***The Board of Directors invites you to adopt this motion.***

11. Motion to delete Article 9(3), 9(4) and 9(5) of the Articles of Association in relation to the reference to the Act of 14 December 2005 abolishing bearer securities. Motion to delete the words "for each category of bearer securities" and add the words "of the registered shares" after the words "a register" in Article 9, last paragraph of the Articles of Association.

***The Board of Directors invites you to adopt this motion.***

12.1. Motion to authorise the Board of Directors for a renewable period of five (5) years from the date of the publication in the Belgian Official Gazette of the record of the decision to buy back, accept in pledge and sell shares of the company, to a maximum of twenty per cent (20%) of the total number of shares in issue, for a unit price that may not be less than ninety per cent (90%) of the average price of shares listed on the regulated market of Euronext Brussels in the past thirty (30) days, nor higher than one hundred and ten per cent (110%) of the average price of shares listed on the regulated market in the past thirty (30) days, or a maximum increase or fall of ten per cent (10%) in relation to the aforementioned average price.

***The Board of Directors invites you to adopt this motion.***

12.2 Motion to replace Article 14 of the Articles of Association with the following text in order to make it consistent with the above motion:

"The company may buy back its own shares or accept them in pledge, in compliance with the conditions provided for in the Belgian Company Code.

Pursuant to the decision of the EGM of 27 April 2018 or, where applicable, of 16 May 2018, the Board of Directors is authorised to buy back, accept in pledge and sell shares of the company, to a maximum of twenty per cent (20%) of the total number of shares in issue, for a unit price that may not be less than ninety per cent (90%) of the average price of shares listed on the regulated market of Euronext Brussels in the past thirty (30) days, nor higher than one hundred and ten per cent (110%) of the average price of shares listed on the regulated market of Euronext Brussels in the past thirty (30) days, or a maximum increase or fall of ten per cent (10%) in relation to the aforementioned average price.

This authorisation is granted for a renewable period of five (5) years from the date of the publication in the Appendices to the Belgian Official Gazette of the decision of the EGM of 27 April 2018 or, where applicable, of 16 May 2018.

In particular, the Board of Directors is authorised, for a period of five (5) years from the date of the publication in the Belgian Official Gazette of the decision of the EGM of 27 April 2018 or, where applicable, of 16 May 2018, to buy back, accept in pledge and to dispose of the shares of the company without a prior decision of the general meeting if such a buy back or disposal is necessary to prevent the threat of serious damage to the company.

The company may dispose of its own shares on the stock exchange or privately, subject to the conditions set by the Board of Directors, without the prior consent of the general meeting, provided that the applicable market regulations are respected.

The Board of Directors is permitted to dispose of its own listed shares, within the meaning of Article 4 of the Belgian Company Code, in compliance with Article 622, §2(2)(1°) of the Belgian Company Code.

The above authorisation also applies for the acquisition and disposal of shares in the company held by one or more direct subsidiaries of the company, within the meaning of the statutory provisions concerning the acquisition of shares of the parent company for its subsidiaries."

***The Board of Directors invites you to adopt this motion.***

13. Motion to amend the provisions of the Articles of Association concerning an early vacancy of a managing director's mandate with a motion to replace Article 17 of the Articles of Association with the following text:

"If any managing director's mandate becomes vacant for any reason whatsoever, the remaining managing directors shall convene a board meeting to provide for temporary replacements for such vacancies until the next general meeting, which will make provision for the final appointment. On this occasion the managing directors must ensure that sufficient independent managing directors remain in relation to the above Article 16 and the applicable regulations.

The managing directors must possess the professional reliability and appropriate expertise for the performance of their job.

Every appointment of a managing director by the general meeting terminates the mandate of the managing director that he or she replaces."

***The Board of Directors invites you to adopt this motion.***

14. Motion to delete the penultimate paragraph of Article 20 of the Articles of Association.

***The Board of Directors invites you to adopt this motion.***

15. Motion to scrap the word "telegram" in Article 19(2) and Article 20(4) and 20(5) of the Articles of Association.

***The Board of Directors invites you to adopt this motion.***

16. Motion to change the date of the annual general meeting to the last Wednesday in the month of May and consequently, to replace the word "third" by the word "last" in Article 32(1) of the Articles of Association, motion

to delete the final sentence of Article 32(1) of the Articles of Association together with the deletion of the words "in the following cases" in Article 32(2) of the Articles of Association and to delete the last bullet point in Article 32(2) of the Articles of Association.

*The Board of Directors invites you to adopt this motion.*

#### **TITLE B – AMENDMENT OF THE CONTROL RELATING TO FINANCING CONTRACTS**

In the application of Article 556 of the Belgian Company Code, motion to approve and in a far as necessary, to ratify the provisions relating to the potential requirement for early repayment and/or immediate suspension of the use of credit in the event of a change in the control over the Company, as included in the loan contracts with KBC Bank NV, CBC Bank NV and BNP Paribas Fortis NV.

*The Board of Directors invites you to adopt this motion.*

#### **TITLE C – AMENDMENT OF THE CONTROL RELATING TO MANAGEMENT CONTRACTS**

In the application of Article 556 of the Belgian Company Code, motion to approve and in a far as necessary, to ratify the provisions relating to the amendment of the control, as included in the management contracts with Valérie Jonkers, Peter Van Heukelom and Filip Van Zeebroeck.

*The Board of Directors invites you to adopt this motion.*

#### **TITLE D – INCREASED SEVERANCE PAY FOR MEMBERS OF THE MANAGEMENT BOARD**

In the application of Article 554 of the Belgian Company Code, motion to approve and in a far as necessary, to ratify the provisions relating to the severance pay of Valérie Jonkers, Peter Van Heukelom and Filip Van Zeebroeck, in their capacity as members of the Management Committee, set at 18 months' salary and as included in their respective management contracts.

*The Board of Directors invites you to adopt this motion.*

#### **TITLE E – ALLOCATION OF 2000 SHARES**

In the application of Article 520ter of the Belgian Company Code, motion to approve and in as far as necessary, to ratify the allocation of 2000 shares in the Company to Peter Van Heukelom, managing director, (in relation to his variable remuneration).

*The Board of Directors invites you to adopt this motion.*

#### **TITLE F - AUTHORISATION RELATING TO COMPLETING THE FORMALITIES**

Motion to grant the following authorisations:

- to two directors of the Company, acting jointly, and with the power of substitution, of all authorities for the implementation of the passed resolutions;
- to the civil-law Notary drawing up the deed, of all authorities relating to the filing and publication of the deed, as well as the coordination of the articles of association in relation to the resolutions passed.

*The Board of Directors invites you to adopt this motion.*

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#### **Information for the shareholders**

Please note that all data and designated times shown here are final deadlines and that these will not be extended due to a weekend, statutory public holiday or for any other reason.

#### ***Adoption of the amendment of the Articles of Association:***

It is specified that the adoption of the amendment of the Articles of Association and the objectives requires the motions to be placed on the agenda of this EGM in relation to the amendment of the Articles of Association and the objectives in accordance with Articles 558 and 559 of the Belgian Company Code and requires the presence or representation of shareholders representing at least half the issued capital (except in the event of a second EGM which shall be held if the first EGM does not achieve the required attendance quorum, which shall be able to validly deliberate irrespective of the present or represented part of the capital). In accordance with Article 560

of the Belgian Company Code, the motion under TITLE A, paragraph 9 requires the attendance or representation of shareholders representing at least half of the share capital for each type of share.

In order to be approved, the motions under TITLE A (with the exception of the motion under TITLE A, paragraph 3) require a majority of three quarters of the valid votes cast at the EGM, the motion under TITLE A, paragraph 3 requires a majority of four fifths of the valid votes cast at the EGM, the motions under TITLE B to TITLE F require a majority of half of the valid votes cast at the EGM and the motion under TITLE A, paragraph 9 requires a majority of three quarters of the valid votes cast at the EGM for each type of share.

Each motion to amend the Articles of Association is subject to the prior approval of the FSMA.

**If the required quorum is not attained at the EGM of Friday, 27 April 2018 at 10 a.m., a second EGM will be convened on Wednesday, 16 May 2018 at 10 a.m. at the head offices of the Company, with the same agenda, *mutatis mutandis*.**

**Amendment of the agenda:** Shareholders that, alone or jointly hold 3% of the Company's share capital have the right to place items on the agenda of the EGM and submit motions (relating to the items in the agenda or items to be included in it).

Requests to that effect must be received by the Company no later than 5 April 2018 by letter (Horstebaan 3, 2900 Schoten), fax (+32 3 222 94 95) or e-mail (aandeelhouders@carepropertyinvest.be) (Article 533 *ter* of the Belgian Company Code).

More detailed information on the rights pursuant to Article 533 *ter* of the Belgian Company Code is made available to shareholders on the Company's website ([www.carepropertyinvest.be/investeren/rechten-van-de-aandeelhouders/](http://www.carepropertyinvest.be/investeren/rechten-van-de-aandeelhouders/)). If the Company receives any requests for additions to the agenda and/or for motions, it will (i) publish these motions on the website as soon as possible after their receipt and (ii) publish an amended agenda and amended proxy forms on its website, no later than 12 April 2018.

**Admission formalities and exercise of voting rights:** In order to attend this EGM or to be represented at the meeting by proxy, shareholders must comply with the provisions of Articles 33 and 34 of the Company's Articles of Association. For admission to the EGM, (i) shareholders must prove that they are the actual owners of the shares concerned, (ii) shareholders or proxies (see below) must present proof of identity no later than just before the start of the EGM and representatives of legal entities must present documents providing proof of their identity and authorisation to represent the legal entity.

**Registration:** Any person who is a shareholder of the Company on the Registration date (as defined below) may participate in the EGM and exercise voting rights on the basis of the book-keeping records of his/her shares on the registration date, either by inclusion in the Company's register of shares in the Company's name or by inclusion in the accounts of a recognised account holder or clearing institution, irrespective of the number of shares held by the shareholder on the date of the EGM. **Friday 13 April 2018** (midnight, Belgian time) is the registration date (the "**Registration date**").

**Confirmation of attendance:** Holders of dematerialised shares wishing to attend the EGM must submit a certificate issued by Euroclear or a recognised account-holder at Euroclear, showing the number of dematerialised shares registered in the shareholder's name in its accounts as at the registration date with which the shareholder has indicated that he/she wishes to attend the EGM.

The authorisation referred to above must be submitted by owners of dematerialised shares no later than **Saturday, 21 April 2018** at the head offices of the Company, Horstebaan 3, 2900 Schoten, Fax +32 3 222 94 95; E-mail [aandeelhouders@carepropertyinvest.be](mailto:aandeelhouders@carepropertyinvest.be).

The owners of registered shares who wish to participate in the EGM must inform the Company by ordinary mail, fax or e-mail, no later than Saturday, 21 April 2018, of their intention to participate in the EGM in accordance with the information in the notice convening the meeting.

**Proxies:** Each shareholder may arrange to be represented at the EGM by a proxy. Each shareholder may designate only one person as a proxy.

In order for a shareholder to be represented by proxy, the written authorisation must be completed and signed, using the authorisation form adopted by the Board of Directors, an example of which is available at the head offices of the Company or can be downloaded from the Company's website at [www.carepropertyinvest.be](http://www.carepropertyinvest.be). This authorisation must be received at the head office of the Company no later than **Saturday, 21 April 2018**, by letter, fax or e-mail (Horstebaan 3, 2900 Schoten, Fax +32 3 222 94 95, E-mail [aandeelhouders@carepropertyinvest.be](mailto:aandeelhouders@carepropertyinvest.be)). The shareholders are requested to follow the instructions on the authorisation form, in order to be able to be lawfully represented at the EGM.

In appointing a proxy, each shareholder must take account of the rules concerning conflicts of interest and maintaining a register. Furthermore, shareholders wishing to be represented must comply with the registration and confirmation procedure described above.

If a quorum is not attained at the EGM of 27 April 2018, 10 a.m., the proxy for this meeting will also apply for the second EGM which, if necessary, will be convened, with the same agenda, at 10 a.m. on Wednesday, 16 May 2018.

**Right to put questions:** Shareholders can exercise their right to put questions in writing or at the EGM. Written questions to managing directors must be received at the head offices of the Company no later than **Saturday, 21 April 2018**, by letter, fax or e-mail (Horstebaan 3, 2900 Schoten, Fax +32 3 222 94 95, E-mail [aandeelhouders@carepropertyinvest.be](mailto:aandeelhouders@carepropertyinvest.be)).

More detailed information on the rights pursuant to Article 540 of the Belgian Company Code is made available to shareholders on the Company's website ([www.carepropertyinvest.be/investeren/rechten-van-de-aandeelhouders/](http://www.carepropertyinvest.be/investeren/rechten-van-de-aandeelhouders/)).

**Provision of documents:** On submission of his or her certificate (in the case of dematerialised shares) every shareholder can receive copies of the following documents free of charge at the head offices of the Company (Horstebaan 3, 2900 Schoten) as soon as the notice convening the EGM is published:

- the documents that will be presented to the EGM;
- the agenda of the EGM, which also contains a proposal for a decision or a comment from the Board of Directors; and
- the form that can be used for voting by proxy.

These documents and the data that must be provided in compliance with Article 533*bis*, §2 of the Belgian Company Code can be viewed at the head offices of the Company (Horstebaan 3, 2900 Schoten) or on the Company's website ([www.carepropertyinvest.be](http://www.carepropertyinvest.be)).

**Practical information:** Shareholders requiring more information on the modalities concerning participation in the EGM can contact the Company (Tel. +32 3 222 94 94, E-mail [aandeelhouders@carepropertyinvest.be](mailto:aandeelhouders@carepropertyinvest.be)). To ensure that the meeting starts promptly, we thank shareholders for arriving at least 15 minutes before the commencement time.

The Board of Directors