

Invitation  
Extraordinary General Meeting  
REGULATED INFORMATION  
October 30, 2015

**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")

**Invitation to the Extraordinary General Meeting of Shareholders  
of Wednesday November 18, 2015 at 3.00 PM, ("EGM")**

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Since the required quorum was not reached at the first extraordinary general meeting on October 30, 2015, the shareholders, directors and auditor of Care Property Invest NV (the "Company" or "CP Invest") are again invited to attend the extraordinary general meeting of the Company (the "EGM") which will be held on **Wednesday November 18, 2015 at 3.00 PM** at the registered office of the Company, in order to consult on *mutatis mutandis* the same agenda and proposals for a resolution as for the extraordinary general meeting of October 30, 2015 and as indicated below.

- Confirmation of the appointment of directors within the meaning of article 519 of the Companies Code.  
Proposal for a resolution: *"On the recommendation of the Board of Directors the extraordinary general meeting confirms the co-optation resolved on by the Board of Directors on September 16, 2015 within the meaning of article 519 of the Companies Code of the following directors, as nominated by the special shareholders:*  
*Mr Lode Verstraeten, Zilverstraat 39, 1850 Grimbergen as non-executive director*  
*Mrs Caroline Riské, Vrijgeweide 7, 2980 Zoersel as non-executive director and as independent director within the meaning of article 526ter of the Companies Code.*  
*The mandate will end after the ordinary general meeting of 2018. These appointments are subject to approval by the FSMA."*  
The general meeting takes note of the resignation of Mr Hubert De Peuter and Mrs Isabelle Lemaitre. The general meeting takes note of the fact that the Board of Directors holds that Mrs Riské meets the independence criteria of article 526ter of the Companies Code.
- Appointment of non-executive directors, nominated by the special shareholders  
Proposal for a resolution: *"On the recommendation of the Board of Directors the extraordinary general meeting appoints the following directors, as nominated by the special shareholders, with immediate effect until after the ordinary general meeting of 2018 and subject to approval by the FSMA:*  
*Mrs Kristien Van der Hasselt, Beiaardlaan 4, 1745 Opwijk as non-executive director*  
*Mr Mark Suykens, Riemenstraat 76, 2290 Vorselaar as non-independent, non-executive director."*  
The general meeting takes note of the resignation of Mr Piet Vervinckt.

3. Discharge of directors:  
Proposal for a resolution: "*The extraordinary general meeting grants discharge to Mr Hubert De Peuter, Mrs Isabelle Lemaitre and Mr Piet Vervinckt.*"
4. Approval within the meaning of article 622 §2, 2° of the Companies Code to sell 15,030 own shares at conditions in conformity with the market, within a 2-year term, with as a minimum price the average stock exchange rate of the last 30 days prior to the sale.  
Proposal for a resolution: "*The general meeting resolves to grant approval within the meaning of article 622 §2, 2° of the Companies Code to sell 15,030 own shares at conditions in conformity with the market, within a 2-year term, with as a minimum price the average stock exchange rate of the last 30 days prior to the sale. The general meeting authorises the Board of Directors to further organise the sale within the limits set by the general meeting.*"
5. Proxy  
Proposal for a resolution: "*Insofar as necessary the extraordinary general meeting grants a proxy to implement the resolutions made.*"

Information about the candidate directors will be made available to shareholders on the Company website ([www.carepropertyinvest.be](http://www.carepropertyinvest.be)).

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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.

Approval of the sale of own shares within the meaning of article 622 §2 2° of the Companies Code: it is specified that the EGM will be able to consult in a valid manner regardless of the present or represented part of the capital in order to approve the proposals on the agenda of this EGM under 4.

In order to be approved the proposals under 4 on the agenda require a four-fifths majority of the votes cast at the EGM.

**Conditions for admission and exercise of the right to vote:** in order to attend this EGM or be represented there, shareholders must observe the stipulations of articles 33 and 34 of the Company's articles of Association. In order to be admitted to the EGM (i) shareholders must prove that they actually hold the shares in question, (ii) shareholders or proxy holders (see below) must prove their identity at the latest immediately before the EGM starts and representatives of legal persons must provide documents demonstrating their identity and their capacity of representative.

**Registration:** only persons who are shareholders of the Company at the Date of Registration (as defined below) can participate in the EGM and exercise the right to vote, based on registration in the accounts of the registered shares in the shareholder's name on the Date of Registration, either by registration in the register of shares in the name of the Company, or by registration on the accounts of a certified account holder or a settlement institution regardless of the number of shares held by the shareholder on the date of the EGM. Wednesday **November 4, 2015** (midnight Belgian time) will be date of registration (the "**Date of Registration**").

**Confirmation of participation:** holders of dematerialised shares wishing to participate in the EGM must provide a certificate issued by Euroclear or a certified account holder at Euroclear showing the number of dematerialised shares registered in the shareholder's name on his accounts on the Date of Registration, with which the shareholder indicated that he wishes to participate in the EGM.

Holders of dematerialised shares must deposit the abovementioned certificate at the Company's office, Horstebaan 3, 2900 Schoten, F +32 3 222 94 95; E [aandeelhouders@carepropertyinvest.be](mailto:aandeelhouders@carepropertyinvest.be), at the latest on Thursday **November 12, 2015**.

Holders of registered shares wishing to participate in the EGM must inform the Company of their intention to participate in the EGM according to the data mentioned in their letter of invitation at the latest on Thursday **November 12, 2015**.

**Proxy:** every shareholder can be represented by a proxy holder at the EGM. Each shareholder can appoint only one person as a proxy holder.

In order for a shareholder 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, and a model copy of which is available at the Company's office or can be downloaded from the Company's website [www.carepropertyinvest.be](http://www.carepropertyinvest.be). This proxy must reach the Company's office by regular letter, fax or e-mail (Horstebaan 3, 2900 Schoten, F +32 3 222 94 95, E [aandeelhouders@carepropertyinvest.be](mailto:aandeelhouders@carepropertyinvest.be)) at the latest on Thursday **November 12, 2015**. Shareholders are requested to follow the instructions mentioned on the proxy form in order to be represented at the EGM in a legally valid manner.

When appointing a proxy holder every shareholder will take into account the rules regarding conflicts of interests and keeping a register. Moreover, shareholders wishing to be represented will have to observe the abovementioned registration and confirmation procedure.

**Written questions:** shareholders can exercise their right to ask questions. Written questions to directors must arrive at the Company's office by regular letter, fax or e-mail (Horstebaan 3, 2900 Schoten, F +32 3 222 94 95, E [aandeelhouders@carepropertyinvest.be](mailto:aandeelhouders@carepropertyinvest.be)) at the latest on Thursday **November 12, 2015**.

More detailed information about the rights pursuant to article 540 of the Companies Code will be made available on the Company's website [www.carepropertyinvest.be](http://www.carepropertyinvest.be).

**Availability of documents:** as soon as the invitation to the EGM has been published, all shareholders producing their certificate (in case of dematerialised shares) can obtain a copy of the following documents at the office of the Company (Horstebaan 3, 2900 Schoten) 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 of a comment from the Board of Directors; and
- the form that may be used for voting by proxy.

These documents as well as the data which must be made available pursuant to article 533*bis*, §2 of the Companies Code can be consulted at the registered office of the Company (Horstebaan 3, 2900 Schoten) or on the Company's website ([www.carepropertyinvest.be](http://www.carepropertyinvest.be)).

**Practical information:** shareholders wishing to obtain more information about the conditions 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 meeting to start on time shareholders are requested to be present fifteen minutes before the start of the meeting. Thank you for your cooperation.

The Board of Directors