

Free translation. The Dutch version will prevail.

**Proxy  
Extraordinary 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 EXTRAORDINARY GENERAL MEETING ON 2 JUNE 2016 ("EGM I")  
(AND, IF ANY, AT A SECOND EXTRAORDINARY MEETING ON 22 JUNE 2016 ("EGM II"))  
at the registered office, Horstebaan 3, 2900 Schoten**

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").

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 extraordinary general meeting of the Company Care Property Invest of 2 June 2016, at the Company's registered office at 11.00 AM and, if the quorum of attendance is not reached at the first meeting, at a second extraordinary general meeting which will be held at the Company's registered office on 22 June 2016 at 3.00 PM.

The purpose of this Extraordinary General Meeting of Shareholders (EGM) is to amend the articles of association of the Company in order to make the introduction of a management committee possible and has the following agenda:

1. Insertion of new article 28 in the articles relating to the management committee

Under the suspensive condition of the approval of the draft to amend the articles of association by the FSMA;

motion to insert a new article 28 in the articles of association:

*"The board of directors can transfer certain managerial authorities to a management committee under its supervision, subject to the determination of the general policy of the company or of all acts which pursuant to other statutory provisions are reserved for the board of directors.*

*Two members of the management committee can represent the company in respect of authorities which have been transferred by the board of directors to the management committee."*

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

2. Other amendments to the articles of association

Under the suspensive condition set out under point 1 and subject to prior approval by the EGM of the motion for a resolution referred to in point 1, to adopt the articles of association in their new form such as these have been published in track changes on the website of the Company ([www.carepropertyinvest.be](http://www.carepropertyinvest.be)).

This means that the articles following the new article 28 shall in the coordinated articles of association be renumbered without any substantive changes.

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

3. 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.***

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. Insertion of new article 28 in the articles relating to the management committee			
2. Other amendments to the articles of association			
3. Authorisation relating to completing the formalities			

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](http://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](mailto:aandeelhouders@carepropertyinvest.be).

The Company must have received the proxy at the latest on Friday **27 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 Extraordinary 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 Extraordinary General Meeting and submit proposals for a resolution (relating to topics to be dealt with included or to be included in the agenda) until Thursday October, 8 at 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:

**Care Property Invest NV**

Horstebaan 3  
2900 Schoten  
BE 0456 378 070 - LPR Antwerp  
Public RREC under Belgian law

T +32 3 222 94 94  
F +32 3 222 94 95  
E [info@carepropertyinvest.be](mailto:info@carepropertyinvest.be)  
[www.carepropertyinvest.be](http://www.carepropertyinvest.be)

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"]